

Til aksjonærer i BW Ideol AS / To the shareholders of BW Ideol AS

(Office translation)

**INNKALLING TIL EKSTRAORDINÆR  
GENERALFORSAMLING**

**I**

**BW IDEOL AS**

ORG. NR. 925 905 674

Det innkalles herved til ekstraordinær generalforsamling i BW Ideol AS ("**Selskapet**") på Selskapets kontorer i:

**Drammensveien 151, 0277 Oslo, Norge,**

**den 6. april 2021 kl. 10.00.**

**På grunn av gjeldende restriksjoner mot innendørs arrangementer i Oslo kommune som følge av Covid-19, oppfordres aksjeeiere i Selskapet om å utøve sine aksjeeierrettigheter uten fysisk oppmøte ved å i stedet fylle ut og sende inn et av fullmaktsskjemaene vedlagt denne innkallingen eller ved innsending av elektroniske forhåndsstemmer i forkant av generalforsamlingen som nærmere beskrevet nedenfor.**

Den ekstraordinære generalforsamlingen vil bli åpnet av styrets leder, Marco Beenen, eller en annen person utpekt av styret.

Til behandling foreligger:

**1 VALG AV MØTELEDER**

Styret foreslår at styrets leder, Marco Beenen velges som møteleder.

**2 GODKJENNELSE AV INNKALLING OG  
DAGSORDEN**

Styret foreslår at generalforsamlingen treffer følgende vedtak:

*Innkallingen og dagsorden godkjennes.*

**NOTICE OF EXTRAORDINARY  
GENERAL MEETING**

**OF**

**BW IDEOL AS**

REG. NO. 925 905 674

An extraordinary shareholders' meeting in BW Ideol AS (the "**Company**") is hereby summoned to be held at the Company's offices in:

**Drammensveien 151, 0277 Oslo, Norway,**

**on 6 April 2021 at 10:00 hours (CET).**

**Due to applicable regulations which restricts indoor arrangements in the municipality of Oslo because of Covid-19, shareholders are encouraged to exercise their shareholder rights without physical attendance by instead completing and submitting one of the proxy forms attached to this notice and proxy forms or submission of electronic voting prior to the General Meeting as further described below.**

The extraordinary shareholders' meeting will be opened by the chairman of the board of directors, Marco Beenen, or another person appointed by the board of directors.

The following is on the agenda:

**1 ELECTION OF CHAIRPERSON**

The board of directors proposes that the chairman of the board of directors, Marco Beenen, is elected to chair the meeting.

**2 APPROVAL OF NOTICE AND AGENDA**

The board of directors proposes that the general meeting passes the following resolution:

The notice and the agenda are approved.

### 3 VALG AV ÉN PERSON TIL Å MEDUNDERTEGNE PROTOKOLLEN

### 4 VALG AV NYTT STYRE

Styret foreslår at Jean Huby og Yasuhiro Matsui velges som nye styremedlemmer.

Styret vil da bestå av følgende medlemmer:

- Marco Beenen (styreleder)
- Yngvil Asheim
- Julian Brown
- Jean Huby
- Yasuhiro Matsui

### 5 FASTSETTELSE AV HONORAR TIL STYRETS MEDLEMMER

Det foreslås at generalforsamlingen treffer følgende vedtak:

*"Styremedlemmene skal for perioden fra utnevnelsesdatoen og til mai 2021 motta en godtgjørelse på USD 10.000 hver, og for perioden fra juni 2021 og til den første ordinære generalforsamlingen i mai 2022 motta en årlig styregodtgjørelse på USD 40.000 hver."*

\* \* \*

#### Registrering av oppmøte

Aksjonærer som ønsker å delta på generalforsamlingen enten personlig eller ved fullmektig, bes om å varsle selskapet om deres oppmøte senest 5. april 2021 kl. 15.00 (CET). Vi oppfordrer aksjonærene til å ikke møte på generalforsamlingen, men benytte vedlagte fullmaktsskjema.

Melding om oppmøte kan gis ved å fylle ut og returnere vedlagte skjema for fremmøte skannet på e-post til [genf@dnb.no](mailto:genf@dnb.no), eller alternativt per post til DNB Bank ASA, Registrar's Department, P.O. Box 1600 Sentrum, 0021 Oslo, i samsvar med vedlagt fremmøte- og fullmaktsskjema.

### 3 ELECTION OF A PERSON TO CO-SIGN THE MINUTES

### 4 ELECTION OF A NEW BOARD OF DIRECTORS

The board of directors proposes that Jean Huby and Yasuhiro Matsui are elected as new board members.

The board of directors will then consist of the following members:

- Marco Beenen (chairman)
- Yngvil Asheim
- Julian Brown
- Jean Huby
- Yasuhiro Matsui

### 5 DETERMINATION OF REMUNERATION TO THE BOARD OF DIRECTORS

The board of directors proposes that the general meeting pass the following resolution:

*"The members of the board of directors shall, for the period from the date of their appointment and until May 2021 receive a remuneration of USD 10,000 each, and for the period from June 2021 and until the first annual general meeting in May 2022 receive an annual directors' remuneration of USD 40,000 each."*

\* \* \*

#### Registration of attendance

Shareholders who wish to participate at the general meeting either in person or by proxy, are asked to notify the Company of their attendance no later than 5 April at 15:00 (CET). We encourage the shareholders not to attend the extraordinary general meeting in person, but to use the attached proxy form.

Notification of attendance can be given by completing and returning the enclosed attendance form scanned by email to [genf@dnb.no](mailto:genf@dnb.no), or alternatively by post to DNB Bank ASA, Registrar's Department, P.O. Box 1600 Sentrum, 0021 Oslo, in accordance with the attached attendance and proxy form.

### Elektronisk forhåndsstemme

I henhold til den midlertidige loven om unntak fra fysiske møter i norske juridiske enheter på grunn av covid-19-utbruddet (Nw. Midlertidig lov om unntak fra krav til fysisk møte mv. I foretakslovgivningen for å avhjelpe konsekvenser av utbrudd av covid-19) avsnitt 2 -3 (2), har styret besluttet å tillate aksjonærer å avgi forhåndsstemmer via selskapets nettside, [www.bw-ideol.com](http://www.bw-ideol.com), eller via VPS Investor Services (PIN-kode og referansenummer fra innkalling er påkrevd). Fristen for forhåndsstemming er 5. april 2021 kl. 15.00 (CET). Frem til fristen; stemmer som allerede er avgitt kan endres eller trekkes tilbake. Hvis en aksjonær velger å delta på generalforsamlingen personlig eller ved fullmektig, vil stemmer som allerede er avgitt før generalforsamlingen, bli ansett som trukket.

\* \* \*

### Electronic prior voting

Pursuant to the temporary law on exemptions from physical meetings in Norwegian legal entities due to the covid-19 outbreak (Nw. Midlertidig lov om unntak fra krav til fysisk møte mv. i foretakslovgivningen for å avhjelpe konsekvenser av utbrudd av covid-19) section 2-3 (2), the board has resolved to permit shareholders to cast prior votes on each agenda item via the company's website, [www.bw-ideol.com](http://www.bw-ideol.com), or via VPS Investor Services (PIN-code and reference number from the notice of attendance is required). The deadline for prior voting is 5 April 2021 at 15:00 (CET). Up until the deadline; votes already cast may be changed or withdrawn. If a shareholder choose to attend the general meeting in person or by proxy, votes already cast prior to the general meeting will be considered withdrawn.

\* \* \*

På vegne av styret i / On behalf of the board of directors of

### BW Ideol AS

Oslo, 23. mars 2021/ Oslo, 23 March 2021



Marco Beenen  
(Styreleder / Chairman)

### Vedlegg:

1 Fullmakts- og påmeldingsskjemaer

### Appendices:

1 Proxy and attendance forms

Ref. no.:

PIN code:

### Notice of Extraordinary General Meeting

Meeting in BW Ideol AS will be held on 6 April 2021 at 10:00 a.m. Address: Drammensveien 151, 0277 Oslo, Norway

The shareholder is registered with the following amount of shares at summons: \_\_\_\_\_ and vote for the number of shares owned per Record Date: 31.03.2021

#### 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](http://www.newsweb.no) and the Company's website**

**Deadline for registration of attendance, advance votes, proxy or instructions: 05.04.2021 at 15:00 (CET).**

#### Advance votes

Advance votes may only be executed electronically, through the Company's website <http://www.bw-ideol.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 <http://www.bw-ideol.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](mailto: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 Extraordinary General Meeting on the 6 April 2021

Place	Date	Shareholder's signature

#### Proxy without voting instructions for Extraordinary General Meeting of BW Ideol AS

*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 <http://www.bw-ideol.com> 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*, click on ISIN

If you are not able to register this electronically, you may send 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. 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 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 Extraordinary General Meeting of BW Ideol AS on 6 April 2021.

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

Ref. no.:

PIN code:

**Proxy with voting instructions** for Extraordinary General Meeting in BW Ideal AS

*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](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 **5 April 2021 at 15:00 (CET)**. 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 Extraordinary General Meeting of BW Ideal AS on 6 April 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 Extraordinary General Meeting 2021	For	Against	Abstention
1 Election of chairperson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Approval of notice and agenda	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of person to co-sign the minutes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Election of a new board of directors:			
• Jean Huby	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
• Yasuhiro Matsui	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Determination of the remuneration to the board of directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Place

Date

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