

MINUTES FROM THE GENERAL MEETING IN MEDISTIM ASA

Medistim ASA held its ordinary general meeting Monday the 24th of April 2023 at 10.00. The meeting was held at Medistim office in Økernveien 94. Attachment 1 gives an overview of the shareholders that were represented. 62.76% of the shareholders were represented were 52.36% were represented by proxy.

Chairman of the Board of Director's Øyvind Anders Brøymer opened the meeting.

The agenda for the meeting was as follows:

1. Approval of notice and power of attorney:
There were no comments to the notice, the agenda or proxies and these were approved. The meeting was pronounced lawfully called and assembled.
2. Appointment of person to chair the meeting, to sign the protocol, to co-sign the protocol and protocol secretary:
Øyvind Anders Brøymer was chosen to chair the meeting. Bjørn H. Rasmussen and Rigmor Blix were chosen to sign the minutes together with Øyvind Brøymer. Thomas Jakobsen was chosen as secretary for the meeting. All elections were unanimously chosen.
3. Approval of annual report for 2022:
The General Meeting approved the annual report for 2022.
4. Approval of the profit and loss and balance sheet for 2022:
The income statement for 2022 and balance sheet for 2022 for the holding company and the group were approved.
5. Approval of the distribution of the profit for the year:
The General Meeting approved the distribution of the profit for the year. The General Meeting decided a dividend of NOK 4.50 per share, total TNOK 82,189 corrected for own shares. Further that the remaining TNOK 25,918 is distributed to other equity. Total profit allocated was TNOK 108,107
6. The Board of Directors' declaration on salary and other remuneration to the management:
The declaration was described in the attachment to the notice of the General Meeting. The General Meeting took notice of the orientation. Of a total of 11 509 395 votes, 7 794 653 (67.70%) of the votes approved the principles while 3 714 742 (32.30%) of the votes were against the principles. As a conclusion the General Meeting approved the principles for salary and remuneration to management and key personnel.
7. Approval of fee to the auditor for 2022:
Fee to the auditor was in total TNOK 1 690 where TNOK 1 605 was for the audit and TNOK 85 was for other services. The General Meeting approved the fees to the auditor.
8. The company articles of association §5 was decided to be changed from:
 - The company's board of directors shall have from 3 to 6 members in accordance with the general meeting's decision. The company's signature is jointly subscribed for by two board members. The Board may grant a power of attorney.

To:

 - The company's board of directors shall have from 3 to 7 members in accordance with the general meeting's decision. The company's signature is jointly subscribed for by two board members. The Board may grant a power of attorney.
9. Election of board members:
Two of the board members are on election. This is Chairman Øyvind Brøymer and Board member Siri Fürst. Siri Fürst has decided not to take a new term and is not on election. Torben Jørgensen has given notice to the Nomination Committee that he wishes to withdraw from his position as Board member.
 - The Nomination Committee suggested that Øyvind Brøymer is re-elected as Chairman for a new term of 2 years to the ordinary General Meeting in 2025. Øyvind Brøymer represents the 2nd largest shareholder in Medistim ASA, with 7.01% of the shares.

- As a replacement for Torben Jørgensen the Nomination Committee suggested that Jon H. Hoem is elected as Board Member for a term of 1 years to the ordinary General Meeting in 2024.
- The Nomination Committee suggested that Ole Jesper Dahlberg is elected as Board member for a term of 2 years to the ordinary General Meeting in 2025.
- The Nomination Committee suggested that Anna Ahlberg is elected as Board member for a term of 2 years to the ordinary General Meeting in 2025.

Of a total of 11 509 395 votes, 10 278 971 (89.30%) of the votes were in favor and 1 230 424 (10.70%) of the votes where against the election of Øyvinn A. Brøymer. As a conclusion the General Meeting approved the election of Øyvinn A Brøymer as Chairman of the Board until the ordinary General Meeting in 2025.

Of a total of 11 509 395 votes, 10 570 607 (91.84%) of the votes were in favor and 938 788 (8.16%) of the votes where against the election of Jon H. Hoem, Ole Jesper Dahlberg and Anna Ahlberg as Board Members. As a conclusion the General Meeting approved the election of Jon H. Hoem Ole Jesper Dahlberg and Anna Ahlberg as Board Members. Ole Jesper Dahlberg and Anna Ahlberg are elected for a two year period until the ordinary General Meeting in 2025. Jon H. Hoem was elected for a one year period until the ordinary General Meeting in 2024.

10. Fees to the Board of Directors:

The Nomination Committee proposed to the General Meeting that the Chairman receives a fee for 2022 of NOK 475,000. Furthermore, the Nomination Committee proposed that each of the board members for 2022 receive a fee of NOK 265,000 for each member. Total fees to the Board of Directors according to the Nomination Committee's proposal was NOK 1,800,000. All votes was in favor of the proposal. As a conclusion the General Meeting approved the fees to the Board of Directors.

11. Nomination Committee members on election:

- The leader of the Nomination Committee, Bjørn H. Rasmussen , is on election, and is willing to take a new term. It is suggested to the General Assembly that Bjørn Henrik Rasmussen is elected as leader for the Nomination Committee for two years until the ordinary General Meeting in 2025. All votes was in favor of the proposal. As a conclusion the General Meeting approved the election of Bjørn H. Rasmussen as leader of the Nomination Committee by the General Meeting until ordinary General Meeting in 2025.

12. Fee to the Nomination Committee:

It was suggested to the General Meeting that the leader of the Nomination Committee was compensated with NOK 20,000 and that the members were compensated with NOK 15,000. Total purposed fee to the Nomination Committee was TNOK 50,000. Of a total of 11 509 395 votes, 10 354 395 (90.00%) of the votes approved the fees to the Nomination Committee while 1 155 000 (10.00%) of the votes where against. As a conclusion the General Meeting approved the fees to the Nomination Committee.

13. Renumeration to the Renumeration Committee and Audit Committee:

The Remuneration Committee consist of 2 members and it was suggested that the leader of the committee was compensated with NOK 20.000 and the member of the committee compensated with NOK 15.000. The Audit Committee consist of 3 members. It was suggested that the leader was compensated with NOK 35.000 and that members were compensated with NOK 25.000. Fees to the Renumeration and Audit committee was approved by the General Meeting.

14. Approval of financial assistance to senior executives in connection with purchase of shares in the company under a long-term incentive agreement:

The board proposed that the general meeting approved that the company make a loan with a limit of NOK 10,000,000 available to senior executives in Medistim ASA according to allmennaksjeloven § 8-10. The loan framework can only be used for partial financing of share purchases that Medistim senior executives has been offered. The program gives executive management the opportunity to purchase Medistim shares at a 25 % discount with a lock in period of at least 3 years, or as long as the executive is employed. The exercise of the offer will be limited in time and will only be used once. The board had prepared a statement and a declaration regarding the loan limits that were attached to the notice. Of a total of 11 509 395 votes, 9 025 077 (78.40%) of the votes approved the financial assistance to management while 2 484 318 (21.60%) voted against the proposal. As a conclusion the General Meeting approved the financial assistance related to the long term share based incentive plan for senior management.

15. Approval of the Board of Directors' suggestion to the General Meeting to renew the Board of Directors' authorization to increase share capital:

The general meeting gave the Board of director's approval to increase share capital on the following terms and conditions:

- A. The Board of Directors is authorized to increase share capital up to NOK 458,433,25 by issuing up to 1,833,733 new shares at par value of NOK 0.25. The share price and other terms when issuing new shares are set by the board of directors. The Board of Directors can increase the share capital once or in several different occasions.
- B. In case of a change in par value of the share as a result of a split, fond issue etc, the authorization is adjusted accordingly with the number of shares that can be issued. The share price and other terms are adjusted according to generally known principles for such adjustments, but always within the regulations in the Public Limited Companies Act.
- C. The authorization shall also include capital increase against other assets than cash deposits.
- D. The shareholders preferential rights to subscribe shares can be set aside by the Board of Directors according to the Public Limited Companies Act § 10-4.
- E. The authorization shall include a decision including a fusion according to Public Limited Companies Act § 13-5.
- F. The authorization is valid until the next ordinary General Meeting.

The general meeting approved the Board of Director's authorization to increase share capital according to the above terms and conditions.

The general meetings resolution will be registered in the Brønnøysund register centre and must be registered before the Board of Directors can use the authorization.

The purpose of setting aside the preferential rights for existing shareholders to subscribe new shares is to ensure flexibility for the company.

16. The Board of Director's suggestion to renew the power of attorney to purchase own shares on the following conditions:

- A. The authorization is valid until the next general meeting.
- B. The company can purchase shares at par value up to NOK 458,433.25, which are 1,833,733 shares at today's par value.
- C. The highest price per share shall maximum be NOK 500.00 per share.
- D. The lowest price per share shall minimum be NOK 0.25 per share.
- E. The Board of Directors can freely decide how to purchase the shares as long as the principle for equal treatment is followed.

Of a total of 11 509 395 votes, 11 507 294 (99.98%) of the votes approved the power of attorney while 2 101 (0.02%) of the votes did not vote on this item. As a conclusion the General Meeting approved the power of attorney to purchase own shares according to above terms and conditions.

The general meeting resolution must be registered in the Brønnøysund register centre before the board can use the authorization.

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There were no other issues on the agenda. The meeting was ended and the minutes signed.

Oslo 24. April 2022

Øyvind Brøymer
Sign.

Bjørn H. Rasmussen
Sign.

Rigmor Blix
Sign.

