



## HÖEGH AUTOLINERS

English office translation

To the shareholders of Höegh Autoliners ASA

### **NOTICE OF ANNUAL GENERAL MEETING** **IN** **HÖEGH AUTOLINERS ASA**

The board of directors hereby convenes an Annual General Meeting of Höegh Autoliners ASA, reg.no. 985 459 614, (the "Company").

The meeting will be held virtually through the "Lumi-AGM" solution on

**Tuesday 25 April 2023 at 13:00 (CEST)**

**Important notice:** The board of directors has resolved that the Annual General Meeting will be arranged virtually and made available online via "Lumi AGM". All shareholders will be able to participate in the meeting, vote and ask questions from smart phones, tablets, laptops and stationary computers. For further information regarding the virtual participation, please see the end of this document and the guideline made available as an appendix to the notice.

The notice is sent to all shareholders in the Company with known address. The notice with all appendices will be accessible on the Company's website [www.hoeghautoliners.com](http://www.hoeghautoliners.com).

#### **AGENDA:**

##### **1. Opening of the general meeting and election of chair of the meeting**

The annual general meeting will be opened and chaired by the chair of the Company's board of directors, Leif O. Høegh.

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

##### **3. Election of a representative to co-sign the minutes**

##### **4. Approval of annual accounts and annual report**

The annual accounts, including the financial statements and the directors' report for Höegh Autoliners ASA for the financial year 2022, together with the auditor's report, are made available on the Company's website [www.hoeghautoliners.com](http://www.hoeghautoliners.com).

The board of directors proposes that the annual accounts and the annual report for 2022 are approved.

##### **5. Guidelines for salary and other remuneration for leading personnel**

The Company has prepared guidelines for salary and other remuneration for leading personnel, pursuant to section 6-16a in the Norwegian Public Limited Liability Companies Act, supplemented by the Regulations for guidelines and reports for salary and other remuneration for leading personnel.

The guidelines are made available on the Company's website [www.hoeghautoliners.com](http://www.hoeghautoliners.com).

The board of directors proposes that the guidelines are approved.

## **6. Remuneration report**

The Company has prepared a report on salary and other remuneration to executive personnel pursuant to section 6-16b in the Norwegian Public Limited Liability Companies Act, supplemented by the Regulations for guidelines and reports for salary and other remuneration for leading personnel.

The report has been reviewed by the Company's auditor in accordance with the fourth paragraph of section 6-16b.

The report is made available on the Company's website [www.hoeghautoliner.com](http://www.hoeghautoliner.com).

The report shall be considered by the general meeting by way of an advisory vote.

The board of directors recommends that the general meeting by an advisory vote endorses the report on salary and other remuneration to the Company's leading personnel.

## **7. Statement on corporate governance**

Pursuant to Section 5-6 (5) of the Norwegian Public Limited Liability Companies Act, the general meeting shall consider the statement on corporate governance submitted in accordance with Section 3-3b of the Norwegian Accounting Act. The statement is included in the Company's annual report for 2022 and made available on the Company's website [www.hoeghautoliner.com](http://www.hoeghautoliner.com). At the general meeting, the chair of the meeting will describe the main contents of the statement. The statement shall not be subject to a vote at the general meeting.

## **8. Auditor fees**

The board of directors proposes that the auditor's fee for the financial year 2022, with the amount set out in note 2 to the Company's annual accounts, is approved.

## **9. Election of board members**

Reference is made to the nomination committee's proposal which will be made available on the Company's website [www.hoeghautoliner.com](http://www.hoeghautoliner.com) prior to the general meeting.

## **10. Remuneration to the members of the board of directors**

Reference is made to the nomination committee's proposal which will be made available on the Company's website [www.hoeghautoliner.com](http://www.hoeghautoliner.com) prior to the general meeting.

## **11. Remuneration to the members of the board committees**

Reference is made to the nomination committee's proposal which will be made available on the Company's website [www.hoeghautoliner.com](http://www.hoeghautoliner.com) prior to the general meeting.

## **12. Remuneration to the members of the nomination committee**

Reference is made to the nomination committee's proposal which will be made available on the Company's website [www.hoeghautoliner.com](http://www.hoeghautoliner.com) prior to the general meeting.

## **13. Authorisation to the board of directors to resolve dividends**

In accordance with section 8-2 (2) of the Norwegian Public Limited Liability Companies Act, the board of directors proposes that the general meeting grants the board an authorisation to resolve the distribution of dividends on the basis of the annual accounts for 2022.

The board of directors proposes that the general meeting adopts the following resolution:

- (i) *The board of directors is authorised to resolve the distribution of dividends on the basis of the Company's annual accounts for 2022, cf. Section 8-2 (2) of the Norwegian Public Limited Liability Companies Act.*

- (ii) The authorisation may be used on one or more occasions.*
- (iii) The authorisation is valid until the Company's annual general meeting in 2024, but no longer than to and including 30 June 2024.*

#### **14. Authorisation to the board of directors to increase the share capital**

To ensure flexibility for the Company related to financing further growth, issuance of shares in connection to share incentive programs and to position the Company to be able to efficiently carry out mergers, acquisitions and investments in other companies, the board proposes that it is given the authorisation to increase the Company's share capital.

The board of directors proposes that the size of the authorisation shall correspond to 20 per cent of the Company's current share capital.

The board of directors proposes that the general meeting adopts the following resolution:

- (i) Pursuant to Section 9-4 of the Norwegian Public Limited Liability Companies Act, the board of directors is granted an authorization to increase the share capital in the Company by up to 20 per cent, i.e. up to NOK 564,678,457.*
- (ii) The shareholders' preferential right to the new shares pursuant to Section 10-4 of the Norwegian Public Limited Liability Companies Act may be deviated from.*
- (iii) The authorisation may comprise share capital increases against contribution in kind, cf. Section 10-2 of the Norwegian Public Limited Liability Companies Act.*
- (iv) The authorisation may comprise share capital increases in connection with mergers pursuant to Section 13-5 of the Norwegian Public Limited Liability Companies Act.*
- (v) From the time of registration of this authorisation in the Norwegian Register of Business Enterprises, this authorisation shall replace the authorisation to increase the share capital granted to the board of directors at the annual general meeting held on 27 April 2022.*
- (vi) The authorisation is valid until the Company's annual general meeting in 2024, but no longer than to and including 30 June 2024.*

Oslo, 30 March 2023

On behalf of the Board of Directors of Høegh Autoliners ASA

Leif O. Høegh  
(chair)

For practical information regarding the annual general meeting, please contact [ir@hoegh.com](mailto:ir@hoegh.com) or [legal@hoegh.com](mailto:legal@hoegh.com).

For information regarding registration, proxies and voting, please see attached forms and contact information for DnB Issuer Service.

## **The Company's shares and the right to vote for them**

The Company is a Norwegian public limited liability company governed by Norwegian law, including the Norwegian Public Limited Liability Companies Act.

At the time of this notice, the Company has issued 190,769,749 shares, each with a nominal value of NOK 14.80. Each share carries one vote at the general meeting, and also equal rights in all other respects. As of the date of this notice, the Company does not own treasury shares.

The online remote participation is being organized by DNB Bank ASA, Registrar's Department and its supplier Lumi. By attending the online general meeting, shareholders will be able to listen to a live audiocast of the meeting, see the presentation, submit questions relating to the items on the agenda and cast their votes in the real time. Registration is not required to participate online, but shareholders must be logged in before the meeting starts. If you are not logged in before the general meeting starts, you will not be able to participate. Log in starts an hour before. See separate guide on how shareholders can participate electronically, cf. appendix to the Notice. In order to attend the virtual general meeting, shareholders need to access the Lumi AGM solution on: <https://web.lumiagm.com> and then enter the "Meeting ID": 177-086-146 and click "JOIN". Shareholders must identify themselves using the reference number and PIN code from VPS, see further information in the separate guide for electronical participation.

Each shareholder has the right to vote for the number of shares owned by the shareholder and registered in the Company's shareholder register with the Norwegian Central Securities Depository (VPS) at the time of the general meeting. If a share acquisition has not been registered with the VPS at the time of the general meeting, voting rights for the acquired shares may only be exercised if the acquisition is reported to the VPS and proven at the general meeting.

Shareholders who are unable to attend the general meeting may authorize the chair (and whomever he designates) or another person to vote for its shares. Proxies may be submitted electronically through VPS investor services or by completing and submitting the proxy form attached in accordance with the instructions set out in the form. The proxy must be in writing, dated and signed. Proxy forms must be received by DNB Bank ASA, Registrar's Department, no later than 23 April 2023 at 16:00 hours, unless the shareholder has registered attendance within this deadline. If shareholders have registered attendance within the deadline, proxies may be presented no later than at the general meeting. See the enclosed proxy form for further information on proxies.



## HÖEGH AUTOLINERS

**Ref no:**

**PIN - code:**

### Notice of ordinary General Meeting

Ordinary General Meeting in Höegh Autoliners ASA will be held on 25 April 2023 at 13:00 CEST as a virtual meeting.

The shareholder is registered with the following amount of shares at summons: \_\_\_\_\_ and vote for the number of shares registered in Euronext per Record date 24 April 2023.

**The deadline for electronic registration of advance votes, proxy of and instructions 23 April 2023 16:00.**

### Electronic registration

*Alternatively, "Form for submission by post or e-mail for shareholders who cannot register their elections electronically".*

#### Step 1 – Register during the enrollment/registration period:

- Either through the company's website <https://www.hoeghautoliners.com/> using a reference number and PIN – code (for those of you who receive the notice by post-service), or
- Log in through VPS Investor services; available at [euronextvps.no](https://euronextvps.no) or through own account keeper (bank/broker). Once logged in - choose Corporate Actions – General Meeting – ISIN

You will see your name, **reference number**, **PIN - code** and balance. At the bottom you will find these choices:



**"Enroll"** - There is no need for registration for online participation, enrollment is not mandatory

**"Advance vote"** - If you would like to vote in advance of the meeting

**"Delegate Proxy"** - Give proxy to the chair of the Board of Directors or another person

**"Close"** - Press this if you do not wish to register

#### Step 2 – The general meeting day:

**Online participation:** Please login through <https://dnb.lumiagm.com/177086146> . You must identify yourself using the **reference number and PIN - code** from VPS - see step 1 above. Shareholders can also get their reference number and PIN code by contacting DNB Bank Registrars Department by phone +47 23 26 80 20 (08:00-am – 3:30 pm).

If you are not logged in before the meeting starts, you will be granted access, but without the right to vote.



## HÖEGH AUTOLINERS

Ref no:

PIN-code:

### Form for submission by post or e-mail for shareholders who cannot register their elections electronically.

The signed form can be sent as an attachment in an e-mail\* to [genf@dnb.no](mailto:genf@dnb.no) (scan this form) or by post service to DNB Bank Registrars Department, P.O Box 1600 Sentrum, 0021 Oslo. Deadline for registration of advance votes, proxies and instructions must be received no later than **23 April 2023 at 4:00 pm (CEST)** If the shareholder is a company, the signature must be in accordance with the company certificate.

\*Will be unsecured unless the sender himself secure the e-mail.

### \_\_\_\_\_ shares would like to be represented at the general meeting in Höegh Autoliners ASA as follows (mark off):

- Open proxy for the Board of Directors or the person he or she authorizes (do not mark the items below)
- Proxy of attorney with instructions to the Board of directors or the person he or she authorizes (mark "For", "Against" or "Abstain" on the individual items below)
- Advance votes («For», «Against» or «Abstain» on the individual items below)
- Open proxy to (do not mark items below – agree directly with your proxy solicitor if you wish to give instructions on how to vote)

\_\_\_\_\_ (enter the proxy solicitors name in the block letters)

Note: Proxy solicitor must contact DNB Bank Registrars Department by phone +47 23 26 80 20 (08:00-am – 3:30 pm) for login details.

Voting must take place in accordance with the instructions below. Missing or unclear markings are considered a vote in line with the board's and the election committee's recommendations. If a proposal is put forward in addition to, or as a replacement for, the proposal in the notice, the proxy determines the voting.

Agenda for the Annual General Meeting 25 April 2023	For	Against	Abstain
1. Opening of the general meeting and election of chair of the meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Approval of the notice of meeting and the agenda	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Election of a representative to co-sign the minutes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Approval of annual accounts and annual report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Guidelines for salary and other remuneration for leading personnel	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Statement on corporate governance		No voting	
8. Auditor fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Election of board members			
Re-election of Morten W. Høegh as board member and deputy chair	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Re-election of Jan B. Kjærvik as board member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Re-election of Martine V. Holter as board member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Re-election of Kasper Friis Nilaus as board member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Re-election of Thor Jørgen Guttormsen as deputy board member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Election of Gyrid Skalleberg Ingerø as new board member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Remuneration to the members of the board of directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Remuneration to the members of the board committees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Remuneration to the members of the nomination committee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. Authorisation to the board of directors to resolve dividends	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. Authorisation to the board of directors to increase the share capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

### The form must be dated and signed

Place	Date	Shareholder's signature
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