

Press release – 7 May 2026

# Report from the Annual General Meeting in Karnov Group AB (publ)

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Karnov Group AB (publ), reg. no. 559016-9016, held today, Thursday 7 May 2026, an annual general meeting ("AGM").

## **Adoption of the income statements and balance sheets, appropriation of the result and discharge from liability**

The meeting adopted the income statement and the balance sheet as well as the consolidated income statement and the consolidated balance sheet in the annual report for the financial year 2025. The meeting also resolved to appropriate the company's result in accordance with the Board of Directors' proposal, meaning that the result for the year shall be carried forward and that no dividend shall be made for the financial year 2025. The meeting also discharged the members of the Board of Directors and the CEO from liability for the financial year 2025.

## **Resolution on the fees to be paid to the members of the Board of Directors and the auditor**

The meeting resolved, in accordance with the Nomination Committee's proposal, that fees to the Board of Directors for the period until the end of the next AGM shall be SEK 1,150,000 for the chairperson of the Board of Directors and SEK 420,000 for each of the other AGM-elected non-executive directors. It was resolved on an additional fee of SEK 400,000 for the chairperson of the Board of Directors for work related to the Company's acquisition and strategy initiatives. It was further resolved that SEK 250,000 shall be paid to the chairperson of the audit committee and SEK 100,000 for each of the other directors of the audit committee, that SEK 250,000 shall be paid to the chairperson of the technology committee and SEK 100,000 for each of the other directors of the technology committee, that SEK 150,000 shall be paid for the chairperson of the capital allocation committee and SEK 75,000 for each of the other directors of the capital allocation committee, and that SEK 100,000 shall be paid for the chairperson of the remuneration committee and SEK 35,000 for each of the other directors of the remuneration committee.

The meeting also resolved that fees to the auditor shall be paid in accordance with approved invoice.

## **Election of members of the Board of Directors, chairperson of the Board of Directors and auditor**

The meeting resolved, in accordance with the Nomination Committee's proposal, on re-election of Magnus Mandersson, Ulf Bonnevier, Lone Møller Olsen, and Ted Keith, and on election of Tyson Greer and Peter Laurin as members of the Board of Directors. Magnus Mandersson was re-elected as chairperson of the Board of Directors. The meeting also resolved, in accordance with the Nomination Committee's proposal and the audit committee's recommendation, on re-election of Öhrlings PricewaterhouseCoopers AB as auditor for the period up to and including the end of the next AGM. Öhrlings PricewaterhouseCoopers AB has announced that Martin Johansson will serve as auditor in charge.

## **Remuneration report 2025**

The meeting resolved, in accordance with the Board of Directors' proposal, to approve the Board of Directors' report over remuneration regarding 2025 according to Chapter 8, Section 53 a of the Swedish Companies Act.

### **Resolution on the establishment of long-term incentive programs (LTIP 2026A and LTIP 2026B)**

The meeting resolved, in accordance with the Board of Directors' proposal, to establish a long-term incentive program ("LTIP 2026A") under which certain senior executives of the group may be granted a total of 280,235 ordinary shares subject to the satisfaction of certain vesting requirements. For the purpose of ensuring delivery of shares and hedging social security costs under LTIP 2026A and previous incentive programs, it was further resolved on an authorisation for the Board of Directors to issue not more than 1,165,811 shares of series C related to a third party designated by the company, on an authorisation for the Board of Directors to acquire such own shares of series C and for the Board of Directors to transfer not more than 280,235 own ordinary shares to the participants in LTIP 2026A.

The Nomination Committee's proposal, to establish a long-term incentive program ("LTIP 2026B") for members of the Board of Directors elected at the AGM was not approved, as the resolution did not acquire the required majority of votes.

### **Resolution on reduction of the share capital by cancellation of own ordinary shares and increase of the share capital through a bonus issue without the issuance of new shares**

The meeting resolved, in accordance with the Board of Directors' proposal, to reduce the Company's share capital through the cancellation of own shares that have been repurchased pursuant to authorisations granted to the Board of Directors by the extraordinary general meetings in January and March 2026, respectively. The reduction of the share capital shall be by a maximum of SEK 129,510.785754 through the cancellation of a maximum of 8,418,201 own ordinary shares held by the Company, with the purpose of allocation to non-restricted equity. The meeting simultaneously resolved to increase the share capital by a corresponding amount through a bonus issue without the issuance of new shares. Taken together, these measures mean that neither the Company's restricted equity nor its share capital will be reduced.

### **Authorisation for the Board of Directors to resolve on issues of new ordinary shares**

The meeting resolved, in accordance with the Board of Directors' proposal, on authorisation for 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 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 2026 AGM.

### **Authorisation for the Board of Directors to resolve on acquisition and transfer of ordinary shares**

The meeting resolved, in accordance with the Board of Directors' proposal, on authorisation for the Board of Directors to, on one or more occasions before the next AGM, resolve on acquisition and transfer of ordinary shares in the Company. Acquisitions may be made of so many ordinary shares that the Company's holding of own shares, following the acquisition, amounts to a maximum of 10 per cent of all shares in the Company.

### **Resolution on amendment of terms and conditions for LTIP 2023**

The meeting resolved, in accordance with the Board of Directors' proposal, to amend certain terms and conditions for the long-term incentive program resolved at the AGM on 10 May 2023. The amendment entails that delivery of the value of performance shares to participants subject to the Danish 48E rules shall be cash settled, without any possibility for the Company to deliver shares.

### **Additional information from the annual general meeting**

Complete proposals regarding the resolutions by the AGM in accordance with the above are available on the company's website [www.karnovgroup.com](http://www.karnovgroup.com). Minutes from the AGM will be made available on the company's website [www.karnovgroup.com](http://www.karnovgroup.com) no later than two weeks after the AGM.

### **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)

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