

**NOTICE OF EXTRAORDINARY GENERAL MEETING**  
**OF**  
**NORWEGIAN AIR SHUTTLE ASA**

An extraordinary general meeting in Norwegian Air Shuttle ASA will be held on

**21 December 2023 at 10:00 (CET).**

The general meeting will be held as a digital meeting (in Norwegian). It will not be possible to participate in person. On the company's website (<https://www.norwegian.com/us/about/company/investor-relations/annual-general/>) you will find a description of how you as a shareholder can participate.

The Board of Directors has proposed the following agenda:

0. Opening of the general meeting by the Chair of the Board of Directors, Svein Harald Øygard
1. Election of a person to chair the meeting and a person to co-sign the minutes
2. Approval of the notice and the agenda
3. Election of members of the Board of Directors
4. Authorisation to the Board of Directors to decide on dividend of profit for 2022

**The shares of the company and the right to vote**

At the date of this notice, the company has issued 961,770,906 shares. Each share carries one vote. There are no limitations for voting rights set out in the articles of association, however, no voting rights may be exercised for the company's own shares (treasury shares) or for shares held by the company's subsidiaries.

Only persons who are shareholders on 14 December 2023 (record date) may attend and vote at the general meeting. Voting rights for the acquired shares may only be exercised if the acquisition is reported to VPS and proven to company at the record date. In a share transfer, the parties may agree that the seller can exercise the shareholder rights until the rights have been assumed by the purchaser.

**Shares held in custodian accounts**

According to the Public Limited Liability Companies Act § 1-8, as well as regulations on intermediaries covered by the Central Securities Act § 4-5 and related implementing regulations, notice is sent to custodians who pass on to shareholders for whom they hold shares. Shareholders must communicate with their custodians, who are responsible for conveying votes or enrollment. Custodians must according to Section 5-3 of the Public Limited Liability Companies Act register this with the company no later than 2 working days before the general meeting, 19 December 2023.

**Participation**

The general meeting will be held as a digital meeting via Lumi AGM on <https://dnb.lumiagm.com/199006743>. Click on the link or copy the URL to your browser to attend the general meeting.

By participating online via Lumi AGM shareholders can vote on each agenda item, submit written questions from smartphones, tablets or stationary devices as well as follow live webcast (in Norwegian). No pre-registration is required for shareholders who want to participate, but **shareholders must be logged on before the general meeting starts to have voting rights**. If you are not logged in before the meeting starts, you will be granted access, but without the right to vote. We therefore encourage shareholders to log in well in advance of the general meeting. The general meeting is open for login one hour before start-up.

Secure identification of shareholders will be done using the PIN code and reference number listed on the attached form or in VPS Investor Services.

More information and guidelines regarding digital participation via Lumi AGM is available on the company's website (<https://www.norwegian.com/us/about/company/investor-relations/annual-general/>).

**Advance votes and representation by proxy**

Shareholders who wish to cast their votes in advance, may do so electronically via the company's website (<https://www.norwegian.com/us/about/company/investor-relations/annual-general/>) or via VPS Investor Services, a service offered by most registrars in Norway. The deadline for submitting advance votes is 19 December at 23:59 (CET).

Shareholders who wish to participate at the general meeting by using a proxy, can submit this via the company's website (<https://www.norwegian.com/us/about/company/investor-relations/annual-general/>) or via VPS Investor Services, or by completing and returning the enclosed attendance form scanned by email to [genf@dnb.no](mailto:genf@dnb.no), or alternatively by post to DNB Bank ASA, Registrar's Department, P.O. Box 1600 Sentrum, 0021 Oslo. Proxy with or without voting instructions, can if desirable, be given to the meeting chair or the person he appoints. Shareholders who have given a proxy may log in to the digital meeting via Lumi AGM but will not be able to vote on the agenda items during the meeting. The deadline for submitting proxies is 19 December at 23:59 (CET).

**Electronic investor information**

The company urges shareholders to receive investor messages from the Euronext Securities Oslo electronically, both from an environmental and cost perspective. To receive investor information electronically, including invitations to general meetings, visit your online bank or [euronextvps.no](http://euronextvps.no) (log in via myVPS in the top-right corner).

**Shareholders' rights**

The shareholders have the following rights in connection with the general meeting:

- a) To attend digitally and vote.
- b) To submit alternative proposals to the items on the agenda. A shareholder cannot demand that new items are added to the agenda at this stage, as the deadline for such requests has expired, cf. the Public Limited Liability Companies Act § 5-11, second sentence.
- c) To request that board members and the CEO provide information regarding (1) the annual report and annual accounts, (2) other issues on the agenda and (3) the company's financial state, including information on other companies in which the company participates, unless disclosure of the information requested would cause disproportionate harm to the company.

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The following documents will be available on the company's website

<https://www.norwegian.com/us/about/company/investor-relations/annual-general/>:

- 1) Guide for online participation
- 2) This notice and the enclosed proxy form
- 3) The recommendation of the Nomination Committee

Any shareholder, who would like to receive the above documents may request the same by email to [investor.relations@norwegian.com](mailto:investor.relations@norwegian.com) or regular mail to Oksenøyveien 3, 1366 Lysaker, Norway.

Fornebu, 30 November 2023

The Board of Directors

## PROPOSED GENERAL MEETING RESOLUTIONS

### ITEM 3: ELECTION OF MEMBERS TO THE BOARD OF DIRECTORS

Reference is made to the Nomination Committee's proposal of 29 November 2023 which is available at the company's website. Member of the Board of Directors Sondre Gravir has informed the Board that he wishes to resign from the Board with immediate effect in order to focus on other commitments. The nomination committee proposes that Stephen Kavenagh be elected for a period until the annual general meeting of 2025.

The Board of Directors proposes that the general meeting makes the following resolution:

*Mr. Sondre Gravir shall resign as member of the Board of Directors. Mr. Stephen Kavenagh is elected as member of the Board of Directors for a period until the annual general meeting of 2025.*

### ITEM 4: AUTHORISATION TO THE BOARD OF DIRECTORS TO DECIDE ON DIVIDEND FOR 2022

The Board of Directors is of the opinion that the company is now in a position to distribute dividends. When considering the level of dividend, the Board of Directors takes into considerations factors including, but not limited to, market outlook, expected earnings and cash flow, expected investments and the need to maintain appropriate financial robustness and flexibility. The Board proposes that the general meeting authorises the Board of Directors to decide on distribution of dividends up to NOK 0.25 per share for the financial year of 2022, in accordance with section 8-2, second paragraph of the Public Limited Liability Companies Act.

Distribution of dividends is currently subject to approval from holders of the company's debt instruments. If approval is not obtained by the annual general meeting in 2024, the Board of Directors proposes to set up a dividend fund to set aside the amounts that otherwise would have been distributed. The dividend fund will have an investment mandate with a mid-term investment horizon up until the full repayment of the relevant debt instruments in September of 2026. The right to dividends from the dividend fund will accrue to shareholders at the record date of the resolution to distribute dividends. While the company intends to distribute the dividend fund to shareholders, the company will be permitted to use the funds at a later stage for other purposes. The company makes no commitment that the dividend funds will be distributed. Decisions related to dividends for the 2023 financial year are to be made at the 2024 General Meeting, based on a defined dividend policy.

The Board of Directors proposes that the general meeting makes the following resolution:

*The Board of Directors is authorised to resolve the distribution of dividends up to NOK 0.25 per share.*

*The use of this authorisation is subject to receiving the requisite consents from the holders of the company's debt instruments. In the event such consents are not obtained by the time of the annual general meeting in 2024, the Board of Directors is authorised to set up a dividend fund. This fund will set aside the amounts that otherwise would have been distributed as dividends, with the intention to disburse these funds at a later date when such distribution becomes permissible.*

*The authorisation granted herein is based on the company's annual accounts for the year 2022 and applies until the annual general meeting in 2024.*

Ref no:

PIN-code:

**Notice of Extraordinary General Meeting**

Extraordinary General Meeting in Norwegian Air Shuttle ASA will be held on 21 December 2023 at 10:00 (CET) as a virtual meeting.

The shareholder is registered with the following amount of shares at summons: \_\_\_\_\_ and vote for the number of shares registered in Euronext per Record date 14 December 2023.

**The deadline for electronic registration of enrollment, advance votes, proxy of and instructions is 19 December at 23:59 (CET).**

**Electronic registration**

*Alternatively, "Form for submission by post or e-mail for shareholders who cannot register their elections electronically".*

**Step 1 – Register during the enrollment/registration period:**

- Either through the company's website (<https://www.norwegian.com/us/about/company/investor-relations/annual-general/>) using a reference number and PIN – code (for those of you who receive the notice by post-service), or
- Log in through VPS Investor services; available at <https://www.euronextvps.no/> or through own account manager (bank/broker). Once logged in - choose Corporate Actions – General Meeting – ISIN

You will see your name, **reference number**, **PIN - code** and balance. At the bottom you will find these choices:

Enroll

Advance Vote

Delegate proxy

Close

"**Enroll**" - There is no need for registration for online participation.

"**Advance vote**" - If you would like to vote in advance of the meeting

"**Delegate Proxy**" - Give proxy to the chair of the Board of Directors or another person

"**Close**" - Press this if you do not wish to make any registration.

**Step 2 – The general meeting day:**

**Online participation:** Please login through <https://dnb.lumiagm.com/199006743>. You must identify yourself using the **reference number and PIN - code** from VPS - see step 1 above. Shareholders can also get their reference number and PIN code by contacting DNB Bank Registrars Department by phone +47 23 26 80 20 (08:00-am – 3:30 pm).

If you are not logged in before the meeting starts, you will be granted access, but without the right to vote.

Ref no:

PIN-code:

**Form for submission by post or e-mail for shareholders who cannot register their elections electronically.**

The signed form can be sent as an attachment in an e-mail\* to [genf@dnb.no](mailto:genf@dnb.no) (scan this form) or by post service to DNB Bank Registrars Department, P.O Box 1600 Sentrum, 0021 Oslo. Deadline for registration of advance votes, proxies and instructions must be received no later than **19 December 2023 at 23:59 (CET)** If the shareholder is a company, the signature must be in accordance with the company certificate.

\*Will be unsecured unless the sender himself secure the e-mail.

\_\_\_\_\_ shares would like to be represented at the general meeting in Norwegian Air Shuttle ASA as follows (mark off):

- Open proxy to the Board of Directors or the person he or she authorizes (do not mark the items below)
- Proxy with instructions to the Board of directors or the person he or she authorizes (mark "For", "Against" or "Abstain" on the individual items below)
- Advance votes (mark «For», «Against» or «Abstain» on the individual items below)
- Open proxy to the following person (do not mark items below – agree directly with your proxy solicitor if you wish to give instructions on how to vote)

\_\_\_\_\_  
(enter the proxy solicitors name in the block letters)

Note: Proxy solicitor must contact DNB Bank Registrars Department by phone +47 23 26 80 20 (08:00-am – 3:30 pm) for login details.

Voting shall take place in accordance with the instructions below. Missing or unclear markings are considered a vote in line with the board's and the election committee's recommendations. If a proposal is put forward in addition to, or as a replacement for, the proposal in the notice, the proxy solicitor determines the voting.

Agenda for the Extraordinary General Meeting 21 December 2023	For	Against	Abstain
1. Election of a person to chair the meeting and a person to co-sign the minutes	<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 Mr. Stephen Kavenagh as member of Board of Directors until the Annual General Meeting of 2025	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. The Board of Directors is authorised to resolve the distribution of dividends up to NOK 0.25 per share	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**The form must be dated and signed**

Place

Date

Shareholder's signature