

## INNKALLING TIL ORDINÆR GENERALFORSAMLING I VISTIN PHARMA ASA

Ettersom det er utenlandske aksjonærer i selskapet, er denne innkalling utarbeidet både på norsk og engelsk. Dersom det skulle vise seg å være uoverensstemmelser mellom de to versjonene, skal den norske versjonen ha forrang.

Styret ("Styret") innkaller med dette til ordinær generalforsamling i Vistin Pharma ASA ("Selskapet"), som vil bli avholdt, den 23. mai 2024, 13:00 CET, i Østensjøveien 27, Oslo. Det vil ikke være mulig med et fysisk oppmøte på den ordinære generalforsamlingen. Aksjonærene oppfordres til å gi styreformann fullmakt. Det er mulig å gi fullmakt både med og uten stemmeinstruks. Ved å gi en fullmakt med stemmeinstruks, kan aksjonærene stemme på de spesifikke sakene uten personlig oppmøte. For ytterligere informasjon om bruk av fullmakt og stemmegivning, se generell informasjon nederst i denne innkallingen, samt fullmaktsskjema.

Følgende dagsorden er satt for den ordinære generalforsamlingen:

### 1. Åpning av møtet og registrering av fremmøtte aksjonærer

Styreleder vil åpne generalforsamlingen. En registrering over møtende aksjonærer og fullmakter vil bli gjennomført.

### 2. Valg av møteleder og person til å medundertegne protokollen

Styret foreslår at Styrets leder blir valgt til å lede generalforsamlingen.

En person til stede på generalforsamlingen vil bli foreslått å medundertegne protokollen sammen med styreleder.

### 3. Godkjenning av innkalling og saker til behandling

Styrets forslag til vedtak:

*"Innkalling og dagsorden godkjennes".*

### 4. Godkjenning av årsregnskap og årsberetning for 2023

Årsregnskap og årsberetning er inntatt i årsrapporten som finnes på Selskapets webside [www.vistin.com](http://www.vistin.com). Det vil bli redegjort

## CALLING NOTICE FOR ANNUAL GENERAL MEETING IN VISTIN PHARMA ASA

In consideration for the number of foreign shareholders of the company, this calling notice has been prepared in both Norwegian and English. In case of variation of content of the two versions, the Norwegian version shall prevail.

The Board of Directors (the "Board") hereby calls for an annual general meeting in Vistin Pharma ASA (the "Company"), to be held, on 23 May 2024 at 13:00 CET at Østensjøveien 27, Oslo. It will not be possible with physical attendance for the Annual General Meeting. Instead, shareholders should authorize the Chairman of the Board. It is possible to give proxy with and without voting instructions. By using a proxy with voting instructions, the shareholders will vote on the specific issues without personal attendance. For further information on the use of proxy, see general information at the bottom of the notice and enclosed proxy forms.

The following agenda has been set for the annual general meeting:

### 1. Opening of the meeting and registration of attending shareholders

The Chairman of the Board will open the general meeting. A list of attending shareholders and proxy's will be prepared.

### 2. Election of the meeting chairman and a person to co-sign the minutes

The Board proposes the Chairman of the Board is elected to chair the shareholders meeting.

One person attending the general meeting will be proposed to co-sign the minutes together with the Chairman of the Board.

### 3. Approval of the notice of the meeting and the agenda

The Board's proposal for resolution:

*"The notice of and agenda for the meeting are approved".*

### 4. Approval of the annual financial statement and the Director's report for 2023

The Annual Financial Statement and the Directors' Report are included in the Annual Report which is available on the Company's website [www.vistin.com](http://www.vistin.com). An account of the Company's corporate governance report will be given.

av selskapets redegjørelse for eierstyring og selskapsledelse.

Styrets forslag til vedtak:

*"Generalforsamlingen godkjenner årsregnskapet samt styrets beretning for 2023. Styret foreslår å utbetale et ordinært utbytte til aksjeeierne på totalt NOK 1,00 pr aksje, med utbetaling av NOK 0,5 i juni og NOK 0,5 i november. Utbytte planlegges å utdeles som en tilbakebetaling av innbetalt kapital (overkurs)."*

#### **5. Honorar til styrets, valgkomiteens og kompensasjonskomiteens medlemmer**

Valgkomiteens forslag til årlig honorar for styre, valgkomite og kompensasjonskomite for perioden mellom ordinær generalforsamling i mai 2024 og til ordinær generalforsamling i 2025:

Styrets leder	NOK 460 000
Andre aksjonærvalgte styremedlemmer	NOK 240 000
Ansattevalgte styremedlemmer	NOK 240 000
Observatør til styret	NOK 240 000
Leder i valgkomiteen	NOK 25 000
Medlem i valgkomiteen	NOK 20 000
Medlemmer i kompensasjonskomiteen	NOK 25 000

Valgkomiteens innstilling er tilgjengelig på selskapets hjemmeside [www.vistin.com](http://www.vistin.com).

#### **6. Honorar til revisor**

Styrets forslag til vedtak:

*"Generalforsamlingen godkjenner revisors honorar for revisjonen av årsregnskapet til Vistin Pharma ASA for 2023 etter regning."*

#### **7. Styrets erklæring om fastsettelse av lønn og annen godtgjørelse til ledende ansatte**

Styret fremlegger sin erklæring i henhold til allmennaksjeloven § 6-16a. Erklæringen finnes på Selskapets webside [www.vistin.com](http://www.vistin.com).

Generalforsamlingen skal avholde en rådgivende avstemning over den delen av lederlønnserklæringen som gjelder lønn og godtgjørelse til ledende ansatte og skal

The Board's proposal for resolution:

*"The General Meeting approves the Annual Financial Statements and the Directors' Report for 2023. The Board of Directors will propose for the AGM an ordinary dividend of total NOK 1 per share, to be paid partly with NOK 0.5 in June and NOK 0.5 in November. Dividend is planned to be distributed as a repayment of paid-in capital (share premium)."*

#### **5. Remuneration for the board of directors, the election committee and the remuneration committee**

The proposed annual remuneration to the board of directors, the election committee and the remuneration committee from the ordinary general meeting in May 2024 and to the annual general meeting in 2025:

Chairman of the Board	NOK 460 000
Other shareholder-elected	
Board members	NOK 240 000
Employee- elected	
Board members	NOK 240 000
Observer of the Board	NOK 240 000
Chairman of the Election Committee	NOK 25 000
Members of the Election Committee	NOK 20 000
Members of the Remuneration Committee	NOK 25 000

The recommendation from the Election committee is available on the company's website [www.vistin.com](http://www.vistin.com).

#### **6. Auditor's remuneration**

The Board's proposal for resolution:

*"The general meeting approves the auditor's remuneration for audit of the Annual Financial Statements of Vistin Pharma ASA for the financial year of 2023 in accordance with invoice."*

#### **7. The Board's statement regarding determination of salary and other compensation to leading employees**

The Board submits its statement in accordance with the Norwegian Public Limited Liability Companies Act (the "Act") § 6-16a. The statement is available on the Company's website [www.vistin.com](http://www.vistin.com).

The General Meeting shall give an advisory vote on the part of the statement which concerns compensation to leading employees and shall vote on the approval of the part of the statement which

stemme over godkjenning av den del av erklæringen som gjelder aksjekursbasert avlønning, jf. allmennaksjeloven § 5-6 (3). Erklæringen inneholder også redegjørelse for hvorvidt fjorårets lederlønnserklæring er blitt gjennomført.

Styrets forslag til vedtak:

1: "Generalforsamlingen gir sin tilslutning til styrets erklæring om lønn og annen godtgjørelse til ledende ansatte."

2: "Generalforsamlingen godkjenner styrets erklæring om aksjebaserte insentiv ordninger (LTIP)."

### **8. Godkjenning av finansieringsbistand til ledende ansatte ifm. kjøp av aksjer i selskapet under langsiktig insentivavtale.**

Styret foreslår at generalforsamlingen godkjenner at selskapet stiller en låneramme på NOK 5 000 000,- tilgjengelig for selskapets ledergruppe. Lånene har en tidsbegrensning på tre år, og kan kun benyttes til finansiering av aksjekjøp i selskapet iht. vedlagt redegjørelse og erklæring utarbeidet av styret.

### **9. Valg av medlemmer til styret**

Følgende ble på ordinær generalforsamling i 2022 valgt som aksjonærvalgte medlemmer av styret for en periode på 2 (to) år, frem til den ordinære generalforsamling i 2024, og er således på valg:

- Øyvinn A. Brøymer (Styreleder)
- Bettina Banoun
- Kari Krogstad
- Espen Marcussen

Valgkomiteens foreslår at Øyvinn A. Brøymer, Bettina Banoun, Kari Krogstad og Espen Marcussen blir gjenvalgt som styremedlem for de neste to årene. I tillegg foreslår valgkomiteen at tidligere administrerende direktør, Kjell-Erik Nordby, trer inn i en rolle som observatør i styret med full talerett, men uten stemmerett, for en periode på 2 (to) år.

Valgkomiteens innstilling er tilgjengelig på selskapets hjemmeside [www.vistin.com](http://www.vistin.com).

### **10. Vedtektsendringer**

Selskapet er ikke lenger involvert i energi trading og formålet i vedtektene ønskes

concerns share based remuneration, cf. the Act § 5-6 (3). The statement also contains an account with respect to compliance with the last report.

The Board's proposal for resolution:

1: "The General Meeting supports the statement of the Board regarding compensation to leading employees."

2: "The General Meeting adopts the statement of the Board regarding share-based incentive plans (LTIP)."

### **8. Approval of financial assistance to purchase shares in relation to the company's long-term incentive plan.**

The Board propose to the General meeting that the company approves a loan facility of NOK 5 000 000,- to the executive management. The loans are limited to a duration of three years and can only be used as financing for purchasing of shares in the company according to the attached statement and declaration prepared by the Board.

### **9. Election of members to the board of directors**

The following were at the 2022 annual general meeting elected as shareholder-elected members of the board of directors for a period of 2 (two) years, until the annual general meeting in 2024, and are thus up for election:

- Øyvinn A. Brøymer (Chairman)
- Bettina Banoun
- Kari Krogstad
- Espen Marcussen

The Election Committee proposes that Øyvinn A. Brøymer, Bettina Banoun, Kari Krogstad and Espen Marcussen is re-elected for a new two-year period. In addition, the election committee proposes that former CEO, Kjell-Erik Nordby step into a role as an observer on the board with full speaking right, but without the right to vote, for a period of 2 (two) years.

The recommendation from the Election committee is available on the company's website [www.vistin.com](http://www.vistin.com).

### **10. Changes to the articles of association**

The Company is no longer involved in Energy Trading and the articles of association is therefore

således endret. Selskapet ønsker også endring av signaturrett.

Styret foreslår følgende vedtak:

**“Eksisterende: § 3. Formål**

*Selskapets formål er utvikling, produksjon og salg av legemidler og andre helseprodukter, og handel med energirelaterte finansielle instrumenter eller andre energirelaterte eiendeler, og alle aktiviteter knyttet til dette, alene eller gjennom eierskap i andre selskaper.”*

*“Vedtektenes § 3 endres, og skal lyde:*

**§ 3. Formål**

*Selskapets formål er utvikling, produksjon og salg av legemidler og andre helserelaterte produkter og tjenester. Dette kan også realiseres ved eierskap i andre selskaper. “*

**“Eksisterende: § 6. Signatur**

*Selskapets underskrift innehas av et av styrets medlemmer. Styret kan gi prokura.”*

*“Vedtektenes § 6 endres, og skal lyde:*

**§ 6. Signatur**

*Selskapets underskrift innehas av Styreformann eller to av styrets medlemmer samlet. Styret kan gi prokura.“*

**11. Fullmakt til å utstede aksjer**

Styret har tidligere hatt fullmakter til å øke aksjekapitalen. Eksisterende fullmakt utløper ved avholdelse av denne generalforsamlingen. Styret finner det hensiktsmessig at slike fullmakter fortsatt eksisterer.

Styrets forslag til vedtak:

*Styret gis fullmakt til å øke aksjekapitalen med inntil NOK 8 868 918 gjennom én eller flere aksjekapitalutvidelser.*

*Fullmakten skal kunne anvendes for følgende formål:*

- (i) for å gi Selskapet finansiell fleksibilitet, herunder ved investeringer, oppkjøp og fusjoner.*

*Pris og tegningsvilkår fastsettes av styret ved hver utstedelse under hensyn til Selskapets behov og aksjenes markedsverdi på det aktuelle tidspunkt. Aksjer vil kunne utstedes mot kontantvederlag eller vederlag i form av andre aktiva (tingsinnskudd).*

to be changed. The company also wants to change the signature rights.

The board proposes the following resolution:

**“Current: Article 3 purpose**

*The Company's purpose is the development, production and sale of pharmaceuticals and other healthcare products, and trading in energy related financial instruments or other energy related assets, and all activities related hereto, on its own or through ownership in other companies.”*

*“Article 3 of the articles of association is amended, and shall read:*

**Article 3 Purpose**

*The Company's purpose is the development, production and sale of pharmaceuticals and other healthcare products. This can also be realized through ownership in other companies. “*

**“Current: Article 6 Signature**

*The Company's signature is held by one of the members of the Board. The Board may grant power of procuration.”*

*“Article 6 of the articles of association is amended, and shall read:*

**Article 6 Signature**

*The Company's signature is held by the Chairman or two of the members of the Board together. The Board may grant power of procuration. “*

**11. Authorization to issue shares**

The Board has previously been authorized to increase the share capital. The existing authorisation expires at this general meeting. The Board deems it purposeful that such authorisation remains in place.

The Board's proposal for resolution:

*“The Board is granted authorization to increase the share capital with up to NOK 8 868 918, through one or several share capital increases.*

*The authorization may be used for one or more of the following purposes:*

- (i) to provide the Company with financial flexibility, including in connection with investments, mergers and acquisitions.*

*Price and conditions for subscription will be determined by the Board on issuance, according to*

*Eksisterende aksjonærers fortrinnsrett til å tegne aksjer vil kunne bli fraveket av styret i forbindelse med utøvelse av fullmakten.*

*Denne fullmakt utløper på datoen for den ordinære generalforsamlingen i 2025, men skal i alle tilfelle utløpe senest 15 måneder fra datoen for denne generalforsamlingen.*

*Styret gis samtidig fullmakt til å foreta nødvendige vedtektsendringer ved utøvelse av fullmakten."*

## **12. Fullmakt til å erverve egne aksjer**

Styrets forslag til vedtak:

*"Styret gis fullmakt til på Selskapets vegne å erverve aksjer i Vistin Pharma ASA til ett eller flere av følgende formål:*

- (i) for å øke aksjonærenes avkastning.*

*Fullmakten gjelder for kjøp av inntil 10 % av pålydende av Selskapets aksjekapital, jf. allmennaksjeloven §§ 9-2 og 9-3. Aksjer kan erverves til minst NOK 1,00 per aksje og maksimalt NOK 100 per aksje. Disse begrensninger skal justeres tilsvarende i tilfelle av aksjespleis, aksjesplitt og lignende transaksjoner. Aksjene skal erverves ved ordinær omsetning over børs.*

*Styrets fullmakt gjelder frem til den ordinære generalforsamlingen i 2025, men skal i alle tilfelle utløpe senest 15 måneder fra datoen for denne generalforsamlingen. Beslutningen skal meldes til og registreres av Foretaksregisteret innen aksjer erverves i henhold til fullmakten."*

\* \* \*

Oslo, 23. april 2024

Øyvinn A. Brøymer  
(sign.)

\* \* \*

*the Company's needs and the shares' market value at the time. Shares may be issued in exchange for cash settlement or contribution in kind.*

*The existing shareholders pre-emptive rights to subscribe shares can be deviated from in connection with the effectuation of this authorization.*

*The Board's authorization is valid until the Annual General Meeting in 2025 but shall in any event expire at the latest 15 months from the date of this annual general meeting.*

*The Board is at the same time given authorization to make the necessary amendments to the articles of association on execution of the authorization."*

## **12. Authorization to acquire treasury shares**

The Board's proposal for resolution:

*"The Board is granted authorization to acquire shares in Vistin Pharma ASA on behalf of the Company for one or more of the following purposes:*

- (i) to increase return on investment for the Company's shareholders.*

*The authorization covers purchase(s) of up to 10% of the face value of the share capital of the Company, cf. the public limited liability companies act §§ 9-2 and 9-3. Shares may be acquired at minimum NOK 1 per share and maximum NOK 100 per share. These limitations shall be adjusted in the event of share consolidation, share splits, and similar transactions. The shares shall be acquired through ordinary purchase on the stock exchange.*

*The Board's authorization is valid until the annual general meeting in 2025 but shall in any event expire at the latest 15 months from the date of this General Meeting. The decision shall be notified to and registered by the Norwegian Register of Business Enterprises prior to acquiring any shares pursuant to this authorization."*

\* \* \*

Oslo, 23 April 2024

Øyvinn A. Brøymer  
(sign)

\* \* \*

Pr dato for innkallingen er det 44 344 592 aksjer i Selskapet, hver med en pålydende verdi på NOK 1,00 og hvor hver representerer én stemme på selskapets generalforsamling. Selskapet eier ingen egne aksjer.

Vedlagt denne innkallingen følger det et fullmaktsskjema. Det vil ikke være mulig med et fysisk oppmøte på den ordinære generalforsamlingen. Aksjonærene oppfordres til å gi styreformann fullmakt og bes om å returnere en signert versjon av vedlagte fullmaktsskjema innen 21. mai 2024, 16:00 CET til Nordea Bank Norge ASA, Verdipapirservice, Postboks 1166 Sentrum, 0107 Oslo, Norge, telefaks 47 22 36 97 03, eller [nis@nordea.com](mailto:nis@nordea.com). En aksjeeier som ikke registrert fullmakt innen fristens utløp, kan nektes adgang til å stemme, jf. vedtektene § 10. Melding kan også gis via [www.vistin.com](http://www.vistin.com).

Aksjonærer som eier aksjer i Selskapet gjennom en forvalter, jf. allmennaksjeloven § 4-10, må kontakte forvalteren og be om å bli direkte registrert i den norske Verdipapirsentralen ("VPS") dersom de ønsker å bruke stemmeretten sin. Slik registrering må fremgå av utskrift fra VPS på dagen for generalforsamlingen.

For at en aksjonær skal kunne utøve sin rett til å stemme på generalforsamlingen, må aksjonærens aksjeerverv være innført i selskapets aksjeeierregister den femte virkedagen før generalforsamlingen avholdes, 14. mai 2024 (registreringsdatoen), jf. selskapets vedtekter § 10 siste ledd.

As of the date of this notice, there are 44,344,592 shares of the Company, each with a nominal value of NOK 1.00 and each representing one vote at the Company's general meeting. The Company does not hold any treasury shares.

Enclosed to this notice are the proxy form. Due to the Covid-19 situation, a physical Annual General Meeting cannot be held. Instead, shareholders should authorize the Chairman of the Board and are asked to return a signed version of the enclosed proxy form within 21 May 2024, 16:00 CET to Nordea Bank Norge ASA, Issuer Services, P.O. Box 1166 Sentrum, 0107 Oslo, Norway, fax +47 22 36 97 03, or [nis@nordea.com](mailto:nis@nordea.com). Notice may also be given via [www.vistin.com](http://www.vistin.com). A shareholder who has not registered proxy within this time limit may be denied access to vote, cf. § 10 of the Company's Articles of Association.

Shareholders who own shares in the Company through a nominee/share manager, cf. the Norwegian Public Limited Liability Companies Act section 4-10, must contact the nominee/share manager and request to be directly registered in the Norwegian Central Securities Depository ("VPS") should they wish to attend the annual general meeting and use their voting rights. Such registration must appear from a VPS transcript at the date of the general meeting.

In order for a shareholder to be entitled to exercise its rights to attend and to vote on the general meeting, the shareholder's holdings of shares must be registered with the Company's share register the fifth (5th) business day prior to the day the general meeting is held, 14 May 2024 (the record date), cf. the Company's Articles of Association section 10 last paragraph.

Aksjeeiers fullstendige navn og adresse

**INNKALLING TIL ORDINÆR  
GENERALFORSAMLING  
23. mai 2024**

**Ordinær Generalforsamling i Vistin Pharma ASA avholdes 23. mai 2024, kl. 13:00,  
i Østensjøveien 27, Oslo.**

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**FULLMAKTSBLANKETT**

**Fullmakts blankett sendes innen 21. mai 2024, kl. 16:00 til:**

**Pr telefaks:** +47 22 36 97 03

**Pr post:** Nordea Bank Norge ASA, Issuer Services, Postboks 1166 Sentrum, 0107 Oslo.

**Pr e-post:** [nis@nordea.com](mailto:nis@nordea.com)

**FULLMAKT**

Undertegnede er innehaver av \_\_\_\_\_ aksjer i Vistin Pharma ASA.

Jeg/vi gir herved \_\_\_\_\_ fullmakt til å møte og å stemme for mine/våre aksjer ved ordinær generalforsamling i Vistin Pharma ASA den 23. mai 2024, kl. 13:00.

Hvis ingen annen blir gitt fullmakt, kan navnet til styreleder Øyvinn A. Brøymer innskriveres. Dersom ikke annet fremgår av skjemaet over vil fullmakten anses å være gitt til styreleder Øyvinn A. Brøymer.

Der styreleder Øyvinn A. Brøymer er gitt fullmakt, vil stemmegivning skje i henhold til nedenstående instruks for stemmegivning som bes utfylt og sendes kontofører. Stemmene vil da avgis av fullmakts haveren i overensstemmelse med instruksjonen. Dersom det ikke er gitt instruksjoner ved avkrysning på det vedlagte instruksjonsskjema, vil fullmakter gitt til Brøymer ansees for å være gitt med instruksjon om å stemme FOR forslag i innkallingen, samt FOR forslag som fremlegges av valgkomiteen.

\_\_\_\_\_  
Dato, Sted

\_\_\_\_\_  
Signatur

\_\_\_\_\_  
Navn / selskap med blokkbokstaver

**Vennligst send denne fullmakten, og eventuelt instruks for stemmegivningen, slik at den er fremme innen 21. mai 2024, kl. 16:00.**

## INSTRUKS FOR STEMMEGIVNING

Dersom styreleder Øyvin A. Brøymer blir gitt fullmakt vil stemmene avgis slik som fullmaktsgiver har angitt i denne instruksjonen under:

Punkt på agendaen	Stemme for	Stemme imot	Avstå
2. Valg av møteleder og person til å medundertegne protokollen sammen med møteleder	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Godkjenning av innkalling og dagsorden	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Godkjenning av årsregnskap og årsberetning for 2023	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Fastsettelse av honorar til styrets, valgkomiteens og kompensasjonskomiteens medlemmer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Godkjenning av revisors godtgjørelse	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Behandling av styrets erklæring om fastsettelse av lønn og annen godtgjørelse til ledende ansatte:			
7.1 Generalforsamlingen gir sin tilslutning til styrets erklæring om lønn og annen godtgjørelse til ledende ansatte	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.2 Generalforsamlingen godkjenner styrets erklæring om langsiktige insentivplaner og tiltak for å beholde nøkkelpersonell	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Godkjenning av finansieringsbistand til ledende ansatte ifm. kjøp av aksjer i selskapet under langsiktig insentivavtale	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Valg av medlemmer til styret / observatør	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Endring av vedtekter	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Fullmakt til å utstede aksjer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Fullmakt til å erverve egne aksjer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Vennligst vær oppmerksom på at dersom alternativene over ikke krysses av vil det bli ansett som en instruks om å avgi ”stemme for” forslag i innkallingen, samt forslag som fremlegges av valgkomiteen.



Shareholder's full name and address

**NOTICE OF ANNUAL GENERAL MEETING**  
**23 May 2024**

**Annual General Meeting in Vistin Pharma ASA to be held on 23 May 2024 at 13:00 hours CET,  
Østensjøveien 27, Oslo, Norway.**

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**PROXY FORM**

The proxy form is to be returned not later than 16:00 CET on 21 May 2024 to:

**By fax:** +47 22 36 97 03

**By mail:** Nordea Bank Norge ASA, Issuer Services, P.O. Box 1166 Sentrum, 0107 Oslo, Norway.

**By e-mail:** [nis@nordea.com](mailto:nis@nordea.com).

**PROXY FORM**

The undersigned is the owner of \_\_\_\_\_ shares in Vistin Pharma ASA.

I/we hereby appoint \_\_\_\_\_ as my/our proxy to attend and vote for my/our shareholding at the annual general meeting of Vistin Pharma ASA to be held on 23 May 2024 at 13:00 CET.

If no other person is chosen as proxy, the name of the Chairman Øyvinn A. Brøymer, may be entered. Should no other indication be given above, the proxy will be deemed to have been given to the Chairman, Øyvinn A. Brøymer.

Where the Chairman, Øyvinn A. Brøymer, is appointed as proxy, the voting instructions below will be followed if completed and sent to the registrar. The votes will be cast by the appointed proxy as specified in the voting instructions. If instructions on voting are not submitted by checking the boxes in the attached form, any proxies given to Mr. Brøymer will be deemed to have been given with instructions to vote in favour of the proposals on the agenda and in favour of the proposal presented by the election committee.

\_\_\_\_\_  
Date, Place

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Name / company in capital letters

**Please send this proxy form, and, if applicable, the voting instructions, to arrive no later than 16:00 CET on 21 May 2024.**

## VOTING INSTRUCTIONS

If Chairman, Øyvind A. Brøymer is given a power of attorney, the votes will be cast as specified in the voting instructions below by the person that has given the Chairman the power of attorney:

<b>Item on the agenda</b>	<b>Vote for</b>	<b>Vote against</b>	<b>Abstain</b>
2. Election of the chairman of the meeting and a person to co-sign the minutes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Approval of the notice of the meeting and the agenda	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Approval of the annual financial statements and the Directors' report for 2023	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Approval of remuneration for the Board of Directors, the Election Committee and the Remuneration Committee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Approval of auditor's remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. The Board's statement regarding determination of salary and other compensation to leading employees:			
7.1 The General Meeting supports the statement of the Board regarding compensation to leading employees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.2 The General Meeting adopts the statement of the Board regarding long term incentive plans and measures for keeping key personnel	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Approval of financial assistance to purchase shares in relation to the company's long-term incentive plan.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Election of members to the Board of Directors / Observer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Changes to the articles of association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Authorisation to issue shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Authorisation to acquire treasury shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note that if the alternatives above are not checked off, this will be deemed as an instruction to "vote for" the proposals on the agenda, and the proposal presented by the Election Committee.

## **Statement from the board on financial assistance to purchase shares**

This report has been issued by the board of Vistin Pharma ASA in accordance with Section 8-10 (5) of the Public Limited Liability Companies Act.

### ***The background for the proposal for financial assistance***

The board has proposed that the company provide financial assistance to Vistin Pharma's Executive Management Group, in the form of a loan limit of up to NOK 5 000 000,- in connection with the acquisition of shares in the company under the company's long-term incentive agreement for Executive management.

The board's proposal must be approved by the company's annual general meeting in accordance with Section 8-10 (4) of the Public Limited Liability Companies Act. In this connection, the board must prepare an account of the financial assistance according to the Public Limited Liability Companies Act § 8-10 (5), which is this document.

### ***The following conditions apply to the company's financial assistance:***

- Lender: Vistin Pharma ASA
- Borrower: Vistin Pharma's Executive Management Group
- Loan limit: NOK 5 000 000
- Security: Pledge of the borrowers' holdings of shares in the company
- Interest rate: The standard interest rate for employee loans determined by the Norwegian Tax Administration, assuming employment in the company
- Duration: Three years from the time of purchase

### ***Price to be paid for the shares***

According to the long-term incentive agreement, shares can be acquired at a 25% discount. For shares that are acquired with a 25% discount, a three-year lock-in period is mandatory. For shares that are acquired at market price, no lock-in period is required.

### ***The company's interest in providing financial assistance***

In the opinion of the board, it is desirable that the company's Executive management own shares in the company, as this gives the employees financial incentives to (i) maximize the shareholders' values and (ii) to remain in their positions for a sufficient time to create a good result for the shareholders. In order to further facilitate such share purchases, the board considers it to be in the company's interest to offer the Executive Management Group in the company, financing assistance for the acquisition of shares under the company's long-term incentive program.

### ***The aid's consequences for the company's equity and liquidity***

In the opinion of the board, the financing assistance will not have any significant impact on the company's liquidity and solvency.

Oslo, 23 April 2024

Board of Directors in Vistin Pharma ASA

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Øyvind A. Brøymer

Chairman

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Bettina Banoun

Board member

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Kari Krogstad

Board member

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Espen Marcussen

Board member

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Øystein Stray Spetalen

Board member

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Espen Lia Gregoriussen

Board member

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Åse Musum

Board member

## Declaration from the board about financial assistance to purchase shares

This report has been issued by the board of Vistin Pharma ASA in accordance with Section 8-10 (5) of the Public Limited Liability Companies Act.

The board has proposed that the company provide financial assistance to Vistin Pharma's Executive Management Group, in the form of a loan limit of up to NOK 5 000 000 in connection with the acquisition of shares in the company under the company's long-term incentive agreement for senior employees. The board has issued a separate report on the financial assistance in accordance with Section 8-10 (5) of the Public Limited Liability Companies Act.

The board declares that it is in the company's interest to provide the financial assistance, and that the requirement for proper equity and liquidity in Section 3-4 of the Public Limited Liability Companies Act will be met.

Oslo, 23 April 2024

Board of Directors in Vistin Pharma ASA

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Øyvind A. Brøymer

Chairman

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Bettina Banoun

Board member

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Kari Krogstad

Board member

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Espen Marcussen

Board member

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Øystein Stray Spetalen

Board member

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Espen Lia Gregoriussen

Board member

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Åse Musum

Board member

## **Remuneration report for salary and other remuneration for leading persons 2023**

### **1. Key developments in remuneration – 2023**

#### **1.1. The financial year 2023**

2023 has been a strong year for Vistin Pharma. After the planned closing of the plant and installation of the new production line (MEP) in first half of 2022, the production volume has significantly ramped up and delivered a strong 5 300MT output in 2023. Sales volume in 2023 ended at 5 000MT which is a 1 500MT (+45%) growth from the previous year. In addition to the increased volume which gives economies of scale, FX rates, raw material, freight and electricity prices has developed favorable in 2023. This has resulted in a record high revenue of MNOK 438 and EBITDA of MNOK 86.

Diabetes is one of the most serious diseases of this century. The number of diabetes II patients are by WHO expected to grow from approximately 500 million today to > 750 million in 20 years. About 10% of the world's population in the age group between 25 – 70 years are suffering from diabetes. Vistin Pharma is proud to play a major role in the world in treating this disease and is strategically well positioned to take part of this growth. Many European clients prefer high quality supplies, near-shore production and a leading ESG profile.

#### **1.2. Shareholder feedback**

The statement regarding remuneration for executive management was approved by the annual general meeting in 2023. The general meeting also approved a long-term incentive plan (LTIP). The executive management, in total, can purchase shares for up to MNOK 6, at a 25% discount, with three years of binding time. The long-term incentive plan also includes a loan facility of MNOK 6 for purchase of shares. The loan facility has a duration of three years and can only be used as financing for purchasing of shares in the company.

#### **1.3. Key developments in Board remuneration and composition in 2023**

The annual general meeting in May 2023 re-elected Øystein Stray Spetalen as board member. At year end 2023 the board consisted of Øyvind A. Brøymer (chairman), Bettina Banoun, Kari Krogstad, Espen Marcussen, Øystein Stray Spetalen, Espen Lia Gregoriussen (employee representative) and Åse Musum (employee representative).

The annual general meeting in 2023 approved the remuneration for the board members for the period between the annual general meeting in 2023 and the annual general meeting in 2024. Remuneration for the Chairman is NOK 420 000 and NOK 210 000 for all the other board members. The 2023 remunerations is adjusted in accordance with the general inflation in the society.

#### **1.4. Key developments in Executive remuneration and composition in 2023**

There have been no changes in the executive management team in 2023. In accordance with the decision at the annual general meeting in May 2023 the remuneration of executives during 2023 has been governed by the guidelines for determination of salary and other remuneration to leading persons. All remuneration in 2023 to the executive management has been in line with the approved remuneration policy. Base salary to executives in 2023 amounted to MNOK 9.8 compared to MNOK 9.2 in 2022, equal to a 6 % increase.

The company has a system of annual performance-based bonuses (STIP) for the executive management. The maximum bonus payable to the CEO is 40% of the annual salary. The maximum bonus payable to other members of the executive Management team is 30% of the annual salary. The CEO bonus is 100% linked to a financial target, while in the rest of Executive Team the bonus is 70% linked to a financial target and 30% linked to individual KPI's. The thresholds to earn bonus for 2023 was met and the bonuses will be paid out in 2024.

### **1.5. Derogations and deviations from the remuneration policy**

The management remuneration policy in the preceding financial year has been conducted in accordance with the prevailing principles for 2023.

## **2. Remuneration of the Board of Directors**

### **2.1. The Company's salary policy for the Board of Directors – main principles**

Remuneration of Board members shall be reasonable and based on the Board's responsibilities, work, time invested and the complexity of the business. The remuneration needs to be sufficient to attract both Norwegian and foreign Board members with the right expertise and competence. The compensation shall be a fixed annual amount and shall be determined by the Annual General Meeting based on a proposal from the Election Committee. All remuneration in 2023 to the board has been in line with the resolution from the general meeting.

### **2.2. Board of Directors remuneration**

#### **Board and committee fee level 2023**

Chairman of the Board	NOK 420 000
Other shareholder-elected Board members	NOK 210 000
Employee- elected Board members	NOK 210 000
Chairman of the Election Committee	NOK 21 000
Members of the Election Committee	NOK 16 000
Members of the Remuneration Committee	NOK 21 000

## Board of Directors compensation paid in 2023 and 2022

(NOK 000's)	2023		2022	
	Board fees	Other*	Board fees	Other*
Øyvinn A. Brøymer Chairman	420	21	400	20
Bettina Banoun	210	21	200	20
Øystein Stray Spetalen	210	-	200	-
Espen Marcussen	210	-	200	-
Kari Krogstad	210	-	200	-
Espen Lia Gregoriussen	210	-	200	-
Åse Musum	210	-	200	-
<b>Total</b>	<b>1 680</b>	<b>42</b>	<b>1 600</b>	<b>40</b>

\*Both Bettina Banoun and Øyvinn Brøymer received NOK 21 000 in 2023 and 20 000 in 2022 as members of the Remuneration Committee.

## 3. Remuneration of Executive Management

### 3.1 The Company's salary policy for the executive management – main principles

The purpose of the Company's remuneration policy is to attract and retain personnel with the competence and experience that the Group requires to achieve Vistin Pharma's goal of becoming a leading and a profitable producer of selected API's for the international pharmaceutical market. The general policy is to pay fixed salaries and pensions, while at the same time offering bonuses, or other types of incentives, which aligns the interest of senior management and the shareholders of the Company.

### 3.2 Executive remuneration benchmark

Salary statistics and comparisons with other companies in the industry and other relevant companies are used to determine the compensation to the executive management.

### 3.3 Salaries and other remuneration

#### *Fixed salary*

It is the Company's policy that salaries to the CEO and senior management primarily shall take the form of a fixed monthly salary, reflecting the level of the position, responsibility and experience of the person concerned and the results achieved.

#### *Short term incentive Plan (STIP / Bonuses)*

The Group has a system of annual performance-based bonuses for all employees. The maximum bonus payable to the CEO is 40% the annual salary. The maximum bonus payable to other members of the Executive Management team is 30% of the annual salary, depending on individual employment contracts. The Board of Directors evaluates and determines annually the bonus system for Vistin Pharma, based on recommendations from the remuneration committee. The bonuses are linked to the achievement of certain targets for financial results, and for some, other personal performance targets (KPI's) which are defined at the beginning of the



financial year. The bonus targets shall reflect both short-term financial parameters, and operational and strategic performance targets that are expected to give a positive long-term financial effect.

### *Pension plan*

Principally, pension plan shall be the same for executive management as what is generally agreed for other employees. The Group has a defined contribution plan for all employees. Under this plan the Group contributes 5.5% of the salary between 1G and 7.1G, and 15%, for the salary between 7.1G and 12G. The CEO in 2023 had an additional "top-hat" to cover salary above 12G, as well as an early retirement plan from the age of 62. ₺

### *Notice period*

The CEO in 2023 had a 24-month termination benefit in the case of involuntary termination of his employment. The remaining executive management group has a three-month termination period.

### *Long Term Incentive Plan (LTIP)*

Vistin has established, and the Annual General Meeting approved in 2023 a long-term incentive plan (LTIP). The executive management, in total, can purchase shares for up to MNOK 6, at a 25% discount, with three years of binding time. The General meeting also approved a loan facility of up to MNOK 6 for purchase of shares. The loan facility has a duration of three years and can only be used as financing for purchasing of shares in the company. If the finance option is used to purchase shares, the standard interest rate for employee loans determined by the Norwegian Tax Administration, will be used.

Following shares were purchased in 2023:

Shared purchased in Juli 2023 through Long Term Incentive Plan for Executive Management	Number of shares	Share price	Cost of shares (before discount)	Discount (25%)	Vesting period to achieve 25% discount
Vegard Heggem (VP Operations)	50 000	23	1 150 000	287 500	3 years
Hilde Hagen (VP Quality)	40 000	23	920 000	230 000	3 years
Alexander Karlsen (CFO)	50 000	23	1 150 000	287 500	3 years
Kjell-Erik Nordby (CEO)	40 000	23	920 000	230 000	3 years
Magnus Tolleshaug (COO)	40 000	23	920 000	230 000	3 years

## 3.4 Executive Management compensation overview (paid in 2023 and 2022)

### 2023

(NOK 000's)	Base salary	Bonus paid*	Pension	Other**	Total	Proportion of fixed and variable
Kjell Erik Nordby, CEO	2 790	-	509	266	3 565	100% / 0%
Alexander Karlsen, CFO	1 877	60	164	240	2 341	97% / 3%
Hilde Merethe Hagen, VP Quality	1 538	49	165	169	1 921	97% / 3%
Magnus Tolleshaug, CCO	1 812	58	162	206	2 238	97% / 3%
Vegard Heggem, VP Operations	1 789	58	168	162	2 176	97% / 3%
<b>Total Executive Management</b>	<b>9 805</b>	<b>225</b>	<b>1 168</b>	<b>1 043</b>	<b>12 241</b>	-

\*Bonus paid is related to bonus earned for 2022 and paid out in 2023

\*\*Mainly fixed monthly car allowance

2022

(NOK 000's)	Base salary	Bonus paid*	Pension	Other**(*)	Total	Proportion of fixed and variable
Kjell Erik Nordby, CEO	2 667	864	415	192	<b>4 138</b>	79% / 21%
Alexander Karlsen, CFO	1 765	425	151	172	<b>2 513</b>	83% / 17%
Hilde Merethe Hagen, VP Quality	1 462	237	152	145	<b>1 996</b>	88% / 12%
Magnus Tolleshaug, CCO	1 638	234	154	477***	<b>2 503</b>	91% / 9%
Vegard Heggem, VP Operations	1 707	276	153	148	<b>2 284</b>	88% / 12%
<b>Total Executive Management</b>	<b>9 239</b>	<b>2 036</b>	<b>1 025</b>	<b>1 134</b>	<b>13 434</b>	-

\*Bonus paid is related to bonus earned for 2021 and paid out in 2022

\*\*Mainly fixed monthly car allowance

\*\*\*Magnus Tolleshaug received a one-time compensation of NOK 300' as interim CEO in 1H of 2022

### 3.5 Short term incentive Plan (STIP / Bonuses)

The purpose of the performance-based bonus scheme is to stimulate the executives to work actively to achieve strategic goals. Furthermore, it is a tool for addressing which goals the company's board prioritizes. The short-term incentive plan consists of an EBITDA target equal to the budgeted figure (weights 70%), adjusted for FX and a set of personal KPI's (weights 30%). The purpose of the EBITDA target is to reflect the focus on a healthy annual profitability as the most important financial goal.

The annual bonus targets are approved by the board of directors. The target for the Executive team in 2023 was; if 90% of budgeted EBIDTA was met, 90% is paid out. To achieve 100% payout, EBITDA needed to be 110% of the budgeted figure. For CEO the criterion was; 70% bonus if 90% of target is met and 100% if 110% target is met. Target achievements is reviewed by the board before pay-out. The thresholds to earn bonus for 2023 was met and the bonuses will be paid out in 2024.

## 4. Remuneration and Company Performance 2019-2023

### 4.1. Board remuneration 2019-2023

A summary of the development of the Board remuneration in the five-year period 2019–2023 is provided in the table below.

Board of Directors	Election year	2019	2020	2021	2022	2023
Ole Enger, Chairman	2015	550	425	-	-	-
<i>% change annualised</i>		-27 %	-23 %	-	-	-
Mimi K. Berdal, Board Member	2017	150	200	-	-	-
<i>% change annualised</i>		-	33 %			
Øystein Stray Spetalen, Board Member	2015	150	200	200	200	210
<i>% change annualised</i>		-	33 %	0 %	0 %	5 %
Espen Lia Gregoriussen, Employee-elected Board Member	2017	75	125	200	200	210
<i>% change annualised</i>		7 %	67 %	60 %	0 %	5 %
Åse Musum, Employee-elected Board Member	2015	75	125	200	200	210
<i>% change annualised</i>		-	67 %	60 %	0 %	5 %
Bettina Banoun, Board Member	2018	150	200	220	220	231
<i>% change annualised</i>		-	33 %	10 %	0 %	5 %
Finn Bjørn Ruyter, Board Member	2018	150	200	-	-	-
<i>% change annualised</i>		-	33 %			
Øyvin A. Brøymer; Chairman	2020	-	-	420	420	441
<i>% change annualised</i>		-	-	-	-	5 %
Espen Marcussen, Board Member	2020	-	-	200	200	210
<i>% change annualised</i>		-	-	-	-	5 %
Kari Krogstad, Board Member	2020	-	-	200	200	210
<i>% change annualised</i>		-	-	-	-	5 %

## 4.2. Executive remuneration and company performance 2019-2023

The table below include the average annual change in remuneration of the company's executive management, and the annual financial performance from 2019 to 2023.

### Numbers in TNOK

Person and position	Appointement year	2019	2020	2021	2022	2023
Kjell-Erik Nordby, CEO	2009	3 475	3 635	4 189	4 138	3 565
<i>% change annualised</i>		-23 %	5 %	15 %	-1 %	-14 %
Alexander Karlsen, CFO	2020	-	2 047	2 321	2 513	2 341
<i>% change annualised</i>		-	-	13 %	8 %	-7 %
Hilde Merethe Hagen, VP Quality	2017	1 618	1 666	1 987	1 996	1 921
<i>% change annualised</i>		3 %	3 %	19 %	0 %	-4 %
Magnus Tolleshaug, CCO	2020	-	1 618	1 903	2 503	2 238
<i>% change annualised</i>		-	-	18 %	32 %	-11 %
Vegard Heggem, VP Operations	2017	1 840	1 891	2 273	2 284	2 176
<i>% change annualised</i>		3 %	3 %	20 %	0 %	-5 %
Gunnar Manum, CFO	2014	1 903	-	-	-	-
<i>% change annualised</i>		3 %	-	-	-	-
Valborg Godal Vold, COO	2012	1 753	-	-	-	-
<i>% change annualised</i>		2 %	-	-	-	-
Torbjørn Kjus	2018	-	-	-	-	-
<i>% change annualised</i>		-	-	-	-	-

### Numbers in MNOK

Vistin Pharma performance	2019	2020	2021	2022	2023
Revenue	228	253	279	305	438
EBITDA	30.4	58.2	48.6	6,2	86
Avg. number of employees	65	67	68	75	75

Average compensation employees	2,1 %	2,6 %	2,9 %	3,9 %	5,6 %
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To get comparable annual base salary change the figures in the table above is annualized to reflect twelve months if the executive only has received compensation part of the year.

Oslo, 23 April 2024

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**Øyvind A. Brøymer**  
Chairman

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**Espen Marcussen**  
Board member

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**Åse Musum**  
Board member

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**Bettina Banoun**  
Board member

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**Øystein Stray Spetsten**  
Board member

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**Kari Krogstad**  
Board member

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**Espen Lia Gregoriussen**  
Board member

To the General Meeting of Vistin Pharma ASA

## Independent auditor's assurance report on report on salary and other remuneration to directors

### Opinion

We have performed an assurance engagement to obtain reasonable assurance that Vistin Pharma ASA's report on salary and other remuneration to directors (the remuneration report) for the financial year ended 31 December 2023 has been prepared in accordance with section 6-16 b of the Norwegian Public Limited Liability Companies Act and the accompanying regulation.

In our opinion, the remuneration report has been prepared, in all material respects, in accordance with section 6-16 b of the Norwegian Public Limited Liability Companies Act and the accompanying regulation.

### Board of directors' responsibilities

The board of directors is responsible for the preparation of the remuneration report and that it contains the information required in section 6-16 b of the Norwegian Public Limited Liability Companies Act and the accompanying regulation and for such internal control as the board of directors determines is necessary for the preparation of a remuneration report that is free from material misstatements, whether due to fraud or error.

### Our independence and quality control

We are independent of the company as required by laws and regulations and the International Ethics Standards Board for Accountants' Code of International Ethics for Professional Accountants (including International Independence Standards) (IESBA Code), and we have fulfilled our other ethical responsibilities in accordance with these requirements. Our firm applies International Standards on *Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements* (ISQM 1) and *Engagement Quality Reviews* (ISQM 2) and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

### Auditor's responsibilities

Our responsibility is to express an opinion on whether the remuneration report contains the information required in section 6-16 b of the Norwegian Public Limited Liability Companies Act and the accompanying regulation and that the information in the remuneration report is free from material misstatements. We conducted our work in accordance with the International Standard for Assurance Engagements (ISAE) 3000 – "Assurance engagements other than audits or reviews of historical financial information".

We obtained an understanding of the remuneration policy approved by the general meeting. Our procedures included obtaining an understanding of the internal control relevant to the preparation of the remuneration report in order to design procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. Further we performed procedures to ensure completeness and accuracy of the information provided in the remuneration report, including whether it contains the information required by the law and accompanying regulation. We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.



Oslo, 29 April 2024  
ERNST & YOUNG AS

*The auditor's assurance report is signed electronically*

Erik Søreng  
State Authorised Public Accountant (Norway)

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**Søreng, Erik**

Statsautorisert revisor

På vegne av: Ernst & Young AS

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