

## Innkalling til ekstraordinær generalforsamling

*Summons and Agenda for Extraordinary General Meeting*

**Carbon Transition ASA**

**Organisasjonsnummer 917 811 288**

*UNOFFICIAL OFFICE TRANSLATION - IN CASE OF DISCREPANCY THE NORWEGIAN VERSION SHALL PREVAIL:*

Styret innkaller med dette til ekstraordinær generalforsamling i Carbon Transition ASA (heretter "Selskapet") den 18. august 2022 kl. 10.00 norsk tid.

Innkalling til ekstraordinær generalforsamling er sendt til alle aksjeeiere i Selskapet med kjent adresse. I samsvar med Selskapets vedtekter vil denne innkallingen med alle vedlegg være tilgjengelig på Selskapets hjemmeside, [www.carbn.no](http://www.carbn.no). På forespørsel til Selskapet på e-post [nina.midtlie@carbn.no](mailto:nina.midtlie@carbn.no) fra en aksjeeier vil Selskapet vederlagsfritt sende aksjeeieren vedleggene per post.

Alle aksjonærer oppfordres til å gi fullmakt til å stemme for aksjene, eller å forhåndsstemme elektronisk via VPS. Stemme kan ikke avgis over telefon under møtet.

Vedlagt denne innkallingen som Vedlegg A er skjema for å gi fullmakt til møteleder eller en person utpekt av møteleder. Skjemaet består av to forskjellige deler: En del hvor møteleder står fritt til å avlegge stemme i den enkelte sak på agendaen og en del hvor aksjonæren selv krysser av for ønsket stemme i hver sak. Aksjonærene står fritt til å velge hvilken del som ønskes benyttet og aksjonærene kan også benytte andre daterte og signerte fullmaktsskjema hvis ønskelig. Fullmakter skal være mottatt av Selskapet eller DnB Bank ASA, alternativt elektronisk via VPS Investortjenester, senest kl 10.00 norsk tid 16. august 2022.

Selskapet vil tilrettelegge for at aksjonærer kan ringe inn på generalforsamlingen og på den måten overvære møtet, samt få mulighet til å stille spørsmål til Selskapets representanter. Innringingsdetaljer er som følger: +47 21 40 41 97, conference ID: 121 894 895#. Det kan ikke avlegges stemme over telefon.

Aksjeeiere og fullmektiger som ønsker å delta på generalforsamlingen må varsle Selskapet om sin

The Board of Directors (the "**Board**") hereby calls an Extraordinary General Meeting in Carbon Transition ASA (the "**Company**") to be held on 18 August 2022 at 10:00 am Norwegian time.

The notice of the Extraordinary General Meeting has been sent to all shareholders in the Company with known address. In accordance with the Company's Articles of Association this calling notice with all appendices will be available on the Company's web-pages, [www.carbn.no](http://www.carbn.no). Upon request to the Company by e-mail to [nina.midtlie@carbn.no](mailto:nina.midtlie@carbn.no) from a shareholder, the Company will mail the appendices to the shareholder free of charge.

All shareholders are urged to give proxy to vote the shares, or to cast votes electronically in advance via VPS. Votes cannot be cast by phone during the meeting.

Attached to this calling notice as Appendix A is a form of proxy to the chair of the meeting, or anyone designated by him. The form consists of two alternative parts: One part where the chair of the meeting is free to cast votes in each matter on the agenda and one part where the shareholder ticks the box for the desired vote in each matter. The shareholders are free to choose which part to use and shareholders may also use other dated and signed proxy forms if they wish. Completed proxy forms must be received by the Company or DnB Bank ASA, alternatively electronically with VPS Investor Services, no later than 10:00 am Norwegian time 16 August 2022.

The Company will arrange for shareholders to be able to call in to the general meeting and as such participate in the meeting and have the possibility to raise questions to the Company's representatives. The call-in details are as follows: +47 21 40 41 97, conference ID: 121 894 895#. Votes cannot be cast by phone.

Shareholders and proxy holders who wish to participate

deltakelse ved å benytte møteseddel og fullmaktsskjema vedlagt som Vedlegg A. Utfylt påmeldingsskjema må være mottatt av Selskapet, DnB Bank ASA eller alternativt elektronisk via VPS Investortjenester senest kl 10.00 norsk tid 16. august 2022.

Styreleder Bjørn Gisle Grønlie, eller den han utpeker, vil åpne den ekstraordinære generalforsamlingen og foreta en fortegnelse over møtende aksjonærer.

På agendaen står følgende saker:

**1. VALG AV MØTELEDER**

Styreleder vil utpeke en person som foreslås valgt som møteleder.

**2. GODKJENNELSE AV INNKALLING OG DAGSORDEN**

Styret foreslår at generalforsamlingen fatter følgende vedtak:

*Innkalling og dagsorden godkjennes.*

**3. VALG AV EN PERSON TIL Å UNDERTEGNE PROTOKOLLEN SAMMEN MED MØTELEDER**

Styret foreslår at en person som er til stede på generalforsamlingen velges til å undertegne protokollen sammen med møtelederen.

**4. VALG AV NYTT STYRE**

Selskapet har mottatt anmodning fra en gruppe aksjonærer som representerer mer enn en tjuedel av aksjekapitalen om at det innkalles til en ekstraordinær generalforsamling for valg av nytt styre i Selskapet. Følgende personer foreslås for det nye styret:

- Nina Skage, styreleder
- Torstein Sanness
- Ketil Skorstad

I tillegg foreslås følgende varamedlem:

- Karl Sivert Skatland som personlig varamedlem for Ketil Skorstad

at the general meeting must notify the Company of his/her presence five calendar days prior to the general meeting by use of the attendance slip and proxy form attached hereto as Appendix A. Completed attendance forms must be received by the Company, DnB Bank ASA or electronically with VPS Investor Services no later than 10:00 am Norwegian time 16 August 2022.

The Chairperson Bjørn Gisle Grønlie, or a person nominated by him, will open the Extraordinary General Meeting and register the attending shareholders.

The following items are on the agenda:

**1. ELECTION OF A PERSON TO CHAIR THE MEETING**

The Chairperson of the Board will appoint one person to be elected to chair the meeting.

**2. APPROVAL OF THE CALLING NOTICE AND THE AGENDA**

The Board proposes that the General Meeting makes the following resolution:

The calling notice and the agenda are approved.

**3. ELECTION OF A PERSON TO CO-SIGN THE MINUTES OF MEETING TOGETHER WITH THE CHAIRPERSON**

The Board proposes that one person present at the General Meeting is elected to co-sign the minutes together with the chairperson for the meeting.

**4. ELECTION OF BOARD OF DIRECTORS**

The Company has received a request from a group of shareholders representing more than one-twentieth of the share capital to summon for an extraordinary general meeting to be convened to elect a new board in the Company. The following persons are proposed for the new board:

- Nina Skage, chairperson
- Torstein Sanness
- Ketil Skorstad

In addition the following is proposed as deputy:

- Karl Sivert Skatland as personal deputy board member for Ketil Skorstad

The Company is a Norwegian public limited liability company governed by Norwegian law, thereunder the Public Limited Liability Companies Act and the Securities Trading Act. As of the date of this calling notice, the Company has issued 239,760,117 shares. In

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Selskapet er et norsk allmennaksjeselskap underlagt norsk lovgivning, derunder allmennaksjeloven og verdipapirhandelloven. Selskapet har pr dagen for denne innkallingen utstedt 239 760 117 aksjer. I Selskapets generalforsamling har hver aksje én stemme. Aksjene

har også for øvrig like rettigheter. Selskapet eier pr dato for denne innkallingen null (0) egne aksjer.

Aksjonærer har rett til å møte på generalforsamlingen, enten personlig eller ved fullmakt, og har videre rett til å uttale seg. Aksjonærer kan også møte med rådgiver som har talerett på generalforsamlingen.

En aksjeeier har rett til å få behandlet spørsmål på generalforsamlingen. Spørsmålet skal meldes skriftlig til styret innen syv dager før fristen for innkalling til generalforsamling sammen med et forslag til beslutning eller en begrunnelse for at spørsmålet settes på dagsordenen. Har innkallingen allerede funnet sted, skal det foretas en ny innkalling dersom fristen for innkalling til generalforsamling ikke er ute. En aksjeeier har også rett til å fremsette forslag til beslutning.

En aksjeeier kan kreve at styremedlemmer og daglig leder på generalforsamlingen gir tilgjengelige opplysninger om forhold som kan innvirke på saker som er forelagt aksjeeierne til avgjørelse og Selskapets økonomiske stilling.

Carbon Transition ASA har innført påmeldingsfrist i selskapets vedtekter, noe som innebærer at det kun er aksjonærer som har registrert seg innen 16. august 2022 som har lov til å delta og stemme på generalforsamlingen.

Dersom en aksjonær har sine aksjer gjennom en forvalterkonto i VPS registeret, må den reelle aksjonæren i tillegg få sine aksjer overført til en midlertidig stemmegivningskonto i VPS innen dagen før generalforsamlingen for å ha stemmerett.

Aksjonærer oppfordres til å delta gjennom fullmakt og besende inn fullmaktsskjema innen 16. august 2022 kl. 10.00 am (CET).

the Company's General Meeting each share has one vote. The shares have equal rights in all respects. As at the date of this calling notice, the Company owns zero (0) treasury shares.

Shareholders are entitled to attend the General Meeting in person or by proxy, and are further entitled to speak at the General Meeting. Shareholders may also be accompanied by an advisor who may speak at the General Meeting.

A shareholder has the right to put matters on the agenda for the General Meeting. The matter shall be reported in writing to the Board within seven days prior to the deadline for the notice to the General Meeting, along with a proposal to a draft resolution or a justification for the matter having been put on the agenda. In the event that the notice has already taken place, a new notice shall be sent if the deadline has not already expired. A shareholder has in addition a right to put forward a proposal for resolution.

A shareholder may require directors and the general manager to furnish in the General Meeting all available information about matters that may affect the consideration of the matters that have been submitted to the shareholders for decision and the Company's financial position.

Carbon Transition ASA has introduced regulations on a registration date in the company's articles of association, which for the purposes of this General Meeting, implies that only shareholders registered in the company's share register in VPS at 16 August 2022 are allowed to participate at and vote in the General Meeting.

If a shareholder holds his shares through a nominee in the VPS register, the beneficial shareholder must in addition have his/her shares transferred to an interim voting account in the VPS at the date before General Meeting to have voting rights.

Shareholders are asked to participate through proxy and are requested to submit the proxy form below by 16 August 2022 at 10.00 am CET.

Bjørn Gisle Grønlie  
Styrets leder / Chairperson

**Ref no:**

**PIN code:**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

MEETING IN CARBON TRANSITION ASA WILL BE HELD ON AUGUST 18, 2022, AT 10:00 AM NORWEGIAN TIME ADDRESS: ASKEKROKEN 11, 0277 OSLO, NORWAY

The shareholder is registered with the following amount of shares at summons: \_\_\_\_\_ and vote for the number of shares registered per Record Date: August 16, 2022

**Deadline for registration of attendance, advance votes, proxy or instructions: August 16.2022 at 10:00 am Norwegian time.**

**Advance votes**

Advance votes may only be executed electronically, through the Company's website [www.carbn.no](http://www.carbn.no) (use ref.nr and pin code on this form) or through VPS Investor Services. In Investor Services chose *Corporate Actions - General Meeting, click on ISIN*. Investor Services can be accessed either through <https://www.euronextvps.no/> or your account operator.

**Registration for attendance**

Notice of attendance should be registered through the Company's website [www.carbn.no](http://www.carbn.no) or through VPS Investor Services.

For notification of attendance through the Company's website, the reference number and pin code on this form must be stated.

In VPS Investor Services chose *Corporate Actions - General Meeting, click on ISIN*. Investor Services can be accessed either through <https://www.euronextvps.no/> or your account operator. If you are not able to register this electronically, you may send by e-mail to [genf@dnb.no](mailto:genf@dnb.no), or by regular Mail to DNB Bank ASA, Registrars Department, P.O.Box 1600 Centrum, 0021 Oslo, Norway.

**Use this: This is a physical meeting, and we encourage shareholders to either participate by advance votes, proxy or physically.**

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Place	Date	Shareholder's signature
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**Proxy without voting instructions** for Extraordinary General Meeting of Carbon Transition ASA

*Proxy to another individual to vote for your shares.*

**Ref no:**

**PIN code:**

**Proxy should be registered through the Company's website [www.carbn.no](http://www.carbn.no) or through VPS Investor Services.**

For granting proxy through the Company's website, the reference number and pin code on this form must be used.

In VPS Investor Services chose *Corporate Actions - General Meeting, click on ISIN*. Investor Services can be accessed either through <https://www.euronextvps.no/> or your account operator. If you are not able to register this electronically, you may send by E-mail to [genf@dnb.no](mailto:genf@dnb.no), or by regular Mail to DNB Bank ASA, Registrars Department, P.O.Box 1600 Centrum, 0021 Oslo, Norway. If the shareholder is a Company, the signature must be according to the Company's Certificate of Registration. **The Proxy must be dated and signed to be valid.**

**The undersigned:** \_\_\_\_\_

hereby grants (if you do not state the name the proxy holder, the proxy will be given to the Chair of the Board of Directors)

the Chair of the Board of Directors (or a person authorized by him or her), or

\_\_\_\_\_  
(Name of proxy holder in capital letters)

proxy to attend and vote for my/our shares at the Extraordinary General Meeting of Carbon Transition on 18 August 2022.

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Place	Date	Shareholder's signature (only for granting proxy)
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# CARBON TRANSITION

## **Proxy with voting instructions** for Extraordinary General Meeting in Carbon Transition ASA

You must use this proxy form to give voting instructions to Chair of the Board of Directors or the person authorized by him or her. (Alternatively, you may vote electronically in advance, see separate section above.) For Instruction to other than Chair of the Board, give a proxy without voting instructions and agree directly with the proxy holder how voting should be executed.

Proxies with voting instructions can only be registered by DNB, and must be sent to [genf@dnb.no](mailto:genf@dnb.no) (scanned form) or by regular Mail to DNB Bank ASA, Registrars' Department, P.O.Box 1600 Centrum, 0021 Oslo, Norway. The form must be received by DNB Bank ASA, Registrars' Department no later than **August 16 2022 at 10:00 am Norwegian time**. If the shareholder is a Company, the signature must be according to the Company's Certificate of Registration.

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

**THE UNDERSIGNED:** \_\_\_\_\_

**REF NO:**

hereby grants the Chair of the Board of Directors (or the person authorised by him or her) proxy to attend and vote for my/our shares at the Extraordinary General Meeting of Carbon Transition ASA on August 18 2022.

The votes shall be exercised in accordance to the instructions below. If the sections for voting are left blank, this will be counted as an instruction to vote in accordance with the Board's and Nomination Committee's recommendations. However, if any motions are made from the attendees in addition to or in replacement of the proposals in the Notice, the proxy holder may vote at his or her discretion. If there is any doubt as to how the instructions should be understood, the proxy holder may abstain from voting.

Agenda for the Extraordinary General Meeting 18 August 2022	For	Against	Abstention
1. Election of a person to chair the meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Approval of the calling notice and the agenda	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Election of a person to co-sign the minutes of meeting together with the chairperson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Election of board of directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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