

English office translation.

In case of discrepancies the Norwegian version shall prevail.

**INNKALLING TIL  
ORDINÆR GENERALFORSAMLING**

**I  
MAGNORA ASA**  
(Org.nr. 983 218 180)  
("Selskapet")

Aksjeeierne i Magnora ASA innkalles til ordinær generalforsamling den 21. mai 2019 kl. 10:00 i Selskapets kontorer på Lysaker Torg 12, 1366 Lysaker.

Styret har foreslått følgende

**Dagsorden**

1. *Åpning av møtet ved styrets leder og registrering av fremmøtte aksjeeiere*
2. *Valg av møteleder. Styret foreslår at møtet ledes av advokat Geir Evenshaug fra Advokatfirmaet Schjødt, eller den han måtte utpeke.*
3. *Valg av en person til å medundertegne protokollen*
4. *Godkjenning av innkalling og dagsorden*
5. *Orientering om driften i Selskapet, herunder orientering om aktuelle saker (ingen votering)*
6. *Godkjenning av årsregnskap og årsberetning for 2018 for Magnora ASA og konsernet*
7. *Styrets erklæring om fastsettelse av lønn og annen godtgjørelse til ledende ansatte*
8. *Behandling av styrets redegjørelse for foretaksstyring (ingen votering)*
9. *Godtgjørelse til medlemmer av styret, revisjonsutvalget og kompensasjonsutvalget*
10. *Godtgjørelse til medlemmer av valgkomiteen*
11. *Godkjenning av revisors honorar for 2018*
12. *Valg av medlemmer til styret*
13. *Valg av medlemmer til valgkomiteen*

**NOTICE OF  
ANNUAL GENERAL MEETING**

**IN  
MAGNORA ASA**  
(Reg. no. 983 218 180)  
(the "Company")

The shareholders of Magnora ASA are called to the annual general meeting to be held on 21 May 2019 at 10:00 (CET) at the Company's offices at Lysaker Torg 12, N-1366 Lysaker, Norway.

The board of directors has proposed the following

**Agenda**

1. *Opening of the meeting by the chairman of the board and registration of attending shareholders*
2. *Election of a chair of the meeting. The board proposes that attorney at law Geir Evenshaug from law-firm Schjødt, or a person appointed by him, chairs the meeting*
3. *Election of a person to co-sign the minutes*
4. *Approval of the notice and the agenda*
5. *Presentation of the Company's operations, including of matters of current interest (no voting)*
6. *Approval of the 2018 annual accounts and the board's report for Magnora ASA and the group*
7. *The board's declaration on determination of salary and other remuneration for senior management*
8. *Consideration of the board's statement on corporate governance (no voting)*
9. *Remuneration to members of the board, the audit committee and the compensation committee*
10. *Remuneration to members of the nomination committee*
11. *Approval of the auditor's remuneration for 2018*
12. *Election of members to the board*
13. *Election of members to the nomination committee*

14. Innløsning av aksjer eiet av Selskapet
15. Videreføring av fullmakt til styret for tilbakekjøp av egne aksjer
16. Kapitalnedsettelse med utdeling til aksjeeierne
17. Fullmakt til styret til å beslutte utdeling av utbytte
18. Endring av Selskapets formål og forretningskommune med tilhørende vedtektsendringer
19. Styrefullmakt til å utstede nye aksjer
20. Opsjonsprogram

**Følgende dokumenter er vedlagt innkallingen:**

- Vedlegg 1:** Styrets forslag til beslutninger
- Vedlegg 2:** Påmeldings- og fullmaktsskjema
- Vedlegg 3:** Skriv om aksjeeiernes rettigheter, herunder hvordan aksjeeierne kan delta og stemme på generalforsamling
- Vedlegg 4:** Bekreftelse fra revisor, jf. sak 14 og 16 i Vedlegg 1
- Vedlegg 5:** Innstilling fra Valgkomiteen

Per datoen for denne innkallingen er Selskapets registrerte aksjekapital NOK 78.384.429 fordelt på 52.606.999 aksjer, hver pålydende NOK 1,49. Selskapet eier totalt 20.301 egne aksjer, tilsvarende ca. 0,0004 % av aksjekapitalen.

Hver aksje i Selskapet gir én stemme på generalforsamlingen. Det foreligger ingen vedtektsfestede stemmerettsbegrensninger.

Aksjeeiere som ønsker å være representert på generalforsamlingen bes melde dette til Selskapet innen 16. mai 2019 kl. 17:00, ved å sende vedlagte møteseddel til Nordea Bank Abp, norsk filial, eller melde seg på via Selskapets hjemmeside på <https://magnoraasa.com/> eller via VPS Investortjenester. Fullmakt kan, om ønskelig, gis til styreleder, Torstein Sanness, eller den

14. Redemption of treasury shares
15. Continuation of authorisation to the board to acquire treasury shares
16. Share capital decrease with distribution to shareholders
17. Authorisation to the board to resolve distribution of dividend
18. Change of the Company's registered objective and municipality with accompanying amendments to the articles of association
19. Board authorisation to issue new shares
20. Option program

**The following documents are attached:**

- Appendix 1:** The board's proposed resolutions
- Appendix 2:** Notice of attendance/proxy form
- Appendix 3:** Shareholders' rights, including how shareholders may participate and vote at the general meeting
- Appendix 4:** Auditor's confirmation, cf. item 14 and 16 in Appendix 1
- Appendix 5:** Proposals from the Nomination Committee

As of the date of this notice, the Company's registered share capital is NOK 78,384,429 divided on 52,606,999 shares, each with a par value of NOK 1.49. The Company owns a total of 20,301 treasury shares, equivalent to approximately 0.0004% of the share capital.

Each share carry one vote at the general meeting. There are no voting restrictions set out in the articles of association.

Shareholders who wish to attend the general meeting are asked to notify the Company by 17:00 (CET) on 16 May 2019 by submitting the enclosed attendance form to Nordea Bank Abp, norsk filial, or register attendance electronically at the Company's website; <https://magnoraasa.com/>, or via VPS Investor Services. A proxy may, if desired, be granted to the chairman of the board, Torstein Sanness,

han utpeker. Mer informasjon om påmelding og fullmakt følger av skrivet om aksjeeiernes rettigheter, inntatt i Vedlegg 3.

or a person appointed by him. Further details about registration of attendance and proxy to vote are set out in the information document about shareholders' rights, attached as Appendix 3.

**30 April 2019**

**The board of directors of**

**Magnora ASA**

**VEDLEGG 1: STYRETS FORSLAG  
TIL BESLUTNINGER****SAK 6: GODKJENNELSE AV ÅRSREGNSKAP  
OG ÅRSBERETNING FOR 2018 FOR  
MAGNORA ASA OG KONSERNET**

Årsrapporten for 2018, som inneholder årsregnskapet, årsberetningen, revisjonsberetningen og styrets redegjørelse for eierstyring og selskapsledelse, er tilgjengelig på Selskapets nettside, <https://magnoraasa.com/financial-reports/>. Det er ikke fremsatt forslag om utdeling av utbytte i forbindelse med godkjenning av årsregnskapet for 2018. Se likevel forslaget under hhv. sak 16 om kapitalnedsettelse med utdeling til aksjeeierne, og sak 17 om fullmakt til styret til å beslutte utdeling av utbytte på grunnlag av årsregnskapet.

Styret forslår at generalforsamlingen treffer følgende beslutning:

*Årsregnskapet og styrets årsberetning for 2018 for Magnora ASA og konsernet godkjennes.*

**SAK 7: STYRETS ERKLÆRING OM  
FASTSETTELSE AV LØNN OG ANNEN  
GODTGJØRELSE TIL LEDENDE ANSATTE**

Styrets erklæring om fastsettelse av lønn og annen godtgjørelse til ledende ansatte er inntatt på side 54 i Selskapets årsrapport for 2018, tilgjengelig på <https://magnoraasa.com/financial-reports/>.

Generalforsamlingens godkjenning av retningslinjene er veiledende for styret. Godkjenning av retningslinjer som gjelder godtgjørelse i form av aksjer, tegningsretter, opsjoner og andre former for godtgjørelse som er knyttet til aksjer eller utviklingen av aksjekursen i Selskapet eller andre selskaper innenfor konsernet, er derimot bindende for styret, jf. allmennaksjeloven ("**asal.**") § 5-6 (3) tredje punktum, jf. § 6-16a (2) fjerde punktum.

**APPENDIX 1: THE BOARD'S PROPOSED  
RESOLUTIONS****ITEM 6: APPROVAL OF THE 2018 ANNUAL  
ACCOUNTS AND THE BOARD'S REPORT  
FOR MAGNORA ASA AND THE GROUP**

The annual report for 2018, which comprises of the annual accounts, the board' report, the auditor's statement, and the board's statement on corporate governance, is available at the Company's website;

<https://magnoraasa.com/financial-reports/>.

The board does not propose to resolve distribution of dividend in connection with the approval of the 2018 annual accounts. Please however note the proposals under item 16 regarding capital decrease with distribution to the shareholders, and item 17 regarding authorisation to the board to resolve distribution of dividend based on the annual accounts.

The board proposes that the general meeting passes the following resolution:

*The annual accounts and the board of directors' report for 2018 for Magnora ASA and the group are approved.*

**ITEM 7: THE BOARD'S DECLARATION ON  
DETERMINATION OF SALARY AND  
OTHER REMUNERATION FOR SENIOR  
MANAGEMENT**

The board's declaration on determination of salary and other remuneration for senior management is included on page 54 in the Company's annual report for 2018, available at <https://magnoraasa.com/financial-reports/>.

The general meeting's approval of the guidelines is advisory to the board. The approval of the guidelines regarding remuneration in the form of shares, subscription rights, options, and other forms of remuneration linked to shares or the development of the share price in the Company or in other group companies, are on the other hand binding to the board, cf. section 5-6 (3) third sentence, cf. section 6-16a (2) fourth sentence of the Norwegian Public Limited

Selskapet har for tiden ingen slike aksjerelaterte insentivordninger for ledende ansatte.

I styrets erklæring om fastsettelse av lønn og annen godtgjørelse til ledende ansatte, er de veiledende retningslinjene angitt i punkt (i) og (ii), mens de bindende retningslinjene er angitt i punkt (iii) på side 55 i årsrapporten for 2018.

Styret foreslår at generalforsamlingen treffer følgende beslutning hva gjelder hhv. de veiledende og de bindende retningslinjene:

(a) Veiledende retningslinjer

*Generalforsamlingen gir sin tilslutning til de veiledende retningslinjene i styrets erklæring om fastsettelse av lønn og annen godtgjørelse til ledende ansatte i henhold til allmennaksjeloven § 6-16a.*

(b) Bindende retningslinjer

*Generalforsamlingen godkjenner de bindende retningslinjene i styrets erklæring om fastsettelse av lønn og annen godtgjørelse til ledende ansatte i henhold til allmennaksjeloven § 6-16a.*

**SAK 8: BEHANDLING AV STYRETS REDEGJØRELSE FOR FORETAKSSTYRING (INGEN VOTERING)**

I henhold til asal. § 5-6 (4) skal den ordinære generalforsamlingen behandle styrets redegjørelse for foretaksstyring utarbeidet i tråd med regnskapsloven § 3-3b. Redegjørelsen er inntatt på side 9 i Selskapets årsrapport for 2018, tilgjengelig på <https://magnoraasa.com/financial-reports/>.

**SAK 9: GODTGJØRELSE TIL MEDLEMMER AV STYRET, REVISJONSUTVALGET OG KOMPENSASJONSUTVALGET**

Liability Companies Act (the "NPLCA").

Currently, the Company does not have any such share linked incentive programs for members of the senior management.

In the board's declaration on determination of salary and other remuneration for senior management, the advisory guidelines are set out in item (i) and (ii), and the binding guidelines in item (iii) on page 55 of the annual report for 2018.

The board proposes that the general meeting passes the following resolution with regard to the advisory and the binding guidelines, respectively:

(a) Advisory guidelines

*The general meeting endorses the advisory guidelines in the declaration by the board on determination of salary and other remuneration for senior management pursuant to section 6-16a of the Norwegian Public Limited Liability Companies Act.*

(b) Binding guidelines

*The general meeting approves the binding guidelines in the declaration by the board on determination of salary and other remuneration for senior management pursuant to section 6-16a of the Norwegian Public Limited Liability Companies Act.*

**ITEM 8: CONSIDERATION OF THE BOARD'S STATEMENT ON CORPORATE GOVERNANCE (NO VOTING)**

Pursuant to section 5-6 (4) of the NPLCA, the annual general meeting shall consider the board's statement on corporate governance prepared in accordance with section 3-3b of the Norwegian Accounting Act. The statement is included on page 9 in the Company's annual report for 2018, available at <https://magnoraasa.com/financial-reports/>.

**ITEM 9: REMUNERATION TO MEMBERS OF THE BOARD, THE AUDIT COMMITTEE AND THE COMPENSATION COMMITTEE**

I samsvar med vedtektenes § 7 har Selskapets valgkomité fremmet forslag til godtgjørelse for styremedlemmer og medlemmer av styreutvalg, se Vedlegg 5. Komiteens forslag innebærer anbefaling om følgende vedtak:

*Generalforsamlingen godkjenner følgende godtgjørelse til styrets medlemmer og medlemmer av styrekomiteer for perioden fra ordinær generalforsamling i 2019 til ordinær generalforsamling i 2020:*

*Styrets leder NOK 400.000, uavhengige styremedlemmer NOK 250.000 hver, leder revisjonsutvalg NOK 50.000 og medlem revisjonsutvalg NOK 30.000 hver.*

*I tillegg betales et honorar stort NOK 500.000 til Torstein Sanness for omfattende arbeid knyttet til Selskapet siden hans inntreden som styremedlem på ordinær generalforsamling i 2017, og i tiden frem til dato for denne generalforsamlingen.*

*Styreleder mottar 400.000 opsjoner, mens andre styremedlemmer mottar 50.000 opsjoner hver. Hver opsjon gir rett til en aksje med innløsningskurs NOK 6,50. Innløsningskursen skal justeres tilsvarende et beløp betalt per aksje av utbytte eller annen tilbakebetaling av kapital betalt etter dato for generalforsamlingen. Opptjeningsperioden er frem til ordinær generalforsamling i 2020. Opsjonene må utøves innen 5 år fra de blir utøvbare. Alle opsjoner akselereres og blir utøvbare ved gjennomføring av (i) salg av det meste av eiendeler og forpliktelser i Selskapet, (ii) avtale om fusjon hvor Selskapet ikke er overtakende selskap, og (iii) frivillig eller pliktig tilbud etter verdipapirhandelloven.*

#### **SAK 10: GODTGJØRELSE TIL MEDLEMMER AV VALGKOMITEEN**

Innstillingen fra Selskapets valgkomité er tatt inn Vedlegg5.

In accordance with § 7 of the articles, the nomination committee has submitted its proposal for remuneration to the board members and members of board committees, see Appendix 5. The Committee's proposal means a recommendation for the following proposed resolution:

The general meeting approves the following remuneration for the board members and members of board committees for the period from the ordinary general meeting in 2019 to the ordinary general meeting in 2020:

*The chairperson of the board NOK 400,000, independent board members NOK 250,000 each, chairperson of the audit committee NOK 50,000 and members of the audit committee NOK 30,000 each.*

*In addition, a fee of NOK 500.000 is paid out to Torstein Sanness for extensive work done by him for the Company since joining the Board of Directors at the AGM of 2017 and up to the date of this general meeting.*

*The chairperson of the board shall be granted 400,000 options, whereas each other board member shall be granted 50,000 options. Each option gives the right to receive one share with strike NOK 6.50. The strike price shall be adjusted with an amount paid each share of dividend or other repayments of capital paid after the date of the general meeting. The vesting period is up the ordinary general meeting in 2020. Exercisable options must be exercised within 5 years from they vest. All options accelerate and become exercisable in case of completion of (i) a sale of a substantial part of the Company's assets and liabilities, (ii) a merger in which the Company is not the surviving entity, and (iii) voluntary or mandatory public offer pursuant to the Norwegian Securities Trading Act.*

#### **ITEM 10: REMUNERATION TO MEMBERS OF THE NOMINATION COMMITTEE**

The recommendation by the nomination committee is included in Appendix 5.

**SAK 11: GODKJENNELSE AV REVISORS HONORAR FOR 2018**

Styret forslår at generalforsamlingen treffer følgende beslutning:

*Revisors honorar på NOK 456.000 eks. mva for revisjonen av årsregnskapet for 2018, samt NOK 117.000 eks. mva for revisjonsrelaterte tjenester, totalt NOK 573.000 eks. mva, godkjennes.*

**SAK 12: VALG AV MEDLEMMER TIL STYRET**

I samsvar med vedtektenes § 7 har Selskapets valgkomité fremmet forslag til styremedlemmer, se Vedlegg 5. Forslaget innebærer gjenvalg av styrets medlemmer for ett år.

I samsvar med prinsipper for corporate governance vil det stemmes separat over hver kandidat.

**SAK 13: VALG AV MEDLEMMER TIL VALGKOMITEEN**

I samsvar med vedtektenes § 7 har Selskapets valgkomite fremmet forslag til medlemmer av valgkomiteen, se Vedlegg 5. Forslaget innebærer gjenvalg av komiteens medlemmer for ett år.

I samsvar med prinsipper for corporate governance vil det stemmes separat over hver kandidat.

**SAK 14: INNLØSNING AV AKSJER EIET AV SELSKAPET**

På den ekstraordinære generalforsamlingen avholdt 18. desember 2018, ble styret gitt fullmakt til å gjennomføre tilbakekjøp av Selskapets egne aksjer med samlet pålydende på inntil NOK 7.838.442, tilsvarende ca. 10 % av Selskapets aksjekapital.

**ITEM 11: APPROVAL OF THE AUDITOR'S REMUNERATION FOR 2018**

The board proposes that the general meeting passes the following resolution:

*The remuneration to the auditor of NOK 456,000 ex. VAT for the audit of the 2018 annual accounts, and NOK 117,000 ex. VAT for audit related services, NOK 573,000 ex. VAT in total, is approved.*

**ITEM 12: ELECTION OF MEMBERS TO THE BOARD**

In accordance with § 7 of the articles, the nomination committee has submitted its proposal for board members, see Appendix 5. The proposal is to re-elect the current board members for one year.

In accordance with principles for corporate governance, votes will be cast separately for each candidate.

**ITEM 13: ELECTION OF MEMBERS TO THE NOMINATION COMMITTEE**

In accordance with § 7 of the articles, the nomination committee has submitted its proposal for members to the nomination committee, see Appendix 5. The proposal is to re-elect the current members for one year.

In accordance with principles for corporate governance, votes will be cast separately for each candidate.

**ITEM 14: REDEMPTION OF TREASURY SHARES**

At the extraordinary general meeting held on 18 December 2018, the board was authorised to acquire treasury shares with an aggregate par value of up to NOK 7,838,442, equivalent to approximately 10% of the Company's share capital.

Den 16. januar 2019 annonserte styret et tilbakekjøpsprogram med varighet fra 16. januar til 24. april 2019, likevel slik at Selskapet sto fritt til å kansellere eller suspendere programmet til enhver tid, se børsmelding tilgjengelig på

<https://newsweb.oslobors.no/message/467555>.

Under tilbakekjøpsprogrammet ervervet Selskapet totalt 20,301 egne aksjer, med samlet pålydende på NOK 30.248,49, tilsvarende 0,0004 % av Selskapets aksjekapital.

Styret foreslår at det gjennomføres en kapitalnedsettelse ved innløsning av samtlige aksjer ervervet av Selskapet under tilbakekjøpsprogrammet. Forslaget er begrunnet med at Selskapet har en forsvarlig egenkapital i lys av hva som er nødvendig ut fra Selskapets forpliktelser og allmennaksjelovens krav, og at Selskapet ønsker å være i stand til å erverve ytterligere egne aksjer under mulige nye tilbakekjøpsprogram.

Det vil være full dekning for gjenværende bunden egenkapital etter kapitalnedsettelsen, jf. asal. § 12-2 (2), og revisors bekreftelse inntatt i Vedlegg 4. Videre vurderer styret det slik at Selskapet, etter kapitalnedsettelsen, fortsatt vil ha en forsvarlig egenkapital og likviditet, jf. asal. § 3-4.

Styret forslår at generalforsamlingen treffer følgende beslutning:

1. *Selskapets aksjekapital settes ned med NOK 30.248,49, fra NOK 78.384.429 til NOK 78.354.180,51, ved innløsning av 20.301 aksjer, hver pålydende NOK 1,49.*
2. *Nedsettingsbeløpet skal benyttes til sletting av Selskapets totalt 20.301 egne aksjer.*
3. *Selskapets vedtekter § 4 endres tilsvarende og skal lyde slik:  
"Aksjekapitalen er NOK 78.354.180,51 fordelt på 52.586.698 aksjer a NOK 1,49."*

On 16 January 2019, the board launched a share buy-back program with term from 16 January to 24 April 2019, however with a right for the Company to close or suspend the program at any time as further set out in the stock exchange notice available at

<https://newsweb.oslobors.no/message/467555>.

Under the program, the Company acquired a total of 20,301 treasury shares, with an aggregate par value of NOK 30,248.49, equivalent to 0.0004% of the Company's share capital.

The board proposes to carry out a capital decrease by redemption of all treasury shares acquired by the Company under the share buy-back program. The basis for the proposal is that the Company's share capital and equity are adequate with respect to the Company's obligations and the requirements pursuant to the NPLCA, and that the Company wishes to be able to acquire further treasury shares in potential buy-back programs.

It will be full coverage for remaining restricted equity after the capital decrease, cf. section 12-2 (2) of the NPLCA and the auditor's confirmation included in Appendix 4. Further, the board is of the opinion that the Company, after the capital decrease, still will have a sound equity and liquidity, cf. NPLCA section 3-4.

The board proposes that the general meeting passes the following resolution:

1. *The Company's share capital is decreased with NOK 30,248.49, from NOK 78,384,429 to NOK 78,354,180.51, by redemption of 20,301 shares, each with a par value of NOK 1.49.*
2. *The reduction amount shall be used for cancellation of the Company's total 20,301 treasury shares.*
3. *The articles of association § 4 shall be amended accordingly and read as follows:  
"The Company's share capital is NOK 78,354,180.51 divided on 52,586,698 shares of NOK 1.49 each."*



### SAK 15: VIDEREFØRING AV FULLMAKT TIL STYRET FOR TILBAKEKJØP AV EGNE AKSJER

Styrefullmakten til å gjennomføre tilbakekjøp av Selskapets egne aksjer som nevnt under sak 14 over, utløper ved ordinær generalforsamling i 2019.

Styret foreslår at det gis ny fullmakt for tilbakekjøp av aksjer som erstatter nevnte fullmakt og som utløper ved ordinær generalforsamling i 2020, dog slik at bruk av egne aksjer også skal omfatte å levere aksjer i henhold til forpliktelser tilknyttet utstedte opsjoner.

Bakgrunnen for at det bes om en slik fullmakt er at styret fortsatt skal ha muligheten til å benytte seg av de mekanismer som allmennaksjeloven gir anledning til når det gjelder distribusjon av kapital til Selskapets aksjeeiere.

På denne bakgrunnen foreslår styret at generalforsamlingen treffer følgende beslutning:

1. *Styret gis fullmakt til å erverve Selskapets aksjer i Selskapets navn med samlet pålydende på inntil NOK 7.838.429, tilsvarende ca. 10 % av Selskapets aksjekapital på dato for generalforsamlingen.*
2. *Ved erverv skal prisen per aksje være minimum NOK 1 og maksimum NOK 20.*
3. *Erverv og avhendelse skal skje ved kjøp og salg på et regulert marked, dog slik at avhendelse av egne aksjer også skal omfatte å levere aksjer i henhold til forpliktelser tilknyttet utstedte opsjoner.*
4. *Fullmakten gjelder frem til ordinær generalforsamling i 2020, likevel senest frem til 30. juni 2020.*

### ITEM 15: CONTINUATION OF AUTHORISATION TO THE BOARD TO ACQUIRE TREASURY SHARES

The board authorisation to acquire treasury shares as described under item 14 above, expires at the annual general meeting in 2019.

The board proposes that the general meeting grants the board a new authorisation for buy-back of treasury shares which shall replace said authorisation and have term until the annual general meeting in 2020, however so that use of treasury shares also shall cover delivery of shares in accordance with obligations under issued options.

The basis for the proposed authorisation is to enable the board the possibility to utilise the mechanisms pursuant to the NPLCA as regards distribution of capital to the Company's shareholders.

On this basis, the board proposes that the general meeting passes the following resolution:

1. *The board is authorised to acquire treasury shares with an aggregate par value of up to NOK 7,838,429, equivalent to approximately 10% of the Company's share capital as at the date of the general meeting.*
2. *The acquisition price shall be minimum NOK 1 and maximum NOK 20 per share.*
3. *Acquisition and divestment shall be carried out by trading on a regulated market, however so that use of treasury shares also shall cover delivery of shares in accordance with obligations under issued options.*
4. *The authorisation shall be valid until the annual general meeting in 2020, and will in all cases lapse on 30 June 2020.*

5. Denne fullmakten erstatter fullmakten for tilbakekjøp av aksjer som ble gitt av generalforsamlingen den 18. desember 2018 ved registrering i Foretaksregisteret.

**SAK 16: KAPITALNEDSETTELSE MED UTDELING TIL AKSJEEIERNE**

Styret foreslår at generalforsamlingen beslutter å nedsette Selskapets aksjekapital med NOK 52.586.698, fra NOK 78.354.180,51 til NOK 25.767.482,51, ved nedsetting av aksjenes pålydende fra NOK 1,49 til NOK 0,49, hvor kapitalnedsettelsen i sak 14 antas vedtatt.

Forslaget innebærer en utbetaling til aksjeeierne på NOK 1,00 per aksje og er i tråd med Selskapets kommuniserte strategi om å returnere kapital til aksjeeierne i Selskapet.

Det vil være full dekning for gjenværende bunden egenkapital etter kapitalnedsettelsen, jf. asal. § 12-2 (2), og revisors bekreftelse inntatt i Vedlegg 4. Videre vil Selskapet, etter kapitalnedsettelsen, fortsatt ha en forsvarlig egenkapital og likviditet, jf. asal. § 3-4.

Selskapet vil gi ytterligere informasjon om tidsplan for gjennomføring av kapitalnedsettelsen og nøkkelinformasjon (herunder ex-dato) i forbindelse med utløpet av kreditorfristperioden. Utdelingen vil tilfalle aksjonærer på dato når Selskapet etter utløpet av kreditorfristen melder gjennomføring av kapitalnedsettelsen til Foretaksregisteret.

Styret forslår at generalforsamlingen treffer følgende beslutning:

1. Selskapets aksjekapital settes ned med NOK 52.586.698, fra NOK 78.354.180,51 til NOK 25.767.482,51, ved nedsetting av aksjenes pålydende fra NOK 1,49 til NOK

5. This authorisation replaces the authorisation for buy-back of treasury shares as granted by the general meeting on 18 December 2018 when registered with the Register of Business Enterprises.

**ITEM 16: SHARE CAPITAL DECREASE WITH DISTRIBUTION TO SHAREHOLDERS**

The board proposes that the general meeting resolves to decrease the Company's share capital by NOK 52,586,698, from NOK 78,354,180.51 to NOK 25,767,482.51, by reducing the par value of each share from NOK 1.49 to NOK 0.49, where the capital reduction in item 14 is assumed approved.

The proposal will result in a distribution to the shareholders of NOK 1.00 per share and is in line with the Company's stated aim of returning capital to its shareholders.

It will be full coverage for remaining restricted equity after the share capital decrease, cf. section 12-2 (2) of the NPLCA and the auditor's confirmation included in Appendix 4. Further, the Company will, following the capital decrease, still have a sound equity and liquidity, cf. section 3-4 of the NPLCA.

The Company will provide further information on the timeline for the share capital decrease and key date information (including ex-date) in connection with the expiry of the statutory creditor notice period. The reduction amount will be paid for shareholders at the date when the Company after the expiry of the creditor notice period files for completion of the share capital decrease with the Norwegian Register of Business Enterprises.

The board proposes that the general meeting passes the following resolution:

1. The Company's share capital is decreased by NOK 52,586,698, from NOK 78,354,180.51 to NOK 25,767,482.51, by reducing the par value of each share from NOK 1.49 to NOK 0.49.

0,49.

2. Nedsettingsbeløpet på NOK 52.586.698 (NOK 1 per aksje) skal benyttes til utdeling til aksjeeierne, jf. allmennaksjeloven § 12-1 (1) nr. 2. Utdelingsbeløpet skal i sin helhet belastes Selskapets skattemessig innbetalte kapital.
3. Utdelingen til aksjeeierne kan først skje etter utløpet av kreditorfristen på seks uker, jf. allmennaksjeloven § 12-6 (1) nr. 1. Utdelingen skal skje til Selskapets aksjeeiere per dato styret melder gjennomføring av kapitalnedsettelsen til Foretaksregisteret.
4. Selskapets vedtekter § 4 endres tilsvarende og skal lyde slik:  
"Aksjekapitalen er NOK 25.767.482,51 fordelt på 52.586.698 aksjer a NOK 0,49."

#### SAK 17: FULLMAKT TIL STYRET TIL Å BESLUTTE UTDELING AV UTBYTTE

Selskapet har som målsetting å dele ut periodevis utbytte til aksjeeierne, se <https://magnoraasa.com/corporate-governance/equity-and-dividend/>.

For å tilrettelegge for slike utdelinger, foreslår styret at generalforsamlingen treffer følgende beslutning:

1. Styret gis fullmakt til å beslutte utdeling av utbytte på grunnlag av årsregnskapet for 2018, jf. asal. § 8-2 (2).
2. Ved bruk av fullmakten skal styret sikre at beslutning er i tråd med Selskapets vedtatte utbyttepolitikk. Styret skal før hvert vedtak om godkjenning av utbetaling av utbytte vurdere om Selskapet, etter utbytteutbetalingen, vil ha forsvarlig egenkapital og likviditet.

2. The reduction amount of NOK 52,586,698 (NOK 1 per share) shall be distributed to the shareholders, cf. section 12-1 (1) no. 2 of the NPLCA. The amount to be distributed shall in its entirety be drawn from the Company's tax-related paid in capital.
3. The distribution to the shareholders can be made after the expiry of the statutory six week creditor notice period, cf. section 12-6 (1) no. 1 of the NPLCA. The distribution shall be made to the Company's shareholders as of the date the board files for completion of the share capital decrease with the Norwegian Register of Business Enterprises.
4. The articles of association § 4 shall be amended accordingly and read as follows:  
"The Company's share capital is NOK 25,767,482.51 divided on 52,586,698 shares of NOK 0.49 each."

#### ITEM 17: AUTHORISATION TO THE BOARD TO RESOLVE DISTRIBUTION OF DIVIDEND

The Company aims to distribute dividend to the shareholders on a regular basis, please see <https://magnoraasa.com/corporate-governance/equity-and-dividend/>.

To facilitate such distributions, the board proposes that the general meeting passes the following resolution:

1. The board is authorised to resolve distribution of dividends based on the Company's annual accounts for 2018, cf. section 8-2 (2) of the NPLCA.
2. When making use of the authorisation, the board shall ensure that the resolution to distribute dividend is in line with the Company's resolved dividend policy. Before a resolution on distribution of dividend is made, the board shall assess whether the Company, following such distribution, will have adequate equity and liquidity.

3. Fullmakten gjelder frem til ordinær generalforsamling i 2020, likevel senest frem til 30. juni 2020.

**SAK 18: ENDRING AV SELSKAPETS FORMÅLSBESTEMMELSE OG FORRETNINGSKommUNE MED TILHØRENDE VEDTEKTSENDRINGER**

Etter gjennomføringen av transaksjonen med Sembcorp Marine Integrated Yard Pte. Ltd. i september 2018 har Selskapet ikke lenger noen aktiv virksomhet i Arendal. Styret forslår derfor at generalforsamlingen treffer beslutning om å utvide Selskapets vedtektsfestede formål og å endre registrert kommune. Styret foreslår følgende beslutning:

Vedtektene § 2, § 3 og § 6 endres som følger (endringer viser forskjell fra dagens vedtekter):

**§ 2**

Selskapets forretningskontorer er i ~~Arendal~~ Oslo kommune.

**§ 3**

Selskapets formål er å drive industri, handel og virksomhet knyttet til energi, IT og råvarer, tilby produkter og tjenester til energi, offshore- og oljeserviceindustrien, og næringssektorer direkte eller indirekte knyttet til dette, samt investeringer i og erverv av virksomheter, verdipapirer, finansielle instrumenter og andre eiendeler og deltakelse i annen virksomhet direkte eller indirekte knyttet til dette.

**§ 6**

Generalforsamling kan også avholdes i ~~Oslo eller~~ Bærum kommune. Styret kan beslutte at dokumenter som gjelder saker som skal behandles på generalforsamlingen, ikke sendes til aksjeeierne når disse gjøres tilgjengelig på selskapets internettsider. Dette gjelder også dokumenter som etter lov skal inntas i eller

3. The authorisation shall be valid until the annual general meeting in 2020, and will in all cases lapse on 30 June 2020.

**ITEM 18: CHANGE OF THE COMPANY'S OBJECTIVE AND REGISTERED MUNICIPALITY WITH ACCOMPANYING AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Following completion of the transaction with Sembcorp Marine Integrated Yard Pte. Ltd. in September 2018, the Company does not have any active business in Arendal. Thus, the board proposes that the general meeting passes a resolution to expand on the objectives clause and amend the registered municipality set out in the articles of association. The board proposes the following resolution:

The articles of association § 2, § 3 § 6 are amended as follows (changes show differences from the current articles of association):

**§ 2**

The Company's registered offices are in the municipality of ~~Arendal~~ Oslo.

**§ 3**

The objective of the Company is the conduct of industry, trade and business associated with energy, IT and commodities to offer products and services to the energy; offshore and oil services industry, and sectors directly or indirectly related to these, in addition to investments in and acquisitions of businesses, securities, financial instruments and other assets, and participating in other businesses, directly or indirectly linked to these.

**§ 6**

General meetings may also be held in ~~Oslo or~~ Bærum municipality. The Board of Directors may decide that documents concerning matters to be considered at the General Meeting are not to be sent to shareholders when the documents are made available on the Company's website. This also applies to documents which by law shall be

vedlegges innkallingen til generalforsamlingen. En aksjeeier kan likevel kreve å få tilsendt dokumenter som gjelder saker som skal behandles på generalforsamlingen.

### **SAK 19: STYREFULLMAKT TIL Å UTSTEDE NYE AKSJER**

Styret er av den oppfatning at Selskapet bør være i stand til å reagere raskt på muligheter i markedet, og det kan betinge mulighet til å utstede nye aksjer på kort frist. Styret foreslår derfor at generalforsamlingen gir styret fullmakt til å utstede nye aksjer tilsvarende opp til 30% av aksjekapitalen på tidspunktet for generalforsamlingen. For å kunne oppnå formålet med fullmakten foreslår styret videre at eksisterende aksjonærs fortrinnsrett kan fravikes. Styret foreslår følgende vedtak:

1. *Aksjekapitalen skal, i en eller flere omganger, i alt kunne forhøyes med inntil NOK 23,515,328 ved utstedelse av nye aksjer i Selskapet.*
2. *Fullmakten kan benyttes til å utstede aksjer som vederlag ved oppkjøp innen Selskapets vanlige forretningsområder eller i forbindelse med egenkapitalutvidelser.*
3. *Fullmakten skal gjelde til ordinær generalforsamling i 2020, likevel senest til 30. juni 2020.*
4. *Aksjeeieres fortrinnsrett til tegning av aksjer kan settes til side.*
5. *Fullmakten omfatter kapitalforhøyelse mot innskudd i andre eiendeler enn penger eller rett til å pådra Selskapet særlig plikter.*
6. *Styret kan foreta de vedtektsendringer som kapitalforhøyelsen(e) gjør påkrevd.*
7. *Fullmakten omfatter beslutning om fusjon.*

*enclosed in or attached to the notice of a General Meeting. Shareholders may nonetheless request that documents concerning matters to be considered at the General Meeting be submitted to them.*

### **ITEM 19: BOARD AUTHORIZATION TO ISSUE NEW SHARES**

The board is of the view that the Company should be capable of reacting quickly to opportunities in the market, which may signify that the possibility to issue new shares on short notice. The board thus proposed that the general meeting grants the board the authority to issue new shares equal to up to 30% of the share capital as at the date of the general meeting. In order to achieve the purpose of the authority, the board proposes that existing shareholders' pre-emptive rights to subscribe new share may be set aside. The board proposes the following resolution:

1. *The share capital may, in one or more rounds, be increased by a total of up to NOK 23,515,328 by the issuance of new shares in the Company.*
2. *The authorization may be used to issue shares as consideration for acquisitions within the Company's ordinary business sectors or in connection with equity increases.*
3. *The authorization shall be valid until the ordinary general meeting in 2020, but no later than until 30 June 2020.*
4. *The shareholders' pre-emption for subscription of shares may be set aside.*
5. *The authorization includes the increase of the share capital in return for contributions in kind or the right to incur on the assumptions of special obligations of the Company.*
6. *The Board is authorized to alter the Articles of Association implied by the share capital increase(s).*

**SAK 20: OPSJONSPROGRAM**

Styret er av den oppfatning at det behøves insentiver for å tiltrekke seg og å beholde nøkkelpersonell, det være seg ansatte, konsulenter eller andre som er tilknyttet Selskapet. Styret foreslår derfor at generalforsamlingen vedtar et opsjonsprogram som begrenses til maksimalt 1,5 millioner opsjoner (som utgjør ca 2,8% av dagens antall aksjer), og som utløper om ett år. Styret foreslår at generalforsamlingen fatter følgende vedtak:

1. *Generalforsamlingen godkjenner et opsjonsprogram på opp til 1.500.000 opsjoner, hvor hver opsjon gir rett til en aksje i Selskapet.*
2. *Opsjonene tildeles av styret, og kan tildeles ansatte, konsulenter eller andre med tilknytning til Selskapet.*
3. *Innløsningskurs for hver opsjon skal være NOK 6,50 for opsjoner som tildeles innen 1. juni 2019 og ellers lik gjennomsnittlig sluttkurs på Selskapets aksjer siste 3 måneder før dagen for tildeling. Innløsningskursen skal justeres tilsvarende et beløp betalt per aksje av utbytte eller annen tilbakebetaling av kapital betalt etter dato for generalforsamlingen.*
4. *Opsjoner tildelt innen 1. juni 2019 blir utøvbare på dato for ordinær generalforsamling i 2020. Opsjoner tildelt etter 1. juni 2019 skal ha en opptjeningsperiode på minst 12 måneder og ellers som bestemt av styret. Utøvbare opsjoner må utøves innen 5 år fra de blir utøvbare.*
5. *Alle opsjoner akselereres og blir utøvbare ved gjennomføring av (i) salg av det meste av eiendeler og forpliktelser i Selskapet, (ii) avtale om fusjon hvor Selskapet ikke er*

7. *The authorization does include decision on merger.*

**ITEM 20: OPTION PROGRAM**

The board is of the view that incentives are needed to attract and keep key personnel, whether this is employees, consultants or others related to the Company. The board thus proposes that the general meeting approves an option program which is limited to a maximum of 1.5 million options (which represent approximately 2.8% of the current number of shares), and which expires in a year. The board proposes that the general meeting passes the following resolution:

1. *The general meeting approves an option program of up to 1,500,000 options, each option giving the right to one share in the Company.*
2. *Options are granted by the board, and can be granted to employees, consultants or others with an association with the Company.*
3. *The strike price for each option shall be NOK 6.50 for options granted no later than 1 June 2019, and otherwise be the average closing price of the Company's shares the last 3 months before the day of the grant. The strike price shall be adjusted with an amount paid each share of dividend or other repayments of capital paid after the date of the general meeting.*
4. *Options granted no later than 1 June 2019 shall become exercisable on the date of the ordinary general meeting in 2020. Options granted after 1 June 2019 shall have a vesting period of at least 12 months and otherwise as determined by the board. Exercisable options must be exercised within 5 years from they vest.*
5. *All options accelerate and become exercisable in case of completion of (i) a sale of a substantial part of the Company's assets and liabilities, (ii) a merger in which the Company*

*overtakende selskap, og (iii) frivillig eller pliktig tilbud etter verdipapirhandelloven.*

6. *Ingen opsjoner under dette programmet kan utstedes etter ordinær generalforsamling i 2020. Styret fastsetter ellers vilkårene for opsjonene.*

*is not the surviving entity, and (iii) voluntary or mandatory public offer pursuant to the Norwegian Securities Trading Act.*

6. *No options under this program may be granted after the ordinary general meeting in 2020. The board determines the further terms and conditions for the options.*

## Appendix 2: Notice of attendance/proxy form

**Ref no:** \_\_\_\_\_ **PIN code:** \_\_\_\_\_

### Notice of ordinary general meeting

An ordinary general meeting in Magnora ASA will be held on Tuesday, 21 May 2019 at 10:00 (CET) at the offices of the Company at Lysaker Torg 12, NO-1366 Lysaker, Norway.

**Registration deadline:** 16 May 2019 at 17:00 (CET)

### Notice of attendance

The undersigned will attend the ordinary general meeting on 21 May 2019 and cast votes for:

\_\_\_\_\_ own shares.

**Notice of attendance can be registered electronically through <https://magnoraasa.com/> or via VPS Investor Services.**

To access the electronic system for notification of attendance through the company's website, the above mentioned reference number and PIN code must be stated. Shareholders who have chosen electronic communication (via VPS Investor Services) will not receive PIN and reference number, and can only give notice through VPS Investor services.

Notice of attendance may also be sent to Nordea Bank Abp, norsk filial. E-mail address: [nis@nordea.com](mailto:nis@nordea.com) / Postal address: Nordea Bank Abp, norsk filial, Client Relations NO, P.O. Box N-1166 Sentrum, N-0107 Oslo, Norway. The notice of attendance should be received by 16 May 2019 at 17:00 (CET).

If the shareholder is a company, please state the name of the individual who will be representing the company: \_\_\_\_\_

---

Place	Date	Shareholder's signature

### Proxy without voting instructions for ordinary general meeting of Magnora ASA

*If you are unable to attend the meeting, you may grant proxy to another individual.*

**Ref no:** \_\_\_\_\_ **PIN code:** \_\_\_\_\_

**Proxy can be submitted electronically through <https://magnoraasa.com/> or via VPS Investor Services.**

To access the electronic system for granting proxy through the company's website, the above mentioned reference number and PIN code must be stated. Shareholders who have elected electronic communication (via VPS Investor Services) will not receive PIN and reference numbers, and can only give proxy via VPS Investor Services.

Proxy may also be sent to Nordea Bank Abp, norsk filial. E-mail address: [nis@nordea.com](mailto:nis@nordea.com) (scanned form)/ Postal address: Nordea Bank Abp, norsk filial, Client Relations NO, P.O. Box N-1166 Sentrum, N-0107 Oslo, Norway.

If you send the proxy without naming the proxy holder, the proxy will be deemed given to the chairman of the board of directors or an individual authorised by him.

This proxy should be received within 16 May 2019 at 17:00 (CET).

### The undersigned

hereby grants (tick one of the two)

the chairman of the board of directors (or a person authorised by him), or

\_\_\_\_\_  
name of proxy holder (in capital letters)

proxy to attend and vote for my/our shares at the ordinary general meeting of Magnora ASA on 21 May 2019.

---

Place	Date	Shareholder's signature (Only for granting proxy)

With regards to your right to attend and vote, reference is made to 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

If you are unable to attend the meeting in person, you may use this proxy form to give voting instructions.

Proxies with voting instructions can only be registered by Nordea Bank Abp, norsk filial. E-mail address: [nis@nordea.com](mailto:nis@nordea.com) (scanned form)/ Postal address: Nordea Bank Abp, norsk filial, Client Relations NO, P.O. Box N-1166 Sentrum, N-0107 Oslo, Norway. The form should be received by Nordea Bank Abp, norsk filial no later than 16 May 2019 at 17:00 (CET).

### Proxies with voting instructions must be dated and signed in order to be valid.

If you leave the "Name of the proxy holder" blank, the proxy will be deemed given to the chairman of the board of directors, or an individual authorised by him.

#### The undersigned:

Ref no:

hereby grants (tick one of the two)

the chairman of the board of directors (or a person authorised by him), or

\_\_\_\_\_  
name of proxy holder (in capital letters)

proxy to attend and vote for my/our shares at the ordinary general meeting of Magnora ASA on 21 May 2019.

The votes shall be exercised in accordance to the instructions below. If the sections for voting are left blank, this will be deemed as an instruction to vote in favour of the board's proposed resolutions. However, if any motions are made from the attendees in addition to or in replacement of the proposals in the notice, the proxy holder may vote at his or her discretion. If there is any doubt as to how the instructions should be understood, the proxy holder may abstain from voting.

Agenda for the ordinary general meeting on 21 May 2019	For	Against	Abstention
Item 2: Election of a chair of the meeting and a person to co-sign the minutes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3: Election of a person to co-sign the minutes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4: Approval of the notice and the proposed agenda	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 6: Approval of the 2018 annual accounts and the board's report for Magnora ASA and the group	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 7: Election of members to the nomination committee, item (a) Advisory Guidelines	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 7: Election of members to the nomination committee, item (b) Binding Guidelines	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 9: Remuneration to members of the board, the audit committee and the compensation committee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 10: Remuneration to members of the nomination committee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 11: Approval of the auditor's remuneration for 2018	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 12: Election of members to the board			
Item 12A: Election of Torstein Sanness as chairperson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 12B: Election of John Hamilton as member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 12C: Election of Hilde Ådland as member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 13: Election of members to the Nomination Committee			
Item 13A: Election of Fredrik D. Sneve as chairperson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 13B: Election of Tom Olav Holberg as member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 13C: Election of Kristoffer Andenæs as member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 14: Redemption of treasury shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 15: Continuation of authorisation to the board to acquire treasury shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 16: Share capital decrease with distribution to shareholders	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 17: Authorisation to the board to resolve distribution of dividend	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 18: Change of the Company's registered objective and municipality with accompanying amendments to the articles of association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 19: Board authorisation to issue new shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 20: Option program	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Place \_\_\_\_\_ Date \_\_\_\_\_ Shareholder's signature (Only for granting proxy with voting instructions)

With regards to your right to attend and vote, reference is made to 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.

## APPENDIX 3 TO THE CALLING NOTICE

### ORDINARY GENERAL MEETING IN MAGNORA ASA 21 MAY 2019 SHAREHOLDERS' RIGHTS, INCLUDING HOW THE SHAREHOLDERS MAY PARTICIPATE AND VOTE AT THE GENERAL MEETING

#### 1. The shares in the Company and the voting right pertaining to the shares

On the date of the notice of the general meeting, 52,606,999 shares are issued in the Company. The Articles of Association do not contain any restrictions to the voting rights. Each share carries one vote at the general meeting.

A shareholder is entitled to vote for the number of shares it holds, which are registered on an account with the Norwegian Central Security Depository (VPS), and which belongs to the shareholder at the time of the general meeting. If a shareholder has acquired shares and the acquisition has not been registered with the VPS at the time of the general meeting, the right to vote for the shares acquired may only be exercised by the acquirer if a notification of the acquisition has been submitted to VPS and is documented at the general meeting. Moreover, in the event of an assignment of shares, the acquirer and the seller may agree that the seller may exercise the rights as shareholder until such rights are transferred to the acquirer.

With respect to custodian registered shares, it is the Company's view that neither the actual holder nor the custodian is entitled to vote for such 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 meeting by simple majority vote.

#### 2. The shareholders' rights

Shareholders cannot require that any further items are to be included in the agenda, as the time limit for such request has expired, cf. § 5-11 second paragraph of the Public Limited Liability Companies Act.

A shareholder has the right to present a proposal for resolution in matters to be considered by the general meeting.

A shareholder may require that the board members and the CEO present available information on matters that may affect the assessment of:

- the adoption of the annual accounts and the annual report;
- matters presented to the shareholders for their decision;
- the financial position of the Company, including information on the activities of other companies in which the Company participates, and other matters that fall under the authority of the general meeting, unless the requested information may not be disclosed without unduly being detrimental to the Company.

If information must be provided, to the effect that no response may be given at the general meeting, a written response must be prepared within two weeks after the meeting. The response shall be available for the shareholders at the offices of the Company, and shall be submitted to each shareholder who has requested such information.

If the response is considered as being of material importance to the assessment of matters as mentioned in the preceding paragraph, the response must be submitted to all shareholders with known address.

### **3. Registration for the general meeting**

Shareholders who wish to attend the general meeting, either in person or by proxy, are asked to register attendance by submitting the enclosed notice of attendance by e-mail to [nis@nordea.com](mailto:nis@nordea.com), by mail to Nordea Bank Abp, norsk filial, Client Relations NO, P.O. Box NO-1166 Sentrum, NO-0107 Oslo, Norway. Registration may also be made electronically via VPS Investortjenester or <https://magnoraasa.com/>. The pin code sent to the shareholders must be stated in the event of electronic registration.

It is asked that such notification of attendance is submitted electronically, or by mail, to the effect that it is received by 16 May 2019, at 17:00 (CET).

### **4. Proxy**

A shareholder, who does not attend the general meeting in person, may elect to participate by proxy at its discretion.

Enclosed this notice of meeting is a form for granting proxy, which may be sent by e-mail to [nis@nordea.com](mailto:nis@nordea.com); by mail to Nordea Bank Abp, norsk filial, Client Relations NO, P.O. Box NO-1166 Sentrum, NO-0107 Oslo, Norway.

A proxy may also be granted electronically via VPS Investortjenester or <https://magnoraasa.com/>. The pin code sent to the shareholders must be stated when the proxy is submitted electronically. The form of proxy may also be brought to the general meeting. If no names have been indicated on the proxy form, the proxy is deemed to be granted to the Chairperson of the Board of Directors or his deputy. Identification documents for the attorney and the beneficial holder of the shares must be enclosed to the proxy form, as well as a Certificate of Registration in the event the beneficial holder is a legal person.

It is requested that the proxy be submitted electronically or sent to the effect that it will be received by 16 May 2019, at 17:00 (CET).

A shareholder may grant proxy to the chairman of the Board, or a person appointed by him, or to the CEO.

Pursuant to the Norwegian Securities Trading Act a shareholder's voting rights for shares which may be exercised based on a proxy (without instructions) shall be taken into account at the calculation of his shareholding in the Company. The thresholds for disclosure are 5%, 10%, 15%, 20%, 25%, 1/3, 50%, 2/3 and 90%.

Magnora ASA has established routines for counting the proxies for the period from the notice of meeting was submitted until the general meeting is held, and will try to immediately notify the relevant shareholder, who, based on proxy, attains or passes a disclosure threshold. The Company's routines for counting are, however, dependent on the Company being advised as to any group with which the shareholder may be consolidated. We therefore request the shareholders to notify Investor Relations Coordinator; Cecilie Wiese-Hansen (e-mail: [ir@magnoraasa.com](mailto:ir@magnoraasa.com)) of any consolidations that may be of importance to the shareholder's duty of disclosure.

\* \* \*

The following documents, published in connection with notice of the ordinary general meeting to be held on 21 May 2019, are available on the Company's website; <https://magnoraasa.com/>:

- Notice of the ordinary general meeting 21 May 2019
- The proposed resolutions
- Notice of attendance and proxy form
- The nomination committee's recommendation
- The annual accounts and the annual report for 2018

To the Shareholders' Meeting of Magnora ASA

## **Statement on coverage for restricted equity in connection with a capital reduction**

We have verified that there is coverage for the remaining share capital and other undistributable equity in connection with the capital reduction in Magnora ASA.

### *The Board of Directors' responsibility*

The board is responsible for ensuring that the capital reduction does not exceed an amount that will leave full cover for the Company's undistributable equity pursuant to the Norwegian the Public Limited Liability Companies Act section 12-2.

### *Auditor's responsibility*

Our responsibility is to make a statement on whether there is full coverage for the Company's restricted equity pursuant to the Norwegian the Public Limited Liability Companies Act section 12-2. We conducted our examination and issue our statement in accordance with the Norwegian standard SA 3802-1 "The auditor's statements and reports pursuant to Norwegian company legislation". The standard requires that we plan and perform our work to obtain reasonable assurance for the fact that there is coverage for the remaining share capital and other undistributable equity, having considered events subsequent to the balance sheet date and any loss likely to be incurred. The examination includes testing the calculations for which the board is responsible and an assessment of whether events subsequent to the balance sheet date that can result in an inadequate coverage, have been sufficiently considered.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### *Opinion*

In our opinion, there is coverage for the remaining share capital and other undistributable equity subsequent to the capital reduction of NOK 30 248,49, from NOK 78 384 429 to NOK 78 354 180,51, in accordance with the Norwegian the Public Limited Liability Companies Act.

Oslo, 4 April 2019  
ERNST & YOUNG AS

Asbjørn Rødal  
State Authorized Public Accountant (Norway)

This is a translation of the original official Norwegian document and is provided for information purposes only.

Til generalforsamlingen i Magnora ASA

## Uttalelse om dekning for bundet egenkapital ved kapitalnedsetting

Vi har kontrollert om det er dekning for den gjenværende aksjekapital og bundet egenkapital for øvrig i forbindelse med kapitalnedsetting i Magnora ASA.

### *Styrets ansvar for nedsettingen*

Styret er ansvarlig for at nedsettingen ikke er større enn at det er full dekning for selskapets bundne egenkapital etter allmennaksjeloven § 12-2.

### *Revisors oppgaver og plikter*

Vår oppgave er å uttale oss om det er full dekning for selskapets bundne egenkapital etter allmennaksjeloven § 12-2.

Vi har utført vår kontroll og avgir vår uttalelse i samsvar med standard for attestasjonsoppdrag SA 3802-1 "Revisors uttalelser og redegjørelser etter aksjelovgivningen". Standarden krever at vi planlegger og utfører kontroller for å oppnå betryggende sikkerhet for at det er dekning for den gjenværende aksjekapital og bundet egenkapital for øvrig etter at det er tatt tilbørlig hensyn til hendelser etter balansedagen og tap som må forventes å inntreffe. Arbeidet omfatter kontroll av de beregninger som styret er ansvarlig for, samt å kontrollere om det er tatt hensyn til hendelser etter balansedagen som kan medføre at det ikke lenger vil være dekning.

Etter vår oppfatning er innhentet bevis tilstrekkelig og hensiktsmessig som grunnlag for vår konklusjon.

### *Konklusjon*

Etter vår mening er det etter kapitalnedsettingen med kr 30 248,49, fra kr 78 384 429 til kr 78 354 180,51, dekning for den gjenværende aksjekapitalen og bundet egenkapital for øvrig i samsvar med allmennaksjeloven.

Oslo, 4. april 2019  
ERNST & YOUNG AS



Asbjørn Rødal  
statsautorisert revisor

Til generalforsamlingen i Magnora ASA

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Vi har kontrollert om det er dekning for den gjenværende aksjekapital og bundet egenkapital for øvrig i forbindelse med kapitalnedsetting i Magnora ASA.

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Vi har utført vår kontroll og avgir vår uttalelse i samsvar med standard for attestasjonsoppdrag SA 3802-1 "Revisors uttalelser og redegjørelser etter aksjelovgivningen". Standarden krever at vi planlegger og utfører kontroller for å oppnå betryggende sikkerhet for at det er dekning for den gjenværende aksjekapital og bundet egenkapital for øvrig etter at det er tatt tilbørlig hensyn til hendelser etter balansedagen og tap som må forventes å inntreffe. Arbeidet omfatter kontroll av de beregninger som styret er ansvarlig for, samt å kontrollere om det er tatt hensyn til hendelser etter balansedagen som kan medføre at det ikke lenger vil være dekning.

Etter vår oppfatning er innhentet bevis tilstrekkelig og hensiktsmessig som grunnlag for vår konklusjon.

### *Konklusjon*

Etter vår mening er det etter kapitalnedsettingen med kr 52 586 698, fra kr 78 354 180,51 til kr 25 767 482,51, samt utdeling utover pålydende med kr 0, dekning for den gjenværende aksjekapitalen og bundet egenkapital for øvrig i samsvar med allmennaksjeloven.

Oslo, 4.april 2019  
ERNST & YOUNG AS



Asbjørn Rødal  
statsautorisert revisor

To the Shareholders' Meeting of Magnora ASA

## **Statement on coverage for restricted equity in connection with a capital reduction**

We have verified that there is coverage for the remaining share capital and other undistributable equity in connection with the capital reduction in Magnora ASA.

### *The Board of Directors' responsibility*

The board is responsible for ensuring that the capital reduction does not exceed an amount that will leave full cover for the Company's undistributable equity pursuant to the Norwegian the Public Limited Liability Companies Act section 12-2.

### *Auditor's responsibility*

Our responsibility is to make a statement on whether there is full coverage for the Company's restricted equity pursuant to the Norwegian the Public Limited Liability Companies Act section 12-2. We conducted our examination and issue our statement in accordance with the Norwegian standard SA 3802-1 "The auditor's statements and reports pursuant to Norwegian company legislation". The standard requires that we plan and perform our work to obtain reasonable assurance for the fact that there is coverage for the remaining share capital and other undistributable equity, having considered events subsequent to the balance sheet date and any loss likely to be incurred. The examination includes testing the calculations for which the board is responsible and an assessment of whether events subsequent to the balance sheet date that can result in an inadequate coverage, have been sufficiently considered.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### *Opinion*

In our opinion, there is coverage for the remaining share capital and other undistributable equity subsequent to the capital reduction of NOK 52 586 698, from NOK 78 354 180,51 to NOK 25 767 482,51, in accordance with the Norwegian the Public Limited Liability Companies Act.

Oslo, 4 April 2019  
ERNST & YOUNG AS

Asbjørn Rødal  
State Authorized Public Accountant (Norway)

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## Appendix 5: Proposals from the Nomination Committee

### PROPOSAL FROM THE NOMINATION COMMITTEE OF MAGNORA ASA

#### FOR THE ANNUAL GENERAL MEETING ON MAY 21st, 2019

##### 1. Introduction - mandate

In accordance with section 7 of the Articles of Association, a Nomination Committee was elected at the Company's Extraordinary General Meeting (EGM) on December 18, 2018 consisting of:

Fredrik D. Sneve	-	Chairman
Tom Olav Holberg	-	Member
Kristoffer Andenæs	-	Member

All members of the Nomination Committee were appointed for a period until the AGM in 2019, and are therefore up for election.

The mandate of the Nomination Committee is to propose candidates for the Board of Directors to be elected by the shareholders and the Nomination Committee, and to propose the remuneration of the Board of Directors.

Since the EGM on December 18, 2018, the Board has consisted of the following shareholder elected directors:

Torstein Sanness	-	Chairman
John Hamilton	-	Board member
Hilde Aadland	-	Board member

All members of the Board of Directors were appointed for a period until the AGM in 2019, and are therefore up for election. Torstein Sanness has been a member of the board since 2017, John Hamilton since 2018, and Hilde Aadland since 2018.

##### 2. Proposal - election of board members

In connection with the preparation of this proposal, the Nomination Committee has held meetings with board members, and been in dialogue with larger shareholders.

Through its work, the Nomination Committee has been able to establish satisfaction with the composition and competence of the board of directors. All current, permanent members of the board have accepted to be available for re-election.

With reference to the above, the Nomination Committee proposes the following shareholder elected directors for the period until the AGM in 2020:

Torstein Sanness	-	Chairman	(re-elected)
John Hamilton	-	Board member	(re-elected)
Hilde Aadland	-	Board member	(re-elected)

Information about Board members proposed by the Nomination Committee for re-election is available at the Company's web pages [www.magnoraasa.com](http://www.magnoraasa.com).

The Nomination Committee notes that the composition of the proposed Board of Directors complies with recommendations and requirements pertaining to continuity, independence, professional competence (including qualifications for establishing an Audit Committee) and gender diversity.

The Nomination Committee recommends that those members of the board elected at the forthcoming AGM, are elected for a period until the AGM in 2020.

### 3. Proposal - remuneration to the Board of Directors

The AGM in 2018 determined the remuneration of the Board of Directors for the forthcoming election period until the AGM in 2019 as follows:

Board's Chairman	NOK 400,000
Independent Board members	NOK 250,000
Chair Audit Committee	NOK 50,000
Member Audit Committee	NOK 30,000

The Nomination Committee recommends to continue the practice of determining Board remuneration for the forthcoming election period, to be paid in quarterly installments.

Note that John Hamilton only has served as member of the board since the EGM on December 2018, and will be paid according to the time served on a pro-rata basis since the date of the EGM.

Considering the Company's present situation, the Nomination Committee will not propose any increase in Board fees for the coming period. Board fees for independent directors have thus been kept at the same level since 2013. The compensation committee and ethics committee have also been terminated by the current board. Thus, total fees have been reduced as a result of this. The number of board members have also been reduced since the previous AGM in 2018, which also reduce the total costs of the board of directors. For the coming period, it is proposed that all elected members receive the same remuneration. Board committee fees are also proposed to be kept at the same level as for the preceding period.

Accordingly, the Nomination Committee proposes that the General Meeting approves the following Board remuneration for the period from the AGM in 2019 until the AGM in 2020:

Board's Chairman	NOK 400,000
Independent Board members	NOK 250,000
Chair Audit Committee	NOK 50,000
Member Audit Committee	NOK 30,000

In addition to the remuneration to the board, the nominating committee would like to propose a new stock option program to members of the board. First and foremost the intention of the program is, given the status of the corporate development of Magnora, is to incentives the board to maximise shareholder value creation. The proposal is to award 400.000 share options to Chairman Torstein Sanness, and 50.000 share options to the other board members. The proposed strike price is set at 6.5 NOK per share, which is the average closing price of Q1 2019. The proposed vesting period until the date of the general meeting in 2020, with a 5 year duration of the options.

In addition, a fee of 500.000 NOK is proposed to be paid out to Torstein Sanness for extensive work done by him since joining the Board of Directors at the AGM of 2017 and up to this date. At the AGM in 2017, the Company was encouraged by the participants at the AGM, to utilize Torstein Sanness in the daily activities of the company in order to support the management and board of the company. The actual work performed by Torstein Sanness has been extensive related to the operations and strategic development of the Company, and related to the asset sales in 2018. Since becoming Chairman of the Board, he has operated as an Executive Chariman. In order to compensate for the extensive work in this period of time, which has contributed positively to the development of the Company, such additional fee is proposed.

### 4. Proposal - election of members to the Nomination Committee

Following dialogue with the Company's largest shareholders, the Nomination Committee proposes that all residing members of the committee are re-elected for a period of one year. This gives the following composition of the Nomination Committee for the period until the AGM in 2020:

Fredrik D. Sneve	-	Chairman
Tom Olav Holberg	-	Member
Kristoffer Andenæs	-	Member

#### 5. Proposal - remuneration to the Nomination Committee

Based on the Nomination Committee's work in the period from the EGM in 2018, hereunder the character of and time spent on the assignment (cf. the Norwegian Code of Practice for Corporate Governance section 7), the remuneration to members of the Nomination Committee is proposed to be determined as follows for the period until the AGM in 2019:

Fredrik D. Sneve(Chairman)	NOK 50,000
Tom Olav Holberg (Member)	NOK 40,000
Kristoffer Andenæs (Member)	NOK 40,000

\* \* \*

April 8, 2019

Fredrik D. Sneve  
(sign.)

Tom Olav Holberg  
(sign.)

Kristoffer Andenæs  
(sign.)