Til aksjeeierne i Norcod AS

Dette dokumentet er utarbeidet både på norsk og engelsk. Dersom det skulle vise seg å være uoverensstemmelser mellom de to versjonene, skal den norske versjonen ha forrang.

INNKALLING TIL
ORDINÆR GENERALFORSAMLING
I
NORCOD AS

Det innkalles med dette til ordinær generalforsamling i Norcod AS (**Selskapet**) 14. juni 2024 kl. 10.00. Generalforsamlingen avholdes fysisk i Selskapets lokaler Thomas Angells gate 22, 7011 Trondheim.

Aksjonærer har mulighet til å observere generalforsamlingen separat via Teams og oppfordres til å benytte seg av muligheten til å forhåndsstemme og avgi fullmakt ved bruk av skjemaet inntatt som Vedlegg 3. Muligheten til å observere generalforsamlingen gis ved bruk av følgende link:

Microsoft Teams
Direkte link:
Bli med i møte nå

Nettadresse:
https://www.microsoft.com/en-us/microsoft-teams/join-a-meeting
Meeting ID: 242 212 555

Bare den som er aksjeeier i Selskapet fem virkedager før generalforsamlingen, dvs. 7. juni 2024 (**Registreringsdatoen**), har rett til å delta og stemme på generalforsamlingen, jf. aksjeloven § 4-4 (3) bokstav a, jf. allmennaksjeloven § 5-2 (1).

En aksjeeier som ønsker å delta og stemme på generalforsamlingen, må være innført i aksjeeierregisteret i verdipapirsentralen Euronext Securities Oslo (VPS) eller ha meldt og godtgjort erverv per 7. juni 2024.

Eiere av forvalterregistrerte aksjer som ønsker å delta og stemme på generalforsamlingen, må gi selskapet melding om dette senest to virkedager før generalforsamlingen, altså innen 12. juni 2024. Meldingen sendes via aksjeeierens forvalter eller underforvalter, som plikter å sende meldingen videre til selskapet uten opphold.

Følgende saker foreligger til behandling:

1. **Åpning av generalforsamlingen og opptak av fortegnelse over møtende aksjonærer**
2. **Valg av møteleder og person til å medundertegne protokollen**
3. **Godkjennelse av innkallingen og agenda**
4. **Godkjennelse og fastsettelse av årsregnskap og årsberetning for 2023**

Styret har gjennomgått og godkjent Selskapets årsregnskap og årsberetning, samt revisors beretning for 2023, tilgjengelig på Selskapets nettside: https://norcod.com/archive/. Selskapets årsregnskap og årsberetning, samt revisors beretning for 2023 omtales som Vedlegg 1.

Styret har på denne bakgrunn vedtatt å foreslå at generalforsamlingen fatter følgende vedtak:

"Årsregnskapet med revisors beretning for Selskapet for regnskapsåret 2023 godkjennes, herunder de årsresultatdisposisjoner som der fremgår."

To the shareholders in Norcod AS

This document has been prepared in both Norwegian and English. In case of any discrepancy between the two versions, the Norwegian version shall prevail.

NOTICE TO
THE ORDINARY GENERAL MEETING
IN
NORCOD AS

An ordinary general meeting in Norcod AS (the **Company**) is hereby convened for on 14 June 2024 at at 10 a.m. (CEST) as a physical meeting at the offices of the Company in Thomas Angells gate 22, 7011 Trondheim.

The shareholders will have the opportunity to observe the general meeting through Teams and are encouraged to make use of the possibility to vote in advance and appoint a proxy through the form attached hereto as Appendix 3. The possibility to observe the general meeting is given by use of the following link:

Microsoft Teams
Direkte link:
Join the meeting now

Website:
https://www.microsoft.com/en-us/microsoft-teams/join-a-meeting
Meeting ID: 242 212 555

Only shareholders of the Company five working days prior to the General Meeting, i.e. 7 June 2024, (the **Record Date**) is entitled to meet and vote at the General Meeting, cf. the Norwegian Private Limited Liability Act section 4-4 subsection 3 letter a, cf. the Norwegian Public Limited Liability Companies Act section 5-2 subsection 1.

Shareholders who intend to participate and vote at the general meeting, must be reported in the shareholder register of the Company in the Central Securities Depository Euronext VPS (VPS) or proven their shareholding on 7 June 2024.

Holders of shares managed by nominees, who wish to participate and vote at the Annual General Meeting, must notify the company of this no later than 12 June 2024, two business days before the Annual General Meeting. This notification must be sent through the shareholder's nominee or sub-nominee, who is obligated to promptly forward the notification to the company.

The following matters are on the agenda:

1. **Opening of the meeting and registration of attending shareholders**
2. **Election of chair of the meeting and person to co-sign the minutes**
3. **Approval of the notice and the agenda**
4. **Approval and adoption of the Annual Accounts and director's report for 2023**

The Board has reviewed and approved the Company's annual accounts and director's report, and the auditor's report for 2023 for the Company available on the Company's website: https://norcod.com/archive/. The Company's annual accounts and director's report, and the auditor's report for 2023 are referred to as Appendix 1.

On this background, the board has resolved to propose that the general meeting passes the following resolution:

"The annual accounts together with the auditor's report for the Company for the financial year of 2023 is approved, including the proposed disposal of the annual result as set out herein."

5. Styrets godtgjørelse

Styret foreslår for generalforsamlingen at det utbetales godtgjørelse til styrets medlemmer for deres innsats i regnskapsåret 2023 som følger:

- styrets leder: NOK 250 000,-
- hvert av styrets øvrige medlemmer: NOK 125 000,-.

6. Fastsettelse av revisors godtgjørelse

Styret foreslår for generalforsamlingen at revisors godtgjørelse for regnskapsåret 2023 godkjennes og dekkes etter regning.

7. Styrevalg

Styret foreslår for generalforsamlingen at det gjøres visse endringer i styrets sammensetning, slik at Selskapets styre skal bestå av følgende personer:

- Renate Larsen (styreleder)
- Jan Severin Sølbæk (styremedlem)
- Boe Spurré (styremedlem)
- Trine Lotherington Danielsen (styremedlem)
- Paul Jewer (styremedlem)

8. Styrefullmakt kapitalforhøyelse – generell

Styret foreslår for generalforsamlingen at styret tildeles følgende fullmakt til å øke Selskapets aksjekapital ved en eller flere kapitalforhøyelser:

(i) *I henhold til aksjeloven § 10-14 gis styret fullmakt til å forhøye Selskapets aksjekapital med inntil NOK 2.190.158,20, tilsvarende 10 % av Selskapets registrerte aksjekapital.*

(ii) *Fullmakten kan benyttes i forbindelse med oppkjøp og ved utstedelse av vederlagsaksjer.*

(iii) *Ved bruk av fullmakten fastsetter styret pris og tegningsvilkår under hensyn til Selskapets behov og aksjenes markedsverdi på det aktuelle tidspunkt.*

(iv) *De eksisterende aksjeeiernes fortrinnsrett til de nye aksjer etter aksjeloven § 10-4 skal kunne fravikes.*

(v) *Fullmakten omfatter også kapitalforhøyelse mot innskudd i andre eiendeler enn penger mv. og kapitalforhøyelse ved fusjon etter aksjeloven § 13-5.*

(vi) *Fullmakten utløper på datoen for den ordinære generalforsamlingen i 2025, men skal i alle tilfelle utløpe senest 30. juni 2025.*

(vii) *Styret gis fullmakt til å endre Selskapets vedtekter for å reflektere nytt antall aksjer og aksjekapital som følge av utøvelse av fullmakten.*

Vedlegg:

1. Årsregnskap for regnskapsåret 2023, årsberetning samt revisors årsberetning
2. Påmeldingsskjema
3. Fullmaktsskjema

5. Board renumeration

The Board proposes for the general meeting that remuneration is paid to the members of the Board for their efforts during the financial year of 2023 as follows:

- the chair of the board: NOK 250 000,-
- each of the other board members: NOK 125 000,-.

6. Approval of the auditor's remuneration

The Board proposes for the general meeting that the auditor's remuneration for 2023 is approved and shall be covered as per invoice.

7. Board election

The Board proposes for the general meeting that certain changes are made to the composition of the board, so that the Company's board of directors shall comprise of the following persons:

- Renate Larsen (chair of the board)
- Jan Severin Sølbæk (board member)
- Boe Spurré (board member)
- Trine Lotherington Danielsen (board member)
- Paul Jewer (board member)

8. Power of attorney to the Board to increase the share capital – general

The Board proposes that the general meeting resolves to grant the Board the following power of attorney to increase the share capital of the Company by one or more capital increases:

(i) *In accordance with section 10-14 of the Companies Act, the board of directors is granted an authorization to increase the Company's share capital by up to NOK 2,190,158.20, equal to 10% of the Company's registered share capital.*

(ii) *The authorization may be used in connection with acquisitions and issuance of consideration shares.*

(iii) *When using the authorization, the board of directors determines the price and the conditions for subscription, according to the Company's needs and the shares' market value at the relevant point in time.*

(iv) *The existing shareholders' preferential rights to the new shares pursuant to section 10-4 of the Companies Act may be deviated from.*

(v) *The authorization also comprises share capital increases against contribution in kind, etc. and share capital increases in connection with mergers pursuant to section 13-5 of the Companies Act.*

(vi) *The authorization expires at the date of the annual general meeting in 2025 but shall in any event expire at the latest on 30 June 2025.*

(vii) *The Board is authorized to amend the Company's Articles of Association to reflect the new number of shares and share capital upon use of the power of attorney.*

Appendix:

1. Annual accounts for the financial year 2023, the director's report and the auditor's report
2. Attendance slip
3. Proxy form

31 May 2024

På vegne av styret i / On behalf of the Board of Director's of
Norcod AS

____

Renate Larsen
Chair of the Board

Appendix 2

ATTENDANCE SLIP

REGISTRATION – ORDINARY GENERAL MEETING IN NORCOD AS, 14 JUNE 2024

Notice of attendance at the ordinary general meeting may be sent via this attendance slip. Kindly submit the notice in time to be received by Norcod AS no later than 11 June 2024, at 09:00 hours (CEST).

The attendance slip may be sent by email to Cr@norcod.no.

If you are unable to attend after you have registered, a written and dated proxy can be submitted at the ordinary general meeting.

The undersigned will attend the ordinary general meeting of Norcod AS, 14 June 2024, and (tick-off):

- ☐ **Vote for shares pursuant to enclosed proxy/ies)**
- ☐ Vote for my/our shares

Name of shareholder (capital letters): ____

_______________	_________________________	____
Date	Place	Shareholder's signature

Appendix 3

PROXY FORM

ORDINARY GENERAL MEETING IN NORCOD AS, 14 JUNE 2024

Shareholders who wish to authorise another person to act on his or her behalf, must complete this form of proxy and return it to: cr@norcod.no. The power of attorney must be dated and signed. The power of attorney should be received no later than **11 June 2024, at 09:00 hours (CEST)**.

The Undersigned hereby grants (please tick the relevant alternative):

☐ Renate Larsen

☐ ____
(name of attorney in capital letters)

power of attorney to attend and vote for my/our shares at the ordinary general meeting of Norcod AS to be held on 14 June 2023. If the power of attorney form is submitted without stating the name of the attorney, the attorney will be deemed to have been given to Jan Sølbæk. The votes shall be cast in accordance with the instructions below. **Please note that if the alternatives below are not ticked off, this will be deemed to be an instruction to vote "in favour" of the proposals in the notice,** provided, however, that the attorney determines the voting to the extent proposals are put forward in addition to, instead of, or as adjustments to the proposals in the notice.

Agenda for the ordinary general meeting in Norcod AS – 14 June 2024		For	Against	Abstain	At the attorney's discretion
2.	Election of chair of the meeting and person to co-sign the minutes	☐	☐	☐	☐
3.	Approval of the notice and the agenda	☐	☐	☐	☐
4.	Approval and adoption of the Annual Accounts and director's report for 2023	☐	☐	☐	☐
5.	Board renumeration	☐	☐	☐	☐
6.	Approval of the auditor's remuneration	☐	☐	☐	☐
7.	Board election	☐	☐	☐	☐
8.	Power of attorney to the Board of directors to increase the share capital - general	☐	☐	☐	☐