

## **To the shareholders in Bonheur ASA** (below also referred to as the Company)

### **Summons to the 2025 Annual General Meeting**

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The Annual General Meeting of Bonheur ASA will be held at the Company's offices at Fred. Olsens gate 2, Oslo (entrance Tollbugaten 1 B) on Thursday 22 May 2025 at 14:00 hours (CEST).

#### **Agenda:**

**1) Opening of the Annual General Meeting by the Chair of the Shareholders' Committee with approval of the summons and the agenda and registration of attending shareholders**

**2) Election of one attending shareholder to sign the minutes together with the Chair of the Shareholders' Committee**

**3) Approval of the Annual Accounts and the Directors' Report for Bonheur ASA, including statements on Corporate Governance and the Sustainability Report together with the consolidated accounts for 2024 and hereunder the Board's proposal on dividends for 2024 as also recommended by the Shareholders' Committee**  
It is proposed that an ordinary dividend of NOK 6.75 per share is distributed to the Shareholders of the Company as of the date of the Annual General Meeting. Subject to the Annual General Meeting resolving in accordance with the proposed distribution of dividend the Company's shares will be traded ex. dividend from and including 23 May 2025, and it is expected that the payment date of the dividend will be 3 June 2025.

**4) Authorization for acquisition of own shares (Treasury Shares)**

The Board proposes that it is granted authority to purchase Treasury Shares for a period running until the Company's next Ordinary Annual General Meeting, limited to 10 % of the share capital in accordance with the Norwegian Public Limited Liability Companies' Act §§ 9-2 onwards. The reason for the proposal is to provide the Board with such continuous financial flexibility that follows from having the authority to purchase Treasury Shares.

The Board is thus proposing the following resolution under reference to the Norwegian Public Limited Liability Companies' Act §§ 9-2 onwards:

*"The General Meeting in Bonheur ASA gives the Board authority to let Bonheur ASA purchase shares in Bonheur ASA (Treasury Shares) with a nominal value of up to NOK 5,316,486.25 and distributed on up to 4,253,189 shares. The minimum and maximum price to be paid per share shall be NOK 20.00 and NOK 500.00, respectively. The Board may at its discretion decide how such purchases and sales of Treasury Shares shall be made. This authority shall take effect from 22 May 2025 and remain valid until Bonheur ASA's next Ordinary Annual General Meeting."*

**5) Election of member to the Shareholders' Committee and approval of the fees payable to the members of the Shareholders' Committee**

The term of service for Synne Hombles expires at the time of this Annual General Meeting. Jørgen G. Heje passed away this January leaving two years' term of service at the time of this Annual General Meeting. Synne Hombles has advised that she is eligible for re-election. By way of supplementary election, it is proposed that Anne Harris, who has experience from various executive positions within Norwegian industry and commerce, is elected a new member of the Shareholders' Committee in replacement of Jørgen G. Heje.

The proposed fee for the Chair of the Shareholders' Committee is NOK 255,000 and for each of the other members of the Shareholders' Committee NOK 210,000.

**6) Approval of Board of Directors' fees**

The proposed fee for the Chair of the Board is NOK 1,690,000 and for each of the other Board members NOK 460,000. It is further proposed that each member of the Audit Committee receives an additional compensation of NOK 70,000. The proposed fee for each overnight stay consequent on Board Meetings is proposed to NOK 7,500.

**7) Approval of the Auditor's fee**

The auditor, KPMG, has presented the fee for 2024 to be NOK 7,063,857, out of which NOK 6,885,357 relates to the ordinary audit. It is thus proposed that a fee of NOK 6,885,357 for the ordinary audit is approved by the Annual General Meeting.

### **8) Donations and other contributions from the Company for 2025**

Authority with the Company to at its discretion, assisted by the Fred. Olsen Social Engagement Group, make limited donations and other contributions for 2025 which are considered close to the Company's field of interest of a total amount of up to NOK 6,000,000 in addition to what may be left from last year's corresponding resolution and equally for the donation of a further NOK 1,000,000 for needs consequent on the war in Ukraine.

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The Company is a Norwegian public limited liability company governed by Norwegian law, hereunder the Public Limited Liability Companies Act and the Securities Trading Act.

As of the date of this summons, the Company has issued 42,531,893 shares. At the Company's General Meetings each share has one vote. The shares have equal rights in all respects. As at the date of this summons, the Company holds no Treasury Shares.

Information on disclosure of nominee/trustee accounts is available on the Company's website and can correspondingly be obtained by submitting inquiry to the Company.

Shareholders are entitled to attend the General Meeting in person or by proxy and are further entitled to speak at the General Meeting. Shareholders may also be accompanied by an advisor, who may speak at the General Meeting. Notwithstanding this, due participation by electronical means will also be facilitated if needed.

A shareholder has the right to place matters on the agenda of the General Meeting. Any such matter shall be reported in writing to the Board within seven days prior to the deadline for the notice to the General Meeting, along with a proposal to a draft resolution or a justification for the matter having been placed on the agenda. In the event that the notice has already taken place, a new notice shall be sent if the deadline has not already expired. A shareholder has in addition a right to bring forward a proposal for resolution.

A shareholder may require the Board Directors and the Managing Director to furnish the General Meeting with all available information about matters that have been submitted to the shareholders for decision and about matters concerning the Company's financial position.

A shareholder with shares registered through a trustee /nominee approved pursuant to Section 4-10 of the Norwegian Public Limited Companies Act, has voting rights equivalent to the number of shares which are covered by the trustee/nominee arrangement provided that the shareholder prior to the General Meeting (please see below) provides the Company with her/his name and address, together with a confirmation from the trustee/nominee to the effect that she/he is the beneficial owner of the shares held in custody, and further provided that the Board does not disapprove such beneficial ownership after receipt of such notification.

According to § 5-2 of the Norwegian Public Limited Liability Companies Act only those that are shareholder(s) five working days before the General Meeting, i.e. 15 May 2025 (the "Registration Date"), have a right to participate and vote at the General Meeting. A shareholder that wishes to participate and vote at the General Meeting must have been entered in VPS at the Registration Date or have reported and proved the relevant acquisition as per the Registration Date. As a corollary, if shares are acquired after 15 May 2025, it will not be allowable to participate nor vote in reference to such shares at the General Meeting on 22 May 2025. Further, shareholders who wish to attend the General Meeting, either in person or by proxy or by electronical means, must complete and return the attendance slip by 16:00 (CEST) 20 May 2025. Please also note that owners of nominee/trustee registered shares who wish to participate and vote at the General Meeting must equally notify the Company accordingly latest by 16:00 (CEST) 20 May 2025.

Shareholders who have failed to register by the deadline cannot participate nor vote at the General Meeting.

A power of attorney for the shareholders who wish to (i) grant the Chair of the Board or another person a proxy to represent their shares at the General Meeting, or (ii) grant a power of attorney with voting instructions, has been made available together with the attendance form as attached hereto.

Notice of attendance and voting proxies shall be sent either to: [genf@dnb.no](mailto:genf@dnb.no) or by regular mail to DNB Bank ASA, Registrar's Department, P.O. Box 1600 Sentrum, NO-0021 Oslo, Norway.

Oslo, 29 April 2025  
Christian Fredrik Michelet  
Chair of the Shareholders' Committee

## Notice of Annual General Meeting

Annual General Meeting of Bonheur ASA will be held on 22 May 2025 at 14:00 CEST. Address: Fred. Olsens gate 2, 0152 Oslo, Norway (entrance from Tollbugata 1B)

The shareholder is registered with the following amount of shares at summons: "**Beholdning**" and vote for the number of shares registered per Record Date: 15 May 2025.

**Deadline for registration of attendance, proxy or instructions: 20 May at 16:00 CEST**

### Registration for attendance

**Notice of attendance should be registered through VPS Investor Services.**

In VPS Investor Services chose *Corporate Actions - General Meeting*, click on *ISIN*. Investor Services can be accessed either through <https://www.euronextvps.no/> or your account operator. If you are not able to register this electronically, you may send by e-mail to [genf@dnb.no](mailto:genf@dnb.no), or by regular mail to DNB Bank ASA, Registrars Department, P.O.Box 1600 Sentrum, 0021 Oslo, Norway.

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Place	Date	Shareholder's signature
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**Proxy without voting instructions** for Annual General Meeting of Bonheur ASA

*Proxy to another individual to vote for your shares.*

**Proxy should be registered through VPS Investor Services.**

In VPS Investor Services chose *Corporate Actions - General Meeting*, click on *ISIN*. Investor Services can be accessed either through <https://www.euronextvps.no/> or your account operator. If you are not able to register this electronically, you may send by E-mail to [genf@dnb.no](mailto:genf@dnb.no), or by regular Mail to DNB Bank ASA, Registrars Department, P.O.Box 1600 Sentrum, 0021 Oslo, Norway. If the shareholder is a Company, the signature must be according to the Company's Certificate of Registration.

**The Proxy must be dated and signed to be valid.**

### The undersigned

hereby grants (if you do not state the name the proxy holder, the proxy will be given to the Chair of the Board of Directors)

the Chair of the Board of Directors (or a person authorised by him ), or

\_\_\_\_\_  
(Name of proxy holder in capital letters)

proxy to attend and vote for my/our shares at the Annual General Meeting of Bonheur ASA on 22 May 2025.

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Place	Date	Shareholder's signature (only for granting proxy)
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**Proxy with voting instructions for Annual General Meeting of Bonheur ASA**

You must use this proxy form to give voting instructions to the Chair of the Board of Directors or the person authorised by him.

Proxies with voting instructions can only be registered by DNB, and must be sent to **genf@dnb.no** (scanned form) or by regular Mail to DNB Bank ASA, Registrars' Department, P.O.Box 1600 Sentrum, 0021 Oslo, Norway. The form must be received by DNB Bank ASA, Registrars' Department no later than **20 May 2025 at 16:00 CEST**. If the shareholder is a Company, the signature must be according to the Company's Certificate of Registration.

**The Proxy with voting instructions must be dated and signed to be valid.**

**The undersigned:**

hereby grants the Chair of the Board of Directors (or the person authorised by him) proxy to attend and vote for my/our shares at the Annual General Meeting of Bonheur ASA on 22 May 2025.

The votes shall be exercised in accordance with the instructions below and thus in accordance with the corresponding proposals of the summons. If the sections for voting are left blank, this will be counted as an instruction to vote in accordance with the respective proposals set out in the summons. However, if any motions are made from the attendees in addition to or in replacement of the proposals in the Notice, the proxy holder may vote at his/her discretion. If there is any doubt as to how the instructions should be understood, the proxy holder may abstain from voting.

<b>Agenda for the Annual General Meeting 2025</b>	<b>For</b>	<b>Against</b>	<b>Abstention</b>
1) Opening of the Annual General Meeting by the Chair of the Shareholders' Committee with approval of the summons and the agenda and registration of attending shareholders	0	0	0
2) Election of one attending shareholder to sign the minutes together with the Chair of the Shareholders' Committee	0	0	0
3) Approval of the Annual Accounts for Bonheur ASA, thereunder Directors' Report and the Sustainability Statement together with the consolidated accounts for 2023 and hereunder the Board's proposal on dividends for 2024 as also recommended by the Shareholders' Committee	0	0	0
4) Authorization for acquisition of own shares (Treasury Shares)	0	0	0
5) Election of members to the Shareholders' Committee			
Synne Homble	0	0	0
Anne Harris	0	0	0
Approval of the fees payable to the members of the Shareholders' Committee;			
Chair	0	0	0
Other Shareholders' Committee members	0	0	0
6) Approval of Board of Directors' fees;			
Chair	0	0	0
Other Board members	0	0	0
Fee for overnight stay consequent on board meetings	0	0	0
Members of the Audit Committee	0	0	0
7) Approval of the Auditor's fee	0	0	0
8) Donation and other contributions from the Company for 2025	0	0	0

Place

Date

Shareholder's signature (Only for granting proxy with voting instructions)