

Denne innkallingen er utferdiget både på norsk og på engelsk. Ved uoverensstemmelser mellom de to versjonene, skal den norske versjonen gå foran.

This notice has been prepared both in Norwegian and in English. In case of discrepancies between the two versions, the Norwegian version shall prevail.

## INNKALLING TIL EKSTRAORDINÆR GENERALFORSAMLING I SMARTOPTICS GROUP AS

Styret innkaller herved til ekstraordinær generalforsamling i Smartoptics Group AS, org.nr. 858 905 192 ("**Selskapet**"), som avholdes klokken 16:00 den 23. mai 2025, i lokalene til Advokatfirmaet Schjødt AS, Tordenskiolds gate 12, 0160 Oslo.

Styrets leder eller en person utpekt av styrets leder vil åpne generalforsamlingen og foreta registrering av fremmøtte aksjonærer og fullmakter.

Følgende saker er på dagsordenen:

### 1. VALG AV MØTELEDER OG PERSON TIL Å MEDUNDERTEGNE PROTOKOLLEN

Styret foreslår at Audun Bondkall, advokat hos Advokatfirmaet Schjødt AS velges som møteleder, og at en person til stede på generalforsamlingen velges til å medundertege protokollen sammen med møteleder.

### 2. GODKJENNING AV INNKALLING OG AGENDA FOR MØTET

Styret foreslår at generalforsamlingen fatter følgende vedtak:

*"Innkalling og dagsorden godkjennes."*

### 3. OMDANNING TIL ALLMENNAKSJESELSKAP (ASA)

Selskapet planlegger å gjennomføre en notering på Oslo Børs' hovedliste på slikt tidspunkt styret måtte anse hensiktsmessig. For å kunne gjennomføre en slik potensiell notering er det et krav at Selskapet først omdannes fra et aksjeselskap (AS) til et allmennaksjeselskap (ASA).

Omdanningen til et allmennaksjeselskap vil ha den virkning at Selskapet blir underlagt allmennaksjelovens bestemmelser. Dette vil blant annet medføre følgende konsekvenser i form av endret rammeloavgivning:

- Minste påkrevde aksjekapital vil gå opp fra NOK 30 000 til NOK 1 million.
- Krav til å ha daglig leder.
- Krav til kjønnsfordeling i styret.
- Generalforsamling må innkalles med to uker varsel (tre uker for selskaper notert på regulert marked).
- Selskapet beholder sitt firmanavn uendret, med unntak av foretaksbetegnelsen "AS" som endres til "ASA".

## NOTICE OF AN EXTRAORDINARY GENERAL MEETING OF SMARTOPTICS GROUP AS

The Board of Directors (the "**Board**") hereby calls for an extraordinary general meeting of Smartoptics Group AS, reg.no. 858 905 192 (the "**Company**"), which will be held at 16:00 hours (CEST) on 23 May 2025, at the offices of Advokatfirmaet Schjødt AS, Tordenskiolds gate 12, 0160 Oslo.

The Chair of the Board, or a person appointed by the Chair of the Board, will open the general meeting and perform registration of the shareholders in attendance and proxies.

The following matters are on the agenda:

### 1. ELECTION OF CHAIR AND PERSON TO CO-SIGN THE MINUTES

The board proposes that Audun Bondkall, lawyer at Advokatfirmaet Schjødt AS is elected to chair the meeting, and that a person present at the general meeting is elected to co-sign the minutes together with the chair.

### 2. APPROVAL OF THE NOTICE AND AGENDA OF THE MEETING

The Board proposes that the general meeting passes the following resolution:

*"The notice and agenda are approved."*

### 3. CONVERSION TO A PUBLIC LIMITED LIABILITY COMPANY (ASA)

The Company plans to complete a listing on the main list of Oslo Børs at such time as deemed appropriate by the board. In order to be able to carry out such a potential listing, it is a requirement that the Company is first converted from a private limited liability company (AS) to a public limited liability company (ASA).

The conversion to a public limited liability company will have the effect that the Company will be governed by the provisions of the Norwegian Public Limited Liability Companies Act. This will, inter alia, lead to the following consequences in the form of changed legal framework:

- Minimum required share capital will be increased from NOK 30,000 to NOK 1 million.
- Requirement to have a CEO/general manager.
- Requirement of gender representation on the Board.
- General Meetings must be called with two weeks' notice period (three weeks for companies listed on a regulated market).
- The Company's corporate name remains unchanged, with the exception that the company designation "AS" will be changed to "ASA".

- Selskapets aksjer må være registrert i et verdipapirregister.
- Aksjene i et allmennaksjeselskap er fritt omsettelige med mindre det motsatte bestemmes i vedtektene.

Selskapet tilfredsstiller minstekravet til aksjekapital og har allerede daglig leder. Selskapets aksjer er allerede fritt omsettelige og er registrert i Euronext Securities Oslo (VPS). Ettersom aksjene er registrert i VPS, har Selskapet allerede to ukers innkallingsfrist for generalforsamlinger. Kravet om kjønnsfordeling i Styret vil oppfylles som følge av forslaget i agendapunkt 4 om endringer i Styret. Som følge av omdanningen skal styret bestå av minst 3 personer, og vedtektene § 6 må oppdateres for å reflektere dette.

Revisors redegjørelse i forbindelse med omdanningen vil bli gjort tilgjengelig følgende sted på Selskapets hjemmeside senest 7 dager før generalforsamlingen: <https://smarptics.com/investor-relations/2025>

På denne bakgrunn foreslår styret at generalforsamlingen fatter følgende vedtak:

1. *Selskapet skal omdannes til et allmennaksjeselskap (ASA). Selskapet har til hensikt å innby andre investorer enn aksjonærene til å tegne aksjer i Selskapet.*
2. *Selskapets vedtekter § 1 endres til å lyde som følger:*

*"Selskapets navn er Smartoptics Group ASA. Selskapet er et allmennaksjeselskap."*

3. *Selskapets vedtekter § 6 endres til å lyde som følger:*

*"Selskapets styre består av minst tre og høyst fem styremedlemmer, hvorav to i fellesskap tegner selskapet. Styret kan meddele procura."*

*Vedtektsendringene angitt i punktene 2 og 3 ovenfor skal tre i kraft fra det tidspunkt omdanningen av Selskapet til et allmennaksjeselskap registreres i Foretaksregisteret.*

#### 4. VALG AV STYRE

For å oppfylle kravene til kjønnsrepresentasjon i styret som vil gjelde som følge av omdanning av Selskapet til et allmennaksjeselskap, foreslår styret at generalforsamlingen treffer følgende vedtak:

*"Einar Caspersen fratrer som styremedlem og velges som varamedlem til styret. Selskapets styre skal etter dette bestå av følgende personer:*

- Thomas Ramm, styreleder
- Karl Andreas Thedéen, styremedlem
- Sara Heiner Asplund, styremedlem
- Einar Caspersen, varamedlem

- The Company's shares are required to be registered in a central securities depository.
- The shares of a public limited liability company are freely transferable unless otherwise set out in the Articles of Association.

The Company satisfies the minimum required share capital and already has a general manager. The Company's shares are already freely transferable and are registered in Euronext Securities Oslo (VPS). As the shares are registered in VPS, the Company already has two weeks' notice period for general meetings. The requirement of gender representation on the Board will be fulfilled as a consequence of the proposal in agenda item 4 regarding changes to the Board. As a result of the conversion, the Board must consist of at least 3 persons, and section 6 of the articles of association must be updated to reflect this.

An auditor report prepared in connection with the conversion will be made available on the following section of the Company's website at the latest 7 days before the general meeting: <https://smarptics.com/investor-relations/2025>

On this basis the Board proposes that the general meeting passes the following resolution:

1. *The Company shall be converted to a public limited liability company (ASA). The Company intends to invite investors other than the shareholders to subscribe for shares in the Company.*
2. *Section 1 of the Company's articles of association is amended to read as follows:*
3. *Section 6 of the Company's articles of association is amended to read as follows:*

*"The company's name is Smartoptics Group ASA. The company is a public limited liability company."*

*"The company's board consists of minimum three and maximum five board members, of which two board members jointly sign on behalf of the company. The board may grant power of procuration."*

*The amendments to the articles of association set out in items 2 and 3 above shall take effect from the time the conversion of the Company to a public limited liability company is registered with the Norwegian Register of Business Enterprises.*

#### 4. ELECTION OF BOARD

In order to fulfil the gender representation requirements that will apply as a result of the conversion of the Company to a public limited liability company, the Board proposes that the general meeting passes the following resolution:

*"Einar Caspersen steps down as board member and is elected as deputy board member. The Board of the Company shall after this consist of the following persons:*

- Thomas Ramm, Chair
- Karl Andreas Thedéen, board member
- Sara Heiner Asplund, board member
- Einar Caspersen, deputy board member

Varamedlemmet skal ha møterett til styremøter.

Dette vedtaket trer i kraft fra det tidspunkt omdanningen av Selskapet til et allmennaksjeselskap (som vedtatt under agendapunkt 3) registreres i Foretaksregisteret."

## 5. OPPRETTELSE AV VALGKOMITÉ

Som ledd i forberedelsene til en potensiell notering på Oslo Børs anser styret det hensiktsmessig å innføre og velge en valgkomité for Selskapet.

Forslag til instruks for valgkomitéen er inntatt som vedlegg til innkallingen.

På denne bakgrunn foreslår styret at generalforsamlingen fatter følgende vedtak:

1. Følgende legges til som ny § 8 i Selskapets vedtekter, med virkning fra det tidspunkt omdanningen av Selskapet til et allmennaksjeselskap (som vedtatt under agendapunkt 3) registreres i Foretaksregisteret:

"Selskapet skal ha en valgkomité, som velges av generalforsamlingen.

Valgkomitéen fremmer forslag til generalforsamlingen om (i) valg av styrets leder, styremedlemmer og eventuelle varamedlemmer til styret, og (ii) valg av medlemmer til valgkomitéen. Valgkomitéen fremmer videre forslag til generalforsamlingen om honorar til styret og valgkomitéen.

Generalforsamlingen fastsetter instruks for valgkomitéen og fastsetter honoraret til valgkomitéens medlemmer."

2. Instruksen for valgkomitéen, inntatt som vedlegg til protokollen, godkjennes, med virkning fra det tidspunkt omdanningen av Selskapet til et allmennaksjeselskap registreres i Foretaksregisteret
3. Følgende personer velges som medlemmer av Selskapets valgkomité, med virkning fra tidspunktet for notering av Selskapets aksjer på Oslo Børs: Thomas Ramm (leder) og Einar Caspersen (medlem).

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### Påmelding

Aksjonærer som ønsker å delta på generalforsamlingen anmodes om å melde seg på innen 21. mai 2025 kl. 16:00.

Påmelding skjer ved oversendelse av vedlagte møteseddel til:

DNB Bank ASA  
Verdipapirservice  
Postboks 1600 Sentrum  
0021 Oslo  
E-post: [genf@dnb.no](mailto:genf@dnb.no)

The deputy board member shall have the right to attend board meetings.

This resolution shall take effect from the time the conversion of the Company to a public limited liability company (as resolved under agenda item 3) is registered with the Norwegian Register of Business Enterprises."

## 5. ESTABLISHMENT OF NOMINATION COMMITTEE

As part of the preparations for a potential listing on Oslo Børs, the Board considers it appropriate to implement and elect a nomination committee for the Company.

Proposed instructions for the nomination committee are included as an appendix to this notice.

On this basis the Board proposes that the general meeting passes the following resolution:

1. The following is included as a new section 8 of the Company's articles of association, with effect from the time the conversion of the Company to a public limited liability company (as resolved under agenda item 3) is registered with the Norwegian Register of Business Enterprises:

"The company shall have a nomination committee, which is elected by the general meeting.

The nomination committee shall present proposals to the general meeting regarding (i) election of the chair of the board, board members and any deputy members to the board and (ii) election of members of the nomination committee. The nomination committee shall also present proposals to the general meeting for remuneration of the board and the nomination committee.

The general meeting shall adopt instructions for the nomination committee and determine the remuneration of the members of the nomination committee."

2. The instructions for the nomination committee, included as an appendix to these minutes, are approved, with effect from the time the conversion of the Company to a public limited liability company is registered with the Norwegian Register of Business Enterprises
3. The following persons are elected as members of the Company's nomination committee, with effect from the time of listing of the Company's shares on Oslo Børs: Thomas Ramm (committee chair) and Einar Caspersen (member).

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### Registration of attendance

Shareholders wishing to attend the general meeting are asked to register their attendance by 21 May 2025 at 16:00 hours (CEST).

Please register by submitting the attached attendance slip to:

DNB Bank ASA  
Registrars Department  
P.O. Box 1600 Sentrum  
0021 Oslo, Norway  
E-mail: [genf@dnb.no](mailto:genf@dnb.no)

## Fullmakt

Aksjonærer som ønsker å la seg representere ved fullmektig besende inn vedlagte fullmaktseddel. Dersom det gis fullmakt til styrets leder, bør vedlagte fullmaktsskjema med stemmeinstruks fylles ut. Dersom stemmeinstruksen ikke fylles ut, anses dette som en instruks om å stemme for styrets forslag i innkallingen og for styrets forslag knyttet til innkomne forslag. Ved fullmakt til styrets leder med stemmeinstruks skal instruksen gis ved bruk av vedlagte skjema.

## Registreringsdato

Bare den som er aksjeeier fem virkedager før generalforsamlingen (registreringsdatoen) har rett til å delta og stemme på generalforsamlingen, jf. aksjeloven § 4-4 (3) bokstav a jf. allmennaksjeloven § 5-2 (1). Registreringsdatoen er 16. mai 2025.

## Annen informasjon

En aksjeeier kan kreve at styremedlemmer og daglig leder på generalforsamlingen gir tilgjengelige opplysninger om forhold som kan innvirke på (i) sakene som er forelagt aksjeeierne til avgjørelse og (ii) Selskapets økonomiske stilling, herunder om virksomheten i andre selskaper som Selskapet deltar i, og andre saker som generalforsamlingen skal behandle, med mindre de opplysninger som kreves, ikke kan gis uten uforholdsmessig skade for Selskapet.

I henhold til aksjeloven § 4-4 jf. allmennaksjeloven § 1-8, samt forskrift om formidlere omfattet av verdipapirsentralloven § 4-5 og tilhørende gjennomføringsforordninger, sendes innkalling til forvalter som videreformidler til aksjonærer de holder aksjer for. Aksjonærer skal kommunisere med sin forvalter, som har ansvar for å formidle påmeldinger, fullmakter eller stemmeinstruks. Forvalter må i henhold til aksjeloven § 4-4 jf. allmennaksjeloven § 5-3 registrere dette med selskapet senest to virkedager før generalforsamlingen, altså senest 21. mai 2025.

Aksjonærer som ønsker å delta elektronisk på generalforsamlingen bes ta kontakt med Selskapet per e-post [stefan.karlsson@smartoptics.com](mailto:stefan.karlsson@smartoptics.com) innen 21. mai 2025 kl. 16:00.

Per dato for innkallingen er det totalt 98 045 518 aksjer i Selskapet, hver pålydende NOK 0,02 og hver med én stemme på Selskapets generalforsamling.

## Proxy

Shareholders wishing to attend by proxy are asked to submit the attached proxy form. If proxy is given to the Chair of the Board, the attached proxy with voting instructions should be completed. If the voting instruction is not completed, this will be considered an instruction to vote in favour of the proposals made by the Board as set out in the notice and in favour of the Board's recommendations in relation to any proposals received. Instructions to the Chair of the Board may only be given using the attached form.

## Record date

Only those who are shareholders five business days before the general meeting (the record date) have the right to attend and vote at the general meeting, cf. section 4-4 (3) letter a of the Norwegian Private Limited Liability Companies Act cf. section 5-2 (1) of the Norwegian Public Limited Liability Companies Act. The record date is 16 May 2025.

## Other information

A shareholder may require Board members and the chief executive officer to provide the general meeting with all available information regarding circumstances that may affect the evaluation of (i) the matters submitted to the shareholders for consideration; and (ii) the Company's financial position, and the business of other companies in which the Company has an interest, and any other matters to be considered by the general meeting, unless the information cannot be provided without disproportionately harming the Company.

According to section 4-4 of the Norwegian Private Limited Liability Companies Act cf. section 1-8 of the Norwegian Public Limited Liability Companies Act, as well as regulations on intermediaries covered by section 4-5 of the Norwegian Act on Central Securities Depositories and Securities Settlement etc. and related implementing regulations, the notice is sent to custodians who pass it on to shareholders for whom they hold shares. Shareholders must communicate with their custodians, who are responsible for conveying notices of attendance, proxies or voting instructions. Custodians must according to section 4-4 of the Norwegian Private Limited Liability Companies Act cf. section 5-3 of the Norwegian Public Limited Liability Companies Act register this with the company no later than two working days before the general meeting, i.e. no later than 21 May 2025.

Shareholders who wish to participate electronically at the general meeting are asked to contact the Company per e-mail [stefan.karlsson@smartoptics.com](mailto:stefan.karlsson@smartoptics.com) by 21 May 2025 at 16:00 hours (CEST).

As of the date of this notice, there are a total of 98,045,518 shares in the Company, each with a nominal value of NOK 0,02 and each carrying one vote at the Company's general meeting.

Oslo

9. mai 2025 / 9 May 2025

For og på vegne av styret i / For and on behalf of the board of

**Smartoptics Group AS**

Thomas Ramm  
Styrets leder / Chair of the board

Ref.no.:

PIN code:

## Notice of Extraordinary General Meeting

An extraordinary General Meeting in Smartoptics Group AS will be held on on 23 May 2025 at 16:00 (CEST), at the offices of Advokatfirmaet Schjødt AS, Tordenskiolds gate 12, 0160 Oslo.

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 16 May 2025.

**The deadline for electronic registration of enrollment, advance votes, proxy of and instructions is 21 May 2025 at 16:00 hours (CEST).**

## Electronic registration

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

## Register during the enrollment/registration period:

- Either through the company's website [www.smartoptics.com](http://www.smartoptics.com) using a reference number and PIN (for those of you who receive a summons in post-service), or alternative (available to all)
- Log in through VPS Investor services; available at <https://investor.vps.no/garm/auth/login> or through own account keeper (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"** – participate in the meeting on the day

**"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 register

The general assembly is a physical meeting. If any shareholders wish to participate virtually, please contact the company by e-mail [stefan.karlsson@smartoptics.com](mailto:stefan.karlsson@smartoptics.com), so that we facilitate this.

Ref.no.:

PIN code:

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

The signed form is sent as an attachment in an e-mail\* to [genf@dnb.no](mailto:genf@dnb.no) (scan this form) or by mail to DNB Bank Registrars Department, P.O Box 1600 centrum, 0021 Oslo. Deadline for registration of advance votes, proxies and instructions must be received no later than 21 May 2025 at 16:00 hours (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 Smartoptics Group AS as follows (mark off):

- ☐ Participate in the meeting representing own shares (do not mark the items below)
- ☐ Proxy to Chair of the Board of directors or the person he or she authorizes (if you want the proxy to be with instructions please mark "For", "Against" or "Abstain" on the individual items below)
- ☐ Advance votes («For», «Against» or «Abstain» on the individual items below)
- ☐ Open proxy to (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 and e-mail in block letters)

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 determines the voting.

Agenda for the Extraordinary General Meeting – 23 May 2025		For	Against	Abstain
1.	Election of chair and person to co-sign the minutes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	Approval of the notice and agenda of the meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	Conversion to a public limited liability company (ASA)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	Election of board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	Establishment of nomination committee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

## The form must be dated and signed

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

## INSTRUCTIONS FOR THE NOMINATION COMMITTEE

### Smartoptics Group ASA

Resolved by the Board of Directors (the "**Board**") on May 7, 2025 and approved by the extraordinary general meeting on May 23, 2025.

#### 1. SCOPE OF THE INSTRUCTIONS

- 1.1 These instructions set out the mandate and procedures for the operations of the nomination committee (the "**Nomination Committee**") of Smartoptics Group ASA (the "**Company**"). The instructions shall be approved by the Company's general meeting, who shall have sole authority to amend these mandate and procedures.

#### 2. MANDATE

- 2.1 The Nomination Committee shall present a report with its' proposals to the general meeting regarding; (i) election of the chair and members of the Board (including any deputy board members), (ii) election of the chair and members of the Nomination Committee, (iii) remuneration of the Board and the Nomination Committee, and (iv) changes (if any) to these instructions.

#### 3. COMPOSITION, ELECTION AND REMUNERATION

- 3.1 The Nomination Committee shall be elected by the general meeting.
- 3.2 The Nomination Committee shall consist of between 2 and 4 members.
- 3.3 The members of the Nomination Committee shall be selected to consider the interests of the shareholders. Members of the executive management team should not be members of the Nomination Committee.
- 3.4 Members of the Nomination Committee are unless otherwise specified elected for a term of two years but may be re-elected. The members may be removed or replaced at any time by a resolution of the general meeting. The committee shall be chaired by a chairperson. The general meeting elects the chairperson of the Nomination Committee.
- 3.5 The annual general meeting approves the remuneration to be paid to the Nomination Committee. The Company shall reimburse the members of the Nomination Committee any reasonable travel costs and other costs incurred in connection with the work of the committee.

#### 4. PROCEDURES

- 4.1 Meetings of the Nomination Committee shall be convened by the chair of the committee. Each of the members of the Nomination Committee, as well as the chair of the Board and the Company's chief executive officer (the "**CEO**"), has the right to demand that a meeting is convened. The chair of the committee decides whether the meeting will take the form of a physical meeting, a virtual/digital meeting or otherwise.
- 4.2 The Nomination Committee constitutes a quorum when half or more of the committee's members participate and all other members of the committee have been given the opportunity to participate. In the case of an equal vote, the chair shall have a casting vote.
- 4.3 Minutes shall be taken of the committee meetings. The minutes shall be signed by all participating members.
- 4.4 Shareholders should be given the opportunity to propose Board member candidates to the Nomination Committee. The Company shall provide information on its website about the members of the Nomination Committee and any deadlines for submitting proposals to the committee.

- 4.5 In its work, the Nomination Committee shall consult with representatives of significant shareholders, members of the Board and the CEO. Further, the Nomination Committee shall have the right to use the resources of the Company and to engage external advisers to the extent deemed necessary by the committee. The Nomination Committee shall give weight to the wishes of the shareholders when making its recommendations. The Nomination Committee shall entertain appropriate contact with the chair and members of the Board as well as the CEO to understand their perspective regarding profile of new Board members. The Nomination Committee shall develop appropriate search criteria for new Board members to help ensure an appropriate mix of experience, qualifications, independence, and capacity to serve as officers of the Company in a satisfactory manner. Emphasis shall also be given to ensuring independence of the Board in relation to the Company, and to the Board's ability to work well as a group.
- 4.6 The Nomination Committee's recommendations shall at all times satisfy the requirements relating to the composition of the Board laid down in applicable legislation and in the regulations of any regulated markets on which the Company's shares are listed, including with respect to gender representation. The Nomination Committee shall also consider the recommendations relating to the composition of the Board that follow from the Norwegian Code of Practice on Corporate Governance and any other relevant recommendations relating to corporate governance, as well as the principles laid down in the Company's Corporate Governance Policy.
- 4.7 The chair of the Board and the CEO shall be invited to at least one meeting of the Nomination Committee before the Nomination Committee submits its final recommendation.
- 4.8 If the Board has prepared an evaluation of its work, the Nomination Committee shall be allowed access to such report and take its contents into consideration when making recommendations.
- 4.9 Before recommending new Board and Nomination Committee members, the Nomination Committee shall ask the candidates whether they are willing to serve as a Board member. Only candidates who have confirmed that they are willing to take on such office shall be recommended.
- 4.10 The Nomination Committee shall justify its recommendations and provide relevant information about the candidates. Any dissenting votes shall be stated in the recommendation.

## **5. PROCESSING OF THE NOMINATION COMMITTEE'S RECOMMENDATIONS**

- 5.1 The Nomination Committee's report with its' proposal for resolution to the annual general meeting shall be available in time to be sent together with the notice of the general meeting, thereby giving the shareholders an opportunity to submit their views on the recommendation to the nomination committee ahead of the meeting.
- 5.2 The chair of the committee, or a person authorized by the chair, shall be available to present the committee's proposals for the annual general meeting and give an account of the reasons for its recommendations.

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