

# NOTICE OF ANNUAL GENERAL MEETING IN AKER CARBON CAPTURE ASA

The board of directors hereby calls the annual general meeting in Aker Carbon Capture ASA, org. no. 925 355 496 (the "Company"), on 29 April 2024 at 10:00h (CEST) as a virtual meeting at [www.dnb.lumiagm.com/165846413](https://www.dnb.lumiagm.com/165846413)

## IMPORTANT MESSAGE:

The Board of Directors have decided to postpone the Company's annual general meeting originally scheduled for 16 April 2024 to 29 April 2024 at 10:00 (CEST). This notice includes the amended agenda for the general meeting which also includes the approval of amended articles of association.

The Annual General Meeting will be held as a digital meeting only, with no physical attendance for shareholders. To participate in the general meeting, please log in to: <https://dnb.lumiagm.com/> either on your smartphone, tablet or PC. Enter Meeting ID: **165-846-413** and click Join. You must then identify yourself with the reference number and PIN code from VPS for the general meeting that you will find in VPS Investor Services (Corporate Actions – General Meeting – ISIN) or sent you by post on this form (for non-electronic actors).

You will have the opportunity to log in one hour before the general meeting starts from 09:00h.

**Shareholders must be logged in before the general meeting starts.**

Shareholders are welcome to contact DNB Registrars Department on phone + 47 23 26 80 20 (between 08:00-15:30) or send an e-mail to [genf@dnb.no](mailto:genf@dnb.no) if they need their reference number and PIN code or if they have technical questions.

Shareholders may find an online guide on the Company's website [www.akercarboncapture.com](http://www.akercarboncapture.com) describing how shareholders can participate in the virtual meeting. Shareholders may choose to vote in advance or by proxy as described in this notice.

The following matters are on the agenda:

- 1. Opening of the general meeting by the person appointed by the Board of Directors to open the meeting (no voting)**
- 2. Election of a person to chair the meeting, and a person to sign the minutes of meeting**
- 3. Approval of the notice of the meeting and the agenda**
- 4. Approval of the 2023 annual accounts of Aker Carbon Capture ASA and Annual Report**
- 5. Consideration of the Board of Directors' Corporate Governance Report (no voting)**
- 6. Determination of remuneration of the auditor**
- 7. Advisory vote on the Remuneration Report**

8. **Election of shareholder-elected members of the Board of Directors**
9. **Remuneration of the Board of Directors and Audit Committee**
10. **Remuneration of the members of the Nomination Committee**
11. **Authorisation to the Board of Directors to increase the share capital**
12. **Authorisation to the Board of Directors for acquisition of treasury shares in connection with acquisitions, mergers, de-mergers or other transactions**
13. **Authorisation to the Board of Directors for acquisition of treasury shares in connection with share purchase and incentive programs for employees**
14. **Authorisation to the Board of Directors for acquisition of treasury shares for the purpose of investment or for subsequent sale or deletion of such shares**
15. **Approval of amendments to the Articles of Association**

The Board of Directors proposes to replace the Articles of Association § 2 which sets out the company's purpose with a new purpose provision as follows:

*"The company's purpose is to, by itself or together with other parties, invest in, develop, and divest from businesses that operate within energy, climate and environmental solutions, associated technology and infrastructure, related goods and services, and capital management."*

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### **The shares of the Company and the right to vote for shares**

The Company's share capital is NOK 604,242,218 divided into 604,242,218 shares each having a par value of NOK 1. Each share is entitled to one vote at the general meeting. There are no limitations for voting rights set out in the articles of association, however, 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 no own shares.

Each shareholder has the right to vote for the number of shares owned by the shareholder on April 22, 2024 (the record date). Owners of shares held through a custodian must additionally ensure that the company is notified separately, see below.

### **The shareholders' rights**

A shareholder cannot demand that new items are added to the agenda when 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 make proposals for a resolution regarding the items which will be considered by the general meeting.

A shareholder has the right to require board members and the general manager to provide necessary information to the general meeting that may affect the approval of the annual accounts and the annual report and the consideration of matters submitted to shareholders for decision. The same applies to information regarding the Company's financial condition including information on other companies in which the company participates and other matters to be addressed at the general meeting, unless the information required cannot be disclosed without causing disproportionate harm 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/>. Click on the link or copy the URL of your browser to attend at the general meeting. Aker Carbon Capture ASA meeting ID will be: **165-846-413**.

By participating online via Lumi AGM shareholders can vote on each agenda item, submit written questions from smartphones, tablets or stationary devices as well as follow live webcast (in English). No pre-registration is required for shareholders who want to participate, **but shareholders must be logged on before the general meeting starts**. Note that it will not be possible to log on to the meeting after it has started. 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 [www.akercarboncapture.com](http://www.akercarboncapture.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, notice is sent to custodians who pass on to shareholders for whom they hold shares. Shareholders must communicate with their custodians, who are responsible for conveying votes, proxies or enrolment. Custodians must according to Section 5-3 of the Public Limited Liability Companies Act register this with the company no later than 2 working days before the general meeting, i.e. no later than April 25, 2024.

### **Proxy with or without voting instructions**

Instead of participating online, shareholders may prior to the annual general meeting vote in advance by proxy. Proxy with or without voting instructions can, if desirable, be given the Chair of the Board of Directors, or the person he appoints. Shareholders who wish to participate at the general meeting by proxy without voting instructions are encouraged to register the proxy through the Company's website [www.akercarboncapture.com](http://www.akercarboncapture.com) or to send the proxy electronically 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](mailto:genf@dnb.no), or alternatively by post to DNB Bank ASA, Registrar's Department, P.O. Box 1600 Sentrum, 0021 Oslo, Norway. Proxy forms should be received no later than April 25, 2024 at 10:00h CEST.

Proxies with voting instructions to the Chair of the Board of Directors cannot be submitted electronically and must be sent by e-mail to [genf@dnb.no](mailto:genf@dnb.no) or by regular mail to DNB Bank ASA, Registrar's Department, P.O. Box 1600 Sentrum, 0021 Oslo, Norway. For instruction to other proxy holders, submit a proxy without voting instructions and agree directly with the proxy holder how votes should be cast.

### **Voting by means of electronic communication 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 [www.akercarboncapture.com](http://www.akercarboncapture.com) or via "Investortjenester" (Investor services) (PIN code and reference number from this notice of general meeting is required). The deadline for prior voting is 25 April 2024 at 10:00h CEST. Up until the deadline, votes already

cast may be changed or withdrawn. Votes already cast prior to the general meeting will be considered withdrawn should the shareholder attend the general meeting in person or by proxy.

This notice and the enclosed form for notice of attendance/proxy will also be made available on [www.akercarboncapture.com](http://www.akercarboncapture.com).

Any shareholder who wants to receive the documents can contact the investor relations department – contact data is available at [www.akercarboncapture.com](http://www.akercarboncapture.com) > Investors > Scroll down to “IR Contact” > Find email addresses below.

### **Electronic Investor Information and change of address**

Aker Carbon Capture urges shareholders to receive investor messages from the Norwegian Central Securities Depository (Euronext Securities Oslo) 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 [www.investor.vps.no/garm/auth/login](http://www.investor.vps.no/garm/auth/login).

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The following documents will be available on [www.akercarboncapture.com](http://www.akercarboncapture.com):

- This notice and the enclosed form for proxy
- The Board of Directors’ proposed resolutions for the annual general meeting for the items listed above
- The Board of Directors’ proposed 2023 annual accounts of Aker Carbon Capture ASA and Annual Report, which includes Corporate Governance Report and the auditor’s report
- Corporate Governance Report for 2023
- Aker Carbon Capture Remuneration Report
- The Nomination Committee’s Recommendation on Election of Members of the Board of Directors and the Recommendation on Remuneration of Members of the Board of Directors and Audit Committee, and the Nomination Committee
- Revised Articles of Association
- Guidelines for online participation

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Date: April 8, 2024  
AKER CARBON CAPTURE ASA  
The Board of Directors

Enclosure: Proxy forms

Ref no:

PIN - code:

## Notice of Annual General Meeting

The Annual General Meeting in Aker Carbon Capture ASA will be held on 29 April 2024 at 10:00 CEST as a virtual meeting.

The shareholder is registered with the following amount of shares at summons: \_\_\_\_\_ and vote for the number of shares registered in Euronext per Record Date 22 April 2024.

**Deadline for registration of advance votes, proxies and instructions: 25 April 2024 at 10:00h CEST.**

### Electronic registration

*Alternatively, "Form for submission by post or e-mail for shareholders who cannot register their elections electronically".*

#### Step 1 – Register during the enrollment/registration period:

- Either through the company's website [www.akercarboncapture.com](http://www.akercarboncapture.com) using a reference number and PIN – code (for those of you who receive the notice by post-service), or
- Log in through VPS Investor services; available at [www.investor.vps.no/garm/auth/login](http://www.investor.vps.no/garm/auth/login) or through own account keeper (bank/broker). Once logged in - choose Corporate Actions – General Meeting – ISIN

You will see your name, **reference number**, **PIN - code** and balance. At the bottom you will find these choices:

"**Enroll**" - There is no need for registration for online participation, enrollment is not mandatory

"**Advance vote**" - If you would like to vote in advance of the meeting

"**Delegate Proxy**" - Give proxy to the Chair of the Board of Directors or another person

"**Close**" - Press this if you do not wish to register

#### Step 2 – The general meeting day:

**Online participation:** Please login through <https://dnb.lumiagm.com/165846413>. You must identify yourself using the **reference number and PIN - code** from VPS - see step 1 above. Shareholders can also get their reference number and PIN code by contacting DNB Bank Registrars Department by phone +47 23 26 80 20 (08:00-am – 3:30 pm). On the company's web page [www.akercarboncapture.com](http://www.akercarboncapture.com) you will find an online guide describing more in detail how you as a shareholder can participate in the virtual meeting.

If you are not logged in before the meeting starts, you will not be granted access.

Ref no:

PIN - code:

**Form for submission by post or e-mail for shareholders who cannot register their elections electronically.**

The signed form can be sent as an attachment in an e-mail\* to [genf@dnb.no](mailto:genf@dnb.no) (scan this form) or by post service to DNB Bank Registrars Department, P.O Box 1600 Sentrum, 0021 Oslo. Deadline for registration of advance votes, proxies and instructions is that forms must be received no later than **25 April 2024 at 10:00 pm (CEST)**. If the shareholder is a company, the signature must be in accordance with the company certificate.

**\*Will be unsecured unless the sender themselves secure the e-mail.**

\_\_\_\_\_ **shares would like to be represented at the general meeting in Aker Carbon Capture ASA as follows (mark off):**

- Open proxy to the Board of Directors or the person he or she authorises (*do not mark the items below*)
- Proxy with voting instructions to the Chair of the Board of Directors or the person he or she authorises (*mark "For", "Against" or "Abstain" on the individual items below*)
- Advance votes (mark «For», «Against» or «Abstain» on the individual items below)
- Open proxy to: (*do not mark items below – agree directly with your proxy solicitor if you wish to give instructions on how to vote*)

\_\_\_\_\_ Enter the proxy solicitor's name in the block letters

*Note: Proxy solicitor must contact DNB Bank Registrars Department by phone +47 23 26 80 20 (08:00-am – 3:30 pm) for login details.*

Voting must take place in accordance with the instructions below. Missing or unclear markings are considered a vote in line with the Board of Directors' recommendations. If a proposal is put forward in addition to, or as a replacement for, the proposal in the notice, the proxy determines the voting.

#	Agenda for the Annual General Meeting	For	Against	Abstain
1.	Opening of the general meeting by the person appointed by the Board of Directors to open meeting ( <i>no voting</i> )	-	-	-
2.	Election of a person to chair the meeting, and a person to sign the minutes of meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	Approval of the notice of the meeting and the agenda	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	Approval of the 2023 annual accounts of Aker Carbon Capture ASA and Annual Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	Consideration of the Board of Directors' Corporate Governance Report ( <i>no voting</i> )	-	-	-
6.	Determination of remuneration of the auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.	Advisory vote on the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8.	Election of shareholder-elected members of the Board of Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9.	Remuneration of the Board of Directors and Audit Committee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10.	Remuneration of the members of the Nomination Committee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11.	Authorisation to the Board of Directors to increase the share capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12.	Authorisation to the Board of Directors for acquisition of treasury shares in connection with acquisitions, mergers, de-mergers or other transactions	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13.	Authorisation to the Board of Directors for acquisition of treasury shares in connection with share purchase and incentive programs for employees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14.	Authorisation to the Board of Directors for acquisition of treasury shares for the purpose of investment or for subsequent sale or deletion of such shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15.	Approval of amendments to the Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Place

Date

Shareholder's signature

With regard to rights of attendance and voting, reference is made to the Norwegian Public Limited Liability Companies Act, in particular Chapter 5. If the shareholder is a company, the company's certificate of registration must be attached to the proxy.

**The form must be dated and signed.**