

## THE BOARD OF DIRECTORS' REASONING AND PROPOSED RESOLUTIONS

**Item 1      Opening of the extraordinary general meeting by the person appointed by the Board of Directors to open the meeting (no voting)**

**Item 2      Election of a person to chair the meeting, and a person to co-sign the meeting minutes**

The Board of Directors proposes that the General Meeting makes the following resolution:

*"Asle Aarbakke is elected to chair the meeting. Kristoffer Dahlberg is elected to co-sign the minutes."*

**Item 3      Approval of the notice of the meeting and the agenda**

The Board of Directors proposes that the General Meeting makes the following resolution:

*"The General Meeting approves the notice and agenda for the meeting."*

**Item 4      Liquidation of the Company**

On 9 May 2025, the Aker Horizons ASA (the **Company**) entered into a merger agreement with Aker ASA, whereby the Company's subsidiary, Aker Horizons Holding AS (**AKHH**), would merge with a subsidiary of Aker ASA, Aker HoldCo AS (the **Merger**). The Merger was effectuated on 11 September 2025. The Merger comprised the Company's entire business operations and following effectuation of the Merger, the Company has no remaining activities or operations.

As part of the Merger, the Company distributed all of its assets to the shareholders (through a distribution of all the shares in AKHH) (together with the Merger, the **Transactions**), save for a limited cash amount. In order to cover expenses following effectuation of the Merger, NOK 20,000,000 in cash were retained in the Company. Consequently, following the Transactions, the Company currently has no funds available for investment purposes and possesses no other assets or values capable of generation returns to shareholders.

The Company's Board of Directors has completed a thorough strategic review to assess its available courses of action going forward. This review has concluded that there are limited viable alternatives for the Company's continued existence as a going concern.

On this basis, the Board of Directors has proposed liquidating the Company. Liquidation is expected to occur during Q2 2026. The estimated remaining cash in the Company at

liquidation is expected to be distributed as liquidation dividend to the shareholders as part of the proposed liquidation of the Company.

The Board of Directors proposes that the General Meeting make the following resolution:

*"The Company shall be liquidated. This resolution shall immediately be filed to the Register for Business Enterprises."*

## **Item 5        Delisting of the Company's shares from Euronext Oslo Børs**

In light of the Company's non-existing operational activity and limited funds following the Transactions, as well as the proposed liquidation of the Company, it is the view of the Board of Directors that the Company is no longer suitable for listing on a public trading platform and should be delisted as soon as possible. It is therefore proposed that the Company shall apply for a delisting of its shares from Euronext Oslo Børs and that the Company's Board of Directors is authorized to prepare, finalize and submit the delisting application as and when the board deems it appropriate.

The Board of Directors proposes that the General Meeting makes the following resolution:

*"The Company shall apply to Oslo Stock Exchange for a delisting of all its shares from Euronext Oslo Børs pursuant to the Oslo Rule Book II section 2.10.2."*

## **Item 6        Changes to the Board of Directors**

If the proposed liquidation of the Company is resolved by the General Meeting, as set out in Item 4, the Company will have minimal operational activity during the liquidation process. During the liquidation process, it will not be necessary, nor appropriate, for the Company to maintain five Board members. On this basis, it is proposed to reduce the number of members of Directors from five to three, and reduce the number of deputy members from two to one.

The proposal from the Nomination Committee is available at the Company's website <https://akerhorizons.com/investors/shareholder-center/general-meetings/>.

The Board of Directors proposes that the General Meeting makes the following resolution in accordance with the proposal from the Nomination Committee:

*"In accordance with the proposal from the Nomination Committee, Trond Brandsrud is elected as new Chair. The persons listed below shall hereby constitute the Company's shareholder elected Board of Directors:*

- *Trond Brandsrud (Chair)*
- *Lone Fønss Gjørup Schrøder*

- *Svein Oskar Stoknes*
- *Lene Landøy (deputy director).*"

**Item 7 Determination of remuneration to the members of the Board of Directors**

Considering the proposed changes to the Board of Directors set out in Item 6, it is proposed that both the resigning and the continuing members of the Board of Directors are granted remuneration for the period from the Annual General Meeting in 2025 until they resign or the Company is finally liquidated (as applicable).

The proposal from the Nomination Committee is available at the Company's website <https://akerhorizons.com/investors/shareholder-center/general-meetings/>.

The Board of Directors proposes that the General Meeting makes the following resolution in accordance with the Nomination Committee's proposal:

*"The resigning members of the Board of Directors shall receive the following remuneration for the period from the Company's Annual General Meeting in 2025 until their resignation:*

<b>Position:</b>	<b>Proposed fees:</b>
<i>Kristian Røkke:</i>	NOK 599,733
<i>Kimberly Marie Mathisen:</i>	NOK 308,533

The other members of the Board of Directors shall receive the following monthly fee for the period from the Company's Annual General Meeting in 2025 until the Company is finally liquidated, payable upon expiry of their term on a pro rata basis calculated according to the period during which such board member holds the relevant position:

<b>Position:</b>	<b>Monthly fees:</b>
Chair:	NOK 59,973
Other members:	NOK 30,853
Additional fee to the chairperson of the audit committee:	NOK 18,713."

It is noted that employees of Aker companies do not receive the remuneration personally, but that payment is made to their respective employer company.

## **Item 8      Determination of remuneration to the members of the Nomination Committee**

It is proposed that the members of the Nomination Committee are granted remuneration for the period from the Annual General Meeting in 2025 until final liquidation of the Company.

The proposal from the Nomination Committee is available at the Company's website <https://akerhorizons.com/investors/shareholder-center/general-meetings/>.

The Board of Directors proposes that the General Meeting makes the following resolution in accordance with the Nomination Committee's proposal:

*"The members of the Nomination Committee shall receive the following remuneration for the period from the Company's Annual General Meeting in 2025 until the Company is finally liquidated, payable upon expiry of their term on a pro rata basis calculated according to the period during which such member of the Nomination Committee member holds the relevant position:*

**Position:      Monthly fees:**

Chairman:      NOK 4,940

Member:      NOK 3,987."

It is noted that employees of Aker companies do not receive the remuneration personally, but that payment is made to their respective employer company.