



# Notice of the Annual General Meeting in Storebrand ASA

2023





# Notice of the Annual General meeting of Storebrand ASA

**Date:** Thursday, 13 April 2023 at 16:30 (CEST)

**Place:** The meeting will be held digitally via the general meeting portal administered by Euronext Securities Oslo (the "Euronext Securities Portal").

**Registration deadline:** Tuesday 11 April 2023 at 16:00 (CEST)

## The following items are on the agenda:

1. Opening of the General Meeting by Attorney Anders Arnkværn, and presentation of the list of shareholders and proxies present
2. Election of the Meeting Chairman
3. Approval of the notice and agenda for the meeting
4. Election of an individual to co-sign the minutes with the Chairman of the Meeting
5. Briefing on the operations and activities
6. Presentation and approval of the 2022 Annual Report and Financial Statements.  
The Board of Directors proposes a dividend of NOK 3.70 per share for 2022.
7. Board of Directors' Corporate Governance Statement
8. Board of Directors' Report on the Fixing of Salaries and Other Remuneration to Executive Personnel
9. Board of Directors' Guidelines on the Fixing of Salaries and Other Remuneration to Executive Personnel
10. The Board of Directors' proposal for a reduction in share capital
11. The Board of Directors' proposal for amendments to the Articles of Association
12. Board of Directors' proposed authorisations of the Board of Directors by the General Meeting:
  - 12.1 to acquire treasury shares
  - 12.2 to increase the company's share capital by issuing new shares
  - 12.3 issue of subordinated loan capital
13. Election of directors to the Board of Directors, including election of the Chairman of the Board
14. Election of members to the Nomination Committee, including election of the Committee Chairman
15. Remuneration of the Board of Directors, Board committees and the Nomination Committee
16. Approval of the auditor's remuneration, including the Board of Directors' disclosure on the distribution of remuneration between auditing and other services
17. Closing of the General Meeting

Pursuant to Section 5-12 of the Norwegian Public Limited Liability Companies Act, the General Meeting is opened by the Chairman of the Board or whomever the Board of Directors has appointed. The Board of Directors has appointed Attorney Anders Arnkværn from Advokatfirmaet Thommessen AS to open the meeting, and also propose that he be elected as the Meeting Chairman.

## Meeting

The Annual General Meeting will only be held as a digital meeting via the Euronext Securities Portal. The meeting will be held in Norwegian.

## Registration and access to the meeting

Shareholders who wish to participate in the Annual General Meeting must register their attendance and this must have been **received by 11 April 2023 at 16:00 (CEST)** by using one of the two alternatives listed below:

- i. Electronically via the link on the company's website [www.storebrand.no/ir](http://www.storebrand.no/ir) or by logging in to VPS investor services; or
- ii. By returning the registration form for participation enclosed with this notice either as a scanned document by e-mail to [nis@nordea.com](mailto:nis@nordea.com) or by ordinary mail to Nordea Bank Abp, branch of Norway, Issuer Services, Postboks 1166 Sentrum, 0107 Oslo.

*Shareholders who do not comply with the registration deadline will not be able to participate at the Annual General Meeting.*

Participation at the Annual General Meeting will exclusively take place through the Euronext Securities Portal. Access to the Euronext Securities Portal is only provided to shareholders that have registered attendance by the deadline stipulated above.

A condition for participation is that the shareholders have provided their e-mail addresses upon registration. If a shareholder registers participation at the Annual General Meeting electronically via VPS Investor Services, the shareholder must have registered an e-mail address with VPS Investor Services. Registration of e-mail in VPS Investor Services is done by the shareholder itself in the menu *choice Investor information/change customer information*. Upon registration of participation at the Annual General Meeting, the participant accepts that Verdipapirsentralen ASA will retrieve information about the e-mail address from VPS Investor Services or from the registration form that is sent to Nordea.

Shareholders that have registered to participate in the Annual General Meeting by the deadline and have provided an e-mail address will receive a link to the Euronext Securities Portal, access codes (username and password) and user guidance by 13 April 2023 at the latest. See also *"Technical information on access to the Euronext Securities Portal"* below for further information.



If the shareholder does not have an e-mail address registered with VPS Investor Services or does not provide an e-mail address upon submission of the registration form enclosed with the notice, the shareholder will not be able to participate at the Annual General Meeting.

### **Participation by proxy and/or with an adviser**

If a shareholder wishes to attend by proxy, the shareholder must, upon registration, provide the e-mail address of the proxy, whereby a link and a separate login to the Euronext Securities Portal, access codes (username and password) and the user guide for attendance will be sent by e-mail to the proxy.

A shareholder or a proxy may register digital participation at the Annual General Meeting together with an adviser. Confirmation of the adviser's registration, including a link and a separate login to the Euronext Securities Portal, will be sent by e-mail to the adviser. This will only be required if the shareholder and adviser do not participate from the same location.

Please note that registration of attendance for proxies and advisers can only take place by using the registration form included as an annex to the notice (and not via electronic registration in VPS Investor Services). The registration form must include the name and e-mail address of the proxy so that login details can be provided to the proxy, see *"Registration and access to the meeting"* above. The same applies to advisers who participate from a different location to the shareholder.

### **Advance vote**

There will be the option of casting advance votes. Such advance voting must occur electronically via VPS Investor Services or in writing by filling out the advance voting form enclosed with the notice. The deadline for submitting advance votes is 11 April 2023 at 16:00 (CEST). Until this deadline, votes that have already been cast may be changed or withdrawn. For further information on casting advance votes, reference is made to the advance voting form enclosed with the notice.

### **Proxies**

Shareholders may authorise the Chairman of the Board or the Chief Executive Officer (or whomever they authorise) or another person to vote for their shares. The proxy may be granted with or without voting instructions. Proxies may be submitted electronically via VPS Investor Services or by completing and submitting the proxy form enclosed with this notice in accordance with the instructions set out therein. The proxy must be in writing, dated, signed and timely submitted. Proxies granted to the Chairman or CEO must be registered through VPS Investor Services or be received by post/e-mail by 11 April 2023 at 16:00 (CEST) as specified in the enclosed proxy form.

See the annex to the notice for more information concerning the submission of proxies. If you wish to participate in the General Meeting with a proxy that is not the Chairman, see also the section entitled *"Participation by proxy and/or with an adviser"* above for further information.

### **Technical information regarding access to the Euronext Securities Portal**

Each shareholder is responsible for ensuring that he or she has a smartphone/tablet/computer with an internet browser and that he or she has a functional internet connection in accordance with the requirements below.

### Browser/PC

The Euronext Securities Portal can be accessed through "evergreen browsers" on PC/Mac, smartphone and tablet/iPad. "Evergreen browsers" (for example, Edge, Chrome and Firefox) are browsers which are automatically updated to new versions. Safari is also supported (Safari version 12, 13, 14 and 15), even though it is not an "evergreen browser". Internet Explorer cannot be used.

### Apple Products

The Euronext Securities Portal will run on the four latest main versions of the Safari browser on Mac, iPhone and iPad (Safari versions 12, 13, 14 and 15). Shareholders who have older Apple equipment which cannot be updated to a usable Safari version can install and use a Chrome browser.

### Internet connection

The quality of the transmission will depend on the shareholders' individual internet providers. Shareholders should, as a minimum, have a 5-10 Mbit/s connection for good transmission.

It is recommended that each shareholder, in due time prior to the start of the Annual General Meeting, tests his or her device and internet connection by logging on to the Euronext Securities Portal. The Euronext Securities Portal will be open for testing from 08:00 (CEST) on the day of the Annual General Meeting.

Shareholders experiencing any technical problems may contact the Euronext Securities Portal hotline at tel. +45 4358 8894. The hotline is open from 08:00 (CEST) on the day of the General Meeting and until the General Meeting has been completed.

### **Questions and voting**

After the presentation of the individual agenda items, it will be possible to ask questions and submit comments concerning the proposals through the Euronext Securities Portal with a maximum of 2,400 signs. It is recommended to keep questions and comments brief and concise. The shareholders' written questions/comments will be presented in the Annual General Meeting by the Meeting Chairman and will be verbally answered at the meeting if possible, or in writing after the meeting if necessary.

When voting on an agenda item, this will be clearly stated in the Euronext Securities Portal. Shareholders must log into the portal in order to be able to vote. Shareholders who have granted proxies prior to the Annual General Meeting will not be able to vote during the Annual General Meeting.

Since voting and communication at the Annual General Meeting are conducted digitally, delays may occur. In rare cases, these delays may last up to one minute. The Meeting Chairman is aware of this and will conduct the meeting accordingly. The company does not assume any responsibility for questions from shareholders, proposed amendments or votes cast not being received in time to be taken into consideration under the relevant item on the agenda.

### **Other information**

Storebrand ASA is a listed Norwegian public limited company governed by Norwegian law, including the rules of the Norwegian Public Limited Liability Companies Act, Act on Financial Institutions and Financial Groups and Securities Trading Act. As of the date of this notice, the company has issued 471,974,890 shares, each with a nominal value of NOK 5. Each share represents one vote. These shares have equal rights in all respects. As of 15 March, the company holds 7,603,886 treasury shares with no voting rights. The number of voting shares is, as of 15 March, accordingly 464,371,004.

Only shareholders who are registered as an owner in the Norwegian Central Securities Depository (VPS) no later than 3 April 2023 have the right to participate in the General Meeting and vote for the number of shares the shareholder is registered as the owner of in the VPS.

Nominees may not attend or vote at the General Meeting for any shares registered on a nominee account. In such case the beneficial owner must transfer the shares to an account in their own name in order to be eligible to attend and vote.

The shareholders are entitled to submit alternatives to the Board of Directors' proposals under the items that are to be considered by the General Meeting, provided that the alternative proposal is within the scope of the item to be considered.

## Documents

This notice of the General Meeting, and the registration, proxy and advance voting forms will be sent to all shareholders registered with the Norwegian Central Securities Depository (VPS) as of 17 March 2023.

In addition, the following documents and information are available on the company's website [www.storebrand.no/ir](http://www.storebrand.no/ir)

- The notice's annexes and Storebrand ASA's 2022 Annual Report (including the annual financial statements, Report of the Board of Directors, Auditor's Report and Board of Directors' Corporate Governance Statement).
- Further information relating to the shareholders' right to have matters considered at the General Meeting pursuant to Section 5-11 of the Norwegian Public Limited Liability Companies Act, and the right to request available information from the company's Board of Directors and management pursuant to Section 5-15 of the Norwegian Public Limited Liability Companies Act.

Shareholders who wish to receive the Annual Report and Notice of the Annual General Meeting and annexes by mail may contact Storebrand by e-mail at: [ir@storebrand.no](mailto:ir@storebrand.no), or write alternatively to Storebrand ASA, Postboks 500, 1327 Lysaker.

Lysaker, 15 March 2023  
Board of Directors of Storebrand ASA

Didrik Munch  
Chairman of the Board

PIN code:

Ref. no.:

The Annual General Meeting of Storebrand ASA will be held on Thursday 13 April 2023 at 16:30 (CEST).  
The meeting will be held digitally via the general meeting portal administered by Euronext Securities Oslo.

## Registration Form

### Storebrand ASA

### Annual General Meeting 2023

Registration for the General Meeting can be done by completing and signing this registration form which has to be received by Nordea Bank Abp no later than **Tuesday 11 April 2023 at 16:00 (CEST)**. The registration form can be sent to the e-mail address at [nis@nordea.com](mailto:nis@nordea.com), or alternatively by post to Nordea Bank Abp, Norway branch, Essendrops gate 7, Postboks 1166 Sentrum, 0107 Oslo. You may also register on the website [www.storebrand.no/ir](http://www.storebrand.no/ir) by the same deadline.

**A condition for participation is that the shareholder has provided his/her e-mail address on this registration form. If a shareholder registers to participate at the General Meeting electronically via VPS Investor Services, the shareholder must have registered an e-mail address with VPS Investor Services.**

The undersigned will participate at the Annual General Meeting of Storebrand ASA on Thursday 13 April 2023 and (please tick)

☐

vote for my/our shares

☐

vote for shares in accordance with the enclosed proxy(ies)

---

Name of participant (shareholder and/or proxy) (please use block letters)

---

E-mail address of the participant **(must be completed in order to participate at the General Meeting)**

If a shareholder is a company, state the name of the person who will attend on behalf of the company: \_\_\_\_\_

Shareholders who wish to participate at the General Meeting and request separate access for an adviser are asked to tick the box below and state the name and e-mail address of the adviser.

☐

The undersigned will participate at the general meeting with an adviser and a separate login for him/her is requested.

---

Name and e-mail of the adviser (please use block capitals)

If a shareholder wishes to participate by proxy or with an adviser, when registering the shareholder must provide the **e-mail address** of the proxy/adviser, whereupon a link and a separate login to the Euronext Securities Portal, access codes (username and password) and the user guide for attendance will be sent by e-mail to the proxy/adviser. Registration of participation by proxy or adviser may only be made by submitting this form (and not by electronic registration in VPS Investor Services).

Date and place: \_\_\_\_\_ Name (block capitals): \_\_\_\_\_

Shareholder's signature: \_\_\_\_\_

*If the shareholder is a legal entity, please enclose/attach documentation specifying the right to sign.*





Pin-kode:

Ref-nr.:

# PROXY

Storebrand ASA

## Annual General Meeting 2023

If you cannot attend the Annual General Meeting yourself, you may be represented by proxy. You can then use this proxy form. If you do not enter a name, then the proxy will be given to the Chairman of the Board or the person whom the Chairman of the Board appoints to attend on his behalf. This form must be received by Nordea Bank Abp no later than **Tuesday 11 April 2023 at 16:00 (CEST)**. The form can be sent to the email address at [nis@nordea.com](mailto:nis@nordea.com), or alternatively by post to Nordea Bank Abp, Norway branch, Essendrops gate 7, Postboks 1166 Sentrum, 0107 Oslo.

The undersigned shareholder in Storebrand ASA hereby gives:

☐ Chairman of the Board Didrik Munch

☐ CEO Odd Arild Grefstad

☐ Other: \_\_\_\_\_

Name of proxy or no name (blank)

the authority to attend and cast a vote for my/our shares at the Annual General Meeting of Storebrand ASA on **Thursday 13 April 2023**.

The votes shall be cast in accordance with the instructions stated below. If there are any doubts concerning the interpretation of the instructions, the proxy will assume a reasonable interpretation when casting the vote. In the event of any unclear instructions, the proxy may abstain from voting. **Note that if a box has not been ticked off below, then this will be interpreted as an instruction to vote "in favour" of the proposals in the notice.** If a proposal is submitted in addition to, or as a replacement for, the proposals in the notice, then the proxy will be entitled to decide on how to vote for these proposals.

Please indicate your desired vote for the following items:

No.	Agenda for the Annual General Meeting 2023	For	Against	Abstain	Proxy decides
2.	Election of the Meeting Chairman				
	Attorney Anders Arnkværn				
3.	Approval of the notice and agenda for the meeting				
4.	Election of an individual to co-sign the minutes with the Chairman of the Meeting				
5.	Briefing on the operations and activities				
6.	Approval of the annual financial statements and report of the Board of Directors, including allocation of the profit for the year. The Board proposes a dividend of NOK 3.70 per share for 2022.				
7.	Board of Directors' Corporate Governance Statement				
8.	Board of Directors' Report on the Fixing of Salaries and Other Remuneration to Executive Personnel (advisory vote)				
9.	Board of Directors' Guidelines on the Fixing of Salaries and Other Remuneration to Executive Personnel				
10.	The Board of Directors' proposal for a reduction in share capital				
11.	The Board of Directors' proposal for amendments to the Articles of Association				
12.	Board of Directors' proposed authorisations of the Board of Directors by the General Meeting				
12.1	Authorisation for the company's acquisition of treasury shares				
12.2	Authorisation to increase the company's share capital by issuing new shares				
12.3	Authorisation to issue subordinated loan capital				

No.	Agenda for the Annual General Meeting 2023	For	Against	Abstain	Proxy decides
<b>13.</b>	<b>Election of directors to the Board of Directors, including election of the Chairman of the Board</b> (Nomination Committee's recommendation)				
	Didrik Munch				
	Christel Elise Borge				
	Karin Bing Orgland				
	Marianne Bergmann Røren				
	Jarle Roth				
	Martin Skancke				
	Fredrik Åtting				
	<b>Election of Chairman of the Board</b>				
	Didrik Munch				
<b>14.</b>	<b>Election of members to the Nomination Committee</b> (Nomination Committee's recommendation)				
	Nils Bastiansen				
	Anders Gaarud				
	Liv Monica Stubholt				
	Lars Jansen Viste				
	<b>Election of the Nomination Committee Chairman</b>				
	Nils Bastiansen				
<b>15.</b>	<b>Remuneration to</b>				
	<b>15.1 Board of Directors</b>				
	<b>15.2 Board committees</b>				
	<b>15.3 Nomination Committee</b>				
<b>16.</b>	<b>Approval of the auditor's remuneration, including the Board of Directors' disclosure on the distribution of remuneration between auditing and other services</b>				

Shareholder's name and address: \_\_\_\_\_

Date: \_\_\_\_\_ Place: \_\_\_\_\_ Shareholder's signature: \_\_\_\_\_

*If the shareholder is a legal entity, please enclose/attach documentation specifying the right to sign.*

PIN code:

Ref. no.:

# ADVANCE VOTE

## Storebrand ASA

### Annual General Meeting 2023

If you cannot attend the Annual General Meeting yourself, you can cast your vote in advance by using this form. This form must be received by Nordea Bank Abp no later than **Tuesday 11 April 2023 at 16:00 (CEST)**. The form can be sent to the e-mail address at [nis@nordea.com](mailto:nis@nordea.com), or alternatively by post to Nordea Bank Abp, Norway branch, Essendrops gate 7, Postboks 1166 Sentrum, 0107 Oslo.

Until the expiration of the deadline stated above, votes cast in advance can be amended or withdrawn. If it is unclear how the advance vote should be interpreted, then the vote will be rejected. **Note that if a vote for or against has not been indicated in the boxes for an item below, then this will be interpreted as abstaining from voting on this specific item.**

Please tick the appropriate box to indicate your vote for the following items:

No.	Agenda for the Annual General Meeting 2023	For	Against	Abstain
2.	Election of the Meeting Chairman			
	Advokat Anders Arnkværn			
3.	Approval of the notice and agenda for the meeting			
4.	Election of an individual to co-sign the minutes with the Chairman of the Meeting			
5.	Briefing on the operations and activities			
6.	Approval of the annual financial statements and report of the Board of Directors, including allocation of the profit for the year. The Board proposes a dividend of NOK 3.70 per share for 2022.			
7.	Board of Directors' Corporate Governance Statement			
8.	Board of Directors' Report on the Fixing of Salaries and Other Remuneration to Executive Personnel (advisory vote)			
9.	Board of Directors' Guidelines on the Fixing of Salaries and Other Remuneration to Executive Personnel			
10.	The Board of Directors' proposal for a reduction in share capital			
11.	The Board of Directors' proposal for amendments to the Articles of Association			
12.	Board of Directors' proposed authorisations of the Board of Directors by the General Meeting			
	12.1 Authorisation for the company's acquisition of treasury shares			
	12.2 Authorisation to increase the company's share capital by issuing new shares			
	12.3 Authorisation to issue subordinated loan capital			
13.	Election of directors to the Board of Directors, including election of the Chairman of the Board (Nomination Committee's recommendation)			
	Didrik Munch			
	Christel Elise Borge			
	Karin Bing Orgland			
	Marianne Bergmann Røren			
	Jarle Roth			
	Martin Skancke			
	Fredrik Åtting			

No.	Agenda for the Annual General Meeting 2023	For	Against	Abstain
<b>Election of Chairman of the Board</b>				
	Didrik Munch			
<b>14.</b>	<b>Election of members to the Nomination Committee</b> (Nomination Committee's recommendation)			
	Nils Bastiansen			
	Anders Gaarud			
	Liv Monica Stubholt			
	Lars Jansen Viste			
<b>Election of the Nomination Committee Chairman</b>				
	Nils Bastiansen			
<b>15.</b>	<b>Remuneration to</b>			
	<b>15.1 Board of Directors</b>			
	<b>15.2 Board committees</b>			
	<b>15.3 Nomination Committee</b>			
<b>16.</b>	<b>Approval of the auditor's remuneration, including the Board of Directors' disclosure on the distribution of remuneration between auditing and other services</b>			

Shareholder's name and address: \_\_\_\_\_

Date: \_\_\_\_\_ Place: \_\_\_\_\_ Shareholder's signature: \_\_\_\_\_

*If the shareholder is a legal entity, please enclose/attach documentation specifying the right to sign.*