Circa Group AS
Sjølyst plass 2, 0278 Oslo, Norway
Reg Number: 926 168 061
circa-group.com

(OFFICE TRANSLATION)

TIL AKSJONÆRENE I CIRCA GROUP AS

INNKALLING TIL ORDINÆR GENERALFORSAMLING

Det innkalles herved til ordinær generalforsamling i Circa Group AS ("**Selskapet**"), som avholdes

16. juni 2021 kl. 10:00 CET

på Sjølyst plass 2, 0278 Oslo.

VIKTIG BESKJED:

FOR Å MINIMERE RISIKOEN FOR SPREDNING AV CORONAVIRUSET (COVID-19) OG FOR Å SIKRE AT GENERALFORSAMLINGEN KAN AVHOLDES I HENHOLD TIL GJELDENDE LOVER OG FORSKRIFTER SOM GJELDER FOR OSLO KOMMUNE VIL GENERALFORSAMLINGEN HOLDES UTEN FYSISK MØTE, JF MIDLERTIDIG LOV OM UNNTAK FRA KRAV TIL FYSISK MØTE MV. I FORETAKSLOVGIVNINGEN FOR Å AVHJELPE KONSEKVENSER AV UTBRUDD AV COVID-19, § 2-3. STYRET HAR ANSETT DETTE SOM ET NØDVENDIG OG HENSIKTSMESSIG TILTAK FOR Å REDUSERE SMITTEFAREN. DET ER FØLGELIG <u>IKKE ADGANG TIL Å DELTA FYSISK PÅ GENERALFORSAMLINGEN</u>, MEN AKSJONÆRENE KAN DELTA VED Å:

A. FORHÅNDSTEMME ELEKTRONISK – SE YTTERLIGERE INFORMASJON I PUNKT 1 PÅ SIDE 4 ("RETT TIL Å FORHÅNDSSTEMME"), ELLER

B. DELTA PÅ DEN ORDINÆRE GENERALFORSAMLING VED FULLMAKT GITT TIL STYRETS LEDER ELLER DEN HAN BEMYNDIGER, MED ELLER UTEN STEMMEINSTRUKS – SE YTTERLIGERE INFORMASJON I PUNKT 2 PÅ SIDE 4 ("RETT TIL Å DELTA PÅ GENERALFORSAMLINGEN VED FULLMAKT")

WEBCAST: DET VIL VÆRE MULIG Å FØLGE DEN ORDINÆRE GENERALFORSAMLINGEN VIA WEBCAST, MEN DET VIL IKKE VÆRE MULIG Å STEMME VIA SLIK DELTAKELSE.

INTERNETTADRESSEN FOR WEBCAST VIL BLI GJORT TILGJENGELIG PÅ SELSKAPETS HJEMMESIDE WWW.CIRCA-GROUP.COM.

TO THE SHAREHOLDERS OF CIRCA GROUP AS

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that an annual general meeting of Circa Group AS (the "**Company**") will be held on

16 June 2021 at 10:00 CET

at Sjølyst plass 2, 0278 Oslo.

IMPORTANT NOTICE:

IN ORDER TO MINIMISE THE RISK OF SPREAD OF THE CORONAVIRUS (COVID-19) AND TO ENSURE THAT THE GENERAL MEETING CAN BE HELD IN COMPLIANCE WITH CURRENT LAWS AND REGULATIONS APPLICABLE IN OSLO MUNICIPALITY, THE GENERAL MEETING WILL NOT BE HELD AS A PHYSICAL MEETING, CF. SECTION 2-3 OF THE TEMPORARY COVID-19 REGULATION CONCERNING EXEMPTIONS FROM COMPANY REGULATIONS' REQUIREMENT OF PHYSICAL MEETINGS. THE BOARD OF DIRECTORS HAS DEEMED THIS A NECESSARY AND A SUITABLE MEASURE TO REDUCE THE RISK OF SPREAD. SHAREHOLDERS MAY ACCORDINGLY <u>NOT PARTICIPATE IN THE GENERAL MEETING IN PERSON</u>, BUT MAY INSTEAD PARTICIPATE BY EITHER:

A. VOTING ELECTRONICALLY IN ADVANCE OF THE GENERAL MEETING – SEE FURTHER INFORMATION IN ITEM 1 ON PAGE 4 ("THE RIGHT TO VOTE IN ADVANCE OF THE GENERAL MEETING"), OR

B. ATTENDING THE ANNUAL GENERAL MEETING BY PROXY TO THE CHAIR OF THE BOARD OF DIRECTORS OR THE PERSON NOMINATED BY HIM, WITH OR WITHOUT VOTING INSTRUCTIONS – SEE FURTHER INFORMATION IN ITEM 2 ON PAGE 4 ("THE RIGHT TO ATTEND THE GENERAL MEETING BY PROXY").

WEBCAST: IT WILL BE POSSIBLE TO FOLLOW THE ANNUAL GENERAL MEETING VIA WEBCAST, BUT THIS WILL NOT INCLUDE THE OPPORTUNITY TO VOTE.

THE WEB ADDRESS FOR THE WEBCAST WILL BE MADE AVAILABLE ON THE COMPANY'S WEBSITE, WWW.CIRCA-GROUP.COM.

AGENDA:

1 ÅPNING AV GENERALFORSAMLINGEN, GODKJENNELSE AV INNKALLING OG DAGSORDEN

Generalforsamlingen vil åpnes av styrets leder, Lars P. S. Sperre.

Styret foreslår at innkalling og dagsorden godkjennes.

2 VALG AV MØTELEDER FOR GENERALFORSAMLINGEN OG PERSON TIL Å MEDUNDERTEGNE PROTOKOLLEN

Styret foreslår at styrets leder, Lars P. S. Sperre, velges som møteleder for generalforsamlingen. En person til å medundertegne protokollen vil bli foreslått på generalforsamlingen.

3 GODKJENNELSE AV ÅRSREGNSKAP OG STYRETS ÅRSBERETNING FOR REGNSKAPSÅRET 2020

Selskapets årsregnskap, styrets årsberetning og revisors beretning er inkludert i selskapets årsrapport, som er tilgjengelig på www.circa-group.com.

Styret foreslår at generalforsamlingen godkjenner årsregnskapet og styrets årsberetning for 2020, herunder disponering av årets resultat.

Styret foreslår at generalforsamlingen treffer følgende vedtak:

Generalforsamlingen godkjente årsregnskapet og styrets årsberetning for Circa Group AS for 2020.

4 FASTSETTELSE AV GODTGJØRELSE TIL STYRETS MEDLEMMER

Styret foreslår at godtgjørelsen til styrets medlemmer fram til neste ordinære generalforsamling skal være NOK 200.000 per år for styrets leder og NOK 130.000 per år for øvrige styremedlemmer, samt dekning av reise- og diettutgifter i forbindelse med styremøter i henhold til statens reiseregulativ.

Styret foreslår at generalforsamlingen treffer følgende vedtak:

Generalforsamlingen godkjente styrets forslag om godtgjørelse til styremedlemmene for perioden frem til neste ordinære generalforsamling.

AGENDA:

1 OPENING OF THE GENERAL MEETING, APPROVAL OF THE NOTICE AND AGENDA

The general meeting will be opened by chair of the board of directors, Lars P. S. Sperre.

The board of directors proposes that the notice and agenda is approved.

2 ELECTION OF A PERSON TO CHAIR THE GENERAL MEETING AND A PERSON TO CO-SIGN THE MINUTES

The board of directors proposes that the chair of the board of directors, Lars P. S. Sperre, is elected to chair the general meeting. A person to co-sign the minutes will be proposed at the general meeting.

3 APPROVAL OF THE ANNUAL ACCOUNTS AND THE BOARD OF DIRECTORS' REPORT FOR THE FINANCIAL YEAR 2020

The company's annual accounts, the board of directors' report and the auditor's report are included in the company's annual report, which is available on www.circa-group.com.

The board of directors proposes that the general meeting approves the annual accounts and the board of directors' report for 2020, including allocation of the result of the year.

The board of directors proposes that the general meeting resolves as follows:

The general meeting approved the annual accounts and the board of directors' report for Circa Group AS for 2020.

4 DETERMINATION OF REMUNERATION TO THE BOARD OF DIRECTORS

The board of directors proposes that the remuneration of the board of directors up until the next annual general meeting shall be NOK 200,000 per year for the chair of the board of directors and NOK 130,000 per year for the other members of the board of directors, as well as coverage of travel and dietary expenses in connection with board meetings in accordance with the Norwegian government's travel allowance scale.

The board of directors proposes that the general meeting resolves as follows:

The general meeting approved the board of directors' proposal for remuneration to the members of the board of directors for the period up until the next annual general meeting.

5 GODKJENNELSE AV GODTGJØRELSE TIL SELSKAPETS EKSTERNE REVISOR

Styret anbefaler at generalforsamlingen godkjenner revisors godtgjørelse for Circa Group AS for 2020 på NOK 48.250.

Styret foreslår at generalforsamlingen treffer følgende vedtak:

Generalforsamlingen godkjente godtgjørelsen til BDO AS, selskapets eksterne revisor, på NOK 48.250 for regnskapsåret 2020.

5 APPROVAL OF THE AUDITOR'S REMUNERATION

The board of directors recommends that the general meeting approves the auditor's remuneration for Circa Group AS for 2020 of NOK 48,250.

The board of directors proposes that the general meeting resolves as follows:

The general meeting approved the remuneration to BDO AS, the company's auditor of NOK 48,250 for the financial year 2020.

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Innkallingen, vedleggene og andre dokumenter som er relevante for sakene som står på dagsordenen for generalforsamlingen, er tilgjengelig på selskapets nettsted, www.circa-group.com.

Inkallingen og andre relevante dokumenter kan også fås via vanlig post og e-post på forespørsel til:

The notice, appendices and other documents relevant for the matters on the agenda for the general meeting are available on the company's web site, www.circa-group.com.

The notice and other relevant documents can also be obtained by ordinary mail and e-mail upon request to:

Investor Relations Contact: Peter Gome (CFO) (peter.gome@circagroup.com.au)
eller/or
Circa Group AS,
Att: Investor Relations
P.O. Box 294 Skøyen, 0213 Oslo, Norway

Circa Group AS har en aksjekapital på NOK 120.861.949, fordelt på 120.861.949, hver med en pålydende verdi på NOK 1. Hver aksje gir én stemme på generalforsamlingen.

I henhold til Selskapets vedtekter kan retten til å delta og stemme på generalforsamlingen bare utøves dersom aksjebeholdningen er registrert i selskapets aksjonærregister i VPS femte virkedag før generalforsamlingen, dvs. 9. juni 2021 (registreringsdatoen). Aksjonærer som ikke er registrert i VPS på registreringsdatoen, vil ikke være berettiget til å stemme for aksjene. Hvis aksjene er registrert i VPS gjennom en forvalterkonto, i samsvar med allmennaksjeloven § 4-10, og den reelle eieren ønsker å stemme på sine aksjer, må den reelle eier omregistrere aksjene slik at aksjene er registrert på en egen VPS-konto i navnet på den reelle eieren innen registreringsdatoen.

Circa Group AS has a share capital of NOK 120,861,949, divided on 120,861,949 shares, each with a nominal value of NOK 1. Each share carries one vote in the general meeting.

Pursuant to the Company's articles of association, the right to attend and to vote at the general meeting may only be exercised if the holding of shares has been registered in the Company's shareholder register in VPS on the fifth business day prior to the general meeting, i.e. 9 June 2021 (the registration date). Shareholders who have not been registered in VPS on the registration date will not be eligible to vote for their shares. If the shares are registered in VPS through a nominee account, in accordance with section 4-10 of the Norwegian Public Limited Liability Companies Act, and the beneficial owner would like to vote for its shares, the beneficial owner must re-register the shares so that the shares are registered on a separate VPS account in the name of the beneficial owner by the registration date.

Aksjonærer som ønsker å delta på generalforsamlingen ved fullmakt, bes om å registrere sin deltakelse hos DNB Bank ASA senest innen 11. juni 2021 kl. 17.30 (CET) slik at aksjene kan bli registrert for deltakelse og avstemning. Påmelding kan skje elektronisk via VPS Investortjenester, via e-post eller per vanlig post. Detaljerte instrukser er angitt i påmeldingsskjemaet som er vedlagt denne innkallingen.

Aksjonærer som deltar på generalforsamlingen har følgende rettigheter under de gjeldende omstendigheter:

1. Rett til å stemme i forkant av generalforsamlingen

   A. Forhåndsstemmer må være registrert innen fristen for påmelding den 11. juni 2021, kl 17.30 (CET).

   B. Forhåndsstemmer må sendes inn elektronisk via VPS Investortjenester eller www.circa-group.com (bruk referansenr. og pin-kode på påmeldingsskjemaet)

2. Rett til å delta på generalforsamlingen ved fullmakt til styrets leder eller den han bemyndiger

   (i) Aksjonærer med tilgang til VPS Investortjenester kan registrere fullmakten elektronisk via VPS Investortjenester

   (ii) Aksjonærer uten tilgang til VPS Investortjenester kan registrere fullmakten elektronisk via www.circa-group.com og bruke referansenummeret og pin-koden som er angitt på påmeldingsskjemaet

   (iii) For registrering av fullmakten via e-post eller vanlig post, skal det relevante fullmaktsskjemaet utfylles og oversendes DNB Bank ASA på den adressen som er angitt i fullmaktsskjemaet

   (iv) En fullmakt kan inkludere stemmeinstrukser for alle eller noen av sakene på dagsordenen – vennligst benytt stemmeskjemaet

3. Rett til å be om informasjon fra styrets leder, styremedlemmer og adm. direktør, i henhold til aksjeloven § 5-15

4. Retten til å fremme alternative forslag i de saker som skal vedtas på generalforsamlingen

Shareholders who wish to attend the general meeting by proxy, are requested to register its attendance to DNB Bank ASA no later than 11 June 2021 at 17.30 (CET) in order for the shares to be registered for attendance and voting. Registration may be done electronically through VPS Investor Services, by email or by mail. Detailed instructions are set out in the attendance forms enclosed to this notice.

Shareholders who attend the general meeting have the following rights under the current circumstances:

1. The right to vote in advance of the general meeting

   A. Advance votes must be registered within the deadline for registration of attendance on 11 June 2021 at 17.30 (CET)

   B. Advance votes must be submitted electronically through VPS Investor Services or www.circa-group.com (use the reference no. and pin code provided in the registration form)

2. The right to attend the general meeting by proxy to the chair of the board of directors or the person he nominates

   (i) Shareholders with access to VPS Investor Services may register a proxy electronically via VPS Investor Services

   (ii) Shareholders without access to VPS Investor Services may register the proxy electronically via www.circa-group.com and use the reference number and pin code as stated in the attendance registration form

   (iii) For registration of the proxy via e-mail or mail, the relevant proxy form shall be completed and submitted to DNB Bank ASA with the address set out in the proxy form

   (iv) A proxy may include voting instructions for all or some of the matters on the agenda – please use the voting form

3. The right to request information from the chair of the board of directors and the CEO pursuant to section 5-15 of the Private Limited Liability Companies Act

4. The right to present alternative proposals within the matters to be resolved by the general meeting

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Oslo, 25. mai 2021

Styret i
Circa Group AS

Oslo, 25 May 2021

The board of directors
Circa Group AS

Ref no: **PIN code:**

Notice of Annual General Meeting

The Annual General Meeting in Circa Group AS will be held on 16 June 2021 at 10:00 a.m at Sjølyst plass 2, 0278 Oslo.

Record Date (Share register): 9 June 2021 **Registration Deadline according to bylaws: 11 June 2021**

1 – Advance votes

The Company accepts votes in advance for this Meeting. Advance votes may only be executed electronically through the Company's website www.circa-group.com (use reference number and pin code above) or through VPS Investor Services. In VPS Investor Services choose *Corporate Actions and General Meeting.*

Registration Deadline for advance votes: **11 June 2021 at 5:30 p.m (CET)**

2 – Proxy without voting instructions

Ref no: **PIN code:**

If you are unable to attend the meeting, you may grant proxy to another individual. This form shall be used for proxy without voting instructions. Please use the form below if you wish to give a proxy with voting instructions.

Proxy should be registered through the Company's website www.circa-group.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 choose *Corporate Actions and General Meeting.*

If you are not able to register the proxy electronically, you may send this form 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.
The proxy must be received no later than **11 June 2021 at 5:30 p.m (CET).**

The form must be dated and signed in order to be valid.

The proxy is regarded as granted to the chair of the board or an individual authorised by him or her.

The undersigned ____

hereby grants the chair of the board (or a person authorised by him) proxy to attend and vote for my/our shares at the Annual General Meeting of Circa Group AS on 16 June 2021.

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

With regards to your right to attend and vote, reference is made to the Norwegian Private Limited Liability Companies Act, in particular Chapter 5. If the shareholder is a Company, the Company's Certificate of Registration must be attached to the proxy.

Ref no: PIN code:

3 – Proxy with voting instructions

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 or the person authorised by him or her. Alternatively, you may vote electronically in advance, see section 1 above.

Proxies with voting instructions can only be registered by DNB, and must be sent by e-mail 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 **11 June 2021 at 5:30 p.m (CET).**

Proxies with voting instructions must be dated and signed in order to be valid.

The undersigned ____

hereby grants the chair of the board (or a person authorised by him) proxy to attend and vote for my/our shares at the Annual General Meeting of Circa Group AS on 16 June 2021.

The votes shall be exercised in accordance with 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 of Directors' 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
1. Opening of the general meeting, approval of the notice and agenda	☐	☐	☐
2. Election of a person to chair the general meeting and a person to co-sign the minutes	☐	☐	☐
3. Approval of the annual accounts and the board of director's report for the financial year 2020	☐	☐	☐
4. Determination of remuneration to the board of directors	☐	☐	☐
5. Approval of the auditor's remuneration	☐	☐	☐

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

With regards to your right to attend and vote, reference is made to the Norwegian Private Limited Liability Companies Act, in particular Chapter 5. If the shareholder is a Company, the Company's Certificate of Registration must be attached to the proxy.