



**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: 21 May 2026 at 12:00 CEST.

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 2025**
- 4. Determination of the remuneration to the board of directors, the audit committee, the people and organisation committee and the nomination committee 2026-2027**
- 5. Approval of the remuneration of the Company’s auditor**
- 6. Election of board**
- 7. Board authorisation to issue new shares**
- 8. Board authorisation to acquire treasury shares**

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 be granted access, but without the right to vote. 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” 100-816-037-406 and click “Join”.

Alternatively, the following direct link can be used to participate: <https://dnb.lumiconnect.com/100-816-037-406>

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.

06.05.2026

Tore Engebretsen (May 6, 2026 15:14:27 GMT+2)

Tore Engebretsen
Chair of the board

Appendices:

1. Proposed resolutions
2. 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 2025

The Company’s proposal for annual accounts and annual report for the fiscal year 2025, 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 2025. The board proposes that the general meeting passes the following resolution:

“The annual accounts, and the board of directors’ report for the fiscal year 2025, are approved. No dividend is to be distributed for the fiscal year 2025.”

Item 4 – Determination of remuneration to the board of directors, the audit committee, the people and organisation committee and the nomination committee 2026-2027

Reference is made to the recommendations by the nomination committee, which will be made available on the Company’s website, www.xplora.com/investor.

Item 5 – 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 of NOK 1,525,282 for the fiscal year 2025 is approved.”

Item 6 – Election of board

Reference is made to the recommendations by the nomination committee, which will be made available on the Company’s website, <https://xplora.com/investor>.

Item 7 – Board authorisation to issue new shares

The board proposes that the general meeting, pursuant to Section 10-14 of the NCA, grants the board authorisation 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 38,284.*
- 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 2027, or to 30 June 2027 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 8 – Board authorisation to acquire treasury shares

The board 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 38,284.*
- 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 2027, or to 30 June 2027 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.”*



Ref no:

PIN-code:

Notice of General Meeting

General Meeting in Xplora Technologies AS will be held on 21 May at 12:00 CEST 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 13 May 2026.

The deadline for electronic registration of proxies and instructions is 19 May at 16:00 (CEST).

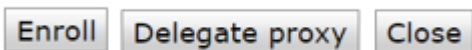
Electronic registration

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.lumiconnect.com/100-816-037-406>. 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 Carnegie Issuer Services by phone +47 23 26 80 20 (08:00 – 15:00 CEST).

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 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 Carnegie Issuer Services, P.O Box 1600 Sentrum, 0021 Oslo. Deadline for registration of advance votes, proxies and instructions must be received no later than **19 May 2026 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 secures 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 – 15:00 CEST) 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 21 May 2026	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 2025	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Determination of the remuneration to the board of directors, the audit committee, the people and organisation committee and the nomination committee 2026-2027	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Approval of the remuneration of the Company's auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Election of board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Board authorisation to issue new shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Board authorisation to acquire treasury shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The form must be dated and signed

Place Date Shareholder's signature







Xplora Technologies AS 06.05.26

Final Audit Report

2026-05-06

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