

To the shareholders of
Atea ASA

Oslo, 21 March 2024

NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting of Atea ASA will be held on 25 April 2024 at 09:00 a.m. at Thon Hotel Vika Atrium, Munkedamsveien 45, 0250 Oslo, Norway. See details regarding votes in advance and proxies below.

The General Meeting will be opened by the Board Chairman, Sven Madsen, or such person that he may nominate.

The following items are on the agenda:

- 1. Election of chairperson for the meeting**
- 2. Election of an individual to sign the minutes jointly with the chairperson**
- 3. Approval of the notice of the meeting and agenda**
- 4. Report from the CEO**
- 5. Approval of the financial statements and annual report for 2023 for the parent company and the Group, including year-end allocations**

In the General Meeting information will be provided with respect to the annual accounts for the parent company and the Group, hereunder the annual report.

The Board of Directors proposes that the General Meeting makes the following resolution:

"The annual financial statements and Board of Directors' report for 2023 are approved. Profit for the year is transferred to other (free) equity according to the Board of Directors' proposal."

6. Resolution regarding distribution of dividend

Based on the financial performance, strong balance sheet, and business outlook of the Atea group, the Board of Directors recommends an ordinary dividend payment of NOK 7.00 per share, to be paid in two equal installments of NOK 3.50 per share in May and November 2024.

The Board of Directors proposes that the General Meeting makes the following resolution:

"In accordance with the proposal of the Board of Directors, it was resolved to distribute a dividend for the accounting year 2023."

A dividend of NOK 7.00 shall be distributed for each of the company's shares, to be paid in two equal instalments in May and November 2024. Based on the company's 112,384,093 shares, the total dividend distribution equals NOK 786,688,651. For Norwegian tax purposes, the dividend shall be considered as repayment of paid in capital."

A first dividend payment of NOK 3.50 shall be distributed for each of the company's shares to the shareholders as of the record date of 23 May 2024. The shares shall be traded exclusive of dividend as of 22 May 2024. Payment of the dividend will take place within 29 May 2024.

A second dividend payment of NOK 3.50 shall be distributed for each of the company's shares to the shareholders as of the record date of 21 November 2024. The shares shall be traded exclusive of dividend as of 20 November 2024. Payment of the dividend will take place within 27 November 2024."

7. Election of a new Board of Directors

All shareholder elected members of the Board of Directors were appointed in 2022. The term of office is 2 years. The Nomination Committee's recommendation with respect to election of a new Board of Directors is enclosed to this summons ([Attachment 1](#)). The term of appointment is two years, which will be until the General Meeting is held in 2026.

In accordance with the recommendation, the Nomination Committee proposes that the General Meeting makes the following resolution:

"All current members of the shareholder-elected members of the Board of Directors are re-elected for a period of two years."

8. Approval of the auditor's fees

The company's auditor, Deloitte AS, has received a total remuneration of NOK 1,551,000 for auditing services in 2023.

The Board of Directors proposes that the General Meeting makes the following resolution:

"The auditor's fees for 2023 are approved."

9. Adoption of the remuneration to be paid to Board members and Audit Committee members

Based on the enclosed recommendation by the Nomination Committee (see [Attachment 1](#)), the Board of Directors proposes that the General Meeting makes the following resolution:

*"Remuneration to the Chairman of the Board for 2023 is set to NOK 500,000.
Remuneration to shareholder elected Board members for 2023 is set to NOK 200,000 each.
Remuneration to employee elected Board members for 2023 is set to NOK 150,000 each.*

Members of the Audit committee will receive the following incremental compensation:

Head of Audit committee: NOK 150,000

Other members of the Audit committee: NOK 100,000 each"

10. Adoption of the remuneration to the Nomination Committee

The Board of Directors proposes that the General Meeting makes the following resolution with respect to remuneration to the members of the Nomination Committee:

"Remuneration to each member of the Nomination Committee for the period between the General Meeting in 2023 until the General Meeting in 2024 is set to NOK 20,000."

11. Approval of the Remuneration report for leading personnel

In accordance with section 6-16b of the Norwegian Public Limited Liability Companies Act, the Board of Directors has prepared a remuneration report for the executive management of the Atea Group. The remuneration report is available at atea.com/investors/annual-general-meeting.

In accordance with section 5-6 fourth paragraph of the Norwegian Public Limited Liability Companies Act with reference to section 6-16b second paragraph, the report shall be considered by the General Meeting by way of an advisory vote.

The Board of Directors proposes that the General Meeting makes the following resolution:

"The remuneration report for leading personnel is approved by an advisory vote."

12. The Board of Directors' statement of business control pursuant to the Accounting Act's Section 3-3b

Pursuant to the Norwegian Public Limited Liability Companies Act Section 5-6 (5) the Board of Directors shall provide a statement of the company's business control system according to the Accounting Act's Section 3-3 b and the General Meeting shall consider such statement. The statement is provided in the company's Guidelines for Corporate Governance, which is published in the Annual Report. The statement will not be subject to a cast of votes at the General Meeting.

13. Power of attorney to the Board of Directors to increase the company's share capital pursuant to Section 10-14 of the Norwegian Public Limited Liability Companies Act

It is proposed that the Board of Directors is granted a power of attorney to resolve an increase in the company's share capital by a maximum of NOK 11,000,000 through the issuance of a maximum of 11,000,000 new shares. The proposal is made in order for the Board of Directors to strengthen the company's equity, acquire complementary businesses and any associated obligations, issue shares as merger consideration and issue shares in connection with the establishment of cooperation with industrial or strategic partners. This will give the company the flexibility required to fulfil its strategic goals.

Moreover, the Board of Directors proposes that the shareholders' pre-emptive rights may be waived. The reason for such proposal is that the power of attorney may be used in relation to acquisition of businesses, as merger consideration and as consideration in relation to cooperation with industrial or strategic partners.

The Board of Directors proposes that the General Meeting makes the following resolution:

"The Board of Directors of Atea ASA is granted a power of attorney pursuant to Section 10-14 of the Norwegian Public Limited Liability Companies Act to increase the company's share capital by a maximum of NOK 11,000,000 through issuance of a maximum of 11,000,000 new shares, in one or more rounds."

The power of attorney also encompasses payments made by means other than cash and the ability to settle share capital contributions through set off and the right to incur specific obligations on behalf of the company, cf. Section 10-12 of the Norwegian Public Limited Liability Companies Act.

It shall be possible to use the share capital increase to strengthen the company's equity, acquire complementary businesses and any associated obligations, and to issue shares as merger consideration and in connection with the establishment of cooperation with industrial or strategic partners.

The authorization covers share capital increases in connection with mergers pursuant to Section 13-5 of the Norwegian Public Limited Liability Companies Act.

This power of attorney shall be effective from the date it is registered in the Norwegian Register of Business Enterprises and will remain valid until the Annual General Meeting in 2025, however it will expire no later than 30 June 2025.

It shall be possible to waive the pre-emptive rights of the shareholders to subscribe for and be allotted shares pursuant to Section 10-4 of the Norwegian Public Limited Liability Companies Act.

The Board of Directors shall determine the subscription terms, including the subscription price.

The Board of Directors is authorised to amend Article 4 of the Articles of Association as the power of attorney is utilised."

14. Power of attorney to the Board of Directors to buy back shares in the company pursuant to Section 9-4 of the Norwegian Public Limited Liability Companies Act

The Board of Directors proposes that the General Meeting makes the below resolution for the company's acquisition of own shares:

"The Board of Directors of Atea ASA is granted a power of attorney pursuant to Section 9-4 of the Norwegian Public Limited Liability Companies Act to allow Atea ASA and/or its subsidiaries to acquire shares in Atea ASA with a maximum par value of NOK 10,000,000. The minimum and maximum price that may be paid for each share is NOK 1 (par value) and NOK 250, respectively. The Board of Directors is free to determine the methods to be used for the acquisition and sale of the company's own shares.

This power of attorney will remain valid until the Annual General Meeting in 2025, however it will expire no later than 30 June 2025.

From the time of registration with the Norwegian Register of Business Enterprises, this authorization replaces the previous authorization to acquire own shares, granted to the Board of Directors at the Annual General Meeting held on 27 April 2023."

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This notice and the enclosed registration and proxy form have been sent to all shareholders with a known address. In compliance with the regulations in the company's Articles of Association, the company's financial statements, the auditor's report for 2023 and this summons with attachments have been made available on Atea ASA's website, atea.com/investors/annual-general-meeting. All documents are also available at the company's business address. The aforementioned documents will be sent free of charge to any shareholder who contacts the company.

The total number of shares in Atea ASA is 112,384,093, each with a nominal value of NOK 1. All shares have equal voting and other rights in the company. As the day of this notice the company holds 912,402 treasury shares.

Only those who are shareholders the fifth business day prior to the General Meeting are allowed to participate and vote at the General Meeting, cf. Section 5-2 (1) of the Norwegian Public Limited Liability Companies Act, i.e. **18 April 2024** (the record date).

Pursuant to section 1-8 of the Norwegian Public Limited Liability Companies Act, as well as regulations on intermediaries covered by section 4-5 of the Norwegian Act on Central Securities Depositories and Securities Settlement etc. and related implementing regulations, the notice is sent to custodians of nominee registered shares. The custodian shall thereafter forward the notice to the owner of such shares. Shareholders must communicate with their custodian, who is responsible for conveying the owner's notices of attendance, proxies or votes. As appears below, attendance, proxies or votes must be received by the company no later than two business days prior to the general meeting, i.e. **Tuesday 23 April 2024 at 09:00 a.m.**

Pursuant to Section 5-11 of the Norwegian Public Limited Liability Companies Act, shareholders are entitled to consideration of items at the General Meeting that they have reported in writing to the Board of Directors within seven days prior to the deadline for summons of the General Meeting, together with a proposal for resolution or grounds for the question being raised at the agenda. If the notice has already been sent, then a new notice shall be sent if the deadline for the summons has not expired.

Pursuant to the General Meeting regulative (regulative of 6 July 2009 nbr. 983) and the Norwegian Public Limited Liability Companies Act, section 5-15, first section, a shareholder may request that members of the Board of Directors, members of the corporate assembly and the Managing Director at the General Meeting provide available information regarding circumstances that may have an impact on the judgement of the approval of the annual accounts and the annual report, issues that have been presented to the shareholders for resolution, the company's financial position, hereunder the operation of other companies in which the company participates and other issues that the General Meeting shall deal with, unless the information that is requested cannot be provided without disproportionate harm to the company. Shareholders that would like to set forth such request must do this in writing within **10 April 2024** by sending a notice according to what is stated below.

Shareholders who wish to participate at the General Meeting are requested to give notice to Atea ASA via:

Nordea Bank Abp, filial i Norge, Issuer Services
P.O. Box 1166 Sentrum
NO-0107 Oslo

Phone: +47 24 01 34 62
E-mail: nis@nordea.com

by 09:00 a.m. on Tuesday 23 April 2024.

Shareholders that would like to provide votes in advance may do this in writing or electronically (pursuant to the Articles of Association § 11). The Articles of Association states that the providing of electronic votes must be submitted no later than two days prior to the General Meeting. In order to comply with the deadline, electronic votes must be submitted within **Tuesday 23 April 2024 at 09:00 a.m.**

Registration and providing of advance votes may be done through Atea ASA's website (atea.com/investors/annual-general-meeting). The reference number must be provided when the registration is made. For further information, please see the enclosed registration form (Attachment 2) or take contact with Nordea Client Relations NO.

Pursuant to the Articles of Association § 10, shareholders that have not sent notification of participation in the General Meeting within the deadline (**Tuesday 23 April 2024 at 09:00 a.m.**) may be denied such participation.

Shareholders who wish to appear by proxy may use the enclosed proxy form (Attachment 3). The Board Chairman is willing to accept such proxies.

Yours sincerely
On behalf of the Board of Directors of Atea ASA

Sven Madsen
Board Chairman

Attachment 1

Proposal from the Nomination Committee of Atea ASA to the company's Annual General Meeting on 27 April 2023

In accordance with its Articles of Association and with guidelines approved by the Annual General Meeting in 2015, Atea ASA has a Nomination Committee with the duty to provide recommendations to the Annual General Meeting on the following topics:

1. Candidates for election to the Board of Directors
2. Remuneration to the Board of Directors
3. Candidates for election to the Nomination Committee

The Nomination Committee's external members are Karl Martin Stang and Kristin Omreng, who were elected at the Annual General Meeting as of 27 April 2023. In addition, Sven Madsen is a member of the Nomination Committee pursuant to the Articles of Association and his position as Board Chairman.

The Nomination Committee makes the following recommendations to the Annual General Meeting:

1. Proposal for election of Board members

The entire Board of Directors is up for re-election.

The annual General Meeting in 2015 provided the following guidelines for the Nomination Committee:

The Nominating Committee shall, when proposing candidates to the Board of Directors, try to ensure that the following considerations are taken into account;

- (i) *continuity and renewal of the shareholders' representation in the Board of Directors,*
- (ii) *a composition of the Board of Directors that ensures a qualified professional support to the administration of the company and*
- (iii) *that the Board of Directors has adequate independence to the company's main shareholders to ensure that the Board of Directors' control functions are safeguarded.*

Details about the Board of Directors that are up for re-election:

- **Sven Madsen (Board chairman)**
Sven Madsen is Chief Financial Officer in Consolidated Holdings A/S. Consolidated Holdings is the largest shareholder in Atea. Madsen has served on the Board of Directors since 2008.
- **Saloume Djoudat**
Saloume Djoudat is a partner in the law firm Bull & Co Advokatfirma AS. She is independent of the management and main shareholders in Atea. Djoudat has served on the Board of Directors since 2015.
- **Lone Kunøe**
Lone Kunøe is Managing Director of Consolidated Holdings A/S. Consolidated Holdings is the largest shareholder in Atea. Kunøe has served on the Board of Directors since 2023.
- **Morten Jurs**
Morten Jurs is CEO of SpinChip Diagnostics ASA. He is independent of the management and main shareholders in Atea. Jurs has served on the Board of Directors since 2010.

- **Lisbeth Toftkær Kvan**
Lisbeth Toftkær Kvan is Branch and Commercial Manager in Ikano Bank Norway. She is independent of the management and main shareholders in Atea. Kvan has served on the Board of Directors since 2013.
- **Carl Espen Wollebekk**
Carl Espen Wollebekk is a board member in the investment company Foinco AS, and previously held executive positions in Atea ASA from 1994 - 2002. He is independent of the management and main shareholders in Atea. Wollebekk has served on the Board of Directors since 2023.

More details regarding the Board of Directors can be found here: <https://www.atea.com/who-we-are/board-of-directors/>

The Nomination Committee has resolved that it will propose the re-election of the current Board members.

The proposal is based on a judgement that the current Board fulfils the nomination criteria which the General Meeting has provided. The Nomination Committee has communicated with the company's shareholders, the administration, and the members of the Board, before reaching its conclusion. The Nomination committee considers the Board's combined competence, continuity of work, and cooperation with the company's top management to be very positive.

The Nomination Committee's proposal entails that for the next election period the Board will consist of six shareholder-elected members and three representatives elected by the employees. The General Meeting does not influence the employees' representation in the Board.

2. Remuneration to the Board of Directors for 2023

The Nomination Committee's proposal to the General Meeting is that the remuneration to Board members will be set at the following levels for 2023:

- Chairman: NOK 500,000.
- Shareholder elected Board members: NOK 200,000 each
- Employee elected board members: NOK 150,000 each

Members of the Audit committee will receive the following incremental compensation:

- Head of Audit committee: NOK 150,000
- Other members of audit committee: 100,000 each

The level of remuneration to the Board members is unchanged from the previous year.

The Nomination Committee has based its proposal on an overall evaluation of the candidate's qualifications in accordance with the guidelines from the General Meeting. The proposal was made unanimously.

Oslo, 12 March 2024

Sven Madsen

Karl Martin Stang

Kristin Omreng

Attachment 2

Registration form

"etternavn + fornavn"

"navn 3"

"adresse 1"

"adresse 2"

"postnr + poststed"

"land"

Ref no: **XX**

PIN code: **XX**

Notice of Annual General Meeting

Annual General Meeting in Atea ASA will be held on Thursday 25 April 2024 at 09:00 a.m. at Thon Hotel Vika Atrium, Munkedamsveien 45, 0250 Oslo, Norway. See details regarding votes in advance and proxies below.

Record date is 18 April 2024 (the date when shareholding must be recorded in the shareholders register (VPS) to be entitled to participate and vote in the Annual General Meeting)

If the above-mentioned shareholder is a legal entity, it will be represented by: _____

Name of entity representative
(To grant proxy, use the proxy form below)

Notice of attendance (if attending personally)

The undersigned will attend **Atea ASA's Annual General Meeting on Thursday 25 April 2024** and vote for in total:

XXX shares

This notice of attendance must be received by Nordea Bank Norge ASA, Issuer Services, no later than **23 April 2024 at 09:00 CEST**.

Notice of attendance may be sent electronically through the company's website www.atea.com or through VPS Investor Services. It may also be sent by e-mail: nis@nordea.com, or post: Nordea Bank Abp, filial i Norge, Issuer Services, PO Box 1166 Sentrum, NO-0107 Oslo, Norway. **Advance votes** may only be cast electronically, through the company's website www.atea.com or through VPS Investor Services. To access the electronic system for notification of attendance and advance voting through the company's website, the above-mentioned reference number and PIN code must be stated. **See details regarding votes in advance and proxies below.**

Place

Date

Shareholder's signature

(If attending personally. To grant a proxy, use the form below)



Proxy (without voting instructions)

Ref no: **XX**

PIN code: **XX**

This proxy form is to be used for a proxy without voting instructions. To grant a proxy with voting instructions, please go to page 2.

This proxy may be used by a person authorised by you, or you may send the proxy without naming the proxy holder. In such case, the proxy will be deemed to be given to the Chairman of the Board of Director's or a person authorised by him.

The proxy form must be received by Nordea Client Relations NO, Issuer Services, no later than **23 April 2024 at 09:00 CEST**.

Notice of attendance may be sent electronically through the company's website www.atea.com or through VPS Investor Services. It may also be sent by e-mail: nis@nordea.com, or post: Nordea Bank Abp, filial i Norge, Issuer Services, PO Box 1166 Sentrum, NO-0107 Oslo, Norway. **Advance votes** may only be cast electronically, through the company's website www.atea.com or through VPS Investor Services. To access the electronic system for notification of attendance and advance voting through the company's website, the above-mentioned reference number and PIN code must be stated.

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

☐ The Chairman of the Board of Director's (or a person authorized by him), or

☐ _____
Name of proxy holder (in capital letters)

a proxy to attend and vote for my/our shares at the Annual General Meeting of Atea ASA on 25 April 2024.

_____	_____	_____
Place	Date	Shareholder's signature (Signature only when granting proxy)

With regard to rights of attendance and voting we refer to the Public Limited Liability Companies Act, in particular Chapter 5.
A written power of attorney dated and signed by the beneficial owner giving such proxy must be presented at the meeting.
If the shareholder is a company, please attach the shareholder's certificate of registration to the proxy.

Attachment 3

Proxy (with voting instructions)

Ref no: **XX**

PIN code: **XX**

This proxy form is to be used for a proxy with voting instructions. If you are unable to attend the Annual General Meeting in person, you may use this proxy form to give voting instructions. You may grant a proxy with voting instructions to a person authorised by you, or you may send the proxy without naming the proxy holder. In the latter case, the proxy will be deemed to be given to the Chairman of the Board of Directors or a person authorised by him. The proxy must be dated and signed.

The proxy form must be received by Nordea Bank Abp, filial i Norge, Issuer Services., no later than **23 April 2024 at 09:00 CEST**. It may be sent by e-mail: nis@nordea.com, or post: Nordea Bank Abp, filial i Norge, Issuer Services, PO Box 1166 Sentrum, NO-0107 Oslo, Norway.

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

☐ The Chairman of the Board of Directors (or a person authorised by him), or

☐ _____
Name of proxy holder (in capital letters)

a proxy to attend and vote for my/our shares at the Annual General Meeting of Atea ASA on 25 April 2024.

The votes shall be exercised in accordance with the instructions below. Please note that if any item below is not voted for (not ticked off), this will be deemed to be an instruction to vote "for" the proposal in the notice. However, if any motion is made from the floor in addition to or as a replacement of the proposals in the notice, the proxy holder may vote or abstain from voting at his discretion. In such case, the proxy holder will vote on the basis of his reasonable understanding of the motion. The same applies if there is any doubt as to how the instructions should be understood. Where no such reasonable interpretation is possible, the proxy holder may abstain from voting.

Agenda for the Annual General Meeting 2024	For	Against	Abstention
1. Election of chairperson for the meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Election of an individual to sign the minutes jointly with the chairperson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Approval of the notice of the meeting and agenda	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Report from the CEO			
5. Approval of the financial statements and annual report for 2023 for the parent company and Group, including year-end allocations	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Resolution regarding distribution of dividend in May and November 2024	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Election of a new Board of Directors The Nomination Committee's proposal in its entirety	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Individual votes			
7.1 Sven Madsen (Chairman)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.2 Morten Jurs	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.3 Lisbeth Toftkær Kvan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.4 Saloume Djoudat	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.5 Lone Kunøe	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.5 Carl Espen Wollebekk	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Approval of the auditor's fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Adoption of the remuneration to be paid to Board members and Audit Committee members			
9.1 Chairman of the Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9.2 Members elected by the shareholders	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9.3 Members elected by the employees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9.4 Head of Audit committee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9.5 Other members of the Audit committee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Adoption of the remuneration to the Nomination Committee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Approval of Remuneration report for leading personnel	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. The Board of Director's statement of business control pursuant to the Accounting Act's Section 3-3b	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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|---------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|--------------------------|--------------------------|
| 13. Power of attorney to the Board of Directors to increase the share capital pursuant to Section 10-14 of the Public Limited Liability Companies Act | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 14. Power of attorney to the Board of Directors to buy back shares in the company pursuant to Section 9-4 of the Public Limited Liability Companies Act | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Place	Date	Shareholder's signature (only for granting proxy with voting instructions)
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With regard to rights of attendance and voting, reference is made to the Public Limited Liability Companies Act, in particular Chapter 5.
 A written power of attorney dated and signed by the beneficial owner giving such proxy must be presented at the meeting.
 If the shareholder is a company, please attach the shareholder's certificate of registration to the proxy.