

INNKALLING TIL**NOTICE OF****EKSTRAORDINÆR GENERALFORSAMLING****EXTRAORDINARY GENERAL MEETING****I****OF****KOMPLETT ASA****KOMPLETT ASA**

(ORG.NR. 980 213 250)

(REG.NO. 980 213 250)

Styret i Komplett ASA (org.nr. 980 213 250) ("**Selskapet**") innkaller herved aksjeeierne til ekstraordinær generalforsamling.

The board of directors of Komplett ASA (reg. no. 980 213 250) (the "**Company**") hereby calls for an extraordinary general meeting for the shareholders.

Tid: 16. mars 2022 kl. 11:00.

Time: 16 March 2022 at 11:00 (CET).

Sted: Advokatfirmaet Thommessen AS, Ruseløkkveien 38, 13. etg., 0251 Oslo, Norge

Place: Advokatfirmaet Thommessen AS, Ruseløkkveien 38, 13th floor, 0251 Oslo, Norge

På grunn av situasjonen med spredning av Covid-19 (spesielt Omikron-varianten), ønsker Selskapet å oppfordre aksjeeierne til ikke å møte fysisk på den ekstraordinære generalforsamlingen, men i stedet delta ved å avgi forhåndsstemme eller gi fullmakt til styreleder (eller den han oppnevner) til å stemme, med eller uten stemmeinstruks. Selskapet vil forholde seg til de enhver tid gjeldende smittevernregler og anbefalinger gitt av myndighetene.

Due to the ongoing situation relating to the spread of the Covid-19 virus (especially the Omicron variant), the Company wishes to encourage its shareholders to abstain from meeting in person at the extraordinary general meeting, but instead participate by casting their votes in advance or grant the chair of the board of directors (or another person appointed by him) an authorization to vote, with or without voting instructions. The Company will comply with applicable restrictions imposed or urged by the Norwegian authorities.

Aksjeeierne vil bli gitt anledning til å følge møtet gjennom Microsoft Teams. Selskapet vil publisere en børsmelding i denne forbindelse nærmere møtedatoen. Nærmere informasjon er inntatt nederst i innkallingen.

The shareholders will be given the possibility to follow the meeting through Microsoft Teams. The Company will in this respect publish a stock exchange announcement closer to the meeting date. Further information is included toward the end of the notice.

Generalforsamlingen åpnes av styrets leder, Nils K. Selte, eller av den styret har utpekt. Møteåpner vil opprette fortegnelse over møtende aksjeeiere og fullmakter.

The general meeting will be opened by the chair of the board of directors, Nils K. Selte, or the person appointed by the board of directors. The person opening the meeting will record the attendance of present shareholders and proxies.

Selskapets styre foreslår følgende dagsorden for generalforsamlingen:

The board of directors of the Company proposes the following agenda for the general meeting:

1 VALG AV MØTELEDER

Styret foreslår at generalforsamlingen treffer følgende vedtak:

Nils K. Selte velges som møteleder.

1 ELECTION OF A CHAIRPERSON OF THE MEETING

The board of directors proposes that the general meeting adopts the following resolution:

Nils K. Selte is elected to chair the meeting.

2 VALG AV EN PERSON TIL Å MEDUNDERTEGNE PROTOKOLLEN

Styret foreslår at generalforsamlingen treffer følgende vedtak og at valgt person angis i generalforsamlingsprotokollen:

Personen som skal medundertegne protokollen sammen med møtelederen velges blant de fremmøtte på generalforsamlingen.

2 ELECTION OF A PERSON TO CO-SIGN THE MINUTES

The board of directors proposes that the general meeting adopts the following resolution and that the elected person is identified in the minutes from the meeting:

The person who will co-sign the minutes together with the chair of the meeting is elected among the persons present at the general meeting.

3 GODKJENNING AV INNKALLING OG DAGSORDEN

Styret foreslår at generalforsamlingen treffer følgende vedtak:

Innkalling og dagsorden, som ble sendt til samtlige aksjeeiere med kjent adresse den 23. februar 2022, godkjennes.

3 APPROVAL OF THE NOTICE AND AGENDA

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

The notice and the agenda, which were sent to all shareholders with a known address on 23 February 2022, are approved.

4 KAPITALFORHØYELSE

4.1 Bakgrunn

Selskapet har, som annonsert i børsmelding 9. februar 2022, inngått en avtale med SIBA Invest Aktiebolag ("**SIBA Invest**") om å slå Komplette sammen med NetOnNet AB ("**NetOnNet**"). Sammenslåingen er strukturert som et kjøp, hvor Selskapet vil kjøpe samtlige utstedte aksjer i NetOnNet fra SIBA Invest ("**Transaksjonen**"). Som vederlag for aksjene i NetOnNet vil SIBA Invest motta NOK 1.500 millioner i kontantvederlag og 35.242.424 vederlagsaksjer i Selskapet. Den avtalte tegningskursen for vederlagsaksjene er NOK 66,00 per vederlagsaksje (tilsvarende en samlet verdi på omtrent NOK 2.326 millioner). Finansering for oppgjør av kontantvederlaget er sikret gjennom en NOK 1.500 millioner 15 måneders bro-lånsfasilitet. Selskapet planlegger å erstatte bro-lånsfasiliteten med proveny fra utstedelse av nye aksjer i en senere egenkapitaltransaksjon. Selskapets

4 SHARE CAPITAL INCREASE

4.1 Background

The Company has, as announced in the stock exchange announcement published on 9 February 2022, entered into an agreement with SIBA Invest Aktiebolag ("**SIBA Invest**") regarding the combination of Komplette with NetOnNet AB ("**NetOnNet**"). The combination is structured as an acquisition, whereby the Company will purchase all issued and outstanding shares in NetOnNet from SIBA Invest (the "**Transaction**"). As consideration for the shares in NetOnNet, SIBA Invest will receive NOK 1,500 million in cash and 35,242,424 consideration shares in the Company. The agreed subscription price for the consideration shares is NOK 66.00 per consideration share (representing a total value of approximately NOK 2,326 million). Financing of the cash consideration is secured through a NOK 1,500 million committed 15-month bridge loan facility. The Company

største aksjeeier, Canica Invest AS, har forpliktet seg til å tegne seg for nye aksjer for et samlet tegningsbeløp på minst NOK 500 millioner i en slik senere egenkapitaltransaksjon. SIBA Invest vil etter gjennomføringen av Transaksjonen, men før denne egenkapitaltransaksjonen, ha en eierandel i Selskapet på omtrent 32,8 %.

I forbindelse med gjennomføringen av Transaksjonen foreslår styret at generalforsamlingen beslutter å forhøye Selskapets aksjekapital ved å utstede 35.242.424 aksjer, hver pålydende NOK 0.40, til en tegningskurs på NOK 66,00 til SIBA Invest mot vederlag i form av aksjer i NetOnNet. For en nærmere beskrivelse av aksjeinnskuddet vises det til den uavhengige redegjørelsen utarbeidet av KWC Revisjon AS i henhold til allmennaksjeloven § 10-2 jf. § 2-6, inntatt som [Vedlegg 1](#) til denne innkallingen.

Gjennomføring av Transaksjonen er betinget av at Selskapets generalforsamling vedtar (i) å utstede vederlagsaksjene, (ii) å gi styret fullmakt til å øke aksjekapitalen med opp til NOK 11.000.000 (som omtalt i sak 5), og (iii) at det gjøres enkelte endringer i Selskapets styre og valgkomité (som omtalt i sak 6 og 7), samt godkjenning av Transaksjonen fra konkurransemyndighetene i Norge og Sverige. Selskapet forventer at Transaksjonen vil gjennomføres i andre kvartal av 2022.

Selskapet vil fortsette å være notert på Oslo Børs etter gjennomføringen av Transaksjonen. I forbindelse med utstedelsen av vederlagsaksjene til SIBA Invest, vil Selskapet utarbeide et prospekt for notering av vederlagsaksjene på Oslo Børs. Prospektet skal godkjennes av Finanstilsynet, og slik godkjenning forventes i løpet av andre kvartal av 2022. Vederlagsaksjene som utstedes til SIBA Invest vil noteres på Oslo Børs etter offentliggjøring av prospektet.

Transaksjonen kan ikke gjennomføres før Selskapet har fått nødvendige godkjenninger fra konkurransemyndighetene i Norge og Sverige. Av den grunn foreslår styret at gjennomføring av vedtaket om å forhøye Selskapets aksjekapital, herunder registrering i Foretaksregisteret og

intends to replace the bridge loan facility with proceeds from the issuance of new shares in a later equity capital transaction. The Company's largest shareholder, Canica Invest AS, has committed to subscribe for new shares for a total subscription amount of at least NOK 500 million in such later equity capital transaction. SIBA Invest will following completion of the Transaction, but prior to this equity capital transaction, have a shareholding in the Company of approximately 32.8%.

In connection with the completion of the Transaction, the board of directors proposes that the general meeting resolves to increase the Company's share capital, by issuing 35,242,424 shares, each with a nominal value of NOK 0.40, for a subscription price of NOK 66.00 to SIBA Invest with consideration in the form of shares in NetOnNet. For more information about the share contribution, reference is made to the independent statement prepared by KWC Revisjon AS in accordance with Section 10-2 cf. Section 2-6 of the Norwegian Public Limited Liability Companies Act, attached to this notice as [Appendix 1](#).

Completion of the Transaction is conditional upon the Company's general meeting resolving to (i) issue the consideration shares, (ii) grant an authorization to the board of directors to increase the Company's share capital by up to NOK 11,000,000 (as described in matter 5) and (iii) make certain changes in the Company's board of directors and nomination committee (as described in matter 6 and 7), in addition to the competition authorities in Norway and Sweden approving the Transaction. The Company expects that the Transaction will be completed during the second quarter of 2022.

The Company will remain listed on the Oslo Stock Exchange following the completion of the Transaction. In connection with the issuance of the consideration shares to SIBA Invest, the Company will prepare a prospectus for the purpose of listing the consideration shares on the Oslo Stock Exchange. The prospectus is subject to approval by the Financial Supervisory Authority of Norway, which is expected to find place during the second quarter of 2022. The consideration shares to be issued to SIBA Invest will be listed on the Oslo Stock Exchange following the publication of the prospectus.

The Transaction cannot be completed until the Company has received the required approvals from the competition authorities in Norway and Sweden. The board of directors therefore proposes that the resolution to increase the Company's share capital, including registration in the Norwegian Register of Business Enterprises and issuance of

utstedelse av de nye aksjene i Euronext VPS, er betinget av at Transaksjonen er gjennomført.

4.2 Forslag til vedtak om kapitalforhøyelse

På ovennevnte bakgrunn foreslår styret at generalforsamlingen fatter følgende vedtak, betinget av og med virkning fra gjennomføringen av Transaksjonen:

- (i) Selskapets aksjekapital skal forhøyes med NOK 14.096.969,60, ved utstedelse av 35.242.424 nye aksjer (hver pålydende NOK 0,40) (de "**Nye Aksjene**").
- (ii) De Nye Aksjene skal tegnes av SIBA Invest Aktiebolag (org. nr. 556196-1755, Box 8772 SE-402 76 Göteborg, Sverige) i forbindelse med Selskapets erverv av aksjer i NetOnNet AB.
- (iii) De Nye Aksjene skal tegnes på en særskilt tegningsblankett innen 1. juli 2022, likevel slik at tegningsperioden skal anses utløpt virkedagen etter at Selskapet har gjennomført oppkjøpet av NetOnNet AB dersom dette er tidligere.
- (iv) Det skal betales NOK 66,00 per Nye Aksje, hvorav NOK 0,40 er aksjekapital og NOK 65,60 utgjør overkurs /annen innskutt egenkapital. Samlet tegningsbeløp er NOK 2.325.999.984,00, hvorav til sammen NOK 14.096.969,60 er aksjekapital og til sammen NOK 2.311.903.014,40 utgjør overkurs /annen innskutt egenkapital.
- (v) De Nye Aksjene gir rett til utbytte og øvrige rettigheter i Selskapet fra tidspunktet for registreringen av kapitalforhøyelsen i Foretaksregisteret.
- (vi) Aksjeinnskuddet skal gjøres ved gjennomføring av Transaksjonen, ved at SIBA Invest AB overdrar 6,040,680 aksjer i NetOnNet AB til Selskapet. For en nærmere beskrivelse av innskuddet vises det til den uavhengige redegjørelsen fra KWC Revisjon AS utarbeidet i henhold til allmennaksjeloven § 10-2 jf. 2-6, inntatt som Vedlegg 1 til protokollen.

the new shares in Euronext VPS, is made conditional on the Transaction being completed.

4.2 Proposal for the resolution to increase the share capital

On basis of the above, the board of directors proposes that the general meeting resolves to pass the following resolution, which is conditioned on and effective from completion of the Transaction:

- (i) The share capital shall be increased by NOK 14,096,969.60, by the issuance of 35,242,424 new shares (each with a nominal value of NOK 0.40) (the "**New Shares**").
- (ii) The New Shares shall be subscribed for by SIBA Invest Aktiebolag (reg. no. 556196-1755, Box 8772 SE- 402 76 Göteborg, Sweden) in connection with the Company's acquisition of shares in NetOnNet AB.
- (iii) The New Shares shall be subscribed for on a separate subscription form no later than 1 July 2022, nevertheless so that the subscription period shall be deemed to have expired the business day after the Company has completed the acquisition of NetOnNet AB if this occurs earlier.
- (iv) The subscription price is NOK 66.00 per New Share, of which NOK 0.40 is share capital and NOK 65.60 constitute share premium /other paid-in equity. The total subscription amount is NOK 2,325,999,984.00, of which in total NOK 14,096,969.60 is share capital and in total NOK 2,311,903,014.40 constitute share premium /other paid-in capital.
- (v) The New Shares carry the right to dividend and other rights in the Company from the time of registration of the share capital increase in the Norwegian Register of Business Enterprises.
- (vi) The share contribution shall be settled once the Transaction is completed by way of transfer of 6,040,680 shares in NetOnNet AB from SIBA Invest AB to the Company. For further details about the share contribution reference is made to the independent statement prepared by KWC Revisjon AS in accordance with Section 10-2 cf. Section 2-6 of the Norwegian Public Limited

Liability Companies Act, attached hereto as Appendix 1.

(vii) Vedtektenes § 4 endres til å reflektere Selskapets aksjekapital og antall aksjer etter kapitalforhøyelsen.

(vii) Section 4 of the articles of association shall be amended to reflect the Company's share capital and number of shares following the share capital increase.

(viii) De anslåtte utgifter ved kapitalforhøyelsen utgjør NOK 1.000.000 (eks. MVA), som skal dekkes av Selskapet.

(viii) The estimated costs related to the share capital increase is NOK 1,000,000 (excl. VAT), which shall be paid by the Company.

Gjennomføringen av vedtaket om kapitalforhøyelse er betinget av gjennomføringen av Selskapets kjøp av aksjene i NetOnNet AB. Kapitalforhøyelsen skal ikke registreres i Foretaksregisteret, og de Nye Aksjene skal ikke utstedes, før Transaksjonen er gjennomført.

The completion of the resolution to increase the share capital is conditional on the completion of the Company's acquisition of the shares in NetOnNet AB. The share capital increase shall not be registered in the Norwegian Register for Business Enterprises, and the New Shares shall not be issued, until the Transaction is completed.

5 STYREFULLMAKT TIL KAPITALFORHØYELSE

Som omtalt i sak 4 ovenfor, skal Selskapet betale et kontantvederlag til SIBA Invest på NOK 1.500 millioner som delvis oppgjør for kjøpet av samtlige aksjer i NetOnNet. Finansering for oppgjør av kontantvederlaget er sikret gjennom en NOK 1.500 millioner 15 måneders brolånsfasilitet. Selskapet har til plan å erstatte brolånsfasiliteten med proveny fra utstedelse av nye aksjer, gjennom en egenkapitaltransaksjon i aksjemarkedet.

Styret vurderer alternative løsninger for å gjennomføre egenkapitaltransaksjonen på en hensiktsmessig måte, herunder hvorvidt den kan gjøres som en rettet emisjon (med eller uten en etterfølgende reparasjonsemisjon) eller en fortrinnsrettsemisjon. For å gi styret tilstrekkelig fleksibilitet er det ønskelig at det gis en fullmakt til å forhøye aksjekapitalen, og at styret samtidig får mulighet til å fravike aksjeeiernes fortrinnsrett i henhold til allmennaksjeloven § 10-5 jf. § 10-4. Som nevnt under sak 4 ovenfor, er gjennomføring av Transaksjonen betinget av at styret i Selskapet gis fullmakt til å forhøye aksjekapitalen med opp til NOK 11.000.000, nettopp for det formålet at styret har tilstrekkelig med fleksibilitet til innhente egenkapital for erstatte brolånsfasiliteten på et egnet tidspunkt.

5 BOARD AUTHORISATION TO INCREASE THE SHARE CAPITAL

As described in matter 4 above, the Company shall pay a cash consideration to SIBA Invest of NOK 1,500 million as partial settlement of the consideration payable for the acquisition of all shares in NetOnNet. Funding to settle the cash consideration is secured through a NOK 1,500 million committed 15-month bridge loan facility. The Company intends to replace the bridge loan facility with proceeds from the issuance of new shares, through an equity capital transaction in the stock market.

The board of directors is assessing various alternatives to carry out the equity market transaction in a beneficial manner, including whether to carry out a private placement (with or without a subsequent repair offering) or a rights issue. To have the required flexibility, the board of directors asks that the general meeting grants it an authorization to increase the share capital, and in this respect the opportunity to deviate from the shareholders' preferential rights in accordance with Section 10-5 cf. Section 10-4 of the Norwegian Public Limited Liability Companies Act. Completion of the Transaction is, as mentioned under matter 4 above, conditional on the board of directors of the Company being granted an authorization to increase the Company's share capital by up to NOK 11,000,000, for the purpose of ensuring that the board of directors has the necessary flexibility to replace the bridge loan facility at a suitable time.

På ovennevnte bakgrunn foreslår styret at generalforsamlingen fatter følgende vedtak:

On basis of the above, the board of directors proposes that the general meeting resolves to pass the following resolution:

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|---|---|
| (i) I henhold til allmennaksjeloven § 10-14 gis styret fullmakt til å forhøye Selskapets aksjekapital, i en eller flere omganger, med inntil NOK 11.000.000. | (i) In accordance with Section 10-14 of the Norwegian Public Limited Liability Companies Act, the board of directors is granted an authorization to increase the Company's share capital, in one or more rounds, by up to NOK 11,000,000. |
| (ii) Fullmakten kan benyttes i forbindelse med Selskapets kjøp av NetOnNet AB. | (ii) The authorization may be utilized in connection with the Company's acquisition of NetOnNet AB. |
| (iii) Aksjeeiernes fortrinnsrett til de nye aksjene kan fravikes, jf. allmennaksjeloven § 10-5, jf. § 10-4. | (iii) The shareholders' preferential right to the new shares may be deviated from, cf. Section 10-5, cf. Section 10-4 of the Norwegian Public Limited Liability Companies Act. |
| (iv) Fullmakten gjelder fra tidspunktet for registrering av fullmakten i Foretaksregisteret og frem til ordinær generalforsamling i 2023, dog senest til 30. juni 2023. | (iv) The authorization will remain in force from the time the resolution is registered in the Norwegian Register of Business Enterprises and until the annual general meeting in 2023, but in no event later than 30 June 2023. |
| (v) Fullmakten omfatter ikke kapitalforhøyelse mot innskudd i andre eiendeler enn penger eller rett til å pådra Selskapet særlige plikter. | (v) The authorization does not include an increase in share capital by contribution in kind or the right to incur special obligations for the Company |
| (vi) Fullmakten omfatter ikke kapitalforhøyelse ved fusjon etter allmennaksjeloven § 13-5. | (vi) The authorization does not include an increase in share capital through a merger in accordance with Section 13-5 of the Norwegian Public Limited Liability Companies Act. |

6 VALG AV NYTT STYREMEDLEM OG OBSERVATØRER

6 ELECTION OF A NEW MEMBER TO THE BOARD OF DIRECTORS AND BOARD OBSERVERS

6.1 Bakgrunn

6.1 Background

I tilknytning til gjennomføringen av Transaksjonen, vil SIBA Invest bli eier av omtrent 32,8 % av aksjene i Selskapet (før utvanning som følge av den planlagte etterfølgende egenkapitaltransaksjonen). Basert på SIBA Invest' eierandel i Selskapet og den industrielle kompetansen SIBA Invest representerer, har valgkomiteen foreslått at Fabian Bengtsson, nåværende styreleder i SIBA Invest, velges som nytt medlem av Selskapets styre og at Roland Vejdemo, nåværende styreleder i NetOnNet, velges som observatør med virkning fra gjennomføringen av Transaksjonen. Fra samme tidspunkt vil Jo Olav Lunder fratru sin rolle som styremedlem og Carl Erik Hagen vil fratru sin rolle som varamedlem. Carl Erik Hagen innehar erfaring og

In connection with the completion of the Transaction, SIBA Invest will become the owner of approximately 32.8% of the shares in the Company (before dilution through the contemplated subsequent equity capital transaction). Based on SIBA Invest's ownership interest in the Company and the industrial competency SIBA Invest represents, the nomination committee has proposed that Fabian Bengtsson, current chairperson of SIBA Invest, is elected as a new member of the Company's board of directors and that Roland Vejdemo current chairperson of NetOnNet, is elected as a board observer, effective from completion of the acquisition of NetOnNet AB. At the same time, Jo Olav Lunder will resign from his position as a member of the

kompetanse som er verdifull for styret i dets videre arbeid, og valgkomiteen foreslår derfor at han velges inn som observatør til styret.

board of directors and Carl Erik Hagen will resign from his position as a deputy board member. Carl Erik Hagen has experience and competency which is deemed to be valuable for the board of directors' continued work, and the nomination committee therefore proposes that he is elected as a board observer.

På ovennevnte bakgrunn foreslår styret at generalforsamlingen fatter følgende vedtak:

On basis of the above, the board of directors proposes that the general meeting resolves to pass the following resolution:

Følgende nye styremedlem og observatører velges med virkning fra, og betinget av, gjennomføringen av Selskapets kjøp av aksjene i NetOnNet AB, for en periode frem til Selskapets ordinære generalforsamling i 2024:

The following new board member and board observers are elected with effect from, and condition on, completion of the Company's acquisition of the shares in NetOnNet AB, and for a period until the Company's annual general meeting in 2024:

- *Fabian Bengtsson (styremedlem)*
- *Roland Vejdemo (observatør)*
- *Carl Erik Hagen (observatør)*

- *Fabian Bengtsson (board member)*
- *Roland Vejdemo (board observer)*
- *Carl Erik Hagen (board observer)*

Etter dette vil styret bestå av følgende personer:

After this, the board of directors will comprise the following:

- *Nils Kloumann Selte (styreleder)*
- *Jennifer Geun Koss*
- *Lars Bjørn Thoresen*
- *Sarah Cathrine Jensseter Willand*
- *Anders Odden*
- *Nora Elin Eldås*
- *Fabian Bengtsson*
- *Roland Vejdemo (observatør)*
- *Carl Erik Hagen (observatør)*

- *Nils Kloumann Selte (styreleder)*
- *Jennifer Geun Koss*
- *Lars Bjørn Thoresen*
- *Sarah Cathrine Jensseter Willand*
- *Anders Odden*
- *Nora Elin Eldås*
- *Fabian Bengtsson*
- *Roland Vejdemo (board observer)*
- *Carl Erik Hagen (board observer)*

For mer informasjon om det foreslåtte styremedlemmet vises det til valgkomiteens innstilling, tilgjengelig på Selskapets nettside <https://www.komplettgroup.com/investor-relations/> og vedlagt innkallingen som [Vedlegg 2](#).

For more information about the proposed board member, reference is made to the nomination committee's recommendation, available at the Company's website <https://www.komplettgroup.com/investor-relations/> and appended to this notice as [Appendix 2](#).

7 VALG AV MEDLEMMER TIL VALGKOMITEEN

I forbindelse med Transaksjonen, og som følge av SIBA Invest sin eierandel i Selskapet etter gjennomføring av Transaksjonen, har valgkomiteen i sin innstilling til generalforsamlingen foreslått at komiteens sammensetning endres slik at Martin Bengtsson (nåværende administrerende direktør i SIBA Invest), basert på den industrielle kompetansen SIBA Invest representerer, velges som medlem i valgkomiteen. På samme tidspunkt vil Karin Bing Orgland tre ut av valgkomiteen.

7 ELECTION OF MEMBERS TO THE NOMINATION COMMITTEE

In connection with the Transaction, and as a result of SIBA Invest's ownership interest in the Company following completion of the Transaction, the nomination committee has proposed that the general meeting resolves to amend its composition so that Martin Bengtsson (current Chief Executive Officer of SIBA Invest), based on the industrial competency SIBA Invest represents, is elected as a member of the nomination committee. At the same time, Karin Bing

På ovennevnte bakgrunn foreslår styret at generalforsamlingen fatter følgende vedtak:

Følgende personer velges som medlemmer av valgkomiteen med virkning fra gjennomføringen av Selskapets kjøp av aksjer i NetOnNet AB og frem til ordinær generalforsamling i 2024:

- Sverre Kjær (leder)
- Nina Camilla Hagen Sørli
- Martin Bengtsson

For mer informasjon vises det til valgkomiteens innstilling, tilgjengelig på Selskapets nettside <https://www.komplettgroup.com/investor-relations/>.

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Møtet

Generalforsamlingen avholdes fysisk i Oslo kommune, med mulighet for aksjeeierne til å ringe inn digitalt via Microsoft Teams.

Registrering

Alle aksjeeiere som har til hensikt å delta fysisk på generalforsamlingen må registrere sin deltakelse innen 11. mars 2022 kl. 16:30. Aksjeeiere kan registrere påmelding elektronisk via Selskapets hjemmeside <https://www.komplettgroup.com/investor-relations/> eller Verdipapirsentralens (VPS) investortjenester. Påmelding kan også registreres ved å fylle ut og sende inn påmeldings- eller fullmaktsskjemaet vedlagt som Vedlegg 3 til denne innkalling i henhold til de instruksjoner som følger av skjemaet.

Selskapet ønsker å oppfordre aksjeeiere til å ikke delta fysisk for å begrense en fortsatt spredning av Covid-19 (spesielt Omikron-varianten), og at aksjeeierne i stedet sender inn sin forhåndsstemme eller gir fullmakt til styrets leder om å stemme for sine aksjer. Forhåndsstemme- og fullmaktsskjema er vedlagt denne innkallingen.

Selskapet vil i forkant av den ekstraordinære generalforsamlingen publisere en børsmelding med informasjon om hvordan aksjeeiere som ønsker å følge

Orgland will resign as a member of the nomination committee.

On basis of the above, the board of directors proposes that the general meeting resolves to pass the following resolution:

The following persons are elected as members of the nomination committee with effect from completion of the Company's acquisition of the shares in NetOnNet AB and until the annual general meeting of 2024:

- Sverre Kjær (chair)
- Nina Camilla Hagen Sørli
- Martin Bengtsson

For more information, reference is made to the nomination committee's recommendation, available at the Company's website <https://www.komplettgroup.com/investor-relations/>.

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The Meeting

The general meeting will be held as a physical meeting in Oslo municipality, with the opportunity for shareholders to dial-in digitally via Microsoft Teams.

Registration

All shareholders who intend to attend the general meeting in person must register their attendance no later than 11 March 2022 at 16:30 hours (CET). Shareholders can register attendance online through the Company's website <https://www.komplettgroup.com/investor-relations/> or the Norwegian Central Securities Depository (VPS)'s investor services. Attendance can also be registered by completing and submitting the registration form or proxy form attached to this notice as Appendix 3 in accordance with the instructions set out therein.

The Company wishes to encourage shareholders not to participate physically to limit a continued spread of Covid-19 (especially the Omicron variant) and that shareholders instead can submit their advance vote or authorize the chair of the board of directors to vote for its shares. Forms for advance voting and proxies are appended to this notice.

The Company will prior to the extraordinary general meeting publish a stock exchange announcement with information on how shareholders who wish to follow the

generalforsamlingen via Microsoft Teams skal registrere sin deltakelse for å motta link til møtet.

Personer med luftveisinfeksjon eller tydelig nedsatt allmenntilstand oppfordres til å ikke delta fysisk på generalforsamlingen. Den som åpner generalforsamlingen kan nekte personer adgang til fysisk deltagelse hvis deres tilstedeværelse etter møteåpners skjønn antas å utgjøre en smitterisiko av ovennevnte grunner. Selskapet vil i så fall legge til rette for at aksjeeiere som på denne måten nektes adgang, gis anledning til å gi fullmakt til styreleder eller andre som er til stede.

Forhåndsstemme

Aksjeeiere kan avgi stemme for hver enkelt sak på dagsorden på forhånd. Slike forhåndsstemmer må avgis elektronisk via Investortjenester eller ved å fylle ut skjemaet for forhåndsstemme vedlagt som [Vedlegg 3](#). Frist for å avgi forhåndsstemmer er **11. mars 2022 kl. 16:30**. Frem til denne fristen kan stemmer som allerede er avgitt endres eller trekkes tilbake. Stemmer som er avgitt før generalforsamlingen er avholdt, vil bli ansett som trukket tilbake dersom aksjeeieren deltar personlig på generalforsamlingen eller ved fullmakt.

Fullmakt

Aksjeeiere kan gi fullmakt til styrets leder (eller den han utpeker) eller en annen person til å stemme for sine aksjer. Fullmakt kan sendes inn elektronisk via VPS' investortjenester eller ved å fylle ut og sende inn fullmaktsskjemaet vedlagt som [Vedlegg 3](#) til denne innkallingen i henhold til de instruksjoner som følger av skjemaet. Fullmakten må være skriftlig, datert, underskrevet og sendt inn i tide. Styret ber aksjeeiere sende inn fullmakter slik at de mottas innen **11. mars 2022 kl. 16:30**.

Forvalterregistrerte aksjer

Dersom aksjer er registrert i VPS på en forvalter, jf. allmennaksjeloven § 4-10, og den reelle aksjeeieren ønsker å avgi stemmer for sine aksjer, må aksjene før generalforsamlingen registreres på en separat VPS-konto i den reelle aksjeeierens navn.

Annen informasjon

I perioden etter siste balansedag er det ikke inntruffet hendelser av vesentlig betydning for Selskapet utover det som er offentliggjort av Selskapet via www.newsweb.no. Selskapets årsregnskap, årsberetning og revisjonsberetning

general meeting through Microsoft Teams shall register their attendance to receive the link for the meeting.

Persons with a respiratory infection or otherwise with a noticeably reduced condition are encouraged not to attend the general meeting in person. The person opening the general meeting may deny any person entry to the general meeting if their presence in the meeting opener's sole discretion can be assumed to represent a risk of infection. In such an event, the Company will arrange for shareholders who are denied entry the ability to grant a proxy to the chair of the board of directors or others present.

Advance vote

Shareholders may cast votes for each matter on the agenda in advance. Such early voting must be made electronically via Investor Services or in writing by filling out the advance voting form attached as [Appendix 3](#). The deadline for submitting early voting is **11 March 2022 at 16:30 (CET)**. Until the deadline, votes already cast may be changed or withdrawn. Votes already cast prior to the general meeting will be considered withdrawn if the shareholder attends the general meeting in person or by proxy.

Proxy

Shareholders may authorize the chair of the board of directors (or whomever he authorizes) or another person to vote for its shares. Proxies may be submitted electronically through VPS' investor services or by completing and submitting the registration or proxy form attached to this notice as [Appendix 3](#) in accordance with the instructions set out therein. The proxy must be in writing, dated, signed and timely submitted. The board of directors requires shareholders to submit proxies so they are received no later than **11 March 2022 at 16:30 hours (CET)**.

Nominee registered shares

If shares are registered by a nominee in the VPS register, cf. Section 4-10 of the Norwegian Public Limited Liability Companies Act, and the beneficial shareholder wishes to vote for his/her shares, then the shares must be reregistered in a separate VPS account in his/her own name prior to the general meeting.

Other information

Since the latest balance sheet date, there have been no events of significant importance for the Company other than what has been publicly disclosed at www.newsweb.no. The annual accounts, annual report and the auditor's report for

for regnskapsåret 2020 er tilgjengelig på Selskapets hjemmeside.

Det er 72.255.155 aksjer i Selskapet, og hver aksje representerer én stemme. Selskapet eier per datoen for denne innkallingen ingen egne aksjer.

Beslutninger om stemmerett for aksjeeiere og fullmektiger treffes av møteåpner. Beslutning kan omgjøres av generalforsamlingen med alminnelig flertall.

En aksjeeier har rett til å fremsette forslag til beslutninger i saker på dagsordenen og til å kreve at styremedlemmer og daglig leder på generalforsamlingen gir tilgjengelige opplysninger om forhold som kan innvirke på bedømmelsen av (i) saker som er forelagt generalforsamlingen til avgjørelse og (ii) 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. Aksjeeiere har rett til å ta med rådgiver, og kan gi talerett til én rådgiver.

Informasjon om generalforsamlingen og dokumenter som skal behandles av generalforsamlingen eller inntas i innkallingen er gjort tilgjengelig på Selskapets nettside, herunder vedlegg til innkallingen og Selskapets vedtekter. Dokumenter som gjelder saker som skal behandles av generalforsamlingen sendes vederlagsfritt til aksjeeierne ved forespørsel til Selskapet.

Adresse til Selskapets hjemmeside er: <https://www.komplettgroup.com/>

* * *

the financial year 2020 are available on the Company's website.

There are 72,255,155 shares in the Company, and each share represents one vote. As of the date of this notice, the Company does not hold any own shares in treasury.

Decisions on voting rights for shareholders and representatives are made by the person opening the meeting, whose decision may be reversed by the general meeting by a majority vote.

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 executive officer at the general meeting provide available information about matters which may affect the assessment of (i) matters that are presented to the shareholders for decision and (ii) 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. Shareholders are entitled to bring advisors and may grant the right of speech to one advisor.

Information about the general meeting and documents to be considered by the general meeting or incorporated in the notice is posted on the Company's website, including the appendices to this notice and the Company's articles of association. Documents relating to matters to be considered by the general meeting may be sent free of charge to the shareholders upon request to the Company.

The address to the Company's website is: <https://www.komplettgroup.com/>

* * *

Sandefjord, 23. februar 2022 / 23 February 2022

for styret i Komplett ASA / on behalf of the board of directors of Komplett ASA

Nils Kloumann Selte

Styrets leder / Chair of the board of directors

Vedlegg:

- 1 Uavhengig redegjørelse for tingsinnskuddet, KWC Revisjon AS
- 2 Valgkomiteens innstilling
- 3 Påmeldings- og fullmaktsskjema

Appendices:

- 1 Independent statement regarding the contribution in kind, KWC Revisjon AS
- 2 The nomination committees recommendation
- 3 Registration form and proxy form

To the Shareholders' Meeting of Komplett ASA

Report on share capital increase by contribution in kind

As independent expert and on instructions from the Board of Directors in Komplett ASA ("Komplett"), we report in accordance with the Norwegian Public Limited Liability Companies Act section 10-2, cf. section 2-6.

Komplett and the shareholder in NetOnNet AB ("NetOnNet") SIBA Invest Aktiebolag ("SIBA Invest" or the "Seller") on 9 February 2022 entered into an agreement whereby Komplett will acquire 100% of the shares in NetOnNet. The acquisition consideration will be partly settled in cash and partly by the Seller subscribing for new shares in Komplett.

THE BOARD OF DIRECTORS' RESPONSIBILITY

The Board is responsible for the information on which this report is based, and for the valuations which are the basis for determining the share consideration.

THE INDEPENDENT EXPERT'S RESPONSIBILITY

Our responsibility is to prepare a report regarding the share contribution by way of the shares in NetOnNet, from the Seller against consideration shares in Komplett, and to express an opinion on whether the contribution in kind has a value least corresponding to the consideration.

The remaining report is divided into two parts. The first part is a description of the contribution, in accordance with the requirements set out in the Norwegian Public Limited Liability Companies Act section 10-2, cf. section 2-6, numbers 1 through 4. The second part is our opinion on whether the Shares at least equals the consideration.

PART 1: INFORMATION ABOUT THE CONTRIBUTION

Komplett and SIBA Invest, as shareholder in NetOnNet, have agreed on a total equity value for 100% of NetOnNet on NOK 3,826 million, of which the cash consideration constitutes NOK 1,500 million and the remaining NOK 2,326 million will be settled by issuance of 35,242,424 new shares in Komplett.

The business of NetOnNet has largely resembles that of Komplett. Valuation and pricing of the shares in NetOnNet has been based on multiples of operating earnings before amortization of goodwill. In relative terms, NetOnNet has been priced corresponding to the Komplett shares listed on Oslo Børs. Komplett has been advised by a financial advisor and has undertaken both legal and financial due diligence in respect of NetOnNet. The total equity value has been derived based on negotiations between Komplett and SIBA Invest. These negotiations have been between independent parties.

The board of directors of Komplett has proposed a total share capital increase of NOK 2,325,999,984 by issuance of 35,242,424 new shares, each with a nominal amount of NOK 0.40, at a subscription price of NOK 66.00 per share. Upon receipt of 100% of the NetOnNet shares, Komplett will receive a value at least corresponding to the value of the value of the consideration payable for the 35,242,424 new shares in Komplett.

PART 2: THE INDEPENDENT EXPERT'S REPORT

We have conducted our review and issue our statement in accordance with the Norwegian standard SA 3802-1 "The auditor's statements and reports pursuant to Norwegian company legislation". The standard requires that we plan and perform our review to obtain reasonable assurance for the fact that the value of the assets to be taken over by Komplett at least equals the agreed consideration. The work includes a review of the valuation of the contribution including the assessment principles. We have also assessed the valuation methods applied and the assumptions on which the valuation is based.

We believe that the audit evidence we have obtained is sufficient and appropriate to constitute a basis for our opinion.

CONCLUSION

In our opinion, the shares that Komplett will receive at the capital increase have been valued in accordance with principles described above and have an aggregate value per 23 February 2022 which at least corresponds to the agreed consideration, including the total nominal amount of NOK 14,096,969.60 and the total share premium of NOK 2,311,903,014.40 on the new shares to be issued.

Oslo, 23 February 2022

KWC Revisjon AS

Trond Bjerger

State Authorized Public Accountant (Norway)

This translation to English has been prepared for information purposes only

The nomination committee's recommendation to the extraordinary general meeting in Komplett ASA on 16 March 2022

1 BACKGROUND

The nomination committee of Komplett ASA ("**Komplett**") comprise the following persons:

- Sverre Kjær (chair);
- Karin Bing Orgland; and
- Nina Camilla Hagen Sørli.

The current members of the nomination committee were elected on the extraordinary general meeting of Komplett on 12 May 2021, prior to the listing of Komplett on the Oslo Stock Exchange on 21 June 2021.

On 9 February 2022, Komplett entered into an agreement with SIBA Invest Aktiebolag ("**SIBA Invest**") to acquire all issued and outstanding shares in NetOnNet AB ("**NetOnNet**") (the "**Transaction**"). SIBA Invest is owned by the Bengtsson family, which over the course of its ownership has gained a solid competence within the areas of technology and consumer electronics. The parties have agreed that Komplett's acquisition of shares in NetOnNet shall in parts be settled by the issuance of 35,242,424 consideration shares in Komplett to SIBA Invest, subject to the general meeting's resolution. This number of shares correspond to approximately 32.8% of the current share capital of Komplett.

Considering the ownership interest SIBA Invest will have in Komplett following completion of the Transaction, as well as the Bengtsson family's industrial expertise and knowledge from the establishment and development of NetOnNet, it has been agreed that SIBA Invest shall be represented in Komplett's board of directors through Fabian Bengtsson as board member and Roland Vejdemo as an observer to the board of directors. With respect to the proposed change in the board composition, it is also proposed that the current deputy board member, Carl Erik Krefting, resigns from his position and is re-elected as an observer to the board of directors. It is also proposed that Jo Olav Lunder (board member) will resign from his directorship in its entirety. The proposed changes to the board composition will, subject to the general meeting's resolution, be effective from, and conditional on, completion of the Transaction.

In connection with preparing the proposed changes to the board composition, the nomination committee has considered the work to be performed by the board of directors and the overall composition of the board, being especially mindful of the need for industry knowledge, familiarity with the Swedish market and other relevant expertise, future opportunities and potential challenges. Applicable requirements and recommendations concerning board independence, including the Norwegian Code of Practice for Corporate Governance of 14 October 2021 (NUES), have been carefully considered. The nomination committee has also been in contact with Canica Invest AS, the company's largest shareholder, and existing members of the board of directors and management of Komplett in connection with the above mentioned proposals.

2 ELECTION OF MEMBERS TO THE BOARD OF DIRECTORS

For the extraordinary general meeting to be held on 16 March 2022, the nomination committee issues the following recommendation:

The general meeting resolves to replace Jo Olav Lunder as a member of the board of directors with Fabian Bengtsson as a new board member for Komplett ASA, effective from, and conditional on, completion of Komplett ASA's acquisition of shares in NetOnNet AB. Fabian Bengtsson is elected as board member for a period from the mentioned completion date until the annual general meeting in 2024. Further, the general meeting resolves that Carl Erik Hagen from the same point in time resigns from his position as a deputy member of the board of directors and assumes the role as a board observer together with Roland Vejdemo, who will also be elected as an observer to the board of directors from the same point in time.

Subject to, and conditional on, completion of the Transaction, the board of directors will have the following composition:

Name	Position	Year elected	Period
Nils Kloumann Selte	Chairperson	2014 ¹	2023
Jennifer Geun Koss	Board member	2020	2023
Lars Bjørn Thoresen	Board member	2019	2023
Sarah Cathrine Jensseter Willand	Board member	2021	2023
Fabian Bengtsson	Board member	2022	2024
Anders Odden	Employee representative	2021	2023
Nora Elin Eldås	Employee representative	2021	2023
Roland Vejdemo	Board observer	2022	2024
Carl Erik Hagen	Board observer	2022 ²	2024
1	<i>Has been a member of the company's board of directors since 2009, but has held the position as chair since 2014.</i>		
2	<i>Has been a board member and deputy board member since 2013, but will resign as a deputy board member while at the same time assume the role as a board observer.</i>		

Biography

Fabian Bengtsson (board member)

Fabian Bengtsson is a Swedish citizen. He holds a BSc in Business and Economics from Lund University, Sweden. Fabian Bengtsson has extensive experience in retail and e-commerce as the former CEO of SIBA Invest from 2011 to 2014 and as a former chairperson and member of the board of directors of NetOnNet. He has also held several board directorships in for example CE-Konsumentelektronikbranschen, Axfood, Översta Förmedlingsbolaget, Ordna Bolån and Strawbees. As a member of the Bengtsson family, Fabian Bengtsson will indirectly through his ownership in SIBA Invest own 35,242,424 shares in Komplettt following completion of the Transaction.

Roland Vejdemo (board observer)

Roland Vejdemo is a Swedish citizen. He holds a Master's degree in Business and Economics from Stockholm University. Roland Vejdemo has extensive experience in the IT industry, as the former CEO of Compaq Computer AB and Hewlett Packard AB from 2001-2010, and through his board directorship in Avensia AB. Roland Vejdemo has been the chairperson of the board of directors in NetOnNet since May 2015.

Information about the existing board members is available on the company's website (www.kompletgroup.com).

3 CHANGES TO THE COMPOSITION OF THE NOMINATION COMMITTEE

In connection with the Transaction (as further described above), and as a result of SIBA Invest becoming a major shareholder in Komplettt following completion, it has been agreed that Martin Bengtsson shall represent SIBA Invest in the nomination committee.

The nomination committee has in connection with the above assessed its composition in light of Komplettt's articles of association, which states that the nomination committee shall consist of two or three members, in addition to the requirements to its members' independence of the board of directors and management of Komplettt. Martin Bengtsson is a member of the Bengtsson family, and thereby has a family relationship to the proposed board member Fabian Bengtsson. The Bengtsson family will after completion of the Transaction have an indirect ownership in Komplettt of 35,242,424 shares, which represent approximately 32.8% of the issued share capital.

On basis of the above, the nomination committee makes the following recommendation:

The general meeting resolves to elect Martin Bengtsson as a new member of the nomination committee effective from, and conditional on, completion of Komplett ASA's acquisition of shares in NetOnNet AB. Current member, Karin Bing Orgland, will resign from her position as member of the nomination committee at the time when Martin Bengtsson assumes his position.

Subject to, and conditional on, completion of the Transaction, the nomination committee will have the following composition:

Name	Position	Year elected	Period
Sverre Kjær	Chair	2021	2023
Nina Camilla Hagen Sørli	Member	2021	2023
Martin Bengtsson	Member	2022	2024

* * *

Oslo, 23 February 2022

__ sign. __

Sverre Kjær, Chair

Ref. no.:

PIN code:

Notice of Extraordinary General Meeting

Extraordinary general meeting of Komplett ASA will be held on Wednesday 16 March 2022 at 11:00 (CET) at Advokatfirmaet Thommessen AS, Ruseløkkveien 38, 13th floor, 0251 Oslo, Norway.

Registration deadline is 11 March 2022 at 16:30 (CET).

The company accepts votes in advance of this extraordinary general meeting. The registration deadline for early votes is 11 March 2022 at 16:30 (CET). Advance votes may only be executed electronically, through the Company's website <https://komplett.com/investors/> (use ref.nr and pin code above) or through VPS Investor Services.

Notice of attendance in person

The undersigned shareholder(s) in Komplett ASA will attend the extraordinary general meeting of Komplett ASA on 16 March 2022 at 11:00 (CET) and cast votes for (tick one of the two):

- Vote for own/our shares.

- Vote for shares according to attached authorization(s)

Notice of attendance should be registered through the company's website <https://www.komplettgroup.com/investor-relations> or via VPS Investor Services.

For notification of attendance through the Company's website, the above-mentioned pin code and reference number must be stated. Alternatively, notification of attendance can be registered by selecting *Corporate Actions - General Meeting*, and clicking on *ISIN* through VPS Investor Services. Investor Services can be accessed either through <https://www.euronextvps.no/> or your account operator. If you are not able to register your notification of attendance electronically, you may send it by **e-mail to nis@nordea.com** or by regular mail to Nordea Bank Abp, filial i Norge, Issuer Services, Postboks 1166 Sentrum, 0107 Oslo, Norway. The notice of attendance must be received no later than **on 11 March 2022 at 16:30 (CET)**.

If the shareholder is a legal entity, please state the name of the individual who will be representing such entity: _____

Place and date

Name (block letters)

Shareholder's signature (if attending in person)

Proxy without voting instructions for the extraordinary general meeting of Komplett ASA.

If you are unable to attend the meeting, you may grant proxy to another individual.

Ref. no.:

PIN code:

The proxy should be submitted electronically through the Company's website (<https://komplett.com/investors/>) or via VPS Investor Services.

For granting proxy through the Company's website, the above-mentioned pin code and reference number must be stated. Alternatively, proxy can be granted by selecting *Corporate Actions - General Meeting*, and clicking on *ISIN* through VPS Investor Services. Investor Services can be accessed either through <https://www.euronextvps.no/> or your account operator. If you are not able to register the grant of proxy electronically, you may send an **e-mail to nis@nordea.com** or by regular mail to Nordea Bank Abp, filial i Norge, Issuer Services, Postboks 1166 Sentrum, 0107 Oslo, Norway. The proxy must be received no later than **11 March 2022 at 16:30 (CET)**.

If the proxy holder is unnamed, the proxy will be deemed given to the chairman of the board of directors, Nils K. Selte, or an individual appointed by him.

This proxy must be received no later than **11 March 2022 at 16:30 (CET)**.

The Proxy must be dated and signed to be valid.

The undersigned shareholder(s) in Komplett ASA: _____

hereby grants (tick one of the two)

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

(name of proxy holder in capital letters)

proxy to attend and vote for my/our shares at the extraordinary general meeting of Komplett ASA on 16 March 2022 at 11:00 (CET).

Place

Date

Shareholder's signature
(Only for granting proxy)

With regards to attend and vote, reference is made to the Norwegian Public Limited Liability Companies Act, in particular Chapter 5. If the shareholder is a legal entity, this entity's certificate of registration must be appended to the proxy.

Proxy with voting instructions for the extraordinary general meeting of Komplett ASA

If you are unable to attend the extraordinary general meeting in person, you may use this proxy form to give voting instructions to the chairman of the board of directors or the person authorized by him. For Instruction to other than the chairman of the board of directors, give a proxy without voting instructions and agree directly with the proxy holder how voting should be executed.

Ref. no.:

PIN code:

A proxy with voting instructions can be registered by Nordea and must be sent by e-mail (scanned form) to nis@nordea.com or by regular mail to Nordea Bank Abp, filial i Norge, Issuer Services, Postboks 1166 Sentrum, 0107 Oslo, Norway. The proxy with voting instructions can also be registered through the Company's website <https://komplett.com/investors/> (use ref.nr and pin code above). The form must be received no later than 11 March 2022 at 16:30 (CET).

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

The undersigned shareholder(s) in Komplett ASA: _____

hereby grants (tick one of the two)

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

(name of proxy holder in capital letters)

proxy to attend and vote for my/our shares at the extraordinary general meeting of Komplett ASA on 16 March 2022 at 11:00 (CET).

The votes shall be exercised in accordance with 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 of directors' 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/her discretion. If there is any doubt as to how the instructions should be understood, the proxy holder may refrain from voting.

Agenda for the extraordinary general meeting on 16 March 2022		For	Against	Abstention
1.	Election of chairperson of the meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	Election of a person to co-sign the minutes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	Approval of the notice and agenda	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	Share capital increase	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	Board authorisation to increase the share capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.	Election of new member to the board of directors and board observers			
	- Fabian Bengtsson (board member) replaces Jo Lunder	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	- Roland Vejdemo (board observer)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	- Carl Erik Hagen (board observer)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.	Election of members to the nomination committee			
	- Martin Bengtsson (member) replaces Karin Bing Orgland	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Place

Date

Shareholder's signature

(only for granting proxy with voting instructions)

With regards to attend and vote, reference is made to the Norwegian Public Limited Liability Companies Act, in particular Chapter 5. If the shareholder is a legal entity, this entity's certificate of registration must be appended to the proxy.