

## CrayoNano AS

### Innkalling til ordinær generalforsamling

Det innkalles herved til ordinær generalforsamling i CrayoNano AS ("**Selskapet**") 7. juni 2022 kl 16.30 CET.

Generalforsamlingen avholdes ved digitalt møte på Microsoft Teams. Aksjonærer som ønsker å delta på den ordinære generalforsamlingen bes derfor melde dette til Selskapet v/CFO Jens Kielland (Jens.kielland@crayonano.com) senest 6 juni 2022 kl 12:00. Selskapet vil deretter sende ut møteinvitasjoner til de deltagende aksjonærene.

### Dagsorden:

- 1. Åpning og valg av møteleder og en person til å medundertegne protokollen**
- 2. Godkjenning av innkallingen og dagsorden**
- 3. Godkjenning av årsregnskap og styrets årsberetning for CrayoNano AS for 2021, herunder disponering av årets resultat**

Styret foreslår generalforsamlingen treffer følgende vedtak:

*"Årsregnskapet og styrets beretning for 2021 ble godkjent, herunder styrets forslag til disponering av årets resultat."*

- 4. Fastsettelse av honorar til styrets medlemmer**

Styret foreslår at generalforsamlingen treffer følgende vedtak:

*"Styrets medlemmer mottar til sammen NOK 510 000 i honorar for regnskapsåret 2021. Honoraret fordeles som følger:*

- *Leif Rune Rinnan mottar NOK 0*
- *Torkjell Johan Nilsen mottar NOK 120 000*
- *Jan Eyvind Wang mottar NOK 120 000*
- *William Bruce Cortelyou mottar NOK 150 000*
- *John Raaum mottar NOK 120 000"*

### Notice of annual general meeting

Notice is hereby served that the annual general meeting of CrayoNano AS (the "Company") will be held on 7<sup>th</sup> of June 2022 at 16.30 CET.

The general meeting will be held by way of a digital meeting on Microsoft Teams. Shareholders who wish to attend the ordinary general meeting are therefore requested to notify the Company represented by the CFO Jens Kielland (Jens.kielland@crayonano.com) of this no later than 6 June 2022 at 12:00 CET. Subsequently, the Company will circulate meeting invitations to the attending shareholders.

### Agenda:

- 1. Opening and election of a chairperson and a person to co-sign the minutes**
- 2. Approval of the notice and the agenda**
- 3. Approval of the annual accounts and directors' report of CrayoNano AS for 2021, including allocation of the result of the year**

The board of directors propose that the general meeting passes the following resolution:

*"The annual accounts and the directors' report for 2021 were approved, including the proposal of the Board of Directors for the allocation of the result of the year."*

- 4. Determination of the remuneration of the members of the board of directors**

The board of directors propose that the general meeting passes the following resolution:

*"The members of the board of directors will receive in total NOK 510,000 as remuneration for the fiscal year 2021. The remuneration will be allocated as follows:*

- *Leif Rune Rinnan receives NOK 0*
- *Torkjell Johan Nilsen receives NOK 120 000*
- *Jan Eyvind Wang receives NOK 120 000*
- *William Bruce Cortelyou receives NOK 150 000*
- *John Raaum receives NOK 120 000"*

## 5. Godkjenning av honorar til Selskapets revisor

Styret foreslår at generalforsamlingen treffer følgende vedtak:

*"Honorar til Selskapets revisor for regnskapsåret 2021 godkjennes etter regning."*

## 6. Valg av medlemmer til styret

Styret foreslår at følgende blir valgt som styremedlemmer :

- *Leif Rune Rinnan, styreleder*
- *Torkjell Johan Nilsen, styremedlem*
- *Jan Eyvin Wang, styremedlem*
- *William Bruce Cortelyou, styremedlem*
- *John Raaum, styremedlem*

*Jørgen Andre Nilsen, varamedlem*

## 7. Forslag om fullmakt til Selskapets styre til å forhøye Selskapets aksjekapital # 1 – til bruk for opsjoner

På den ordinære generalforsamlingen i 2021 ble det vedtatt å gi styret fullmakt til å øke aksjekapitalen med 45 787,00 i forbindelse med opsjonsprogrammet og andre incentivordninger i selskapet. Fullmakten utløper 7. april 2023.

For at styret skal kunne oppfylle Selskapets forpliktelser i henhold til nåværende og fremtidige opsjonsprogram, samt andre incentivordninger, foreslår styret at generalforsamlingen forlenger fullmakten til å forhøye Selskapets aksjekapital på samme vilkår som eksisterende fullmakt.

Styret foreslår at generalforsamlingen treffer følgende vedtak:

- (i) *Styret gis i henhold til aksjeloven § 10-14 (1) fullmakt til å forhøye Selskapets aksjekapital med inntil NOK 45 787 (2 289 350 aksjer). Innenfor denne samlede beløpsrammen kan fullmakten benyttes flere ganger.*

## 5. Approval of the remuneration of the Company's auditor

The board of directors propose that the general meeting passes the following resolution:

*"The remuneration for the Company's auditor is approved in accordance with the invoice."*

## 6. Election of members to the board of directors

The board of directors propose that the following are elected as members of the board of directors:

- *Leif Rune Rinnan, Chairman*
- *Torkjell Johan Nilsen, board member*
- *Jan Eyvin Wang, board member*
- *William Bruce Cortelyou, board member,*
- *John Raaum, board member*

*Jørgen Andre Nilsen, deputy board member*

## 7. Proposal for authorization to the board of directors to increase the Company's share capital # 1 – for the purpose of exercising options

At the annual general meeting in 2021, it was resolved to grant the board of directors an authorisation to increase the share capital by up to NOK 45,787.00 in connection with the option program and other incentive schemes in the Company. The authorisation expires on 7 April 2023.

In order for the board of directors to fulfil the Company's obligations in accordance with current and future option schemes, and other incentive schemes, the board of directors proposes that the general meeting extends the new authorisation to increase the share capital of the Company on the same terms as the current authorisation.

The board of directors propose that the general meeting passes the following resolution:

- (i) *The board of directors is authorized pursuant to the Companies Act section 10-14 (1) to increase the Company's share capital by up to NOK 45 787 (2 289 350 shares). Subject to this aggregate amount limitation, the authority may be used on more than one occasion.*

- (ii) Fullmakten kan bare benyttes til å utstede aksjer til deltakere i et opsjonsprogram eller i forbindelse med andre incentivordninger.
- (iii) Fullmakten gjelder i to år fra avholdelse av denne generalforsamlingen.
- (iv) Aksjeeiernes fortrinnsrett etter aksjeloven § 10-4 kan fravikes.
- (v) Fullmakten omfatter kapitalforhøyelse mot innskudd i penger og mot innskudd i andre eiendeler enn penger. Fullmakten omfatter rett til å pådra selskapet særlige plikter, jf. aksjeloven § 10-2.
- (vi) Med virkning fra tidspunktet for registrering av denne fullmakten i Foretaksregisteret trekkes alle tidligere tildelte styrefullmakter til å forhøye aksjekapitalen tilbake.

#### **8. Forslag om fullmakt til Selskapets styre til å forhøye Selskapets aksjekapital # 2**

For å kunne ha fleksibilitet til å gjøre oppkjøp og til å kunne styrke Selskapet egenkapital foreslår styret at generalforsamlingen utsteder en fullmakt til å forhøye Selskapets aksjekapital.

Styret foreslår på denne bakgrunn at generalforsamlingen treffer følgende vedtak:

- (i) Styret gis i henhold til aksjeloven § 10-14 (1) fullmakt til å forhøye Selskapets aksjekapital med inntil NOK 81 000, tilsvarende omtrent 15 prosent av Selskapets nåværende aksjekapital. Innenfor denne samlede beløpsrammen kan fullmakten benyttes flere ganger.
- (ii) Fullmakten gjelder i to år fra avholdelse av denne generalforsamlingen.
- (iii) Aksjeeiernes fortrinnsrett etter aksjeloven § 10-4 kan fravikes.

- (ii) The authority may only be used to issue shares to participants in an option scheme or in relation to other incentive schemes.
- (iii) The authority shall be valid for a period of two years from the date of this general meeting.
- (iv) The pre-emptive rights of the shareholders under section 10-4 of the Companies Act may be set aside.
- (v) The authority covers capital increases against contributions in cash and contributions other than in cash. The authority covers the right to incur special obligations for the Company, ref. section 10-2 of the Companies Act.
- (vi) With effect from the time of registration of this authority with the Norwegian Register of Business Enterprises all previous authorities to the board of directors to increase the share capital are revoked.

#### **8. Proposal for authorization to the board of directors to increase the Company's share capital # 2**

For the purpose of creating flexibility for the board in connection with acquisitions and potential future financing, the board of directors propose that the general meeting grants power of attorney to increase the share capital of the Company.

On this background, the board of directors propose that the general meeting passes the following resolution:

- (i) The board of directors is authorized pursuant to the Companies Act section 10-14 (1) to increase the Company's share capital by up to NOK 81 000, approximately 15 % of the current share capital of the Company. Subject to this aggregate amount limitation, the authority may be used on more than one occasion.
- (ii) The authority shall be valid for a period of two years from the date of this general meeting.
- (iii) The pre-emptive rights of the shareholders under section 10-4 of the Companies Act may be set aside.

(iv) Fullmakten omfatter kapitalforhøyelse mot innskudd i penger og mot innskudd i andre eiendeler enn penger. Fullmakten omfatter rett til å pådra selskapet særlige plikter, jf. aksjeloven § 10-2."

(iv) The authority covers capital increases against contributions in cash and contributions other than in cash. The authority covers the right to incur special obligations for the Company, ref. section 10-2 of the Companies Act."

Aksjonærer har rett til å møte og stemme ved fullmektig. Det må i så tilfelle fremlegges en skriftlig og datert fullmakt. Vedlagte fullmakts-skjema kan benyttes, se vedlegg 1.

Shareholders may appoint a proxy to attend and vote on their behalf. In this case a written and dated proxy must be provided. The enclosed proxy form may be used, ref. Appendix 1.

In case of any discrepancies between the Norwegian text and the English translation, the Norwegian text shall prevail.

CrayoNano AS

31<sup>th</sup> May 2022

Signature: \_\_\_\_\_ SIGN \_\_\_\_\_

Name in block letters: Rune Rinnan

Styrets leder/Chairman of the Board of Directors

**Vedlegg:**

Fullmaktsskjema

Deltakelsesskjema

Følgende dokumenter er tilgjengelig på Selskapets nettsider, [www.crayonano.no](http://www.crayonano.no):

- Årsregnskap, styrets årsberetning og revisjonsberetning for 2021

**Appendix:**

Proxy Form

Attendance slip

The following documents are available at the Company's website, [www.crayonano.no](http://www.crayonano.no):

- Annual accounts, annual report and the auditor's report for 2021

**PROXY FORM**

As the owner of \_\_\_\_\_ shares in CrayoNano AS I/we hereby appoint

- The chairman of the board of directors
- \_\_\_\_\_ (insert name)

as my/our proxy to represent and vote for my/our shares at the [annual]/[extraordinary] general meeting of CrayoNano AS to be held on 7<sup>th</sup> of June 2022.

If none of the alternatives above has been ticked the chairman of the board will be considered appointed as proxy. If the chairman of the board has been appointed as proxy, the chairman of the board can appoint another member of the board or the management to represent and vote for the shares covered by the proxy.

If the shareholder so desires and the chairman of the board has been appointed as proxy, the voting instructions below can be filled in and returned to the Company. The shares will then be voted in accordance with the instructions.

Voting instructions:

Resolution	Vote for	Vote against	Abstain
Approval of notice of meeting and agenda			
Approval of the annual accounts and directors' report of CrayoNano AS for 2020, including allocation of the result of the year			
Determination of the remuneration of the members of the board of directors			
Approval of the remuneration of the Company's auditor			
Election of members to the board of directors			
Proposal for authorisation to the board of directors to increase the Company's share capital #1 - for the purpose of exercising options			
Proposal for authorisation to the board of directors to increase the Company's share capital #2			

If voting instructions are given the following applies:

- If the box "Vote for" has been ticked, the proxy is instructed to vote for the proposal in the notice, with any changes suggested by the board of directors, the chairman of the board or the chairperson of the meeting. In case of changes in the proposals included in the notice, the proxy can at his/her own discretion abstain from voting the shares.
- If the box "Vote against" has been ticked, this implies that the proxy is instructed to vote against the proposal in the notice, with any changes suggested by the board, the Chairman of the Board or the chairman of the meeting. In case of changes in the proposals included in the notice, the proxy can, at his/her discretion, abstain from voting the shares.

- If the box "Abstain" has been ticked, the proxy is instructed to abstain from voting the shares.
- If none of the boxes has been ticked, the proxy is free to decide how to vote the shares.
- In respect of elections, the instructions are only valid for voting in respect of elections of the candidates [who have been] listed in the proxy form.
- In respect of a vote over matters that are not included on the agenda, and which may validly come before the meeting, the proxy is free to decide how to vote the shares. The same applies for votes over formal matters, such as election of the chairperson of the meeting, voting order or voting procedure.
- If a shareholder has inserted another person than the chairman of the board as proxy, and wants to give such person instructions on voting, this is a matter between the shareholder and the proxy. In such a situation, the company does not undertake any responsibility to verify that the proxy votes in accordance with the instructions.

Signature: \_\_\_\_\_ \*

Name of signer: \_\_\_\_\_ (block letters)

Shareholder: \_\_\_\_\_ (block letters)

Place/date: \_\_\_\_\_

Please send the proxy to CrayoNano att Jens Kielland. By post; CrayoNano AS, Sluppenvegen 6, 7037 Trondheim or preferably by email [investor@crayonano.com](mailto:investor@crayonano.com).

\* If the proxy is given on behalf of a company or other legal entity, relevant evidence of authority must be attached to evidence that the person signing the proxy form is properly authorized.

**ATTENDANCE SLIP – ANNUAL GENERAL MEETING**

The undersigned shareholder will attend CrayoNano AS's Annual General Meeting to be held on 7<sup>th</sup> of June 2022 at 16:30 (CET) and cast vote for

\_\_\_\_\_ own shares, and

\_\_\_\_\_ other shares according to power(s) of attorney.

In total: \_\_\_\_\_ shares.

It is kindly requested that the attendance slip is returned to the company no later than 6<sup>th</sup> of June 2022 at 12:00 (CET).

Attendance slip should preferably be sent on e-mail to [investor@crayonano.com](mailto:investor@crayonano.com), alternatively by post to CrayoNano Sluppenvegen 6, 7037 Trondheim. Att Jens Kielland.

Place, date: \_\_\_\_\_ , \_\_\_\_\_

Shareholder: \_\_\_\_\_

(in block letters)

Signature: \_\_\_\_\_

If the attending shareholder is a legal entity, a power of attorney should be signed by the legal entity's legal representative that authorizes the person to attend unless the authorized representative attends.

If you have any questions, please contact:

Jo Uthus

CEO

Phone: +47 473 80 634

Mail; [investor@crayonano.com](mailto:investor@crayonano.com)