

List of Signatures

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**Protokoll ordinær generalforsamling 24.04.2024.pdf**

Name	Method	Signed at
Løkke, Jon Andre	BANKID	2024-04-26 00:11 GMT+02
Strømsnes, Odd	BANKID	2024-04-24 13:18 GMT+02



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**PROTOKOLL FRA
ORDINÆR GENERALFORSAMLING
I
BERGEN CARBON SOLUTIONS AS**

Den 24. april 2024 ble det avholdt ordinær generalforsamling i Bergen Carbon Solutions AS. Møtet ble avholdt elektronisk.

Til stede var:

11 266 232 stemmer av totalt 41 970 140.
Dette utgjør 26,84% av stemmene.

Til behandling forelå følgende saker:

1. Åpning av generalforsamlingen

Generalforsamlingen ble åpnet av styrets leder.

2. Registrering av fremmøtte aksjonærer og fullmakter

DNB bekreftet antall fremmøtte og fullmakter.

3. Valg av møteleder

Jon André Løkke ble enstemmig valgt til å lede møtet.

4. Godkjenning av innkallingen

Innkallingen ble enstemmig godkjent.

5. Valg av representant til å undertegne protokollen sammen med møtelederen

Odd Strømsnes ble enstemmig valgt til å undertegne protokollen sammen med møtelederen.

6. Godkjenning av årsregnskap og årsberetning

Årsregnskap og årsberetning ble enstemmig godkjent.

7. Honorar til styrets medlemmer

Foreslåtte honorar for regnskapsåret 2024 ble enstemmig godkjent. NOK 220 000 til styremedlemmene og NOK 369 000 til styreleder.

**MINUTES FROM ANNUAL
GENERAL MEETING
IN
BERGEN CARBON SOLUTIONS AS**

On 24. April 2024 annual general meeting in Bergen Carbon Solutions AS was held electronically.

The following shareholders were present:

11 266 232 votes of total 41 970 140, corresponding to 26.84% of the votes.

The following issues were resolved:

1. Opening of the general meeting

The general meeting was opened by the chairman of the board.

2. Registration of attending shareholders and proxies

DNB confirmed number of attendees and proxies.

3. Election of one person to chair the meeting

Jon André Løkke was elected to chair the meeting.

4. Approval of the notice and agenda of the meeting

The proposal of agenda was approved.

5. Election of a person to co-sign the minutes with the chairperson

Odd Strømsnes was elected to co-sign the minutes.

6. Approval of the annual accounts and report

The annual accounts and report were approved.

7. Remuneration of the members of the board

Proposed remuneration for the financial year 2024 was approved. NOK 220,000 for the board members and NOK 369,000 for the chairman.



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8. Godtgjørelse til revisor

Godtgjørelse til revisor etter regning ble enstemmig godkjent.

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

Styrets forslag om, og begrunnelse for, å tildele styret ny fullmakt til å beslutte kapitalforhøyelse ble gjennomgått. Generalforsamlingen vedtok i samsvar med styrets forslag å tildele nedenstående styrefullmakt om kapitalforhøyelse ved tegning av aksjer iht aksjeloven § 10-14 (1). Vedtaket ble gjort gjennom at 76,85% stemte for, mens 23,15% stemte mot.

- a) *Aksjekapitalen skal i alt kunne forhøyes med NOK 31 477,61. Dette tilsvarer 25% av selskapets aksjekapital. Fullmakten kan benyttes flere ganger innen den angitte rammen. Tegningskurs og andre tegningsvilkår fastsettes av styret innenfor rammene av denne fullmakten. Av denne nye fullmakten skal inntil NOK 8813,73, som representerer 7% av selskapets aksjekapital, kunne benyttes i forbindelse med opsjonsavtaler og andre typer incentivprogrammer. Denne fullmakten dekker også opsjoner allokert etter tidligere fullmakt.*
- b) *Styrefullmakten skal gjelde til neste ordinære generalforsamling. Aksjelovens frist for å avholde denne er 30. juni 2025.*
- 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.*

8. Remuneration of the auditor

Remuneration to auditor by invoice was approved.

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

In accordance with the board's proposal, the general meeting decided to grant the below board authorization to increase the company's share capital by issuing shares in accordance to section 10-14 (1) of the Public Limited Companies Act. The proposal was decided with 76.85% of the votes, 23.15% voted against.

- a) *The Board is granted authority to increase the company's share capital by up to NOK 31 477.61. This is equivalent to 25% of the company's share capital. 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. Up to NOK 8813,73, being 7% of the share capital, of this new authorisation may be used in connection with option agreements and other incentive programs. This authorisation also covers granted option agreements pursuant to former authorization.*
- b) *The authorization remains in effect until the next ordinary general meeting. The deadline for holding this is 30 June 2025 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.*



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

e) The board authorization does not include a decision on a merger pursuant to section 13-5 of the Public Limited Companies Act.

10. Utsettelse bruk av valgkomité

Generalforsamlingen godkjente enstemmig å utsette oppnevning av valgkomité frem til 2025.

10. Postponement of nomination committee

The general meeting approved to postpone the appointment of nomination committee until 2025.

11. Valg av styre

Styreleder, Jon André Løkke, og styremedlemmene Terje Fatnes, Dag Skansen og Gunnvor Dyrdi Remøy ble valgt inn med 76,88% for og 23,12% stemte mot.

Nytt styre i Bergen Carbon Solutions AS består av:

Jon André Løkke	Styreleder
Dag Vikar Skansen	Styremedlem
Terje Fatnes	Styremedlem
Finn Blydt-Svendsen	Styremedlem
Rita Glenne	Styremedlem
Gunnvor Dyrdi Remøy	Styremedlem

Det var ingen flere saker på dagsorden og møtet ble hevet.

11. Election of board

Chairman, Jon André Løkke, and board members Terje Fatnes, Dag Skansen and Gunnvor Dyrdi Remøy were elected with 76.88% of the votes, 23.12% voted against.

New board in Bergen Carbon Solutions:

Jon André Løkke	Chairman
Dag Vikar Skansen	Board member
Terje Fatnes	Board member
Finn Blydt-Svendsen	Board member
Rita Glenne	Board member
Gunnvor Dyrdi Remøy	Board member

There were no further items on the agenda and the meeting was adjourned.

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, 24. april 2024

Jon André Løkke

Møteleder / Chairperson of the meeting

Odd Strømsnes

Medundertegner / Co-Signer



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Attendance Summary Report

BERGEN CARBON SOLUTIONS AS
AGM
24 April 2024

Registered Attendees: 8
Total Votes Represented: 11,266,232
Total Accounts Represented: 20

Total Voting Capital: 41,970,140
% Total Voting Capital Represented: 26.84%

	Sub Total:	8	0	11,266,232	
<u>Capacity</u>	<u>Registered Attendees</u>		<u>Registered Non-Voting Attendees</u>	<u>Registered Votes</u>	<u>Accounts</u>
Shareholder (web)	5		0	129,729	5
3rd Party Proxy	1		0	400	1
Styrets leder med fullmakt	2		0	11,136,103	14

Freddy Hermansen
DNB Bank ASA
Avdeling Utsteder

BERGEN CARBON SOLUTIONS AS GENERAL MEETING 24 APRIL 2024

As scrutineer appointed for the purpose of the Poll taken at the General Meeting of the Members of the Company held on 24 April 2024, I HEREBY CERTIFY that the result of the Poll is correctly set out as follows:-

Issued voting shares: 41,970,140

	VOTES FOR	%	VOTES MOT / AGAINST	%	VOTES AVSTÅR / WITHHELD	VOTES TOTAL	% ISSUED VOTING SHARES VOTED	NO VOTES IN MEETING
3	11,248,232	100.00	0	0.00	18,000	11,266,232	26.84%	0
4	11,248,232	100.00	0	0.00	18,000	11,266,232	26.84%	0
5	11,248,232	100.00	0	0.00	18,000	11,266,232	26.84%	0
6	11,248,232	100.00	0	0.00	18,000	11,266,232	26.84%	0
7	11,234,552	100.00	0	0.00	31,680	11,266,232	26.84%	0
8	11,234,552	100.00	0	0.00	31,680	11,266,232	26.84%	0
9	8,634,060	76.85	2,600,492	23.15	31,680	11,266,232	26.84%	0
10	11,246,662	100.00	0	0.00	19,570	11,266,232	26.84%	0
11	8,647,740	76.88	2,600,492	23.12	18,000	11,266,232	26.84%	0

Ditt navn
DNB Bank ASA
Avdeling Utsteder



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