



Scatec Solar
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NOTICE OF ANNUAL GENERAL MEETING OF SCATEC SOLAR ASA

The Board of Directors of Scatec Solar ASA (the "**Company**") hereby convenes an annual general meeting (the "**General Meeting**") on 30 April 2019 at 10:00 am (CET) at Høyres Hus, Stortingsgata 20, 0161 Oslo.

The following matters are on the agenda:

1. Opening of the meeting
2. Presentation of the record of shareholders and representatives present
3. Election of a chairman of the meeting and a person to co-sign the minutes
4. Approval of notice and agenda
5. Information about the business
6. Approval of the annual accounts and annual report for the financial year 2018
7. Consideration of the Board's report on corporate governance (no voting). The report is available at the Company's website (Corporate Governance Report 2018).
8. Approval of distribution of dividend
9. Approval of the declaration on salaries and other remuneration for senior management
 - a) Advisory guidelines
 - b) Binding guidelines
10. Approval of proposed amendments to the instructions to the Nomination Committee
11. Approval of remuneration to the Board
12. Election of Board members
13. Approval of remuneration to the members of the nomination committee
14. Election of members of the Nomination Committee
15. Approval of remuneration to the auditor
16. Authorisation to the Board to purchase treasury shares in connection with acquisitions, mergers, de-mergers or other transactions
17. Authorisation to the Board to purchase treasury shares in connection with the Company's share- and incentive programmes for employees
18. Authorisation to the Board to purchase treasury shares for the purpose of investment or for subsequent sale or deletion of such shares
19. Authorisation to the Board to increase the share capital of the Company for strengthening of the Company's equity and issue of consideration shares in connection with acquisitions of businesses within the Company's purpose
20. Authorisation to the Board to increase the share capital of the Company in connection with the Company's share- and incentive programmes for employees

There are 113,753,672 shares in the Company, and each share carries one vote. As of the date of this notice, the Company holds zero (0.00) own shares. No votes may be exercised for such shares.

Attendance at the General Meeting, either in person or by proxy, must be registered within the end of 25 April 2019. Shareholders can register attendance online through the Norwegian Securities Depository's (VPS) investor services. Attendance can also be registered by completing and submitting the registration or proxy form attached as Appendix 1 in accordance with the instructions set out in the form.

Shareholders who are unable to attend the General Meeting may authorise the Chairman (or whomever he designates) or another person to vote for its shares. Proxies may be submitted electronically through VPS investor service or by completing and submitting the registration or proxy form attached as [Appendix 1](#) in accordance with the instructions set out in the form. The proxy must be in writing, dated, signed and submitted no later than at the General Meeting. Proxy forms must be received by the Company no later than the end of 25 April 2019, unless the shareholder has registered attendance within this deadline. See the enclosed proxy form for further information on proxies. The Company is of the opinion that neither the beneficiary shareholder nor the nominee is entitled to vote for shares registered on a nominee account in the VPS, cf. the Norwegian Public Limited Act section 4-10. Shareholders must ensure that the shares are registered in the VPS account held in their own name prior to 25 April 2019 in order to be assured that it may vote for such shares at the General Meeting, cf. below regarding recording in the shareholder registry. Pursuant to the Company's articles of association, upon acquisition of shares, the right to participate and vote at the General Meeting may only be exercised if the acquisition is recorded in the shareholder registry the fifth business day prior to the General Meeting being 25 April 2019.



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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 for 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.

Information about the General Meeting and documents to be considered by the General Meeting or incorporated in the notice is posted 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 on www.scatecsolar.com:

- this notice and the enclosed form for notice of attendance/Proxy
- the Board of Directors' proposed resolutions for the General Meeting for the items listed on the agenda
- the recommendation of the Nomination Committee
- the Board of Directors' proposed annual accounts and annual report for the financial year 2018
- the Board of Directors' Corporate Governance Report 2018
- the Board of Directors' declaration on salaries and other remuneration for executive management 2018
- the Sustainability Report 2018

Oslo, 28 March 2019
The Board of Directors of Scatec Solar ASA

Enclosure:
Notice of Attendance/Proxy



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REGISTRATION FORM

The undersigned shareholder will participate in the General Meeting of Scatec Solar ASA (the "**Company**"), 30 April 2019:

Name of shareholder _____

Representative for shareholder (if a corporation) _____

Place Date Signature

If the shareholder is a corporation, a company certificate or other valid documentation (e.g. board resolution) showing that the undersigned may sign on behalf of the shareholders shall be enclosed. Shareholders who wish to grant a proxy shall (only) complete the proxy form. The form may be sent to: Nordea Bank Abp, filial i Norge, Issuer Services, Postboks 1166 Sentrum, 0107 OSLO, e-mail address nis@nordea.com, or facsimile +47 22 48 63 49, marked "Scatec Solar". **Notification of attendance at the General Meeting, either in person or by proxy, must be received by Nordea within the end of 25 April 2019.**

PROXY FORM WITHOUT VOTING INSTRUCTIONS

This proxy form shall be used for granting proxies without voting instructions and to register the proxy's attendance at the General Meeting of Scatec Solar ASA (the "**Company**"), 30 April 2019. If you want to provide voting instructions, please use the form for proxy with voting instructions.

The undersigned shareholder hereby authorises _____ to attend and vote for my/our shares at the General Meeting. If the name of the proxy holder is not stated, the proxy shall be deemed granted to the Chairman of the board (or whoever the Chairman of the Board authorises). Neither the Company nor the Chairman of the board (or whoever the Chairman 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 Chairman of the board (or whoever the Chairman 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.

Name of shareholder _____

Representative for shareholder (if a corporation) _____

Place Date Signature

If the shareholder is a corporation, a company certificate or other valid documentation (e.g. board resolution) showing that the undersigned may sign on behalf of the shareholders shall be enclosed. The form may be sent to: Nordea Bank Abp, filial i Norge, Issuer Services, Postboks 1166 Sentrum, 0107 OSLO, e-mail address nis@nordea.com, or facsimile +47 22 48 63 49, marked "Scatec Solar". **Notification of attendance at the General Meeting, either in person or by proxy, must be received by Nordea within the end of 25 April 2019.**



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PROXY FORM WITH VOTING INSTRUCTIONS

This proxy form shall be used for granting proxies with voting instructions and to register the proxy's attendance at the General Meeting of Scatec Solar ASA (the "**Company**"), 30 April 2019.

The undersigned shareholder hereby authorises _____
to attend and vote for my/our shares at the General Meeting. If the name of the proxy holder is not stated, the proxy shall be deemed granted to the Chairman of the Board (or whoever the Chairman of the Board authorises). Neither the Company nor the Chairman of the Board (or whoever the Chairman 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 Chairman of the board (or whoever the Chairman 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.

Name of shareholder _____

Representative for shareholder (if a
corporation) _____

Place Date Signature

If the shareholder is a corporation, a company certificate or other valid documentation (e.g. board resolution) showing that the undersigned may sign on behalf of the shareholders shall be enclosed. The form may be sent to: Nordea Bank Abp, filial i Norge, Issuer Services, Postboks 1166 Sentrum, 0107 OSLO, e-mail address nis@nordea.com, or facsimile +47 22 48 63 49, marked "Scatec Solar". **Notification of attendance at the General Meeting, either in person or by proxy, must be received by Nordea within the end of 25 April 2017.** Please note that **no indication (i.e. no box has been crossed off) on any matter on the agenda will be deemed as a vote in favor of the motion as included in the notice**, however so that the proxy holder decides the vote to the extent a motion from the floor, a motion in addition to or instead of the proposals included in the notice to the General Meeting is made. If the voting instruction is unclear, the proxy holder will exercise his power of attorney based on a for the proxy holder reasonable assessment of the instruction. If such assessment is not possible, the proxy holder may abstain from voting.



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Agenda	For	Against	Blank
3. Election of chairman of the meeting and a person to co-sign the minutes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Approval of notice and agenda	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Approval of the annual accounts and annual report for the financial year 2018	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Approval of distribution of dividends	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Approval of the declaration on salaries and other remuneration for senior management			
a. Advisory vote is held for precatory guidelines	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b. Approval of binding guidelines	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Approval of proposed amendments to the instructions to the Nomination Committee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Approval of remuneration to the Board of Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Election of Board members	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. Approval of remuneration to the members of the Nomination Committee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. Election of members of the nomination committee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. Approval of remuneration to the Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16. Authorisation to the Board to purchase treasury shares in connection with acquisitions, mergers, de-mergers or other transactions	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17. Authorisation to the Board to purchase treasury shares in connection with the Company's incentive programmes for employees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
18. Authorisation to the Board to purchase treasury shares for the purpose of investment or for subsequent sale or deletion of such shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
19. Authorisation to the Board to increase the share capital of the Company for strengthening of the Company's equity and issue of consideration shares in connection with acquisitions of businesses within the Company's purpose	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
20. Authorisation to the Board to increase the share capital of the Company in connection with the Company's incentive programmes for employees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>