

Notice of Annual General Meeting

Olav Thon Eiendomsselskap ASA's Annual General Meeting will be held on Wednesday 14 May 2025 at 13:00 CET at Hotel Bristol, Kristian IVs gate 7, 0164 Oslo, Norway.

AGENDA:

1. **Opening of the Annual General Meeting by the Chairman of the Board or the one he appoints.**
2. **Election of meeting chair and one representative to co-sign the minutes of the Annual General Meeting.**
3. **Presentation of attending shareholders and proxies.**
4. **Approval of the Notice of the Annual General Meeting and the agenda.**
5. **Approval of the financial statements and Board of Directors' report for 2024 for Olav Thon Eiendomsselskap ASA and the Group, including distribution of dividends of NOK 7,25 per share.**

Reference is made to the annual report for 2024, with the annual accounts, board of directors' report and audit report, which is available on the company's website: olt.no/investor/rapporter/

The board proposes that a dividend be paid for the financial year 2024 of NOK 7,25 per share to the company's shareholders as of 14 May 2025.

If the board's proposal is adopted, the shares will be traded exclusive of dividends from and including 15 May 2025 and the dividend will be paid in week 22.

Proposed resolution:

The general meeting approves the board's proposal for annual accounts and annual report for Olav Thon Eiendomsselskap ASA and the group for the financial year 2024.

The general meeting approves the board's proposal that a dividend of NOK 7,25 per share be distributed for the financial year 2024.

6. **Authorization to the Board of Directors.**

a) **to acquire the company's own shares**

The board has continuously been authorized to acquire its own shares. It is the board's assessment that it can occasionally be beneficial for the company to buy its own shares. The board therefore proposes that the authorization be renewed.

Proposed resolution:

The Annual General Meeting gives the board authorization to acquire the company's own shares on the following terms:

- total nominal value of own shares can amount to up to NOK 10,000,000;
- the highest purchase price that can be paid per share is NOK 300 and the lowest NOK 10;
- within the amount limits, the board decides at what time, at what prices and in what way any acquisitions and disposals of own shares take place;
- the power of attorney is valid until 14 May 2026.

b) to increase the share capital

The board has continuously been authorized to increase share capital. Among other things, this enables simpler case management when opportunities arise to further develop the group's operations through the acquisition of assets, operations or company shares for consideration in newly subscribed shares. The board proposes renewal of the mandate.

Proposed resolution:

The Annual General Meeting gives the board authorization to increase the company's share capital when opportunities arise to further develop the group's operations through the acquisition of assets, operations or company shares for consideration in newly subscribed shares, on the following terms:

- the share capital can be increased by up to NOK 10,000,000 through the issue of shares belonging to the company's existing share class;
- the shareholders' pre-emptive right according to § 10-4 of the Public Limited Liability Companies Act must be able to be waived;
- the authorization includes a capital increase against deposits in assets other than cash and the right to incur special obligations on the company, cf. § 10-2 of the Public Limited Liability Companies Act. If share contributions are settled in other than cash, the board can decide that such values are to be transferred to the subsidiary in return for settlement to be made accordingly between the subsidiary and Olav Thon Eiendomsselskap ASA;
- the power of attorney includes a decision on merger pursuant to § 13-5 of the Public Limited Liability Companies Act;
- the power of attorney is valid until 14 May 2026.

7. Corporate governance**a) Statement of the company's corporate governance.**

The statement on corporate governance is available on the company's website: <https://olt.no/om-oss/foretaksstyring/>

Proposed resolution:

The general meeting approves the board's report on corporate governance.

b) Report on salary and other remuneration for senior executives.

The report on salaries and other remuneration for senior persons in the company is stated in note 8 to the consolidated accounts and is also available on the company's website: olt.no/samfunnsansvar/lederlonnsrapport/. The general assembly shall hold an advisory vote on the report.

Proposed resolution:

The general meeting gives its approval to the board's report on salaries and other remuneration to leading persons for the financial year.

c) Guidelines for determining remuneration to senior executives

Guidelines for determining remuneration for senior executives are available on the company's website; olt.no/samfunnsansvar/retningslinjer-godtgjorelse/. The guidelines are established, revised and implemented by the board and must be approved by the general meeting in the event of significant changes and at least every four years. The board has not received any views from shareholders on the guidelines that were adopted at the annual general meeting in 2021 and proposes to continue these.

Proposed resolution:

The general meeting approves the board's proposal for guidelines for determining remuneration for senior executives.

8. Determination of remuneration to members of the Board of Directors and Audit Committee.

Remuneration to the members of the Board of Directors and audit committee shall be determined by the Annual General Meeting.

Proposed resolution:

The general meeting determines remuneration of NOK 220,000 to each board member, NOK 55,000 to the deputy board member and NOK 90,000 to each member of the audit committee.

9. Approval of remuneration to the company's auditor.

A fee request has been received from the auditor at NOK 612, 280 ex. VAT.

Proposed resolution:

The general meeting approves the auditor remuneration at NOK 612, 280 ex. VAT. for statutory audit of the parent company.

10. Election of board members and a deputy board member.

It is proposed to elect 3 board members for a 2-year term. Up for election are board members Kjetil Nilsen and Elisabeth Holvik. In addition, it is proposed to elect a board member after Olav Thon, who passed away in November 2024.

A deputy board member shall be elected for a one-year term.

Proposed resolution:

The general meeting elects Kjetil Nilsen, Elisabeth Holvik and Stig O. Jacobsen as board members for two years, and Arne B. Sperre as the board's deputy member for a one-year term.

Oslo, 9 April 2025
The Board of Directors
Olav Thon Eiendomsselskap ASA

Information:

Olav Thon Eiendomsselskap ASA has issued 101,478,908 shares, which have equal rights. At the time of the notice, the company does not have own shares, and the number of shares entitled to vote will thus be 101,478,908.

Only those who are shareholders five working days before the general meeting, on the registration date, which is 6 May 2025, have the right to participate and vote at the general meeting cf. § 5-2 of the Public Limited Liability Companies Act. To be able to participate and vote at the general meeting, the shareholder must be entered in the shareholder register in Euronext Securities Oslo (VPS) or have reported and confirmed the acquisition as of 6 May 2025.

With regards to the shares held in trustee accounts, cf. The Public Limited Liability Companies Act § 1-8, as well as regulations on intermediaries covered by the Central Securities Act § 4-5 and associated implementing regulations, the notice is sent to trustees who are responsible for conveying votes, powers of attorney or registration to shareholders for whom they hold shares for. In accordance with § 5-3 of the Public Limited Companies Act, the trustees must register this with the company by the deadline for registration which is 16:00 on 12 May 2025.

In line with § 6 of the articles of association, the board has decided that documents to be processed at the general meeting will be made available on the company's website olt.no, instead of being sent out together with the notice. Shareholders can, by contacting the company, have the documents sent to them free of charge.

Shareholders who wish to attend the general meeting themselves or by proxy in accordance with written authorization, please give notice of this on the attached form, via the company's website olt.no/investor/Generalforsamling/ or via VPS investor services. The deadline for registration is 16:00 on 12 May 2025.

Every effort has been made to ensure that this translation of Notice of Annual General Meeting of Olav Thon Eiendomsselskap ASA is a true translation. However, in case of any discrepancy, the Norwegian version takes precedence.