

## APPLICATION FORM FOR THE EMPLOYEE OFFERING

**General information:** The terms and conditions for the Employee Offering are set out in the prospectus dated 27 October 2023 (the “Prospectus”), which has been issued by Norconsult ASA (the “Company”, and together with its consolidated subsidiaries, the “Group” or “Norconsult”) in connection with the initial public offering (the “Offering”) and the related admission to listing and trading (the “Listing”) of the Company’s ordinary shares (the “Shares”) on Oslo Børs, a regulated market operated by Oslo Børs ASA (the “Oslo Stock Exchange”). The Offering consists of a secondary offering of up to 95,138,247 existing Shares (the “Sale Shares”) offered by the Company’s existing shareholders (the “Selling Shareholders”), all of whom are employees of the Company. As part of the Offering, the Company is expected to grant the Managers the right to over-allot (the “Over-Allotment Facility”) up to a number of Shares amounting to a maximum of 15% of the number of Sale Shares initially allocated in the Offering, being up to 14,270,737 Shares (the “Additional Shares” and, together with the Sale Shares, the “Offer Shares”). In order to facilitate the Over-Allotment Facility, the Company is expected to grant an option to the Managers, which may be exercised by Carnegie AS, as stabilisation manager on behalf of the Managers (the “Stabilisation Manager”), to borrow a number of Shares equal to the number of Additional Shares (the “Lending Option”), as well as an option to purchase a number of Shares equal to the number of Additional Shares to cover any over-allotments made in connection with the Offering (the “Over-Allotment Option”). Part of the Offering comprises an offering of Offer Shares to all employees of the Company, or a directly or indirectly owned subsidiary incorporated in the EEA, and being resident in the EEA, as of the last day of the Application Period (the “Eligible Employees”), subject to a lower limit per application of an amount of NOK 10,500, and an upper limit per application of an amount of NOK 1,999,999 for each Eligible Employee on the terms set out in Section 17.6 of the Prospectus (the “Employee Offering”). Multiple applications by one Eligible Employee in the Employee Offering will be treated as one application with respect to the maximum application limit.

All capitalised terms not defined herein shall have the meaning as assigned to them in the Prospectus.

**Application procedure:** Eligible Employees who are residents of Norway with a Norwegian personal identification number may apply for Offer Shares through the VPS online application system by following the link on the Group’s internal communication platform, Panorama. Eligible Employees in the Employee Offering who are residents of Sweden, Denmark or Finland must use the application facilities of Nordnet Bank AB (“Nordnet”), as further detailed below. Applications in the Employee Offering can also be made by Eligible Employees who are residents of Norway using this Employee Application Form. Employee Application Forms must be correctly completed and submitted by the deadline to one of the application offices set out below:

**Carnegie AS**  
Fjordalléen 16  
P.O. Box 684 Sentrum  
N-0106 Oslo  
Norway  
Tel: +47 22 00 93 60  
E-mail: subscriptions@carnegie.no

**DNB Markets, a part of  
DNB Bank ASA**  
Dronning Eufemias gate 30  
P.O. Box 1600 Sentrum  
N-0021 Oslo  
Norway  
Tel: +47 91 50 48 00  
Email: retail@dnb.no

**Nordea Bank Abp,  
filial i Norge**  
Essendrops gate 7  
0368 Oslo  
Norway  
Tel: +47 24 01 34 62  
Email: nis@nordea.com

**Skandinaviska  
Enskilda Banken AB (publ),  
Oslo branch**  
Filipstad brygge 1  
P.O. Box 1843 Vika  
N-0123 Oslo  
Norway  
Tel: +47 22 82 70 00  
Website: seb.no

The Application Period in the Employee Offering will begin on 09:00 CET on 31 October 2023 and expire at 12:00 CET on 8 November 2023, unless shortened or extended. The applicant is responsible for the correctness of the information filled in on this Employee Application Form. Employee Application Forms that are incomplete or incorrectly completed, electronically or physically, or that are received after the expiry of the Application Period, and any application that may be unlawful, may be disregarded without further notice to the applicant. None of the Company, the Selling Shareholders or the Managers may be held responsible for postal delays, unavailable internet lines or servers or other logistical or technical matters that may result in applications not being received in time or at all by the application office.

**Eligible Employees in the Employee Offering who are residents of Sweden, Denmark or Finland must use the application facilities of Nordnet.**

Nordnet undertakes to act as placing agent in the Employee Offering for Eligible Employees who are residents of a country outside of Norway, and applications may be made electronically through the Nordnet webservice. Applications through the Nordnet webservice can be made through [www.nordnet.se](http://www.nordnet.se), for Swedish applicants residing in Sweden, through [www.nordnet.dk](http://www.nordnet.dk), for Danish applicants residing in Denmark, and through [www.nordnet.fi](http://www.nordnet.fi), for Finnish applicants residing in Finland. Please note that this Employee Application Form may not be submitted to Nordnet. Any application forms submitted to Nordnet will be disregarded without further notice to the applicant.

**Nordnet Bank**  
Karl Johans gate 16C  
P.O. Box 302 Sentrum  
N-0154 Oslo  
Norway  
Tel: +47 23 33 30 23  
E-mail: kundeservice@nordnet.no  
[www.nordnet.no](http://www.nordnet.no)

All applications made in the Employee Offering will be irrevocable and binding upon receipt of a duly completed Employee Application Form by the application office, or in the case of applications through the VPS online application system, upon registration of the application, irrespective of any shortening or extension of the Application Period, and cannot be withdrawn, cancelled or modified by the applicant after having been received by the application office, or in the case of applications through the VPS online application system, upon registration of the application. Applications made through Nordnet can be amended up to 23:59 CET on 7 November 2023, unless the Application Period is being shortened or extended). All applications received by Nordnet after 23:59 CET on 7 November 2023 will be irrevocable and binding and cannot be withdrawn, cancelled or modified by the applicant.

**Price of Offer Shares:** The Company has, in consultation with the Joint Global Coordinators, set an Indicative Price Range for the Offering from NOK 19 to NOK 23 per Offer Share (the “Indicative Price Range”). The number of Offer Shares to be sold in the Offering will be determined on the basis of the bookbuilding process in the Institutional Offering and the number of applications received in the Retail Offering and the Employee Offering. The Offer Price is expected to be determined on 8 November 2023. The Offer Price may be set within, below or above the Indicative Price Range. Any such amendments to the Offer Price will be announced through the Oslo Stock Exchange’s information system. Each applicant in the Employee Offering will be permitted, but not required, to make its application conditional upon the final Offer Price not being higher than the upper end of the Indicative Price Range (i.e. not being higher than NOK 23 per Offer Share). If the application is made subject to such a price limit, the applicant will not be allocated any Offer Shares if the Offer Price is set above the upper end of the Indicative Price Range. If the applicant does not expressly make its application subject to such a price limit, the application will be binding regardless of whether the Offer Price is set within, above or below the Indicative Price Range.

**Allocation; Payment and Delivery of Offer Shares:** In the Employee Offering, no allocations will be made for a number of Offer Shares representing an aggregate value of less than NOK 10,500 and a maximum application amount of NOK 1,999,999 for each applicant, however, that all allocations will be rounded down to the nearest number of whole Offer Shares and the payable amount will hence be adjusted accordingly. DNB Markets, a part of DNB Bank ASA ("DNB"), is acting as settlement agent for applicants in the Employee Offering who are residents of Norway. DNB expects to issue notifications of allocation of Offer Shares in the Employee Offering for applicants who are residents of Norway on or about 9 November 2023, by issuing allocation notes to the applicants by mail or otherwise. Any applicant who is a resident of Norway and that wishes to know the precise number of Offer Shares allocated to it, may contact one of the application offices from 12:00 CET on 9 November 2023 and onwards during business hours. Applicants who have access to investor services through an institution that operates the applicant's VPS account should be able to see how many Offer Shares they have been allocated beginning on or around 9 November 2023. In completing an application form, or registering an application through the VPS online subscription system, each applicant in the Employee Offering that is a resident of Norway irrevocably authorises DNB (on behalf of the Managers) to debit the applicant's Norwegian bank account for the total amount due for the Offer Shares allocated to the applicant. The applicant's account number must be stipulated on the application form or registered through the VPS online application system. Accounts will be debited on or about 10 November 2023 (the payment due date), and there must be sufficient funds in the stated bank account from and including 9 November 2023. Applicants who do not have a Norwegian bank account must ensure that payment of the allocated Offer Shares is made on or before the payment due date (10 November 2023). Should any investor using an application form or applying through the VPS online subscription system have insufficient funds on his or her account, should payment be delayed for any reason or if it is not possible to debit the account, interest will accrue on the amount due at a rate equal to the prevailing interest rate under the Norwegian Act on Interest on Overdue Payments of 17 December 1976, No. 100, which at the date of this Prospectus was 11.75% per annum. DNB (on behalf of the Managers) reserves the right (but has no obligation) to make up to three debit attempts through 24 November 2023 if there are insufficient funds on the account on the payment due date. Nordnet is acting as settlement agent for applicants in the Employee Offering who are resident in a country outside of Norway. Nordnet will populate information on allocated Offer Shares on its online service platform, which all applicants in the Employee Offering who are resident in a country outside of Norway will be able to access through their Nordnet accounts on or about 9 November 2023. Applicants applying for Offer Shares in the Employee Offering through Nordnet webservice must have available funds on the stated bank account at 23:59 CET on 7 November 2023. Subject to timely payment by the applicant, delivery of the Offer Shares paid for in the Employee Offering is expected to take place on or about 13 November 2023 (or such later date upon the successful debit of the relevant account).

**Guidelines for the applicant:** Please refer to the third and fourth page of this Employee Application Form for further application guidelines.

Applicant's VPS account (12 digits):	I/we apply for Offer Shares for a total of NOK (minimum NOK 10,500 and maximum NOK 1,999,999):	Applicant's bank account to be debited (11 digits):
<b>OFFER PRICE:</b> My/our application is conditional upon the final Offer Price not being set above NOK 23 per Offer Share. Yes <input type="checkbox"/> No <input type="checkbox"/>		
I/we hereby irrevocably (i) apply for the number of Offer Shares allocated to me/us, at the Offer Price, up to the aggregate application amount as specified above subject to the terms and conditions set out in this Employee Application Form and in the Prospectus, (ii) authorise and instruct the Managers (or someone appointed by the Managers) acting jointly or severally to take all actions required to purchase the Offer Shares allocated to me/us on my/our behalf, to take all other actions deemed required by them to give effect to the transactions contemplated by this Employee Application Form, and to ensure delivery of such Offer Shares to me/us in the VPS, (iii) authorise DNB (on behalf of the Managers) to debit my/our bank account as set out in this Employee Application Form for the amount payable for the Offer Shares allocated to me/us, and (iv) confirm and warrant to have read the Prospectus and that I/we are aware of the risks associated with an investment in the Offer Shares and that I/we are eligible to apply for and purchase Offer Shares under the terms set forth therein.		
Date and place*:		Binding signature**:

\* Must be dated during the Application Period.

\*\* The applicant must be of legal age. If the Employee Application Form is signed by proxy, documentary evidence of authority to sign must be attached in the form of a power of attorney or company registration certificate.

DETAILS OF THE APPLICANT – ALL FIELDS MUST BE COMPLETED	
First name	Surname/Family name/Company name
Home address (for companies: registered business address)	Zip code and town
Identity number (11 digits) / business registration number (9 digits)	Nationality
Telephone number (daytime)	E-mail address
Legal Entity Identifier (LEI) / National Client Identifier (NCI):	

#### GUIDELINES FOR THE APPLICANT

THIS EMPLOYEE APPLICATION FORM IS NOT FOR DISTRIBUTION OR RELEASE, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES, CANADA, AUSTRALIA, HONG KONG, SOUTH AFRICA OR JAPAN OR ANY OTHER JURISDICTION IN WHICH THE DISTRIBUTION OR RELEASE WOULD BE UNLAWFUL. OTHER RESTRICTIONS ARE APPLICABLE. PLEASE SEE "SELLING RESTRICTIONS" BELOW.

**Regulatory issues:** Legislation passed throughout the European Economic Area (the "EEA") pursuant to the Markets and Financial Instruments Directive ("MiFID") implemented in the Norwegian Securities Trading Act, imposes requirements in relation to business investment. In this respect, the Managers must categorise all new clients in one of three categories: Eligible counterparties, Professional clients and Non-professional clients. All applicants applying for Offer Shares in the Offering who/which are not existing clients of the Managers will be categorised as Non-professional clients. The applicant can by written request to one of the Managers ask to be categorised as a Professional client if the applicant fulfils the provisions of the Norwegian Securities Trading Act and ancillary regulations. For further information about the categorisation, the applicant may contact the Managers. The applicant represents that it has sufficient knowledge, sophistication and experience in financial and business matters to be capable of evaluating the merits and risks of an investment decision to invest in the Company by applying for Offer Shares, and the applicant is able to bear the economic risk, and to withstand a complete loss of an investment in the Company.

**Target market:** The target market for the Offering and the Offer Shares is retail, non-professional, professional and other eligible counterparties. Negative target market: An investment in the Offer Shares is not compatible with investors looking for full capital protection or full repayment of the amount invested or having no risk tolerance, or investors requiring a fully guaranteed income or fully predictable return profile.

**Execution only:** As the Managers are not in the position to determine whether the application for Offer Shares is suitable for the applicant, the Managers will treat the application as an execution only instruction from the applicant to apply for Offer Shares in the Offering. Hence, the applicant will not benefit from the corresponding protection of the relevant conduct of business rules in accordance with the Norwegian Securities Trading Act.

**Information Exchange:** The applicant acknowledges that, under the Norwegian Securities Trading Act and the Norwegian Financial Undertakings Act and foreign legislation applicable to the Managers there is a duty of secrecy between the different units of the Managers as well as other entities in the Managers' group. This may entail that other employees of the Managers or the Managers' group may have information that may be relevant to the subscriber, but which the Managers will not have access to in their capacity as Managers for the Employee Offering.

**Information barriers:** The Managers are securities firms offering a broad range of investment services. In order to ensure that assignments undertaken in the Managers' corporate finance departments are kept confidential, the Managers' other activities, including analysis and stock broking, are separated from their corporate finance departments by information barriers. The applicant acknowledges that the Managers' analysis and stock broking activity may act in conflict with the applicant's interests with regard to transactions in the Offer Shares as a consequence of such information barriers.

**VPS account and anti-money laundering procedures:** The Employee Offering is subject to applicable anti-money laundering legislation, including the Norwegian Money Laundering Act of 6 March 2009 no. 11 and the Norwegian Money Laundering Regulation of 13 March 2009 no. 302 (collectively, the "Anti-Money Laundering Legislation"). Applicants who are not registered as existing customers of one of the Managers must verify their identity to the Managers in accordance with requirements of the Anti-Money Laundering Legislation, unless an exemption is available. Applicants who have designated an existing Norwegian bank account and an existing VPS account on the Employee Application Form are exempted, unless verification of identity is requested by the Managers. Applicants who have not completed the required verification of identity prior to the expiry of the Application Period will not be allocated Offer Shares. Participation in the Employee Offering is conditional upon the applicant holding a VPS account. The VPS account number must be stated in the Employee Application Form. VPS accounts can be established with authorised VPS registrars, which can be Norwegian banks, authorised investment firms in Norway and Norwegian branches of credit institutions established within the EEA. Establishment of a VPS account requires verification of identity to the VPS registrar in accordance with the Anti-Money Laundering Legislation. However, non-Norwegian investors may use nominee VPS accounts registered in the name of a nominee. The nominee must be authorised by the Norwegian Ministry of Finance.

**Selling restrictions:** The Offering is subject to specific legal or regulatory restrictions in certain jurisdictions, see Section 18 "SELLING AND TRANSFER RESTRICTIONS" in the Prospectus. Neither the Company nor the Selling Shareholders assume any responsibility in the event there is a violation by any person of such restrictions. The Offer Shares have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or under any securities laws of any state or other jurisdiction of the United States and may not be taken up, offered, sold, resold, transferred, delivered or distributed, directly or indirectly, within, into or from the United States except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and in compliance with the securities laws of any state or other jurisdiction of the United States. There will be no public offer in the United States. The Offer Shares will, and may, not be offered, sold, resold, transferred, delivered or distributed, directly or indirectly, within, into or from any jurisdiction where the offer or sale of the Offer Shares is not permitted, or to, or for the account or benefit of, any person with a registered address in, or who is resident or ordinarily resident in, or a citizen of, any jurisdiction where the offer or sale is not permitted, except pursuant to an applicable exemption. In the Offering, the Offer Shares are being offered and sold to certain persons outside the United States in offshore transactions within the meaning of and in compliance with Rule 903 of Regulation S under the U.S. Securities Act, and to persons in the United States who are QIBs as defined in, and in reliance on, Rule 144A under the U.S. Securities Act or another available exemption from registration requirements under the U.S. Securities Act.

Neither the Company nor any Selling Shareholder have authorised any offer to the public of its securities in any Member State of the EEA other than Norway, Sweden, Denmark and Finland. With respect to each Member State of the EEA other than Norway, Sweden, Denmark, and Finland which has implemented the EU Prospectus Directive (each, a "Relevant Member State"), no action has been undertaken or will be undertaken to make an offer to the public of the Offer Shares requiring a publication of a prospectus in any Relevant Member State. Any offers outside Norway, Sweden, Denmark or Finland will only be made in circumstances where there is no obligation to produce a prospectus.

**Stabilisation:** In connection with the Offering, the Stabilisation Manager or its agents, on behalf of the Managers, may, upon exercise of the Lending Option, engage in transactions that stabilise, maintain or otherwise affect the price of the Shares for up to 30 days from the first day of Listing. Specifically, the Stabilisation Manager may effect transactions with a view to supporting the market price of the Shares at a level higher than might otherwise prevail, through buying Shares in the open market at prices equal to or lower than the Offer Price. There is no obligation on the Stabilisation Manager and its agents to conduct stabilisation activities and there is no assurance that stabilisation activities will be undertaken. Such stabilising activities, if commenced, may be discontinued at any time, and will be brought to an end at the latest 30 calendar days after the first day of the Listing.

**Personal data:** The applicant's personal data will be processed confidentially and according to legal obligations. Personal data will only be shared as far as necessary to fulfil this agreement/transaction (for example with VPS, and if applicable, other Managers in the transaction). Supplementary information on processing of personal data and the applicants' rights can be found on the Managers' websites.

**Investment decisions based on full Prospectus:** Investors must neither accept any offer for, nor acquire any Offer Shares, on any other basis than on the complete Prospectus.

**Terms and conditions for payment by direct debiting - securities trading:** Payment by direct debiting is a service provided by cooperating banks in Norway. In the relationship between the payer and the payer's bank the following standard terms and conditions apply.

1. The service "Payment by direct debiting – securities trading" is supplemented by the account agreement between the payer and the payer's bank, in particular Section C of the account agreement, General terms and conditions for deposit and payment instructions.

2. Costs related to the use of "Payment by direct debiting – securities trading" appear from the bank's prevailing price list, account information and/or information is given by other appropriate manner. The bank will charge the indicated account for incurred costs.

3. The authorisation for direct debiting is signed by the payer and delivered to the beneficiary. The beneficiary will deliver the instructions to its bank who in turn will charge the payer's bank account.

4. In case of withdrawal of the authorisation for direct debiting the payer shall address this issue with the beneficiary. Pursuant to the Financial Contracts Act, the payer's bank shall assist if payer withdraws a payment instruction which has not been completed. Such withdrawal may be regarded as a breach of the agreement between the payer and the beneficiary.

5. The payer cannot authorise for payment a higher amount than the funds available at the payer's account at the time of payment. The payer's bank will normally perform a verification of available funds prior to the account being charged. If the account has been charged with an amount higher than the funds available, the difference shall be covered by the payer immediately.

6. The payer's account will be charged on the indicated date of payment. If the date of payment has not been indicated in the authorisation for direct debiting, the account will be charged as soon as possible after the beneficiary has delivered the instructions to its bank. The charge will not, however, take place after the authorisation has expired as indicated above. Payment will normally be credited the beneficiary's account between one and three working days after the indicated date of payment/delivery.

7. If the payer's account is wrongfully charged after direct debiting, the payer's right to repayment of the charged amount will be governed by the account agreement and the Financial Contracts Act.

**Overdue and missing payments:** Overdue payments will be charged with interest at the applicable rate under the Norwegian Act on Interest on Overdue Payments of 17 December 1976 no. 100, which at the date of the Prospectus is 11.75% per annum. Should payment not be made when due, the Offer Shares allocated will not be delivered to the applicant, and the Managers reserves the right, at the risk and cost of the applicant, to cancel at any time thereafter the application and to re-allot or, from the third day after the Payment Date, otherwise dispose of or assume ownership to the allocated Offer Shares, on such terms and in such manner as the Managers may decide (and the applicant will not be entitled to any profit therefrom). The original applicant will remain liable for payment of the Offer Price for the Offer Shares allocated to the applicant, together with any interest, costs, charges and expenses accrued, and the Company, the Selling Shareholders and/or the Managers may enforce payment of any such amount outstanding.