



AGENDA ITEMS AND PROPOSED RESOLUTIONS FOR THE ANNUAL GENERAL MEETING OF SCATEC ASA

Item 1 Opening of the meeting by the chairperson of the Board, and recording of the shareholders present

No voting.

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:

"Hans Cappelen Arnesen, partner at the law firm Thommessen, is elected to chair the meeting. Siobhan Minnaar, General 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 4 General business update

No voting.

Item 5 Approval of the annual accounts and the annual report for the financial year 2024

The Company's annual accounts and annual report for the financial year 2024 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 2024."

Item 6 Consideration of the Board's report on corporate governance

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 included in the Company's annual report for 2024, which is available at the Company's website, <https://scatec.com/investor/events-presentations/>.

No voting is required.

Item 7 Approval of the guidelines for remuneration of the Executive Management

The Board of Directors has reviewed the Company's remuneration policies and proposes the introduction of a new performance share unit programme that will replace the current share option program from 2026. In accordance with section 6-16a of the Norwegian Public Limited Liability Companies Act, the Board of Directors has prepared revised 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:

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

Item 8 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 7 above as approved by the annual general meeting in 2024. 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 9 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 resolutions under item 9 on the agenda:

- 9.1 *Jørgen Kildahl is re-elected as the Chair of the Board for a two-year term until the Annual General Meeting 2027.*
- 9.2 *Jutta Dissen is elected as a Board member for a two-year term until the Annual General Meeting in 2027.*

Voting will take place separately for the proposed re-election of the Chair as well as the proposed election of the new Board member.

Based on the Nomination Committee's proposal, the Board of Directors of the Company will following the election consist of:

Jørgen Kildahl (Chair)	until 2027
Maria Moræus Hanssen	until 2026
Mette Krogsrud	until 2026
Espen Gundersen.....	until 2026
Maria Tallaksen	until 2026
Pål Kildemo.....	until 2026
Jutta Dissen.....	until 2027

Item 10 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 recommends that the General Meeting makes the following resolution:

"The annual compensation from the annual general meeting in 2025 until the annual general meeting in 2026 shall be:

<i>The Chair of the Board of Directors</i>	<i>NOK 680,000 per year</i>
<i>Directors of the Board of Directors.....</i>	<i>NOK 420,000 per year</i>



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

The members of the Board 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 one 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 prior to the 2026 Annual General Meeting and constitute at least 20% of the gross board remuneration.

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 Committee shall monitor compliance with the share purchase scheme, and this will be a part of the Committee's assessment of candidates for election for subsequent periods.

The following meeting allowance for attendance in Board meetings in Norway for Board members who reside outside of Norway is introduced: NOK 27,500 per meeting.

The annual compensation from the annual general meeting in 2025 until the annual general meeting in 2026 for committees shall be:

<i>The Chair of the Audit and Sustainability Committee</i>	<i>NOK 176,000 per year</i>
<i>Members of the Audit and Sustainability Committee</i>	<i>NOK 105,500 per year</i>

<i>The Chair of the Organisation and Remuneration Committee</i>	<i>NOK 91,500 per year</i>
<i>Members of the Organisation and Remuneration Committee</i>	<i>NOK 67,000 per year"</i>

Item 11 Election of members to 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 that the General Meeting makes the following resolution:

11.1 Mads Holm is re-elected as a member of the Nomination Committee for a two-year term until the Annual General Meeting 2027.

11.2 Christian Rom is re-elected as a member of the Nomination Committee for a two-year term until the Annual General Meeting 2027.

11.3 Ole Jakob Hundstad is elected as a member of the Nomination Committee for a two-year term until the Annual General Meeting 2027.

Item 12 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:



"The annual compensation from the annual general meeting in 2025 until the annual general meeting in 2026 shall be:

The Chair of the Nomination Committee NOK 70,500 per year

Members of the Nomination Committee..... NOK 47,500 per year"

Item 13 Approval of remuneration to the Company's auditor

Accrued fees to the auditor for 2024 amount to NOK 5,068,000 of which NOK 5,068,000 is related to the statutory audit for the financial year of 2024.

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

"Remuneration to the auditor for statutory audit for the financial year of 2024 of NOK 5,068,000 is approved."

Item 14 Authorisation to the Board to purchase own shares to be used in connection with acquisitions, mergers, demergers 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 and is subject to the qualification that use of the authorisations under this item 14 and item 16 may not in aggregate exceed 10% (ten percent) of the Company's existing share capital.

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, demergers 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 2026, however not after 30 June 2026.*
- d) *The Board of Directors may not use the authorisation if the total nominal value of shares acquired in accordance with this authorisation together with the use of the authorisation to acquire shares for investment or for subsequent sale or deletion of such shares, in the period for the authorization, exceeds NOK 397,293. "*

Item 15 Authorisation to the Board to purchase own shares to be used 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 3,500,000 own shares with an aggregate nominal value of up to NOK 87,500. The authorisation may only be used for the purpose of sale and/or transfer to employees in the 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 3,500,000 own shares in the company, in one or more rounds, up to an aggregate nominal value of NOK 87,500.*
- 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 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 2026, however not after 30 June 2026."*

Item 16 Authorisation to the Board to purchase own 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 and is subject to the qualification that use of the authorisations under item 14 and this item 16 may not in aggregate exceed 10% (ten percent) of the Company's existing share capital.

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 2026, however not after 30 June 2026.*
- d) *The Board of Directors may not use the authorisation if the total nominal value of shares acquired in accordance with this authorisation together with the use of the authorisation to acquire shares for utilising the Company's shares as transaction currency in acquisitions, mergers, demergers or other transactions, in the period for the authorisation, exceeds NOK 397,293. "*

Item 17 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 may be used to strengthen the Company's equity and for issuance 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 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 and be allotted new shares can be set aside if the authorisation is used.

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 annual general meeting in 2026, but no later than 30 June 2026.*
- c) The authorisation may be used to strengthen the Company's equity, in addition for issuance of shares as consideration shares in acquisition of businesses within the Company's purpose.*
- d) The shareholders pre-emptive rights to subscribe for and be allotted 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 18 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 and be allotted new shares can be set aside if the authorisation is used.

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 87,500.*
- b) The authorisation shall be valid until the annual general meeting in 2026, but no later than 30 June 2026.*
- c) The authorisation may be used to issue shares as part of the company group's share- and incentive programmes as approved by the Board of Directors.*
- d) The shareholders pre-emptive rights to subscribe for and be allotted 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."*