

MULTICONSULT ASA

Innkalling til ordinær generalforsamling

Det innkalles herved til ordinær generalforsamling i Multiconsult ASA, org. nr. 910 253 158 ("**Selskapet**") torsdag den 16. april 2026 kl. 17:00 på Selskapets hovedkontor, Nedre Skøyen vei 2, 0276 Oslo, Norge.

Møtet vil bli åpnet av styrets leder Rikard Appelgren.

Dagsorden:

1. Valg av møteleder og en person til å medundertegne protokollen
2. Godkjenning av innkallingen og dagsorden
3. Godkjenning av årsregnskap og styrets årsberetning for Multiconsult ASA og konsernet for 2025 herunder disponering av årets resultat, samt behandling av redegjørelse om foretaksstyring
4. Godkjenning av honorar til Selskapets revisor
5. Fastsettelse av honorar til styrets medlemmer
6. Valg av medlemmer til styret
7. Valg av medlemmer til valgkomitéen
8. Fastsettelse av honorar til valgkomitéens medlemmer
9. Godkjenning av aksjekjøpsprogram
10. Overskuddsdeling
11. Godkjenning av rapport om lønn og annen godtgjørelse til ledende personer
12. Forslag om fullmakt til Selskapets styre til å forhøye Selskapets aksjekapital
13. Forslag om fullmakt til å erverve egne aksjer

Forslag til vedtak i sak 3-13 fremgår av vedlegg 1.

Notice of annual general meeting

Notice is hereby given that the annual general meeting of Multiconsult ASA, business reg. no. 910 253 158 (the "**Company**") will be held on Thursday 16 April 2026 at 05:00 p.m. / 17:00 CEST at the Company's head office, Nedre Skøyen vei 2, 0276 Oslo, Norway.

The meeting will be opened by the chairman of the board of directors, Rikard Appelgren.

Agenda:

1. Election of a chairperson and a person to co-sign the minutes
2. Approval of the notice and the agenda
3. Approval of the annual accounts and directors' report of Multiconsult ASA and the group for 2025, including allocation of the result of the year, as well as consideration of the statement on corporate governance
4. Approval of the remuneration of the Company's auditor
5. Determination of the remuneration of the members of the board of directors
6. Election of members to the board of directors
7. Election of members to the nomination committee
8. Determination of the remuneration of the members of the nomination committee
9. Approval of employee share purchase programme
10. Profit sharing
11. Approval of report regarding salary and other remuneration for leading persons
12. Proposal for authorisation to the board of directors to increase the Company's share capital
13. Proposal for authorisation to acquire own shares

Proposals for resolutions under items 3-13 are set out in appendix 1.

Multiconsult ASA har en aksjekapital på NOK 13 837 455,50 fordelt på 27 674 911 aksjer, hver med pålydende verdi NOK 0,50.

Hver aksje gir rett til én stemme på Selskapets generalforsamlinger. Det følger imidlertid av vedtektene § 8 at ingen aksjonær på generalforsamlingen kan stemme for mer enn 25% av aksjene utstedt av Selskapet. Likt med aksjonærens egne aksjer regnes her med de aksjer som eies eller overtas av aksjonærenes nærstående.

På datoen for denne innkallingen eier Selskapet 112 526 egne aksjer. Det kan ikke utøves stemmerett for Selskapets egne aksjer og egne aksjer regnes ikke med når en beslutning krever samtykke fra en viss del av aksjekapitalen jf. allmennaksjeloven § 5-4.

Aksjeeierne har følgende rettigheter i forbindelse med generalforsamlingen:

- Rett til å møte i generalforsamlingen, enten personlig eller ved fullmektig.
- Talerett på generalforsamlingen.
- Rett til å ta med én rådgiver og gi denne talerett.
- Rett til å kreve opplysninger av styrets medlemmer og administrerende direktør om forhold som kan innvirke på bedømmelsen av (i) godkjenningen av årsregnskapet og årsberetningen, (ii) saker som er forelagt aksjeeierne til avgjørelse og (iii) Selskapets økonomiske stilling, herunder om virksomheten i andre selskaper som Selskapet deltar i, og andre saker som generalforsamlingen skal behandle, med mindre de opplysninger som kreves, ikke kan gis uten uforholdsmessig skade for Selskapet.
- Rett til å få fremsette alternativer til styrets forslag under de saker generalforsamlingen skal behandle.

I henhold til allmennaksjeloven § 5-2 (1) er det bare de som er aksjonærer i Selskapet den 9. april 2026 (registreringsdatoen) som har rett til å delta i og stemme på generalforsamling.

Multiconsult ASA has a share capital of NOK 13,837,455.50 divided into 27,674,911 shares, each with a nominal value of NOK 0.50.

Each share carries one vote at the Company's general meetings. However, according to section 8 of the Company's articles of association, no shareholder may at general meetings vote for more than 25% of the shares issued by the Company. Shares owned or acquired by a related party of the shareholder shall for this purpose be considered as equal to the shareholder's own shares.

As of the date of this notice, the Company holds 112,526 treasury shares. Voting rights cannot be exercised for the Company's treasury shares and treasury shares is not taken into consideration when a resolution requires approval from a certain portion of the Company's share capital cf. section 5-4 of the Norwegian Public Limited Liability Companies Act.

The shareholders have the following rights in respect of the general meeting:

- The right to attend the general meeting, either in person or by proxy.
- The right to speak at the general meeting.
- The right to be accompanied by an advisor at the general meeting and to give such advisor the right to speak.
- The right to require information from the members of the board of directors and the chief executive officer about matters which may affect the assessment of (i) the approval of the annual accounts and directors' report, (ii) items which have been presented to the shareholders for decision and (iii) the Company's financial position, including information about activities in other companies in which the Company participates and other business to be transacted at the general meeting, unless the information demanded cannot be disclosed without causing disproportionate harm to the Company.
- The right to present alternatives to the board's proposals in respect of matters on the agenda at the general meeting.

Pursuant to section 5-2 (1) of the Norwegian Public Limited Liability Companies Act, only shareholders in the Company as of 9 April 2026 (the record date) are entitled to participate in and vote at the general meeting.

Aksjonærer som ønsker å delta i generalforsamlingen må melde fra om sin deltagelse, enten personlig eller ved fullmakt, senest onsdag 15. april 2026 kl. 17:00 jf. vedtektenes § 7 siste avsnitt.

Påmelding kan skje elektronisk via Selskapets internettside www.multiconsult-ir.com eller elektronisk via VPS Investortjenester <https://investor.vps.no/garm/auth/login>, eller ved å sende vedlagte påmeldingsskjema (Vedlegg 2) til DNB Bank ASA, Verdipapirservice, postboks 1600 Sentrum, 0021 Oslo.

I tråd med allmennaksjeloven § 1-8 samt forskrift om formidlere omfattet av verdipapirsentralloven § 4-5 og tilhørende gjennomføringsforordninger, sendes innkallingen til forvaltere som skal videreformidle til de bakenforliggende aksjonærer de holder aksjer for. Eiere av forvalterregistrerte aksjer som vil delta i og/eller stemme på generalforsamlingen må kommunisere med sin forvalter som har ansvar for å formidle stemmer, fullmakter og/eller påmelding til generalforsamlingen innen påmeldingsfristen den 15. april 2026 kl. 17:00.

Aksjonærer har rett til å møte og stemme ved fullmektig. Det må i så tilfelle fremlegges en skriftlig og datert fullmakt. Vedlagte fullmaktsskjema (Vedlegg 3) kan benyttes.

Aksjonærer kan før generalforsamlingen stemme elektronisk på hver sak på dagsorden via Selskapets internettsider www.multiconsult-ir.com eller elektronisk via VPS Investortjenester <https://investor.vps.no/garm/auth/login> (pinkode og referansenummer fra denne innkallingen er nødvendig). Fristen for forhåndsstemming er onsdag 15. april 2026 kl. 17:00. Frem til denne fristen kan avgitte stemmer endres eller trekkes tilbake. Avgitte forhåndsstemmer vil bli ansett som avgitte stemmer selv om aksjonæren deltar på generalforsamlingen. Dersom aksjonærer som deltar ønsker å endre forhåndsstemmer må det gis beskjed om dette før generalforsamlingen er satt.

Det gjøres oppmerksom på at fullmakt uten stemmeinstruks kan utløse flaggeplikt etter norsk rett. Etter verdipapirhandelloven § 4-4 første ledd nr. 7 skal tildeling eller tilbakekall av fullmakt for stemmeretter uten instruks flagges på tilsvarende måte som ved eierskap til aksjer med stemmerett. Dette betyr at fullmektigen vil ha plikt til å flagge mottatte fullmakter dersom disse gjelder et antall aksjer som (sammen med fullmektigens eventuelle egne aksjer eller rettigheter til aksjer) når opp til eller overstiger

Shareholders who wish to attend the general meeting must notify their attendance, either in person or by proxy, no later than Wednesday 15 April 2026 at 05:00 p.m. / 17:00 CEST cf. § 7, last paragraph of the articles of association.

Notice of attendance may be given electronically via the Company's website: www.multiconsult-ir.com or electronically via VPS Investor Services <https://investor.vps.no/garm/auth/login>, or by returning the attached attendance form (Appendix 2) to DNB Bank ASA, Verdipapirservice, postboks 1600 Sentrum, 0021 Oslo, Norway.

In accordance with section 1-8 of the Norwegian Public Limited Liability Companies Act as well as the regulation on intermediaries comprised by section 4-5 of the Norwegian Central Securities Depository Act and related implementing regulations, the notice is sent to nominees who shall communicate it to the beneficial shareholders for whom they hold shares. Owners of nominee held shares that wish to participate in and/or vote at the general meeting must communicate with their nominees, who are responsible for conveying, votes, proxies and/or notice of participation at the general meeting within the registration deadline on 15 April 2026 at 05:00 p.m. / 17:00 CEST.

Shareholders may appoint a proxy to attend and vote on their behalf. In this case a written and dated proxy must be provided. The enclosed proxy form (Appendix 3) may be used.

Shareholders may prior to the general meeting cast a vote electronically on each agenda item via the Company's website www.multiconsult-ir.com or electronically via VPS Investor Services <https://investor.vps.no/garm/auth/login> (Pin code and reference number from this notice of general meeting is required). The deadline for prior voting is Wednesday 15 April 2026 at 05:00 p.m. / 17:00 CEST. Up until the deadline, votes already cast may be changed or withdrawn. Votes cast prior to the general meeting will be considered as casted votes even if the shareholder attends the general meeting. If the participating shareholder wishes to change votes cast prior to the meeting, this has to be notified before the general meeting is opened.

Please note that proxies without voting instructions may trigger disclosure requirements under Norwegian law. Under the Norwegian Securities Trading Act section 4-4 first paragraph number 7, a grant or recall of a proxy for voting rights without voting instructions shall be disclosed in the same manner as ownership to shares with voting rights. This means that a proxy is required to disclose granted proxies if the number of shares to which they relate (together with any shares or rights to shares held by the proxy) reaches or exceeds the disclosure thresholds

tersklene for flaggeplikt i verdipapirhandelloven § 4-2 første ledd.

Dersom det foreslåtte utbyttet blir vedtatt vil aksjen handles eks. utbytte på Oslo Børs fra og med 17. april 2026. Utbetaling av utbytte vil finne sted på eller omkring 27. april 2026.

Denne innkallingen med vedlegg er tilgjengelig på Selskapets internettside www.multiconsult-ir.com.

I tråd med vedtektene § 7 sendes ikke vedlegg 4-7 til innkallingen med post til aksjonærene, men gjøres tilgjengelig på Selskapets internettside. Enhver aksjonær kan dog kreve at vedleggene sendes vederlagsfritt til vedkommende med post. Dersom en aksjeeier ønsker å få tilsendt dokumentene, kan henvendelse rettes til Selskapet på telefon: +47 416 11 161, eller ved å sende en forespørsel pr e-post til ir@multiconsult.no.

under the Norwegian Securities Trading Act section 4-2 first paragraph.

If the proposed dividend is approved the shares will trade ex. dividends on Oslo Børs from and including 17 April 2026. Payment of the dividend will be made on or around 27 April 2026.

This notice and the appendices are available on the Company's website www.multiconsult-ir.com.

In accordance with § 7 of the Company's articles of association, appendix 4-7 to the notice will not be sent by post to the shareholders but is made available at the Company's web pages. A shareholder may nonetheless demand to be sent the appendices by post free of charge. If a shareholder wishes to have the documents sent to him, such request can be addressed to the Company by telephone: +47 416 11 161 or by email to ir@multiconsult.no.

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

Multiconsult ASA
Oslo, 17. mars 2026

Rikard Appelgren
Styrets leder/Chair of the board of directors

Vedlegg:

1. Foreslåtte vedtak
2. Påmeldingsskjema
3. Fullmaktsskjema
4. Valgkomiteens uttalelse
5. Årsrapport for 2025
6. Rapport om lønn og annen godtgjørelse til ledende personer
7. Notat om overskuddsdeling

Vedlegg 4, 5, 6 og 7 er kun tilgjengelig på engelsk.

Appendices:

1. Proposed resolutions
2. Attendance form
3. Proxy form
4. Statement of the nomination committee
5. Annual report for 2025
6. Report regarding salary and other remuneration for leading persons
7. Memo on profit sharing

Appendices 4, 5, 6 and 7 are only available in English.

Vedlegg 1 - Forslag til vedtak

Sak 3 - Godkjenning av årsregnskap og styrets årsberetning for Multiconsult ASA og konsernet for 2025 herunder disponering av årets resultat, samt behandling av redegjørelse om foretaksstyring

Styret foreslår at generalforsamlingen treffer følgende vedtak:

Årsregnskapet og årsberetningen for 2025 godkjennes.

Det foreslåtte utbyttet på NOK 5,00 per aksje godkjennes.

Sak 4 - Godkjennelse av honorar til Selskapets revisor

Godtgjørelsen til Selskapets revisor for 2025 er NOK 2 211 000, som dekker revisjon av det konsoliderte årsregnskapet til Multiconsult ASA etter IFRS og morselskapsregnskapet etter forenklet IFRS, samt attestasjon av bærekraftsrapportering i tråd med asal. § 7-6 (1).

Styret foreslår at generalforsamlingen treffer følgende vedtak:

Generalforsamlingen godkjenner godtgjørelse til Selskapets revisor med NOK 2 211 000 for regnskapsåret 2025.

Sak 5 - Fastsettelse av honorar til styrets medlemmer

Forslaget fra valgkomiteen er inntatt i valgkomiteens innstilling, som er vedlagt innkallingen.

Sak 6 – Valg av medlemmer til styret

Forslaget fra valgkomiteen er inntatt i valgkomiteens innstilling, som er vedlagt innkallingen.

Sak 7 – Valg av medlemmer til valgkomiteén

Forslaget fra valgkomiteén er inntatt i valgkomiteéns innstilling, som er vedlagt innkallingen.

Sak 8 - Fastsettelse av honorar til valgkomiteens medlemmer

Forslaget fra valgkomiteen er inntatt i valgkomiteens innstilling, som er vedlagt innkallingen.

Sak 9 - Godkjennelse av aksjekjøpsprogram

Selskapet etablerte et aksjekjøpsprogram for ansatte i 2015, og dette programmet er siden blitt fornyet årlig. Programmet gjelder for alle fast ansatte i Selskapet eller majoritetsseide datterselskaper som oppfyller følgende krav:

Appendix 1 - Proposed resolutions

Item 3 - Approval of the annual accounts and directors' report of Multiconsult ASA and the group for 2025, including allocation of the result of the year, as well as consideration of the statement on corporate governance

The board of directors proposes that the general meeting pass the following resolution:

The annual accounts and the directors' report for 2025 are approved.

The proposed dividend of NOK 5.00 per share is approved.

Item 4 - Approval of the remuneration of the Company's auditor

The remuneration of the Company's auditor for 2025 is NOK 2,211,000, which covers audit of the consolidated annual financial statements of Multiconsult ASA in accordance with IFRS and the parent company accounts in accordance with simplified IFRS as well as attestation of the Company's sustainability reporting, cf. section 7-6 (1) of the Norwegian Public Limited Liability Companies Act.

The board of directors proposes that the general meeting pass the following resolution:

The general meeting approves remuneration to the Company's auditor in the amount of NOK 2,211,000 for the financial year 2025.

Item 5 - Determination of the remuneration of the members of the board of directors

The proposal of the nomination committee is set out in the attached statement of the nomination committee.

Item 6 – Election of members to the board of directors

The proposal of the nomination committee is set out in the attached statement of the nomination committee.

Item 7 – Election of members to the nomination committee

The proposal of the nomination committee is set out in the attached statement of the nomination committee.

Item 8 - Determination of the remuneration of the members of the nomination committee

The proposal of the nomination committee is set out in the attached statement of the nomination committee.

Item 9 - Approval of employee share purchase programme

The Company established an employee share purchase programme in 2015, and this programme has been renewed annually since then. The programme is available for all employees who are permanently employed in the Company or

- (i) Minimum 50 % arbeidsstilling ved start av tegningsperioden.
- (ii) Ansettelsesforholdet må ha startet innen den første dagen i måneden før tegningsperiodens start. 18
- (iii) Ikke er i oppsigelsestid.

Programmet er nærmere beskrevet i årsrapporten for 2025. På grunn av visse juridiske krav utenfor Norge ber styret om at generalforsamlingen godkjenner programmet.

Styret foreslår at generalforsamlingen treffer følgende vedtak:

Generalforsamlingen godkjenner aksjekjøpsprogrammet for ansatte i Multiconsult-konsernet slik dette er beskrevet i årsrapporten for 2025.

Sak 10 – Overskuddstildeling

Styret foreslår å innføre en overskuddsdelingsmodell hvor de ansatte i konsernet, innenfor nærmere angitte rammer, vil motta en andel av konsernets overskudd basert på årlig EBITA-margin. Etter modellen vil de ansatte motta 50% av årlig EBITA utover en EBITA-margin på 9,5%, men begrenset oppad til en EBITA-margin på 11%.

Overskuddsdelingen vil som utgangspunkt bli utdelt i form av aksjer i Selskapet, men slik at ansatte som ikke ønsker å motta aksjer, kan velge å motta en kontantutbetaling tilsvarende 50% av verdien av aksjene de ellers ville hatt krav på. Hvis den beregnede overskuddstildelingen utgjør mindre enn 10 aksjer per ansatt vil det ikke finne sted noen overskuddsdeling, og maksimalt antall aksjer som kan deles ut per ansatt er 40. Den maksimale årlige beløpet for utdeling er satt til NOK 40 millioner for regnskapsåret 2026 inkludert Selskapets arbeidsgiveravgift.

Den foreslåtte modellen er beskrevet i mer detalj i vedlegg 7, som er tilgjengelig på Selskapets internettside www.multiconsult-ir.com.

Styret foreslår at generalforsamlingen treffer følgende vedtak:

Generalforsamlingen godkjenner at det etableres en modell for overskuddsdeling basert på styrets forslag. Styret gis fullmakt til å gjøre begrensede justeringer i modellen dersom dette anses hensiktsmessig.

its majority owned subsidiaries, and who meet the following conditions:

- (i) Minimum 50% employee position at the start of the subscription period.
- (ii) The employment must have commenced before the first day of the month before the start of the subscription period.
- (iii) Not in a termination period.

The program is further described in the annual report for 2025. Due to certain legal requirements outside Norway, the board of directors is asking for the approval of the programme by the general meeting.

The board of directors proposes that the general meeting pass the following resolution:

The general meeting approves the employee share purchase programme of the Multiconsult group, as described in the Annual Report for 2025.

Item 10 – Profit sharing

The board of directors proposes to implement a profit-sharing model where the employees of the group, within defined limits, will receive a portion of the Group's profit based the annual EBITA margin. Under the model, the employees will receive 50% of the annual EBITA in excess of an EBITA margin of 9.5% but capped at an EBITA margin of 11%.

As a starting point, the profit-sharing will be distributed by way of shares in the Company, but employees who do not want to receive shares can instead choose to receive a cash payment equal to 50% of the shares they would otherwise have been entitled to. If the calculated profit-sharing represents less than 10 shares per employee, no profit-sharing will take place, and the maximum number of shares which can be distributed per employee is 40. The maximum annual amount for distribution is set at NOK 40 million for the financial year 2026 including the Company's national insurance contributions.

The proposed model is described in more detail in appendix 7, which is available on the Company's website www.multiconsult-ir.com.

The board of directors proposes that the general meeting pass the following resolution:

The general meeting approves the establishment of a profit-sharing model based on the proposal of the board of directors. The board of directors is authorized to make limited changes to the model if this is considered appropriate.

Sak 11 – Godkjenning av rapport om lønn og annen godtgjørelse til ledende personer

Styret har utarbeidet rapport over utbetalt og inntående lønn og annen godtgjørelse til ledende personer i henhold til bestemmelsen i allmennaksjeloven § 6-16b (vedlegg 6 til innkallingen). I henhold til denne bestemmelsen legges retningslinjene frem for generalforsamlingen for en rådgivende avstemning.

Styret foreslår at generalforsamlingen treffer følgende vedtak:

Generalforsamlingen gir sin tilslutning til rapport om lønn og annen godtgjørelse til ledende personer.

Sak 12 - Forslag om fullmakt til Selskapets styre til å forhøye Selskapets aksjekapital

Styret anser at det er i Selskapets interesse at styret gis fullmakt til å forhøye Selskapets aksjekapital. Fullmakten kan benyttes til å tilby aksjer som vederlag i forbindelse med mulige oppkjøp eller til å gjennomføre kontantemisjon for å finansiere oppkjøp. Fullmakten kan også benyttes til å utstede aksjer i forbindelse med aksjespareprogrammer for ansatte i Multiconsult-konsernet og i forbindelse med bonusprogram for ledende ansatte. Sett hen til formålet med fullmakten foreslås det at styret kan fravike aksjeeiernes fortrinnsrett etter allmennaksjeloven § 10-4 ved bruk av fullmakten.

Styret foreslår at generalforsamlingen treffer følgende vedtak:

- (i) *Styret gis i henhold til allmennaksjeloven § 10-14 (1) fullmakt til å forhøye Selskapets aksjekapital med inntil NOK 1 383 745,55. Innenfor denne samlede beløpsrammen kan fullmakten benyttes flere ganger.*
- (ii) *Fullmakten kan bare benyttes til å utstede aksjer som vederlag i forbindelse med oppkjøp eller for å finansiere oppkjøp eller for å utstede aksjer i forbindelse med aksjespareprogrammer for ansatte i Multiconsult-konsernet og bonusprogram for ledende ansatte.*
- (iii) *Fullmakten gjelder frem til ordinær generalforsamling i 2027, dog senest til 30. juni 2027.*
- (iv) *Aksjeeiernes fortrinnsrett etter allmennaksjeloven § 10-4 kan fravikes.*
- (v) *Fullmakten omfatter kapitalforhøyelse mot innskudd i penger og mot innskudd i andre eiendeler enn penger.*

Item 11 – Approval of report regarding salary and other remuneration for leading persons

The board of directors has drawn up a report of paid and expected salary and other remuneration to leading persons in accordance with the provision in section 6-16b of the Public Limited Liability Companies Act (appendix 6 to the notice). In accordance with these provisions, the guidelines are submitted to the general meeting for an advisory vote.

The Board of Directors proposes that the general meeting pass the following resolution:

The general meeting endorses the guidelines for determination of salary and other remuneration to leading persons.

Item 12 - Proposal for authorisation to the board of directors to increase the Company's share capital

The board of directors believes that it is in the best interest of the Company that the board is granted authorisation to increase the Company's share capital. The authorisation may be used to offer shares as compensation during a potential acquisition or conduct a cash offering to finance the acquisition. The authorisation may also be used to issue shares in connection with employee share saving schemes for the employees of the Multiconsult group and the bonus scheme for senior executives. Taking into consideration the purpose of the authorisation, it is proposed that the board may deviate from existing shareholders' preferential rights pursuant to section 10-4 of the Norwegian Public Limited Liability Companies Act when using the authorisation.

The board of directors proposes that the general meeting pass the following resolution:

- (i) *The board of directors is authorized pursuant to the Norwegian Public Limited Liability Companies Act § 10-14 (1) to increase the Company's share capital by up to NOK 1,383,745.55. Subject to this aggregate amount limitation, the authority may be used on more than one occasion.*
- (ii) *The authority may only be used to issue shares as consideration in connection with acquisitions or to finance acquisitions or to issue shares in connection with employee share saving schemes for the employees of the Multiconsult group and the bonus scheme for senior executives.*
- (iii) *The authority shall remain in force until the annual general meeting in 2027, but in no event later than 30 June 2027.*
- (iv) *The pre-emptive rights of the shareholders under section 10-4 of the Norwegian Public Limited Liability Companies Act may be set aside.*
- (v) *The authority covers capital increases against contributions in cash and contributions other than in*

Fullmakten omfatter rett til å pådra selskapet særlige plikter, jf. allmennaksjeloven § 10-2. Fullmakten omfatter beslutning om fusjon etter allmennaksjeloven § 13-5.

- (vi) Fullmakten kan også benyttes i overtagessituasjoner, jfr. verdipapirhandelloven § 6-17 (2).
- (vii) Alle tidligere tildelte styrefullmakter til å forhøye aksjekapitalen tilbakekalles.

Sak 13 - Forslag om fullmakt til å erverve egne aksjer

Styret anser at det er i Selskapets interesse at styret gis fullmakt til tilbakekjøp av Selskapets egne aksjer. Beholdning av egne aksjer kan f.eks. være nyttig i forbindelse med aksjekjøpsprogrammet for ansatte, aksjeeierplanen for ansatte, bonusprogram for ledende ansatte og overskuddsdelingsmodellen som beskrevet i punkt 10. Beholdning av egne aksjer kan også være nyttig til bruk som vederlag i forbindelse med mulige oppkjøp.

Styret foreslår at generalforsamlingen treffer følgende vedtak:

- (i) Styret gis i henhold til allmennaksjeloven § 9-4 fullmakt til på vegne av Selskapet å erverve aksjer i Selskapet ("egne aksjer") med en samlet pålydende verdi på inntil NOK 1 383 745,55.
- (ii) Ved erverv av egne aksjer kan det ikke betales et vederlag pr. aksje som er mindre enn NOK 5,00 eller som overstiger NOK 500,00.
- (iii) Styret fastsetter på hvilke måter egne aksjer kan erverves eller avhendes.
- (iv) Fullmakten gjelder frem til ordinær generalforsamling i 2027, dog senest til 30. juni 2027.
- (v) Tidligere fullmakt til å erverve egne aksjer tilbakekalles.

cash. The authority covers the right to incur special obligations for the Company, ref. § 10-2 of the Norwegian Public Limited Liability Companies Act. The authority covers resolutions on mergers in accordance with § 13-5 of the Norwegian Public Limited Liability Companies Act.

- (vi) The authority may also be used in take-over situations, ref. § 6-17 (2) of the Securities Trading Act.
- (vii) All previous authorities to the board of directors to increase the share capital are revoked.

Item 13 - Proposal for authorisation to acquire own shares

The board of directors believes that it is in the best interest of the Company that the board of directors is granted an authorisation to repurchase the Company's own shares. Holdings of the Company's own shares may for example be useful in connection with the employee share purchase plan, the employee share ownership plan, the bonus scheme for senior executives and the profit-sharing model as described in item 10. Holdings of the Company's own shares may also be useful as compensation during a potential acquisition.

The board of directors proposes that the general meeting pass the following resolution:

- (i) The board of directors is authorised pursuant to section 9-4 of the Norwegian Public Limited Liability Companies Act to acquire shares in the Company ("own shares") on behalf of the Company with an aggregate nominal value of up to NOK 1,383,745.55.
- (ii) When acquiring own shares the consideration per share may not be less than NOK 5.00 and may not exceed NOK 500.00.
- (iii) The board of directors determines the methods by which own shares can be acquired or disposed of.
- (iv) The authority shall remain in force until the annual general meeting in 2027, but in no event later than 30 June 2027.
- (v) The previous authority to acquire own shares is revoked.

Ref.nr.:

Pin-kode:

Innkalling til ordinær generalforsamling

Ordinær generalforsamling i Multiconsult ASA avholdes 16. april 2026 kl. 17:00 som et fysisk møte i Nedre Skøyen vei 2, 0276 Oslo, Norge.

Aksjonæren er registrert med følgende antall aksjer ved innkalling: _____ stemmer for det antall aksjer som er registrert i eierregisteret i Euronext VPS per Record date 9. april 2026.

Frist for registrering av påmeldinger, forhåndsstemmer, fullmakter og instruksjer er 15. april 2026 kl. 17:00.

Elektronisk registrering

Bruk alternativt «Blankett for innsending per post eller e-post for aksjonærer som ikke får registrert sine valg elektronisk»

Registrer deg i påmeldings/registrerings perioden:

- Enten via selskapets hjemmeside www.multiconsult-ir.com ved hjelp av referansenummer og PIN-kode (for de som får innkalling i posten), eller
- Innlogget i VPS Investortjenester; tilgjengelig på <https://investor.vps.no/garm/auth/login> eller gjennom kontofører (bank/megler). Når du har logget inn i VPS Investortjenester, velg: *Hendelser – Generalforsamling – ISIN*

Du vil se ditt navn, **ref.nr**, **PIN-kode** og beholdning. Nederst finner du disse valgene:

Meld på	Forhåndsstem	Avgi fullmakt	Avslutt
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«**Meld på**» – Her melder du deg på, du blir her bedt om å oppgi din e-post

«**Forhåndsstem**» - Her angir du din forhåndsstemme

«**Avgi fullmakt**» - Her kan du gi fullmakt til styrets leder eller en annen person

«**Avslutt**» - Trykk på denne om du ikke ønsker å gjøre noen registrering

Generalforsamlingen avholdes som et fysisk møte og vi oppfordrer aksjonærene til å enten forhåndsstemme, gi fullmakt eller delta fysisk. Om noen aksjonærer isteden skulle ønske å delta elektronisk ber vi om at dere sender en e-post til psmj@multiconsult.no slik at vi kan tilrettelegge for dette.

Vi gjør oppmerksom på at selskapet har en vedtektsfestet påmeldingsfrist, registreringer etter fristen vil ikke være mulig.

Ref.nr.:

Pin-kode:

Blankett for innsending per post eller e-post for aksjonærer som ikke får registrert sine valg elektronisk.

Signert blankett sendes som vedlegg i e-post* til genf@dnb.no (skann denne blanketten), eller pr. post til DNB Bank ASA Verdipapirservice, Postboks 1600 Sentrum, 0021 Oslo. Blanketten må være mottatt senest **15. april 2026 kl. 17:00**. Dersom aksjeeier er et selskap, skal signatur være i henhold til firmaattest. **Vi gjør oppmerksom på at selskapet har en vedtektsfestet påmeldingsfrist, blanketter mottatt etter fristen vil ikke registreres.**

*Vil være usikret med mindre avsender selv sørger for å sikre e-posten.

**_____ sine aksjer ønskes representert på
generalforsamlingen i Multiconsult ASA som følger (kryss av):**

- Deltar i møtet for egne aksjer (ikke kryss av på sakene under)
- Vennligst oppgi din e-post:** _____
- Fullmakt til styrets leder eller den hen bemyndiger (Om du ønsker at fullmakten skal være med instruks kryss av «For», «Mot» eller «Avstå» på de enkelte sakene på agendaen under)
- Forhåndsstemmer (marker, «For», «Mot» eller «Avstå» på de enkelte sakene under)
- Åpen fullmakt til (ikke kryss av på sakene under - eventuell stemmeinstruks avtales direkte med fullmektig):

(skriv inn fullmektigens navn og e-post med blokkbokstaver)

Stemmegivningen skal skje i henhold til markeringer nedenfor. Manglende eller uklare markeringer anses som stemme i tråd med styrets og valgkomitéens anbefalinger. Dersom det blir fremmet forslag i tillegg til, eller som erstatning for forslaget i innkallingen, avgjør fullmektigen stemmegivningen.

Agenda ordinær generalforsamling 16. april 2026	For	Mot	Avstå
1. Valg av møteleder og en person til å medundertegne protokollen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Godkjenning av innkallingen og dagsorden	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Godkjenning av årsregnskap og styrets årsberetning for Multiconsult ASA og konsernet for 2025 herunder disponering av årets resultat, samt behandling av redegjørelse om foretaksstyring	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Godkjenning av honorar til Selskapets revisor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Fastsettelse av honorar til styrets medlemmer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Valg av medlemmer til styret			
6.1 Hans Jørgen Wibstad (styremedlem, to år)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.2 Jone Torstensen (styremedlem, to år)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Valg av medlemmer til valgkomiteen			
7.1 Atle Hauge (medlem, to år)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.2 Håkon Astrup (medlem, to år)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Fastsettelse av honorar til valgkomitéens medlemmer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Godkjenning av aksjekjøpsprogram	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Overskuddstildeling	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Godkjenning av rapport om lønn og annen godtgjørelse til ledende personer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Forslag om fullmakt til Selskapets styre til å forhøye Selskapets aksjekapital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. Forslag om fullmakt til å erverve egne aksjer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Blanketten må være datert og signert

Sted

Dato

Aksjeeiers underskrift

Ref no:

PIN - code:

Notice of Annual General Meeting

Annual General Meeting in Multiconsult ASA will be held on 16 April 2026 at 05:00 p.m / 17:00 (CEST) as a physical meeting at Nedre Skøyen vei 2, 0276 Oslo, Norway.

The shareholder is registered with the following amount of shares at summons: _____ and vote for the number of shares registered in Euronext VPS per Record date 9 April 2026.

The deadline for electronic registration of enrollment, advance votes, proxy of and instructions is 15 April 2026 at 05:00 p.m. / 17:00 (CEST).

Electronic registration

Alternatively, "Form for submission by post or e-mail for shareholders who cannot register their elections electronically".

Register during the enrollment/registration period:

- Either through the company's website www.multiconsult-ir.com using a reference number and PIN (for those of you who receive a summons in post-service), or alternative (available to all)
- Log in through VPS Investor
- services; available at <https://investor.vps.no/garm/auth/login> or through own account keeper (bank/broker). Once logged in - choose *Corporate Actions – General Meeting – ISIN*

You will see your name, **reference number**, **PIN - code** and balance. At the bottom you will find these choices:

"Enroll" – Participate in the meeting on the day, you will be asked to enter your e-mail address

"Advance vote" - If you would like to vote in advance of the meeting

"Delegate Proxy" - Give proxy to the chair of the Board of Directors or another person

"Close" - Press this if you do not wish to register

The general meeting is held as a physical meeting, and we encourage shareholders to either vote in advance, give proxy, or participate physically. If any shareholders would instead like to participate virtually, we ask that you send an e-mail to psmi@multiconsult.no so that we can accommodate for this.

Please note that the company has a statutory registration deadline, registration after date and time will not be possible.

Ref no:

PIN - code:

Form for submission by post or e-mail for shareholders who cannot register their elections electronically.

The signed form is sent as an attachment in an e-mail* to genf@dnb.no (scan this form) or by mail to DNB Bank Registrars Department, P.O Box 1600 centrum, 0021 Oslo. Deadline for registration of advance votes, proxies and instructions must be received no later than **15 April 2026 at 5:00 pm / 17:00 (CEST)**. If the shareholder is a company, the signature must be in accordance with the company certificate. **Please note that the company has a statutory registration deadline, forms received after the deadline will not be registered.**

*Will be unsecured unless the sender himself secure the e-mail.

_____ shares would like to be represented at the general meeting in Multiconsult ASA as follows (mark off):

- Participate in the meeting representing own shares (do not mark the items below)
Please state your e-mail: _____
- Proxy to Chair of the Board of directors or the person he or she authorizes (if you want the proxy to be with instructions please mark "For", "Against" or "Abstain" on the individual items below)
- Advance votes ("For", "Against" or "Abstain" on the individual items below)
- Open proxy to (do not mark items below – agree directly with your proxy solicitor if you wish to give instructions on how to vote):

_____ (enter the proxy solicitors name and e-mail in block letters)

Voting must take place in accordance with the instructions below. Missing or unclear markings are considered a vote in line with the board's and the election committee's recommendations. If a proposal is put forward in addition to, or as a replacement for, the proposal in the notice, the proxy determines the voting.

Agenda for the Annual General Meeting 16 April 2026	For	Against	Abstain
1. Election of a chairperson and a person to co-sign the minutes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Approval of the notice and the agenda	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Approval of the annual accounts and directors' report of Multiconsult ASA and the group for 2025, including allocation of the result of the year, as well as consideration of the statement on corporate governance	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Approval of the remuneration of the Company's auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Determination of the remuneration of the members of the board of directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Election of members to the board of directors			
6.1 Hans Jørgen Wibstad (board member, two years)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.2 Jone Torstensen (board member, two years)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Election of members to the nomination committee			
7.1 Atle Hauge (member, two years)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.2 Håkon Astrup (member, two years)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Determination of the remuneration of the members of the nomination committee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Approval of employee share purchase programme	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Profit sharing	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Approval of report regarding salary and other remuneration for leading persons	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Proposal for authorisation to the board of directors to increase the Company's share capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. Proposal for authorisation to acquire own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The form must be dated and signed

Place _____ Date _____ Shareholder's signature _____

Recommendations of the Nomination Committee of Multiconsult ASA to the Annual General Meeting on 16 April 2026

1 THE NOMINATION COMMITTEE'S MANDATE AND COMPOSITION

The mandate for the nomination committee of Multiconsult ASA (the "**Company**") is outlined in paragraph 6 of the articles of association:

The company shall have a nomination committee consisting of three members.

The members of the nomination committee shall be shareholders or representatives of shareholders.

The members of the nomination committee, including its chairman, are elected by the general meeting.

The members of the nomination committee's period of service shall be two years unless the general meeting decides otherwise. The period of service commences from the time of being elected unless otherwise decided. It terminates at the end of the annual general meeting of the year in which the period of service expires. Even if the period of service has expired, the member must remain in his or her position until a new member has been elected.

The members of the nomination committee's fees shall be determined by the general meeting.

The nomination committee shall have the following responsibilities:

- (i) To give the general meeting its recommendations regarding the election of board members to be elected by the shareholders*
- (ii) To give the general meeting its recommendations regarding the board members' fees*
- (iii) To give the general meeting its recommendations regarding the election of members of the nomination committee*
- (iv) To give the general meeting its recommendations regarding the members of the nomination committee's fees.*

The general meeting may issue further guidelines for the nomination committee's work.

The nomination committee's work is carried out in accordance with the instructions for the nomination committee, adopted by the annual general meeting 19 April 2021.

During the current period, the nomination committee has included Arnor Jensen (chair of the board of directors, Stiftelsen Multiconsult), Atle Hauge (Senior Portfolio Manager, Odin Forvaltning AS) and Egil Chr. Dahl (private investor).

2 THE WORK OF THE NOMINATION COMMITTEE

Since the annual general meeting 10 April 2025, the nomination committee has held 6 recorded meetings. These included individual meetings with shareholder-elected directors, as well as with the CEO. As part of its work, the nomination committee has consulted major shareholders of the Company.

The nomination committee's overall assessment is that the board of directors through 2025 has functioned well and contributed to the Company's continued development.

In its work, the nomination committee has emphasised that the board of directors' competence should align well with the Company's situation and current strategy and strategic goals. At the 2024 capital markets day, the

Company launched an updated strategy with ambitions to, amongst other things, grow profitably in existing markets and expand its position across different geographies and market opportunities.

The nomination committee has also emphasised the board of directors' independence, the overall positive financial development that has been achieved under the current board of directors and management, and the value of continuity to ensure that the results achieved provide a foundation for further positive development.

When recommending the remuneration for the directors and the members of the nomination committee, the nomination committee has benchmarked the existing compensation levels against the median remuneration level amongst a selection of companies listed on Oslo Stock Exchange.

3 THE BOARD OF DIRECTORS – THE NOMINATION COMMITTEE'S PROPOSAL

Following the annual general meeting 10 April 2025, the board of directors comprises the following shareholder-elected directors:

Rikard Appelgren, chair	Elected by the 2025 annual meeting for a two-year term (initially elected by an extraordinary general meeting in 2018).
Tove Raanes, member	Elected by the 2025 annual meeting for a two-year term (initially elected by the annual general meeting in 2020).
Sverre Hurum, member	Elected by the 2024 annual meeting for a two-year term (initially elected by the annual general meeting in 2020). He is up for election at the 2026 annual general meeting.
Tore Sjørnsen, member	Elected by the 2024 annual meeting for a two-year term (initially elected by the annual general meeting in 2022). He is up for election at the 2026 annual general meeting.
Eva Kristensen, Member	Elected by the 2025 annual meeting for a two-year term (initially elected by the annual general meeting in 2025).

The nomination committee considers that the described composition of the board of directors through 2025 and the start of 2026 has represented competence and experience adapted to the Company's situation. In conversations with the nomination committee, the directors express satisfaction with how the board of directors has functioned in the period and that it has fulfilled its duties and responsibilities.

Sverre Hurum and Tore Sjørnsen have both informed the nomination committee that they would like to step down from the board. On behalf of the Company, the nomination committee expresses its deep gratitude for their contributions.

The nomination committee has considered Hurum's and Sjørnsen's successors with the purpose of further aligning the board of directors' composition and competence with the Company's current position, strategy and strategic goals. It has evaluated potential candidates and proposes that the annual general meeting elect Hans Jørgen Wibstad and Jone Torstensen as members of the board of directors. Summaries of their CVs are included below. The nomination committee is confident that Wibstad and Torstensen possess the competence and experience relevant for the role as directors and believes they will contribute to the Company's strategic ambitions and future growth.

Torstensen is a member of the board of directors of Stiftelsen Multiconsult, the Company's largest shareholder.

In summary, the nomination committee proposes that the general meeting elect Hans Jørgen Wibstad and Jone Torstensen as directors for two-year terms, from the 2026 annual general meeting to the 2028 annual general meeting, by adopting the following resolutions:

1. *Hans Jørgen Wibstad is elected as a member of the board of directors for a two-year term.*

2. *Jone Torstensen is elected as a member of the board of directors for a two-year term.*

Each candidate has confirmed their candidacy.

The above-described proposal by the nomination committee is based, inter alia, on the following:

Rikard Appelgren (1965) holds a master's degree from Chalmers University of Technology (Gothenburg, 1988) and has a background in the consulting engineering business in Sweden. He had a career in J&W (which became WSP) and was CEO of WSP Sweden from 2002 to 2014. He was also in charge of WSP Europe as COO and member of the global group management. His experience includes good insight into the challenges that accompany growth through acquisitions and turnarounds. Rikard Appelgren has extensive board experience and currently holds key positions in several smaller businesses where he is partly owner. Appelgren is independent of Multiconsult ASA's executive management, main shareholders and material business contacts. Appelgren has participated in all meetings of the board of directors during the preceding period and owns 50 000 shares and 0 options in the Company as of 5 March 2026.

Tove Raanes (1977) holds a master's degree in finance with a background from consulting and investment activities. She has extensive experience from boards and board committees. In the past 5-6 years, she has served on the boards of two medium-sized knowledge-based companies that have shown good development. Tove Raanes represents expertise in finance and analysis, covering areas such as capital allocation and transactions. With her finance background, experience from other industries, and results-oriented attitude, she adds valuable dimensions to the board of directors. Raanes has been the chair of the audit committee of the Company during the last term. Raanes is independent of Multiconsult ASA's executive management, main shareholders and material business contacts. Raanes has participated in all meetings of the board of directors the preceding period, and owns directly and indirectly 5 313 shares and 0 options in the Company as of 5 March 2026.

Eva Kristensen (1969) holds a Master of Science (MSc) from the Norwegian University of Science and Technology (NTNU), specializing in naval architecture and marine technology. Kristensen's career includes executive roles in technology and project driven companies. This includes Altera Infrastructure Production, Ulstein Design and Solutions, and GE Oil & Gas. Her broad experience in international business spans across sectors such as FPSO, offshore wind and subsea technologies. Additionally, she has held key positions in Aker Solutions and Atea AS. She has extensive experience in strategic planning and leadership, stakeholder engagement, business transformation and growth. She has strategic visions, project management expertise, and track record in driving business growth and digital transformation. She excels in creating high-performance team cultures and has a proven track record in securing long-term contracts and managing complex international projects. Kristensen has participated in all meetings of the board of directors the preceding period, and owns directly and indirectly 0 shares and 0 options in the Company as of 5 March 2026.

Hans Jørgen Wibstad (1964) holds a Master of Business Administration/siviløkonom degree from the University of Colorado Boulder. Wibstad has for more than 25 years held executive leadership positions across several industry sectors, including engineering, manufacturing, shipping, offshore and airlines. He has since 2022 held the position as Chief Financial Officer (CFO) of Norwegian Air Shuttle ASA, a leading Nordic airline that has demonstrated strong operational and financial recovery in recent years. He previously held the position as CFO of Multiconsult ASA from 2019-2022. During his tenure in Multiconsult, the company underwent a significant and successful turnaround. Wibstad played a vital role in driving the transformation and improvement processes resulting in significant financial and operational improvements. He also gained significant insight into the organisation and core business of the company. From 2012 to 2017 he was CFO at the leading industrial group Kongsberg Gruppen ASA. He has held several other leading positions and has also served as a corporate banker.

Through his extensive career Mr Wibstad has a proven track-record of delivering strong results, driving turnarounds, and strategic development. In addition, he brings with him extensive experience from financial management and reporting, capital markets/M&A, international business development and investor communication. Wibstad owns 266 shares and 0 options in the Company as of 5 March 2026.

Jone Torstensen (1961) holds a Master of Science (MSc) from the University of Bergen and the University of Stavanger, specializing in petroleum finance. Torstensen’s career includes executive roles in technology and project driven companies, including Aker Solutions, Odfjell Drilling, and most recently as CFO of Odfjell Technology. His broad experience in international business spans project driven operations in Aker Solutions, as well as technology solutions and offshore operations in Odfjell. Torstensen has extensive experience in financial strategies, including capital allocation, governance and risk management in complex organisations. He brings a strong commercial mindset and significant experience with business improvement programs, business management processes and financial improvements aimed at enhancing shareholder value. Torstensen has a proven track record in business development and improvement from both Aker and Odfjell. Torstensen owns 0 shares and 0 options in the Company.

4 REMUNERATION TO THE MEMBERS OF THE BOARD OF DIRECTORS – NOMINATION COMMITTEE'S PROPOSAL

The remuneration of the directors of the Company has been considered to hold the level of directors in comparable companies. Since 2018, the general meeting has instructed the shareholder-elected directors to purchase shares in the Company, and the remuneration has since then reflected this.

The nomination committee considers a certain level of personal shareholding by the directors to have a positive impact on the work of the board of directors and thus for the Company. The nomination committee is informed that this is in line with the general opinion by certain shareholders, and it will therefore repeat its previous proposal regarding the directors' obligation to buy shares in the Company.

The nomination committee proposes an adjustment of directors' remuneration for the next period that reflects the general salary increase (including within the Company) and takes into consideration the general, annual, median increase in remuneration to directors of companies listed on Oslo Stock Exchange (cfr. the 2025 Board Remuneration Survey conducted by the Norwegian Institute of Directors).

The nomination committee proposes the following remuneration for the directors for the period running from the annual general meeting 2026 to the annual general meeting 2027: (Median + 5%)

	Proposal for 2026/2027	Remuneration for 2025/2026
Chair	NOK 680 000	NOK 650 000
Members	NOK 360 000	NOK 325 000
Employee-elected members	NOK 170 000	NOK 160 000
Addition – audit committee's chair	NOK 120 000	NOK 115 000
Addition – members of the audit committee	NOK 98 000	NOK 94 000
Addition – remuneration committee's chair	NOK 67 000	NOK 60 000
Addition – members of the remuneration committee	NOK 42 000	NOK 40 000

Illustration of total remuneration based on the proposed remuneration and the composition of the audit committee and the remuneration committee during the previous period:

Chair of the board of directors and chair of the remuneration committee	NOK 747 000
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Shareholder-elected director and member of the remuneration committee	NOK 402 000
Shareholder-elected director and chair of the audit committee	NOK 480 000
Shareholder-elected director and member of the audit committee	NOK 458 000
Employee-elected director and member of the audit committee	NOK 268 000
Employee-elected director and member of the remuneration committee	NOK 212 000

The nomination committee proposes that the general meeting adopts the following resolutions:

- 1. The general meeting adopts the nomination committee's proposed remuneration to the members of the board of directors, for the period 2026-2027.*
- 2. All board members who are elected by the shareholders shall buy shares in Multiconsult ASA for 20% of the aggregate gross board remuneration within the end of the year. The obligation will apply annually for as long as a board member is re-elected, until the individual board member's shareholding has an aggregate market value equal to the size of one year's board fee. Board members shall thereafter maintain a shareholding of this size for as long as they remain members of the board of directors. After a board member resigns, the obligations under this resolution shall cease to apply.*

5 EXTRAORDINARY REMUNERATION TO THE BOARD'S CHAIR AND MEMBERS OF THE RECRUITMENT COMMITTEE

In the spring of 2025, CEO Grethe Bergly announced her intention to step down. The board of directors established a recruitment committee with a mandate to oversee the recruitment process and prepare a recommendation to the board of directors for the appointment of a new CEO. The recruitment committee comprised Rikard Appelgren (chair), Sverre Hurum, Eva Kristensen and Tore Sjørnsen. Kristensen and Sjørnsen shared the responsibilities of one position between them. The nomination committee recognises that the members of the recruitment committee have devoted considerable time and effort to this work and therefore proposes that the general meeting resolve to grant them extraordinary remuneration for this committee work, by adopting the following resolution:

- 1. The chair of the recruitment committee, Rikard Appelgren, shall receive NOK 115 000 in compensation for his efforts in 2025 and 2026.*
- 2. The member of the recruitment committee, Sverre Hurum, shall receive NOK 60 000 in compensation for his efforts in 2025 and 2026.*
- 3. The members of the recruitment committee, Eva Kristensen and Tore Sjørnsen, shall each receive NOK 30 000 in compensation for their efforts in 2025 and 2026.*

6 ELECTION OF MEMBERS TO THE NOMINATION COMMITTEE – NOMINATION COMMITTEE'S PROPOSAL

Arnor Jensen, chair of the nomination committee, was elected for a two-year term by the 2025 annual meeting and is therefore not up for election at the 2026 annual general meeting.

Both Atle Hauge and Egil Chr. Dahl were elected for a two-year term by the 2024 annual general meeting and are therefore up for election at the 2026 annual general meeting. Egil Chr. Dahl has asked to be replaced, as a consequence of Vevlen Gård AS' reduced shareholding.

The nomination committee proposes that Hauge be re-elected as a member of the nomination committee and that Håkon Astrup be elected as a new member, each for a two-year term from the 2026 annual general meeting until the 2028 annual general meeting, by adopting the following resolution:

Atle Hauge and Håkon Astrup are elected as members of the nomination committee of Multiconsult ASA for a two-year term, from the 2026 annual general meeting until the 2028 annual general meeting.

Each candidate has confirmed their candidacy.

7 REMUNERATION OF THE MEMBERS OF THE NOMINATION COMMITTEE – NOMINATION COMMITTEE'S PROPOSAL

The remuneration for the members of the nomination committee has been considered to hold the level of comparable companies. The nomination committee proposes that the remuneration be increased in line with the median increase for nomination committee members in companies listed on the Oslo Stock Exchange (cfr. the 2025 Board Remuneration Survey conducted by the Norwegian Institute of Directors):

	Proposal for 2026 – 2027 (NOK)	Remuneration for 2025 – 2026 (NOK)
Chair	56 000	53 000
Members	51 000	48 000

The nomination committee proposes that the general meeting adopts the following resolution:

The general meeting adopts the nomination committee's proposed remuneration to the members of the nomination committee, for the period from the 2026 annual general meeting to the 2027 annual general meeting.

13 March 2026

Arnor Jensen, chair

(sign.)

Atle Hauge, member

(sign.)

Egil Chr. Dahl, member

(sign.)

Remuneration Report

for salary and other remuneration
for leading persons 2025



| Photo: Jo Gaute Fornes/Multiconsult

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1 Key developments in remuneration – 2025

1.1 The financial year 2025

Multiconsult delivered a stable performance during 2025 in a market characterised by increased competition and slower investment decisions. While underlying operations remained strong, profitability was influenced by lower billing ratio, higher operating expenses and the ongoing dispute related to the Sotra project. Net operating revenues increased and the order backlog remained strong, supported by solid project deliveries.

During 2025, Multiconsult implemented a revised organisational structure aimed at strengthening leadership focus and clarifying responsibilities between the Group and Multiconsult Norge. This included a clearer separation of executive roles and a reduction in dual responsibilities. These changes are intended to enhance governance, support effective strategic execution, and position the organisation for sustainable long-term growth.

1.2 Shareholder feedback

The remuneration policy on determination of salary

and other remuneration to leading persons in Multiconsult ASA was approved by the general meeting in 2024.

1.3 Key developments in board remuneration and composition in 2025

Pursuant to article 5 of Multiconsult's articles of association, the company's board of directors shall comprise seven to nine members. At the annual general meeting on 10 April 2024, the general meeting elected the following as shareholder elected members for a two-year term, based on the nomination committee's proposal:

- Richard Appelgren, chair of the board
- Tove Raanes, director
- Eva Kristensen, director

These members will serve from the 2025 AGM until the 2027 AGM.

The following shareholder elected members were elected at the 2024 AGM for a two-year term and was not up for election in 2025:

- Tore Sjørnsen, director
- Sverre Hurum, director

Additionally, three board members were elected in 2025 for a two-year term by the employees in a separate process pursuant to PLC §§ 6-4 (3) and 6-5. In the election the following employee elected

members were elected:

- Axel Segovia Ødegaard, director employee elected
- Trude Skogesal, director employee elected
- Magnus Sørensen, director employee elected

The annual general meeting in 2025 resolved the remuneration for the directors for the period between the annual general meeting in 2025 and the annual general meeting in 2026. There was an increase in the fixed base from NOK 305 000 to NOK 325 000 for directors, and from NOK 605 000 to NOK 650 000 for the chair. For employee-elected directors, there was an increase in the fixed base from NOK 152 000 to NOK 160 000. There were also increases in the remuneration for committees.

1.4 Key developments in executive remuneration and composition in 2025

The following changes have taken place in the executive management team during 2025:

- Kristin O. Augestad stepped down as EVP Architecture 30 September and was appointed EVP Norway 1 October.
- Kristina Jordt Adersen was appointed EVP Architecture, effective 1 November 2025.
- Effective 30 September the COO role (Johan Arntzen) is no longer part of the executive management team.
- Thor Ørjan Holt stepped down as EVP Sales, effective 30 September.
 - Leif Olav Bogen stepped down as EVP Region Oslo, effective 30 September.
 - Kari Sveva Dowsett stepped down as EVP Region Norway, effective 30 September.

The remuneration of executives in 2025 has been governed by the remuneration policy on determination of salary and other remuneration to leading persons (“remuneration policy”) that was approved at the annual general meeting in April 2024.

1.5 Derogations and deviations from the remuneration policy

In 2025 there was a deviation from the remuneration policy as one of the shareholder elected directors did not comply with the share ownership requirement described in 2.1.

2 Remuneration of the board of directors

2.1 Remuneration policy

Directors’ fees are determined by the general meeting based on recommendations from the nomination committee. These recommendations have been based on the board of directors’ responsibility, expertise, and the complexity of the business. The company’s remuneration policy, adopted at the annual general meeting in April 2024, provides the framework for the remuneration of the board of directors (the board) in 2025.

All shareholder-elected directors shall purchase shares in Multiconsult for 20 per cent of the total gross directors’ fees by the end of the year, subject to certain conditions. This duty is in effect every year a director is re-elected, until the market value of the shares equals the board remuneration for one year. The directors shall maintain such share ownership for the duration of the board period. The duties following

this resolution expire upon the withdrawal of a director. Only employee elected directors may have loans from the company and can participate in the group’s share purchase plan for employees.

The directors have not been awarded share options or any other form of incentive-based remuneration for the fiscal year 2025. The directors do not receive performance-based remuneration.

None of the directors have undertaken any special assignments for the group other than their work on the board. Directors are unable to accept such assignments without approval from the board of directors in each case.

All remuneration in 2025 to the board has been in line with the resolution from the general meeting. With the exception of one shareholder elected director, all shareholder elected directors either hold shares with a market value equivalent to one year of board remuneration or have acquired shares corresponding to 20 per cent of their gross board remuneration.

2.2 Remuneration composition

The remuneration of directors comprises a fixed base fee, as well as additional fixed fees for the chair and members of the board committees.

Multiconsult reimburses reasonable expenses related to travel to attend board meetings.

2.3 Board and committee fee level 2025

Amounts are in NOK thousand.

	Board	Audit committee	Remuneration Committee	Nomination committee
Chair	650	115	60	53
Director	325	94	40	48
Employee elected director	160	94	40	

2.4 Remuneration paid to directors in 2025 and 2024

Notes to the below table:

- Amounts are in NOK thousand.
- Due to decimal variations, there may be minor discrepancies between fees and total remuneration. Total remuneration reflects the directors' annual statements.
- Loans refers to short-term loans for purchase of shares through the company's share purchase plan, on the same terms as other employees of the company.
- Shares refers to shares owned by the directors at the end of the calendar year, including shares owned by their close associates.

2024 Name of director, position	Fixed remuneration		Total remuneration	Loans	Shares
	Board fees	Committee fees			
Rikard Appelgren, Chair, shareholder elected	586 667	59 333	645 999	-	45 000
Hanne Rønneberg, shareholder elected	295 000	82 000	377 000	-	3 440
Tove Raanes, shareholder elected	295 000	97 333	392 333		5 313
Sverre Hurum, shareholder elected	295 000	37 667	332 667	-	22 226
Tore Sjørnsen, shareholder elected	295 000	80 000	375 000	-	2 715
Gunnar Vatnar, employee elected	147 333	20 000	167 333	68 216	1 590
Karine Gjersø, employee elected	147 333	37 667	185 000	68 216	4 643
Torben Wedervang, employee elected	147 333	60 000	207 333	68 216	7 093
Total	2 208 667	474 000	2 682 665	204 648	92 020

2025	Fixed remuneration		Total remuneration	Loans	Shares
Name of director, position	Board fees	Committee fees			
Rikard Appelgren, Chair, shareholder elected	635 000	57 667	692 667	-	50 000
Hanne Rønneberg, shareholder elected	101 667	30 000	131 667	-	-
Tove Raanes, shareholder elected	318 334	113 334	431 668	-	5 313
Sverre Hurum, shareholder elected	318 334	39 667	358 001	-	35 839
Tore Sjursen, shareholder elected	318 334	92 667	411 001	-	2 715
Eva Kristensen, shareholder elected	216 667	-	216 667	-	0
Gunnar Vatnar, employee elected	50 667	-	50 667	-	-
Karine Gjersø, employee elected	50 667	13 000	63 667	-	-
Torben Wedervang, employee elected	50 667	30 000	80 667	-	-
Axel Reuben Segovia Ødegaard, employee elected	106 667	-	106 667	13 750	1910
Trude Skogesal, employee elected	106 667	62 667	169 334	30 289	1 000
Magnus Sørensen, employee elected	106 667	26 667	133 334	29 333	1 695
Total	2 380 338	465 669	2 846 007	73 372	98 472

3 Remuneration of Executive Management

3.1 Remuneration Principles

The criteria for remuneration of the executive management team are stated below:

- The basis for determining remuneration to the executive management is obtained through salary statistics, comparisons with other companies in the industry and other relevant companies. The company shall

benchmark the salaries of the executives with comparable companies at least every other year.

- The company's strategy is to offer competitive remuneration.
- The compensation to the executive management team shall reflect both the value of the position and the value that the person holding the position represents for the company.

- The principle of wage determination is based on individual assessment.
- The executive team is covered by the same scheme for total compensation, but the size and weighting of the reward elements will vary.

3.2 Executive remuneration benchmark

Salary statistics and comparisons with other companies in the industry, and other relevant companies are used to determine the compensation for the executive management. Multiconsult benchmarks the salaries of the executive management with comparable companies at least every other year.

3.3 Remuneration composition

Total remuneration to the executive management team is a combination of fixed elements and a variable performance-based bonus. Fixed remuneration consists of base salary, fixed transport allowance, fringe benefits, pension, and insurance.

Base salary	Fixed annual salary which is adjusted annually as of 1 January.
Short-term incentive	<p>Possible bonus is the maximum number of monthly salaries that can be paid out in the bonus given full goal achievement in relation to the bonus criteria. The bonus criteria consist of pre-agreed performance targets which for CEO are set by the board. The actual bonus payout is based on the assessment of goal achievement in relation to the bonus criteria. Goal achievement is reviewed by the board before any payment takes place. Multiconsult does not have the possibility to reclaim variable remuneration.</p> <p>The pay-out potential in the bonus scheme is up to a maximum of six months base salary for the CEO and four months for other executives. Financial targets and relevant performance measures are approved and evaluated by the board. Out of the earned bonus, 75 per cent of the bonus is paid in cash and 25 per cent by shares at a 30 per cent discount and a three-year lock-in period. If a member of the management team leaves the company during the lock-in period, the member must repay the discount pro rata according to the accrued and remaining lock-in period. The executive management team also has an option to buy additional shares at a 30 per cent discount for the amount equal to 25 per cent of the bonus attained.</p>
Share purchase plan	The executive management team can participate in the group's share purchase plan.
Pension and insurance	<p>The executive management team is included in the same pension (defined contribution) and insurance programmes as other employees in Multiconsult ASA, which are similar to the pension and insurance programmes in Multiconsult Norge AS.</p> <p>The members of the executive management, who until 2017 were members of the defined benefit plan, are in the same way as other affected employees, partly compensated for entering the defined contribution plan.</p>
Other benefits	Other benefits such as telephone, broadband, newspaper, transportation allowance, etc.
Severance payment	If the CEO must resign, the CEO has the right to receive salary for twelve months, in addition to salary in the six months' notice period. This right is lost if it is found that the CEO has shown gross negligence of duties according to laws. No other executives are entitled to severance pay and have a six-month notice period.
Liability insurance	The executives are affiliated with the company's board liability insurance.

3.4 Variable remuneration

The performance-based bonus scheme is designed to motivate executives to actively pursue and achieve the company’s strategic objectives. It serves as an effective tool for clearly communicating the board's prioritised goals to the executive team, sending a strong signal about the areas that are most important. The bonus rewards management for meeting these key priorities. Performance targets may include a mix of quantitative and discretionary

goals. Operating margin continues to be a critical profit target. This reflects the company's and the board's focus on sustained profitability as the most important strategic goal.

The annual bonus targets are predetermined by the board of directors. The performance targets can be a combination of quantitative and discretionary targets, and they are set with thresholds and maximum levels. Goal achievements is reviewed by the board of directors before pay-out.

The short-term cash-based incentive (STI) comprised two financial targets and one sustainability target aligned with strategic priorities. As the required financial performance levels were not reached, there was no bonus for 2025.

Year	Description of the criteria related to the remuneration component	Relative weighing of the performance criteria	Remuneration outcome
2025	Profitability – EBITA % of net revenues	35%	0%
	Profitability – EBITA of net revenues	55%	
	Scope 1-3 - % reductions	10%	

3.5 Overview of remuneration paid to executive management

The table below displays the total remuneration earned by the executive management in 2025 and 2024 for the period the individuals served as member of the executive management.

Notes to the table below:

- Annual base salary as of year-end.
- Salary paid is the amount paid during the year presented, including holiday pay,

transportation allowance and compensation for entering new pension plan.

- Other benefits include all other cash and non-cash benefit paid during the year and includes taxable parts of insurance premiums, discounts on shares purchased, per diem allowance, and telecommunication.
- Bonus is bonus earned in the reporting year (excluding holiday pay) and normally paid the subsequent year.
- Shares owned by the members of the executive management as of year-end, with close associates.

- Short-term loans for purchase of shares through the share purchase plan for all employees and bonus scheme for executive management.
- Bergly, Augestad, Bogen, and Juterud receive compensation for the transition from defined benefit pension plan.
- Schjetlein was appointed EVP Sustainability on 1 September 2024.
- Kristin O. Augestad stepped down as EVP Architecture 30 September and was appointed EVP Norway 1 October.

- Effective 30 September the COO role (Johan Arntzen) is no longer part of the executive management team.
- Thor Ørjan Holt stepped down as EVP Sales, effective 30 September.
- Leif Olav Bogen stepped down as EVP Region Oslo, effective 30 September.
- Kari Sveva Dowsett stepped down as EVP Region Norway, effective 30 September.
- Kristina Jordt Adersen was appointed EVP Architecture, effective 1 November 2025.

2024	Currency	Fixed remuneration			Variable remuneration	Pension	Total remuneration	Proportion of fixed and variable remuneration	On 31 December	
Name, position		Base salary	Salary paid	Other benefits					Shares	Loans
Grethe Bergly, CEO	NOK	3 916 469	4 457 194	116 531	1 762 411	158 262	6 494 398	73%/27%	58 105	180 099
Ove B. Haupberg, CFO	NOK	2 360 000	2 541 332	58 756	708 000	156 708	3 464 796	80%/20%	4 651	68 216
Kari Nicolaisen, EVP HR and Communications	NOK	2 060 000	2 278 172	52 860	618 000	160 488	3 109 519	80%/20%	15 211	108 172
Johan Arntzen, COO	NOK	1 880 000	2 093 725	44 500	564 000	161 285	2 863 510	80%/20%	17 190	59 627
Thor Ørjan Holt, EVP Sales	NOK	1 950 000	2 177 536	52 311	585 000	157 288	2 972 135	80%/20%	5 914	87 452
Kristin Olsson Augestad, EVP Architecture	NOK	2 340 000	2 607 417	60 367	702 000	159 600	3 529 384	80%/20%	21 089	113 010
Leif Olav Bogen, EVP Region Oslo	NOK	2 265 000	2 552 411	54 106	679 500	158 350	3 444 367	80%/20%	18 694	68 216
Geir Juterud, EVP Project Director	NOK	2 100 000	2 370 457	55 892	630 000	158 254	3 214 603	80%/20%	17 717	55 000
Agathe Bryde Schjetlein, EVP Sustainability	NOK	1 850 000	666 667	3 812	185 000	39 811	895 290	79%/21%	40	0
Kari Sveva Dowsett, EVP Region Norway	NOK	2 110 000	2 114 115	34 310	633 000	163 486	2 944 910	79%/21%	8 401	0
Total	NOK	22 831 469	23 859 024	533 445	7 066 911	1 473 532	32 932 912		167 012	739 789

2025	Currency	Fixed remuneration			Variable remuneration	Pension	Total remuneration	Proportion of fixed and variable remuneration	On 31 December	
Name, position		Base salary	Salary paid	Other benefits					Shares	Loans
Grethe Bergly, CEO	NOK	4 262 292	4 762 952	151 565	0	167 275	5 081 792	100%/0%	65 615	175 755
Ove B. Haupberg, CFO	NOK	2 490 000	2 696 666	72 298	0	167 777	2 936 741	100%/0%	8 119	71 588
Kari Nicolaisen, EVP HR and Communications	NOK	2 163 000	2 363 503	65 119	0	172 639	2 601 261	100%/0%	18 335	71 588
Johan Arntzen, COO	NOK	-	1 650 128	49 744	0	129 482	1 829 353	100%/0%	-	-
Thor Ørjan Holt, EVP Sales	NOK	-	1 731 059	54 300	0	140 342	1 925 701	100%/0%	-	-
Kristin Olsson Augestad, EVP Norway	NOK	2 915 000	2 850 438	70 846	0	170 955	3 092 239	100%/0%	24 535	144 717
Leif Olav Bogen, EVP Region Oslo	NOK	-	2 012 056	58 869	0	141 497	2 212 422	100%/0%	-	-
Geir Juterud, EVP Digital	NOK	2 215 000	2 475 743	58 844	0	168 742	2 703 329	100%/0%	20 131	0
Agathe Bryde Schjetlein, EVP Sustainability	NOK	1 910 000	1 950 346	12 036	0	165 854	2 128 236	100%/0%	394	0
Kari Sveva Dowsett, EVP Region Norway	NOK	-	1 800 135	57 765	0	148 197	2 006 096	100%/0%	-	-
Kristina Jordt Adersen, EVP Architecture	DKK	1 824 000	364 000	550	0	34 400	398 950	100%/0%	3 985	0
Total	NOK	18 774 102	24 855 551	652 235	0	1 625 922	27 133 708		141 114	463 648

4 Remuneration and Company Performance 2020-2025

4.1 Board remuneration 2020-2025

A summary of the development of the Board remuneration in the five-year period 2020–2025 is provided in the table below.

Changes in roles, responsibilities, committee memberships, base fee levels, travel activity, etc. are not adjusted for

Name of director, position	Currency	2020	2021	2022	2023	2024	2025
Rikard Appelgren, Chair, shareholder elected	NOK	304 000	305 333	451 333	541 333	645 999	692 667
% change			0 %	48 %	20 %	19 %	7 %
Hanne Rønneberg, shareholder elected	NOK	273 000	280 333	299 334	317 667	377 000	131 667
% change			3 %	7 %	6 %	19 %	(65 %)
Tove Raanes, shareholder elected	NOK	196 000	309 333	325 667	341 333	392 333	431 668
% change			58 %	5 %	5 %	15 %	10 %
Sverre Hurum, shareholder elected	NOK		168 000	522 667	305 000	332 667	358 001
% change				211 %	(42 %)	9 %	8 %
Tore Sjørusen, shareholder elected	NOK			464 000	329 333	375 000	411 001
% change					(29 %)	14 %	10 %
Eva Kristensen, elected by shareholders	NOK						216 667
% change							-
Gunnar Vatnar, employee elected	NOK		84 000	166 666	194 333	167 333	50 667
% change				98 %	17 %	(14 %)	(70 %)
Karine Gjersø, employee elected	NOK		105 333	162 000	170 000	185 000	63 667
% change				54 %	5 %	9 %	(66 %)
Torben Wedervang, employee elected	NOK		120 000	147 333	135 667	207 333	80 667
% change				23 %	-8 %	53 %	(61 %)
Axel Reuben Segovia Ødegaard, employee elected	NOK						106 667
% change							-
Trude Skogesal, employee elected	NOK						169 334
% change							-
Magnus Sørensen, employee elected	NOK						133 334
% change							-

4.2 Executive remuneration and company performance 2020-2025

The table below includes the annual changes in the company's performance and in the average remuneration of the company's employees during 2020 to 2025. Salary changes are not adjusted for time in role.

Name of director, position	Currency	2020	2021	2022	2023	2024	2025
Grethe Bergly, CEO	NOK	5 305 190	5 620 882	5 787 339	5 471 514	6 494 398	5 081 792
% change			6 %	3 %	(5 %)	19 %	(22 %)
Ove B. Haupberg, CFO	NOK			1 017 914	2 822 057	3 464 796	2 936 741
% change					177 %	23 %	(15 %)
Kari Nicolaisen, EVP HR & Communications	NOK	2 549 514	2 738 152	2 850 211	2 766 154	3 109 519	2 601 261
% change		69 %	7 %	4 %	(3 %)	12%	(16 %)
Johan Arntzen, COO	NOK	2 427 230	2 569 072	2 632 853	2 558 367	2 863 510	1 829 353
% change			6 %	2 %	(3 %)	12 %	(36 %)
Kristin Olsson Augestad, EVP Norway	NOK	2 533 469	2 684 768	2 876 731	2 985 700	3 529 384	3 092 239
% change			6 %	7 %	4 %	18 %	(12 %)
Leif Olav Bogen, EVP Region Oslo	NOK	2 557 347	2 706 839	2 847 878	2 931 266	3 444 367	2 212 422
% change			6 %	5 %	3 %	18 %	(36 %)
Geir Juterud, EVP Digital	NOK	2 525 642	2 697 917	2 803 003	2 731 654	3 214 603	2 703 329
% change			7 %	4 %	(3 %)	18 %	(16 %)
Kari Sveva Dowsett, EVP Region Norway	NOK				643 492	2 944 910	2 006 096
% change						358 %	(32 %)
Thor Ørjan Holt, EVP Sales	NOK			1 969 775	2 492 062	2 972 135	1 925 701
% change					27 %	19 %	(35 %)
Agathe Bryde Schjetlein, EVP Sustainability	NOK					895 290	2 128 236
% change							138 %
Kristina Jordt Adersen, EVP Architecture	DKK						398 950
% change							-
Company performance							
EBITA %		10.1 %	9.2 %	9.8 %	8.7 %	9.7 %	7 %
Average remuneration increase - other employees							
Multiconsult ASA (except members of the executive) and Multiconsult Norge AS		2.50 %	4.10 %	6.40 %	5.50 %	5.40 %	4.50 %

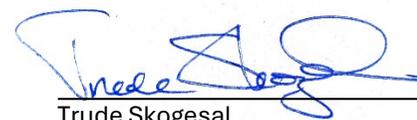
The board of directors Multiconsult ASA Oslo, 16.03.2026



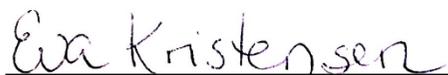
Rikard Appelgren
Chair of the board



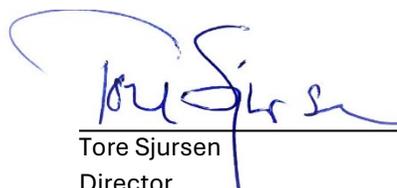
Tove Raanes
Director



Trude Skogesal
Director



Eva Kristensen
Director



Tore Sjursen
Director



Alex Seløvåg Ødegaard
Director



Sverre Hurum
Director



Magnus Sørensen
Director

To the General Meeting of Multiconsult ASA

Independent auditor's assurance report on report on salary and other remuneration to directors

Opinion

We have performed an assurance engagement to obtain reasonable assurance that Multiconsult ASA's report on salary and other remuneration to directors (the remuneration report) for the financial year ended 31. December 2025 has been prepared in accordance with section 6-16 b of the Norwegian Public Limited Liability Companies Act and the accompanying regulation.

In our opinion, the remuneration report has been prepared, in all material respects, in accordance with section 6-16 b of the Norwegian Public Limited Liability Companies Act and the accompanying regulation.

Board of directors' responsibilities

The board of directors is responsible for the preparation of the remuneration report and that it contains the information required in section 6-16 b of the Norwegian Public Limited Liability Companies Act and the accompanying regulation and for such internal control as the board of directors determines is necessary for the preparation of a remuneration report that is free from material misstatements, whether due to fraud or error.

Our independence and quality control

We are independent of the company as required by laws and regulations and the International Ethics Standards Board for Accountants' Code of International Ethics for Professional Accountants (including International Independence Standards) (IESBA Code), and we have fulfilled our other ethical responsibilities in accordance with these requirements. The firm applies International Standard on Quality Management, which requires the firm to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Auditor's responsibilities

Our responsibility is to express an opinion on whether the remuneration report contains the information required in section 6-16 b of the Norwegian Public Limited Liability Companies Act and the accompanying regulation and that the information in the remuneration report is free from material misstatements. We conducted our work in accordance with the International Standard for Assurance Engagements (ISAE) 3000 - "Assurance engagements other than audits or reviews of historical financial information".



We obtained an understanding of the remuneration policy approved by the general meeting. Our procedures included obtaining an understanding of the internal control relevant to the preparation of the remuneration report in order to design procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. Further we performed procedures to ensure completeness and accuracy of the information provided in the remuneration report, including whether it contains the information required by the law and accompanying regulation. We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Oslo
BDO AS

Yngve Gjethammer
State Authorised Public Accountant
(This document is signed electronically)

Penneo

The signatures in this document are legally binding. The document is signed using Penneo™ secure digital signature. The identity of the signers has been recorded, and are listed below.

"By my signature I confirm all dates and content in this document."

Yngve Gjethammer

Partner

On behalf of: BDO AS

Serial number: bankid.no no_bankid:9578-5998-4-785509

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Vedlegg 7 / Appendix 7

Employee ownership programme - profit sharing

To the annual general meeting, 16 April 2026

From: The board of directors, Multiconsult ASA

Summary and background:

Employee ownership programme

Multiconsult ASA (“**company**”) has two employee ownership programmes for employees of the group. Through the share purchase plan, the company offers employees of the group shares in Multiconsult ASA with a discount of 20 per cent. Shares purchased by the employees through the programme are subject to a two-year lock-in period. Through the share ownership plan, the company offers newly hired employees of the group to receive a defined number, currently 40, of complimentary shares in Multiconsult ASA.

A new, third element in the co-ownership model is designed to strengthen our program related to co-ownership by also linking the program’s compensation to the company's financial performance.

The board of directors emphasises that the third element of the employee ownership programme is intended to motivate increased profitability by linking employee profit sharing to the group’s EBITA margin.

This proposal outlines a performance-based profit-sharing model for employees in Multiconsult Group (“**group**”), based on the annual EBITA margin. The profit should primarily be distributed in Multiconsult ASA shares (Ticker: MULTI).

The model includes a gradual increase in the number of shares distributed shares distributed per employee. The annual EBITA margin is the basis for profit sharing (year 0 - the year for which the profit sharing is calculated).

The profit-sharing model is designed to incentivise employees by linking their compensation to the company's financial performance. The entry point for calculating profit sharing is an EBITA margin of 9.5 per cent, and the cap is set at 11.0 per cent. The calculated amount for profit sharing is based on 50 per cent of EBITA over the entry point of 9.5 per cent EBITA margin, up to the cap of 11.0 per cent EBITA margin. If the profit to be shared is calculated to be less than 10 shares per employee, there will be no profit sharing. This indicates that the entry level for profit sharing would be around an EBITA margin of around 9.7 per cent.

Employees can receive a maximum of 40 shares and will first be accountable when the profit-sharing model calculates the distribution of 10 shares per employee per year. The model proposes a gradual increase of 1 share (from 10 shares up to 40 shares). Participation in profit sharing applies to all employees who were employed in the group as of 30 June year 0 and who have not resigned or are in their notice period as of 30 June year 1.

General assumptions and limitations:

- The entry point for profit sharing is an EBITA margin of 9.5%.
- The cap for profit sharing is an EBITA margin of 11.0%.
- The basis for the calculated amount for profit sharing is 50% of EBITA over the entry point of 9.5% EBITA margin, up to the cap of 11.0% EBITA margin.
- If the profit to be shared is calculated to be less than 10 shares per employee, there will be no profit sharing, as the entry point for profit sharing and distribution needs to be above 10 shares per employee.
- The maximum annual number of shares for distribution per employee: 40 shares.
- The model proposes a gradual increase of 1 share (from 10 shares up to 40 shares).
- The share price used in the profit-sharing model shall be set to the average weighted share price of December in the financial year 0.
- Participation in profit sharing applies to all employees who were employed in the group as of 30 June in the financial year for which the profit sharing is calculated (year 0) and who have not resigned or are in their notice period as of 30 June in the following year (year 1).
- The maximum annual amount for distribution is set at NOK 40 million for the financial year 2026 including the company's national insurance contributions.
- The board of directors is granted authorisation to repurchase the company's own shares in connection with the profit-sharing programme subject to approval of item 10 by the annual general meeting on 16 April 2026.
- Profit-sharing is subject to board of directors' approval.

This document outlines the key structure of the profit-sharing model and allows for adjustments to optimise the company's financial benefits.

Relevant definitions, as set out for Multiconsult Group:

- **EBITA:** EBIT before amortisation and impairment of goodwill and acquisition-related intangible assets.
- **EBITA margin (%):** EBITA as a percentage of net operating revenues.
- **Employees:** Number of employees comprise all staff on payroll including staff on temporarily leave (paid and unpaid), excluding temporary personnel
- **Profit-sharing model:** The profit-sharing model is an internal framework used annually to calculate and distribute profits to employees based on the company's financial performance. The model primarily utilises the EBITA margin as the basis for determining profit-sharing amounts, with profits distributed mainly in the form of Multiconsult ASA shares. The model is designed to incentivise employees by linking their rewards to the company's success, while allowing for adjustments to optimise financial benefits for the company.

Estimated cost for the group

- The estimated cost for the Multiconsult group, calculated using the financial year 2025 with an EBITA margin of 11%, the number of employees as reported, and a share price of NOK 177.00 as per the closing on 31.12.2025, is approximately NOK 37.8 million. This estimate includes national insurance contribution and assumes distribution in shares to all eligible employees..
- In this 11.0% margin scenario, the costs are as follows:
 - Total estimated cost NOK 37.8 million
 - Cost of shares distributed: NOK 33.1 million
 - Employer's national insurance contributions: NOK 4.7 million
 - EBITA before profit sharing: NOK 622.3 million (11.0% margin)
 - EBITA after profit sharing: NOK 584.5 million (10.3% margin).