

This is an unofficial translation of the Swedish notice. In case of any discrepancies between the Swedish notice and this English translation, the Swedish notice shall prevail.

Notice of Annual General Meeting in Transcendent Group AB (publ)

The shareholders in Transcendent Group AB (publ), 559005-1164, (the “**Company**”) are hereby convened to the Annual General Meeting on Tuesday 26 May 2020, at 5:00 PM. The Annual General Meeting will be held at the Company’s office with address Sveavägen 20, Stockholm.

A. Participation

Shareholders who wish to participate in the Annual General Meeting must (i) be recorded as shareholders in the register of shareholders maintained by Euroclear Sweden AB (“**Euroclear**”) on Tuesday 19 May 2020, and (ii) notify the Company of their intention to attend the Annual General Meeting no later than on Wednesday 20 May 2020.

The notification shall be made in writing to Transcendent Group AB (publ), Sveavägen 20, 111 57 Stockholm, or by e-mail bolagsstamma@transcendentgroup.com. When the shareholders notify the Company they shall state their name, personal identity number/registration number, address, telephone number, registered holding of shares and, when applicable, number of assistants and, when applicable, representatives. Shareholders who are represented by a proxy holder should send the original proxy, signed and dated by the shareholder, to the Company in advance of the Annual General Meeting. If the proxy is issued by a legal entity a certified copy of the certificate of registration or equivalent (“**Registration Certificate**”) for the legal entity shall be attached. The Registration Certificate and the proxy cannot be older than one year, however not when the proxy according to its wording is valid for a longer period, maximum five years. The proxy form is available on the Company’s website, www.transcendentgroup.com.

Shareholders whose shares are registered in the name of a nominee must, in order to participate in the Annual General Meeting, request that their shares are temporarily re-registered in their own names in the register of shareholders maintained by Euroclear. Such registration must be effected by Euroclear not later than on Tuesday 19 May 2020. This means that shareholders who need such registration must in due time before Tuesday 19 May 2020 notify the nominee thereof.

Any personal record data from proxies and the register of shareholders maintained by Euroclear will be used for necessary registration and preparation of the voting list for the Annual General Meeting.

Information with regards to the corona virus

Due to the outbreak of the corona virus shareholders with symptoms of illness or shareholders who have visited a risk area are asked not to attend in person, but to use the possibility to attend and vote through a proxy holder. Shareholders who want to authorise a proxy holder can find relevant documents on the Company’s website.

As a precautionary measure to reduce the risk of spreading the corona virus in connection with the Annual General Meeting, the Company has also decided to take the following measures:

- no beverages or food will be served,
- there will be no speeches at the Annual General Meeting, the speech of the CEO will instead be uploaded on the Company’s website in advance of the Annual General Meeting,
- the number of non-shareholders, Board members, corporate officers and guests present will be limited, and

- the questions at the Annual General Meeting will be concentrated to matters on the agenda and other information that the participants are entitled to receive according to law. Consequently, no general question session will be held and the Annual General Meeting will as far as possible be minimized in time without restricting the rights of the shareholders.

Further measures may be presented by the Board before the Annual General Meeting. Information will be announced and available on the Company's website.

Please follow the recommendations regarding the corona virus and the covid-19 disease from the Public Health Agency. For up-to-date information, see folkhalsomyndigheten.se.

B. Matters at the Annual General Meeting

B.1 Proposed agenda

1. Opening of the Annual General Meeting.
2. Election of the chairman of the Annual General Meeting.
3. Preparation and approval of the voting list.
4. Election of one or two persons to certify the minutes.
5. Consideration of whether the Annual General Meeting has been properly convened.
6. Approval of the agenda.
7. Presentation of the Annual Accounts and the auditors' report and the consolidated accounts and the consolidated auditors' report.
8. Resolutions regarding:
 - a) adoption of the profit and loss account, the balance sheet and the consolidated profit and loss account and the consolidated balance sheet,
 - b) allocation of the Company's result according to the approved balance sheet, and
 - c) discharge from liability for the members of the Board of Directors and the Managing Director.
9. Determination of the number of members of the Board of Directors and deputies that shall be elected by the Annual General Meeting.
10. Determination of the remuneration of the Board of Directors and auditors.
11. Election of the members of the Board of Directors.
12. Election of the chairman of the Board of Directors.
13. Election of auditors.
14. Determination of remuneration guidelines for senior executives.
15. Resolution on issuance of new shares against payment in kind.
16. Resolution on the instructions for the nomination committee for the Annual General Meeting of 2021.
17. Resolution on the amendment of the Articles of Association.
18. Closing of the Annual General Meeting.

B.2 Proposals for decision

Item 2 – Election of the chairman of the Annual General Meeting
Håkan Berg is proposed to be the chairman of the Annual General Meeting.

Item 8 b) – Allocation of the Company's result
The Board of Directors proposes that no dividend shall be paid to the shareholders.

Items 9-13 – Election of the Board of Directors and remunerations etc.

During 2019, there has been no Nomination Committee formally appointed by the Annual General Meeting in the Company. Instead, the largest shareholders have appointed a committee consisting of Martin Bohlin (member of Group Management), Håkan Berg (chairman of the Board of Directors) and Jan Palmqvist (representative of smaller shareholders) (the “**Committee**”).

The Committee has proposed the following to the Annual General Meeting:

- that the number of ordinary members of the Board of Directors shall be five with no deputies;
- that the following persons are re-elected, for the time until the end of the next Annual General Meeting, as members of the Board of Directors: Lars-Olof Andersson, Håkan Berg, Sigrun Hjelmqvist, Magnus Juvas och Ingrid Nordlund;
- that Håkan Berg is re-elected as chairman of the Board of Directors;
- that KPMG AB is re-elected, for the time until the end of the next Annual General Meeting, as auditor;
- that the remuneration to the Board of Directors shall amount to:

Håkan Berg (chairman)	SEK 200,000 (unchanged)
Lars-Olof Andersson	SEK 100,000 (unchanged)
Sigrun Hjelmqvist	SEK 100,000 (unchanged)
Magnus Juvas	SEK 100,000 (no remuneration was paid during 2019)
Ingrid Nordlund	SEK 100,000 (unchanged)
- that the auditors shall be entitled to a fee in accordance with the approved invoice.

Information about the persons that are proposed as members of the Board of Directors can be found on the Company’s website, www.transcendentgroup.com.

Item 14 - Determination of remuneration guidelines for senior executives

The Board of Directors proposes that the Annual General Meeting resolves to adopt guidelines for remuneration to the senior executives in accordance with appendix 1. The guidelines have been developed taking into account the new EU rules on shareholders' rights that have been implemented through amendments to the Swedish Companies Act and the Swedish Corporate Governance Code.

Item 15 - Resolution on issuance of new shares against payment in kind

The Company has entered into an agreement with Anna Nielanger, branch manager in Gothenburg and minority shareholder in the Company's subsidiary Transcendent Group Väst AB, org. no. 556973-9484 ("**TG West**"), regarding the acquisition of all 10,000 shares owned by Anna Nielanger, representing 19.8% of the share capital of TG West for a total purchase price of SEK 1,600,000 (the "**Acquisition**"). The parties have agreed that, subject to approval by the shareholders of the Company, 50% of the purchase price shall be paid in cash and 50% of the purchase price shall be paid by payment in shares of the Company. Following the acquisition, TG West will be wholly owned by the Company.

Due to the Acquisition, the Board of Directors proposes that the Annual General Meeting resolves to issue 61,069 new ordinary shares, entailing an increase in the share capital of SEK 6,106.9, against payment in kind.

The right to subscribe for the new shares shall, with deviation from the shareholders' preferential rights, vest in Anna Nielanger. Payment for the ordinary shall be made by way of contribution of non-cash consideration comprising of 5,000 shares in TG Väst (the “**Non-cash consideration**”). The reason for the deviation from the shareholders' preferential rights is to enable the Company to become 100% owner of the subsidiary TG Väst and for Anna Nielanger to continue to have a significant financial interest in the Company, which is judged to benefit the Company and its shareholders.

The new ordinary shares shall be issued to a subscription price per share of SEK 13.10, which corresponds to the Company's volume-weighted average price per ordinary share during the period from 20 March 2020 to 17 April 2020 which was SEK 13.03.

Subscription through payment (contribution of Non-cash consideration) for the newly-issued shares shall take place within 14 days of the date of the resolution to issue new shares. The Board of Directors shall be entitled to extend the subscription period.

The new ordinary shares shall entail the right to a dividend for the first time on the record day for dividend that is closest after the time that the share issue has been registered with the Swedish Companies Registration Office and the ordinary shares are entered in the share register with Euroclear Sweden AB.

The Board of Directors shall be entitled to extend the subscription- and payment period. Moreover, the Board of Directors or a person appointed by the Board of Directors shall be authorised to make any minor adjustments required to register the resolution with the Swedish Companies Registration Office and/or Euroclear Sweden AB.

A resolution in accordance with the above requires, for its validity, that it is supported by shareholders representing at least 9/10 of the votes cast and the shares represented at the Annual General Meeting.

[Item 16 - Resolution on the instructions for the Nomination Committee for the Annual General Meeting of 2021](#)

The Committee proposes that the procedure for appointing the Nomination Committee shall be carried out in accordance with the following.

It is proposed that the Annual General Meeting resolve to instruct the chairman of the Board of Directors to contact the four largest registered shareholders listed in the Company's share register kept by Euroclear Sweden as of the final bank day in August, each of which shall appoint a representative who is not a member of the Board of Directors of the Company, to constitute the Nomination Committee ahead of the Annual General Meeting 2021. When determining who the four, with regards to votes, largest shareholders are, a group of shareholders shall be considered as one shareholder if they (i) are considered an owner group by Euroclear Sweden, or (ii) has made public and notified the Company in writing that they have agreed, in writing, to through coordinated performance of voting right take a long-term joint standpoint with regards to the Company's management. The member appointed by the largest shareholder shall be appointed as chairman of the Nomination Committee. The chairman of the Board of Directors attends the meetings of the Nomination Committee but is not a member of the Nomination Committee.

If any of the largest shareholders do not wish to appoint a member to the Nomination Committee, the largest shareholders in turn shall be contacted. If any of the shareholders in turn refrain from appointing a member to the Nomination Committee, the chairman of

the Board of Directors will only need to contact the eight largest shareholders in order to obtain a Nomination Committee composed of at least four members. If a Nomination Committee composed of four members is not obtained after having contacted the eight largest shareholders, the Nomination Committee may consist of fewer than four members. The term the "largest shareholders" below refers to such number of the largest shareholders which the chairman of the Board of Directors has contacted in order to obtain a Nomination Committee in accordance with procedure described above. Shareholders who have appointed a member of the Nomination Committee have the right to dismiss a member and appoint a new member. If earlier than two months prior to the Annual General Meeting, a shareholder having appointed a member to the Nomination Committee no longer is among the largest shareholders, the member appointed by such shareholder shall resign and the new shareholder who at such time is among the largest shareholders may appoint a representative. If the change takes place later than two months before the Annual General Meeting, the Nomination Committee can instead decide to adjourn a member appointed by the new larger owner. If earlier than two months prior to the Annual General Meeting, an member of the Nomination Committee resigns the assignment, the same shareholder who appointed the departing member shall have the right to appoint a new member, or if the shareholder is no longer among the largest shareholders, the largest shareholder in turn. If the change takes place later than two months before the Annual General Meeting, the resigning member shall be replaced only if the Nomination Committee deems it necessary.

Changes to the Nomination Committee's composition shall be made public as soon as possible. The Nomination Committee's composition ahead of the Annual General Meeting 2021 will be published six months before the Annual General Meeting, at the latest. The Company shall reimburse appropriate costs referable to the Nomination Committee's fulfillment of the assignment, however, no remuneration shall be paid to the members of the Nomination Committee.

The Nomination Committee shall draw up proposals for presentation to and decision by the Annual General Meeting 2021 regarding:

- proposal of chairman of the Annual General Meeting,
- proposal of members of the Board of Directors,
- proposal of chairman of the Board of Directors,
- proposal of remuneration to each member of the Board of Directors,
- proposal of compensation for eventual committee work,
- proposal of auditors and remuneration to the auditors,
- proposal of nomination procedure for the following year.

The Board of Directors assists the Nomination Committee in its work on proposing the election of auditors and with proposals for remuneration to the auditors. The Board evaluates the auditors' work and informs the Nomination Committee of the result.

Item 17 - Resolution on the amendment of the Articles of Association

Due to the fact that there is no requirement to include information on the Record Date in the Articles of Association, as it is regulated by the Companies Act (2005:551), and that the current wording of item 8 of the Articles of Association is not compatible with a proposed amendment to the Companies Act, which is proposed to enter into force in 2020, the Board proposes that the Annual General Meeting shall resolve to amend item 8 of the Articles of Association in accordance with the following.

Proposed amendment

Notice to attend a general meeting shall take place through an announcement in the Official Swedish Gazette and by making the notice to attend available on the company's website. Concurrently with the issuance of notice to attend, the company shall announce, in Svenska Dagbladet, that notice to attend has been given.

The right to participate at general meetings shall vest in any shareholder who, ~~five weekdays prior to the general meeting,~~ is listed as a shareholder in the share register and has notified the company thereof not later than the date specified in the notice of their intention to attend the general meeting. Such a date may not be a Sunday, other public holiday, Saturday, Midsummer Eve, Christmas Eve or New Year's Eve and may not occur earlier than the fifth weekday prior to the general meeting.

A resolution in accordance with the above requires, for its validity, that it is supported by shareholders representing at least 2/3 of the votes cast and the shares represented at the Annual General Meeting.

Number of shares and votes

At the time of issuing notice to attend the Annual General Meeting, the Company has in total 6,465,542 registered ordinary shares, each with one vote per share. The Company holds no own shares.

Right to information

Shareholders present at the Annual General Meeting have the right to request information regarding matters on the agenda or the Company's financial situation in accordance with Chapter 7 Section 32 of the Swedish Companies Act (2005:551).

Documents

The annual accounts and the auditor's report together with a proxy form and the Board's complete proposals for resolutions and the auditor's statement due to the proposed issuance of new shares against payment in kind will no later than Tuesday 5 May 2020 be available on the Company's website, www.transcendentgroup.com and at the Company's office at Sveavägen 20, Stockholm. The documents will further be sent free of charge to shareholders who request it and who states its address.

The Board of Directors
Stockholm in April 2020
Transcendent Group AB (publ)

Appendix 1 - Board of directors' proposal for remuneration guidelines for Group executive management team

The following guidelines include Group CEO and other members of the Transcendent Group (“the Company”) Group executive management team. After the guidelines have been adopted by the Annual General Meeting, they shall be applied to remuneration agreed at the Annual General Meeting and changes on already agreed remuneration. The guidelines do not apply to remuneration that is treated as a separate decision at the Annual General Meeting, such as share related remuneration. The Group CEO and other members of the Group executive management do not participate in the Board of Directors’ processing of, and resolutions regarding, remuneration related matters in so far as they are affected by such matters.

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

Transcendent Group’s strategic focus is to grow, both in an already established market and internationally through establishment on new geographical markets. This, together with a continuous development of Transcendent Group’s product and service offer, provides good opportunities for a strong growth. The Company’s primary mission is to help customers to meet an increased demand of professional GRC services in an ever-changing world with increased complexity and greater operational risks. For more information on the Company’s business strategy, see the Company’s webpage: [Prospectus](#)

A successful implementation of the Company’s business strategy and long-term interests, including sustainability, requires that the Company can recruit and retain qualified Group executives. That requires that the Company can offer a competitive total compensation, that is enabled by these guidelines.

The purpose of variable cash remuneration covered by these guidelines is to promote the Company’s business strategy as well as its long-term interest, including sustainability matters.

2. Compensation components and other terms for members of Group executive management team

Remuneration to the Group CEO is determined by the Board of Directors. The Board of Directors decides on the remuneration of other Group executive management team members based on the Group CEO’s proposal according to the so-called grandfather principle.

Total remuneration shall be in line with market practice and may include the following components: annual fixed salary, short-term variable remuneration, long-term variable remuneration, benefits and pension. In addition, the Annual General Meeting may – irrespective of these guidelines – resolve on share-based remuneration.

Performance criteria for variable remuneration shall be measured over a measurement period of one (1) or several years. Short term variable remuneration cannot exceed 50 percent of fixed annual salary (i.e. 6 monthly salaries) for Group executives for a measurement period. Long term cash-based remuneration cannot exceed 75 percent of fixed annual salary.

Pension contribution to Group executives shall be in line with market practice and in accordance with local conditions. Variable cash remuneration shall not be pensionable salary, except when it follows from rules under a general pension plan. The pension premiums shall amount to no more than 25 percent of fixed annual salary. Group executives are offered to exchange fixed salary to pension as long as it is cost neutral for the Company and allowed by local regulations.

Other benefits may include healthcare insurance and car benefit. Premiums and costs of such benefits may amount to a maximum of 5 percent of the fixed annual salary. For employees governed by rules other than Swedish rules, pension benefits and other benefits may be adjusted to comply with local rules and practice.

3. Termination of employment

Notice period for a member of the Group executive management at the initiative of the Company corresponds to minimum of three (3) up to a maximum of six (6) months depending on position (6 months for CEO positions). No severance pay is paid.

4. Criteria for payment of variable cash remuneration

Any variable remuneration component shall reward the fulfillment of pre-defined and measurable criteria, financial or non-financial, that are clearly related to the Company's financial or non-financial objectives. The criteria shall promote the Company's business strategy and long-term interests, including sustainability.

When the measurement period ends, assessment of potential outcome is made based on the pre-determined criteria for payment of variable remuneration. The Board of Directors is responsible for the assessment of Group CEO's potential outcome in variable remuneration, while the Group CEO is responsible for the assessment of other Group executive managers' outcome in variable remuneration. For financial targets, the assessment is based on the financial information published by the Company.

The terms for variable cash remuneration shall be structured so that the Board of Directors, if exceptional conditions prevail, has the possibility to limit or refrain from paying variable remuneration, if such a payment is considered unreasonable for different reasons.

5. Salary and employment conditions for employees

Salary and employment conditions for the employees are base for the Board of Directors' proposal for these remuneration guidelines. Information about employees' total remuneration, individual remuneration components as well as development of salary increases over time have constituted the basis for the Board of Directors' evaluation of whether these remuneration guidelines are reasonable.

6. The decision-making process to determine, evaluate and apply the guidelines

The Board of Directors' proposal for remuneration guidelines for Group executives is presented and subject for approval at the Annual General Meeting. The Board shall prepare a proposal for new guideline at least every fourth year and submit to the Annual General Meeting.

The Board will further follow and evaluate programs for variable remuneration for the Company's Group executive management and the application of the guidelines in terms of remuneration levels and structures. The guidelines shall be in force until new guidelines are adopted by the Annual General Meeting.

7. Deviations from the guidelines

The Board can decide to temporarily deviate from the guidelines partially or entirely, if there are reasons for it in occasional cases and deviation is considered necessary in order to serve the Company's long-term interests, or to ensure the Company's financial viability.

8. Possible changes of guidelines and consideration of shareholders' comments

Applicable for future proposed guidelines, after the adoption of the first revised guidelines.
