

Notice of Annual General Meeting of Knowit Aktiebolag (publ)

Shareholders in Knowit AB (publ), 556391-0354 ("The Company") are hereby notified of the Annual General Meeting which will be held at company headquarters, Klarabergsgatan 60, Stockholm, at 1:00 p.m. on Tuesday April 28, 2020.

Notification, etc.

Shareholders who wish to participate at the Annual General Meeting must:

be entered in the share register maintained by Euroclear Sweden AB no later than Wednesday April 22, 2020, and

provide notice of attendance to the Company no later than Wednesday April 22, 2020, either in writing, addressed to "Annual Shareholders' Meeting" Box 3383, 103 68 Stockholm or by fax to +46-8-700 66 10, or by email to info@knowit.se or by phone at +46-8-700 66 00. When registering, shareholders should state their name, personal identification or corporate registration number, address and telephone number, advisors, if any, and registered holding of shares.

Shareholders whose shares are registered in the name of a trustee via a bank or securities firm must, to participate in the meeting, have the shares temporarily registered in their own name, in Euroclear Sweden AB's share register, no later than Wednesday April 22, 2020.

Representatives

Shareholders who are not present in person at the meeting may be represented by a proxy carrying a Power of Attorney in writing, signed and dated by the shareholder. The Power of Attorney is valid at the most one year from the date of issuing, unless it is explicitly stated in the Power of Attorney that it has a longer validity, which can at most be five years from the date of issuing. The Company provides shareholders with a Power of Attorney form for this purpose. This form is available at the Company's offices, the Company webpage, www.knowit.se, by fax, +46-8-700 66 10, by email, info@knowit.se, or by phone, 08-700 66 00. The Power of Attorney, in its original, shall be sent by letter well before the meeting to the Company on the address listed above. If the Power of Attorney is issued by a legal entity, a certified copy of the legal entity's certificate of registration or an equivalent document must also be enclosed.

Please note that notification of a shareholder's participation at the Annual General Meeting must be carried out even if the shareholder wishes to vote through a representative. A Power of Attorney is not in itself valid as a notice of attendance.

Proposed meeting agenda

1. Opening of the meeting and election of Chairman of the meeting.
2. Drafting and approval of list of voters.
3. Approval of the meeting agenda.
4. Election of one or two persons to verify the minutes.
5. Determination of whether the meeting has been duly convened.

6. Presentation of the annual report, the auditor's report, the consolidated accounts and the auditor's report on the consolidated accounts.
7. CEO's speech.
8. Resolutions regarding:
 - a) adoption of the income statement, balance sheet, consolidated income statement, and consolidated balance sheet,
 - b) distribution of the company's profits in accordance with the adopted balance sheet and record date for dividends,
 - c) discharge from liability for directors and the CEO.
9. Determination of the number of board members and deputies.
10. Determination of remuneration to the board members and the auditors.
11. Election of board members, deputies, chairman of the board and auditors.
12. Resolution on guidelines for remuneration to senior executives.
13. Resolution on authorization for the board of directors to resolve on new share issues.
14. Adjournment of the meeting.

Proposal for resolution regarding item 1

The nomination committee proposes that the chairman of the board, Mats Olsson, is elected as chairman of the meeting.

Proposal for resolution regarding item 8 b)

The Board of Directors recommends payment of a dividend of SEK 6.40 per share and that the record date be set to Thursday April 30, 2020. Euroclear Sweden AB should be able to pay the dividend on Wednesday May 6, 2020.

Proposals for resolution regarding items 9–11

The nomination committee consists of Mats Olsson, chairman of the board and convener of the committee, Lennart Francke, Swedbank Robur fonder, chairman of the nomination committee, and Malin Björkmo, Handelsbanken Fonder, and Jan Särilvik, Nordea Funds.

The nomination committee proposes the following

that the number of board members be set to six, with no deputies;

that remuneration of SEK 250,000 shall be paid to each of the members elected at the AGM and not employed by the company, and that remuneration of SEK 675,000 be paid to the chairman of the board. A member of the remuneration committee shall receive an additional fee of SEK 35,000, while the chairman of the remuneration committee shall receive an additional fee of SEK 70,000. A member of the auditing committee shall receive an additional fee of SEK 50,000, while the chairman of the auditing committee shall receive an additional fee of SEK 100,000;

that auditor's fees will be paid based on approved invoices;

that the Board Members_Gunilla Asker, Stefan Gardefjord, Camilla Monfeldt Kirstein, Kia Orback-Pettersson, Peder Ramel, and Jon Risfelt be re-elected. Mats Olsson has declined re-election. Jon Risfelt is proposed as chairman of the board; and

that the accountancy firm KPMG is elected for the period up to the end of the AGM 2021.

Proposal for resolution regarding item 12

The guidelines pertain to salary and other remuneration to the CEO of Knowit AB and other senior executives in the group (currently five people). The guidelines encompass remuneration to board members as an employee at or for performance of consultancy assignments for Knowit AB or any other group company. The guidelines will be applied after being adopted by the AGM in 2020 to remunerations later agreed and to changes of remunerations previously agreed. The guidelines do not apply to the AGM's decisions on fees for board work, issues of shares in the company, transfer of securities, or the right to acquire securities from the company in the future.

For a board member's consultancy assignments for the company or any other group company, a fair market fee shall be set, taking into account the competence and experience of the board member, and the verifiable time spent performing the assignments.

The guidelines promote the group's business strategy, to create long-term value through modern and creative solutions for digitalization and innovation, the company's long-term interests and sustainability through a fair and competitive remuneration, taking into account the responsibilities and complexity associated with the position.

Forms of remuneration

Remuneration may be in the form of fixed cash salary, variable cash remuneration, pension benefits, and other benefits such as life insurance, health insurance, and car benefits. The AGM can also – beyond the scope of these guidelines – decide on share- or share price-related remunerations, for example.

Variable cash remuneration services to promote the company's business strategy, long-term interests and sustainability, and should be based on outcome in relation to the targets and connected to the employee's performance. Fulfilment of criteria for payout should be measured by calendar year. The variable cash remuneration may be at most 50 percent of the fixed cash salary for the same calendar year. The variable remuneration is on condition that the company does not report a loss for the year to which the remuneration pertains. The variable cash remuneration is not to be grounds for pension benefits.

Pension benefits, including health insurance, shall be fixed to premiums, and the pension premiums shall be at most 35 percent of the fixed annual cash salary.

For other benefits, such as life insurance, health insurance, and car benefits, the premiums and other costs may be at most 10 percent of the fixed annual cash salary.

In employment relations that are not subject to Swedish rules, adaptations can be made to pension benefits and other benefits, as required by mandatory rules or local practices. In this, the intentions of these guidelines should, in so far as possible, be observed.

Termination of employment

In case of termination on the part of the company, the period of notice for the CEO shall be at most 24 months, and for other senior executives, at most 12 months. The fixed cash salary during the period of

notice and severance pay may not, for the CEO, exceed a sum corresponding to the fixed cash salary for two years, and for other senior executives, may not exceed a sum corresponding to the fixed cash salary for one year. In case of termination to the part of the executive, the period of notice shall be at most six months, without a right to severance pay.

In addition, remuneration may be paid out for an undertaking of non-competition after the end of employment. Such remuneration shall serve to compensate for loss of income and shall only be paid to the extent that the former executive does not have the right to severance pay. This remuneration shall be at most 60 percent of the fixed cash salary at the end of employment.

Criteria for variable cash remuneration

The variable cash remuneration shall be connected to predetermined and measurable criteria, which may be financial or non-financial quantitative or qualitative targets tailored for the person in question. The criteria shall be such that they promote the business strategy and long-term interests of the company, including sustainability.

When the measuring period for fulfilment of the criteria for variable cash remuneration has ended, the board shall, based on the assessment of the remuneration committee, determine the extent to which the criteria were fulfilled. As regards financial targets, the assessment shall be based on the financial information made public by the company.

Salaries and employment terms for company employees

In the drafting of these guidelines, the salaries and employment terms for company employees have been taken into account, as information on the total remuneration to employees, its components, its increase and rate of increase over time, have all been part of the decision support for the remuneration committee and board in assessing the fairness of the guidelines.

Decision process used to determine, review and implement the guidelines

The board has instated a remuneration committee, whose tasks include preparing the board's decisions on suggested guidelines for remuneration to senior executives. These guidelines apply from the time of the AGM's decision in 2020 and until new guidelines are adopted by an AGM. The board shall draft suggested new guidelines at least every four years, and make a suggestion on new guidelines for adoption no later than at the AGM in 2024. The remuneration committee shall review and assess the application of the guidelines and the remuneration structures and levels applied within the company. The remuneration committee shall also review and evaluate any share-related programs for variable remuneration to the corporate management team. The company does not currently have any such program. In the board's management of and decisions related to remuneration, the CEO and other members of the corporate management team shall not participate, to the extent they are affected by the matters in question.

Review of the guidelines

If the board has performed a review of the guidelines and suggests amendments thereto, the board shall present a report on and explanation of all significant changes compared with then-current guidelines and an explanation on how any input from shareholders has been taken into account.

Deviations from the guidelines

The board may decide to temporarily entirely or partially deviate from the guidelines if there are particular reasons for this in an individual case and a deviation is necessary to protect the company's long-term interests, including its sustainability, or to ensure the financial security of the company. In such case, the remuneration committee shall prepare for the decision on deviation from the guidelines.

Proposal for resolution regarding item 13

The Board proposes that the AGM authorizes it to, on one or more occasions prior to the next AGM, approve an increase in share capital with a maximum of SEK 800,000 through one or more issues of a maximum of in total 800,000 shares. It is proposed that this authorization shall include a right for the Board to decide that the issuing of shares shall be carried out with a waiver of the shareholders' preferential rights and/or with conditions for non-cash issue and/or offset or otherwise with other conditions. The purpose of the authorization and the reason for waiving the shareholders' preferential rights is to enable the use of newly issued shares in the acquisition of other companies or operations. In the issuing of shares without preferential rights for the shareholders, the issue price shall be set to a value adjusted to market conditions.

A valid resolution pursuant to this item requires that it is supported by shareholders representing at least two thirds of the votes cast as well as of the shares represented at the meeting.

Other information

The annual accounts, the auditor's reports and other materials for the AGM will be available at the company's offices and the webpage, www.knowit.se, at the latest from Tuesday, April 7 2020. Copies of these documents will be sent to shareholders that request this and that state a postal address.

The board and CEO shall, if any shareholder so requires, and the board considers that it can be done without substantial damage to the company, provide information regarding conditions that can affect the assessment of an item on the agenda and conditions that can affect assessment of the financial situation of the company or one of its subsidiaries, or the company's relation to another group company.

At the time of publication of this notice, the total number of shares and votes in the Company is 19,253,760.

Processing of personal data

For more information on the processing of personal data, see https://www.euroclear.com/dam/ESw/Legal/Privacy_notice_BOSS_20181023.pdf.

Stockholm in March 2020

Knowit AB (publ)

The Board

For more information, please contact

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