

**INNKALLING TIL  
EKSTRAORDINÆR GENERALFORSAMLING I  
HUDDLY AS**

Det vil bli avholdt en ekstraordinær generalforsamling i Huddly AS ("**Selskapet**") den 22. juni 2026 kl. 10.00. Generalforsamlingen vil bli holdt som elektronisk møte via Microsoft Teams.

Påmelding til generalforsamlingen må gjøres i henhold til instruksene under:

For å ha rett til å delta og stemme på generalforsamlingen, må en være aksjeeier i Selskapet senest fem (5) virkedager før generalforsamlingen, dvs. den 15. juni 2026 ("**Registreringsdatoen**"). Berettigede aksjeeiere som ønsker å delta på generalforsamlingen personlig eller ved fullmektig, må melde dette i e-post til [genf@dnb.no](mailto:genf@dnb.no) eller per post til DNB Bank ASA Verdipapirservice, Postboks 1600 Sentrum, 0021 Oslo senest 18. juni 2026 kl. 16.00.

Invitasjon til generalforsamling, som kun vil avholdes på Teams vil bli sendt til påmeldte aksjeeiere via e-post.

Dersom aksjeeieren skal representeres ved fullmektig i generalforsamlingen, må fullmektigen melde sin deltakelse på e-post til [genf@dnb.no](mailto:genf@dnb.no) eller per post til DNB Bank ASA Verdipapirservice, Postboks 1600 Sentrum, 0021 Oslo senest 18. juni 2026 kl. 16.00.

Fullmakter som kan benyttes av aksjeeiere som ikke har mulighet til å delta personlig, er vedlagt denne innkallingen som Vedlegg 2 (uten stemmeinstrukser) og Vedlegg 3 (med stemmeinstrukser). I den forbindelse oppfordrer styret aksjeeiere som ønsker å delta, til å gjøre det ved å benytte de nevnte fullmaktsskjemaene med den hensikt å begrense antall deltakere i møtet. Formålet med henstillingen er å minimere risikoen for utfordringer med å telle stemmer ved avstemningene og tilrettelegge for en ordnet og effektiv generalforsamling på Teams. Aksjeeiere oppfordres til å benytte fullmakten med stemmeinstruksjoner.

Dersom aksjer er registrert i VPS på en forvalter, jf. aksjeloven § 4-4 (2), jf. allmennaksjeloven § 4-10, blir denne innkallingen sendt til forvalteren, jf. allmennaksjeloven § 1-8, som deretter skal viderefordre den til den reelle aksjeeieren. Dersom den reelle aksjeeieren ønsker å delta i generalforsamlingen, kan vedkommende melde dette direkte til Selskapet, Melding kan alternativt sendes via forvalteren, hvis den reelle aksjeeieren foretrekker det. Uansett må meldingen være mottatt av Selskapet senest 18. juni 2026. Det er ikke et krav om at aksjer må flyttes til en verdipapirkonto i eget navn for å ha stemmerett på generalforsamlingen.

UNOFFICIAL OFFICE TRANSLATION. IN CASE OF ANY DISCREPANCIES,  
THE NORWEGIAN VERSION SHALL PREVAIL.

**NOTICE OF AN  
EXTRAORDINARY GENERAL MEETING OF  
HUDDLY AS**

An extraordinary general meeting in Huddly AS (the "**Company**") will be held on 22 June 2026 at 10:00 (CEST). The general meeting will be held as an electronic meeting through Microsoft Teams.

Registration for the general meeting must be made in accordance with the instructions below:

To be entitled to participate and vote at the general meeting, one must be shareholder in the Company no later than five (5) business days prior to the general meeting, i.e. on 15 June 2026 (the "**Record Date**"). Eligible shareholders who wish to attend the general meeting in person or by proxy must notify this via e-mail to [genf@dnb.no](mailto:genf@dnb.no) or by mail to DNB Bank ASA Registrars Department, P.O. Box 1600 Centrum, 0021 Oslo no later than 18 June 2026 at 16:00 (CEST).

Invitation to the general meeting, which will solely be held through Teams will be sent to the enrolled shareholders via e-mail.

If the shareholder will be represented in the general meeting by proxy, the attorney-in-fact must notify participation via e-mail to [genf@dnb.no](mailto:genf@dnb.no) or by mail to DNB Bank ASA Registrars Department, P.O. Box 1600 Centrum, 0021 Oslo no later than 18 June 2026 at 16:00 (CEST).

Proxies for use by shareholders who do not have the opportunity to participate in person are attached to this notice as Appendix 2 (without voting instructions) and Appendix 3 (with voting instructions). In this connection, the board of directors (the "**Board**") encourages shareholders who want to participate to do this through use of said proxy forms in order to limit the number of participants in the meeting. The purpose of the request is to minimize the risk of challenges with respect to counting the votes in the decisions and to facilitate an orderly and effective general meeting via Teams. The shareholders are encouraged to use the proxy with voting instructions.

If shares are held through a nominee in the VPS register, cf. Section 4-4 (2) of the Norwegian Private Limited Liability Companies Act, cf. Section 4-10 of the Norwegian Public Limited Liability Companies Act, this notice will in accordance with Section 1-8 of the Norwegian Public Limited Liability Companies Act be sent to the nominee who shall pass on the notice to the beneficial owner. If the beneficial owner wishes to attend the general meeting, it may notify the Company of this directly. Notice may, alternatively, be sent via the nominee, should the beneficial owner so prefer. Either way, the notice must be received by the Company no later than 18 June 2026. It is not a requirement to have shares transferred to a securities account in the beneficial owner's own name in order to vote at the general meeting.

Denne innkallingen er tilgjengelig på <https://www.huddly.com/> og Selskapets ticker "HDLY" på Euronext Live markets (Euronext Oslo's informasjonssystem).

Selskapet har på tidspunktet for denne innkallingen en aksjekapital på NOK 1 975 903,0625, fordelt på 31 614 449 aksjer, hver pålydende NOK 0,0625.

Hver aksje gir rett til én stemme. Stemmerett kan ikke utøves for en aksje som tilhører Selskapet selv eller datterselskapet.

Styret foreslår følgende dagsorden:

- 1. Åpning av generalforsamlingen og opptak av fortegnelse over møtende aksjeeiere og fullmakter**
- 2. Valg av møteleder og en representant til å medundertegne protokollen**
- 3. Godkjenning av innkallingen og dagsorden**
- 4. Valg av et nytt styremedlem**
- 5. Honorar til det avgående styremedlemmet**
- 6. Tildeling av opsjoner til det nye styremedlemmet**

This notice is available on <https://www.huddly.com/> and via the Company's ticker "HDLY" on Euronext Live markets (Euronext Oslo's information system).

At the date of this notice, the Company's share capital is NOK 1,975,903.0625, divided into 31,614,449 shares, each with a nominal value of NOK 0.0625.

Each share gives the right to one vote. No voting rights may be exercised for the Company's own shares (treasury shares) or for shares held by the Company's subsidiary.

The Board proposes the following agenda:

- 1. Opening of the general meeting and registration of attending shareholders and proxies**
- 2. Election of chair of the meeting and a representative to co-sign the minutes**
- 3. Approval of the notice and agenda**
- 4. Election of a new member of the Board**
- 5. Remuneration to the outgoing member of the board**
- 6. Grant of options to the new board member**

\* \* \*

8. juni 2026 / 8 June 2026  
På vegne av styret i / On behalf of the Board of

Huddly AS

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Jon Øyvind Eriksen  
Styreleder / Chair of the Board

Vedlegg:

1. Redegjørelse for sak nr. 4, 5 og 6
2. Fullmaktsskjema uten stemmeinstrukser
3. Fullmaktsskjema med stemmeinstrukser
4. Valgkomiteens innstilling

Appendices:

1. Information on agenda matters no. 4, 5 and 6
2. Proxy without voting instructions
3. Proxy with voting instructions
4. The nomination committee's recommendation

**VEDLEGG 1: REDEGJØRELSE FOR SAK NR. 4, 5 OG 6 / APPENDIX 1: INFORMATION ON AGENDA MATTER NO. 4, 5 AND 6****Til sak nr. 4: Valg av et nytt styremedlem**

Selskapets valgkomité ("**Valgkomiteen**") har mottatt melding fra styremedlem Jostein Devold om at han, etter å ha akseptert stillingen som administrerende direktør i DEMANO Group AS, ønsker å fratruke styret for å kunne fokusere på sin nye rolle. Valgkomiteen og styret ønsker å uttrykke sin takknemlighet til Jostein for hans dedikerte innsats for Huddly, både som styremedlem fra november 2017 til juni 2023 og fra januar 2025 til juni 2026, og som styrets leder fra juni 2023 til januar 2025. Hans bidrag har vært høyt verdsatt, og styret ønsker ham all suksess videre.

Som følge av Jostein Devold sin fratreden, har Valgkomiteen foreslått at Svenn Tore Larsen erstatter Jostein Devold som styremedlem i Selskapet. Jostein Devold ble på Selskapets ordinære generalforsamling i mai 2026 valgt frem til den ordinære generalforsamlingen i 2027, og Svenn Tore Larsen foreslås valgt for samme periode. En kort CV for Svenn Tore Larsen følger av Valgkomiteens innstilling vedlagt innkallingen som [Vedlegg 4](#). Ingen andre endringer til styret er foreslått av valgkomiteen.

Styret foreslår på denne bakgrunn at generalforsamlingen treffer følgende vedtak:

*"Svenn Tore Larsen velges som styremedlem frem til Selskapets ordinære generalforsamling i 2027."*

Forutsatt generalforsamlingens godkjenning, vil Selskapets styre bestå av følgende medlemmer:

- Jon Øyvind Eriksen, styrets leder
- Kristian Kolberg, styremedlem
- Bente Sollid, styremedlem
- Anika Blanche Kreider Jovik, styremedlem
- Svenn Tore Larsen, styremedlem

For mer informasjon vises det til Valgkomiteens innstilling, vedlagt denne innkallingen som [Vedlegg 4](#).

**Til sak nr. 5: Honorar til det avgående styremedlemmet**

I forbindelse med at Jostein Devold fratruker som styremedlem i Selskapet, foreslår styret at han skal motta et forholdsmessig styrehonorar for perioden fra og med 1. januar 2026 til og med datoen for den ekstraordinære generalforsamlingen den 22. juni 2026.

Styrehonoraret for regnskapsåret 2025 utgjorde NOK 150 000 per styremedlem. For perioden fra og med 1. januar 2026 til og med 22. juni 2026, vil et forholdsmessig honorar beregnet ut fra 2025-honoraret utgjøre ca. NOK 75 000.

**To matter no. 4: Election of a new member of the Board**

The Company's nomination committee (the "**Nomination Committee**") has received notice from board member Jostein Devold that, following his acceptance of the position as CEO of DEMANO Group AS, he wishes to step down from the Board in order to focus on his new role. The Nomination Committee and the Board would like to express their sincere appreciation to Jostein for his dedicated service to Huddly, both as a Board member from November 2017 to June 2023 and January 2025 to June 2026, and as Chair of the Board from June 2023 to January 2025. His contributions have been greatly valued, and the Board wish him every success in his future endeavors.

Following Jostein Devold's resignation, the Nomination Committee has proposed that Svenn Tore Larsen replaces Jostein Devold as a member of the Board. On the Company's annual general meeting in May 2026, Jostein Devold was elected with a service period until the annual general meeting in 2027 and Svenn Tore Larsen is proposed elected for the same period. A short CV for Svenn Tore Larsen is included in the Nomination Committee's recommendation, attached hereto as [Appendix 4](#). No other changes to the Board have been proposed by the Nomination Committee.

Accordingly, the Board proposes that the general meeting passes the following resolution:

*"Svenn Tore Larsen is elected as a member of the Board until the Company's annual general meeting in 2027."*

Subject to the general meeting's approval, the Board will consist of the following members:

- Jon Øyvind Eriksen, chair of the Board
- Kristian Kolberg, board member
- Bente Sollid, board member
- Anika Blanche Kreider Jovik, board member
- Svenn Tore Larsen, board member

For more information, reference is made to the Nomination Committee's recommendation, attached hereto as [Appendix 4](#).

**To matter no. 5: Remuneration to the outgoing member of the board**

In connection with Jostein Devold stepping down as a member of the Board, the Board proposes that he receives a pro rata board remuneration for the period from and including 1 January 2026 to and including the date of the extraordinary general meeting on 22 June 2026.

The board remuneration for the financial year 2025 amounted to NOK 150,000 per board member. For the period from 1 January 2026 to and including 22 June 2026, a pro rata remuneration calculated on the basis of the 2025 remuneration will amount to approx. NOK 75,000.

Styret foreslår på denne bakgrunn at generalforsamlingen treffer følgende vedtak:

*"Jostein Devold skal motta styrehonorar på NOK 75 000 for perioden fra og med 1. januar 2026 til og med 22. juni 2026."*

#### **Til sak nr. 6: Tildeling av opsjoner til det nye styremedlemmet**

I forbindelse med forslaget om å velge Svenn Tore Larsen som nytt styremedlem i Selskapet, har Valgkomiteen også foreslått at han skal motta opsjoner i Selskapets aksjeopsjonsprogram ("**2025 Share Incentive Plan**"). Valgkomiteen har i sin innstilling foreslått at Svenn Tore Larsen skal motta 40 000 opsjoner til innløsningskurs NOK 25,00, og for øvrig på de vilkår som følger av 2025 Share Incentive Plan. I tillegg skal Svenn Tore Larsen, så lenge han er styremedlem i Selskapet, tildeles 10 000 opsjoner årlig, med en innløsningskurs tilsvarende NOK 25,00 per aksje justert opp med 20 % for hver påfølgende årlige tildeling. Tildelingen er betinget av at Svenn Tore Larsen velges som nytt styremedlem under agendapunkt 4.

Styret foreslår på denne bakgrunn at generalforsamlingen treffer følgende vedtak:

*"Forutsatt at Svenn Tore Larsen velges som nytt styremedlem i Selskapet i henhold til agendapunkt nummer 4 over, skal Svenn Tore Larsen tildeles 40 000 opsjoner hvor hver opsjon har innløsningskurs NOK 25,00 og på de vilkår som for øvrig følger av 2025 Share Incentive Plan. Forutsatt at Svenn Tore Larsen er styremedlem i Selskapet, skal han i tillegg tildeles 10 000 opsjoner årlig, med en innløsningskurs tilsvarende NOK 25,00 per aksje justert opp med 20 % for hver påfølgende årlige tildeling"*

For mer informasjon vises det til Valgkomiteens innstilling, vedlagt denne innkallingen som [Vedlegg 4](#).

Accordingly, the Board proposes that the general meeting passes the following resolution:

*"Jostein Devold shall receive board remuneration of NOK 75,000 covering the period from and including 1 January 2026 to and including 22 June 2026."*

#### **To matter no. 6: Grant of options to the new board member**

In connection with the proposal to elect Svenn Tore Larsen as a new board member of the Company, the Nomination Committee has also proposed that he is granted options under the Company's share option program (the "**2025 Share Incentive Plan**"). In its recommendation, the Nomination Committee has proposed that Svenn Tore Larsen is granted 40,000 options with an exercise price of NOK 25.00, and otherwise on the terms and conditions of the 2025 Share Incentive Plan. In addition, for so long as Svenn Tore Larsen remains a member of the Board, he shall be granted 10,000 options annually thereafter, with an exercise price equal to NOK 25.00 per share increased by 20% for each subsequent annual grant. The grant of options is subject to Svenn Tore Larsen being elected as a new board member pursuant to agenda item 4 above.

Accordingly, the Board proposes that the general meeting passes the following resolution:

*"Subject to Svenn Tore Larsen being elected as a new board member of the Company pursuant to agenda item 4 above, Svenn Tore Larsen shall be granted 40,000 options, each at an exercise price of NOK 25.00 and otherwise on the terms and conditions set out in the 2025 Share Incentive Plan. For so long as Svenn Tore Larsen remains a member of the Board, he shall in addition be granted 10,000 options annually, with an exercise price equal to NOK 25.00 per share increased by 20% for each subsequent annual grant"*

For more information, reference is made to the Nomination Committee's recommendation, attached hereto as [Appendix 4](#).

Ref no:

PIN-code:

**PROXY WITHOUT VOTING INSTRUCTIONS**

If you do not attend Huddly AS' extraordinary general meeting personally, you may grant proxy to another individual.

The proxy must be sent by e-mail to [genf@dnb.no](mailto:genf@dnb.no) (scanned form) or by mail to DNB Bank ASA Registrars Department, P.O. Box 1600 Centrum, 0021 Oslo no later than at 16:00 (CEST) on 18 June 2026.

**The proxy must be dated and signed in order to be valid.**

If you leave the "Name of the proxy holder" blank, the proxy will be given to the chair of the Board, or an individual authorized by him.

The undersigned shareholder in Huddly AS hereby grants (tick one of the two):

Jon Øyvind Eriksen (or person authorized by him), or

\_\_\_\_\_  
Name of proxy holder (in capital letters)

proxy to attend and vote for my/our shares at the extraordinary general meeting of Huddly AS to be held on 22 June 2026.

This power of attorney is granted on \_\_\_\_\_ 2026 and shall remain in force until the extraordinary general meeting has been held.

Signature: \_\_\_\_\_

(if shareholder is a legal entity, then this power of attorney should be signed by a legal representative of the legal entity)

Shareholder: \_\_\_\_\_

(in capital letters)

**PROXY WITH VOTING INSTRUCTIONS**
**Ref no:**
**PIN-code:**

If you do not attend Huddly AS' extraordinary general meeting in person, you may use this proxy form to give voting instructions.

The proxy must be sent by e-mail to [genf@dnb.no](mailto:genf@dnb.no) (scanned form) or by mail to DNB Bank ASA Registrars Department, P.O. Box 1600 Centrum, 0021 Oslo no later than at 16:00 (CEST), 18 June 2026.

**The proxy with voting instructions must be dated and signed in order to be valid.**

If you leave the "Name of the proxy holder" blank, the proxy will be given to the chair of the Board, or an individual authorized by him.

The undersigned shareholder in Huddly AS hereby grants (tick one of the two):

Jon Øyvind Eriksen (or person authorized by him), or

\_\_\_\_\_

Name of proxy holder (in capital letters)

proxy to attend and vote for my/our shares at the extraordinary general meeting of Huddly AS to be held on 22 June 2026.

The votes shall be exercised in accordance with the instructions below. If the sections for voting are left blank, this will be counted as an instruction to vote in accordance with the Board's recommendations. However, if any motions are made from the attendees in addition to or in replacement of the proposals in the notice, the proxy holder may vote at his or her discretion. If there is any doubt as to how the instructions should be understood, the proxy holder may abstain from voting.

Agenda for the extraordinary general meeting on 22 June 2026		For	Against	Abstention
1.	Opening of the general meeting and registration of attending shareholders and proxies	-	-	-
2.	Election of chair of the meeting and a representative to co-sign the minutes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	Approval of the notice and agenda	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	Election of a new member of the Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	Remuneration to the outgoing member of the board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.	Grant of options to the new board member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

This power of attorney is granted on \_\_\_\_\_ 2026 and shall remain in force until the extraordinary general meeting has been held.

Signature: \_\_\_\_\_

(if shareholder is a legal entity, then this power of attorney should be signed by a legal representative of the legal entity)

Shareholder: \_\_\_\_\_

(in capital letters)

# Memorandum

**To:** Mr. Jon Øyvind Eriksen, Chair of the Board  
**From:** The Nomination Committee of Huddly AS  
**Date:** June 4, 2026  
**Subject:** Recommendation for Board Election and Remuneration

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## 1. Background

The Nomination committee has received a notice from board member Jostein Devold, who has just accepted the position as CEO of DEMANO Group AS, and wants to step down in order to focus on his new role.

As noted in the Nomination Committee's recommendation to the Annual General Meeting of Huddly AS held in May 2026, the Committee has been working to strengthen the commercial expertise of the Board.

This process has progressed more quickly than anticipated, and the Committee is fortunately in a position to recommend a substitution for Jostein Devold.

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## 2. Recommendation for Election

The Nomination Committee recommends that:

- Mr. Sverre-Tore Larsen be elected as a new member of the Board of Directors; and
- Mr. Jostein Devold steps down from the Board.

Subject to this election, the Board will consist of:

### Board Members

- Mr. Jon Øyvind Eriksen (Chair)
- Mr. Kristian Kolberg
- Mrs. Bente Sollid
- Mrs. Anika Jovik
- Mr. Sverre-Tore Larsen

### Board Observers

- Mr. Stein Ove Eriksen
  - Mr. Mike Brandofino
-

### **3. Rationale and Biography**

The purpose of this change is to further strengthen the Board's international commercial and technology expertise.

Svenn-Tore Larsen served as Chief Executive Officer of Nordic Semiconductor from February 2002 until December 2023. During his tenure, he led the company through a period of significant international growth and value creation.

Prior to joining Nordic Semiconductor, Mr. Larsen served as Regional Director for the Nordic region at Xilinx, Inc. and also held positions at Philips Semiconductors. He holds a degree in Electrical Engineering from the University of Strathclyde in the United Kingdom.

The Nomination Committee believes that Mr. Larsen's extensive leadership experience, global industry network, and deep knowledge of the semiconductor and technology sectors will be a valuable addition to the Board.

The Committee would also like to express its sincere appreciation to Jostein Devold for his dedicated service to Huddly as a Board member (November 2017–June 2023 and January 2025–June 2026) and as Chair of the Board (June 2023–January 2025). His contributions have been highly valued, and we wish him every success in his future endeavors.

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### **4. Board Remuneration**

#### **Options and Remuneration**

The Nomination Committee recommends that Svenn-Tore Larsen be granted 40,000 options in Huddly AS at an exercise price of NOK 25 per share, subject to approval of the relevant corporate resolutions and the terms of the Company's option program.

In addition, Mr. Larsen shall be granted 10,000 options annually thereafter, with an exercise price equal to NOK 25 per share increased by 20% for each subsequent annual grant.

Mr. Larsen will not receive any cash compensation for his service on the Board.

The Nomination Committee also recommends that Jostein Devold is compensated with NOK 75.000 for his service in the Board from January to June 2026.

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### **5. Conclusion**

The Nomination Committee unanimously supports these recommendations and believes that the proposed changes will strengthen the Board's international commercial and technology expertise and further support the Company's strategic development.

Respectfully submitted,

**The Nomination Committee of Huddly AS**