

NOTICE TO ATTEND THE EXTRAORDINARY GENERAL MEETING OF HELIOSPECTRA AB (PUBL)

The shareholders of Heliospectra AB (publ), company registration no. 556695-2205, are hereby given notice to attend the Extraordinary General Meeting to be held on 12 March 2019 at 09.00 a.m. at Hotel Riverton Göteborg at the address Stora Badhusgatan 26, 411 21 Göteborg. Registration for the Extraordinary General Meeting will commence at 8.00 a.m.

Notice of intention to participate

Any shareholder wishing to participate at the Annual General Meeting must:

- be entered in the share register maintained by Euroclear Sweden AB (previously VPC AB) as per 6 March 2019, and
- provide notice by letter addressed to Heliospectra AB (publ) "Extraordinary General Meeting on 12 March 2019", Fiskhamnsgratan 2, 414 58 Göteborg or via the company's website at www.heliospectra.com, no later than 6 March 2019.

The notice must include the shareholder's name, address, telephone number, personal identification number or company registration number as well as the number of assistants.

In order to be entitled to participate at the Extraordinary General Meeting, shareholders who have caused their shares to be registered with a nominee must request that they be temporarily registered in their own name in the shareholders' register maintained by Euroclear Sweden AB. The shareholder should provide notice to the nominee thereof in due time so that registration in the share register has taken place by 6 March 2019.

Shareholders who wish to be represented by a proxy must issue a dated proxy form for the proxy. Proxy forms may be obtained through the company and are available on the company's website, www.heliospectra.com. The proxy should be submitted in original to the company at the above-stated address in due time prior to the meeting. Representatives of legal entities must include a copy of the current certificate of registration or other applicable document.

Business

Proposal for the agenda

- 1) Opening of the meeting;
- 2) Election of a chairman of the Extraordinary General Meeting;
- 3) Preparation and approval of the voting register;
- 4) Election of one or two persons to attest the minutes;
- 5) Determination of whether the Extraordinary General Meeting was duly convened;
- 6) Approval of the agenda;
- 7) Resolution regarding new issue of shares;
- 8) Resolution regarding implementation of incentive program through issue of warrants to subsidiary and approval of transfer;
- 9) Resolution regarding authorization of the Board of Directors, or such person as appointed by the Board of Directors, to make minor adjustments to resolutions adopted by the meeting;
- 10) Closing of the meeting.

Proposed resolutions by the Board of Directors

2. Election of a chairman of the Annual General Meeting

The Board of Directors proposes that lawyer Eric Ehrencrona is appointed chairman of the meeting.

7. Resolution regarding new issue of shares

The Board of Directors proposes a new issue of shares (rights issue) according to the following.

The company's share capital shall increase by a maximum of SEK 1 170 385,9 through issue of a maximum of 11 703 859 new shares.

The right to subscribe for new shares shall, with pre-emptive rights, fall to those registered for the new issue on the record date as shareholders in the share register maintained by Euroclear Sweden AB. Shareholders shall receive one (1) subscription right for one (1) current share. Shareholders shall receive one (1) share for three (3) subscription rights.

The record day for participation in the new issue shall be 19 March 2019.

Trading with subscription rights is expected to take place between 20 March 2019 and 1 April 2019.

The new shares shall be subscribed for at a price of SEK 4.50 per share where SEK 0.1 constitutes the quotient value and SEK 4.40 constitutes the premium. The premium shall be transferred to the premium fund. Payment for the new shares shall be made in cash or by set-off.

Weland Stål AB and Midroc New Technology AB shall have the right to make payment for the newly issued shares by offsetting their claims. The total of receivables that can be off-set amounts to SEK 10 000 000. Weland Stål AB's claims amounts to SEK 7 500 000 and Midroc New Technology AB's claim amounts to SEK 2 500 000.

Subscription and payment of shares with subscription rights shall be made by subscription on a separate subscription list during the period between 20 March 2019 and 3 April 2019. Subscription of shares without the support of subscription rights shall take place on the subscription list during the above-mentioned subscription period. Payment of shares without the support of subscription rights shall be made no later than the third banking day after the subscriber has received notification of subscription. The Board of Directors shall have the right to extend or otherwise adjust the subscription and payment period. A prerequisite for the current stated subscription period is that the actual prospectus is able to be published within the prescribed period.

In the event that not all the shares are subscribed for with the support of subscription rights, the Board of Directors shall, within the limits of the new issue's maximum amount, decide on the allocation of shares subscribed for without the support of subscription rights. In such event, shares shall firstly be allocated to those who also subscribed for shares with the support of subscription rights regardless if they were shareholders on the record day or not, pro rata in relation to the number of subscription rights that each exercised for subscription, secondly allocated to others who registered interest in subscribing for shares without the support of subscription rights, pro rata in relation to their registered interest, and lastly allocate to those who provided issue guarantees regarding subscription of shares, in proportion to such undertakings.

A share entails the right to dividend the first time on the record date for dividend, which takes place immediately after the new issue has been registered with the Swedish Companies Registration Office and the share has been entered in the share register of Euroclear Sweden AB.

The Board of Directors, or such person as appointed by the board of directors, is authorized to make minor adjustments to the resolution which may prove necessary for registration of the resolutions with the Swedish Companies Registration Office and Euroclear Sweden AB.

For passing of the resolution in accordance with the above, the resolution must be supported by shareholders representing more than half of the votes cast at the meeting.

8. Resolution regarding implementation of incentive program through issue of warrants to subsidiaries and approval of transfer

The Board of Directors proposes that a maximum of 1 000 000 warrants entitling to subscription of a maximum of 1 000 000 shares in the company shall be issued. The right to subscription shall, with deviation from the shareholders' pre-emptive right, only apply to the wholly-owned subsidiary Heliospectra Personal AB, company registration no. 556904-7243 (the "Subsidiary"). The Subsidiary shall after subscription have the right and obligation to, after instructions from the Board of Directors of the company, transfer the warrants to senior management and other key personnel in the company or its subsidiaries according to what is stated below. The warrants shall be issued to the Subsidiary without payment. Subscription of warrants shall take place directly in the minutes of the meeting.

Each warrant shall provide the holder with the right to subscribe to one new share in the company during the period from 1 March 2021 to 30 April 2021. The subscription price for shares upon exercise of warrants shall amount to a price to be set at the time when the Subsidiary transfers the warrants to senior management or other key personnel. The subscription price shall be calculated according to the following: the company's share volume weighted average price during the ten trading days preceding the transfer of warrants from the Subsidiary to the senior management or other key personnel * 1,35. Shares that are subscribed for with the exercise of the warrants entail the right to dividend for the first time on the record day for dividends that take place immediately after the share has been registered with the Swedish Companies Registration Office and the share has been entered in the share register of Euroclear Sweden AB.

Upon full subscription and exercise of all warrants the company's share capital will increase by SEK 100 000 divided on 1 000 000 shares corresponding to a dilution effect of approximately 2,84 percent of the number of shares and votes (1 000 000 / 35 111 576).

The purpose of the deviation from the pre-emptive right of the shareholders is that the board of directors wishes to promote the

company's long-term interests by offering senior management and other key personnel the possibility to participate in an incentive program that provides them with the possibility to participate in the value increase of the company. This is expected to provide increased commitment to the business among senior management and key personnel.

The Board of Directors furthermore proposes that the meeting resolves to approve that the Subsidiary may transfer the above issued warrants to senior management and other key personnel in the company and its subsidiaries, or otherwise have the warrants at its disposal in order to fulfill the company's obligations in connection with the above-mentioned warrant program.

Payment for the warrants upon transfer from the Subsidiary to senior management or key personnel shall be made to market value determined using the Black & Scholes option value model. Taking into consideration the fact that the warrants shall be transferred to an estimated market value, the incentive program itself is not considered to entail any costs in addition to certain minor costs for the preparation and administration.

The approval by the meeting of this proposal is valid only if supported by shareholders representing at least 9/10 of both the votes cast and the votes represented at the meeting.

Number of shares and votes

At the time of this notice, the total number of shares in the company amounts to 35 111 576. The total number of votes amounts to 35 111 576. The company holds no treasury shares.

Information

Where so requested by any shareholder and the Board of Directors deems that it can take place without serious harm to the company, the Board of Directors and the President shall provide information regarding circumstances which may have an impact on the assessment of an item on the agenda or the company's relation to another group company.

Gothenburg February 2019
Heliospectra AB (publ)

The Board of Directors

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Heliospectra AB (publ) (OTCQB: HLS, FIRST NORTH: HELIO) is the global leader in intelligent lighting technology, light control systems and related services for greenhouse and controlled plant growth environments. With the vision to make commercial crop production more connected and resource-efficient, Heliospectra integrates customized LED spectral strategies with real-time response and artificial intelligence to create predictable and reliable business forecasts and harvest results. Founded in 2006, Heliospectra is committed to helping growers and commercial producers across six continents consistently increase yields and produce crops with quality appearance, superior nutritional or medicinal value and longer shelf life, harvest after harvest. Heliospectra is the recipient of multiple international awards and recognitions. For more information, please visit <https://www.heliospectra.com>.

Forward-Looking Statements

The statements in this press release constitute forward-looking statements within the meaning of federal securities laws. Such statements are based on our current beliefs and expectations and are inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which are beyond our control. In addition, such forward-looking statements are subject to assumptions with respect to future business strategies and decisions that are subject to change. Potential risks and uncertainties include, but are not limited to, technical advances in the industry as well as political and economic conditions present within the industry. We do not take any obligation to update any forward-looking statement to reflect events or developments after a forward-looking statement was made.