

**THOR MEDICAL ASA
PROPOSED RESOLUTIONS FOR THE ANNUAL GENERAL MEETING OF
THOR MEDICAL ASA ON 23 APRIL 2026**

Item 1 Election of a chairperson for the meeting and a person to co-sign the minutes

The board of directors proposes that lawyer Jon Fredrik Johansen from Selmer law firm is elected as chairperson of the meeting, and that a person present is elected to co-sign the minutes.

Item 2 Approval of the notice and the agenda

Item 3 Approval of the annual accounts and the directors' annual report for Thor Medical ASA and the group for the financial year 2025, including allocation of the result of the year, as well as consideration of the statement on corporate governance

The annual accounts and the directors' annual report for Thor Medical ASA and the group are included in the Company's annual report for 2025 which is available on the Company's website www.thormedical.com. The statement on corporate governance is included in the annual report.

Item 4 Advisory vote on the Company's remuneration report

Pursuant to Section 6-16b of the Norwegian Public Limited Companies Act, the Board of directors (the "**Board**") has prepared a report on the remuneration of the Company's senior executives (the "**Remuneration report**"). The Remuneration Report has been reviewed by the Company's auditor in accordance with section 6-16b fourth paragraph. The general meeting shall deal with the Remuneration Report in accordance with Section 5-6 (4) of the Norwegian Public Limited Companies Act by way of an advisory vote.

The Remuneration Report will be made available on the Company's website www.thormedical.com.

The Board proposes that the general meeting makes an advisory vote and that the result from the vote is recorded in the minutes from the general meeting.

Item 5 Approval of the auditor's fee

It is proposed that the auditor's fee to Ernst & Young AS for 2025 of NOK 709,000 ex. VAT is approved.

For information on other fees paid to the Company's auditor, reference is made to note 3.7 to the annual accounts in the Company's annual report for 2025.

Item 6 Determination of remuneration for the members of the Board (including approval of issue of RSUs to members of the Board)

In accordance with the Company's articles of association, the Nomination Committee shall make proposals as to the remuneration to the Board.

The Nomination Committee recommends that no amendments are made to the current remuneration of the members of the board of directors.

The Nomination Committee proposes the following remuneration for the period starting at the annual general meeting 2026 and ending at the annual general meeting 2027.

- Chair: 460,000 NOK / Year
- Board members: 400,000 NOK / Year

As further detailed in the recommendation, the members of the Board may choose to receive their cash remuneration, or parts thereof, in the form of restricted stock units ("**RSUs**").

The Nomination Committee proposes the following remuneration for the period from the annual general meeting 2026 to the annual general meeting 2027 for the audit committee:

- Chair: 50,000 NOK / Year
- Members: 30,000 NOK / Year

The Nomination Committee proposes the following remuneration for the period from the annual general meeting 2026 to the annual general meeting 2027 for the compensation committee:

- Chair: 30,000 NOK / Year
- Members: 20,000 NOK / Year

For further information, reference is made to the recommendation of the Nomination Committee which will be made available on the Company's website www.thormedical.com, and this notice item 11 on authorisation to the Board to increase the share capital in connection with remuneration to the Board.

The Board proposes that the general meeting resolves the recommendation of the Nomination Committee.

Item 7 Determination of remuneration for the members of the Nomination Committee

In accordance with the Company's articles of association, the Nomination Committee shall make proposals as to the remuneration to the members of the Nomination Committee.

The Nomination Committee recommends that no amendments are made to the current remuneration of the members of the Nomination Committee. The Nomination Committee proposes the following cash remuneration to the members of the Nomination Committee for the period starting at the annual general meeting 2026 and ending at the annual general meeting 2027.

- Chair: 50,000 NOK / Year
- Members: 40,000 NOK / Year

Reference is made to the recommendation of the Nomination Committee which will be made available on the Company's website www.thormedical.com.

The Board proposes that the general meeting resolves the recommendation of the Nomination Committee.

Item 8 Election of members to the Nomination committee

Reference is made to the recommendation of the Nomination Committee which will be made available on the Company's website www.thormedical.com.

The Board proposes that the general meeting resolves the recommendation of the Nomination Committee.

Item 9 Approval of guidelines for remuneration of senior executives

The Company's current guidelines for executive remuneration sets out the limit for the total remuneration of senior executives, including maximum earnings under the Company's option programme. Under the current guidelines, employees' earnings are limited to their annual base salary.

As a result of the price development of the Company's shares, participants have reached the limit for earnings under the option program. The consequence is that any further increase in the share price no longer provides participants with increased value or further incentive. The Board considers it important to have an efficient and functioning incentive programme, and is therefore of the opinion that adjustments should be made to the guidelines to ensure that the purpose of the option programme is maintained, in the interests of both the Company and its shareholders.

To ensure that the option programme continues to provide management with real incentives to create shareholder value, the Board proposes to raise the limit for earnings to 2x the annual base salary over the vesting period. Earning up to the new limit is subject to the qualification criteria for exercising options as set out in the updated guidelines being met.

The Company is also in the process of developing a share savings scheme for employees. For this reason, amendments have been made to the guidelines to allow senior executives to participate in the share savings scheme, should it be implemented.

On this basis, the Board has prepared a proposal for new guidelines for determining salaries and other remuneration for senior executives in the Company, in accordance with Section 6-16a of the Norwegian Public Limited Companies Act. The guidelines are available at the Company's website www.thormedical.com. The guidelines shall be dealt with and approved by the general meeting upon any changes and at least every fourth year.

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

"The Board's proposal for guidelines for determining salaries and other remuneration to the CEO and other senior executives is approved."

Item 10 Authorisation to the Board to increase the share capital in connection with the Company's incentive program

The Company has established incentive schemes that imply that it shall be delivered shares to the participants. The Board has a need for an authorisation to issue shares under the incentive schemes. The incentive schemes are described in the Company's annual report.

The Board proposes that the general meeting issues an authorisation for the specified purpose that grants the Board an authorisation to issue up to 7,158,334 new shares in the Company.

The authorisation entails that the pre-emptive rights for existing shareholders to subscribe for new shares may be set aside if the authorisation is used.

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

1. "Pursuant to Section 10-14 of the Norwegian Public Limited Companies Act, the Board is authorised to, in one or more occurrences, increase the Company's share capital by up to NOK 1,431,667.80.
2. The authorisation may be used to issue shares at exercise of options/subscription rights awarded under the Company's incentive program.
3. The authorisation is valid until the annual general meeting in 2027, but no longer than 30 June 2027.
4. The shareholders' preferential right to the new shares pursuant to Section 10-4 of the Norwegian Public Limited Companies Act may be deviated from.
5. The authorisation does not comprise share capital increases against contribution in kind, cf. Section 10-2 of the Norwegian Public Limited Companies Act.
6. The authorisation does not comprise share capital increase in connection with mergers pursuant to Section 13-5 of the Norwegian Public Limited Companies Act."

Item 11 Authorisation to the Board to increase the share capital in connection with the exercise of RSUs

The Board has a need for an authorisation to issue shares for the Company to be able to fulfil its obligations under the Company's RSU program for board members, as described in item 6 above.

As the authorisation shall be used to issue shares to holders of RSUs, it is proposed that the Board is allowed to deviate from the shareholders' preferential right to subscribe and be allocated new shares.

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

1. "Pursuant to Section 10-14 of the Norwegian Public Limited Companies Act, the Board is authorised to, in one or more occurrences, increase the Company's share capital by up to NOK 218,194.80.

2. The authorisation may only be used to issue shares to members of the Company's Board upon exercise of awarded RSUs.
3. The authorisation is valid until the annual general meeting in 2027, but no longer than 30 June 2027.
4. The shareholders' preferential right to the new shares pursuant to Section 10-4 of the Norwegian Public Limited Companies Act may be deviated from.
5. The authorisation does not comprise share capital increases against contribution in kind but may be used for setting of claims for board remuneration, cf. Section 10-2 of the Norwegian Public Limited Companies Act.
6. The authorisation does not comprise share capital increase in connection with mergers pursuant to Section 13-5 of the Norwegian Public Limited Companies Act."

Item 12 Authorisation to the Board to increase the share capital by up to 20% for other specified purposes

To give the Board financial flexibility in connection with acquisitions or similar transactions, or to strengthen the Company's equity in general, the Board proposes that it is given an authorisation to issue shares for these purposes.

It could be in the best interest of the Company and its shareholders that placements of shares are directed at certain named persons and/or enterprises. The Board requests therefore that the authorisation also encompass the right for the Board to waive the shareholders' pre-emptive rights.

The Board proposes that the general meeting passes the following resolution:

1. "Pursuant to Section 10-14 of the Norwegian Public Limited Companies Act, the Board is granted an authorisation to increase the Company's share capital, in one or more occurrences, by up to NOK 14,391,292.
2. The authorisation may be used to strengthen the Company's equity, for general corporate purposes, including but not limited to financing of acquisitions of other companies, businesses or assets, including issuance of consideration shares in connection with the above-mentioned transactions.
3. The authorisation is valid until the Company's annual general meeting in 2027, but no longer than 30 June 2027.
4. The shareholders' preferential right to the new shares pursuant to Section 10-4 of the Norwegian Public Limited Companies Act may be deviated from.
5. The authorisation comprises share capital increases against contribution in cash and in kind and the right to impose special obligations on the Company etc, cf. Section 10-2 of the Norwegian Public Limited Companies Act.
6. The authorisation covers resolutions on mergers as provided in section 13-5 of the Norwegian Public Limited Companies Act.
7. With effect from the date when this mandate is registered with the Norwegian Register of Business Enterprises, it replaces all previous mandates to increase the share capital."
