

INNKALLING TIL**EKSTRAORDINÆR GENERALFORSAMLING****I****BEWI ASA****(ORG NR 925 437 948)**

Styret i BEWI ASA (org.nr. 925 437 948) ("**Selskapet**") innkaller herved aksjeeierne til ekstraordinær generalforsamling.

Tid: 16. februar 2022 kl. 11:00.

Sted: Advokatfirmaet Thommessen AS, Ruseløkkveien 38, 13. etg., 0251 Oslo, Norge

På grunn av situasjonen med spredning av Covid-19, oppfordres alle aksjeeierne til ikke å møte fysisk på den ekstraordinære generalforsamlingen, men i stedet delta ved å avgi forhåndsstemme eller gi fullmakt til styreleder (eller den han oppnevner) til å stemme, med eller uten stemmeinstruks.

Selskapet vil forholde seg til de enhver tid gjeldende smittevernsregler og anbefalinger gitt av myndighetene. Dette kan inkludere å begrense antall aksjeeiere som møter fysisk og til å endre møteformen til et heldigitalt møte, uten mulighet for fysisk oppmøte.

Aksjeeierne vil bli gitt anledning til å følge møtet og stille spørsmål gjennom Microsoft Teams. Selskapet vil publisere en børs melding i denne forbindelse nærmere møtedatoen. Nærmere informasjon er inntatt nederst i innkallingen.

Generalforsamlingen åpnes av styrets leder, Gunnar Syvertsen, eller av den styret har utpekt. Møteåpner vil opprette fortegnelse over møtende aksjeeiere og fullmakter.

Selskapets styre foreslår følgende dagsorden for generalforsamlingen:

NOTICE OF**EXTRAORDINARY GENERAL MEETING****OF****BEWI ASA****(REG NO 925 437 948)**

The board of directors of BEWI ASA (reg. no. 925 437 948 (the "**Company**") hereby calls for an extraordinary general meeting for the shareholders.

Time: 16 February 2022 at 11:00 (CET).

Place: Advokatfirmaet Thommessen AS, Ruseløkkveien 38, 13th floor, 0251 Oslo, Norway

Due to the ongoing situation relating to the spread of the Covid-19 virus, the shareholders are encouraged to abstain from appearing in person at the extraordinary general meeting, but instead participate by casting their votes in advance or grant the chair of the board of directors (or another person appointed by him) an authorization to vote, with or without voting instructions.

The Company will comply with applicable restrictions imposed or urged by the Norwegian authorities. This may include limiting the number of shareholders who may physically attend the meeting or hold the meeting as fully digitally, without the possibility to meet in person.

The shareholders will be given possibility to follow the meeting and raise questions through Microsoft Teams. The Company will in this respect publish a stock exchange announcement closer to the meeting date. Further information is included below.

The general meeting will be opened by the chair of the board of directors, Gunnar Syvertsen, or the person appointed by the board of directors. The person opening the meeting will record attendance of present shareholders and proxies.

The board of directors of the Company proposes the following agenda for the general meeting:

1 VALG AV MØTELEDER

Styret foreslår at Hans Cappelen Arnesen velges som møteleder.

1 ELECTION OF A CHAIRPERSON OF THE MEETING

The board of directors proposes that Hans Cappelen Arnesen is elected to chair the meeting.

2 VALG AV EN PERSON TIL Å MEDUNDERTEGNE PROTOKOLLEN

Styret foreslår at en person som er tilstede på generalforsamlingen velges til å medundertege protokollen.

2 ELECTION OF A PERSON TO CO-SIGN THE MINUTES

The board of directors proposes that a person present at the general meeting is elected to co-sign the minutes.

3 GODKJENNING AV INNKALLING OG DAGSORDEN

Styret foreslår at generalforsamlingen treffer følgende vedtak:

Innkalling og dagsorden godkjennes.

3 APPROVAL OF THE NOTICE AND AGENDA

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

The notice and the agenda are approved.

4 FULLMAKT TIL STYRET TIL Å FORHØYE AKSJEKAPITALEN VED UTSTEDELSE AV NYE AKSJER

Som tidligere annonsert, har Selskapet inngått avtale om å kjøpe samtlige aksjer i Jackon Holding AS. I aksjekjøpsavtalen med HAAS AS, som eier 50% av aksjene i Jackon Holding AS, er partene enige om at vederlaget til HAAS AS på totalt NOK 1.474.979.480 skal gjøres opp ved utstedelse av 32.070.000 vederlagsaksjer i Selskapet pålydende NOK 1,00 til kurs NOK 45,9925. De øvrige aksjeeierne i Jackon Holding AS vil i henhold til aksjekjøpsavtalen inngått med dem, motta vederlaget i kontanter.

Gjennomføringen av aksjekjøpsavtalen med HAAS AS er bl.a. betinget av at Selskapets generalforsamling treffer de nødvendige vedtak for utstedelse av vederlagsaksjene. Det er foreløpig ikke klart når de øvrige betingelsene for gjennomføringen av aksjekjøpsavtalen, herunder at Selskapet mottar de nødvendige godkjenninger fra relevante konkurransemyndigheter, vil foreligge. Styret foreslår derfor at styret gis fullmakt til å utstede vederlagsaksjene til HAAS AS, slik at dette kan skje på en smidig måte når vilkårene for å gjennomføre aksjekjøpsavtalen er oppfylt.

Styret foreslår at generalforsamlingen gir styret følgende fullmakt til å forhøye aksjekapitalen og at generalforsamlingen fatter følgende vedtak:

4 BOARD AUTHORIZATION TO INCREASE THE SHARE CAPITAL BY ISSUANCE OF NEW SHARES

As previously announced, the Company has entered into an agreement to purchase all issued and outstanding shares in Jackon Holding AS. Pursuant to the share purchase agreement entered into with HAAS AS, which owns 50% of the issued shares in Jackon Holding AS, the parties have agreed that the consideration of in total NOK 1,474,979,480 shall be settled by the issuance of 32,070,000 consideration shares in the Company, each with a nominal value of NOK 1.00, at a subscription price of NOK 45.9925. The remaining shareholders of Jackon Holding AS will pursuant to the share purchase agreement entered into with them receive their consideration solely in cash.

Completion of the share purchase agreement entered into with HAAS AS is *inter alia* conditioned on the Company's general meeting resolving to make the required resolutions to issue the consideration shares. At this date, it is not clear when the other conditions for completion of the share purchase agreement will be fulfilled, including when the Company will obtain the required approvals from the relevant competition authorities. The board of directors, therefore, proposes that the general meeting grants it authorization to issue the consideration shares to HAAS AS, as such will facilitate an efficient share issue once the other conditions for completing the share purchase agreements are fulfilled.

On basis of the above, the board of directors proposes that the general meeting grants it the following authorization to issue the share capital and resolves to pass the following resolution:

(i)	<i>I henhold til allmennaksjeloven § 10-14 gis styret fullmakt til å forhøye Selskapets aksjekapital med inntil NOK 32.070.000.</i>	(i)	<i>Pursuant to Section 10-14 of the Norwegian Public Limited Liability Companies Act, the board of directors is granted an authorization to increase the Company's share capital by up to NOK 32,070,000.</i>
(ii)	<i>Aksjeeiernes fortrinnsrett til å tegne de nye aksjene etter allmennaksjeloven § 10-4 kan fravikes.</i>	(ii)	<i>The shareholders' preferential right to subscribe for the new shares pursuant to Section 10-4 of the Norwegian Public Limited Liability Companies Act may be deviated from.</i>
(iii)	<i>Fullmakten kan kun benyttes for å utstede aksjer i forbindelse med Selskapets erverv av aksjer i Jackon Holding AS.</i>	(iii)	<i>The authorization may only be used to issue new shares in connection with the Company's acquisition of shares in Jackon Holding AS.</i>
(iv)	<i>Fullmakten omfatter kapitalforhøyelse mot innskudd i andre eiendeler enn penger og rett til å pådra Selskapet særlige plikter etter allmennaksjeloven § 10-2.</i>	(iv)	<i>The authorization comprises share capital increases against contribution in kind and the right to incur specific obligations on behalf of the Company, cf. Section 10-2 of the Norwegian Public Limited Liability Companies Act.</i>
(v)	<i>Fullmakten gjelder fra registrering i Foretaksregisteret og frem til 1. januar 2023.</i>	(v)	<i>The authorization shall be effective from the date it is registered in the Norwegian Register of Business Enterprises and until 1 January 2023.</i>

5 VALG AV NYTT STYREMEDLEM

I tilknytning til gjennomføringen av Selskapets kjøp av samtlige aksjer i Jackon Holding AS vil det bli utstedt 32.070.000 vederlagsaksjer i Selskapet til familien Akselsens selskap HAAS AS, som ved dette blir eier av omtrent 17% av aksjene i Selskapet. Basert på HAAS AS eierandel i Selskapet og den industrielle kompetansen HAAS AS representerer, har valgkomiteen foreslått at Andreas M. Akselsen velges som nytt medlem av Selskapets styre med virkning fra gjennomføringen av kjøpet av Jackon Holding AS.

Fra samme tidspunkt trer Stig Wærnes ut av styret.

Det foreslås på denne bakgrunn at generalforsamlingen treffer følgende vedtak:

Følgende nye styremedlem velges med virkning fra gjennomføringen av Selskapets kjøp av aksjene i Jackon Holding AS og for en periode frem til Selskapets ordinære generalforsamling i 2023:

- *Andreas M. Akselsen*

5 ELECTION OF A NEW MEMBER TO THE BOARD OF DIRECTORS

In connection with the completion of the Company's acquisition of all issued and outstanding shares in Jackon Holding AS, in total 32,070,000 consideration shares in the Company will be issued to the Akselsen family's company HAAS AS, which following such issuance will be the owner of approximately 17% of the shares in the Company. Based on HAAS AS' ownership interest in the Company and the industrial competency HAAS AS represents, the nomination committee has proposed that Andreas M. Akselsen is elected as a new member of the Company's board of directors, effective from completion of the acquisition of Jackon Holding AS.

At the same time, Stig Wærnes will resign from his position as a board member.

On basis of the above, it is proposed that the general meeting adopts the following resolution:

The following new board member is elected with effect from completion of the Company's acquisition of the shares in Jackon Holding AS, and for a period until the Company's annual general meeting in 2023:

- *Andreas M. Akselsen*

Etter dette vil styret bestå av følgende personer:

- Gunnar Syvertsen (styreleder)
- Andreas M. Akselsen
- Maria Christina Paulsdotter Schauman
- Anne-Lise Aukner
- Rik Prosper Dobbelaere

For mer informasjon om det foreslåtte styremedlemmet vises det til valgkomiteens innstilling, tilgjengelig på Selskapets nettside <https://bewi.com/investors/> og vedlagt innkallingen som Vedlegg 1.

6 VALG AV MEDLEMMER TIL VALGKOMITEEN

For at valgkomiteens sammensetning skal være i overensstemmelse med norsk utvalg for eierstyring og selskapsledelse (NUES) hva gjelder uavhengighet og habilitet har valgkomiteen i sin innstilling til generalforsamlingen foreslått at komiteens sammensetning endres slik at styreleder Gunnar Syvertsen ikke lenger er medlem av valgkomiteen, mens de to andre medlemmene gjenvelges.

Det foreslås på denne bakgrunn at generalforsamlingen treffer følgende vedtak:

Følgende personer velges som medlemmer av valgkomiteen for perioden frem til ordinær generalforsamling i 2024:

- Liv Malvik (leder)
- Roar Husby

For mer informasjon vises det til valgkomiteens innstilling, tilgjengelig på Selskapets nettside <https://bewi.com/investors/>.

Møtet

Generalforsamlingen avholdes fysisk i Oslo kommune, med mulighet for aksjeeierne til å ringe inn digitalt via Microsoft Teams.

Registrering

I henhold til § 7 i Selskapets vedtekter kan aksjeeiernes rett til å delta og stemme på generalforsamlingen bare utøves når ervervet er innført i VPS den femte virkedagen før generalforsamlingen, dvs. senest 9. februar 2022.

After this, the board of directors will comprise the following:

- Gunnar Syvertsen (chair)
- Andreas M. Akselsen
- Maria Christina Paulsdotter Schauman
- Anne-Lise Aukner
- Rik Prosper Dobbelaere

For more information about the proposed board member, reference is made to the nomination committee's recommendation, available at the Company's website <https://bewi.com/investors/> and appended to this notice as Appendix 1.

6 ELECTION OF MEMBERS TO THE NOMINATION COMMITTEE

To have a nomination committee composed in accordance with the Norwegian Corporate Governance Code (NUES) with respect to independence and impartiality, the nomination committee has in its recommendation for the general meeting proposed that the committee's composition is amended so that the chair of the board of directors Gunnar Syvertsen no longer is a member of the nomination committee, while the two other members are re-elected.

On basis of the above, it is proposed that the general meeting adopts the following resolution:

The following persons are elected as members of the nomination committee for the period until the annual general meeting of 2024:

- Liv Malvik (chair)
- Roar Husby

For more information, reference is made to the nomination committee's recommendation, available at the Company's website <https://bewi.com/investors/>.

The Meeting

The general meeting will be held as a physical meeting in Oslo municipality, with the opportunity for shareholders to dial-in digitally via Microsoft Teams.

Registration

Pursuant to § 7 of the Company's articles of association, the shareholder's right to participate and vote at the general meeting may only be exercised when the acquisition is entered

in the VPS the fifth business day before the general meeting, i.e. not later than 9 February 2022.

Alle aksjeeiere som har til hensikt å delta fysisk på generalforsamlingen må registrere sin deltakelse innen 14. februar 2022 kl. 12:00. Aksjeeiere kan registrere påmelding elektronisk via Selskapets hjemmeside <https://bewi.com/investors/> eller Verdipapirsentralens (VPS) investortjenester. Påmelding kan også registreres ved å fylle ut og sende inn påmeldings- eller fullmaktsskjemaet vedlagt som Vedlegg 2 til denne innkalling i henhold til de instruksjoner som følger av skjemaet. **Selskapet minner om at aksjeeiere oppfordres til å ikke delta fysisk for å begrense spredningen av Covid-19, og at aksjeeierne i stedet sender inn sin forhåndsstemme eller gir fullmakt til styrets leder om å stemme for sine aksjer. Forhåndsstemme- og fullmaktsskjema er vedlagt denne innkallingen.**

Selskapet vil i forkant av den ekstraordinære generalforsamlingen og ikke senere enn 14. februar 2022 kl. 16:30, publisere en børs melding med informasjon om hvordan aksjeeiere som ønsker å delta på generalforsamlingen via Microsoft Teams skal registrere sin deltakelse for å motta link til møtet.

Personer med luftveisinfeksjon eller som er pålagt karantene- eller isolasjonsplikt skal ikke delta fysisk på generalforsamlingen. Den som åpner generalforsamlingen, kan nekte personer adgang til fysisk deltagelse hvis deres tilstedeværelse etter møteåpners skjønn antas å utgjøre en smitterisiko av ovennevnte grunner. Selskapet vil i så fall legge til rette for at aksjeeiere som på denne måten nektes adgang, gis anledning til å gi fullmakt til styreleder eller andre som er til stede.

Forhåndsstemme

Aksjeeiere kan avgi stemme for hver enkelt sak på dagsorden på forhånd. Slike forhåndsstemmer må avgis elektronisk via Investortjenester eller ved å fylle ut skjemaet for forhåndsstemme vedlagt som Vedlegg 2. Frist for å avgi forhåndsstemmer er **14. februar 2022 kl. 12:00**. Frem til denne fristen kan stemmer som allerede er avgitt endres eller trekkes tilbake. Stemmer som er avgitt før generalforsamlingen er avholdt, vil bli ansett som trukket tilbake dersom aksjeeieren deltar personlig på generalforsamlingen eller ved fullmakt.

Fullmakt

Aksjeeiere kan gi fullmakt til styrets leder (eller den han utpeker) eller en annen person til å stemme for sine aksjer. Fullmakt kan sendes inn elektronisk via VPS' investortjenester eller ved å fylle ut og sende inn fullmaktsskjemaet vedlagt som Vedlegg 2 til denne innkallingen i henhold til de instruksjoner som følger av skjemaet. Fullmakten må være skriftlig, datert, underskrevet og

All shareholders who intend to attend the general meeting in person must register their attendance no later than 14 February 2022 at 12:00 hours (CET). Shareholders can register attendance online through the Company's website <https://bewi.com/investors/> or the Norwegian Central Securities Depository (VPS)'s investor services. Attendance can also be registered by completing and submitting the registration form or proxy form attached to this notice as Appendix 2 in accordance with the instructions set out therein. **The Company emphasises that shareholders are encouraged to not participate physically to limit the spread of Covid-19 and that shareholders instead can submit their advance vote or authorize the chair of the board of directors to vote for its shares. Forms for advance voting and proxies are appended to this notice.**

The Company will prior to the extraordinary general meeting and no later than 14 February 2022 at 16:30, publish a stock exchange announcement with information on how shareholders who wish to attend the general meeting through Microsoft Teams shall register their attendance to receive the link for the meeting.

Persons with a respiratory infection or who are subject to isolation or quarantine, shall not attend the general meeting in person. The opener of the general meeting may deny any person entry to the general meeting if their presence in the meeting opener's opinion can be assumed to represent a risk of infection. In such an event, the Company will arrange for shareholders who are denied entry the ability to grant a proxy to the chair of the board of directors or others present.

Advance vote

Shareholders may cast votes for each matter on the agenda in advance. Such early voting must be made electronically via Investor Services or in writing by filling out the advance voting form attached as Appendix 2. The deadline for submitting early voting is **14 February 2022 at 12:00 (CET)**. Until the deadline, votes already cast may be changed or withdrawn. Votes already cast prior to the general meeting will be considered withdrawn if the shareholder attends the general meeting in person or by proxy.

Proxy

Shareholders may authorize the chair of the board of directors (or whomever he authorizes) or another person to vote for its shares. Proxies may be submitted electronically through VPS' investor services or by completing and submitting the registration or proxy form attached to this notice as Appendix 2 in accordance with the instructions set out therein. The proxy

sendt inn i tide. Styret ber aksjeeiere sende inn fullmakter slik at de mottas innen **14. februar 2022 kl. 12:00**.

Forvalterregistrerte aksjer

Dersom aksjer er registrert i VPS på en forvalter, jf. allmennaksjeloven § 4-10, og den reelle aksjeeieren ønsker å avgi stemmer for sine aksjer, må aksjene før generalforsamlingen registreres på en separat VPS-konto i den reelle aksjeeierens navn.

Annen informasjon

I perioden etter siste balansedag er det ikke inntruffet hendelser av vesentlig betydning for Selskapet utover det som er offentliggjort av Selskapet via www.newsweb.no. Selskapets årsregnskap, årsberetning og revisjonsberetning for regnskapsåret 2020 er tilgjengelig på Selskapets hjemmeside.

Det er 156.610.804 aksjer i Selskapet, og hver aksje representerer én stemme. Selskapet eier per datoen for denne innkallingen ingen egne aksjer.

Beslutninger om stemmerett for aksjeeiere og fullmektiger treffes av møteåpner. Beslutning kan omgjøres av generalforsamlingen med alminnelig flertall.

En aksjeeier har rett til å fremsette forslag til beslutninger i saker på dagsordenen og til å kreve at styremedlemmer og daglig leder på generalforsamlingen gir tilgjengelige opplysninger om forhold som kan innvirke på bedømmelsen av (i) saker som er forelagt generalforsamlingen til avgjørelse og (ii) Selskapets økonomiske stilling, herunder 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. Aksjeeiere har rett til å ta med rådgiver, og kan gi talerett til én rådgiver.

Informasjon om generalforsamlingen og dokumenter som skal behandles av generalforsamlingen eller inntas i innkallingen er gjort tilgjengelig på Selskapets nettside, herunder vedlegg til innkallingen og Selskapets vedtekter. Dokumenter som gjelder saker som skal behandles av generalforsamlingen sendes vederlagsfritt til aksjeeierne ved forespørsel til Selskapet.

Adresse til Selskapets hjemmeside er: www.bewi.com.

must be in writing, dated, signed and timely submitted. The board of directors requires shareholders to submit proxies so they are received no later than **14 February 2022 at 12:00 hours (CET)**.

Nominee registered shares

If shares are registered by a nominee in the VPS register, cf. Section 4-10 of the Norwegian Public Limited Liability Companies Act, and the beneficial shareholder wishes to vote for his/her shares, then the shares must be reregistered in a separate VPS account in his/her own name prior to the general meeting.

Other information

Since the latest balance sheet date, there have been no events of significant importance for the Company other than what has been publicly disclosed at www.newsweb.no. The annual accounts, annual report and the auditor's report for the financial year 2020 are available on the Company's website.

There are 156,610,804 shares in the Company, and each share represents one vote. As of the date of this notice, the Company does not hold any own shares in treasury.

Decisions on voting rights for shareholders and representatives are made by the person opening the meeting, whose decision may be reversed by the general meeting by a majority vote.

A shareholder may make proposals for resolutions with respect to matters on the agenda and may require that members of the board of directors and the chief executive officer at the general meeting provide available information about matters which may affect the assessment of (i) matters that are presented to the shareholders for decision and (ii) the Company's financial situation, including operations in other companies the Company participates in, and other matters to be discussed at the general meeting, unless the requested information cannot be disclosed without causing disproportionate damage to the Company. Shareholders are entitled to bring advisors and may grant the right of speech to one advisor.

Information about the general meeting and documents to be considered by the general meeting or incorporated in the notice is posted on the Company's website, including the appendices to this notice and the Company's articles of association. Documents relating to matters to be considered by the general meeting may be sent free of charge to the shareholders upon request to the Company.

The address to the Company's website is: www.bewi.com.

Trondheim, 26. januar 2022 / 26 January 2022
for styret i BEWI ASA / on behalf of the board of directors of BEWI ASA

Gunnar Syvertsen
Styrets leder / Chair of the board of directors

Vedlegg:

1. Valgkomiteens innstilling
2. Påmeldings- og fullmaktsskjema

Appendices:

1. The nomination committees recommendation
2. Registration form and proxy form

The nomination committee's recommendation to the extraordinary general meeting in BEWI ASA on 16 February 2022

BEWI ASA's nomination committee currently has the following composition:

- Liv Malvik - Chair
- Gunnar Syvertsen
- Roar Husby

Background

The current nomination committee was elected on the extraordinary general meeting of BEWI ASA on 21 August 2020, prior to the listing of the company at Euronext Growth in August 2020 and later at Oslo Børs in December 2020. Member of the nomination committee, Gunnar Syvertsen, is also the chairman of the board of directors of BEWI ASA.

Following the amendments to the Norwegian Code of Practice for Corporate Governance issued on 17 October 2021, where the section on the nomination committee has been changed to the effect that no member of the company's board of directors should also be a member of its nomination committee, Gunnar Syvertsen has announced that he will resign from the nomination committee.

On 1 October 2021, BEWI ASA launched an offer to purchase all outstanding shares in Jackon Holding AS (the "**Transaction**"). The offer was accepted by all shareholders of Jackon on 15 October 2021. In connection with the completion of the Transaction, BEWI will issue a total of 32,070,000 consideration shares to the Akselsen family through their wholly owned company HAAS AS, the owner of 50 per cent of Jackon. Upon the share issue, HAAS AS will hold a total of approximately 17 per cent of the shares in BEWI ASA.

Based on HAAS AS' ownership in BEWI ASA, as well as the Akselsen family's industrial competence and knowledge from establishing and developing Jackon since its inception, the nomination committee proposes that Andreas M. Akselsen is elected as board member of BEWI ASA, with effect from, and subject to, completion of the Transaction. The committee proposes that Akselsen replaces Stig Wærnes as board member.

The nomination committee has assessed the board's work and composition based on the competence needs of BEWI ASA, the company's situation, opportunities, and challenges. The committee has contacted the largest shareholder, existing board members and the CEO of BEWI ASA, with an invitation to provide any suggestions related to the composition of the board.

For the extraordinary general meeting of BEWI ASA on 16 February 2022, the nomination committee presents the following recommendations:

1. Proposed changes to the composition of the nomination committee

As Gunnar Syvertsen will resign from the nomination committee, the nomination committee proposes that the committee consists of two members until BEWI's annual general meeting, planned for 2 June 2022. The following persons are suggested to be elected as members of BEWI's nomination committee for the period up to the annual general meeting 2024:

- Liv Malvik - Chair
- Roar Husby

In accordance with the company's Articles of Association, the nomination committee shall consist of between two and four members, and the members are elected for a term of two years unless the general meeting decides otherwise. Both members are independent of the board of directors and the management of BEWI ASA.

2. Election of members to the board of directors

The nomination committee is of the opinion that the current board functions well, and that the board has broad and relevant expertise and a good understanding of the company's strategic challenges and opportunities.

Based on the Transaction, the nomination committee recommends that the following board member shall be elected at BEWI ASA's extraordinary general meeting on 16 February 2022, with effect from, and subject to, completion of the Transaction:

Name (year of birth)	Board position	New member / re-election	Term
Andreas M. Akselsen (1977)	Board member	New election	Until the AGM 2024

Andreas M. Akselsen is a Norwegian citizen and has a Master of Science in Business Administration from BI Norwegian School of Management, and a Bachelor of Science in mechanical engineering.

Akselsen was employed by Jackon from 2004 to 2018 and has since then worked as a consultant for the company, in addition to other assignments within primarily real estate and other development and restructuring projects. In Jackon, Akselsen has held various positions, including procurement, strategy and business development, mergers, and acquisitions, restructuring and financing. From 2008 to 2018 he was a member of Jackon's management team. Akselsen has been on the board of directors of Jackon since 2000 and holds several board assignments both in Jackon subsidiaries and in other external companies.

Akselsen will (indirectly, through his ownership in HAAS AS) own 32,070,000 shares in BEWI ASA following completion of BEWI's acquisition of Jackon Holding AS and the share issue from BEWI ASA.

Following, and subject to, completion of the Transaction, the composition of the board will be as follows:

Name	Board Position	New member / re-election	Term
Gunnar Syvertsen	Chair	Not for election	2022
Anne-Lise Aukner	Board member	Not for election	2022
Kristina Schauman	Board member	Not for election	2022
Rik Dobbelaere	Board member	Not for election	2023
Andreas M. Akselsen	Board member	New member	2024

In accordance with the company's Articles of Association, board members are elected for two years, unless otherwise decided by the general meeting.

Information about the board members can be found on the company's website (see www.bewi.com). In addition, the board members' competences are described in the company's annual report.

Trondheim, 24 January 2022,



Liv Malvik (Chair)

Ref no:

PIN code:

Notice of Extraordinary General Meeting

Extraordinary general meeting of BEWI ASA will be held on 16 February 2022 at 11:00 (CET) at Advokatfirmaet Thommessen AS' meeting centre, Ruseløkkveien 38, 13th floor, 0251 Oslo, Norway

Registration deadline in accordance with the articles of association is 14 February 2022 at 12:00 (CET).

The company accepts votes in advance of this extraordinary general meeting. The registration deadline for early votes is 14 February 2022 at 12:00 (CET). Advance votes may only be executed electronically, through the Company's website <https://bewi.com/investors/> (use ref.nr and pin code above) or through VPS Investor Services.

Notice of attendance in person

The Undersigned will attend the extraordinary general meeting of BEWI ASA on 16 February 2022 at 11:00 (CET) and cast votes for:

_____ Vote for own/our shares.

_____ Vote for shares according to attached authorization(s)

Notice of attendance should be registered through the company's website <https://bewi.com/investors/> or via VPS Investor Services.

For notification of attendance through the Company's website, the above-mentioned pin code and reference number must be stated. Alternatively, notification of attendance can be registered by selecting *Corporate Actions - General Meeting*, and clicking on *ISIN* through VPS Investor Services. Investor Services can be accessed either through <https://www.euronextvps.no/> or your account operator. If you are not able to register your notification of attendance electronically, you may send it by e-mail to genf@dnb.no or by regular mail to DNB Bank ASA, Registrars' Department, P.O. Box 1600 Sentrum, 0021 Oslo, Norway. The notice of attendance must be received no later than **on 14 February 2022 at 12:00 (CET)**.

If the shareholder is a legal entity, please state the name of the individual who will be representing such entity: _____

Place

Date

Shareholder's signature

Proxy without voting instructions for the extraordinary general meeting of BEWI ASA. *If you are unable to attend the meeting, you may grant proxy to another individual.*

Ref no:

PIN code:

The proxy should be submitted electronically through the Company's website (<https://bewi.com/investors/>) or via VPS Investor Services.

For granting proxy through the Company's website, the above-mentioned pin code and reference number must be stated. Alternatively, proxy can be granted by selecting *Corporate Actions - General Meeting*, and clicking on *ISIN* through VPS Investor Services. Investor Services can be accessed either through <https://www.euronextvps.no/> or your account operator. If you are not able to register the grant of proxy electronically, you may send an e-mail to genf@dnb.no or by regular mail to DNB Bank ASA, Registrars' Department, P.O. Box 1600 Sentrum, 0021 Oslo, Norway. The proxy must be received no later than **14 February 2022 at 12:00 (CET)**.

If the proxy holder is unnamed, the proxy will be deemed given to the chairman of the board of directors, Gunnar Syvertsen, or an individual appointed by him.

This proxy must be received no later than **14 February 2022 at 12:00 (CET)**.

The Proxy must be dated and signed to be valid.

The Undersigned: _____

hereby grants (tick one of the two)

☐ the chairman of the board of directors (or a person authorized by him), or

☐ _____
(name of proxy holder in capital letters)

proxy to attend and vote for my/our shares at the extraordinary general meeting of BEWI ASA on 16 February 2022 at 11:00 (CET).

Place

Date

Shareholder's signature **(Only for granting proxy)**

With regards to attend and vote, reference is made to the Norwegian Public Limited Liability Companies Act, in particular Chapter 5. If the shareholder is a legal entity, this entity's certificate of registration must be appended to the proxy.

DNB notes that forms sent to us by e-mail will not be secured unless the sender himself ensures that the e-mail is secured. We note that the form may contain sensitive information and recommend that electronic solutions are utilized or that the form is sent to us in a secured e-mail.

Ref no:

PIN code:

Proxy with voting instructions for the extraordinary general meeting of BEWI ASA

If you are unable to attend the extraordinary general meeting in person, you may use this proxy form to give voting instructions to the chairman of the board of directors or the person authorized by him. For Instruction to other than the chairman of the board of directors, give a proxy without voting instructions and agree directly with the proxy holder how voting should be executed.

A proxy with voting instructions can only be registered by DNB and must be sent by e-mail (scanned form) to genf@dnb.no or by regular mail to DNB Bank ASA, Registrars' Department, P.O. Box 1600 Sentrum, 0021 Oslo, Norway. The form must be received by DNB Bank ASA, Registrars' Department no later than 14 February 2022 at 12:00 (CET).

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

The Undersigned: _____

hereby grants (tick one of the two)

☐ the chairman of the board of directors (or a person authorized by him), or

☐ _____
(name of proxy holder in capital letters)

proxy to attend and vote for my/our shares at the extraordinary general meeting of BEWI ASA on 16 February 2022 at (CET).

The votes shall be exercised in accordance with the instructions below. If the sections for voting are left blank, this will be counted as an instruction **to vote in accordance with the board of directors' recommendations**. However, if any motions are made from the attendees in addition to or in replacement of the proposals in the notice, the proxy holder may vote at his/her discretion. If there is any doubt as to how the instructions should be understood, the proxy holder may refrain from voting.

Agenda for the extraordinary general meeting on 16 February 2022		For	Against	Abstention
1.	Election of chairperson of the meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	Election of a person to co-sign the minutes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	Approval of the notice and agenda	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	Board authorization to increase the share capital by issuance of new shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	Election of members to the board of directors			
	- Andreas M. Akselsen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.	Election of members to the nomination committee			
	- Liv Malvik, Chair	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	- Roar Husby	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Place

Date

Shareholder's signature

(only for granting proxy with voting instructions)

With regards to attend and vote, reference is made to the Norwegian Public Limited Liability Companies Act, in particular Chapter 5. If the shareholder is a legal entity, this entity's certificate of registration must be appended to the proxy.

DNB notes that forms sent to us by e-mail will not be secured unless the sender himself ensures that the e-mail is secured. We note that the form may contain sensitive information and recommend that the form is sent to us in a secured e-mail.