

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:

“Hans Cappelen Arnesen, attorney 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 5 Approval of the annual accounts and the annual report for the financial year 2023

The Company's annual accounts and annual report for the financial year 2023 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 2023.”

Item 6 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 7 Approval of the guidelines for remuneration of 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 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 2023. 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 elected Chair of the Board until the Annual General Meeting 2025.

9.2 Maria Moræus Hanssen is re-elected for a two-year term until the Annual General Meeting in 2026.

9.3 Mette Krogsrud is re-elected for a two-year term until the Annual General Meeting in 2026.

9.4 Espen Gundersen is re-elected for a two-year term until the Annual General Meeting in 2026.

9.5 Maria Tallaksen is elected as a new board member for a two-year term until the Annual General Meeting in 2026.

9.6 Pål Kildemo is elected as a new board member for a two-year term until the Annual General Meeting in 2026.

Voting will accordingly take place separately for each of the members up for re-election, as well as for the proposed new member(s) of the Board of Directors.

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

Jørgen Kildahl (Chair)	until 2025
Maria Moræus Hanssen	until 2026
Mette Krogsrud	until 2026
Espen Gundersen	until 2026
Morten Henriksen	until 2025
Maria Tallaksen	until 2026
Pål Kildemo	until 2026

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 adopts the following resolutions:

“The annual compensation from the Annual General Meeting in 2024 until the Annual General Meeting in 2025 shall be:

The Chair of the Board of Directors *NOK 644,000 per year*

Directors of the Board of Directors *NOK 398,000 per year*

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 2025 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 to subsequent periods.

The following meeting allowance for attendance in Board meetings in Norway for Board members who reside outside of Norway is introduced: NOK 25,000 per meeting.

The annual compensation from the Annual General Meeting in 2024 until the Annual General Meeting in 2025 for committees shall be:

<i>The Chair of the Audit and Sustainability Committee</i>	<i>NOK 167,000 per year</i>
<i>Members of the Audit and Sustainability Committee</i>	<i>NOK 100,000 per year</i>
<i>The Chair of the Organisation and Remuneration Committee</i>	<i>NOK 83,000 per year</i>
<i>Members of the Organisation and Remuneration Committee</i>	<i>NOK 61,000 per year"</i>

Item 11 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 Nomination Committee consists of:

<i>Kristine Ryssdal (Chair)</i>	<i>until 2026</i>
<i>Mads Holm</i>	<i>until 2025</i>
<i>Annie Golden Bersagel</i>	<i>until 2025</i>
<i>Christian Rom</i>	<i>until 2025"</i>

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 2024 until the Annual General Meeting in 2025 shall be:

<i>The Chair of the Nomination Committee</i>	<i>NOK 67,000 per year</i>
<i>Members of the Nomination Committee</i>	<i>NOK 45,000 per year"</i>

Item 13 Approval of remuneration to the Company's auditor

Accrued fees to the auditor for 2023 amount to NOK 6,752,000 of which NOK 5,189,000 is related to the statutory audit for the financial year of 2023.

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 2023 of NOK 5,189,000 is approved."

Item 14 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 2025, however not after 30 June 2025."*

Item 15 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 2,801,451 own shares with an aggregate nominal value of up to NOK 70,036.3. 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 2,801,451 own shares in the company, in one or more rounds, up to an aggregate nominal value of NOK 70,036.3.*
- 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 2025, however not after 30 June 2025."*

Item 16 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 2025, however not after 30 June 2025."*

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 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 2023, 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 Annual General Meeting in 2025, but no later than 30 June 2025.*
- 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 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 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 70,036.3*
- (b) The authorisation shall be valid until the Annual General Meeting in 2025, but no later than 30 June 2025.*
- (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."*