

Til aksjeeierne i Elliptic Laboratories AS

## INNKALLING TIL EKSTRAORDINÆR GENERALFORSAMLING

### ELLIPTIC LABORATORIES AS

(org.nr. 989 750 186, "Selskapet")

Styret innkaller til ekstraordinær generalforsamling i Elliptic Laboratories AS, tirsdag 18. januar 2022, kl. 10.00. På bakgrunn av den usikre situasjonen rundt COVID-19 pandemien og for å forbygge risiko for smitte, vil generalforsamlingen avholdes som et digitalt møte i henhold til aksjeloven § 5-8.

Aksjeeiere kan delta og avgi stemme på følgende måter:

- A. ved å avgi **elektroniske forhåndsstemmer**,
- B. ved å gi **fullmakt** til styreleder, **med eller uten stemmeinstruks, eller**
- C. ved å være **tilstede og stemme** på selve generalforsamlingen (over video).

Vennligst se nærmere informasjon under og i Vedlegg 5 til innkallingen (påmeldings- og fullmaktsskjema).

#### Styret har fastsatt følgende forslag til dagsorden:

1. Åpning av møtet ved styrets leder og registrering av møtende aksjeeiere
2. Valg av møteleder og en person til å medundertegne protokollen
3. Godkjenning av innkallingen og forslag til dagsorden
4. Omdanning til allmennaksjeselskap (ASA)
5. Endring av vedtekter
6. Valg av nytt medlem til styret
7. Godkjenning av retningslinjer for fastsettelse av lønn og annen godtgjørelse til ledende personer

En redegjørelse for sakene og forslag til vedtak er inntatt som Vedlegg 1 til innkallingen.

#### Deltakelse:

**Påmelding** gjøres via **Selskapets hjemmeside** [www.ellipticlabs.com](http://www.ellipticlabs.com) eller via **Investortjenester**. For påmelding via Selskapets hjemmeside må pinkode og referansenummer opplyst i registrerings- og fullmaktsskjemaet benyttes. Se påmeldings- og

To the shareholders of Elliptic Laboratories AS

## NOTICE OF EXTRAORDINARY GENERAL MEETING

### ELLIPTIC LABORATORIES AS

(org. no. 989 750 186, the "Company")

The Board of Directors calls for an Extraordinary General Meeting in Elliptic Laboratories AS to be held on Tuesday, 18 January 2022, at 10.00 CET. Due to the uncertain situation surrounding the COVID-19 pandemic and to prevent risk of contamination, the General Meeting will be held as a digital meeting in accordance with section 5-8 of the Norwegian Private Limited Liability Companies Act.

These are the options for shareholders' participation and voting:

- A. by submitting **electronic advance votes**,
- B. by submitting a **proxy** to the chair of the board of directors, **with or without voting instruction, or**
- C. by **attend the general meeting and vote** at the general meeting (via video).

Please see further information below and in Appendix 5 (registration and proxy form).

#### The board has proposed the following agenda:

1. Opening of the meeting by the chairman of the Board and registration of attending shareholders
2. Election of a chair of the meeting and one person to co-sign the minutes
3. Approval of the notice and the proposed agenda
4. Conversion to public limited liability company
5. Amendments to the Articles of Association
6. Election of new board member
7. Approval of guidelines regarding determination of salaries and other remuneration to senior personnel

Further description of the items on the agenda and the proposed resolutions are stated in Appendix 1 to this notice.

#### Participation:

**Notice of attendance is registered through the Company's website** [www.ellipticlabs.com](http://www.ellipticlabs.com) or through **VPS Investor Services**. The reference number and pin code provided in the attendance and registration form must be used when registering

fullmaktsskjema. I Investortjenester velg *Hendelser* - *Generalforsamling*, klikk på ISIN.

Aksjeeiere som ønsker å delta på generalforsamlingen over video bes, **i tillegg til å melde seg på generalforsamlingen iht. instruksene over**, om å meddele dette per e-post til [Hanne.elieson@ellipticlabs.com](mailto:Hanne.elieson@ellipticlabs.com) innen mandag, 17. januar 2022 kl. 16:00, som deretter vil motta videoinnkalling. **NB!** Kopi av legitimasjon på vedkommende som ønsker å delta over video, samt firmaattest eller annen fullmakt som viser at vedkommende har rett til å møte og stemme på vegne av aksjeeieren, må vedlegges e-posten. Bakgrunnen for dette er at Selskapet iht. lov er pålagt å sørge for en betryggende metode for å autentisere deltakerne og kontrollere stemmegivningen på generalforsamlingen.

**Forhåndsstemmer** må gjøres elektronisk, via selskapets hjemmeside [www.ellipticlabs.com](http://www.ellipticlabs.com) (bruk overnevnte pin og referansenummer), eller Investortjenester. Se påmeldings- og fullmaktsskjema. I Investortjenester velg *Hendelser* - *Generalforsamling*, klikk på ISIN.

Innkalling til generalforsamlingen 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.ellipticlabs.com](http://www.ellipticlabs.com). På forespørsel fra en aksjeeier på e-post til [Hanne.elieson@ellipticlabs.com](mailto:Hanne.elieson@ellipticlabs.com), vil Selskapet vederlagsfritt sende aksjeeieren innkalling med vedlegg per post.

Aksjeeiere som mottar papirversjonen av denne innkallingen oppfordres sterkt til å ta et "grønt valg" ved å akseptere elektronisk kommunikasjon i VPS Investor Services.

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## Vedlegg

1. Styrets forslag til beslutninger
2. Revisors redegjørelse i forbindelse med omdannelse til allmennaksjeselskap (ASA)
3. Nye vedtekter
4. Retningslinjer om fastsettelse av lønn og annen godtgjørelse til ledende personer
5. Påmeldings- og fullmaktsskjema

through the Company's website. In Investor Services choose *Corporate Actions* – *General Meeting*, click on ISIN.

Shareholders who wish to attend the General Meeting via video are asked, **in addition to register its attendance at the General Meeting in accordance with the instructions set out above**, to send an email to [Hanne.elieson@ellipticlabs.com](mailto:Hanne.elieson@ellipticlabs.com) by Monday, 17 January 2022 at 16:00 CET, who will then receive an invitation. **NB!** Copy of proof of identification of the person who wishes to participate via video, as well as a certificate of incorporation (Nw: *firmaattest*) or other evidence of authorisation showing that the person has the right to attend and vote on behalf of the shareholder, must be attached to the email. The reason is that the Company pursuant to Norwegian law is obligated, in an adequate way, to authenticate the participants and to control the voting at the general meeting.

**Advance votes** may only be executed electronically, through the Company's website [www.ellipticlabs.com](http://www.ellipticlabs.com) (use reference number and pin code provided in the attendance and proxy form) or through VPS Investor Services. In Investor services choose *Corporate Actions* – *General Meeting*, click on ISIN.

The notice to the General Meeting has been sent to all shareholders in the Company whose address is known. In accordance with the Company's articles of association this notice with all appendices will be available on the Company's webpage, [www.ellipticlabs.com](http://www.ellipticlabs.com). Upon request from a shareholder by e-mail to [Hanne.elieson@ellipticlabs.com](mailto:Hanne.elieson@ellipticlabs.com), the Company will mail the notice with appendices to the shareholder free of charge.

Shareholders that are receiving the paper version of this notice are strongly encouraged to "go green" by accepting receipt of electronic communication through VPS Investor Services.

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## Appendices:

1. The Board's proposed resolutions
2. The auditor's statement in connection with conversion to a public limited liability company
3. New Articles of Association
4. Guidelines regarding determination of salaries and other remuneration to senior personnel
5. Attendance and proxy form

\* \* \*

Oslo, 11 January 2022

Styret i Elliptic Laboratories AS/ the Board of Directors of Elliptic Laboratories AS

## VEDLEGG 1: STYRETS FORSLAG TIL BESLUTNINGER

### SAK 4: OMDANNING TIL ALLMENNAKSJESELSKAP (ASA)

Det vises til børsmelding publisert 8. september 2021, hvor det ble annonsert at Selskapets styre har besluttet å igangsette en prosess for å bytte markedsplass for Selskapets aksjer fra Euronext Growth til Oslo Børs ("**Hovedlistenoteringen**"). Den planlagte Hovedlistenoteringen forventes å finne sted i løpet av første kvartal 2022.

Som et nødvendig ledd i Hovedlistenoteringen, må Selskapet omdannes til et allmennaksjeselskap (ASA).

En omdanning fra aksjeselskap til allmennaksjeselskap vil blant annet ha følgende virkninger:

- Selskapets aksjekapital må være minimum NOK 1 000 000;
- innkallingsfristen for avholdelse av generalforsamling må være minimum to uker (og vil være tre uker fra gjennomføringen av Hovedlistenoteringen);
- styret må ha minimum tre medlemmer og det er krav om representasjon av begge kjønn;
- Selskapet må ha en daglig leder;
- aksjene vil, når vedtektene ikke bestemmer annet, være fritt omsettelige;
- Selskapet vil kunne tilby sine aksjer til allmennheten;
- det vil gjelde strengere krav ved tingsinnskudd, transaksjoner med nærstående og ved fusjon og fisjon; og
- regnskapsmessig vil Selskapet måtte følge reglene for store foretak, jf. regnskapsloven § 1-5.

Selskapets revisor, PWC, har utarbeidet en redegjørelse som bekrefter at Selskapets egenkapital overstiger NOK 1 000 000. Redegjørelsen er vedlagt denne innkallingen som [Vedlegg 2](#).

Styret foreslår at generalforsamlingen fatter følgende vedtak:

*Selskapet omdannes til allmennaksjeselskap. Etter at Selskapet er omdannet til et allmennaksjeselskap, skal det på et senere tidspunkt innby andre enn aksjeeierne og bestemte navngitte personer til å tegne nye aksjer i Selskapet.*

## APPENDIX 1: THE BOARD'S PROPOSED RESOLUTIONS

### ITEM 4: CONVERSION TO PUBLIC LIMITED LIABILITY COMPANY

Reference is made to the stock exchange announcement published on 8 September 2021, where it was announced that the Company's board of directors has decided to initiate a process to transfer its listing venue from Euronext Growth to Oslo Børs (the "**Oslo Børs Listing**"). The contemplated Oslo Børs Listing is expected to be completed in Q1 2022.

As a necessary step to facilitate the Oslo Børs Listing, the Company must be converted into a public limited liability company.

A conversion from private to public limited liability company will inter alia have the following effects:

- The Company's share capital must be at least NOK 1,000,000;
- the notice period for convening a general meeting must be at least two weeks (and will be three weeks from completion of the Oslo Børs Listing);
- the board must consist of at least three members and both genders must be represented;
- the Company must have a general manager;
- the shares will be freely transferable, unless otherwise determined by the articles of association;
- the Company may offer its shares to the public;
- stricter requirements will apply with respect to contributions in kind, transactions with related parties, as well as to mergers and demergers; and
- the Company must comply with the accounting rules for large enterprises, cf. Section 1-5 of the Norwegian Accounting Act.

The Company's auditor, PWC, has prepared a statement confirming that the Company's total equity exceeds NOK 1,000,000. The auditor's statement is attached hereto as [Appendix 2](#).

The Board of Directors' proposes that the General Meeting adopts the following resolution:

*The Company is converted into a public limited liability company. Following the conversion, the Company shall at a later time invite other than the shareholders and selected named persons to subscribe for shares in the Company.*

Fra det tidspunkt omdanningen er registrert i Foretaksregisteret endres vedtektene § 1 til å lyde:

*"Selskapets navn er Elliptic Laboratories ASA. Selskapet er et allmennaksjeselskap."*

#### SAK 5: ENDRING AV VEDTEKTER

Med henblikk på at Selskapets aksjer skal være bedre tilpasset et opptak til handel på Oslo Børs, anbefaler styret at det vedtas enkelte mindre endringer i Selskapets vedtekter.

Forslaget omfatter blant annet at:

- aksjeeiere skal bare ha rett til å delta på generalforsamlingen dersom deres respektive aksjeinnehav er registrert i VPS senest fem virkedager før generalforsamlingen; og
- styret skal kunne sette en frist for når aksjeeiere som ønsker å delta på generalforsamlingen må melde fra om dette, som ikke kan utløpe tidligere enn tre dager før generalforsamlingen.

Forslaget til nye vedtekter fremgår i sin helhet av Vedlegg 3.

Styret foreslår at generalforsamlingen fatter følgende vedtak:

*Selskapets vedtekter endres til å lyde slik inntatt i Vedlegg 3.*

#### SAK 6: VALG AV NYTT MEDLEM TIL STYRET

I forbindelse med Hovedlistenoteringen, og for å oppfylle kravene til kjønnsrepresentasjon som gjelder for allmennaksjeselskap, foreslår styret at Ingrid Leisner velges inn som nytt styremedlem og at Einar J. Greve fratrer som styremedlem.

Ingrid Leisner har bred erfaring fra flere noterte selskaper på Oslo Børs, blant annet som styremedlem og leder av revisjonsutvalgene i hhv. Norwegian Air Shuttle ASA, Self Storage Group ASA og Maritime and Merchant Bank ASA. Leisner har særskilt kompetanse og erfaring med å føre tilsyn med selskapers finansielle rapporteringsprosesser og relaterte internkontrollrutiner, eierstyring og reguleringer, og vil således være en viktig bidragsyter for arbeidet mot Selskapets revisjonsutvalg. Leisner har også bred erfaring med børsnoteringer, emisjoner, fusjoner og oppkjøp.

På denne bakgrunn mener styret at Leisner vil passe bra inn i Selskapets styre og være en viktig bidragsyter til styrets arbeid fremover.

*As from the time the conversion is registered in the Norwegian Register of Business Enterprises, articles 1 of the Articles of Association shall read:*

*"The company's name is Elliptic Laboratories ASA. The company is a public limited liability company."*

#### ITEM 5: AMENDMENTS TO THE ARTICLES OF ASSOCIATION

With the purpose of the Company's shares being better adapted to an admission to trading on Oslo Børs, the board of directors proposes to make some minor amendments to the Company's Articles of Association.

The proposal includes inter alia that:

- shareholders shall only have the right to participate and vote at the general meeting when the acquisition is entered in the VPS the fifth business day before the general meeting; and
- the board of directors may decide that shareholders who want to participate in the general meeting must notify the company thereof within a specific deadline that cannot expire earlier than three days prior to the general meeting.

The proposed new Articles of Association are attached hereto as Appendix 3.

The Board of Directors' proposes that the General Meeting adopts the following resolution:

*The Company's Articles of Association are amended and shall have such wording as set out in Appendix 3.*

#### ITEM 6: ELECTION OF NEW BOARD MEMBER

In connection with the Oslo Børs Listing, and in order to meet the legal requirements in terms of gender representation applicable to public limited liability companies, the board of directors proposes that Ingrid Leisner is elected as new board member, replacing Einar J. Greve.

Ingrid Leisner has a wide experience from several listed companies on Oslo Børs, inter alia as board member and leader of the audit committees in Norwegian Air Shuttle ASA, Self Storage Group ASA and Maritime and Merchant Bank ASA. Leisner has particular expertise and experience in overseeing companies' financial reporting processes and related internal control routines, corporate governance and regulations, and as such is expected to be a great contributor to the work of the audit committee. Leisner also has wide experience from public offerings, private placements, mergers and acquisitions.

As such, the Board of Directors believes that Leisner will be a good fit to the Company's Board of Directors and a strong contributor to the Company's Board work going forward.

Styret foreslår at generalforsamlingen fatter følgende vedtak:

*Ingrid Leisner velges som nytt styremedlem i Selskapet. Einar J. Greve trer ut av Selskapets styre.*

*Selskapets styre består således av:*

- *Tore Engebretsen (styreleder)*
- *Ingrid Leisner*
- *Edvin Austbø*
- *Berit Svendsen*
- *Svenn-Tore Larsen*

**SAK 7: GODKJENNELSE AV RETNINGSLINJER FOR FASTSETTELSE AV LØNN OG ANNEN GODTGJØRELSE TIL LEDENDE PERSONER**

Styret, i samarbeid med Selskapets juridiske rådgiver, har i henhold til nye regler i allmennaksjeloven § 6-16 a, utarbeidet forslag til retningslinjer om fastsettelse av lønn og annen godtgjørelse til ledende personer i Selskapet. Forslaget til retningslinjer er vedlagt denne innkallingen som Vedlegg 4.

Iht. allmennaksjeloven § 6-16 a må retningslinjene godkjennes av generalforsamlingen.

Styret foreslår at generalforsamlingen fatter følgende vedtak:

*Generalforsamlingen godkjenner styrets retningslinjer om fastsettelse av lønn og annen godtgjørelse til ledende personer i henhold til allmennaksjeloven § 6-16 a.*

The Board of Directors' proposes that the General Meeting adopts the following resolution:

*Ingrid Leisner is elected as new board member of the Company, replacing Einar J. Greve.*

*Thus, the Company's Board of Directors consists of:*

- *Tore Engebretsen (Chairman)*
- *Ingrid Leisner*
- *Edvin Austbø*
- *Berit Svendsen*
- *Svenn-Tore Larsen*

**ITEM 7: APPROVAL OF GUIDELINES REGARDING DETERMINATION OF SALARIES AND OTHER REMUNERATION TO SENIOR PERSONNEL**

The board of directors, in cooperation with the Company's legal advisor, has in accordance with the new regulations in section 6-16 a of the Norwegian Public Liability Companies Act ("**NPLCA**") prepared a proposal for guidelines regarding determination of salaries and other remuneration to senior personnel in the Company. The proposed guidelines are attached hereto as Appendix 4.

Pursuant to section 6-16 a of the NPLCA the guidelines must be approved by the general meeting.

The Board of Directors' proposes that the General Meeting adopts the following resolution:

*The general meeting approves the Board's guidelines regarding determination of salaries and other remuneration to senior personnel in accordance with section 6-16 a of the NPLCA.*



Til generalforsamlingen i Elliptic Laboratories AS

## **Redegjørelse ved omdanning til ASA**

På oppdrag fra styret avgir vi som uavhengig sakkyndig en redegjørelse i samsvar med aksjeloven § 15-1 annet ledd, jf. allmennaksjeloven § 2-6.

### *Styrets ansvar for redegjørelsen*

Styret er ansvarlig for informasjonen redegjørelsen bygger på og de verdsettelsesmetoder som ligger til grunn for omdanningen.

### *Uavhengig sakkyndiges oppgaver og plikter*

Vår oppgave er å utarbeide en redegjørelse om de eiendeler og forpliktelser som foreligger ved omdanningen, kan oppføres i balansen til en samlet nettoverdi som gir dekning for pålydende av den aksjekapital selskapet skal ha som allmennaksjeselskap.

Den videre redegjørelsen består av to deler. Den første delen er en presentasjon av opplysninger i overensstemmelse med de krav som stilles i allmennaksjeloven [§ 2-6](#) første ledd nr. 1 til 4. Den andre delen er vår uttalelse.

### **Del 1: Opplysninger om eiendeler og forpliktelser i forbindelse med omdanningen**

Eiendeler og forpliktelser ved omdanningen omfatter følgende:

Virksomheten til Elliptic Laboratories AS benyttes som innskudd ved omdanningen, selskapets eiendeler og forpliktelser fremgår av signert delårsregnskap datert 30. september 2021 og består i hovedsak av utsatt skattefordel og andre immaterielle eiendeler, kundefordringer og andre kortsiktige fordringer, bankbeholdning, gjeld til kredittinstitusjoner og annen kortsiktig gjeld. Som det fremgår av signert delårsregnskap er verdiene av eiendeler og forpliktelser tilstrekkelig til å tilfredstille kravet til aksjekapital etter allmennaksjeselskapsloven § 3-1. Det er vurdert at verdiene fortsatt er til stede per 10. januar 2022. Omdanningen skjer ved overføring til regnskapsførte verdier.

### **Del 2: Den uavhengig sakkyndiges uttalelse**

Vi har utført vår kontroll og avgir vår uttalelse i samsvar med attestasjonsstandarden SA 3802-1 "Revisors uttalelser og redegjørelser etter aksjelovgivningen". Standarden krever at vi planlegger og utfører kontroller for å oppnå betryggende sikkerhet for at de eiendeler og forpliktelser som foreligger ved omdanningen, kan oppføres i balansen til en samlet nettoverdi som gir dekning for pålydende av den aksjekapital på kr 1 038 418,80 selskapet skal ha som allmennaksjeselskap. Arbeidet omfatter kontroll av verdsettelsen av eiendeler og forpliktelser som foreligger ved omdanningen. Videre har vi vurdert de verdsettelsesmetoder som er benyttet, og de forutsetninger som ligger til grunn for verdsettelsen.

Vi mener at innhentede bevis er tilstrekkelig og hensiktsmessig som grunnlag for vår konklusjon.



*Konklusjon*

Etter vår mening kan eiendelene og forpliktelsene som foreligger ved omdanningen oppføres i balansen til en samlet nettoverdi som gir dekning for pålydende av den aksjekapital på kr 1 038 418,80 som selskapet skal ha som allmennaksjeselskap.

Oslo, 11. januar 2022

**PricewaterhouseCoopers AS**

Eivind Nilsen  
Statsautorisert revisor  
(elektronisk signert)

# Dokument

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## Signers:

<i>Name</i>	<i>Method</i>	<i>Date</i>
Nilsen, Eivind	BANKID	2022-01-11 11:18



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## VEDTEKTER

### ELLIPTIC LABORATORIES ASA

(org.nr. 989 750 186)

Vedtatt 18. januar 2022

#### § 1 | Foretaksnavn

Selskapets navn er Elliptic Laboratories ASA.  
Selskapet er et allmennaksjeselskap.

#### § 2 | Forretningskontor

Selskapets forretningskontor er i Oslo kommune.

#### § 3 | Formål

Selskapet har som formål å utvikle, markedsføre og selge løsninger og tjenester for interaksjon, avbildning og informasjonsutveksling mellom mennesker og tekniske enheter og alt som står i forbindelse med dette, samt deltagelse og investering i andre selskaper.

#### § 4 | Aksjekapital

Selskapets aksjekapital er NOK 1 038 418,80 fordelt på 103 841 880 aksjer, hver pålydende NOK 0,01.

Selskapets aksjer skal være registrert i Verdipapirsentralen ASA (VPS).

#### § 5 | Styre

Selskapets styre skal ha fra fire til syv medlemmer.

#### § 6 | Signatur

Selskapet tegnes av styrets leder og daglig leder i fellesskap eller av to styremedlemmer i fellesskap.

#### § 7 | Generalforsamling

På den ordinære generalforsamlingen skal følgende saker behandles og avgjøres:

1. Godkjenning av årsregnskapet og årsberetningen, herunder utdeling av utbytte.
2. Andre saker som etter lov eller vedtektene hører under generalforsamlingen.

Styret kan vedta at aksjeeiere kan avgi sin stemme skriftlig, herunder ved bruk av elektronisk kommunikasjon, i en periode før generalforsamlingen. Styret kan fastsette nærmere retningslinjer for slik forhåndsstemming. Det skal fremgå av generalforsamlingsinnkallingen hvilke retningslinjer som er fastsatt.

## ARTICLES OF ASSOCIATION

### ELLIPTIC LABORATORIES ASA

(reg. no. 989 750 186)

As of 18 January 2022

#### § 1 | Company name

The company's name is Elliptic Laboratories ASA.  
The company is a public limited liability company.

#### § 2 | Registered office

The company's registered office is in the municipality of Oslo.

#### § 3 | Objective

The objective of the company is to develop, market and sell solutions and services for interaction, imaging and information exchange between people and technical devices, and everything related thereto, as well as to participate and invest in other companies.

#### § 4 | Share capital

The company's share capital is NOK 1 038 418.80, divided into 103 841 880 shares, each with a par value of NOK 0.01.

The company's shares shall be registered with the Norwegian Central Securities Depository (VPS).

#### § 5 | Board of directors

The board of directors shall consist of between four and seven members.

#### § 6 | Signatory rights

The chairman of the board and the CEO, or two board members, may jointly sign on behalf of the company.

#### § 7 | General meetings

The annual general meeting shall address and decide upon the following matters:

1. Approval of the annual accounts and the annual report, including distribution of dividend.
2. Any other matters which are referred to the general meeting by law or the articles of association.

The board of directors may resolve that the shareholders may cast their votes in writing, including by electronic communication, in a period prior to the general meeting. The board of directors may establish specific guidelines for such advance voting. It must be stated in the notice of the general meeting which guidelines have been set.

Retten til å delta og stemme på generalforsamlingen kan bare utøves når ervervet er innført i VPS den femte virkedagen før generalforsamlingen.

Styret kan beslutte at aksjeeiere som vil delta på generalforsamlingen, må melde dette til selskapet innen en bestemt frist som ikke kan utløpe tidligere enn tre dager før generalforsamlingen.

### **§ 8 | Innkalling til generalforsamling**

Innkalling til generalforsamling skal skje ved skriftlig henvendelse til alle aksjeeiere med kjent adresse.

Dokumenter som gjelder saker som skal behandles på selskapets generalforsamling, herunder dokumenter som etter lov skal inntas i eller vedlegges innkallingen til generalforsamlingen, trenger ikke sendes til aksjeeierne dersom dokumentene er tilgjengelige på selskapets internettsider. En aksjeeier kan likevel kreve å få tilsendt dokumenter som gjelder saker som skal behandles på generalforsamlingen.

The right to participate and vote at the general meeting may only be exercised when the acquisition is entered in the VPS the fifth business day before the general meeting.

The board of directors may decide that shareholders who want to participate in the general meeting must notify the company thereof within a specific deadline that cannot expire earlier than three days prior to the general meeting.

### **§ 8 | Notice of general meeting**

Notice of general meetings shall be made by written notification to all shareholders with known address.

Documents relating to matters to be dealt with by the company's general meeting, including documents which by law shall be included in or attached to the notice of the general meeting, do not need to be sent to the shareholders if such documents have been made available on the company's website. A shareholder may nevertheless request that documents relating to matters to be dealt with at the general meeting, are sent to him or her.

# GUIDELINES ON REMUNERATION FOR EXECUTIVE PERSONNEL

## ELLIPTIC LABORATORIES ASA

(adopted by the extraordinary general meeting on 18 January 2022)

### 1 INTRODUCTION

#### 1.1 General

In accordance with the Norwegian Public Limited Liability Companies Act Section 6-16a, the board of directors (the "**Board**") of Elliptic Laboratories ASA ("**Elliptic Labs**" or the "**Company**") has prepared these guidelines to provide the framework for the remuneration of the Company's executive personnel (the "**Guidelines**"). The term "executive personnel" includes members of the Company's executive management team (the "**Executive Management**") and other key employees, as well as any employees that are members of the Board.

The Guidelines were approved by the Company's extraordinary general meeting on 18 January 2022. In accordance with the Norwegian Public Limited Liability Companies Act Section 5-6 (3), the Guidelines shall be reviewed and approved by the Company's annual general meeting at least every fourth year and upon any material change, see section 3 below. The Guidelines and the result of the voting and date of the general meeting shall be published on the Company's website once they have been approved by the general meeting.

The Board shall prior to the annual general meeting each year prepare an annual report on remuneration to executive personnel for the preceding financial year in accordance with the Norwegian Public Limited Liability Companies Act Section 6-16 b. The report shall be subject to an advisory vote by the annual general meeting and shall be made available on the Company's website.

#### 1.2 Purpose and alignment with the Company's business strategy

Elliptic Labs operates in a highly competitive, international technological landscape. Hence, the Board deems it vital that the Company is able to attract, develop and retain motivated executive personnel with relevant competence, expertise, and advanced leadership skills. In respect of the Executive Management and other key employees, it is important that the Company offers terms that provide motivation and are in line with the market levels for the IT industry globally, well balanced and reasonably based on each executive's competence, responsibility, and performance. At the same time, it is fundamental for the Company that the Guidelines ensure financial sustainability and that the overall level of remuneration does not entail an unreasonable burden on the Company's liquidity and equity.

The Board seeks to entertain a performance-oriented culture, where the individual achievement is clearly aligned with the Company's overall strategy and long-term objectives, and executives are rewarded fairly for their contribution.

When preparing these Guidelines, considerations have also been given to the components and terms of remuneration of other employees of the Company, as well as the increase in remuneration over time, to assess whether these Guidelines are reasonable. The purpose of these Guidelines is to set a framework for remuneration to executive personnel in accordance with the Company's business strategy and long-term interests, including in relation to sustainability and profitability, and which contributes to aligning the interests of executive personnel with the interests of the Company's shareholders, and thereby increasing shareholder value.

#### 1.3 Process

The Board has established a remuneration committee to inter alia evaluate and recommend principles and strategy for the remuneration of the Executive Management, including to assist with the preparation of these Guidelines. The remuneration committee's duties and responsibilities are governed by separate instructions adopted by the Board.

The remuneration committee shall assess and make a recommendation to the Board on the total remuneration of the CEO, which is then approved by the Board. The same applies to any subsequent adjustments to the remuneration. The performance and remuneration of the CEO shall be evaluated annually.

The remuneration of other members of the Executive Management and other key employees, including any subsequent adjustments, is agreed between the respective executive and the CEO, in consultation with the chair of the Board, based on recommendations by the remuneration committee. The remuneration shall be presented to the Board on an annual basis.

The remuneration to any employees that are members of the Board, in their capacity as Board members, is recommended by the nomination committee and resolved by the Company's annual general meeting each year.

## **2 COMPONENTS IN REMUNERATION OF EXECUTIVE PERSONNEL**

### **2.1 Remuneration to any employees that are members of the Board**

The remuneration of any employees that are members of the Board, in their capacity as board members, shall be resolved by the Company's annual general meeting, based on a recommendation by the Company's nomination committee. The nomination committee's duties and responsibilities are governed by separate instructions adopted by the general meeting. Currently there are no employees that are members of the Board.

### **2.2 Remuneration to the members of the Executive Management and other key employees**

#### **2.2.1 General**

In line with other employees of Elliptic Labs, members of the Executive Management and other key employees are offered standard employment contracts with terms and conditions consistent with industry standard. The total remuneration for members of the Executive Management and other key employees consists of a base salary, standard employee pension and insurance coverage, benefits in kind, a variable salary element and participation in share option program. The mix between remuneration incentives is set to support optimal value creation for the Company's shareholders.

#### **2.2.2 Fixed annual base salary**

Providing a fair and competitive base salary as part of the total remuneration package is key for the continued company success and continuity in the Executive Management. The fixed annual base salary for members of the Executive Management and other key employees is determined based on the level of the position in the organization (defined through detailed job evaluations), local labour market conditions, individual conditions including performance, budget, and recommendations by the remuneration committee. The fixed compensation shall be reasonable, fair, market-aligned, and competitive.

The level of fixed annual base salary for the Executive Management is to be reviewed on a regular basis, normally once a year, using relevant benchmark data and internationally recognized job evaluation methodology.

#### **2.2.3 Variable remuneration**

The variable remuneration, cash bonus schemes and share related incentives are linked to value generation for shareholders over time. The variable remuneration is based on a combination of financial results and strategic targets and is determined both by the achievement of individual and companywide key performance indicators ("KPIs") and goals. All variable salary are subject to a cap.

##### **2.2.3.1 Bonus scheme**

The Company has established a bonus scheme for members of the Executive Management and certain other key employees of up to 100% of their respective base salary, to contribute to the Company reaching its long-term strategic goals. The scheme is reviewed at least annually.

It is instrumental that members of the Executive Management and other key employees, both individually and as a team, can influence their achievement of the KPIs and the goals set for each person under the bonus scheme. The financial targets are based on the Company's financial results, specifically gross profit, and adjusted EBITDA, while the strategic targets are based on the strategic priorities as determined by the Board in order to drive the long-term value creation of the Company and its shareholders. Example of such strategic priorities would be growth in recurring services, revenue vertical mix, geographical expansion etc.

The bonuses are awarded as a direct cash payment. Any pay-out under the bonus scheme is subject to the relevant members of the Executive Management and other key employees acting in compliance with the Company's internal policies, at all times.

- 30% shall be linked to financial performance of the Company
- 30% shall be linked to KPIs considered to contribute to long term growth
- 40% shall be linked to personal KPIs for the executive

All targets are approved by the Board at the start of the year. Target may change based on priorities set by the Board for each year. The maximum size of bonus to the CEO is determined by the Board. Any bonus to the members of the Executive Management and other key employees is determined by the CEO.

#### 2.2.3.2 *Long-term share option program*

In order to stimulate long-term profitability as well as being able to attract and retain competent executives and employees, the Company plans to implement a long-term share option program (the "**Share Option Program**") to include members of the Executive Management and non-executive employees in the Company and its subsidiaries. The Share Option Program is intended to replace the Company's former share option program established prior to the listing on Euronext Growth in 2020. As of the date of these Guidelines, a total of 327 749 options remain outstanding under the former share option program.

The details of the Share Option Program are not yet finalized and the Board will during the first half of 2022 work on establishing the framework for this program. Under the contemplated Share Option Program, it is expected that members of the Executive Management and other eligible employees will be granted options on an annual basis, with a possibility to the Board to grant options on an ad-hoc basis if required (e.g. in connection with recruitment of members to the Executive Management). Furthermore, it is expected that the Share Option Program will not exceed 2.5% of Company's outstanding shares annually.

#### 2.2.3.3 *Potential share purchase program*

In addition to the Share Option Program, the Board is considering to establish a share purchase program where members of the Executive Management and other employees have the opportunity to participate. The details of this program are not yet determined, and the Board will during the course of 2022 work on establishing the framework for this program. It is expected that shares under the share purchase program will be offered at a certain discount to market price.

#### 2.2.4 *Other benefits*

There are no special restrictions on the type of other benefits that can be agreed on, but costs related to such benefits shall not normally exceed 30% of the employee's base salary. Relevant benefits may be common market practice, i.e., telephone expenses, a laptop, free broadband connection, newspapers and car allowance if applicable.

#### 2.2.5 *Pensions*

The Company has established an occupational pension scheme with a defined contribution pension for members of the Executive Management and other employees in Norway, in accordance with the Mandatory Occupational Pension Act. Employees in Norway also have a contractual pension scheme (AFP). The group's employees in the United States are enrolled in the 401k. The provision for enhanced mandatory Safe Harbor Matching Contribution include 100% of the first 6% of Elective Contributions.

The remuneration committee shall yearly address that the Company practice is within market standards for pensions and insurance schemes.

The Company may establish early retirement agreements with members of the Executive Management.

#### 2.2.6 *Severance pay*

The CEO is entitled to severance pay in the amount of 3 months' base salary upon termination of her employment. Other arrangements for severance pay upon termination of employment by members of the Executive Management will, if any, be set in conjunction with confidentiality and non-compete clauses in each individual's employment

contract to ensure that only limitations in the individual's opportunity to obtain new employment are compensated. Severance pay agreements shall in principle include deductions for income received from other sources.

### **3 DEVIATIONS FROM THE GUIDELINES**

The Board may, at its sole discretion or based on a recommendation by the remuneration committee, temporarily resolve to deviate from the Guidelines on a case-by-case basis, in whole or in part, if a deviation is deemed necessary to serve the Company's long-term interests, including its sustainability, or to ensure the Company's financial viability. For instance, it may be used variable elements in the remuneration or awarded other special benefits than those mentioned above, if this is considered expedient for attracting and/or retaining an executive. No special limitations have been placed on the type of benefits that can be agreed, but costs related to such benefits shall not normally exceed 25% of the employee's base salary.

The reason for any deviation shall be clearly documented in the minutes from the relevant Board meeting. Deviations shall also be described in the remuneration report prepared in accordance with the Norwegian Public Limited Liability Companies Act Section 6-16 b each year.

Material changes to the Guidelines shall be presented and explained by the Board and approved by the Company's general meeting.

\* \* \*

"Firma-/Etternavn, Fornavn "  
 "c/o"  
 "Adresse1"  
 "Adresse2"  
 "Postnummer, Poststed"  
 "Land"

Ref.nr.: "Refnr"

Pinkode: "Pin"

**Innkalling til ekstraordinær generalforsamling**

Ekstraordinær generalforsamling i Elliptic Laboratories AS avholdes 18. januar 2022 kl. 10:00 som et virtuelt møte over video.

Aksjonæren er registrert med følgende antall aksjer ved innkalling: "Beholdning", og stemmer for det antall aksjer som er registrert per Record date (innført i eierregisteret): 17. januar 2022

**Frist for registrering av påmelding, forhåndsstemmer, fullmakter og instruksjer: 17. januar 2022 kl. 16:00****Forhåndsstemme**

Forhåndsstemme må gjøres elektronisk, via selskapets hjemmeside [www.ellipticlabs.com](http://www.ellipticlabs.com) (bruk referansenummer og pin kode på denne blanketten), eller via Investortjenester. I Investortjenester velg *Hendelser - Generalforsamling, klikk på ISIN*. For tilgang til Investortjenester kan man enten bruke <https://www.euronextvps.no/> eller gå via egen kontofører.

**Påmelding**

**Påmelding gjøres via selskapets hjemmeside [www.ellipticlabs.com](http://www.ellipticlabs.com) eller via Investortjenester.**

For påmelding via selskapets hjemmeside må overnevnte pinkode og referansenummer benyttes.

I Investortjenester velg *Hendelser - Generalforsamling, klikk på ISIN*.

Alternativt kan denne blanketten sendes til [genf@dnb.no](mailto:genf@dnb.no), eller per post til DNB Bank ASA, Verdipapirservice, Postboks 1600 Sentrum, 0021 Oslo.

Dersom aksjeeier er et foretak, oppgi navn på personen som vil møte for foretaket: \_\_\_\_\_  
 Undertegnede vil delta på ekstraordinær generalforsamling den 18. januar 2022.

**VIKTIG MELDING**

Aksjeeiere som ønsker å delta på generalforsamlingen over video bes, i tillegg til å melde seg på generalforsamlingen iht. instruksene som fremgår over, om å meddele dette per e-post til [Hanne.elieson@ellipticlabs.com](mailto:Hanne.elieson@ellipticlabs.com) innen mandag, 17. januar 2022 kl. 16:00, som deretter vil motta videoinnkalling. **NB!** Kopi av legitimasjon på vedkommende som ønsker å delta over video, samt firmaattest eller annen fullmakt som viser at vedkommende har rett til å møte og stemme på vegne av aksjeeieren, må vedlegges e-posten.

Sted	Dato	Aksjeeiers underskrift
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**Fullmakt uten stemmeinstruks** for ekstraordinær generalforsamling i Elliptic Laboratories AS.

Dersom du selv ikke møter på generalforsamlingen, kan du gi fullmakt til en annen person.

Ref.nr.: "Refnr"

Pinkode: "Pin"

**Fullmakt gis elektronisk via selskapets hjemmeside [www.ellipticlabs.com](http://www.ellipticlabs.com) eller via Investortjenester.**

For fullmakt via selskapets hjemmeside må referansenummer og pinkode på denne blanketten benyttes.

I Investortjenester velg *Hendelser - Generalforsamling, klikk på ISIN*. For tilgang til Investortjenester kan man enten bruke <https://www.euronextvps.no/> eller gå via egen kontofører.

Alternativt kan signert blankett sendes til [genf@dnb.no](mailto:genf@dnb.no), eller per post til DNB Bank ASA, Verdipapirservice, Postboks 1600 Sentrum, 0021 Oslo.

Dersom aksjeeier som vil gi fullmakt er et selskap, skal signatur være i henhold til firmaattest, og firmaattest vedlegges fullmakten. **Blanketten må være datert og signert.**

**Undertegnede: "Firma-/Etternavn, Fornavn "**

gir (om det ikke oppgis navn på fullmektigen, vil fullmakten anses gitt styrets leder, eller den han eller hun bemyndiger.)

Styrets leder (eller den han eller hun bemyndiger), eller

\_\_\_\_\_  
 (fullmektigens navn med blokkbokstaver)

fullmakt til å delta og avgi stemme på ekstraordinær generalforsamling 18. januar 2022 i Oslo som virtuelt møte for mine/våre aksjer.

Sted	Dato	Aksjeeiers underskrift (Undertegnes kun ved fullmakt)
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**Fullmakt med stemmeinstruks** for ekstraordinær generalforsamling i Elliptic Laboratories AS.

Dersom du ikke selv kan møte på generalforsamling, kan du benytte dette fullmaktsskjemaet for å gi stemmeinstruks til styrets leder eller den han bemyndiger. (Det er alternativt mulig å avgi forhåndsstemmer elektronisk, se eget punkt ovenfor.) Ved instruks til andre enn styrets leder, gir du en fullmakt uten stemmeinstruks, og avtaler direkte med din fullmektig hvordan det skal stemmes.

Fullmakter med stemmeinstruks til styrets leder kan ikke registreres elektronisk, og må sendes til [genf@dnb.no](mailto:genf@dnb.no) (skannet blankett), eller post til DNB Bank ASA, Verdipapirservice, Postboks 1600 Sentrum, 0021 Oslo. Blanketten må være mottatt senest **17. januar 2022 kl. 16:00**. Dersom aksjeeier som vil gi fullmakt med instruks er et selskap, skal signatur være i henhold til firmaattest og firmaattest vedlegges fullmakten.

**Blanketten må være datert og signert.**

**Undertegnede:** "Firma-/Etternavn, Fornavn "

**Ref.nr.:** "Refnr"

gir herved styrets leder (eller den han eller hun bemyndiger) fullmakt til å møte og avgi stemme på ekstraordinær generalforsamling 18. januar 2022 i Elliptic Laboratories AS for mine/våre aksjer.

Stemmegivningen skal skje i henhold til instruksjon nedenfor. Dersom det ikke krysses av i rubrikken, vil dette anses som en instruks om å stemme i tråd med styrets anbefalinger. Dersom det blir fremmet forslag i tillegg til, eller som erstatning for forslaget i innkallingen, avgjør fullmektigen stemmegivningen. Dersom det er tvil om forståelsen av instruksjonen, vil fullmektigen kunne avstå fra å stemme.

Agenda ekstraordinær generalforsamling januar 2022	For	Mot	Avstår
2. Valg av møteleder og en person til å medundertegne protokollen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Godkjenning av innkallingen og forslag til dagsorden	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Omdanning til allmennaksjeselskap (ASA)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Endring av vedtekter	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Valg av nytt medlem til styret	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Godkjenning av retningslinjer for fastsettelse av lønn og annen godtgjørelse til ledende personer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Sted	Dato	Aksjeeiers underskrift ( <b>undertegnes kun ved fullmakt med stemmeinstruks</b> )
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"Firma-/Etternavn, Fornavn "  
 "c/o"  
 "Adresse1"  
 "Adresse2"  
 "Postnummer, Poststed"  
 "Land"

Ref no: "Refnr"

PIN code: "Pin"

**Notice of Extraordinary General Meeting**

Meeting in Elliptic Laboratories AS will be held on 18 January 2022 at 10:00 CET as a virtual meeting.

The shareholder is registered with the following amount of shares at summons: "Beholdning" and vote for the number of shares registered per Record Date: 17 January 2022

**Deadline for registration of attendance, advance votes, proxy or instructions: 17 January 2022 at 16:00 CET**

**Advance votes**

Advance votes may only be executed electronically, through the Company's website [www.ellipticlabs.com](http://www.ellipticlabs.com) (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.ellipticlabs.com](http://www.ellipticlabs.com) 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.

If the shareholder is a Company, please state the name of the individual who will be representing the Company: \_\_\_\_\_  
 The Undersigned will attend the Extraordinary General Meeting on 18 January 2022.

**IMPORTANT NOTICE**

Shareholders who wish to attend the General Meeting via video are asked, in addition to register its attendance at the General Meeting in accordance with the instructions set out above, to send an email to [Hanne.elieson@ellipticlabs.com](mailto:Hanne.elieson@ellipticlabs.com) by Monday, 17 January 2022 at 16:00 CET, who will then receive an invitation. **NB!** Copy of proof of identification of the person who wishes to participate via video, as well as a certificate of incorporation (Nw: *firmaattest*) or other evidence of authorisation showing that the person has the right to attend and vote on behalf of the shareholder, must be attached to the email.

Place	Date	Shareholder's signature

**Proxy without voting instructions** for Extraordinary General Meeting of Elliptic Laboratories AS.

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

Ref no: "Refnr"

PIN code: "Pin"

**Proxy should be registered through the Company's website [www.ellipticlabs.com](http://www.ellipticlabs.com) 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, which also must be attached to the Proxy. **The Proxy must be dated and signed to be valid.**

**The undersigned "Firma-/Etternavn, Fornavn "**

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 authorised 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 Elliptic Laboratories AS on 18 January 2022.

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

**Proxy with voting instructions** for Extraordinary General Meeting of Elliptic Laboratories AS.

You must use this proxy form to give voting instructions to Chair of the Board of Directors or the person authorised 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 **17 January 2022 at 16:00 CET**. If the shareholder is a Company, the signature must be according to the Company's Certificate of Registration, which also must be attached to the proxy.

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

The undersigned: **"Firma-/Etternavn, Fornavn "**

**Ref no: "Refnr"**

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 Elliptic Laboratories AS on 18 January 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 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 January 2022	For	Against	Abstention
2. Election of a chair of the meeting and one person to co-sign the minutes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Approval of the notice and the proposed agenda	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Conversion to public limited liability company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Amendments to the Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Election of new board member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Approval of guidelines regarding determination of salaries and other remuneration to senior personnel	<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)