



# Ordinary General Meeting

28 April 2022 | 09:00 CET

# Welcome to StrongPoint's Ordinary General Meeting

- Chairman Morthen Johannessen will chair the meeting
- CFO Hilde Gilen will co-sign the protocol.
- **Agenda:**
  1. Record of attending shareholders and votes in advance
  2. Approval of the notice and the agenda
  3. Approval of the annual accounts and the annual report of the 2021 financial year
  4. Approval of the auditor's fee
  5. Approval of dividend for the 2021 financial year
  6. The Board of Directors report on Corporate Governance
  7. Election of Board members
  8. Determination of remuneration to the Board members
  9. Election of members of the nomination committee
  10. Specification of the remuneration to the members of the nomination committee
  11. Presentation and adoption of the Remuneration Report
  12. Long Term Incentive Program
  13. Authorisation for the Board to increase the share capital
  14. Authorisation for the Board to acquire its own shares

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

9,486,009 advance votes were received, corresponding to 21.4% of the issued shares

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

No amendments have been received

**The notice and the agenda has been approved**

### 3. Approval of the annual accounts and the annual report of the 2021 financial year

The annual accounts, annual report and auditor's report for the financial year 2021 are available on the company's website.

MNOK	2021	2020	Δ
Revenue	981.3	941.7	4% growth
EBITDA	53.6	68.7	-15.0 MNOK

No amendments have been received.

**The annual accounts and annual report for 2021 have been approved.**

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

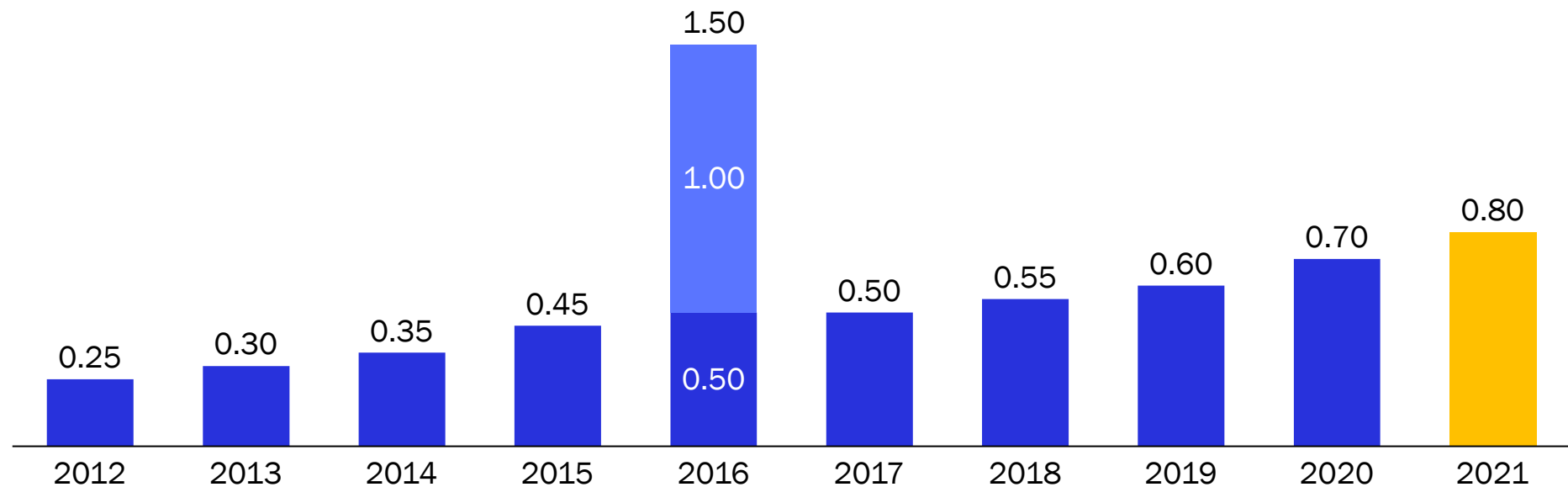
The Board of Directors proposes that the Annual General Meeting approves the auditor's fee for the 2021 financial year. The fee for auditing and related services amounts to NOK 500,000.

**No amendments have been received, and 100% of pre-votes were in favor of the Board's proposal.**

## 5. Approval of dividend for the financial year 2021

No amendments have been received, and 100% of pre-votes were in favor of the Board's proposal.

**The Board's proposal of paying a dividend of NOK 0.80 per share has been approved.**



## 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 web-page [www.strongpoint.com](http://www.strongpoint.com).

**The report is not subject to voting by the General Meeting.**

# Corporate Governance in StrongPoint

- StrongPoint follows the Norwegian Code of Practice for Corporate Governance, with the following exceptions:
  - 3: The Board has an authorisation from the General Meeting to increase the share capital of up to 9 million shares, disregarding the shareholders preferential rights. This authorisation is given to allow the Board to use equity as an instrument in for instance M&A transactions
  - 3: The Board has an authorisation from the General Meeting to acquire up to 5.7 million shares, where the purpose partly is linked to long term incentive program for management and key employees, partly linked to other purposes
- A detailed presentation of the Corporate Governance is found in the Annual Report for 2021 and on the company website.



## 7. Board members

- All the Board members are up for election in 2022. A board member is elected for one (1) year at a time.
- The nomination committee proposes one change in the board and unanimously recommends the election of these board members:
  - Morthen Johannessen (Chairman)
  - Klaus de Vibe (board member)
  - Peter Wirén (board member)
  - Ingeborg Molden Hegstad (board member)
  - Cathrine Laksfoss (board member, new)

**No amendments have been received, and 100% of pre-votes were in favor of the nomination committee`s proposal.**

## 8. Determination of remuneration to the Board members

- The nomination committee proposes that the fees for the period from the Annual General Meeting 2021 to the Annual General Meeting 2022 are approved.
- Remuneration to the Board of Directors during the period from the Annual General Meeting 2022 to the Annual General Meeting 2023 are proposed increased by approximately 4 per cent.
  - Chairman: from NOK 560,000 to NOK 580,000
  - Director: from NOK 280,000 to NOK 290,000
- 20% of gross remuneration to be used for mandatory purchase of shares.

- Remuneration of committee members during the period from the Annual General Meeting 2022 to the Annual General Meeting 2023 is proposed increased by approximately 4 per cent.
  - Chairman: from NOK 12,400 to NOK 12,900
  - Member: from NOK 6,200 to NOK 6,450

**No amendments have been received, and 99,995% of pre-votes were in favor of the nomination committee`s proposal.**

## 9. Election of members of the nomination committee

- The members of the nomination committee were elected for a two-year period in 2020 and are therefore up for election in 2022.
- The nomination committee unanimously recommends the election of the following candidates:
  - Svein S. Jacobsen Chairman, re-election
  - Inger Johanne Solhaug (Insula AS), re-election
  - Audun Nordtveit (Sole Active AS), new

**No amendments have been received, and 100% of pre-votes were in favor of the nomination committee`s proposal.**

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

- The Nomination Committee's recommendation of remuneration for work of the Nomination Committee during the period from the Annual General Meeting 2021 to the Annual General Meeting 2022 is in accordance with previous suggestions.
- Remuneration of committee members during the period from the Annual General Meeting 2022 to the Annual General Meeting 2023 is proposed increased by approximately 4 per cent.
  - Chairman: from NOK 12,400 to NOK 12,900
  - Member: from NOK 6,200 to NOK 6,450

**No amendments have been received, and 100% of pre-votes were in favor of the nomination committee's proposal.**

## 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 2021 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 2021. The report can be found on the company's website.

The Board of Directors proposes that the Annual General Meeting makes the following resolution: The General Meeting approves the Remuneration Report.

**No amendments have been received, and 100% of pre-votes were in favor of the Board's proposal.**

## 12. Long Term Incentive Program 2022

Peter Wirén, Compensation committee

## **12. Long Term Incentive Program 2022**

**The received votes in advance counted to 97.8% in favor of the Board's proposal. The Board's proposal for the Long-Term Incentive Program has been approved.**



### **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.

**No amendments have been received, and 80.8% of pre-votes were in favor of the Board's proposal.**

## 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.

**No amendments have been received, and 100% of pre-votes were in favor of the Board's proposal.**

# Thank you

Questions or comments - contact the CFO:

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