

AXACTOR

To the shareholders of Axactor ASA

NOTICE OF ANNUAL GENERAL MEETING

8 May 2024 at 10:00 (CEST)

The annual general meeting will be held as a virtual meeting only at: <https://dnb.lumiagm.com/126958517> with no physical attendance.

You are invited to participate in the meeting, see the presentation, submit questions relating to the items on the agenda and cast your votes in the real time poll of the annual general meeting using your smartphone, tablet, or PC. We secure identification of the shareholders. Information on how to attend electronically is appended to this notice, and available at www.axactor.com.

As a shareholder you also have the possibility to vote prior to the annual general meeting or use the proxy form. The forms are appended hereto as Appendix 1 and are also available at our website www.axactor.com. If you have any question on how to attend, please contact Vibeke Ly at +47 911 79 195 or vibeke.ly@axactor.com.

AGENDA

1. Opening of the general meeting and registration of participating and represented shareholders (no voting)

The chair of the board will open the general meeting of Axactor ASA and register participating and represented shareholders.

2. Election of person to chair the meeting and election of a person to co-sign the minutes together with the chair

The board proposes that the general meeting elects Kjetil Hardeng, from the law firm Haavind, to chair the meeting. The board proposes that the general meeting elects one of the shareholders to co-sign the minutes.

The board proposes that the general meeting passes the following resolution:

“The general meeting elected Kjetil Hardeng to chair the general meeting of the company. The general meeting elected Vibeke Ly to co-sign the minutes together with the chair.”

3. Approval of the notice and the agenda

The board proposes that the general meeting passes the following resolution:

“The general meeting approved the notice and the agenda.”

4. Approval of the annual accounts and report from the board for 2023

The company's annual accounts and report from the board for the financial year 2023 are appended to this notice as [Appendix 3](#).

The company's auditor, PricewaterhouseCoopers AS, will report on the audit work in the company and present the independent auditor's report for the group.

The board proposes that the general meeting passes the following resolution:

"The general meeting resolved to approve and adopt the annual accounts and the board's report for the financial year 2023 and noted the report from the auditor."

5. Authorization to distribute dividends based on the approved annual accounts for 2023

Due to the current market conditions and based on an overall assessment the board proposes not to recommend any dividends to be distributed based on the company's annual accounts for 2023 at the date of the annual general meeting. The board proposes that the annual general meeting authorizes the board to decide if dividend shall be distributed at a later date at the board's sole discretion, being subject to reduced market volatility and predictable future terms for the group. If the board decides to distribute dividends, it may be distributed at one or several occasions prior to the next annual general meeting. The maximum dividend that the board may distribute is NOK 0.52 per share, equivalent to maximum 50% of consolidated net profit after tax for the year 2023.

The board proposes that the general meeting passes the following resolution:

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- (i) *Pursuant to section 8-2 (2) of the Norwegian Public Limited Liability Companies Act, the board is granted authorization to decide if dividend shall be granted on the basis of the company's annual accounts for 2023.*
- (ii) *The authorization is granted at the sole discretion of the board and may or may not be utilized, and in any number of distributions, but so that the aggregate dividend resolved does not exceed NOK 0.52 per share.*
- (iii) *The board shall prior to utilizing the authorization consider if the company, following the contemplated distribution of dividend, will have adequate equity capital and liquidity.*
- (iv) *The authorization is valid until the annual general meeting in 2025, expiring at the latest on 30 June 2025."*

6. Advisory vote related to the board's report on corporate governance

Pursuant to section 5-6 fifth paragraph of the Norwegian Public Limited Liability Companies Act, the general meeting shall review and evaluate the board's report on corporate governance which has been prepared in accordance with section 3-3 b of the Norwegian Accounting Act. The corporate governance report for the financial year 2023 is included in the company's annual report appended to this notice as [Appendix 3](#).

The board proposes that the general meeting passes the following resolution:

"The general meeting resolved, in accordance with the proposal from the board, to endorse the company's report on corporate governance for the financial year 2023."

7. Advisory vote related to the board's report on remuneration

Pursuant to section 6-16 b of the Norwegian Public Limited Liability Companies Act, the board has prepared a report on the remuneration paid to the governing body, cf. the guidelines adopted in accordance with section 6-16 a. The remuneration report for the financial year 2023 is included in the company's annual report appended to this notice [Appendix 3](#).

Pursuant to section 5-6 fourth paragraph of the Norwegian Public Limited Liability Companies Act, the general meeting has issued guidelines relating to salaries and remuneration to the directors of the board, chief executive officer and executive management. The guidelines are binding for the board in all material aspects.

The board proposes that the general meeting passes the following advisory resolution:

“The general meeting resolved, in accordance with the proposal from the board, to endorse the company's remuneration report for the financial year 2023.”

8. Election of members to the board of directors

The recommendation from the nomination committee is appended this notice as [Appendix 4](#).

The board of directors of Axactor ASA consists of the following members:

- Terje Mjøs (chair)
- Brita Eilertsen (director)
- Lars Erich Nilsen (director)
- Kjersti Høklingen (director)
- Ørjan Svanevik (director)

The board currently consists of five members. Ørjan Svanevik was in the extraordinary general meeting on 11 December 2023 elected until the annual general meeting in 2025. Thus, only four positions are up for election by the general meeting. The nomination committee recommends that the general meeting re-elects the following four candidates to the board, to serve as directors until the annual general meeting in 2025:

- Terje Mjøs (chair)
- Brita Eilertsen (director)
- Lars Erich Nilsen (director)
- Kjersti Høklingen (director)

The nomination committee considers the board to meet the recommendations in the Norwegian Corporate Governance Code (NUES) in respect of the member's integrity, experience, skills, independency, ability, and willingness to devote time and effort necessary to be an effective member of the board. The shareholders will vote for each proposed member separately.

The nomination committee recommends that the general meeting passes the following resolution:

“The board of directors shall have the following composition:

- Terje Mjøs (chair)
- Brita Eilertsen (director)
- Lars Erich Nilsen (director)
- Kjersti Høklingen (director)
- Ørjan Svanevik (director)

Each member is elected until the annual general meeting of the company in 2025“

9. Approval of the remuneration to the directors of the board

The recommendation from the nomination committee is appended this notice as [Appendix 4](#).

The nomination committee propose no changes to the remuneration to the directors and recommends that the general meeting makes the following decision regarding compensation to the directors of the board for the period of 8 May 2024 until the annual general meeting 2025 as follows:

“The remuneration to the directors of the board shall be the following in the period from 8 May 2024 until the annual general meeting in the company in 2025:

Position in the board:

Chair NOK 820 000 /year

Director NOK 460 000 /year

Additional fee should be paid for participation in the audit committee:

Chair NOK 100 000 /year

Member: NOK 75 000 /year

Additional fee should be paid for participation in the remuneration committee:

Chair NOK 100 000 /year

Member: NOK 75 000 /year

Additional fee should be paid for participation in the investment committee:

Chair NOK 100 000 /year

Member NOK 75 000 /year

10. Election of members to the nomination committee

The recommendation from the nomination committee is appended this notice as [Appendix 4](#).

The nomination committee of Axactor ASA consists of the following members:

- Anne Lise Gryte Ellingsen (chair)
- Magnus Tvenge (member)

Magnus Tvenge has informed the nomination committee that he would like to resign from the nomination committee effective from the annual general meeting 2024 to pursue other commitments and engagements.

The nomination committee has considered the recommendations in the Norwegian Corporate Governance Code (NUES) in respect of the nomination committee member's integrity, experience, skills, independency, ability and willingness to devote time and effort necessary to be an effective member of the committee. The shareholders will vote for each proposed member separately.

The nomination committee recommends that the general meeting passes the following resolution:

“The nomination committee of Axactor ASA consists of the following members:

- Anne Lise Gryte Ellingsen (chair)
- Peder Strand (member)

Each member is elected until the annual general meeting of the company in 2026“

11. Approval of the remuneration to the members of the nomination committee

The recommendation from the nomination committee is appended this notice as [Appendix 4](#).

The nomination committee propose no changes to the remuneration to the members and recommends that the general meeting makes the following decision regarding compensation of the members of the nomination committee for the period of 8 May 2024 until the annual general meeting 2025 as follows:

“The remuneration to the nomination committee shall be the following in the period from 8 May 2024 until the annual general meeting in the company in 2025:

Chair: NOK 90 000 /year

Member: NOK 60 000 /year

12. Approval of the remuneration to the company’s auditor

It is proposed that the fee to the company’s auditor, PricewaterhouseCoopers AS, for 2023 of EUR 232 489 is approved. For information on other fees to PricewaterhouseCoopers AS, reference is made to note 5 in the annual accounts for the company for the financial year 2023 which is included in the company’s annual report appended to this notice as [Appendix 3](#).

The board proposes that the general meeting makes the following decision regarding remuneration for the company’s auditor for 2023:

“The general meeting resolved, in accordance with the proposal from the board, to approve the auditor’s fee for the fiscal year 2023 in the amount of EUR 232 489.”

13. Election of company’s auditor

The company has performed an audit tender process for the purpose of electing a new auditor effective from the fiscal year 2024. The board has recommended to elect Ernst and Young as the company’s new auditor. The recommendation is appended to this notice as [Appendix 5](#).

“The general meeting resolved to elect Ernst and Young AS as the company’s auditor from the fiscal year 2024.”

14. Long-term incentive programs

14.1. Authorization related to LTI 2024

The board proposes that the annual general meeting authorizes the board to decide upon and implement a new long-term incentive program based on performance share units (“PSUs”) or share options, named LTI 2024. The program shall be designed to align and incentivize senior management and key employees in the

group to create shareholder value and attract and retain key employees in the group. The program shall be designed to reflect the group's long-term performance.

The LTI 2024 program will be capped at maximum 3 500 000 shares and may only be allocated under LTI 2024. In total, the LTI 2024 program will not exceed 1.16% of the total current outstanding shares of the company.

The board will decide further terms and conditions and may decide to what extent the allocation under LTI 2024 will be utilized or not. Details will be presented to relevant participants in the LTI 2024 program and allocations informed of in the remuneration report for 2024.

If the share settlement under the program is pending approval from the general meeting and the general meeting resolves not to renew the authority to issue shares or buy own shares, the participants will be compensated according to further agreed terms determined by the board.

The board proposes that the general meeting passes the following resolution:

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- (i) *Pursuant to section 9-4 and 10-14 of the Norwegian Public Limited Liability Companies Act, the board is granted authorization to increase the company's share capital by issuing new shares or acquire own shares with a total nominal value of up to NOK 17 815 000 equal to 3 500 000 shares, each with a nominal value of NOK 5.09.*
- (ii) *The authorization may be exercised in one or several capital increases or acquisitions of own shares, however, the price paid for each share shall not be lower than NOK 4.5 or higher than NOK 40.*
- (iii) *This authorization can only be exercised in connection with the shares allocated under LTI 2024 which is an incentive program for the company's senior management and key personnel.*
- (iv) *The existing shareholders' pre-emptive rights can be waived.*
- (v) *The board is granted the power to determine the subscription rate and the conditions for subscription, and to amend the articles of association section 4 according to the increase in the share capital.*
- (vi) *The authorization is valid until the annual general meeting in 2025, expiring at the latest on 30 June 2025.”*

The authorizations proposed under items 14.1, 14.2, 16 and 17 must be considered in context. Each of the authorizations are structured to allow for purchasing of treasury shares up to a maximum of 10% of the total share capital pursuant to section 9-2 of the Norwegian Public Limited Liability Companies Act. The four authorizations may not be exercised, separately or in combination, to reach a total holding of treasury shares at any given time in excess of 10% of the share capital.

14.2. Authorizations related to current long-term incentive programs

The company operates an equity-settled, share based compensation plan. Senior managers and key employee personnel participate in the company's incentive program ESOP 2020, LTI 2022 and LTI 2023. These programs are performance-based reflecting the underlying long-term value creation of the company. The incentive programs have vesting periods of more than three years. The limits for the allocation of share options and performance share units to senior managers and key personnel is determined by the board,

within the board mandates adopted by the general meeting, from year to year. In addition, a share-option agreement has been entered separately with Andres Lopez. The share-options will vest and become exercisable 18 May 2024.

The share settlement under the programs is pending annual approval from the general meeting. If the general meeting resolves not to renew the authority to issue shares or buy own shares after year one, the executive management participating in the program will be compensated according to further agreed terms determined by the board.

In total, the ESOP 2020, LTI 2022 and LTI 2023 programs and the share-option agreement with Andres Lopez, will not exceed 4.58% of the total current outstanding shares of the company.

The board proposes that the general meeting passes the following resolution:

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- (i) *Pursuant to section 9-4 and 10-14 of the Norwegian Public Limited Liability Companies Act, the board is granted authorization to increase the company's share capital by issuing new shares or acquire own shares with a total nominal value of up to NOK 70 496 500 equal to 13 850 000 shares, each with a nominal value of NOK 5.09.*
- (ii) *The authorization may be exercised in one or several capital increases or acquisitions of own shares, however, the price paid for each share shall not be lower than NOK 4.5 or higher than NOK 40.*
- (iii) *This authorization can only be exercised in connection with the share options allocated under ESOP 2020 (also named ESOP 2020-B), share options agreement with Andres Sanchez Lopez, LTI 2022 and LTI 2023 which are incentive programs for the company's senior management and key personnel.*
- (iv) *The existing shareholders' pre-emptive rights can be waived.*
- (v) *The board is granted the power to determine the subscription rate and the conditions for subscription, and to amend the articles of association section 4 according to the increase in the share capital.*
- (vi) *The authorization is valid until the annual general meeting in 2025, expiring at the latest on 30 June 2025.”*

The authorizations proposed under items 14.1, 14.2, 16 and 17 must be considered in context. Each of the authorizations are structured to allow for purchasing of treasury shares up to a maximum of 10% of the total share capital pursuant to section 9-2 of the Norwegian Public Limited Liability Companies Act. The four authorizations may not be exercised, separately or in combination, to reach a total holding of treasury shares at any given time in excess of 10% of the share capital.

15. General authorization to the board to increase the share capital by issuing new shares

The board proposes that the annual general meeting authorizes the board to, at one or several occasions prior to the next annual general meeting, issue new shares. Pursuant to the proposal, the maximum number of shares that may be issued based on the authorization, shall be NOK 153,792,041 which equals to an increase of the share capital of 10%.

A new issue shall be possible with derogation from the shareholder's pre-emption rights. The reason for derogation from the shareholders' right of pre-emption is that the board needs flexibility to carry out private placements towards other companies or persons to acquire assets within the company's core areas of expertise against full or partial settlement in shares. The authorization shall contain the right to increase the share capital with cash payment, payment through set-off or payment with non-cash consideration.

The board proposes that the general meeting passes the following resolution:

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- (i) *Pursuant to section 10-14 of the Norwegian Public Limited Liability Companies Act, the board is granted authorization to increase the company's share capital by issuing new shares with a total nominal value of up to NOK 153,792,041 equal to 30,214,546 shares, each with a nominal value of NOK 5.09.*
- (ii) *The authorization may be exercised in one or several capital increases.*
- (iii) *This authorization may be exercised in connection with acquisitions of assets within the company's core areas of expertise.*
- (iv) *The existing shareholders' pre-emptive rights may be waived.*
- (v) *Payment of share capital in connection with a capital increase under this authorization may also be made by a contribution in kind or otherwise as described in section 10-2 of the Norwegian Public Limited Liability Companies Act.*
- (vi) *The board is granted the power to determine the subscription rate and the conditions for subscription, and to amend the articles of association section 4 according to the increase in the share capital.*
- (vii) *The authorization is valid until the annual general meeting in 2025, expiring at the latest on 30 June 2025.”*

16. Authorization to the board to purchase treasury shares in connection with acquisitions, mergers, de-mergers or other transactions

The Board proposes that the annual general meeting authorizes the board to, at one or several occasions prior to the next annual general meeting, acquire treasury shares. Pursuant to the proposal, the maximum number of shares that may be acquired based on the authorization, shall be NOK 153,792,041 which equals to 10% of the share capital. The authorization may only be used for the purpose of using the company's shares as consideration in connection with acquisitions, mergers, de-mergers or other transactions.

The board proposes that the general meeting passes the following resolution:

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- (i) *Pursuant to section 9-4 of the Norwegian Public Limited Liability Companies Act, the board is granted an authorization to, on behalf of the company, acquire own shares with a total nominal value of up to NOK 153,792,041 equal to 30,214,546 shares, each with a nominal value of NOK 5.09.*
- (ii) *The authorization may be exercised in one or several acquisitions of own shares, however, the price paid for each share shall not be lower than NOK 4.5 or higher than NOK 40.*

- (iii) *This authorization may only be exercised for the purpose of utilizing the company's shares as transaction currency in acquisitions, mergers, de-mergers or other transactions.*
- (iv) *The authorization is valid until the annual general meeting in 2025, expiring at the latest on 30 June 2025."*

The authorizations proposed under items 14.1, 14.2, 16 and 17 must be considered in context. Each of the authorizations are structured to allow for purchasing of treasury shares up to a maximum of 10% of the total share capital pursuant to section 9-2 of the Norwegian Public Limited Liability Companies Act. The four authorizations may not be exercised, separately or in combination, to reach a total holding of treasury shares at any given time in excess of 10% of the share capital.

17. Authorization to the board to purchase treasury shares for investment purposes or for subsequent sale or deletion of such shares

The Board proposes that the annual general meeting authorizes the board to, at one or several occasions prior to the next annual general meeting, acquire treasury shares. Pursuant to the proposal, the maximum number of shares that may be acquired based on the authorization, shall be NOK 153,792,041 which equals to 10% of the share capital. The authorization may only be used for the purpose of purchasing treasury shares for investment purposes or for subsequent sale or deletion of such shares.

The board proposes that the general meeting passes the following resolution:

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- (i) *Pursuant to section 9-4 of the Norwegian Public Limited Liability Companies Act, the board is granted an authorization to, on behalf of the company, acquire own shares with a total nominal value of up to NOK 153,792,041 equal to 30,214,546 shares, each with a nominal value of NOK 5.09.*
- (ii) *The authorization may be exercised in one or several acquisitions of own shares, however, the price paid for each share shall not be lower than NOK 4.5 or higher than NOK 40.*
- (iii) *This authorization may only be exercised for the purpose of purchasing treasury shares for investment purposes or for subsequent sale and deletion of such shares.*
- (iv) *The authorization is valid until the annual general meeting in 2025, expiring at the latest on 30 June 2025."*

The authorizations proposed under items 14.1, 14.2, 16 and 17 must be considered in context. Each of the authorizations are structured to allow for purchasing of treasury shares up to a maximum of 10% of the total share capital pursuant to section 9-2 of the Norwegian Public Limited Liability Companies Act. The four authorizations may not be exercised, separately or in combination, to reach a total holding of treasury shares at any given time in excess of 10% of the share capital.

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Oslo, 16 April 2024

The board of directors in Axactor ASA

Terje Mjøs
Chair of the Board

Kjersti Høklingen
Board member

Ørjan Svanevik
Board member

Brita Eilertsen
Board member

Lars Erich Nilsen
Board member

Appendices:

1. Notice of attendance, advance note and proxy
2. Information to the shareholders
3. Annual accounts and report from the board
4. Recommendations from the nomination committee
5. Recommendation from the audit committee related to nomination of statutory auditor

The appendices are available at the company website www.axactor.com.