

PROTOKOLL

**EKSTRAORDINÆR
GENERALFORSAMLING
CARASENT ASA**

Den 27. oktober, ble det avholdt ekstraordinær generalforsamling i Carasent ASA hos Advokatsenteret, Løkketangen 20 A, Sandvika med digital deltakelse på MS Teams.

Sak 1: Åpning av møtet. Opprettelse av fortegnelse over representerte aksjeeiere.

Styrets leder, Johan Lindqvist, åpnet generalforsamlingen.

Johan Lindqvist opprettet fortegnelsen over de aksjeeierne som har møtt. Fortegnelsen ble enstemmig godkjent av generalforsamlingen. Fortegnelsen følger som vedlegg til protokollen.

Representert var 26 aksjonærer, som til sammen representerte 35.473.754 aksjer som utgjør 45,12 % av selskapets aksjer og aksjekapital.

Av selskapets styre var følgende til stede:
Johan Lindqvist, leder

Sak 2: Valg av møteleder og en person til å undertegne protokollen sammen med møteleder

Styreleder Johan Lindqvist oppfordret fremmøtte til å melde seg som møteleder. Advokat Jon Schultz ble valgt som møteleder. Per Ole Nygjelten, Nordea ble valgt til å medundertegne protokollen sammen med møteleder.

Sak 3: Godkjenning av innkallingen og dagsorden

Dagsorden og innkalling ble godkjent.

Sak 4: Valg av nytt varastyremedlem

Styret har i dag ikke noe varamedlem. Valgkomiteen støtter forslaget om å velge et varamedlem. Begrunnelsen fremkommer i innkallingen.

Generalforsamlingen fattet følgende vedtak:

Tomas Meerits velges som varastyremedlem for en 2-års periode.

MINUTES

**EXTRAORDINARY
GENERAL MEETING
CARASENT ASA**

On October 27, 2021 an Extraordinary General Meeting of Carasent ASA took place at Advokatsenteret, Løkketangen 20 A, Sandvika with digital participation via MS Teams.

Item 1: Opening of the meeting. Recording of represented shareholders

The Chairman of the Board of Directors, Johan Lindqvist, opened the General Meeting

Johan Lindqvist recorded the shareholders that were present at the meeting. The General Meeting unanimously approved the record. The record is attached to the Minutes.

Twenty-six shareholders were present, representing 35,473,754 shares totalling 45.12 % of the issued shares and share capital.

The following of the Directors were present:
Johan Lindqvist, Chairman

Item 2: Election of the Chairman of the meeting and one person to countersign the Minutes.

The Chairman of the Board Johan Lindqvist encouraged attendants to chair for the meeting. Attorney-at-law Jon Schultz was elected to chair the meeting. Per Ole Nygjelten, Nordea was elected to countersign the Minutes.

Item 3: Approval of the Calling Notice and Agenda

The Calling Notice and the Agenda was approved.

Item 4: Election of alternate Board member

The Board has no alternate Board member today. The company's Nomination Committee supports the proposal to elect an alternate Board member. The background is detailed in the Calling Notice.

The general meeting passed the following resolution:

Tomas Meerits is elected as an alternate Board member for a 2-year term.

Sak 5: Godkjenning av retningslinjer for godtgjørelse til ledende ansatte

I henhold til revidert bestemmelsen i allmennaksjeloven § 6-16 A skal generalforsamlingen vedtatt retningslinjer om fastsettelse av lønn og annen godtgjørelse til ledende ansatte.

Generalforsamlingen fattet følgende vedtak:

Styrets forslag til retningslinjer for lønn og annen godtgjørelse til ledende ansatte godkjennes.

Sak 6: Fullmakt for styret til å foreta kapitalforhøyelse

For å sikre fleksibilitet ved blant annet nye oppkjøp, foreslår styret at generalforsamlingen gir styret fullmakt til å foreta kapitalforhøyelser med inntil 20 % av aksjekapitalen.

Generalforsamlingen fattet følgende vedtak:

a) I samsvar med allmennaksjeloven § 10-14, gis styret fullmakt til å forhøye selskapets aksjekapital ved nytegning av aksjer med et samlet pålydende beløp på inntil NOK 20.943.770 gjennom en eller flere kapitalforhøyelser;

b) Styret fastsetter de nærmere tegningsvilkår, herunder den tegningskurs som skal betales for aksjene;

c) Fullmakten omfatter også kapitalforhøyelse mot innskudd i andre eiendeler enn penger og rett til å pådra selskapet særlige forpliktelser etter allmennaksjeloven § 10-2;

d) Fullmakten kan også benyttes i forbindelse i med fusjon etter allmennaksjeloven § 13-5;

e) Aksjeeiernes fortrinnsrett etter allmennaksjeloven § 10-4 kan fravikes;

f) Fullmakten gjelder frem neste ordinære generalforsamling, men ikke lengre enn til 30.juni, 2022.

Mer forelå ikke til behandling og møtet ble hevet.

Alle vedtak var enstemmig med mindre annet er angitt i vedlagt protokollutskrift.

Item 5: Approval of policy for compensation of senior management

According to the revised Public Limited Companies Act § 6-16A the Board shall present a policy regarding compensation to executive management for approval by the shareholder meeting.

The general meeting passed the following resolution:

The Board's proposed policy for remuneration of senior management is approved.

Item 6: Authorisation for the Board to increase the share capital

In order to secure flexibility, including new M&A activities, it is proposed that the Board is granted authority to increase the Company's share capital with up to 20 %.

The general meeting made the following resolution:

a) In accordance with section 10-14 of the Norwegian Public Limited Liability Companies Act, the Board is granted the authority to increase the Company's share capital by issuance of new shares with a total amount of NOK 20,943,770 through one or several placements;

b) The Board determines the terms of the share capital increases under the authorisation;

c) The authorisation includes increase of the share capital against contributions in kind or right to undertake special obligations under section 10-2 of the Public Limited Liability Companies Act;

d) The authorisation may be used in connection with mergers in accordance with sections 13-5 of the Public Limited Liability Companies Act.

e) The existing shareholders pre-emptive rights in accordance with section 10-14 Public Limited Liability Companies Act, may be deviated from;

f) The authorisation is valid until the next ordinary shareholder meeting, but not beyond June 30, 2022

No further business was to be resolved and the General Meeting was adjourned. All resolutions were unanimous unless otherwise stated in the attached protocol.

Carasent ASA
Extra Ordinary Shareholder Meeting
October 27, 2021

Sign

.....

Jon Schultz

.....

Jon Schultz

Sign

.....

Per Ole Nygjelten

.....

Per Ole Nygjelten

Vedlegg/Attachment:

Protokollutskrift / Protocol

Carasent ASA
Extra Ordinary Shareholder Meeting
October 27, 2021

*OFFICE TRANSLATION – THE OFFICIAL LANGUAGE OF THE MINUTES IS NORWEGIAN. THE
TRANSLATION IS SUBMITTED FOR INFORMATION PURPOSES ONLY*

Totalt representert

ISIN: NO0010123060 CARASENT ASA
 Generalforsamlingsdato: 27.10.2021 09.00
 Dagens dato: 27.10.2021

Antall stemmeberettigede personer representert/oppmøtt : 0

Navn		Antall aksjer	% kapital
Ordinær	Total aksjer	66 042 547	
	- selskapets egne aksjer	0	
Ordinær	Totalt stemmeberettiget aksjer	66 042 547	
	Representert ved forhåndsstemme	20 643 391	31,26 %
	Sum Egne aksjer	20 643 391	31,26 %
	Sum fullmakter	0	0,00 %
	Totalt representert stemmeberettiget	20 643 391	31,26 %
Totalt representert av AK		20 643 391	31,26 %
NYE - aksje	Total aksjer	11 987 332	
	- selskapets egne aksjer	0	
NYE - aksje	Totalt stemmeberettiget aksjer	11 987 332	
	Representert ved forhåndsstemme	11 987 332	100,00 %
	Sum Egne aksjer	11 987 332	100,00 %
	Sum fullmakter	0	0,00 %
	Totalt representert stemmeberettiget	11 987 332	100,00 %
Totalt representert av AK		11 987 332	100,00 %
NYE - aksje	Total aksjer	588 235	
	- selskapets egne aksjer	0	
NYE - aksje	Totalt stemmeberettiget aksjer	588 235	
	Sum Egne aksjer	0	0,00 %
	Sum fullmakter	0	0,00 %
	Totalt representert stemmeberettiget	0	0,00 %
	Totalt representert av AK		0

TOT. REPRESENTERT
 FULLMAKT 807.459
 STEMMEINSTRUKS 2 035 572
 FORHÅNDSSTEMME 20643391
 NYE AKSJER 11 987 332
 35 473 754
 45,12 %

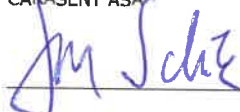
Kontofører for selskapet:

NORDEA BANK ABP, FILIAL NORGE



For selskapet:

CARASENT ASA



Protocol for general meeting CARASANT ASA

ISIN: NO0010123060 CARASANT ASA
 General meeting date: 27/10/2021 09.00
 Today: 27.10.2021

Shares class	FOR	Against	Abstain	Poll in	Poll not registered	Represented shares with voting rights
Agenda item 1 Opening of the shareholder meeting and recording of meeting shareholders						
Ordinær	22,678,963	0	0	22,678,963	0	22,678,963
votes cast in %	100.00 %	0.00 %	0.00 %			
representation of sc in %	100.00 %	0.00 %	0.00 %	100.00 %	0.00 %	
total sc in %	34.34 %	0.00 %	0.00 %	34.34 %	0.00 %	
NYE - aksje	11,987,332	0	0	11,987,332	0	11,987,332
votes cast in %	100.00 %	0.00 %	0.00 %			
representation of sc in %	100.00 %	0.00 %	0.00 %	100.00 %	0.00 %	
total sc in %	100.00 %	0.00 %	0.00 %	100.00 %	0.00 %	
NYE - aksje	0	0	0	0	0	0
votes cast in %	0.00 %	0.00 %	0.00 %			
representation of sc in %	0.00 %	0.00 %	0.00 %	0.00 %	0.00 %	
total sc in %	0.00 %	0.00 %	0.00 %	0.00 %	0.00 %	
Total	34,666,295	0	0	34,666,295	0	34,666,295
Agenda item 2 Appointment of a chairman of the shareholder meeting and of a person to co-sign the minutes from the shareholders' meeting						
Ordinær	22,678,963	0	0	22,678,963	0	22,678,963
votes cast in %	100.00 %	0.00 %	0.00 %			
representation of sc in %	100.00 %	0.00 %	0.00 %	100.00 %	0.00 %	
total sc in %	34.34 %	0.00 %	0.00 %	34.34 %	0.00 %	
NYE - aksje	11,987,332	0	0	11,987,332	0	11,987,332
votes cast in %	100.00 %	0.00 %	0.00 %			
representation of sc in %	100.00 %	0.00 %	0.00 %	100.00 %	0.00 %	
total sc in %	100.00 %	0.00 %	0.00 %	100.00 %	0.00 %	
NYE - aksje	0	0	0	0	0	0
votes cast in %	0.00 %	0.00 %	0.00 %			
representation of sc in %	0.00 %	0.00 %	0.00 %	0.00 %	0.00 %	
total sc in %	0.00 %	0.00 %	0.00 %	0.00 %	0.00 %	
Total	34,666,295	0	0	34,666,295	0	34,666,295
Agenda item 3 Approval of the calling and the agenda of the shareholders' meeting						
Ordinær	22,678,963	0	0	22,678,963	0	22,678,963
votes cast in %	100.00 %	0.00 %	0.00 %			
representation of sc in %	100.00 %	0.00 %	0.00 %	100.00 %	0.00 %	
total sc in %	34.34 %	0.00 %	0.00 %	34.34 %	0.00 %	
NYE - aksje	11,987,332	0	0	11,987,332	0	11,987,332
votes cast in %	100.00 %	0.00 %	0.00 %			
representation of sc in %	100.00 %	0.00 %	0.00 %	100.00 %	0.00 %	
total sc in %	100.00 %	0.00 %	0.00 %	100.00 %	0.00 %	
NYE - aksje	0	0	0	0	0	0
votes cast in %	0.00 %	0.00 %	0.00 %			
representation of sc in %	0.00 %	0.00 %	0.00 %	0.00 %	0.00 %	
total sc in %	0.00 %	0.00 %	0.00 %	0.00 %	0.00 %	
Total	34,666,295	0	0	34,666,295	0	34,666,295
Agenda item 4 Election of alternate Board member						
Ordinær	22,678,963	0	0	22,678,963	0	22,678,963
votes cast in %	100.00 %	0.00 %	0.00 %			
representation of sc in %	100.00 %	0.00 %	0.00 %	100.00 %	0.00 %	
total sc in %	34.34 %	0.00 %	0.00 %	34.34 %	0.00 %	
NYE - aksje	11,987,332	0	0	11,987,332	0	11,987,332
votes cast in %	100.00 %	0.00 %	0.00 %			
representation of sc in %	100.00 %	0.00 %	0.00 %	100.00 %	0.00 %	
total sc in %	100.00 %	0.00 %	0.00 %	100.00 %	0.00 %	
NYE - aksje	0	0	0	0	0	0
votes cast in %	0.00 %	0.00 %	0.00 %			
representation of sc in %	0.00 %	0.00 %	0.00 %	0.00 %	0.00 %	
total sc in %	0.00 %	0.00 %	0.00 %	0.00 %	0.00 %	

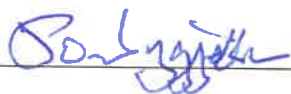
Shares class	FOR	Against	Abstain	Poll in	Poll not registered	Represented shares with voting rights
Total	34,666,295	0	0	34,666,295	0	34,666,295
Agenda item 5 Approval of policy for compensation of senior management						
Ordinær	20,278,959	2,400,004	0	22,678,963	0	22,678,963
votes cast in %	89.42 %	10.58 %	0.00 %			
representation of sc in %	89.42 %	10.58 %	0.00 %	100.00 %	0.00 %	
total sc in %	30.71 %	3.63 %	0.00 %	34.34 %	0.00 %	
NYE - aksje	11,987,332	0	0	11,987,332	0	11,987,332
votes cast in %	100.00 %	0.00 %	0.00 %			
representation of sc in %	100.00 %	0.00 %	0.00 %	100.00 %	0.00 %	
total sc in %	100.00 %	0.00 %	0.00 %	100.00 %	0.00 %	
NYE - aksje	0	0	0	0	0	0
votes cast in %	0.00 %	0.00 %	0.00 %			
representation of sc in %	0.00 %	0.00 %	0.00 %	0.00 %	0.00 %	
total sc in %	0.00 %	0.00 %	0.00 %	0.00 %	0.00 %	
Total	32,266,291	2,400,004	0	34,666,295	0	34,666,295
Agenda item 6 Authorisation for the Board to increase the share capital						
Ordinær	16,241,751	6,437,212	0	22,678,963	0	22,678,963
votes cast in %	71.62 %	28.38 %	0.00 %			
representation of sc in %	71.62 %	28.38 %	0.00 %	100.00 %	0.00 %	
total sc in %	24.59 %	9.75 %	0.00 %	34.34 %	0.00 %	
NYE - aksje	11,987,332	0	0	11,987,332	0	11,987,332
votes cast in %	100.00 %	0.00 %	0.00 %			
representation of sc in %	100.00 %	0.00 %	0.00 %	100.00 %	0.00 %	
total sc in %	100.00 %	0.00 %	0.00 %	100.00 %	0.00 %	
NYE - aksje	0	0	0	0	0	0
votes cast in %	0.00 %	0.00 %	0.00 %			
representation of sc in %	0.00 %	0.00 %	0.00 %	0.00 %	0.00 %	
total sc in %	0.00 %	0.00 %	0.00 %	0.00 %	0.00 %	
Total	28,229,083	6,437,212	0	34,666,295	0	34,666,295

Registrar for the company:

NORDEA BANK ABP, FILIAL NORGE

Signature company:

CARASENT ASA



Share information

Name	Total number of shares	Nominal value	Share capital	Voting rights
Ordinær	66,042,547	1.33	87,968,672.60	Yes
NYE - aksje	11,987,332	1.33	15,967,126.22	Yes
NYE - aksje	588,235	1.33	783,529.02	Yes
Sum:				

§ 5-17 Generally majority requirement
requires majority of the given votes**§ 5-18 Amendment to resolution**Requires two-thirds majority of the given votes
like the issued share capital represented/attended on the general meeting

Total Represented

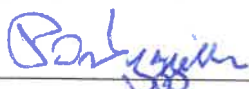
ISIN:	<u>N00010123060 CARASENT ASA</u>
General meeting date:	27/10/2021 09.00
Today:	27.10.2021

Number of persons with voting rights represented/attended : 0

Name		Number of shares	% sc
Ordinær	Total shares	66,042,547	
	- own shares of the company	0	
Ordinær	Total shares with voting rights	66,042,547	
	Represented by advance vote	20,643,391	31.26 %
	Sum own shares	20,643,391	31.26 %
	Sum proxy shares	0	0.00 %
	Total represented with voting rights	20,643,391	31.26 %
	Total represented by share capital	20,643,391	31.26 %
NYE - aksje	Total shares	11,987,332	
	- own shares of the company	0	
NYE - aksje	Total shares with voting rights	11,987,332	
	Represented by advance vote	11,987,332	100.00 %
	Sum own shares	11,987,332	100.00 %
	Sum proxy shares	0	0.00 %
	Total represented with voting rights	11,987,332	100.00 %
	Total represented by share capital	11,987,332	100.00 %
NYE - aksje	Total shares	588,235	
	- own shares of the company	0	
NYE - aksje	Total shares with voting rights	588,235	
	Sum own shares	0	0.00 %
	Sum proxy shares	0	0.00 %
	Total represented with voting rights	0	0.00 %
	Total represented by share capital	0	0.00 %

Registrar for the company:

NORDEA BANK ABP, FILIAL NORGE



Signature company:

CARASENT ASA

