

Invitation to Extraordinary General Meeting of Desert Control AS

Date: 13 October 2023
Time: 10:00 CEST

Notice is hereby served that an Extraordinary General Meeting of Desert Control AS, (the "**Company**") will be held on 13 October 2023 at 10:00 hours.

The board of directors has decided that the Extraordinary 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 questions (in writing) using smartphones, tablets, computers or similar electronic devices. For further information about digital participation, the Company asks that you refer to the information included with the notice of meeting and also published at <https://www.desertcontrol.com/>.

The general meeting will be opened by the chairperson of the board of directors, Knut Nesse, or a person appointed by the board of directors cf. Section 5-12 of the Norwegian Private Limited Liability Companies Act. The person opening the general meeting will record attendance of present shareholders and representatives.

The following matters are on the agenda:

1. Election of a chairperson for the meeting and a person to co-sign the minutes
2. Approval of the notice and the agenda
3. Private placement
4. Election of board members
5. Authorisation for share capital increase related to repair offering

Shareholders are entitled to participate in the extraordinary general meeting, either personally or by a proxy of their choice. No special registration is required for the digital meeting. Registration occurs upon login. The PIN code and reference number provided in the attached registration and proxy authorisation form must be entered. Shareholders or proxies must be logged in before the chairperson of the meeting can record their attendance.

Shareholders wishing to participate and vote by proxy may submit the proxy authorisation form electronically via Euronext Securities Oslo ("**ESO**", formerly "VPS") Investortjenester or via ordinary post to SpareBank 1 SR-Bank ASA, Drift Verdipapirtjenester. The form should be received no later than 11 October 2023 at 16:00 CEST. Shareholders may authorise proxies with voting instructions. The registration and proxy authorisation form has been included with the notice but can also be found at the Company's website, <https://www.desertcontrol.com/>.

Desert Control AS is a private limited company subject to the rules of the Norwegian Private Limited Companies Act. As of the date of this notice, the Company has issued 42 326 789 shares, each of which represents one vote. As of the date of this notice, the Company holds no own shares. No votes may be exercised for such shares.

A nominee is not entitled to vote for shares registered on a nominee account in ESO, cf. the Norwegian Public Limited Act section 4-10, cf. the Norwegian Private Limited Liability Companies Act section 4-4. Shareholders, who hold their shares on a nominee account in ESO, and who wish to vote for such shares must transfer the shares to a securities account in ESO held in their own name prior to the general meeting 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 have the right to propose resolutions under the matters to be addressed by the general meeting.

A shareholder may require that the chief executive officer and board members that are present at the general meeting provide available information at the general meeting about matters that 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 addressed 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.

The notice calling the general meeting has been sent to all shareholders with known address. The 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. Documents relating to matters to be considered by the general meeting may be sent free of charge to shareholders upon request.

The following documents will be available at the Company's website:

- This notice and the enclosed form for notice of attendance/proxy
- The board of directors' proposed resolutions for the annual general meeting for the items listed on the agenda
- Guide for online participation

The address to the Company's website is <https://www.desertcontrol.com/>

Sandnes, 29 September 2023

On behalf of the board of directors of Desert Control AS

Sincerely,

Knut Nesse
Chairperson of the Board of Directors, Desert Control AS

Appendices:

1. Form of registration/Form of proxy
2. Guide for online participation
3. Proposed resolutions for the annual general meeting
 - Appendix 1: Revised articles of association

Ref no:

PIN code:

Notice of Extraordinary General Meeting

Meeting in Desert Control AS will be held on 13 October 2023 at 10:00 CEST. Virtual.

The shareholder is registered with the following amount of shares at summons: _____ and vote for the number of shares owned per
Record Date: 6 October 2023

IMPORTANT MESSAGE:

The Extraordinary General Meeting will be held as a digital meeting only, with no physical attendance for shareholders.

Please log in at <https://dnb.lumiagm.com/150240946>

You must identify yourself using the reference number and PIN code from ESO that you will find in investor services (Corporate Actions – General Meeting – ISIN) or sent you by post on this form (for non-electronic actors) Shareholders can also get their reference number and PIN code by contacting SpareBank 1 SR-Bank, Drift Verdpapirservice by phone +47 468 27 650 (8:00-a.m. to 3:30 p.m.) or by e-mail dvt@sr-bank.no.

On the Company's web page <https://www.desertcontrol.com/> You will find an online guide describing more in detail how you as a shareholder can participate in the Virtual meeting.

Shareholders are encouraged to register attendance, proxy or instructions within 11 October 2023 at 16:00 hours CEST

Notice of attendance

Shareholders are only allowed to participate online and no pre-registration is required. Shareholders must be logged in before the meeting starts.

If you are not logged in before the general meeting starts, you will not be able to attend. Log in starts an hour before.

Shareholders who do not wish to participate online can give proxy to another person.

Proxy without voting instructions for Extraordinary General Meeting of Desert Control AS

Ref no:

PIN code:

Proxy should be registered through the Company's website <https://www.desertcontrol.com/> or through VPS Investor Services.

For granting proxy through the Company's website, the above-mentioned reference number and PIN code must be stated.

In ESO Investor Services chose *Corporate Actions - General Meeting – ISIN*.

Investor Services can be accessed either through <https://www.euronextvps.no/> or your account operator.

Alternatively you may send this form by e-mail to dvt@sr-bank.no, or by regular Mail to SpareBank 1 SR-Bank ASA, Drift Verdpapirtjenester, P.O. Box 250, 4068 Stavanger, Norway. The proxy must be received no later than **11 October 2023 at 16:00 CEST. The form must be dated and signed in order to be valid.**

If you do not state the name of the proxy holder, the proxy will be given to the Chair of the Board of Directors or an individual authorised by him or her.

The undersigned

hereby grants (tick one of the two)

- the Chair of the Board of Directors (or a person authorised by him or her), or
- _____ (NB: Proxy holder must send an e-mail to dvt@sr-bank.no for log in details)
(Name of proxy holder in capital letters)

proxy to attend and vote for my/our shares at the Extraordinary General Meeting of Desert Control AS on 13. October 2023.

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

Proxy with voting instructions for Extraordinary General Meeting in Desert Control AS.



If you are unable to attend the meeting, you may 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 Proxy holders, submit a Proxy without voting instructions and agreed directly with the proxy holder how votes should be cast.

Proxies with voting instructions to Chair of The Board of Directors cannot be submitted electronically, and must be sent to dvt@sr-bank.no (scanned form) or by regular Mail to SpareBank 1 SR-Bank ASA, Drift Verdipapirtjenester, P.O. Box 250, 4068 Stavanger, Norway. The form should be received no later than **11 October 2023 at 16:00 CEST**.

Proxies with voting instructions must be dated and signed to be valid.

The undersigned: _____ **Ref no:** _____

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 Desert Control AS on 13 October 2023.

The votes shall be exercised in accordance with 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 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 Extraordinary General Meeting 2023		For	Against	Abstention
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 the notice and the agenda	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	Private placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	Election of board members	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	Authorisation for share capital increase related to reparation offering	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

GUIDE FOR ONLINE PARTICIPATION DESERT CONTROL AS 13 OCTOBER 2023

Desert Control AS will hold an extraordinary general meeting on 13 October 2023 at 10:00 CEST as a digital meeting, where you get the opportunity to participate online with your PC, phone or tablet. Below is a description of how to participate online.

We also point out that you also can vote in advance or give a proxy before the meeting. See the notice for further details on advance voting and how to authorize a proxy. If you vote in advance or give a proxy, you can still log on to the general meeting to follow and ask questions, but you will not have the opportunity to vote on the items.

By participating online, shareholders will receive a live webcast from the general meeting, the opportunity to ask written questions, and vote on each of the items. Secure identification of shareholders is done by using the unique reference number and PIN code assigned to each shareholder by the Norwegian Central Securities Depository (**Euronext VPS**) in relation to this General Meeting.

No registration is required for shareholders who want to participate online, and shareholders **must be logged in before the general meeting starts**. Log ins after meeting has started will receive access, but with no voting rights.

Shareholder who do not find their reference number and PIN code for access, or have other technical questions is welcome to call DNB Registrars Department on phone + 47 23 26 80 20 (between 08:00-15:30)

HOW TO ACCESS THE ONLINE GENERAL MEETING

To be able to participate online, you must go to the following website: <https://dnb.lumiagm.com>

either on your smartphone, tablet or PC. All major known browsers, such as Chrome, Safari, Edge, Firefox etc. are supported.

enter Meeting ID: **150-240-946** and click **Join**:

Alternatively put direct link in your browser <https://dnb.lumiagm.com/150240946>

You must then identify yourself with.

a) Ref. number from VPS for the general meeting

b) PIN code from VPS for general meeting

Once you have logged in, you will be taken to the information page for the general meeting. Here you will find information from the company, and how this works technically. **Note that you must have internet access throughout the meeting. If you for some reason log off, just log in again following steps above.**

HOW TO RECEIVE YOUR REFERENCE NUMBER AND PIN CODE

All shareholders registered in the VPS are assigned their own unique reference and PIN code for use in the General Meeting, available to each shareholder through VPS Investor Services. Access VPS Investor Services, select Corporate Actions, General Meeting. Click on the ISIN and you can see your reference number (Ref.nr.) and PIN code.

All VPS directly registered shareholders have access to investor services either via <https://www.euronextvps.no> or internet bank. Contact your VPS account operator if you do not have access.

Shareholders who have not selected electronic corporate messages in Investor Services will also receive their reference number and PIN code by post together with the summons from the company (on registration form).

Custodian registered shareholders: Shares held through Custodians (nominee) accounts must exercise their voting rights through their custodian. Please contact your custodian for further information.

HOW TO VOTE



VOTING

When items are available for voting, you can vote on all items as quickly as you wish. Items are closed for voting as the general meeting considers them. Items will be pushed to your screen. Click on the vote icon if you click away from the poll.

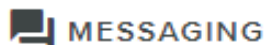
To vote, press your choice on each of the issues. FOR, AGAINST or ABSTAIN. Once you have cast your vote, you will see that your choice is marked. You also get a choice where you can vote jointly on all items. If you use this option, you can still override the choice on items one by one if desired.

To change your vote, click on another option. You can also choose to cancel. You can change or cancel your vote until the chair of the meeting concludes the voting on the individual items. Your last choice will be valid.

NB: Logged in shareholders who have voted in advance or given a power of attorney will not have the opportunity to vote but can follow and write messages if desired.



QUESTIONS TO THE CHAIRPERSON



MESSAGING

Questions or messages relating to the items on the agenda can be submitted by the shareholder or appointed proxy at any time during the meeting as long as chair of the meeting holds this open.

If you would like to ask a question relating to the items on the agenda, select the messaging icon.

Enter your question in the message box that says "Ask a Question". When you have finished writing your question, click on the submit button.

Questions submitted online will be moderated before going to the chair. This is to avoid repetition of questions as well as removal of inappropriate language.

All shareholders who submit questions will be identified with their full names, but not holding of shares.

Desert Control AS**Proposed resolutions for the annual General Meeting 13 October 2023****Item 1 Election of a chairperson of the meeting and a person to co-sign the minutes**

The Board of Directors proposes that Jon Fredrik Johansen, representative of the Company's external legal advisor Advokatfirmaet Selmer AS, is elected as chairperson of the meeting, and that a person present is elected to co-sign the minutes.

Item 2 Approval of the notice and the agenda

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

"The notice and the agenda, which were sent to all shareholders with a known address on 29 September 2023, are approved."

Item 3 Private placement

The Company announced in a stock exchange announcement 28 September 2023 that the board of directors of the Company has decided to carry out a private placement (the "**Private Placement**") of 10,000,000 new shares (the "**New Shares**") in the Company at a subscription price of NOK 6.75 per share. Arctic Securities AS and Pareto Securities AS have assisted the Company with the Private Placement (the "**Managers**").

Annual accounts, annual report and auditor's report for Desert Control are available at the Company's website www.desertcontrol.com and for review at the Company's business office.

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

"The Company's share capital is increased pursuant to the Norwegian Private Limited Liability Companies Act section 10-1 on the following terms:

1. *The share capital is increased by NOK 30,000 by issue of 10,000,000 new shares, each with a par value of NOK 0.003.*
2. *The subscription price is NOK 6.75 per share.*
3. *The new shares may be subscribed for by the Managers (on behalf of investors who have been allocated shares in the Private Placement) in accordance with the distribution as set out in the list attached hereto as annex 1. The pre-emptive right for subscription of shares for existing shareholders pursuant to the Norwegian Public Limited Liability Companies Act § 10-4 is set aside, cf. § 10-5.*
4. *Subscription of shares shall be made in a separate subscription form within 27 October 2023.*
5. *Contribution for the shares shall be settled no later than 27 October 2023 by cash payment. The share contribution may not be used by the Company prior to registration of the share capital increase, ref. the Norwegian Private Limited Liability Companies Act section 10-13 (2).*
6. *The shares will give right to dividend from the time of registration of the share capital increase with the Norwegian Register of Business Enterprises.*
7. *The estimated amount of expenses related to the share capital increase is approx. NOK 2.7 million.*
8. *With effect from the registration of the share capital increase with the Norwegian Register of Business Enterprises, section 4 of the articles of association is amended to reflect the share capital and total number of shares after the share capital increase."*

Item 4 Election of board members

The Board of Directors proposes that the general meeting elect James Thomas as a new board member. Through Woods End Interests LLC, Thomas is the largest participant in the Private Placement and will, following the issuance of the shares in the capital increase, hold an ownership stake of approximately 8.5% in the Company.

James Thomas has over 30 years of experience in finance and investment across various sectors and domains. He began his career at Goldman Sachs in London and is now the majority owner of Ithaca Marine. He has also served on the

boards of more than 20 companies that have conducted multiple initial public offerings, repeated stock issuances, and numerous mergers and acquisitions.

“James Thomas is elected as a new board member in addition to the current board of directors, with a term lasting until the regular general meeting in 2024.

The board of directors thus consists of:

- *Knut Nesse (chairman)*
- *Kristian Peter Olesen*
- *Geir Hjellvik*
- *Martin Røed Ødegaard*
- *Maryne Lemvik*
- *James Thomas”*

Item 5 Authorisation for share capital increase related to repair offering

Reference is made to item 3 above for a description of the Private Placement.

In order to be able to ensure that existing shareholders, who were not allocated shares in the Private Placement and who are not resident in a jurisdiction where such offering would be unlawful, or would in jurisdictions other than Norway require a prospectus, a registration or similar action, are given the opportunity to subscribe for shares at the same price as the investors in the Private Placement, it was at the board meeting 28 September 2023 resolved by the board that it should be facilitated for a repair offering (the "**Repair Offering**") carried out towards existing shareholders who have not been allocated shares in the Private Placement. The board of directors proposes an issuance of up to 2,222,222 new shares with a subscription price of NOK 6.75 in the Repair Offering.

The board intends to implement the Repair Offering, unless the trading price of the Company's shares over time is lower than the subscription price in the Private Placement and a subsequent repair offering hence becomes redundant, which is subject to the sole discretion of the Company's board of directors.

The Repair Offering will, if implemented, be directed towards the Company's existing shareholders as of 28 September 2023, as registered in the Euronext Securities ("**ESO**", formerly VPS) on 2 October 2023 (the "**Record Date**"), who were not allocated shares in the Private Placement. Eligible shareholders will receive non-transferable subscription rights corresponding to their shareholding at the Record Date. Over-subscription will be permitted. Subscription without subscription rights will not be allowed.

It is referred to the description under item 3 on the agenda for a description of matters that are of significance when subscribing shares in the Company.

Annual accounts, annual report and auditor's report for Desert Control are available at the Company's website www.desertcontrol.com and for review at the Company's business office.

The board proposed that the general meeting makes the following resolution:

1. *"The board of directors is hereby authorised to execute one or more share capital increases by issuing in total up to 2,222,222 shares with a nominal value of NOK 0.003. The total amount by which the share capital may be increased is NOK 6,666.666*
2. *The authorisation may be used to carry out a repair offering towards shareholders in the Company as of 28 September 2023, as registered in the ESO on 2 October 2023 (the "**Record Date**"), who were not allocated shares in the private placement carried out on 28 September 2023.*
3. *The authorisation is valid until 31 December 2023.*
4. *Existing shareholders pre-emptive right to subscribe for shares according to Section 10-4 of the Norwegian Private Limited Liability Companies Act may be set aside.*
5. *The authorisation does not include increase of share capital with contribution in kind or right to incur special obligations upon the Company, ref. the Norwegian Private Limited Liability Companies Act section 10-2.*

6. *The authorisation does not include resolution on merger pursuant to the Norwegian Private Limited Liability Companies Act section 13-5.*
7. *The general meeting authorises the board of directors to amend the Company's articles of association concerning the share capital and number of shares when the authorisation is used."*

Vedtekter / Articles of Association
for
Desert Control AS

Offisiell utgave (Norsk)

The English language version of this document is an office translation of the original Norwegian text. In case of discrepancies, the Norwegian text shall prevail.

VEDTEKTER

(vedtatt ved generalforsamling 13. oktober 2023)

ARTICLES OF ASSOCIATION

(adopted by the general meeting on 13 October 2023)

§ 1 Foretaksnavn

Selskapets foretaksnavn er Desert Control AS.

§ 1 Company Name

The Company name is Desert Control AS.

§ 2 Forretningskontor

Selskapets forretningskontor er i Sandnes kommune.

§ 2 The Company's registered office

The company's registered office is in the municipality of Sandnes.

§ 3 Virksomhet

Selskapets virksomhet er å utvikle, produsere, markedsføre og selge produktet «Liquid Natural Clay» (LNC), utstyr og tjenester; direkte og indirekte til en rekke globale markeder; eksempelvis jordbruk, ørkenbekjempelse, bygrøntanlegg, parker, golfbaner, og til industrier som har bruk for LNC. Selskapet kan også kjøpe og selge aksjer.

§ 3 Company business

The company's business is to develop, manufacture, market and sell Liquid Natural Clay (LNC), equipment and services; directly and indirectly to a variety of global markets; for example, agriculture, desertification, urban green spaces, parks, golf courses, and to industries that need LNC. The company can also buy and sell shares.

§ 4 Aksjekapital

Selskapets aksjekapital er NOK 156 980,367 fordelt på 52 326 789 aksjer, hver pålydende NOK 0,003,-.

§ 4 Share Capital

The company's share capital is NOK 156 980,367, divided into 52,326,789 shares, each with a nominal value of NOK 0.003.

§ 5 Selskapets styre

Selskapets styre skal bestå av fem til syv medlemmer.

§ 5 Board of directors

The company's board of directors shall consist of five to seven members.

§ 6 Aksjenes omsettelighet

Selskapets aksjer er fritt omsettelige. Erverv av aksjer er ikke betinget av samtykke fra selskapet, og aksjeeierne har ikke forkjøpsrett ved overdragelse av aksjer.

§ 6 Negotiability of shares

The company's shares are freely negotiable. Acquisition of shares is not subject to consent from the company, and shareholders do not have rights of first refusal upon transfer of shares.

§ 7 Verdipapirregister

Selskapets aksjer skal være registrert i et verdipapirregister.

§ 7 Securities registry

The company's shares shall be registered in a securities registry.

§ 8 Ledelse

Selskapets firma tegnes av styrets leder alene eller daglig leder alene.

§ 8 Management

The chair of the board alone or the chief executive officer alone may sign on behalf of the company.

Styret kan meddele prokura.

The board may grant powers of procuration.

§ 9 Utsendelse av dokumenter og forhåndsstemming**§ 9 Distribution of documents and advance voting**

Dokumenter som gjelder saker som skal behandles på generalforsamlingen trenger ikke sendes til aksjeeierne dersom dokumentene er gjort tilgjengelige for aksjeeierne på selskapets nettsider. Dette gjelder også dokumenter som etter lov skal inntas i eller vedlegges innkallingen til generalforsamlingen.

Aksjeeierne skal kunne avgi sin stemme skriftlig, herunder ved bruk av elektronisk kommunikasjon, i en periode før generalforsamlingen.

§ 10 Ordinær generalforsamling

Selskapets ordinære generalforsamling skal behandle følgende:

1. Godkjenning av årsregnskapet og årsberetningen, herunder utdeling av utbytte.
2. Styrets erklæring om fastsettelse av lønn og annen godtgjørelse til ledende ansatte.
3. Andre saker som i henhold til lov eller vedtektene hører under generalforsamlingen.

Documents relating to matters which shall be considered at the general meeting need not be sent to the shareholders if the documents are made available to the shareholders on the company's websites. This also applies for documents which according to law shall be included in or attached to the notice to the general meeting.

Shareholders may submit their votes in writing, including by use of electronic communication, in a period prior to the general meeting.

§ 10 Ordinary general meeting

The company's ordinary general meeting shall consider the following:

1. Approval of the annual accounts and annual report, including distribution of dividend.
2. The board of directors' declaration on stipulation of salaries and remuneration for executive employees.
3. Other matters which according to law or articles of association shall be dealt with by the general meeting.