

## AF GRUPPEN ASA

### Minutes of an extraordinary general meeting

An extraordinary general meeting of AF Gruppen ASA, org. no. 938 702 675 (the "**Company**") was held on 2 April 2020.

Due to infection control considerations related to the COVID-19 virus, the meeting was, as previously announced, held by electronic means through an online solution.

A record of shareholders represented at the meeting is attached to these minutes.

#### Agenda:

#### 1. Election of chairman and one person to countersign the minutes

Pål Egil Rønn was elected as chairperson, and Morten Grongstad was elected to co-sign the minutes along with the chairperson.

The resolution was passed unanimously.

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

The notice and the agenda were approved.

The resolution was passed unanimously.

#### 3. Proposed authorization for the Board to increase the share capital for redemption of options

The general meeting passed the following resolution:

- (i) *The Board is authorised to increase the share capital by issuing new shares.*
- (ii) *The share capital may be increased by up to NOK 125,000, divided into a maximum of 2,500,000 shares, each with a face value of NOK 0.05.*
- (iii) *The statement of the share capital and number of shares in Article 4 of the Articles of Association shall be changed correspondingly.*
- (iv) *The authority may only be used to issue shares to employees of the group by the redemption of options.*
- (v) *The Board may decide to deviate from the shareholders' pre-emptive right to subscribe for shares under section 10-4 of the Public Limited Companies Act.*
- (vi) *This authorisation is valid until the 2020 Annual General Meeting, but not later than 30 June 2020.*

70,589,776 shares voted in favor of the proposal. 1,773,040 shares voted against the proposal. 73,087 shares abstained from voting.

There were no further matters on the agenda so the meeting was closed.

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Pål Egil Rønn  
(sign.)

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Morten Grongstad  
(sign.)

**Attendance Summary Report**

**10:23:16**

**Registered Attendees: 60**  
**Total Votes Represented: 72 643 129**  
**Total Accounts Represented: 94**  
**Total Voting Capital: 103 065 277**  
**% Total Voting Capital Represented: 70,48 %**

	Sub Total:	60	0	72 643 129	
<u>Capacity</u>		<u>Registered Attendees</u>	<u>Registered Non-Voting Attendees</u>	<u>Registered Votes</u>	<u>Accounts</u>
Shareholder (web)		59	0	2 364 471	59
3rd Party Proxy		1	0	70 278 658	35

  
Freddy Hermansen  
DNB Bank ASA Securities Services Registrars Department

The Chairman  
AF Gruppen

02 April 2020

Dear Sir,

As scrutineer appointed for the purpose of the Poll taken at the Annual General Meeting of the Members of the Company held on 2 april 2020 HEREBY CERTIFY that the result of the Poll is correctly set out as follows:-

Issued share capital: 103 065 277

	<b>VOTES FOR / FOR</b>	<b>%</b>	<b>VOTES MOT /</b>	<b>%</b>	<b>VOTES TOTAL</b>	<b>% of ISC VOTED</b>	<b>VOTES AVSTAR /</b>
1.	4 895 609	100,00	0	0,00	4 895 609	4,75 %	96 027
2.	72 249 163	100,00	0	0,00	72 249 163	70,10 %	23 360
3.	70 589 776	97,55	1 773 040	2,45	72 362 816	70,21 %	73 087

Yours faithfully,



Freddy Hermansen  
DNB Bank ASA Securities Services Registrars Department