

NOTICE OF ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF ABG SUNDAL COLLIER HOLDING ASA

The shareholders of ABG Sundal Collier Holding ASA are hereby given notice of the Ordinary General Meeting to be held on 24 April 2025 at 11:00 CET at Ruseløkkveien 26, 8th floor, 0251 OSLO, Norway.

The Board of Directors has proposed the following agenda:

1. Opening of the meeting by one Board member and registration of attending shareholders (no voting)
2. Election of chairman of the meeting and at least one person to co-sign the minutes with the chairman
3. Approval of the notice of meeting and agenda
4. Approval of the annual financial statement and Board of Directors report for 2024, including allocation of the profit of the year, as well as consideration of the statement on corporate governance.
5. Approval of Auditor's remuneration
6. Remuneration for the members of the Board of Directors and the committees
7. Advisory vote on the Board of Directors' remuneration report for top management
8. Approval of the maximum level of variable remuneration payable to employees whose professional activities have a significant impact on the company's risk profile
9. Declaration of principles for the Company's remuneration policy for top management
10. Election of members to the Nomination Committee
11. Election of Board members
12. Power of attorney to acquire own shares
13. Power of attorney to issue new shares

The Board of Directors' Report, the Financial Statements, the Auditor's Report, the Sustainability Report and the Remuneration Report for top management for 2024 are published on the Company's website, www.abgsc.com, and can be obtained from the Company.

There are 527,734,895 outstanding shares in the Company, with all shares carrying one vote. At the time of writing, the Company owns 15,823,990 own shares, but cannot vote with these shares.

Only those who are shareholders in the company 5 business days prior to the General Meeting (i.e. 14 April 2025, the "Record Date") are entitled to attend and vote at the General Meeting. Shareholders who wish to be represented at the Annual General Meeting by proxy may use the attached proxy form.

According to the Public Limited Liability Companies Act § 1-8 notice is sent to custodians who shall communicate it to shareholders for whom they hold shares. Shareholders must communicate with their custodians, who are responsible for conveying votes or enrolment. Custodians must according to § 5-3 of the Public Limited Liability Companies Act register this with the Company no later than 2 working days before the General Meeting.

The Board of Directors' proposal under item 13 above (power of attorney to issue new shares), includes the right for the Board of Directors to waive the existing shareholders' preferential rights to subscribe for shares in new share issues.

The shareholders who wish to attend the Annual General Meeting are asked to return the attached notice of attendance to ABG Sundal Collier Holding ASA no later than 16:00 CET on 22 April 2024. Shareholders who have not returned the notice of attendance by this date may be denied admission to the General Meeting.

Knut Brundtland

Chairman of the Board of Directors

ATTACHMENT 1: The Board of Directors' proposals to the General Meeting on 24 April 2025

The Board of Directors has resolved to make the following proposals to the General Meeting:

2. Chairman of the meeting

The Annual General Meeting will be chaired by Knut Brundtland.

4. Approval of the annual financial statement and Board of Directors' report for 2024

The Annual Report for 2024 is available on the company's website and at www.newsweb.no.

The Board proposes that the General Meeting approve a dividend payment of NOK 0.50 per share to shareholders as at 24 April 2025.

6. Remuneration for the members of the Board of Directors and the committees

See Attachment 2 for the recommendations of the Nomination Committee.

7. Advisory vote on the Board of Directors' remuneration report for top management

The report is available on the company's website.

8. Approval of the maximum level of variable remuneration payable to employees whose professional activities have a significant impact on the company's risk profile

See Attachment 3 for the proposal from the Board of Directors.

9. Declaration of principles for the Company's remuneration policy for top management

See attachment 4 for a declaration of top management remuneration.

10. Election of Nomination Committee

See Attachment 2 for the recommendations of the Nomination Committee.

11. Election of Board members

See Attachment 2 for the recommendations of the Nomination Committee.

12. Power of attorney to acquire own shares

The Board of Directors proposes that the General Meeting resolve the following:

"The General Meeting hereby authorises the Board of Directors to acquire own shares and to acquire charges created by agreement related to its own shares, cf. the Norwegian Public Limited Companies Act, sections 9-4 and 9-5.

The following shall apply for both authorisations:

1. The authorisation shall be valid until 30 June 2026.
2. The highest nominal value of the shares acquired pursuant to the authorisation is NOK 12,137,902, which equals approximately 10% of the Company's expected share capital as of 24 April 2025.
3. The Company shall pay a minimum of NOK 0.23 and a maximum of NOK 20 for each share.
4. The acquisition, disposal of and acquisition of charges created by agreement may be carried out at the discretion of the Board of Directors, hereunder as part of the Company's incentive programme.

This power of attorney is valid from 25 April 2025 and will from that date replace all previous powers of attorney to purchase own shares in the Company.”

13. Power of attorney to issue new shares

The Board of Directors considers it to be practicable to be able to issue shares in the Company if the Company should need new capital in the course of its business, if the Company should need capital for investments, or as part of the Company’s incentive programmes. The Board of Directors thus proposes that existing shareholders’ preferential right to subscribe for shares may be waived. To be able to issue shares for the above-mentioned purposes, the Board of Directors proposes that the General Meeting resolve the following:

“The General Meeting hereby authorises the Board of Directors to increase the share capital by new subscription for shares, cf. the Norwegian Public Limited Companies Act, sections 10-14.

The following shall apply for the Board of Directors’ authorisation:

1. The share capital may in total be increased by up to NOK 24,275,805, which equals approximately 20% of the Company’s expected share capital per 24 April 2025.
2. The power of attorney shall be valid until 30 June 2026.
3. The shareholders’ preferential right to subscribe for shares may be waived in accordance with the Norwegian Public Limited Companies Act, sections 10-4 and 10-5.
4. The power of attorney shall also comprise capital increases by non-cash payment or a right to charge the Company with special obligations, and mergers.

This power of attorney is valid from 25 April 2025 and will from that date replace all previous powers of attorney to issue new shares.”

ATTACHMENT 2: The Nomination Committee's proposals to the General Meeting

Proposal of Board members

According to the articles of association, board members are elected for a period of one year.

The Nomination Committee is of the opinion that the Board should represent an independent, strategic, and value-generative element of the total corporate governance structure of ABGSC. The Nomination Committee is of the opinion that it's important to have an open and good communication between the Board of Directors and the partners in the company.

The Nomination Committee is of the opinion that the composition of the Board secures sufficient independence between the Board and the top management. The Nomination Committee considers Adele Norman Pran, Martina Klingvall, Cecilia Marlow and Arild Engh as independent. The Nomination Committee has had conversations with all board members and certain members of management.

The Nomination Committee has considered any need for, or demand for, any changes of the Board, comprising competence or experience. The Nomination Committee has concluded that there is no need for change in the Board's composition. All Board members have agreed to be re-elected.

The Nomination Committee proposes the following candidates as Board members for the period 2025-2026:

Knut Brundtland	Re-election as Chairman of the Board
Jan Petter Collier	Re-election as Deputy Chairman of the Board
Cecilia Marlow	Re-election
Arild A. Engh	Re-election
Adele Norman Pran	Re-election
Martina Klingvall	Re-election

Proposal of remuneration to the Board

The Annual General Meeting, as in previous years, approves the remuneration for the following mandate period until the next Annual General Meeting. In addition, it is decided that the Board be given flexibility to determine the date of payment of the approved remuneration according to what is considered practical.

The board fee has remained unchanged for the past two years and the Nomination committee proposes an increase for the upcoming period.

The Nomination Committee recommends the following remuneration for the upcoming period 2026-2026:

Remuneration to the Board:	2025-2026	(2024-2025)
Chairman of the Board	NOK 425,000	(NOK 400,000)
Board members	NOK 310,000	(NOK 290,000)
Remuneration to the committees:		
Chairman of the Audit Committee	NOK 95,000	(NOK 90,000)
Audit Committee members	NOK 75,000	(NOK 70,000)
Chairman of the Compensation Committee	NOK 27,500	(NOK 25,000)
Compensation Committee members	NOK 22,500	(NOK 20,000)

In addition to his work as Chairman of the Board in ABG Sundal Collier Holding ASA, Knut Brundtland actively focuses on client relations, business generation and the development of new growth initiatives within the Group. The Executive Committee, with support from the other members of the Board of ABG Sundal Collier ASA, has proposed that Knut Brundtland should receive remuneration of NOK 1,500,000 (including NOK 500,000 in board fee) from ABG Sundal Collier ASA for the accounting year 2024. It is considered correct that the compensation should be approved by the General Meeting of ABG Sundal Collier Holding ASA. The nomination committee is informed that Knut Brundtland is expected to continue his business generation work through the board year 2025-2026 as well. The Nomination Committee therefore recommends that the annual general meeting approves that Knut Brundtland receives NOK 475,000 in fee as chairman if the board in ABG Sundal Collier ASA for the 2025-2026 board period. Total

compensation to Knut Brundtland for his work as chairman of the board for the group will be NOK 900,000 for the 2025-2026 board period.

Proposal of members of the Nomination Committee

Members of the Nomination Committee are also elected yearly. Members of the nomination committee has agreed to be re-elected. The following members are proposed for election:

Stein Aukner	Re-election
Roy Myklebust	Re-election
Leiv Askvig	Re-election

Remuneration to the Nomination Committee: 2025-2026		(2024-2025)
Chairman of the Nomination Committee	NOK 45,000	(NOK 40,000)
Nomination Committee members	NOK 25,000	(NOK 20,000)

ATTACHMENT 3: APPROVAL OF THE MAXIMUM LEVEL OF VARIABLE REMUNERATION PAYABLE TO EMPLOYEES WHOSE PROFESSIONAL ACTIVITIES HAVE A SIGNIFICANT IMPACT ON THE COMPANY'S RISK PROFILE

The Financial Institutions Regulations (NOR Finansforetaksforskriften) set out the limit on the ratio of fixed to variable compensation for those categories of staff whose professional activities have a significant impact on the risk profile (the "Identified Staff" or "Risk Takers"), applying the following principles:

1. The composition of fixed and variable remuneration shall be appropriately balanced, and the variable component shall not exceed 100% of the fixed component of the total remuneration for each individual.
2. However, the institution's Annual General Meeting ("AGM") may approve a higher maximum percentage, provided the variable component does not exceed 200% of the fixed component.

The following principles shall apply:

- a) The Board of Directors has given a reasoned recommendation for the proposal. The recommendation shall indicate the number of employees who will be involved and their area of work, as well as the expected effect on the capital requirement.
- b) The resolution of the AGM is supported by at least two-thirds of the votes represented. If fewer than 50 per cent of the shareholders are represented at the AGM, approval is required from 75 per cent of the votes represented.
- c) The Company shall inform The Financial Supervisory Authority of Norway ("Finanstilsynet") as soon as possible of the Board's recommendation to the AGM. The Board's recommendation shall be attached.
- d) Employees who are affected by the Board's recommendation may not directly or indirectly vote as a shareholder or owners when the Board's recommendation is considered by the General Meeting. The Company shall inform Finanstilsynet as soon as possible of the General Meeting's decision.

The Board's recommendation

The Board refers to the principles for top management remuneration where it is emphasised that the investment banking industry is characterised by strong competition for highly qualified employees, and that a competitive compensation is of great importance for recruiting and retaining competent management and staff. The remuneration to top management is based on the same principles for remuneration that apply to all partners of the Group. Compensation to partners and employees consists of a fixed salary and a variable discretionary compensation based on a combination of the Company's results and an individual's contribution to the Company.

The Board also ensures that key employees' interests in the Company are aligned with the Company and shareholders by offering a combination between fixed and variable remuneration. A quantitative restriction of the variable remuneration requires the Company to offer a higher fixed remuneration to management and Risk Takers to secure essential competence. This contributes to salary inflation and thereby unreasonably higher fixed costs and will contribute to a reduced financial flexibility and ability to generate profit in a year with lower activity and reduced margins. This may also contribute to higher risk taking to increase profit, which is contrary to the intention of the remuneration requirements. To reduce the negative effects of such a quantitative restriction, the Board recommends that the maximum threshold for variable remuneration is set to 200% of the fixed remuneration.

ABGSC had as of 31 December 2024 a capital ratio of 2.0x the minimum regulatory requirement after the proposed dividend for 2024. The recommendation of variable remuneration up to 200% of the fixed remuneration to key staff is considered by the Board of Directors not to have a material impact on the Company's ability to maintain a solid future capital base and would not affect the Company's capital adequacy obligations. Total salaries adjusted for performance and well-considered risk-taking provide appropriate flexibility in the cost base and improve the Company's ability to strengthen its capital base without restrictions due to high fixed costs.

According to the Company's remuneration policy, the following staff are identified as Risk Takers: Members of the Board of Directors, management body, senior management, control functions and staff with remuneration in line with senior management or Risk Takers. The higher maximum level of variable compensation of 200 % is however sought only for certain Risk Takers who carry out the following functions and are part of the following areas:

- Board Members who also work for the Company: 2 staff
- Group management: 3 staff
- Senior management: 6 staff
- Risk Takers with remuneration in line with senior management: 1 staff

ATTACHMENT 4: Principles for top management remuneration

These remuneration Principles have been developed in response to the public limited companies act and related top management remuneration regulations (regulation no. 2730/2020). These Principles shall be approved annually by the General Meeting. The Board has the authority to deviate from the Principles if; 1) new regulations conflict with the Principles; or 2) deemed necessary in the best interests of the company and the shareholders, and the deviation is in compliance with applicable laws and regulations.

Top Management includes the Group CEO and executive committee members reporting directly to the Group CEO.

ABGSC's remuneration policies are based on long-term commitment, a risk-balanced attitude, client focus and teamwork. The total remuneration shall be competitive and market based as well as supporting the Group's and the Employer Entity's business strategy, goals, long-term interests and vision.

The investment banking industry is characterised by strong competition for highly qualified personnel, and a competitive compensation model is of great importance to recruit and retain competent management and staff. The remuneration to top management is based on the same principles for remuneration that apply to all partners of the Group. Compensation to partners and employees consists of a fixed salary and a variable discretionary compensation. The variable compensation pool is dependent on the Company's results.

If an individual's remuneration includes a variable remuneration component, there shall be an appropriate balance between fixed and variable portions. Total variable remuneration must not be so large that it limits the Group's or the Employer Entity's ability to maintain a sufficient capital base. The fixed remuneration shall be the employee's primary remuneration component and staff should not expect or depend on variable remuneration. It is possible to set the variable remuneration to zero.

Fixed remuneration

Fixed remuneration consists of base salaries, pensions and other benefits and the payments related to long-term share incentive plans. Fixed remuneration shall primarily reflect relevant professional experience and organisational responsibility.

ABGSC has established a long-term share incentive plan to increase shareholding among partners to and strengthen the alignment between shareholders and staff. Shares acquired under the long-term incentive plan are restricted for 5 years in accordance with the company's Partner Share Agreement. Individuals participating in the long-term incentive plan will be subject to a pre-defined additional compensation as a percentage of the value of the shares acquired, payable at the time the Shares have vested.

Variable remuneration

Variable remuneration shall reflect a sustainable and risk-adjusted performance as well as performance in excess of that required to fulfil the employee's job description as part of the terms of employment. The assessment of an individual's performance shall consider financial and non-financial parameters and is primarily based on the following criteria:

- Business generation (business development and revenue contribution)
- Operational excellence (strategy execution, management performance, quality in operation)
- Compliance (demonstrated compliance with rules, regulations, policies etc.)

Basis and assessment criteria

Earnings that form the basis for any variable remuneration shall consist of risk-adjusted profit measures, considering both current and future risks. Consideration shall be taken to use of liquidity and the actual cost of the capital of the business. If subjective assessments are used to adjust the results based on risk, the considerations taken when adjusting shall be balanced and documented.

Both financial and non-financial targets reflecting ABGSC's long-term strategy and business principles shall be used for individual performance assessments. Financial performance criteria shall be forward looking and determined by the Group's and respective Employer Entity's assessment of credit risks, financial risks and operational risks.

Deferrals

ABGSC has implemented variable compensation deferral mechanisms for top management, in accordance with regulations applicable for their respective employment entities. This mechanism reduces the risk of short-term unauthorised risk-taking and other unacceptable behaviour and supports the Group's and the Employer Entity's business long-term interests and profitability.

For top management employed in Sweden, local regulations require at least 40% of variable remuneration be deferred and vest over a period of at least 4 years before it is paid to the individual.

Loss of deferred Variable Remuneration

Vesting of deferred variable remuneration shall be terminated in whole or in part, if it is retrospectively determined that the (1) individual, (2) profit centre or (3) Group or Employer Entity has not fulfilled the performance criteria that formed the basis for payment of Variable remuneration. In addition, deferred variable remuneration can be terminated in whole or in part should the Group's or Employer Entity's position have been significantly deteriorated, particularly if the Group or the Employer Entity no longer can assume to continue the business.

All deferred Variable remuneration may fully or partially be terminated if it can be determined that the variable remuneration was a result of incorrect information or fraudulent/unacceptable behaviour. For example, where the individual acted in violation with internal or external regulations and policies, received a disciplinary penalty from a regulator or other enforcement agency or body or the individual's behaviour has led to supervisory actions taken by authorities against the Employer Entity or any other legal entity within the Group.

Deferred variable remuneration payable to previously employed Risk Takers may be terminated if such individual has acted maliciously against the Group or the Employer Entity, for example through solicitation of customers or staff in violation of the employment agreement between the Employer Entity and the individual.

In cases which could lead to possible loss, in whole or in part, of variable remuneration and the circumstances remain under investigation when the deferred variable remuneration at earliest, may be paid/vested, any payment/vesting of deferred variable remuneration shall be postponed until conclusions of such investigation has been presented where after a general evaluation and decision regarding payment of deferred variable remuneration will be decided.

A decision regarding loss, in whole or in part, of deferred variable remuneration shall in connection with the evaluation prior to payment be confirmed in writing to the individual and include reasons regarding loss of deferred variable remuneration. When deferred variable remuneration is paid or vested in full, the individual shall receive a written confirmation in connection with the regular payment of variable remuneration.

Employment termination

All top management has an employment termination notice period of 6 months. After the notice period, fixed salary, pension contributions and other benefits are stopped. There are no pre-agreed arrangements related to employment termination, early retirement or additional pension contribution for any staff or member of the top management.

Process

Variable remuneration to all staff within the Group is approved by the ABGSC Holding Board and by the Boards of the Employer Entities where such approval is a regulatory requirement. The approval is based on recommendations from the respective compensation committees and the Group's Executive Committee.

Any changes to Corporate Remuneration Policies and, hereunder, principles for top management remuneration will be subject to approval from the ABGSC Holding Board based on recommendations from the Compensation Committee and the Group Executive Committee.

ATTACHMENT 5: Notice of attendance

If you wish to attend the Ordinary General Meeting, please sign this notice of participation, and return to:

ABG Sundal Collier Holding ASA,

Postboks 1444 Vika, 0115 OSLO

e-mail: firmapost@abgsc.no

The notice of attendance must be received by ABG Sundal Collier Holding ASA no later than 16:00 CET on 22 April 2025.

Notice of attendance

I hereby give notice of my attendance at the ABG Sundal Collier Holding ASA Ordinary General Meeting of Shareholders to be held on 24 April 2025:

_____ as the owner of _____ shares

(Name in capital letters)

(number of)

Place:

Date:

Signature

ATTACHMENT 6: Proxy form

If you wish to be represented by a proxy, please sign this proxy form, and return to:

ABG Sundal Collier Holding ASA, Postboks 1444 Vika, 0115 OSLO

e-mail: firmapost@abgsc.no

This form must be received by ABG Sundal Collier Holding ASA no later than 16:00 CET on 22 April 2025.

Proxy form

The undersigned is the owner of _____ shares (the "Shares") in ABG Sundal Collier Holding ASA.

The undersigned hereby gives * _____ proxy to represent and vote on my behalf at the ABG Sundal Collier Holding ASA Ordinary General Meeting of Shareholders to be held on 24 April 2025.

If the undersigned shareholder so desires, and the Chairman of the Annual General Meeting has been appointed as proxy, the voting instruction below can be used, and the Chairman will vote on your behalf in accordance with the instructions.

Resolution	Vote for	Vote against	Do not vote
2. Election of chairman of the meeting and at least one person to co-sign the minutes with the chairman			
3. Approval of the notice of meeting and agenda			
4. Approval of the annual financial statement and the Board of Directors' report for 2024, including allocation of the profit for the year, as well as consideration of the statement on corporate governance			
5. Approval of Auditor's remuneration			
6. Remuneration for the members of the Board of Directors and the committees			
Remuneration to the Chairman of the Board in the subsidiary ABG Sundal Collier ASA			
7. Advisory vote on the Board of Directors' remuneration report for top management.			
8. Approval of the maximum level of variable remuneration payable to employees whose professional activities have a significant impact on the Company's risk profile			
9. Declaration of principles for the Company's remuneration policy for top management.			
10. Election of members to the Nomination Committee			
a) Re-election of Stein Aukner as chairman of the committee			
b) Re-election of Roy Myklebust as member of the committee			
c) Re-election of Leiv Askvig as member of the committee			
11. Election of Board members			
a) Re-election of Knut Brundtland as Chairman of the Board			
b) Re-election of Jan Petter Collier as Deputy Chairman of the Board			
c) Re-election of Cecilia Marlow as member of the Board			
d) Re-election of Arild A. Engh as member of the Board			
e) Re-election of Adele Norman Pran as member of the Board			
f) Re-election of Martina Klingvall as member of the Board			
12. Power of attorney to acquire own shares			
13. Power of attorney to issue new shares			

Place:

Date:

Name in capital letters: _____

Signature

* If no indication is given, the proxy will be considered granted to the Chairman of the Annual General Meeting