

*(This is an in-house translation. In case of any discrepancies between the Swedish original and this translation, the Swedish original shall prevail)*

## Notice of Annual General Meeting

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The shareholders of Netlight Consulting AB (publ) with Reg. No. 556575-6227 (hereinafter "Netlight") are welcome to attend the Annual General Meeting, which takes place at 16:00 on May 31, 2018 at Netlight's premises at Birger Jarlsgatan 7, Stockholm. Entry and registration of the meeting will begin at 15:30.

### Registration

Shareholders who wish to attend the meeting *shall*:

**Both** be registered in the shareholder's register kept by Euroclear Sweden AB at the record date of May 25, 2018

**And** according to chapter 7, 2 § part 2 in The Companies Act (2005:551) ("ABL"), make a notification to Netlight to attend. The notification shall be mailed to Netlight Consulting AB (publ), Jonathan Rosén, Birger Jarlsgatan 7, 111 45 Stockholm or via email to [ir@netlight.com](mailto:ir@netlight.com). Registration must be made no later than May 25, 2018. After this day, it is not possible to register.

### Information in the notification

- Name of the shareholder; and
- Civic registration number (if it is instead a legal person, the registration number must be entered, including name, civic registration number and phone number for the deputy or deputies to represent the legal person at the general meeting).

NB! Upon entering the Annual General Meeting, the person who wishes to participate must present a valid identity document.

### Shares registered in the name of a custodian

In addition to registering, shareholders who have their shares registered through their bank or another authorized depository such as an AP fund, etc., must be temporarily registered in the shareholders' register in their own name (voting rights registration) to be entitled to attend the Annual General Meeting. For this registration to be entered in the share register at the record date on May 25, 2018, shareholders must request re-registration with the custodian well in advance of this day. The shareholder is responsible for this. If no re-registration has been made before May 25, 2018, the shareholder will not be able to attend the Annual General Meeting.

## Representatives and assistant

Shareholders who do not have the opportunity to attend personally at the Annual General Meeting are entitled, according to chapter 7, 3 § ABL, to the right to register a proxy. In order for the representative to exercise the shareholder's right to attend the meeting a, pursuant to chapter 7, 3 § part 2 ABL, a power of attorney – dated and signed by the shareholder must be presented. The term of validity, if specified, of the power of attorney may not exceed five years from the date of issue. The term of validity is for a maximum of one year from the date of issue if nothing else is said. If the power of attorney is issued by a legal person, a certified copy of the registration certificate (or similar authorization document) may be displayed.<sup>1</sup>

A shareholder or an agent is in accordance with chapter 7, part 5 ABL entitled to bring no more than two assistants at the Annual General Meeting. The assistants may comment at the meeting but does not hold voting rights. If the shareholder cannot attend in person and instead wishes to attend by proxy, the name and social security number of the representative must be stated in the notification.

## Documents

Accounting documents and audit reports (and copies thereof) are in accordance with the provisions of chapter 7, 25 § ABL, available at Birger Jarlsgatan 7, 111 45, Stockholm two weeks before the meeting. Copies of these documents may be sent free of charge to his/her postal address at the request of the shareholder. The papers will be presented at the meeting.

## Information

According to chapter 7, 32 § part 1 ABL, the Board of Directors and the Managing Director shall, at the request of a shareholder at the Annual General Meeting, provide information about:

- Conditions that may affect the assessment of a matter on the agenda and
- Conditions that may affect the assessment of the company's financial situation.

Shareholders who wish to submit questions in advance can do so by letter to Netlight Consulting AB (publ), Birger Jarlsgatan 7, 111 45 Stockholm.

We would like to remind you that the right to information only applies if the Board believe that the information may be provided without material harm to the Netlight.

## Shares and votes

The total number of shares in the company amounts to 623 061 514 per the day of this notice. The share entails one vote and thus the total number of votes in Netlight per the day for this notice amounts to 623 061 514.

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<sup>1</sup> Please note that a shareholder who is represented by a proxy still has to sign up for the Annual General Meeting as if the shareholder were to attend the Annual General Meeting in person.

## Draft agenda

1. Opening of the Annual General Meeting
2. Election of Chairman of the meeting
3. Preparation and approval of voting rights
4. Approval of the agenda
5. Election of Adjustment Officers
6. Examination of whether the meeting has been duly convened
7. Presentation of the Annual Report and the Auditors' Report, the consolidated accounts and the Auditors' Report on the Consolidated Accounts
8. Decision:
  - a. to adopt the Income Statement and Balance Sheet and the Consolidated Income Statement and Consolidated Balance Sheet,
  - b. on allocation of the company's profit as shown in the Balance Sheet adopted by the meeting,
  - c. on discharge from liability of the members of the Board of Directors and the Managing Director
9. Determination of the number of Board members, deputy members and, if applicable, the number of auditors and deputy auditors
10. Determination of remuneration to the Board and auditors
11. Election of Board of Directors and, if applicable, auditors and deputy auditors
12. Other matters that falls upon the Annual General Meeting pursuant to the Swedish Companies Act or the Articles of Association
13. Decision on guidelines for remuneration to senior management
14. Decision regarding Nomination Committee
15. Closing of the Meeting

## Proposition for resolution

The following agenda items are proposed for decision.

### **Allocation of the Company's Profit as shown in the Balance Sheet (item 8 b)**

The Board of Directors proposes that the profit brought forward (non-restricted equity) in the parent company, SEK 193 942 421 is distributed with a dividend to shareholders of SEK 143 304 148, a dividend of SEK 0.23 per share. The remaining SEK 50 638 273 will be brought forward.

The board proposes that the record date for the dividend is June 4, 2018. Payment by Euroclear Sweden AB is expected to take place on Thursday, June 8, 2018, but no later than June 13, 2018.

The board, or the person appointed by the board, shall be entitled to make the minor adjustments to this decision which may prove necessary in connection with the registration of the decision by the Swedish Companies Registration Office or Euroclear Sweden AB.

### **Establishment of number of Board members, and deputy members and if applicable number of auditors and deputy auditors (item 9)**

Six (6) permanent Board members and no deputy members.

## Establishment of remuneration to the board and auditors (item 10)

A remuneration of SEK 810 000 will be paid to those external board members appointed by the Annual General Meeting, SEK 400 000 to the chairman of the board, SEK 270 000 to the vice chairman of the board and SEK 140 000 to remaining board members, i.e., members that are not employed by the company or represents most shares.

Auditor's fee payable according to approved invoice.

## Election of Board of Directors and, if applicable auditors and deputy auditors (item 11)

### BOARD

- Re-election of the chairman of the board, Hans Wirfelt (independent)
- Re-election of board members Jonas Hovmark (majority shareholder), Henrik Sidebäck (majority shareholder) and Sofie König (independent)
- Election of Ingrid Engström (independent and vice chairman) and Felix Sprick (Partner)

### Short presentation of Board member nominees

**Ingrid Engström** (vice chairman) is a senior and experienced leader. The central theme throughout her resumé are turn-arounds, growth and operations in industries marked by development and deregulation. Ingrid have worked in the service industry throughout her whole carrier and knows the IT-consultancy business through her years as CEO and president at KnowIT. Ingrid is experienced in working with owner-driven companies with several stakeholders and that these differ compared to companies with a more anonymized institutional owners. Ingrid has a degree in psychology and has a high degree of self-awareness and confidence in who she is. She describes herself as active and engaged in her commitments and strives towards consensus and a mutual feeling between the board and management. The questions she is committed to in the board room are growth and business development in balance with talent and culture. Being a part of building a sustainable company with the drive to constantly develop itself is Ingrid's greatest passion.

**Felix Sprick** joined Netlight in the year 2006 when Netlight was still a local Stockholm based consulting company with 30 employees. He has a technical background with a Diploma degree in Computer Science from the Ludwig-Maximilians-University in Munich. In 2011, after having worked more than 5 years as a technical consultant in Sweden, Felix moved back to his home city Munich to start Netlight's German representation together with other colleagues. Today, the German offices comprise of 4 offices in Munich, Berlin, Hamburg and Zürich with close to 250 employees in total. Felix has been a Partner at Netlight since 2012 and has been member of the board at Netlight previously in 2015/16.

### AUDITORS

Re-election is proposed by Ernst & Young as Auditing Company with Beata Lihammar as Chief Accountant for the period until the end of the Annual General Meeting held during the second financial year following the auditor's election.

### **Decision on guidelines for remuneration to senior management (item 13)**

The board proposes that the Annual General Meeting decide on the following guidelines for remuneration to senior executives called Partners. Remuneration consists of fixed salary, variable salary, pension and other benefits. The total remuneration shall be marketable and competitive and reflect the employee's responsibility and the complexity of the position. The remuneration will aim at giving employees a long-term incentive to develop, taking on new roles and responsibilities while still premiering short term achievements.

- Pension benefits shall consist of defined contribution pension plans related to the fixed salary.
- The variable remuneration shall be based on outcomes in relation to set goals and be linked to the employee's performance. The variable compensation shall have a roof and shall never exceed the fixed part. Furthermore, the variable remuneration shall be conditional upon the company not reporting loss for the year to which the compensation relates. The variable remuneration shall not be pensionable.
- Partners have a notice period of at least four (4) months and the variable remuneration is not paid if the employee terminates the employment during the program's term.

### **Decision on Nomination Committee (item 14)**

The Nomination Committee represents Netlight's shareholders. The Annual General Meeting appoints the members of the Nomination Committee or specifies how members of the Nomination Committee shall be appointed.

The Nomination Committee's task is to prepare and submit proposals to the Annual General Meeting regarding:

- Election of chairman,
- Election of the Chairman of the Board and other members of the Board of Directors,
- Board fees for the chairman and each of the members of the Board and possible remuneration for committee work,
- Election and remuneration of auditors,
- Election of Nomination Committee, alternately decisions regarding principals for appointments of Nomination Committee and
- Policies for the Nomination Committee's work.

For the 2018/2019 financial year, the Nomination Committee is proposed to consist of the following members:

- Sofie König (chairman),
- Kristoffer Nilsson (representative of majority shareholders) and
- Gustaf Eriksson (representative of minority shareholders)

*Stockholm in April 2018*

*Netlight Consulting AB (publ)*

*Board of Directors*