

## **Notice convening the annual general meeting for NNIT A/S**

The Board of Directors gives notice of the annual general meeting for NNIT A/S, company registration (CVR) no. 21 09 31 06 (the "Company"), to be held

Thursday, March 14, 2024, 2:00 pm (CET)  
at NNIT A/S, Østmarken 3A, DK-2860 Søborg, with the following

### **AGENDA FOR THE ANNUAL GENERAL MEETING**

1. Board of Directors' report on the Company's activities in the past financial year
2. Presentation and adoption of the audited annual report for 2023
3. Distribution of profit according to the adopted annual report
4. Resolution to grant discharge of liability to the Board of Directors and Executive Management
5. Presentation of the Company's remuneration report for an advisory vote
6. Approval of the Board of Directors' remuneration for 2024
7. Election of members to the Board of Directors, including Chairman and Deputy Chairman
8. Appointment of auditor
9. Authorisation to acquire treasury shares
10. Any proposals from the Board of Directors or shareholders
  - a. Approval of the Company's Remuneration Policy
11. Any other business

## **COMPLETE PROPOSALS**

### Item 1 - Board of Directors' report on the Company's activities in the past financial year

The Board of Directors proposes that the general meeting takes note of the Board of Directors' report on the Company's activities in the past financial year.

### Item 2 - Presentation and adoption of the audited annual report for 2023

The Board of Directors proposes that the general meeting adopts the audited annual report for 2023.

### Item 3 - Distribution of profit according to the adopted annual report

The annual report for 2023 shows a net result of DKK 30 million.

The Board of Directors proposes that the general meeting approves the Board of Directors' proposal to transfer the profit for 2023 in accordance with the adopted annual report.

### Item 4 - Resolution to grant discharge of liability to the Board of Directors and Executive Management

The Board of Directors proposes that the general meeting grants discharge of liability to members of the Board of Directors and Executive Management for liability towards the Company in relation to the adopted annual report.

### Item 5 - Presentation of the Company's remuneration report for an advisory vote

The Company has prepared a remuneration report for 2023 which is presented to the general meeting for an advisory vote in accordance with the Danish Companies Act.

The remuneration report covers remuneration awarded or due to the Company's Board of Directors and Executive Management concerning the financial year 2023.

The remuneration report is available on the Company's website, [www.nnit.com](http://www.nnit.com).

#### Item 6 - Approval of the Board of Directors' remuneration for 2024

The Board of Directors proposes that the general meeting approves the following remuneration of the Board of Directors for 2024, which is the same level as in 2023 with the amendments mentioned under section 10.a below (increases of the base fee for the Deputy Chairman, Chairman of the Audit Committee, and members of the Audit Committee):

Chairman (3 * base fee)	DKK	900,000
Deputy Chairman (2 * base fee)	DKK	600,000
Members (base fee)	DKK	300,000
Chairman of the Audit Committee (additional 2/3 * base fee)	DKK	200,000
Member of the Audit Committee (additional 1/3 * base fee)	DKK	100,000
Chairman of the Remuneration Committee (additional 1/3 of base fee)	DKK	100,000
Member of the Remuneration Committee (additional 1/6 of base fee)	DKK	50,000
Travel allowance (per meeting; members residing outside Denmark)	DKK	18,500

#### Item 7 - Election of members to the Board of Directors, including Chairman and Deputy Chairman

In accordance with Article 8.2 of the Articles of Association, members of the Board of Directors are elected by the general meeting for a period of one year.

The Board of Directors proposes to re-elect Carsten Dilling, Christian Kanstrup, Eivind Kolding, Caroline Serfass and Nigel Govett to the Board of Directors. Anne Broeng is not seeking re-election.

It is proposed to elect Jan Winther as a new member of the Board of Directors.

Further, it is proposed that Carsten Dilling is re-elected as Chairman of the Board of Directors and that Eivind Kolding is re-elected as Deputy Chairman of the Board of Directors.

A description of the background and other executive functions held by the candidates proposed to the Board of Directors is attached as Appendix A and is available on the Company's website, [www.nnit.com](http://www.nnit.com).

#### Item 8 - Appointment of auditor

The Board of Directors proposes that the Company's auditor be changed.

The Company's Audit Committee has completed a tender process with emphasis on a number of selection criteria, including price, competences and industry knowledge. On this background, the Company's Audit Committee has selected three candidates and have recommended EY Godkendt Revisionspartnerselskab, company registration (CVR) no. 30 70 02 28 to be the preferred candidate. This recommendation has been submitted to the Board of Directors and is based on a thorough evaluation of the received proposals and meetings with the participating audit firms.

The Board of Directors proposes EY Godkendt Revisionspartnerselskab, company registration (CVR) no. 30 70 02 28 as the Company's auditor in respect of statutory financial and sustainability reporting in accordance with the recommendation from the Audit Committee. The Audit Committee has not been influenced by third parties, nor subjected to any contract with a third party restricting the general meeting's choice to certain auditors or audit firms.

#### Item 9 - Authorisation to acquire treasury shares

The Board of Directors proposes that the general meeting authorises the Board of Directors in the period until the annual general meeting in 2025 to approve the acquisition of treasury shares, on one or more occasions, with a total nominal value of up to 10% of the share capital of the Company, subject to the Company's holding of treasury shares after such acquisition not exceeding 10% of the share capital, at a price with a deviation of up to 10% of the share price quoted on Nasdaq Copenhagen at the date of the acquisition.

#### Item 10 - Any proposals from the Board of Directors or shareholders

##### Item 10.a – Approval of the Company's Remuneration Policy

The Board of Directors proposes that the annual general meeting approves an updated version of the Company's Remuneration Policy. The main changes in the revised Remuneration Policy may be summarised as follows:

- Remuneration to be benchmarked only against Danish companies similar to NNIT in size and complexity (i.e. not against Nordic companies).
- Amendment of article 4.2.2 with the following fee increases: Deputy Chairman of the Board is increased from 1.5 times the base fee to 2 times the base fee, additional fee for chairman of the Audit Committee is increased from 0.5 to 2/3 times the base fee and member of the audit committee is increased from 0.25 to 1/3 times the base fee.

- Change in the maximum value of the LTIP for the CFO from 75% of the base salary of the grant year to 100% of the base salary of the grant year as set out in article 5.3.2.
- Introduction of a new LTIP model set out in article 5.5. To support the long-term element one or more KPIs measured over the vesting period may change (i.e. increase or decrease) the total number of shares to be delivered upon vesting. To underline the performance element in the model, the description is changed from RSU based to PSU based.
- Insertion of article 5.5.4, which gives the Board of Directors the overall authority in deciding the final design of the LTIP programme. If deemed necessary to meet the objectives stated in article 2.1, the Board of Directors may decide to deviate from the LTIP programme principles.
- Insertion of article 5.5.6, pursuant to which vesting of the PSUs happens in the form of a cliff vesting upon the expiry of the determine vesting period.
- Insertion of article 5.5.7, pursuant to which the value of the PSUs for a single grant within the same year is capped at an absolute value equivalent to no more than 200% of the annual base salary at the time of the granting of the PSUs.
- Insertion of article 5.5.8, pursuant to which the Board of Directors on a case-by-case basis specifically will evaluate how acquisitions can be incorporated in the best possible way into existing LTIP agreements, including the possible correction of the KPIs.
- Amendment of article 5.5.11 to include gross negligence and intend as reason for claw-back.

The Remuneration Policy, including the proposed amendments of clause 4.1.2, 4.2.2, 5.1.2, 5.3.2, 5.3.3 and 5.5, is attached as Appendix B and available on the Company's website, [www.nnit.com](http://www.nnit.com).

### **Resolution requirements**

All proposals may be adopted by a simple majority of votes, however the proposal under agenda item 5 regarding the remuneration report is presented for an advisory vote.

### **Share capital and voting rights**

The Company's share capital amounts to nominally DKK 250,000,000, divided into 25,000,000 shares of nominally DKK 10 each. Each share of nominally DKK 10 carries ten (10) votes.

The right to attend and vote at a general meeting may be exercised by shareholders who are registered in the share register on the record date or who have announced and documented their acquisition of shares for the purpose of registration in the share register by the record date.

The record date is no later than **Thursday, March 7, 2024 at 11:59 pm (CET)**.

Participation is conditional upon the shareholder having registered the participation in due time and as described below.

Shareholders holding shares through a nominee must exercise voting rights through the nominee structure. This entails that any votes, including amendment of votes submitted by proxy, must be submitted to the company by the nominee.

### **Notification of participation**

Shareholders wanting to attend the general meeting in person or by proxy must notify the Company of participation.

Notification of participation may be provided:

- digitally via the investor portal on the Company's website, [www.nnit.com](http://www.nnit.com), or via Euronext Securities' website, [www.euronext.com/cph-agm](http://www.euronext.com/cph-agm), or
- by contacting Euronext Securities by telephone +45 43 58 88 66 or by email to [CPH-investor@euronext.com](mailto:CPH-investor@euronext.com).

Participation must be notified as set out above no later than **Friday, March 8, 2024 at 23.59 pm (CET)**.

A shareholder or a proxy may participate in the annual general meeting together with an adviser, provided that notification of the adviser's participation has been provided in due time.

A confirmation of registration and admission cards will be sent digitally by email to the email address provided by the shareholder upon notification of participation. Please bring a printed or electronic copy of the admission card on your smartphone or tablet. If you have forgotten your admission card, it will be

possible to participate in the general meeting against presentation of appropriate proof of identification. Voting cards will be handed out at the entry point at the general meeting.

### **Proxy**

Shareholders not participating in the annual general meeting may choose to grant a proxy to the Board of Directors or to a named third party.

Proxies can be granted:

- digitally via the investor portal on the Company's website, [www.nnit.com](http://www.nnit.com), or via Euronext Securities' website, [www.euronext.com/cph-agm](http://www.euronext.com/cph-agm), or
- by completing, signing and returning the proxy form to Euronext Securities, by ordinary mail to Nicolai Eigtveds Gade 8, DK-1402 Copenhagen or by email to [CPH-investor@euronext.com](mailto:CPH-investor@euronext.com). The proxy form may be downloaded from the Company's website, [www.nnit.com](http://www.nnit.com).

Proxy forms must be received by Euronext Securities no later than **Friday, March 8, 2024 at 23.59 pm (CET)**.

### **Votes by correspondence**

Shareholders not participating in the annual general meeting may vote by correspondence. Votes by correspondence cannot be withdrawn.

Votes by correspondence can be sent:

- digitally via the InvestorPortal on the Company's website, [www.nnit.com](http://www.nnit.com), or via Euronext Securities' website, [www.euronext.com/cph-agm](http://www.euronext.com/cph-agm), or
- by completing, signing and returning the correspondence voting form to Euronext Securities, by ordinary mail to Nicolai Eigtveds Gade 8, DK-1402 Copenhagen or by email to [CPH-investor@euronext.com](mailto:CPH-investor@euronext.com). The correspondence voting form may be downloaded from the Company's website, [www.nnit.com](http://www.nnit.com).

Correspondence voting forms must be received by Euronext Securities no later than **Wednesday, March 13, 2024 at 3:00 pm (CET)**.

### **Additional information**

Until and including the day of the annual general meeting, the following additional information regarding the annual general meeting will be available on the Company's website, [www.nnit.com](http://www.nnit.com):

- Notice to convene the annual general meeting with agenda, complete proposals and appendices, including CVs of candidates for the Board of Directors
- Proxy and correspondence voting forms
- Current Articles of Association
- The annual report for 2023
- The remuneration report for 2023
- Information on handling of personal information in connection with the annual general meeting
- Information about the total number of shares and voting rights on the date of notice to convene.

Entry to the annual general meeting is possible from 1:30 pm (CET).  
Registration of participation will open at 1:30 pm (CET). Light refreshments will be served.

### **Questions from shareholders**

Prior to the annual general meeting, shareholders may ask questions about the agenda or the documents to be presented at the general meeting. This can be done by written enquiry to NNIT via email to [investor@nnit.com](mailto:investor@nnit.com) or via ordinary mail to NNIT A/S, Att.: Board of Directors, Østmarken 3A, DK-2860 Søborg, marked "Questions from shareholders".

### **Language**

The annual general meeting will be held in Danish.

### **Transport**

The annual general meeting is accessible by car or by public transport (train and bus). Free parking is available at Østmarken 3A, DK-2860 Søborg, from where there is direct access to the venue of the annual general meeting.

### **Webcast/Digital transmission**

The general meeting will for shareholders be webcasted live on the Company's investor portal. It is not possible to vote or ask questions via webcast.

Søborg, February 21, 2024  
Board of Directors of NNIT A/S