

# Annual General Meeting 2024

30 April 2024



# W° Agenda

1. Election of chairperson of the meeting
2. Adoption of the notice and agenda
3. Election of a person to co-sign the minutes
4. Approval of the annual accounts and the annual report for the financial year 2023, including payment of dividend
5. Authorisation to the board of directors to distribute dividends under the new dividend policy
6. Report on salary and other remuneration to leading personnel
7. Statement on corporate governance pursuant to Section 3-3b of the Norwegian Accounting Act
8. Approval of the fee to the company's auditor
9. Election of members and deputy members to the board of directors
10. Determination on the remuneration for the members of the board of directors
11. Determination on the remuneration for the members of nomination committee
12. Determination on the remuneration for the members of the audit committee
13. Approval of revised instructions for the nomination committee
14. Authorisation to the board of directors to acquire shares in the company
15. Authorisation to the board of directors to increase the share capital



# W° Item 1

Election of chairperson of the meeting

*The board of directors propose that the general meeting is chaired by Ylva Gjesdahl Petersen, lawyer at Advokatfirmaet Thommessen AS*

# W° Item 2

Adoption of the notice and agenda

# W° Item 3

Election of a person to co-sign the minutes

# W° Item 4

Approval of the annual accounts and the annual report for the financial year 2023, including payment of dividend

*The board of directors propose that the annual accounts and the annual report for the financial year 2023 , including the proposed dividend of USD 1.14 per share, are approved*

# W° Item 5

Approval of new dividend policy by approving authorisation to the board of directors to distribute dividends

- a) The board of directors is granted an authorisation to resolve distribution of dividend on the basis of the company's financial statements for 2023, cf. the Norwegian Public Limited Liability Companies Act Section 8-2 (2).*
- b) In connection with any use of the authorisation the board of directors shall ensure that resolutions are in accordance with the company's dividend policy.*
- c) The board of directors shall prior to every resolution regarding distribution of dividends consider whether the company, following the distribution of dividends, will have an adequate equity and liquidity, cf. Section 8-1 (4) cf. Section 3-4 of the Norwegian Public Limited Liability Companies Act.*
- d) The authorisation is valid until the company's annual general meeting in 2025.*

# W° Item 6

Report on salary and other remuneration to leading personnel

*The board of directors recommends that the general meeting by an advisory vote endorses the report on salary and other remuneration to the Company's leading personnel*





# Item 7

Statement on corporate governance pursuant to Section 3-3b of the Norwegian Accounting Act

# W° Item 8

Approval of the fee to the company's auditor

*The board of directors proposes that the auditor's fee to PricewaterhouseCoopers AS for the financial year 2023 of NOK 1,390,000 is approved*

# W° Item 9

## Election of members and deputy members to the board of directors

*The Nomination Committee proposes that Rune Bjerke, Anna Felländer, Yngvil Eriksson Åsheim and Hans Åkervall are to be re-elected for a period of two years. In addition, the Nomination Committee proposes that Mr. Magnus Groth be elected member of the Board for a period of two years*

*Further, the Nomination Committee proposes that Mr. Erik Nøklebye be elected as personal alternate board member for Mr. Hans Åkervall and Mr. Christian Berg be elected as personal alternate board member for Mr. Thomas Wilhelmsen*

After the election, the board will consist of:

- *Rune Bjerke (Chair of the board)*
- *Anna Felländer (Board member)*
- *Margareta Alestig (Board member)*
- *Thomas Wilhelmsen (Board member)*
- *Yngvil Eriksson Åsheim (Board member)*
- *Hans Åkervall (Board member)*
- *Magnus Groth (Board member)*

# W° Item 10

Determination on the remuneration for the members of the board of directors

*The Nomination Committee proposes the following remuneration to the board of directors*

*Chair of the board: NOK 1 675 000*

*Other board members: NOK 625 000*

*The Nomination Committee proposes that the AGM resolves that the remuneration for the People, Culture and Remuneration Committee shall be NOK 115 000 for the Chairman and NOK 85 000 for each other committee member*

# W° Item 11

Determination on the remuneration for the members of the Nomination Committee

*The Nomination Committee proposes the following remuneration:*

*Chairman: NOK 125 000*

*Other members: NOK 85 000*

# W° Item 12

Determination on the remuneration for the members of the Audit Committee

*The Nomination Committee proposes the following remuneration:*

*Chair of the Audit Committee: NOK 115 000*

*Other members: NOK 85 000*

# W° Item 13

Approval of revised instructions for the nomination committee

*The matter has been withdrawn from the agenda by the board of directors*

# W° Item 14

Authorisation to the board of directors to acquire shares in the company

*The board of directors proposes that the general meeting adopts the following resolution:*

- a) Pursuant to Section 9-4 of the Norwegian Public Limited Liability Companies Act, the board of directors is granted an authorisation to, on behalf of the company, acquire own shares with a total nominal value of up to NOK 22,001,456 which equals 10% of the current share capital.*
- b) The maximum amount to be paid for each share is NOK 300 and the minimum amount is NOK 0.52.*
- c) Acquisition and sale of own shares may take place in any way the board of directors finds appropriate, however, not by way of subscription.*
- d) The authorisation is valid until the company's annual general meeting in 2025, but no longer than 30 June 2025.*



# W° Item 15

Authorisation to the board of directors to increase the share capital

The board of directors propose that the general meeting adopts the following resolution:

- a) *Pursuant to Section 10-14 of the Norwegian Public Limited Liability Companies Act, the board of directors is granted an authorisation to increase the share capital by up to 10% of the share capital of the Company, i.e., up to NOK 22,001,456.*
- b) *The shareholders' preferential right to the new shares pursuant to Section 10-4 of the Norwegian Public Limited Liability Companies Act may be deviated from.*
- c) *The authorisation may comprise share capital increases against contribution in kind, cf. Section 10-2 of the Norwegian Public Limited Liability Companies Act.*
- d) *The authorisation may comprise share capital increases in connection with mergers pursuant to Section 13-5 of the Norwegian Public Limited Liability Companies Act.*
- e) *From the time of registration of this authorisation in the Norwegian Register of Business Enterprises, this authorisation shall replace the authorisation to increase the share capital granted to the board of directors at the annual general meeting held on 26 April 2023.*
- f) *The authorisation is valid until the Company's annual general meeting in 2025, but no longer than 30 June 2025.*

