

**TO THE SHAREHOLDERS OF HEXAGON COMPOSITES ASA:**

# NOTICE OF ANNUAL GENERAL MEETING IN HEXAGON COMPOSITES ASA

**(REG. No. 938 992 185)**

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The Board of Directors hereby gives notice of the Annual General Meeting in Hexagon Composites ASA (“Hexagon” or the “Company”):

**Time:** Wednesday 24 April 2019 at 12:30 (CEST)

**Place:** The Company`s office at Korsegata 4B,  
N-6002 Aalesund, Norway

This notice and the accompanying documents may also be found at the Company`s web pages: [www.hexagongroup.com](http://www.hexagongroup.com).

This notice has been prepared both in the Norwegian and the English language. In case of discrepancies between the two versions, the Norwegian version shall prevail.

The Board has proposed the following agenda:

### **1. OPENING OF THE MEETING BY THE CHAIRMAN OF THE BOARD, AND REGISTRATION OF ATTENDING SHAREHOLDERS AND PROXIES**

(No voting.)

### **2. ELECTION OF THE CHAIRMAN OF THE MEETING AND AT LEAST ONE PERSON TO SIGN THE MINUTES TOGETHER WITH THE CHAIRMAN**

The Board of Directors proposes that the Chairman of the Board, Knut Trygve Flakk, is elected as chairperson of the meeting, and that the chairperson suggests a person to co-sign the minutes together with the chairperson of the meeting.

### **3. APPROVAL OF THE NOTICE OF THE MEETING AND THE AGENDA**

The Board of Directors proposes that the general meeting makes the following resolution:

*"The notice of the meeting and the agenda were approved."*

### **4. APPROVAL OF THE ANNUAL ACCOUNTS AND THE ANNUAL REPORT FOR 2018 FOR HEXAGON COMPOSITES ASA AND THE GROUP, HEREUNDER DISTRIBUTION OF DIVIDENDS**

See attached Annual accounts, annual report and auditor's statement for 2018 for parent company and group (Appendix 1).

The Board of Directors proposes that the general meeting makes the following resolution:

*"The annual accounts and the directors' report for 2018 for Hexagon Composites ASA and the group were approved."*

*No dividends will be paid to the shareholders for the financial year 2018."*

### **5. TREATMENT OF THE REPORT ON CORPORATE GOVERNANCE**

In accordance with the Accounting Act Section 3-3b, the board has prepared a statement on its principles and practise with regard to corporate governance. Pursuant to Section 5-6 (4) of the Norwegian Public Limited Liability Companies Act, the general meeting shall consider this statement.

The Chairman of the Board will describe the main contents of the statement.

The statement on corporate governance is included on page 56-59 in the Annual Report, which may be found at the Company's web pages: [www.hexagongroup.com](http://www.hexagongroup.com).

The general meeting shall carry out a consultative vote regarding the Corporate Governance report, and the board proposes that the General Meeting endorses the report.

The Board of Directors proposes that the general meeting adopts the following resolution:

*"The general meeting gave its support to the board's report on corporate governance."*

### **6. TREATMENT OF THE BOARD'S DECLARATION ON STIPULATION OF SALARY AND OTHER REMUNERATION OF EXECUTIVES**

The Board of Directors has prepared a declaration regarding the stipulation of salaries and other compensation for executive management in consideration of the Norwegian Public Limited Liability Companies Act (the "Act") section 6-16a. The declaration is attached hereto as Appendix 2.

The Board's statement shall be presented to the Annual General Meeting for an advisory vote as regards the Board's guidelines for salary to senior management, while guidelines concerning remuneration for senior management employed as mentioned in section 6-16a, first paragraph, third sentence, no. 3, of the Act, cf. sections 6-16a and 5-6 (3) of the Act.

The Board of Directors proposes that the general meeting adopts the following resolution:

*"The general meeting supports the guidelines in the declaration on salaries and other remuneration for senior management employed, as established by the Board."*

*The general meeting approves the Board's guidelines relating to remuneration as mentioned in section 6-16a, first paragraph, third sentence, no. 3, of the Norwegian Public Limited Companies Act."*

### **7. APPROVAL OF REMUNERATION TO THE BOARD OF DIRECTORS**

The Nomination Committee suggests that the general meeting decides as follows, cf. the enclosed recommendation from the Nomination Committee (Appendix 3):

*"The Board of Directors' emoluments: The Board of Directors' emoluments for the financial year 2018 is as follows:*

- Chairman of the Board: NOK 500 000.
- Deputy Chair: NOK 250 000.
- Ordinary Board Members: NOK 200 000.

#### **The Board's Committees:**

*The Board's Committees' emoluments for the financial year 2018:*

- Executives of the Board's Committees: NOK 50 000.
- Ordinary Members: NOK 35 000.

### **8. APPROVAL OF REMUNERATION TO THE MEMBERS OF THE NOMINATION COMMITTEE**

The Nomination Committee suggests that the general meeting decides as follows, cf. the enclosed recommendation from the Nomination Committee (Appendix 3):

*"The remuneration to the Nomination Committee for the financial year of 2018 is set at:*

- Chairman: NOK 50 000.
- Members: NOK 35 000."

### **9. APPROVAL OF THE AUDITOR'S FEE**

The Board of Directors proposes that the general meeting makes the following resolution:

*"The auditor of the Company, Ernst & Young AS, receive emoluments in the amount of NOK 803 600 (VAT exclusive) for audit services rendered during the financial year of 2018."*

## **10. BOARD ELECTION**

The Company has at present the following Board of Directors:

- Knut Trygve Flakk, Chairman of the Board.
- Kristine Landmark, Deputy Chair.
- Katsunori Mori, Board Member.
- Elisabeth Heggelund Tørstad, Board Member.
- Sverre Narvesen, Board Member.
- Susana Quintana-Plaza, Board Member.

Susana Quintana-Plaza has notified the Company that she must resign as Board Member in the Company with effect from the date of the Company's annual general meeting 2019, due to a new assignment in Galp Energia, Portugal.

The following Board members are up for election:

- Knut Trygve Flakk, Chairman of the Board.
- Kristine Landmark, Deputy Chair.
- Elisabeth Heggelund Tørstad, Board Member.
- Sverre Narvesen, Board Member.

The Nomination Committee's recommendation is available on the Company's website.

The Nomination Committee suggests that the general meeting decides as follows:

*"Knut Trygve Flakk to be re-elected as Chairman of the Board for a period of 2 years."*

*"Kristine Landmark to be re-elected as Deputy Chair for a period of 2 years."*

*"Elisabeth Heggelund Tørstad to be re-elected as Board Member for a period of 2 years."*

*"Sverre Narvesen to be re-elected as Board Member for a period of 1 year."*

## **11. NOMINATION COMMITTEE ELECTION**

The Company has at present the following Nomination Committee:

- Bjørn Gjerde, Chairman.
- Leif Arne Langøy, Member.
- Knut Trygve Flakk, Member.

The following members are up for election:

- Bjørn Gjerde, Chairman.
- Knut Trygve Flakk, Member.

The Nomination Committee's recommendation is available on the Company's website. The Nomination Committee suggests that the general meeting decides as follows:

*"Walter Hafslø Qvam (new election) is elected as Chairman of the Nomination Committee for a period of 2 years."*

*"Knut Trygve Flakk is re-elected as Member of the Nomination Committee for a period of 2 years."*

## **12. BOARD PROXY TO INCREASE THE SHARE CAPITAL**

### **Introduction**

It is desirable that the Company is able to potentially acquire further businesses with consideration being made by an issue of its shares, and issue shares for other purposes in the best interest of the Company.

Based on this, the Board of Directors proposed to establish new proxy to increase the share capital.

### **12.1 Board proxy to increase the share capital - Acquisition of businesses, including mergers, and for any other corporate purposes**

On this basis the Board proposes that the general meeting makes the following resolution:

*"The Board is granted the authority to increase the share capital by up to NOK 1 832 906 (representing up to 18 329 060 shares) being in one or more issuances."*

*Shares may be issued in connection with acquisition of businesses including mergers, and for any other corporate purposes.*

*The Board shall determine the subscription terms and other conditions.*

*The Board's decision to increase the share capital according to the proxy must be unanimous.*

*The authorization comprises capital increase by non-cash payment or rights to charge the company with special obligations. The authorization comprises resolutions regarding mergers.*

*Existing shareholder's preferential rights to subscribe for shares may be waived by the Board pursuant to this authority.*

*The authorisation may also be used in the events described in the Norwegian Securities Trading Act Section 6-17 (2).*

*The authorisation shall be valid until the Company's ordinary general meeting in 2020, though no longer than until 30 June 2020.*

*This proxy replaces the previous authorisation, dated 19 April 2018."*

### **12.2 Board proxy to increase the share capital – Share-based payment / share options program for employees**

On this basis the Board proposes that the general meeting makes the following resolution:

*"The Board is granted the authority to increase the share capital by up to NOK 164 000 (representing up to 1 640 000 shares) being in one or more issuances."*

*Shares may be issued in connection with share-based payment / share options program for employees.*

*The Board shall determine the subscription terms and other conditions.*

*The Board's decision to increase the share capital according to the proxy must be unanimous.*

*The authorization does not comprise capital increase by non-cash payment or rights to charge the company with*

special obligations. The authorization does not comprise resolutions regarding mergers.

Existing shareholder's preferential rights to subscribe for shares may be waived by the Board pursuant to this authority.

The authorisation shall be valid until the Company's ordinary general meeting in 2020, though no longer than until 30 June 2020."

### **13. BOARD PROXY TO ACQUIRE OWN SHARES**

#### **Introduction**

According to the Public Limited Companies Act, Section 9-4, the Board of Directors can be given proxy to acquire shares in the Company. Such proxy would give the Board the opportunity to take advantage of the financial instruments and mechanisms provided by the Public Limited Companies Act. Buy-back of the Company's shares, with subsequent cancellation, may be an important aid for optimizing the Company's financial structure, in addition for use in connection with incentive programmes.

The Board therefore proposes that the General Meeting give the board authorisation to acquire shares in the Company, with a total nominal value corresponding to 10 % of the Company's registered share capital.

Treasury shares obtained by the Company can be used (i) in connection with acquisitions, mergers, de-mergers or other transfers of business, (ii) in connection with the share program for employees, or (iii) for the purpose of subsequent deletion of shares by reduction of the registered share capital with the General Meetings resolution.

#### **13.1 Board proxy to acquire own shares in connection with acquisitions, mergers, de-mergers or other transfers of business**

The Board proposes that the general meeting makes the following resolution:

"1. The Board of Directors is given authorisation to acquire shares in the Company, on one or several occasions, up to a total par value share value of NOK 1 832 906.

2. The power of attorney may only be used for the purpose of utilizing the Company's shares as transaction currency in acquisitions, mergers, de-mergers or other transfers of business.

3. The lowest and the highest price that can be paid for the shares according to the authorisation are respectively NOK 5 and NOK 100. As to how the shares are acquired or disposed of, the Board will decide at their own discretion.

4. The authorisation shall be valid until the Company's ordinary general meeting in 2020, though no longer than until 30 June 2020."

#### **13.2 Board proxy to acquire own shares in connection with the share program /share options program for employees**

The Board proposes that the general meeting makes the following resolution:

"1. The Board of Directors is given authorisation to acquire shares in the Company, on one or several occasions, up to a total par value share value of NOK 1 832 906.

2. The power of attorney may only be used for the purpose of sale or transfer the Company's shares to employees/executives of the Hexagon Composites group as part of the group's share program/share options program, as approved by the Board of Directors.

3. The lowest and the highest price that can be paid for the shares according to the authorisation are respectively NOK 5 and NOK 100. As to how the shares are acquired or disposed of, the board will decide at their own discretion.

4. The authorisation shall be valid until the Company's ordinary general meeting in 2020, though no longer than until 30 June 2020."

#### **13.3 Board proxy to acquire own shares for the purpose of subsequent deletion of shares**

The Board proposes that the general meeting makes the following resolution:

"1. The Board of Directors is given authorisation to acquire shares in the Company, on one or several occasions, up to a total par value share value of NOK 1 832 906.

2. The power of attorney may only be used for the purpose of subsequent deletion of such shares.

3. The lowest and the highest price that can be paid for the shares according to the authorisation are respectively NOK 5 and NOK 100. As to how the shares are acquired or disposed of, the board will decide at their own discretion.

4. The authorisation shall be valid until the Company's ordinary general meeting in 2020, though no longer than until 30 June 2020."

### **14. PRINCIPLES ON CORPORATE GOVERNANCE**

The Company's Corporate Governance principles were updated by the Board on 12 February, 2019. The principles may be found at the Company's web pages: [www.hexagongroup.com](http://www.hexagongroup.com).

The Board proposes that the general meeting makes the following resolution:

"The Company's Corporate Governance principles were duly noted."

### **15. AMENDMENT OF THE COMPANY'S ARTICLES OF ASSOCIATION ARTICLE 8 – ADVANCE VOTING**

The Board of Directors has made a review of the Company's current Articles of Association.

The Board proposes that the general meeting resolve to amend Article 8 of the Company's Articles of Association. The amendment concern a new fourth paragraph in Article 8 regarding possible written vote prior to the general meeting.

The Board proposes that the general meeting makes the following resolution:

"The Company's Articles of Association Article 8, is amended as follows (new fourth paragraph):

from:

"§ 8

*At the ordinary General Meeting, the following matters shall be transacted and decided upon:*

- 1. Determine the profit and loss accounting and balance sheet, hereunder the use of profit or covering of loss.*
- 2. Determine the profit and loss accounting and balance sheet for the group.*
- 3. Election of the board of directors and the chairman of the board.*
- 4. Election of auditor.*
- 5. Consider and decide on other matters prescribed by law or by the Articles of association.*

*Documents that shall be considered at the General Meeting of Shareholders may be made available by publishing the documents on the Company's web site. This shall also apply for documents that, pursuant to law or regulations, shall be included in, or attached to the notice of the General Meeting of Shareholders. If these documents are made available on the web site, the legal requirements regarding physical distribution of the documents shall not apply. A shareholder may nevertheless request to have the documents that shall be considered at the general meeting sent to him or her by mail.*

*Shareholders that plan to attend a General Meeting have to give notice to the company within 3 - three - days of the General Meeting. Shareholders who have not given such notice within 3 days of the General Meeting may be denied entrance to the General Meeting."*

to:

"§ 8

*At the ordinary General Meeting, the following matters shall be transacted and decided upon:*

- 1. Determine the profit and loss accounting and balance sheet, hereunder the use of profit or covering of loss.*
- 2. Determine the profit and loss accounting and balance sheet for the group.*
- 3. Election of the board of directors and the chairman of the board.*
- 4. Election of auditor.*
- 5. Consider and decide on other matters prescribed by law or by the Articles of association.*

*Documents that shall be considered at the General Meeting of Shareholders may be made available by publishing the documents on the Company's web site. This shall also apply for documents that, pursuant to law or regulations, shall be included in, or attached to the notice of the General Meeting of Shareholders. If these documents are made available on the web site, the legal requirements regarding physical distribution of the documents shall not apply. A shareholder may nevertheless request to have the documents that shall be considered at the general meeting sent to him or her by mail.*

*Shareholders that plan to attend a General Meeting have to give notice to the company within 3 - three - days of the General Meeting. Shareholders who have not given such notice within 3 days of the General Meeting may be denied entrance to the General Meeting.*

*The shareholders may cast their votes in writing, including through electronic communication, in a period prior to the general meeting. The board of directors can establish specific guidelines for such advance voting. The established guidelines must be stated in the notice of the general meeting."*

\* \* \* \*

## **SHAREHOLDER'S RIGHTS, PARTICIPATION AND PROXY**

### **Participation:**

Any shareholder may attend the Company's General Meetings in person or by proxy.

Shareholders planning to attend the General Meeting either in person or by proxy, are encouraged to notify their attendance electronically through "Investor Services", or online at the Company's website [www.hexagongroup.com](http://www.hexagongroup.com). Alternatively, the Shareholder is requested to fill in and return the attached notice of attendance or proxy by e-mail: [genf@dnb.no](mailto:genf@dnb.no) or by regular mail to Hexagon Composites ASA c/o DNB ASA, Verdipapirservice, P.O. Box 1600 Sentrum, 0021 Oslo within 21 April 2019 at 12:00 CEST.

An attendance slip is appended.

Shareholders wishing to be represented by a proxy holder may grant proxy to a named person or to the Chairman of the Board. Please use the attached proxy form. The proxy must be in writing, dated and signed. Identity papers of both the proxy and the shareholder, and a certificate of registration if the shareholder is a corporate body, must be enclosed with the proxy form.

The Company asks that the attendance form / proxy form be received no later than three days prior to the general meeting, i.e. received no later than 21 April 2019 at 12:00, cf. § 8 of the Company's Articles of Association.

### **The shares of the Company and voting rights:**

Hexagon Composites ASA is a Norwegian public limited company governed by Norwegian law, including the Public Limited Companies Act and the Securities Trading Act. As of the date of this notice, the Company has issued 183,290,648 shares, each of which represents one vote. The shares also confer equal rights in all other respects. As of the date of this notice, the Company has 1 974 882 treasury shares which will not be voted for.

Shareholders are entitled to vote for the number of shares they each own, and that are registered with the Norwegian Central Securities Depository (VPS) at the date of the General Meeting. If a shareholder has acquired shares and not been able to have them registered in VPS at the time of the General Meeting, the voting rights for the transferred shares may only be exercised if the acquisition has been reported to the VPS and documentary evidence thereof is presented at the General Meeting.

If shares are registered by a nominee in the VPS register, cf. section 4-10 of the Norwegian Public Limited Companies Act, and the beneficial shareholder wishes to vote for his/her shares, then the beneficial shareholder must re-register the shares in a separate VPS account in his/her own name prior to the general meeting. If the holder can prove that such steps have been taken and that the holder has a de facto shareholder interest in the company,

the holder may, in the company's opinion, vote for the shares. Decisions regarding voting rights for shareholders and proxy holders are made by the person opening the meeting, whose decisions may be reversed by the general meeting by simple majority vote.

#### **The shareholders' rights:**

A shareholder has the right to have items included in the agenda of the general meeting, provided that each such item is forwarded in writing to the board of directors, together with a draft resolution or a justification as to why the item should be included in the agenda, at least seven days before the time limit for submitting the notice (28 days prior to the general meeting at the latest), cf. Public Limited Companies Act Section 5-11 second sentence.

A shareholder may bring advisors to the general meeting and let one advisor speak on his/her behalf.

A shareholder has the right to table draft resolutions for items included in the agenda.

A shareholder has the right to require that members of the Board of Directors and the CEO in the general meeting provide available information about matters which may affect the assessment of (i) the approval of the annual accounts and the annual report, (ii) items that are presented to the shareholders for decision, and (iii) the company's financial situation, including information about activities in other companies in which the company participates, and other matters to be discussed at the general meeting, unless the requested information cannot be disclosed without causing disproportionate harm to the company.

\* \* \* \* \*

This notice and the appendices and other relevant documents, and Articles of Association, are available on the Company's website [www.hexagongroup.com](http://www.hexagongroup.com).

In accordance with § 8 of the Company's Articles of Association, appendices no. 1 – 3 to the notice will not be sent by post to the shareholders. A shareholder may nonetheless demand to be sent the appendices by post free of charge. If a shareholder wishes to have the documents sent to him, such request can be addressed to the Company by way of telephone: +47 70304450, or by e-mail to: [office@hexagongroup.com](mailto:office@hexagongroup.com).

Questions may be addressed to the Company's CEO, Jon Erik Engeset, on telephone +47 70304450, or the Chairman of the Board, Knut T. Flakk, on telephone +47 70116430.

\* \* \* \* \*

#### **Attachments:**

1. Annual report 2018, including the director's report and the auditor's report.
2. The Board's declaration of leader remuneration.
3. Recommendation from the Nomination Committee.
4. Draft new Articles of Association, cf. amendment of Article 8 (new fourth paragraph).
5. Attendance form.
6. Proxy form.

\* \* \* \* \*

Aalesund, 1 April 2019

Yours sincerely,  
**for the Board of Hexagon Composites ASA**

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Knut Trygve Flakk  
Chairman of the Board

Ref.no.:

PIN code:

**Notice of Annual General Meeting of  
Hexagon Composites ASA**

Annual General Meeting of Hexagon Composites ASA will be held on 24 April 2019, at 12:30 (CEST), at Korsegata 4B, 6002 Aalesund, Norway

If the shareholder is a legal entity,  
please identify the authorised representative: \_\_\_\_\_

Name of authorised representative  
(To grant a proxy, please use the proxy forms below)

**Notice of attendance**

The undersigned (name in capital letters): \_\_\_\_\_

will attend the Annual General Meeting of Hexagon Composites ASA on 24 April 2019 and vote for:

A total of \_\_\_\_\_ own shares  
other shares in accordance with the enclosed proxy/proxies  
shares.

This notice of attendance must be received by DNB Bank ASA by 21 April 2019 at 12:00 (CEST).

**Notice of attendance may be sent electronically through the Company's website [www.hexagongroup.com](http://www.hexagongroup.com) or through VPS Investor Services.** To access the electronic system for notification of attendance or to submit your proxy, through the Company's website, the above-mentioned reference number and PIN code must be stated.

Notice of attendance may also be sent by e-mail: [genf@dnb.no](mailto:genf@dnb.no), or by regular mail to DNB Bank ASA, Registrar's Department, P.O. Box 1600 Sentrum, 0021 Oslo, Norway.

Place

Date

Shareholder's signature

(Sign only if attending in person. To grant a proxy, use the forms 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 Annual General Meeting in person, you may grant a proxy to an authorised representative, or you may submit the proxy form without appointing a proxy holder, in which case the proxy will be deemed to be granted to the Chairman of the Board of Directors or a person authorised by him/her.

The proxy form should be received by DNB Bank ASA, Registrar's Department, by 21 April 2019 at 12:00 CEST.

**The proxy may be sent electronically through [www.hexagongroup.com](http://www.hexagongroup.com), or through VPS Investor Services.**

The proxy may also be sent by e-mail: [genf@dnb.no](mailto:genf@dnb.no), or by regular mail to DNB Bank ASA, Registrar's Department, P.O. Box 1600 Sentrum, 0021 Oslo, Norway.

**The undersigned (name in capital letters):** \_\_\_\_\_

hereby grants (tick one of the two):

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

\_\_\_\_\_

(Name of proxy holder in capital letters)

a proxy to attend and exercise the voting rights attached to my/our shares at the Annual General Meeting of Hexagon Composites ASA on 24 April 2019.

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Place

Date

Shareholder's signature  
(Sign only when granting a proxy)

Attendance and voting rights are governed by the Norwegian Public Limited 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.

## Proxy with voting instructions

**Ref.no.:**

**PIN code:**

This proxy form is to be used for a proxy with voting instructions. If you are unable to attend the Annual 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/her.

The proxy form must be received by DNB Bank ASA, Registrar's Department, no later than on 21 April 2019 at 12:00. It may be sent by e-mail: genf@dnb.no / Regular mail to DNB Bank ASA, Registrar's Department, P.O. Box 1600 Sentrum, 0021 Oslo, Norway.

**The undersigned (name in capital letters):** \_\_\_\_\_  
 hereby grants (tick one of the two):

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

a proxy to attend and vote for my/our shares at the Annual General Meeting of Hexagon Composites ASA on 24 April 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 replacement of the proposals in the notice, the proxy holder may vote or abstain from voting at his discretion. In such case, the proxy holder will vote on the basis of his 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 Annual General Meeting 24 April 2019	For	Against	Abstention
1. Opening of the meeting by the chairman of the board, and registration of attending shareholders and proxies		No voting	
2. Election of Chairman of the meeting and at least one person to sign the minutes together with the Chairman	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
3. Approval of the notice of the meeting and the agenda	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
4. Approval of the Annual accounts and the Annual report for 2018 for the parent company and the group, hereunder distribution of dividends	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
5. Report on corporate governance	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
6. The Board's declaration on remuneration of executives:			
(i) advisory vote regarding compensation to leading employees	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
(ii) approval of guidelines regarding remuneration that are related to shares or the development of the shares	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
7. Approval of remuneration to the members of the Board of directors	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
8. Approval of remuneration to the members of the Nomination committee	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
9. Approval of the auditor's fee	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
10. Board election:			
– Knut Trygve Flakk, Chairman of the Board (re-election).	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
– Kristine Landmark, Deputy Chair (re-election).	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
– Elisabeth Heggelund Tørstad, Board Member (re-election).	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
– Sverre Narvesen, Board Member (re-election).	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>

11. Nomination Committee election:				
–	Walter Hafslo Qvam, Chairman (new election).	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
–	Knut Trygve Flakk, member (re-election).	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
12.				
	12.1 Board proxy to increase the share capital – Acquisition of businesses, including mergers and for any other corporate purposes	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
	12.2 Board proxy to increase the share capital – Share-based payment / share options program for employees	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
13.				
	13.1 Board proxy to acquire treasury shares in connection with acquisitions, mergers, de-mergers or other transfers of business	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
	13.2 Board proxy to acquire treasury shares in connection with share program for the employees	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
	13.3 Board proxy to acquire treasury shares for the purpose of subsequent deletion of shares	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
	14. Principles on Corporate Governance	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
	15. Amendment of the Company's Articles of Association Article 8, new fourth paragraph – advance voting	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>

Place	Date	Shareholder's signature (Sign only if granting a proxy with voting instructions)
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Attendance and voting rights are governed by the Norwegian Public Limited Liability Companies Act, in particular Chapter 5. A written power of attorney dated and signed by the shareholder granting the proxy must be presented at the general meeting. If the shareholder is a company, the company's certificate of registration must be attached to the proxy.

**Ref.no.:**

**PIN code:**