

Nordic Technology Group AS

Innkalling til ekstraordinær generalforsamling

Det innkalles herved til ekstraordinær generalforsamling i Nordic Technology Group AS, org. nr. 926 789 759 ("**Selskapet**") den 13. februar 2023 kl. 14:00.

Styret har besluttet at den ekstraordinære generalforsamlingen skal holdes elektronisk gjennom kommunikasjonsplattformen Microsoft Teams.

Aksjonærer må identifisere seg med ref.nr og PIN som dannes i Euronext VPS for denne generalforsamlingen. Se Vedlegg 2 for info om elektronisk registrering for nærmere informasjon.

Dagsorden:

- 1. Valg av møteleder og en person til å medundertegne protokollen**
- 2. Godkjenning av innkallingen og dagsorden**
- 3. Fratredelse av nåværende styremedlem og valg av nytt styremedlem**

Med bakgrunn i sin nye rolle som VP for Capgemini Invent, så ønsker Siri Gornæs Børsum å fratrer som styremedlem:

- Siri Gornæs Børsum

Videre foreslår styret for generalforsamlingen at følgende person velges som nytt styremedlem:

- Camilla Amundsen

Styret foreslår at generalforsamlingen treffer følgende vedtak:

Selskapets nye styre skal bestå av følgende:

Henrik August Christensen (styreleder)

Ellen Merete Hanetho

Georg Johan Espe

Konstantinos Koutsoumpelis

Camilla Amundsen

- 4. Erstatte styrefullmakt til å forhøye aksjekapitalen**

Styret anser det formålstjenlig å erstatte dagens styrefullmakt vedtatt av generalforsamlingen 1. juli 2022 for å skape mer fleksibilitet til å erverve aksjer i

Notice of an extraordinary general meeting

Notice is hereby served that an extraordinary general meeting of Nordic Technology Group AS, org. no. 926 789 759 (the "**Company**") will be held on 13 February 2023 at 14:00 CET.

The board has resolved that the extraordinary general meeting will be held electronically via the communication platform Microsoft Teams.

Shareholders must identify themselves with the ref. no. and PIN that are created in the Euronext VPS for this general meeting. See Appendix 2 for info on electronic registration for further information.

Agenda:

- 1. Election of a chairperson and a person to co-sign the minutes**
- 2. Approval of the notice and the agenda**
- 3. Resignation of a current board member and election of a new board member**

Based on her new role as VP for Capgemini Invent, Siri Gornæs Børsum wishes to resign as board member:

- Siri Gornæs Børsum

Further, the board proposes to the general meeting that the following person be elected as a new board member:

- Camilla Amundsen

The board proposes that the general meeting passes the following resolution:

The Company's board shall consist of the following:

Henrik August Christensen (chairperson)

Ellen Merete Hanetho

Georg Johan Espe

Konstantinos Koutsoumpelis

Camilla Amundsen

- 4. Replacement of board authorization to increase the share capital**

The board considers it appropriate and necessary to replace the current board authority adopted by the general meeting on 1 July 2022 in order to create

datterselskap og øvrige selskap som Selskapet eier (enten direkte eller indirekte).

more flexibility to acquire shares in subsidiaries and other companies in which the Company owns shares (either directly or indirectly).

Styret foreslår at generalforsamlingen treffer følgende vedtak:

The board proposes that the general meeting passes the following resolution:

- (i) *Styret gis i henhold til aksjeloven § 10-14 (1) fullmakt til å forhøye Selskapets aksjekapital med inntil NOK 45.000. Innenfor denne samlede beløpsrammen kan fullmakten benyttes flere ganger.*
 - (ii) *Fullmakten kan benyttes til å utstede aksjer som vederlag i forbindelse med (a) oppkjøp, (b) erverv av aksjer i datterselskap og øvrige selskap om Selskapet eier aksjer i (enten direkte eller indirekte) og (c) til innhenting av ny egenkapital for å styrke Selskapets finansiering.*
 - (iii) *Fullmakten gjelder frem til ordinær generalforsamling i 2024, dog senest til 30. juni 2024.*
 - (iv) *Aksjeeiernes fortrinnsrett etter aksjeloven § 10-4 kan fravikes.*
 - (v) *Fullmakten omfatter kapitalforhøyelse mot innskudd i penger og mot innskudd i andre eiendeler enn penger. Fullmakten omfatter rett til å pådra selskapet særlige plikter, jf. aksjeloven § 10-2. Fullmakten omfatter beslutning om fusjon etter aksjeloven § 13-5.*
- (i) *The board of directors is authorized pursuant to the Companies Act section 10-14 (1) to increase the Company's share capital by up to NOK 45.000. Subject to this aggregate amount limitation, the authority may be used on more than one occasion.*
 - (ii) *The authority may be used to issue shares as consideration in connection with (a) acquisitions, (b) acquisitions of shares in subsidiaries and other companies that the Company otherwise owns (directly or indirectly) and (c) to raise new equity in order to strengthen the Company's financing.*
 - (iii) *The authority shall remain in force until the annual general meeting in 2024, but in no event later than 30 June 2024.*
 - (iv) *The pre-emptive rights of the shareholders under section 10-4 of the Companies Act may be set aside.*
 - (v) *The authority covers capital increases against contributions in cash and contributions other than in cash. The authority covers the right to incur special obligations for the Company, ref. section 10-2 of the Companies Act. The authority covers resolutions on mergers in accordance with section 13-5 of the Companies Act.*

5. Sletting av tidligere styrefullmakt

5. Deletion of previous adopted board authorization

Som følge av vedtaket over foreslår styret at generalforsamlingen treffer følgende vedtak:

As a consequence of the resolution referred to above, the board proposes that the general meeting passes the following resolution:

Styrefullmakten vedtatt i generalforsamling den 1. juli 2022 skal erstattes i sin helhet av styrefullmakten referert til i punktet over (Erstatte styrefullmakt til å forhøye aksjekapitalen).

The board resolution adopted by the general meeting on 1 July 2022 shall be replaced by the board authorization referred to in item above (i.e. Replacement of board authorization to increase the share capital).

6. Erstatte styrefullmakt til å erverve egne aksjer

6. Replacement of board authorization to acquire own shares

Styret anser det formålstjenlig å erstatte dagens styrefullmakt om å erverve egne aksjer, vedtatt av generalforsamlingen 1. juli 2022, for å forlenge tidsrommet for styrefullmakten.

The board considers it appropriate and necessary to replace, and expand the time period, for the current board authority, to acquire own shares, adopted by the general meeting on 1 July 2022, to expand the time period for the board authority.

Styret foreslår at generalforsamlingen treffer følgende vedtak:

- (i) Styret gis i henhold til aksjeloven § 9-4 fullmakt til på vegne av Selskapet å erverve aksjer i Selskapet ("**egne aksjer**") med en samlet pålydende verdi på inntil NOK 30.000.
- (ii) Ved erverv av egne aksjer kan det ikke betales et vederlag pr. aksje som er mindre enn NOK 1 eller som overstiger NOK 100.
- (iii) Fullmakten gjelder frem til ordinær generalforsamling i 2024, dog senest til 30 June.

7. Sletting av tidligere styrefullmakt til å erverve egne aksjer

Som følge av vedtaket over foreslår styret at generalforsamlingen treffer følgende vedtak:

Styrefullmakten vedtatt i generalforsamling den 1. juli 2022 skal erstattes i sin helhet av styrefullmakten referert til i punktet over (Erstatte styrefullmakt til å erverve egne aksjer).

Aksjonærer har rett til å møte og stemme ved fullmektig. Det må i så tilfelle fremlegges en skriftlig og datert fullmakt. Vedlagte fullmaktsskjema (Vedlegg 1) kan benyttes.

The board proposes that the general meeting passes the following resolution:

- (i) *The board of directors is authorised pursuant to the Companies Act section 9-4 to acquire shares in the Company ("**own shares**") on behalf of the Company with an aggregate nominal value of up to NOK 30.000.*
- (ii) *When acquiring own shares the consideration per share may not be less than NOK 1 and may not exceed NOK 100.*
- (iii) *The authority shall remain in force until the annual general meeting in 2024, but in no event later than 30 June.*

7. Deletion of previous adopted board authorization acquire own shares

As a consequence of the resolution referred to above, the board proposes that the general meeting passes the following resolution:

The board resolution adopted by the general meeting on 1 July 2022 shall be replaced by the board authorization referred to in item above (i.e. Replacement of board authorization to acquire own shares).

Shareholders may appoint a representative to attend and vote on their behalf. In this case a written and dated proxy must be provided. The enclosed proxy form (Appendix 1) may be used.

In case of discrepancies between the Norwegian text and the English translation, the Norwegian text shall prevail.

Oslo, 6 February 2023

Sign
Henrik August Christensen
Styrets leder/Chairman of the Board of Directors

Vedlegg:

- 1. Informasjon om elektronisk registrering
- 2. Fullmaktsskjema

Appendices:

- 1. Information on electronic registration
- 2. Proxy form

Vedlegg 2 / Appendix 2 – Proxy

As the owner of _____ shares in Nordic Technology Group AS I/we hereby appoint

- The chairman of the board of directors
- _____ (insert name)

as my/our proxy to represent and vote for my/our shares at the extraordinary general meeting of Nordic Technology Group AS to be held on 13 February 2023.

If none of the alternatives above has been ticked the chairman of the board will be considered appointed as proxy. If the chairman of the board has been appointed as proxy, the chairman of the board can appoint another member of the board or the management to represent and vote for the shares covered by the proxy.

If the shareholder so desires and the chairman of the board has been appointed as proxy, the voting instructions below can be filled in and returned to the Company. The shares will then be voted in accordance with the instructions.

Voting instructions:

Resolution	Vote for	Vote against	Abstain
Election of a chairperson and a person to co-sign the minutes			
Approval of notice of meeting and agenda			
Resignation of a current board member and election of a new board member			
Replacement of board authorization to increase the share capital			
Deletion of previous adopted board authorization			
Replacement of board authorization to acquire own shares			
Deletion of previous adopted board authorization			

If voting instructions are given the following applies:

- If the box "Vote for" has been ticked, the proxy is instructed to vote for the proposal in the notice, with any changes suggested by the board of directors, the chairman of the board or the chairperson of the meeting. In case of changes in the proposals included in the notice, the proxy can at his/her own discretion abstain from voting the shares.
- If the box "Vote against" has been ticked, this implies that the proxy is instructed to vote against the proposal in the notice, with any changes suggested by the board, the Chairman of the Board or the chairman of the meeting. In case of changes in the proposals included in the notice, the proxy can, at his/her discretion, abstain from voting the shares.
- If the box "Abstain" has been ticked, the proxy is instructed to abstain from voting the shares.
- If none of the boxes has been ticked, the proxy is free to decide how to vote the shares.
- In respect of a vote over matters that are not included on the agenda and which may validly come before the meeting, the proxy is free to decide how to vote the shares. The same applies for votes over formal matters, such as election of the chairperson of the meeting, voting order or voting procedure.
- If a shareholder has inserted another person than the chairman of the board as proxy, and wants to give such person instructions on voting, this is a matter between the shareholder and the proxy. In such a situation, the company does not undertake any responsibility to verify that the proxy votes in accordance with the instructions.
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Signature: _____ *

Name: _____ (block letters)

Place/date: _____

*If the proxy is given on behalf of a company or other legal entity, relevant evidence of authority must be attached to evidence that the person signing the proxy form is properly authorized.