

Notice of annual general meeting in TOMRA Systems ASA

TOMRA Systems ASA will hold its annual general meeting on Thursday 23 April 2026 at 17:30 CEST as a digital meeting. Login and registration will open at 16:30 CEST.

The Board of Directors has decided that the annual general meeting will be held as a digital meeting. No physical meeting will take place. Shareholders are invited to participate in the meeting, vote and ask written questions using smartphones, tablets, computers or similar electronic devices. For further information about digital participation, TOMRA Systems ASA refers to the information included in the Notice, also published on the company's website www.tomra.com.

THE FOLLOWING MATTERS SHALL BE DEALT WITH:

1. Opening of the annual general meeting by the chairperson of the Board of Directors, or the one he appoints. Registration of attending shareholders, including shareholders represented by proxy (no voting).
2. Election of the chairperson of the meeting.
3. Election of one person to sign the minutes of the annual general meeting together with the chairperson of the meeting.
4. Approval of the notice of the meeting and the agenda.
5. Report by the management on the status of the company and the Group (no voting).
6. Approval of the annual accounts and the annual report for 2025 for the company and the Group. The Board of Directors proposes a dividend of NOK 2.15 per share for 2025.
7. Consideration of report on remuneration of senior executives.
8. Consideration of the Board of Directors' statement on corporate governance (no voting).
9. Election of shareholder elected members of the Board of Directors.
10. Election of members of the nomination committee.
11. Determination of remuneration for the Board of Directors.
12. Determination of remuneration for the nomination committee.
13. Call for board member share ownership.
14. Approval of remuneration for the auditor.
15. Power of attorney regarding acquisition and disposal of treasury shares.
16. Power of attorney to carry out directed share capital increases for acquisitions and mergers.
17. Articles of association change, article 2.

INFORMATION ON SHAREHOLDERS' RIGHTS, INCLUDING HOW SHAREHOLDERS MAY PARTICIPATE AND VOTE AT THE ANNUAL GENERAL MEETING

Shares in the company and the right to vote for shares

On the date of this notice there are 296 040 156 issued shares in the company. The company's articles of association do not contain any restrictions on voting rights. Each share gives the right to one vote at the annual general meeting, cf. the Securities Trading Act section 5-9, second paragraph, nevertheless voting rights may not be used for shares held by the company itself or its subsidiaries. Shareholders are entitled to attend the annual general meeting and exercise voting rights by attending in person or by proxy.

A shareholder has the right to cast votes for the number of shares owned five working days prior to the annual general meeting – 16 April 2026 (the record date). Owners of shares held through a custodian must additionally ensure that the company is notified separately, see below.

Shareholders' rights

The shareholders' right to add items to the agenda of the annual general meeting has expired, cf. the Public Limited Liability Act section 5-11 second sentence.

A shareholder may put forward proposals for resolutions relating to matters that are due to be covered at the annual general meeting.

A shareholder may require Board members and the general manager to give available information concerning circumstances that may affect the judgment of:

1. approval of the annual accounts and the annual report;
2. matters submitted to the shareholders for resolution/approval; and
3. the company's financial position, including business activities in other companies of which the company has an involvement in, and other matters to be dealt with by the annual general meeting, apart from information that cannot be disclosed without causing disproportionate damage to the company.

In the event that it is necessary to collect information and therefore said request for information cannot be met at the annual general meeting, a written reply shall be drafted within two weeks after the annual general meeting. The reply shall be made available to the shareholders at the business premises of the company and shall be sent to every shareholder that has requested such information. If the reply is regarded as essential to the judgment and consideration of the matters listed in the paragraph 1-3 above, the reply shall be sent to every shareholder with a known address.

Advance voting and voting by proxy

Shareholders wishing to vote in advance or by proxy, may notify the company by using the attached proxy with the procedures and within the deadlines specified therein. Submitting the proxy may also be done electronically as described in the attached proxy form.

Digital participation

By participating digitally, shareholders will receive a live webcast from the annual general meeting, the opportunity to ask written questions, and vote on each of the matters. Shareholders do not need to register to participate, but in order to be able to vote during the annual general meeting, you must be logged in to the technical solution when the chairperson of the meeting lists the attending shareholders. Login opens one hour before the start of the meeting. Logins after meeting has started will receive access, but with no voting rights.

Shareholders who have voted in advance or given a power of attorney may participate digitally in the annual general meeting but will not have the opportunity to vote on the matters.

Digital participation takes place at <https://dnb.lumiconnect.com/>. Click on the link or copy the link address to your browser to attend the annual general meeting. TOMRA Systems ASA meeting ID will be 100-452-843-736.

Secure identification of the shareholders is done by using the unique reference number and PIN code that is assigned to each shareholder and proxy in the Norwegian Registry of Securities (VPS) for the annual general meeting.

Further information and guidance on digital participation is available at:
<https://www.tomra.com/investor-relations/annual-general-meeting>.

Shares held in custodian accounts

According to the Public Limited Liability Companies Act § 1-8, as well as regulations on intermediaries covered by the Central Securities Act § 4-5 and related implementing regulations, notice is sent to custodians who pass on to shareholders for whom they hold shares. Shareholders must communicate with their custodians, who is responsible for conveying votes, proxies or enrollment. Custodians must according to Section 5-3 of the Public Limited Liability Companies Act register this with the company no later than two working days before the annual general meeting – 21 April 2026.

In accordance with the company's articles of association article 6, the following documentation is available at the company's website <https://www.tomra.com/investor-relations/annual-general-meeting>:

- This notice and attached form for proxy
- The Board of Directors' proposal for the annual accounts and the annual report for 2025, which includes the corporate governance statement, and the auditor's report
- The Board of Directors' Report on remuneration of senior executives
- The nomination committee's proposal
- The company's articles of association with proposed amendments

Shareholders who wish to receive the aforementioned documentation by regular mail, may contact the company at telephone number +47 66 79 91 00 or investor.relations@tomra.com.

27 March 2026

TOMRA Systems ASA
The Board of Directors

DETAILED ACCOUNTS ON AND PROPOSAL FOR RESOLUTIONS IN CERTAIN MATTERS ON THE ANNUAL GENERAL MEETING IN TOMRA SYSTEMS ASA 23 APRIL 2026

Matter 6: Approval of the annual accounts and the annual report for 2025 for the company and the Group. The Board of Directors proposes a dividend of NOK 2.15 per share for 2025

The annual report consisting of the annual accounts, director's report and auditor's report for 2025, is available on the company's website.

The Board of Directors proposes that the annual general meeting passes the following resolution:

«The annual report and annual accounts for 2025 are approved. An ordinary dividend of NOK 2.15 per share shall be distributed. Eligible for dividend for a share is the one being owner of the share by the end of 23 April 2026. The shares will be traded on Oslo Stock Exchange excluding dividend as from 24 April 2026.»

The dividend shall be paid from 19 May 2026.

Matter 7: Consideration of report on remuneration of senior executives

The report on remuneration of senior executives has been made available at TOMRA's website. The report shall be discussed by the annual general meeting and be subject to a non-binding vote.

The Board of Directors proposes that the annual general meeting passes the following resolution:

«The annual general meeting endorse the report on remuneration of senior executives.»

Matter 9: Election of shareholder elected members of the Board of Directors

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

«The following persons are elected to the board from the annual general meeting in 2026 up to the next annual general meeting in 2027:

*Chair: Johan Hjertonsson (re-elected)
Board member: Bodil Sonesson (re-elected)
Board member: Pierre Couderc (re-elected)
Board member: Erik Osmundsen (re-elected)
Board member: Kathleen Wantz-O'Rourke (new)»*

Matter 10: Election of members of the nomination committee

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

«The following persons are elected to the nomination committee from the annual general meeting in 2026 up to the next annual general meeting in 2027:

*Chair: Rune Selmar (re-elected)
Member: Tine Fosslund (re-elected)
Member: Jacob Chris Lassen (re-elected)
Member: Christian Berg (new)»*

Matter 11: Determination of remuneration for the Board of Directors

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

«The following remuneration structure and rates apply from the annual general meeting in 2026 up to the next annual general meeting in 2027:

*Chair of the Board of Directors: NOK 1 560 000 (NOK 1 500 000 last term)
External board members: NOK 780 000 (NOK 750 000 last term)
Employee elected board members: NOK 351 000 (NOK 337 500 last term)*

*Chair of the audit and sustainability committee: NOK 192 500 (NOK 185 000 last term)
External board members: NOK 140 500 (NOK 135 000 last term)*

*Chair of the compensation committee: NOK 81 000 (NOK 78 000 last term)
External board members: NOK 50 000 (NOK 48 000 last term)*

*Chair of the Horizon committee: NOK 81 000 (NOK 78 000 last term)
External board members: NOK 50 000 (NOK 48 000 last term)»*

Matter 12: Determination of remuneration for the nomination committee

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

«The following remuneration structure and rates apply from the annual general meeting in 2026 up to the next annual general meeting in 2027:

*Chair of the nomination committee: NOK 130 500 (NOK 125 500 last term)
Committee members: NOK 87 250 (NOK 84 000 last term)»*

Matter 13: Call for board member share ownership

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

«From the annual general meeting in 2026 up to the next annual general meeting in 2027, external board members are required to purchase TOMRA shares equal to 20% of their annual gross board fee. The requirement no longer applies once the value of the shareholding equals two-year gross board fee. Guidelines for purchase and eventual sale of shares are established by management.»

Matter 14: Approval of remuneration for the auditor

The Board of Directors proposes that the annual general meeting passes the following resolution:

«The auditor's fee for financial audit and sustainability limited assurance invoiced for 2025, corresponded to our pre-approved agreement and has subsequently been paid.»

Matter 15: Power of attorney regarding acquisition and disposal of treasury shares

The current power of attorney, given to the Board at last year's annual general meeting, to acquire treasury shares up to a total par value of NOK 500 000, expires at the annual general meeting.

The Board of Directors suggests a renewal of this power of attorney to acquire and dispose up to 1 000 000 treasury shares. The Board of Directors requests that shares bought may be utilized for the Group's share purchase program for employees.

The Board of Directors proposes that the annual general meeting passes the following resolution:

«In accordance with the Public Limited Liabilities Act section 9-4 the Board of Directors is hereby granted authority to acquire and dispose of treasury shares. The power of attorney remains in force until the next annual general meeting.

The company may acquire shares up to a total par value of NOK 500 000.

The price paid for each share may not be less than NOK 50 or higher than NOK 500.

Treasury shares may only be disposed of in order to carry out the share purchase program for the Group's employees.

The power of attorney will enter into force once it is registered by the Norwegian Register of Business Enterprises.»

Matter 16: Power of attorney to carry out directed share capital increases for acquisitions and mergers

The Board of Directors has in recent years been authorized to carry out share capital increases by private placements of newly issued shares and as compensation for acquisitions and mergers. The current power of attorney expires at this annual general meeting. The Board of Directors proposes granting a new power of attorney to enable the Board of Directors to carry out such actions in the future as well.

The Board of Directors proposes that the annual general meeting passes the following resolution:

«The Board of Directors is hereby authorized to increase the share capital by up to NOK 14 802 008 – equivalent to up to 10% of the current share capital – by subscription of new shares. The power of attorney may only be employed in connection with mergers and acquisitions of companies or businesses. The shareholder's pre-emptive rights pursuant to the Public Limited Liability Companies Act section 10-4 may be disapplied. The power of attorney encompasses non-cash share contributions and the right to assume special obligations on the company, as well as a decision on a merger. The power of attorney shall be valid until the next annual general meeting in the company. If the power of attorney is utilized, the Board of Directors may amend section 4 of the articles of association accordingly.»

Matter 17: Articles of association change, article 2

The Board of Directors proposes that article 2 of the articles of association (the purpose clause) be amended so that the business description is updated and the Board of Directors has the flexibility to organize the company as needed. The articles of association with the proposed changes have been published on the company's website.

The Board of Directors proposes that the general meeting passes the following resolution:

«Article 2 of the articles of association is amended to read:

The company's goal is to create and supply sensor-based solutions for optimal resource productivity, making sustainability profitable within the business streams of reverse vending, recycling, and food, or business adjacent to these. The business may be conducted directly by the company or through wholly or partly owned subsidiaries, as well as in cooperation with other companies. The company may also engage in other business activities.»