

Ref no:

PIN-code:

**Notice of Annual General Meeting**

Annual General Meeting in Axactor ASA will be held on 03.05.2023 at 10:00 a.m. CEST. Address: Drammensveien 167, 0277 Oslo, Norway. Virtual attendance is also possible.

The shareholder is registered with the following amount of shares at summons: \_\_\_\_\_ and vote for the number of shares registered in Euronext per record date 02.05.2023.

**The general meeting is held as a hybrid meeting where shareholders can choose between participating online or meeting physically. All voting will take place electronically and shareholders who participate physically are asked to bring a smartphone in order to vote.**

**Deadline for registration of physical attendance, advance votes, proxies and instructions: 02.05.2023 at 12:00 p.m. CEST.**

**Electronic registration**

*Alternatively, "Form for submission by post or e-mail for shareholders who cannot register their elections electronically".*

**Step 1 – Register during the enrollment/registration period:**

- Either through the company's website <https://www.axactor.com/corporate-governance/general-meetings/> using a reference number and PIN – code (for those of you who receive a summons in post-service), or
- Log in through VPS Investor services; available at [euronextvps.no](https://euronextvps.no) or through own account operator (bank/broker). Once logged in - choose Corporate Actions – General Meeting – ISIN

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

**"Enroll"** – Registration for shareholders who participate physically. **No need** for registration from shareholders who participate online.

**"Advance vote"** - If you would like to vote in advance of the meeting

**"Delegate Proxy"** - Give proxy of attorney to the chair of the Board of Directors or another person

**"Close"** - Press this if you do not wish to register

**NOTE: There is no registration for online participation.**

**Step 2 – The general meeting day:**

Show up before start time if you have signed up for **physical participation**.

**Online participation:** Please login through <https://web.lumiagm.com/115933463>. You must identify yourself using the **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-am – 3:30 pm).

If you are not logged in before the meeting starts, you will be granted access, but without the right to vote.

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**Form for submission by post or e-mail for shareholders who cannot register their elections electronically.**

The signed form is sent as an attachment in an e-mail\* to [genf@dnb.no](mailto:genf@dnb.no) (scan this form) or by mail to DNB Bank Registrars Department, P.O Box 1600 Sentrum, 0021 Oslo. Deadline for registration of advance votes, proxies and instructions must be received no later than **02.05.2023 at 12:00 p.m. CEST**. If the shareholder is a company, the signature must be in accordance with the company certificate.

\*Will be unsecured unless the sender himself secure the e-mail.

**\_\_\_\_\_ shares would like to be represented at the general meeting in Axactor ASA as follows (tick off):**

- Meet physically (do not mark the items below) *Note: No registration is required for online participation.*
- Open proxy for the Board of Directors or the person he or she authorizes (do not mark the items below)
- Proxy of attorney with instructions to the Board of directors or the person he or she authorizes (mark "For", "Against" or "Abstain" on the individual items below)
- Advance votes («For», «Against» or «Abstain» on the individual items below)
- Open proxy to (do not mark items below – agree directly with your proxy solicitor if you wish to give instructions on how to vote)

\_\_\_\_\_ (enter the proxy solicitors name in the block letters)

Note: Proxy solicitor must contact DNB Bank Registrars Department by phone +47 23 26 80 20 (08:00-am – 3:30 pm) for login details.

Voting must take place in accordance with the instructions below. Missing or unclear markings are considered a vote in line with the board's and the election committee's 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.

Agenda for the Annual General Meeting 03.05.2023	For	Against	Abstain
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 report from the board for 2022, including distribution of dividends	<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. Advisory vote related to the board's report on remuneration cf. section 6-16b of the Norwegian Public Limited Liability Companies Act	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Election of members to the board of directors			
- Terje Mjøs (chair)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
- Brita Eilertsen (director)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
- Lars Erich Nilsen (director)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
- Kjersti Høklingen (director)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
- Ole Henrik Bjørge (director)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Approval of the remuneration to the directors of the board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Approval of the remuneration to the members of the nomination committee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Approval of the remuneration to the company's auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11.1. Authorization to the board to increase the share capital through the issue of new shares or acquisitions of own shares - LTI 2023	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11.2. Authorizations related to current long-term incentive programs – ESOP 2019, ESOP 2020, LTI 2022 and the share option agreement with Andrés López	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. General authorization to the board to increase the share capital by issuing new shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. Authorization to the board to purchase treasury shares in connection with acquisitions, mergers, de-mergers or other transactions	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. Authorization to the board to purchase treasury shares for investment purposes or for subsequent sale or deletion of such shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. Approval of amendment to article 6 of the articles of association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**The form must be dated and signed**

Place

Date

Shareholder's signature