

**BERGEN CARBON SOLUTIONS AS**  
**NOTICE OF AN EXTRAORDINARY GENERAL MEETING**

Notice is hereby given of an extraordinary general meeting in BERGEN CARBON SOLUTIONS AS.

Date: 28 September 2021

Place: Virtual <https://web.lumiagm.com/123114205>

*You must identify yourself using the reference number and PIN code from VPS that you will find in investor services (Corporate Actions – General Meeting – ISIN) or sent you by post (for non-electronic actors) Shareholders can also get their reference number and PIN code by contacting DNB Bank Registrars Department by phone +47 23 26 80 20 (8:00-a.m. to 3:30 p.m. ) or by e-mail [genf@dnb.no](mailto:genf@dnb.no).*

*On the company's web page <https://bergencardsolutions.com/investors/> You will find an online guide describing more in detail how you as a shareholder can participate in the Virtual meeting.*

Time: 15:00

**Agenda:**

- 1. Opening of the general meeting**
- 2. Election of one person to chair the meeting**
- 3. Approval of the proposal for agenda and meeting notice**
- 4. Election of a person to co-sign the minutes with the chairperson**
- 5. Proposal to authorize the Board of directors to increase the company's share capital by issuing shares**

The Board proposes the establishment of an authorization to carry out an increase of share capital.

The Board considers an increase of the company's share capital to be beneficial in order to further develop the company and to ensure access to capital in order to take advantage of good business opportunities. The Board would therefore like to be granted authority to issue new shares without giving notice of an extraordinary general meeting in each individual case. The authority must be granted in accordance with the Public Limited Companies Act, Section 10-14 (1):

- a) The Board is granted authority to increase the company's share capital by up to NOK 50 900,8963. Together with the already existing granted board authorization, which was authorized by the general meeting on 31.03.2021, this constitutes 50% of the share capital in the last updated Articles of Association dated 28.07.2021. The share capital increase may be effected through one or more directed share issues. The authorization entails that the company's Board of Directors is granted authority to set the date, and to stipulate the subscription price for the new subscription.



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- b) The authorization remains in effect until the next ordinary general meeting. The deadline for holding this is 30 June 2022 according to the Public Limited Companies Act's.
- c) It shall be possible to deviate from the shareholders' preferential rights.
- d) The Board authorization does not include a capital increase against deposits in assets other than cash or the right to incur special obligations for the company pursuant to section 10-2 of the Public Limited Companies Act.
- e) The board authorization does not include a decision on a merger pursuant to section 13-5 of the Public Limited Companies Act.

Copies of the latest annual accounts, the annual report and the auditor's report have been made available at the company's offices.

From the time of the last balance date there have been no events of material importance for the company.

The English language version of this document is an office translation of the original Norwegian text. In case of discrepancies, the Norwegian text shall prevail.

Bergen, 20 September 2021

on behalf of the Board of Directors, BERGEN CARBON SOLUTIONS AS

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Dag Vikar Skansen (Chairman)

(electronically signed)



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# List of Signatures

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Name	Method	Signed at
Skansen, Dag Vikar	BANKID_MOBILE	2021-09-16 15:37 GMT+02



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**Notice of Extraordinary General Meeting**

Meeting in Bergen Carbon Solutions AS will be held on 28.09.2021 at 03:00 p.m. Virtual.

The shareholder is registered with the following amount of shares at summons: \_\_\_\_\_ and vote for the number of shares owned per Record Date: 27.09.2021

**IMPORTANT MESSAGE:**

*The Extraordinary General Meeting will be held as a digital meeting only, with no physical attendance for shareholders.*

*Please log in at <https://web.lumiagm.com/123114205>*

*You must identify yourself using the reference number and PIN code from VPS that you will find in investor services (Corporate Actions – General Meeting – ISIN) or sent you by post (for non-electronic actors) Shareholders can also get their reference number and PIN code by contacting DNB Bank Registrars Department by phone +47 23 26 80 20 (8:00-a.m. to 3:30 p.m.) or by e-mail [genf@dnb.no](mailto:genf@dnb.no).*

*On the company's web page <https://bergencardsolutions.com/investors/> You will find an online guide describing more in detail how you as a shareholder can participate in the Virtual meeting.*

Deadline for registration of proxies and instructions: 27.09 2021 at 4:00 pm

**Notice of attendance**

Shareholders are only allowed to participate online and no pre-registration is required. Shareholders must be logged in before the meeting starts.

**If you are not logged in before the general meeting starts, you will not be able to attend.** Log in starts an hour before.

Please note that shareholders who do not wish to participate online can give proxy to another person.

Information on how this can be done follows:

**Proxy without voting instructions** for Extraordinary General Meeting of Bergen Carbon Solutions AS

Ref. no.: PIN code:

**Proxy should be registered through the Company's website <https://bergencardsolutions.com/investors/> or through VPS Investor Services.**

For granting proxy through the Company's website, the above-mentioned reference number and PIN code must be stated. In VPS Investor Services chose *Corporate Actions - General Meeting – ISIN*.

Alternatively you may send this form by e-mail to [genf@dnb.no](mailto:genf@dnb.no), or by regular Mail to DNB Bank ASA, Registrars Department, P.O.Box 1600 Centrum, 0021 Oslo, Norway. The proxy must be received no later than **27.09 2021 at 04:00 p.m. The form must be dated and signed in order to be valid.**

If you do not state the name of the proxy holder, the proxy will be given to the Chair of the Board of Directors or an individual authorised by him or her.

**The undersigned:** \_\_\_\_\_

hereby grants (tick one of the two)

the Chair of the Board of Directors (or a person authorised by him or her), or

\_\_\_\_\_ (NB: Proxy holder must send an e-mail to [genf@dnb.no](mailto:genf@dnb.no) for log in details)  
(Name of proxy holder in capital letters)

proxy to attend and vote for my/our shares at the Extraordinary General Meeting of Bergen Carbon Solutions AS on 28.09.2021.

Ref. no.:

PIN code:

**Proxy with voting instructions** for Extraordinary General Meeting in Bergen Carbon Solutions AS

*If you are unable to attend the meeting, you may use this proxy form to give voting instructions to Chair of the Board of Directors or the person authorised by him or her. For instruction to other Proxy holders, submit a Proxy without voting instructions and agreed directly with the proxy holder how votes should be cast.*

Proxies with voting instructions to Chair of The Board of Directors cannot be submitted electronically, and must be sent to [genf@dnb.no](mailto:genf@dnb.no) (scanned form) or by regular Mail to DNB Bank ASA, Registrars' Department, P.O.Box 1600 Centrum, 0021 Oslo, Norway. The form must be received by DNB Bank ASA, Registrars' Department no later than **27.09.2021 at 04:00 p.m.**

**Proxies with voting instructions must be dated and signed to be valid.**

**The undersigned:** \_\_\_\_\_

hereby grants the Chair of the Board of Directors (or the person authorised by him or her) proxy to attend and vote for my/our shares at the Extraordinary General Meeting of Bergen Carbon Solutions AS on 28.09.2021.

The votes shall be exercised in accordance with the instructions below. If the sections for voting are left blank, this will be counted as an instruction to vote in accordance with the Board's and Nomination Committee's recommendations. However, if any motions are made from the attendees in addition to or in replacement of the proposals in the Notice, the proxy holder may vote at his or her discretion. If there is any doubt as to how the instructions should be understood, the proxy holder may abstain from voting.

Agenda for the Extraordinary General Meeting 2021	For	Against	Abstention
1. Opening of the general meeting		No voting	
2. Election of one person to chair the meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Approval of the proposal for agenda and meeting notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Election of a person to co-sign the minutes with the chairperson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Proposal to authorize the Board of directors to increase the company's share capital by issuing shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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Place	Date	Shareholder's signature (Only for granting proxy with voting instructions)
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# GUIDE FOR ONLINE PARTICIPATION EXTRAORDINARY GENERALMEETING

## BERGEN CARBON SOLUTIONS AS 28.09.2021

Bergen Carbon Solutions AS will hold extraordinary general meeting on 28.09.2021 at 03:00 pm as a digital meeting, where you get the opportunity to participate online with your PC, phone or tablet. Below is a description of how to participate online.

We also point out that instead of participating online, you can give a proxy before the meeting. See the notice for further details on how to authorize a proxy. If you give a proxy, you can still log on to the general meeting to follow and ask questions, but you will not have the opportunity to vote on the items. If required a proxy can be withdrawn by requesting this once logged on.

By participating online, shareholders will receive a live webcast from the general meeting, the opportunity to ask written questions, and vote on each of the items. Secure identification of shareholders is done by using the unique reference number and PIN code assigned to each shareholder by the Norwegian Central Securities Depository (In Norwegian either "Verdipapirsentralen" or "VPS") in relation to this General Meeting.

No registration is required for shareholders who want to participate online, but shareholders **must be logged in before the general meeting starts.**

Shareholder who does not find their reference number and PIN code for access or have other technical questions is welcome to call DNB Registrars Department on phone + 47 23 26 80 20 (between 08:00 am-03:30 pm), or send an e-mail to [genf@dnb.no](mailto:genf@dnb.no)

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### HOW TO ACCESS THE ONLINE GENERAL MEETING

To be able to participate online, you must go to the following website: <https://web.lumiagm.com>

either on your smartphone, tablet or PC. All major known browsers, such as Chrome, Safari, Edge, Firefox etc. are supported.

enter Meeting ID: **123-114-205** and click **Join**:

You must then identify yourself with.

**a) Ref. number from VPS for the general meeting**

**b) PIN code from VPS for general meeting**

**You will have the opportunity to log in one hour before the general meeting starts.**

Once you have logged in, you will be taken to the information page for the general meeting. Here you will find information from the company, and how this works technically. Note that you must have internet access throughout the meeting.



## HOW TO RECEIVE YOUR REFERENCE NUMBER AND PIN CODE

All shareholders registered in the VPS are assigned their own unique reference and PIN code for use in the General Meeting, available to each shareholder through VPS Investor Services. Access VPS Investor Services, select Corporate Actions, General Meeting. Click on the ISIN and you can see your reference number (Ref.nr.) and PIN code.

All VPS directly registered shareholders have access to investor services either via <https://www.euronextvps.no> or internet bank. Contact your VPS account operator if you do not have access.

Shareholders who have not selected electronic corporate messages in Investor Services will also receive their reference number and PIN code by post together with the summons from the company (on registration form).

**Custodian registered shareholders:** Shares held through Custodians (nominee) accounts must be transferred to a segregated VPS account registered in the name of the shareholder to have voting rights on the General Meeting. Once shares are transferred to the segregated VPS account, a reference number and PIN code are assigned to this account. Please contact your custodian for further information.

## HOW TO VOTE

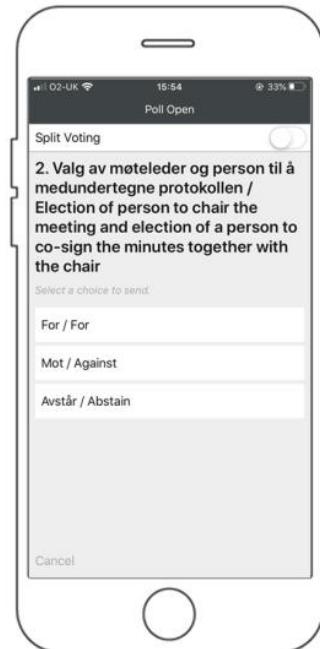
Once the represented shares have been counted, all items will be opened for voting. Items are closed as the general meeting considers them. Items will be pushed to your screen. Click on the vote icon that appears if you click away from the poll. 

To vote, simply select your voting direction from the options shown on screen. A confirmation message will appear to show your vote has been received.

**For - Vote received**

To change your vote, simply select another voting direction. You can also choose to cancel. You can change or cancel your vote until the chair of the meeting concludes the vote on the individual items. Your last choice will be valid. You can choose to vote on all items as soon as this is available.

**NB: Logged in shareholders who have given a proxy, will not have the opportunity to vote.**



## QUESTIONS TO THE CHAIRPERSON

Questions or messages relating to the items on the agenda can be submitted by the shareholder or appointed proxy at any time during the Q&A session up until the chairperson closes the session.

If you would like to ask a question relating to the items on the agenda, select the messaging icon. 

Enter your question in the message box that says "Ask a Question". When you have finished writing your question, click on the submit button.

Questions submitted online will be moderated before going to the chair. This is to avoid repetition of questions as well as removal of inappropriate language.

**All shareholders who submit questions will be identified with their full names, but not holding of shares.**

## DOWNLOADS

Links will be available on the info screen. When you click on a link, the selected document will open in your browser.

Data usage for streaming the meeting or downloading documents via the platform varies depending on individual use, the specific device being used for streaming or download (Android, iPhone, etc) and your network connection (3G, 4G).