

**PROTOKOLL FRA EKSTRAORDINÆR
GENERALFORSAMLING**

I

KAHOOT! AS

ORGANISASJONSNUMMER 997 770 234

Den 23. februar 2021 klokken 16:30 ble det avholdt helelektronisk ekstraordinær generalforsamling i Kahoot! AS ("**Selskapet**").

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

I henhold til fortegnelsen var 203.923.084 av totalt 446.091.967 utstedte aksjer og stemmer, som tilsvarer 45,71 % av det totale antall stemmeberettigede aksjer i Selskapet, representert på generalforsamlingen.

Følgende saker ble behandlet:

1 VALG AV MØTELEDER

Harald Arnet ble valgt som møteleder.

Beslutningen ble truffet med nødvendig flertall, jf. stemmeresultatet inntatt som Vedlegg 3 til protokollen.

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

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

Beslutningen ble truffet med nødvendig flertall, jf. stemmeresultatet inntatt som Vedlegg 3 til protokollen.

3 GODKJENNING AV INNKALLING OG DAGSORDEN

Møteleder opplyste om at innkalling og dagsorden til generalforsamlingen hadde blitt sendt til samtlige aksjeeiere med kjent oppholdssted den 16. februar 2021.

Da det ikke var noen innvendinger til innkallingen eller dagsordenen, ble innkallingen og dagsordenen ansett som

**MINUTES OF EXTRAORDINARY
GENERAL MEETING**

OF

KAHOOT! AS

COMPANY REGISTRATION NUMBER 997 770 234

An extraordinary general meeting of Kahoot! AS (the "**Company**") was held by electronic means on 23 February 2021 at 16:30 hours (CET).

The general meeting was opened by the chairperson 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 voted represented, is attached to these minutes as Appendix 1.

According to the record, 203,923,084 of a total of 446,091,967 issued shares and votes, corresponding to 45.71% of the total number of voting shares in the Company, were represented at the general meeting.

The following matters were discussed:

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

Harald Arnet was elected to chair the meeting.

The resolution was passed with the required majority, cf. the voting result set out in Appendix 3 to the minutes.

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

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

The resolution was passed with the required majority, cf. the voting result set out in Appendix 3 to the minutes.

3 APPROVAL OF THE NOTICE AND THE AGENDA

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 16 February 2021.

As no objections were raised to the notice or the agenda, the notice and the agenda were considered approved. The

godkjent. Møtelederen erklærte generalforsamlingen som lovlig satt.

chairperson of the meeting declared the general meeting as lawfully convened.

4 BESLUTNINGER I FORBINDELSE MED SELSKAPETS PLANLAGTE NOTERING PÅ OSLO BØRS

4 RESOLUTIONS IN CONNECTION WITH THE COMPANY'S CONTEMPLATED LISTING ON OSLO BØRS

4.1 Omdannelse av Selskapet til allmennaksjeselskap

4.1 Conversion of the Company into a Norwegian public limited liability company

I samsvar med styrets forslag traff generalforsamlingen følgende vedtak:

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

"Selskapet omdannes til et allmennaksjeselskap i henhold til aksjeloven § 15-1. Selskapet skal etter omdanningen tilby nye aksjer til allmennheten.

"The Company is converted into a public limited company in accordance with Section 15-1 of the Norwegian Private Limited Liability Companies Act. Following the conversion, the Company shall offer new shares to the public.

I tilknytning til eksisterende styrefullmakter til å forhøye Selskapets aksjekapital skal henvisninger til aksjeloven være henvisninger til tilsvarende bestemmelser i allmennaksjeloven.

In connection with existing board authorisations to increase the Company's share capital, references to the Norwegian Private Limited Liability Companies Act shall be references to the corresponding provisions in the Norwegian Public Limited Liability Companies Act.

Vedtektenes § 1 endres til å lyde som følger:

Section 1 of the articles of association shall be amended to read as follows:

Selskapets navn er Kahoot! ASA. Selskapet er et allmennaksjeselskap."

The company's name is Kahoot! ASA. The company is a public limited company."

Beslutningen ble truffet med nødvendig flertall, jf. stemmeresultatet inntatt som Vedlegg 3 til protokollen.

The resolution was passed with the required majority, cf. the voting result set out in Appendix 3 to the minutes.

4.2 Valg av medlemmer til Selskapets styre

4.2 Election of members of the Company's board of directors

I samsvar med styrets forslag besluttet generalforsamlingen at Fredrik Cassel og Michiel Kotting fratrer som styremedlemmer, og at Lori Wright og Joanne Bradford velges som nye styremedlemmer for perioden frem til Selskapets ordinære generalforsamling i 2022. Styret består etter dette av følgende personer:

In accordance with the board of directors' proposal, the general meeting resolved that Fredrik Cassel and Michiel Kotting resign as members of the board of directors, and that Lori Wright and Joanne Bradford are elected as new members of the board of directors for the period until the Company's annual general meeting in 2022. The board of directors then comprise the following persons:

- Harald Arnet (styreleder);
- Sindre Østgård (styremedlem);
- Stefan Blom (styremedlem);
- Lori Wright (styremedlem); og
- Joanne Bradford (styremedlem).

- Harald Arnet (chairperson);
- Sindre Østgård (board member);
- Stefan Blom (board member);
- Lori Wright (board member); and
- Joanne Bradford (board member).

Beslutningen ble truffet med nødvendig flertall, jf. stemmeresultatet inntatt som Vedlegg 3 til protokollen.

The resolution was passed with the required majority, cf. the voting result set out in Appendix 3 to the minutes.

4.3 Fastsettelse av godtgjørelse til de nye medlemmene av styret

I samsvar med styrets forslag traff generalforsamlingen følgende vedtak:

"Hver av Lori Wright og Joanne Bradford skal motta USD 50.000 i årlig godtgjørelse. Den årlige godtgjørelsen skal justeres proratarisk basert på styremedlemmets tjenestetid".

Beslutningen ble truffet med nødvendig flertall, jf. stemmeresultatet inntatt som Vedlegg 3 til protokollen.

4.4 Godkjenning av utstedelse av RSUer til de nye medlemmene av styret

I samsvar med styrets forslag besluttet generalforsamlingen å godkjenne tildelingen av "restricted share units" (RSUer) for et beløp tilsvarende USD 150.000 til hvert av de nye styremedlemmene, Lori Wright og Joanne Bradford. Basert på den volum-vektede gjennomsnittskursen for Selskapets aksjer de siste tre virkedagene før generalforsamlingen innebærer dette at hver av Lori Wright og Joanne Bradford tildeles totalt 11.556 RSUer.

Beslutningen ble truffet med nødvendig flertall, jf. stemmeresultatet inntatt som Vedlegg 3 til protokollen.

4.5 Etablering av valgkomité og valg av medlemmer

I samsvar med styrets forslag traff generalforsamlingen følgende vedtak:

"Selskapet skal fra tidspunktet for noteringen på Oslo Børs ha en valgkomité og dette skal reflekteres i vedtektene fra det tidspunktet omdanningen av Selskapet til et allmennaksjeselskap er registrert i Foretaksregisteret. Fra det tidspunktet endres vedtektene ved at det inntas en ny § 8 som lyder som følger:

§ 8 – Valgkomité

Selskapet skal ha en valgkomité. Valgkomiteen skal bestå av fra to til tre medlemmer etter generalforsamlingens beslutning, hvor flertallet skal være uavhengige av styret og selskapets ledelse. Valgkomiteens medlemmer, herunder valgkomiteens leder velges av generalforsamlingen for to år av gangen om ikke generalforsamlingen fastsetter en annen periode i forbindelse med valget.

Valgkomiteen avgir innstilling til generalforsamlingen om valg av aksjonærvalgte medlemmer til styret og styrets leder, og medlemmer til valgkomiteen, samt godtgjørelse til styrets

4.3 Determination of remuneration to the new members of the Company's board of directors

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

"Each of Lori Wright and Joanne Bradford shall receive USD 50,000 as annual remuneration. The annual remuneration shall be adjusted pro rata based on the board member's term of service".

The resolution was passed with the required majority, cf. the voting result set out in Appendix 3 to the minutes.

4.4 Approval of the issuance of RSUs to the new members of the Company's board of directors

In accordance with the board of directors' proposal, the general meeting resolved to approve the grant of "restricted share units" (RSUs) for an amount equal to USD 150,000 to each of the new members of the board of directors, Lori Wright and Joanne Bradford. Based on the volume weighted average price for the Company's shares the last three business days prior to the general meeting, each of Lori Wright and Joanne Bradford are granted in total 11,556 RSUs.

The resolution was passed with the required majority, cf. the voting result set out in Appendix 3 to the minutes.

4.5 Establishment of a nomination committee and election of members

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

"From the time of listing of the Company on Oslo Børs, the Company shall have a nomination committee and this shall be reflected in the articles of association with effect from the registration of the conversion of the Company into a Norwegian public limited liability company in the Norwegian Register of business enterprises. From this time, the articles of association are amended by including a new section 8 that read as follows:

§ 8 – Nomination committee

The company shall have a nomination committee. The nomination committee shall consist of between two and three members as resolved by the general meeting, where the majority of the members shall be independent of the board of directors and the company's management. The members of the nomination committee, including the chairperson, will be elected by the general meeting for a period of two years unless the general meeting decides otherwise in connection with the election.

The nomination committee shall give recommendations to the general meeting for the election of shareholder elected

medlemmer og valgkomiteens medlemmer. Generalforsamlingen kan fastsette instruks for valgkomiteen.

Generalforsamlingen godkjenner retningslinjene for valgkomiteen slik disse fremgår av "instructions for the nomination committee" inntatt som Vedlegg 2 til denne protokollen."

Videre besluttet generalforsamlingen å velge Jan Haudemann-Andersen (leder) og Fredrik Cassel som medlemmer av valgkomiteen med virkning fra tidspunktet for Selskapets notering på Oslo Børs og frem til Selskapets ordinære generalforsamling i 2022.

Beslutningene ble truffet med nødvendig flertall, jf. stemmeresultatet inntatt som Vedlegg 3 til protokollen.

4.6 Vedtektsendringer

I samsvar med styrets forslag traff generalforsamlingen følgende vedtak:

"Vedtektenes § 4 endres ved at bestemmelsens tredje avsnitt som lyder "Selskapets aksjer er fritt omsettelige" fjernes.

Vedtektenes § 7 endres til å lyde som følger:

Dokumenter som gjelder saker som skal behandles på generalforsamlingen, herunder dokumenter som i henhold til lov skal inntas i eller vedlegges innkallingen, trenger ikke sendes til aksjonærene dersom dokumentene gjøres tilgjengelig på selskapets internettside. En aksjonær kan likevel kreve å få tilsendt dokumenter som gjelder saker som skal behandles på generalforsamlingen.

Styret kan beslutte at aksjonærer som vil delta på generalforsamlingen, må melde dette til selskapet innen en bestemt frist som ikke kan utløpe tidligere enn tre dager før generalforsamlingen.

Aksjeeiere kan avgi sin stemme skriftlig, herunder ved bruk av elektronisk kommunikasjon, i en periode før generalforsamlingen. Styret kan fastsette nærmere retningslinjer for slik forhåndsstemming. Det skal fremgå av generalforsamlingsinnkallingen hvilke retningslinjer som er fastsatt.

På den ordinære generalforsamlingen skal følgende spørsmål behandles og avgjøres:

members to the board of directors and the chairperson, and to members of the nomination committee, in addition to recommendations for remuneration to the members of the board of directors and the members of the nomination committee. The general meeting may adopt instructions for the nomination committee.

The general meeting approves the instructions for the nomination committee as set out in the "instructions for the nomination committee" attached to these minutes as Appendix 2."

Furthermore, the general meeting resolved to elect Jan Haudemann-Andersen (chair) and Fredrik Cassel as members of the nomination committee with effect from the Company's listing on Oslo Børs for the period until the Company's annual general meeting in 2022.

The resolutions were passed with the required majority, cf. the voting result set out in Appendix 3 to the minutes.

4.6 Amendments to the articles of association

In accordance with the board of directors' proposal, the general meeting adopted the following resolutions:

"Section 4 of the articles of association is amended by removal of the third paragraph that read "the Company's shares shall be freely transferable".

Section 7 of the articles of association shall be amended to read as follows:

Documents concerning matters to be considered at the company's general meeting, including documents which by law must be included in or enclosed with the notice of the general meeting, need not be sent to shareholders if the documents are made available on the company's website. Notwithstanding the foregoing, a shareholder may request a copy of documents which concern matters to be considered at the general meeting.

The board of directors may decide that shareholders who want to participate in the general meeting must notify the company thereof within a specific deadline that cannot expire earlier than three days prior to the general meeting.

The shareholders may cast their votes in writing, including through electronic communication, in a period prior to the general meeting. The board of directors may establish specific guidelines for such advance voting. It must be stated in the notice of the general meeting which guidelines have been set.

The annual general meeting shall deal with and decide the following matters:

1. Godkjenning av årsregnskap og årsberetning, herunder utdelingen av utbytte; og
2. Andre saker som i henhold til lov hører under den ordinære generalforsamlingen."

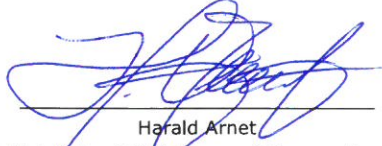
Vedtektsendringene vil tre i kraft fra det tidspunktet omdannelsen av Selskapet til et allmennaksjeselskap er registrert i Foretaksregisteret.

Beslutningene ble truffet med nødvendig flertall, jf. stemmeresultatet inntatt som Vedlegg 3 til protokollen.

* * *

Mer forelå ikke til behandling og generalforsamlingen ble deretter hevet.

* * *



Harald Arnet
(Møteleder / Chairperson of the meeting)

VEDLEGG

1. Fortegnelse over møtende aksjeeiere, inkludert antall aksjer og stemmer representert.
2. Retningslinjer for valgkomiteen.
3. Stemmeresultater.

1. Approval of the annual accounts and the annual report, including distribution of dividends; and
2. Other matters which are required by law or the articles of association to be dealt with by the general meeting."


The amendments to the articles of association will be effective from the time the conversion of the Company to a public limited liability company has been registered with the Norwegian Register of Business Enterprises.

The resolutions were passed with the required majority, cf. the voting result set out in Appendix 3 to the minutes.

* * *

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

* * *



Eilert Hanoa
(Medundertegner / Co-signer)

APPENDICES

1. Record of attending shareholders, including the number of shares and votes represented.
2. Instructions for the nomination committee.
3. Voting results.

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

Attendance Summary Report

Registered Attendees:	112
Total Votes Represented:	203,923,084
Total Accounts Represented:	169
Total Voting Capital:	446,091,967
% Total Voting Capital Represented:	45.71%

	Sub Total:	72	40	203,923,084	
<u>Capacity</u>	<u>Registered Attendees</u>		<u>Registered Non-Voting Attendees</u>	<u>Registered Votes</u>	<u>Accounts</u>
Shareholder (web)	69		0	249,531	69
Guest	0		40		
STYRETS LEDER WITH PROXY	1		0	72,889,228	28
STYRETS LEDER WITH INSTRUCTIONS	1		0	90,519,166	31
ADVANCE VOTES	1		0	40,265,159	41

Yours sincerely,

Nina Pertolaw
DNB Bank ASA VPS Issuer Services

**RETNINGSLINJER FOR VALGKOMITEEN / INSTRUCTIONS FOR THE NOMINATION
COMMITTEE**

INSTRUCTIONS FOR THE NOMINATION COMMITTEE

Adopted by the general meeting on 23 February 2021, effective from the first day of listing of the Company's shares on Oslo Børs

1 COMPOSITION

Kahoot! ASA ("**Kahoot!**" or the "**Company**") has established a nomination committee, cf. clause 8 of the Company's articles of association. The nomination committee shall consist of between two and three members. The majority of the members shall be independent from the board of directors and the executive management. No more than one member of the nomination committee should be a member of the board of directors, and any such member should not offer himself for re-election to the board. Members are elected for two years at a time, unless otherwise has been resolved by the general meeting.

The Company's general meeting elects the members of the nomination committee and determines their remuneration. Costs incurred by the nomination committee shall be covered by the Company.

2 RESPONSIBILITIES

The nomination committee shall recommend:

- candidates for the election of members, including the chair, to (a) the board of directors of the Company and (b) the nomination committee; and
- remuneration of the members of (a) the board of directors and (b) the nomination committee.

3 RECOMMENDATIONS

3.1 Nominations of candidates for the board of directors

The nomination of candidates for election of members, including the chair, to the board of directors should take the following into account:

- the board of directors should be composed in such a manner that the interests of the shareholders and the Company's need for competence and diversity are maintained;
- the composition of the board of directors must satisfy applicable legal requirements and principles of corporate governance;
- the candidates should be likely to be approved;
- the board of directors must function well as a collegiate body; and
- members should be independent of the executive management and any significant business associates.

Before nominating a candidate for election, the nomination committee must seek confirmation from the individual in question that he or she is willing to accept the appointment if elected (i.e. obtain a declaration of willingness from such person).

3.2 Recommendations for remuneration of board members

Recommendations for remuneration of the members of the board of directors and the nomination committee, respectively, should take into account such body's significance, and ensure that the proposal is suited to the character and time commitment of the tasks carried out.

4 REASONING

The recommendations should include explanations detailing how each of the candidates fulfil the shareholders' and the Company's needs. Such reasoning shall include information about the competence, capacity and independence

of each candidate. The information about a candidate should include his or her age, education and professional experience. Any ownership interest in the Company must be disclosed, as shall any assignments on behalf of the Company and any significant position in or assignments for other companies or organisations.

The nomination committee shall consider the need for changes in the composition of the board of directors, and shall maintain contact with different shareholders, members of the board of directors and the executive management of the Company. The nomination committee must consider the board of directors' annual evaluation report closely. In the event of a suggestion of re-election of board members, the recommendation should also state how long the candidate has served as a member of the board of directors, and should detail his or her participation in board meetings.

The recommendations should also describe the working process of the nomination committee.

The nomination committee shall be responsible for proposing the remuneration to the members of the board of directors and the nomination committee. The nomination committee's proposals in this respect shall include an explanation of how the committee has arrived at its recommendations.

5 WORKING METHODS

The chairman of the nomination committee has the main responsibility for the committee's work, and shall ensure that the committee has adequate access to necessary competence. In relation to this, the committee may use company resources or seek advice and recommendations from external sources.

The nomination committee will hold meetings to reach its decisions. The nomination committee's meetings are held after they are called for by the chairman, who is obliged to call for a meeting if one of the members of the committee so requests. The nomination committee's meetings may be held in person, by phone or by video.

The nomination committee constitutes a quorum when at least half of its members are present at the meeting and all members have been given the opportunity to participate. Each member has one vote and decisions made by the nomination committee require simple majority of the votes represented at the meeting. In the event of an equal number of votes, the chairman of the nomination committee has the casting vote. The nomination committee shall produce written minutes of its meetings and shall deliver its minutes to the Company for safekeeping.

The nomination committee must look actively to the shareholders and anchor the recommendation with the Company's largest shareholders. It must ensure that information of any deadlines for proposing candidates or making suggestions to the nomination committee regarding elections of members of the board of directors and the nomination committee is made available on the Company's website.

The board of directors will pass on its evaluation of its own activities and competence to the nomination committee. The chairman of the board and the Chief Executive Officer must be summoned to at least one nomination committee meeting before the committee gives its final recommendation. The committee must collect relevant information from the Company's administration or other individuals, including from shareholders and the board of directors.

6 PROCESSING OF THE RECOMMENDATION TO THE GENERAL MEETING

The nomination committee's recommendations shall be completed in time to be made accessible to the shareholders, together with the notice to the general meeting at the very latest. The recommendation should be submitted in writing to the chairman of the board of directors.

The chairman of the nomination committee presents the recommendation to the general meeting.

7 DUTY OF CONFIDENTIALITY

Given its duties, the nomination committee shall, to the greatest extent possible, ensure that information on the candidates considered for nomination is kept confidential.

The nomination committee shall keep all information it receives or collects on possible candidates confidential, and shall ensure that all such information is stored in a satisfactory manner.

STEMMERESULTATER / VOTING RESULTS

The Chairman
Kahoot!

23 February 2021

Dear Sir,

As scrutineer appointed for the purpose of the Poll taken at the Extraordinary General Meeting of the Members of the Company held on 23 February 2021, I HEREBY CERTIFY that the result of the Poll is correctly set out as follows:-

Issued share capital: 446,091,967

	VOTES FOR / FOR	%	VOTES MOT /	%	VOTES AVSTÅR /	VOTES TOTAL	% of ISC VOTED	NO VOTES
1	203,910,546	100.00	0	0.00	413	203,910,959	45.71%	12,125
2	203,919,640	100.00	0	0.00	538	203,920,178	45.71%	2,906
3	203,919,952	100.00	0	0.00	252	203,920,204	45.71%	2,880
4.1	203,917,230	100.00	0	0.00	5,854	203,923,084	45.71%	0
4.2	202,956,568	99.53	958,635	0.47	7,881	203,923,084	45.71%	0
4.3	203,695,070	99.99	22,869	0.01	202,630	203,920,569	45.71%	2,515
4.4	202,922,949	99.52	983,716	0.48	13,036	203,919,701	45.71%	3,383
4.5	203,915,993	100.00	0	0.00	3,648	203,919,641	45.71%	3,443
4.6	203,716,895	100.00	86	0.00	203,490	203,920,471	45.71%	2,613

Yours faithfully,

Nina Pertolaw
DNB Bank ASA Issuer Services