

PROSPECTUS



SoftOx Solutions AS

(a private limited liability company organized under the laws of Norway)

Right Issue of up to 1.237.508.259 Offer Shares towards Eligible Shareholders

Subscription price: NOK 0,02 per Offer Share

Subscription Period: from 6th of August 2024 at 09:00 to 23rd August 2024 at 16:30 CEST

This prospectus (the "**Prospectus**") has been prepared by SoftOx Solutions AS, with registration number 998 516 390, ("**SoftOx**" or the "**Company**") solely for use in connection with the offering of up to 1.237.508.259 new shares, each with a nominal value of NOK 0,02 (the "**Offer Shares**") to be issued at a subscription price of NOK 0,02 per Offer Share (the "**Subscription Price**") (the "Right Issue").

The shareholders of the Company as of 31st of July 2024 (as registered in the Norwegian Central Securities Depository (the "**VPS**") on 2nd of August 2024 pursuant to the VPS' standard two day settlement procedure (the "**Record Date**") are "**Eligible Shareholder**" and will be granted transferable subscription rights (the "**Subscription Rights**") that, subject to applicable law, give a right to subscribe for and be allocated Offer Shares in the Right Issue. The Subscription Rights will be registered on each Eligible Shareholder's VPS account on or about the 5th of August 2024.

Each Eligible Shareholder will be granted 2,177 Subscription Rights for every existing share registered as held by such Eligible Shareholder as of the Record Date, rounded down to the nearest whole Subscription Right. Each Subscription Right will, subject to applicable law, give the right to subscribe for, and be allocated, one Offer Share in the Right Issue. Oversubscription will be permitted. Subscription without Subscription Rights will be permitted.

The Subscription Period in the Right Issue will commence at 09:00 hours (CEST) on the 6th of August and expire at 16:30 hours (CEST) on the 23rd of August 2024 (the "**Subscription Period**").

Subscription Rights that are not used to subscribe for Offer Shares before the end of the Subscription Period will have no value and will lapse without compensation to the holder.

The Company's existing shares are, and the Offer Shares will be, listed on Euronext Growth Oslo under the ticker code "SOFTX".

This Prospectus has, in compliance with the Norwegian Securities Trading Act Section 7-8, been registered with the Norwegian Register of Business Enterprises for notoriety purposes but has not been reviewed or approved by any public authority or stock exchange.

Investing in the Company's shares, including the Offer Shares (the "Shares») involves material risks and uncertainties. See Section III j) "Risks related to the Company and the business in which it operates" and Section V "Risks related to the Shares and the Offer Shares".

Manager

Sparebank 1 Markets AS

The date of this Prospectus is 4th of August 2024