

**To the shareholders in Medistim ASA****NOTICE OF ORDINARY GENERAL MEETING**

Medistim ASA will hold its ordinary general meeting Wednesday the 23rd of April 2014 at 10.00. The meeting will be held at the company headquarter in Økernveien 94 in Oslo.

**The agenda for the meeting is as follows:**

1. Approval of the notice, registration of shareholders or persons represented by proxy.
2. Appointment of person to chair the meeting, to sign the protocol, to co-sign the protocol and protocol secretary.
3. Approval of annual report for 2013.
4. Approval of the profit and loss and balance sheet for 2013.
5. Approval of the distribution of the profit for the year of TNOK 24.800. The Board of Director's suggests a dividend of NOK 0.80 per share, total TNOK 14.481 corrected for own shares, and that the remaining TNOK 10.319 is distributed to other equity.
6. The Board of Director's declaration on salary and other remuneration to the management. The Board of Director's declaration is included in the holding company annual report for 2013 at page 54.
7. Approval of fee to the auditor for 2013. Fee to the auditor was in total TNOK 349 where TNOK 323 was for the audit and TNOK 26 was for other services.
8. Election of board members. Two of the board members are on election. This is the board member Lars Rønn and Silje Garberg Ree. Silje Garberg Ree has given notice to the Nomination Committee that she is not willing to take a new term. Board member Helge Ranvik is not on election, but has given notice to the Nomination Committee that he wishes to withdraw from his position as board member. The Nomination Committee suggests that Lars Rønn is re-elected for a new term of 2 years to the ordinary General Meeting in 2016. The Nomination Committee suggests further that Bjørn M. Wiggen and Tone Raanes are elected as board members for a term of 2 years to the ordinary General Meeting in 2016. All candidates are willing to take a term. Bjørn M. Wiggen (54) holds an MBA, and has a broad background and experience from Norwegian industry, particularly within food, media and branding. He has been Managing Director of Orkla ASA, and is currently Executive Chairman of Christian Salvesen & Chr Thams's Communications Aktieselskab, where he is the biggest shareholder. Christian Salvesen & Chr Thams's Communications Aktieselskab is the second largest shareholder in Medistim with 10.2 % of the shares. Tove Raanes (37) holds an MBA, and has 13 years experience with investment companies and consulting. She currently works as chief investment officer in Dyvi invest AS, owned by Jan Fredrik Dyvi and for Varner capital.
9. Fees to the Board. The Nomination Committee proposes to the General Assembly that the Chairman receives a fee for 2013 of NOK 230. Furthermore, the Nomination Committee proposes that each of the board members for 2013 will receive a fee of 140 NOK for each member. Total fees to the Board according to the Nomination Committee's proposal are 790 NOK.
10. The leader of the Nomination Committee, Johan Skjoldberg, is on election. Johan Skjoldberg is managing director of Christian Salvesen & Chr Thams's Communications Aktieselskab, Medistims second largest shareholder. It is suggested for the General Meeting that he is re-elected for a new term of 2 years to the General Meeting in 2016.
11. It is suggested to the General Meeting that the leader of the Nomination Committee is compensated with 15 TNOK and that the members are compensated with 10 TNOK. Total purposed fee to the Nomination Committee is 35 TNOK.
12. Approval of the Board of Director's suggestion to the general meeting to renew the Board of Director's authorisation to increase share capital.
  - A. The Board of Director's is authorised to increase share capital up to NOK 458,433,25 by issuing up to 1,833,733 new shares at par value of NOK 0.25. The share price and other terms when issuing new shares are set by the board of directors. The board of directors can increase the share capital once or in several different occasions.
  - B. In case of a change in par value of the share as a result of a split, fond emission or something similar, the authorisation is adjusted accordingly with the number of shares that can be issued.

- The share price and other terms are adjusted according to generally known principles for such adjustments, but always within the regulations in the Public Limited Companies Act.
- C. The authorisation shall also include capital increase against other assets than cash deposits.
  - D. The shareholders preferential rights to subscribe shares can be set aside by the board according to the Public Limited Companies Act § 10-4.
  - E. The authorisation shall include a decision including a fusion according to Public Limited Companies Act § 13-5.
  - F. The authorisation is valid until the next ordinary general meeting.

In line with the company goals the Board of Director's will assess continuously business opportunities, further development and expansion of the business. In order to secure flexibility both time wise and for the financing, the board of director's prefer to have the authorisation from the general meeting to have the opportunity to strengthen equity by issuing new shares against cash deposits or other assets, also in relation to a fusion. The authorization can be used to issue shares in relation to convertible loans, acquisition of companies or other commitments in relation to industrial partners or strategic partners.

The purpose of setting aside the preferential rights for existing shareholders to subscribe new shares is to ensure flexibility for the company.

13. Approval of the Board of Director's suggestion to renew the power of attorney to purchase own shares on the following conditions:

- A. The authorisation is valid until the next general meeting.
- B. The company can purchase shares at par value up to NOK 458,433.25, which are 1,833,733 shares at today's par value.
- C. The highest price per share shall maximum be NOK 100.00 per share.
- D. The lowest price per share shall minimum be NOK 0.25 per share.
- E. The Board of Director's can freely decide how to purchase the shares as long as the principle for equal treatment is followed.

The purpose of the suggestion is that the company wishes to have available different methods to obtain and secure optimal capital structure.

Notice on participation at the general meeting should be sent to the company one day before the meeting.

Oslo 20. March 2014

Board of Director's in Medistim ASA

Contact: CEO Kari Eian Krogstad/CFO Thomas Jakobsen  
Phone: 23059660  
Fax: 23059661  
Email: ir@Medistim.com

Attachments:  
1. Attendance form  
2. Form of proxy  
3. Annual report for Medistim ASA for 2013

### **Attendance form general meeting in Medistim ASA**

The undersigned will attend the general meeting in Medistim ASA the 23rd of April 2014 starting at 10.00.

Shareholders name

Number of shares

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Place

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Date

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Shareholders signature

### **Power of attorney**

The undersigned, \_\_\_\_\_, that owns  
\_\_\_\_\_ shares in Medistim ASA hereby give \_\_\_\_\_  
\_\_\_\_\_ power of attorney to attend and vote for my shares at the general meeting in  
Medistim ASA the 23rd of April 2014.

\_\_\_\_\_  
Place

\_\_\_\_\_  
Date

\_\_\_\_\_  
Shareholders signature

\_\_\_\_\_  
Shareholders name in block letters

(Companies must attach a copy of company registration of newer date to prove correct  
signature.)