

CrayoNano AS

Notice of Extraordinary General Meeting

Notice is hereby served that the Extraordinary General Meeting of CrayoNano AS ("**CrayoNano**" or the "**Company**") will be held on 3 October 2024 at 10:00 (Norwegian time).

The General Meeting will be held by way of a digital meeting on Microsoft Teams. Shareholders who wish to attend the General Meeting are therefore requested to notify the Company represented by sending an e-mail to investor@crayonano.com of this no later than 1 October 2024 at 12:00 (Norwegian time). Subsequently, the Company will circulate meeting invitations to the attending shareholders.

Agenda:

- 1. Opening and election of a chairperson and a person to co-sign the minutes**
- 2. Approval of the notice and the agenda**

The board of directors (the "**Board**") propose that the notice and the agenda is approved.

- 3. Background item - Company update and financial situation**

Reference is made to the NOTC-announcement published by the Company on 12 September 2024 where the Company provided a market, customer and company update, including an update on the critical liquidity situation.

The Company has been in a growth mode and operates in the UV-C LED component market, where products are primarily used in disinfection applications. CrayoNano has quarterly reported sales leads, design-in and revenue targets and announced through the website and social media design-wins and contracts in addition to insight into our backlog.

To date, CrayoNano is executing on the revenue plan with a backlog and accounts receivables according to previously presented sum of contracts. During the past few weeks, CrayoNano has experienced customer defaults on certain June/July shipments, partly due to customer non-payment and partly due to bankruptcy, leaving a payment shortfall.

Although these customers represent a subset of current frame contracts of the Company, these customers represent a substantial revenue and profit contribution to CrayoNano in the short term, and the non-payment from these customers has resulted in an immediate short-term liquidity situation.

The Board has over a long period taken several initiatives to support the long-term liquidity situation. Continued market deterioration and macro uncertainty resulted in the Company's efforts on raising long-term capital supporting the underlying value of the Company's assets being unsuccessful, and the Board was of the opinion that it was necessary to carry out the private placement of preference shares in the May 2024 equity raise to secure short-term funding and pursue short-term options for long-term funding of the Company. The Board of Directors, management and advisors have worked extensively since June to achieve both short and long-term viable strategic alternatives.

The Company has been able to conclude certain measures to extend the short-term liquidity to allow for the General Meeting to be conducted. The Board has also recently on the basis of a revised business plan intensified its initiatives towards the Company's shareholders, other stakeholders and potential new investors to sound the interest in participating in transactions to strengthen the Company's short- and long-term liquidity. As of the date of this notice these discussions has not led to sufficient interest to propose any transaction for the Company's shareholders to consider at the general meeting and it is highly uncertain whether it will be possible to find such solutions to be presented for

the General Meeting.

There is limited time available to solve the short-term liquidity need and a solution will most likely require resolutions by the General Meeting. In order to allow the Board to continue these discussions while having all relevant tools available, the Board will ask the General Meeting for authorizations to carry out issues of new ordinary shares and new preference shares, as well as convertible loans with conversion right into ordinary shares and preference shares. To the extent any financing solution can be reached, it will likely be necessary to deviate from the shareholders' preferential right pursuant to the Companies Act sections 10-4 and 11-4.

The Board accordingly proposes that the General Meeting approves board authorizations with maximum size and flexibility as permitted under the Companies Act, including the ability to deviate from the shareholders' preferential right pursuant to the Companies Act sections 10-4 and 11-4.

The Board will also explore alternatives to sell the Company's assets, including the Company's IPR, which will require a resolution by the General Meeting.

On this background, the Board also proposes that the General Meeting provides the Board with a mandate to sell all or parts of the Company's assets, including its IPR, to the extent permissible and (in the discretion of the Board) in the best interest of the shareholders to preserve shareholder value.

It is highly uncertain if any of the above-mentioned activities will succeed and there is a risk that there is no basis for continued operation.

4. Authorisation to increase the share capital

On the basis of the above, the Board proposes that the General Meeting passes the following resolution to authorize the Board to increase the share capital:

- (i) The Board is authorized pursuant to the Companies Act section 10-14 (1) to increase the Company's share capital by up to NOK 386,837.*
- (ii) The authority may be used to issue ordinary shares and/or preference shares for such purposes as the Board finds appropriate.*
- (iii) The authority shall remain in force until the next annual general meeting of the Company, however in no event longer than 30 June 2025.*
- (iv) The pre-emptive rights of the shareholders under section 10-4 of the Companies Act may be set aside.*
- (v) The authority covers capital increases against contributions in cash, the right to incur special obligations for the Company, ref. section 10-2 of the Companies Act, and resolutions on mergers in accordance with section 13-5 of the Companies Act.*
- (v) With effect from the time of registration of this authority with the Norwegian Register of Business Enterprises all previous authorizations to the Board to increase the share capital are revoked.*

5. Authorization to issue convertible loans

The Board proposes that the General Meeting passes the following resolution:

- (i) The Board is authorized pursuant to the Companies Act section 11-8 to resolve to take up convertible loans with an aggregate principal amount of up to NOK 220 million. Subject to this aggregate amount limitation, the authority may be used on more than one occasion.*
- (ii) The loans can be converted into ordinary shares or preference shares of the Company.*

- (iii) *Upon conversion of loans taken up pursuant to this authorization, the Company's share capital may be increased by up to NOK 386,837 (subject to adjustments in the conversion terms resulting from changes to the Company's capital).*
- (iv) *The authority shall remain in force until the next annual general meeting of the Company, however in no event longer than 30 June 2025.*
- (v) *The pre-emptive rights of the shareholders under section 11-4 cf. section 10-4 of the Companies Act may be set aside.*

6. Mandate to sell assets

Based on the Board's assessment the underlying value of the Company's assets is significantly higher than the debt of the Company, meaning that the balance is not insufficient. The Board may on that basis explore the possibility of selling some or all of the Company's assets if deemed in the best interest of the Company and its stakeholders.

A sale of a significant part of the Company's assets may contradict the Company's objectives pursuant to its articles of association. Thus, the Board proposes that the General Meeting provides the Board with a mandate to conclude any asset-based transactions regardless of whether any such transactions are in contradiction of the Company's objective pursuant to the articles of association.

The Board proposes that the General Meeting passes the following resolution

"The Board is mandated to explore opportunities to enter into, and to conclude, transactions involving disposal of all or parts of the Company's assets, including but not limited to Intellectual Property Rights (IPR), even if such transaction may be deemed to constitute a breach of the Company's objectives pursuant to the articles of association, or any transaction with a similar implication."

CrayoNano AS

18 September 2024

Jo Uthus

Styrets leder / Chairman of the Board of Directors

Appendix:

1. Proxy form
2. Attendance slip

Appendix 1 Proxy Form

PROXY FORM

As the owner of _____ shares in CrayoNano AS I/we hereby appoint

The chairman of the board of directors

_____ (insert name)

as my/our proxy to represent and vote for my/our shares at the Extraordinary General Meeting of CrayoNano AS to be held on 3 October 2024.

If none of the alternatives above has been ticked the chairman of the board will be considered appointed as proxy. If the chairman of the board has been appointed as proxy, the chairman of the board can appoint another member of the board or the management to represent and vote for the shares covered by the proxy.

If the shareholder so desires and the chairman of the board has been appointed as proxy, the voting instructions below can be filled in and returned to the Company. The shares will then be voted in accordance with the instructions.

Voting instructions:

Resolution	Vote for	Vote against	Abstain
1. Opening and election of a chairperson and a person to co-sign the minutes			
2. Approval of notice of meeting and agenda			
3. Background item – company and financial update	No voting		
4. Authorization to increase share capital			
5. Authorization to issue convertible loans			
6. Mandate to sell assets			

If voting instructions are given the following applies:

- If the box "Vote for" has been ticked, the proxy is instructed to vote for the proposal in the notice, with any changes suggested by the board of directors, the chairman of the board or the chairperson of the meeting. In case of changes in the proposals included in the notice, the proxy can at his/her own discretion abstain from voting the shares.
- If the box "Vote against" has been ticked, this implies that the proxy is instructed to vote against the proposal in the notice, with any changes suggested by the board, the Chairman of the Board or the chairman of the meeting. In case of changes in the proposals included in the notice, the proxy can, at his/her discretion, abstain from voting the shares.
- If the box "Abstain" has been ticked, the proxy is instructed to abstain from voting the shares.
- If none of the boxes has been ticked, the proxy is free to decide how to vote the shares.
- In respect of elections, the instructions are only valid for voting in respect of elections of the candidates who have been listed in the proxy form.
- In respect of a vote over matters that are not included on the agenda, and which may validly come before the meeting, the proxy is free to decide how to vote the shares. The same applies for votes over formal matters, such as election of the chairperson of the meeting, voting order or voting

procedure.

- If a shareholder has inserted another person than the chairman of the board as proxy, and wants to give such person instructions on voting, this is a matter between the shareholder and the proxy. In such a situation, the company does not undertake any responsibility to verify that the proxy votes in accordance with the instructions.

Signature: _____ *

Name of signer: _____ (block letters)

Shareholder: _____ (block letters)

Place/date: _____

Please send the proxy to CrayoNano att. Thomas Dobbertin/Investor Relations. By post; **CrayoNano AS, Sluppenvegen 6, 7037 Trondheim** or preferably by email **investor@crayonano.com** later than 1 October 2024 at 12:00 (Norwegian time).

* If the proxy is given on behalf of a company or other legal entity, relevant evidence of authority must be attached to evidence that the person signing the proxy form is properly authorized.

Appendix 2 Attendance slip

ATTENDANCE SLIP – EXTRAORDINARY GENERAL MEETING

The undersigned shareholder will attend CrayoNano AS's Extraordinary General Meeting to be held on 3 October 2024 at 10:00 (Norwegian time) and cast vote for

_____ own shares, and

_____ other shares according to power(s) of attorney.

In total: _____ shares.

It is kindly requested that the attendance slip is returned to the Company no later than 1 October 2024 at 12:00 (Norwegian time).

Attendance slip should preferably be sent on e-mail to investor@crayonano.com, alternatively by post to **CrayoNano AS, Sluppenvegen 6, 7037 Trondheim**, att. Thomas Dobbertin/Investor Relations.

Place, date: _____, _____

Shareholder: _____ (in block letters)

E-mail: _____

Phone: _____

Signature: _____

If the attending shareholder is a legal entity, a power of attorney should be signed by the legal entity's legal representative that authorizes the person to attend unless the authorized representative attends.

If you have any questions, please contact:

Jo Uthus

Chairman of the Board

Phone: [+47 72 90 98 60](tel:+4772909860)

Mail: investor@crayonano.com