

## INNKALING / CALLING NOTICE

### FOR

#### **EKSTRAORDINÆR GENERALFORSAMLING, 19. OKTOBER, 2022 EXTRAORDINARY SHAREHOLDER MEETING, OCTOBER 19, 2022**

Generalforsamlingen vil be avholdt som et fysisk møte og med mulighet for digital deltakelse. Ved digital deltakelse må det avgis forhåndsstemme ved bruk av vedlagte stemmeskjema.

The Shareholder Meeting will be arrange as physical meeting with possibility for digital participation. If not present in person, the attached voting form must be used.

<b>AGENDA OG FORSLAG TIL VEDTAK</b>	<b>AGENDA AND PROPOSED RESOLUTIONS</b>
<p>Det innkalles med dette til ekstraordinær generalforsamling i Carasent ASA («selskapet») den <b>19. oktober, kl 9, 2022</b> i selskapets lokaler i Rådhusgaten 32, Oslo.</p> <p>Generalforsamlingen vil bli åpnet av styrets leder, Johan Lindqvist. Styrets leder vil foreta opptegning av de møtende aksjonærer.</p> <p>Til behandling foreligger følgende:</p>	<p>Notice is hereby given of the extraordinary shareholder meeting of Carasent ASA (the "Company") on <b>October 19, at 9:00 am, 2022</b> at the Company's offices in Rådhusgaten 32, Oslo.</p> <p>The Chairman of the Board, Johan Lindqvist, will open the shareholder meeting. The Chairman of the Board will also ensure that all attending shareholders are registered.</p> <p>The following issues are proposed to be resolved:</p>
<p><b>1 Valg av møteleder for generalforsamlingen samt representant til å medundertegne protokollen</b></p>	<p><b>1 Appointment of a chairman of the shareholder meeting and of a person to co-sign the minutes from the shareholders' meeting</b></p>
<p>Advokat Jon Schultz, foreslås utpekt som leder av generalforsamlingen.</p> <p>Markus Erdal, Nordea foreslås oppnevnt til å medundertegne protokollen fra generalforsamlingen sammen med lederen.</p>	<p>Jon Schultz, attorney-at-law, is proposed to be appointed as chairman of the shareholder meeting. Markus Erdal, Nordea is proposed to be appointed to co-sign the minutes from the shareholders' meeting together with the Chairman.</p>
<p><b>2 Godkjenning av innkallingen til og dagsorden for generalforsamlingen</b></p>	<p><b>2 Approval of the calling and the agenda of the shareholders' meeting</b></p>
<p>Innkallingen til og dagsorden for generalforsamlingen foreslås godkjent.</p>	<p>The calling of and the agenda for the annual shareholders' meeting are proposed to be approved.</p>
<p><b>3 Valg av ny styreleder</b></p>	<p><b>3 Election of new Chairman of the Board</b></p>

<p>Styrets leder Johan Lindqvist har meddelt at han ønsker å avgå som styreleder etter 16 år som styrets leder.</p> <p>Selskapets valgkomite, valgt på siste generalforsamling 28.april, 2022, har redegjort for sitt arbeid med å finne ny styreleder. Innstillingen er vedlagt.</p> <p>Det foreslås at generalforsamlingen fatter følgende vedtak:</p> <p>Petri Niemi velges som ny styreleder for en 2-års periode</p>	<p>The Chairman of the Board, Johan Lindqvist has decided that he wants to step down after 16 years as Chairman of the Board.</p> <p>The Nomination Committee, elected at the last shareholder meeting in April 28, 2022, has completed the search for a new Chairman. The Nomination Committee's proposal is attached.</p> <p>It is proposed that the shareholder meeting resolves as follows: Petri Niemi is elected as new Chairman of the Board of a 2 year term.</p> <p><i>The English part of this document is provided for information purposes only. In case of conflict the Norwegian version shall prevail.</i></p>
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#### **Aksjonærenes rettigheter**

*Carasent ASA er et allmennaksjeselskap underlagt Allmennaksjeloven. Selskapet har samlet 79 498 153 utstedte aksjer. Hver aksje gir en stemme.*

*Aksjonærene kan ikke kreve at nye saker settes på dagsordenen etter at fristen for å kreve dette er utløp, jf. allmennaksjeloven § 5-11 andre setning. En aksjonær har rett til å fremsette forslag til vedtak i de saker som generalforsamlingen skal behandle*

*En aksjonær kan kreve at styremedlemmer og konsernsjef på generalforsamlingen gir tilgjengelige opplysninger om forhold som kan innvirke på bedømmelsen av godkjenningen av årsregnskapet og årsberetningen; saker som er forelagt aksjonærene til avgjørelse; Selskapets økonomiske stilling, herunder om virksomheten i andre selskaper som Selskapet deltar i, og andre saker som generalforsamlingen skal behandle, med mindre de opplysninger som kreves, ikke kan gis uten uforholdsmessig skade for selskapet.*

*Dersom det må innhentes opplysninger, slik at svar ikke kan gis på generalforsamlingen, skal det utarbeides skriftlig svar innen to uker etter møtet. Svaret skal holdes tilgjengelig for aksjonærene på Selskapets kontor og sendes alle aksjonærer som har bedt om opplysningen. Dersom svaret må anses å være av vesentlig betydning for bedømmelsen av forhold som nevnt i forrige avsnitt, skal svaret sendes alle aksjonærer med kjent adresse.*

#### **The shareholders' rights**

*Carasent ASA is a public limited company subject to the rules of Norwegian Public Limited Companies Act. The Company has a total of 79,498,153 issued shares. Each share carries one vote.*

*A shareholder cannot demand that new items are added to the agenda now, when the deadline for such request has expired, cf. the Public Limited Liability Companies Act section 5-11 second sentence. A shareholder has the right to make proposals for a resolution regarding the items which will be considered by the general meeting.*

*A shareholder has the right to request board members and the CEO to provide necessary information to the general meeting that may influence the approval of the annual accounts and the board of directors' report; items brought before the general meeting for approval; the Company's financial state, including information on other companies in which the Company participates, and other items to be discussed at the general meeting, unless the information requested may not be disclosed without causing disproportionate harm to the Company.*

*If additional information is necessary, and an answer not will 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 at the Company's office and 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.*

Carasent ASA  
Ekstraordinær Generalforsamling  
Extraordinary Shareholder Meeting

Oslo, Norge/Norway, September 28, 2022

*Sign.*

Styrets leder / Chairman of the Board

Vedlegg / Attachment:

Fullmakt / Voting form  
Innstilling fra valgkomiteen /  
Proposal from the Nomination Committee

Shareholder: .....

Ref: .....

**CARASENT AS  
EXTRAORDINARY GENERAL MEETING  
OCTOBER 19, 2022 AT 9:00**

The Extraordinary General Meeting will be arranged as a MS Teams meeting. For further details see [carasent.com/Investor relations](http://carasent.com/Investor%20relations).

Shareholders are encouraged to either vote in advance (Part 1) or by proxy (Part 2) as detailed below. The agenda items are detailed in the Calling Notice dated September 28, 2022.

**In order to be registered, the completed form must be returned to Nordea Issuer Services no later than 17.00 CET on October 17, 2022. Email: [nis@nordea.com](mailto:nis@nordea.com).**

**1 ADVANCE VOTING FORM**

The undersigned shareholder in Carasent ASA vote as follows:

	Agenda item	For	Against	Abstain
1	Appointment of chairperson and person to co-sign the Minutes			
2	Approval of the calling and the agenda of the shareholders' meeting			
3	Election of Chairman of the Board			

*Note: Please remember to sign below under Item 3.*

**2 PROXY FORM**

*Note: Only to be used if Part 1 is not completed.*

The undersigned shareholder in Carasent ASA do hereby authorise

- Johan Lindqvist, Chairman of the Board of Directors
- Other (name): .....

as my proxy to attend and vote for my/our shareholding at Carasent ASA Extraordinary General Meeting on October 19, 2022. The following will apply for this proxy:

- This proxy is discretionary
- This proxy is non-discretionary meaning that it must be voted for the proposal(s):
- This proxy is non-discretionary meaning that it must be cast against the proposal(s):
- This proxy is non-discretionary meaning that a blank vote must be cast against the proposal(s):

Agenda items:

*Note: Please remember to sign below under Part 3.*

**3 SIGNATURE**

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Date Shareholder's signature

*When signing on behalf of a shareholder, documentation in the form of a power of attorney/proxy must be attached.*

## To the General Assembly in Carasent ASA

### **PROPOSAL FOR ELECTION OF NEW CHAIRMAN TO THE BOARD OF DIRECTORS**

The Nomination Committee of Carasent ASA was elected by the Carasent shareholder meeting on April 28, 2022.

The Chairman of the Board, Johan Lindqvist has notified that he would withdraw from the Board, once a replacement is resolved at an extraordinary shareholder meeting. See release dated September 15, 2022 for further details ([www.newsweb.no/carasent](http://www.newsweb.no/carasent)).

The Nomination Committee has performed a detailed review and assessment of the qualifications and competence required for a new Chairman. The Nomination Committee has also assessed the qualifications of the other Board Directors in order to find a balanced composition of the Board covering the required competence and knowledge for the Company's future development.

Carasent is now a strong player in Sweden and has recently entered the Norwegian market. While Carasent is well positioned for continued strong growth within these markets over the coming years, the Company is also looking to expand its presence into the remaining Nordic countries as well as the rest of Europe. Carasent's expansion strategy relies on both organic and acquisitive growth and the Company targets to become a leading European SaaS company that supports the digitisation of the European healthcare sector through providing both caregivers and patients with new and efficient digital tools.

With this background, the Nomination Committee has completed a comprehensive search for top candidates that could serve as Chairman of the Board and contribute to bring the Company successfully into the next phase.

The proposed candidate is: Petri Niemi

#### **Short presentation of the candidate**

Petri Niemi was born in 1961 and is a Finnish citizen. Petri brings extensive experience from the software industry and is currently the Chairman of Admicom and LeadDesk, two fast growing and publicly listed SaaS (Software as a Service) companies. Petri was previously a Senior Partner and Head of Technology Investments at CapMan, a private equity firm, and has completed six successful IPOs. Petri has a strong track record of value creation in fast growing technology companies through both organic growth and M&A. Petri holds an M.Sc. in Physics from Helsinki University of Technology and is not related to the Company, its management or any major shareholder.

If elected, the Board's composition will be:

<b>Name</b>	<b>Position</b>	<b>1<sup>st</sup> Elected</b>	<b>Current election term</b>	<b>Proposal</b>
Petri Niemi	Chairman	2022	October 2022 for 2 years	New
Terje Rogne	Member	2007	June 30, 2021 for 2 years	Continue
Staffan Hanstorp	Member	2021	June 30, 2021 for 2 years	Continue
Ulrika Cederskog Sundling	Member	2022	April 28, 2022 for 2 years	Continue
Camilla Skoog	Member	2022	April 28, 2022 for 2 years	Continue
Tomas Meerits	Alternate member	2021	October 27, 2021 for 2 years	Continue

**Board shareholdings and independence**

<b>Name</b>	<b>Position</b>	<b>Shareholding</b>	<b>Independence</b>
Petri Niemi	Chairman	-	Independent
Terje Rogne	Member	500 000	Independent
Staffan Hanstorp	Member	-	Aeternum Capital AS
Ulrika Cederskog Sundling	Member	-	Independent
Camilla Skoog	Member	-	Independent
Tomas Meerits	Alternate member	-	Vitruvian Partners

Aeternum Capital AS controls directly and indirectly 10 450 000 shares representing 13.14% of total number of shares.

Vitruvian Partners controls directly and indirectly 11 987 332 shares representing 15.08% of total number of shares.

**Board independence**

Based on the proposed composition of the new Board, all the Directors will be independent in relation to the Company and its management. The majority of the Directors will be independent in relation to major shareholders.

Vitruvian Partners, Aeternum Capital AS and the group of Carasent founders represented in the nomination committee who support the proposal, together represent 41% of the shares in Carasent ASA.

The Nomination Committee of Carasent ASA

Oslo, September 26, 2022

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Henrik Carlman

.....  
Niclas Hugosson

.....  
Niclas Lindlöf