

Til aksjonærene i Cambi ASA

**Innkalling til ordinær
generalforsamling i Cambi ASA**
(reg.no. 976 929 284)

Styret innkaller herved til ordinær generalforsamling i Cambi ASA ("Selskapet"), som vil holdes kl. 10:00 den 10. mai 2021 i Selskapets lokaler.

I lys av den ekstraordinære situasjonen forårsaket av COVID-19, har styret funnet det nødvendig å oppfordre aksjonærer om enten å stemme på forhånd eller inngi fullmaktsskjemaer før møtet for å unngå fysisk deltakelse.

Selskapet vil søke å legge til rette for at møtet kan følges via webcast eller videokonferanse. Nærmere detaljer om dette vil bli gjort tilgjengelig på selskapets hjemmeside www.cambi.com før møtet.

Agendaen er som følger:

1. Åpning av generalforsamlingen ved styreleder (Gro Brækken) og registrering av fremmøtte aksjonærer
2. Oppnevning av en person til å medsignere protokollen sammen med styrets leder
3. Informasjon om selskapets virksomhet
4. Godkjenning av innkalling og agenda

To the shareholders of Cambi ASA

**Notice of an Annual General
Meeting of Cambi ASA**
(reg.no. 976 929 284)

The Board of directors hereby calls for an annual general meeting of Cambi ASA (the "Company"), which will be held at 10:00 CET on 10 May 2021 at the Company's offices.

Due to the extraordinary situation caused by the COVID-19 pandemic, the Board has found it necessary to urge shareholders to vote in advance or submit proxy forms prior to the meeting to avoid physical attendance.

The Company will seek to make the proceedings available via webcast and/or conference call. Further details in this respect will be made available on the Company's website www.cambi.com before the meeting.

The agenda is as follows:

1. Opening of General Meeting by the Chair of the Board (Gro Brækken) and registration of participating shareholders
2. Appointment of a person to co-sign the minutes of meeting together with the Chair
3. Information about the business
4. Approval of summons and agenda

5. Godkjenning av årsregnskap og styrets årsberetning for 2020

Selskapets årsregnskap og styrets årsberetning for regnskapsåret 2020 samt revisors årsberetning er lagt ut på Selskapets internettsider (se nedenfor).

Styret foreslår at utbytte ikke utbetales for regnskapsåret 2020.

6. Valg av styremedlemmer

Det foreslås at det eksisterende styret gjenvelges for to nye år.

7. Godkjenning av godtgjørelse til styrets medlemmer

Godtgjørelsen til styrets medlemmer for perioden januar til desember 2020 foreslås satt til kr. 300.000 for styrets leder og kr. 564.000 til resten av styret samlet.

8. Godkjenning av godtgjørelse til revisor

Styret foreslår at revisor skal godtgjøres etter faktura.

9. Fullmakt til kapitalforhøyelse ved utstedelse av aksjer

For å (A) gi styret finansiell fleksibilitet i forbindelse med potensielle oppkjøp eller investeringer, for organisk vekst i selskapet eller for å styrke selskapets balanse og/eller (B) sette styret i stand til å implementere og iverksette aksjebaserte insentivprogrammer, foreslår styret at generalforsamlingen gir styret fullmakt til å forhøye selskapets aksjekapital gjennom utstedelse av aksjer.

5. Approval of the annual accounts and directors' report for 2020

The Company's annual accounts and the directors' report for the financial year 2020, as well as the auditor's report, are available on the Company's web pages.

The Board proposes that no dividend is paid for the financial year 2020.

6. Election of members to the Board of Directors

It is proposed that the existing members of the Board of Directors are re-elected for two new years.

7. Approval of remuneration to the members of the Board of Directors

The remuneration of the Board of Directors for the period January to December 2020 is proposed to be set at NOK 300,000 for the Chair of the Board and NOK 564,000 to the remaining members of the Board of Directors collectively.

8. Approval of remuneration to the auditor

The Board proposes that the auditor is remunerated based on invoices.

9. Authorisation to the Board to increase the share capital through the issuance of shares

To (A) provide the Board with financial flexibility in connection with potential acquisitions or investments, for organic growth of the Company or to strengthen the Company's balance sheet and/or (B) enable the Board to implement and effectuate share-based incentive programs, the Board proposes that the General Meeting grants the Board an authorisation to increase the Company's share capital through the issuance of shares.

For å utøve fullmaktene best mulig kommersielt vil det i noen situasjoner være nødvendig å gjennomføre en rettet emisjon av aksjer mot visse navngitte personer eller selskaper. Styret anmoder derfor om at fullmaktene også omfatter retten til å fravike aksjonærenes fortrinnsrett. Styret vurderer at det vil være i Selskapets og aksjonærenes beste interesse at styret gis den nødvendige fleksibilitet til å forhøye aksjekapitalen i tråd med ovennevnte formål.

Basert på ovennevnte foreslår styret at generalforsamlingen fatter følgende vedtak:

- 1. I samsvar med allmennaksjeloven § 10-14 gis styret fullmakt til å øke Selskapets aksjekapital med inntil NOK 320147,40, begrenset til 10% av Selskapets aksjekapital, gjennom en eller flere utstedelser av inntil 16.007.370 aksjer. Tegningskurs og andre tegningsvilkår vil fastsettes av styret.*
- 2. Kapitalforhøyelsen kan betales kontant, ved motregning eller innskudd i annet enn penger. Fullmakten inkluderer retten til å pådra særskilte rettigheter på vegne av Selskapet jf. allmennaksjeloven § 10-2.*
- 3. Aksjonærenes fortrinnsrett etter allmennaksjeloven etter § 10-4 til å tegne nye aksjer kan fravikes av styret, jf. § 10-5.*
- 4. Fullmakten er gyldig frem til det tidligste av den ordinære generalforsamlingen i 2022 og 30. juni 2022.*

To exercise these authorisations in the best possible manner commercially, it may be relevant in certain situations to make a private placement of shares to certain named persons and/or entities. The Board, therefore, requests that the authorisations also encompass the right to waive the shareholders' pre-emptive rights. The Board considers it to be in the best interest of the Company and its shareholders that the Board is given the necessary flexibility to increase the share capital for the purpose set out above.

Based on the above, the Board has proposed that the general meeting resolves the following resolution:

- 1. In accordance with section 10-14 of the Norwegian Public Limited Liability Companies Act, the Board is granted the authorisation to increase the Company's share capital by up to NOK 320,147.40, limited to 10% of the Company's share capital, through one or more issuances of up to 16,007,370 new shares or bonus issues. The subscription price and other subscription terms will be determined by the Board.*
- 2. The capital increase may be paid in cash, by set-off or by other contributions in kind. The authorisation includes the right to incur special obligations on behalf of the Company, cf. Section 10-2 of the Norwegian Public Limited Liability Companies Act.*
- 3. The shareholders' pre-emptive rights pursuant to sections 10-4 of the Norwegian Public Limited Liability Companies Act to subscribe for any new shares may be deviated from by the Board, cf. section 10-5 of the Norwegian Public Limited Liability Companies Act.*
- 4. The authorisation is valid until the earlier of the annual general meeting in 2022 and 30 June 2022.*

Headquarters

Skysstasjon 11A, Asker, Norway

Mail address

PO Box 78, 1371 Asker, Norway

Telephone

+47 66 77 98 00

Utover det som fremkommer ovenfor, har styret opplyst å ikke være kjent med at det har inntruffet hendelser etter siste balansedag av vesentlig betydning for Selskapet eller andre forhold som må tillegges vekt ved beslutningen om å gi styrefullmakt.

Kopi av seneste årsregnskap, årsberetning og revisors beretning er tilgjengelig på Selskapets kontor.

Apart from any above-mentioned matters, the Board has informed that it is not aware of other matters of material importance to the Company since the last balance sheet date or other circumstances that must be considered upon deciding on the authorisation.

Copies of the latest annual account, annual report and auditor's report for the Company are available at the Company's offices.

Asker, 23 April 2021

On behalf of the Board of Directors of Cambi ASA



Gro Brækken
Chair of the Board

Headquarters

Skysstasjon 11A, Asker, Norway

Mail address

PO Box 78, 1371 Asker, Norway

Telephone

+47 66 77 98 00

«Firma_Etternavn_Fornavn»

«CO»

«Adresse1»

«Adresse2»

«Postnummer_Poststed»

«Land»

Notice of Annual General Meeting

Meeting in Cambi ASA will be held on 10 May 2021 at 10:00 CET. a.m. by way of a video conference.

IMPORTANT MESSAGE

The shareholders are encouraged to participate by means of advance votes or by granting a proxy for simpler administration. The Company will seek to let its shareholder have the opportunity to listen to the general meeting via Zoom.

We encourage shareholders to register their attendance and deliver their advance vote, proxy or instructions within **9 May 2021 at 16:00 CET**.

Advance votes

Advance votes may be executed using the form under voting instructions and email to office@cambi.com or by regular mail to Cambi ASA, PO Box 78, 1371 Asker, Norway.

Notice of attendance

The general meeting will only be held digitally. Shareholders who wish to listen to the general meeting via Zoom are kindly asked to register at <https://tinyurl.com/cambiagm21>, notify this by email to office@cambi.com or by mail to Cambi ASA, PO Box 78, 1371 Asker, 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 10 May 2021

Place

Date

Signature

Headquarters

Skysstasjon 11A, Asker, Norway

Mail address

PO Box 78, 1371 Asker, Norway

Telephone

+47 66 77 98 00

Proxy for the Annual General Meeting of Cambi ASA

You may grant proxy to another individual.

Proxy should be registered by email

For granting proxy, please send it by email to office@cambi.com or by regular mail to Cambi ASA, PO Box 78, 1371 Asker, Norway. If the shareholder is a Company, the Company's Certificate of Registration must be attached to the proxy.

The undersigned «Firma_Etternavn_Fornavn»

hereby grants proxy to attend and/or vote for my/our shares at the Annual General Meeting of Cambi ASA on 10 May 2021 to:

The Chair of the Board of Directors (or a person authorised by him or her), or

_____ proxy to attend and vote for my/our shares at the Annual General Meeting of Cambi ASA on 10 May 2021.
(Name and email address of the proxy holder in capital letters)

Place	Date	Signature
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If you submit this form and do not state the name of the proxy holder, the proxy will be given to the Chair of the Board.

Voting instructions for the Annual General Meeting of Cambi ASA

You may use this form to give your vote or voting instructions to the Chair of the Board of Directors or the person authorised by her. Alternatively, you may vote advance. See the separate section above. Instruction to other than Chair of the Board should be agreed directly with the proxy holder.

Voting instructions can only be registered by Cambi ASA and must be sent to office@cambi.com (scanned form) or by regular mail to Cambi ASA, PO Box 78, 1371 Asker, Norway. Please deliver your forms to Cambi ASA within 9 May 2021 at 16:00 CET.

Proxies and/or voting instructions must be dated and signed to be valid.

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 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 – Opening of General Meeting by the Chair of the Board (Gro Brækken) and registration of participating shareholders			
#2 – Appointment of a person to co-sign the minutes of meeting together with the Chair			
#3 – Information about the Company's business			
#4 – Approval of summons and agenda	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
#5 – Approval of the annual accounts and the directors' report for 2020	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
#6 – Election of members to the Board of Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
#7 – Approval of remuneration to the members of the Board of Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
#8 – Approval of remuneration to the auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
#9 – Authorisation to the Board to increase the share capital through the issuance of shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If no proxy is given, you vote for yourselves.

Place Date Signature