

To the shareholders of Norsk Titanium AS

NOTICE OF ANNUAL GENERAL MEETING OF NORSK TITANIUM AS

Notice is hereby served that the annual general meeting of Norsk Titanium AS, (the "**Company**") will be held on 16 May 2023 at 13.00 hours CEST.

The general meeting will be held as a digital meeting with electronic voting. The Company still encourages shareholders to vote in advance or submit proxies with voting instructions in advance of the general meeting. Please refer to page 2 of this notice for further information.

The general meeting will be opened by the chairperson of the board of directors, John Andersen, or a person appointed by the board of directors cf. Section 5-12 of the Norwegian Private Limited Liability Companies Act. The person opening the general meeting will record attendance of present shareholders and representatives.

The following matters are on the agenda:

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| <ol style="list-style-type: none">1. Election of a chairperson for the meeting and a person to co-sign the minutes2. Approval of the notice and the agenda3. Presentation of the Company's state of affairs4. Approval of the Annual Report and Financial Statements for 20225. Auditor's remuneration | <ol style="list-style-type: none">6. Remuneration to board members7. Election of board members8. Authorisation to increase the share capital according to the Company's incentive programs9. Authorisation to acquire own shares <p style="text-align: center;">***</p> |
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The general meeting will only be held as a digital meeting. All shareholders are therefore invited to participate online. The details for participation are set out in the registration and proxy form attached to this notice as Appendix 1. It will not be possible to attend in person. The Company encourages shareholders to vote in advance of the general meeting, as further described below.

As the meeting is being held virtually, we ask that shareholders who enroll for live participation in the meeting also sends an e-mail to anne.lene.braten@norsktitanium.com so that we have an e-mail that we can send details to.

Norsk Titanium AS is a private limited company subject to the rules of the Norwegian Private Limited Companies Act. As of the date of this notice, the Company has issued 269,768,154 shares, of which 3,472,700 are pending registration in the Norwegian Register of Business Enterprises, each of which represents one vote. As of the date of this notice, the Company holds 400 own shares. No votes may be exercised for such shares.

The board encourages shareholders wishing to attend the General Meeting (in person or by proxy) to register within 15 May 2023 at 13.00 hours (CEST).

Attendance can be registered electronically through the Company's website or Euronext Securities Oslo (formerly VPS) ("ESO") Investor Services. The PIN code and reference number from the registration or proxy form are required when using the Company's website. Attendance can also be registered by completing and submitting the registration or proxy form attached as Appendix 1 in accordance with the instructions set out in the form.

Shareholders that are prevented from attending may authorise the chairperson of the board (or whomever it designates) or another person to vote for their shares. Proxies may be submitted electronically through the Company's website or ESO Investor Services. Proxies may also be registered by completing and submitting the proxy form attached as Appendix 1 in accordance with the instructions set out in the form.

Shareholders have the possibility to vote in advance. Shareholders are encouraged to cast their votes by advanced voting. Such advance votes must be made electronically through the Company's website www.norsktitanium.com, under Investors, AGM 16 May 2023 or through VPS Investor Services. The Company encourages shareholders who wish to vote in advance to do so within 15 May 2023 at 13:00 CEST. To access the electronic system for notification of attendance and advance voting at www.norsktitanium.com the attached reference number and PIN code must be stated.

A nominee is not entitled to vote for shares registered on a nominee account in ESO, cf. the Norwegian Public Limited Liability Companies Act section 4-10, cf. the Norwegian Private Limited Liability Companies Act section 4-4. Shareholders, who hold their shares on a nominee account in ESO, and who wish to vote for such shares must transfer the shares to a securities account in ESO held in their own name prior to the general meeting in order to vote for such shares at the general meeting.

Decisions on voting rights for shareholders and representatives are made by the person opening the meeting, whose decision may be reversed by the general meeting by majority vote.

Shareholders have the right to propose resolutions under the matters to be addressed by the general meeting.

A shareholder may require that the chief executive officer and board members that are present at the general meeting provide available information at the general meeting about matters that 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 addressed 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.

The notice calling the general meeting has been sent to all shareholders with known address. The notice, other documents regarding matters to be discussed in the general meeting, including the documents to which this notice refers, as well as the Company's Articles of Association, are available on the Company's website. Documents relating to matters to be considered by the general meeting may be sent free of charge to shareholders upon request.

The following documents will be available at the Company's website:

- This notice and the enclosed form for notice of attendance/proxy
- The board of directors' proposed resolutions for the annual general meeting for the items listed on the agenda
- The annual report and financial statements for the financial year 2022

The address to the Company's website is <https://www.norsktitanium.com/>

Oslo, 27 April 2023

On behalf of the board of directors of Norsk Titanium AS

John Andersen
Chairperson

Appendices:

1. Form of registration/Form of proxy

APPENDIX 1

"Firma-/Etternavn, Fornavn "
 "c/o"
 "Adresse1"
 "Adresse2"
 "Postnummer, Poststed"
 "Land"

Ref no: "Refnr"

PIN code: "Pin"

Notice of Annual General Meeting

Meeting will be held on 16 May 2023 at 13:00 hours CEST
 Meeting will be held virtually

The shareholder is registered with the following amount of shares at summons: "**Beholdning**" and vote for the number of shares registered in Euronext Securities Oslo per Record Date 15 May 2023

Shareholders are encouraged to register attendance, proxy or instructions within 15 May 2023 at 13:00 hours CEST
Registration for virtual attendance

Notice of attendance should be registered through the Company's website www.norsktitanium.com or through Euronext Securities Oslo (formerly VPS) ("ESO") Investor Services.

For notification of attendance through the Company's website, the reference number and pin code on this form must be stated. In ESO Investor Services chose *Corporate Actions - General Meeting*, click on *ISIN*. Investor Services can be accessed either through <https://www.euronextvps.no/> or your account operator. If you are not able to register this electronically, you may send by e-mail to genf@dnb.no, or by regular Mail to DNB Bank ASA, Registrars Department, P.O. Box 1600 Centrum, 0021 Oslo, Norway.

As the meeting is being held virtually, we ask that shareholders who enroll for live participation in the meeting also sends an e-mail to anne.lene.braten@norsktitanium.com so that we have an e-mail that we can send details to.

Place	Date	Shareholder's signature

Proxy without voting instructions for Annual General Meeting of Norsk Titanium AS

Proxy to another individual to vote for your shares.

Ref no: "Refnr"

PIN code: "Pin"

Proxy should be registered through the Company's website www.norsktitanium.com or through ESO Investor Services.

For granting proxy through the Company's website, the reference number and pin code on this form must be used. In ESO Investor Services chose *Corporate Actions - General Meeting*, click on *ISIN*. Investor Services can be accessed either through <https://www.euronextvps.no/> or your account operator. If you are not able to register this electronically, you may send by E-mail to genf@dnb.no, or by regular Mail to DNB Bank ASA, Registrars Department, P.O. Box 1600 Centrum, 0021 Oslo, Norway. If the shareholder is a Company, the signature must be according to the Company's Certificate of Registration. **The Proxy must be dated and signed to be valid.**

Alternatively, this form can be sent to genf@dnb.no, or by post to DNB Bank ASA, Verdipapirservice, Postboks 1600 Sentrum, 0021 Oslo. Power of attorney must be received no later than 15 May 2023 at 13:00. **The form must be dated and signed.**

The undersigned "Firma-/Etternavn, Fornavn "

hereby grants (if you do not state the name of the proxy holder, the proxy will be given to the Chair of the Board of Directors)

the Chair of the Board of Directors (or a person authorised by him or her), or

 (Name of proxy holder in capital letters)

proxy to attend and vote for my/our shares at the Annual General Meeting of Norsk Titanium AS on 16 May 2023.

Place	Date	Shareholder's signature (only for granting proxy)

Proxy with voting instructions for Annual General Meeting in Norsk Titanium AS

You must use this proxy form to give voting instructions to Chair of the Board of Directors or the person authorised by him or her. For Instruction to other than Chair of the Board, give a proxy without voting instructions and agree directly with the proxy holder how voting should be executed.

Proxies with voting instructions can only be registered by DNB, and must be sent to genf@dnb.no (scanned form) or by regular Mail to DNB Bank ASA, Registrars' Department, P.O. Box 1600 Centrum, 0021 Oslo, Norway. The form should be received by DNB Bank ASA, Registrars' Department no later than **15 May 2023 at 13:00 hours CEST**. If the shareholder is a Company, the signature must be according to the Company's Certificate of Registration.

The Proxy with voting instructions must be dated and signed to be valid.

The undersigned: "Firma-/Etternavn, Fornavn "

Ref no: "Refnr"

hereby grants the Chair of the Board of Directors (or the person authorised by him or her) proxy to attend and vote for my/our shares at the Annual General Meeting of Norsk Titanium AS on 16 May 2023.

The votes shall be exercised in accordance with the instructions below. If the sections for voting are left blank, this will be counted as an instruction to vote in accordance with the Board's recommendation. However, if any motions are made from the attendees in addition to or in replacement of the proposals in the Notice, the proxy holder may vote at his or her discretion. If there is any doubt as to how the instructions should be understood, the proxy holder may abstain from voting.

Agenda for the Annual General Meeting 2023	For	Against	Abstention
1. Election of the chairperson for the meeting and a person to co-sign the minutes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Approval of notice and agenda	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Presentation of the Company's state of affairs		No voting	
4. Approval of the Annual Report and Financial Statements for 2022	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Auditor's remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Remuneration to board members	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.1 Re-election of John Andersen as member and chairperson of the board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. 2 Re-election of Bart Cornelus Gerardus Van Aalst as a board member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. 3 Re-election of Mimi K. Berdal as a board member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. 4 Re-election of Steve D. Geskos as a board member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Authorisation to increase the share capital according to the Company's incentive program	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Authorisation to acquire own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Place	Date	Shareholder's signature (Only for granting proxy with voting instructions)
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