



To the shareholders of CSAM Health Group AS

NOTICE TO THE ANNUAL GENERAL MEETING 2022

19 MAY 2022 at 12 PM (local time Norway)

CSAM Health Group AS' ("**CSAM Health Group**" or the "**Company**") annual general meeting will be held at the Company's offices in Drammensveien 288 in Oslo.

CSAM Health Group AS strongly encourage our shareholders to use the opportunity to submit a power of attorney, as described in the notice.

The following matters are on the agenda:

1. **OPENING OF THE ANNUAL GENERAL MEETING BY THE CHAIR AND REGISTRATION OF ATTENDING SHAREHOLDERS**
2. **ELECTION OF PERSON TO CHAIR THE MEETING AND PERSON TO SIGN THE MINUTES**
3. **APPROVAL OF NOTICE AND THE AGENDA**
4. **APPROVAL AND ADOPTION OF THE ANNUAL ACCOUNTS AND DIRECTORS' REPORT**

The board of directors proposes that the general meeting approves and adopts the annual accounts and directors' report for the financial year 2021. The annual accounts, the director's report and the auditor's report are available at <https://www.csamhealth.com/investor-relations/>. The board of directors proposes that the Company's deficit for the financial year 2021 in the amount of KNOK 89 123 shall be transferred from other equity and that there shall be distributed no dividend based on the Company's annual accounts for 2021.

Proposed resolution:

"The general meeting resolved to approve and adopt the annual accounts, directors' report and the auditor's report for the financial year 2021. The general meeting resolved that the Company's deficit for the financial year 2021 in the amount of KNOK 89 123 shall be transferred from other equity and that there shall be distributed no dividend based on the Company's annual accounts for 2021."

5. **APPROVAL OF REMUNERATION TO THE BOARD OF DIRECTORS**

The nomination and remuneration committee proposes to raise the remuneration to the board members from NOK 150,000 to NOK 250,000. The remuneration of the Chair and the Deputy board members will remain unchanged, i.e. that the remuneration shall be the same as resolved by the ordinary general meeting on 6 May 2021.

Proposed resolution:

“The general meeting resolved to remunerate the members of the board of directors with effect from the date of the annual general meeting as follows:

- Chair: NOK 400,000 per year
- Board members: NOK 250,000 per year
- Deputy board members: NOK 5,000 per attended board meeting”

6. APPROVAL OF REMUNERATION TO THE COMPANY’S AUDITOR

Proposed resolution:

“The general meeting resolved to approve the auditor’s remuneration for audit of CSAM Health Group AS as invoiced.”

7. ELECTION OF MEMBERS TO THE BOARD OF DIRECTORS

The nomination and remuneration committee proposes that Åse Aulie Michelet is re-elected as chair of the board of directors, and that Gunnar Bjørkavåg and Mats Larson are re-elected as board members. Further, the nomination and remuneration committee proposes that Marianne Elisabeth Johnsen is elected as vice chair and Hans Erik Robbestad is elected as new board member to replace the current board members Louise Nilsson and Ansgar Gabrielsen.

Proposed resolution:

“The general meeting resolved that the Company’s board of directors shall consist of the following persons:

- Åse Aulie Michelet (chair)
- Marianne Elisabeth Johnsen (vice-chair)
- Hans Erik Robbestad (board member)
- Mats Larson (board member)
- Gunnar Bjørkavåg (board member)

The members of the board of directors are elected until the next annual general meeting of the Company. In addition to the board members elected by the general meeting, Kjellrun Borgmo (employee representative) and Janne Aaltonen (deputy employee representative) shall remain as board members until the next election of employee representatives.”

8. ELECTION OF MEMBERS TO THE NOMINATION AND REMUNERATION COMMITTEE

The nomination and remuneration committee proposes that Knut Ivar Rødningen is elected as new chair of the nomination and remuneration committee to replace Ansgar Gabrielsen. Further, the nomination and remuneration committee proposes that Ronny Hermansen and Tina Stiegler is elected as new members to replace the current members Magnus Hardmeier and Marianne Elisabeth Johnsen.

Proposed resolution:

“The Company’s nomination and remuneration committee shall consist of the following persons:

- Knut Ivar Rødningen (chair)
- Ronny Hermansen (member)
- Tina Stiegler (member)”

9. APPROVAL OF REMUNERATION TO THE NOMINATION AND REMUNERATION COMMITTEE

The nomination and remuneration committee proposes that the remuneration to the members of the nomination and remuneration committee remain unchanged, i.e. that the remuneration shall be the same as resolved by the ordinary general meeting on 6 May 2021.

Proposed resolution:

“The general meeting resolved to remunerate the members of the nomination and remuneration committee with effect from the date of the annual general meeting as follows:

- Chair: NOK 40,000 per year
- Members: NOK 30,000 per year”

10. POWER OF ATTORNEY TO THE BOARD OF DIRECTORS TO ACQUIRE THE COMPANY’S OWN SHARES

As part of the Company’s strategy to grow by acquiring companies and business, the board of directors has identified a need for the Company to settle such acquisitions by way of transferring shares in the Company. In order for the Company to acquire own shares, the board of directors proposes that the general meeting grants the board of directors a power of attorney to carry out such acquisitions in accordance with the private limited liability companies act section 9-4.

Proposed resolution:

“The power of attorney to acquire the Company’s own shares granted by the general meeting on 11 December 2020 is terminated.

The general meeting grants the board of directors a power of attorney to acquire the Company’s own shares as follows:

- a) The Company may acquire own shares. The board of directors is hereby authorized to make such acquisition on behalf of the Company and may further dispose of such shares. The authorization may be used as a financial instrument, by the board of

directors being able to make use of liquidity to acquire shares in the Company. Further, the power of attorney may be used in connection with acquisitions or other transactions where the Company is to render consideration as shares.

- b) The maximum nominal value of the shares which the Company may acquire in total may not exceed NOK 209,674. The board of directors may use the authorization on several occasions within the scope of the total nominal value as mentioned. New own shares may be acquired as replacement for own shares which are disposed.
- c) The minimum and the maximum amount which may be paid for each share is NOK 30 and NOK 130 respectively. The board of directors determines the consideration when disposing of the Company's own shares.
- d) The board of directors decides, in its own discretion, in which ways the Company's own shares shall be acquired or disposed of."
- e) The power of attorney to acquire own shares is valid until 18 May 2024.

11. POWER OF ATTORNEY TO THE BOARD OF DIRECTORS INCREASE THE SHARE CAPITAL

In order to allow for the board of directors to strengthen the Company's equity if required, e.g. in connection with acquisitions as part of the Company's strategy to grow, the board of directors proposes that the general meeting grants the board of directors a power of attorney to increase the share capital of the Company by subscription of shares.

Proposed resolution:

"The power of attorney to the board of directors to increase the Company's share capital granted by the general meeting on 11 December 2020 is terminated.

The general meeting grants the board of directors a power of attorney to increase the Company's share capital as follows:

- a) The board of directors is hereby authorized pursuant to the Private Limited Liability Companies Act Section 10-14, to increase the Company's share capital with up to NOK 209,674 through one or more capital increases.
- b) The authorization also covers capital increases in return for in kind contributions, including set-off to debt, or a right to assume special obligations to the Company's behalf, ref. the Private Limited Liability Companies Act Section 10-2.
- c) The board of directors may, when exercising the authorization, waive the shareholders' preferential rights pursuant to the Private Limited Liability Companies Act Section 10-5.
- d) The power of attorney to increase share capital is valid until 18 May 2024."

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We encourage all shareholders to use the proxy form with advance vote notice set out in Appendix 3 to vote for the resolutions described above.



On behalf of the Board of Directors of CSAM Health Group AS:

Oslo, 11th of May 2022

A handwritten signature in black ink, reading 'Åse Aulie Michelet'. The signature is written in a cursive style and is positioned above a horizontal line.

Åse Aulie Michelet

Chair of the board of directors of CSAM Health Group AS

Overview of appendices to the notice which are or will be available at
<https://www.csamhealth.com/investor-relations/>:

- Appendix 1: Annual report 2021, including annual accounts, the board of directors' report and the auditor's report
- Appendix 2: Proxy form without advance vote
- Appendix 3: Proxy form with advance vote notice



Appendix 2 - Proxy form without advance vote

As owner of _____ shares in CSAM Health Group AS, I hereby confirm to have granted:

- Åse Aulie Michelet, Chair of the Board of Directors
- _____ (name of the other proxy holder)

the power to attend the ordinary General Meeting of CSAM Health Group AS held on 19 May 2022 on my/our behalf in connection with the approval of the annual accounts for 2021 etc., and thereat to vote on my/our behalf for all of my/our shares on all matters which were lawfully dealt with at the ordinary general meeting.

Date	Place	Signature
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The name and address of the principal (in block letters please):

The proxy must be received **no later than 18th May 2022 3 PM (local time Norway) to:**

Nordea Issuer Services
Online registration via email: nis@nordea.com.

Alternatively, the proxy form may be sent to
Issuer Services Nordea, Postboks 1166 Sentrum, 0107 Oslo

Appendix 3 - Proxy form with advance vote notice

If you cannot attend the extraordinary general meeting, or intend to participate but would like to register your vote in advance, you can cast your vote by using this form. Please send the completed proxy form to the Company's registrar:

Nordea Bank Abp, filial i Norge, Securities Services - Issuer Services, Postboks 1166 Sentrum, N-0107 Oslo, Norway

E-mail: nis@nordea.com The completed form must be received by Nordea **no later than 18th May 2022 3 PM (local time Norway)**.

Agenda	For	Against	Abstain
1. Opening of the annual general meeting by the chair and registration of attending shareholders (NO VOTING)			
2. Election of person to chair the meeting and person to sign the minutes			
3. Approval of notice and the agenda			
4. Approval and adoption of the annual accounts and directors' report			
5. Approval of remuneration to the board of directors			
6. Approval of remuneration to the Company's auditor			
7. Election of members to the board of directors			
8. Election of members to the nomination and remuneration committee			
9. Approval of remuneration to the nomination and remuneration committee			
10. Approval of power of attorney to the board of directors to acquire the Company's own shares			
11. Approval of power of attorney to the board of directors to increase the share capital			

Place / Date

Shareholder's signature

If the shareholder is a Company, please attach the shareholder's certificate of registration to the proxy.