

| <p style="text-align: center;"><b>INNKALLING TIL ORDINÆR GENERALFORSAMLING<br/>I<br/>ABL GROUP ASA<sup>1</sup></b></p>  | <p style="text-align: center;"><b>NOTICE OF ANNUAL GENERAL MEETING<br/>IN<br/>ABL GROUP ASA</b></p>   |
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| <p>Styret innkaller med dette til ordinær generalforsamling i ABL GROUP ASA («<b>Selskapet</b>»), 27. mai 2026 klokken 11.00 på Selskapets kontor, Karenslyst allé 4, 0278 OSLO.</p> <p>Alle vedleggene til denne innkallingen følger ikke vedlagt papirversjonen av innkallingen, men er tilgjengelige på <a href="http://www.abl-group.com">www.abl-group.com</a>. På forespørsel til Selskapet fra en aksjeeier vil Selskapet vederlagsfritt sende aksjeeieren vedleggene per post.</p> <p>Styret har besluttet å innkalle til Selskapets årlige ordinære generalforsamling for behandling av følgende saker:</p> <p><b>1. Åpning av generalforsamlingen ved styrets leder og opptak av fortegnelse over møtende aksjonærer</b></p> <p>Styreleder vil åpne generalforsamlingen. Fortegnelse over representerte aksjonærer vil bli utarbeidet.</p> <p><b>2. Valg av møteleder og person til å medundertegne protokollen sammen med møteleder</b></p> <p>Styret foreslår at styreleder blir valgt som møteleder. En person som møter på generalforsamlingen, vil bli foreslått til å signere protokollen sammen med møteleder.</p> <p><b>3. Godkjenning av innkalling og agenda</b></p> <p>Styrets forslag til beslutning:</p> <p><i>"Generalforsamlingen godkjente innkallingen og agendaen."</i></p> | <p>The Board of Directors hereby calls for an Annual General Meeting in ABL GROUP ASA (the "<b>Company</b>") to be held on 27 May 2026 at 11:00 CEST at the Company's offices, Karenslyst allé 4, 0278 OSLO.</p> <p>All appendices to this notice are not enclosed to the paper version of this notice but are made available on <a href="http://www.abl-group.com">www.abl-group.com</a>. Upon request from a shareholder, the Company will mail the appendices to the shareholder free of charge.</p> <p>The Board has resolved to call for the Annual General Meeting for the Company with the following agenda:</p> <p><b>1. Opening of the meeting by Chairman of the Board and registration of attending shareholders</b></p> <p>The Chairman of the Board will open the General Meeting. A list of represented shareholders will be prepared.</p> <p><b>2. Election of the chairman of the meeting and a person to co-sign the minutes</b></p> <p>The Board proposes that the Chairman of the Board is elected to chair the general meeting. One person attending the General Meeting will be proposed to co-sign the minutes together with the Chairman of the Board.</p> <p><b>3. Approval of the notice of the meeting and the agenda</b></p> <p>The Board's proposal for resolution:</p> <p><i>"The General Meeting approved the notice and agenda."</i></p> |

<sup>1</sup> In case of discrepancy between the Norwegian language original text and the English language translation, the Norwegian text shall prevail.

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| <p><b>4. Godkjenning av årsregnskap og årsberetning for 2025, samt vedtak om utbytte og fullmakt</b></p> <p>Årsberetningen og årsregnskapet for 2025, samt revisors rapport, er tilgjengelig på Selskapets hjemmeside <a href="http://www.abl-group.com">www.abl-group.com</a>.</p> <p><b>a) Godkjenning av årsregnskap og årsberetning for 2025</b></p> <p>Styret foreslår at generalforsamlingen godkjenner årsberetningen og årsregnskapet for 2025.</p> <p><b>b) Beslutning om utdeling av utbytte</b></p> <p>Styret foreslår videre at det utbetales et utbytte på NOK 0,45 per aksje, totalt NOK 60.041.415,15. Dersom forslaget blir vedtatt, tilfaller utbyttet de som er aksjeeiere i Selskapet per utløpet av 27. mai 2026, som vist i aksjeeierregisteret 29. mai 2026 (T+2). Betalingsdag vil være på eller rundt 15. juni 2026. Utbyttet skal anses som tilbakebetaling av tidligere innbetalt kapital. Aksjen vil bli handlet eksklusivt utbytte fra og med 28. mai 2026.</p> <p><b>c) Fullmakt til å beslutte utdeling av utbytte</b></p> <p>Det foreslås at styret gis fullmakt til å beslutte utdeling av utbytte på de betingelser som fremgår av forslaget til vedtak under.</p> <p>Begrunnelsen for forslaget er å gi styret en mulighet til løpende utdeling av utbytte dersom styret anser dette som hensiktsmessig ut fra Selskapets situasjon.</p> <p>Styret foreslår følgende beslutning:</p> <p><i>(i) Styret gis fullmakt, i henhold til allmennaksjeloven § 8-2 annet ledd, til å beslutte utdeling av utbytte på grunnlag av Selskapets årsregnskap for regnskapsåret 2025.</i></p> | <p><b>4. Approval of the 2025 Annual Report, financial statements and Director's report, including dividend and power of attorney</b></p> <p>The 2025 Annual Report and financial statements, the Director's report and the Auditor's report are included in the Annual Report which is available on the Company's website <a href="http://www.abl-group.com">www.abl-group.com</a>.</p> <p><b>a) Approval of 2025 Annual Report, financial statements and Director's report</b></p> <p>The Board proposes that the General Meeting approves the 2025 Annual Report, the financial statements and the Director's report.</p> <p><b>b) Approval of dividend payment</b></p> <p>The Board further proposes to distribute a dividend of NOK 0.45 per share, totalling NOK 60,041,415.15. If the proposal is adopted, the dividend will be paid to the Company's shareholders as of 27 May 2026, as shown in the shareholders register 29 May 2026 (T+2). The payment date will be on or about 15 June 2026. The distribution will be classified as a repayment of paid-in capital. As from 28 May 2026 the shares will be quoted on the Oslo Stock Exchange exclusive of dividend.</p> <p><b>c) Power of attorney to the Board of Directors to resolve to distribute dividend</b></p> <p>It is proposed that the Board of Directors is granted a power of attorney to resolve to distribute dividend on the terms set out in the proposed resolution below.</p> <p>The reason for the proposal is to enable the Board of Directors to distribute dividend on a continuing basis if the Board of Directors deems this appropriate based on the Company's situation.</p> <p>The Board proposes the following resolution:</p> <p><i>(i) The Board of Directors is granted a power of attorney pursuant to the Public Limited Liability Companies Act section 8-2, second paragraph, to resolve to distribute dividend on the basis of the Company's annual accounts of 2025.</i></p> |
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(ii) Fullmakten gjelder frem til Selskapets ordinære generalforsamling i 2027, dog slik at den bortfaller senest 30. juni 2027, og erstatter fullmakt gitt til styret den 28. mai 2025.

#### 5. Honorar til revisor (se note til årsregnskapet)

Styrets forslag til vedtak:

*"Generalforsamlingen godkjenner revisors honorar for revisjonen av årsregnskapet til ABL GROUP ASA for 2025 etter regning."*

#### 6. Valg av styremedlemmer (se innstilling fra valgkomiteen)

Styret i ABL GROUP ASA består av følgende medlemmer:

|                          |           |
|--------------------------|-----------|
| Glen Rødland, styreleder | 2025-2027 |
| Yvonne L. Sandvold       | 2025-2027 |
| Synne Syrrist            | 2025-2027 |
| Rune Eng                 | 2025-2027 |
| David Wells              | 2025-2027 |

David Wells vil i kommende periode ta en observatørrolle i styret og valgkomiteen foreslår at Rasmus Nord velges som nytt styremedlem, se ytterligere informasjon i innstilling fra valgkomiteen. Styret vil etter dette bestå av følgende medlemmer:

|                          |           |
|--------------------------|-----------|
| Glen Rødland, styreleder | 2025-2027 |
| Yvonne L. Sandvold       | 2025-2027 |
| Synne Syrrist            | 2025-2027 |
| Rune Eng                 | 2025-2027 |
| Rasmus Nord              | 2026-2028 |

#### 7. Valg av medlemmer til valgkomiteen (se innstilling fra valgkomiteen)

Begge medlemmer av valgkomiteen er på valg på denne ordinære generalforsamlingen. Valgkomiteen foreslår gjenvalg som følger:

(ii) The power of attorney is valid until the Company's Annual General Meeting in 2027, expiring at the latest on 30 June 2027, and replaces the power of attorney granted to the Board on 28 May 2025.

#### 5. Auditor's remuneration (please see note to the Annual Report)

The Board's proposal for resolution:

*"The General Meeting approves the auditor's remuneration for audit of the Annual Financial Statements of ABL GROUP ASA for the financial year of 2025 as per the invoice."*

#### 6. Election of members to the Board of Directors (please see Recommendation from the Nomination Committee)

The Board of Directors in ABL GROUP ASA consists of the following members:

|                     |           |
|---------------------|-----------|
| Glen Rødland, Chair | 2025-2027 |
| Yvonne L. Sandvold  | 2025-2027 |
| Synne Syrrist       | 2025-2027 |
| Rune Eng            | 2025-2027 |
| David Wells         | 2025-2027 |

David Wells will in the coming period take an observer role in the Board and the Nomination Committee proposes that Rasmus Nord joins the Board of Directors, please see further information in the recommendation from the Nomination Committee. The Board of Directors will then consist of the following members:

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|---------------------|-----------|
| Glen Rødland, Chair | 2025-2027 |
| Yvonne L. Sandvold  | 2025-2027 |
| Synne Syrrist       | 2025-2027 |
| Rune Eng            | 2025-2027 |
| Rasmus Nord         | 2026-2028 |

#### 7. Election of members to the Nomination Committee (please see Recommendation from the Nomination Committee)

Both members of the Nomination Committee are up for election at this AGM. The Nomination Committee recommends re-election of both members as follows:

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| <p>Bjørn Stray, leder                    2026-2028<br/>Lars Løken                                2026-2028</p>  | <p>Bjørn Stray, chair                    2026-2028<br/>Lars Løken                                2026-2028</p>   |
| <p><b>8. Honorar til styrets medlemmer (se innstilling fra valgkomiteen)</b></p> <p>Styret foreslår at generalforsamlingen godkjenner honorar til styrets medlemmer i samsvar med forslaget fra valgkomiteen.</p>   | <p><b>8. Remuneration for the Board of Directors (please see Recommendation from the Nomination Committee)</b></p> <p>The Board proposes that the General Meeting approves the remuneration to the Board of Directors in accordance with the recommendation from the Nomination Committee.</p>   |
| <p><b>9. Honorar til valgkomiteens medlemmer (se innstilling fra valgkomiteen)</b></p> <p>Styret foreslår at generalforsamlingen godkjenner honorar til valgkomiteens medlemmer i samsvar med forslaget fra valgkomiteen.</p>   | <p><b>9. Remuneration to the Nomination Committee (please see Recommendation from the Nomination Committee)</b></p> <p>The Board proposes that the General Meeting approves the remuneration to the Nomination Committee in accordance with the recommendation from the Nomination Committee.</p>  |
| <p><b>10. Lønn og annen godtgjørelse til ledende personer (se vedlagt)</b></p> <p><b>10.1</b> Godkjennelse av styrets retningslinjer for fastsettelse av lønn og annen godtgjørelse til ledende personer</p>  | <p><b>10. Remuneration of executive personnel (please see attached)</b></p> <p><b>10.1</b> Approval of the Board’s guidelines for determining salaries and other remuneration to executive personnel</p>   |
| <p>I tråd med allmennaksjeloven § 6-16a (2) og forskrift om retningslinjer og rapport om godtgjørelse for ledende personer, har styret utarbeidet retningslinjer for lønn og annen godtgjørelse i Selskapet. I henhold til allmennaksjeloven § 6-16a (5) skal retningslinjene behandles og godkjennes av generalforsamlingen.</p> | <p>In line with the Public Limited Liability Companies Act § 6-16a (2) and the Regulations on guidelines and report on remuneration to executive personnel, the Board has prepared guidelines for the remuneration of executive personnel in the Company. In accordance with the Public Limited Liability Companies Act § 6-16a (5), the guidelines shall be considered and approved at the General Meeting.</p> |
| <p>Styret foreslår at generalforsamlingen treffer følgende vedtak:</p> <p><i>"Generalforsamlingen godkjente retningslinjene for fastsettelse av lønn og annen godtgjørelse i ABL Group ASA, som foreslått av styret."</i></p>   | <p>The Board proposes that the General Meeting makes the following resolution:</p> <p><i>"The General Meeting approved the guidelines for determining remuneration to executive personnel in ABL Group ASA, as proposed by the Board."</i></p>   |
| <p><b>10.2</b> Rådgivende avstemming over rapport om lønn og annen godtgjørelse til ledende personer (2025)</p> <p>I tråd med allmennaksjeloven § 6-16b (2) og tilhørende forskrift, har styret utarbeidet en rapport om lønn og annen og godtgjørelse til ledende personer. Revisors attestasjonsuttalelse er også</p>           | <p><b>10.2</b> Advisory vote on report on salaries and other remuneration to executive personnel (2025)</p> <p>In line with the Public Limited Liability Companies Act § 6-16b (2) and associated regulations, the Board has prepared a report on salaries and other remuneration to executive personnel. The auditor’s assurance</p>  |

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| <p>vedlagt. Styret foreslår at generalforsamlingen treffer følgende vedtak:</p> <p><i>"Generalforsamlingen tar Godtgjørelsesrapport for ledende personer til etterretning."</i></p> <p><b>11. Fullmakt til å erverve egne aksjer</b></p> <p>Fullmakten til å erverve egne aksjer gitt til styret av generalforsamlingen den 28. mai 2025 utløper på Selskapets ordinære generalforsamling i 2026. Styret foreslår derfor at generalforsamlingen tildeler styret ny fullmakt til å erverve egne aksjer i forbindelse med Selskapets insentivprogram for ansatte og/eller for å øke aksjonærenes avkastning og/eller knyttet til oppkjøpstransaksjoner.</p> <p>Styret foreslår følgende beslutning:</p> <p><i>"Styret gis fullmakt til å erverve aksjer i ABL GROUP ASA på Selskapets vegne til ett eller flere av følgende formål:</i></p> <ul style="list-style-type: none"> <li><i>(i) i forbindelse med Selskapets aksje- og insentivprogram,</i></li> <li><i>(ii) for å øke aksjonærenes avkastning, og/eller</i></li> <li><i>(iii) til helt eller delvis oppgjør for eller finansiering av fusjon og ved oppkjøp av selskaper, virksomheter eller eiendeler.</i></li> </ul> <p><i>Fullmakten gjelder for kjøp av inntil 10 % av pålydende av Selskapets aksjekapital, det vil si inntil en nominell verdi på NOK 1.334.253. Aksjer kan erverves for minimum NOK 0,10 pr aksje og maksimalt NOK 100 pr aksje. Disse begrensningene skal justeres i tilfelle av aksjespleis, aksjesplitt og lignende endringer av Selskapets aksjekapital. Aksjene skal erverves ved ordinær omsetning over børs. Styret står for øvrig fritt til å vurdere hvordan kjøp og salg av aksjer skal skje.</i></p> <p><i>Styrets fullmakt gjelder frem til den ordinære generalforsamlingen i 2027, dog slik at den bortfaller senest 30. juni 2027. Beslutningen skal meldes til og registreres av Foretaksregisteret innen aksjer erverves i henhold til fullmakten. Fullmakten</i></p> | <p>statement is also enclosed. The Board proposes that the General Meeting makes the following resolution:</p> <p><i>"The General Meeting takes note of the Remuneration Report for executive personnel."</i></p> <p><b>11. Authorization to acquire treasury shares</b></p> <p>The authorization to acquire treasury shares granted to the Board by the Annual General Meeting held on 28 May 2025 will expire at the date of the Company's Annual General Meeting in 2026. On this background, the Board proposes that the General Meeting resolves to grant the Board a new authorization to acquire shares in the Company in connection with the Company's employee incentive program and/or in order to increase return on investment for the Company's shareholders and/or in relation to acquisitions.</p> <p>The Board's proposal for resolution:</p> <p><i>"The Board is granted authorization to acquire shares in ABL GROUP ASA on behalf of the Company for one or more of the following purposes:</i></p> <ul style="list-style-type: none"> <li><i>(i) in connection with the Company's share purchase and incentive programs,</i></li> <li><i>(ii) to increase return on investment for the Company's shareholders, and/or</i></li> <li><i>(iii) as complete or partial settlement for or financing of mergers and in connection with acquisition of companies, businesses or assets.</i></li> </ul> <p><i>The authorization covers purchase(s) of up to 10% of the face value of the share capital of the Company, i.e. up to an aggregate nominal value of NOK 1,334,253. Shares may be acquired at minimum NOK 0.1 per share and maximum NOK 100 per share. These limitations shall be adjusted in the event of share consolidation, share splits, and similar changes to the Company's share capital. The shares shall be acquired through ordinary purchase on the stock exchange. The Board is otherwise free to decide how the acquisition and disposal of shares shall take place.</i></p> <p><i>The Board's authorization is valid until the Company's Annual General Meeting in 2027, expiring at the latest on 30 June 2027. The decision shall be notified to and registered by the Norwegian Register of Business Enterprises prior to acquiring any shares pursuant to</i></p> |
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| <p><i>erstatte fullmakten til å erverve egne aksjer som ble gitt til styret 28. mai 2025."</i></p> <p><b>12. Styrefullmakt kapitalforhøyelse – generell</b></p> <p>Styret foreslår at generalforsamlingen gir styret en generell fullmakt til å utstede nye aksjer for å gi tilstrekkelig fleksibilitet knyttet til potensielle oppkjøp og andre finansielle transaksjoner og oppgjør av disse, som er i Selskapets interesse. For å kunne realisere formålet med fullmakten, foreslås det videre at styret gis fullmakt til å fravike eksisterende aksjonærs fortrinnsrett.</p> <p>Styret foreslår at fullmakten til å forhøye Selskapets aksjekapital er begrenset til 20 % av Selskapets aksjekapital på tidspunktet for registrering.</p> <p>Etter det styret kjenner til er det ingen andre forhold av betydning som bør tillegges vekt ved tildelingen av fullmakt til å utstede nye aksjer i Selskapet. Årsregnskapet for 2025 vil bli behandlet på generalforsamlingen.</p> <p>Styret foreslår følgende beslutning:</p> <ol style="list-style-type: none"> <li>1. <i>Styret gis fullmakt i henhold til allmennaksjeloven § 10-14 til å forhøye Selskapets aksjekapital med inntil NOK 2.668.507 ved én eller flere kapitalforhøyelser. Fullmakten kan benyttes til utstedelse av aksjer som helt eller delvis oppgjør for eller finansiering av fusjon og ved oppkjøp av selskaper, virksomheter eller eiendeler. Fullmakten kan også benyttes til å styrke Selskapets finansielle kapasitet til å gjennomføre slike transaksjoner.</i></li> <li>2. <i>Ved utøvelse av fullmakten kan styret bestemme at kapitalforhøyelse skal skje mot innskudd i annet enn penger, at innskudd skal kunne gjøres opp ved motregning, og at aksjer skal kunne</i></li> </ol> | <p><i>this authorization. The authorization replaces the power of attorney to acquire treasury shares granted to the Board on 28 May 2025."</i></p> <p><b>12. Power of attorney to the Board to increase the share capital – general</b></p> <p>The Board of Directors proposes that the general meeting issues a general authorization to the Board to issue new shares, in order to provide flexibility in terms of potential acquisitions and other corporate transactions and settlements thereof, in the best interest of the Company. To ensure the purpose of the authorization it is further proposed to authorize the Board of Directors to waive existing shareholders' preferential rights.</p> <p>The Board proposes that the power of attorney to increase the Company's share capital shall not exceed 20% of the Company's share capital at the time of registration.</p> <p>In the Board's opinion, there are no other circumstances of significance for the resolution to provide the Board with a power of attorney to increase the share capital of the Company. The Annual Accounts for 2025 will be dealt with by the General Meeting.</p> <p>The Board proposes the following resolution:</p> <ol style="list-style-type: none"> <li>1. <i>The Board of Directors is granted a power of attorney pursuant to the Public Limited Liability Companies Act section 10-14 to increase the share capital in the Company with up to NOK 2,668,507 through one or more increases in the share capital. The power of attorney may be utilized in connection with issuance of shares as complete or partial settlement for or financing of mergers and in connection with acquisition of companies, businesses or assets. The power of attorney may also be used for the purpose of strengthening the financial ability of the Company to accomplish such transactions.</i></li> <li>2. <i>When exercising the power of attorney, the Board of Directors may decide that the share capital increase shall be settled by contribution in kind, by way of set-off, or that shares may be subscribed for on</i></li> </ol> |
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| <p><i>tegnes på andre særlige vilkår, jf. allmennaksjeloven § 10-2.</i></p> <p>3. <i>Fullmakten skal også kunne benyttes i forbindelse med fusjon, jf. allmennaksjeloven 13-5.</i></p> <p>4. <i>Videre kan styret ved utøvelse av fullmakten fravike aksjonærenes fortrinnsrett i henhold til allmennaksjeloven § 10-4, jf. § 10-5.</i></p> <p>5. <i>Styret gis fullmakt til å fastsette tegningskursen og de øvrige tegningsvilkårene og til å endre vedtektenes § 4 i samsvar med forhøyelsen av aksjekapitalen.</i></p> <p>6. <i>Fullmakten skal gjelde frem til ordinær generalforsamling i 2027, dog slik at den bortfaller senest 30. juni 2027. Fullmakten erstatter generell fullmakt til å øke aksjekapitalen som ble gitt til styret 28. mai 2025.</i></p>   | <p><i>other particular terms, cf. the Public Limited Liability Companies Act section 10-2.</i></p> <p>3. <i>The power of attorney may also be used in connection with mergers., cf. the Public Limited Liability Companies Act section 13-5.</i></p> <p>4. <i>Further, the Board of Directors may, when exercising the power of attorney, waive the shareholders' preferential rights pursuant to the Public Limited Liability Companies Act section 10-4, cf. section 10-5.</i></p> <p>5. <i>The Board of Directors is granted the power to determine the subscription price and the other conditions for subscription, and to amend the articles of association section 4 according to the increase in the share capital.</i></p> <p>6. <i>The Power of Attorney is valid until the Annual General Meeting in 2027, expiring at the latest on 30 June 2027. The authorization replaces the general power of attorney to increase the share capital granted to the Board on 28 May 2025.</i></p> |
| <p><b>13. Fullmakt til å utstede aksjer – insentivprogram</b></p> <p>I henhold til Selskapets insentivprogram, foreslår styret at generalforsamlingen gir styret fullmakt til å utstede inntil 10 millioner nye aksjer på de vilkår som ellers følger av aksjeopsjons-, STIP- og LTIP-program. For øvrig vises det til retningslinjene om godtgjørelse som nevnt under punkt 10 over.</p> <p>Som følge av formålet med fullmakten, foreslås det at styret gis adgang til å fravike eksisterende aksjonærens fortrinnsrett.</p> <p>Etter det styret kjenner til er det ingen andre forhold av betydning som bør tillegges vekt ved tildelingen av fullmakt til å utstede nye aksjer i Selskapet. Styret er heller ikke kjent med forhold etter siste balansedag av betydning for Selskapet utover det som er reflektert i årsregnskapet for 2025.</p> | <p><b>13. Power of attorney to the Board to increase the share capital – incentive programs</b></p> <p>Pursuant to the Company's incentive programs, the Board suggests that the general meeting grants power of attorney to the Board for issuance of up to 10 million new shares in accordance with the terms of the share options, STIP and LTIP programs. Reference is also made to the remuneration guidelines as mentioned under item 10 above.</p> <p>Due to the purpose of the power of attorney, it is proposed to authorize the Board to waive existing shareholders' preferential rights.</p> <p>To the best of the Board's knowledge, there are no other matters to which importance must be paid in connection with the power of attorney to issue new shares in the Company. Nor is the Board aware of any event which have occurred since the last balance sheet date which is of significance to the Company beyond what is reflected in the Annual Report for</p>                |

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| <p>Årsregnskapet for 2025 vil bli behandlet på generalforsamlingen.</p> <p>Styret foreslår følgende vedtak:</p> <ol style="list-style-type: none"> <li>1. <i>Styret gis i henhold til allmennaksjeloven § 10-14 fullmakt til å forhøye Selskapets aksjekapital med inntil NOK 1.000.000, ved en eller flere kapitalforhøyelser. Fullmakten kan kun anvendes i forbindelse med insentivprogrammer for Selskapets ansatte.</i></li> <li>2. <i>Fullmakten kan benyttes i forbindelse med kapitalforhøyelser ved tingsinnskudd, ved motregning, eller ved tegning av aksjer på andre særlige vilkår, jf. allmennaksjeloven § 10-2. Fullmakten dekker ikke vedtak om fusjon i henhold til allmennaksjeloven §13-5.</i></li> <li>3. <i>Styret kan, ved utøvelse av fullmakten, sette til side eksisterende aksjonærs fortrinnsrett i henhold til allmennaksjeloven §10-4, jf. § 10-5.</i></li> <li>4. <i>Styret gis fullmakt til å fastsette tegningskursen og de øvrige tegningsvilkårene, og til å endre vedtektenes § 4 i samsvar med forhøyelsen av aksjekapitalen.</i></li> <li>5. <i>Fullmakten skal gjelde frem til ordinær generalforsamling i 2027, dog slik at den bortfaller senest 30. juni 2027. Fullmakten erstatter fullmakten til å øke aksjekapitalen vedrørende insentivprogram som ble gitt til styret 28. mai 2025.</i></li> </ol> <p><b>14. Relisting til Euronext Growth Oslo</b></p> <p>Selskapets aksjer er for tiden opptatt til handel på Euronext Oslo Børs, som er et regulert marked. Styret har foretatt en grundig vurdering av om Selskapet bør forbli notert på Euronext Oslo Børs eller søke om overføring av noteringen til Euronext Growth Oslo, en multilateral handelsfasilitet drevet av Oslo Børs ASA.</p> | <p>2025. The Annual Accounts for 2025 will be dealt with by the General Meeting.</p> <p>The Board proposes the following resolution:</p> <ol style="list-style-type: none"> <li>1. <i>The Board is hereby authorized, pursuant to section 10-14 of the Public Limited Liability Companies Act to increase the Company's share capital with up to NOK 1,000,000, through one or more capital increases. The power of attorney may only be utilized in connection with the employee incentive programs of the Company.</i></li> <li>2. <i>The power of attorney may be used in connection with increase in the share capital with settlement by contribution in kind, by way of set-off, or with conditions that shares may be subscribed for on other particular terms, cf. section 10-2 of the Public Limited Liability Companies Act. The power of attorney does not cover a resolution of merger pursuant to section 13-5 of the Public Limited Liability Companies Act.</i></li> <li>3. <i>The Board may, when exercising the power of attorney, waive the shareholders' preferential rights pursuant to the Public Limited Liability Companies Act section 10-4, cf. section 10-5.</i></li> <li>4. <i>The Board is granted the power to determine the subscription price and the other conditions for subscription, and to amend the articles of association section 4 according to the share capital increase.</i></li> <li>5. <i>The Power of Attorney is valid until the Annual General Meeting in 2027, expiring at the latest on 30 June 2027. The authorization replaces the power of attorney to increase the share capital regarding the incentive program granted to the Board on 28 May 2025.</i></li> </ol> <p><b>14. Re-listing to Euronext Growth Oslo</b></p> <p>The Company's shares are currently admitted to trading on Euronext Oslo Børs, a regulated market. The Board of Directors has conducted a thorough assessment of whether the Company should remain listed on Euronext Oslo Børs or apply for a transfer of the listing to Euronext Growth Oslo, a multilateral trading facility operated by Oslo Børs ASA.</p> |
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| <p>Overordnet anser styret begge markedsplasser som veletablerte og godt egnet til å støtte Selskapets videre utvikling. For et selskap av ABL Groups størrelse og profil vurderer styret de praktiske forskjellene mellom de to markedsplassene som begrensede.</p> <p>Samtidig bemerker styret at notering på et regulert marked innebærer omfattende løpende forpliktelser og ressursbruk for Selskapet, herunder noteringsavgifter, kostnader knyttet til løpende rapportering og etterlevelse av regelverk, samt ledelsens tidsbruk på å oppfylle gjeldende krav. Etter styrets vurdering, og sett hen til Selskapets nåværende størrelse og profil, kan enkelte sider ved det regulatoriske og administrative rammeverket som gjelder for et regulert marked derfor være uforholdsmessige sammenlignet med fordelene ved å forbli notert på Euronext Oslo Børs.</p> <p>Euronext Growth Oslo er underlagt et mindre omfattende regelverk for regulering og virksomhetsstyring, samtidig som grunnleggende krav til rapportering og transparens opprettholdes. Selv om opptak til handel på Euronext Growth Oslo vil innebære enkelte løpende forpliktelser og egenskaper som ligner dem som gjelder ved notering på et regulert marked, er de samlede kravene generelt mindre omfattende. Styret mener derfor at opptak til handel på Euronext Growth Oslo på det nåværende tidspunkt er mer hensiktsmessig og kostnadseffektivt for Selskapet, samtidig som aksjeeierne fortsatt vil ha tilgang til en etablert og transparent markedsplass for handel i Selskapets aksjer.</p> <p>Styret bemerker også at Selskapet for tiden ikke er kvalifisert for indeksinkludering på det regulerte markedet, og styret forventer ikke at dette vil endre seg i overskuelig fremtid. Styret vurderer derfor fordelene knyttet til likviditet og synlighet ved å forbli notert på hovedlisten som begrensede for Selskapet.</p> <p>Styret har nøye vurdert interessene til alle aksjeeiere, herunder minoritetsaksjeeiere, og konsekvensene av ikke lenger å være notert på et regulert marked, og understreker at Selskapet har til hensikt å opprettholde høye standarder for rapportering, virksomhetsstyring og investorkommunikasjon etter relisting.</p> | <p>Overall, the Board considers both marketplaces to be well established and capable of supporting the Company's continued development. For a company of ABL Group's size and profile, the Board considers the practical differences between the two marketplaces to be limited.</p> <p>At the same time, the Board notes that a listing on a regulated market entails extensive ongoing obligations and resource use for the Company, including listing fees, costs associated with continuous reporting and compliance, and management time devoted to meeting applicable requirements. In the Board's assessment and having regard to the Company's current size and profile, certain aspects of the regulatory and administrative framework applicable to a regulated market may therefore be disproportionate compared to the benefits of remaining listed on Euronext Oslo Børs.</p> <p>Euronext Growth Oslo is subject to a lighter regulatory and governance framework, while maintaining core requirements relating to reporting and transparency. Although a listing on Euronext Growth Oslo will have certain ongoing obligations and characteristics that are similar to a listing on a regulated market, the overall requirements are generally less extensive. The Board therefore considers that an admission to trading on Euronext Growth Oslo to be more appropriate and cost-efficient for the Company at this time, while still providing shareholders with an established and transparent marketplace for trading in the Company's shares.</p> <p>The Board also notes that the Company is not currently eligible for index inclusion on the regulated market and does not expect this to change in the foreseeable future. Accordingly, the liquidity and visibility benefits of remaining on the main list are considered limited for the Company.</p> <p>The Board has carefully considered the interests of all shareholders, including minority shareholders, and the implications of no longer being listed on a regulated market, and emphasizes that the Company intends to continue applying high standards of reporting, governance and investor communication following re-listing.</p> |
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| <p>Styret vil videre fremheve at aksjer i selskaper tatt opp til handel på Euronext Growth Oslo for tiden ikke kan eies gjennom aksjesparekonto ("ASK"), og at en relisting kan påvirke aksjeeiere som eier aksjer gjennom slike kontoer. Styret forventer at norsk lovgivning på dette området vil bli endret slik at aksjer i selskaper tatt opp til handel på Euronext Growth Oslo kan eies gjennom en ASK. Det foreslås derfor at relistingen ikke gjennomføres før en slik lovendring har trådt i kraft.</p> <p>På denne bakgrunn anbefaler styret at generalforsamlingen godkjenner strykning av Selskapets aksjer fra Euronext Oslo Børs som ledd i en overføring av noteringen til Euronext Growth Oslo. Videre anbefaler styret at generalforsamlingen gir styret fullmakt til å søke om strykning fra Euronext Oslo Børs med etterfølgende opptak til handel på Euronext Growth Oslo.</p> <p>Det vises også til sak 15 på agendaen om foreslåtte endringer i vedtektene i forbindelse med overføringen av noteringen til ny markedsplass.</p> <p>Styret foreslår at generalforsamlingen treffer følgende vedtak:</p> <p><i>"Overføring av Selskapets notering fra Euronext Oslo Børs til Euronext Growth Oslo, ved strykning av Selskapet fra Euronext Oslo Børs og etterfølgende opptak til handel på Euronext Growth Oslo, godkjennes.</i></p> <p><i>Styret gis fullmakt til å inngi (i) søknad om strykning av Selskapets aksjer fra Euronext Oslo Børs, og (ii) den etterfølgende søknaden om opptak til handel av Selskapets aksjer på Euronext Growth Oslo, samt til å foreta de handlinger og undertegne de dokumenter som styret anser nødvendige eller hensiktsmessige for å gjennomføre overføringen av noteringen til ny markedsplass.</i></p> <p><i>Styret skal sørge for at opptaket til handel på Euronext Growth Oslo gjennomføres på en måte som ivaretar berørte aksjeeieres mulighet til fortsatt å eie sine aksjer gjennom en ASK, og at opptaket til handel på Euronext Growth Oslo ikke gjennomføres før slikt eierskap er tillatt etter gjeldende norsk lovgivning."</i></p> | <p>The Board further emphasizes that shares in companies listed on Euronext Growth Oslo currently cannot be held in Norwegian share saving accounts ("Aksjesparekonto" / "ASK"), and that a re-listing may affect shareholders holding shares through such accounts. The Board expects that Norwegian legislation in this area will be amended, allowing shares in companies listed on Euronext Growth Oslo to be held in an ASK account. It is therefore proposed that the re-listing shall not be carried out until such change in legislation has entered into force.</p> <p>On this background, the Board recommends that the General Meeting approves the delisting of the Company's shares from Euronext Oslo Børs as part of a transfer of the listing to Euronext Growth Oslo. Furthermore, the Board recommends that the General Meeting authorizes the Board to apply for delisting from Euronext Oslo Børs with subsequent admission to trading on Euronext Growth Oslo.</p> <p>Reference is also made to item 15 on the agenda regarding proposed amendments to the Articles of Association in connection with the transfer of listing venue.</p> <p>The Board proposes the following resolution:</p> <p><i>"The transfer of the Company's listing from Euronext Oslo Børs to Euronext Growth Oslo, by way of a delisting of the Company from Euronext Oslo Børs and subsequent re-listing on Euronext Growth Oslo, is approved.</i></p> <p><i>The Board of Directors is authorized to submit (i) the application for delisting of the Company's shares from Euronext Oslo Børs, and (ii) the subsequent application for admission to trading of the Company's shares on Euronext Growth Oslo, and to take such actions and execute such documents as the Board of Directors deems necessary or appropriate to effect the transfer of listing venue.</i></p> <p><i>The Board of Directors shall ensure that the admission to trading on Euronext Growth Oslo is carried out in a manner that preserves eligible shareholders' ability to continue holding their shares in an ASK account ("Aksjesparekonto"), and that the admission to trading on Euronext Growth Oslo is not carried out until such holding is permitted under applicable Norwegian legislation."</i></p> |
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| <p><b>15. Vedtektsendringer</b></p> <p><b>15.1 Nytt foretaksnavn</b></p> <p>Styret foreslår at Selskapets foretaksnavn endres fra ABL Group ASA til Aqualis ASA. Bakgrunnen for forslaget er å fjerne forvirring blant kunder, ansatte og investorer som følge av dagens dobbeltbruk av "ABL" både som konsernnavn og som navn på et forretningsområde. Navneendringen vil skille morselskapets og investormarkedets merkevare fra de spesialiserte, kundeorienterte merkevarene.</p> <p>Denne navneendringen vil posisjonere Aqualis som investor- og porteføljeselskapets merkevare, samtidig som de individuelle ekspert-merkevarene gis større autonomi og tydeligere kommersielt fokus, noe som vil sette dem i bedre stand til å utvikle sine egne, distinkte markedsidentiteter og verdier. Et slikt skille mellom konsernmerkevaren og de operative merkevarene styrker den strategiske handlefriheten og sikrer at merkevarearkitekturen understøtter den langsiktige vekstvisjonen.</p> <p>Merkevaren Aqualis gir kontinuitet i investormarkedet som konsernets grunnleggernavn i 2012, og er en hyllest til Selskapets arv og dets entreprenørielle, vekstdrevne kultur.</p> <p>Styret foreslår derfor at generalforsamlingen vedtar å endre Selskapets foretaksnavn til Aqualis ASA, og at vedtektenes § 1 endres i samsvar med vedlegg til denne innkallingen.</p> <p><b>15.2 Regler om tilbudsplikt (betinget av relisting)</b></p> <p>Selskapets aksjer er for tiden tatt opp til handel på Euronext Oslo Børs, og Selskapet er derfor underlagt de lovbestemte reglene om tilbudsplikt i verdipapirhandeloven kapittel 6.</p> <p>Som beskrevet under sak 14, foreslår styret at Selskapet søker om strykning fra Euronext Oslo Børs med etterfølgende opptak til handel på Euronext Growth Oslo. Etter et slikt opptak til handel på Euronext Growth Oslo vil reglene om tilbudsplikt i verdipapirhandeloven kapittel 6 ikke lenger gjelde for Selskapet.</p> <p>Styret anser det som viktig at aksjeeierne også etter et eventuelt opptak til handel på Euronext Growth</p> | <p><b>15. Amendments to Articles of Association</b></p> <p><b>15.1 New Company name</b></p> <p>The Board proposes that the Company's name be changed from ABL Group ASA to Aqualis ASA. The background for the proposal is to eliminate confusion among clients, employees and investors arising from the current dual use of "ABL" both as a name of the group and as the name of a business segment. The name change will distinguish the parent and investor brand from the specialist, client-facing brands.</p> <p>This name change will position Aqualis as the investor and portfolio-company brand, whilst giving the individual expert brands greater autonomy and a clearer commercial focus, thereby putting them in a better position to develop their own distinct market identities and value propositions. Such separation between the group brand and the operating brands strengthens strategic flexibility and ensures that the brand architecture supports the long-term vision for growth.</p> <p>The Aqualis brand provides continuity in the investor markets as the group's founding company name in 2012 and is a nod to the Company's legacy and its entrepreneurial, growth-led culture.</p> <p>The Board therefore proposes that the General Meeting resolves to amend the Company's business name to Aqualis ASA and that Article 1 of the Company's Articles of Association is amended as set out in Appendix to this notice.</p> <p><b>15.2 Mandatory Bid Provisions (subject to re-listing)</b></p> <p>The Company's shares are currently admitted to trading on Euronext Oslo Børs, and the Company is therefore subject to the statutory rules on mandatory bid set out in Chapter 6 of the Norwegian Securities Trading Act.</p> <p>As described under item 14, the Board proposes that the Company applies for delisting from Euronext Oslo Børs with subsequent admission to trading on Euronext Growth Oslo. Following such admission to trading on Euronext Growth Oslo, the mandatory bid rules in Chapter 6 of the Norwegian Securities Trading Act would not apply to the Company.</p> <p>The Board considers it important that shareholders continue to benefit, for all practical purposes, from</p> |
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| <p>Oslo, i det vesentlige, fortsatt nyter godt av det vernet som følger av tilbudspliktreglene. Styret foreslår derfor at Selskapets vedtekter endres slik at de inntar bestemmelser om tilbudsplikt som reflekterer de tilbudspliktreglene som ville gjelde for Selskapet dersom det var notert på et regulert marked.</p> <p>De foreslåtte tilbudspliktbestemmelsene er inntatt som § 11 i vedtektene, se vedlegg til denne innkallingen.</p> <p>Det presiseres at den foreslåtte vedtektsendringen om å innta tilbudspliktbestemmelsene er betinget av at Selskapets aksjer strykes fra Euronext Oslo Børs og tas opp til handel på Euronext Growth Oslo som forutsatt under sak 14, og tilbudspliktbestemmelsene skal først tre i kraft i forbindelse med en slik relisting.</p> <p><b>16. Regler for foretaksstyring (se årsberetning)</b></p> <p>Styret foreslår at generalforsamlingen vedtar å ta selskapets redegjørelse for foretaksstyring til etterretning.</p> | <p>mandatory bid protections also following any admission to trading on Euronext Growth Oslo. The Board therefore proposes that the Company's Articles of Association are amended to include mandatory bid provisions reflecting the mandatory bid rules that would apply to the Company while listed on a regulated market.</p> <p>The proposed mandatory bid provisions are set out in the Articles of Association as Article 11, see Appendix to this notice.</p> <p>It is emphasized that the proposed amendment to include the mandatory bid provisions is conditional upon the Company's shares being delisted from Euronext Oslo Børs and admitted to trading on Euronext Growth Oslo as contemplated under item 14, and the mandatory bid provisions shall only take effect in connection with such re-listing.</p> <p><b>16. Statement regarding Corporate Governance (please see Annual Report)</b></p> <p>The Board of Directors proposes that the General Meeting duly notes the Company's statement for Corporate Governance.</p> |
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På vegne av styret i/On behalf of the Board of Directors of  
ABL GROUP ASA

Glen Rødland  
Styreleder/Chair of the Board

\* \* \*

**Appendices/Vedlegg:**

1. Notice of attendance (with attendance slip and proxy form)

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| <p><b>OM ABL GROUP ASA</b></p> <p><i>ABL Group ASA er et norsk allmennaksjeselskap underlagt bestemmelsene i allmennaksjeloven. ABL Group ASA nåværende registrert aksjekapital er NOK 13.342.536,70, fordelt på 133,425,367 aksjer hver pålydende NOK 0,10.</i></p> <p><i>Hver aksje avgir 1 stemme på selskapets generalforsamling. Aksjene har like rettigheter også i alle andre henseender. På datoen for denne innkallingen eier selskapet 413.830 egne aksjer.</i></p> <p><b>Aksjonærenes rett til å møte og talerett på generalforsamlingen:</b><br/> <i>Bare de som er aksjonærer fem virkedager før generalforsamlingen, 19. mai 2026 (eierregisterdatoen), har rett til å delta og stemme på generalforsamlingen. Alle aksjonærer i ABL Group ASA per denne datoen har rett til å møte på generalforsamlingen, enten personlig eller ved fullmektig/advokat.</i></p> <p><i>Påmeldings- og fullmaktsskjema er vedlagt.</i></p> <p><i>Etter allmennaksjeloven § 5-8 har aksjeeiere som hovedregel rett til å delta elektronisk på generalforsamlinger. Aksjonærer som ønsker å delta elektronisk bes melde dette til ir@abl-group.com senest 25. mai 2026 kl. 16:00 (CEST). Praktiske forhold knyttet til slik deltakelse vil bli formidlet til de berørte i rimelig tid før møtetidspunktet.</i></p> <p><b>Aksjeeiernes rett til å få spørsmål behandlet på generalforsamlingen:</b><br/> <i>Aksjeeierne har rett til å sette saker på dagsorden for generalforsamlingen. Saken skal sendes skriftlig til styret senest 7 dager før siste dato for utsendelse av innkalling til generalforsamlingen. Det er et krav at hvert slikt punkt skal være ledsaget av en begrunnelse eller et utkast til vedtak som skal vedtas av generalforsamlingen. Dersom innkalling til generalforsamling allerede er sendt, skal det gis ny innkalling dersom fristen for innkalling ikke er utløpt. En aksjonær har også rett til å foreslå vedtak i forhold til saker som allerede er på dagsorden for generalforsamlingen.</i></p> | <p><b>ABOUT ABL GROUP ASA</b></p> <p><i>ABL Group ASA is a Norwegian public limited company subject to the provisions in the Public Limited Liability Companies Act. ABL Group ASA current registered share capital is NOK 13,342,536.70, divided into 133,425,367 shares, each with a par value of NOK 0.10.</i></p> <p><i>Each share casts 1 vote in the General Meeting of the Company. The shares have equal rights also in all other respects. On the date of this notice, the Company holds 413,830 treasury shares.</i></p> <p><b>The shareholders' right to attend and right of speech at the General Meeting:</b><br/> <i>Only those who are shareholders five working days before the general meeting, 19 May 2026 (the record date), have the right to participate and vote at the general meeting. All shareholders in ABL Group ASA as of this date have the right to attend the General Meeting, either in person or by proxy/attorney.</i></p> <p><i>Attached are an attendance form and a proxy form.</i></p> <p><i>According to the Public Limited Liability Companies Act section 5-8, shareholders generally have the right to participate electronically at General Meetings. Shareholders who wish to participate electronically are asked to report this to ir@abl-group.com no later than 25 May 2026 at 16:00 (CEST). Practical matters related to such participation will be communicated to those concerned in due time prior to the meeting.</i></p> <p><b>The shareholders' right to have questions addressed at the General Meeting:</b><br/> <i>The shareholders have the right to put items on the agenda of the General Meeting. Such item shall be put forward in writing to the Board of Directors no later than 7 days before the latest date of issue of the notice calling the General Meeting. It is a requirement that each such item shall be accompanied with a justification or a draft resolution to be adopted by the General Meeting. If the notice calling the General Meeting has already been issued, a new notice shall be issued provided that the deadline for issuing the notice has not expired. A shareholder is also entitled to propose</i></p> |
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| <p><b>Aksjeeiernes rett til informasjon</b><br/> Aksjeeierne har rett til å kreve at styrets medlemmer og daglig leder (administrerende direktør) på generalforsamlingen gir tilgjengelig informasjon om forhold som kan påvirke vurderingen av (i) godkjenning av årsregnskap og årsberetning (ii) saker som forelegges aksjonærene for vedtak, og (iii) Selskapets økonomiske stilling, herunder slik stilling i selskaper som Selskapet har en interesse i, samt andre saker som skal behandles av generalforsamlingen, med mindre de opplysningene som etterspørres ikke kan gis uten uforholdsmessig skade for selskapet.</p> | <p><i>resolutions in relation to items already on the agenda of the General Meeting.</i></p> <p><b>The shareholders' right to information</b><br/> The shareholders have the right to demand that members of the Board of Directors and the Managing Director (CEO) at the General Meeting provide available information regarding circumstances which may affect the assessment of (i) approval of the annual accounts and annual report (ii) matters submitted to the shareholders for a resolution, and (iii) the Company's financial position, including such position of companies in which the Company holds an interest, as well as other matters to be dealt with by the General Meeting, unless the information requested may not be provided without disproportionate damage to the Company.</p> |
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**To item 10 on the Agenda:**

Please see separate documents.

## ABL Group ASA

### Recommendation from the Nomination Committee to the Annual General Meeting (AGM) 27 May 2026

#### 1. Introduction

The following members constitute the Nomination Committee of ABL Group ASA:

- Bjørn Stray, Chair
- Lars Løken

The Nomination Committee has evaluated the work of the Board of Directors and has had discussions with the largest shareholders in the company, the Chair of the Board and the Executive Management.

#### 2. Election of Board Members

The Board of Directors in ABL Group ASA currently consists of the following members:

| Name                | Elected for: |
|---------------------|--------------|
| Glen Rødland, Chair | 2025-2027    |
| Yvonne L. Sandvold  | 2025-2027    |
| Synne Syrrist       | 2025-2027    |
| Rune Eng            | 2025-2027    |
| David Wells         | 2025-2027    |

David Wells will in the coming period take an observer role on the Board and the Nomination Committee proposes that the following new board member joins the Board of Directors:

- **Rasmus Nord**

Rasmus Nord is currently CEO/President of Sweco Norway and has broad experience from various management positions in the consultancy industry. Rasmus is a Norwegian citizen and holds a Master of Science from the Norwegian University of Science and Technology (NTNU).

The Nomination Committee therefore recommends the AGM to approve the following Board of Directors of ABL Group ASA:

| Name                   | Election Period: |
|------------------------|------------------|
| Glen Rødland, Chairman | 2025-2027        |
| Yvonne L. Sandvold     | 2025-2027        |
| Synne Syrrist          | 2025-2027        |
| Rune Eng               | 2025-2027        |
| Rasmus Nord            | 2026-2028        |

### 3. Remuneration of the Board of Directors, Audit Committee and Remuneration Committee

The Nomination Committee proposes that the remuneration for the period from AGM 2026 to AGM 2027 will remain the same as for previous period (considering the company's recent performance):

Chair: NOK 850,000

Board member: NOK 315,000

Shareholder observers to the Board: NOK 173,000

Audit Committee:

- Chair: NOK 58,000
- Member: NOK 42,000

Remuneration Committee:

- Chair: NOK 36,500
- Member: NOK 26,000

In addition to the cash compensation to the Board Members, each Board Member and Shareholder Observer will receive 6,000 shares in ABL Group and the Chair will receive 12,000 shares. The shares will have a lock-up of 24 months from the AGM 2026.

### 4. Election of members to Nomination Committee

The Nomination Committee proposes that the current Nomination Committee is reelected as follows:

Bjørn Stray, Chairman 2026-2028

Lars Løken 2026-2028

### 5. Remuneration to the Nomination Committee

The Nomination Committee proposes that the remuneration for the period from the AGM 2026 to the AGM 2027 shall be as follows:

|          |            |
|----------|------------|
| Chairman | NOK 35,000 |
| Member   | NOK 14,000 |

Oslo, April 2026

The Nomination Committee of ABL Group ASA

Bjørn Stray (sign)

Lars Løken (sign)

## **ABL GROUP**

### **2026 GUIDELINES ON THE SALARIES AND OTHER REMUNERATION TO SENIOR EXECUTIVES**

These guidelines were stipulated by the Board of Directors of ABL Group ASA (the “ABL Group”, “ABL” and “Company”) in accordance with Section 6-16 (a) of the Norwegian Public Limited Liability Companies Act and are used to determine the remuneration policy.

#### **1. Introduction and context**

The guidelines apply to the senior executives of the ABL Group and describe the principles for their remuneration and the decision-making process for remuneration to these leading persons, outlining the total remuneration by components.

The purpose of the policy is to ensure that ABL Group delivers good results through an executive management team with high motivation and strong loyalty to the Company.

In a labour market characterised by strong competition for the most qualified employees and due to the global scope of its business, ABL Group has to compete on the international market when considering salary levels for executive management. In order to be one of the leading participants within its line of business, ABL Group is dependent on offering appropriate remuneration to allow the Company to be able to recruit and keep skilled managers. In order to ensure the best possible leadership to achieve the Group’s business strategy, long-term interests and financial sustainability, the Board believes the Company should offer a satisfactory salary, which is internationally competitive, combined with a variable pay bonus scheme and share related arrangements.

#### **Summary of changes in the guidelines**

These guidelines replace the guidelines approved by the Annual General Meeting in 2025, with updates primarily on the share option schemes that are being phased out as well as including guidelines for the Board’s remuneration.

#### **Governance**

The Board has the overall responsibility for the remuneration policy. The Remuneration Committee is responsible for reviewing and proposing changes to the remuneration policy. The Remuneration Committee reviews the policy at least once a year and, if applicable, proposes amendments to the Board for adoption by the Annual General Meeting. The Annual General Meeting finally approves the remuneration policy.

## **2. Remuneration to the Executive Management team**

### **a) Main principles**

ABL Group's guidelines for financial remuneration are adapted to the Company's business strategy. In order to best safeguard the interests of customers, employees and shareholders, ABL Group considers that the correct course of action is a combination of fixed salary, variable bonus and share related remuneration. The salaries of the Executive Management team are determined based on experience, the position's responsibilities and level of complexity. Comparisons with equivalent roles in other companies are made in order to ensure that the salary level is competitive.

ABL Group's overarching guidelines for financial remuneration for all employees are considered and approved by the Group's Board of Directors each year. Remuneration is principally based on a fixed salary and the salary level for the different roles is based on assessments of the requirements for the various roles in terms of formal qualifications, experience, responsibility, and complexity. The salary levels for all roles in the Group, including the Group's Executive Management team, may from time to time be calibrated with compensation for equivalent positions in the market. Any difference in remuneration between the Group's Executive Management and other employees is primarily due to the significant responsibility held by Executive Management and the complexity that comes with these international roles. Remuneration of other roles in the Group is also assessed in relation to responsibility, complexity and market conditions, based on a reputable and systematic system for evaluation. There are employees in the group with salaries higher than some members of the Executive Management team. It is the responsibility of the individual managers to recommend financial remuneration for their employees within the framework of the principles and guidelines adopted by the Board of Directors and the Company's management.

Salary revision will be considered each year according to limitations approved by the Board of Directors. The Company's strategy and objectives are of importance to the assessment of each individual's total remuneration.

### **b) Decision-making process**

The Remuneration Committee currently consists of two members of the Board of Directors. The Remuneration Committee makes an assessment and provides a suggestion to the Board of Directors, which finally determines and approves the remuneration to the CEO. The CEO determines the compensation for other members of Executive Management team. The Remuneration Committee acts as an advisory body to the CEO with regard to remuneration schemes to executive personnel. The Remuneration Committee is responsible for keeping itself informed about and proposing guidelines for the determination of remuneration of executive employees in the Group, including these guidelines, which are then adopted by the Board.

### **c) Remuneration components**

The remuneration to the Executive Management team of ABL Group consists of the following elements:

### Fixed elements

- Fixed salary which is regulated annually.
- Executive management may be offered the limited benefits in kind that are common for comparable positions, e.g. free telephone service, home PC, free broadband service, newspapers. There are no special restrictions on the type of other benefits that can be agreed on.
- Most of the Executive Management team are part of the same pension plans as the rest of the company, and there are no specific pension or insurance schemes for Executive Management. The Group arranges and pays for group pension schemes in accordance with the pension legislation in force locally at any given time. These are generally company/employee joint contribution schemes in most regions. Pension plans shall in principle be on the same basis for Executive Management as is generally agreed for other employees. All employees are also enrolled in group insurance schemes that provide cover in the event of illness, disability, or death.

### Variable pay – STIP and LTIP

In 2024 the Company introduced new Long Term and Short Term employee incentive programmes (LTIP and STIP).

As part of the LTIP, the Company issues awards of Performance Share Units (PSUs) to certain key employees of the Company. The PSUs are granted to members of the executive and senior management teams (each a PSU Holder) and gives the PSU Holder the right to receive shares in the Company depending on the achievement of certain performance criteria and subject to continued employment on the relevant settlement dates. The conversion of PSUs to shares is determined by performance against two target metrics: (i) group adjusted EBIT (ii) group return on capital employed. Each of the performance metrics is measured for a calendar year. The Company will notify each PSU Holder of the total achieved performance and the number of shares earned by the PSU Holder after announcement of the Q4 results for the relevant calendar year. The shares will be delivered to the PSU Holder the year after (50%) and the year thereafter (50%), provided the PSU Holder remains employed with ABL Group through the settlement dates as well as no breach of employment conditions and/or ABL Group Code of Conduct. Settlement of PSUs will be done through use of treasury shares or by issuance of new shares, as decided by the Board of Directors.

Based on the Company's performance in 2025, the 2025 LTIP was set to zero.

In the Company's STIP scheme, all employees are awarded a bonus opportunity subject to achievement of certain performance criteria. Performance metrics for the STIP vary dependent on the business segment to which an employee is attached. The performance under the STIP for a financial year will be considered by the Board after announcement of the Q4 results for such calendar year. Payments will be made in cash and/or shares as decided by the Board of Directors. The Company is considering changes to its current STIP scheme, which may have effect also for the 2026 STIP.

Awards under the LTIP and STIP are intended to be annual, subject to performance conditions and targets to be updated before each award.

### Share option schemes

Under previous incentive schemes (now replaced by the STIP and LTIP schemes), the Company has issued a total of 20,505,000 share options (Awards 2019 (8,505,000), Awards 2020 (11,000,000) and Awards 2022 (1,000,000)). At the end of 2025, the number of outstanding share options was 740,000, expiring 11 April 2026, with exercise price NOK 10.13.

The Group CEO was upon commencement of position awarded an option to purchase up to 1.5 million shares at a strike price of NOK 9.10, equal to the 10-day average VWAP prior to day of announcement of the new CEO. The options are vesting over 3 years (500,000 shares per year, first 500,000 shares in September 2026 and the last 500,000 shares in September 2028) and must be exercised within 5 years. The vesting of option shares is dependent on Norheim's continued employment as CEO.

The relative size of the remuneration composition varies between the Executive Team members. The variable remuneration's proportional share of the total remuneration awarded to senior executives will depend on the Group's performance as well as share price development.

#### **d) The duration of agreements and schemes for Executive Management**

The majority of the Group's Executive Management team has 3 to 6 month period of notice (one executive having 12 month period). In accordance with the authority granted to the Board to vary the guidelines on individual cases, one executive has a notice period providing certainty of employment through to the end of 2027; this arrangement was required to secure his services within the Group remuneration structures.

The Group has a retirement age according to local legislation varying from 65 to 70 years. There are no fixed schemes for early retirement pensions.

There are no other severance pay schemes agreed for the Executive Management if their contracts are terminated by the Company.

### **3. Board of Directors**

Remuneration to the Board of Directors is determined annually by the Annual General Meeting based on the recommendation of the Nomination Committee, in accordance with the Public Limited Liability Companies Act. The General Meeting's resolution will be published on [abl-group.com](http://abl-group.com) on the same day, and the remuneration to the Board will also be stated in the Remuneration Report for the relevant reporting year. The Board Members receive a fixed annual cash remuneration. Separate rates are set for the Chair of the Board and other members/observers, respectively. Separate rates are also set for the Board's subcommittees, with a corresponding differentiation between the Chair and other members of each committee. The Board Members are encouraged by the Nomination Committee to own shares in the Company and, in addition to the cash payment, they receive a small number of shares in the Company each year as part of the total remuneration (as detailed in the recommendation from the Nomination Committee). The remuneration is not dependent on the Board Members' performance and is not linked to the Company's incentive schemes.

#### **4. Deviations from the policy**

The Board of Directors may deviate from the guidelines in individual cases provided it is deemed necessary due to special circumstances to satisfy the long-term interests and strategy of the Company, or to ensure financial viability of the Company. Any such deviation must be described in the Remuneration Report following the deviation.

#### **5. Future Developments**

Other than continuing the LTIP and STIP arrangements and maintaining competitive positioning there are no plans for material future developments at this time.

#### **6. Approval and publication**

These guidelines shall be presented to the General Meeting for consideration and approval in the event of any significant changes and at least every fourth year. However, the Board may seek approval for a new policy at an earlier point.

The policy is published and available on the Company's website.



## **ABL Group**

**Remuneration report for salary and other remuneration to senior executives  
for the financial year 2025**

## Introduction

**2025 was a year of strategic execution for ABL Group ASA (the “Company”) and its subsidiaries, characterised by a sharpened commercial focus, the alignment of costs and group resources to prevailing market conditions, and the rollout of the Group’s 2030 strategy.**

This five-year plan is designed to drive sustainable growth through increased sales effectiveness, operational efficiency, stronger client relationships, innovation, and continued investment in people and leadership capability.

### Inorganic Growth: Acquisition Strategy

The Company continued to pursue its acquisition strategy, supporting both market consolidation and targeted geographic expansion.

On 14 January 2025, the Group completed the acquisition of 100% of the shares in Brazil-based naval architecture and engineering consultancy, Proper Marine. The acquisition significantly expanded the Group’s design and engineering capability and strengthened its presence in Brazil, a key market for energy and marine services. Proper Marine is now fully integrated and operating under the Group’s design and engineering arm, Longitude, effectively doubling capacity in this segment.

On 2 April 2025, the Group completed the acquisition of 100% of the shares in Norway-based technical resourcing consultancy, Techconsult. Techconsult continues to operate under its established brand and sits within AGR, forming one of the largest technical staffing and resourcing providers in Norway and the North Sea. The acquisition broadens the Group’s resourcing capability across the wider energy and marine landscape, including offshore wind and an expanded range of specialist roles.

### Organic Growth: Geographical Expansion & Major Projects

In parallel with its acquisition activity, the Group progressed its geographic expansion with the opening of new offices in Australia and Poland, and the establishment of operations in Namibia, further strengthening ABL Group’s footprint in Africa.

During the year, two major contract wins were announced to the Oslo Børs, reflecting multi-year project awards in asset integrity management and interconnector projects. These announcements represent selected examples of the broader range of opportunities secured across the Group during 2025.

### Executive Governance: Moving Beyond 2025

To support the next phase of the Group’s development and enhance its ability to compete in a changing and volatile market environment, Hege Norheim was appointed Chief Executive Officer of ABL Group ASA, commencing 15 September 2025, with Reuben Segal transitioning into the role of Chief Growth Officer (CGO).

On 15 September, Ian Cummins, former COO took on the newly created title as Chief Performance Officer.

These leadership changes were made to strengthen strategic execution, capital discipline and commercial focus, with a clear mandate from the Board to deliver improved and

resilient returns on capital, continued growth, and further consolidation across the energy and marine industries.

### Conclusion

The Board considers the Group's executive remuneration framework to be aligned with the delivery of the 2030 strategy, long-term shareholder value creation, and the attraction and retention of experienced leadership in a highly competitive global market.

In accordance with the resolution at the Annual General Meeting in June 2025, the remuneration of executives during 2025 has been governed by the Guidelines on the salaries and other remuneration to executive personnel ("Remuneration Policy"). All remuneration in 2025 to the Executive Management was in line with the approved Remuneration Policy.

There have been no deviations from the current Remuneration Policy. Moving forward, the policy will be submitted for approval by the general meeting in the event of any significant change and at least every four years.

### **Remuneration to the Executive Management team**

The criteria for remuneration and remuneration of the Executive Management in ABL Group are stated below:

- The Company's remuneration strategy is to offer competitive but not market leading remuneration.
- Remuneration to the executive management shall reflect the experience, the position's responsibilities and level of complexity.

Regular comparison with equivalent roles in other companies are made to ensure that the salary level is competitive.

Total remuneration to the Executive Management team is a combination of fixed and variable elements. To best safeguard the interest of customers, employees and shareholders, ABL Group considers that the correct course of action is a combination of fixed salary, bonus and share options.

The table below displays the total remuneration to the executive management in 2025 and 2024:

| Amounts in USD thousands                         |           | Fixed remuneration |                | Variable remuneration (Bonus - paid during the year but relating to the former year's performance) 1) | Pension expense | Total remuneration | Proportion of fixed and variable remuneration | Shares (On 31 December) |
|--|-----------|--------------------|----------------|---|-----------------|--------------------|---|-------------------------|
| Name, position                                   | Year paid | Base Salary        | Other Benefits |   |                 |                    |   |                         |
| Hege Norheim, CEO <sup>2)</sup>                  | 2025      | 121                | 1              | 0   | 7               | 129                | 100%/0%                                       | 6,000                   |
|  | 2024      | N/A                | N/A            | N/A   | N/A             | N/A                | N/A   | 0                       |
| Reuben Segal, CGO <sup>3)</sup>                  | 2025      | 398                | 141            | 19  | 65              | 622                | 97%/3%  | 2,074,246               |
|  | 2024      | 370                | 136            | 19  | 39              | 564                | 97%/3%  | 2,003,003               |
| Stuart Jackson, CFO                              | 2025      | 360                | 130            | 43  | 23              | 556                | 92%/8%  | 244,728                 |
|  | 2024      | 347                | 127            | 316   | 21              | 810                | 61%/39%                                       | 195,000                 |
| Svein Staalen, General Counsel                   | 2025      | 290                | 2              | 17  | 22              | 330                | 95%/5%  | 347,509                 |
|  | 2024      | 222                | 1              | 8   | 23              | 254                | 97%/3%  | 337,864                 |
| Ian Cummins, Chief Performance Officer           | 2025      | 303                | 10             | 22  | 30              | 365                | 94%/6%  | 0                       |
|  | 2024      | 112                | 8              | 0   | 11              | 131                | 100%/0%                                       | 0                       |
| Katherine Phillips, Chief Transformation Officer | 2025      | 284                | 1              | 11  | 28              | 324                | 97%/3%  | 26,630                  |
|  | 2024      | 262                | 2              | 4   | 26              | 294                | 99%/1%  | 0                       |
| RV Ahilan, Chief Energy Transition Officer       | 2025      | 283                | 7              | 10  | 28              | 328                | 97%/3%  | 1,048,745               |
|  | 2024      | 249                | 19             | 11  | 25              | 304                | 96%/4%  | 887,705                 |
| Bader Diab, COO <sup>4)</sup>                    | 2025      | -                  | -              | -   | -               | -                  | -   | -                       |
|  | 2024      | 285                | 16             | 16  | 11              | 328                | 95%/5%/                                       | -                       |

Table 1

- 1) Employees who have submitted notice of resignation are not eligible for bonus payout. Bonus paid in 2025 is relating to performance in 2024.
- 2) Mrs. Norheim was appointed as CEO and started in her new position on 15 September 2025. Remuneration is reflecting this service period.
- 3) Mr. Segal stepped down as CEO on 15 September and was simultaneously appointed as Chief Growth Officer from the same date. His remuneration reflects the full year remuneration for both positions
- 4) Mr. Diab resigned from the Executive Management Team on 30 September 2024. Remuneration is reflecting this service period.

### Base salary

Fixed annual salary (adjusted annually).

### Other benefits

Other benefits such as telephone, broadband, newspaper, fixed car allowance. Executives, like other employees, are affiliated with the Company's current life and health insurance scheme.

### Pension

The Executive Management team is included in the same pension and insurance programs as other employees in the Group.

### Shares

Shares owned by the members of the Executive Management as of 31 December for the relevant year.

### Variable remuneration

The Company has as from 2024 implemented a Short-Term Incentive Plan (“STIP”) available to the Executive Management and all other full-time employees.

The maximum allowable bonus will be a percentage of the base salary that is based on the employees’ grade, including Executive Management, with a possibility to increase/decrease based on individual performance.

The STIP payouts are subject to performance criteria based on earnings, working capital management and other segment specific targets intended to drive long term growth of the business and may be settled by a combination of cash and shares in ABL Group ASA. The relative weighting between the performance criteria for the Executive Management is as follows:

- Group performance/Earnings: 25%
- Maintaining corporate cost threshold: 50%
- Achieving certain group wide working capital collection targets: 25%

The Company has also, as from 2024 implemented a Long-Term Incentive Plan (“LTIP”) available to a limited number of senior Management including the Executive Management team.

The Executive Management team were granted new options through the LTIP plan during the reported financial year. Details are found in the table below.

### Historical share-based remuneration

The Group had implemented employee share option plans (Long Term Incentive Plan) for 2019, 2020 and 2022 (“LTIP 2019”, “LTIP 2020” and “LTIP 2022”), where the Company had originally granted 8,505,000, 11,000,000 and 1,000,000 share options, respectively.

Each option gives the holder the right to acquire one share in ABL Group ASA. The options are granted without consideration. Subject to certain conditions, the option holders are obligated to reinvest 25 percent of the pre-tax net gain on the options in ABL Group ASA shares, and to hold these shares for up to three years following exercise. One third of these shares will be released from this obligation each year following exercise.

The Board of Directors may choose to settle the options by way of cash settlement in lieu of issuing new shares. Exercise terms may be reasonably adjusted by the Board of Directors in the event of dividend payments, share splits or certain other events relating to the equity share capital of the Company.

At the end of 2025, the number of outstanding share options was 696,000 of which all vested in June 2025 and remain exercisable until 11 April 2026. By close of the exercise period in April 2026 and due to the difference between market price and exercise price being limited the Board decided to honour the options in cash rather than granting the opportunity to exercise and hold the shares.

### Current share-based remuneration plans

The Group currently has two share-based incentive plans, STIP – Short Term Incentive Plan covering all employees and LTIP – Long Term Incentive Plan covering a certain number of senior managers.

During 2025 the executive management were granted in total 103,286 shares under the STIP 2024 plan. These shares are included in the total number of shares owned per 31 December 2025, ref table 1 above.

With respect to the LTIP 2024, the employees will surrender their 2024 Performance Share Units (PSUs) and in return LTIP shares will be delivered to the relevant employees in 2026 (50% of award) and 2027 (50% of award), provided the employee remains employed with ABL Group through the settlement dates as well as no breach of employment conditions and/or ABL Group Code of Conduct. From the moment the shares are converted from PSUs to LTIP shares, they shall be entitled to receive the economic benefit from any dividend or other form of distribution to the shareholders of the Company by way of increasing the number of Shares. This share increase is reflected in the table further below.

In addition, as part of LTIP 2025, the Company issued awards of PSUs to key employees of the Company, being part of the executive and senior leadership teams (each a PSU Holder). The PSUs were intended to give the PSU Holder the right to receive shares in the Company, subject to the achievement of certain performance criteria and continued employment on the relevant settlement dates.

The conversion of PSUs to shares was to be determined based on performance against two target metrics: (i) group adjusted EBIT and (ii) return on capital employed, measured over the period from 1 January 2025 to 31 December 2025. Following assessment of performance against these metrics, the Board of Directors has determined that the required performance thresholds were not met. As a result, no PSUs awarded under LTIP 2025 will convert into shares, and no shares will be delivered to PSU Holders in respect of this award cycle.

The Company operates an annual Short Term Incentive Plan (STIP), which is discretionary and not contractual. For the 2025 financial year, overall business performance did not meet the thresholds required for a formulaic payout under the plan. As a result, the Board exercised discretion in determining STIP outcomes. Within the overall discretionary framework approved by the Board, most leaders chose to prioritise available bonus funding towards employees at Grade 13 and below. STIP payments approved for 2025 will be made in cash.

The table below is stating information relating to options owned and vested by the Executive Management team but not exercised per year end 2025:

| Name               |           |             |  |                              |                            | Opening balance                        | During the year       |                      | Closing balance                                  |  |
|--------------------|-----------|-------------|--|------------------------------|----------------------------|--|-----------------------|----------------------|--|--|
|                    | Plan      | Award date  | Vesting date   | Exercise period              | Strike price of the shares | Share options awarded, opening balance | Share options awarded | Share options vested | Share options subject to a performance condition | Share options awarded and vested but not exercised |
| Hege Norheim       |           | 15 Sep 2025 | 33.33% at Sep 2026<br>33.33% at Sep 2027<br>33.33% at Sep 2028 | Within 5 years of award date | 9.10                       | -                                      | 1,500,000             | -                    | 1,500,000  | -  |
| Reuben Segal       | LTIP 2024 | 8 Mar 2024  | 50% at 1 Mar 2026  | 1 Mar 2026 to 1 Sep 2026     | 0.10                       | 40,174                                 | 847                   | -                    | 41,021   | -  |
| Stuart Jackson     |           |             |  |                              |                            | 37,617                                 | 792                   | -                    | 38,409   | -  |
| Svein Staaen       |           |             |  |                              |                            | 19,627                                 | 413                   | -                    | 20,040   | -  |
| Ian Cummins        |           |             |  |                              |                            | 9,133                                  | 190                   | -                    | 9,323  | -  |
| Katherine Phillips |           |             |  |                              |                            | 22,663                                 | 476                   | -                    | 23,139   | -  |
| RV Ahilan          |           |             |  |                              |                            | 21,515                                 | 452                   | -                    | 21,967   | -  |
| Reuben Segal       | LTIP 2025 | 8 May 2025  | 50% at 1 May 2027  | 1 May 2027 to 1 Nov 2027     | 0.10                       | -                                      | 101,797               | -                    | 101,797  | -  |
| Stuart Jackson     |           |             |  |                              |                            | -                                      | 90,986                | -                    | 90,986   | -  |
| Svein Staaen       |           |             |  |                              |                            | -                                      | 51,117                | -                    | 51,117   | -  |
| Ian Cummins        |           |             |  |                              |                            | -                                      | 55,238                | -                    | 55,238   | -  |
| Katherine Phillips |           |             |  |                              |                            | -                                      | 53,973                | -                    | 53,973   | -  |
| RV Ahilan          |           |             |  |                              |                            | -                                      | 51,238                | -                    | 51,238   | -  |

Table 2

During 2025, LTIP options totalling 404 thousand options were granted to members of the executive management (see table 2). Subsequent to year-end, in Q1 2026, the Board resolved to reverse all LTIP grants made during 2025. The reversal will be accounted for in the 2026 financial statements in accordance with IFRS 2.28.

Executive remuneration and Company performance over the last five reported financial years.

The table below includes the annual changes in the company's performance and in the average remuneration of the company's employees during the last five years. Figures are annualized.

| Amounts in USD thousands   | 2021 <sup>*)</sup> | 2022 | 2023 | 2024 | 2025 |
|--|--------------------|------|------|------|------|
| <b>Executive remuneration</b>  |                    |      |      |      |      |
| Hege Norheim   | -                  | -    | -    | -    | 435  |
| % change   | -                  | -    | -    | -    | 0%   |
| Reuben Segal   | 374                | 461  | 535  | 564  | 622  |
| % change   | 2%                 | 23%  | 16%  | 5%   | 10%  |
| Stuart Jackson   | -                  | -    | 592  | 810  | 556  |
| % change   | -                  | -    | 0%   | 37%  | -31% |
| Svein Staaen   | 256                | 237  | 228  | 254  | 330  |
| % change   | 16%                | -7%  | -4%  | 11%  | 30%  |
| Ian Cummins  | -                  | -    | -    | 330  | 365  |
| % change   | -                  | -    | -    | 0%   | 11%  |
| Katherine Phillips   | -                  | -    | 272  | 294  | 324  |
| % change   | -                  | -    | 0%   | 8%   | 10%  |
| RV Ahilan  | 296                | 229  | 260  | 304  | 328  |
| % change   | 11%                | -23% | 14%  | 17%  | 8%   |
| Bader Diab   | -                  | 453  | 392  | 328  | -    |
| % change   | -                  | 0%   | -13% | -16% | -    |
| <b>Company performance</b>   |                    |      |      |      |      |
| EBIT %   | 4.9%               | 7.5% | 6.6% | 3.4% | 0.9% |
| <b>Increase / decrease in average remuneration per employee on a full-time equivalent basis <sup>**)</sup></b> |                    |      |      |      |      |
| ABL Group (except members of the executive management)   | 9.3%               | 7.5% | 7.4% | N/A  | 8.2% |

Table 3

\*) For the executive management team, there were no salary rises in 2021, and any perceived salary changes were related to currency changes when converting to USD.

\*\*) The changes in average remuneration per employee will be influenced by changes in employees due to acquisitions, divestitures, new hires, retirements, and changes in the USD/local currency exchange rates. From 2024 the Group has decided to move the annual salary adjustment to 1 April every year and first-time adjustment being 1 April 2025, hence no reasonable adjustment may be calculated for 2024. The increase for 2025 covers the period 1 January 2025 to 31 December 2025.

The Board of Directors has today considered and adopted the Remuneration Report of ABL Group ASA for the financial year 2025. The report has been prepared in accordance with section 6-16b of the Norwegian Public Limited Liability Companies Act.

The Remuneration Report will be presented to the Annual General Meeting in 2026 for an advisory vote.

The Board of Directors

ABL Group ASA

Oslo, 27 April 2026



Glen Ole Rødland  
(Chair)



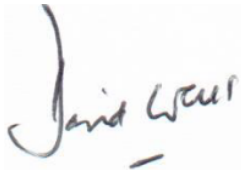
Yvonne Litsheim Sandvold  
(Board member)



Synne Syrrist  
(Board member)



Rune Eng  
(Board member)



David Wells  
(Board member)



To the General Meeting of ABL Group ASA

## Independent auditor's assurance report on report on salary and other remuneration to directors

### Opinion

We have performed an assurance engagement to obtain reasonable assurance that ABL Group ASA report on salary and other remuneration to directors (the remuneration report) for the financial year ended 31 December 2025 has been prepared in accordance with section 6-16 b of the Norwegian Public Limited Liability Companies Act and the accompanying regulation.

In our opinion, the remuneration report has been prepared, in all material respects, in accordance with section 6-16 b of the Norwegian Public Limited Liability Companies Act and the accompanying regulation.

### Board of directors' responsibilities

The board of directors is responsible for the preparation of the remuneration report and that it contains the information required in section 6-16 b of the Norwegian Public Limited Liability Companies Act and the accompanying regulation and for such internal control as the board of directors determines is necessary for the preparation of a remuneration report that is free from material misstatements, whether due to fraud or error.

### Our Independence and Quality Management

We are independent of the company as required by laws and regulations and the International Ethics Standards Board for Accountants' Code of International Ethics for Professional Accountants (including International Independence Standards) (IESBA Code), and we have fulfilled our other ethical responsibilities in accordance with these requirements. We apply the International Standard on Quality Management (ISQM) 1 «Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements», and accordingly, maintain a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

### Auditor's responsibilities

Our responsibility is to express an opinion on whether the remuneration report contains the information required in section 6-16 b of the Norwegian Public Limited Liability Companies Act and the accompanying regulation and that the information in the remuneration report is free from material misstatements. We conducted our work in accordance with the International Standard for Assurance Engagements (ISAE) 3000 – «Assurance engagements other than audits or reviews of historical financial information».

We obtained an understanding of the remuneration policy approved by the general meeting. Our procedures included obtaining an understanding of the internal control relevant to the preparation of the remuneration report in order to design procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. Further we performed procedures to ensure completeness and accuracy of the information provided in the remuneration report, including whether it contains the information required by the law and accompanying regulation. We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Oslo, 27 April 2026  
**PricewaterhouseCoopers AS**



Karoline Aanerud  
State Authorised Public Accountant

**To item 15 on the Agenda:**

Proposed new Articles of Association

## Endringsforslag til ordinær generalforsamling 27. mai 2026

### Vedtekter for Aqualis ASA

#### § 1. Navn

Selskapets navn er Aqualis ASA. Selskapet er et allmennaksjeselskap.

#### § 2. Forretningskontor

Selskapets forretningskontor er i Oslo kommune.

#### § 3. Formål

Selskapets formål er å tilby tjenester til marine- og energi industrien, og andre tilgrensede industrier, alene eller gjennom eierskap i andre virksomheter.

#### § 4. Aksjekapital

Selskapets aksjekapital er NOK 13.342.536,70, fordelt på 133.425.367 aksjer hver pålydende NOK 0,10. Aksjene skal registreres i VPS.

#### § 5. Styre

Selskapets styre skal ha 3-8 medlemmer.

Styret velges for to år om gangen og styremedlemmer kan ta gjenvalg. Dersom stemmelikhet ved avstemminger i styret skal styrets formann ha dobbeltstemme.

#### § 6. Valgkomité

Selskapet skal ha en valgkomité. Valgkomiteen skal bestå av inntil tre medlemmer. Medlemmene av valgkomiteen skal velges av generalforsamlingen, som også skal velge valgkomiteens leder. Godtgjørelse til valgkomiteens medlemmer fastsettes av generalforsamlingen. Generalforsamlingen skal vedta nærmere retningslinjer for valgkomiteens arbeid.

#### § 7. Firma

Selskapets firma tegnes av to styremedlemmer i fellesskap. Styret kan meddele prokura.

#### § 8. Ordinær generalforsamling

Innkalling til generalforsamling foretas av styret i overensstemmelse med gjeldende lovgivning.

På den ordinære generalforsamling skal behandles:

1. Godkjenning av årsregnskapet og årsberetningen, herunder utdeling av utbytte.
2. Fastsettelse av godtgjørelse til styret og godkjenning av godtgjørelse til revisor.
3. Valg av styreleder, styremedlemmer og revisor.
4. Andre saker som i henhold til lov eller vedtekt hører inn under generalforsamling.

## **§ 9. Elektronisk distribusjon av årsrapport og andre dokumenter til generalforsamlingen**

Dokumenter som gjelder saker som skal behandles på generalforsamlingen trenger ikke sendes til aksjeeierne dersom dokumentene er gjort tilgjengelige for aksjeeierne på selskapets nettsider. Dette gjelder også dokumenter som etter lov skal inntas i eller vedlegges innkallingen til generalforsamlingen. En aksjeeier kan likevel kreve å få tilsendt dokumenter som gjelder saker som skal behandles på generalforsamlingen.

## **§ 10. Tillatelse til forhåndsstemmegivning på generalforsamling**

Styret kan bestemme at aksjonærene skal kunne avgi sin stemme skriftlig, herunder ved bruk av elektronisk kommunikasjon, i en periode før generalforsamlingen. For slik stemmegivning skal det benyttes en betryggende metode for å autentisere avsenderen.

*Forslag til ny § 11 (betinget av relisting til Euronext Growth Oslo):*

## **§ 11 Tilbudsplikt**

- 1) Denne § 11 gjelder fra det tidspunkt Selskapets aksjer er tatt opp til handel på Euronext Growth Oslo, og så lenge aksjene er tatt opp til handel der.
- 2) Den som ved erverv blir eier av aksjer som representerer mer enn 1/3 av stemmene i Selskapet, plikter å gi et tilbud om kjøp av de øvrige aksjene i Selskapet i henhold til reglene i denne § 11.

Tilbudsplikt utløses også når en aksjeeier:

- a) som allerede eier aksjer som representerer mer enn 1/3 av stemmene i Selskapet, ved erverv blir eier av aksjer som representerer 40 % eller mer av stemmene i Selskapet,
- b) som allerede eier aksjer som representerer 40 % eller mer av stemmene i Selskapet, ved erverv blir eier av aksjer som representerer 50 % eller mer av stemmene i Selskapet, eller
- c) som har passert en tilbudspliktgrense på en måte som ikke utløser tilbudsplikt (enten i henhold til denne § 11 eller under verdipapirhandelloven §§ 6-1 og 6-6 i perioden Selskapet var notert på Euronext Oslo Børs), og derfor ikke har fremsatt et pliktig tilbud, ved ethvert etterfølgende erverv øker sin stemmeandel i Selskapet.

Som "erverv" etter dette punkt 2) regnes også erverv av:

- (i) aksjer som representerer mer enn 50 % av stemmene i et selskap hvis vesentligste virksomhet består i å eie aksjer i Selskapet, og
- (ii) andel i ansvarlig selskap eller kommandittselskap som eier aksjer i Selskapet, der andelshaverne bare er nærstående.

I relasjon til reglene om tilbudsplikt regnes like med en aksjeeiers egne aksjer, aksjer som eies eller erverves av nærstående. Tilbudsplikt inntreer uavhengig av om ervervet foretas av aksjeeieren selv eller av aksjeeierens nærstående.

Med "nærstående" menes nærstående som nevnt i verdipapirhandelloven § 2-5.

Styret avgjør om en person skal anses som en nærstående etter denne § 11 og skal meddele sin vurdering til de involverte personene.

- 3) Tilbudsplikt inntreer ikke ved erverv i form av:
- a) arv eller gave,
  - b) vederlag ved skifte,
  - c) vederlag ved fisjon eller fusjon av aksjeselskap eller allmennaksjeselskap, eller
  - d) et pliktig tilbud i henhold til denne § 11.

Tilbudsplikt gjelder heller ikke dersom

- (i) en tilbudspliktgrense passerer som følge av et frivillig tilbud,
  - (ii) det frivillige tilbudet var fremsatt i samsvar med reglene om pliktige tilbud, og
  - (iii) det var opplyst i tilbudsdokumentet at det frivillige tilbudet fremsettes i samsvar med reglene om pliktige tilbud, og at dette medfører at det ikke vil inntre tilbudsplikt selv om tilbudspliktgrensen passerer som følge av tilbudet.
- 4) Når avtale om erverv som vil utløse tilbudsplikt er inngått, skal den som har eller vil få tilbudsplikt straks gi melding om dette til Selskapet. I meldingen skal det angis om det vil bli fremsatt et pliktig tilbud eller om det vil foretas salg som beskrevet i punkt 6).
- 5) Inntil et pliktig tilbud er fremsatt eller salg er gjennomført etter punkt 6), kan det for den del av aksjene som overstiger grensen for tilbudsplikt ikke utøves andre rettigheter i Selskapet enn retten til å heve utbytte for aksjene og til å utøve fortrinnsrett ved kapitalforhøyelse.
- 6) Tilbudsplikten bortfaller dersom det foretas salg av aksjer slik at stemmeandelen kommer under grensen for tilbudsplikt og slikt salg foretas innen fire uker etter at tilbudsplikten inntrådte.

Salget skal omfatte den del av aksjene som overstiger grensen for tilbudsplikt i punkt 2) første ledd. Ved tilbudsplikt i henhold til punkt 2) andre ledd kan salget begrenses til de aksjer som er ervervet ved det etterfølgende ervervet.

- 7) Tilbudet om kjøp av de øvrige aksjene i Selskapet skal oppfylle følgende krav:
- (i) Tilbud skal fremsettes uten ugrunnet opphold og senest innen fire uker etter at tilbudsplikten inntrådte.
  - (ii) Tilbudet skal omfatte alle selskapets aksjer, herunder aksjer med begrenset stemmevekt eller uten stemmerett.
  - (iii) Tilbudet kan ikke gjøres betinget.

- (iv) Tilbudsprisen skal minst tilsvare det høyeste vederlag tilbyderen har betalt eller avtalt i perioden seks måneder før tilbudsplikten inntrådte. Dersom det er klart at markedskursen når tilbudsplikten inntreffer er høyere enn den pris som følger av første punktum, skal tilbudsprisen være minst like høy som markedskursen.
  - (v) Dersom tilbyderen, etter at tilbudsplikten inntrådte og før utløpet av tilbudsperioden etter punkt 8), har betalt eller avtalt høyere vederlag enn tilbudsprisen, skal tilbudsprisen forhøyes tilsvarende, og aksjeeiere som allerede har akseptert skal ha rett til den forhøyede prisen.
  - (vi) Oppgjør i henhold til tilbudet skal skje i penger. Et tilbud kan likevel gi aksjeeierne rett til å velge annet oppgjør.
  - (vii) Oppgjør skal finne sted snarest og senest innen 14 dager etter tilbudsperiodens utløp.
  - (viii) Tilbyderen skal ikke forskjellsbehandle aksjeeiere ved fremsettelse av tilbud.
- 8) Tilbudet skal angi en frist for aksjeeier til å akseptere tilbudet (tilbudsperioden) som ikke kan settes kortere enn fire uker og ikke lengre enn seks uker. Dersom tilbudsprisen forhøyes i tilbudsperioden, skal tilbudsperioden forlenges slik at det gjenstår minst to uker til fristens utløp.

Før tilbudsperiodens utløp kan tilbyderen fremsette nytt tilbud. Selskapets aksjeeiere har rett til å velge mellom tilbudene. Fremsettes nytt tilbud, skal tilbudsperioden forlenges slik at det gjenstår minst to uker til fristens utløp.

- 9) Den som har tilbudsplikt, skal utarbeide et tilbudsdokument som gjengir tilbudet og gir riktige og fullstendige opplysninger om forhold av betydning ved vurderingen av tilbudet.

Tilbudsdokumentet skal sendes til alle aksjeeiere med kjent oppholdssted, og Selskapet skal medvirke til at utsendelse kan finne sted.

Tilbudet og tilbudsdokumentet skal godkjennes av Selskapets styre før tilbudet fremsettes eller offentliggjøres.

- 10) Når det fremsettes et tilbud som følge av tilbudsplikt, skal styret utarbeide og offentliggjøre en uttalelse med styrets begrunnede vurdering av tilbudets konsekvenser i forhold til Selskapets interesser. Uttalelsen skal foreligge senest én uke før tilbudsperiodens utløp.

Dersom styret ikke finner å kunne gi en anbefaling om hvorvidt aksjeeierne bør akseptere tilbudet eller ikke, skal dette begrunnes i uttalelsen, og det skal også opplyses om styremedlemmenes og daglig leders eventuelle standpunkt til tilbudet i egenskap av aksjeeiere.

- 11) Dersom en erverver (i) ikke oppfyller tilbudsplikten i samsvar med denne § 11, eller (ii) ikke bringer sin stemmeandel under relevant tilbudspliktgrense innen fristen for slikt salg etter punkt 6), kan styret beslutte å selge de aksjene som overstiger den relevante tilbudspliktgrensen.

Salget av aksjene skal gjennomføres på Euronext Growth Oslo, gjennom et anerkjent verdipapirforetak/meglerforetak, på vilkår styret finner rimelige under hensyn til likebehandling og best mulig gjennomføring av salget. Salget kan gjennomføres i én eller flere transaksjoner til gjeldende markedskurs(er), slik styret finner hensiktsmessig.

Styret skal gi den aktuelle erververen skriftlig varsel minst to uker før aksjene selges.

Vederlaget for aksjene skal utbetales til erververen mot overføring av aksjene, med fradrag for meglerkostnader, skatter/avgifter og rimelige kostnader ved gjennomføringen. Et eventuelt udekket beløp skal anses som en forpliktelse for erververen overfor Selskapet.

Erververen plikter å medvirke, og sørge for medvirkning fra eventuelle nærstående, slik at salget kan gjennomføres, herunder ved å gi nødvendige instruksjoner og signere nødvendige dokumenter.

12) Dersom det fremmes forslag om å endre eller fravike denne § 11, har følgende aksjeeiere ikke rett til å stemme over slikt forslag:

- a) enhver som før generalforsamlingen har utløst tilbudsplikt etter denne § 11, og som ikke har oppfylt tilbudsplikten ved å fremsette et tilbud eller ved å bringe stemmeandelen under relevant tilbudspliktgrense innen fristen etter punkt 6), og
- b) enhver som har passert en grense for tilbudsplikt uten å fremsette et tilbud, og som dermed vil utløse tilbudsplikt dersom vedkommende øker sin stemmeandel ved et senere erverv.

Begrensningen i stemmeretten i dette punkt 12) gjelder tilsvarende for nærstående av aksjeeier nevnt i bokstav a) og b).

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*Office Translation – For information purposes only*

## **Aqualis ASA**

### Articles of Association

#### **Article 1. Name**

The name of the company is Aqualis ASA. The company is a public limited company.

#### **Article 2. Registered Office**

The Company's registered office is located in Oslo.

#### **Article 3. Purpose**

The Company's purpose is to offer services to the marine and energy industry and related industries, on its own or through ownership in other companies.

#### **Article 4. Share-capital**

The Company's share capital is NOK 13,342,536.70 divided on 133,425,367 shares each with a par value of NOK 0.10. The shares shall be registered with the Norwegian Central Securities Depository.

#### **Article 5. Board of Directors**

The Board of the Company shall be composed of 3-8 members.

The Board will be elected for two years at the time and the members of the Board may be re-elected. If as a result of a Board vote there is an equality of votes, the Chairman of the Board shall have the casting vote.

#### **Article 6. Election Committee**

The Company shall have an Election Committee. The committee shall consist of up to three members. The members of the Committee shall be elected by the Company's General Meeting, who also appoints the Committee's Chairperson. Remuneration to the Election Committee members shall be determined by the General Meeting. The General Meeting shall also adopt the rules of procedure for the Committee's work.

#### **Article 7. Signature**

The company's signature is held jointly by two of the members of the Board. The Board may grant power of procuration.

#### **Article 8. Ordinary Shareholders Meeting**

The notice for the ordinary shareholders' meeting is to be dispatched by the Board in accordance with current legislation.

The following items must be considered at the shareholders meeting:

1. Adoption of the profit and loss accounts and the balance sheet, including the declaration of dividend.

2. Stipulation of remuneration to the Board and approval of remuneration to the state authorized accountant.
3. Election of the Chairman of the Board, members of the Board and state authorized accountant
4. Other matters specified by statute for consideration by the shareholders meeting.

#### **Article 9. Electronic distribution of annual accounts and other documents for shareholders' meetings**

Documents relating to matters which shall be considered at a general meeting need not be sent to the shareholders if the documents have been made available to the shareholders on the Company's website. This also includes documents that according to law shall be incorporated into or be attached to the notice of the general meeting. A shareholder may require that documents which shall be considered at a general meeting is sent to the shareholder.

#### **Article 10. Approval of advance voting at a shareholder meeting**

The Board may decide that the shareholders may vote in writing, including by way of electronic communication, in a period before the general meeting. Voting in writing requires an adequately secure method to authenticate the sender.

*Proposal for new Article 11 (subject to relisting to Euronext Growth Oslo):*

#### **Article 11. Mandatory Bid**

- 1) This Article 11 shall apply from the time the Company's shares are admitted to trading on Euronext Growth Oslo, and for as long as the shares remain admitted to trading there.
- 2) Any person who, through an acquisition, becomes the owner of shares representing more than one-third of the votes in the Company is obliged to make an offer to purchase the remaining shares in the Company in accordance with the rules in this Article 11.

Mandatory bid obligations shall also be triggered when a shareholder:

- d) who already owns shares representing more than one-third of the votes in the Company, through an acquisition becomes the owner of shares representing 40% or more of the votes in the Company;
- e) who already owns shares representing 40% or more of the votes in the Company, through an acquisition becomes the owner of shares representing 50% or more of the votes in the Company; or
- f) who has passed a mandatory bid threshold in a manner that does not trigger mandatory bid obligations (whether pursuant to this Article 11 or under Articles 6-1 and 6-6 of the Norwegian Securities Trading Act during the period when the Company was listed on Euronext Oslo Børs), and therefore has not made a mandatory offer, increases its voting interest in the Company through any subsequent acquisition.

For the purposes of this item 2), "acquisition" shall also include the acquisition of:

- (iii) shares representing more than 50% of the votes in a company whose principal business consists of owning shares in the Company; and

- (iv) an ownership interest in a general partnership or limited partnership owning shares in the Company, where the partners are exclusively related parties.

In relation to the rules on mandatory bid obligations, shares owned or acquired by a related party shall be treated in the same manner as a shareholder's own shares. Mandatory bid obligations shall arise irrespective of whether the acquisition is made by the shareholder itself or by a related party of the shareholder.

"Related party" shall mean a related party as referred to in Section 2-5 of the Norwegian Securities Trading Act. The Board shall determine whether a person shall be regarded as a related party under this Article 11 and shall notify the persons concerned of its assessment.

- 3) Mandatory bid obligations are not triggered in the case of acquisitions by way of:
  - e) inheritance or gift;
  - f) consideration in connection with probate;
  - g) consideration in connection with a demerger or merger of a private limited liability company or a public limited liability company; or
  - h) a mandatory offer made pursuant to this Article 11.

Mandatory bid obligations shall also not apply if:

- (iv) a mandatory bid threshold is passed as a result of a voluntary offer,
  - (v) the voluntary offer was made in accordance with the rules applicable to mandatory offers; and
  - (vi) it was stated in the offer document that the voluntary offer was made in accordance with the rules applicable to mandatory offers, and that this entails that no mandatory bid obligation will arise even if the mandatory bid threshold is passed as a result of the offer.
- 4) When an agreement concerning an acquisition that will trigger mandatory bid obligations has been entered into, the person who has or will incur mandatory bid obligations shall immediately notify the Company thereof. The notification shall state whether a mandatory offer will be made or whether a sale as described in item 6) will be carried out.
  - 5) Until a mandatory offer has been made or a sale has been completed pursuant to item 6), no rights in the Company may be exercised in respect of the shares exceeding the mandatory bid threshold other than the right to receive dividends on the shares and to exercise pre-emptive rights in connection with a share capital increase.
  - 6) Mandatory bid obligations shall cease if shares are sold such that the voting rights falls below the mandatory bid threshold, provided that such sale is carried out within four weeks after the mandatory bid obligations are triggered.

The sale shall comprise the shares exceeding the mandatory bid threshold under item 2) first paragraph. Where mandatory bid obligations arise pursuant to item 2)

second paragraph, the sale may be limited to the shares acquired through the subsequent acquisition.

- 7) The offer to purchase the remaining shares in the Company shall satisfy the following requirements:
- (i) The offer shall be made without undue delay and no later than four weeks after the mandatory bid obligations were triggered.
  - (ii) The offer shall comprise all shares in the Company, including shares with restricted voting rights or without voting rights.
  - (iii) The offer must be unconditional.
  - (iv) The offer price shall be at least equal to the highest consideration paid or agreed by the offeror during the six-month period prior to the mandatory bid obligation arising. If it is clear that the market price at the time the mandatory bid obligation is triggered is higher than the price resulting from the first sentence, the offer price shall be at least equal to the market price.
  - (v) If, after the mandatory bid obligation was triggered and before the expiry of the offer period under item 8), the offeror has paid or agreed higher consideration than the offer price, the offer price shall be increased correspondingly, and shareholders who have already accepted the offer shall be entitled to the increased price.
  - (vi) Settlement under the offer shall be made in cash. However, the offer may give shareholders the right to choose another form of consideration.
  - (vii) Settlement shall take place as soon as possible and no later than 14 days after expiry of the offer period.
  - (viii) The offeror shall not discriminate between shareholders when making the offer.
- 8) The offer shall state a time limit for shareholders to accept the offer (the offer period), which may not be shorter than four weeks and not longer than six weeks. If the offer price is increased during the offer period, the offer period shall be extended so that at least two weeks remain until expiry of the time limit.

Before expiry of the offer period, the offeror may make a new offer. The Company's shareholders shall be entitled to choose between the offers. If a new offer is made, the offer period shall be extended so that at least two weeks remain until expiry of the time limit.

- 9) The person subject to mandatory bid obligations shall prepare an offer document setting out the offer and providing accurate and complete information on matters of significance for the assessment of the offer.

The offer document shall be sent to all shareholders with a known place of residence, and the Company shall assist in enabling such distribution to take place.

The offer and the offer document shall be approved by the Board before the offer is made or published.

- 10) When an offer is made as a result of mandatory bid obligations, the Board shall prepare and publish a statement containing the Board's reasoned assessment of the consequences of the offer in relation to the Company's interests. Such statement shall be made available no later than one week before expiry of the offer period.

If the Board does not consider itself able to make a recommendation as to whether shareholders should accept the offer, this shall be explained in the statement, which shall also state the position, if any, of the Board members and the chief executive officer on the offer in their capacity as shareholders.

- 11) If an acquirer (i) does not comply with the mandatory bid obligations in accordance with this Article 11, or (ii) does not bring its voting interest below the relevant mandatory bid threshold within the deadline for such sale under item 6), the Board may resolve to sell the shares exceeding the relevant mandatory bid threshold.

The sale of the shares shall be carried out on Euronext Growth Oslo through a recognized investment firm or brokerage firm, on terms which the Board considers reasonable having regard to equal treatment and the best possible execution of the sale. The sale may be carried out in one or more transactions at the prevailing market price or prices, as the Board considers appropriate.

The Board shall give the relevant acquirer written notice at least two weeks before the shares are sold.

The consideration for the shares shall be paid to the acquirer against transfer of the shares, after deduction of brokerage costs, taxes or duties and reasonable costs of implementation. Any uncovered amount shall be deemed to constitute an obligation owed by the acquirer to the Company.

The acquirer shall be obliged to cooperate, and to procure cooperation from any related parties, so that the sale may be carried out, including by giving the necessary instructions and signing the necessary documents.

- 12) If a proposal is made to amend or derogate from this Article 11, the following shareholders shall not be entitled to vote on such proposal:

- c) any person who, prior to the general meeting, has triggered mandatory bid obligations under this Article 11 and has not complied with such obligations by making an offer or by bringing its voting rights below the relevant threshold within the deadline under item 6); and
- d) any person who has passed a mandatory bid threshold without making an offer, and who will thereby trigger mandatory bid obligations if such person increases its proportions of voting rights through a subsequent acquisition.

The voting restriction in this item 12) shall apply correspondingly to a related party of a shareholder referred to in paragraphs a) and b).

**Notice of attendance****Ref no:****PIN code:****Notice of Annual General Meeting**

Meeting in ABL GROUP ASA will be held on 27 May 2026 at 11.00 a.m. Address: at the Company's offices at Karenslyst allé 4, 0278 OSLO, Norway.

The company accepts votes in advance for this Meeting. Registration Deadline for advance votes: 25 May 2026 at 4 p.m.

Advance votes may only be executed electronically, through the Company's website [www.abl-group.com](http://www.abl-group.com) or via VPS Investor Services <https://investor.vps.no/garm/auth/login>

**Notice of attendance**

The Undersigned will attend the Annual General Meeting on the 27 May 2026 and cast votes for:

\_\_\_\_\_ own shares.

Notice of attendance should be registered electronically through the Company's website [www.abl-group.com](http://www.abl-group.com) or via VPS Investor Services <https://investor.vps.no/garm/auth/login>

For notification of attendance through the Company's website, the above-mentioned pin code and reference number must be stated. Alternatively through VPS Investor service where pin code and reference number is not needed.

If you are not able to register this electronically, you may send the notice of attendance 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 notice of attendance must be received no later than 25 May 2026 at 4 p.m.

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

\_\_\_\_\_

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|       |      |                         |
|-------|------|-------------------------|
| Place | Date | Shareholder's signature |
|-------|------|-------------------------|

**Proxy without voting instructions** for Annual General Meeting of ABL GROUP ASA  
*If you are unable to attend the meeting, you may grant proxy to another individual.*

**Ref no:**

**PIN code:**

Proxy should be submitted electronically through the Company's website [www.abl-group.com](http://www.abl-group.com) or via VPS Investor Services <https://investor.vps.no/garm/auth/login>

For granting proxy through the Company's website, the above-mentioned pin code and reference number must be stated. Alternatively through VPS Investor service where pin code and reference number is not needed.

If you are not able to register this electronically, you may send the proxy 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 you send the proxy without naming the proxy holder, the proxy will be deemed given to the Chair of the Board of Directors or an individual authorised by him or her.

This proxy must be received no later than 25 May 2026 at 4 p.m.

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

the Chairman 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 Annual General Meeting of ABL GROUP ASA on 27 May 2026.

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| Place | Date | Shareholder's signature (Only for granting proxy) |
|-------|------|---|
|-------|------|---|

If the shareholder is a Company, the Company's Certificate of Registration must be attached to the proxy.

### Proxy with voting instructions

If you are unable to attend the Annual General Meeting in person, you may use this proxy form to give voting instructions to Chairman of the Board of Directors or the person authorised by him or her.

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 25 May 2026 at 4 pm. If the shareholder is a Company, the Company's Certificate of Registration must be attached to the proxy.

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

The undersigned: \_\_\_\_\_

Ref no: \_\_\_\_\_

hereby grants the Chairman of the Board of Directors (or the person authorised by him or her) proxy to attend and vote for my/our shares at the Annual General Meeting of ABL GROUP ASA on 27 May 2026

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 ABL GROUP ASA Annual General Meeting   | For                      | Against                  | Abstain                  |
|---|--------------------------|--------------------------|--------------------------|
| 2. Election of the chairman of the meeting and a person to co-sign the minutes  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. Approval of the notice of the meeting and the agenda   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. a) Approval of the 2025 Annual Report, financial statements and Director's report  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| b) Approval of dividend payment   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| c) Power of attorney to the Board of Directors to resolve to distribute dividend  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. Auditor's remuneration   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. Election of members to the Board of Directors  |                          |                          |                          |
| Rasmus Nord   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. Re-election of members to the Nomination Committee   |                          |                          |                          |
| Bjørn Stray   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Lars Løken  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 8. Remuneration for the Board of Directors  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 9. Remuneration to the Nomination Committee   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 10.1 Approval of the Board's guidelines for determining salaries and other remuneration to executive personnel                | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 10.2 Advisory vote on the report on salaries and other remuneration to executive personnel during the previous financial year | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 11. Authorization to acquire treasury shares  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 12. Power of attorney to the Board to increase the share capital – general  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 13. Power of attorney to the Board to increase the share capital – incentive programs   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 14. Re-listing to Euronext Growth Oslo  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

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|  |                          |                          |                          |
|--|--------------------------|--------------------------|--------------------------|
| 15. Amendments to Articles of Association:       |                          |                          |                          |
| New Company name                                 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Mandatory bid provisions (subject to re-listing) | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 16. Statement regarding Corporate Governance     |                          |                          | Not subject to voting    |

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|       |      |  |
|-------|------|--|
| Place | Date | Shareholder's signature (only for granting proxy with voting instructions) |
|-------|------|--|

If the shareholder is a company, the company's Certificate of Registration must be attached to the proxy.

**Melding om deltagelse**

Ref.nr.:

PIN-kode:

**Innkalling til ordinær generalforsamling**

Generalforsamling i ABL GROUP ASA vil bli avholdt 27. mai 2026 kl. 11.00. Adresse: Selskapets kontor, Karenslyst allé 4, 0278 OSLO, Norge.

Selskapet aksepterer forhåndsstemmer. Forhåndsstemmer må mottas innen: 25. mai 2026 kl. 16:00.

Forhåndsstemmer må gjøres elektronisk, gjennom Selskapets hjemmeside [www.abl-group.com](http://www.abl-group.com) eller via VPS Investor Services <https://investor.vps.no/garm/auth/login>

**Melding om deltagelse:**

Undertegnede vil delta på ordinær generalforsamling den 27. mai 2026 og stemme på vegne av:

\_\_\_\_\_ aksjer.

Melding om deltagelse registreres elektronisk gjennom Selskapets hjemmeside [www.abl-group.com](http://www.abl-group.com) eller via VPS Investor Services <https://investor.vps.no/garm/auth/login>

For melding om deltagelse på Selskapets hjemmeside, må ovennevnte pin-kode og referansenummer benyttes. Alternativt gjennom VPS Investor service hvor pin kode og referansenummer ikke er nødvendig.

Hvis du ikke kan registrere dette elektronisk, kan du sende melding om deltagelse per epost til [genf@dnb.no](mailto:genf@dnb.no), eller post til DNB Bank ASA, Registrars Department, P.O. Box 1600 Centrum, 0021 Oslo, Norway.

Melding om deltagelse må mottas senest 25. mai 2026 kl. 16:00.

Hvis aksjeeier er et selskap, skriv navn på person som vil representere selskapet: \_\_\_\_\_

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Sted

Dato

Aksjeeiers underskrift

**Fullmakt uten stemmeinstruks for generalforsamling i ABL GROUP ASA**

Hvis du ikke kan møte, kan du gi fullmakt til annen person.

**Ref.nr.:****PIN-kode:**

Fullmakt sendes elektronisk, gjennom Selskapets hjemmeside [www.abl-group.com](http://www.abl-group.com) eller via VPS Investor Services <https://investor.vps.no/garm/auth/login>

For fullmakt gjennom Selskapets hjemmeside, må ovennevnte pin kode og referansenummer benyttes.

Alternativt gjennom VPS Investor service hvor pin-kode og referansenummer ikke er nødvendig.

Hvis du ikke kan registrere dette elektronisk, kan du sende fullmakten per epost til [genf@dnb.no](mailto:genf@dnb.no), eller post til DNB Bank ASA, Registrars Department, P.O.Box 1600 Centrum, 0021 Oslo, Norway.

Hvis du sender fullmakt uten å navngi fullmektig, vil fullmakten anses gitt til styreleder eller til person bemyndiget av han/henne.

Fullmakten må mottas innen 25. mai 2026 kl. 16:00.

**Undertegnede:** \_\_\_\_\_  
gir (kryss en av alternativene)

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

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

fullmakt til å møte og avgi stemme på generalforsamling i ABL GROUP ASA den 27. mai 2026.

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| Sted | Dato | Aksjeeiers underskrift (undertegnes kun ved fullmakt) |
|------|------|---|
|------|------|---|

Dersom aksjeeier som vil gi fullmakt er et selskap, skal firmaattest vedlegges fullmakten ved innsending.

### Fullmakt med stemmeinstruks

Hvis du ikke kan møte personlig på ordinær generalforsamling, kan du benytte denne blanketten til å gi stemmeinstruks til styreleder eller til person bemyndiget av han eller henne.

Fullmakter med stemmeinstruks kan bare registreres av DNB 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 25. mai 2026 kl. 16:00. Dersom aksjeeier som vil gi fullmakt er et selskap, skal firmaattest vedlegges fullmakten ved innsending.

**Fullmakt med stemmeinstruks må være datert og signert for å være gyldig.**

Undertegnede: \_\_\_\_\_

Ref.nr.:

gir herved styrets leder (eller den han eller hun bemyndiger) fullmakt til å møte og avgi stemme på generalforsamling i ABL Group ASA den 27. mai 2026 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 og valgkomitéens 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 for ABL GROUP ASA Ordinær Generalforsamling   | For                      | Mot                      | Avstår                   |
|--|--------------------------|--------------------------|--------------------------|
| 2. Valg av møteleder og person til å medundertegne protokollen sammen med møteleder                                | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. Godkjenning av innkalling og agenda   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. a) Godkjenning av årsregnskap og årsberetning for 2025  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| b) Beslutning om utdeling av utbytte   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| c) Fullmakt til å beslutte utdeling av utbytte   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. Honorar til revisor   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. Valg av styremedlemmer  |                          |                          |                          |
| Rasmus Nord  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. Valg av medlemmer til valgkomiteen  |                          |                          |                          |
| Bjørn Stray  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Lars Løken   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 8. Honorar til styrets medlemmer   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 9. Honorar til valgkomiteens medlemmer   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 10.1 Godkjenning av styrets retningslinjer for fastsettelse av lønn og annen godtgjørelse til ledende personer     | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 10.2 Rådgivende avstemming over rapport om lønn og annen godtgjørelse til ledende personer for forrige regnskapsår | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 11. Fullmakt til å erverve egne aksjer   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 12. Styrefullmakt kapitalforhøyelse – generell   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 13. Fullmakt til å utstede aksjer – insentivprogram  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 14. Relisting til Euronext Growth Oslo   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

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|---|--------------------------|-----------------------------|--------------------------|
| 15. Vedtektsendringer                                 |                          |                             |                          |
| Nytt foretaksnavn                                     | <input type="checkbox"/> | <input type="checkbox"/>    | <input type="checkbox"/> |
| Regler om tilbudsplikt (betinget av relisting)        | <input type="checkbox"/> | <input type="checkbox"/>    | <input type="checkbox"/> |
| 16. Regler for foretaksstyring (Corporate Governance) |                          | Ikke gjenstand for votering |                          |

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|      |      |  |
|------|------|--|
| Sted | Dato | Aksjeeiers underskrift (undertegnes kun ved fullmakt med stemmeinstruks) |
|------|------|--|

Dersom aksjeeier som vil gi fullmakt er et selskap, skal firmaattest vedlegges fullmakten ved innsending.