

Til aksjonærene i Cyviz AS

To the shareholders of Cyviz AS

Innkalling til ekstraordinær generalforsamling

Notice of extraordinary general meeting

Det innkalles herved til ordinær generalforsamling i Cyviz AS, org.nr. 965 451 129 ("**Selskapet**"), den 1. juni 2023 kl. 09:30, i forlengelsen av den ordinære generalforsamlingen samme dato, jf. innkalling av 23. mai 2023. Generalforsamlingen avholdes virtuelt via Microsoft Teams.

Notice is hereby served that the annual general meeting of Cyviz AS, org. no 965 451 129 (the "**Company**") will be held on 1 June 2023 at 09:30, immediately following the annual general meeting, cf. notice of May 23 2023. The meeting will be held virtually via Microsoft Teams.

Fullmakt må være mottatt innen 31. mai 2023 kl. 09:00. Fullmaktsskjema er vedlagt innkallingen som **Vedlegg 1**.

Power of attorney must be received by 31 May 2023 at 09:00. Proxy form is attached to the notice as **Appendix 1**.

Åpning av generalforsamlingen ved styrets leder Rune Syversen og registrering av antall representerte aksjer.

Opening of the meeting by the chairman of the board Rune Syversen and registration of the number of shares represented.

Dagsorden:

Agenda:

1. Valg av møteleder og en person til å medundertegne protokollen

1. Election of a chairperson and a person to co-sign the minutes

Styret foreslår at advokat Ole-Andreas Refsnes velges som møteleder.

The Board of Directors proposes that the general meeting elects attorney Ole-Andreas Refsnes to chair the meeting.

2. Godkjenning av innkallingen og dagsorden

2. Approval of the notice and the agenda

3. Fullmakt til styret til å forhøye aksjekapitalen

3. Authorizations to the board of directors to increase the share capital

Selskapets styre har per i dag en gjeldende fullmakt til å øke Selskapets aksjekapital med inntil NOK 2.834.830,90 (omtrent 20 % av Selskapets utestående aksjekapital) i forbindelse med utstedelse av aksjer under Selskapets aksjeopsjonsprogram vedtatt av Selskapets generalforsamling 27. mai 2021. Fullmakten utløper 27. mai 2023.

The Company's board of directors currently holds an authorisation to increase the Company's share capital by up to NOK 2,834,830.90 (approximately 20 % of the Company's outstanding share capital) in relation to the issuance of shares under the Company's share option programme as granted by the Company's general meeting on May 27 2021. The board authorisations expires on May 27 2023.

Styret foreslår at generalforsamlingen vedtar et forslag om styrefullmakt på samme betingelser for nye to år.

The board of director's proposes that the general meeting approves a board authorisation on the same terms as the abovementioned for another two years.

Styret skal kunne fravike aksjonærenes fortrinnsrett etter aksjeloven § 10-4.

The board may deviate from the shareholders' pre-emption rights pursuant to the Norwegian Private Limited Companies Act section 10-4.

Bakgrunnen for muligheten til å fravike fortrinnsretten er at styret ønsker fleksibilitet til å gjennomføre rettede emisjonen mot andre selskaper / personer og til å gjennomføre M&A-transaksjoner med oppgjør i aksjer. Fullmakten skal gi styret rett til å utstede aksjer mot kontanter, ved motregning og ved tingsinnskudd.

Styret foreslår at generalforsamlingen vedtar det følgende:

- (i) Styret gis i henhold til aksjeloven § 10-14 (1) fullmakt til å forhøye Selskapets aksjekapital med inntil NOK 2 834 830,90. Innenfor denne samlede beløpsrammen kan fullmakten benyttes flere ganger.
- (ii) Fullmakten kan benyttes i forbindelse med (i) rettede emisjoner til investorer for å tilføre selskapet ytterligere kapital og (ii) som fullt eller delvis vederlag i forbindelse med M&A transaksjoner.
- (iii) Aksjeeiernes fortrinnsrett etter aksjeloven § 10-4 kan fravikes.
- (iv) Oppgjør av aksjeinnskudd i forbindelse med kapitalforhøyelse under denne fullmakten kan også gjøres ved tingsinnskudd og ellers som beskrevet i aksjelovens § 10-2.
- (v) Fullmakten omfatter ikke kapitalforhøyelse ved fusjon etter aksjeloven § 13-5.
- (vi) Fullmakten skal gjelde i to år regnet fra generalforsamlingens beslutning.

4. Fullmakt til styret til å forhøye aksjekapitalen i forbindelse med aksjekjøpsprogram for ansatte

Styret ønsker å etablere og ha fullmakt til å gjennomføre et aksjekjøpsprogram for Selskapets ansatte, og foreslår at generalforsamlingen vedtar en fullmakt som gir styret rett til å utstede aksjer tilsvarende 5 % av Selskapets

The reason for deviation from the shareholders' pre-emption rights is that the board needs flexibility to carry out private placements towards other companies / persons, and to carry out M&A transactions with settlement in shares. The authorization shall include a right to increase the share capital with cash payment, payment through set-off and with non-cash consideration.

The board of director's proposes that the general meeting resolves the following:

- (i) In accordance with the Norwegian Private Limited Liability Companies Act section 10-14 (1), the board of directors is authorised to increase the Company's share capital by up to NOK 2,834,830.90. Within this total amount, the authorisation may be used several times.
- (ii) The authorisation may be used to issue shares in connection with (i) a private placement to investors to raise additional capital and (ii) as full or partial consideration in connection with M&A transactions.
- (iii) The shareholders' pre-emptive rights pursuant to section 10-4 of the Norwegian Private Limited Liability Companies Act may be waived.
- (iv) Payment of share capital in connection with a capital increase under this authorization may also be made by a contribution in kind or otherwise as described in section 10-2 of the Private Limited Companies Act.
- (v) The authorisation does not cover capital increases in connection with mergers pursuant to section 13-5 of the Norwegian private limited liability companies act.
- (vi) The authorisation shall be valid for two years from the decision of the general meeting.

4. Authorisation to the board of directors to increase the share capital in connection with the share purchase program for employees

The board wishes to establish and be authorised to carry out a share purchase program for the Company's employees, and proposes that the general meeting resolves to grant the board with an authorisation to issue

aksjekapital under et slikt aksjekjøpsprogram. Fullmakten vil gi styret fullmakt til å utstede inntil 644 280 aksjer og dermed å øke Selskapets aksjekapital med inntil NOK 708 708.

Aksjekjøpsprogrammet og fullmakten skal gjelde i tillegg til Selskapets nåværende opsjonsprogram.

Styret skal kunne fravike aksjonærenes fortrinnsrett etter aksjeloven § 10-4. Bakgrunnen for muligheten til å fravike fortrinnsretten er at aksjene skal utstedes til Selskapets ansatte.

Styret foreslår derfor at generalforsamlingen vedtar det følgende:

- (i) *Styret gis i henhold til aksjeloven § 10-14 (1) fullmakt til å forhøye Selskapets aksjekapital med inntil NOK 708 708. Innenfor denne samlede beløpsrammen kan fullmakten benyttes flere ganger.*
- (ii) *Fullmakten kan bare benyttes i forbindelse med utstedelse av aksjer under Selskapets aksjekjøpsprogram for ansatte.*
- (iii) *Aksjeeiernes fortrinnsrett etter aksjeloven § 10-4 kan fravikes.*
- (iv) *Fullmakten skal gjelde i to år regnet fra generalforsamlingens beslutning.*

shares equal to 5% of the Company's share capital under such share purchase program. The authorisation will enable the board to issue up to 644,280 shares and thus increase the Company's share capital by up to NOK 708,708.

The share programme and the authorisation shall be in addition to the Company's existing share option program.

The board may deviate from the shareholders' pre-emption rights pursuant to the Norwegian Private Limited Companies Act section 10-4. The reason for deviation from the shareholders' pre-emption rights is that the shares will be issued to the Company's employees.

The board of director's proposes that the general meeting resolves the following:

- (i) *In accordance with the Norwegian Private Limited Liability Companies Act section 10-14 (1), the board of directors is authorised to increase the Company's share capital by up to NOK 708,708. Within this total amount, the authorisation may be used several times.*
- (ii) *The authorization may only be used in connection with the issue of shares under the Company's share purchase program for employees.*
- (iii) *The shareholders' pre-emptive rights pursuant to section 10-4 of the Norwegian Private Limited Liability Companies Act may be waived.*
- (iv) *The authorisation shall be valid for two years from the decision of the general meeting.*

In case of any discrepancies between the Norwegian text and the English translation, the Norwegian text shall prevail.

Oslo, 24. mai 2023 / 24 May 2023

Rune Syversen
Styrets leder / Chairman of the Board of Directors

Vedlegg:

Vedlegg 1 – Fullmaktsskjema
Vedlegg 2 – Møteseddel
Vedlegg 3 – Valgkomiteens innstilling

Appendices:

Appendix 1 – Proxy form
Appendix 2 – Attendance form
Appendix 3 – The nomination committee's recommendation

CYVIZ AS PROXY FORM

As the owner of _____ shares in Cyviz AS I/we hereby appoint

- ☐ the chairman of the board of directors
☐ _____ (insert name)

as my/our proxy to represent and vote for my/our shares at the electronically held ordinary general meeting of Cyviz AS to be held on 1 June 2023.

If none of the alternatives above has been ticked the chairman of the board will be considered appointed as proxy. If the chairman of the board has been appointed as proxy, the chairman of the board can appoint another member of the board or the management to represent and vote for the shares covered by the proxy.

If the shareholder so desires and the chairman of the board has been appointed as proxy, the voting instructions below can be filled in and returned to the Company. The shares will then be voted in accordance with the instructions.

Voting instructions:

Resolution	Vote for	Vote against	Abstain from voting
Approval of the notice of meeting and agenda			
Approval of the annual accounts and directors' report of Cyviz AS for 2022, including allocation of the result of the year			
Authorisation to the board of directors to increase the share capital			
Authorisation to the board of directors to increase the share capital in connection with the share purchase program for employees			

If voting instructions are given the following applies:

- If the box "Vote for" has been ticked, the proxy is instructed to vote for the proposal in the notice, with any changes suggested by the board of directors, the chairman of the board or the chairperson of the meeting. In case of changes in the proposals included in the notice, the proxy can at his/her own discretion abstain from voting the shares.
- If the box "Vote against" has been ticked, this implies that the proxy is instructed to vote against the proposal in the notice, with any changes suggested by the board, the Chairman of the Board or the chairman of the meeting. In case of changes in the proposals included in the notice, the proxy can, at his/her discretion, abstain from voting the shares.
- If the box "Abstain" has been ticked, the proxy is instructed to abstain from voting the shares.
- If none of the boxes has been ticked, the proxy is free to decide how to vote the shares.
- In respect of elections, the instructions are only valid for voting in respect of elections of the candidates who have been listed in the proxy form.
- In respect of a vote over matters that are not included on the agenda, and which may validly come before the meeting, the proxy is free to decide how to vote the shares. The same applies for votes over formal matters, such as election of the chairperson of the meeting, voting order or voting procedure.
- If a shareholder has inserted another person than the chairman of the board as proxy, and wants to give such person instructions on voting, this is a matter between the shareholder and the proxy. In such a situation, the company does not undertake any responsibility to verify that the proxy votes in accordance with the instructions.

Signature: _____
 Name: _____ (block letters)
 On behalf of shareholder: _____ (block letters)
 Place/date: _____

Please send the proxy form to Marius Skagen, attn.: marius.skagen@cyviz.com. Please make sure that the proxy form is received by the company no later than 31 May 2023 at 09:00 hours (CEST).

* If the proxy is given on behalf of a company or other legal entity, relevant evidence of authority must be attached to evidence that the person signing the proxy form is properly authorized.

ATTENDANCE FORM

The undersigned will electronically attend the extraordinary general meeting of Cyviz AS on 1 June 2023.

I/the company own(s): _____ shares

Signature: _____

Name: _____ (block letters)

On behalf of shareholder: _____ (block letters)

E-mail: _____ (for receipt of participation link)

Place/date: _____

Please send the attendance form to: Cyviz AS, attn.: Marius Skagen marius.skagen@cyviz.com. Please make sure that the attendance form is received by the company no later than 31 May 2023 at 09:00 hours (CEST).
