

*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 Extraordinary General Meeting of Knowit Aktiebolag (publ)**

The Extraordinary General Meeting of Knowit Aktiebolag (publ) (the "Company"), org. nr 556391-0354, will be held on Friday, May 28, 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 (SFS: 2005:551) 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 Tuesday, May 18, 2021. The questions will be answered and published no later than on Sunday, May 23, 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 Friday, May 28, 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 Thursday, May 20, 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 Thursday, May 27, 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 Monday, May 24, 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 Thursday, May 27, 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, "EGM", 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. Election of Chairman of the General Meeting.
2. Election of one or two persons to approve the minutes.
3. Preparation and approval of the voting list.
4. Approval of the agenda.
5. Determination of whether the General Meeting has been duly convened.
6. Resolution to authorize the Board of Directors to resolve on share issue in kind.
7. Resolution to authorize the Board of Directors to resolve on share issue with payment in cash.

### **Election of Chairman of the General Meeting (item 1)**

Jon Risfelt, the Chairman of the Board of Directors, is proposed as Chairman of the General Meeting.

### **Election of one or two persons to approve the minutes (item 2)**

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 Chairman. 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.

### **Preparation and approval of the voting list (item 3)**

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.

### **Resolution to authorize the Board of Directors to resolve on share issue in kind (item 6)**

On May 5, 2021, the Company announced that the Company has entered into an agreement to acquire all shares in Cybercom Intressenter AB ("Cybercom"), thereby forming a unique customer offering within digital transformation with a strong position in the Nordic region. The total consideration amounts to approximately SEK 2.2 billion of which approximately SEK 442 million is paid in cash and through a non-cash issue of 5,760,883 newly issued shares to the sellers of Cybercom, corresponding to a dilution of 22.5 percent. Through the transaction, the selling main shareholders of Cybercom, Formica Capital and JCE Group, will become the largest owners in Knowit, with a holding of 10 percent each of the total number of shares and votes outstanding. With reference to the above acquisition, the Board of Directors proposes that the General Meeting authorizes the Board of Directors, during the period up until the next Annual General Meeting, to resolve on a share issue in kind of a maximum of 5,760,883 shares for consideration in the form of all shares in Cybercom.

The newly issued shares shall carry right to dividends for the first time on the record date for dividends that falls immediately after the shares have been registered with the Swedish Companies Registration Office. The newly issued shares are not entitled to the dividend of SEK 7 per share proposed by the Board of Directors to the AGM on May 11, 2021 as dividend for the financial year 2020.

### **Resolution to authorize the Board of Directors to resolve on share issue with payment in cash (item 7)**

The Board of Directors proposes that the General Meeting authorizes the Board of Directors to resolve on a share issue with payment in cash, on one or more occasions, with or without preferential rights for the Company's shareholders, whereby Knowit may receive issue proceeds up to an amount of SEK 500 million.

The purpose of the authorization is to increase the financial flexibility to be able to take advantage of continued opportunities in line with the Company's growth agenda. In the case of share issues without preferential rights for the shareholders, the subscription price shall be determined on the basis of a market valuation.

A valid resolution in accordance with this item 7 require approval by shareholders with at least two thirds of both the votes cast and the shares represented at the General Meeting.

## **DOCUMENTS**

The statement by the Board of Directors and the auditor's report pursuant to Chapter 13, section 6 of the Swedish Companies Act (SFS 2005:551) will be available at the Company's offices and the webpage, [www.knowit.se](http://www.knowit.se), at the latest from Friday, May 7, 2021. Copies of these documents will be sent to shareholders that request this and that state a postal address. The share register

for voting purposes will be available at the Company's offices. 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, May 2021

**Knowit Aktiebolag (publ)**

*The Board of Directors*