

AXACTOR

To the shareholders of Axactor SE

NOTICE OF ANNUAL GENERAL MEETING

on 15 April 2021 at 10:00 (CET)

In accordance with Norwegian provisional legislation exempting companies from physical meeting requirements to reduce Covid-19 risk, the annual general meeting will be held as a digital meeting only, with no physical attendance for shareholders. Further details about registration and attendance to the virtual meeting is attached in Appendix 1.

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 SE (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, 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 annual report for 2020, including distribution of dividends

The Company’s annual accounts and annual report for the financial year 2020 are available at the Company website: <https://www.axactor.com/investors>

The Company’s auditor, PwC AS, will report on the audit work in the Company and present the 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, directors’ report and audit report for the financial year 2020, including the allocation of net profit.”

5. 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 3-3b of the Norwegian Accounting Act. The corporate governance report for 2020 is included in the Company’s annual report.

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

“The general meeting endorses the Company’s report on corporate governance for the financial year 2020.”

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

In accordance with section 6-16a of the Norwegian Public Limited Companies Act, the board has prepared guidelines regarding the stipulation of salary and other remuneration to the Company’s directors of the board, CEO and the executive management. The statement is appended to this notice as appendix 3, and available at the Company’s website www.axactor.com.

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

The board recommends that the general meeting approves the guidelines related to remuneration salary and other remuneration to the directors of the board, CEO and executive management.

The Company will report on the remuneration to the directors of the board, CEO and executive management for the last 5 years as outlined in section 6-16b of the Norwegian public limited companies act, which entered into force 1 January 2021, in the annual general meeting 2022. The remuneration to executive management during the financial year 2020 was in accordance with adopted guidelines by the annual general meeting 1 April 2020. Remuneration agreements for executive management adopted and applied during 2020 are aligned with the interests and values of the company and support long term sustainability and growth of the business. The CEO and the Chairman of the board are authorized to give discretionary bonus for exceptional performance, but this was not given in 2020. The company’s annual report for 2020 in note 8 to the consolidated financial statements provide details of the remuneration received by members of the executive management in 2020 including information regarding benefits and the company’s variable pay program. Note 25 give further details about the share-based payment. Information related to remuneration for the CEO and the executive management for the previous 4 years are available in the same notes in the annual accounts for the respective years with exemption of 2016 and 2017 where the information regarding share-based payment are included in note 22 for 2016 and 23 for 2017, and information regarding executive compensation for 2016 provided in note 7 for 2016.

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

“The general meeting approves the guidelines on salary and remuneration to the directors of the board, CEO and executive management.”

7. 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 SE consists of the following members whom the nomination committee proposes are re-elected for an appointed period of one year, until the AGM in 2022:

- Glen Ole Rødland (chair)
- Brita Eilertsen (director)
- Merete Haugli (director)
- Lars Erich Nilsen (director)
- Kathrine Astrup Fredriksen (director)
- Terje Mjøs (director)
- Hans Haren (director)

The nomination committee consider the board to meet the recommendations in the Norwegian Corporate Governance Code with respect to independence from the Company's major shareholders, management, and business relations. The shareholders will vote for each proposed member separately.

In addition, the nomination committee proposes that Kristian Melhuus is elected as personal deputy director for Kathrine Fredriksen for a period of one year, until the AGM in 2022. Kristian Melhuus is a director of Seatankers Management Norway AS. He has an MSc in Industrial Economics and technology Management from the Norwegian University of Science and Technology (NTNU), and has also studied Finance, Derivatives and Econometrics at the University of Karlsruhe. Before working in Seatankers he has among other things held the position as Investment Director in HitecVision, CFO/COO of Liquid Barcodes and analyst at ABG Sundal Collier.

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

“The board of directors shall have the following composition:

- Glen Ole Rødland (chair)
- Brita Eilertsen (director)
- Merete Haugli (director)
- Lars Erich Nilsen (director)
- Kathrine Astrup Fredriksen (director)
- Terje Mjøs (director)
- Hans Haren (director)
- Kristian Melhuus (personal deputy for Kathrine Astrup Fredriksen)

Each member is elected until the annual general meeting of the Company in 2022“

8. Remuneration to the board of directors

The recommendation from the nomination committee is appended this notice as Appendix 4.

The nomination committee recommends that the general meeting makes the following decision regarding compensation to the directors of the board for the period of 15 April 2021 until the annual general meeting 2022 as follows:

“The remuneration to the board of directors shall be the following in the period from 15 April 2021 until the annual general meeting in the Company in 2022:

Position in the board:

Chair NOK 550 000 /year
Director NOK 350 000 /year
Deputy: NOK 10.000 /meeting

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

Chair NOK 65 000 /year
Member: NOK 50 000 /year

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

Chair NOK 65 000 /year
Member: NOK 50 000 /year

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

Chair NOK 80 000 /year
Member NOK 65 000 /year

9. Remuneration to the nomination committee

The recommendation from the nomination committee is appended this notice as Appendix 4.

The nomination committee recommends that the general meeting makes the following decision regarding compensation of the members of the nomination committee for the period of 15 April 2021 until the annual general meeting 2022 as follows:

“The remuneration to the nomination committee shall be the following in the period from 15 April 2021 until the annual general meeting in the Company in 2022:

Chair: NOK 60 000 /year
Member: NOK 40 000 /year

10. Remuneration to the company’s auditor

It is proposed that the fee to the Company’s auditor, PWC AS, for 2020 of EUR 113 073 is approved. For information on other fees to PWC AS, reference is made to note 5 in the annual accounts for the Company for the financial year 2020 which are made available on the Company’s website.

The board recommends that the general meeting makes the following decision regarding remuneration for the company's auditor for 2020:

"The general meeting resolved, in accordance with the proposal from the board, to approve the auditor's fee for the fiscal year 2020 in the amount of EUR 113 073."

11. General authorization to the board to increase the share capital through the issue of 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 30,214,546 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 therefore proposes that the general meeting passes the following resolution:

- (i) *" Pursuant to section 10-14 of the 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 EUR 15.814.994, equal to 30,214,546 shares, each with a nominal value of EUR 0.523423187712375.*
- (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 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 2022, expiring at the latest on 30 June 2022."*

12. Authorization to the board to increase the share capital through the issue of new shares or acquisitions of own shares

The company operates an equity-settled, share based compensation plan. Senior managers and key employee personnel participate in the company's incentive program ESOP 2019 and ESOP 2020 (also named 2020-B). 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 to senior managers and key personnel is determined by the board, within the board mandates adopted by the general meeting, from year to year.

The share settlement under the programs are 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 Company's incentive programs will not exceed 6,352% of the total current outstanding shares of the Company.

On this background, it is proposed that the general meeting adopts the following resolution:

- (i) *“Pursuant to section 9-4 and 10-14 of the 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 EUR 5,031,313.79 equal to 9 612 325 shares, each with a nominal value of EUR 0.523423187712375.*
- (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 1,5 EUR or higher than 4 EUR.*
- (iii) *This authorization can only be exercised in connection with the share options allocated under ESOP 2019 and ESOP 2020 (also named ESOP 2020-B) 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 2022, expiring at the latest on 30 June 2022.”*

Oslo, 24 March 2021

The board of directors in Axactor SE

Glen Ole Rødland
Chairman of the Board

Kathrine Astrup Fredriksen
Board Member

Terje Mjøs
Board Member

Brita Eilertsen
Board Member

Lars Erich Nilsen
Board Member

Merete Haugli
Board Member

Hans Olov Harén
Board Member

Appendices:

1. Notice of attendance, advance note and proxy
2. Information to the shareholders
3. Guidelines on remuneration for directors of the board, CEO and executive management
4. Recommendation from the nomination committee of Axactor SE

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