DOCUMENTS FOR CORPORATE GOVERNANCE

OUTLET GROUP HOLDING ASA

Adopted by the board of directors on 13 August 2026, effective from the first day of trading of the Company's shares on Oslo Børs

(applicable as of 24 September 2026)

*This collection of documents is adopted to secure, together with any other corporate governance documents, that Outlet Group Holding ASA ("**Outlet Group**" or the "**Company**" and, together with its subsidiaries, the "**Group**") complies with applicable regulations and recommendations relating to corporate governance (other than those recommendations, if any, the board of directors resolves that the Group shall not follow).*

The policies and routines included herein are subject to the annual review by the board of directors of the Company. The management of the Company is authorised to amend the policies and routines to the extent such amendments align with the overarching policy.

These documents are solely for the internal use of the Group, and none other than the Company can invoke breach of the content. Breaches of the content can however lead to sanctions from public authorities if the action also is a breach of any public regulations.

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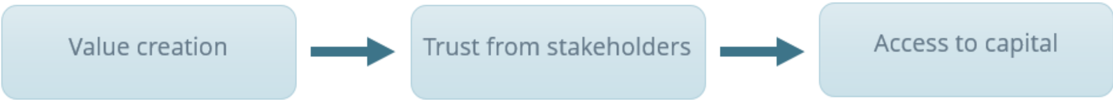
CORPORATE GOVERNANCE POLICY

Adopted by the board of directors on 13 August 2026, effective from the first day of trading of the Company's shares on Oslo Børs.

1 GOVERNANCE REGIME

The Company considers good corporate governance to be a prerequisite for:



In order to secure sound and sustainable corporate governance, it is important that the Company ensures good and healthy business practices, reliable financial reporting and an environment of compliance with applicable legislation and regulations across the Group structure.

To secure good corporate governance, the Company has adopted a set of governance documents setting out principles for how its business should be conducted. The content of these documents applies to the entire Group, effectively from the first day of trading of the Company's shares on Oslo Børs.

2 LEGAL ENVIRONMENT FOR THE COMPANY

2.1 Key corporate details

Overview	
Legal status	• Norwegian public limited liability company.
Country of incorporation	• Norway.
Regulated market place	• Oslo Børs.
Applicable legislation	• The Norwegian Public Limited Liability Companies Act (the "**Public Companies Act**"); • the Norwegian Securities Trading Act (the "**STA**"); • the regulations to the STA (the "**Securities Trading Regulations**"); • Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (market abuse regulation), as implemented in Norway in accordance with section 3-1 of the STA ("**MAR**"); • Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, as amended and as implemented in Norway in accordance with section 7-1 of the STA (the "**EU Prospectus Regulation**"); • the Norwegian Transparency Act (the "**Transparency Act**"); • the Norwegian Accounting Act (the "**Accounting Act**"); and • other applicable legislation, Norwegian as well as non-Norwegian.
Applicable rules and recommendations	• Euronext Rule Book – Book I: Harmonised Rules ("**Rule Book I**") and Oslo Rule Book II – Issuer Rules regarding non-harmonised rules for issuers listed on Oslo Børs ("**Rule Book II**" and, together with Rule Book I, the "**Rule Books**"), as interpreted or implemented by "notices" issued by Oslo Børs for the purpose of interpreting or implementing the rules set out in the Rule Books or any other purpose contemplated by the Rule Books;

	•	the Norwegian Code of Practice for Corporate Governance *(Nw. "Norsk anbefaling for eierstyring og selskapsledelse"),* as amended from time to time (the "**Code**"); and
	•	other applicable rules and recommendations, Norwegian as well as foreign.
Competent supervisory authorities	•	The Norwegian Financial Supervisory Authority *(Nw. Finanstilsynet)* (the "**NFSA**"): The NFSA's remit is to promote financial stability and well-functioning markets through its supervision of companies and markets. The NFSA *inter alia* examines the management and control procedures established by listed companies and reviews their financial reporting and documentation.
	•	Oslo Børs: Oslo Børs monitors market activity and issuers' compliance with the statutory requirements to which they are subject as a result of having financial instruments admitted to trading on a trading venue. These requirements include issuers' obligations in relation to reporting, the disclosure of information, and the prohibition against market abuse. The monitoring activities are the primary responsibility of Oslo Børs' Market Surveillance Department.

2.2 Compliance and report on corporate governance

In accordance with the Code, Rule Book II and the Accounting Act, the Company will annually report on its compliance with corporate governance requirements and recommendations. The report will be included in the directors' report, which is included in the annual report or in a document referred to therein, and shall cover every section of the Code.

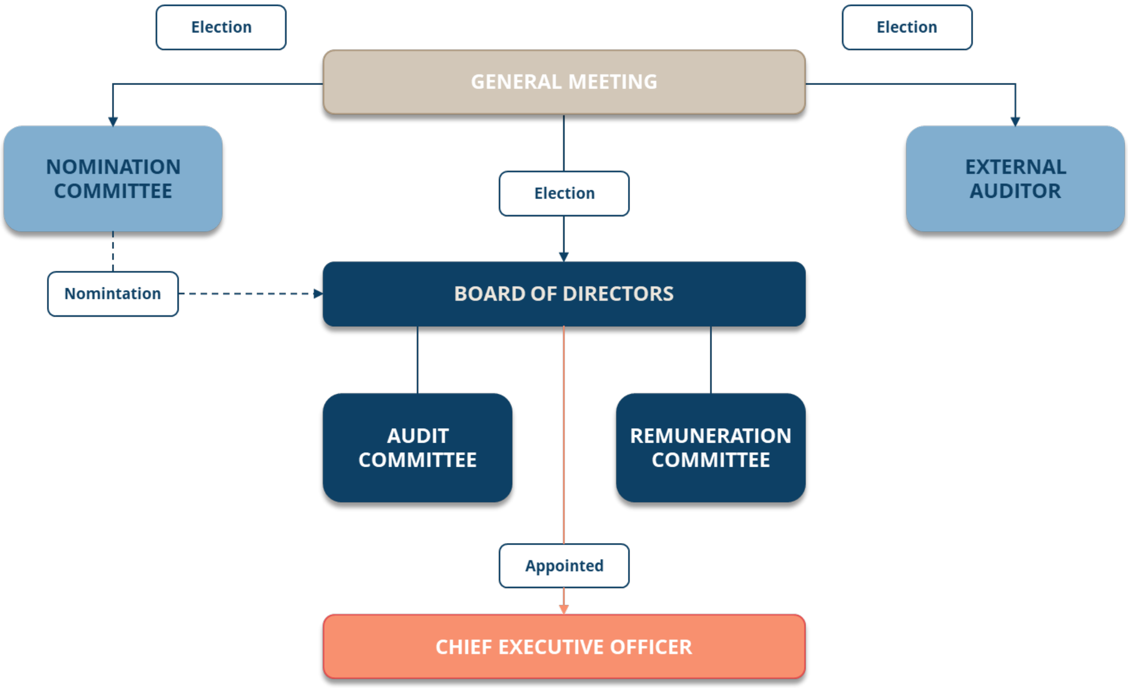
The Code is based on a "*comply or explain principle*", meaning that listed companies must comply with the recommendations set out in the Code or explain why they have chosen to deviate from such recommendations. A justification for deviations from the Code (if any) shall be included in the directors' report.

Furthermore, a description of the most important corporate governance principles of the Company shall be made available on the Company's website in accordance with the Company's "Investor Relations Policy". By publishing an overview of all aspects of the Company's corporate governance policy, shareholders, employees and other stakeholders are more equipped to evaluate the extent to which the Company follows principles of good corporate governance.

3 CORPORATE STRUCTURE

The Company's corporate governance policy regulates the division of roles between the Company's shareholders, board of directors, executive management and committees. The corporate governance policy also provides the structure through which the objectives of the Company are set, and the means of attaining those objectives and monitoring performance are determined.

The Company's governance structure consists of:



4 MAIN OBJECTIVES OF THE COMPANY'S CORPORATE GOVERNANCE POLICY

The corporate governance principles set out herein are based on the Code and designed to establish a basis for good corporate governance and support the Company in achieving its core objectives. The manner in which the Company is governed is vital to its value creation over time and achievement of a sustainable profitability. Unless otherwise specified, these corporate governance principles apply to all Group entities. References to certain more specific policies are included in this corporate governance policy where relevant.

The Company believes that good corporate governance involves transparent and trustful cooperation between all parties involved with the Group and its business. This includes the Company's shareholders, board of directors and executive management team, employees, customers, suppliers, and other business partners, as well as public authorities and society at large.

The board of directors and executive management shall contribute achieving the following core objectives when honouring the Company's corporate governance policy:

- **Transparency.** Communication with the Company's shareholders, stakeholders and other interest groups shall be based on transparency and openness on issues relevant for the evaluation of the development and position of the Company.

- **Independence.** The relationship between the board of directors, executive management and shareholders shall be based on independence principles. Independence shall ensure that all decisions are made on an unbiased and neutral basis.

- **Equal treatment.** A fundamental objective for good corporate governance is equal treatment and equal rights for all of the Company's shareholders.

- **Control and management.** Sound control and corporate governance mechanisms shall contribute to predictability and reduce the level of risk for the Company's shareholders, stakeholders and other interest groups.

The development and improvement of the Company's corporate governance principles are ongoing and important focus areas of the board of directors, cf. the Company's "Instructions for the Board of Directors".

In this document the "executive management" is defined as the chief executive officer (CEO) and the chief financial officer (CFO) of the Group.

5 BUSINESS OBJECTIVE

The Company's business objective, as set forth in the Company's articles of association, reads as follows: Engage in investment activities, including the purchase and sale of interests in other companies, as well as activities naturally related thereto and lending to affiliated companies.

The Company's operations shall comply with the business objective set forth in the Company's articles of association, which shall be stated in the Company's annual report together with the Group's primary objectives and strategies.

The board of directors has defined objectives, strategies and risk profiles for the Group's business activities as an effort to create value for its shareholders in a sustainable manner. These objectives, strategies and risk profiles are evaluated annually. When carrying out this work, the board of directors should take into account financial, social and environmental considerations.

The Company has established guidelines and principles which are used to integrate considerations to human rights, employee rights and social matters, the external environment and anti-corruption efforts in its business strategies, its day-to-day operations and in relation to its stakeholders.

The Company is subject to the Transparency Act. In accordance with such Act and the OECD Guidelines for Multinational Enterprises, the Company shall conduct due diligence assessments to detect, prevent and mitigate any actual, or any risks of, adverse impacts on human rights or decent working conditions in the Group's own operations, its supply chain and other business relationships. The Company shall also publish a report on such due diligence assessments and upon request provide information to third parties in accordance with the Act.

6 EQUITY AND DIVIDENDS

6.1 Capital adequacy

The board of directors is responsible for ensuring that the Group is adequately capitalised relative to the risk and scope of operations and that the capital requirements set forth in laws and regulations are met.

The Company shall have an equity capital at a level appropriate to its objectives, strategy and risk profile. The board of directors shall continuously monitor the Group's capital situation. If the equity or liquidity is deemed less than adequate, the board of directors shall immediately take necessary steps, consider public disclosure on the basis of the Company's "Instructions for Handling Inside Information" and call for a general meeting within a reasonable time in order to report the Company's financial condition and the proposed measures to rectify the situation.

6.2 Dividend policy

The Company shall, at all times, have a clear and predictable dividend policy. The dividend policy shall be established by the board of directors. The dividend policy forms the basis for the board of directors' proposals on dividend payments to the Company's general meeting.

The dividend policy shall be available for the shareholders and prospective investors on the Company's website.

The reason for any proposal to grant the board of directors an authorisation to approve distribution of dividends should be explained and the explanation should state to which extent the authorisation is based on the Company's dividend policy. An authorisation granted to the board of directors to approve distribution of dividends shall be limited in time and not be granted for a longer period than until the next annual general meeting.

6.3 Authorisations to the board of directors to increase the Company's share capital or to purchase treasury shares

Any authorisation granted to the board of directors to (a) increase the Company's share capital or (b) to purchase treasury shares shall be restricted to defined purposes. If the board of directors proposes that the general meeting grants such authorisations, each authorisation shall be assessed and resolved separately by the general meeting. An authorisation granted to the board of directors to (a) increase the Company's share capital or (b) to purchase treasury shares shall be limited in time, and shall in no event last longer than two years. The Code recommends that these board authorisations are limited in time to the next annual general meeting, such that any authorisation granted is reassessed annually. The Company shall follow this recommendation. No authorisation granted to the board of directors can be used prior to being registered in the Norwegian Register of Business Enterprises (*Nw. Foretaksregisteret*) (the "**NRBE**").

7 EQUAL TREATMENT AND TRANSACTIONS WITH CLOSELY ASSOCIATED PERSONS

7.1 Basic principles

The Company has only one class of shares. Each share in the Company carries one vote, and all shares carry equal rights, including the right to participate in general meetings and the right to dividends.

All shareholders shall be treated on an equal basis, unless there is a just and factual cause for treating them differently.

7.2 Deviation from existing shareholders' pre-emption rights

Any decision to waive the pre-emption rights of existing shareholders to subscribe for shares in a share capital increase, shall be specifically set out in the proposal and justified by the common interest of the Company and the shareholders. This applies both when the capital increase is resolved by the general meeting and when a board authorisation is used. The justification should be included in the stock exchange announcement that discloses the share capital increase. The justification should specifically state how the principle of equal treatment of shareholders is safeguarded.

7.3 Transactions in treasury shares

The Company's transactions in treasury shares shall be carried out through Oslo Børs' trading platform at the prevailing trading price or by making a public offer to all shareholders. If the Company's shares suffer from weak liquidity, the board of directors shall take particular care even when making purchases and sales through the stock exchange, in order to ensure equal treatment of shareholders.

All transactions in treasury shares must be evaluated in relation to, inter alia, the following rules, requirements and prohibitions as set out in the STA and MAR:

- *the rules on duty of disclosure, cf. article 17 of MAR;*
- *the requirement for equal treatment of all shareholders, cf. section 5-14 of the STA;*
- *the prohibition of use of inside of inside information, cf. article 8 of MAR;*
- *the prohibition of market manipulation, cf. article 12 of MAR; and*
- *the prohibition of unreasonable business methods, cf. section 3-7 of the STA.*

All transactions in treasury shares shall be publicly disclosed in a stock exchange announcement.

8 FREELY TRANSFERABLE SHARES

The shares of the Company are freely transferable and there are no limitations on any party's ability to own or vote for shares in the Company.

9 GENERAL MEETINGS

9.1 General meetings

9.1.1 Exercising rights

The board of directors shall ensure that the Company's shareholders can participate and exercise their voting rights in the Company's general meeting, and that the general meeting is an effective forum for shareholders and the board of directors. This shall, among other actions, be facilitated trough the following actions or documents:

- the notice of the general meeting and any ancillary documents, the nomination committee's recommendation and background information on the resolutions to be considered at the general meeting (if any) shall be available on the Company's website **no later than 21 days prior to the date of the general meeting**;

- the resolutions and any ancillary documentation shall be sufficiently detailed and comprehensive, thereby **allowing shareholders to understand and make an opinion** on all matters to be considered at the general meeting;

- the deadlines for shareholders to register their attendance at the general meeting shall be set as close to the date of the general meeting as practically possible. The deadline may not expire earlier than **two business days before the date of the general meeting.** The board of directors may, prior to sending the notice of the general meeting, determine a later date for the notification;

- only those who are shareholders in the Company five (5) business days prior to the general meeting (the "**Record Date**") are entitled to attend and vote at the general meeting. This means that shareholders who wish to attend and vote at the general meeting must be registered in the shareholders' register in Euronext Securities Oslo at the Record Date or have reported and documented an acquisition as per the Record Date;

- the board of directors and the chairperson of the general meeting shall ensure that the **shareholders are able to vote separately** on each of the proposals to be considered, including voting for individual candidates nominated for election to the board of directors, the nomination committee and other corporate bodies (if applicable);

- **the chair of the board of directors and the CEO shall be present at general meetings.** The Company should also ensure that other members of the board of directors are present at general meetings. The chair of the nomination committee should attend annual general meetings in order to present the committee's recommendations and answer any questions. The auditor shall be present at general meetings where matters of relevance are on the agenda; and

- an **independent person to chair the general meeting** shall be appointed.

9.1.2 Participation without being present

General meetings shall be held either physically or electronically or as a combination of the two in compliance with the requirements of the Public Companies Act. The Company shall facilitate electronic participation unless the board of directors finds that it has reasonable cause to refuse such electronic participation.

Shareholders who are unable to attend the general meeting shall be given the opportunity to be represented by proxy and to vote by proxy. The board of directors shall in this respect, with regards to the notice of the general meeting:

- provide **information on the procedure** for **attending by proxy**;

- nominate a person who will be available to **vote on behalf of non-attending shareholders as their proxy** (normally being the chair of the board of directors); and

- prepare a proxy form, which, to the extent possible, shall make it possible to vote separately on each individual matter on the agenda and each candidates nominated for election.

10 NOMINATION COMMITTEE

10.1 General

The Company shall have a nomination committee, cf. section [•] of the Company's articles of association. The general meeting elects the chairperson and members of the nomination committee and determines their remuneration.

The objectives, responsibilities and functions of the nomination committee shall be in compliance with rules and standards applicable to the Company, which are described in the Company's "Instructions for the Nomination Committee" adopted by the general meeting on [•] 2026. The Company shall ensure that shareholders have information about the composition of the nomination committee and deadlines for submitting proposals to the nomination committee.

10.2 Composition

The nomination committee shall consist of [three] members. The majority of the members of the nomination committee shall be independent from the Company's board of directors and executive management. Neither the CEO, any other member of the executive management nor any member of the board of directors, shall also be members of the nomination committee. The composition of the nomination committee should be such that the interests of shareholders in general are represented.

Rules for rotation of the nomination committee's members are set out in the Company's "Instructions for the Nomination Committee".

10.3 Tasks

The nomination committee shall:

- recommend candidates for the election to the board of directors and the nomination committee, and

- recommend a suitable remuneration for the members of the board of directors and the nomination committee.

The nomination committee's recommendation of candidates to the board of directors shall ensure that the board of directors is composed to comply with legal requirements and principles of corporate governance (cf. item 11 below).

The nomination committee's recommendation of candidates to the nomination committee shall ensure that they represent a broad group of the Company's shareholders.

The recommendations from the nomination committee shall include a reasoning for the proposal of each individual candidate, as well as a statement on how the committee has carried out its work. The nomination committee's reasoning for its recommendation shall include information about each candidate's competence, capacity, independence and other relevant factors for the general meeting to adopt a sufficiently informed resolution. The recommendation shall be made available in accordance with the 21 days' notice rule to call for a general meeting.

Shareholders shall be given the opportunity to submit proposals to the nomination committee for candidates up for election to the board of directors and other appointments in a simple and easy manner. A date for when such proposals must be submitted to be considered by the nomination committee shall be communicated.

11 COMPOSITION AND INDEPENDENCE OF THE BOARD OF DIRECTORS

The composition of the board of directors should ensure that the board of directors has the expertise, capacity and diversity needed to achieve the Company's goals, handle its main challenges and promote the common interests of all shareholders.

The board of directors shall consist of three to seven board members. Each board member should have sufficient time available to devote to his or her appointment as a board member. The members of the board of directors shall be willing and able to work as a team, thereby enabling the board of directors to work efficiently as a collegiate body. The board of directors shall be composed so that it can act independently of any special interests. A majority of the shareholder-elected members of the board of directors shall be independent of the executive management and the Company's material business connections. Further, at least two of the shareholder-elected members of the board of directors shall be independent of the Company's major shareholder(s). A shareholder is considered to be a major shareholder if it owns or controls 10% or more of the Company's shares or votes, and the board members' independence from such shareholder(s) shall entail that there are no circumstances or relations that may reasonably be expected to influence an independent assessment of the member in question.

Neither the CEO, nor any member of the Company's executive management, shall also be a member of the board of directors.

At least half of the members of the board of directors shall reside in Norway, another EEA country or the United Kingdom of Great Britain and Northern Ireland or Swiss Confederation, unless the Norwegian Ministry of Trade, Industry and Fisheries (*Nw. Nærings- og fiskeridepartementet)* has granted the Company an exemption from this statutory residency requirement.

The composition of the board of directors shall be in compliance with the gender representation requirements set out in section 6-11a of the Public Companies Act and represent sufficient diversity of experience and expertise to help ensure that the board of directors is able to carry out its work in a satisfactory manner and in accordance with the Group's objectives.

All members of the board of directors, including the chair, shall be elected by the Company's general meeting. The term of office for the respective board members shall not be longer than two years at a time. Members of the board of directors may be re-elected. The re-election of the members of the board of directors should be phased, to prevent that the entire board of directors is replaced at once.

The Company's annual report shall provide information on the expertise, experience and independence of the members of the board of directors, as well as information on their record of attendance at board meetings.

Further, the annual report will identify which members of the board of directors that are considered to be independent. Detailed information on candidates for the board of directors (both appointments and re-elections) shall be made available within the 21 days' notice period for calling a general meeting.

Members of the board of directors are encouraged to own shares in the Company as this may contribute to increased economic relations between the shareholders and the members of the board of directors. Consideration should be given in this respect, to arrange for members to invest part of their remuneration in shares in the Company at market price, cf. section 14 below. However, caution should be taken not to let this encourage a short-term approach, which is not in the best long-term interests of the Company and its shareholders.

12 THE WORK OF THE BOARD OF DIRECTORS

12.1 General

The board of directors shall produce an annual plan for its own work, with particular focus on objectives, strategy and implementation. The board of directors shall implement instructions for its own work, the work of the board committees, and the work of the executive management, focusing on determining allocation of internal responsibilities and duties. The objectives, responsibilities and functions of the board of directors and the CEO shall be in compliance with rules and standards applicable to the Group.

12.2 Related party transactions

Transactions between the Company and its shareholders, a shareholder's parent company, members of the board of directors, executive management or a closely associated persons to any such party that are deemed material under the Public Companies Act, are subject to approval by the general meeting. Furthermore, the board of directors is required to arrange for an independent auditor statement in relation to such transactions.

Pursuant to the Company's corporate governance policy, the board of directors shall prepare an instruction on how the board of directors and executive management shall deal with agreements with related parties, including whether an independent valuation must be obtained. The board of directors shall present all such agreements in the Company's annual report.

12.3 Conflict of interests and disqualification

A member of the board of directors and executive management cannot consider matters in which it or any of its related parties has a special financial or prominent personal interest. Each board member shall ensure that the board of directors and executive management are aware of any material interests that they may have in matters to be considered by the board of directors, so that these can be considered in an unbiased and satisfactory manner.

12.4 Committees

12.4.1 Overview

The board of directors is encouraged to appoint sub-committees as such may yield efficiency in the board of directors' work, as well as secure a more thorough and independent handling of matters under the responsibility of the board of directors. In accordance with Norwegian law, the members of the board of directors, as a collegial body, are jointly responsible for making decisions. This means that no part of the decision making responsibility can be delegated to board committees, thus making the role of appointed sub-committees only preparatory. The final decision lies with the board of directors as a whole.

If sub-committees are appointed, the board of directors shall issue specific instructions for their work. Furthermore, the sub-committees shall have the ability to utilise resources available in the Company or be able to seek advice and recommendations from sources outside of the Company. The board of directors shall provide details of the sub-committees in the Company's annual report.

12.4.2 Audit committee

Pursuant to section 6-41 of the Public Companies Act, Rule Book II and recommendations set out in the Code, the Company is obliged to establish an audit committee. The audit committee shall function as a preparatory and advisory sub-committee of the board of directors in relation to, among other matters, the board of directors' monitoring of the Company's financial reporting and internal audit, systems for internal control and risk management and the work of the statutory auditor.

The entire board of directors should not function as the Company's audit committee. In addition to fulfilling the requirements set out in section 6-42 and section 6-43 in the Public Companies Act, the composition of the audit committee should be such that the majority of the members are independent from the Company's business.

The objectives, responsibilities and functions of the audit committee shall be in compliance with rules and standards applicable to the Company, as described in the Company's "Instructions for the audit committee".

12.4.3 Remuneration committee

The board of directors shall have a remuneration committee, which shall function as a preparatory and advisory sub-committee of the board of directors in questions relating to the Company's strategy for the compensation of its executive management. The purpose of the remuneration committee is to ensure thorough and independent preparation of matters relating to compensation of the Company's executive management.

The remuneration committee shall provide the board of directors with guidelines for the salary and other remuneration for executive management, which shall be made in accordance with section 6-16a of the Public Companies Act. The members of the remuneration committee are elected by and among the members of the board of directors for a term of up to two years. The members of the remuneration committee shall be independent of the Company's executive management.

The objectives, responsibilities and functions of the remuneration committee shall be in compliance with rules and standards applicable to the Company, as described in the Company's "Instructions for the Remuneration Committee".

12.5 Annual evaluations

The board of directors shall annually evaluate its performance and expertise for the previous year. This evaluation shall include the composition of the board of directors and the manner in which its members function, individually and as a group, in relation to the objectives set out for its work. The report shall be made available to the nomination committee.

13 RISK MANAGEMENT AND INTERNAL CONTROL

13.1 General

The board of directors has the responsibility to ensure that the Company has sound and appropriate internal control systems in relation to the scope and nature of the Company's activities. By implementing effective internal control systems and risk management systems, the Group may be better protected against situations that could damage its reputation or financial standing. Effective and proper internal control and risk management are important factors when building and maintaining trust, to reach the Company's objectives, and ultimately create value for the Group and its shareholders.

By implementing an effective internal control system, the Company is better suited to manage commercial and operational risk, the risk of breaching legislation and regulations, as well as other forms of risk that may be material to the Company. The board of directors should be mindful of the correlation between the Company's internal control systems and effective risk management. The internal control system shall also address the organisation and execution of the Company's financial reporting.

The Company shall comply with all laws and regulations that apply to the Group's business activities.

13.2 Annual review and risk management in the annual report

The board of directors shall annually review the Company's most important areas of risk exposure and the internal control arrangement in place for such areas. The review shall pay attention to any material shortcomings or weaknesses in the Company's internal control and how risks are being managed.

In the annual report, the board of directors shall describe the main features of the Company's internal control and risk management systems, as they are connected to the Company's financial reporting. This shall cover the control environment in the Company, risk assessment, control activities and information, communication and follow-up. The board of directors is obligated to ensure that it is updated on the Company's financial situation and shall continually evaluate whether the Company's equity and liquidity are adequate in relation to the risk associated with the Company's activities, and take immediate action if the Company's equity or liquidity at any time is believed to be inadequate.

The Company's management shall focus on frequent and relevant reporting of both operational and financial matters to the board of directors. The purpose of such reporting is to ensure that the board of directors has sufficient information for their decision-making and is able to respond quickly to changing conditions.

Board meetings shall be held frequently, and management reports, including financial performance, shall be provided to the board of directors as a minimum on a monthly basis.

14 REMUNERATION OF THE BOARD OF DIRECTORS

The remuneration of the board of directors is determined by the shareholders at the Company's annual general meeting, based on the proposal from the nomination committee.

The remuneration of the board of directors shall reflect:

- the board of directors' responsibility and expertise;
- the complexity of the Company and its business; and

- the time spent and the level of activity performed in the board of directors and any board committee in which the board members participate.

The remuneration of the board of directors shall not be linked to the Company's performance and share options shall not be granted to board members. The remuneration to the board members shall be such that their independence is protected.

Members of the board of directors, or companies associated with a board member, shall not engage in specific assignments for the Company in addition to their appointment as members of the board of directors. If a board member nonetheless takes on any such assignment, the entire board of directors must be informed, and the fees shall be approved by the board of directors.

The annual report shall provide details of all elements of the remuneration and benefits of each member of the board of directors. This includes a specification of any consideration paid to members of the board of directors in addition to their ordinary board remuneration.

15 REMUNERATION OF EXECUTIVE MANAGEMENT

The Company's arrangements in respect of salary and other remuneration should promote alignment of interests between the executive management and shareholders.The remuneration arrangements should be simple and transparent, and address the criteria for goal attainment.

The Company's guidelines for determining remuneration to the executive management should be clear, easily understandable and at all times support the Company's prevailing strategy, values, long-term interest and financial viability. The guidelines shall be prepared in accordance with the Public Companies Act section 6-16a and the related regulation to such rule. The guidelines shall be approved by the annual general meeting at least every fourth year unless material changes are made where it should be approved as soon as practicable by the general meeting. Based on the guidelines approved by the annual general meeting, the board of directors shall prepare a report of the Company's compliance of the remuneration guidelines for the previous financial year, cf. the Public Companies Act section 6-16b and the related regulation to such rule. This report shall be considered by the Company's annual general meeting by way of an advisory vote.

Performance-related remuneration of the executive management shall be linked to value creation for shareholders or to the Company's profit over time. Such arrangements are meant to incentivise performance and shall be based on quantifiable factors the employee may influence, and then be rewarded accordingly. There should be a cap on performance-related remuneration.

16 INFORMATION AND COMMUNICATIONS

16.1 General information

The Company shall disclose financial and other information based on transparency and with due regard to the rules on good stock exchange practice and the general requirement of equal treatment in the securities market. The Company is obliged to continually provide its shareholders, Oslo Børs and the securities market and the financial market in general with timely and precise information about the Company and its operations. This information shall be published in accordance with Oslo Børs' applicable information system (NewsPoint).

Relevant information will be given in the form of annual reports, quarterly reports, press releases, notices to the stock exchange and through published investor presentations in accordance with what is deemed appropriate and required at any given time. Such information shall be published through Oslo Børs' applicable information system (NewsPoint) and/or be published at the Company's website.

The Company shall clarify its long-term potential, including strategies, value drivers and risk factors. The Company shall maintain an open and proactive policy for investor relations, a website designed to incorporate "sound practices", and shall give regular presentations in connection with annual and provisional results.

The Company shall publish an annual, electronic financial calendar with an overview of dates for important events, such as the annual general meeting, interim financial reports, public presentations and payment of dividends, if applicable. The information shall be available in English.

Unless there are applicable exemptions, and these are invoked, the Company shall promptly disclose all inside information (as defined in article 7 of MAR). In any event, the Company will provide information about certain events, e.g. by the board of directors and the general meeting concerning dividends, mergers/demergers or changes to the share capital, the issuing of subscription rights, convertible loans, all agreements of major importance that are entered into by the Company and closely associated persons and any changes to the Company's auditor.

Separate guidelines have been drawn up for handling of inside information, see the Company's "Instructions for Handling of Inside Information", "Instructions for Primary Insiders and their closely associated persons" and "Routines for Secure Handling of Inside Information". The Company shall also have in place a policy on which board members who are entitled to publicly speak on behalf of the Company on various subjects. Further, the Company shall have a contingency plan on how to respond to the media about events of a particular character of interest.

16.2 Information to shareholders

In addition to the board of directors' dialogue with the Company's shareholders at the general meetings, the board of directors should make suitable arrangements for shareholders to communicate with the Company at other times. This will enable the board of directors to develop an understanding of which matters regarding the Company that are of a particular concern or interest to its shareholders. Communication with the shareholders should always be in compliance with the provisions of applicable laws and regulations and in accordance with the principle of equal treatment of the Company's shareholders.

A separate investor relation policy has been drawn up to assist the Company in building trust and awareness in the investor community by ensuring that investor relation activities are conducted in compliance with relevant rules, regulations and recommended practices, see the Company's "Investor Relations Policy".

17 TAKEOVERS

17.1 General

The board of directors shall have established the main principles for its actions in the event of a takeover offer.

In a takeover process, the board of directors and the executive management each have independent responsibilities to ensure that the Company's shareholders are treated equally and that there are no unnecessary interruptions to the Company's business activities. The board of directors has a particular responsibility to ensure that the shareholders are given sufficient information and time to assess the offer.

Any transaction that is in effect a disposal of the Company’s activities should be decided by a general meeting.

17.2 Main principles for action in the event of a takeover offer

In the event of a takeover process, the board of directors shall seek to abide by the recommendations of the Code, and ensure that the following take place:

- the board of directors shall not seek to hinder or obstruct any takeover offer for the Company's operations or shares unless it has valid and particular reasons for doing so, including, but not limited to, the valuation of the Company;

- the board of directors shall not exercise mandates or pass any resolutions with the intention of obstructing the takeover offer unless this is approved by the general meeting following announcement of the bid;

- the board of directors shall not undertake any actions intended to give shareholders or others an unreasonable advantage at the expense of other shareholders or the Company;

- the board of directors shall not enter into an agreement with any offeror that limits the Company's ability to arrange other offers for the Company's shares, unless it is self-evident that such an agreement is in the common interest of the Company and its shareholders;

- the board of directors and executive management shall not invoke measures with the intention of protecting their own personal interests at the expense of the interests of shareholders; and

- the board of directors must be aware of the particular duty it has for ensuring that the values and interests of the shareholders are protected.

In the event of a takeover offer, the board of directors shall also obtain a valuation from an independent expert and issue a statement making a recommendation as to whether or not the shareholders should accept the offer. The statement shall make it clear whether the views expressed are unanimous, and if this is not the case it shall explain the basis on which specific members of the board of directors have excluded themselves from the statement.

A takeover process gives rise to a particular duty of care to disclose information, where openness is an important tool for the board of directors to ensure equal treatment of all shareholders. The board of directors shall strive to ensure that neither inside information about the Company, nor any other information that must be assumed to be relevant for shareholders in a bidding process, remains unpublished. In this respect, agreements entered into between the Company and the offeror that are material to the market's evaluation of the offer should be publicly disclosed no later than at the same time as the announcement that the offer will be made is published.

There are no other written guidelines for procedures to be followed in the event of a takeover offer. The Company has not found it appropriate to draw up any explicit basic principles for the Company's conduct in the event of a takeover offer, other than the actions described above. The board of directors concurs with what is stated in the Code regarding this issue.

18 STATUTORY AUDITOR

The Company's auditor shall annually present the main features of the plan for the audit of the Company to the board of directors or the audit committee.

The auditor shall also provide the audit committee with the following:

- an annual written confirmation of its independence;

- information on services other than statutory audit provided to the Company during the course of the financial year; and

- inform about any threats to the auditor's independence, and provide evidentiary documentation of the measures implemented to combat such threats.

The auditor shall participate in meeting(s) of the board of directors where any of the following topics is on the agenda: the annual accounts, sustainability reporting, accounting principles, assessment of any important accounting estimates and other matters of importance where there have been disagreement between the auditor and the Company's executive management and/or the audit committee. The auditor should comment on the chief executive officer’s review, and account for key matters of the audit and all material matters on which there has been disagreement between the auditor and the management.

The board or the audit committee should at least once a year review with the auditor the systems for internal control and risk management related to financial reporting and sustainability reporting, as well as any deficiencies identified by the auditor and proposals for improvements. The audit committee shall hold a meeting with the auditor at least once a year in which no representative of the executive management can be present. In order to strengthen the board of directors' work on financial reporting and internal control, the auditor shall provide an annual additional report to the audit committee in which it declares its independence and explains the results of the statutory audit carried out by providing a range of information about the audit. The board of directors shall specify the executive management's right to use the auditor for other purposes than auditing.

The board of directors shall report the remuneration paid to the auditor to the shareholders at the annual general meeting, including a break-down of the fee paid for audit work and fees paid for other specific assignments, if any.

The auditor shall attend the general meeting if the matters to be dealt with are of such nature that his or her presence is deemed necessary. The auditor is in any case entitled to participate in the general meeting.

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INSTRUCTIONS FOR THE NOMINATION COMMITTEE

Adopted by the general meeting on [•] 2026, effective from the first day of trading of the Company's shares on Oslo Børs

1 COMPOSITION

Outlet Group Holding ASA (the "**Company**") has established a nomination committee, cf. section [•] of the Company's articles of association. The nomination committee shall consist of [three] members. The majority of the members of the nomination committee shall be independent from the Company's board of directors and executive management. Neither the CEO, any other member of the executive management nor any member of the board of directors, shall also be members of the nomination committee. The composition of the nomination committee should be such that the interests of shareholders in general are represented. Members are elected for two years at a time, unless otherwise has been resolved by the general meeting.

The Company's general meeting elects the members of the nomination committee and determines their remuneration. Costs incurred by the nomination committee shall be covered by the Company.

2 Responsibilities

The nomination committee shall recommend:

- candidates for the election of members, including the chair, to (a) the board of directors of the Company and (b) the nomination committee; and
- remuneration of the members of (a) the board of directors and (b) the nomination committee.

3 RECOMMENDATIONS

3.1 Nominations of candidates to the board of directors

The nomination of candidates for election of members, including the chair, to the board of directors should take the following into account:

- the board of directors should be composed in such a manner that the interests of the shareholders and the Company's need for competence and diversity are maintained;
- the composition of the board of directors must satisfy applicable legal requirements and principles of corporate governance;
- the candidates should be likely to be approved;
- the board of directors must function well as a collegiate body;
- the majority of the shareholder-elected members should be independent of the executive management and material business contacts;
- at least two of the shareholder-elected members should be independent of the Company’s main shareholder(s); and
- the board of directors should not include executive personnel.

Before nominating a candidate for election, the nomination committee must seek confirmation from the individual in question that he or she is willing to accept the appointment if elected (i.e. obtain a declaration of willingness from such person).

3.2 Nomination of candidates to the nomination committee

The nomination of candidates for election of members, including chairperson, to the nomination committee should consider the following:

- the composition of the nomination committee should take into account the interests of the shareholders in general;
- the nomination committee must satisfy applicable legal requirements and principles of corporate governance;
- the candidates should be likely to be approved;
- members of the Company's executive management should not be members of the nomination committee;
- there is an adequate rotation of members of the nomination committee; and
- the nomination committee must function well as a collegiate body.

Before nominating a candidate for election, the nomination committee must seek confirmation from the individual in question that he or she is willing to accept the appointment if elected (i.e. obtain a declaration of willingness from such person).

3.3 Recommendations for remuneration

Recommendations for remuneration of the members of the board of directors and the nomination committee, respectively, should take into account such body's significance, and ensure that the proposal is suited to the character and time commitment of the tasks carried out.

4 REASONING

The recommendations should include explanations detailing how each of the candidates fulfil the shareholders' and the Company's needs. Such reasoning shall include information about the competence, capacity and independence of each candidate. The information about a candidate should include his or her age, education and professional experience. Any ownership interest in the Company must be disclosed, as shall any assignments on behalf of the Company and any significant positions in or assignments for other companies or organisations.

The nomination committee shall consider the need for changes in the composition of the board of directors, and shall maintain contact with different shareholders, members of the board of directors and the executive management of the Company. The nomination committee must consider the board of directors' annual evaluation report closely. In the event of a suggestion of re-election of board members, the recommendation should also state how long the candidate has served as a member of the board of directors, and should detail his or her participation in board meetings.

The recommendations should also describe the working process of the nomination committee.

The nomination committee shall be responsible for proposing the remuneration to the members of the board of directors and the nomination committee. The nomination committee's proposals in this respect shall include an explanation of how the committee has arrived at its recommendations.

5 WORKING METHODS

The chairperson of the nomination committee has the main responsibility for the committee's work, and shall ensure that the committee has adequate access to necessary competence. In relation to this, the committee may use company resources or seek advice and recommendations from external sources.

The nomination committee shall hold meetings to reach its decisions. The nomination committee's meetings are held after they are called for by the chairperson, who is obliged to call for a meeting if one of the members of the committee so requests. The nomination committee's meetings may be held in person, by phone or by video.

The nomination committee constitutes a quorum when at least half of its members are present at the meeting. Each member has one vote and decisions made by the nomination committee require simple majority of the votes represented at the meeting. In the event of an equal number of votes, the chairperson of the nomination committee has the casting vote. The nomination committee shall produce written minutes of its meetings and shall deliver its minutes to the Company for safekeeping.

The nomination committee must look actively to the shareholders and anchor the recommendation with the Company's largest shareholders. It must ensure that information of any deadlines for proposing candidates or making suggestions to the nomination committee regarding elections of members of the board of directors and the nomination committee is made available on the Company's website. Shareholders should be informed about how they can propose candidates.

The board of directors will pass on its evaluation of its own activities and competence to the nomination committee. The chairperson of the board and the CEO must be summoned to at least one nomination committee meeting before the committee gives its final recommendation. The committee must collect relevant information from the Company's administration or other individuals, including from shareholders and the board of directors.

6 PROCESSING OF THE RECOMMENDATION TO THE GENERAL MEETING

The nomination committee's recommendations shall be completed in time to be made accessible to the shareholders, together with the notice to the general meeting at the very latest. The recommendation should be submitted in writing to the chairperson of the board of directors.

The chairperson of the nomination committee presents the recommendation to the general meeting.

7 DUTY OF CONFIDENTIALITY

Given its duties, the nomination committee shall, to the greatest extent possible, ensure that information on the candidates considered for nomination is kept confidential.

The nomination committee shall keep all information it receives or collects on possible candidates confidential, and shall ensure that all such information is stored in a satisfactory manner.

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INSTRUCTIONS FOR THE REMUNERATION COMMITTEE

Adopted by the board of directors on 13 August 2026, effective from the first day of trading of the Company's shares on Oslo Børs

1 OBJECTIVE

The remuneration committee is a sub-committee of the board of directors of Outlet Group Holding ASA (the "**Company**"). Its objective is to act as a preparatory and advisory body in relation to the Company's strategy for the remuneration of its executive management. The main purpose of the remuneration committee is to ensure thorough and independent preparation of matters relating to compensation to the Company's executive management.

In particular, the remuneration committee shall:

- review the remuneration and benefits strategy for the members of the executive management;
- review the performance of the executive management versus the adopted objectives and recruitment policies and career planning and management development plans; and
- prepare matters relating to other material employment issues in respect of the executive management.

2 ORGANISATION

The board of directors determines the instructions and composition for the remuneration committee.

The remuneration committee shall consist of up to three members. Unless otherwise determined by the board of directors, the chairperson and members of the remuneration committee shall be appointed by the board of directors for a two-year term. The members of the remuneration committee shall be independent of the Company's executive management. Further, the entire board of directors shall not act as the remuneration committee.

The remuneration committee shall have the authority to review any matter of the Group within the committee's scope of responsibilities. In discharging its responsibilities under these instructions, the remuneration committee shall have full access to the records and personnel of the Group, and shall have the opportunity to seek advice and recommendations from sources outside of the Group if the committee finds it necessary.

3 MEETINGS

The remuneration committee will meet as often as it deems necessary, but normally two to three times every year. The meetings may be held by telephone. The remuneration committee will draw up an annual meeting plan. Interim meetings may be called if a member of the remuneration committee so requires.

Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of the matters to be discussed at the meeting, including supporting documentation, shall be forwarded to each of the members and any other person required to attend the meeting no later than three days before the date of the meeting.

The committee should have separate meetings with the CEO and other corporate officers as deemed appropriate. However, the committee should meet regularly without such officers present, and in any case such officers shall not be present at meeting at which their performance and compensation are being discussed.

All non-management directors that are not members of the committee may attend meetings of the committee, but they may not vote. Additionally, the committee may invite to its meeting or exclude from its meetings any person it deems appropriate to carry out its responsibilities.

Draft minutes of the meetings shall be circulated to all members of the remuneration committee, and shall be sent to the board of directors once they are in agreed form and have been signed by the chairperson of the remuneration committee.

4 RESPONSIBILITIES AND DUTIES

The remuneration committee's primary responsibilities and duties in providing assistance and facilitating the decision making in the board of directors when it comes to compensation of executive management include:

- establish and review the overall compensation philosophy of the Group;
- assess and make a recommendation to the board of directors for the executive management's remuneration;
- conduct a formal evaluation of the executive management annually, applying firmly established performance objectives tied to:
  - (i) impact on business performance;
  - (ii) ability to select and develop the right people for the management team;
  - (iii) scope of influence on outcomes;
  - (iv) fulfilment of shareholders' expectations;
  - (v) vision and strategy for the Company's future;
  - (vi) succession plan; and
  - (vii) effectiveness in managing external relations.
- review and approve corporate goals and objectives relevant to the CEO's compensation, including annual performance objectives;
- assess the Group's compensation and benefit strategy for its executive management by an annual review of the organisation's overall compensation plan (or practices). This includes monitoring the effectiveness of the design, performance measures and award opportunities offered by the Group's executive management compensation plans. Any suggested amendments to, or deviations from, the compensation plan (or practices) shall be presented to, and assessed by, the remuneration committee;
- oversee the CEO's efforts to identify and develop potential successors for executive management;
- prepare matters relating to other material employment issues with respect to the executive management;
- produce regular periodic reports on executive compensation to the board of directors;
- make a recommendation for the board of directors' guidelines for remuneration to executive management in accordance with section 6-16a of the Public Companies Act and a report on remuneration and other benefits to the executive management in accordance with section 6-16b of the Public Companies Act;
- review and reassess the adequacy of these instructions annually and recommending any proposed changes to the board of directors for approval; and
- annually review the performance of the committee and its members, including the compliance with these instructions.

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INSTRUCTIONS FOR THE AUDIT COMMITTEE

Adopted by the board of directors on 13 August 2026, effective from the first day of trading of the Company's shares on Oslo Børs

1 OBJECTIVE AND RESPONSIBILITIES FOR THE AUDIT COMMITTEE

The audit committee is a sub-committee of the board of directors of Outlet Group Holding ASA (the "**Company**"). Its objective is to act as a preparatory and advisory body in connection with the board of directors' supervisory role with respect to financial reporting, financial audit and the Company's internal control system, as well as other tasks assigned to the audit committee in accordance with the provisions set forth in these instructions.

The audit committee supports the board of directors in the administration and exercise of its responsibility for supervision in accordance with applicable provisions of the Public Companies Act, Norwegian securities legislation, the Norwegian Auditors Act and Directive 2014/56/EU of the European Parliament and of the Council of 16 April 2014, applicable listing rules of Oslo Børs, including Oslo Rule Book II – Issuer Rules regarding non-harmonised rules for issuers listed on Oslo Børs, and the Norwegian Code of Practice for Corporate Governance (the "**Code**"), as applicable.

In particular, the audit committee shall:

- inform the board of directors of the outcome of the Company's statutory audit and explain how the statutory audit contributed to the integrity of financial reporting and what the role of the audit committee was in that process;
- monitor the Company's financial reporting process and submit recommendations or proposals to the board of directors to ensure its integrity;
- monitor the effectiveness of the Company's internal quality control and risk management systems and, where applicable, its internal audit, regarding the Company's financial reporting, without breaching its independence;
- monitor the statutory audit of the Group's annual and consolidated financial statements, in particular, its performance, taking into account any findings and conclusions by the Norwegian Financial Supervisory Authority;
- monitor the social and governance sustainability processes to ensure compliance with applicable regulations (including the Norwegian Transparency Act), and submit recommendations or proposals to the board of directors;
- review and monitor the independence of the Company's statutory auditor, and in particular the appropriateness of the provision of non-audit services to the Company; and
- be responsible for the procedure for the selection of the Company's statutory auditor and recommend the statutory auditor to be appointed.

In addition, the audit committee shall:

- prepare the board of directors' annual discussion of risk management and internal control process, annual risk assessment of the group and compliance risk assessment and annual plan;
- monitor risk management, internal control and compliance reporting throughout the year, and ensure that any identified material issues, changes or incidents are brought to the board of directors' attention;
- review and reassess the adequacy of these guidelines annually and recommend any proposed changes to the board of directors for approval; and
- conduct an annual improvement-focused self-assessment of the audit committee and its members.

It is not the responsibility of the audit committee to plan or conduct audits or to determine whether the Company or the group's financial statements are complete, accurate, or prepared in accordance with the IFRS.

2 COMPOSITION, AUTHORITY AND INDEPENDENCE

The board of directors determines these instructions for, and the composition of, the audit committee:

- the audit committee shall consist of three members, who shall be elected by and among members of the board of directors for a two-year term, but shall continue in their position until replaced. If a member of the audit committee resigns from the board, such member must be replaced on the audit committee. The entire board of directors shall not operate as the audit committee;

- the composition of the audit committee shall be in compliance with the Public Companies Act;

- the majority of the members of the audit committee shall be independent from the Company's executive management, main business connections and controlling shareholder(s);

- the audit committee shall have the competence required to perform the committee's tasks when considered in the context of the Company's organisation and business activities, cf. the Public Companies Act section 6-42 (2). When appointing the members of the audit committee, the board of directors shall take into consideration whether the persons appointed have the necessary knowledge of basic internal control, finance and accounting practices; and

- at least one member shall have qualifications and competence in accounting and/or auditing.

The audit committee shall have full access to all books, records and personnel of the group, as well as the external auditor of the Company. The audit committee may also retain independent counsel, accountants or others to advise the audit committee or assist in the conduct of its duties.

3 MEETINGS

The audit committee shall meet as often as it deems necessary, but minimum four times per year to prepare the approval of the interim financial reports by the board of directors. The audit committee will draw up an annual meeting plan. Interim meetings may be called for if a member of the audit committee so requires.

Unless otherwise agreed, notice of each meeting confirming venue, time and date, together with an agenda of the matters to be discussed at the meeting and any ancillary documents, shall be forwarded to each of the members and any other person required to attend the meeting, no later than three business days prior to the date of the meeting. The audit committee's meetings may be held in person, by phone or by video.

The members of the board of directors are entitled to participate in the audit committee's meetings. The Company's chief financial officer will be the executive management's main representative in relation to the audit committee and will participate in the audit committees meetings, unless otherwise instructed by the committee.

The external auditor will participate in meetings when matters falling within the scope of the external auditor's responsibilities are considered. The audit committee shall meet the auditor minimum once per year, in a meeting without any members of the Company's executive management present.

Draft minutes of the meetings shall be circulated to all members of the audit committee, and shall be sent to the board of directors once they are in agreed form and have been signed by the chair of the audit committee, and in any case no later than ten business days following the respective meetings.

4 REPORTING TO THE BOARD OF DIRECTORS

The audit committee shall regularly report to the board of directors about the audit committee's activities and any issues that may arise with respect to the quality or integrity of the group's financial statements, the group's compliance with legal or regulatory requirements, and the performance and independence of the Company's external auditor. The reporting may be in the form of written minutes of meetings, memoranda or ad hoc presentations at meetings of the board of directors.

The audit committee shall facilitate transparency, openness and communication between the Company's internal audit, the external auditor and the board of directors.

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THE DUTIES AND OBLIGATIONS OF THE CHIEF EXECUTIVE OFFICER TOWARDS THE BOARD OF DIRECTORS

Adopted by the board of directors on 13 August 2026, effective from the first day of trading of the Company's shares on Oslo Børs

1 PREPARATION OF MATTERS TO BE CONSIDERATION BY THE BOARD OF DIRECTORS

The chief executive officer ("**CEO**") of Outlet Group Holding ASA (the "**Company**") shall, in consultation with the chairperson of the board of directors, prepare and submit matters for deliberation by the board of directors, in such a manner that all board members are provided with a satisfactory basis for deliberating and making the relevant decisions.

2 DUTY TO KEEP THE BOARD OF DIRECTORS INFORMED

2.1 Monthly reports

The CEO shall each month prepare a periodical report to be sent to the board of directors, describing the activities, status and financial developments of the Company, unless there are circumstances suggesting that any information should be distributed earlier. Such reporting shall at least include:

- operational reporting in relation to budgets, sales and capacities;
- profit and loss account and balance sheet, in particular compared to the budget;
- health, environment and safety issues;
- any reporting required pursuant to applicable legislation;
- developments in terms of sales;
- significant customer complaints and material issues related to software solutions; and
- other significant information with respect to the Company's business, such as for instance information concerning material disputes, termination of agreements of material importance to the Company, non-payments by or insolvency of important customers to the Company.

In addition, the CEO shall provide a more detailed explanation in respect of specific matters if requested by the board of directors. Such explanation may also be requested by any individual board member.

2.2 Budget

At the latest one week prior to the board meeting that will assess the budget for the next financial year, the board of directors shall be provided a proposal for:

- profit and loss budget for next financial year;
- liquidity budget for next financial year; and
- investment budget for next financial year, including framework for investment.

2.3 Annual accounts

At the latest three months following the end of each financial year, however well in advance of the relevant board meeting, the board of directors shall be provided a proposal for the annual accounts for the previous financial year.

3 THE RESPONSIBILITY OF THE CEO FOR IMPLEMENTATION OF BOARD RESOLUTIONS

The CEO shall be responsible for implementing the resolutions adopted by the board of directors, unless otherwise decided by the board of directors.

4 LIABILITY FOR DAMAGES

The board members and the CEO are aware of the liability attaching to their respective offices, and that they may be obliged to indemnify the Company, its shareholders and/or third parties in respect of losses they have caused intentionally or negligently during the discharge of their duties.

5 NEW BOARD MEMBERS OR CEO

New board members and any new CEO shall be made aware of these instructions and any other guidelines/procedures relevant to them.

6 WAIVER AND AMENDMENT

The board of directors may amend these instructions. The board of directors may also decide to waive the rules set out in these instructions in individual matters, provided that such waiver, and the reasons therefore, are recorded in the board minutes.

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RULES OF PROCEDURE FOR THE BOARD OF DIRECTORS

Adopted by the board of directors on 13 August 2026, effective from the first day of trading of the Company's shares on Oslo Børs

1 SCOPE

These rules (the "**Rules**") set out more detailed provisions regarding the duties, working procedures and responsibilities of the board of directors (the "**Board**") and chief executive officer (the "**CEO**") of Outlet Group Holding ASA (the "**Company**"), cf. section 6-13 (2) of the Public Act and the Company's Corporate Governance Principles.

2 THE MEMBERS OF THE BOARD

2.1 Appointment of Board

The general meeting shall appoint the members of the Board, including the chairperson (the "**Chairperson**") based on a proposal from the nomination committee.

2.2 Retirement

A member of the Board is entitled to retire prior to the end of his or her term of appointment if special circumstances arise. If possible, the Board and the nomination committee shall be given reasonable prior notice thereof.

2.3 By-election

If the appointment of a member to the Board is terminated prior to the end of his or her term of appointment (due to death or retirement), and there is no deputy member, the Board shall ensure that the general meeting appoints a new member for the remainder of such term of appointment. Provided that the remainder of the Board continues to constitute a quorum, such appointment may be postponed until the next annual general meeting.

3 THE DUTIES AND WORKING PROCEDURES OF THE BOARD

3.1 The duties of the Board

The Board is responsible for the management of the Company, including the appointment of the CEO to assume the daily management of the Company. The board members shall discharge their duties in a loyal manner, attending to the interests of the Company, and ensure that its activities are organised in a prudent manner. The Board shall adopt plans, budgets and guidelines applicable to the activities of the Company. The Board shall keep itself informed of the financial position of the Company, and has a duty to ensure that its corporate accounts and asset management are subject to satisfactory controls.

The Board initiates such investigations as it deems necessary to discharge its duties. The Board shall initiate such investigations if requested to do so by one or more board members.

The Board shall, inter alia, deliberate, and make decisions in respect of, the following:

- such matters as required by statutory law, the articles of association, these Rules, or the resolutions of the general meeting;
- matters outside the scope of the statutory responsibilities of the CEO (i.e. matters that given the situation of the Company are unusual in character or of major importance);
- matters outside the scope of the general authority granted to the CEO, such as major investments, borrowings, sales or purchases of real estate, and similar agreements that commit the Company for an amount in excess of the authority granted to the CEO;
- the prudent organisation of the activities of the Company, including that the Company has sound and appropriate internal control systems and systems for risk management, and that these are proportionate to, and reflect the extent and nature of, the Company's activities;

- satisfactory control of the ongoing activities of the Company, including the approval of contract formations that exceed the authority granted to the CEO;

- proposals for the appointment or discharge/dismissal of the CEO and other key personnel;

- strategic plans and activities and reporting for environmental, social and governance sustainability, including the ethical impact and sustainability of the decisions by the board of directors;

- other important plans;

- budgets and financing plans;

- safeguarding the financial status and appropriate equity of the Company;

- annual accounts and annual reports;

- ensure that the Company promotes respect for fundamental human rights and decent working conditions and ensure the general public's access to information regarding how the Company addresses adverse impact on fundamental human rights and working conditions, including compliance with the statutory rules of the Norwegian Transparency Act;

- proposals for the allocation of profits or losses in accordance with the provisions of the Norwegian Accounting Act; and

- such investigations as are necessary to discharge its duties in a prudent manner.

3.2 Related party transactions

The Company may, from time to time, enter into agreements with its related parties. Related parties include the Company's shareholders, a shareholder's parent company, members of the board of directors, members of the executive management and closely associated persons to any such party.

The Board shall continuously evaluate all agreements and transactions between the Company and its related parties, and assess whether such agreements are above or below the materiality threshold set out in the Public Companies Act.

Agreements between the Company and its related parties that are deemed material under the Public Companies Act, are subject to approval by the general meeting.

For material agreements as described above, the Board shall always:

- procure an independent auditor valuation of the agreement;

- obtain an auditor statement regarding the agreement in accordance with section 3-14 of the Public Companies Act;

- issue a statement that the agreement is in the interest of the Company, and that there is a reasonable correspondence between the value of the consideration the Company shall pay and the value of the consideration the Company shall receive, and also that the equity and liquidity requirement under section 3-4 of the Public Companies Act is met; and

- publish a notification regarding the agreement in accordance with section 3-15 of the Public Companies Act.

For agreements that are below the materiality threshold set out in the Public Companies Act, the Board shall conduct thorough assessments of the agreements to ensure the agreements are balanced, and evaluate whether it is necessary to procure independent third party valuations.

All material related party agreements constituting inside information shall be publicly announced without delay after the agreement is entered into. Furthermore, all agreements mentioned herein (material or immaterial) shall be disclosed in the Company's annual report.

The Board shall, on a regular basis, evaluate whether it is deemed necessary to prepare separate instructions for the evaluation and assessment of the Company's related party agreements and transactions.

3.3 General meetings

The Board is responsible for convening and preparing for general meetings. The Chairperson and the CEO have a right and obligation to attend the general meeting. Other members of the Board has a right to attend the general meeting.

3.4 The supervision duties of the Board

The Board shall supervise the daily management and the activities of the Company in general.

3.5 Allocation of work within the Board

3.5.1 Chairperson

The Chairperson shall:

- ensure that board members are kept informed about the Company's financial status, financial planning and development, through the CEO;
- consult with the CEO in strategic matters;
- chair meetings of the Board, convene scheduled meetings, approve agenda for meetings and convene extraordinary meetings when required; and
- ensure that matters are handled in accordance with the Public Companies Act, the Company's articles of association, these Rules and agreements entered into by the Company.

3.5.2 Special responsibilities of individual board members

The Board can from time to time decide to delegate to individual board member(s) the responsibility for certain matters/issues.

3.6 The working procedures of the Board

The Board shall deliberate on matters and make decisions in meetings, unless the Chairperson finds that the matter may be presented in writing or be dealt with in another satisfactory manner. The Chairperson shall ensure that the members of the Board may, to the extent possible, participate in a joint deliberation of matters that are deliberated without a meeting.

The Chairperson, and in his or her absence the deputy chairperson, if relevant, chairs the meetings of the Board. When the Chairperson/deputy chairperson is unable to attend, the Board shall appoint another person to chair the deliberations of the Board. The Board's consideration of matters of a material character in which the Chairperson is or has been personally involved, should be led by another member of the Board.

The Chairperson shall ensure that relevant matters falling within the duties and authority of the Board are deliberated. Any board member or the CEO can require that specific matters be deliberated by the Board.

The CEO shall, in consultation with the Chairperson, prepare matters to be deliberated by the Board. Any matter shall always be prepared and presented in such a manner as to provide the Board with a satisfactory basis for making a decision.

The CEO has the right and duty to attend the Board's deliberation of matters, unless otherwise determined by the Board in respect of each individual matter. The CEO is not entitled to cast votes.

3.7 Meetings

3.7.1 Meeting plan

The Board should, if possible, prepare, within 31 January of each year, a plan for the ordinary board meetings for such year.

3.7.2 Place

Board meetings shall be conducted at the location determined by the Board.

3.7.3 Notice

Each board member, each deputy (if any) and other persons to be present at a board meeting shall receive a notice to the meeting. The Chairperson shall distribute notice to the meeting, accompanied by an agenda for the meeting and relevant material for decisions and reports, no later than one week prior to the meeting. If the matter is urgent, a board meeting can be called with shorter notice.

If a board member is unable to attend a meeting, such member shall notify the Chairperson. The Chairperson shall ensure that the personal deputy for such member, if any, is notified that the ordinary member cannot attend the meeting.

3.8 Quorum

The Board constitutes a quorum if more than half of its members are present and all members of the Board have been given an opportunity, in so far as possible, to participate in the deliberations of the matter in question.

3.9 Disqualification

A member of the Board or the CEO may not participate in the discussion or decision of issues of such special importance to the member in question or the CEO, as applicable, or to any person closely related to such person, if the member or CEO must be regarded as having a distinct personal or financial interest in the matter.

3.10 Majority requirements

The adoption of a resolution by the Board shall require that the majority of the members of the Board having participated in the discussion have voted in favour of the motion.

In the event of an equality of votes, the chairperson of the meeting shall have the casting vote, provided however, this shall not apply to resolutions for which each individual board member has competence, e.g. regarding the right to initiate investigations pursuant to section 6-12 (4) of the Public Act.

3.11 Categories of decisions

As a main rule, the Board shall use the following categories of decisions:

- resolutions in matters that are required to be resolved, and which the Board is authorised to resolve;
- ratifications of measures, instructions and plans implemented by the management that do not require approval by the Board;
- matters relating to information, operations, control measures and similar that the Board shall make note of.

3.12 Minutes

Minutes of Board deliberations shall be kept. As a minimum, such minutes shall specify:

- time and place of the meeting or other form of deliberation (telephone or video conference, circulation of documents or similar);
- board members attending the board meeting;

- reference to the documents having been submitted to the Board in respect of the matter, and the person presenting the matter; and

- the resolutions of the Board, and, if a resolution is not unanimous, a specification of who has voted in favour and who has voted against.

A board member or the CEO who does not agree with a decision is entitled to have his or her view stated in the minutes.

The minutes shall be sent to the members of the Board for approval and signature within 10 days of the meeting, unless the minutes are drafted and approved during the board meeting.

Board members not attending the meeting shall confirm that they have familiarised themselves with the contents of the minutes by signing them and adding "seen".

3.13 Safety procedures and duty of confidentiality

All documents sent or distributed, and all information conveyed, to the Board, are confidential to the extent not otherwise decided by the Board.

The board members shall keep all board documents of any nature out of reach of others.

The Chairperson shall ensure that a complete set of all notices and documents sent to board members or distributed in connection with the deliberations of the Board, as well as all minutes of board meetings, are filed and stored by the Company in a satisfactory manner.

The board members shall have access to such files.

3.14 Information concerning the work of the Board

External and internal information concerning the work, matters and deliberations of the Board shall only be conveyed by the Chairperson, unless the Board resolves that the CEO or some other person shall be authorised to convey such information.

3.15 Evaluation of the work of the Board and board committees

The Board shall annually evaluate its performance in the previous year. The evaluation shall cover its own performance, the performance of the sub-committees and the performance of the individual board members. In order for the evaluation to be effective, the Board shall set objectives, on both a collective and individual level, against which their performance can be measured.

3.16 Directors' liability insurance

The Company shall obtain directors' liability insurance. The amount insured shall be determined by the Board after conferring with an insurance broker.

4 RESPONSIBILITIES IN CONNECTION WITH THE SUPERVISION OF ACCOUNTING AND AUDIT

In connection with the supervision of accounting and audit, the Board shall have the following specific responsibilities:

- reviewing and discussing with the executive management the major risk factors (business risks and financial risks) of the Company;

- reviewing and discussing with the executive management and the external auditor the quality and adequacy of the Company's internal controls for managing business, financial and regulatory risk, including information system controls and security. This also includes a review of the Company insurance coverage;

- reviewing and discussing with the executive management the audited annual financial statements of the Company and the interim financial statements of the Company;

- communicating with the external auditor by discussing the nature and rigor of the audit process, receiving and reviewing audit reports including responses from the executive management related thereto, reviewing and discussing the annual and interim financial statements of the Company and providing the auditor full access to the Board, with or without the executive management present, to report on all appropriate matters;

- reviewing with the external auditor the auditor's independence, including other services than auditing provided by the auditor's firm; and

- discussing with the executive management the status of any pending litigation, taxation matters and other areas of relevance to the legal and compliance area as may be appropriate related to financial issues.

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INVESTOR RELATIONS POLICY

Adopted by the board of directors on 13 August 2026, effective from the first day of trading of the Company's shares on Oslo Børs

This investor relations policy (the "**IR Policy**") apply to Outlet Group Holding ASA ("**Outlet Group**" or the "**Company**") and is based on the Oslo Stock Exchange's rules, regulations and recommendations for listed companies, in particular the *Oslo Børs Code of Practice for IR*, last amended on 1 March 2021 (the "**IR Code**").

1 PURPOSE

This IR Policy shall help the Company build trust and awareness in the investor community by ensuring that investor relation activities are conducted in compliance with relevant rules, regulations and recommended practices.

The policy shall help ensure that shareholders, potential investors, the market in general and other stakeholders shall gain simultaneous access to accurate, clear, relevant, comprehensive and up-to-date information about the Company. The information provided shall be consistent over time and take account of both positive and negative factors.

Good relations and an open, active dialogue with shareholders, potential investors, analysts and other participants in the capital markets shall build trust and contribute to reduced costs of capital for the Company.

This policy shall also contribute to the executive management and the board of directors of the Company obtaining information about the market's views and opinion on the Company.

The Company's Investor Relations team (the "**IR team**") comprises of the chief executive officer, the chief financial officer and the investor relations officer (if any).

2 SHAREHOLDER CONTACT AND COMMUNICATION WITH THE FINANCIAL MARKET

All communication with the financial community shall be on an equal treatment basis and in compliance with applicable laws and regulation. The Company shall continually provide its shareholders, the Oslo Stock Exchange and the securities market and financial market in general with timely and precise information about the Company and its operations.

The IR team is responsible for all day-to-day contact with the financial community on behalf of the Company.

Inside information shall be dealt with in compliance with the Company's instruction for handling of inside information. The IR team may continually communicate with the financial community for the purposes of developing an understanding of which matters affecting the Company from time to time that are of particular importance to its stakeholders. The IR team will in such cases ensure that the communication with the financial community is in compliance with the provisions of applicable laws and regulations and consistent with the principle of equal treatment of shareholders.

Relevant information about the Company shall be given in the form of annual reports, quarterly reports, press releases, notices to the Oslo Stock Exchange, meetings and presentations in accordance with what is deemed appropriate from time to time. All such information shall be published on the Company's website, https://outletgroup.com/.

The Company shall offer subscription service for stock exchange announcements and press releases.

3 POLICY

The Company complies with the IR Code. Any future deviations from the IR Code will be explained as required by the IR Code.

Disclosure and reporting to the financial markets and contact with shareholders, investors and analysts shall be based on the following main principles:

(i) *Compliance with laws and regulations:* All disclosure, communication and reporting shall be in compliance with the applicable laws and regulations, in particular the Norwegian Securities Trading Act, MAR, the Norwegian Accounting Act and the Rule Books. The Company shall also comply with the relevant recommendations and market practices for reporting financial and other IR information.

(ii) *Inside information:* Unless exceptions apply and are invoked, the Company shall promptly disclose all inside information (as defined by article 7 of MAR).

(iii) *Language:* All financial and other IR information shall be published in English. All stock exchange notifications shall be published in English.

(iv) *Information on value drivers*: The Company shall publish accurate and relevant information about its historical earnings, operations, outlook and any other information that the Company has defined as significant and relevant for fair valuation of the shares. Such information shall be balanced and consistent over time.

(v) *Guiding:* The Company shall not publish specific/detailed guiding on the Group's future financial results. The Company operates in accordance with a set of financial and non-financial strategic targets, established by the board of directors. These targets govern the Group's operations within a defined strategic period.

(vi) *Quiet period:* Investor and analyst meetings shall not be held in the last three weeks prior to the presentation of results. In the same period, no comments shall be made to the media or other external parties regarding the Group's earnings and outlook.

(vii) *Information on the Company's website:* The Company shall comply with the principles of the IR Code in respect of disclosing information to shareholders and the market on the Company's website as further set forth therein. The Company shall follow the Norwegian Code of Practice for Corporate Governance, including the code's principles regarding transparency, equal treatment of shareholders and disclosure of relevant information. Information shall therefore be available on https://outletgroup.com/ and other places where it is relevant.

4 IR EVENTS AND ARENAS

In addition to making information easily available on a timely basis to shareholders and the financial markets in general, the IR team shall prioritise raising awareness of, and interest in, the Company and its shares among various market participants – both nationally and internationally.

To help promote this goal, the following meetings and presentations shall be held:

Event	*Description*
Annual reporting	The presentations shall be available on https://outletgroup.com/. Annual reports shall be published within three months after the end of the financial year, unless the Company has published a quarterly report for the fourth quarter within this deadline.
Quarterly reporting	Open results presentations shall be held for investors, analysts and other stakeholders. The presentations shall be available on https://outletgroup.com/. Quarterly reports shall be published within 45 days after the end of the quarter. The reporting dates shall be stated in the financial calendar on www.newsweb.no and https://outletgroup.com/.
Investor and analyst meetings	The Company shall hold regular meetings with investors and analysts. The Company's ability to provide information to individual market participants, including investors and analysts, is limited by regulations applicable to listed companies, including the rules on good stock exchange practices, and the general requirement of equal treatment. All presentations used in the meetings will be available on https://outletgroup.com/.
Capital Markets Day	The Company will consider holding a Capital Markets Day when appropriate to keep the market up to date on development, strategy and outlook. Capital market days will be open to all who wish to attend, and the presentations will be made available on https://outletgroup.com/.
Conferences, seminars, symposia, etc.	Representatives from the Company's executive management will participate in various conferences and seminars where relevant. All relevant presentations held by the Group's executive management will be published on https://outletgroup.com/.

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COMMUNICATION POLICY

Adopted by the board of directors on 13 August 2026, effective from the first day of trading of the Company's shares on Oslo Børs

The contents of this document apply to Outlet Group Holding ASA ("**Outlet Group**" or the "**Company**") and together with its subsidiaries (the "**Group**"). This document is based on the recommendations that apply to companies listed on Oslo Børs.

1 PURPOSE OF THE POLICY

The purpose of this policy is to describe the overall ambition, key principles, roles and responsibilities for the communication activities throughout the Group.

Communication activities support the business objectives of the Company because they help build strong and lasting relations with key stakeholders.

When performed with excellence, communication builds the Company's success by:

- helping to enhance the Outlet Group brand and the reputation of the Group;
- spreading knowledge, understanding, confidence and create interest, which mobilise the Company's supporters and instigate respect amongst its competitors;
- avoiding that the Group's reputation and values are harmed, for example in connection with emergency situations, complaints or other problems in which the Group is involved; and
- promoting transparency and good internal information in order to lay a foundation for job satisfaction, pride and pleasure in the Group's work/productivity.

2 ROLES AND RESPONSIBILITIES

Communication is a management responsibility and an integral part of leadership. This means that all managers in the Group must be familiar with the content of this document.

Media contact is the chief executive officer's (CEO) and/or chief financial officer's (CFO) responsibility. Any other person must seek approval from one of them before communicating with the media.

Investor contact and investor relations activities shall be conducted by the investor relations team only. The investor relations team comprises the chief executive officer (CEO), the chief financial officer (CFO) and the corporate development director of the Company. Investor contact/investor relations shall be conducted in accordance with the IR Policy.

Communication with other stakeholders of the Company shall be conducted in line with relevant internal instructions and guidelines, as set out by the board of directors and the chief executive officer (CEO).

3 THE GROUP'S OVERALL PRINCIPLES FOR COMMUNICATION

The Group's communication activities shall be characterised by the following basic principles which apply while the Company's shares are listed on Oslo Børs:

3.1 Transparency

In most cases, transparency has a positive effect both internally and externally. So far as the Company considers it appropriate, it will try to provide insights into facts, considerations and decisions.

3.2 Honesty

The Company will never lie or distort the facts. The Company has no obligation to provide all the facts, but what it says must be true and to the best of its knowledge. In difficult cases, it may be appropriate to refuse to comment.

3.3 Consistency

The Company's conduct and messages shall be uniform and consistent, so that target groups recognise its attitudes and messages.

3.4 Right timing

The Company should generally be the first to provide information to its target groups in order to avoid leaks, rumours and uncertainty. Good timing is a prerequisite for taking and retaining the initiative in emergency situations or in communications with journalists.

4 STAKEHOLDER BASED COMMUNICATION

Good relations with important stakeholders is key to success in any business. Good understanding of important stakeholders and their concerns is key to excellent communication.

To achieve the best results, communication activities must be adapted to the target audience concerned.

What the Company communicates must be considered relevant to each of the stakeholders.

How the Company communicates with them must be tailored to what the Company communicates.

Communication shall be used as a strategic tool in order for the Company to be perceived among its shareholders and other key stakeholders as:

- the preferred business partner;
- the preferred employer among current and potential employees; and
- an attractive investment among shareholders and investors.

5 CORPORATE COMMUNICATION CHANNELS

The Company's main communication channels are as follows:

Channel	Description	Key responsible
NewsWeb	The information system of the Oslo Stock Exchange available at www.newsweb.oslobors.no	Christer Johan Jacobsen / Benjamin Broch
Group website	The website for the Group, available at https://outletgroup.com/	Bjørn Stian Bjoarvik
IR web	https://outletgroup.com/	Bjørn Stian Bjoarvik

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