

## **NOTICE OF ANNUAL GENERAL MEETING OF SCATEC ASA**

The Board of Directors (the "**Board**") of Scatec ASA (the "**Company**") hereby convenes an annual general meeting (the "**General Meeting**") on 24 April 2025 at 10:00 (CEST). The General Meeting will be held as a digital meeting, and there will be no physical attendance for shareholders.

The General Meeting will be held through Lumi AGM ("**Lumi**"). For virtual participation, please use the following link: <https://dnb.lumiagm.com/143751374>. The meeting will be conducted in the English language, unless any shareholder opposes.

Reference number and PIN codes are available at VPS Investor Services (<https://www.vps.no/pub>), and on the attached proxy-form. All shareholders will be able to participate in the meeting, vote and ask questions in writing from smart phones, tablets, lap-tops or stationary computers. For further information regarding the virtual participation, please see the end of this document and the guidelines posted on the Company's website, [www.scatec.com](http://www.scatec.com).

Shareholders may also vote in advance or give a proxy to vote for one's shares within Tuesday 22 April 2025. Please see attached proxy form for further instructions.

### **The following items are on the agenda:**

1. Opening of the meeting by the chairperson of the Board, and recording of the shareholders present
2. Election of a person to chair the meeting and a representative to co-sign the minutes
3. Approval of the notice and the agenda
4. General business update
5. Approval of the annual accounts and annual report for the financial year 2024
6. Consideration of the Board's report on corporate governance
7. Approval of the guidelines for remuneration of the Executive Management
8. Consideration of the Board's report on remuneration to the Executive Management
9. Election of Board members
10. Approval of remuneration to the Board and the Committees
11. Election of members to the Nomination Committee
12. Approval of remuneration to the members of the Nomination Committee
13. Approval of remuneration to the Company's auditor
14. Authorisation to the Board to purchase own shares to be used in connection with acquisitions, mergers, de- mergers or other transactions
15. Authorisation to the Board to purchase own shares to be used in connection with the Company's share and incentive schemes for employees
16. Authorisation to the Board to purchase own shares for the purpose of investment or for subsequent sale or deletion of such shares
17. Authorisation to the Board to increase the share capital of the Company for strengthening of the Company's equity and issue of consideration shares in connection with acquisitions of businesses within the Company's purpose
18. Authorisation to the Board to increase the share capital of the Company in connection with the Company's share and incentive schemes for employees

### **Shares and voting rights**

The Company has issued 158,917,275 shares, each with a nominal value of NOK 0.025. The shares carry one vote and rank equally in other respects. As at the date of this notice, the Company does not own any of its own shares.

Only those who are shareholders in the Company five business days prior to the General Meeting, i.e. on 14 April 2025 (the "**Record Date**"), are entitled to attend and vote at the General Meeting, cf. Section 5-2 of the Norwegian Public Limited Companies Act. A shareholder who wish to attend and vote at the general meeting must be registered in the shareholder register (VPS) at the Record Date or have reported and documented an acquisition as per the Record Date. Shares that are acquired after the Record Date do not entitle the holder to attend and vote at the General Meeting.

If shares are held through a nominee in the VPS register, cf. the Norwegian Public Limited Liability Companies Act Section 4-10, and the beneficial owner wishes to attend the General Meeting, the beneficial owner must ask the nominee to notify the Company of this within

two business days prior to the date of the General Meeting. Thereafter, the shareholder must ask for their username and password for Lumi login by sending an email to [genf@dnb.no](mailto:genf@dnb.no). Shareholders who have acquired shares after this notice was sent can also obtain username and password from [genf@dnb.no](mailto:genf@dnb.no).

Decisions on voting rights for shareholders and representatives are made by the person opening the meeting, whose decision may be reversed by the General Meeting by majority vote.

Shareholders are entitled to present alternatives to the Board's proposals under the various items on the agenda of the General Meeting, provided that the alternative proposals are within the scope of the matter under consideration.

### **Attendance and registration**

The online participation is being organised by DNB Bank ASA, Registrar's Department and its supplier Lumi. By attending the online General Meeting, shareholders will be able to listen to a live audiocast of the meeting, see the presentation, submit written questions relating to the items on the agenda and cast their votes in the real time. All shareholders who intend to attend the online General Meeting must register their attendance no later than 22 April 2025. Shareholders can register attendance online through the Company's website [www.scatec.com](http://www.scatec.com) or the VPS Investor Services. Attendance can also be registered by completing and submitting the registration form or proxy form attached to this notice as [Appendix 1](#) in accordance with the instructions set out therein.

Shareholders must be logged in before the meeting starts. If you are not logged in before the general meeting starts, you will not be able to participate. Log in starts one hour prior to the General Meeting. See separate guide on how shareholders can participate electronically attached hereto in [Appendix 1](#) to this notice and also included on the Company's website, [www.scatec.com](http://www.scatec.com). In order to attend the virtual General Meeting, shareholders need to access the Lumi solution through one of the following links: <https://dnb.lumiagm.com/143751374> or <https://dnb.lumiagm.com/> and then insert the "Meeting ID" 143-751-374 and click "JOIN". Shareholders must identify themselves using the reference number and PIN code from VPS, see further information in the separate guide for electronic participation.

### **Representation by proxy and advanced voting**

Shareholders who are unable to attend the General Meeting may authorise the chairperson (or whomever the chairperson designates) or another person to vote for its shares at the General Meeting. Proxies may be submitted electronically through VPS investor service or by completing and submitting the registration or proxy form attached to this notice as [Appendix 1](#). If not submitted electronically, the proxy must be in writing, dated, signed and submitted no later than at the General Meeting. If the shareholder has not previously registered its attendance, the proxy form must be received by the Company no later than on Tuesday 22 April 2025.

Shareholders who wish to cast their votes in advance can do so electronically through VPS investor services no later than Tuesday 22 April 2025.

### **Documents**

Information about the General Meeting and relating to the items on the agenda will be available the Company's website, [www.scatec.com](http://www.scatec.com). The following documents can be found on the website:

- this notice and the enclosed form for registration of attendance and proxy
- the Board's proposed resolutions for the items listed on the agenda
- the annual accounts and annual report for the financial year 2024 (Item 5)
- the Sustainability Statements 2024 (Item 5)
- the statement on equality and non-discrimination (Item 5)
- the Board's Corporate Governance Report for 2024 (Item 6)
- the guidelines for remuneration of Executive Management (Item 7)
- the report on remuneration to the Executive Management (Item 8)
- the recommendation from the Nomination Committee (Items 9 - 12)

Shareholders may request a copy of the documents in relation to the items on the agenda to be sent by post, free of charge. Shareholders who wish to receive a copy of the documents may submit a request by sending their full name and address to: [genf@dnb.no](mailto:genf@dnb.no).

A shareholder may demand that Board members and the Chief Executive Officer provide available information at the General Meeting about matters which may affect the assessment of items which have been presented to the shareholders for decision. The same applies to information regarding the Company's financial position and other business to be transacted at the General Meeting, unless the information demanded cannot be disclosed without causing disproportionate harm to the Company. Shareholders are entitled to bring advisors and may grant the right of speech to one advisor.

\* \* \*

Oslo, 3 April 2025

On behalf of the Board of directors of Scatec ASA

Jørgen Kildahl  
Chairperson

## Notice of Annual General Meeting

The General Meeting of Scatec ASA will be held electronically on 24 April 2025 at 10:00 hours (CEST).

The shareholder is entitled to vote for the number of shares owned per the Record Date: 14 April 2025.

### **IMPORTANT MESSAGE:**

The Annual General Meeting will be held as a digital meeting only, with no physical attendance for shareholders.

Please log in at <https://dnb.lumiagm.com/143751374>

You must identify yourself using the reference number and PIN code from VPS that you will find in investor services (Corporate Actions – General Meeting – ISIN) or sent you by post on this form (for non-electronic actors) Shareholders can also get their reference number and PIN code by contacting DNB Bank Registrars Department by phone +47 23 26 80 20 (8:00 a.m. to 3:30 p.m. ) or by e-mail [genf@dnb.no](mailto:genf@dnb.no).

On the Company's web page <https://www.scatec.com/investor/events-presentations/> you will find an online guide describing more in detail how you as a shareholder can participate in the Virtual meeting.

### **Deadline for registration of advance votes, proxies and instructions: 22 April 2025.**

#### **Advance votes**

Advance votes may only be executed electronically, through the Company's website (use ref and pin code above) or through VPS Investor Services (where you are identified and do not need Ref.nr. and PIN Code). *Chose Corporate Actions - General Meeting, click on ISIN.* Investor Services can be accessed either through <https://www.vps.no/pub> or your account operator.

#### **Notice of attendance**

Shareholders are only allowed to participate online and no pre-registration is required. Shareholders must be logged in before the meeting starts. **If you are not logged in before the general meeting starts, you will not be able to attend.** Log in starts an hour before.

Shareholders who do not wish to participate online or to vote in advance can give proxy to another person.

### **Proxy without voting instructions** for the Annual General Meeting of Scatec ASA:

**Ref no:** \_\_\_\_\_ **PIN code:** \_\_\_\_\_

Proxy should be registered through the Company's website [www.scatec.com](http://www.scatec.com) or through VPS Investor Services.

For granting proxy through the Company's website, the above-mentioned reference number and PIN code must be stated. In VPS Investor Services chose *Corporate Actions - General Meeting – ISIN*. Investor Services can be accessed either through <https://www.vps.no/pub> or your account operator.

Alternatively you may send this form 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. **The proxy must be received no later than 22 April 2025.** The form must be dated and signed in order to be valid.

If you do not state the name of the proxy holder, the proxy will be given to the Chair of the Board or an individual authorised by him.

**The undersigned** \_\_\_\_\_ hereby grants (tick one of the two):

- the Chair of the Board (or a person authorised by him), or
- \_\_\_\_\_ **(NB: Proxy holder must send an e-mail to [genf@dnb.no](mailto:genf@dnb.no) for log in details)**  
(Name of proxy holder in capital letters)

proxy to attend and vote for my/our shares at the Annual General Meeting of Scatec ASA on 24 April 2025.

Place

Date

Shareholder's signature (only for granting proxy)



**Proxy with voting instructions** for Annual General Meeting in Scatec ASA

If you are unable to attend the meeting, you may use this proxy form to give voting instructions to Chair of the Board or the person authorised by him or her. (Alternatively, you may vote electronically in advance, see separate section above.) For instruction to other Proxy holders, submit a Proxy without voting instructions and agreed directly with the proxy holder how votes should be cast.

Proxies with voting instructions to Chair of the Board cannot be submitted electronically, 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 22 April 2025.

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

**The undersigned:** \_\_\_\_\_ **Ref.no:** \_\_\_\_\_

hereby grants the Chair of the Board (or the person authorised by him or her) proxy to attend and vote for my/our shares at the Annual General Meeting of Scatec ASA on 24 April 2025.

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 the Board's and Nomination Committee'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 Annual General Meeting 2025		For	Against	Abstention
1.	Opening of the meeting by the chairperson of the Board, and recording of the shareholders present		No voting	
2.	Election of a person to chair the meeting and a representative to co-sign the minutes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	Approval of the notice and the agenda	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	General business update		No voting	
5.	Approval of the annual accounts and the annual report for the financial year 2024	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.	Consideration of the Board's report on corporate governance		No voting	
7.	Approval of the guidelines for remuneration of the Executive Management	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8.	Consideration of the Board's report on remuneration to the Executive Management	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9.	Election of Board members			
9.1	Jørgen Kildahl is re-elected Chair of the Board for a two-year term until the Annual General Meeting 2027.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9.2	Jutta Dissen is elected as a Board member for a two-year term until the Annual General Meeting 2027.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10.	Approval of remuneration to the Board and the Committees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11.	Election of members to the Nomination Committee			
11.1	Mads Holm is re-elected as members of the Nomination Committee for a two-year term until the Annual General Meeting 2027.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11.2	Christian Rom is re-elected as members of the Nomination Committee for a two-year term until the Annual General Meeting 2027.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11.3	Ole Jakob Hundstad is elected as member of the Nomination Committee for a two-year term until the Annual General Meeting 2027.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12.	Approval of remuneration to the members of the Nomination Committee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13.	Approval of remuneration to the Company's auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14.	Authorisation to the Board to purchase own shares to be used in connection with acquisitions, mergers, demergers or other transactions	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15.	Authorisation to the Board to purchase own shares to be used in connection with the Company's share and incentive schemes for employees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16.	Authorisation to the Board to purchase own shares for the purpose of investment or for subsequent sale or deletion of such shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



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| 17. | Authorisation to the Board to increase the share capital of the Company for strengthening of the Company's equity and issue of consideration shares in connection with acquisitions of businesses within the Company's purpose | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
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| 18. | Authorisation to the Board to increase the share capital of the Company in connection with the Company's share and incentive schemes for employees | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
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**The form must be dated and signed.** If the shareholder is an entity, the signature must be in accordance with the company certificate.

\_\_\_\_\_

Place

\_\_\_\_\_

Date

\_\_\_\_\_

Shareholder's signature

DNB notes that forms sent to us by e-mail will not be secured unless the sender itself ensures that the e-mail is secured. We note that the form may contain sensitive information and recommend that the form is sent to us in a secured e-mail.