

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

These minutes have been prepared both in Norwegian and in English. In case of discrepancies between the two versions, the Norwegian version shall prevail.

## PROTOKOLL FRA EKSTRAORDINÆR GENERALFORSAMLING I SMARTOPTICS GROUP AS

Ekstraordinær generalforsamling i Smartoptics Group AS, org.nr. 858 905 192 ("**Selskapet**"), ble avholdt klokken 16:00 den 23. mai 2025, i lokalene til Advokatfirmaet Schjødt AS, Tordenskiolds gate 12, 0160 Oslo.

Styrets leder, Thomas Ramm, åpnet generalforsamlingen.

En liste over fremmøtte aksjonærer, herunder fullmakter, er inntatt som vedlegg til denne protokollen. Av vedlegget fremgår også antall aksjer og prosentandel av Selskapets aksjekapital som var representert på generalforsamlingen.

Følgende saker var på dagsordenen:

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

Generalforsamlingen fattet følgende vedtak:

*"Audun Bondkall velges som møteleder. Stefan Karlsson velges til å medundertegne protokollen."*

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

Generalforsamlingen fattet følgende vedtak:

*"Innkalling og dagsorden godkjennes."*

### 3. OMDANNING TIL ALLMENNAKSJESELSKAP (ASA)

Generalforsamlingen fattet følgende vedtak, i samsvar med styrets forslag:

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

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

An extraordinary general meeting of Smartoptics Group AS, reg.no. 858 905 192 (the "**Company**"), was 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, Thomas Ramm, opened the general meeting.

A list of shareholders in attendance, including proxies, is included as an appendix to these minutes. The appendix also states the number of shares and the percentage of the Company's share capital that were represented at the general meeting.

The following matters were on the agenda:

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

The general meeting made the following resolution:

*"Audun Bondkall is elected to chair the meeting. Stefan Karlsson is elected to co-sign the minutes."*

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

The general meeting made the following resolution:

*"The notice and agenda are approved."*

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

The general meeting made the following resolution, in accordance with the board's proposal:

- 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.*
- Section 1 of the Company's articles of association is amended to read as follows:*

*"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 prokura."*

*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

Generalforsamlingen fattet følgende vedtak, i samsvar med styrets forslag:

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

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

*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

Generalforsamlingen fattet følgende vedtak, i samsvar med styrets forslag:

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.*

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

3. *Section 6 of the Company's articles of association is amended to read as follows:*

*"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

The general meeting made the following resolution, in accordance with the board's proposal:

*"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

*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

The general meeting made the following resolution, in accordance with the board's proposal:

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.*

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).

Signed by:

Audun Bondkall

83EE36C7B8084D3...

Audun Bondkall  
Møteleder / Chair of the 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).

Signed by:

Stefan Karlsson

E4DA0C2A2EC740C...

Stefan Karlsson  
Medundertegner / Co-signer

## **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.

— — —

## Representertliste Smartoptics Group AS 23.05.2025

Refnr	Fornavn	Firma-/Ettemavn	Repr. som	% av repr.	% av AK	Beholdning	Repr. ved
18		CORETECH AS	Forhåndsstemmer	53,21 %	32,42 %	31 783 599	
26		KLØVNINGEN AS	Forhåndsstemmer	26,54 %	16,17 %	15 850 429	
4739		TR European Growth Trust PLC	Forhåndsstemmer	6,93 %	4,22 %	4 141 429	
4697		HANDELSBANKEN NORDISKA SMABOLAG	Forhåndsstemmer	3,35 %	2,04 %	2 000 000	
4721		SWEDBANK ROBUR NY TEKNIK	Forhåndsstemmer	3,03 %	1,85 %	1 811 800	
4713		HANDELSBANKEN MICROCAP NORDEN	Forhåndsstemmer	2,17 %	1,32 %	1 295 000	
4705		SCHRODER INTERNATIONAL SELECTION FUND	Forhåndsstemmer	2,01 %	1,22 %	1 200 000	
4671		MIRABAUD - DISCOVERY EUROPE	Forhåndsstemmer	1,41 %	0,86 %	839 346	
4689		MIRABAUD - DISCOVERY EUROPE EX-UK	Forhåndsstemmer	1,34 %	0,82 %	798 609	
4747	DEVIN DEVIN HOLUM		Forhåndsstemmer	0,02 %	0,01 %	10 000	
2071	ERIK	NÆSJE	Forhåndsstemmer	0,00 %	0,00 %	1 373	
2485		GJETRANG INVEST AS	Fullmakt	0,00 %	0,00 %	900	
2493	TORBJØRN	VEFRING	Forhåndsstemmer	0,00 %	0,00 %	893	

## Totalt representert

ISIN:	<u>NO0011012502 Smartoptics Group AS</u>
Generalforsamlingsdato:	23.05.2025 16.00
Dagens dato:	23.05.2025

**Antall stemmeberettigede personer representert/oppmøtt : 1**

	<b>Antall aksjer</b>	<b>% kapital</b>
Total aksjer	98 045 518	
- selskapets egne aksjer	0	
Totalt stemmeberettiget aksjer	98 045 518	
Representert ved forhåndsstemme	59 732 478	60,92 %
<b>Sum Egne aksjer</b>	<b>59 732 478</b>	<b>60,92 %</b>
Representert ved fullmakt	900	0,00 %
<b>Sum fullmakter</b>	<b>900</b>	<b>0,00 %</b>
<b>Totalt representert stemmeberettiget</b>	<b>59 733 378</b>	<b>60,92 %</b>
<b>Totalt representert av AK</b>	<b>59 733 378</b>	<b>60,92 %</b>

Kontofører for selskapet:

DNB Bank ASA

For selskapet:

Smartoptics Group AS

*Halvard G. Henselknyttne*

Aksjeklasse	For	Mot	Avgitte	Avstår	Ikke avgitt	Stemmeberettigede representerte aksjer
<b>Sak 1 Election of chair and person to co-sign the minutes</b>						
Ordinær	59 733 378	0	59 733 378	0	0	59 733 378
% avgitte stemmer	100,00 %	0,00 %		0,00 %		
% representert AK	100,00 %	0,00 %	100,00 %	0,00 %	0,00 %	
% total AK	60,92 %	0,00 %	60,92 %	0,00 %	0,00 %	
<b>Totalt</b>	<b>59 733 378</b>	<b>0</b>	<b>59 733 378</b>	<b>0</b>	<b>0</b>	<b>59 733 378</b>
<b>Sak 2 Approval of the notice and agenda of the meeting</b>						
Ordinær	59 733 378	0	59 733 378	0	0	59 733 378
% avgitte stemmer	100,00 %	0,00 %		0,00 %		
% representert AK	100,00 %	0,00 %	100,00 %	0,00 %	0,00 %	
% total AK	60,92 %	0,00 %	60,92 %	0,00 %	0,00 %	
<b>Totalt</b>	<b>59 733 378</b>	<b>0</b>	<b>59 733 378</b>	<b>0</b>	<b>0</b>	<b>59 733 378</b>
<b>Sak 3 Conversion to a public limited liability company (ASA)</b>						
Ordinær	59 733 378	0	59 733 378	0	0	59 733 378
% avgitte stemmer	100,00 %	0,00 %		0,00 %		
% representert AK	100,00 %	0,00 %	100,00 %	0,00 %	0,00 %	
% total AK	60,92 %	0,00 %	60,92 %	0,00 %	0,00 %	
<b>Totalt</b>	<b>59 733 378</b>	<b>0</b>	<b>59 733 378</b>	<b>0</b>	<b>0</b>	<b>59 733 378</b>
<b>Sak 4 Election of board</b>						
Ordinær	59 733 378	0	59 733 378	0	0	59 733 378
% avgitte stemmer	100,00 %	0,00 %		0,00 %		
% representert AK	100,00 %	0,00 %	100,00 %	0,00 %	0,00 %	
% total AK	60,92 %	0,00 %	60,92 %	0,00 %	0,00 %	
<b>Totalt</b>	<b>59 733 378</b>	<b>0</b>	<b>59 733 378</b>	<b>0</b>	<b>0</b>	<b>59 733 378</b>
<b>Sak 5 Establishment of nomination committee</b>						
Ordinær	58 532 485	1 200 000	59 732 485	893	0	59 733 378
% avgitte stemmer	97,99 %	2,01 %		0,00 %		
% representert AK	97,99 %	2,01 %	100,00 %	0,00 %	0,00 %	
% total AK	59,70 %	1,22 %	60,92 %	0,00 %	0,00 %	
<b>Totalt</b>	<b>58 532 485</b>	<b>1 200 000</b>	<b>59 732 485</b>	<b>893</b>	<b>0</b>	<b>59 733 378</b>

Kontofører for selskapet:

DNB Bank ASA

For selskapet:

Smartoptics Group AS

