



Xplora Technologies AS
NOTICE OF
EXTRAORDINARY GENERAL MEETING

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

Time: 23 October 2026 at 09:00 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. **Election of board**
4. **Use of electronic communication with shareholders**

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 extraordinary general meeting. The meeting will be conducted in English.

Guide for online participation is available at the Company’s website www.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 may log in directly to the meeting by using the following link: <https://dnb.lumiconnect.com/100-007-604-619>

Alternatively, shareholders may access the Lumi AGM portal at <https://dnb.lumiconnect.com/> and enter Meeting ID **100-007-604-619** before clicking "Join".

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.

8 October 2026

Tore Engebretsen
Chair of the board

Appendices:

1. Proposed resolutions
2. Recommendation from the nomination committee
3. 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 general meeting elects Johan Svedberg to chair the meeting and Kristin Hellebust to co-sign the minutes.”

Item 2 – Approval of the notice and agenda

Proposed resolution:

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

Item 3 – Election of board

Proposed resolution:

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

- Tom Vidar Rygh, chairperson
- Jannicke Haugen, board member
- Thomas Embla Bonnerud, board member
- Ingrid Elvira Leisner, board member
- Suzaan Sauerman, board member
- Trygve Bruland, board member”

Following this, Tore Engebretsen will resign from his role as chairperson of the Company. On behalf of the Company, the remaining directors would like to extend their gratitude for Tore’s long and dedicated service to the Company and for a good cooperation in this period.

Item 4 – Use of electronic communication with shareholders

With effect from 1 July 2026, section 5-9, sixth paragraph, of the Norwegian Securities Trading Act provides that an issuer of shares may, subject to a resolution by the general meeting, use electronic communication when notices, notifications, information, documents, communications and similar materials are to be provided to a shareholder, unless the shareholder has opted out of electronic communication. The Board proposes that the General Meeting resolves that the Company can use such electronic communication.

The purpose of the proposal is to facilitate more efficient, sustainable and cost-effective communication between the Company and its shareholders.

Each shareholder has the right to opt out of electronic communication. An opt-out may be registered logged into investor services, or ask the company or the account operator to register this.

Proposed resolution:

“The Company may, in accordance with section 5-9, sixth paragraph, of the Norwegian Securities Trading Act, use electronic communication when notices, notifications, information, documents, communications and similar materials are to be provided to a shareholder, unless the shareholder has opted out of electronic communication.”

NOMINATION COMMITTEE RECOMMENDATIONS

Recommendations from Xplora Technologies AS's ("Xplora" or "Company") Nomination Committee for the Extraordinary General Meeting ("2026 EGM") to be held on 23 October 2026.

Election of Chair of the Board of Directors

Background for the Extraordinary General Meeting

The Nomination Committee has been informed that Mr. Tore Engebretsen, the current Chair of the Board, will step down from the position at the Extraordinary General Meeting on 23 October 2026. Mr. Engebretsen has served on Xplora's Board, including as Chair, for eight years. The change of Chair is part of a planned succession process, reflecting the Nomination Committee's ongoing work to ensure appropriate renewal and continuity in Board leadership.

In accordance with §6 of the Company's Articles of Association and the Instructions for the Nomination Committee, the Committee has evaluated the Company's current and future requirements for the Chair of the Board. The Committee has consulted with major shareholders, members of the Board, and the Company's executive management in connection with its assessment. The Committee's mandate and responsibilities are described in its report to the 2026 Annual General Meeting.

The Nomination Committee believes that Xplora is entering an important phase in its development. Following the integration of Doro, the recent acquisition of Emporia, and the Company's continued transformation into an integrated provider of connected consumer technology, subscription services, and software-enabled family safety solutions, the Company requires a Chair with substantial international leadership experience, strategic insight, and proven governance capabilities. These priorities align with the competency framework the Nomination Committee identified in its recommendation to the 2026 Annual General Meeting.

Following its evaluation, the Nomination Committee recommends electing Mr. Tom Vidar Rygh as Chair of the Board until the Annual General Meeting in 2028.

Tom Vidar Rygh (born 1958) is an experienced Norwegian business executive, investor, and board professional with extensive experience from industry, financial markets, private equity, and listed companies. He holds a master's degree in business administration (siviløkonom) from the Norwegian School of Economics (NHH). Mr. Rygh has held several senior executive positions, including Executive Vice President of Orkla ASA, where he headed Financial Investments and served on the Executive Board; CEO of SEB Enskilda; and Partner/CEO of NC Advisory AS, adviser to the Nordic Capital Funds. Through these roles, he has gained extensive experience in corporate strategy, capital markets, M&A, active ownership, and developing companies across different industries.

Mr. Rygh has broad board experience from major Norwegian and international companies. He has served as chair or director of, among others, Telenor ASA, Oslo Børs, Carlsberg Breweries A/S, Storebrand ASA and NetCom ASA. He served as Chair of Europris ASA for more than a decade, taking an active part in the company's development as a listed company, before stepping down in 2026. Mr. Rygh indirectly owns 100,000 shares in Xplora through a wholly owned investment company.

The Nomination Committee considers Mr. Rygh's background particularly relevant to Xplora as the Company enters its next phase of development. His experience provides valuable exposure to the telecommunications and technology sectors. At the same time, his background in private equity, capital markets and listed companies brings extensive experience in strategy, capital allocation, M&A and active ownership. His long-standing experience as Chair of listed companies also provides a strong foundation for leading the Board, supporting and challenging management, and maintaining an effective dialogue with shareholders and the capital markets. The Nomination Committee believes that this

combination of experience will be valuable in supporting Xplora's continued international growth and strategic development.

The Nomination Committee has also considered Mr. Rygh's independence and concludes that he meets the applicable independence requirements to serve as Chair of the Board. Accordingly, the Nomination Committee recommends that the Extraordinary General Meeting elect Tom Vidar Rygh as Chair of the Board of Directors of Xplora Technologies AS, with effect from the conclusion of the Extraordinary General Meeting on 23 October 2026 and until the Annual General Meeting in 2028.

Assuming the election of Mr. Rygh at the 2026 EGM, the Board of Directors will then comprise the following individuals for the period up to the AGM in 2027:

<i>Tom Vidar Rygh</i>	<i>Chair (new)</i>	<i>(0*)</i>
<i>Jannicke Haugen</i>	<i>Director</i>	<i>(2*)</i>
<i>Thomas Embla Bonnerud</i>	<i>Director (new)</i>	<i>(1*)</i>
<i>Ingrid Elvira Leisner</i>	<i>Director</i>	<i>(6*)</i>
<i>Suzaan Sauerman</i>	<i>Director</i>	<i>(2*)</i>
<i>Trygve Bruland</i>	<i>Director</i>	<i>(2*)</i>

(The number of years, including this year, 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).

* * *

The Nomination Committee's recommendations are unanimous.

Oslo, 25 September 2026
Thomas Raaschou
Chair



Ref no:

PIN-code:

Notice of Extraordinary General Meeting

Extraordinary General Meeting in Xplora Technologies AS will be held on 23 October 2026, 09:00 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 16 October 2026.

The deadline for electronic registration of proxies of and instructions is 21 October at 16:00 (CEST).

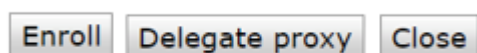
Electronic registration

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/100-007-604-619>. 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 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 **21 October 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 Extraordinary General Meeting 23 October 2026	For	Against	Abstain
1. Election of the chair of the meeting and a person to co-sign the minutes	☐	☐	☐
2. Approval of the notice and agenda	☐	☐	☐
3. Election of board	☐	☐	☐
4. Use of electronic communication with shareholders	☐	☐	☐

The form must be dated and signed

Place

Date

Shareholder's signature