

MINUTES of the Annual General Meeting of the Members of

**Odfjell Technology Ltd**

(the "Company")

held at Prime View, Prime Four Business Park, Kingswell, Aberdeen, AB15 8PU,  
Scotland, United Kingdom on 24 June 2024 at 9.30 a.m.

PRESENT: Diane Stephen (Chair/proxyholder)  
Gillian Basson (as proxyholder)

Ms. Stephen confirmed that notice of the meeting had been duly given in accordance with the Company Bye-laws and that, as at 20 June 2024, being the record date for voting at the annual general meeting, there were 39,463,867 common shares outstanding and entitled to vote at the meeting, and that proxy forms had been submitted covering 28,242,525 common shares. She confirmed that a quorum was therefore present for the purposes of conducting the business of the meeting. Ms. Stephen proceeded to declare the meeting duly convened and was appointed Chair of this meeting.

The Chair described the voting process for the items contained on the meeting Agenda requiring Member approval, as previously distributed to the Members, and it was determined that each proposal reflected in the Agenda would be voted on, in accordance with Bye-Law 30.3, by a show of hands unless a poll vote was requested.

The consolidated financial statements reflecting the Company's performance for the year ended 31 December, 2023 and the report of its independent auditors, KPMG AS, which had been made available on the Company's website, were then presented at the meeting.

**RESOLUTIONS:**

1. **APPOINTMENT OF DIRECTORS**

The first item for Member vote was to elect the following four persons as directors of the Company, to hold office until the next Annual General Meeting of the Company or until their respective successors have been elected or appointed or their office is otherwise vacated:

Helene Odfjell, Director  
Susanne Munch Thore, Director  
Alasdair Shiach, Director  
Victor Vadaneaux, Director

(a) **ELECTION OF HELENE ODFJELL AS DIRECTOR**

This proposal passed in accordance with the following vote:

FOR	AGAINST	ABSTAIN	TOTAL
27,039,533	852,992	350,000	28,242,525

**RESOLVED THAT** Helene Odfjell be and is hereby appointed as a Director of the Company to hold office until the next Annual General Meeting of the Company or until her successor has been elected or appointed or her office is otherwise vacated.

**(b) ELECTION OF SUSANNE MUNCH THORE AS DIRECTOR**

This proposal passed in accordance with the following vote:

FOR	AGAINST	ABSTAIN	TOTAL
27,837,415	55,110	350,000	28,242,525

**RESOLVED THAT** Susanne Munch Thore be and is hereby appointed as a Director of the Company to hold office until the next Annual General Meeting of the Company or until her successor has been elected or appointed or her office is otherwise vacated.

**(c) ELECTION OF ALASDAIR SHIACH AS DIRECTOR**

This proposal passed in accordance with the following vote:

FOR	AGAINST	ABSTAIN	TOTAL
27,837,415	55,110	350,000	28,242,525

**RESOLVED THAT** Alasdair Shiach be and is hereby appointed as a Director of the Company to hold office until the next Annual General Meeting of the Company or until his successor has been elected or appointed or his office is otherwise vacated.

**(d) ELECTION OF VICTOR VADANEAX AS DIRECTOR**

This proposal passed in accordance with the following vote:

FOR	AGAINST	ABSTAIN	TOTAL
27,837,415	55,110	350,000	28,242,525

**RESOLVED THAT** Victor Vadaneaux be and is hereby appointed as a Director of the Company to hold office until the next Annual General Meeting of the Company or until his successor has been elected or appointed or his office is otherwise vacated.

**2. APPOINTMENT OF AUDITOR**

The second proposal for Member vote was the appointment of KPMG AS ("KPMG") as auditors of the Company and authorisation for the Board of Directors to determine their remuneration.

This proposal passed in accordance with the following vote:

FOR	AGAINST	ABSTAIN	TOTAL
27,792,525	100,000	350,000	28,242,525

**RESOLVED THAT** KPMG AS be and are hereby appointed as the auditors of the Company until the conclusion of the next annual general meeting and the Company's Board of Directors be and is hereby authorised to determine their remuneration.

3. **DIRECTORS' REMUNERATION**

The third proposal for Member vote was the approval of the remuneration of the Company's Board of Directors up to a total amount of fees not to exceed 2.5M NOK of the year ended 30 June 2024.

This proposal passed in accordance with the following vote:

FOR	AGAINST	ABSTAIN	TOTAL
27,792,525	100,000	350,000	28,242,525

**RESOLVED THAT** the remuneration of the Company's Board of Directors up to a total amount of fees not to exceed 2.5M NOK for the year ended 30 June 2024, be and is hereby approved.

4. **EXECUTIVE REMUNERATION REPORT 2023**

The fourth proposal for Member vote was the approval of the Executive Remuneration Report 2023 which was included in the Annual Report for the year ended 31 December 2023.

This proposal passed in accordance with the following vote:

FOR	AGAINST	ABSTAIN	TOTAL
24,580,354	3,312,171	350,000	28,242,525

**RESOLVED THAT** the Executive Remuneration Report 2023 be and is hereby approved.

5. **EXECUTIVE REMUNERATION POLICY**

The final proposal for Member vote was the approval of the Executive Remuneration Policy.

This proposal passed in accordance with the following vote:

FOR	AGAINST	ABSTAIN	TOTAL
24,580,354	3,312,171	350,000	28,242,525

**RESOLVED** that the Executive Remuneration Policy be and is hereby approved.

6. **CLOSE**

There being no further business, the Chair declared the meeting closed.

  
Diane Stephen  
Chair