

## ANNUAL GENERAL MEETING

The shareholders of Nordic Semiconductor ASA (“the Company”) are hereby invited to the Shareholders’ Annual General Meeting

Tuesday April 28, 2026 at 09:15 CEST

The meeting will be held as a digital meeting. Shareholders wishing to attend the annual general meeting are invited to follow the meeting through the Euronext Securities Portal (the “ESO Portal”) and cast votes electronically during the meeting. Alternatively, shareholders can vote electronically in advance of the meeting or vote by way of using a power of attorney. Please see guidelines for digital attendance available on the Company’s website.

The following items are to be addressed:

- 1) Opening of the Meeting by the Chair and registering of the shareholders present (no voting).
- 2) Election of meeting chair and individual to sign the meeting minutes.
- 3) Approval of the invitation and the agenda.
- 4) Approval of the annual financial statements and the Board’s report, including consolidated accounts and year-end allocations, for 2025.
- 5) Consideration of the Board of Director’s report on corporate governance (no voting).
- 6) Power of attorney for the purchase of the Company’s own shares.
- 7) Power of attorney to the Board of Directors to (a) issue new shares and (b) take up convertible loans.
- 8) Election of shareholder elected members to serve on the Board of Directors.
- 9) Election of members to serve on the Nomination Committee.
- 10) Approval of compensation for the Board of Directors, the Nomination Committee and the auditor.
- 11) Advisory vote on the Board of Directors’ Remuneration Report 2025.
- 12) Approval of the Board of Directors’ Remuneration Guidelines and Policy for Remuneration of Senior Executives (12.1), and advisory vote of the long-term equity-linked incentive plan for all employees (12.2).

Trondheim, March 30, 2026

Dieter May  
Chair

## CONCERNING ITEM 4 IN THE INVITATION

### APPROVAL OF THE ANNUAL FINANCIAL STATEMENTS AND THE BOARD OF DIRECTORS' REPORT, INCLUDING CONSOLIDATED ACCOUNTS AND YEAR-END ALLOCATIONS, FOR 2025

Pursuant to the regulation of the Articles of Association that documents relating to issues to be dealt with at the General Meeting may be provided on the Company's website, the Company's annual financial statements, report from the Board of Directors, including sustainability statement and standards of corporate governance, and the auditor's report for 2025 have been published on Nordic Semiconductor ASA's website, <http://www.nordicsemi.com/AGM2026>.

For details on capital allocations and dividend policy, please refer to annual report.

#### **The Board of Directors proposes that the Annual General Meeting approves the following resolution:**

*"The annual financial statements and the report from the Board of Directors for 2025, including the consolidated accounts and year-end allocations, are approved."*

## CONCERNING ITEM 5 IN THE INVITATION (No voting)

### CONSIDERATION OF THE BOARD OF DIRECTORS' REPORT ON CORPORATE GOVERNANCE

Pursuant to Section 5-6 (5) of the Norwegian Public Limited Companies Act, the general meeting shall consider the statement on corporate governance prepared in accordance with Section 3-3b of the Norwegian Accounting Act. The statement is included in the 2025 annual report, which is available on the Company's website. The chairman of the meeting will present the main contents of the statement at the general meeting. This is a *no voting* item.

## CONCERNING ITEM 6 IN THE INVITATION

### POWER OF ATTORNEY FOR THE PURCHASE OF THE COMPANY'S OWN SHARES

The Board of Directors proposes that the Annual General Meeting grants the Board of Directors a power of attorney to repurchase the Company's own shares for a period up to the Annual General Meeting in 2027. The power of attorney will be used if the Board of Directors finds that a repurchase of shares benefits the shareholders.

#### **The Board of Directors proposes that the Annual General Meeting approves the following resolution:**

*"Power of attorney is hereby granted to the Board of Directors on behalf of the Company to purchase the Company's own shares, and to hold treasury shares within the limits of the Norwegian Public Limited Liability Companies Act. The maximum number of shares which may be acquired shall not exceed an aggregate par value of NOK 199,000 (corresponding to approximately 9.96% of the Company's share capital). The power of attorney also includes pledge of own shares, cf. section 9-5 of the Norwegian Public Limited Liability Companies Act.*

*The power of attorney is given for the period from the date of this resolution up to the Annual General Meeting 2027, and 30 June 2027 at the latest.*

*The price per share which the Company may pay for shares acquired in connection with this power of attorney shall not be lower than the par value of the shares nor higher than NOK 350.*

*In case of changes of the par value of the shares due to split or reverse split of the Company's shares, the price the Company may pay for each share is to be adjusted equally.*

*The Board of Directors may at its discretion decide the method of acquiring or disposing of own shares, including through one or more transactions on the Oslo Stock Exchange. The shares may be used as the Company's Board of Directors deems to be suitable for the purpose."*

## CONCERNING ITEM 7 IN THE INVITATION

### POWER OF ATTORNEY TO (A) ISSUE NEW SHARES AND (B) TAKE UP CONVERTIBLE LOANS

The Board of Directors proposes that the Annual General Meeting grants a power of attorney to the Board of Directors to (a) issue new shares and (b) take up convertible loans for a period up to the Annual General Meeting 2027, and 30 June 2027 at the latest.

The Board of Directors asks the Annual General Meeting to renew the Board's power of attorney to increase the Company's share capital by up to NOK 199,000 (9.96% of the Company's share capital), in one or more capital increases. Such capital increases shall be executed at or near the current stock price on the Oslo Stock Exchange. The power of attorney can also be used in rights issues or public offerings.

The Board of Directors also asks the Annual General Meeting to give the Board of Directors power of attorney to take up convertible loans with a total principal amount limited upwards to NOK 3 billion (or a corresponding amount in another currency). Upon conversion the Company's share capital can be increased by up to NOK 199,000 provided that the combined number of shares that are issued pursuant to this authorization and the authorization to issue new shares shall not in aggregate exceed 10% of the Company's share capital.

The purpose of the authorizations is to provide the Board of Directors with financial flexibility (i) to finance further growth and strengthen the Company's balance sheet, (ii) to offer shares or convertible loans to finance acquisitions, (iii) to offer shares as consideration in acquisitions where this is deemed a favorable form of settlement and (iv) to simplify the procedure in connection with capital increases to fulfil the company's obligations under its long term incentive program for employees.

To obtain flexibility, the Board of Directors propose that the authorizations include the right to set aside the shareholders' pre-emptive rights.

#### **(A) Power of attorney to the Board of Directors to issue new shares**

The Board of Directors proposes that the Annual General Meeting approves the following resolution:

*“The Board is, in accordance with the Norwegian Public Limited Liability Companies Act § 10-14, hereby granted the power of attorney to increase the share capital in Nordic Semiconductor ASA by up to NOK 199,000 by issuing up to 19,900,000 shares with a par value of NOK 0.01. The shareholders' pre-emptive rights pursuant to the Norwegian Public Limited Liability Companies Act § 10-4 may be set aside.*

*The terms of the subscription shall be decided by the Board of Directors.*

*The Board is authorized to modify article 5 of the Company's articles of association to reflect the new share capital of the Company when the power of attorney is used.*

*The power of attorney is given for the period from the date of this resolution up to the Annual General Meeting 2027, and 30 June 2027 at the latest. The authorization covers both cash and non-cash contributions. The authorization also covers the issue of shares in connection with a merger”.*

#### **B) Power of attorney to the Board of Directors to take up convertible loans**

The Board of Directors proposes that the Annual General Meeting approves the following resolution:

*“The Board of Directors is, in accordance with the Norwegian Public Limited Liability Companies Act § 11-8, hereby granted the power of attorney to take up one or more loans which give the creditor the right to require issue of shares against payment in cash or against set-off of the claim (convertible loans) with a total principal amount of up to NOK 3 billion (or a corresponding amount in another currency). Subject to this total amount limitation, the authorization may be used on more than one occasion. The shareholders' pre-emptive rights pursuant to the Norwegian Public Limited Liability Companies Act § 11-4 may be set aside.*

*The company's share capital may be increased by up to NOK 199,000 as a result of the creditors' right to require issue of shares provided that the combined number of shares that are issued pursuant to this authorization and the power of attorney in agenda item 7 (A) shall not in aggregate exceed 10% of the company's current share capital. The Board is authorized to modify article 5 of the Company's articles of association to reflect the new share capital of the Company when the power of attorney is used."*

*The power of attorney is given for the period from the date of this resolution up to the Annual General Meeting 2027, and 30 June 2027 at the latest. The terms of the subscription shall be decided by the Board of Directors".*

## **CONCERNING ITEM 8 IN THE INVITATION**

### **ELECTION OF SHAREHOLDER ELECTED MEMBERS TO SERVE ON THE BOARD OF DIRECTORS**

The Nomination Committee's proposal for the shareholder-elected Board members is as follows:

Chair	a) Dieter May	re-election
Board members	b) Inger Berg Ørstavik	re-election
	c) Annastiina Hintsala	re-election
	d) Helmut Gassel	re-election
	e) Lars Loddessøl	new

The recommendation of the Nomination Committee is available on the Company's website <http://www.nordicsemi.com/AGM2026>.

## **CONCERNING ITEM 9 IN THE INVITATION**

### **ELECTION OF MEMBERS TO SERVE ON THE NOMINATION COMMITTEE**

The Nomination Committee proposes that the following Nomination Committee is elected:

Nomination Committee members	a) Fredrik Thoresen (chair)	re-election
	b) Eivind Lotsberg	re-election
	c) Arne Graae	re-election

The recommendation of the Nomination Committee is available on the Company's website <http://www.nordicsemi.com/AGM2026>.

## **CONCERNING ITEM 10 IN THE INVITATION**

### **APPROVAL OF COMPENSATION FOR THE BOARD OF DIRECTORS, THE NOMINATION COMMITTEE AND THE AUDITOR**

#### **Item 10 A – Approval of compensation to the Board of Directors**

The recommendations of the Nomination Committee are available at the Company's website <http://www.nordicsemi.com/AGM2026>.

**The Nomination Committee proposes that the general meeting adopts the following resolution:**

“As compensation for the period from the Annual General Meeting 2026 to the Annual General Meeting 2027 the following is approved (last year's numbers in brackets):

<i>Chair of the Board</i>	NOK	825,000	+	(750,000)
		NOK 635,958		(NOK 578,144 in
		<i>in shares</i>		<i>shares)</i>
<i>Board members elected by the shareholders</i>	NOK	357,500	+	(325,000)
		NOK 227,515		(NOK 206,832 in
		<i>in shares</i>		<i>shares)</i>
<i>Board members elected by the employees</i>	NOK	181,110		(172,486)

*The share-based part of the compensation is paid after the AGM in 2026, and the number of shares shall be based on the tax adjusted amount due in NOK (respectively NOK 227,515 and NOK 635,958 minus tax) divided by the share price at closing of the AGM day in 2026.*

*A travel time allowance of NOK 13,200 (12,000) will be given to Board members for travels within Europe. Further, any costs incurred by the Board Members in relation to their participation as a member of the Board or any of the committees, will be reimbursed by the Company.*

*Nordic Semiconductor ASA has a policy of compensating members elected by the employees for the responsibility but not for the work associated with the Board position as this is assumed to be covered by their salaries. As compensation for the period from the Annual General Meeting 2026 to the Annual General Meeting 2027 for participation in the Audit Committee the shareholder-elected Board Members will receive NOK 25,300 (23,000) for the Chair and NOK 12,650 (11,500) per meeting for a member.*

*As compensation for the period from the Annual General Meeting 2026 to the Annual General Meeting 2027 for participation in the People & Compensation Committee the shareholder elected Board Members will receive NOK 18,975 (17,250) (chair) and NOK 9,488 (8,625) (member) per meeting.*

*Participation for individual Board members in additional meetings with ad hoc committees is compensated with NOK 9,488 (8,625) per meeting. This also applies for participation in additional working group meetings for individual members in either Audit Committee or People & Compensation Committee. Maximum payment for additional working group meetings is NOK 94,880 (86,250) per Board Member.*

**Item 10 B – Approval of compensation to the Nomination Committee**

The recommendations of the Nomination Committee are available at the Company’s website <https://www.nordicsemi.com/>.

**The Nomination Committee proposes that the general meeting adopts the following resolution:**

*A compensation of NOK 104,186 (99,225) for the chair and NOK 69,457 (66,150) per member of the nomination committee is approved for the period from the Annual General Meeting 2026 to the Annual General Meeting 2027.*

**Item 10 C – Approval of compensation to the auditor**

**The Board of Directors proposes that the general meeting adopts the following resolution:**

*The compensation to the auditor which is listed in Note 9 to the annual financial statements for 2025 is approved.”*

## CONCERNING ITEM 11 IN THE INVITATION

### ADVISORY VOTE ON THE BOARD OF DIRECTORS' REMUNERATION REPORT 2025

The Board of Directors has prepared a report on remuneration of leading personnel for the accounting year 2025, cf. the Norwegian Public Limited Companies Act section 6-16b. The report contains information on how the applicable guidelines for executive remuneration were practiced by the company and how members of the executive management team and leading personnel were remunerated in 2025. The report is subject to an advisory vote by the general meeting in accordance with section 5-6 (4) of the Norwegian Public Limited Companies Act. The report is available on the Company's website.

#### **The Board of Directors proposes that the general meeting passes the following resolution:**

*“The Annual General Meeting endorsed the board of directors’ remuneration report for 2025.”*

## CONCERNING ITEM 12 IN THE INVITATION

### APPROVAL OF THE BOARD OF DIRECTORS' REMUNERATION GUIDELINES AND POLICY FOR REMUNERATION OF SENIOR EXECUTIVES (12.1), AND ADVISORY VOTE OF THE LONG-TERM INCENTIVE PLAN FOR ALL EMPLOYEES (12.2)

The Board of Directors has prepared amended Remuneration Guidelines and Policy for Remuneration of Senior Executives of the Company. The guidelines have been prepared in accordance with the section 6-16a of the Norwegian Public Limited Liability Companies Act. The guidelines are subject to approval by the Annual General Meeting, cf. the Norwegian Public Limited Companies Act section 5-6, third paragraph. The guidelines are available on the Company's website.

#### **The Board of Directors proposes that the Annual General Meeting approves the following resolution with respect to the Board of Director's Remuneration Guidelines and Policy for Remuneration of Senior Executives:**

*“The Annual General Meeting approves the Board of Director's Guidelines and Policy for Remuneration of Senior Executives.”*

The Board of Directors recommends to the Annual General Meeting that the Restricted Stock Unit ("RSU") Program is continued. Pursuant to the RSU Program, all employees of the Company or employees of subsidiaries of the Company will be allocated RSUs which shall vest over minimum 2 years and will be delivered to the employees at the vesting date at par value. It is proposed that the RSUs allocated to all employees (including Senior Executives) may have an aggregate nominal value corresponding to up to 1% of the Company's share capital, and delivery of RSUs to an employee is contingent on, among other things, that the employee's employment relationship with the Company has not been terminated. Delivery of RSUs to employees can either be consummated through issuance of new shares or through delivery of treasury shares.

The Board of Directors propose that the RSU Program for all employees shall subject to an advisory vote by the Annual General Meeting.

#### **The Board of Directors proposes that the general meeting passes the following resolution:**

*“The Annual General Meeting endorsed the Board of Directors’ RSU Program for all employees.”*

## The shares of the Company and the right to vote for shares

Pursuant to the Articles of Association's regulation that documents relating to issues that shall be dealt with by the Annual General Meeting may be provided at the company's website, the company's financial statements, the auditor's report for 2025 and this summons with attachments have been made available on Nordic Semiconductor's website, [nordicsemi.com/AGM2026](https://nordicsemi.com/AGM2026). All documents are also available at the company's business address. The aforementioned documents will be sent free of charge to any shareholder who contacts the company.

The Company's share capital consists of 199,781,600 shares, each with a nominal value of NOK 0.01. All shares have equal voting and other rights in the company. The company owns a total of 1,321,441 treasury shares in addition to 1,003,634 shares held for the founders of Memfault Inc. Treasury shares have no voting rights.

Only those who are shareholders of the Company five business days before the General Meeting (the record date), i.e. on 21 April 2026, are entitled to attend and vote at the General Meeting, cf. Section 5-2 (1) of the Norwegian Public Limited Liability Companies Act. Shares acquired after 21 April 2026 do not entitle the owner to participate or vote at the annual general meeting for these shares.

According to the Public Limited Liability Companies Act § 1-8, as well as regulations on intermediaries covered by the Central Securities Act § 4-5 and related implementing regulations, notice is sent to custodians who pass on to shareholders for whom they hold shares. Shareholders must communicate with their custodians, who is responsible for conveying votes, proxies or enrollment. Custodians must according to Section 5-3 of the Public Limited Liability Companies Act register this with the company no later than 2 working days before the general meeting.

A shareholder is entitled to have a matter discussed at the Annual General Meeting if such shareholder provides the Board with notice of the matter in question at least seven days prior to the deadline of the notice of the Annual General Meeting. The Annual General Meeting cannot otherwise deal with matters other than those described in the notice. Furthermore, the shareholders are entitled to request information from the directors and the CEO as stated in section 5-15 of the Norwegian Public Limited Liability Companies Act. A shareholder is entitled to propose resolutions for items listed on the agenda at the general meeting.

The following documents will be available on [nordicsemi.com/AGM2026](https://nordicsemi.com/AGM2026):

- This notice
- Form for notice of attendance/proxy
- The recommendation of the Nomination Committee
- The Board of Directors' proposed 2025 annual accounts of Nordic Semiconductor ASA, the consolidated accounts for the group, the Board of Directors' report and the auditor's report
- The Board of Director's Guidelines for Remuneration and Policy for Remuneration of Senior Executives
- Remuneration Report for 2025

Ref no:

PIN code:

**Notice of Annual General Meeting**

Annual General Meeting in Nordic Semiconductor ASA will be held on April 28, 2026 at 09:15 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 April 21, 2026.

**The deadline for electronic registration of advance votes, proxy of and instructions is April 24, 2026 at 4:00 pm CEST.**

**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.nordicsemi.com/AGM2026> 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 <https://investor.vps.no/garm/auth/login> or through own account manager (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.

**"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 make any registration.

**Step 2 – The general meeting day:**

**Online participation:** Shareholders who have registered attendance may participate in the general meeting through the Euronext Securities Portal (ESO Portal). Access to the ESO Portal will be sent to the e-mail address registered with VPS Investor Services prior to the meeting.

Shareholders are recommended to test their device and internet connection well in advance of the meeting.

If technical problems occur, assistance will be available through the ESO Portal support service.

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

**Ref no:**
**PIN code:**
**Form for submission by post or e-mail for shareholders who cannot register their elections electronically.**

The signed form may be sent as an attachment in an e-mail\* to [nis@nordea.com](mailto:nis@nordea.com) (scan this form) or by regular mail to: Nordea Bank Abp, filial i Norge, Nordea Corporate Action NO, Postboks 1166 Sentrum, 0107 Oslo, Norway. Deadline for registration of advance votes, proxies and instructions must be received no later than **April 24, 2026 at 4:00 pm (CEST)** If the shareholder is a company, the signature must be in accordance with the company certificate.

\*Email will be unsecured unless secured by the sender.

\_\_\_\_\_ **shares would like to be represented at the annual general meeting in Nordic Semiconductor ASA as follows (mark off):**

- Proxy to the Chair of the Board of directors or the person he or she authorizes (mark "For", "Against" or "Abstain" on the individual items below if you want the Proxy to be with instructions)
- Advance votes (mark "For", "Against" or "Abstain" on the individual items below)
- Open proxy to the following person (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: The proxy holder must contact Nordea Corporate Action NO for login details.

E-mail address to receive a link and login details to the ESO Portal, including access codes (username and password), and the user guide for attendance:

\_\_\_\_\_

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

Agenda for the Annual General Meeting April 28, 2026		For	Against	Abstain
<b>1</b>	Opening of the shareholder meeting		No voting	
<b>2</b>	Election of meeting chair and individual to sign the minutes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>3</b>	Approval of invitation and the agenda	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>4</b>	Approval of annual financial statements and the Board's report, including consolidated accounts and year-end allocations, for 2025	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>5</b>	Consideration of the Board of Director's report on corporate governance.		No voting	
<b>6</b>	Power of attorney for purchase of the Company's own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>7</b>	Power of attorney to the Board to			
	a) Issue new shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	b) Take up convertible loans	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>8</b>	Election of members to serve on the Board of Directors			
	a) Chair: Dieter May (re-election)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	b) Board Member: Inger Berg Ørstavik (re-election)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	c) Board Member: Annastiina Hintsa (re-election)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	d) Board Member: Helmut Gassel (re-election)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	e) Board Member: Lars Loddessøl (new)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>9</b>	Election of members to serve on the Nomination Committee:			
	a) Chair: Fredrik Thoresen (re-election)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	b) Member: Eivind Lotsberg (re-election)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	c) Member: Arne Graee (re-election)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>10</b>	Approval of compensation to the Board, the Nomination committee and the Auditor			
	a) Approval of compensation to the Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	b) Approval of compensation to the Nomination committee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	c) Approval of compensation to the auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>11</b>	Advisory vote on the Board of Director's Remuneration Report 2025	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>12.1</b>	Approval of the Board of Director's Guidelines and Policy for Remuneration of Senior Executives	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>12.2</b>	Advisory vote of the long-term equity-linked incentive plan for all employees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**The form must be dated and signed**

Place \_\_\_\_\_ Date \_\_\_\_\_ Shareholder's signature \_\_\_\_\_