

To the shareholders of Axactor ASA

## NOTICE OF EXTRAORDINARY GENERAL MEETING

12 June 2026 at 10.00 (CEST)

The board of directors has received a formal shareholder request dated 15 May 2026 from a coalition of minority shareholders collectively representing more than 5% of the company's share capital and, on this basis, have requested that the Board convene an extraordinary general meeting pursuant to section 5-7 of the Norwegian Public Limited Liability Companies Act.

The extraordinary general meeting will be held as a virtual meeting 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 extraordinary 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](http://www.axactor.com).

As a shareholder you also have the possibility to vote prior to the extraordinary general meeting or use the proxy form. The forms are appended hereto as Appendix 1 and are also available on our website [www.axactor.com](http://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](mailto: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 (the "**Company**") 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 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. Request for a court-appointed investigation

The Board of Directors received a letter dated 15 May 2026 with a request from more than 5% of the shareholders requesting a court-appointed investigation of the board of directors' and management's administration and transactions in connection with the private placement and the portfolio sale announced on

28 April 2026, including an assessment of any breach of the equal treatment principle and the rules on related party transactions, cf. section 5-25 of the Norwegian Public Limited Liability Companies Act.

The requesting shareholders have, in particular, raised concerns relating to:

- the basis for the deviation from pre-emptive rights in connection with the private placement,
- the absence of an independent fairness opinion in relation to the subscription price,
- the allocation of shares to certain shareholders and their participation in related transactions, and
- the scope and structure of the subsequent repair offering.

The shareholders further assert that these matters warrant an independent investigation pursuant to section 5-25 of the Norwegian Public Limited Liability Companies Act.

The shareholders propose that the general meeting passes the following resolution:

*“The general meeting requests for a court-appointed investigation of the board of directors’ and management’s administration and transactions in connection with the private placement and the portfolio sale announced on 28 April 2026, including an assessment of any breach of the equal treatment principle and the rules on related party transactions, cf. section 5-25 of the Norwegian Public Limited Liability Companies Act.”*

\* \* \*

Oslo, 22 May 2026

The board of directors in Axactor ASA

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Terje Mjøs  
Chair of the board

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Eirik Rognstad  
board member

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Peder Strand  
board member

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Brita Eilertsen  
board member

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Anette Willumsen  
board member

**Appendices:**

1. Notice of attendance, advance vote and proxy
2. Online participation guide

The appendices are available at the Company website [www.axactor.com](http://www.axactor.com).

Ref.nr.:

Pin-kode:

**Innkalling til ekstraordinær generalforsamling**

Ekstraordinær generalforsamling i Axactor ASA avholdes 12.06.2026 kl. 10:00 som et virtuelt møte.

Aksjonæren er registrert med følgende antall aksjer ved innkalling: \_\_\_\_\_ stemmer for det antall aksjer som er registrert i eierregisteret i Euronext Securities Oslo (ESO) per Record date 05.06.2026.

**Frist for registrering av påmelding, forhåndsstemmer, fullmakter og instruksjer er 10.06.2026 kl. 16:00 CEST.**

**Elektronisk registrering**

*Bruk alternativt «Blankett for innsending per post eller e-post for aksjonærer som ikke får registrert sine valg elektronisk»*

**Steg 1 – Registrer deg i påmeldings/registrerings perioden:**

- Enten via selskapets hjemmeside [www.axactor.com/corporate-governance/general-meetings](http://www.axactor.com/corporate-governance/general-meetings) ved hjelp av referansenummer og PIN-kode (for de som får innkalling i posten), eller
- Innlogget i VPS Investortjenester; tilgjengelig på <https://investor.vps.no/gm/logOn.htm?token=a06a2cd8b4a78d9010ca014e08158cb566a08050&validTo=1783864800000&oppdragsId=20260521VPKPQWU0> eller gjennom egen kontofører (bank/megler). Når du har logget inn i VPS Investortjenester, velg: *Hendelser – Generalforsamling – ISIN*

Du vil se ditt navn, **ref.nr**, **PIN-kode** og beholdning. Nederst finner du disse valgene

Meld på Forhåndsstem Avgi fullmakt Avslutt

«**Meld på**» – Det er nødvendig å melde seg på for å delta online

«**Forhåndsstem**» - Her angir du din forhåndsstemme

«**Avgi fullmakt**» - Her kan du gi fullmakt til styrets leder eller en annen person

«**Avslutt**» - Trykk på denne om du ikke ønsker å gjøre noen registrering

**Steg 2 – På generalforsamlingsdagen:**

**Online deltakelse:** Delta på generalforsamlingen via denne nettsiden <https://dnb.lumiconnect.com/100-244-847-012>. Logg deg på ved hjelp av **ref.nr** og **PIN-kode** fra VPS - se steg 1 over for hvordan du finner dette. Aksjonærer kan også få referansenummer og PIN-kode ved å kontakte. DNB Bank Verdipapirservice på telefon +47 23 26 80 20 (08:00 – 15:00).

Dersom du ikke er innlogget innen møtet starter vil du få tilgang, men uten stemmerett. Merk at det samme gjelder for alle aksjonærer som ikke har meldt seg på innen påmeldingsfristen.

Ref.nr.:

Pin-kode:

## Blankett for innsending per post eller e-post for aksjonærer som ikke får registrert sine valg elektronisk.

Signert blankett sendes som vedlegg i e-post\* til [genf@dnb.no](mailto:genf@dnb.no) (skann denne blanketten), eller pr. post til DNB Bank ASA Verdipapirservice, Postboks 1600 Sentrum, 0021 Oslo. Blanketten må være mottatt senest **10.06.2026 kl. 16:00 CEST**. Dersom aksjeeier er et selskap, skal signatur være i henhold til firmaattest.

\*Vil være usikret med mindre avsender selv sørger for å sikre e-posten.

## \_\_\_\_\_ sine aksjer ønskes representert på generalforsamlingen i Axactor ASA som følger (kryss av):

- Fullmakt til styrets leder eller den han bemyndiger (kryss av «For», «Mot» eller «Avstå» på de enkelte sakene under om du ønsker at fullmakten skal være med stemmeinstrukser)
- Forhåndsstemmer (kryss av, «For», «Mot» eller «Avstå» på de enkelte sakene under)
- Åpen fullmakt til følgende person: (ikke kryss av på sakene under - eventuell stemmeinstruks avtales direkte med fullmektig):

\_\_\_\_\_  
(skriv inn fullmektigens navn med blokkbokstaver)

NB: Fullmektig må kontakte DNB Bank Verdipapirservice på telefon +47 23 26 80 20 (08:00 – 15:00) for påloggingsdetaljer..

Stemmegivningen skal skje i henhold til markeringer nedenfor. Manglende eller uklare markeringer anses som stemme i tråd med styrets og valgkomitéens anbefalinger. Dersom det blir fremmet forslag i tillegg til, eller som erstatning for forslaget i innkallingen, avgjør fullmektigen stemmegivningen.

Agenda ekstraordinær generalforsamling 12. juni 2026	For	Mot	Avstå
2. Valg av møteleder og valg av en person til å medundertegne protokollen sammen med møteleder	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Godkjenning av innkalling og dagsorden	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Krav om gransking	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

## Blanketten må være datert og signert

Sted

Dato

Aksjeeiers underskrift

Ref no:

PIN-code:

**Notice of Extraordinary General Meeting**

Extraordinary General Meeting in Axactor ASA will be held on 12.06.2026 at 10:00 CEST as a virtual meeting.

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 05.06.2026.

**The deadline for electronic registration of enrollment, advance votes, proxy and instructions is 10.06.2026 at 16:00 CEST.**

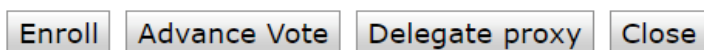
**Electronic registration**

*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 [www.axactor.com/corporate-governance/general-meetings](http://www.axactor.com/corporate-governance/general-meetings) using a reference number and PIN – code (for those of you who receive the notice by post-service), or
- Log in through VPS Investor services; available at <https://investor.vps.no/gm/logOn.htm?token=a06a2cd8b4a78d9010ca014e08158cb566a08050&validTo=1783864800000&oppdragId=20260521VPKPQWU0> or through own account manager (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"** - You need to register for online participation.

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

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

**"Close"** - Press this if you do not wish to make any registration

**Step 2 – The general meeting day:**

**Online participation:** Please login through <https://dnb.lumiconnect.com/100-244-847-012>. 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 – 15:30 CEST).

If you are not logged in before the meeting starts, you will be granted access, but without the right to vote. Note that the same applies for all shareholders who have not registered their enrolment by the Registration Deadline.

Ref no:

PIN-code:

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

The signed form can be sent as an attachment in an e-mail\* to [genf@dnb.no](mailto:genf@dnb.no) (scan this form) or by post service to DNB Bank Registrars Department, P.O Box 1600 Sentrum, 0021 Oslo. Deadline for registration of online participation, advance votes, proxies and instructions must be received no later than **10.06.2026 at 16:00 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 (mark off):

- Proxy to the Chair of the Board of directors or the person he authorizes (mark "For", "Against" or "Abstain" on the individual items below if you want the Proxy to be with instructions)
- Advance votes (mark «For», «Against» or «Abstain» on the individual items below)
- Open proxy to the following person (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 – 15:30 CEST) for login details.

Voting shall 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 solicitor determines the voting.

Agenda for the Extraordinary General Meeting 12 June 2026	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. Request for a court-appointed investigation	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

## The form must be dated and signed

Place

Date

Shareholder's signature

## GUIDE FOR ONLINE PARTICIPATION AXACTOR ASA 12 June 2026

Axactor ASA will hold its extraordinary general meeting on 12 June 2026 at 10:00 CEST as a virtual meeting, where you get the opportunity to participate online with your PC, phone or tablet. Below is a description of how to participate online.

We also point out that you can vote in advance or give a proxy before the meeting. See the notice for further details on advance voting and how to authorize a proxy. If you vote in advance or give a proxy, you can still log on to the general meeting to follow and ask questions, but you will not have the opportunity to vote on the items.

By participating online, shareholders will receive a live webcast from the general meeting, the opportunity to ask written questions, and vote on each of the items. Secure identification of shareholders is done by using the unique reference number and PIN code assigned to each shareholder by the Norwegian Central Securities Depository (**Euronext VPS**) in relation to this General Meeting.

Registration is required for shareholders who want to participate online, and shareholders **must be logged in before the general meeting starts**. Log ins after meeting has started will receive access, but with no voting rights.

Shareholders who do not find their reference number and PIN code for access, or have other technical questions are welcome to call DNB Registrars Department on phone + 47 23 26 80 20 (between 08:00-15:30 CEST)

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### HOW TO ACCESS THE ONLINE GENERAL MEETING

To be able to participate online, you must go to the following website: <https://dnb.lumiconnect.com>.

either on your smartphone, tablet or PC. All major known browsers, such as Chrome, Safari, Edge, Firefox etc. are supported.

enter Meeting ID: 100-244-847-012 and click **Join**:

Alternatively put direct link in your browser <https://dnb.lumiconnect.com/100-244-847-012>

You must then identify yourself with.

**a) Ref. number from VPS for the general meeting**

**b) PIN code from VPS for general meeting**

Once you have logged in, you will be taken to the information page for the general meeting. Here you will find information from the company, and how this works technically. **Note that you must have internet access throughout the meeting. If you for some reason log off, just log in again following steps above.**

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### HOW TO RECEIVE YOUR REFERENCE NUMBER AND PIN CODE

All shareholders registered in the VPS are assigned their own unique reference and PIN code for use in the General Meeting, available to each shareholder through VPS Investor Services. Access VPS Investor Services, select Corporate Actions, General Meeting. Click on the ISIN and you can see your reference number (Ref.nr.) and PIN code.

All VPS directly registered shareholders have access to investor services either via <https://investor.vps.no/garm/auth/login> or internet bank. Contact your VPS account operator if you do not have access.

Shareholders who have not selected electronic corporate messages in Investor Services will also receive their reference number and PIN code by post together with the summons from the company (on registration form).

**Custodian registered shareholders:** Shares held through Custodians (nominee) accounts must exercise their voting rights through their custodian. Please contact your custodian for further information.

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## HOW TO VOTE

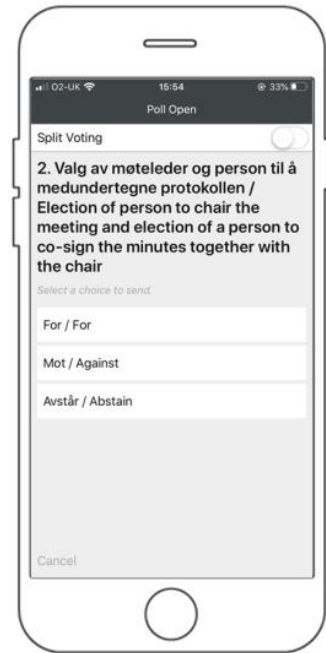
### VOTING

When items are available for voting, you can vote on all items as quickly as you wish. Items are closed for voting as the general meeting considers them. Items will be pushed to your screen. Click on the vote icon if you click away from the poll.

To vote, press your choice on each of the issues. FOR, AGAINST or ABSTAIN. Once you have cast your vote, you will see that your choice is marked. You also get a choice where you can vote jointly on all items. If you use this option, you can still override the choice on items one by one if desired.

To change your vote, click on another option. You can also choose to cancel. You can change or cancel your vote until the chair of the meeting concludes the voting on the individual items. Your last choice will be valid.

**NB: Logged in shareholders who have voted in advance or given a power of attorney will not have the opportunity to vote but can follow and write messages if desired.**



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## QUESTIONS TO THE CHAIRPERSON

### MESSAGING

Questions or messages relating to the items on the agenda can be submitted by the shareholder or appointed proxy at any time during the meeting as long as chair of the meeting holds this open.

If you would like to ask a question relating to the items on the agenda, select the messaging icon.

Enter your question in the message box that says "Ask a Question". When you have finished writing your question, click on the submit button.

Questions submitted online will be moderated before going to the chair. This is to avoid repetition of questions as well as removal of inappropriate language.

**All shareholders who submit questions will be identified with their full names, but not holding of shares.**