

*OFFICE TRANSLATION – IN CASE OF
DISCREPANCY THE NORWEGIAN VERSION SHALL
PREVAIL:*

Til aksjonærene i Prosafe SE

**INNKALLING TIL EKSTRAORDINÆR
GENERALFORSAMLING I
PROSAFE SE**
(org. nr. 823 139 772)

På vegne av styret i Prosafe SE (**Selskapet**), innkalles aksjonærene i Selskapet herved til ekstraordinær generalforsamling.

Generalforsamlingen vil finne sted 16. november 2023 klokken 11:00 CET. Styret har besluttet å gjennomføre møtet virtuelt og være tilgjengelig online via Lumi AGM. Alle aksjonærer vil kunne delta på møtet, stemme og stille spørsmål fra smarttelefoner, nettbrett, laptop eller stasjonære enheter.

For nærmere informasjon vedrørende den virtuelle deltakelsen vises til veiledning gjort tilgjengelig som vedlegg 4 til innkallingen.

Generalforsamlingen vil ha følgende agenda:

1. Åpning av generalforsamlingen
2. Registrering av deltakende aksjonærer og fullmektiger
3. Godkjenning av innkalling og agenda for møtet
4. Valg av møteleder og minst én person til å undertegne protokollen sammen med møteleder
5. Kapitalforhøyelse
6. Fullmakt til kapitalforhøyelse i forbindelse med en reparasjonsemisjon
7. Valg av styremedlemmer

To the shareholders of Prosafe SE

**NOTICE OF AN EXTRAORDINARY
GENERAL MEETING IN
PROSAFE SE**
(org. no. 823 139 772)

On behalf of the Board of Prosafe SE (the **Company**), the shareholders of the Company are hereby convened to a general meeting.

The general meeting will take place on 16 November 2023 at 11:00 CET. The Board of directors has resolved that the extraordinary general meeting will be arranged virtually and made available online via Lumi AGM. All shareholders will be able to participate in the meeting, vote and ask questions from smart phones, tablets, lap-tops or stationary computers.

For further information regarding the virtual participation, please see the guidelines made available as Appendix 4 to the Notice.

The general meeting will have the following agenda:

1. Opening of the general meeting
2. Registration of participating shareholders and proxies
3. Approval of the notice and the agenda
4. Election of chairman of the meeting and at least one person to co-sign the minutes together with the chairman of the meeting
5. Share capital increase
6. Authorisation to increase the share capital in connection with a subsequent offering
7. Election of members of the Board

VEDLEGG:

Vedlegg 1: Informasjon og blankett for forhåndsstemming og fullmakt (norsk/engelsk)

Vedlegg 2: Styrets forslag til vedtak

Vedlegg 3: Sakkyndig redegjørelse for valutainnskudd

Følgende dokumenter er tilgjengelige på www.prosafe.com:

Vedlegg 4: Guide for online deltakelse (norsk/engelsk)

Innstillingen fra valgkomitéen vil bli publisert separat.

APPENDICES:

Appendix 1: Information and form of advance voting and proxy (Norwegian/English)

Appendix 2: The Board's proposed resolutions

Appendix 3: Expert statement on currency capital contribution

The following documents are available on www.prosafe.com:

Appendix 4: Guide for online participation (Norwegian/English)

The nomination committee's recommendation will be published separately.

For og på vegne av styret i / For and on behalf of the Board of directors of

PROSAFE SE

Stavanger, 26 October 2023

Glen Ole Rødland
Styrets leder / Chairman of the Board

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Se vedlegg 3 for nærmere informasjon om hvordan en aksjonær kan delta, forhåndsstemme og avgi fullmakt elektronisk.

Det er **1** Y nødvendig for aksjonærer å melde seg på til generalforsamlingen. Merk imidlertid at aksjonæren må være pålogget online i god tid før møtet og senest fem minutter før start.

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For aksjonærer som ønsker å avgi stemmer under generalforsamlingen, se nærmere informasjon i Vedlegg 3.

En aksjonær kan ikke kreve nye punkter lagt til agendaen når fristen for slike forespørsler er utløpt, jf. allmennaksjeloven § 5-11. En aksjonær kan imidlertid foreslå et vedtak vedrørende punktene som skal vurderes av generalforsamlingen. En aksjonær kan i samsvar med allmennaksjeloven § 5-15 også kreve at styremedlemmer eller daglig leder gir nødvendig informasjon til generalforsamlingen om punktene som har blitt presentert for aksjonærene for avgjørelse og Selskapets finansielle posisjon.

Selskapet har for øyeblikket utstedt 11 518 699 ordinære aksjer, og hver aksje gir rett til å avgi én stemme på generalforsamlingen. For å være berettiget til å stemme på generalforsamlingen, må aksjonæren være registrert som eieren av aksjene i Selskapets aksjeeierbok i VPS per 15 november 2023.

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I henhold til allmennaksjeloven § 1-8, samt forskrift om formidlere omfattet av verdipapirsentralloven § 4-5 og tilhørende gjennomføringsforordninger sendes innkalling til forvalter som viderefører til aksjonærer de holder aksjer for. Aksjonærer skal kommunisere med sin forvalter som har ansvar for å formidle stemmer eller påmelding. Forvalter må i henhold til allmennaksjeloven § 5-3 registrere dette med selskapet senest 2 virkedager før generalforsamlingen.

Denne innkallingen, dens vedlegg og Selskapets vedtekter er tilgjengelige på Selskapets internettside, www.prosafe.com fra datoen for denne innkallingen.

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Please find further information on how to digitally attend, perform advance voting and proxy in appendix 3.

It is not necessary to register attendance in advance to attend the general meeting. However, please note that any participating shareholders will need to log-in online well in advance and at least five minutes prior to the start of the meeting.

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A shareholder may vote digitally during the general meeting. Please see further information in Appendix 3.

A shareholder cannot demand new items to be added to the agenda when the deadline for such request has expired, cf. section 5-11 of the Public Limited Companies Act. A shareholder may, however, make proposals for a resolution regarding the items which will be considered by the general meeting. A shareholder may in accordance with section 5-15 of the Public Limited Companies Act also require Board members and the CEO to provide necessary information to the general meeting about the items which have been presented to the shareholders for decision and the Company's financial position.

The Company currently has 11 518 699 ordinary shares issued and outstanding, and each share confers the right to one vote at the general meeting. In order to be entitled to vote at the general meeting, a shareholder must be registered as the legal owner of the shares in the register of shareholders of the Company with the Norwegian Central Securities Depository (VPS) as of 15 November 2023.

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According to the Public Limited Liability Companies Act § 1-8, as well as regulations on intermediaries covered by the Central Securities Act § 4-5 and related implementing regulations, notice is sent to custodians who pass on to shareholders for whom they hold shares. Shareholders must communicate with their custodians, who are responsible for conveying votes or enrolment. Custodians must according to Section 5-3 of the Public Limited Liability Companies Act register this with the Company no later than 2 working days before the general meeting.

This notice, its appendices and the Company's Articles of Association are available on the Company's website at www.prosafe.com from the date of this notice.

Ref no: **PIN - code:****Notice of Extraordinary General Meeting**

An Extraordinary General Meeting of Prosafes SE will be held on 16 November 2023 at 11:00 a.m. CET as a virtual meeting.

The shareholder is registered with the following amount of shares at summons: _____ and votes for the number of shares registered in Euronext per Record date 9 November 2023.

The deadline for electronic registration of advance votes, proxy of and instructions is 14 November 2023 at 11:00 a.m. CET.

Electronic registration

Alternatively, "Form for submission by post or e-mail for shareholders who cannot register their elections electronically".

Step 1 – Register during the enrollment/registration period:

- Either through the company's website www.prosafe.com using a reference number and PIN – code (for those of you who receive the notice by post-service), or
- Log in through VPS Investor services; available at euronextvps.no or through own account keeper (bank/broker). Once logged in - choose Corporate Actions – General Meeting – ISIN

You will see your name, **reference number**, **PIN-code** and balance. At the bottom you will find these choices:

"Enroll" - There is no need for registration for online participation, enrollment is not mandatory

"Advance vote" - If you would like to vote in advance of the meeting

"Delegate Proxy" - Give proxy to the chair of the Board of Directors or another person

"Close" - Press this if you do not wish to register

Step 2 – The general meeting day:

Online participation: Please login through <https://dnb.lumiagm.com/174871631> You must identify yourself using the **reference number and PIN - code** from VPS - see step 1 above. Shareholders can also get their reference number and PIN code by contacting DNB Bank Registrars Department by phone +47 23 26 80 20 (08:00-am – 3:30 pm).

If you are not logged in before the meeting starts, you will be granted access, but without the right to vote.

Ref no:
PIN - code:
Form for submission by post or e-mail for shareholders who cannot register their elections electronically.

The signed form can be sent as an attachment in an e-mail* to genf@dnb.no (scan this form) or by post service to DNB Bank Registrars Department, P.O Box 1600 Sentrum, 0021 Oslo. Deadline for registration of advance votes, proxies and instructions must be received no later than **14 November 2023 at 11:00 a.m. CET**. If the shareholder is a company, the signature must be in accordance with the company certificate.

**Will be unsecured unless the sender himself secures the e-mail.*

_____ **shares would like to be represented at the general meeting in Prosafes SE as follows (mark off):**

- Open proxy for the Board of Directors or the person he or she authorizes (do not mark the items below)
- Proxy of attorney with instructions to the Board of directors or the person he or she authorizes (mark "For", "Against" or "Abstain" on the individual items below)
- Advance votes («For», «Against» or «Abstain» on the individual items below)
- Open proxy to (do not mark items below – agree directly with your proxy solicitor if you wish to give instructions on how to vote)

_____ (enter the proxy solicitors name in the block letters)

Note: Proxy solicitor must contact DNB Bank Registrars Department by phone +47 23 26 80 20 (08:00-am – 3:30 pm) for login details.

Voting must take place in accordance with the instructions below. Missing or unclear markings are considered a vote in line with the board's and the election committee's recommendations. If a proposal is put forward in addition to, or as a replacement for, the proposal in the notice, the proxy determines the voting.

Agenda for the Extraordinary General Meeting 16 November 2023	For	Against	Abstain
1. Opening of the general meeting			No voting
2. Registration of participating shareholders			No voting
3. Approval of the notice and the agenda	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Election of chairman of the meeting and at least one person to co-sign the minutes together with the chairman of the meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Share capital increase	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Authorisation to increase the share capital in connection with a subsequent offering	<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"/>

The form must be dated and signed

 Place

 Date

 Shareholder's signature

VEDLEGG 2: Styrets forslag til beslutninger**Sak 1: Åpning av generalforsamlingen**

Styret har utpekt Glen Ole Rødland, eller noen utpekt av ham til å åpne generalforsamlingen.

Sak 2: Registrering av fremmøtte aksjonærer og fullmektiger**Sak 3: Godkjenning av innkalling og agenda for møtet**

Styret foreslår at generalforsamlingen fatter følgende vedtak:

"Innkallingen og agendaen godkjennes."

Sak 4: Valg av møteleder og minst én person til å undertegne protokollen sammen med møteleder

Styret foreslår at Glen O. Rødland velges som møteleder.

En person som deltar på generalforsamlingen, vil bli foreslått til å medundertegne protokollen.

Sak 5: Kapitalforhøyelse

Selskapet har engasjert SpareBank 1 Markets AS og Pareto Securities AS som tilretteleggere («**Tilretteleggerne**») for en rettet emisjon på opp til NOK 350 millioner med tegningskurs på NOK 60 per aksje («**Emisjonen**»). Emisjonen ble plassert 25. oktober 2023 betinget av at selskapets generalforsamling fatter vedtak om å utstede aksjene.

Nettoprovenyet fra Emisjonen skal brukes til investeringer og mobiliseringskostnader i for å legge til rette for fremtidige kontraktsmuligheter, samt å styrke Selskapets balanse og generelle selskapsformål. Se også Selskapets børsmelding av 25. oktober 2023.

Styret anbefaler derfor at generalforsamlingen vedtar å utstede 5 833 333 aksjer for å gjennomføre Emisjonen. Aksjene levers til Tilretteleggerne for å gjennomføre levering i Emisjonen.

Styret foreslår at generalforsamlingen fatter følgende vedtak:

Selskapets aksjekapital forhøyes med EUR 7 291 666.25, fra EUR 14 398 373.75 til EUR 21 690 040 ved utstedelse av 5 833 333 nye aksjer, hver pålydende EUR 1.25 per aksje.

APPENDIX 2: The Board's proposed resolutions**Item 1: Opening of the general meeting**

The Board of directors has appointed Glen Ole Rødland, or someone appointed by him to open the general meeting.

Item 2: Registration of attending shareholders and proxies**Item 3: Approval of the notice and the agenda**

The Board proposes that the general meeting makes the following resolution:

"The notice and the agenda are approved."

Item 4: Election of chairman of the meeting and at least one person to co-sign the minutes together with the chairman of the meeting

The Board proposes that Glen O. Rødland is elected to chair the general meeting.

One person attending the general meeting will be proposed to co-sign the minutes.

Item 5: Share capital increase

The Company has engaged SB1 Markets AS and Pareto Securities as managers (the "**Managers**") for the purpose of completing a private placement of up to NOK 350 million at a subscription price of 60 per share (the "**Private Placement**"). The Private Placement was completed on 25 October 2023.

The net proceeds to the Company from the Private Placement will be used for investments and mobilization costs to enable new contract opportunities, strengthening of the balance sheet and general corporate purposes. For further information we refer to the stock exchange announcement dated 25 October 2023.

The Board proposes that the general meeting approves to issue 5 833 333 of new shares. The new shares will be delivered to the Managers for settlement of the Private Placement.

The Board proposes that the general meeting makes the following resolution:

The Company's share capital is increased by EUR 7 291 666.25, from EUR 14 398 373.75 to EUR 21 690 040 00, by issue of 5 833 333 new shares, each with a par nominal value of EUR 1.25 per share.

Tegningskursen skal være NOK 60 per aksje, totalt NOK 349 999 980, hvorav NOK 263 681 234.93 er overkurs forutsatt en NOK/EUR kurs på 11.8380.

Aksjonærens fortrinnsrett fravikes. Representanter fra SpareBank 1 Markets AS og/eller Pareto Securities AS, tegner aksjene på vegne av tegnerne etter fullmakt.

Tegning skal skje på separat tegningsblankett senest 25. november 2023.

Aksjeinnskuddet gjøres opp ved innbetaling til en konto til fordel for Selskapet så snart som mulig og senest 30. november 2023. Selskapet har rett til å disponere over innskuddet før kapitalforhøyelsen er registrert.

De nye aksjene gir rett til utbytte og andre rettigheter fra og med kapitalforhøyelsens registrering i Foretaksregisteret.

Utgiftene til kapitalforhøyelsen er anslått til ca. NOK 30 000. Utgiftene dekkes av selskapet.

Sak 6: Fullmakt til kapitalforhøyelse til reparasjonsemisjon

Det vises til sak 5 over om forhøye Selskapets aksjekapital ved utstedelse av nye aksjer med brutto inntekter på ca. NOK 350 millioner i Emisjonen. Styret foreslår nå å gjennomføre en etterfølgende reparasjonsemisjon i den forbindelse.

Styret anser at det er i Selskapets interesse at styret gis fullmakt til å forhøye Selskapets aksjekapital. Fullmakten kan benyttes til å gjennomføre en reparasjonsemisjon som skal rettes mot eksisterende aksjonærer i Selskapet per 25. oktober 2023, som er registrert i Selskapets register over aksjonærer hos Euronext Securities Oslo den 27. oktober 2023, og som (i) ikke var inkludert i den innledende fasen av den Rettede Emisjonen, (ii) ikke ble tildelt aksjer i den Rettede Emisjonen og (iii) ikke er hjemmehørende i en jurisdiksjon der et slikt tilbud ville være ulovlig eller ville (i jurisdiksjoner utenfor Norge) utløst prospektplikt, arkivering, registrering eller lignende handling.

Sett hen til formålet med fullmakten foreslås det at styret kan fravike aksjeeiernes fortrinnsrett etter allmennaksjeloven § 10-4, jf. SE-loven § 2, ved bruk av fullmakten.

Styret foreslår at generalforsamlingen treffer følgende vedtak:

The subscription shall be NOK 60 per share, in total NOK 349 999 980, of which NOK 263 681 234.93 is premium assuming a NOK/EUR rate of 11.8380.

The shareholders' pre-emptive rights are waived. Representatives from SpareBank 1 Markets AS and/or Pareto Securities AS, will subscribe for the shares on behalf of the investors per power of attorney.

The subscription shall be made in these minutes no later than 25 November 2023.

The subscription price shall be paid to an account designed for the Company as soon as possible and no later than 30 November 2023. The Company may use the proceeds prior to registration of the share capital increase.

The new shares will give the right to distributions from the date of registration in the Registrar of Business Enterprises.

The expenses related to the share capital increase are expected to be NOK 30 000. The Company will cover the expenses.

Item 6: Authorisation to increase the share capital in connection with a subsequent offering

Reference is made to Item 5 regarding the private placement of new shares in the Company with gross proceeds in the amount of approximately NOK 350 million in the Private Placement. In that regard, the Board of directors now proposes to carry out a subsequent offering.

The Board of directors believes that it is in the best interest of the Company that the Board is granted authorisation to increase the Company's share capital. The authorisation may be used to carry out a subsequent offering, to be directed towards existing shareholders in the Company as of 25 October 2023, as registered in the Company's register of shareholders with Euronext Securities Oslo on 27 October 2023, and who (i) were not included in the pre-sounding phase of the Private Placement, (ii) were not allocated Offer Shares in the Private Placement, and (iii) are not resident in a jurisdiction where such offering would be unlawful or would (in jurisdictions other than Norway) require any prospectus, filing, registration or similar action.

In light of the purpose of the authorisation, it is proposed that the Board may deviate from existing shareholders' preferential rights pursuant to section 10-4 of the Norwegian Public Limited Liability Companies Act, cf. the SE Act section 2, when using the authorisation.

The Board proposes that the general meeting makes the following resolution:

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| <p>(1) Styret gis i fullmakt til å forhøye Selskapets aksjekapital med EUR 1 666 666.25, ved utstedelse av opp til 1 333 333 nye aksjer med tegningskurs på NOK 60 per aksje.</p> <p>(2) Fullmakten kan benyttes til å gjennomføre en reparasjonsemisjon som skal rettes mot eksisterende aksjonærer i Selskapet per 25. oktober 2023, som er registrert i Selskapets register over aksjonærer hos Euronext Securities Oslo den 27. oktober 2023, og som (i) ikke var inkludert i den innledende fasen av den Rettede Emisjonen, (ii) ikke ble tildelt aksjer i den Rettede Emisjonen og (iii) ikke er hjemmehørende i en jurisdiksjon der et slikt tilbud ville være ulovlig eller ville (i jurisdiksjoner utenfor Norge) utløst prospektplikt, arkivering, registrering eller lignende handling.</p> <p>(3) Fullmakten gjelder frem til 30. mars 2024.</p> <p>(4) Aksjeeiernes fortrinnsrett kan fravikes.</p> <p>(5) Fullmakten omfatter kapitalforhøyelse mot innskudd i penger og mot innskudd i andre eiendeler enn penger. Fullmakten omfatter rett til å pådra Selskapet særlige plikter.</p> <p>(6) Alle andre fullmakter, unntatt fullmakten gitt 10. mai 2023 på opp til 72 000 EUR, slettes.</p> | <p>(1) The Board of directors is authorised to increase the Company's share capital by EUR 1 666 666.25, by issuing up to 1 333 333 new shares with subscription price of NOK 60 per share.</p> <p>(2) The authorisation may be used to carry out a subsequent offering, to be directed towards existing shareholders in the Company as of 25 October 2023, as registered in the Company's register of shareholders with Euronext Securities Oslo on 27 October 2023, and who (i) were not included in the pre-sounding phase of the Private Placement, (ii) were not allocated Offer Shares in the Private Placement, and (iii) are not resident in a jurisdiction where such offering would be unlawful or would (in jurisdictions other than Norway) require any prospectus, filing, registration or similar action.</p> <p>(3) The authorisation shall remain in force until 30 March 2024.</p> <p>(4) The pre-emptive rights of the shareholders may be set aside by the Board.</p> <p>(5) The authority covers capital increases against contributions in cash and contributions other than in cash.</p> <p>(6) All authorisations, except the authorisation granted 10 May 2023 of up to 72 000, are hereby deleted.</p> |
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Sak 7: Styrevalg

Valgkomitéens innstilling vil bli gjort tilgjengelig på Selskapets nettside (www.prosafe.com) så snart denne er klar.

Item 7: Election of new directors

The Nomination Committee report will be made available on the Company's website (www.prosafe.com).



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5822 Bergen

Telephone +47 45 40 40 63
Fax
Internet www.kpmg.no
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To the General Meeting of Prosafe SE

Statement regarding increase in share capital

At the Board of Directors' request we, as independent experts, issue this statement in compliance with The Public Limited Liability Companies Act section 10-2, refer section 2-6.

The Board of Directors' responsibility for the statement

The Board of Directors are responsible for the valuations that form basis for the consideration.

The independent experts' responsibility

Our responsibility is to prepare a statement relating to the increase in share capital with a consideration in other than cash by the investors against consideration in Prosafe SE shares, and express an opinion that the value of the assets the company shall take over as the increase in share capital is at least equivalent to the agreed consideration.

The statement consists of two parts. The first part is a presentation of information in compliance with the requirements in The Public Limited Liability Companies Act section 10-2, refer section 2-6 first subsection No 1- 4. The second part is our opinion regarding whether the assets the company shall take over have a value which is at least equivalent to the agreed consideration.

Part 1: Information about the consideration

The assets the company shall take over in connection with the increase in share capital, as shown in the proposal dated 26 October 2023 from the Board of Directors regarding the increase in share capital, consist of NOK 60 for each of the 5 833 333 new shares issued. In total NOK 349 999 980.

The subscription price of NOK 60 is denominated in a different currency than the nominal value of the shares of Prosafe SE.

The Company's share capital is increased by EUR 7 291 666.25 from EUR 14 398 373.75 to EUR 21 690 040.00. Based on the EUR/NOK exchange rate of 11.8380 as quoted by Norges Bank on 25 October 2023 the total subscription price is the equivalent of EUR 29 565 803.35, of which the remaining EUR 22 274 137.10 is share premium.



Part 2: The independent expert's opinion

We have performed procedures and issue our opinion in accordance with the Norwegian standard NSAE 3802 "The auditor's assurance reports and statements required by Norwegian Company legislation¹" issued by the Norwegian Institute of Public Accountants. This standard requires that we plan and perform procedures to obtain reasonable assurance about whether the value of the assets which the company shall take over is at least equivalent to the agreed consideration. Our procedures include an assessment of the valuation of the consideration, including valuation principles. We have also assessed the valuation methods that have been used and the assumptions that form the basis for the valuation.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion the assets the company shall take over as consideration for the increase in share capital, have been valued in compliance with the described principles and the value at 26 October 2023 of the assets the company shall take over is at least equivalent to the agreed consideration in Prosafe SE shares, nominal value EUR 1,25, and share premium EUR 3,8184 per share.

Bergen, 26 October 2023
KPMG AS

Anfinn Fardal
State Authorised Public Accountant

¹ Norwegian name of standard: SA 3802-1 Revisors uttalelser og redegjørelser etter aksjelovgivningen

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The signatures in this document are legally binding. The document is signed using Penneo™ secure digital signature. The identity of the signers has been recorded, and are listed below.

"By my signature I confirm all dates and content in this document."

Anfinn Bøthun Fardal

Partner

On behalf of: KPMG AS

Serial number: UN:NO-9578-5992-4-3044839

IP: 80.232.xxx.xxx

2023-10-26 09:16:51 UTC



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