

Multiconsult ASA – Articles of association

(last amended 22 June 2015)

§ 1

The business name of the company is Multiconsult ASA. The company is a public limited liability company.

§ 2

The registered office of the company is located in the municipality of Oslo.

§ 3

The business activities of the company are to engage in consulting engineering business, property management and other business activities in connection therewith, including participation in other companies.

§ 4

The company's share capital is NOK 13,124,600 divided on 26,249,200 shares, each with a nominal value of NOK 0.5. The shares shall be registered in a securities register.

§ 5

The board of directors of the company shall consist of at least seven, but no more than nine members.

The authority to sign on behalf of the company is held by the chairman of the board alone, two board members jointly and one board member and the chief executive officer jointly.

The board of directors may grant a power of procuration.

§ 6

The company shall have a nomination committee consisting of three members.

The members of the nomination committee shall be shareholders or representatives of shareholders.

The members of the nomination committee, including its chairman, are elected by the general meeting.

The members of the nomination committee's period of service shall be two years unless the general meeting decides otherwise. The period of service commences from the time of being elected unless otherwise decided. It terminates at the end of the annual general meeting of the year in which the period of service expires. Even if the period of service has expired, the member must remain in his or her position until a new member has been elected.

The members of the nomination committee's fees shall be determined by the general meeting.

The nomination committee shall have the following responsibilities:

- (i) To give the general meeting its recommendations regarding the election of board members to be elected by the shareholders

- (ii) To give the general meeting its recommendations regarding the board members' fees
- (iii) To give the general meeting its recommendations regarding the election of members of the nomination committee
- (iv) To give the general meeting its recommendations regarding the members of the nomination committee's fees.

The general meeting may issue further guidelines for the nomination committee's work.

§ 7

The annual general meeting shall discuss and decide upon the following:

1. Approval of the annual accounts and annual report, including distribution of dividend.
2. Other matters that according to law or the articles of association are to be decided upon by the general meeting.

When documents concerning matters to be discussed at general meetings in the company have been made available to the shareholders on the company's web pages, the board of directors may decide that the documents shall not be sent to the shareholders. If so, a shareholder may demand that documents concerning matters to be discussed at the general meeting be sent to him or her. The company cannot demand any form of compensation for sending the documents to the shareholders.

Shareholders may cast a written vote in advance in matters to be discussed at the general meetings of the company. Such votes may also be cast through electronic communication. The access to cast votes in advance is subject to the presence of a safe method of authenticating the sender. The board of directors decides whether such a method exists before each individual general meeting. The notice of general meeting must state whether votes in advance are permitted and which guidelines, if any, that have been issued for such voting.

The notice of general meeting may state that shareholders wanting to attend the general meeting must notify the company thereof within a certain period. This period cannot expire sooner than five days before the meeting.

§ 8

No shareholder may at general meetings vote for more than 25% of the shares issued by the company. Shares owned or acquired by a related party of the shareholder shall for this purpose be considered as equal to the shareholder's own shares. As somebody's related party is meant:

1. the spouse or a person with whom the shareholder cohabits in a relationship akin to marriage,
2. the shareholder's under age children, and under age children of a person as mentioned in no. 1 with whom the shareholder cohabits,
3. an undertaking within the same group as the shareholder,
4. an undertaking in which the shareholder himself or a person as mentioned in nos. 1, 2 or 5 exercises influence as mentioned in the Public Limited Liability Companies Act section 1–3,
5. a party with whom the shareholder must be assumed to be acting in concert in the exercise of rights accruing to the owner of a financial instrument.