English office translation. In case of discrepancy, the Norwegian version shall prevail.

Til aksjeeierne i BEWI ASA

INNKALLING TIL

ORDINÆR GENERALFORSAMLING

Aksjeeierne i BEWI ASA (org. nr. 925 437 948, "**Selskapet**") innkalles til ordinær generalforsamling torsdag, 3. juni 2021 kl. 11.00 på Selskapets kontor i Dyre Halses gate 1A, i Trondheim.

På grunn av situasjonen med spredning av Covid-19 oppfordres aksjeeierne til ikke å møte fysisk i generalforsamlingen, men i stedet delta ved å avgi forhåndsstemme eller gi fullmakt til styreleder med eller uten stemmeinnstruks.

Selskapet vil forholde seg til de til enhver tid gjeldende smittevernsregler og anbefalinger gitt av myndighetene. Dette kan inkludere å begrense antall aksjonærer som møter fysisk og til å endre møteformen til et heldigitalt møte uten mulighet for fysisk oppmøte. Informasjon om dette vil bli lagt ut på Selskapets hjemmeside senest tirsdag 2. juni 2021 kl. 16 og offentliggjort i markedet samme tidspunkt.

Styret foreslår følgende dagsorden:

1. *Åpning av møtet og registrering av møtende aksjeeiere*
2. *Valg av møteleder og en person til å medundertegne protokollen*
3. *Godkjennelse av innkalling og forslag til dagsorden*
4. *Godkjennelse av årsregnskapet og styrets årsberetning for 2020, herunder utdeling av NOK 0,42 i utbytte per aksje*
5. *Behandling av styrets redegjørelse for foretaksstyring etter regnskapsloven § 3-3b*

To the shareholders in BEWI ASA

NOTICE OF

ANNUAL GENERAL MEETING

The shareholders in BEWI ASA (reg. no. 925 437 948, the "**Company**") are hereby given notice of the Annual General Meeting on Thursday, 3 June 2021 at 11.00 CET at the Company's premises in Dyre Halses gate 1A, Trondheim.

Due to the ongoing situation relating to spread of the Covid-19 disease the shareholders are encouraged to abstain from appearing in person at the General Meeting, but instead participate by casting their votes in advance or grant the Chair of the Board or another person authorization with or without voting instructions.

The Company will comply with applicable restrictions imposed or urged by the Norwegian authorities. This may include limiting the number of shareholders who may physically attend the general meeting and hold the meeting as a digital meeting without possibility to meet in person. Information will be provided at the Company's website on Tuesday 2 June 2021 at 16:00 CET at the latest and made public at the same time.

The board proposes the following agenda:

1. *Opening of the meeting and registration of attending shareholders*
2. *Election of a chair of the meeting and one person to co-sign the minutes*
3. *Approval of the notice and the proposed agenda*
4. *Approval of the annual accounts and Board of Director's report for 2020, including distribution of NOK 0.42 in dividends per share*
5. *Consider the Board of Director’s report on Corporate Governance according to the Norwegian Accounting Act Section 3-3b*

6. *Godkjennelse av styrets retningslinjer for fastsettelse av lønn og annen godtgjørelse til ledende ansatte*
7. *Valg av styremedlemmer*
8. *Fastsettelse av godtgjørelse til styrets medlemmer for perioden frem til neste ordinære generalforsamling*
9. *Fastsettelse av godtgjørelse til valgkomitéens medlemmer for perioden frem til neste ordinære generalforsamling*
10. *Godkjennelse av revisors godtgjørelse*
11. *Styrefullmakt til beslutning av kapitalforhøyelse*
12. *Styrefullmakt til erverv av egne aksjer*
13. *Styrefullmakt til beslutning om utdeling av tilleggsutbytte*

Registrering

I henhold til § 7 i Selskapets vedtekter kan aksjeeiernes rett til å delta og stemme på generalforsamlingen bare utøves når ervervet er innført i VPS den femte virkedagen før generalforsamlingen, dvs. senest torsdag 27. mai 2021. Aksjeeiere som ønsker å delta på den ordinære generalforsamlingen, selv eller ved fullmektig, bes om å fylle ut og returnere påmeldings-/fullmaktsskjema som er vedlagt som Vedlegg 2 (engelsk versjon) ved post til DNB Bank ASA, Verdipapirservice, Postboks 1600 Sentrum, 0021 Oslo, eller epost til genf@dnb.no innen mandag, 31. mai 2021 kl. 12:00 (NB! Må være mottatt innen dette tidspunktet).

Aksjeeiere som ikke har registrert sin deltakelse innen fristen kan nektes adgang med hjemmel i midlertidig lov om unntak fra krav til fysisk møte mv. for å avhjelpe konsekvenser av utbrudd av COVID-19.

En forvalter eller aksjeeier kan ikke møte eller stemme for aksjer som er registrert i VPS på særskilt investorkonto (NOM konto - forvalterregistrert). For å kunne møte på generalforsamlingen og avgi stemme for aksjene må aksjeeier overføre aksjene fra NOM kontoen (forvalterregistrert) til en VPS konto i eget

6. *Approval of the Board of Director's guidelines for salary and other remuneration of executive employees*
7. *Election of members of the Board of Directors*
8. *Remuneration to the members of the Board of Directors for the period until the next Annual General Meeting*
9. *Remuneration to the members of the Nomination Committee for the period until the next Annual General Meeting*
10. *Approval of the auditor's remuneration*
11. *Board of Directors authorization to share capital increase*
12. *Board of Directors authorization to acquire own shares*
13. *Board of Directors authorization to resolve distribution of additional dividends*

Registration

Pursuant to § 7 of the Company's articles of association, the shareholder's right to participate and vote at the general meeting may only be exercised when the acquisition is entered in the VPS the fifth business day before the general meeting, i.e. not later than Thursday 27 May 2021. Shareholders who wish to attend the general meeting, in person or by proxy, are asked to notify the Company by completing and returning the attendance or proxy form, attached as Appendix 2, by mail to DNB Bank ASA, Registrars Department, P.O.Box 1600 Centrum, 0021 Oslo, Norway or by e-mail to genf@dnb.no no later than Monday, 31 May 2021 at 12:00 CET (NB! Must be received within this deadline).

Shareholders who have not registered attendance within the deadline may be denied access pursuant to the Provisional Act on exemptions from the requirement of physical meetings to relief the consequences of COVID 19.

A nominee or shareholder may not meet or vote for shares registered in VPS on a separate investor account (NOM account). The shareholder must, in order to be able to meet and vote at the General Meeting, transfer the shares from the NOM account to a VPS account in their own name. Such re-registration navn. Slik omregistrering må fremgå av utskrift fra VPS senest på registreringsdato den femte virkedagen før generalforsamlingen.

Personer med luftveisinfeksjon eller som er pålagt karantene- eller isolasjonsplikt skal ikke delta fysisk på generalforsamlingen. Den som åpner generalforsamlingen, kan nekte personer adgang til fysisk deltagelse hvis deres tilstedeværelse etter møteåpners skjønn antas å utgjøre en smitterisiko av ovennevnte grunner. Selskapet vil i så fall legge til rette for at aksjeeiere som på denne måten nektes adgang, gis anledning til å gi fullmakt til styreleder eller andre som er til stede.

Forhåndsstemme

Aksjeeiere kan avgi sin skriftlige forhåndsstemme enten elektronisk via Investortjenester eller ved å fylle ut skjemaet for forhåndsstemme vedlagt som Vedlegg 2. Aksjeeiere som ønsker å benytte seg av adgangen til å forhåndsstemme, bes om å følge instruksjonene for dette som fremgår av Vedlegg 2 (siste side). Elektronisk forhåndsstemme må avgis innen mandag, 31. mai 2021 kl. 12:00. Dersom skjemaet for forhåndsstemme benyttes må dette returneres per post til DNB Bank ASA, Verdipapirservice, Postboks 1600 Sentrum, 0021 Oslo, eller epost til genf@dnb.no, innen mandag, 31. mai 2021 kl. 12:00 (NB! Må være mottatt innen dette tidspunktet).

Fullmakt

Aksjeeiere som ønsker å delta ved fullmektig kan gi fullmakt til styrets leder eller andre til å stemme for sine aksjer ved å benytte vedlagte fullmaktsskjema, se Vedlegg 2 (som også inneholder instrukser). Hvis det gis fullmakt til styrets leder, bør vedlagte skjema med fullmakt med stemmeinstruks fylles ut. Dersom instruksen ikke fylles ut, anses dette som en instruks om å stemme "for" styrets forslag, valgkomiteens innstilling i sak 8 og styrets anbefaling knyttet til innkomne forslag.

must be evident by a transcript from VPS at the latest by the expiry of the registration deadline the fifth business day before the general meeting.

Persons with respiratory infection or who are subject to isolation or quarantine, shall not attend the General Meeting in person. The opener of the General Meeting may deny persons entry to the General Meeting if their presence in the meeting opener's opinion can be assumed to represent a risk of infection. In such event, the Company will arrange for shareholders who are denied entry the ability to grant a proxy to the chair of the board or others present.

Advance vote

Shareholders may cast their advance vote either electronically via Investor Services or in writing by filling out the advance voting form attached as Appendix 2. Shareholders who wish to exercise the right to vote in advance, are asked to follow the instruction included in Appendix 2 (last page). Electronic advance voting must be carried out no later than Monday, 31 May 2021 at 12:00 CET. If the advance voting form is used, this must be returned by mail to DNB Bank ASA, Registrars Department, P.O.Box 1600 Centrum, 0021 Oslo, Norway or by e-mail to genf@dnb.no no later than Monday, 31 May 2021 at 12:00 CET (NB! Must be received within this deadline).

Proxy

Shareholders who wish to attend the General Meeting by proxy may authorise the Chair of the Board or another person to vote for their shares by using the attached proxy form, please see Appendix 2 (which also include instructions). If a proxy is given to the Chair of the Board, the attached form with voting instructions should be completed. If such form is not completed, this will be deemed as an instruction to vote "in favour" of the Board's proposals, the nomination committee's recommendation with respect to item 8, and the Board's proposals in relation to any proposal received.

I samsvar med vedtektene § 7 har styret besluttet at vedleggene til innkallingen ikke sendes med post til aksjeeierne. Vedleggene er lagt ut på Selskapets internettside, www.bewi.com Enhver aksjeeier kan likevel kreve at vedleggene sendes vederlagsfritt til vedkommende med post. Hvis en aksjeeier ønsker å få tilsendt dokumentene, kan henvendelse rettes til Selskapet.

In accordance with § 7 of the articles of association, the board has decided that the appendices to the notice of ordinary general meeting will not be sent by mail to the shareholders. The appendices are available at the Company's website, www.bewi.com. A shareholder may nevertheless request that the appendices are sent to him or her by mail. If a shareholder wishes to have the documents sent to him or her, enquiry may be addressed to the Company.

Per dato for innkallingen er det utstedt 148.410.874 aksjer i Selskapet, hver pålydende NOK 1 og hver med én stemme på Selskapets generalforsamling. Styret besluttet 6. mai 2021 en kapitalforhøyelse ved utstedelse av totalt 7.067.138 aksjer i Selskapet, hver pålydende NOK 1 og hver med én stemme på Selskapets generalforsamling. Kapitalforhøyelsen var per dato for innkallingen meldt, men ikke registrert i Foretaksregisteret.

As of the date of this notice there are 148,410,874 shares in the Company, each share with a nominal value of NOK 1 and each share carries one vote at the Company's general meeting. The Board resolved 6 May a share capital increase with the issuance of a total of 7,067,138 new shares in the Company, each with a nominal value of NOK 1 and each share carrying one vote at the Company's general meeting. As of the date of this notice the share capital increase was filed, but not registered in the Business Enterprise Register.

Generalforsamlingen vil bli åpnet av styrets leder

The general meeting will be opened by the Chair of the board.

* * *

Vedlegg 1: Styrets forslag til beslutninger

Vedlegg 2: Skjema for påmelding, fullmakt og forhåndsstemme

Appendix 1: The Board's proposed resolutions

Appendix 2: Form of notice of attendance, proxy and advance voting

12. mai 2021/ 12 May 2021

Med vennlig hilsen/Yours sincerely

the Board of Directors of

BEWI ASA

VEDLEGG 1 | STYRETS FORSLAG TIL BESLUTNINGER

APPENDIX 1 | THE BOARD'S PROPOSED RESOLUTIONS

SAK 2: VALG AV MØTELEDER OG EN PERSON TIL Å MEDUNDERTEGNE PROTOKOLLLEN

Styret foreslår at generalforsamlingen treffer følgende vedtak:

Per Anders Sæhle velges som møteleder, og Gunnar Syvertsen til å medundertegne protokollen.

ITEM 2: ELECTION OF A CHAIR OF THE MEETING AND ONE PERSON TO CO-SIGN THE MINUTES

The Board of Directors proposes that the General Meeting adopts the following resolution:

Per Anders Sæhle is elected as chair of the Annual General Meeting 2021, and Gunnar Syvertsen is elected to sign the minutes together with the chair

SAK 3: GODKJENNELSE AV INNKALLING OG FORSLAG TIL DAGSORDEN

Styret foreslår at generalforsamlingen treffer følgende vedtak:

Innkalling og forslag til agenda godkjennes.

ITEM 3: APPROVAL OF THE NOTICE AND THE PROPOSED AGENDA

The Board of Directors proposes that the General Meeting adopts the following resolution:

The General Meeting approves the notice and the proposed agenda.

SAK 4: GODKJENNELSE AV ÅRSREGNSKAPET OG ÅRSBERETNINGEN FOR 2020, HERUNDER UTDELING AV NOK 0,42 I UTBYTTE PER AKSJE

Selskapets årsregnskap for regnskapsåret 2020, styrets årsberetning og revisjonsberetningen er tilgjengelig på Selskapets hjemmeside https://bewi.com/investors/meetings-archive/.

Styret foreslår at det utbetales NOK 0,42 i utbytte per aksje for regnskapsåret 2020. Utbyttet foreslås utbetalt til Selskapets aksjeeiere per 3. juni 2021 (aksjeeiere registrert i VPS per 7. juni 2021), og aksjen vil da bli handlet eksklusive rett til utbytte fra og med 4. juni 2021. Forutsatt at generalforsamlingens godkjennelse av styrets forslag, planlegges utbyttet utbetalt 15. juni 2021.

Styret foreslår at generalforsamlingen treffer følgende vedtak:

Årsregnskapet og årsberetningen for 2020, herunder styrets forslag om utdeling av NOK 0,42 i utbytte per aksje, godkjennes.

ITEM 4: APPROVAL OF THE ANNUAL ACCOUNTS AND BOARD OF DIRECTOR'S REPORT FOR 2020, INCLUDING DISTRIBUTION OF NOK 0,42 IN DIVIDENDS PER SHARE

The Company's annual financial statements for the financial year 2020, the Board of Director's report and the auditor's report are available at the Company's website https://bewi.com/investors/meetings-archive/.

The Board of Directors proposes that a dividend of NOK 0.42 per share is paid for the financial year 2020. The dividend is proposed to be paid to the Company's shareholders as of 3 June 2021 (as registered in VPS on 7 June 2021), and the share will then trade ex-dividends from and including 4 June 2021. If the Board of Directors' proposal is approved, the plan is to pay the dividend on 15 June 2021.

The Board of Directors proposes that the General Meeting adopts the following resolution:

The General Meeting approves the annual accounts and Board of Director's report for 2020, including the proposed dividend distribution of NOK 0.42 per share.

SAK 5: STYRETS REDEGJØRELSE FOR FORETAKSSTYRING ETTER REGNSKAPSLOVEN § 3-3B

Generalforsamlingen skal behandle styrets redegjørelse for foretaksstyring, som er avgitt etter regnskapsloven § 3-3b. Redegjørelsen er inntatt i Selskapets årsrapport, se https://bewi.com/investors/reports-presentations/.

Det skal ikke stemmes over styrets redegjørelse for foretaksstyring.

Styret foreslår at generalforsamlingen treffer følgende vedtak:

Generalforsamlingen tok styrets redegjørelse for foretaksstyring etter regnskapsloven § 3-3b til etterretning.

ITEM 5: REPORT ON CORPORATE GOVERNANCE ACCORDING TO THE NORWEGIAN ACCOUNTING ACT SECTION 3-3B

The Annual General Meeting shall consider the Board of Director's report statement on Corporate Governance pursuant to the Norwegian Accounting Act Section 3-3b. The report is included in the Company's annual report, which is available at the Company's website: https://bewi.com/investors/reports-presentations/.

The Board of Director's report on Corporate Governance is not subject to voting.

The Board of Directors proposes that the General Meeting adopts the following resolution:

The General Meeting took note of the Board of Director's report on Corporate Governance according to the Norwegian Accounting Act Section 3-3b.

SAK 6: GODKJENNELSE AV STYRETS RETNINGSLINJER OM FASTSETTELSE AV LØNN OG ANNEN GODTGJØRELSE TIL LEDENDE ANSATTE

Styret har i samsvar med allmennaksjeloven § 6-16a utarbeidet retningslinjer for fastsettelse av lønn og annen godtgjørelse til ledende personer i Selskapet. Retningslinjene er inkludert i Selskapets årsrapport, se https://bewi.com/investors/reports-presentations/. Retningslinjene skal godkjennes av generalforsamlingen, jf. allmennaksjeloven § 6-16a femte ledd.

Styret foreslår at generalforsamlingen treffer følgende vedtak:

Styrets retningslinjer om fastsettelse av lønn og annen godtgjørelse til ledende ansatte godkjennes.

ITEM 6: APPROVAL OF THE BOARD OF DIRECTOR'S GUIDELINES FOR SALARY AND OTHER REMUNERATION OF EXECUTIVE EMPLOYEES

The Board of Directors has in accordance with the Norwegian Public Limited Liability Companies Act Section 6-16a and accompanying administrative regulations prepared guidelines for remuneration of executive employees. The guidelines are included in the Company's annual report and available on the Company's website https://bewi.com/investors/reports-presentations/. The guidelines are subject to approval by the General Meeting, cfr. the Norwegian Limited Liability Companies Act Section 6-16a paragraph 5.

The Board of Directors proposes that the General Meeting adopts the following resolution:

The General Meeting approves the board of director's guidelines for remuneration of executive employees.

SAK 7: VALG AV STYREMEDLEMMER

Det henvises til valgkomitéens forslag datert 10. mai 2021 ("Valgkomitéens Forslag"), som er tilgjengelig på Selskapets hjemmeside.

ITEM 7: ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS

Reference is made to the proposal from the Nomination Committee dated 10 May 2021 ("Nomination Committee Proposal"), which is available on the Company's website.

Styremedlem Per Nordlander har meddelt valgkomitéen at han stiller sin plass til disposisjon. I Valgkomitéens Forslag punkt 1 foreslås at Rik Dobbelaere velges som nytt styremedlem til erstatning for Nordlander.	Per Nordlander has informed that he would like to be replaced as a member of the Board of directors. The Nomination Committee proposes in item 1 of the Nomination Committee Proposal that Rik Dobbelaere is elected as a new member of the Board of Directors.
Styret foreslår i samsvar med valgkomitéens innstilling at generalforsamlingen treffer følgende vedtak:	The Board of Directors proposes in accordance with the Nomination Committee's proposal that the General Meeting adopts the following resolution:
Rik Dobbelaere velges som styremedlem.	*Rik Dobbelaere is elected as a member of the Board of directors.*
Forutsatt at generalforsamlingen vedtar den foreslåtte beslutningen, vil styre ha slik sammensetning:	Provided that the General Meeting adopts the proposed resolution, the Board of Directors will be comprised of the following persons:
Gunnar Syvertsen, leder	Gunnar Syvertsen, chair
Stig Wærnes, medlem	Stig Wærnes, board member
Maria Schauman, medlem	Maria Schauman, board member
Anne-Lise Aukner, medlem	Anne-Lise Aukner, board member
Rik Dobbelaere, medlem	Rik Dobbelaere, board member
SAK 8: FASTSETTELSE AV GODTGJØRELSE TIL STYRETS MEDLEMMER FOR PERIODEN FREM TIL NESTE ORDINÆRE GENERALFORSAMLING	**ITEM 8: REMUNERATION TO THE MEMBERS OF THE BOARD OF DIRECTORS FOR THE PERIOD UNTIL THE NEXT GENERAL MEETING**
Det henvises til Valgkomitéens Forslag, som er tilgjengelig på Selskapets hjemmeside.	Reference is made to Nomination Committee Proposal, which is available on the Company's website.
I Valgkomitéens Forslag punkt 2 foreslås følgende godtgjørelse til styrets medlemmer frem til neste ordinære generalforsamling:	In item 2 of the Nomination Committee's Proposal, the following remuneration to the members of the Board of Directors for the period until the next general meeting is proposed:
Styreleder: NOK 500 000	Chair of the Board of Directors: NOK 500 000
Øvrige styremedlemmer: NOK 275 000	Other members of the Board of Director's: NOK 275 000
I Valgkomitéens Forslag punkt 2 foreslås følgende godtgjørelse til medlemmene av revisjonskomitéen frem til neste ordinære generalforsamling:	In item 2 of the Nomination Committee's Proposal, the following remuneration to the members of the Audit Committee for the period until the next general meeting is proposed:
Revisjonskomitéens leder: NOK 75 000	Chair of the Audit Committee: NOK 75 000
Øvrige medlemmer: NOK 50 000	Other members of the Audit Committee: NOK 50 000

I Valgkomitéens Forslag punkt 2 foreslås følgende godtgjørelse til medlemmene av kompensasjonskomitéen frem til neste ordinære generalforsamling:

Kompensasjonskomitéens leder: NOK 25 000

Øvrige medlemmer: NOK 20 000

Styret foreslår at generalforsamlingen treffer følgende vedtak:

Valgkomitéens forslag til godtgjørelse til styrets medlemmer, medlemmer av revisjonskomiteen og medlemmer av kompensasjonsutvalget for perioden frem til neste ordinære generalforsamling godkjennes.

In item 2 of the Nomination Committee's Proposal, the following remuneration to the members of the Remuneration Committee for the period until the next general meeting is proposed:

Chair of the Remuneration Committee: NOK 25 000

Other members of the Remuneration Committee: NOK 20 000

The Board of Directors proposes that the General Meeting adopts the following resolution:

The General Meeting approves the Nomination Committee's proposal for remuneration to the members of the Board of Directors, to the members of the audit committee and to the members of the Remuneration Committee for the period until the next Annual General Meeting.

SAK 9: FASTSETTELSE AV GODTGJØRELSE TIL VALGKOMITÉENS MEDLEMMER FOR PERIODEN FREM TIL NESTE ORDINÆRE GENERALFORSAMLING

I Valgkomitéens Forslag punkt 2 foreslås følgende godtgjørelse til valgkomitéens medlemmer frem til neste ordinære generalforsamling:

Valgkomitéens leder: NOK 40 000

Øvrige medlemmer: NOK 25 500

Styret foreslår at generalforsamlingen treffer følgende vedtak:

Valgkomitéens forslag til godtgjørelse til valgkomitéens medlemmer for perioden frem til neste ordinære generalforsamling godkjennes.

ITEM 9: REMUNERATION TO THE MEMBERS OF THE NOMINATION COMMITTEE FOR THE PERIOD UNTIL THE NEXT GENERAL MEETING

In item 2 of the Nomination Committee's Proposal, the following remuneration to the members of the Nomination Committee the period until the next general meeting is proposed:

Chair of the Nomination Committee: NOK 40 000

Other members of the Nomination Committee: NOK 25 500

The Board of Directors proposes that the General Meeting adopts the following resolution:

The General Meeting approves the Nomination Committee's proposal for remuneration to the members of the Nomination Committee for the period until the next Annual General Meeting.

SAK 10: GODKJENNELSE AV REVISORS GODTGJØRESE

Styret foreslår at generalforsamlingen treffer følgende vedtak:

Generalforsamlingen godkjenner godtgjørelse til revisor for lovpålagt revisjon i forbindelse med årsregnskapet for 2020 etter regning.

ITEM 10: APPROVAL OF THE AUDITOR'S REMUNDERATION

The Board of Directors proposes that the General Meeting adopts the following resolution:

The General Meeting approves the remuneration to the auditor for statutory audit in relation to the annual accounts for 2020 according to accrued expenses.

SAK 11: STYREFULLMAKT TIL Å FORHØYE AKSJEKAPITALEN

For blant annet å kunne styrke Selskapets egenkapital, finansiere fremtidig vekst av Selskapets virksomhet, gjennomføre oppkjøp med oppgjør i Selskapets aksjer, samt øke likviditet og spredning av Selskapets aksjer, er det foreslått at styret gis en fullmakt til å øke Selskapets aksjekapital med inntil 20% av Selskapets aksjekapital per i dag.

For forhold som må tillegges vekt ved en investering i Selskapets aksjer, og for selskapshendelser siden siste balansedag, vises det til informasjon om Selskapet offentliggjort via www.newsweb.no og på Selskapets hjemmeside.

Forslaget innebærer at aksjeeiernes fortrinnsrett til å tegne aksjer i henhold til allmennaksjeloven § 10-4 kan fravikes, jf. § 10-5. Styret anser det for å være i Selskapets og aksjeeiernes felles interesse at styret gis fleksibilitet til å gjennomføre kapitalforhøyelser uten å måtte innkalle til en ny generalforsamling. Adgangen til å fravike fortrinnsretten er nødvendig for å kunne oppfylle formålet med den foreslåtte fullmakten.

Styret foreslår at generalforsamlingen treffer følgende vedtak:

(i) Styret gis fullmakt til å forhøye Selskapets aksjekapital med inntil NOK 31.095.602. Innenfor denne samlede beløpsrammen kan fullmakten benyttes flere ganger.

(ii) Fullmakten kan blant annet benyttes til å styrke Selskapets egenkapital, finansiere fremtidig vekst av Selskapets virksomhet, gjennomføre oppkjøp med oppgjør i Selskapets aksjer, øke likviditeten og spredningen av Selskapets aksjer og til andre formål styret beslutter.

(iii) Tegningskurs og øvrige vilkår fastsettes av styret.

(iv) Fullmakten gjelder frem til ordinær generalforsamling 2022, men likevel ikke senere enn 30. juni 2022.

ITEM 11: BOARD OF DIRECTORS AUTHORIZATION TO INCREASE THE SHARE CAPITAL

In order to, inter alia, be able to strengthen the equity of the Company, finance future growth of the Company's business, acquire companies with settlement in the Company's shares, and increase the liquidity and spread of ownership of the Company's shares, it is proposed that board of directors is granted an authorisation to increase the Company's share capital of up to 20% of the Company's share capital as of today.

With respect to matters that should be taken into account when investing in the Company's shares and for information on incidents since the last balance sheet date, reference is made to information regarding the Company made publicly available via www.newsweb.no and on the Company's website.

The proposal includes that the shareholders' preferential rights to subscribe for shares pursuant to section 10-4 of the Norwegian Public Limited Liability Company's Act ("**NPLCA**") may be set aside, cf. section 10-5. The board considers it to be in the best interest of the Company and its shareholders that the board is given flexibility to increase the share capital without being required to convene a general meeting. The right to deviate from the preferential right is necessary to attain the purpose of the authorisation.

The Board of Directors proposes that the General Meeting adopts the following resolution:

(i) The board of directors is authorised to increase the Company's share capital by up to NOK 31,095,602. Subject to this aggregate amount limitation, the authority may be used on more than one occasion.

(ii) The authorisation may inter alia be used to strengthen the equity of the Company, finance future growth of the Company's business, acquire companies with settlement in the Company's shares, increase the liquidity and spread of ownership in respect of the Company's shares and for other purposes as the board decides.

(iii) The subscription price per share and other terms are determined by the board.

(iv) The authorisation is valid until the annual general meeting in 2022, however expiring at the latest on 30 June 2022.

(v) *Aksjeeiernes fortrinnsrett til å tegne aksjer i henhold til allmennaksjeloven § 10-4 kan fravikes, jf. § 10-5.*

(vi) *Fullmakten omfatter kapitalforhøyelse mot innskudd i andre eiendeler enn penger og rett til å pådra Selskapet særlige plikter, jf. allmennaksjeloven § 10-2.*

(vii) *Fullmakten omfatter også beslutning om fusjon etter allmennaksjeloven § 13-5.*

(v) *The shareholders' preferential rights to subscribe for shares pursuant to section 10-4 of the NPLCA may be set aside, cf. section 10-5.*

(vi) *The authorisation includes share capital increases by contribution in kind and a right to inflict special obligations on the Company, cf. section 10-2 of the NPLCA.*

(vii) *The authorisation also includes resolutions on mergers pursuant to section 13-5 of the NPLCA.*

SAK 12: STYREFULLMAKT TIL ERVERV AV EGNE AKSJER

Styret foreslår at generalforsamlingen gir styret fullmakt til å erverve egne aksjer. Formålet med en slik fullmakt vil være å gi styret anledning til å optimalisere Selskapets kapitalstruktur gjennom tilbakekjøp av aksjer. Fullmakten er begrenset til å gjelde erverv av inntil 10% av Selskapets aksjekapital.

Styret foreslår at generalforsamlingen treffer følgende vedtak:

(i) *Generalforsamlingen gir styret fullmakt til å erverve aksjer i Selskapet i en eller flere omganger. Samlet pålydende verdi av aksjer som kan kjøpes på grunnlag av fullmakten kan samlet ikke overstige NOK 15.547.801 (tilsvarende 10% av aksjekapitalen på beslutningstidspunktet).*

(ii) *Den høyeste og laveste kjøpesum som kan betales for aksjene er henholdsvis NOK 500 og NOK 1. Styret står for øvrig fritt med hensyn til på hvilken måte erverv og avhendelse av egne aksjer skal skje.*

(iii) *Fullmakten skal gjelde frem til Selskapets ordinære generalforsamling i 2022, dog senest 30. juni 2022.*

(iv) *Aksjer ervervet i henhold til fullmakten skal enten slettes ved kapitalnedsettelse i Selskapet, brukes i selskapets insentivprogram, i forbindelse med investeringer innenfor Selskapets virksomhet, eller som oppgjør i eventuelle oppkjøp.*

ITEM 12: BOARD OF DIRECTORS AUTHORIZATION TO ACQUIRE OWN SHARES

The Board of Directors proposes that the General Meeting approves an authorization for acquisition of own shares. The purpose of such authorization is to allow the Board of Directors to optimize the Company's capital structure through share buy-back. The authorization is limited to a total purchase of up to 10% of the existing share capital of the Company.

The Board of Directors proposes that the General Meeting adopts the following resolution:

(i) *The General Meeting authorizes the Board of Directors to acquire shares in the Company, on one or more occasions. The total nominal value of shares acquired pursuant to this authorization may not exceed NOK 15,547,801 (equal to 10% of the Company's share capital at the time of adoption of this authorization).*

(ii) *The purchase price per share shall not be less than NOK 1 and not more than NOK 500. The purchases of own share shall otherwise be completed by the Board of Directors at its discretion.*

(iii) *The authorization is valid until the next Annual General Meeting but no later than 30 June 2022.*

(iv) *Shares acquired pursuant to this authorization shall either be subsequently cancelled by way of a share capital decrease, included in the Company's incentive program, in connection with the Company's investment or as settlement in acquisitions.*

SAK 13: STYREFULLMAKT TIL BESLUTNING OM UTDELING AV TILLEGGSUTBYTTE

Styret foreslår at generalforsamlingen gir styret fullmakt til å beslutte utdeling av tilleggsutbytte på grunnlag av det godkjente årsregnskapet for regnskapsåret 2020, jf. allmennaksjeloven § 8-2 annet ledd. Formålet med en slik fullmakt vil være å gi styret anledning til å optimalisere Selskapets kapitalstruktur og dele ut utbytte i samsvar med Selskapets tiltenkte utbyttepolitikk.

Styret foreslår at generalforsamlingen treffer følgende vedtak:

Generalforsamlingen gir styret fullmakt til å beslutte utdeling av utbytte på grunnlag av det godkjente årsregnskapet for regnskapsåret 2020 i en eller flere omganger. Fullmakten skal gjelde frem til Selskapets ordinære generalforsamling i 2022.

ITEM 13: BOARD OF DIRECTORS AUTHORIZATION TO RESOLVE DISTRIBUTION OF DIVIDENDS

The Board of Directors proposes that the General Meeting approves an authorization for distribution of additional dividend on the basis of the approved annual accounts for the financial year 2020, cfr. the Norwegian Limited Liability Companies Act Section 8-2 second paragraph. The purpose of such authorization is to allow the Board of Directors to optimize the Company's capital structure and distribute dividends in accordance with the Company's intended distribution policy.

The Board of Directors proposes that the General Meeting adopts the following resolution:

The General Meeting authorizes the Board of Directors to resolve distribution of dividends on the basis of the approved annual accounts for the financial year 2020. The authorization is valid until the 2022 Annual General Meeting.

The nomination committee's recommendation to the annual general meeting in BEWI ASA on 3 June 2021

BEWI ASA's nomination committee has the following composition:

- Liv Malvik - Chair
- Gunnar Syvertsen
- Roar Husby

The nomination committee has held a total of 5 meetings since being established in the autumn of 2020.

The current board of directors of the company has been elected until the annual general meeting in 2022 and none of the board members are up for election.

In connection with Verdane's sale of shares in BEWI ASA, board member Per Nordlander has, however, announced that he would like to resign from the board of directors.

The nomination committee has assessed the board's work and composition based on the competence needs of BEWI ASA, the company's situation, opportunities, and challenges. The committee has contacted the largest shareholder with an invitation to provide any suggestions related to the composition of the board.

For the annual general meeting of BEWI ASA on 3 June 2021, the nomination committee presents the following recommendations:

1. **Election of members to the board of directors**

The company has had a positive development since the listing on the Oslo Børs on 18 December 2020. The nomination committee is of the opinion that the current board functions well, and that the board has broad and relevant expertise and a good understanding of the company's strategic challenges and opportunities.

Board member Per Nordlander has requested to resign from his board position. On such basis, the nomination committee has recommended the election of a new board member. The nomination committee recommends that the following board member shall be elected at BEWI's annual general meeting on 3 June 2021:

Name (year of birth)	**Board position**	**New member / re-election**	**Term**
Rik Dobbelaere (1954)	Board member	New election	2 years

Rik Dobbelaere comes from Belgium and has an M.Sc. in Engineering and an MBA from the Catholic University in Leuven, Belgium.

Professional background:

CEO BEWiSynbra Group AB

CEO Synbra Holding B.V.

Various senior positions in global industrial companies:

- Global responsibility for the service division at Bombardier
- Operations Director Europe for Bombardier's Transportation Division
- Head of Intercity and High-Speed Trains at Raychem Corporation, a manufacturer of polymer components for industrial customers.

Dobbelaere was elected as board member of BEWiSynbra Group AB in 2020.

Dobbelaere owned 98,497 shares in BEWI ASA as of 31 December 2020.

The composition of the board will be as follows:

Name	**Board Position**	**New member / re-election**	**Term**
Gunnar Syvertsen	Chair	Not for election	2022
Anne-Lise Aukner	Board member	Not for election	2022
Kristina Schauman	Board member	Not for election	2022
Stig Wærnes	Board member	Not for election	2022
Rik Dobbelaere	Board member	New member	2023

In accordance with the company's Articles of Association, the board members can be elected for up to two years.

Information about the board members can be found on the company's website (see www.bewi.com). In addition, the board members' competences are described in the company's annual report.

2. Proposed remuneration to the members and committees of the board

Remuneration to the members of the board was resolved in November 2020. No change is proposed to the remuneration. Neither is a change to the remuneration for the company's audit committee or nomination committee proposed.

The nomination committee proposes that the remuneration to the company's compensation committee shall be NOK 25,000 to the chair and NOK 20,000 to a member.

Trondheim, 10 May 2021.

Ref no: **PIN code:**

Notice of Annual General Meeting

Meeting in BEWI ASA will be held on 3 June 2021 at 11.00 a.m. Address: At BEWI ASA's premises, Dyre Halses gate 1a, 7042 Trondheim, Norway

The shareholder is registered with the following amount of shares at summons: ____________________ and vote for the number of shares owned per Record Date: 27 May.2021

IMPORTANT MESSAGE:
Due to the outbreak of the corona virus Covid-19 shareholders are encouraged to abstain from appearing in person at the general meeting, but rather participate by means of advance votes or by granting a proxy. Shareholders not enrolled by the set registration deadline, may be denied attendance. Shareholders should note that additional information on proceedings of the meeting may be given on short notice and announced on the Company's profile on www.newsweb.no and the Company's website.

Deadline for registration of attendance, advance votes, proxy or instructions: 31 May 2021 at 12:00.

Advance votes

Advance votes may only be executed electronically, through the Company's website **www.BEWI.com** (use ref.nr and pin code above) or through VPS Investor Services. In Investor Services chose *Corporate Actions - General Meeting, click on ISIN.*

Notice of attendance

Notice of attendance should be registered through the Company's website www.BEWI.com or through VPS Investor Services.
For notification of attendance 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, click on ISIN.*

If you are not able to register this electronically, you may send 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.

If the shareholder is a Company, please state the name of the individual who will be representing the Company: ______________________________
The Undersigned will attend the Annual General Meeting on 3 June 2021

Place Date Shareholder's signature

Proxy without voting instructions for Annual General Meeting of BEWI ASA

If you are unable to attend the meeting, you may grant proxy to another individual.

Ref no: **PIN code:**

Proxy should be registered through the Company's website www.BEWI.com or through VPS Investor Services.
For granting proxy through the Company's website, the abovementioned reference number and pin code must be stated.
In VPS Investor Services chose *Corporate Actions - General Meeting, click on ISIN*

If you are not able to register this electronically, you may send 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. If the shareholder is a Company, the Company's Certificate of Registration must be attached to the proxy.

The undersigned ____
hereby grants (if you do not state the name of the proxy holder, the proxy will be given to the Chair of the Board of Directors)

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

☐ ____
(Name of proxy holder in capital letters)

proxy to attend and vote for my/our shares at the Annual General Meeting of BEWI ASA on 3 June 2021.

Place Date Shareholder's signature (only for granting proxy)

BEWI

Ref no: **PIN code:**

Proxy with voting instructions *for Annual General Meeting in BEWI ASA*
If you are unable to attend the meeting in person, 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. (Alternatively, you may vote electronically in advance, see separate section above.) *Instruction to other than Chair of the Board should be agreed directly with the proxy holder.*

Proxies with voting instructions can only be registered by DNB, 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 **31 May 2021 at 12.00.** If the shareholder is a Company, the Company's Certificate of Registration must be attached to the proxy.

Proxies with voting instructions must be dated and signed in order 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 BEWI ASA on 3 June 2021.

The votes shall be exercised in accordance to 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 2021	For	Against	Abstention
Item 2 - Election of a chair of the meeting and one person to co-sign the minutes	☐	☐	☐
Item 3 - Approval of the notice and the proposed agenda	☐	☐	☐
Item 4 - Approval of the annual accounts and Board of Director's report for 2020, including distribution of NOK 0.42 in dividends per share	☐	☐	☐
Item 5 - Consider the Board of Director's report on Corporate Governance according to the Norwegian Accounting Act Section 3-3b			
Item 6 - Approval of the Board of Director's guidelines for salary and other remuneration of executive employees.	☐	☐	☐
Item 7 - Election of members of the Board of Directors	☐	☐	☐
Item 8 - Remuneration to the members of the Board of Directors for the period until the next Annual General Meeting	☐	☐	☐
Item 9 - Remuneration to the members of the Nomination Committee for the period until the next Annual General Meeting	☐	☐	☐
Item 10 - Approval of the auditor's remuneration	☐	☐	☐
Item 11 - Board of Directors authorization to share capital increase	☐	☐	☐
Item 12 - Board of Directors authorization to acquire own shares	☐	☐	☐
Item 13 - Board of Directors authorization to resolve distribution of dividends	☐	☐	☐

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