

## HUDDLY AS

### PROTOKOLL FRA ORDINÆR GENERALFORSAMLING

Den 11. april 2019 ble det avholdt ordinær generalforsamling i Huddly AS i selskapets lokaler.

Til behandling forelå følgende saker:

#### 1. Åpning av generalforsamlingen

Generalforsamlingen ble åpnet av styremedlem Kristian Kolberg.

Det ble gjennomført fortegnelse av fremmøtte aksjeeiere, enten selv eller ved fullmektig. Fortegnelse er inntatt i protokollen som vedlegg 1.

#### 2. Valg av møteleder

Kristian Kolberg ble valgt til å lede møtet.

#### 3. Godkjenning av innkallingen

Innkallingen ble godkjent.

#### 4. Valg av representant til å medundertegne protokollen

Øystein Drageset ble valgt til å undertegne protokollen sammen med møteleder.

#### 5. Godkjenning av årsregnskap og årsberetning for 2018

I samsvar med styrets forslag ble årsregnskap og styrets årsberetning godkjent.

#### 6. Honorar til styret og revisor

I samsvar med styrets forslag ble det besluttet at styrets godtgjørsløse for året 2019 skal være:

Styrets leder: NOK 150 000

Styremedlemmer: NOK 75 000

I samsvar med styrets forslag ble det besluttet at revisors honorar skal dekkes etter regning.

#### 7. Fullmakt til styret – tilbakekjøp av aksjer

I samsvar med styrets forslag traff generalforsamlingen følgende beslutning om fullmakt til styret for kjøp av egne aksjer:

### MINUTES OF ANNUAL GENERAL MEETING

On 11 April 2019 the annual general meeting in Huddly AS was held at the company's office premises.

The following matters were resolved:

#### 1. Opening of the general meeting

The general meeting was opened by board member Kristian Kolberg.

Shareholders attending the meeting, either personally or by proxy were registered. Attendees are attached to these minutes as appendix 1.

#### 2. Election of chairman of the meeting

Kristian Kolberg was elected to chair the meeting.

#### 3. Approval of the notice

The notice was approved.

#### 4. Election of a representative to co-sign the minutes

Øystein Drageset was elected to co-sign the minutes.

#### 5. Approval of the annual accounts and annual statement for 2018

In accordance with the board's proposal, the annual accounts and annual statement were approved.

#### 6. Remuneration for the board and auditor

In accordance with the board's proposal, the general meeting resolved the following remuneration for the members of the Board for 2019:

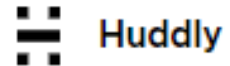
Chairman: NOK 150,000

Board members: NOK 75,000

In accordance with the board's proposal the general meeting resolved that the auditor's remuneration shall be paid according to invoice.

#### 7. Authorization to the board – repurchase of shares

In accordance with the board's proposal, the general meeting made the following resolution regarding authorization to the board to purchase own shares:



- (a) Styret gis i henhold til aksjeloven § 9-4 fullmakt til på vegne av Selskapet å erverve inntil 300 000 aksjer i Selskapet ("egne aksjer") på vegne av Selskapet med en samlet pålydende verdi på inntil NOK 3 000.
- (b) Ved erverv av egne aksjer kan det ikke betales et vederlag pr. aksje som er mindre enn NOK 0,01 eller som overstiger NOK 30.
- (c) Styret fastslår hvordan egne aksjer kan anskaffes eller avhendes.
- (d) Fullmakten skal være gyldig i 2 år fra datoen for denne generalforsamlingen.
- (e) Fullmakt for kjøp av egne aksjer avgitt 26. juni 2018 trekkes tilbake.

#### **8. Fullmakt til styret – kapitalforhøyelse ved nytegning av aksjer**

I samsvar med styrets forslag traff generalforsamlingen følgende beslutning om fullmakt til å forhøye aksjekapitalen ved nytegning av aksjer:

- (a) Aksjekapitalen skal i alt kunne forhøyes med NOK 11 811 ved utstedelse av opptil 1 181 100 nye aksjer. Fullmakten kan benyttes flere ganger innen den angitte rammen.
- (b) Fullmakten skal være gyldig i 2 år fra datoen for denne generalforsamlingen.
- (c) De eksisterende aksjeeiernes fortrinnsrett kan fravikes.
- (d) Styrefullmakten omfatter ikke kapitalforhøyelse mot innskudd i andre eiendeler enn penger eller rett til å pådra selskapet serlige plikter etter asl. § 10-2.
- (e) Styrefullmakten omfatter omfatter ikke en beslutning om fusjon etter asl. § 13-5.
- (f) Fullmakt for kapitalforhøyelse ved nytegning av aksjer avgitt 26. juni 2018 trekkes tilbake.

#### **9. Informasjon til aksjonærene om Selskapets bruk av syntetiske opsjoner og forslag om fullmakt til å utstede syntetiske opsjoner**

I samsvar med styrets forslag traff generalforsamlingen følgende beslutning om fullmakt til styret til å utstede syntetiske opsjoner:

- (a) The Board is authorized pursuant to the Companies Act § 9-4 to acquire up to 300,000 shares in the Company ("own shares") on behalf of the Company with an aggregate nominal value of up to NOK 3,000.
- (b) When acquiring own shares, the consideration per share may not be less than NOK 0.01 and may not exceed NOK 30.
- (c) The Board determines the methods by which own shares can be acquired or disposed of.
- (d) The authorization shall be valid for a period of 2 years from the date of this general meeting.
- (e) The authorization to acquire own shares made on 26 June 2018 is hereby withdrawn.

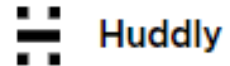
#### **8. Authorization to the Board – increase of share capital by subscription of new shares**

In accordance with the board's proposal, the general meeting made the following resolution regarding authorization to the board to increase the share capital by subscription of new shares:

- (a) The share capital can be increased by up to NOK 11,811 by issuance of up to 1,181,100 shares in the Company. The authorization can be used several times within the stated limit.
- (b) The board authorisation shall be valid for a period of 2 years from the date of this general meeting.
- (c) The existing shareholders' preferential rights can be set aside.
- (d) The board authorization does not comprise capital increase by non-cash payment or a right to charge the company with special obligations, cf. the Norwegian Private Limited Liability Companies Act section 10-2.
- (e) The board authorization does not comprise any resolution to merge pursuant to the Norwegian Private Limited Liability Companies Act section 13-5.
- (f) The authorization to increase share capital by subscription of new shares made on 26 June 2018 is hereby withdrawn.

#### **9. Shareholders' briefing on the Company's use of synthetic options and proxy to issue new synthetic options**

In accordance with the board's proposal, the general meeting made the following resolution regarding authorization to the board to issue new synthetic options:



Styret skal kunne utstede opp til 1 100 000 nye syntetiske opsjoner til ansatte. Styrefullmakten skal gjelde frem til ordinær generalforsamling i 2020.

The Board can issue up to 1,100,000 new synthetic options for employees. The Board authorization shall apply until the annual general meeting in 2020.

#### 10. Informasjon til aksjonærene om bruk av elektronisk kommunikasjon

#### 10. Shareholders' briefing on use of electronic communication by the Company

Styret informerte om at all kommunikasjon med aksjonærene, herunder innkalling til generalforsamling, skal skje ved oppslag på Selskapets hjemmeside i samsvar med § 1-7 i aksjeloven.

The Board informed that all future communication with the shareholders, including notice to general meetings, shall be made by publishing on the Company's website, in accordance with Section 1-7 of the Companies Act.

#### 11. Endring av Huddly AS' vedtekter

#### 11. Changes to the Articles of Association of Huddly AS

I samsvar med styrets forslag besluttet generalforsamlingen å vedta et nytt sett med vedtekter slik de fremkommer av vedlegg 2 til denne protokollen. Vedtektene inneholder følgende endring:

In accordance with the board's proposal, the general meeting resolved to approve the revised Huddly AS Articles of Association attached hereto as appendix 2. The revised Articles of Association includes the following change:

Ny § 7 med følgende ordlyd:

A new Section 7 with the following wording:

"Når dokumenter er blitt gjort tilgjengelig på Selskapets nettsider om saker som skal behandles på generalforsamlingen, skal de lovbestemte kravene som angir at disse dokumentene skal sendes til aksjonærene ikke gjelde i samsvar med §5- 11a i lov om aksjeselskaper. Dette gjelder også med hensyn til dokumenter som ifølge loven skal inngå i eller vedlegges innkalling til generalforsamlingen."

"When documents have been made available on the internet site of the Company regarding matters which are to be dealt with at the general meeting, the statutory requirements which state that these documents shall be sent to the shareholders shall not apply consistent with §5-11a of the Norwegian Private Limited Liability Companies Act. This also applies with respect to documents which according to statutory law shall be included in or attached to the notice of the general meeting."

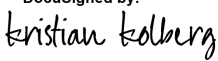
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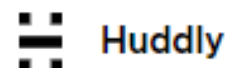
Alle beslutninger var enstemmige. Det var ingen flere saker til behandling, og møtet ble hevet.

All resolutions were passed with unanimous vote. No further matters were on the agenda, and the meeting was adjourned.

Oslo, 11 April 2019

DocuSigned by:  
  
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 Møteleder / Chairman of the meeting  
 Kristian Kolberg

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 Medundertegner / Co-Signer  
 Øystein Drageset



## APPENDIX 1

Shareholder	Number of shares	Represented by	Representative
POTETEN HOLDING AS	2,000	Power of Attorney & Representative present	Kristian Kolberg
LYSEFJELL AS	19,070	Power of Attorney & Representative present	Kristian Kolberg
SONDRE FROST URSTAD	7,230	Power of Attorney & Representative present	Kristian Kolberg
SENRON AS	41,065	Power of Attorney & Representative present	Kristian Kolberg
ELECTRIC WORK AS	185,000	Power of Attorney & Representative present	Kristian Kolberg
KJETIL MØRKVED	5,000	Power of Attorney & Representative present	Kristian Kolberg
ANURAG PAL	11,826	Power of Attorney & Representative present	Kristian Kolberg
RUNAR EILERTSEN YTREHUS	2,000	Power of Attorney & Representative present	Kristian Kolberg
KEEP ON ROCKING AS	11,250	Power of Attorney & Representative present	Kristian Kolberg
EIK HOLDINGS AS	473,550	Power of Attorney & Representative present	Kristian Kolberg
M.G. INVEST AS	20,000	Power of Attorney & Representative present	Kristian Kolberg
MARTIN CHRISTOFFER FALCH	4,689	Power of Attorney & Representative present	Kristian Kolberg
ATF G+J Williams Super Fund	428,642	Power of Attorney & Representative present	Kristian Kolberg
GJEH Pty Ltd ATF GJEH Family Trust	1,359,101	Power of Attorney & Representative present	Kristian Kolberg
NEATH THE ROSE PTY LTD ATF <sup>1</sup> , J H WA	16,838	Power of Attorney & Representative present	Kristian Kolberg
Jacqueline Hardisty Walker	38,790	Power of Attorney & Representative present	Kristian Kolberg
PAUL ROBERT VAN DER MEER	72,590	Power of Attorney & Representative present	Kristian Kolberg
RICHARD KNUT HEGG	3,000	Power of Attorney & Representative present	Kristian Kolberg
ABDU SAMAD PALLIPURATH SAIDUMOHAMED	16,200	Power of Attorney & Representative present	Kristian Kolberg
PARITO AS	18,300	Power of Attorney & Representative present	Kristian Kolberg
MARTIN LOMBNES HORVLI	14,744	Power of Attorney & Representative present	Kristian Kolberg
PLASTILIN AS	6,133	Power of Attorney & Representative present	Kristian Kolberg
GRIMSTADCO AS	53,623	Power of Attorney & Representative present	Kristian Kolberg
ISAR INVEST AS	40,000	Power of Attorney & Representative present	Kristian Kolberg
KOLBERG MOTORS AS	316,405	Power of Attorney & Representative present	Kristian Kolberg
MULTIPLIKATOR AS	129,636	Power of Attorney & Representative present	Kristian Kolberg
KORINVEST AS	251,677	Power of Attorney & Representative present	Kristian Kolberg
HPA HOLDING AS	186,000	Power of Attorney & Representative present	Kristian Kolberg
MERTOUN CAPITAL AS	941,826	Power of Attorney & Representative present	Kristian Kolberg
KNUT TEPPAN DESIGN AS	150,000	Power of Attorney & Representative present	Kristian Kolberg
BJØBERG EIENDOM AS	250,503	Power of Attorney & Representative present	Kristian Kolberg
PEPPER EIENDOM AS	58,068	Power of Attorney & Representative present	Kristian Kolberg
SOM HOLDING AS	835,683	Power of Attorney & Representative present	Kristian Kolberg
SUNSHINE HOLDING AS	196,183	Power of Attorney & Representative present	Kristian Kolberg
STAFF HOLDING AS	890,891	Power of Attorney & Representative present	Kristian Kolberg
EIRIK SUNDET	1,667	Power of Attorney & Representative present	Kristian Kolberg
Truedesign As	4,000	Shareholder present	Jarle Nordby-Bøe
<b>Sum shares represented</b>	<b>7,063,180</b>	<b>59.8%</b>	
<b>Total shares outstanding</b>	<b>11,810,839</b>		

7,063,180 shares, represented via power of attorney or in person, out of 11,810,839 total shares outstanding.

**APPENDIX 2****VEDTEKTER FOR  
HUDDLY AS**

(Vedtatt den 11. april 2019)

- § 1 Selskapets navn er Huddly AS.
- § 2 Selskapet skal ha sitt forretningskontor i Oslo kommune.
- § 3 Selskapets virksomhetsformål er drive forskning og utvikling av produkter og tjenester innen informasjonsteknologi.
- § 4 Selskapets aksjekapital er NOK 118 108,39 fordelt på 11 810 839 aksjer hver pålydende NOK 0,01.
- § 5 Erverv av aksjer er ikke betinget av samtykke fra selskapet. Aksjeeierne har ikke forkjøpsrett ved eierskifte etter aksjeloven.
- § 6 Selskapets aksjer skal registreres i et verdipapirregister.
- § 7 Når dokumenter er blitt gjort tilgjengelig på selskapets nettsider om saker som skal behandles på generalforsamlingen, skal de lovbestemte kravene som angir at disse dokumentene skal sendes til aksjonærene ikke gjelde i samsvar med §5- 11a i lov om aksjeselskaper. Dette gjelder også med hensyn til dokumenter som ifølge loven skal inngå i eller vedlegges innkalling til generalforsamlingen.
- § 8 For øvrig henvises til den til enhver tid gjeldende aksjelovgivning.

**ARTICLES OF ASSOCIATION FOR  
HUDDLY AS**

(As of April 11 2019)

- § 1 The name of the company is Huddly AS.
- § 2 The registered office of the company shall be in the municipality of Oslo.
- § 3 The business of the company is research and development of products and services related to information technology.
- § 4 The share capital of the company is NOK 118,108.39 divided into 11,810,839 shares, each having a nominal value of NOK 0.01.
- § 5 Acquisition of shares is not conditional upon consent from the company. Pre-emption right according to the Norwegian Private Limited Liability Companies Act shall not apply for share transfers.
- § 6 The shares of the company shall be registered in a securities register.
- § 7 When documents have been made available on the internet site of the company regarding matters which are to be dealt with at the general meeting, the statutory requirements which state that these documents shall be sent to the shareholders shall not apply consistent with §5-11a of the Norwegian Private Limited Liability Companies Act. This also applies with respect to documents which according to statutory law shall be included in or attached to the notice of the general meeting.
- § 8 For other matters, reference is made to the provisions of the Norwegian Private Limited Liability Companies Act, as amended from time to time.

The English language version of this document is an office translation of the original Norwegian text. In case of discrepancies, the Norwegian text shall prevail.