

**POLICY ON DISCLOSURE OF INFORMATION /  
DISCLOSURE POLICY AGILYX ASA**

(Adopted by the Board of Directors in October 2020 and  
updated November 2022 and February 2024)

## 1. PURPOSE AND APPLICABILITY

- 1.1 The purpose of this policy is to ensure that Agilyx ASA (the "**Company**") complies with applicable Norwegian legislation and rules concerning public disclosure of information and communication with the Company's shareholders, the securities market and Oslo Børs ASA ("**Oslo Børs**").
- 1.2 Unless otherwise stated herein, the primary responsibility for carrying out the tasks and duties set out in this policy shall rest with the Company's Chief Executive Officer (CEO). The Board of Directors shall review and evaluate the content of this policy at least
- 1.3 annually.  
This policy has been effective since the Company's filing of an application for admission to trading of its shares on Merkur Market and has been updated to reflect the Company's listing on the main exchange of the Oslo Børs.
- 1.4

## 2. NOTIFICATIONS TO OSLO BØRS (NOT FOR PUBLIC DISCLOSURE)

- 2.1 The Company will immediately notify Oslo Børs of changes in the following matters:
  - a. the Company's listing or application for listing on any other MTF or a regulated market;
  - b. any ownership restrictions on the Company's shares arising as a matter of law, license terms or the Company's articles of association (the "**Articles of Association**"), together with information, where appropriate, on the proportion of the shares to which any such restriction applies;
  - c. the international securities identification number (**ISIN**) used for the Company's shares by the Norwegian Central Securities Depository;
  - d. the Company's distributor for public disclosure of information;
  - e. suspension or removal from listing by another multilateral trading facility (**MTF**) or regulated market.
- 2.2 The Company shall notify Oslo Børs immediately if the Company's shares are no longer deemed to fulfill the conditions for admission to trading on the main exchange of the Oslo Børs.
- 2.3 Notifications to Oslo Børs pursuant to sections 2.1 and 2.2 above shall be sent to the Market Surveillance and Administration Department of Oslo Børs at [ma@oslobors.no](mailto:ma@oslobors.no).

- 2.4 The Company will ensure that any changes to the information about the Company that Oslo Børs requires to be recorded in its electronic portal for issuers, [www.newsweb.no](http://www.newsweb.no), are made without undue delay, including changes in relation to the following:
- a. the Company's contact details (postal and street addresses, e-mail address, website and telephone number); and
  - b. the Company's contact persons, cf. section 3, as well as the contact persons' e-mail addresses and telephone number.
- 2.5 The Company will, without undue delay, transmit an updated list of primary insiders etc. to Oslo Børs in accordance with section 6.2.2 of the Company's Rules for Primary Insiders.

### **3. CONTACT PERSONS**

- 3.1 The Company will at all times have two designated persons who can be contacted by Oslo Børs (collectively, the "**Contact Persons**"). The CEO and Corporate Affairs Manager shall be appointed as Contact Persons.
- 3.2 The CEO will ensure that Oslo Børs receives correct contact information about the Contact Persons, and shall at all times be familiar with the name of the Company's contact person at Oslo Børs.
- 3.3 The Contact Persons will be contactable without undue delay. The Contact Persons will ensure that they are familiar with all material matters concerning the Company which is assumed to have relevance for the value of the Company's shares, in order to answer any inquiries from Oslo Børs. If the Contact Persons are not familiar with the matters to which the inquiry is concerned, the Contact Persons will immediately take steps to obtain necessary information in order to respond to Oslo Børs.

### **4. PROCEDURES FOR PUBLIC DISCLOSURE OF INFORMATION**

#### **4.1 General guidelines for public disclosure**

- 4.1.1 The Company's Chief Executive Officer and Chief Financial Officer shall be notified prior to any public disclosure or communications with Oslo Børs regarding disclosure requirements.
- 4.1.2 The Company will enter into an agreement with Oslo Børs regarding public disclosure and storage of information. Any information which is required to be publicly disclosed by the Company will be disclosed through [www.newsweb.no](http://www.newsweb.no). The CEO will always make sure that the information to be disclosed is actually disclosed as intended.

- 4.1.3 Immediately after public disclosure of information through [www.newsweb.no](http://www.newsweb.no), the Company will publish the information on its website [www.agilyx.com](http://www.agilyx.com).
- 4.1.4 All information publicly disclosed by the Company will be disclosed in the English language.
- 4.1.5 All information publicly disclosed by the Company will be disclosed in a manner that clearly identifies the Company, the content of the information and the date and time it is sent. In addition, it will be clearly stated that the information is subject to a duty of disclosure pursuant to the continuing obligations for companies admitted to trading on the main exchange of the Oslo Børs, (the "**Continuing Obligations**").
- 4.2 **Duty of prior notice when publicly disclosing particularly price-sensitive events**
  - 4.2.1 If the Company, at any time during Oslo Børs' opening hours, is to publicly disclose information on a take-over bid or a profit warning or other specific matters that must be assumed to have a significant effect on the Company's share price, the Company will contact Oslo Børs prior to making such public disclosure. Prior notice shall be addressed to the Market Surveillance and Administration Department of Oslo Børs and may be given verbally.

## 5. **DUTY OF PUBLIC DISCLOSURE OF INSIDE INFORMATION**

- 5.1 Pursuant to the Continuing Obligations, the Company is subject to a continuing duty of disclosure of inside information, as such term is defined in the Norwegian Securities Trading Act section 3-2. The Company will without delay and on its own initiative publicly disclose inside information that concerns the Company directly. The disclosure will include all information that is assumed to constitute inside information.
- 5.2 The Company will establish routines on how to handle inside Information that arises outside Oslo Børs' opening hours. In instances where the Company expects a certain event to take place or are aware in advance that an event will take place, the Company will make preparations in advance to ensure that the information is quickly and securely managed.
- 5.3 The Norwegian Securities Trading Act section 3-2 defines inside information as:

*Any information of a precise nature relating to financial instruments, the issuers thereof or other circumstances which has not been made public and is not commonly known in the market and which is likely to have a noticeable effect on the price of those financial instruments or of related financial instruments.*

*"Information of a precise nature" means information which indicates circumstances that exist or may reasonably be expected to come into existence or an event that has occurred or may reasonably be expected to occur and which is specific enough to enable a*

*conclusion to be drawn as to the possible effect of those circumstances or that event on the price of the financial instruments or related financial instruments.*

*"Information likely to have a noticeable effect on the price of financial instruments or of related financial instruments" means information of the kind which a reasonable investor would be likely to use as part of the basis of his/her investment decisions.*

- 5.4 The Company will not combine the public disclosure of inside information with its marketing in a manner that is liable to mislead the market.
- 5.5 The Company may delay public disclosure of inside information in order not to prejudice its legitimate interests, provided that such delay does not mislead the public and provided that the information is managed confidentially.
- 5.6 The Company will on its own initiative promptly notify the Company's contact person at Oslo Børs of any delay in disclosing information, including the background for the decision to delay publication. The notification will be given to the Market Surveillance and Administration Department of Oslo Børs, and can be given verbally. The Company will keep Oslo Børs updated on circumstances that warrants the delayed public disclosure.
- 5.7 If the Company has reason to believe that inside information for which public disclosure has been delayed is known to or about to become known to unauthorized parties, the Company will without delay and on its own initiative publicly disclose the information.

## **6. DUTY OF PUBLIC DISCLOSURE OF FINANCIAL INFORMATION**

- 6.1 The Company will prepare financial reports in accordance with, inter alia, sections 3-1 and 3-3a of the Norwegian Accounting Act.
- 6.2 The Company will publish half-yearly interim reports in accordance with section 4.4 in the Continuing Obligations.
- 6.3 The half-yearly interim reports shall be publicly disclosed as soon as possible after the end of the first six months of the financial year, and at the latest three (3) months thereafter. Interim reports shall be kept public for at least five years.
- 6.4 The annual report shall be publicly disclosed at the latest four (4) months after the end of each financial year. The annual report shall be kept public for at least five (5) years.
- 6.5 Board meetings approving financial reports shall be convened following the close of trading at the day before the respective report shall be publicly disclosed as announced in the financial calendar. Financial reports shall as a principal rule be disclosed immediately after the Board of Directors resolving the respective report; however, so that public disclosure should to the extent possible be made at the latest at CET 08:00 (and always no later than CET 09:00) on the first trading day after the board meeting

resolving the respective financial report, if (i) it is resolved by the Board of Directors after Oslo Børs' opening hours and (ii) it is made public in accordance with a previously disclosed financial calendar. If the financial calendar states that a financial report shall be published on a Monday morning or on a day following a public holiday, the board meeting can be held at the earliest the evening before.

- 6.6 Proposals and decisions on any dividends that are approved as an inherent part of the Board's approval of a financial report as will be publicly disclosed at the same time as the respective financial report pursuant to section 6.5.
- 6.7 The Company will, no later than by the end of the year, publish a financial calendar containing the dates planned for public disclosure of the annual general meeting, annual report, half yearly report and interim reports in the following year. If there are any subsequent changes to these dates, the Company will immediately announce any such change.

## **7. DUTY OF PUBLIC DISCLOSURE OF CERTAIN CORPORATE ACTIONS ETC.**

- 7.1 The Company will immediately publicly disclose inter alia:
- a. any changes in the rights attaching to the Company's shares, including any changes in related financial instruments issued by the Company;
  - b. proposals and decisions by the Board of Directors, general meeting or other corporate body on (i) dividends, (ii) mergers, (iii) demergers, (iv) increases or reductions in share capital, (v) authorisations to increase the Company's share capital, and (vi) share split or reverse share split.
  - c. information on allocation and payment of dividends, as well on issuance of shares, including information on any arrangements for allotment, subscription, cancellation and conversion;
  - d. proposals and decisions on the issue of subscription rights;
  - e. in the event of the issue of a loan or an increase in share capital as mentioned in paragraph (b) above, information will be given in particular on any underwriting consortium, including the members of the consortium and their guarantee obligations, as well as information on any advance subscription or allotment;
  - f. registered change of the Company's name;
  - g. registered change in the nominal value of the Company's shares; and
  - h. decisions on changes to the Company's Board of Directors, Chief Executive Officer or Chief Financial Officer, including notice of resignation given by any such person.

- 7.2 Disclosures concerning such proposals or decisions as mentioned in section 7.1 will include the information necessary to make it possible to calculate the effect of the action in question (amount of the dividend, number of bonus shares/subscription rights per share outstanding, etc.) including the date when the share will be traded excluding the right. In the case of a private placement of shares and a subsequent public offer (repair issue), information will be given as to whether certain shares are entitled to participate in both issues.
- 7.3 A merger, demerger or reduction in share capital by distribution to shareholders, shall be carried out outside Oslo Børs trading hours. The first sentence only applies to mergers if the company acquired is admitted to trading on Oslo Børs.
- 7.4 The Company will inform Oslo Børs that a corporate action as mentioned in section 7.1 is to be carried out no later than 14:00 hours on the trading day before it is carried out. If it cannot be carried out outside Oslo Børs trading hours, Oslo Børs will consider whether it is necessary to impose a matching halt or to suspend the Company's shares throughout the trading day on which the action comes into effect.

## **8. DUTY OF PUBLIC DISCLOSURE OF TRANSACTIONS IN THE COMPANY'S OWN SHARES**

- 8.1 If the Company carries out purchases or sales of its own shares, or related financial instruments (including options, warrants, convertible bonds etc.), the Company shall no later than by the opening of the third trading day after the transaction takes place, publish an announcement regarding the transaction, which will include information regarding the type of transaction and a description of the instrument, time of transaction, market, price and volume for the transaction, as well as holdings after the transaction.

## **9. OTHER DUTIES OF PUBLIC DISCLOSURE**

- 9.1 The Company will as soon as possible publicly disclose transactions that are not immaterial between the Company and shareholders, members of the Board of Directors, members of the executive management or close associates of any such parties, or with another company in the Company's group.
- 9.2 Any notices sent to shareholders (including notices to general meetings together with any attachments) will be publicly disclosed no later than the time at which such notice is distributed.

- 9.3 Following general meetings, the Company shall immediately publicly disclose that the general meeting has been held. If any resolution passed by the general meeting differs from the resolutions proposed by the Board of Directors, this will be stated. The minutes from the general meeting should be appended to the stock exchange notice.
- 9.4 In the event of any change in share capital, in the number of votes or in the number of shares issued, the Company will immediately make public that the change has been made and the amount of its new share capital and the total number of votes and shares issued.

## **10. HANDLING OF INSIDE INFORMATION**

- 10.1 Prior to public disclosure of inside information, the Company will handle such information in accordance with the provisions set out in the Company's insider manual for primary insiders (as if the Company is a primary insider).
- 10.2 The Company will keep lists of persons who receive access to inside information in order to be able to comply with its obligation to be able to submit to Oslo Børs an updated list upon request. If a person who receives access to inside information is a legal person, the list shall include those of its employees, representatives, assistants, etc. who receive access to inside information. An English version of the draft insider list form is enclosed as Schedule 1<sup>1</sup>.
- 10.3 The Company, through the CEO will make sure that lists as mentioned in section 10.2 are kept in a satisfactory manner for at least five (5) years after being prepared or updated, and are sent to Oslo Børs upon request.
- 10.4 The Company will ensure that persons who receive access to inside information are aware of the duties and responsibilities this involves, as well as the criminal liability associated with misuse or unauthorized distribution of inside information. The Company will upon request present documentation to Oslo Børs, evidencing that persons receiving access to inside information have been made aware of the above mentioned duties and responsibilities.
- 10.5 As a precautionary measure, the Company shall consider draft financial reports as inside information at the latest three weeks prior to public disclosure of the financial reports. The Company will keep insider lists of natural and legal persons that are involved in the preparation of financial reports cf. section 10.2 above.
- 10.6 In processes where the Company expects that inside information may come into existence, the Company will as a precautionary measure prepare insider lists from an early stage of the process.
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10.7 Except in relation to the Company's employees, board members, auditor and legal advisor, the Company will ensure that anyone being given access to inside information by the Company signs a non-disclosure agreement prior to such access.

**11. SANCTIONS**

11.1 This policy is part of the company regulations of the Company. Any breach of this policy may affect the offender's employment with the Company.

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<sup>1</sup> Not MAR compliant

**SCHEDULE 1**

Agilyx ASA

*Confidential*

*List of receivers of inside information (cf. the continuing obligations for companies admitted to trading on the main exchange of the Oslo Børs (“Continuing Obligations”))*

1. The list shall contain detailed information about all individual and legal persons with access to inside information.
2. The list shall be kept updated.
3. The list shall be kept for at least 5 years, and shall upon request be submitted to Oslo Børs.
4. By implementation through the Continuing Obligations, certain rules of the Norwegian Securities Trading Act chapter 3 will apply, including rules on misuse of inside information, duty of confidentiality, due information handling, prohibition against trade and giving advice, and rules with respect to preventing market manipulation. Breach of such rules may be a criminal offence.
5. Persons with access to inside information shall confirm that they are aware of the duties and liabilities related thereto, as well as the criminal liability connected with any breach of such rules.

Name	Title	Contact details	Background of access to inside information	Time of access to information	Date for recording/change on list	Confirmation that ware of duties

Date and time for ending the list \_\_\_\_\_

Reason for ending the list \_\_\_\_\_