

## NOTICE OF ANNUAL GENERAL MEETING

StrongPoint ASAs Board of Directors hereby call for the 2025 Annual General Meeting. The meeting will be held as an audiocast. The link to the audiocast will be made available on the Company's website.

The meeting will start **at 10:00 hrs CET on 29 April 2025**

The form for voting in advance is presented at the end of this notice. We encourage all shareholders to vote in advance.

The Annual General Meeting (AGM) will be opened by the Chairman of the Board of Directors, Morthen Johannessen, who will chair the meeting. Group CFO Marius Drefvelin will co-sign the minutes. The Board of Directors proposes the following agenda:

**1. Record of attending shareholders and votes received in advance**

**2. Approval of the notice and the agenda**

**3. Approval of the annual accounts and the annual report of the 2024 financial year**

The annual accounts, the annual report and the auditor's report for the 2024 financial year are available on the company's website.

**4. Approval of the auditor's fee**

The Board of Directors propose that the Annual General Meeting approves the auditor's fee for the 2024 financial year. The fee for auditing and related services amounts to NOK 623,012.

**5. Dividend for the 2024 financial year**

The Board of Directors propose not to pay a dividend for the financial year 2024.

**6. The Board of Directors report on Corporate Governance**

Pursuant to section 5-6 (4) of the Norwegian Public Limited Liability Companies Act, the annual general meeting shall review and evaluate the board of directors' report on corporate governance which has been prepared in accordance with section 3-3b of the Norwegian Accounting Act. The statement is included in the annual report which is available at the Company's webpage [strongpoint.com](https://strongpoint.com). The report is not subject to voting by the General Meeting.

**7. Board members**

All the Board members are up for election in 2025. A board member is elected for one (1) year at a time.

The Nomination Committee believes that the current Board of Directors has a good and appropriate composition both regarding capacity, competence, knowledge of the market and engagement for the company. Continuity in the Board has high weight in the evaluation of the Board, at the same time the Nomination Committee would like to ensure that new knowledge, view, and competence are added to create a natural dynamic in the Board. The Committee therefore proposes two changes in the Board and unanimously recommends the election of these board members:

- |                           |               |
|---------------------------|---------------|
| • Morthen Johannessen     | (Chair)       |
| • Ingeborg Molden Hegstad | (member)      |
| • Pål Wibe                | (member)      |
| • Monica Aune             | (member, new) |
| • Preben Rasch-Olsen      | (member, new) |

## 8. Determination of remuneration to the Board members

Remuneration to the Boards members in the period from the Annual General Meeting in 2025 to the Annual General Meeting in 2026 is proposed to be increased as per below. The fees were last changed in 2023. Remuneration to the Chair is based on an assumption of substantial additional work.

- Chair of the Board: NOK 650,000 (NOK 610,000)
- Board member: NOK 350,000 (NOK 305,000)

The proposed remuneration to the board reflects the responsibility, competence, time consumption and complexity within the responsibility of the member of the Board.

The nomination committee proposes that the fees for the period from the Annual General Meeting 2025 to the Annual General Meeting 2026 are approved.

Due to legislation changes, the workload of the Chair of the Audit Committee has increased substantially. The proposed increase in remuneration for this position is therefore proposed higher than for other positions. The Nomination Committee also recognise increased workload on the chair of other committees and suggest aligning the compensation for work in the Remuneration Committee and the Nomination Committee.

Remuneration to the members of Audit Committee and Remuneration committee in the period from Annual General Meeting in 2025 to Annual General Meeting in 2026 is proposed as follows:

- Chair of the Audit Committee: NOK 90,000 per year (NOK 70.000)
- Member of the Audit Committee: NOK 65,000 per year (NOK 60.000)
- Chair of the Remuneration Committee: NOK 63,000 (NOK 50.000)
- Member of the Remuneration Committee: NOK 43,000 per year (NOK 40.000)

The recommendation from the nomination committee is available on the company's website.

## 9. Election of members of the nomination committee

Two of the members of the Nomination Committee, Hilde Gilen and Are Juklestad Berg, were elected for a period of two years in 2023 and are therefore up for election in 2025. The Nomination Committee members have collaborated well during the last period. The composition of members is evaluated to have the necessary independency towards the current Board of Directors and Executive Management of the company. At the same time, the competence and shareholders interest are considered to be safeguarded.

The nomination committee propose the following members to act as Nomination Committee from the Annual General Meeting 2025 to the Annual General Meeting 2026:

- Hilde Horn Gilen Chair (Firesafe) re-election (2025-2027)
- Are Juklestad Berg (Strømstangen AS) re-election (2025-2027)
- Inger Johanne Solhaug (Insula AS) (2024-2026)

The recommendations from the nomination committee are available on the company's website.

## 10. Specification of the remuneration to the members of the nomination committee

Remuneration to the members of Nomination Committee in the period from Annual General Meeting in 2025 to Annual General Meeting in 2026 is to be increased as per below.

- Chair of the Nomination Committee: NOK 63,000 per year (NOK 50,000)
- Members of the Nomination Committee: NOK 43,000 per year (NOK 40,000)

The Nomination Committee's full recommendations are available on the company's website.

## 11. Presentation and adoption of the Remuneration Report

The Board of Directors are required to, in accordance with the Public Limited Liability Companies Act § 6-16 a and b and regulation 11.12.2020 no. 2730, prepare principles and report on remuneration to the Chief Executive Officer (CEO) and other senior executives. The Board of Directors does not propose any changes to the existing policy.

The Remuneration Report 2024 describes the implementation of the Company's Remuneration Policy and provides information on the remuneration of the Company's governing bodies during the financial year 2024. The report can be found on the company's website.

The Board of Directors proposes to the Annual General Meeting that the remuneration report is approved. The resolution by the Annual General Meeting on adoption of the Remuneration Report is advisory.

## **12. Long Term Incentive Program**

The Board of Directors launched in 2020 an equity-settled, share-based option plan as part of the total remuneration plan for the Group management team and key personnel. The option program is designed to align and incentivize management performance with shareholder value creation and to attract and retain high calibre executive management and key personnel. The Board considers this to be an important element in the efforts to reach long term growth and value creation of the company.

The Participants will be eligible to participate in the company's incentive program called Long Term Incentive Program "LTIP" 2025. The share options will be allocated to the Participants based on company- and individual performance, and at the Board's discretion. The Board will take into consideration the company's goals and strategies as well as targeted performance for executive management, when granting options.

The option plan is a performance-based remuneration scheme reflecting the underlying long-term value creation of the company. The limits for the allocation of share options to the Participants is determined by the board, within the board mandates approved by the Annual General Meeting.

The option scheme will be granted with a strike price equal to the market price at grant. The options will vest over three years, with 1/4 vesting after one year, 1/4 after two years, and the remaining 2/4 after three years. The split in vesting underpins the retention ambition of the program. Any non-exercised options expire five years after grant.

The Board of Directors recommends to the Annual General Meeting that the Long-Term Incentive Program launched and approved by the Extraordinary General Meeting in 2020 continues for 2025. The number of options granted under the LTIP 2025 grant will not exceed 3% of the total current outstanding shares of the company. The LTIP will continue with yearly allocation of shares, each at 0-3% of the total outstanding shares of the company. The total number of allocated options shall never exceed 10% of outstanding shares. The authorization suggested is, however, limited to one year only. The Annual General Meeting is requested to authorize the Board to settle the options either by issuing new shares or by acquiring own shares in the market.

## **13. Authorisation for the Board to increase the share capital**

The Board of Directors proposes that pursuant to section 10-14 of the Public Limited Liability Companies Act, the Annual General Meeting grants the Board of Directors authorisation to increase the company's share capital by up to NOK 5,580,000, which constitutes 9,000,000 shares.

The objective of the authorisation is to give the Board of Directors the possibility to issue shares that can be used in connection with future private placements, acquisitions of companies within the same industry, potential strategic acquisitions and /or mergers and for management and employee incentive programme including the Long-Term Incentive program. It is desirable that in such situations the Board of Directors has the opportunity to act quickly if this is considered to be in the joint interests of the company and the shareholders. It follows from the purpose of the authorisation that the shareholders' preferential rights can be disregarded, cf. section 10-4 of the Public Limited Liability Companies Act. The authority shall apply until the next Annual General Meeting, however not after 30 June 2026, and replaces the authorisation that was granted at the Annual General Meeting on 25 April 2024.

The Board of Directors proposes that the Annual General Meeting pass the following resolutions:

- i. Pursuant to 10-14 of the Public Limited Liability Companies Act, the Board of Directors is granted a general authorisation to increase the share capital of the company by up to NOK 5,580,000.
- ii. The authorisation is valid until the next Annual General Meeting, however no longer than 30 June 2026.
- iii. The shareholders' preferential rights to the new shares can be disregarded pursuant to section 10-4 of the Public Limited Liability Companies Act.
- iv. The authorisation also includes an increase in the share capital of non-cash contributions, the right to incur responsibilities for the company, cf. section 10-2 of the Public Limited Liability Companies Act, and a capital increase by merger pursuant to section 13-5 of the Public Limited Liability Companies Act. The authorisation is also applicable in a take-over situation, cf. section 6-17 of the Securities Trading Act, and for management and employee incentive programme.
- v. The authorisation granted at the Annual General Meeting on 25 April 2024 to increase the share capital does not apply from the date this authorisation is registered.

## 14. Authorisation for the Board to acquire its own shares

The Board of Directors proposes that, pursuant to section 9-4 of the Public Limited Liability Companies Act, the Annual General Meeting grants the Board of Directors authorisation to acquire own shares with a total nominal value of up to NOK 2,728,000, which constitute 4,400,000 shares and represent just under 10% of the company's share capital. The objective of the authorisation is to enable the Board of Directors to ensure an optimal capital structure at all times and that the company shall be able to have holdings of own shares which the Board can use as consideration in connection with potential acquisitions and for management and employee incentive programme including the Long-Term Incentive program. The authorisation shall apply until the next Annual General Meeting, however not after 30 June 2026, and shall replace the authorisation granted at the Annual General Meeting on 25 April 2024.

The Board of Directors proposes that the Annual General Meeting passes the following resolutions:

- i. Pursuant to section 9-4 of the Public Limited Companies Act, the Board of Directors is authorized to acquire own shares of the company with a total nominal value of NOK 2,728,000, which represents just under 10% of the company's share capital.
- ii. The highest amount which can be paid per share is NOK 100 and the lowest is NOK 0.10.
- iii. The Board of Directors can sell shares at a price that is roughly equivalent to the market price. In addition, the acquisition and sale of shares can take place as the Board of Directors sees fit, however provided that it is not permitted to subscribe for own shares. The authorisation may also be used in take-over situations, cf. Section 6-17 of the Securities Trading Act, and for management and employee incentive programme. The Board of Directors shall ensure that the rules regarding equal treatment of the company's shareholders and the prohibition against granting shareholders unreasonable benefits to the detriment of other shareholders are respected.
- iv. The authorisation is valid until the next Annual General Meeting, however no longer than 30 June 2026.
- v. The authorisation to purchase shares granted at the Annual General Meeting on 25 April 2024 does not apply from the date this authorisation is registered.

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Shareholders intending to vote at the Annual General Meeting are requested to give notice by sending the attached form to the company's email address [investor@strongpoint.com](mailto:investor@strongpoint.com) by 10:00 CET on 25 April 2025.

To register votes, the following alternatives are available:

- The shareholders can send in written votes in advance. The form, including detailed instructions for the use of the form, is available on the company's website and attached to this notice. Completed form with votes in advance need to be sent to the company's email address [investor@strongpoint.com](mailto:investor@strongpoint.com) before 10:00 CET on 25 April 2025.
- If the shareholder does not have access to a printer, please contact the company by email to [investor@strongpoint.com](mailto:investor@strongpoint.com) to find a solution that allows voting in a safe way.

StrongPoint ASA is a public limited company subject to the rules of the Norwegian Public Limited Companies Act. As of the date of this notice, the company has issued 44,888,352 shares, each of which has one vote. The shares also have the same rights. As of the date of this notice, the company holds 177,710 own shares, for which votes cannot be cast.

This notice, other documents related to the matters that will be addressed at the Annual General Meeting, including the documents referred to in this notice and proposed resolutions to the items in the suggested agenda, are available at the company's website.

Shareholders can contact the company by post, email or telephone to be forwarded the relevant documents. Address: StrongPoint ASA, Brynsengveien 10, 0667 Oslo, email: [investor@strongpoint.com](mailto:investor@strongpoint.com) or telephone no: +47 93403254.

Oslo, 4 April 2025  
For the Board of Directors of StrongPoint ASA

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Morthen Johannessen  
Chairman

Overview of appendices etc to the notice which are available at the company's internet site set out above.

Appendix 1: Annual accounts, annual report, and auditor's report for the 2024 financial year

Appendix 2: Form for voting to the Annual General Meeting

Appendix 3: Recommendations from the Nomination Committee

Appendix 4: Remuneration report

## VOTES IN ADVANCE – ANNUAL GENERAL MEETING 29 APRIL 2025 IN STRONGPOINT ASA

The Annual General Meeting 29 April 2025 will be held as an audiocast. The link to the audiocast will be made available on the Company's website. If the shareholder would like to send in votes in advance, this form should be sent on email [investor@strongpoint.com](mailto:investor@strongpoint.com) no later than 10:00 CET on 25 April 2025.

If the shareholder does not have access to printer and scanner, the shareholder should send an email to [investor@strongpoint.com](mailto:investor@strongpoint.com) and the company will send a template where the shareholder can fill in the information directly in the email and return it to [investor@strongpoint.com](mailto:investor@strongpoint.com)

The votes shall be cast in accordance with the instructions below. Please note that **if the alternatives below are not ticked off, this will be deemed to be an instruction to vote "in favour" of the proposals in the notice.**

Items:	In favour	Against	No vote
2. Approval of the notice and the agenda for the Annual General Meeting			
3. Approval of the annual accounts and the annual report of the financial year 2024			
4. Approval of the auditor's fee			
7. Approval of members of the Board			
8. Determination of remuneration to the Board members			
9. Approval of members of the nomination committee			
10. Determination of remuneration to the members of the nomination committee			
11. Approval of the Remuneration Report			
12. Approval of Long-Term Incentive Program 2025			
13. Authorisation for the Board to increase the share capital			
14. Authorisation for the Board to acquire its own shares			

The name and address of the shareholder: \_\_\_\_\_

Number of shares: \_\_\_\_\_

\_\_\_\_\_  
Date

\_\_\_\_\_  
Place

\_\_\_\_\_  
Shareholder's signature

If the shareholder is a company, a current certificate of registration must be attached to the form.