

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

Medistim ASA will hold its ordinary general meeting Thursday the 23rd of April 2015 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 2014.
4. Approval of the profit and loss and balance sheet for 2014.
5. Approval of the distribution of the profit for the year of TNOK 23,680. The Board of Director's suggests a dividend of NOK 1.40 per share, total TNOK 25,341 corrected for own shares, and that the remaining TNOK 1,661 is deducted from 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 2014 at page 60.
7. Approval of fee to the auditor for 2014. Fee to the auditor was in total TNOK 326 where TNOK 305 was for the audit and TNOK 21 was for other services.
8. Election of board members. Two of the board members are on election. This is the chairman Øyvinn A. Brøymer and board member Siri Fjrest. The Nomination Committee suggests that Øyvinn A. Brøymer is re-elected as Chairman for a new term of 2 years to the ordinary General Meeting in 2017. The Nomination Committee suggests further that Siri Fjrest is re-elected as board members for a term of 2 years to the ordinary General Meeting in 2017. Both candidates are willing to take a term. Øyvinn A. Brøymer represents the largest shareholder in Medistim ASA.
9. Fees to the Board. The Nomination Committee proposes to the General Assembly that the Chairman receives a fee for 2014 of NOK 250,000. Furthermore, the Nomination Committee proposes that each of the board members for 2014 will receive a fee of NOK 150,000 for each member. Total fees to the Board according to the Nomination Committee's proposal are NOK 850,000.
10. Two of the members of the Nomination Committee are on election. This is Asbjørn Buanes, Medistim's 6th largest shareholder and Bjørn Rasmussen, Medistim's 5th largest shareholder. Both candidates are willing to take a new term of 2 years until the ordinary General Meeting in 2017.
11. It is suggested to the General Meeting that the leader of the Nomination Committee is compensated with NOK 15,000 and that the members are compensated with NOK 10,000. Total purposed fee to the Nomination Committee is TNOK 35,000.
12. Approval of the Board of Director's suggestion to the general meeting to renew the Board of Director's authorization to increase share capital.
 - A. The Board of Director's is authorized 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 authorization 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 authorization 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 authorization shall include a decision including a fusion according to Public Limited Companies Act § 13-5.
 - F. The authorization 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 authorization 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 authorization 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 18. March 2015

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 2014

Attendance form general meeting in Medistim ASA

The undersigned will attend the general meeting in Medistim ASA the 23rd of April 2015 starting at 10.00.

Shareholders name

Number of shares

Place

Date

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 2015.

Place

Date

Shareholders signature

Shareholders name in block letters

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