

**NOTICE OF EXTRAORDINARY GENERAL MEETING IN
GOLDEN ENERGY OFFSHORE SERVICES AS**

The board hereby gives notice of an extraordinary general meeting of Golden Energy Offshore Services AS, org. no. 913 011 384 (the “**Company**”), to be held in the premises of the Company at St. Olavs plass 1, 6002 Ålesund, Norway, 24 November 2023 at 12:00 CET.

Registration of attendance takes place from 1130 CET. The following matters will be dealt with at the meeting:

0. Opening of the General Meeting by the chairman elected by the board to open the meeting. Registration of participating shareholders, including shareholders represented by power of attorney.
1. Election of a chairman of the meeting and a person to sign the minutes.
2. Approval of notice and the agenda.
3. Election of new board of directors.
4. Amendment to the Articles of Association.

Please find attached the following documents:

1. Notice of attendance at extraordinary general meeting of Golden Energy Offshore Services AS on 24 November 2023.
2. Power of attorney for extraordinary general meeting of Golden Energy Offshore Services AS on 24 November 2023.
3. The proposal from the nomination committee and board of directors.

Only those who are shareholders on 17 November 2023 are entitled to attend and vote at the general meeting.

Owners of shares held through a nominee account who wish to attend the general meeting must notify the Company at the latest by 22 November 2023.

Ålesund, 10 November 2023

Golden Energy Offshore Services AS

The board

**NOTICE OF ATTENDANCE AT EXTRAORDINARY GENERAL MEETING OF GOLDEN ENERGY OFFSHORE
SERVICES AS ON 24 NOVEMBER 2023**

Shareholders who wish to attend the extraordinary general meeting, either by themselves or by proxy, may notify the board of this by filling out this notification and send a pdf-copy via email to Per Ivar Fagervoll (pif@geoff.no).

It is requested that such notification is sent at the latest on 22 November 2023 - such deadline being mandatory for owners of shares held through a nominee account who wish to attend the general meeting.

The undersigned will attend the extraordinary general meeting of Golden Energy Offshore Services AS on 24 November 2023 and will represent:

- ☐ own shares - number of shares: _____
- ☐ other shares in accordance with the attached power of attorney(-ies)

Place, date: _____

Name of shareholder in block letters

Signature

**POWER OF ATTORNEY FOR EXTRAORDINARY GENERAL MEETING OF GOLDEN ENERGY OFFSHORE SERVICES AS ON
24 NOVEMBER 2023**

The undersigned shareholder hereby gives Per Ivar Fagervoll power of attorney to meet on our behalf and vote our shares, in total _____ shares, in Golden Energy Offshore Services AS at the extraordinary general meeting of the company to be held on 24 November 2023, as follows:

	For	Against	Abstained
1. Election of Per Ivar Fagervoll to chair the meeting and Gunhild Bolle to sign the minutes together with the chairperson:	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Approval of notice and the agenda:	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Election of new board of directors:	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Amendment to the Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Place, date: _____

Name of shareholder in block letters

Signature

The proposal from the board of directors and the nomination committee

1. Election of chair of the meeting and responsible person to sign the minutes

The board of directors resolved to propose that the general meeting adopts the following resolution:

“Per Ivar Fagervoll is elected to chair the meeting and Gunhild Bolle is elected to sign the minutes together with the chair.”

2. Approval of notice and agenda

The board of directors resolved to propose that the general meeting adopts the following resolution:

“The notice and agenda are approved.”

3. Election of new board of directors

The nomination committee propose that the general meeting adopts the following resolution:

“Guillaume Bayol and Atef Abou Merhi shall be elected as new directors. Sten Gustafson shall resign from the board with immediate effect.

Following this resolution, the board of directors shall consist of:

- i. Fredrik Ulstein-Rygnestad - chairman*
- ii. Morten Muggerud - vice chairman*
- iii. Guillaume Bayol - director*
- iv. Atef Abou Merhi - director*
- v. Per Ivar Fagervoll - director”*

The period of service for Bayol and Merhi shall be until the annual general meeting of the company in 2024, aligning with the service period of the remaining directors.”

Please also see attached the separate statement by the nomination committee attached.

4. Amendment to the Articles of Association

The board of directors resolved to propose that the general meeting adopts the following resolution:

“The following paragraph of the Articles of Association for the company shall be deleted:

§ 5 Styre

§ 5 Board of directors

Selskapets styre skal ha inntil 3-4 medlemmer.

The board of directors shall consist of 3-4 members.

The numbering of the following paragraphs shall be amended accordingly.”

The reason for the proposal is to (i) allow for the election of the new board of directors above in item 3 and (ii) to allow for flexibility on the number of directors in future elections.

GOLDEN ENERGY OFFSHORE SERVICES AS - RECCOMENDATION BY THE NOMINATION COMMITTEE

Golden Energy Offshore Services AS (the “**Company**”) has summoned an extraordinary general meeting on 24 November 2023 (the “**General Meeting**”). In relation to the General Meeting, the Nomination Committee (the “**Committee**”) submits the following recommendation:

1. The Nomination Committee - Mandate

The Committee is by the General Meeting given mandate to evaluate and recommend candidates for shareholder appointed directors, for nomination committee members, as well as to propose remuneration to the board of directors and the Committee.

Geir Gustavsson constitutes the Nomination Committee of the Company as chair and sole member.

2. Proposal for new directors

2.1 New composition

Following the completion of the private placement in the Company - as separately announced - the shift in the shareholders have warranted an assessment of the composition of the board of directors. Following discussions with the major shareholders and subject to assessment by the Committee, the Committee has decided to propose that the board of directors should be composed as follows (new directors underlined):

- Fredrik Ulstein-Rygnestad - chairman
- Morten Muggerud - vice chairman
- Guillaume Bayol - director
- Atef Abou Merhi - director
- Per Ivar Fagervoll - director

2.2 Guillaume Bayol

Guillome Bayol is a managing director in Oaktree GFI Energy Group and has a B.B.A. degree with a major in finance from ESSEC Business School in France. Bayol has extensive experience in the energy sector through his work with Oaktree, and also experience as a board member in inter alia Sølvrans AS, OEG and OSM Maritime.

2.3 Atef Abou Merhi

Atef Abou Merhi is a managing director with Pelagic Partners, where he is also one of the founding members. Merhi holds a BSc (Hons) in Ship and Port Management and an MBA Southampton Solent University and an MBA from IE Business School in Madrid. He has extensive experience in the shipping industry and has also served as a director in Abou Merhi Lines.

2.4 Proposed resolution

The Committee proposes that the General Meeting passes the following resolution:

“Guillaume Bayol and Atef Abou Merhi shall be elected as new directors. Sten Gustafson shall resign from the board with effect as of this resolution.

Following this resolution, the board of directors shall consist of:

- Fredrik Ulstein-Rygnestad - chairman*
- Morten Muggerud - vice chairman*
- Guillaume Bayol - director*
- Atef Abou Merhi - director*
- Per Ivar Fagervoll - director”*

The period of service for Bayol and Merhi shall be until the annual general meeting of the company in 2024, aligning with the service period of the remaining directors.”

3. Closing remarks - thank you to Sten Gustafson

The Committee would like to thank Sten Gustafson for his work as chairman for the Company up until now. His contribution to the board and the Company has been immensely valuable for the development of the business of the Company, and also instrumental in achieving the transformational growth of the Company through new acquisitions and newly completed financing of the Company.