

Ref. nr.:

Pinkode:

Innkalling til ordinær generalforsamling

Ordinær generalforsamling i Komplett ASA avholdes torsdag 2. juni 2022 kl. 10:00 på Park Hotell, Strandpromenaden 9, 3208 Sandefjord, Norge

Påmeldingsfrist: 30. mai 2022 kl. 16:30.

Du kan forhåndsstemme på denne generalforsamlingen. Frist for registrering av forhåndsstemmer er 30. mai 2022 kl.16:30. Forhåndsstemme må gjøres elektronisk, via selskapets hjemmeside <https://komplett.com/investors/> (bruk overnevnte pin og referansenummer), eller VPS Investortjenester.

Påmelding for fysisk deltakelse

Undertegnede vil delta på ordinær generalforsamling for Komplett ASA den 2. juni 2022 kl. 10:00 og avgi stemme for (sett kryss):

- Avgi stemme for våre/mine aksjer
- Avgi stemme for aksjer ifølge vedlagte fullmakt(er)

Påmelding foretas elektronisk via selskapets hjemmeside <https://Komplett.com/investors/> eller via VPS Investortjenester.

For påmelding via Selskapets hjemmeside må ovennevnte pinkode og referansenummer oppgis. Alternativt kan påmelding skje via VPS Investortjenester ved å velge *Hendelser - Generalforsamling*, *klikk på ISIN*. For tilgang til Investortjenester kan man enten bruke <https://www.euronextvps.no/> eller gå via egen kontofører. Får du ikke registrert påmelding elektronisk, kan du signere og sende inn denne blanketten til nis@nordea.com eller per post til Nordea Bank Abp, filial i Norge, Issuer Services, Postboks 1166 Sentrum, 0107 Oslo. Påmelding må være mottatt senest **30. mai 2022 kl. 16:30.**

Dersom en aksjeeier er et selskap, oppgi navn på personen som vil møte for selskapet: _____

Dato og sted_____
Navn (blokkbokstaver)_____
Aksjeeiers underskrift (ved eget oppmøte)

Fullmakt uten stemmeinstruks for ordinær generalforsamling i Komplett ASA.

Dersom du selv ikke kan møte på generalforsamlingen, kan du gi fullmakt til en annen person.

Ref. nr.:

Pinkode:

Fullmakt gis via selskapets hjemmeside <https://www.komplettgroup.com/investor-relations> eller via VPS Investortjenester.

For fullmakt via Selskapets hjemmeside må ovennevnte pinkode og referansenummer oppgis. Alternativt kan fullmakt gis via VPS Investortjenester ved å velge *Hendelser - Generalforsamling, klikk på ISIN*. For tilgang til Investortjenester kan man enten bruke <https://www.euronextvps.no/> eller gå via egen kontofører. Får du ikke registrert fullmakt elektronisk, kan du signere og sende inn denne blanketten til nis@nordea.com eller per post til Nordea Bank Abp, filial i Norge, Issuer Services, Postboks 1166 Sentrum, 0107 Oslo. Fullmakten må være mottatt senest **30. mai 2022 kl. 16:30**.

Dersom det ikke oppgis navn på fullmektigen, vil fullmakten anses å være gitt til styrets leder, Nils Kloumann Selte, eller den han bemyndiger.

Fullmakten må være mottatt senest **30. mai 2022 kl. 16:30**.

Blanketten må være datert og signert.

Undertegnede aksjeeier i Komplett ASA: _____

gir herved (sett kryss)

Styrets leder (eller den han bemyndiger), eller

(fullmektigens navn med blokkbokstaver)

fullmakt til å møte og avgi stemme på ordinær generalforsamling 2 juni 2022 kl. 10:00 i Komplett ASA for mine/våre aksjer.

Sted

Dato

Aksjeeiers underskrift

(Undertegnes kun ved fullmakt)

Angående møte- og stemmerett vises til allmennaksjeloven, især lovens kapittel 5. Dersom aksjeeier er et selskap, skal firmaattest vedlegges fullmakten.

Fullmakt med stemmeinstruks for ordinær generalforsamling i Komplett ASA

Dersom du ikke selv kan møte på generalforsamling, kan du benytte dette fullmaktsskjemaet for å gi stemmeinstruks til styrets leder eller den han bemyndiger, eller annen person. Ved instruks til andre enn styrets leder, kan du også gi en fullmakt uten stemmeinstruks og avtale direkte med din fullmektig hvordan det skal stemmes.

Ref. nr.:

Pinkode:

Fullmakter med stemmeinstruks [kan] sendes per e-post til nis@nordea.com eller per post til Nordea Bank Abp, filial i Norge, Issuer Services, Postboks 1166 Sentrum, 0107 Oslo. Fullmakt kan også inngis via Selskapets hjemmeside <https://komplett.com/investors/> (bruk overnevnte pin og referansenummer).

Dersom det ikke oppgis navn på fullmektigen, vil fullmakten anses å være gitt til styrets leder, Nils Kloumann Selte, eller den han bemyndiger.

Blanketten må være mottatt senest **30. mai 2022 kl. 16:30**.

Blanketten må være datert og signert.

Undertegnede aksjeeier i Komplett ASA: _____

gir herved (sett kryss)

Styrets leder (eller den han bemyndiger), eller

(fullmektigens navn med blokkbokstaver)

fullmakt til å møte og representere meg/oss på ordinær generalforsamling i Komplett ASA 2 juni 2022 kl.10:00.

Stemmegivningen skal skje i henhold til instruksjonen nedenfor. Dersom det ikke krysses av i rubrikken, vil dette anses som en instruks til å stemme i tråd med styrets eller valgkomiteens anbefalinger. Dersom det blir fremmet forslag i tillegg til, eller som erstatning for forslaget i innkallingen, avgjør fullmektigen stemmegivningen. Dersom det er tvil om forståelsen av instruksjonen, vil fullmektigen kunne avstå fra å stemme.

Agenda ordinær generalforsamling 2. juni 2022		For	Mot	Avstå
1.	Valg av møteleder	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	Godkjenning av innkalling og dagsorden	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	Godkjenning av årsregnskap og årsberetning for regnskapsåret 2021	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	Rådgivende avstemning over Kompletts lederlønnsrapport for 2021	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	Godkjenning av reviderte retningslinjer om fastsettelse av lønn og annen godtgjørelse	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.	Styrefullmakt til erverv av egne aksjer:			
	- til å optimalisere selskapets kapitalstruktur	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	- til oppfyllelse av incentivprogram	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.	Styrefullmakt til å forhøye aksjekapitalen i enkelte tilfeller	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8.	Valg av Jo Olav Lunder som:			
	- styremedlem	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	- styreleder	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

- 9. Honorar til styrets medlemmer og observatører
- 10. Honorar til valgkomiteens medlemmer
- 11. Godkjenning av godtgjørelse til selskapets revisor for regnskapsåret 2021

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Aksjeeierens navn og adresse: _____
(vennligst benytt blokkbokstaver)

Sted

Dato

Aksjeeiers underskrift
(Undertegnes kun ved fullmakt)

Angående møte- og stemmerett vises til allmennaksjeloven, især lovens kapittel 5. Dersom aksjeeier er et selskap, skal firmaattest vedlegges fullmakten.

	<i>Office translation</i>
INNKALLING TIL ORDINÆR GENERALFORSAMLING	NOTICE OF ANNUAL GENERAL MEETING
I	OF
KOMPLETT ASA	KOMPLETT ASA
ORG. NR. 980 213 250	REG. NO. 980 213 250
Det innkalles herved til ordinær generalforsamling i Komplett ASA (" Selskapet ").	Notice is hereby given that the annual general meeting of Komplett ASA (the " Company ").
Generalforsamlingen vil bli avholdt 2. juni 2022 kl. 10:00.	The general meeting will be held on 2 June 2022 at 10:00 AM CEST.
Sted: Park Hotell, Strandpromenaden 9, 3208 Sandefjord.	Place: Park Hotell, Strandpromenaden 9, 3208 Sandefjord.
Aksjeeiere vil ha anledning til å følge møtet på Microsoft Teams, se nærmere om dette nedenfor.	The meeting may be followed on Teams, see more about this below.
Generalforsamlingen vil bli åpnet av styrets leder, Nils K. Selte, jf. allmennaksjeloven § 5-12 (1). Styrets leder 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. The chairperson will register the attendance of shareholders present and proxies.
Styret foreslår følgende dagsorden:	The board of directors proposes the following agenda:

<p>1 VALG AV MØTELEDER</p> <p>Styret foreslår at advokat Hans Cappelen Arnesen velges som møteleder.</p>	<p>1 ELECTION OF CHAIRPERSON FOR THE MEETING AND A PERSON TO CO-SIGN THE MINUTES</p> <p>The board of directors proposes that Hans Cappelen Arnesen, attorney at law, be elected to chair the meeting.</p>
<p>2 VALG AV EN PERSON TIL Å MEDUNDERTEGNE PROTROLLEN</p>	<p>2 ELECTION OF A PERSON TO CO-SIGN THE MINUTES</p>
<p>3 GODKJENNELSE AV INNKALLING OG DAGSORDEN</p>	<p>3 APPROVAL OF THE NOTICE AND THE AGENDA</p>
<p>4 GODKJENNELSE AV ÅRSREGNSKAP OG ÅRSBERETNING FOR REGNSKAPSÅRET 2021</p> <p>Det vises til årsregnskap og årsberetning for regnskapsåret 2021 som ble publisert den 24. mars 2022 og som er tilgjengelig på www.komplettgroup.com. Styret har besluttet ikke å foreslå et aksjeutbytte for 2021, jf. børsmelding av 10. mai 2022.</p> <p>Styret foreslår at generalforsamlingen treffer følgende vedtak:</p> <p><i>«Årsregnskap og årsberetning for regnskapsåret 2021 godkjennes.»</i></p>	<p>4 APPROVAL OF ANNUAL ACCOUNTS AND THE ANNUAL REPORT FOR THE FINANCIAL YEAR 2021</p> <p>The board of directors' proposal for the annual accounts and directors' report for the financial year 2021, including the auditors' report, was published 24 March 2022, and the attachment may be found at www.komplettgroup.com. The board of directors has decided not to propose a dividend for 2021, cf. notice the stock exchange dated 10 May 2022.</p> <p>The board of directors proposes that the general meeting makes the following resolution:</p> <p><i>"The general meeting approves the annual accounts and the annual report for the financial year 2021."</i></p>
<p>5 RÅDGIVENDE AVSTEMNING OVER KOMPLETT'S LEDERLØNSRAPPORT FOR 2021</p> <p>Det vises til vedlegg på www.komplettgroup.com</p> <p>Styret foreslår at generalforsamlingen treffer følgende vedtak:</p> <p><i>«Generalforsamlingen slutter seg til lederlønsrapporten for 2021.»</i></p>	<p>5 ADVISORY VOTE ON KOMPLETT'S EXECUTIVE REMUNERATION REPORT FOR 2021</p> <p>Reference is made to attachment which may be found at www.komplettgroup.com</p> <p>The board of directors proposes that the general meeting makes the following resolution:</p> <p><i>"The general meeting endorses the executive remuneration report for 2021."</i></p>

<p>6 GODKJENNELSE AV REVIDERTE RETNINGSLINJER OM FASTSETTELSE AV LØNN OG ANNEN GODTGJØRLSE TIL LEDEDE ANSATTE</p> <p>Det vises til vedlegg på www.komplettgroup.com</p> <p>Styret foreslår at generalforsamlingen treffer følgende vedtak:</p> <p>«Retningslinjene om fastsettelse av lønn og annen godtgjørelse til ledende ansatte godkjennes.»</p>	<p>6 APPROVAL OF THE BOARD OF DIRECTORS' GUIDELINES ON DETERMINATION OF SALARY AND OTHER REMUNERATION TO LEADING PERSONNEL</p> <p>Reference is made to attachment which may be found at www.komplettgroup.com</p> <p>The board of directors proposes that the general meeting makes the following resolution:</p> <p><i>"The general meeting approves the guidelines on determination of salary and other remuneration to leading personnel."</i></p>
<p>7 REDEGJØRELSE FOR SELSKAPETS FORETAKSSTYRING</p> <p>Redegjørelsen inngår i årsrapporten som er tilgjengelig på www.komplettgroup.com.</p>	<p>7 REPORT ON THE COMPANY'S CORPORATE GOVERNANCE</p> <p>The report is included in the Annual report and may be found at www.komplettgroup.com</p>
<p>8 STYREFULLMAKT TIL ERVERV AV EGNE AKSJER</p> <p>Styret er av den oppfatning at styret burde gis fullmakt til å erverve egne aksjer. Fullmakten vil kunne brukes av styret til å optimalisere Selskapets kapitalstruktur. Videre vil fullmakten muliggjøre bruk av egne aksjer som oppgjør under Selskapets opsjonsprogram, for begge formål enten helt eller delvis. En styrefullmakt som foreslått er markedsmessig, og vanlig for selskaper notert på Oslo Børs. En fullmakt til å erverve egne aksjer ble gitt på ekstraordinær generalforsamling 28. mai 2021, og gjelder frem til ordinær generalforsamling 2022. Det er ikke ervervet aksjer under fullmakten gitt i 2021.</p> <p>Styret foreslår at fullmakten fornyes, og at det gis fullmakt til å erverve egne aksjer med en samlet pålydende verdi som tilsvarer inntil 10 % av Selskapet aksjekapital.</p>	<p>8 AUTHORISATION TO ACQUIRE THE COMPANY'S OWN SHARES</p> <p>The board of directors is of the opinion that they should be authorised to acquire treasury shares. Such authorisation may be used by the board of directors to optimise the Company's capital structure. Further, the authorisation may also facilitate the Company to make use of treasury shares as settlement in the Company's share option program, in both respects in whole or in parts. A board authorisation as proposed is deemed to be customary for companies listed on the Oslo Stock Exchange. Authorisation to acquire the Company's own shares was granted at the Extraordinary General Meeting 28 May 2021, and is granted until Annual General Meeting 2022. No shares have been acquired pursuant to the authorisation granted in 2021.</p> <p>The board of directors proposes that the authorisation be renewed, and that the board of directors is authorised to acquire own shares in the Company with a total nominal value equal to 10 % of the Company's share capital.</p>
<p>På bakgrunn av det ovenfor nevnte foreslår styret at generalforsamlingen treffer følgende vedtak:</p>	<p>On basis of the above mentioned, the board of directors proposes that the general meeting makes the following resolution:</p>

<p><i>"I henhold til allmennaksjeloven § 9-4 gis styret fullmakt til å, på vegne av Selskapet, i en eller flere omganger erverve egne aksjer med en samlet pålydende verdi på inntil NOK 4 300 000.</i></p> <p><i>Fullmakten kan benyttes til:</i></p> <p><i>(i) til å optimalisere Selskapets kapitalstruktur, eller</i></p> <p><i>(ii) til oppfyllelse av incentivprogram.</i></p> <p><i>Det høyeste beløpet som kan betales per aksje er NOK 100 og det laveste er NOK 1.</i></p> <p><i>Erverv og avhendelse av egne aksjer kan skje slik styret finner det hensiktsmessig, men likevel ikke ved tegning av egne aksjer.</i></p> <p><i>Fullmakten gjelder frem til Selskapets ordinære generalforsamling i 2023, men likevel ikke lengre enn til 30. juni 2023."</i></p>	<p><i>"In accordance with Section 9-4 of the Norwegian Public Limited Liability Companies Act, the board of directors is granted an authorisation to, on behalf of the Company, acquire own shares, in one or more rounds, with a total nominal value of NOK 4,300,000.</i></p> <p><i>The authorisation may be utilised to:</i></p> <p><i>(i) optimise the Company's capital structure, or</i></p> <p><i>(ii) as settlement in the Company's share option program</i></p> <p><i>The maximum amount which can be paid for each share is NOK 100 and the minimum is NOK 1.</i></p> <p><i>Acquisition and sale of own shares may take place in any way the board of directors finds appropriate, however, not by subscription of own shares.</i></p> <p><i>The authorisation is valid until the Company's annual general meeting in 2023, but no longer than 30 June 2023."</i></p>
<p>9 STYREFULLMAKT TIL Å FORHØYE AKSJEKAPITALEN I ENKELTE TILFELLER</p>	<p>9 AUTHORISATIONS TO INCREASE THE SHARE CAPITAL IN SPECIFIC SITUATIONS</p>
<p>For at Selskapet ved behov skal ha mulighet til å gjennomføre kapitalforhøyelser på en effektiv måte, foreslås det at styret gis fullmakt til å forhøye aksjekapitalen med inntil NOK 4 300 000, som utgjør omtrent 10 % av aksjekapitalen.</p>	<p>In order for the Company to be able to increase the share capital in an efficient manner, the board of directors proposes that the general meeting grants the board of directors an authorisation to increase the share capital with up to NOK 4,300,000, which represents approximately 10% of the share capital.</p>
<p>Fullmakten foreslås å kunne benyttes for å gjennomføre egenkapitaltransaksjoner for å styrke Selskapets finansielle stilling, herunder i forbindelse med oppkjøp av andre selskaper eller virksomheter. Det er styrets oppfatning at en slik fullmakt vil være i Selskapets og aksjeeiernes interesse, da det sikrer styret fleksibilitet dersom Selskapet er i en situasjon hvor kapitalinnhenting blir nødvendig eller ønskelig. En styrefullmakt som foreslått er markedsmessig, og vanlig for selskaper notert på Oslo Børs. En tilsvarende fullmakt ble gitt på ekstraordinær generalforsamling 28. mai 2021, og gjelder frem til ordinær generalforsamling 2022.</p>	<p>It is proposed that the authorisation may be used to facilitate equity capital transactions for the purpose of strengthening the Company's financial position, for example in connection with acquisitions of companies or businesses. It is the board of directors' opinion that such authorisation would be in the best interests of the Company and its shareholders, as it provides the board of directors with flexibility should the Company be in a situation where it is necessary or desirable to raise additional equity. A board authorisation as proposed is deemed to be customary for companies listed on the Oslo Stock Exchange. Authorisation to increase the share capital was granted at the extraordinary general meeting 28 May 2021, and is granted until the annual general meeting 2022.</p>
<p>For å kunne utnytte fullmakten på best mulig måte, for eksempel i forbindelse med rettede emisjoner, foreslås det også at styret gis fullmakt til å fravike aksjeeiernes fortrinnsrett til tegning og tildeling av de nye aksjene som</p>	<p>In order to utilise the authorisation in the best possible manner, e.g. in connection with private placements, it is proposed that the board of directors is authorised to deviate from the shareholders' preferential rights to subscribe for and be allotted the new shares issued</p>

<p>utstedes under fullmakten. Styret ønsker å presisere at den foreslåtte fullmakten ikke kan benyttes til å re-finansiere kontantvederlaget knyttet til ervervet av Net-on-Net AB.</p> <p>På bakgrunn av det ovenfor nevnte foreslår styret at generalforsamlingen treffer følgende vedtak:</p> <p><i>I henhold til allmennaksjeloven § 10-14 gis styret fullmakt til å forhøye Selskapets aksjekapital, i en eller flere omganger, med inntil NOK 4 300 000.</i></p> <p><i>Fullmakten kan benyttes til å utstede vederlagsaksjer for å gjennomføre egenkapitaltransaksjoner for å styrke Selskapets finansielle stilling, herunder i forbindelse med oppkjøp av andre selskaper eller virksomheter.</i></p> <p><i>Aksjonærenes fortrinnsrett til de nye aksjene kan fravikes, jf. allmennaksjeloven § 10-4, jf. § 10-5.</i></p> <p><i>Fullmakten omfatter kapitalforhøyelse mot innskudd i andre eiendeler enn penger mv., jf. allmennaksjeloven § 10-2.</i></p> <p><i>Fullmakten omfatter ikke kapitalforhøyelse ved fusjon etter aksjeloven § 13-5.</i></p> <p><i>Fullmakten gjelder fra tidspunktet for registrering av fullmakten i Foretaksregisteret og frem til ordinær generalforsamling i 2023, dog senest til 30. juni 2023.</i></p>	<p>pursuant to the authorisation. The authorisation may however not be utilised to re-finance the cash-element of the purchaser price paid when acquiring the shares of Net-on-Net AB.</p> <p>On basis of the above mentioned, the board of directors proposes that the general meeting makes the following resolution:</p> <p>"Pursuant to Section 10-14 of the Norwegian Public Limited Liability Companies Act, the board of directors is granted an authorisation to increase the Company's share capital by up to NOK 4,300,000, in one or more rounds.</p> <p><i>The authorisation may be utilised to issue consideration shares to strengthen the Company's capital structure for example in connection with acquisitions of other companies or businesses.</i></p> <p><i>The shareholders' preferential right to the new shares pursuant to Section 10-4 of the Norwegian Public Limited Liability Companies Act may be deviated from, cf. Section 10-5</i></p> <p><i>The authorisation comprises share capital increase against contribution in kind, cf. Section 10-2 of the Norwegian Public Limited Liability Companies Act.</i></p> <p><i>The authorisation does not comprise share capital increase in connection with mergers pursuant to Section 13-5 of the Norwegian Public Limited Liability Companies Act.</i></p> <p><i>The authorisation is valid until the Company's annual general meeting in 2023, but no longer than to 30 June 2023."</i></p>
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<p>10 VALG AV MEDLEM OG LEDER TIL STYRET</p> <p>Det vises til valgkomiteens innstilling tilgjengelig på www.komplettgroup.com.</p> <p>Styret foreslår at generalforsamlingen treffer følgende vedtak i tråd med valgkomiteens innstilling:</p> <p><i>«Generalforsamlingen velger Jo Olav Lunder som styremedlem og styreleder i Komplett ASA for en periode frem til ordinær generalforsamling i 2024.»</i></p>	<p>10 ELECTION OF A MEMBER TO THE BOARD OF DIRECTORS AND CHAIR</p> <p>Reference is made to the recommendation from the Nomination Committee which is available at www.komplettgroup.com.</p> <p>The board of directors proposes that the general meeting makes the following resolution in accordance with the recommendation of the nomination committee:</p> <p><i>"The general meeting elects Jo Olav Lunder as a board member for Komplett ASA and as the chair of the board for a period until the annual general meeting in 2024."</i></p>
<p>11 HONORAR TIL STYRETS MEDLEMMER OG OBSERVATØRER</p> <p>Det vises til valgkomiteens innstilling tilgjengelig på www.komplettgroup.com.</p> <p>Styret foreslår at generalforsamlingen treffer følgende vedtak:</p> <p><i>«Generalforsamlingen vedtar valgkomiteens forslag til honorarsatser for styremedlemmer og observatører for perioden frem til ordinær generalforsamling 2023.»</i></p>	<p>11 REMUNERATION FOR BOARD MEMBERS AND OBSERVERS</p> <p>Reference is made to the recommendation from the Nomination Committee which is available at www.komplettgroup.com.</p> <p>The board of directors proposes that the general meeting makes the following resolution:</p> <p><i>"The general meeting approves the fees for board members and observers as recommended by the nomination committee for the period until the annual general meeting 2023."</i></p>
<p>12 HONORAR TIL VALGKOMITEENS MEDLEMMER</p> <p>Det vises til valgkomiteens innstilling tilgjengelig på www.komplettgroup.com.</p> <p>Styret foreslår at generalforsamlingen treffer følgende vedtak:</p> <p><i>«Generalforsamlingen vedtar valgkomiteens forslag til honorarsatser for valgkomiteens medlemmer for perioden frem til ordinær generalforsamling 2023.»</i></p>	<p>12 REMUNERATION TO THE MEMBERS OF THE NOMINATION COMMITTEE</p> <p>Reference is made to the recommendation from the Nomination Committee which is available at www.komplettgroup.com.</p> <p>The board of directors proposes that the general meeting makes the following resolution:</p> <p><i>"The general meeting approves the fees for the members of the nomination committee as recommended the nomination committee for the period until the annual general meeting 2023."</i></p>

<p>13 GODKJENNELSE AV GODTGJØRELSE TIL SELSKAPETS REVISOR FOR REGNSKAPSÅRET 2021</p> <p>Det vises til årsrapport 2021 tilgjengelig på www.komplettgroup.com.</p> <p>Styret foreslår at generalforsamlingen treffer følgende vedtak:</p> <p>«Godtgjørelsen til revisor for 2021 godkjennes.»</p>	<p>13 APPROVAL OF THE AUDITOR'S FEE FOR THE FINANCIAL YEAR 2021</p> <p>Reference is made to the Annual report 2021, which is available at www.komplettgroup.com.</p> <p>The board of directors proposes that the general meeting makes the following resolution:</p> <p>"The general meeting approves the auditor's fee for 2021."</p>
<p>Møtet</p>	<p>The Meeting</p>
<p>Generalforsamlingen avholdes fysisk i Sandefjord kommune, med mulighet for aksjeeierne til å følge generalforsamlingen digitalt.</p> <p>Aksjeeiere som kun ønsker å følge møtet på Microsoft Teams kan kontakte selskapet på ir@komplett.com for å motta link til møtet.</p>	<p>The Annual General Meeting will be held will be held as a physical meeting in Sandefjord municipality.</p> <p>The shareholders will be given the opportunity to follow the meeting through Microsoft Teams. A shareholder that wishes to follow the meeting through Microsoft Teams may contact the Company at ir@komplett.com to receive a link to the meeting.</p>
<p>Registrering</p>	<p>Registration</p>
<p>Alle aksjeeiere som har til hensikt å delta fysisk på generalforsamlingen må registrere sin deltakelse innen 30. mai 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 denne innkalling i henhold til de instruksjer som følger av skjemaet.</p>	<p>All shareholders who intend to attend the general meeting in person must register their attendance no later than 30 May 2022 at 16:30 hours (CEST). 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 in accordance with the instructions set out therein.</p>
<p>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.</p>	<p>Persons with a respiratory infection or otherwise with a noticeable 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 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.</p>
<p>En aksjeeier har etter allmennaksjeloven § 5-8 rett til å delta på møtet elektronisk. Aksjeeiere som ønsker å utøve</p>	<p>A shareholder has the right attend the general meeting electronically, cf. Section 5-8 of the Norwegian Public Limited Liability Companies Act.</p>

denne retten må kontakte selskapet på ir@komplett.com for registrering og oversendelse av link.	Shareholder who wants to attend electronically must contact the Company at ir@komplett.com for registration and link.
Forhåndsstemme	Advance vote
Aksjeeiere kan og oppfordres til å 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. Frist for å avgi forhåndsstemmer er 30. mai 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.	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 hereto. The deadline for submitting early voting is 30 May 2022 at 16:30 (CEST) . 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.
Fullmakt	Proxy
Aksjeeiere kan gi fullmakt til styrets leder (eller den styret 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 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 30. mai 2022 kl. 16:30 .	Shareholders may authorise the chair of the board of directors (or whomever the Board of directors authorises) 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 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 30 May 2022 at 16:30 hours (CEST) .
Forvalterregistrerte aksjer	Nominee registered shares
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.	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.
Annen informasjon	Other information
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 for regnskapsåret 2021 er tilgjengelig på Selskapets hjemmeside.	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 the financial year 2021 are available on the Company's website.
Det er 107 497 579 aksjer i Selskapet, og hver aksje representerer én stemme. Selskapet eier per datoen for denne innkallingen ingen egne aksjer.	There are 107,497,579 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.

<p>Beslutninger om stemmerett for aksjeeiere og fullmektiger treffes av møteåpner. Beslutning kan omgjøres av generalforsamlingen med alminnelig flertall.</p>	<p>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.</p>
<p>Aksjeeiere kan ikke kreve at nye saker settes på dagsordenen nå, da fristen for dette er utløpt, jf allmennaksjeloven § 5-11. 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.</p>	<p>Shareholders may not require that new items of business be placed on the agenda at this time, as the deadline for such requests has expired, cf. Section 5-11 of the Norwegian Public Limited Liability Companies Act. 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 an advisor and give one advisor the right to speak.</p>
<p>Styret har i tråd med vedtektene § 8 besluttet at informasjon om generalforsamlingen og dokumenter som skal behandles av generalforsamlingen eller inntas i innkallingen, herunder vedlegg til innkallingen, skal gjøres tilgjengelig på Selskapets nettside. Dette gjelder også dokumenter som etter lov skal ligge ved innkallingen til generalforsamlingen. Dokumenter som gjelder saker som skal behandles av generalforsamlingen sendes vederlagsfritt til aksjeeierne ved forespørsel til Selskapet på ir@komplett.com.</p>	<p>In accordance with Article 8 of the Articles of Association, the Board of Directors has decided that documents to be considered at the Annual General Meeting shall be made available on the company's website instead of being sent out with the notice of meeting. This also applies to documents which by law shall be enclosed with or attached to the notice of meeting. A shareholder is nonetheless entitled to be sent the documents free of charge, upon request to the company. Documents may be ordered by contacting ir@komplett.com.</p>
<p>Adresse til Selskapets hjemmeside er: https://www.komplettgroup.com/.</p>	<p>The address to the Company's website is: https://www.komplettgroup.com/.</p>

Oslo, 12. mai/May 2022

Nils K. Selte
(Styreleder / Chair of the board of directors)

Vedlegg:

1. Påmeldings- og fullmaktsskjema
2. Årsberetning og årsregnskap 2021
3. Lederlønsrapport 2021
4. Retningslinjer om fastsettelse av lønn og annen godtgjørelse
5. Valgkomiteens innstilling

Appendices:

1. Registration form and proxy form
2. Annual accounts and the annual report for the financial year 2021
3. Executive remuneration report for 2021
4. Guidelines on determination of salary and other remuneration to leading personnel
5. Recommendation from the Nomination Committee



Remuneration Report **2021**

Remuneration Report

This Remuneration Report to senior executives and board members in Komplett Group for 2021 is prepared in accordance with section 6-16b of the Norwegian Public Limited Liability Companies Act.

Introduction

2021 was an eventful year. Komplett was reintroduced on the stock exchange, celebrated the 25th anniversary as an online retailer and, most importantly, continued to strengthen the position as a leading e-commerce player in the Nordics.

In 2021, the Group increased revenues to NOK 11 billion, corresponding to a 12 per cent growth from the year before and continued to strengthen its cost leadership position. This translated into a 41 per cent adjusted EBIT growth for 2021, corresponding to an adjusted EBIT margin increase of 0.7 percentage points. Profit before tax came to NOK 347 million, up 37 per cent from 2020.

Remuneration to senior executives

The Remuneration Report follows the remuneration guidelines and policy adopted by the Annual General Meeting in May 2021, and all remuneration paid to senior executives and board members reported are in accordance with these guidelines. For 2021, there are no deviations from the guidelines.

In accordance with the above-mentioned guidelines for remuneration to senior executives, the group shall seek to offer a remuneration level that is competitive and on market terms, compared to the level offered by its peers, and which seeks to satisfy the group's need to recruit and retain highly qualified executive talent.

To ensure that decisions are objective, an external, independent advisory firm has been engaged. A global job evaluation methodology is being used to ensure that decisions are based upon a data-driven understanding of the competitiveness for each executive role.

Senior executives in Komplett Group consist of the Chief Executive Officer and his executive management team. The executive management team have gone through changes in 2021, which will, impact year on year remuneration comparisons. The changes are described in footnotes in the tables below.

Salaries to the executive management team is typically revised on an annual basis. The average base salary increases for the executive management team in 2021 was 1,4 per cent. Variable



remuneration relative to the fixed remuneration for 2021 was 42.9 per cent compare to 40.5 per cent for 2020.

The total value of remuneration to senior executives was NOK 41,56 million in 2021, a 32.8 per cent increase from the previous year. It is the board's assessment that remuneration to senior executives for 2021 reflects the very strong business results as well as solid individual performances by the executives.

Senior executives in the group participates in two variable pay programs; an annual performance bonus program ("a short-term incentive program") and a long-term incentive program (a share option program).

To ensure a competitive total remuneration package, the variable pay programs may be above median market practice.

Remuneration of the Board of Directors

Each member of the Board receives a fixed fee determined by the General Meeting on an annual basis.

Members of the Board's committees (Remuneration Committee and Audit Committee) receives an additional fixed fee. The General Meeting determines, on an annual basis, the committee member fees.

Remuneration to the board of directors in 2021 NOK 1,73 million.

Remuneration to senior executives in 2021

The remuneration paid to senior executives in 2021 was as follows.

	Paid out remuneration 2021				Total Remuneration
	Salary	Paid out bonus 1)	Pension contribution	Benefits	
<i>Amounts in NOK million</i>					
Lars Olav Olaussen, CEO	3,85	3,61	0,02	0,26	7,74
Krister Pedersen, CFO	2,24	2,25	0,02	0,01	4,52
Trine L. Jensen, Chief Information Officer and Chief Operating Officer	2,17	2,00	0,02	0,22	4,41
Kristin H Torgersen, HR Director (interim) (May-Dec)	1,09	-	0,02	0,20	1,30
Kjetil Wisløff, Category and Buying Director (Mar-Dec)	1,96	-	0,02	0,11	2,08
Henri Blomqvist, Managing Director Webhallen	2,52	0,11	0,73	0,30	3,67
Kristin Hovland, Head of Communication and Advisor to CEO	0,71	-	0,01	0,01	0,73
Hanne Elisabeth Hagen, HR Director	1,50	1,34	0,02	0,13	3,00
Per Skjøien, Head of Category and Procurement	1,52	1,05	0,02	0,21	2,80
Stian Gabrielsen, Director B2B & Itegra (Jan-Aug)	2,08	1,96	0,02	0,01	4,07
Kristoffer G. Langballe (Jan-Apr)	0,73	1,38	0,01	0,05	2,16
Mats Hansen, Category and Buying Director (Jan-Apr)	0,52	1,22	0,01	0,00	1,75
Jan Erik Svendsen, Director B2B & Itegra (interim) (Sep-Dec)	0,38	-	0,01	0,01	0,40

1) Earned bonus for 2020 paid out in 2021

Earned remuneration in 2021

The table below show the earned, but not paid remuneration to the senior executives for 2021.

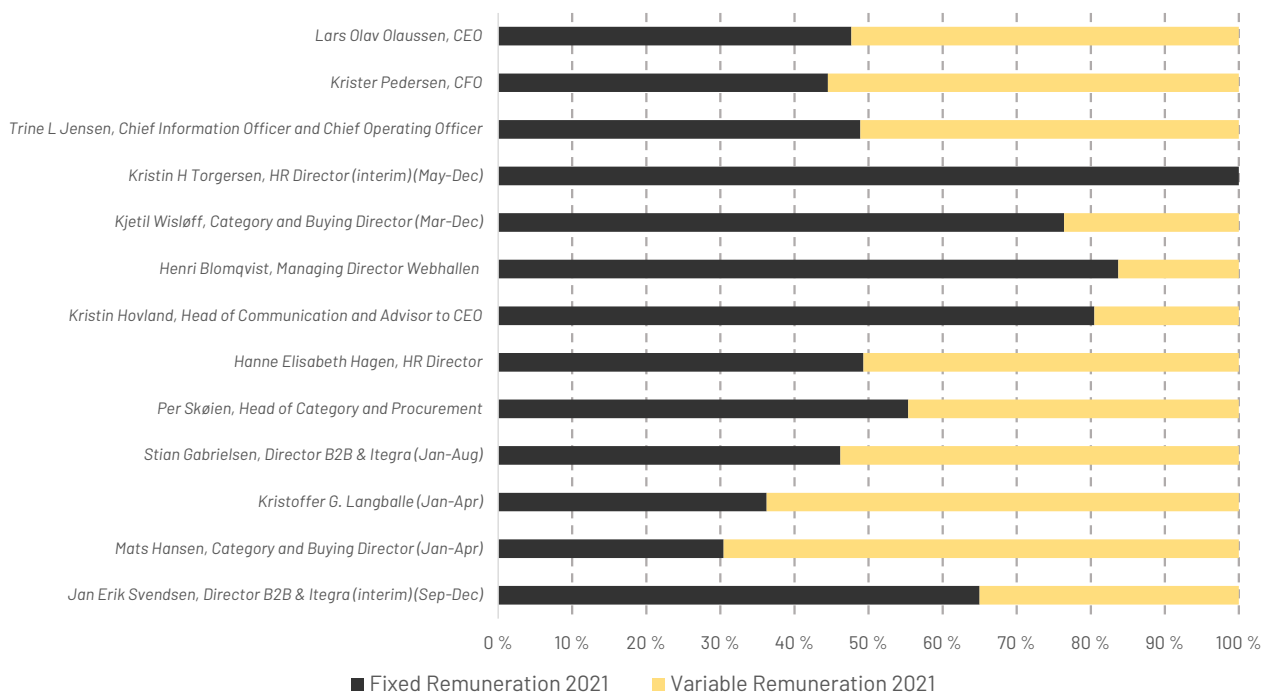
	Earned, but not paid remuneration 2021		Total Earned Remuneration
	Earned annual bonus 1)	Long-term incentive grant 2)	
<i>Amounts in NOK million</i>			
Lars Olav Olaussen, CEO	2,81	0,92	3,73
Krister Pedersen, CFO	1,78	0,58	2,36
Trine L. Jensen, Chief Information Officer and Chief Operating Officer	1,58	0,52	2,10
Kristin H Torgersen, HR Director (interim) (May-Dec)	0,99	-	0,99
Kjetil Wisløff, Category and Buying Director (Mar-Dec)	1,62	0,64	2,26
Henri Blomqvist, Managing Director Webhallen	1,47	0,58	2,05
Kristin Hovland, Head of Communication and Advisor to CEO	0,55	0,18	0,73
Hanne Elisabeth Hagen, HR Director	-	0,36	0,36
Per Skjøien, Head of Category and Procurement	0,99	0,36	1,35
Stian Gabrielsen, Director B2B & Itegra (Jan-Aug)	-	0,50	0,50
Kristoffer G. Langballe (Jan-Apr)	0,40	-	0,40
Mats Hansen, Category and Buying Director (Jan-Apr)	0,38	-	0,38
Jan Erik Svendsen, Director B2B & Itegra (interim) (Sep-Dec)	0,40	0,22	0,61

1) Earned bonus for 2021 to be paid out in 2022

2) Share Option grant. Fair value at grant calculated with Black-Scholes

Fixed versus variable remuneration in 2021

When we add all fixed remuneration elements (base salary, pension contribution and other benefits) and compare that with the variable remuneration (paid out bonus and granted share options), we get a thorough understanding on the relationship between fixed and variable remuneration for the senior executives. The chart below shows the relationship between fixed and variable remuneration for the senior executives in 2021.

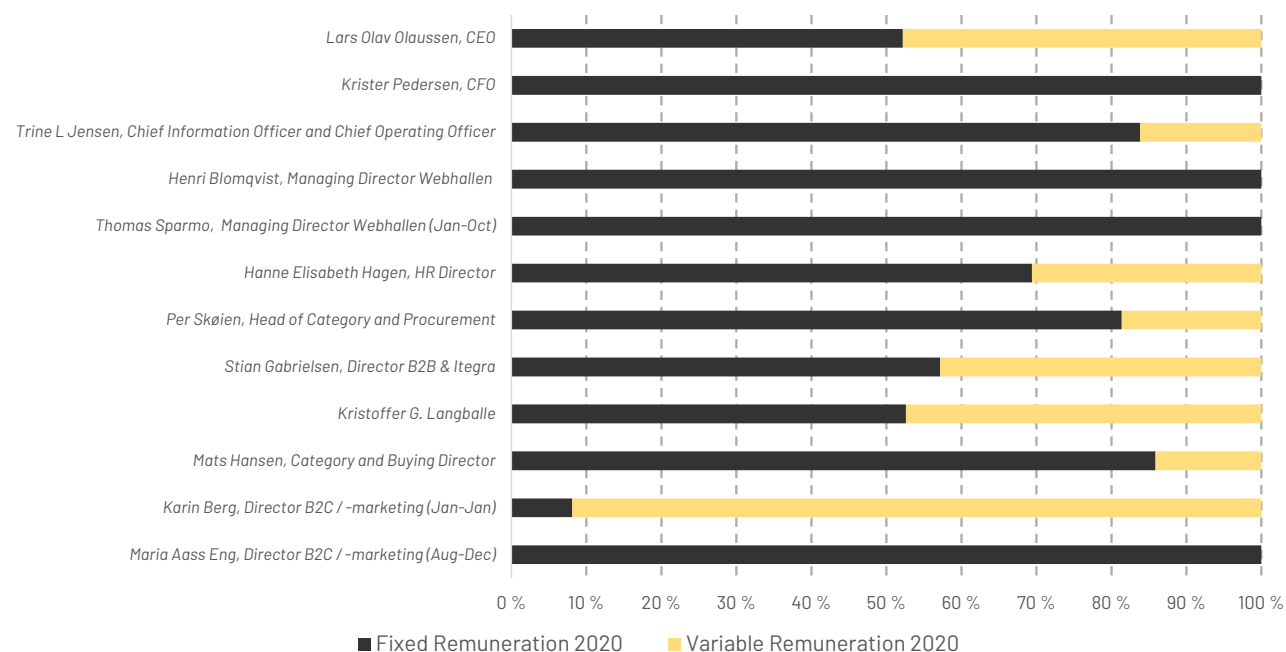


Further, the table below details each element between fixed and variable remuneration for the senior executives in 2021.

	Fixed Remuneration			Variable Remuneration			
	Salary	Pension contribution	Benefits	Total Fixed Remuneration	Share Options granted	Paid out bonus	Total Variable Remuneration
<i>Amounts in NOK million</i>							
Lars Olav Olaussen, CEO	3,85	0,02	0,26	4,13	0,92	3,61	4,53
Krister Pedersen, CFO	2,24	0,02	0,01	2,27	0,58	2,25	2,83
Trine L Jensen, Chief Information Officer and Chief Operating Officer	2,17	0,02	0,22	2,41	0,52	2,00	2,52
Kristin H Torgersen, HR Director (interim)(May-Dec)	1,09	0,02	0,20	1,30	-	-	-
Kjetil Wisløff, Category and Buying Director (Mar-Dec)	1,96	0,02	0,11	2,08	0,64	-	0,64
Henri Blomqvist, Managing Director Webhallen	2,52	0,73	0,30	3,56	0,58	0,11	0,69
Kristin Hovland, Head of Communication and Advisor to CEO	0,71	0,01	0,01	0,73	0,18	-	0,18
Hanne Elisabeth Hagen, HR Director	1,50	0,02	0,13	1,66	0,36	1,34	1,70
Per Skøien, Head of Category and Procurement	1,52	0,02	0,21	1,75	0,36	1,05	1,41
Stian Gabrielsen, Director B2B & Integra (Jan-Aug)	2,08	0,02	0,01	2,11	0,50	1,96	2,46
Kristoffer G. Langballe (Jan-Apr)	0,73	0,01	0,05	0,78	-	1,38	1,38
Mats Hansen, Category and Buying Director (Jan-Apr)	0,52	0,01	0,00	0,53	-	1,22	1,22
Jan Erik Svendsen, Director B2B & Integra (interim)(Sep-Dec)	0,38	0,01	0,01	0,40	0,22	-	0,22

Fixed versus variable remuneration in 2020

The chart below shows the relationship between fixed and variable remuneration for the senior executives in 2020.



Further, the table below details each element between fixed and variable remuneration for the senior executives in 2020.

	Fixed Remuneration			Variable Remuneration			
	Salary	Pension contribution	Benefits	Total Fixed Remuneration	Share Options granted	Paid out bonus	Total Variable Remuneration
<i>Amounts in NOK million</i>							
Lars Olav Olaussen, CEO	3,87	0,03	0,25	4,15	-	3,80	3,80
Krister Pedersen, CFO	0,20	0,00	0,01	0,21	-	-	-
Trine L. Jensen, Chief Information Officer and Chief Operating Officer	2,10	0,03	0,20	2,33	-	0,45	0,45
Henri Blomqvist, Managing Director Webhallen	0,53	0,10	-	0,63	-	-	-
Thomas Sparmo, Managing Director Webhallen (Jan-Oct)	1,61	0,48	-	2,09	-	-	-
Hanne Elisabeth Hagen, HR Director	1,34	0,03	0,13	1,50	-	0,66	0,66
Per Skøien, Head of Category and Procurement	1,40	0,03	0,20	1,63	-	0,37	0,37
Stian Gabrielsen, Director B2B & Integra	1,96	0,04	0,00	2,00	-	1,50	1,50
Kristoffer G. Langballe	1,50	0,03	0,13	1,66	-	1,50	1,50
Mats Hansen, Category and Buying Director	1,28	0,03	0,00	1,32	-	0,22	0,22
Karin Berg, Director B2C / -marketing (Jan-Jan)	0,18	-	0,01	0,19	-	2,10	2,10
Maria Aass Eng, Director B2C / -marketing (Aug-Dec)	0,83	0,03	0,04	0,91	-	-	-

Growth in total remuneration for senior executives

Senior executives in Komplet Group consist of the chief executive officer and his executive management team.

The current chief executive officer, Lars Olav Olaussen, started in the position in 2018. Other executive management team members started in 2019, 2020 and 2021, and hence, year on year comparisons' can only be shown for the past three years.

The growth in total remuneration for each senior executive during the last three years is stated below.

Name and position	Period	2021		2020		2019		2018		2017						
		Total Remuneration	% change from previous year	% Variable Remuneration	Total Remuneration	% change from previous year	% Variable Remuneration	Total Remuneration	% change from previous year	% Variable Remuneration	Total Remuneration	% change from previous year	% Variable Remuneration			
<i>Amounts in NOK million</i>																
Lars Olav Olaussen, CEO	Sep 18-Dec 21	7,87	1,4 %	47,5 %	7,76	70,8 %	46,5 %	4,54	5,3 %	83,6 %	4,31	N/A	67,2 %			
Krister Pedersen, CFO	Dec 20-Dec 21	4,63	N/A	50,9 %	0,21	N/A										
Trine L. Jensen, CIO and COO	Oct 19-Dec 21	4,51	4,0 %	46,6 %	4,33	214,9 %	46,2 %	1,38	N/A	32,7 %						
Kristin H. Torgersen, HR Director (interim)	May 21-Dec 21	2,29	N/A	43,2 %												
Kjetil Wisløff, Category and Buying Director	Mar 21-Dec 21	4,34	N/A	52,0 %												
Henri Blomqvist, Managing Director Webhallen	Oct 20-Dec 21	5,61	N/A	36,6 %	0,73	N/A	14,3 %									
Kristin Hovland, Head of Communication and Advisor to CEO	Jan 21-Dec 21	1,46	N/A	50,1 %												
Hanne Elisabeth Hagen, HR Director	Apr 19-Dec 21	2,02	-28,7 %	18,0 %	2,84	N/A	47,3 %	0,99	N/A	66,6 %						
Per Skjøien, Head of Category and Procurement	Sep 19-Dec 21	3,11	15,8 %	43,6 %	2,68	N/A	39,1 %	0,71	N/A	52,4 %						
Jan Erik Svendsen, Director B2B & Itegra (interim)	Sep 21- Dec 21	1,01	N/A	60,5 %												
<i>Former members:</i>																
Stian Gabrielsen, Director B2B & Itegra	Jan 19-Aug 21	2,62	-34,0 %	19,2 %	3,96	29,9 %	49,5 %	3,05	98,0 %	49,2 %	1,54	12,9 %	7,8 %	1,36	N/A	9,9 %
Kristoffer G. Langballe	Mar 19-Apr 21	1,18	-61,1 %	33,8 %	3,04	-1,7 %	45,3 %	3,10	N/A	48,4 %						
Mats Hansen, Category and Buying Director	Sep 19-Apr 21	0,91	-64,0 %	41,6 %	2,54	83,1 %	48,1 %	1,39	N/A	15,6 %						
Maria Aass Eng, Director B2C / -marketing	Aug 20-Dec 20				0,91	N/A	0,0 %									
Thomas Sparrmo Webhallen	Aug 19-Oct 20				2,09	N/A	0,0 %	0,85	N/A	0,0 %						
Karin Berg, Director B2C and marketing	Jan 19-Jan 20				0,19	N/A	0,0 %	4,22	N/A	49,8 %						
Ingebjørg Tollnes, Head of Communication	Jan 09 -Feb 19										1,12	1,5 %	0,0 %	1,10	N/A	0,0 %
Live Haukvik, CFO and Director B2C	Jan 14-Dec 19							2,28	-0,8 %	0,0 %	2,29	0,6 %	0,0 %	2,28	N/A	5,0 %
Jostein Tuhus Sørli, Development director	Feb 13- Mar 19							0,96	-33,9 %	0,0 %	1,46	-2,8 %	0,0 %	1,50	N/A	0,0 %
Pål Asbjørn Vindegg, Development director and COO	Jan 14-Nov 18										1,17	-18,2 %	0,0 %	1,44	N/A	0,0 %
Geir Olav Ryntveit, CFO	May 17-Oct 18										2,66	450,4 %	22,6 %	0,48	N/A	0,0 %
Frode Hammer, Director new units	Sep 15-Aug 18										1,05	-33,0 %	0,0 %	1,56	N/A	0,0 %
Ole Vinje, CEO	Nov 07-Aug 18										2,21	-33,9 %	0,0 %	3,34	N/A	0,0 %
Anton Hagberg, Director Marketplace	Jan 13-Mar 17													1,88	N/A	0,0 %
Company performance																
Operating revenue		11 043			9 866			7 543			7 117			8 484		
Growth (%)		11,9 %			30,8 %			6,0 %			-16,1 %			N/A		
EBIT (adj.)		388			276			48			-71			-11		
EBIT margin (adj.) (%)		3,5 %			2,8 %			0,6 %			-1,0 %			-0,1 %		
Average full -time employees during the financial year:																
Average full -time employees during the financial year		565			550			532			738			747		
Average personnel cost		0,90			0,84			0,79			0,71			0,68		
Annual change in average remuneration		7,0 %			6,4 %			11,3 %			5,1 %			N/A		

Annual performance bonus (Short-term incentive plan)

Senior executives may be offered a performance-based bonus in addition to fixed remuneration. Performance based bonus shall be agreed upon on an individual bases, if applicable.

For senior executives receiving bonus, such is, as at the date of these guidelines, measured based on the following pre-determined performance measures:

- Budgeted EBIT and
- Budgeted sale

In addition to the above, financial qualitative measures, a discretionary evaluation of each executive's individual performance will form the basis for the annual performance bonus. Targets for each executive's business area, as well as the executive's own development, will be considered.

For 2021, the following weighting have been used:

KPI	Weight
Budgeted EBIT	50%
Budgeted sale	30%
Discretion	20%

Annual performance bonus achievement for 2021

The table below show each senior executive's achievement against the financial, qualitative measures for 2020 and the total performance assessment, which forms the basis for the earned bonus in 2021, which will, paid out in 2022.

Name	Annual performance bonus (short-term incentives) 2021					Salary 2021
	KPI	Weight	Achievement	Total achievement incl. discretionary evaluation of executive's performance	Bonus earned 2021 (paid out in 2022)	
<i>Amounts in NOK million</i>						
Lars Olav Olaussen, CEO	Budgeted EBIT	50 %	35 %	74 %	2,81	3,85
	Budgeted sale	30 %	21 %			
Krister Pedersen, CFO	Budgeted EBIT	50 %	35 %	74 %	1,78	2,24
	Budgeted sale	30 %	21 %			
Trine L Jensen, Chief Information Officer and Chief Operating Officer	Budgeted EBIT	50 %	35 %	74 %	1,58	2,17
	Budgeted sale	30 %	21 %			
Kristin H Torgersen, HR Director (interim)(May-Dec)	Budgeted EBIT	50 %	35 %	74 %	0,99	1,09
	Budgeted sale	30 %	21 %			
Kjetil Wisløff, Category and Buying Director (Mar-Dec)	Budgeted EBIT	50 %	35 %	61 %	1,62	1,96
	Budgeted sale	30 %	21 %			
Henri Blomqvist, Managing Director Webhallen	Budgeted EBIT	50 %	35 %	61 %	1,47	2,52
	Budgeted sale	30 %	21 %			
Kristin Hovland, Head of Communication and Advisor to CEO	Budgeted EBIT	50 %	35 %	76 %	0,55	0,71
	Budgeted sale	30 %	21 %			
Hanne Elisabeth Hagen, HR Director	Budgeted EBIT	50 %	0 %	0 %	-	1,50
	Budgeted sale	30 %	0 %			
Per Skøien, Head of Category and Procurement	Budgeted EBIT	50 %	35 %	66 %	0,99	1,52
	Budgeted sale	30 %	21 %			
Stian Gabrielsen, Director B2B & Itegra (Jan-Aug)	Budgeted EBIT	50 %	0 %	0 %	-	2,08
	Budgeted sale	30 %	0 %			
Kristoffer G. Langballe (Jan-Apr)	Budgeted EBIT	50 %	35 %	76 %	0,40	0,73
	Budgeted sale	30 %	21 %			
Mats Hansen, Category and Buying Director (Jan-Apr)	Budgeted EBIT	50 %	35 %	71 %	0,38	0,52
	Budgeted sale	30 %	21 %			
Jan Erik Svendsen, Director B2B & Itegra (interim)(Sep-Dec)	Budgeted EBIT	50 %	35 %	71 %	0,40	0,38
	Budgeted sale	30 %	21 %			

Annual performance bonus achievement for 2020

The table below show each senior executive's achievement against the financial, qualitative measures for 2020 and the total performance assessment (including the discretionary evaluation of each senior executive), which forms the basis for the earned bonus in 2020 which was paid out in 2021.

Annual performance bonus (short-term incentives) 2020						
Name	KPI	Weight	Achievement	Total achievement incl. discretionary evaluation of executive's performance	Bonus earned 2020 (paid out in 2021)	Salary 2020
<i>Amounts in NOK million</i>						
Lars Olav Olaussen, CEO	Budgeted EBIT	60 %	60 %	95 %	3,61	3,87
	Budgeted sale	20 %	20 %			
Krister Pedersen, CFO (Dec-Dec)	Budgeted EBIT	60 %	60 %		-	0,20
	Budgeted sale	20 %	20 %			
Trine L Jensen, Chief Information Officer and Chief Operating Officer	Budgeted EBIT	60 %	60 %	95 %	2,00	2,10
	Budgeted sale	20 %	20 %			
Kristin H Torgersen, HR Director (interim)(May-Dec)	Budgeted EBIT	60 %	60 %		-	-
	Budgeted sale	20 %	20 %			
Kjetil Wisløff, Category and Buying Director (Mar-Dec)	Budgeted EBIT	60 %	60 %		-	-
	Budgeted sale	20 %	20 %			
Henri Blomqvist, Managing Director Webhallen	Budgeted EBIT	60 %	0 %	20 %	0,11	0,53
	Budgeted sale	20 %	0 %			
Kristin Hovland, Head of Communication and Advisor to CEO	Budgeted EBIT	60 %	60 %		-	-
	Budgeted sale	20 %	20 %			
Hanne Elisabeth Hagen, HR Director	Budgeted EBIT	60 %	60 %	100 %	1,34	1,34
	Budgeted sale	20 %	20 %			
Per Skøien, Head of Category and Procurement	Budgeted EBIT	60 %	60 %	100 %	1,05	1,40
	Budgeted sale	20 %	20 %			
Stian Gabrielsen, Director B2B & Itegra (Jan-Aug)	Budgeted EBIT	60 %	60 %	100 %	1,96	1,96
	Budgeted sale	20 %	20 %			
Kristoffer G. Langballe (Jan-Apr)	Budgeted EBIT	60 %	60 %	92 %	1,38	1,50
	Budgeted sale	20 %	20 %			
Mats Hansen, Category and Buying Director (Jan-Apr)	Budgeted EBIT	60 %	60 %	95 %	1,22	1,28
	Budgeted sale	20 %	20 %			
Jan Erik Svendsen, Director B2B & Itegra (interim)(Sep-Dec)	Budgeted EBIT	60 %	60 %			-
	Budgeted sale	20 %	20 %			

Long-term incentive plan

Effective June 2021, a long-term incentive program (the "LTI Program") has been established for senior executives.

Under the program, share options are granted annually. Senior executives will receive options valued as a percentage of their respective base salary. Participation and grant are based upon the discretion of the board. The Black-Scholes model is used to calculate the value of the grant. For 2021, the grant was set at 30% of base salary.

The options will vest gradually over three years after grant, whereas 20% of the options will vests after one year, 20% will vests after two years, and the remaining 60% will vests after three years. All options will expire five years after the date of grant. Gains from the option program will be capped at maximum three times the participants' respective base salary, based on base salary in the year of grant.

2021 was the first year of the long-term incentive program and the first year options were granted to senior executives.

Share options granted in 2021

Under the new, long-term incentive plan established in 2021, senior executives in the group received the following share option grants.

	Share options granted in 2021	Exercised in 2021	Average exercise price 1)	Average exercise price 2)	Holding at 31.12.2021	Final maturity date for options
Lars Olav Olaussen, CEO	58 127	-	-	64,43	58 127	2024
Krister Pedersen, CFO	36 711	-	-	64,43	36 711	2024
Trine L Jensen, Chief Information Officer and Chief Operating Officer	32 668	-	-	64,43	32 668	2024
Kjetil Wisløff, Category and Buying Director (Mar-Dec)	40 566	-	-	64,43	40 566	2024
Henri Blomqvist, Managing Director Webhallen	36 714	-	-	64,43	36 714	2024
Kristin Hovland, Head of Communication and Advisor to CEO	11 166	-	-	64,43	11 166	2024
Hanne Elisabeth Hagen, HR Director	22 944	-	-	64,43	22 944	2024
Per Skøien, Head of Category and Procurement	22 944	-	-	64,43	22 944	2024
Jan Erik Svendsen, Director B2B & Integra (interim)(Sep-Dec)	13 575	-	-	64,43	13 575	2024

Remuneration to the Board of Directors

The table below shows remuneration to the board of directors for 2020 and 2021. Figures include payment for committee work.

Name	Role	Committee	Remuneration paid in 2021	Remuneration paid in 2020
<i>Amounts in NOK million</i>				
Nils Kloumann Selte	Chair	Compensation Committee	0,37	-
Jennifer Geun Koss	Board Member	Audit Committee	0,38	-
Lars Bjørn Thoresen	Board Member	Audit Committee	0,27	0,23
Jo Olav Lunder	Board Member	Compensation Committee	0,25	-
Sarah Willand	Board Member	Compensation Committee	0,22	-
Nora Elin Eldås (April to December)	Employee Representative		0,10	-
Anders Odden	Employee Representative		0,14	0,11

Shares controlled by senior executives and board members

The table below shows the number of shares controlled by senior executives and board members.

Name	Number of shares per 31.12.2021
<i>Amounts in NOK million</i>	
Lars Olav Olaussen, CEO	499 215
Krister Pedersen, CFO	106 887
Trine L Jensen, Chief Information Officer and Chief Operating Officer	89 031
Kristin H Torgersen, HR Director (interim)(May-Dec)	1 666
Kjetil Wisløff, Category and Buying Director (Mar-Dec)	185 167
Kristin Hovland, Head of Communication and Advisor to CEO	77 517
Per Skøien, Head of Category and Procurement	62 791
Jan Erik Svendsen, Director B2B & Integra (interim)(Sep-Dec)	47 192
Nils Selte, Chair	420 473
Jo Lunder, Director	245 332
Lars B Thoresen, Director	232 201
Jennifer Geun Koss, Director	4 166
Anders Odden, Worker director	8 333

To the General Meeting of Komplet ASA

Independent auditor's assurance report on report on salary and other remuneration to directors

Opinion

We have performed an assurance engagement to obtain reasonable assurance that Komplet ASA's report on salary and other remuneration to directors (the remuneration report) for the financial year ended 31. December 2021 has been prepared in accordance with section 6-16 b of the Norwegian Public Limited Liability Companies Act and the accompanying regulation.

In our opinion, the remuneration report has been prepared, in all material respects, in accordance with section 6-16 b of the Norwegian Public Limited Liability Companies Act and the accompanying regulation.

Board of directors' responsibilities

The board of directors is responsible for the preparation of the remuneration report and that it contains the information required in section 6-16 b of the Norwegian Public Limited Liability Companies Act and the accompanying regulation and for such internal control as the board of directors determines is necessary for the preparation of a remuneration report that is free from material misstatements, whether due to fraud or error.

Our independence and quality control

We are independent of the company as required by laws and regulations and the International Ethics Standards Board for Accountants' Code of International Ethics for Professional Accountants (including International Independence Standards) (IESBA Code), and we have fulfilled our other ethical responsibilities in accordance with these requirements. Our firm applies International Standard on Quality Control 1 (ISQC 1) and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Auditor's responsibilities

Our responsibility is to express an opinion on whether the remuneration report contains the information required in section 6-16 b of the Norwegian Public Limited Liability Companies Act and the accompanying regulation and that the information in the remuneration report is free from material misstatements. We conducted our work in accordance with the International Standard for Assurance Engagements (ISAE) 3000 - "Assurance engagements other than audits or reviews of historical financial information".



We obtained an understanding of the remuneration policy approved by the general meeting. Our procedures included obtaining an understanding of the internal control relevant to the preparation of the remuneration report in order to design procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. Further we performed procedures to ensure completeness and accuracy of the information provided in the remuneration report, including whether it contains the information required by the law and accompanying regulation. We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

BDO AS

Trond Vidar Vettestad
State Authorised Public Accountant
(This document is signed electronically)

Penneo Dokumentnøkkel: A20N3-02GJC-EEIJK-BGN30-E082E-7FYQ7

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Guidelines for remuneration of senior executives

Remuneration guidelines

The Board of Directors (the "Board") proposes the following guidelines for remuneration of Komplett Group's (the "Group" or the "Company") Senior Executives (the "Senior Executives") to be approved by the 2022 Annual General Meeting, pursuant to the Norwegian Public Limited Liability Companies Act, section 6-16 a and supplementing regulations.

This document (the "Policy") describes the remuneration principles for Senior Executives in the Group, which include:

- The Chief Executive Officer (CEO) and the Executive Management team
- Members of the Group's Board, both shareholder elected and employee elected

This guidelines is subject to approval by the annual general meeting at every material change and, in any case, at least every fourth year.

The proposed Guidelines replaces the guidelines approved by the General Meeting in May 2021. They were resolved by the Board of Directors on 23 March 2022, and subsequently submitted for final approval by the Company's shareholders on 2 June 2022.

The decision-making process

The Board of Directors has appointed a designated Remuneration Committee (the "Committee") consisting of three of the Board's members, which main objective is to assist the Board in its work relating to the terms of employment for Komplett Group's Chief Executive Officer (CEO).

Key responsibilities are:

- Give recommendations to the Board in all matters relating to principles and the framework for executive rewards, remuneration strategies and concepts, hereunder the CEO's contract and terms of employment
- In addition the Remuneration Committee will also be involved in drawing up appropriate remuneration policies for Senior Executives

The Board makes all decisions related to the CEO's remuneration. The decisions are based upon material and advice prepared by the remuneration committee.

This guidelines for remuneration to the Senior Executives is reviewed annually by the committee, and the committee prepares and recommends any changes to the Board for approval.

Remuneration principles and purpose

The main principle for the Group's remuneration guidelines is to offer Senior Executives in the Group competitive terms when considering the totality of the remuneration package. The total remuneration package comprises fixed elements such as base salary, pension arrangements and benefits in kind and may also comprise variable elements such as annual bonus payment(s), share and option scheme(s).

The Group shall seek to offer a remuneration level that is considered to be competitive and on market terms, compared to the level offered by its peers (companies of similar complexity and industry), and which seeks to satisfy the Group's need to recruit and retain highly qualified personnel.

The remuneration payable to the Senior Executives is important in order for the Group to retain and attract qualified, competent and talented Senior Executives. An important purpose of these Guidelines, is therefore to allow shareholders to influence the principles for determination of salary and other remuneration to Senior Executives, in such manner that it creates a remuneration culture that promotes the Company's long-term interests, business strategy and financial sustainability, and that this is aligned with the shareholders' interests.

Board of Directors

Each member of the Board receives a fixed fee determined by the Corporate Assembly on an annual basis.

Members of the Board's committees (Remuneration Committee and Audit Committee) receives an additional fixed fee. The Corporate Assembly determines, on an annual basis, the committee member fees.

Travel expenses are reimbursed on account.

The members of the Board does not receive variable remuneration from the Company. Board members elected from among the employees may participate in the Group's variable incentive schemes. Neither pension contributions nor vacation pay are not paid on the fees of the Board members.

Executive Management team

The remuneration of the executive management team shall reflect the responsibility of each role, taking into account the complexity and breadth of the Group.

The remuneration for the executive management team consists of the following core elements

- Fixed remuneration: base salary, pension and benefits-in-kind
- Variable remuneration: a short-term (annual, performance bonus) incentive scheme and a long-term incentive scheme



The table below set out how the remuneration guidelines is translated into the core remuneration elements.

Remuneration element	Operation	Award and opportunity level
Base Salary	<p>Base salary is the foundation of the remuneration package for the Senior Executives, and shall constitute the main portion of their total remuneration.</p> <p>To attract and retain the right individuals the salary level shall competitive, but not market leading.</p> <p>When determining the base salary, the Remuneration Committee (typically) takes the following into account:</p> <ul style="list-style-type: none"> - The Senior Executives' individual performance, experience and scope of business - Business performance and market conditions - The median market pay in the context of companies of a similar complexity to <i>Komplett as well as</i> - The competitiveness in the work market and the Group's salary budget and general base salary movements across the Group 	<p>Salaries are typically reviewed annually in January of each year.</p> <p>Base salary shall be competitive against the median market pay.</p> <p>However, the Remuneration Committee may undertake an out-of-cycle review if it determines this to be appropriate.</p>
Pension	<p>Senior Executives participates in the Group's defined contribution pension scheme. The scheme is which is structured pursuant to mandatory law.</p> <p>Senior Executives may also receive cash in lieu of pension.</p> <p>Contributions to defined contribution schemes or cash in lieu of pension are linked to base salary only.</p>	<p>The Group operates with a defined contribution scheme with an employer contribution equal to 2% of base salary, up towards 12G.</p> <p>The Head of Webhallen participates in a ITP1 pension scheme, with an employer contribution of 4,5% up towards SEK 44 375 and 30% above SEK 44 375.</p> <p>Any future pension arrangement will be considered in connection with the overall base salary and employment conditions.</p> <p>Further, it will be aligned with market practice in the relevant country.</p> <p>Local rules governing pension entitlement, social security entitlement and taxation are taken into account when designing individual pension plans.</p>
Other benefit sin-kind	<p>Senior Executives may be offered other benefits and contributions in kind as part of their remuneration package.</p> <p>This may include coverage of phone and mobile subscriptions, private broadband, newspapers, company health services, insurances, fixed car allowance, coverage of travel expenses, company car arrangements and employee discount with purchase of products at the Group's website.</p>	<p>The total net benefit is upwards limited to NOK 15,000 per year (not including company car arrangements).</p>

Remuneration element	Operation	Award and opportunity level
Short-term Incentives (Annual performance bonus)	<p>For the purpose of implementing the Group's business strategy, long-term interests and financial sustainability, Senior Executives in the Group may participate in an annual, performance based bonus scheme.</p> <p>The scheme shall encourage the Group's pay for performance culture and each individual's contribution to the Group's business strategy and reward individuals for annual achievement of business objectives.</p> <p>Performance based bonus shall be agreed upon on an individual bases, if applicable.</p> <p>The criteria for any performance based bonus shall be determined by the Board and shall be linked to measurable factors, such as pre-defined performance measures or KPIs.</p> <p>The purpose of the Group's current bonus scheme is primarily to create a viable connection between the remuneration and the Group's business strategy, lo</p>	<p>For Senior Executives receiving bonus, such is, as at the date of this guidelines, measured based on the following pre-determined performance measures:</p> <ul style="list-style-type: none"> - Budgeted EBIT 50% - Net Revenue 30% - Individual performance 20% <p>The above mentioned targets will be included in the bonus payment, which is determined on a discretionary basis.</p> <p>With respect to the individual performance component, the targets for the employee's business area, which will reflect the focus for the relevant financial year, will be considered, and the employee's own development will also be emphasized.</p> <p>The maximum opportunity level for Senior Executives varies between 50% and 100% of salary.</p> <p>Performance based remuneration is not pensionable, and a prerequisite for payment of performance based remuneration is that the relevant employee is in a non-terminated position at the payment date.</p> <p>Further, the Group cannot demand repayment of variable remuneration unless it is unlawful or there are any material breaches of the employment contract.</p>
Long-term incentives	<p>To strengthen the alignment of top management and shareholders' long-term interests, Senior Executives may be offered to participate in the Group's long-term incentive scheme.</p> <p>Pursuant to the LTI Program, Senior Executives, other key employees and younger talents will be granted share options.</p> <p>It is intended that the options will be granted annually. Participants in the option program will receive options valued as a percentage of their respective base salary.</p>	<p>Options granted will be subject to performance evaluations prior to grant.</p> <p>The strike price for the options will have a premium of 3% annually until the options are vested.</p> <p>The options will vest gradually over three years after grant, whereas 20% of the options will vests after one year, 20% will vests after two years, and the remaining 60% will vests after three years.</p> <p>All options will expire five years after the date of grant. Gains from the option program will be capped at maximum three times the participants' respective base salary, based on base salary in the year of grant.</p> <p>The number of options granted annually pursuant to the LTI Program shall not exceed 1% of the issued shares at the time of grant. The total availability under the LTI Program is limited to 5% of the issued shares.</p>

Deviations from the Policy

The Board may, upon recommendation from the remuneration committee and at its sole discretion, temporarily deviate from any section of these Guidelines in order to ensure the Company's long term interests, financial sustainability and sustainability in the following circumstances:

- Changes of Senior Executives;
- Changes to the Company's group structure, organization, ownership or business (e.g. merger, takeover, demerger, acquisition, etc.), hereunder related to the recent acquisition of NetOnNet;
- Material changes to the Company's strategy;
- Changes in or amendments to relevant laws, rules or regulations; and
- Other exceptional circumstances where a deviation may be required to serve the long-term interests of and sustainability of the Company as a whole, or to ensure its viability.

If the board of directors deviates from these Guidelines, a justification shall be given in the relevant board meeting minutes and the deviation shall be reported on in the remuneration report to be presented at the next annual general meeting of the Company. In the event that a deviation is continued so that it cannot be deemed temporary, the board of directors shall update these Guidelines and propose that the updated guidelines are resolved by the general meeting as soon as practically possible.

Management remuneration

Pursuant to the changes in the Public Limited Liability Companies Act, i.e. addition of a new section 6-16 (b), and associated new regulations, Komplett Group will publish a separate, detailed report on remuneration to the Executive Management team for the reporting year 2021.

The remuneration report will be presented to the Annual General Meeting on 2 June 2022, and will be subsequently made available on the Group's webpages.



Valgkomiteens innstilling til ordinær generalforsamling i Komplett ASA 2. juni 2022

1 BAKGRUNN

Valgkomiteen i Komplett ASA ("Komplett") har følgende sammensetning:

- Sverre R. Kjær (leder);
- Nina Camilla Hagen Sørli, og
- Martin Bengtsson.

På ekstraordinær generalforsamling 16. mars 2022 ble det gjort enkelte endringer i selskapets styre. Fabian Bengtsson ble valg som styremedlem og Carl Erik Hagen og Roland Veidemo ble valgt som observatører. I den forbindelse trådte Jo Olav Lunder ut av styret. Endringene trådte i kraft den 4. april 2022.

Nils Kloumann Selte har som følge av at han har tiltrådt stillingen som konsernsjef i Orkla ASA, meddelt valgkomiteen at han vil fratre som styremedlem og styreleder i Komplett med virkning fra ordinær generalforsamling 2022.

Valgkomiteen har i forbindelse med sitt arbeid med å finne Seltets etterfølger vurdert arbeidet styret skal utføre, samt den øvrige komposisjonen, i lys av behovet for bransjekunnskap, kjennskap til selskapets markeder og kompetanse for øvrig, Kompletts nåværende drift, fremtidige muligheter og potensielle utfordringer. Krav til uavhengighet etter gjeldende regler og anbefalinger, herunder Norsk anbefaling for eierstyring og selskapsledelse av 14. oktober 2021 (NUES), har også vært nøye vurdert. Valgkomiteen har vært i kontakt med selskapets 2 største aksjonærer, Canica Invest AS og Siba Invest Aktiebolag, i forbindelse med sitt arbeid.

2 VALG AV MEDLEM OG STYRELEDER TIL STYRET

For den ordinære generalforsamlingen i Komplett som skal avholdes 2. juni 2022 har valgkomiteen følgende enstemmige innstilling:

Generalforsamlingen vedtar å erstatte Nils Kloumann Selte med Jo Olav Lunder som styremedlem og styreleder i Komplett ASA. Det foreslås at Jo Olav Lunder velges som styremedlem og styreleder for en periode frem til ordinær generalforsamling i 2024.

Styrets sammensetning vil med virkning fra, og betinget av, generalforsamlingens tilslutning ha følgende sammensetning:

Navn	Verv	Valgt	Periode
Jo Olav Lunder	Styreleder	2022 ¹	2024
Jennifer Geun Koss	Styremedlem	2020	2023
Lars Bjørn Thoresen	Styremedlem	2019	2023
Sarah Cathrine Jensseter Willand	Styremedlem	2021	2023
Fabian Bengtsson	Styremedlem	2022	2024

Navn	Verv	Valgt	Periode
Anders Odden	Ansattererepresentant	2021	2023
Nora Elin Eldås	Ansattererepresentant	2021	2023
Roland Vejdemo	Observatør	2022	2024
Carl Erik Hagen	Observatør	2022 ²	2024
1	<i>Lunder var medlem av selskapets styre i perioden 2018 til 4. april 2022</i>		
2	<i>Hagen har vært styremedlem og varamedlem siden 2013, og observatør fra 4. april 2022.</i>		

Biografi¹

Jo Olav Lunder

Jo Olav Lunder har mer enn 25 års erfaring fra styreverv og ledende stillinger i private og noterte selskaper.

Lunder har vært COO i Telenor mobile AS, CEO i Ementor ASA, President i Ferd Capital, CEO i Vimpelcom Ltd og CEO i John Fredriksen Group. Lunder har en MBA fra Henley Business School og en bachelor fra Oslo Business School (BI). Han er norsk statsborger, og bosatt i Norge.

Jo Olav Lunder er blant annet styreleder i Elopak ASA, Deep Ocean Group Holding AS, Axxelerator Capital AS, og Element Logic Holding AS, samt styremedlem i Stenshagen Invest AS og Canica AS. Lunder var styremedlem i Komplette fra 2018 til 4. april 2022.

Lunders kandidatur er foreslått av Canica Invest AS som er et heleiet selskap av Canica AS.

Lunder eier 245 332 aksjer i Komplette gjennom sitt heleide selskap Cigalep AS.

Informasjon om styrets eksisterende medlemmer og observatører finnes på selskapets hjemmeside (se www.komplettgroup.com).

3 GODTGJØRELSE TIL STYRET OG VALGKOMITE

Gjeldende satser ble vedtatt på generalforsamling i 2021, og gjelder frem til ordinær generalforsamling 2022. Valgkomiteen er at den oppfatning at honorarsatsene bør justeres årlig i tråd den alminnelige lønnsutviklingen, men mindre særlige forhold tilsier annet. I år foreslår valgkomiteen å justere enkelte satser noe ut over dette som følge at selskapets nye status som børsnotert selskap og som følge av det nylig gjennomførte oppkjøpet av NetOnNet AB.

For den ordinære generalforsamlingen i Komplette som skal avholdes 2. juni 2022 har valgkomiteen følgende enstemmige innstilling:

		Inneværende periode	Forslag neste periode
<i>Styret</i>			
Styreleder	NOK	500 000	575 000
Styremedlem	NOK	275 000	325 000
Ansattrepresentant	NOK	150 000	150 000
 <i>Revisjonsutvalg</i>			
Leder	NOK	125 000	150 000
Medlem	NOK	75 000	90 000
 <i>Kompensasjonsutvalg</i>			
Leder	NOK	100 000	120 000
Medlem	NOK	50 000	60 000
 <i>Valgkomite</i>			
Leder	NOK	75 000	75 000
Medlem	NOK	40 000	40 000
Utenlandstillegg per styremøte*	NOK	0	20 000

* Gjelder kun for aksjonærvalgte styremedlemmer og observatører bosatt utenfor Norge

Honorarsatsene foreslås å gjelde frem til ordinær generalforsamling 2023.

* * *

Oslo, 12. mai 2022

Sverre R. Kjær, leder