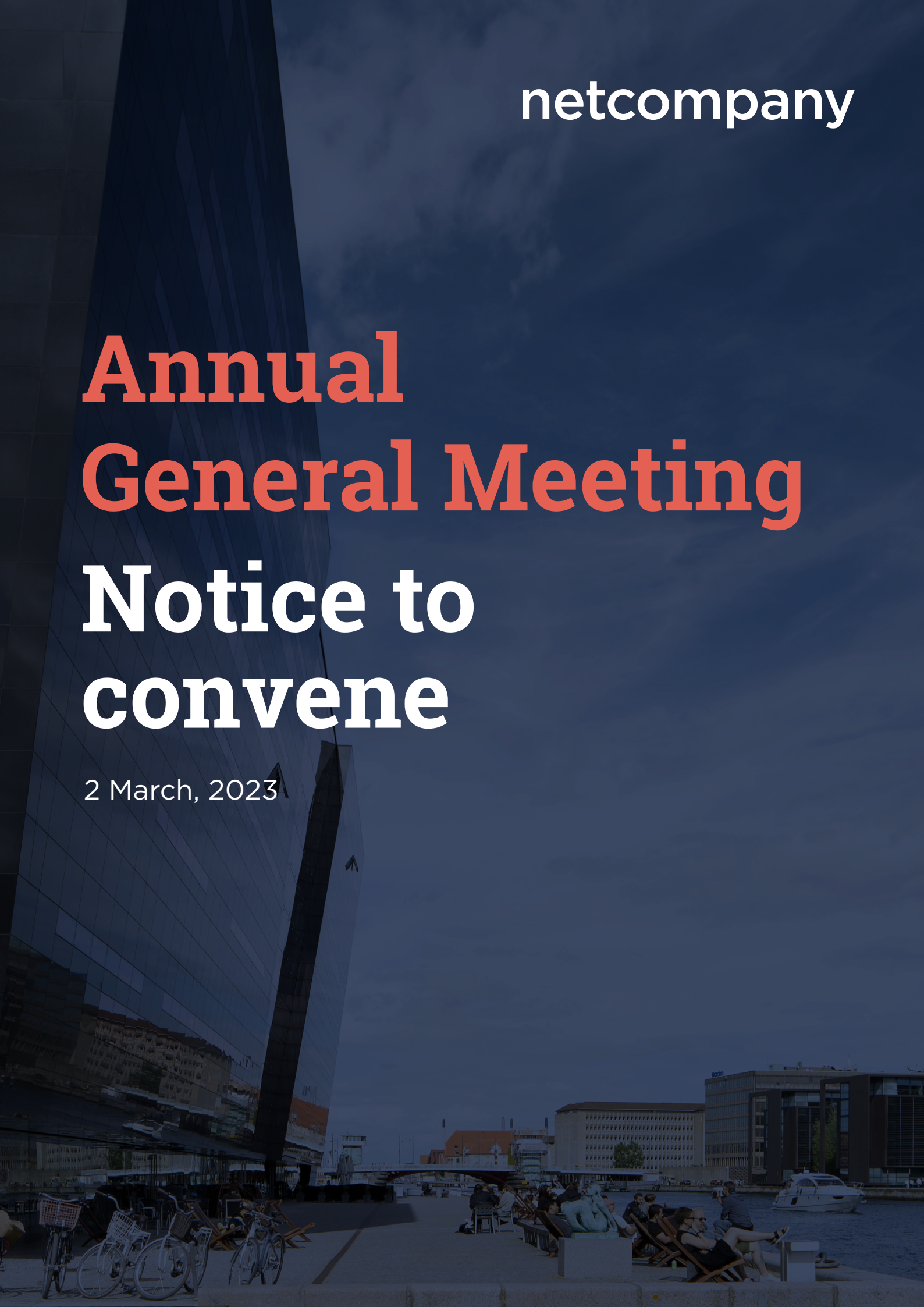


netcompany

Annual General Meeting Notice to convene

2 March, 2023



To the shareholders of Netcompany Group A/S

The Board of Directors hereby convenes the Annual General Meeting of Netcompany Group A/S, CVR no. 39 48 89 14, (the 'Company') to be held completely electronically on **Thursday, 2 March 2023** at 15:00 (CET).

Agenda

1. The Board of Directors' report on the Company's activities in the past financial year.
2. Presentation and approval of the Company's audited Annual Report 2022.
3. A resolution on the distribution of profit in accordance with the adopted Annual Report.
4. Presentation of and advisory vote on the Remuneration Report 2022.
5. Approval of the remuneration for the Board of Directors for the current financial year.
6. Election of members to the Board of Directors.
7. Election of auditor.
8. Any proposal submitted by the Board of Directors regarding authorisation to acquire treasury shares.
9. Any proposals submitted by the Board of Directors or by shareholders.
 - a. Proposal from the Board of Directors to approve the amended Articles of Association section 5.1.
 - b. Proposal from the Board of Directors to approve the amended Articles of Association section 5.2.
10. Any other business.

Item 1: The 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 2022.

Item 2: Presentation and approval of the Company's audited Annual Report 2022

The Board of Directors proposes that the Company's Annual Report 2022 be approved.

Item 3: A resolution on the distribution of profit in accordance with the adopted Annual Report

The Board of Directors proposes that the net profit for the financial year ended 31 December 2022 be allocated to retained earnings and that no dividend payment for the financial year ended 31 December 2022 be distributed.

Item 4: Presentation of and advisory vote on the Remuneration Report 2022

The Board of Directors proposes that the Remuneration Report 2022 be approved in the advisory voting. The Remuneration Report 2022 has been audited by the Company's auditor.

Item 5: Approval of the remuneration for the Board of Directors for the current financial year

The Board of Directors proposes that the following remuneration level to the Board of Directors for 2023 be approved by the General Meeting.

The remuneration level for the Board of Directors is maintained at the same level as for 2022.

Members of the Board of Directors shall receive a base fee of:	DKK	450,000	(the "Base Fee")
The Chairman of the Board of Directors shall receive:	DKK	1,350,000	(corresponding to three times the Base Fee for the extended duties)
The Vice Chairman of the Board of Directors shall receive:	DKK	900,000	(corresponding to two times the Base Fee for the extended duties)

The members of the Board of Directors receive compensation for their work in the Audit Committee, Remuneration Committee, Nomination Committee, and any other committee established by the Board of Directors from time to time. The remuneration level for the Committee work is maintained at the same level as for 2022.

The Board of Directors proposes that the following remuneration level for committee work for 2023 be approved by the General Meeting:

Members of the Audit Committee shall receive an annual committee member fee of:	DKK	112,500	(corresponding to 0.25 times the Base Fee)
Chairman of the Audit Committee shall receive an annual committee member fee of:	DKK	270,000	(corresponding to 0.6 times the Base Fee)
Members, including the Chairman of the Remuneration Committee shall receive an annual committee member fee of:	DKK	112,500	(corresponding to 0.25 times the Base Fee)
Members, including the Chairman of the Nomination Committee shall receive an annual committee member fee of:	DKK	112,500	(corresponding to 0.25 times the Base Fee)

The Chairman and Vice Chairman of the Board of Directors will not receive any committee member fee for their participation in the Remuneration Committee and Nomination Committee.

The members of the Board of Directors may retain an additional fee for operational tasks carried out on an ad-hoc basis outside the scope of the ordinary duties of the Board of Directors. The Board of Directors shall approve such tasks and determine such additional fees.

In addition, the Board of Directors may receive reimbursement for expenses, such as travel and accommodation in connection with the Board meetings as well as relevant training. The members of the Board of Directors may be reimbursed for their travelling time with EUR 1,000 per day of travelling. The total fees will be disclosed in the Annual Report and approved at the Annual General Meeting in 2024.

The remuneration of the members of the Board of Directors does not include any incentive-based remuneration.

Item 6: Election of members to the Board of Directors

The members of the Board of Directors elected by the General Meeting are elected for a term of one year pursuant to Article 10.2 of the Articles of Association. Re-election of board members may take place. 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 of Directors proposes re-election for a one-year term of the following members of the Board of Directors elected by the General Meeting; Bo Rygaard (Chairman), Juha Christensen (Vice Chairman), Åsa Riisberg, and Susan Cooklin.

In addition, the Board of Directors proposes election for a one-year term of Bart Walterus. He will bring both the Board and the Company deep international knowledge of digital transformation and risk management within EMA Public Sector and EU Institutions etc.

At the same time Hege Skryseth and Scanes Bentley will step down as members of the Board of Directors and will not be up for re-election.

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 Danish and foreign companies.

Item 7: Election of auditor

The Board of Directors proposes re-election of EY Godkendt Revisionspartnerselskab, CVR no. 30 70 02 28, as the Company's auditor in line with the recommendation from the Audit Committee. The Audit Committee's recommendation has not been influenced by third parties, nor has it been subject to any contractual obligation restricting the General Meeting's choice of certain auditors or audit firms.

Item 8: Any proposal submitted by the Board of Directors regarding authorisation to acquire treasury shares

In connection with the IPO, the Board was authorised in the period until 21 May 2023 to approve the Company's acquisition of treasury shares, on one or more occasions, with a total nominal value of up to 10% of the share capital, provided that the Company's holding of treasury shares after such acquisition does not exceed 10% of the share capital. The consideration may not deviate more than 10% from the official price quoted on Nasdaq Copenhagen A/S at the time of acquisition.

As the authorisation runs out in 21 May 2023, it is proposed to prolong the authorisation to 2 March 2028, such that the Board of Directors is authorised in the period until 2 March 2028 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, for so long as the Company's holding of treasury shares after such acquisition does not exceed 10% of the Company's share capital. The consideration may not deviate more than 10% from the official price quoted on Nasdaq Copenhagen A/S at the time of the acquisition.

Item 9: Any proposals submitted by the Board of Directors or by shareholders

9.a: Proposal from the Board of Directors to approve the amended Articles of Association Section 5.1

The Board of Directors proposes that the General Meeting approves the amended Articles of Association.

The Articles of Associations are proposed amended in order to extend the authorisation for the Board of Directors to increase the Company's share capital without pre-emption rights for the Company's existing shareholders as the current authorisations expire on 21 May 2023.

The Board of Directors proposes to extend the period until 2 March 2028.

The amendments will be made to Section 5.1 of the Articles of Association (shown in red):

*"Bestyrelsen er i perioden indtil den **2. marts 2028** ~~21. maj 2023~~ bemyndiget til uden fortegningsret for Selskabets eksisterende aktionærer at forhøje Selskabets aktiekapital ad én eller flere gange med i alt op til nominelt DKK 10.000.000. Dog kan bestyrelsen ikke*

*"In the period until **2 March 2028** ~~21 May 2023~~, the Board of Directors is authorised to increase the Company's share capital in one or more issues without pre-emption rights for the Company's existing shareholders by up to a nominal amount of DKK 10,000,000. However, the Board of*

udnytte bemyndigelsen for et højere beløb end 20% af den udestående aktiekapital på tidspunktet for udnyttelsen af bemyndigelsen. Forhøjelsen skal ske til markedskurs og mod kontant betaling, apportindskud eller konvertering af gæld"

Directors may not exercise this authorisation for an amount higher than 20% of the outstanding share capital at the time of exercise of the authorisation. The capital increase shall take place at market price and shall be effected by cash payment, by contribution in kind or by debt conversion"

9.b: Proposal from the Board of Directors to approve the amended Articles of Association Section 5.2

The Board of Directors proposes that the General Meeting approves the amended Articles of Association.

The Articles of Associations are proposed amended in order to extend the authorisation for the Board of Directors to increase the Company's share capital with pre-emption rights for the Company's existing shareholders as the current authorisations expire on 21 May 2023.

The Board of Directors proposes to extend the period until 2 March 2028.

The amendments will be made to Section 5.2 of the Articles of Association (shown in red):

"Bestyrelsen er i perioden indtil den 2. marts 2028 ~~21. maj 2023~~ bemyndiget til med fortegningsret for Selskabets eksisterende aktionærer at forhøje Selskabets aktiekapital ad én eller flere gange med i alt op til nominelt DKK 5.000.000. Dog kan bestyrelsen ikke udnytte bemyndigelsen for et højere beløb end 10% af den udestående aktiekapital på tidspunktet for udnyttelsen af bemyndigelsen. Forhøjelsen kan ske til en kurs fastsat af bestyrelsen og mod kontant betaling, inklusiv en eventuel favørkurs."

"In the period until 2 March 2028~~21 May 2023~~, the Board of Directors is authorised to increase the Company's share capital in one or more issues with pre-emption rights for the Company's existing shareholders by up to a nominal amount of DKK 5,000,000. However, the Board of Directors may not exercise this authorisation for an amount higher than 10% of the outstanding share capital at the time of exercise of the authorisation. The capital increase may take place at a subscription price set by the Board of Directors and shall be effected by cash payment, including a potential favourable price."

The amended version of the Articles of Association reflecting the proposed amendments (with track changes) will be available from 8 February 2023 on the Company's website <https://www.netcompany.com/int/Investor-Relations/General-meetings>.

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

Adoption requirements

The proposed resolutions set out in items 9.a and 9.b must be adopted by at least 2/3 of the votes cast as well as the share capital represented at the General meeting.

All other proposed resolutions on the agenda may be passed by a simple majority of votes cast.

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 the General Meeting is determined by the shares held by the shareholder at the registration date. The registration date is Thursday, 23 February 2023.

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 request admission to the electronic General Meeting

Shareholders who are entitled to attend the General Meeting and wish to attend the General Meeting, must request admission no later than on Wednesday, 1 March 2023.

Admission and voting 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 D, 1., DK-2800 Kgs. Lyngby, Denmark,
- By e-mailing a scanned version of a completed, dated, and signed registration form to Computershare A/S on gf@computershare.dk, or
- By contacting Computershare A/S; by telephone +45 45460997, by e-mail to gf@computershare.dk or by written enquiry to Computershare A/S, Lottenborgvej 26 D, 1., DK-2800 Kgs. Lyngby, Denmark.

Following registration, electronic admission details will solely be sent to the shareholders by e-mail. Therefore, we encourage all shareholders to register their e-mail address to which the electronic admission details should be sent at 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 shareholders to download and/or print the admission details. The shareholder can choose between these different options when registering electronically at the Company's shareholder portal. Please note that the General Meeting will be held completely electronically, and printed admission details shall solely be used for the shareholder to remember the admission details.

As the General Meeting will be held completely electronically the admission details will include a meeting ID, a unique username and password, which will be required for attending the electronic General Meeting.

If the admission details are lost or a shareholder cannot attend the electronic General Meeting due to issues with the admission details, Computershare A/S will provide technical assistance. Computershare A/S' will be available Thursday, 2 March 2023 from 14:00 (CET) and during the General Meeting. Questions regarding notification of attendance at the General Meeting or the use of the Company's shareholder portal may be directed to Computershare A/S through the Shareholder Portal. Please note that Computershare A/S can only assist if the shareholder has requested admission within the deadline (see above).

Technical requirements for attending the electronic General Meeting

The technical requirements for use of the electronic systems are:

- A computer, tablet, or smartphone. It is recommended to participate via computer or tablet for the best experience, and

- The latest versions of Chrome, Safari, Internet Explorer 11, Edge, or Firefox.

If a shareholder's device does not live up to the technical requirements, the Company cannot guarantee that the electronic system will function properly.

Further detailed instructions on the procedures to attend and vote at the electronic General Meeting are available at the Company's website: <https://www.netcompany.com/int/Investor-Relations/General-meetings>.

How to submit a proxy

Subject to having requested admission, shareholders may attend the General Meeting in person or by proxy. The proxy form is available at 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 Wednesday, 1 March 2023.

Proxies may be submitted as follows:

- Electronically through the Company's shareholder portal at <https://portal.compuershare.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 D, 1., DK-2800 Kgs. Lyngby, Denmark, or
- By e-mailing a scanned version of a completed, dated, and signed voting form to gf@compuershare.dk.

How to vote by correspondence

Shareholders who are entitled to participate in the General Meeting are also entitled to vote by correspondence prior to the General Meeting. The voting form (which is the same form used for granting a proxy) is available at 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 Wednesday, 1 March 2023.

Voting by correspondence may be submitted as follows:

- Electronically at the Company's shareholder portal on <https://portal.compuershare.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 D, 1., DK-2800 Kgs. Lyngby, Denmark, or
- By e-mailing a scanned version of a completed, dated, and signed voting form to gf@compuershare.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 at 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,
- The Company's Annual Report 2022, and
- Other documents for the use of the General Meeting, e.g. the Remuneration Report, the proxy/voting by correspondence form, the registration form and the draft amended Articles of Association.

Registration of admission at the General Meeting on Thursday, 2 March 2023 will open at 14:00 (CET).

Questions from the shareholders

Shareholders may ask questions regarding the agenda and documents concerning the General Meeting to the Board of Directors and the Executive Management before or during the General Meeting.

Questions asked in advance of 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 e-mail to ir@netcompany.com and shall be received by the Company no later than on Tuesday, 28 February 2023. To ensure a smooth completion of the General Meeting, we encourage shareholders to submit questions well in advance of the General Meeting.

Please note that questions submitted during the General Meeting will have a character limit of 1,000 due to the technical setup. If a shareholder expects his/her question to be longer than the character limit or already has prepared a question, please e-mail it to the Company at ir@netcompany.com prior to the General Meeting. Questions will be read out and answered at the General Meeting.

Language

The General Meeting will be held in English in accordance with Article 7.12 of the Company's Articles of Association. However, shareholders may choose to ask questions in Danish or English.

Webcast

The General Meeting will be transmitted via live streaming (webcast) 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 attend the electronic General Meeting

Shareholders that have timely requested admission to the General Meeting will receive a meeting ID, a unique username and password that will be used to attend the electronic General Meeting through the virtual meeting solution on the Company's shareholder portal accessed here:

<https://portal.computershare.dk/portal/index.asp?page=login&asident=29067&lan=en>

Detailed instructions on how to attend the electronic General Meeting will be available at the Company's website: <https://www.netcompany.com/int/Investor-Relations/General-meetings>.

Members of the press

Members of the press can request a guest login to the General Meeting by contacting Computershare A/S; by telephone +45 45460997, by e-mail to gf@computershare.dk or by written enquiry to Computershare A/S, Lottenborgvej 26 D, 1., DK-2800 Kgs. Lyngby, Denmark.

Please note that guest logins do not have rights to vote or submit questions or access to the voting during the General Meeting.

Copenhagen, 8 February 2023

The Board of Directors

Appendix 1 – Candidates for the Board of Directors



Bo Rygaard

Chairman of the Board of Directors

First elected:	2016 ¹
Nationality:	Danish
Born:	1965
Board committee memberships:	Remuneration Committee, Nomination Committee
Independent:	Yes
Executive Positions:	Executive officer in Margot & Thorvald Dreyers Fond, Bo Rygaard Consulting and NC ShareCo 4 ApS
Non-executive positions:	Skamol A/S (c), Kavi Invest A/S (m), Margot og Thorvald Dreyers Fond, Ejendomsaktieselskabet Vest (m), Statens Ejendomssalg A/S (vc), Fondenes Videnscenter (m), Krista og Viggo Petersens Fond (c), Marie & M.B. Richters Fond (m), KFI Erhvervsdrivende Fond (c), HusCompagniet A/S (m), KGH ApS (m), WEXØE A/S (m), WEXØE Holding A/S (m), and Sovino Brands ApS (c).
Special competencies:	Strategy, general business management and M&A
Educational background(s):	M.Sc. Economics, Copenhagen Business School

¹ Bo Rygaard has been a member of the Board of Directors of NC TopCo A/S since November 2016



Juha Christensen

Vice Chairman

First elected: 2016²

Nationality: Danish

Born: 1964

Board committee memberships: Remuneration Committee (c), Nomination Committee (c), and Audit Committee

Independent: Yes

Executive Positions: CEO of Truly ApS

Non-executive positions: Cloud Made Ltd (c), Star Inc (c), Bang & Olufsen A/S (c), and Friday PM (c)

Special competencies: Consulting, technology market insight, strategy, and M&A

Educational background(s): Studied Business Administration, London Business School

² Juha Christensen has been a member of the Board of Directors of NC TopCo A/S since November 2016



Åsa Riisberg

First elected:	2020
Nationality:	Swedish
Born:	1974
Board committee memberships:	Audit Committee (c)
Independent:	Yes
Executive Positions:	None
Non-executive positions:	Bonnier News AB (m), Dagens Nyheter (m), Bonnier Group (m), Chiesi Farmaceutici S.p.A (m), Atlas Antibodies AB (m), Internetmedicin AB (m), Patricia Industries (m).
Special competencies:	Åsa has extensive knowledge and experience in accounting and auditing, 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



Susan Cooklin

First elected:	2022
Nationality:	British
Born:	1960
Board committee memberships:	Audit Committee
Independent:	Yes
Executive Positions:	None
Non-executive positions:	Electricity North West Ltd, NorteGas ES, Houses of Parliament Restoration and Renewal Programme (UK).
Special competencies:	Susan has extensive C-suite executive experience at FTSE 30 equivalent companies. Deep knowledge and delivery of technology strategies and operational delivery of complex services. Experience of both private and public sectors in the UK. Owned enterprise cyber risk for the UK rail infrastructure operation in her last executive position.
Educational background(s):	BSc Economics & Accounting, University College of Wales, Aberystwyth, UK



Bart Walterus

Nationality:	Belgian
Born:	1961
Independent:	Yes
Executive Positions:	None
Non-executive positions:	Aviation Training Organisation (ATO) (m), Koninklijke vliegclub De Wouw, not for profit (m)
Special competencies:	Bart has extensive international knowledge and experience in digital transformation, organisations reforms, business planning & valuation, foundation of companies, Finance and Risk Management for EMA Public Sector, EU Institutions, NATO and other
Educational background(s):	Master in Sociology, University of Leuven, Belgium MBA, Vlerick Business School, Belgium Master in Accounting & Finance, Ehsal, Brussels, Belgium

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.