



netcompany

Extraordinary General Meeting

Notice to convene

20 August, 2019

To the shareholders of Netcompany Group A/S

The Board of Directors hereby convenes an Extraordinary General Meeting of Netcompany Group A/S, CVR no. 39 48 89 14, (the 'Company') to be held on **Tuesday, 20 August 2019**, at 9:00 (CET), at the Company's headquarters, Grønningen 17, 1270 Copenhagen K, Denmark.

Agenda

1. Election of a new member to the Board of Directors.

Item 1: Election of a new member 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 Robbert Kuppens as new member of the Board of Directors. He will bring the Board extensive strategic and commercial knowledge especially in the Netherlands and he will replace Carsten Krogh Gomard, who will resign from the Board of Directors in connection with the Extraordinary General Meeting.

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

Adoption requirements

The proposed resolution on the agenda shall be passed by a simple majority of votes cast, cf. Article 8.7 of the Articles of Association.

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, 13 August 2019.

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 Friday, 16 August 2019.

Admission cards may be requested as follows:

- Electronically through the Company's shareholder portal on <https://www.netcompany.com/int/Investor-Relations/General-meetings>;

- By submitting a completed, dated and signed registration form by ordinary mail to Computershare A/S, Lottenborgvej 26 D, floor 1, DK-2800 Kongens Lyngby, Denmark, or by fax to Computershare A/S on +45 45460998;
- By emailing 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 (only weekdays 8.30 am – 4 pm CET), by email to gf@computershare.dk, by fax to +45 45460998, or by written enquiry to Computershare A/S, Lottenborgvej 26 D, floor 1, DK-2800 Kongens 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://www.netcompany.com/int/Investor-Relations/General-meetings>.

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://www.netcompany.com/int/Investor-Relations/General-meetings>. 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 general meeting, 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 Friday, 16 August 2019.

Proxies may be submitted as follows:

- Electronically through the Company's shareholder portal on <https://www.netcompany.com/int/Investor-Relations/General-meetings>
- By submitting a completed, dated and signed proxy form by ordinary mail to Computershare A/S, Lottenborgvej 26 D, floor 1, DK-2800 Kongens Lyngby, Denmark, or by fax to Computershare A/S on +45 45460998; or
- By emailing a scanned version of a completed, dated and signed Proxy Form to 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 Monday, 19 August 2019, at 9:00 (CET). Votes by correspondence received by the Company cannot be revoked.

Voting by correspondence may be submitted as follows:

- Electronically through the Company's shareholder portal on <https://www.netcompany.com/int/Investor-Relations/General-meetings>;

- By submitting a completed, dated and signed voting form by ordinary mail to Computershare A/S, Lottenborgvej 26 D, floor 1, DK-2800 Kongens Lyngby, Denmark, or by fax to Computershare A/S on +45 45460998; or
- By emailing a scanned version of a completed, dated and signed Voting Form to 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 Extraordinary General Meeting, including the agenda and the complete proposals and Appendix 1
- The number of shares and voting rights as of the date of the notice to convene the Extraordinary General Meeting
- Other documents for the use of the general meeting, including the proxy/voting by correspondence form and the registration form

Registration of admission cards at the Extraordinary General Meeting on Tuesday, 20 August 2019, will open at 8:00 (CET).

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 Extraordinary General Meeting shall be submitted in writing by ordinary mail to Netcompany Group A/S, Group Legal, Grønningen 17, 1., DK-1270 København, Denmark, or by e-mail to ir@netcompany.com and shall be received by the Company no later than on Monday, 19 August 2019, 9:00.

How to vote at the meeting

The Company will conduct votes by using Lumi's mobile voting app for attending shareholders. Attending shareholders will need to download the app on a smartphone or tablet and log in at the meeting using unique credentials, which will be provided to upon arrival and registration.

The Lumi app is available on Android and iOS. It can also be found at <https://get.lumiagm.com/>.

Shareholders will be asked to enter a Meeting ID, a unique username and password, which will be provided at registration at the General Meeting. Voting requires an internet connection. A wifi connection will be available to shareholders at the meeting for this purpose. The Company recommends that shareholders download the app in advance of the meeting.

Language

The Extraordinary General Meeting will be held in English in accordance with Article 7.11 of the Company's Articles of Association.

Webcast

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

The webcast 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 Extraordinary General Meeting will be held at Netcompany, Grønningen 17, 1270 Copenhagen K, Denmark, which can be reached by car or public transport. Limited street parking is available. Please use the entrance at Grønningen 23.

Copenhagen, 29 July 2019

The Board of Directors

Appendix 1 – Candidates for the Board of Directors

**Robbert Kuppens**

Nationality:	Dutch
Born:	1965
Board committee memberships:	
Independence:	Yes
Executive Positions:	None, previously Global CIO of BCG
Non-executive positions:	Senior Advisor to BCG
Special competencies:	Strategic IT and IT Roadmapping, Digital transformation, Agile DevSecOps, Cloud, RPA and IoT technologies, Cybersecurity
Educational background(s):	M.Sc. in Computer Science and Economics, Utrecht University

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.