

Extraordinary General Meeting of Scana ASA 10 December 2024

Proposals for Resolutions of the General Meeting

Item 1 Opening of the general meeting by the chair

This matter will not be put to a vote. The general meeting will be opened by the chairperson of the board, Bjørn Gabriel Reed, or the person he appoints.

Item 2 Creation of list of attending shareholders and proxies

This matter will not be put to a vote. The general meeting will be opened by the chairperson of the board, Bjørn Gabriel Reed, or the person he appoints.

Item 3 Appointment of a person to co-sign the minutes of meeting together with the chair

The board proposes that the general meeting resolves:

"The general meeting elects Torvald Ulland Reiestad to co-sign the minutes together with the chairman of the meeting."

Item 4 Approval of notice and agenda

The board proposes that the general meeting resolves:

"The general meeting approves the notice and agenda."

Item 5 Board of Directors election

1. Basis for the proposal

The board of Scana ASA shall, according to the company's articles of association, consist of between three and seven members. The board currently consists of four members, Bjørn Gabriel Reed (chair), Birgitte Feginn Angelil, Morten Blix and Ida Ianssen Lundh.

Since the previous Annual General Meeting in May, there have been changes to the board as former Chair Gunnar W. Eliassen stepped down from his role in August 2024. Additionally, current board member Birgitte Feginn Angelil has informed the board of her intention to resign to prioritize other commitments. As a result, the board has decided to initiate an assessment of the company's overall board composition.

In its nomination of candidates for the board election at the extraordinary general meeting, the nomination committee has maintained its view on the need for a diverse board composition with respect to relevant and complementary expertise and experience. The requirement for gender balance in accordance with applicable regulations has also been addressed. The nomination committee considers that the proposed candidates contribute to strengthening the board's overall competence. The nomination committee's proposal has been discussed with, and is supported by, the company's largest shareholders.

2. Board election

2.1 Introduction of proposed candidates

The Nomination Committee proposes that Stig Tore Vangen be elected as the new Chair of the Board, and Silje Christine Augustson as a new board member.

Stig Tore Vangen

Stig Tore Vangen (b. 1979) is currently the CFO of Perestroika AS and brings experience in corporate finance, having previously served as CFO at Wilson ASA (2017-2024) and accumulating over 15 years of capital markets experience in banking and finance. He holds an M.Sc. in Finance from EU Business School in Barcelona. He is independent of Scana's executive management and key business partners and owns no shares in Scana (as of 10 December 2024).

Silje Christine Augustson

Silje Christine Augustson (b. 1974) is currently a Senior Advisor in Investment Banking at Arctic Securities. She brings 25 years of international experience across investment banking, alternative investment industries, private investment firms, and has held leadership roles in both industry and entrepreneurship. Augustson has over 15 years of experience as a board member in both publicly listed and private companies, including roles as Chair and later CEO of Noreco ASA (now BlueNord ASA) during its financial and operational restructuring. She holds a Master's degree in Management from ESCP in Paris and a Bachelor's degree in Economics from UT1, University of Toulouse. Augustson is independent of Scana's executive management and key business partners and owns no shares in Scana (as of 10 December 2024).

2.2 The nomination committee's proposal

The general meeting is invited to make the following resolution:

"Stig Tore Vangen is elected as the new Chair of the Board, and Silje Christine Augustson as a new board member. Following this election, the board will comprise the following members (term of office in parentheses)

<i>Stig Tore Vangen, Chair</i>	<i>(2024-2026)</i>
<i>Silje Christine Augustson</i>	<i>(2024-2026)</i>
<i>Bjørn Gabriel Reed</i>	<i>(2023-2025)</i>
<i>Morten Blix</i>	<i>(2023-2025)</i>
<i>Ida Ianssen Lundh</i>	<i>(2022-2026)"</i>
