

To the shareholders of SoftOx Solutions AS

NOTICE OF ANNUAL GENERAL MEETING

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

Location: Martin Linges vei 25, 1364 Fornebu
Date: June 28th, 2024
Time: 10:00 am CEST

The Annual General Meeting will be opened by the Chairman of the Board, Geir Almås. 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 2023**
- 4. Approval of the remuneration to the auditor**
- 5. Board authorization to increase the share capital**
- 6. Board authorization to increase the share capital**
- 7. Election of Board of Directors**
- 8. Determination of remuneration to the board members**
- 9. Resolution to delete and issue stand-alone subscription rights to employees and board members**

Proposals for resolutions under items 1 to 9 are set out in schedule 1.

Attendance at the general meeting, either in person or by proxy, must be registered by 26th of June 2024 at 16:00 CEST. 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 Limited Liability Companies Act. The Company has, as of the date of this Notice, issued 516,769,641 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 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 26th of June 2024 at 16:00. 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.

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 26th of June 2024 at 16:00. Practical information for such participation will be provided to those it concerns before the general meeting.

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.

Attachments:

Schedule 1: The boards of directors' proposal for resolutions

Schedule 2: Notice of Attendance

Schedule 3: Proxy Forms

Schedule 4: Annual accounts and Auditors report

Oslo, 14th of June 2024

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

SIGN

Geir Almås

Chairperson of the Board of Directors

Appendix 1 - The boards 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 adopts the following resolution:

"The general meeting elects Chairman of the Board Geir H Almås to chair the meeting. The Company's ICFO, 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 adopts the following resolution:

"The notice and the agenda are approved."

Item 3 - Approval of the annual accounts and annual report for the financial year 2023

The Company's annual accounts and the directors' annual report for the financial year 2023, including the Board of Directors' report on corporate governance pursuant to the Norwegian Accounting Act section 3-3b, are available on the Company's website www.soft-ox.com. The Board of Directors proposes that the general meeting makes the following resolution:

"The general meeting approves the annual accounts and annual report for the financial year 2023, including the Board of Directors' report on corporate governance pursuant to the Norwegian Accounting Act section 3-3b."

Item 4 – Approval of the remuneration to the auditor

Accrued fees to the auditor for 2023 amount to NOK 282.722, - for the SoftOx Group, whereof NOK 256.722, - was related to statutory audit.

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

"Remuneration to the auditor of NOK 256.722, - for statutory audit is approved."

Item 5 – Board authorization to increase the share capital

Based on the above, and to secure the board maximum flexibility in terms of securing future equity to the Company, the Board of Directors proposes that the Company's general meeting passes 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 5.167.696,-."

(ii) The authorization is effective from registration in the Norwegian Register of Business Enterprises and is valid until the annual general meeting to be held in 2025, however no later than 30 June 2025.

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

(vi) This authorization replaces the authorization to the board to issue shares resolved by the general meeting 30 May 2023”

The need for financing flexibility also reasons the proposed possibility to deviate from the shareholders preferential right to subscribe for shares.

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

Item 6 - Board authorization to increase the share capital

Reference is made to the Company's former announcements with respect to securing further funding for the Company and the continuous work to raise capital. It is the view of the Board of directors that further flexibility may ensure such funding, and for any possible repair issues and a second Board authorization subsequent to Item 5 being registered and fully utilized is deemed necessary in this respect.

The proposed secondary Board authorization is conditioned on and will be only be registered and utilized subsequent to the Board's authorization under item 5 being fully utilized. The capacity under the authorization below is based on such full utilization. Therefore, to secure the board further flexibility in terms of securing future equity to the Company, the Board of Directors proposes that the Company's general meeting passes 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 7.751.544,-.

(ii) The authorization is effective from registration in the Norwegian Register of Business Enterprises and is valid until the annual general meeting to be held in 2025, however no later than 30 June 2025.

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

(v) The authorization is conditioned that the authorization pursuant to item 5 above is utilized in full.”

The need for financing flexibility also reasons the proposed possibility to deviate from the shareholders preferential right to subscribe for shares.

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

Item 7 - Election of Board of Directors

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

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

- Olav Jarlsby, board member
- 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 2025”.

Item 8 – Determination of remuneration to the board members

The Board of Directors proposes that the general meeting, in accordance with the decision made at the general meeting the 9th of December 2022 recommend that the general meeting approve:

Remuneration to the board members of the board for the period from the annual general meeting 2022 until the annual general meeting in 2024 is at NOK 125.000 for the ordinary board members.

The new executive chairman shall receive an annual remuneration of NOK 250.000 for the job as chairman of the board. In addition the chairman shall receive a consultant fee according to invoice for rest of his work for the company pursuant to separate agreement with the board. The remuneration payable to board members that resign in the period shall be adjusted to reflect the months in office.

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

“Remuneration to the board members of NOK 125.000 per year and NOK 250.000 per year for the Chairman of Board is approved according to recommendation from the Board of Directors”.

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

According to the unanimous resolution of the 27th of March 2024 following a mistake made in the call for the same extraordinary general assembly, The Board of Directors propose to the General Meeting to approve issue to issue standalone subscription rights to the following:

KEY PERSONELL & BOARD			Warrants amount	Warrants	Duration	Strike
Hermod Farms	Geir Almås	Key Personell	1.944.000	9.720.000	5 years	0,4
Harstad Experience	Christian Harstad	Key Personell	1.194.750	5.973.750	5 years	0,4
Medical Consulting	Thomas Bjarnsholdt	Key Personell	895.000	4.475.000	5 years	0,4
Bonica	Ingrid Juven	Key Personell	1.080.000	5.400.000	5 years	0,4
Elin Jørgensen		Key Personell	171.875	859.375	5 years	0,4
Henrik Nielsen		Board	171.875	859.375	5 years	0,4
Olav Jarlsby		Board	171.875	859.375	5 years	0,4
Adrian Bignami		Board	171.875	859.375	5 years	0,4
Jørgen Berggrav		Board	200.000	1.000.000	5 years	0,4
Total			6.001.250	30.006.250		

(i) The Company issues 30.006.250 warrants pursuant to section 11-12 of the 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 by 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 of this 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 are exercised simultaneously.

(vii) The consideration payable for each share shall be NOK 2 per share.

(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 warrants are non-transferable and may not be pledged or otherwise used as security for a Subscriber's obligations or liabilities.

(x) 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. 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.

(xiii) This resolution replaces the resolution of 27 March 2024.

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

"According to the general assembly's unanimous resolution of the 27th of March 2024 following a mistake made in the call for the same extraordinary general assembly, The *General Meeting approves the above suggested warrants program for key management and board members, with a total of 30.006.250 warrants*"

"Oslo, the 14th of June 2024."

Appendix - Notice of Attendance

ATTENDANCE SLIP ANNUAL GENERAL MEETING

Shareholders wishing to participate in the Annual General Meeting to be held on 28th of June 2024 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 26th of June 2024 16:00 CEST.

The undersigned wishes to participate in the Annual General Meeting of SoftOx Solutions AS on 28th of June 2024 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 26th of June 2024 16:00 CEST.

Appendix 3 - Proxy Forms

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 28th of June 2024.

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 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

_____ in e t n a e

to act as proxy and represent and vote on behalf of my/our shares at the Annual General Meeting of SoftOx Solutions AS on 28th of June 2024 10:00am.

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. 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 2023			
4. Approval of the remuneration to the auditor			
5. Board authorization to increase the share capital			
6. Board authorization to increase the share capital			
7. Election of Board of Directors			
8. Determination of remuneration of the board members			
9. Resolution to issue stand-alone subscription rights to employees and 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 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 his discretion.