



This notice has been prepared in both Norwegian and English. In case of any discrepancies between the versions, the Norwegian version shall prevail.

Til aksjeeierne i Photocure ASA

**INNKALLING TIL EKSTRAORDINÆR
GENERALFORSAMLING**

Styret i Photocure ASA ("**Selskapet**") innkaller herved til ekstraordinær generalforsamling.

Tid: 28. juli 2021 kl. 17:00

Sted: Advokatfirmaet Selmer AS' lokaler i Tjuvholmen allé 1, 0252 Oslo

Viktig beskjed

Grunnet restriksjoner knyttet til COVID-19 og råd fra norske myndigheter i den forbindelse, oppfordres alle aksjeeiere til å utøve sine aksjeeierrettigheter uten fysisk oppmøte på generalforsamlingen ved enten å avgi elektronisk forhåndsstemme gjennom VPS Investortjenester i forkant av generalforsamlingen eller å benytte det vedlagte fullmaktsskjemaet til å gi fullmakt til styrets leder Jan Hendrik Egberts (eller den han bemyndiger) eller en annen navngitt person til å stemme på generalforsamlingen. Se mer informasjon om påmelding og fullmakt, og frist for dette, i denne innkallingen og i de vedlagte påmeldings- og fullmaktsskjemaene.

Generalforsamlingen vil åpnes av styrets leder Jan Hendrik Egberts. Møteåpner vil opprette fortegnelse over møtende aksjeeiere og fullmakter.

Selskapets styre foreslår følgende dagsorden for generalforsamlingen:

1. **Åpning av generalforsamlingen ved styrets leder Jan Hendrik Egberts**
2. **Fremleggelse av fortegnelse over møtende aksjeeiere og fullmektiger**
3. **Valg av møteleder og en person til å medundertegne protokollen**
4. **Godkjenning av innkalling og dagsorden**
5. **Valg av medlemmer til valgkomiteen**

To the shareholders of Photocure ASA

**NOTICE OF EXTRAORDINARY
GENERAL MEETING**

The board of directors of Photocure ASA (the "**Company**") hereby convenes an extraordinary general meeting.

Time: 28 July 2021 at 17:00 hours (CEST)

Place: Advokatfirmaet Selmer AS' premises in Tjuvholmen allé 1, 0252 Oslo

Important notice

Due to the restrictions caused by COVID-19 and the advice from the Norwegian government in connection therewith, all shareholders are encouraged to exercise their shareholder rights without physical attendance at the general meeting, either through advance electronically voting through VPS Investor Services or by using the enclosed proxy form to provide proxy to the Chairperson of the board of directors Jan Hendrik Egberts (or the person he appoints) or another named person to vote at the general meeting. Please see more information regarding registration of attendance and proxies, and the applicable deadlines for this, in this notice and in the enclosed registration and proxy forms.

The general meeting will be opened by the chairperson of the board of directors Jan Hendrik Egberts. 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. **Opening of the meeting by the chairperson of the board of directors Jan Hendrik Egberts**
2. **Presentation of the record of shareholders and representatives present**
3. **Election of chairperson of the meeting and a person to co-sign the minutes**
4. **Approval of notice and agenda**
5. **Election of members to the nomination committee**



Det er 26 918 320 aksjer i Selskapet, og hver aksje gir én stemme. Selskapet har per datoen for denne innkallingen 21 010 egne aksjer. Det kan ikke utøves stemmerett for slike aksjer.

I henhold til Selskapets vedtekter skal aksjeeiere som ønsker å delta på generalforsamlingen varsle Selskapet om dette innen fem dager før generalforsamlingen.

Deltakelse på generalforsamlingen, enten personlig eller ved fullmakt, må registreres innen 23. juli 2021 kl. 16.00.

Påmelding kan registreres ved å fylle ut og sende inn vedlagte påmeldings- eller fullmaktsskjema til Nordea Bank Norge ASA, Issuer Services, PB 1166 Sentrum, 0107 Oslo, e-post: nis@nordea.com, telefax 22 36 97 03, elektronisk via Selskapets hjemmeside www.photocure.com eller via VPS Investortjenester for aksjeeiere som har tilgang til dette. Se vedlagte skjemaer for nærmere instruks.

Aksjeeiere som ikke har anledning til å møte selv på generalforsamlingen kan gi fullmakt til styrets leder Jan Hendrik Egberts (eller den han utpeker) eller annen person til å stemme for sine aksjer. Fullmakt kan sendes inn elektronisk via VPS investortjenester eller ved å fylle ut og sende inn fullmaktsskjema vedlagt som vedlegg 1 i henhold til instruksene angitt i skjemaet. Fullmakten må være skriftlig, datert og underskrevet. Fullmakter må være mottatt av Nordea innen 23. juli 2021 kl. 16.00, med mindre aksjeeier har registrert påmelding innen denne fristen. Dersom aksjeeiere er påmeldt innen fristen kan fullmakt fremlegges senest på generalforsamlingen. Se vedlagte fullmaktsskjema for ytterligere informasjon om fullmakter.

Aksjeeiere kan avgi stemme for hver enkelt sak på dagsorden på forhånd. Slike forhåndsstemmer må avgis ved å fylle ut og sende inn vedlagte skjema for forhåndsstemme til Nordea Bank Norge ASA, Issuer Services, PB 1166 Sentrum, 0107 Oslo, e-post: nis@nordea.com, telefax 22 36 97 03, elektronisk via Selskapets hjemmeside www.photocure.com eller via VPS Investortjenester for aksjeeiere som har tilgang til dette. Se vedlagte skjemaer for nærmere instruks. **Frist for å avgi forhåndsstemmer er 23. juli 2021 kl. 16.00.** Fram til denne fristen kan stemmer som allerede er avgitt endres eller trekkes tilbake. Stemmer som er avgitt før generalforsamlingen er avholdt vil bli ansett som trukket tilbake dersom aksjeeieren deltar personlig på generalforsamlingen eller ved fullmakt.

There are 26,918,320 shares in the Company, and each share carries one vote. As of the date of this notice, the Company holds 21,010 own shares. No votes may be exercised for such shares.

Pursuant to the Company's articles of association shareholders who want to participate at the general meeting shall notify the Company thereof within five days prior to the general meeting

Attendance at the general meeting, either in person or by proxy, must be registered within 23 July 2021 at 16:00 CEST.

Attendance can be registered by completing and submitting the attached registration or proxy form to Nordea Bank Norge ASA, Issuer Services, PO. Box 1166 Sentrum, 0107 Oslo, Norway, e-mail: nis@nordea.com, telex + 47 22 36 97 03, online through the Company's web-site www.photocure.com or through the Norwegian Securities Depository's (VPS) Investor Services for shareholders having access to this. Please refer to the attached forms for further instructions.

Shareholders who are unable to attend the general meeting may authorize Chairperson of the board of directors Jan Hendrik Egberts (or whomever he designates) or another person to vote for its shares. Proxies may be submitted electronically through VPS investor services or by completing and submitting the registration or proxy form attached as Appendix 1 in accordance with the instructions set out in the form. The proxy must be in writing, dated and signed. Proxy forms should be received by Nordea no later than 23 July 2021 at 16:00, unless the shareholder has registered attendance within this deadline. If shareholders have registered attendance within the deadline, proxies may be presented no later than at the general meeting. See the enclosed proxy form for further information on proxies.

Shareholders may cast votes for each matter on the agenda in advance. Such advance votes must be cast by completing and submitting the attached advance voting form to Nordea Bank Norge ASA, Issuer Services, PO. Box 1166 Sentrum, 0107 Oslo, Norway, e-mail: nis@nordea.com, telex +47 22 36 97 03, online through the Company's web-site www.photocure.com or through the Norwegian Securities Depository's (VPS) Investor Services for shareholders having access to this. Please refer to the attached forms for further instructions. **The deadline for casting advance votes is 23 July 2021 at 16:00 CEST.** Until the deadline, votes already cast may be changed or withdrawn. Votes already cast prior to the general meeting



Selskapets vedtekter fastsetter at ved erverv av aksjer kan retten til å delta og stemme på generalforsamlingen kun utøves hvis ervervet er innført i aksjeeierboken fem virkedager før generalforsamlingen. **Erverv må være registrert i VPS 21. juli 2021.**

Etter Selskapets syn har verken den reelle aksjeeieren eller forvalteren rett til å stemme for aksjer som er registrert på forvalterkonto i VPS, jf. allmennaksjeloven § 4-10. Aksjeeiere som holder sine aksjer på en forvalterkonto i VPS og som ønsker å avgi stemmer for slike aksjer må overføre aksjene til en VPS-konto i eget navn før generalforsamlingen og innen de frister som angitt ovenfor for å kunne avgi stemmer for slike aksjer.

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

Aksjeeiere kan ikke kreve at nye saker settes på dagsordenen, da fristen for å kreve dette er utløpt, jf. allmennaksjeloven § 5-11 andre setning. Aksjeeiere har rett til å fremsette forslag til vedtak i de saker som er på dagsordenen.

En aksjeeier kan kreve at styremedlemmer og daglig leder på generalforsamlingen gir tilgjengelige opplysninger om forhold som kan innvirke på bedømmelsen av saker som er forelagt aksjeeierne til avgjørelse. Det samme gjelder opplysninger om Selskapets økonomiske stilling og andre saker som generalforsamlingen skal behandle, med mindre de opplysninger som kreves, ikke kan gis uten uforholdsmessig skade for Selskapet. Aksjeeiere har rett til å ta med rådgiver, og kan gi talerett til én rådgiver.

Informasjon om generalforsamlingen og dokumenter som skal behandles av generalforsamlingen eller inntas i innkallingen er gjort tilgjengelig på Selskapets nettside, herunder vedlegg til innkallingen og Selskapets vedtekter. Dokumenter som gjelder saker som skal behandles av generalforsamlingen kan sendes vederlagsfritt til aksjeeiere på forespørsel til Selskapets kontor.

will be considered withdrawn if the shareholder attends the general meeting in person or by proxy.

The Company's articles of association states that upon acquisition of shares, the right to participate and vote at the general meeting may only be exercised if the acquisition is recorded in the shareholder registry the fifth business day prior to the general meeting. **Acquisitions must be registered in the VPS on 21 July 2020.**

The Company is of the opinion that neither the beneficiary shareholder nor the nominee is entitled to vote for shares registered on a nominee account in the VPS, cf. the Norwegian Public Limited Liability Companies Act (**Act**) section 4-10. Shareholders, who hold their shares on a nominee account in the VPS, and who wish to vote for such shares must transfer the shares to a securities account in the VPS held in their own name prior to the general meeting and within the deadlines above in order to vote for such shares at the general meeting.

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.

Shareholders cannot require that new matters are put on the agenda as the deadline for this has lapsed cf. the Act section 5-11 second sentence. Shareholders have the right to propose resolutions under the matters to be addressed by the general meeting.

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.

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, including the appendices to this notice and the Company's articles of association. Documents relating to matters to be considered by the general meeting may be sent free of charge to shareholders upon request.



Adresse til Selskapets internettside er www.photocure.com.

Oslo, 7. juli 2021

Med vennlig hilsen
For styret i Photocure ASA

Jan Hendrik Egberts
Styrets leder

The address to the Company's website is
www.photocure.com.

Oslo, 7 July 2021

Kind regards
on behalf of the board of directors of Photocure ASA

Jan Hendrik Egberts
Chairperson of the board of directors



Styrets forslag til vedtak:

Sak 3 – Valg av møteleder og en person til å medundertegne protokollen

Styret foreslår at generalforsamlingen treffer følgende vedtak:

"Generalforsamlingen velger styrets leder, Jan Hendrik Egberts som møteleder. Selskapets finansdirektør, Erik Dahl, velges til å medundertegne protokollen sammen med møteleder."

Sak 4 – Godkjenning av innkalling og dagsorden

Styret foreslår at generalforsamlingen treffer følgende vedtak:

"Innkallingen og dagsorden sendt til samtlige aksjeeiere med kjent oppholdssted den 7. juli 2021 godkjennes."

Sak 5 – Valg av medlemmer til valgkomiteen

Valgkomiteens innstilling er tilgjengelig på Selskapets internettside www.photocure.com.

Styret foreslår at generalforsamlingen, i tråd med valgkomiteens innstilling, velger følgende medlemmer til valgkomiteen, med valgperiode frem til ordinær generalforsamling i 2022, ved å fatte følgende vedtak:

"Jónas Einarsson fratrer som medlem av valgkomiteen. Robert Blatt velges som nytt medlem til valgkomiteen med en valgperiode frem til ordinær generalforsamling 2022."

Etter dette består valgkomiteen av:

- Hans Peter Bøhn, leder*
- Lars Viksmoen, medlem*
- Robert Blatt, medlem*

med en valgperiode frem til ordinær generalforsamling i 2022."

Ingen andre saker foreligger til behandling.

The board of directors' proposal for resolutions:

Item 3 – Election of chairperson of the meeting and a person to co-sign the minutes

The board of directors proposes that the general meeting adopts the following resolution:

"The general meeting elects chairman of the board of directors, Jan Hendrik Egberts, to chair the meeting. The Company's, CFO, Erik Dahl, is elected to co-sign the minutes together with the chair of the meeting."

Item 4 – Approval of notice and agenda

The Board of directors proposes that the general meeting adopts the following resolution:

"The notice and the agenda, which were sent to all shareholders with a known address on 7 July 2021, are approved."

Item 5 – Election of members to the nomination committee

The nomination committee's recommendation is available on the Company's website www.photocure.com.

The board of directors proposes that the general meeting, in accordance with the nomination committee's recommendation, elects the following members to the nomination committee, with an election period until the ordinary general meeting in 2022 by making the following resolution:

"Jónas Einarsson resigns as member of the nomination committee. Robert Blatt is elected as new member of the nomination committee with an election period until the ordinary general meeting in 2022."

Following this, the nomination committee consists of:

- Hans Peter Bøhn, chairperson*
- Lars Viksmoen, member*
- Robert Blatt, member*

with an election term until the ordinary general meeting in 2022."

No other matters are on the agenda.



[NAME]
[ADDRESS I]
[ADDRESS II]
[ZIP CODE PLACE]
[COUNTRY]

PIN: XXXXX

REF: XXXXX

Extraordinary general meeting in Photocure ASA is held 28 July 2021 at 17:00 (CEST) in Advokatfirmaet Selmer AS' premises in Tjuvholmen allé 1, 0252 Oslo

Due to restrictions caused by COVID-19, it is necessary to restrict the total number of shareholders attending in person at the general meeting as much as possible. Therefore, the board encourages all shareholders to exercise their shareholder rights without attending in person through advance voting or by providing a proxy to the chairman of the board of directors or the person he authorizes.

NOTICE OF ATTENDANCE

Notice of attendance for the general meeting, either personally or by proxy, must be received by Nordea no later than 23 July 2021 at 16:00 (CEST).

Notice of attendance can be sent to Nordea Bank Norge ASA, Issuer Services, P.O. Box 1166 Sentrum, 0107 Oslo, Norway, Email: nis@nordea.com or telex +47 22 36 97 03. Attendance can also be registered electronically through the company's website www.photocure.com or through VPS Investor Services for shareholders with access to this. The reference code must be stated upon the registration of attendance.

The undersigned will attend the extraordinary general meeting in Photocure ASA on 28 July 2021:

Representative for the shareholder (if a company) _____

Place

Date

Signature for the shareholder

If the shareholder is a company, the certificate of registration or other valid documentation (e.g. board resolution) showing that the undersigned may sign on behalf of the shareholder shall be attached. Shareholders which are granting proxy shall use the proxy form. Shareholders which provide an advance vote shall use the form on advance voting.



[NAME]
[ADDRESS I]
[ADDRESS II]
[ZIP CODE PLACE]
[COUNTRY]

PIN: XXXXX

REF: XXXXX

Extraordinary general meeting in Photocure ASA is held 28 July 2021 at 17:00 (CEST) in Advokatfirmaet Selmer AS' premises in Tjuvholmen allé 1, 0252 Oslo

PROXY WITH VOTING INSTRUCTIONS

This proxy form is to be used for a proxy with voting instructions.

Notice of attendance for the general meeting, either personally or by proxy, must be received by Nordea no later than 23 July 2021 at 16:00 (CEST). Attendance will be registered when this proxy has been received within the said deadline.

The proxy form can be sent to Nordea Bank Norge ASA, Issuer Services, P.O. Box 1166 Sentrum, 0107 Oslo, Norway, Email: nis@nordea.com or telex +47 22 36 97 03. Registration of proxy can also be made electronically through the company's website www.photocure.com or through VPS Investor Services for shareholders with access to this. The reference code must be stated upon the registration of attendance.

The undersigned shareholder hereby grants (tick off)

- The chairperson of the board of directors or the person who the chairperson authorises
- Name of proxy holder:

a proxy to attend and vote at Photocure ASA's extraordinary general meeting on 28 July 2021 for my/our shares. If the proxy holder is not named, the proxy shall be deemed granted to the chairperson of the board of directors or the person who the chairperson authorises.

Neither the company nor the chairperson of the board (or whoever the chairperson of the board authorises) can be held responsible for any loss resulting from the proxy form not being received by the proxy in time. The company and the chairperson of the board (or whoever the chairperson of the board authorises) are not responsible for ensuring that votes will be cast in accordance with the proxy form and have no responsibility in connection with cast of votes pursuant to the proxy form.

Please note that if any items below are not voted on (not ticked off); this will be deemed to be an instruction to vote "for" the proposals in the notice. However, if any motions are made from the floor in addition to or in replacement of the proposals in the notice, the proxy holder may vote or abstain from voting at his discretion. If the voting instruction is unclear, the proxy holder will vote on the basis of his reasonable understanding of the instruction. Where no such reasonable interpretation is possible, the proxy holder may abstain from voting.



[NAME]
[ADDRESS I]
[ADDRESS II]
[ZIP CODE PLACE]
[COUNTRY]

PIN: XXXXX

REF: XXXXX

Extraordinary general meeting in Photocure ASA is held 28 July 2021 at 17:00 (CEST) in Advokatfirmaet Selmer AS' premises in Tjuvholmen allé 1, 0252 Oslo

FORM FOR ADVANCE VOTING

This form is used to provide advance votes. **Advance votes must be received by Nordea no later than 23 July 2021 at 16:00 (CEST).** Neither the company nor the chairperson of the board (or whoever the chairperson of the board authorises) can be held responsible for any loss resulting from advance votes not being received in time.

The form for advance voting can be sent to Nordea Bank Norge ASA, Issuer Services, P.O. Box 1166 Sentrum, 0107 Oslo, Norway, Email: nis@nordea.com or telex +47 22 36 97 03. Registration of advance votes can also be made electronically through the company's website www.photocure.com or through VPS Investor Services for shareholders with access to this. The reference code must be stated upon the registration of attendance.

Until the deadline stated above votes already cast can be changed or withdrawn. Votes cast prior to the general meeting being held will be deemed withdrawn if the shareholder attends in person at the general meeting or by proxy. Shareholders which cast advance votes will not have the possibility to consider or vote over motions made from the floor, proposals in addition to or as replacement of the proposals in the notice. If the tick-off in the form is unclear the chairperson of the meeting may register that the shareholder abstains from voting. **Please note that if a vote is not cast for or against by tick-off of the items below in a matter on the agenda, this will be deemed as the shareholder abstains from voting in the particular matter.**

