

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

Wednesday, March 8, 2017, 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 the general meeting to approve the Company's revised Remuneration Principles in order for the existing Launch Incentive Programme to continue as a Retention Programme.
 - b. Proposal for the general meeting to resolve that the Board of Directors may decide that going forward general meetings shall be held in and documents prepared for the use of the general meeting shall be in English and/or in Danish.
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 2016.

Item 3

The Annual Report 2016 shows a net result of DKK 225,257,000.

The Board of Directors proposes to pay ordinary dividend of DKK 53,350,000 in cash corresponding to DKK 2.20 per share of nominally DKK 10.

Interim dividend	DKK	48,500,000
Ordinary dividend	DKK	53,350,000
Retained earnings	DKK	123,407,000
	DKK	225,257,000

Together with the interim dividend for 2016 paid out in August 2016, the total dividend for 2016 is DKK 101,850,000, corresponding to 47% of the 2016 net result.

Ordinary dividend is expected to be paid out on March 13, 2017, 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 2017 as in 2016, with the exception of travel allowance which is proposed to be paid in DKK instead of EUR and increased from EUR 2,000 (approx. DKK. 15,000) to DKK 18,500:

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 – only foreign members) DKK 18,500

Item 5

Jesper Brandgaard is not seeking re-election. The Board of Directors proposes to re-elect John Beck, Anne Broeng, Carsten Dilling, Eivind Kolding and René Stockner.

The Board of Directors further proposes election of Peter Haahr as new member 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.

The Board of Directors proposes that Carsten Dilling is elected as new Chairman of the Board of Directors and that Peter Haahr is elected as new 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 authorizes the Board of Directors in the period until the annual general meeting in 2018 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 Principles. The amendments comprise an authorisation to the Board of Directors to adjust and prolong the existing Launch Incentive Programme by up to three years as a Retention Programme through a

prolonged lock-up period and vesting period for restricted share units and shares comprised by the Launch Incentive Programme and grant of restricted share units under the Retention Programme.

The amendments further comprise adjustments of the description of the Launch Incentive Programme introduced in connection with the Company's IPO and certain updates as a consequence of the completion of the Company's IPO.

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

8.b The Board of Directors proposes that the general meeting resolves that the Board of Directors may decide going forward general meetings shall be held in, and documents prepared for the use of the general meeting shall be in, English and/or in Danish. Article 4.8 of the Articles of Associations will be amended accordingly.

The amended articles of association are attached as Appendix C and are 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 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 **Wednesday, March 1, 2017**. 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,
- 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 3, 2017**.

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.

Ordered admission tickets will be sent out electronically. This requires that your email address is registered on the InvestorPortal. After registration, you will receive an electronic admission card. Bring your electronic version on your smartphone or tablet. If you have forgotten your admission card for the general meeting, it can be obtained 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 3, 2017**.

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 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 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 **Tuesday, March 7, 2017 at 4:00 pm (CET)**.

Either a proxy or a written vote 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 proposals for amendment of the Company's Remuneration Principles and articles of association
- Documents to be presented at the annual general meeting, including the Annual Report 2016
- 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 English.

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 2017

Board of Directors