

## Til aksjeeierne i Nel ASA

### INNKALLING TIL EKSTRAORDINÆR GENERALFORSAMLING

Styret ("Styret") i Nel ASA ("Selskapet") innkaller med dette til ekstraordinær generalforsamling.

Tid: 26. mai 2025 kl. 10.00 (CEST)

Sted: Digitalt møte: <https://dnb.lumiagm.com/103970772>

Generalforsamlingen vil avholdes digitalt. Vennligst logg inn på <https://dnb.lumiagm.com/103970772> for å delta. Deltagere må identifisere seg ved hjelp av referansenummeret og PIN-koden fra VPS som finnes i investortjenester (Hendelser – Generalforsamling – ISIN) eller tilsendt per post (for ikke-elektroniske aktører). Aksjonærer kan også få referansenummer og PIN-kode ved å kontakte DNB Bank Verdipapirservice på telefon +47 23 26 80 20 (08:00-15:30 CEST) eller per e-post [genf@dnb.no](mailto:genf@dnb.no). På [www.nelhydrogen.com](http://www.nelhydrogen.com) finner du en online guide for hvordan du som aksjonær kan delta elektronisk på den digitale generalforsamlingen. Nel ASA oppfordrer sine aksjonærer til å godta elektronisk kommunikasjon fra VPS, både av miljø- og kostnadshensyn. For å motta investorinformasjon elektronisk, herunder innkallinger til generalforsamlinger, vennligst logg inn på din nettbank eller på [euronextvps.no](http://euronextvps.no) (innlogging via myVPS i øvre høyre hjørne).

Til behandling foreligger:

#### 1. Åpning av møtet med opptak av fortegnelse over deltagende aksjeeiere

(Ingen avstemning)

#### 2. Valg av møteleder og en person til å medundertegne protokollen

Styret foreslår at advokat Thomas Aanmoen blir valgt til å lede generalforsamlingen som uavhengig møteleder.

En person som deltar på generalforsamlingen vil bli foreslått til å undertegne protokollen sammen med møtelederen.

#### 3. Godkjenning av innkalling og dagsorden

Styrets forslag til vedtak:

*"Innkalling og dagsorden godkjennes."*

## To the shareholders of Nel ASA

### NOTICE OF EXTRAORDINARY GENERAL MEETING

The board of directors (the "Board") of Nel ASA (the "Company") hereby convenes the extraordinary general meeting.

Time: 26 May 2025 at 10:00 am (CEST)

Place: Digital event: <https://dnb.lumiagm.com/103970772>

The general meeting will be held as a digital event. Please log in at <https://dnb.lumiagm.com/103970772> to participate. Participants must identify themselves using the reference number and pin code from VPS that you will find in investor services (Corporate Actions – General Meeting – ISIN) or which is sent to you by post (for non-electronic actors). Shareholders can also obtain their reference number and PIN code by contacting DNB Bank Verdipapirservice by phone +47 23 26 80 20 (08:00 am-3:30 pm CEST) or by e-mail [genf@dnb.no](mailto:genf@dnb.no). On [www.nelhydrogen.com](http://www.nelhydrogen.com) you will find an online guide with information on how to participate electronically in the virtual meeting. Nel ASA encourages its shareholders to accept electronic communication from the VPS, both from an environmental and cost perspective. To receive investor information electronically, including invitations to general meetings, please log onto your internet banking service or to [euronextvps.no](http://euronextvps.no) (log in via myVPS in the top right corner).

Agenda:

#### 1. Opening of the meeting and registration of participating shareholders

(No voting)

#### 2. Election of chair of the meeting and a person to co-sign the minutes

The Board proposes that attorney Thomas Aanmoen is elected to chair the general meeting as an independent chairperson.

One person attending the general meeting will be proposed to sign the minutes together with the chair of the meeting.

#### 3. Approval of notice and agenda

The Board's proposal for resolution:

*"The notice of and agenda for the meeting are approved."*

#### 4. Valg av styremedlem

Med referanse til børsmelding datert 11.mars 2025 hvor det ble annonsert at SAMSUNG E&A ble største eier i Nel ASA, ble det samtidig kommunisert at Styret i Nel, samt Valgkomiteen, var positive til at SAMSUNG E&A skulle nominere et medlem til Styret. Basert på dette foreslår Styret at:

*«Gyuyeon Kang, Executive Vice President hos SAMSUNG E&A, velges som styremedlem for en periode frem til den ordinære generalforsamlingen i 2026».*

\* \* \*

Oslo, 29. april 2025

Arvid Moss  
(sign)

\* \* \*

Den elektroniske deltakelsen er organisert av DNB Bank Verdipapirservice og dets underleverandør Lumi. Aksjonærer må være pålogget før møtet begynner. Er man ikke logget inn innen generalforsamlingen starter vil man ikke kunne delta. Det vises til egen guide på [www.nelhydrogen.com](http://www.nelhydrogen.com) om hvordan aksjonærer kan delta elektronisk.

Per datoen for denne innkallingen er det 1,838,457,834 aksjer i Selskapet, og hver aksje gir én stemme. Selskapet eier 418,033 egne aksjer som det ikke kan stemmes for.

I henhold til allmennaksjeloven § 1-8, samt forskrift om formidlere omfattet av verdipapirsentralloven § 4-5 og tilhørende gjennomføringsforordninger sendes innkallingen til forvalteren av forvalterregistrerte aksjer. Forvalteren skal deretter videreformidle innkallingen til eieren av disse aksjene. Aksjeeierne skal kommunisere med sin forvalter som har ansvar for å formidle eiernes stemmegivning eller påmelding til selskapet. Som det fremgår nedenfor kan påmelding eller stemmegivning til generalforsamlingen senest registreres **22. mai 2025 kl 15:00 CEST**.

Aksjeeiere kan gi fullmakt til Styrets leder eller andre til å stemme for sine aksjer ved å benytte vedlagte *fullmaktsskjema*. Skriftlig, datert og signert fullmakt kan sendes til Nel ASA c/o DNB Bank ASA, Verdipapirservice, NO-0021 Oslo. Det kan også foretas elektronisk innsendelse av fullmakt via "Investortjenester", en tjeneste for den enkelte investor tilbudt av de fleste norske kontoførere. Fullmaktsskjema (scannet) kan også sendes per e-post til [genf@dnb.no](mailto:genf@dnb.no). Dersom aksjeeieren er et selskap, skal aksjeeierens firmaattest vedlegges fullmakten. Fullmakter må være mottatt **innen 22. mai 2025 kl. 15:00 CEST**.

#### 4. Election of member to the Board

With reference to the stock exchange notice dated 11 March 2025 where it was announced that SAMSUNG E&A were to become the biggest shareholder of Nel ASA, it was also communicated that the Nel's Board of Directors and the Nomination Committee was supportive of SAMSUNG E&A nominating a member to Nel's Board. The Board proposes on that basis:

*"Gyuyeon Kang, Executive Vice President of SAMSUNG E&A, is elected as a member of the Board of Directors for a period until the annual general meeting in 2026".*

\* \* \*

Oslo, 29 April 2025

Arvid Moss  
(sign)

\* \* \*

The online remote participation is being organised by DNB Bank Issuer Services and its subcontractor Lumi. Shareholders must be logged in before the meeting starts. If you are not logged in before the general meeting starts, you will not be able to attend. See separate guide on [www.nelhydrogen.com](http://www.nelhydrogen.com) on how shareholders can participate electronically.

As at the date of this notice, there are 1,838,457,834 shares in the Company, and each share carries one vote. The Company holds 418,033 treasury shares which may not be voted.

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 of nominee registered shares. The Custodian shall thereafter forward the notice to the owner of such shares. Shareholders must communicate with their custodian, who is responsible for conveying the owner's votes or notice of enrolment. As appears below, shareholders must register their attendance or votes no later than **22 May 2025 at 3:00 pm CEST**.

Shareholders may authorize the chair of the Board or another person to vote for their shares by using the attached *proxy form*. The written proxy form, dated and signed, may be sent to Nel ASA c/o DNB Bank ASA, Verdipapirservice, NO-0021 Oslo, Norway. Web-based registration of the proxy is also available through "Investortjenester", a service provided to the individual investor by most Norwegian registrars. The proxy form (scanned) may also be sent by email to [genf@dnb.no](mailto:genf@dnb.no). If the shareholder is a company, please attach the shareholder's certificate of registration to the proxy. Proxy forms must be received **no later than on 22 May 2025 at 3:00 pm CEST**.

Aksjeeiere som ønsker det, kan forhåndsstemme. Forhåndsstemme kan gjøres elektronisk via selskapets hjemmeside [www.nelhydrogen.com](http://www.nelhydrogen.com) eller via "Investortjenester", en tjeneste for den enkelte investor tilbudt av de fleste norske kontoførere. Aksjeeiere kan også stemme for sine aksjer ved å benytte vedlagte *blankett*. Skriftlig, datert og signert blankett kan sendes til Nel ASA c/o DNB Bank ASA, Verdipapirservice, NO-0021 Oslo. Forhåndsstemmer må være mottatt **innen 22. mai 2025 kl. 15:00 CEST**.

Bare den som er aksjeeier pr **19. mai 2025** (registreringsdatoen) har rett til å delta og stemme på generalforsamlingen, jf allmennaksjeloven § 5-2. Det er i tillegg, i henhold til selskapets vedtekter § 10, bestemt at aksjeeiere og fullmektiger som ønsker å delta på generalforsamlingen, må varsle Selskapet om sin deltakelse ved å foreta påmelding på Selskapets nettside [www.nelhydrogen.com](http://www.nelhydrogen.com) eller via "Investortjenester". Påmelding kan også sendes til Nel ASA c/o DNB Bank ASA, Verdipapirservice, NO-0021 Oslo, denne påmeldingen må inneholde referansenummer og pin. Referansenummer må også oppgis ved påmelding via "Investortjenester". Pinkode må i tillegg oppgis via Selskapets nettside. Alternativt kan påmelding (scannet) sendes per e-post til [genf@dnb.no](mailto:genf@dnb.no). Påmelding må være mottatt av DNB Bank Verdipapirservice **innen 22. mai 2025 kl. 15:00 CEST**.

Aksjeeiere har rett til å fremsette forslag til vedtak i de saker som generalforsamlingen skal behandle, innenfor de rammer som følger av allmennaksjeloven. Aksjeeiere har rett til å benytte rådgivere, og kan gi talerett til én rådgiver.

En aksjeeier kan kreve at styremedlemmer og daglig leder på generalforsamlingen gir tilgjengelige opplysninger om forhold som kan innvirke på bedømmelsen av saker som er forelagt aksjeeierne til avgjørelse. Det samme gjelder opplysninger om Selskapets økonomiske stilling og andre saker som generalforsamlingen skal behandle, med mindre de opplysninger som kreves, ikke kan gis uten uforholdsmessig skade for Selskapet.

Informasjon vedrørende den ekstraordinære generalforsamlingen, herunder denne innkalling med vedlegg og Selskapets vedtekter, samt guide for elektronisk deltagelse, er tilgjengelig på Selskapets nettside [www.nelhydrogen.com](http://www.nelhydrogen.com).

\* \* \*

Shareholders may vote in advance. Advance votes may be executed electronically through the Company's website [www.nelhydrogen.com](http://www.nelhydrogen.com), or through "Investortjenester", a service provided to the individual investor by most Norwegian registrars. Shareholders may also vote for their shares by using the attached *form*. The written form, dated and signed, may be sent to Nel ASA c/o DNB Bank ASA, Verdipapirservice, NO-0021 Oslo, Norway. Advance votes must be received **no later than on 22 May 2025 at 3:00 pm CEST**.

Only persons that are shareholders per **19 May 2025** (the record date) may attend and vote at the general meeting, ref the Norwegian Public Limited Liability Companies Act section 5-2. Further, pursuant to section 10 of the Company's articles of association, it is decided that shareholders and proxy holders who wish to participate at the general meeting, must notify the Company of his/her presence by registering attendance through the Company's website [www.nelhydrogen.com](http://www.nelhydrogen.com) or through "Investortjenester". Notice of participation may be also sent to Nel ASA c/o DNB Bank ASA, Verdipapirservice, NO-0021 Oslo, Norway, and such notice of attendance shall contain reference number and pin. The reference number is required for registration through "Investortjenester". The pin code is also required when registering through the Company's website. Alternatively, the notification of attendance (scanned) may be sent per email to [genf@dnb.no](mailto:genf@dnb.no). The notification of attendance must be received by DNB Bank Verdipapirservice **no later than on 22 May 2025 at 3:00 pm CEST**.

Shareholders have the right to propose resolutions in matters that are to be considered by the general meeting, subject to the limitations set out in the Norwegian Public Limited Companies Act. Shareholders have the right to be assisted by advisors, and may give one advisor the right to speak.

A shareholder may demand that board members and the CEO provide available information at the general meeting regarding matters which may affect the assessment of items which have been presented to the shareholders for decision. The same applies to information regarding the Company's financial position and other business to be considered at the general meeting, unless the information cannot be disclosed without causing disproportionate harm to the Company.

Information regarding the extraordinary general meeting, including this notice with attachments and the Company's articles of association, and a guide for electronic participation, is available at the Company's website [www.nelhydrogen.com](http://www.nelhydrogen.com)

\* \* \*

# Gyu-Yeon Kang

Executive Vice President / Sales & Business Development Division

SAMSUNG E&A CO., LTD.

## □ Personal Data

· Birth : May, 11<sup>th</sup>, 1965

· Education : Choong Ang High School (1984)

Application Statistics, Yonsei University (1988)



## □ Job Experience

· '24.12 ~           EVP, Sales & Business Development Division, SAMSUNG E&A CO., LTD.

· '21.12 ~ '24.12   EVP, Head of Strategic Finance Team, SAMSUNG E&A CO., LTD.

· '20.12 ~ '21.12   EVP, Head of Finance & Accounting Team, SAMSUNG E&A CO., LTD.

· '20.02 ~ '20.12   VP, Head of Finance & Accounting Team, SAMSUNG E&A CO., LTD.

· '15.12 ~ '20.02   VP, Head of Finance Team, SAMSUNG E&A CO., LTD.

· '14.12 ~ '15.12   VP, Head of Finance Group, SAMSUNG E&A CO., LTD.

· '13.12 ~ '14.12   VP, Head of Treasury Team, SAMSUNG E&A CO., LTD.

· '10.07 ~ '13.12   Head of Treasury Team, SAMSUNG E&A CO., LTD.

· '05 ~ '10           Head of Treasury Part, SAMSUNG E&A CO., LTD.

· '00 ~ '05           Chanel Korea(Finance)

· '92 ~ '00           Accounting Team(Finance) / Singapore Office, Samsung Construction Co., Ltd.

· '92                 Samsung Group

Ref no:

PIN-code:

### Notice of Extraordinary General Meeting

An extraordinary General Meeting in Nel ASA will be held on 26 May 2025, 10:00 am CEST as a virtual meeting.

The shareholder is registered with the following amount of shares at summons: \_\_\_\_\_ and vote for the number of shares registered in Euronext per Record date 19 May 2025.

**The deadline for electronic registration of enrollment, advance votes, proxy of and instructions is 22 May 2025 at 3:00 pm CEST.**

### Electronic registration

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

#### Step 1 – Register during the enrollment/registration period:

- Either through the company's website <https://www.nelhydrogen.com> using a reference number and PIN – code (for those of you who receive the notice by post-service), or
- Log in through VPS Investor services; available at <https://investor.vps.no/garm/auth/login> or through own account manager (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	Advance Vote	Delegate proxy	Close
--------	--------------	----------------	-------

**"Enroll"** - There is a statutory requirement for registration. All shareholders will have the opportunity to log in to the meeting, but in order to have the right to speak and vote, you must have enrolled by the specified deadline.

**"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 make any registration.

#### Step 2 – The general meeting day:

**Online participation:** Please login through <https://dnb.lumiagm.com/176600291>. You must identify yourself using the **reference number and PIN - code** from VPS - see step 1 above. Shareholders can also get their reference number and PIN code by contacting DNB Bank Registrars Department by phone +47 23 26 80 20 (08:00-am – 3:30 pm).

If you log in after the meeting has started, you will be granted access, but without the right to vote. Note that the same applies if you have not enrolled.

Ref no:

PIN-code:

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

The signed form can be sent as an attachment in an e-mail\* to [genf@dnb.no](mailto:genf@dnb.no) (scan this form) or by post service to DNB Bank Registrars Department, P.O Box 1600 Sentrum, 0021 Oslo. Deadline for registration of advance votes, proxies and instructions must be received no later than **22 May 2025 at 3:00 pm (CEST)** If the shareholder is a company, the signature must be in accordance with the company certificate.

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

\_\_\_\_\_ shares would like to be represented at the  
**general meeting in Nel ASA as follows (mark off):**

- ☐ Enrol for online participation (do not mark the items below)
- ☐ Proxy to the Chair of the Board of directors or the person he or she authorizes (mark "For", "Against" or "Abstain" on the individual items below if you want the Proxy to be with instructions)
- ☐ Advance votes (mark «For», «Against» or «Abstain» on the individual items below)
- ☐ Open proxy to the following person (do not mark items below – agree directly with your proxy solicitor if you wish to give instructions on how to vote)

\_\_\_\_\_ (enter the proxy solicitors name in the block letters)

Note: Proxy solicitor must contact DNB Bank Registrars Department by phone +47 23 26 80 20 (08:00-am – 3:30 pm) for login details.

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 election committee's recommendations. If a proposal is put forward in addition to, or as a replacement for, the proposal in the notice, the proxy holder determines the voting.

Agenda for the Extraordinary General Meeting 26 May 2025	For	Against	Abstain
1. Opening of the meeting and registration of participating shareholders			
2. Election of chair of the meeting and a person to co-sign the minutes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Approval of notice and agenda	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Election of Gyuyeon Kang to the Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**The form must be dated and signed**

Place \_\_\_\_\_ Date \_\_\_\_\_ Shareholder's signature \_\_\_\_\_

## GUIDE FOR ONLINE PARTICIPATION NEL ASA 26 MAY 2025

Nel ASA will hold extraordinary general meeting on May 26th 2025 at 10:00 am CET as a digital meeting, where you get the opportunity to participate online with your PC, phone or tablet. Below is a description of how to participate online.

We also point out that you also 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 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.

Registration is required for shareholders who want to participate online, and shareholders **must be logged in before the general meeting starts**. Log ins after meeting has started will receive access, but with no voting rights.

Shareholder 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

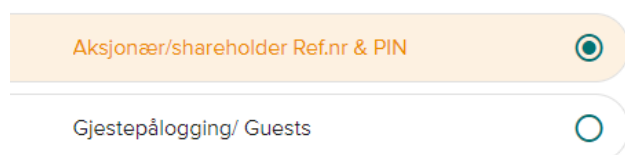
To be able to participate online, you must go to the following website: <https://dnb.lumiagm.com>

either on your smartphone, tablet or PC. All major known browsers, such as Chrome, Safari, Edge, Firefox etc. are supported.

enter Meeting ID: **103-970-772** and click **Join**:

Alternatively put direct link in your browser <https://dnb.lumiagm.com/103970772>

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.nr & 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

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 reference number (Ref.nr.) 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 do not 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 summons from the company (on registration form).

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

---

## HOW TO VOTE

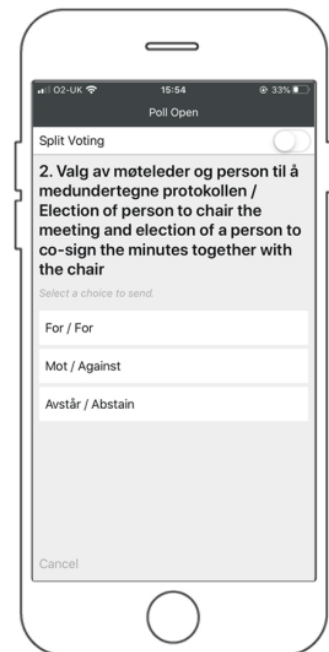
### VOTING

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 power of attorney will not have the opportunity to vote but can follow and write messages if desired.**



---

## QUESTIONS TO THE CHAIRPERSON

### MESSAGING

Questions or 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 chair of the meeting holds this open.

If you would like to ask a question relating to the items on the agenda, select the messaging icon.

Enter your question in the message box that says "Ask a Question". When you have finished writing your question, click on the submit button.

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

**All shareholders who submit questions will be identified with their full names, but not holding of shares.**