

EAM Solar ASA

Notice of Annual General Meeting 2018

Notice is hereby served that the Annual General Meeting (the "**AGM**") of EAM Solar ASA (the "**Company**") will be held at 15:00 CET on 23 May 2018 at the Company's offices at Dronningen 1, Oslo.

The AGM will be opened by the chairman of the Board of Directors, Ragnhild Wiborg, confer section 5-12 of the Norwegian Public Limited Liability Companies.

Agenda:

1. Opening of the meeting
2. Election of a chairperson and a person to co-sign the minutes
3. Approval of the notice and the agenda
4. Approval of the annual accounts and directors' report of EAM Solar ASA and the EAM Solar group for 2017, including allocation of the result of 2017
5. Approval of the remuneration of the Company's auditor
6. Election of members to the Board of Directors
7. Determination of the remuneration of the members of the Board of Directors
8. Election of members to the Nomination Committee
9. Determination of the remuneration of the members of the Nomination Committee
10. Other items

- A. Proposals for resolutions and/or comments to items 5 to 9 are set out in Appendix 1.
- B. EAM Solar ASA has a share capital of NOK 68,522,100 divided into 6,852,210 shares, each with a nominal value of NOK 10. Each share carries one vote at the Company's general meetings. EAM Solar ASA does not hold any treasury shares.
- C. The shareholders have the following rights in respect of the general meeting:
 - The right to attend the general meeting, either in person or by proxy.
 - The right to speak at the general meeting.
 - The right to be accompanied by an advisor at the general meeting and to give such advisor the right to speak.
 - The right to require information from the members of the board of directors and the chief executive officer about matters which may affect the assessment of (i) the approval of the annual accounts and directors' report, (ii) items which have been presented to the shareholders for decision and (iii) the Company's financial position, including information about activities in other companies in which the Company participates and other business to be transacted at the general meeting, unless the information demanded cannot be disclosed without causing disproportionate harm to the Company.
 - The right to present alternatives to the board's proposals in respect of matters on the agenda at the general meeting.
- D. This notice and the appendices thereto are available at the Company's web site, www.eamsolar.no
- E. In accordance with section 6 of the Company's articles of association, the appendices to this notice, will not be sent by post to the shareholders. Shareholder may nonetheless demand to be sent the

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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 email to gloria@eam.no.

- F. Shareholders who wish to attend the general meeting are requested to return the enclosed attendance form (Appendix 2) to the Company in time to be received by the Company no later than 22 May 2018 at 16:00 CET.
- G. Shareholders may appoint a proxy to attend and vote on their behalf. In this case a written and dated proxy must be provided. The enclosed proxy form (Appendix 3) may be used.
- H. Please note that proxies without voting instructions may trigger disclosure requirements under Norwegian law. Under the Norwegian Securities Trading Act section 4-2 third paragraph the possession of a proxy without voting instructions is considered equal to ownership of shares or rights to shares. This means that a proxy is required to disclose the proxies if the number of shares to which they relate (together with any shares or rights to shares held by the proxy) reaches or exceeds the disclosure thresholds under the Norwegian Securities Trading Act section 4-2 second paragraph.

EAM Solar ASA
26 April 2018

Ragnhild Wiborg
Chair of the Board of Directors,

Appendices:

1. Proposed resolutions
2. Attendance form
3. Proxy form
4. Annual report for 2017
5. Nomination Committee proposal

Appendix 1**Item 5 – Approval of the remuneration of the Company's auditor**

The Board of Directors proposes that the auditor's fees for 2017, as set out in note 5 to consolidated financial statements included in the annual report for 2017, are approved.

Item 6 – Election of members to the Board of Directors

The Board of Directors currently consists of Ragnhild Wiborg (chair), Pål Hvammen, and Erling Christiansen. The Nomination Committee proposes that the AGM adopts the following resolution:

The Annual General Meeting re-elected Ms Ragnhild Wiborg as chair of the Board of Directors. Erling Christiansen was re-elected as member of the Board of Directors.

Stephan L Jervell was elected as a new member of the Board of Directors.

The function period of the members of the Board of Directors is until the Annual General Meeting in 2020.

Item 7 – Determination of the remuneration of the members of the Board of Directors

The Nomination Committee proposes to the AGM to adopt the following resolution:

For the period from the Annual General Meeting in 2018 until the Annual General Meeting in 2019 the Annual General Meeting grants the payment of the following remuneration to the members of the Board of Directors:

- *Chairman of Board of Directors: NOK 450 000*
- *Members of the Board of Directors: NOK 275 000*

For additional work in the period from the Annual General Meeting in 2016 until the Annual General Meeting in 2018 the Annual General Meeting grants the Chair with an additional payment of NOK 100 000.

Item 8 – Election of members to the Nomination Committee

The current members of the Nomination Committee are Leiv Askvig (chair), Nils Foldal and Truls C. Tollefsen. The Nomination Committee proposes that the AGM adopts the following resolution:

The Annual General Meeting re-elected Mr Leiv Askvig as chair of the Nomination Committee. Nils Foldal was re-elected as member of the Nomination Committee.

Nils Erling Ødegaard was elected as a new member of the Nomination Committee.

The functioning period of the members of the Nomination Committee is until the Annual General Meeting in 2020.

Item 9 – Determination of the remuneration of the members of the Nomination Committee

The Nomination Committee proposes that the AGM adopts the following resolution:

For the period from the Annual General Meeting in 2018 until the Annual General Meeting in 2019 the Annual General Meeting grant the payment of the following remuneration to the members of the Nomination Committee:

- *Chairman of the Nomination Committee: NOK 25 000*
- *Members of the Nomination Committee: NOK 15 000*

Appendix 2**EAM SOLAR ASA
ATTENDANCE FORM**

The undersigned will attend the general meeting of EAM Solar ASA on 23 May 2018.

I/we own: _____ shares

I/we am proxy for: _____ shares (*please attach proxy form(s)*)

Signature: _____

Name of shareholder: _____ (block letters)

Place/date: _____

Date of birth/reg. no.: _____

Please send the attendance form to: EAM Solar ASA, Dronningen 1, N-0287 Oslo, Norway, email: gloria@eam.no. If the shareholder is a legal entity, please enclose documentation evidencing the representation by the signatory. Please make sure that the attendance form is received by the company no later than 22 May 2018 at 16:00 CET

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Appendix 3

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PROXY FORM

As the owner of _____ shares in EAM Solar ASA I/we hereby appoint

☐ The Chairman of the Board of Directors

☐ _____ (insert name)

as my/our proxy to represent and vote for my/our shares at the annual general meeting of EAM Solar ASA to be held on 23 May 2018.

If none of the alternatives above has been ticked the chairman of the board will be considered appointed as proxy. If the chairman of the board has been appointed as proxy, the chairman of the board can appoint another member of the board or the management to represent and vote for the shares covered by the proxy.

If the shareholder so desires and the chairman of the board has been appointed as proxy, the voting instructions below can be filled in and returned to the Company. The shares will then be voted in accordance with the instructions.

Voting instructions:

Resolution	Vote for	Vote against	Abstain
Approval of notice of meeting and agenda			
Approval of the annual accounts and directors' report of EAM Solar ASA and the EAM Solar Group for 2017, including allocation of the result of 2017			
Approval of the remuneration of the Company's auditor			
Election of members to the Board of Directors			
Determination of the remuneration of the members of the Board of Directors			
Election of members to the Nomination Committee			
Determination of the remuneration of the members of the Nomination Committee			

If voting instructions are given the following applies:

- If the box "Vote for" has been ticked, the proxy is instructed to vote for the proposal in the notice, with any changes suggested by the board of directors, the chairman of the board or the chairperson of the meeting. In case of changes in the proposals included in the notice, the proxy can at his/her own discretion abstain from voting the shares.
- If the box "Vote against" has been crossed out, this implies that the proxy is instructed to vote against the proposal in the notice, with any changes suggested by the board, the Chairman of the Board or the chairman of the meeting. In case of changes in the proposals included in the notice, the proxy can at his/her own discretion abstain from voting the shares.
- If the box "Abstain" has been ticked, the proxy is instructed to abstain from voting the shares.
- If none of the boxes have been ticked, the proxy is free to decide how to vote the shares.
- In respect of elections, the instructions are only valid for voting in respect of elections of the candidates whom have been listed in the proxy form.
- In respect of a vote over matters that are not included on the agenda and which may validly come before the meeting the proxy is free to decide how the shares shall be voted. The same applies for votes over matters of formal nature, such as election of the chairperson of the meeting, voting order or voting procedure.

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- If a shareholder has inserted another person than the chairman of the board as proxy, and wants to give such person instructions on voting, this is a matter between the shareholder and the proxy. In such a situation the company does not undertake any responsibility to verify that the proxy votes in accordance with the instructions.

Signature: _____ *

Name of shareholder: _____ (block letters)

Place/date: _____

Date of birth/company no: _____

Please send the proxy to: EAM Solar ASA, Dronningen 1, N-0287 Oslo, Norway, email: gloria@eam.no.

* If the proxy is given on behalf of a company or other legal entity, relevant evidence of authority must be attached so as to evidence that the person signing the proxy form is properly authorized. The receiver of the proxy is free in his/her own discretion to use or reject the proxy in case relevant evidence of authority has not been received.

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Appendix 4

Annual Report 2017

Appendix 5**Election of members to the board of directors and election of members to the nomination committee. Remuneration of board of directors and remuneration of nomination committee members.**

The nomination committee's proposal for candidates to the board of directors and the proposal for candidates to the nomination committee have been decided unanimously in the committee. The nomination committee's proposal for remuneration to the board of directors and the proposal for remuneration to the nomination committee have been decided unanimously in the committee.

Election of members to the board of directors

All the members of the Board of Directors are up for election at the Annual General Meeting 2018. The Nomination Committee has after internal discussions and conferring with major shareholders made the following proposal to the Annual General Meeting 2018 for members of the Board of Directors:

Office:	Name:	Election status:
Chair of Board of Directors	Ragnhild Wiborg	Re-elected
Member of Board of Directors	Erling Christiansen	Re-elected
Member of Board of Directors	Stephan L. Jervell	New

Stephan L. Jervell works with litigation, dispute resolution and negotiations, and public law framework conditions for trade and industry, including EU/EEA law in Wiersholm. Mr Jervell is admitted to the Supreme Court and litigates regularly before Norwegian courts. He has considerable litigation experience from international arbitration in numerous European countries, and has litigated several times for the EFTA Court and carried out hearings before the EU Commission. He also has experience as an arbitrator in national and international arbitrations. Jervell is chairman of Wiersholm and is inter alia chairman of the board of Riksteateret and Opplysningsvesenets Fond and is member of the board of several Norwegian and foreign companies.

Election of members to the nomination committee

All the members of the Nomination Committee are up for election at the Annual General Meeting 2018. The Nomination Committee has after internal discussions and conferring with major shareholders made the following proposal to the Annual General Meeting 2018 for members to the Nomination Committee:

Office:	Name:	Election status:
Chair of Nomination Committee	Leiv Askvig	Re-elected
Member of Nomination Committee	Nils Foldal	Re-elected
Member of Nomination Committee	Nils Erling Ødegaard	New

Mr Nils Erling Ødegaard is Director of investments in MP Pensjon PK, and a former Director of Fondsfinans. MP Pensjon PK is the 5th largest shareholder in EAM Solar ASA holding 4.18% of the shares outstanding. Mr Ødegaard is independent of the Board of Directors and the management of EAM Solar ASA.

Remuneration for the board of directors and nomination committee

The proposed fees are in the committee's opinion competitive but not excessive and reflect the responsibility, competence and workload in EAM Solar ASA. The nomination committee has in its work with remuneration taken into consideration that the fees have remained unchanged since 2014 as a result of the financial situation of the Company.

The proposed fees, with effect from the Annual General Meeting in 2018, are:

Office:	Proposed new remuneration:	Current remuneration:
Chair of Board of Directors	NOK 450,000 per year	NOK 400,000 per year
Board member	NOK 275,000 per year	NOK 250,000 per year

Based on additional work, outside the scope of normal office, over the two past years, the Nomination Committee proposes to grant an additional payment to the Chair of the Board of Directors, Ragnhild Wiborg, of NOK 100,000.

The Nomination Committee proposes that the remuneration remains unchanged at NOK 25,000 for the Chair and NOK 15,000 for the members.