

**MINUTES FROM THE  
ANNUAL GENERAL MEETING IN  
NORDIC SEMICONDUCTOR ASA**

The Annual General Meeting of Nordic Semiconductor ASA was held on April 28, 2026 at 09:15 am. The meeting was carried out as a video conference from Nordic Semiconductor ASA's premises at Skøyen, Oslo.

The Board was represented by Dieter May (Chair). The Nordic administration was represented by Vegard Wollan (CEO) and Pål Elstad (CFO). The auditor (PwC) was represented by Eivind Nilsen.

**Agenda**

1. Opening of the Meeting by the Chair and registering of the shareholders present (no voting).
2. Election of meeting chair and individual to sign the meeting minutes.
3. Approval of the invitation and the agenda.
4. Approval of the annual financial statements and the Board's report, including consolidated accounts and year-end allocations, for 2025.
5. Consideration of the Board of Director's report on corporate governance (no voting).
6. Power of attorney for the purchase of the Company's own shares.
7. Power of attorney to the Board of Directors to (a) issue new shares and (b) take up convertible loans.
8. Election of shareholder elected members to serve on the Board of Directors.
9. Election of members to serve on the Nomination Committee.
10. Approval of compensation for the Board of Directors, the Nomination Committee and the auditor.
11. Advisory vote on the Board of Directors' Remuneration Report 2025.
12. Approval of the Board of Directors' Remuneration Guidelines and Policy for Remuneration of Senior Executives (12.1), and advisory vote of the long-term equity-linked incentive plan for all employees (12.2).

\*\*\*

**Item 1. Opening of the Meeting by the Chair and register of the shareholders present (no voting).**

The meeting was opened by the Chair of the Board. It was taken attendance of the shareholders present, both in person or by proxy, as set out in Appendix 1. 136,247,158 of the Company's 199,781,600 shares (69%) were represented at the meeting.

**Item 2. Election of meeting chair and individual to sign the meeting minutes.**

Christian W. Skovly-Guttormsen was elected to chair the meeting and Pål Elstad was elected to co-sign the minutes, with votes cast as set out in Appendix 2.

**Item 3. Approval of the invitation and the agenda.**

The notice and the agenda were approved, with votes cast as set out in Appendix 2.

**Item 4. Approval of the annual financial statements and the Board's report, including consolidated accounts and year-end allocations, for 2025.**

The annual financial statements and the report from the Board of Directors for 2025, including the consolidated accounts, and the auditor's report were considered.

The Annual General Meeting approved the following resolution, with votes cast as set out in Appendix 2:

*"The annual financial statements and the report from the Board of Directors for 2025, including the consolidated accounts and year-end allocations, are approved."*

**Item 5. Consideration of the Board of Director's report on corporate governance (no voting).**

Meeting Chair referred to the Board of Director's report on corporate governance included in the Nordic Semiconductor annual report 2025.

The Annual General Meeting took due note of the report.

**Item 6. Power of attorney for the purchase of the Company's own shares.**

The Board's proposal for the power of attorney to acquire the Company's own shares was considered.

The Annual General Meeting approved the following resolution, with votes cast as set out in Appendix 2:

*"Power of attorney is hereby granted to the Board of Directors on behalf of the Company to purchase the Company's own shares, and to hold treasury shares within the limits of the Norwegian Public Limited Liability Companies Act. The maximum number of shares which may be acquired shall not exceed an aggregate par value of NOK 199,000 (corresponding to approximately 9.96% of the Company's share capital). The power of attorney also includes pledge of own shares, cf. section 9-5 of the Norwegian Public Limited Liability Companies Act."*

*The power of attorney is given for the period from the date of this resolution up to the Annual General Meeting 2027, and 30 June 2027 at the latest.*

*The price per share which the Company may pay for shares acquired in connection with this power of attorney shall not be lower than the par value of the shares nor higher than NOK 350. In case of changes of the par value of the shares due to split or reverse split of the Company's shares, the price the Company may pay for each share is to be adjusted equally.*

*The Board of Directors may at its discretion decide the method of acquiring or disposing of own shares, including through one or more transactions on the Oslo Stock Exchange. The shares may be used as the Company's Board of Directors deems to be suitable for the purpose."*

**Item 7. Power of attorney to a) issue new shares and b) take up convertible loans.**

The Board's proposal for the power of attorney to a) issue new shares and b) issue convertible loans were considered.

Item 7 a) Power of attorney to the Board of Directors to issue new shares

The Annual General Meeting approved the following resolution, with votes cast as set out in Appendix 2:

*"The Board is, in accordance with the Norwegian Public Limited Liability Companies Act § 10-14, hereby granted the power of attorney to increase the share capital in Nordic Semiconductor ASA by up to NOK 199,000 by issuing up to 19,900,000 shares with a par value of NOK 0.01. The shareholders' pre-emptive rights pursuant to the Norwegian Public Limited Liability Companies Act § 10-4 may be set aside.*

*The terms of the subscription shall be decided by the Board of Directors.*

*The Board is authorized to modify article 5 of the Company's articles of association to reflect the new share capital of the Company when the power of attorney is used."*

*The power of attorney is given for the period from the date of this resolution up to the Annual General Meeting 2027, and 30 June 2027 at the latest. The authorization covers both cash and non-cash contributions. The authorization also covers the issue of shares in connection with a merger."*

Item 7 b) Power of attorney to the Board of Directors to take up convertible loans

The Annual General Meeting approved the following resolution, with votes cast as set out in Appendix 2:

*"The Board of Directors is, in accordance with the Norwegian Public Limited Liability Companies Act § 11-8, hereby granted the power of attorney to take up one or more loans which give the creditor the right to require issue of shares against payment in cash or against set-off of the claim (convertible loans) with a total principal amount of up to NOK 3 billion (or a corresponding amount in another currency). Subject to this total amount limitation, the authorization may be used on more than one occasion. The shareholders' pre-emptive rights pursuant to the Norwegian Public Limited Liability Companies Act § 11-4 may be set aside.*

*The company's share capital may be increased by up to NOK 199,000 as a result of the creditors' right to require issue of shares provided that the combined number of shares that are issued pursuant to this authorization and the power of attorney in agenda item 7 (A) shall not in aggregate exceed 10% of the company's current share capital. The Board is authorized to modify article 5 of the Company's articles of association to reflect the new share capital of the Company when the power of attorney is used."*

*The power of attorney is given for the period from the date of this resolution up to the Annual General Meeting 2027, and 30 June 2027 at the latest. The terms of the subscription shall be decided by the Board of Directors".*

#### **Item 8. Election of shareholder-elected members to serve on the Board of Directors.**

The Annual General Meeting approved the following resolution, with votes cast as set out in Appendix 2:

*"In accordance with the Nomination Committee's proposal, the following individuals are elected as shareholder-elected board members for a term of one year until the Company's annual general meeting in 2027:*

- *Dieter May, chair (re-election)*
- *Inger Berg Ørstavik (re-election)*
- *Annastiina Hintsa (re-election)*
- *Helmut Gassel (re-election)*
- *Lars Løddesøl (new)"*

#### **Item 9. Election of members to serve on the nomination committee.**

The Nomination Committee's proposal for the election of representatives to serve on the Nomination Committee was considered.

##### Item 9 a)

The Annual General Meeting approved the following resolution, with votes cast as set out in Appendix 2:

*"In accordance with the Nomination Committee's proposal, the following people are elected to the election committee for a one-year term until the Annual General Meeting 2027:*

*Fredrik Thoresen, chair of the nomination committee (re-election)".*

##### Item 9 b)

The Annual General Meeting approved the following resolution, with votes cast as set out in Appendix 2:

*"In accordance with the Nomination Committee's proposal, the following people are elected to the election committee for a one-year term until the Annual General Meeting 2027:*

*Eivind Lotsberg (re-election)".*

##### Item 9 c)

The Annual General Meeting approved the following resolution, with votes cast as set out in Appendix 2:

*“In accordance with the Nomination Committee’s proposal, the following people are elected to the election committee for a one-year term until the Annual General Meeting 2027:*

*Arne Graae (re-election)”.*

**Item 10. Approval of compensation for the Board, the nomination committee and the auditor.**

The proposal for the compensation for the Board, the nomination committee and the auditor were considered.

Item 10 a) Approval of compensation to the Board

The Annual General Meeting approved the following resolution, with votes cast as set out in Appendix 2:

*”As compensation for the period from the Annual General Meeting 2026 to the Annual General Meeting 2027 the following is approved (last year’s numbers in brackets):*

<i>Chair of the Board</i>	<i>NOK</i>	<i>825,000</i>	<i>+</i>	<i>(750,000)</i>
		<i>NOK 635,958</i>		<i>(NOK 578,144 in</i>
		<i>in shares</i>		<i>shares)</i>
<i>Board members elected by the</i>	<i>NOK</i>	<i>357,500</i>	<i>+</i>	<i>(325,000)</i>
<i>shareholders</i>		<i>NOK 227,515</i>		<i>(NOK 206,832 in</i>
		<i>in shares</i>		<i>shares)</i>
<i>Board members elected by the employees</i>	<i>NOK</i>	<i>181,110</i>		<i>(172,486)</i>

*The share-based part of the compensation is paid after the AGM in 2026, and the number of shares shall be based on the tax adjusted amount due in NOK (respectively NOK 227,515 and NOK 635,958 minus tax), divided by the share price at closing of the AGM day in 2026.*

*A travel time allowance of NOK 13,200 (12,000) will be given to Board members for travels within Europe. Further, any costs incurred by the Board Members in relation to their participation as a member of the Board or any of the committees, will be reimbursed by the Company.*

*Nordic Semiconductor ASA has a policy of compensating members elected by the employees for the responsibility but not for the work associated with the Board position as this is assumed to be covered by their salaries. As compensation for the period from the Annual General Meeting 2026 to the Annual General Meeting 2027 for participation in the Audit Committee the shareholder-elected Board Members will receive NOK 25,300 (23,000) for the Chair and NOK 12,650 (11,500) per meeting for a member.*

*As compensation for the period from the Annual General Meeting 2026 to the Annual General Meeting 2027 for participation in the People & Compensation Committee the shareholder elected Board Members will receive NOK 18,975 (17,250) (chair) and NOK 9,488 (8,625) (member) per meeting.*

*Participation for individual Board members in additional meetings with ad hoc committees is compensated with NOK 9,488 (8,625) per meeting. This also applies for participation in*

*additional working group meetings for individual members in either Audit Committee or People & Compensation Committee. Maximum payment for additional working group meetings is NOK 94,880 (86,250) per Board Member."*

Item 10 b) Approval of compensation to the nomination committee

The Annual General Meeting approved the following resolution, with votes cast as set out in Appendix 2:

*"A compensation of NOK 104,186 (99,225) for the chair and NOK 69,457 (66,150) per member of the nomination committee is approved for the period from the Annual General Meeting 2026 to the Annual General Meeting 2027."*

Item 10 c) Approval of compensation to the auditor

The Annual General Meeting approved the following resolution, with votes cast as set out in Appendix 2:

*"The compensation to the auditor which is listed in Note 9 to the annual financial statements for 2025 is approved."*

### **Item 11. Advisory vote on the Board of Directors' Remuneration Report 2025**

The Board of Director's Remuneration Report for 2025 was considered.

The Annual General Meeting approved the following resolution, with votes cast as set out in Appendix 2:

*"The Annual General Meeting endorsed the board of directors' remuneration report for 2025."*

### **Item 12. Approval of the Board of Director's Remuneration Guidelines and Policy for Remuneration of Senior Executives (12.1), and advisory vote of the long-term equity-linked incentive plan for all employees (12.2).**

The Board of Director's Remuneration Guidelines and Policy for Remuneration of Senior Executives and long-term incentive plan for all employees were considered.

Item 12.1 - Approval of the Board of Director's Remuneration Guidelines and Policy for Remuneration of Senior Executives

The Annual General Meeting approved the following resolution, with votes cast as set out in Appendix 2:

*"The Annual General Meeting approves the Board of Director's Guidelines and Policy for Remuneration of Senior Executives."*

Item 12.2 – Advisory vote of the long-term equity-linked incentive plan for all employees

The Annual General Meeting approved the following resolution, with votes cast as set out in Appendix 2:

*“The Annual General Meeting endorsed the Board of Directors’ RSU Program for all employees.”*

No other issues were brought to the agenda. The chair of the Annual General Meeting thanked the shareholders for attending, and declared the meeting adjourned.

Oslo, April 28, 2026

DocuSigned by:

*Christian Skovly-Guttormsen*

2E4DFA7BC8A1426  
Christian W. Skovly Guttormsen

DocuSigned by:

*Pål Elstad*

BF0C4040F1B2425...  
Pål Elstad

ISIN:	<u>NO0003055501, Nordic Semiconductor ASA</u>
AGM date:	28/04/2026
Today's date:	28/04/2026

Number of investors with voting rights attending : 3

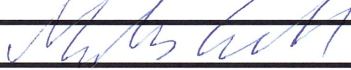

	Shares	Pct. of capital
Total shares	199.781.600	
- shares owned by the issuer	2.324.420	
Total shares with voting rights	197.457.180	
Represented by own shares	11.663	0,01%
Represented by vote by correspondance	134.523.992	68,13%
Represented by proxy	1.711.503	0,87%
Represented by voting instruction	-	0,00%
<b>Sum proxy shares</b>	1.711.503	0,87%
<b>Total represented with voting rights</b>	136.247.158	69,00%

Registrar for the company:

Signature company:

Nordea

Nordic Semiconductor ASA

	DocuSigned by:  BF0C4640F1B2425...
---	--

**Protocol Annual General Assembly Nordic Semiconductor ASA**

ISIN:	NO0003055501
Share capital:	1.974.571,80
Annual General Meeting date	28/04/2026
Today's date	28/04/2026

	For	Against	Voted	Abstain	Not voted	Represented shares
Item 2						
	136.246.737	1	136.246.738	420	-	136.247.158
votes cast in %	100,00%	0,00%				
representation of sc in %	100,00%	0,00%	100,00%	0,00%	0,00%	
votes cast of total sc %	69,0%	0,0%	69,0%	0,0%	0,0%	
<b>Total</b>	<b>136.246.737</b>	<b>1</b>	<b>136.246.738</b>	<b>420</b>	<b>-</b>	<b>136.247.158</b>
Item 3						
	136.246.737	1	136.246.738	420	-	136.247.158
votes cast in %	100,00%	0,00%				
representation of sc in %	100,00%	0,00%	100,00%	0,00%	0,00%	
votes cast of total sc %	69,0%	0,0%	69,0%	0,0%	0,0%	
<b>Total</b>	<b>136.246.737</b>	<b>1</b>	<b>136.246.738</b>	<b>420</b>	<b>-</b>	<b>136.247.158</b>
Item 4						
	136.194.198	1	136.194.199	52.959	-	136.247.158
votes cast in %	100,00%	0,00%				
representation of sc in %	99,96%	0,00%	99,96%	0,04%	0,00%	
votes cast of total sc %	69,0%	0,0%	69,0%	0,0%	0,0%	
<b>Total</b>	<b>136.194.198</b>	<b>1</b>	<b>136.194.199</b>	<b>52.959</b>	<b>-</b>	<b>136.247.158</b>
Item 6						
	135.864.201	375.317	136.239.518	7.640	-	136.247.158
votes cast in %	99,72%	0,28%				
representation of sc in %	99,72%	0,28%	99,99%	0,01%	0,00%	
votes cast of total sc %	68,8%	0,2%	69,0%	0,0%	0,0%	
<b>Total</b>	<b>135.864.201</b>	<b>375.317</b>	<b>136.239.518</b>	<b>7.640</b>	<b>-</b>	<b>136.247.158</b>
Item 7.a)						
	136.069.305	177.853	136.247.158	-	-	136.247.158
votes cast in %	99,87%	0,13%				
representation of sc in %	99,87%	0,13%	100,00%	0,00%	0,00%	
votes cast of total sc %	68,9%	0,1%	69,0%	0,0%	0,0%	
<b>Total</b>	<b>136.069.305</b>	<b>177.853</b>	<b>136.247.158</b>	<b>-</b>	<b>-</b>	<b>136.247.158</b>
Item 7.b)						
	136.167.123	74.221	136.241.344	5.814	-	136.247.158
votes cast in %	99,95%	0,05%				
representation of sc in %	99,94%	0,05%	100,00%	0,00%	0,00%	
votes cast of total sc %	69,0%	0,0%	69,0%	0,0%	0,0%	
<b>Total</b>	<b>136.167.123</b>	<b>74.221</b>	<b>136.241.344</b>	<b>5.814</b>	<b>-</b>	<b>136.247.158</b>
Item 8.a)						
	135.125.749	1.118.499	136.244.248	2.910	-	136.247.158
votes cast in %	99,18%	0,82%				
representation of sc in %	99,18%	0,82%	100,00%	0,00%	0,00%	
votes cast of total sc %	68,4%	0,6%	69,0%	0,0%	0,0%	
<b>Total</b>	<b>135.125.749</b>	<b>1.118.499</b>	<b>136.244.248</b>	<b>2.910</b>	<b>-</b>	<b>136.247.158</b>
Item 8.b)						
	135.015.928	1.228.320	136.244.248	2.910	-	136.247.158
votes cast in %	99,10%	0,90%				
representation of sc in %	99,10%	0,90%	100,00%	0,00%	0,00%	
votes cast of total sc %	68,4%	0,6%	69,0%	0,0%	0,0%	
<b>Total</b>	<b>135.015.928</b>	<b>1.228.320</b>	<b>136.244.248</b>	<b>2.910</b>	<b>-</b>	<b>136.247.158</b>

	For	Against	Voted	Abstain	Not voted	Represented shares
Item 8.c)	134.635.003	1.609.245	136.244.248	2.910	-	136.247.158
votes cast in %	98,82%	1,18%				
representation of sc in %	98,82%	1,18%	100,00%	0,00%	0,00%	
votes cast of total sc %	68,2%	0,8%	69,0%	0,0%	0,0%	
<b>Total</b>	<b>134.635.003</b>	<b>1.609.245</b>	<b>136.244.248</b>	<b>2.910</b>	<b>-</b>	<b>136.247.158</b>
Item 8.d)	135.190.928	1.053.320	136.244.248	2.910	-	136.247.158
votes cast in %	99,23%	0,77%				
representation of sc in %	99,22%	0,77%	100,00%	0,00%	0,00%	
votes cast of total sc %	68,5%	0,5%	69,0%	0,0%	0,0%	
<b>Total</b>	<b>135.190.928</b>	<b>1.053.320</b>	<b>136.244.248</b>	<b>2.910</b>	<b>-</b>	<b>136.247.158</b>
Item 8.e)	135.830.958	413.290	136.244.248	2.910	-	136.247.158
votes cast in %	99,70%	0,30%				
representation of sc in %	99,69%	0,30%	100,00%	0,00%	0,00%	
votes cast of total sc %	68,8%	0,2%	69,0%	0,0%	0,0%	
<b>Total</b>	<b>135.830.958</b>	<b>413.290</b>	<b>136.244.248</b>	<b>2.910</b>	<b>-</b>	<b>136.247.158</b>
Item 9.a)	136.038.878	205.370	136.244.248	2.910	-	136.247.158
votes cast in %	99,85%	0,15%				
representation of sc in %	99,85%	0,15%	100,00%	0,00%	0,00%	
votes cast of total sc %	68,9%	0,1%	69,0%	0,0%	0,0%	
<b>Total</b>	<b>136.038.878</b>	<b>205.370</b>	<b>136.244.248</b>	<b>2.910</b>	<b>-</b>	<b>136.247.158</b>
Item 9.b)	136.038.878	205.370	136.244.248	2.910	-	136.247.158
votes cast in %	99,85%	0,15%				
representation of sc in %	99,85%	0,15%	100,00%	0,00%	0,00%	
votes cast of total sc %	68,9%	0,1%	69,0%	0,0%	0,0%	
<b>Total</b>	<b>136.038.878</b>	<b>205.370</b>	<b>136.244.248</b>	<b>2.910</b>	<b>-</b>	<b>136.247.158</b>
Item 9.c)	136.049.678	194.570	136.244.248	2.910	-	136.247.158
votes cast in %	99,86%	0,14%				
representation of sc in %	99,86%	0,14%	100,00%	0,00%	0,00%	
votes cast of total sc %	68,9%	0,1%	69,0%	0,0%	0,0%	
<b>Total</b>	<b>136.049.678</b>	<b>194.570</b>	<b>136.244.248</b>	<b>2.910</b>	<b>-</b>	<b>136.247.158</b>
Item 10.a)	136.209.138	30.597	136.239.735	7.423	-	136.247.158
votes cast in %	99,98%	0,02%				
representation of sc in %	99,97%	0,02%	99,99%	0,01%	0,00%	
votes cast of total sc %	69,0%	0,0%	69,0%	0,0%	0,0%	
<b>Total</b>	<b>136.209.138</b>	<b>30.597</b>	<b>136.239.735</b>	<b>7.423</b>	<b>-</b>	<b>136.247.158</b>
Item 10.b)	136.211.138	28.600	136.239.738	7.420	-	136.247.158
votes cast in %	99,98%	0,02%				
representation of sc in %	99,97%	0,02%	99,99%	0,01%	0,00%	
votes cast of total sc %	69,0%	0,0%	69,0%	0,0%	0,0%	
<b>Total</b>	<b>136.211.138</b>	<b>28.600</b>	<b>136.239.738</b>	<b>7.420</b>	<b>-</b>	<b>136.247.158</b>
Item 10.c)	135.846.446	399.851	136.246.297	861	-	136.247.158
votes cast in %	99,71%	0,29%				
representation of sc in %	99,71%	0,29%	100,00%	0,00%	0,00%	
votes cast of total sc %	68,8%	0,2%	69,0%	0,0%	0,0%	
<b>Total</b>	<b>135.846.446</b>	<b>399.851</b>	<b>136.246.297</b>	<b>861</b>	<b>-</b>	<b>136.247.158</b>

	For	Against	Voted	Abstain	Not voted	Represented shares
Item 11						
	134.145.423	1.905.109	136.050.532	196.626	-	136.247.158
votes cast in %	98,60%	1,40%				
representation of sc in %	98,46%	1,40%	99,86%	0,14%	0,00%	
votes cast of total sc %	67,9%	1,0%	68,9%	0,1%	0,0%	
<b>Total</b>	<b>134.145.423</b>	<b>1.905.109</b>	<b>136.050.532</b>	<b>196.626</b>	<b>-</b>	<b>136.247.158</b>
Item 12.1						
	128.504.211	7.561.118	136.065.329	181.829	-	136.247.158
votes cast in %	94,44%	5,56%				
representation of sc in %	94,32%	5,55%	99,87%	0,13%	0,00%	
votes cast of total sc %	65,1%	3,8%	68,9%	0,1%	0,0%	
<b>Total</b>	<b>128.504.211</b>	<b>7.561.118</b>	<b>136.065.329</b>	<b>181.829</b>	<b>-</b>	<b>136.247.158</b>
Item 12.2						
	132.671.736	3.575.347	136.247.083	75	-	136.247.158
votes cast in %	97,38%	2,62%				
representation of sc in %	97,38%	2,62%	100,00%	0,00%	0,00%	
votes cast of total sc %	67,2%	1,8%	69,0%	0,0%	0,0%	
<b>Total</b>	<b>132.671.736</b>	<b>3.575.347</b>	<b>136.247.083</b>	<b>75</b>	<b>-</b>	<b>136.247.158</b>

Account controller for the company

Nordea

Signature company

Nordic Semiconductor ASA

DocuSigned by:  
  
 BF0C4640F1B2425...

