

Annual General Meeting

5 March 2026

Notice to
convene

Netcompany

TO THE SHAREHOLDERS OF NETCOMPANY GROUP A/S

The Board of Directors hereby convenes the Annual General Meeting of Netcompany Group A/S, CVR no. 39 48 89 14, ("Netcompany") to be held completely electronically on **Thursday, 5 March 2026** at 15:00 (CET).

AGENDA

- (1) The Board of Directors' report on Netcompany's activities in the past financial year
- (2) Presentation and approval of Netcompany's audited Annual Report 2025
- (3) A resolution on the distribution of profit in accordance with the adopted Annual Report
- (4) Presentation of and advisory vote on the Remuneration Report 2025
- (5) Approval of the remuneration for the Board of Directors for the current financial year
- (6) Election of members to the Board of Directors
- (7) Election of auditor
- (8) Any proposal submitted by the Board of Directors regarding authorisation to acquire treasury shares
- (9) Any proposals submitted by the Board of Directors or by shareholders
 - a) Proposal from the Board of Directors to approve the reduction of share capital through the cancellation of treasury shares and amendment of Article 4.1 of the Articles of Association
- (10) Any other business

Item 1: The Board of Directors' report on Netcompany'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 Netcompany's activities in 2025.

Item 2: Presentation and approval of Netcompany's audited Annual Report 2025

The Board of Directors proposes that Netcompany's Annual Report 2025 be approved.

Item 3: A resolution on the distribution of profit in accordance with the adopted Annual Report

The Board of Directors proposes that the net profit for the financial year ended 31 December 2025 be allocated to retained earnings and that no dividend payment for the financial year ended 31 December 2025 be distributed.

Item 4: Presentation of and advisory vote on the Remuneration Report 2025

The Board of Directors proposes that the Remuneration Report 2025 be approved in the advisory voting. The Remuneration Report 2025 has been audited by Netcompany's auditor.

Item 5: Approval of the remuneration for the Board of Directors for the current financial year

The Board of Directors proposes that the below remuneration level to the Board of Directors for 2026 be approved by the General Meeting.

Prior to the notice to convene Netcompany's Annual General Meeting, the Remuneration Committee and the Board of Directors have been presented with benchmark studies conducted by Deloitte and PwC for the Danish Large Cap Index based on 2024 numbers. The benchmarks show that on average, the board fees across the index remain higher than Netcompany's current fee levels, reflecting the increased expectations, complexity and time commitment associated with serving on the board of a large-cap, high-growth, international company. The benchmarks also note that it is ordinary for the Danish Large Cap companies to adjust their board fees annually, underscoring that annual adjustments are common market practice to help maintain competitiveness and good governance.

The Board of Directors notes that the proposed adjustment of approximately 5% as outlined below is in line with the adjustment the year prior and reflects a modest correction intended to keep Netcompany's Board remuneration aligned with peers and consistent with Danish market norms.

Under Netcompany's proportional fee structure, the adjustment would apply correspondingly to all other Board and Committee fees as shown below.

The Board of Directors proposes an adjustment to the Base Fee, increasing it from DKK 472,500 to DKK 496,000.

Members of the Board of Directors shall receive a base fee of:	DKK	496,000	(the “Base Fee”)
The Chair of the Board of Directors shall receive a total fee of:	DKK	1,488,000	(Base Fee plus an additional fee corresponding to 2.00 times the Base Fee)
The Vice Chair of the Board of Directors shall receive a total fee of:	DKK	992,000	(Base Fee plus an additional fee corresponding to 1.00 times the Base Fee)

The members of the Board of Directors receive compensation for their work in the Audit Committee, Remuneration Committee, Nomination Committee, and any other committee established by the Board of Directors from time to time.

The Board of Directors proposes that the following remuneration level for committee work for 2026 be approved by the General Meeting:

Members of the Audit Committee shall receive a total annual committee member fee of:	DKK	DKK 248,000	(corresponding to 0.50 times the Base Fee)
Chair of the Audit Committee shall receive a total annual committee member fee of:	DKK	DKK 496,000	(corresponding to 1.00 times the Base Fee)
Members, including the Chair of the Remuneration Committee shall receive a total annual committee member fee of:	DKK	DKK 124,000	(corresponding to 0.25 times the Base Fee)
Members, including the Chair of the Nomination Committee shall receive an annual committee member fee of:	DKK	DKK 124,000	(corresponding to 0.25 times the Base Fee)

The Chair and Vice Chair of the Board of Directors will not receive any committee member fee for their participation in the Remuneration Committee and Nomination Committee.

The members of the Board of Directors may retain an additional fee for operational tasks carried out on an ad-hoc basis outside the scope of the ordinary duties of the Board of Directors. The Board of Directors shall approve such tasks and determine such additional fees.

In addition, the Board of Directors may receive reimbursement for expenses, such as travel and accommodation in connection with the Board meetings as well as relevant training. The members of the Board of Directors may be reimbursed for their travelling time with EUR 1,000 per day of travelling. The total fees will be disclosed in the Annual Report and approved at the Annual General Meeting in 2026.

The remuneration of the members of the Board of Directors does not include any incentive-based remuneration.

Item 6: Election of members to the Board of Directors

The members of the Board of Directors elected by the General Meeting are elected for a term of one year pursuant to Article 10.2 of the Articles of Association. Re-election of board members may take place. Pursuant to the Articles of Association, the Board of Directors shall consist of no less than three and no more than seven members elected by the General Meeting.

The Board of Directors proposes re-election for a one-year term of the following members of the Board of Directors elected by the General Meeting; Bo Rygaard (Chair), Juha Christensen (Vice Chair), Åsa Riisberg, Susan Cooklin, and Bart Walterus.

In addition, the Board of Directors proposes election for a one-year term of Ina Wietheger. Ina will bring the Board and Netcompany deep expertise with a strong perspective on public-sector transformation and large-scale organisational change as she has spent more than two decades shaping major reform and modernisation initiatives for German federal ministries, regional governments, and public institutions.

Please see Appendix 1 for a description of the nominated candidates' qualifications and positions, including information about other executive/management functions held by the candidates in both Danish and foreign companies.

Item 7: Election of auditor

The Board of Directors proposes re-election of EY Godkendt Revisionspartnerselskab, CVR no. 30 70 02 28, as Netcompany's auditor of financial accounts and sustainability auditor of non-financial accounts in line with the recommendation from the Audit Committee. The Audit Committee's recommendation has not been influenced by third parties, nor has it been subject to any contractual obligation restricting the General Meeting's choice of certain auditors or audit firms.

Item 8: Any proposal submitted by the Board of Directors regarding authorisation to acquire treasury shares

No proposal has been made under this item, as the Board of Directors in connection with the Annual General Meeting in 2023, was authorised in the period until 2 March 2028 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 Netcompany, for so long as Netcompany's holding of treasury shares after such acquisition does not exceed 10% of Netcompany's share capital. The consideration may not deviate more than 10% from the official price quoted on Nasdaq Copenhagen A/S at the time of the acquisition.

Item 9: Any proposals submitted by the Board of Directors or by shareholders

9.a: Proposal from the Board of Directors to approve the reduction of share capital and amendment of Article 4.1 of the Articles of Association

As a part of Netcompany's capital allocation strategy, Netcompany has initiated several share buyback programmes with reference to the authorisation to acquire treasury shares granted by the general meeting on 2 March 2023. Some of the treasury shares acquired during the share buyback programmes have been used to cover Netcompany's incentive programmes.

The Board of Directors proposes that parts of the remaining treasury shares be cancelled resulting in the share capital being reduced by treasury shares of a nominal value of DKK 1,500,000 allocated to 1,500,000 treasury shares each with a nominal value of DKK 1. After the reduction, the nominal value of Netcompany's share capital will be DKK 46,000,000.

Pursuant to section 188 of the Danish Companies Act (in Danish "Selskabsloven"), notice is hereby given and that the purpose of the capital reduction is to cancel part of Netcompany's portfolio of treasury shares. According to the administrative practice of the Danish Business Authority (in Danish: "Erhvervsstyrelsen"), this is comparable to a capital reduction for distribution to shareholders, see section 188(1)(ii) of the Danish Companies Act.

In the period from 14 August 2025 until 30 January 2026, Netcompany has acquired 1,702,396 shares. The shares were repurchased for a total amount of DKK 499,997,685 equaling an average price of DKK 293.70 (rounded) per share. This means that, in addition to the nominal capital reduction amount of DKK 1,500,000, DKK 439,053,507 has been paid out to Netcompany's shareholders.

Netcompany's creditors will be asked to file any claims they may have within a mandatory waiting period of four weeks. The request will be published through the IT system of the Danish Business Authority. The capital reduction will be implemented after the expiry of the four-week period.

Adoption of the proposal implies the following amendment of Article 4.1 of the Articles of Association (shown in **red**), taking effect upon completion of the capital reduction:

*"Selskabets aktiekapital udgør DKK 47.500.000 **46.000.000**, fordelt på aktier á DKK 1 eller multipla heraf."*

*"The share capital of the Company is DKK 47,500,000 **46,000,000**, divided into 1 each or multiples thereof.*

The amended version of the Articles of Association reflecting the proposed amendments (track changes) will be available from Friday, 6 February 2026 on Netcompany's website <https://netcompany.com/investor/general-meetings/>.

The approved Articles of Association will be uploaded on Netcompany's website <https://netcompany.com/investor/governance/> after the General Meeting.

Adoption requirements

The proposed resolution set out in item 9.a must be adopted by at least two-thirds (2/3) of the votes cast as well as two-thirds (2/3) of the share capital represented at the General Meeting.

All other proposed resolutions on the agenda may be passed by a simple majority of votes cast.

Share capital and shareholders' participation and voting rights

Netcompany's nominal share capital is DKK 47,500,000, divided into shares of DKK 1 each or multiples thereof.

Each share of the nominal value of DKK 1 carries one vote.

The right of a shareholder to attend and vote at the General Meeting is determined by the shares held by the shareholder at the expiry of the registration date. The registration date is Thursday, 26 February 2026.

The shares held by each shareholder at the registration date are calculated based on the registration of the number of shares held by the shareholder in Netcompany's register of shareholders as well as any notification of ownership received by Netcompany for the purpose of registration in Netcompany's register of shareholders, but which has not yet been registered.

How to request admission to the electronic General Meeting

Shareholders who are entitled to attend the General Meeting and wish to attend the General Meeting, must request admission no later than on Sunday, 1 March 2026 at 23:59 (CET).

Admission may be requested as follows:

- 1) Electronically through Netcompany's shareholder portal on:
<https://portal.computershare.dk/portal/index.asp?page=login&asident=29067&lan=en>;
- 2) by submitting a completed, dated, and signed registration form by ordinary mail to Computershare A/S, Lottenborgvej 26 D, 1., DK-2800 Kgs. Lyngby, Denmark;
- 3) by e-mailing a scanned version of a completed, dated, and signed registration form to Computershare A/S on gf@computershare.dk; or
- 4) by contacting Computershare A/S; by telephone +45 45460999, by e-mail to gf@computershare.dk or by written enquiry to Computershare A/S, Lottenborgvej 26 D, 1., DK-2800 Kgs. Lyngby, Denmark.

Following registration, electronic admission details will solely be sent to the shareholders by e-mail. Therefore, we encourage all shareholders to register their e-mail address to which the electronic admission details should be sent at Netcompany's shareholder portal at:

<https://portal.computershare.dk/portal/index.asp?page=login&asident=29067&lan=en>

If no e-mail address is provided, it will be possible for shareholders to download and/or print the admission details. The shareholder can choose between these different options when registering electronically at Netcompany's shareholder portal. Please note that the General Meeting will be held completely electronically, and printed admission details shall solely be used for the shareholder to remember the admission details.

As the General Meeting will be held completely electronically the admission details will include a meeting ID, a unique username and password, which will be required for attending the electronic General Meeting.

If the admission details are lost or a shareholder cannot attend the electronical General Meeting due to issues with the admission details, Computershare A/S will provide technical assistance. Computershare A/S will be available Thursday, 5 March 2026 from 14:00 (CET) and during the General Meeting. Questions regarding notification of attendance at the General Meeting or the use of Netcompany's shareholder portal may be directed to Computershare A/S through the Shareholder Portal. Please note that Computershare A/S can only assist if the shareholder has requested admission within the deadline (see above).

Technical requirements for attending the electronic General Meeting

The technical requirements for use of the electronic systems are:

- (i) A computer, tablet, or smartphone. It is recommended to participate via computer or tablet for the best experience; and
- (ii) The latest versions of Chrome, Safari, Internet Explorer 11, Edge, or Firefox.

If a shareholder's device does not live up to the technical requirements, Netcompany or Computershare A/S cannot guarantee that the electronic system will function properly.

Further detailed instructions on the procedures to attend and vote at the electronic General Meeting are available at Netcompany's website: <https://netcompany.com/investor/general-meetings/technical-guidance/>.

How to submit a proxy

Subject to having requested admission, shareholders may attend the General Meeting in person or by proxy. The proxy form is available at Netcompany's website <https://netcompany.com/investor/general-meetings/>. Proxy forms must be received by Netcompany or Computershare A/S no later than on Sunday, 1 March 2026 at 23:59 (CET).

Proxies may be submitted as follows:

- 1) Electronically through Netcompany's shareholder portal at:
<https://portal.computershare.dk/portal/index.asp?page=login&asident=29067&lan=en>
- 2) by submitting a completed, dated, and signed proxy form by ordinary mail to Computershare A/S, Lottenborgvej 26 D, 1., DK-2800 Kgs. Lyngby, Denmark; or
- 3) by e-mailing a scanned version of a completed, dated, and signed voting form to gf@computershare.dk.

How to vote by correspondence

Shareholders who are entitled to participate in the General Meeting are also entitled to vote by correspondence prior to the General Meeting. The voting form (which is the same form used for granting a proxy) is available at Netcompany's website, <https://netcompany.com/investor/general-meetings/>.

Votes by correspondence must be received by Netcompany or Computershare A/S no later than on Wednesday, 4 March 2026 at 12:00 noon (CET).

Voting by correspondence may be submitted as follows:

- 1) Electronically at Netcompany's shareholder portal on:
<https://portal.computershare.dk/portal/index.asp?page=login&asident=29067&lan=en>
- 2) by submitting a completed, dated, and signed voting form by ordinary mail to Computershare A/S, Lottenborgvej 26 D, 1., DK-2800 Kgs. Lyngby, Denmark; or
- 3) by e-mailing a scanned version of a completed, dated, and signed voting form to gf@computershare.dk.

Additional information on the website

Until and including the day of the General Meeting, the following information regarding the General Meeting will be available at Netcompany's website, <https://netcompany.com/investor/general-meetings/>:

- (i) The notice convening the General Meeting, including the agenda, the complete proposals, and Appendix 1;
- (ii) The aggregated number of shares and voting rights in Netcompany as of the date of the notice to convene the General Meeting;
- (iii) Netcompany's Annual Report 2025; and
- (iv) Other documents for the use of the General Meeting, e.g., the Remuneration Report 2025, the proxy/voting by correspondence form, the registration form, and the draft amended Articles of Association.

Registration of admission at the General Meeting on Thursday, 5 March 2026 will open at 14:00 (CET).

Questions from the shareholders

Shareholders may ask questions regarding the agenda and documents concerning the General Meeting to the Board of Directors and the Executive Management before or during the General Meeting.

Questions asked in advance of the General Meeting shall be submitted in writing:

- 1) By ordinary mail to Netcompany Group A/S, Head of Investor Relations, Strandgade 3, DK-1401 Copenhagen, Denmark; or
- 2) by e-mail to ir@netcompany.com.

Questions shall be received by Netcompany no later than on Friday, 27 February 2026 at 17:00 (CET). To ensure a smooth completion of the General Meeting, we encourage shareholders to submit questions well in advance of the General Meeting.

Please note that questions submitted during the General Meeting will have a character limit of 1,000 due to the technical setup. If a shareholder expects his/her question to be longer than the character limit or already has prepared a question, please e-mail it to Netcompany at ir@netcompany.com prior to the General Meeting. Questions will be read out and answered at the General Meeting.

Language

The General Meeting will be held in English in accordance with Article 7.12 of Netcompany's Articles of Association. However, shareholders may choose to ask questions in Danish or English.

Webcast

The General Meeting will be transmitted via live streaming (webcast) on Netcompany's website, <https://netcompany.com/investor/general-meetings/>.

The webcast of the report on Netcompany's activities will also be made available on Netcompany's website following the General Meeting.

Processing of personal data

Netcompany's Privacy Policy for Shareholders explains how Netcompany processes personal data in connection with the General Meeting - the Policy is available at <https://netcompany.com/investor/general-meetings/>.

How to attend the electronic General Meeting

Shareholders that have timely requested admission to the General Meeting will receive a meeting ID, a unique username and password that will be used to attend the electronic General Meeting through the virtual meeting solution on Netcompany's shareholder portal accessed here:

<https://portal.computershare.dk/portal/index.asp?page=login&asident=29067&lan=en>

Detailed instructions on how to attend the electronic General Meeting will be available at Netcompany's website:

<https://netcompany.com/investor/general-meetings/>

Members of the press

Members of the press can request a guest login to the General Meeting by contacting Computershare A/S:

- 1) By telephone +45 45 46 09 97;
- 2) by e-mail to gf@computershare.dk; or
- 3) by written enquiry to Computershare A/S, Lottenborgvej 26 D, 1., DK-2800 Kgs. Lyngby, Denmark.

Please note that guest logins do not have rights to vote or submit questions or access to the voting during the General Meeting.

Members of the press can also follow the livestream of Netcompany's Annual General Meeting via the webcast found on <https://netcompany.com/investor/general-meetings/>.

Copenhagen, 6 February 2026

The Board of Directors

APPENDIX 1 – CANDIDATES FOR THE BOARD OF DIRECTORS

Bo Rygaard Chair of the Board of Directors	
First elected:	2016
Nationality:	Danish
Born:	1965
Board committee memberships:	Remuneration Committee and Nomination Committee
Independent:	Yes
Executive Positions:	Bo Rygaard Consulting, and NC ShareCo 4 ApS
Non-executive positions:	Kavi Invest A/S (m), Margot og Thorvald Dreyers Foundation (m), Bitten & Mads Clausens Foundation (m), Gladteknik A/S (c), Ejendomsaktieselskabet Vest (m), Statens Ejendomssalg A/S (vc), Krista og Viggo Petersens Foundation (c), Marie & M.B. Richters Foundation (Richters Fonden) (c), KFI Erhvervsdrivende Fond (c), WEXØE A/S (m), WEXØE Holding A/S (m), Committee on Foundation Governance (c), Sovino Brands ApS (c), and Sovino Brands Holding ApS (c).
Special competencies:	General Business Management, Corporate Strategy, M&A, Home Market, Human Capital and Organisational Development, General Sustainability Expertise (ESG and CSRD), and experience in serving at other public boards.
Educational background(s):	MSc Economics, Copenhagen Business School, Denmark

Juha Christensen	
Vice Chair of the Board of Directors	
	First elected: 2016
	Nationality: Danish
	Born: 1964
	Board committee memberships: Remuneration Committee (c) and Nomination Committee (c)
	Independent: Yes
	Executive Positions: Executive Officer in Cloud Made Holding Ltd
	Non-executive positions: Cloud Made Ltd (c), Star Inc (c), and Bang & Olufsen A/S (c)
	Special competencies: General Business Management, Corporate Strategy, M&A, Technology and Digital Transformation, International Markets, Human Capital and Organisational Development, General Sustainability Expertise (ESG and CSRD), and experience in serving at other public boards.
	Educational background(s): MSc in Business Administration, London Business School, United Kingdom

Åsa Riisberg	
Member of the Board of Directors	
First elected:	2020
Nationality:	Swedish
Born:	1974
Board committee memberships:	Audit Committee (c)
Independent:	Yes
Executive Positions:	None
Non-executive positions:	Bonnier AB (m), Bonnier News AB (m), Atlas Antibodies AB (c), EQT Foundation (non-profit) (m), Internetmedicin AB (m), Qarlbo AB (m), Patricia Industries Part of Investor AB (m), Stena Adactum (m), and Stockholm Pacific (c) (personal holding company)
Special competencies:	General Business Management, Corporate Strategy, M&A, Private Equity Investing, International Markets, Finance and Accounting, including non-financial reporting (CSRD), General Sustainability Expertise (ESG and CSRD), and experience in serving at other public boards and audit committees.
Educational background(s):	Msc in Finance & Accounting, Stockholm School of Economics, Sweden, and International Business, Hautes Etudes Commerciales, France

 A professional portrait of Susan Cooklin. She is a woman with short, light-colored hair and glasses, wearing a dark blazer over a patterned scarf. She is smiling and looking directly at the camera.	Susan Cooklin Member of the Board of Directors
First elected:	2022
Nationality:	British
Born:	1960
Board committee memberships:	Audit Committee
Independent:	Yes
Executive Positions:	None
Non-executive positions:	NorteGas ES (m), and Houses of Parliament Restoration and Renewal Programme (m)
Special competencies:	General Business Management, Corporate Strategy, Technology and Digital Transformation, International Markets, Public Sector and EU Markets, Human Capital and Organisational Development, and Finance and Accounting
Educational background(s):	BSc Economics & Accounting, University College of Wales, Aberystwyth, UK, and Insead International Directors Programme

Bart Walterus	
Member of the Board of Directors	
First elected:	2023
Nationality:	Belgian
Born:	1961
Board committee memberships:	Audit Committee
Independent:	Yes
Executive Positions:	None
Non-executive positions:	Aviation Training Organisation (ATO) (m), Koninklijke vliegclub De Wouw, not for profit (m)
Special competencies:	General Business Management, Corporate Strategy, M&A, Technology and Digital Transformation, International Markets, Public Sector and EU Markets, Human Capital and Organisational Development, Finance and Accounting, Risk Management and Compliance
Educational background(s):	MSc in Sociology, University of Leuven, Belgium, MBA, Vlerick Business School, Belgium, and MSc in Accounting & Finance, Ehsal, Brussels, Belgium



Ina Wietheger
Member of the Board of Directors

Nationality:	German
Born:	1967
Independent:	Yes
Executive Positions:	Senior Partner in Roland Berger with responsibility for Public Sector Consulting for Civil Economics & Infrastructure
Non-executive positions:	None
Special competencies:	Strong perspective on public-sector transformation and large-scale organisational change as she has spent more than two decades shaping major reform and modernisation initiatives for German federal ministries, regional governments, and public institutions. General Business Management, Strategy, Digital Transformation, Public Sector and EU Markets, and Human Capital and Organisational Development
Educational background(s):	M.Sc International Economics Eberhard-Karls-University, Germany, Post Graduate International Co-operation, German Institute of Development and Sustainability, Germany

Assessment of independence

The assessment of independence is based on the criteria laid out by the Danish Committee on Corporate Governance in Section 3.2.1 of the Recommendations on Corporate Governance.