

## 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 to Chair of the Board of Directors or the person authorised by him or her.

Proxies with voting instructions can only be registered by DNB, and must be sent to [genf@dnb.no](mailto:genf@dnb.no) (scanned form) or by regular Mail to DNB Bank ASA, Registrars' Department, P.O.Box 1600 Centrum, 0021 Oslo, Norway. The form must be received by DNB Bank ASA, Registrars' Department no later than 9 April 2019 at 16:00 p.m.

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

The undersigned: \_\_\_\_\_

Ref no: \_\_\_\_\_

hereby grants the Chair of the Board of Directors (or the person authorised by him or her) proxy to attend and vote for my/our shares at the Annual General Meeting of Axactor SE on 10 April 2019.

The votes shall be exercised in accordance to 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 and Nomination Committee'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 Annual General Meeting 2019	For	Against	Abstention
2. Election of person to chair the meeting and election of a person to co-sign the minutes together with the chair	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Approval of the notice and the agenda	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Approval of the annual accounts and annual report for 2018	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Advisory vote related to the board's report on corporate governance	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.1. Advisory vote related to the board's declaration on stipulation of salary and other remuneration for executive management	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.2 Approval of the board's proposal related to remuneration linked to the development of the company's share price	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Election of members to the board of directors			
Bjørn Erik Næss (nominated as chair)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Brita Eilertsen (nominated as director)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Merete Haugli (nominated as director)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Lars Erich Nilsen (nominated as director)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Beate Skjerven Nygårdshaug (nominated as director)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Terje Mjøs (nominated as director)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Election of members to the nomination committee			
Robin Bakken (nominated as chair)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Magnus Tvenge (nominated as member)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Cathrine Lofterød Fegth (nominated as member)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Remuneration to the board of directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Remuneration to the nomination committee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Remuneration to the company's auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Resolution on changing the currency for previously issued warrants	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. General authorization to the board to increase the share capital through the issue of new shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14.1. Share option program: Authorization to the board to increase the share capital through the issue of new shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14.2. Share option program: Authorization to the board to acquire own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Place \_\_\_\_\_ Date \_\_\_\_\_ Shareholder's signature (only for granting proxy with voting instructions) \_\_\_\_\_