

To the shareholders in Vow Green Metals AS

## **NOTICE OF ANNUAL GENERAL MEETING**

The Annual General Meeting of Vow Green Metals AS will be held at the Company's offices at:

**Lysaker torg 12, 1366 Lysaker  
23 May 2023 at 10.00 CET**

The General Meeting will be opened by the Chairman of the Board, or whomever the Board appoints.

The Board proposes the following agenda:

- 1 Election of the chairman for the meeting**
- 2 Approval of the notice and the agenda**
- 3 Election of a person to co-sign the minutes**
- 4 Approval of the annual accounts and the annual report for the financial year 2022**

The annual accounts and the annual report for Vow Green Metals AS for the financial year 2022, together with the auditor's report, will be made available on the Company's website [www.vowgreenmetals.com](http://www.vowgreenmetals.com), cf the first paragraph of Section 5 of the Articles of Association.

### **5 Determination of remuneration to the members of the Board**

Reference is made to the Nomination Committee's proposal which prior to the General Meeting will be made available on the Company's website [www.vowgreenmetals.com](http://www.vowgreenmetals.com).

### **6 Determination of remuneration for the members of the Nomination Committee**

Reference is made to the Nomination Committee's proposal which prior to the General Meeting will be made available on the Company's website [www.vowgreenmetals.com](http://www.vowgreenmetals.com).

### **7 Approval of auditor's fee for 2022**

It is proposed that the auditor's fee to EY for 2022 of NOK 264 600 is approved. Reference is made to note 3 in the annual accounts for the Company for the financial year 2022.

### **8 Election of Board members**

Reference is made to the Nomination Committee's proposal which prior to the General Meeting will be made available on the Company's website [www.vowgreenmetals.com](http://www.vowgreenmetals.com).

## **9 Election of Nomination Committee**

Reference is made to the Nomination Committee's proposal which prior to the General Meeting will be available on the Company's website [www.vowgreenmetals.com](http://www.vowgreenmetals.com).

## **10 Authorisation to the Board to purchase the Company's shares**

To allow the Board flexibility to effect repurchases of shares under a buy-back program, hereunder in connection to acquire shares to be used in connection with share incentive arrangements and as consideration in connection with acquisitions, it is proposed to grant the Board the following authority to purchase shares in the Company on behalf of the Company with a total nominal value by up to NOK 65 000:

- (i) Pursuant to Section 9-4 of the Norwegian Limited Companies Act, the Board is granted authorisation to acquire shares with a total nominal value by up to NOK 65 000.
- (ii) The highest amount which can be paid per share is NOK 15 and the lowest is NOK 0.00650
- (iii) The Board is authorised to acquire and sell shares as the Board finds it appropriate, provided however that acquired shares may only be used as part of incentive arrangements or as consideration in or to finance acquisitions. Acquisition of shares can nevertheless not be done by subscription to new shares.
- (iv) The authorisation is valid until the earlier of the annual General Meeting in 2024 and 30 June 2024.

## **11 Authorisation to the Board to purchase own shares in the market for subsequent deletion**

The Board proposes that the General Meeting authorizes the Board to buy back own shares in the market for later deletion.

Such a power of attorney will give the Board the opportunity to exploit the mechanisms provided by the Limited Liability Companies Act when it comes to distributing capital to the Company's shareholders. Buy-back of own shares will also be an important instrument for an ongoing adjustment to an appropriate capital structure and will benefit shareholders in the form of a higher ownership interest in the Company.

It is a prerequisite that repurchased shares shall later be deleted through a decision on a capital reduction at a later General Meeting.

The following proposed power of attorney is proposed to be adopted:

- (i) The General Meeting hereby authorizes the Board on behalf of the Company to acquire Vow Green metals shares in the market with a total nominal amount of up to NOK 65 000.
- (ii) The highest amount that can be paid per share is NOK 15 and the lowest is NOK 0.00650. Within this framework, the Board decides for itself at what prices and at what time acquisitions take place.
- (iii) Own shares acquired pursuant to this authorisation may only be disposed of for deletion through reduction of capital, cf. Section 12-1 of the Limited Liability Companies Act.
- (iv) The authorisation is valid until the earliest of the annual General Meeting in 2024 and 30 June 2024.

## **12 Authorisation to the Board to increase the share capital – incentive scheme**

To provide the Board with flexibility to issue shares in an efficient manner in connection with share incentive arrangements, it is proposed that the Board is authorised to increase the share capital of the Company by up to NOK 53,590. Due to the purpose of the authorisation, it is also proposed that the Board may deviate from the pre-emptive rights of the shareholders when using the authorisation. The Board proposes that the General Meeting makes the following resolution:

- (i) Pursuant to Section 10-14 of the Norwegian Limited Companies Act, the Board is granted authorisation to increase the Company's share capital by up to NOK 53 590.
- (ii) The authorisation can be used in connection with incentive programs.
- (iii) The shareholders' preferential rights can be deviated pursuant to Section 10-4 of the Norwegian Limited Companies Act.
- (iv) The authorisation does not include share capital increase against contribution in kind etc, pursuant to Section 10-2 of the Norwegian Limited Companies Act.
- (v) The authorisation does not comprise share capital increase in connection with mergers pursuant to Section 13-5 of the Norwegian Limited Companies Act
- (vi) The authorisation is valid until the earlier of the annual General Meeting in 2024 and 30 June 2024.

## **13 Authorisation to the Board to increase the share capital**

To provide the Board the flexibility to carry out share issues for strengthening equity / liquidity, it is proposed that the Board is authorised to increase the share capital of the Company by up to NOK 214 316. The Board proposes that the General Meeting makes the following resolution:

- (i) Pursuant to Section 10-14 of the Norwegian Limited Companies Act, the Board is granted authorisation to increase the Company's share capital by up to NOK 214 316.
- (ii) The authorisation can be used to carry out share issues for strengthening equity / liquidity.
- (iii) The authorisation includes capital increases against in-kind contributions (i.e. assets other than money) (cf. sec 10-2, first paragraph), and the right to let the Company incur special obligations under the Limited Companies Act sec 10-2.
- (iv) The shareholders' preferential rights can be deviated pursuant to **Section** 10-4 of the Limited Companies Act.
- (v) The authorisation does not comprise share capital increase in connection with mergers pursuant to Section 13-5 of the Norwegian Limited Companies Act
- (vi) The new shares that are issued pursuant to this Board authorisation shall be A-Shares.
- (vi) The authorisation is valid until the earlier of the annual General Meeting in 2024 and 30 June 2024.

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Shareholders wishing to attend the General Meeting (in person or by proxy) must give notice by sending the registration form which is available on the Company's website to the Company, to the mail address, facsimile or e-mail address which appears from the form within 22 May 2023 at 1500 hours (CET).

Shareholders that are prevented from attending may be represented by proxy. The proxy form, including detailed instructions for the use of the form, is available on the Company's website. If desirable, proxy may be given to the Chairman of the Board, Narve Reiten. Completed proxy forms may be sent to the Company by mail or e-mail within 22 May 2023 at 1500 hours (CET) or submitted at the General Meeting.

If shares are registered by a nominee in the VPS register, cf Section 4-10 of the Public Limited Companies Act, and the beneficial shareholder wants to vote for their shares, the beneficial shareholder must re-register the shares in a separate VPS account in its own name prior to the General Meeting or prove that the transfer to such account has been reported to the VPS prior to the General Meeting.

Vow Green Metals AS is a limited Company subject to the rules of the Norwegian Limited Companies Act. As of the date of this notice, the Company has issued 165 227 092 shares, each of which represents one vote. The shares have equal rights also in all other respects.

A shareholder has the right to have issues considered at the General Meeting if he or she reports this in writing to the Board, together with a proposal for resolution or reasons for the issue to be put on the agenda, within 7 days before the deadline for notice of General Meeting.

A shareholder may make proposals for resolutions with respect to matters on the agenda and may require that members of the Board and the Chief Executive Officer at the general meeting provide available information about matters which may affect the assessment of (i) the approval of the annual accounts and the annual report, (ii) matters that are presented to the shareholders for decision and (iii) the Company's financial situation, including operations in other companies the Company participates in, and other matters to be discussed at the General Meeting, unless the requested information cannot be disclosed without causing disproportionate damage to the Company.

This notice, other documents regarding matters to be discussed in the General Meeting, including the documents to which this notice refers, the proposed resolutions for matters on the proposed agenda, as well as the Company's Articles of Association, are available or will be made available on the Company's website [www.vowgreenmetals.com](http://www.vowgreenmetals.com). Shareholders may contact the Company by mail or e-mail to request the documents in question on paper. Address: Vow Green Metals AS, Lysaker Torg 12, 1366 Lysaker, email: [peder.poulsen@vowgreenmetals.com](mailto:peder.poulsen@vowgreenmetals.com).

Lysaker, 09 May 2023  
On behalf of the Board of Vow Green Metals AS

Narve Reiten  
Chairman  
(Sign.)

## MØTESEDEL / FULLMAKTSSKJEMA

Generalforsamling i Vow Green Metals AS avholdes den 23.05.2023 kl. 10.00 i selskapets lokaler, Lysaker Torg 12, 1366 Lysaker.

### MØTESEDEL – VOW GREEN METALS AS – GENERALFORSAMLING

Møteseddelen må være Vow Green Metals AS i hende senest kl. 15.00, 22.05.2023

Postadresse: Vow Green Metals AS, PB 465, 1327 Lysaker

E-post: [peder.poulsson@vowgreenmetals.com](mailto:peder.poulsson@vowgreenmetals.com)

Undertegnede vil møte i Vow Green Metals ASs generalforsamling 23.05.2023, og

☐

avgi stemme for mine/våre aksjer

☐

avgi stemme for aksjer ifølge vedlagte fullmakt(er).

### INFORMASJON OM PERSON SOM STILLER

Navn / Selskapsnavn: \_\_\_\_\_

Kontaktperson: \_\_\_\_\_

Adresse: \_\_\_\_\_

Postnummer / Sted: \_\_\_\_\_

Antall aksjer: \_\_\_\_\_

\_\_\_\_\_  
Dato

\_\_\_\_\_  
Aksjeeiers underskrift

### FULLMAKT – VOW GREEN METALS AS – GENERALFORSAMLING

Dersom De selv ikke kan møte på generalforsamlingen, kan denne fullmakt benyttes av den De bemyndiger.

Fullmakten må være Vow Green Metals AS i hende senest kl. 15.00, 22.05.2023

Postadresse: Vow Green Metals AS, PB 465, 1327 Lysaker

E-post: [peder.poulsson@vowgreenmetals.com](mailto:peder.poulsson@vowgreenmetals.com)

Undertegnede aksjonær i Vow Green Metals AS gir herved:

☐

Styrets formann

☐

Annen person: \_\_\_\_\_

fullmakt til å møte og avgi stemme på mine/våre vegne i Vow Green Metals AS generalforsamling 23.05.23 kl. 10.00.

### INFORMASJON OM AKSJONÆR

Navn / Selskapsnavn: \_\_\_\_\_

Kontaktperson: \_\_\_\_\_

Adresse: \_\_\_\_\_

Postnummer / Sted: \_\_\_\_\_

Antall aksjer: \_\_\_\_\_

\_\_\_\_\_  
Dato

\_\_\_\_\_  
Aksjeeiers underskrift

Navn og adresse til den som gir fullmakt:  
(hvis andre enn aksjonær)

Navn: \_\_\_\_\_

Adresse: \_\_\_\_\_

## NOTICE OF ATTENDANCE / PROXY FORM

The Annual General Meeting of Vow Green Metals AS will be held on 23.05.2023 at 10.00 hours at the Company's office premises, Lysaker Torg 12, 1366 Lysaker, Norway.

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### NOTICE OF ATTENDANCE – VOW GREEN METALS AS – ANNUAL GENERAL MEETING

Vow Green Metals AS must receive the notice of attendance no later than 15.00 hours on 22.05.2023.

Postal address: Vow Green Metals AS, PB 465, N-1327 Lysaker, Norway

E-mail: [peder.poulsen@vowgreenmetals.com](mailto:peder.poulsen@vowgreenmetals.com)

I will attend the annual general meeting in Vow Green Metals AS on 23.05.2023 and

☐

Vote for my / our own shares

☐

Vote on behalf of the enclosed proxy / proxies

### INFORMATION ON PERSON ATTENDING

Name / Company name: \_\_\_\_\_

Contact person: \_\_\_\_\_

Address: \_\_\_\_\_

Post number / Place: \_\_\_\_\_

Number of shares: \_\_\_\_\_

\_\_\_\_\_  
Date

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

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### PROXY – VOW GREEN METALS AS – ANNUAL GENERAL MEETING

If you are unable to attend the meeting, the person you authorize may use this proxy.

Vow Green Metals AS must receive the Proxy no later than 15.00 hours on 23.05.2023.

Postal address: Vow Green Metals AS, PB 465, N-1327 Lysaker, Norway

E-mail: [peder.poulsen@vowgreenmetals.com](mailto:peder.poulsen@vowgreenmetals.com)

As owner of shares in Vow Green Metals AS, I hereby grant:

☐

The Chairman of the Board (or the one he authorizes)

☐

Other Person: \_\_\_\_\_

proxy to meet on my behalf at the annual general meeting in Vow Green Metals AS, on 23.05.2023, at 10.00 hours, and vote for my shares.

### INFORMATION OF SHAREHOLDER

Name / Company name: \_\_\_\_\_

Contact person: \_\_\_\_\_

Address: \_\_\_\_\_

Post number / Place: \_\_\_\_\_

Number of shares: \_\_\_\_\_

\_\_\_\_\_  
Date

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

Name and address of person granting proxy:  
(if other than shareholder)

Name: \_\_\_\_\_

Address: \_\_\_\_\_