

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**IN**

**GOLDEN ENERGY OFFSHORE SERVICES AS**

The board hereby gives notice of an extraordinary general meeting of Golden Energy Offshore Services AS, org. no. 913 011 384 (the “**Company**”), to be held in the premises of the Company at St. Olavs plass 1, 6002 Ålesund, Norway, 12 October 2023 at 12:00 CET.

Registration of attendance takes place from 11:30 CET. The following matters will be dealt with at the meeting:

0. Opening of the General Meeting by the chairman elected by the board to open the meeting. Registration of participating shareholders, including shareholders represented by power of attorney.
1. Election of a chairman of the meeting and a person to sign the minutes together with the chairman of the meeting.
2. Approval of notice and the agenda.
3. Capital increases, incl. corresponding amendment to the Articles of Association.
4. Amendments of the Articles of Association

Please find attached the following documents:

1. The board of directors’ proposal (including proposal for capital increases by subscription of new shares).
2. Notice of attendance at extraordinary general meeting of Golden Energy Offshore Services AS on 12 October 2023.
3. Power of attorney for extraordinary general meeting of Golden Energy Offshore Services AS on 12 October 2023.

Only those who are shareholders on 5 October 2023 are entitled to attend and vote at the general meeting.

Owners of shares held through a nominee account who wish to attend the general meeting must notify the Company at the latest by 10 October 2023.

Ålesund, 28 September 2023

Golden Energy Offshore Services AS

The board of directors

**NOTICE OF ATTENDANCE AT EXTRAORDINARY GENERAL MEETING OF GOLDEN ENERGY OFFSHORE SERVICES AS ON 12 OCTOBER 2023**

Shareholders who wish to attend the ordinary general meeting, either by themselves or by proxy, may notify the board of this by filling out this notification and send a pdf-copy via email to chairman Per Ivar Fagervoll (pif@geoff.no).

It is requested that such notification is received at the latest on 10 October 2023 - such deadline being mandatory for owners of shares held through a nominee account who wish to attend the general meeting.

The undersigned will attend the extraordinary general meeting of Golden Energy Offshore Services AS on 12 October 2023 and will represent:

- own shares - number of shares:
- other shares in accordance with the attached power of attorney(-ies)

Place, date: \_\_\_\_\_

\_\_\_\_\_  
Name of shareholder in print

\_\_\_\_\_  
Signature

**POWER OF ATTORNEY FOR EXTRAORDINARY GENERAL MEETING OF GOLDEN ENERGY OFFSHORE SERVICES AS ON 12 OCTOBER 2023**

The undersigned shareholder hereby gives Per Ivar Fagervoll (or whom he appoints) power of attorney to meet on our behalf and vote our shares, in total \_\_\_\_\_ shares, in Golden Energy Offshore Services AS (the “Company”) at the extraordinary general meeting of the Company to be held on 12 October 2023, as follows:

	For	Against	Abstained
1. Election of a chairman of the meeting and a person to sign the minutes together with the chairman of the meeting:	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Approval of notice and the agenda:	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Capital increases by issuance of new shares and amendment of the Company's Articles of Association:			
a. Private Placement against cash consideration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
a. Share capital increase against conversion of debt	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
a. Subsequent Offering	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Amendments of the Articles of Association - Publication of documents on the company's website	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Yes	N/A	
The undersigned shareholder has also given Arctic Securities AS, Fearnley Securities AS or Pareto Securities AS notification of its subscription for shares in the capital increase of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	

Place, date: \_\_\_\_\_

\_\_\_\_\_  
Name of shareholder in print

\_\_\_\_\_  
Signature

## The board of directors' proposal

### 1. Background for proposed capital increases

Reference is made to the announcement of 4 August 2023 in which Golden Energy Offshore Services AS (the “Company”) announced the acquisition of 5 vessels from subsidiaries of Vroon Holding B.V. (the “Fleet Acquisition”) and the Company’s financing update on 11 September 2023. The private placement proposed below (the “Private Placement”) is proposed to secure the financing of the Fleet Acquisition in a certain and expedient manner and to allow for participation from new investors.

The Fleet Acquisition is deemed beneficial to the interest of the Company and its shareholders and would not be obtainable by structures with longer lead time for the financing such as a rights’ offering. The proposal implies that shareholders’ pre-emptive rights will be deviated from. The Board of Directors has considered the Private Placement considering the equal treatment obligations under relevant acts and regulations and is of the opinion that the proposed Private Placement is in compliance with these requirements. Following careful considerations, the Board of Directors is of the view that it will be in the common interest of the Company and its shareholders to raise equity through a Private Placement setting aside the pre-emptive rights of the existing shareholders to subscribe for shares.

Subject to completion of the Private Placement and the conditions set out below, the Board of Directors proposes that the Company carries out a subsequent offering (the “Subsequent Offering”) of new shares at the offer price in the Private Placement which, subject to applicable securities law, will be directed towards existing shareholders in the Company as of 27 September 2023 (as registered in the VPS two trading days thereafter), who (i) were not allocated shares in the Private Placement, and (ii) are not resident in a jurisdiction where such offering would be unlawful or, would (in jurisdictions other than Norway) require any prospectus, filing, registration or similar action. Launch of a Subsequent Offering will require publication of a prospectus. It is proposed that the Board of Directors is authorised to cancel the Subsequent Offering based on prevailing market conditions.

In respect of events that have occurred after the last balance sheet date, and other relevant information about the Company, reference is made to information available on the Company’s webpage [www.geoff.no](http://www.geoff.no) and the Company’s stock exchange releases on its profile at [www.newsweb.no](http://www.newsweb.no).

Copies of the latest annual accounts, annual report and auditor’s statement are available at the company’s office, or at <https://newsweb.oslobors.no/message/592177>.

In respect of the proposed share capital increase against conversion of debt set out in item 2.2 below, a report from the Company’s board of directors and confirmation from the Company’s auditor will be presented before the extraordinary general meeting on Newsweb.

### 2. Terms for capital increases

The board of directors proposes that the extraordinary general meeting adopts the following resolutions:

## 2.1 Private Placement against cash consideration

1) Aksjekapitalen forhøyes med NOK 359 073 900 ved utstedelse av 359 073 900 aksjer hver pålydende NOK 1.	1) The share capital is increased by NOK 359,073,900 by the issuance of 359,073,900 shares, each with a nominal value of NOK 1.
2) Aksjeeierens fortrinnsrett fravikes. De nye aksjene skal tegnes av investorer basert på og i tråd med en tildelingsliste godkjent av styret. I henhold til fullmakt fra investorene skal Arctic Securities, Fearnley Securities AS og/eller Pareto Securities AS tegne aksjene på vegne av nevnte investorer i henhold til tildelingslisten på et særskilt tegningsformular innen 19. oktober 2023.	2) The shareholders' preferential right is set aside. The new shares shall be subscribed for by investors based on an allocation list approved by the board. Based on authorisation from the investors, Arctic Securities, Fearnley Securities AS and/or Pareto Securities AS shall subscribe for the shares on behalf of the aforementioned investors, pursuant to the allocation list and on a separate subscription formula by 19 October 2023.
3) Det skal betales NOK 1 per aksje, slik at samlet aksjeinnskudd for aksjene blir NOK 359 073 900.	3) NOK 1 shall be paid per share, so that the total of the consideration for the shares is NOK 359 073 900.
4) Aksjeinnskuddet skal gjøres opp ved kontant betaling til en særskilt emisjonskonto innen 20. oktober 2023.	4) The consideration for the shares shall be settled by cash payment to a separate bank account within 20 October 2023.
5) De nye aksjene gir aksjonærrettigheter fra det tidspunktet kapitalforhøyelsen er registrert i Foretaksregisteret, herunder rett til utbytte som vedtas deretter.	5) The new shares give shareholders rights in the Company from the time the capital increase is registered in the Norwegian Register of Business Enterprises, including right to dividends resolved thereafter.
6) Fra tidspunktet kapitalforhøyelsen er registrert i Foretaksregisteret skal selskapets vedtekter § 4 (Aksjer) oppdateres for å reflektere Selskapets nye aksjekapital og det nye antallet aksjer.	6) At the time the capital increase is registered with the Register of Business Enterprises, the Company's Articles of Association § 4 (Shares) shall be updated to reflect the new share capital of the Company, and the new number of shares.
7) De anslatte utgiftene til kapitalforhøyelsen er NOK 14 000 000.	7) The estimated cost of the capital increase is NOK 14,000,000.

## 2.2 Share capital increase against conversion of debt

1) Aksjekapitalen forhøyes med NOK 35 583 900 ved utstedelse av 35 583 900 aksjer hver pålydende NOK 1.	1) The share capital is increased by NOK 35,583,900 by the issuance of 35,583,900 shares, each with a nominal value of NOK 1.
2) Aksjeeierens fortrinnsrett fravikes.	2) The shareholders' preferential right is set

Bare Fleetscape 2 Luxembourg S.A.R.L. har rett til å tegne aksjer.	aside. Only Fleetscape 2 Luxembourg S.A.R.L. has the right to subscribe for shares.
3) Det skal betales NOK 1 per aksje, slik at samlet aksjeinnskudd blir NOK 35 583 900 hvorav NOK 0 utgjør overkurs. Aksjene tegnes på et særskilt tegningsformular innen 19. oktober 2023.	3) The subscription price for each share is NOK 1, thus the aggregate capital contribution is NOK 35,583,900 of which NOK 0 is share premium. The shares shall be subscribed for on a separate subscription formula by 19 October 2023.
4) Tegnerne har ytet et lån til selskapet på USD 3,300,000 basert på låneavtale datert 7. august 2023. Straks aksjene er tegnet, skal aksjeinnskuddet gjøres opp ved motregning av lånnet. Motregningen gjennomføres ved at tegnerne gir selskapet melding om motregningen.	4) The Subscriber has granted a loan to the company of USD 3,300,000 based on a loan agreement dated 7 August. Immediately after the shares have been subscribed for, the subscription amount shall be set off against the loan. The set-off is effectuated by the subscriber giving the company a notice of the set-off.
5) For nærmere detaljer om aksjeinnskuddet vises det til redegjørelsen fra styret i vedlegg 2 og bekreftelsen fra revisor i vedlegg 3.	5) For further details on the contribution in kind, reference is made to the report from the Board of Directors enclosed as appendix 2 and a confirmation from an independent expert included as appendix 3.
6) De nye aksjene gir aksjonærrettigheter fra det tidspunktet kapitalforhøyelsen er registrert i Foretaksregisteret, herunder rett til utbytte som vedtas etter registreringen. Fra samme tidspunkt skal § 4 i vedtekten endres slik at bestemmelsen angir aksjekapital, antall aksjer og pålydende etter kapitalforhøyelsen.	6) The new shares carry shareholder rights from the moment the capital increase is registered in the Registry of Business Enterprises, including the right to dividends resolved after registration. From that time, § 4 in the articles of association shall be amended to reflect the share capital, number of shares and nominal value following the capital increase.
7) De anslatte utgiftene ved kapitalforhøyelsen er på NOK 100 000.	7) The estimated costs of the capital increase are NOK 100,000.
8) Gjennomføring av kapitalforhøyelsen er betinget av gjennomføringen av kapitalforhøyelsen beskrevet i agendapunkt 2.1 over.	8) Completion of the share capital increase is conditional upon completion of the share capital increase described in agenda item 2.1 above.

### 2.3 Subsequent Offering

1) Aksjekapitalen forhøyes med minimum NOK 1 og maksimum NOK 70 000 000 ved utstedelse av minimum 1 og maksimum 70 000 000 aksjer hver pålydende NOK 1.	1) The share capital is increased by minimum NOK 1 and maximum 70,000,000 by the issuance of minimum NOK 1 and maximum 70,000,000 shares, each with a nominal value of NOK 1.
2) Aksjeeiernes fortrinnsrett fravikes. Aksjene kan tegnes av aksjeeiere i Selskapet per 27. september 2023, slik disse fremgår i Selskapets aksjonærregister i Verdipapirsentralen («VPS») den 29. september 2023 («Record Date»), og som (i) ikke fikk tildelt aksjer den Rettede Emisjonen og (ii) som ikke er bosatt i en jurisdiksjon hvor et slikt tilbud ville være ulovlig eller for jurisdiksjoner utenfor Norge som vil kreve prospekt, innsendelse, registrering eller tilsvarende handling. Det vil utstedes ikke-omsettelige tegningsretter for tegning av aksjene, men disse vil ikke bli notert på Euronext Growth Oslo.	2) The shareholders' pre-emption rights are set aside. The shares may be subscribed for by shareholders of the Company as of 27 September 2023, as they appear in the Company's shareholder register in the VPS on 29 September 2023 ("Record Date"), who (i) were not allocated shares in the Private Placement, and (ii) are not resident in a jurisdiction where such offering would be unlawful or, for jurisdictions other than Norway, would require any prospectus, filing, registration or similar action. Non-tradable allocation rights for the subscription of the shares will be issued, but not listed on Euronext Growth Oslo.
3) Tegningskursen er NOK 1 per aksje.	3) The subscription price is NOK 1 per share.
4) Selskapet vil utarbeide et nasjonalt prospekt for kapitalforhøyelsen. Tegningsperioden er forventet å begynne 23. oktober 2023 og avsluttes 6. november 2023. Dersom prospektet ikke er registrert den 19. oktober 2023, begynner tegningsperioden to handelsdager etter prospektet er registrert, og utløper to uker deretter. Nærmore kriterier for tegningen fastsettes av styret og vil bli beskrevet i prospektet.	4) The Company shall prepare a national prospectus for the share capital increase. The subscription period is expected to commence on 23 October 2023 and end on 6 November 2023. If the prospectus has not been registered by 19 October 2023, the subscription period shall commence two trading days after the prospectus has been registered and shall expire two weeks thereafter. The specific terms and conditions of the subscription shall be determined by the board of directors and shall be described in the prospectus.
5) Allokering av aksjer skal gjøres av Selskapets styre til tegnere på grunnlag av tegningsretter som er gyldig utøvd. Tegning kan bare skje på grunnlag av utøvelse av tegningsretter. Overtegning er ikke mulig.	5) Allocation of shares shall be made by the board of directors to subscribers based on subscription rights validly exercised. Subscription can only be made based on exercise of subscription rights. Oversubscription is not available.
6) Tegningsbeløpet skal gjøres opp ved kontant innbetaling til særskilt emisjonskonto senest ti handelsdager	6) The subscription amount shall be paid in cash to a separate bank account no later than ten trading days after the expiry of

etter at tegningsperioden er utløpt. Styret fastsetter de nærmere vilkår for gjennomføring av oppgjøret som vil bli beskrevet i prospektet.	the subscription period. The board of directors determines the specific terms and conditions for settlement that will be described in the prospectus.
7) De nye aksjene gir aksjonærrettigheter fra det tidspunktet kapitalforhøyelsen er registrert i Føretaksregisteret, herunder rett til utbytte som vedtas deretter. Fra samme tidspunkt endres vedtekten § 4 slik at de reflekterer aksjekapitalen, antall aksjer og pålydende etter kapitalforhøyelsen.	7) The new shares give shareholders rights in the Company from the time the capital increase is registered in the Norwegian Register of Business Enterprises, including right to dividends resolved thereafter. As from the same time, § 4 of the articles of association shall be amended to reflect the share capital, number of shares and nominal value after the capital increase.
8) De anslatte utgiftene til kapitalforhøyelsen er NOK 1 000 000.	8) The estimated cost of the capital increase is NOK 1,000,000.
9) Styret kan når som helst før gjennomføring velge å kansellere kapitalforhøyelsen dersom gjeldende markedsforhold tilsier en slik kansellering (herunder dersom tegningskursen er høyere enn markedspris).	9) The board of directors may in its sole discretion, at any time prior to completion, cancel and terminate the share capital increase should the prevailing market conditions suggest such termination (including if the subscription price is higher than the trading price).
10) Gjennomføring av kapitalforhøyelsen er betinget av gjennomføringen av kapitalforhøyelsene beskrevet i agendapunkt 2.1 og 2.2 over.	10) Completion of the share capital increase is conditional upon completion of the share capital increases described in agenda item 2.1 and 2.2 above.

### 3. Amendments to the Articles of Association

The board of directors proposes that the extraordinary general meeting adopts the following resolution introducing a new § 7 to the Articles of Association:

§ 7 Dokumenter til generalforsamlingen	§ 7 Documents for the General Meeting
<i>Når dokumenter som gjelder saker som skal behandles på generalforsamlingen, er gjort tilgjengelige for aksjeeierne på selskapets internetsider, gjelder ikke lovens krav om at dokumentene skal sendes til aksjonærerne. Dette gjelder også dokumenter som etter lov skal inntas i eller vedlegges innkallingen til generalforsamlingen. En aksjeeier kan likevel kreve å få tilsendt dokumenter som gjelder saker som skal behandles på generalforsamlingen.</i>	<i>Provided documents concerning items to be discussed at the General Meeting are made available at the company's website, the requirement of mailing the documents to the shareholders does not apply. This also applies for documents which, according to the law, shall be included in or attached to the notice of General Meeting. Each shareholder is still entitled to request that the documents concerning items to be discussed at the General Meeting are mailed.</i>