

26 March 2021

NOTICE OF ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF ABG SUNDAL COLLIER HOLDING ASA

The shareholders of ABG Sundal Collier Holding ASA are hereby given notice of the ordinary general meeting to be held on 20 April 2021 at 11:00 CET at Vika Atrium, Munkedamsveien 45, 0250 OSLO, Norway. In response to social distancing measures, shareholders are requested to avail themselves of the possibilities of voting by proxy and as far as possible to refrain from attending in person.

The Board of Directors has proposed the following agenda:

1. Opening of the meeting by one Board member and registration of attending shareholders
2. Election of chairman of the meeting and at least one person to co-sign the minutes with the chairman
3. Approval of the notice of meeting and agenda
4. Approval of the annual financial statement and Board of Directors report for 2020
5. Payment to shareholders
6. Approval of Auditor's remuneration
7. Remuneration for the members of the Board of Directors and the committees
8. Board of Directors' Corporate Governance Statement
9. Declaration of principles for the Company's remuneration policy for top management
10. Election of members to the Nomination Committee
11. Election of Board members
12. Power of attorney to acquire own shares
13. Power of attorney to issue new shares

The Board of Directors' Report, the Financial Statements and the Auditor's Report for 2020 are published on the Company's website, www.abgsc.com and can be obtained from the Company.

There are 470,747,095 outstanding shares in the Company, with all shares carrying one vote. At the time of writing, the Company owns 26,870,304 own shares, but cannot vote with these shares.

Shareholders who wish to be represented at the annual general meeting by proxy may use the attached proxy form.

Shareholders who own shares in the Company through a nominee/share manager, cf. the Norwegian Public Limited Companies Act section 4-10, must contact the nominee/share manager and request to be directly registered in the Norwegian Central Securities Depository ("VPS") should they wish to attend the annual general meeting using their voting rights.

The Board of Directors' proposal under item 13 above (Power of attorney to issue new shares), includes the right for the Board of Directors to waive the existing shareholders' preferential rights to subscribe for shares in new share issues.

The shareholders who wish to attend the annual general meeting are asked to return the attached notice of attendance to ABG Sundal Collier Holding ASA no later than 16:00 CET on 19 April 2021. Shareholders who have not returned the notice of attendance by this date may be denied admission to the general meeting.

*Knut Brundtland (sign)**Chairman of the Board of Directors*

ATTACHMENT 1: The Board of Directors' proposals to the General Meeting 20 April 2021

The Board of Directors has resolved to make the following proposals to the general meeting.

2. Chairman of the meeting

The Annual General Meeting will be chaired by Knut Brundtland.

5. Payment to shareholders

The Board proposes that the General Meeting approve a dividend payment of NOK 0.83 per share to shareholders as at 20 April 2021.

7. Remuneration

See Attachment 2 for the recommendations of the Nomination Committee.

8. Board of Directors' Corporate Governance Statement

The Board of Directors makes reference to the section of the Statutory Directors' Report that includes the corporate governance statement. This statement also satisfies the reporting requirements pursuant to section 3-3b of the Norwegian Accounting Act. The Board of Directors proposes that the General Meeting take note of the statement.

9. Declaration of principles for the Company's remuneration policy for top management

See attachment 3 for a declaration of top management remuneration.

10. Election of Nomination Committee

See Attachment 2 for the recommendations of the Nomination Committee.

11. Election of Board members

See Attachment 2 for the recommendations of the Nomination Committee.

12. Power of attorney to acquire own shares

The Board of Directors proposes that the General Meeting resolve the following:

"The General Meeting hereby authorises the Board of Directors to acquire own shares and to acquire charges created by agreement related to its own shares, cf. the Norwegian Public Limited Companies Act sections 9-4 and 9-5.

The following shall apply for both authorisations:

1. The authorisation shall be valid until 30 June 2022.
2. The highest nominal value of the shares acquired pursuant to the authorisation is NOK 10,827,183, which equals approximately 10% of the Company's expected share capital as of 20 April 2021.
3. The Company shall pay a minimum NOK 0.23 and a maximum of NOK 20 for each share.
4. The acquisition, disposal of and acquisition of charges created by agreement may be carried out at the discretion of the Board of Directors, hereunder as part of the Company's incentive programme.

This power of attorney is valid from 21 April 2021 and will from that date replace all previous powers of attorney to purchase own shares in the Company."

13. Power of attorney to issue new shares

The Board of Directors considers it to be practicable to be able to issue shares in the Company if the Company should need new capital in the course of its business, if the Company should need capital for investments, or as part of the Company's incentive programmes. The Board of Directors thus proposes that existing shareholders' preferential right to subscribe for shares may be waived. In order to be able to issue shares for the above-mentioned purposes, the Board of Directors proposes that the General Meeting resolve the following:

"The General Meeting hereby authorises the Board of Directors to increase the share capital by new subscription for shares, cf. the Norwegian Public Limited Companies Act section 10-14.

The following shall apply for the Board of Directors' authorisation:

1. The share capital may in total be increased by up to NOK 21,654,366, which equals approximately 20% of the Company's expected share capital per 20 April 2021.
2. The power of attorney shall be valid until 30 June 2022.
3. The shareholders' preferential right to subscribe for shares may be waived in accordance with the Norwegian Public Limited Companies Act sections 10-4 and 10-5.
4. The power of attorney shall also comprise capital increases by non-cash payment or a right to charge the Company with special obligations, and mergers.

This power of attorney is valid from 21 April 2021 and will from that date replace all previous powers of attorney to issue new shares."

ATTACHMENT 2: The Nomination Committee's proposals to the General Meeting

Proposal of Board members

According to the articles of association, board members are elected for a period of one year.

The Nomination Committee is of the opinion that the board should represent an independent, strategic and value-generative element of the total corporate governance structure of ABGSC.

The Nomination Committee have contacted some of the largest shareholders and has not received signals of any demand for changes to the Board.

The Nomination Committee proposes the following candidates as board members for the period 2021-2022:

| | |
|-----------------------------|--------------------------------------|
| Knut Brundtland | Re-election as Chairman of the Board |
| Jan Petter Collier | Re-election |
| Arild A. Engh | Re-election |
| Adele Norman Pran | Re-election |
| Martina Klingvall Holmström | Re-election |

Knut Brundtland will, in addition to the ordinary work as Chairman of the Board, actively continue work in the Group's activities with a focus on client relationships and general marketing of ABG Sundal Collier.

Proposal of remuneration to the Board

The Annual General Meeting, as in previous years, approves the remuneration for the following mandate period until the next Annual General Meeting. The Board members will know what their remuneration is for the period for which they are elected.

In addition, it is decided that the Board be given flexibility to determine the date of payment of the approved remuneration according to what is considered practical.

The Nomination Committee considers the current remuneration to be in line with the market, and therefore it will not propose any general changes in the level of remuneration.

The Nomination Committee recommends the following remuneration for the upcoming period 2021-2022:

| Remuneration to the Board: | 2021-2022 | (2020-2021) |
|-----------------------------------|------------------|--------------------|
| Chairman of the Board | NOK 400,000 | (NOK 700,000) |
| Board members | NOK 270,000 | (NOK 270,000) |

Remuneration to the committees:

| | | |
|--|------------|--------------|
| Chairman of the Audit Committee | NOK 90,000 | (NOK 90,000) |
| Audit Committee members | NOK 70,000 | (NOK 70,000) |
| Chairman of the Compensation Committee | NOK 25,000 | (NOK 25,000) |
| Compensation Committee members | NOK 20,000 | (NOK 20,000) |

The proposal of the reduction of the remuneration to the Chairman of the Board is based on that Knut Brundtland has been more active in the business origination in ABG Sundal Collier ASA than anticipated. He will therefore receive remuneration from the subsidiary.

Proposal of members of the Nomination Committee

Members of the Nomination Committee are also elected yearly. The following members are proposed for election:

| | |
|--------------------|-------------|
| Stein Aukner | Re-election |
| Roy Myklebust | Re-election |
| Jan Petter Collier | Re-election |

| Remuneration to the Nomination Committee: 2021-2022 | (2020-2021) |
|--|----------------------------|
| Chairman of the Nomination Committee | NOK 40,000 (NOK 40,000) |
| Nomination Committee members | NOK 20,000 (NOK 20,000) |

ATTACHMENT 3: Principles for top management remuneration

These remuneration Principles have been developed in response to the public limited companies act and related top management remuneration regulations (regulation no. 2730/2020). These Principles shall be approved annually by the General Meeting. The Board has the authority to deviate from the Principles if; 1) new regulations conflict with the Principles; or 2) deemed necessary in the best interests of the company and the shareholders, and the deviation is in compliance with applicable laws and regulations.

Top Management includes the Group CEO and executive committee members reporting directly to the Group CEO.

ABGSC's remuneration policies are based on long-term commitment, a risk-balanced attitude, client focus and teamwork. The total remuneration shall be competitive and market based as well as supporting the Group's and the Employer Entity's business strategy, goals, long-term interests and vision.

The investment banking industry is characterised by strong competition for highly qualified personnel, and a competitive compensation model is of great importance to recruit and retain competent management and staff. The remuneration to top management is based on the same principles for remuneration that apply to all partners of the Group. Compensation to partners and employees consists of a fixed salary and a variable discretionary compensation. The variable compensation pool is dependent on the Company's results.

If an individual's remuneration includes a variable remuneration component, there shall be an appropriate balance between fixed and variable portions. Total variable remuneration must not be so large that it limits the Group's or the Employer Entity's ability to maintain a sufficient capital base. The fixed remuneration shall be the employee's primary remuneration component and staff should not expect or depend on variable remuneration. It is possible to set the variable remuneration to zero.

Fixed remuneration

Fixed remuneration consists of base salaries, pensions and other benefits and the payments related to long-term share incentive plans. Fixed remuneration shall primarily reflect relevant professional experience and organisational responsibility.

ABGSC has established a long-term share incentive plan to increase shareholding among partners to and strengthen the alignment between shareholders and staff. Shares acquired under the long-term incentive plan are restricted for 5 years in accordance with the company's Partner Share Agreement. Individuals participating in the long-term incentive plan will be subject to a pre-defined additional compensation as a percentage of the value of the shares acquired, payable at the time the Shares have vested.

Variable remuneration

Variable remuneration shall reflect a sustainable and risk-adjusted performance as well as performance in excess of that required to fulfil the employee's job description as part of the terms of employment. The assessment of an individual's performance shall consider financial and non-financial parameters and is primarily based on the following criteria:

- Business generation (business development and revenue contribution)
- Operational excellence (strategy execution, management performance, quality in operation)
- Compliance (demonstrated compliance with rules, regulations, policies etc.)

Basis and assessment criteria

Earnings that form the basis for any variable remuneration shall consist of risk-adjusted profit measures, considering both current and future risks. Consideration shall be taken to use of liquidity and the actual cost of the capital of the business. If subjective assessments are used to adjust the results based on risk, the considerations taken when adjusting shall be balanced and documented.

Both financial and non-financial targets reflecting ABGSC's long-term strategy and business principles shall be used for individual performance assessments. Financial performance criteria shall be forward

looking and determined by the Group's and respective Employer Entity's assessment of credit risks, financial risks and operational risks.

Deferrals

ABGSC has implemented variable compensation deferral mechanisms for top management, in accordance with regulations applicable for their respective employment entities. This mechanism reduces the risk of short-term unauthorised risk-taking and other unacceptable behaviour and supports the Group's and the Employer Entity's business long-term interests and profitability.

For top management employed in Norway, local regulations require that variable remuneration shall compose of ABGSC shares ("Shares") amounting to at least 50% of total variable remuneration. The equity-based remuneration shall be deferred and vest over a period of three years. The individual may as an alternative to buying Shares from the company choose to either buy Shares in the market or transfer existing Shares into a blocked account as far as the number of Shares are equivalent or higher than the number of Shares calculated on the terms above.

For top management employed in Sweden, local regulations require at least 40% of variable remuneration be deferred and vest over a period of at least 4 years before it is paid to the individual.

Loss of deferred Variable Remuneration

Vesting of deferred variable remuneration shall be terminated in whole or in part, if it is retrospectively determined that the (1) individual, (2) profit centre or (3) Group or Employer Entity has not fulfilled the performance criteria that formed the basis for payment of Variable remuneration. In addition, deferred variable remuneration can be terminated in whole or in part should the Group's or Employer Entity's position have been significantly deteriorated, particularly if the Group or the Employer Entity no longer can assume to continue the business.

All deferred Variable remuneration may fully or partially be terminated if it can be determined that the variable remuneration was a result of incorrect information or fraudulent/unacceptable behaviour. For example, where the individual acted in violation with internal or external regulations and policies, received a disciplinary penalty from a regulator or other enforcement agency or body or the individual's behaviour has led to supervisory actions taken by authorities against the Employer Entity or any other legal entity within the Group.

Deferred variable remuneration payable to previously employed Risk Takers may be terminated if such individual has acted maliciously against the Group or the Employer Entity, for example through solicitation of customers or staff in violation of the employment agreement between the Employer Entity and the individual.

In cases which could lead to possible loss, in whole or in part, of variable remuneration and the circumstances remain under investigation when the deferred variable remuneration at earliest, may be paid/vested, any payment/vesting of deferred variable remuneration shall be postponed until conclusions of such investigation has been presented where after a general evaluation and decision regarding payment of deferred variable remuneration will be decided.

A decision regarding loss, in whole or in part, of deferred variable remuneration shall in connection with the evaluation prior to payment be confirmed in writing to the individual and include reasons regarding loss of deferred variable remuneration. When deferred variable remuneration is paid or vested in full, the individual shall receive a written confirmation in connection with the regular payment of variable remuneration.

Employment termination

All top management has an employment termination notice period of 6 months. After the notice period, fixed salary, pension contributions and other benefits are stopped. There are no pre-agreed arrangements related to employment termination, early retirement or additional pension contribution for any staff or member of the top management.

Process

Variable remuneration to all staff within the Group is approved by the ABGSC Holding Board and by the Boards of the Employer Entities where such approval is a regulatory requirement. The approval is based on recommendations from the respective compensation committees and the Group's Executive Committee.

Any changes to Corporate Remuneration Policies and, hereunder, principles for top management remuneration will be subject to approval from the ABGSC Holding Board based on recommendations from the Compensation Committee and the Group Executive Committee.

ATTACHMENT 4: Notice of attendance

In response to social distancing measures, shareholders are requested to avail themselves of the possibilities of voting by proxy and as far as possible to refrain from attending in person. For proxy, see attachment 5.

If you wish to attend the Ordinary General Meeting, please sign this notice of participation and return to:

ABG Sundal Collier Holding ASA,
Postboks 1444 Vika, 0115 OSLO
e-mail: firmapost@abgsc.no

The notice of attendance must be received by ABG Sundal Collier Holding ASA no later than 16:00 CET on 19 April 2021.

Notice of attendance

I hereby give notice of my attendance at the ABG Sundal Collier Holding ASA Ordinary General Meeting of Shareholders to be held on 20 April 2021:

_____ as the owner of _____ shares
(Name in capital letters) (number of)

Place:

Date:

Signature

ATTACHMENT 5: Proxy form

If you wish to be represented by a proxy, please sign this proxy form and return to:

ABG Sundal Collier Holding ASA, Postboks 1444 Vika, 0115 OSLO

e-mail: firmapost@abgsc.no

This form must be received by ABG Sundal Collier Holding ASA no later than 16:00 CET on 19 April 2021.

Proxy form

The undersigned is the owner of _____ shares (the "Shares") in ABG Sundal Collier Holding ASA.

The undersigned hereby gives * _____ proxy to represent and vote on my behalf at the ABG Sundal Collier Holding ASA Ordinary General Meeting of Shareholders to be held on 20 April 2021.

If the undersigned shareholder so desires, and the Chairman of the Annual General Meeting has been appointed as proxy, the voting instruction below can be used and the Chairman will vote on your behalf in accordance with the instructions.

| Resolution | Vote for | Vote against | Do not vote |
|--|----------|--------------|-------------|
| 2. Election of chairman of the meeting and at least one person to co-sign the minutes with the chairman | | | |
| 3. Approval of the notice of meeting and agenda | | | |
| 4. Approval of the annual financial statement and the Board of Directors report for 2020 | | | |
| 5. Payment to shareholders <i>The Board proposes that the General Meeting approve a dividend payment of NOK 0.83 per share to shareholders as at 20 April 2021</i> | | | |
| 6. Approval of Auditor's remuneration | | | |
| 7. Remuneration for the members of the Board of Directors and the committees | | | |
| 8. Board of Directors' Corporate Governance Statement (no voting) | | | |
| 9. Declaration of principles for the Company's remuneration policy for top management. | | | |
| 10. Election of members to the Nomination Committee Re-election of Stein Aukner as chairman of the committee Re-election of Roy Myklebust as member of the committee Re-election of Jan Petter Collier as member of the committee | | | |
| 11. Election of Board members Re-election of Knut Brundtland as Chairman of the Board Re-election of Jan Petter Collier as Deputy Chairman of the Board Re-election of Arild A. Engh as member of the Board Re-election of Adele Norman Pran as member of the Board Re-election of Martina Klingvall Holmström as member of the Board | | | |
| 12. Power of attorney to acquire own shares | | | |
| 13. Power of attorney to issue new shares | | | |

Place:

Date:

Name in capital letters: _____

Signature

* If no indication is given, the proxy will be considered granted to the Chairman of the Annual General Meeting