

Notice of Extraordinary General Meeting of Lundin Energy AB

The shareholders of Lundin Energy AB (publ), 556610-8055, (the “**Company**”) are hereby given notice of the Extraordinary General Meeting to be held on Thursday 16 June 2022 at 09.00 a.m. (CEST).

Important information regarding participation and voting

The Board of Directors has decided to hold the Extraordinary General Meeting as a virtual meeting combined with an option to vote by post in advance of the Extraordinary General Meeting in accordance with the Swedish Act on Temporary Exemptions to Facilitate the Execution of General Meetings in Companies and Associations.

For terms and instructions for online participation and voting at the Extraordinary General Meeting, please refer to the section “*Online participation and voting at the Extraordinary General Meeting*” below.

For terms and instructions for voting by post in advance of the Extraordinary General Meeting, please refer to the section “*Voting by post in advance of the Extraordinary General Meeting*” below.

Please note that despite thorough preparations, it cannot be ruled out that as a result of technical complications, online participation or voting at the Extraordinary General Meeting does not work as intended. The Extraordinary General Meeting will be held regardless of any such complications and there is a risk that votes submitted online at the Extraordinary General Meeting are not registered. Consequently, if you want to be certain of being able to exercise your voting rights, you should vote by post in advance of the Extraordinary General Meeting.

Please also note that it will not be possible to vote both by post in advance of the Extraordinary General Meeting and online at the Extraordinary General Meeting. If a postal vote is submitted in accordance with the terms and instructions for voting by post and such postal vote is not withdrawn by the shareholder by Friday 10 June 2022, the Company will consider the postal vote at the Extraordinary General Meeting.

It is possible to vote by post in advance of the Extraordinary General Meeting and still follow the Extraordinary General Meeting without exercising any voting rights online. Please see the section “*Voting by post in advance of the Extraordinary General Meeting*” below for more information.

Online participation and voting at the Extraordinary General Meeting

Shareholders who wish to participate online at the Extraordinary General Meeting on Thursday 16 June 2022 at 09.00 a.m. (CEST) must:

- be entered as a shareholder in the share register kept by Euroclear Sweden AB on Wednesday 8 June 2022 or, if the shares are registered in the name of a nominee, request that the nominee registers the shares in the shareholder’s own name for voting purposes in such time that the registration is completed by Friday 10 June 2022; and
- give notice of participation no later than Friday 10 June 2022 through the website www.lundin-energy.com (only applicable to individuals) or by post to Computershare AB, “Lundin Energy AB’s EGM”, Box 5267, 102 46 Stockholm, Sweden, by telephone Int +46-8-518 01 554 or by email proxy@computershare.se.

When giving notice of participation, please state name, personal identification number or corporate registration number, address and telephone number.

In order to participate and vote online, you must have a reliable network connection throughout the Extraordinary General Meeting. Participation online is possible through a computer, a smartphone or a tablet, updated with the latest software version of operating systems etc., by using a web browser.

If you have registered to participate in the Extraordinary General Meeting, you will receive login instructions on the admission card which will be sent to the address stated in your notice of participation. On the day of the Extraordinary General Meeting, you can login on the virtual platform from 08.00 a.m. (CEST) and you must have logged in on the virtual platform no later than 09.00 a.m. (CEST) to be able to participate.

In connection with each voting item, you will be able to choose between the alternatives “Yes”, “No” and “Abstain”. There will be no opportunity to speak but it will be possible to ask questions during the meeting by typing a question using a Q&A function.

Shareholders who do not participate or vote online in person may exercise their rights at the Extraordinary General Meeting through a proxy. In order for the proxy to obtain login instructions to the virtual platform, the proxy’s name, personal identification number or corporate registration number and address must be included in the notification to participate online. A proxy form, certificate of registration and other documents of authority shall be appended to the notification to participate online. A proxy form is available on www.lundin-energy.com and will be sent to shareholders upon request.

Voting by post in advance of the Extraordinary General Meeting

Shareholders who wish to exercise their voting rights by post in advance of the Extraordinary General Meeting must:

- be entered as a shareholder in the share register kept by Euroclear Sweden AB on Wednesday 8 June 2022 or, if the shares are registered in the name of a nominee, request that the nominee registers the shares in the shareholder’s own name for voting purposes in such time that the registration is completed by Friday 10 June 2022; and
- submit that the Company receives a postal vote in accordance with the instructions set out below by Friday 10 June 2022.

In order to vote by post in advance of the Extraordinary General Meeting, the shareholders shall use the voting form and follow the Company’s instructions that are available on the Company’s website, www.lundin-energy.com. The voting form should be sent either:

- by post to Computershare AB, Att. “Lundin Energy AB’s EGM”, Box 5267, 102 46 Stockholm, Sweden; or
- by email to proxy@computershare.se (with the reference “Lundin Energy AB’s EGM”); or
- electronically with BankID through the Company’s website, www.lundin-energy.com.

If a shareholder’s voting rights are exercised by proxy, a power of attorney for the proxy and other authorisation documents must be enclosed with the voting form. A proxy form is available on www.lundin-energy.com and will be sent to shareholders upon request.

Shareholders who wish to exercise their voting rights by post in advance of the Extraordinary General Meeting may still follow the Extraordinary General Meeting online (without also exercising voting rights online). In order to receive login instructions, please elect for this option in the voting form.

Proposed agenda

1. Opening of the Extraordinary General Meeting.
2. Election of Chairman of the Extraordinary General Meeting.
3. Preparation and approval of the voting register.
4. Approval of the agenda.
5. Election of one or two persons to verify the minutes.
6. Determination as to whether the Extraordinary General Meeting has been duly convened.
7. Nomination Committee proposals:
 - Proposal for the number of members of the Board of Directors.
 - Proposal for remuneration of the Chair and other members of the Board of Directors.
 - Proposal for Board LTIP 2022.
 - Proposal for delivery of shares under the Board LTIP 2022.
 - Proposal for election of Chair and other members of the Board of Directors.
 - Proposal for a revised Nomination Committee Process.
8. Resolution in respect of the number of members of the Board of Directors.
9. Resolution in respect of remuneration of the Chair and other members of the Board of Directors.
10. Resolution in respect of Board LTIP 2022.
11. Resolution in respect of delivery of shares under the Board LTIP 2022 through:
 - a) an issue and transfer of warrants of series 2022:1; or
 - b) an equity swap arrangement with a third party.
12. Resolution in respect of election of Chair and other members of the Board of Directors:
 - a) re-election of C. Ashley Heppenstall as a member of the Board of Directors;

- b) re-election of Grace Reksten Skaugen as a member of the Board of Directors;
 - c) re-election of Jakob Thomassen as a member of the Board of Directors;
 - d) new election of Aksel Azrac as a member of the Board of Directors;
 - e) new election of Daniel Fitzgerald as a member of the Board of Directors; and
 - f) new election of Grace Reksten Skaugen as Chair of the Board of Directors.
13. Resolution in respect of a revised Nomination Committee Process.
 14. Resolution in respect of Policy on Remuneration for Group Management.
 15. Resolution in respect of Employee LTIP 2022.
 16. Resolution in respect of delivery of shares under the Employee LTIP 2022 through:
 - a) an issue and transfer of warrants of series 2022:2; or
 - b) an equity swap arrangement with a third party.
 17. Resolution in respect of authorisation for the Board of Directors to resolve on new issue of shares and convertible debentures.
 18. Resolution in respect of amendment of the Articles of Association.
 19. Closing of the Extraordinary General Meeting.

Proposals for resolutions to be presented at the Extraordinary General Meeting of Lundin Energy AB on Thursday 16 June 2022

Item 2: Election of Chairman of the Extraordinary General Meeting

The Nomination Committee proposes that Advokat Klaes Edhall is elected Chairman of the Extraordinary General Meeting or, if he is absent, any other person appointed by the Nomination Committee.

Item 3: Preparation and approval of the voting register

The Board of Directors proposes that the register prepared by Computershare AB (on behalf of the Company) based on the Company's share register, shareholders attending online and postal votes received by the Company is approved as voting register for the Extraordinary General Meeting.

Item 5: Election of one or two persons to verify the minutes

The Board of Directors proposes that Oskar Börjesson, representing Livförsäkringsbolaget Skandia, ömsesidigt and Nils-Erik Sandberg, or, if one or both of them are absent, any person or persons appointed by the Board of Directors, are elected to verify the minutes of the meeting.

Item 8: Resolution in respect of the number of members of the Board of Directors

The Nomination Committee proposes that five members of the Board of Directors are elected, without deputy members.

The resolution shall be conditional upon, and take legal effect in connection with, the completion of the combination of the Company's exploration & production business with Aker BP. Completion of the combination is planned to occur on 30 June 2022.

Item 9: Resolution in respect of remuneration of the Chair and other members of the Board of Directors

The Nomination Committee proposes the following annual remuneration of the Chair and other members of the Board of Directors to be paid *pro rata* in relation to the period between the date on which the resolution takes legal effect and the end of the Annual General Meeting 2023:

- EUR 120,000 for the Chair of the Board of Directors;
- EUR 60,000 for each of the other members of the Board of Directors elected by the Extraordinary General Meeting (excluding the Chair of the Board of Directors and the Chief Executive Officer);
- EUR 10,000 for Chairs of Committees of the Board of Directors; and
- EUR 5,000 for other members of Committees of the Board of Directors (excluding Chairs of Committees of the Board of Directors), with the total fees for Committee work (including fees for Chairs of Committees) not to exceed EUR 50,000.

The resolution shall be conditional upon, and take legal effect in connection with, the completion of the combination of the Company's exploration & production business with Aker BP. Completion of the combination is planned to occur on 30 June 2022.

Item 10: Resolution in respect of Board LTIP 2022

The Nomination Committee proposes that the Extraordinary General Meeting resolves to establish a one-off long-term share-related incentive plan in the form of a share option plan for members of the Board of Directors of the Company on the terms and conditions set out below (the “**Board LTIP 2022**”).

Background and purpose

The reason for establishing a one-off long-term share-related incentive plan for the members of the Board of Directors is to align their interests with the interests of the shareholders as well as to provide market appropriate reward for a new business reflecting continuity, commitment and share price appreciation. The Nomination Committee believes that the Board LTIP 2022 will provide the Company with a crucial component to a competitive total compensation package to the members of the Board of Directors who are critical to the Company’s future success after the completion of the combination of the Company’s exploration & production business with Aker BP.

Terms and conditions

The Company will grant options (“**Board Options**”) free of charge to members of the Board of Directors (excluding the Chief Executive Officer) pursuant to the following principles.

1. The Nomination Committee may grant a maximum of 450,000 Board Options to the Chair of the Board of Directors that is proposed to be elected under item 12 of the proposed agenda and a maximum of 225,000 Board Options to the other members of the Board of Directors (excluding the Chief Executive Officer) that are proposed to be elected under item 12 of the proposed agenda (i.e. a maximum of 1,125,000 Board Options in total). The value of the granted Board Options is to correspond to an amount equal to one year of the annual remuneration proposed under item 9 of the proposed agenda as determined using a customary valuation method.
2. Each Board Option shall entitle the holder to purchase one share in the Company subject to the continued engagement as a member of the Board of Directors of the Company. Accordingly, the maximum number of shares available for the participants under the Board LTIP 2022 shall be 1,125,000.
3. The purchase price per share in the Company upon exercise of a Board Option (the “**Exercise Price**”) shall correspond to 120 per cent of the volume weighted average price for the Company’s share on Nasdaq Stockholm during 18–22 July 2022, or a later period of five trading days as determined by the Nomination Committee in the event (a) completion of the combination of the Company’s exploration & production business with Aker BP has not occurred by 18 July 2022 or (b) the volume weighted average price during 18–22 July 2022 is not deemed to be an appropriate Exercise Price due to intervening changes in the Group, the market or otherwise in the industry.
4. Instead of participants purchasing shares by paying the Exercise Price at exercise of the Board Options, the primary settlement method shall be to “net equity settle” the Board Options, meaning that the purchase price for each share shall be equal to the quotient value of the share (currently approximately SEK 0.01 per share) and that the number of shares that may be purchased shall be reduced by applying the following formula:

Adjusted number of shares = ((A minus B) multiplied by D) divided by (A minus C), where:

- A = the volume weighted average price for the Company’s share on Nasdaq Stockholm during the five trading days immediately preceding the date of exercise of the Board Option
- B = the Exercise Price
- C = the quotient value of the Company’s share
- D = the number of Board Options exercised by the participant

Only whole shares (no fractions) may be delivered and the number of shares delivered at net equity settlement shall thus be rounded down to the nearest number of whole shares.

5. In the event a participant cannot exercise its Board Options to purchase shares in the Company under applicable laws or regulations or at reasonable cost or with reasonable administrative effort by the participant or the Company, the Nomination Committee shall have the right to decide to wholly or partly settle the Board Options in cash. The Nomination Committee shall also have the right to in its own

discretion decide that shares and/or cash shall be withheld by the Company in order to cover or facilitate the payment of applicable taxes.

6. The intention is that the Nomination Committee shall resolve to grant Board Options on 1 August 2022, but the Nomination Committee shall be authorised to in its own discretion finally determine the date of grant after the completion of the combination of the Company's exploration & production business with Aker BP taking into account any potential restrictions under applicable laws or regulations. The Board Options shall vest on 31 July 2025 (the "**Vesting Date**"). The three-year period from 1 August 2022 to the Vesting Date is referred to as the "**Vesting Period**". After the end of the Vesting Period, participants shall be entitled to exercise all or part of the Board Options until 31 July 2029.
7. In the event of a change of control of the Company or a direct or indirect sale, transfer or other disposal of all or substantially all of the business and assets, the Vesting Period shall be deemed to have completed and the participants shall be entitled to exercise the Board Options as of the date when the transaction becomes unconditional.
8. Continued engagement as a member of the Board of Directors of the Company during the entire Vesting Period shall be a condition for the Board Options to vest. If the participant's engagement as a member of the Board of Directors of the Company is discontinued after the expiry of the Vesting Period, the participant shall only be entitled to exercise Board Options during a period of six months, which may be reasonably extended taking into account any potential restrictions under applicable laws or regulations. The Nomination Committee shall be authorised to waive and alter these conditions according to circumstances deemed reasonable.
9. In order to further align the interests of the members of Board of Directors with the interests of the shareholders, each participant shall be required to undertake to retain shares received when exercising the Board Options to such an extent that the participant's personal ownership of shares in the Company equals 100 per cent of the participant's regular annual board remuneration (as proposed under item 9 of the proposed agenda).
10. The Nomination Committee shall recalculate the maximum number of shares (per Board Option and in total) and the Exercise Price in the event of intervening rights issues, bonus issues, share splits, reverse share splits, dividends or similar events.
11. The Nomination Committee shall be responsible for the detailed terms and the administration of the Board LTIP 2022 within the scope and framework of this proposal.

Delivery of shares and hedging of costs

In order to secure the delivery of shares to the participants and cover any costs (including taxes and social security charges) at exercise of Board Options under the Board LTIP 2022, the Nomination Committee proposes that the Extraordinary General Meeting resolves to issue up to 1,237,500 warrants of series 2022:1 (see item 11 a) of the proposed agenda).

In the event the nine-tenth (9/10) majority requirement applicable to the Nomination Committee's proposal to issue and transfer warrants of series 2022:1 under item 11 a) of the proposed agenda is not satisfied, the Nomination Committee proposes that the Extraordinary General Meeting resolves that the Nomination Committee shall instruct the Company to hedge its obligations under the Board LTIP 2022 by entering into an equity swap arrangement with a third party, whereby the third party in its own name shall be entitled to acquire and transfer shares (including to the participants) in accordance with the terms and conditions of the Board LTIP 2022 (see item 11 b) of the proposed agenda).

Estimated costs

The Board LTIP 2022 grants participants the right on vesting to purchase shares in the Company for a price equivalent to the Exercise Price. The Board LTIP 2022 will be accounted for in accordance with the accounting standard IFRS 2 and the costs will be charged to the income statement over the period the Board Options are earned.

The maximum cost for granting Board Options under the Board LTIP 2022 (assuming 100 per cent vesting), excluding costs related to delivery of shares and social security charges, is approximately SEK 3.2 million.

Under a scenario where the share price grows by 10 per cent per annum, the maximum cost for social security charges is estimated to be less than SEK 0.1 million if Board Options are exercised on the Vesting Date.

Effects on key figures

The effects on key figures depend on the share price development. Assuming a share price no lower than SEK 7.50; giving an Exercise Price no lower than SEK 9.00 (which includes a 20 per cent premium on the assumed quoted share price); a volatility of 40 per cent; a risk-free rate of 2 per cent; a 0 per cent dividend yield; and exercise after 7 years, the maximum number of shares required under the Board LTIP 2022 amounts to approximately 1.1 million shares in the Company (subject to final determination of the Exercise Price), corresponding to approximately 0.4 per cent of the total number of shares and votes in the Company. If the Exercise Price is set above SEK 9.00, the maximum number of shares will decrease with the expected costs constant, and if the Exercise Price is set below SEK 9.00, the maximum number of shares will be constant with a decrease in expected costs. The Board LTIP 2022 is expected to have only marginal effects on the Company's key figures.

If the Board Options are "net equity settled", the number of shares used can be significantly reduced. Under a scenario where the share price grows by 10 per cent per annum, the use of shares if all Board Options were exercised on vesting just after the end of the Vesting Period would decrease from 0.4 per cent to less than 0.1 per cent and if all Board Options were exercised just before the end of the exercise period on 31 July 2029 to less than 0.2 per cent.

If the warrant settlement method proposed under item 11 a) of the proposed agenda is not approved with the requisite majority and the Company's obligations under the Board LTIP 2022 are settled by way of an equity swap arrangement with a third party, no dilution effect will arise.

Preparation of the proposal

The Board LTIP 2022 has been prepared by the Nomination Committee in consultation with external advisers. The Chairman of the Nomination Committee and proposed member of the Board of Directors Aksel Azrac did not participate in the process.

Other long-term share-related incentive plans for members of the Board of Directors

The Company does not have any outstanding long-term share-related incentive plans for members of the Board of Directors. For information about outstanding programs to employees, please see the corresponding section in the Board of Directors' proposal under item 15 of the proposed agenda.

Conditions

The resolution shall be conditional upon, and take legal effect in connection with, the completion of the combination of the Company's exploration & production business with Aker BP. Completion of the combination is planned to occur on 30 June 2022.

Majority requirement

A resolution in accordance with the Nomination Committee's proposal regarding the establishment of the Board LTIP 2022 requires support from shareholders representing more than half (1/2) of the votes cast at the Extraordinary General Meeting.

A resolution in accordance with the Nomination Committee's proposal regarding the issue and transfer of warrants of series 2022:1 under item 11 a) of the proposed agenda requires support from shareholders representing not less than nine-tenth (9/10) of both the votes cast and the shares represented at the Extraordinary General Meeting. A resolution in accordance with the Nomination Committee's proposal regarding the equity swap arrangement under item 11 b) of the proposed agenda requires support from shareholders representing more than half (1/2) of the votes cast at the Extraordinary General Meeting.

Item 11 a)–b): Resolution in respect of delivery of shares under the Board LTIP 2022 through (a) an issue and transfer of warrants of series 2022:1 or (b) an equity swap arrangement with a third party

Background

Under the Board LTIP 2022 proposed by the Nomination Committee under item 10 of the proposed agenda, the Company has an obligation, subject to certain conditions, to deliver shares in the Company to the participants in the Board LTIP 2022.

In order to secure the Company's obligation to deliver shares and to cover any costs (including taxes and social security charges), the Nomination Committee proposes that the Extraordinary General Meeting resolves to issue and transfer up to 1,237,500 warrants of series 2022:1 on the terms and conditions set out in item 11 a) below. In the event the nine-tenth (9/10) majority requirement applicable to the proposed warrant settlement method is not satisfied, the Nomination Committee proposes that the Extraordinary General Meeting resolves to approve that the Nomination Committee instructs the Company to hedge its obligations under the Board LTIP 2022 by entering into an equity swap arrangement with a third party, whereby the third party in its own name shall be entitled to acquire and transfer shares (including to the participants) on the terms and conditions set out in item 11 b) below.

The Nomination Committee considers the warrant settlement method to be the preferred alternative since the costs for an equity swap arrangement are significantly higher than the costs for issuing and transferring warrants. If the Extraordinary General Meeting resolves to approve the proposed warrant settlement method under item 11 a) below with the requisite majority, the Nomination Committee intends to withdraw its equity swap arrangement proposal under item 11 b) below.

Item 11 a): Resolution in respect of delivery of shares under the Board LTIP 2022 through an issue and transfer of warrants of series 2022:1

In order to secure the Company's obligation to deliver shares under the Board LTIP 2022, the Nomination Committee proposes that the Extraordinary General Meetings resolves to issue and transfer warrants of series 2022:1 in the Company on the following terms and conditions:

1. A maximum of 1,237,500 warrants shall be issued.
2. The right to subscribe for warrants shall, with deviation of the shareholders' preferential rights, rest with the Company itself.
3. The reason for deviating from the shareholders' preferential rights is to secure the Company's obligations to deliver shares and to cover any costs (including taxes and social security charges) under the Board LTIP 2022.
4. Subscription for the warrants shall take place on a separate subscription list not later than 1 August 2022.
5. The warrants shall be issued free of charge.
6. Each warrant shall entitle the holder to subscribe for one new share in the Company. The subscription price for each new share shall be equal to the quotient value of the Company's share.
7. The warrants may be exercised during the period from and including 1 August 2022 up to and including 1 August 2030.
8. The new shares shall carry rights to dividends for the first time on the record date for dividends that occurs after subscription has been effected.
9. The subscription price and the number of shares for which each warrant entitles subscription may be recalculated under certain circumstances as set forth in the complete terms and conditions for the warrants.
10. Upon exercise of all 1,237,500 warrants, the Company's share capital will increase by SEK 15,056.10 (based on a quotient value of approximately SEK 0.01). If the subscription price exceeds the quotient value of the shares, the excess amount shall be allotted to the non-restricted statutory reserve (*Sw. den fria överkursfonden*).
11. The Company may transfer up to 1,237,500 warrants (a) free of charge to participants (and/or a designated third party) for the purpose of enabling the delivery of shares in the Company at exercise of Board Options under the Board LTIP 2022 and (b) at a price equal to the fair market value of the warrants as determined using a customary valuation method to a designated third party for the purpose of covering any costs (including taxes and social security charges) at exercise of Board Options under the Board LTIP 2022.

The complete terms and conditions for the warrants of series 2022:1, a transcript of the Company's Articles of Association and documents prepared pursuant to Chapter 14, section 8 of the Swedish Companies Act will be

available at the Company and on the Company' website, www.lundin-energy.com, not later than three weeks prior to the Extraordinary General Meeting.

The resolution shall be conditional upon, and take legal effect in connection with, the completion of the combination of the Company's exploration & production business with Aker BP. Completion of the combination is planned to occur on 30 June 2022. The resolution shall also be conditional upon that the Extraordinary General Meeting resolves to establish the Board LTIP 2022 in accordance with the Nomination Committee's proposal under item 10 of the proposed agenda.

A resolution in accordance with the Nomination Committee's proposal requires support from shareholders representing not less than nine-tenth (9/10) of both the votes cast and the shares represented at the Extraordinary General Meeting.

Item 11 b): Resolution in respect of delivery of shares under the Board LTIP 2022 through an equity swap arrangement with a third party

The Nomination Committee proposes that the Extraordinary General Meetings resolves to approve that the Nomination Committee instructs the Company's to hedge its obligations under the Board LTIP 2022 by entering into an equity swap arrangement with a third party, whereby the third party in its own name shall be entitled to acquire and transfer shares (including to the participants) in accordance with the terms and conditions of the Board LTIP 2022.

The resolution shall be conditional upon, and take legal effect in connection with, the completion of the combination of the Company's exploration & production business with Aker BP. Completion of the combination is planned to occur on 30 June 2022. The resolution shall also be conditional upon that the Extraordinary General Meeting resolves to establish the Board LTIP 2022 in accordance with the Nomination Committee's proposal under item 10 of the proposed agenda.

A resolution in accordance with the Nomination Committee's proposal requires support from shareholders representing more than half (1/2) of the votes cast at the Extraordinary General Meeting.

Item 12: Resolution in respect of election of Chair and other members of the Board of Directors

The Nomination Committee proposes that the following persons are elected for the period until the end of the Annual General Meeting 2023:

Members of the Board of Directors:

- a) C. Ashley Heppenstall (re-election);
- b) Grace Reksten Skaugen (re-election);
- c) Jakob Thomasen (re-election);
- d) Aksel Azrac (new election); and
- e) Daniel Fitzgerald (new election).

Chair of the Board of Directors:

- f) Grace Reksten Skaugen (new election).

The resolution shall be conditional upon, and take legal effect in connection with, the completion of the combination of the Company's exploration & production business with Aker BP. Completion of the combination is planned to occur on 30 June 2022.

The Nomination Committee's complete proposal, including a presentation of the Board members and an assessment of their independence in relation to the Company, the Group Management and major shareholders, is available on the Company's website, www.lundin-energy.com.

Item 13: Resolution in respect of a revised Nomination Committee Process

The Nomination Committee proposes that the Extraordinary General Meeting resolves to adopt the following Nomination Committee Process, to replace the current Nomination Committee Process that was adopted at the Annual General Meeting 2020 and to apply until a General Meeting of Shareholders resolves otherwise.

In the proposed revised Nomination Committee Process, the determining point in time for shareholding for the appointment of Nomination Committee members is proposed to be changed from 1 June to 1 August each year, in order to facilitate the formation and work of the Nomination Committee following the combination of the Company's exploration & production business with Aker BP. The Nomination Committee appointed in

accordance with the proposed revised Nomination Committee Process shall replace the Nomination Committee for the Annual General Meeting 2023 appointed in accordance with the Nomination Committee Process adopted at the Annual General Meeting 2020 (if a new Nomination Committee for the Annual General Meeting 2023 already has been appointed prior to the Extraordinary General Meeting's resolution to adopt this revised instruction taking legal effect).

The resolution shall be conditional upon, and take legal effect in connection with, the completion of the combination of the Company's exploration & production business with Aker BP. Completion of the combination is planned to occur on 30 June 2022.

NOMINATION COMMITTEE PROCESS

General

- 1.1 As per the Swedish Code of Corporate Governance (Code of Governance), the Company shall each year appoint a Nomination Committee which shall have as its sole task to propose decisions to the Annual General Meeting (AGM) on electoral and remuneration issues, and procedural issue for the appointment of the Nomination Committee for the following year.
- 1.2 The AGM shall either appoint the members of the Nomination Committee or specify how they are to be appointed. This Nomination Committee Process shall apply as the Company's nomination procedure generally for all AGMs, until recommended to be amended or replaced by a future Nomination Committee, to specify how the Nomination Committee is to be appointed and to instruct the Nomination Committee on how it is to conduct its work.
- 1.3 References herein to AGMs shall apply *mutatis mutandis* to Extraordinary General Meetings where elections of the Board of Directors and/or the auditor are to take place.

2. Appointment of the Nomination Committee

- 2.1 The Chair of the Board of Directors shall invite three of the larger shareholders of the Company based on shareholdings as per 1 August of each year, provided such larger shareholders agree to participate, to form a Nomination Committee for the AGM of the following year. The Chair of the Board of Directors shall also be a member of the Nomination Committee. External members not appointed by a larger shareholder may also be invited to join the Nomination Committee to assist in and facilitate the work of the Nomination Committee.
- 2.2 The names of the members of the Nomination Committee shall be published on the Company's website no later than six months prior to the AGM of the following year. The names of the shareholders that the members were appointed by, if applicable, shall be included in the announcement, as well as information on how shareholders may submit recommendations to the Nomination Committee.
- 2.3 The mandate period of a Nomination Committee commences on the date its composition has been published as per article 2.2 and continues until the publication of the composition of the Nomination Committee for the following AGM.
- 2.4 The Chair of the Board of Directors shall convene the first meeting of each Nomination Committee, which is to be held in good time before the announcement of the composition of the Nomination Committee as per article 2.2. The Nomination Committee shall appoint a Chair at the first meeting.
- 2.5 If the shareholding in the Company changes significantly before the Nomination Committee's work has been completed, or if a member leaves the Nomination Committee before its work has been completed, a change in the composition of the Nomination Committee may take place. If the Nomination Committee then consists of appointees of less than three of the larger shareholders of the Company, the Chair of the Board shall, with the aim to increase the number of members to three, invite another larger shareholder to join the Nomination Committee. If a member ceases to be connected to a larger shareholder, due to termination of employment or similar, that larger shareholder may appoint another person to replace such member of the Nomination Committee. Information about changes to the composition of the Nomination Committee, as well as information about new members and the larger shareholders that they were appointed by, if applicable, shall be published on the Company's website as soon as possible after a change has occurred.

3. Duties of the Nomination Committee

- 3.1 The Nomination Committee shall prepare proposals for the following resolutions to the AGM:
- (i) Chair of the AGM;
 - (ii) number of members of the Board of Directors;
 - (iii) members of the Board of Directors;
 - (iv) Chair of the Board of Directors;
 - (v) remuneration of the members of the Board of Directors, distinguishing between the Chair and other members and remuneration for Board Committee work;
 - (vi) election of auditor of the Company;
 - (vii) remuneration of the Company's auditor; and
 - (viii) Nomination Committee Process (in case of amendment).
- 3.2 The proposals of the Nomination Committee shall be presented to the Company in a written report in general at least eight weeks before the AGM to ensure the proposals can be duly included in the notice of the AGM. The Nomination Committee report shall in addition be posted on the Company's website at the same time as the notice of the AGM is issued.
- 3.3 As a basis for its proposals regarding the members of the Board of Directors, the Nomination Committee shall consider the requirements set forth in the Code of Governance to ensure that the Company's Board of Directors has a size and composition that enables it to manage the Company's affairs efficiently and with integrity.
- 3.4 In its written report, the Nomination Committee shall include a description of its work and considerations, as well as explanations regarding its proposals, in particular in respect of the following requirements regarding the composition of the Board of Directors:
- (i) candidates' age, principal education and work experience;
 - (ii) any work performed by the candidates for the Company and other significant professional commitments;
 - (iii) candidates' holdings of shares and other financial instruments in the Company and any such holdings owned by candidates' related natural or legal persons;
 - (iv) whether the Nomination Committee deems the candidates to be independent of the Company and Group Management, as well as of major shareholders of the Company;
 - (v) in case of re-election, the year that the candidates were first elected to the Board of Directors; and
 - (vi) other information that could be of importance to shareholders to assess the candidates' expertise and independence.
- 3.5 If an election for auditor shall take place at the AGM, the proposal of the Nomination Committee shall be based on a report to be prepared by the Company's Audit Committee, which report shall include an assessment of the independence and impartiality of the proposed auditor, as well as of the implications of services provided to the Company by the proposed auditor outside the scope of general audit work, if applicable.
- 3.6 The Nomination Committee shall at each AGM give an account of its work and present its proposals for resolutions at the AGM. All members of the Nomination Committee shall endeavour to be present at each AGM.

4. Meetings of the Nomination Committee

- 4.1 The Nomination Committee shall meet as often as is required for the performance of its duties. A notice of a meeting shall be circulated by the Chair of the Nomination Committee in good time before each meeting, except as provided in article 2.4 in respect of the first meeting of each Nomination Committee. Any member of the Nomination Committee may reasonably request at any time during the mandate period that a meeting be convened and the Chair shall comply with such reasonable requests.
- 4.2 The Nomination Committee shall be quorate if more than half of the members are present.
- 4.3 The Nomination Committee shall endeavour to reach unanimous decisions in all matters to be proposed to the AGM. If a unanimous decision cannot be reached, the Nomination Committee shall present to the AGM the proposals approved by a majority of the members of the Nomination Committee and dissenting members may present their own proposals individually or jointly with other members of the Committee.

4.4 Meetings of the Nomination Committee shall be minuted and the minutes shall be signed by the person keeping the minutes and shall be attested by the Chair and another member appointed by the Nomination Committee. If the Chair has been assigned to keep the minutes, the minutes shall be attested by two other members appointed by the Nomination Committee.

5. Other

5.1 All information which is provided to the members of the Nomination Committee by the Company and/or candidates, or which information the Nomination Committee members otherwise receive within the scope of their duties as Nomination Committee members, shall be treated as confidential and may not be disclosed to third parties without the prior approval of the Company.

5.2 No remuneration shall be paid to the members of the Nomination Committee. The Company may however cover reasonable out of pocket expenses that the members may occur in relation to work performed for the Nomination Committee.

5.3 The Nomination Committee shall yearly assess this Nomination Committee Process and shall propose changes to it to the AGM, as appropriate.

Item 14: Resolution in respect of Policy on Remuneration for Group Management

The Board of Directors proposes that the Extraordinary General Meeting resolves to adopt the following Policy on Remuneration for Group Management, which for 2022 (after the completion of the combination of the Company's exploration & production business with Aker BP) will consist of the Chief Executive Officer, the Chief Financial Officer and the General Counsel, to replace the current Policy on Remuneration for Group Management that was adopted at the Annual General Meeting 2020.

This revised Policy is being proposed to the Extraordinary General Meeting as a result of the fundamental changes to the Company's structure and business following the combination of the Company's exploration & production business with Aker BP. The main changes to the Policy are:

- redefined categories of performance measures for the annual bonus plan; and
- long-term incentive redefined to accommodate the changes to structure and business, calculated on a fair value basis.

The Company is looking to reward a different strategy and growth model appropriate for a new renewable energy company with a downsized organisational make-up. In particular, the proposed Policy on Remuneration for Group Management wants reward to reflect the re-emphasis on the Company's entrepreneurial culture and roots. For 2022 the application of the proposed Policy will therefore mean that base salaries, annual bonus opportunities and benefits for Group Management are considerably reduced from the current levels at Lundin Energy and are set below the market median level, in combination with grant levels under the Employee LTIP 2022 (proposed under item 15) set to deliver competitive pay and better if significant value creation is achieved for all shareholders.

The resolution shall be conditional upon, and take legal effect in connection with, the completion of the combination of the Company's exploration & production business with Aker BP. Completion of the combination is planned to occur on 30 June 2022.

POLICY ON REMUNERATION FOR GROUP MANAGEMENT

Application of the Policy

This Policy on Remuneration applies to the remuneration of "**Group Management**" at the Company, which includes (i) the Chief Executive Officer (the "**CEO**"), (ii) the Deputy CEO, who from time to time may be designated from one of the other members of Group Management, and (iii) executives so designated by the Board. The Policy also applies to members of the Board of Directors (the "**Board**") of the Company where remuneration is paid for work performed outside the directorship.

The Policy is, together with previous years' Policies, available on the Company's website and it will remain available for ten years.

Key remuneration principles at the Company

The Company's remuneration principles and policies are designed to ensure responsible and sustainable remuneration decisions that support the Company's strategy, shareholders' long-term interests and sustainable business practices. It is the aim of the Company to recruit, motivate and retain high calibre executives capable of achieving the objectives of the Company and to encourage and appropriately and fairly reward executives for their contributions to the Company's success.

Remuneration to members of the Board

In addition to Board fees resolved by the General Meeting, remuneration as per prevailing market conditions may be paid to members of the Board for work performed outside the directorship.

Compensation Committee

The Board has established a Compensation Committee to support it on matters of remuneration relating to the CEO, the Deputy CEO (if appointed), other members of Group Management and other key employees of the Company. The objective of the Committee is to structure and implement remuneration principles to achieve the Company's strategy, the principal matters for consideration being:

- the review and implementation of the Company's remuneration principles for Group Management, including this Policy which requires approval by the General Meeting of Shareholders;
- the remuneration of the CEO and the Deputy CEO (if appointed), as well as other members of Group Management, and any other specific remuneration issues arising;
- the design of long-term incentive plans that require approval by the General Meeting of Shareholders; and
- compliance with relevant rules and regulatory provisions, such as this Policy, the Swedish Companies Act, the Swedish Corporate Governance Code and the Swedish Corporate Governance Board's Rules on Remuneration of the Board and Executive Management and on Incentive Programmes.

When the Committee makes decisions, including determining, reviewing and implementing the Policy, it follows a process where:

- the Board sets and reviews the terms of reference of the Committee;
- the Chair of the Committee approves the Committee's agenda;
- the Committee considers any reports, data and presentations and debates any proposal. In its considerations the Committee will give due regard to the Company's situation, the general and industry specific remuneration environment, the remuneration and terms of employment of the broader employee population, feedback from different stakeholders, relevant codes, regulations and guidelines published from time to time;
- the Committee may request the advice and assistance of management representatives, other internal expertise and of external advisors. However, it shall ensure that there is no conflict of interest regarding other assignments that any such advisors may have for the Company and Group Management;
- the Committee ensures through a requirement to notify and recuse oneself that no individual with a conflict of interest will take part in a remuneration decision that may compromise such a decision;
- once the Committee is satisfied that it has been properly and sufficiently informed, it will make its decisions and, where required, formulate proposals for approval by the Board; and
- the Board will consider any items for approval or proposals from the Committee and, following its own discussions, make decisions, proposals for a General Meeting of Shareholders and/or further requests for the Committee to deliberate on.

Elements of remuneration for Group Management

There are four key elements to the remuneration of Group Management:

	Description, purpose and link to strategy and sustainability	Process and governance	Relative share of total reward*
a) Base salary	- Fixed cash remuneration paid monthly. Provides predictable remuneration to	- The Committee reviews salaries every year as part of the review of total	30%

* Estimated reward shows the percentage of total reward where proportions are estimated assuming 50 per cent of maximum annual bonus and the fair value of the long-term incentive without any further share price or dividend effect. Different actual awards and the variable nature of incentives means that the actual proportions for an individual may be different.

	aid attraction and retention of key talent.	remuneration (see below for a description of the benchmarking process).	
b) Annual variable remuneration	<ul style="list-style-type: none"> - Annual bonus is paid for performance over the financial year. - Each position has a set expected bonus opportunity, which can be up to the equivalent of 12 months' base salary. - Any value awarded by the Board that is more than 12 months' base salary is paid for delivering outstanding performance, subject to a maximum cap of 18 months base salary. - Signals and rewards the strategic and operational results and behaviours expected for the year that contribute to the long-term, sustainable value creation of the Company. 	<ul style="list-style-type: none"> - The annual review of total remuneration also considers annual bonus awards, outcomes, target structure, weightings of targets and specific target levels of performance. - Measurable financial and non-financial performance requirements are identified according to position and responsibilities and include delivery against power generation, investment, financial, ESG and strategic targets. - The Committee reviews the design of annual variable remuneration separately. 	15%
c) Long-term incentive plan	<ul style="list-style-type: none"> - Annual awards of equity-based long-term incentives, approved by the General Meeting, that align the interests of participants with those of shareholders. - Awards may be granted with a fair value of up to 300% of base salary at award. 	<ul style="list-style-type: none"> - Annual review of total remuneration considers long-term incentive awards and outcomes. - Group Management are required to build a significant personal shareholding of up to 100% of base salary (200% for the CEO) over time by retaining 50% of exercised shares, net of tax, until the predetermined limit for the personal shareholding has been achieved. - The Committee reviews the design of long-term incentives separately. 	50%
d) Benefits	<ul style="list-style-type: none"> - Predictable benefits to help facilitate the discharge of each executive's duties, aiding the attraction and retention of key talent. 	<ul style="list-style-type: none"> - The Committee reviews benefits and contractual terms regularly to ensure that the Company does not fall behind the market. - Benefits are set with reference to external market practices, internal practices, position and relevant reference remuneration. 	5%
Total			100%

Review and benchmarking

The Committee undertakes reviews of the Company's remuneration policies and practices considering the total remuneration of each executive as well as the individual components. Levels are set considering:

- the total remuneration opportunity;
- the external pay market;
- the scope and responsibilities of the position;
- the skills, experience and performance of the individual;
- the Company's performance, affordability of reward and general market conditions; and
- levels and increases in remuneration, as well as other terms of employment, for other positions within the Company.

External benchmarks for total remuneration are acquired when the Committee considers it necessary, consisting of one or more sets of companies that compete with the Company for talent, taking into consideration factors like size, complexity, geography and business profile when determining such peer groups.

Variable remuneration

The Company considers that variable remuneration forms important parts of executives' remuneration packages, where associated performance targets reflect the key drivers for pursuing the Company's strategy, and to achieve sustainable value creation and growth in long-term shareholder value. The Committee ensures that performance and design align with the strategic direction and risk appetite of the Company before incentives are approved by the Board.

There is no deferral of incentive payments, however, the Board can recover annual bonuses paid in the unlikely event of outcomes based on information which is subsequently proven to have been manifestly misstated. The Board can also in exceptional circumstances reduce long-term incentive awards, including reducing them to zero, should it consider the vesting outcome to incorrectly reflect the true performance of the Company.

Benefits

Benefits provided shall be based on market terms and shall facilitate the discharge of each executive's duties. The pension provision is the main benefit and follows the local practice of the geography where the individual is based. The pension benefits consist of a basic defined contribution pension plan, where the employer provides 60 per cent and the employee 40 per cent of an annual contribution of up to 18 per cent of the capped pensionable salary and, at the Board's discretion, a supplemental defined contribution pension plan where the employer provides 60 per cent and the employee 40 per cent of a contribution up to 14 per cent of the capped pensionable salary.

Severance arrangements

Executives have rolling contracts where mutual notice periods of up to twelve months apply between the Company and the executive. In addition, severance terms are incorporated into the employment contracts for executives that give rise to compensation in the event of termination of employment due to a change of control of the Company. Such compensation, together with applicable notice periods, shall not exceed 24 months' base salary.

The Board is further authorised, in individual cases, to approve severance arrangements, in addition to the notice periods and the severance arrangements in respect of a change of control of the Company, where employment is terminated by the Company without cause, or otherwise in circumstances at the discretion of the Board. Such severance arrangements may provide for the payment of up to 12 months' base salary.

In all circumstances, severance payments in aggregate (i.e. for notice periods and severance arrangements) shall be limited to a maximum of 24 months' base salary.

Item 15: Resolution in respect of Employee LTIP 2022

The Board of Directors proposes that the Extraordinary General Meeting resolves to establish a long-term share-related incentive plan in the form of a share option plan for members of Group Management and other employees of the Company on the terms and conditions set out below (the "**Employee LTIP 2022**").

Background and purpose

The reason for establishing the Employee LTIP 2022 is to align the interests of the members of Group Management and other employees with the interests of the shareholders as well as to provide market

appropriate reward for a new business reflecting continuity, commitment and share price appreciation. The Board of Directors believes that the Employee LTIP 2022 will provide the Company with a crucial component to a competitive total compensation package to attract and retain employees who are critical to the Company's future success after the completion of the combination of the Company's exploration & production business with Aker BP.

The Employee LTIP 2022 is being introduced as part of a new remuneration approach within the new Policy on Remuneration for Group Management proposed under item 14 of the agenda, where base salaries and annual bonus opportunities have been set at the lower end of the market to create an overall remuneration approach that further emphasises the long-term sustainable growth and strategic success of the Company.

Terms and conditions

Subject to the terms and conditions of the Employee LTIP 2022, the Company will grant options ("**Employee Options**") free of charge to members of Group Management and other employees as allocated by the Board of Directors, or the Compensation Committee of the Board of Directors, pursuant to the following principles.

1. The maximum number of Employee Options that may be granted is 8,400,000. Each Employee Option shall entitle the holder to purchase one share in the Company subject to continued employment within the Group. Accordingly, the maximum number of shares available for the participants under the Employee LTIP 2022 shall be 8,400,000.
2. The Board of Directors shall at its discretion be entitled to grant Employee Options to all employees following the completion of the combination of the Company's exploration & production business with Aker BP (approximately 15 employees). The Chief Executive Officer may be granted up to 2,800,000 Employee Options and other employees may be granted up to 1,400,000 Employee Options each (subject to the cap of 8,400,000 Employee Options in total).
3. The purchase price per share in the Company upon exercise of an Employee Option (the "**Exercise Price**") shall correspond to the volume weighted average price for the Company's share on Nasdaq Stockholm during 18–22 July 2022, or a later period of five trading days as determined by the Board of Directors in the event (a) completion of the combination of the Company's exploration & production business with Aker BP has not occurred by 18 July 2022 or (b) the volume weighted average price during 18–22 July 2022 is not deemed to be an appropriate Exercise Price due to intervening changes in the Group, the market or otherwise in the industry.
4. Instead of participants purchasing shares by paying the Exercise Price at exercise of the Employee Options, the primary settlement method shall be to "net equity settle" the Employee Options, meaning that the purchase price for each share shall be equal to the quotient value of the share (currently approximately SEK 0.01 per share) and that the number of shares that may be purchased shall be reduced by applying the following formula:

Adjusted number of shares = ((A minus B) multiplied by D) divided by (A minus C), where:

- A = the volume weighted average price for the Company's share on Nasdaq Stockholm during the five trading days immediately preceding the date of exercise of the Employee Option
- B = the Exercise Price
- C = the quotient value of the Company's share
- D = the number of Employee Options exercised by the participant

Only whole shares (no fractions) may be delivered and the number of shares delivered at net equity settlement shall thus be rounded down to the nearest number of whole shares.

5. In the event a participant cannot exercise its Employee Options to purchase shares in the Company under applicable laws or regulations or at reasonable cost or with reasonable administrative effort by the participant or the Company, the Board of Directors shall have the right to decide to wholly or partly settle the Employee Options in cash. The Board of Directors shall also have the right to in its own discretion decide that shares and/or cash shall be withheld by the Company in order to cover or facilitate the payment of applicable taxes.

6. The intention is that the Board of Directors shall grant Employee Options on 1 August 2022, but the Board of Directors shall be authorised to in its own discretion finally determine the date of grant after the completion of the combination of the Company's exploration & production business with Aker BP taking into account any potential restrictions under applicable laws or regulations. The Employee Options shall vest on 31 July 2025 (the "**Vesting Date**"). The three-year period from 1 August 2022 to the Vesting Date is referred to as the "**Vesting Period**". After the end of the Vesting Period, participants shall be entitled to exercise all or part of the Employee Options until 31 July 2029.
7. In the event of a change of control of the Company or a direct or indirect sale, transfer or other disposal of all or substantially all of the business and assets, the Vesting Period shall be deemed to have completed and the participants shall be entitled to exercise the Employee Options as of the date when the transaction becomes unconditional.
8. Continued employment within the group during the entire Vesting Period shall be a condition for the Employee Options to vest. If the participant resigns after the expiry of the Vesting Period, the participant shall only be entitled to exercise Employee Options during a period of three months following the last day of employment, which may be reasonably extended taking into account any potential restrictions under applicable laws or regulations. The Board of Directors shall be authorised to waive and alter these conditions according to circumstances deemed reasonable.
9. The Board of Directors shall be entitled to recalculate the maximum number of shares (per Employee Option and in total) and the Exercise Price in the event of intervening rights issues, bonus issues, share splits, reverse share splits, dividends or similar events.
10. In order to further align the interests of the members of Group Management with the interests of the shareholders, each member of Group Management shall be required to undertake to retain a minimum of 50 per cent of the shares received when exercising the Employee Options (net after taxes) until the participant has built a personal ownership of shares in the Company equal to 100 per cent of the participant's annual gross base salary (200 per cent for the Chief Executive Officer).
11. The Board of Directors, or the Compensation Committee of the Board of Directors, shall be responsible for the detailed terms and the administration of the Employee LTIP 2022 within the scope and framework of this proposal. In connection therewith, the Board of Directors shall be entitled to adopt different terms and conditions e.g. due to new recruitment, illness, disability, death, redundancy, contractual retirement and other exceptional circumstances determined by the Board of Directors.

Delivery of shares and hedging of costs

In order to secure the delivery of shares to the participants and cover any costs (including taxes and social security charges) at exercise of Employee Options under the Employee LTIP 2022, the Board of Directors proposes that the Extraordinary General Meeting resolves to issue up to 8,560,000 warrants of series 2022:2 (see item 16 a) of the proposed agenda).

In the event the nine-tenth (9/10) majority requirement applicable to the Board of Directors' proposal to issue and transfer warrants of series 2022:2 under item 16 a) of the proposed agenda is not satisfied, the Board of Directors proposes that the Extraordinary General Meeting resolves to approve that the Company hedges its obligations under the Employee LTIP 2022 by entering into an equity swap arrangement with a third party, whereby the third party in its own name shall be entitled to acquire and transfer shares (including to the participants) in accordance with the terms and conditions of the Employee LTIP 2022 (see item 16 b) of the proposed agenda).

Estimated costs

The Employee LTIP 2022 grants participants the right on vesting to purchase shares in the Company for a price equivalent to the Exercise Price. The Employee LTIP 2022 will be accounted for in accordance with the accounting standard IFRS 2 and the costs will be charged to the income statement over the period the Employee Options are earned.

The maximum cost for granting Employee Options under the Employee LTIP 2022 (assuming 100 per cent vesting), excluding costs related to delivery of shares and social security charges, is approximately SEK 27.5 million. Under a scenario where the share price grows by 10 per cent per annum, the maximum cost for social

security charges is estimated to be approximately SEK 0.5 million if Employee Options are exercised on the Vesting Date.

Effects on key figures

The effects on key figures depend on the share price development. Assuming a share price and Exercise Price no lower than SEK 7.50; a volatility of 40 per cent; a risk-free rate of 2 per cent; a 0 per cent dividend yield; and exercise after 7 years, the number of shares required under the Employee LTIP 2022 amounts to approximately 8.4 million shares in the Company (subject to final determination of the Exercise Price), corresponding to approximately 2.9 per cent of the total number of shares and votes in the Company. If the Exercise Price is set above SEK 7.50 the maximum number of shares will decrease with the expected costs constant, and if the Exercise Price is set below SEK 7.50, the maximum number of shares will be constant with a decrease in expected costs. The Employee LTIP 2022 is expected to have only marginal effects on the Company's key figures.

If the Employee Options are "net equity settled", the number of shares used can be significantly reduced. Under a scenario where the share price grows by 10 per cent per annum, the use of shares if all Employee Options were exercised on vesting just after the end of the Vesting Period would decrease from a maximum of 2.9 per cent to less than 0.8 per cent and if all Employee Options were exercised just before the end of the exercise period on 31 July 2029 to less than 1.5 per cent.

If the warrant settlement method proposed under item 16 a) of the proposed agenda is not approved with the requisite majority and the Company's obligations under the Employee LTIP 2022 are settled by way of an equity swap arrangement with a third party, no dilution effect will arise.

Preparation of the proposal

The Employee LTIP 2022 has been prepared by the members of the Board of Directors that are proposed to be re-elected for the period until the close of the Annual General Meeting 2023 – i.e. C. Ashley Heppenstall, Grace Reksten Skaugen and Jakob Thomasen (see item 12 of the proposed agenda) – in consultation with external advisers.

Other long-term share-related incentive plans for employees

In connection with the completion of the combination of the Company's exploration & production business with Aker BP, the Company's currently outstanding long-term share related incentive plans (adopted at the Annual General Meetings in 2019, 2020 and 2021) will lapse and be terminated.

Conditions

The resolution shall be conditional upon, and take legal effect in connection with, the completion of the combination of the Company's exploration & production business with Aker BP. Completion of the combination is planned to occur on 30 June 2022.

Majority requirement

A resolution in accordance with the Board of Directors' proposal regarding the establishment of the Employee LTIP 2022 requires support from shareholders representing more than half (1/2) of the votes cast at the Extraordinary General Meeting.

A resolution in accordance with the Board of Directors' proposal regarding the issue and transfer of warrants of series 2022:2 under item 16 a) of the proposed agenda requires support from shareholders representing not less than nine-tenth (9/10) of both the votes cast and the shares represented at the Extraordinary General Meeting. A resolution in accordance with the Board of Directors' proposal regarding the equity swap arrangement under item 16 b) of the proposed agenda requires support from shareholders representing more than half (1/2) of the votes cast at the Extraordinary General Meeting.

Item 16: Resolution in respect of delivery of shares under the Employee LTIP 2022 through (a) an issue and transfer of warrants of series 2022:2 or (b) an equity swap arrangement with a third party

Background

Under the Employee LTIP 2022 proposed by the Board of Directors under item 15 of the proposed agenda, the Company has an obligation, subject to certain conditions, to deliver shares in the Company to the participants in the Employee LTIP 2022.

In order to secure the Company's obligation to deliver shares and to cover any costs (including taxes and social security charges), the Board of Directors proposes that the Extraordinary General Meeting resolves to issue and transfer up to 8,560,000 warrants of series 2022:2 on the terms and conditions set out in item 16 a) below. In the event the nine-tenth (9/10) majority requirement applicable to the proposed warrant settlement method is not satisfied, the Board of Directors proposes that the Extraordinary General Meeting resolves to approve that the Company hedges its obligations under the Employee LTIP 2022 by entering into an equity swap arrangement with a third party, whereby the third party in its own name shall be entitled to acquire and transfer shares (including to the participants) on the terms and conditions set out in item 16 b) below.

The Board of Directors considers the warrant settlement method to be the preferred alternative since the costs for an equity swap arrangement are significantly higher than the costs for issuing and transferring warrants. If the Extraordinary General Meeting resolves to approve the proposed warrant settlement method under item 16 a) below with the requisite majority, the Board of Directors' intends to withdraw its equity swap arrangement proposal under item 16 b) below.

Item 16 a): Resolution in respect of delivery of shares under the Employee LTIP 2022 through an issue and transfer of warrants of series 2022:2

In order to secure the Company's obligation to deliver shares under the Employee LTIP 2022, the Board of Directors proposes that the Extraordinary General Meetings resolves to issue and transfer warrants of series 2022:2 in the Company on the following terms and conditions:

1. A maximum of 8,560,000 warrants shall be issued.
2. The right to subscribe for warrants shall, with deviation of the shareholders' preferential rights, rest with the Company itself.
3. The reason for deviating from the shareholders' preferential rights is to secure the Company's obligations to deliver shares and to cover any costs (including taxes and social security charges) under the Employee LTIP 2022.
4. Subscription for the warrants shall take place on a separate subscription list not later than 1 August 2022.
5. The warrants shall be issued free of charge.
6. Each warrant shall entitle the holder to subscribe for one new share in the Company. The subscription price for each new share shall be equal to the quotient value of the Company's share.
7. The warrants may be exercised during the period from and including 1 August 2022 up to and including 1 August 2030.
8. The new shares shall carry rights to dividends for the first time on the record date for dividends that occurs after subscription has been effected.
9. The subscription price and the number of shares for which each warrant entitles subscription may be re-calculated under certain circumstances as set forth in the complete terms and conditions for the warrants.
10. Upon exercise of all 8,560,000 warrants, the Company's share capital will increase by SEK 104,145.59 (based on a quotient value of approximately SEK 0.01). If the subscription price exceeds the quotient value of the shares, the excess amount shall be allotted to the non-restricted statutory reserve (Sw. *den fria överkursfonden*).
11. The Company may transfer up to 8,560,000 warrants (a) free of charge to participants (and/or a designated third party) for the purpose of enabling the delivery of shares in the Company at exercise of Employee Options under the Employee LTIP 2022 and (b) at a price equal to the fair market value of the warrants as determined using a customary valuation method to a designated third party for the purpose of covering any costs (including taxes and social security charges) at exercise of Employee Options under the Employee LTIP 2022.

The complete terms and conditions for the warrants of series 2022:2, a transcript of the Company's Articles of Association and documents prepared pursuant to Chapter 14, section 8 of the Swedish Companies Act will be

available at the Company and on the Company's website, www.lundin-energy.com, not later than three weeks prior to the Extraordinary General Meeting.

The resolution shall be conditional upon, and take legal effect in connection with, the completion of the combination of the Company's exploration & production business with Aker BP. Completion of the combination is planned to occur on 30 June 2022. The resolution shall also be conditional upon that the Extraordinary General Meeting resolves to establish the Employee LTIP 2022 in accordance with the Board of Directors' proposal under item 15 of the proposed agenda.

A resolution in accordance with the Board of Directors' proposal requires support from shareholders representing not less than nine-tenth (9/10) of both the votes cast and the shares represented at the Extraordinary General Meeting.

Item 16 b): Resolution in respect of delivery of shares under the Employee LTIP 2022 through an equity swap arrangement with a third party

The Board of Directors proposes that the Extraordinary General Meeting resolves to approve that the Company hedges its obligations under the Employee LTIP 2022 by entering into an equity swap arrangement with a third party, whereby the third party in its own name shall be entitled to acquire and transfer shares (including to the participants) in accordance with the terms and conditions of the Employee LTIP 2022.

The resolution shall be conditional upon, and take legal effect in connection with, the completion of the combination of the Company's exploration & production business with Aker BP. Completion of the combination is planned to occur on 30 June 2022. The resolution shall also be conditional upon that the Extraordinary General Meeting resolves to establish the Employee LTIP 2022 in accordance with the Board of Directors' proposal under item 15 of the proposed agenda.

A resolution in accordance with the Board of Directors' proposal requires support from shareholders representing more than half (1/2) of the votes cast at the Extraordinary General Meeting.

Item 17: Resolution in respect of authorisation for the Board of Directors to resolve on new issue of shares and convertible debentures

The Board of Directors proposes that the Extraordinary General Meeting resolves to authorise the Board of Directors to decide, at one or more occasions until the next Annual General Meeting:

- (i) to issue no more than 28,500,000 new shares with consideration in cash or in kind or by set-off; and
- (ii) to issue convertible debentures with consideration in cash or in kind or by set-off, where the number of shares that may be issued after conversion shall not exceed 28,500,000.

The Board of Directors may resolve to deviate from the shareholders' preferential rights. If the Board of Directors resolves to deviate from the shareholders' preferential rights, the reason shall be to enable or facilitate acquisitions of companies or businesses or other major investments.

The total number of shares that can be issued based on the proposed authorisations under (i) and (ii) may not together exceed 28,500,000. If the authorisation is exercised in full for issues with deviation from the shareholders' preferential rights, the dilution effect is approximately ten per cent.

The resolution shall be conditional upon, and take legal effect in connection with, the completion of the combination of the Company's exploration & production business with Aker BP. Completion of the combination is planned to occur on 30 June 2022.

A resolution in accordance with the Board of Directors' proposal requires the support of shareholders representing at least two thirds (2/3) of the votes cast and of the shares represented at the Extraordinary General Meeting.

Item 18: Resolution in respect of amendment of the Articles of Association

The Board of Directors proposes that the Extraordinary General Meeting resolves to amend § 1 (Name), § 3 (Object of the Company) and § 11 (Participation at general meetings of shareholders) of the Articles of Association in accordance with the following.

Current wording of § 1 (Name):

The name of the Company is Lundin Energy AB. The Company is a public company (publ).

Proposed new wording of § 1 (Name):

The name of the Company is Orrön Energy AB. The Company is a public company (publ).

Current wording of § 3 (Object of the Company):

The object of the Company's business is to explore, develop and produce oil and gas, to develop other energy resources, and to undertake activities compatible therewith, either directly or indirectly through its subsidiaries, associated companies or other forms of joint enterprises.

Proposed new wording of § 3 (Object of the Company):

The object of the Company's business is to carry out business in the energy sector including in relation to renewable energy resources and other energy resources, energy facilities and infrastructure, energy storage systems as well as to undertake other activities compatible therewith, either directly or indirectly through its subsidiaries, associated companies or in participation or co-operation with other companies or other forms of joint enterprises.

Current wording of § 11 (Participation at general meetings of shareholders):

Shareholders who wish to participate in a general meeting of shareholders shall give notice to the Company of his or her intention to participate in the meeting no later than the day that is set forth in the notice of the meeting. The last-mentioned day shall not be a Sunday, or any other public holiday, Saturday, Midsummer's Eve, Christmas Eve or New Year's Eve and not fall prior to the fifth weekday before the meeting.

Proposed new wording of § 11 (Participation at general meetings of shareholders):

Shareholders who wish to participate in a general meeting of shareholders shall give notice to the Company of his or her intention to participate in the meeting no later than the day that is set forth in the notice of the meeting.

Shareholders may be accompanied by not more than two advisers at the general meeting, however, only if the shareholder has notified the Company of the number of advisers in the manner stated in the previous paragraph.

The Board of Directors may resolve that persons that are not shareholders of the Company shall be entitled, on the conditions stipulated by the Board of Directors, to attend or in any other manner follow the discussions at a general meeting.

The Board of Directors may collect powers of attorney in accordance with the procedure described in Chapter 7, Section 4 of the Swedish Companies Act.

The Board of Directors may, before a general meeting, decide that the shareholders shall have the right to exercise their voting rights by post in accordance with Chapter 7, Section 4 a of the Swedish Companies Act.

The proposed new Articles of Association are available in their entirety at the Company's website, www.lundin-energy.com.

The resolution shall be conditional upon, and take legal effect in connection with, the completion of the combination of the Company's exploration & production business with Aker BP. Completion of the combination is planned to occur on 30 June 2022.

A resolution in accordance with the Board of Directors' proposal requires the support of shareholders representing at least two thirds (2/3) of the votes cast and of the shares represented at the Extraordinary General Meeting.

Number of shares and votes in the Company

The Company's share capital amounts to SEK 3,478,713,38, represented by 285,924,614 shares. Each share carries one vote. As of the date of this notice, the Company does not hold any treasury shares.

Shareholders' right to request information

The Board of Directors and the Chief Executive Officer shall, if a shareholder so requests and the Board of Directors considers that it may do so without significant damage to the Company, give information at the

Extraordinary General Meeting regarding circumstances that could affect the assessment of an item on the agenda.

Additional documentation

The complete proposals and other documents that shall be made available prior to the Extraordinary General Meeting pursuant to the Swedish Companies Act and the Swedish Corporate Governance Code are available at the Company's office (Hovslagargatan 5 in Stockholm) and on www.lundin-energy.com. The documents will be sent to shareholders free of charge upon request if their postal address is provided.

Handling of personal data and external participants

For information on how personal data is processed in connection with the Extraordinary General Meeting, see the privacy notices of Euroclear Sweden AB and Computershare AB available at their respective websites, www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf, and www.computershare.com/se/gm-gdpr.

It will not be possible for the Company to verify if any external persons are following the Extraordinary General Meeting online. Consequently, the Board of Directors has, in accordance with the Swedish Act on Temporary Exemptions to Facilitate the Execution of General Meetings in Companies and Associations, resolved to allow persons who are not shareholders to follow the Extraordinary General Meeting online.

Stockholm in May 2022
LUNDIN ENERGY AB (PUBL)
The Board of Directors

For further information, please contact:

Edward Westropp

VP Investor Relations and Communication

Tel: +41 22 595 10 14

edward.westropp@lundin-energy.com

Robert Eriksson

Director Media and Corporate Affairs

Tel: +46 701 11 26 15

robert.eriksson@lundin-energy.com

Lundin Energy is an experienced Nordic oil and gas company that explores for, develops and produces resources economically, efficiently and responsibly. We focus on value creation for our shareholders and wider stakeholders through three strategic pillars: Resilience, Sustainability and Growth. Our high quality, low cost assets mean we are resilient to oil price volatility, and our organic growth strategy, combined with our sustainable approach and commitment to decarbonisation, firmly establishes our leadership role in a lower carbon energy future. (Nasdaq Stockholm: LUNE). For more information, please visit us at www.lundin-energy.com or download our App www.myirapp.com/lundin

These materials do not constitute an offer of securities for sale or a solicitation of an offer to purchase the securities described in such materials in the United States. In particular, any securities referred to in these materials have not been and will not be registered under the U.S. Securities Act of 1933 (the "Securities Act"), or under the securities laws of any state or other jurisdiction of the United States and may not be offered, sold or delivered, directly or indirectly, in or into the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with any applicable securities laws of any state or other jurisdiction of the United States. There will be no public offering of securities in the United States.

Forward-looking statements

Certain statements made and information contained herein constitute "forward-looking information" (within the meaning of applicable securities legislation). Such statements and information (together, "forward-looking statements") relate to future events, including Lundin Energy's future performance, business prospects or opportunities. Forward-looking statements include, but are not limited to, statements with respect to estimates of reserves and/or resources, future production levels, future capital expenditures and their allocation to exploration and development activities, future drilling and other exploration and development activities. Ultimate recovery of reserves or resources are based on forecasts of future results, estimates of amounts not yet determinable and assumptions of management.

All statements other than statements of historical fact may be forward-looking statements. Statements concerning proven and probable reserves and resource estimates may also be deemed to constitute forward-looking statements and reflect conclusions that are based on certain assumptions that the reserves and resources can be economically exploited. Any statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance (often, but not always, using words or phrases such as “seek”, “anticipate”, “plan”, “continue”, “estimate”, “expect”, “may”, “will”, “project”, “predict”, “potential”, “targeting”, “intend”, “could”, “might”, “should”, “believe” and similar expressions) are not statements of historical fact and may be “forward-looking statements”. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. No assurance can be given that these expectations and assumptions will prove to be correct and such forward-looking statements should not be relied upon. These statements speak only as on the date of the information and Lundin Energy does not intend, and does not assume any obligation, to update these forward-looking statements, except as required by applicable laws. These forward-looking statements involve risks and uncertainties relating to, among other things, operational risks (including exploration and development risks), production costs, availability of drilling equipment, reliance on key personnel, reserve estimates, health, safety and environmental issues, legal risks and regulatory changes, competition, geopolitical risk, and financial risks. These risks and uncertainties are described in more detail under the heading “Risk management” and elsewhere in Lundin Energy’s Annual Report. Readers are cautioned that the foregoing list of risk factors should not be construed as exhaustive. Actual results may differ materially from those expressed or implied by such forward-looking statements. Forward-looking statements are expressly qualified by this cautionary statement.