

**PROTOKOLL FRA
EKSTRAORDINÆR GENERALFORSAMLING**

THOR MEDICAL ASA

Den 6. januar 2025 kl. 14:00 ble det avholdt ekstraordinær generalforsamling i Thor Medical ASA ("Selskapet") i Advokatfirmaet Selmer AS' lokaler i Ruseløkkveien 14, 0251 Oslo.

Styrets leder Ludvik Sandnes åpnet møtet og tok opp fortegnelse over møtende aksjeeiere og fullmakter, samt forhåndsstemmer, inntatt i vedlegg 1. 91 771 783 aksjer var representert, tilsvarende ca. 32,72 % av totalt antall utestående aksjer og stemmer.

Til behandling forelå:

1 Valg av møteleder og en person til å medundertegne protokollen

Generalforsamlingen fattet følgende vedtak:

Ole Christian Borge velges som møteleder, og Ludvik Sandnes velges til å medundertegne protokollen.

2 Godkjenning av innkalling og dagsorden

Generalforsamlingen fattet følgende vedtak:

Innkalling og dagsorden godkjennes.

3 Rettet emisjon

Generalforsamlingen fattet følgende vedtak:

Selskapets aksjekapital forhøyes i henhold til allmennaksjeloven § 10-1, på følgende vilkår:

**MINUTES FROM
EXTRAORDINARY GENERAL MEETING**

THOR MEDICAL ASA

On 6 January 2025 at 14:00 hours (CET), an extraordinary general meeting was held in Thor Medical ASA (the "Company") at Advokatfirmaet Selmer AS' offices in Ruseløkkveien 14, 0251 Oslo.

The chairman of the board Ludvik Sandnes opened the meeting and registered the attendance of shareholders present and proxies, as well as advance votes, as listed in appendix 1. 91,771,783 shares were represented, equivalent to approximately 32.72% of the total number of outstanding shares and votes.

The following matters were on the agenda:

1 Election of a chairman of the meeting and a person to co-sign the minutes

The general meeting made the following resolution:

Ole Christian Borge is elected as chairman of the meeting, and Ludvik Sandnes is elected to co-sign the minutes.

2 Approval of notice and agenda

The general meeting made the following resolution:

Notice and agenda are approved.

3 Private placement

The general meeting made the following resolution:

The Company's share capital is increased pursuant to the Norwegian Public Limited Liability Companies Act section 10-1, on the following terms:

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|---|--|
| <ol style="list-style-type: none"> 1. Aksjekapitalen forhøyes med NOK 4 679 276 ved utstedelse av 23 396 380 nye aksjer, hver pålydende NOK 0,20. 2. Tegningskursen er NOK 2,50 per aksje. 3. Aksjeeiernes fortrinnsrett i henhold til allmennaksjeloven § 10-4 fravikes. 4. Aksjene kan tegnes av Carnegie AS på vegne av investorer som har fått allokkert aksjer. Overtegning er ikke tillatt. 5. Tegning av aksjer skal skje på særskilt tegningblankett innen 8. januar 2025 6. Aksjeinnskudd skal gjøres opp senest 8. januar 2025 ved kontant innbetaling til separat konto i norsk kredittinstitusjon. 7. Aksjene gir rett til utbytte fra tidspunktet for registrering av kapitalforhøyelsen i Føretaksregisteret. 8. Anslårte utgifter ved kapitalforhøyelsen er ca. NOK 2 560 000. 9. Med virkning fra tidspunktet for registrering av kapitalforhøyelsen i Føretaksregisteret endres vedtektenes § 4 til å angi aksjekapital og totalt antall aksjer etter kapitalforhøyelsen. | <ol style="list-style-type: none"> 1. The share capital is increased by NOK 4,679,276 by issue of 23,396,380 new shares, each with a par value of NOK 0.20. 2. The subscription price is NOK 2.50 per share. 3. The shareholders' pre-emptive rights pursuant to the Norwegian Public Limited Liability Companies Act section 10-4 are set aside. 4. The shares may be subscribed for by Carnegie AS on behalf of investors that have been allocated shares. Over-subscription is not permitted 5. Subscription of shares shall be made in a separate subscription form within 8 January 2025. 6. Contribution for the shares shall be settled no later than 8 January 2025 by cash payment to a separate account with a Norwegian credit institution. 7. The shares will give right to dividend from the time of registration of the share capital increase with the Norwegian Register of Business Enterprises. 8. The estimated amount of expenses related to the share capital increase is NOK 2,560,000. 9. With effect from the registration of the share capital increase with the Norwegian Register of Business Enterprises, section 4 of the articles of association is amended to reflect the share capital and total number of shares after the share capital increase. |
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4 Reparasjonsemisjon

Generalforsamlingen fattet følgende vedtak:

I henhold til allmennaksjeloven § 10-14 gis styret fullmakt til kapitalforhøyelse, på følgende vilkår:

4 Subsequent offering

The general meeting made the following resolution:

In accordance with the Norwegian Public Limited Liability Companies Act section 10-14, the board of directors is authorised to increase the share capital, on the following terms:

	<p>1. Aksjekapitalen kan, i en eller flere omganger, i alt forhøyes med inntil NOK 2 200 000.</p> <p>2. Fullmakten kan bare benyttes i forbindelse med gjennomføring av reparasjonsemisjon mot Selskapets aksjonærer per 11. desember 2024.</p> <p>3. Fullmakten skal gjelde til ordinær generalforsamling i 2025, likevel senest til 30. juni 2025.</p> <p>4. Aksjeeiernes fortrinnsrett etter allmennaksjeloven § 10-14 skal kunne fravikes.</p> <p>5. Fullmakten omfatter ikke kapitalforhøyelse mot innskudd i andre eiendeler enn penger eller rett til å pådra selskapet særlig plikter, jf. allmennaksjeloven § 10-2.</p> <p>6. Fullmakten omfatter ikke beslutning om fusjon etter allmennaksjeloven § 13-5.</p>	<p>1. The share capital may, on one or more occasions, in total be increased by up to NOK 2,200,000.</p> <p>2. The authorisation may only be used in connection with a subsequent offering directed towards the Company's shareholders as of 11 December 2024.</p> <p>3. The authorisation shall be valid until the ordinary general meeting in 2025, but at the latest until 30 June 2025.</p> <p>4. The shareholders' pre-emptive rights pursuant to the Norwegian Public Limited Liability Companies Act section 10-14 may be set aside.</p> <p>5. The authorisation does not include increase of share capital with contribution in kind or right to incur special obligations upon the Company, ref. the Norwegian Public Limited Liability Companies Act section 10-2.</p> <p>6. The authorisation does not include resolution on merger pursuant to the Norwegian Public Limited Liability Companies Act section 13-5.</p>
5	Fullmakt til styret til å forhøye aksjekapitalen med inntil 20 % for andre angitte formål	Authorisation to the Board to increase the share capital by up to 20% for other specified purposes

Generalforsamlingen fattet følgende vedtak:

1. I henhold til allmennaksjeloven § 10-14 gis styret fullmakt til å forhøye Selskapets aksjekapital, i en eller flere omganger, med inntil NOK 11 861 560,24.
2. Fullmakten kan benyttes til å styrke Selskapets egenkapital, generelle forretningsmessige formål, herunder men ikke begrenset til finansiering av oppkjøp av andre selskaper, virksomheter eller eiendeler herunder for utstedelse av vederlagsaksjer i forbindelse med overnevnte transaksjoner.
3. Fullmakten gjelder frem til Selskapets ordinære generalforsamling i 2025, likevel ikke lenger

6 Authorisation to the Board to increase the share capital by up to 20% for other specified purposes

The general meeting made the following resolution:

1. Pursuant to Section 10-14 of the Norwegian Public Limited Companies Act, the Board is granted an authorisation to increase the Company's share capital, in one or more occurrences, by up to NOK 11,861,560.24.
2. The authorisation may be used to strengthen the Company's equity, for general corporate purposes, including but not limited to financing of acquisitions of other companies, businesses or assets, including issuance of consideration shares in connection with the above-mentioned transactions.
3. The authorisation is valid until the Company's annual general meeting in 2025, but no longer

enn til 30. juni 2025.

4. *Aksjonærernes fortrinnsrett til de nye aksjene etter allmennaksjeloven § 10-4 kan fravikes.*
5. *Fullmakten omfatter kapitalforhøyelse mot innskudd i penger og i andre eiendeler enn penger og rett til å pådra Selskapet særlege forpliktelser mv, jf. allmennaksjeloven § 10-2.*
6. *Fullmakten omfatter beslutning om fusjon i henhold til allmennaksjeloven § 13-5*
7. *Med virkning fra tidspunktet for registrering av denne fullmakten i Foretaksregisteret, erstatter denne fullmakten alle tidligere utstedte styrefullmakter til aksjekapitalforhøyelse gitt for strategiske formål.*

Stemmegivning

Resultatet av stemmegivning for hver av de ovennevnte sakene er inntatt i vedlegg 1.

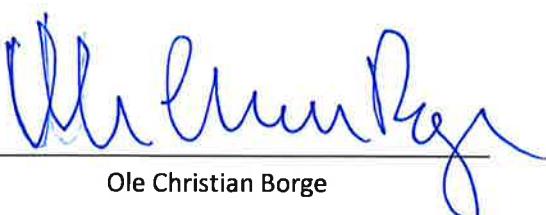
than 30 June 2025.

4. *The shareholders' preferential right to the new shares pursuant to Section 10-4 of the Norwegian Public Limited Companies Act may be deviated from.*
5. *The authorisation comprises share capital increases against contribution in cash and in kind and the right to impose special obligations on the Company etc, cf. Section 10-2 of the Norwegian Public Limited Companies Act.*
6. *The authorisation covers resolutions on mergers as provided in section 13-5 of the Norwegian Public Limited Companies Act.*
7. *With effect from the date when this mandate is registered with the Norwegian Register of Business Enterprises, it replaces all previous mandates to increase the share capital for strategic purposes.*

Voting

The results of voting for each of the above matters are included in appendix 1.

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Ole Christian Borge



Ludvik Sandnes

Total Represented

ISIN: NO0010597883 Thor Medical ASA
 General meeting date: 06/01/2025 14.00
 Today: 06.01.2025

Number of persons with voting rights represented/attended : 6

	Number of shares	% sc
Total shares	280,492,395	
- own shares of the company	0	
Total shares with voting rights	280,492,395	
Represented by own shares	68,820,031	24.54 %
Represented by advance vote	10,444,338	3.72 %
Sum own shares	79,264,369	28.26 %
Represented by proxy	12,426,811	4.43 %
Represented by voting instruction	80,603	0.03 %
Sum proxy shares	12,507,414	4.46 %
Total represented with voting rights	91,771,783	32.72 %
Total represented by share capital	91,771,783	32.72 %

Registrar for the company: Signature company:
 NORDEA BANK ABP, FILIAL NORGE Thor Medical ASA

Protocol for general meeting Thor Medical ASA

ISIN: N00010597883 Thor Medical ASA

General meeting date: 06/01/2025 14.00

Today: 06.01.2025

Shares class	For	Against	Poll in	Abstain	Poll not registered	Represented shares with voting rights
Agenda item 1A Election of the chairman for the meeting						
Ordinær	91,656,654	0	91,656,654	115,129	0	91,771,783
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	99.88 %	0.00 %	99.88 %	0.13 %	0.00 %	
total sc in %	32.68 %	0.00 %	32.68 %	0.04 %	0.00 %	
Total	91,656,654	0	91,656,654	115,129	0	91,771,783
Agenda item 1B Election of one person to co-sign the minutes						
Ordinær	91,656,654	0	91,656,654	115,129	0	91,771,783
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	99.88 %	0.00 %	99.88 %	0.13 %	0.00 %	
total sc in %	32.68 %	0.00 %	32.68 %	0.04 %	0.00 %	
Total	91,656,654	0	91,656,654	115,129	0	91,771,783
Agenda item 2 Approval of the notice and the agenda						
Ordinær	91,765,561	0	91,765,561	6,222	0	91,771,783
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	99.99 %	0.00 %	99.99 %	0.01 %	0.00 %	
total sc in %	32.72 %	0.00 %	32.72 %	0.00 %	0.00 %	
Total	91,765,561	0	91,765,561	6,222	0	91,771,783
Agenda item 3 Private placement						
Ordinær	91,643,992	80,011	91,724,003	47,780	0	91,771,783
votes cast in %	99.91 %	0.09 %		0.00 %		
representation of sc in %	99.86 %	0.09 %	99.95 %	0.05 %	0.00 %	
total sc in %	32.67 %	0.03 %	32.70 %	0.02 %	0.00 %	
Total	91,643,992	80,011	91,724,003	47,780	0	91,771,783
Agenda item 4 Subsequent offering						
Ordinær	90,710,045	1,061,738	91,771,783	0	0	91,771,783
votes cast in %	98.84 %	1.16 %		0.00 %		
representation of sc in %	98.84 %	1.16 %	100.00 %	0.00 %	0.00 %	
total sc in %	32.34 %	0.38 %	32.72 %	0.00 %	0.00 %	
Total	90,710,045	1,061,738	91,771,783	0	0	91,771,783
Agenda item 5 Authorisation to the Board to increase the share capital by up to 20% for other specified purposes						
Ordinær	91,642,218	123,343	91,765,561	6,222	0	91,771,783
votes cast in %	99.87 %	0.13 %		0.00 %		
representation of sc in %	99.86 %	0.13 %	99.99 %	0.01 %	0.00 %	
total sc in %	32.67 %	0.04 %	32.72 %	0.00 %	0.00 %	
Total	91,642,218	123,343	91,765,561	6,222	0	91,771,783

Registrar for the company:

NORDEA BANK ABP, FILIAL NORGE

Signature company:

Thor Medical ASA

Share information

Name	Total number of shares	Nominal value	Share capital	Voting rights
Ordinær	280,492,395	0.20	56,098,479.00	Yes
Sum:				

§ 5-17 Generally majority requirement

requires majority of the given votes

§ 5-18 Amendment to resolution

Requires two-thirds majority of the given votes