

Til aksjonærene i ECIT AS

**INNKALLING TIL EKSTRAORDINÆR
GENERALFORSAMLING I ECIT AS**

Styret innkaller herved til ekstraordinær
generalforsamling i ECIT AS den 1. november 2024
kl. 16:30-17:00 ved digitalt møte, hvor link sendes
til påmeldte aksjonærer.

Fortegnelse over aksjeeiere som deltar.

Følgende dagsorden vil bli behandlet:

1. Godkjenning av innkallingen og dagsordenen
2. Valg av møteleder
3. Valg av medundertegner
4. Endring vedtekter
5. Endring av styret

Den 17. oktober 2024

Thomas Plenborg
Styreleder

To the shareholders of ECIT AS

**NOTICE OF EXTRAORDINARY
GENERAL ASSEMBLY IN ECIT AS**

The Board hereby summon for the Extraordinary
General Assembly in ECIT AS on November 1st,
2024 at 16:30-17:00 CET in a digital meeting, link
will be provided to registered participants.

Recording of participating shareholders.

The following agenda will be addressed:

1. Approval of the notice and agenda
2. Election of chairman of the meeting
3. Election of co-signatory
4. Adjustment of articles of association
5. Election of board of directors

On 17 October 2024

Thomas Plenborg
Chairman of the Board

Vedlegg til innkalling til Generalforsamlingen

Styrets forslag til sak 1

Styret foreslår at innkalling og agenda godkjennes.

Styrets forslag til sak 2

Styret foreslår at nestleder leder møtet og fører protokoll.

Styrets forslag til sak 3

Styret foreslår at Peter Lauring medundertegner protokollen.

Styrets forslag til sak 4

Styret foreslår at selskapets vedtekter punkt 4.2 endres som følger i forbindelse med gjennomføring av anbefalt frivillig tilbud:

«4.2 A-klassen

Hver **A-aksje** gir 10:1 stemmer på generalforsamlingen, men eier av A-aksjer kan samlet maksimalt stemme for 49,9 % av stemmene i selskapet til enhver tid.

Det kan ikke være flere enn 55 000 000 A-aksjer i selskapet. Kun Peter Lauring eller selskap eiet og kontrollert av ham kan eie A-aksjer.

A-aksjer skal konverteres til B-aksjer (i) når A-aksjeeier krever det (ii) når Peter Lauring ikke lenger er aktiv i selskapet, eller (iii) ved salg av A-aksjer til tredjepart. A-aksjene kan ikke noteres på børs, MHF eller lignende markedsplass.»

til

«4.2 A-klassen

Hver **A-aksje** gir 10:1 stemmer på generalforsamlingen.

Det kan ikke være flere enn 55 000 000 A-aksjer i selskapet.

A-aksjene kan ikke noteres på børs, MHF eller lignende markedsplass.»

Appendix to the notice to the General Assembly

The Board's proposal for item 1

The Board of Directors proposes that the notice and agenda to be approved.

The Board's proposal for item 2

The Board proposes that the Deputy Chairman chair the meeting and keep minutes.

The Board's proposal for item 3

The board proposes that Peter Lauring co-sign the minutes.

The Board's proposal for item 4

The Board of Directors proposes that the Company's articles of association are altered as follows in connection with the completion of the recommended voluntary offer:

"4.2 Class A shares

Each **A share** carries 10:1 votes at the general meeting, however so that owner of A shares can in total vote for a maximum of 49.9% of the votes in the company at any given time.

There can be no more than 55,000,000 A shares in the company. Only Peter Lauring or a company owned and controlled by him can own A shares.

A shares shall be converted into B shares (i) when the A-shareholder request such conversion (ii) when Peter Lauring is no longer active in the company, or (iii) in case of a sale of A- shares to a third party. The A shares cannot be listed on a stock exchange, an MTF or similar market place."

to

"4.2 Class A shares

Each **A share** carries 10:1 votes at the general meeting.

There can be no more than 55,000,000 A shares in the company.

Styrets forslag til sak 5

Styret foreslår at det velges nytt styre som følger:

Pedro Fasting, styreleder
Peter Luring, styremedlem
Klaus Jensen, styremedlem

Det valgte styret tiltrer på dato for oppgjør av det
anbefalte frivillige tilbudet.

The A shares cannot be listed on a stock exchange, an
MTF or similar market place.”

The Board's proposal for item 5

The Board of Directors propose that the following
board is elected:

Pedro Fasting, chairman of the board
Peter Luring, board member
Klaus Jensen, board member

Board nominations is conditional upon and effective
from settlement date of the recommended voluntary
offer.

Aksjer og stemmerett

Selskapets aksjekapital er NOK 465.007.773 fordelt på 465.007.773 stk. aksjer hver pålydende NOK 1. Aksjekapitalen er fordelt på 41.336.068 A-aksjer med 10 stemmer per aksje, samt 352.932.043 B-aksjer og 70.739.662 C-aksjer med 1 stemme per aksje. Per 30. september 2024 har selskapet en beholdning på 0 stk. egne aksjer (kun B-aksjer), og stemmerett kan ikke utøves for disse.

Hver aksjonær har rett til å stemme for det antall aksjer vedkommende eier og som er registrert i aksjeregisteret Verdipapirsentralen ASA (VPS) på tidspunktet for generalforsamlingen. Hvis et aksjekjøp ikke har blitt registrert i VPS på tidspunktet for generalforsamlingen, kan stemmeretten for de kjøpte aksjene bare utøves dersom kjøpet er rapportert til VPS og dokumentasjon på dette er fremlagt på generalforsamlingen. I en aksjeoverføring kan partene bli enige om at selger kan utøve aksjerettigheten frem til rettigheten har blitt overtatt av kjøper.

Etter selskapets oppfatning, kan hverken tilgodesett eier eller agent stemme for aksjer som er registrert på forvalterkontoer i Verdipapirsentralen ASA (VPS), jf. Lov om aksjeselskaper (aksjeloven), paragraf 4-10. Tilgodesett eier kan allikevel stemme for aksjer dersom alle nødvendige steg er tatt for å avslutte forvalterregistreringen av aksjene, og aksjene er overført til en ordinær konto registrert i VPS, i eierens navn. Dersom eier kan dokumentere slike steg, og at hun/ han faktisk har eierskapsinteresse i selskapet, kan hun/ han, etter selskapets mening, stemme for aksjene, selv om de ikke enda er registrert i en ordinær VPS-konto.

Rettigheter for aksjeeiere

En aksjeeier kan ikke kreve at nye punkter blir lagt til agendaen nå, da fristen for dette er passert, jf. aksjelovens § 5-11 andre punktum. En aksjeeier har likevel rett til å komme med forslag til vedtak som angår punktene som skal gjennomgås på generalforsamlingen.

Dersom tilleggsinformasjon er nødvendig, og et svar ikke gis på generalforsamlingen, skal et skriftlig svar forberedes innen to uker fra datoen for generalforsamlingen.

Svaret skal tilgjengeliggjøres på selskapets nettsider, og sendes til aksjeeierne som har forespurt informasjonen. Dersom svaret er ansett som viktig for evalueringen av omstendighetene nevnt i ovenstående setning, skal svaret sendes til alle aksjeeiere med kjent adresse.

The shares of the company and the right to vote for shares

The Company's share capital is NOK 465,007,773 divided in 465,007,773 shares each having a face value of NOK 1. A total of 41,336,068 A-shares holding 10 votes per share and 352,932,043 B and 70,739,662 C-shares holding 1 vote per share. As of 30 September 2024, the company holds 0 treasury shares, and voting rights cannot be exercised for these.

Each shareholder has the right to vote for the number of shares owned by the shareholder and registered in the shareholder's register with the Norwegian Central Securities Depository (the VPS) at the time of the general meeting. If a share acquisition has not been registered with the VPS at the time of the general meeting, voting rights for the acquired shares may only be exercised if the acquisition is reported to the VPS and proven at the general meeting. In a share transfer, the parties may agree that the seller can exercise the shareholder rights until the rights have been assumed by the acquirer.

In the company's opinion, neither the beneficial owner nor the agent has the right to vote for shares registered on nominee accounts with the VPS, cf. the Public Limited Liability Companies Act section 4-10. The beneficial owner may, however, vote for the shares in the event all necessary steps are taken to terminate the custodian registration of the shares, and the shares are transferred to an ordinary account registered with the VPS, in the owner's name. Provided that the owner can document such conduct, and he has an actual ownership interest in the company, he may, in the company's opinion, vote for the shares, even though they are not yet registered on an ordinary VPS-account.

The shareholders' rights

A shareholder cannot demand that new items are added to the agenda now, when the deadline for such request has expired, cf. the Public Limited Liability Companies Act section 5-11 second sentence. A shareholder has the right to make proposals for a resolution regarding the items which will be considered by the general meeting.

If additional information is necessary, and an answer will not be given at the general meeting, a written answer shall be prepared within two weeks from the date of the general meeting.

Registrering av oppmøte på generalforsamlingen

Aksjeeiere som ønsker å delta på den ekstraordinære generalforsamlingen, enten digitalt eller ved fullmakt, må gi beskjed til selskapet senest 30. oktober 2024 kl. 16.30. Beskjed om deltakelse kan gis via VPS Investor Services, en tjeneste som tilbys av de fleste registrarer i Norge, eller ved å fylle ut og returnere vedlagte deltakesskjema scannet på e-post til nis@nordea.com, eller alternativt som brev til Nordea Bank Abp, filial i Norge, Issuer services, Essendrops gate 7, Postboks 1166 Sentrum, N-0107 Oslo, Norway. Deltakesskjema må sendes elektronisk eller være mottatt pr. post senest innen fristen nevnt over. Aksjeeiere som ikke registrerer seg innen denne fristen, kan nektes adgang til generalforsamlingen og nektes stemmerett. Fullmakt med eller uten stemmeinstruksjoner kan om ønskelig gis til møteleder eller personen han oppnevner.

Stemmeavgivelse via elektronisk kommunikasjon i forkant av generalforsamlingen

En aksjeeier, som ikke selv er til stede på generalforsamlingen, kan i forkant av generalforsamlingen, stemme på hvert agendapunkt via VPS Investor Services (PIN-kode og referansenummer fra registrering av oppmøte kreves). Siste frist for forhåndsstemming er 30. oktober 2024 kl. 16.30. Frem til fristen kan stemmer som allerede er avgitt endres eller trekkes tilbake. Dersom en aksjeeier velger å delta på generalforsamlingen personlig eller gjennom stedfortreder, vil stemmer som allerede er avgitt betraktes som trukket.

Følgende dokumenter vil være tilgjengelig på

www.ecit.com:

- Denne innkallingen og tilhørende registreringskjema for deltakelse/ fullmakt
- Styrets forslag til vedtak til behandling på den årlige generalforsamling

Den 17. oktober 2024

Styret i ECIT AS

Such answer shall be available at the company's office and sent to shareholders requesting the information. If the answer is considered material for evaluation of the circumstances mentioned in the previous paragraph, the answer should be sent to all shareholders with known address.

Registration of attendance to the general meeting

Shareholders who wish to participate the extraordinary general meeting digitally or by proxy, must notify the company of their attendance no later than 30 October 2024 at 16:30h. Notification of attendance can be given via VPS Investor Services, a service offered by most registrars in Norway, or by completing and returning the enclosed attendance form scanned by email to nis@nordea.com, or alternatively by post to Nordea Bank Abp, filial in Norway, Issuer services, Essendrops gate 7, Postboks 1166 Sentrum, N-0107 Oslo, Norway.

Notification of attendance must be sent electronically or received no later than the deadline stated above. Shareholders who fail to register by this deadline may be denied access to the annual general meeting and denied the right to vote. Proxy with or without voting instructions, can if desirable, be given to the meeting chair or the person he appoints.

Voting by means of electronic communication prior to the general meeting

A shareholder, not present himself at the general meeting, may prior to the general meeting cast vote on each agenda item via VPS Investor Services (PIN-code and reference number from the notice of attendance is required). The deadline for prior voting is 30 October 2024 at 16:30h. Up until the deadline, votes already cast may be changed or withdrawn. If a shareholder chooses to attend the general meeting in person or by proxy, votes already cast prior to the general meeting will be considered withdrawn.

The following documents will be available on www.ecit.com:

- This notice and the enclosed form for notice of attendance/proxy
- The Board of Directors' proposed resolutions for the annual general meeting for the items listed above

On 17 October 2024

The Board of Directors in ECIT AS

no.: _____ **Pin Code:** _____
**Notice of extraordinary general meeting of
ECIT AS**

The extraordinary general meeting will be held
digitally on Friday 1 November 2024 at 16:30 h.

If shareholder is a legal entity, please identify the
authorized representative:

Name of authorized representative
(To grant a proxy, please use one of the proxy
forms below)

Notice of attendance/voting prior to meeting

The undersigned (name in capital letters): _____
will attend the extraordinary general meeting of ECIT AS on Friday 1 November 2024 and exercise the voting
rights attached to the following shares:

_____ own shares, and/or
_____ other shares in accordance with the enclosed proxy/proxies, i.e.
_____ shares in total.

This notice of attendance must be received by Nordea Bank by Wednesday 30 October 2024 at 16:30h CET.
Notice of attendance may be sent electronically via VPS Investor Services. This notice of attendance may also
be scanned and sent by email nis@nordea.com, or alternatively by post to Nordea Bank Abp, filial i Norge, Issuer
services, Essendrops gate 7, Postboks 1166 Sentrum, N-0107 Oslo, Norway.

Advance votes may only be cast electronically via VPS Investor Services. Votes must be registered by
Wednesday 30 October 2024 at 16:30h CET. Votes already cast may be amended or withdrawn prior to the
deadline. A reference number and pin code are required to access the electronic system for notification of
attendance and advance voting via ECIT ASs website.

Place Date Shareholder's signature
(Sign only if attending in person. To grant a proxy, please use one of the forms below.)

Proxy (without voting instructions)

Reference no.: _____

Pin Code: _____

This proxy form must be used when granting a proxy without voting instructions. To grant a proxy with voting
instructions, please use the form on next page.

If you are unable to attend the extraordinary general meeting, you may grant a proxy to an authorised
representative, or you may submit the proxy form without appointing a proxy holder, in which case the proxy
will be deemed to be granted to Pedro Fasting (Deputy chairman and meeting chair) or a person authorised
by him.

The proxy form must be received by NORDEA Bank ASA, Registrar's Department, by Wednesday 30 October
2024 at 16:30h CET. The proxy may be sent electronically via VPS Investor Services. The proxy may also be
scanned and sent by email to nis@nordea.com, or alternatively by post to Nordea Bank Abp, filial i Norge, Issuer
services, Essendrops gate 7, Postboks 1166 Sentrum, N-0107 Oslo, Norway.

The undersigned (name in capital letters): _____

Hereby grants (tick one of the two boxes):

Pedro Fasting (or a person authorised by him)

(Name of proxy holder in capital letters)

a proxy to attend and exercise the voting rights attached to my/our shares at the extraordinary general meeting
of ECIT AS on Wednesday 30 October 2024.

Attendance and voting rights are governed by the Norwegian Public Limited Liability Companies Act, in
particular Chapter 5. If the shareholder is a company, the company's certificate of registration must be
attached to the proxy.

Proxy (with voting instructions)

Reference No.:

Pin Code:

This proxy form must be used when granting a proxy with voting instructions.

If you are unable to attend the extraordinary general meeting, you may use this proxy form to issue voting instructions. You may grant a proxy with voting instructions to an authorised representative, or you may submit the proxy form without appointing the proxy holder, in which case the proxy will be deemed to be granted to Pedro Fasting (Chairman of the board) or a person authorised by him. The proxy must be signed and dated.

The proxy may be scanned and sent by email to nis@nordea.com, or alternatively by post to Nordea Bank Abp, filial i Norge, Issuer services, Essendrops gate 7, Postboks 1166 Sentrum, N-0107 Oslo, Norway. The proxy form must be received by Nordea Bank ASA, Registrar's Department, no later than Wednesday 30 October 2024 at 16:30h CET.

The undersigned (name in capital letters): _____

Hereby grants (tick one of the two boxes):

Pedro Fasting (or a person authorised by him)

(Name of proxy holder in capital letters)

a proxy to attend and exercise the voting rights attached to my/our shares at the extraordinary general meeting of ECIT AS on Wednesday 1 November 2024.

The voting rights shall be exercised in accordance with the instructions below. Please note that if any item below is not voted on (no box is ticked), this will be deemed to be an instruction to vote "in favour" of that item. However, if any motions are received from the floor in addition to or in replacement of the proposals in the notice, the proxy holder may vote or abstain from voting at his discretion. In that case, the proxy holder will vote on the basis of his reasonable understanding of the motion. The same applies if there is any doubt as to how the voting instructions should be understood. Where no such reasonable understanding of the motion can be formed, the proxy holder may abstain from voting.

Agenda for extraordinary general meeting 2024	In favour	Against	Abstention
1. Approval of the notice and agenda	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Election of chairman of the meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Selection of co-signatory	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Adjustment of articles of association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Election of board of directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Place

Date

Shareholder's signature

(Sign only if attending in person. To grant a proxy, please use one of the forms below.)

Attendance and voting rights are governed by the Norwegian Public Limited Liability Companies Act, in particular Chapter 5. A written power of attorney dated and signed by the shareholder granting the proxy must be presented at the meeting. If the shareholder is a company, the company's certificate of registration must be attached to the proxy.