

MULTICONSULT ASA

Innkalling til ordinær generalforsamling

Det innkalles herved til ordinær generalforsamling i Multiconsult ASA, org. nr. 910 253 158 ("**Selskapet**") torsdag den 10. april 2025 kl. 17:00 på Selskapets hovedkontor, Nedre Skøyen vei 2, 0276 Oslo, Norge.

Møtet vil bli åpnet av styrets leder Rikard Appelgren.

Dagsorden:

1. Valg av møteleder og en person til å medundertegne protokollen
2. Godkjenning av innkallingen og dagsorden
3. Godkjenning av årsregnskap og styrets årsberetning for Multiconsult ASA og konsernet for 2024 herunder disponering av årets resultat, samt behandling av redegjørelse om foretaksstyring
4. Godkjenning av honorar til Selskapets revisor
5. Valg av ny revisor
6. Fastsettelse av honorar til styrets medlemmer
7. Valg av medlemmer til styret
8. Valg av medlemmer til valgkomitéen
9. Fastsettelse av honorar til valgkomitéens medlemmer
10. Godkjenning av aksjekjøpsprogram
11. Godkjenning av rapport om lønn og annen godtgjørelse til ledende personer
12. Forslag om fullmakt til Selskapets styre til å forhøye Selskapets aksjekapital
13. Forslag om fullmakt til å erverve egne aksjer

Forslag til vedtak i sak 3-13 fremgår av vedlegg 1.

Multiconsult ASA har en aksjekapital på NOK 13 837 455,50 fordelt på 27 674 911 aksjer, hver med pålydende verdi NOK 0,50.

Notice of annual general meeting

Notice is hereby given that the annual general meeting of Multiconsult ASA, business reg. no. 910 253 158 (the "**Company**") will be held on Thursday 10 April 2025 at 05:00 p.m. (17:00) hours CEST at the Company's head office, Nedre Skøyen vei 2, 0276 Oslo, Norway.

The meeting will be opened by the chairman of the board of directors, Rikard Appelgren.

Agenda:

1. Election of a chairperson and a person to co-sign the minutes
2. Approval of the notice and the agenda
3. Approval of the annual accounts and directors' report of Multiconsult ASA and the group for 2024, including allocation of the result of the year, as well as consideration of the statement on corporate governance
4. Approval of the remuneration of the Company's auditor
5. Election of new auditor
6. Determination of the remuneration of the members of the board of directors
7. Election of members to the board of directors
8. Election of members to the nomination committee
9. Determination of the remuneration of the members of the nomination committee
10. Approval of employee share purchase programme
11. Approval of report regarding salary and other remuneration for leading persons
12. Proposal for authorisation to the board of directors to increase the Company's share capital
13. Proposal for authorisation to acquire own shares

Proposals for resolutions under items 3-13 are set out in appendix 1.

Multiconsult ASA has a share capital of NOK 13 837 455,50 divided into 27 674 911 shares, each with a nominal value of NOK 0.50.

Hver aksje gir rett til én stemme på Selskapets generalforsamlinger. Det følger imidlertid av vedtektene § 8 at ingen aksjonær på generalforsamlingen kan stemme for mer enn 25% av aksjene utstedt av Selskapet. Likt med aksjonærens egne aksjer regnes her med de aksjer som eies eller overtas av aksjonærenes nærstående.

På datoen for denne innkallingen eier Selskapet 86 866 egne aksjer. Det kan ikke utøves stemmerett for Selskapets egne aksjer og egne aksjer regnes ikke med når en beslutning krever samtykke fra en viss del av aksjekapitalen jf. allmennaksjeloven § 5-4.

Aksjeeierne har følgende rettigheter i forbindelse med generalforsamlingen:

- Rett til å møte i generalforsamlingen, enten personlig eller ved fullmektig.
- Talerett på generalforsamlingen.
- Rett til å ta med én rådgiver og gi denne talerett.
- Rett til å kreve opplysninger av styrets medlemmer og administrerende direktør om forhold som kan innvirke på bedømmelsen av (i) godkjenningen av årsregnskapet og årsberetningen, (ii) saker som er forelagt aksjeeierne til avgjørelse og (iii) Selskapets økonomiske stilling, herunder om virksomheten i andre selskaper som Selskapet deltar i, og andre saker som generalforsamlingen skal behandle, med mindre de opplysninger som kreves, ikke kan gis uten uforholdsmessig skade for Selskapet.
- Rett til å få fremsette alternativer til styrets forslag under de saker generalforsamlingen skal behandle.

I henhold til allmennaksjeloven § 5-2 (1) er det bare de som er aksjonærer i Selskapet den 3. april 2025 (registreringsdatoen) som har rett til å delta i og stemme på generalforsamling.

Aksjonærer som ønsker å delta i generalforsamlingen må melde fra om sin deltagelse, enten personlig eller ved fullmakt, senest tirsdag 9. april 2025 kl. 17:00 jf. vedtektenes § 7 siste avsnitt.

Påmelding kan skje elektronisk via Selskapets internettside www.multiconsult-ir.com eller elektronisk via VPS Investortjenester <https://investor.vps.no/garm/auth/login>, eller ved å sende vedlagte påmeldingsskjema (Vedlegg 2) til DNB

Each share carries one vote at the Company's general meetings. However, according to section 8 of the Company's articles of association, no shareholder may at general meetings vote for more than 25% of the shares issued by the Company. Shares owned or acquired by a related party of the shareholder shall for this purpose be considered as equal to the shareholder's own shares.

As of the date of this notice, the Company holds 86 866 treasury shares. Voting rights cannot be exercised for the Company's treasury shares and treasury shares is not taken into consideration when a resolution requires approval from a certain portion of the Company's share capital cf. section 5-4 of the Norwegian Public Limited Liability Companies Act

The shareholders have the following rights in respect of the general meeting:

- The right to attend the general meeting, either in person or by proxy.
- The right to speak at the general meeting.
- The right to be accompanied by an advisor at the general meeting and to give such advisor the right to speak.
- The right to require information from the members of the board of directors and the chief executive officer about matters which may affect the assessment of (i) the approval of the annual accounts and directors' report, (ii) items which have been presented to the shareholders for decision and (iii) the Company's financial position, including information about activities in other companies in which the Company participates and other business to be transacted at the general meeting, unless the information demanded cannot be disclosed without causing disproportionate harm to the Company.
- The right to present alternatives to the board's proposals in respect of matters on the agenda at the general meeting.

Pursuant to section 5-2 of the Norwegian Public Limited Liability Companies Act, only shareholders in the Company as of 3 April 2025 (the record date) are entitled to participate in and vote at the general meeting.

Shareholders who wish to attend the general meeting must notify their attendance, either in person or by proxy, no later than Tuesday 9 April 2025 at 05:00 p.m. CEST cf. § 7, last paragraph of the articles of association.

Notice of attendance may be given electronically via the Company's website: www.multiconsult-ir.com or electronically via VPS Investor Services <https://investor.vps.no/garm/auth/login>, or by returning the attached attendance form (Appendix 2) to DNB Bank ASA,

Bank ASA, Verdipapirservice, postboks 1600 Sentrum, 0021 Oslo.

I tråd med allmennaksjeloven § 1-8 samt forskrift om formidlere omfattet av verdipapirsentralloven § 4-5 og tilhørende gjennomføringsforordninger, sendes innkallingen til forvaltere som skal videreformidle til de bakenforliggende aksjonærer de holder aksjer for. Eiere av forvalterregistrerte aksjer som vil delta i og/eller stemme på generalforsamlingen må kommunisere med sin forvalter som har ansvar for å formidle stemmer, fullmakter og/eller påmelding til generalforsamlingen innen påmeldingsfristen den 9. april 2025 kl. 17:00.

Aksjonærer har rett til å møte og stemme ved fullmektig. Det må i så tilfelle fremlegges en skriftlig og datert fullmakt. Vedlagte fullmaktsskjema (Vedlegg 3) kan benyttes.

Aksjonærer kan før generalforsamlingen stemme elektronisk på hver sak på dagsorden via Selskapets internettsider www.multiconsult-ir.com eller elektronisk via VPS Investortjenester <https://investor.vps.no/garm/auth/login> (pinkode og referansenummer fra denne innkallingen er nødvendig). Fristen for forhåndsstemming er onsdag 9. april 2025 kl. 17:00. Frem til denne fristen kan avgitte stemmer endres eller trekkes tilbake. Avgitte forhåndsstemmer vil bli ansett som avgitte stemmer selv om aksjonæren deltar på generalforsamlingen. Dersom aksjonærer som deltar ønsker å endre forhåndsstemmer må det gis beskjed om dette før generalforsamlingen er satt.

Det gjøres oppmerksom på at fullmakt uten stemmeinstruks kan utløse flaggeplikt etter norsk rett. Etter verdipapirhandeloven § 4-4 første ledd nr. 7 skal tildeling eller tilbakekall av fullmakt for stemmeretter uten instruks flagges på tilsvarende måte som ved eierskap til aksjer med stemmerett. Dette betyr at fullmektigen vil ha plikt til å flagge mottatte fullmakter dersom disse gjelder et antall aksjer som (sammen med fullmektigens eventuelle egne aksjer eller rettigheter til aksjer) når opp til eller overstiger tersklene for flaggeplikt i verdipapirhandeloven § 4-2 første ledd.

Dersom det foreslåtte utbyttet blir vedtatt vil aksjen handles eks. utbytte på Oslo Børs fra og med 11. april 2025. Utbetaling av utbytte vil finne sted på eller omkring 24. april 2025.

Denne innkallingen med vedlegg er tilgjengelig på Selskapets internettside www.multiconsult-ir.com.

I tråd med vedtektene § 7 sendes ikke vedlegg 4-7 til innkallingen med post til aksjonærene, men gjøres tilgjengelig på Selskapets internettside. Enhver aksjonær kan dog kreve at vedleggene sendes vederlagsfritt til vedkommende med post.

Verdipapirservice, postboks 1600 Sentrum, 0021 Oslo, Norway.

In accordance with section 1-8 of the Norwegian Public Limited Liability Companies Act as well as the regulation on intermediaries comprised by section 4-5 of the Norwegian Central Securities Depository Act and related implementing regulations, the notice is sent to nominees who shall communicate it to the beneficial shareholders for whom they hold shares. Owners of nominee held shares that wish to participate in and/or vote at the general meeting must communicate with their nominees, who are responsible for conveying, votes, proxies and/or notice of participation at the general meeting within the registration deadline on 9 April 2025 at 05:00 p.m. CEST

Shareholders may appoint a proxy to attend and vote on their behalf. In this case a written and dated proxy must be provided. The enclosed proxy form (Appendix 3) may be used.

Shareholders may prior to the general meeting cast a vote electronically on each agenda item via the Company's website www.multiconsult-ir.com or electronically via VPS Investor Services <https://investor.vps.no/garm/auth/login> (Pin code and reference number from this notice of general meeting is required). The deadline for prior voting is Wednesday 9 April 2025 at 05:00 p.m. CEST. Up until the deadline, votes already cast may be changed or withdrawn. Votes cast prior to the general meeting will be considered as casted votes even if the shareholder attends the general meeting. If the participating shareholder wishes to change votes cast prior to the meeting, this has to be notified before the general meeting is opened.

Please note that proxies without voting instructions may trigger disclosure requirements under Norwegian law. Under the Norwegian Securities Trading Act section 4-4 first paragraph number 7, a grant or recall of a proxy for voting rights without voting instructions shall be disclosed in the same manner as ownership to shares with voting rights. This means that a proxy is required to disclose granted proxies if the number of shares to which they relate (together with any shares or rights to shares held by the proxy) reaches or exceeds the disclosure thresholds under the Norwegian Securities Trading Act section 4-2 first paragraph.

If the proposed dividend is approved the shares will trade ex. dividends on Oslo Børs from and including 11 April 2025. Payment of the dividend will be made on or around 24 April 2025.

This notice and the appendices are available on the Company's website www.multiconsult-ir.com.

In accordance with § 7 of the Company's articles of association, appendix 4-7 to the notice will not be sent by post to the shareholders but is made available at the Company's web pages. A shareholder may nonetheless demand to be sent the

Dersom en aksjeeier ønsker å få tilsendt dokumentene, kan henvendelse rettes til Selskapet på telefon: +47 416 11 161, eller ved å sende en forespørsel pr e-post til ir@multiconsult.no.

appendices by post free of charge. If a shareholder wishes to have the documents sent to him, such request can be addressed to the Company by telephone: +47 416 11 161 or by email to ir@multiconsult.no.

In case of any discrepancies between the Norwegian text and the English translation, the Norwegian text shall prevail.

Multiconsult ASA
Oslo, 18. mars 2025

Rikard Appelgren
Styrets leder/Chair of the board of directors

Vedlegg:

1. Foreslåtte vedtak
2. Påmeldingsskjema
3. Fullmaktsskjema
4. Valgkomiteens uttalelse
5. Årsrapport for 2024
6. Rapport om lønn og annen godtgjørelse til ledende personer

Vedlegg 4, 5 og 6 er kun tilgjengelig på engelsk.

Appendices:

1. Proposed resolutions
2. Attendance form
3. Proxy form
4. Statement of the nomination committee
5. Annual report for 2024
6. Report regarding salary and other remuneration for leading persons

Appendices 4, 5 and 6 are only available in English.

Vedlegg 1 - Forslag til vedtak

Sak 3 - Godkjenning av årsregnskap og styrets årsberetning for Multiconsult ASA og konsernet for 2024 herunder disponering av årets resultat, samt behandling av redegjørelse om foretaksstyring

Styret foreslår at generalforsamlingen treffer følgende vedtak:

Årsregnskapet og årsberetningen for 2024 godkjennes.

Det foreslåtte utbyttet på NOK 10,00 per aksje godkjennes.

Sak 4 - Godkjenning av honorar til Selskapets revisor

Godtgjørelsen til Selskapets revisor for 2024 er NOK 1 596 000, som dekker revisjon av det konsoliderte årsregnskapet til Multiconsult ASA etter IFRS og morselskapsregnskapet etter forenklet IFRS, samt attestasjon av bærekraftsrapportering i tråd med asal. § 7-6(1).

Sak 5 – Valg av ny revisor

Styret foreslår at BDO AS (org.nr. 993 606 650) velges som ny revisor for Multiconsult ASA.

Styrets revisjonsutvalg har sendt ut følgende redegjørelse for forslaget:

Deloitte har vært ekstern revisor for Multiconsult ASA og konsernet i mer enn 30 år. Multiconsult har vært fornøyd med tjenestene levert av Deloitte.

Revisjonsutvalget anser det som hensiktsmessig og i tråd med god selskapsstyring å regelmessig gjennomgå den eksterne revisoren. En grundig prosess ble gjennomført for å vurdere relevante profesjonelle leverandører av revisjonstjenester. Basert på en grundig evaluering av de relevante profesjonelle leverandørene, støtter revisjonsutvalget styrets forslag til generalforsamlingen om å utnevne BDO AS som konsernets nye eksterne revisor fra og med regnskapsåret 2025.

Styret foreslår at generalforsamlingen treffer følgende vedtak:

Generalforsamlingen velger BDO AS, org.nr. 993 606 650, som ny revisor for Multiconsult ASA.

Sak 6 - Fastsettelse av honorar til styrets medlemmer

Forslaget fra valgkomiteen er inntatt i valgkomiteens innstilling, som er vedlagt innkallingen.

Appendix 1 - Proposed resolutions

Item 3 - Approval of the annual accounts and directors' report of Multiconsult ASA and the group for 2024, including allocation of the result of the year, as well as consideration of the statement on corporate governance

The board of directors proposes that the general meeting pass the following resolution:

The annual accounts and the directors' report for 2024 are approved.

The proposed dividend of NOK 10.00 per share is approved.

Item 4 - Approval of the remuneration of the Company's auditor

The remuneration of the Company's auditor for 2024 is NOK 1 596 000, which covers audit of the consolidated annual financial statements of Multiconsult ASA in accordance with IFRS and the parent company accounts in accordance with simplified IFRS as well as attestation of the Company's sustainability reporting, cf. section 7-6(1) of the Norwegian Public Limited Liability Companies Act.

Item 5 – Election of new auditor

The board of directors proposes that BDO AS (reg.nr. 993 606 650) is elected as the new auditor for Multiconsult ASA.

The board's audit committee has issued the following statement in connection with the proposal:

Deloitte has served as the external auditor for Multiconsult ASA and the group for more than 30 years. Multiconsult has been satisfied with the services provided by Deloitte.

The audit committee considers it appropriate and consistent with standards of good corporate governance to regularly review the external auditor. A thorough process was conducted to review relevant professional suppliers of audit services. Based on a thorough evaluation of the relevant professional suppliers, the audit committee supports the board's proposal to the general meeting to appoint BDO AS as the group's new external auditor starting from the accounting year 2025.

The board of directors proposes that the general meeting pass the following resolution:

The general meeting elects BDO AS, reg.nr. 993 606 650, as the new auditor for Multiconsult ASA.

Item 6 - Determination of the remuneration of the members of the board of directors

The proposal of the nomination committee is set out in the attached statement of the nomination committee.

Sak 7 – Valg av medlemmer til styret

Forslaget fra valgkomiteen er inntatt i valgkomiteens innstilling, som er vedlagt innkallingen.

Sak 8 – Valg av medlemmer til valgkomiteén

Forslaget fra valgkomiteén er inntatt i valgkomiteens innstilling, som er vedlagt innkallingen.

Sak 9 - Fastsettelse av honorar til valgkomiteens medlemmer

Forslaget fra valgkomiteen er inntatt i valgkomiteens innstilling, som er vedlagt innkallingen.

Sak 10 - Godkjenning av aksjekjøpsprogram

Selskapet etablerte et aksjekjøpsprogram for ansatte i 2015, og dette programmet er siden blitt fornyet årlig. Programmet gjelder for alle fast ansatte i Selskapet eller majoritetsede datterselskaper som oppfyller følgende krav:

- (i) Minimum 50 % arbeidsstilling ved start av tegningsperioden.
- (ii) Ansettelsesforholdet må ha startet innen den første dagen i måneden før tegningsperiodens start.
- (iii) Ikke er i oppsigelsestid.

Programmet er nærmere beskrevet i årsrapporten for 2024. På grunn av visse juridiske krav utenfor Norge ber styret om at generalforsamlingen godkjenner programmet.

Styret foreslår at generalforsamlingen treffer følgende vedtak:

Generalforsamlingen godkjenner aksjekjøpsprogrammet for ansatte i Multiconsult-konsernet slik dette er beskrevet i årsrapporten for 2024.

Sak 11 – Godkjenning av rapport om lønn og annen godtgjørelse til ledende personer

Styret har utarbeidet rapport over utbetalt og inntående lønn og annen godtgjørelse til ledende personer i henhold til bestemmelsen i allmennaksjeloven § 6-16b (vedlegg 6 til innkallingen). I henhold til denne bestemmelsen legges retningslinjene frem for generalforsamlingen for en rådgivende avstemning.

Styret foreslår at generalforsamlingen treffer følgende vedtak:

Generalforsamlingen gir sin tilslutning til rapport om lønn og annen godtgjørelse til ledende personer.

Item 7 – Election of members to the board of directors

The proposal of the nomination committee is set out in the attached statement of the nomination committee.

Item 8 – Election of members to the nomination committee

The proposal of the nomination committee is set out in the attached statement of the nomination committee.

Item 9 - Determination of the remuneration of the members of the nomination committee

The proposal of the nomination committee is set out in the attached statement of the nomination committee.

Item 10 - Approval of employee share purchase programme

The Company established an employee share purchase programme in 2015 and this programme has been renewed annually since then. The programme is available for all employees who are permanently employed in the Company or its majority owned subsidiaries, and who meet the following conditions:

- (i) Minimum 50% employee position at the start of the subscription period.
- (ii) The employment must have commenced before the first day in month before the start of the subscription period.
- (iii) Not in a termination period.

The program is further described in the annual report for 2024. Due to certain legal requirements outside Norway, the board of directors is asking for the approval of the programme by the general meeting.

The board of directors proposes that the general meeting pass the following resolution:

The general meeting approves the employee share purchase programme of the Multiconsult group, as described in the Annual Report for 2024.

Item 11 – Approval of report regarding salary and other remuneration for leading persons

The board of directors has drawn up a report of paid and expected salary and other remuneration to leading persons in accordance with the provision in section 6-16b of the Public Limited Liability Companies Act (appendix 6 to the notice). In accordance with these provisions, the guidelines are submitted to the general meeting for an advisory vote.

The Board of Directors proposes that the general meeting pass the following resolution:

The general meeting endorses the guidelines for determination of salary and other remuneration to leading persons.

Sak 12 - Forslag om fullmakt til Selskapets styre til å forhøye Selskapets aksjekapital

Styret anser at det er i Selskapets interesse at styret gis fullmakt til å forhøye Selskapets aksjekapital. Fullmakten kan benyttes til å tilby aksjer som vederlag i forbindelse med mulige oppkjøp eller til å gjennomføre kontantemisjon for å finansiere oppkjøp. Fullmakten kan også benyttes til å utstede aksjer i forbindelse med aksjespareprogrammer for ansatte i Multiconsult-konsernet og i forbindelse med bonusprogram for ledende ansatte. Sett hen til formålet med fullmakten foreslås det at styret kan fravike aksjeeiernes fortrinnsrett etter allmennaksjeloven § 10-4 ved bruk av fullmakten.

Styret foreslår at generalforsamlingen treffer følgende vedtak:

- (i) *Styret gis i henhold til allmennaksjeloven § 10-14 (1) fullmakt til å forhøye Selskapets aksjekapital med inntil NOK 2 767 491. Innenfor denne samlede beløpsrammen kan fullmakten benyttes flere ganger.*
- (ii) *Fullmakten kan bare benyttes til å utstede aksjer som vederlag i forbindelse med oppkjøp eller for å finansiere oppkjøp eller for å utstede aksjer i forbindelse med aksjespareprogrammer for ansatte i Multiconsult-konsernet og bonusprogram for ledende ansatte.*
- (iii) *Fullmakten gjelder frem til ordinær generalforsamling i 2026, dog senest til 30. juni 2026.*
- (iv) *Aksjeeiernes fortrinnsrett etter allmennaksjeloven § 10-4 kan fravikes.*
- (v) *Fullmakten omfatter kapitalforhøyelse mot innskudd i penger og mot innskudd i andre eiendeler enn penger. Fullmakten omfatter rett til å pådra selskapet særlige plikter, jf. allmennaksjeloven § 10-2. Fullmakten omfatter beslutning om fusjon etter allmennaksjeloven § 13-5.*
- (vi) *Fullmakten kan også benyttes i overtagelsessituasjoner, jfr. verdipapirhandelloven § 6-17 (2).*
- (vii) *Alle tidligere tildelte styrefullmakter til å forhøye aksjekapitalen tilbakekalles.*

Sak 13 - Forslag om fullmakt til å erverve egne aksjer

Styret anser at det er i Selskapets interesse at styret gis fullmakt til tilbakekjøp av Selskapets egne aksjer. Beholdning av egne aksjer kan f.eks. være nyttig i forbindelse med

Item 12 - Proposal for authorisation to the board of directors to increase the Company's share capital

The board of directors believes that it is in the best interest of the Company that the board is granted authorisation to increase the Company's share capital. The authorisation may be used to offer shares as compensation during a potential acquisition or conduct a cash offering to finance the acquisition. The authorisation may also be used to issue shares in connection with employee share saving schemes for the employees of the Multiconsult group and the bonus scheme for senior executives. Taking into consideration the purpose of the authorisation, it is proposed that the board may deviate from existing shareholders' preferential rights pursuant to section 10-4 of the Norwegian Public Limited Liability Companies Act when using the authorisation.

The board of directors proposes that the general meeting pass the following resolution:

- (i) *The board of directors is authorized pursuant to the Norwegian Public Limited Liability Companies Act § 10-14 (1) to increase the Company's share capital by up to NOK 2,767,491. Subject to this aggregate amount limitation, the authority may be used on more than one occasion.*
- (ii) *The authority may only be used to issue shares as consideration in connection with acquisitions or to finance acquisitions or to issue shares in connection with employee share saving schemes for the employees of the Multiconsult group and the bonus scheme for senior executives.*
- (iii) *The authority shall remain in force until the annual general meeting in 2026, but in no event later than 30 June 2026.*
- (iv) *The pre-emptive rights of the shareholders under section 10-4 of the Norwegian Public Limited Liability Companies Act may be set aside.*
- (v) *The authority covers capital increases against contributions in cash and contributions other than in cash. The authority covers the right to incur special obligations for the Company, ref. § 10-2 of the Norwegian Public Limited Liability Companies Act. The authority covers resolutions on mergers in accordance with § 13-5 of the Norwegian Public Limited Liability Companies Act.*
- (vi) *The authority may also be used in take-over situations, ref. § 6-17 (2) of the Securities Trading Act.*
- (vii) *All previous authorities to the board of directors to increase the share capital are revoked.*

Item 13 - Proposal for authorisation to acquire own shares

The board of directors believes that it is in the best interest of the Company that the board of directors is granted an authorisation to repurchase the Company's own shares.

aksjekjøpsprogrammet for ansatte, aksjeeierplanen for ansatte og bonusprogram for ledende ansatte. Beholdning av egne aksjer kan også være nyttig til bruk som vederlag i forbindelse med mulige oppkjøp.

Styret foreslår at generalforsamlingen treffer følgende vedtak:

- (i) *Styret gis i henhold til allmennaksjeloven § 9-4 fullmakt til på vegne av Selskapet å erverve aksjer i Selskapet ("egne aksjer") med en samlet pålydende verdi på inntil NOK 1 383 745.*
- (ii) *Ved erverv av egne aksjer kan det ikke betales et vederlag pr. aksje som er mindre enn NOK 5,00 eller som overstiger NOK 500,00.*
- (iii) *Styret fastsetter på hvilke måter egne aksjer kan erverves eller avhendes.*
- (iv) *Fullmakten gjelder frem til ordinær generalforsamling i 2026, dog senest til 30. juni 2026.*
- (v) *Tidligere fullmakt til å erverve egne aksjer tilbakekalles.*

Holdings of the Company's own shares may for example be useful in connection with the employee share purchase plan, the employee share ownership plan and the bonus scheme for senior executives. Holdings of the Company's own shares may also be useful as compensation during a potential acquisition.

The board of directors proposes that the general meeting pass the following resolution:

- (i) *The board of directors is authorised pursuant to section 9-4 of the Norwegian Public Limited Liability Companies Act to acquire shares in the Company ("own shares") on behalf of the Company with an aggregate nominal value of up to NOK 1 383 745.*
- (ii) *When acquiring own shares the consideration per share may not be less than NOK 5.00 and may not exceed NOK 500.00.*
- (iii) *The board of directors determines the methods by which own shares can be acquired or disposed of.*
- (iv) *The authority shall remain in force until the annual general meeting in 2026, but in no event later than 30 June 2026.*
- (v) *The previous authority to acquire own shares is revoked.*

Ref.nr.:

Pin-kode:

Innkalling til ordinær generalforsamling

Ordinær generalforsamling i Multiconsult ASA avholdes den 10. april 2025 klokken 17:00 som et fysisk møte i Nedre Skøyen vei 2, 0276 Oslo, Norge.

Aksjonæren er registrert med følgende antall aksjer ved innkalling: _____ og stemmer for det antall aksjer som er registrert i eierregisteret i Euronext Securities Oslo (Verdipapirsentralen) per registreringsdatoen den 3. april 2025.

Frist for registrering av påmelding, forhåndsstemmer, fullmakter og instruks er 9. april 2025 klokken 17:00.

Elektronisk registrering

Bruk alternativt «Blankett for innsending per post eller e-post for aksjonærer som ikke får registrert sine valg elektronisk»

Registrer deg i påmeldings/registreringsperioden:

- Enten via selskapets hjemmeside www.multiconsult-ir.com der lenke vil være tilgjengelig for pålogging ved hjelp av referansenummer og PIN-kode på denne blanketten (for de som får innkalling i posten), eller
- Innlogget i VPS Investortjenester; tilgjengelig på <https://investor.vps.no/garm/auth/login> eller gjennom kontofører (bank/megler). Når du har logget inn i VPS Investortjenester, velg: *Hendelser – Generalforsamling – ISIN*

Du vil se ditt navn, **ref.nr**, **PIN-kode** og beholdning. Nederst finner du disse valgene:

Meld på	Forhåndsstem	Avgi fullmakt	Avslutt
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«**Meld på**» – Her melder du deg på for å registrere deltakelse i generalforsamlingen. Du må oppgi e-post.

«**Forhåndsstem**» - Her angir du din forhåndsstemme

«**Avgi fullmakt**» - Her kan du gi fullmakt til styrets leder eller en annen person

«**Avslutt**» - Trykk på denne om du ikke ønsker å gjøre noen registrering

Generalforsamlingen avholdes som et fysisk møte og vi oppfordrer aksjonærene til å enten forhåndsstemme, gi fullmakt eller delta fysisk. Om noen aksjonærer isteden skulle ønske å delta elektronisk ber vi om at dere sender en e-post til psmj@multiconsult.no slik at vi kan tilrettelegge for dette.

Vi gjør oppmerksom på at selskapet har en vedtektsfestet påmeldingsfrist og registrering etter fristen ikke vil være mulig.

Ref.nr.:

Pin-kode:

Blankett for innsending per post eller e-post for aksjonærer som ikke får registrert sine valg elektronisk.

Signert blankett sendes som vedlegg i e-post* til genf@dnb.no (skann denne blanketten), eller pr. post til DNB Bank ASA Verdipapirservice, Postboks 1600 Sentrum, 0021 Oslo. Blanketten må være mottatt senest **9. april 2025 kl. 17:00**. Dersom aksjeeier er et selskap, skal signatur være i henhold til firmaattest. **Vi gjør oppmerksom på at selskapet har en vedtektsfestet påmeldingsfrist, blanketter mottatt etter fristen vil ikke registreres.**

*Vil være usikret med mindre avsender selv sørger for å sikre e-posten.

_____ sine aksjer ønskes representert på generalforsamlingen
i Multiconsult ASA som følger (kryss av):

- ☐ Møter fysisk (ikke kryss av på sakene under) **e-post:** _____
- ☐ Fullmakt uten stemmeinstruks til styrets leder eller den hen bemyndiger (ikke kryss av på sakene under)
- ☐ Fullmakt med stemmeinstruks til styrets leder eller den hen bemyndiger (kryss av «For», «Mot» eller «Avstå» på de enkelte sakene på agendaen under)
- ☐ Forhåndsstemmer (marker, «For», «Mot» eller «Avstå» på de enkelte sakene under)
- ☐ Åpen fullmakt til (ikke kryss av på sakene under - eventuell stemmeinstruks avtales direkte med fullmektig):

_____ (skriv inn fullmektigens navn og e-post med blokkbokstaver)

Stemmegivningen skal skje i henhold til markeringer nedenfor. Manglende eller uklare markeringer anses som stemme i tråd med styrets og valgkomitéens anbefalinger. Dersom det blir fremmet forslag i tillegg til, eller som erstatning for forslaget i innkallingen, avgjør fullmektigen stemmegivningen.

Agenda ordinær generalforsamling 10. april 2025	For	Mot	Avstå
1. Valg av møteleder og en person til å medundertegne protokollen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Godkjenning av innkallingen og dagsorden	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Godkjenning av årsregnskap og styrets årsberetning for Multiconsult ASA og konsernet for 2024 herunder disponering av årets resultat, samt behandling av redegjørelse om foretaksstyring	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Godkjenning av honorar til Selskapets revisor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Valg av ny revisor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Fastsettelse av honorar til styrets medlemmer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Valg av medlemmer til styret			
7.1 Rikard Appelgren (styreleder, to år)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.2 Tove Raanes (styremedlem, to år)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.3 Eva Kristensen (styremedlem, to år)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Valg av Arnor Jensen som leder av valgkomitéen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Fastsettelse av honorar til valgkomitéens medlemmer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Godkjenning av aksjekjøpsprogram	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Godkjenning av rapport om lønn og annen godtgjørelse til ledende personer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Forslag om fullmakt til Selskapets styre til å forhøye Selskapets aksjekapital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. Forslag om fullmakt til å erverve egne aksjer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Blanketten må være datert og signert

Sted

Dato

Aksjeeiers underskrift

Ref no:

PIN-code:

Notice of Annual General Meeting

The Annual General Meeting of Multiconsult ASA will be held on 10 April 2025 at 17:00 hours (CEST) as a physical meeting at Nedre Skøyen vei 2, 0276 Oslo, Norway.

The shareholder is registered with the following amount of shares at summons: _____ and vote for the number of shares registered in Euronext Securities Oslo (the Norwegian Central Securities Depository) per the record date 3 April 2025.

The deadline for registration of participation, advance votes, proxies and instructions is 9 April 2025 at 17:00 hours (CEST).

Electronic registration

Alternatively, use the "Form for submission by post or e-mail for shareholders who cannot register their elections electronically".

Register during the enrollment/registration period:

- Either through the company's website www.multiconsult-ir.com where a link will be available for log-in using the reference number and PIN-code on this form (for those of you who receive a summons in post-service), or
- Log in through VPS Investor services; available at <https://investor.vps.no/garm/auth/login> or through own account keeper (bank/broker). Once logged in – choose: *Corporate Actions – General Meeting – ISIN*

You will see your name, **reference number**, **PIN - code** and balance. At the bottom you will find these choices:

"Enroll" – To register for participation in the general meeting on the day. You must provide an e-mail address.

"Advance vote" - If you would like to vote in advance of the meeting

"Delegate Proxy" - Give proxy to the chair of the Board of Directors or another person

"Close" - Press this if you do not wish to register

The general meeting is held as a physical meeting, and we encourage shareholders to either vote in advance, give proxy, or participate physically. If any shareholders would instead like to participate virtually, we ask that you send an e-mail to psmj@multiconsult.no so that we can accommodate for this.

Please note that the company has a statutory registration deadline and registration after the deadline will not be possible.

Ref no:

PIN-code:

Form for submission by post or e-mail for shareholders who cannot register their elections electronically.

The signed form is sent as an attachment in an e-mail* to genf@dnb.no (scan this form) or by ordinary mail to DNB Bank Registrars Department, P.O Box 1600 centrum, 0021 Oslo. The form must be received no later than **9 April 2025 at 17:00 hours (CEST)**. If the shareholder is a company, the signature must be in accordance with the company certificate. **Please note that the company has a statutory registration deadline and forms received after the deadline will not be registered.**

*Will be unsecured unless the sender himself secure the e-mail.

_____ shares would like to be represented at the
general meeting in Multiconsult ASA as follows (mark off):

- ☐ Meet physically (do not mark the items below) **e-mail:** _____
- ☐ Open proxy to the chairman of the board of directors or the person he or she authorizes (do not mark the items below)
- ☐ Proxy of attorney with instructions to the chairman of the board of directors or the person he or she authorizes (mark "For", "Against" or "Abstain" on the individual items below)
- ☐ Advance votes («For», «Against» or «Abstain» on the individual items below)
- ☐ Open proxy to (do not mark items below – agree directly with your proxy solicitor if you wish to give instructions on how to vote)

 (enter the proxy solicitor's name and e-mail in the block letters)

Voting must take place in accordance with the instructions below. Missing or unclear markings are considered a vote in line with the board's and the nomination committee's recommendations. If a proposal is put forward in addition to, or as a replacement for, the proposal in the notice, the proxy determines the voting.

Agenda for the Annual General Meeting 10 April 2025		For	Against	Abstain
1.	Election of a chairperson and a person to co-sign the minutes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	Approval of the notice and the agenda	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	Approval of the annual accounts and directors' report of Multiconsult ASA and the group for 2024, including allocation of the result of the year, as well as consideration of the statement on corporate governance	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	Approval of the remuneration of the Company's auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	Election of new auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.	Determination of the remuneration of the members of the board of directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.	Election of members to the board of directors			
7.1	Rikard Appelgren (chair of the board of directors, two years)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.2	Tove Raanes (member of the board of directors, two years)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.3	Eva Kristensen (member of the board of directors, two years)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8.	Election of Arnor Jensen as leader of the nomination committee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9.	Determination of the remuneration of the members of the nomination committee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10.	Approval of employee share purchase programme	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11.	Approval of report regarding salary and other remuneration for leading persons	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12.	Proposal for authorisation to the board of directors to increase the Company's share capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13.	Proposal for authorisation to acquire own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The form must be dated and signed

Place

Date

Shareholder's signature

Recommendations of the Nomination Committee of Multiconsult ASA to the Annual General Meeting on 10 April 2025

1 THE NOMINATION COMMITTEE'S MANDATE AND COMPOSITION

The mandate for the nomination committee of Multiconsult ASA (the "**Company**") is outlined in paragraph 6 of the articles of association:

The company shall have a nomination committee consisting of three members.

The members of the nomination committee shall be shareholders or representatives of shareholders.

The members of the nomination committee, including its chairman, are elected by the general meeting.

The members of the nomination committee's period of service shall be two years unless the general meeting decides otherwise. The period of service commences from the time of being elected unless otherwise decided. It terminates at the end of the annual general meeting of the year in which the period of service expires. Even if the period of service has expired, the member must remain in his or her position until a new member has been elected.

The members of the nomination committee's fees shall be determined by the general meeting.

The nomination committee shall have the following responsibilities:

- (i) To give the general meeting its recommendations regarding the election of board members to be elected by the shareholders*
- (ii) To give the general meeting its recommendations regarding the board members' fees*
- (iii) To give the general meeting its recommendations regarding the election of members of the nomination committee*
- (iv) To give the general meeting its recommendations regarding the members of the nomination committee's fees.*

The general meeting may issue further guidelines for the nomination committee's work.

The nomination committee's work is carried out in accordance with the instructions for the nomination committee, adopted by the annual general meeting 19 April 2021.

During the current period, the nomination committee has included Arnor Jensen (chair of the board of directors, Stiftelsen Multiconsult), Atle Hauge (Senior Portfolio Manager, Odin Forvaltning AS) and Egil Chr. Dahl (private investor).

2 THE WORK OF THE NOMINATION COMMITTEE

Since the annual general meeting 11 April 2024, the nomination committee has held six recorded meetings. These included individual meetings with both shareholder- elected and employee-elected directors, as well as with the CEO. As part of its work, the nomination committee has consulted major shareholders of the Company.

The nomination committee's overall assessment is that the board of directors also through 2024 has functioned well and contributed to the Company's continued positive development.

In its work, the nomination committee has emphasised that the board of directors' competence should align well with the Company's situation and current strategy and strategic goals. At the 2024 capital markets day, the

Company launched an updated strategy with ambitions to, amongst other things, grow profitably in existing markets and expand its position across different geographies and market opportunities.

The nomination committee has also emphasised the board of directors' independence, the continued overall positive financial development that has been achieved under the current board of directors and management, and the value of continuity to ensure that the results achieved provide a foundation for further positive development.

When recommending the remuneration for the directors and the members of the nomination committee, the nomination committee has benchmarked the existing compensation levels against the median remuneration level amongst a selection of companies listed on Oslo Stock Exchange.

3 THE BOARD OF DIRECTORS – THE NOMINATION COMMITTEE'S PROPOSAL

Following the annual general meeting 11 April 2024, the board of directors comprises the following shareholder-elected directors:

Rikard Appelgren, chair	Elected by the 2023 annual meeting for a two-year term (initially elected by an extraordinary general meeting in 2018). He is up for election at the 2025 annual general meeting.
Hanne Rønneberg, member	Elected by the 2023 annual meeting for a two-year term (initially elected by the annual general meeting in 2018). She is up for election at the 2025 annual general meeting.
Sverre Hurum, member	Elected by the 2024 annual meeting for a two-year term (initially elected by the annual general meeting in 2020).
Tove Raanes, member	Elected by the 2023 annual meeting for a two-year term (initially elected by the annual general meeting in 2020). She is up for election at the 2025 annual general meeting.
Tore Sjursen, member	Elected by the 2024 annual meeting for a two-year term (initially elected by the annual general meeting in 2022).

The nomination committee considers that the described composition of the board of directors through 2024 and the start of 2025 has represented competence and experience well adapted to the Company's situation. In conversations with the nomination committee, the directors expresses satisfaction with how the board of directors has functioned in the period and that it has fulfilled its duties and responsibilities.

While the nomination committee recognises the need for continuity within the board of director to support the Company's ongoing positive development, it has also emphasised the importance of aligning the board of directors' composition and competence with the Company's current strategy and strategic goals. In this context, the nomination committee has evaluated the candidates for re-election.

The nomination committee recognises the need for more experience in international business growth and industrial M&A. It has evaluated potential candidates and proposes that the annual general meeting elect Eva Kristensen to replace Hanne Rønneberg on the board of directors. Rønneberg was first elected in 2018. During the period 2018-2021, the Company underwent a significant turnaround, with the board playing a crucial role. The Company has continued to develop positively, achieving an all-time high backlog and a significant revenue growth with strong results. Rønneberg's experience, competence, and efforts have been important during these years. On behalf of the Company, the nomination committee expresses its deep gratitude for her contributions 2018-2025.

A summary of Kristensen's CV is included below. The nomination committee is confident that Kristensen possesses the competence and experience relevant for the role as director and believes she will contribute to the Company's strategic ambitions and future growth.

In summary, the nomination committee proposes that the general meeting elects Richard Appelgren (chair), Tove Raanes and Eva Kristensen as directors for two-year terms, from the 2025 annual general meeting to the 2027 annual general meeting by adopting the following resolutions:

- 1. Richard Appelgren is elected as member and chair of the board of directors for a two-year term.*
- 2. Tove Raanes is elected as member of the board of directors for a two-year term.*
- 3. Eva Kristensen is elected as member of the board of directors for a two-year term.*

Each candidate has confirmed their candidacy.

The above-described proposal by the nomination committee is based, inter alia, on the following:

Rikard Appelgren (1965) holds a master's degree from Chalmers University of Technology (Gothenburg, 1988) and has a background in the consulting engineering business in Sweden. He had a career in J&W (which became WSP) and was CEO of WSP Sweden from 2002 to 2014. He was also in charge of WSP Europe as COO and member of the global group management. His experience includes good insight into the challenges that accompany growth through acquisitions and turnarounds. Rikard Appelgren has extensive board experience and currently holds key positions in several smaller businesses where he is partly owner. Appelgren is independent of Multiconsult ASA's executive management, main shareholders and material business contacts. Appelgren has participated in all meetings of the board of directors during the preceding period and owns 45 000 shares and 0 options in the Company as of 7 March 2025.

Tove Raanes (1977) holds a master's degree in finance with a background from consulting and investment activities. She has extensive experience from boards and board committees. In the past 5-6 years, she has served on the boards of two medium-sized knowledge-based companies that have shown good development. Tove Raanes represents expertise in finance and analysis, covering areas such as capital allocation and transactions. With her finance background, experience from other industries, and results-oriented attitude, she adds valuable dimensions to the board of directors. Raanes has been the chair of the audit committee of the Company during the last term. Raanes is independent of Multiconsult ASA's executive management, main shareholders and material business contacts. Raanes has participated in all meetings of the board of directors the preceding period, and owns directly and indirectly 5 313 shares and 0 options in the Company as of 7 March 2025.

Sverre Hurum (1955) is an industrial economist (Diploma Wirtschaftsingenieur from Karlsruhe) and has since 2002 led the development of the IT consulting company Bouvet. Bouvet was listed on the Oslo Stock Exchange in 2007. Sverre Hurum represents a comprehensive experience in leading and developing a listed knowledge based company. He holds a good understanding of the mechanisms that apply to create development and results in a company where knowledge based employees are central. Sverre Hurum has valuable experience related to digitisation strategies in such companies. Hurum is independent of Multiconsult ASA's executive management, main shareholders and material business contacts. Hurum has been absent from two board of directors meetings during the preceding period, and owns directly and indirectly 35 839 shares and 0 options in the Company as of 7 March 2025.

Tore Sjursen (1961) is a civil engineer and has since 2019 worked as an independent consultant and adviser. He has substantial industrial competence within project based business. He has extensive experience from project and line manager positions and as an advisor to the group management, all in the Kværner and Aker companies. From these positions, he has gained comprehensive insight into and understanding of the business of an international knowledge company, where the implementation of complex projects and the risks associated with various forms of contracts are central. Sjursen is independent of Multiconsult ASA's executive management, main shareholders and material business contacts. Sjursen has been a member of the audit committee during the last

term. Sjurssen has participated in all meetings of the board of directors the preceding period, and owns indirectly 2 715 shares and 0 options in the Company as of 7 March 2025.

Eva Kristensen (1969) holds a Master of Science (MSc) from the Norwegian University of Science and Technology (NTNU), specializing in naval architecture and marine technology. Kristensen's career includes executive roles in technology and project driven companies. This includes Altera Infrastructure Production, Ulstein Design and Solutions, and GE Oil & Gas. Her broad experience in international business spans across sectors such as FPSO, offshore wind and subsea technologies. Additionally, she has held key positions in Aker Solutions and Atea AS. She has extensive experience in strategic planning and leadership, stakeholder engagement, business transformation and growth. She has strategic visions, project management expertise, and track record in driving business growth and digital transformation. She excels in creating high-performance team cultures and has a proven track record in securing long-term contracts and managing complex international projects. Kristensen owns 0 shares and 0 options in the Company.

4 REMUNERATION TO THE MEMBERS OF THE BOARD OF DIRECTORS – NOMINATION COMMITTEE'S PROPOSAL

The remuneration of the directors of the Company has been considered to hold the level of directors in comparable companies. Since 2018, the general meeting has instructed the shareholder-elected directors to purchase shares in the Company, and the remuneration has since then reflected this.

The nomination committee considers a certain level of personal shareholding by the directors to have a positive impact on the work of the board of directors and thus for the Company. The nomination committee is informed that this is in line with the general opinion by certain shareholders, and it will therefore repeat its previous proposal regarding the directors' obligation to buy shares in the Company.

The Company has performed well also in 2024. The nomination committee proposes an adjustment of directors' remuneration for the next period that reflects the general salary increase (including within the Company) and takes into consideration the general, annual, median increase in remuneration to directors of companies listed on Oslo Stock Exchange (cfr. the 2024 Board Remuneration Survey conducted by the Norwegian Institute of Directors).

The nomination committee proposes the following remuneration for the directors for the period running from the annual general meeting 2025 to the annual general meeting 2026:

	Proposal for 2025/2026	Remuneration for 2024/2025
Chair	NOK 650 000	NOK 605 000
Members	NOK 325 000	NOK 305 000
Employee-elected members	NOK 160 000	NOK 152 000
Addition – audit committee's chair	NOK 115 000	NOK 110 000
Addition – members of the audit committee	NOK 94 000	NOK 90 000
Addition – remuneration committee's chair	NOK 60 000	NOK 53 000
Addition – members of the remuneration committee	NOK 40 000	NOK 39 000

Illustration of total remuneration based on the proposed remuneration and the composition of the audit committee and the remuneration committee during the previous period:

Chair of the board of directors and chair of the remuneration committee	NOK 710 000
Shareholder-elected member of the board of directors and member of the remuneration committee	NOK 365 000
Shareholder-elected director and chair of the audit committee	NOK 440 000
Shareholder-elected director and member of the audit committee	NOK 419 000
Employee-elected director and member of the audit committee	NOK 254 000
Employee-elected director and member of the remuneration committee	NOK 200 000

The nomination committee proposes that the general meeting adopts the following resolutions:

1. The general meeting adopts the nomination committee's proposed remuneration to the members of the board of directors, for the period 2025-2026.

2. All board members who are elected by the shareholders shall buy shares in Multiconsult ASA for 20% of the aggregate gross board remuneration within the end of the year. The obligation will apply annually for as long as a board member is re-elected, until the individual board member's shareholding has an aggregate market value equal to the size of one year's board fee. Board members shall thereafter maintain a shareholding of this size for as long as they remain members of the board of directors. After a board member resigns, the obligations under this resolution shall cease to apply.

5 ELECTION OF MEMBERS TO THE NOMINATION COMMITTEE – NOMINATION COMMITTEE'S PROPOSAL

Both Atle Hauge and Egil Chr. Dahl were elected for a two-year term by the 2024 annual general meeting and are therefore not up for election this year. Arnor Jensen, chairperson of the nomination committee, was elected for a two-year term by the 2023 annual meeting and is therefore up for election at the 2025 annual general meeting.

The nomination committee proposes that Jensen be re-elected as a member and chair of the nomination committee for a two-year term, from the 2025 annual general meeting until the 2027 annual general meeting, by adopting the following resolution:

Arnor Jensen is elected as member and chair of the nomination committee of Multiconsult ASA for a two-year term, from the 2025 annual general meeting until the 2027 annual general meeting.

Jensen is chair of the board of directors of Stiftelsen Multiconsult, the Company's largest shareholder.

The candidate has confirmed his candidacy.

6 **REMUNERATION OF THE MEMBERS OF THE NOMINATION COMMITTEE – NOMINATION COMMITTEE'S PROPOSAL**


The remuneration for the members of the nomination committee has been considered to hold the level of comparable companies. The nomination committee proposes that the remuneration be increased in line with the median increase for nomination committee members in companies listed on the Oslo Stock Exchange (cfr. the 2024 Board Remuneration Survey conducted by the Norwegian Institute of Directors):

	Proposal for 2025 – 2026 (NOK)	Remuneration for 2024 – 2025 (NOK)
Chair	53 000	50 000
Members	48 000	45 000

The nomination committee proposes that the general meeting adopts the following resolution:


The general meeting adopts the nomination committee's proposed remuneration to the members of the nomination committee for the period from the 2025 annual general meeting to the 2026 annual general meeting.

Signed electronically on 12 March 2025.

DocuSigned by:

9C2099BFED014FE...
Arnor Jensen, chair

Signed by:

4B22DF32DB18449...
Atle Hauge, member

Signed by:

CCD4815FEF294F5...
Egil Chr. Dahl, member

Certificate Of Completion

Envelope Id: 33FF27EE-51B8-4E46-931F-9B7C0D1672F8
 Subject: Multiconsult ASA. _The Nomination Committee's recommendations to the An...
 Source Envelope:
 Document Pages: 6
 Certificate Pages: 5
 AutoNav: Enabled
 Envelopeld Stamping: Enabled
 Time Zone: (UTC+01:00) Amsterdam, Berlin, Bern, Rome, Stockholm, Vienna

Status: Completed
 Envelope Originator:
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 NO 916 782 195 MVA
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Signer Events

Arnor Jensen
 arnor.jensen@multiconsult.no
 Security Level: Email, Account Authentication
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Signature

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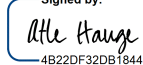
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 Using IP Address: 213.52.58.244

Timestamp

Sent: 3/12/2025 12:11:29 AM
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 Signed: 3/12/2025 2:00:55 PM

Electronic Record and Signature Disclosure:
 Accepted: 10/24/2024 10:29:19 AM
 ID: e2158047-d034-4da0-bec7-18338cbeb7bd

Atle Hauge
 Atle.Hauge@odinfond.no
 Security Level: Email, Account Authentication
 (None)

Signed by:

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 Using IP Address: 193.215.143.97

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Electronic Record and Signature Disclosure:
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Egil Chr. Dahl
 egil.chr.dahl@gmail.com
 Security Level: Email, Account Authentication
 (None)

Signed by:

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 Signature Adoption: Pre-selected Style
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Remuneration report for salary and other remuneration for leading persons 2024

Multiconsult ASA

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1. Key developments in remuneration – 2024

1.1. The financial year 2024

Multiconsult ended the year 2024 strong. High billing ratios are a result of a high activity level within our organisation, indicating that our employees' competencies are in high demand from our clients. Overall, good operational performance combined with robust organic growth throughout the year ensures that Multiconsult has a solid foundation going forward. Leaving 2024 behind, Multiconsult can look back on five years of stable, strong performance, proving that Multiconsult is on par with the best players in our industry.

1.2. Shareholder feedback

The remuneration policy on determination of salary and other remuneration to leading persons in Multiconsult ASA was approved by the general meeting in 2024.

1.3. Key developments in board remuneration and composition in 2024

The annual general meeting of Multiconsult ASA on 11 April 2024 re-elected Tore Sjursen and Sverre Hurum as shareholder-elected directors of the board of directors. Both Sjursen and Hurum were re-elected for a term of two years. Consequently, the total number of directors remains eight, consisting of five shareholder-elected and three employee-elected directors.

The annual general meeting in 2024 resolved the remuneration for the directors for the period between the annual general meeting in 2024 and the annual general meeting in 2025. There was an increase in the fixed base from NOK 275 000 to NOK 305 000 for directors, and from NOK 550 000 to NOK 605 000 for the chair. For employee-elected directors, there was an increase in the fixed base from NOK 138 000 to NOK 152 000. There were also increases in the remuneration for committees.

1.4. Key developments in executive remuneration and composition in 2024

The following changes have taken place in the executive management team during 2024:

- On 1 September, Agathe Bryde Schjetlein was appointed Executive Vice President Sustainability.

The remuneration of executives in 2024 has been governed by the remuneration policy on determination of salary and other remuneration to leading persons ("remuneration policy") that was approved at the annual general meeting in April 2024

The short-term cash-based incentive (STI) has been based on two financial and one sustainability targets aligned with strategy. As a result of the solid performance in 2024, the board determined that the STI for the executive team was 90 per cent of the maximum STI (60 per cent in 2023), equalling six months' base salary for the CEO and four months' salary for other executives.

1.5. Derogations and deviations from the remuneration policy

There have been no deviations from the current remuneration policy.

2. Remuneration of the board of directors

2.1. Remuneration policy

Directors' fees are determined by the general meeting based on recommendations from the nomination committee. These recommendations have been based on the board of directors' responsibility, expertise, and the complexity of the business. The company's remuneration policy, adopted at the annual general meeting in April 2024, provides the framework for the remuneration of the board of directors (the board) in 2024.

All shareholder-elected directors shall purchase shares in Multiconsult for 20 per cent of the total gross directors' fees by the end of the year, subject to certain conditions. This duty is in effect every year a director is re-elected, until the market value of the shares equals the board remuneration for one year. The directors shall maintain such share ownership for the duration of the board period. The duties following this resolution expire upon the withdrawal of a director. Only employee-elected directors may have loans from the company and can participate in the group's share purchase plan for employees.

The directors have not been awarded share options or any other form of incentive-based remuneration for the fiscal year 2024. The directors do not receive performance-based remuneration.

None of the directors have undertaken any special assignments for the group other than their work on the board. Directors are unable to accept such assignments without approval from the board of directors in each case.

All remuneration in 2024 to the board has been in line with the resolution from the general meeting. All shareholder-elected directors have shares that have a market value equivalent to the board remuneration for one year or have acquired shares corresponding to 20 per cent of their gross board remuneration.

Remuneration composition

The remuneration of directors comprises a fixed base fee, as well as additional fixed fees for the chair and members of the board committees.

Multiconsult reimburses reasonable expenses related to travel to attend board meetings.

2.2. Board and committee fee level 2024

Amounts are in NOK thousand.

	Board	Audit committee	Remuneration committee	Nomination committee
Chair	605	110	53	50
Director	305	90	39	45
Employee-elected director	152	90	39	

2.3. Remuneration paid to directors in 2024

Amounts in NOK		Fixed remuneration		Total remuneration ¹⁾	Loans ²⁾	Shares ³⁾
Name of director, Position		Board fees	Committee fees			
	Year					
Rikard Appelgren (Chair, elected by shareholders)	2024	586 667	59 333	645 999	-	45 000
	2023	541 333	0	541 333	-	45 000
Hanne Rønneberg, elected by shareholders	2024	295 000	82 000	377 000	-	3 440
	2023	270 667	47 000	317 667	-	3 440
Tove Raanes, elected by shareholders	2024	295 000	97 333	392 333		5 313
	2023	270 667	70 667	341 333	-	5 313
Sverre Hurum, elected by shareholders	2024	295 000	37 667	332 667	-	22 226
	2023	270 667	34 333	305 000	-	22 226
Tore Sjørusen, elected by shareholders	2024	295 000	80 000	375 000	-	2 715
	2023	270 667	58 667	329 333	-	915
Gunnar Vatnar, elected by employees	2024	147 333	20 000	167 333	68 216	1 590
	2023	135 667	58 667	194 333	0	900
Karine Gjersø, elected by employees	2024	147 333	37 667	185 000	68 216	4 643
	2023	135 667	34 333	170 000	65 241	3 993
Torben Wedervang, elected by employees	2024	147 333	60 000	207 333	68 216	7 093
	2023	135 667	0	135 667	65 241	6 443
Total 2024		2 208 667	474 000	2 682 665	204 648	92 020
Total 2023		2 031 000	303 667	2 334 667	130 482	88 230

¹⁾ Due to decimal variations, there may be minor discrepancies between fees and total remuneration. Total remuneration reflects the directors' annual statements.

²⁾ Short-term loans for purchase of shares through the company's share purchase plan, on the same terms as other employees of the company.

³⁾ Shares owned by the directors on 31 December 2024, including shares owned by their close associates. In the 2023 Remuneration Report, the reported number of shares held by each board member was accurate; however, the total sum did not reflect all shares owned. As a result, the total number of shares held by board members in 2023 has been revised from 77 794 to 88 230.

3. Remuneration of Executive Management

3.1. Remuneration Principles

The criteria for remuneration of the executive management team in Multiconsult ASA are stated below:

- The basis for determining remuneration to the executive management is obtained through salary statistics, comparisons with other companies in the industry and other relevant companies. The company shall benchmark the salaries of the executives with comparable companies at least every other year.
- The company's strategy is to offer competitive remuneration.
- The compensation to the executive management team shall reflect both the value of the position and the value that the person holding the position represents for the company.
- The principle of wage determination is based on individual assessment.
- The executive team is covered by the same scheme for total compensation, but the size and weighting of the reward elements will vary

3.2. Executive remuneration benchmark

Salary statistics and comparisons with other companies in the industry, and other relevant companies are used to determine the compensation to the executive management. Multiconsult benchmarks the salaries of the executive management with comparable companies at least every other year.

3.3. Remuneration composition

Total remuneration to the executive management team is a combination of fixed elements and a variable performance-based bonus. Fixed remuneration consists of base salary, fixed transport allowance, fringe benefits, pension, and insurance.

Remuneration	Further information
Base salary	Fixed annual salary which is adjusted annually as of 1 January
Short-term cash-based incentive scheme (STI)	<p>Possible bonus is the maximum number of monthly salaries that can be paid out in the bonus given full goal achievement in relation to the bonus criteria. The bonus criteria consist of pre-agreed performance targets which for CEO are set by the board. The actual bonus payout is based on the assessment of goal achievement in relation to the bonus criteria. Goal achievement is reviewed by the board before any payment takes place. Multiconsult does not have the possibility to reclaim variable remuneration.</p> <p>The pay-out potential in the bonus scheme is up to a maximum of six months base salary for the CEO and four months for other executives. Financial targets and relevant performance measures are approved and evaluated by the board. Out of the earned bonus, 75 per cent of the bonus is paid in cash and 25 per cent by shares at a 30 per cent discount and a three-year lock-in period. If a member of the management team leaves the company during the lock-in period, the member must repay the discount pro rata according to the accrued and remaining lock-in period.</p>

	The executive management team also has an option to buy additional shares at a 30 per cent discount for the amount equal to 25 per cent of the bonus attained.
Share purchase plan	The executive management team can participate in the group's share purchase plan.
Pension and insurance	The executive management team is included in the same pension (defined contribution) and insurance programmes as other employees in Multiconsult ASA, which are similar to the pension and insurance programmes in Multiconsult Norge AS. The members of the executive management, who until 2017 were members of the defined benefit plan, are in the same way as other affected employees, partly compensated for entering the defined contribution plan.
Other benefits	Other benefits such as telephone, broadband, newspaper, transportation allowance, etc.
Severance payment	If the CEO must resign, the CEO has the right to receive salary for twelve months, in addition to salary in the six months' notice period. This right is lost if it is found that the CEO has shown gross negligence of duties according to laws. No other executives are entitled to severance pay and have a six-month notice period.
Liability insurance	The executives are affiliated with the company's board liability insurance.

3.4. Variable remuneration

The performance-based bonus scheme is designed to motivate executives to actively pursue and achieve the company's strategic objectives. It serves as an effective tool for clearly communicating the board's prioritised goals to the executive team, sending a strong signal about the areas that are most important. The bonus rewards management for meeting these are key priorities. Performance targets may include a mix of quantitative and discretionary goals. Operating margin continues to be a critical profit target. This reflects the company's and the board's focus on sustained profitability as the most important strategic goal.

The annual bonus targets are predetermined by the board of directors. The performance targets can be a combination of quantitative and discretionary targets, and they are set with thresholds and maximum levels. Goal achievements is reviewed by the board of directors before pay-out. The bonus target for 2024 was partly met, resulting in a 90 per cent pay-out for the executive team.

Year	Description of the criteria related to the remuneration component	Relative weighing of the performance criteria	Remuneration outcome
2024	Profitability – EBITA % of net revenues	35%	90%
	Profitability – EBITA of net revenues	55%	
	Establish and validate SBTi-targets for Multiconsult Group	10%	

3.5. Overview of remuneration paid to executive management

The table below displays the total remuneration earned by the executive management in 2024 and 2023 for the period the individuals served as member of the executive management.

Notes to the below table

- Annual base salary as of 31 December 2024
- Salary paid is the amount paid during the year presented, including holiday pay, transportation allowance and compensation for entering new pension plan.
- Other benefits include all other cash and non-cash benefit paid during the year and includes taxable parts of insurance premiums, discounts on shares purchased, per diem allowance, and telecommunication.
- Bonus is bonus earned in the reporting year (excluding holiday pay) and normally paid the subsequent year.
- Shares owned by the members of the executive management as of 31 December 2024, with close associates.
- Short-term loans for purchase of shares through the share purchase plan for all employees and bonus scheme for executive management.

Amounts in NOK	-	Fixed remuneration			Variable remuneration	Pension	Total remuneration	Proportion of fixed and variable remuneration	On 31 December	
Name, position	Year	Base salary	Salary paid	Other benefits					Shares	Loans
Grethe Bergly, CEO ¹⁾	2024	3 916 469	4 457 194	116 531	1 762 411	158 262	6 494 398	73%/27%	58 105	180 099
	2023	3 580 294	4 130 316	116 083	1 074 088	151 026	5 471 514	80%/20%	52 421	171 876
Ove B. Hauptberg, CFO	2024	2 360 000	2 541 332	58 756	708 000	156 708	3 464 796	80%/20%	4 651	68 216
	2023	2 180 000	2 204 384	32 481	436 000	149 192	2 822 057	85%/15%	1 957	65 241
Kari Nicolaisen, EVP HR and Communication ²⁾	2024	2 060 000	2 278 172	52 860	618 000	160 488	3 109 519	80%/20%	15 211	108 172
	2023	1 918 000	2 171 264	60 098	383 600	151 192	2 766 154	86%/14%	12 763	84 154
Arne Jorde, Acting COO ²⁾	2024	-	-	-	-	-	-	-	-	-
	2023	-	1 348 031	4 740	-	58 500	1 411 271	100%/0%	-	-
Johan Arntzen, COO ²⁾	2024	1 880 000	2 093 725	44 500	564 000	161 285	2 863 510	80%/20%	17 190	59 627
	2023	1 780 000	1 998 706	49 891	356 000	153 770	2 558 367	86%/14%	15 362	56 342
Thor Ørjan Holt, EVP Sales	2024	1 950 000	2 177 536	52 311	585 000	157 288	2 972 135	80%/20%	5 914	87 452
	2023	1 780 000	1 940 282	45 017	356 000	150 764	2 492 062	86%/14%	3 596	69 463
Kristin Olsson Augestad, EVP Architecture ^{1) 3)}	2024	2 340 000	2 607 417	60 367	702 000	159 600	3 529 384	80%/20%	21 089	113 010
	2023	2 150 000	2 351 513	53 148	430 000	151 039	2 985 700	86%/14%	18 423	126 163
Leif Olav Bogen, EVP Region Oslo ^{1) 4)}	2024	2 265 000	2 552 411	54 106	679 500	158 350	3 444 367	80%/20%	18 694	68 216
	2023	2 055 000	2 313 456	56 103	411 000	150 707	2 931 266	86%/14%	16 118	65 241
Geir Juterud, EVP Project Director ¹⁾	2024	2 100 000	2 370 457	55 892	630 000	158 254	3 214 603	80%/20%	17 717	55 000
	2023	1 880 000	2 150 784	54 073	376 000	150 797	2 731 654	86%/14%	15 305	55 000
Kirsten Anker Sørensen, EVP Architecture ³⁾	2024	-	-	-	-	-	-	-	-	-
	2023	-	1 845 587	66 808	338 809	158 734	2 409 938	86%/14%	-	-
Agathe Bryde Schjetlein, EVP Sustainability ⁵⁾	2024	1 850 000	666 667	3 812	185 000	39 811	895 290	79%/21%	40	-
	2023	-	-	-	-	-	-	-	-	-
Kari Sveva Dowsett, EVP Region Norway ⁴⁾	2024	2 110 000	2 114 115	34 310	633 000	163 486	2 944 910	79%/21%	8 401	0
	2023	1 900 000	512 500	10 693	95 000	25 299	643 492	85%/15%	7 301	65 241
Total	2024	22 831 469	23 859 024	533 445	7 066 911	1 473 532	32 932 912		167 012	739 789
Total	2023	19 223 294	22 966 822	549 136	4 256 497	1 451 020	29 223 476		143 246	758 721

- 1) Bergly, Augestad, Bogen, and Juterud receive compensation for the transition from defined benefit pension plan.
- 2) Johan Arntzen temporarily stepped down from his position in September 2022 to work in a strategic position reporting to the CEO. He returned to his position as COO on 1 June 2023. From 26 September 2022 until 31 May 2023, Arne Jorde was acting COO.
- 3) Sørensen retired from the executive management team on 30 September 2023. Augestad was appointed EVP Architecture on 1 October 2023.
- 4) Bogen was appointed EVP Region Oslo on 1 October 2023. Dowsett was appointed EVP Region Norway on 1 October 2023.
- 5) Schjetlein was appointed EVP Sustainability on 1 September 2024.

4. Remuneration and Company Performance 2019-2024

4.1. Board remuneration 2019-2024

A summary of the development of the Board remuneration in the five-year period 2019–2024 is provided in the table below.

Amounts in NOK	Election year	2019	2020	2021	2022	2023	2024
Rikard Appelgren, elected by shareholders	2018	298 667	304 000	305 333	451 333	541 333	645 999
% change		90%	2%	0%	48%	20%	19.3%
% change annualised*		27%	-	-	-	-	-
Hanne Rønneberg, elected by shareholders	2018	261 000	273 000	280 333	299 334	317 667	377 000
% change		66%	5%	3%	7%	6%	18.7%
% change annualised*		11%	-	-	-	-	-
Tove Raanes, elected by shareholders	2020	-	196 000	309 333	325 667	341 333	392 333
% change				58%	5%	5%	14.9%
% change annualised*				5%	-	-	-
Sverre Hurum, elected by shareholders ¹⁾	2021	-	-	168 000	522 667	305 000	332 667
% change				-	211%	(42%)	9.1%
% change annualised*				-	107%	-	-
Tore Sjørnsen, elected by shareholders ²⁾	2022	-	-	-	464 000	329 333	375 000
% change					-	(29%)	13.9%
% change annualised*					-	(53%)	-
Gunnar Vatnar, elected by employees	2021	-	-	84 000	166 666	194 333	167 333
% change				-	98%	17%	(13.9%)
% change annualised*				-	32%	-	-
Karine Gjersø, elected by employees	2021	-	-	105 333	162 000	170 000	185 000
% change				-	54%	5%	8.8%
% change annualised*				-	3%	-	-
Torben Wedervang, elected by employees	2021	-	-	120 000	147 333	135 667	207 333
% change				-	23%	(8%)	52.9%
% change annualised*				-	(18%)	-	-

* % change in annualised remuneration is calculated as the difference between i. actual remuneration in the calendar year in which the appointment/retirement occurred pro-rata adjusted for period of service to express remuneration for 12 months' and ii. actual remuneration in the following year (in case of appointments) or the preceding year (in case of retirements). Changes in roles, responsibilities, committee memberships, base fee levels, travel activity, etc. are not adjusted for.

1) As determined at the general meeting 7 April 2022, in 2022 he received compensation being a deputy member from 2020-2021.

2) As determined at the general meeting 7 April 2022, in 2022 he received compensation being a deputy member from 2021-2022.

4.2. Executive remuneration and company performance 2019-2024

The table below includes the annual changes in the company's performance and in the average remuneration of the company's employees during 2019 to 2024.

Amounts in NOK	Appointment year	2019	2020	2021	2022	2023	2024
Grethe Bergly, CEO	2019	3 356 174	5 305 190	5 620 822	5 787 339	5 471 514	6 494 398
% change			58 %	6 %	3 %	(5.5 %)	18.7 %
% change annualised*		-	31.7%	-	-	-	-
Ove B. Haupberg, CFO	2022	-	-	-	1 017 914	2 822 057	3 464 796
% change					-	177.2 %	22.8 %
% change annualised*					-	(7.6 %)	-
Kari Nicolaisen, EVP HR and Communications	2019	1 512 380	2 549 514	2 738 152	2 850 211	2 766 154	3 109 519
% change		-	69 %	7 %	4.1 %	(2.9 %)	12.4 %
% change annualised*		-	26 %	-	-	-	-
Johan Arntzen, COO	2018	1 729 584	2 427 230	2 569 072	2 632 853	2 558 367	2 863 510
% change		212 %	40 %	6 %	2.5 %	(2.8 %)	11.9 %
% change annualised*		4 %	-	-	-	-	-
Kristin Olsson Augestad, EVP Architecture	2019	1 877 906	2 533 469	2 684 768	2 876 731	2 985 700	3 529 384
% change		-	35 %	6 %	7.2 %	3.8 %	18.2 %
% change annualised*		-		-	-	-	-
Leif Olav Bogen, EVP Region Oslo	2019	1 945 333	2 557 347	2 706 839	2 847 878	2 931 266	3 444 367
% change		-	31 %	6 %	5.2 %	2.9 %	17.5 %
% change annualised*		-	-	-	-	-	-
Geir Juterud, EVP Projects	2019	1 789 617	2 525 642	2 697 917	2 803 003	2 731 654	3 214 603
% change		-	41 %	7 %	3.9 %	(2.5 %)	17.7 %
% change annualised*		-	-	-	-	-	-
Kari Sveva Dowsett, EVP Region Norway ¹⁾	2023	-	-	-	-	643 492	2 944 910
% change						-	357.6 %
% change annualised*						-	14.4 %
Thor Ørjan Holt, EVP Sales	2022	-	-	-	1 969 775	2 492 062	2 972 135
% change					-	26.5 %	19.3 %
% change annualised*					-	5.4 %	-
Agathe Bryde Schjetlein, EVP Sustainability	2024	-	-	-	-	-	895 290
% change						-	-
% change annualised*						-	-
Company performance							
EBITA %	3 %	3.1 %	10.1 %	9.2 %	9.8 %	8.7 %	9.7%
Average remuneration increase on a full-time equivalent basis of employees							
Multiconsult ASA (except members of the executive) and Multiconsult Norge AS	3.2 %	3.1 %	2.5 %	4.1 %	6.4 %	5.5 %	5.4%

* % Change in annualised pay is calculated as the difference between estimated pay for full 12 months service in the calendar year in which the appointment/retirement occurred and the actual pay of the following calendar year (in case of appointments) or the preceding year (in case of retirements). Changes in roles, responsibilities, travel activity, etc. are not adjusted for in 2019 for Augestad, Bogen and Juterud.

1) Total remuneration for 2023 has been corrected to 643 492

The board of directors

Multiconsult ASA

Oslo, 17 March 2025



Rikard Appelgren

Chair of the board



Tove Raanes

Director



Sverre Hurum

Director



Torben Wedervang

Director



Hanne Rønneberg

Director



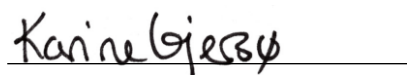
Tore Sjursen

Director



Gunnar Vatnar

Director



Karine Gjersø

Director

To the General Meeting of Multiconsult ASA

INDEPENDENT AUDITOR'S ASSURANCE REPORT ON REPORT ON SALARY AND OTHER REMUNERATION TO DIRECTORS

Opinion

We have performed an assurance engagement to obtain reasonable assurance that Multiconsult ASA's report on salary and other remuneration to directors (the remuneration report) for the financial year ended 31 December 2024 has been prepared in accordance with section 6-16 b of the Norwegian Public Limited Liability Companies Act and the accompanying regulation.

In our opinion, the remuneration report has been prepared, in all material respects, in accordance with section 6-16 b of the Norwegian Public Limited Liability Companies Act and the accompanying regulation.

Board of directors' responsibilities

The board of directors is responsible for the preparation of the remuneration report and that it contains the information required in section 6-16 b of the Norwegian Public Limited Liability Companies Act and the accompanying regulation and for such internal control as the board of directors determines is necessary for the preparation of a remuneration report that is free from material misstatements, whether due to fraud or error.

Our independence and quality control

We are independent of the company as required by laws and regulations and the International Ethics Standards Board for Accountants' Code of International Ethics for Professional Accountants (including International Independence Standards) (IESBA Code), and we have fulfilled our other ethical responsibilities in accordance with these requirements. The firm applies International Standard on Quality Management, which requires the firm to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Auditor's responsibilities

Our responsibility is to express an opinion on whether the remuneration report contains the information required in section 6-16 b of the Norwegian Public Limited Liability Companies Act and the accompanying regulation and that the information in the remuneration report is free from material misstatements. We conducted our work in accordance with the International Standard for Assurance Engagements (ISAE) 3000 – "Assurance engagements other than audits or reviews of historical financial information".

We obtained an understanding of the remuneration policy approved by the general meeting. Our procedures included obtaining an understanding of the internal control relevant to the preparation of the remuneration report in order to design procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. Further we

performed procedures to ensure completeness and accuracy of the information provided in the remuneration report, including whether it contains the information required by the law and accompanying regulation. We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Oslo, 17 March 2025
Deloitte AS

Torgeir Dahle
State Authorised Public Accountant
(This document is signed electronically)

Independent auditor's ass...uneration to directors

Name

Dahle, Torgeir

Date

2025-03-17

Identification

 Dahle, Torgeir



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