

To the General Assembly in Carasent ASA

PROPOSAL FOR ELECTION OF BOARD DIRECTORS AT THE 2023 ANNUAL SHAREHOLDER MEETING

The current Nomination Committee of Carasent ASA was elected by the Carasent shareholder meeting on April 28, 2022.

The Committee has performed an assessment of the Board in light of the Company's needs, as well as concluded discussions with the Company's largest shareholders. The Board Director Terje Rogne has decided to step down after 15 years as Board Director. The other Board Directors including the Chairman of the Board, have only served for less than one period, except Staffan Hanstorp whose first term ends in June 2023. The Nomination Committee has concluded that there is no need for major changes in the Board. It is proposed that Staffan Hanstorp is re-elected for a new 2-year term and that the alternate Board Director Tomas Meerits replaces Terje Rogne as permanent Board Director for a 2- year term. The Carasent ASA 2023 Annual Shareholder Meeting is scheduled for May 3, 2023. The Calling Notice with proposed resolutions will be posted by the Company at least 3 weeks in advance of the meeting.

The proposal from the Nomination Committee

Name	Position	1 st elected	Current election term	Proposal
Petri Nemi	Chairman	2022	October 19, 2022 for 2 years	Continue
Terje Rogne	Member	2007	June 30, 2021 for 2 years	Replaced
Staffan Hanstorp	Member	2021	June 30, 2021 for 2 years	Re-elected
Camilla Skog	Member	2022	April 28, 2022 for 2 years	Continue
Ulrika Cederskog Sundling	Member	2022	April 28, 2022 for 2 years	Continue
Tomas Meerits	Alternate member	2021	October 27, 2021 for 2 years	Elected as Board member

Board shareholdings and independence

Name	Position	Shareholding	Independence
Petri Niemi	Chairman	12 264	Independent
Terje Rogne	Member	500 000	Independent
Staffan Hanstorp	Member	-	Aeternum Capital AS
Ulrika Cederskog Sundling	Member	-	Independent
Camilla Skoog	Member	-	Independent
Tomas Meerits	Alternate member	-	Vitruvian Partners

Aeternum Capital AS controls directly and indirectly 10 450 000 shares representing 13.14% of total number of shares.

Vitruvian Partners controls directly and indirectly 11 987 332 shares representing 15.08% of total number of shares.

Board independence

Based on the proposed composition of the Board, all the Directors will be independent in relation to the Company and its management. The majority of the Directors will be independent in relation to major shareholders.

Vitruvian Partners, Aeternum Capital AS and the group of Carasent founders represented in the Nomination Committee who support the proposal, together represent 41% of the shares in Carasent ASA.

Board remuneration

The Nomination Committee has reviewed the Board fees in light of responsibilities, expected workload and market conditions. It is proposed that the remuneration is kept unchanged which means NOK 500,000 to the Chairman of the Board and NOK 250,000 to each Director.

The Nomination Committee of Carasent ASA

Oslo, January 19, 2023

Sign.

Sign.

Sign.

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Henrik Carlman

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Niclas Hugosson

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Niclas Lindlöf