

Ref no:

PIN code:

Notice of Annual General Meeting

Meeting in Axactor SE will be held on 15.04.2021 at 10.00 a.m. Virtual.

The shareholder is registered with the following amount of shares at summons: _____ and vote for the number of shares owned per Record Date: 14.04.2021

IMPORTANT MESSAGE:

In accordance with Norwegian temporary legislation exempting companies from physical meeting requirements to reduce Covid-19 risk, the Extraordinary General Meeting will be held as a digital meeting only, with no physical attendance for shareholders.

Please log in at <https://web.lumiagm.com/166372341>

You must identify yourself using the reference number and PIN code from VPS that you will find in investor services (Corporate Actions – General Meeting – click ISIN) or sent you by post (for non-electronic actors) Shareholders can also get their reference number and PIN code by contacting DNB Bank Verdipapirservice by phone +47 23 26 80 20 or by e-mail genf@dnb.no.

On the company's web page <https://www.axactor.com/corporate-governance/general-meetings> You will find an online guide describing more in detail how you as a shareholder can participate in the Virtual meeting.

Deadline for registration of advance votes, proxies and instructions: 14.04.2021 at 4 pm

Advance votes

Advance votes may only be executed electronically, through the Company's website <https://www.axactor.com/corporate-governance/general-meetings> (use ref and pin code above) or through VPS Investor Services (where you are identified and do not need Ref.nr.and PIN Code). Chose *Corporate Actions - General Meeting*, click on ISIN.

Notice of attendance

Shareholders are only allowed to participate online due to the Covid-19 situation. See separate guide on how shareholders can participate virtual. Registration is not required to participate online, but shareholders must be logged in before the meeting starts. **If you are not logged in before the general meeting starts, you will not be able to attend.** Log in starts an hour before.

Please note that shareholders who do not wish to participate online or vote in advance have the opportunity to authorize another person. Information on how this can be done follows:

Proxy without voting instructions for Annual General Meeting of Axactor SE

Ref no:

PIN code:

Proxy should be registered through the Company's website <https://www.axactor.com/corporate-governance/general-meetings> or through VPS Investor Services.

For granting proxy through the Company's website, the above mentioned reference number and PIN code must be stated. In VPS Investor Services chose *Corporate Actions and General Meeting* and click ISIN.

If you are not able to register this electronically, you may send by E-mail to genf@dnb.no, or by regular Mail to DNB Bank ASA, Registrars Department, P.O.Box 1600 Centrum, 0021 Oslo, Norway. The proxy must be received no later than **14.04.2021 at 4 p.m.** If a shareholder who wishes to give proxy is a company, the company certificate must be attached. 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

(Name of proxy holder in capital letters)

proxy to attend and vote for my/our shares at the Annual General Meeting of Axactor SE on 15.04.2021.

Place

Date

Shareholder's signature (only for granting proxy)

AXACTOR

Proxy with voting instructions for Annual General Meeting in Axactor SE

If you are unable to attend the meeting, 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. (Alternatively, you may vote electronically in advance, see separate section above.) Instruction to other than Chair of the Board should be agreed directly with the proxy holder.

Proxies with voting instructions cannot be submitted electronically, and must be sent to 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 **14.04.2021 at 4 p.m.** If a shareholder who wishes to give proxy is a company, the company certificate must be attached.

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 15.04.2021.

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 2021 | 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 2020, including the allocation of net profit | <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. Approval of the Company guidelines on determination of salary and other remuneration to the directors of the board, CEO and executive management pursuant to section 6-16a of the Norwegian public limited companies act | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. Election of members to the board of directors | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| - Glen Ole Rødland (chair) | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| - Brita Eilertsen (director) | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| - Merete Haugli (director) | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| - Lars Erich Nilsen (director) | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| - Kathrine Astrup Fredriksen (director) | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| - Terje Mjøs (director) | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| - Hans Haren (director) | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| - Kristian Melhuus (personal deputy for Kathrine Astrup Fredriksen) | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 8. Remuneration to the board of directors | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 9. Remuneration to the members of the nomination committee | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 10. Remuneration to the company's auditor | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 11. 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"/> |
| 12. Authorization to the board to increase the share capital through the issue of new shares or acquisitions of own shares | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Place

Date

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