

PROPOSED RESOLUTIONS FOR THE ANNUAL GENERAL MEETING OF SCATEC ASA

Item 2 Election of a person to chair the meeting and a representative to co-sign the minutes

The Board of Directors proposes that the General Meeting makes the following resolution:

"Erik Langseth, attorney at the law firm BHR, is elected to chair the meeting. Kristina Haugland, legal counsel at the Company, is elected to co-sign the minutes."

Item 3 Approval of the notice and the agenda

The Board of Directors proposes that the General Meeting makes the following resolution:

"The notice and the agenda are approved."

Item 5 Approval of the annual accounts and the annual report for the financial year 2021

The Company's annual accounts and annual report for the financial year 2021 is available on the Company's website <https://scatec.com/investor/events-presentations/>.

The Board of Directors proposes that the General Meeting makes the following resolution:

"The General Meeting approves the annual accounts and annual report for the financial year 2021."

Item 6 Approval of the Board's proposal for distribution of dividend

In relation to the approval of the annual accounts, the Board of Directors proposes that the General Meeting makes the following resolution pertaining to distribution of dividend:

"The General Meeting resolves that a dividend of NOK 2.54 per share shall be distributed. The dividend shall accrue to the Company's shareholders as of the day of the General Meeting as they appear in the Company's shareholder register in the VPS on 3 May 2022, being the Company's shareholders at the date of the General Meeting based on regular T+2 settlement. The Company's shares will trade on Oslo Stock Exchange exclusive the right to receive dividend as from 2 May 2022. The dividend is expected to be paid on or before 15 May 2022."

Item 7 Consideration of the Board's report on corporate governance (no voting)

Pursuant to section 5-6 of the Norwegian Public Limited Liability Companies Act, the General Meeting shall consider the Company's report on corporate governance. The corporate governance report is available at the Company's website, <https://scatec.com/investor/events-presentations/>. No voting is required.

Item 8 Approval of the guidelines for remuneration for the Executive Management

In accordance with section 6-16a of the Norwegian Public Limited Liability Companies Act, the Board of Directors has prepared guidelines for remuneration to the Executive Management of the Company. The guidelines are available at the Company's website, <https://scatec.com/investor/events-presentations/>.

The Board of Directors proposes that the General Meeting makes the following resolution with respect to the guidelines:

“The General Meeting approves the guidelines for remuneration of Executive Management pursuant to the Public Limited Liability Companies Act section 6-16a.”

Item 9 Consideration of the Board’s report on remuneration to the executive management

In accordance with section 6-16b of the Norwegian Public Limited Liability Companies Act, the Board of Directors shall prepare a statement on the salary and other remuneration to the executive management, comprised by the guidelines referred to under Item 8 above as approved by the general meeting in 2021. Pursuant to the Norwegian Public Limited Liability Companies Act, the General Meeting shall arrange an advisory vote on the report.

The Board of Directors proposes that the General Meeting makes the following resolution:

“The General Meeting approves the report on salary and other remuneration to the executive management pursuant to the Public Limited Liability Companies Act section 6-16b.”

Item 10 Election of board members

The Nomination Committee proposes candidates for election and re-election of the members of the Board of Directors. The Nomination Committee’s recommendation is available at the Company’s website, <https://scatec.com/investor/events-presentations/>.

The Nomination Committee proposes that the General Meeting makes the following resolution:

“The Company’s Board of Directors consist of:

<i>John Andersen (Chairperson)</i>	<i>until 2024</i>
<i>Jan Skogseth</i>	<i>until 2024</i>
<i>Maria Moræus Hanssen</i>	<i>until 2024</i>
<i>Mette Krogsrud</i>	<i>until 2024</i>
<i>Espen Gundersen</i>	<i>until 2024</i>
<i>Gisele Marchand</i>	<i>until 2023</i>
<i>Jørgen Kildahl</i>	<i>until 2023”</i>

Voting will be done separately for each of the five members up for election.

Item 11 Approval of remuneration to the Board and the Committees

The remuneration for the members of the Board of Directors is proposed by the Nomination Committee. The Nomination Committee’s recommendation is available on the Company’s website, <https://scatec.com/investor/events-presentations/>.

The Nomination Committee proposes that the General Meeting makes the following resolution:

“The annual compensation for the Board from the annual general meeting in 2022 until the annual general meeting in 2023 shall be:

<i>The Chairperson of the Board</i>	<i>NOK 557,000 per year</i>
<i>Directors of the Board</i>	<i>NOK 357,000 per year</i>

Requirements for investment in the Company for parts of the annual remuneration:

- *The members of the boards must use 20% of the gross board remuneration (excl. remuneration for committee work) to purchase shares in the company until they (including their personal close associates/companies under their control) own shares of a value corresponding to 1 year's gross board remuneration (excl. remuneration for committee work).*
- *The purchase of shares shall take place in accordance with applicable statutes and regulations for primary insider trading and the company's primary insider manual. The purchase may be spread over time, but must be completed no later than the turn of the year and constitute at least 20% of the gross remuneration for this calendar year.*
- *The shares must be retained for as long as the board member holds the position. Holdings exceeding one year's board remuneration are not subject to this requirement.*
- *The Nomination Committees shall monitor compliance with the share purchase scheme, and this will be a part of the Committee's assessment of candidates for election to subsequent periods.*

The annual compensation for the Audit Committee from the annual general meeting in 2022 until the annual general meeting in 2023 shall be:

<i>The Chairperson of the Audit Committee:</i>	<i>NOK 150,000 per year</i>
<i>Members of the Audit Committee:</i>	<i>NOK 90,000 per year</i>

The annual compensation for the Organisation and Remuneration Committee from the annual general meeting in 2022 until the annual general meeting in 2023 shall be:

<i>The Chairperson of the Organisation & Remuneration Committee:</i>	<i>NOK 75,000 per year</i>
<i>Members of the Organisation & Remuneration Committee:</i>	<i>NOK 55,000 per year</i>

Item 12 Election of members of the Nomination Committee

The Nomination Committee proposes candidates for election and potentially re-election of the members of the Nomination Committee. The Nomination Committee's recommendation is available on the Company's website, <https://scatec.com/investor/events-presentations/>.

The Nomination Committee proposes the General Meeting makes the following resolution:

"The Company's Nomination Committee consists of:

<i>Kristine Ryssdal (Chair)</i>	<i>until 2024</i>
<i>Svein Høgset</i>	<i>until 2023</i>
<i>Mads Holm</i>	<i>until 2023</i>
<i>Annie Bersagel</i>	<i>until 2023"</i>

Item 13 Approval of remuneration to the members of the Nomination Committee

The Nomination Committee proposes the remuneration to the members of the Nomination Committee. The Nomination Committee's recommendation is available at the Company's website, <https://scatec.com/investor/events-presentations/>.

The Nomination Committee proposes that the General Meeting makes the following resolution:

"Remuneration to the Nomination Committee for the period from the annual general meeting in 2022 until the annual general meeting in 2023 shall be:

Chairperson of the Nomination Committee: NOK 60,000 per year
Members of the Nomination Committee: NOK 40,000 per year"

Item 14 Approval of remuneration to the Company's auditor

Accrued fees to the auditor for 2021 amount to NOK 5,190,000 of which NOK 2,500,000 is related to the statutory audit for the financial year of 2021.

The Board of Directors proposes that the General Meeting make the following resolution:

"Remuneration to the auditor for statutory audit for the financial year of 2021 of NOK 2,500,000 is approved"

Item 15 Election of auditor

The Audit Committee has recommended that Pricewaterhousecoopers AS, with company registration number 987 099 713, is elected as the Company's auditor. The recommendation is available at the Company's website, <https://scatec.com/investor/events-presentations/>.

In line with the proposal from the Audit Committee, the Board proposes that the General Meeting makes the following resolution:

"Pricewaterhousecoopers AS, with company registration number 987 099 713, is elected as the Company's auditor"

Item 16 Approval of amendments to the instructions for the nomination Committee

The Board of Directors proposes to make some editorial changes to the guidelines for the nomination Committee, as adopted by the general meeting on 30 April 2019. The proposed new guidelines are available at the Company's website, <https://scatec.com/investor/events-presentations/>.

The Board of Directors proposes that the General Meeting makes the following resolution:

"The instructions to the Nomination Committee are approved."

Item 17 Authorisation to the Board to purchase treasury shares in connection with acquisitions, mergers, de-mergers or other transactions

The Board of Directors proposes that the General Meeting grants the Board of Directors an authorisation to acquire own shares with an aggregate nominal value of up to 10% (ten percent) of the Company's share capital. The authorisation may only be used for the purpose of using the Company's shares as consideration in connection with acquisitions, mergers, de-mergers or other transactions.

The Board of Directors proposes that the General Meeting makes the following resolution:

- a) *"The Board of Directors is authorised to acquire and pledge own shares in the company, in one or more rounds, up to an aggregate nominal value of up to NOK 397,293.*
- b) *The highest and lowest purchase price for each share shall be NOK 1,000 and NOK 1, respectively. The authorisation may only be used for the purpose of utilising the company's shares as transaction currency in acquisitions, mergers, de-mergers or other transactions. The Board of Directors is otherwise free to decide the method of acquisition and disposal of the*

company's shares. The authorisation can also be used in situations referred to in section 6-17 of the Norwegian Securities Trading Act.

- c) The authorisation is valid until the annual general meeting in 2023, however not after 30 June 2023."*

Item 18 Authorisation to the Board to purchase treasury shares in connection with the Company's share- and incentive schemes for employees

The Board of Directors proposes that the General Meeting grants the Board of Directors an authorisation to acquire up to 1,131,004 own shares with an aggregate nominal value of up to NOK 28,275.1. The authorisation may only be used for the purpose of sale and/or transfer to employees in the company group as part of the Company's incentive programmes as approved by the Board of Directors.

The Board of Directors proposes that the General Meeting makes the following resolution:

- a) "The Board of Directors is authorised to acquire and pledge up to 1,131,004 own shares in the company, in one or more rounds, up to an aggregate nominal value of NOK 28,275.1.*
- b) The highest and lowest purchase price for each share shall be NOK 1,000 and NOK 1, respectively. The authorisation may only be used for the purpose of sale and/or transfer to employees in the company group as part of the Company's incentive programmes as approved by the Board of Directors. The Board of Directors is otherwise free to decide the method of acquisition and disposal of the Company's shares. The authorisation can also be used in situations referred to in section 6-17 of the Norwegian Securities Trading Act.*
- c) The authorisation is valid until the Annual General Meeting in 2023, however not after 30 June 2023."*

Item 19 Authorisation to the Board to purchase treasury shares for the purpose of investment or for subsequent sale or deletion of such shares

The Board of Directors proposes that the General Meeting grants the Board of Directors an authorisation to acquire its own shares with an aggregate nominal value of up to 10% (ten percent) of the Company's existing share capital. The authorisation may only be used for the purpose of investment or for subsequent sale or deletion of such shares.

The Board of Directors proposes that the General Meeting makes the following resolution:

- a) "The Board of Directors is authorised to acquire and pledge own shares in the company, in one or more rounds, up to ten an aggregate nominal value of up to NOK 397,293.*
- b) The highest and lowest purchase price for each share shall be NOK 1,000 and NOK 1, respectively. The authorisation may only be used for the purpose of investment or for subsequent sale or deletion of such shares. The Board of Directors is free to decide the method of acquisition and disposal of the company's shares. The authorisation can also be used in situations referred to in section 6-17 of the Norwegian Securities Trading Act.*
- c) The authorisation is valid until the Annual General Meeting in 2023, however not after 30 June 2023."*

Item 20 Authorisation to the Board to increase the share capital of the Company for strengthening of the Company's equity and issue of consideration shares in connection with acquisitions of businesses within the Company's purpose

The Board of Directors proposes that the General Meeting grants the Board of Directors an authorisation to increase the share capital of the Company on the terms set out below.

The purpose of the authorisation is to give the Board of Directors the necessary flexibility and possibility to act promptly. The authorisation is limited to be used for strengthening of the Company's equity and the issuance of consideration shares in connection with acquisitions of businesses within the Company's purpose.

The Board of Directors' proposal implies an authorisation to issue a number of new shares that result in an increase of the current share capital of up to 10% (ten percent). The purpose of the authorisation implies that the preferential rights for existing shareholders to subscribe for new shares can be set aside if the authorisation is used.

For matters relevant for considering subscription of the Company's shares, see annual accounts for 2021, announcements posted on the Company's ticker on www.newsweb.no and the Company's webpage.

The Board of Directors proposes that the General Meeting makes the following resolution:

"The Company's Board of Directors is authorised to increase the share capital on the following conditions:

- a) The share capital may, in one or more rounds, be increased by a total of up to NOK 397,293.*
- b) The authorisation shall be valid until the ordinary General Meeting in 2023, but no later than 30 June 2023.*
- c) The authorisation may be used for strengthening of the Company's equity and the issuance of shares as consideration shares in acquisition of businesses within the Company's purpose.*
- d) The shareholders pre-emptive rights for subscription of shares, pursuant to the Norwegian Public Limited Liability Companies Act section 10-4, may be set aside.*
- e) The authorisation includes increase of the share capital against contribution in kind and the right to incur the Company special obligations pursuant to the Norwegian Public Limited Liability Companies Act section 10-2*
- f) The authorisation does not include decision on merger."*

Item 21 Authorisation to the Board to increase the share capital of the Company in connection with the Company's share- and incentive schemes for employees

The Board of Directors proposes that the General Meeting grants the Board of Directors an authorisation to increase the share capital of the Company to deliver shares as part of the Company's incentive programmes on the terms set out below. The purpose of the authorisation implies that the preferential rights for existing shareholders to subscribe for new shares can be set aside if the authorisation is used.

For matters relevant for considering subscription of the Company's shares, see annual accounts for 2021, announcements posted on the Company's ticker on www.newsweb.no and the Company's webpage.

The Board of Directors proposes that the General Meeting makes the following resolution:

"The Company's Board of Directors is authorised to increase the share capital on the following

conditions:

- (a) The share capital may, in one or more rounds, be increased by a total of up to NOK 28,275.1.*
- (b) The authorisation shall be valid until the ordinary General Meeting in 2023, but no later than 30 June 2023.*
- (c) The authorisation may be used to issue shares as part of the company group's incentive programmes as approved by the Board of Directors.*
- (d) The shareholders pre-emption for subscription of shares, pursuant to the Norwegian Public Limited Liability Companies Act section 10-4, may be set aside.*
- (e) The authorisation includes increase of the share capital against contribution in kind and the right to incur the Company special obligations pursuant to the Norwegian Public Limited Liability Companies Act section 10-2.*
- (f) The authorisation does not include decision on merger."*