



KONGSBERG

To the shareholders in Kongsberg Gruppen ASA

NOTICE OF THE ANNUAL GENERAL MEETING 2025

The Board of Directors notice of Annual General Meeting of Kongsberg Gruppen ASA.

Time: Wednesday, 7 May 2025 at 15:00 pm - held digitally

IMPORTANT MESSAGE:

The General Meeting is held as a digital meeting, without shareholder's physical attendance.

The General Meeting online can be found here: <https://dnb.lumiagm.com/117195424> and/or here: www.kongsberg.com/investor-relations/general-meeting/

Once you have accessed this website, you identify yourself with the Reference Number and PIN code formed in the VPS for this General Meeting.

Further information is provided by the attached proxy form and at the last page of this notice, as well as the attached Online Guide.

The General Meeting will be opened and chaired by the Chairman of the Board in accordance with § 5-12, first paragraph of the Public Limited Liability Companies Act and § 8 of the Company's Articles of Association.

The following items are on the agenda:

- 1. Approval of the Notification and Agenda**
- 2. Election of a co-signer for the minutes**
- 3. CEO's briefing**
- 4. Processing of Corporate Governance report**

The Board's statement for Corporate Governance is available on the company's internet page www.kongsberg.com.

- 5. Approval of the Annual Report including Sustainability Report, Annual Accounts and Annual Report for the Parent Company and the Group for the financial year 2024**

The Board's proposal for the Annual Report including the Sustainability Report, the annual accounts and the annual report for the parent company and the Group for the financial year 2024, as well as Auditor's report, are available on the company's website www.kongsberg.com.

- 6. Distribution of dividends**

The parent company, Kongsberg Gruppen ASA, reported a net profit of MNOK 4,228 for 2024. The Group reported a net profit of MNOK 5,144 in 2024, corresponding to earnings per share of NOK 29,14. Financial strength is considered satisfactory.

The Board proposes to the General Meeting that the total dividend for the financial year 2024 is set at NOK 22 per share, of which NOK 12 is beyond the company's ordinary dividend policy.

The dividends NOK 10 will be applicable to the company's shareholders as of 7 May 2025 (as listed in the VPS Registry per 9 May 2025). The company's shares will be traded on Oslo Stock Exchange exclusive dividends as from 8 May 2025 and will be paid ca. 27 May 2025.

The dividend exceeds the ordinary dividend policy of NOK 12 per share (**NOK 2.40 per share after share-split, ref. Item 12**), accrues to the company's shareholders as of 8 October 2025 (as shown in the register of shareholders as of 10 October 2025). The company's shares will be traded on the Oslo Stock Exchange exclusive dividends as from 9 October 2025 and will be paid ca. 23 October 2025.

7. Remuneration to the members of the Board, the Board Committees, and the Nominating Committee

The Nominating Committee has proposed that the collective compensation to the Board members, applicable from 7 May 2025 until next Annual General Meeting, be stipulated at NOK 3,789,000.

The Chair of the Board will receive NOK 942 900, the Deputy Chair NOK 429,900 and the other Board members NOK 402,700 per year. Deputy Directors will receive NOK 18,190 per meeting.

The members of the Audit & Sustainability Committee will receive NOK 142,200 per year, Chair NOK 208,400 per year.

The members of the Compensation Committee will receive NOK 63,600 per year, Chair NOK 94,500 per year.

The members of the Nominating Committee will receive NOK 6,955 per meeting, up to NOK 48,080 per year, and the Chair NOK 9,850 per meeting, up to NOK 60,100 per year.

The Nominating Committee has held nine meetings during the previous period.

The proposal of the Nominating Committee is available in its entirety on the company's internet page www.kongsberg.com.

8. Remuneration to the Auditor

During 2024, NOK 2,479,000 has been accrued for audit-related services for the parent company Kongsberg Gruppen ASA from the company's auditor Ernst & Young AS. For the Group a total of NOK 30,041,000 has been accrued for audit-related services and NOK 13,594,000 for other services.

The Board proposes that the remuneration to the company's auditor for 2024 of NOK 2,479,000 for the ordinary audit of the parent company to be approved.

9. Consideration of Executive management remuneration report 2024

A report on remuneration to the Executive management is presented in a separate document published on the company's website. The report shall be considered by the General Meeting and an advisory vote on the report shall be held.

10. Approval of the Board's guidelines for determining salary and remuneration to executive management

Guidelines for determining salary and remuneration to executive management are presented in a separate document published on the company's website. The guidelines shall be considered and approved by the AGM in the event of any significant changes and at least every four years.

11. Election of shareholders-elected Board members (Directors)

All shareholders-elected Board members are up for election. The Nominating Committee of Kongsberg Gruppen ASA has made a reasoned recommendation for election of shareholders-elected Board members. The recommendation from the Nominating Committee in its entirety is available on the company's internet page www.kongsberg.com.

12. Split of the KONGSBERG-share 1:5

To bring the market value of the shares more in line with other shares on the Oslo Stock Exchange and strengthen the liquidity of the share, the Board of Directors proposes a share split to be carried out, where each KONGSBERG-share is splitted into 5 shares.

The Board of Directors proposes that the Annual General Meeting makes the following resolution:

"The company's shares will be split so that each share with a nominal value of NOK 1.25 will be splitted into 5 shares, each with a nominal value of NOK 0.25.

Shares owned by shareholders as they are registered in the company's shareholder register in the Norwegian Central Securities Depository as of 4 June 2025 (owner registration date) will be splitted.

With effect from the entry into force of the share split, Article 4 of the Articles of Association is amended to read:

"The company's share capital is NOK 219,902,311.25, divided into 879,609,245 shares, nominal value of NOK 0.25."

13. Authorization for the acquisition of own shares - incentive program etc.

The Annual General Meeting 7 May 2024 gave the Board the authorization to buy own shares up to a total nominal value of NOK 8 750 000, with a duration until the Annual General Meeting 2025, and concerned the acquisition of own shares for use in connection with the share programme for the Group's employees, for the incentive programme (for leading persons), and as full or partial payment in connection with the acquisition of business – or disposed of.

The Board of Directors proposes that the Annual General Meeting 2025 adopts the following resolution for authorization for the acquisition of own shares:

- "(a) Pursuant to § 9-4 of the Norwegian Companies Act, the Board is authorized to acquire treasury shares with a total nominal value of maximum NOK 8,750,000.*
- (b) The authorization may be used several times.*
- (c) The Board's acquisition of shares pursuant to this authorization can only take place between a minimum price of NOK 100 per share and a maximum price of NOK 5,000 per share.*
- (d) Shares acquired under the authorization can be used in relation to the share program for the Group's employees, to the incentive program (for leading persons), as full or partial payment upon acquisition of business, or disposed of.*
- (e) The authorization shall apply until the next Annual General Meeting, but no later than 30 June 2026.*
- (f) The acquisition of shares pursuant to the authorization shall take place in the market. The disposal of the shares acquired will take place on the Oslo Stock Exchange, unless the shares are used in connection with employee share program, as part of the Management's fixed-wage, or as full or partial payment upon acquisition of Business."*

14. Adoption of instructions to the Nominating Committee

The current instructions for the Nominating Committee were last revised at the Annual General Meeting on 9 May 2016. The instructions are formulated in accordance with the Norwegian Code of Practice for Corporate Governance (the "Code of Practice"), last updated on 14 October 2021. The company has reviewed the current instructions and prepared suggestions for updated instructions that correspond to the latest Code of Practice and contains minor linguistic changes and adjustments. The proposal, in both clean and amended version, is posted on the company's website www.kongsberg.com.

* * *

The financial statements, the Director's Report and Auditor's Report, the Board's statement on corporate governance, the report for salaries and other compensation to leading persons, as well as the recommendation from the Nominating Committee, is available on the Company's internet page www.kongsberg.com. You may also contact the company on +47 468 27 499 and require getting the Annual Report and other documents regarding the General Meeting delivered by post.

On the date of notification, Kongsberg Gruppen ASA had 175,921,849 shares issued. Each share gives right to one vote at the General Meeting. On the date of this notification, the company owned 2 983 own shares, which cannot be voted. Only they who are a shareholder on 29 April 2025 (the record date) is entitled to attend and vote at the AGM and is hereinafter considered a shareholder. All shareholders are entitled meeting and speech rights on the General Meeting, either personally or by proxy. Shareholders are entitled to be accompanied by an adviser and may grant the right to speak to one adviser. Shareholders have on certain conditions also the right to make alternative proposals to the decision in the Items the General Meeting shall process. Shareholders may require that Board members and the Managing Director at the General Meeting gives available information about conditions that may influence the assessment of Items that are referred to the shareholders for decision. The same applies to information about the company's financial position and other issues that the General Meeting shall process, unless the information required cannot be given without disproportionately damaging to the Company.

Information relating to the Annual General Meeting, including this notification with attachments and the Company's Articles of Association, are available on the Company's web page www.kongsberg.com.

Registration and participation

Shareholders are only allowed to participate online, and registration is not required.

Shareholders must be logged in before the meeting starts, and the log-in opens well before the Annual General Meeting starts at 15:00 pm.

If you are not logged in before the General Meeting starts, you will not be counted as represented and cannot vote, only be a listener.

Only they who are a shareholder on 29 April 2025 (the record date) is entitled to attend and vote at the General Meeting. For shares held in custodian accounts, see below.

Bounded proxy

Shareholders who do not wish to participate online have the opportunity to give a **bounded authorization** to another person by using the enclosed proxy-form and fill this out as explained. Proxy with voting instructions to the Chair of the Board must be sent to genf@dnb.no (scan the form) or by post to *DNB Bank ASA, Securities Service, P.O. Box 1600 Sentrum, NO-0021 OSLO*.

The Proxy must be received within 5 May 2025 at 15.00. The company's representatives will ONLY accept authorizations that are bounded, stated how the proxy shall vote in each individual Item, and which has been received within the said deadline. Proxy may **only** be granted as described above. **A proxy issued electronically (and thus without voting instructions) will be rejected/deleted.**

Advance voting

Shareholders can also submit their advance vote via VPS or Investor Relations by 5 May 2025.

Shares held in custodian accounts

According to the Public Limited Liability Companies Act § 1-8, as well as regulations on intermediaries covered by the Central Securities Act § 4-5 and related implementing regulations, notice is sent to custodians who pass on to shareholders for whom they hold shares. Shareholders must communicate with their custodians, who is responsible for conveying votes, proxies or enrollment. Custodians must according to Section 5-3 of the Public Limited Liability Companies Act register this with the company no later than 5 May 2025.

Kongsberg, 11 April 2025
For the Board of Directors of Kongsberg Gruppen ASA



Eivind K. Reiten
Chairman of the Board



KONGSBERG

Ref. no.:

Pin code:

**Annual General Meeting of
Kongsberg Gruppen ASA to be held on
7 May 2025, at 15:00 PM - DIGITALLY**

The shareholder is registered with the following number of shares upon notice: _____
The Shareholder votes for the number of shares owned by Record date: 29 April 2025.

**PROXY FOR THE ANNUAL GENERAL MEETING OF
KONGSBERG GRUPPEN ASA Wednesday, 7 May 2025, at 15:00 PM**

IMPORTANT MESSAGE:

The Annual General Meeting is held as a digital meeting without physical attendance for the shareholders.

Please log in at <https://dnb.lumiagm.com/117195424>

Identify yourself using the reference number and the PIN code from VPS found in Investor Services (Event - General Meeting – ISIN) or sent by post (for non-electronic actors). Shareholder may also obtain a reference number and PIN code by contacting DNB Bank Securities Service by phone +47 23 26 80 20 (08:00-15:30) or by e-mail genf@dnb.no

On the Company's website www.kongsberg.com (and enclosed postally) you will find an online guide describing in detail how you as a shareholder can attend the digital General Meeting.

Registration

Shareholders are only allowed to participate online, and registration is not required.

To be able to vote the shareholders must be signed in before the meeting starts.

If you are not logged in before the General Meeting starts, you will not be counted as represented and cannot vote, only be a listener.

Proxy/Authorization with voting instructions - BOUNDED PROXY

Proxy with voting instructions to the Chair of the Board cannot be registered electronically and **must** be sent to; genf@dnb.no (scan this form), or by mail to DNB Bank ASA, Securities Service, P.O. Box 1600 Sentrum, NO-0021 OSLO.

The form must be received no later than 5 May 2025 at 15:00.

*The company's representatives will only accept authorizations that are bounded, so it is stated how the proxy shall vote in each item, and which has been received within the said deadline. Authorization may **only** be granted as described before (not via the Investor Services or the company's website). **A proxy granted electronically (and thus without voting instructions) will be rejected/deleted.***

Shareholders MAY also submit **advance voting** via VPS or Investor Services.
Regarding shares held in **custodian accounts**, see information in the notice.

**PROXY WITH INSTRUCTIONS – ANNUAL GENERAL MEETING 7 MAY 2025
– KONGSBERG GRUPPEN ASA**

The undersigned _____ Ref.nr. _____	
shareholder of Kongsberg Gruppen ASA hereby authorizes (tick off)	
<input type="checkbox"/>	Chair of the Board Eivind K. Reiten or the person he authorizes
<input type="checkbox"/>	The proxy's name:

to act as proxy and vote for my/our shares at the Annual General Meeting of Kongsberg Gruppen ASA on 7 May 2025.

If the authorization is submitted without naming the proxy, the authorization will be perceived as being assigned to the Chair of the Board or the person he empowers.

This authorization is a BOUNDED PROXY (i.e., you MUST specify how the proxy shall vote on each individual item). For each item on the agenda, you MUST tick off whether you vote in favor of or opposed the Board/Nominating Committee/Chair's proposals, or whether you wish to abstain, by filling in items 1 through 14 in the table below. If one or more crosses are missing, your vote will be deemed as abstained for this/these item(s).

Neither Kongsberg Gruppen ASA nor the Chair of the Board can be held liable for losses that may arise because of the authorization not reaching the proxy in time.

Kongsberg Gruppen ASA and the Chair of the Board cannot guarantee that votes will be cast in accordance with the authorization and accepts no responsibility in connection with the vote cast in accordance with the authorization or because of a vote not being casted.

Voting shall take place in accordance with the instructions below:

Item:	In favor	Opposed	Abstain
1. Approval of the Notification and Agenda			
2. Election of a co-signer for the minutes – to be proposed by the Chair at the General Meeting	<i>Cannot be pre-selected</i>		
3. CEO's briefing	<i>No voting</i>		
4. Processing of Corporate Governance report	<i>No voting</i>		
5. Approval of the Annual Report including Sustainability Report, Annual Accounts and Annual Report for the Parent Company and the Group for the financial year 2024			
6. Distribution of dividends			
7. Remuneration to the members of the Board, the Board Committees, and the Nominating Committee			
8. Remuneration to the Auditor			
9. Consideration of Executive management remuneration report 2024			
10. Approval of the Board's guidelines for determining salary and remuneration to executive management			
11. Election of shareholders-elected Board members (Directors) – the Nominating Committee's recommendation overall:			
Or individual voting:			
11.1 Eivind Reiten (re-election)			
11.2 Per A. Sørli (re-election)			
11.3 Morten Henriksen (re-election)			
11.4 Merete Hverven (re-election)			
11.5 Kristin Færøvik (re-election)			
12. Split of the KONGSBERG-share 1:5			
13. Authorization for the acquisition of own shares - incentive program etc.			
14. Adoption of instructions to the Nominating Committee			

Shareholder's name and address: _____

Date: _____ Place: _____

Shareholder's signature: _____

GUIDE FOR ONLINE PARTICIPATION

KONGSBERG GRUPPEN ASA 7 MAY 2025

Kongsberg Gruppen ASA will hold Annual General Meeting on 7 May 2025 at 15:00 pm CET as a digital meeting, where you get the opportunity to participate online with your PC, phone or tablet. Below follows a description of how to participate online.

We also point out that you can vote in advance or give a proxy before the meeting. See the notice for further details on advance voting and how to authorize a proxy. If you vote in advance or give a proxy, you can still log on to the General Meeting to follow and ask questions, but you will not have the opportunity to vote on the items.

By participating online, shareholders will receive a live webcast from the General Meeting, the opportunity to ask both oral and written questions, and vote on each of the items. Secure identification of shareholders is done by using the unique reference number and PIN code assigned to each shareholder by the Norwegian Central Securities Depository (**Euronext VPS**) in relation to this General Meeting.

No registration is required for shareholders who want to participate online, but shareholders **must be logged in before the General Meeting starts**. If you log in after the meeting has started, you will get access, but without voting rights.

Shareholders who do not find their reference number and PIN code for access, or have other technical questions is welcome to call DNB Registrars Department on phone +47 23 26 80 20 (between 08:00-15:30).

HOW TO ACCESS THE ONLINE GENERAL MEETING

To be able to participate online, you must go to the following website: <https://dnb.lumiagm.com> either on your smartphone, tablet or PC. All major known browsers, such as Chrome, Safari, Edge, Firefox etc. are supported.

Enter Meeting ID: **117-195-424** and click **JOIN**.

Alternatively put direct link in your browser <https://dnb.lumiagm.com/117195424>

As the company has decided to allow for guest log ins you will be prompted to decide between

Aksjonær/shareholder Ref.nr & PIN

Gjestepålogging/ Guests

If you choose Guests, you will be asked to state your name and e-mail. You will not have voting rights or the right to speak in the meeting.

If you are a shareholder, choose Shareholder Ref.no. & PIN. You must then identify yourself with;

a) Ref. number from VPS for the general meeting

b) PIN code from VPS for general meeting

Once you have logged in, you will be taken to the information page for the general meeting. Here you will find information from the company, and how this works technically. **Note that you must have internet access throughout the meeting. If you for some reason log off, just log in again following steps above.**

HOW TO RECEIVE YOUR REFERENCE NUMBER AND PIN CODE FROM VPS

All shareholders registered in the VPS are assigned their own unique reference- and PIN-code for use in the General Meeting, available to each shareholder through VPS Investor Services. Access VPS Investor Services, select Corporate Actions, General Meeting. Click on the ISIN and you can see your unique reference number (Ref.no.) and PIN code.

All VPS directly registered shareholders have access to Investor Services either via <https://investor.vps.no/garm/auth/login> or internet bank. Contact your VPS account operator if you don't have access.

Shareholders who have not selected electronic corporate messages in Investor Services will also receive their reference number and PIN code by post together with the Notice from the company (on the registration form).

Custodian registered shares: Shares held through Custodians (nominee) accounts must exercise their voting rights through their custodian. Please contact your custodian for further information.

HOW TO VOTE

VOTING

When items are available for voting, you can vote on all items as quickly as you wish. Items are closed for voting as the General Meeting considers them. Items will be pushed to your screen. Click on THE VOTE ICON if you click away from the poll.

To vote, press your choice on each of the issues. FOR, AGAINST or ABSTAIN. Once you have cast your vote, you will see that your choice is marked. You also get a choice where you can vote jointly on all items. If you use this option, you can still override the choice on items one by one if desired.

To change your vote, click on another option. You can also choose to cancel. You can change or cancel your vote until the chair of the meeting concludes the voting on the individual items. Your last choice will be valid.

NB: Logged in shareholders who have voted in advance or given a bounded proxy will not have the opportunity to vote but can follow and write messages / request to speak if desired.



WRITTEN QUESTIONS AND/OR "REQUEST TO SPEAK"

MESSAGING

Questions or comments/messages relating to the items on the agenda can be submitted by the shareholder or appointed proxy at any time during the meeting, as long as the Chair holds this open.

To see published questions from other shareholders, or if you want to ask questions or comment on any of the items on the agenda, select the "**MESSAGES**" icon

Enter your question or comment in the message box that says: "**ASK A QUESTION**". When you have finished writing your question, click on the submit button.

Questions submitted online may be moderated before going to the Chair. This is only to avoid repetition of questions as well as removal of inappropriate language.

All shareholders who submit questions or comments will be identified to other shareholders by name but not holding of shares.

Shareholders may press the button "**REQUEST TO SPEAK**" in the webcast. You will then be taken to a registration where you specify which item / when you want to speak and will be put on hold until the Chair asks for you to speak.