

To the shareholders of Axactor SE

**NOTICE OF EXTRAORDINARY GENERAL MEETING
on Monday 21 February 2022 at 09:00 (CET)
at Drammensveien 167 in Oslo.**

Axactor SE welcomes you to an extraordinary general meeting in Oslo Monday 21 February 2022 at 09.00 CET. To limit the infection risk because of the Covid 19 situation we are facing, Axactor SE encourage you as shareholder to use the proxy forms and possibility to vote prior to the extraordinary general meeting rather than attending in person. The forms are attached to this notice as appendix 1 and are available at our website www.axactor.com. For those of you who prefer to meet physically, we will carry out the agenda in a time-effective manner, limit the beverages and ensure that you will be placed with sufficient space. 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 SE 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 extraordinary 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 extraordinary general meeting passes the following resolution:

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

4. Election of a new member to the Board of Directors

The Nomination Committee has proposed to elect Kristian Melhuus as a new member to and chairman of the Board of Directors from this extraordinary general meeting until the annual general meeting in 2023.

The Nomination Committee's assessment and recommendation is enclosed to this notice as Appendix 3.

The Nomination Committee recommends that the extraordinary general meeting passes the following resolution:

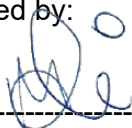
“Kristian Melhuus is elected as Chairman of the Board of Directors from this extraordinary general meeting until the annual general meeting in 2023. The board of directors shall have the following composition:

- Kristian Melhuus (chairman)
- Brita Eilertsen (director)
- Merete Haugli (director)
- Lars Erich Nilsen (director)
- Kathrine Astrup Fredriksen (director)
- Terje Mjøs (director)
- Hans Harén (director)“

Oslo, 28 January 2022

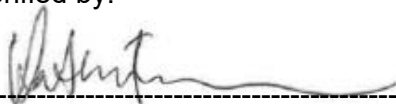
The Board of Directors in Axactor SE

Verified by:



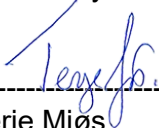
Merete Haugli
Chair of the Board

Verified by:



Kathrine Astrup Fredriksen
Director of the Board

Verified by:



Terje Mjøs
Director of the Board

Verified by:



Brita Eilertsen
Director of the Board

Verified by:



Lars Erich Nilsen
Director of the Board

Verified by:



Hans Harén
Director of the Board

Appendices:

1. Notice of attendance, advance note and proxy
2. Information to the shareholders
3. Recommendation from the Nomination Committee of Axactor SE

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