



**MINUTES**  
**FROM THE EXTRAORDINARY GENERAL MEETING**  
**OF**  
**NORSK HYDRO ASA**  
**SEPTEMBER 20, 2022**

An Extraordinary General Meeting was held in Norsk Hydro ASA September 20, 2022, at 09:30 CEST. The Extraordinary General Meeting was held as an electronic meeting, c.f. the Public Limited Liability Companies Act section 5-8.

In accordance with the Public Limited Liability Companies Act section 5-12 first sub-section, the Extraordinary General Meeting was opened by Chair of the Board of Directors, Dag Mejdell, who registered the represented shareholders, c.f. the Public Limited Liability Companies Act section 5-13.

Present were also President and CEO Hilde Merete Aasheim, Chief Financial Officer Pål Kildemo, and the Company's external auditor, KPMG.

The following matters were considered:

**1. APPROVAL OF THE NOTICE AND THE AGENDA**

There were no objections to the notice or the agenda.

In accordance with the Board of Director's proposal, the Extraordinary General Meeting passed the following resolution:

*"The Extraordinary General Meeting approves the notice and the agenda."*

The Chair of the Board of Directors declared the Extraordinary General Meeting as lawfully convened.

**2. ELECTION OF MEETING CHAIR AND PERSON TO CO-SIGN THE MINUTES**

In accordance with the Board of Director's proposal, the Extraordinary General Meeting passed the following resolution:

*"The general meeting elects lawyer Hedvig Bugge Reiersen to chair the meeting and decides that Morten Strømgren co-signs the minutes together with the meeting chair."*

**3. POWER OF ATTORNEY TO ALLOW THE BOARD OF DIRECTORS OF NORSK HYDRO ASA TO ACQUIRE OWN SHARES**

The Company's CFO, Pål Kildemo presented the Board of Directors' proposal.

In accordance with the Board of Director's proposal, the Extraordinary General Meeting passed the following resolution:

*"(a) The general meeting hereby grants the Board of Directors power of attorney to acquire shares in Norsk Hydro ASA with a nominal value of up to NOK 109,800,000 in the market and from the Ministry of Trade, Industry and Fisheries, divided into up to 100,000,000 shares.*

*(b) Acquisition of treasury shares is subject to the terms and conditions set by the Board of Directors at all times. The minimum and maximum amounts that can be paid per share shall be NOK 20 and NOK 150, respectively.*

*(c) Shares acquired pursuant to this power of attorney shall be resolved deleted at the latest at the Company's ordinary general meeting in 2024.*

*(d) This power of attorney shall apply from September 20, 2022, and until September 20, 2023.*

*It is a prerequisite for all buybacks and subsequent deletion of shares that these transactions do not result in a change to the ownership interest of 34.26% of the Ministry of Trade, Industry and Fisheries."*

**4. DIVIDEND**

The Meeting chair referenced to the presentation of the Board of Directors' proposal given by CFO Pål Kildemo under item 3.

In accordance with the Board of Director's proposal, the Extraordinary General Meeting passed the following resolution:

*"The general meeting resolves to approve the distribution of a dividend of NOK 1.45 per share to the Company's shareholders, based on the Company's annual accounts for the financial year 2021."*

\* \* \*

There were no further matters on the agenda. Chair of the meeting thanked the shareholders for their attendance and declared the Extraordinary General Meeting adjourned.

Vækerø, September 20, 2022



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**Hedvig Bugge Reiersen**

Meeting chair



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**Morten Strømgren**

Co-signer

**Appendices:**

1. List of attending shareholders, specifying the number of shares and votes
2. The voting results for the individual matters on the agenda

Appendix 1

Attendance Summary Report

Norsk Hydro ASA

EGM

tirsdag 20. september 2022

Registered Attendees: 19  
 Total Votes Represented: 1 190 664 957  
 Total Accounts Represented: 1 070

Total Voting Capital: 2 052 545 873  
 % Total Voting Capital Represented: 58,01 %  
 Total Capital: 2 068 998 276  
 % Total Capital Represented: 57,55 %  
 Company Own Shares: 16 452 403

	Sub Total:	Registered Attendees	Registered Non-Voting Attendees	Registered Votes	Accounts
<u>Capacity</u>					
Shareholder (web)		11	0	708 881 221	11
Guest		0	5		
Chair of the Board with Proxy		1	0	2 832 187	107
Chair of the Board with Instructions		1	0	354 241 763	838
Advance votes		1	0	124 709 786	114



Freddy Hermansen  
 DNB Bank ASA  
 Issuer Services

**NORSK HYDRO ASA EXTRAORDINARY GENERAL MEETING 20 SEPTEMBER 2022**

As scrutineer appointed for the purpose of the Poll taken at the Extraordinary General Meeting of the Members of the Company held on 20 September 2022, I HEREBY CERTIFY that the result of the Poll is correctly set out as follows:-

Issued voting shares: 2 052 545 873

	<b>VOTES FOR / FOR</b>	<b>%</b>	<b>VOTES MOT / AGAINST</b>	<b>%</b>	<b>VOTES AVSTÅR / ABSTAIN</b>	<b>VOTES TOTAL</b>	<b>% ISSUED VOTING SHARES VOTED</b>	<b>NO VOTES IN MEETING</b>
1	1 190 663 972	100,00	100	0,00	885	1 190 664 957	58,01 %	0
2	1 190 663 847	100,00	435	0,00	675	1 190 664 957	58,01 %	0
3	1 180 119 107	99,11	10 544 360	0,89	1 490	1 190 664 957	58,01 %	0
4	1 184 640 699	99,49	6 024 258	0,51	0	1 190 664 957	58,01 %	0



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