

(OFFICE TRANSLATION)

## INNKALLING TIL EKSTRAORDINÆR GENERALFORSAMLING

## NOTICE OF EXTRAORDINARY GENERAL MEETING

I

OF

**KALERA AS**  
ORG. NR. 911 703 130

**KALERA AS**  
REG. NO. 911 703 130

Ekstraordinær generalforsamling i Kalera AS, org. nr. 911 703 130 ("**Selskapet**") skal avholdes 23. oktober 2020 kl. 14:00 på Selskapets kontorer i Tjuvholmen Allé 19, Oslo.

An extraordinary general meeting of Kalera AS, reg. nr. 911 703 130 (the "**Company**") will be held on 23 October 2020 at 14:00 CEST, at the Company's offices in Tjuvholmen Allé 19, Oslo.

Generalforsamlingen vil bli åpnet av styrets leder, Bjørge Gretland.

The general meeting will be opened by the chairman of the board of directors, Bjørge Gretland.

Til behandling foreligger:

The following items are on the agenda:

- 1 VALG AV MØTELEDER**
- 2 GODKJENNELSE AV INNKALLING OG DAGSORDEN**
- 3 VALG AV PERSON TIL Å MEDUNDERTEGNE PROTOKOLLEN SAMMEN MED MØTELEDER**
- 4 VEDTEKSENDRING**

- 1 ELECTION OF CHAIRMAN OF THE MEETING**
- 2 APPROVAL OF THE NOTICE AND THE AGENDA**
- 3 ELECTION OF PERSON TO CO-SIGN THE MINUTES TOGETHER WITH THE CHAIRMAN**
- 4 AMENDMENT TO THE ARTICLES OF ASSOCIATION**

Styret foreslår at Selskapets vedtekter § 5 endres slik at Convexa AS ikke lenger skal ha rett til å utpeke et styremedlem. Vedtektenes § 5 foreslås derfor endret til å lyde som følger:

The board of directors proposes that Section 5 of the Company's Articles of Association is amended so that Convexa AS no longer shall have the right to appoint a member to the Board of Directors. Section 5 of the Articles of Association is proposed to be amended to read as follows:

*"Selskapets styre skal ha inntil 6 medlemmer, etter generalforsamlingens nærmere beslutning."*

*"The board of directors of the Company shall consist of up to 6 board members, according to the decision of the general meeting."*

### **5 STYREFULLMAKT TIL Å FORHØYE SELSKAPETS AKSJEKAPITAL**

### **5 BOARD AUTHORIZATION TO INCREASE THE COMPANY'S SHARE CAPITAL**

Styret har benyttet seg av fullmakten gitt i den ordinære generalforsamlingen avholdt 10. juni 2020 til å forhøye Selskapets aksjekapital i forbindelse med de rettede emisjonene gjennomført i juni og juli 2020. For at Selskapet skal ha fleksibilitet i forbindelse med fremtidige kapitalforhøyelser, foreslår styret at fullmakten gitt av generalforsamlingen 10. juni 2020, erstattes med en ny likelydende fullmakt.

The board of directors has utilized the authorization given by the Annual General Meeting held 10 June 2020 to increase the share capital of the Company in connection with the private placements completed during June and July 2020. In order to enable the Company to have flexibility in connection with future capital raises, the board of directors proposes that the authorization given by the general meeting on 10 June 2020 is replaced by a new and similar authorization.

Styret foreslår på denne bakgrunn at generalforsamlingen gir styret fullmakt til å forhøye Selskapets aksjekapital med inntil NOK 400.000, for utstedelse av nye aksjer. Fullmakten

On the basis of the above, the board of directors proposes that it is granted an authorization to increase the Company's share capital with up to NOK 400,000, for the issuance of new

skal kunne benyttes til å vedta utstedelse av aksjer for å reise ny egenkapital, utstedelse av aksjer som ledd i incentivordninger og for at Selskapet skal være i posisjon til relativt raskt å gjennomføre fusjoner med og oppkjøp av eller investeringer i andre selskaper. Styret foreslår derfor at det skal kunne fravike aksjonærenes fortrinnsrett til de nye aksjene ved benyttelse av fullmakten.

I samsvar med det ovenstående, foreslår styret at generalforsamlingen treffer følgende vedtak:

- (i) *I henhold til aksjeloven § 10-14 gis styret fullmakt til å forhøye Selskapets aksjekapital med inntil NOK 400.000.*
- (ii) *Fullmakten gjelder frem til neste ordinære generalforsamling i 2021, men likevel ikke lenger enn 30. juni 2021.*
- (iii) *Aksjeeiernes fortrinnsrett til nye aksjer etter aksjeloven § 10-4 kan fravikes.*
- (iv) *Fullmakten omfatter kapitalforhøyelser hvor innskuddsforpliktelsen gjøres opp kontant, ved motregning eller mot innskudd i andre eiendeler enn penger.*
- (v) *Fullmakten omfatter også kapitalforhøyelser ved oppkjøp av virksomhet, herunder fusjon etter aksjeloven § 13-5, samt kapitalforhøyelser for andre selskapsmessige formål.*
- (vi) *Fullmakten kan også anvendes som en del av et aksjeprogram for ledelsen, ansatte, styremedlemmer og konsulenter i Selskapet.*
- (vii) *Fullmakten erstatter styrefullmakten gitt på Selskapets generalforsamling 10. juni 2020, ved registrering i Foretaksregisteret.*

\* \* \*

Selskapets årsregnskap og årsberetning for regnskapsåret 2019 er i henhold til Selskapets vedtekter tilgjengelig på [www.kalera.com/investor](http://www.kalera.com/investor).

shares. The authorization may be used to resolve share issues to raise new equity, issuance of shares under incentive schemes and in order for the Company to be in a position to swiftly complete mergers and acquisitions of or investments in other companies. The board of directors accordingly proposes that the board may deviate from the shareholders' preferential rights to the new shares when using the authorization.

In accordance with the above, the board of directors proposes that the general meeting passes the following resolution:

- (i) *In accordance with Section 10-14 of the Norwegian Private Limited Companies Act, the Board is granted an authorization to increase the Company's share capital with up to NOK 400,000.*
- (ii) *The authorization is valid until the Company's Annual General Meeting in 2021, but no longer than 30 June 2021.*
- (iii) *The shareholders' pre-emptive right pursuant to Section 10-4 of the Norwegian Private Limited Companies Act may be deviated from.*
- (iv) *The authorization may be used to resolve share capital increases where settlement is in the form of cash, set-off or contribution in kind.*
- (v) *The authorization also covers share capital increases in connection with acquisition of businesses, including mergers pursuant to Section 13-5 of the Norwegian Private Limited Companies Act, and share capital increases for any other corporate purposes.*
- (vi) *The authorization may also be utilized as part of a share program for management, employees, board members and eligible consultants in the Company.*
- (vii) *This board authorization replaces, at the time of registration in the Norwegian Register of Businesses Enterprises, the authorization previously granted in the Annual General Meeting held on 10 June 2020.*

\* \* \*

The Company's annual accounts and the annual report for the financial year 2019 are pursuant to the Company's Articles of Association available at [www.kalera.com/investor](http://www.kalera.com/investor).

De av aksjonærene som ønsker å delta i generalforsamlingen bes om å fylle ut og returnere vedlagte påmeldingsskjema (jfr. Vedlegg 1).

Shareholders who wish to attend the general meeting are requested to complete and return the attached registration form (cf. Appendix 1).

For de av aksjonærene som ikke selv ønsker å delta i generalforsamlingen, kan fullmakt gis til styrets leder, Bjørge Gretland. Fullmaktsskjema er vedlagt her som Vedlegg 2.

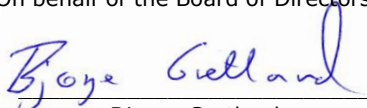
Shareholders who do not wish to attend the general meeting may grant a power of attorney to the chairman of the board of directors, Bjørge Gretland. For this purpose, a proxy form is enclosed hereto as Appendix 2.

\* \* \*

\* \* \*

16. oktober 2020/16 October 2020

For styret i/On behalf of the Board of Directors of **Kalera AS**



Bjørge Gretland  
(styrets leder/chairman)

**Vedlegg:**

1. Registreringsskjema (kun engelsk)
2. Fullmaktsskjema (kun engelsk)

**Appendices:**

1. Registration form
2. Proxy/Power of attorney

**REGISTRATION FORM – Extraordinary general meeting 23 October 2020 in Kalera AS**

Notice that you will attend the extraordinary general meeting on 23 October 2020 may be given through this registration form. The final date for registration is 22 October 2020 at 16:00 hours (CET). The registration is completed by sending this registration form to Kalera AS, c/o Tyveholmen AS, Tjuvholmen Allé 19, 0252 Oslo or by e-mail to bgretland@kalera.com. Written proxy may be brought to the general meeting in the event that you are not able to attend in person.

I, the undersigned, will attend the annual general meeting in Kalera AS on 23 October 2020 and vote on behalf of:

- Vote for my/our own shares
  
- Vote for other shares as specified in the enclosed proxy form

Shareholder 's name and address: \_\_\_\_\_  
(please use capital letters)

\_\_\_\_\_

\_\_\_\_\_

date                      place                      shareholder's signature

**PROXY – Extraordinary general meeting 23 October 2020 in Kalera AS**

If you are unable to attend in the extraordinary general meeting in Kalera AS on 23 October 2020, you can attend by giving proxy through this proxy authorization form.

The undersigned shareholder of Kalera AS herby authorizes:

Chairman of the Board of Directors, Bjørge Gretland, or the one he designates

\_\_\_\_\_  
Name of proxy-holder

to attend and vote on my/our behalf at the extraordinary general meeting on 23 October 2020.

If this proxy form is submitted without naming the proxy-holder, the proxy shall be deemed given to the Chairman of the Board of Directors, Bjørge Gretland, or the one he designates.

Shareholder 's name and address: \_\_\_\_\_  
(please use capital letters)

\_\_\_\_\_

\_\_\_\_\_

date

place

shareholder's signature