

NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting of Goodtech ASA will be held at the company's premises in Helsfyr Atrium, Innspurten 15, Oslo, on **Thursday, April 24, 2025, at 10:00 AM**.

The meeting will be opened by the Chair of the Board, Mimi K. Berdal, with registration of attendees.

Agenda:

1. Election of Meeting Chair and a Person to Co-Sign the Minutes

The Board proposes that Mimi K. Berdal be elected as Meeting Chair and that CEO Margrethe Hauge be elected to co-sign the minutes.

2. Approval of the Notice and Agenda

3. Approval of the Annual Accounts and Report for 2024, including the Consolidated Financial Statements, Proposal for Allocation of the Year's Result, and Corporate Governance Statement

The Board's proposal for the annual accounts and annual report for the 2024 financial year, including the company's sustainability report, corporate governance statement, and the auditor's report as included in the annual report, is available at www.goodtech.no.

The Board proposes that no dividend be distributed for the 2024 financial year.

4. Approval of the Company's Guidelines for Salary and Other Remuneration to Leading Employees, cf. the Public Limited Liability Companies Act Section 6-16a

In 2024, the General Meeting adopted guidelines for remuneration to Leading Employees. These guidelines apply for four years unless significant amendments require reapproval by the General Meeting.

The Board proposes a new incentive program for senior executives and has prepared updated guidelines in accordance with the Public Limited Liability Companies Act (Section 6-16a). These guidelines are published on the company's website www.goodtech.no.

The Board proposes that the General Meeting make the following resolution:

"The Board's proposal for guidelines for determining salary and other remuneration for senior executives is approved."

5. Determination of remuneration for the Board and Nomination Committee

The Nomination Committee's recommendation for remuneration for the Board and Nomination Committee is available at www.goodtech.no.

The Board proposes that the General Meeting make a resolution in accordance with the Nomination Committee's recommendation.

6. Approval of remuneration for the company's auditor

The auditor's fees for the fiscal year 2024 for the parent company Goodtech ASA are NOK 1,248,329 for the regular audit and NOK 87,976 for other services.

The Board proposes that the auditor's fees be approved.

7. Remuneration Report for Leading Employees

In accordance with the Public Limited Liability Companies Act § 6-16b, the Board has prepared a report on remuneration for the company's Leading Employees. The report has been reviewed by the company's auditor in accordance with § 6-16b, fourth paragraph. The report is available on the company's website. The General Meeting shall consider the report by an advisory vote in accordance with the Public Limited Liability Companies Act § 5-6 (4).

The Board proposes that the General Meeting conduct an advisory vote and that the result of the vote be included in the minutes from the General Meeting.

8. Election of Board Members

The following shareholder-elected board members are up for election:

Mimi Berdal	Chair of the Board
Frode Haugli	Board Member

The Nomination Committee's recommendation is available at www.goodtech.no.

The Board proposes that the General Meeting make a resolution in accordance with the Nomination Committee's recommendation.

9. Election of Nomination Committee Members

The following member of the Nomination Committee is up for election:

Stig Grimsgaard Andersen, Chair

The Nomination Committee's recommendation is available at www.goodtech.no.

The Board proposes that the General Meeting make a resolution in accordance with the Nomination Committee's recommendation.

10. Issuance/Renewal of Authorization for Share Capital Increase to the Board

The ordinary General Meeting in 2024 granted the Board authorization to conduct share capital increases. Based on previous authorization, the Board proposes that the General Meeting grant new authorization to increase the share capital by up to 20% of the current share capital through the proposed resolution as outlined below. The size of the authorization is consistent with previous practices in Goodtech ASA and corresponds to capital increases that can be carried out without the company being obliged to prepare a listing prospectus according to applicable prospectus regulations.

The purpose of the authorization is to enable the Board to strengthen the company financially or strategically, particularly in connection with potential expansion plans such as acquisitions or similar situations.

The General Meeting shall consider the annual accounts for 2024, and reference is made to this and the company's other stock exchange announcements published on Oslo Børs and the company's website for a report on events of material significance to the company and other information about the company and its operations.

To fulfill the purpose of the authorization, the Board proposes that shareholders' preferential rights may be waived when using the authorization if the Board deems this expedient for the company.

The Board proposes that the General Meeting adopt the following resolution:

"The company's Board is granted authorization for share capital increase in accordance with the Public Limited Liability Companies Act § 10-14 under the following conditions:

- a) The Board is authorized to, in one or more rounds, increase the share capital by up to NOK 11,817,950;
- b) The authorization shall be valid from registration in the Register of Business Enterprises until the ordinary General Meeting in 2026, but no later than June 30, 2026;
- c) The purpose of the authorization is to provide the Board with financial flexibility in connection with potential acquisitions or similar transactions, as well as to strengthen the company's equity.
- d) Shareholders' preferential rights under the Public Limited Liability Companies Act § 10-4 may be waived;
- e) The authorization includes capital increases by contributions in assets other than cash and the right to incur special obligations for the company under the Public Limited Liability Companies Act § 10-2;
- f) The authorization includes the decision on merger pursuant to the Public Limited Liability Companies Act § 13-5;
- g) The Board sets the other terms and may make the amendments to the Articles of Association that the share capital increase using this authorization requires; and
- h) This authorization replaces previously issued Board authorizations for share capital increase."

11. Authorization for the Issuance of New Shares in Connection with the Company's Incentive Program

The company has established an incentive scheme that allows new shares to be issued to participants in the incentive program. The company's incentive programs are described in the annual report, as well as in the guidelines for salaries and other remuneration, as proposed for approval by the general meeting under item 4. Based on this, the board proposes that the general meeting grants an

authorization for the specified purposes, allowing the issuance of up to 1,477,244 new shares in the company.

The general meeting shall consider the annual financial statements for 2024, with reference to this and other stock exchange announcements published on the Oslo Stock Exchange and the company's website, which provide explanations of events of significant importance to the company and other relevant company information.

To ensure the purpose of the authorization is met, the board proposes that shareholders' preemptive rights may be waived when using the authorization if the board deems it beneficial to the company.

The board proposes that the general meeting adopts the following resolution:

"The company's board of directors is granted authorization to increase the share capital pursuant to Section 10-14 of the Public Limited Liability Companies Act on the following terms:

- a) The board is authorized to increase the share capital by up to NOK 2,954,488 in one or more rounds;
- b) The authorization shall be valid from the date of registration in the Register of Business Enterprises until the annual general meeting in 2026, but no later than June 30, 2026;
- c) The purpose of the authorization is to issue shares in connection with the implementation of the company's incentive schemes;
- d) The shareholders' preemptive rights under Section 10-4 of the Public Limited Liability Companies Act may be waived;
- e) The authorization includes share capital increases through contributions in assets other than cash and the right to incur special obligations on behalf of the company in accordance with Section 10-2 of the Public Limited Liability Companies Act;
- f) The authorization does not include the right to decide on mergers pursuant to Section 13-5 of the Public Limited Liability Companies Act; and
- g) The board determines the remaining terms and may amend the articles of association as required by the capital increase through the use of this authorization."

12. Authorization for the Purchase of Own Shares for Strategic Purposes

At the ordinary general meeting in 2024, the board was granted authorization to acquire its own shares for strategic purposes. Based on the previous authorization, the board proposes that the general meeting grants a new authorization for the acquisition of its own shares through the proposed resolution outlined below.

The purpose of the authorization is to provide the board with flexibility and freedom to act, including in acquisitions where the consideration consists of shares in the company, for the redemption of smaller shareholdings in the company, and for other purposes.

The board proposes that the general meeting adopts the following resolution:

- a) The board of Goodtech ASA is granted authorization, on behalf of the company, to acquire its own shares with a total nominal value of up to NOK 5,908,975;
- b) The authorization also includes the right to pledge the company's own shares as collateral;
- c) The maximum amount that may be paid per share is NOK 80.00, and the minimum amount is the nominal value of NOK 2.00;
- d) The acquisition and disposal of the company's own shares may take place as the board deems appropriate;

- e) Shares acquired under the authorization shall be used for the implementation of acquisitions where the consideration consists of shares in the company, for the redemption of smaller shareholdings in the company, and for other purposes;
- f) The authorization is valid from the date of the general meeting's resolution until the next ordinary general meeting, but no later than June 30, 2026; and
- g) The total holding of own shares acquired under this and other authorizations may not exceed 10% at any time."

13. Authorization for the Purchase of Own Shares for Use in Employee Incentive Program

The company has established an incentive scheme that involves shares being delivered to participants in the incentive program at a later time. The board deems it appropriate to acquire shares in the market for delivery under the incentive program if this is considered in the best interest of the company and its shareholders. The company's incentive programs are described in the annual report, as well as in the guidelines for salaries and other remuneration, as proposed for approval by the general meeting under item 4.

Based on this, the board proposes that the general meeting grants an authorization for the specified purposes, allowing the acquisition of up to 1,477,244 existing shares in the company.

The purpose of the authorization is to allow the board to acquire its own shares in connection with the implementation of the incentive program for key personnel and other employees.

The board proposes that the general meeting adopts the following resolution:

- "a) The board of Goodtech ASA is granted authorization, on behalf of the company, to acquire its own shares with a total nominal value of up to NOK 2,954,488;
- b) The authorization also includes the right to pledge the company's own shares as collateral;
- c) The maximum amount that may be paid per share is NOK 80.00, and the minimum amount is the nominal value of NOK 2.00;
- d) The acquisition and disposal of the company's own shares may take place as the board deems appropriate;
- e) Shares acquired under the authorization shall be used for the implementation of employee incentive programs;
- f) The authorization is valid from the date of the general meeting's resolution until the next ordinary general meeting, but no later than June 30, 2026; and
- g) The total holding of own shares acquired under this and other authorizations may not exceed 10% at any time."

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The Annual Financial Statements, Board of Directors' Report, and Auditor's Report for 2024, as well as the Board's Statement on the Determination of Compensation and Other Remuneration for Senior Employees, are available on the company's website: www.goodtech.no. Shareholders can receive the attachments to the notice free of charge by contacting the company's office.

As of the time of the notice, the company has 29,601,181 shares. Each share carries one vote at the company's general meeting. At the time of the notice, the company owns 885,701 of its own shares. Voting rights cannot be exercised for such shares.

Shareholders who wish to attend the general meeting are requested to complete and submit the attached registration form by April 22, 2025, at 16:00 – see the attached registration form.

Electronic Participation at the General Meeting

Shareholders can participate electronically at the general meeting.

Shareholders who wish to participate electronically must notify this to gunn.sormo@goodtech.no by April 22, 2025, at 16:00. Practical details regarding participation will be communicated to those concerned before the meeting. The company encourages shareholders to vote in advance.

Shareholders who cannot attend in person may appoint another person as a proxy to vote on their behalf (see attached proxy form). The proxy must specify the proxy holder and be in writing, dated, signed, and submitted no later than at the general meeting. Proxies presented without specifying a proxy holder will be considered granted to the chairman of the board.

It is possible to submit a proxy with or without voting instructions. When using a proxy with voting instructions, shareholders will cast their votes on the specific items without attending the meeting in person. For further information about using a proxy, see the general information at the bottom of the notice and the attached proxy forms.

It is expected that the chairman of the board, the CEO, and the CFO will be present at the general meeting.

Only those who are shareholders in the company five business days before the general meeting, i.e., on April 14, 2025, (the "Record Date"), have the right to participate and vote at the general meeting, according to the Public Limited Liability Companies Act § 5-2. A shareholder who wishes to participate and vote at the general meeting must be registered in the shareholder register (VPS) on the Record Date or have reported and confirmed acquisition as of the Record Date. Shares acquired after the Record Date do not entitle participation or voting at the general meeting.

In accordance with the Public Limited Liability Companies Act § 1-8, as well as the rules for custodians under the Securities Central Depository Act § 4-5 and related implementing regulations, the notice will be sent to shareholders who own custodian-registered shares through the relevant custodians, who will forward the notice to the shareholders they hold shares for. Shareholders must communicate with their custodians, who are responsible for forwarding votes and registrations. Custodians must notify the company no later than 2 business days before the general meeting, according to the Public Limited Liability Companies Act § 5-3.

Shareholders have the right to propose resolutions on the items to be addressed at the general meeting. Shareholders have the right to bring an advisor, and can grant one advisor the right to speak. Shareholders also have the right to demand that board members and the CEO provide available information at the general meeting regarding matters that could affect the assessment of the items submitted for shareholder decision. The same applies to information about Goodtech ASA's financial position and other matters to be addressed at the general meeting, unless the information requested cannot be provided without disproportionate harm to Goodtech ASA, according to the Public Limited Liability Companies Act § 5-15.

Oslo, April 3, 2025

On behalf of the Board of Directors of Goodtech ASA

Mimi K. Berdal
Chairman of the Board
(signature)

Ordinary General Meeting of Goodtech ASA

Name and Address:

If the shareholder is a company, it will be represented by:
(To grant a proxy, please use the proxy form below) Name of representative (in block letters)

The ordinary general meeting of Goodtech ASA will be held on Thursday, April 24, 2025, at 10:00 AM at the company's premises in Helsfyr Atrium, Innspurten 15, Oslo. It will also be possible to attend digitally.

Registration Form

If you wish to attend the ordinary general meeting, please send this form to the company's account manager:

Nordea Bank Abp, branch in Norway
Issuer Services
Postboks 1166 Sentrum
0107 Oslo,
Email: nis@nordea.com

The completed form should be with the company's account manager by April 22, 2025, at 4:00 PM. The form can also be filled out electronically via Euronext Securities Oslo (VPS) or via a link on www.goodtech.no.

If you wish to attend digitally, you must also send an email to gunn.sormo@goodtech.no by April 22, 2025, at 4:00 PM with the correct name of the shareholder or investor.

Note! For digital participation, it is encouraged to vote in advance by submitting the Proxy Form to nis@nordea.com.

I, the undersigned, will attend the ordinary general meeting of Goodtech ASA on April 24, 2025, and represent:

.....	own shares
.....	other shares according to proxy(ies)
Total	shares

Name repeated in block letters

Place / Date

Shareholder's signature

Ordinary General Meeting of Goodtech ASA

Proxy with Voting Instructions

If you wish to give voting instructions to the proxy, please use this proxy form and send the completed form to:

Nordea Bank Abp, branch in Norway
Issuer Services,
Postboks 1166 Sentrum,
0107 Oslo.
Email: nis@nordea.com

The completed form should be with the company's account manager by **April 22, 2025, at 4:00 PM**. The form can also be filled out electronically via ESO or via the link www.goodtech.no.

The items in the detailed proxy below refer to the items on the agenda for the general meeting. A detailed proxy with voting instructions can be given to a named proxy. If a proxy is submitted without naming the proxy, it will be considered granted to the chairman of the board or a person designated by the chairman of the board.

I, the undersigned shareholder (in block letters) , hereby appoint:

☐ Chairman of the Board

☐ Other (name)

as my proxy to attend and vote on my/our behalf at Goodtech ASA's ordinary general meeting on Thursday, April 24, 2025.

Voting should be done according to the instructions below. **Please note that if no box is checked below, this will be considered an instruction to vote "for" the proposals in the notice.** In the event that proposals are made that were not put forward by the board or if additional proposals are made to replace or supplement the proposals in the notice, the proxy will decide how to vote. If the content of the voting instructions is unclear, the proxy will base their understanding on a reasonable interpretation of the wording of the proxy. If no such reasonable understanding exists, the proxy may, at their discretion, abstain from voting.

Agenda for the Ordinary General Meeting on April 24, 2025

	Item	For	Against	Abstain	Proxy Decides
1	Election of Meeting Chair and a Person to Co-Sign the Minutes				
2	Approval of the Notice and Agenda				
3	Approval of the Annual Accounts and Report for 2024, including the Consolidated Financial Statements, Proposal for Allocation of the Year's Result, and Corporate Governance Statement				
4	Approval of the Company's Guidelines for Salary and Other Remuneration to Leading Employees, cf. the Public Limited Liability Companies Act Section 6-16a				
5	Determination of remuneration for the Board and Nomination Committee				
6	Approval of remuneration for the company's auditor				
7	Remuneration Report for Leading Employees				
8	Election of Board Members				
9	Election of Nomination Committee Members				
10	Issuance/Renewal of Authorization for Share Capital Increase to the Board				
11	Authorization for the Issuance of New Shares in Connection with the Company's Incentive Program				
12	Authorization for the Purchase of Own Shares for Strategic Purposes				
13	Authorization for the Purchase of Own Shares for Use in Employee Incentive Program				

Place / Date

Shareholder's signature

When signed according to proxy, documentation in the form of a company certificate or proxy must be attached.