

To the shareholders of Softox Solution AS

NOTICE OF ANNUAL GENERAL MEETING

The Board of Directors of Softox Solutions AS (the "Company") hereby convenes its Annual General Meeting.

Location: The general meeting will be held electronically
Date: June 27th 2025
Time: 10:00 am CEST

The Chairman of the Board, Ulrik Spork, will open the Annual General Meeting. The person opening the meeting will register the attendance of shareholders present and proxies.

The Board of Directors of the Company proposes the following agenda for the general meeting:

- 1. Election of chairman of the Annual General Meeting and co-signatory to the minutes**
- 2. Approval of notice and agenda**
- 3. Approval of the annual accounts and annual report for the financial year 2024**
- 4. Approval of the remuneration to the auditor**
- 5. Election of Board of Directors**
- 6. Determination of remuneration to the board members**
- 7. Election of Nomination Committee**
- 8. Board authorization to increase the share capital**
- 9. Resolution to issue stand-alone subscription rights to board member and key employees**
- 10. Board authorization to buy own shares**

Proposals for resolutions under items 1 to 10 are set out in Schedule 1.

Attendance at the general meeting, either in person or by proxy, must be registered by the 25th of June 2025 at 16:00 CEST. To register, complete and submit the attached registration or proxy form to 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 Limited Liability Companies Act. The Company has, as of the date of this Notice, issued 2.240.416.994 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.

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, following 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 the **25th of June 2025 at 16:00 CEST**. See the enclosed proxy form for further information on proxies. Proxies received before the general meeting may be considered withdrawn if the shareholder attends the general meeting in person.

The meeting will be held electronically, and each shareholder is invited and encouraged to participate. Shareholders who wish to participate must notify the Company of this by e-mail to ir@soft-ox.com no later than the 25th of June 2025 at 16:00 CEST. Practical information for such participation will be provided to those concerned before the general meeting.

Furthermore, shareholders have the right to propose resolutions on matters to be addressed at the general meeting. However, please note that the deadline for shareholders to add new items to the agenda has passed, according to 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 that may affect the assessment of items that have been presented to the shareholders for their 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, is also posted on the Company's website.

Attachments:

Schedule 1: The board of directors' proposal for resolutions

Schedule 2: Notice of Attendance

Schedule 3: Proxy Forms

Fornebu, 12th of June 2025

Kind regards on behalf of the Board of Directors of Softox Solutions AS

sign

Ulrik Spork

Chairperson of the Board of Directors

Schedule 1 - The board of directors' proposal for resolutions:**Item 1 - Election of Chairman of the Annual General Meeting and Co-signatory to the Minutes**

The Board of Directors proposes that the general meeting adopt the following resolution:

"The general meeting elects Chairman of the Board, Ulrik Spork, to chair the meeting. The Company's CFO, Ingrid Juven, is elected to co-sign the minutes together with the chair of the meeting."

Item 2 - Approval of Notice and Agenda

The Board of Directors proposes that the general meeting adopt the following resolution:

"The notice and the agenda are approved."

Item 3 - Approval of the Annual Accounts and Annual Report for the Financial Year 2024

The Company's annual report for the financial year 2024, is available on the Company's website www.soft-ox.com. The Board of Directors proposes that the general meeting make the following resolution:

"The general meeting approves the annual accounts and annual report for the financial year 2024."

Item 4 – Approval of the Remuneration to the Auditor

Accrued fees to the auditor for 2024 amount to NOK 385 730 for the SoftOx Solutions AS, whereof NOK 179 230 was related to the statutory audit.

The Board of Directors proposes that the general meeting makes the following resolution:

"Remuneration to the auditor of NOK 179 230 for statutory audit is approved."

Item 5 – Election of Board of Directors

The General meeting makes the following resolution:

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

- Ulrik Spork (Chair)*
- Christian Vinding Thomsen (Vice Chair)*
- Adrian Bignami (Board Member)*

with an election term until the annual general meeting in 2026."

"The following person will be elected as board member:

- Tore Duvold (Board Member)*
- With an election until the annual general meeting in 2026."*

Item 6 - Determination of Remuneration to the Board Members

The board of directors proposes that the general meeting adopts the following resolution:

"Remuneration for the board members for the period from the General Assembly 2025 to the General Assembly 2026 equals a yearly remuneration of NOK 125.000 (Board Members), NOK 320.000 (Vice Chair) and NOK 500.000 (Chair).

The remuneration payable to board members that resign in the period shall be adjusted to reflect the months in office."

Item 7 – Election of Nominee Committee

The General meeting makes the following resolution:

"The following persons are re-elected as member of the Nomination Committee:

- Kristian Almås
- Bjørn Larsen

with an election term until the annual general meeting in 2026."

Item 8 – Board Authorization to Increase the Share Capital

To ensure the board's necessary flexibility in securing future equity for the Company, the Board of Directors proposes that the Company's general meeting adopt the following resolution:

Styrefullmakt til kapitalforhøyelse

Styret foreslår at generalforsamlingen gir styret en ny fullmakt til kapitalforhøyelse som beskrevet under.

Styret arbeider aktivt med å sikre ny finansiering for selskapet og ønsker å ha nødvendig handlingsrom for å kunne gjennomføre rettede emisjoner mot potensielle investorer.

En styrefullmakt vil gi selskapet et verktøy for effektiv gjennomføring av investeringer dersom en finansieringsavtale kommer på plass.

For å gi selskapet tilstrekkelig fleksibilitet, foreslås det at styret får fullmakt til å fravike eksisterende aksjonærs fortrinnsrett til å tegne aksjer, jf. aksjeloven § 10-4. Begrunnelsen for forslaget er at det er ønskelig at styret har frihet til å effektivt foreta rettede emisjoner mot andre selskaper eller personer for å sikre finansiering til selskapet.

Styret foreslår at generalforsamlingen treffer følgende beslutning:

- I. Styret er, i henhold til aksjeloven § 10-14 (1), gitt fullmakt til å øke selskapets aksjekapital i en eller flere omganger med inntil NOK 21.956.086,54.
- II. Denne fullmakten trer i kraft fra registreringsdatoen i Foretaksregisteret og forblir gyldig frem til den ordinære generalforsamlingen som skal holdes i 2027, men senest 30. juni 2027.
- III. Aksjonærenes fortrinnsrett i henhold til aksjeloven § 10-4 kan fravikes.
- IV. Fullmakten dekker kapitalforhøyelser mot innskudd i kontanter og innskudd som ikke er i kontanter (inkludert ved konvertering av gjeld, jf. aksjeloven § 10-2).

Board Authorization to Increase the Share Capital

The Board of Directors proposes that the general meeting grants the Board a new authorization for a capital increase as described below.

The Board is actively working to secure new financing for the company and seeks the necessary flexibility to conduct private placements with potential investors.

A board authorization will provide the company with a tool for the efficient execution of investments if a financing agreement is established.

To provide the company with sufficient flexibility, it is proposed that the Board be authorized to deviate from existing shareholders' preferential rights to subscribe for shares, in accordance with Section 10-4 of the Companies Act. The rationale for this proposal is the desire for the Board to have the freedom to efficiently carry out private placements with other companies or individuals to secure financing for the company.

The Board proposes that the general meeting adopts the following resolution:

- I. The board of directors is authorized, pursuant to the Private Limited Companies Act section 10-14 (1), to increase the Company's share capital in one or more rounds by up to NOK 21.956.086,54.
- II. This authorization is effective from the date of registration in the Norwegian Register of Business Enterprises and remains valid until the annual general meeting to be held in 2027, but no later than the 30th of June 2027.
- III. The pre-emptive rights of the shareholders under section 10-4 of the Private Limited Companies Act may be set aside.
- IV. The authority covers capital increases against contributions in cash and contributions other than in cash (including by way of conversion of debt, cf. section 10-2 of the Private Limited Companies Act).

V. Denne fullmakten dekker ikke økning av aksjekapital gjennom fusjoner i henhold til aksjeloven § 13-5.

V. This authority does not cover an increase of share capital through mergers in accordance with section 13-5 of the Private Limited Companies Act.

VI. Denne fullmakten erstatter alle tidligere fullmakter gitt til styret for utstedelse av aksjer, som vedtatt av tidligere generalforsamlinger.

VI. This authorization supersedes all previous authorizations granted to the board to issue shares, as resolved by earlier general meetings.”

The necessity for financing flexibility further substantiates the proposed deviation from the shareholders' preferential right to subscribe for shares.

The Board of Directors is not aware of any circumstances of substantial importance relating to the issuance of this authorization beyond the information stated above and information previously communicated to the market.

Item 9 – Resolution to issue stand-alone subscription rights to employees and board members

With reference to the EGM 12 September 2024 where the Board is given authority to give warrants or options to employees for the acquisition of shares, limited at all times to 10% of the company's registered share capital the Board of Directors propose to the General Meeting to approve the issue of standalone subscription rights to the following:

Name	Title	Total allocation		Upfront Grant (%) of total	Upfront Grant # (Strike 0,052 (*))	Vesting options (Strike 0,079)	Vesting (years)	Annual vesting #	Accel. Vesting
		% of total issued equity	Number of warrants						
Medical Consulting Aps (Thomas Bjarnsholt)	CEO	1,00 %	22 404 170	25 %	5 601 042	16 803 127	3	5 601 042	yes
Bonica AS (Ingrid Juven)	CFO	1,00 %	22 404 170	25 %	5 601 042	16 803 127	3	5 601 042	yes
Ulrik Spork	CBO	3,00 %	67 212 510	33 %	22 180 128	45 032 382	3	15 010 794	yes
Christian V Thomsen	VCBO	1,50 %	33 606 255	25 %	8 401 564	25 204 691	3	8 401 564	yes
Andrian Bignami	Board member	0,50 %	11 202 085	25 %	2 800 521	8 401 564	3	2 800 521	yes
[TBD]	Board member	0,50 %	11 202 085	0 %	-	11 202 085	3	3 734 028	yes
ESOP (allocated by BoD)	Key employees	1,25 %	28 005 212	0 %	-	28 005 212	3	9 335 071	yes
		8,75 %	196 036 487		44 584 298	151 452 189		50 484 063	
* Average 10 days VWAP 12.09.24 and 12.06.25									
** 10 days VWAP 12.06.2025									

The subscription rights are granted in connection with the option program, and consequently, existing shareholders' preferential rights to subscribe to the subscription rights are waived, in accordance with Section 11-13 of the Companies Act.

The General meeting makes the following resolution:

Fullmakt til å utstede tegningsretter til ansatte og styremedlemmer

- I. Selskapet utsteder 196 036 487 tegningsretter i henhold til aksjeloven § 11-12. Hver tegningsrett gir rett til å tegne én aksje i selskapet.
- II. Tegningsrettene kan kun tegnes av de ansatte og styremedlemmene som er nevnt ovenfor, eller, hvis relevant, deres heleide private selskap (heretter kalt "**Tegneren**"). Aksjonærenes fortrinnsrett settes følgelig til side i henhold til aksjeloven § 11-13.
- III. Tegneren skal erverve tegningsrettene gjennom en separat avtale hvor de spesifikke vilkårene vil bli fastsatt, senest på datoen for generalforsamlingen.
- IV. Tegningsrettene utstedes uten vederlag til selskapet.
- V. Tegningsrettene kan kun benyttes fra registreringsdatoen og innen 5 år etter datoen for generalforsamlingen (heretter kalt "**Utøvelsesperioden**"). Etter utøvelsesperioden skal ubenyttede tegningsretter automatisk bortfalle uten kompensasjon.
- VI. Det er ikke et krav at alle tegningsretter benyttes samtidig.
- VII. Vederlaget som skal betales for hver aksje skal være NOK 0,052 per aksje for "upfront grant" og NOK 0,079 for "vesting options".
- VIII. De nye aksjene skal ha rett til utbytte fra den dato kapitaløkningen er registrert i Foretaksregisteret.
- IX. Selskapets beslutninger om å øke eller redusere aksjekapitalen, eller en ny beslutning om å utstede tegningsretter, skal ikke påvirke tegningsrettene.
- X. Tegningsrettene gir ikke Tegneren noen fortrinnsrett til tegningsretter eller andre egenkapital- eller gjeldsinstrumenter utstedt av selskapet.
- XI. Ved aksjesplitt eller konsolidering skal antall tegningsretter justeres tilsvarende.
- XII. Hvis selskapet blir oppløst, fusjonert, fisjonert eller transformert, skal eventuelle ubenyttede tegningsretter opphøre og kan ikke benyttes.

Resolution to issue stand-alone subscription rights to employees and board members

- I. The Company issues 196 036 487 warrants pursuant to section 11-12 of the Companies Act. Each warrant is exercisable for the subscription of one share in the Company.
- II. The warrants may only be subscribed to by the employees and directors set out above or, if relevant, their wholly owned private company (the "**Subscriber**"). Accordingly, the shareholders' preferential rights pursuant to section 11-13 of the Act are set aside.
- III. The Subscriber shall acquire the warrants through a separate agreement where the specific terms will be determined, no later than the date of this resolution.
- IV. The warrants are issued without consideration to the Company.
- V. The warrants may only be exercised from the date of registration and within 5 years following the date the general meeting (the "**Exercise Period**"). After the Exercise Period, unexercised warrants shall automatically lapse without compensation.
- VI. It is not a requirement that all warrants be exercised simultaneously.
- VII. The consideration payable for each share shall be NOK 0,052 per share for "upfront grant" and NOK 0,079 for "vesting options".
- VIII. The new shares shall have rights to dividends from the date on which the capital increase has been registered with the Register of Business Enterprises.
- IX. The Company's decisions to increase or decrease the share capital, or a new decision to issue subscription rights, shall not affect the Subscription Rights.
- X. The Subscription Rights do not grant the Subscriber any preferential rights to shares, subscription rights, or other equity or debt instruments issued by the Company.
- XI. In case of a share split or consolidation, the number of warrants shall be adjusted accordingly.
- XII. If the Company is subject to dissolution, merger or demerger or transformed, any unexercised warrants shall cease and cannot be exercised.

The Board of Directors proposes that the General Meeting makes the following resolution:

"According to the General Assembly's unanimous resolution of the 12th of September 2024 in SoftOx Solution AS, the General Assembly acknowledge the warrant holders right to subscribe shares according to the above listed warrants rights for key management and board members, with a total of 196 036 487 warrants."

Item 10 – Board authorization to buy own shares

The board is actively working to secure new financing for the company and wishes to have sufficient room to maneuver to be able to carry out private placements to potential investors. It is desirable that the company has the flexibility to acquire its own shares in connection with a possible financing agreement. In this regard, the board proposes that the general meeting authorize the board to acquire the company's own shares.

Fullmakt til erverv av egne aksjer

Generalforsamlingen traff følgende beslutning:

- I. Styret gis fullmakt til erverv av egne aksjer, i medhold av bestemmelsene i aksjeloven kapittel 9.
- II. Fullmakten gir adgang til å erverve aksjer i en fullmaktsperiode på to år fra generalforsamlingens beslutning.
- III. Fullmakten gir rett til å erverve egne aksjer med samlet pålydende inntil NOK 4 480 834. Det høyeste beløp som kan betales pr. aksje er NOK 1. Det laveste beløp som kan betales pr. aksje er NOK 0,02.
- IV. Fullmakten begrenses til erverv og avhendelse i medhold av finansieringsavtaler med investorer.

Authorization to acquire own shares

The general meeting passed the following resolution:

- I. The general meeting authorizes the board to acquire own shares, pursuant to the provisions in chapter 9 in the Companies Act.
- II. The authorization grant permission to acquire shares during an authorization period of two years from the general meeting's decision.
- III. The authorization gives the right to acquire own shares with a total nominal value of up to NOK 4 480 834. The highest amount that can be paid per share is NOK 1. The lowest amount that can be paid per share is NOK 0,02.
- IV. The authorization is limited to acquisition and disposal pursuant to financing agreements with investors.

Fornebu, the 12th of June 2025.

ATTENDANCE SLIP ANNUAL GENERAL MEETING

Shareholders wishing to participate in the Annual General Meeting to be held on 27th of June 2025, 10:00 CEST, are kindly asked to complete and return this Attendance Slip to the Company’s e-mail address at ir@soft-ox.com by 25th of June 2025, 16:00 CEST.

The undersigned wishes to participate in the Annual General Meeting of Softox Solutions AS on 27th of June 2025 10:00am CEST.

I own: _____ shares

I am acting as proxy for: _____ shares (*proxy/proxies to be attached*)

Signature: _____

Name: _____ (upper case)

Location/date: _____

The Attendance Slip should be sent to: Softox Solutions AS, ir@soft-ox.com. The Company should be in receipt of the Attendance Slip by 25th of June 2025, 16:00 CEST.

Softox Solutions AS**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 Annual General Meeting of Softox Solutions AS on 27th of June 2025.

Signature: _____ *

Name: _____ (upper case)

Shareholder: _____

Location/date: _____

Authorization 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 authorization must be attached to show that the signatory is authorized 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 their 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 Annual General Meeting of Softox Solutions AS on 27th of June 2025 10:00 am.

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 a 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. Election of chairman of the Annual General Meeting and co-signatory to the minutes			
2. Approval of notice and agenda			
3. Approval of the annual accounts and annual report for the financial year 2024			
4. Approval of the remuneration to the auditor			
5. Election of Board of Directors			
6. Determination of remuneration to the board members			
7. Election of Nomination Committee			
8. Board authorization to increase the share capital			
9. Resolution to issue stand-alone subscription rights to employees and board members			
10. Board Authorization to buy own shares			

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 Annual 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 Annual 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 Annual 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 authorization must be attached to show that the signatory is authorized 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 their discretion.