

To the shareholders of
Atea ASA

Oslo, 29 March 2023

NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting of Atea ASA will be held on 27 April 2023 at 09:30 a.m. at Thon Hotel Vika Atrium, Munkedamsveien 45, 0250 Oslo, Norway. See details regarding votes in advance and proxies below.

The General Meeting will be opened by the Board Chairman, Ib Kunøe, or such person that he may nominate.

The following items are on the agenda:

- 1. Election of chairperson for the meeting**
- 2. Election of an individual to sign the minutes jointly with the chairperson**
- 3. Approval of the notice of the meeting and agenda**
- 4. Report from the CEO**
- 5. Approval of the financial statements and annual report for 2022 for the parent company and the Group, including year-end allocations**

In the General Meeting information will be provided with respect to the annual accounts for the parent company and the Group, hereunder the annual report.

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

"The annual financial statements and Board of Directors' report for 2022 are approved. Profit for the year is transferred to other (free) equity according to the Board of Directors' proposal."

6. Resolution regarding distribution of dividend

The Board has previously communicated that it will recommend to the General Meeting a dividend of NOK 6.25 per share, to be paid in two payments of NOK 3.125 per share in May and November 2023.

Since the number of shares outstanding on the date of the November dividend payment is unknown, it is necessary for the General Meeting to give an approval for the first dividend payment of NOK 3.125 per share in May 2023 and a power of attorney to the Board to distribute a second dividend payment in November, once the number of eligible shares is known.

The Board then has the power of attorney to distribute the second dividend payment of NOK 3.125 per share in November 2023, in accordance with the legal requirements of the Norwegian Public Limited Liability Companies Act (Nw: allmennaksjeloven).

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

"In accordance with the proposal of the Board of Directors, it was resolved to distribute a dividend for the accounting year 2022.

A first dividend payment of NOK 3.125 shall be distributed for each of the company's shares to the shareholders of the company as of the date of the General Meeting. Based on the company's 112,384,093 shares, the total dividend distribution equals NOK 351,200,291.

The shares shall be traded exclusive of dividend as of 28 April 2023. Payment of the dividend will take place within 11 May 2023. For Norwegian tax purposes, the dividend shall be considered as repayment of paid in capital.

Furthermore, the Board of Directors is granted a power of attorney to distribute a second dividend payment for an amount equivalent to NOK 3.125 per share based on the shares outstanding on the date of distribution. The power of attorney expires at the date of the Annual General Meeting in 2024."

7. Amendments of the Articles of Association

7.1 Terms of appointment of Board members

The Board of Directors proposes to change the company's Articles of Association to clarify the number of shareholder-elected Board members and to enable that all shareholder-elected Board positions have a consistent term of appointment.

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

"§ 5 of the articles of association shall read as follows:

"Selskapets styre skal ha fra 4 til 6 aksjonærvalgte styremedlemmer etter generalforsamlingens nærmere beslutning, og 7 til 9 medlemmer inkludert ansattrepresentanter. Aksjonærvalgte styremedlemmer velges i partallsår for en periode på to år. Dersom et aksjonærvalgt styremedlem oppnevnes midt i en periode som erstatning for et avtroppende styremedlem eller for å utvide antall styremedlemmer, skal tjenesteperioden for det nye aksjonærvalgte styremedlemmets være lik gjenværende ordinære tjenesteperiode for de øvrige aksjonærvalgte styremedlemmene. Selskapets firma tegnes av to av styrets medlemmer i fellesskap. "

(English office translation:

"The company's Board of Directors shall have from 4 to 6 shareholder-elected Board members as decided by the General Meeting, and 7 to 9 Board members including Employee representatives. Shareholder-elected Board members are elected on even-numbered years for a term of two years. If a new Shareholder-elected Board member is appointed in the middle of a term as a replacement for a departing Board member or to expand the number of Board members, the term of the new Shareholder-elected Board member shall be the remainder of the regular term for the other Shareholder-elected Board members. Two of the Board members can jointly sign for the company.")

7.2 Terms of appointment of member to the Nomination Committee

The Board of Directors proposes to change the company's Articles of Association so that all Nomination Committee positions have a consistent term of appointment.

§ 7 third paragraph of the articles of association shall read as follows:

"Valgkomiteen skal bestå av styrets formann og to medlemmer valgt av generalforsamlingen. Medlemmene valgt av generalforsamlingen velges i oddetallsår for en periode på to år. Dersom et medlem oppnevnes midt i en periode som erstatning for et avtroppende medlem eller for å utvide antallet medlemmer, skal

tjenesteperioden for det nye medlemmet være like resten av ordinær tjenesteperiode for de de øvrige medlemmene."

(English office translation:

"The Nomination committee shall consist of the chairman and two members elected by the General Meeting. Members appointed by the General Meeting are elected in odd-numbered years for a term of two years. If a new Nomination committee member is appointed in the middle of a term as a replacement for a departing Nomination committee member or to expand the number of Nomination committee members, the term of the new Nomination Committee member shall be the remainder of the regular term for the other Nomination committee members.")

7.3 Changes in the Public Limited Liability Companies Act

The Board of Directors proposes that the General Meeting approves certain amendments to the company's Articles of Association due to changes to the Norwegian Public Limited Liability Companies Act which enters into force 1st July 2023. The new rules imply, among other things, that shareholders with shares through custodian registration who want to participate in the General Meeting must notify the company of this no later than two working days before the General Meeting, and that the company can enact a corresponding registration deadline for other shareholders. Furthermore, the new rules will set out that the right to participate and to vote at the General Meeting may only be exercised by those who are shareholders five weekdays prior to the general assembly.

The Board of Directors proposes that the General Meeting makes the following resolution which shall take effect from 1 July 2023:

The articles of association shall be amended as follows with effect from 1 July 2023:

§ 9 of the articles of association shall read:

Retten til å delta og stemme på generalforsamlingen kan bare utøves av den som er aksjeeier fem virkedager før generalforsamlingen (registreringsdatoen).

(English office translation:

The right to participate and to vote at the General Assembly may only be exercised by the shareholder five weekdays prior to the general assembly (the registration day).)

§ 10 of the articles shall read:

Aksjeeiere som vil delta i generalforsamlinger, selv eller ved fullmektig, skal gi melding om dette til selskapet på forhånd. Melding må være mottatt av selskapet senest to virkedager før generalforsamlingen, med mindre styret før innkallingen er sendt fastsetter en senere frist for meldingen.

(English office translation:

"Shareholders who want to participate in the General Meeting, personally or by proxy, shall give notice to the company in advance. Notification must be received by the company no later than two working days prior to the General Meeting, unless the Board, before the notice is sent, resolves a later deadline for the notification.")

8. Election of two members to the Board of Directors

The Board of Directors of Atea ASA presently consists of 8 members, of which 5 are shareholder elected and 3 are employee representatives. All shareholder elected Board members were appointed by the Annual General Meeting 2022 for a 2-year term, which will expire at the Annual General Meeting in 2024.

The chairman, Ib Kunøe, has informed that he will retire from his Board position with effect from the date of this year's Annual General Meeting. In addition, the Nomination Committee has recommended to increase the number of shareholder-elected members of the Board of Directors from 5 to 6. Thus, two new Board members must be appointed by the Annual General Meeting.

The Nomination Committee has proposed two candidates for election to open positions on the Board of Directors. The recommendation of the Nomination Committee is enclosed to this summons (Attachment 1). The term of appointment is one year, which will expire at the Annual General Meeting in 2024, in accordance with the articles of association.

In accordance with this recommendation, the Nomination Committee proposes that the General Meeting makes the following resolution:

"The Board of Directors of Atea ASA will consist of 9 members, of which 6 are shareholder-elected and 3 are employee representatives. It was resolved that Carl Espen Wollebekk and Lone Schøtt Kunøe will be elected to open positions on the Board of Directors for a period of one year."

9. Approval of the auditor's fees

The company's auditor, Deloitte AS, has received a total remuneration of NOK 1,581,000 for auditing services in 2022.

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

"The auditor's fees for 2022 are approved."

10. Election of Nomination Committee members

The term of office for the current elected members of the Nomination Committee expires at the date of the Annual General Meeting 2023 and thus new members must be elected by the General Meeting. Pursuant to the Articles of Association § 7, the Nomination Committee shall consist of the Board Chairman and two members elected by the General Meeting. In the preceding period, the Nomination Committee's elected members have been Ib Kunøe (chairman), Karl Martin Stang and Carl Espen Wollebekk.

As described in item 8 above, Ib Kunøe will retire from his Board position with effect from this year's Annual General Meeting. Pursuant to the Articles of Association, the new Chairman will be a member of the Nomination Committee for the coming term. Karl Martin Stang has confirmed that he is willing to be re-elected to the Nomination Committee for the coming term. Carl Espen Wollebekk will not seek re-election to the Nomination Committee as he has been nominated as a candidate for the Board of Directors.

The Nomination Committee proposes that Karl Martin Stang is re-elected to the Nomination Committee, and that Kristin Omreng is elected as a new member of the Nomination Committee. The recommendation of the Nomination Committee is enclosed to this summons (Attachment 1). The term of the appointment is 2 years, in accordance with the Articles of Association.

In accordance with this recommendation, the Board of Directors proposes that the General Meeting makes the following resolution:

"It was resolved that Karl Martin Stang will be re-elected to the Nomination Committee and that Kristin Omreng will be elected as a new member of the Nomination Committee."

11. Adoption of the remuneration to be paid to Board members and Audit Committee members

Based on the enclosed recommendation by the Nomination Committee (see [Attachment 1](#)), the Board of Directors proposes that the General Meeting makes the following resolution:

*"Remuneration to the Chairman of the Board for 2022 is set to NOK 500,000.
Remuneration to shareholder elected Board members for 2022 is set to NOK 200,000 each.
Remuneration to employee elected Board members for 2022 is set to NOK 150,000 each.*

*Members of the Audit committee will receive the following incremental compensation:
Head of Audit committee: NOK 150,000
Other members of the Audit committee: NOK 100,000 each"*

12. Adoption of the remuneration to the Nomination Committee

The Board of Directors proposes that the General Meeting makes the following resolution with respect to remuneration to the members of the Nomination Committee:

"Remuneration to each member of the Nomination Committee for the period between the General Meeting in 2022 until the General Meeting in 2023 is set to NOK 20,000."

13. Approval of the amended Remuneration policy for leading personnel

In accordance with section 6-16a of the Norwegian Public Limited Liability Companies Act, the Board of Directors shall prepare a remuneration policy for leading personnel. The current Remuneration policy was approved by the Annual General Meeting in 2022.

The Board of Directors proposes one amendment to the current Remuneration policy. During 2023, the Group plans to establish a share savings program for all employees, under which employees may choose to allocate a fixed sum from their after-tax income to purchase shares in Atea ASA. The proposed amendment to the Remuneration policy would enable corporate executives to also participate in the share savings program. The remuneration policy is available at atea.com/investors/annual-general-meeting.

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

"The remuneration policy on determination of salary and other remuneration for leading personnel is approved."

14. Approval of the Remuneration report for leading personnel

In accordance with section 6-16b of the Norwegian Public Limited Liability Companies Act, the Board of Directors have prepared a remuneration report for the executive management of the Atea Group. The remuneration report is available at atea.com/investors/annual-general-meeting.

In accordance with section 5-6 fourth paragraph of the Norwegian Public Limited Liability Companies Act with reference to section 6-16b second paragraph, the report shall be considered by the General Meeting by way of an advisory vote.

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

"The remuneration report for leading personnel is approved by an advisory vote."

15. The Board of Director's statement of business control pursuant to the Accounting Act's Section 3-3 b

Pursuant to the Norwegian Public Limited Liability Companies Act Section 5-6 (5) the Board of Directors shall provide a statement of the company's business control system according to the Accounting Act's Section 3-3 b and the General Meeting shall consider such statement. The statement is provided in the company's Guidelines for Corporate Governance, which is published in the Annual Report. The statement will not be subject to a cast of votes at the General Meeting.

16. Power of attorney to the Board of Directors to increase the company's share capital in connection with the fulfilment of the company's share option programme

In previous years, the General Meeting has authorized the Board of Directors to grant share options to the executive team and other key personnel in the Group as part of an overall compensation and retention package. Based on this authorization from the General Meeting, share options were granted to the executive team and other key employees in the Group.

In total, 1,514,877 of these share options have vested as of the date of the General Meeting, and an additional 1,614,332 share options are due to vest before June 30, 2024, when a new General Meeting will have taken place.

A maximum 3,129,209 share options can be exercised by employees before the next General Meeting in 2024. These share options were issued to employees in prior years under the authorization of the General Meeting for that year. All of these share options will have been held by employees for three or more years before the exercise date, in conformity with the vesting requirements stated in the Board of Directors' declaration with regard to equity-linked incentives.

During the coming year, the company will need to meet its contractual obligations to Group employees for any outstanding share options which are vested and which the employees choose to exercise. The company has issued new shares and used treasury shares to meet the contractual obligations of its share options, based on authorizations to increase the share capital granted by the General Meeting to the Board of Directors. The company also retains the right to settle share options in cash based on the difference between the share price on the date of exercise and the strike price of the option contract.

In order to meet the company's contractual obligations to employees under existing share option agreements, the Board of Directors proposes that it is authorized to increase the company's share capital by issuing up to 3,129,209 new shares in connection with the possible exercise of options that are or will be vested before the company's Annual General Meeting in 2024. As described above, these share options were granted to employees in prior years under the authorization of the General Meeting for that year. The Board of Directors further proposes that the shareholders' pre-emptive rights may be waived for any share increase under this resolution, as the sole purpose of the power of attorney is to fulfil the company's contractual obligations under existing share option contracts with its employees.

In the event that the Board's proposal is not approved, the company must settle its options contracts to employees in cash when options are exercised or must repurchase additional shares to settle the options contract. The purpose of this resolution is therefore to enable the company to finance its obligations under options contracts through the issuance of shares, rather than through the use of cash.

The Board wishes to emphasise that this proposal does not authorize the Board of Directors to grant new share options to the executive team and other key personnel in the Group.

Instead, the proposal under this item 16 only authorises the Board to increase the share capital to finance its obligations under existing share options contracts which were granted in previous years based on the authorization of previous General Meetings.

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

"In order to meet the company's contractual obligations related to share options that have been granted to employees under the authorization of prior General Meetings, the Board of Directors is granted a power of attorney pursuant to Section 10-14 of the Public Limited Liability Companies Act to increase the share capital of the company by a maximum of NOK 3,129,209 through issuance of a maximum of 3,129,209 shares, by one or several private offerings to employees of the Group.

This power of attorney shall be effective from the date it is registered in the Norwegian Register of Business Enterprises and will remain valid until the Annual General Meeting in 2024, however it will expire no later than 30 June 2024.

It shall be possible to waive the pre-emptive rights of the shareholders to subscribe for and be allotted shares pursuant to Section 10-4 of the Norwegian Public Limited Liability Companies Act. The Board of Directors shall determine the subscription terms, including the subscription price.

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.

The authorization does not comprise share capital increases in connection with mergers pursuant to Section 13-5 of the Norwegian Public Limited Liability Companies Act.

The Board of Directors is authorised to amend Article 4 of the Articles of Association as the power of attorney is utilised.

From the time of registration with the Norwegian Register of Business Enterprises, this authorization replaced previous authorisation for issuance of shares in connection with the company's share options to employees, granted to the Board of Directors at the Annual General Meeting held on 28 April 2022."

17. Power of attorney to the Board of Directors to increase the company's share capital pursuant to Section 10-14 of the Norwegian Public Limited Liability Companies Act

It is proposed that the Board of Directors is granted a power of attorney to resolve an increase in the company's share capital by a maximum of NOK 11,000,000 through the issuance of a maximum of 11,000,000 new shares. The proposal is made in order for the Board of Directors to strengthen the company's equity, acquire complementary businesses and any associated obligations, issue shares as merger consideration and issue shares in connection with the establishment of cooperation with industrial or strategic partners. This will give the company the flexibility required to fulfil its strategic goals.

Moreover, the Board of Directors proposes that the shareholders' pre-emptive rights may be waived. The reason for such proposal is that the power of attorney may be used in relation to acquisition of businesses, as merger consideration and as consideration in relation to cooperation with industrial or strategic partners.

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

"The Board of Directors of Atea ASA is granted a power of attorney pursuant to Section 10-14 of the Norwegian Public Limited Liability Companies Act to increase the company's share capital by a maximum of NOK 11,000,000 through issuance of a maximum of 11,000,000 new shares, in one or more rounds.

The power of attorney also encompasses payments made by means other than cash and the ability to settle share capital contributions through set off and the right to incur specific obligations on behalf of the company, cf. Section 10-12 of the Norwegian Public Limited Liability Companies Act.

It shall be possible to use the share capital increase to strengthen the company's equity, acquire complementary businesses and any associated obligations, and to issue shares as merger consideration and in connection with the establishment of cooperation with industrial or strategic partners.

The authorization covers share capital increases in connection with mergers pursuant to Section 13-5 of the Norwegian Public Limited Liability Companies Act.

This power of attorney shall be effective from the date it is registered in the Norwegian Register of Business Enterprises and will remain valid until the Annual General Meeting in 2024, however it will expire no later than 30 June 2024.

It shall be possible to waive the pre-emptive rights of the shareholders to subscribe for and be allotted shares pursuant to Section 10-4 of the Norwegian Public Limited Liability Companies Act.

The Board of Directors shall determine the subscription terms, including the subscription price.

The Board of Directors is authorised to amend Article 4 of the Articles of Association as the power of attorney is utilised."

18. Power of attorney to the Board of Directors to buy back shares in the company pursuant to Section 9-4 of the Norwegian Public Limited Liability Companies Act

The Board of Directors proposes that the General Meeting makes the below resolution for the company's acquisition of own shares:

"The Board of Directors of Atea ASA is granted a power of attorney pursuant to Section 9-4 of the Norwegian Public Limited Liability Companies Act to allow Atea ASA and/or its subsidiaries to acquire shares in Atea ASA with a maximum par value of NOK 10,000,000. The minimum and maximum price that may be paid for each share is NOK 1 (par value) and NOK 250, respectively. The Board of Directors is free to determine the methods to be used for the acquisition and sale of the company's own shares.

This power of attorney will remain valid until the Annual General Meeting in 2024, however it will expire no later than 30 June 2024.

From the time of registration with the Norwegian Register of Business Enterprises, this authorization replaces the previous authorization to acquire own shares, granted to the Board of Directors at the Annual General Meeting held on 28 April 2022."

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This notice and the enclosed registration and proxy form have been sent to all shareholders with a known address. In compliance with the regulations in the company's Articles of Association, the company's financial statements, the auditor's report for 2022 and this summons with attachments have been made available on Atea ASA's website, atea.com/investors/annual-general-meeting. All documents are also available at the company's business address. The aforementioned documents will be sent free of charge to any shareholder who contacts the company.

The total number of shares in Atea ASA is 112,384,093, each with a nominal value of NOK 1. All shares have equal voting and other rights in the company. As the day of this notice the company holds 1,650,819 treasury shares.

Shareholders who are registered in the register of shareholders (Euronext Securities Oslo, former "VPS") or have reported and documented their acquisition of shares, and the acquisition is not impeded by provisions in the Articles of Association, can exercise their shareholder rights, including participation in the General Meeting, cf. Section 4-2 of the Norwegian Public Limited Liability Companies Act, cf. Section 5-2. Attention is drawn to the fact that pursuant to § 9 of the Articles of Association, the right to attend and vote in the General Meeting may only be exercised when the acquisition of shares in the company has been registered in the shareholders register (Euronext Securities Oslo) the fifth weekday prior to the General Meeting. Thereby, the right to participate and vote in the Annual General Meeting presupposes that the acquisition has been registered in the shareholders register (Euronext Securities Oslo) on **20 April 2023** (the record date).

Pursuant to Section 4-10 of the Norwegian Public Limited Liability Companies Act, neither a beneficial shareholder nor a nominee is entitled to vote for shares that are registered in a Euronext Securities Oslo account belonging to a nominee. In order to vote for the shares held through a nominee, such shares need to be re-registered from the nominee to the beneficial shareholder prior to the General Meeting. Shares which are still registered on a nominee account at the date of the General Meeting will not have the right to cast votes.

Pursuant to Section 5-11 of the Norwegian Public Limited Liability Companies Act, shareholders are entitled to consideration of items at the General Meeting that they have reported in writing to the Board of Directors within seven days prior to the deadline for summons of the General Meeting, together with a proposal for resolution or grounds for the question being raised at the agenda. If the notice has already been sent, then a new notice shall be sent if the deadline for the summons has not expired.

Pursuant to the General Meeting regulative (regulative of 6 July 2009 nbr. 983) and the Norwegian Public Limited Liability Companies Act, section 5-15, first section, a shareholder may request that members of the Board of Directors, members of the corporate assembly and the Managing Director at the General Meeting provide available information regarding circumstances that may have an impact on the judgement of the approval of the annual accounts and the annual report, issues that have been presented to the shareholders for resolution, the company's financial position, hereunder the operation of other companies in which the company participates and other issues that the General Meeting shall deal with, unless the information that is requested cannot be provided without disproportionate harm to the company. Shareholders that would like to set forth such request must do this in writing within **12 April 2023** by sending a notice according to what is stated below.

Shareholders who wish to participate at the General Meeting are requested to give notice to Atea ASA via:

Nordea Bank Abp, filial i Norge, Issuer Services
P.O. Box 1166 Sentrum
NO-0107 Oslo

Phone: +47 24 01 34 62
E-mail: nis@nordea.com

by 12:00 a.m. on Wednesday 20 April 2023.

Shareholders that would like to provide votes in advance may do this in writing or electronically (pursuant to the Articles of Association § 11). The Articles of Association states that the providing of electronic votes must be submitted no later than two days prior to the General Meeting. In order to comply with the deadline, electronic votes must be submitted within **Wednesday 20 April 2023 at 12:00 a.m.**

Registration and providing of advance votes may be done through Atea ASA's website (atea.com/investors/annual-general-meeting). The reference number must be provided when the registration is made. For further information, please see the enclosed registration form (Attachment 2) or take contact with Nordea Client Relations NO.

Pursuant to the Articles of Association § 10, shareholders that have not sent notification of participation in the General Meeting within the deadline (**Wednesday 20 April 2023 at 12:00 a.m.**) may be denied such participation.

Shareholders who wish to appear by proxy may use the enclosed proxy form (Attachment 3). The Board Chairman is willing to accept such proxies.

Yours sincerely
On behalf of the Board of Directors of Atea ASA

A handwritten signature in black ink, appearing to be 'Ib Kunøe', with a period at the end.

Ib Kunøe
Board Chairman

Attachment 1

Proposal from the Nomination Committee of Atea ASA to the company's Annual General Meeting on 27 April 2023

In accordance with its Articles of Association and with guidelines approved by the Annual General Meeting in 2015, Atea ASA has a Nomination Committee with the duty to provide recommendations to the Annual General Meeting on the following topics:

1. Candidates for election to the Board of Directors
2. Remuneration to the Board of Directors
3. Candidates for election to the Nomination Committee

The Nomination Committee's external members are Carl Espen Wollebekk and Karl Martin Stang, who were elected at the Annual General Meeting as of 29 April 2021. In addition, Ib Kunøe is a member of the Nomination Committee pursuant to the Articles of Association and his position as Board Chairman.

The Nomination Committee makes the following recommendations to the Annual General Meeting:

1. Candidates for election to the Board of Directors

The Board of Directors of Atea ASA presently consists of 8 members, of which 5 are shareholder elected and 3 are employee representatives. Pursuant to section 5 of the Articles of Association, the company's Board of Directors shall have from 7 to 9 members. The Nomination Committee proposes that the number of members of the Board of Directors is increased to nine, of which 6 are shareholder elected and 3 are employee representatives.

The shareholder elected Board members are presently Ib Kunøe (Board Chairman), Sven Madsen, Morten Jurs, Lisbeth Toftkær Kvan and Saloume Djoudat. The chairman, Ib Kunøe, has informed that he will retire from his Board position with effect from the date of this year's Annual General Meeting. Therefore, the Nomination Committee has proposed candidates to fill two open positions on the Board of Directors.

The Annual General Meeting in 2015 provided the following guidelines to the Nomination Committee regarding candidates to the Board of Directors:

The Nominating Committee shall, when proposing candidates to the Board of Directors, try to ensure that the following considerations are taken into account;

- (i) *continuity and renewal of the shareholders' representation in the Board of Directors,*
- (ii) *a composition of the Board of Directors that ensures a qualified professional support to the administration of the company and*
- (iii) *that the Board of Directors has adequate independence to the company's main shareholders to ensure that the Board of Directors' control functions are safeguarded.*

The Nomination Committee has evaluated qualified candidates and based its proposal on the guidelines from the General Meeting.

The Nomination Committee recommends that the following candidates are elected to the Board, based on their professional experience in finance, general management and in the technology industry.

- Carl Espen Wollebekk

Carl Espen Wollebekk (b. 1961) is presently working as advisor and interim leader. He is board member of the investment company Foinco AS, a family office with a long tradition of investing in technology companies. He has extensive experience as a CEO, CFO, Board Member and as a Corporate Finance advisor to companies in the technology industry, including a position as Chief Financial Officer of Atea (then called Merkantildata ASA) from 1994 – 2000 and as COO of all non-strategic operations in Atea from 2000 to 2002. Wollebekk has been a member of the Atea board in a one previous period, from 2005 until 2007 when he had to step down from the board due to his CEO position with an investment bank. Wollebekk has held a position with the Nomination Committee of Atea ASA since 2008. Wollebekk holds an MBA degree with honors from Schiller International University in London, and Master studies in Economics at Copenhagen Business School where he also holds a BsC degree

The proposal to nominate Carl Espen Wollebekk to the Board of Directors was made by Ib Kunøe and Karl Martin Stang, with Carl Espen Wollebekk abstaining.

- Lone Schøtt Kunøe

Lone Schøtt Kunøe (b. 1966) - since 2006 Managing Director of Consolidated Holdings A/S (an active owner of several companies). She has many years of experience as a Chairman or Board member for a broad portfolio of companies, including several companies in the technology industry. Prior to Consolidated Holdings, she worked as a senior consultant for Mercuri Urval (a consultancy focused on management and organizational development) and in positions with the National Bank of Denmark and the European Monetary Institute. Kunøe has a Master of Science in Economics from Copenhagen University.

The proposal to nominate Lone Schøtt Kunøe to the Board of Directors was made by Carl Espen Wollebekk and Karl Martin Stang, with Ib Kunøe abstaining.

2. Remuneration to the Board of Directors for 2022

The Nomination Committee's proposal to the General Meeting is that the remuneration to Board members will be set at the following levels for 2022:

- Chairman: NOK 500,000.
- Shareholder elected Board members: NOK 200,000 each
- Employee elected board members: NOK 150,000 each

Members of the Audit committee will receive the following incremental compensation:

- Head of Audit committee: NOK 150,000
- Other members of audit committee: 100,000 each

The level of remuneration to the Board members is unchanged from the previous year.

3. Candidates for election to the Nomination Committee

The term of the current Nomination Committee is set to expire at the Annual General Meeting in 2023. The current membership of the Nomination Committee is responsible for recommending members for election to the Nomination committee by the General Meeting for the next two-year term.

The instructions to the Nomination Committee (adopted in 2015) state the following with respect to candidates being proposed as members of the Nomination Committee:

When proposing members for election to the Nomination Committee, the Nomination Committee shall seek candidates which meet the following criteria;

- (i) are independent of the Board of Directors and the company's main shareholders,*
- (ii) have competence and experience as board members,*
- (iii) have good knowledge of the company's business and*
- (iv) are well oriented in the Nordic industry and commerce.*

The Nomination Committee proposes that Karl Martin Stang is re-elected to the Nomination Committee and that Kristin Omreng is appointed to the Nomination Committee for the next two-year term. Omreng's background and experience is summarized below:

- Kristin Omreng

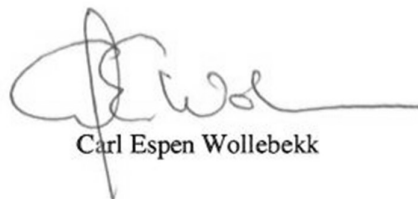
Kristin Omreng (b. 1980) currently holds the position as Senior Vice President of Global HR at the Oslo Stock Exchange-listed company PGS ASA, a position she has held since early 2020. She has previously worked as Chief of Staff at Hoegh Autoliners and as Vice President of Human Resources at Aker Solutions. Prior to this experience, Omreng has held leadership positions in the executive recruitment firms Mercuri Urval and Hartmark Consulting. She has also served on the Boards of the technology firm Piql and Aker Subsea AS. Omreng holds a Masters Degree in Business and Economics from the Norwegian School of Management.

The Nomination Committee has based its proposal on an overall evaluation of the candidate's qualifications in accordance with the guidelines from the General Meeting. The proposal was made unanimously.

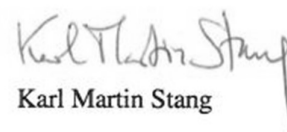
Oslo, 23 March 2023



Ib Kunø



Carl Espen Wollebakk



Karl Martin Stang

Attachment 2

Registration form

"etternavn + fornavn"

"navn 3"

"adresse 1"

"adresse 2"

"postnr + poststed"

"land"

Ref no: **XX**

PIN code: **XX**

Notice of Annual General Meeting

Annual General Meeting in Atea ASA will be held on Thursday 27 April 2023 at 09:30 a.m. at Thon Hotel Vika Atrium, Munkedamsveien 45, 0250 Oslo, Norway. See details regarding votes in advance and proxies below.

Record date is 20 April 2023 (the date when shareholding must be recorded in the shareholders register (VPS) to be entitled to participate and vote in the Annual General Meeting)

If the above-mentioned shareholder is a legal entity, it will be represented by: _____

Name of entity representative
(To grant proxy, use the proxy form below)

Notice of attendance (if attending personally)

The undersigned will attend **Atea ASA's Annual General Meeting on Thursday 27 April 2023** and vote for in total:

XXX shares

This notice of attendance must be received by Nordea Bank Norge ASA, Issuer Services, no later than **20 April 2023 at 12:00 CET**.

Notice of attendance may be sent electronically through the company's website www.atea.com or through VPS Investor Services. It may also be sent by e-mail: nis@nordea.com, or post: Nordea Bank Abp, filial i Norge, Issuer Services, PO Box 1166 Sentrum, NO-0107 Oslo, Norway. **Advance votes** may only be cast electronically, through the company's website www.atea.com or through VPS Investor Services. To access the electronic system for notification of attendance and advance voting through the company's website, the above-mentioned reference number and PIN code must be stated. **See details regarding votes in advance and proxies below.**

Place

Date

Shareholder's signature

(If attending personally. To grant a proxy, use the form below)



Proxy (without voting instructions)

Ref no: **XX**

PIN code: **XX**

This proxy form is to be used for a proxy without voting instructions. To grant a proxy with voting instructions, please go to page 2.

This proxy may be used by a person authorised by you, or you may send the proxy without naming the proxy holder. In such case, the proxy will be deemed to be given to the Chairman of the Board of Director's or a person authorised by him.

The proxy form must be received by Nordea Client Relations NO, Issuer Services, no later than **20 April 2023 at 12:00 CET**.

Notice of attendance may be sent electronically through the company's website www.atea.com or through VPS Investor Services. It may also be sent by e-mail: nis@nordea.com, or post: **Nordea Bank Abp, filial i Norge, Issuer Services, PO Box 1166** Sentrum, NO-0107 Oslo, Norway. **Advance votes** may only be cast electronically, through the company's website www.atea.com or through VPS Investor Services. To access the electronic system for notification of attendance and advance voting through the company's website, the above-mentioned reference number and PIN code must be stated.

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

- The Chairman of the Board of Director's (or a person authorized by him), or
- _____
Name of proxy holder (in capital letters)

a proxy to attend and vote for my/our shares at the Annual General Meeting of Atea ASA on 27 April 2027.

Place

Date

Shareholder's signature
(Signature only when granting proxy)

With regard to rights of attendance and voting we refer to the Public Limited Liability Companies Act, in particular Chapter 5. A written power of attorney dated and signed by the beneficial owner giving such proxy must be presented at the meeting. If the shareholder is a company, please attach the shareholder's certificate of registration to the proxy.

Attachment 3

Proxy (with voting instructions)

Ref no: **XX**

PIN code: **XX**

This proxy form is to be used for a proxy with voting instructions. If you are unable to attend the Annual General Meeting in person, you may use this proxy form to give voting instructions. You may grant a proxy with voting instructions to a person authorised by you, or you may send the proxy without naming the proxy holder. In the latter case, the proxy will be deemed to be given to the Chairman of the Board of Director's or a person authorised by him. The proxy must be dated and signed.

The proxy form must be received by Nordea Bank Abp, filial i Norge, Issuer Services., no later than **20 April 2023 at 12:00 CET**. It may be sent by e-mail: nis@nordea.com, or post: Nordea Bank Abp, filial i Norge, Issuer Services, PO Box 1166 Sentrum, NO-0107 Oslo, Norway.

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

The Chairman of the Board of Director's (or a person authorised by him), or

Name of proxy holder (in capital letters)

a proxy to attend and vote for my/our shares at the Annual General Meeting of Atea ASA on 27 April 2023.

The votes shall be exercised in accordance with the instructions below. Please note that if any item below is not voted for (not ticked off), this will be deemed to be an instruction to vote "for" the proposal in the notice. However, if any motion is made from the floor in addition to or as a replacement of the proposals in the notice, the proxy holder may vote or abstain from voting at his discretion. In such case, the proxy holder will vote on the basis of his reasonable understanding of the motion. The same applies if there is any doubt as to how the instructions should be understood. Where no such reasonable interpretation is possible, the proxy holder may abstain from voting.

Agenda for the Annual General Meeting 2023	For	Against	Abstention
1. Election of chairperson for the meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Election of an individual to sign the minutes jointly with the chairperson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Approval of the notice of the meeting and agenda	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Report from the CEO			
5. Approval of the financial statements and annual report for 2022 for the parent company and Group, including year-end allocations	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Resolution regarding distribution of dividend	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.1 Distribution of dividend in May 2023	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.1 Power of attorney to the Board of Directors to distribute dividend	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Amendments of the Articles of Association			
7.1 Terms of appointment of Board members	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.2 Terms of appointment of member to the Nomination Committee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.3 Changes in the Public Limited Liability Companies	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Election of two members to the Board of Directors			
8.1 Carl Espen Wollebekk	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8.2 Lone Schøtt Kunøe	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Approval of the auditor's fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Election of Nomination Committee members			
10.1 Karl Martin Stang	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10.2 Kristin Omreng	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Adoption of the remuneration to be paid to board members and Audit Committee members			
11.1 Chairman of the Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11.2 Members elected by the shareholders	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11.3 Members elected by the employees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11.4 Head of Audit committee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

- | | | | |
|---|--------------------------|--------------------------|--------------------------|
| 8.5 Other members of the Audit committee | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 12. Adoption of the remuneration to the Nomination Committee | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 13. Approval of the amended Remuneration policy for leading personnel | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 14. Approval of Remuneration policy for leading personnel | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 15. The Board of Director's statement of business control pursuant to the Accounting Act's Section 3-3b | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 16. Power of attorney to the Board of Directors to increase the share capital in connection with the fulfillment of the company's share option programme | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 17. Power of attorney to the Board of Directors to increase the share capital pursuant to Section 10-14 of the Public Limited Liability Companies Act | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 18. Power of attorney to the Board of Directors to buy back shares in Atea pursuant to Section 9-4 of the Public Limited Liability Companies Act | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Place

Date

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

With regard to rights of attendance and voting, reference is made to the Public Limited Liability Companies Act, in particular Chapter 5. A written power of attorney dated and signed by the beneficial owner giving such proxy must be presented at the meeting. If the shareholder is a company, please attach the shareholder's certificate of registration to the proxy.