Tekna Holding ASA

Innkalling til ekstraordinær generalforsamling

Det innkalles herved til ekstraordinær generalforsamling i Tekna Holding ASA, org. nr. 925 347 884 ("**Selskapet**"), 3. oktober 2022 kl. 11.

Generalforsamlingen avholdes som et videokonferansemøte. Aksjonærer som ønsker å delta i generalforsamlingen per videokonferanse, bes sende forhåndspåmelding til Selskapet innen 29. september 2022 kl. 12:00 i henhold til påmeldingsskjema i Vedlegg 2. Detaljer for videokonferansemøtet vil kun gis til forhåndspåmeldte aksjonærer.

Generalforsamlingen vil bli åpnet av Morten Henriksen, styrets leder.

Agenda:

1. **Valg av møteleder og en person til å medundertegne protokollen**
2. **Godkjennelse av innkallingen og dagsorden**
3. **Valg av ny styreleder**
4. **Retningslinjer om fastsettelse av lønn og annen godtgjørelse til ledende personer**

Selskapet har en aksjekapital på NOK 250 454 692 fordelt på 125 227 346 aksjer, hver med pålydende verdi NOK 2.00. Hver aksje gir rett til én stemme på Selskapets generalforsamlinger. Selskapet eier ingen egne aksjer.

Aksjeeiere har følgende rettigheter i forbindelse med generalforsamlingen:

- Rett til å møte i generalforsamlingen, enten personlig eller ved fullmektig.
- Talerett på generalforsamlingen.
- Rett til å kreve opplysninger av styrets medlemmer og administrerende direktør om forhold som kan innvirke på bedømmelsen av (i) godkjennelsen av årsregnskapet og årsberetningen, (ii) saker som er forelagt aksjeeierne til avgjørelse og (iii) Selskapets økonomiske stilling herunder om virksomheten i andre selskaper som Selskapet deltar i, og andre saker som generalforsamlingen skal behandle, med mindre de opplysningene som kreves ikke kan gis uten forholdsmessig skade for Selskapet.

Notice of an extraordinary general meeting

Notice is hereby served that an extraordinary general meeting of Tekna Holding ASA, registration number 925 347 884 (the "**Company**") will be held on October 3rd, 2022 at 11:00 am CEST.

The general meeting will be held as a video conference meeting. Shareholders who wish to attend by video conference meeting are requested to send a notice of attendance to the Company no later than September 29th 2022 at 12:00 pm CEST using the attendance form attached in Appendix 2. Details for the video conference meeting will only be provided to shareholders who have given notice in advance.

The general meeting will be opened by Morten Henriksen, chairman of the Board of Directors.

Agenda:

1. **Election of a chairman and a person to co-sign the minutes**
2. **Approval of the notice and the agenda**
3. **Election of new chairman of the Board of Directors**
4. **Remuneration policy on determination of salary and other remuneration for leading persons**

The Company has a share capital of NOK 250,454, 692 divided on 125,227,346 shares, each with a nominal value of NOK 2.00. Each share carries one vote at the Company's general meetings. The Company does not own any treasury shares.

The shareholders have the following rights in respect of the general meeting:

- The right to attend the general meeting, either in person or by proxy.
- The right to speak at the general meeting.
- The right to require information from the members of the Board of Directors and the Chief Executive Officer about matters which may affect the assessment of (i) the approval of the annual accounts and directors' report, (ii) items which have been presented to the shareholders for decision and (iii) the Company's financial position, including information about activities in other companies in which the Company participates and other business to be transacted at the general meeting, unless the information demanded cannot be disclosed

- Rett til å fremsette alternativer til styrets forslag under de saker generalforsamlingen skal behandle.

Aksjonærer som ønsker å delta i generalforsamlingen enten personlig eller via fullmakt må sende inn påmeldingsskjema til Selskapet slik at Selskapet har påmeldingen i hende senest 29. september 2022 kl. 12:00. Påmelding skjer gjennom vedlagte påmeldingsskjema (Vedlegg 2).

Aksjonærer har rett til å møte og stemme ved fullmektig. Det må i så tilfelle fremlegges en skriftlig og datert fullmakt. Vedlagte fullmaktsskjema kan benyttes (Vedlegg 3).

Dersom aksjer er registrert i VPS gjennom en forvalter, jf. allmennaksjeloven § 4-10, og den reelle aksjeeieren ønsker å delta i generalforsamlingen, personlig eller ved fullmakt, må den reelle aksjeeieren overføre aksjene til en VPS-konto i den reelle aksjeeierens navn forut for avholdelse av generalforsamlingen.

Denne innkallingen er tilgjengelig på Selskapets internettside www.tekna.com.

I tråd med vedtektene § 7 sendes ikke vedleggene til innkallingen med post til aksjonærene. Enhver aksjonær kan dog kreve at vedleggene sendes vederlagsfritt til vedkommende med post. Dersom en aksjeeier ønsker å få tilsendt dokumentene kan henvendelse rettes til Selskapet per e-post til investors@tekna.com.

Fra et ESG-perspektiv, oppfordrer Selskapet alle aksjonærer til å aktivere digital kommunikasjon i VPS.

without causing disproportionate harm to the Company.

- The right to present alternatives to the Board of Directors' proposals in respect of matters on the agenda at the general meeting.

Shareholders who wish to attend the general meeting either in person or by proxy must submit a notice of attendance to the Company so that the Company receives the notice of attendance at latest on September 29th 2022 at 12.00 pm CEST. Such notice can be given through the attached notice of attendance (Appendix 2).

Shareholders may appoint a representative to attend and vote on their behalf. In this case a written and dated proxy must be provided. The attached proxy form may be used (Appendix 3).

If the shares are held through a nominee, cf. the Norwegian Public Limited Liability Companies Act Section 4-10, and the beneficial owner wishes to attend the general meeting, whether in person or by proxy, the beneficial owner must transfer the shares to a VPS account in the name of the beneficial owner prior to the date of the general meeting.

This notice is available at the Company's website www.tekna.com.

In accordance with § 7 of the Company’s articles of association, the appendices to the notice will not be sent by post to the shareholders. A shareholder may nonetheless demand to receive the appendices per postal mail free of charge. If a shareholder wishes to have the documents sent to him/her, such request can be addressed to the Company by way of e-mail to investors@tekna.com.

From an ESG-perspective, the Company encourages all shareholders to activate digital communication in the VPS system.

Morten Henriksen
Styrets leder / Chairman of the Board of Directors
(sign.)

Vedlegg:

1. Foreslåtte vedtak
2. Påmeldingsskjema
3. Fullmaktsskjema
4. Retningslinjer for fastsettelse av lønn og annen godtgjørelse til ledende personer

Appendices:

1. Proposed resolutions
2. Attendance form
3. Proxy form
4. Remuneration policy on determination of salary and other remuneration for leading persons

Vedlegg 1 / Appendix 1

Forslag til vedtak	Proposed resolutions
3. Valg av nytt styremedlem	**3. Election of new board member**
Selskapet har kalt inn til en ekstraordinær generalforsamling for å foreslå Dag Teigland som ny styreleder for Selskapet.	The Company has called for an extraordinary general meeting for the purpose of electing Dag Teigland as the new Chairman of the Board of Directors.
Avhengig av utfallet av møtet, vil Dag Teigland erstatte Morten Henriksen, viseadministrerende direktør i Arendals Fossekompani, som styreleder. Henriksen vil fortsette som styremedlem.	Pending the outcome of the meeting, Dag Teigland will replace Morten Henriksen, Executive Vice President at Arendals Fossekompani, as new chairman of the Board of Directors. Henriksen will stay on as a board member.
Teigland er en erfaren toppleder med bred erfaring fra internasjonalt næringsliv, inkludert den globale metallindustrien. Erfaringen omfatter, blant annet, lederstillinger i Elkem og direktør i Tinfos. I nyere tid, har Teigland jobbet 12 år som direktør i Holta Invest, et privateid investeringsselskap.	Teigland is an experienced top executive with extensive background from international business, including the global metal industry. His experience includes, among others, management positions in Elkem and CEO of Tinfos. More recently, Teigland served 12 years as CEO of Holta Invest, a privately owned investment company.
Teigland har også betydelig erfaring fra styrerommet, både som styreleder og styremedlem i en rekke norske og internasjonale selskaper.	Teigland is also a board room veteran, serving as member and chairman of the Board of Directors of several Norwegian and international companies.
Teigland er engasjert av Arendals Fossekompani som senior forretningsrådgiver med et spesielt fokus på Selskapet, og vil ikke anses som en uavhengig styreleder om han blir valgt.	Teigland is engaged by Arendals Fossekompani as a senior business advisor with a special focus on the Company, and is not to be considered as an independent chairman of the board, should he be elected.
Styret foreslår at generalforsamlingen treffer følgende vedtak:	The board of directors proposes that the general meeting passes the following resolution:
Dag Teigland velges som ny styreleder i Selskapet.	*Dag Teigland is elected as the new chairman of the Company's board of directors.*
Etter dette består Selskapets styre av følgende medlemmer:	*After this, the Company's board of directors consists of the following members:*
• *Dag Teigland, styreleder*	• *Dag Teigland, chairman*
• *Torkil Mogstad, styremedlem*	• *Torkil Mogstad, board member*
• *Barbara Thierart-Perrin, styremedlem*	• *Barbara Thierart-Perrin, board member*
• *Anne Lise Meyer, styremedlem*	• *Anne Lise Meyer, board member*
• *Morten Henriksen, styremedlem*	• *Morten Henriksen, board member*
4. Retningslinjer om fastsettelse av lønn og annen godtgjørelse til ledende personer	**4. Remuneration policy on determination of salary and other remuneration for leading persons**
Styret har utarbeidet retningslinjer om fastsettelse av lønn og annen godtgjørelse til ledende personer i henhold til bestemmelsen i allmennaksjeloven § 6-16a (vedlegg 4 til innkallingen). I henhold til	The Board of Directors has drawn up guidelines for determination of salary and other remuneration to leading persons in accordance with the provision in section 6-16a of the Public Limited Liability

denne bestemmelsen legges retningslinjene frem for generalforsamlingen for godkjennelse. Retningslinjene gjelder for fire år.

Companies Act (appendix 4 to the notice). In accordance with this provisions, the guidelines are submitted to the general meeting for approval. The guidelines will apply for four years.

Styret foreslår at generalforsamlingen treffer følgende vedtak:

The Board of Directors proposes that the general meeting pass the following resolution:

Generalforsamlingen godkjenner retningslinjer om fastsettelse av lønn og annen godtgjørelse til ledende personer.

The general meeting approves the guidelines for determination of salary and other remuneration to leading persons.

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

Vedlegg 2 / Appendix 2

MØTESEDDEL

Undertegnede vil møte på ekstraordinær generalforsamling i Tekna Holding ASA den 3. oktober 2022.

Jeg eier: ________________________ aksjer

Jeg har fullmakt for: ________________________ aksjer (*fullmakten(e) bes vedlagt*)

Underskrift: ________________________

Navn: ________________________ (blokkbokstaver)

Sted/dato: ________________________

E-mail adresse: ________________________

Møteseddelen sendes til: Tekna Holding ASA, investors@tekna.com**. Det bes om at møteseddelen sendes inn slik at den er selskapet i hende senest 29. September 2022 kl. 12:00.**

ATTENDANCE FORM

The undersigned will attend the extraordinary general meeting of Tekna Holding ASA on October 3rd, 2022.

I own : ________________________ shares

I am proxy for: ________________________ shares (*please attach proxy form(s)*)

Signature: ________________________

Name: ________________________(block letters)

Place/date: ________________________

E-mail address: ________________________

Please send the attendance form to: Tekna Holding ASA, investors@tekna.com**. Please make sure that the attendance form is received by the company no later than September 29th, 2022 at 12:00 pm CEST.**

Vedlegg 3

TEKNA HOLDING ASA

FULLMAKT

Som eier av _______ aksjer i Tekna Holding ASA gir jeg/vi herved

☐ styrets leder

☐ ________________________ (sett inn navn)

fullmakt til å representere og avgi stemmer for mine/våre aksjer på ekstraordinær generalforsamling i Tekna Holding ASA den 3. oktober 2022ccccc.

Dersom det ikke er krysset av for noen av alternativene ovenfor, vil fullmakten bli ansett gitt til styrets leder. Dersom fullmakt er gitt til styrets leder har denne adgang til å gi et annet medlem av styret eller ledelsen rett til å representere, og avgi stemme for, aksjene som fullmakten omfatter.

Dersom aksjonæren ønsker det og styrets leder er innsatt som fullmektig kan stemmeinstruksen nedenfor fylles inn og sendes selskapet. Det vil da bli avgitt stemme for aksjene i henhold til instruksen.

Stemmeinstruks:

Vedtak	**Stemmer for**	**Stemmer mot**	**Avstår fra å stemme**
Valg av møteleder og en person til å medundertegne protokollen			
Godkjennelse av innkallingen og dagsorden			
Valg av Dag Teigland som ny styreleder			
Godkjennelse av retningslinjer om om fastsettelse av lønn og annen godtgjørelse til ledende personer			

Dersom det er gitt stemmerettsinstruks gjelder følgende:

- Dersom det er krysset av for "Stemmer for" innebærer det en instruks til fullmektigen om å stemme for forslaget i innkallingen, med de endringer som styret, styrets leder eller møteleder måtte foreslå. Ved eventuelle endringer i forhold til de forslag som fremgår av innkallingen, kan fullmektigen etter eget skjønn avstå fra å stemme for aksjene.
- Dersom det er krysset av for "Stemmer mot" innebærer det en instruks til fullmektigen om å stemme mot forslaget i innkallingen, med de endringer som styret, styrets leder eller møteleder måtte foreslå. Ved eventuelle endringer i forhold til de forslag som fremgår av innkallingen, kan fullmektigen etter eget skjønn avstå fra å stemme for aksjene.
- Dersom det er krysset av for "Avstår fra å stemme" innebærer det en instruks til fullmektigen om ikke å avgi stemme for aksjene.
- Dersom det ikke krysses av for noe alternativ, innebærer det at fullmektigen står fritt til å avgjøre hvordan det skal stemmes for aksjene.
- Ved valg er instruksen begrenset til å gjelde avstemning over valg av de kandidater som er angitt i fullmaktsskjemaet.
- Ved avstemninger over saker som ikke fremgår av innkallingen, men som lovlig tas opp til avgjørelse ved generalforsamlingen står fullmektigen fritt til å avgjøre hvordan det skal stemmes for aksjene. Det samme gjelder avstemning over formelle forhold, f.eks. valg av møteleder, avstemningsrekkefølge eller avstemningsform.

- Dersom aksjonæren har innsatt annen fullmektig enn styrets leder og ønsker å gi vedkommende instruks om stemmegivning er dette et forhold mellom aksjonæren og fullmektigen som er selskapet uvedkommende. For dette tilfellet påtar selskapet seg ikke ansvar for å kontrollere om fullmektigen avgir stemme i henhold til instruksen.

Underskrift: ___________________________*

Navn: ___________________________(blokkbokstaver)

Sted/dato: ___________________________

Fullmakten sendes til: Tekna Holding ASA, investors@tekna.com.

*Dersom fullmakt gis på vegne av et selskap eller annen juridisk person, må det vedlegges firmaattest og/eller fullmakt som viser at den som undertegner har kompetanse til å avgi fullmakten. Dersom tilfredsstillende dokumentasjon ikke mottas står fullmektigen fritt til å benytte eller forkaste fullmakten etter eget skjønn.

Appendix 3

PROXY FORM

As the owner of _______ shares in Tekna Holding ASA I/we hereby appoint

☐ The chairman of the board of directors

☐ ________________________ (insert name)

as my/our proxy to represent and vote for my/our shares at the extraordinary general meeting of Tekna Holding ASA to be held on October 3rd, 2022.

If none of the alternatives above has been ticked the chairman of the board will be considered appointed as proxy. If the chairman of the board has been appointed as proxy, the chairman of the board can appoint another member of the board or the management to represent and vote for the shares covered by the proxy.

If the shareholder so desires and the chairman of the board has been appointed as proxy, the voting instructions below can be filled in and returned to the Company. The shares will then be voted in accordance with the instructions.

Voting instructions:

Resolution	**Vote for**	**Vote against**	**Abstain**
Election of a chairman and a person to co-sign the minutes			
Approval of the notice and the agenda			
Election of Dag Teigland as new chairman			
Approval of remuneration policy on determination of salary and other remuneration for leading persons			

If voting instructions are given the following applies:

- If the box "Vote for" has been ticked, the proxy is instructed to vote for the proposal in the notice, with any changes suggested by the board of directors, the chairman of the board or the chairman of the meeting. In case of changes in the proposals included in the notice, the proxy can at his/her own discretion abstain from voting the shares.
- If the box "Vote against" has been ticked, this implies that the proxy is instructed to vote against the proposal in the notice, with any changes suggested by the board, the Chairman of the Board or the chairman of the meeting. In case of changes in the proposals included in the notice, the proxy can, at his/her discretion, abstain from voting the shares.
- If the box "Abstain" has been ticked, the proxy is instructed to abstain from voting the shares.
- If none of the boxes has been ticked, the proxy is free to decide how to vote the shares.
- In respect of elections, the instructions are only valid for voting in respect of elections of the candidates who have been listed in the proxy form.
- In respect of a vote over matters that are not included on the agenda and which may validly come before the meeting, the proxy is free to decide how to vote the shares. The same applies for votes over formal matters, such as election of the chairman of the meeting, voting order or voting procedure.
- If a shareholder has inserted another person than the chairman of the board as proxy, and wants to give such person instructions on voting, this is a matter between the shareholder and the proxy. In such a situation, the company does not undertake any responsibility to verify that the proxy votes in accordance with the instructions.

Signature: ________________________*

Name: ________________________ (block letters)

Place/date: ______________________

Please send the proxy to Tekna Holding ASA, investors@tekna.com.

*If the proxy is given on behalf of a company or other legal entity, relevant evidence of authority must be attached to evidence that the person signing the proxy form is properly authorized.

Vedlegg 4 / Appendix 4 (English version only)

GUIDELINES FOR REMUNERATION OF LEADING PERSONS

1. Introduction

These guidelines have been prepared in accordance with section 6-16a of the Norwegian Public Limited Liability Companies Act.[1]

The guidelines describe the main principles governing salary and other remuneration for leading persons in Tekna Holding ASA (the "**Company**"). "Leading persons" means persons covered by section § 7-31b of the Norwegian Accounting Act[2], which is the members of the board of directors and executive management of the Company.

Remuneration of employee representatives at the board of directors in their capacity of employees is not covered by these guidelines.

These guidelines will be available on the Company's web pages.

2. Approval and implementation of the guidelines

The board of directors of the Company (the "**Board**") is responsible for, and has approved, these guidelines.

The guidelines will be submitted to the annual general meeting of the Company in 2022 for approval. Any material change in the guidelines will be submitted to the general meeting for its approval. The guidelines will in any case be submitted to the general meeting for its approval every fourth year.

The Board may decide to deviate from the guidelines on a temporary basis if there are special circumstances that make such deviation necessary in order to satisfy the long-term interests of the Company. Any such deviations shall be approved by the Board, and the reasons for such deviations shall be set out in the minutes of relevant meeting of the Board. Any deviations shall be described in the remuneration report produced the following year.

The Board has established a compensation committee. The compensation committee is currently composed of two members. The compensation committee will evaluate these guidelines on a regular basis and present proposals to the Board for amendments as and when appropriate.

3. Overall objectives

The guidelines for remuneration of leading persons have been prepared with the aim of contributing to the implementation of the Company's strategy and achieving the Company's the long-term objectives.

The overall objectives of the guidelines are to ensure that the Company is able to attract, motivate and retain the employees with the experience and skills needed to achieve the Company's objectives, carry out its strategy and maximize stakeholder value. The remuneration should not be of such a nature or size that it may negatively impact the Company’s reputation.

4. Remuneration of the Board

4.1 Process

The remuneration of the members of the Board is decided by the general meeting. The remuneration will normally be approved on an annual basis by the annual general meeting.

The remuneration of the members of the Board is proposed by the Company's Board. The Company has currently not established a nomination committee. The proposal of the Board will be included in the notice of the annual general meeting or such other general meeting where the remuneration of the Board will be considered.

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[1] Link to the Norwegian Public Limited Liability Company: https://lovdata.no/dokument/NL/lov/1997-06-13-45?q=asal (only available in Norwegian).

[2] Link to the Norwegian Accounting Act: https://lovdata.no/dokument/NL/lov/1998-07-17-56?q=regnskapsloven (only available in Norwegian).

4.2 Type of remuneration

The remuneration of the Board will consist of a fixed annual amount or a fixed amount per meeting. Members of board committees may receive additional compensation. The remuneration will be payable in cash.

The Company may reimburse travel expenses and other relevant expenses incurred by members of the Board in connection with the performance of their duties.

Members of the Board do not receive any variable or performance-based remuneration.

Members of the Board will receive stock options or other remuneration linked to the Company's shares.

Members of the Board are not members of the Company's pension schemes and do not have any rights to pension from the Company

4.3 Agreements

The Company does not normally enter into agreements with the members of the Board in relation to their engagement as board members. The general meeting can remove any member of the Board at its discretion at any time with immediate effect by a simple majority vote. No member of the Board is entitled to any compensation upon termination of their engagement as members of the Board.

5. Remuneration of executive management

5.1 Process

The remuneration of the Chief Executive Officer is determined by the Board. The compensation committee will prepare a recommendation to the Board in advance of its decision.

The remuneration of other members of the executive management is determined by the Chief Executive Officer after consulting with the compensation committee on the basis of these guidelines and any budgetary limits or other relevant decisions of the Board.

5.2 Types of remuneration

5.2.1 Fixed salary

Fixed salary is set on the basis of a variety of factors including (i) the position and responsibilities of the relevant manager, (ii) the experience and skills of the relevant manager, (iii) salary levels for comparable positions in other companies and (iv) geographical location. Fixed salaries are normally adjusted on an annual basis.

5.2.2 Variable compensation

A variable compensation plan is implemented for members of the executive management. The variable compensation is payable upon achieving measurable objectives.

5.2.3 Share based compensation

An Employee Share Purchase Plan (the Plan) is accessible to eligible persons as determined by the Board of Director of Tekna Canada. The Plan enables the eligible person to acquire a proprietary interest in the growth and performance of the Tekna Canada and to enhance the ability of the Tekna Canada to attract, retain and reward qualified individuals.

5.2.4 Pension rights

Tekna has a defined contribution pension plan for its employees. The members of the executive management are part of this pension plan in line with other employees. No member of the executive management has any individual pension rights.

5.2.5 Other benefits

The remuneration of the executive management may include other benefits such as a company car or car allowance, travel allowance, staff and health insurance and medical services. Any such benefits shall be granted on market terms and shall only constitute a limited part of the total remuneration package.

5.3 Agreements with executive management

The Company enters into customary employment agreement with its executive management. The notice period of members of the executive management varies from [4] to [8]. There is a right to severance pay in place.