

## MERGER PLAN

The Board of Directors of

Chile Holding AS

Org. no. 935859808

Rasmusbakken 26

6030 Langevåg

Norway

("CH")

and

TRIPLENINE GROUP A/S

CVR-no. 35476601

Trafikhavnskaj 9

6700 Esbjerg

Denmark

also carrying on business under the following secondary name Triple Fish A/S

("999")

have today together established the following joint merger plan for the contemplated cross-border merger between CH and 999 (together "the Participating Companies") with 999 as the continuing company with the intention of simplifying the company structure and creating a direct line of ownership between 999 and the shares currently owned by CH. The contemplated cross-border merger is further described below and shall be implemented by application of the provisions of chapter 16 of the Danish Companies Act and chapter 13 of the Norwegian Companies Act as amended ("NCA").

In accordance with section 272 of the Danish Companies Act and section 13-25 of the NCA, with further reference to the Norwegian Public Companies Act section 13-25 to 13-36 ("NPCA"), the below proposed terms shall apply to the merger.

## **1 THE CONTEMPLATED CROSS-BORDER MERGER AND THE PARTICIPATING COMPANIES**

- 1.1 It is proposed to carry out a cross-border merger whereby all assets and liabilities of CH, a limited liability company incorporated under the laws of Norway (the "Discontinuing Company"), will be transferred in their entirety to 999, a public limited liability company incorporated under the laws of Denmark (the "Continuing Company").
- 1.2 This merger will be executed in accordance with Chapter 13 of the NCA, as well as Chapter 16 of the Danish Companies Act, and will be subject to the principle of universal succession.
- 1.3 As a result of the cross-border merger, the Discontinuing Company will be dissolved without liquidation and removed from the Norwegian Register of Business Enterprises (Norwegian: *Brønnøysundregistrene*).
- 1.4 The legal effects of the merger will take effect on the date the merger is registered with the competent authority for the Continuing Company (the "Merger Date").
- 1.5 CH is 100 % owned by 999 (the "Shareholder").
- 1.6 The contemplated cross-border merger will be completed as a vertical merger between a parent and its subsidiary company. Upon completion of the merger, CH will be dissolved without liquidation and its total assets and liabilities will be deemed transferred to 999.

## **2 Names and Secondary Names**

- 2.1 The name of the Continuing Company is TRIPLENINE GROUP A/S, also carrying on business under the following secondary name Triple Fish A/S, which name shall not be changed as part of the cross-border merger.
- 2.2 The name of the Discontinuing Company is Chile Holding AS. The Discontinuing Company holds no secondary names.

## **3 Registered Offices, Form and Name of the Official Registry and Entry Number of the Merging Companies (Section 13-26 (2) No.1 of the NPCA and Section 272, Point 2 of the Danish Companies Act)**

- 3.1 The Continuing Company is a public limited company incorporated under the laws of Denmark, with its registered office located at Trafikhavnskaj 9, 6700 Esbjerg, Denmark. This address will remain unchanged as part of the cross-border merger.
- 3.2 The Continuing Company is registered in the Danish Business Register under CVR number 35476601.

- 3.3 The Discontinuing Company is a private limited liability company incorporated under the laws of Norway, with its registered office located at Rasmusbakken 26, 6030 Langevåg, Municipality of Sula, Norway. Its postal address is Postboks 1504, 6025 Ålesund, Norway.
- 3.4 The Discontinuing Company is registered in the Norwegian Register of Business Enterprises (Norwegian: *Brønnøysundregistrene*) under organisation number 935 859 808.
- 4 Consideration and the Allocation of Shares of the Continuing Company. Ratio of Exchange of Shares of the Discontinuing Company for Shares of the Continuing Company (Section 13-26 (2) No. 2, 3 and 5 of the NPCA and Section 272, Point 3, 6, 7 and 9 of the Danish Companies Act)**
- 4.1 As this is a vertical merger, no consideration is given to the Shareholder in the Discontinuing Company.
- 5 The Likely Impact of the Cross-Border Merger on the Employees (Section 13-26 (2) No 4. of the NPCA and Section 272, Point 5 of the Danish Companies Act)**
- 5.1 As per the date of signing of this merger plan, the Continuing Company and the Discontinuing Company has no employees. Hence, the cross-border merger will have no impact on employees.
- 6 Effect for Accounting Purposes (Section 13-26 (2) No. 6 of the NPCA and Section 272, Point 8 of the Danish Companies Act)**
- 6.1 The cross-border merger shall have effect for accounting purposes as per the Merger Date, from which date the assets and obligations of the Discontinuing Company shall, for accounting purposes, be deemed transferred to the Continuing Company.
- 6.2 The transactions of the Discontinuing Company will be treated for accounting purposes as being those of the Continuing Company starting from the Merger Date.
- 7 Special Benefits to the Companies' Management (Section 13-26 (2) No. 8 of the NPCA and Section 272, Point 10 of the Danish Companies Act)**
- 7.1 The members of the participating companies' boards of directors and/or executive boards shall receive no special benefits following the merger.

- 8 Articles of Association (Section 13-26 (2) No. 9 of the NPCA and Section 272, Point 11 of the Danish Companies Act)**
- 8.1 A draft of the Articles of Association of the Continuing Company, in the form and wording following the implementation of the cross-border merger, is attached as Exhibit 1 to this merger plan. No changes are envisaged to be made
- 9 Information on Employee Participation (Section 13-26 (2) No. 10 of the NPCA and Section 272, Point 12 of the Danish Companies Act)**
- 9.1 The procedures for involving employees in the determination of their rights of participation in the Continuing Company as set out in section 311 to 317 in the Danish Companies Act do not apply to the cross-border merger, see further clause 5.1.
- 9.2 Consequently, no procedure by which arrangements for the involvement of employees in the participation in the governing bodies of the Continuing Company resulting from the cross-border merger is legally prescribed and, therefore, no employee participation arrangements have to be made.
- 10 The Assets and Liabilities Transferred (Section 13-26 (2) No. 11 of the NPCA and Section 272, Point 13 of the Danish Companies Act)**
- 10.1 See clauses 4.1 and 6.1.
- 11 Creditors (Section 272, Point 14 of the Danish Companies Act)**
- 11.1 Upon the completion of the merger, the creditors of the Dissolving Company shall become the creditors of the Acquiring Company. The cross-border merger is not expected to have any adverse effect on the creditors, and they will continue to have the same rights.
- 12 Valuation of the Assets and Liabilities of the Dissolving Company to Be Acquired by the Acquiring Company (Section 272, Point 14 of the Danish Companies Act)**
- 12.1 The assets and liabilities of the Dissolving Company will be acquired by the Acquiring Company at their book value as shown on the accounts of the Dissolving Companies as of the Merger Date.
- 13 Shares and Debt Instruments Carrying Special Rights (Section 13-26 (2) No. 7 of the NPCA)**
- 13.1 The Discontinuing Company has not issued shares and/or debt instruments carrying special rights.

## **14 Financial Basis and Attached Accounts**

- 14.1 The financial terms of this merger plan have been determined on the basis of the annual accounts of the Participating Companies for the period 1 January 2024 until 31 December 2024, which shall be deemed the reference date for the purposes of this merger in accordance with Section 13-26 (2) No. 12 of the NPCA.
- 14.2 In accordance with Section 13-8 of the NPCA, the last three annual reports for 999 are attached to this merger plan as Schedule 14.2.

## **15 Deselection of Documents**

- 15.1 The Shareholder has decided not to prepare the merger statement in connection with the merger.
- 15.2 Considering what is already described in this merger plan, the Shareholder has decided not to prepare a report describing the impact of the merger for the shareholder, creditors and employees, pursuant to Section 13-27 of the NPCA.

## **16 Tax**

- 16.1 The merger is completed as a tax-exempt merger in accordance with the Danish Merger Tax Act (*in Danish: "Fusionsskatteloven"*) and the Norwegian General Tax Act Chapter 11, Section 11-11.

## **17 Confirmation and Execution**

- 17.1 The Board of Directors of the Dissolving and Acquiring Companies confirm the merger by signing this merger plan, and the merger of the companies will take effect upon the date of registration of the merger in the Danish Business Authorities. In Norway, the merger will become effective following a credit notice period of 6 weeks. Further, the condition for the accomplishment of the merger is that all necessary approvals are received from the competent authorities in Denmark and Norway.

Date 29.08.2025

The Board of Directors of Chile Holding AS:

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Kenneth Lande Klokke

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Niels Casper Andersen

The Board of Directors of TRIPLENINE GROUP A/S:

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Kenneth Lande Klokke

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Torben Svejgård

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Hans Peter Koppernæs

The Management of TRIPLENINE GROUP A/S:

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Niels Casper Andersen

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## Torben Svejgård

### Styremedlem

På vegne av: TripleNine Group A/S

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2025-08-29 05:28:38 UTC



## Klokk, Kenneth Lande

### Styrets leder

På vegne av: TripleNine Group A/S

Serienummer: no\_bankid:9578-5999-4-2538610

IP: 109.247.xxx.xxx

2025-08-29 06:29:17 UTC



## Klokk, Kenneth Lande

### Styrets leder

På vegne av: Chile Holding AS

Serienummer: no\_bankid:9578-5999-4-2538610

IP: 109.247.xxx.xxx

2025-08-29 06:29:49 UTC



## Koppernæs, Hans Peter

### Styremedlem

På vegne av: TripleNine Group A/S

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## Niels Casper Andersen

### Underskriver

På vegne av: Chile Holding AS

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## Niels Casper Andersen

### Daglig leder

På vegne av: TripleNine Group A/S

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