



**THE NOMINATION COMMITTEE'S PROPOSAL TO
THE ANNUAL GENERAL MEETING IN
THIN FILM ELECTRONICS ASA (THE "COMPANY")
ON 3 JUNE 2020**

Presentation of the work of the Nomination Committee

The Nomination Committee was elected at the annual general meeting ("AGM") on 28 May 2019 and has been comprised of Robert N. Keith (Chairman), Rune Sundvall, and Christian Schlytter-Henrichsen.

In presenting the proposals, the Nomination Committee will not follow the sequence of agenda items as set forth in the Notice of Annual General Meeting, as agenda item 8 (Board Election) will be addressed prior to agenda item 7 (Remuneration to the members of the Board for the period 2020-2021).

Agenda Item 8 in Notice of Annual General Meeting; Board Election

The current Board consists of Morten Opstad (Chairman), Jon S. Castor, Kelly S. Doss and Preeti Mardia. The current Board members are presented in the 2019 annual report.

The seat of Preeti Mardia is up for election, while the other three board members, including the Chairman, were elected for a 2-year term at the 2019 Annual General Meeting.

Ms. Mardia has expressed a willingness to stand for re-election for a new 2-year term.

The Nomination Committee proposes the following resolution to be approved by the Annual General Meeting:

Preeti Mardia is re-elected as a Board member for another two-year term. Morten Opstad, as Chairman, Jon S. Castor and Kelly S. Doss continue for the second year of their term.

Further to the foregoing, the proposal is therefore that the Board will consist of Morten Opstad (Chairman), Jon S. Castor, Kelly S. Doss and Preeti Mardia.

Agenda Item 7 in Notice of Annual General Meeting; Remuneration to the members of the Board for the period 2020-2021

The remuneration to the members of the Board for the period from the Annual General Meeting in 2019 to the Annual General Meeting in 2020 was approved at the 2019 Annual General Meeting.

The Nomination Committee proposes the following resolution to be approved by the Annual General Meeting in respect of remuneration to the members of the Board for the period from the 2020 Annual General Meeting until the 2021 Annual General Meeting:

Board members Jon S. Castor, Kelly S. Doss, Preeti Mardia and Morten Opstad shall receive a remuneration of USD 40,000 (or an amount in NOK equivalent thereof) fixed annual fee paid quarterly in arrears with first payment due 31 August 2020 for service on the Board from the date of the 2020 Annual General Meeting until the date of the 2021 Annual General Meeting.

Board member Jon S. Castor shall further receive a remuneration of USD 60,000 (or an amount in NOK equivalent thereof) fixed annual fee paid quarterly in arrears with first

payment due 31 August 2020 for service as Chairman of the strategy committee supporting the CEO of the Company in relation to strategic questions from the date of the 2020 Annual General Meeting until the date of the 2021 Annual General Meeting.

The Company sees benefits in restraining the outflow of liquidity, and the Board members have indicated that they may be interested in receiving all or a portion of the board remuneration in the form of shares in the Company. The terms of an issuance of shares in lieu of cash board remuneration have not been finalized and this matter will be deferred to the next general meeting, at which time the Nomination Committee will present its proposal.

Agenda Item 9 in Notice of Annual General Meeting; Remuneration to the Nomination Committee

The Nomination Committee proposes the following resolution to be approved by the Annual General Meeting:

The Chairman of the Nomination Committee, Robert N. Keith, has waived his right to a remuneration fee. Each of the other members, Rune Sundvall and Christian Schlytter-Henrichsen, shall receive a remuneration of NOK 15,000 for service on the Nomination Committee from the date of the 2019 Annual General Meeting until the date of the 2020 Annual General Meeting.

Agenda Item 10 in Notice of Annual General Meeting; Nomination Committee Election

All Nomination Committee members have expressed a willingness to continue as members of the Committee. Hence, the Nomination Committee proposes that:

Members of the Nomination Committee Robert N. Keith, Rune Sundvall, and Christian Schlytter-Henrichsen are re-elected for a new one-year term.

2 June 2020

The Nomination Committee of Thin Film Electronics ASA