

# NOTICE OF EXTRAORDINARY GENERAL MEETING IN THIN FILM ELECTRONICS ASA

An Extraordinary General Meeting of Thin Film Electronics ASA ("the Company") will take place:

### Wednesday 20 May 2020 at 09.00 hours CET

At the date of the instant notice the Company's registered share capital amounts to NOK 6,445,293.91 divided into 58,593,581 shares with par value per share of NOK 0.11. Each share gives right to one vote at the Extraordinary General Meeting. At the date of the instant notice, the Company does not hold any of its own shares. The Company's Articles of Association, last amended on 15 April 2020, is available at <a href="https://www.thinfilmsystems.com">www.thinfilmsystems.com</a>.

Reference is made to the corona pandemic and the regulations approved by the Norwegian government on 27 March 2020 allowing the Board to determine that general meetings may be held by electronic participation. On this background, the Board has determined that the Extraordinary General Meeting will be held as an electronic meeting, allowing the shareholders to participate electronically by following the Meeting through a live audiocast, submitting questions in writing during the Meeting and exercise voting rights through the electronic system. See <u>Appendix 1</u> for further information on how to participate online at the Extraordinary General Meeting.

If you wish to participate in the Extraordinary General Meeting by <u>proxy</u>, we ask that you submit the enclosed Notice of Attendance/Power of Attorney form to: DNB Bank ASA, Verdipapirtjenester, to arrive <u>no later than Monday 18 May 2020 at 12.00 hrs</u>. The Notice of Attendance/Power of Attorney form provides more information about attendance, voting etc. According to the Company's Articles of Association, shareholders who have not timely given such Notice of Attendance may be barred from participating in the Meeting.

The Board invites the shareholders to submit questions to the Board in advance, and to exercise their voting rights by submitting Power of Attorney forms with voting instructions prior to the Meeting.

Each shareholder may be accompanied by one adviser and the adviser may submit questions 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 ("PLCA").

The instant notice with attachments and other documents related to the Extraordinary General Meeting are available at <a href="https://www.thinfilmsystems.com">www.thinfilmsystems.com</a> or can be requested from the Company at no charge from <a href="mailto:info@thinfilmsystems.com">info@thinfilmsystems.com</a>.

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 participating shareholders, in person or by proxy / Election of a person to chair the Meeting and a person to sign the minutes

The Extraordinary General Meeting will be opened by the Chairman of the Board of Directors (the "Board") of the Company, Mr. Morten Opstad. The Board proposes that Mr. Morten Opstad shall be elected to chair the meeting, and that a person shall be elected to co-sign the minutes.

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

# 3. Private Placement; issuance of new shares and amendment of the Company's Articles of Association

At the Extraordinary General Meeting in the Company on 15 April 2020 (the "April EGM"), the shareholders approved a private placement of shares of a minimum amount of NOK 25,000,000 at a minimum subscription price per share of NOK 0.94. In regard to the latter, the Board of Directors of Thinfilm had proposed a minimum subscription price per share equal to the par value of the share, NOK 0.11 (following the reduction in par value per share resolved earlier at the April EGM); however, the general meeting voted down this proposal and set the minimum subscription price at NOK 0.94 per share. The Board of Directors has subsequent to the April EGM attempted to build sufficient support for a private placement of shares on such terms, but the Company has not been able to secure sufficient interest to reach the minimum subscription amount and minimum subscription price per share.

The Board received on 27 April 2020 an offer from a consortium of investors, who has provided a commitment to subscribe for shares for a total subscription amount of NOK 20 million subject to certain conditions. The offered and committed subscription price per share is NOK 0.11, equaling the par value of the share following the share capital reduction approved by the April EGM. In addition, the Company has received binding commitments for at least NOK 5 million on the same terms from certain other investors, who had already committed an investment following the April EGM, as well as from members of the Board and management.

The offered subscription price per share is below the minimum subscription price per share resolved by the April EGM. Given the critical financial situation of the Company and the Group, as duly informed about at the April EGM, the Board recommends to the Company's shareholders that the offer is approved as it constitutes the only meaningful investment offer on the table following diligent efforts by the Board to secure equity funding on the best possible terms.

The Board considers it is appropriate that the existing shareholders' preferential rights to subscribe for new shares (and new warrants according to section 5) are waived because of the immediate need of financing in order for the Company to secure and continue its operations. While the subscription price is less than resolved by the April EGM, the Board believes that the proposed subscription price – which equals the minimum subscription price proposed by the Board ahead of the April EGM – is at the level necessary in order for the Company to obtain funding given the Company's current financial condition and the debt facility previously announced, which has been the sole source of funding over the last year. However, to reduce the diluting effect on existing shareholders, the Board is proposing in section 4 of this Notice that a subsequent offering is carried out at a subscription price per share equal to the subscription price in the private placement. The maximum amount of the subsequent offering would be NOK 7 million.

The offer involves the issuance of 227,272,727 new shares at a subscription price per share of NOK 0.11, raising a total of NOK 25 million. The offer is conditional upon the issuance of two warrants for each share subscribed for in the private placement, on the terms set out in section 5 below.

The proceeds from the private placement will be used to fund the operating and capital expenditures required by the Company's business plan with the near term objective of producing functional samples (and by showing such progress to enable the Company to attract additional capital to continue to advance the business plan) and also to repay the interim bridge loan, which the Company secured to finance operations until this extraordinary general meeting.

Further to the foregoing, the Board proposes that the Extraordinary General Meeting passes the following resolutions:

#### 3.1 Private Placement; issuance of new shares

The Company's share capital shall be increased with NOK 24,999,999.97 from NOK 6,445,293.91 to NOK 31,445,293.88, by issuance of 227,272,727 new shares, each share having a par value of NOK 0.11, at a subscription price per of NOK 0.11. The total subscription amount is NOK 24,999,999.97, all constituting share capital. The new shares may be subscribed for by the investors set out in <u>Attachment 1</u> to the minutes from the Extraordinary General Meeting. Existing shareholders' preferential right to subscribe for shares according to Section 10-4 of the PLCA is waived.

Subscription for the new shares shall be made on a separate subscription form by 22 May 2020 (or such later date as agreed by the Board of Directors, but no later than 15 July 2020). The subscription price shall be paid within 22 May 2020 (or such later date as agreed by the Board of Directors, but no later than 15 July 2020) to a separate bank account specified by the Company in writing, cf. Section 10-13 of the PLCA. In case of non-payment from the subscriber, the Board may transfer such subscriber's rights to other subscriber(s).

The new shares shall carry shareholder rights, including right to dividends or other distributions that are declared, from registration of the share capital increase in the Norwegian Register of Business Enterprises.

This resolution is conditional upon the Extraordinary General Meeting approving the warrant issuance in section 5.

The estimated costs related to the private placement are approximately NOK 1,000,000, including costs related to the preparation of a prospectus.

# 3.2 Amendment of the Company's Articles of Association

Section 4 of the Company's Articles of Association is amended to read:

""§4 The Company's share capital

The Company's share capital is NOK 31,445,293.88 divided into 285,866,308 shares each having a par value of NOK 0.11."

# 4. Subsequent Offering; issuance of new shares and amendment of the Company's Articles of Association

As the private placement proposed in section 3 will lead to share dilution for shareholders not participating in such placement, the Board proposes to carry out a subsequent offering (hereinafter referred to as the "Subsequent Offering") in order to reduce the diluting effect.

In order for the Subsequent Offering to reduce the diluting effect for the shareholders in reference to the amount of shares that are proposed issued in the private placement, the Board finds it appropriate to propose that the Company may issue shares, at a subscription price per share equal to the subscription price in the private placement, being NOK 0.11, raising up to NOK 7 million in the Subsequent Offering.

Since the interim balance sheet date of 31 December 2019 (such balance sheet previously announced), it should be mentioned that the Company announced its updated corporate strategy on 30 January 2020 and has continued to invest its cash to implement and carry out such strategy since the interim balance sheet date. The failure to secure funding on the terms set by the April EGM has caused the Company and the Group to be in immediate need of financing in order to secure and continue operations. The Company's 2019 Annual Report will be published on 12 May 2020.

Copies of the Company's interim balance sheet dated 31 December 2019 and the auditor's report in regard thereto are made available at the Company's offices c/o the offices of Advokatfirmaet Ræder AS in Dronning Eufemias 11 in Oslo for inspection, as well as on the Company's website <a href="https://www.thinfilmsystems.com">www.thinfilmsystems.com</a>.

The proposal in this section 4 is conditional upon the approval of the private placement proposed in section 3 above.

Thus, the Board proposes the following resolution:

- 1. The Company's share capital may be increased with maximum NOK 7,000,000, by issuance of up to 63,636,363, each share having a par value of NOK 0.11, for a subscription price per share equal to the subscription price per share in the Private Placement, being NOK 0.11. The minimum amount of share capital increase shall be NOK 1 million and the minimum number of shares issued shall be 9,090,909.
- 2. Shareholders in the Company as per the date of the Private Placement, as shown in the Company's shareholders' register in the VPS following ordinary T+2 settlement on the date of the Private Placement (the "Record Date") who were not allocated shares in the Private Placement and who are, in the opinion of the Company, not resident in a jurisdiction where such offering would be unlawful or (for other jurisdictions than Norway) would require a prospectus filing, registration or similar action, may subscribe for shares in the Subsequent Offering ("Eligible Shareholders"). Eligible Shareholders will be granted subscription rights that give preferential rights to subscribe for shares in the Subsequent Offering. Eligible Shareholders shall receive subscription rights proportionate to the number of shares in the Company that are registered as held by such Eligible Shareholder on the Record Date. A right to subscribe for a fraction of a share shall be rounded down to the nearest whole share. Oversubscription and subscription without subscription rights is permitted. Oversubscription and unexercised subscription rights will be allocated as determined by the Board of Directors pursuant to criteria to be set out in a prospectus to be approved by the Norwegian Financial Supervisory Authority (the "FSA") of Norway pursuant to chapter 7 of the Norwegian Securities Trading Act and published prior to the commencement of the subscription period in the Subsequent Offering (the "Prospectus"). Unless the Board decide otherwise, the Prospectus shall not be registered with or be approved by authorities outside Norway. The subscription rights are transferable, but will not be admitted for trading on Oslo Børs.
- 3. The existing shareholders' preferential rights pursuant to Section 10-4 of the PLCA is deviated from.
- 4. The subscription period for the Subsequent Offering will commence on 1 June 2020 and end on 15 June 2020 at 16:30 hrs (CET) (or at such later date as determined by the Board, but not later than commencing 16 July 2020 and ending on 30 July 2020). In the event that the Prospectus related to the share capital increase has not been approved by the FSA by the end of 29 May 2020, the subscription period will commence on the first trading day on Oslo Børs following such approval and end at 16:30 hrs (CET) 14 days later. Subscription shall be made by signing and returning the subscription form to be attached to the Prospectus.
- 5. Payment of the subscription price shall be made within five (5) days after the expiration of the subscription period. When completing the subscription form, each subscriber domiciled in Norway shall provide a one-time irrevocable authorization to DnB Bank to debit a specific bank account with a Norwegian Bank for the amount payable for the shares allocated to the subscriber. The debiting will be done on or about the deadline for payment. For subscribers

without a Norwegian bank account, payment shall be made pursuant to the instructions included in the subscription form attached to the Prospectus.

- 6. The new shares shall carry right to dividend or other distributions that are declared following registration of the share capital increase with the Norwegian Register of Business Enterprises (Nw.: Foretaksregisteret). The estimated costs related to the share capital increase will depend on the total subscription in the Subsequent Offering, such costs being an amount up to NOK 1,000,000, including costs related to the private placement and preparation of a prospectus.
- 7. Following completion of the Subsequent Offering, the Board is authorized to amend Section 4 of the Articles of Association to state the share capital and number of shares following the Subsequent Offering.
- 8. This share capital increase is conditional upon the Extraordinary General Meeting resolving the private placement in accordance with the Board's proposal in section 3 above.

#### 5. Issuance of warrants

The private placement in section 3 is conditional upon the issuance of two warrants for each share subscribed for in the private placement. The first warrant ("Warrant A") would have an exercise price of NOK 0.11 per share and be exercisable at any time from the date of grant until 31 December 2020. The second warrant ("Warrant B") would have an exercise price of NOK 0.25 per share and be exercisable at any time from the date of grant until the date 15 months following the date of this Extraordinary General Meeting.

The Board further proposes that the Company is given the ability to offer warrants to the participants in the Subsequent Offering on equal terms as participants in the private placement.

Reference is further made to the background for the private placement and Subsequent Offering described in sections 3 and 4.

The Board proposes the following resolution:

- 1. The Company shall issue warrants in accordance with Section 11-12 of the PLCA to investors participating in the private placement and Subsequent Offering in accordance with sections 3 and 4 above. The number of warrants which may be issued shall be two warrants for each share subscribed for and allocated in the Private Placement and Subsequent Offering in accordance with sections 3 and 4 of the minutes of this Extraordinary General Meeting. The first warrant ("Warrant A") has an exercise price of NOK 0.11 per share and will be exercisable at any time from the date of grant until 31 December 2020. The second warrant ("Warrant B") has an exercise price of NOK 0.25 per share and will be exercisable at any time from the date of grant until the date 15 months following the date of this Extraordinary General Meeting.
- 2. The maximum number of warrants that may be issued is 581,818,180, including both Warrants A and Warrants B.
- 3. 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.
- 4. 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 subsection 2 above) that may be issued in accordance with section 2, 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.
- 5. The warrants for participants in the private placement set out in section 3 must be subscribed for on or before 22 May 2020 (or such later date as determined by the Board of Directors, but no later

than 15 July 2020). The warrants for participants in the subsequent offering set out in section 4 must be subscribed for on or before the expiration date of the subscription period in the Subsequent Offering.

- 6. The warrants will be granted for no charge.
- 7. The warrants are transferable, however, will not be admitted to trading on Oslo Børs.
- 8. Any shares that are issued by the Company under this resolution shall carry rights 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.

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Oslo, 29 April 2020

Thin Film Electronics ASA

Morten Opstad, Chairman of the Board of Directors

### **GUIDE FOR ONLINE PARTICIPATION AT EXTRAORDINARY GENERAL MEETING 2020**

Thin Film ASA will be conducting the extraordinary general meeting ("EGM") 20 May 2020 as a digital meeting, giving you the opportunity to participate online by using your computer, phone or tablet. This is a precautionary measure to prevent the spread of Covid-19 and to ensure the safety and wellbeing of shareholders, employees and other stakeholders. Therefore, there will be no opportunity for physical presence on the meeting. You may advance vote or grant a proxy with or without voting instructions as previous meetings. Please refer the notice for the EGM and appendices for further information on advance votes and proxies.

The digital EGM is administered by DNB Bank ASA, Registrars Department, which has licensed the software for the online EGM from Lumi Ltd., giving all shareholders the option to attend the EGM on an online platform.

By attending the online EGM, you will be able to listen to a live webcast of the meeting, submit questions relating to the items on the agenda and cast your votes on each item on the agenda. 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 (In Norwegian either "Verdipapirsentralen" or "VPS") in relations to this EGM.

No registration is needed for participating through the online solution, however, please note that you must be logged in before the meeting starts. The following pages will provide you with a brief guide on how to access, participate and submit your votes at the online EGM.

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.

#### HOW TO ACCESS THE ONLINE MEETING

#### STEP 1

In order to attend the online EGM you need access to the Lumi solution by doing either of the following:

a) Use the Lumi AGM app:

Download the Lumi AGM app from the Apple App Store or Google Play Store by searching for Lumi AGM, or

b) Visit https://web.lumiagm.com:

Go to the Lumi AGM website <a href="https://web.lumiagm.com">https://web.lumiagm.com</a> either on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Internet Explorer 11, Edge or Firefox. Please ensure your browser is compatible.

#### STEP 2

Once you have either downloaded the Lumi AGM app or entered <a href="https://web.lumiagm.com">https://web.lumiagm.com</a> into your web browser, you'll be asked to enter the following meeting ID and click Join:

# Meeting ID: 150-884-058

#### STEP 3

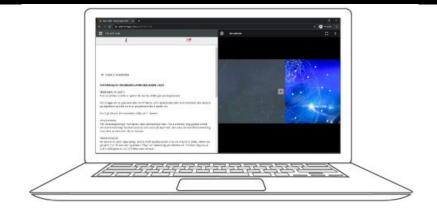
You will then be required to enter your ID:

- a) Reference number from VPS for the EGM
- b) PIN code from VPS for the EGM

You will be able to log in one hour before the meeting starts.

When successfully authenticated, the info screen will be displayed. You can view company information, submit questions relating to the items on the agenda and live stream the webcast.





#### 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 EGM, 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 registered shareholders may access VPS Investor Services through <u>www.vps.no</u> 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 (on the ballots) together with the summons from the company.

**Nominee registered shareholders**: Shares held through nominee accounts (Not relevant for Norwegian shareholders) must be transferred to a segregated VPS account registered in the name of the shareholder in order to participate in the EGM. Once shares are transferred to the segregated VPS account, a reference number and PIN code are assigned to this account. Please contact your custodian for further information and/or instructions on obtaining your reference number and PIN code for nominee registered shares.

#### **HOW TO VOTE**

Once the voting has opened, the polling icon will appear on the navigation bar at the bottom of the screen. From here, the resolutions and voting choices will be displayed.

To vote, simply select your voting direction from the options shown on screen. A confirmation message will appear to show your vote has been received.

For - Vote received

To change your vote, simply select another voting direction. If you wish to cancel your vote, please press Cancel.

Once the chairperson has opened voting, voting on any item can be performed at any time during the meeting until the chairperson closes the relevant voting on the specific resolution. Your last choice before the voting is closed will be final and cannot be changed.

Please note that any proxy with or without voting instruction registered prior to the EGM, is final.



### **QUESTIONS TO THE CHAIRPERSON**

Questions or messages relating to the items on the agenda can be submitted by the shareholder or appointed proxy at any time during the Q&A session up until the chairperson closes the session.

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

Type your message within the chat box at the bottom of the messaging screen. Once you have completed your message, click the Send button.

Questions submitted online will be moderated before being sent to the chairperson to avoid repetition and to remove any inappropriate language. All questions and messages will be presented with the full name and identity of the shareholder raising the question.

# **DOWNLOADS**

Links will be available on the info screen. When you click on a link, the selected document will open in your browser.

Data usage for streaming the shareholders' meeting or downloading documents via the AGM platform varies depending on individual use, the specific device being used for streaming or download (Android, iPhone, etc) and your network connection (3G, 4G).



Ref. no.: PIN code:

# **Notice of Extraordinary General Meeting**

An Extraordinary General Meeting of Thin Film Electronics ASA will be held on 20 May 2020 at 09:00

The Extraordinary General Meeting of Thin Film Electronics ASA will be held as an electronic meeting and you are invited to participate in the General Meeting online, see further information in Appendix 1 of the Notice of the General Meeting.

Notice of attendance			
The undersigned will attend the Extr	raordinary Gene	ral Meeting on 20 May 2020 a	and vote for:
A total of	Own shares Other shares in Shares	n accordance with enclosed F	Power of Attorney
menu item INVESTORS or throu attendance through the Company's	ent electronical ugh VPS Inves website, the ab	Ily through the Company' tor Services. To access the cove-mentioned reference nu	oon on 18 May 2020.  s website www.thinfilmsystems.com ne electronic system for notification of umber and PIN code must be stated. It Registrar's Department, P.O.Box 1600
Place	Date	Shareholder's signature (If attending personally. To	grant a proxy, use the form below)
Proxy (without voting ins	tructions)	Ref. no.:	PIN code:
This proxy form is to be used for a $\mid$ to page 2.	proxy without vo	ting instructions. To grant a μ	proxy with voting instructions, please go
	without naming	the proxy holder, in such cas	xy may be used by a person authorised e, the proxy will be deemed to be given
The proxy may be sent electron	nically through estor Services.	the Company's website vilt may also be sent by e-may	o later than 12 noon on 18 May 2020.  www.thinfilmsystems.com menu item ail: genf@dnb.no. Regular mail to DNB
The undersigned: hereby grants (tick one of the two):			
☐ the Chairman of the Board of D	irectors (or a pe	erson authorised by him), or	
□ (Name of proxy holder in capita	l letters)		
a proxy to attend and vote for my/ou May 2020.	ur shares at the E	Extraordinary General Meetin	g of Thin Film Electronics ASA on 20

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.

Shareholder's signature

(Signature only when granting a proxy)

Date

Place



Ref.	no.:	PIN	code

# **Proxy (with voting instructions)**

on 20 May 2020.

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 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 20 May 2020			For	Against	Abstention
1	Election of chairman of the meeting				
2	2 Approval of notice and agenda				
3.1	3.1 Private Placement; issuance of new shares				
3.2	2 Amendment of the Company's Articles of Association				
4	Subsequent Offering; issuance of new shares and amendment of the Company's Articles of Association				
5	Issuance of warrants				
Plac			older's signa		g 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.