

*English translation for information purposes only. If there are differences between the English translation and the Swedish original, the Swedish text will take precedence.*

## **Notice of the Annual General Meeting of Knowit Aktiebolag (publ)**

The Annual General Meeting of Knowit Aktiebolag (publ) (the "Company"), org. nr 556391-0354, will be held on Tuesday, May 11, 2021.

Due to the extraordinary situation as a result of Covid-19, the General Meeting will be held in a different way than usually. In order to reduce the risk of spreading the new coronavirus and having regard to the authorities' regulations and advice on avoiding public gatherings, the General Meeting will be carried out through advance voting (postal voting) pursuant to temporary legislation. No meeting with the possibility to attend in person or to be represented by a proxy will take place, i.e. the General Meeting will be held without physical presence.

### **QUESTIONS**

Since no meeting with the opportunity to attend in person or by proxy will be held, there will be no opportunity to ask questions at the General Meeting. Questions in accordance with Chapter 7, Section 32 of the Swedish Companies Act can instead be sent in advance by post to the Company on address Knowit Aktiebolag, Box 3383, 103 68 Stockholm or by e-mail to [info@knowit.se](mailto:info@knowit.se), no later than on Saturday, May 1, 2021. The questions will be answered and published no later than on Thursday, May 6, 2021. The questions and the answers will be available at the Company at Klarabergsgatan 60 in Stockholm and on the Company's webpage, [www.knowit.se](http://www.knowit.se), and will be sent to the shareholder if the shareholder's address is known or has been provided by the shareholder along with the question.

Information on the resolutions passed at the General Meeting will be published on Tuesday, May 11, 2021, as soon as the result of the voting has been finally confirmed.

### **RIGHT TO ATTEND AND NOTIFICATION TO THE COMPANY**

Shareholders wishing to attend the General Meeting through advance voting must:

- be entered as a shareholder in the share register kept by Euroclear Sweden AB on Monday, May 3, 2021, and
- notify by casting its advance vote in accordance with the instructions under the heading *Advance voting* below so that the advance voting form is received by Euroclear Sweden AB no later than on Monday, May 10, 2021.

In order to participate in the General Meeting, those whose shares are registered in the name of a nominee must request their bank or broker to have their shares registered in their own

name with Euroclear Sweden AB no later than on Wednesday, May 5, 2021. This registration may be made temporarily.

### **ADVANCE VOTING**

The shareholders may exercise their voting rights at the General Meeting only by voting in advance, so-called postal voting in accordance with Section 22 of the Act (2020:198) on temporary exceptions to facilitate the execution of general meetings in companies and other associations.

A special form shall be used for advance voting. The form is available on the Company's webpage, [www.knowit.se](http://www.knowit.se). The advance voting form is considered as the notification of participation.

The completed voting form must be received by Euroclear Sweden AB (which administers the forms on behalf of the Company) no later than on Monday, May 10, 2021. The form shall in due time be submitted via e-mail to [GeneralMeetingService@euroclear.com](mailto:GeneralMeetingService@euroclear.com) or via post to Knowit Aktiebolag, "AGM", c/o Euroclear Sweden AB, Box 191, 101 23 Stockholm. Shareholders who are natural persons may also cast their advance votes electronically through BankID verification via Euroclear Sweden AB:s website, <https://anmalan.vpc.se/euroclearproxy>. The shareholder may not provide special instructions or conditions in the voting form. If so, the vote (i.e. the advance vote in its entirety) is invalid.

In the advance voting form, shareholders can request that a resolution in one or some of the items on the proposed agenda below are deferred to a so-called continued general meeting, which must not solely be an advance voting meeting. Such continued general meeting to decide on a particular matter shall take place if the Meeting decides on it or if shareholders of at least one tenth of all shares in the Company requests it.

If the shareholder votes in advance by proxy, a signed and dated power of attorney shall be enclosed to the form. The power of attorney may not be older than one year. However, a longer period of validity may be specified on the power of attorney, although no longer than five years from the date of issue. Forms of power of attorney are available at the Company's office, on the Company's webpage, [www.knowit.se](http://www.knowit.se) or by e-mail on [info@knowit.se](mailto:info@knowit.se). If the power of attorney is issued by a legal entity, a verified copy of the registration certificate or an equivalent authority document for the legal entity must be appended to the advance voting form.

Further instructions and conditions are included in the advance voting form.

For questions about the General Meeting or to have the advance voting form or any power of attorney sent by post, please contact Euroclear Sweden AB on phone number +46 8 402 91 33 (Monday-Friday, 09.00-16.00 CET).

### **PROPOSED AGENDA**

1. Opening of the General Meeting and election of Chair of the General Meeting.
2. Preparation and approval of the voting list.

3. Approval of the agenda.
4. Election of one or two persons to approve the minutes.
5. Determination of whether the General 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. Resolutions on:
  - a) adoption of the income statement, balance sheet, consolidated income statement, and consolidated balance sheet;
  - b) allocation of the Company's result in accordance with the adopted balance sheet and determination of the record date for the dividend; and
  - c) discharge of liability towards the Company for the Board members and the CEO.
8. Resolution on approval of the Remuneration Report.
9. Resolution on the number of Board Members and any deputies.
10. Resolution on remuneration payable to the Board members and auditors.
11. Election of Board members, any deputies, the Chair of the Board and the auditor.
12. Resolution on issue authorization for the Board.
13. Resolution on alteration of the articles of association.
14. Closing of the General Meeting.

**Proposal under item 1**

The Nomination Committee proposes that the Chair of the Board, Jon Risfelt, or if he is prevented from attending, the person the Nomination Committee proposes instead, as the Chair of the General Meeting.

**Proposal under item 2**

The voting register proposed to be approved is the voting list drawn up by Euroclear Sweden AB on behalf of the Company, based on the share register and received advance votes, and verified and approved by the persons approving the minutes.

**Proposal under item 4**

Jan Särilvik, or if he is prevented from attending, the person instead appointed by the Board of Directors, is proposed to be elected to approve the minutes of the General Meeting together with the Chair. The task of approving the minutes of the General Meeting also includes verifying the voting list and that the advance votes received are correctly stated in the minutes of the General Meeting.

**Proposal under item 7 b)**

The Board of Directors proposes that the dividend for the financial year of 2020 shall be SEK 7 per share, in total SEK 139,034,021. The proposed record date for the dividend is Friday, May

14, 2021 and the dividend is expected to be distributed through Euroclear Sweden AB Wednesday, May 19, 2021.

**Proposal under item 8**

The Board of Directors proposes that the General Meeting resolves to approve the Board of Directors' Remuneration Report regarding remuneration pursuant to Chapter 8, Section 53 a of the Swedish Companies Act (2005:551).

**Proposal under items 9-11**

The Nomination Committee consist of Jon Risfelt, the Chair of the Board and the one convening the committee, the Chair of the Nomination Committee Lennart Francke, Swedbank Robur fonder, Malin Björkmo, Handelsbanken Fonder, and Jan Särllvik, Nordea Fonder.

The Nomination Committee proposes

that the number of Board members shall be six with no deputies;

that the fees paid to each Board member elected by the general meeting and not employed by the Company shall amount to SEK 260,000 and the fee to the Chair of the Board shall amount to SEK 700,000. A member of the remuneration committee shall receive an additional fee of SEK 35,000, and the chair of the remuneration committee shall receive an additional fee of SEK 70,000. A member of the audit committee shall receive an additional fee of SEK 65,000, and the chair of the audit committee shall receive an additional fee of SEK 130,000.

that the fees paid to the auditors shall be paid in accordance with approved invoices;

that Jon Risfelt, Gunilla Asker, Stefan Gardefjord, Camilla Monefeldt Kirstein, Kia Orback-Pettersson and Peder Ramel shall be re-elected as Board members. Jon Risfelt is proposed to be re-elected as the Chair of the Board;

that the registered accounting firm KPMG shall be re-elected as the auditor until the end of the annual general meeting of 2022.

**Proposal under item 12**

The Board of Directors proposes that the General Meeting authorizes it to, on one or more occasions prior to the next annual general meeting, approve an increase in share capital with a maximum of SEK 800,000 through one or more issues of a maximum of in total 800,000 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 General Meeting.

### Proposal under item 13

The Board of Directors proposes that the General Meeting resolves to alter the articles of association in general in accordance with the following:

| § 1 | Current wording  | Proposed wording  |
|-----|--|---|
|     | The name of the company (Sw: <i>firma</i> ) is Knowit Aktiebolag (publ).   | The name of the company (Sw: <i>företagsnamn</i> ) is Knowit Aktiebolag (publ).   |
| §6  | Current wording  | Proposed wording  |
|     | The board of directors shall consist of at least three and at most eight members, with a maximum of two deputy members.  | The board of directors shall consist of at least three and at most eight members.   |
| § 9 | Current wording  | Proposed wording  |
|     | <p>Notice of the annual general meeting shall be provided in the form of announcements in Post- och Inrikes Tidningar and on the company webpage. An announcement that notice has been provided shall be made in Svenska Dagbladet.</p> <p>Shareholders may participate in the annual general meeting provided (a) they have been recorded in the share register at least five weekdays before the meeting, and (b) they have registered with the company by not later than 4 p.m. on the day stated in the Notice of annual general meeting. This day may not be a Saturday, Sunday or other public holiday, Midsummer Eve, Christmas Eve or New Year's Eve, and may not occur earlier than the fifth weekday preceding the</p> | <p>Notice of a general meeting shall be provided in the form of announcements in Post- och Inrikes Tidningar and on the company webpage. An announcement that notice has been provided shall be made in Svenska Dagbladet.</p> <p>Shareholders may participate in the general meeting provided that they have registered with the company by not later than 4 p.m. on the day stated in the Notice to the general meeting. This day may not be a Saturday, Sunday or other public holiday, Midsummer Eve, Christmas Eve or New Year's Eve, and may not occur earlier than the fifth weekday preceding the general meeting. Shareholders may be accompanied by assistants at the general meeting provided they register the number of assistants with the company in a</p> |

|             |   |  |
|-------------|---|--|
|             | annual general meeting. Shareholders may be accompanied by assistants at the general meeting provided they register the number of assistants with the company in a comparable manner. | comparable manner.   |
| <b>§ 12</b> | <b>Current wording</b>  | <b>Proposed wording</b>  |
|             | Company shares shall be registered in a control account as required by the Swedish Financial Instruments Accounts Act (1998:1479)   | Company shares shall be registered in a control account as required by the Swedish Central Securities Depositories and Financial Instruments (Accounts) Act (1998:1479).   |
| <b>§ 13</b> | <b><i>New item is introduced</i></b>  | <b>Proposed wording</b>  |
|             |   | <p>Anyone who is not a shareholder in the company shall have the right to attend or otherwise follow the negotiations at a general meeting on the terms determined by the board of directors.</p> <p>The board of directors may collect power of attorneys in accordance with the procedure specified in Chapter 7, Section 4, second paragraph, of the Swedish Companies Act.</p> <p>Prior to a general meeting, the board of directors may decide that the shareholders shall be able to exercise their vote by post before the general meeting in accordance with the procedure specified in Chapter 7, Section 4 a of the Swedish Companies Act.</p> |

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 General Meeting.

## **DOCUMENTS**

The annual accounts, the auditor's reports and other documents for the General Meeting will be available at the Company's offices and the webpage, [www.knowit.se](http://www.knowit.se), at the latest from Tuesday, April 20, 2021. Copies of these documents will be sent to shareholders that request this and that state a postal address. All documents, including the share register, is presented by being available in this way.

## **SHARES AND VOTES**

The total number of shares and votes in the Company as of the date of this notice is 19,862,003. The Company holds no own shares.

## **PROCESSING OF PERSONAL DATA**

For information on how your personal data is processed, please see

<https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>

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Stockholm in April 2021

**Knowit Aktiebolag (publ)**

*Board of Directors*