

**Ref no:**
**PIN code:**
**Notice of Annual General Meeting**

The Annual General Meeting of Entra ASA will be held on Wednesday 29 April 2015 at 09:00 am hrs. in Munchsalen at Radisson Blu Plaza Hotell, at Sonja Henies plass 3 in Oslo, Norway.

If the above-mentioned shareholder is an enterprise, it will be represented by:

\_\_\_\_\_  
Name of enterprise's representative  
(To grant a proxy, use the proxy form below)

**Notice of attendance**

The undersigned will attend the Annual General Meeting on 29 April 2015 and vote for:

A total of \_\_\_\_\_  
Own shares  
Other shares in accordance with enclosed Power of Attorney  
Shares

This notice of attendance must be received by DNB ASA no later than 10 a.m. CET on 27 April 2015.

**Notice of attendance may be sent electronically through the Company's website [www.entra.no](http://www.entra.no) or through VPS Investor Services.** To access the electronic system for notification of attendance or to submit your proxy, through the Company's website, the above-mentioned reference number and PIN code must be stated.

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

Place	Date	Shareholder's signature (If attending personally. To grant a proxy, use the form below)

**Proxy (without voting instructions)**
**Ref no:**
**PIN code:**

This proxy form is to be used for a proxy without voting instructions. To grant a proxy with voting instructions, please go to page 2.

If you are unable to attend the Annual General Meeting in person, this proxy may be used by a person authorised by you, or you may send the proxy without naming the proxy holder, in such case, the proxy will be deemed to be given to the Chair of the Board of Directors or a person authorised by the Chair. If proxy is given to the Chairman and the instruction form is not completed, this will be regarded as an instruction to vote in favour of the Board of Directors' proposals in the notice of the general meeting, in favour of the recommendations of the Nominating Committee and in favour of the Board of Directors' recommendations in relation to any proposal received. If proposals are put forward, in addition to or as replacement for the Board of Directors' proposals in the notice of the general meeting, the proxy holder determines the voting.

The proxy form should be received by DNB ASA, Registrar's Department no later than 10 a.m. CET on 27 April 2015.

**The proxy may be sent electronically through Entra ASA's website [www.entra.no](http://www.entra.no), or through VPS Investor Services.** It may also be sent by e-mail: [genf@dnb.no](mailto:genf@dnb.no) or by regular mail to DNB ASA, Registrar's Department, P.O. Box 1600 Sentrum, 0021 Oslo, Norway.

The undersigned \_\_\_\_\_  
hereby grants (tick one of the two):

☐ the Chair of the Board of Directors (or a person authorised by the Chair), or

☐ \_\_\_\_\_  
(Name of proxy holder in capital letters)

a proxy to attend and vote for my/our shares at the Annual General Meeting of Entra ASA on 29 April 2015.

Place	Date	Shareholder's signature (Signature only when granting a proxy)

With regards to rights of attendance and voting, please refer to the Norwegian Public Limited Liability Companies Act, in particular Chapter 5. When granting a proxy, a written and dated proxy from the shareholding's beneficial owner has to be presented. If the shareholder is a company, the company's certificate of registration must be attached to the proxy.

**Proxy (with voting instructions)**
**Ref no:**
**PIN code:**

This proxy form is to be used for a proxy with voting instructions. If you are unable to attend the Annual General Meeting in person, you may use this proxy form to give voting instructions. You may grant a proxy with voting instructions to a person authorised by you, or you may send the proxy without naming the proxy holder, in which case the proxy will be deemed to have been given to the Chair of the Board of Directors or a person authorised by the Chair. If proposals are put forward, in addition to or as replacement for the Board of Directors' proposals in the notice of the general meeting, the proxy holder determines the voting.

The proxy form must be received by DNB ASA, Registrar's Department, no later than 10 a.m. CET on 27 April 2015.

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

The undersigned: \_\_\_\_\_  
hereby grants (tick one of the two):

☐ the Chair of the Board of Directors (or a person authorised by the Chair), or

☐ \_\_\_\_\_  
Name of proxy holder (in capital letters)

a proxy to attend and vote for my/our shares at the Annual General Meeting of Entra ASA on 29 April 2015.

The votes shall be exercised in accordance with the instructions below. Please note that if any items below are not voted on (not ticked off); this will be deemed to be an instruction to vote "for" the proposals in the notice. However, if any motions are made from the floor in addition to or in replacement of the proposals in the notice, the proxy holder may vote or abstain from voting at his discretion. In such case, the proxy holder will vote on the basis of his reasonable understanding of the motion. The same applies if there is any doubt as to how the instructions should be understood. Where no such reasonable interpretation is possible, the proxy holder may abstain from voting.

Agenda Annual General Meeting 29 April 2015	For	Against	Abstention
Item 2: Election of a person to chair the meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3: Election of one person to sign the minutes together with the chair of the meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4: Approval of the notice convening the meeting and the proposed agenda	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5: Approval of the Financial Statements and the Board's Report for the financial year 2014 for Entra ASA, including distribution of dividend and appropriation of annual profit	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 6: The Board of Directors' report on corporate governance			
Item 7: The Board of Directors' statement on the determination of salaries and other remuneration of senior executives	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 8: Power of attorney to acquire own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 9: Approval of auditor's fees for 2014	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 10: Remuneration for the Board of Directors, members of the Remuneration Committee and the Audit Committee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 11: Remuneration for the members of the Nomination Committee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 12: Election of Nomination Committee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
John Giverholt (chairman)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Rolf Roverud	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Hege Sjø	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Place	Date	Shareholder's signature (Only for granting proxy with voting instructions)
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With regards to rights of attendance and voting, please refer to the Norwegian Public Limited Liability Companies Act, in particular Chapter 5. When granting a proxy, a written and dated proxy from the shareholding's beneficial owner has to be presented. If the shareholder is a company, the company's certificate of registration must be attached to the proxy.