

16 November 2021

PetroNor E&P ASA  
("PetroNor Norway")

### **Minutes from the Extraordinary General Meeting 16 November 2021**

As part of the re-domicile process, PetroNor Norway held its Extraordinary General Meeting today. All items on the agenda were adopted by the sole shareholder PetroNor E&P Limited.

PetroNor E&P Limited (OSE ticker: "PNOR") is therefore on track with the process to change domicile from Australia to Norway and apply for listing on the Oslo Stock Exchange (Oslo Børs, main list).

The minutes of the Extraordinary General Meeting are attached to this announcement and can also be found on our website at [www.petronorep.com](http://www.petronorep.com).

This information is subject to the disclosure requirements pursuant to section 5-12 of the Norwegian Securities Trading Act.

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#### **For further information, please contact:**

Knut Sjøvold, Chief Executive Officer  
Chris Butler, Group Financial Controller  
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#### **About PetroNor E&P**

PetroNor E&P Limited is an Africa-focused independent oil and gas exploration and production company listed on Oslo Euronext Expand with the ticker PNOR. PetroNor E&P Limited holds exploration and production assets offshore West Africa, specifically the PNGF Sud licenses in Congo Brazzaville, the A4 license in The Gambia, the Sinapa (Block 2) and Esperança (Blocks 4A and 5A) licenses in Guinea-Bissau, the Rufisque Offshore Profond and Senegal Offshore Sud Profond in Senegal (in arbitration) and OML-113 in Nigeria (subject to completion).

UNOFFICIAL OFFICE TRANSLATION – IN CASE OF DISCREPANCY, THE NORWEGIAN VERSION SHALL PREVAIL:

**PROTOKOLL FRA  
EKSTRAORDINÆR GENERALFORSAMLING I  
PETRONOR E&P ASA**

Den 16. november 2021 ble det avholdt ekstraordinær generalforsamling i PetroNor E&P ASA, org.nr. 927 866 951 ("**Selskapet**"). Møtet ble avholdt via Teams.

Deltaker var Selskapets enesaksjonær, PetroNor E&P Ltd., representert ved Eyas Alhomouz etter fullmakt. Således var 100 % av Selskapets aksjekapital og stemmer representert på generalforsamlingen.

Følgende saker ble behandlet:

**1. ÅPNING AV GENERALFORSAMLINGEN, GODKJENNELSE AV INNKALLING OG AGENDA, VALG AV MØTELEDER MV.**

Generalforsamlingen ble åpnet av Eyas A. Alhomouz.

Eyas A. Alhomouz ble valgt til å lede møtet, og Knut Søvdal ble valgt til å signere protokollen sammen med møteleder.

Generalforsamlingen godkjente innkallingen og agendaen for møtet, herunder fravikelse av reglene om innkalling i henhold til allmennaksjeloven ("**asal**").

**2. NOMINASJONSKOMITE**

Som del av forberedelsene til notering av Selskapets aksjer på Oslo Børs, anser styret det hensiktsmessig å innføre en nominasjonskomite. Hovedformålet med denne komiteen vil være å fremme forslag til generalforsamlingen om styresammensetning og styrehonorering. Styrets forslag til instruks for slik nominasjonskomiteen er inntatt som vedlegg 2 til innkallingen.

I tråd med styrets forslag fattet generalforsamlingen deretter følgende vedtak:

- (i) *"En ny § 8 inntas i Selskapets vedtekter med følgende ordlyd:*

**MINUTES OF AN  
EXTRAORDINARY GENERAL MEETING OF  
PETRONOR E&P ASA**

On 16 November 2021 an extraordinary general meeting of PetroNor E&P ASA AS, reg.no. 927 866 951 (the "**Company**") was held via Teams call.

The Company's sole shareholder, PetroNor E&P Ltd., was represented by Eyas Alhomouz by proxy. Thus, 100% of the Company's share capital and votes were represented at the general meeting.

The following matters were considered:

**1. OPENING OF THE GENERAL MEETING, APPROVAL OF THE NOTICE AND AGENDA, ELECTION OF THE CHAIRMAN OF THE MEETING ETC.**

The general meeting was opened by Eyas A. Alhomouz.

Eyas A. Alhomouz was elected to chair the meeting, and Knut Søvdal was elected to co-sign the minutes.

The notice of meeting and the agenda for the meeting were approved, including the deviation from the notice requirement set out in the Norwegian Public Limited Liability Companies Act (the "**Public Companies Act**").

**2. NOMINATION COMMITTEE**

As part of the preparations for listing on Oslo Børs, the board considers it appropriate to establish a nomination committee. The main purpose of this committee will be to make proposals to the general meeting regarding composition of the board and remuneration for directors. The board's proposal for instructions for such nomination committee is included as Appendix 2 to this notice.

In accordance with the board's proposal, the general meeting then passed the following resolution:

- (i) *"A new section 8 is included in the Company's articles with the following wording:*

### § 8 - Nominasjonskomite

Selskapet skal ha en nominasjonskomité, som velges av generalforsamlingen.

Nominasjonskomitéen fremmer forslag til generalforsamlingen om (i) valg av styrets leder, styremedlemmer og eventuelle varamedlemmer, og (ii) valg av medlemmer til nominasjonskomitéen. Nominasjonskomitéen fremmer videre forslag til generalforsamlingen om honorar til styret og nominasjonskomitéen, som fastsettes av generalforsamlingen. Generalforsamlingen skal fastsette instruks for nominasjonskomiteen."

- (ii) Instruks for nominasjonskomiteen fastsettes som angitt i vedlegg 2.
- (iii) Eyas Alhomouz og Knut Søvold ble valgt som representanter til Nominasjonskomiteen."

### 3. VEDTEKTER

Som del av forberedelsene til notering av Selskapets aksjer på Oslo Børs vil det være nødvendig at Selskapets generalforsamling oppdaterer vedtektene for å oppfylle kravene som gjelder for noterte selskaper, herunder (i) prosedyre for avholdelse av generalforsamling, (ii) elektronisk registrering av Selskapets aksjer i verdipapirsentralen (VPS) og (iii) krav om varsel for å delta på generalforsamlingen.

Utkast til nye vedtekter (vedlegg 1) ble presentert på generalforsamlingen.

I tråd med styrets forslag fattet generalforsamlingen deretter følgende vedtak:

*"Selskapets vedtekter endres i henhold til forslaget til nye vedtekter i vedlegg 1."*

### 4. LEDERLØNNSERKLÆRING VEDRØRENDE FASTSETTELSE AV LØNN OG ANNEN GODTGJØRELSE TIL DAGLIG LEDER OG ANDRE LEDENDE ANSATTE

Som del av forberedelsene til notering av Selskapets aksjer på Oslo Børs, anser styret det hensiktsmessig å

### § 8 – Nomination committee

The company shall have a nomination committee, elected by the general meeting.

The nomination committee shall present proposals to the general meeting regarding (i) election of the chair of the board, board members and any deputy members, and (ii) election of members of the nomination committee. The nomination committee shall also present proposals to the general meeting for remuneration of the board and the nomination committee, which is to be determined by the general meeting. The general meeting shall adopt instructions for the nomination committee."

- (ii) Instructions for the nomination committee are adopted as set out in appendix 2.
- (iii) The following composition of the nomination committee is proposed: Eyas Alhomouz, Knut Søvold."

### 3. ARTICLES OF ASSOCIATION

As part of the preparations for listing of the shares in the Company on Oslo Børs, the Company's general meeting will be required to revise its Articles of Association in order to comply with the requirements for listed companies, including (i) procedure for holding the general meeting, (ii) electronic registration of the company's shares in the central securities depository (VPS), and (iii) notice requirement to attend the general meeting.

Draft of new Articles of Association (appendix 1) were presented at the general meeting.

In accordance with the board's proposal, the general meeting then passed the following resolution:

*"The company's Articles of Association are amended in accordance with the proposal for new articles of association in appendix 1."*

### 4. SENIOR SALARY DECLARATION CONCERNING DETERMINATION OF SALARIES AND OTHER REMUNERATION TO THE CEO AND OTHER SENIOR EXECUTIVES

As part of the preparations for listing on Oslo Børs, the Board considers it appropriate to prepare a declaration

utarbeide en erklæring om fastsettelse av lønn og annen godtgjørelse til daglig leder og andre ledende ansatte. Styrets forslag er inntatt som vedlegg 3.

I tråd med styrets forslag fattet generalforsamlingen deretter følgende vedtak:

*"Erklæringen om fastsettelse av lønn og annen godtgjørelse til daglig leder og andre ledende ansatte vedtas i henhold til vedlegg 3."*

#### 5. REGNSKAP FOR ÉN-MÅNEDSPERIODEN AVSLUTTET 31. OKTOBER 2021

Som del i forberedelsene til notering på Oslo Børs har Selskapet utarbeidet et regnskap for én månedspersoden avsluttet 31. oktober 2021, revidert av en revisor jfr. allmennaksjeloven § 12-4 og godkjent av styret ved rundskriv av 11. november 2021 (vedlegg 4).

Det slik utarbeidede regnskapet skal registreres og kunngjøres i Regnskapsregisteret.

I tråd med styrets forslag fattet generalforsamlingen deretter følgende vedtak:

*"Balansen datert 11 November 2021, godkjennes."*

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Alle beslutninger ble fattet med enstemmighet. Ingen flere saker forelå til behandling. Møteleder erklærte generalforsamlingen for hevet.

on the determination of salaries and other remuneration to the CEO, and other senior executives. The board's proposal is included as appendix 3.

In accordance with the board's proposal, the general meeting then passed the following resolution:

*"The declaration on the determination of salaries and other remuneration to the CEO, and other senior executives is adopted in accordance with appendices 3."*

#### 5. FINANCIAL STATEMENTS FOR THE ONE MONTH PERIOD ENDED 31 OCTOBER 2021

As part of the preparations for listing on Oslo Børs, the Company has prepared financial statements for the one-month period ended 31 October 2021, audited by an auditor cf. section 12-4 of the Public Companies Act and approved by the board through a circular resolution dated 11 November 2021 (appendix 4).

The financial statements so prepared must be registered and announced in the Accounting Register.

In accordance with the board's proposal, the general meeting then passed the following resolution:

*"The balance dated 11 November 2021, is approved."*

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All resolutions were reached unanimously. There were no further items on the agenda. The chairman of the meeting declared the general meeting closed.

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#### VEDLEGG:

<u>Vedlegg 1:</u>	Vedtekter
<u>Vedlegg 2:</u>	Instruks for nominasjonskomiteen
<u>Vedlegg 3:</u>	Erklæring om fastsettelse av lønn og annen godtgjørelse til daglig leder og andre ledende ansatte
<u>Vedlegg 4:</u>	Regnskap for én-månedspersoden avsluttet 31. oktober 2021

#### APPENDICES:

<u>Appendix 1:</u>	Articles of Association
<u>Appendix 2:</u>	Instructions for the nomination committee
<u>Appendix 3:</u>	Declaration on the determination of salaries and other remuneration to the CEO, and other senior executives
<u>Appendix 4:</u>	Financial Statements for the one month period ended 31 October 2021

*Separat signaturside følger / Separate signature page follows*

*Signatureside for protokoll fra ekstraordinær generalforsamling i PetroNor E&P ASA den 16. november 2021*  
*Signature page for minutes of an extraordinary general meeting of PetroNor ASA held on 16 November 2021*

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Eyas A. Alhomouz  
Møteleder / Chairman of the meeting



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Knut Søvold  
Medundertegner / Co-signatory

**VEDTEKTER**  
**FOR**  
**PETRONOR E&P ASA**  
(org.nr. 927 866 951)

*(sist endret 16. november 2021)*

**§ 1 – Navn**

Selskapets foretaksnavn er PetroNor E&P ASA.

**§ 2 – Forretningskontor**

Selskapets forretningskontor er i Oslo kommune.

**§ 3 – Formål**

Selskapets virksomhet er å investere i selskaper og enheter som er involvert i energibransjen og olje og gassindustrien over hele verden, samt investeringsaktiviteter og andre relaterte aktiviteter.

**§ 4 – Aksjekapital**

Aksjekapitalen er NOK 1 000 000 fordelt på 100 000 aksjer, hver pålydende NOK 10.

Selskapets aksjer skal være registrert i Verdipapirsentralen (VPS).

**§ 5 – Styret**

Selskapets styre kan ha inntil 7 medlemmer valgt av generalforsamlingen. Styret velges for normalt for inntil 2 år av gangen. Styrets leder velges av generalforsamlingen.

**§ 6 – Signatur**

Selskapet tegnes av to 2 styremedlem i fellesskap eller daglig leder alene. Styret kan meddele prokura.

**§ 7 – Generalforsamlingen**

På den ordinære generalforsamling skal følgende saker behandles og avgjøres:

*UNOFFICIAL OFFICE TRANSLATION – IN CASE OF DISCREPANCY THE NORWEGIAN VERSION SHALL PREVAIL:*

**ARTICLES OF ASSOCIATION**  
**FOR**  
**PETRONOR E&P ASA**  
(reg. no. 927 866 951)

*(last amended on 16 November 2021)*

**Article 1 – Name**

The company's business name is PetroNor E&P ASA.

**Article 2 – Office**

The company's registered office is in the municipality of Oslo.

**Article 3 – Objectives**

The company's business is to invest in companies and entities that are involved in the energy industry and the oil and gas industry worldwide, as well as investment activities and other related activities.

**Article 4 – Share capital**

The company's share capital is NOK 1,000,000 divided into 100,000 shares of NOK 10 each.

The company's shares shall be registered with Verdipapirsentralen (VPS).

**Article 5 – The board of directors**

The Board of Directors may have up to 7 members elected by the General Meeting. The Board is normally elected for 2 years. The Chairman of the Board is elected by the General Meeting.

**Article 6 – Signature**

Any two 2 Directors jointly or the CEO alone may sign for the Company. The Board may grant power of attorney.

**Article 7 – The general meeting**

The annual general meeting shall consider and decide the following matters:

1. Godkjenning av årsregnskap og årsberetning.
2. Anvendelse av overskuddet eller dekning av underskudd i henhold til den fastsatte balanse, samt utdeling av utbytte.
3. Valg av styre.
4. Godkjenning av styrets erklæring om lønn og annen godtgjørelse til ledende ansatte.
5. Andre saker som etter loven eller vedtektene hører under generalforsamlingen.

Retten til å delta og stemme på generalforsamlinger i selskapet kan bare utøves for aksjer som er ervervet og innført i aksjeeierregisteret den femte virkedagen før generalforsamlingen.

Aksjeeiere som vil delta i en generalforsamling i selskapet, skal melde dette til selskapet innen en frist som angis i innkallingen til generalforsamling, og som ikke kan utløpe tidligere enn fem dager før generalforsamlingen. Aksjeeiere som ikke har meldt fra innen fristens utløp, kan nektes adgang.

Når dokumenter som gjelder saker som skal behandles på generalforsamlingen, er gjort tilgjengelige for aksjeeierne på selskapets internettsider, gjelder ikke lovens krav om at dokumentene skal sendes til aksjeeierne. Dette gjelder også dokumenter som etter lov skal inntas i eller vedlegges innkallingen til generalforsamlingen. En aksjeeier kan likevel kreve å få tilsendt slike dokumenter.

Styret kan i forbindelse med innkalling til generalforsamlinger bestemme at aksjeeierne skal kunne avgi sin stemme skriftlig, herunder ved bruk av elektronisk kommunikasjon, i en periode før generalforsamlingen.

#### **§ 8 – Nominasjonskomite**

Selskapet skal ha en nominasjonskomité, som velges av generalforsamlingen.

1. Approval of the annual accounts and report.
2. Use of profits or coverage of losses in accordance with the approved balance sheet, as well as distribution of dividends.
3. Election of board of directors.
4. Approval of the statement from the board of directors regarding salary and other remuneration to the executive management.
5. Any other matters which pursuant to law or the Articles of Association pertain to the general meeting.

The right to participate and vote at general meetings of the company can only be exercised for shares which have been acquired and registered in the shareholders register in the shareholders on the fifth business day prior to the general meeting.

Shareholders who intend to attend a general meeting of the company shall give the company written notice of their intention within a time limit given in the notice of the general meeting, which cannot expire earlier than five days before the general meeting. Shareholders, who have failed to give such notice within the time limit, can be denied admission.

When documents pertaining to matters which shall be handled at a general meeting have been made available for the shareholders on the company's website, the statutory requirement that the documents shall be distributed to the shareholders, does not apply. This is also applicable to documents which according to statutory law shall be included in or attached to the notice of the general meeting. A shareholder may nonetheless demand to be sent such documents.

The Board of Directors may in connection with notices of general meetings determine that shareholders shall be able to cast their votes in writing, including through use of electronic communication, in a period prior to the general meeting.

#### **Article 8 – Nomination Committee**

The company shall have a nomination committee, elected by the general meeting.

Nominasjonskomitéen fremmer forslag til generalforsamlingen om (i) valg av styrets leder, styremedlemmer og eventuelle varamedlemmer, og (ii) valg av medlemmer til nominasjonskomitéen. Nominasjonskomitéen fremmer videre forslag til generalforsamlingen om honorar til styret og nominasjonskomitéen, som fastsettes av generalforsamlingen. Generalforsamlingen skal fastsette instruks for nominasjonskomiteen.

Nominasjonskomitéen skal best av inntil tre medlemmer.

The nomination committee shall present proposals to the general meeting regarding (i) election of the chair of the Board, board members and any deputy members, and (ii) election of members of the nomination committee. The nomination committee shall also present proposals to the general meeting for remuneration of the Board and the nomination committee, which is to be determined by the general meeting. The general meeting shall adopt instructions for the nomination committee.

The nomination committee shall consist of up to three members.

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## INSTRUCTIONS TO THE NOMINATION COMMITTEE

PetroNor E&P ASA

Resolved by the Board of Directors on 15 November 2021 and by the General Meeting on 16 November 2021

### 1. SCOPE AND CHANGE OF THE INSTRUCTIONS

- 1.1 These instructions set out the operations of the Nomination Committee of PetroNor E&P ASA (the “**Company**”). The instructions must be approved by the Company’s General Meeting, who must have sole authority to amend these instructions.

### 2. MANDATE

- 2.1 The Nomination Committee must present proposals to the General Meeting regarding (i) election of the Chairman of the Board, board members and any deputy members of the Board and (ii) election of members of the Nomination Committee. The nomination committee must also present proposals to the General Meeting for remuneration of the Board and the Nomination Committee.

### 3. COMPOSITION, ELECTION AND REMUNERATION

- 3.1 The Nomination Committee must be elected by the General Meeting. At the outset, the Nomination Committee should consist of three members unless special circumstances suggest a different number of members.
- 3.2 The members of the Nomination Committee should be selected to take into account the interests of shareholders in general. The majority of the Nomination Committee should be independent of the Board and the executive management team. No more than one Board Member should serve on the Nomination Committee and only if such Board Member is not a candidate for re-election to the Board. Members of the executive management team should not be members of the Nomination Committee.
- 3.3 Members of the Nomination Committee are elected for a term of two years, but may be re-elected. The members may be removed or replaced at any time by a resolution of the General Meeting. In order to ensure continuity, a maximum of two members should be up for election at any time.
- 3.4 The Annual General Meeting stipulates the remuneration to be paid to the Nomination Committee. The Nomination Committee’s expenses must be covered by the Company.

### 4. PROCEDURES

- 4.1 Meetings of the Nomination Committee must be convened by the Chair of the Committee. Each of the members of the Nomination Committee, as well as the Chair of the Board and the Company’s CEO, has the right to demand that a meeting be convened. The Chair of the Committee decides whether the meeting will take the form of a physical meeting, a telephone meeting or otherwise.
- 4.2 The Nomination Committee constitutes a quorum when half or more of the Committee’s members participate and all other members of the committee have been given the opportunity to participate. In the case of an equal vote, the Chair must have a casting vote.

- 4.3 Minutes must be taken of the committee meetings. The minutes must be signed by all participating members.
- 4.4 In its work, the Nomination Committee may contact shareholders, members of the Board, the management and external advisers. Shareholders should be given the opportunity to propose Board member candidates to the Nomination Committee. The Nomination Committee must give considerable weight to the wishes of the shareholders when making its recommendations. The Nomination Committee must also give weight to the proposed candidates' experience, qualifications and their capacity to serve as officers of the Company in a satisfactory manner. Emphasis must also be given to ensuring independence of the Board in relation to the Company. The Nomination Committee must also strive to achieve an adequate representation of both genders on the Board.
- 4.5 The Nomination Committee's recommendations must at all times satisfy the requirements relating to the composition of the Board laid down in applicable legislation and in the regulations of any regulated markets on which the Company's shares are listed. The Nomination Committee must take into account the recommendations relating to the composition of the Board that follow from the Norwegian Code of Practice on Corporate Governance and any other relevant recommendations relating to corporate governance, as well as the principles laid down in the Company's Corporate Governance Policy.
- 4.6 Before recommending the proposed candidates, the Nomination Committee must ask the candidates whether they are willing to serve as a Board Member. Only candidates who have confirmed that they are willing to take on such office must be recommended.
- 4.7 The Nomination Committee must justify its recommendations and provide relevant information about the candidates. Any dissenting votes must be stated in the recommendation.
- 4.8 If the Board has prepared an evaluation of its work, the Nomination Committee must examine such report and take its contents into consideration when making recommendations.
- 5. PROCESSING OF THE NOMINATION COMMITTEE'S RECOMMENDATIONS**
- 5.1 The Nomination Committee's recommendation to the Annual General Meeting must be available in time to be sent together with the notice of the General Meeting, thereby giving the shareholders an opportunity to submit their views on the recommendation to the Nomination Committee ahead of the meeting.
- 5.2 The Chair of the Committee, or a person authorized by the Chair, must present the Committee's recommendations for the Annual General Meeting and give an account of the reasons for its recommendations.

## ERKLÆRING TIL GENERALFORSAMLINGEN I PETRONOR E&P ASA VEDRØRENDE FASTSETTELSE AV LØNN OG ANNEN GODTGJØRELSE TIL DAGLIG LEDER OG ANDRE LEDENDE ANSATTE

Etter allmennaksjeloven § 6-16a skal PetroNor E&P ASAs (“**Selskapet**”) styre (“**Styret**”) utarbeide en erklæring om fastsettelse av lønn og annen godtgjørelse til daglig leder og andre ledende ansatte.

Erklæringen skal inneholde retningslinjer for fastsettelse av lønn og annen godtgjørelse, og herunder angi hovedprinsippene for selskapets lederlønnspolitikk.

Allmennaksjeloven § 6 16a (3) pålegger også Styret å redegjøre for den lederlønnspolitikk som har vært ført i det foregående regnskapsår. Selskapet ble etablert i 2021 og redegjør derfor ikke for lederlønnspolitikk som har vært ført i det foregående regnskapsår.

Denne erklæring avgis for første gang til Selskapets ekstraordinære generalforsamling den 16. november 2021.

### 1. HOVEDPRINSIPP FOR SELSKAPETS LEDERLØNNSPOLITIKK

Som ledende aktør innenfor sin næring, er Selskapet avhengig av å tilby lønninger som kan rekruttere de dyktigste ledere.

Som en større internasjonal aktør innenfor sin bransje, er Selskapet ved fastleggelse av lønninger for ledere i Selskapet henvist til å konkurrere i et marked som på toppledernivå er internasjonalt.

Det er Styrets politikk at man for å sikre seg det best mulige lederskap må tilby lønninger på dette nivå som den enkelte er fornøyd med, og som er konkurransedyktige i et internasjonalt marked.

UNOFFICIAL OFFICE TRANSLATION – IN CASE OF  
DISCREPANCY THE NORWEGIAN VERSION SHALL PREVAIL:

## DECLARATION TO THE GENERAL MEETING OF PETRONOR E&P ASA REGARDING DETERMINATION OF SALARIES AND OTHER REMUNERATION TO THE DIRECTOR AND OTHER SENIOR EXECUTIVES

Pursuant to the Public Limited Liability Companies Act section 6-16a, PetroNor E&P ASA's (the “**Company**”) Board of Directors (the “**Board**”) shall prepare a statement on the determination of salaries and other remuneration to the general manager and other senior executives.

The declaration shall contain guidelines for determining salaries and other remuneration, and state the main principles for the company's executive pay policy.

Section 6-16a (3) of the Public Limited Liability Companies Act also requires the Board to account for the executive pay policy that has been pursued in the previous financial year. The Company was established in 2021 and therefore does not account for executive pay policy that has been pursued in the previous financial year.

This declaration is submitted for the first time to the Company's extraordinary general meeting on 16 November 2021.

### 1. MAIN PRINCIPLES OF THE COMPANY'S MANAGEMENT PAY POLICY

As a leading player in its industry, the Company is dependent on offering salaries that can recruit the most talented managers.

As a major international player in its industry, the Company is determined to compete in a market that is at the top management level internationally when determining salaries for managers in the Company.

It is the Board's policy that in order to ensure the best possible leadership, salaries must be offered at satisfactory levels for the individual, and that are competitive in an international market.

Ut fra Selskapets internasjonale virksomhet kan Lederlønnsnivået som utgangspunkt ligge forholdsvis høyt i nasjonal sammenheng.

## 2. LØNN OG ANDRE GODER

Det er Selskapets politikk at lederlønningene i all hovedsak skal komme til uttrykk i en fast månedslønn som reflekterer vedkommendes stilling og erfaring.

Pensjonsordninger skal i utgangspunktet være de samme for ledere som fastsatt generelt for ansatte i virksomheten. Styret kan imidlertid fastsette tilleggspensjon og/eller forsikringsordninger for enkelte ledende ansatte.

Etterlønnssordninger som etableres ved fratreden, vil normalt bli sett i sammenheng med konfidensialitetsklausuler og konkurransebegrensende klausuler i den enkeltes arbeidsavtale, slik at de kun kompenserer for slike begrensninger i vedkommendes adgang til å ta nytt arbeid. Etterlønnssordninger skal som utgangspunkt ha fradrag for inntekter på annet hold.

Selskapet har på nåværende tidspunkt ingen bonus ordning, og heller ingen aksjebasert insentivordning. Styret vil vurdere innføring av slike ordninger i fremtiden.

## 3. BEHANDLINGEN AV DENNE ERKLÆRING

Denne erklæring skal behandles av generalforsamlingen, og generalforsamlingen skal holde "rådgivende avstemming", der man kan godkjenne retningslinjene, eventuelt forkaste disse.

Due to the Company's international business, the level of executive pay may, as a starting point, be relatively high in a national context.

## 2. SALARY AND OTHER GOODS

It is the Company's policy that executive salaries should mainly be expressed in a fixed monthly salary that reflects the person's position and experience.

Pension schemes shall in principle be the same for managers as stipulated in general for employees in the company. The Board may, however, determine additional pensions and/or insurance schemes for certain executives.

Severance pay schemes established upon resignation will normally be seen in connection with confidentiality clauses and anti-competitive clauses in the individual employment contract, so that they only compensate for such restrictions in the person's right to take up new work. As a starting point, severance pay schemes shall have deductions for income elsewhere.

Currently, the Company does not have any bonus schemes, nor any share based incentive schemes. The Board will consider to introduce such schemes in the future.

## 3. PROCESSING OF THIS DECLARATION

This statement shall be considered by the general meeting, and the general meeting shall hold an "advisory vote", where the guidelines can be approved, or rejected.

*signaturside følger / signature page follows*

*Signaturside for styret i PetroNor E&P ASA den 15. november 2021*

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Eyas A. Alhomouz  
Styrets leder

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Gro Gauthun Kielland  
Styremedlem

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Ingvild Smines Tyrbring-Gjedde  
Styremedlem

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Georg Jens Soby Pace  
Styremedlem

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Joseph Iskander  
Styremedlem



**PETRONOR E&P ASA**

*(Orgainsation # 927 866 951)*

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*Financial Statements*  
*For the month period ended*  
*31 October 2021*

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## STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

	For the month period ended 31 October 2021 NOK
Other operating income	-
Administrative expenses	-
<b>Profit from operations</b>	<b>-</b>
Finance expense	-
<b>Profit before tax</b>	<b>-</b>
Tax expense	-
<b>Profit for the period</b>	<b>-</b>
<b>Other comprehensive income</b>	<b>-</b>
<b>Total comprehensive income</b>	<b>-</b>
<i>Profit for the period attributable to:</i>	
Owners of the parent	-
<i>Total comprehensive income attributable to:</i>	
Owners of the parent	-
<i>Earnings per share attributable to members:</i>	
Basic profit per share	-
Diluted profit per share	-

*The accompanying notes form part of these financial statements.*

**STATEMENT OF FINANCIAL POSITION**

	Note	As at 31 October 2021 NOK
<b>Assets</b>		
Current assets		
Trade and other receivables	5	1,000,000
Cash and cash equivalents		-
		<u>1,000,000</u>
Non-current assets		-
<b>Total assets</b>		<u><u>1,000,000</u></u>
<b>Liabilities</b>		
Current liabilities		
Trade and other payables		5,570
		<u>5,570</u>
Non-current liabilities		-
<b>Total liabilities</b>		<u>5,570</u>
<b>NET ASSETS</b>		<u><u>994,430</u></u>
<b>Issued capital and reserves attributable to owners of the parent</b>		
Share capital	6	1,000,000
Other paid-in capital		(5,570)
Retained earnings		-
<b>TOTAL EQUITY</b>		<u><u>994,430</u></u>

The accompanying notes form part of these financial statements.

The financial statements were approved and authorised for issue by the Board of Directors on 11 November 2021.



Eyas Alhomouz, Chairman of the Board



Gro Kielland, Director of the Board



Jens Pace, Director of the Board



Ingvil Smines Tybring-Gjedde, Director of the Board



Joseph Iskander, Director of the Board



## STATEMENT OF CHANGES IN EQUITY

	Note	Share capital	Other paid-in capital	Retained earnings	Total
		NOK	NOK	NOK	NOK
For the month period ended 31 October 2021					
<b>BALANCE AT 1 OCTOBER 2021</b>		<b>1,000,000</b>	<b>(5,570)</b>	<b>-</b>	<b>994,430</b>
Profit for the period		-	-	-	-
Other comprehensive income:		-	-	-	-
<b>Total comprehensive income for the period</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>BALANCE AT 31 OCTOBER 2021</b>		<b>1,000,000</b>	<b>(5,570)</b>	<b>-</b>	<b>994,430</b>

*The accompanying notes form part of these financial statements.*

## STATEMENT OF CASH FLOWS

	Note	For the month period ended 31 October 2021 NOK
<b>Cash flows from operating activities</b>		
Profit for the period		-
Increase in trade and other receivables		-
Increase in trade and other payables		-
<b>Cash generated from operations</b>		-
Income taxes paid		-
<b>Net cash flows from operating activities</b>		-
<b>Net cash flows from investing activities</b>		-
<b>Financing activities</b>		
Issue of ordinary shares	6	-
Capital raising expenses		-
<b>Net cash from financing activities</b>		-
<b>Net increase in cash and cash equivalents</b>		-
<b>Cash and cash equivalents at end of period</b>		-

Non-cash financing activities include the NOK 1,000,000 initial share capital paid into the bank account of the Company's accountant.

*The accompanying notes form part of these financial statements.*

## NOTES TO THE FINANCIAL STATEMENTS

### 1. Corporate information

Petronor E&P ASA is a public limited company, incorporated in Norway.

#### Registered Office

Frøyas gate 13  
0243 Oslo  
Norway  
☎ +47 22 55 46 07

#### Directors

The names of Directors in office during the financial period and until the date of approval of these financial statements are as follows. Directors were in office for this entire period unless otherwise stated.

	Role	Appointed
<b>Current members:</b>		
E Alhomouz	Non-Exec Chairman	1 October 2021
J Pace	Non-Exec Director	1 October 2021
I Tybring-Gjedde	Non-Exec Director	1 October 2021
G Kielland	Non-Exec Director	1 October 2021
J Iskander	Non-Exec Director	8 October 2021

The Company was established on 1 October 2021, and these are the first financial statements prepared for Petronor E&P ASA and cover the month period ended 31 October 2021. The financial statements were approved by written resolution of the board on 11 November 2021.

These financial statements have been prepared to support the listing application by the Company to the Oslo Stock Exchange. The Company has been incorporated with the intention to replace the Australian registered parent company, PetroNor E&P Ltd (**PetroNor Australia**), at the top of the group.

PetroNor Australia is currently listed on Oslo Euronext Expand, but has proposed to its shareholders to redomicile to Norway via a Scheme of Arrangement (Scheme). The Company and PetroNor Australia entered into the Scheme Implementation Agreement on 7 October 2021. Under the Scheme, all of PetroNor Australia shares held by PetroNor Australia shareholders will be transferred to the Company. In exchange PetroNor Australia shareholders will receive one new Company share for every one PetroNor Australia share held as at the Scheme record date. Completion of the Scheme is conditional on various shareholder and court approvals in addition to the Company's ability to list its shares on the Oslo Stock Exchange. If the Scheme is implemented, the Company will become the top company in the consolidated group and will inherit the existing commitments and contingencies of the consolidated group from current parent company PetroNor E&P Ltd.

The re-domiciliation is not expected to result in any material changes to the PetroNor Australia Group's assets, management, operations or strategy and is expected to be structured in a tax-neutral basis to the Company and its shareholders.

The Company has yet to start trading, but once it has replaced its parent Company as the top company in the Group via the proposed Scheme, it will takeover the Group's principal activities of exploration and production of oil and gas.

The financial statements of PetroNor E&P Ltd are publicly available on its website [www.petronorep.com](http://www.petronorep.com) and also available on the historic press releases to the Oslo Stock Exchange under the ticker PNOR.

### 2. Basis of preparation

PetroNor E&P ASA's financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the EU and are mandatory for financial years beginning on or after 1 January 2021. Additional disclosures required by the Norwegian Accounting Act are also provided.

The preparation of financial statements in conformity with IFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgments in applying the Company's accounting policies.

There are no areas involving a high degree of judgment or complexity.

The financial statements have been prepared on the basis of uniform accounting principles for similar transactions and events under otherwise similar circumstances.

The financial report is presented in Norwegian Kroner.

### 3. Employee benefit expenses

The Company has no employees

### 4. Auditors' remuneration

No audit fees have been incurred for the period.

### 5. Trade and other receivables

	As at 31 October 2021 NOK
Other receivables	<u>1,000,000</u>

### 6. Equity

#### Share capital

All shares have equal rights and are freely transferable  
Share capital

	Number of fully paid ordinary shares As at 31 October 2021
Issue of shares <sup>1</sup>	<u>100,000</u>
<b>Balance at end of the period</b>	<u><u>100,000</u></u>

<sup>1</sup> On 1 October 2021, the Company issued 100,000 shares at NOK 10 each. All the shares are owned by PetroNor E&P Ltd, the immediate parent company registered in Australia and listed on Oslo Euronext Expand.

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### 7. Risk Management

#### Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. As at 31 October 2021, the Company's maximum exposure to credit risk without taking into account any collateral held or other credit enhancements, which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties and financial guarantees provided by the Company arises from the carrying amount of the respective recognised financial assets as stated in the statement of financial position.

To minimise credit risk, the Company has tasked its management to develop and maintain the Group's credit risk gradings to categorise exposures according to their degree of risk of default. The credit rating information is supplied by independent rating agencies where available and, if not available, the management uses other publicly available financial information and the Company's own trading records to rate its major customers and other debtors. The Company's exposure and the credit ratings of its counterparties are continuously monitored, and the aggregate value of transactions concluded is spread amongst approved counterparties.

The Company's current credit risk grading framework comprises the following categories:

Category	Description	Basis for recognising expected credit losses
Performing	The counterparty has a low risk of default and does not have any past-due amounts	12-month ECL
Doubtful	Amount is >30 days past due or there has been a significant increase in credit risk since initial recognition	Lifetime ECL – not credit-impaired
In default	Amount is >90 days past due or there is evidence indicating the asset is credit-impaired	Lifetime ECL – credit-impaired
Write-off	There is evidence indicating that the debtor is in severe financial difficulty and the Company has no realistic prospect of recovery	Amount is written off

The table below details the credit quality of the Company's financial assets as well as the Company's maximum exposure to credit risk by credit risk rating grades.

As at 31 October 2021	Other receivables
External credit rating	n/a
Internal credit rating	-
12 month or lifetime ECL	<b>Lifetime ECL</b>
Gross carrying amount NOK	<b>1,000,000</b>
Loss allowance NOK	-
Net carrying amount	<b>1,000,000</b>

For other receivables, the Company has applied the simplified approach in IFRS 9 to measure the loss allowance at lifetime ECL. The expected credit losses are estimated using a provision matrix by reference to past default experience of the debtor and an analysis of the debtor's current

financial position, adjusted for factors that are specific to the debtors, general economic conditions of the industry in which the debtors operate and an assessment of both the current as well as the forecast direction of conditions at the reporting date.

#### Liquidity risk

The Company seeks to limit its liquidity risk by ensuring financial support is available from the shareholders. Trade payables are normally settled within 90 to 120 days of the date of receipt of invoice.

The table below summarises the maturity profile of the Group's financial liabilities at 31 October 2021 based on contractual undiscounted payments.

NOK	On demand	Between 1 and 3 months	Between 3 months and 1 year	Total
<b>31 October 2021</b>				
Other payables	<b>5,570</b>	-	-	<b>5,570</b>

### 8. Financial instruments – Fair values

Financial instruments comprise financial assets and financial liabilities.

Financial assets consist of bank balances and cash. Financial liabilities consist of other liabilities.

The fair values of the Group's financial instruments are not materially different from their carrying amounts at the reporting date largely due to the short-term maturities of these instruments.

### 9. Commitments and contingencies

As of the period ended 31 October 2021 the Company had no commitments or contingencies.

### 10. Events subsequent to reporting date

The Company has not identified any events with significant accounting impacts that have occurred between the end of the reporting period and the date of this report.

### 11. Summary of significant accounting policies

The following is a summary of the material accounting policies adopted by the Company in the preparation of the financial statements. The accounting policies have been consistently applied, unless otherwise stated.

#### Cash and cash equivalents

Cash and cash equivalents include cash on hand, demand deposits, other short-term highly liquid investments with original maturities of three months or less.

#### Trade and other payables

Trade and other payables are carried at amortised cost and due to their short-term nature, they are not discounted.

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### Share capital

Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from the proceeds.

### Financial instruments

A financial instrument is any contract that gives rise to a financial asset of any one entity and a financial liability or equity instrument of another entity.

#### (i) Financial assets

The Company's financial assets are other receivables and cash and cash equivalents.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Company's business model for managing them. The Company initially measures a financial asset at its fair value.

#### Financial assets at amortised cost

The Company measures financial assets at amortised cost if both of the following conditions are met:

The financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows and,

The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding

Financial assets at amortised cost are subsequently measured using the effective interest (EIR) method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

#### Cash equivalents

Cash equivalents are short-term, highly-liquid investments that are readily convertible to known amounts of cash, are subject to insignificant risk of changes in value and generally have a maturity of three months or less from the date of acquisition. Cash equivalents are classified as financial assets measured at amortised cost.

#### Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Company's statement of financial position) when:

The rights to receive cash flows from the asset have expired or the Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

#### (ii) Financial liabilities

Financial liabilities are classified, at initial recognition, as loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. Derivatives are recognised initially at fair value. Loans, borrowings and payables are recognised at fair value net of directly attributable transaction costs.

Derivatives are financial liabilities when the fair value is negative, accounted for similarly as derivatives as assets.

#### Loans, borrowings and payables

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains

and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit or loss.

Payables are measured at their nominal amount when the effect of discounting is not material.

#### Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

### Events after the reporting period

New information on the company's financial position on the end of the reporting period which becomes known after the reporting period is recorded in the annual accounts. Events after the reporting period that do not affect the company's financial position on the end of the reporting period but which will affect the company's financial position in the future are disclosed if significant.

## STATEMENT OF RESPONSIBILITY

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We confirm that in the opinion of the Directors, the financial statements and notes of PetroNor E&P ASA for the month period ended 31 October 2021:

- (i) have been prepared in accordance with current applicable accounting standards;
- (ii) give a true and fair view of its financial position as at 31 October 2021 and of its performance for the month period ended on that date; and
- (iii) there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

11 November 2021

The Board of Directors

PetroNor E&P ASA



Eyas Alhomouz, Chairman of the Board



Gro Kielland, Director of the Board



Jens Pace, Director of the Board



Ingvil Smines Tybring-Gjedde, Director of the Board



Joseph Iskander, Director of the Board

# Independent Auditor's Report

To the General Meeting in PetroNor E&P ASA

## Report on the Audit of the Financial Statements

### Opinion

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We have audited the financial statements of PetroNor E&P ASA.

<p>The financial statements comprise:</p> <ul style="list-style-type: none"><li>• The balance sheet as at 31 October 2021</li><li>• The income statement, statement of comprehensive income for the month period ended 31 October 2021</li><li>• Statement of changes in equity</li><li>• Statement of cash flows for the month period ended 31 October 2021</li><li>• Notes to the financial statements, including a summary of significant accounting policies</li></ul>	<p>In our opinion:</p> <p>The accompanying financial statements give a true and fair view of the financial position of the Company for the month period ended 31 October 2021, and its financial performance and its cash flows for the month period ended 31 October 2021, in accordance with International Financial Reporting Standards as adopted by the EU.</p>
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### Basis for Opinion

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We conducted our audit in accordance with laws, regulations, and auditing standards and practices generally accepted in Norway, including International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company as required by laws and regulations, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Responsibilities of the Board of Directors and the Managing Director for the Financial Statements

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The Board of Directors and the Managing Director (management) are responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards as adopted by the EU, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

### Auditor's Responsibilities for the Audit of the Financial Statements

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Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's



report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

For further description of Auditor's Responsibilities for the Audit of the Financial Statements reference is made to:

<https://revisorforeningen.no/revisjonsberetninger>

BDO AS

Børre Skisland  
State Authorised Public Accountant  
(This document is signed electronically)



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"Med min signatur bekrefter jeg alle datoer og innholdet i dette dokument."

## Børre Skisland

Partner

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## Børre Skisland

Statsautorisert revisor

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