

Multiconsult—Group

Ordinær Generalforsamling Multiconsult ASA

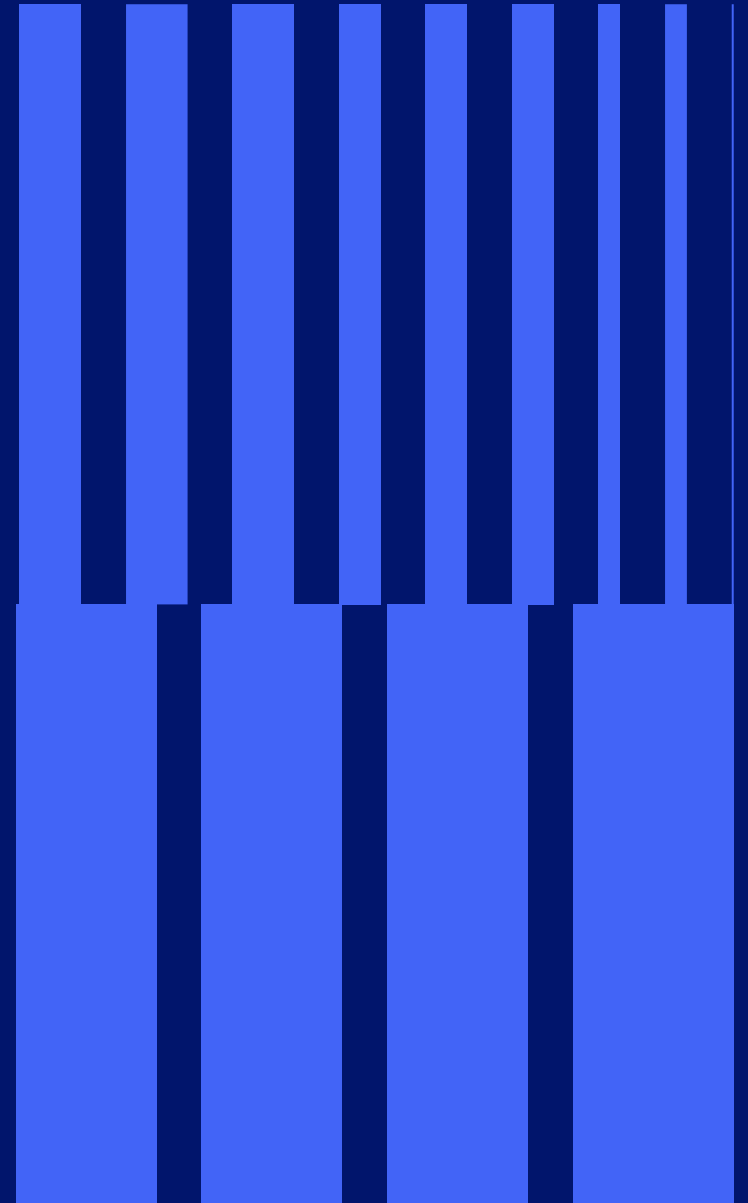
Rikard Appelgren, Chair board of directors

Grethe Bergly, CEO

Ove B. Haupberg, CFO

Arnor Jensen, Leader nomination committee

16 April 2026



Disclaimer

This report includes forward-looking statements, which are based on our current expectations and projections about future events. All statements other than statements of historical facts included in this notice, including statements regarding our future financial position, risks and uncertainties related to our business, strategy, capital expenditures, projected cost and our plans and objectives for future operations, including our plans for future costs savings and synergies may be deemed to be forward-looking statements. Words such as “believe,” “expect,” “anticipate,” “may,” “assume,” “plan,” “intend,” “will,” “should,” “estimate,” “risk” and similar expressions or the negatives of these expressions are intended to identify forward-looking statements. By their nature, forward-looking statements involve known and unknown risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Forward-looking statements are not guarantees of future performance. You should not place undue reliance on these forward-looking statements. In addition, any forward-looking statements are made only as of the date of this notice, and we do not intend and do not assume any obligation to update any statements set forth in this report.

Sak 1, 2 & 3



RIKARD APPELGREN —

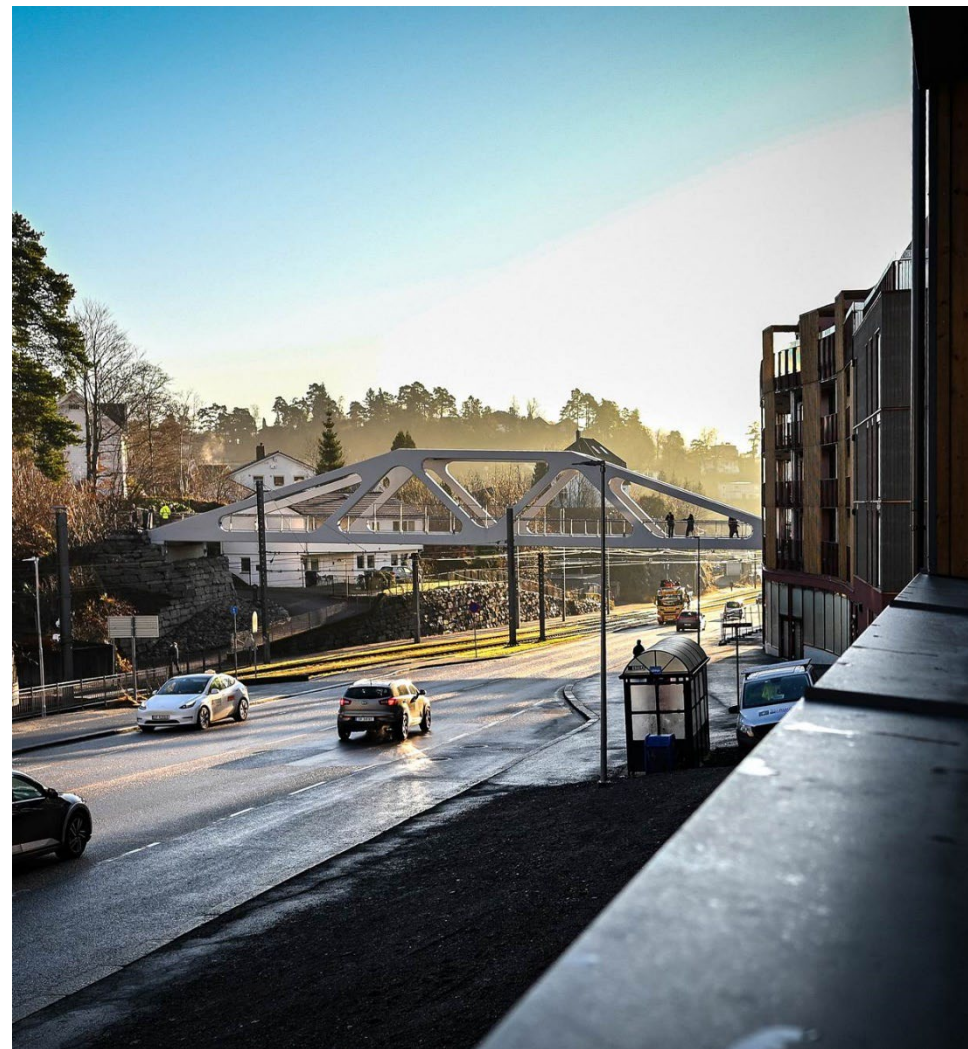
Chair board of directors

Sak 1 —

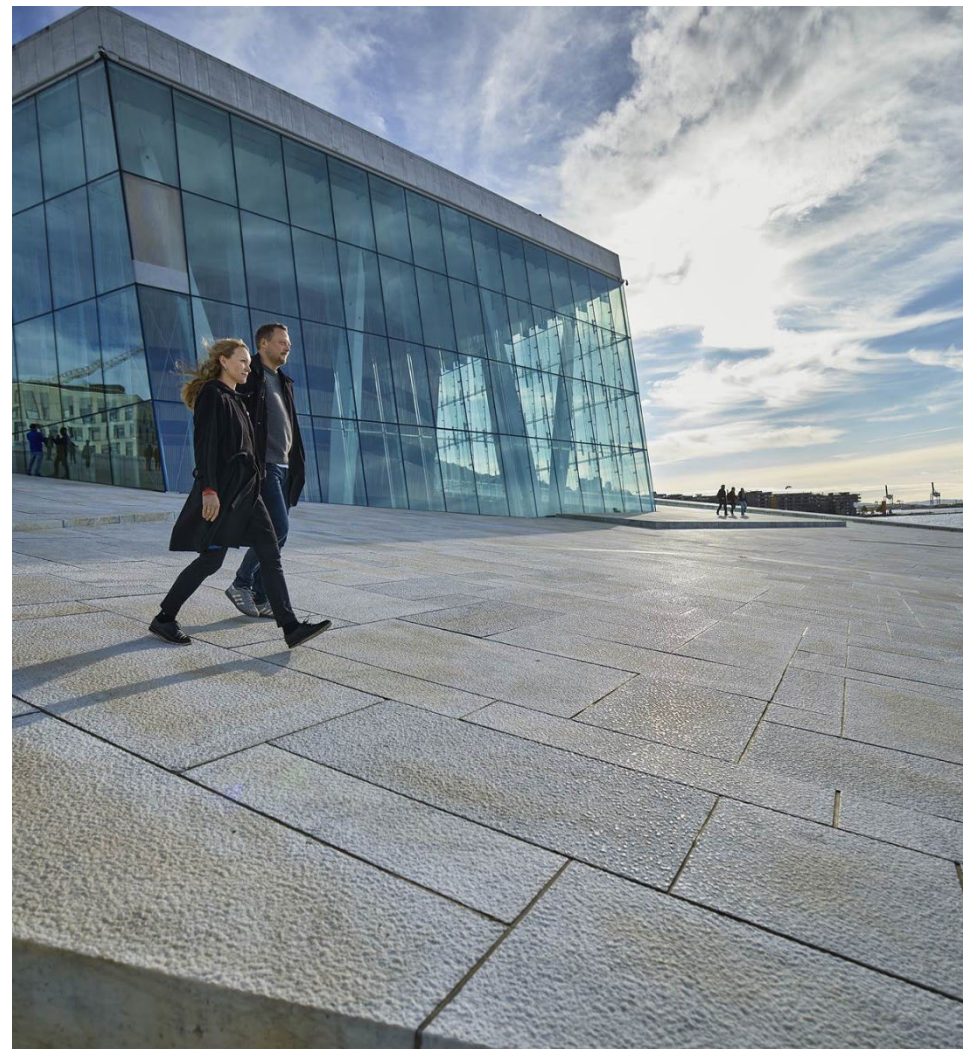
Valg av møteleder og en person til å medundertegne protokollen

Sak 2 —

Godkjennelse av innkallingen og dagsorden



Sak 3 —
Godkjenning av årsregnskap og
styrets årsberetning for
Multiconsult ASA og konsernet
for 2025 herunder disponering av
årets resultat, samt behandling
av redegjørelse om
foretaksstyring



Highlights 2025



GRETHE BERGLY —
CEO

Our ambition:

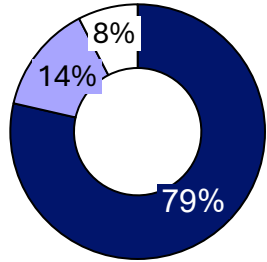
Always the first choice

**We make it easier for
our clients to identify
and reach their goals**

This is the Multiconsult Group

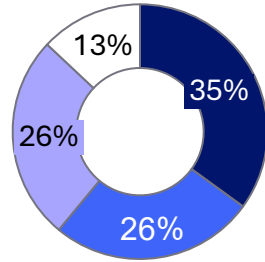
Segments

(share of net operating revenues 2025)



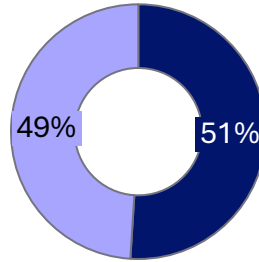
Business areas

(share of operating revenues 2025)

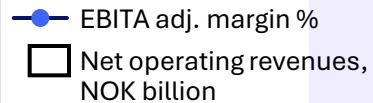
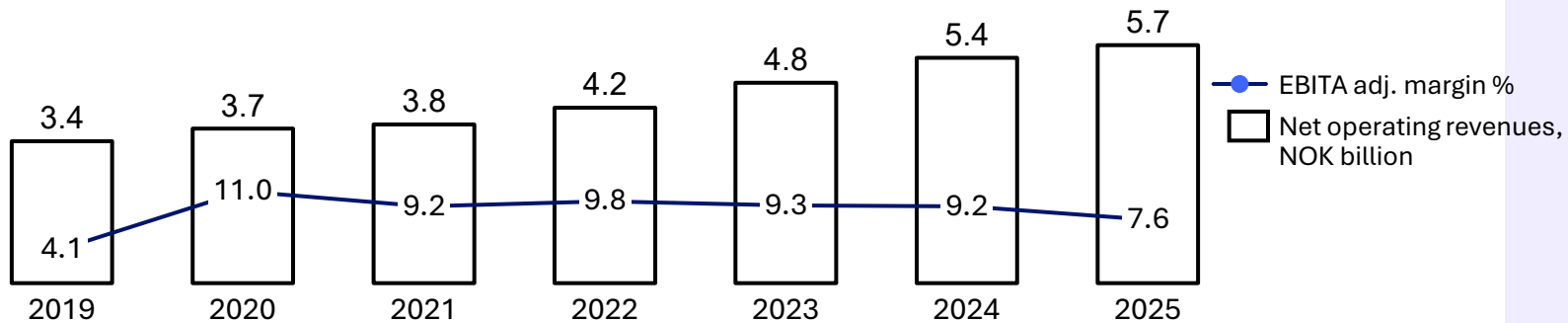


Sector balanced portfolio

(share of operating revenues 2024)



Financial track record



Multiconsult—Group

> 5 500 clients

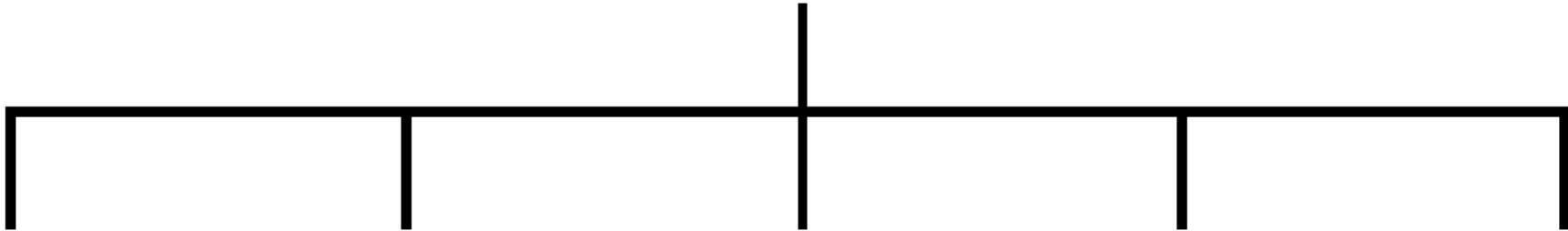
> 15 000 projects

> 45 countries

> 4 100 employees



Multiconsult—Group



Multiconsult

A_LA3

SITEPARTNER



iterio

LINK Architektur

A small selection of projects



New Aalborg University hospital



Frame agreements with the
Norwegian Defense Estates Agency



Deichman Library, Oslo



Rikshospitalet, Oslo



Museum of the Viking Age



Yggdrasil. Electrification of oil and gas installations

It's all about the people

People



- Engineering students named Multiconsult Norge the most attractive company in the construction industry (Universum survey)
- More than 85 per cent of employees are estimated to be co-owners
- Employee survey shows strong engagement and above-benchmark satisfaction

Organisation



- Karsten Warloe, appointed new CEO of Multiconsult Group from June 2026
- Engineering consultancy ViaNova is currently being integrated in Multiconsult Norge, which will significantly strengthen the group's transport and mobility offering to the market

Excellence



- Anders Liaøy awarded first prize in the EFCA Future Leaders Competition
- LINK Arkitektur won two international Archello Awards for Spira and The Parkside. Campus ACE was also named “Environmental Building of the Year” by Sweden Green Building Council
- Ski Tower by A-Lab was nominated for two awards in the ArchDaily Building of the Year Awards

Thriving amid rapid change

Stable performance in a challenging market

- The overall market outlook remains stable, with continued uncertainty
- Multiconsult continues to grow both through acquisitions and organically in a year where competition in our industry has intensified
- Defence, energy and industry remain key drivers
- A strong position within defence related consultancy in Norway, Sweden, Denmark and Poland
- The defence related experience also positions us strongly for assignments that increase the robustness of the civil society and our total defence

NET OPERATING REVENUES

5 657

NOK million
5.1% y-o-y

EBITA

394.8

NOK million
EBITA margin 7.0%

EBITA adjusted

431.7

NOK million
EBITA margin 7.6%

BILLING RATIO

71.8

per cent
-1.0pp y-o-y

ORDER INTAKE

6 077

NOK million
-5.8% y-o-y

EPS & DPS

9.22

EPS
NOK per share

5.00

DPS
NOK per share

Measures to improve profitability

Goal is to improve EBITA margin in line with our profitability target, which is 10%, by:

- Adapting the organisation to the market
- Optimising processes and creating a more efficient business support organisation
- Introducing cost savings programme

EBITA margin*

10%

*measured on an annual basis, exclusive
extraordinary items

Profitability, growth and gearing

— Profitability

Target an annual EBITA margin of 10%, excluding extraordinary items

— Revenue growth

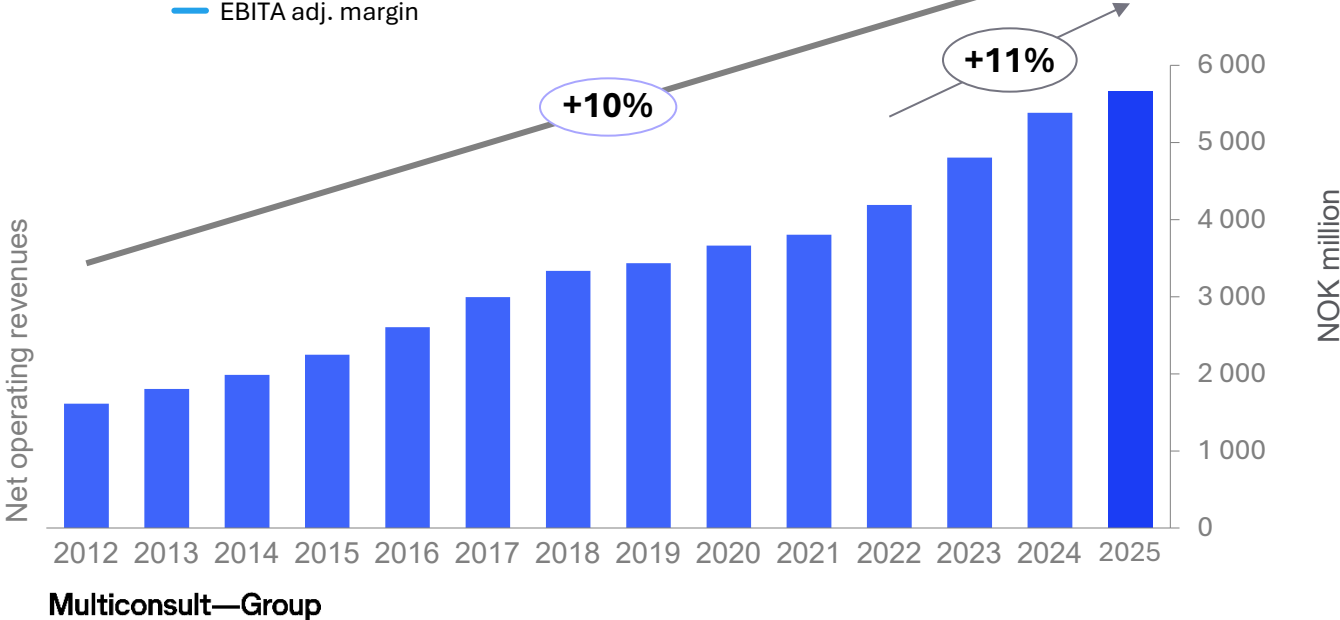
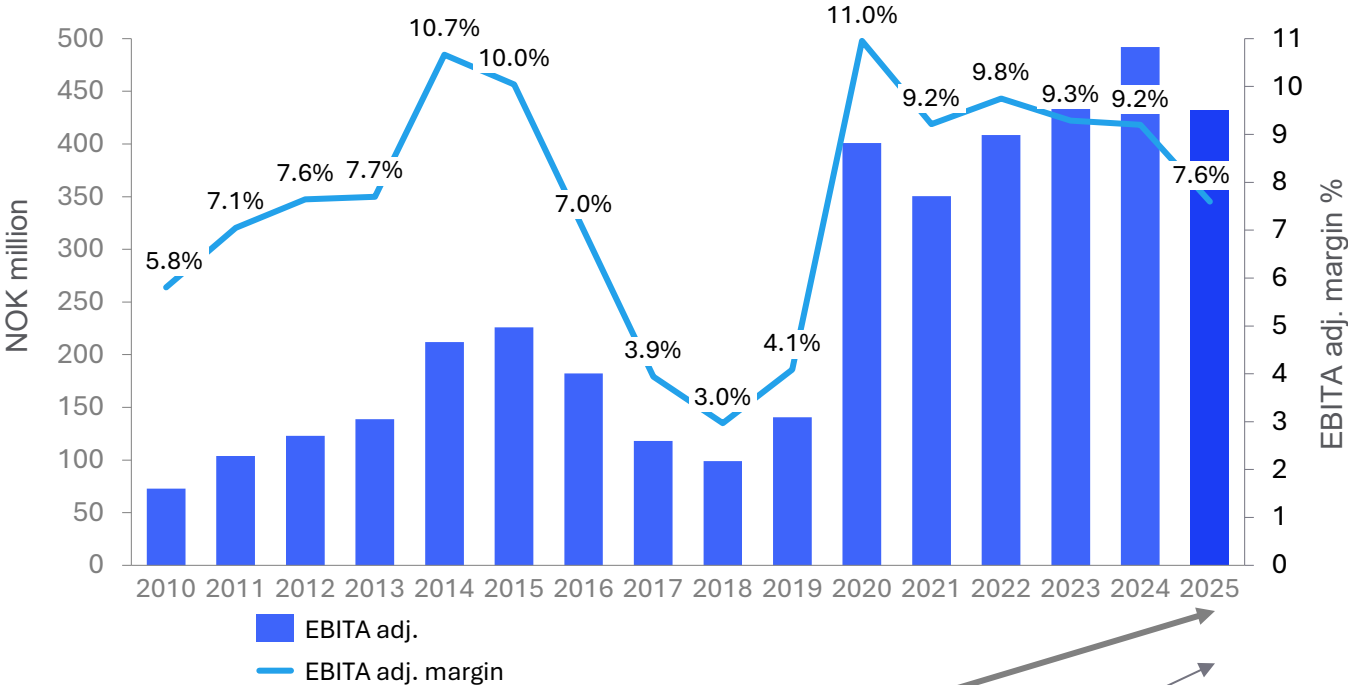
Aim for 8-10% compound annual revenue growth between 2025 and 2030, including M&A activities

— Gearing and equity

Maintain financial strength with a gearing ratio between 1.0 and 2.0x, max 2.5x, special: 3.0x up to 18 months, and equity ratio above 25%

— Dividend policy

Ambition to distribute at least 50% of the group's net profit annually



Industry leading data gives clients a clear advantage

In 2025, more than NOK 40 million was invested in digital competence and advanced technology solutions:

- Investment in an advanced digital platform that strengthens collaboration across the group
- Nearly a century of high-quality data, fully digitalised and ready for use
- A powerful digital platform and high-quality data enable delivery of greater value to clients through human and artificial intelligence



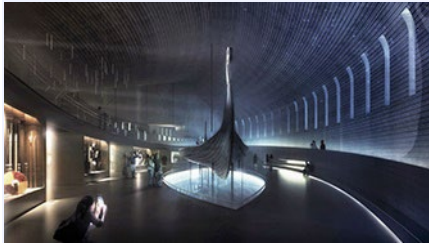
Photo: Adobe Stock

High ambitions for where and how to grow

Long-term, sustainable and profitable development

Projects

①



Developing position in complex and large projects

Robust platform for growth

Positions

②



Expanding our position as preferred partner in the energy transition

③



Driving urban transformation and development

Enabling the green transition

④



Safeguarding biodiversity and climate

⑤



Increasing our impact in the Nordics and Poland

Expanding our position

A preferred partner in the energy transition



Carbon capture in Klemmetsrud, Oslo

Capturing emissions at one of Oslo's largest waste facilities



Northern Lights carbon storage project

Enabling safe, long-term storage of CO² beneath the seabed as part of Europe's first full-scale CCS value chain



Hydropower in Nepal

Delivering reliable renewable energy in a challenging terrain for hydropower developer in Nepal



A more robust power grid

Strengthening grid capacity and resilience to meet demand and ensure secure energy supply for Statnett

Driving urban transformation and development



Improving urban mobility across Warsaw

Modernising transport infrastructure to create safer, faster and more sustainable mobility residents and commuters



Fornebubanen

Delivering one of Norway's largest transport projects, improving connectivity between Oslo and Fornebu



Munch

Engineering and architectural expertise supporting a landmark cultural building that strengthens Oslo's waterfront and cultural life



Relocation of the port of Bergen

Supporting a major urban transformation by shifting port activities and enabling new city development along the waterfront

Safeguarding biodiversity and climate



Restoring military training grounds to nature

Restoring former training areas at Skarsteinsfeltet to natural conditions through targeted environmental rehabilitation

Client: Forsvarsbygg



Landslide risk mitigating

Reducing risk to people and infrastructure through advanced geotechnical assessments and protective measures

Client: Ullensaker municipality



Nature hazards and watercourse protection

Strengthening vulnerable watercourses and landscapes to safeguard communities across Norway against extreme weather

Client: NVE



Mapping of habitat types

Providing essential ecological insight by identifying and classifying habitat types for sustainable land-use

Client: Norwegian Environment Agency

A unique position as advisor for the defense sector in the Nordics

Denmark

- LINK Arkitektur delivers consultancy services for the Danish Ministry of Defence Estates Agency across Denmark, the Faroe Islands and Greenland

Sweden

- LINK Arkitektur works on multiple assignments as part of two frame agreements with the Swedish Fortifications Agency

Norway

- Multiconsult Norge and LINK Arkitektur hold several framework agreements with the Norwegian Defence Estates Agency



Photo: The Norwegian Defence Estate Agency

Financial Review 2025



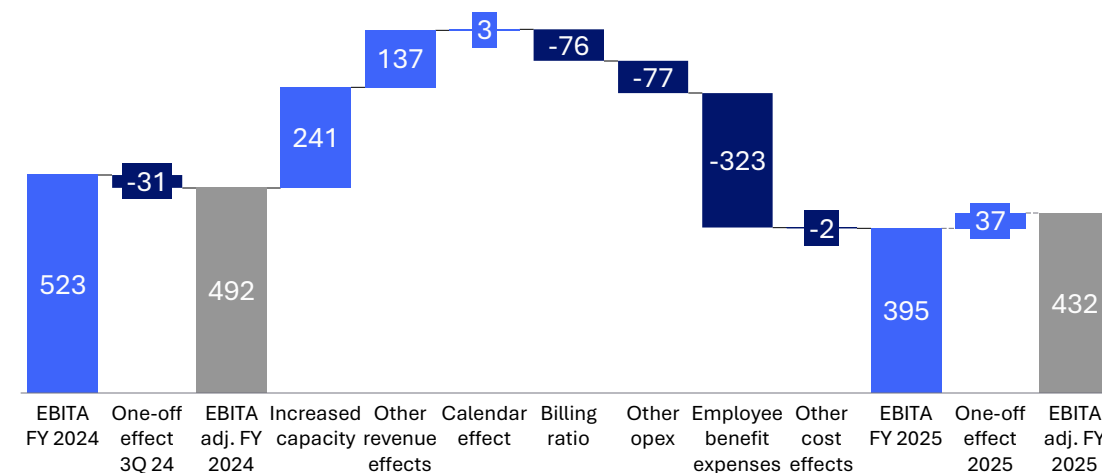
OVE B. HAUPBERG —
CFO

Financial highlights

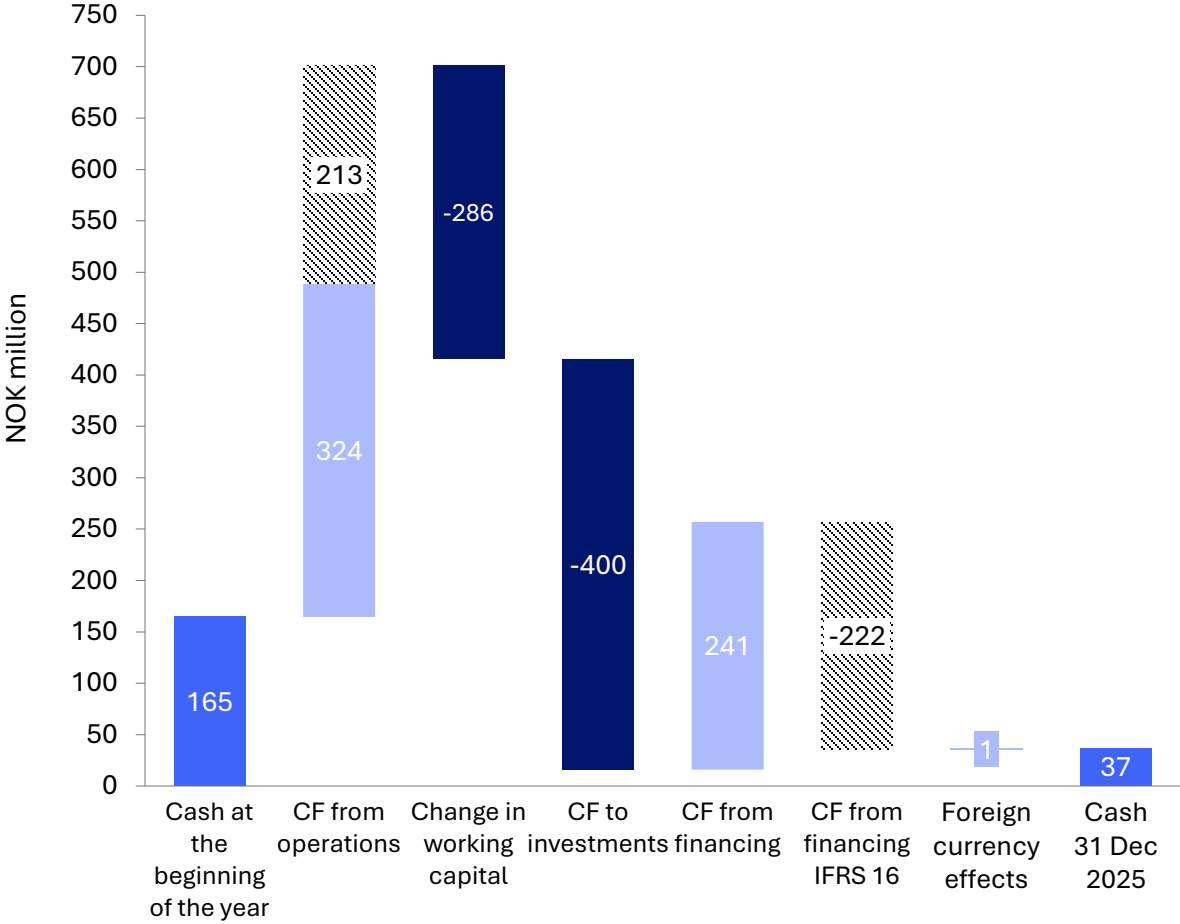
FY 2025

- Net operating revenues increased to NOK 5 657.3 million (5 383.6), a y-o-y growth of 5.1%
 - Organic revenue growth (ex. calendar effect) of 4.0% y-o-y
 - Organic revenue growth (ex. one-offs, calendar effect) of 4.9% y-o-y
- EBITA of NOK 394.8 million (523.4), equal to an EBITA margin of 7.0% (9.7)
 - Legal expenses, write-down, related to Sotra project of NOK 36.9 million
 - One-time settlement from client in 3Q 24 of NOK 31.2 million
- EBITA adj. of NOK 431.7 million (492.1), margin 7.6% (9.2)
- Order intake of NOK 6 077 million
- Billing ratio of 71.8%, declined by 1.0 percentage points
- Reported profit for the period was NOK 252.6 million (413.3)
 - Last year's figure included NOK 36.0 million net finance income from the A-lab acquisition and NOK 21.4 million from reduced earn-out from Helm and VA-Resurs
- Earnings per share 9.22 (15.11)
- Proposed dividend of NOK 5.00 per share as ordinary dividend

Consolidated key figures NOK million	FY 2025	FY 2024	Change
Net operating revenues	5 657.3	5 383.6	5.1%
EBITA	394.8	523.4	(24.6%)
EBITA margin %	7.0%	9.7%	(2.7pp)
EBITA adj.	431.7	492.1	(12.3%)
EBITA adj. margin %	7.6%	9.2%	(1.6pp)
Order intake	6 077	6 454	(5.8%)
Order backlog	4 233	4 851	(12.8%)
Billing ratio	71.8%	72.8%	(1.0pp)
Permanent fixed employees	4 160	3 923	6.0%
Full-time equivalents (FTE)	3 731	3 566	4.6%

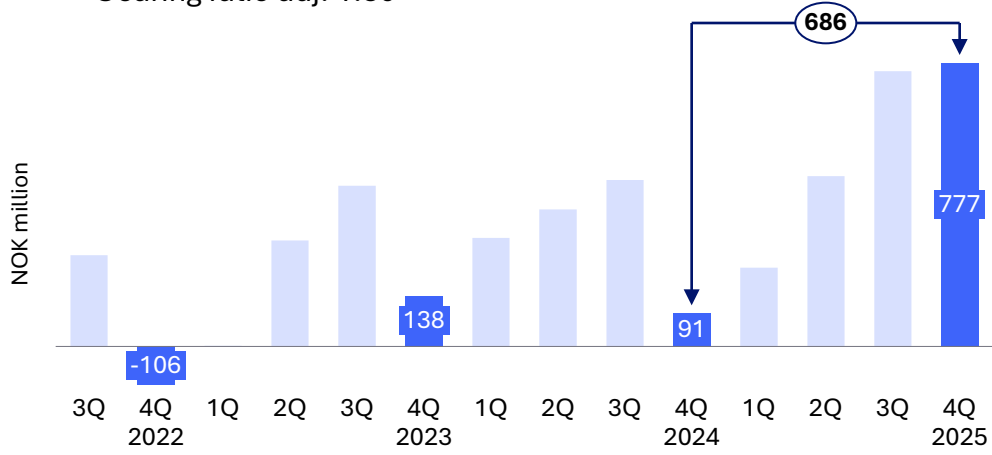


Financial position



Shaded areas show IFRS 16 (non-cash) effects on Cash Flow (CF) from operations and financing

- Cash flow from operations
 - NOK 537 million (677)
- Change in working capital
 - FY negative NOK 286 million (negative 5)
- Net interest-bearing debt
 - NIBD NOK 777 million
 - Gearing ratio 1.95 (NIBD excl. IFRS16, restricted cash/EBITDA)
 - Gearing ratio adj. 1.80



NIBD excl. IFRS 16 liabilities

Consolidated statement of profit or loss

<i>Amounts in NOK thousand, except earnings per share</i>	Note	2025	2024
Operating revenues	5, 6	6 625 055	6 349 488
Expenses for sub-contractors and disbursements	2A	967 785	965 891
Net operating revenues		5 657 270	5 383 597
Employee benefit expenses	7, 8	4 297 265	3 974 446
Other operating expenses	9, 10	713 226	643 710
Operating expenses excluding depreciation and amortisation		5 010 491	4 618 157
Operating profit before depreciation and amortisation (EBITDA)		646 779	765 440
Depreciation, amortisation and impairment	11,12,13	256 936	248 884
Operating profit (EBIT)		389 843	516 556
Share of profit from associated companies and joint ventures	14	7 899	9 760
Financial income	4, 15	23 887	80 330
Financial expenses	4, 15	93 233	92 376
Net financial items		(69 346)	(12 046)
Profit before income taxes		328 396	514 270
Income tax expense	16	75 805	100 936
Profit for the period		252 592	413 334
<i>Attributable to:</i>			
Owners of Multiconsult ASA		252 956	416 485
Non-controlling interests		(364)	(3 151)
<i>Earnings per share:</i>			
Basic	17	9.22	15.11
Diluted	17	9.22	15.11

Consolidated statement of financial position

<i>Amounts in NOK thousand</i>	Note	31.12.2025	31.12.2024
ASSETS			
Non-current assets			
Deferred tax assets	16	33 598	32 675
Intangible assets	11	68 568	39 892
Goodwill	4, 11	1 422 124	1 137 260
Property, plant and equipment	12	172 524	178 637
Right-of-use assets	13	534 316	650 609
Total non-current non-financial assets		2 231 130	2 039 074
Investments in associated companies and joint ventures	14	37 253	37 596
Assets for reimbursement provisions	18	72 953	70 469
Other non-current financial assets and shares	3, 19	50 775	33 665
Total non-current assets		2 392 111	2 180 803
Current assets			
Trade receivables	3, 6, 20	1 258 920	948 407
Work in progress	3, 6, 20	337 025	320 491
Other current receivables and prepaid expenses	3, 19, 20	195 393	155 175
Total receivables and prepaid expenses	20	1 791 338	1 424 073
Cash and cash equivalents	3, 19	113 541	164 488
Total current assets		1 904 879	1 588 560
TOTAL ASSETS		4 296 990	3 769 363

<i>Amounts in NOK thousand</i>	Note	31.12.2025	31.12.2024
EQUITY AND LIABILITIES			
Equity			
Share capital	21	13 837	13 837
Treasury shares		(16 075)	(7 372)
Share premium		196 602	196 602
Total paid in capital		194 365	203 068
Other reserves		(266 610)	(249 734)
Retained earnings		1 259 132	1 283 223
Total other equity		992 522	1 033 489
Equity attributable to owners of the parent company		1 186 886	1 236 557
Non-controlling interests		41 953	42 314
Total equity		1 228 840	1 278 871

Consolidated statement of financial position

<i>Amounts in NOK thousand</i>	Note	31.12.2025	31.12.2024
Non-current liabilities			
Pension obligations	8	4 633	4 409
Deferred tax	16	17 536	14 353
Provisions	18	81 287	77 946
Other non-current obligations	4	-	5 800
Non-current interest-bearing liabilities	3	869 500	250 000
Non-current lease liabilities	13	383 376	506 515
Total non-current liabilities		1 356 332	859 023
Current liabilities			
Trade payables	3	147 783	123 522
Prepaid revenues	6	163 271	169 383
Current tax liabilities	16	54 609	81 234
Public duties payable	3	533 534	528 959
Current interest-bearing liabilities	3	76 904	34 920
Current lease liabilities	13	209 055	211 082
Other current liabilities	3,4,22	526 662	482 368
Total current liabilities		1 711 818	1 631 469
Total liabilities		3 068 150	2 490 492
TOTAL EQUITY AND LIABILITIES		4 296 990	3 769 363

Consolidated statement of cash flows

<i>+ are cash increasing and - are cash reducing effects</i>	Note	2025	2024
<i>Amounts in NOK thousand</i>			
CASH FLOWS FROM OPERATING ACTIVITIES:			
Profit before income taxes		328 396	514 270
Income taxes paid during the period		(104 496)	(84 678)
Interest lease liabilities	13	31 148	35 196
Interest expense interest-bearing liabilities		38 786	35 935
Depreciation and amortisation	11,12	75 401	74 176
Depreciation and impairment right-of-use assets	13	181 535	174 708
Results from associated companies and joint ventures	14	(7 899)	(9 760)
Other non-cash profit and loss items		(6 028)	(63 320)
Subtotal operating activities		536 843	676 527
Changes in working capital ¹⁾		(285 511)	(4 750)
Net cash flows from operating activities		251 332	671 777
CASH FLOWS FROM INVESTING ACTIVITIES:			
Payments on acquisition of property, plant and equipment and intangible assets	11, 12	(79 190)	(93 324)
Payments/proceeds on sale of property, plant and equipment and intangible assets	11, 12	1 044	(2 641)
Proceeds related to associated companies, joint ventures and jointly controlled entities		2 736	4 623
Payments on non-current financial assets, restricted funds ¹⁾	19	(15 567)	(1 594)
Net cash effect of business combinations	4	(308 803)	(62 238)
Net cash flows from investing activities		(399 780)	(155 174)

<i>+ are cash increasing and - are cash reducing effects</i>	Note	2025	2024
CASH FLOWS FROM FINANCING ACTIVITIES:			
Proceeds on interest-bearing liabilities	3	1 420 000	350 000
Instalments on interest-bearing liabilities	3	(800 000)	(550 000)
Paid interest on interest-bearing liabilities		(38 786)	(35 935)
Instalments on lease liabilities	13	(190 498)	(176 182)
Paid interest on lease liabilities	13	(31 148)	(35 196)
Dividends paid	17	(277 042)	(221 136)
Purchase treasury shares (employee ownership and bonus programme)		(172 985)	(59 098)
Sale treasury shares (employee ownership and bonus programme)		109 611	95 223
Net cash flows from financing activities		19 151	(632 325)
Foreign currency effects on cash and cash equivalents		1 445	2 122
Net change in cash and cash equivalents		(127 851)	(113 600)
Cash and cash equivalents at the beginning of the period	19	164 488	278 088
Cash and cash equivalents at the end of the period	19	36 637	164 488

¹⁾ Changes in working capital and restricted funds are adjusted for opening balance in acquired entities at transaction date

Financial calendar

12 May 2026, 1Q 2026 results

18 Aug 2026, Half-yearly 2026 report

03 Nov 2026, 3Q 2026 results



Teknostallen, Trondheim | Photo: Marianne Fon / Multiconsult

Sak 3, 4 og 5



RIKARD APPELGREN —
Chair board of directors

Sak 3 —

Godkjenning av årsregnskap og styrets årsberetning for Multiconsult ASA og konsernet for 2025 herunder disponering av årets resultat, samt behandling av redegjørelse om foretaksstyring

Forslag til vedtak:

Årsregnskapet og årsberetningen for 2025 godkjennes.

Det foreslåtte utbyttet på NOK 5,00 per aksje godkjennes.

Sak 4 — Godkjenning av honorar til Selskapets revisor

Godtgjørelsen til Selskapets revisor for 2025 er NOK 2 211 000, som dekker revisjon av det konsoliderte årsregnskapet til Multiconsult ASA etter IFRS og morselskapsregnskapet etter forenklet IFRS, samt attestasjon av bærekraftsrapportering i tråd med asal. § 7-6(1).

Forslag til vedtak:

Generalforsamlingen godkjenner godtgjørelse til Selskapets revisor med NOK 2 211 000 for regnskapsåret 2025.

Sak 5, 6, 7 og 8



ARNOR JENSEN —
Leader nomination committee

Sak 5 — Fastsettelse av honorar til styrets medlemmer

Valgkomitéens innstilling :

The nomination committee proposes the following remuneration for the directors for the period running from the annual general meeting 2026 to the annual general meeting 2027:

	Proposal for 2026/2027	Remuneration for 2025/2026
Chair	NOK 680 000	NOK 650 000
Members	NOK 360 000	NOK 325 000
Employee-elected members	NOK 170 000	NOK 160 000
Addition – audit committee's chair	NOK 120 000	NOK 115 000
Addition – members of the audit committee	NOK 98 000	NOK 94 000
Addition – remuneration committee's chair	NOK 67 000	NOK 60 000
Addition – members of the remuneration committee	NOK 42 000	NOK 40 000

EXTRAORDINARY REMUNERATION TO THE BOARD'S CHAIR AND MEMBERS OF THE RECRUITMENT COMMITTEE

In the spring of 2025, CEO Grethe Bergly announced her intention to step down. The board of directors established a recruitment committee with a mandate to oversee the recruitment process and prepare a recommendation to the board of directors for the appointment of a new CEO. The recruitment committee comprised Rikard Appelgren (chair), Sverre Hurum, Eva Kristensen and Tore Sjursen. Kristensen and Sjursen shared the responsibilities of one position between them. The nomination committee recognises that the members of the recruitment committee have devoted considerable time and effort to this work and therefore proposes that the general meeting resolve to grant them extraordinary remuneration for this committee work, by adopting the following resolution:

- 1. The chair of the recruitment committee, Rikard Appelgren, shall receive NOK 115 000 in compensation for his efforts in 2025 and 2026.*
- 2. The member of the recruitment committee, Sverre Hurum, shall receive NOK 60 000 in compensation for his efforts in 2025 and 2026.*
- 3. The members of the recruitment committee, Eva Kristensen and Tore Sjursen, shall each receive NOK 30 000 in compensation for their efforts in 2025 and 2026.*

Sak 5 —

Fastsettelse av honorar til styrets medlemmer

The nomination committee proposes that the general meeting adopts the following resolutions:

1. The general meeting adopts the nomination committee's proposed remuneration to the members of the board of directors for the period 2026-2027.
2. The general meeting adopts the nomination committee's proposed extraordinary remuneration to the members of the recruitment committee.
3. All board members who are elected by the shareholders shall buy shares in Multiconsult ASA for 20% of the aggregate gross board remuneration within the end of the year. The obligation will apply annually for as long as a board member is re-elected, until the individual board member's shareholding has an aggregate market value equal to the size of one year's board fee. Board members shall thereafter maintain a shareholding of this size for as long as they remain members of the board of directors. After a board member resigns, the obligations under this resolution shall cease to apply.

Forslag til vedtak (som i innstillingen):

At generalforsamlingen godkjenner honorar til styrets medlemmer i tråd med valgkomiteens innstilling.

Sak 6 —

Valg av medlemmer til styret

Valgkomitéens innstilling :

In summary, the nomination committee proposes that the general meeting elect Hans Jørgen Wibstad and Jone Torstensen as directors for two-year terms, from the 2026 annual general meeting to the 2028 annual general meeting, by adopting the following resolutions:

			Term
6.1	<i>Hans Jørgen Wibstad</i>	(member of the board of directors, two-year term)	2 years (2028)
6.2	<i>Jone Torstensen</i>	(member of the board of directors, two-year term)	2 years (2028)

Forslag til vedtak (som i innstillingen):

- 1. Hans Jørgen Wibstad is elected as a member of the board of directors for a two-year term.*
- 2. Jone Torstensen is elected as a member of the board of directors for a two-year term.*

Sak 7 —

Valg av medlemmer til valgkomitéen

Valgkomitéens innstilling :

The nomination committee proposes that Hauge be re-elected as a member of the nomination committee and that Håkon Astrup be elected as a new member, each for a two-year term from the 2026 annual general meeting until the 2028 annual general meeting, by adopting the following resolution:

			Term
7.1	Atle Hauge	(member and chair of the nomination committee)	2 years (2028)
7.2	Håkon Astrup	(member and chair of the nomination committee)	2 years (2028)

Forslag til vedtak (som i innstillingen):

Atle Hauge and Håkon Astrup are elected as members of the nomination committee of Multiconsult ASA for a two-year term, from the 2026 annual general meeting until the 2028 annual general meeting

Sak 8 — Fastsettelse av honorar til valgkomiteens medlemmer

Valgkomitéens innstilling:

	Proposal for 2026 – 2027 (NOK)	Remuneration for 2025 – 2026 (NOK)
Chair	56 000	53 000
Members	51 000	48 000

Forslag til vedtak (som i innstillingen):

The general meeting adopts the nomination committee's proposed remuneration to the members of the nomination committee, for the period from the 2026 annual general meeting to the 2027 annual general meeting.

Sak 9, 10, 11 og 12



RIKARD APPELGREN —
Chair board of directors

Sak 9 —

Godkjenning av aksjekjøpsprogram

Selskapet etablerte et aksjekjøpsprogram for ansatte i 2015, og dette programmet er siden blitt fornyet årlig.

Programmet gjelder for alle fast ansatte i Selskapet eller majoritetseide datterselskaper som oppfyller følgende krav:

- (i) Minimum 50 % arbeidsstilling ved start av tegningsperioden.
- (ii) Ansettelsesforholdet må ha startet innen den første dagen i måneden før tegningsperiodens start.
- (iii) Ikke er i oppsigelsestid.

Programmet er nærmere beskrevet i årsrapporten for 2025.

Forslag til vedtak:

Generalforsamlingen godkjenner aksjekjøpsprogrammet for ansatte i Multiconsult-konsernet slik dette er beskrevet i årsrapporten for 2025.

Sak 10 — Overskuddstildeling

Styret foreslår å innføre en overskuddsdelingsmodell hvor de ansatte i konsernet, innenfor nærmere angitte rammer, vil motta en andel av konsernets overskudd basert på årlig EBITA-margin. Etter modellen vil de ansatte motta 50% av årlig EBITA utover en EBITA-margin på 9,5%, men begrenset oppad til en EBITA-margin på 11%.

Hvis den beregnede overskuddstildelingen utgjør mindre enn 10 aksjer per ansatt vil det ikke finne sted noen overskuddsdeling, og maksimalt antall aksjer som kan deles ut per ansatt er 40. Den maksimale årlige beløpet for utdeling er satt til NOK 40 millioner for regnskapsåret 2026 inkludert Selskapets arbeidsgiveravgift.

Selskapet gjør oppmerksom på at ved en inkurie var det ikke helt samsvar mellom teksten i innkallingen til ordinær generalforsamling og vedlegg 7 med en mer detaljert beskrivelse av overskuddsmodellen. Det er imidlertid styrets beskrivelse av modellen i vedlegg 7 som er riktig og som legges til grunn for vedtaket i generalforsamlingen, hvilket innebærer at det ikke åpnes for noen alternativ kontantutbetaling for ansatte som ikke ønsker å motta aksjer.

Forslag til vedtak:

Generalforsamlingen godkjenner at det etableres en modell for overskuddsdeling basert på styrets forslag. Styret gis fullmakt til å gjøre begrensede justeringer i modellen dersom dette anses hensiktsmessig.

Sak 11 —

Godkjenning av rapport om lønn og annen godtgjørelse til ledende personer

Styret har utarbeidet rapport over utbetalt og innestående lønn og annen godtgjørelse til ledende personer i henhold til bestemmelsen i allmennaksjeloven § 6-16b (vedlegg 6 til innkallingen). I henhold til denne bestemmelsen legges retningslinjene frem for generalforsamlingen for en rådgivende avstemning.

Forslag til vedtak:

Generalforsamlingen gir sin tilslutning til rapport om lønn og annen godtgjørelse til ledende personer.

Sak 12 —

Forslag om fullmakt til Selskapets styre til å forhøye Selskapets aksjekapital

Styret anser at det er i Selskapets interesse at styret gis fullmakt til å forhøye Selskapets aksjekapital. Fullmakten kan benyttes til å tilby aksjer som vederlag i forbindelse med mulige oppkjøp eller til å gjennomføre kontantemisjon for å finansiere oppkjøp. Fullmakten kan også benyttes til å utstede aksjer i forbindelse med aksjespareprogrammer for ansatte i Multiconsult-konsernet og i forbindelse med bonusprogram for ledende ansatte. Sett hen til formålet med fullmakten foreslås det at styret kan fravike aksjeeiernes fortrinnsrett etter allmennaksjeloven § 10-4 ved bruk av fullmakten.

Forslag til vedtak:

- (i) *Styret gis i henhold til allmennaksjeloven § 10-14 (1) fullmakt til å forhøye Selskapets aksjekapital med inntil NOK 1 383 745,55. Innenfor denne samlede beløpsrammen kan fullmakten benyttes flere ganger.*
- (ii) *Fullmakten kan bare benyttes til å utstede aksjer som vederlag i forbindelse med oppkjøp eller for å finansiere oppkjøp eller for å utstede aksjer i forbindelse med aksjespareprogrammer for ansatte i Multiconsult-konsernet og bonusprogram for ledende ansatte.*
- (iii) *Fullmakten gjelder frem til ordinær generalforsamling i 2027, dog senest til 30. juni 2027.*
- (iv) *Aksjeeiernes fortrinnsrett etter allmennaksjeloven § 10-4 kan fravikes*
- (v) *Fullmakten omfatter kapitalforhøyelse mot innskudd i penger og mot innskudd i andre eiendeler enn penger. Fullmakten omfatter rett til å pådra selskapet særlige plikter, jf. allmennaksjeloven § 10-2. Fullmakten omfatter beslutning om fusjon etter allmenn-aksjeloven § 13-5.*
- (vi) *Fullmakten kan også benyttes i overtagelsessituasjoner, jfr. Verdipapirhandel-loven § 6-17 (2).*
- (vii) *Alle tidligere tildelte styrefullmakter til å forhøye aksjekapitalen tilbakekalles*

Sak 13 —

Forslag om fullmakt til å erverve egne aksjer

Styret anser at det er i Selskapets interesse at styret gis fullmakt til tilbakekjøp av Selskapets egne aksjer. Beholdning av egne aksjer kan f.eks. være nyttig i forbindelse med aksjekjøpsprogrammet for ansatte, aksjeeierplanen for ansatte, bonusprogram for ledende ansatte og overskuddsdelingsmodellen som beskrevet i punkt 10. Beholdning av egne aksjer kan også være nyttig til bruk som vederlag i forbindelse med mulige oppkjøp.

Forslag til vedtak:

- (i) Styret gis i henhold til allmennaksjeloven § 9-4 fullmakt til på vegne av Selskapet å erverve aksjer i Selskapet ("egne aksjer") med en samlet pålydende verdi på inntil NOK 1 383 745,55.
- (ii) Ved erverv av egne aksjer kan det ikke betales et vederlag pr. aksje som er mindre enn NOK 5,00 eller som overstiger NOK 500,00.
- (iii) Styret fastsetter på hvilke måter egne aksjer kan erverves eller avhendes.
- (iv) Fullmakten gjelder frem til ordinær generalforsamling i 2027, dog senest til 30. juni 2027.
- (v) Tidligere fullmakt til å erverve egne aksjer tilbakekalles.

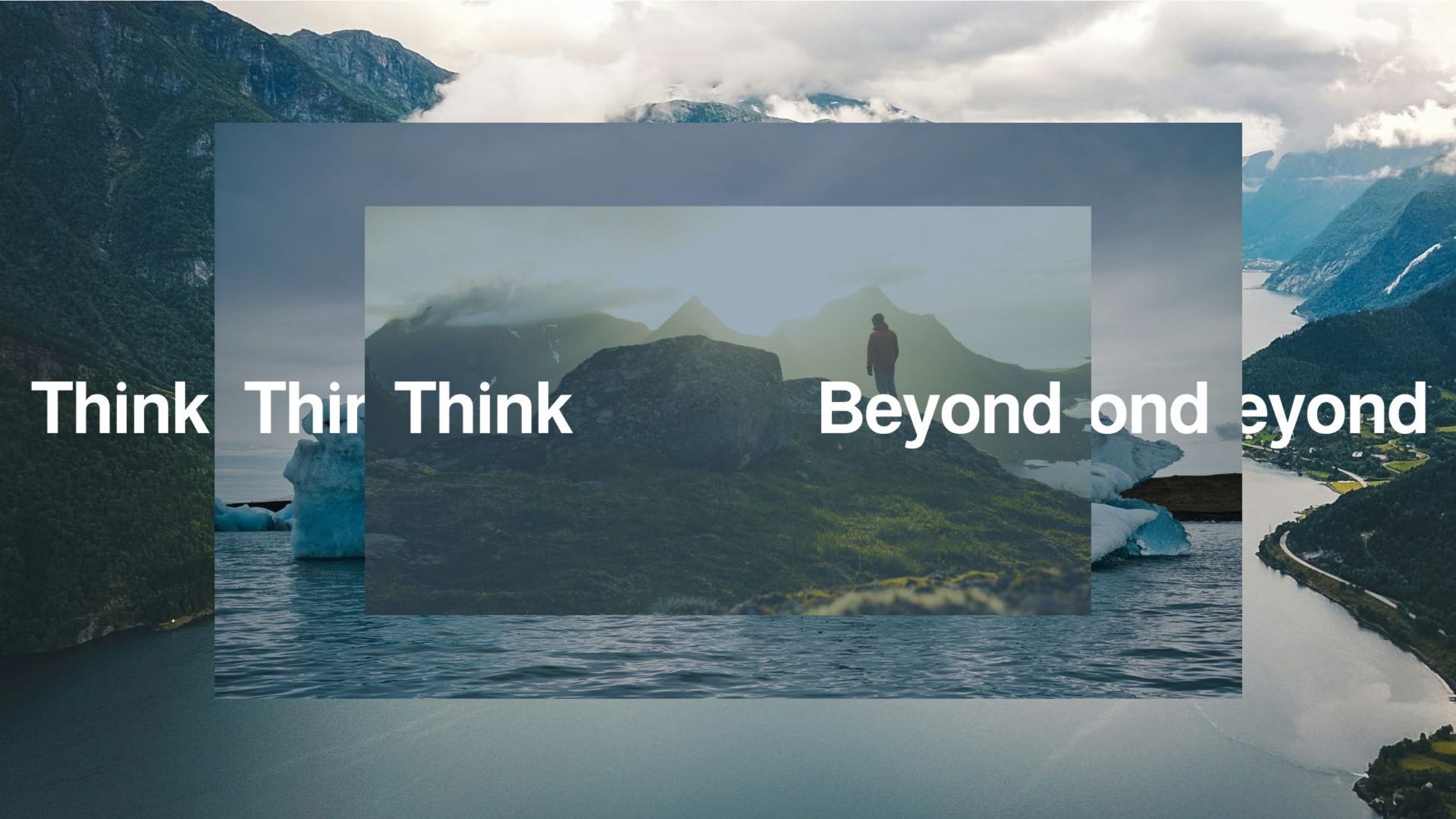
Multiconsult—Group

Avtroppende styremedlemmer

Tore Sjursen

Sverre Hurum





Think Think Think Beyond and beyond