

Press Release – 5 April 2024

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

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 10.00 a.m., on Wednesday 8 May 2024, at Cirio Advokatbyrå, Biblioteksgatan 9, in Stockholm.

The Board of Directors has resolved that shareholders shall have the right to exercise their voting rights in advance through postal voting pursuant to Chapter 7, Section 4 a of the Swedish Companies Act and § 13 in the Company’s Articles of 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 29 April 2024,
- **and** notify their intention to participate by submitting their postal vote in accordance with the instructions below, no later than Thursday 2 May 2024.

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 by e-mail to [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 Thursday 2 May 2024, 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 29 April 2024,
- **and** notify their intention to participate to the Company in accordance with the instructions below, no later than Thursday 2 May 2024.

Shareholders who wish to participate at the AGM in person must submit their notice to participate through a digital form which will be available at the Company's website, [www.karnovgroup.com](http://www.karnovgroup.com). Notification of participation may also be submitted to the Company at the address Karnov Group AB (publ), att: AGM, Warfvinges väg 39, 112 51 Stockholm, or through email to [AGM@karnovgroup.com](mailto:AGM@karnovgroup.com). When giving notice of participation, 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) shall 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 29 April 2024. 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 Thursday 2 May 2024 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 approval of the Board of Directors' Remuneration Report 2023.
12. Resolution on the establishment of a long-term incentive program (LTIP 2024) including (A) establishment of LTIP 2024, (B) authorisation for the Board of Directors to resolve on directed issue of shares of series C, (C) authorisation for the Board of Directors to resolve on acquisition of own shares of series C and (D) transfer of own ordinary shares.

13. Resolution on authorisation for the Board of Directors to resolve on new issues of shares.
14. Conclusion of the general meeting.

## Proposals

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

The Company's Nomination Committee ahead of the AGM 2024 consists of Ulrik Grönvall (Swedbank Robur), Isak Lenholm (Carnegie Fonder Sweden), Ted Keith (Long Path Partners) 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 7b) – 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 2023.

### *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 six (6) 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 2024:

- SEK 1,050,000 (previously SEK 775,000) for the chairperson of the Board of Directors and SEK 375,000 (previously SEK 360,000) for each of the other AGM-elected non-executive directors in the Company,
- SEK 200,000 (previously SEK 150,000) for the chairperson of the audit committee and SEK 75,000 (previously SEK 50,000) for each of the other directors of the audit committee,
- SEK 100,000 (new) for the chairperson of the capital allocation committee and SEK 50,000 (new) for each other directors of the capital allocation 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, Loris Baris and Ted Keith 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, [karnovgroup.com](https://karnovgroup.com).

The Nomination Committee proposes, in accordance with the audit committee's recommendation, election of the registered public accounting firm Öhrlings PricewaterhouseCoopers AB for the period up to and including the AGM 2025. Should Öhrlings 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 approval of the Board of Directors’ Remuneration Report 2023*

The Board of Directors proposes that the AGM approve the Board of Directors’ Remuneration Report for 2023 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 12 – Resolution on the establishment of a long-term incentive program (LTIP 2024) including (A) establishment of LTIP 2024, (B) authorisation for the Board of Directors to resolve on directed issue of shares of series C, (C) authorisation for the Board of Directors to resolve on acquisition of own shares of series C, and (D) transfer of own ordinary shares.*

The Board of Directors proposes that the AGM resolves to establish a long-term incentive program (“**LTIP 2024**”) directed to certain senior executives of the group, which follows similar principles as previous long-term incentive program from 2023 (“**LTIP 2023**”), in accordance with item A below. The Board of Directors’ ambition is to annually launch new LTIP programs. Resolution under item A below shall be conditional upon the AGM resolves on hedging measures relating to LTIP 2024 in accordance with the proposal under item B-D below.

The Board of Directors also intends, if necessary, to return at subsequent annual general meetings with a proposal that the Board of Directors is authorised to resolve on further directed issue of shares of series C as well as acquisitions of own shares of series C to ensure transfer to the participants in both LTIP 2023 and LTIP 2024 and any subsequent long-term incentive program.

**LTIP 2024 in brief**

The Board of Directors’ proposal involves:

- the establishment of LTIP 2024 under which certain senior executives may be granted a total of 356,915 ordinary shares in the Company subject to the satisfaction of certain vesting requirements: and
- for the purpose of ensuring delivery of shares and hedging social security costs under LTIP 2024 and under LTIP 2023:
  - an authorisation for the Board of Directors to issue not more than 356,915 shares of series C related to LTIP 2024 and issue not more than 177,893 shares of series C related to LTIP 2023 to a third party designated by the Company and to acquire such own shares of series C; and
  - transfer of a total of 356,915 own ordinary shares to participants in LTIP 2024.

The purpose of LTIP 2024 is to encourage a broad ownership amongst the group’s senior executives, facilitate recruitment, maintain competent employees, increase the alignment of interest between the senior executives and the Company’s shareholders and increase motivation to reach or exceed the Company’s financial targets.

**A. Establishment of LTIP 2024**

The Board of Directors proposes that LTIP 2024 is established in accordance with the following principal terms and conditions.

1. LTIP 2024 is directed to twenty four (24) full-time senior executives of the group which are forming senior management collectively referred to as the “**Participants**”. Category 1 (the CEO Karnov Group), Category 2 (the CFO Karnov Group, the CEO Region South and the CEO Region North), Category 3 (Executive management executives and some Senior management executives, in total twelve (12) individuals) and Category 4 (Senior management executives and Key position holders, in total eight (8) individuals).
2. Participation in LTIP 2024 requires the Participants to acquire ordinary shares in the Company or allocate already acquired shares to the program (“**Savings Shares**”). The maximum investment permitted in Savings Shares depends on the category of the Participant in accordance with the table below, but the total maximum number of permitted Savings Shares shall not exceed 98,459. Acquisitions of Savings Shares must be made no later than on 31 May 2024. If applicable insider rules and regulations prohibit a Participant from purchasing shares in the Company during the period up until 31 May 2024, the Board of Directors has the right to postpone the last day of investment for such Participant.

Category	Number of Participants	Permitted Savings Shares	Total number of permitted Savings Shares
1	1	30,769	30,769
2	3	6,154	18,462
3	12	3,077	36,924
4	8	1,538	12,304
Total	24		98,459

3. Each Savings Share entitles the Participants, subject to the limitations set out in item 4 as well as the satisfaction of the requirements set out in item 6-7, the right to receive up to five shares in the Company free of charge (“**Performance Shares**”) depending on category and satisfaction of the performance requirements specified in the table below.

Category	Performance share for the satisfaction of Requirement 1	Performance share for the satisfaction of Requirement 2	Performance share for the satisfaction of Requirement 3	Performance share for the satisfaction of Requirement 4
1	Up to 1.5	Up to 1.5	Up to 1.5	Up to 0.5
2	Up to 0.9	Up to 0.9	Up to 0.9	Up to 0.3
3	Up to 0.9	Up to 0.9	Up to 0.9	Up to 0.3
4	Up to 0.9	Up to 0.9	Up to 0.9	Up to 0.3

Maximum number of shares per Savings Share that entitle the Participant to allotment of Performance Shares pursuant to the terms and conditions of LTIP 2024. Requirements 1-4 are defined in item 8 below. Allotment of Performance Shares is, however, conditional upon the TSR (as defined in item 7 below) being positive during the Vesting Period.

4. In aggregate, a maximum of 356,915 Performance Shares may be allotted to the Participants.
5. The period commencing on 31 May 2024 (or the later date determined by the Board of Directors in accordance with item 2 above) and expiring three years after such date is below referred to as the “**Vesting Period**”. Performance Shares are expected to be allotted to the Participants within 30 days from the expiry of the Vesting Period, or as soon as practicable thereafter in order to comply with rules and regulations applicable to the delivery of Performance Shares.
6. The right to receive Performance Shares is conditional upon the Participant’s employment not having been terminated and all Savings Shares being retained by the Participant during the entire Vesting Period. The Board of Directors has the right to waive these conditions for example, where a Participant’s employment is terminated as a result of death, long-term illness, statutory retirement age or if the group has given notice of termination of the participant’s employment without cause (including, for the avoidance of doubt, notice of termination due to redundancy/shortage of work (Sw. *arbetsbrist*)).
7. The right to receive any Performance Shares is conditional upon the TSR during the Vesting Period being positive. “TSR” means the sum of the price change of the Company’s ordinary share on Nasdaq Stockholm, added with the value of any reinvested cash dividends per share, during the Vesting Period. Hence, no Performance Shares will be allotted should the TSR not be positive during the Vesting Period.

8. For the Participants, the right to receive Performance Shares is conditional upon the satisfaction of the performance requirements set out below.

- Requirement 1** is based on the Organic Growth during the financial years 2024-2026, and:
- (i) a compound annual growth rate (“CAGR”) below 3% means that no Performance Shares shall be allotted
  - (ii) a CAGR above or equal to 3% but below or equal to 4% means that 0% to 25% of the Performance Shares shall be allotted in linear relation
  - (iii) a CAGR above 4% but below or equal to 5% means that 25% to 70% of the Performance Shares shall be allotted in linear relation
  - (iv) a CAGR above 5% but below or equal to 6% means that 70% to 85% of the Performance Shares shall be allotted in linear relation
  - (v) a CAGR above 6% means that the maximum number of Performance Shares shall be allotted

“Organic Growth” means change in net sales during the current period, excluding acquisitions and currency effects, in relation to net sales of the corresponding period of the preceding year.

- Requirement 2** is based on the Adjusted EBITDA in relations to Revenues, EBITDA margin, during the financial years 2024-2026, and:

- (i) an EBITDA margin below 31.1% means that no Performance Shares shall be allotted
- (ii) an EBITDA margin above or equal to 31.1% but below or equal to 31.5% means that 0% to 25% of the Performance Shares shall be allotted in linear relation
- (iii) an EBITDA margin above 31.5% but below or equal to 31.8% means that 25% to 70% of the Performance Shares shall be allotted in linear relation
- (iv) an EBITDA margin above 31.8% but below or equal to 32.7% means that 70% to 85% of the Performance Shares shall be allotted in linear relation
- (v) an EBITDA margin above 32.7% means that the maximum number of Performance Shares shall be allotted

“Adjusted EBITDA” means earning before financial items and taxes, excluding depreciation and amortisation and adjusted for the impact of items affecting comparability.

- Requirement 3** is based on obtaining synergies by integrating the units acquired 30 November 2022, and obtaining synergies from the Acceleration Initiative announced on 14 February 2024, during the financial years 2024-2026, and:

- (i) a Synergy below 146 MSEK means that no Performance Shares shall be allotted
- (ii) a Synergy equal to or above 146 MSEK means that the maximum number of Performance Shares shall be allotted

“Synergy” means EBITDA improvement based on integration of the units acquired on 30 November 2022, and the Acceleration Initiative announced on 14 February 2024.

- Requirement 4** is based on certain ESG criterias, during the financial years 2024-2026, and:

- (i) if all ESG criterias are met (or exceeded) means that all Performance Shares shall be allotted

- (ii) if not all of the ESG criterias are met no Performance Shares shall be allotted

“ESG criterias” means targets for Environmental, Social and Governance parameters within the Karnov Group decided by the Board of Directors and in line with the targets in the group’s annual and sustainability reporting. Information about the outcome of Requirement 4 will be provided no later than in the annual report for the financial year 2026.

9. The Board of Directors shall for each Participant determine the number of Performance Shares that may be allotted within the applicable ranges set forth in item 3 above.
10. The number of Performance Shares to be allotted (if any) may be recalculated by the Board of Directors in the event of share issues, share splits, reversed share splits or similar events.
11. If significant changes occur in the Company or in the market, or in the event the costs for LTIP 2024 significantly exceed the estimated costs, and this, in the opinion of the Board of Directors, results in a situation where the conditions for allotment of Performance Shares become unreasonable, the Board of Directors is entitled to make adjustments to LTIP 2024, including, among other things, to resolve on a reduced allotment of Performance Shares, or to not allot any Performance Shares at all.
12. Participation in LTIP 2024 requires that it is permitted and appropriate with regards to applicable laws and regulations in the jurisdiction in which the relevant Participant is resident and that the Board of Directors deems it feasible at reasonable administrative and financial costs.
13. In the event delivery of Performance Shares to a Participant cannot take place under applicable law or at reasonable cost or with reasonable administrative effort, the Board of Directors may pay a part of the entire allotment to such Participant in cash instead of shares. The Board of Directors may also retain allotted Performance Shares and settle a part of the allotment in cash in order to facilitate the payment of the Participants’ tax liabilities.
14. The Board of Directors is responsible for the detailed design and implementation of LTIP 2024. Accordingly, the Board of Directors is to prepare and execute any necessary full-text documentation to the Participants and otherwise manage and administer LTIP 2024.

#### *Estimated costs for LTIP 2024*

The costs for LTIP 2024 will be calculated in accordance with IFRS 2 and distributed over the Vesting Period. Assuming a share price of SEK 65 at the time of implementation of LTIP 2024, that each Participant invests in Savings Shares up to the maximum amount, that 50 per cent of the maximum number of Performance Shares are allotted and an annual share price increase of 5 per cent during the Vesting Period, the total cost for LTIP 2024, including social security costs (at an average rate of 10 per cent), is estimated to approximately SEK 12.9 million.

Assuming a share price of SEK 65 at the time of implementation of LTIP 2024, that each Participant invests in Savings Shares up to the maximum amount, that the maximum number of Performance Shares are allotted and an annual share price increase of 5 per cent during the Vesting Period, the total cost for LTIP 2024, including social security costs (at an average rate of 10 per cent), is estimated to approximately SEK 26.3 million.

#### *Effects on key ratios*

The costs for LTIP 2024 are expected to have a marginal effect on the group’s key ratios.

#### *Dilution effect*

In order to secure delivery of shares under LTIP 2024 and to secure and cover social security charges, the Company will issue and acquire 356,915 own shares of series C, corresponding to approximately 0.3 per cent of the total number of shares and votes in the Company (as per the date of notice of the AGM, the number of shares in the Company amounts to 108,102,047 shares).

*Information outstanding related incentive programs*

For a description of the Company's other long-term incentive programs, see the Company's Annual Report 2023, note 7 and the Company's website, [www.karnovgroup.com](http://www.karnovgroup.com). Other than programs described therein, the Company do not have any share related programs.

*Preparation of the Board of Directors' proposal*

The proposal has been prepared by the remuneration committee in consultation with external advisers and by the Board of Directors.

**B. Authorisation for the Board of Directors to resolve on directed issue of shares of series C**

The Board of Directors proposes, for the purposes of (a) securing delivery of shares to the Participants of LTIP 2024, as well as to the participants of LTIP 2023, and (b) securing and covering costs that can be triggered by the LTIP 2024 and LTIP 2023 (e.g., social security charges and tax), that the Board of Directors is authorised to resolve on a directed issue of shares of series C in accordance with the following.

1. A maximum of 356,915 shares of series C shall be issued related to LTIP 2024.
2. A maximum of 177,893 shares of series C shall be issued related to LTIP 2023 in accordance with the terms and conditions as resolved by the annual general meeting on 10 May 2023.
3. Hence, in total, a maximum of 534,808 shares of series C may be issued with the support of this authorisation.
4. The right to subscribe for the new shares of series C shall, with deviation from the shareholders' preferential rights, rest with Nordic Issuing AB.
5. The subscription price shall correspond to the quotient value of the shares at the time of the subscription of the shares.
6. Payment for subscribed shares of series C shall be made in cash at subscription.
7. A conversion provision and a redemption provision shall apply to the new shares of series C.
8. The authorisation may be exercised until the next AGM.

**C. Authorisation for the Board of Directors to resolve on acquisition of own shares of series C**

The Board of Directors proposes, for the purposes of (a) securing delivery of shares to the Participants of LTIP 2024, as well as to the participants of LTIP 2023, and (b) securing and covering costs that can be triggered by the LTIP 2024 and LTIP 2023 (e.g. social security charges and tax), that the Board of Directors is authorised to resolve on acquisitions of own shares of series C in accordance with the following.

1. A maximum of 356,915 shares of series C related to LTIP 2024 and a maximum of 177,893 shares of series C related to LTIP 2023 in the Company may be acquired. Hence, in total, a maximum of 534,808 shares of series C may be acquired with the support of this authorisation, however only to such extent that, following each acquisition, the Company holds a maximum of 10 per cent of all shares by the Company.
2. Acquisition shall be made through an offer directed to all holders of shares of series C.
3. The purchase price shall be an amount that corresponds to the quotient value of the shares (applicable at the time of the subscription of the shares).
4. Payment for acquired shares of series C shall be made in cash.

**D. Transfer of own ordinary shares**

The Board of Directors proposes, for the purpose of securing delivery of shares under LTIP 2024, that a maximum of 356,915 ordinary shares may be transferred to the Participants of LTIP 2024 in accordance with the following.

1. The right to receive ordinary shares shall, with deviation from the shareholders' preferential rights, be granted to the Participants, with the right for each of the Participant to receive no more than the maximum number of ordinary shares allowed under the terms and conditions of LTIP 2024. Furthermore, subsidiaries within the group shall have the right to receive ordinary shares, free of consideration, and such subsidiaries shall be obliged to immediately transfer, free of consideration, such ordinary shares to the Participants in accordance with the terms and conditions of LTIP 2024.
2. The Participants' right to receive ordinary shares are conditional upon the fulfilment of all terms and



conditions of LTIP 2024.

3. The ordinary shares shall be transferred within the time period set out in the terms and conditions of LTIP 2024.
4. The ordinary shares shall be transferred free of charge.
5. The number of ordinary shares that may be transferred to the Participants may be recalculated in the event of share issues, share splits, reverse share splits or similar events having an impact on the total number of shares in the Company in accordance with the terms and conditions of LTIP 2024.

### **Majority vote requirements**

The Board of Directors' proposal for the establishment of a long-term incentive program as set out in item A-D above are to be resolved upon as one resolution, meaning the resolution is valid only if supported by shareholders holding not less than nine tenths of both the votes cast and the shares represented at the meeting.

The chairman of the Board of Directors, or the person appointed by the chairman shall be authorised to make minor formal adjustments of the resolution as may be necessary in connection with the registration with the Swedish Companies Registration Office or Euroclear Sweden AB.

### *Item 13 - Resolution on 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 per cent of the registered share capital at the time of the AGM 2024. 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.

In order to be valid, a resolution regarding authorisation for the Board of Directors to resolve on issues of new shares requires approval of 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 107,876,145 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 255,902 of its own ordinary shares of series C, corresponding to 22,509.2 votes, which cannot 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 proposals for resolution and other documents that are to be made available in accordance with the Swedish Companies Act, are available at the Company on Warfvings 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 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>.

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Stockholm in April 2024

**Karnov Group AB (publ)**

*The Board of Directors*

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

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**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 400,000 users to make better decisions, faster – every day. With offices in Sweden, Denmark, Norway, France, Spain and Portugal, Karnov Group employs around 1,200 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).