

(OFFICE TRANSLATION)

**PROTOKOLL FRA EKSTRAORDINÆR  
GENERALFORSAMLING**

**MINUTES OF EXTRAORDINARY GENERAL MEETING**

**OF**

**I**

**KAHOOT! AS**  
ORGANISASJONSNUMMER 997 770 234

**KAHOOT! AS**  
COMPANY REGISTRATION NUMBER 997 770 234

Den 28. september 2020 ble det avholdt helelektronisk ekstraordinær generalforsamling i Kahoot! AS ("**Selskapet**").

An extraordinary general meeting of Kahoot! AS (the "**Company**") was held by electronic means on 28 September 2020.

Generalforsamlingen ble åpnet av styrets leder, Harald Arnet. Fortegnelse over møtende aksjeeiere ble ajourholdt ved generalforsamlingens åpning. Fortegnelsen, inkludert antall aksjer og stemmer representert, er inntatt som Vedlegg 1 til protokollen.

The general meeting was opened by the chairman of the board of directors, Harald Arnet. A record of the attending shareholders was updated at the general meeting's opening. The record of attending shareholders, including the number of shares and votes represented, is attached to these minutes as Appendix 1.

I henhold til fortegnelsen var 118 516 302 av totalt 399 490 263 utstedte aksjer og stemmer, som tilsvarer 29,67 % av det totale antall stemmeberettigede aksjer i Selskapet, representert på generalforsamlingen.

According to the record, 118,516,302 of a total of 399,490,263 issued shares and votes, corresponding to 29.67% of the total number of voting shares in the Company, were represented at the general meeting.

Følgende saker ble behandlet:

The following matters were discussed:

**1 VALG AV MØTELEDER**

**1 ELECTION OF THE CHAIRPERSON FOR THE MEETING**

Harald Arnet ble valgt som møteleder.

Harald Arnet was elected to chair the meeting.

Beslutningen ble truffet med nødvendig flertall, jf. avstemningsresultat inntatt som Vedlegg 2 til protokollen.

The resolution was passed with the required majority, cf. the result of the voting set out in Appendix 2 to the minutes.

**2 VALG AV ÉN PERSON TIL Å MEDUNDERTEGNE PROTOKOLLEN**

**2 ELECTION OF ONE PERSON TO CO-SIGN THE MINUTES**

Eilert Hanoa ble valgt til å undertegne protokollen sammen med møtelederen.

Eilert Hanoa was elected to sign the minutes together with the chairperson of the meeting.

Beslutningen ble truffet med nødvendig flertall, jf. avstemningsresultat inntatt som Vedlegg 2 til protokollen.

The resolution was passed with the required majority, cf. the result of the voting set out in Appendix 2 to the minutes.

**3 GODKJENNELSE AV INNKALLING OG DAGSORDEN**

**3 APPROVAL OF THE NOTICE AND THE AGENDA**

Møteleder opplyste om at innkalling og dagsorden til generalforsamlingen hadde blitt sendt til samtlige aksjeeiere med kjent oppholdssted den 21. september 2020.

Da det ikke var noen innvendinger til innkallingen eller dagsordenen, ble innkallingen og dagsordenen ansett som godkjent. Møtelederen erklærte generalforsamlingen som lovlig satt.

The chairperson of the meeting informed the general meeting that the notice and the agenda had been sent to all shareholders with known address on 21 September 2020.

As no objections were raised to the notice or the agenda, the notice and the agenda were considered approved. The chairperson of the meeting declared the general meeting as lawfully convened.

#### **4 FULLMAKT TIL STYRET TIL Å FORHØYE AKSJEKAPITALEN I FORBINDELSE MED OPPKJØP, FUSJONER OG EGENKAPITALINNHEFTER**

I samsvar med styrets forslag traff generalforsamlingen følgende vedtak:

- (i) *I henhold til aksjeloven § 10-14 gis styret fullmakt til å forhøye Selskapets aksjekapital med inntil NOK 5 500 000 ved utstedelse av inntil 55 000 000 nye aksjer. Fullmakten kan benyttes flere ganger innen den angitte rammen.*
- (ii) *Aksjeeiernes fortrinnsrett til de nye aksjene etter aksjeloven § 10-4 kan fravikes, jf. § 10-5.*
- (iii) *Fullmakten omfatter kapitalforhøyelser mot innskudd i andre eiendeler enn penger og motregning etter aksjeloven § 10-2.*
- (iv) *Fullmakten omfatter kapitalforhøyelse ved fusjon etter aksjeloven § 13-5.*
- (v) *Styret gis fullmakt til å endre vedtektenes § 4 i samsvar med de kapitalforhøyelser som besluttes i henhold til denne fullmakten.*
- (vi) *Fra tidspunktet for registrering i Foretaksregistret erstatter denne fullmakten den ubenyttede delen av styrefullmakten på inntil NOK 3 600 000 som ble tildelt på ordinær generalforsamling 8. juni 2020.*
- (vii) *Fullmakten varer frem til det tidligste av ordinær generalforsamling i 2021 og 30. juni 2021.*

#### **4 AUTHORIZATION TO THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL IN CONNECTION WITH MERGERS, ACQUISITIONS AND EQUITY RAISES**

In accordance with the board of directors' proposal, the general meeting passed the following resolution:

- (i) *Pursuant to section 10-14 of the Norwegian Private Limited Liability Companies Act, the board of directors is granted an authorization to increase the Company's share capital by up to NOK 5,500,000 by the issuance of up to 55,000,000 new shares. The authorization may be used multiple times.*
- (ii) *The shareholders' preferential rights to the new shares pursuant to section 10-4 of the Norwegian Private Limited Liability Companies Act may be deviated from, cf. section 10-5.*
- (iii) *The authorization may comprise share capital increase against contributions in kind and by set-off, cf. section 10-2 of the Norwegian Private Limited Liability Companies Act.*
- (iv) *The authorization may comprise share capital increase in connection with mergers pursuant to section 13-5 of the Norwegian Private Limited Liability Companies Act.*
- (v) *The board of directors is authorized to amend the Company's articles of association section 4 in accordance with the share capital increases carried out under this authorization.*
- (vi) *From the time of registration of this authorization in the Norwegian Register of Business Enterprises, this authorization shall replace the unused part of the authorization to increase the share capital by up to NOK 3,600,000 granted at the annual general meeting held on 8 June 2020.*
- (vii) *This authorization is valid until the earlier of the annual general meeting in 2021 and 30 June 2021.*

Beslutningen ble truffet med nødvendig flertall, jf. avstemningsresultat inntatt som Vedlegg 2 til protokollen.

\* \* \*

Mer forelå ikke til behandling og generalforsamlingen ble hevet.

\* \* \*



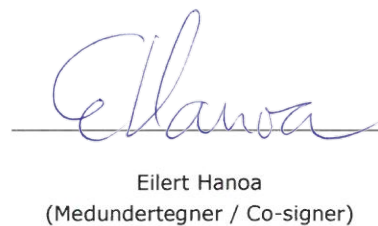
Harald Arnet  
(Møteleder / Chairperson)

The resolution was passed with the required majority, cf. the result of the voting set out in Appendix 2 to the minutes.

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There were no further matters to be discussed and the general meeting was adjourned.

\* \* \*



Eilert Hanoa  
(Medundertegner / Co-signer)

**Vedlegg:**

1. Fortegnelse over møtende aksjeeiere, inkludert antall aksjer og stemmer representert
2. Stemmeresultater

**Appendices:**

1. Record of attending shareholders, including the number of shares and votes represented
2. Voting results

**FORTEGNELSE OVER MØTENDE AKSJEIERE, INKLUDERT ANTALL AKSJER OG STEMNER REPRESENTERT  
/ RECORD OF ATTENDING SHAREHOLDERS, INCLUDING THE NUMBER OF SHARES AND VOTES  
REPRESENTED**

**Attendance Summary Report**

**9:17:05**

**Registered Attendees: 26**  
**Total Votes Represented: 118,516,302**  
**Total Accounts Represented: 94**  
**Total Voting Capital: 399,490,263**  
**% Total Voting Capital Represented: 29.67%**

<u>Capacity</u>	<u>Sub Total:</u>	<u>Registered Attendees</u>	<u>Registered Non-Voting Attendees</u>	<u>Registered Votes</u>	<u>Accounts</u>
		26	0	118,516,302	
Shareholder (web)		23	0	80,576	23
STYRETS LEDER with instructions		1	0	26,910,475	21
ADVANCE VOTES		1	0	38,446,608	33
STYRETS LEDER - OPEN		1	0	53,078,643	17

Nina Pertolaw  
DNB Bank ASA Securities Services

**STEMMERESULTATER / VOTING RESULTS**

The Chairman  
Kahoot

28 September 2020

Dear Sir,

As scrutineer appointed for the purpose of the Poll taken at the Annual General Meeting of the Members of the Company held on 28 September 2020 I HEREBY CERTIFY that the result of the Poll is correctly set out as follows:-

Issued share capital: 399,490,263

	<b>VOTES FOR / FOR</b>	<b>%</b>	<b>VOTES MOT /</b>	<b>%</b>	<b>VOTES TOTAL</b>	<b>% of ISC VOTED</b>	<b>VOTES AVSTÅR /</b>
1	118,458,829	100.00	0	0.00	118,458,829	29.65%	28,549
2	118,458,929	100.00	0	0.00	118,458,929	29.65%	28,649
3	118,497,205	99.99	13,650	0.01	118,510,855	29.67%	2,000
4	116,277,162	98.12	2,223,986	1.88	118,501,148	29.66%	12,007

Yours faithfully,

Nina Pertolaw  
DNB Bank ASA Securities Services