

2023-05-30 Annual general meeting minutes.pdf

Signers:

<i>Name</i>	<i>Method</i>	<i>Date</i>
Skeie, Trym	Signicat Sign	2023-05-30 15:48
Rike, Gisle	Signicat Sign	2023-05-30 19:20

**This document package contains:**

- Front page (this page)
- The original document(s)
- The electronic signatures. These are not visible in the document, but are electronically integrated.



This file is sealed with a digital signature.
The seal is a guarantee for the authenticity
of the document.

2023-05-30 Annual general meeting minutes.pdf

Name

Date

Name

Date

Skeie, Trym

2023-05-30

Rike, Gisle

2023-05-30

Identification

Identification

 Skeie, Trym

 Rike, Gisle



This document contains electronic signatures using EU-compliant PAdES - PDF Advanced Electronic Signatures (Regulation (EU) No 910/2014 (eIDAS))

Nekkar ASA

Minutes from Annual general meeting 1/2023



Meeting type: Physical meeting
Date: May 30, 2023, 12:00
Location: Lumbeveien 27, 4621 Kristiansand S

List of attendees

The following is a summary of the number of shareholders represented at the general meeting:

	Shares	Votes	Share capital	% of voting-eligible shares	% of total votes	% of total capital	Shareholders
Total in company	107 439 458	107 439 458	107 439 458				2337
- own shares	6 632	6 632	6 632				1
Voting shares	107 432 826	107 432 826	107 432 826	100,00 %	100,00 %	100,00 %	2336
Represented by joining	2 033 974	2 033 974	2 033 974	1,89 %	1,89 %	1,89 %	4
Represented by pre-voting	57 151	57 151	57 151	0,05 %	0,05 %	0,05 %	3
Represented directly	2 091 125	2 091 125	2 091 125	1,95 %	1,95 %	1,95 %	7
Represented by proxy	44 529 994	44 529 994	44 529 994	41,45 %	41,45 %	41,45 %	4
Total representatives entitled to vote	46 621 119	46 621 119	46 621 119	43,40 %	43,40 %	43,40 %	11
Total representatives entitled to vote (of total capital)	46 621 119	46 621 119	46 621 119	43,39 %	43,39 %	43,39 %	11

Opening of the general meeting

The general meeting was opened by the chairman of the board.

1. Election of one person to chair the meeting and one person as keeper of the minutes of the meeting

Trym Skeie is elected to chair the meeting.

Marianne Voreland Ottosen is elected to take the minutes.

2. Approval of the proposal for agenda and meeting notice

The following was approved:

The notice and agenda are approved.

3. Election of a person to co-sign the minutes with the chairperson

Gisle Rike is elected to sign the minutes together with the chair of the meeting.

4. Approval of the company's Financial statements and Directors' Report for 2022, including allocation of annual results

The following was approved:

The Annual General Meeting approved the Directors Report and the Financial statements for 2022 for Nekkar ASA and the group.

The Annual General Meeting approved that no dividend will be distributed for the financial year 2022.

5. Approval of the auditor's fees for 2022

The following was approved:

The Annual General Meeting approves the auditor's fee of NOK 1,073,000

6. Advisory vote on report on salaries and other remuneration to executive personnel

The following was approved:

The Annual General Meeting endorses the Remuneration report.

7. Proposal to authorize the Board of Directors to increase the company's share capital by issuing shares.

The following was approved:

a) In accordance with the Norwegian Public Limited Companies Act, Section 10-4, the Board of Directors is granted authority to increase the company's share capital by up to NOK 2,363,396.46 , by a subscription of up to 21,485,422 shares, each at a nominal value of NOK 0.11.

b) The share capital may be increased by cash contribution or by other none-monetary compensation, and the authorization comprises the right to bring upon the company specific obligations. For example, the share capital increase may be done in the form of an acquisition of other business activity or capital asset within the same or corresponding business sector as the company. The authorization comprises a resolution regarding merger according to Section 13-5, including merger with a subsidiary against settlement in parent company shares.

c) The share capital may be increased by one or more private placements. The authorization entails that the company's Board of Directors is granted authority to set the date, and to stipulate the subscription price for the new subscription. The existing shareholders' preemptive rights to subscribe shares may be deviated from in connection with the effectuation of this authorization.

d) The Board of Directors is granted authority to carry out necessary amendments to the Articles of Association in connection with the abovementioned share capital increases.

e) The authorization remains in effect until the next Annual General Meeting and latest on 30.06.2024.

8. Proposal to authorize the Board of Directors to increase the company's share capital by issuing shares to employees and board members

The following was approved:

a)

In accordance with the Norwegian Public Limited Companies Act, Section 10-4, the Board of Directors is granted authority to increase the company's share capital by up to

NOK 310,206.38, by a subscription of up to 2,820,058 shares, each at a nominal value of NOK 0.11.

b) The capital shall be increased by cash contribution, and accordingly does not include capital increase in the event of a merger.

c) The share capital may be increased through one or more resolutions regarding the issue of shares to employees and/or board members. The authorization entails that the company's Board of Directors is given authority to determine in more detail the conditions for the subscription of shares, including to set the subscription date and subscription price of the shares, and to determine which persons may subscribe for shares in the company. The existing shareholders' preemptive rights to subscribe shares may be deviated from in connection with the effectuation of this authorization.

d) The Board of Directors is granted authority to carry out necessary amendments to the Articles of Association in connection with any share issue.

e) The authorization remains in effect until the next Annual General Meeting and latest on 30.06.2024.

9. Proposal to give the Board of Directors authority to buy own shares

The following was approved:

a) The board of directors are given the authority to buy own shares at Oslo Stock Exchange of up to 10% of the face value of the share capital of the Company, cf. the Norwegian Public Limited Act §§ 9-2 and 9-3.

b) The Board decides methods of acquisition and disposal

c) The lowest and the highest share price for the shares are NOK 1 and NOK 25.

d) This authority will remain in effect to the next Annual General Meeting and latest on 30.06.2024.

10. Election of members to the Board of Directors and stipulation of remuneration to the Board of Directors - Nomination Committee's recommendations

10.1 Election of Deputy Chair Marit Solberg

The following was approved:

The General Meeting approves to re-elect Marit Solberg as the board's deputy chair for 2 years.

10.2 Election of new board member Trine Ulla

The following was approved:

The general meeting gives its approval to elect Trine Ulla as a board member for 2 years.

10.3 Election of new board member Håkon Andre Berg

The following was approved:

The general meeting agrees to elect Håkon Andre Berg as a board member for 1 year.

10.4 Remuneration to the Board of Directors

The following was approved:

The general meeting approved the following board fees per person as follows:

Name	Compensation
Trym Skeie	NOK 550,000
Gisle Rike	NOK 346,500
Marit Solberg	NOK 346,500
Trine Ulla	NOK 346,500
Håkon Andre Berg	NOK 346,500

11. Stipulation of members to the Nomination Committee and remuneration to the Nomination Committee

11.1 Chair of the Nomination Committee

The following was approved:

Anne Grete Ellingsen is elected as chair of the Nomination Committee for a period of two years.

11.2 Member of the Nomination Committee

The following was approved:

Ditlef de Vibe is elected as a member of the Nomination Committee for a two-year term.

11.3 Remuneration to the Nomination Committee

The following was approved:

Remuneration to the Nomination Committee shall be NOK 67,000 for the chair and NOK 40,000 for a member for the period from the annual general meeting of 2022 to the annual general meeting of 2023.

12. Changes to the articles of association

The following was approved:

"Section 9 of the articles of association is amended, and shall read in its entirety:

"Section 9

Shareholders who wish to attend the general meeting shall notify the company in advance. Notification must be received by the company no later than two working days before the general meeting. The board may decide that shareholders can vote in advance in matters to be dealt with at general meetings of the company. Such votes can also be cast by electronic communication. The board may stipulate more detailed guidelines for written advance votes."

The general meeting ended.

Overview of voting

1. Election of one person to chair the meeting and one person as keeper of the minutes of the meeting

On election: Trym Skeie Marianne Voreland Ottosen				
Position	Number of votes	% of votes cast	Candidate	
1	46 563 968	100,0 %	Marianne Voreland Ottosen	Elected
2	46 563 968	100,0 %	Trym Skeie	Elected

Elected candidates: Marianne Voreland Ottosen and Trym Skeie

The order of candidates with the same number of votes was decided by drawing lots.

2. Approval of the proposal for agenda and meeting notice

	Shares	Votes	Share capital	% of votes cast	% of represented votes	% of attending share capital
Total represented	46 621 119	46 621 119	46 621 119		100,0 %	100,0 %
Votes cast	46 563 968	46 563 968	46 563 968	100,0 %	99,9 %	99,9 %
Voted for	46 563 968	46 563 968	46 563 968	100,0 %	99,9 %	99,9 %
Voted against	0	0	0	0,0 %	0,0 %	0,0 %
Abstained	57 151	57 151	57 151		0,1 %	0,1 %
Result	Approved					

3. Election of a person to co-sign the minutes with the chairperson

On election: Gisle Rike				
Position	Number of votes	% of votes cast	Candidate	
1	46 563 968	100,0 %	Gisle Rike	Elected

Elected candidate: Gisle Rike

4. Approval of the company's Financial statements and Directors' Report for 2022, including allocation of annual results

	Shares	Votes	Share capital	% of votes cast	% of represented votes	% of attending share capital
Total represented	46 621 119	46 621 119	46 621 119		100,0 %	100,0 %
Votes cast	46 621 119	46 621 119	46 621 119	100,0 %	100,0 %	100,0 %
Voted for	46 621 119	46 621 119	46 621 119	100,0 %	100,0 %	100,0 %
Voted against	0	0	0	0,0 %	0,0 %	0,0 %
Abstained	0	0	0		0,0 %	0,0 %
Result	Approved					

5. Approval of the auditor's fees for 2022

	Shares	Votes	Share capital	% of votes cast	% of represented votes	% of attending share capital
Total represented	46 621 119	46 621 119	46 621 119		100,0 %	100,0 %
Votes cast	46 584 018	46 584 018	46 584 018	100,0 %	99,9 %	99,9 %
Voted for	46 584 018	46 584 018	46 584 018	100,0 %	99,9 %	99,9 %
Voted against	0	0	0	0,0 %	0,0 %	0,0 %
Abstained	37 101	37 101	37 101		0,1 %	0,1 %
Result	Approved					

6. Advisory vote on report on salaries and other remuneration to executive personnel

	Shares	Votes	Share capital	% of votes cast	% of represented votes	% of attending share capital
Total represented	46 621 119	46 621 119	46 621 119		100,0 %	100,0 %
Votes cast	46 601 119	46 601 119	46 601 119	100,0 %	100,0 %	100,0 %
Voted for	46 601 119	46 601 119	46 601 119	100,0 %	100,0 %	100,0 %
Voted against	0	0	0	0,0 %	0,0 %	0,0 %
Abstained	20 000	20 000	20 000		0,0 %	0,0 %
Result	Approved					

7. Proposal to authorize the Board of Directors to increase the company's share capital by issuing shares.

	Shares	Votes	Share capital	% of votes cast	% of represented votes	% of attending share capital
Total represented	46 621 119	46 621 119	46 621 119		100,0 %	100,0 %
Votes cast	46 621 119	46 621 119	46 621 119	100,0 %	100,0 %	100,0 %
Voted for	35 051 512	35 051 512	35 051 512	75,2 %	75,2 %	75,2 %
Voted against	11 569 607	11 569 607	11 569 607	24,8 %	24,8 %	24,8 %
Abstained	0	0	0		0,0 %	0,0 %
Result	Approved					

8. Proposal to authorize the Board of Directors to increase the company's share capital by issuing shares to employees and board members

	Shares	Votes	Share capital	% of votes cast	% of represented votes	% of attending share capital
Total represented	46 621 119	46 621 119	46 621 119		100,0 %	100,0 %
Votes cast	46 621 119	46 621 119	46 621 119	100,0 %	100,0 %	100,0 %
Voted for	46 564 018	46 564 018	46 564 018	99,9 %	99,9 %	99,9 %
Voted against	57 101	57 101	57 101	0,1 %	0,1 %	0,1 %
Abstained	0	0	0		0,0 %	0,0 %
Result	Approved					

9. Proposal to give the Board of Directors authority to buy own shares

	Shares	Votes	Share capital	% of votes cast	% of represented votes	% of attending share capital
Total represented	46 621 119	46 621 119	46 621 119		100,0 %	100,0 %
Votes cast	46 621 119	46 621 119	46 621 119	100,0 %	100,0 %	100,0 %
Voted for	46 621 119	46 621 119	46 621 119	100,0 %	100,0 %	100,0 %
Voted against	0	0	0	0,0 %	0,0 %	0,0 %
Abstained	0	0	0		0,0 %	0,0 %
Result	Approved					

10.1 Election of Deputy Chair Marit Solberg

	Shares	Votes	Share capital	% of votes cast	% of represented votes	% of attending share capital
Total represented	46 621 119	46 621 119	46 621 119		100,0 %	100,0 %
Votes cast	46 584 018	46 584 018	46 584 018	100,0 %	99,9 %	99,9 %
Voted for	46 584 018	46 584 018	46 584 018	100,0 %	99,9 %	99,9 %
Voted against	0	0	0	0,0 %	0,0 %	0,0 %
Abstained	37 101	37 101	37 101		0,1 %	0,1 %
Result	Approved					

10.2 Election of new board member Trine Ulla

	Shares	Votes	Share capital	% of votes cast	% of represented votes	% of attending share capital
Total represented	46 621 119	46 621 119	46 621 119		100,0 %	100,0 %
Votes cast	46 584 018	46 584 018	46 584 018	100,0 %	99,9 %	99,9 %
Voted for	46 584 018	46 584 018	46 584 018	100,0 %	99,9 %	99,9 %
Voted against	0	0	0	0,0 %	0,0 %	0,0 %
Abstained	37 101	37 101	37 101		0,1 %	0,1 %
Result	Approved					

10.3 Election of new board member Håkon Andre Berg

	Shares	Votes	Share capital	% of votes cast	% of represented votes	% of attending share capital
Total represented	46 621 119	46 621 119	46 621 119		100,0 %	100,0 %
Votes cast	46 584 018	46 584 018	46 584 018	100,0 %	99,9 %	99,9 %
Voted for	46 584 018	46 584 018	46 584 018	100,0 %	99,9 %	99,9 %
Voted against	0	0	0	0,0 %	0,0 %	0,0 %
Abstained	37 101	37 101	37 101		0,1 %	0,1 %
Result	Approved					

10.4 Remuneration to the Board of Directors

	Shares	Votes	Share capital	% of votes cast	% of represented votes	% of attending share capital
Total represented	46 621 119	46 621 119	46 621 119		100,0 %	100,0 %
Votes cast	46 584 018	46 584 018	46 584 018	100,0 %	99,9 %	99,9 %
Voted for	46 584 018	46 584 018	46 584 018	100,0 %	99,9 %	99,9 %
Voted against	0	0	0	0,0 %	0,0 %	0,0 %
Abstained	37 101	37 101	37 101		0,1 %	0,1 %
Result	Approved					

11.1 Chair of the Nomination Committee

	Shares	Votes	Share capital	% of votes cast	% of represented votes	% of attending share capital
Total represented	46 621 119	46 621 119	46 621 119		100,0 %	100,0 %
Votes cast	46 584 018	46 584 018	46 584 018	100,0 %	99,9 %	99,9 %
Voted for	46 584 018	46 584 018	46 584 018	100,0 %	99,9 %	99,9 %
Voted against	0	0	0	0,0 %	0,0 %	0,0 %
Abstained	37 101	37 101	37 101		0,1 %	0,1 %
Result	Approved					

11.2 Member of the Nomination Committee

	Shares	Votes	Share capital	% of votes cast	% of represented votes	% of attending share capital
Total represented	46 621 119	46 621 119	46 621 119		100,0 %	100,0 %
Votes cast	46 584 018	46 584 018	46 584 018	100,0 %	99,9 %	99,9 %
Voted for	46 584 018	46 584 018	46 584 018	100,0 %	99,9 %	99,9 %
Voted against	0	0	0	0,0 %	0,0 %	0,0 %
Abstained	37 101	37 101	37 101		0,1 %	0,1 %
Result	Approved					

11.3 Remuneration to the Nomination Committee

	Shares	Votes	Share capital	% of votes cast	% of represented votes	% of attending share capital
Total represented	46 621 119	46 621 119	46 621 119		100,0 %	100,0 %
Votes cast	46 584 018	46 584 018	46 584 018	100,0 %	99,9 %	99,9 %
Voted for	46 584 018	46 584 018	46 584 018	100,0 %	99,9 %	99,9 %
Voted against	0	0	0	0,0 %	0,0 %	0,0 %
Abstained	37 101	37 101	37 101		0,1 %	0,1 %
Result	Approved					

12. Changes to the articles of association

	Shares	Votes	Share capital	% of votes cast	% of represented votes	% of attending share capital
Total represented	46 621 119	46 621 119	46 621 119		100,0 %	100,0 %
Votes cast	46 584 018	46 584 018	46 584 018	100,0 %	99,9 %	99,9 %
Voted for	46 584 018	46 584 018	46 584 018	100,0 %	99,9 %	99,9 %
Voted against	0	0	0	0,0 %	0,0 %	0,0 %
Abstained	37 101	37 101	37 101		0,1 %	0,1 %
Result	Approved					

List of attending shareholders

Shareholder	Shares	Votes	% of voting-eligible shares	% of total votes	In person	Proxy	Represented by
Adam Cooke	20 000	20 000	0,02 %	0,02 %			Adam Cooke
Daniel Gomez	37 101	37 101	0,03 %	0,03 %			Daniel Gomez
Ira Olivia Garcia Idland	50	50	0,00 %	0,00 %			-
Johan Ditlef De Vibe	34 422	34 422	0,03 %	0,03 %		✓	Trym Skeie
Marianne Voreland Ottosen	19 258	19 258	0,02 %	0,02 %	✓		Marianne Voreland Ottosen
Ofh Invest AS	296 601	296 601	0,28 %	0,28 %	✓		Ole Falk Hansen
Rasmussengruppen AS	11 512 506	11 512 506	10,72 %	10,72 %		✓	Gisle Rike
Skeie Consultants AS	1 507 243	1 507 243	1,40 %	1,40 %		✓	Trym Skeie
Skeie Kappa Invest AS	1 204 828	1 204 828	1,12 %	1,12 %	✓		Trym Skeie
Skeie Technology AS	31 475 823	31 475 823	29,30 %	29,30 %		✓	Trym Skeie
Trym Skeie	513 287	513 287	0,48 %	0,48 %	✓		Trym Skeie

	Shares	Votes	Share capital	% of voting-eligible shares	% of total votes	% of total capital	Shareholders
Total in company	107 439 458	107 439 458	107 439 458				2337
- own shares	6 632	6 632	6 632				1
Voting shares	107 432 826	107 432 826	107 432 826	100,00 %	100,00 %	100,00 %	2336
Represented by joining	2 033 974	2 033 974	2 033 974	1,89 %	1,89 %	1,89 %	4
Represented by pre-voting	57 151	57 151	57 151	0,05 %	0,05 %	0,05 %	3
Represented directly	2 091 125	2 091 125	2 091 125	1,95 %	1,95 %	1,95 %	7
Represented by proxy	44 529 994	44 529 994	44 529 994	41,45 %	41,45 %	41,45 %	4
Total representatives entitled to vote	46 621 119	46 621 119	46 621 119	43,40 %	43,40 %	43,40 %	11
Total representatives entitled to vote (of total capital)	46 621 119	46 621 119	46 621 119	43,39 %	43,39 %	43,39 %	11

May 30, 2023

Trym Skeie

Gisle Rike