

To the shareholders of Crayon Group Holding ASA

**NOTICE OF  
ANNUAL GENERAL MEETING  
OF  
CRAYON GROUP HOLDING ASA  
(REG NO 997 602 234)**

The Annual General Meeting of Crayon Group Holding ASA (the "Company") will be held virtually on May 20, 2022 at 10:00 CET.

The meeting will be opened by the Chairman of the Board of Directors, Rune Syversen.

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 2021**
- 5. APPROVAL OF REMUNERATION TO THE AUDITOR**
- 6. ELECTION OF MEMBERS TO THE BOARD OF DIRECTORS**
- 7. ELECTION OF NOMINATION COMMITTEE**
- 8. APPROVAL OF REMUNERATION TO THE MEMBERS OF THE BOARD OF DIRECTORS**
- 9. APPROVAL OF REMUNERATION TO THE MEMBERS OF THE NOMINATION COMMITTEE**
- 10. STATEMENT ON THE COMPANY'S CORPORATE GOVERNANCE**
- 11. THE BOARD OF DIRECTORS' REMUNERATION REPORT FOR EXECUTIVE PERSONNEL**
- 12. AUTHORIZATIONS TO THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL**
  - A. Board authorization for share capital increases in connection with the Company's incentive schemes**
  - B. Board authorizations for share capital increases in connection with acquisitions, etc.**
- 13. AUTHORIZATION TO REPURCHASE TREASURY SHARES**

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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., May 18, 2022 at 10:00 (CET), cf section 8 of the Articles of Association. Registration is made electronically through the Company's homepage [www.crayon.com](http://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 May 18, 2022 at 10:00 CET. The voting can be done digitally on the company's homepage [www.crayon.com](http://www.crayon.com) or through VPS Investor Services, cf section 8 of the Articles of Association.

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 88 071 987 shares, and each share carries one vote at the general meeting. The Company owns 10 100 treasure shares on the date 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](http://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 Manager, Magnus Granerød.

Oslo, April 27 2022



Rune Syversen

Chairman of the Board of Directors

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Appendix:

1. Registration form
2. Proxy form
3. Voting form

Ref no:

PIN code:

**Notice of Annual General Meeting**

The Annual General Meeting of Crayon Group Holding ASA will be held virtually on May 20, 2022 at 10:00 CET.

The shareholder is registered with the following amount of shares at summons: \_\_\_\_\_ and vote for the number of shares registered per Record Date: May 19, 2022

**Deadline for registration of attendance, advance votes, proxy or instructions: May 18, 2022 at 10:00 CET**

**Advance votes**

Advance votes may only be executed electronically, through the Company's website [www.crayon.com](http://www.crayon.com) (use ref.nr and pin code on this form) or through VPS Investor Services. In Investor Services chose *Corporate Actions - General Meeting*, click on *ISIN*. Investor Services can be accessed either through <https://www.euronextvps.no/> or your account operator.

**Registration for virtual attendance**

**Notice of attendance should be registered through the Company's website [www.crayon.com](http://www.crayon.com) or through VPS Investor Services.**

For notification of attendance through the Company's website, the reference number and pin code on this form must be stated.

In VPS Investor Services chose *Corporate Actions - General Meeting*, click on *ISIN*. Investor Services can be accessed either through <https://www.euronextvps.no/> or your account operator. If you are not able to register this electronically, you may send by email to [genf@dnb.no](mailto:genf@dnb.no), or by regular Mail to DNB Bank ASA, Registrars Department, PO Box 1600 Centrum, 0021 Oslo, Norway.

**As the meeting is being held virtually, we ask that shareholders who register for attendance also email [ir@crayon.com](mailto:ir@crayon.com) to provide Crayon with an email address to send relevant information to.**

Place	Date	Shareholder's signature
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**Proxy without voting instructions** for the Annual General Meeting of Crayon Group Holding ASA

*Proxy to another individual to vote for your shares.*

Ref no:

PIN code:

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

For granting proxy through the Company's website, the reference number and pin code on this form must be used.

In VPS Investor Services chose *Corporate Actions - General Meeting*, click on *ISIN*. Investor Services can be accessed either through <https://www.euronextvps.no/> or your account operator. If you are not able to register this electronically, you may send by email to [genf@dnb.no](mailto:genf@dnb.no), or by regular Mail to DNB Bank ASA, Registrars Department, PO Box 1600 Centrum, 0021 Oslo, Norway. If the shareholder is a Company, the signature must be according to the Company's Certificate of Registration. **The Proxy must be dated and signed to be valid.**

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

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

☐ the Chairman of the Board of Directors (or a person authorized by him), or

☐ \_\_\_\_\_  
(Name of proxy holder in capital letters)

proxy to attend and vote for my/our shares at the Annual General Meeting of Crayon Group Holding ASA on May 20, 2022.

Place	Date	Shareholder's signature (only for granting proxy)
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Ref no:

PIN code:

**Proxy with voting instructions** for the Annual General Meeting of Crayon Group Holding ASA

You must use this proxy form to give voting instructions to Chairman of the Board of Directors or the person authorized by him. (Alternatively, you may vote electronically in advance, see separate section above.) For Instruction to other than Chairman of the Board, give a proxy without voting instructions and agree directly with the proxy holder how voting should be executed.

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, PO Box 1600 Centrum, 0021 Oslo, Norway. The form must be received by DNB Bank ASA, Registrars' Department no later than May 18, 2022 at 10:00 CET. If the shareholder is a Company, the signature must be according to the Company's Certificate of Registration.

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

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

hereby grants the Chairman of the Board of Directors (or the person authorized by him) proxy to attend and vote for my/our shares at the Annual General Meeting of Crayon Group Holding ASA on May 20, 2022.

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

Agenda for the Annual General Meeting 2022	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 Board of Directors' Report for 2021	<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. Election of members to the Board of Directors			
Rune Syversen (Chairman)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Dagfinn Ringås	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Grethe Viksaas	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Jennifer Koss	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Jens Rugseth	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Wenche Marie Agerup	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Jens Winter Moberg	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Election of nomination committee			
Tor Malmo (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"/>
8. Approval of remuneration to the members of the Board of Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Approval of remuneration to the members of the nomination committee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Statement on the Company's corporate governance		No voting	
11. The Board of Directors' remuneration report for executive personnel	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Authorizations to the Board of Directors to increase the share capital			
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 authorizations for share capital increases in connection with acquisitions, etc.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. Authorization to repurchase treasury shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Place

Date

Shareholder's signature (Only for granting proxy with voting instructions)