

ADDNODE GROUP

NOTICE OF ANNUAL GENERAL MEETING

Shareholders of Addnode Group Aktiebolag (publ) ("Addnode Group") are hereby invited to attend the Annual General Meeting on Thursday, 7 May 2020, at 6:00 p.m. at Westmanska Palatset, Hölländargatan 17, Stockholm. Doors will open at 5.45 p.m.

PLEASE OBSERVE

On 30 March 2020, Addnode Group announced that as a consequence of the uncertainty due to the corona pandemic, the Board has resolved to withdraw its previously announced proposal on a dividend of SEK 2.50 per share. Please refer to item 10 on the agenda.

REGISTRATION

To be entitled to participate in the Annual General Meeting, shareholders must be listed in the register of shareholders maintained by Euroclear Sweden AB, on Thursday, 30 April 2020, and inform the Company of their intention to attend no later than Thursday, 30 April 2020, in writing to Addnode Group AB (publ), "AGM", c/o Euroclear Sweden, P.O. Box 191, SE-101 23 Stockholm, Sweden or by telephone +46 (0)8-402 92 19. Notification of intention to attend can also be made on Addnode Group's website www.addnodegroup.com.

Registration must include the shareholder's name, personal registration number/corporate registration number, address and telephone number, as well as the number of any accompanying advisors (not more than two). Proxy holders and representatives of legal entities are requested to submit authorization documentation at the address above prior to the Annual General Meeting. Proxy forms are available on Addnode Group's website, www.addnodegroup.com.

Shareholders whose shares are registered in the name of a nominee must request that their shares be temporarily registered in their own name with Euroclear Sweden AB, to be entitled to participate in the Annual General Meeting. This procedure, so-called voting right registration, must have been effected Thursday, 30 April 2020, which means that the shareholder must inform the nominee well in advance before this date.

IMPORTANT INFORMATION WITH REGARDS TO COVID-19 (THE CORONAVIRUS)

For shareholders who are worried about the spread of infection due to the new coronavirus, Addnode Group wants to emphasize the possibility of not attending in person at the Annual General Meeting and instead appoint a proxy holder who can vote on their behalf. Addnode Group also recommends such solution for anyone displaying symptoms of illness, who is considered to be part of a risk group, who has recently travelled to a risk area or who has been in close contact with someone infected by the new coronavirus. The purpose is to avoid further spreading the infection.

The Annual General Meeting will be kept as efficient and concise as possible by limiting the presentation by the CEO and the time for general questions. No refreshments will be served before or after the meeting. Participation at the meeting by the Executive Management, the Company's Board and other non-shareholders present at the meeting will be limited. The power point presentation from the CEO presentation will be uploaded on the website following the Annual General Meeting.

ADDNODE GROUP

PROPOSED AGENDA

The Board's proposed agenda is as follows:

1. The meeting is opened
2. Election of Chairman of the Meeting (see below)
3. Preparation and approval of voting list
4. Approval of the Agenda
5. Election of one or more persons to verify the minutes
6. Determination as to whether the Meeting has been duly convened
7. CEO's presentation of operations
8. Presentation of the Annual Report and the Auditors' Report as well as the Consolidated Accounts and Consolidated Auditors' Report for 2019
9. Decision regarding the adoption of the income statement and balance sheet as well as the consolidated income statement and balance sheet for 2019
10. Decision regarding the disposition of the Company's profits in accordance with the adopted balance sheet (see below)
11. Decision regarding the discharge from personal liability for the members of the Board of Directors and for the CEO
12. Report on the work of the Nomination Committee and proposals for the Meeting
13. Decision regarding the number of Board members and deputies if any (see below)
14. Decision regarding remuneration to the Chairman of the Board, the other Board members, and to the auditor (see below)
15. Election of Board members, Chairman of the Board and auditor (see below)
16. The Board's proposal for a decision regarding guidelines for remuneration for the Executive Management (see below)
17. The Board's proposal for a decision to authorize the Board to decide on acquisitions and transfer of the Company's own shares (see below)
18. The Board's proposal for a decision to authorize the Board to decide on issues of new shares (see below)
19. The Board's proposal for a decision on amendments to the articles of association (see below)
20. The Nomination Committee's proposal for a decision on a Nomination Committee (see below)
21. Closing of the meeting

PROPOSED RESOLUTIONS

Before the Annual General Meeting 2020, the Nomination Committee has comprised of Jonas Gejer (the Chairman of the Nomination Committee), appointed by Aretro Capital Group AB, Dick Hasselström, appointed by Verg AB, Vegard Søråunet, appointed by Odin funds, Magnus Skåniger, appointed by Swedbank Robur funds and Staffan Hanstorp, Chairman of the Board of Addnode Group. The Nomination Committee of Addnode Group has submitted proposals under item 2, 13-15 and 20 on the agenda. The Board has submitted proposals under item 10 and 16-19 on the agenda.

Item 2 - Election of Chairman of the Meeting

The Nomination Committee proposes Staffan Hanstorp to be elected as Chairman of the Meeting.

Item 10 - Decision regarding the disposition of the Company's profits in accordance with the adopted balance sheet

The Board proposes that the Annual General Meeting resolves that no dividend will be paid to the shareholders for the financial year 2019 and that the balance of SEK 788,346,328 is carried forward.

Item 13 and 15 - Decision regarding the number of Board members and deputies, if any, and election of Board members, Chairman of the Board and auditor

The Nomination Committee proposes the Board to consist of seven members and to re-elect all of the Board members, i.e. Jan Andersson, Kristoffer Arwin, Johanna Frelin, Staffan Hanstorp, Sigrun Hjelmqvist and Thord Wilkne and that Kristina Willgård is elected as a new member of the Board. Staffan Hanstorp is proposed as the Chairman of the Board. No deputies shall be elected to the Board.

ADDNODE GROUP

The Nomination Committee proposes, in accordance with the recommendation from the Audit Committee, re-election of the registered public accounting firm PricewaterhouseCoopers AB as auditor for the period until the end of the next Annual General Meeting. PricewaterhouseCoopers AB will appoint Anna Rosendal to be auditor in charge.

Item 14 - Decision regarding remuneration to the Chairman of the Board, the other Board members, and to the auditor

The Nomination Committee proposes fees to the Board, for the period until the end of the next Annual General Meeting, to be paid in the amounts of SEK 400,000 (unchanged) to the Chairman of the Board and SEK 200,000 (unchanged) to each of the other Board members elected by the Annual General Meeting. Remuneration may further be paid on account for special undertakings by Board members in their respective fields of expertise (consultancy services etc.), provided that such undertakings have previously been approved by the Chairman of the Board or by two Board members. Fees for work in the Audit Committee shall be paid in the amount of SEK 85,000 (unchanged) to the Chairman and SEK 55,000 (unchanged) to each of the other committee members. Fees for work in the Remuneration Committee shall be paid in the amount of SEK 20,000 (unchanged) to each of the committee members. The Nomination Committee has further proposed that fair remuneration to the auditor is to be paid with a reasonable amount by approved accounts.

It is further proposed that maximum of SEK 190,000 per month may be paid to the Chairman of the Board for work in relation to the Group's acquisition opportunities, funding, strategic partnerships and overall strategic matters as specifically agreed.

Item 16 - The Board's proposal for a decision regarding guidelines for remuneration for the Executive Management

Executive Management means the CEO of the parent company and the other members of the group management. The guidelines are applicable to remuneration agreed, and amendments to remuneration already agreed, after adoption of the guidelines by the Annual General Meeting 2020. These guidelines do not apply to any remuneration decided or approved by the general meeting.

The guidelines' promotion of the Company's business strategy, long-term interests and sustainability

The strategy of Addnode Group is to acquire, operate and develop entrepreneur-driven companies that help digitalise society. The financial objectives of the Group are i) an annual growth in net sales of at least ten per cent, ii) an operating margin before amortization and impairment of intangible assets (EBITA margin) of at least ten per cent, and iii) at least 50 per cent of consolidated profit after tax shall be distributed to the shareholders, provided that the net cash is sufficient to operate and develop the business.

A prerequisite for the successful implementation of the Company's business strategy and safeguarding of its long-term interests, including its sustainability, is that the company is able to recruit and retain qualified personnel. The Company shall therefore apply compensation levels and employment conditions that are competitive and on market terms to be able to recruit and retain a management with high competence and capacity to achieve set goals.

Types of remuneration, etc.

Remuneration to the CEO of the parent company and the other members of the Executive Management shall normally consist of fixed salary, variable remuneration, share based incentive plans, pension and additional benefits.

ADDNODE GROUP

Fixed salary

To obtain fixed salary, no achievement of specific performance targets is required. However, the employee's individual results and qualitative competence shall be taken into account together with the business result when determining fixed salaries and possible salary increases. The fixed salary is as a general rule re-evaluated on an annual basis.

Variable cash remuneration

A variable remuneration can be paid in addition to the fixed salary. Variable remuneration shall be based on results achieved and/or individually established and specific targets. The variable remuneration shall be based on measurements that are linked to the annual business plan, which in turn is linked to Addnode Group's long-term business strategy and financial targets. The measurements shall include financial targets on group level and division level (for relevant members of the Executive Management). Other measurements can be strategic targets, operational targets, targets for co-worker commitment or customer satisfaction, targets related to sustainability and responsible business or other leading indicators. The starting point is that the majority of the variable remuneration shall be based on the measurements for the part of the business that the senior executive is responsible for.

In total, a maximum of four targets can be assigned to a member of the Executive Management for a financial year. Financial targets shall stand for at least 75 per cent of possible target bonus, and at least 15 per cent shall be on group level. The minimum weighting for an individual target shall be 10 per cent. The result for all targets shall be calculated on a result period of 12 months (financial year). For the President/CEO the maximum payment of variable remuneration amounts to the equivalent of twelve fixed monthly salaries. For other members of the Executive Management, the maximum payment is nine fixed monthly salaries.

Share based incentive plans

Share based incentive plans shall secure a long-term commitment to the Group's development and encourage own shareholding in the Company as well as be implemented on market terms. Share based incentive plans shall be resolved by the general meeting and are therefore not covered by these guidelines.

Pensions and other benefits

Pensions shall always be premium based to create predictability with regards to the company's future commitments. Pension premiums shall be paid with up to a maximum of 30 per cent of the current fixed annual salary.

Other remuneration and benefits shall be on market terms and contribute to facilitating the executive's ability to carry out his/her work assignments and may not amount to more than 10 per cent of the fixed annual cash salary. Other benefits mainly refer to company car or car allowance.

Termination of employment

The employment contracts of the senior executives include terms regulating termination of employment. According to the policy, employment can be terminated at the request of one party, with a term of notice of at least six months and a maximum of twelve months. During the term of notice, the payment of salaries, remuneration and benefits shall be unchanged.

Salary and employment conditions for employees

In the preparation of the Board's proposal for these remuneration guidelines, salary and employment conditions for employees of the Company have been taken into account by including information on the employees' total income, the components of the remuneration and increase and growth rate over time, in the Remuneration Committee's and the Board's basis of decision when evaluating whether the guidelines and the limitations set out herein are reasonable.

ADDNODE GROUP

Remuneration to the Board in addition to fees resolved by the general meeting

Members of the Board elected by the general meeting shall in special cases be able to receive fees and other remuneration for work performed on behalf of the Company in addition to the work on the Board (consultancy services etc within the Board members' respective fields of expertise). For such services, fees shall be paid on market terms and shall be approved in advance by the Chairman of the Board or by two members of the Board. These guidelines apply to such remuneration.

The decision-making process to determine, review and implement the guidelines

The Board has established a Remuneration Committee. The committee's tasks include preparing the Board's decision to propose guidelines for executive remuneration and any decision to deviate from the guidelines. The Board shall prepare a proposal for new guidelines at least every fourth year and submit it to the Annual General Meeting. The guidelines shall be in force until new guidelines are adopted by the general meeting. The Remuneration Committee shall also monitor and evaluate programs for variable remuneration for the Executive Management, the application of the guidelines for executive remuneration as well as the current remuneration structures and compensation levels in the Company. The CEO and other members of the Executive Management do not participate in the Board's processing of and resolutions regarding remuneration-related matters in so far the matters concern their own remuneration.

Derogation from the guidelines

The Board may temporarily resolve to derogate from the guidelines, in whole or in part, if in a specific case there is special cause for the derogation and a derogation is necessary to serve the company's long-term interests, including its sustainability, or to ensure the Company's financial viability. If the Board derogates from the guidelines for remuneration for the Executive Management, this shall be reported in the remuneration report before the next Annual General Meeting.

Item 17 - The Board's proposal for a decision to authorize the Board to decide on acquisitions and transfer of the Company's own B shares

The Board proposes that the Annual General Meeting authorizes the Board to make decisions, on one or several occasions prior to the next Annual General Meeting, to acquire a maximum number of series B shares so that the Company's holding following the acquisition does not exceed 10 per cent of all the shares in the Company at any time. The buyback shall be conducted on Nasdaq Stockholm at a price that is within the registered range for the share price prevailing at any time (the so-called spread), that is, the range between the highest ask price and the lowest bid price and, where applicable, observing the, from time to time, applicable rules set out in Nasdaq Stockholm's Rulebook for Issuers. Where buybacks are effected by a stock broker assigned by the Company, the share price may, however, correspond to the volume weighted average price during the time period within which the shares were acquired, even if the volume weighted average price on the day of delivery to the Company falls outside the spread. The purpose of any buyback of own shares is primarily to be able to transfer shares in conjunction with financing of company acquisitions and other types of strategic investments as well as to enable the delivery of shares related to completion of the Company's possible future long-term share based incentive programmes.

Furthermore, the Board proposes that the Annual General Meeting authorizes the Board to make decisions, on one or several occasions, prior to the next Annual General Meeting, to transfer series B shares in the Company to a third party. The number of shares transferred may not exceed the total number of shares held by the Company at any time. Transfer may be conducted on or outside Nasdaq Stockholm and includes the right to deviate from the preferential rights of shareholders. The transfer of shares on Nasdaq Stockholm shall be conducted at a price within the registered price interval at any time. The transfer of shares outside Nasdaq Stockholm shall be made at a price in cash or value in property received that corresponds to the share price at the point in time of the transfer of Addnode Group shares that are transferred with the deviation that the Board deems appropriate. The reason for permitting the Board to deviate from the preferential rights of shareholders is to enable financing of potential company acquisitions and other types of strategic investments in a cost efficient manner. For a valid decision under this item, the Annual General Meeting's decision must be supported by

ADDNODE GROUP

shareholders representing at least two thirds of both the votes cast and the shares represented at the Annual General Meeting.

Item 18 - The Board's proposal for a decision to authorize the Board to decide on issues of new B shares

The Board proposes that the Annual General Meeting authorizes the Board to make decisions, on one or several occasions, prior to the next Annual General Meeting, with or without deviation from the preferential rights of shareholders, regarding new B share issues. Based on the resolution, with the support of an authorization, it shall be possible to increase the share capital by a total of not more than SEK 39,600,000 by issuing a total of not more than 3,300,000 new B shares at full subscription. The authorization shall also encompass the right to decide on a new B share issue stipulating cash-in-kind payment or that shares shall be subscribed for with right of set-off or otherwise with conditions stipulated in Chapter 13, Section 7 of the Swedish Companies Act. The reason for the deviation from the preferential rights of shareholders is to enable private placements for the execution of acquisitions of other companies or operations in full or in part. The basis for the subscription price shall be the market value of the share. For a valid decision under this item, the Annual General Meeting's decision must be supported by shareholders representing at least two thirds of both the votes cast and the shares represented at the Annual General Meeting.

Item 19 - The Board's proposal for a decision on amendments to the articles of association

The Board proposes that the Annual General Meeting resolves on adjustments to the articles of association to adapt the articles of association to certain legislative changes that have entered into force or are expected to enter into force during the year as follows:

Current wording

§1

The company name is Addnode Group Aktiebolag (publ). The company is a public limited liability company.

§9

Notice of general meetings of shareholders shall be published in the Official Swedish Gazette and at the company's website. An announcement with information that notice to the general meeting has been issued shall be published in Dagens Industri.

Shareholders intending to participate in general meetings of shareholders must first be recorded in the print-out or other statement of the complete share register as of five days prior to such meeting, and secondly, notify the company by no later than 3 p.m. on the day stated in the notification to attend the meeting. The latter-mentioned day may not fall on a Sunday, public holiday, Saturday, Midsummer's Eve, Christmas Eve or New Year' Eve, nor may it fall earlier than the fifth weekday prior to the meeting.

Shareholders or proxy holders for shareholders may bring a maximum of two advisors at the general meetings of shareholders. Shareholders' advisors may only be brought to the general meetings if the shareholder has previously notified the number of advisors to the company. Such notification shall be made no later than when notification of shareholders' participation at the general meetings of shareholders must be made.

Proposed wording

§1

The company's business name is Addnode Group Aktiebolag (publ). The company is a public limited liability company.

§9

Notice of general meetings of shareholders shall be published in the Official Swedish Gazette and at the company's website. An announcement with information that notice to the general meeting has been issued shall be published in Dagens Industri.

Shareholders intending to participate in general meetings of shareholders shall notify the company no later than on the day stated in the notice to attend the meeting. This day may not fall on a Sunday, public holiday, Saturday, Midsummer's Eve, Christmas Eve or New Year' Eve, nor may it fall earlier than the fifth weekday prior to the meeting.

Shareholders or proxy holders for shareholders may bring a maximum of two advisors at the general meetings of shareholders. Shareholders' advisors may only be brought to the general meetings if the shareholder has previously notified the number of advisors to the company. Such notification shall be made no later than when notification of shareholders' participation at the general meetings of shareholders must be made.

ADDNODE GROUP

§13

The company's shares shall be recorded in a central securities depository register pursuant to the Swedish Financial Instruments Act (1998:1479). The shareholder or nominee recorded in the share register, and noted in a central securities depository register on the record date pursuant to Chapter 4 of the Swedish Financial Instruments Act (1998:1479), or the party recorded in the central securities depository account pursuant to Chapter 4 Section 18 paragraph 1 items 6–8 of the above Act, shall be considered authorized to exercise the rights pursuant to Chapter 4 Section 39 of the Swedish Companies Act (2005:551).

§13

The company's shares shall be recorded in a central securities depository register pursuant to the Swedish Central Securities Depositories and Financial Instruments Accounts Act (1998:1479). The shareholder or nominee recorded in the share register, and noted in a central securities depository register on the record date pursuant to Chapter 4 of the Swedish Central Securities Depositories and Financial Instruments Accounts Act (1998:1479), or the party recorded in the central securities depository account pursuant to Chapter 4 Section 18 paragraph 1 items 6–8 of the above Act, shall be considered authorized to exercise the rights pursuant to Chapter 4 Section 39 of the Swedish Companies Act (2005:551).

For a valid decision under this item, the Annual General Meeting's decision must be supported by shareholders representing at least two thirds of both the votes cast and the shares represented at the Annual General Meeting.

Item 20 - The Nomination Committee's proposal for a decision on a Nomination Committee

The current Nomination Committee has proposed that the Annual General Meeting resolves to commission the Chairman of the Board to contact the four largest owner-registered shareholders in terms of voting rights based on shareholder statistics as per 31 August 2020, each of which appoints one member of the Nomination Committee, along with the Chairman of the Board, until a new Nomination Committee is appointed by mandate of the next Annual General Meeting.

If any of these shareholders decides to renounce its right to appoint a member of the Nomination Committee, the right shall pass to the largest shareholder in turn. The Chairman of the Nomination Committee shall be the member appointed by the largest shareholder in terms of voting rights, if not agreed otherwise by the members of the Nomination Committee. The Chairman of the Board shall not be the Chairman of the Nomination Committee.

The composition of the Nomination Committee shall be announced as soon as it has been appointed and no later than six months before the 2021 Annual General Meeting. No fees are paid to members of the Nomination Committee but the Company shall pay for reasonable costs that the Nomination Committee has considered to be necessary in order for the Nomination Committee to be able to complete its assignment. If a member resigns from the Nomination Committee before completing his or her assignment, and if the Nomination Committee considers that there is a need to replace this member, the replacement will be appointed by the same shareholder that appointed the resigning member. In the event that a significant change occurs in the ownership structure after the Nomination Committee has been appointed, the composition of the Nomination Committee shall also be changed accordingly, if the Nomination Committee considers that this is necessary. No changes in the composition of the Nomination Committee shall be made, unless there are special circumstances, if the change occurs later than three months before the Annual General Meeting. Changes in the composition of the Nomination Committee shall be announced as soon as possible.

The task of the Nomination Committee is, prior to the Annual General Meeting, to present proposals regarding the number of Board members to be elected by the Annual General Meeting, Board fees, auditors' fees, any remuneration for committee work, composition of the Board, Chairman of the Board, Nomination Committee, Chairman of the Annual General Meeting and election of auditors. The present Nomination Committee shall remain until a new Nomination Committee has been formed.

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OTHER INFORMATION

The number of shares in the Company as of the day of announcement of this notice amounts to 33,427,256 of which 987,174 are series A shares and 32,440,082 are series B shares, corresponding to a total of 42,311,822 votes. Series A shares carry ten votes and series B shares carry one vote each. As of the day of announcement of this notice, the Company held no own shares in treasury.

In accordance with the Swedish Companies Act Chapter 7, Section 32, the shareholders have the right to ask questions at the Annual General Meeting in relation to the items on the agenda and about the financial situation of the Company and the Group. Shareholders who wish to submit questions in advance of the Annual General Meeting, may send these to Addnode Group AB (publ), "Annual General Meeting", Hudiksvallsgatan 4, SE-113 30 Stockholm.

AVAILABLE DOCUMENTS

The Company's Annual Report and auditors' report relating to the 2019 financial year, statement regarding the work of the Nomination Committee and the Nomination Committee's reasoned statement regarding the Board proposal, information about the proposed Board members, the Board's reasoned statement relating to the proposed authorization pertaining to acquisition of own shares according to Chapter 19, Section 22 of the Swedish Companies Act, the auditor's report regarding whether the previous guidelines for remuneration to the Executive Management have been complied with, the statement regarding the result of the Remuneration Committee's evaluation according to the Swedish Corporate Governance Code and complete proposal of new articles of association will be available on the Company's website, www.addnodegroup.com and at the Company from, no later than, Thursday, 16 April 2020. The above documents will also be sent to shareholders who so request and provide their postal address.

PROCESS OF PERSONAL DATA

For information regarding the process of your personal data, please see the privacy notice available on Euroclear's website <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

Stockholm, April 2020

Addnode Group Aktiebolag (publ)

The Board of Directors

The information was submitted for publication, through the agency of the contact person set out below, at 12 noon. CEST on 2 April 2020.

For more information, please contact:

Lotta Jarleryd, CFO, Addnode Group

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About Addnode Group

Addnode Group acquires, operates and develops entrepreneur-driven companies that supply software and digital services to markets in which the group have or can achieve a leading position. We are one of Europe's leading suppliers of software and services for design, construction and product data information, and a leading supplier of document and case management systems to public sector clients in Sweden and Norway.

We are 1 850 employees in Sweden, Germany, UK, Australia, Austria, Canada, Denmark, Finland, France, India, Japan, Netherlands, Norway, Serbia, Slovakia, South Africa and USA. Net sales in 2019 amounted to SEK 3 434 million. Addnode Group's Series B share is listed on Nasdaq Stockholm. For more information, please visit: www.addnodegroup.com.