

Til aksjonærerne i Crayon Group Holding ASA

To the shareholders of Crayon Group Holding ASA

**INNKALLING TIL
ORDINÆR GENERALFORSAMLING
I
CRAYON GROUP HOLDING ASA**

(ORG NR 997 602 234)

**NOTICE OF
ORDINARY GENERAL MEETING
IN
CRAYON GROUP HOLDING ASA**

(REG NO 997 602 234)

Ordinær generalforsamling i Crayon Group Holding ASA ("Selskapet") vil bli avholdt elektronisk den 16.04.21 kl 10:00 (norsk tid).

Generalforsamlingen vil bli åpnet av styrets leder, Jens Rugseth.

Styret foreslår følgende dagsorden:

1. **VALG AV MØTELEDER**
2. **GODKJENNELSE AV INNKALLING OG DAGSORDEN**
3. **VALG AV PERSON TIL Å MEDUNDERTEGNE PROTOKOLLEN**
4. **GODKJENNELSE AV ÅRSREGNSKAPET OG ÅRSBERETNINGEN FOR 2020**
5. **GODKJENNELSE AV REVISORS GODTGJØRELSE**
6. **ENDRING AV VEDTEKTER**
7. **VALG AV STYREMEDLEMMER**
8. **VALG AV VALGKOMITE**
9. **GODKJENNELSE AV GODTGJØRELSE TIL STYRETS MEDLEMMER**
10. **GODKJENNELSE AV GODTGJØRELSE TIL VALGKOMITEENS MEDLEMMER**
11. **REDEGJØRELSE OM SELSKAPETS FORETAKSSTYRING**
12. **STYRETS ERKLÆRING OM LØNN OG ANNEN GODTGJØRELSE TIL LEDENDE ANSATTE**
13. **GJENNOMGANG AV RETNINGSLINJER FOR AVLØNNING AV LEDENDE ANSATTE**
14. **FULLMAKTER TIL STYRET TIL Å GJENNOMFØRE KAPITALFORHØYELSER**
15. **STYREFULLMAKT TIL Å ERVERVE EGNE AKSJER**

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Styrets forslag til vedtak i de enkelte sakene er tilgjengelig på Selskapets hjemmeside www.crayon.com eller ved å kontakte selskapet.

Aksjeeier har rett til å delta på generalforsamlingen enten selv eller ved fullmektig etter eget valg. Frist for påmelding er to dager før generalforsamlingen, dvs. 14. april 2021 kl. 10.00 (norsk tid), jf. vedtekten § 8. Påmelding kan foretas elektronisk via Selskapets hjemmeside www.crayon.com eller VPS Investortjenester, eller ved innsendelse av påmeldingsblankett til DNB Bank ASA, Verdipapirservice.

Aksjeeier som ønsker å møte og stemme i generalforsamlingen ved fullmektig, kan sende fullmaktsskjema elektronisk via VPS Investortjenester eller til DNB Bank ASA, Verdipapirservice, innen ovennevnte frist. Aksjeeier har anledning til å gi fullmakt med stemmeinstruks. Fullmaktsskjema kan også tas med på generalforsamlingen.

Aksjeeier kan avgjøre sin stemme skriftlig forut for generalforsamlingen innen 14. April 2021 kl. 10:00 (norsk tid) elektronisk på selskapets hjemmeside www.crayon.com eller via VPS Investortjenester jf. vedtekten § 8.

**NOTICE OF
ORDINARY GENERAL MEETING
IN
CRAYON GROUP HOLDING ASA**

(REG NO 997 602 234)

An ordinary general meeting in Crayon Group Holding ASA (the "Company") will be held virtually at April 16th 2021 at 10:00 CET.

The general meeting will be opened by the chairman of the board of directors, Jens Rugseth.

The board of directors proposes the following agenda:

1. **ELECTION OF CHAIRPERSON FOR THE MEETING**
2. **APPROVAL OF THE NOTICE AND THE AGENDA**
3. **ELECTION OF A PERSON TO CO-SIGN THE MINUTES**
4. **APPROVAL OF THE ANNUAL ACCOUNTS AND THE DIRECTORS' REPORT FOR 2020**
5. **APPROVAL OF THE AUDITOR'S REMUNERATION**
6. **CHANGES TO ARTICLES OF ASSOCIATION**
7. **ELECTION OF MEMBERS TO THE BOARD OF DIRECTORS**
8. **ELECTION OF NOMINATION COMMITTEE**
9. **APPROVAL OF REMUNERATION TO THE MEMBERS OF THE BOARD OF DIRECTOR**
10. **APPROVAL OF REMUNERATION TO THE MEMBERS OF THE NOMINATION COMMITTEE**
11. **STATEMENT ON THE COMPANY'S CORPORATE GOVERNANCE**
12. **THE BOARD OF DIRECTORS' STATEMENT REGARDING SALARIES AND OTHER REMUNERATION TO THE EXECUTIVE MANAGEMENT**
13. **CONSIDERATION OF GUIDELINES ON THE STIPULATION OF REMUNERATION FOR EXECUTIVE MANAGEMENT**
14. **AUTHORIZATIONS OF THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL**
15. **AUTHORIZATION TO REPURCHASE TREASURY SHARES**

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The proposal from the Board of Directors for resolutions on each individual matter is available on the Company's homepage www.crayon.com or by contacting the company.

Shareholders are entitled to attend the general meeting, either in person or by proxy of their own choosing. The final date for the registration is two days prior to the general meeting, i.e. 14th of April 2021 at 10:00 (CET), cf. section 8 of the articles of association. Registration is made electronically through the Company's homepage www.crayon.com or VPS Investor Services, or by sending the registration form to DNB Bank ASA, Verdipapirservice.

Shareholders wishing to be represented and to vote by proxy at the general meeting may submit a proxy authorization digitally through VPS Investor Services or by regular mail to DNB Bank ASA, Verdipapirservice by the due date for registration as stated above. Shareholders may appoint proxies with voting instructions. The proxy authorization form may also be brought to the general meeting.

Shareholders are entitled to vote prior to the general meeting before April 14th 2021 at 10:00 CET. The voting can be done digitally on the company's homepage

www.crayon.com or through VPS Investor Services, cf. section 8 of the articles of association.

Crayon Group Holding ASA er et allmennaksjeselskap underlagt reglene i allmennallmennaksjeloven. Selskapet har utstedt 83 279 229 aksjer, der hver aksje gir én stemme på generalforsamlingen. Selskapet eier ved innkallingen 10 100 egne aksjer. Aksjeeier har rett til å avgjøre stemme for det antall aksjer vedkommende eier, og som er registrert i Verdipapirsentralen (VPS) når generalforsamlingen åpner. Aksjeeier kan ha med rådgivere og gi talerett til én rådgiver.

En aksjeeier har rett til å foreslå vedtak for saker som er på dagsordenen, og kan kreve at styremedlemmer og daglig leder gir tilgjengelige opplysninger om forhold som kan innvirke på bedømmelsen av godkjennelsen av årsregnskapet og årsberetningen, saker som er forelagt aksjeeierne til avgjørelse, Selskapets økonomiske stilling og andre saker som generalforsamlingen skal behandle. Dette gjelder ikke hvis de opplysninger som kreves ikke kan gis uten uforholdsmessig skade for Selskapet, jf. allmennallmennaksjeloven § 5-15.

Med hjemmel i vedtekten § 8, har styret besluttet at dokumenter som skal behandles på generalforsamlingen, ikke skal sendes ut sammen med innkallingen, men gjøres tilgjengelig på Selskapets hjemmeside, www.crayon.com. Dette gjelder også dokumenter som etter allmennallmennaksjeloven skal ligge ved innkallingen til generalforsamlingen. En aksjeeier har rett til å få dokumentene kostnadsfritt tilsendt hvis vedkommende henvender seg til Selskapet.

Spørsmål om innkallingen, tilsendning av dokumenter osv. kan rettes til Crayon Group Holding ASA ved IR-ansvarlig Hilde Thomassen.

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Crayon Group Holding ASA is a public limited liability company subject to the provisions of the Norwegian Public Limited Companies Act. The Company has issued 83 279 229 shares, and each share carries one vote at the general meeting. The Company owns 10 100 treasure shares on the date of the notice of the annual general meeting was issued. Shareholders are entitled to vote for the number of shares that they each own and that are registered with the Norwegian Central Securities Depository (VPS) at the time of the general meeting. Shareholders may bring advisors and give one advisor the right to speak.

Shareholders may suggest resolutions for the items on the agenda and may ask that the Board members and the general manager provide the necessary information on matters that may affect the evaluation of the adoption of the accounts and the annual report, items that have been presented to the shareholders for decision, the financial position of the Company and other items up for consideration by the general meeting. This does not apply if the information required cannot be provided without disproportionate harm to the Company, cf Section 5-15 of the Norwegian Public Limited Liability Companies Act.

On the basis of section 8 of the articles of association, the Board of Directors has decided that documents to be considered at the general meeting will not be distributed together with this notice, but rather made available on the Company's website, www.crayon.com. This includes documents that pursuant to the Norwegian Public Limited Companies Act are to be enclosed with the notice of a general meeting. Shareholders are entitled to have the documents sent them free of charge, upon contacting the Company.

Questions regarding the notice, the mailing of documents etc. can be directed to Crayon Group Holding ASA by IR contact Hilde Thomassen.

The English text of this notice is an unofficial office translation. In case of discrepancies, the Norwegian text shall prevail.

Oslo, 25.mars 2021 / March 25th 2021

Jens Rugseth
Styrets leder / Chairman of the Board of Directors

Vedlegg/Appendix:

1. Påmeldingsskjema/registration form
2. Fullmaktsskjema/proxy form
3. Skjema for forhåndsstemming/voting form

Ref no: **PIN code:**

PIN code:

Notice of Annual General Meeting

Meeting in Crayon Group Holding ASA will be held on 16.04.2021 at 10:00 a.m.

The shareholder is registered with the following amount of shares at summons: _____ and vote for the number of shares owned per Record Date: 15.04.2021

IMPORTANT MESSAGE:

III. CRITICAL MESSAGE:
Due to the outbreak of the corona virus Covid-19 the general meeting will be conducted virtually only. Shareholders who wants to vote are recommended to do so by means of advance votes or by granting a proxy.

Deadline for registration of attendance, advance votes, proxy or instructions: 14.04.2021 at 10:00 a.m.

Advance votes

Advance votes may only be executed electronically, through the Company's website www.crayon.com (use ref.nr and pin code above) or through VPS Investor Services. In Investor Services chose *Corporate Actions - General Meeting*, click on *ISIN*.

Notice of attendance

Notice of attendance
Notice of attendance should be registered through the Company's website www.crayon.com or through VPS Investor Services.
For notification of attendance through the Company's website, the above mentioned reference number and pin code must be stated.
In VPS Investor Services chose *Corporate Actions - General Meeting*, click on *ISIN*.

If you are not able to register this electronically, you may send by e-mail to genf@dnb.no, or by regular Mail to DNB Bank ASA, Registrars Department, P.O.Box 1600 Centrum, 0021 Oslo, Norway.

If the shareholder is a Company, please state the name of the individual who will be representing the Company: _____
The Undersigned will attend the Annual General Meeting on the 16.04.2021

Proxy without voting instructions for Annual General Meeting of Crayon Group Holding ASA

If you are unable to attend the meeting, you may grant proxy to another individual.

Proxy should be registered through the Company's website www.crayon.com or through VPS Investor Services.

For granting proxy through the Company's website, the abovementioned reference number and pin code must be stated. In VPS Investor Services chose *Corporate Actions - General Meeting*, click on *ISIN*

If you are not able to register this electronically, you may send by E-mail to genf@dnb.no, or by regular Mail to DNB Bank ASA, Registrars Department, P.O.Box 1600 Centrum, 0021 Oslo, Norway. If the shareholder is a Company, the Company's Certificate of Registration must be attached to the proxy.

The undersigned

hereby grants (if you do not state the name of the proxy holder, the proxy will be given to the Chair of the Board of Directors)

the Chair 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 Crayen Group Holding ASA on 16.04.2021.

Place _____ Date _____ Shareholder's signature (only for granting proxy)

Ref no:

PIN code:

Proxy with voting instructions for Annual General Meeting in Crayon Group Holding ASA

If you are unable to attend the meeting in person, you may use this proxy form to give voting instructions to Chair of the Board of Directors or the person authorised by him or her. (Alternatively, you may vote electronically in advance, see separate section above.) Instruction to other than Chair of the Board should be agreed directly with the proxy holder.

Proxies with voting instructions can only be registered by DNB, and must be sent to 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 14.04.2021 at 10:00 a.m. 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: _____

hereby grants the Chair 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 Crayon Group Holding ASA on 16.04.2021.

The votes shall be exercised in accordance to the instructions below. If the sections for voting are left blank, this will be counted as an instruction to vote in accordance with the Board's and Nomination Committee's recommendations. However, if any motions are made from the attendees in addition to or in replacement of the proposals in the Notice, the proxy holder may vote at his or her discretion. If there is any doubt as to how the instructions should be understood, the proxy holder may abstain from voting.

Agenda for the Annual General Meeting 2021	For	Against	Abstention
1. Election of Chairperson for the meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Approval of the notice and the agenda	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Election of a person to co-sign the minutes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Approval of the annual accounts and the directors' report for 2020	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Approval of the auditor's remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Changes to the Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Election of members to the Board of Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Rune Syversen (chairman)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Jens Rugseth	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Dagfinn Ringås	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Eivind Roald	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Grethe Viksaas	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Camilla Magnus	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Jennifer Lee Koss	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Election of nomination committee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Tor Malmø (chairman)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Ole-Morten Settevik	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Paul C. Schorr IV	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Approval of remuneration to the members of the Board of Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Approval of remuneration to the members of the nomination committee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Statement on the Company's governance	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. The Board of Directors' statement regarding salaries and other remuneration to the executive management	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. Consideration of guidelines on the stipulation of remuneration for executive management	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. Authorizations to the Board of Directors to increase the share capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
A. Board authorization for share capital increases in connection with the Company's incentive schemes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
B. Board authorization for share capital increases in connection with acquisitions, etc.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. Authorization to repurchase treasury shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>