



NOTICE OF EXTRAORDINARY GENERAL MEETING IN CAPSOL TECHNOLOGIES AS

The board of directors hereby calls the Extraordinary General Meeting (EGM) in Capsol Technologies AS, reg. no 914 620 457 (the “Company”) **on 27 September 2023 at 14:00 CET** as a virtual meeting at <https://dnb.lumiagm.com/111911726>.

IMPORTANT MESSAGE:

The Extraordinary General Meeting will be held as a digital meeting only, with no physical attendance for shareholders. To participate in the general meeting, please log in at <https://dnb.lumiagm.com/111911726> either on your smartphone, tablet, or PC. Alternatively, log in at <https://dnb.lumiagm.com/> and enter meeting ID: **111-911-726** and click Join. You must identify yourself using the reference number and PIN code from VPS for the general meeting that you will find in investor services (Corporate Actions – General Meeting – ISIN) or sent you by post on this form (for non-electronic actors).

Shareholders are welcome to contact DNB Registrars Department by phone +47 23 26 80 20 (between 08:00 – 15:30) or send an e-mail to genf@dnb.no if they need their reference number and PIN code or if they have technical questions.

An online guide describing more in detail how shareholders can participate in the Virtual meeting, can be found on the company’s web page **Guide for online participation** Shareholders may choose to vote in advance or by proxy as described in this notice.

Shareholders must be logged in before the Extraordinary General Meeting starts.

You can log in from one hour before the EGM starts.

The following matters are on the agenda:

1. **Opening of the extraordinary general meeting and registration of attending shareholders and proxies**
2. **Election of chairman of the meeting and person to co-sign the minutes**
3. **Approval of the notice and the agenda**
4. **Reduction of the share capital**

The board of directors of the Company proposes that the general meeting adopts a share capital reduction by passing the following resolution:

- “(a) *The share capital is reduced from NOK 53 533 395 with NOK 26 766 697.50 to NOK 26 766 697.50.*
- “(b) *The share capital reduction is done by a reduction of the nominal value of the shares from NOK 1 to NOK 0.5 per share.*
- “(c) *The reduction amount of NOK 26 766 697.50 shall be used for coverage of loss that cannot be covered otherwise, cf. the Companies Act Section 12-1 first paragraph no. 1. The reduction shall be effective without a creditor notice upon the registration of a notice to the Business Register, cf. the Companies Act Section 12-5 first paragraph.*

In connection with the capital reduction, the articles of association § 4 is amended from:

“Selskapets aksjekapital er NOK 53 533 395 fordelt på 53 533 395 aksjer, hver pålydende NOK 1.”

to

«Selskapets aksjekapital er NOK 26 766 697.50 fordelt på 53 533 395 aksjer, hver pålydende NOK 0.5».

English translation: “The Company’s share capital is NOK 26 766 697.50 divided on 53 533 395 shares, each with a nominal value of NOK 0.5.”

The calculation of the Company's loss is based on the balance sheet of the Company's most recently approved annual financial statements, the financial statements for 2022. The financial statement with the auditor's report is available at the company's office for inspection.

The reason for the proposal is that the Company, in the financial statements for 2022, has an uncovered loss that cannot be covered in any other way than by reducing the share capital. Furthermore, it is necessary to reduce the share capital to satisfy equity requirements for conversion of the Company to a public limited liability company, cf. the proposal in item 5 below.

Since the capital reduction is carried out without creditor notice, a distribution of dividends cannot be resolved by the Company until three years have passed from the registration in the Business Register, unless the share capital subsequently has been increased by an amount at least equal to the reduction.

No events of significant importance to the company have occurred after the last balance sheet date.

5. Conversion into a public limited liability company (ASA)

As previously announced to the market, the Company contemplates to move the shares of the Company from Euronext Growth to the main list of Oslo Børs. In this process the Company will need to be converted from a private limited liability company (AS) to a public limited liability company (ASA).

The most significant legal effects of a transformation as described include inter alia the following:

- The Company will fall under the scope of the Norwegian Public Limited Liability Companies Act
- The corporate identity of the Company remains unchanged, with the exception that the company designation "AS" must be changed to "ASA" or public limited company.
- The required share capital in a public limited company must be at least NOK 1 000 000.
- The company shall have a board of at least three directors and with the necessary gender representation
- It will be required for the company to be registered with a central securities depository
- The shares of a public limited company are freely transferable
- The Company may offer its shares to the public
- Stricter requirements will apply with respect to contributions in kind, transactions with related parties, as well as to mergers and demergers; and
- The Company must comply with the accounting rules for large enterprises, cf. section 1-5 of the Norwegian Accounting Act.

A Statement from an independent auditor in connection with the conversion is attached to these minutes as Appendix 1.

The Company satisfies the minimum required share capital and already has a general manager. The Company's share are freely transferable, and are registered in the Norwegian Central Securities Depository (VPS). The requirement of gender representation on the Board will be fulfilled as a consequence of the proposal in agenda item 5 below, regarding changes to the Board. The Board cannot see that a conversion from AS to ASA will have any negative economic consequences for the share holders, and proposes that the extraordinary general meeting passes the following resolution:

The company shall be converted into a public limited company (ASA). Section 1 of the company's Articles of Association is amended to have the following wording:

"§ 1 Selskapets foretaksnavn er Capsol Technologies ASA. Selskapet er et allmennaksjeselskap."



English translation:

“§ 1 The company’s name is Capsol Technologies ASA. The company is a public limited liability company.”

6. Changes to the Board of Directors

To satisfy the legal requirements to a board of a public limited liability company, as well as the rules related inter alia to independency that will apply for listed companies, the Board proposes that the extraordinary general meeting makes certain changes in the Board composition.

On this basis, the Board proposes to the extraordinary general meeting the following resolution:

Wendy Lam and Ellen Merete Hanetho are elected as new board members. The election of Wendy Lam shall be effective from 30 September 2023.

Additionally, Claes Oskar Nygren shall resign from the Board, and the Board shall hereafter consist of the following members:

- Endre Ording Sund (chairman)
- Einar Christen Lange (director)
- John Arne Ulvan (director)
- Monika Inde Zsak (director)
- Wayne Gordon Thomson (director)
- Wendy Lam (director) (effective as of 30 September 2023)
- Ellen Merete Hanetho (director)

7. Share option program

The Board proposes that the EGM adopts that Wendy Lam and Ellen Merete Hanetho are included in the Company’s existing share option program, on the following key terms:

Wendy Lam; 112 500 options, strike price equal to the closing price of the day of the EGM. The options shall have a vesting period of three years, with 1/3 vesting each year.

Ellen Merete Hanetho: 112 500 options, strike price equal to the closing price of the day of the EGM. The options shall have a vesting period of three years, with 1/3 vesting each year.

8. Amendments to the Company’s Articles of Association

The Board proposes to amend the Company’s Articles of Association to ensure that there is always a minimum of three Board members. It is proposed that the Articles of Association § 6 hereafter reads as follows:

“§ 6 Styret i selskapet skal bestå av 3 til 9 medlemmer. Selskapet tegnes av to styremedlemmer i fellesskap.”

English translation:

“§ 6 The company’s Board of Directors shall consist of 3 to 9 members. The signatory rights of the company lie with two board members jointly.”

The Norwegian Public Limited Liability Companies Act has been amended with effect from 1 July 2023 by inclusion of a provision in § 5-2 (1) on compulsory record date for shareholders’ right to attend and vote at general meetings. As from the same date, amendments to the Norwegian Public Limited Liability Companies Act § 5-3 was implemented, entailing that the registration deadline for participation at general meetings cannot be set earlier than two business days prior to the meeting. In order to comply with these regulations, the Board proposes a new § 7 to the Articles of Association, which shall read as follows:

“§ 7 Generalforsamlingen innkalles ved skriftlig henvendelse til alle aksjonærer med kjent adresse. Innkalling skal være sendt senest 14 dager før møtet skal holdes.

Aksjonærer eller fullmektiger for disse som ønsker å møte på generalforsamlingen må melde dette til selskapet innen to virkedager før generalforsamlingen.

Styret kan bestemme at aksjonærene skal kunne avgi sin stemme skriftlig, herunder ved bruk av elektronisk kommunikasjon, i en periode før generalforsamlingen. For slik stemmegivning skal det benyttes en betryggende metode for å autentisere avsenderen.

Når dokumenter som gjelder saker som skal behandles på generalforsamlingen, er gjort tilgjengelige for aksjonærene på selskapets internettsider, gjelder ikke lovens krav om at dokumentene skal sendes til aksjonærene. Dette gjelder også dokumenter som etter lov skal inntas i eller vedlegges innkallingen til generalforsamlingen. En aksjonær kan likevel kreve å få tilsendt dokumenter som gjelder saker som skal behandles på generalforsamlingen. “

English translation:

“§ 7 The general meeting is convened by written notice to all shareholders with a known address. The notice shall be sent no later than 14 days before the date of the meeting.

Shareholders or their representatives wishing to attend a general meeting must inform the company of this no later than two business days prior to the general meeting.

The Board of Directors may determine that the shareholders shall be able to cast their votes in writing, including by electronic means, during a period preceding the general meeting. Where such a form of voting is used, a satisfactory method shall be employed to authenticate the identity of the sender.

When documents relating to matters to be discussed at the general meeting have been made available to the shareholders on the company's website, the legal requirement to send the documents to the shareholders shall not apply. This also applies to documents that pursuant to law are required to be included in, or attached to, the notice to the general meeting. A shareholder may nonetheless require to be forwarded documents relating to matters to be discussed at the general meeting.”

It is currently proposed that the notice shall be sent no later than 14 days before the date of the general meeting. It is proposed that the general meeting shall resolve that this shall be amended to 21 days, if and when the shares are listed on the main list of Oslo børs.

Furthermore, the following new § 8 is proposed to the Articles of Association:

“§ 8 Følgende saker skal behandles og avgjøres i den ordinære generalforsamlingen:

- Godkjenning av årsregnskap og årsberetning, herunder utdeling av utbytte.*
- Valg av medlemmer til styret og fastsettelse av godtgjørelse til medlemmer av styret.*
- Godkjenning av revisors honorar.*
- Andre saker som etter lov eller vedtektene hører under generalforsamlingen.»*

English translation:

“§ 8 The following matters shall be considered and decided by the annual general meeting:

- Approval of the annual accounts and the annual report, including distribution of dividends.*
- Election of members of the Board of Directors and determination of their remuneration.*
- Approval of the auditor's fee.*
- Other issues which, pursuant to law or the Articles of Association, are to be decided by the general meeting.”*

An updated version of the Company's Articles of Association based on the above proposals is attached as Appendix 2.



Participation

The General Meeting will be held as a digital meeting only via Lumi AGM on <https://dnb.lumiagm.com/111911726>. Click on the link or copy the URL to your browser either on your smartphone, tablet, or PC, to attend the General Meeting. Alternatively, log in at <https://dnb.lumiagm.com/> and enter meeting ID: **111-911-726** and click Join.

By participating online via Lumi AGM shareholders can vote on each agenda item, submit written questions, as well as follow the live webcast (in English). No pre-registration is required for shareholders who want to participate, but **shareholders must be logged on before the meeting starts**. Log ins after the meeting has started will have no voting rights. We therefore encourage shareholders to log in well in advance of the General Meeting. The Lumi link for the General Meeting is open for login one hour before the start of the General Meeting.

Secure identification of shareholders will be done using the PIN code and reference number listed on the attached form or on the shareholder's account VPS Investor Services.

More information and [Guidelines regarding digital participation](#) in the Extraordinary General Meeting is available on the Company website.

Proxy with or without voting instructions

Shareholders may vote in advance by proxy, instead of participating online. Proxy with or without voting instructions can, if desirable, be given to the Chair of the Board of Directors, or the person the shareholder appoints. Shareholders who wish to participate at the General Meeting by proxy without voting instructions are encouraged to send the proxy electronically via "Investortjenester" (VPS Investor services), a service offered by most registrars in Norway, or by completing and returning the enclosed proxy form scanned by email to genf@dnb.no, or alternatively by post to DNB Bank ASA, Registrars's Department, P.O. Box 1600 Sentrum, 0021 Oslo, Norway. Proxy forms should be received by DNB Bank ASA, Registrars' Department no later than 26 September 2023 at 14:00 CET.

Proxies with voting instructions to the Chair of the Board of Directors cannot be submitted electronically and must be sent by email to genf@dnb.no (scanned form) or by regular mail to DNB Bank ASA, Registrars's Department, P.O. Box 1600 Sentrum, 0021 Oslo, Norway. Proxy forms should be received by DNB Bank ASA, Registrars' Department no later than 26 September 2023 at 14:00 CET.

For instructions to other proxy holders, submit a proxy without voting instructions and agree directly with the proxy holder how votes should be cast.

This notice and the enclosed form for notice of attendance/proxy will also be made available on the Company's [General Meetings](#) page.

Capsol Technologies AS urges shareholders to receive investor messages from the Norwegian Central Securities Depository (Euronext VPS) electronically, both from an environmental and cost perspective. To receive investor information electronically, including invitations to general meeting and change of address, visit your online bank or euronextvps.no (log in via myVPS in the top-right corner).

The following documents will be available on the Company's [General Meetings](#) page:

- This notice and the enclosed form for proxy
- Revised articles of Association
- Guide for Online Participation
- Auditor's statement on the conversion from AS to ASA



12 September 2023

DocuSigned by:
Endre Ordning Sund
60CF64815B12407...

Endre Ordning Sund
Chairman of the Board

Enclosure: Proxy forms

Notice of Extraordinary General Meeting

The Extraordinary General Meeting in Capsol Technologies AS will be held on 27 September 2023 at 14:00 CET as a virtual meeting.

The shareholder is registered with the following amount of shares at summons: _____ and vote for the number of shares owned per Record Date 20 September 2023.

Deadline for registration of advance votes, proxies, and instructions: 26 September 2023 at 14:00 CET.

Electronic registration

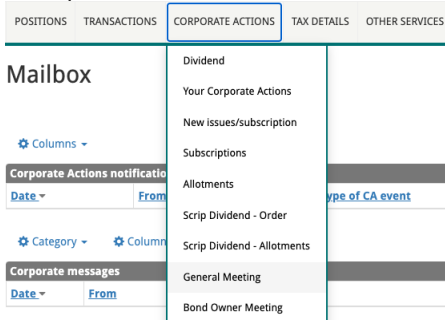
Alternatively, fill out the form *“Form for submission by post or email for shareholders who cannot register their elections electronically”* (next page)

Shareholders who do not wish to participate online or vote in advance or give proxy to another person:

Step 1 – Register during the enrolment / registration period:

- Log in through VPS Investor services, available at <https://www.euronextvps.no/> or through own account keeper (bank/broker). Once logged in, choose Corporate Actions – General Meetings – ISIN

Example from DNB account:



You will see your name, reference number, PIN – code and balance. At the bottom you will find these choices:



“Enroll” – There is no need for registration for online participation, enrolment is not mandatory

“Advance vote” – If you would like to vote in advance of the meeting

“Delegate Proxy” – Give proxy to the Chair of the Board of Directors or another person

“Close” - Press this if you do not wish to register

Step 2 – On the day of the General Meeting:

Online participation: Please log in through <https://dnb.lumiagm.com/111911726>. You must identify yourself using your reference number and PIN code from VPS (see step 1 above). Shareholders can also get their reference number and PIN code by contacting DNB Bank Registrars Department by phone +47 23 26 80 20 (08:00 – 15:30). On the Company’s webpage you will find an online guide describing more in detail how you as a shareholder can participate in the virtual meeting.

Note: You must be logged in to the meeting before the General Meeting starts. Log in is open from one hour before the General Meeting starts.



Form for submission by post or email for shareholders who cannot register their elections electronically

The signed form can be sent as an attachment by e-mail to genf@dnb.no (scan this form), or by post to DNB Bank ASA, Registrars Department, P.O.Box 1600 Centrum, 0021 Oslo, Norway. The proxy must be received no later than **26 September 2023 at 14:00 CET**. The form must be dated and signed in order to be valid. If the shareholder is a company, the signature must be in accordance with the company certificate. If you do not state the name of the proxy holder, the proxy will be given to the Chair of the Board of Directors, or an individual authorised by him or her.

The undersigned: _____ hereby grants (tick one of the two)

- the Chair of the Board of Directors (or a person authorised by him or her), or
- _____ (NB: Proxy holder must send an e-mail to genf@dnb.no for log in details)
(Name of proxy holder in capital letters)

proxy to attend and vote for my/our shares at the Extraordinary General Meeting of Capsol Technologies AS on 27 September 2023.

Place	Date	Shareholder's signature (only for granting proxy)
-------	------	--

If you do not state the name of the proxy holder, the proxy will be given to the Chair of the Board of Directors, or an individual authorised by him or her.

Proxies with voting instructions must be dated and signed to be valid.

Missing or unclear markings are considered a vote in line with the Board of Directors' recommendations. If a proposal is put forward in addition to, or as a replacement for, the proposal in the notice, the proxy determines the voting.

The votes shall be exercised in accordance with the instructions below. If the sections for voting are left blank, this will be counted as an instruction to vote in accordance with the Board's recommendations. However, if any motions are made from the attendees in addition to or in replacement of the proposals in the Notice, the proxy holder may vote at his or her discretion. If there is any doubt as to how the instructions should be understood, the proxy holder may abstain from voting.

#	Agenda for the Extraordinary General Meeting 2023	For	Against	Abstention
3	Approval of the notice and agenda	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Reduction of the share capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	Conversion into a public limited company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	Changes to the Board of Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7	Share option program	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8	Amendments to the Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Place	Date	Shareholder's signature (Only for granting proxy with voting instructions)
-------	------	---

If the shareholder is a company, a certificate of registration and/or an authorization evidencing the right to sign must be enclosed with the proxy. For information on the rights to participate and vote, please refer to the Norwegian Limited Liability Companies Act (Nw: aksjeloven), in particular chapter 5.

Til generalforsamlingen i Capsol Technologies AS

Ruseløkkveien 30, 0251 Oslo
Pb 1312 Vika, 0112 Oslo
Org.nr: 982 316 588 MVAT +47 23 11 42 00
F +47 23 11 42 01

www.rsmnorge.no

Redegjørelse ved omdanning til ASA

På oppdrag fra styret avgir vi som uavhengig sakkyndig en redegjørelse i samsvar med aksjeloven § 15-1 annet ledd, jf. allmennaksjeloven § 2-6.

Styrets ansvar for redegjørelsen

Styret er ansvarlig for informasjonen redegjørelsen bygger på og de verdsettelse som ligger til grunn for omdanningen.

Uavhengig sakkyndiges oppgaver og plikter

Vår oppgave er å utarbeide en redegjørelse om de eiendeler og forpliktelser som foreligger ved omdanningen, kan oppføres i balansen til en samlet nettoverdi som gir dekning for pålydende av den aksjekapital selskapet skal ha som allmennaksjeselskap.

Den videre redegjørelsen består av to deler. Den første delen er en presentasjon av opplysninger i overensstemmelse med de krav som stilles i allmennaksjeloven § 2-6 første ledd nr. 1 til 4. Den andre delen er vår uttalelse.

Del 1: Opplysninger om eiendeler og forpliktelser i forbindelse med omdanningen

Eiendeler og forpliktelser ved omdanningen omfatter følgende poster:

	31.12.2022	30.06.2023	31.07.2023
	Revidert	Urevidert	Urevidert
Eiendeler:			
Immaterielle eiendeler	6 476 912	6 575 810	6 776 024
Varige driftsmidler	24 803 826	43 954 828	48 423 988
Finansielle anleggsmidler	61 544	119 241	119 241
Fordringer	10 523 103	12 572 345	14 393 739
Bankinnskudd	61 412 023	33 450 074	27 324 427
Sum eiendeler	103 277 408	96 672 298	97 037 419
Forpliktelser:			
Langsiktig gjeld	23 000 000	33 404 762	33 404 762
Kortsiktig gjeld	8 672 292	17 052 760	18 656 391
Sum forpliktelser	31 672 292	50 457 522	52 061 153
Egenkapital	71 605 116	46 214 776	44 976 266

Capsol Technologies AS – Redegjørelse ved omdanning til ASA

I innkalling til ekstraordinær generalforsamling den 27. september 2023 pkt 4 gjør styret forslag om at aksjekapitalen skal settes ned fra NOK 53 533 395 med NOK 26 766 697,50 til NOK 26 766 697,50 ved at nedsettingsbeløpet skal benyttes til dekning av udekket tap på NOK 77 468 641 i henhold det sist fastsatte årsregnskapet per 31. desember 2022.

Under forutsetning av at kapitalnedsettelsen vedtas er nettoverdien av eiendeler og forpliktelser høyere enn aksjekapitalen selskapet skal ha som allmennaksjeselskap, og kravet i aksjeloven § 15-1 andre ledd er oppfylt. Også kravet til aksjekapital i allmennaksjeloven § 3-1 er ivaretatt. Det er vurdert at verdiene fortsatt er til stede per 11. september 2023. Omdanningen skjer ved overføring til regnskapsførte verdier.

Del 2: Den uavhengig sakkyndiges uttalelse

Vi har utført vår kontroll og avgir vår uttalelse i samsvar med attestasjonsstandarden SA 3802-1 "Revisors uttalelser og redegjørelser etter aksjelovgivningen". Standarden krever at vi planlegger og utfører kontroller for å oppnå betryggende sikkerhet for at de eiendeler og forpliktelser som foreligger ved omdanningen, kan oppføres i balansen til en samlet nettoverdi som gir dekning for pålydende av den aksjekapital på NOK 26 766 697,50 som selskapet skal ha som allmennaksjeselskap. Arbeidet omfatter kontroll av verdsettelsen av eiendeler og forpliktelser som foreligger ved omdanningen. Videre har vi vurdert de verdsettelsesmetoder som er benyttet, og de forutsetninger som ligger til grunn for verdsettelsen, herunder en vurdering av begrunnelsen for verdsettelsen av immaterielle eiendeler.

Vi mener at innhentede bevis er tilstrekkelig og hensiktsmessig som grunnlag for vår konklusjon.

Konklusjon

Etter vår mening kan eiendelene og forpliktelsene som foreligger ved omdanningen oppføres i balansen til en samlet nettoverdi som gir dekning for pålydende av den aksjekapital på NOK 26 766 697,50 som selskapet skal ha som allmennaksjeselskap.

Oslo, 11. september 2023
RSM Norge AS

A handwritten signature in blue ink, appearing to read "Arnfinn Osvik".

Arnfinn Osvik
Statsautorisert revisor

VEDTEKTER

Capsol Technologies ASA

914 620 457

27. september 2023

- § 1 Selskapets foretaksnavn er Capsol Technologies ASA. Selskapet er et allmennaksjeselskap.
- § 2 Selskapets forretningskontor er i Oslo.
- § 3 Selskapets formål er: å drive industri- og teknologiutvikling, investeringsvirksomhet samt yte konsulenttjenester.
- § 4 Selskapets aksjekapital er NOK 26 766 697.50 fordelt på 53 533 395 aksjer, hver pålydende NOK 0.50.
- § 5 Selskapets aksjer er fritt omsettelige, uten forkjøpsrett for eksisterende aksjeeiere og uten krav til styresamtykke ved aksjeoverdragelser. Selskapets aksjer er registrert i VPS.
- § 6 Styret i selskapet skal bestå av 3 til 9 medlemmer. Selskapet tegnes av to styremedlemmer i fellesskap.
- § 7 Generalforsamlingen innkalles ved skriftlig henvendelse til alle aksjonærer med kjent adresse. Innkalling skal være sendt senest 14 dager før møtet skal holdes.

Aksjonærer eller fullmektiger for disse som ønsker å møte på generalforsamlingen må melde dette til selskapet innen to virkedager før generalforsamlingen.

Styret kan bestemme at aksjonærene skal kunne avgi sin stemme skriftlig, herunder ved bruk av elektronisk kommunikasjon, i en periode før generalforsamlingen. For slik stemmegivning skal det benyttes en betryggende metode for å autentisere avsenderen.

Når dokumenter som gjelder saker som skal behandles på generalforsamlingen, er gjort tilgjengelige for aksjonærene på selskapets internettsider, gjelder ikke lovens krav om at dokumentene skal sendes til aksjonærene. Dette gjelder også dokumenter som etter lov skal inntas i eller vedlegges innkallingen til generalforsamlingen. En aksjonær kan likevel kreve å få tilsendt dokumenter som gjelder saker som skal behandles på generalforsamlingen.

- § 8 Følgende saker skal behandles og avgjøres i den ordinære generalforsamlingen:
- Godkjenning av årsregnskap og årsberetning, herunder utdeling av utbytte.
 - Valg av medlemmer til styret og fastsettelse av godtgjørelse til medlemmer av styret.
 - Godkjenning av revisors honorar.
 - Andre saker som etter lov eller vedtektene hører under generalforsamlingen.