

In case of discrepancy between the original text in the Norwegian language and the English language translation, the Norwegian text shall prevail.

Til aksjonærene i B2Holding ASA:

INNKALLING TIL ORDINÆR GENERALFORSAMLING

Styret i B2Holding ASA, org nr. 992 249 986, ("**Selskapet**") innkaller herved til helelektronisk ordinær generalforsamling som avholdes torsdag 20. mai 2021 kl. 09:00.

VIKTIG BESKJED

Grunnet restriksjoner knyttet til Covid-19 og råd fra norske myndigheter i den forbindelse, vil generalforsamlingen bli gjennomført helelektronisk og være tilgjengelig online via Lumi AGM. Alle aksjonærer vil kunne delta på møtet, stemme og stille spørsmål fra smarttelefoner, nettbrett eller stasjonære enheter. For nærmere informasjon vedrørende den elektroniske deltakelsen vises det til vedlagte retningslinjer.

Det vil også være mulig å utøve aksjonærrettigheter ved å avgi elektronisk forhåndsstemme gjennom VPS Investortjenester i forkant av generalforsamlingen eller benytte det vedlagte fullmaktsskjemaet til å gi fullmakt til Styrets leder, Harald L. Thorstein (eller den han bemyndiger), eller andre til å stemme for aksjene på generalforsamlingen. For mer informasjon om forhåndsstemming og bruk av fullmakt, herunder gjeldende frister for dette, vises det til informasjon gitt i slutten av denne innkallingen og i de vedlagte fullmaktsskjemaene.

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Generalforsamlingen vil bli åpnet av Styrets leder, Harald L. Thorstein.

Til behandling foreligger følgende saker:

1 VALG AV MØTELEDER

Styret foreslår at generalforsamlingen velger Hans Cappelen Arnesen fra Advokatfirmaet Thommessen AS til møteleder.

To the shareholders in B2Holding ASA:

NOTICE OF ANNUAL GENERAL MEETING

The Board of Directors of B2Holding ASA, reg. no. 992 249 986, (the "**Company**") hereby calls for the Annual General Meeting to be held by digital means on Thursday 20 May 2021 at 09:00 hours (CET).

IMPORTANT NOTICE

Due to the restrictions caused by Covid-19 and advice from the Norwegian authorities in connection therewith, the General Meeting will be conducted only as a virtual meeting, accessible online via Lumi AGM. All shareholders will be able to participate in the meeting, vote and ask questions, from smartphones, tablets or desktop devices. Please refer to the enclosed guide for further information regarding the electronic participation.

It will also be possible to exercise shareholder rights either through advance electronic voting through VPS Investor Services or by using the enclosed proxy form to grant a proxy to the chairman of the Board of Directors, Harald L. Thorstein (or the person he appoints), or others to vote for their shares at the General Meeting. For more information about advance electronic voting and proxies, including the applicable deadlines for this, reference is made to the information set out at the end of this notice and in the enclosed registration and proxy forms.

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The General Meeting will be opened by the Chair of the Board of Directors, Harald L. Thorstein.

The following matters are on the agenda:

1 ELECTION OF THE CHAIR OF THE MEETING

The Board of Directors proposes that the General Meeting elects Hans Cappelen Arnesen from Advokatfirmaet Thommessen AS to chair the meeting.

2 GODKJENNELSE AV INNKALLING OG DAGSORDEN

Styret foreslår at innkalling og dagsorden godkjennes.

3 VALG AV PERSON TIL Å MEDUNDERTEGNE PROTOKOLLEN

Styret foreslår at generalforsamlingen velger J. Harald Henriksen til å undertegne protokollen sammen med møtelederen.

4 GODKJENNELSE AV ÅRSREGNSKAPET OG ÅRSBERETNINGEN FOR REGNSKAPSÅRET 2020

Selskapets regnskap og Selskapets årsrapport, herunder konsernregnskapet og årsberetningen, for regnskapsåret 2020, samt revisors beretning, er gjort tilgjengelig på Selskapets hjemmeside www.b2holding.no i henhold til vedtektenes § 6.

Styret foreslår at generalforsamlingen treffer følgende vedtak:

"Selskapets regnskap og Selskapets årsrapport, herunder konsernregnskap og årsberetning, for regnskapsåret 2020 godkjennes."

5 FULLMAKT TIL Å BESLUTTE UTDELING AV UTBYTTE FOR REGNSKAPSÅRET 2020

Som redegjort for i Selskapets årsrapport har Styret siden utbruddet av Covid-19-pandemien løpende vurdert markedsforholdene og Selskapets robusthet. Styret er av den oppfatning at det vil være fornuftig å tilbakeholde kapital for å styrke konsernets soliditet og forberede Selskapet for de muligheter som vil eksistere etter at pandemien har avtatt. På bakgrunn av den økonomiske usikkerheten som har oppstått i forbindelse med Covid-19-pandemien, de etterfølgende fasene av utbruddet og markedsforholdene, foreslår Styret at generalforsamlingen ikke beslutter utdeling av utbytte for regnskapsåret 2020.

Styret vil imidlertid løpende vurdere situasjonen og etter Styrets oppfatning er det viktig at Selskapet settes i posisjon til å kunne utdele utbytte i tråd med Selskapets utbyttepolitikk, i den grad dette anses som mulig og forsvarlig hensyntatt markedsforholdene og Selskapets robusthet. På denne bakgrunn foreslår Styret at generalforsamlingen tildeler Styret en fullmakt

2 APPROVAL OF THE NOTICE AND THE AGENDA

The Board of Directors proposes that the notice and the agenda are approved.

3 ELECTION OF A PERSON TO CO-SIGN THE MINUTES

The Board of Directors proposes that the General Meeting elects J. Harald Henriksen to sign the minutes together with the chair of the meeting.

4 APPROVAL OF THE ANNUAL ACCOUNTS AND ANNUAL REPORT FOR THE FINANCIAL YEAR 2020

The Company's annual accounts and the Company's Annual report, including the Group's annual accounts and the Board of Directors' report, for the financial year 2020, are, together with the Auditor's report, available at the Company's website www.b2holding.no in accordance with section 6 of the Articles of association.

The Board of Directors proposes that the General Meeting adopts the following resolution:

"The Company's annual accounts and the Company's Annual report, including the Group's annual accounts and the Board of Directors' report, for the financial year 2020 are approved."

5 AUTHORISATION TO RESOLVE DISTRIBUTION OF DIVIDENDS FOR THE FINANCIAL YEAR 2020

As described in the Company's Annual report, the Board of Directors has following the outbreak of the Covid-19 pandemic continuously assessed the market and the Company's resilience. The Board of Directors is of the opinion that it is prudent to preserve capital and improve the Group's financial solidity and prepare the Company for the opportunities after the pandemic. On the basis of the economic uncertainties relating to the Covid-19 pandemic, the subsequent phases of the outbreak and market conditions, the Board of Directors proposes that the General Meeting does not resolve to distribute dividends for the financial year 2020.

The Board of Directors will, however, assess the situation on an ongoing basis and the Board of Directors is of the opinion that it is important that the Company is put in a position to be able to distribute dividends in line with the Company's Dividend policy to the extent this is considered possible and sound taking into consideration the market conditions and the Company's

til å beslutte utdeling av utbytte for regnskapsåret 2020, begrenset oppad til 0,35 kroner per aksje. Styret foreslår at fullmakten tildeles for perioden fra 1. juni 2021 og frem til Selskapets ordinære generalforsamling i 2022. I henhold til fullmakten vil Styret kunne beslutte utdeling av utbytte i en eller flere omganger. I vurderingen av om det skal utdeles utbytte, og hvor stort utbyttet eventuelt skal være, vil Styret blant annet legge vekt på Selskapets finansielle stilling og de økonomiske utsiktene.

På denne bakgrunn foreslår Styret at generalforsamlingen treffer følgende vedtak:

"Styrets forslag om tildeling av fullmakt til å beslutte utdeling av utbytte oppad begrenset til 0,35 kroner per aksje for regnskapsåret 2020 godkjennes. Fullmakten gjelder fra 1. juni 2021 og frem til selskapets ordinære generalforsamling i 2022."

6 GODTGJØRELSE TIL SELSKAPETS REVISOR FOR 2020

Styret foreslår at godtgjørelse til Selskapets revisor, Ernst & Young AS, for revisjon av Selskapet for regnskapsåret 2020 dekkes etter regning, som i 2020 er kostnadsført med NOK 2.577.000.

Styret foreslår at generalforsamlingen treffer følgende vedtak:

"Godtgjørelse etter regning til Selskapets revisor for revisjon og revisjonsrelaterte tjenester i regnskapsåret 2020 godkjennes."

7 GODTGJØRELSE AV STYRETS MEDLEMMER

7.1 Styrets medlemmer

Selskapets valgkomité har foreslått følgende godtgjørelse til Styrets medlemmer for sin innsats i perioden fra generalforsamlingen og frem til ordinær generalforsamling i 2022:

Styrets leder: NOK 800.000 pr år

Styremedlemmer: NOK 350.000 pr år

Styret foreslår at Generalforsamlingen treffer følgende vedtak:

resilience. On this basis, the Board of Directors proposes that the General Meeting grants the Board of Directors an authorisation to resolve distribution of dividends for the financial year 2020, limited to NOK 0.35 per share. The Board of Directors proposes that the authorisation is granted for the period from 1 June 2021 until the Company's Annual General Meeting in 2022. Under the authorisation, dividends may be distributed on one or several occasions. When considering whether to distribute dividend, and the amount of dividends to be distributed, the Board of Directors will inter alia consider the Company's financial condition and the economic outlook.

On this basis, the Board of Directors proposes that the General Meeting adopts the following resolution:

"The Board of Directors' proposal to grant an authorisation to resolve distribution of dividend up to NOK 0.35 per share for the financial year 2020 is approved. The authorisation is valid from 1 June 2021 until the Company's Annual General Meeting in 2022."

6 REMUNERATION TO THE COMPANY'S AUDITOR FOR 2020

The Board of Directors proposes that the auditor's fee to the Company's auditor, Ernst & Young AS, for auditing services for the Company for the financial year 2020 shall be covered in accordance with invoice from the auditor, which for 2020 has been charged as an expense in the amount of NOK 2,577,000.

The Board of Directors proposes that the General Meeting adopts the following resolution:

"Remuneration based on invoices to the Company's auditor for audit and audit related services during the financial year 2020 is approved."

7 REMUNERATION FOR BOARD MEMBERS

7.1 Board members

The Company's nomination committee has proposed the following remuneration to the Company's Board of Directors for the period from the General Meeting until the Annual General Meeting in 2022:

Chair: NOK 800,000 per year

Board members: NOK 350,000 per year

The Board of Directors proposes that the General Meeting adopts the following resolution:

"Valgkomiteens forslag til godtgjørelse til styrets medlemmer godkjennes."

7.2 Revisjonsutvalgets medlemmer

Selskapets valgkomité har foreslått følgende godtgjørelse til medlemmer av Revisjonsutvalget for regnskapsåret 2020:

Adele Bugge Norman Pran (leder) NOK 47.500

Trond Kristian Andreassen NOK 47.500

Styret foreslår at generalforsamlingen treffer følgende vedtak:

"Valgkomiteens forslag til godtgjørelse til Revisjonsutvalgets medlemmer godkjennes."

7.3 Kompensasjonsutvalgets medlemmer

Selskapets valgkomité har foreslått følgende godtgjørelse for medlemmene av Kompensasjonsutvalget for regnskapsåret 2020:

Harald L. Thorstein (leder) NOK 17.500

Trygve Lauvdal NOK 17.500

Styret foreslår at generalforsamlingen treffer følgende vedtak:

"Valgkomiteens forslag til godtgjørelse til Kompensasjonsutvalgets medlemmer godkjennes."

8 GODTGJØRELSE TIL VALGKOMITEENS MEDLEMMER

Selskapets valgkomité har foreslått følgende godtgjørelse til Valgkomiteens medlemmer for sin innsats i perioden fra generalforsamlingen og frem til ordinær generalforsamling i 2022:

Leder: NOK 30.000

Medlemmer: NOK 15.000

Styret foreslår at generalforsamlingen treffer følgende vedtak:

"Valgkomiteens forslag til godtgjørelse til Valgkomiteens medlemmer godkjennes."

"The Nomination Committee's proposal for remuneration to the members of the Board of Directors is approved."

7.2 Members of the Audit Committee

The Company's nomination committee has proposed the following remuneration for members of the Audit Committee for the financial year 2020:

Adele Bugge Norman Pran (chair) NOK 47,500

Trond Kristian Andreassen NOK 47,500

The Board of Directors proposes that the General Meeting adopts the following resolution:

"The Nomination Committee's proposal for remuneration to the members of the Audit Committee is approved."

7.3 Members of the Remuneration Committee

The Company's nomination committee has proposed the following remuneration for the members of the Remuneration Committee for the financial year 2020:

Harald L. Thorstein (chair) NOK 17,500

Trygve Lauvdal NOK 17,500

The Board of Directors proposes that the General Meeting adopts the following resolution:

"The Nomination Committee's proposal for remuneration to the members of the Remuneration Committee is approved."

8 REMUNERATION FOR MEMBERS OF THE NOMINATION COMMITTEE

The Company's nomination committee has proposed the following remuneration for the members of the Company's nomination committee for the period from the General Meeting until the Annual General Meeting in 2022:

Chair: NOK 30,000

Members: NOK 15,000

The Board of Directors proposes that the General Meeting adopts the following resolution:

"The Nomination Committee's proposal for remuneration to members of the Nomination Committee is approved."

9 VALG

9.1 Valg av styre

Selskapets styre består av Harald L. Thorstein (styreleder), Kari Skeidsvoll Moe, Adele Bugge Norman Pran, Niklas Wiberg, Grethe Wittenberg Meier, Trond Kristian Andreassen og Trygve Lauvdal. Kari Skeidsvoll Moe og Adele Bugge Norman Pran er valgt for perioden frem til ordinær generalforsamling i 2021, og er derfor på valg. De øvrige medlemmene er valgt for perioden frem til ordinær generalforsamling i 2022. Kari Skeidsvoll Moe har meddelt valgkomiteen at hun ikke stiller til gjenvalg etter å ha vært styremedlem i de første fem årene siden Selskapet ble notert på Oslo Børs i 2016.

Valgkomiteen foreslår i sin innstilling til generalforsamlingen at Thale Kuvås Solberg velges som nytt styremedlem for perioden frem til ordinær generalforsamling i 2023. Valgkomiteen foreslår videre at Adele Bugge Norman Pran gjenvelges for denne perioden.

Valgkomiteen foreslår således at følgende personer velges som styremedlemmer for perioden frem til ordinær generalforsamling i 2023:

- Thale Kuvås Solberg (styremedlem)
- Adele Bugge Norman Pran (styremedlem)

Det foreslås at det stemmes separat over hvert enkelt medlem.

Etter valget vil Selskapets styre bestå av følgende personer:

- Harald L. Thorstein (leder)
- Niklas Wiberg (styremedlem)
- Thale Kuvås Solberg (styremedlem)
- Adele Bugge Norman Pran (styremedlem)
- Trond Kristian Andreassen (styremedlem)
- Grethe Wittenberg Meier (styremedlem)
- Trygve Lauvdal (styremedlem)

For mer informasjon vises det til Valgkomiteens innstilling, som er tilgjengelig på Selskapets hjemmeside www.b2holding.no i henhold til vedtektenes § 6.

9 ELECTIONS

9.1 Election of the Board of Directors

The Board of Directors comprise Harald L. Thorstein (chair), Kari Skeidsvoll Moe, Adele Bugge Norman Pran, Niklas Wiberg, Grethe Wittenberg Meier, Trond Kristian Andreassen and Trygve Lauvdal. Kari Skeidsvoll Moe and Adele Bugge Norman Pran were elected for the period until the Annual General Meeting in 2021 and are therefore up for election. The other board members were elected for the period until the Annual General Meeting in 2022. Kari Skeidsvoll Moe has informed the Nomination Committee that she is not available for re-election after having served as board member in the first five years since the Company was listed on the Oslo Stock Exchange in 2016.

The Nomination Committee is in its recommendation to the General Meeting proposing that Thale Kuvås Solberg is elected as a new board member for the period until the Annual General Meeting in 2023. The Nomination committee is also proposing that Adele Bugge Norman Pran is re-elected for that period.

The Nomination Committee proposes accordingly that the following persons are elected as board members for the period until the Annual General Meeting in 2023:

- Thale Kuvås Solberg (board member)
- Adele Bugge Norman Pran (board member)

It is proposed that there are separate votes for each of the members.

After the election, the following persons will constitute the Company's Board of Directors:

- Harald L. Thorstein (chair)
- Niklas Wiberg (board member)
- Thale Kuvås Solberg (board member)
- Adele Bugge Norman Pran (board member)
- Trond Kristian Andreassen (board member)
- Grethe Wittenberg Meier (board member)
- Trygve Lauvdal (board member)

For more information, reference is made to the Nomination Committee's recommendation, which is available at the Company's website www.b2holding.no in accordance with section 6 of the Articles of association.

9.2 Valgkomiteen

Valgkomiteens medlemmer Kjetil Garstad (leder), Albert Collett og Hans Thrane Nielsen ble valgt av den ordinære generalforsamlingen i 2020 for perioden frem til ordinær generalforsamling i 2021.

Valgkomiteen foreslår at generalforsamlingen gjenvelger Kjetil Garstad som leder av Valgkomiteen og at Albert Collett og Hans Thrane Nielsen gjenvelges som medlemmer av Valgkomiteen for en periode frem til ordinær generalforsamling i 2023.

Det foreslås at det stemmes separat over hvert enkelt medlem.

Etter valget vil Valgkomiteen bestå av følgende personer:

- Kjetil Garstad (leder)
- Albert Collett
- Hans Thrane Nielsen

For mer informasjon vises det til Valgkomiteens innstilling, som er tilgjengelig på Selskapets hjemmeside www.b2holding.no i henhold til vedtektenes § 6.

10 RETNINGSLINJER OM FASTSETTELSE AV LØNN OG ANNEN GODTGJØRELSE TIL LEDEDE PERSONER

I samsvar med den nye bestemmelsen i allmennaksjeloven § 6-16a har Styret utarbeidet nye retningslinjer om godtgjørelse til ledende personer i Selskapet. Retningslinjene er tilgjengelige på Selskapets hjemmeside www.b2holding.no i henhold til vedtektenes § 6.

De nye retningslinjene erstatter Selskapets tidligere erklæring om fastsettelse av lønn og annen godtgjørelse til ledende personer, og i henhold til allmennaksjeloven § 6-16a, jf. § 5-6 tredje ledd skal retningslinjene godkjennes av generalforsamlingen.

Rapport om lønn og annen godtgjørelse til ledende personer i henhold til den nye bestemmelsen i allmennaksjeloven § 6-16b vil først bli fremlagt for den ordinære generalforsamlingen for rådgivende avstemning i 2022.

9.2 The Nomination committee

The Nomination Committee comprise Kjetil Garstad (chair), Albert Collett and Hans Thrane Nielsen were elected by the Annual General Meeting in 2020 for the period until the Annual General Meeting in 2021.

The Nomination Committee proposes that the General Meeting resolves to re-elect Kjetil Garstad as chair of the Nomination Committee and that Albert Collett and Hans Thrane Nielsen are re-elected as members of the Nomination Committee for a period until the Annual General Meeting in 2023. It is proposed that there are separate votes for each of the members.

Following the election, the Nomination Committee will comprise the following persons:

- Kjetil Garstad (chair)
- Albert Collett
- Hans Thrane Nielsen

For more information, reference is made to the Nomination Committee's recommendation, which is available at the Company's website www.b2holding.no in accordance with section 6 of the Articles of association.

10 GUIDELINES ON THE DETERMINATION OF SALARY AND OTHER REMUNERATION TO SENIOR EXECUTIVES

Pursuant to the new provision in Section 6-16a of the Norwegian Public Limited Companies Act, the Board of Directors has prepared new guidelines regarding the determination of salary and other remuneration to the Company's senior executives. The statement is available on the Company's website www.b2holding.no in accordance with section 6 of the Articles of association.

The new guidelines replace the Company's previous declaration on determination of salary and other remuneration to the executive management, and in accordance with Section 6-16a, cf. Section 5-6 (3) of the Norwegian Public Limited Companies Act the guidelines shall be approved by the General Meeting.

A report on salary and other remuneration to senior executives in accordance with the new provision in Section 6-16b of the Norwegian Public Limited Companies Act will be presented to the Annual General Meeting in 2022 for the General Meeting's consultative vote.

Styret foreslår at generalforsamlingen treffer følgende vedtak vedrørende de nye retningslinjene:

"Generalforsamlingen godkjenner retningslinjene for fastsettelse av lønn og annen godtgjørelse til ledende ansatte."

11 REDEGJØRELSE FOR FORETAKSSTYRING

I henhold til allmennaksjeloven § 5-6 femte ledd skal generalforsamlingen behandle redegjørelse for foretaksstyring som er avgitt i henhold til regnskapsloven § 3-3b. Redegjørelsen er inntatt i Selskapets årsberetning for 2020 som er tilgjengelig på Selskapets hjemmeside www.b2holding.no.

Det skal ikke stemmes over redegjørelsen på generalforsamlingen.

12 FULLMAKTER TIL STYRET

12.1 Fullmakt til å forhøye aksjekapitalen for å honorere opsjoner tildelt av Selskapet

Selskapets opsjonsprogram er etter Styrets syn en konkurransedyktig og markedsorientert opsjonsordning, og opsjoner er et sentralt virkemiddel for å rekruttere nye og beholde medarbeidere.

For å legge forholdene til rette for at Selskapet skal kunne utstede aksjer for å honorere opsjoner foreslår Styret at det gis en fullmakt til å forhøye aksjekapitalen i Selskapet. Per datoen for denne innkallingen er det utestående 14.160.000 opsjoner tildelt av Selskapet.

Nåværende fullmakt til å forhøye aksjekapitalen i forbindelse med opsjonsutøvelser er gyldig frem til ordinær generalforsamling i 2021, likevel ikke lenger enn til 30. juni 2021. Styret foreslår derfor at fullmakten fornyes.

Ettersom fullmakten skal benyttes til å utstede aksjer til opsjonsinnehavere, foreslås det at styrefullmakten gir Styret anledning til å fravike aksjeeiernes fortrinnsrett til tegning og tildeling av de nye aksjene som utstedes i henhold til fullmakten.

Styret foreslår at generalforsamlingen treffer følgende vedtak:

The Board of Directors proposes that the General Meeting adopts the following resolution regarding the new guidelines:

"The General Meeting approves the guidelines for the determination of salary and other remuneration to senior executives."

11 STATEMENT ON CORPORATE GOVERNANCE

Pursuant to section 5-6 (5) of the Norwegian Public Limited Companies Act, the General Meeting shall consider a statement regarding corporate governance provided in accordance with section 3-3b of the Norwegian Accounting Act. The statement is included in the Company's Annual report for 2020 which is available on the Company's website www.b2holding.no.

The statement is not subject to the General Meeting's vote.

12 AUTHORISATIONS TO THE BOARD OF DIRECTORS

12.1 Authorisation to increase the share capital to honour options granted by the Company

The Board of Directors believes that the Company's share option program is a competitive and market-oriented share option scheme, and options is a key factor when recruiting new and retaining employees.

In order to facilitate that the Company can issue shares to honour share options, the Board of Directors proposes that it is granted an authorisation to increase the share capital of the Company. As at the date of this notice, a total of 14,160,000 share options granted by the Company are outstanding.

The current authorisation granted to the Board of Directors in connection with the exercise of share options is valid until the Annual General meeting in 2021, although not longer than until 30 June 2021. The Board of Directors therefore proposes that the authorisation is renewed.

As the authorisation will be utilized in connection with the issuance of shares to option holders, the Board of Directors proposes that it is allowed to deviate from the shareholders' preferential rights to subscribe for and be allotted the new shares issued pursuant to the authorisation.

The Board of Directors proposes that the General Meeting adopts the following resolution:

- (i) "I henhold til allmennaksjeloven § 10-14 gis Styret fullmakt til å forhøye Selskapets aksjekapital med inntil NOK 1.721.000.
- (ii) Aksjeeiernes fortrinnsrett til nye aksjer etter allmennaksjelovens § 10-4 kan fravikes, jf. § 10-5.
- (iii) Fullmakten omfatter ikke kapitalforhøyelse mot innskudd i andre eiendeler enn penger, jf. allmennaksjeloven § 10-2.
- (iv) Fullmakten omfatter ikke kapitalforhøyelse ved fusjon etter allmennaksjeloven § 13-5.
- (v) Fullmakten gjelder frem til Selskapets ordinære generalforsamling i 2022, likevel ikke lenger enn til og med 30. juni 2022.

12.2 Fullmakt til å forhøye aksjekapitalen i forbindelse med oppkjøp og innhenting av egenkapital

For å legge til rette for at Styret skal kunne beslutte å utstede aksjer i forbindelse med oppkjøp, samt å muliggjøre innhenting av ny egenkapital dersom Selskapet har behov for det, har Styret tidligere fått fullmakt til å gjennomføre kapitalforhøyelser ved utstedelse av nye aksjer. Nåværende fullmakt er kun gyldig frem til ordinær generalforsamling i 2021, likevel ikke lenger enn til 30. juni 2021. Styret foreslår derfor at fullmakten fornyes for de nevnte formålene.

For å kunne utnytte fullmakten på best mulig måte, for eksempel i forbindelse med rettede emisjoner, foreslås det også at Styret gis anledning til å fravike aksjeeiernes fortrinnsrett til tegning og tildeling av de nye aksjene ved bruk av fullmakten.

Styret foreslår at generalforsamlingen treffer følgende vedtak:

- (i) I henhold til Allmennaksjeloven § 10-14 gis Styret fullmakt til å forhøye Selskapets aksjekapital med inntil NOK 4.099.325, tilsvarende 10 % (avrundet) av aksjekapitalen.
- (ii) Aksjeeiernes fortrinnsrett til de nye aksjer etter allmennaksjeloven § 10-4 kan fravikes, jf. § 10-5.

- (i) Pursuant to Section 10-14 of the Norwegian Public Limited Companies Act, the Board of Directors is granted an authorisation to increase the Company's share capital by up to NOK 1,721,000.
- (ii) The shareholders' preferential to the new shares pursuant to Section 10-4 of the Norwegian Public Limited Companies Act may be deviated from, cf. Section 10-5.
- (iii) The authorisation does not cover capital increase against non-cash contributions, including capital increases by way of set-off, cf. Section 10-2 of the Norwegian Public Limited Companies Act.
- (iv) The authorisation does not cover capital increases in connection with mergers pursuant to Section 13-5 of the Norwegian Public Limited Companies Act.
- (v) The authorisation is valid until the Company's Annual General Meeting in 2022, but no longer than to and including 30 June 2022.

12.2 Authorisation to increase the share capital in connection with acquisitions and raising equity

In order to facilitate that the Board of Directors can resolve to issue new shares in connection with acquisitions, and to facilitate the raising of new equity if needed by the Company, the Board of Directors has previously been granted an authorisation to carry out capital increases by issuance of new shares. The current authorisation is valid until the Annual General Meeting in 2021, although not longer than until 30 June 2021. The Board of Directors therefore proposes that the authorisation is renewed for the aforementioned purposes.

In order to utilize the authorisation in the best possible manner, for example in connection with private placements, it is proposed that the Board of Directors is allowed to deviate from the shareholders' preferential right to subscribe for and be allotted new shares when using the authorisation.

The Board of Directors proposes that the General Meeting adopts the following resolution:

- (i) Pursuant to Section 10-14 of the Norwegian Public Limited Companies Act, the Board of Directors is granted an authorisation to increase the Company's share capital by up to NOK 4.099.325, equivalent to 10% (rounded) of the share capital.
- (ii) The shareholders' preferential right to the new shares pursuant to Section 10-4 of the Norwegian Public Limited Companies Act may be deviated from, cf. Section 10-5.

- (iii) Fullmakten omfatter kapitalforhøyelse mot innskudd i andre eiendeler enn penger, jf. allmennaksjeloven § 10-2.
- (iv) Fullmakten omfatter ikke kapitalforhøyelse ved fusjon etter allmennaksjeloven § 13-5.
- (v) Fullmakten gjelder frem til Selskapets ordinære generalforsamling i 2022, likevel ikke lenger enn til og med 30. juni 2022.

12.3 Fullmakt til å erverve egne aksjer

Styrets nåværende fullmakt til å erverve egne aksjer er kun gyldig frem til ordinær generalforsamling i 2021, likevel ikke lenger enn til 30. juni 2021. Fullmakt til erverv av egne aksjer gir Styret mulighet til å utnytte de mekanismer som allmennaksjeloven tillater, og er et viktig virkemiddel for å foreta løpende tilpasninger for en hensiktsmessig kapitalstruktur i Selskapet.

Styret foreslår derfor at fullmakten til å erverve egne aksjer fornyes ved at generalforsamlingen treffer følgende vedtak:

- (i) "I henhold til allmennaksjeloven § 9-4 gis Styret fullmakt til å kjøpe, på vegne av Selskapet, egne aksjer med en samlet pålydende verdi opp til NOK 4.099.325, tilsvarende 10 % (avrundet) av aksjekapitalen.
- (ii) Det høyeste beløp som kan betales per aksje er lik fem dagers volumvektet gjennomsnittspris på aksjene som er notert på Oslo Børs før tidspunktet for ervervet pluss 5 %, og det minste er NOK 0,10.
- (iii) Styret har fullmakt til å erverve og avhende egne aksjer slik Styret finner det hensiktsmessig. Erverv skal likevel ikke skje ved tegning av egne aksjer.
- (iv) Egne aksjer ervervet under fullmakten kan enten benyttes til å oppfylle Selskapets forpliktelser i tilknytning til oppkjøp, incentivordninger for ansatte, oppfylle eventuelle "earn-out" ordninger, selges for å styrke Selskapets egenkapital eller slettes.

- (iii) The authorisation comprises share capital increase against contribution in kind, cf. Section 10-2 of the Norwegian Public Limited Companies Act.
- (iv) The authorisation does not comprise share capital increase in connection with mergers pursuant to Section 13-5 of the Norwegian Public Limited Companies Act.
- (v) The authorisation is valid until the Company's Annual General Meeting in 2022, but no longer than to and including 30 June 2022.

12.3 Authorisation to acquire treasury shares

The board of directors' current authorisation to acquire treasury shares is valid only until the Annual General Meeting in 2021, although not longer than until 30 June 2021. An authorisation to acquire own shares enables the Board of Directors to utilize the mechanisms permitted by the Norwegian Public Limited Companies Act and is an important element to continuously adjust the Company's capital structure in a more expedient manner.

The Board of Directors therefore proposes that the authorisation to acquire treasury shares is renewed by the General Meeting's adoption of the following resolution:

- (i) "Pursuant to Section 9-4 of the Norwegian Public Limited Companies Act, the Board of Directors is granted an authorisation to, on behalf of the Company, acquire own shares with a total nominal value of up to NOK 4,099,325, equalling 10% (rounded) of the share capital.
- (ii) The maximum amount to be paid per share is the volume weighted average price as quoted on the Oslo Stock Exchange for the five business days prior to the time of the acquisition plus 5%, and the minimum is NOK 0.10.
- (iii) The Board of Directors is authorised to acquire and sell shares held in treasury as it deems appropriate, provided however that the acquisition shall not be made by subscription of own shares.
- (iv) Treasury shares acquired under the authorization may be utilized to either fulfil the Company's obligations in connection with acquisitions, employee incentive arrangements, fulfilment of earn-out arrangements, be sold to strengthen the Company's equity or be cancelled.

(v) Fullmakten gjelder frem til Selskapets ordinære generalforsamling i 2022, likevel ikke lenger enn til og med 30. juni 2022."

* * *

Den elektroniske deltakelsen er organisert av DNB Bank Verdipapirservice og dets underleverandør Lumi. Gjennom å delta på den helelektroniske ordinære generalforsamlingen vil aksjeeiere være i stand til å se på webcast av møtet, se presentasjonen, stille spørsmål til sakene på agendaen og foreta avstemming i direktesendingen.

Det er ikke nødvendig med påmelding for å delta online, men aksjonærer må være pålogget før møtet begynner. Er man ikke logget inn innen generalforsamlingen starter vil man ikke kunne delta. Innlogging starter en time før. Det vises til informasjon under og til egen guide om hvordan aksjonærer kan delta elektronisk.

For å kunne delta på den helelektroniske ordinære generalforsamlingen må aksjeeiere gå inn på Lumi AGM-løsningen ved enten å (i) laste ned **Lumi AGM app** fra Apple Appstore eller Google Play Store ved å søke etter "Lumi AGM", eller (ii) gå til Lumi AGMs hjemmeside: <https://web.lumiagm.com>

Når aksjeeier enten har lastet ned Lumi AGM-appen eller åpnet hjemmesiden, må aksjeeierne taste inn **"Meeting ID" 100-182-952 og klikke "Join"**.

Alle aksjonærer registrert i VPS blir tildelt deres eget unike referansenummer og PIN-kode av VPS-systemet til bruk for generalforsamlingen og Lumi AGM-appen. Disse er tilgjengelig gjennom VPS investortjenester. Logg deg på investortjenester, velg Hendelser, Generalforsamling. Klikk på ISIN og du vil kunne se ditt unike referanse-nummer (Ref.nr.) og PIN-kode.

Aksjonærer som ikke finner unike referansenummer og PIN-kode i investortjenester eller mottatt per post, kan kontakte DNB Bank Verdipapirservice på tlf: 23 26 80 20, eller sende en e-post til genf@dnb.no.

Alle VPS direkte registrerte aksjeeiere har tilgang til investortjenester enten via <https://www.vps.no/pub/> eller nettbank. Ta kontakt med din kontofører om du mangler tilgang.

Aksjeeiere som ikke har huket av for at de ønsker meldinger fra selskap elektronisk i investortjenester, vil i tillegg få tilsendt pr. post (møteseddel) deres referansenummer og PIN-kode sammen med innkallingen fra Selskapet.

(v) The authorisation is valid until the Company's Annual General Meeting in 2022, but no longer than to and including 30 June 2022."

* * *

The online remote participation is being organised by DNB Bank Issuer Services and its subcontractor Lumi. By attending the online Annual General Meeting, shareholders will be able to see a live webcast of the meeting, see the presentation, submit questions relating to the items on the agenda and cast their votes in the real time poll of the Annual General Meeting.

Registration is not required to participate online, but shareholders must be logged in before the meeting starts. If you are not logged in before the General Meeting starts, you will not be able to attend. Log in starts an hour before. See separate guide on how shareholders can participate electronically.

In order to attend the virtual Annual General Meeting, shareholders need access to the Lumi AGM solution by either (i) downloading the **Lumi AGM app** from Apple Appstore or Google Play Store by searching for "Lumi AGM", or (ii) visit the Lumi AGM website at: <https://web.lumiagm.com>.

When the shareholder has either downloaded the Lumi AGM app or opened the website, the shareholder must enter the **"Meeting ID" 100-182-952 and click "Join"**.

All shareholders registered in the VPS are assigned their own unique reference and PIN code for use in the Annual General Meeting and the Lumi AGM app, available to each shareholder through VPS Investor Services. Access VPS Investor Services, select Corporate Actions, General Meeting. Click on the ISIN and you can see your reference number (Ref.nr.) and PIN code.

All shareholders who cannot find their own unique reference and PIN code through VPS Investor Service, may contact DNB Investor Services on +47 23 26 80 20, or send an e-mail to genf@dnb.no.

All VPS registered shareholders may access VPS Investor Services through <https://www.vps.no/pub/> or internet bank. Contact your VPS account operator if you do not have access.

Shareholders who have not selected electronic corporate messages in Investor Services will also receive their reference number and PIN code by post (on the ballots) together with the notice from the Company.

Aksjeeiere som ikke har anledning til selv å delta i den helelektroniske generalforsamlingen, kan gi fullmakt eller forhåndsstemme. Tildeling av fullmakter kan registreres elektronisk via selskapets hjemmeside www.b2holding.no eller via Investortjenester eller ved at signert blankett sendes til genf@dnb.no, eller per post til DNB Bank ASA, Verdipapirservice, Postboks 1600 Sentrum, 0021 Oslo, Norge. Fullmakter med stemmeinstruks kan ikke registreres elektronisk, og må sendes til genf@dnb.no (skannet blankett), eller post til DNB Bank ASA, Verdipapirservice, Postboks 1600 Sentrum, 0021 Oslo, Norge. Forhåndsstemme kan kun gjøres elektronisk ved innlogging i VPS Investortjenester ved å følge lenke via selskapets hjemmeside www.b2holding.no. Aksjeeiere må identifisere seg med deres referansenummer og PIN-kode for generalforsamlingen. Aksjonærer som ikke får registrert seg elektronisk kan sende inn per e-post til genf@dnb.no eller post som angitt på blankettene. Frist for å registrere forhåndsstemmer og fullmakt er **18. mai 2021 kl. 16:00**.

Aksjeeiere kan allerede nå logge seg inn og forhåndsstemme eller gi fullmakt til Styrets leder, Harald L. Thorstein, eller en annen person før den ordinære generalforsamlingen. Aksjeeiere kan fortsatt logge seg på når generalforsamlingen avholdes og overstyre deres tidligere valg.

Dersom aksjer er registrert i VPS på en forvalter, jf. allmennaksjeloven § 4-10, og den reelle aksjeeieren ønsker å delta i generalforsamlingen, personlig eller ved fullmakt, må den reelle aksjeeieren overføre aksjene til en VPS-konto i den reelle aksjeeierens navn forut for avholdelse av den ordinære generalforsamlingen. Aksjeeiere som gjør dette bes å sende en e-post til genf@dnb.no og be om brukernavn og passord for pålogging i Lumi AGM. Aksjeeiere som har ervervet aksjer i Selskapet etter at denne innkallingen ble sendt kan også få brukernavn og passord fra genf@dnb.no.

* * *

B2Holding ASA er et allmennaksjeselskap underlagt allmennaksjelovens regler. Selskapet har per dato for denne innkallingen utstedt 409.932.598 aksjer. Hver aksje har én stemme. Aksjene har for øvrig også like rettigheter.

Med hensyn til forvalterregistrerte aksjer, har verken den reelle eieren eller forvalteren rett til å stemme for slike aksjer.

En aksjeeier har rett til å fremsette forslag til beslutninger i saker på dagsordenen og til å kreve at styremedlemmer og daglig leder på

Shareholders that are prevented from participating in the virtual General Meeting may be represented by proxy and may vote in advance. Granting of proxy may be registered through the Company's website www.b2holding.no or through VPS Investor Services or by e-mail to genf@dnb.no, or by regular mail to DNB Bank ASA, Registrars' Department, P.O. Box 1600 Centrum, 0021 Oslo, Norway. Proxies with voting instructions cannot be submitted electronically and must be sent to genf@dnb.no (scanned form) or by regular mail to DNB Bank ASA, Registrar Department, P.O. Box 1600 Centrum, 0021 Oslo, Norway. Voting in advance may only be executed electronically, through the logging on to VPS Investor Services, by following link on the Company's webpage, www.b2holding.no. All shareholders must identify themselves by their own unique reference and PIN code. Shareholders who are not able to register electronically may also send an e-mail to genf@dnb.no or by mail as referenced in the proxy and voting in advance forms. The deadline for advance voting and registration of proxy is **18. May 2021 at 16:00 hours (CET)**.

Shareholders can already now log in and vote in advance or give authorisation to the chairman of the Board of Directors, Harald L. Thorstein, or another person prior to the Annual General Meeting. Shareholders can still log in while the General Meeting is being held and overrule their previous voting.

If shares are held through a nominee in the VPS register, cf. Section 4-10 of the Norwegian Public Limited Companies Act, and the beneficial owner wishes to attend the General Meeting, whether in person or by proxy, the beneficial owner must transfer the share to a VPS account in the name of the beneficial owner prior to the date of the General Meeting. Shareholders who do this are asked to send an email to genf@dnb.no and ask for their username and password for Lumi AGM login. Shareholders who have acquired shares after this notice was sent can also obtain username and password from genf@dnb.no.

* * *

B2Holding ASA is a public limited company subject to the rules of the Norwegian Public Limited Liability Companies Act. As at the date of this notice, the Company has issued 409,932,598 shares. Each share represents one vote. The shares have equal rights also in all other respects.

With respect to custodian registered shares, neither the actual holder nor the custodian is entitled to vote for such shares.

A shareholder may make proposals for resolutions with respect to matters on the agenda and may require that members of the Board of Directors and the Chief

generalforsamlingen gir tilgjengelige opplysninger om forhold som kan innvirke på bedømmelsen av (i) godkjenning av årsregnskapet og årsberetningen, (ii) saker som er forelagt generalforsamlingen til avgjørelse, og (iii) Selskapets økonomiske stilling, herunder virksomheten i andre selskaper som Selskapet deltar i, og andre saker som generalforsamlingen skal behandle, med mindre de opplysninger som kreves ikke kan gis uten uforholdsmessig skade for Selskapet. Styret ber om at aksjeeiere som ønsker å fremsette slike spørsmål gjør dette ved å kontakte Selskapet per e-post ved å sende en e-post til post@b2holding.no innen **18. mai 2021 kl. 16:00**.

Denne innkallingen, øvrige dokumenter som gjelder saker som skal behandles i generalforsamlingen, herunder de dokumenter det er vist til i denne innkallingen, samt Selskapets vedtekter, er tilgjengelige på Selskapets hjemmeside www.b2holding.no. Aksjeeiere kan kontakte Selskapet per e-post, post eller telefon for å få tilsendt de aktuelle dokumentene. E-post: post@b2holding.no, adresse: PO Box 1726 Vika, 0121 Oslo, eller telefon: +47 22 83 39 50.

Executive Officer at the General Meeting provide available information about matters which may affect the assessment of (i) the approval of the annual accounts and the Annual report, (ii) matters that are presented to the shareholders for decision and (iii) the Company's financial situation, including operations in other companies the Company participates in, and other matters to be discussed at the General Meeting, unless the requested information cannot be disclosed without causing disproportionate damage to the Company. The Board of Directors asks that shareholders who wish to make such proposals do so by contacting the Company by sending an e-mail to post@b2holding.no by **18 May at 16:00 hours (CET)**.

This notice, other documents regarding matters to be discussed at the General Meeting, including to which this notice refers, as well as the Company's Articles of association, are available at the Company's website www.b2holding.no. Shareholders may contact the Company by e-mail, mail or telephone in order to request the documents in question on paper. E-mail: post@b2holding.no, address: PO Box 1726 Vika, N-0121 Oslo, or telephone: +47 22 83 39 50.

* * *

Oslo, 27. april 2021/ 27 April 2021

På vegne av Styret i / On behalf of the Board of Directors of

B2Holding ASA

____sign____

Harald L. Thorstein

(Styrets leder / Chair of the Board of Directors)

VEDLEGG

- 1 Fullmaktsskjema
- 2 Informasjon om elektroniske deltakelse

APPENDICES

- 1 Proxy forms
- 2 Guide for electronic participation

Ref no: PIN code:

Notice of Annual General MeetingMeeting in B2Holding ASA will be held on
20 May 2021 at 09.00 a.m Virtual.The shareholder is registered with the following amount of shares at summons _____ and vote for the number of shares owned
per Record Date: 19 May 2021**IMPORTANT MESSAGE:**

In accordance with Norwegian temporary legislation exempting companies from physical meeting requirements to reduce Covid-19 risk, the Annual General Meeting will be held as a digital meeting only, with no physical attendance for shareholders.

Please log in at <https://web.lumiagm.com/100182952>

You must identify yourself using the reference number and PIN code from VPS that you will find in Investor Services (Corporate Actions – General Meeting – click ISIN) or sent you by post (for non-electronic actors) Shareholders can also get their reference number and PIN code by contacting DNB Bank Verdipapirservice by phone +47 23 26 80 20 or by e-mail genf@dnb.no.

On the company's web page <https://www.b2holding.no> you will find an online guide describing more in detail how you as a shareholder can participate in the virtual meeting.

Deadline for registration of advance votes, proxies and instructions: 18 May 2021 at 16:00 CET**Advance votes**Advance votes may only be executed electronically, through the Company's website www.b2holding.no (use ref and pin code above) or through VPS Investor Services (where you are identified and do not need Ref.nr. and PIN Code). Choose *Corporate Actions - General Meeting, click on ISIN*.**Notice of attendance**Shareholders are only allowed to participate online due to the Covid-19 situation. See separate guide on how shareholders can participate virtual. Registration is not required to participate online, but shareholders must be logged in before the meeting starts. **If you are not logged in before the General Meeting starts, you will not be able to attend.** Log in starts an hour before.

Please note that shareholders who do not wish to participate online or vote in advance have the opportunity to authorize another person. Information on how this can be done follows:

Proxy without voting instructions for Annual General Meeting of B2Holding ASA.

Ref no: PIN code:

Proxy should be registered through the Company's website www.b2holding.no or through VPS Investor Services.For granting proxy through the Company's website, the above mentioned reference number and PIN code must be stated. In VPS Investor Services choose *Corporate Actions and General Meeting and click ISIN*.If you are not able to register this electronically, you may send by E-mail to genf@dnb.no, or by regular Mail to DNB Bank ASA, Registrars' Department, P.O. Box 1600 Centrum, 0021 Oslo, Norway. The proxy must be received no later than **18 May 2021 at 04:00 p.m.** If a shareholder who wishes to give proxy is a company, the company certificate must be attached. If you do not state the name of the proxy holder, the proxy will be given to the Chair of the Board of Directors or an individual authorised by him or her.**The undersigned** _____

hereby grants (tick one of the two)

 the Chair of the Board of Directors (or a person authorised by him or her), or _____
(Name of proxy holder in capital letters)

proxy to attend and vote for my/our shares at the Annual General Meeting of B2Holding ASA on 20 May 2021.

Place

Date

Shareholder's signature (only for granting proxy)

Ref no:

PIN code:

Proxy with voting instructions for Annual General Meeting in B2Holding ASA

If you are unable to attend the meeting, you may use this proxy form to give voting instructions to Chair of the Board of Directors or the person authorised by him or her. (Alternatively, you may vote electronically in advance, see separate section above.) Instruction to other than Chair of the Board should be agreed directly with the proxy holder.

Proxies with voting instructions cannot be submitted electronically, and must be sent to genf@dnb.no (scanned form) or by regular post to DNB Bank ASA, Registrars' Department, P.O. Box 1600 Centrum, 0021 Oslo, Norway. The form must be received by DNB Bank ASA, Registrars' Department no later than **18 May 2021 at 04:00 p.m.** If a shareholder who wishes to give proxy is a company, the company certificate must be attached.

Proxies with voting instructions must be dated and signed in order to be valid.

The undersigned: _____

hereby grants the Chair of the Board of Directors (or the person authorised by him or her) proxy to attend and vote for my/our shares at the Annual General Meeting of B2Holding ASA on 20 May 2021.

The votes shall be exercised in accordance to the instructions below. If the sections for voting are left blank, this will be counted as an instruction to vote in accordance with the Board's and Nomination Committee's recommendations. However, if any motions are made from the attendees in addition to or in replacement of the proposals in the Notice, the proxy holder may vote at his or her discretion. If there is any doubt as to how the instructions should be understood, the proxy holder may abstain from voting.

Agenda for the Annual General Meeting 2021	For	Against	Abstention
1) Election of the Chair of the meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2) Approval of the Notice and the Agenda	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3) Election of J. Harald Henriksen to co-sign the Minutes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4) Approval of the Annual accounts and Annual Report for the Financial year 2020	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5) Authorisation to resolve distribution of dividend for the Financial year 2020	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6) Remuneration to the Company's Auditor for 2020	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.1) Remuneration for Board members – Chair and Board members	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.2) Remuneration for members of the Audit Committee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.3) Remuneration for members of the Remuneration Committee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8) Remuneration for members of the Nomination Committee Chair and members	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9.1.1) Election of the Board of Directors – Thale Kuvås Solberg as new member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9.1.2) Election of the Board of Directors – Adele Bugge Norman Pran – re-election	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9.2.1) The Nomination Committee – proposal of re-election of Kjetil Garstad	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9.2.2) The Nomination Committee – proposal of re-election of Albert Collett	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9.2.3) The Nomination Committee – proposal of re-election of Hans Thrane Nielsen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10) Approval of guidelines on the determination of salary and other remuneration to senior executives	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12.1) Authorisation to increase the share capital to honour share-options granted by the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12.2) Authorisation to increase the share capital in connection with acquisitions and raising equity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12.3) Authorisation to acquire treasury shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Place

Date

Shareholder's signature (Only for granting proxy with voting instructions)

GUIDE FOR ONLINE PARTICIPATION B2HOLDING ASA 20 MAY 2021

B2Holding ASA will hold an Annual General Meeting on 20 May 2021 at 09:00 CET as a digital meeting, where you get the opportunity to participate online with your PC, phone or tablet. Below is a description of how to participate online. We also point out that instead of participating online, you have the opportunity to vote in advance or give a proxy before the meeting. See the notice for further details for advance voting and how to submit a Power of Attorney. If you vote in advance or give a proxy with instructions, you can still choose to log in to the General Meeting and override your vote on the individual items. If you have given an open Power of Attorney, but still log in to the virtual meeting, you will reclaim your voting rights and must vote online.

By attending the online meeting, shareholders will access a live webcast of the meeting, submit questions relating to the items on the agenda and cast votes on each item on the agenda. Secure identification of shareholders is done by using the unique reference number and PIN code assigned to each shareholder by the Norwegian Central Securities Depository (In Norwegian either "Verdipapirsentralen" or "VPS") in relation to this General Meeting.

No pre-registration is needed for attending online, but you **must be logged in before the meeting starts**. The following pages will provide you with a brief guide on how to access, participate and submit your votes at the online General Meeting.

Shareholder who does not find their reference number and PIN code for access or have other technical questions is welcome to call DNB Registrars' Department on phone + 47 23 26 80 20 (between 08:00-15:30, or send an e-mail to genf@dnb.no

HOW TO ACCESS THE ONLINE EGM

STEP 1

In order to participate online you need access to the Lumi solution by doing either of the following:

- Use the Lumi AGM app:**
Download the Lumi AGM app from the Apple App Store or Google Play Store by searching for Lumi AGM, or
- Visit <https://web.lumiagm.com>:**
Go to the Lumi AGM website <https://web.lumiagm.com> either on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Internet Explorer 11, Edge or Firefox. Please ensure your browser is compatible.

STEP 2

Once you have either downloaded the **Lumi AGM app** or entered <https://web.lumiagm.com> into your web browser, you'll be asked to enter the following **meeting ID** and click **Join**:

Meeting ID: 100-182-952

Or use this link

<https://web.lumiagm.com/100182952>

and you will go straight to Step 3

STEP 3

You will then be required to enter your ID:

- Reference number from VPS for this General Meeting.**
- PIN code from VPS for this General meeting**

You will be able to log in one hour before the meeting starts.

When successfully authenticated, the info screen will be displayed. You can view company information, submit questions relating to the items on the agenda and live stream the webcast.



HOW TO RECEIVE YOUR REFERENCE NUMBER AND PIN CODE


All shareholders registered in the VPS are assigned their own unique reference and PIN code for use in the General Meeting, available to each shareholder through VPS Investor Services. Access VPS Investor Services, select Corporate Actions, General Meeting. Click on the ISIN and you can see your reference number (Ref.nr.) and PIN code.

All VPS registered shareholders have access to VPS Investor Services through www.vps.no or internet bank. Contact your VPS account operator if you do not have access.

Shareholders who have not selected electronic corporate messages in Investor Services will also receive their reference number and PIN code by post together with the summons from the Company.(on proxy form)

Nominee registered shareholders: Shares held through nominee accounts (not relevant for Norwegian shareholders) must be transferred to a segregated VPS account registered in the name of the shareholder to have voting rights on the General Meeting. Once shares are transferred to the segregated VPS account, a reference number and PIN code are assigned to this account. Please contact your custodian for further information and/or instructions on obtaining your reference number and PIN code for nominee registered shares.

HOW TO VOTE

When the General Meeting starts, all items will be open for voting. Items are closed as the General Meeting deals with them. By clicking on the polling icon  on the screen you will access the resolutions and voting choices will be displayed.

To vote, simply select your voting direction from the options shown on screen. A confirmation message will appear to show your vote has been received.

For - Vote received

To change your vote, simply select another voting direction. If you wish to cancel your vote, please press Cancel.


Once the chairperson has opened voting, voting on any item can be performed at any time during the meeting until the chairperson closes the relevant voting on the specific resolution. Your last choice before the voting is closed will be final and cannot be changed.

Logged in shareholders who have voted in advance, given a proxy or voting instructions, may override their previous registration item by item, by voting under the relevant agenda item in the meeting.



QUESTIONS TO THE CHAIRPERSON

Questions or messages relating to the items on the agenda can be submitted by the shareholder or appointed proxy at any time during the Q&A session up until the chairperson closes the session.

If you would like to ask a question relating to the items on the agenda, select the messaging icon. 

Type your message within the chat box at the bottom of the messaging screen. Once you have completed your message, click the Send button.

Questions submitted online will be moderated before being sent to the chairperson to avoid repetition and to remove any inappropriate language. All questions and messages will be presented with the full name and identity of the shareholder raising the question.

DOWNLOADS

Links will be available on the info screen. When you click on a link, the selected document will open in your browser.

Data usage for streaming the annual shareholders' meeting or downloading documents via the platform varies depending on individual use, the specific device being used for streaming or download (Android, iPhone, etc) and your network connection (3G, 4G).