Kid ASA

KID ASA

In case of discrepancies between the Norwegian text and the English translation, the Norwegian text shall prevail.

Protokoll fra ordinær generalforsamling

Det ble avholdt ordinær generalforsamling i Kid ASA, org.nr. 988 384 135 ("**Selskapet**") torsdag den 16. mai 2024 elektronisk.

Oversikt over representerte aksjonærer følger vedlagt protokollen.

Møtet ble åpnet av Styrets leder, Petter Schouw-Hansen.

Dagsorden:

1. Valg av møteleder og en person til å medundertegne protokollen

Petter Schouw-Hansen ble valgt som møteleder og Berit Fjell Kamhaug ble valgt til å medundertegne protokollen sammen med møteleder.

2. Godkjennelse av innkallingen og dagsorden

Innkallingen og dagsorden ble godkjent.

3. Godkjenning av årsregnskap og Styrets årsberetning for Kid ASA og konsernet for 2023, herunder disponering av årets resultat, samt behandling av redegjørelse om foretaksstyring og revisors beretning

I henhold til Styrets forslag traff generalforsamlingen følgende vedtak:

Årsregnskapet og årsberetningen for 2023 godkjennes.

Det foreslåtte utbyttet på NOK 3,50 per aksje godkjennes.

4. Fullmakt til å beslutte utdeling av utbytte

I henhold til Styrets forslag traff generalforsamlingen følgende vedtak:

Minutes of annual general meeting

The annual general meeting of Kid ASA, org. no. 988 384 135 (the "**Company**") was held on Thursday 16 May 2024 electronically.

A record of shareholders represented at the meeting is attached to these minutes.

The meeting was opened by the Chairman of the Board, Petter Schouw-Hansen.

Agenda:

1. Election of a chairperson and a person to co-sign the minutes

Petter Schouw-Hansen was elected as chairperson, and Berit Fjell Kamhaug was elected to co-sign the minutes along with the chairperson.

2. Approval of the notice and the agenda

The notice and the agenda were approved.

3. Approval of the annual accounts and directors' report of Kid ASA and the group for 2023, including allocation of the result of the year, as well as consideration of the statement on corporate governance and audit report

In accordance with the proposal of the Board of Directors, the general meeting passed the following resolution:

The annual accounts and the directors' report for 2023 are approved.

The proposed dividend of NOK 3.50 per share is approved.

4. Authority to approve the distribution of dividends

In accordance with the proposal of the Board of Directors, the general meeting passed the following resolution:

Styret gis i henhold til allmennaksjeloven § 8-2 (2) fullmakt til å beslutte utdeling av utbytte på grunnlag av Selskapets årsregnskap for 2023. Fullmakten kan utøves én gang.

Fullmakten gjelder frem til ordinær generalforsamling i 2025.

The Board of Directors is authorized pursuant to the Public Limited Companies Act § 8-2 (2) to approve the distribution of dividends based on the Company's annual accounts for 2023. The authority may be used one time.

The authority shall remain in force until the annual general meeting in 2025.

5. Fastsettelse av honorar til styrets medlemmer

Generalforsamlingen vedtok at Styrets honorar for perioden mai 2023 til ordinær generalforsamling i 2024 skal være som følger:

Styreleder:	NOK 575.000
Styremedlem:	NOK 410.000
Tillegg medlem av revisjonsutvalg:	NOK 16.000 per møte

5. Determination of the remuneration of the members of the Board of Directors

The general meeting resolved that the remuneration of the Board of Directors for the period from May 2023 to the annual general meeting in 2024 shall be as follows:

Chairman:	NOK 575,000
Board member:	NOK 410,000
Additional fee to member of the audit committee:	NOK 16,000 per meeting

6. Godkjennelse av honorar til Selskapets revisor

Generalforsamlingen godkjente honoraret til Selskapets revisor.

6. Approval of the remuneration of the Company's auditor

The general meeting approved the remuneration of the Company's auditor.

7. Valg av medlemmer til Styret

Generalforsamlingen gjenvalgte Espen Gundersen, for de neste to år som styreleder.

Generalforsamlingen gjenvalgte Liv Berstad som styremedlem for en periode på to år.

Generalforsamlingen gjenvalgte Gyrid Skalleberg Ingerø som styremedlem for en periode på to år.

Generalforsamlingen valgte Jon Brannsten som styremedlem for en periode på to år.

7. Election of members to the Board of Directors

The general meeting re-elected Espen Gundersen, for the next two years as chairman of the board.

The general meeting re-elected Liv Berstad as member of the board for a period of two years.

The general meeting re-elected Gyrid Skalleberg Ingerø as member of the board for a period of two years.

The general meeting elected Jon Brannsten as member of the board for a period of two years.

8. Fastsettelse av honorar til valg-komitéens medlemmer

Generalforsamlingen vedtok at valgkomiteens honorar for perioden fra mai

8. Determination of the remuneration of the members of the nomination committee

The general meeting resolved that the remuneration of the nomination committee for the period from May 2023 to the annual

2023 til ordinær generalforsamling i 2024 skal være følgende:		general meeting in 2024 shall be as follows:	
Leder:	NOK: 75.000	Chair:	NOK 75,000
Medlem:	NOK: 60.000	Member:	NOK: 60,000

9. Rapport om lønn og annen godtgjørelse til ledende personer

I tråd med bestemmelsene i allmennaksjeloven §§ 6-16b, og i henhold til styrets forslag traff generalforsamlingen følgende vedtak:

Generalforsamlingen gir sin tilslutning til rapport om lønn og annen godtgjørelse til ledende personer for 2023.

9. Report for remuneration to senior executives

In line with the requirements in the Public Limited Companies Act §§ 6-16b, and in accordance with the proposal of the Board of Directors, the general meeting passed the following resolution:

The general meeting endorses the report for remuneration to senior executives for 2023.

10. Styrefullmakt til kapitalforhøyelse

I henhold til styrets forslag traff generalforsamlingen følgende vedtak:

Styret gis i henhold til allmennaksjeloven § 10-14 (1) fullmakt til å forhøye Selskapets aksjekapital med inntil NOK 4.877.419. Innenfor denne samlede beløpsrammen kan fullmakten benyttes flere ganger.

Fullmakten kan bare benyttes til å utstede aksjer som vederlag og til innhenting av ny egenkapital for å styrke Selskapets finansiering.

Fullmakten gjelder frem til ordinær generalforsamling i 2025, dog senest til 30. juni 2025.

Aksjeeiernes fortrinnsrett etter allmennaksjeloven § 10-4 kan fravikes.

Fullmakten omfatter kapitalforhøyelse mot innskudd i penger og mot innskudd i andre eiendeler enn penger. Fullmakten omfatter rett til å pådra selskapet særlige plikter, jf. allmennaksjeloven § 10-2. Fullmakten omfatter beslutning om fusjon etter allmennaksjeloven § 13-5.

10. Board authorisation to increase the share capital

In accordance with the proposal of the Board of Directors, the general meeting passed the following resolution:

The Board of Directors is authorized pursuant to the Public Limited Companies Act § 10-14 (1) to increase the Company's share capital by up to NOK 4,877,419. Subject to this aggregate amount limitation, the authority may be used on more than one occasion.

The authority may only be used to issue shares as consideration and to raise new equity in order to strengthen the Company's financing.

The authority shall remain in force until the annual general meeting in 2025, but in no event later than 30 June 2025.

The pre-emptive rights of the shareholders under § 10-4 of the Public Limited Companies Act may be set aside.

The authority covers capital increases against contributions in cash and contributions other than in cash. The authority covers the right to incur special obligations for the Company, ref. § 10-2 of the Public Limited Companies Act. The authority covers resolutions on mergers in *accordance with § 13-5 of the Public Limited Companies Act.*

11. Styrefullmakt til erverv av Selskapets egne aksjer

I henhold til styrets forslag traff generalforsamlingen følgende vedtak:

Styret gis i henhold til allmennaksjeloven § 9-4 fullmakt til på vegne av Selskapet å erverve aksjer i Selskapet ("egne aksjer") med en samlet pålydende verdi på inntil NOK 4.877.419.

Ved erverv av egne aksjer kan det ikke betales et vederlag pr. aksje som er mindre enn NOK 70 eller som overstiger NOK 200.

Styret fastsetter på hvilke måter egne aksjer kan erverves eller avhendes.

Fullmakten gjelder frem til ordinær generalforsamling i 2025, dog senest til 30. juni 2025.

11. Board authorisation for the acquisition of the Company's own shares

In accordance with the proposal of the Board of Directors, the general meeting passed the following resolution:

The board of directors is authorized pursuant to the Public Limited Liability Companies Act § 9-4 to acquire shares in the Company ("own shares") on behalf of the Company with an aggregate nominal value of up to 4,877,419.

When acquiring own shares, the consideration per share may not be less than NOK 70 and may not exceed NOK 200.

The Board of Directors determines the methods by which own shares can be acquired or disposed of.

The authority shall remain in force until the annual general meeting in 2025, but in no event later than 30 June 2025.

Da det ikke var flere saker på dagsorden, ble møtet avsluttet.

As there were no further matters on the agenda the meeting was adjourned.

Oversikt over stemmegivning på de enkelte punktene er vedlagt protokollen.

An overview over the voting results on each item is attached to the minutes.

Petter Schouw-Hansen

Berit Fjell Kamhaug

Total Represented

ISIN:	NO0010743545 KID ASA
General meeting date:	16/05/2024 15.00
Today:	16.05.2024

Number of persons with voting rights represented/attended : 2

	Number of shares	% sc
Total shares	40,645,162	
- own shares of the company	0	
Total shares with voting rights	40,645,162	
Represented by own shares	54,808	0.14 %
Represented by advance vote	19,335,485	47.57 %
Sum own shares	**19,390,293**	**47.71 %**
Represented by proxy	3,948,679	9.72 %
Sum proxy shares	**3,948,679**	**9.72 %**
Total represented with voting rights	**23,338,972**	**57.42 %**
Total represented by share capital	**23,338,972**	**57.42 %**

Registrar for the company:

NORDEA BANK ABP, FILIAL NORGE

Signature company:

KID ASA

Attendance List Attendance KID ASA 16/05/2024

Ref no	First Name	Company/Last name	Repr. by	Participant	Share	Own	Proxy	Proxy votes	Total	% sc	% registered	% represented	Voting instruction
					Ordinær	19,335,485	0	0	19,335,485	47.57 %	82.85 %	82.85 %	
18	or a person authorised by him or h	Chair of the Board of Directors		Proxy Solicitor	Ordinær	0	3,948,679	0	3,948,679	9.72 %	16.92 %	16.92 %	
877	PETTER	SCHOUW-HANSEN		Share Holder	Ordinær	54,808	0	0	54,808	0.14 %	0.24 %	0.24 %	

Protocol for general meeting KID ASA

ISIN:	NO0010743545 KID ASA
General meeting date:	16/05/2024 15.00
Today:	16.05.2024

Shares class	For	Against	Poll in	Abstain	Poll not registered	Represented shares with voting rights
Agenda item 1 Election of a chairperson and a person to co-sign the minutes						
Ordinær	23,338,912	0	23,338,912	60	0	23,338,972
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	100.00 %	0.00 %	100.00 %	0.00 %	0.00 %	
total sc in %	57.42 %	0.00 %	57.42 %	0.00 %	0.00 %	
Total	**23,338,912**	**0**	**23,338,912**	**60**	**0**	**23,338,972**
Agenda item 2 Approval of the notice and the agenda						
Ordinær	23,338,912	0	23,338,912	60	0	23,338,972
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	100.00 %	0.00 %	100.00 %	0.00 %	0.00 %	
total sc in %	57.42 %	0.00 %	57.42 %	0.00 %	0.00 %	
Total	**23,338,912**	**0**	**23,338,912**	**60**	**0**	**23,338,972**
Agenda item 3 Approval of the annual accounts and directors' report of Kid ASA and the group for 2023,						
Ordinær	23,338,912	0	23,338,912	60	0	23,338,972
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	100.00 %	0.00 %	100.00 %	0.00 %	0.00 %	
total sc in %	57.42 %	0.00 %	57.42 %	0.00 %	0.00 %	
Total	**23,338,912**	**0**	**23,338,912**	**60**	**0**	**23,338,972**
Agenda item 4 Authority to approve the distribution of dividends						
Ordinær	23,338,912	0	23,338,912	60	0	23,338,972
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	100.00 %	0.00 %	100.00 %	0.00 %	0.00 %	
total sc in %	57.42 %	0.00 %	57.42 %	0.00 %	0.00 %	
Total	**23,338,912**	**0**	**23,338,912**	**60**	**0**	**23,338,972**
Agenda item 5 Determination of the remuneration of the members of the board of directors						
Ordinær	23,337,207	1,700	23,338,907	65	0	23,338,972
votes cast in %	99.99 %	0.01 %		0.00 %		
representation of sc in %	99.99 %	0.01 %	100.00 %	0.00 %	0.00 %	
total sc in %	57.42 %	0.00 %	57.42 %	0.00 %	0.00 %	
Total	**23,337,207**	**1,700**	**23,338,907**	**65**	**0**	**23,338,972**
Agenda item 6 Approval of the remuneration of the Company's auditor						
Ordinær	23,278,118	60,794	23,338,912	60	0	23,338,972
votes cast in %	99.74 %	0.26 %		0.00 %		
representation of sc in %	99.74 %	0.26 %	100.00 %	0.00 %	0.00 %	
total sc in %	57.27 %	0.15 %	57.42 %	0.00 %	0.00 %	
Total	**23,278,118**	**60,794**	**23,338,912**	**60**	**0**	**23,338,972**
Agenda item 7.1 Election of members to the board of directors -Espen Gundersen						
Ordinær	19,987,803	3,351,154	23,338,957	15	0	23,338,972
votes cast in %	85.64 %	14.36 %		0.00 %		
representation of sc in %	85.64 %	14.36 %	100.00 %	0.00 %	0.00 %	
total sc in %	49.18 %	8.25 %	57.42 %	0.00 %	0.00 %	
Total	**19,987,803**	**3,351,154**	**23,338,957**	**15**	**0**	**23,338,972**
Agenda item 7.2 Election of members to the board of directors - Liv Berstad						
Ordinær	23,298,532	40,425	23,338,957	15	0	23,338,972
votes cast in %	99.83 %	0.17 %		0.00 %		
representation of sc in %	99.83 %	0.17 %	100.00 %	0.00 %	0.00 %	
total sc in %	57.32 %	0.10 %	57.42 %	0.00 %	0.00 %	
Total	**23,298,532**	**40,425**	**23,338,957**	**15**	**0**	**23,338,972**
Agenda item 7.3 Election of members to the board of directors - Gyrid Skalleberg Ingerø						
Ordinær	19,424,437	3,914,520	23,338,957	15	0	23,338,972
votes cast in %	83.23 %	16.77 %		0.00 %		
representation of sc in %	83.23 %	16.77 %	100.00 %	0.00 %	0.00 %	
total sc in %	47.79 %	9.63 %	57.42 %	0.00 %	0.00 %	
Total	**19,424,437**	**3,914,520**	**23,338,957**	**15**	**0**	**23,338,972**
Agenda item 7.4 Election of members to the board of directors - Jon Brannsten						
Ordinær	23,336,907	2,050	23,338,957	15	0	23,338,972

Shares class	For	Against	Poll in	Abstain	Poll not registered	Represented shares with voting rights
votes cast in %	99.99 %	0.01 %		0.00 %		
representation of sc in %	99.99 %	0.01 %	100.00 %	0.00 %	0.00 %	
total sc in %	57.42 %	0.01 %	57.42 %	0.00 %	0.00 %	
Total	**23,336,907**	**2,050**	**23,338,957**	**15**	**0**	**23,338,972**
Agenda item 8.1 Election of members to the nomination committee - Sten-Arthur Sælør						
Ordinær	23,158,011	180,946	23,338,957	15	0	23,338,972
votes cast in %	99.23 %	0.78 %		0.00 %		
representation of sc in %	99.23 %	0.78 %	100.00 %	0.00 %	0.00 %	
total sc in %	56.98 %	0.45 %	57.42 %	0.00 %	0.00 %	
Total	**23,158,011**	**180,946**	**23,338,957**	**15**	**0**	**23,338,972**
Agenda item 8.2 Election of members to the nomination committee - Petter Tusvik						
Ordinær	23,158,011	180,946	23,338,957	15	0	23,338,972
votes cast in %	99.23 %	0.78 %		0.00 %		
representation of sc in %	99.23 %	0.78 %	100.00 %	0.00 %	0.00 %	
total sc in %	56.98 %	0.45 %	57.42 %	0.00 %	0.00 %	
Total	**23,158,011**	**180,946**	**23,338,957**	**15**	**0**	**23,338,972**
Agenda item 9 Determination of the remuneration of the members of the nomination committee						
Ordinær	23,337,207	1,750	23,338,957	15	0	23,338,972
votes cast in %	99.99 %	0.01 %		0.00 %		
representation of sc in %	99.99 %	0.01 %	100.00 %	0.00 %	0.00 %	
total sc in %	57.42 %	0.00 %	57.42 %	0.00 %	0.00 %	
Total	**23,337,207**	**1,750**	**23,338,957**	**15**	**0**	**23,338,972**
Agenda item 10 Report on salary and other remuneration to senior executives						
Ordinær	18,214,088	5,124,369	23,338,457	515	0	23,338,972
votes cast in %	78.04 %	21.96 %		0.00 %		
representation of sc in %	78.04 %	21.96 %	100.00 %	0.00 %	0.00 %	
total sc in %	44.81 %	12.61 %	57.42 %	0.00 %	0.00 %	
Total	**18,214,088**	**5,124,369**	**23,338,457**	**515**	**0**	**23,338,972**
Agenda item 11 Board authorisation to increase the share capital						
Ordinær	23,338,907	50	23,338,957	15	0	23,338,972
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	100.00 %	0.00 %	100.00 %	0.00 %	0.00 %	
total sc in %	57.42 %	0.00 %	57.42 %	0.00 %	0.00 %	
Total	**23,338,907**	**50**	**23,338,957**	**15**	**0**	**23,338,972**
Agenda item 12 Board authorisation for the acquisition of the Company's own shares						
Ordinær	23,338,907	50	23,338,957	15	0	23,338,972
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	100.00 %	0.00 %	100.00 %	0.00 %	0.00 %	
total sc in %	57.42 %	0.00 %	57.42 %	0.00 %	0.00 %	
Total	**23,338,907**	**50**	**23,338,957**	**15**	**0**	**23,338,972**
Agenda item 13 Proposal to amend the articles of association						
Ordinær	23,338,907	50	23,338,957	15	0	23,338,972
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	100.00 %	0.00 %	100.00 %	0.00 %	0.00 %	
total sc in %	57.42 %	0.00 %	57.42 %	0.00 %	0.00 %	
Total	**23,338,907**	**50**	**23,338,957**	**15**	**0**	**23,338,972**

Registrar for the company: Signature company:

NORDEA BANK ABP, FILIAL NORGE KID ASA

Share information

Name	Total number of shares	Nominal value	Share capital	Voting rights
Ordinær	40,645,162	1.20	48,774,194.40	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