



*To the Shareholders of AWILCO LNG ASA*

## **NOTICE OF THE ANNUAL GENERAL MEETING**

Notice is hereby given that the Annual General Meeting of AWILCO LNG ASA will be held on May 14, 2024 at 12:30 CET.

In accordance with section 5-8 of the Norwegian Public Limited Liability Companies Act, the general meeting will be held as a phone conference meeting. Shareholders participating in the General Meeting phone conference are hereby requested to submit notification of attendance as enclosed to this notice to the Company by Monday May 13, 2024 16:00 CET. Phone conference call-in details will only be provided to shareholders who have provided notification of attendance.

Alternatively, shareholders who want to exercise their voting rights may elect one of two other options, both in accordance with the enclosed notification of attendance to be submitted to the Company by Monday May 13, 2024 16:00 CET:

- Representation by appointing a proxy
- Advance voting

In accordance with section 5-2 (1) of the Norwegian Public Limited Liability Companies Act, only shareholders in the company as of the record date on 7 May 2024 (five business days prior to the general meeting) have the right to participate and vote at the general meeting.

According to section 1-8 of the Norwegian Public Limited Liability Companies Act, as well as regulations on intermediaries covered by section 4-5 of the Norwegian Act on Central Securities Depositories and Securities Settlement etc. and related implementing regulations, the notice is sent to custodians who pass it on to shareholders for whom they hold shares. Shareholders must communicate with their custodians, who is responsible for conveying votes, proxies and/or notice of participation for the general meeting. Custodians must according to Section 5-3 of the Norwegian Public Limited Liability Companies Act register this with the company no later than 2 working days before the general meeting, i.e. no later than 10 May 2024.

Awilco LNG ASA is a public limited liability company subject to the Public Limited Liability Companies Act. The Company has 132 548 611 issued shares. Each share has one vote at the General Meeting and carry equal shareholder rights in all respects.

The shareholders have the following rights in respect of the general meeting:

- The right to attend the general meeting, either in person or by proxy.
- The right to speak at the general meeting.
- The right to require information from the members of the Board of Directors and the Chief Executive Officer about matters which may affect the assessment of (i) the approval of the annual accounts and directors' report, (ii) items which have been presented to the shareholders for decision and (iii) the Company's financial position, including information about activities in other companies in which the Company participates and other business to be transacted at the general meeting, unless the information demanded cannot be disclosed without causing disproportionate harm to the Company.
- The right to present alternatives to the Board of Directors' proposals in respect of matters on the agenda at the general meeting.

In accordance with § 6 of the Company's articles of association, the appendices to the notice will not be sent by post to the shareholders. A shareholder may nonetheless demand to be sent the appendices by post free of charge. If a shareholder wishes to have the documents sent to him, such request can be addressed to the Company by way of email to [mk@awilcolng.no](mailto:mk@awilcolng.no).

The meeting will consider the following business:

- 1. Opening of the General Meeting by the Chairman of the Board, including registration of the shares in attendance**
- 2. Election of the Chairman of the meeting, and of at least one person to countersign the minutes of the meeting together with the Chairman of the meeting**
- 3. Approval of the notice of the Annual General Meeting and the agenda**
- 4. Approval of the financial statements and the report from the Board of Directors for the financial year 2023**

The 2023 financial statements and report from the Board of Directors, in addition to the auditors' opinion, are published on the Company's website: [www.awilcolng.no](http://www.awilcolng.no).

Motion proposed by the Board of Directors:

*«The General Meeting approves the financial statements and the report from the Board of Directors for the financial year 2023.»*

- 5. Approval of board authorization to resolve and declare dividends**

The Board is committed to continue to return capital to shareholders and intend to distribute a substantial part of annual free cash flow, paid out quarterly, always subject to debt covenants, capital requirements and a robust cash buffer. This is in accordance with the revised dividend policy approved by the Board in November 2022.

Motion proposed by the Board of Directors:

- (i) *The general meeting authorises the board to resolve and declare dividends based on the Company's annual financial statements for 2023.*
- (ii) *The authority shall remain in force until the annual general meeting in 2025.*

## **6. The Board of Directors' report on corporate governance**

The corporate governance report is included in the 2023 Annual Report.

It follows from section 5-6, fourth paragraph of the Norwegian Public Limited Liability Companies Act that the General Meeting shall consider the report on corporate governance. The report shall not be put to a vote.

## **7. Approval of the Board of Directors' report on remuneration to leading persons**

The board of directors has drawn up a report on salary and other remuneration to leading persons in accordance with section 6-16b of the Public Limited Liability Companies Act. In accordance with this provision, the report will be subject to an advisory vote at the general meeting.

Motions proposed by the Board of Directors:

*«The general meeting endorses the remuneration report for leading persons for 2023. »*

## **8. Approval of remuneration to the Directors and the members of the Nomination Committee**

Please refer to the recommendations of the Nomination Committee which is available on the Company's website: [www.awilcolng.no](http://www.awilcolng.no).

Motion proposed by the Board of Directors:

*«The General Meeting approves the remuneration to the Board of Directors and the members of the Nomination Committee as recommended by the Nomination Committee. »*

## **9. Approval of auditor's fees**

In 2023 NOK 386,000.- excl. VAT was accrued in fees for statutory audit of Awilco LNG ASA.

Motion proposed by the Board of Directors:

*«The General Meeting approves the auditor's fees of NOK 386,000.- for statutory audit in 2023.»*

## **10. Election of members of the Nomination Committee**

Please refer to the recommendations of the Nomination Committee which is available on the Company's website: [www.awilcolng.no](http://www.awilcolng.no).

Motion proposed by the Board of Directors:

*«The General Meeting approves the election of members of the Nomination Committee as recommended by the Nomination Committee.»*

## 11. Election of Board of Directors

Please refer to the recommendations of the Nomination Committee which is available on the Company's website: [www.awilcolng.no](http://www.awilcolng.no).

Motion proposed by the Board of Directors:

*«The General Meeting approves the re-election of members of the Board of Directors as recommended by the Nomination Committee.»*

Oslo, April 22, 2024

For the Board of Directors of Awilco LNG ASA

Synne Syrrist

Chair of the Board