

# THE BOARD OF DIRECTORS' REASONING AND PROPOSAL FOR THE RESOLUTIONS TO BE PASSED

## **Item 1            Opening of the general meeting by the person appointed by the Board of Directors to open the meeting (no voting)**

The general meeting will be opened by the Chair of the Board of Directors, Kristian Monsen Røkke, or the person he appoints.

## **Item 2            Election of a person to chair the meeting, and a person to sign the minutes of meeting**

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

*"The Chair of the Board of Directors, or the person he appoints, is elected to chair the meeting. Pernille Brente is elected to co-sign the minutes."*

## **Item 3            Approval of the notice of the meeting and the agenda**

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

*"The general meeting approves the notice and agenda for the meeting."*

## **Item 4            Approval of the 2023 annual accounts of Aker Carbon Capture ASA and Annual Report**

The Annual Report of 2023, which consists of the annual accounts, the auditor's report and the Corporate Governance Report, is available at the Company's website [www.akercarboncapture.com](http://www.akercarboncapture.com).

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

*"The General Meeting adopts the 2023 annual accounts and Annual Report for Aker Carbon Capture ASA, including the proposal from the Board of Directors that no dividend shall be distributed."*

## **Item 5            Consideration of the Board of Directors' Corporate Governance Report (no voting)**

The Corporate Governance Report is available at the Company's website [www.akercarboncapture.com](http://www.akercarboncapture.com). The Board of Directors will present the Corporate Governance Report to the general meeting for consideration.

## **Item 6            Determination of remuneration of the auditor**

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

*"The General Meeting resolves to approve the auditor's fee of NOK 250,000 for the audit of Aker Carbon Capture ASA for 2023."*

## **Item 7            Advisory vote on the Remuneration Report**

In accordance with section 6-16b of the Norwegian Public Limited Liability Companies Act, the Board of Directors has prepared a report on the awarded and due salary and remuneration of executive management of the Company for 2023. The Remuneration Report is available at the Company's website [www.akercarboncapture.com](http://www.akercarboncapture.com).

The Board of Directors will present the Remuneration Report to the general meeting for advisory vote and proposes that the general meeting passes the following resolution:

*"The General Meeting endorses the Remuneration Report."*

#### **Item 8 Election of shareholder-elected members of the Board of Directors**

The proposal from the Nomination Committee is available at the Company's website [www.akercarboncapture.com](http://www.akercarboncapture.com). The proposal is that the directors Kristian Monsen Røkke (Chair) and Bent Christensen (director) are re-elected in their current positions.

The Board of Directors proposes that the general meeting passes the following resolution based on the proposal from the Nomination Committee:

*"In accordance with the proposal from the Nomination Committee, Kristian Monsen Røkke and Bent Christensen are re-elected in their positions for a period of two years. After the resolution, the persons listed below shall hereby constitute the Company's Board of Directors elected by the shareholders:*

- *Kristian Monsen Røkke (Chair)*
- *Bent Christensen*
- *Oscar Fredrik Graff*
- *Nina Kristine Jensen*
- *Liv Monica Bargem Stubholt*
- *Linda Litlekalsøy Aase."*

#### **Item 9 Remuneration of the Board of Directors and Audit Committee**

The recommendations of the Nomination Committee are available at the Company's website [www.akercarboncapture.com](http://www.akercarboncapture.com). The Board of Directors proposes that the general meeting passes the following resolution based on the proposal from the Nomination Committee:

*"The board members' annual remuneration from the annual general meeting 2023 until the annual general meeting 2024 shall be:*

- *NOK 662,000 to the Chair of the Board of Directors*
- *NOK 341,000 to each of the directors*
- *NOK 200,000 in addition to the Chair of the Audit Committee*
- *NOK 116,000 in addition to each of the other members of the Audit Committee.*

*For shareholder elected directors, it was noted that employees of Aker companies, other than REV Ocean AS where the employee receives 50 percent of the fee, do not receive the remuneration personally, but that payment is made to their respective employer company."*

#### **Item 10 Remuneration of the members of the Nomination Committee**

The recommendations of the Nomination Committee are available at the Company's website [www.akercarboncapture.com](http://www.akercarboncapture.com). The Board of Directors proposes that the general meeting passes the following resolution based on the proposal from the Nomination Committee:

*"The remuneration rates for the period from the annual general meeting 2023 until the annual general meeting 2024 shall be set as follows:*

- *NOK 55,000 to the Chair of the Nomination Committee*
- *NOK 44,000 to each member of the Nomination Committee.*

*It was noted that employees of Aker companies do not receive the remuneration personally, but that payment is made to their respective employer company."*

#### **Item 11 Authorisation to the Board of Directors to increase the share capital**

The Board of Directors proposes that the general meeting grants the Board of Directors an authorisation to increase the share capital limited to a nominal value of 20% of the current share capital in connection with future capital raises, without the need to call for a general meeting. Such authorisation will give the Board of Directors the necessary flexibility and possibility to act promptly in the event of future capital raises to be able to strengthen the Company's equity if needed.

The purpose of the authorisation implies that the preferential rights for existing shareholders to subscribe for new shares can be set aside if the authorisation is used.

On this basis, the Board of Directors proposes that the general meeting passes the following resolution:

*The Company's Board of Directors is authorised to increase the share capital pursuant to the Norwegian Public Limited Liability Companies Act section 10-14, on the following conditions*

- 1) The share capital may on one or more occasions be increased by a total of up to NOK 120,848,443.*
- 2) The authorisation shall be valid until the annual general meeting in 2025, but no later than 30 June 2025.*
- 3) The shareholders' pre-emption right for subscription of shares pursuant to the Norwegian Public Limited Liability Companies Act section 10-4 may be set aside.*
- 4) The authorisation includes increase of the share capital against non-cash contributions and the right to assume special obligations on the Company pursuant to the Norwegian Public Limited Liability Companies Act section 10-2.*
- 5) The authorisation includes merger pursuant to the Norwegian Public Limited Liability Companies Act section 13-5.*
- 6) The Board decides the other terms and conditions for the share capital increase and may amend the articles of association following the completion of share capital increases pursuant to the terms in this authorisation.*

#### **Item 12 Authorisation to the Board of Directors for acquisition of treasury shares in connection with acquisitions, mergers, de-mergers or other transactions**

The Board of Directors proposes that the general meeting grants the Board of Directors an authorisation to acquire treasury shares with an aggregate nominal value of up to approximately 10% of the Company's share capital. The authorisation may only be used for the purpose of using the Company's shares as consideration in connection with acquisitions, mergers, de-mergers or other transactions.

On this basis, the Board of Directors proposes that the general meeting passes the following resolution:

*"(a) The Company's Board of Directors is authorised to acquire own shares in the Company up to 10% of the share capital (with an aggregate nominal value of NOK 60,424,221). The power of attorney also provides for agreements regarding pledges over its own shares.*

*(b) The highest and lowest purchase price for each share shall be NOK 200 and NOK 1, respectively. The power of attorney may only be used for the purpose of utilizing the Company's shares in connection with acquisitions, mergers, de-mergers or other transactions. The board is otherwise free to decide the method of*

acquisition and disposal of the Company's shares. The power of attorney can also be used in situations referred to in section 6-17 of the Securities Trading Act.

(c) *The power of attorney is valid until the annual general meeting in 2025, however not after June 30, 2025.*"

The general meeting shall vote over three authorisations for acquisition of treasury shares, see agenda item 12, 13 and 14. Each of the authorisations are structured to allow acquisition of treasury shares up to 10% of the share capital. For the avoidance of doubt, the authorisations do not allow acquisition of treasury shares for the limits combined up to 30% in total. The three authorisations cannot be exercised, together or individually, in a way where the Company's holding of treasury shares at any time exceeds 10% of the Company's share capital, including any existing holdings of treasury shares prior to the transaction(s).

**Item 13 Authorisation to the Board of Directors for acquisition of treasury shares in connection with share purchase and incentive programs for employees**

The Board of Directors proposes that the general meeting grants the Board of Directors an authorisation to acquire treasury shares with an aggregate nominal value of up to approximately 10% of the Company's share capital. The authorisation may only be used for the purpose of sale and/or transfer to employees in the Company as part of the share program for such employees, as approved by the Board of Directors. The Board of Directors proposes that the general meeting passes the following resolution:

*"(a) The Board of Directors is authorised to acquire own shares in the Company up to 10% of the share capital (with an aggregate nominal value of NOK 60,424,221). The power of attorney also provides for agreements regarding pledges over its own shares.*

*(b) The highest and lowest purchase price for each share shall be NOK 200 and NOK 1, respectively. The power of attorney may only be used for the purpose of sale and/or transfer to employees as part of the Company's share purchase and incentive programs, as approved by the Board of Directors. The board is otherwise free to decide the method of acquisition and disposal of the Company's shares. The power of attorney can also be used in situations referred to in section 6-17 of the Securities Trading Act."*

(c) *The power of attorney is valid until the annual general meeting in 2025, however not after June 30, 2025.*"

The general meeting shall vote over three authorisations for acquisition of treasury shares, see agenda item 12, 13 and 14. Each of the authorisations are structured to allow acquisition of treasury shares up to 10% of the share capital. For the avoidance of doubt, the authorisations do not allow acquisition of treasury shares for the limits combined up to 30% in total. The three authorisations cannot be exercised, together or individually, in a way where the Company's holding of treasury shares at any time exceeds 10% of the Company's share capital, including any existing holdings of treasury shares prior to the transaction(s).

**Item 14 Authorisation to the Board of Directors for acquisition of treasury shares for the purpose of investment or for subsequent sale or deletion of such shares**

The Board of Directors proposes that the general meeting grants the Board of Directors the authorisation to acquire treasury shares with an aggregate nominal value of up to approximately 10% of the Company's share capital. The authorisation may only be used for the purpose of purchasing treasury shares for investment purposes or for subsequent sale or deletion of such shares. The Board of Directors proposes that the general meeting passes the following resolution:

*"(a) The Company's Board of Directors is authorised to acquire own shares in the Company up to 10% of the share capital (with an aggregate nominal value of NOK 60,424,221). The power of attorney also provides for agreements regarding pledges over its own shares.*

(b) *The highest and lowest purchase price for each share shall be NOK 200 and NOK 1, respectively. The power of attorney may only be used for the purpose of investment or for subsequent sale or deletion of such shares. The Board is free to decide the method of acquisition and disposal of the Company's shares. The power of attorney can also be used in situations referred to in section 6-17 of the Securities Trading Act.*

(c) *The power of attorney is valid until the annual general meeting in 2025, however not after June 30, 2025."*

The general meeting shall vote over three authorisations for acquisition of treasury shares, see agenda item 12, 13 and 14. Each of the authorisations are structured to allow acquisition of treasury shares up to 10% of the share capital. For the avoidance of doubt, the authorisations do not allow acquisition of treasury shares for the limits combined up to 30% in total. The three authorisations cannot be exercised, together or individually, in a way where the Company's holding of treasury shares at any time exceeds 10% of the Company's share capital, including any existing holdings of treasury shares prior to the transaction(s).