

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").

The general meeting will be held electronically without any possibility of attendance in person:

Thursday, March 10, 2022, 2:00 pm (CET)
with the following

AGENDA FOR THE ANNUAL GENERAL MEETING

1. Board of Directors' report on the Company's activities in the past financial year
2. Presentation and adoption of the audited annual report for 2021
3. Allocation of loss according to the adopted annual report
4. Resolution to grant discharge of liability to the Board of Directors and Executive Management
5. Presentation of the Company's remuneration report for an advisory vote
6. Approval of the Board of Directors' remuneration
7. Election of members to the Board of Directors, including Chairman and Deputy Chairman
8. Appointment of auditor
9. Authorisation to acquire treasury shares
10. Proposals from the Board of Directors or shareholders
 - a. Adoption of indemnification scheme covering the Board of Directors and Executive Management
 - b. Amendment to the Company's Remuneration Policy
11. Any other business

COMPLETE PROPOSALS

Item 1 - Board of Directors' report on the Company's activities in the past financial year

The Board of Directors proposes that the General Assembly takes note of the Board of Directors' report on the Company's activities in the past financial year.

Item 2 - Presentation and adoption of the audited annual report for 2021

The Board of Directors proposes that the General Assembly adopts the audited annual report for 2021.

Item 3 - Allocation of loss according to the adopted annual report

The Board of Directors proposes that the General Assembly approves the Board of Directors' proposal to carry forward the loss for 2021 in accordance with the adopted annual report.

Item 4 - Resolution to grant discharge of liability to the Board of Directors and Executive Management

The Board of Directors proposes that the General Assembly grants discharge of liability to members of the Board of Directors and Executive Management for liability towards the Company in relation to the adopted annual report for 2021.

Item 5 - Presentation of the Company's remuneration report for an advisory vote

The Company has prepared a remuneration report for 2021 which is presented to the General Assembly for an advisory vote in accordance with the Danish Companies Act.

The remuneration report covers remuneration awarded or due to the Company's Board of Directors and Executive Management concerning the financial year 2021.

The remuneration report is available on the Company's website, www.nnit.com.

Item 6 - Approval of the Board of Directors' remuneration

The Board of Directors proposes that the General Assembly approves the following remuneration for the Board of Directors in 2022 in line with the proposal presented under item 10.b below:

Chairman (3 * base fee)	DKK	900,000
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
Chairman of the Remuneration Committee (additional 1/3 of base fee)	DKK	100,000
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

Item 7 - Election of members to the Board of Directors, including Chairman and Deputy Chairman

In accordance with Article 8.2 of the Articles of Association, members of the Board of Directors are elected by the General Assembly for a period of one year.

The Board of Directors proposes to re-elect Anne Broeng, Carsten Dilling, Christian Kanstrup, Eivind Kolding and Caroline Serfass to the Board of Directors. Peter Haahr is not seeking re-election.

It is proposed to elect Nigel Govett as a new member of the Board of Directors.

Further, it is proposed that Carsten Dilling is re-elected as Chairman of the Board of Directors and that Eivind Kolding is elected as Deputy Chairman of 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.

Item 8 - Appointment of auditor

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 9 - Authorisation to acquire treasury shares

The Board of Directors proposes that the General Assembly authorises the Board of Directors in the period until the annual general meeting in 2023 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 date of the acquisition.

Item 10 - Proposals from the Board of Directors or shareholders

Item 10.a - Adoption of indemnification scheme covering the Board of Directors and Executive Management

The Board of Directors proposes that the General Assembly adopts a general indemnification scheme in favour of current and future members of the Board of Directors.

As provided for in the Company's remuneration policy, the Company has taken out customary liability insurance covering the Board of Directors. To the extent the insurance coverage should prove insufficient, it is the Company's policy, in certain cases, to indemnify to the fullest extent permitted by law and the Company's Articles of Association additional claims that a board member may personally incur. This protection is also proposed to be able to attract qualified members of the Board of Directors.

Consequently, it is proposed that the Company will indemnify and hold harmless each of the current and future members of the Board of Directors from and against any losses incurred by such Board member arising out of any actual or potential claims, including any costs associated therewith, raised by any third parties (other than the Company and its subsidiaries) against a Board member arising out of such person's discharge of his/her duties as a member of the Board of Directors of the Company (the Scheme).

The Scheme is for the sole benefit of the current and future members of the Board of Directors and no third party shall be entitled to rely on or derive any benefits from the Scheme or have any recourse against the Company on account of the Scheme. Excluded from coverage under the Scheme is:

- a. Any claims if and to the extent covered by insurance taken out by the Company;

- b. Any claims raised against a Board member arising out of such Board member's fraud, wilful misconduct or gross negligence;
- c. Any claims raised against a Board member arising out of any criminal offence committed by a Board member;
- d. Any other claims, if and to the extent it would be inconsistent with statutory laws to offer the benefits of the Scheme to the Board member.

The Board of Directors is authorised to determine the detailed terms of the Scheme, including coverage, and to manage and administer the Scheme, and to take any decisions under the Scheme in respect of any claims.

The Board of Directors further proposes that the General Assembly adopts the Scheme for indemnification with respect to current and future members of Executive Management and other executives in line with the principles set forth above and in the Company's remuneration policy and that the General Assembly authorises the Board of Directors to determine the detailed terms of the Scheme, including coverage, and to manage and administer the Scheme, and to take any decisions under the Scheme in respect of any claims.

Item 10.b – Approval of amendment of the Company's Remuneration Policy

The Board of Directors proposes that the General Assembly approves that clause 4.2.2 of the Company's Remuneration Policy is amended to increase the additional fee to the chairman of the Remuneration Committee from 1/6 of the base fee to 1/3 of the base fee.

The Remuneration Policy, including the proposed amendment of clause 4.2.2, is attached as Appendix B and available on the Company's website, www.nnit.com.

Resolution requirements

All proposals may be adopted by a simple majority of votes, however agenda item 5 is presented for an advisory vote.

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, March 3, 2022**.

Participation is conditional upon the shareholder having registered the participation in due time and as described below.

Electronic general meeting without the possibility of physical attendance

The annual general meeting is held as an electronic general meeting without physical attendance. Electronic participation at the annual general meeting will take place through the Company's general meeting portal which is hosted by Euronext Securities. Shareholders who wish to participate at the electronic general meeting must request to participate in accordance with the deadline for ordering admission cards set out in Article 6.2 of the Articles of Association no later than **Friday, March 4, 2022**.

Notification of participation

Notification of participation may be provided:

- digitally via the investor portal on the Company's website, www.nnit.com, or via Euronext Securities' website, www.vp.dk/agm; or
- by contacting Euronext Securities by email vp_vpinvestor@euronext.com.

Participation must be notified as set out above no later than **Friday, March 4, 2022**.

A shareholder or a proxy may participate in the annual general meeting together with an adviser, provided that notification of the adviser's participation has been provided.

A confirmation of registration will be sent by email to the email address provided by the shareholder upon registration of participation.

The email contains information on the procedure relating to electronic participation, link for the general meeting portal and information on minimum systems requirements.

Participation in the annual general meeting will take place through a general meeting portal hosted by Euronext Securities, which can be accessed via a smartphone, tablet or on a computer. The portal provides the shareholder the opportunity to follow the annual general meeting as well as raise questions and cast votes during the live-webcast.

Each shareholder is responsible for ensuring that he or she has a smartphone, a tablet or a computer with an Evergreen-browser (Edge, Chrome, Firefox or Opera), and that the shareholder at the time of the annual general meeting has a sufficient and functional internet connection. Further information on the technical requirements is available on the Company's website, www.nnit.com.

As voting and communication on the annual general meeting is conducted electronically, delays on the electronic lines may occur. In utmost cases, these delays can last up to one minute. The Company does not assume any responsibility for a shareholder's questions, comments, proposed amendments or votes casted, if any, being received in time for them to be taken into consideration at the relevant item on the agenda.

Proxy

Shareholders not participating in 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 Euronext Securities' website, www.vp.dk/agm, or
- by completing, signing and returning the proxy form to Euronext Securities, by post to Nicolai Eigtveds Gade 8, 1402 København, or by email to vp_vpinvestor@euronext.com. The proxy form may be downloaded from the Company's website, www.nnit.com.

Proxy forms must be received by Euronext Securities no later than **Friday, March 4, 2022**.

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

Votes by correspondence

Shareholders not participating in 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 Euronext Securities' website, www.vp.dk/agm, or
- by completing, signing and returning the correspondence voting form to VP Securities A/S, by post to Nicolai Eigtveds Gade 8, 1402 København, or by email to vp_vpinvestor@euronext.com. The correspondence voting form may be downloaded from the Company's website, www.nnit.com.

Correspondence voting forms must be received by Euronext Securities no later than **Wednesday, March 9, 2022 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
- Proxy and correspondence voting forms
- Articles of Association
- The annual report for 2021
- The remuneration report for 2021
- Information on handling of personal information in connection with the annual general meeting
- Information on the procedure for participating in the completely electronic general meeting, including how shareholders can raise questions and cast votes.

Questions from shareholders

Prior to the annual general meeting, shareholders may ask questions about the agenda or the 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".

Furthermore, shareholders may ask questions to the Company's management during the general meeting by sending a message through the message function.

Language

The annual general meeting will be held in Danish.

Webcast

The general meeting will be webcasted live on the Company's investor portal.

Søborg, 7 February 2022
Board of Directors of NNIT A/S