# Notice of Annual General Meeting of Norconsult ASA

Notice is hereby given of the annual general meeting of Norconsult ASA. The general meeting will be held on Monday, 5 May 2025, at 11:00 CEST as a digital meeting (in Norwegian) with electronic voting and no physical attendance for shareholders.

Pursuant to section 5-12 of the Norwegian Public Limited Liability Companies Act, the annual general meeting will be opened by the chair of the board of directors, Nils Morten Huseby, or a person appointed by him.

Shareholders wishing to attend the general meeting, are invited to follow this via webcast and cast votes electronically in the meeting. Alternatively, shareholders can vote electronically in advance of the meeting or vote by way of using a power of attorney. Please see further information under section "Corporate governance – General meetings" and guideline for digital attendance available on the company's website.

The following matters are on the agenda of the meeting:

1. **Opening of the annual general meeting by the chair of the board of directors** *(no voting)*
2. **Election of meeting chair**
3. **Approval of the notice and agenda**
4. **Election of a person to co-sign the minutes together with the meeting chair**
5. **Information about Norconsult's operations and business** (no voting)
6. **Approval of the 2024 annual accounts of Norconsult ASA, the group's consolidated accounts and the board of directors' report, including distribution of dividend**
   The board proposes a dividend of NOK 1.70 per share
7. **Consideration of the board of directors' report on corporate governance** *(no voting)*
   The report is available at the company's website (Corporate Governance Report for 2024)
8. **Approval of remuneration to the auditor for 2024**
9. **Advisory vote on the report for remuneration of executive management for the financial year 2024**
   The report is available at the company's website (Executive Remuneration Report 2024)
10. **Election of members to the board of directors**
11. **Approval of remuneration to the members of the board of directors**
12. **Election of members to the nomination committee**
13. **Approval of remuneration to the members of the nomination committee**
14. **Amendments to the articles of association**
15. **Board authorisation to increase the share capital in connection with share or incentive programs for the employees of the Norconsult group**
16. **Board authorisation to increase the share capital in connection with future investments, to optimize the group's capital structure or as consideration in relation to acquisitions, mergers, de-mergers or other transactions**
17. **Board authorisation to acquire own shares for the purpose of implementing share or incentive programs for employees**
18. **Board authorization to acquire own shares for investment purposes or for the purpose of optimizing the Company's capital structure**

**The shares of the company and the right to vote for shares**
The company's share capital is NOK 6,209,937.50 divided into 310,496,875 shares, each having a par value of NOK 0.02. Each share is entitled to one vote. However, pursuant to the company's articles of association, no shareholder may vote for more than 25 % of the shares issued by the company at the general meeting. No voting rights may be exercised for the company's own shares (treasury shares) or for shares held by the company's subsidiaries. As per the date hereof, the company holds 9,072,510 own shares.

In accordance with section 5-2 of the Norwegian Public Limited Liability Companies Act, the right to attend and vote at the general meeting is reserved for individuals who are registered as shareholders five working days before the general meeting (the Record Date), i.e. on 25 April 2025. Owners of shares held through a custodian must additionally ensure that the company is notified separately, see below.

**The shareholders' rights**
The shareholders have the following rights in respect of the general meeting: (i) the right to attend, either in person or by proxy, (ii) the right to submit questions and comments at the general meeting and (iii) the right to be accompanied by and advisor and give such advisor the right to submit questions and comments at the general meeting.
Furthermore, a shareholder has the right to make proposals for a resolution regarding the items which will be considered by the general meeting. A shareholder cannot demand that new items are added to the agenda after the deadline for such request has expired, cf. section 5-11 second sentence of the Norwegian Public Limited Liability Companies Act.

A shareholder has the right to require board members and the CEO to provide necessary information to the general meeting that may affect the consideration of:

1. the approval of the annual accounts and the annual report;
2. items which have been presented to the shareholders for decision; and
3. the company's financial position, including information on other companies in which the company participates, and other items to be considered at the general meeting, unless the information requested may not be disclosed without causing disproportionate damage to the company

If additional information is necessary, and an answer cannot be given at the general meeting, a written answer shall be prepared within two weeks from the date of the general meeting. Such answer shall be available to the shareholders at the company's premises and be sent to shareholders requesting the information. If the answer is considered material for evaluation of the circumstances mentioned in the previous paragraph, the answer should be sent to all shareholders with known address.

**Participation**
The annual general meeting will be held as a digital meeting via Lumi AGM on **https://dnb.lumiagm.com/170306679**.

Click on the link above or copy the URL to your browser to attend the annual general meeting of Norconsult ASA.

By participating online via Lumi AGM shareholders can vote on each agenda item, submit written questions and proposals from smartphones, tablets or stationary devices as well as follow a live webcast in Norwegian. No pre-registration is required for shareholders who want to participate, but shareholders must be logged on before the general meeting starts. Note that if you are not logged on before the general meeting starts, you will be granted access but without the right to vote. We therefore encourage shareholders to log in well in advance of the general meeting. The general meeting is open for login one hour before start-up.

Secure identification of shareholders will be done using the PIN code and reference number listed on the attached form or on the shareholder's account in VPS Investor Services.

More information and guideline regarding digital participation via Lumi AGM is available on investor.norconsult.com.

**Shares held in custodian accounts**
According to the Public Limited Liability Companies Act § 1-8, as well as regulations on intermediaries covered by the Central Securities Act § 4-5 and related implementing regulations, this notice is sent to custodians who shall pass it on to shareholders for whom they hold shares. Shareholders must communicate with their custodians, who is responsible for conveying votes, proxies or enrolment. Custodians must according to Section 5-3 of the Public Limited Liability Companies Act register such instructions with the company no later than 2 working days before the general meeting, i.e. no later than Wednesday 30 April 2025. The custodians may have internal deadlines for registration of votes, proxies or enrolment, and it is the responsibility of each shareholder to adhere to any such deadlines.

**Voting prior to the general meeting**
Instead of participating online, shareholders may prior to the annual general meeting vote in advance electronically on each agenda item via the company's website investor.norconsult.com or via "Investortjenester" (Investor services) at investor.vps.no (PIN code and reference number from this notice of annual general meeting is required). Advance voting must be submitted by **30 April 2025 at 11:00 (CEST).** Up until the deadline, votes already cast may be changed or withdrawn.

**Proxies**
Shareholders who wish to vote at the annual general meeting by using a proxy can submit this via the company's website investor.norconsult.com or via "Investortjenester" (VPS Investor services), a service offered by most registrars in Norway, or by completing and returning the enclosed proxy form scanned by email to genf@dnb.no, or alternatively by post to DNB Bank ASA, Registrar's Department, P.O. Box 1600 Sentrum, 0021 Oslo, Norway. The proxy form must be **received no later than Wednesday 30 April 2025 at 11:00 (CEST).**

Proxy with or without voting instructions can, if desirable, be given to the chair of the board of directors, Nils Morten Huseby, or the person he appoints. Form for proxy, with further instructions is attached to this notice.

Shareholders that choose to log in to the digital meeting via Lumi AGM even if they have voted in advance or given a proxy, with or without voting instructions, will not have the opportunity to vote on the items during the general meeting.

Please note that proxies without voting instructions may trigger disclosure requirements under Norwegian law. Under the Norwegian Securities Trading Act section 4-4 first paragraph number 7, a grant or recall of a proxy for voting rights without voting instructions shall be disclosed in the same manner as ownership to shares with voting rights. This means that a proxy is required to disclose granted proxies if the number of shares to which they relate (together with any shares or rights to shares held by the proxy) reaches or exceeds the disclosure thresholds under the Norwegian Securities Trading Act section 4-2 first paragraph.

**Dividends**
If the proposed dividend is approved the shares will trade ex. dividends on Oslo Børs from and including 6 May 2025. Payment of the dividend will be made on or about 14 May 2025.

**Electronic Investor Information and change of address**
Norconsult urges shareholders to receive investor messages from the Norwegian Central Securities Depository (Euronext VPS) electronically, both from an environmental and cost perspective. To receive investor information electronically, including invitations to general meetings and change of address, visit your online bank or euronextvps.no (log in via myVPS in the top-right corner).

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The following documents will be available on investor.norconsult.com:

1. This notice and the enclosed form for proxy
2. The board of directors' proposed resolutions for the annual general meeting for the items listed above
3. The recommendation of the nomination committee
4. The board of directors proposed 2024 annual accounts of Norconsult ASA, the consolidated accounts for the group, the board of directors' report and the auditor's report (all of which are included in the company's annual report for 2024)
5. Corporate Governance Report for 2024
6. Executive Remuneration Report for 2024
7. Articles of Association
8. Guide for Online Participation

Any shareholder who wants to receive the documents can contact the investor relations department at IR@norconsult.com and provide recipient name and postal address.

14 April 2025

Norconsult ASA
The board of directors

**Enclosure:**
Notice of attendance / proxy forms

Norconsult

**Ref no:** **PIN code:**

**Notice of Annual General Meeting**

The general meeting of Norconsult ASA will be held as a digital meeting on Monday 5 May 2025 at 11:00 CEST.

The shareholder is registered with the following amount of shares at the date of this notice: and may vote for the number of shares registered in Euronext per Record date 25 April 2025.

**Deadline for registration of advance votes, proxies and instructions: 30 April 2025 at 11:00 CEST**

**IMPORTANT MESSAGE**

*The annual general meeting will be held as a digital meeting only with no physical attendance for shareholders.*

*Please log in at https://dnb.lumiagm.com/170306679. You must identify yourself using the reference number and PIN code from VPS that you will find included above and in Investor Services (Corporate Actions – General Meeting – ISIN) or sent you by post (for shareholders who have not registered for electronic reception). Shareholders can also receive their reference number and PIN code by contacting DNB Bank Registrars Department by phone +47 23 26 80 20 (8:00 - 15:30 CEST) or by e-mail genf@dnb.no.*

*On the company's web page investor.norconsult.com you will find an online guide describing how you as a shareholder can participate at the digital annual general meeting.*

## Advance votes

The Company accepts advance voting for the general meeting. Advance votes must be submitted electronically, via the Company's website investor.norconsult.com (use ref and pin code above) or through VPS Investor Services. *Chose Corporate Actions - General Meeting, click on ISIN.* Advance votes can be amended or withdrawn at any point before the registration deadline.

## Participation

The annual general meeting will be held digitally, and it will not be possible to attend in person. Pre-registration is not required to participate. Please see the separate guideline for information on how to participate. Shareholders must be logged on before the meeting starts. We therefore encourage shareholders to log on in due time. **Note that if you are not logged in before the general meeting starts, you will be granted access but without the right to vote.** Log in starts one hour before.

Please note that shareholders who do not wish to participate online or vote in advance have the opportunity to grant a proxy to another person. Information on how this can be done follows below:

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## Proxy without voting instructions

**Ref no:** **PIN code:**

If you are unable to attend the annual general meeting in person, this proxy may be used by a person authorised by you, or you may send the proxy without naming the proxy holder. If you send the proxy without naming the proxy holder, the proxy will be given to the chair of the board of directors or an individual authorised by him.

The proxy form should be received **no later than 11:00 CEST on 30 April 2025.**

**The proxy should be submitted electronically through Norconsult ASA's website** investor.norconsult.com **or through VPS Investor Services.** You may also send the proxy by e-mail: genf@dnb.no or by post to DNB Bank ASA, Registrar's Department, P.O.Box 1600 Sentrum, 0021 Oslo, Norway. If the shareholder is a company, the company's certificate of registration must be attached to the proxy. **The proxy form must be dated and signed in order to be valid.**

The undersigned ____________________________________________________________ hereby grants (tick one of the two):

☐ the chair of the Board of Directors (or a person authorised by him), or

☐ _____________________________________ **(NB: Proxy holder must send an e-mail to genf@dnb.no for log in details)**
Name of proxy holder (in capital letters)

a proxy to attend and vote my/our shares at the annual general meeting of Norconsult ASA on 5 May 2025.

_________________________________ _______________________________________________________

Place Date Shareholder's signature
(Signature only when granting a proxy)

With regard to rights of attendance and voting, reference is made to the Norwegian Public Limited Liability Companies Act, in particular Chapter 5.

Norconsult

**Proxy with voting instructions** **Ref no:** **PIN code:**

If you are unable to attend the annual general meeting in person, you may use this proxy form to give voting instructions. It is also possible to cast votes in advance, see separate section above. You may grant a proxy with voting instructions to a person authorised by you, or you may send the proxy without naming the proxy holder, in which case the proxy will be deemed to have been given to the chair of the board of directors or a person authorised by him.

The proxy form must be received by DNB Bank ASA, Registrar's Department, **no later than 11:00 CEST on 30 April 2025**.

Proxies with voting instructions to the chair of the Board of Directors cannot be submitted electronically and must be sent by e-mail: genf@dnb.no (scanned form) or by post to DNB Bank ASA, Registrar's Department, P.O.Box 1600 Sentrum, 0021 Oslo, Norway. If the shareholder is a company, the company's certificate of registration must be attached to the proxy.

**Proxies with voting instructions must be dated and signed to be valid.**

The undersigned ______________________________________________________________ hereby grants (tick one of the two):

☐ the chair of the Board of Directors (or a person authorised by him), or

☐ ______________________________________ **(NB: Proxy holder must send an e-mail to genf@dnb.no for log in details)**
Name of proxy holder (in capital letters)

a proxy to attend and vote my/our shares at the annual general meeting of Norconsult ASA on 5 May 2025.

The votes shall be exercised in accordance with the instructions below. Please note that if any items below are not voted on (left blank); this will be deemed to be an instruction to vote "for" the proposals in the notice. However, if any motions are made from the floor, in addition to or replacement of, the proposals in the notice, the proxy holder may vote or abstain from voting at his discretion. In such case, the proxy holder will vote on the basis of his reasonable understanding of the motion. The same applies if there is any doubt as to how the instructions should be understood. Where no such reasonable interpretation is possible, the proxy holder may abstain from voting.

| | Agenda for the Annual General Meeting 5 May 2025 | For | Against | Abstain |
|---|---|---|---|---|
| 1 | Opening of the annual general meeting by the chair of the board of directors | | No voting | |
| 2 | Election of meeting chair | ☐ | ☐ | ☐ |
| 3 | Approval of the notice and agenda | ☐ | ☐ | ☐ |
| 4 | Election of a person to co-sign the minutes together with the meeting chair | ☐ | ☐ | ☐ |
| 5 | Information about the business | | No voting | |
| 6 | Approval of the 2024 annual accounts of Norconsult ASA, the group's consolidated accounts and the board of directors' report, including distribution of dividend | ☐ | ☐ | ☐ |
| 7 | Consideration of the board of directors' report on corporate governance | | No voting | |
| 8 | Approval of remuneration to the auditor for 2024 | ☐ | ☐ | ☐ |
| 9 | Advisory vote on the report for remuneration of executive management the financial year 2024 | ☐ | ☐ | ☐ |
| 10 | Election of members to the board of directors | ☐ | ☐ | ☐ |
| 11 | Approval of remuneration to the members of the board of directors | ☐ | ☐ | ☐ |
| 12 | Election of members to the nomination committee | ☐ | ☐ | ☐ |
| 13 | Approval of remuneration to the members of the nomination committee | ☐ | ☐ | ☐ |
| 14 | Amendments to the articles of association | ☐ | ☐ | ☐ |
| 15 | Board authorisation to increase the share capital in connection with share or incentive programs for the employees of the Norconsult group | ☐ | ☐ | ☐ |
| 16 | Board authorisation to increase the share capital in connection with future investments, to optimize the group's capital structure or as consideration in relation to acquisitions, mergers, de-mergers or other transactions | ☐ | ☐ | ☐ |
| 17 | Board authorisation to acquire own shares for the purpose of implementing share or incentive programs for employees | ☐ | ☐ | ☐ |
| 18 | Board authorization to acquire own shares for investment purposes or for the purpose of optimizing the Company's capital structure | ☐ | ☐ | ☐ |

## The form must be dated and signed

________________________ ________________________________________

Place Date Shareholder's signature
(Only for granting proxy with voting instructions)

With regard to rights of attendance and voting, reference is made to the Norwegian Public Limited Liability Companies Act, in particular Chapter 5.