



**NOTICE OF
ANNUAL GENERAL MEETING IN
XPLORA TECHNOLOGIES AS**

The board of directors of Xplora Technologies AS (reg. no. 916 752 628) (the “**Company**”) hereby convenes the annual general meeting for the shareholders.

Time: 23 May 2025 at 12:00.

Place: Digital meeting via Lumi. Information on how to participate follows on the next page.

The meeting will be opened by the chair of the board of directors, Tore Engebretsen.

Agenda:

1. **Election of the chair of the meeting and a person to co-sign the minutes**
2. **Approval of the notice and agenda**
3. **Approval of annual accounts and annual report for 2024**
4. **Determination of the remuneration to the board 2025-2026**
5. **Determination of the remuneration to the audit committee 2025-2026**
6. **Determination of the remuneration to the people and organization committee 2025-2026**
7. **Determination of the remuneration to the nomination committee**
8. **Approval of the remuneration of the Company’s auditor**
9. **Election of board**
10. **Board authorisation to issue new shares**
11. **Board authorisation to acquire treasury shares**
12. **Amendment of articles of association**

* * *

Attendance

The online remote participation is being organised by DNB Bank Issuer Services and its subcontractor Lumi. By attending the online general meeting, shareholders will be able to listen to a live audiocast of the meeting, see the presentation, submit questions relating to the items on the agenda and cast their votes in the real time poll of the annual general meeting. The meeting will be conducted in English.

Guide for online participation is available at the Company’s website <https://xplora.com/investor>.

Registration is not required to participate online, but shareholders must be logged in before the meeting starts. If you are not logged in before the general meeting starts, you will not be able to attend. Log in starts one hour before. See the information below and the separate guide on how shareholders can participate electronically.

In order to attend the virtual general meeting, shareholders need access to the Lumi AGM-solution by visit the Lumi AGM website at: <https://dnb.lumiagm.com/>.

When the shareholders have opened the website, the shareholder must enter the “Meeting ID” 124-462-050 and click “Join”.

Alternatively, the following direct link can be used to participate: <https://dnb.lumiagm.com/124462050>.

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 shareholders who cannot find their own unique reference and PIN code through VPS Investor Service, may contact DNB Investor Services on +47 23 26 80 20, or send an e-mail to genf@dnb.no.

All VPS registered shareholders may access VPS Investor Services through <https://investor.vps.no/garm/auth/login> or online 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 (on the ballots) together with the notice from the Company.

Shareholders that are prevented from participating in the virtual general meeting may be represented by proxy. Granting of proxy may be registered through the Company's website <https://xplora.com/investor> or through VPS Investor Services or 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. Proxies with voting instructions cannot be submitted electronically 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.

Shareholders can already now log in and give authorisation to the chair of the board of directors or other person prior to the general meeting. Shareholders can still log in while the general meeting is being held and overrule their previous voting.

Shares held in custodian accounts According to the Public Limited Liability Companies Act § 1- 8, as well as regulations on intermediaries covered by the Central Securities Act § 4-5 and related implementing regulations, notice is sent to custodians who pass on to shareholders for whom they hold shares. Shareholders must communicate with their custodians, who are responsible for conveying votes or enrolment. Custodians must according to Section 5-3 of the Public Limited Liability Companies Act register this with the Company no later than 2 working days before the general meeting.

07.05.2025


Tore Engebretsen (May 6, 2025 18:05 GMT+2)

Tore Engebretsen
Chair of the board

Appendices:

1. Proposed resolutions
2. Articles of Association
3. Recommendation from nomination committee
4. Attendance form and proxy form



Appendix 1 Proposed resolutions

Item 1 – Election of the chair of the meeting and a person to co-sign the minutes

Proposed resolution:

“The annual general meeting elects Johan Svedberg to chair the meeting and Kristine Mihle Hernæs to co-sign the minutes.”

Item 2 – Approval of the notice and agenda

Proposed resolution:

“The annual general meeting approves the notice and the agenda.”

Item 3 – Approval of annual accounts and annual report for 2024

The Company's proposal for annual accounts and annual report for the fiscal year 2024, as well as the auditor's report are available at the Company's website <https://xplora.com/investor>.

Given the Company being in a growth phase and its strategic ambitions, the board does not recommend a dividend for the year 2024. The board proposes that the general meeting passes the following resolution:

“The annual accounts, and the board of directors' report for the fiscal year 2024, are approved. No dividend is to be distributed for the fiscal year 2024.”

Item 4 – Determination of remuneration to the board

The nomination committee proposes that the general meeting passes the following resolution regarding remuneration to the board members for the period from the annual general meeting in 2025 to the annual general meeting in 2026:

“The remuneration of the board shall be the following in the period from the annual general meeting in 2025 to the annual general meeting in 2026:

- *The chair of the board is awarded a remuneration of NOK 500,000*
- *Each of the other board members are awarded remuneration of NOK 300,000”*

Furthermore, the nomination committee has proposed that each board member is awarded with an additional compensation of NOK 60,000, for the period from the annual general meeting in 2024, to the annual general meeting in 2025. The reason is the number of board meetings for the preceding year that significantly exceeded what was expected. It is therefore proposed that the annual general meeting resolves as follows:

“Each board member is awarded an additional remuneration of NOK 60,000 for the preceding year.”

The nomination committee's recommendation is attached hereto as appendix 3.

Item 5 – Determination of remuneration to the audit committee 2025-2026

The nomination committee proposes that the general meeting passes the following resolution regarding remuneration to the audit committee members, for the period from the annual general meeting in 2025 to the annual general meeting in 2026:



“Remuneration to the audit committee shall be:

- *Chair of the audit committee – NOK 120,000*
- *Member of the audit committee – NOK 90,000”*

The nomination committee’s recommendation is attached hereto as appendix 3.

Item 6 – Determination of remuneration to the people and organisation committee 2025-2026

The nomination committee proposes that the general meeting passes the following resolution regarding remuneration to the people and organisation committee members, for the period from the annual general meeting in 2025 to the annual general meeting in 2026:

“Remuneration to the members of the people and organisation committee shall be NOK 50,000.”

The nomination committee’s recommendation is attached hereto as appendix 3.

Item 7 – Approval of remuneration of the Company’s auditor

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

“Remuneration to the Company’s auditor for statutory audit will be covered in accordance with invoice for the fiscal year 2024.”

Item 8 – Determination of remuneration to the nomination committee

The board proposes that the general meeting passes the following resolution regarding remuneration to the nomination committee members, for the period from the annual general meeting in 2025 to the annual general meeting in 2026:

“Remuneration to the nomination committee shall be:

- *Chair of the nomination committee – NOK 52,500 and NOK 4,000 for each meeting*
- *Member of the nomination committee – NOK 42,000 and NOK 4,000 for each meeting”*

Item 9 – Election of board

The Nomination Committee recommends that the annual general meeting approves the below proposed resolution, in accordance with their recommendation on election of a new board:

“In accordance with the recommendation from the nomination committee, the annual general meeting elects the following members to the Company’s board of directors:

- *Tore Engebretsen, chair*
- *Jannicke Haugen, board member*
- *Bjørn Christian Eide, board member*
- *Ingrid Elvira Leisner, board member*
- *Suzaan Saurman, board member*
- *Trygve Bruland, board member”*

The nomination committee’s recommendation is attached hereto as appendix 3.

Item 10 – Board authorization to issue new shares

The board proposes that the general meeting, pursuant to Section 10-14 of the NCA, grants the board authorization to increase the Company’s share capital by issuing new shares.

The purpose of the authorisation is to enable the Company to raise new capital from existing and new investors in the Company, to further develop the Company’s technologies and products.



The board proposes that the general meeting adopts the following resolutions:

“The general meeting of Xplora Technologies AS grants the board authorisation to increase the Company’s share capital, on the following conditions:

- a) The Company’s share capital may be increased in one or more tranches with up to NOK 35,000.*
- b) The authorisation may be used in connection with capital raisings to finance the Company’s operations, to strengthen the Company’s equity and secure a sound liquidity, share based compensation programs as well as to achieve strategic and commercial goals.*
- c) The authorisation includes share capital increases by contribution in kind and the right to incur special obligations on behalf of the Company, cf. section 10-2 of the NCA.*
- d) Cash payments for share consideration shall be made to the Company’s account. The Company may utilize the funds prior to registration of the capital increase in the Norwegian Register of Business Enterprises, cf. Section 10-13 of the NCA.*
- e) The authorisation does not encompass share capital increase in connection with mergers, cf. Section 13-5 of the NCA.*
- f) The authorisation is valid until the annual general meeting in 2026, or to 30 June 2026 at the latest.*
- g) The board of directors sets the further terms and may resolve amendments to the articles of association made necessary by the capital increase following use of this authorisation.*
- h) Board authorisations to share capital increases that have been granted to the board prior to the date of this resolution are annulled.”*

Item 11 – Board authorisation to acquire treasury shares

The board of directors proposes that the general meeting grants the board of directors an authorisation to acquire own shares with an aggregate nominal value of up to 20% of the Company’s share capital.

The board proposes that the authorisation for the acquisition of own shares be divided into two parts:

- i. Up to 10% of the total nominal value of the Company’s share capital can be used to acquire shares for use in connection with acquisitions, mergers, de-mergers and other transactions, or for the amortization of treasury shares; and*
- ii. Up to 10% of the total nominal value of the Company’s share capital can be used to acquire shares for use in compensation programs.*

The authorisation will provide the Company with flexibility, and repurchased shares may only be used for the purpose of consideration in connection with acquisitions, mergers, de-mergers or other transactions, compensation programs or the amortization of treasury shares.

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

“In accordance with the Norwegian Private Limited Liability Companies Act section 9-4, the board is authorised to acquire or receive security in the Company’s own shares, on the following terms:

- a) The Company may, on one or more occasions, in total acquire and/or receive security in shares with a combined par value of up to NOK 35,690.23.*
- b) The authorisation may only be used to acquire shares in the following contexts:*



- i. *Up to 10% of the total nominal value of the Company's share capital may be used to acquire shares for use in connection with acquisitions, mergers, de-mergers and other transactions, or for amortization of treasury shares; and*
 - ii. *Up to 10% of the total nominal value of the Company's share capital can be used to acquire shares for use in compensation programs.*
- c) *The authorisation shall be valid until the annual general meeting in 2026, or to 30 June 2026 at the latest.*
- d) *The maximum amount payable for each share is NOK 100. The minimum amount payable for each share is NOK 1.*
- e) *The board may at its own discretion decide on the methods of acquisition and disposal of shares. Acquisition and disposal of shares may be made in the manner found appropriate by the board.*
- f) *Board authorisations to acquire own shares which have been granted to the board prior to today are annulled."*

Item 12 – Amendments to the Articles of Association

The board proposes an amendment to § 5, first paragraph second sentence, of the articles of association, so that the board members are elected for a period up to two years, meaning that § 5 shall read:

"Styret velges for inntil to år om gangen."

(Office translation: "The board is elected for a period of up to two years.")

Furthermore, the board proposes to delete § 5, first paragraph fifth sentence, from the articles of association.

The updated articles of association are attached to these minutes as appendix 2.

VEDTEKTER
for
XPLORA TECHNOLOGIES AS

Org. nr. 916 752 628

§ 1

Selskapets foretaksnavn er Xplora Technologies AS.

§ 2

Selskapets forretningskontor er i Oslo kommune. Selskapets aksjer skal være registrert i Verdipapirsentralen.

§ 3

Selskapets formål er kjøp og salg av varer og tjenester, samt hva som naturlig hører inn under dette herunder å delta i andre selskaper.

§ 4

Selskapets aksjekapital skal være NOK 178.451,148 fordelt på 44.612.787 aksjer, hver pålydende NOK 0,004.

§ 5

Selskapets styre skal ha inntil 7 medlemmer. Styret velges for inntil to år om gangen. Styrets leder velges av generalforsamlingen. Styremedlemmer kan ta gjenvalg.

Selskapet tegnes av styrets leder og daglig leder hver for seg. Styret kan meddele prokura.

§ 6

Selskapet skal ha en valgkomité. Valgkomiteen skal bestå av to til fire medlemmer som oppnevnes av generalforsamlingen for en periode på inntil to år. Valgkomiteen skal være sammensatt slik at brede aksjonærinteresser er representert.

Valgkomiteen skal avgi anbefalinger til generalforsamlingen om valg av og godtgjørelse til styrets medlemmer. Generalforsamlingen fastsetter godtgjørelsen til valgkomiteens medlemmer. Generalforsamlingen kan fastsette en instruks for valgkomiteen.

§ 7

Selskapets aksjer skal være fritt omsettelige. Aksjelovens regler om forkjøpsrett og styresamtykke gjelder ikke.

§ 8

Ordinær generalforsamling avholdes hvert år innen utgangen av juni måned.

På den ordinære generalforsamlingen skal behandles:

1. Godkjenning av årsregnskapet og årsberetningen, herunder utdeling av utbytte.
2. Fastsettelse av godtgjørelse til styret og godkjenning av godtgjørelse til revisor.
3. Valg av styreleder, styremedlemmer og revisor.
4. Andre saker som i henhold til lov eller vedtekt hører inn under generalforsamlingen.

§ 8

For øvrig gjelder bestemmelser i aksjeloven.

Dato: 23. mai 2025

NOMINATION COMMITTEE REPORT 2025

Report and Recommendations from Xplora Technologies AS's Nomination Committee for the Annual General Meeting ("2025 AGM") to be held on 23 May 2025.

Xplora Technologies AS ("Xplora" or "Company") established a nomination committee (the "Nomination Committee") at the AGM held on 16 May 2024 (the "2024 AGM") in accordance with §6 of the Company's Articles of Association. The Nomination Committee in 2024 consisted of Mr. Thomas Raaschou (Chair) and Mr. Reidar Fougner, elected by the 2024 AGM. Mr. Raaschou and Mr. Fougner have served as members of the Nomination Committee for one year.

According to §6 of the Articles of Association and the Instructions for the Nomination Committee (the "Instructions"), adopted at the 2024 AGM, the Company shall have a Nomination Committee of two to four members. The Nomination Committee shall be independent of the Company's Board of Directors (the "Board" or "BoD"). No member of the Nomination Committee shall be a member of the Board. The Nomination Committee shall not include the Company's CEO or any other person in the Company's executive management.

The primary duties of the Nomination Committee are to evaluate and submit a recommendation to the General Meeting on the following matters:

- Nominees for election as members of the Board of Directors of Xplora and the Chair of the BoD
- Nominees for election as members of the Nomination Committee and the Chair of the Nomination Committee
- The proposed remuneration of the Nomination Committee and Board of Directors, including the sub-committees.

Mr. Raaschou is the co-founder and Chief Executive Officer at NOMA Capital AS, and Mr. Fougner is the Chair of the Board at Fougner Invest AS. Both are current shareholders of Xplora and are due for re-election as members of the Nomination Committee at the AGM to be held in 2026 (the "2026 AGM").

Neither of the Nomination Committee members are employees nor members of the Board of Xplora.

Since the 2024 AGM, the Nomination Committee has held nine meetings in preparation for the forthcoming 2025 AGM.

The Nomination Committee has discussed Board composition and recruitment, elections to the Board, the Nomination Committee's Instructions, the Nomination Committee work and composition, Audit Committee competence requirements, Director and Committee remuneration, and length of appointment of both the Board Directors and members of the Nomination Committee.

In addition, the Nomination Committee has held meetings and discussions with shareholders, current Directors, and senior executives of Xplora. The Nomination Committee has ensured that there has been ample opportunity for all shareholders and others to nominate Directors.

The following Directors were elected to the Board by the shareholders at the 2023 AGM for two years:

Tore Engebretsen	Chair, due for re-election in 2025
Bjørn Christian Eide	Director, due for re-election in 2025
Kari Bech-Moen	Director, due for re-election in 2025
Ingrid Elvira Leisner	Director, due for re-election in 2025
Harald Fredrik Ulltveit-Moe	Director, due for re-election in 2025

Mrs. Bech-Moen has notified the Nomination Committee that she is not available for re-election at the forthcoming 2025 AGM.

For Xplora's 2025 AGM, the Nomination Committee makes the following recommendations:

1. Election of members for the Board of Directors

Xplora is currently in a transformative phase as the strategic scope is expanded to leverage the connectivity platform to the Senior and Youth markets, in addition to the existing Kids market. Over the past year, the Company has acquired Doro AB and entered a strategic partnership with HMD, supporting Xplora's growth ambitions over the coming years.

In carrying out its evaluation for the forthcoming AGM on 23 May 2025, the Nomination Committee has emphasized a sound balance of experience and expertise among the board members. The Nomination Committee has focused on competencies within operational execution of international organic and inorganic growth, current Doro AB knowledge, M&A and capital allocation experience, strong knowledge of the global telecom and consumer electronic markets, strategy development, and skills in the general management area.

The Nomination Committee proposes to increase the number of Directors from five to six from the forthcoming AGM.

The Nomination Committee recommends the re-election of Mr. Tore Engebretsen, Mr. Bjørn Christian Eide, and Mrs. Ingrid Elvira Leisner as Directors. Assuming the AGM's approval of the change of term length from two years to up to two years in §5 of the Articles of Association, the Nomination Committee proposes that Mr. Tore Engebretsen and Mr. Bjørn Christian Eide will serve for one year, respectively, and Mrs. Ingrid Elvira Leisner will serve for two years.

The Nomination Committee proposes Ms. Jannicke Haugen, Mr. Trygve Bruland, and Ms. Suzaan Sauerman as new Directors to the Board for a two-year term.

Jannicke Haugen (born 1967) has more than 15 years of leadership experience in media, retail, culture, and healthcare. She has held CEO positions at Nordisk Film Kino and Egmont Kids Media Nordic, where she led Nordic operations and drove large-scale transformation and organizational development. Ms. Haugen is a Managing Partner at the consultancy House of 360, focusing on strategy execution, leadership development, and organizational growth. She serves on multiple boards of companies in the technology, culture, and healthcare sectors. Ms. Haugen has education and executive training from the Norwegian School of Economics (NHH), Chair of the Board School, CBS Simi Executive Program at Copenhagen Business School, and Huma Nova Psychosynthesis University (organizational theory). She owns zero shares in Xplora.

Trygve Bruland (born 1967) is a professional investor based in Oslo, Norway. Mr. Bruland has extensive experience from serving on both listed and unlisted boards. Before Mr. Bruland's investment practice, he was an investment banker and a management consultant. He has broad experience from several active and passive corporate investments, strategic and financial advisory roles, merger and acquisition processes, and equity capital market transactions. His professional career includes the firms Pareto Securities, Medici Corporate, SEB Enskilda, McKinsey & Co, and the Boston Consulting Group. He holds an MBA from INSEAD and is a Siviløkonom from the Norwegian School of Economics (NHH). He owns 600,000 shares in Xplora.

Suzaan Sauerman (born 1977) is a Copenhagen-based business and brand innovator with over two decades of experience in the consumer technology sector. Her expertise lies in marketing, commercial strategy, product development, and innovation, particularly within consumer lifestyle technology, health, and FemTech. Ms. Sauerman focuses on merging technology with consumer needs, emphasizing user experience delivering products that positively impact lives. She has been a board member at Doro AB and held executive leadership roles at prominent companies such as Motorola, Jabra, Bowers & Wilkins, Telia, and Three Mobile, leading diverse teams across Africa, the Middle East, the US, the UK, and Europe. Ms. Sauerman holds a CIM post-

graduate marketing degree from the Chartered Institute of Marketing, UK, and a Business Management and Marketing degree from Cape Peninsula University of Technology. She owns zero shares in Xplora.

A further detailed background for each of the current Directors can be found at www.investor.xplora.com.

All of the proposed Directors are considered independent, with the exception of Mr. Engebretsen, who represents the current largest shareholder of the Company through Passesta AS, which currently owns more than 10% of Xplora. Ms. Sauerman has a consultancy agreement with Doro AB regarding marketing and brand strategy. Ms. Haugen has previously carried out work for the Company as a consultant regarding leadership development.

Assuming the re-election of the current and the proposed new Directors at the 2025 AGM, the Board of Directors will then comprise of the following individuals for the period up to the AGM in 2026:

<i>Tore Engebretsen</i>	<i>Chair (re-election)</i>	<i>(7*)</i>
<i>Jannicke Haugen</i>	<i>Director (new)</i>	<i>(0*)</i>
<i>Bjørn Christian Eide</i>	<i>Director (re-election)</i>	<i>(5*)</i>
<i>Ingrid Elvira Leisner</i>	<i>Director (re-election)</i>	<i>(4*)</i>
<i>Suzaan Sauerman</i>	<i>Director (new)</i>	<i>(0*)</i>
<i>Trygve Bruland</i>	<i>Director (new)</i>	<i>(0*)</i>

(The number of years currently served as a member of the Board)*

Assuming the proposed Board is elected, the Company will meet the requirement for both male and female Directors of the Public Limited Companies Act Section 6-11 a (1).

Furthermore, the Nomination Committee believes that the proposed Board will have the competence to establish an Audit Committee by the competency requirements of the Public Companies Act §6-42.

2. Determination of remuneration of the Board of Directors

The current Board of Directors' remuneration for the period between the 2024 AGM and 2025 AGM was decided by the 2024 AGM. The BoD's recommendation, which the 2024 AGM adopted, entailed the following remuneration levels:

	Board member fee	Audit Committee Fee	People and Organization Committee fee
All members	NOK 225,000	NOK 90,000	NOK 50,000
Chair	NOK 275,000		

Due to the exceptionally high workload for the current Board of Directors, with more than triple the number of formal board meetings scheduled between the 2024 AGM and 2025 AGM, the Nomination Committee proposes an additional one-time compensation of NOK 60,000 for each Director.

The Nomination Committee has reviewed remuneration levels for Directors with relevant peer companies, including other companies listed in Norway. The proposed remuneration increase reflects a closer alignment to peer levels. Furthermore, the suggested remuneration considers the level of responsibility, the expected amount of work and time consumed, the Company's need to attract quality Directors, and the candidates' expectations.

For the period from the 2025 AGM to the 2026 AGM the Nomination Committee proposes the following remuneration levels and principles:

	Board member fee	Audit Committee Fee	People and Organization Committee fee
All members	NOK 300,000	NOK 90,000	NOK 50,000
Chair	NOK 500,000	NOK 120,000	

The Nomination Committee wishes to differentiate the compensation for the Chair of the Audit Committee from that of the other Audit committee members. This is to signal that this role entails significantly more work and responsibility.

In addition, the Nomination Committee proposes a travel time allowance of NOK 5,000 for Directors domiciled outside Norway who participate physically in board meetings held in Norway.

The Company will reimburse any expenses incurred by the Directors regarding their participation as members of the Board or any sub-committees. All fees will be paid in arrears annually, and expenses will be reimbursed continuously.

3. Election of members for the Nomination Committee

The current members of the Nomination Committee, Mr. Raaschou (Chair) and Mr. Fougner are due for re-election in 2026.

The Nomination Committee has evaluated its current composition. In the process, it has considered the need for a committee that understands the general requirements of the Company's Board, taking into account strategic, financial, managerial, and industry issues.

The Nomination Committee recommends no changes to the Committee for the 2025 AGM.

4. Determination of the Nomination Committee members' remuneration

The current Nomination Committee members' remuneration for the period between the 2024 AGM and 2025 AGM was decided by the 2024 AGM. The Nomination Committee's recommendation, which the 2024 AGM adopted, entailed the following remuneration levels:

	Member Fee	Remuneration for each meeting
All Members	NOK 40,000	NOK 4,000
Chair	NOK 50,000	NOK 4,000

The remuneration for the Nomination Committee members from the 2025 AGM to the 2026 AGM is proposed to be increased in line with general wage inflation:

	Member Fee	Remuneration for each meeting
All Members	NOK 42,000	NOK 4,200
Chair	NOK 52,500	NOK 4,200

The Company will reimburse any expenses incurred by the Nomination Committee members regarding their participation in the Nomination Committee. All fees will be paid in arrears annually, and costs will be reimbursed continuously.

* * *

The Nomination Committee's recommendations are unanimous.

Oslo, 29 April 2025
Thomas Raaschou
Chair



Ref no:

PIN-code:

Notice of Annual General Meeting

Annual General Meeting in Xplora Technologies AS will be held on 23 May at 12:00 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 16 May 2025.

The deadline for electronic registration of proxies and instructions is 22 May 2025 at 16:00 (CEST).

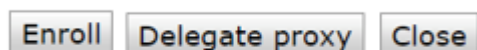
Electronic registration

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.xplora.com/investor 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/garm/auth/login> 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" - There is no need for registration for online participation.

"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.lumiagm.com/124462050>. 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-am – 3:30 pm).

If you log in after the meeting has started, you will be granted access, but without the right to vote.



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 (scan this form) or by post service to DNB Bank Registrars Department, P.O Box 1600 Sentrum, 0021 Oslo. Deadline for registration of proxies and instructions must be received no later than **22 May 2025 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 Xplora Technologies AS as follows (mark off):

- ☐ Proxy to the Chair of the Board of directors or the person he or she authorizes (mark "For", "Against" or "Abstain" on the individual items below if you want the Proxy to be with instructions)
- ☐ 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-am – 3:30 pm) 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 Annual General Meeting 23 May 2025	For	Against	Abstain
1. Election of the chair of the meeting and a person to co-sign the minutes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Approval of the notice and agenda	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Approval of annual accounts and annual report for 2024	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Determination of the remuneration to the board 2025-2026	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Determination of the remuneration to the audit committee 2025-2026	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Determination of the remuneration to the people and organization committee 2025-2026	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Determination of the remuneration to the nomination committee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Approval of the remuneration of the Company's auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Election of board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Board authorisation to issue new shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Board authorisation to acquire treasury shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Amendment of articles of association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The form must be dated and signed

Place

Date

Shareholder's signature

Xplora Technologies AS notice AGM 2025

Final Audit Report


2025-05-06

Created:	2025-05-06
By:	Kristine Hernæs (kristine.hernaes@xplora.com)
Status:	Signed
Transaction ID:	CBJCHBCAABAAWJr6yzZ00AAGYuGzCRVijnwE4XPpG0I7


"Xplora Technologies AS notice AGM 2025" History

 Document created by Kristine Hernæs (kristine.hernaes@xplora.com)


2025-05-06 - 1:57:36 PM GMT

 Document emailed to tore@vv12.no for signature


2025-05-06 - 1:57:42 PM GMT

 Email viewed by tore@vv12.no

2025-05-06 - 4:04:43 PM GMT

 Signer tore@vv12.no entered name at signing as Tore Engebretsen

2025-05-06 - 4:05:19 PM GMT

 Document e-signed by Tore Engebretsen (tore@vv12.no)

Signature Date: 2025-05-06 - 4:05:21 PM GMT - Time Source: server

 Agreement completed.

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