

**NOTICE OF EXTRAORDINARY GENERAL MEETING IN  
THIN FILM ELECTRONICS ASA**

Notice is hereby given that an Extraordinary General Meeting of Thin Film Electronics ASA (the "**Company**") will take place:

**23 October 2019 at 12:00 hours  
at Advokatfirmaet Ræder AS, Dronning Eufemias gate 11 in Oslo, Norway**

At the date of the instant notice the Company's registered share capital amounts to NOK 128,905,877.87 divided into 1,171,871,617 shares with par value per share of NOK 0.11.

Each share gives the right to one vote at the Company's General Meeting. At the date of the instant notice the Company does not hold its own shares. The Company's Articles of Association are available at [www.thinfilmnfc.com](http://www.thinfilmnfc.com).

If you wish to attend the Extraordinary General Meeting in person or by proxy, we ask that you submit the enclosed Notice of Attendance/Power of Attorney form to: DNB Bank ASA, Verdipapirtjenester, no later than 21 October 2019 at 12:00 noon CET. The Notice of Attendance/Power of Attorney form provides more information about attendance, voting etc. Each shareholder may be accompanied by one adviser and the adviser may speak on behalf of the shareholder at the Extraordinary General Meeting. Furthermore, shareholders have the right to request information from the board members and the managing director in accordance with Section 5-15 of the Norwegian Public Limited Companies Act (the "**PLCA**").

The instant notice with attachments and other documents related to the Extraordinary General Meeting are available at [www.thinfilmnfc.com](http://www.thinfilmnfc.com) or can be requested from the Company at no charge from [info@thinfilm.no](mailto:info@thinfilm.no).

The Extraordinary General Meeting will consider and resolve the following matters. For the avoidance of doubt, it is noted that any shareholder has the right to put forward alternative resolutions on the various agenda items.

**1. Registration of shareholders present, in person or by proxy. Election of a person to chair the Meeting and a person to sign the minutes**

The Chairman of the Board of Directors (the "**Board**") of the Company, Mr. Morten Opstad, will open the Extraordinary General Meeting. The Board proposes that Mr. Morten Opstad shall be elected to chair the meeting.

**2. Approval of the notice and the agenda of the Meeting**

**3. Share consolidation and amendment to the Company's Articles of Association**

Continuing obligations of Oslo Børs provide as a listing requirement a minimum trading price of NOK 1 per listed share. As of the date immediately preceding this notice, the closing price of the Company's shares was NOK 0.23 per share, as reported by Oslo Børs. On this background, the Board proposes that the Extraordinary General Meeting resolves a 150:1 share consolidation, so that 150 shares, each having a par value of NOK 0.11, are consolidated into one (1) share, having a par value of NOK 16.5.

In order for the share consolidation to be carried out, the total number of shares in the Company must be dividable by 150. In case the number of shares in the Company at the time of the

resolution on the share consolidation is not dividable by 150, the Board proposes a Board authorization to increase the share capital by way of share issue towards Marc O'Polo Norge AS to the extent necessary to make the total number of shares dividable by 150. Shareholders who do not own a number of shares that is dividable by 150 will be rounded upwards, free of charge, so that they have a number of shares dividable by 150, by way of transfer of shares from other shareholders (hereunder the new shares issued to Marc O'Polo Norge AS hereunder) and / or the Company. To the extent the rounding upwards of shares result in the number of outstanding shares being in excess of the registered number of shares in the Company, the Board is authorized to delete such surplus shares in the VPS.

The share consolidation shall be carried out with immediate effect 7 trading days after the date of the Extraordinary General Meeting or such later date as determined by the Board.

The Board proposes that the Extraordinary General Meeting passes the following resolution regarding share consolidation, amendment to the Articles of Association and Board authorization:

### 3.1 Board authorization to issue shares in connection with share consolidation

*The Board of Directors of Thin Film Electronics ASA ("the Company") is authorized to carry out a share capital increase by issuing a number of shares with a maximum total nominal value of NOK 9.13. Moreover, under no circumstances shall the number of shares that may be issued by the Board collectively under agenda sections 3 and 5 (sub-sections 5.1, 5.2 and 5.3 combined) exceed 50 per cent of the share capital at the time this authorization is resolved. Any and all previous authorizations given to the Board to issue shares shall be, and hereby are, withdrawn with effect from the date this authorization is registered with the Register of Business Enterprises.*

*The authorization may be used in connection with the share consolidation proposed in section 3.2 and to the extent necessary to make the total number of shares in the Company dividable by 150. The authorization does not comprise share capital increases in connection with mergers, cf. Section 13-5 in the PLCA. To the extent the rounding upwards of shares result in the number of outstanding shares being in excess of the registered number of shares in the Company, the Board is authorized to delete such surplus shares in the VPS.*

*Existing shareholders waive their preemptive right to subscribe for shares according to Section 10-4 of the PLCA in event of a share capital extension as authorized herein.*

*Payment of share capital in connection with a share capital increase authorized herein may be made by way of non-cash contributions and other special subscription terms, as provided in Section 10-2 of the PLCA.*

*The authorization shall be valid until the 2020 Annual General Meeting, but not beyond 30 June 2020.*

*The new shares, which may be subscribed for according to this authorization, shall have right to dividends declared subsequent to the subscriber having paid the subscription price and the associated share capital increase having been registered in the Company Registry. In other respects, the shares shall have shareholder rights from the time of issuance, unless the Board otherwise determines.*

### 3.2 Share consolidation and amendment to the Articles of Association

*The Company's shares are consolidated so that one hundred and fifty (150) shares, each having a par value of NOK 0.11, are consolidated into one (1) share, having a par value of NOK 16.5. The composition of the Company's share capital shall therefore be changed*

*from 1,171,871,617 shares, each having a par value of NOK 0.11, to 7,812,478 shares, each having a par value of NOK 16.5.*

*The share consolidation shall be carried out with effect 7 trading days after the date of the Extraordinary General Meeting or such later date as determined by the Board.*

*Section 4 of the Company's Articles of Association shall be amended to reflect the resolution in this section 3: "The Company's share capital is NOK 128,905,887 divided into 7 812 478 shares each having a par value of NOK 16.5."*

*By reason of the share consolidation, the number of outstanding warrants and subscription rights in the Company and the consideration for the shares to be issued in the Company upon exercise of such warrants and subscription rights shall be adjusted accordingly.*

#### **4. Issuance of warrants**

The Board proposes an issuance of warrants in the form of independent subscription rights in accordance with Section 11-12 of the PLCA to certain owners of strategic intellectual property rights and related assets for use within the Thin Film group's R2R factory as consideration for the purchase of such rights and assets.

As the Company announced in its strategic update on 12 September 2019, the Company has shifted its strategic focus to the San Jose roll-to-roll factory. Since the Company's restructuring in March 2019, it has been actively evaluating strategic alternatives to find new commercially viable applications for the San Jose-based roll-to-roll line and how to maximize the value of the assets and technology. Throughout this process the factory's combination of capabilities, including roll-based production, robust metal foil substrate handling, materials and process knowhow, and print expertise, were found to be relevant to market needs for a broad range of applications within flexible large-area electronics. However, at this time, one application stands out as a unique and differentiated path to fully leverage the scale and technology of the Company's assets. This new strategic focus for the Company addresses the lack of economic scale with NFC relative to the capacity of the installed roll-to-roll line, that led to the factories' pause earlier in the year. In order to reach economic production, NFC volumes were required to reach multiple billions of units per year in a market that was still in its infancy. The Company's strategic focus will be in a new market and product application that is a much better match to the Company's production capabilities and desire to fully utilize the capacity of the Company's factory. It is the Company's strategic intent to pursue an aggressive growth strategy to maximize the value of the Company's roll-to-roll production technology and factory and to move toward operating cash flow break even through accretive acquisitions of strategic intellectual property rights and related assets that address this new product application for the Company.

The proposal entails a deviation from the shareholders' preferential rights to subscribe for warrants pursuant to Section 11-13 of the PLCA. The Board has concluded that the Company may deviate from the shareholders preferential rights, emphasizing the use of warrants or subscription rights as a tool for securing strategic intellectual property rights and related assets for use in the Group's business operations, including within the San Jose, CA factory of its US subsidiary, Thin Film Electronics, Inc.

The Board proposes the following resolution by the Extraordinary General Meeting:

*The Company shall issue warrants in accordance with Section 11-12 of the PLCA to certain owners of strategic intellectual property rights and related assets for use within the Thin Film group's R2R factory as consideration for the purchase of such rights and assets.*

*Each warrant shall entitle the holder to demand the issuance of one share in the Company; provided, however, that in the event the Company's share capital or number*

*of shares is changed by way of a capitalization issue, stock split, stock consolidation etc., the maximum number of warrants (see next paragraph) that may be issued in accordance with this section 4, and the consideration for the shares to be issued in the Company upon exercise of the warrants, shall be adjusted accordingly and rounded downwards to the nearest whole number.*

*The number of warrants which may be issued shall be a minimum number of one (1) subscription right and a maximum number of 1,015,181 warrants (taking into account the share consolidation proposed in section 3); provided, however, that the number of issued and outstanding warrants pursuant to the resolution in this section 4 shall not exceed 11.5 per cent of the number of shares in the Company as of the date of this resolution (inclusive, however, of the shares that may be issued upon exercise of the warrants granted herein).*

*The warrants must be subscribed for at the latest the day before the 2020 Annual General Meeting, but not beyond 30 June 2020.*

*The warrants will be granted in exchange for strategic intellectual property rights and related assets.*

*The warrants shall be exercisable and subject to a vesting schedule dependent on the achievement of certain agreed upon technological milestones.*

*In connection with the issuance of warrants, and the exercise of any of the warrants and the resulting share capital increase in the Company, the existing shareholders waive their preferential right to subscribe for warrants or shares, as the case may be, according to Section 11-13 of the PLCA.*

*As consideration for the shares to be issued in the Company upon exercise of the warrants hereunder, the holders of the warrants shall pay to the Company a sum per share, equal to the par value of the share at the time of exercise. Payment may be done by way of non-cash contributions and other special subscription terms, as provided in Section 10-2 of the PLCA.*

*No warrants may be exercised beyond the 5-year anniversary of the date of this resolution. In connection with the issuance of warrants, the Company may provide terms and conditions for exercise, as well as imposing restrictions on the sale and transfer of shares issued upon exercise of the warrants.*

*Any shares that are issued by the Company under this resolution shall carry right to dividends declared subsequent to the subscriber having paid the subscription price and the associated share capital increase having been registered in the Register of Business Enterprises. All other shareholder rights associated with these shares, hereunder those referenced in Section 11-12 (2) no.9 of the PLCA, shall attach from the date of issuance of the said shares.*

## **5. Amendment and increase of Board authorization to issue new shares**

Reference is made to the 28 May 2019 Annual General Meeting's resolution to authorize the Board to issue new shares. The Board authorization is limited to 10% of the registered share capital at the time of the authorization.

The Board finds it appropriate to propose an increase of the Board authorization to issue shares in private placements and / or rights issues so that the Board may be authorized to issue shares up to 50% of the Company's share capital and that said authorization also shall apply in connection with acquisitions of companies, or assets of other companies, with related activities and / or mergers with companies with related activities.

By expanding the purposes of the Board authorization and authorizing the Board to increase the Company's share capital by up to 50%, the Board would be given flexibility to make further strategic acquisitions and investments, and to raise funds in order to strengthen the Company's working capital and balance sheet for its operations and in financing acquisitions and/or mergers when the Board deems it necessary. Therefore, the Board finds it appropriate to propose an increase of the Board authorization utilizing the full scope of Section 10-14 of the PLCA.

On this background, the Board proposes the following resolution:

5.1 Board Authorization to issue shares in Private Placements:

1. *The Board of Directors of Thin Film Electronics ASA ("the Company") is authorized to carry out one or more share capital increases by issuing a number of shares with a maximum total nominal value of NOK 64,452,938.935 (representing 50 per cent of the share capital of the Company at the time this authorization is resolved). Moreover, under no circumstances shall the number of shares that may be issued by the Board collectively under agenda sections 3 and 5 (sub-sections 5.1, 5.2 and 5.3 combined) exceed 50 per cent of the share capital at the time this authorization is resolved. Any and all previous authorizations given to the Board to issue shares (other than the authorization in agenda section 3.1 and the other authorizations in this agenda section 5) shall be, and hereby are, withdrawn with effect from the date this authorization is registered with the Register of Business Enterprises.*
2. *The authorization may be used in connection with private placements and share issues to suitable investors (which may include existing and/or new shareholders, hereunder employees in the Company and/or its subsidiaries) to raise additional capital for the Company. The authorization does not comprise share capital increases in connection with mergers, cf. Section 13-5 of the PLCA.*
3. *In the event the Company's share capital or the nominal value of the shares is changed by way of a capitalization issue, share split, share consolidation etc., the maximum nominal value of the shares that may be issued under this authorization shall be adjusted accordingly.*
4. *Existing shareholders waive their preemptive right to subscribe for shares according to Section 10-4 of the PLCA in event of a share capital extension as authorized herein.*
5. *The Board is authorized to decide upon the subscription terms, including issue price, date of payment and the right to sell shares to others.*
6. *Payment of share capital in connection with a share capital increase authorized herein may be made by way of non-cash contributions and other special subscription terms, as provided in Section 10-2 of the PLCA.*
7. *The General Meeting authorizes the Board to amend the Company's Articles of Association concerning the size of the share capital when the instant authorization is used.*
8. *The authorization shall be valid until the 2020 Annual General Meeting, but not beyond 30 June 2020.*
9. *The new shares, which may be subscribed for according to this authorization, shall have right to dividends declared subsequent to the subscriber having paid the subscription price and the associated share capital increase having been registered in the Register of Business Enterprises. In other respects, the shares shall have*

*shareholder rights from the time of issuance, unless the Board otherwise determines.*

10. *Shares that are not fully paid cannot be transferred or sold.*

## 5.2 Board Authorization to issue shares in Rights Issues:

1. *The Board of Directors of Thin Film Electronics ASA ("the Company") is authorized to carry out one or more share capital increases by issuing a number of shares with a maximum total nominal value of NOK 64,452,938.935 (representing 50 per cent of the share capital of the Company at the time this authorization is resolved). Moreover, under no circumstances shall the number of shares that may be issued by the Board collectively under agenda sections 3 and 5 (sub-sections 5.1, 5.2 and 5.3 combined) exceed 50 per cent of the share capital at the time this authorization is resolved. Any and all previous authorizations given to the Board to issue shares (other than the authorization in agenda section 3.1 and the other authorizations in this agenda section 5) shall be, and hereby are, withdrawn with effect from the date this authorization is registered with the Register of Business Enterprises.*
2. *The authorization may be used in connection with rights issues to existing shareholders to raise additional capital for the Company. The authorization does not comprise share capital increases in connection with mergers, cf. Section 13-5 of the PLCA.*
3. *In the event the Company's share capital or the nominal value of the shares is changed by way of a capitalization issue, share split, share consolidation etc., the maximum nominal value of the shares that may be issued under this authorization shall be adjusted accordingly.*
4. *The Board is authorized to decide upon the subscription terms, including issue price, date of payment and the right to sell shares to others.*
5. *Payment of share capital in connection with a share capital increase authorized herein may be made by way of non-cash contributions and other special subscription terms, as provided in Section 10-2 of the PLCA.*
6. *The Extraordinary General Meeting authorizes the Board to amend the Company's Articles of Association concerning the size of the share capital when the instant authorization is used.*
7. *The authorization shall be valid until the 2020 Annual General Meeting, but not beyond 30 June 2020.*
8. *The new shares, which may be subscribed for according to this authorization, shall have right to dividends declared subsequent to the subscriber having paid the subscription price and the associated share capital increase having been registered in the Company Registry. In other respects, the shares shall have shareholder rights from the time of issuance, unless the Board otherwise determines.*
9. *Shares that are not fully paid cannot be transferred or sold.*

## 5.3 Board Authorization to issue shares in connection with mergers or acquisitions:

1. *The Board of Directors of Thin Film Electronics ASA ("the Company") is authorized to carry out one or more share capital increases by issuing a number of shares*

*with a maximum total nominal value of NOK 64,452,938.935 (representing 50 per cent of the share capital of the Company at the time this authorization is resolved). Moreover, under no circumstances shall the number of shares that may be issued by the Board collectively under agenda sections 3 and 5 (sub-sections 5.1, 5.2 and 5.3 combined) exceed 50 per cent of the share capital at the time this authorization is resolved. Any and all previous authorizations given to the Board to issue shares (other than the authorization in agenda section 3.1 and the other authorizations in this agenda section 5) shall be, and hereby are, withdrawn with effect from the date this authorization is registered with the Register of Business Enterprises.*

- 2. The instant authorization may be used in connection with M&A transactions. For the purpose of this section 2, M&A transactions shall mean i) acquisition of other companies with a related activity or assets of other companies with a related activity by issuance of shares in the Company as consideration to the other company or the selling shareholders and/or ii) mergers with companies with a related activity by issuance of shares in the Company as consideration to the shareholders of the other company(ies) in the merger.*
- 3. In the event the Company's share capital or the nominal value of the shares is changed by way of a capitalization issue, share split, share consolidation etc., the maximum nominal value of the shares that may be issued under this authorization shall be adjusted accordingly.*
- 4. Existing shareholders waive their preemptive right to subscribe for shares according to Section 10-4 of the PLCA in event of a share capital extension as authorized herein.*
- 5. The Board is authorized to decide upon the subscription terms, including issue price, date of payment and the right to sell shares to others. Issue price in case of capital extensions pursuant to section 2 above cannot be lower than the market price at the date of the agreement for acquisition or date of agreement of merger, which market price may be (i) the closing price at Oslo Børs on the date of the acquisition or merger agreement, as the case may be, or (ii) the closing price at Oslo Børs over a period, the length of which to be determined by the Board of Directors, preceding or subsequent to the date of the acquisition or merger.*
- 6. Payment of share capital in connection with a share capital increase authorized herein may be made by way of non-cash contributions and other special subscription terms in accordance with Section 10-2 of the PLCA.*
- 7. The Extraordinary General Meeting authorizes the Board to amend the Company's Articles of Association concerning the size of the Company's share capital when the instant authorization is used.*
- 8. This authorization shall be valid until the date of the Company's 2020 Annual General Meeting, but no later than 30 June 2020.*
- 9. The new shares, which may be subscribed for according to this authorization, shall have right to dividends declared subsequent to the payment of the subscription price by the subscriber and the registration of the associated share capital increase in the Register of Business Enterprises. In other respects, the shares shall have shareholder rights from the time of subscription, unless the Board determines otherwise.*

10. *Shares that are not fully paid cannot be transferred or sold.*

## **6. Amendment to the Articles of Association regarding the Company's business**

With slower than anticipated market adoption of *near field communications (NFC) solutions* technology, Thinfilm has been actively evaluating strategic alternatives to find new commercially viable applications for the San-Jose-based roll-to-roll line and how to maximize the value of the assets and technology. As these applications may differ from the NFC technology, it is the Company's intent to broaden the scope of the Thinfilm's business description.

The Board proposes to amend Section 2 of the Company's Articles of Association from:

*"§ 2 The company's business*

*The company's business shall be to enable Intelligence Everywhere® through near field communications (NFC) solutions, including hardware, software and integration services. These objectives may be carried out in full internally or in whole or in part externally through collaborative efforts with one or more of the company's ecosystem and commercial partners.*

To:

*"§ 2 The company's business*

*The company's business shall encompass multiple complimentary technologies, including but not limited to, enabling Intelligence Everywhere® through near field communications (NFC) solutions, including hardware, software and integration services. The company's business shall also include maximizing the value of its San Jose, California Roll-to-Roll factory's unique combination of capabilities, including roll-based production, process knowhow, and print expertise, which are relevant to market needs for a broad range of applications within flexible large-area electronics. The Company's objectives may be carried out in full internally or in whole or in part externally through collaborative efforts with one or more of the company's ecosystem and commercial partners. The Company's business may be carried out directly by the Company and/or through subsidiary companies. The Company may hold ownership positions in companies with similar activities."*

## **7. Preeti Mardia; board and remuneration**

Preeti Mardia will continue to serve on the Board until the 2020 Annual General Meeting.

Therefore, the Nomination Committee proposes that Preeti Mardia receives board remuneration equal to the other board members in amount and on terms in accordance with resolution made by the 2019 Annual General Meeting.

On this background, the Nomination Committee proposes the following resolution:

*Preeti Mardia shall receive board remuneration of USD 40,000 (or an amount in NOK equivalent thereof) for service on the Board from the date of the 2019 Annual General Meeting until the date of the 2020 Annual General Meeting, which is equal to the other board members in amount and on terms in accordance with the resolution made by the 2019 Annual General Meeting.*

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Oslo, 2 October 2019  
Thin Film Electronics ASA

Morten Opstad,  
Chairman of the Board of Directors



Ref no:

PIN code:

**Notice of Extraordinary General Meeting**

An Extraordinary General Meeting of Thin Film Electronics ASA will be held on 23 October 2019 at 12:00 noon at Advokatfirmaet Ræder AS, Dronning Eufemias gate 11, Oslo, Norway

If the above-mentioned shareholder is an enterprise, it will be represented by:

\_\_\_\_\_  
Name of enterprise's representative  
(To grant a proxy, use the proxy form below)

**Notice of attendance**

The undersigned will attend the Extraordinary General Meeting on 23 October 2019 and vote for:

A total of \_\_\_\_\_ Shares  
Own shares  
Other shares in accordance with enclosed Power of Attorney

This notice of attendance must be received by DNB Bank ASA no later than 12 noon on 21 October 2019.

**Notice of attendance may be sent electronically through the Company's website [www.thinfilmmfc.com](http://www.thinfilmmfc.com) menu item INVESTORS or through VPS Investor Services.** To access the electronic system for notification of attendance through the Company's website, the above-mentioned reference number and PIN code must be stated. It may also be sent by e-mail: [genf@dnb.no](mailto:genf@dnb.no). Regular mail to DNB Bank ASA, Registrar's Department, P.O.Box 1600 Sentrum, 0021 Oslo, Norway.

\_\_\_\_\_  
Place    Date    Shareholder's signature  
(If attending personally. To grant a proxy, use the form below)

**Proxy (without voting instructions)**

Ref no:

PIN code:

This proxy form is to be used for a proxy without voting instructions. To grant a proxy with voting instructions, please go to page 2.

If you are unable to attend the Extraordinary General Meeting in person, this proxy may be used by a person authorised by you, or you may send the proxy without naming the proxy holder, in such case, the proxy will be deemed to be given to the Chairman of the Board of Directors or a person authorised by him.

The proxy form should be received by DNB Bank ASA, Registrar's Department no later than 12 noon on 21 October 2019.

**The proxy may be sent electronically through the Company's website [www.thinfilmmfc.com](http://www.thinfilmmfc.com) menu item INVESTORS or through VPS Investor Services.** It may also be sent by e-mail: [genf@dnb.no](mailto:genf@dnb.no). Regular mail to DNB Bank ASA, Registrar's Department, P.O.Box 1600 Sentrum, 0021 Oslo, Norway.

The undersigned \_\_\_\_\_  
hereby grants (tick one of the two):

the Chairman of the Board of Directors (or a person authorised by him), or

\_\_\_\_\_  
(Name of proxy holder in capital letters)

a proxy to attend and vote for my/our shares at the Extraordinary General Meeting of Thin Film Electronics ASA on 23 October 2019.

\_\_\_\_\_  
Place    Date    Shareholder's signature  
(Signature only when granting a proxy)

With regard to rights of attendance and voting, reference is made to the Norwegian Public Limited Companies Act, in particular Chapter 5. If the shareholder is a company, the company's certificate of registration must be attached to the proxy.

**Ref no:**
**PIN code:**

## Proxy (with voting instructions)

This proxy form is to be used for a proxy with voting instructions. If you are unable to attend the Extraordinary General Meeting in person, you may use this proxy form to give voting instructions. You may grant a proxy with voting instructions to a person authorised by you, or you may send the proxy without naming the proxy holder, in which case the proxy will be deemed to have been given to the Chairman of the Board of Directors or a person authorised by him.

The proxy form must be received by DNB Bank ASA, Registrar's Department, no later than 12 noon on 21 October 2019. It may be **sent by e-mail: [genf@dnb.no](mailto:genf@dnb.no)** /regular mail to DNB Bank ASA, Registrar's Department, P.O. Box 1600 Sentrum, 0021 Oslo, Norway.

The undersigned: \_\_\_\_\_  
hereby grants (tick one of the two):

- the Chairman of the Board of Directors (or a person authorised by him), or
- \_\_\_\_\_  
Name of proxy holder (in capital letters)

a proxy to attend and vote for my/our shares at the Extraordinary General Meeting of Thin Film Electronics ASA on 23 October 2019.

The votes shall be exercised in accordance with the instructions 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 or her discretion. In such case, the proxy holder will vote on the basis of his or her reasonable understanding of the motion. The same applies if there is any doubt as to how the instructions should be understood. Where no such reasonable interpretation is possible, the proxy holder may abstain from voting.

Agenda Extraordinary General Meeting 23 October 2019		For	Against	Abstention
1	Election of chairman of the meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Approval of notice and agenda	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.1	Board authorization to issue shares in connection with share consolidation	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.2	Share consolidation and amendment of the Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Issuance of warrants	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.1	Board Authorization to issue shares in Private Placements	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.2	Board Authorization to issue shares in Rights Issues	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.3	Board Authorization to issue shares in connection with mergers or acquisitions	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	Amendment of the Articles of Association regarding the Company's business	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7	Preeti Mardia; board remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

 \_\_\_\_\_  
Place

 \_\_\_\_\_  
Date

 \_\_\_\_\_  
Shareholder's signature  
(Only for granting proxy with voting instructions)

With regard to rights of attendance and voting, reference is made to the Norwegian Public Liability Companies Act, in particular Chapter 5. If the shareholder is a company, the company's certificate of registration must be attached to the proxy.