

**INNKALLING TIL
ORDINÆR GENERALFORSAMLING
I
BERGEN CARBON SOLUTIONS AS**

Det innkalles med dette til ordinær generalforsamling i
BERGEN CARBON SOLUTIONS AS.

Dato: 21. april 2022
Klokkeslett: 12:00

Sted:

Elektronisk møte

<https://web.lumiagm.com/#/142329632>

Du må identifisere deg ved hjelp av referansenummeret og PIN-koden fra VPS som du finner i investortjenester (hendelser – generalforsamling – ISIN) eller tilsendt per post (for ikke elektroniske aktører) Aksjonærer kan også få referansenummer og PIN-kode ved å kontakte DNB Bank Verdipapirservice på telefon +47 23 26 80 20 (08:00-15:30) eller per e-post genf@dnb.no På Selskapets nettside <https://bergencarbonsolutions.com/investors/> finner du en online guide som beskriver mer i detalj hvordan du som aksjonær kan delta på den digitale, ekstraordinære generalforsamlingen

Til behandling foreligger:

1. Åpning av generalforsamlingen
2. Registrering av fremmøtte aksjonærer og fullmakter
3. Valg av møteleder
4. Godkjenning av innkallingen
5. Valg av representant til å undertegne protokollen sammen med møtelederen
6. Godkjenning av årsregnskap og årsberetning

**NOTICE OF AN ORDINARY
GENERAL MEETING
IN
BERGEN CARBON SOLUTIONS AS**

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

Date: 21. April 2022
Time: 12:00

Place:

Virtual <https://web.lumiagm.com/#/142329632>

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

Agenda:

1. Opening of the general meeting
2. Registration of attending shareholders and proxies
3. Election of one person to chair the meeting
4. Approval of the proposal for agenda and meeting notice
5. Election of a person to co-sign the minutes with the chairperson
6. Approval of the annual accounts and report



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Selskapets årsregnskap og styrets årsberetning for regnskapsåret 2021, samt revisors årsberetning, er lagt ut på selskapets nettside
<https://bergencarbonsolutions.com/investors/>

7. Honorar til styrets medlemmer

Styret foreslår at det gjøres en årlig vurdering av styrehonorar for det kommende året. Det vil bli gjort en årlig vurdering av honorarer til styret, neste gang i forbindelse med ordinær generalforsamling i 2023.

Styret foreslår å sette et årlig styrehonorar for regnskapsåret 2022 på NOK 200 000 til samtlige styremedlemmer og NOK 335 000 til styreleder.

8. Godtgjørelse til revisor

Styret foreslår at revisors bistand til Selskapets revisjon mv. for regnskapsåret 2021 skal godtgjøres etter regning.

9. Tildeling av styrefullmakt til å beslutte kapitalforhøyelse ved nytegning av aksjer

Styrets eksisterende fullmakt til å beslutte kapitalforhøyelse ved nytegning av aksjer utløper ved den ordinære generalforsamlingen i 2022. Styret ønsker å foreslå at styret tildeles en ny fullmakt til å forhøye Selskapets aksjekapital.

Styrets begrunnelse for å foreslå at generalforsamlingen gir styret fullmakt til å forhøye aksjekapitalen er å gi styret anledning til å sikre kapitaltilgang på egnet tidspunkt og etablere ytterligere handlingsrom for selskapet.

På denne bakgrunn foreslår styret at generalforsamlingen fatter følgende vedtak:

- a) *Aksjekapitalen skal i alt kunne forhøyes med NOK 25 815,63, men slik at den samlede maksimale utvidelsen under denne fullmakten og den vedtatt under punkt 10 ikke skal overstige 24,6 %. Fullmakten kan benyttes flere ganger innen den angitte rammen. Tegningskurs og andre tigningsvilkår fastsettes av styret innenfor*

The Company's annual accounts and the board's report for the financial year 2021, as well as the auditor's report, have been made available on the company's website
<https://bergencarbonsolutions.com/investors/>

7. Remuneration of the members of the board

The board proposes that remuneration of the members of the board for the upcoming year is evaluated annually.

The remuneration of the members of the board will be evaluated annually, next time in connection with the annual general meeting in 2023.

The board proposes that all board members are remunerated with NOK 200,000 and the chairman is remunerated with NOK 335,000 for the financial year 2022.

8. Remuneration of the auditor

The board proposes that the auditor's assistance to the Company's audit, etc. for the fiscal year 2021 to be reimbursed by invoice.

9. Proposal to authorize the board of directors to increase the Company's share capital by issuing shares

The board's existing authorization to increase the Company's share capital by issuing shares is effective until the general meeting in 2022. The board wants to suggest that it is granted with a new authorization to increase the Company's 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.

On this background, the board proposes that the board resolves the following resolution:

- a) *The Board is granted authority to increase the company's share capital by up to NOK 25,815.63, provided that the combined maximum amount of increase pursuant to this authorization and the authorization granted under item 10 shall not exceed 24.6%. The share capital increase may be effected through one or*



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rammene av denne fullmakten.

- b) Styrefullmakten skal gjelde til neste ordinære generalforsamling. Aksjelovens frist for å avholde denne er 30. juni 2023.
- c) Aksjeeiernes fortrinnsrett skal kunne fravikes.
- d) Styrefullmakten omfatter ikke kapitalforhøyelse mot innskudd i andre eiendeler enn penger eller rett til å pådra selskapet særlige plikter etter asl. § 10-2.
- e) Styrefullmakten omfatter ikke beslutning om fusjon etter asl. § 13-5.

10. Opsjonsavtale til ansatte

På generalforsamling avholdt 31. mars 2021 ble styret gitt fullmakt til å forhøye selskapets aksjekapital ved utstedelse av aksjer til ansatte i henhold til selskapets opsjonsprogram. Fullmakten varer til 31. mars 2023.

Styret foreslår at eksisterende fullmakt slettes og erstattes med en tilsvarende fullmakt med varighet til ordinær generalforsamling i 2024.

På denne bakgrunn foreslår styret at generalforsamlingen fatter følgende vedtak:

- a) Aksjekapitalen skal i alt kunne forhøyes med inntil NOK 5 109,8702, men slik at den samlede maksimale utvidelsen under denne fullmakten og den vedtatt under punkt 9 ikke skal overstige 24,6 %. Tegningskurs og andre tegningsvilkår fastsettes av styret innenfor rammene av denne fullmakten.
- b) Styrefullmakten skal gjelde til ordinær generalforsamling i 2024.
- c) Aksjeeiernes fortrinnsrett etter aksjeloven § 10-4 kan fravikes.
- d) Styrefullmakten omfatter ikke kapitalforhøyelse mot innskudd i andre eiendeler enn penger eller rett til å pådra selskapet særlige plikter etter asl. § 10-2.

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.

- b) The authorization remains in effect until the next ordinary general meeting. The deadline for holding this is 30 June 2023 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.

10. Option agreement for employees

On the general meeting 31 March 2021, the board was authorized to increase the Company's share capital by issuance of shares to employees in accordance with the Company's option agreement. The authorization is valid until 31 March 2023.

The board proposes that the existing authorization is deleted and replaced with a corresponding authorization which remains in effect until the ordinary general meeting in 2024.

On this background, the board proposes that the board resolves the following resolution:

- a) The Board is granted authority to increase the company's share capital by up to NOK 5,109.8702. 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.
- b) The authorization remains in effect until the ordinary general meeting in 2024.
- 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



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e) *Styrefullmakten omfatter ikke beslutning om fusjon etter asl. § 13-5.*

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.*

VEDLEGG:

Vedlegg 1: Online Guide
Vedlegg 2: Fullmaktsskjema

APPENDICES:

Appendix 1: Online Guide
Appendix 2: Proxy form

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, 09. april 2022

For styret i BERGEN CARBON SOLUTIONS AS

Dag Vikar Skansen (Styreleder)
(elektronisk signert)



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List of Signatures

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Innkalling til ordinær generalforsamling NO_ENG.pdf

Name	Method	Signed at
Skansen, Dag Vikar	BANKID_MOBILE	2022-04-09 22:10 GMT+02



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GUIDE FOR ONLINE PARTICIPATION BERGEN CARBON SOLUTIONS AS 21.04.2022

Bergen Carbon Solutions AS will hold annual general meeting on 21. April 2022 at 12:00pm 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 you also 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 (**Euronext 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 08:00-15:30), or send an e-mail to genf@dnb.no

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: 142-329-632 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



VOTING

When items are available for voting, you can vote on all items as quickly as you wish. Items are closed for voting as the general meeting considers them. Items will be pushed to your screen. Click on the vote icon if you click away from the poll.

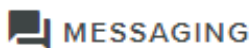
To vote, press your choice on each of the issues. FOR, AGAINST or ABSTAIN. Once you have cast your vote, you will see that your choice is marked. You also get a choice where you can vote jointly on all items. If you use this option, you can still override the choice on items one by one if desired.

To change your voice, click on another option. You can also choose to cancel. You can change or cancel your vote until the chair of the meeting concludes the voting on the individual items. Your last choice will be valid.

NB: Logged in shareholders who have given a power of attorney will not have the opportunity to vote but can follow and write messages if desired.



QUESTIONS TO THE CHAIRPERSON



MESSAGING

Questions or messages relating to the items on the agenda can be submitted by the shareholder or appointed proxy at any time during the meeting as long as chair of the meeting holds this open.

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.

Ref. no.:

PIN code:

Notice of Annual General Meeting

Meeting in Bergen Carbon Solutions AS will be held on 21. April 2022 at 12:00p.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: 20.April 2022

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/#/142329632>

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 on this form (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.

On the company's web page <https://bergencarbonsolutions.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: 20. April 2022 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.

Shareholders who do not wish to participate online can give proxy to another person.

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

Ref. no.:

PIN code:

Proxy should be registered through the Company's website <https://bergencarbonsolutions.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*.

Investor Services can be accessed either through <https://www.euronextvps.no/> or your account operator.

Alternatively you may send this form by e-mail to 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 **20. April 2022 at 4:00 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 for log in details)
(Name of proxy holder in capital letters)

proxy to attend and vote for my/our shares at the Annual General Meeting of Bergen Carbon Solutions AS on 21. April 2022.

Place

Date

Shareholder's signature (only for granting proxy)

Ref. no.:
PIN code:
Proxy with voting instructions for Annual 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 (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 **20. April 2022 at 4:00 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 Annual General Meeting of Bergen Carbon Solutions AS on 21. April 2022.

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 Annual General Meeting 2022	For	Against	Abstention
1. Opening of the general meeting		No voting	
2. Registration of attending shareholders and proxies		No voting	
3. Election of one person to chair the meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Approval of the proposal for agenda and meeting notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Election of a person to co-sign the minutes with the chairperson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Approval of the annual accounts and report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Remuneration of the members of the board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Remuneration of the auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. 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"/>
10. Option agreement for employees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Place

Date

Shareholder's signature (Only for granting proxy with voting instructions)