

## GOLAR LNG LIMITED

### NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS 8<sup>th</sup> AUGUST, 2023

NOTICE IS HEREBY given that the Annual General Meeting (the “AGM”) of Shareholders of Golar LNG Limited (the “Company”) will be held at the registered office of the Company, 2<sup>nd</sup> Floor, S.E. Pearman Building, 9 Par-la-Ville road, Hamilton HM 11, Bermuda and electronically via Microsoft Teams on **Tuesday, 8<sup>th</sup> August 2023 at 10:00 a.m.** at local time (ADT) for the following purposes, all of which are more completely set forth in the accompanying information statement:

To receive the financial statements of the Company for the year ended December 31, 2022.

To consider the following Company proposals:

1. To set the maximum number of Directors to be not more than Seven.
2. To resolve that vacancies in the number of Directors be designated as casual vacancies and that the Board of Directors be authorized to fill such vacancies as and when it deems fit.
3. To re-elect Tor Olav Trøim as a Director of the Company.
4. To re-elect Daniel Rabun as a Director of the Company.
5. To re-elect Thorleif Egeli as a Director of the Company.
6. To re-elect Carl Steen as a Director of the Company.
7. To re-elect Niels G. Stolt-Nielsen as a Director of the Company.
8. To re-elect Lori Wheeler Naess as a Director of the Company.
9. To re-elect Georgina Sousa as a Director of the Company.
10. To re-appoint Ernst & Young LLP of London, England as auditors and to authorise the Directors to determine their remuneration.
11. To approve remuneration of the Company’s Board of Directors of a total amount of fees not to exceed US\$2,050,000.00 for the year ended 31<sup>st</sup> December, 2023.

By Order of the Board of Directors

Mi Hong Yoon  
Secretary

Dated: 21<sup>st</sup> June, 2023

*Notes:*

1. *The Board of Directors has fixed the close of business on 15<sup>th</sup> June, 2023, as the record date for the determination of the Shareholders entitled to attend and vote at the AGM or any adjournment thereof.*
2. *No Shareholder shall be entitled to attend unless written notice of the intention to attend and vote in person\* or by proxy, together with the power of attorney or other authority (if any) under which it is signed, or a copy of that power of attorney certified by a notary public, is sent to the Company Secretary, to reach the Registered Office by not later than 48 hours before the time for holding the meeting.*

*\* At the time of publication of this Notice, it is anticipated that the AGM will proceed as a hybrid meeting, which means the Shareholders are able to join and participate in the meeting either physically in person at the Registered Office or via electronic remote participation. We strongly encourage Shareholders to participate remotely and submit a proxy electronically. If a Shareholder chooses to attend the AGM remotely, please contact the Company Secretary (email: [mihong.yoon@golar.com](mailto:mihong.yoon@golar.com)) no later than 48 hours prior to the AGM, who will provide the Microsoft Teams link and dial in numbers in advance of the AGM. Additionally, please pre-submit any questions to the Company Secretary and these will be answered at the AGM.*

- 3. Each of the resolutions set out above is an Ordinary Resolution, approval of which will require the affirmative vote of a majority of the votes cast.*
- 4. A Form of Proxy is enclosed for use by holders of shares registered in Norway in connection with the business set out above. Holders of shares registered in the United States should use the separate Form of Proxy provided.*

***The following information is applicable to holders of shares registered in the United States only:***

***We are pleased to take advantage of the Securities and Exchange Commission rule allowing companies to furnish proxy materials to their Shareholders via the internet. We believe that this e-proxy process will expedite Shareholders' receipt of proxy materials and lower the costs and reduce the environmental impact of our Annual General Meeting. Accordingly, we have mailed to our Shareholders of record and beneficial owners a Notice of Internet Availability of Proxy Materials containing instructions on how to access the attached proxy statement and our Annual Report on Form 20-F via the Internet and how to vote online.***

***YOUR VOTE IS IMPORTANT. PLEASE VOTE YOUR SHARES PROMPTLY. TO VOTE YOUR SHARES, IF YOU ARE A SHAREHOLDER REGISTERED IN THE UNITED STATES YOU CAN USE THE INTERNET AS DESCRIBED IN THE NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIALS, IN THE ATTACHED PROXY STATEMENT AND ON YOUR PROXY CARD; CALL THE TOLL-FREE TELEPHONE NUMBER AS DESCRIBED IN THE ATTACHED PROXY STATEMENT AND ON YOUR PROXY CARD; OR COMPLETE, SIGN, AND DATE YOUR PROXY CARD AND RETURN YOUR PROXY CARD BY MAIL.***

**INFORMATION CONCERNING SOLICITATION AND VOTING FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS (THE “MEETING”) OF GOLAR LNG LIMITED TO BE HELD ON 8<sup>th</sup> AUGUST, 2023.**

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**PRESENTATION OF FINANCIAL STATEMENTS**

In accordance with Section 84 of the Bermuda Companies Act 1981, the audited consolidated financial statements of the Company for the year ended 31<sup>st</sup> December, 2022 will be presented at the Meeting. These statements have been approved by the Directors of the Company. There is no requirement under Bermuda law that such statements be approved by Shareholders, and no such approval will be sought at the Meeting.

The Company’s audited consolidated financial statements are contained in our Annual Report on Form 20-F and available on our website at [www.golarlng.com](http://www.golarlng.com). Shareholders can request a hard copy free of charge upon request by writing to us at: 2<sup>nd</sup> Floor, S.E. Pearman Building, 9 Par-la-Ville Road, Hamilton, HM 11, Bermuda, or send an e-mail to the Company Secretary or [golarlng@golar.com](mailto:golarlng@golar.com). The audited consolidated financial statements of the Company for the year ended December 31, 2022, have been provided to Shareholders via the internet as described above.

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**COMPANY PROPOSALS**

**PROPOSALS 1 AND 2 – MAXIMUM NUMBER OF DIRECTORS AND VACANCIES IN THE NUMBER OF DIRECTORS**

It is proposed that the Company set the maximum number of Directors at seven in accordance with Bye-law 87. It is further proposed, in accordance with Bye-law 98, that vacancies in the number of Directors be designated casual vacancies and that the Board of Directors be authorized to fill such casual vacancies as and when it deems fit. Any director appointed to fill such a casual vacancy shall hold office until the next Annual General Meeting following his or her election or until his or her successor is elected.

**PROPOSALS 3, 4, 5, 6, 7, 8 AND 9 - ELECTION OF DIRECTORS**

The Board has nominated the seven persons listed below for re-election as Directors of the Company. All nominees are presently members of the Board of Directors.

A majority of the nominees are independent under Nasdaq Stock Market ("Nasdaq") listing standards. To be considered independent, a director must have no disqualifying relationships, and the Board must have affirmatively determined that he or she has no material relationships with the Company, either directly or as a partner, shareholder or officer of another organization that has a relationship with the Company. The Board, having reviewed the relevant relationships between the Company and each director, determined, that each non-executive director, Mr. Rabun, Mr. Steen, Ms. Wheeler Naess, Mr. Stolt-Nielsen, Ms. Sousa and Mr. Egeli, meets the independence standards for directors established by the Nasdaq listing standards, and accordingly is independent. There are, the nominees have confirmed, no family relationships among the director nominees or between any director nominee and any executive officer.

The below information in the Board Diversity Matrix was provided by the nominees. Five members self-identify as male and two self-identify as female.

<b>Board Diversity Matrix (as of 15th June 2023)</b>				
Country of Principal Executive Offices			Bermuda	
Foreign Private Issuer			Yes	
Disclosure Prohibited Under Home Country law			No	
Total Number of Directors			7	
<b>Part I: Gender Identity</b>				
	Female	Male	Non- Binary	Did Not Disclose Gender
Directors	2	5	-	-
<b>Part II: Demographic Background</b>				
Underrepresented Individual in Home Country Jurisdiction	-			

As provided in the Company's Bye-laws, each Director is elected at each Annual General Meeting of Shareholders and shall hold office until the next Annual General Meeting following his or her election or until his or her successor is appointed.

### **Nominees For Election To The Company's Board of Directors**

Information concerning the nominees for Directors of the Company is set forth below:

<u>Name</u>	<u>Age</u>	<u>Director since</u>	<u>Position with the Company</u>
Tor Olav Trøim	60	2011	Director and Chairperson of our Board of Directors
Daniel Rabun	68	2015	Director, Audit Committee member, Compensation Committee member and Nomination Committee member
Thorleif Egeli	59	2018	Director and Audit Committee member
Carl E. Steen	72	2015	Director, Chair of Compensation Committee and Nomination Committee member
Niels G. Stolt-Nielsen	58	2015	Director and Compensation Committee member
Lori Wheeler Naess	52	2016	Director and Chair of Audit Committee
Georgina Sousa	73	2019	Director

**Tor Olav Trøim** has served as a director of the Company since September 2011 and appointed as the Chair of the Board in September 2017. Mr. Trøim is founder and sole shareholder of Magni Partners (Bermuda) Limited (“Magni Partners”). He is the senior partner (and an employee) of Magni Partners’ subsidiary, Magni Partners Limited, in the U.K. Mr. Trøim is a beneficiary of the Drew Trust, and the sole shareholder of Drew Holdings Limited. Mr. Trøim has 30 years of experience in energy related industries in various positions. Before founding Magni Partners in 2014, Mr. Trøim was a Director of Seatankers Management Co. Ltd. from 1995 until September 2014. During this period, he was also CEO at Seadrill Limited, Frontline Ltd., Ship Finance International Limited and Golar LNG Partners LP. He was Chief Executive Officer of DNO AS from 1992 to 1995 and an Equity Portfolio Manager with Storebrand ASA from 1987 to 1990. Mr. Trøim graduated with an MSc degree in naval architecture from the University of Trondheim, Norway in 1985. Other directorships and management positions include, Magni Partners (Founding Partner), Borr Drilling Limited (Director and Chairperson), Stolt-Nielsen Limited (Director), Magni Sports AS (Director) and Vålerenga Football AS (Director). Mr. Trøim is a Norwegian citizen and a resident of the UK.

**Daniel Rabun** has served as a director since February 2015 and was appointed Chairperson of the Board in September 2015. Mr. Rabun resigned as Chair in September 2017 and was appointed a non-executive director on that date. He also serves on our Audit Committee, Compensation Committee and Nomination Committee. He joined Enso plc in March 2006 and served as Chairman of the Board, President and Chief Executive Officer of Ensco plc, an offshore drilling services company from 2007 until his retirement in May 2015. Prior to joining Ensco, Mr. Rabun was a partner with the international law firm of Baker & McKenzie LLP, where he provided legal advice to oil and gas companies. He has also served on the Board of Directors of APA Corporation (formerly known as Apache Corporation) since May 2015, where he is currently a member of the Corporate Responsibility, Governance and Nominating Committee and the Audit Committee. In May 2018, Mr. Rabun became Chairman of the Board and a member of the Compensation Committee and Governance and Nominations Committee of ChampionX Corporation and is a director of Borr Drilling Limited since April 2023. Mr. Rabun holds a Bachelor of Business Administration Degree in Accounting from the University of Houston and a Juris Doctorate Degree from Southern Methodist University and has been a certified public accountant since 1976. Mr. Rabun is a United States Citizen and a resident of Texas, U.S.A.

**Thorleif Egeli** was appointed to the Board in September 2018 and currently serves on the Audit Committee since February 2023. Mr. Egeli was, until May 2018, Vice President of Schlumberger Production Management – North America managing the non-operating E&P assets for Schlumberger in the US, Canada and Argentina. Prior to this he held a number of senior positions within Schlumberger having begun his career with Schlumberger in 1990 as a field engineer. Between October 2009 and April 2013 Mr. Egeli held a number of positions within Archer including President Latin America, Corporate Marketing and Chief Operating Officer; before re-joining Schlumberger in 2013. Appointed in June 2018, Mr. Egeli also serves on the Board of Directors of Stimline, an international well intervention and completion company headquartered in Kristiansand Norway. Mr. Egeli holds a Master of Science (MSc) in Mechanical Engineering and an MBA from Rotterdam School of Management, Holland.

**Carl Steen** was appointed as a director since January 2015. Mr. Steen was also appointed as the Compensation Committee Chairperson and currently serves on our Nomination Committee. Mr. Steen stepped down from our Audit Committee in February 2023. From August 2012 until the completion of Golar LNG Partners LP (GMLP)'s merger with New Fortress Energy Inc., Mr. Steen has also served as a director of GMLP. Mr. Steen graduated in 1975 from ETH Zurich Switzerland with a M.Sc in Industrial and Management Engineering. After working for a number of high profile companies, Mr. Steen joined Nordea Bank from January 2001 to February 2011 as head of the bank's Shipping, Oil Services & International Division. Mr. Steen holds directorship positions in various Norwegian and international companies including Himalaya Shipping Ltd, Wilhelmsen Holding ASA and Belships ASA.

**Niels G. Stolt-Nielsen** joined the Board in September 2015 and serves on our Compensation Committee. He is also CEO, Director and a shareholder of Stolt-Nielsen Limited, which includes world-leading businesses in global bulk-liquid and chemical logistics, an innovative business in land-based aquaculture and a number of LNG investments. Mr. Stolt-Nielsen is the Chairman of Avenir LNG M.S. Limited. He brings with him extensive shipping, logistical and strategic leadership experience and has a BS in Business and Finance from Hofstra University in N.Y.

**Lori Wheeler Naess** was appointed as a director and Audit Committee Chairperson in February 2016. Ms. Naess also serves on the Board and Audit Committee of Opera Limited, a U.S.-listed company. Ms. Naess was a director at PricewaterhouseCoopers in Oslo and was a Project Leader for the Capital Markets Group. Between 2010 and 2012, she was a Senior Advisor for the Financial Supervisory Authority in Norway and prior to this she was also with PricewaterhouseCoopers in roles in the U.S., Norway and Germany. Ms. Naess is a U.S. Certified Public Accountant (inactive).

**Georgina Sousa** was appointed as a director in September 2019. She currently serves as a director of Himalaya Shipping Ltd. Ms. Sousa was employed by Golar Management (Bermuda) Limited (GMBL) as Managing Director from January 2019 until her retirement in March 2022. She previously served as a director of Borr Drilling Limited, 2020 Bulkers Ltd., Frontline Ltd., North Atlantic Drilling Ltd., Sevan Drilling Limited, Northern Drilling Ltd., Flex LNG Ltd., and Seadrill Limited. Ms. Sousa served as secretary for all the above-mentioned companies at various times during the period between 2005 and 2018. Prior to joining GMBL, Ms. Sousa was employed by Frontline Ltd. as Head of Corporate Administration from February 2007 until December 2018 and was Vice-President Corporate Services of Consolidated Services Limited, a Bermuda Management Company, having joined the firm in 1993 as Manager of Corporate Administration. Ms. Sousa is a UK citizen and resides in Bermuda.

#### **PROPOSAL 10 – RE-APPOINTMENT OF INDEPENDENT AUDITORS**

At the Meeting, the Board will ask the Shareholders to approve the re-appointment of Ernst & Young LLP of London, England as the Company's independent auditors and to authorise the Board of Directors to determine the auditors' remuneration.

Audit services provided by Ernst & Young LLP in fiscal year 2023 included the examination of the consolidated financial statements of the Company and its subsidiaries.

#### **PROPOSAL 11 – TO APPROVE DIRECTORS' REMUNERATION**

At the Meeting, the Board will ask that Shareholders to approve remuneration of the Company's Board of Directors of a total amount of fees not to exceed US\$2,050,000.00 for the year ended 31<sup>st</sup> December, 2023.

#### **OTHER BUSINESS**

Management knows of no business that will be presented for consideration at the Annual General Meeting other than that stated in the Notice of Annual General Meeting. Should any additional matters come before the Annual General Meeting, it is intended that proxies in the accompanying form will be voted in accordance with the judgement of the person or persons named in the proxy.

By Order of the Board of Directors

Mi Hong Yoon  
Secretary

21<sup>st</sup> June, 2023  
Hamilton, Bermuda

**Golar LNG Limited (the “Company”)**  
**Form of Proxy for use at Annual General Meeting to be held on 8<sup>th</sup> August, 2023.**

I/We .....

of .....

being (a) holder(s) of ..... Ordinary Shares of \$1.00 each of the above-named

Company on the record date of 15<sup>th</sup> June, 2023 hereby appoint the duly appointed Chairperson of the meeting or ..... to act as my/our proxy at the Annual General Meeting of the Company to be held on 8<sup>th</sup> August, 2023 or at any adjournment thereof, and to vote on my/our behalf as directed below.

Please indicate with an X in the spaces provided how you wish your vote(s) to be cast on a poll. Should this card be returned duly signed, but without a specific direction, the proxy will vote or abstain at his discretion.

<i>Proposals</i>	<i>For</i>	<i>Against</i>	<i>Abstain</i>
1. To set the maximum number of Directors to be not more than Seven.			
2. To resolve that vacancies in the number of Directors be designated as casual vacancies and that the Board of Directors be authorized to fill such vacancies as and when it deems fit.			
3. To re-elect Tor Olav Trøim as a Director of the Company.			
4. To re-elect Daniel Rabun as a Director of the Company.			
5. To re-elect Thorleif Egeli as a Director of the Company.			
6. To re-elect Carl Steen as a Director of the Company.			
7. To re-elect Niels Stolt-Nielsen as a Director of the Company.			
8. To re-elect Lori Wheeler Naess as a Director of the Company.			
9. To re-elect Georgina Sousa as a Director of the Company.			
10. To re-appoint Ernst & Young LLP of London, England as auditors and to authorise the Directors to determine their remuneration.			
11. To approve remuneration of the Company’s Board of Directors of a total amount of fees not to exceed US\$2,050,000.00 for the year ended 31 <sup>st</sup> December, 2023.			

Date ..... Signature .....

**Notes:**

1. A Shareholder entitled to attend and vote at a meeting may appoint one or more proxies to attend and, on a poll, vote instead of him.
2. Proxies appointed by a single Shareholder need not all exercise their vote in the same manner.
3. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority is determined by the order in which the names stand in the Register of Members.
4. In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by a duly authorised officer or attorney.
5. If it is desired to appoint by proxy any person other than the Chairperson of the Meeting, his/her name should be inserted in the relevant place, reference to the Chairperson deleted and the alteration initialed.
6. This proxy should be completed and sent to the following address by not later than 48 hours before the time for holding the meeting.

Holders of Shares registered on the Oslo Stock Exchange should return their Proxy Forms to:

**Nordea Bank Norge ASA, Issuer Services**

PO Box 1166 Sentrum

0107 Oslo, Norway

Fax: +47 22 48 49 90/ +47 22 48 63 49

Or via e-mail to: [issuerservices.no@nordea.com](mailto:issuerservices.no@nordea.com)