

INNKALLING TIL ORDINÆR GENERALFORSAMLING I DWELLOP AS

Aksjeeierne i Dwellop AS (org. nr. 912 891 542, "**Selskapet**") innkalles herved til ordinær generalforsamling torsdag, 23. juni 2022 kl. 10:00.

Styret har vedtatt at ordinær generalforsamling for 2022 vil avholdes som et digitalt møte i henhold til aksjeloven § 5-8. Selskapet vil derfor legge til rette for at aksjeeiere kan overvære generalforsamling over video. Aksjeeiere kan avgi stemme direkte på generalforsamling, men oppfordres til å avgi forhåndsstemme eller fullmakt til styreleder, med eller uten stemmeinstruks. For ytterligere informasjon, se neste side av denne innkallingen.

Styret har fastsatt følgende forslag til dagsorden:

1. *Åpning av møtet og registrering av møtende aksjeeiere*
2. *Valg av møteleder og en person til å medundertegne protokollen*
3. *Godkjenning av innkalling og forslag til dagsorden*
4. *Godkjenning av årsregnskap og årsberetning for 2021*
5. *Godtgjørelse til revisor for 2021*
6. *Godtgjørelse til styrets medlemmer for 2021*
7. *Valg av medlemmer til styret*
8. *Endring av selskapets vedtekter*

AKSJONÆRENS RETTIGHETER, DELTAKELSE OG FULLMAKT

En aksjeeier har rett til å avgi stemme for det antall aksjer vedkommende eier, og som er registrert i verdipapirsentralen (VPS) på tidspunktet for generalforsamlingen. Hver aksje i Selskapet gir én stemme på generalforsamlingen. Dersom en aksjeeier har ervervet aksjer og ikke fått ervervet registrert i VPS på tidspunktet for generalforsamlingen, kan stemmerettigheter for de transporterte aksjene kun utøves dersom aksjeeieren er påmeldt til generalforsamlingen innen fristen og ervervet er meldt og dokumentert i henhold til gjeldende regelverk.

NOTICE OF ANNUAL GENERAL MEETING IN DWELLOP AS

The shareholders in Dwellop AS (reg. no. 912 891 542, the "**Company**") are hereby given notice of the Annual General Meeting on Thursday, 23 June 2022 at 10:00 CET.

The Board of Directors has resolved that the Annual General Meeting for 2022 will be held as a digital meeting in accordance with section 5-8 of the Norwegian Private Limited Liability Company's Act (the "NPLCA"). The Company will therefore arrange for shareholders to attend the general meeting via video. Shareholders can cast their votes directly at the general meeting, but are encouraged to cast their votes in advance of the General Meeting or grant the Chair of the Board a proxy, with or without voting instructions. For further details, please refer to the next page of this notice.

The board has proposed the following agenda:

1. *Opening of the meeting and registration of attending shareholders*
2. *Election of a chair of the meeting and one person to co-sign the minutes*
3. *Approval of the notice and the proposed agenda*
4. *Approval of the annual accounts and annual report for 2021*
5. *Remuneration to the auditor for 2021*
6. *Remuneration to the members of the board of directors for 2021*
7. *Election of members to the board of directors*
8. *Change of articles of association*

SHAREHOLDERS' RIGHTS, PARTICIPATION AND PROXIES

Shareholders are entitled to vote at the general meeting according to the number of shares of which the shareholder in question is registered as beneficial owner in the Norwegian Central Securities Depository (VPS) at the time of the general meeting. Each share carries one vote at the general meeting. If a shareholder has purchased shares but has not registered such purchase in the VPS at the time of the general meeting, the voting rights for the assigned shares can only be exercised if the shareholder has been registered for the general meeting before the deadline, and the purchase has been notified and documented according to applicable law.

Ordinær generalforsamling for 2022 avholdes som et digitalt møte i henhold til aksjeloven § 5-8. Aksjeeiere oppfordres til å avgi direkte forhåndsstemme i hver enkelt sak elektronisk på Selskapets hjemmeside www.dwellop.no eller via VPS Investortjenester eller fullmakt til styrets leder, med eller uten stemmeinstruks (se "Fullmakt" nedenfor), innen **22. juni 2022 kl. 16:00**. Inntil utløpet av fristen kan avgitte forhåndsstemmer og fullmakter endres eller trekkes tilbake.

For aksjer som er registrert på særskilt investorkonto (forvalterregistrert) gjelder at forvalter ikke kan møte eller stemme på generalforsamlingen for disse aksjene. Aksjeeier må, for å kunne møte og stemme på generalforsamlingen, overføre aksjene fra investorkontoen til en konto i eget navn. Aksjeeieren må være påmeldt senest ved påmeldingsfristens utløp og fremgå som direkteregistrert aksjeeier i VPS senest ved åpning av generalforsamlingen.

Påmelding

Generalforsamlingen vil ikke bli avholdt som et fysisk møte. Aksjeeiere som ønsker å delta på generalforsamlingen over video, bes om å meddele dette ved å sende påmeldingsskjema vedlagt i Vedlegg 2 per e-post til katy.helgeland@dwellop.no innen **22. juni 2022 kl. 16:00**, som deretter vil få tilsendt en digital innkalling via Teams.

Aksjeeiere som deltar via Teams kan avgi stemme direkte på generalforsamlingen, men også slike aksjeeiere oppfordres til å avgi forhåndsstemme eller fullmakt til styrets leder, med eller uten stemmeinstruks (se nedenfor). Hvilket alternativ slik aksjeeier velger må angis i påmeldingsskjemaet.

Fullmakt

Aksjeeiere som ikke ønsker å avgi stemme direkte på generalforsamling eller forhåndsstemme oppfordres til å gi fullmakt til styrets leder til å stemme for deres aksjer ved å benytte vedlagte fullmaktsskjema. Det oppfordres til å bruke skjemaet hvor fullmaktsinstruks fylles ut. Dersom instruks ikke fylles ut, anses dette som en instruks om å stemme "for" styrets forslag. Dersom det blir fremmet forslag i tillegg til, eller som erstatning for forslaget i innkallingen, avgjør fullmektigen stemmegivningen.

* * *

I samsvar med vedtektene § 8 sendes ikke vedleggene til innkallingen med post til aksjeeierne. Enhver aksjeeier kan likevel kreve at vedleggene sendes vederlagsfritt til vedkommende med post. Hvis en aksjeeier ønsker å få tilsendt dokumentene, kan henvendelse rettes til Selskapet per e-post til katy.helgeland@dwellop.no.

Innkallingen med vedlegg er også tilgjengelig på Selskapets nettside www.dwellop.no.

Vedlegg 1: Styrets forslag til beslutninger

Vedlegg 2: Påmeldings-, forhåndsstemme- og fullmaktsskjema

The annual general meeting for 2022 will be held as a digital meeting only in accordance with section 5-8 of the NPLCA. Shareholders are encouraged to directly cast advance votes on each matter electronically at the Company's website www.dwellop.no or through VPS Investor Services or grant the Chair of the Board a proxy, with or without voting instructions (see "Proxy" below), **by 22 June 2022 at 16:00 (CET)**. Until the expiry of the deadline, advance votes cast and proxies granted may be amended or withdrawn.

As regards shares which are registered in a separate investor account (registered under a management/nominee account), managers may not attend or vote for these shares at general meetings. A shareholder who wish to attend and vote at the general meeting must transfer these shares from the investor account to an account in its own name. The shareholder must be registered as attending at the latest by the expiry of the registration deadline and appear as a directly registered shareholder in the VPS at the latest by the opening of the general meeting.

Registration of attendance

The general meeting will not be held as a physical meeting. Shareholders who wish to attend the general meeting via video, are asked to notify the Company by providing the notice of attendance attached hereto in Appendix 2 by email to katy.helgeland@dwellop.no by **22 June 2022 at 16:00 (CET)**. Such shareholders will then receive an electronic invite via Teams.

Shareholders who attend the general meeting via Teams can cast their votes directly at the general meeting. However, these shareholders are also encouraged to cast their votes in advance of the general meeting or provide the chair of the board a proxy, with or without voting instructions (see below). The shareholder's preferred alternative is to be specified in the notice of attendance.

Proxy

Shareholders who do not want to cast their votes directly at the general meeting or in advance of the general meeting are urged to grant a proxy to the chair of the board to vote for their shares by using the attached proxy form. All shareholders are encouraged to complete the attached form with voting instructions. If the form with voting instructions is not completed, this will be deemed as an instruction to vote "in favour" of the board of directors' proposals. If a proposal is put forward, in addition to or as a replacement for the board of directors' proposals in the notice of the general meeting, the proxy holder determines how to vote.

* * *

In accordance with § 8 of the articles of association, the appendices to this notice are not sent by mail to the shareholders. A shareholder may nonetheless require to be sent the appendices by post free of charge. If a shareholder wishes to have the documents sent to him or her, such request can be addressed to the Company by email to katy.helgeland@dwellop.no.

The notice with appendices are also available on the Company's website www.dwellop.no.

Appendix 1: The board's proposed resolutions

Appendix 2: Notice of attendance, advance voting form and proxy form

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16 June 2022

Med vennlig hilsen/Yours sincerely
the board of directors of Dwellop AS

VEDLEGG 1: STYRETS FORSLAG TIL BESLUTNINGER

SAK 4: GODKJENNELSE AV ÅRSREGNSKAP OG ÅRSBERETNING FOR 2021

Styrets forslag til årsregnskap og styrets årsberetning for Selskapet og konsernet for 2021 samt revisors beretning er tilgjengelige på Selskapets hjemmeside, www.dwellop.no.

Styret foreslår at generalforsamlingen treffer følgende beslutning:

1. Årsregnskapet og styrets årsberetning for Selskapet og konsernet for 2021 godkjennes.
2. Selskapets negative resultat på NOK 5.310.069 dekkes av annen egenkapital.

SAK 5: GODTGJØRELSE TIL REVISOR FOR 2021

Styret foreslår at generalforsamlingen treffer følgende beslutning:

Godtgjørelse til Selskapets revisor for 2021 godkjennes etter revisors regning

SAK 6: GODTGJØRELSE TIL STYRETS MEDLEMMER FOR 2021

Styret foreslår at generalforsamlingen treffer følgende beslutning:

Honorar til styrets medlemmer for perioden fra ordinær generalforsamling i 2021 og frem til ordinær generalforsamling i 2022 fastsettes som følger:*

<i>Børge R. Kolstad, styrets leder</i>	<i>NOK 150.000</i>
<i>Sigmund Prestegård, styremedlem</i>	<i>NOK 125.000</i>
<i>Lilly Skartveit Bergsvik, styremedlem</i>	<i>NOK 125.000</i>

**Styremedlem Erik A.S Frydendal mottar ikke styrehonorar da han er styremedlem i kraft av sin stilling.*

SAK 7: VALG AV MEDLEMMER TIL STYRET

Styret foreslår at Erik Brekke velges som nytt medlem til Selskapets styre. Styreleder, Børge R. Kolstad, og styremedlemmene, Sigmund Prestegård og Lilly Skartveit Bergsvik, foreslås gjenvalgt som henholdsvis styreleder og styremedlemmer.

På denne bakgrunnen foreslår styret at generalforsamlingen treffer følgende beslutning:

Selskapets styre skal bestå av følgende medlemmer:

APPENDIX 1: THE BOARD'S PROPOSED RESOLUTIONS

ITEM 4: APPROVAL OF THE ANNUAL ACCOUNTS AND ANNUAL REPORT FOR 2021

The board's proposal for the annual accounts and the board's report for the Company and the Group for 2021, as well as the auditor's report, are available at the Company's website, www.dwellop.no.

The board proposes that the general meeting passes the following resolution:

1. *The annual accounts and the board of directors' report for the Company and the group for 2021 are approved.*
2. *The Company's negative result of NOK 5,310,069 shall reduce the retained earnings.*

ITEM 5: REMUNERATION TO THE AUDITOR FOR 2021

The board proposes that the general meeting passes the following resolution:

The remuneration to the Company's auditor for 2021 is approved in accordance with the auditor's invoice

ITEM 6: REMUNERATION TO THE MEMBERS OF THE BOARD OF DIRECTORS FOR 2021

The board proposes that the general meeting passes the following resolution:

Remuneration to the members of the board for the period from the annual general meeting in 2021 to the annual general meeting in 2022 is determined as follows:*

<i>Børge R. Kolstad, chairman</i>	<i>NOK 150,000</i>
<i>Sigmund Prestegård, board member</i>	<i>NOK 125,000</i>
<i>Lilly Skartveit Bergsvik, board member</i>	<i>NOK 125,000</i>

**The board member Erik A.S Frydendal does not receive remuneration as he holds his seat due to his position.*

ITEM 7: ELECTION OF MEMBERS TO THE BOARD OF DIRECTORS

The board proposes that Erik Brekke is elected as a new member to the Company's board of directors. Chairman, Børge R. Kolstad, and board members, Sigmund Prestegård and Lilly Skartveit Bergsvik, are proposed re-elected as chairman and board members, respectively.

On this basis, the board proposes that the general meeting passes the following resolution:

The board shall consist of the following members:

- Børge R. Kolstad, styrets leder (gjenvalg)
- Sigmund Prestegård, styremedlem (gjenvalg)
- Lilly Skartveit Bergsvik, styremedlem (gjenvalg)
- Erik Brekke, styremedlem (ny)

SAK 8: ENDRING AV SELSKAPETS VEDTEKTER

Styret foreslår at Selskapets vedtekter §2 skal oppdateres ettersom selskapet har flyttet til ny lokasjon.

På denne bakgrunn foreslår styret at generalforsamlingen treffer følgende beslutning:

Selskapets vedtekter § 2 endres til å lyde:

§ 2 Forretningskontor

Selskapets forretningskontor er i Sola kommune.

- Børge R. Kolstad, chairman of the board (re-election)
- Sigmund Prestegård, board member (re-election)
- Lilly Skartveit Bergsvik, board member (re-election)
- Erik Brekke, board member (new)

ITEM 8: CHANGE OF ARTICLES OF ASSOCIATIONS

The board proposes to amend the Company's articles of association §2 since the Company has moved to new location.

On this basis, the board proposes that the general meeting passes the following resolution:

The Company's articles of association are amended to:

§ 2 Registered address

The Company's registered business address is in Sola municipality

Ref no:

PIN code:

Notice of Annual General Meeting

The Annual General Meeting of Dwellop AS will be held on Wednesday, 23 June 2022 at 10:00 (CET)

The shareholder is registered with the following amount of shares at summons: _____ and votes for the number of shares registered with the VPS at the date of the annual general meeting.

Deadline for registration of attendance, advance votes and proxy: 22 June 2022 at 16:00 (CET).

Advance votes

Advance votes may only be executed electronically, through the Company's website www.dwellop.no (use ref.nr and pin code above) or through VPS Investor Services. In Investor Services choose *Corporate Actions - General Meeting*, click on *ISIN*.

Notice of attendance

The general meeting will not be held as a physical meeting. Shareholders who wish to attend the general meeting via video are asked to notify the Company by email to katy.helgeland@dwellop.no, by returning the notice of attendance below, no later than the deadline set out above. Such shareholders will then receive an invite via Teams.

Shareholders who attend the general meeting via video may cast their votes directly at the general meeting. However, these shareholders are encouraged to cast their votes in advance of the general meeting or provide the chairman of the board a proxy, with or without voting instructions (see below). The preferred alternative must be specified in the notice of attendance.

Notice of Attendance

Ref no:

PIN code:

Shareholders who wish to attend the general meeting electronically via video (with or without access to direct voting) are asked to notify the Company by e-mail to katy.helgeland@dwellop.no, by returning this notice of attendance, no later than 22 June 2022 at 16:00 CET.

IMPORTANT NOTICE:

Shareholders are encouraged to cast their votes in advance of the general meeting through the Company's website www.dwellop.no or via VPS Investor Services or by granting the chairman of the board a proxy, with or without voting instructions, using the proxy form below. If the shareholder wishes to attend the general meeting via video and votes are cast in advance, please place an x in the first box below. If the shareholder wishes to attend the general meeting via video and a proxy has been granted, please place an x in the second box below and enclose the proxy form.

Shareholders who in spite of the abovementioned encouragement wish to participate via video and cast their votes directly at the general meeting, must enclose a copy of identification documentation, and company certificate if the shareholder is a company. The reason is that Dwellop AS is obligated to ensure adequate authentication of participants and control of the voting at the general meeting in accordance with the section 5-8 of the NPLCA. If you wish to vote directly via video, please place an x in the third box below and enclose the requested identification document(s).

- The undersigned will participate electronically in the general meeting of Dwellop AS on 23 of June 2022 and cast votes in advance through the Company's website www.dwellop.no or via VPS Investor Services.
- The undersigned will participate electronically in the general meeting of Dwellop AS on 23 of June 2022 and vote by proxy as set out in the enclosed proxy form.
- The undersigned will participate electronically in the general meeting of Dwellop AS on 23 of June 2022 and vote directly for:

_____ own shares.
Number

Place

Date

Shareholder's signature

Proxy without voting instructions**Ref no:****PIN code:**

This form is to be used when granting a proxy without voting instructions to another individual.

Proxy should be registered through the Company's website www.dwellop.no or through VPS Investor Services. For granting proxy through the Company's website, the abovementioned reference number and pin code must be stated. In VPS Investor Services choose *Corporate Actions - General Meeting*, click on *ISIN*.

If you are not able to register this electronically, you may send it by e-mail to genf@dnb.no, or by regular mail to DNB Bank ASA, Registrars Department, P.O.Box 1600 Sentrum, 0021 Oslo, Norway. If the shareholder is a company, the company's Certificate of Registration must be attached to the proxy.

The undersigned: _____
hereby grants (if you do not state the name of the proxy holder, the proxy will be given to the chairman of the board of directors or a person appointed by her)

the chairman of the board of directors (or a person appointed by the chairman), or

(Name of proxy holder in capital letters)

proxy to attend and vote for my/our shares at the annual general meeting of Dwellop AS on 23 June 2022.

Place	Date	Shareholder's signature (Only if granting a proxy)
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With regards to rights of attendance and voting, please refer to the Norwegian Private Limited Liability Companies Act, in particular Chapter 5. When granting a proxy, a written and dated proxy from the shareholding's beneficial owner has to be presented. If the shareholder is a company, the company's certificate of registration must be attached to the proxy.

Proxy with voting instructions**Ref no:****PIN code:**

You may use this proxy form to give voting instructions to the chairman of the board of directors or the person authorised by him. (Alternatively, you may vote electronically in advance, see separate section above.) Instruction to other than the chairman of the board should be agreed directly with the proxy holder.

Proxies with voting instructions can only be registered by DNB, and must be sent to genf@dnb.no (scanned form) or by regular mail to DNB Bank ASA, Registrars' Department, P.O.Box 1600 Sentrum, 0021 Oslo, Norway. The form must be received by DNB Bank ASA, Registrars' Department no later than **22 June 2022 at 16:00 (CET)**. If the shareholder is a company, the company's Certificate of Registration must be attached to the proxy.

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

The undersigned: _____

hereby grants the chairman of the board (or the person authorised by him) proxy to attend and vote for my/our shares at the annual general meeting of Dwellop AS on 23 June 2022.

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 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 Annual General Meeting 23 June 2022		In favour	Against	Abstention
Item 2:	Election of a chair of the meeting and one person to co-sign the minutes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3:	Approval of the notice and the proposed agenda	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4:	Approval of the annual accounts and annual report for 2021	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5:	Remuneration to the auditor for 2021	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 6:	Remuneration to the members of the board of directors for 2021	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 7:	Election of members to the board of directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 8:	Change in articles of association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Place	Date	Shareholder's signature (Only for granting proxy with voting instructions)
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With regards to rights of attendance and voting, please refer to the Norwegian Private Limited Liability Companies Act, in particular Chapter 5. When granting a proxy, a written and dated proxy from the shareholding's beneficial owner has to be presented. If the shareholder is a company, the company's certificate of registration must be attached to the proxy.