

Til aksjonærene i Cambi ASA

**Innkalling til ordinær
generalforsamling i Cambi ASA**
(reg.no. 976 929 284)

Styret innkaller herved til ordinær generalforsamling i Cambi ASA ("Selskapet"), som vil holdes kl. 10:00 den 11. mai 2022 i Selskapets lokaler.

Selskapet vil søke å legge til rette for at møtet kan følges via webcast eller videokonferanse. Nærmere detaljer om dette vil bli gjort tilgjengelig på selskapets hjemmeside www.cambi.com før møtet.

Agendaen er som følger:

- 1. Åpning av generalforsamlingen ved styreleder (Gro Brækken) og registrering av fremmøtte aksjonærer**
- 2. Oppnevning av en person til å medsignere protokollen sammen med styrets leder**
- 3. Informasjon om selskapets virksomhet**
- 4. Godkjenning av innkalling og agenda**
- 5. Godkjenning årsregnskap og styrets årsberetning for 2021**

Selskapets årsregnskap og styrets årsberetning for regnskapsåret 2021 samt revisors årsberetning er lagt ut på Selskapets internettsider (se nedenfor).

Styret foreslår at utbytte ikke utbetales for regnskapsåret 2021.

To the shareholders of Cambi ASA

**Notice of an Annual General
Meeting of Cambi ASA**
(reg.no. 976 929 284)

The Board of Directors hereby calls for an annual general meeting of Cambi ASA (the "Company"), which will be held at 10:00 CET on 11 May 2022 at the Company's offices.

The Company will seek to make the proceedings available via webcast or conference call. Further details in this respect will be made available on the Company's website www.cambi.com before the meeting.

The agenda is as follows:

- 1. Opening of General Meeting by the Chair of the Board (Gro Brækken) and registration of participating shareholders**
- 2. Appointment of a person to co-sign the minutes of meeting together with the Chair**
- 3. Information about the Company's business**
- 4. Approval of summons and agenda**
- 5. Approval of the annual accounts and Directors' report for 2021**

The Company's annual accounts and the Directors' report for the financial year 2021, as well as the auditor's report, are available on the Company's web pages.

The Board proposes that no dividend is paid for the financial year 2021.

Headquarters

Skysstasjon 11A, Asker, Norway

Mail address

PO Box 78, 1371 Asker, Norway

Telephone

+47 66 77 98 00

6. Valg av styremedlemmer

Styret foreslår at generalforsamlingen fatter følgende vedtak:

Per Audun Lillebø er valgt som styreleder for en periode på 2 år, og Vibecke Hverven og Andreas Mørk er valgt som nye styremedlemmer for en periode på to år.

Etter vedtaket, består styret valgt av aksjonærene av personene listet nedenfor:

- *Per Audun Lillebø (styreleder)*
- *Gro Merete Brækken*
- *Anselmo Teixeira*
- *Glen Thomas Daigger*
- *Andreas Mørk*
- *Birgitte Judith Sandvold*
- *Vibecke Hverven*

7. Godkjenning av godtgjørelse til styrets medlemmer

Godtgjørelsen til styrets medlemmer for perioden januar til desember 2021 foreslås satt til kr. 500.000 for styrets leder og kr. 774.784 til resten av styret samlet.

Godtgjørelsen til styrets medlemmer for perioden fra januar 2022 til ordinær generalforsamling 2022 foreslås satt til kr. 250.000 for styrets leder og kr. 360.000 til resten av styret samlet.

Styret foreslår at godtgjørelsen til styrets medlemmer for perioden fra ordinær generalforsamling 2022 til ordinær generalforsamling 2023 settes til kr 500.000 for styrets leder, kr 250.000 til hvert ordinære styremedlem og totalt kr 200.000 til medlemmer av kompensasjonsutvalget.

6. Election of members to the Board of Directors

The Board of Directors proposes that the general meeting passes the following resolution:

Per Audun Lillebø is elected as the new Chair of the Board for a period of two years, and Vibecke Hverven and Andreas Mørk are elected as new directors of the Board for a period of two years.

After the resolution, the persons listed below shall hereby constitute the Company's Board of Directors elected by the shareholders:

- *Per Audun Lillebø (Chair)*
- *Gro Merete Brækken*
- *Anselmo Teixeira*
- *Glen Thomas Daigger*
- *Andreas Mørk*
- *Birgitte Judith Sandvold*
- *Vibecke Hverven*

7. Approval of remuneration to the members of the Board of Directors

The remuneration of the Board of Directors for the period January to December 2021 is proposed to be set at NOK 500,000 for the Chair of the Board, and NOK 774,784 for the remaining members of the Board of Directors collectively.

The remuneration of the Board of Directors for the period from January 2022 to the annual general meeting in 2022 is proposed to be set at NOK 250,000 for the Chair of the Board, and NOK 360,000 for the remaining members of the Board of Directors collectively.

The Board of Directors proposes that the remuneration for the period from the annual general meeting in 2022 to the annual general meeting in 2023 be set at NOK 500,000 for the Chairman of the Board, NOK 250,000 for each ordinary Board member and a total of NOK 200,000 for members of the remuneration committee.

8. Godkjenning av godtgjørelse til revisor

Styret foreslår at revisor skal godtgjøres for 2021 etter faktura.

9. Fullmakt til kapitalforhøyelse ved utstedelse av aksjer

For å (A) gi styret finansiell fleksibilitet i forbindelse med potensielle oppkjøp eller investeringer, for organisk vekst i selskapet eller for å styrke selskapets balanse og/eller (B) sette styret i stand til å implementere og iverksette aksjebaserte insentivprogrammer, foreslår styret at generalforsamlingen gir styret fullmakt til å forhøye selskapets aksjekapital gjennom utstedelse av aksjer.

For å utøve fullmaktene best mulig kommersielt vil det i noen situasjoner være nødvendig å gjennomføre en rettet emisjon av aksjer mot visse navngitte personer eller selskaper. Styret anmoder derfor om at fullmaktene også omfatter retten til å fravike aksjonærenes fortrinnsrett. Styret vurderer at det vil være i Selskapets og aksjonærenes beste interesse at styret gis den nødvendige fleksibilitet til å forhøye aksjekapitalen i tråd med ovennevnte formål.

Basert på ovennevnte foreslår styret at generalforsamlingen fatter følgende vedtak:

- 1. I samsvar med allmennaksjeloven § 10-14 gis styret fullmakt til å øke Selskapets aksjekapital med inntil kr. 320.147,40, begrenset til 10% av Selskapets aksjekapital, gjennom en eller flere utstedelser av inntil 16.007.370 aksjer. Tegningskurs og andre tegningsvilkår vil fastsettes av styret.*

8. Approval of remuneration to the auditor

The Board proposes that the auditor is remunerated for 2021 based on invoices.

9. Authorisation to the Board to increase the share capital through the issuance of shares

To (A) provide the Board with financial flexibility in connection with potential acquisitions or investments, for organic growth of the Company or to strengthen the Company's balance sheet and/or (B) enable the Board to implement and effectuate share-based incentive programs, the Board proposes that the General Meeting grants the Board an authorisation to increase the Company's share capital through the issuance of shares.

To exercise these authorisations in the best possible manner commercially, it may be relevant in certain situations to make a private placement of shares to certain named persons and/or entities. The Board, therefore, requests that the authorisations also encompass the right to waive the shareholders' pre-emptive rights. The Board considers it to be in the best interest of the Company and its shareholders that the Board is given the necessary flexibility to increase the share capital for the purpose set out above.

Based on the above, the Board has proposed that the general meeting resolves the following resolution:

- 1. In accordance with section 10-14 of the Norwegian Public Limited Liability Companies Act, the Board is granted the authorisation to increase the Company's share capital by up to NOK 320,147.40, limited to 10% of the Company's share capital, through one or more issuances of up to 16,007,370 new shares or bonus issues. The subscription price and other subscription terms will be determined by the Board.*

2. *Kapitalforhøyelsen kan betales kontant, ved motregning eller innskudd i annet enn penger. Fullmakten inkluderer retten til å pådra særskilte rettigheter på vegne av Selskapet jf. allmennaksjeloven § 10-2.*
 3. *Aksjonærenes fortrinnsrett etter allmennaksjeloven etter § 10-4 til å tegne nye aksjer kan fravikes av styret, jf. § 10-5.*
 4. *Fullmakten er gyldig frem til det tidligste av den ordinære generalforsamlingen i 2023 og 30. juni 2023.*
2. *The capital increase may be paid in cash, by set-off or by other contributions in kind. The authorisation includes the right to incur special obligations on behalf of the Company, cf. Section 10-2 of the Norwegian Public Limited Liability Companies Act.*
 3. *The shareholders' pre-emptive rights pursuant to sections 10-4 of the Norwegian Public Limited Liability Companies Act to subscribe for any new shares may be deviated from by the Board, cf. section 10-5 of the Norwegian Public Limited Liability Companies Act.*
 4. *The authorisation is valid until the earlier of the annual general meeting in 2023 and 30 June 2023.*

Utover det som fremkommer ovenfor, har styret opplyst å ikke være kjent med at det har intruffet hendelser etter siste balansedag av vesentlig betydning for Selskapet eller andre forhold som må tillegges vekt ved beslutningen om å gi styrefullmakt.

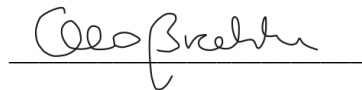
Kopi av seneste årsregnskap, årsberetning og revisors beretning er tilgjengelig på Selskapets kontor.

Apart from any above-mentioned matters, the Board has informed that it is not aware of other matters of material importance to the Company since the last balance sheet date or other circumstances that must be considered upon deciding on the authorisation.

Copies of the latest annual account, annual report and auditor's report for the Company are available at the Company's offices.

Asker, 22 April 2022

On behalf of the Board of Directors of Cambi ASA



Gro Brækken
Chair of the Board

Headquarters

Skysstasjon 11A, Asker, Norway

Mail address

PO Box 78, 1371 Asker, Norway

Telephone

+47 66 77 98 00

«Firma_Etternavn_Fornavn»
«CO»
«Adresse1»
«Adresse2»
«Postnummer_Poststed»
«Land»

Notice of Annual General Meeting

Meeting in Cambi ASA will be held on 11 May 2022 at 10:00 AM CET at the Company's offices.

IMPORTANT MESSAGE

The shareholders are encouraged to participate by means of advance votes or by granting a proxy for simpler administration. In-person voting during the annual general meeting is also possible. The Company will seek to let its shareholders listen to the general meeting via Zoom but voting online will not be possible.

We encourage shareholders to register their attendance and deliver their advance vote, proxy, or instructions within **10 May 2022 at 16:00 CET**.

Advance votes

Advance votes may be executed using the form under voting instructions and email to office@cambi.com or by regular mail to Cambi ASA, PO Box 78, 1371 Asker, Norway.

Notice of attendance

The general meeting will be held simultaneously in person at the Company's offices and online. Shareholders who wish to attend in person are kindly asked to notify this by email to office@cambi.com or by mail to Cambi ASA, PO Box 78, 1371 Asker, Norway, delivered within 10 May 2022 at 16:00 CET. Shareholders who wish to listen to the general meeting via Zoom are kindly asked to register in advance at <https://tinyurl.com/cambiagm22>.

If the shareholder is a Company, please state the name of the individual who will be representing the Company:

The undersigned will attend the Annual General Meeting on 11 May 2022

Place

Date

Signature

Headquarters

Skysstasjon 11A, Asker, Norway

Mail address

PO Box 78, 1371 Asker, Norway

Telephone

+47 66 77 98 00

Proxy for the Annual General Meeting of Cambi ASA

You may grant proxy to another individual.

Proxy should be registered by email

For granting proxy, please send it by email to office@cambi.com or by regular mail to Cambi ASA, PO Box 78, 1371 Asker, Norway. If the shareholder is a Company, the Company's Certificate of Registration must be attached to the proxy.

The undersigned

(«Firma_Etternavn_Fornavn»)

hereby grants

The Chair of the Board of Directors (or a person authorised by her), or

(Name and email address of the proxy holder in capital letters)

proxy to attend and vote for my/our shares at the Annual General Meeting of Cambi ASA on 11 May 2022.

Place

Date

Shareholder's signature
(only for granting proxy)

If you submit this form and do not state the name of the proxy holder, the proxy will be given to the Chair of the Board of Directors.

Headquarters

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Voting instructions for the Annual General Meeting of Cambi ASA

You may use this form to give your vote or voting instructions to the Chair of the Board of Directors or the person authorised by her. Alternatively, you may vote in advance. See the separate section above. Instruction to other than the Chair of the Board should be agreed upon directly with the proxy holder.

Voting instructions can only be registered by Cambi ASA and must be sent to office@cambi.com (scanned form) or by regular mail to Cambi ASA, PO Box 78, 1371 Asker, Norway. Please deliver your forms to Cambi ASA within 10 May 2022 at 16:00 CET.

Proxies and/or voting instructions must be dated and signed to be valid.

The votes shall be exercised in accordance with the instructions below. If the sections for voting are left blank, this will be counted as an instruction to vote in accordance with Board 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 Annual General Meeting 2022	For	Against	Abstention
#1 – Opening of General Meeting by the Chair of the Board of Directors (Gro Brækken) and registration of participating shareholders (no vote)			
#2 – Appointment of a person to co-sign the minutes of the meeting together with the Chair (no vote)			
#3 – Information about the Company’s business (no vote)			
#4 – Approval of summons and agenda	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
#5 – Approval of the annual accounts and the directors’ report for 2021	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
#6 – Election of members to the Board of Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
#7 – Approval of remuneration to the members of the Board of Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
#8 – Approval of remuneration to the auditor for 2021	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
#9 – Authorisation to the Board to increase the share capital through the issuance of shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If no proxy is given, you vote for yourselves.

Place	Date	Signature

Headquarters

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