

Notice of Annual General Meeting of Knowit Aktiebolag (publ)

Shareholders in Knowit AB (publ), 556391-0354 ("The Company") are hereby notified of the Annual General Meeting which will be held at company headquarters, Klarabergsgatan 60, Stockholm, at 4:00 p.m. on Tuesday, April 25, 2017.

Notification, etc.

Shareholders who wish to participate at the Annual General Meeting must:

both be entered in the share register maintained by Euroclear Sweden AB no later than Wednesday, April 19, 2017,

and provide notice of attendance to the Company no later than 4:00 p.m. on Wednesday, April 19, 2017, either in writing, addressed to "Annual General Meeting" Box 3383, 103 68 Stockholm or by fax to +46-8-700 66 10, or by email to info@knowit.se or by phone at +46-8-700 66 00. When registering, shareholders should state their name, personal identification or corporate identity number, address and telephone number, representatives, if any, and registered holding of shares.

Shareholders whose shares are registered in the name of a trustee via a bank or securities firm must, to participate in the meeting, have the shares temporarily registered in his or her own name, in Euroclear Sweden AB's share register, no later than Wednesday, April 19, 2017.

Representatives

Shareholders who are not present in person at the meeting may be represented by a proxy carrying a Power of Attorney in writing, signed and dated by the shareholder. The Power of Attorney is valid at the most one year from the date of issuing, unless it is explicitly stated in the Power of Attorney that it has a longer validity, which can at most be five years from the date of issuing. The Company provides shareholders with a Power of Attorney form for this purpose. This form is available at the Company's offices, the Company web page, www.knowit.se, by fax, +46-8-700 66 10, by email, info@knowit.se, or by phone, 08-700 66 00. The Power of Attorney, in its original, shall be sent by letter well before the meeting to the Company on the address listed above. If the Power of Attorney is issued by a legal entity, a certified copy of the legal entity's certificate of registration or an equivalent document must also be enclosed.

Please note that notification of a shareholder's participation at the Annual General Meeting must be carried out even if the shareholder wishes to vote through a proxy. A Power of Attorney is not in itself valid as a notice of attendance.

Proposed agenda

1. Opening of the meeting and election of Chairman of the meeting.
2. Drawing up and approval of list of voters.
3. Approval of the meeting agenda.
4. Election of one or two persons to verify the minutes.

5. Determination of whether the meeting has been duly convened.
6. Presentation of the Annual Report, the Auditor's Report, the Consolidated Accounts and the Auditor's Report on the Consolidated Accounts.
7. CEO's speech.
8. Resolutions regarding:
 - a) adoption of the income statement, balance sheet, consolidated income statement, and consolidated balance sheet,
 - b) distribution of the Company's profits in accordance with the adopted Balance Sheet and record date for dividends,
 - c) discharge from liability for Board Members and the Chief Executive Officer.
9. Determination of the number of Board Members and deputy Board members.
10. Determination of remuneration to the Board Members and the Auditors.
11. Election of Board Members, deputy Board members, Chairman of the Board and auditor.
12. Resolution on Nomination Committee for the 2018 Annual General Meeting.
13. Resolution on guidelines for remuneration to senior executives.
14. Resolution on off-set issues.
15. Resolution authorizing the Board to resolve on new share issues.
16. Adjournment of the meeting.

Proposal for resolution regarding item 1

The nomination committee proposes that the Chairman of the Board, Mats Olsson, is elected as Chairman of the meeting.

Proposal for resolution regarding item 8 b)

The Board recommends payment of a dividend of SEK 3.75 per share and that the record date be set to April 27 2017. Euroclear Sweden AB should be able to issue the dividend on May 3 2017.

Proposals for resolution regarding items 9-12

The nomination committee consists of Mats Olsson, Chairman of the Board and convener of the committee, the Nomination Committee's Chairman, Malin Björkmo, Handelsbanken Fonder, Lennart Francke, Swedbank Roburfonder and Jan Särilvik, Nordea Funds.

The nomination committee proposes the following:

that the number of Board Members be set to six, with no deputies;

that remuneration be paid to the Board Members, with SEK 475,000 allocated to the Chairman and SEK 200,000 to each of the members and that remuneration for work in committee's shall consist

of SEK 75,000 to the Chairman of the Audit Committee, SEK 50,000 to each member of the Audit Committee, SEK 50,000 to the Chairman of the Remuneration Committee and SEK 35,000 to each member of the Remuneration Committee;

that auditor's fees will be paid as per account;

that the Board Members Carl-Olof By, Liselotte Hågertz Engstam, Camilla Monefeldt Kirstein, Eva Elmstedt, Mats Olsson and Jon Risfelt are re-elected. Pekka Seitola does not wish to be re-elected. Mats Olsson is proposed as Chairman of the Board;

that the accountancy firm PricewaterhouseCoopers AB is re-elected, in accordance with the Audit Committee's recommendation, for the period up to the end of the AGM 2018. PricewaterhouseCoopers AB has proposed Anna-Clara af Ekenstam as principal auditor if PricewaterhouseCoopers AB is elected;

that the Annual General Meeting resolves to establish a Nomination Committee for the AGM 2018 consisting of a representative for each of the three largest registered shareholders, in terms of votes, in the register handled by Euroclear Sweden AB, as per the last bank day of September 2017, and the Chairman of the Board, to convene the first meeting of the committee. The chairman of the Nomination Committee will be the representative of the largest shareholder, or else the member of the committee who volunteers.

If any of the three largest shareholders in terms of votes refrains from taking a seat on the Nomination Committee, that place will be offered to the fourth largest shareholder in terms of votes, etc., until such time as the owners are represented by three shareholders. In the case of one member leaving the committee before its work is complete, the shareholder has the right to name a new member.

If a shareholder that has elected a member of the Nomination Committee is no longer among the three largest shareholders, the member elected by this shareholder shall make his/her seat available. The shareholder that has gained a standing among the three largest shall be asked and have the right to elect a member. The members of the Nomination Committee shall not be replaced if the changes in votes are only marginal or if the majority of the Nomination Committee's work ahead of the AGM is assessed as completed by the Chairman of the Nomination Committee.

The names of the members of the Nomination Committee with information regarding which shareholders they represent will be announced in conjunction with the Company's third quarter report 2017, or if a change occurs, as soon as this happens.

The task of the Nomination Committee is to put forward proposals, at the 2018 Annual General Meeting, for the AGM chairman, Board Members, Chairman of the Board, remuneration for Board Members and auditors, as well as proposals for nomination procedures. The Nomination Committee is appointed for the period until such time as the next committee is appointed. No remuneration is paid to the members of the Nomination Committee. The Company shall recompense any costs that arise in connection with the Nomination Committee's work.

Proposal for resolution regarding item 13

The Board suggests that the AGM resolves on the following guidelines on remuneration for senior executives: Remuneration consists of fixed salary, a variable component as well as pension and other benefits. The total compensation package shall be market-based and competitive, reflecting the employee's area of responsibility and the complexity of the position.

Variable compensation will be maximized and never exceed the fixed portion. The variable compensation will be based on outcome in relation to established targets and linked to the employee's performance. The variable compensation is conditional upon that the Company does not show a loss for the year the compensation refers to. Variable compensation shall not be pensionable.

Pension benefits should normally consist of defined contribution pension solutions related to the employee's fixed salary. Other benefits, such as company cars and healthcare plans, should be competitive in relation to other players. If the Group serves notice of termination, the maximum term of notice is one year. Severance pay should not exist. The Board may depart from the guidelines in individual cases if there are particular circumstances for such departure.

Proposal for resolution regarding item 14

The Company has agreed to pay for non-controlling interest shares in the subsidiaries Knowit Experience eCommerce AB, Knowit Dataess AS and Knowit Quality Management Oslo AS.

In order to enable payment of the purchase sums in question through the issue of new shares in the Company, the Board proposes that the AGM decides on directed issues of in total no more than 220,000 shares, whereby the share capital of the Company may increase with in total no more than SEK 220,000, and that the issues shall be directed to the sellers of shares in the aforementioned companies, under mainly the following terms. The number of shares that each seller can at most subscribe to shall correspond to his or her right to purchase divided by the subscription price, calculated as the volume-weighted average selling price of the Company's shares during a measurement period of five trading days before the subscription period. Consideration pertaining to shares in Knowit Dataess AS and Knowit Quality Management Oslo AS shall be converted from NOK based on the average exchange rate in SEK during the same measurement period. The final number of shares may thus be lower – but not higher – than the maximum 220,000 shares stated above. The measuring period shall be from April 28 2017 through May 5 2017. Subscription can occur no earlier than May 8 2017 and no later than May 11 2017. Each seller's payment for subscribed shares will be made at subscription through off-set of each seller's claim for purchase price, up to the subscription amount. Over-subscription is not allowed. The newly subscribed shares shall carry entitlement to dividends as of the day the shares are entered into the share register maintained by Euroclear Sweden AB for the Company. The Board shall always have the right to decide that allotment of newly issued share shall not occur, if the Board assesses that the subscription price set is unfavorable to the Company.

A valid resolution pursuant to this item requires that it is supported by shareholders representing at least nine tenths of the votes cast as well as of the shares represented at the meeting.

Proposal for resolution regarding item 15

The Board proposes that the AGM authorizes it to, on one or more occasions prior to the next AGM, approve an increase in share capital with a maximum of SEK 500,000 through one or more issues of a maximum of in total 500,000 shares. It is proposed that this authorization shall include a right for the Board to decide that the issuing of shares shall be carried out with a waiver of the shareholders' preferential rights and/or with conditions for non-cash issue and/or offset or otherwise with other conditions. The purpose of the authorization and the reason for waiving the shareholders' preferential rights is to enable the use of newly issued shares in the acquisition of other companies

or operations. In the issuing of shares without preferential rights for the shareholders, the issue price shall be set to a value adjusted to market conditions.

A valid resolution pursuant to this item requires that it is supported by shareholders representing at least two thirds of the votes cast as well as of the shares represented at the meeting.

Other information

The annual accounts, the auditor's reports and other materials for the AGM will be available at the Company's offices and the webpage, www.knowit.se, at the latest from Wednesday April 4 2017. Copies of these documents will be sent to shareholders who request this and who state a postal address.

The Board and CEO shall, if any shareholder so requires, and the Board considers that it can be done without substantial damage to the Company, provide information regarding conditions that can affect the assessment of an item on the agenda and conditions that can affect assessment of the financial situation of the Company or one of its subsidiaries, or the Company's relation to another Group company.

At the time of publication of this notice, the total number of shares and votes in the Company is 18,914,124.

Stockholm in March 2017

Knowit AB (publ)

The Board