

Notice to attend the Extraordinary General Meeting in NOTE AB (publ), on Monday 21 January 2019

The shareholders of NOTE AB (publ), reg.no. 556408-8770, (the “**Company**”), are hereby given notice to attend the Extraordinary General Meeting (the “**EGM**”) of shareholders on Monday 21 January 2019 at 11:00 at Advokatfirman Delphi, Mäster Samuelsgatan 17, Stockholm, Sweden. Registration for the EGM will commence at 10:30.

Notice

Shareholders wishing to participate at the EGM shall:

- be registered in the share register maintained by Euroclear Sweden AB (the Swedish Central Securities Depository & Clearing Organisation) by no later than Tuesday 15 January 2019,
- notify the Company of their intention to participate at the EGM by no later than Tuesday 15 January 2019.

Notification is possible by e-mail, info@note.eu, or by telephone on +46 (0)8 568 990 00. A written notification can also be sent to NOTE AB, Box 1285, 164 29 Kista, Sweden. Notifications shall state personal or corporate names, personal or corporate identity numbers, number of shares, addresses and telephone numbers. Shareholders wishing to bring one or two assistants must notify the Company thereof in the time and manner applicable for shareholders.

Personal data obtained from the share register kept by Euroclear Sweden AB, notices and attendance at the EGM and information on representatives, proxies and assistants will be used for registration, preparation of the voting list for the EGM and, where appropriate, the minutes of the EGM. The personal data is handled in accordance with the General Protection Regulation (Regulation (EU) 2016/679 of the European Parliament and of the Council) that entered into force on 25 May 2018.

For entitlement to participate in the EGM, shareholders with nominee-registered holdings must temporarily re-register their shares in their own name in the share register through the agency of their nominee well in advance of Tuesday 15 January 2019.

The number of shares and votes of the Company amounts to 28 872 600 as of the date of this notice. As of the date of this notice, the Company owns 5,811 of its own shares.

Proxy

Shareholders represented by proxy shall issue a dated power of attorney for the proxy. If issued by a legal entity, the power of attorney must be signed by an authorized representative and be accompanied by a registration certificate or other documents attesting to the authority of the signatory. A copy of the power of attorney form and a registration certificate or other documents attesting the authority of the signatory (if applicable) ought to be sent by mail to the Company well in advance of the EGM at the address Box 1285, 164 29 Kista, Sweden. The original version of the power of attorney form shall also be presented at the EGM. A power of attorney form is available for download on the Company’s website, www.note.eu.

PROPOSED AGENDA

1. Opening of the EGM.
2. Election of Chairman and a person to keep the minutes of the EGM.
3. Preparation and approval of the voting list.
4. Approval of the Board of Directors’ proposed agenda.

5. Election of one or two people to attest the minutes.
6. Determination of whether the EGM has been duly convened.
7. Approval of the number of Board members elected by the EGM.
8. Election of new Board of Directors.
9. The Board of Directors' proposal for resolution regarding Incentive Program 2019/2022 and issue of warrants.
10. Closing the EGM.

Nomination Committee proposals (items 2, 7 and 8)

The Nomination Committee of NOTE has consisted of the following members:

Johan Hagberg (own holding), Martin Nilsson (Catella Fondförvaltning), Malin Björkmo (Handelsbanken Fonder) and Thomas Tang (Mediuminvest A/S). The Chairman of the Nomination Committee has been Malin Björkmo.

Item 2 – Andreas Wirén is proposed as Chairman of the EGM.

Item 7 – The Board of Directors is proposed to consist of seven ordinary members without deputies.

Item 8 – Due to that Johannes Lind-Widestam has been appointed as Chief Executive Officer and President and thereby made his position as board member available, and that the former chairman John Hedberg's leave from the Board of Directors on 31 July, 2018, due to Creades AB (publ) sale of its previous holdings, the Nominating Committee leaves the following suggestion until the next Annual General Meeting. New election of Anna Belfrage, Kaj Falkenlund, Claes Mellgren and Charlotte Stjerngren.

Johan Hagberg is proposed as chairman. In case the EGM resolves in accordance with the Nomination Committee's proposal, the Board of Directors will consist of Johan Hagberg, Kjell-Åke Andersson, Anna Belfrage, Kaj Falkenlund, Bahare Hederstierna, Claes Mellgren, Charlotte Stjerngren and Christoffer Skogh (employee representative).

The Nomination Committee further propose that the directors' fee to Anna Belfrage, Kaj Falkenlund, Claes Mellgren and Charlotte Stjerngren, in accordance with the Annual General Meeting resolution on 26 April, 2018, shall continue to apply, meaning a directors' fee of SEK 112,000 per director (on an annual basis). Consequently, the total directors' fee amounts to SEK 703 000.

The Board of Directors' proposal for resolution regarding Incentive Program 2019/2022 and issue of warrants (item 9)

The Board of Directors proposes that the EGM resolves to implement a long term incentive program (the "**Incentive Program 2019/2022**") for the Company's Chief Executive Officer Johannes Lind-Widestam (the "**Participant**"). The proposal to implement an incentive program has been put forward as the Board of Directors assesses that it is important and in the interest of the all the shareholders to create even greater participation for the Participant within the Company with regard to the Company's development.

In the light of the above, the Board of Directors proposes that the EGM resolves to implement the Incentive Program 2019/2022 and resolves to issue warrants in accordance with the following.

A. Issue of warrants

The Board of Directors proposes that the EGM resolves to direct issue not more than 400,000 warrants, which upon full utilisation will increase the Company's share capital with no more than SEK 200,000. For the resolution, the following terms and conditions shall apply.

1. The right to subscribe for the warrants shall, with deviation from the shareholders' preferential right only belong to the Participant.
2. The reasons for the deviation from the shareholders' preferential right is to implement an incentive program whereby the Participant, through own investment, shall partake of and aim towards a positive development of the Company during the entire period which the proposed incentive program covers, and that the Company shall be able to retain skilled and dedicated staff.
3. The warrants shall be subscribed by the Participant at a price which is established by a calculated market value for the warrants applying the Black & Scholes valuation model (the "**Warrant Premium**") which shall be calculated in accordance with the principles for Black & Scholes. The measurement period for the calculation of the Warrant Premium shall commence on 21 January 2019 up to and including 11 February 2019.

The allotted warrants shall be paid for in cash no later than 13 February 2019. The Board of Directors is, however, entitled to extend the period of payment.

4. The right to receive warrants requires that the Participant enter into a pre-emption agreement with the Company. Otherwise, the warrants are freely negotiable.
5. The subscription for the warrants shall be made during the period commencing on 12 February 2019 up to and including 13 February 2019. The Board of Directors shall be entitled to extend the subscription period.
6. Subscription for shares through exercise of the warrants shall be made from the period commencing on 10 February 2022 up to and including 3 March 2022, with regard to, at each time, applicable insider legislation. Shares may not, however, be purchased during any such period when trading in the Company's shares is forbidden in accordance with Regulation (EU) No 596/2014 of the European Parliament and of the Council of April 2014 on market abuse (market abuse regulation) or any other equivalent legislation which applies at any given time.
7. Each warrant entitles the holder to subscribe for one (1) share in the Company at an exercise price corresponding to 130 percent of the volume-weighted average price for the Company's share on Nasdaq Stockholm during the period commencing on 21 January 2019 up to and including 11 February 2019. However, the exercise price may not be less than the share's quota value of SEK 0.50. Day without price quotation shall not be included in the assessment.
8. Customary re-calculation term shall apply for the warrants.

B. Further information about the issue and the transfer

1. Dilution

Upon exercise of all warrants in the Incentive Program 2019/2022 up to 400,000 shares (with reservation for any re-calculation), equivalent to around one (1) percent of the total number of outstanding shares and votes, may be issued. The calculation is based on the maximum number of shares and votes which can be issued divided with the total number of shares and votes after such issue. Upon full exercise of the warrants, the Company's share capital will increase with SEK 200,000.

Together with the outstanding warrants in Incentive Program 2017/2020 and 2018/2021, the total dilution corresponds to approximately five (5) percent of the total number of outstanding shares and votes.

2. Calculation of the market value

The current expected level of volatility of the warrants at time of the valuation have by the Board of Directors been estimated to be approximately 28 percent. At an estimated future level of volatility during the term of the warrants at an equivalent level and under the assumption that the average value of the Company's shares during the period for the valuation of the warrants amount to SEK 22, wherein the exercise price for the warrants will amount to SEK 28.60 and considering the Company's dividend policy, the value per warrant amount to SEK 1.11 according to the Black & Scholes valuation model. The Board of Directors' valuation of the warrants will be examined by the independent appraiser PwC.

3. Costs for the Company and effect on key ratios etc.

The Incentive program is expected to have a marginal effect on the Company's earnings per share. Given that the warrants shall be transferred at a price corresponding to the market value of the warrants, no particular social security costs will arise for the Company in connection with the transfer of warrants to the Participant.

The total costs, including other expenses for the Incentive Program 2019/2022 related to fees to external advisors, valuation, own work and for administration of the program, are estimated to amount to approximately SEK 200,000 during the term of the incentive program.

4. Preparation of the matter

The principles of the Incentive Program 2019/2022 have been prepared by the Board of Directors (also the Company's the remuneration committee), in consultation with external advisors. The Board of Directors has, thereafter, decided to present the proposal to the EGM. It is noted that Johannes Lind-Widestam has not participated in the processing or any decision regarding the terms or other matters related to the Incentive Program 2019/2022.

5. Previous implemented program

There are two (2) previous implemented incentive program; 2017/2020 and 2018/2021.

The AGM held on 20 April 2017 approved the Board of Directors' proposal regarding the incentive program for key employees, the resolution to issue 600,000 warrants

2017/2020 and the resolution to approve the transfer of warrants. Upon exercise of all warrants up to 600,000 shares may be issued, equivalent to a dilution around two (2) percent of the total number of outstanding shares and votes. 600,000 warrants have been subscribed. The subscription price was fixed at SEK 23.30 per share.

The AGM held on 26 April 2018 approved the Board of Directors' proposal regarding the incentive program for key employees, the resolution to issue 630,000 warrants 2018/2021 and the resolution to approve the transfer of warrants. The subscription price was fixed at SEK 29.00 per share. 380,000 warrants have been subscribed. Upon exercise of all warrants up to 630,000 shares may be issued, equivalent to a dilution around one (1) percent of the total number of outstanding shares and votes.

The Company does not have any other previous implemented incentive programs.

C. Authorizations and majority requirements

The Board of Directors, or the one who the Board of Directors appoints, is authorized to make minor adjustments required for the registration at the Swedish Companies Registration Office.

A resolution to approve the present proposal is valid only where supported by shareholders holding not less than nine-tenths (9/10) of both the shares voted for and of the shares represented at the EGM.

Shareholders' right to request information

According to the Swedish Companies Act, the Board of Directors and the Managing Director, if any shareholder requests it and the Board of Directors believes that it is without material damage to the Company, provide information at the meeting regarding circumstances that may affect the assessment of a matter on the agenda.

Documentation for the EGM

Nomination Committee's complete proposals, reasoned opinion regarding its proposal for Board of Directors, information about proposed Board of Directors, the Board's complete proposal for resolutions and other documentation required according to the Swedish Companies Act will be available in Swedish at the Company at the address Borgarfjordsgatan 7 i Kista, Sweden, and on the Company's website, www.note.eu, no later than three weeks before the EGM. The documentation will be sent free of charge to those shareholders that so request and provide their postal or e-mail address. All the documentation above will also be presented at the EGM.

Kista in December 2018

The Board of Directors of NOTE AB (publ)