

NOTICE OF ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF ABG SUNDAL COLLIER HOLDING ASA

The shareholders of ABG Sundal Collier Holding ASA are hereby given notice of the Annual General Meeting to be held on 16 April 2026 at 11:00 CEST at Ruseløkkveien 26, 8th floor, 0251 Oslo, Norway.

The Board of Directors has proposed the following agenda:

1. Opening of the meeting by a member of the Board of Directors and registration of attending shareholders (no voting)
2. Election of the chair of the meeting and at least one person to co-sign the minutes together with the chair
3. Approval of the notice of the meeting and the agenda
4. Approval of the annual financial statements and the Board of Directors' report for 2025, including allocation of the profit for the year, as well as consideration of the statement on corporate governance
5. Approval of the auditor's remuneration and election of a new auditor
6. Determination of remuneration for the members of the Board of Directors and its committees
7. Advisory vote on the Board of Directors' remuneration report for executive management
8. Approval of the maximum level of variable remuneration payable to employees whose professional activities have a material impact on the Company's risk profile
9. Election of members of the Nomination Committee
10. Election of members of the Board of Directors
11. Authorisation to acquire the Company's own shares
12. Authorisation to issue new shares

The Board of Directors' report, the financial statements, the auditor's report, the sustainability report and the remuneration report for executive management for 2025 are available on the Company's website, www.abgsc.com, and may also be obtained from the Company upon request.

The Company has 527,734,895 issued shares, each carrying one vote. At the date of this notice, the Company holds 13,777,817 treasury shares, which do not carry voting rights.

Only shareholders registered in the Company's shareholder register five business days prior to the General Meeting (i.e. 6 April 2026, the "Record Date") are entitled to attend and vote at the General Meeting. Shareholders who wish to be represented by proxy may use the attached proxy form.

Pursuant to Section 1-8 of the Norwegian Public Limited Liability Companies Act, this notice is sent to custodians, who shall forward it to shareholders for whom they hold shares. Shareholders must communicate with their custodians, who are responsible for conveying votes or registration of attendance. Pursuant to Section 5-3 of the Act, custodians must notify the Company no later than two business days prior to the General Meeting.

The Board of Directors' proposal under item 12 above (authorisation to issue new shares) includes the right for the Board of Directors to waive the existing shareholders' preferential rights to subscribe for shares in connection with share capital increases.

Shareholders who wish to attend the Annual General Meeting are requested to return the attached notice of attendance to ABG Sundal Collier Holding ASA no later than 16:00 CEST on 14 April 2026. Shareholders who have not submitted the notice of attendance by this deadline may be denied admission to the General Meeting.

Knut Brundtland
Chairman of the Board of Directors

ATTACHMENT 1: The Board of Directors' proposals to the General Meeting on 16 April 2026

The Board of Directors has resolved to make the following proposals to the General Meeting:

2. Chairman of the meeting

The Annual General Meeting will be chaired by Knut Brundtland.

4. Approval of the annual financial statement and Board of Directors' report for 2025

The Annual Report for 2025 is available on the company's website and at www.newsweb.no.

The Board proposes that the General Meeting approve a dividend payment of NOK 0.55 per share to shareholders as of 16 April 2026.

5. Approval of Auditor's remuneration and election of new auditor

The Board of Directors proposes that the General Meeting approves the auditor's remuneration in accordance with received invoices, as specified in the Annual Report.

Due to mandatory auditor rotation, the Group must appoint a new auditor from the financial year 2027. Following a comprehensive tender process conducted by the Board of Directors through the Audit Committee, the Board proposes that the General Meeting elect PwC as the Company's auditor from the financial year 2027. Deloitte will remain the Company's auditor for 2026.

6. Remuneration for the members of the Board of Directors and the committees

Reference is made to Attachment 2 for the Nomination Committee's recommendations.

7. Advisory vote on the Board of Directors' remuneration report for executive management

The report is available on the company's website.

8. Approval of the maximum level of variable remuneration payable to employees whose professional activities have a significant impact on the company's risk profile

Reference is made to Attachment 3 for the Board of Directors' proposal.

9. Election of Nomination Committee

Reference is made to Attachment 2 for the Nomination Committee's recommendations.

10. Election of Board members

Reference is made to Attachment 2 for the Nomination Committee's recommendations.

11. Power of attorney to acquire own shares

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

"The General Meeting hereby authorises the Board of Directors to acquire the Company's own shares and to acquire security interests in its own shares, cf. Sections 9-4 and 9-5 of the Norwegian Public Limited Liability Companies Act.

The following shall apply for both authorisations:

- 1. The authorisation shall be valid until 30 June 2027.*
- 2. The maximum nominal value of shares that may be acquired pursuant to the authorisation is NOK 12,137,902, corresponding to approximately 10% of the Company's expected share capital as of 16 April 2026.*

3. *The Company shall pay a minimum of NOK 0.23 and a maximum of NOK 20 per share.*
4. *The acquisition, disposal and acquisition of security interests may be carried out at the discretion of the Board of Directors, including as part of the Company's incentive programmes.*

This power of attorney is valid from 16 April 2026 and will, from that date, replace all previous powers of attorney to purchase own shares in the Company."

12. Power of attorney to issue new shares

The Board of Directors considers it appropriate to have flexibility to issue shares if the Company requires new capital in the ordinary course of business, for investments, or in connection with the Company's incentive programmes. The Board therefore proposes that the shareholders' preferential rights may be waived.

To enable share issuances for the above purposes, the Board of Directors proposes that the General Meeting adopts the following resolution:

"The General Meeting hereby authorises the Board of Directors to increase the share capital through new share subscriptions, cf. Section 10-14 of the Norwegian Public Limited Liability Companies Act.

The following shall apply to the authorisation:

1. *The share capital may be increased by up to NOK 24,275,805, corresponding to approximately 20% of the Company's expected share capital as of 16 April 2026.*
2. *The authorisation shall be valid until 30 June 2027.*
3. *The shareholders' preferential rights may be waived pursuant to Sections 10-4 and 10-5 of the Norwegian Public Limited Liability Companies Act.*
4. *The authorisation also includes capital increases by contributions in kind, the right to incur special obligations on behalf of the Company, and mergers.*

This authorisation is valid from 16 April 2026 and will, from that date, replace all previous authorisations to issue new shares."

ATTACHMENT 2: The Nomination Committee's proposals to the General Meeting

Proposal of Board members

Pursuant to the Company's Articles of Association, members of the Board of Directors are elected for a term of one year.

The Nomination Committee considers that the Board of Directors should constitute an independent, strategic and value-creating element within ABGSC's overall corporate governance structure. The Committee emphasises the importance of maintaining open and constructive communication between the Board of Directors and the Company's partners.

The Nomination Committee has been informed that Eva Cecilia Marlow does not wish to stand for election at this year's General Meeting. No other indications have been received suggesting a need or desire to change the composition of the Board of Directors. All other Board members have confirmed their willingness to stand for re-election.

The Nomination Committee considers that the current composition of the Board ensures sufficient independence between the Board of Directors and executive management. The Committee considers Adele Norman Pran, Martina Klingvall, Cecilia Marlow and Arild Engh to be independent. As part of its work, the Nomination Committee has held discussions with all Board members and certain members of executive management.

Following its evaluation, the Nomination Committee has not found it necessary to propose any new Board members at this time.

The Nomination Committee proposes the following candidates as Board members for the period 2026-2027:

Knut Brundtland	Re-election as Chairman of the Board
Jan Petter Collier	Re-election as Deputy Chairman of the Board
Arild A. Engh	Re-election
Adele Norman Pran	Re-election
Martina Klingvall	Re-election

Proposal of remuneration to the Board

As in previous years, the Annual General Meeting approves the remuneration for the period until the next Annual General Meeting. In addition, the Board of Directors is authorised to determine the timing of such payments as deemed appropriate.

The Nomination Committee proposes that the Board fees remain unchanged for the upcoming period.

The Nomination Committee recommends the following remuneration for the upcoming period 2026-2027:

Remuneration to the Board:	2026-2027	(2025-2026)
Chairman of the Board	NOK 425,000	(NOK 425,000)
Board members	NOK 310,000	(NOK 310,000)
Remuneration to the committees:		
Chairman of the Audit Committee	NOK 95,000	(NOK 95,000)
Audit Committee members	NOK 75,000	(NOK 75,000)
Chairman of the Compensation Committee	NOK 27,500	(NOK 27,500)
Compensation Committee members	NOK 22,500	(NOK 22,500)

In addition to his role as Chair of the Board of ABG Sundal Collier Holding ASA, Knut Brundtland is actively engaged in client relations, business development and the advancement of new growth initiatives within the Group.

The Executive Committee, with the support of the other Board members of ABG Sundal Collier ASA, has proposed that Knut Brundtland be granted remuneration of NOK 1,125,000 from ABG Sundal Collier ASA for the 2025 financial year. It is considered appropriate that this remuneration be approved by the General Meeting of ABG Sundal Collier Holding ASA.

Proposal of members of the Nomination Committee

Members of the Nomination Committee are elected annually. All current members have confirmed their willingness to stand for re-election. The following members are proposed for election:

Stein Aukner	Re-election
Roy Myklebust	Re-election
Leiv Askvig	Re-election

Remuneration to the Nomination Committee: 2026-2027		(2025-2026)
Chairman of the Nomination Committee	NOK 45,000	(NOK 45,000)
Nomination Committee members	NOK 25,000	(NOK 25,000)

ATTACHMENT 3: APPROVAL OF THE MAXIMUM LEVEL OF VARIABLE REMUNERATION PAYABLE TO EMPLOYEES WHOSE PROFESSIONAL ACTIVITIES HAVE A SIGNIFICANT IMPACT ON THE COMPANY'S RISK PROFILE

The Financial Institutions Regulations (Norwegian: Finansforetaksforskriften) set limits on the ratio of fixed to variable remuneration for categories of staff whose professional activities have a material impact on the Company's risk profile (the "Identified Staff" or "Risk Takers"). The following principles apply:

1. The composition of fixed and variable remuneration shall be appropriately balanced. The variable component shall not exceed 100% of the fixed component of total remuneration for each individual.
2. The Annual General Meeting (the "AGM") may, however, approve a higher maximum percentage, provided that the variable component does not exceed 200% of the fixed component.

The following additional requirements apply:

- a) The Board of Directors shall provide a reasoned recommendation for the proposal, including the number of employees affected, their areas of responsibility, and the expected impact on the Company's capital requirements.
- b) The AGM resolution must be supported by at least two-thirds of the votes cast. If less than 50% of the share capital is represented, approval requires at least 75% of the votes cast.
- c) The Company shall notify the Financial Supervisory Authority of Norway ("Finanstilsynet") as soon as possible of the Board's recommendation to the AGM. The recommendation shall be attached.
- d) Employees affected by the Board's recommendation may not, directly or indirectly, vote as shareholders when the proposal is considered by the General Meeting. The Company shall notify Finanstilsynet as soon as possible of the General Meeting's resolution.

The Board's recommendation

The Board refers to the principles governing remuneration for executive management, which emphasise that the investment banking industry is characterised by strong competition for highly qualified employees. Competitive remuneration is therefore essential for attracting and retaining competent management and staff.

Remuneration for executive management is based on the same principles that apply to the Group's partners. Compensation consists of a fixed salary and variable, discretionary remuneration based on a combination of the Company's performance and the individual's contribution.

The Board also seeks to align the interests of key employees with those of the Company and its shareholders through an appropriate balance of fixed and variable remuneration. A strict quantitative cap on variable remuneration would require the Company to increase fixed salaries for management and Risk Takers in order to retain critical expertise. This would contribute to salary inflation, higher fixed costs and reduced financial flexibility, particularly in periods of lower activity and reduced margins. It may also incentivise increased risk-taking, contrary to the intention of the remuneration framework.

To mitigate these effects, the Board recommends that the maximum level of variable remuneration be set at 200% of fixed remuneration.

As of 31 December 2025, ABGSC had a capital ratio of 1.8x the minimum regulatory requirement, after the proposed dividend for 2025. The Board considers that permitting variable remuneration of up to 200% of fixed remuneration for key staff will not have a material impact on the Company's ability to maintain a robust capital base and will not affect its capital adequacy requirements. A compensation structure that adjusts total remuneration based on performance and prudent risk-taking provides appropriate flexibility in the cost base and supports the Company's ability to strengthen its capital position without being constrained by high fixed costs.

Identified staff

Pursuant to the Company's remuneration policy, the following categories of employees are defined as Risk Takers: members of the Board of Directors, members of the management body, senior management, control functions, and employees whose remuneration is comparable to that of senior management or other Risk Takers.

The proposed higher maximum variable remuneration of 200% applies only to certain Risk Takers within the following categories:

- Board Members who also work for the Company: 2 individuals
- Group management: 3 individuals
- Senior management: 6 individuals
- Risk Takers with remuneration in line with senior management: 1 individual

ATTACHMENT 4: Notice of attendance

If you wish to attend the Ordinary General Meeting, please sign this notice of participation, and return to:

ABG Sundal Collier Holding ASA,

Postboks 1444 Vika, 0115 OSLO

e-mail: firmapost@abgsc.no

The notice of attendance must be received by ABG Sundal Collier Holding ASA no later than 16:00 CEST on 14 April 2026.

Notice of attendance

I hereby give notice of my attendance at the ABG Sundal Collier Holding ASA Ordinary General Meeting of Shareholders to be held on 16 April 2026:

_____ as the owner of _____ shares
(Name in capital letters) (number of)

Place:

Date:

Signature

ATTACHMENT 5: Proxy form

If you wish to be represented by a proxy, please sign this proxy form, and return to:

ABG Sundal Collier Holding ASA, Postboks 1444 Vika, 0115 OSLO

e-mail: firmapost@abgsc.no

This form must be received by ABG Sundal Collier Holding ASA no later than 16:00 CEST on 14 April 2026.

Proxy form

The undersigned is the owner of _____ shares (the "Shares") in ABG Sundal Collier Holding ASA.

The undersigned hereby gives * _____ proxy to represent and vote on my behalf at the ABG Sundal Collier Holding ASA Ordinary General Meeting of Shareholders to be held on 16 April 2026.

If the undersigned shareholder so desires, and the Chairman of the Annual General Meeting has been appointed as proxy, the voting instruction below can be used, and the Chairman will vote on your behalf in accordance with the instructions.

Resolution	Vote for	Vote against	Do not vote
2. Election of chairman of the meeting and at least one person to co-sign the minutes with the chairman			
3. Approval of the notice of meeting and agenda			
4. Approval of the annual financial statement and the Board of Directors' report for 2025, including allocation of the profit for the year, as well as consideration of the statement on corporate governance			
5. Approval of Auditor's remuneration and election of new auditor			
a) Approval of Auditor's remuneration			
b) Election of PwC as auditor from the financial year 2027			
6. Remuneration for the members of the Board of Directors and the committees			
Remuneration to the Chairman of the Board in the subsidiary ABG Sundal Collier ASA			
7. Advisory vote on the Board of Directors' remuneration report for executive management.			
8. Approval of the maximum level of variable remuneration payable to employees whose professional activities have a significant impact on the Company's risk profile			
9. Election of members to the Nomination Committee			
a) Re-election of Stein Aukner as chairman of the committee			
b) Re-election of Roy Myklebust as member of the committee			
c) Re-election of Leiv Askvig as member of the committee			
10. Election of Board members			
a) Re-election of Knut Brundtland as Chairman of the Board			
b) Re-election of Jan Petter Collier as Deputy Chairman of the Board			
c) Re-election of Arild A. Engh as member of the Board			
d) Re-election of Adele Norman Pran as member of the Board			
e) Re-election of Martina Klingvall as member of the Board			
11. Power of attorney to acquire own shares			
12. Power of attorney to issue new shares			

Place:

Date:

Name in capital letters: _____

Signature

* If no indication is given, the proxy will be considered granted to the Chairman of the Annual General Meeting