

Press Release – 31 March 2022

# NOTICE OF ANNUAL GENERAL MEETING 2022 IN KARNOV GROUP AB (PUBL)

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The shareholders of Karnov Group AB (publ), reg. no. 559016-9016 (the “Company”), are hereby invited to the Annual General Meeting (“AGM”) to be held at 4.00 p.m. on Tuesday 10 May 2022, at Cirio Law Firm, Mäster Samuelsgatan 20, in Stockholm.

Due to the continued spread of the coronavirus the Board of Directors has resolved that shareholders shall have the right to exercise their voting rights in advance through postal voting pursuant to Section 4 of the Swedish Act (2022:121) on temporary exemptions to facilitate the execution of general meetings in companies and associations. Therefore, shareholders may choose to exercise their voting rights at the AGM by attending by postal voting, in person or through a proxy.

## Participation by postal voting

Shareholders who wish to participate in the AGM by postal voting must:

- **both** be registered in the register of shareholders maintained by Euroclear Sweden AB as per Monday 2 May 2022,
- **and** notify their intention to participate by submitting their postal vote in accordance with the instructions below, no later than Wednesday 4 May 2022.

Shareholders may exercise their voting rights at the AGM by voting in advance through digital postal voting. For such voting, shareholders must use a digital form which will be available at the Company’s website, [www.karnovgroup.com](http://www.karnovgroup.com). Shareholders who do not wish to vote through digital postal voting, may contact the Company to receive a postal voting form that can be filled in by hand and sent to the Company at [AGM@karnovgroup.com](mailto:AGM@karnovgroup.com) or by mail to Karnov Group AB (publ), att: AGM, Warfvinges väg 39, 112 51 Stockholm. The form must reach the Company by no later than Wednesday 4 May 2022, irrespective of whether the shareholder use the digital form or order a form that is returned by regular mail. Shareholders exercising their voting rights by postal voting do not need to register specifically for the meeting, the submitted voting form will be considered a notification. Further instructions and conditions are provided in the postal voting form.

Those who wish to withdraw a submitted postal vote and instead exercise their voting rights by participating in the AGM in person or through a proxy must give notice thereof to the AGM’s secretariat prior to the opening of the AGM.

## Participation in person

Shareholders who wish to participate at the AGM in person must:

- **both** be registered in the register of the shareholders maintained by Euroclear Sweden AB as per Monday 2 May 2022,
- **and** notify their intention to participate to the Company no later than Wednesday 4 May 2022 at the address Karnov Group AB (publ), att: AGM, Warfvinges väg 39, 112 51 Stockholm, or through email [AGM@karnovgroup.com](mailto:AGM@karnovgroup.com). When giving notice

to participate, please provide name, personal identity number or company registration number, telephone number and number of represented shares.

### **Participation by proxy**

Shareholders who are represented by proxy must issue a written, signed and dated power of attorney. The power of attorney in the original form shall be submitted to the Company at the above address well in advance of the AGM. A proxy form is available at the Company's website, [www.karnovgroup.com](http://www.karnovgroup.com). If the shareholder is a legal entity, a certificate of registration (or corresponding authorisation documents for a foreign legal entity) must be attached to the form.

### **Nominee-registered shares**

For shareholders who have their shares nominee-registered through a bank or other nominee, the following applies in order to be entitled to participate in the meeting. In addition to giving notice of participation (or submitting their postal vote), such shareholder must re-register its shares in its own name so that the shareholder is registered in the share register kept by Euroclear Sweden AB as of the record date Monday 2 May 2022. Such re-registration may be temporary (so-called voting rights registration). Shareholders who wish to register their shares in their own names must, in accordance with the respective nominee's routines, request that the nominee make such registration. Voting rights registration that have been requested by the shareholder at such time that the registration has been completed by the nominee no later than Wednesday 4 May 2022 will be considered when preparing the share register.

### **Proposed agenda**

1. Opening of the meeting and election of chairperson of the meeting.
2. Preparation and approval of the voting register.
3. Approval of the agenda.
4. Election of one or two persons to verify the minutes.
5. Determination of whether the meeting has been duly convened.
6. Submission of the annual report and the auditor's report as well as the consolidated financial statements and the auditor's report for the group.
7. Resolutions regarding:
  - a. adoption of the income statement and balance sheet, as well as the consolidated income statement and consolidated balance sheet,
  - b. appropriation of the Company's profit or loss according to the adopted balance sheet,
  - c. discharge from liability for the members of the Board of Directors and the CEO.
8. Resolution on the number of members of the Board of Directors and the number of auditors.
9. Resolution on the fees to be paid to the members of the Board of Directors and the auditor.
10. Election of members of the Board of Directors, chairperson of the Board of Directors and auditor.
11. Resolution on guidelines for appointment of Nomination Committee and instructions for the Nomination Committee.
12. Resolution on approval of the Board of Directors' Remuneration Report 2021.
13. Resolution regarding authorisation for the Board of Directors to resolve on new issues of shares.
14. Resolution regarding amendment of the Articles of Association
15. Conclusion of the general meeting.

### **Proposals**

#### *Item 1 – Election of chairperson of the meeting*

The Company's Nomination Committee ahead of the 2022 AGM consists of Thomas Ehlin (The Fourth Swedish National Pension Fund), Kristian Åkesson (Didner & Gerge), Ulrik Grönvall (Swedbank Robur) and Magnus Mandersson (the chairperson of the Board of Directors of Karnov Group AB (publ)).

The Nomination Committee proposes that lawyer Anders Moberg from Cirio Advokatbyrå should be appointed chairperson of the AGM.

*Item 77.a – Appropriation of the Company’s profit or loss according to the adopted balance sheet*

The Board of Directors proposes that the result for the year shall be carried forward and that no dividend shall be made for the financial year 2021.

*Item 8 – Resolution on the number of members of the Board of Directors and the number of auditors*

The Nomination Committee proposes that

- The number of directors elected by the general meeting shall be five (5) without any deputies, and that
- The number of auditors shall be one (1) accounting firm without any deputies.

*Item 9 – Resolution on the fees to be paid to the members of the Board of Directors and the auditor*

The Nomination Committee proposes the following fees to the Board of Directors and the auditor until the AGM 2023:

- SEK 725,000 (previously SEK 650,000) for the chairperson of the Board of Directors and SEK 350,000 (previously 325,000) for each of the other AGM-elected non-executive directors,
- SEK 150,000 (unchanged) for the chairperson of the audit committee and SEK 50,000 (unchanged) for each of the other directors of the audit committee,
- SEK 100,000 (unchanged) for the chairperson of the remuneration committee and SEK 35,000 (unchanged) for each of the other directors of the remuneration committee, and
- auditor’s fee in accordance with approved invoice.

*Item 10 – Election of members of the Board of Directors, chairperson of the Board of Directors and auditor*

The Nomination Committee proposes:

- re-election of Magnus Mandersson, Ulf Bonnevier, Lone Møller Olsen, Salla Vainio and Loris Baris as directors, and
- re-election of Magnus Mandersson as chairperson of the Board of Directors.

More detailed presentation of all proposed individuals is available on the Company’s website: [www.karnovgroup.com](http://www.karnovgroup.com).

The Nomination Committee proposes, in accordance with the audit committee’s recommendation, re-election of the registered public accounting firm PricewaterhouseCoopers AB for the period up to and including the AGM 2023. Should PricewaterhouseCoopers AB be elected, the accounting firm has announced that, the Authorised Public Accountant Martin Johansson will serve as auditor in charge.

*Item 11 - Resolution on guidelines for appointment of Nomination Committee and instructions for the Nomination Committee*

The Nomination Committee proposes that the AGM adopt the following guidelines for appointment of Nomination Committee and instructions for the Company’s Nomination Committee, to apply until new instructions have been adopted.

The Nomination Committee shall be composed of the representatives of the three largest shareholders (or group of shareholders) in terms of voting rights listed in the shareholders’ register maintained by Euroclear Sweden AB as of the last business day of August, and the chairperson of the Board of Directors, who will also convene the first meeting of the Nomination Committee.

Board members may be members of the Nomination Committee but may not constitute a majority thereof. If more than one Board member is a member of the Nomination Committee, no more than one of those members may be dependent of a major shareholder of the Company.

The member representing the largest shareholder in terms of voting rights shall be appointed chairperson of the Nomination Committee, unless the Nomination Committee resolves otherwise. Members of the Board of Directors may not be the chairperson of the Nomination Committee. If the member representing the largest shareholder in terms of voting rights is a Board member, the Nomination Committee shall appoint another member as chairperson.

In the event that a member leaves the Nomination Committee prior to the work of the committee having been completed, a representative from the same shareholder (or group of shareholders) may replace the leaving member, if deemed necessary by the Nomination Committee. In the event that a shareholder (or group of shareholders) represented in the Nomination Committee has reduced its holding of shares in the Company, the representative from such shareholder (or group of shareholders) may resign and, if deemed appropriate by the Nomination Committee, a representative from the shareholder next in line in terms of size may be provided an opportunity to enter. If the shareholding in the Company is otherwise significantly changed before the Nomination Committee's work has been completed, a change in the composition of the Nomination Committee may take place, in such way that the Nomination Committee deems appropriate. Changes in the composition of the Nomination Committee shall be made public as soon as possible.

The composition of the Nomination Committee is to be announced no later than six months before the AGM.

The Nomination Committee is tasked with, ahead of the AGM, submitting proposals for a) chairperson of the AGM, b) directors' fees and other compensation for committee work, c) election of directors, d) election of the chairperson of the Board of Directors, e) election of the auditor and auditor's fees, f) changes in the instructions for the Nomination Committee, if applicable, and g) other matters that according to the Swedish Corporate Governance Code, are to be handled by the Nomination committee.

In its evaluation of the Board of Directors' appraisal, and in its proposal, the Nomination Committee shall consider that the Board of Directors is to have a composition appropriate to the Company's operations, phase of development and other relevant circumstances. The Board members elected by the general meeting are collectively to exhibit diversity and breadth of qualifications, experience and background. The Nomination Committee is to strive for gender balance on the Board of Directors of the Company.

Remuneration shall not to be paid to the members of the Nomination Committee. The Company is to pay any necessary expenses that the Nomination Committee may incur in its work.

The term of office for the Nomination Committee ends when the composition of the following Nomination Committee has been announced.

#### *Item 12 – Resolution on approval of the Board of Directors' Remuneration Report 2021*

The Board of Directors proposes that the AGM approve the Board of Directors' remuneration report for 2021 in accordance with Chapter 8, Section 53 a of the Swedish Companies Act. The remuneration report will be posted on the Company's website, [www.karnovgroup.com](http://www.karnovgroup.com).

#### *Item 13 - Resolution regarding authorisation for the Board of Directors to resolve on new issues of shares*

The Board of Directors proposes that the AGM authorise the Board of Directors to, within the limits of the Articles of Association, until the next AGM, on one or more occasions, resolve to issue new ordinary shares of series A. The Board of Directors is proposed to be authorised to resolve on issues to the extent that the Company's share capital may be increased by an amount equal to not more than 10 percent of the registered share capital at the time of the 2022 AGM. The purpose of the issues shall be to acquire or finance acquisitions of all or parts of companies or businesses, through the issue with or without deviation from the shareholders

preferential rights, or through payment in kind or by set-off of claims or on other terms. The issues shall be made at market terms less the discount that may be required to achieve sufficient subscription interest.

The Board of Directors, or anyone appointed by the Board of Directors, shall be authorised to make such minor adjustments of the resolution of the AGM that may be necessary in connection with registration with the Swedish Companies Registration Office.

*Item 14 - Resolution regarding amendment of the Articles of Association*

The Board of Directors proposes that the AGM resolves to insert a new section in the Articles of Association which allows for the Board of Directors to collect powers of attorney in accordance with the procedure stated in Chapter 7, Section 4, of the Swedish Companies Act and for the Board of Directors to resolve that the shareholders shall be able to exercise their right to vote by post before a general meeting in accordance with the procedure stated in Chapter 7, Section 4a, of the Swedish Companies Act. As it is proposed to insert the section as a new section 13, a renumbering of the following sections in the Articles of Association is proposed, whereby the previous section 13-15 becomes section 14-16.

Proposed wording
<p>§ 13 Postal voting and proxy collection</p> <p>The Board of Directors may collect powers of attorney in accordance with the procedure stated in Chapter 7, Section 4, second paragraph of the Swedish Companies Act (2005:551).</p> <p>The Board of Directors has the right before a general meeting to resolve that shareholders shall be able to exercise their right to vote by post before a general meeting in accordance with the procedure stated in Chapter 7, Section 4a of the Swedish Companies Act (2005:551).</p>

The Board of Directors, or anyone appointed by the Board of Directors, shall be authorised to make such minor adjustments of the resolution of the AGM that may be necessary in connection with registration with the Swedish Companies Registration Office.

**Special majority requirement**

Resolution by the AGM in accordance with item 13 and 14, are valid only if supported by shareholders representing at least two-thirds of both the votes cast and the shares represented at the AGM.

**Number of shares and votes**

On the day this notice was issued, the Company had a total of 108,102,047 shares, of which 107,676,700 are ordinary shares of series A (each carrying 1 vote) and 425,347 are ordinary shares of series C (each carrying 1/10 vote), corresponding in total of 107,719,234.7 votes. The Company holds 425,347 of its own ordinary shares of series C, corresponding to 42,534.7 votes, which can not be represented at the meeting.

**Disclosures at the AGM**

The Board of Directors and the CEO shall, if requested by any shareholder and if the Board of Directors is of the opinion that it can be done without causing material harm to the Company, at the AGM provide disclosures about conditions that may impact assessment of an item of business on the agenda, about conditions that may impact assessment of the Company's or a subsidiary's financial situation, and about the Company's relationship with another group company.

**Documentation**

Information regarding the persons proposed to the Board of Directors and the Nomination Committee's motivated statement are available on the Company's website [www.karnovgroup.com](http://www.karnovgroup.com).

Annual report, auditor's report, remuneration report, the Board of Directors completed proposal for resolution and other documents that are to be made available in accordance with the Swedish Companies Act, are available at the Company on Warfvinges väg 39, 112 51 Stockholm and at the Company's website, [www.karnovgroup.com](http://www.karnovgroup.com), not later than three weeks before the AGM, and will be sent to shareholders who so request and provide their postal address.

#### **Processing of personal data**

For information on how your personal data is processed in connection to the AGM see the privacy policy available on Euroclear Sweden AB's website: <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

Stockholm in March 2022

**Karnov Group AB (publ)**

*The Board of Directors*

#### **For more information, please contact:**

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**Karnov Group** is a leading provider of mission critical information in the areas of legal, tax and accounting, and environmental, health and safety in Denmark and Sweden. With brands such as Karnov, Norstedts Juridik, Notisum, Legal Cross Border, Forlaget Andersen, LEXNordics, DIBkunnskap and Echoline, Karnov Group delivers knowledge and insights, enabling more than 80,000 users to make better decisions, faster – every day. With offices in Copenhagen, Stockholm, Oslo, Toulouse, Paris and Malmö, Karnov Group employs around 290 people. Net sales in 2021 amounted to SEK 878 M. The Karnov share is listed on Nasdaq Stockholm, Mid Cap segment under the ticker "KAR". For more information, please visit [www.karnovgroup.com](http://www.karnovgroup.com).