

To the shareholders of SoftOx Solutions AS
NOTICE OF EXTRAORDINARY GENERAL MEETING

The Board of Directors of SoftOx Solutions AS (the "Company") hereby convenes an extraordinary general meeting.

Location: Martin Linges vei 25, 1364 Fornebu
Date: December 9th 2022
Time: 12:00 CET

The extraordinary general meeting will be opened by the Chairman of the Board, Melvin Teigen. The person opening the meeting will register the attendance of shareholders present and proxies.

To further strengthen the Company's board, the largest shareholders ("Shareholders") representing 26 per cent of the total number of outstanding shares, have requested that the board convenes an extraordinary general meeting to elect a new board of directors.

The shareholders' proposal for re-election and election of board members is available on the Company's website www.soft-ox.com and is also attached to this notice.

Agenda:

- 1. Election of chairman of the Extraordinary General Meeting and co-signatory to the minutes**
- 2. Approval of notice and agenda**
- 3. Election of additional board members**

The proposed resolution to the extraordinary general meeting is:

"The following persons are re-elected as board members:

- *Kari Myren, board member*
- *Olav Jarlsby, board member*

with an election term until the annual general meeting in 2024.

and the following persons are elected as additional board members:

- *Henrik Nielsen, board member*
- *Adrian Bignami, board member*
- *Jørgen Berggrav, board member*
- *Geir Almås, Chairperson*

with an election term until the annual general meeting in 2024.

4. Determination of remuneration to the board members

The proposed resolution to the extraordinary general meeting is:

"Remuneration to the board members of the board for the period from the annual general meeting 2022 until the annual general meeting in 2023 is at NOK 125 000 for the ordinary board members and NOK 250 000 for the current chairman's remuneration. The new executive chairman shall receive an annual remuneration of NOK 2 million. The remuneration payable to board members that resign in the period shall be adjusted to reflect the months in office.

In addition, the new board members shall upon their election be granted 20 000 options on the following terms:

- *Pricing – the strike will be set to average volume weighted share price last seven trading days before this announcement*
- *Options are granted starting from the date of the EGM*
- *The expiration of each option is 5 years from date of vesting*
- *The share options shall vest upon completion of quarters, for the next eight quarters following the date for the EGM*
- *In case of resignations from the board during the period from the date of the EGM in 2022 until the date of the annual general meeting in 2024, regardless of the reason, the chairman of the board or the board members' compensation in the form of options and board fees is adjusted according to the accrued vesting time per commenced quarter in office."*

This notice with attachments are posted on the Company's website.

Attendance at the general meeting, either in person or by proxy, must be registered within 8 December 2022 at 12:00 CET. Attendance can be registered by completing and submitting the attached registration or proxy form to IR email: ir@soft-ox.com Please refer to the attached forms for further instructions.

SoftOx Solutions AS is a Norwegian private limited liability company governed by Norwegian law, including the Norwegian Private Limited Liability Companies Act. The Company has, as of the date of this notice, issued 10,342,871 shares. Each share carries one vote. All shares have equal rights. The Company has, as of the date of this notice, no own shares.

Shareholders are entitled to attend the general meeting, either in person or by proxy. The Company still encourages shareholders to submit proxies with or without voting instructions in advance of the general meeting, as further described below. The individual shareholder may demand to participate electronically. Shareholders who wish to participate electronically must notify the Company of this by e-mail to ir@soft-ox.com no later than 8 December 2022 at 12:00 CET. Practical information for such participation will be provided to those it concerns before the general meeting.

Shareholders may appoint a proxy to attend and vote on their behalf. Proxies may be submitted by completing and submitting the proxy form attached as Appendix 2 in accordance with the instructions set out in the form. The proxy must be in writing, dated and signed. Proxy forms must be received by ir@soft-ox.com no later than 8 December 2022 at 12:00 CET. See the enclosed proxy form for further information on proxies. Proxies received prior to the general meeting may be considered withdrawn if the shareholder attends the general meeting in person.

Shareholders may require to attend the general meeting digitally. Further, shareholders have the right to propose resolutions under the matters to be addressed by the general meeting, but note that the deadline for shareholders to put new matters on the agenda has lapsed cf. the Act section 5-11 second sentence. A shareholder may demand that board members and the chief executive officer provide available information at the general meeting about matters which may affect the assessment of items which have been presented to the shareholders for decision. The same applies to information regarding the Company's financial position and other business to be transacted at the general meeting, unless the information demanded cannot be disclosed without causing disproportionate harm to the Company. Shareholders are entitled to bring advisors, and may grant the right of speech to one advisor.



This notice, including appendices and the documents to be considered by the general meeting are also posted on the Company's website.

Fornebu, 2 December 2022

Melvin Teigen

Chairman of the Board of Directors

Attachments:

Appendix 1: Notice of Attendance

Appendix 2: Proxy Form

NOTICE OF ATTENDANCE

Shareholders wishing to participate in the Extraordinary General Meeting to be held on 9 December 2022 at 1200 CET are kindly asked to complete and return this Attendance Slip to the Company's e-mail address at ir@soft-ox.com by 8 December 2022 at 1200 CET.

Deadline for registration of attendance, proxies and instructions: 8 December 2022 at 1200 CET.

The undersigned will virtually attend the extraordinary general meeting of SoftOx Solutions AS on 9 December 2022 at 1200 CET.

I own: _____ shares

I am proxy for: _____ shares (*please attach proxy form(s)*)

Signature: _____

Name: _____ (block letters)

Place/date: _____

Please send the attendance form to: SoftOx Solutions AS, ir@soft-ox.com. Please make sure that the attendance form is received by the company no later than 8 December 2022 at 1200 CET.

PROXY without voting instructions

As the owner of _____ shares in SoftOx Solutions AS, I/we hereby appoint

the Chairman of the Board

_____ (insert name)

to act as proxy and represent and vote on behalf of my/our shares at the extraordinary general meeting of SoftOx Solutions AS on 9 December 2022.

Signature: _____*

Name: _____ (upper case)

Shareholder: _____

Location/date: _____

Authorisation should be sent to: SoftOx Solutions AS, ir@soft-ox.com.

* If a proxy is issued on behalf of a company or other legal entity, a company certificate and/or authorisation must be attached to show that the signatory is authorised to act as proxy. If satisfactory documentation is not received, the person appointed to act as proxy is free to use or reject the proxy at his discretion.

SoftOx Solutions AS
PROXY with voting instructions

As the owner of _____ shares in SoftOx Solutions AS, I/we hereby appoint

- the Chairman of the Board
- _____ (insert name)

to act as proxy and represent and vote on behalf of my/our shares at the extraordinary general meeting of SoftOx Solutions AS on 9 December 2022.

If neither of the above options is ticked, the proxy will be deemed to be given to the Chairman of the Board. If the proxy has been given to the Chairman of the Board, the Chairman of the Board has the right to give another Board Member or member of the executive management the right to represent, and vote for, the shares covered by the proxy.

If the shareholder so wishes and the Chairman of the Board has been appointed to act as proxy, the voting instructions below may be completed and sent to the Company. Voting will take place for the shares in accordance with the instructions.

Voting instructions:

Resolution	For	Against	Abstain
1. Approval of notice and agenda			
2. Election of chair and co-signer to the minutes			
3. Election of additional board members			
4. Determination of remuneration to the board members			

If voting instructions have been given, the following applies:

- If 'For' is ticked, the proxy is instructed to vote for the resolution set out in the Notice with the changes that the Board of Directors, the Chairman of the Board or the Chairman of the Extraordinary general meeting may propose. In the event of changes to the proposals set out in the Notice, the proxy may at his discretion refrain from voting for the shares.
- If 'Against' is ticked, the proxy is instructed to vote against the resolution set out in the Notice with the changes that the Board, the Chairman of the Board or the Chairman of the Extraordinary general meeting may propose. In the event of changes to the proposals set out in the Notice, the proxy may at his discretion refrain from voting for the shares.
- If 'Abstain' is ticked, this means that the proxy is instructed not to vote for the shares.
- If no alternative is ticked, this means that the proxy is free to decide how to vote for the shares.
- In elections, instructions are limited and only apply to voting on the election of the candidates specified in the Shareholder Proxy Form.
- For voting on matters not included in the Notice, but which may properly come before the extraordinary general meeting, the proxy is free to decide how to vote for the shares. The same applies to voting on formal matters, e.g. election of chairman, voting order or voting method.
- If the shareholder has appointed a proxy other than the Chairman of the Board and wishes to give this person instructions on voting, this is a matter between the shareholder and the proxy which does not concern the Company. In this event, the Company does not assume responsibility for checking whether the proxy votes in accordance with his instructions.

Signature: _____*

Name: _____ (upper case)

Location/date: _____

Authorisation should be sent to: SoftOx Solutions AS, ir@soft-ox.com.

* If a proxy is issued on behalf of a company or other legal entity, a company certificate and/or authorisation must be attached to show that the signatory is authorised to act as proxy. If satisfactory documentation is not received, the person appointed to act as proxy is free to use or reject the proxy at his discretion.