

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 13, 2025, 2:00 pm (CET)
at Novo Holdings A/S, Tuborg Havnevej 19, DK-2900 Hellerup, 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 2024
3. Distribution of profit 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 for 2025
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. Any proposals from the Board of Directors or shareholders
 - a. Renewal of authorisations to increase the Company's share capital in Articles 3.1 and 3.2 of the Articles of Association
 - b. Adoption of new Article 15 of the Articles of Association reflecting the Company's indemnification scheme
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 meeting 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 2024

The Board of Directors proposes that the general meeting adopts the audited annual report for 2024.

Item 3 - Distribution of profit according to the adopted annual report

The annual report for 2024 shows a net result of DKK 1 million.

The Board of Directors proposes that the general meeting approves the Board of Directors' proposal to carry forward the profit for 2024 in accordance with the adopted annual report and that no dividend will be paid out.

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

The Board of Directors proposes that the general meeting 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.

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

The Company has prepared a remuneration report for 2024 which is presented to the general meeting 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 2024.

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

Item 6 - Approval of the Board of Directors' remuneration for 2025

The Board of Directors proposes that the general meeting approves the following remuneration of the Board of Directors for 2025, which is the same level as in 2024:

Chairman (3 * base fee)	DKK	900,000
Deputy Chairman (2 * base fee)	DKK	600,000
Members (base fee)	DKK	300,000
Chairman of the Audit Committee (additional 2/3 * base fee)	DKK	200,000
Member of the Audit Committee (additional 1/3 * base fee)	DKK	100,000
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 meeting for a period of one year.

The Board of Directors proposes to re-elect Carsten Dilling, Christian Kanstrup, Eivind Kolding, Caroline Serfass, Nigel Govett and Jan Winther to 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 re-elected as Deputy Chairman of the Board of Directors.

A description of the background and other executive functions and/or directorships 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 EY Godkendt Revisionspartnerselskab, company registration (CVR) no. 30 70 02 28 as the Company's auditor in respect of statutory financial and sustainability reporting 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 meeting authorises the Board of Directors in the period until the annual general meeting in 2026 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 - Any proposals from the Board of Directors or shareholders

Item 10.a – Renewal of authorisations to increase the Company's share capital in Article 3.1 and 3.2 of the Articles of Association

The current authorisations in Articles 3.1 and 3.2 of the Articles of Association which authorise the Board of Directors to increase the share capital expire on 1 March 2026. The Danish Companies Act allows the General Assembly to grant the Board of Directors authorisation to increase the share capital for a duration of up to five years.

Therefore, the Board of Directors proposes that the General Assembly approves an authorisation until 1 March 2030 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, and that Article 3.1 of the Articles of Association be amended accordingly. Capital increases pursuant to Article 3.1 shall take place at market price as determined by the Board of Directors.

Further, the Board of Directors proposes that the General Assembly approves an authorisation until 1 March 2030 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, and that Article 3.2 of the Articles of Association be amended accordingly. Capital increases pursuant to Article 3.2 may take place below market price.

The Board of Directors proposes a total cap of nominally DKK 25,000,000 for capital increase authorisations set out in Articles 3.1 and 3.2 in accordance with Article 3.3 of the Articles of Association.

If approved, Articles 3.1 and 3.2 of the Articles of Association will be amended.

Article 3.1 will be amended to the following:

"In the period until 1 March 2030, the Board of Directors is authorised 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. The capital increase shall take place at market price as determined by the Board of Directors and may be effected by cash payment, conversion of debt or by contribution of other assets than cash."

Article 3.2 will be amended to the following:

"In the period until 1 March 2030, the Board of Directors is authorised 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. The new shares shall be issued at a subscription price to be determined by the Board of Directors, which may be below the market price and may be effected by cash payment."

Item 10.b – Adoption of new Article 15 of the Articles of Association reflecting the Company's indemnification scheme

The Board of Directors proposes that is reflected in the Articles of Association that the general meeting has adopted an indemnification scheme covering current and future members of the Board of Directors and the Executive Management. The Board of Directors therefore proposes that a new Article 15 is inserted in the Articles of Association.

Consequently, the following new Article 15.1 and Article 15.2 is proposed:

"15 Indemnification Scheme

15.1 The general meeting of the Company has adopted a resolution approving a scheme for indemnification of current and future members of the Board of Directors and the Executive Management in respect of losses, including any costs associated therewith, incurred by such persons and arising out of the discharge of their duties as a director or executive of the Company.

15.2 The indemnification scheme is implemented and managed by the Board of Directors in accordance with the resolution of the general meeting."

Resolution requirements

Adoption of the proposals in items 10.a and 10.b on the agenda requires adoption by at least 2/3 of both the votes cast and the share capital represented at the annual general meeting, cf. Article 7.2 of the Articles of Association. Furthermore, the adoption of proposals in items 10.a and 10.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, however the proposal under agenda item 5 regarding the remuneration report 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 6, 2025.**

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

Shareholders holding shares through a nominee must exercise voting rights through the nominee structure. This entails that any votes, including

amendment of votes submitted by proxy, must be submitted to the company by the nominee.

Notification of participation

Shareholders wanting to attend the general meeting in person or by proxy must notify the Company 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.euronext.com/cph-agm, or
- by contacting Euronext Securities by telephone +45 43 58 88 66 or by email to CPH-investor@euronext.com.

Participation must be notified as set out above no later than **Friday, March 7, 2025 at 23.59 pm (CET)**.

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 in due time.

A confirmation of registration and admission cards will be sent digitally by email to the email address provided by the shareholder upon notification of participation. Please bring a printed or electronic copy of the admission card on your smartphone or tablet. If you have forgotten your admission card, it will be possible to participate in the general meeting against presentation of appropriate proof of identification. Voting cards will be handed out at the entry point at the general meeting.

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.euronext.com/cph-agm, or
- by completing, signing and returning the proxy form to Euronext Securities, by ordinary mail to Nicolai Eigtveds Gade 8, DK-1402 Copenhagen or by email to CPH-investor@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 7, 2025 at 23.59 pm (CET)**.

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.euronext.com/cph-agm, or
- by completing, signing and returning the correspondence voting form to Euronext Securities, by ordinary mail to Nicolai Eigtveds Gade 8, DK-1402 Copenhagen or by email to CPH-investor@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 12, 2025 at 3:00 pm (CET)**.

Additional information

Until and including the day of the annual general meeting, the following 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
- Current Articles of Association
- The annual report for 2024
- The remuneration report for 2024
- Information on handling of personal information in connection with the annual general meeting
- Information about the total number of shares and voting rights on the date of notice to convene.

Entry to the annual general meeting is possible from 1:30 pm (CET).

Registration of participation will open 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 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 ordinary mail to NNIT A/S, Att.: Board of Directors, Weidekampsgade 14, DK-2300 Copenhagen, 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). There is free parking at the address Tuborg Havnevej 19, DK-2900 Hellerup in front of the building and behind the building, but parking shall be registered at the reception. There is fee parking (without registration necessary) at all angled parking spaces between respectively Tuborg Havnevej 19 and Tuborg Havnevej 15 (the Cube), DK-2900 Hellerup. Alternatively, parking is available in the Waterfront Shopping Center's underground parking garage.

Webcast/Digital transmission

The general meeting will for shareholders be webcasted live on the Company's investor portal. It is not possible to vote or ask questions via webcast.

Copenhagen, February 19, 2025
Board of Directors of NNIT A/S