

THE BOARD OF DIRECTORS' REASONING AND PROPOSAL FOR THE RESOLUTIONS TO BE PASSED

- Item 3** **Approval of the 2024 annual accounts of Philly Shipyard ASA (under liquidation), group consolidated accounts and the Board of Directors' report.**

The annual report which comprises the annual accounts, the Board of Directors' report and the audit opinion for 2024, is available at the Company's website: www.phillyshipyardasa.com.

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

"The General Meeting approves the annual accounts for 2024 for Philly Shipyard ASA, the group consolidated accounts and the Board of Directors' Report."

- Item 4** **Advisory vote on the report on salary and other remuneration to the executive management and the Board of Directors for 2024.**

The report on salary and other remuneration to the executive management and Board of Directors of the company for 2024, is available at the Company's website.

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

"The General Meeting approves the Board of Directors' report on salary and other remuneration to the executive management and Board of Directors for 2024 for Philly Shipyard ASA."

- Item 6** **Stipulation of remuneration to the members of the Board of Directors and the Audit Committee.**

The recommendations from the Nomination Committee are available at the Company's website.

The Nomination Committee proposes that the General Meeting passes the following resolution:

"In accordance with the proposal from the Nomination Committee, the General Meeting approves that the remuneration rates for members of the Board of Directors and the Audit Committee for the period from the 2024 Annual General Meeting up to the 2025 Annual General Meeting shall be as follows:

- *NOK 545,000 to the Chairperson of the board*
- *NOK 431,000 to each of the other board members*
- *NOK 64,000 to the Chairperson of the audit committee*
- *NOK 51,000 to each of the remaining audit committee members."*

Item 7 Stipulation of remuneration to the members of the Nomination Committee.

The recommendations from the Nomination Committee are available at the Company's website.

The Nomination Committee proposes that the General Meeting passes the following resolution:

"In accordance with the proposal from the Nomination Committee, the General Meeting approves that the remuneration rate for members of the Nomination Committee for the period from the 2024 Annual General Meeting up to the 2025 Annual General Meeting shall be NOK 57,000 for the chair and NOK 46,000 for the other members."

Item 8 Approval of remuneration to the auditor for 2024.

It is proposed that the auditor's fees for the 2024 audit of the Company, totalling USD 293,707 are approved.

Note 2 to the Company's financial statements for 2024 provides disclosure of the fees to the Company's auditor for professional services to the Company.

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

"The remuneration to the auditor of USD 293,707 for the audit of the Company's 2024 annual accounts is approved."

Item 9 Election of members to the Board of Directors.

The recommendations from the Nomination Committee are available at the Company's website.

The Nomination Committee proposes that the General Meeting passes the following resolution:

"In accordance with the proposal from the Nomination Committee, Elin Karfjell and Susan Hayman are re-elected as directors for a period of two years."

The Board of Directors of Philly Shipyard ASA will then consist of the following members:

Kristian Røkke (Chairperson)

Elin Karfjell (Director)

Jan Petter Hagen (Director)

Susan Hayman (Director)."

Item 10 Election of members to the Nomination Committee.

The recommendations from the Nomination Committee are available at the Company's website.

The Nomination Committee proposes that the General Meeting passes the following resolution:

“In accordance with the proposal from the Nomination Committee, Hilde Kristin Ramstad is re-elected as Deputy Member of the Nomination Committee for a period of two years.

The Nomination Committee of Philly Shipyard ASA will then consist of the following members:

Ingebret G. Hisdal (Chairperson)

Charlotte Håkonsen (Member)

Hilde Kristin Ramsdal (Deputy Member)”

Item 11 Authorization to the Board of Directors to acquire treasury shares in connection with acquisitions, mergers, de-mergers or other transactions.

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

- 1. The Board of Directors is authorized to acquire and pledge own shares with a total nominal value of NOK 12,574,766.*
- 2. The authorization is valid up to the Annual General Meeting in 2026, but no longer than June 30, 2026.*
- 3. Own shares shall be acquired for a consideration of minimum NOK 1 and maximum NOK 200 per share.*
- 4. The Board of Directors is free to decide the method of acquisition and disposal of own shares. The authorization can be used in situations as described in the Securities Trading Act section 6-17.*
- 5. The authorization can only be used for the purpose of utilising the company's shares as transaction currency in acquisitions, mergers, de-mergers or other transactions.*

Item 12 Authorization to the Board of Directors to acquire treasury shares for the purpose of investment or subsequent sale or deletion of such shares.

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

- 1. The Board of Directors is authorized to acquire and pledge own shares with a total nominal value of NOK 12,574,766.*
- 2. The authorization is valid up to the Annual General Meeting in 2026, but no longer than June 30, 2026.*

3. *Own shares shall be acquired for a consideration of minimum NOK 1 and maximum NOK 200 per share.*
4. *The Board of Directors is free to decide the method of acquisition and disposal of own shares. The authorization can be used in situations as described in the Securities Trading Act section 6-17.*
5. *The authorization can only be used to purchase own shares for investment purposes or subsequent sale or deletion of such shares.*

Item 13 Authorization to the Board of Directors to increase the share capital in connection with future investments within the Company's scope of operations.

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

1. *The Board of Directors is authorized to increase the share capital by up to NOK 12,574,766.*
2. *The authorization is valid up to the Annual General Meeting in 2026, but no longer than June 30, 2026.*
3. *The pre-emptive rights of the existing shareholders pursuant to section 10-4 of the Public Limited Liability Company's Act may be derogated from.*
4. *The authorization includes share capital increase against non-cash contributions, rights to assume special obligations on behalf of the Company in addition to resolution of merger and demerger, cf. the Public Limited Liability Company's Act section 13-5 and 14-6 (2). The authorization can be used in situations as described in the Securities Trading Act section 6-17.*
5. *The authorization can only be used to raise equity capital for future investments within the Company's scope of operations.*