

## **NOTICE OF THE ANNUAL GENERAL MEETING OF KNOWIT AKTIEBOLAG (PUBL)**

Shareholders of Knowit Aktiebolag (publ) (the "**Company**"), org. nr 556391-0354, are hereby notified of the Annual General Meeting which will be held at the Company's headquarter, Sveavägen 20, Stockholm, Sweden, at 1:00 pm on Friday, May 3, 2024.

### **NOTIFICATION, ETC.**

Shareholders who wish to participate at the General Meeting must:

- be entered in the share register kept by Euroclear Sweden AB on Wednesday, April 24, 2024, and
- provide notice of attendance to the Company no later than on Friday, April 26, 2024, either by mail under the heading "Annual General Meeting" to Box 3383, 103 68 Stockholm, or by e-mail to [info@knowit.se](mailto:info@knowit.se) or by phone to +46 8 700 66 00. When registering, shareholders should state their name, personal identification or corporate identification number, address and telephone number, advisors, if any, and registered holding of shares.

In order to have the right to participate in the General Meeting, a shareholder who has their shares registered in the name of a nominee must, in addition to notifying the Company of their participation, have the shares re-registered in their own name so that the shareholder is entered into the register of shareholders no later than on April 24, 2024. Such registration can be temporarily and be requested at the nominee well in advance before the General Meeting. Re-registrations made at the latest on April 26, 2024 will be taken into account when preparing the share register.

### **REPRESENTATIVES**

Shareholders who are not personally present at the General Meeting may exercise their voting right at the General Meeting by a proxy holder with a written and dated power of attorney which is signed by the shareholder. The power of attorney cannot be older than one year, however not when the power of attorney according to its wording is valid for a longer period, maximum five years. The proxy form can be obtained at the Company's office, on the Company's website, [www.knowit.se](http://www.knowit.se), per e-mail at [info@knowit.se](mailto:info@knowit.se) or by phone +46 8 700 66 00. The power of attorney in original must be at the Company under the abovementioned address well in advance before the General Meeting. If the power of attorney is issued by a legal entity, a copy of the certificate of registration or equivalent for the legal entity shall be attached the notification.

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

### **PROPOSED AGENDA**

1. Opening of the General Meeting and election of Chair of the General Meeting.
2. Preparation and approval of the voting list.
3. Submission and approval of the agenda.
4. Election of one or two persons to verify the minutes.
5. Determination of whether the General Meeting has been duly convened.
6. CEO's speech and presentation of the annual report, the auditor's report, the consolidated accounts and the auditor's report on the consolidated accounts.
7. Resolutions on:
  - a) adoption of the income statement, balance sheet, consolidated income statement, and consolidated balance sheet;

- b) allocation of the Company's result in accordance with the adopted balance sheet and determination of the record date for the dividend; and
  - c) discharge of liability towards the Company for the Board members and the CEO.
8. Resolution on approval of the Remuneration Report.
  9. Resolution on the number of Board members and any deputies.
  10. Resolution on remuneration payable to the Board members and auditors.
  11. Election of Board members, any deputies, the Chair of the Board and the auditor.
  12. Resolution on guidelines for remuneration to senior executives
  13. Resolution on issue authorization for the Board.
  14. Resolution on:
    - a) to implement a long-term share-based incentive program, and
    - b) (i) authorisation for the Board of Directors to resolve on acquisition of own shares and (ii) transfer of own shares on LTIP.
  15. Resolution on alteration of the articles of association.
  16. Closing of the General Meeting.

#### **Proposal under item 1**

The Nomination Committee proposes that the Chair of the Board, Jon Risfelt, is elected as the Chair of the General Meeting.

#### **Proposal under item 7 b)**

The Board of Directors proposes that the dividend for the financial year of 2023 shall be SEK 5.20 per share, in total SEK 142,212,720 to be paid on two occasions, as in the previous year. Board of Director proposes a dividend of SEK 2.60 with a planned record date on May 7, 2024, and SEK 2.60 with a planned record date on November 18, 2024. The dividends are expected to be distributed through Euroclear Sweden AB on May 13, 2024, and November 21, 2024, respectively.

#### **Proposal under item 8**

The Board of Directors proposes that the General Meeting resolves to approve the Board of Directors' Remuneration Report regarding remuneration pursuant to Chapter 8, Section 53 a of the Swedish Companies Act (2005:551).

#### **Proposal under items 9-11**

The Nomination Committee consist of Jon Risfelt, the Chair of the Board and the one convening the committee, the Chair of the Nomination Committee Teresa Enander (Formica Capital), Margareta Alestig Johnson (JCE) and Jonas Backman (Protector Forsikring).

The Nomination Committee proposes

that the number of Board members shall be six without deputies;

that the fees paid to each Board member elected by the general meeting and not employed by the Company shall amount to SEK 290,000 (280,000) and the fee to the Chair of the Board shall amount to SEK 770,000 (750,000). A member of the remuneration committee shall receive an additional fee of SEK 37,000 (36,000), and the chair of the remuneration committee shall receive an additional fee of SEK 75,000 (73,000). A member of the audit committee shall receive an additional fee of SEK 72,000 (70,000), and the chair of the audit committee shall receive an additional fee of SEK 145,000 (140,000).

that the fees paid to the auditors shall be paid in accordance with approved invoices;

that Stefan Gardefjord, Camilla Monefeldt Kirstein, Kia Orback-Pettersson, Olof Cato, Sofia Sahlberg and Jon Risfelt shall be re-elected as Board members. Jon Risfelt is proposed to be re-elected as the Chair of the Board;

that the registered accounting firm KPMG shall be re-elected as the auditor until the end of the annual general meeting of 2025. KPMG has stated that Jonas Eriksson in such case will be the auditor in charge.

Information about the proposed Board members in the Company, including the Nomination Committee's assessment of each member's independency, can be found on the Company's website, [www.knowit.se](http://www.knowit.se).

### **Proposal under item 12**

These guidelines pertain to salary and other remuneration to the CEO of Knowit AB and other senior executives in the Group. The guidelines will be applied after being adopted by the Annual General Meeting in 2024 to remunerations later agreed and to changes of remunerations previously agreed. The guidelines do not apply to the Annual General Meeting'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.

The guidelines are designed to promote the Group's value development, business strategy, and sustainability agenda, while also serving to attract and retain competent employees in a competitive manner, through a remuneration structure that is fair and competitive, taking into account the responsibilities and complexity associated with the position.

No substantive changes have been made to the guidelines for compensation to senior executives compared to those most recently adopted by the 2020 AGM

#### *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, healthcare insurance, and car benefits. The Annual General Meeting can also – beyond the scope of these guidelines – decide on share- or share price-related remunerations, for example.

#### *Variable cash remuneration*

Variable cash remuneration serves to promote the Company's value growth, and shall be in line with the Company's business strategy. It is based on the outcome in relation to the targets set and the fulfilment of criteria for payout shall be possible to measure by calendar year or over a series of years. 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.

#### *Criteria for variable cash remuneration*

The variable cash remuneration shall be connected to predetermined and measurable criteria, which are primarily to be based on the financial targets set by the Board, but may also be non-financial quantitative or qualitative targets tailored to the person in question. The criteria shall be such that they promote the business strategy, value growth, and sustainability agenda of the Company.

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.

#### *Pension benefits and other 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, healthcare 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 on the part of the executive, the period of notice shall be at most twelve months for the CEO, and at most six months for other executives, 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 80 percent of the fixed cash salary at the end of employment.

#### *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 the 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 Annual General Meeting's decision in 2024 and until new guidelines are adopted by an Annual General Meeting. 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 Annual General Meeting in 2028. 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 or the remuneration committee, if the task is delegated to it, 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. The Board or the remuneration committee, if the task is delegated to it, may also decide to deviate from the guidelines if this is necessary to comply with legislation and/or local practices in the countries where the Company operates.

**Proposal under item 13**

The Board of Directors proposes that the General Meeting authorizes it to, on one or more occasions prior to the next annual general meeting, resolve upon an increase in share capital with a maximum of 10% of the total number of outstanding shares in the Company at the date of this notice. 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 General Meeting.

**Proposal under item 14**

The Board of Directors of Knowit Aktiebolag (publ) (the "**Company**") proposes that the General Meeting resolves to implement a long-term share-based incentive program ("**LTIP 2024**") for members of the corporate management team and certain other key persons in the Knowit group (the "**Group**") in accordance with (A) below. To hedge the Company's obligations under LTIP 2024 and related costs, the Board of Directors also proposes that the General Meeting resolves on (i) an authorisation for the Board of Directors to resolve on acquisition of own shares and (ii) transfer of own shares in accordance with (B) below.

The Board of Directors' proposals for resolutions under (A) and (B) below constitutes a combined proposal, which shall be resolved upon as one resolution.

**(A) Implementation of a long-term share-based incentive program**

***Motive***

The main motive for implementing LTIP 2024 is to align the interests of the members of the corporate management team and other key persons with the interests of the shareholders to ensure maximum long-term value creation and to encourage such persons to own shares in the Company. LTIP 2024 is also considered to facilitate the Company's recruitment and retention of members of the corporate management team and other key persons.

The proposed program has the same structure as the program resolved on at the annual general meeting in 2023.

### ***LTIP 2024 in summary***

LTIP 2024 includes approximately 36 employees, consisting of members of the corporate management team and members of local, as well as extended management teams at business area level (each such person a **"Participant"** and collectively the **"Participants"**). To participate in LTIP 2024 the Participant must make an own investment in shares in the Company according to the terms and conditions of the program and allocate the shares to the program. Each share acquired for this purpose constitutes an **"Investment Share"**. Depending on which participant category the Participant belongs to, the Participant are granted a certain number of performance share rights (**"Share Rights"**) for each Investment Share acquired. After the set vesting period, the Participants will be allotted shares in the Company free of charge provided that certain conditions are met. These conditions are, with certain exceptions, continued employment in the Group during the vesting period, that the Participant continues to own shares in the Company during the same period, and that certain performance targets have been met. Each Share Right can entitle the Participant to be allotted one share in the Company free of charge. The maximum number of shares in the Company that may be allotted to the Participants under LTIP 2024 shall be limited to 156,200, which corresponds to approximately 0.57 percent of all shares and votes in the Company.

### ***Participants in LTIP 2024***

The Participants in LTIP 2024 are broken down into three categories. The first category includes the Company's CEO, the Company's CFO and those other members of the corporate management team who are responsible for business areas (6 persons) (**"Category 1"**), the second category includes the remaining members of the corporate management team, i.e. those who are responsible for staff functions (3 persons) (**"Category 2"**), and the third category includes members of local, as well as extended management teams at business area level (approximately 27 persons) (**"Category 3"**).

### ***The own investment and grant of Share Rights***

To participate in LTIP 2024 the Participant must make an own investment in Investment Shares and allocate these to the program. The Investment Shares shall be acquired at market price on Nasdaq Stockholm and the acquisition shall take place within two months from the day the Participant entered into an agreement with the Company regarding participation in LTIP 2024. If the Participant is prevented from acquiring Investment Shares during this period according to market abuse regulations or similar regulations, the Board of Directors shall be entitled to extend the investment period for such Participant. The Board of Directors shall further be entitled to extend the investment period for a Participant for other reasons in exceptional cases. Shares in the Company that the Participant already holds cannot constitute Investment Shares.

Each Participant may invest an amount corresponding to a maximum of 10 percent of their fixed annual salary before tax (based on the salary level after 2024 salary revision) in Investment Shares. After the annual general meeting, but before agreements regarding participation is entered into with the Participants, said amounts will be converted into a fixed number of Investment Shares that each of the Participants in maximum may invest in. The conversion will be made by dividing each Participant's maximum investment amount calculated as above by the volume weighted average price for the Company's share on Nasdaq Stockholm during the period

from 6 May 2024 up to and including 13 May 2024. Should the volume weighted average price for the Company's share during the said period be so low that the number of Share Rights which the total maximum number of Investment Shares, calculated as above, may entitle to exceeds 156,200, the number of Investment Shares that each Participant may invest in shall be reduced pro rata to the extent required for the program to include a maximum 156,200 Share Rights.

For Category 1 each Investment Share entitles to 4 Share Rights, for Category 2 each Investment Share entitles to 3 Share Rights and for Category 3 each Investment Share entitles to 2 Share Rights.

### ***Vesting Period***

The vesting period begins on the day the Participant enters into an agreement regarding participation in LTIP 2024 with the Company and ends on the day that falls three years thereafter (the "**Vesting Period**"). Any allotments of shares in the Company based on Share Rights shall normally be made within two months after the publication of the Company's interim report for the period January – March 2027.

### ***Conditions for Share Rights***

The following conditions shall apply to the Share Rights:

- Share Rights are granted free of charge within a certain period of time after the end of the investment period for Investment Shares.
- Share Rights cannot be transferred or pledged.
- Each Share Right can entitle the Participant to be allotted one share in the Company free of charge.
- A precondition for being allotted shares based on Share Rights is that the Participant has not disposed of the Investment Shares that has formed the basis for the grant of the Share Rights during the Vesting Period and, with certain exceptions, that the Participant remains employed in the Group during the Vesting Period. For allotment it is further required that certain performance targets have been met in the manner described in more detail under the heading "Performance targets" below.
- To align the Participants' interests with the shareholders' interests, the Company will compensate the Participants for dividends made to the shareholders by increasing the number of shares that each Share Right entitles to. However, the Participants in LTIP 2024 will not be compensated for the dividend proposed to the annual general meeting 2024 to the extent such dividend is executed before the Share Rights are granted. Further, compensation for dividends made shall only take place to such extent as such compensation can be made without risking the maximum number of shares in the Company that may be allotted to the Participants under LTIP 2024 to be exceeded.
- The maximum value (including any compensation for dividends made) that a Participant can receive per Share Right is limited to SEK 660, which corresponds to approximately 400 percent of the share price for the Company's share. If the value of the number of shares in the Company that each Share Right entitles to, at the time of the allotment, exceeds the maximum value, the number of shares that each Share Right entitles to will be reduced to the corresponding extent.

### **Performance targets**

The performance targets consist of three targets – target 1, target 2 and target 3 – which are described in more detail below, where the three different targets have different weight. Target 1 is weighted 45 percent, target 2 is weighed 45 percent and target 3 is weighted 10 percent. The number of Share Rights entitling to allotment of shares depend on to what degree the targets are met in relation the minimum and maximum levels set for each target. That a target is weighted at 45 percent means that 45 percent of the Share Rights that have been granted entitles to allotment of shares if the degree of fulfilment of the target reaches the maximum level and the other conditions for allotment are met. That a target is weighted at 10 percent means, correspondingly, that 10 percent of the Share Rights that have been granted entitles to allotment of shares if the degree of fulfilment of the target reaches the maximum level and the other conditions for allotment are met. The "**Performance period**" refers to the period from 1 January 2024 up to and including 31 December 2026.

- Target 1 Target 1 consists of the average annual growth in earnings per share measured over the Performance Period. Target 1 is measures as an average of the outcome for each of the financial years 2024, 2025 and 2026. For any allotment at all according to target 1, it is required that the average annual growth in earnings per share amounts to at least 7 percent measured over the Performance Period (minimum level). For full allotment according to target 1, it is required that the average annual growth in earnings per share amounts to at least 15 percent measured over the Performance Period (the maximum level). If the average annual growth in earnings per share is equal to or less than the maximum level but exceeds the minimum level, allotment shall be made linearly based on intermediate values with start at 20 percent allotment at the minimum level (20 percent allotment means 20 percent of full allotment connected to the target).
- Target 2 Target 2 consists of the average annual EBITA margin measured over the Performance Period. Target 2 is measured as an average of the outcome for each the financial years 2024, 2025 and 2026. For any allotment at all according to target 2, the average annual EBITA margin is required to be at least 9 percent measured over the Performance Period (minimum level). For full allotment according to target 2, it is required that the average annual EBITA margin amounts to at least 12 percent measured over the Performance Period (the maximum level). If the average annual EBITA margin is equal to or less than the maximum level but exceeds the minimum level, allotment shall be made linearly based on intermediate values with start at 20 percent allotment at the minimum level (20 percent allotment means 20 percent of full allotment connected to the target).
- Target 3 Target 3 consists of an ESG measure defined as percentage of the Company's turnover that contributes to at least one of the global sustainability goals (Sustainability Development Goals ("**SDG**")), where the Company can make the biggest difference. It has been assessed that the SDG goals where the Company can make the biggest difference are goals 3, 4, 5, 7, 9, 11, 12, 13 and 16 according to the UN's Sustainability goals. Target 3 is measured as an average of the outcome for each of the financial years 2024, 2025 and 2026. For any allotment at all according to target 3, it is required the average annual outcome corresponds to at least 70 percent of the annual turnover (minimum level). For full allotment according to target 3, it is required that the average annual outcome corresponds to



at least 80 percent of the annual turnover (the maximum level). If the average annual outcome is equal to or less than the maximum level but exceeds the minimum level, allotment shall be made linearly based on intermediate values with start at 20 percent allotment at the minimum level (20 percent allotment means 20 percent of full allotment connected to the target).

### ***Detailed terms and conditions and administration***

The Board of Directors shall be responsible for the preparation of the more detailed terms and conditions for LTIP 2024 and for the administration of the program within the above-mentioned conditions and guidelines. The Board of Directors may, amongst other things, in more detail determine what, besides a personal direct investment, to be considered as an own investment in Investment Shares (for example an investment in shares in the Company made by a Participant within the framework of a pension insurance or through a wholly owned company). Allotment of Share Rights and shares shall, however, always be made to a Participant as person. The Board of Directors shall also be entitled to make adjustments to fulfil specific regulations or market conditions in other jurisdictions or, if delivery of shares to Participants outside Sweden cannot be made at reasonable costs and with reasonable administrative efforts, to make country-specific adjustments and/or offer cash settlement. If material changes occur in the Group or in its business environment that would entail that the decided terms for allotment and the possibility to exercise the Shares Rights in accordance with LTIP 2024 no longer are appropriate or are unreasonable, the Board of Directors shall also have the right to make other adjustments. The Board of Directors shall also have the right to revoke the program. Before finally determining the number of shares to be allotted based on the Share Rights, the Board of Directors shall assess whether the outcome of LTIP 2024 is reasonable. This assessment shall be made in relation to the Company's and the Group's financial results and financial position, conditions on the stock market and other circumstances. If the Board of Directors is of the opinion that the outcome is not reasonable, the Board of Directors shall reduce the number of shares to be allotted. The Board of Directors shall also have the right to make such adjustments that may become relevant due to legal or administrative conditions. In the case of a public takeover bid, a merger or any other similar transaction or event affecting the Company, the Board of Directors shall be entitled to decide that all or some of the Share Rights shall vest and entitle to allotment of shares in advance or that the Shares Rights shall be exchanged to other share rights.

The Company shall have a right, but no obligation, to, before delivering shares to the Participants, retain and sell the number of shares required, or by other means, to cover the cost for withholding and paying tax and social security contributions on behalf of the Participants in relation to vested Share Rights for remittance to tax authorities. It is the Board of Directors who decides whether the Company shall use this right and to what extent. If the Company uses the right, shares will be delivered net to the Participants after the number of shares that vested Share Rights entitles to have been reduced by the number of shares that the Company has retained to cover mentioned costs.

The Board of Directors shall be entitled to delegate its rights and obligations related to LTIP 2024 to its remuneration committee.

### ***Scope***

As mentioned above under the heading "LTIP 2024 in summary", the maximum number of shares in the Company that may be allotted to the Participants under LTIP 2024 shall be limited

to 156,200, which corresponds to approximately 0.57 percent of all shares and votes in the Company.

The number of shares that each Share Right entitles to, may, in accordance with the detailed terms and conditions that the Board of Directors stipulates, be subject to recalculation in case of bonus issues, share splits or reverse share splits, preferential rights issues or similar corporate events, taking customary practice for corresponding types of incentive programs into account. Correspondingly, the maximum number of shares that may be allotted to the Participants under LTIP 2024 may, in accordance with the detailed terms and conditions that the Board of Directors stipulates, be subject to recalculation in case of bonus issues, share splits or reverse share splits, preferential rights issues or similar corporate events, taking customary practice for corresponding types of incentive programs into account.

### ***Costs, hedging measures and effect on key figures***

The company will recognise costs based on the fair value of the Share Rights at grant, in accordance with IFRS 2. The costs will be booked as personnel costs in the income statement over the Vesting Period. In addition, any Participants outcome will incur costs for social security contributions for the Company. The size of the social security contributions will be calculated based on the share price development for the Company's share during the Vesting Period.

Based on the assumptions that the shares price will be SEK 165 at the start of the program as well as when the Shares Rights are granted, all Participants who are offered to participate in the program participate, each of them make a maximum investment and retain their Investment Shares during the Vesting Period, the employee turnover among the Participants is zero percent during the Vesting Period, the performance targets are met to 100 percent, a share price increase of 150 percent during the period from the start of the program until shares are allotted and no changes in the percentages for social security contributions in any country during the program, the costs for LTIP 2024 are estimated to approximately SEK 35.2 million, of which approximately SEK 13.6 million are costs for social security contributions.

In case of maximum outcome in the program, i.e. that the maximum number of shares that can be allotted to the Participants under the program are allotted and the value of the number of shares in the Company that each Share Right entitles to, at the time of the allotment, amounts to SEK 660, the costs for LTIP 2024 are estimated to approximately SEK 47.3 million, of which approximately SEK 25.8 million are costs for social security contributions.

The cost of LTIP 2024 should be seen in relation to the Group's total personnel costs, which during the financial year 2023 amounted to approximately SEK 4.3 billion, including costs for social security contributions.

To hedge the Company's obligations under LTIP 2024 and related costs, the Board of Directors therefore proposes that the General Meeting resolves on an authorisation for the Board of Directors to resolve on acquisition of own shares and transfer of own shares in accordance with (B) below. Of the number of shares covered by the proposal for authorisation for the Board of Directors to resolve on acquisition of own shares, 39,100 are intended to hedge costs of social security contributions that may arise under LTIP 2024.

The 156,200 shares that may be allotted the Participants in LTIP 2024 free of charge may result in a dilution of earnings per share of approximately 0.57 percent.

It is the Board of Directors' assessment that the positive effects on the Company's financial results that are expected to arise through an increase in the Participants' shareholdings and the opportunity for additional allotment of shares under LTIP 2024 outweigh the costs related to the program.

### ***Other incentive programs***

There is one long-term incentive program in the Company since earlier – LTIP 2023. For a description of this program, reference is made to note 9 in the Company's annual report for 2023, which will be kept available at the Company's office and at the Company's webpage, [www.knowit.se](http://www.knowit.se), on 12 April 2024 at the latest.

### **(B) Authorization for the Board of Directors to resolve on acquisition of own shares and resolution on transfer of own shares**

#### ***Authorisation to resolve on acquisition of own shares***

The Board of Directors proposes that the General Meeting resolves to authorise the Board of Directors to, during the period until the next annual general meeting, on one or more occasions, resolve on acquisition of own shares in accordance with the following:

- A maximum of 195,300 shares may be acquired.
- Acquisitions of shares shall be made on Nasdaq Stockholm and be made at a price per share that is within the price range applicable from time to time, i.e. the range between the highest purchase price and the lowest selling price, and by observing the rules included in the Nordic Main Market Rulebook for Issuers of Shares from time to time. In the event that the acquisitions are effected by a stock broker as assigned by the Company, the share price may, however, correspond to the volume weighted average price during the time period within which the shares were acquired, even if the volume weighted average price on the day of delivery to the Company falls outside the price range.
- Payment for the shares shall be made in cash.
- Acquisitions may be made for the purpose of hedging the Company's obligations and costs related to LTIP 2024.
- The number of shares that may be acquired may be subject to recalculation in case of bonus issues, share splits or reverse share splits, preferential rights issues or similar corporate events impacting the number of shares in the Company. The maximum number of shares in the Company that may be acquired shall, however, after recalculation, never exceed 0.72 percent of all shares in the Company at the said time.

The Board of Directors has issued a reasoned statement according to Chap. 19, Sec. 22 of the Swedish Companies Act. The statement is kept available at the Company's office and at the Company's webpage, [www.knowit.se](http://www.knowit.se).

#### ***Transfer of own shares to participants in LTIP 2024***

The Board of Directors proposes that the General Meeting resolves on transfer of own shares in accordance with the following:

- A maximum of 156,200 shares may be transferred free of charge to Participants in LTIP 2024.

- Right to acquire shares free of charge shall, with deviation from the shareholders' preferential rights, be granted the Participants in LTIP 2024.
- Transfer of shares shall be made free of charge at the time and on the other terms that the Participants in LTIP 2024 are entitled to be allotted shares.
- The number of shares that may be transferred under LTIP 2024 may be subject to recalculation in case of bonus issues, share splits or reverse share splits, preferential rights issues or similar corporate events impacting the number of shares in the Company. The number of shares that may be transferred may, however, never exceed the number of shares that the Company holds.

The reason for the deviation from the shareholders' preferential rights is that the transfer of the shares is a part of the execution of LTIP 2024.

### Preparation of the proposal

The Board of Directors proposal for resolutions under (A) and (B) have been prepared by the remuneration committee and the Board of Directors together with external advisors. The Board of Directors has resolved to present the proposal at the General Meeting.

### Majority requirement

The Board of Directors' proposals for resolutions under (A) and (B) constitutes a combined proposal, which shall be resolved upon as one resolution. The resolution is subject to the provisions in Chapter 16 of the Swedish Companies Act, and a valid resolution hence requires that the proposal is supported by shareholders with at least nine-tenth of both the votes cast and the shares represented at the General Meeting.

### Proposal under item 15

The Board of Directors proposes that the General Meeting resolves to alter the articles of association in general in accordance with the following:

§ 9	Current wording	Proposed wording
	<p>Notice of a general meeting shall be provided in the form of announcements in Post- och Inrikes Tidningar and on the company webpage. An announcement that notice has been provided shall be made in Svenska Dagbladet.</p> <p>Shareholders may participate in the general meeting provided that they have registered with the company by not later than 4 p.m. on the day stated in the Notice to the general meeting. This day may not be a Saturday, Sunday or other public holiday, Midsummer Eve, Christmas Eve or New Year's Eve, and may not occur earlier than the fifth weekday preceding the general meeting. Shareholders may be</p>	<p>Notice of a general meeting shall be provided in the form of announcements in Post- och Inrikes Tidningar and on the company webpage. An announcement that notice has been provided shall be made in Svenska Dagbladet.</p> <p>Shareholders may participate in the general meeting provided that they have registered with the company by not later than the day stated in the Notice to the general meeting. This day may not be a Saturday, Sunday or other public holiday, Midsummer Eve, Christmas Eve or New Year's Eve, and may not occur earlier than the fifth weekday preceding the general meeting. Shareholders may be accompanied by assistants at the</p>

	<p>accompanied by assistants at the general meeting provided they register the number of assistants with the company in a comparable manner.</p>	<p>general meeting provided they register the number of assistants with the company in a comparable manner.</p>
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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 General Meeting.

### **DOCUMENTS**

The annual accounts, the auditor's reports and other documents for the General Meeting will be available at the Company's offices and the Company's webpage, [www.knowit.se](http://www.knowit.se), at the latest from Friday, April 12, 2024. Copies of these documents will be sent to shareholders that request it and states their postal address.

### **QUESTIONS**

The Board and the CEO shall, if any shareholder requests it, 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.

### **SHARES AND VOTES**

The total number of shares and votes in the Company as of the date of this notice is 27,408,600. The Company holds 60,000 own shares.

### **PROCESSING OF PERSONAL DATA**

For information on how your personal data is processed, please see <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>

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Stockholm in March 2024

**Knowit Aktiebolag (publ)**

*Board of Directors*