

**PROTOKOLL FRA EKSTRAORDINÆR
GENERALFORSAMLING I HUDDLY AS**

(organisasjonsnummer 913 292 049)

Den 14. februar 2025 kl. 10:00 ble det avholdt en ekstraordinær generalforsamling i Huddly AS ("**Selskapet**"). Den ekstraordinære generalforsamlingen ble avholdt som et hybridmøte i Advokatfirmaet Simonsen Vogt Wiig AS' lokaler på Filipstad brygge 1, 0252 Oslo, der aksjeeierne fikk mulighet til å delta fysisk eller elektronisk via Teams.

Følgende saker forelå til behandling:

**1 ÅPNING AV GENERALFORSAMLINGEN OG
OPPTAK AV FORTEGNELSE OVER MØTENDE
AKSJEIERE OG FULLMAKTER**

Generalforsamlingen ble åpnet av styrets leder, Jon Øyvind Eriksen. DNB Markets Verdipapirtjenester opptok fortegnelse over møtende aksjeeiere og fullmakter. Fortegnelsen, inkludert antall aksjer og stemmer representert, er inntatt som Vedlegg 1 til denne protokollen.

I henhold til fortegnelsen var 9 055 887 av totalt 18 363 281 utstedte aksjer, som tilsvarer 49,32 % av aksjene i Selskapet, representert på generalforsamlingen.

I tillegg møtte:

- Rósa Stensen (daglig leder)
- Amund Fougner Bugge og Nilakshan Selvaratnam (Simonsen Vogt Wiig)

**2 VALG AV MØTELEDER OG EN REPRESENTANT
TIL Å MEDUNDERTEGNE PROTOKOLLEN**

Jon Øyvind Eriksen ble enstemmig valgt til å lede møtet. Amund Fougner Bugge ble enstemmig valgt til å undertegne protokollen sammen med møteleder.

**3 GODKJENNELSE AV INNKALLINGEN OG
DAGSORDEN**

Innkallingen og dagsorden ble godkjent med 9 039 673 stemmer for og 16 214 stemmer mot, hvilket vil si at forslaget fikk tilslutning fra det nødvendige flertallet.

Unofficial office translation. In case of any discrepancies the Norwegian version shall prevail.

**MINUTES OF AN EXTRAORDINARY
GENERAL MEETING OF HUDDLY AS**

(company registration number 913 292 049)

On 14 February 2025 at 10:00 CET, an extraordinary general meeting was held in Huddly AS (the "**Company**"). The extraordinary general meeting was held as a hybrid meeting in the offices of Advokatfirmaet Simonsen Vogt Wiig AS, at their address Filipstad brygge 1, 0252 Oslo, where the shareholders were offered to participate in person or electronically via Teams.

The following matters were on the agenda:

**1 OPENING OF THE GENERAL MEETING AND
REGISTRATION OF ATTENDING
SHAREHOLDERS AND PROXIES**

The general meeting was opened by the chair of the board of directors (the "**Board**"), Jon Øyvind Eriksen. DNB Markets Issuer Services made a record of the attending shareholders and proxies. The record, including the number of shares and votes represented, is attached as Appendix 1 to these minutes.

Pursuant to the record, 9,055,887 of a total 18,363,281 issued shares, corresponding to 49.32% of the shares in the Company, were represented at the general meeting.

Other participants:

- Rósa Stensen (CEO)
- Amund Fougner Bugge and Nilakshan Selvaratnam (Simonsen Vogt Wiig)

**2 ELECTION OF CHAIR OF THE MEETING AND A
REPRESENTATIVE TO CO-SIGN THE MINUTES**

Jon Øyvind Eriksen was unanimously elected to chair the meeting. Amund Fougner Bugge was unanimously elected to co-sign the minutes with the chair of the meeting.

3 APPROVAL OF THE NOTICE AND AGENDA

The notice and agenda were approved, with 9,039,673 votes for and 16,214 votes against, meaning that the proposal was supported by the required majority.

4 AKSJEOPSJONSPROGRAM FOR SELSKAPETS ANSATTE OG STYREMEDLEMMER

I samsvar med styrets forslag traff generalforsamlingen følgende vedtak om nytt aksjeopsjonsprogram, med 9 036 373 stemmer for og 19 514 stemmer mot, hvilket vil si at forslaget fikk tilslutning fra det nødvendige flertallet:

- (i) *Det nye aksjeopsjonsprogrammet for selskapets ansatte og medlemmer og observatører i styret (2025 Share Incentive Plan) godkjennes og erstatter 2024 Share Incentive Plan.*
- (ii) *Generalforsamlingen forhåndsgodkjenner en eventuell tildeling av inntil 177 273 opsjoner til medlemmene og observatørene i styret i henhold til 2025 Share Incentive Plan, med fordelingen under. Det presiseres at tildelingen ikke skjer på tidspunktet for generalforsamlingen, men at den kan gjøres av styret senere (og da forhåndsgodkjent av generalforsamlingen), så snart Selskapets finansielle rapport for Q4 2024 er offentliggjort av Selskapet, hvilket ventes å finne sted 19. februar 2025.*

De eventuelle 177 273 opsjonene fordeles som følger:

- a. Jon Øyvind Eriksen: 40 909 opsjoner*
- b. Jostein Devold: 27 273 opsjoner*
- c. Kristian Kolberg: 27 273 opsjoner*
- d. Anika Jovik: 27 273 opsjoner*
- e. Bente Sollid: 27 273 opsjoner*
- f. Michael A. Brandofino: 27 273 opsjoner*

- (iii) *I den utstrekning den enkelte ansatte og det enkelte medlem eller observatør i styret aksepterer å terminere alle rettigheter i henhold til 2024 Share Incentive Plan, annullerer generalforsamlingen alle vedtak som tidligere er fattet av generalforsamlingen knyttet til nevnte aksjeopsjonsprogram.*

5 STYREFULLMAKT TIL KAPITALFORHØYELSE I FORBINDELSE MED AKSJEOPSJONSPROGRAMMET

I samsvar med styrets forslag traff generalforsamlingen følgende vedtak, med 9 036 373 stemmer for og 19 514 stemmer mot, hvilket vil si at forslaget fikk tilslutning fra det nødvendige flertallet:

4 SHARE OPTION PROGRAM FOR THE COMPANY'S EMPLOYEES AND BOARD MEMBERS

In accordance with the Board's proposal, the general meeting passed the following resolution regarding a new share option program, with 9,036,373 votes for and 19,514 votes against, meaning that the proposal was supported by the required majority:

- (i) *The new share option program for the company's employees and members and observers to the board of directors (the 2025 Share Incentive Plan) is approved and replaces the 2024 Share Incentive Plan.*
- (ii) *The general meeting pre-approves a potential award of up to 177,273 options to the members and observers to the board under the 2025 Share Incentive Plan, with the distribution below. It is specified that the award is not made at the time of the general meeting, but that it may be done by the Board later (and then preapproved by the general meeting), as soon as the Company's financial report for Q4 2024 has been made public by the Company, expected to take place at 19 February 2025.*

The potential 177,273 options shall be distributed as follows:

- a. Jon Øyvind Eriksen: 40,909 options*
- b. Jostein Devold: 27,273 options*
- c. Kristian Kolberg: 27,273 options*
- d. Anika Jovik: 27,273 options*
- e. Bente Sollid: 27,273 options*
- f. Michael A. Brandofino: 27,273 options*

- (iii) *To the extent the relevant employee and member or observer to the board accepts to terminate all rights under the 2024 Share Incentive Plan, the general meeting annuls all resolutions made earlier by the general meeting related to the abovementioned share option program.*

5 BOARD AUTHORIZATION TO INCREASE THE SHARE CAPITAL IN CONNECTION WITH THE SHARE OPTION PROGRAM

In accordance with the Board's proposal, the general meeting passed the following resolution, with 9,036,373 votes for and 19,514 votes against, meaning that the proposal was supported by the required majority:

- | | |
|--|---|
| <p>(i) I henhold til aksjeloven § 10-14 gis styret fullmakt til å forhøye Selskapets aksjekapital med inntil NOK 97 250.</p> | <p>(i) Pursuant to section 10-14 of the Norwegian Private Limited Liability Companies Act, the board of directors is granted an authorization to increase the Company's share capital by up to NOK 97,250.</p> |
| <p>(ii) Fullmakten skal benyttes til å utstede nye aksjer for å oppfylle Selskapets aksjeopsjonsprogrammer.</p> | <p>(ii) The authorization shall be used to issue new shares to fulfil the Company's share option programs.</p> |
| <p>(iii) Aksjeeiernes fortrinnsrett til å tegne og bli tildelt de nye aksjene etter aksjeloven § 10-4 kan fravikes, jf. § 10-5.</p> | <p>(iii) The shareholders' preferential right to subscribe for and be allocated the new shares pursuant to section 10-4 of the Norwegian Private Limited Liability Companies Act may be deviated from, cf. section 10-5.</p> |
| <p>(iv) Fullmakten omfatter ikke kapitalforhøyelser mot innskudd i andre eiendeler enn penger etter aksjeloven § 10-2.</p> | <p>(iv) The authorization does not comprise share capital increases with share contribution in other forms than cash pursuant to section 10-2 of the Norwegian Private Limited Liability Companies Act.</p> |
| <p>(v) Fullmakten omfatter ikke kapitalforhøyelse i forbindelse med fusjon etter aksjeloven § 13-5.</p> | <p>(v) The authorization does not comprise share capital increases in connection with mergers pursuant to section 13-5 of the Norwegian Private Limited Liability Companies Act.</p> |
| <p>(vi) Fullmakten gjelder fra registrering i Foretaksregisteret og frem til 30. januar 2027.</p> | <p>(vi) The authorization shall be effective from the date it is registered in the Norwegian Register of Business Enterprises and shall be valid until 30 January 2027.</p> |
| <p>(vii) Fullmakten erstatter fullmakt gitt i ordinær generalforsamling 2. mai 2024, og kommer i tillegg til fullmakt gitt i ekstraordinær generalforsamling 19. desember 2024 og ekstraordinær generalforsamling 22. januar 2025.</p> | <p>(vii) The authorization replaces the authorization given in the annual general meeting on 2 May 2024, and shall apply in addition to the extraordinary general meeting on 19 December 2024 and the extraordinary general meeting on 22 January 2025.</p> |

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14. februar 2025 / 14 February 2025

Signed by:



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Jon Øyvind Eriksen
Møteleder / Chair of the meeting

DocuSigned by:



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Amund Fougner Bugge
Medundertegner / Co-signer

Vedlegg:

Vedlegg 1 – Fortegnelse over deltagende aksjeeiere og fullmakter

Vedlegg 2 – Stemmeresultater

Appendices:

Appendix 1 – Record of participating shareholders and proxies

Appendix 2 – Voting results



Vedlegg 1 – Fortegnelse over møtende aksjeeiere og fullmakter | **Appendix 1** – Record of attending shareholders and proxies

Total Represented

ISIN: NO0013470534 HUDDLY AS
General meeting date: 14/02/2025 10.00
Today: 14.02.2025

Number of persons with voting rights represented/attended : 6

	Number of shares	% sc
Total shares	18,363,281	
- own shares of the company	53,000	
Total shares with voting rights	18,310,281	
Represented by own shares	3,344,635	18.27 %
Represented by advance vote	454,460	2.48 %
Sum own shares	3,799,095	20.75 %
Represented by proxy	5,237,278	28.60 %
Represented by voting instruction	19,514	0.11 %
Sum proxy shares	5,256,792	28.71 %
Total represented with voting rights	9,055,887	49.46 %
Total represented by share capital	9,055,887	49.32 %

Registrar for the company:

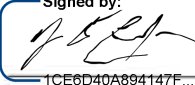
DNB Bank ASA



Signature company:

HUDDLY AS

Signed by:



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Vedlegg 2 – Stemmeresultater

| **Appendix 2** – Voting results

Protocol for general meeting HUDDL Y AS

ISIN: NO0013470534 HUDDL Y AS
 General meeting date: 14/02/2025 10.00
 Today: 14.02.2025

Shares class	For	Against	Poll in	Abstain	Poll not registered	Represented shares with voting rights
Agenda item 2 Election of chair of the meeting and a representative to co-sign the minutes						
Ordinær	9,055,887	0	9,055,887	0	0	9,055,887
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	100.00 %	0.00 %	100.00 %	0.00 %	0.00 %	
total sc in %	49.32 %	0.00 %	49.32 %	0.00 %	0.00 %	
Total	9,055,887	0	9,055,887	0	0	9,055,887
Agenda item 3 Approval of the notice and agenda						
Ordinær	9,039,673	16,214	9,055,887	0	0	9,055,887
votes cast in %	99.82 %	0.18 %		0.00 %		
representation of sc in %	99.82 %	0.18 %	100.00 %	0.00 %	0.00 %	
total sc in %	49.23 %	0.09 %	49.32 %	0.00 %	0.00 %	
Total	9,039,673	16,214	9,055,887	0	0	9,055,887
Agenda item 4 Share option program for the Company's employees and board member						
Ordinær	9,036,373	19,514	9,055,887	0	0	9,055,887
votes cast in %	99.79 %	0.22 %		0.00 %		
representation of sc in %	99.79 %	0.22 %	100.00 %	0.00 %	0.00 %	
total sc in %	49.21 %	0.11 %	49.32 %	0.00 %	0.00 %	
Total	9,036,373	19,514	9,055,887	0	0	9,055,887
Agenda item 5 Board authorization to increase the share capital in connection with the share option program						
Ordinær	9,036,373	19,514	9,055,887	0	0	9,055,887
votes cast in %	99.79 %	0.22 %		0.00 %		
representation of sc in %	99.79 %	0.22 %	100.00 %	0.00 %	0.00 %	
total sc in %	49.21 %	0.11 %	49.32 %	0.00 %	0.00 %	
Total	9,036,373	19,514	9,055,887	0	0	9,055,887

Registrar for the company:

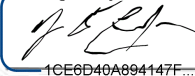
DNB Bank ASA



Signature company:

HUDDL Y AS

Signed by:



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Share information

Name	Total number of shares	Nominal value	Share capital	Voting rights
Ordinær	18,363,281	0.06	1,147,705.06	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

like the issued share capital represented/attended on the general meeting