



## To the shareholders of Omda AS

### NOTICE TO THE ANNUAL GENERAL MEETING 2024

**25<sup>th</sup> of APRIL 2024 at 1 PM (local time Norway)**

Omda AS ("**Omda**" or the "**Company**") annual general meeting will be held at the Company's offices in Drammensveien 288 in Oslo.

Omda AS strongly encourage our shareholders to use the opportunity to submit a power of attorney, as described in the notice.

Only those who are shareholders on the record date have the right to participate and vote at the general meeting. The record date is 18<sup>th</sup> of April 2024.

All shareholders must give the company a notice of attendance if they plan to attend the general meeting. Please send a notification to [nis@nordea.com](mailto:nis@nordea.com) by 23<sup>rd</sup> of April if you plan to meet on site in Drammensveien 288.

#### The following matters are on the agenda:

- 1. OPENING OF THE ANNUAL GENERAL MEETING BY THE CHAIR AND REGISTRATION OF ATTENDING SHAREHOLDERS**
- 2. ELECTION OF PERSON TO CHAIR THE MEETING AND PERSON TO SIGN THE MINUTES**
- 3. APPROVAL OF NOTICE AND THE AGENDA**
- 4. APPROVAL AND ADOPTION OF THE ANNUAL ACCOUNTS AND DIRECTORS' REPORT INCLUDING THE BOARD OF DIRECTORS' PROPOSAL FOR DISTRIBUTION OF DIVIDEND**

The board of directors proposes that the general meeting approves and adopts the annual accounts and directors' report for the financial year 2023. The annual accounts, the director's report and the auditor's report are available at <https://omda.com/omda-investors/> The board of directors proposes that the Company's profit for the financial year 2023 in the amount of KNOK 104 350 shall be transferred to other equity and that there shall be distributed KNOK 10 000 in dividend based on the Company's annual accounts for 2023.



Proposed resolution:

“The general meeting resolved to approve and adopt the annual accounts, directors’ report and the auditor’s report for the financial year 2023. The general meeting resolved that the Company’s profit for the financial year 2023 in the amount of KNOK 104 350 shall be transferred to other equity and that the Company shall distribute a dividend of NOK 0.47693 per share, totalling KNOK 10 000 based on the Company’s annual accounts for 2023. The dividend will be paid to the shareholders in the Company on 26<sup>th</sup> of April 2024.”

## **5. APPROVAL OF REMUNERATION TO THE BOARD OF DIRECTORS**

The nomination and remuneration committee proposes that the remuneration to the board members will remain unchanged, i.e. that the remuneration shall be the same as resolved by the ordinary general meeting on 27<sup>th</sup> of April 2023.

Proposed resolution:

“The general meeting resolved to remunerate the members of the board of directors with effect from the date of the annual general meeting as follows:

- Chair: NOK 400,000 per year
- Board members: NOK 250,000 per year
- Deputy board members: NOK 5,000 per attended board meeting”

## **6. APPROVAL OF REMUNERATION TO THE NOMINATION AND REMUNERATION COMMITTEE**

The nomination and remuneration committee proposes that the remuneration to the members of the nomination and remuneration committee remain unchanged, i.e. that the remuneration shall be the same as resolved by the ordinary general meeting on 27<sup>th</sup> of April 2023.

Proposed resolution:

“The general meeting resolved to remunerate the members of the nomination and remuneration committee with effect from the date of the annual general meeting as follows:

- Chair: NOK 40,000 per year
- Members: NOK 30,000 per year”



## 7. APPROVAL OF REMUNERATION TO THE COMPANY'S AUDITOR

### Proposed resolution:

"The general meeting resolved to approve the auditor's remuneration for audit of Omda AS as invoiced."

## 8. ELECTION OF MEMBERS TO THE BOARD OF DIRECTORS

The nomination and remuneration committee proposes that Åse Aulie Michelet is re-elected as chair of the board of directors and that Marianne Elisabeth Johnsen is elected as vice-chair. Further Gunnar Bjørkavåg, Daniel Forslund and Hans Erik Robbestad are re-elected as board members. Mats Ivar Larson will be resigning as board member.

### Proposed resolution:

"The general meeting resolved that the Company's board of directors shall consist of the following persons:

- Åse Aulie Michelet (chair)
- Marianne Elisabeth Johnsen (vice-chair)
- Hans Erik Robbestad (board member)
- Daniel Forslund (board member)
- Gunnar Bjørkavåg (board member)

The members of the board of directors are elected until the next annual general meeting of the Company. In addition to the board members elected by the general meeting, Kjellrun Borgmo (employee representative) and Arild Hollås (deputy employee representative) shall remain as board members until the next election of employee representatives."

## 9. ELECTION OF MEMBERS TO THE NOMINATION AND REMUNERATION COMMITTEE

The nomination and remuneration committee proposes that Knut Ivar Rødningen is re-elected as chair of the nomination and remuneration committee and that Ronny Hermansen is re-elected as member. Camilla Huse Bondesson is elected as new member and Tina Stiegler will be resigning as member.

### Proposed resolution:

"The Company's nomination and remuneration committee shall consist of the following persons:

- Knut Ivar Rødningen (chair)

- Ronny Hermansen (member)
- Camilla Huse Bondesson (member)"

#### 10. **POWER OF ATTORNEY TO THE BOARD OF DIRECTORS TO ACQUIRE THE COMPANY'S OWN SHARES**

As part of the Company's strategy to grow by acquiring companies and business, the board of directors has identified a need for the Company to settle such acquisitions by way of transferring shares in the Company. In order for the Company to acquire own shares, the board of directors proposes that the general meeting grants the board of directors a power of attorney to carry out such acquisitions in accordance with the private limited liability companies act section 9-4.

##### Proposed resolution:

The general meeting grants the board of directors a power of attorney to acquire the Company's own shares as follows:

- a) The Company may acquire own shares. The board of directors is hereby authorized to make such acquisition on behalf of the Company and may further dispose of such shares. The authorization may be used as a financial instrument, by the board of directors being able to make use of liquidity to acquire shares in the Company. Further, the power of attorney may be used in connection with acquisitions or other transactions where the Company is to render consideration as shares.
- b) The total maximum nominal value of the new shares which the Company may acquire in total may not exceed NOK 29 981 132. The board of directors may use the authorization on several occasions within the scope of the total nominal value as mentioned. New own shares may be acquired as replacement for own shares which are disposed.
- c) The minimum and the maximum amount which may be paid for each share is NOK 20 and NOK 130 respectively. The board of directors determines the consideration when disposing of the Company's own shares.
- d) The board of directors decides, in its own discretion, in which ways the Company's own shares shall be acquired or disposed of.
- e) The power of attorney to acquire own shares is valid until 25<sup>th</sup> of April 2026.
- f) The power of attorney shall be notified to the Norwegian Register of Business Enterprises and must be registered before the shares can be acquired pursuant to the power of attorney, cf. section 9-4 (4) of the Norwegian Private Limited Liability Companies Act."



\* \* \*

We encourage all shareholders to use the proxy form with advance vote notice set out in Appendix 3 to vote for the resolutions described above.

**On behalf of the Board of Directors of Omda AS:**

Oslo, 11<sup>th</sup> of April 2024

A handwritten signature in blue ink, reading "Åse Aulie Michelet". The signature is written in a cursive style with a blue underline.

Åse Aulie Michelet

Chair of the board of directors of Omda AS

Overview of appendices to the notice which are or will be available at:

<https://omda.com/omda-investors/>

- Appendix 1: Annual report 2023, including annual accounts, the board of directors' report and the auditor's report
- Appendix 2: Proxy form without advance vote
- Appendix 3: Proxy form with advance vote notice



## Appendix 2 - Proxy form without advance vote

As owner of \_\_\_\_\_ shares in Omda AS, I hereby confirm to have granted:

- Åse Aulie Michelet, Chair of the Board of Directors
- \_\_\_\_\_ (name of the other proxy holder)

the power to attend the ordinary General Meeting of Omda AS held on 25<sup>th</sup> of April 2024 on my/our behalf in connection with the approval of the annual accounts for 2023 etc., and thereat to vote on my/our behalf for all of my/our shares on all matters which were lawfully dealt with at the ordinary general meeting.

\_\_\_\_\_

Date

\_\_\_\_\_

Place

\_\_\_\_\_

Signature

The name and address of the principal (in block letters please):

The proxy must be received no later than 23<sup>rd</sup> of April 2024 4 PM (local time Norway) to:

Nordea Issuer Services  
Online registration via email: [nis@nordea.com](mailto:nis@nordea.com)

Alternatively, the proxy form may be sent to  
Issuer Services Nordea, Postboks 1166 Sentrum, 0107 Oslo



## Appendix 3 - Proxy form with advance vote notice

If you cannot attend the general meeting, or intend to participate but would like to register your vote in advance, you can cast your vote by using this form. Please send the completed proxy form to the Company's registrar: Nordea Bank Abp, filial i Norge, Securities Services - Issuer Services, Postboks 1166 Sentrum, N-0107 Oslo, Norway **E-mail: nis@nordea.com** The completed form must be received by Nordea no later than 23<sup>rd</sup> of April 2024 4 PM (local time Norway).

Agenda	For	Against	Abstain
1. Opening of the annual general meeting by the chair and registration of attending shareholders (NO VOTING)			
2. Election of person to chair the meeting and person to sign the minutes			
3. Approval of notice and the agenda			
4. Approval and adoption of the annual accounts and directors' report including the Board of Directors' proposal for distribution of dividend			
5. Approval of remuneration to the board of directors			
6. Approval of remuneration to the nomination and remuneration committee			
7. Approval of remuneration to the Company's auditor			
8. Election of members to the board of directors			
9. Election of members to the nomination and remuneration committee			
10. Approval of power of attorney to the board of directors to acquire the Company`s own shares			

\_\_\_\_\_  
Place / Date

\_\_\_\_\_  
Shareholder's signature

If the shareholder is a Company, please attach the shareholder's certificate of registration to the proxy.