



To the shareholders of Photocure ASA

NOTICE OF ANNUAL GENERAL MEETING OF PHOTOCURE ASA

Notice is hereby served that the annual general meeting of Photocure ASA, (the "**Company**") will be held on 23 May 2024 at 17:00 hours (CEST) as a digital meeting via the Euronext Securities Portal.

The general meeting will be opened by the chairman of the Board of Directors, Dylan Hallerberg, or a person appointed by the Board of Directors cf. Section 5-12 of the Norwegian Public Limited Liability Companies Act. The person opening the meeting will register the attendance of shareholders present and proxies.

The following matters are on the agenda:

- | | |
|--|--|
| 1. Election of a chairperson for the meeting and a person to co-sign the minutes | 11. Election of members to the nomination committee |
| 2. Approval of the notice and the agenda | 12. Board authorisation to acquire own shares |
| 3. Presentation of the Company's state of affair | 13. Board authorisation to increase the share capital |
| 4. Approval of the annual financial accounts and annual report for the financial year 2023 | 13.1 - Authorisation to share capital increase with up to 20% of the share capital |
| 5. Remuneration to the board members | 13.2 – Authorisation to share capital increase with up to 15% of the share capital |
| 6. Remuneration to the members of the nomination committee | 13.3 – Authorisation for share capital increase according to the Company's incentive program |
| 7. Remuneration to the auditor | |
| 8. Remuneration report for senior executives | |
| 9. Approval of remuneration guidelines for senior executives | |
| 10. Election of board members | |



There are 27,120,820 shares in the Company, and each share carries one vote. As of the date of this notice, the Company holds 15,122 own shares. No votes may be exercised for such shares.

The general meeting will only be held as a digital meeting. All shareholders are invited to participate online. It will not be possible to attend in person. Shareholders are encouraged to vote in advance or submit a proxy with voting instructions in accordance with the instructions set out below.

Registration and access to the meeting

Shareholders are entitled to participate in the annual general meeting, either in person or by a proxy of their choice.

Shareholders who wish to participate in the annual general meeting must register their attendance, either in person or by a proxy of their choice, and this must have been received at the latest 23:59 CEST on 21 May 2024 by using one of the two alternatives listed below:

- i. Electronically via the link on the company's website www.photocure.com or by logging in to VPS investor services; or
- ii. By returning the registration form for participation enclosed with this notice either as a scanned document by e-mail to nis@nordea.com or by ordinary mail to Nordea Bank Abp, branch of Norway, Issuer Services, Postboks 1166 Sentrum, 0107 Oslo.

Shareholders who do not comply with the registration deadline will not be able to participate at the annual general meeting.

Participation at the annual general meeting will exclusively take place through the Euronext Securities Portal. Access to the Euronext Securities Portal is only provided to shareholders that have registered attendance by the deadline stipulated above. Further information on participation in the electronic general meeting is attached with the notice.

A condition for participation is that the shareholders have provided their e-mail addresses upon registration. If a shareholder registers participation at the annual general meeting electronically via VPS Investor Services, the shareholder must have registered an e-mail address with VPS Investor Services. Registration of e-mail in VPS Investor Services is done by the shareholder itself in the menu choice Investor information/change customer information. Upon registration of participation at the annual general meeting, the participant accepts that Verdipapirsentralen ASA will retrieve information about the e-mail address from VPS Investor Services or from the registration form that is sent to Nordea Bank Abp.

Shareholders that have registered to participate in the annual general meeting by the deadline and have provided an e-mail address will receive a link to the Euronext Securities Portal, access codes (username and password) and user guidance by 23 May 2024 at the latest. See also "Technical information on access to the Euronext Securities Portal" below for further information.

If the shareholder does not have an e-mail address registered with VPS Investor Services or does not provide an e-mail address upon submission of the registration form enclosed with the notice, the shareholder will not be able to participate at the annual general meeting.

Participation by proxy and/or with an adviser

If a shareholder wishes to attend by proxy, the shareholder must, upon registration, provide the e-mail address of the proxy, whereby a link and a separate login to the Euronext Securities Portal, access codes (username and password) and the user guide for attendance will be sent by e-mail to the proxy.

A shareholder or a proxy may register digital participation at the annual general meeting together with an adviser. Confirmation of the adviser's registration, including a link and a separate login to the Euronext Securities Portal, will be sent by e-mail to the adviser. This will only be required if the shareholder and adviser do not participate from the same location.



Please note that registration of attendance for proxies and advisers can only take place by using the registration form enclosed with the notice (and not via electronic registration in VPS Investor Services). The registration form must include the name and e-mail address of the proxy so that login details can be provided to the proxy, see "Registration and access to the meeting" above. The same applies to advisers who participate from a different location to the shareholder.

Advance vote

Shareholders may cast votes for each matter on the agenda in advance. Such advance voting must occur electronically via VPS Investor Services or in writing by filling out the advance voting form enclosed with the notice. Please refer to the attached forms for further instructions. **The deadline for casting advance votes is 21 May 2024 at 16:00 CEST.** Until the deadline, votes already cast may be changed or withdrawn. Votes already cast prior to the general meeting will be considered withdrawn if the shareholder attends the general meeting in person or by proxy.

Proxies

Shareholders who are unable to attend the general meeting may authorize the chairperson of the board of directors Dylan Hallerberg (or whomever he designates) or another person to vote for its shares. Proxies are submitted by completing and submitting the registration or proxy form enclosed with the notice 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 Bank Abp no later than 21 May 2024 at 23:59.

See annex to the notice for more information concerning the submission of proxies. If you wish to participate in the general meeting with a proxy that is not the chairman, see also the section entitled "Participation by proxy and/or with an adviser" above for further information.

Technical information regarding access to the Euronext Securities Portal

Each shareholder is responsible for ensuring that he or she has a smartphone/tablet/computer with an internet browser and that he or she has a functional internet connection in accordance with the requirements below.

Browser/PC

The Euronext Securities Portal can be accessed through "evergreen browsers" on PC/Mac, smartphone and tablet/iPad. "Evergreen browsers" (for example, Edge, Chrome and Firefox) are browsers which are automatically updated to new versions. Safari is also supported (Safari version 12, 13, 14 and 15), even though it is not an "evergreen browser". Internet Explorer cannot be used.

Apple Products

The Euronext Securities Portal will run on the four latest main versions of the Safari browser on Mac, iPhone and iPad (Safari versions 12, 13, 14 and 15). Shareholders who have older Apple equipment which cannot be updated to a usable Safari version can install and use a Chrome browser.

Internet connection

The quality of the transmission will depend on the shareholders' individual internet providers. Shareholders should, as a minimum, have a 5-10 Mbit/s connection for good transmission.

It is recommended that each shareholder, in due time prior to the start of the annual general meeting, tests his or her device and internet connection by logging on to the Euronext Securities Portal. The Euronext Securities Portal will be open for testing from 08:00 (CEST) on the day of the annual general meeting.

Shareholders experiencing any technical problems may contact the Euronext Securities Portal hotline at tel. +45 4358 8894. The hotline is open from 08:00 (CEST) on the day of the general meeting and until the general meeting has been completed.

Questions and voting

After the presentation of the individual agenda items, it will be possible to ask questions and submit comments concerning the proposals through the Euronext Securities Portal with a maximum of 2,400 signs. It is



recommended to keep questions and comments brief and concise. The shareholders' written questions/comments will be presented in the annual general meeting by the chairman of the meeting and will be verbally answered at the meeting if possible, or in writing after the meeting if necessary.

When voting on an agenda item, this will be clearly stated in the Euronext Securities Portal. Shareholders must log into the portal in order to be able to vote. Shareholders who have granted proxies prior to the annual general meeting will not be able to vote during the annual general meeting.

Since voting and communication at the annual general meeting are conducted digitally, delays may occur. In rare cases, these delays may last up to one minute. The chairman of the meeting is aware of this and will conduct the meeting accordingly. The Company does not assume any responsibility for questions from shareholders, proposed amendments or votes cast not being received in time to be taken into consideration under the relevant item on the agenda.

Other information

Only those who are shareholders in the Company five business days prior to the general meeting, i.e. on 14 May 2024 (the "**Record Date**"), are entitled to attend and vote at the general meeting, cf. Section 5-2 of the Norwegian Public Limited Companies Act. A shareholder who wishes to attend and vote at the general meeting must be registered in the shareholder register (VPS) at the Record Date or have reported and documented an acquisition as per the Record Date. Shares that are acquired after the Record Date do not entitle the holder to attend and vote at the general meeting.

According to the Norwegian Public Limited Liability Companies Act Section 1-8 as well as regulations on intermediaries covered by the Central Securities Act Section 4-5 and related implementing regulations, notice to shareholders who hold their shares on a nominee account is sent to the relevant nominees who pass on the notice to the shareholders for whom they hold shares. Shareholders must communicate with their nominees, who is responsible for conveying votes and enrolment. Nominees must according to Section 5-3 of the Norwegian Public Limited Liability Companies Act register this with the Company no later than 2 business days before 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 Norwegian Public Limited Liability 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.

This notice, other documents regarding matters to be discussed in the general meeting, including the documents to which this notice refers, as well as the Company's Articles of Association, are available on the Company's website www.photocure.com. Shareholders may contact the Company by mail, e-mail or telephone in order to request the documents in question on paper. Address: Photocure ASA, Hoffsvæien 4, 0275 Oslo, Norway, e-mail: ed@photocure.no, telephone: +47 450 55 000.

The following documents will be made available at www.photocure.com:

- This notice and the enclosed form for notice of attendance/proxy
- The Board of Directors' proposed resolutions for the items listed on the agenda
- The recommendation of the Nomination Committee
- The Board of Directors' proposed guidelines for remuneration of senior executives
- The annual accounts and annual report for the financial year 2023
- The Board of Directors' Corporate Governance Report for 2023



- The remuneration report for 2023
- Guidelines for remuneration of senior executives

Oslo, 30 April 2024
On behalf of the Board of Directors of Photocure ASA

Dylan Hallerberg
Chairman

Appendices:

- Form of registration
- Form of proxy
- Form of advance voting



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

PIN: XXXXX
REF: XXXXX

Annual general meeting of Photocure ASA will be held on Thursday 23 May 2024 at 17:00 (CEST)
The meeting will be held digitally via the general meeting portal administered by Euronext Securities Oslo

NOTICE OF ATTENDANCE

Photocure ASA
Annual general meeting 2024

Registration for the General Meeting can be done by completing and signing this registration form which has to be received by Nordea Bank Abp no later than **21 May 2024 at 23:59 (CEST)**. The registration form can be sent to the e-mail address at nis@nordea.com, or alternatively by post to Nordea Bank Abp, Norway branch, Essendrops gate 7, Postboks 1166 Sentrum, 0107 Oslo. You may also register on the website www.photocure.com or by logging in to VPS investor services by the same deadline.

A condition for participation is that the shareholder has provided his/her e-mail address on this registration form. If a shareholder registers to participate at the General Meeting electronically via VPS Investor Services, the shareholder must have registered an e-mail address with VPS Investor Services.

The undersigned will attend the annual general meeting in Photocure ASA on 23 May 2024 and (please tick):

- vote for own shares
 vote for shares in accordance with the enclosed proxy(ies)

Name of shareholder and/or proxy _____

E-mail address of the participant
(must be completed in order to participate at the general meeting) _____

If the shareholder is a company, the name of the person who will attend on behalf of the company: _____

Shareholders who wish to participate at the general meeting and request separate access for an adviser are asked to tick the box below and state the name and e-mail address of the adviser.

- The undersigned will participate at the general meeting with an adviser and a separate login for him/her is requested.

Name of the adviser _____

E-mail of the adviser _____

If a shareholder wishes to participate by proxy or with an adviser, when registering the shareholder must provide the e-mail address of the proxy/adviser, whereupon a link and a separate login to the Euronext Securities Portal, access codes (username and password) and the user guide for attendance will be sent by e-mail to the proxy/adviser. Registration of participation by proxy or adviser may only be made by submitting this form (and not by electronic registration in VPS Investor Services).

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.



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

PIN: XXXXX
REF: XXXXX

PROXY

Photocure ASA
Annual general meeting 2024

If you cannot attend the annual general meeting yourself, you may be represented by proxy. You can then use this proxy form. If you do not enter a name, then the proxy will be given to the chairperson of the board or the person whom the chairperson of the board appoints to attend on his behalf. This form must be received by Nordea Bank Abp no later than **21 May 2024 at 23:59 (CEST)**. The form can be sent to the email address at nis@nordea.com, or alternatively by post to Nordea Bank Abp, Norway branch, Essendrops gate 7, Postboks 1166 Sentrum, 0107 Oslo.

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 annual general meeting on 23 May 2024 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.

The votes shall be cast in accordance with the instructions stated below. **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.



Agenda annual general meeting 2024 – Proxy	For	Against	Abstain
1. Election of a chairperson of the meeting and a person to co-sign the minutes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Approval of notice and agenda	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Presentation of the Company's state of affairs	<i>No vote</i>		
4. Approval of the annual accounts and the annual report for the financial year 2023	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Remuneration to the board members	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Remuneration to the members of the nomination committee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Remuneration to the auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Remuneration report for senior executives	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Approval of remuneration guidelines for senior executives	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Election of board members The nomination committee's proposal in its entirety, or individual vote: - <i>Dylan Hallerberg, chairperson</i> - <i>Ghizlane Tagmouti, board member</i> - <i>Neal Shore, board member</i>	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>
11. Election of members to the nomination committee The nomination committee's proposal in its entirety, or individual vote: - <i>Robert Blatt, chairperson</i> - <i>Hans Peter Bøhn, member</i> - <i>Lars Viksmoen, member</i>	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>
12. Board authorisation to acquire own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. Board authorisations to increase the share capital 13.1 - Board authorisation no. 1 (20%) 13.2 - Board authorisation no. 1 (15%) 13.3 - Board authorisation no. 2 (incentive schemes)	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>

Name of the shareholder _____

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.



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

PIN: XXXXX
REF: XXXXX

ADVANCE VOTING

Photocure ASA
Annual general meeting 2024

If you cannot attend the annual general meeting yourself, you can cast your vote in advance by using this form. This form must be received by Nordea Bank Abp no later than **21 May 2024 at 16:00 (CEST)**. The form can be sent to the e-mail address at nis@nordea.com, or alternatively by post to Nordea Bank Abp, Norway branch, Essendrops gate 7, Postboks 1166 Sentrum, 0107 Oslo.

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.**

