

Til aksjeeierne i DWELLOP AS

**INNKALLING TIL
ORDINÆR GENERALFORSAMLING
I
DWELLOP AS**
(Org.nr. 912 891 542)
("Selskapet")

Aksjeeierne i DWELLOP AS innkalles herved til ordinær generalforsamling 25. juni 2024, kl. 10:00 (CEST) elektronisk på Teams.

* * *

Styret har fastsatt følgende forslag til dagsorden:

- 1) *Åpning av møtet og registrering av møtende aksjeeiere*
- 2) *Valg av møteleder og en person til å medundertegne protokollen*
- 3) *Godkjenning av innkallingen og forslag til dagsorden*
- 4) *Godkjenning av årsregnskapet og årsberetningen for 2023*
- 5) *Fastsettelse av godtgjørelse for styrets medlemmer*
- 6) *Godtgjørelse til revisor*
- 7) *Styrefullmakt for kjøp av egne aksjer*

* * *

AKSJONÆRENE'S RETTIGHETER, DELTAKELSE OG FULLMAKT

Stemmerettigheter, Registreringsdatoen og forvalterregistrerte aksjer

Hver aksje i Selskapet gir én stemme på generalforsamlingen. Bare den som er aksjeeier i verdipapirsentralen (VPS) fem virkedager før generalforsamlingen ("**Registreringsdatoen**"), har rett til å delta og stemme på generalforsamlingen, jf. aksjeloven § 4-4 tredje ledd bokstav a), jf. allmennaksjeloven § 5-2 første ledd. Registreringsdato for generalforsamlingen er 18. juni 2024.

To the shareholders of DWELLOP AS

**NOTICE OF
ORDINARY GENERAL MEETING
IN
DWELLOP AS**
(Reg. no. 912 891 542)
(the "**Company**")

The shareholders in DWELLOP AS are hereby given notice of an ordinary general meeting on 25 June 2024, at 10:00 (CEST) electronically at Teams.

* * *

The board has proposed the following agenda:

- 1) *Opening of the meeting and registration of attending shareholders*
- 2) *Election of a chair of the meeting and a person to co-sign the minutes*
- 3) *Approval of the notice and the proposed agenda*
- 4) *Approval of the annual accounts and annual report for 2023*
- 5) *Remuneration of the members of the board*
- 6) *Remuneration of the auditor*
- 7) *Board authorisation to acquire own shares*

* * *

SHAREHOLDERS' RIGHTS, PARTICIPATION AND PROXIES

Each share in the Company gives one vote at the general meeting. Only those who are registered as shareholders in the Norwegian Registry of Securities (VPS) five working days before the general meeting (the "**Record Date**") have the right to participate and vote at the general meeting, ref. the Norwegian Private Limited Liability Companies Act ("**Private Companies Act**") Section 4-4, third paragraph, letter a), ref. the Norwegian Public Limited Liability Companies Act ("**Public Companies Act**") Section 5-2, first paragraph. Record date if June 18th 2024.

For aksjer som er registrert på særskilt investorkonto (forvalterregistrert) sendes innkalling til forvalter som viderefører informasjon til aksjonærer de holder aksjer for i tråd med allmennaksjeloven § 1-8, jf. aksjeloven § 1-7 (3) samt forskrift om formidlere omfattet av verdipapirsentralloven § 4-5 og tilhørende regelverk.

Slike aksjonærer må kommunisere med sin forvalter, som har ansvar for å formidle forhåndsstemmer eller påmelding innen fristen den 21. juni 2024 (to virkedager før generalforsamlingen). For slike forvalterregistrerte aksjer gjelder at forvalter ikke kan møte eller stemme på generalforsamlingen for disse aksjene.

Påmelding

Generalforsamlingen vil ikke bli avholdt som et fysisk møte. Aksjeeiere som ønsker å delta og ha muligheten til å stille spørsmål på generalforsamlingen over video, bes om å meddele dette per e-post til katy.helgeland@dwellop.no innen **24. juni 2024 kl. 16:00**, som deretter vil få tilsendt en digital innkalling via Teams.

Fullmakt

Aksjeeiere som ikke ønsker å avgi forhåndsstemme oppfordres til å gi fullmakt til styrets leder til å stemme for deres aksjer ved å benytte vedlagte fullmakts-skjema. Det oppfordres til å bruke skjemaet hvor fullmaktinstruks fylles ut, vedlagt som Vedlegg 2. Dersom instruksene ikke fylles ut, anses dette som en instruks om å stemme "for" styrets forslag. Dersom det blir fremmet forslag i tillegg til, eller som erstatning for forslaget i innkallingen, avgjør fullmektigen stemmegivningen.

Aksjeeiere som ønsker å bemyndige andre til å møte og avgi stemmer på sine vegne, bes om å fylle ut og undertegne fullmaktsskjemaet, med eller uten stemmeinstruks.

Utfylt og undertegnet møteseddel eller fullmakts-skjema sendes per e-post til katy.helgeland@dwellop.no senest innen 24 juni 2024 kl. 16:00 (CEST).

Påmeldte aksjeeiere vil motta videoinnkalling via en elektronisk lenke etter påmelding i henhold til ovennevnte.

NB! Kopi av legitimasjon for vedkommende som ønsker å møte, samt firmaattest eller annen fullmakt som viser at vedkommende har rett til å møte og stemme på vegne av aksjeeieren, må vedlegges påmeldingsskjema. Bakgrunnen for dette er at

For shares registered in a separate investor account (nominee-registered), notice is sent to the custodian who pass on the information to shareholders for whom they hold shares, in accordance with Section 1-8 of the Public Companies Act, ref. Section 1-7 (3) of the Private Companies Act, as well as regulations on intermediaries covered by the Central Securities Act Section 4-5 and related rules.

Shareholders must communicate with their custodians, who is responsible for submitting advance votes or notice of registration within the deadline on 21 June 2024 (two business days prior to the general meeting). For such nominee-registered shares, managers may not attend or vote for these shares at general meetings.

Registration of attendance

The General Meeting will not be held as a physical meeting. Shareholders who wish to attend and have the opportunity to ask questions at the General Meeting via video, are asked to notify the Company by email to katy.helgeland@dwellop.no by **24 June 2024 at 16:00 (CEST)**. Such shareholders will then receive an electronic invite via Teams.

Proxy

Shareholders who do not want to cast their votes in advance of the General Meeting are urged to grant a proxy to the Chair of the Board to vote for their shares by using the attached proxy form, attached as Appendix 2. All shareholders are encouraged to complete the attached form with voting instructions. If the form with voting instructions is not completed, this will be deemed as an instruction to vote "in favour" of the Board of Directors' proposals. If a proposal is put forward, in addition to or as a replacement for the Board of Directors' proposals in the notice of the general meeting, the proxy holder determines how to vote.

Shareholders who wish to authorize others to attend and vote on their behalf are asked to complete and sign the proxy form, with or without voting instructions.

Completed and signed notice of attendance or proxy form must be sent by email to katy.helgeland@dwellop.no by 24 June 2024 at 16:00 (CEST).

Shareholders will receive an invitation via an electronic link after registration of attendance as set out above.

NB! Copy of proof of identification of the person who wishes to participate the meeting, as well as a certificate of incorporation (Nw: firmaattest) or other evidence of authorisation showing that the person has the right to attend and vote on behalf of the

Selskapet i henhold til norsk lov er pålagt å sørge for en betryggende metode for å autentisere deltakerne og kontrollere stemmegivningen på generalforsamlingen.

I samsvar med vedtektene § 8 sendes ikke vedleggene til innkallingen med post til aksjeeierne. Enhver aksjeeier kan likevel kreve at vedleggene sendes vederlagsfritt til vedkommende med post. Hvis en aksjeeier ønsker å få tilsendt dokumentene, kan henvendelse rettes til Selskapet per e-post til katy.helgeland@dwellop.no.

Innkallingen med vedlegg er også tilgjengelig på Selskapets nettside <https://www.dwellop.no/investor-relations>

Vedlegg 1: Styrets forslag til beslutninger

Vedlegg 2: Påmeldings- forhåndsstemme- og fullmaktsskjema

* * *

VIKTIG INFORMASJON OM FREMTIDIGE MELDINGER TIL SELSKAPETS AKSJEEIERE

Ut fra et miljø- og kostnadsperspektiv har Selskapet i henhold til aksjeloven § 1-7 besluttet at aksjeeiere skal motta fremtidige meldinger fra Selskapet, herunder innkallinger til generalforsamlinger, elektronisk gjennom VPS. For å motta informasjon elektronisk, inkludert innkallinger til generalforsamlinger, besøk din nettbank eller <https://investor.vps.no/garm/auth/login> (logg inn via myVPS øverst til høyre, trykk "Investortjenester", deretter "Investor-opplysninger"). Aksjeeiere bes om å kontakte sin kontofører i VPS ved spørsmål til endring til elektroniske selskaps-meldinger i VPS.

* * *

11. June 2024

Med vennlig hilsen/Yours sincerely

the Board of Directors of Dwellop AS

shareholder, must be enclosed to the attendance form. This is a legal requirement pursuant to Norwegian law, as it ensures that the Company can properly authenticate all attendees and their votes at the general meeting.

In accordance with § 8 of the Articles of Association, the appendices to this notice are not sent by mail to the shareholders. A shareholder may nonetheless require to be sent the appendices by post free of charge. If a shareholder wishes to have the documents sent to him or her, such request can be addressed to the Company by email to katy.helgeland@dwellop.no.

The notice with appendices are also available on the Company's website <https://www.dwellop.no/investor-relations>

Appendix 1: The board's proposed resolutions

Appendix 2: Attendance, advance voting form and proxy form

* * *

IMPORTANT INFORMATION REGARDING FUTURE COMMUNICATION WITH SHAREHOLDERS

From an environmental and cost perspective, the Company has in accordance with section 1-7 of the NPLCA decided that shareholders shall receive future messages from the Company, including notices of general meetings, electronically through the VPS. To receive information electronically, including notices of general meetings, visit your online bank or <https://investor.vps.no/garm/auth/login> (log in via myVPS in the top-right corner, press "Investor Services" and then "Investor information"). Please contact your VPS account manager in case of any inquiries related to the change to electronic company notifications in the VPS.

VEDLEGG 1 | STYRETS FORSLAG TIL BESLUTNINGER

SAK 4: GODKJENNELSE AV ÅRSREGNSKAPET OG ÅRSBERETNINGEN

Styrets forslag til årsregnskap og styrets årsberetning for 2023 samt revisors beretning er tilgjengelige på Selskapets hjemmeside, <https://www.dwellop.no/investor-relations>

Styret foreslår at generalforsamlingen fatter følgende beslutning:

1. Årsregnskapet og årsberetningen for regnskapsåret 2023 godkjennes.
2. Selskapets årsresultat på NOK 15.233.820 for regnskapsåret 2023 overføres til annen egenkapital.

SAK 5: FASTSETTING AV GODTGJØRELSE TIL STYRETS MEDLEMMER FOR 2023

Styret foreslår at generalforsamlingen fatter følgende beslutning:

Honorar til styrets medlemmer for perioden fra ordinær generalforsamling i 2023 og frem til ordinær generalforsamling i 2024 fastsettes som følger:*

<i>Sigmund Prestegård, styremedlem</i>	<i>NOK 125.000</i>
<i>Erik Ø. Brekke, styremedlem</i>	<i>NOK 50.000</i>

** Styreleder Eimund Sletten mottar ikke styrehonorar og styremedlem Erik Ø. Brekke mottar redusert styrehonorar da de er styrerepresentanter i kraft av sine stillinger.*

SAK 6: FASTSETTING AV REVISORS GODTGJØRELSE FOR 2023

Styret foreslår at generalforsamlingen fatter følgende beslutning:

Revisors godtgjørelse for lovpålagt revisjon for regnskapsåret 2023 godkjennes i henhold til faktura.

SAK 7: STYREFULLMAKT FOR KJØP AV EGNE AKSJER

Selskapet har i dag et høyt antall aksjeeiere som der enkelte eier få aksjer i selskapet, med en begrenset økonomisk verdi. Styret ønsker å gi selskapet mulighet til å kjøpe slik aksjebeholdning dersom enkelte aksjeeier skulle ønske dette. I den grad en lykkes med å kjøpe noen aksjer så vil de fortrinnsvis benyttes i et insentivprogram for de ansatte.

APPENDIX 1 | THE BOARD'S PROPOSED RESOLUTIONS

ITEM 4: APPROVAL OF THE ANNUAL ACCOUNTS AND ANNUAL REPORT

The Board's proposal for the annual accounts and the Board' report for 2023, as well as the auditor's report, are available at the Company's website, <https://www.dwellop.no/investor-relations>

The board proposes that the general meeting passes the following resolution:

1. *The annual accounts and the annual report of the fiscal year 2023 are approved.*
2. *The annual result of the Company of NOK15.233,820 for the 2023 financial year is transferred to other equity*

ITEM 5: APPROVAL OF THE DIRECTORS OF THE BOARD'S REMUNERATION FOR 2023

The board proposes that the general meeting passes the following resolution:

Remuneration to the members of the board for the period from the annual general meeting in 2023 to the annual general meeting in 2024 is determined as follows:*

<i>Sigmund Prestegård, board member</i>	<i>NOK 125,000</i>
<i>Erik Ø. Brekke, board member</i>	<i>NOK 50,000</i>

** The Chairman Eimund Sletten received no remuneration and board member Erik Ø. Brekke receives reduced remuneration as they hold their seats due to their positions.*

ITEM 6: APPROVAL OF THE AUDITOR'S REMUNERATION FOR 2023

The board proposes that the general meeting passes the following resolution:

The auditor's remuneration for the legally required audit for the financial year 2023 is approved as invoiced.

ITEM 7: BOARD AUTHORISATION TO ACQUIRE OWN SHARES

As of today, the Company has a high number of shareholders of whom some owns very few shares in the Company with a limited economic value. The Board wishes to give the Company the opportunity to buy their shares if shareholder request to do so. If the Company succeed to buy shares, the main purpose would be to implement a potential share incentive program in the group

Styret foreslår at generalforsamlingen fatter følgende beslutning:

1. *Styret gis fullmakt til på vegne av Selskapet å erverve Selskapets egne aksjer med samlet pålydende verdi på opp til NOK 4.000 000. Fullmakten kan benyttes én eller flere ganger.*
2. *Vederlaget per aksje skal ikke være lavere enn NOK 1 og skal ikke overstige NOK 200.*
3. *Fullmakten skal fortrinnsvis benyttes til å gjennomføre et mulig fremtidig insentivprogram i konsernet, og til andre formål styret beslutter.*
4. *Styret står fritt med hensyn til ervervs måte og form for avhendelse av aksjene.*
5. *Fullmakten gjelder i to år fra vedtakstidspunktet.*

The board proposes that the general meeting passes the following resolution:

1. *On behalf of the Company, the board is authorised to acquire the Company's own shares with an aggregated par value of up to NOK 4.000,000,. The authorisation may be used one or several times.*
2. *The consideration per share shall be no less than NOK 1 and shall not exceed NOK 200.*
3. *The authorisation should as main purpose be used to implement a potential future share incentive program in the group and for other purposes as the board decides.*
4. *The board determines the methods by which own shares can be acquired and disposed of.*
5. *The authorisation is valid in a period of two years as from the date of the resolution.*

* * *

Proxy without voting instructions

This form is to be used for a proxy without voting instructions. To grant a proxy with voting instructions, see next page.

If you are unable or do not want to attend the annual general meeting, you may grant a proxy to another individual. If such proxy holder is not named, the proxy will be deemed given to the chairperson of the Company or a person authorised by the chairperson. If the proxy form *with* voting instructions is not completed, this will be deemed as an instruction to vote "in favour" of the board of directors' proposals in the notice of the general meeting. If proposals are put forward, in addition to or replacing any of the board's proposals in the notice of the general meeting, the proxy holder determines the voting.

The board asks the shareholder to return this proxy form no later than 24 June 2024 at 16:00 CEST by email to katy.helgeland@dwellop.no or via VPS Investor Services <https://investor.vps.no/garm/auth/login> .

The undersigned _____
hereby grants (tick one of the two):

- the chairperson of the board of directors (or a person authorised by the chairperson), or*
- _____
(Name of proxy holder in capital letters)

proxy to attend and vote for my/our shares at the ordinary general meeting of DWELLOP AS on 25 June 2024 at 10:00 CEST.

Place

Date

Shareholder's signature
(Only for granting a proxy)

With regards to rights of attendance and voting, please refer to the Norwegian Private Limited Liability Companies Act, in particular Chapter 5. When granting a proxy, a written and dated proxy from the shareholding's beneficial owner has to be presented. If the shareholder is a company, the company's certificate of registration must be attached to the proxy.

[Proxy with voting instructions are included on the next page]

Proxy with voting instructions

This form is to be used for a proxy with voting instructions. If you are unable or do not want to attend the annual general meeting, you may grant a proxy to another individual. If such proxy holder is not named, the proxy will be deemed given to the chairperson of the Company or a person authorised by the chairperson.

The proxy form must be dated and signed, and the board asks the shareholders to return the proxy form no later than 24 June 2024 at 16:00 CEST. Proxies with voting instructions can 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 or via VPS Investor Services <https://investor.vps.no/garm/auth/login>.

The undersigned: _____
hereby grants (tick one of the two):

- the chairperson of the board of directors (or a person authorised by the chairperson), or*
- _____
Name of proxy holder (in capital letters)

a proxy to attend and vote for my/our shares at the ordinary general meeting of DWELLOP AS on 25 June 2024 at 10:00 CEST.

Proxies with voting instructions must be dated and signed in order to be valid.

The votes shall be exercised in accordance with the instructions below. Please note that if any items below are not ticked off, this will be deemed as an instruction to vote "in favour" of the board of directors' proposals in the notice of the general meeting. If any motions are made from the floor in addition to or in replacement of the proposals in the notice, the proxy holder may vote or abstain from voting at his/her discretion. In such case, the proxy holder will vote on the basis of his/her reasonable understanding of the motion. If there is any doubt as to how the instructions should be understood, the proxy holder may abstain from voting.

Agenda ordinary general meeting 25 June 2024		In favour	Against	Abstention
Item 2:	Election of a chair of the meeting and one person to co-sign the minutes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3:	Approval of the notice and the proposed agenda	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4:	Approval of the annual accounts and annual report for 2023	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5:	Remuneration to the members of the board of directors for 2023	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 6:	Remuneration to the auditor for 2023	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 7:	Board authorisation to acquire own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Place

Date

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

With regards to rights of attendance and voting, please refer to the Norwegian Private Limited Liability Companies Act, in particular chapter 5. When granting a proxy, a written and dated proxy from the shareholding's beneficial owner has to be presented. If the shareholder is a company, the company's certificate of registration must be attached to the proxy.