

NOTICE OF THE ANNUAL GENERAL MEETING

Brighter AB (publ) will hold its Annual General Meeting (AGM) on Tuesday, 17 May 2016, at 10:00 am, at the offices of Brighter AB, Norgvegatan 2 in Kista, Sweden. The meeting will take place in the auditorium at the ground floor of the same address.

RIGHT TO PARTICIPATE AND REGISTRATION

Those who wish to participate in the Meeting must:

- Be registered as a shareholder in the shareholder register maintained by Euroclear Sweden AB by Wednesday, 11 May 2016, and
- Inform the company of their intent to participate in the Meeting by Thursday, 12 May 2016 at the latest.

Registration of participation must be made in writing to – preferably – ir@brighter.se, or by mail to Brighter AB (publ), Norgvegatan 2, SE-164 32, Kista, Sweden. When registering, please state your name, personal identity number/corporate registration number, address and phone number.

Shareholders who are unable to personally attend the Meeting may exercise their rights at the Meeting through representatives who possess a written, signed and dated power of attorney letter. A power-of-attorney form will be provided upon request and will be available on the company's website, www.brighter.se, as of no later than three weeks prior to the Meeting, until the day before the Meeting. If the power of attorney was issued by a legal person, a copy of the proof of registration or equivalent form of authorisation for the legal person must be enclosed. To facilitate entry to the Meeting, power of attorney forms, proof of registration and other forms of authorisation should be submitted to the company at the aforementioned address by Wednesday 11 May, 2016 at the latest.

To be entitled to participate in the Meeting, shareholders whose shares are held by a trustee must, through their trustee, register the shares in their own name in the shareholder register maintained by Euroclear Sweden AB by Wednesday, 11 May 2016. This registration can be temporary.

PROPOSED AGENDA

1. Opening of the Meeting.
2. Election of the Chairman of the Meeting.
3. Preparation and approval of the list of shareholders entitled to vote at the Meeting.
4. Approval of the agenda.
5. Election of two officers to verify the minutes.
6. Determination of whether the Meeting has been duly convened.
7. Presentation of the annual report and the auditors' report for 2015.
8. Resolutions concerning:
 - a) the adoption of the income statement and balance sheet for 2015.
 - b) dispositions concerning the company's profit or loss as shown in the balance sheet adopted by the Meeting.
 - c) discharge of the Board members and the CEO from personal liability for their administration during 2015.
9. Resolution concerning the number of Board members and deputy Board members.
10. Determination of the fees to be paid to Board members.
11. Election of the Chairman of the Board, deputy Chairman and other members of the Board, and any deputy members.
12. Resolution concerning the number of auditors and deputy auditors.

13. Determination of the fees to be paid to the auditor.
14. Election of the auditor and any deputy auditors.
15. Resolution concerning the issuance of warrants, as well as the approval of the transfer of warrants to the company's Board members.
16. Resolution concerning the issuance of warrants, as well as the approval of the transfer of warrants to employees and key members of the company.
17. Resolution concerning the authorisation of an issuance.
18. Conclusion of the Meeting.

PROPOSALS

Resolution on dispositions concerning the company's profit or loss as shown in the balance sheet adopted by the Meeting (item 8 b)

At the disposal of the AGM are retained earnings of SEK -28 million and a loss for the year of SEK -11,5 million. The Board proposes that no dividend be paid for the 2015 financial year and that the overall loss of SEK 27,8 million to be carried forward.

Resolution concerning the number of Board members and deputy Board members, determination of the fees to be paid to Board members, election of the Chairman and other members of the Board and any deputy members, resolution concerning the number of auditors and deputy auditors, determination of the fees to be paid to the auditor, and the election of the auditor and any deputy auditors (items 9-14)

The company's principal shareholder has notified the company's Board of said shareholder's intent to propose that the AGM resolve on certain resolutions as follows:

Item 9: That the Board comprise six Board members with no deputies.

Item 10: That each of the Board members be paid a fee of two price base amounts (*Sw. prisbasbelopp*) and that the Chairman of the Board and the deputy Chairman be paid one additional price base amounts.

Item 11: That Gert Westergren, Lars Flening, Afsaneh Ghatan Bauer, Petra Kaur Ljungman, Sara Murby Forste and Jan Stålemark be re-elected to the Board. That Gert Westergren be reelected Chairman of the Board and Sara Murby Forste reelected deputy Chairman.

Item 12: That there be one auditor with no deputy auditors.

Item 13: That the auditor be paid upon the approval of invoices.

Item 14: That the auditing firm Öhrlings PricewaterhouseCoopers AB be re-elected auditor. If this resolution passes, Öhrlings PricewaterhouseCoopers AB intends to re-appoint Bo Magnus Lagerberg as the Chief Auditor.

Resolution concerning the issuance of warrants, as well as the approval of the transfer of warrants to the company's Board members (item 15)

The principal shareholder proposes that the AGM resolve on the issuance of warrants and the approval of the transfer of warrants primarily as follows:

1. That the company issue 500,000 warrants, whereby each warrant is to carry an entitlement for the new issuance of one share in the company, and whereby the company's share capital can be increased by no more than SEK 25,000.
2. That the right to subscribe for warrants be granted to the wholly owned subsidiary Brighter One AB ("**the Subsidiary**"), which deviates from the shareholders' preferential rights.
3. That warrants be subscribed for through a separate subscription list by 30 June 2016 at the latest. That the Board be entitled to resolve on an extension of the subscription period.
4. That the warrants be issued free of charge.

5. That the Board of the company instruct the Subsidiary to transfer the warrants to the Board members elected at the 2016 AGM, as well as to any Board members who are elected after said AGM and until the 2017 AGM (“**the Board members**”). The right to acquire warrants is contingent on the Board members having signed a contract pertaining to, among other matters, the right of pre-emption with the company at the time of the acquisition.

a) The Board members are divided into three groups. **Group 1** encompasses the Chairman, who is to be able to acquire no more than 100,000 warrants. **Group 2** encompasses other Board members elected at the 2016 AGM, who are to be able to acquire no more than 280,000 warrants collectively. However, no individual Board member is to be able to acquire more than 70,000 warrants. **Group 3** encompasses any Board members elected after the 2016 AGM, who are to be able to acquire no more than 20,000 warrants collectively.

b) If the total number of warrants that the Board members want to acquire is less than the maximum number of warrants that the Subsidiary has at its disposal to transfer, the aforementioned limits can be exceeded, but never in a manner such that (i) a Board member in Group 1 can acquire more than 200,000 warrants, (ii) a Board member in Group 2 can acquire more than 140,000 warrants, or that (iii) a Board member in Group 3 can acquire more than 50,000 warrants.

6. The sum paid for the warrants that are transferred from the Subsidiary to the Board members must be at a market rate, which is determined by applying the Black & Scholes valuation model.

The warrants up to the number specified in section 5 a) above may be acquired by the Board members in Group 1 and Group 2 over (i) a period of one month after the company's 2016 Q2 interim report has been published, and over (ii) a period beginning the day after the company's 2016 Q3 interim report has been published and ending on 31 December 2016. The warrants that are offered under section 5 a) above may first be acquired by Board members in Group 3 over a one-month period after the company's 2016 Q2 interim report has been published, and subsequently for periods of one month following the publication of each of the company's subsequent interim reports (meaning the four annual interim reports), though no later than one month after the publication of the company's 2017 Q1 interim report.

The warrants that have been offered to the Board members in Group 1 and Group 2 in section 5 a) above, but that have not been acquired by 31 December 2016 at the latest, may be acquired by other Board members in Group 1, Group 2 and Group 3 in quantities up to the number specified in section 5 b) above for a period of one month after the publication of the company's 2016 Q4 interim report (year-end report). The warrants that are initially offered to the Board members in Group 3 under section 5 a) above, but that are not acquired, may be acquired by the Board members in Group 1 and Group 2 in quantities that exceed the number specified in section 5 a) above up to the quantity that is specified in section 5 b) above for a period of one month after the publication of the company's 2017 Q2 interim report.

7. In the event of full participation and the subsequent full subscription for shares backed by warrants, the program can entail a dilution of not more than 1.2 percent based on the number of shares and votes in the company, following the implementation of the incentive program.

8. The newly subscribed shares first entail the right to a dividend on the record date immediately following the date on which the shares were registered in the shareholder register maintained by Euroclear Sweden AB.

9. Among other details, the complete list of terms and conditions for the warrants states that:
- (a) For each warrant, the holder bears the right to subscribe for one new share in exchange for a cash payment at a share price of SEK 8.22.
 - (b) The share price and the number of shares that can be subscribed for with the backing of a warrant may be subject to change.
 - (c) Shares backed by warrants can be subscribed for over (i) a period of one month after the publication of the company's 2019 Q1 interim report, and over (ii) a period beginning the day after the company's 2019 Q2 interim report has been published and ending on 30 September 2019.

As reasons for the deviation from the shareholders' preferential rights, the principal shareholder cites the following: The principal shareholder deems that an incentive program for the Board is required for the company to be able to attract, motivate and retain Board members who possess the desired expertise and experience. The principal shareholder also believes that the company and its shareholders will benefit from the Board members having a financial interest in the company that is comparable with that of its shareholders.

Since warrants that are transferred at market value are considered transferrable securities and are not linked to the assignment in such a way so as to require the payment of social security fees, it is not believed that any social security expenses will be charged to the company as a result of the incentive program. Accordingly, there is no reason to hedge the program. The dilution is expected to have a marginal effect on the company's key ratios.

The company, or the party instructed by the company, will under certain circumstances – such as if their assignment ends – be entitled to repurchase warrants from the Board members. Repurchased warrants are to be able to be offered to the Board members in Group 1, Group 2 and Group 3, provided that the aforementioned cap is respected.

Resolution concerning the issuance of warrants, as well as the approval of the transfer of warrants to employees and key members of the company (item 16)

The Board proposes that the AGM resolve on the issuance of warrants and the approval of the transfer of warrants primarily as follows:

1. That the company issue 2,000,000 warrants, whereby each warrant is to carry an entitlement for the new issuance of one share in the company, and whereby the company's share capital can be increased by no more than SEK 100,000.
2. That the right to subscribe for warrants be granted to the Subsidiary, which deviates from the shareholders' preferential rights.
3. That warrants be subscribed for through a separate subscription list by 30 June 2016 at the latest. That the Board be entitled to resolve on an extension of the subscription period.
4. That the warrants be issued free of charge.
5. That the Board of the company instruct the Subsidiary to transfer the warrants to employees and key members of the company ("**the Participants**") within the following framework: One condition for acquisition is that the Participants be employed by the company at the time of acquisition and that they have not resigned from or been dismissed by the company, as an employee or as a consultant, at said time. Employees are also defined as individuals who, no later than the date of acquisition, have signed a contract with the company concerning impending employment. The right to acquire warrants is contingent on the Participants having signed a contract pertaining to, among other matters, the right of pre-emption with the company at the time of the acquisition.

- a) The Board is to divide the Participants into three groups. **Group 1** encompasses the CEO, the COO, the HPD and any newly employed member of the management team, who will not be able to acquire more than 1,300,000 warrants. However, the CEO is not to be able to acquire more than 320,000 warrants, the COO is not to be able to acquire more than 600,000 warrants, the HDP is not to be able to acquire more than 200,000 warrants and any newly employed member of the management team is not to be able to acquire more than 180,000 warrants. **Group 2** encompasses other employees, who are to be able to acquire no more than 330,000 warrants collectively. However, no individual employee is to be able to acquire more than 30,000 warrants. **Group 3** encompasses key members and individuals who may become employed by the company, who are to be able to acquire no more than 330,000 warrants collectively. However, no individual member of Group 3 is to be able to acquire more than 30,000 warrants.
- b) If the total number of warrants that the Participants want to acquire is less than the maximum number of warrants that the Subsidiary has at its disposal to transfer, the aforementioned limits can be exceeded for the Participants in Group 1 and Group 2, but never in a manner such that (i) the CEO can acquire more than 1,000,000 warrants, nor that the COO can acquire more than 1,000,000 warrants, nor the HDP can acquire more than 350,000 warrants, nor that any newly employed member of the management team can acquire more than 350,000 warrants; (ii) nor that the participants in Group 2 can acquire more than 40,000 warrants, nor that (iii) the participants in Group 3 can acquire more than 40,000 warrants.
6. The sum paid for the warrants that are transferred from the Subsidiary to the Participants must be at a market rate, which is determined by applying the Black & Scholes valuation model.
- The warrants up to the number specified in section 5 a) above may be acquired by the Participants in Group 1 and Group 2 over (i) a period of one month after the company's 2016 Q2 interim report has been published, and over (ii) a period beginning the day after the company's 2016 Q3 interim report has been published and ending on 31 December 2016. The warrants that are offered under section 5 a) above may first be acquired by the Participants in Group 3 over a one-month period after the company's 2016 Q2 interim report has been published, and subsequently for periods of one month following the publication of each of the company's subsequent interim reports (meaning the four annual interim reports), though no later than one month after the publication of the company's 2017 Q1 interim report.
- The warrants that have been offered to the Participants in Group 1 and Group 2 under section 5 a) above, but that have not been acquired by 31 December 2016 at the latest, may be acquired by other Participants in Group 1 and Group 2 in quantities up to the number specified in section 5 b) above for a period of one month after the publication of the company's 2016 Q4 interim report (year-end report). The warrants that are initially offered to the Participants in Group 3 in section 5 a) above, but that are not acquired, may be acquired by the Participants in Group 1, Group 2 and Group 3 in quantities that exceed the number specified in section 5 a) above up to the quantity that is specified in section 5 b) above for a period of one month after the publication of the company's 2017 Q2 interim report.
7. In the event of full participation and the subsequent full subscription for shares backed by warrants, the program can entail a dilution of no more than 4.5 percent based on the number of shares and votes in the company, following the implementation of the incentive program.

8. The newly subscribed shares first entail the right to a dividend on the record date immediately following the date on which the shares were registered in the shareholder register maintained by Euroclear Sweden AB.
9. Among other details, the complete list of terms and conditions for the warrants states that:
 - (a) For each warrant, the holder bears the right to subscribe for one new share in exchange for a cash payment at a share price of SEK 8.22.
 - (b) The share price and the number of shares that can be subscribed for with the backing of a warrant may be subject to change.
 - (c) Shares backed by warrants can be subscribed for over (i) a period of one month after the publication of the company's 2019 Q1 interim report, and over (ii) a period beginning the day after the company's 2019 Q2 interim report has been published and ending on 30 September 2019.

As reasons for the deviation from the shareholders' preferential rights, the Board cites the following: The Board deems that a personal, long-term shareholding among the Participants will lead to greater motivation and an increased sense of inclusion in the company.

Since warrants that are transferred at market value are considered transferrable securities and are not linked to employment or the assignment in such a way so as to require the payment of social security fees, it is not believed that any social security expenses will be charged to the company stemming from the incentive program. Accordingly, there is no reason to hedge the program. The dilution is expected to have a marginal effect on the company's key ratios.

The company, or the party instructed by the company, will under certain circumstances – such as if their task ends – be entitled to repurchase warrants from the Participants. Repurchased warrants are to be able to be offered to the Participants in Group 1, Group 2 and Group 3, provided that the aforementioned cap is respected.

Resolution concerning the authorisation of an issuance (item 17)

The Board proposes that the AGM resolve on the matter primarily as follows:

The Board is to be authorised to, on one or more occasions prior to the next AGM, resolve on the new issuance of shares, the issuance of warrants, and/or the issuance of convertibles primarily as follows:

The issuance is to be able to be conducted with or without deviating from the shareholders' preferential rights.

The authorisation is to include the right to resolve on an issuance in exchange for cash payment, offset payment or payment in kind, and in other respects be compatible with the conditions stipulated in chapter 2, section 5, second paragraph 1-3 and 5 in the Swedish Companies Act.

SPECIFIC MAJORITY REQUIREMENTS

For resolutions on items 15 and 16 to be valid, the resolutions must be approved by shareholders representing at least nine-tenths of both the specified votes and the shares represented at the Meeting.

For the resolution on item 17 to be valid, the resolution must be approved by shareholders representing at least two-thirds of both the specified votes and the shares represented at the Meeting.

SHAREHOLDERS RIGHT TO ASK QUESTIONS

Shareholders are reminded of their right to request information at the AGM from the Board and the CEO under chapter 7, section 32 of the Swedish Companies Act.

DOCUMENTATION

The financial statements and auditor's report are available at the company's offices and on the company's website, www.brighter.se. The complete resolutions concerning Items 15-17 will be available at the company's offices and on the company's website, www.brighter.se no later than two weeks before the Meeting. A copy of all documentation will immediately and without charge be sent to shareholders who so request and who provide their mailing address.

Stockholm, April 2016

Brighter AB (publ)

Board of Directors