

netcompany

# Extraordinary General Meeting

## Notice to convene

19 August, 2020

## To the shareholders of Netcompany Group A/S

The Board of Directors hereby convenes the Extraordinary General Meeting (the 'General Meeting') of Netcompany Group A/S, CVR no. 39 48 89 14, (the 'Company') to be held on **Wednesday, 19 August 2020**, at 09:00 (CEST), at the Company's headquarters, Grønningen 17, DK-1270 Central Copenhagen, Denmark.

### Agenda

1. Election of new members to the Board of Directors.
2. Approval of amended Articles of Association.
3. Any other business.

### Item 1: Election of new members to the Board of Directors

Pursuant to the Articles of Association, the Board of Directors shall consist of no less than three and no more than seven members elected by the General Meeting.

The Board proposes to elect Hege Skryseth as new member of the Board of Directors. She will bring the Board extensive strategic and commercial knowledge, great experience within general business management and governance and finally, she has a deep understanding of especially the Norwegian market.

Further, the Board proposes to elect Åsa Riisberg as new member of the Board of Directors. She will bring the Board extensive knowledge and experience in accounting and audit, financing, refinancing, M&A, private equity, and healthcare.

Please see Appendix 1 for a description of the nominated candidates' qualifications and positions, including information about other executive/management functions held by the candidates in Scandinavian and foreign companies.

At the same time, Robbert Kuppens will, due to personal health issues, step down from the Board of Directors in connection with the Extraordinary General Meeting.

With both Hege and Åsa on board, Netcompany will reach its target of two female Board members.

### Item 2: Approval of amended Articles of Association

The still ongoing global pandemic, COVID-19, has shown that it is important to be digitalised and be prepared for all situations. The Board of Directors therefore proposes to insert the possibility to hold general meetings fully electronically. Further, the electronic general meetings will give the Board of Directors further opportunity to engage with all shareholders and give the international shareholders the possibility to attend the general meetings, where they would otherwise be limited and only vote by proxy.

The Board of Directors proposes that the General Meeting approves to insert a new Section 7.2 and amend Section 7.10 (6) in the Company's Articles of Association to give the Company the opportunity for future general meetings to be held entirely electronically in accordance with the Danish Companies Act § 77 on electronic general meetings. The proposed changes in the Articles of Association are described and shown below.

The new Section 7.2 of the Articles of Association is the addition allowing for general meetings to be held entirely electronically (see below in red):

*"7.2 Selskabets generalforsamlinger kan afholdes elektronisk uden fysisk deltagelse. Deltagelse i sådanne generalforsamlinger finder sted via Internettet, ved videokonference eller ved telefonkonference."*

*"7.2 The Company's general meetings can be held by electronic means with no physical attendance possible. Participation in such general meetings shall take place via the Internet, by video conference or by telephone conference."*

As a result of the proposed insertion of a new section 7.2, the previous sections 7.2-7.18 have been renumbered accordingly to reflect the insertion of the new Section.

The amendment to Section 7.10 (6) of the Articles of Association is to ensure uniformity in the Articles (see below in red):

*"Såfremt generalforsamlingen gennemføres helt eller delvis elektronisk, skal indkaldelsen tillige indeholde oplysninger derom samt om tilmelding og de nærmere krav til de elektroniske systemer som vil blive anvendt. Indkaldelsen skal angive, at oplysninger om fremgangsmåden ved elektronisk generalforsamling vil kunne findes på Selskabets hjemmeside."*

*"If the general meeting is conducted in whole or partly by electronic means, this shall be stated in the convening notice together with the details on how to sign up and what the requirements are to the electronic systems that will be used. The convening notice shall point out that detailed information about the procedure will be available on the Company's website."*

A draft version of the Articles of Association reflecting the proposed amendment (tracked) will be available from 28 July 2020 on the Company's website <https://www.netcompany.com/int/Investor-Relations/General-meetings>.

The approved Articles of Associations will be uploaded on the Company's website <https://www.netcompany.com/int/Investor-Relations/Governance> after the General Meeting.

#### **Adoption requirements**

The proposed resolution set out in item 1 may be passed by a simple majority of votes cast and the proposed resolution set out in item 2 must be adopted by at least 2/3 of the votes cast as well, as the share capital represented at the General meeting.

#### **Share capital and shareholders' participation and voting rights**

The Company's nominal share capital is DKK 50,000,000, divided into shares of DKK 1 each or multiples thereof. Each share of the nominal value of DKK 1 carries one vote.

The right of a shareholder to attend and vote at a General Meeting is determined by the shares held by the shareholder at the registration date. The registration date is Wednesday, 12 August 2020.

The shares held by each shareholder at the registration date are calculated based on the registration of the number of shares held by the shareholder in the Company's register of shareholders as well as any notification of ownership received by the Company for the purpose of registration in the Company's register of shareholders, but which has not yet been registered.

**How to obtain an admission card**

Shareholders who are entitled to attend the General Meeting and wish to attend the General Meeting, must request an admission card no later than on Sunday, 16 August 2020.

**Admission and voting cards may be requested as follows:**

- Electronically through the Company's shareholder portal on <https://portal.computershare.dk/portal/index.asp?page=login&asident=29067&lan=en>;
- By submitting a completed, dated, and signed registration form by ordinary mail to Computershare A/S, Lottenborgvej 26, DK-2800 Kgs. Lyngby, Denmark;
- By emailing a scanned version of a completed, dated and signed registration form to Computershare A/S on [gf@computershare.dk](mailto:gf@computershare.dk); or
- By contacting Computershare A/S; by telephone +45 45460997 from Monday to Friday between 09:00 and 15:00 (CEST), by email to [gf@computershare.dk](mailto:gf@computershare.dk), or by written enquiry to Computershare A/S, Lottenborgvej 26, DK-2800 Kgs. Lyngby, Denmark.

The Company distributes electronic admission cards solely by e-mail to all shareholders following registration. Please register the e-mail address to which the electronic admission card should be sent on the Company's shareholder portal at <https://portal.computershare.dk/portal/index.asp?page=login&asident=29067&lan=en>.

If no e-mail address is provided, it will be possible for the shareholder to download the admission card and/or to print the admission card, or collect the admission card at the General Meeting upon presentation of appropriate identification. The shareholder can choose between these different options when registering electronically through the Company's shareholder portal at <https://portal.computershare.dk/portal/index.asp?page=login&asident=29067&lan=en>. It is not necessary to print the admission card if it is accessible via smartphone or tablet.

If the admission card is lost or not brought to the General Meeting, a new admission card may be requested at the venue for the General Meeting on Wednesday, 19 August 2020, from 08:00 (CEST), provided that appropriate identification is presented. This is subject to the shareholder having requested an admission card within the deadline (see above).

**How to submit a proxy**

Subject to having requested an admission card, shareholders may attend the General Meeting in person or by proxy. The proxy form is available on the Company's website <https://www.netcompany.com/int/Investor-Relations/General-meetings>. Proxy forms must be received by the Company or Computershare A/S no later than on Sunday, 16 August 2020.

Proxies may be submitted as follows:

- Electronically through the Company's shareholder portal on <https://portal.computershare.dk/portal/index.asp?page=login&asident=29067&lan=en>;
- By submitting a completed, dated, and signed proxy form by ordinary mail to Computershare A/S, Lottenborgvej 26, DK-2800 Kgs. Lyngby, Denmark; or
- By emailing a scanned version of a completed, dated, and signed voting form to [gf@computershare.dk](mailto:gf@computershare.dk).

**How to vote by correspondence**

Shareholders who are entitled to participate in the General Meeting are also entitled to vote by correspondence. The voting form (which is the same form used for granting a proxy) is available on the Company's website, <https://www.netcompany.com/int/Investor-Relations/General-meetings>.

Votes by correspondence must be received by the Company or Computershare A/S no later than on Tuesday, 18 August 2020, at 09:00 (CEST).

Voting by correspondence may be submitted as follows:

- Electronically through the Company's shareholder portal on <https://portal.computershare.dk/portal/index.asp?page=login&asident=29067&lan=en>;
- By submitting a completed, dated, and signed voting form by ordinary mail to Computershare A/S, Lottenborgvej 26, DK-2800 Kgs. Lyngby, Denmark; or
- By emailing a scanned version of a completed, dated, and signed voting form to [gf@computershare.dk](mailto:gf@computershare.dk).

**Additional information on the website**

Until and including the day of the General Meeting, the following information regarding the General Meeting will be available on the Company's website, <https://www.netcompany.com/int/Investor-Relations/General-meetings>.

- The notice convening the General Meeting, including the agenda and the complete proposals and Appendix 1;
- The aggregated number of shares and voting rights as of the date of the notice to convene the General Meeting;
- Other documents for the use of the General Meeting, including the Articles of Associations (tracked), the proxy/voting by correspondence form and the registration form.

Registration of admission cards at the General Meeting on Wednesday, 19 August 2020, will open at 08:00 (CEST).

**Questions from the shareholders**

Shareholders may ask questions to the Board of Directors and the Executive Management at the General Meeting. Questions regarding the agenda and documents concerning the General Meeting shall be submitted in writing by ordinary mail to Netcompany Group A/S, Group Legal, Grønningen 17, 1., DK-1270 Copenhagen, Denmark, or by email to [ir@netcompany.com](mailto:ir@netcompany.com) and shall be received by the Company no later than on Monday, 17 August 2020.

**Language**

The General Meeting will be held in English in accordance with Article 7.11 of the Company's Articles of Association. However, shareholders may choose to speak in Danish or English.

**Webcast**

The General Meeting will be webcasted live on the Company's website, <https://www.netcompany.com/int/Investor-Relations/General-meetings>.

The webcast of the report on the Company's activities will also be made available on the Company's website following the General Meeting.

**Processing of personal data**

The Company's Privacy Policy for Shareholders explains how the Company processes personal data in connection with the General Meeting - the Policy is available at <https://www.netcompany.com/int/Investor-Relations/General-meetings>.

**How to get there**

The General Meeting will be held at the Company's headquarters, Grønningen 17, DK-1270 Central Copenhagen, Denmark, which can be reached by car or public transport. Limited parking is available along the street of Grønningen, DK-1270 Central Copenhagen, Denmark.

Copenhagen, 28 July 2020

The Board of Directors

**Appendix 1 – Candidates for the Board of Directors**



**Hege Skryseth**

**First elected:**

**Nationality:**

Norwegian

**Born:**

1967

**Independence:**

Yes

**Executive Positions:**

President of Kongsberg Digital and Executive Vice President of Kongsberg

**Non-executive positions:**

Tomra Systems ASA (m)

**Special competencies:**

Strategy, general business management, governance, and deep knowledge of the Norwegian market

**Educational background(s):**

Executive MBA, NHH Norwegian School of Economics & Business Administration, Norway

BA, Management, BI Norwegian School of Management, Norway





**Åsa Riisberg**

**First elected:**

**Nationality:**

Swedish

**Born:**

1974

**Independence:**

Yes

**Executive Positions:**

None – former Partner and member of the Extended Executive Committee at EQT Partners

**Non-executive positions:**

Swedish House of Finance Advisory Board (m), ABG Sundal Collier Women in Finance Foundation (m), and Bonnier Capital (m)

**Special competencies:**

Accounting and audit, financing, refinancing, M&A, private equity, and healthcare

**Educational background(s):**

MSc, Finance & Accounting and Finance, Stockholm School of Economics, Sweden

International Business, Hautes Etudes Commerciales HEC, France

## **Assessment of independence**

The assessment of independence is based on the criteria laid out by the Danish Committee on Corporate Governance in Section 3.2.1 of the Recommendations on Corporate Governance.