PROTOKOLL	MINUTES
ORDINÆR GENERALFORSAMLING	**ORDINARY GENERAL MEETING**
CARASENT ASA	**CARASENT ASA**

Den 30.juni, 2021 kl. 09.00, ble det avholdt ordinær generalforsamling i Carasent ASA som et digitalt møte.

On June 30, 2021 at 09:00 am. an Annual General Meeting of Carasent ASA took place as a digital meeting.

Sak 1: Åpning av møtet. Opprettelse av fortegnelse over representerte aksjeeiere.

Item 1: Opening of the meeting. Recording of represented shareholders

Styrets leder, Johan Lindqvist, åpnet generalforsamlingen.

The Chairman of the Board of Directors, Johan Lindqvist, opened the General Meeting.

På grunn av Covid-19 situasjonen og helsemyndighetenes retningslinjer var fysisk oppmøte redusert til et minimum og aksjonærene var i innkallingen oppfordret til å avgi fullmakt eller forhåndstemme.

In response to the COVID-19 pandemic and the health authorities instructions concerning physical distance, the shareholders have been requested to refrain from physical attendance and instead vote in advance or by proxy.

Johan Lindqvist opprettet fortegnelsen over de aksjeeierne som har møtt. Fortegnelsen ble enstemmig godkjent av generalforsamlingen. Fortegnelsen følger som vedlegg til protokollen.

Johan Lindqvist recorded the shareholders that were present at the meeting. The General Meeting unanimously approved the record. The record is attached to the Minutes.

Representert var sammen 27.523.812 aksjer som utgjør 41,68 % av selskapets aksjer og aksjekapital.

Shareholders representing 27,523,812 shares totalling 41.68 % of the issued shares and share capital.

Av selskapets styre var følgende til stede:

The following of the Directors were present:

Johan Lindqvist, styrets leder

Johan Lindqvist, Chairman of the Board

Sak 2: Valg av møteleder og en person til å undertegne protokollen sammen med møteleder

Item 2: Election of the Chairman of the meeting and one person to countersign the Minutes.

Styreleder Johan Lindqvist oppfordret fremmøtte til å melde seg som møteleder. Advokat Jon Schultz ble valgt som møteleder. Rene Herskedal fra Nordea ble valgt til å medundertegne protokollen sammen med møteleder.

The Chairman of the Board Johan Lindqvist encouraged attendants to chair for the meeting. Attorney-at-law Jon Schultz was elected to chair the meeting. Rene Herskedal from Nordea was elected to countersign the Minutes.

Sak 3: Godkjennelse av innkallingen og dagsorden

Item 3: Approval of the Calling Notice and Agenda

Generalforsamlingen fattet følgende <u>vedtak:</u>

The shareholder meeting made the following **<u>resolution</u>:**

Dagsorden og innkalling ble godkjent.

The Calling Notice and the Agenda were approved.

Sak 4: Godkjennelse av årsregnskapet og årsberetning for regnskapsåret 2020, herunder disponering av over-/underskudd, samt gjennomgang av revisjonsberetning

Item 4: Approval of the Annual Financial Statements and the Directors Report for the financial year 2020, including approval of the annual deficit and presentation of the auditors report.

Møteleder presenterte selskapets årsregnskap og styrets årsberetning for inntektsåret 2020, samt revisors beretning.

The Chairman presented the company's Annual Financial Statements and the Directors Report for the financial year 2020 and the auditor's report.

Generalforsamlingen fattet følgende **<u>vedtak:</u>**

The shareholder meeting made the following

Styrets forslag til årsregnskap og årsberetning for inntektsåret 2020 godkjennes.

Sak 5: Godkjennelse av revisors honorar for 2020

Møteleder presentert forslaget til honorar til revisor for 2020.

Generalforsamlingen fattet følgende **vedtak:**

"Honorar til revisor for 2020 dekkes etter mottatt faktura, pålydende NOK 730.000.»

Sak 6: Fastsettelse av styregodtgjørelse

Møteleder presenterte forslag til godtgjørelse for styrets medlemmer for 2021.

Det foreslås samme styrehonorar for 2021 som for 2020:

Styreleder. NOK 400.000
Styremedlem: NOK 200.000

Det foreslås at styrehonorar for 2021 utbetales etterskuddsvis hvert kvartal og fordeles forholdsmessig der styremedlemmet ikke sitter hele kalenderåret.

Generalforsamlingen fattet følgende **vedtak:**

Styrets forslag godkjennes.

Sak 7: Styrets redegjørelse om lederavlønning

Møteleder presenterte styrets forslag til redegjørelse om lederavlønning og begrunnelsen for dette.

Generalforsamlingen avholdt en rådgivende avstemning hvor generalforsamlingen støttet styrets forslag.

Sak 8: Fullmakt for styret til å foreta kapitalforhøyelse

Styreleder redegjorde for forslaget om at styret gis fullmakt til å forhøye selskapets aksjekapital.

For å sikre fleksibilitet ved blant annet nye oppkjøp og mulighet til å utstede aksjer under opsjonsprogram for de ansatte, foreslår styret at generalforsamlingen gir styret fullmakt til å foreta kapitalforhøyelser med inntil 20 % av aksjekapitalen.

Generalforsamlingen fattet følgende **vedtak:**

a) I samsvar med allmennaksjeloven § 10-14, gis styret fullmakt til å forhøye selskapets aksjekapital ved nytegning av aksjer med et samlet pålydende beløp på inntil NOK 17.750.345 gjennom en eller flere

resolution:

The Board of Directors proposal for Annual Financial Statements and the Directors are approved.

Item 5: Approval of the remuneration to the Auditor for the financial year 2020

The Chairman presented the proposal for auditor fee for 2020. The shareholder meeting made the following **resolution**:
The compensation to the auditor for 2020 is to be approved according to invoice, NOK 730,000."

Item 6: Remuneration to Board Directors
The Chairman presented the proposal for remuneration to the Board of Directors for 2021.

It is proposed to resolve the same Board fee for 2021 as for 2020:
Chairman: NOK 400.000
Board member: NOK 200.000

It is proposed that the Board fee for 2021 is paid out quarterly and is paid out proportionally if the Director has not been a Board member the entire calendar year

The shareholder meeting made the following **resolution:**

The Board's proposal is approved.

Item 7: The Board's statement regarding remuneration of executive management
The Chairman presented the Board of Directors proposal for statement regarding remuneration of executive management

The General Meeting concluded a consultative vote where the General Meeting supported the Board's proposal.

Item 8: Authorisation for the Board to increase the share capital

The Chairman presented the proposal that the Board is authorised to increase the share capital.

In order to secure flexibility, including new M&A activities and issuance of share under option program for the employees, it is proposed that the Board is granted authority to increase the Company's share capital with up to 20 %.

The shareholder meeting made the following **resolution:**

a) In accordance with section 10-14 of the Norwegian Public Limited Liability Companies Act, the Board is granted the authority to increase the Company's share *kapitalforhøyelser;*

b) Styret fastsetter de nærmere tegningsvilkår, herunder den tegningskurs som skal betales for aksjene;

c) Fullmakten omfatter også kapitalforhøyelse mot innskudd i andre eiendeler enn penger og rett til å pådra selskapet særlige forpliktelser etter allmennaksjeloven § 10-2;

d) Fullmakten kan også benyttes i forbindelse i med fusjon etter allmennaksjeloven § 13-5;

e) Aksjeeiernes fortrinnsrett etter allmenn-aksjeloven § 10-4 kan fravikes;

f) Fullmakten gjelder frem neste ordinære generalforsamling, men ikke lengre enn til 30.juni, 2022.

Sak 9: Valg av styremedlem

Generalforsamlingen fattet følgende **vedtak:**

Staffan Hanstorp velges som nytt styremedlem for en 2-års periode og Jesper Jannerberg går ut.

Det nye styret består av:

Johan Lindqvist, styreleder
Terje Rogne
Ebba Fåhraeus
Anna Kinberg Batra
Staffan Hanstorp

Sak 10: Valg av medlemmer til valg-komite

Generalforsamlingen fattet følgende **vedtak:**

Følgende velges som medlemmer av valgkomiteen for en 2-års periode:

Jon Schultz, advokat
Niclas Hugosson, N Hugosson Invest AB
Vegard Søraunet, Aeternum Capital AS

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Alle vedtak var enstemmig hvis ikke annet er angitt i vedlagte protokoll utskrift.

Mer forelå ikke til behandling og møtet ble hevet.

capital by issuance of new shares with a total amount of NOK 17,750,345 through one or several placements;

b) The Board determines the terms of the share capital increases under the authorisation;

c) The authorisation includes increase of the share capital against contributions in kind or right to undertake special obligations under section 10-2 of the the Public Limited Liability Companies Act;

d) The authorisation may be used in connection with mergers in accordance with sections 13-5 of the Public Limited Liability Companies Act.

e) The existing shareholders pre-emptive rights in accordance with section 10-14 Public Limited Liability Companies Act, may be deviated from;

f) The authorisation is valid until the next ordinary shareholder meeting, but not beyond June 30, 2022.

Item 9: Election of a Board member

The shareholder meeting made the following **resolution:**

Staffan Hanstorp is elected as a new board member for a 2-year term and replaces Jesper Jannerberg.

The new Board will consist of:

Johan Lindqvist, Chairman
Terje Rogne
Ebba Fåhraeus
Anna Kinberg Batra
Staffan Hanstorp

Item 10: Election of member to the Nomination Committee

The shareholder meeting made the following **resolution:**

Jon Schultz, Attorney-at-law
Niclas Hugosson, N Hugosson Invest AB
Vegard Søraunet, Aeternum Capital AS

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All resolutions were unanimously, unless otherwise stated in the attached protocol.
No further business was to be resolved and the General Meeting was adjourned.

Jon Schultz	*sign* Jon Schultz
Rene Herskedal	*sign* Rene Herskedal

Vedlegg/Attachment.

OFFICE TRANSLATION – THE OFFICIAL LANGUAGE OF THE MINUTES IS NORWEGIAN. THE TRANSLATION IS SUBMITTED FOR INFORMATION PURPOSES ONLY

Protocol for general meeting CARASENT ASA

ISIN:	NO0010123060 CARASENT ASA
General meeting date:	30/06/2021 09.00
Today:	30.06.2021

Shares class	FOR	Against	Abstain	Poll in	Poll not registered	Represented shares with voting rights
Agenda item 1 Opening of the shareholders' meeting and recording of meeting shareholders						
Ordinær	11,079,451	0	16,444,361	27,523,812	0	27,523,812
votes cast in %	40.25 %	0.00 %	59.75 %			
representation of sc in %	40.25 %	0.00 %	59.75 %	100.00 %	0.00 %	
total sc in %	16.78 %	0.00 %	24.90 %	41.68 %	0.00 %	
Total	**11,079,451**	**0**	**16,444,361**	**27,523,812**	**0**	**27,523,812**
Agenda item 2 Appointment of a chairman of the shareholders' meeting and of a person to co-sign the minutes from the shareholders' meeting						
Ordinær	27,523,812	0	0	27,523,812	0	27,523,812
votes cast in %	100.00 %	0.00 %	0.00 %			
representation of sc in %	100.00 %	0.00 %	0.00 %	100.00 %	0.00 %	
total sc in %	41.68 %	0.00 %	0.00 %	41.68 %	0.00 %	
Total	**27,523,812**	**0**	**0**	**27,523,812**	**0**	**27,523,812**
Agenda item 3 Approval of the calling and the agenda of the shareholders' meeting						
Ordinær	27,523,812	0	0	27,523,812	0	27,523,812
votes cast in %	100.00 %	0.00 %	0.00 %			
representation of sc in %	100.00 %	0.00 %	0.00 %	100.00 %	0.00 %	
total sc in %	41.68 %	0.00 %	0.00 %	41.68 %	0.00 %	
Total	**27,523,812**	**0**	**0**	**27,523,812**	**0**	**27,523,812**
Agenda item 4 Approval of the annual accounts and the Directors' Report for the accounting year 2020, including application of profit/loss and the present						
Ordinær	27,523,812	0	0	27,523,812	0	27,523,812
votes cast in %	100.00 %	0.00 %	0.00 %			
representation of sc in %	100.00 %	0.00 %	0.00 %	100.00 %	0.00 %	
total sc in %	41.68 %	0.00 %	0.00 %	41.68 %	0.00 %	
Total	**27,523,812**	**0**	**0**	**27,523,812**	**0**	**27,523,812**
Agenda item 5 Approval of compensation to the auditor for 2020						
Ordinær	20,105,697	7,418,115	0	27,523,812	0	27,523,812
votes cast in %	73.05 %	26.95 %	0.00 %			
representation of sc in %	73.05 %	26.95 %	0.00 %	100.00 %	0.00 %	
total sc in %	30.44 %	11.23 %	0.00 %	41.68 %	0.00 %	
Total	**20,105,697**	**7,418,115**	**0**	**27,523,812**	**0**	**27,523,812**
Agenda item 6 Remuneration to the Board of Directors						
Ordinær	27,523,812	0	0	27,523,812	0	27,523,812
votes cast in %	100.00 %	0.00 %	0.00 %			
representation of sc in %	100.00 %	0.00 %	0.00 %	100.00 %	0.00 %	
total sc in %	41.68 %	0.00 %	0.00 %	41.68 %	0.00 %	
Total	**27,523,812**	**0**	**0**	**27,523,812**	**0**	**27,523,812**
Agenda item 7 The Board's statement regarding remuneration of executives						
Ordinær	20,020,050	7,503,762	0	27,523,812	0	27,523,812
votes cast in %	72.74 %	27.26 %	0.00 %			
representation of sc in %	72.74 %	27.26 %	0.00 %	100.00 %	0.00 %	
total sc in %	30.31 %	11.36 %	0.00 %	41.68 %	0.00 %	
Total	**20,020,050**	**7,503,762**	**0**	**27,523,812**	**0**	**27,523,812**
Agenda item 8 Authorisation for the Board to increase the share capital						
Ordinær	20,020,306	7,503,506	0	27,523,812	0	27,523,812
votes cast in %	72.74 %	27.26 %	0.00 %			
representation of sc in %	72.74 %	27.26 %	0.00 %	100.00 %	0.00 %	
total sc in %	30.31 %	11.36 %	0.00 %	41.68 %	0.00 %	
Total	**20,020,306**	**7,503,506**	**0**	**27,523,812**	**0**	**27,523,812**
Agenda item 9 Election of a new Board member						
Ordinær	23,053,004	4,470,808	0	27,523,812	0	27,523,812
votes cast in %	83.76 %	16.24 %	0.00 %			
representation of sc in %	83.76 %	16.24 %	0.00 %	100.00 %	0.00 %	
total sc in %	34.91 %	6.77 %	0.00 %	41.68 %	0.00 %	
Total	**23,053,004**	**4,470,808**	**0**	**27,523,812**	**0**	**27,523,812**
Agenda item 10 Election members to Nomination Committee						

Shares class	FOR	Against	Abstain	Poll in	Poll not registered	Represented shares with voting rights
Ordinær	27,523,812	0	0	27,523,812	0	27,523,812
votes cast in %	100.00 %	0.00 %	0.00 %			
representation of sc in %	100.00 %	0.00 %	0.00 %	100.00 %	0.00 %	
total sc in %	41.68 %	0.00 %	0.00 %	41.68 %	0.00 %	
Total	**27,523,812**	**0**	**0**	**27,523,812**	**0**	**27,523,812**

Registrar for the company:

NORDEA BANK ABP, FILIAL NORGE

Signature company:

CARASENT ASA

Share information

Name	Total number of shares	Nominal value	Share capital	Voting rights
Ordinær	66,042,547	1.33	87,968,672.60	Yes
Sum:				

§ 5-17 Generally majority requirement
requires majority of the given votes

§ 5-18 Amendment to resolution
Requires two-thirds majority of the given votes
like the issued share capital represented/attended on the general meeting

Total Represented

ISIN:	NO0010123060 CARASENT ASA
General meeting date:	30/06/2021 09.00
Today:	30.06.2021

Number of persons with voting rights represented/attended : 2

	Number of shares	% sc
Total shares	66,042,547	
- own shares of the company	0	
Total shares with voting rights	66,042,547	
Represented by own shares	80,973	0.12 %
Represented by advance vote	1,044	0.00 %
Sum own shares	**82,017**	**0.12 %**
Represented by proxy	200	0.00 %
Represented by voting instruction	27,441,595	41.55 %
Sum proxy shares	**27,441,795**	**41.55 %**
Total represented with voting rights	**27,523,812**	**41.68 %**
Total represented by share capital	**27,523,812**	**41.68 %**

Registrar for the company:	Signature company:
NORDEA BANK ABP, FILIAL NORGE	CARASENT ASA