NOTICE OF ANNUAL GENERAL MEETING IN
THIN FILM ELECTRONICS ASA

Notice is hereby given that the Annual General Meeting of Thin Film Electronics ASA ("the Company") will take place:

Thursday 10 May 2012 at 09:00 hours
at Thon Conference Vika Atrium, Munkedamsveien 45, in Oslo.

At the date of the instant notice the Company's share capital amounted to NOK 36,280,099.46 divided into 329,819,086 shares with par value per share of NOK 0.11. Each share gives the right to one vote at the Annual General Meeting. At the date of the instant notice the Company does not hold own shares. The Company's Articles of Association, last amended on 12 March 2012, are printed in the annual report for 2011 and are available at www.thinfilm.no.

If you wish to attend the Annual General Meeting in person or by proxy, we ask that you submit the enclosed Notice of Attendance/Power of Attorney form to: DNB ASA, Verdipapirtjenester, no later than 7 May 2012 at 16:00 CET. The Notice of Attendance/Power of Attorney form provides more information about attendance, voting etc. Each shareholder may be accompanied by one adviser and the adviser may speak on behalf of the shareholder at the Annual General Meeting. Furthermore, shareholders have the right to request information from the board members and the managing director in accordance with the Norwegian Public Limited Companies Act ("PLCA"), Section 5-15.

The instant notice with attachments and other documents related to the Annual General Meeting are available at www.thinfilm.no or can be requested from the Company at no charge from ir@thinfilm.no.

The Annual General Meeting will consider and resolve the following matters. For the avoidance of doubt, it is noted that any shareholder has the right to put forward alternative resolutions on the various agenda items.

1. Registration of shareholders present, in person or by proxy. Election of a person to chair the Meeting and a person to sign the minutes.

The Chairman of the Board of Directors of the Company, namely Mr. Morten Opstad, will open the Annual General Meeting. The Board proposes that Mr. Morten Opstad shall be elected to chair the meeting.

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

3. Approval of the Annual Financial Statements and Annual Report for 2011

The annual financial statements and the annual report for 2011 are available at www.thinfilm.no or can be requested from the Company at no charge from ir@thinfilm.no. The Board proposes to the Annual General Meeting that the 2011 annual financial statements and annual report be approved in all respects.

4. Approval of the statement on management remuneration policy

Pursuant to Section 6-16a of the PLCA the Board proposes the following resolution:

(a) Guiding resolution of executive remuneration policy

The Annual General Meeting acknowledges the statement on executive remuneration, conf. Section 6-16a of the PLCA, as presented by the Board in note 22 *to the consolidated annual financial statements for 2011. In case the Board in any new agreement valid in 2013 departs from the guidelines for 2013, the reason shall be stated in the minutes of the Board meeting.*

(b) Binding resolution of executive remuneration policy

The Annual General Meeting refers to its resolution on item 7 on the agenda of the instant meeting. Any other share-based remuneration program must be presented for consideration at a general meeting.

5. Issuance of Warrants

In connection with the private placement in the Company in March 2012, the proposed terms towards the participants in the placement included the issuance of one warrant for every two shares subscribed for and issued to the subscriber in the placement. The warrant would have a term until 22 March 2013, with a short exercise period at the end of the term, and an exercise price per share of NOK 2.20.

As the issuance of warrants must be formally resolved by the general meeting, the Board resolved at such time to propose to the general meeting that such issuance be undertaken. Reference is made to the Company's announcement at Oslo Axess dated 12 March 2012 (published in the morning on 13 March 2012).

Further to the foregoing, the Board proposes that for every two shares subscribed for and issued in the private placement resolved by the Board on 12 March 2012 (pursuant to an authorization from the general meeting) one warrant is issued to the subscriber. The Board proposes the following resolution:

1. *For every two shares subscribed for and issued in the private placement ("Placement") resolved by the Board on 12 March 2012 (pursuant to an authorization from the general meeting) one warrant will be issued to the subscriber. A total of 25 million shares were issued in the Placement. Consequently, a total number of 12,500,000 warrants shall be issued. The term "warrants" mean in the instant case independent subscription rights in accordance with Section 11-12 of the PLCA.*

2. *Each warrant entitles the holder to demand the issuance of one share in Thinfilm on the following terms and conditions: The warrant is exercisable in the period 11 to 22 March 2013 at an exercise price per share of NOK 2.20. The Board would have the right (exercisable at its sole discretion), but not the obligation, to allow an early exercise of the warrant.*

3. *The warrants were subscribed for through the subscription in the Placement.*

4. *No separate consideration shall be paid for the warrants.*

5. *The warrants are transferable.*

6. *The warrants shall expire on and no longer be exercisable after 22 March 2013.*

7. *Exercise of the warrants shall be made by written request to the Board, clearly instructing the Company that a certain number of warrants shall be exercised and including the number of shares to be subscribed for.*

8. *Payment for subscribed shares shall be made no later than ten (10) business days after the expiration of the exercise period; provided, however, that the Board may extend the payment deadline in cases of particular circumstances so long as the Board, if this discretion is exercised, does not discriminate one warrant holder compared to another.*

9. *In the event of the Company resolving to increase or reduce its share capital, a new resolution to issue warrants, or on liquidation, merger, demerger or reorganization, the holder of warrants, to the extent possible under applicable law, shall have the same rights as a shareholder.*

10. *In the event the Company's share capital or number of shares is changed by way of a capitalization issue, stock split, stock consolidation etc. the number of warrants issued hereunder, and the consideration for the shares to be issued in the Company upon exercise of the warrants, shall be adjusted accordingly and, if necessary, rounded downwards to the nearest whole number.*

11. *Shares issued on the basis of the warrants will carry rights to dividends from the time such shares are issued.*

6. Authorization to the Board to issue new shares

By reason of the issuance of warrants, as proposed under agenda item 5 above, and the expected exercise of these, the Board does not anticipate that it will be necessary to raise further capital through share issues given the present circumstances.

However, the Board nevertheless proposes that the Annual General Meeting authorizes the Board to increase the Company's share capital to raise additional capital for the Company if and to the extent this should be deemed advantageous. This authorization will be a renewal of the equivalent authorization resolved at the 2011 Annual General Meeting.

Generally, as the Company is working to further develop its business operations it may be necessary that the Board is able to commit transactions on a short notice. The required 21 days' notice for a general meeting may delay this process.

To ensure the necessary flexibility for the Board, the Board proposes that the Annual General Meeting authorizes the Board to issue shares and increase the share capital of the Company in connection with private placements and rights issues. The authorization shall expire on the date of the 2013 Annual General Meeting, however not later than 30 June 2013. The authorization shall be maximized to a total nominal value of NOK 3,990,800.00 representing 11 per cent of the share capital of the Company at the time of this authorization and about 10 per cent of the share capital after the expected exercise of the outstanding warrants that expire on 22 March 2013 (cf. agenda item 5 above) and the outstanding Warrants B that expire on 12 October 2012.

By reason of the above, the Board proposes the adoption of the following separate authorizations to the Board to issue shares:

6.1 <u>Board Authorization to issue shares in Private Placements:</u>

1. *The Board of Directors of Thin Film Electronics ASA ("the Company") is authorized to accomplish one or more share capital increases by issuing a number of shares with a maximum total nominal value of NOK 3,990,800.00 (representing 11 per cent of the registered share capital of the Company at the time of this authorization). Moreover, under no circumstances shall the number of shares that may be issued by the Board collectively under this agenda item 6*

exceed 11 per cent of the registered share capital at the time of this authorization. Any and all previous authorizations given to the Board of Directors to issue shares shall be, and hereby are, withdrawn with effect from the date this authority is registered with the Register of Business Enterprises (not including, for the avoidance of doubt, the other authorizations contained in this agenda item 6 and in agenda item 8).

2. *The instant authorization may be used in connection with private placements and share issues to suitable investors (which may include existing and/or new shareholders, hereunder employees in the Company or its subsidiaries) to raise additional capital for the* Company*.*

3. *In the event the Company's share capital is changed by way of a capitalization issue, stock split, stock consolidation etc., the maximum nominal value of the shares that may be issued under this authorization shall be adjusted accordingly.*

4. *Existing shareholders are waiving their preemptive right to subscribe for shares according to the PLCA in event of a share capital extension as authorized herein.*

5. *The Board is authorized to decide upon the subscription terms, including issue price, date of payment and the right to sell shares to others.*

6. *Payment of share capital in connection with a share capital increase authorized herein may be made by way of non-cash contributions and other special subscription terms, as same are provided in Section 10-2 of the PLCA.*

7. *The General Meeting authorizes the Board to amend the Company's Articles of Association concerning the size of the share capital when the instant authorization is used.*

8. *The authorization shall be valid until the 2013 Annual General Meeting, but not later than 30 June 2013.*

9. *The new shares, which may be subscribed for according to this authorization, shall have right to dividends declared subsequent to the subscriber having paid the subscription price and the associated share capital increase having been registered in the Register of Business Enterprises. In other respects, the shares shall have shareholder rights from the time of issuance, unless the Board otherwise determines.*

10. *Shares that are not fully paid cannot be transferred or sold.*

6.2 Board Authorization to issue shares in Rights Issues:

1. *The Board of Directors of Thin Film Electronics ASA ("the Company") is authorized to accomplish one or more share capital increases by issuing a number of shares with a maximum total nominal value of NOK 3,990,800.00 (representing 11 per cent of the registered share capital of the Company at the time of this authorization). Moreover, under no circumstances shall the number of shares that may be issued by the Board collectively under this agenda item 6 exceed 11 per cent of the registered share capital at the time of this authorization. Any and all previous authorizations given to the Board of Directors to issue shares shall be, and hereby are, withdrawn with effect from the date this authority is registered with the Register of Business Enterprises (not including, for the avoidance of doubt, the other authorizations contained in this agenda item 6 and in agenda item 8).*

2. *The instant authorization may be used in connection with rights issues to existing shareholders to raise additional capital for the Company.*

3. *In the event the Company's share capital is changed by way of a capitalization issue, stock split, stock consolidation etc., the maximum nominal value of the shares that may be issued under this authorization shall be adjusted accordingly.*

4. *The Board is authorized to decide upon the subscription terms, including issue price, date of payment and the right to sell shares to others.*

5. *Payment of share capital in connection with a share capital increase authorized herein may be made by way of non-cash contributions and other special subscription terms, as same are provided in Section 10-2 of the PLCA.*

6. *The General Meeting authorizes the Board to amend the Company's Articles of Association concerning the size of the share capital when the instant authorization is used.*

7. *The authorization shall be valid until the 2013 Annual General Meeting, but not later than 30 June 2013.*

8. *The new shares, which may be subscribed for according to this authorization, shall have right to dividends declared subsequent to the subscriber having paid the subscription price and the associated share capital increase having been registered in the Register of Business Enterprises. In other respects, the shares shall have shareholder rights from the time of issuance, unless the Board otherwise determines.*

9. *Shares that are not fully paid cannot be transferred or sold.*

7. 2012 Subscription Rights Incentive Plan

The Board proposes an incentive program for employees and consultants performing similar work in the Company ("Staff") for the next one-year period until the 2013 Annual General Meeting.

The Board proposes that the number of independent subscription rights that may be granted and outstanding under the Company's subscription right programs shall remain limited to 10 per cent of the registered number of shares in the Company.

The Board proposes that the Annual General Meeting passes a resolution for the issuance of subscription rights to Staff in the Company or its subsidiaries or affiliates.

The Board believes the Company has possibilities for growth and the Board wishes to retain the services of Staff by allowing them to share the rewards resulting from their efforts.
Proposal for resolution by the Annual General Meeting:

> *The Company may issue independent subscription rights to employees of Thin Film Electronics ASA and its subsidiaries and affiliated companies (hereinafter collectively referred to as "the Company") and to individual consultants performing similar work.*
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> *Each subscription right shall entitle the holder to demand one share in the Company; provided, however, that in the event the Company's share capital or number of shares is changed by way of a capitalization issue, stock split, stock consolidation etc. the maximum number of subscription rights (see next paragraph) that may be issued under the subscription rights program, and the consideration for the shares to be issued in the Company upon exercise of the subscription rights, shall be adjusted accordingly and rounded downwards to the nearest whole number.*
>
> *The number of subscription rights which may be issued shall be a minimum number of one (1) subscription right and a maximum number of 32,981,908 subscription rights;*

provided, however, that the number of issued and outstanding subscription rights under all of the Company's subscription right programs shall not exceed 10 per cent of the registered number of shares in the Company at any given time.

The subscription rights must be subscribed for latest on the day immediately preceding the date of the 2013 Annual General Meeting.

The subscription rights will be granted for no consideration.

The subscription rights shall be non-assignable otherwise than by will or by the laws of descent and distribution.

The vesting schedule for the subscription rights shall be 25 per cent each year beginning one year from the date of the grant of the subscription rights; provided, however, that the Board may decide to establish an accelerated vesting schedule, if deemed appropriate.

Except as otherwise expressly determined by the Board, in the event of a Change of Control, subscription rights shall accelerate and immediately become one hundred per cent vested as of the date of the consummation of the Change of Control. For the purpose of this paragraph, Change of Control shall mean the occurrence of any of the following events: (i) Any acquisition, sale or disposition of stock or assets of the Company or merger or other form of consolidation resulting in a change of ownership of all or substantially all of the Company's assets, (ii) any legal person becoming the beneficial owner, directly or indirectly, of securities of the Company representing 50 per cent or more of the combined voting power of the Company's then-outstanding securities; or (iii) the complete liquidation of the Company (pursuant to a plan approved by the shareholders of the Company).

The Board shall establish the further rules and procedures in regard to vesting and exercise in cases of resignation or other termination of employment or consulting contract, including subsequent time frames to allow completion of exercise after termination.

In connection with the issuance of subscription rights, and the exercise of any of the subscription rights and the resulting share capital increase in the Company, the existing shareholders are waiving their preferential right to subscribe for subscription rights or shares, as the case may be, according to the PLCA.

As consideration for the shares to be issued in the Company upon exercise of the subscription rights hereunder, the holders of the subscription rights shall pay to the Company a sum per share, which shall be equal to the average closing price of the Company's share, as reported by Oslo Axess, over ten trading days immediately preceding the date of grant of the subscription rights.

No subscription rights may be exercised beyond the 5-year anniversary of the date of this resolution. In connection with the issuance of subscription rights, the Company may provide terms and conditions for exercise, as well as imposing restrictions on the sale and transfer of shares issued upon exercise of the subscription rights.

Any shares that are issued by the Company under the subscription rights program shall carry right to dividends declared subsequent to the subscriber having paid the subscription price and the associated share capital increase having been registered in the Register of Business Enterprises. All other shareholder rights associated with these shares, hereunder those referenced in §11-12 (2) (9) of the PLCA, shall attach from the date of issuance of the said shares.

8. Remuneration to the members of the Board

As the Company sees benefits in restraining the outflow of liquidity and the Board members have informed that they may be interested in receiving shares in the Company, it is proposed that the Board members, as an alternative to a cash payment, can elect to receive all or part of the remuneration in the form of shares in the Company. The number of shares to which the Board members would be entitled is proposed to be calculated as follows: The director shall be entitled to subscribe for a value of shares (based on the closing price of the Company's shares on the date of the Annual General Meeting) of 127 per cent of the NOK amount granted as board remuneration; provided, however, that the director must pay a subscription price per share equal to the par value of the share, being NOK 0.11.

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

> *The Chairman of the Board of Directors, Morten Opstad, shall receive NOK 175,000 while the Board members Rita Glenne, Catarina Göthe, William R. Salaneck, Karin Margareta Josefsson and Rolf Åberg each shall receive a remuneration of NOK 90,000 for service on the Board from the date of the 2011 Annual General Meeting until the date of the 2012 Annual General Meeting.*
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> *The Board members can elect to receive all or part of the board remuneration in the form of shares in the Company. The number of shares to which the Board members would be entitled shall be calculated as follows: The Board member shall be entitled to subscribe for shares having a total market value (based on the closing price of the Company's shares on the date of the 2012 Annual General Meeting) of 127 per cent of the NOK amount granted as board remuneration; provided, however, that the Board member must pay a subscription price per share equal to the par value of the share, being NOK 0.11.*
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> *To the extent a Board member wishes to receive board remuneration in the form of shares, the Board member must notify the Company and subscribe for the shares within the start of trading on Oslo Axess on the trading day immediately subsequent to the date of the 2012 Annual General Meeting, and also pledge to not sell the shares before the earlier of the Annual General Meeting of the Company in 2013 and 30 June 2013. Payment of the subscription price shall be made no later than 31 May 2012.*
>
> *In order to facilitate the foregoing, the Board is authorized to accomplish one or more share capital increases with a maximum of NOK 60,000.00 for the purpose of issuing shares to those Board members who elect to receive shares as opposed to cash on the aforesaid terms, and to amend the Company's Articles of Association accordingly. Existing shareholders are waiving their preemptive right to subscribe for shares according to the PLCA in event of a share capital extension as authorized herein. The new shares, which may be subscribed for according to this resolution, shall have right to dividends declared subsequent to the subscriber having paid the subscription price and the associated share capital increase having been registered in the Register of Business Enterprises.*

9. Board Election

The present Board members, other than Karin Margareta Josefsson, were elected for a two-year term at the 2011 Annual General Meeting. Consequently, Karin Margareta Josefsson is the only Board member who stands for election.

However, Catarina Göthe has requested to be released from the Board and her remaining term of one year. Ms Göthe is presently on maternity leave, which situation she feels is difficult to combine with the Board position and the level of resources she would like to apply in that regard. The Board fully understands Ms Göthe's position and proposes that her request is accepted.

The Board anticipates that the Nomination Committee, see Section 10 below, will consider if a new Board member should be added by reason of such resignation (which, under the Articles of Association and/or applicable law, is not a requirement).

By reason of the foregoing, the Board proposes that Karin Margareta Josefsson is re-elected for a new term of two years, and that Catarina Göthe is released from the Board.

The Board also wishes to take this opportunity to thank Ms Göthe for her valuable contribution to the Company and the Board during her period of service.

10. Implementation of a nomination committee – proposed amendment to the Articles of Association

The Norwegian Code of Practice for Corporate Governance recommends that the Articles of Association shall state that a nomination committee shall be elected by the Annual General Meeting and work in accordance with a mandate resolved by the Annual General Meeting.

The Board of Directors of Thin Film Electronics ASA has resolved to propose to the Annual General Meeting on 10 May 2012 that a nomination committee is implemented.

Following this, the Board proposes the adoption of the following resolutions:

10.1 <u>Implementation of a nomination committee - amendment to the Articles of Association</u>

A) Proposed new subsection 2 in Article 6 of the Articles of Association:

The Annual General Meeting shall consider and decide:

- *Election of chairman and members of the nomination committee, and determination of remuneration to the members of the nomination committee.*

The former subsection 2 shall become subsection 3.

B) Proposed new Article 9 of the Articles of Association, whereafter the subsequent articles are renumbered accordingly:

a. Thin Film Electronics ASA shall have a nomination committee. The nomination committee shall have three members, including a chairman. Members of the nomination committee shall be elected by the Annual General Meeting for a term of two years.

b. The nomination committee shall:
- *Propose candidates for election to the Board of Directors*
- *Propose the remuneration to be paid to the Board members*
- *Propose candidates for election to the nomination committee*
- *Propose the remuneration to be paid to the nomination committee members*

c. The mandate of the nomination committee shall be resolved by the Annual General Meeting.

10.2 Mandate for the nomination committee

Duties
According to the Company's Articles of Association as proposed by the Board, the nomination committee shall prepare and present proposals to the Annual General Meeting in respect of the following matters:

- *Propose candidates for election to the Board of Directors*
- *Propose the remuneration to be paid to the Board members*
- *Propose candidates for election to the nomination committee*
- *Propose the remuneration to be paid to the nomination committee members*

The nomination committee shall comply with the relevant sections in the Norwegian Code of Practice for Corporate Governance, as amended from time to time.

When proposing the composition of the Board, the nomination committee shall ensure that the Board is able to serve the joint interests of all shareholders, meet the Company's need for expertise, that the Board members have sufficient capacity for the tasks and that the Board represents diversity.

The nomination committee's proposal for composition of the Board shall also take into consideration that the Board shall work effectively and efficiently as a team. The composition of the Board shall ensure that the Board can act independently of any special interests. The majority of the shareholder elected members should be independent of the Company's executive management and important business relations, and minimum two of the shareholder elected members should be independent of the Company's main shareholders. Executive managers shall not be Board members.

The nomination committee should give a brief account of how it has carried out its work and shall substantiate its recommendation. The committee's recommendation shall include relevant information on the candidates to the Board as well as candidates to the nomination committee corresponding to the information in the annual report about the Board members.
The nomination committee may refer to the information in the annual report about candidates who stand for reelection.

The nomination committee's substantiated recommendations shall be included in the notice of the general meeting or presented to the shareholders no later than 21 days before the relevant elections shall take place.

The work of the nomination committee
The chairman of the nomination committee is responsible for organizing the work of the committee. The nomination committee may make use of resources available in the Company or may obtain advice and recommendations from sources outside of the Company.

The nomination committee shall consider the need for any changes to the composition of the Board of Directors and/or the nomination committee itself. The nomination should maintain contacts with various shareholder groups, members of the Board and with the Company's executive management. The Board's report, if any, on its self-evaluation should be considered carefully by the nomination committee.

In carrying out its work, the nomination committee should actively seek to represent the views of shareholders in general, and should ensure that its recommendations are endorsed by the largest shareholders.

The Company shall on its website provide information about the composition of the nomination committee and any deadlines for submitting proposals to the committee.

Composition of the nomination committee
The candidates for election to the nomination committee shall be put forward by the nomination committee itself. When putting forward the candidates for election to the nomination committee, the committee shall take into account the joint interests of all shareholders, that the majority of the nomination committee should be independent of the Board and the executive management, that maximum one member of the nomination committee should be a Board member and that executive managers in the Company cannot be members of the nomination committee. A Board member who is member of the nomination committee should not stand for reelection to the Board. To secure continuity, no more than two of the members of the nomination committee shall stand for election at the same time.

10.3 <u>Proposed members of the nomination committee</u>

On or before the Annual General Meeting, the Board will propose members of the nomination committee. Such proposal will then be considered by the Annual General Meeting.

11. Approval of the remuneration of the auditor

The Board proposes that the Annual General Meeting approves the payment of the auditor's fees for 2011 against invoice.

12. Proposal from shareholder

Shareholder Børge Anderssen has contacted the Company and requested that a certain matter is considered by the general meeting. The proposal has been timely submitted by Mr Anderssen and reads as follows:

On Thinfilm's Internet presence is a separate section created where an unedited copy of all presentations (like PowerPoint slides) given by Thinfilm at conferences like FlexTech, PE Asia, PE Europe, PE USA, PEC Japan, LOPE-C, etc. is displayed. The copy is displayed the day the presentation is given or the following business day.

The Company's Board places emphasis on a close and constructive communication with the Company's shareholders and the market in general; however, the Board nevertheless does not support the proposal from Børge Anderssen. The Company's information management is fully compliant with the relevant provisions of the PLCA and the Securities Trading Act. In addition, the Company already has in place an established policy to disclose "new" information, such as presentations at conferences - this even if the information does not trigger disclosure obligations under applicable laws. The Board nevertheless believes that it would be unfortunate if the Board should become instructed by the general meeting to publish on the website copies of all presentations given. These presentations are typically given in a certain context, and may therefore deviate from other presentations given during the same period of time. An instruction such as the one proposed may well cause misunderstandings. The Board and management have a responsibility to ensure clear, unambiguous and professional communication. It is the Board's firm opinion that this is best ensured through the present and established routines. As a result, the Board would recommend that the proposed resolution presented from shareholder Anderssen is not adopted.

The Board proposes the following to the Annual General Meeting:

The proposal from shareholder Børge Andersen is not adopted.

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At 09:30 hrs or after the Annual General Meeting has been adjourned, the CEO, Davor P. Sutija, will give a presentation of Thin Film Electronics ASA, the prospects of printed electronics and applications of the Company's printed memory technology and products. The presentation will be open to the press and the general public.

18 April 2012
Thin Film Electronics ASA

Morten Opstad
Chairman of the Board of Directors

PIN CODE: **REF. NO:**

ANNUAL GENERAL MEETING
in Thin Film Electronics ASA
on 10 May 2012 at 09:00 hrs.
at Thon Conference Vika Atrium in Oslo, Norway

If the shareholder above is a company, please state the name of the person representing the company: ______________________________

To grant proxy, use the proxy form overleaf.

Name of person representing the shareholder (company).

ATTENDANCE FORM

<u>The form must be received by the registrar DNB Bank ASA at the latest by 7 May 2012 16:00 CET.</u>

Postal address: DNB Bank ASA, Verdipapirservice, N-0021 Oslo, Norway,
alternatively on telefax +47 22 48 11 71.

Attendance may also be registered via the Company's website www.thinfilm.no menu item Investor Relations or via "Investortjenester", a service provided by most Norwegian registrars.

With regards to rights of attendance and voting we refer you to the Norwegian Public Limited Companies Act, in particular Chapter 5. Shareholders whose shares are situated on nominee accounts must provide adequate proof of ownership to the person opening the meeting in order to attend the meeting and cast votes. Such proof can be achieved if the shares are transferred into a securities account (VPS account) in the name of the beneficial owner during the period of the general meeting, i.e. from before the deadline for registration of attendance until after the general meeting. Such registrations in VPS are effective overnight as opposed to the three-day settlement/recording period of trades. The owner must instruct the nominee who does such temporary registration by contacting the nominee's VPS account manager. The beneficial owner must register for attendance represented by a person or give proxy by using the proxy form overleaf.

The undersigned ____________________will attend the Annual General Meeting of the Company on 10 May 2012 and vote for:

	____________________	own shares.
	____________________	other shares in accordance with <u>enclosed</u> Power of Attorney
A total of	____________________	shares.

x)
____

Place/Date

Shareholder's signature
Sign only by own attendance.
To grant proxy, use the form overleaf.

THINFILM

POWER OF ATTORNEY PIN CODE: REF. NO:

If you cannot personally attend the Annual General Meeting, you may appoint a proxy to use this power of attorney, or you can return a blank power of attorney. In the latter case, the Chairman of the Board or one of the members of the Board of Directors or another person designated by the Board, will be your proxy at the Annual General Meeting.

<u>This power of attorney must be received by the registrar DNB Bank ASA at the latest by 7 May 2012 at 16:00 CET.</u>

Postal address: DNB Bank ASA, Verdipapirservice, N-0021 Oslo, Norway,
alternatively on telefax +47 22 48 11 71.

Proxies without voting instructions may also be registered via the Company's website www.thinfilm.no menu item Investor Relations or via "Investortjenester", a service provided by most Norwegian registrars.

The undersigned :

hereby appoints : ☐ Chairman of the Board or a person designated by the Board

or : ________________________________

(Name of proxy in capital letters)

as my proxy with the authority to attend and vote at Thin Film Electronics ASA's Annual General Meeting on 10 May 2012 for my/our shares.

<u>If the shareholder is a company, company certificate shall be enclosed with the proxy form.</u>

VOTING INSTRUCTIONS

You may provide voting instructions to the proxy. Please state any such voting instructions in the table below. In case voting instructions are blank, ambiguous or not clear, your proxy will vote in accordance with the proxy's own judgment. In case amended or new resolutions are proposed at the meeting, your proxy will vote in accordance with the proxy's own judgment.

Proposed resolutions in the notice of the meeting:	For	Against	Abstain
1 Election of chairman of the meeting proposed by the board			
2 Approval of the notice and the agenda			
3 Approval of annual financial statements and annual report 2011			
4 (a) Guiding resolution of executive remuneration policy			
4 (b) Binding resolution of executive remuneration policy			
5 Issuance of warrants			
6.1 Authorisation to the board to issue shares in private placements			
6.2 Authorisation to the board to issue shares in rights issues			
7 2012 Subscription rights incentive plan			
8 Remuneration to the members of the board			
9 Election of board in accordance with the board's proposal			
10 (a) Implementation of a nomination committee - amendment to the Articles of Association			
10 (b) Mandate for the nomination committee			
10 (c) Members of the nomination committee in accordance with the Board's proposal			
11 Approval of the remuneration to the auditor			
12 Proposal from shareholder (**NOTE:** The Board recommends that the Annual General Meeting votes **Against** this proposal).			

x)

Place and date

Shareholder's signature
Sign only when granting proxy.
For own attendance use the form overleaf.

With regards to rights of attendance and voting we refer you to the Norwegian Public Limited Companies Act, in particular Chapter 5. A written power of attorney dated and signed by the beneficial owner giving such proxy must be presented at the meeting.