

## 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 8, 2018, 2:00 pm (CET)  
 at NNIT A/S, Østmarken 3A, DK-2860 Søborg, with the following

### AGENDA

1. Board of Directors' report on the Company's activities in the past financial year
2. Presentation and adoption of the audited annual report
3. Distribution of profit or covering of loss according to the adopted annual report
4. Approval of the Board of Directors' remuneration
5. Election of members to the Board of Directors, including Chairman and Deputy Chairman
6. Appointment of auditor
7. Authorisation to acquire treasury shares
8. Proposals from the Board of Directors
  - a. Proposal for the general meeting to approve an extension of the period of the authorisation for the Board of Directors to increase the Company's share capital without pre-emption rights for the Company's existing shareholders from 30 April 2018 to 30 April 2021.
  - b. Proposal for the general meeting to approve an extension of the period of the authorisation for the Board of Directors to increase the Company's share capital in connection with the issue of new shares for the benefit of the Company's employees and/or employees of its subsidiaries from 30 April 2018 to 30 April 2021.
9. Any other business

## COMPLETE PROPOSALS

### Item 1

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

### Item 2

The Board of Directors proposes that the general meeting adopts the audited Annual Report 2017.

### Item 3

The Annual Report 2017 shows a net result of DKK 197,893,000.

The Board of Directors proposes to pay ordinary dividend of DKK 55,989,551 in cash, corresponding to DKK 2.30 per share of nominally DKK 10.

Interim dividend	DKK	48,686,566
Ordinary dividend	DKK	55,989,551
Retained earnings	DKK	93,216,883
	DKK	<u>197,893,000</u>

Together with the interim dividend for 2017 paid out in August 2017, the total dividend for 2017 is DKK 104,676,117, corresponding to 48% of the 2017 net result.

Ordinary dividends are expected to be paid out on March 13, 2018, provided that the general meeting approves the proposal.

### Item 4

The Board of Directors proposes to maintain the same level of remuneration for the Board of Directors in 2018 as in 2017:

Chairman (2.5 * base fee)	DKK	750,000
Deputy Chairman (1.5 * base fee)	DKK	450,000
Members (base fee)	DKK	300,000
Chairman of the Audit Committee (additional 0.5 * base fee)	DKK	150,000
Member of the Audit Committee (additional 0.25 * base fee)	DKK	75,000
Travel allowance (per meeting; members residing outside Denmark)	DKK	18,500

#### Item 5

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. John Beck and René Stockner have informed the Board of Directors that they are not seeking re-election.

The Board of Directors proposes to re-elect Anne Broeng, Carsten Dilling, Peter Haahr and Eivind Kolding to the Board of Directors.

The Board of Directors further proposes election of Caroline Serfass and Christian Kanstrup as new members of the Board of Directors.

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

The Board of Directors proposes that Carsten Dilling is re-elected as Chairman of the Board of Directors and that Peter Haahr is re-elected as Deputy Chairman of the Board of Directors.

#### Item 6

The Board of Directors proposes to re-appoint PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab, company registration (CVR) no. 33 77 12 31, as the Company's auditor 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 7

The Board of Directors proposes that the general meeting authorises the Board of Directors in the period until the annual general meeting in 2019 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 time of the acquisition.

## Item 8

**8.a** The Board of Directors proposes that the general meeting approves an extension of the period of authorisation for the Board of Directors 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 25,000,000 from 30 April 2018 to 30 April 2021, and that Article 3.1 of the Articles of Association be amended accordingly.

**8.b** The Board of Directors proposes that the general meeting approves an extension of the period of authorisation for the Board of Directors 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 7,500,000 in connection with the issue of new shares for the benefit of the Company's employees and/or employees of its subsidiaries from 30 April 2018 to 30 April 2021, and that Article 3.2 of the Articles of Association be amended accordingly.

The amended Articles of Association are attached as Appendix B and are available on the Company's website, [www.nnit.com](http://www.nnit.com).

## **Resolution requirements**

The proposals under item 8.a and 8.b of the Agenda include an amendment of the Articles of Associations, and may be adopted with at least 2/3 of the votes cast as well as the share capital represented, cf. Article 7.2 of the Articles of Association. Furthermore, the adoption of proposal 8.a and 8.b requires that at least 1/3 of the total share capital is represented (quorum), cf. Article 7.3 of the Articles of Association. All other proposals may be adopted by a simple majority of votes.

## **Share capital and voting rights**

The Company's share capital amounts to nominally DKK 250,000,000, divided into 25,000,000 shares of 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

**Thursday, March 1, 2018.**

Participation is conditional upon the shareholder obtaining an admission card in due time.

### **Admission card**

Shareholders wanting to attend the general meeting in person or by proxy shall request to receive an admission card.

Admission cards can be requested:

- digitally via the investor portal on the Company's website, [www.nnit.com](http://www.nnit.com), or via VP Investor Services A/S' website, [www.uk.vp.dk/agm](http://www.uk.vp.dk/agm), or
- by contacting VP Investor Services A/S, by telephone +45 43 58 88 91, by e-mail [vpinvestor@vp.dk](mailto:vpinvestor@vp.dk), by fax +45 43 58 88 67, or by personal or written enquiry to VP Investor Services A/S, Weidekampsgade 14, PO Box 4040, DK-2300 Copenhagen S.

The request must be received by VP Investor Services A/S no later than **Friday, March 2, 2018**.

A shareholder or a proxy may attend the annual general meeting together with an adviser, provided that an admission card for the adviser has been requested in due time.

Admission cards will be sent out electronically via email. This requires that your email address is registered on the investor portal. Bring your electronic admission card with you to the general meeting on your smartphone or tablet. If you have forgotten your admission card, it may be obtained at the general meeting against presentation of appropriate proof of identification. Ballot papers will be handed out at the entry point at the general meeting.

### **Proxy**

Shareholders unable to attend 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 VP Investor Services A/S' website, [www.uk.vp.dk/agm](http://www.uk.vp.dk/agm), or
- by completing, signing and returning the proxy form to VP Investor Services A/S, by post to Weidekampsgade 14, PO Box 4040, DK-2300 Copenhagen S, by email to [vpinvestor@vp.dk](mailto:vpinvestor@vp.dk) or by fax to +45 43 58 88

67. The proxy form may be downloaded from the Company's website, [www.nnit.com](http://www.nnit.com).

Proxy forms must be received by VP Investor Services A/S no later than **Friday, March 2, 2018**.

### **Votes by correspondence**

Shareholders unable to attend 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 VP Investor Services A/S' website, [www.uk.vp.dk/agm](http://www.uk.vp.dk/agm), or
- by completing, signing and returning the correspondence voting form to VP Investor Services A/S, by post to Weidekampsgade 14, PO Box 4040, DK-2300 Copenhagen S, by email to [vpinvestor@vp.dk](mailto:vpinvestor@vp.dk) or by fax to +45 43 58 88 67. 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 VP Investor Services A/S no later than **Wednesday, March 7, 2018 at 3:00 pm (CET)**.

Please note that either a proxy or a vote by correspondence may be submitted, but not both.

### **Additional information**

Until and including the day of the annual general meeting, 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 and proposal for amendment of the Company's Articles of Association
- Documents to be presented at the annual general meeting, including the Annual Report 2017
- Information about the total number of shares and voting rights on the date of notice to convene
- Proxy and correspondence voting forms

Entry to the annual general meeting is possible from 1:30 pm (CET). Registration of admission cards commences 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 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 post 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 Sydmarken 46, DK-2860 Søborg, from where there is direct access to the venue of the annual general meeting.

Søborg, February 2018  
Board of Directors