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(Unofficial translation. The official language of these minutes is Norwegian. In the event of any discrepancies between the Norwegian and English text, the Norwegian text shall precede.)

INNKALLING TIL EKSTRAORDINÆR GENERALFORSAMLING I AGILYX ASA

NOTICE OF EXTRAORDINARY GENERAL MEETING IN AGILYX ASA

Styret innkaller herved til ekstraordinær generalforsamling i Agilyx ASA («**Selskapet**»), org.nr. 923 974 709, klokken 10:00 den 21. oktober 2022 i lokalene til Advokatfirmaet Schjødt AS, Ruseløkkveien 14-16, 0251 Oslo. Registrering av fremmøtte finner sted fra kl. 09:45.

The board of directors hereby calls an extraordinary general meeting in Agilyx ASA (the "**Company**"), org. no. 923 974 709, at 10:00 (CET) on 21 October 2022 in the offices of Advokatfirmaet Schjødt AS, Ruseløkkveien 14-16, 0251 Oslo. Registration of attendance will take place from 09:45 (CET).

Viktig melding: Deltakelse på generalforsamlingen kan skje via Teams på følgende link: Click here to join the meeting Stemmegiving over Teams er imidlertid ikke mulig. Aksjonærer som ønsker å delta via Teams må derfor enten forhåndsstemme elektronisk via VPS eller sende inn fullmaktsskjema som beskrevet nedenfor.

Important notice: Participation at the general meeting can take place via Teams by using the following link: Click here to join the meeting Cast of votes over Teams is, however, not possible. Shareholders who want to participate via Teams must thus either cast votes in advance electronically through the VPS or submit a proxy as described below.

Generalforsamlingen åpnes av styrets leder eller den styret har utpekt. Møteåpner vil opprette fortegnelse over møtende aksjeeiere og fullmakter. Følgende saker foreligger til behandling:

1. **Valg av møteleder og en person til å medundertegne protokollen**
2. **Godkjennelse av innkalling og dagsorden**
3. **Valg av styremedlemmer**
4. **Endring av vedtekter**
5. **Fastsettelse av vederlag til medlemmer av styret**

The general meeting will be opened by the chairman of the board or a person appointed by the board. The opener of the meeting will make a record of attendance of shareholders present and proxies. The following items are on the agenda:

1. **Election of a chairman of the meeting and a person to co-sign the minutes**
2. **Approval of agenda and notice**
3. **Election of members to the board**
4. **Amendments to the articles of association**
5. **Determination of remuneration to the members of the board**

* * *

Det er per datoen for denne innkallingen 84.529.955 aksjer i Selskapet, og hver aksje representerer én stemme. Selskapet eier per dato for innkallingen ingen egne aksjer.

As at the date of this notice, there are 84,529,955 shares in the Company, and each share represents one vote. As at the date of this notice, the Company does not have any own shares.

Styret oppfordrer om at deltakelse på generalforsamling, enten personlig eller ved fullmakt, registreres innen kl. 10:00 (CET) den 20. oktober 2022. Aksjeeiere kan registrere påmelding elektronisk via Selskapets nettside **www.agilyx.com**, eller via Euronext VPS

The board encourages that attendance at the general meeting, either in person or by proxy, is registered within 20 October 2022 at 10:00 (CET). Shareholders can register their attendance through the Company's website **www.agilyx.com**, or Euronext VPS Investor Services. Attendance can

Investortjenester. Påmelding kan også registreres ved å fylle ut og sende inn påmeldings- eller fullmaktsskjema vedlagt som Vedlegg 1 i henhold til instruksene angitt i skjemaet.

also be registered by completing and submitting the registration or proxy form attached as Appendix 1 in accordance with the instructions set out in the form.

Aksjeeiere som ikke har anledning til å møte selv på generalforsamlingen kan gi fullmakt til Peter Norris (eller den han utpeker) eller annen person til å stemme for sine aksjer. Fullmakt registreres elektronisk via Selskapets nettside **www.agilyx.com**, eller via Euronext VPS Investortjenester. Fullmakt kan også gis ved å fylle ut og returnere vedlagte fullmaktsskjema i henhold til instruksene angitt i skjemaet. Fullmakten må være skriftlig, datert, underskrevet og fremlagt senest på generalforsamlingen. Styret oppfordrer aksjeeierne til å sende inn fullmakter slik at de mottas innen 20. oktober 2022, kl. 10:00.

Shareholders who are unable to attend the general meeting may authorize Peter Norris (or whomever he designated) or another person to vote for its shares. Proxies may be submitted electronically through the Company's website **www.agilyx.com** or Euronext VPS Investor Services. Proxies may also be submitted by completing and submitting the enclosed proxy form in accordance with the instructions set out in the form. The proxy must be in writing, dated, signed and presented no later than at the general meeting. The board encourages shareholders to submit proxies in time for it to be received within 20 October 2022 at 10:00 (CET).

En aksjeeier har rett til å avgi stemme for det antall aksjer som vedkommende eier, og som er registrert på en konto i verdipapirsentralen (VPS) som tilhører aksjonæren på tidspunktet for generalforsamlingen. Hvis en aksjonær har ervervet aksjer og ikke fått ervervet registrert i VPS på tidspunktet for generalforsamlingen, kan retten til å stemme for de aksjene som er ervervet, bare utøves av erververen hvis ervervet er meldt til VPS og blir godtgjort på generalforsamlingen. Ved et eierskifte kan for øvrig erververen og avhenderen avtale at avhenderen kan utøve rettigheter som aksjeeier frem til disse går over til erververen.

Each shareholder has the right to vote for the number of shares owned by the shareholder and registered in the shareholder's register with the Norwegian Central Securities Depository (VPS) at the time of the general meeting. If a share acquisition has not been registered with the Norwegian Central Securities Depository (VPS) at the time of the general meeting, voting rights for the acquisition is reported to the Norwegian Central Securities Depository (VPS) and proven at the general meeting. In a share transfer, the parties may agree that the seller can exercise the shareholder rights until the rights have been assumed by the acquirer.

Etter selskapets syn, med dagens vedtekter, har verken den reelle eieren eller forvalteren rett til å stemme for aksjer som er registrert på en VPS-konto som tilhører forvalteren, jf. allmennaksjeloven § 4-10. Den reelle eieren av aksjer kan imidlertid stemme for aksjene hvis han godtgjør at han har tatt nødvendige skritt for å avslutte forvalterregistreringen av aksjene, og at aksjene vil overføres til en ordinær VPS-konto, som står i navnet til eieren. Hvis eieren kan godtgjøre at han har tatt slike skritt, og at han har en reell aksjeeierinteresse i selskapet, kan han etter selskapets oppfatning stemme for aksjene, selv om de ennå ikke er registrert på en separat VPS-konto.

In the Company's view, with the current Articles of Association, neither the beneficial owner nor the agent has the right to vote for shares registered on nominee accounts with the Norwegian Central Securities Depository (VPS), cf. the Companies Act section 4-10. The beneficial owner may, however, vote for the shares in the event all necessary steps are taken to terminate the custodian registration of the shares, and the shares are transferred to an ordinary account registered with the Norwegian Central Securities Depository (VPS), in the owner's name. Provided that the owner can document such conduct, and he has an actual ownership interest in the company, he may, in the Company's opinion, vote for the shares, even though they are not yet registered on a separate VPS-account.

Beslutninger om stemmerett for aksjeeiere og fullmektiger treffes av møteåpner, hvis beslutning kan omgjøres av generalforsamlingen med alminnelig flertall.

Decisions on voting rights for shareholders and representatives are made by the person opening the meeting, whose decision may be reversed by the general meeting by majority vote.

Informasjon om generalforsamlingen og dokumenter som skal behandles av generalforsamlingen eller inntas i innkallingen er gjort tilgjengelig på Selskapets hjemmeside (**www.agilyx.com**), herunder vedlegg til innkallingen og Selskapets vedtekter. Dokumenter som gjelder saker som skal behandles av generalforsamlingen, vil på forespørsel sendes vederlagsfritt til aksjeeierne.

Information about the general meeting and documents to be considered by the general meeting or incorporated in the notice is posted on the Company's website (**www.agilyx.com**), including the appendices to this notice and the Company's articles of association. Documents relating to matters to be considered by the general meeting will be sent free of charge to shareholders upon request.

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Oslo, 21 October 2022

Agilyx ASA
Styret / Board of Directors

Styrets forslag til beslutninger

Til sak 1: Valg av møteleder og en person til å medundertegne protokollen

Styret foreslår at Geir Evenshaug velges som møteleder og at Isabel Charlotte Hacker, juridisk direktør, velges til å medundertegne protokollen.

Til sak 2: Godkjennelse av innkalling og agenda

Styret foreslår at generalforsamlingen godkjenner innkalling og dagsorden.

Til sak 3: Valg av styremedlemmer

Valgkomiteen har foreslått til styret at Jan Secher erstatter Peter Norris som styreleder samt at Martha Crawford og Peter Norris velges som nye styremedlemmer. I henhold til anbefaling om god selskapsstyring vil det stemmes over hver kandidat separat. På denne bakgrunn foreslår Styret at generalforsamlingen fatter følgende vedtak:

"Følgende personer velges som nye medlemmer av styret, alle for en toårsperiode som utløper på ordinær generalforsamling i 2024:

- *Styrets leder: Jan Secher*
- *Styremedlem: Martha Crawford*
- *Styremedlem: Peter Norris*

The board of directors' proposals for resolutions

To item 1: Election of a chairman of the meeting and a person to co-sign the minutes

The board of directors proposes that Geir Evenshaug is elected as chairman of the meeting and Isabel Charlotte Hacker, General Counsel, is elected to co-sign the minutes.

To item 2: Approval of notice and agenda

The board of directors proposes that the notice and the agenda are approved.

To item 3: Election of members to the board

The nomination committee has proposed to the board that Jan Secher replaces Peter Norris as chair of the board and that Martha Crawford and Peter Norris are elected as new members of the board. In accordance with the recommendation for corporate governance, votes will be cast separately for each candidate. On this basis, the board proposes that the general meeting makes the following resolution:

"The following persons are elected as new members of the board, all for a two year term that expires at the annual general meeting in 2024:

- *Chair: Jan Secher*
- *Board member: Martha Crawford*
- *Board member: Peter Norris*

Etter dette består styret av Jan Secher (leder), Ranjeet Gill Bhatia, Carolyn Sarah Clarke, Catherine Clinton Keenan, Martha Crawford, Steen Jacobsen og Peter Norris."

Valgkomiteens forslag og CVer for Jan Secher og Martha Crawford er vedlagt innkallingen som <u>Vedlegg 2</u>.

Til sak 4: Endring av vedtektene

For å gi mer fleksibilitet og etterkomme lovens krav til vedtekter, foreslår styret at ny vedtektsbestemmelse inntas som ny § 8 i vedtektene. Styret foreslår at generalforsamlingen fatter følgende vedtak:

"Ny § 8 i vedtektene vedtas som følger og øvrige paragrafer i vedtektene justeres i tråd med at det blir vedtatt en ny § 8:

§ 8 Selskapets styre

Selskapet styre består av fra to til åtte aksjeeiervalgte medlemmer. Styrets leder velges av generalforsamlingen."

Forsalg til nye vedtekter fremgår av <u>Vedlegg 3</u> til denne innkallingen.

Til sak 5: Fastsettelse av vederlag til medlemmer av styret

I samsvar med forslag fra valgkomiteen (<u>Vedlegg 2</u>) foreslår styret at generalforsamlingen treffer følgende vedtak:

"Godtgjørelse til ordinære styremedlemmer for perioden fra ekstraordinær generalforsamling avholdt 20. oktober 2022 til ordinær generalforsamling i 2024 er fastsatt til kr 300.000 per medlem og tildeling av 75.000 opsjoner, bortsett fra Ranjeet Gill Bhatia som vil motta en godtgjørelse på kr. 150 000.

Styreleder Jan Secher vil motta NOK 700.000 for sitt arbeid som styreleder og NOK 300.000 for tilleggsarbeid, inkludert forretningsutvikling innen bransjen, deltakelse i strategiske avtaler,

After this, the Board of Directors' consists of Jan Secher (Chair), Ranjeet Gill Bhatia, Carolyn Sarah Clarke, Catherine Clinton Keenan, Martha Crawford, Steen Jacobsen and Peter Norris."

The Proposal of the Nomination Committee and the detailed CVs for Jan Secher and Martha Crawford are attached hereto as <u>Appendix 2</u>.

To item 4: Amendments to the articles of association

To provide more flexibility and comply with the law's requirements for articles of association, the board proposes that a new § 8 is included in the articles of association. The board proposes that the general meeting makes the following resolution:

"*A new § 8 of the articles of association is adopted as follows and other sections of the articles of association are adjusted in line with the adoption of a new § 8:*

§ 8 The board of directors

The board of directors shall consist of two to eight members elected by the shareholders. The chair of the board of directors is elected by the general meeting."

The proposed new articles of association are attached as <u>Appendix 3</u> to this notice.

To item 5: Determination of remuneration to the members of the board

In accordance with the proposal from the Nomination Committee (<u>Appendix 2</u>), the Board proposes that the general meeting passes the following resolution:

"Remuneration for ordinary members of the Board for the period from the extraordinary general meeting held on 20 October 2022 to the ordinary general meeting in 2024 is set to NOK 300,000 per member and grant of 75,000 options, save for Ranjeet Gill Bhatia who will receive a remuneration of NOK 150,000.

Jan Secher, chair of the Board, will receive NOK 700,000 for his work as chair of the Board and NOK 300,000 for additional work, including business development efforts within the industry, *aktivt engasjement med investorer og analytikere for å bygge bevissthet og bistå med formidling, utvikling av relasjoner og strategisk rådgivning med hensyn til Cyclyx sin utvikling. I tillegg vil Jan Secher bli tildelt 100.000 opsjoner.*

participation in strategic deals, active engagement with investors and analysts to build awareness and assist with messaging, development of relationships, and advising on strategic efforts with regards to Cyclyx's development. In addition, Jan Secher will be granted 100,000 options.

I perioden som styremedlem, vil opsjoner opptjenes månedlig, slik at 25% av alle tildelte opsjoner opptjenes årlig over en fireårsperiode. Alle opsjoner vil utløpe ved slutten av det femte året, med mindre det er avtalt forlengelser. Opsjonsutløsningsprisen vil være VWAP fra dagen for kunngjøringen av den ekstraordinære generalforsamlingen til datoen for den ekstraordinære generalforsamlingens godkjennelse. I tilfelle et styremedlem forlater sin stilling, uansett årsak, beholdes opsjoner som på det tidspunktet er opptjent i samsvar med vilkårene for opsjonene, mens uopptjente opsjoner termineres og opphører å eksistere.

During the period as a board member, options granted to such board member will vest monthly, so that 25% of all granted options are vested annually over a four-year period. All options will expire at the end of the fifth year, unless extensions have been agreed. The option strike price will be the VWAP from the day of the EGM announcement to the date of the EGM approval. In case a directors leaves his or her position, for whatever reason, options which at that time have vested are kept in accordance with the terms of the options, whereas unvested options are terminated and cease to exist.

Ved Endring av Eierskap i Selskapet (som definert nedenfor), skal opptjening og utøvelse av eventuelle opsjoner tildelt et styremedlem fremskyndes med 100% av den da uopptjente delen av disse opsjonene.

Upon a Change of Control (as defined below) the vesting and exercisability of any options granted to a board member shall be accelerated by 100% of the then unvested portion of these options.

En <u>Endring av Eierskap</u> betyr (i) (etter godkjenning av selskapets aksjonærer) enhver konsolidering, fusjon eller plan for aksjeutveksling som involverer Selskapet og som resulterer i at eksisterende aksjonærer ikke lenger kontrollerer minst 50% av den samlede stemmeretten i Selskapet eller (ii) ethvert salg, leasing, bytte eller annen overføring (i én transaksjon eller en rekke relaterte transaksjoner) av alle, eller i det vesentlige alle, Selskapets aksjer eller eiendeler.

A <u>Change of Control</u> means (i) (by approval of the shareholders of the Company) any consolidation, merger or plan of share exchange involving the Company and resulting in the existing shareholders ceasing to hold at least 50% of the combined voting power of the shares in the Company, or (ii) any sale, lease, exchange or other transfer (in one transaction or a series of related transactions) of all, or substantially all, the shares or assets of the Company.

Appendix 1 English/Norsk

"Firma-/Etternavn, Fornavn "
"c/o"
"Adresse1"
"Adresse2"
"Postnummer, Poststed"
"Land"

Ref no: "Refnr" **PIN code: "Pin"**

Notice of Annual General Meeting

Meeting in Agilyx ASA will be held on 21 October 2022 at 10:00. CET Address: Ruseløkkveien 14, 0201 Oslo, Norway/ Virtually

The shareholder is registered with the following amount of shares at summons: **"Beholdning"** and vote for the number of shares registered per Record Date: 20 October 2022

Deadline for registration of attendance, advance votes, proxy or instructions: 20 October 2022 at 10:00 CET

Advance votes

Advance votes may only be executed electronically, through the Company's website **www.agilyx.com** (use ref.nr and pin code on this form) or through VPS Investor Services. In Investor Services chose *Corporate Actions - General Meeting, click on ISIN.* Investor Services can be accessed either through https://www.euronextvps.no/ or your account operator.

Registration for virtual attendance

Notice of attendance should be registered through the Company's website www.agilyx.com or through VPS Investor Services.
For notification of attendance through the Company's website, the reference number and pin code on this form must be stated.
In VPS Investor Services chose *Corporate Actions - General Meeting, click on ISIN.* Investor Services can be accessed either through https://www.euronextvps.no/ or your account operator. If you are not able to register this electronically, you may send 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.

This is a physical meeting, and we encourage shareholders to either participate by advance votes, proxy or physically. If any shareholder enrolled prefer to attend electronically, please send an e-mail to ana.sandersen@agilyx.com and we will facilitate for this.

Place Date Shareholder's signature

Proxy without voting instructions for Annual General Meeting of Agilyx ASA
Proxy to another individual to vote for your shares.

Ref no: "Refnr" **PIN code: "Pin"**

Proxy should be registered through the Company's website www.agilyx.com or through VPS Investor Services.
For granting proxy through the Company's website, the reference number and pin code on this form must be used.
In VPS Investor Services chose *Corporate Actions - General Meeting, click on ISIN*. Investor Services can be accessed either through https://www.euronextvps.no/ or your account operator. If you are not able to register this electronically, you may send 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. If the shareholder is a Company, the signature must be according to the Company's Certificate of Registration. **The Proxy must be dated and signed to be valid.**

The undersigned "Firma-/Etternavn, Fornavn "
hereby grants (if you do not state the name the proxy holder, the proxy will be given to the Chair of the Board of Directors)

☐ the Chair of the Board of Directors (or a person authorised by him or her), or

☐ ____________________________________
(Name of proxy holder in capital letters)

proxy to attend and vote for my/our shares at the Extraordinary General Meeting of Agilyx ASA on 20 October 2022.

Place Date Shareholder's signature (only for granting proxy)

Proxy with voting instructions *for Extraordinary General Meeting in Agilyx ASA*
You must use this proxy form to give voting instructions to Chair of the Board of Directors or the person authorised by him or her. (Alternatively, you may vote electronically in advance, see separate section above.) *For Instruction to other than Chair of the Board, give a proxy without voting instructions and agree directly with the proxy holder how voting should be executed.*

Proxies with voting instructions can only be registered by DNB, 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. The form must be received by DNB Bank ASA, Registrars' Department no later than **20 October 2022 at 10:00 CEST.** If the shareholder is a Company, the signature must be according to the Company's Certificate of Registration.

The Proxy with voting instructions must be dated and signed to be valid.

The undersigned: "Firma-/Etternavn, Fornavn " **Ref no: "Refnr"**
hereby grants the Chair of the Board of Directors (or the person authorised by him or her) proxy to attend and vote for my/our shares at the Extraordinary General Meeting of Agilyx ASA on 21 October 2022.

The votes shall be exercised in accordance to the instructions below. If the sections for voting are left blank, this will be counted as an instruction to vote in accordance with the Board's and Nomination Committee's recommendations. However, if any motions are made from the attendees in addition to or in replacement of the proposals in the Notice, the proxy holder may vote at his or her discretion. If there is any doubt as to how the instructions should be understood, the proxy holder may abstain from voting.

Agenda for the Extraordinary General Meeting 20 October 2022	For	Against	Abstention
1. Election of a chairman of the meeting and a person to co-sign the minutes	☐	☐	☐
2. Approval of agenda and notice	☐	☐	☐
3a. Election of members to the board: Chair Jan Secher	☐	☐	☐
3b. Election of members to the board: Peter Norris	☐	☐	☐
3c. Election of members to the board: Martha Crawford	☐	☐	☐
4. Amendments to the articles of association	☐	☐	☐
5. Determination of remuneration to the members of the board	☐	☐	☐

Place Date Shareholder's signature (Only for granting proxy with voting instructions)

”Firma-/Etternavn, Fornavn ”
"c/o"
”Adresse1”
”Adresse2”
”Postnummer, Poststed”
”Land”

Ref.nr.: ”Refnr” **Pinkode: ”Pin”**

Innkalling til generalforsamling

Generalforsamling i Agilyx ASA avholdes 21.10.2022 kl. 10:00 i Ruseløkkveien 14, 0201 Oslo/ Virtuelt

Aksjonæren er registrert med følgende antall aksjer ved innkalling: **”Beholdning”**, og stemmer for det antall aksjer som er registrert per
Record date (innført i eierregisteret): 20.10.2022

Frist for registrering av påmelding, forhåndsstemmer, fullmakter og instrukser: 20.10.2022 kl. 10:00

Forhåndsstemme

Forhåndsstemme må gjøres elektronisk, via selskapets hjemmeside www.agilyx.com (bruk referansenummer og pin kode på denne blanketten), eller via Investortjenester. I Investortjenester velg *Hendelser - Generalforsamling, klikk på ISIN*. For tilgang til Investortjenester kan man enten bruke https://www.euronextvps.no/ eller gå via egen kontofører.

Registrering for virtuell deltakelse

Påmelding gjøres via selskapets hjemmeside agilyx.com eller via Investortjenester.
For påmelding via selskapets hjemmeside må referansenummer og pinkode på denne blanketten benyttes.
I Investortjenester velg *Hendelser - Generalforsamling, klikk på ISIN*. For tilgang til Investortjenester kan man enten bruke https://www.euronextvps.no/ eller gå via egen kontofører. Alternativt kan denne blanketten sendes til genf@dnb.no, eller per post til DNB Bank ASA, Verdipapirservice, Postboks 1600 Sentrum, 0021 Oslo.

Generalforsamlingen avholdes som et fysisk møte og vi oppfordrer aksjonærene til å enten forhåndsstemme, gi fullmakt eller delta fysisk. Om noen aksjonærer isteden skulle ønske å delta elektronisk ber vi om at dere sender en e-post til ana.sandersenågilyx.com slik at vi kan tilrettelegge for dette.

Sted Dato Aksjeeiers underskrift

Fullmakt uten stemmeinstruks for generalforsamling i Agilyx ASA

Du kan gi fullmakt til en annen person til å stemme for dine aksjer.

Ref.nr.: ”Refnr” **Pinkode: ”Pin”**

Fullmakt gis elektronisk via selskapets hjemmeside www.agilyx.com eller via Investortjenester.
For fullmakt via selskapets hjemmeside må referansenummer og pinkode på denne blanketten benyttes.
I Investortjenester velg *Hendelser - Generalforsamling, klikk på ISIN*. For tilgang til Investortjenester kan man enten bruke https://www.euronextvps.no/ eller gå via egen kontofører Alternativt kan signert blankett sendes til genf@dnb.no, eller per post til DNB Bank ASA, Verdipapirservice, Postboks 1600 Sentrum, 0021 Oslo. Dersom aksjeeier som vil gi fullmakt er et selskap, skal signatur være i henhold til firmaattest. **Blanketten må være datert og signert.**

Undertegnede: ”Firma-/Etternavn, Fornavn ”
gir (om det ikke oppgis navn på fullmektigen, vil fullmakten anses gitt styrets leder, eller den han eller hun bemyndiger.)

☐ Styrets leder (eller den han eller hun bemyndiger), eller

☐ ______________________________
(fullmektigens navn med blokkbokstaver)

fullmakt til å delta og avgi stemme på ekstraordinær generalforsamling 20.10.2022 i Agilyx ASA for mine/våre aksjer.

Sted Dato Aksjeeiers underskrift
(Undertegnes kun ved fullmakt)

Fullmakt med stemmeinstruks for generalforsamling i Agilyx ASA

Dersom du ikke selv kan møte på generalforsamling, kan du benytte dette fullmaktsskjemaet for å gi stemmeinstruks til styrets leder eller den han eller hun bemyndiger. (Det er alternativt mulig å avgi forhåndsstemmer elektronisk, se eget punkt ovenfor.) *Ved instruks til andre enn styrets leder, gir du en fullmakt uten stemmeinstruks, og avtaler direkte med din fullmektig hvordan det skal stemmes.*

Fullmakter med stemmeinstruks til styrets leder kan ikke registreres elektronisk, og må sendes til genf@dnb.no (skannet blankett), eller post til DNB Bank ASA, Verdipapirservice, Postboks 1600 Sentrum, 0021 Oslo. Blanketten må være mottatt senest 20.10. 2022 kl. 10:00. Dersom aksjeeier som vil gi fullmakt med instruks er et selskap, skal signatur være i henhold til firmaattest

Blanketten må være datert og signert.

Undertegnede: ”Firma-/Etternavn, Fornavn ” **Ref.nr.: ”Refnr”**

gir herved styrets leder (eller den han eller hun bemyndiger) fullmakt til å møte og avgi stemme på ekstraordinær generalforsamling 21.10.2022 i Agilyx ASA for mine/våre aksjer.

Stemmegivningen skal skje i henhold til instruksjon nedenfor. Dersom det ikke krysses av i rubrikken, vil dette anses som en instruks om å stemme i tråd med styrets og valgkomitéens anbefalinger. Dersom det blir fremmet forslag i tillegg til, eller som erstatning for forslaget i innkallingen, avgjør fullmektigen stemmegivningen. Dersom det er tvil om forståelsen av instruksen, vil fullmektigen kunne avstå fra å stemme.

Agenda ekstraordinær generalforsamling 20. oktober 2022	For	Mot	Avstår
1. Valg av møteleder og en person til å medundertegne protokollen	☐	☐	☐
2. Godkjennelse av innkalling og dagsorden	☐	☐	☐
3a. Valg av styremedlemmer: Styrets leder Jan Secher	☐	☐	☐
3b. Valg av styremedlemmer: Peter Norris	☐	☐	☐
3c. Valg av styremedlemmer: Martha Crawford	☐	☐	☐
4. Endring av vedtekene	☐	☐	☐
5. Fastsettelse av vederlag til medlemmer av styret	☐	☐	☐

Sted Dato Aksjeeiers underskrift

(undertegnes kun ved fullmakt med stemmeinstruks)

Appendix 2
Proposal of the Nomination Committee dated 29 September 2022

To: The administration of Agilyx ASA
From: Fredrik D. Sneve and Tor Svelland
Date: 29 September 2022
Subject: Proposal from the nomination committee to the extraordinary general meeting to be held on 21 October 2022

ITEM 1 – ELECTION OF MEMBERS TO THE BOARD OF DIRECTORS

According to the public limited liability companies act and Agilyx ASA's articles of association, the general meeting elects the members of the Board of Directors. The nomination committee has worked according to the prevailing instruction for the nomination committee for Agilyx ASA as adopted by the Board of Directors on 26 April 2022 and updated on 4 August 2022. The guidelines are available on the company's website. All shareholders have the right to propose candidates to the board and nomination committee.

The Board of Directors' currently consists of the following members.

Name	Position
Peter Michael Russell Norris	Chair
Ranjeet Gill Bhatia	Board member
Carolyn Sarah Clarke	Board member
Catherine Clinton Keenan	Board member
Steen Jakobsen	Board member

The nomination committee has held several meetings over the last months. Members of the nomination committee have conducted separate meetings with the CEO, the chairman, the board and selected large shareholders. Several new candidates were also interviewed.

Due to the developing business relationship between Virgin and Agilyx it is recommended that Peter Norris be elected as an ordinary board member, and that Agilyx elects Jan Secher as a new member, and Chair of the Board of Directors.

Further, the nomination committee proposes that Martha Crawford is elected as a board member of the Company (in addition to the current members of the Board of Directors).

Please see below for a brief introduction to the proposed new board members:

Jan Secher brings deep chemical industry executive experience and served as CEO of Swedish specialty chemical company Perstorp Group before recently selling it to Petronas. He also has significant public company experience, having served as the CEO of Clariant (SWX: CLN), and as a current board member of Elekta AB (Nasdaq Stockholm: EKTA B). Mr. Secher held a variety of senior executive roles at ABB including membership on its Executive Committee.

He is currently a Board Director of the European Chemical Industry Council. Mr. Secher holds a M.Sc. in Industrial Marketing, Finance from Linkoping University.

https://www.linkedin.com/in/jan-secher-54b1ab16/

Martha Crawford has extensive executive experience commercializing R&D as well as expertise in both ESG and waste industry businesses. She served as an independent Director of Suez (Euronext: SEV) the world´s second largest environmental services company. She was SVP at Areva serving on its executive committee and responsible for all global R&D and Innovation activities, Director General of L´Oreal´s Research and Innovation Group, and principal administrator of the OECD´s Environmental Performance and Information Division. She was a senior lecturer at Harvard Business School and currently serves as an operating partner at Macquarie Infrastructure. Martha Crawford holds a PhD and MS in Chemical and Environmental Engineering from Harvard University.

https://www.linkedin.com/in/martha-crawford/

Peter Norris is Chairman of Virgin Group Holdings Limited, a multinational venture capital firm with holdings in a wide range of industries. He has over 37 years of experience in investment banking and business management. Prior to becoming Chairman of Virgin, Mr. Norris acted as an adviser to the Group from 1996 and had chaired Virgin Active from 2002 to 2007. Mr. Norris graduated from Oxford University with a first class degree in Modern History and Modern Languages.

https://www.linkedin.com/in/peter-norris-69a84328/?originalSubdomain=uk

The committee felt Jan and Martha's combination of chemical and waste industry, public company, regulatory and ESG executive experience would be a strong addition to Agilyx current Board.

The nomination committee proposes that the general meeting passes the following resolution:

The following persons are elected as new members of the board, all for a two year term that expires at the annual general meeting in 2024:

- *Chair: Jan Secher*
- *Board member: Martha Crawford*
- *Board member: Peter Norris*

After this, the Board of Directors' consists of Jan Secher (Chair), Ranjeet Gill Bhatia, Carolyn Sarah Clarke, Catherine Clinton Keenan, Martha Crawford, Steen Jacobsen and Peter Norris.

ITEM 2 – RENUMERATION TO THE BOARD OF DIRECTORS

The Nomination Committee has, together with the Compensation Committee, discussed the remuneration for board of directors, in accordance with the Nomination Committee Charter.

On this basis, the Nomination Committee proposes that the general meeting makes the following resolution:

Remuneration for ordinary members of the Board for the period from the extraordinary general meeting held on 20 October 2022 to the ordinary general meeting in 2024 is set to NOK 300,000 per member and grant of 75,000 options, save for Ranjeet Gill Bhatia who will receive a remuneration of NOK 150,000.

Jan Secher, chair of the Board, will receive NOK 700,000 for his work as chair of the Board and NOK 300,000 for additional work, including business development efforts within the industry, participation in strategic deals, active engagement with investors and analysts to build awareness and assist with messaging, development of relationships, and advising on strategic efforts with regards to Cyclyx's development. In addition, Jan Secher will be granted 100,000 options.

During the period as a board member, options granted to such board member will vest monthly, so that 25% of all granted options are vested annually over a four-year period. All options will expire at the end of the fifth year, unless extensions have been agreed. The option strike price will be the VWAP from the day of the EGM announcement to the date of the EGM approval. In case a directors leaves his or her position, for whatever reason, options which at that time have vested are kept in accordance with the terms of the options, whereas unvested options are terminated and cease to exist.

Upon a Change of Control (as defined below) the vesting and exercisability of any options granted to a board member shall be accelerated by 100% of the then unvested portion of these options.

A Change of Control means (i) (by approval of the shareholders of the Company) any consolidation, merger or plan of share exchange involving the Company and resulting in the existing shareholders ceasing to hold at least 50% of the combined voting power of the shares in the Company, or (ii) any sale, lease, exchange or other transfer (in one transaction or a series of related transactions) of all, or substantially all, the shares or assets of the Company.

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Oslo, 29 September 2022
The nomination committee of Agilyx ASA

Fredrik D. Sneve	Tor A. Svelland
committee member	*committee member*

Bios of the new Board Members

Jan Secher is the CEO of Perstorp since September 2013. He has successfully lead the specialty chemicals company to become a global leader in its chosen market segments and technologies. Most importantly driving sustainability in practice to earn the position as a front runner in the industry. The company has just been sold by the French private equity company PAI to Petronas Chemical Group in Malaysia.

Previously Jan Secher has held a number of CEO positions, most recently with Ferrostaal AG, an EPC company operating in the field of electrical powerplants, Oil&Gas and Solar plants, where he successfully transformed the business and established new and compliant business practices. Jan Secher was also CEO of the publicly listed Swiss chemical company Clariant, a global leader in specialty chemicals where he successfully led a turnaround of the business. Other experiences include SICPA, a leading provider of ink solutions worldwide, as well as 20 years with the electrical engineering company ABB, leading the global businesses for Process Automation as well Robotics and served the last three years in the Executive Committee at the headquarters in Zurich.

Jan Secher is currently also a Board member of Elekta AB – number 2 in the world with radio therapy for cancer treatment, CEFIC (The European Chemical Industry Council) and IKEM, (the Swedish industry association for the chemical and innovation companies). Since the beginning of 2018 Jan is also a lifetime member of the Royal Swedish Academy of Engineering Sciences (IVA).

With a M. Sc. in Industrial marketing & Finance from Linköping University in Sweden Jan Secher has a diverse and extensive experience from both engineering and large project based businesses as well as the chemical and process industry. Having lived and operated in 7 countries in North America, Europe and Asia has provided a truly global experience and outlook of how to tackle industrial challenges and opportunities, where customer centricity and sustainability has emerged as top priorities in Jan Secher's leadership.

Dr. Martha Crawford is an experienced independent director who brings unique insight to boards about strategic growth, digital innovation and environment, sustainability, and governance (ESG). A dual US-French national, Crawford was based in Paris for two decades (1997-2016), where she had a distinguished career as CTO, leading global R&D and innovation operations for three multinational corporations in energy and chemicals sectors.

As CTO, Dr. Crawford systematically overhauled the companies' R&D portfolio and functioning of R&D centers, improving the ROI while optimizing energy and materials efficiency. In 2011, she was named a Dame in the French National Order of Merit by President Sarkozy, for her contributions to industrial innovation.

From 2016 to 2021, Dr. Crawford held fulltime positions in US business schools as she transitioned her three teenage children from France to the United States. On the faculty of Harvard Business School, she taught the core course "Leadership and Corporate Accountability," as well as an elective course, "Energy in the 21st Century."

Crawford returned to the private sector in 2021, as Operating Partner with Macquarie Infrastructure and Real Assets (MIRA), focused on the utilities (energy, water, waste management) portfolio. She currently serves on the board of LRS, a Chicago-based waste management company which leads the American mid-West in materials recovery. She also served on the board of Suez SA, a global leader in water and waste management, until its delisting in 2021.

Crawford holds a PhD in Environmental Engineering from Harvard University (1997), where she was a National Science Foundation Fellow. She holds an MBA from the French College des Ingénieurs (1998) and an executive education Certificate in Private Equity and Venture Capital from Columbia Business School (2022).

Over the past 15 years, Dr. Crawford has served as independent director for publicly listed multi-national companies in water and waste management, utilities, chemicals, pharmaceuticals, and business technology services. During her public board mandates, Crawford has served on strategy, audit and risk, nominations and ESG committees.

Peter Norris is Chairman of Virgin Group Holdings Limited, a multinational venture capital firm with holdings in a wide range of industries. He has over 37 years of experience in investment banking and business management. Prior to becoming Chairman of Virgin, Mr. Norris acted as an adviser to the Group from 1996 and had chaired Virgin Active from 2002 to 2007.

Appendix 3

VEDTEKTER	ARTICLES OF ASSOCIATION
AGILYX ASA	**AGILYX ASA**
Org. nr. 923 974 709	Org. no. 923 974 709
Fastsatt 21. oktober 2022	Adopted 21 October 2022
§ 1 *Foretaksnavn*	*§ 1* *Company name*
Selskapets foretaksnavn er Agilyx ASA.	The name of the company is Agilyx ASA.
Selskapet er et allmennaksjeselskap.	The company is a public limited liability company.
§ 2 *Forretningskommune*	*§ 2* *Business office*
Selskapets forretningskontor er i Oslo kommune.	The company's registered business office is in Oslo municipality.
§ 3 *Selskapets virksomhet*	*§ 3* *Operations of the company*
Selskapets virksomhet er å eie aksjer i andre selskaper og enten selv eller gjennom andre selskaper utvikle, produsere, markedsføre, lisensiere og selge IP og teknologi som gjør det mulig ved hjelp av kjemiske prosesser å omforme plast som er vanskelig å resirkulere til drivstoff og plastråstoff.	The company's operations are to own shares in other companies, and either itself or through other companies, develop, produce, market, license and sell IP and technology that enables the chemical recycling of difficult-to-recycle plastic into plastic feedstock and other hydrocarbon products.
§ 4 *Aksjekapitalen*	*§ 4* *Share capital*
Selskapets aksjekapital er NOK 1.690.599,10 fordelt på 84.529.955 aksjer, hver pålydende NOK 0,02. Selskapets aksjer skal være registrert i Verdipapirsentralen (Euronext VPS).	The company's share capital is NOK 1,690,599.10 divided into 84,529,955 shares, each with nominal value NOK 0.02. The shares shall be registered in the Norwegian Central Securities Depository (Euronext VPS).

§ 5
Samtykke til aksjeerverv. Forkjøpsrett

Erverv av aksjer er ikke betinget av samtykke fra selskapet. Aksjeeierne har ikke forkjøpsrett og aksjene er fritt omsettelige.

§ 5
Consent to acquisition of shares. Pre-emption rights

Acquisition of shares is not determined by approval from the company. The shareholders do not have pre-emption rights and the shares are freely transferrable.

§ 6
Signatur

Selskapet tegnes av styreleder og daglig leder hver for seg, eller to styremedlemmer i fellesskap.

§ 6
Signature

The chairman and the general manager each acting alone, or two board members jointly, are authorised to sign on behalf of the company.

§ 7
Generalforsamling

Selskapets generalforsamling skal innkalles ved skriftlig henvendelse til alle aksjonærer med kjent adresse.
Når dokumenter som gjelder saker som skal behandles på generalforsamlingen, er gjort tilgjengelige for aksjonærene på selskapets internettsider, gjelder ikke lovens krav om at dokumentene skal sendes til aksjonærene. Dette gjelder også dokumenter som etter lov skal inntas i eller vedlegges innkallingen til generalforsamlingen. En aksjonær kan likevel kreve å få tilsendt dokumenter som gjelder saker som skal behandles på generalforsamlingen.

§7
General meeting

Notice of the General Meeting shall be made by written notification to all shareholders with a known address.
Provided documents concerning items to be discussed at the General Meeting are made available at the company's web-site, the requirement of mailing the documents to the shareholders does not apply. This also applies for documents which, according to the law, shall be included in or attached to the Notice of General Meeting. Despite this, each shareholder is entitled to request that the documents concerning items to be discussed at the General Meeting are mailed.

§ 8
Selskapets styre

Selskapets styre består av fra to til åtte aksjeeiervalgte medlemmer. Styrets leder velges av generalforsamlingen.

§ 8
The board of directors

The board of directors shall consist of two to eight members elected by the shareholders. The chair of the board of directors is elected by the general meeting.

§ 9
Forhåndsstemme

Styret kan beslutte at selskapets aksjonærer kan avgi forhåndsstemmer i en periode før generalforsamling. Forhåndsstemme kan avgis skriftlig eller elektronisk. For slik stemmegivning skal det benyttes en betryggende metode for å autentisere avsenderen.

§ 10
Påmelding etc. til generalforsamling

Retten til å delta og stemme på generalforsamling kan bare utøves dersom erverv av aksjer er innført i aksjeeierregisteret den femte virkedagen før generalforsamlingen (registreringsdatoen).

Aksjeeier som har aksjer registrert ved forvalter godkjent etter allmennaksjeloven § 4-10 har stemmerett for det antall aksjer som er omfattet av forvalteravtalen forutsatt at aksjeeieren senest på registreringsdatoen gir Selskapet sitt navn og adresse samt en bekreftelse fra forvalteren at aksjeeieren er reell eier av aksjene omfattet av forvalteravtalen, og videre forutsatt at Selskapets styre ikke avviser slikt reelt eierskap etter mottak av bekreftelsen.

Aksjeeiere som vil delta på generalforsamlingen personlig eller ved fullmakt skal meddele Selskapet dette innen frist fastsatt av styret, som ikke kan utløpe tidligere enn fem kalenderdager før møtet.

§ 9
Advance voting

The Board may decide that the shareholders may cast prior votes during a period prior to the General Meeting. The votes may be cast in writing or electronically. For such voting an adequate method for authenticating the sender shall be applied.

§ 10
Registration of attendance etc. for general meetings

The right to participate in and vote at general meetings can only be used if the acquisition of shares is registered with the shareholder register on the fifth business day prior to the general meeting (the record date).

An owner with shares registered through a custodian approved pursuant to Section 4-10 of the Norwegian Public Limited Liability Companies Act has voting rights equivalent to the number of shares which are covered by the custodian arrangement provided that the owner of the shares shall no later than the record date provides the Company with his name and address together with a confirmation from the custodian to the effect that he is the beneficial owner of the shares held in custody, and provided further the Board shall not disapprove such beneficial ownership after receipt of such notification.

Shareholders who wish to participate at general meetings, either in person or by proxy, shall notify the Company within a deadline determined by the Board, which can not expire earlier than 5 calendar days prior to the meeting.

§ 11
Valgkomité

Selskapet skal ha en valgkomite bestående av fra to til fire medlemmer. Valgkomiteen skal fremme forslag til generalforsamlingen for valg av aksjonærvalgte styremedlemmer og deres godtgjørelse. Valgkomiteen skal også fremme forslag til medlemmer av komiteen. De videre arbeids- og ansvarsoppgaver er beskrevet i egne regler godkjent av generalforsamlingen.

§ 11
Nomination Committee

The Company shall have a Nomination Committee consisting of two to four members. The Nomination Committee shall give proposals on the election of shareholder elected board members and their remuneration to the General Meeting. The Nomination Committee shall also propose members for the Nomination Committee. The further tasks and responsibilities are set out in a separate charter approved by the General Meeting.