

OFFICIAL NOTIFICATION OF THE ANNUAL GENERAL MEETING

Brighter AB (publ) will hold its Annual General Meeting (AGM) on Wednesday, 18 June 2014, at 10:00 am, at the offices of Pareto Securities, 9th floor, Berzelii Park 9, in Stockholm, Sweden.

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 Thursday, 12 June 2014, and
- Inform the company of their intent to participate in the Meeting by Friday, 13 June 2014 at the latest.

Registration of participation must be made in writing to – preferably – ir@brightercompany.com, or by mail to Brighter AB (publ), Norgegatan 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.brightercompany.com, 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 Friday, 13 June 2014 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 Thursday, 12 June 2014. 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 2013.
8. Resolutions concerning:
 - a) the adoption of the income statement and balance sheet for 2013
 - 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 2013.
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, 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. Adoption of directives for the Nomination Committee.
 16. Resolution concerning the issuance of warrants, as well as the approval of the transfer of warrants to the company's Board members.
 17. Resolution concerning the issuance of warrants, as well as the approval of the transfer of warrants to employees and key members of the company.
 18. Resolution concerning the authorisation of an issuance.
 19. 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 2,495,297 and a loss for the year of SEK -2,780,702. The Board proposes that no dividend be paid for the 2013 financial year and that the overall loss of SEK -285,405 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 five 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 be paid two additional price base amounts.

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

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 Ernst & Young AB ("EY") be elected auditor. If this resolution passes, EY intends to appoint Per Hedström as the Chief Auditor and Patrik Olofson as his personally selected co-auditor.

Adoption of directives for the Nomination Committee (item 15)

The principal shareholder proposes that the AGM resolve on directives for the Nomination Committee primarily as follows:

That the Nomination Committee comprise four members. The company's three largest shareholders/holding groups ("**Majority Shareholders**") as of 31 August in the year prior to the year in which the AGM is held – as per the shareholder information listed in the shareholder register maintained by Euroclear Sweden AB of the company's shareholders/holding groups, or who can otherwise prove that they were among the majority shareholders on the aforementioned date – each appoint one member to the Committee. The Chairman of the Board is also to be appointed a member of the Nomination Committee.

The Chairman of the Board must convene the company's Majority Shareholders by 15 October at the latest. If any of these shareholders abstains from their right to appoint a member to the Nomination Committee, the next-largest shareholder/holding group is to be given the opportunity to appoint a member to the Nomination Committee.

Neither the CEO nor any other member of the executive management is to be a member of the Nomination Committee. The Chairman of the Board is tasked with convening the Nomination Committee's first meeting.

The Chairman of the Board is not to be appointed Chairman of the Nomination Committee. The Nomination Committee's term lasts until such time as a new Nomination Committee is appointed. The composition of the Nomination Committee must be published no later than six months prior to the AGM.

If information arises that any shareholder that has appointed a member to Nomination Committee is no longer a Majority Shareholder due to changes in their shareholding or due to changes in another shareholder's shareholding, the member that the aforementioned shareholder appointed – if so decreed by the Nomination Committee – must step down and be replaced by a new member who is to be appointed by the shareholder that is the largest registered shareholder at said time and that has not already appointed a member to the Nomination Committee.

If the registered ownership structure changes in any other material respects prior to the Nomination Committee completing its assignment, the Nomination Committee is to change its composition in accordance with the aforementioned principles, if so decreed by the Nomination Committee.

Resolution concerning the issuance of warrants, as well as the approval of the transfer of warrants to the company's Board members (item 16)

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 200,000 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 10,000.
2. That the right to subscribe for warrants be granted to a wholly owned subsidiary ("**the Subsidiary**"), which deviates from the shareholders' preferential rights.
3. That warrants be subscribed for through a separate subscription list by 30 June 2014 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 2014 AGM, as well as to any Board members who are elected after said AGM and until the 2015 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 50,000 warrants. **Group 2** encompasses other Board members elected at the 2014 AGM, who are to be able to acquire no more than 150,000 warrants collectively. However, no individual Board member is to be able to acquire more than 35,000 warrants. **Group 3** encompasses any Board members elected after the 2014 AGM, who are to be able to acquire no more than 10,000 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 80,000 warrants, (ii) a Board member in Group 2 can acquire more than 50,000 warrants, or that (iii) a Board member in Group 3 can acquire more than 25,000 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 BDO Consulting Group AB by applying the Black & Scholes valuation model. BDO Consulting Group AB is to be considered independent in relation to the company.

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 2014 Q2 interim report has been published, and over (ii) a period beginning the day after the company's 2014 Q3 interim report has been published and ending on 31 December 2014. 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 2014 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 2015 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 2014 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 2014 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 2015 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 23.6.
 - (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 2017 Q1 interim report, and over (ii) a period beginning the day after the company's 2017 Q2 interim report has been published and ending on 30 September 2017.

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 17)

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 800,000 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 40,000.
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 2014 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 and any newly employed member of the management team, who will not be able to acquire more than 605,000 warrants. However, the CEO is not to be able to acquire more than 175,000 warrants, the COO is not to be able to acquire more than 315,000 warrants, and any newly employed member of the management team is not to be able to acquire more than 115,000 warrants. **Group 2** encompasses other employees, who are to be able to acquire no more than 105,000 warrants collectively. However, no individual employee is to be able to acquire more than 15,000 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 90,000 warrants collectively. However, no individual member of Group 3 is to be able to acquire more than 15,000 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 260,000 warrants, nor that the COO can acquire more than 500,000 warrants nor that any newly employed member of the management team can acquire more than 150,000 warrants; (ii) nor that the participants in Group 2 can acquire more than 20,000 warrants, nor that (iii) the participants in Group 3 can acquire more than 20,000 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 BDO Consulting Group AB by applying the Black & Scholes valuation model. BDO Consulting Group AB is to be considered independent in relation to the company.

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 2014 Q2 interim report has been published, and over (ii) a period beginning the day after the company’s 2014 Q3 interim report has been published and ending on 31 December 2014. 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 2014 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 2015 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 2014 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 2014 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 2015 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 23.6.
 - (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 2017 Q1 interim report, and over (ii) a period beginning the day after the company's 2017 Q2 interim report has been published and ending on 30 September 2017.

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 18)

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 16 and 17 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 18 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.brightercompany.com. The complete resolutions concerning Items 15-18 will be available at the company's offices and on the company's website, www.brightercompany.com 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, May 2014
Brighter AB (publ)
Board of Directors

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About Brighter AB (publ)

Brighter One™ – the patented all-in-one solution that combines the five things that millions of diabetics need to use several times every day to survive and feel well.

Brighter develops and commercializes innovative solutions for diabetes self-care. The Company's shares are listed on NASDAQ OMX First North. More information is available at www.nasdaqomxnordic.com. Pareto Securities is Brighter's Certified Adviser and liquidity provider.

For more information: www.brightercompany.com

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