

*Office translation. In case of discrepancies, the Norwegian original version shall prevail.*

**PROTOKOLL FRA  
ORDINÆR GENERALFORSAMLING**

**I  
NORDHEALTH AS**

(ORG NR 926 978 209)

Den 2. juni 2022 kl. 10:00 ble det avholdt ordinær generalforsamling i Nordhealth AS ("**Selskapet**").

Generalforsamlingen ble avholdt digitalt.

Generalforsamlingen ble åpnet av styrets leder, Didier Maurice Breton, som opprettet fortegnelse over møtende aksjeeiere og fullmakter. Fortegnelsen, inkludert antall aksjer og stemmer representert, er inntatt som Vedlegg 1 til denne protokollen. Samtlige aksjer og stemmer var representert.

Til behandling forelå følgende:

**1 VALG AV PERSON TIL Å MEDUNDERTEGNE PROTOKOLLEN**

I samsvar med styrets forslag traff generalforsamlingen følgende vedtak:

*Charles William Macbain ble valgt til å undertegne protokollen sammen med møtelederen.*

Beslutningen ble truffet med nødvendig flertall, jf. avstemningsresultatet inntatt som Vedlegg 2 til protokollen.

**2 GODKJENNING AV INNKALLING OG DAGSORDEN**

**MINUTES FROM  
ANNUAL GENERAL MEETING**

**OF  
NORDHEALTH AS**

(REG NO 926 978 209)

The annual general meeting of Nordhealth AS (the "**Company**") was held on 2 June at 10:00 hours (CET).

The general meeting was held electronically.

The general meeting was opened by the chairman of the board of directors, Didier Maurice Breton, who recorded attendance of present shareholders and proxies. The record, including the number of shares and votes represented, is included as Appendix 1 to these minutes. All the shares and votes were represented.

The following matters were on the agenda:

**1 ELECTION OF A PERSON TO CO-SIGN THE MINUTES**

In accordance with the board of directors' proposal, the general meeting passed the following resolution:

*Charles William Macbain was elected to sign the minutes together with the chairperson of the meeting.*

The resolution was passed with the required majority, cf. the result of the voting set out in Appendix 2 to these minutes.

**2 APPROVAL OF THE NOTICE AND AGENDA**

I samsvar med styrets forslag fattet generalforsamlingen følgende vedtak:

*Innkalling og dagsorden godkjennes.*

Beslutningen ble truffet med nødvendig flertall, jf. avstemningsresultatet inntatt som Vedlegg 2 til protokollen.

### **3 GODKJENNING AV ÅRSREGNSKAPET OG ÅRSRAPPORTEN FOR 2021**

Møteleder ga en kort redegjørelse for årsregnskapet.

I samsvar med styrets forslag fattet generalforsamlingen følgende vedtak:

*Selskapets årsregnskap for regnskapsåret 2021 og Selskapets årsrapport, herunder styrets beretning, for regnskapsåret 2021, godkjennes.*

Beslutningen ble truffet med nødvendig flertall, jf. avstemningsresultatet inntatt som Vedlegg 2 til protokollen.

### **4 GODKJENNING AV REVISORS HONORAR FOR 2021**

I samsvar med styrets forslag fattet generalforsamlingen følgende vedtak:

*Generalforsamlingen godkjenner revisors honorar for 2021 etter regning.*

Beslutningen ble truffet med nødvendig flertall, jf. avstemningsresultatet inntatt som Vedlegg 2 til protokollen.

### **5 GODKJENNING AV GODTGJØRELSE TIL MEDLEMMENE AV STYRET**

I samsvar med styrets innstilling fattet generalforsamlingen følgende vedtak:

In accordance with the board of directors' proposal, the general meeting passed the following resolution:

*The notice and the agenda are approved.*

The resolution was passed with the required majority, cf. the result of the voting set out in Appendix 2 to these minutes.

### **3 APPROVAL OF THE ANNUAL ACCOUNTS AND ANNUAL REPORT FOR 2021**

The chairperson of the meeting gave a short presentation of the annual accounts.

In accordance with the board of directors' proposal, the general meeting passed the following resolution:

*The Company's annual accounts for the financial year 2021 and the Company's annual report, including the board of directors' report, for the financial year 2021 are approved.*

The resolution was passed with the required majority, cf. the result of the voting set out in Appendix 2 to these minutes.

### **4 APPROVAL OF THE AUDITOR'S FEE FOR 2021**

In accordance with the board of directors' proposal, the general meeting passed the following resolution:

*The general meeting approves the annual auditor's fees for the financial year 2021 as per the auditor's invoice.*

The resolution was passed with the required majority, cf. the result of the voting set out in Appendix 2 to these minutes.

### **5 APPROVAL OF REMUNERATION FOR MEMBERS OF THE BOARD OF DIRECTORS**

In accordance with the board of directors proposal, the general meeting passed the following resolution:

Styrets forslag om godtgjørelse til medlemmene av styret mottar følgende godtgjørelse for perioden fra utnevnelsen i 2021 til ordinær generalforsamling i 2022 godkjennes:

Satsene er som følger:

- Styrets leder: NOK 80.000
- Øvrige styremedlemmer: NOK 40.000

Beslutningen ble truffet med nødvendig flertall, jf. avstemningsresultatet inntatt som Vedlegg 2 til protokollen.

## **6 FULLMAKTER TIL STYRET TIL Å FORHØYE AKSJEKAPITALEN VED UTSTEDELSE AV NYE AKSJER**

I samsvar med styrets forslag fattet generalforsamlingen følgende vedtak:

- (i) I henhold til aksjeloven § 10-14 gis styret fullmakt til å forhøye Selskapets aksjekapital, i en eller flere omganger, med inntil NOK 8.019.174,60, tilsvarende 10 % av aksjekapitalen.
- (ii) Aksjeeiernes fortrinnsrett til å tegne de nye aksjene etter aksjeloven § 10-4 kan fravikes.
- (iii) Fullmakten omfatter kapitalforhøyelse mot innskudd i andre eiendeler enn penger og rett til å pådra Selskapet særlige plikter etter aksjeloven § 10-2.
- (iv) Fullmakten omfatter kapitalforhøyelse i forbindelse med fusjon etter aksjeloven § 13-5.
- (v) Fullmakten gjelder fra registrering i Foretaksregisteret og frem til Selskapets

The Board of directors proposal for the following remuneration for the members of the Board of Directors for the period from the appointment in 2021 to annual general meeting in 2022 is approved:

The remuneration is as follow:

- Chairman: NOK 80,000
- Other board members: NOK 40,000

The resolution was passed with the required majority, cf. the result of the voting set out in Appendix 2 to these minutes.

## **6 BOARD AUTHORIZATION TO INCREASE THE SHARE CAPITAL BY ISSUANCE OF NEW SHARES**

In accordance with the board of directors' proposal, the general meeting passed the following resolution:

- (i) Pursuant to Section 10-14 of the Norwegian Private Limited Liability Companies Act, the board of directors is granted an authorization to increase the Company's share capital, in one or more rounds, by up to NOK 8,019,174.60 which is equivalent to approximately 10% of the current share capital.
- (ii) The shareholders' preferential right to subscribe for the new shares pursuant to Section 10-4 of the Norwegian Private Limited Liability Companies Act may be deviated from.
- (iii) The authorization comprises share capital increases against contribution in kind and the right to incur specific obligations on behalf of the Company, cf. Section 10-2 of the Norwegian Private Limited Liability Companies Act.
- (iv) The authorization covers share capital increases in connection with mergers pursuant to Section 13-5 of the Norwegian Private Limited Liability Companies Act.
- (v) The authorization shall be effective from the date it is registered in the Norwegian Register of

*ordinære generalforsamling i 2023, dog ikke lenger enn til 30. juni 2023.*

*Business Enterprises and shall be valid until the Company's annual general meeting in 2023, but no longer than 30 June 2023.*

*(vi) Fra tidspunktet for registrering i Foretaksregisteret, erstatter denne fullmakten tidligere fullmakt til bruk for finansiering av videre vekst, som styret ble tildelt på den ordinære generalforsamlingen 17. februar 2022.*

*(vi) From the time of registration with the Norwegian Register of Business Enterprises, this authorization replaces the previous authorization for issuance of shares in connection with the Company's share-investment program, granted to the board of directors at the annual general meeting held on 17 February 2022.*

Beslutningen ble truffet med nødvendig flertall, jf. avstemningsresultatet inntatt som Vedlegg 2 til protokollen.

The resolution was passed with the required majority, cf. the result of the voting set out in Appendix 2 to these minutes.

## **7 STYREFULLMAKT TIL Å ERVERVE EGNE AKSJER**

I samsvar med styrets forslag fattet generalforsamlingen følgende vedtak:

- (i) I henhold til aksjeloven § 9-4 gis styret fullmakt til, på vegne av Selskapet, å erverve egne aksjer med en samlet pålydende verdi på inntil NOK 12.028.761,90, som tilsvarer ca. 15 % av den nåværende aksjekapitalen.*
- (ii) Det høyeste beløpet som kan betales per aksje er NOK 50 og det laveste NOK 1.*
- (iii) Erverv og avhendelse av egne aksjer kan skje slik styret finner det hensiktsmessig, men likevel ikke ved tegning av egne aksjer.*
- (iv) Fullmakten gjelder frem til Selskapets ordinære generalforsamling i 2023, men uansett ikke lenger enn til 30. juni 2023.*
- (v) Fra tidspunktet for registrering i Foretaksregisteret, erstatter denne fullmakten*

## **7 BOARD AUTHORIZATION TO ACQUIRE TREASURY SHARES**

In accordance with the board of directors' proposal, the general meeting passed the following resolution:

- (i) In accordance with Section 9-4 of the Norwegian Private Limited Liability Companies Act, the board of directors is granted authorization to, on behalf of the Company, acquire own shares with a total nominal value of up to NOK 12,028,761.90, which is equivalent to approximately 15 % of the current share capital.*
- (ii) The maximum amount which can be paid for each share is NOK 50 and the minimum is NOK 1.*
- (iii) Acquisition and sale of own shares may take place in any way the board of directors finds appropriate, however, not by subscription of own shares.*
- (iv) The authorization is valid until the Company's annual general meeting in 2023, but no longer than 30 June 2023.*
- (v) From the time of registration with the Norwegian Register of Business Enterprises,*

*tidligere styrefullmakt til å erverve egne aksjer, som styret ble tildelt på den ordinære generalforsamlingen 17. februar 2022.*

*this authorization replaces the previous authorization to acquire own shares, granted to the board of directors at the annual general meeting held on 17 February 2022.*

Beslutningen ble truffet med nødvendig flertall, jf. avstemningsresultatet inntatt som Vedlegg 2 til protokollen.

The resolution was passed with the required majority, cf. the result of the voting set out in Appendix 2 to these minutes.

Det var ingen flere saker til behandling, og generalforsamlingen ble hevet.

There were no further matters on the agenda, and the general meeting was adjourned.

\* \* \*

\* \* \*

Molde, 2. juni 2022 / 2 June 2022

DocuSigned by:  
*Didier Maurice Breton*  
24B15D3150D14E6...

Didier Maurice Breton

(møteleder/chairperson)

DocuSigned by:  
**Charles William MacBain**  
1DB153802B51407...

Charles William Macbain

(medundertegner/co-signer)

**Vedlegg**

1. Fortegnelse over møtende aksjeeiere
2. Stemmeresultater

**Appendices**

1. Record of attending shareholders
2. Voting results

## Total Represented

ISIN:	<u>NO0011002651 Nordhealth AS A-AKSJER</u>
General meeting date:	02/06/2022 10.00
Today:	02.06.2022

**Number of persons with voting rights represented/attended : 2**

Name		Number of shares	% sc
A - aksje	Total shares	45,191,747	
	- own shares of the company	0	
A - aksje	Total shares with voting rights	45,191,747	
	Represented by own shares	4,956,027	10.97 %
	<b>Sum own shares</b>	<b>4,956,027</b>	<b>10.97 %</b>
	Represented by proxy	60	0.00 %
	Represented by voting instruction	7,944,739	17.58 %
	<b>Sum proxy shares</b>	<b>7,944,799</b>	<b>17.58 %</b>
	<b>Total represented with voting rights</b>	<b>12,900,826</b>	<b>28.55 %</b>
	<b>Total represented by share capital</b>	<b>12,900,826</b>	<b>28.55 %</b>
B - aksje	Total shares	34,999,999	
	- own shares of the company	0	
B - aksje	Total shares with voting rights	34,999,999	
	Represented by own shares	29,742,998	84.98 %
	<b>Sum own shares</b>	<b>29,742,998</b>	<b>84.98 %</b>
	<b>Sum proxy shares</b>	<b>0</b>	<b>0.00 %</b>
	<b>Total represented with voting rights</b>	<b>29,742,998</b>	<b>84.98 %</b>
	<b>Total represented by share capital</b>	<b>29,742,998</b>	<b>84.98 %</b>

Registrar for the company:

DNB Bank ASA

Signature company:

Nordhealth AS A-AKSJER

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# Protocol for general meeting Nordhealth AS A-AKSJER

ISIN:	<u>NO0011002651 Nordhealth AS A-AKSJER</u>
General meeting date:	02/06/2022 10.00
Today:	02.06.2022

Shares class	FOR	Against	Poll in	Abstain	Poll not registered	Represented shares with voting rights
<b>Agenda item 1. Election of a chairperson and a person to co-sign the minutes</b>						
A - aksje	12,900,826	0	12,900,826	0	0	12,900,826
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	100.00 %	0.00 %	100.00 %	0.00 %	0.00 %	
total sc in %	28.55 %	0.00 %	28.55 %	0.00 %	0.00 %	
B - aksje	29,742,998	0	29,742,998	0	0	29,742,998
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	100.00 %	0.00 %	100.00 %	0.00 %	0.00 %	
total sc in %	84.98 %	0.00 %	84.98 %	0.00 %	0.00 %	
<b>Total</b>	<b>42,643,824</b>	<b>0</b>	<b>42,643,824</b>	<b>0</b>	<b>0</b>	<b>42,643,824</b>
<b>Agenda item 2. Approval of the notice and agenda</b>						
A - aksje	12,900,826	0	12,900,826	0	0	12,900,826
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	100.00 %	0.00 %	100.00 %	0.00 %	0.00 %	
total sc in %	28.55 %	0.00 %	28.55 %	0.00 %	0.00 %	
B - aksje	29,742,998	0	29,742,998	0	0	29,742,998
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	100.00 %	0.00 %	100.00 %	0.00 %	0.00 %	
total sc in %	84.98 %	0.00 %	84.98 %	0.00 %	0.00 %	
<b>Total</b>	<b>42,643,824</b>	<b>0</b>	<b>42,643,824</b>	<b>0</b>	<b>0</b>	<b>42,643,824</b>
<b>Agenda item 3. Approval of the annual accounts and the annual report for 2021</b>						
A - aksje	12,900,826	0	12,900,826	0	0	12,900,826
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	100.00 %	0.00 %	100.00 %	0.00 %	0.00 %	
total sc in %	28.55 %	0.00 %	28.55 %	0.00 %	0.00 %	
B - aksje	29,742,998	0	29,742,998	0	0	29,742,998
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	100.00 %	0.00 %	100.00 %	0.00 %	0.00 %	
total sc in %	84.98 %	0.00 %	84.98 %	0.00 %	0.00 %	
<b>Total</b>	<b>42,643,824</b>	<b>0</b>	<b>42,643,824</b>	<b>0</b>	<b>0</b>	<b>42,643,824</b>
<b>Agenda item 4. Approval of the auditors fee for 2021</b>						
A - aksje	12,900,826	0	12,900,826	0	0	12,900,826
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	100.00 %	0.00 %	100.00 %	0.00 %	0.00 %	
total sc in %	28.55 %	0.00 %	28.55 %	0.00 %	0.00 %	
B - aksje	29,742,998	0	29,742,998	0	0	29,742,998
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	100.00 %	0.00 %	100.00 %	0.00 %	0.00 %	
total sc in %	84.98 %	0.00 %	84.98 %	0.00 %	0.00 %	
<b>Total</b>	<b>42,643,824</b>	<b>0</b>	<b>42,643,824</b>	<b>0</b>	<b>0</b>	<b>42,643,824</b>



Shares class	FOR	Against	Poll in	Abstain	Poll not registered	Represented shares with voting rights
<b>Agenda item 5. Approval of remuneration for members of the board of directors</b>						
A - aksje	12,900,826	0	12,900,826	0	0	12,900,826
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	100.00 %	0.00 %	100.00 %	0.00 %	0.00 %	
total sc in %	28.55 %	0.00 %	28.55 %	0.00 %	0.00 %	
B - aksje	29,742,998	0	29,742,998	0	0	29,742,998
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	100.00 %	0.00 %	100.00 %	0.00 %	0.00 %	
total sc in %	84.98 %	0.00 %	84.98 %	0.00 %	0.00 %	
<b>Total</b>	<b>42,643,824</b>	<b>0</b>	<b>42,643,824</b>	<b>0</b>	<b>0</b>	<b>42,643,824</b>
<b>Agenda item 6. Board authorization to increase the share capital by issuance of new shares</b>						
A - aksje	12,900,826	0	12,900,826	0	0	12,900,826
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	100.00 %	0.00 %	100.00 %	0.00 %	0.00 %	
total sc in %	28.55 %	0.00 %	28.55 %	0.00 %	0.00 %	
B - aksje	29,742,998	0	29,742,998	0	0	29,742,998
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	100.00 %	0.00 %	100.00 %	0.00 %	0.00 %	
total sc in %	84.98 %	0.00 %	84.98 %	0.00 %	0.00 %	
<b>Total</b>	<b>42,643,824</b>	<b>0</b>	<b>42,643,824</b>	<b>0</b>	<b>0</b>	<b>42,643,824</b>
<b>Agenda item 7. Board authorization to acquire treasury shares</b>						
A - aksje	12,900,826	0	12,900,826	0	0	12,900,826
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	100.00 %	0.00 %	100.00 %	0.00 %	0.00 %	
total sc in %	28.55 %	0.00 %	28.55 %	0.00 %	0.00 %	
B - aksje	29,742,998	0	29,742,998	0	0	29,742,998
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	100.00 %	0.00 %	100.00 %	0.00 %	0.00 %	
total sc in %	84.98 %	0.00 %	84.98 %	0.00 %	0.00 %	
<b>Total</b>	<b>42,643,824</b>	<b>0</b>	<b>42,643,824</b>	<b>0</b>	<b>0</b>	<b>42,643,824</b>

Registrar for the company:

DNB Bank ASA

Signature company:

Nordhealth AS A-AKSJER

### Share information

Name	Total number of shares	Nominal value	Share capital	Voting rights
A - aksje	45,191,747	1.00	45,191,747.00	Yes
B - aksje	34,999,999	1.00	34,999,999.00	Yes
<b>Sum:</b>				

**§ 5-17 Generally majority requirement**

requires majority of the given votes

**§ 5-18 Amendment to resolution**

Requires two-thirds majority of the given votes

like the issued share capital represented/attended on the general meeting