

Press Release – 13 September 2023

# Notice of Extraordinary General Meeting in Karnov Group AB (publ)

The shareholders in Karnov Group AB (publ), reg. no. 559016-9016 (the "Company"), are hereby invited to the Extraordinary General Meeting ("EGM") to be held at 10.00 a.m., on Tuesday, 10 October 2023, at Cirio Advokatbyrå, Biblioteksgatan 9, in Stockholm.

## Notification of participation

Shareholders who wish to participate in the EGM must:

- **both** be registered in the register of shareholders maintained by Euroclear Sweden AB as per Monday, 2 October 2023,
- **and** notify their intention to participate to the Company no later than Wednesday, 4 October 2023, either by e-mail to [erik.berggren@karnovgroup.com](mailto:erik.berggren@karnovgroup.com) (please state "EGM 2023" in the subject line) or by mail to Karnov Group AB (publ), Att: EGM, Warfvings väg 39, 112 51 Stockholm.

When giving notice to participate, please provide name, personal identity number or company registration number, telephone number and number of represented shares, and, if applicable, details of representatives or proxies.

## 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 EGM. 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, 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 October 2023. 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 completed by the nominee no later than Wednesday, 4 October 2023 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. Resolution on the number of members of the Board of Directors.
7. Determination of remuneration to the Board of Directors.
8. Election of new member of the Board of Directors.
9. Conclusion of the general meeting.

### **Proposals**

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

The Company's Nomination Committee consists of Ulrik Grönvall (Swedbank Robur), Isak Lenholm (Carnegie Fonder), Ted Keith (Long Path Partners), and Magnus Mandersson (chairperson of the Board of Directors of Karnov Group AB (publ)).

The Nomination Committee proposes that lawyer Anders Moberg from Cirio Advokatbyrå, or in his absence, a person appointed by the Board of Directors, should be appointed chairperson of the EGM.

#### *Item 6-8 – Resolution on the number of members of the Board of Directors, determination of remuneration to the Board of Directors and election of new member of the Board of Directors*

The Nomination Committee proposes the following:

- The Board of Directors shall be increased by one Board member and thereafter consist of six (6) members elected by the general meeting, without deputies.
- New election of Ted Keith as Board member for the period until the end of the next Annual General Meeting.
- No fee shall be paid to Ted Keith for the period until the end of the next annual general meeting.

Ted Keith (born 1987) is a Partner and Portfolio Manager at Long Path Partners, which is the largest shareholder of Karnov Group, and a US-based investment firm with a concentrated portfolio of high quality, predictable businesses. Ted Keith has more than 15 years of experience in the financial industry as an investor in companies in the same sphere as Karnov Group. Ted Keith has a B.S. from the Massachusetts Institute of Technology and an MBA from Harvard Business School. He is also a Senior Lecturer at MIT's Sloan School of Management and previously worked at The Blackstone Group and Berkshire Partners, among others. Ted Keith, or relatives of him hold no shares in the Company. Ted Keith is further independent in relation to the Company and management, but not independent in relation to the Company's major shareholders.

### **Number of shares and votes**

On the day of this notice, the Company had a total of 108,102,047 shares, of which 107,876,145 are ordinary shares of series A (each carrying 1 vote) and 225,902 are ordinary shares of series C (each carrying 1/10 vote), corresponding in total of 107,898,735.2 votes. The Company holds 225,902 of its own ordinary shares of series C, corresponding to 22,590.2 votes, which cannot be represented at the meeting.

### **Disclosures at the EGM**

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 EGM provide disclosures about conditions that may impact assessment of an item of business on the agenda.

### **Documentation**

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), no later than three weeks before the EGM, 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 with the general meeting see the privacy policy available on Euroclear Sweden AB's website, <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

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Stockholm in September 2023  
**Karnov Group AB (publ)**  
The Board of Directors

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

Erik Berggren, Head of Investor Relations

Telephone: +46 707 597 668

Email: [erik.berggren@karnovgroup.com](mailto:erik.berggren@karnovgroup.com)

*This information was submitted for publication, through the agency of the contact persons set out above, on 13 September 2023 at 08:00 CEST.*

**Karnov Group** clears the path to justice, providing mission critical knowledge and workflow solutions to European professionals in the areas of legal, tax and accounting, and environmental, health and safety. With content provided by over 7,000 well-renowned authors and experts, Karnov Group delivers knowledge and insights, enabling more than 500,000 users to make better decisions, faster – every day. With offices in Sweden, Denmark, Norway, France, Spain and Portugal, Karnov Group employs around 1,300 people. 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).