

**Shareholder's full name:**

**Ref. no.:**

**Address:**

**PIN code:**

**Number of shares:**

### **Notice of general meeting**

The ordinary general meeting of Bouvet ASA will be held at 13:00 on 13 May 2026 as a hybrid meeting on Teams and at Bouvet's offices at Sørkedalsveien 8, Oslo.

**The deadline for registering attendance, advance voting and proxy authorisations is 16:00 on 11 May 2026.**

#### **Step 1 – Registration and advance voting:**

- via the Bouvet website ([www.bouvet.no](http://www.bouvet.no)), or
- by logging in to VPS Investor Services (<https://investor.vps.no/garm/auth/login>), or
- by email registration to [nis@nordea.com](mailto:nis@nordea.com), or
- postal registration to Nordea Corporate Actions, PO Box 1166 Sentrum, 0107 Oslo.

#### **Step 2 – Attendance at the general meeting:**

Shareholders who wish to attend electronically must also send an email to [ir@bouvet.no](mailto:ir@bouvet.no) specifying the shareholder's full name. The shareholder will then be sent a Teams link to join the meeting on the day of the general meeting.

This applies only to shareholders who wish to attend electronically. Other shareholders may cast advance votes without attending the meeting.



**To the shareholders of Bouvet ASA**  
**Notice of general meeting at 13:00 on 13**  
**May 2026**

The shareholders of Bouvet ASA are hereby invited to attend the company's ordinary general meeting, which will be held as a hybrid meeting on Teams and at the company's offices at Sørkedalsveien 8, Oslo.

Board Chair Pål Egil Rønn will open the meeting and draw up a list of shareholders attending either in person or by proxy.

The agenda is as follows:

**1. Appointment of a chair for the meeting and a person to countersign the minutes along with the meeting chair**

The board proposes that the general meeting elect Board Chair Pål Egil Rønn as chair of the meeting.

**2. Approval of the notice of meeting and agenda**

**3. Approval of the annual financial statements and the directors' report for 2025, including the board's proposal on the payment of a dividend**

The board proposes that the general meeting adopt the following resolution:

*"The annual financial statements and the directors' report for 2025, including the allocation of net profit, are approved. A dividend of NOK 3.00 per share shall be paid to persons registered as shareholders in the company in VPS as at the date of the general meeting, i.e. 13 May 2026. The shares shall be quoted ex dividend as of 15 May 2026. The dividend payment date shall be 27 May 2026."*

**4. Approval of the remuneration of board members for 2026**

Reference is made to the recommendation of the nomination committee dated 7 April 2026 as published on [www.bouvet.no](http://www.bouvet.no).

**5. Approval of the remuneration of members of the nomination committee for 2026**

Reference is made to the recommendation of the nomination committee dated 7 April 2026 as published on [www.bouvet.no](http://www.bouvet.no).

**6. Approval of the auditor's fee for 2025**

The auditor's fee for the audit of Bouvet ASA in the 2025 financial year can be found in Note 6 to the company's annual financial statements.

The board proposes that the general meeting adopt the following resolution:

*"The auditor's fee for the audit of Bouvet ASA in the 2025 financial year, totalling NOK 730,000 pursuant to received invoices, is approved."*

**7. Election of members of the nomination committee**

Reference is made to the recommendation of the nomination committee dated 7 April 2026 as published on [www.bouvet.no](http://www.bouvet.no).

**8. Election of members of the board of directors**

Reference is made to the recommendation of the nomination committee dated 7 April 2026 as published on [www.bouvet.no](http://www.bouvet.no).

**9. Advisory statement on the executive remuneration report**

Pursuant to section 6-16b of the Public Limited Liability Companies Act, the board has prepared a report on remuneration paid to the company's executives in the 2025 financial year. The report has been published on [www.bouvet.no](http://www.bouvet.no).

The general meeting is required to make an advisory statement on the report.

The board proposes that the general meeting make the following advisory statement:

*"The general meeting approves the executive remuneration report for 2025."*

**10. Consideration of guidelines on the setting of salaries and other remuneration of senior executives**

Pursuant to section 6-16a of the Public Limited Liability Companies Act, the board has drawn up guidelines on the setting of salaries and other remuneration of senior executives at Bouvet ASA. The guidelines have been published on [www.bouvet.no](http://www.bouvet.no).

The guidelines must be considered and approved by the general meeting in the event of any material changes and at least every four years. The guidelines were last approved by the general meeting in 2022, and no material changes are proposed.

The board proposes that the general meeting adopt the following resolution:

*"The general meeting approves the board's guidelines on the setting of salaries and other remuneration of senior executives."*

**11. Board authorisation to approve the payment of supplementary dividends based on the annual financial statements for 2025**

The board proposes that the general meeting authorise the board to approve the payment of supplementary dividends based on the annual

financial statements for 2025, future market developments and the company's equity and liquidity.

The board proposes that the general meeting adopt the following resolution:

*"The general meeting hereby authorises the board to approve the payment of dividends based on the company's annual financial statements for 2025; see section 8-2a of the Public Limited Liability Companies Act. In connection with each individual decision, the board shall consider whether the company will have sufficient equity and liquidity after paying the proposed dividend; see section 3-4 of the Public Limited Liability Companies Act. The authorisation shall remain in force until the next ordinary general meeting, but no longer than until 30 June 2027."*

**12. Board authorisation to increase the company's share capital through the issue of new shares to finance the acquisition of other companies or businesses**

The company intends to pursue further growth in its operational sectors, and is continuously evaluating potential acquisitions of relevant companies and businesses. The company has a need to use its own shares in connection with the financing of such acquisitions.

The board's proposal entails potential waivers of shareholder pre-emption rights; see sections 10-4 and 10-5 of the Public Limited Liability Companies Act.

The board proposes that the general meeting adopt the following resolution:

1. *The general meeting authorises the board to increase the share capital of Bouvet ASA by a maximum of NOK 1,000,000 through the issue of a maximum of 10,000,000 shares with a nominal value of NOK 0.10 each. The subscription price per share and other terms shall be determined by the board. The authorisation may be used for one or more capital increases.*
2. *The authorisation includes the right to waive the pre-emption rights of existing shareholders pursuant to section 10-4, see also section 10-5, of the Public Limited Liability Companies Act.*
3. *The authorisation encompasses capital increases where newly issued shares are paid for either in cash or with non-cash assets, as well as the right to incur special obligations on behalf of the company; see section 10-2 of the Public Limited Liability Companies Act.*

4. *The authorisation extends to decisions on mergers; see section 13-5 of the Public Limited Liability Companies Act.*
5. *The board is authorised to make such amendments to the articles of association as are necessitated by a capital increase or capital increases; see section 10-19(2) of the Public Limited Liability Companies Act.*
6. *The authorisation shall take effect as of the ordinary general meeting on 13 May 2026 and shall remain in force until 30 June 2027.*
7. *This authorisation shall replace the previous board authorisation to issue new shares to finance the acquisition of other companies and businesses granted by the general meeting on 7 May 2025.*

**13. Board authorisation to increase the company's share capital through the issue of new shares in connection with the group's employee share programme**

The board proposes that the company continue its share programme for all group employees. The programme requires annual board approval.

To facilitate implementation of the employee share programme, the board proposes that the general meeting adopt the following resolution:

1. *The general meeting authorises the board to increase the share capital of Bouvet ASA by a maximum of NOK 200,000 through the issue of a maximum of 2,000,000 shares with a nominal value of NOK 0.10 each. The subscription price per share and other terms shall be determined by the board.*
2. *The authorisation includes the right to waive the pre-emption rights of existing shareholders pursuant to section 10-4, see also section 10-5, of the Public Limited Liability Companies Act.*
3. *The authorisation shall be used to implement the company's employee share programme.*
4. *The board is authorised to make such amendments to the articles of association as are necessitated by a capital increase or capital increases; see section 10-19(2) of the Public Limited Liability Companies Act.*
5. *The authorisation shall take effect as of the ordinary general meeting on 13 May 2026 and shall remain in force until 30 June 2027.*
6. *This authorisation shall replace the previous board authorisation to issue new shares in connection with the group's employee share programme granted by the general meeting on 7 May 2025.*

#### 14. Board authorisation to acquire treasury shares

The company has an ongoing need to adapt its capital structure to its business. When profits are strong, it may be appropriate to use freed-up capital to acquire treasury shares, for example for use in full or partial financing of company and/or business acquisitions. Acquisition of treasury shares will also be relevant in connection with implementation of the company's share programme, as an alternative to the issue of new shares.

The board therefore proposes that the general meeting adopt the following resolution:

1. *Pursuant to section 9-4 of the Public Limited Liability Companies Act, the general meeting authorises the board, on behalf of the company, to acquire treasury shares – up to a total nominal value of NOK 1,000,000, with each share having a nominal value of NOK 0.10 – subject to the proviso that the total holding of treasury shares after such acquisition shall not exceed 10% of the company's share capital.*
2. *The lowest and highest prices which may be paid for a share shall be NOK 0.10 and NOK 120, respectively.*
3. *Acquired treasury shares may be used for full or partial financing of business acquisitions or to maintain a holding of shares in preparation for this purpose, or to implement the company's employee share programme.*
4. *The company's acquisitions of treasury shares shall be executed on a stock exchange or otherwise at the stock market price, and in a manner which ensures compliance with general principles on the equal treatment of shareholders. Disposals of treasury shares shall conform to the purpose of acquiring the treasury shares, or be executed on a stock exchange or otherwise at the stock market price and in a manner which ensures compliance with general principles on the equal treatment of shareholders.*
5. *The authorisation shall take effect as of the ordinary general meeting on 13 May 2026 and shall remain in force until 30 June 2027.*
6. *This authorisation shall replace the previous board authorisation to acquire treasury shares granted by the general meeting on 7 May 2025.*

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Bouvet ASA has a share capital of NOK 10,380,063.70, divided into 103,800,637 shares with

a nominal value of NOK 0.10 each. Each share carries one vote at the company's general meeting. However, voting rights may not be exercised in respect of shares held by the company or its subsidiaries. As at the date of this notice of meeting, the company held 1,437,585 treasury shares in respect of which no votes may be cast.

Shareholders are entitled to attend the general meeting, either in person or represented by a proxy of their choice. Only persons registered as shareholders in VPS as at 6 May 2026 (the registration date) are entitled to attend and vote at the general meeting; see section 5-2 of the Public Limited Liability Companies Act.

The deadline for personal registration or submission of a proxy authorisation form is 16:00 on 11 May 2026. Registration can be undertaken electronically via the company's website ([www.bouvet.no](http://www.bouvet.no)), through VPS Investor Services, or by submitting a registration form to Nordea Corporate Actions.

Shareholders may exercise their rights by casting an advance vote on each individual agenda item electronically via the company's website ([www.bouvet.no](http://www.bouvet.no)), through VPS Investor Services, or by submitting a voting form to Nordea Corporate Actions. The deadline for advance voting is 16:00 on 11 May 2026. Advance votes must be received by the deadline and may be amended or withdrawn before the specified time.

The registration and proxy forms are appended to this notice of meeting.

Pursuant to section 1-8 of the Public Limited Liability Companies Act, the notice of meeting is sent to nominees, who must forward it to the shareholders on whose behalf they hold shares. Shareholders must communicate with their nominee, who is responsible for registration and voting. The nominee must notify the company of registration and/or voting decisions no later than two working days before the general meeting; see section 5-3.

Pursuant to Article 6 of the articles of association, the board has decided that documents to be considered at the general meeting shall be made available on the company's website instead of being sent out with the notice of meeting. This also applies to documents which, by law, must accompany the notice of meeting. Shareholders may nevertheless contact the company to request that the documents be sent to them free of charge.

The notice of meeting and other agenda documents have been published on [www.bouvet.no](http://www.bouvet.no).

The general meeting will be held as a hybrid meeting on Teams and at the company's offices at Sørkedalsveien 8, Oslo.

Oslo, 21 April 2026

On behalf of the board of directors of Bouvet ASA

Pål Egil Rønn  
Board Chair