



**NOTICE OF ANNUAL GENERAL MEETING
IN
SPECTRUM ASA**

**24 May 2019 at 10:00 am CET
at Karenslyst Allé 11 in Oslo**

The Annual General Meeting in Spectrum ASA (the “**Company**”) is hereby convened on 24 May 2019 at 10:00 am CET in the offices of the Company at Karenslyst Allé 11, 6th floor, in Oslo.

All of the appendices to this notice are not enclosed to the paper version of the notice, but are made available on www.spectrumgeo.com. Upon request from a shareholder, the Company will mail the appendices to the shareholder free of charge.

The Board of Directors of the Company has decided to convene an Annual General Meeting to consider the matters described below.

The following matters are on the agenda:

1. Opening of the General Meeting by the chairman of the Board of Directors, Pål Stampe. Registration of attending shareholders and attorneys (no voting).
2. Election of chairperson and person to co-sign the minutes together with the chairperson.
3. Approval of the notice and the agenda. *The Board proposes that the General Meeting approves the notice and the agenda.*
4. a) Approval of the 2018 Annual Report and financial statements (see appendix 1). *The Board proposes that the General Meeting resolves to approve the 2018 Annual Report and the financial statements and to distribute a dividend of NOK 1.50 per share, totalling NOK 82,177,654.50. If the proposal is adopted the dividend will be paid to shareholders as of 24 May 2019. Consequently, as from 27 May 2019 the shares will be quoted on the Oslo Stock Exchange exclusive of dividend.*
b) Approval of power of attorney to the Board of Directors to resolve to distribute dividend (see appendix 1).

5. Approval of the auditor's remuneration (see annual report note 7). *The Board proposes that the General Meeting approves the auditor's fee for 2018 as set out in note 7 to the Annual Accounts of 2018.*
6. Election of members to the Board of Directors (see appendix 3). *The Board proposes that the General Meeting re-elects members to the Board of Directors in accordance with the proposal from the Nomination Committee.*
7. Election of members to the Nomination Committee (see appendix 3). *The Board proposes that the General Meeting elects members to the Nomination Committee in accordance with the proposal from the Nomination Committee.*
8. Approval of remuneration to the Board of Directors, the Audit Committee and the Compensation Committee (see appendix 3). *The Board proposes that the General Meeting approves the remuneration to the Board of Directors, the Audit Committee and the Compensation Committee in accordance with the proposal from the Nomination Committee.*
9. Approval of remuneration to the Nomination Committee (see appendix 3). *The Board proposes that the General Meeting approves the remuneration to the Nomination Committee in accordance with the proposal from the Nomination Committee.*
10. Statement from the Board of Directors on salary and other remuneration to senior executives (see appendix 2): (i) The Board's principles for salaries to senior executives (advisory vote) (ii) as well as approval of continuation of the guidelines related to the Company's share option scheme as adopted in 2014 (and subsequently adjusted). *The Board of Directors proposes that the General Meeting supports the statement from the Board of Directors on salary and other remuneration to senior executives and approves the continuation of the guidelines related to the Company's share option scheme as adopted in 2014 (and subsequently adjusted).*
11. Power of Attorney to the Board of Directors to increase the share capital in the Company – general (see appendix 4).
12. Power of Attorney to the Board of Directors to increase the share capital in the Company – share option scheme (see appendix 5).
13. Power of Attorney to the Board of Directors to increase the share capital in the Company – issuance of convertible loan (see appendix 6).
14. Power of Attorney to acquire own shares (see appendix 7).
15. Statement regarding Corporate Governance (see the Annual Report in Appendix 1). *The Board of Directors proposes that the General Meeting duly notes the Company's statement for Corporate Governance.*

The Notice and its appendices, including proposals for resolutions in matters on the agenda, are available on the Company's home page: <http://www.spectrumgeo.com>, cf. the Public Limited Companies Act section 5-11b no. 3. The Notice has been prepared in Norwegian and English version. In the event of any inconsistencies, the Norwegian version prevails.

The shareholders may contact the Company: address; Karenslyst Allé 11, 0278 Oslo, or at email address Marte.HeleneNergaard@spectrumgeo.com.

Oslo, 26 April 2019

The Board of Directors in Spectrum ASA

Pål Stampe

Chairman

Appendices:

1. 2018 Annual Report and financial statements and power of attorney to the Board of Directors to resolve to distribute dividend.
2. The Board of Directors' statement on salary and other remuneration to senior executives.
3. Recommendation from the Nomination Committee with regard to election of Board of Directors and Nomination Committee, and compensation.
4. Power of Attorney to the Board of Directors to increase the share capital in the Company – general.
5. Power of Attorney to the Board of Directors to increase the share capital in the Company – share option scheme.
6. Power of Attorney to the Board of Directors to increase the share capital in the Company – issuance of convertible loans.
7. Power of Attorney to acquire own shares.
8. Notice of participation in the General Meeting.
9. Power of Attorney to vote at the General Meeting.

About Spectrum ASA

Spectrum ASA is a Norwegian public limited company subject to the provisions in the Public Limited Liability Companies Act. Spectrum ASA has a share capital of NOK 54 785 103 divided into 54 785 103 shares, each with a face value of NOK 1. Each share casts 1 vote in the General Meeting of the Company. The shares have equal rights also in all other respects. On the date of this notice, the Company holds no treasury shares.

The shareholders' right to attend and right of speech at the General Meeting:

All shareholders in Spectrum ASA have the right to attend the General Meeting, either in person or by attorney. In addition, the shareholders have the right to bring an adviser. Those shareholders who wish to attend the General Meeting are asked to give notice of such attendance to the Company within 23 May 2019 by submitting the form in Appendix 8 to the Notice. Those shareholders who wish to meet by an attorney are encouraged to use the proxy in Appendix 9 to the Notice. Shareholders have the right of speech at the General Meeting and may also grant the right of speech to one advisor.

The shareholders' right to have questions addressed at the General Meeting:

The shareholders have the right to put items on the agenda of the General Meeting. Such item shall be put forward in writing to the Board of Directors no later than 7 days before the latest date of issue of the notice calling the General Meeting. It is a requirement that each such item shall be accompanied with a justification or a draft resolution to be adopted by the General Meeting. If the notice calling the General Meeting has already been issued, a new notice shall be issued provided that the deadline for issuing the notice has not expired. A shareholder is also entitled to propose resolutions in relation to items already on the agenda of the General Meeting.

The shareholders' right to information

The shareholders have the right to demand that members of the Board of Directors and the General Manager (CEO) at the General Meeting provide available information regarding circumstances which may affect the assessment of (i) approval of the annual accounts and annual report (ii) matters submitted to the shareholders for a resolution, and (iii) the Company's financial position, including such position of companies in which the Company holds an interest, as well as other matters to be dealt with by the General Meeting, unless the information requested may not be provided without disproportionate damage to the Company.

Appendix 1

ITEM 4a: APPROVAL OF THE 2018 ANNUAL REPORT AND FINANCIAL STATEMENTS

2018 Annual Accounts, Director's Report and Auditor's Report are published at

www.spectrumgeo.com

ITEM 4b): Power of attorney for the Board of Directors to resolve to distribute dividend

It is proposed that the Board of Directors is granted a power of attorney to resolve to distribute dividend on the terms set out in the proposed resolution below.

The reason for the proposal is to enable the Board of Directors to distribute dividend on a continuing basis if the Board of Directors deems this appropriate based on the Company's situation.

The Board of Directors proposes that the General Meeting adopts the following resolution:

- (i) The Board of Directors is granted a power of attorney pursuant to the Public Limited Liability Companies Act section 8-2, second paragraph, to resolve to distribute dividend on the basis of the Company's annual accounts of 2018.*
- (ii) The power of attorney is valid until the Company's Annual General Meeting in 2020, expiring at the latest on 30 June 2020.*

ITEM 10: STATEMENT FROM THE BOARD OF DIRECTORS ON SALARY AND OTHER REMUNERATION TO SENIOR EXECUTIVES

STATEMENT FROM THE BOARD OF DIRECTORS ON SALARY AND OTHER REMUNERATION TO SENIOR EXECUTIVES

At the 2019 Annual General Meeting, the Board of Spectrum ASA will submit the following declaration on the determination of salaries and other compensation to senior executives pursuant to the Public Limited Companies Act section 6-16a, based on the group's guidelines for compensation to senior executives.

The Board determines the salary and other compensation for the CEO, and establishes guidelines for such schemes when they apply to other senior executives.

Guidelines for remuneration and other benefits to senior executives for the previous and the next financial year

General:

The remuneration schemes shall be based on the following principles;

1. The salary and remuneration shall be motivating and competitive with schemes in comparable companies.
2. The salary and remuneration shall aim at stimulating long term value creation in the Company.
3. The remuneration system should be flexible and be modified when necessary.
4. The salary and remuneration shall be in accordance with statutory regulations.
5. The salary and remuneration shall be fair, transparent and non-discriminatory.

Regular comparisons with equivalent positions externally are made to adjust the salary level to market conditions. Management conditions are otherwise determined by the CEO.

Guidelines for 2018:

For the period 1st January until 31st December 2018, the senior executives were defined as Rune Eng (CEO), Jan Schoolmeesters (COO), Richie Miller (EVP MC North South America), Graham Mayhew (EVP MC Africa and Mediterranean Middle East), Ian Edwards (EVP MC North-West Europe and Asia Pasific), Svein Staaen (General Counsel), Neil Hodgson (EVP Geoscience), and Mike Mellen (EVP Seismic Imaging). Henning Olset (CFO) retired and left the senior executive group 30th November 2018. He was replaced by Dean Zuzic who joined the senior executive group from 1st December. The senior executive group consisted therefor of 9 persons by 31st December 2018.

In the Extraordinary General Meeting held on 30th November 2010 a bonus scheme for employees in Spectrum was approved. This bonus scheme allowed up to 6,000,000 options to be issued each with the right to issue one share in the Company. In the Extraordinary General Meeting held on 13th November 2012 the maximum number of share options to be issued was extended to 8,000,000. In the Annual General Meeting 23rd May 2014 the limit for the option program was further increased from 8 million options to 10 million options.

The option program primarily covers the senior executives but also other employees outside this group. The company's obligations can either be settled through acquisition of own shares, payment of cash or in other means. As of 1st January 2019, 4,426,250 were active and outstanding based on the option program.

A bonus scheme for 2018 was proposed by the Remuneration Committee and accepted by the Board of Directors. According to this bonus scheme the bonuses to the senior executives will be computed based on accomplishment of key performance indicators. These indicators will for the CEO be determined by the Board. For 2018 the total accrued bonus for the Spectrum group is \$3,400,000.

The notice periods for the CEO, CFO and COO are 6 months respectively.

There is established a pension scheme on behalf of CEO, CFO, COO and General Counsel where they are eligible for 8% of the annual fixed salary to a defined contribution pension scheme. Other senior executives that fulfill the requirements are eligible to join the Company's defined contribution pension plan, under which a fixed sum based on salary is paid into a separate entity.

All payments due are recognized as expenses in the period they are incurred.

Spectrum ASA 2018				
	Salaries and other benefits	Share options*	Post Employment pension benefits	Total
Rune Eng, CEO & President	(998)	(206)	(44)	(1,248)
Henning Olset, CFO **	(431)	-	(25)	(456)
Dean Zuzic, CFO **	(25)	(93)	-	(118)
Jan Schoolmeesters, COO	(660)	(347)	(27)	(1,034)
Svein Olav Staaen, General Counsel	(350)	(57)	(20)	(427)
Total Spectrum ASA	(2,464)	(703)	(116)	(3,283)

Spectrum Group 2018				
	Salaries and other benefits	Share options*	Post employment pension benefits	Total
Total Spectrum ASA	(2,464)	(703)	(116)	(3,283)
Richie Miller, EVP MC, Americas	(407)	(13)	(18)	(438)
Graham Mayhew, EVP MC, Africa and Mediterranean and Middle East	(288)	(18)	-	(306)
Ian Edwards, EVP MC, Asia Pacific and NW Europe	(353)	(61)	-	(414)
Mike Mellen, EVP Seismic Imaging	(379)	(34)	(17)	(430)
Neil Hodgson, EVP Geoscience	(261)	(33)	(18)	(312)
Total Spectrum Group	(4,152)	(862)	(168)	(5,182)

Spectrum ASA 2017				
	Salaries and other benefits	Share options*	Post Employment pension benefits	Total
Rune Eng, CEO & President	(514)	(212)	(39)	(765)
Henning Olset, CFO	(316)	(31)	(23)	(370)
Jan Schoolmeesters, COO	(354)	(106)	(24)	(484)
Svein Olav Staaen, General Counsel	(243)	(25)	(12)	(280)
Total Spectrum ASA	(1,427)	(374)	(97)	(1,898)

Spectrum Group 2017				
	Salaries and other benefits	Share options*	Post employment pension benefits	Total
Total Spectrum ASA	(1,427)	(374)	(97)	(1,898)
Richie Miller, EVP MC, Americas	(288)	(47)	(17)	(352)
Graham Mayhew, EVP MC, Africa and Mediterranean and Middle East	(270)	(23)	-	(293)
Ian Edwards, EVP MC, Asia Pacific and NW Europe	(264)	(43)	-	(307)
Mike Ball, EVP Data Processing ***	(194)	(19)	(12)	(225)
Mike Mellen, EVP Seismic Imaging ***	(124)	(31)	(2)	(157)
Neil Hodgson, EVP Geoscience	(222)	(34)	(16)	(272)
Total Spectrum Group	(2,788)	(571)	(144)	(3,504)

* Share options expense - not options vested in the year.

**2018 Executive Management Team

Henning Olset retired and left the EXT Group 30 November, full year salary included in table.

Dean Zuzic was appointed as CFO and to the Executive Management team 1 December.

***2017 Executive Management Team

Mike Ball retired and left the EXT Group 17 July when he was replaced by Mike Mellen.

Mike Mellen was appointed as EVP Seismic Imaging and to the Executive Management team 17 July.

Guidelines for 2019:

A bonus scheme based on the same principles as described above will be continued for the senior executives and other employees. The size of the bonus in relation to annual fixed salary will be determined with regard to each employee.

Adjustment of guidelines for the share option program for senior executives:

New guidelines for the share option program for senior executives including increased limit were approved by the shareholders in Annual General Meeting 2014. The following adjustments were approved in the Annual General Meeting 2017:

The Board of Directors is authorized to extend the term of the option agreements for certain employees with up to 3 years, with a right for the participants to accumulate/roll options in the extended term. The Board will set as condition for the extension that the participants purchase shares in the Company with 2 years lock up for an amount equal to up to 25% of gross profit from options granted after approval of new guidelines in 2014 (with a possibility for fulfilling such condition through existing shareholding). Further the Board will require senior executives to invest up to 25% of gross bonus payments in shares.

The total limit of options, where 2,102,500 options per now not have been awarded, will remain unchanged.

Statement of the Executive Salary Policy and effects for the Company and the shareholders on agreements related to remuneration for the previous financial year:

The Board of Directors believes there are no negative consequences for the Company or the shareholders in relation to the senior executives' "remuneration package". Salaries to senior executives in the Spectrum Group were in 2018 determined in accordance with the above described guidelines.

Appendix 3

ITEMS 6-9: RECOMMENDATION FROM THE NOMINATION COMMITTEE

Please see attached.

ITEM 11: PROPOSAL REGARDING POWER OF ATTORNEY TO THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL IN THE COMPANY – GENERAL

The General Meeting of Spectrum has previously authorized the Board of Directors to issue new shares, split in one general authorization and one authorization linked to the issuance of new shares in connection with the Company's share option scheme. The Board of Directors proposes to renew the authorizations granted in 2018.

The Board of Directors is of the opinion that the general authorization is necessary to provide flexibility in terms of potential acquisitions and other corporate transactions and settlements thereof, and therefore, is in the best interest of the Company. To ensure the purpose of the authorization it is further proposed to authorize the Board of Directors to waive existing shareholders' preferential rights.

The Board of Directors proposes that the power of attorney to increase the Company's share capital as set out in this item 11 on the agenda and the power of attorney as set out item 13 on the agenda (issuance of a convertible loan) are collectively limited, and the total use of such power of attorneys may not exceed 10% of the Company's share capital at the time of registration.

In the Board's opinion, there are no other circumstances of importance for the power of attorney to increase the share capital of the Company. The Annual Accounts for 2018 will be dealt with by the General Meeting.

Proposed resolution:

- (i) *The Board of Directors is granted a power of attorney pursuant to the Public Limited Liability Companies act section 10-14 to increase the share capital in the Company with up to NOK 5,400,000 through one or more increases in the share capital. This power of attorney and the power of attorney to issue convertible loans (as set out in item 13) are collectively limited, and the total use of such power of attorneys may not exceed 10% of the Company's share capital at the time of the registration. The power of attorney may be utilized in connection with issuance of shares as complete or partial settlement for or financing of mergers or in connection with acquisition of companies, businesses or assets. The power of attorney may also be used for the purpose of strengthening the financial ability of the Company to accomplish such transactions, and for the purpose of investments in Multi-Client seismic studies.*
- (ii) *When exercising the power of attorney, the Board of Directors may decide that the share capital increase shall be settled by contribution in kind, by way of set-off, or that shares may be subscribed for on other particular terms, cf. the Public Limited Liability Companies act section 10-2.*
- (iii) *The power of attorney may also be used in connection with mergers.*

- (iv) *Further, the Board of Directors may, when exercising the power of attorney, waive the shareholders' preferential rights pursuant to the Public Limited Liability Companies act section 10-4, cf. section 10-5.*
- (v) *The Board of Directors is granted the power to determine the subscription rate and the conditions for subscription, and to amend the articles of association section 4 according to the increase in the share capital.*
- (vi) *The Power of Attorney is valid until the annual General Meeting in 2019, expiring at the latest on 30 June 2020.*
- (vii) *This Power of Attorney replaces the corresponding Power of Attorney granted at the Annual General Meeting for 2018.*

ITEM 12: PROPOSAL REGARDING POWER OF ATTORNEY TO THE BOARD OF DIRECTORS – SHARE OPTION SCHEME

The Board of Directors is of the opinion that the authorization is necessary to provide flexibility in connection with the Company's share option program, and therefore, it is in the best interest of the Company to grant an authorisation like this. To ensure the purpose of the authorization it is further proposed to authorize the Board of Directors to waive existing shareholders' preferential rights.

In the Board's opinion, there are no other circumstances of importance for the power of attorney to increase the share capital of the Company. The Annual Accounts for 2018 will be dealt with by the General Meeting.

Proposed resolution:

- (i) *The Board of Directors is granted a power of attorney pursuant to the Public Limited Liability Companies act section 10-14 to increase the share capital in the Company with up to NOK 5,400,000 through one or more increases in the share capital. The power of attorney may be utilized in connection with the share option scheme of the Company.*
- (ii) *The power of attorney may not be used in connection with increase in the share capital with settlement by contribution in kind, by way of set-off, or with conditions that shares may be subscribed for on other particular terms, cf. Public Limited Liability Companies act section 10-2.*
- (iii) *The power of attorney may not be used in connection with mergers.*
- (iv) *The Board of Directors may, when exercising the power of attorney, waive the shareholders' preferential rights pursuant to the Public Limited Liability Companies act section 10-4, cf. section § 10-5.*
- (v) *The Board of Directors is granted the power to determine the subscription rate and the conditions for subscription, and to amend the articles of association section 4 according to the increase in the share capital.*
- (vi) *The Power of Attorney is valid until the annual General Meeting in 2020, expiring at the latest on 30 June 2020.*
- (vii) *This Power of Attorney replaces the corresponding Power of Attorney granted at the Annual General Meeting for 2018.*

**ITEM 13: PROPOSAL REGARDING POWER OF ATTORNEY TO THE BOARD OF DIRECTORS –
ISSUANCE OF CONVERTIBLE LOANS**

The Board proposes that the General Meeting issues a power of attorney to the Board to issue convertible loans. The authorization is proposed to secure financing of the Company's further development and strengthening of the equity of the Company. The authorization will give the Board flexibility when it comes to alternatives for financing and give the Board the means to act fast. To ensure the purpose of the authorization it is proposed to authorize the Board of Directors to waive existing shareholders' preferential rights to subscribe for loans.

The Board of Directors proposes that power of attorney to increase the Company's share capital as set out in this item 13 on the agenda and the power of attorney as set out in item 11 on the agenda (the general power of attorney) are collectively limited, and the total use of such of the power of attorneys may not exceed 10% of the Company's share capital at the time of registration.

In the Board's opinion there are no other circumstances of importance for the power of attorney to increase the share capital of the Company. The Annual Accounts for 2018 will be dealt with by the General Meeting.

Proposed resolution:

- (i) *The Board of Directors is granted a power of attorney pursuant to the Public Limited Liability Companies act section 11-8 to issue convertible loans which will give lender right to have shares issued against payment of money or by set-off against the receivable.*
- (ii) *Loans may be issued in one or several rounds with a maximum loan amount of NOK 400,000,000.*
- (iii) *The share capital of the Company can in total be increased by up to NOK 5,400,000. This power of attorney and the general power of attorney to increase the share capital (as set out in item 11) are collectively limited, and the total use of such power of attorneys may not exceed 10% of the Company's share capital at the time of the registration.*
- (iv) *The shareholders pre-emptive rights pursuant to the Public Limited Liability Companies Act section 11-4 may be waived, ref the Public Limited Liability Companies Act sections 10-4 and 10-5.*
- (v) *The Board of Directors is granted the power to amend the articles of association section 4 in the event of any conversion according to the power of attorney.*

- (vi) *The Power of Attorney is valid until the Annual General Meeting in 2020, expiring at the latest on 30 June 2020.*
- (vii) *This Power of Attorney replaces the corresponding Power of Attorney granted at the Annual General Meeting for 2018.*

ITEM 14: PROPOSAL REGARDING AUTHORIZATION TO ACQUIRE OWN SHARES

The General Meeting of Spectrum has previously authorised the Board of Directors to acquire own shares in connection with the share option scheme in the Company. The Board of Directors proposes to renew this authorization.

Proposed resolution:

- i) *Pursuant to the Public Limited Companies Act section 9-4, the Board of Directors is authorized to purchase up to 5,400,000 own shares with a total nominal value of NOK 5,400,000 corresponding to approx. 10% of the Company's share capital.*
- ii) *The amount paid per share shall be minimum NOK 1 and maximum NOK 150.*
- iii) *The Board of Directors is free to decide how the acquisition and disposal of shares takes place, but shall ensure that general principles of equal treatment of shareholders shall be complied with. Disposal of own shares acquired according to this authorization, shall primarily take place as part of fulfillment of the Company's obligations under option programs for senior executives.*
- (iv) *This authorization will be effective from the time it is registered in the Norwegian Register of Business Enterprises. The authorization is valid until the day of the annual general meeting in 2020, expiring at the latest on 30 June 2020.*
- (v) *The authorization replaces the corresponding authorization granted at the annual general meeting of the Company for 2018.*



REGISTRATION FORM

Notice of attendance for the Annual General Meeting in

SPECTRUM ASA

on 24 May 2019 at 10:00 am CET

This Registration Form should be received by Spectrum ASA no later than **23 May 2019 at 4 pm CET**, at the following address:

Spectrum ASA
Attn: Marte H. Nergaard
Karenslyst Allé 11
0278 Oslo
Norway

Within the same date, notice of attendance may be submitted by e-mail to:

Spectrum ASA
Attn: Marte H. Nergaard
e-mail: Marte.HeleneNergaard@spectrumgeo.com

Should you, subsequent to registration, be prevented from attending, a written and dated proxy may be submitted at the Annual General Meeting.

The undersigned will attend the Annual General Meeting in Spectrum ASA on 24 May 2019 at 10:00 am CET and (please tick-off):

_____ vote for my/our shares.

Number of shares: _____

_____ vote for other shares in accordance with the enclosed proxy(-ies)

_____, / 2019

Shareholder's name/Attorney's name

Shareholder's signature



PROXY FORM

Annual General Meeting in

SPECTRUM ASA

on 24 May 2019 at 10:00 am CET

If you cannot personally attend the Annual General Meeting, you may appoint an Attorney by using this Proxy Form. The Proxy Form should be received by Spectrum ASA **within 23 May 2019 at 4 pm CET**, at the following address:

Spectrum ASA
Attn: Marte H. Nergaard
Karenslyst Allé 11
0278 Oslo
Norway

Within the same date, a Proxy Form may be submitted by e-mail to:

Spectrum ASA
Att.: Marte H. Nergaard
email: Marte.HeleneNergaard@spectrumgeo.com

As the holder of _____ shares in Spectrum ASA, I/we

_____ **(name) hereby give:**

(please tick-off)

___ the Chairman of the Board; Pål Stampe

Name of Attorney

the power to attend and vote for my/our shares in the Annual General Meeting in Spectrum ASA 24 May 2019 at 10:00 am CET, and thereat to vote for all of my shares in all matters which are to be dealt with in the Annual General Meeting.

Place

Date

Signature

Voting Instructions

You may assign your Attorney with voting instructions. Please give such instructions by ticking off in the table below. In case of missing or incomplete instructions your Attorney may vote by own decision.

The voting shall be done in accordance with the instructions below. Please note that if it is not "checked off" in the boxes below, this will be considered as an instruction of voting "for" the proposals in the notice, still in such a way that the Attorney resolves the voting to the extent there are proposals in addition to or replacing those set out on this notice.

Proposal of resolutions in accordance with the notice to this General Meeting:

Proposal in the notice:	For	Against	Abstain
2: Election chairperson and person to co-sign the minutes together with the chairperson.			
3: Approval of the notice and the agenda.			
4a): Approval of the 2018 annual report and financial statements, hereunder distribution of dividend.			
4b): Approval of power of attorney to the Board of Directors to resolve to distribute dividend			
5: Approval of the auditor's remuneration.			
6: Election of Board of Directors (see the recommendation from Nomination Committee).			
- Glen Ole Rødland, Member of the Board			
- Ingrid Leisner, Member of the Board			
- Maria Tallaksen, Member of the Board			
7: Election of Nomination Committee (see the recommendation from Nomination Committee).			
8: Approval of remuneration to the Board of Directors, the Audit Committee and the Compensation Committee.			

9: Approval of remuneration to the Nomination Committee.			
10: Statement by the Board of Directors on salary and other remuneration to senior executives:			
i) The Board's principles for salaries to senior executives (advisory vote)			
ii) Approval of the guidelines related to the Company's share option scheme as adopted in 2014 (and as subsequently adjusted) (see appendix 2).			
11: Power of Attorney to the Board of Directors to increase the share capital in the Company – general.			
12: Power of Attorney to the Board of Directors to increase the share capital in the Company – share option scheme.			
13: Power of Attorney to the Board of Directors to increase the share capital in the Company – issuance of convertible loans.			
14: Power of Attorney to acquire own shares.			
15: Statement regarding Corporate Governance.			

The Principal's name and address (please use block letters)

Name: _____

Address: _____

If the shareholder is a company, please attach the shareholder's certificate of registration to the proxy