

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 7, 2019, 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. Authorization to acquire treasury shares
8. Proposals from the Board of Directors
 - a. Proposal for approval of the Company's revised Remuneration Policy.
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 2018.

Item 3

The Annual Report 2018 shows a net result of DKK 197,763,777.

The Board of Directors proposes to pay ordinary dividend of DKK 63,934,892, corresponding to DKK 2.60 per share of nominally DKK 10.

Interim dividend	DKK	49,070,662
Ordinary dividend	DKK	63,934,892
Reserve for IT-development projects	DKK	7,598,293
Retained earnings	DKK	77,159,930
	DKK	<u>197,763,777</u>

Together with the interim dividend for 2018 paid out in August 2018, the total dividend for 2018 is DKK 113,005,554 corresponding to DKK 4.60 per share of nominally DKK 10 or 48% of the 2018 net result.

The remaining ordinary dividends are expected to be paid out on March 12 2019, 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 2019 as in 2018 and that members of the newly established Remuneration Committee receive a fee of DKK 50,000 (1/6 of base fee):

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
Member of the Remuneration Committee (additional 1/6 of base fee)	DKK	50,000
Travel allowance (per meeting; members residing outside Denmark)	DKK	18,500

In December 2018, the Board of Directors established a Remuneration Committee consisting of three members. The Remuneration Committee's main responsibility is to assist the Board of Directors in overseeing the Remuneration Policy, including guidelines on incentive pay to Executive Management, and to provide proposals to the Board of Directors on determination of the remuneration of the members of the Board of Directors, its committees and Executive Management. The Remuneration Committee Charter is available at the Company's website, www.nnit.com.

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.

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

A description of the background and other executive functions held by the candidates proposed to the Board of Directors is attached as Appendix A and is available on the Company's website, 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.

Election of the employee representatives to the Board of Directors of NNIT A/S for the period 2019-2023 has taken place. The following members have been elected for the next four years: Brankica Markovic, Anders Vidstrup and Trine Io Bjerregaard.

The following members have been elected as alternates: Camilla Krabbe Kongsted, Kenn Jensen and Henrik Vienberg Andersen.

The newly elected employee representatives will join the Board of Directors of NNIT A/S following the Annual General Meeting on March 7, 2019. At the same

time the employee elected member of the Board of Directors Henrik Vienberg Andersen will continue as alternate.

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 authorizes the Board of Directors in the period until the annual general meeting in 2020 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 the Company's revised Remuneration Policy as adopted by the Board of Directors.

The revised Remuneration Policy includes the following changes:

- Amendments to ensure alignment with the current corporate governance recommendations, including to improve transparency on remuneration of the Company's management and ensuring correlation between the management's remuneration (fixed and variable components) and the short- and long-term value creation in the Company (Sections 1, 3.1-3.6, and 3.8 of the Remuneration Policy);
- Adjustment of the description of the Retention Program introduced in connection with the prolongation of the Launch Incentive Program and deletion of the sections on the now expired Launch Incentive Program (Sections 3.7 and 4 of the Remuneration Policy);
- The addition of section 3.8 "Extraordinary awards" regarding the possibility to award a one-off bonus or other extraordinary incentive-based award.

- Amendments to reflect establishment of the Remuneration Committee in December 2018 (Sections 2.1-2.2, 3.1, 3.5, 3.9 and 4 of the Remuneration Policy); and
- Certain editorial changes.

The revised Remuneration Policy is attached as Appendix B and is available on the Company's website, www.nnit.com.

Resolution requirements

All 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 nominally 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, February 28, 2019**.

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, or via VP Investor Services A/S' website, 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, 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 1, 2019**.

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, or via VP Investor Services A/S' website, 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 or by fax to +45 43 58 88 67. The proxy form may be downloaded from the Company's website, www.nnit.com.

Proxy forms must be received by VP Investor Services A/S no later than **Friday, March 1, 2019**.

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, or via VP Investor Services A/S' website, 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 or by fax to +45 43 58 88 67. The correspondence voting form may be downloaded from the Company's website, www.nnit.com.

Correspondence voting forms must be received by VP Investor Services A/S no later than **Wednesday, March 6, 2019 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:

- Notice to convene the annual general meeting with agenda, complete proposals and appendices, including CVs of candidates for the Board of Directors and the revised Remuneration Policy
- Documents to be presented at the annual general meeting, including the Annual Report 2018
- 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 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 Østmarken 3a, DK-2860 Søborg, from where there is direct access to the venue of the annual general meeting.

Søborg, February 2019

Board of Directors