

MINUTES OF ANNUAL GENERAL MEETING

The Annual General Meeting of Zalaris ASA, reg. no. 981 953 134, (the “Company”) was held at Zalaris ASA, Hoffsvæien 4, 0275 Oslo, Norway on 22 May 2025 at 09:00 hours (CEST).

The Meeting was opened by the Chairman of the Board, Adele Norman Pran, who recorded the attending shareholders. 15,013,960 shares of total 21,732,069 voting shares equal to 69.1% were represented. A summary of shares represented and the votes for each agenda item are attached to these minutes.

The following matters were considered:

1. Election of the chairman for the meeting

The Annual General Meeting elected Adele Norman Pran to chair the meeting.

2. Approval of the notice of the agenda

The Annual General Meeting approved the notice and the agenda.

3. Election of person to co-sign the minutes

The Annual General Meeting elected Gunnar Manum to co-sign the minutes.

4. Approval of the annual accounts and the directors’ report for the financial year 2024, including the Board of Directors’ proposal for distribution of dividend

The Annual General Meeting approved the annual accounts and the Board of Directors’ report for the financial year 2024 for Zalaris ASA. Based on the approved annual accounts for 2024, the Annual General Meeting approved that a dividend of NOK 0.90 per share is distributed.

5. Approval of auditor’s fee for 2024

The Annual General Meeting approved the auditor’s remuneration for 2024 in accordance with approved invoices.

6. Determination of remuneration to the members of the Board

The Annual General Meeting approved the remuneration to the board members for the period from the annual general meeting in 2025 to the annual general meeting in 2026 set to NOK 600,000 to the chairman of the board and NOK 300,000 to each of the other board members.

The Annual General Meeting approved the following remunerations for the period from the annual general meeting in 2024 to the annual general meeting in 2025:

Audit committee: NOK 80,000 to the leader and NOK 60,000 to the member.

Remuneration committee: NOK 40,000 to the leader and NOK 30,000 to the member.

7. Determination of remuneration to the members of the Nomination Committee

The Annual General Meeting approved the following remuneration to members of the Nomination Committee, for the period from the annual general meeting in 2024 to the annual general meeting in 2025: NOK 30,000 to the leader and NOK 25,000 to the member.

8. Election of Board members

In accordance with the Nomination Committee's proposals the Annual General Meeting elected the following Board members :

- *Adele Bugge Norman Pran (Chairman)*
- *Liselotte Hågertz Engstam*
- *Jan M. Koivurinta*
- *Kent Eriksson*
- *Erik Langaker*

All members are elected for the period until the Company's annual general meeting in 2026.

9. Election of Nomination Committee

In accordance with the Nomination Committee's proposals the Annual General Meeting elected the following members of the Nomination Committee:

- *Bård Brath Ingerø (leader)*
- *Sven Thorén*
- *Nicolay Eger*

All members are elected for the period until the Company's annual general meeting in 2026.

10. Consideration of the Board of Director's statement on corporate governance

The chairman of the meeting presented the main issues of the statement of Corporate Governance to the general meeting.

11. Advisory vote on Zalaris ASA's remuneration report for senior executives for the financial year 2024

The Annual General Meeting endorsed Zalaris ASA's remuneration report for senior executives for the financial year 2024.

12. Approval of Guidelines on salary and other remuneration to executive personnel

The Annual General Meeting approved the Board of Director's Guidelines and Policy for Remuneration of Senior Executives.

13. Authorisation to the board to increase the share capital for redemption of share incentive programmes for employees

The Annual General Meeting approved the following:

- *Pursuant to Section 10-14 of the Norwegian Public Limited Companies Act, the Board is granted authorisation to increase the Company's share capital with up to NOK 80,000.*
- *The authorisation can only be used in connection with the exercise of incentive programmes.*
- *The authorisation is valid until the earlier of the annual general meeting in 2026 and 30 June 2026.*

14. Authorisation to the Board to purchase the Company's shares

The Annual General Meeting approved the following:

- *Pursuant to Section 9-4 of the Norwegian Public Limited Companies Act, the Board is granted authorisation to acquire shares with a total nominal value up to NOK 221,352. The authority may be used one or several times.*
- *The highest amount which can be paid per share is NOK 160 and the lowest is NOK 0.10.*
- *The Board is authorised to acquire and sell shares as the Board finds it appropriate. Acquisition can nevertheless not be done by subscription for shares.*
- *The authorisation is valid until the earlier of the annual general meeting in 2026 and 30 June 2026.*
- *Upon registration with the Norwegian Register of Business Enterprises, the authorisation replaces the authorisations to acquire own shares granted to the Board by the annual general meeting on 19 June 2024."*

There were no further matters to be discussed. The annual general meeting was then adjourned.

Oslo, 22 May 2025

This document is signed electronically

Adele Norman Pran

Gunnar Manum

Total Represented

ISIN: NO0010708910 ZALARIS ASA
General meeting date: 22/05/2025 09.00
Today: 22.05.2025

Number of persons with voting rights represented/attended : 2

	Number of shares	% sc
Total shares	22,135,279	
- own shares of the company	403,210	
Total shares with voting rights	21,732,069	
Represented by advance vote	12,196,100	56.12 %
Sum own shares	12,196,100	56.12 %
Represented by proxy	22,007	0.10 %
Represented by voting instruction	2,795,853	12.87 %
Sum proxy shares	2,817,860	12.97 %
Total represented with voting rights	15,013,960	69.09 %
Total represented by share capital	15,013,960	67.83 %

Registrar for the company:

NORDEA BANK ABP, FILIAL NORGE

Signature company:

ZALARIS ASA

Protocol for general meeting ZALARIS ASA

ISIN: NO0010708910 ZALARIS ASA
 General meeting date: 22/05/2025 09.00
 Today: 22.05.2025

Shares class	For	Against	Poll in	Abstain	Poll not registered	Represented shares with voting rights
Agenda item 1 Election of the chairman for the meeting						
Ordinær	15,013,960	0	15,013,960	0	0	15,013,960
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	100.00 %	0.00 %	100.00 %	0.00 %	0.00 %	
total sc in %	67.83 %	0.00 %	67.83 %	0.00 %	0.00 %	
Total	15,013,960	0	15,013,960	0	0	15,013,960
Agenda item 2 Approval of the notice and the agenda						
Ordinær	15,013,960	0	15,013,960	0	0	15,013,960
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	100.00 %	0.00 %	100.00 %	0.00 %	0.00 %	
total sc in %	67.83 %	0.00 %	67.83 %	0.00 %	0.00 %	
Total	15,013,960	0	15,013,960	0	0	15,013,960
Agenda item 3 Election of a person to co-sign the minutes						
Ordinær	15,013,960	0	15,013,960	0	0	15,013,960
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	100.00 %	0.00 %	100.00 %	0.00 %	0.00 %	
total sc in %	67.83 %	0.00 %	67.83 %	0.00 %	0.00 %	
Total	15,013,960	0	15,013,960	0	0	15,013,960
Agenda item 4 Approval of the annual accounts and the directors report for the financial year 2024, including the Board of Directors' proposal for distri						
Ordinær	15,013,960	0	15,013,960	0	0	15,013,960
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	100.00 %	0.00 %	100.00 %	0.00 %	0.00 %	
total sc in %	67.83 %	0.00 %	67.83 %	0.00 %	0.00 %	
Total	15,013,960	0	15,013,960	0	0	15,013,960
Agenda item 5 Approval of auditors fee for 2024						
Ordinær	15,013,816	0	15,013,816	144	0	15,013,960
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	100.00 %	0.00 %	100.00 %	0.00 %	0.00 %	
total sc in %	67.83 %	0.00 %	67.83 %	0.00 %	0.00 %	
Total	15,013,816	0	15,013,816	144	0	15,013,960
Agenda item 6 Determination of remuneration to the members of the Board						
Ordinær	15,013,816	0	15,013,816	144	0	15,013,960
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	100.00 %	0.00 %	100.00 %	0.00 %	0.00 %	
total sc in %	67.83 %	0.00 %	67.83 %	0.00 %	0.00 %	
Total	15,013,816	0	15,013,816	144	0	15,013,960
Agenda item 7 Determination of remuneration to the members of the Nomination Committee						
Ordinær	15,013,816	0	15,013,816	144	0	15,013,960
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	100.00 %	0.00 %	100.00 %	0.00 %	0.00 %	
total sc in %	67.83 %	0.00 %	67.83 %	0.00 %	0.00 %	
Total	15,013,816	0	15,013,816	144	0	15,013,960
Agenda item 8 Election of Board members in accordance with the proposal by the Nomination Committee						
Ordinær	14,531,645	482,315	15,013,960	0	0	15,013,960
votes cast in %	96.79 %	3.21 %		0.00 %		
representation of sc in %	96.79 %	3.21 %	100.00 %	0.00 %	0.00 %	
total sc in %	65.65 %	2.18 %	67.83 %	0.00 %	0.00 %	
Total	14,531,645	482,315	15,013,960	0	0	15,013,960
Agenda item 9 Election of members to the Nomination Committee in accordance with the proposal by the Nomination Committee						
Ordinær	15,011,929	0	15,011,929	2,031	0	15,013,960
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	99.99 %	0.00 %	99.99 %	0.01 %	0.00 %	
total sc in %	67.82 %	0.00 %	67.82 %	0.01 %	0.00 %	
Total	15,011,929	0	15,011,929	2,031	0	15,013,960

Shares class	For	Against	Poll in	Abstain	Poll not registered	Represented shares with voting rights
Agenda item 11 Advisory vote on Zalaris ASAs remuneration report for senior executives for the financial year 2024						
Ordinær	8,040,129	6,973,687	15,013,816	144	0	15,013,960
votes cast in %	53.55 %	46.45 %		0.00 %		
representation of sc in %	53.55 %	46.45 %	100.00 %	0.00 %	0.00 %	
total sc in %	36.32 %	31.51 %	67.83 %	0.00 %	0.00 %	
Total	8,040,129	6,973,687	15,013,816	144	0	15,013,960
Agenda item 12 Approval of Guidelines on salary and other remuneration to executive personnel						
Ordinær	7,928,410	7,085,406	15,013,816	144	0	15,013,960
votes cast in %	52.81 %	47.19 %		0.00 %		
representation of sc in %	52.81 %	47.19 %	100.00 %	0.00 %	0.00 %	
total sc in %	35.82 %	32.01 %	67.83 %	0.00 %	0.00 %	
Total	7,928,410	7,085,406	15,013,816	144	0	15,013,960
Agenda item 13 Authorisation to the board to increase the share capital for redemption of share incentive programmes for employees						
Ordinær	14,783,586	230,374	15,013,960	0	0	15,013,960
votes cast in %	98.47 %	1.53 %		0.00 %		
representation of sc in %	98.47 %	1.53 %	100.00 %	0.00 %	0.00 %	
total sc in %	66.79 %	1.04 %	67.83 %	0.00 %	0.00 %	
Total	14,783,586	230,374	15,013,960	0	0	15,013,960
Agenda item 14 Authorisation to the Board to purchase the Companys shares						
Ordinær	14,790,743	223,217	15,013,960	0	0	15,013,960
votes cast in %	98.51 %	1.49 %		0.00 %		
representation of sc in %	98.51 %	1.49 %	100.00 %	0.00 %	0.00 %	
total sc in %	66.82 %	1.01 %	67.83 %	0.00 %	0.00 %	
Total	14,790,743	223,217	15,013,960	0	0	15,013,960

Registrar for the company:

NORDEA BANK ABP, FILIAL NORGE

Signature company:

ZALARIS ASA

Share information

Name	Total number of shares	Nominal value	Share capital	Voting rights
Ordinær	22,135,279	0.10	2,213,527.90	Yes
Sum:				

§ 5-17 Generally majority requirement

requires majority of the given votes

§ 5-18 Amendment to resolution

Requires two-thirds majority of the given votes

like the issued share capital represented/attended on the general meeting