

Innkalling til ordinær generalforsamling

Summons and Agenda for Ordinary General Meeting

Panoro Energy ASA

Styret innkaller med dette til ordinær generalforsamling i Panoro Energy ASA (heretter "Selskapet"). Møtet avholdes 25. mai 2016 kl. 11.00 norsk tid på Continental Hotel, Stortingsgaten 24 / 26, 0161 Oslo, Norge.

Innkalling til ordinær generalforsamling er sendt til alle aksjeeiere med kjent adresse. I samsvar med Selskapets vedtekter vil denne innkallingen med alle vedlegg være tilgjengelig på Selskapets hjemmeside, www.panoroenergy.com. På forespørsel fra en aksjonær vil Selskapet vederlagsfritt sende aksjonæren vedleggene til denne innkallingen per post.

I henhold til selskapets vedtekter § 7 er det bestemt at aksjeeiere og fullmektiger som ønsker å delta på generalforsamlingen, må varsle Selskapet om sin deltakelse fem kalenderdager før generalforsamlingen ved å benytte møteseddel og fullmaktsskjema vedlagt som **Vedlegg 1**. I samsvar med vedtektenes § 7 må utfylt påmeldingsskjema være mottatt av Nordea Bank Norge ASA **senest kl 16.00 norsk tid 20. mai 2016**.

På agendaen står følgende saker:

- 1. Åpning ved styreleder – Fortegnelse over møtende aksjonærer.**
- 2. Valg av møteleder.**

Styret foreslår at eksternt advokat Geir Evenshaug fra Michelet & Co Advokatfirma velges til møteleder.

- 3. Valg av person til å medundertegne protokollen.**

Styret foreslår at en person blant de som er til stede velges til å medundertegne protokollen.

- 4. Godkjenning av innkalling og dagsorden for den ordinære generalforsamlingen.**

The Board of Directors (the "Board") hereby calls for an Ordinary General Meeting to be held in Panoro Energy ASA (the "Company") on 25 May 2016 at 11am Norwegian time at Continental Hotel, Stortingsgaten 24 / 26, 0161 Oslo, Norway.

The calling notice to the Ordinary General Meeting has been sent to all shareholders whose address is known. In accordance with the Company's Articles of Association this calling notice with all enclosures will be accessible on the Company's web-pages, www.panoroenergy.com. Upon request from a shareholder, the Company will mail the Enclosures to this calling notice free of charge.

Pursuant to the Company's articles of association section 7, it is decided that shareholders and proxy holders who wish to participate at the general meeting, must notify the Company of his/her presence five calendar days prior to the general meeting by use of the attendance slip and proxy form attached hereto as **Enclosure 1**. In accordance with section 7 of the articles of association completed attendance form must be received by Nordea Bank Norge ASA **no later than 4pm Norwegian time 20 May 2016**.

On the agenda are the following items:

- 1. Opening by the chairman of the Board – Registration of attending shareholders.**
- 2. Election of person to chair the meeting.**

The Board proposes that external legal counsel Geir Evenshaug of Michelet & Co Advokatfirma AS chairs the meeting.

- 3. Election of one person to co-sign the minutes.**

The Board proposes that one person among the attendees is elected to co-sign the minutes.

- 4. Approval of the calling notice and the agenda for the meeting.**

<p>5. Godkjenning av årsregnskapet og årsberetningen for regnskapsåret 2015.</p> <p>Styrets forslag til årsregnskap og årsberetning for regnskapsåret 2015 ble offentliggjort 29. april 2016 og er tilgjengelig på www.panoroenergy.com.</p> <p>Styret foreslår at generalforsamlingen treffer følgende vedtak:</p> <p><i>«Styrets forslag til årsregnskap og årsberetning for regnskapsåret 2015 godkjennes.»</i></p> <p>6. Redegjørelse for eierstyring og selskapsledelse.</p> <p>Redegjørelse for eierstyring og selskapsledelse skal være et eget punkt på agendaen for ordinær generalforsamling. Redegjørelsen er tatt inn i årsberetningen, samt vedlagt separat til denne innkallingen som <u>Vedlegg 2</u>.</p> <p>Redegjørelsen for eierstyring og selskapsledelse er kun gjenstand for diskusjon og ikke separat godkjennelse fra aksjonærenes side.</p> <p>7. Fastsettelse av godtgjørelse til styret.</p> <p>I samsvar med vedtektenes § 8 har Valgkomiteen foreslått godtgjørelse til styrets medlemmer. Valgkomiteen foreslår følgende vedtak:</p> <p><i>«Styrets godtgjørelse frem til den ordinære generalforsamlingen i 2017 (senest til 30. juni 2017) er fastsatt til NOK 450.000 årlig til styrets leder og NOK 225.000 årlig til hvert enkelt styremedlem. Godtgjørelsen skal utbetales kvartalsvis gjennom året.»</i></p> <p>8. Fastsettelse av godtgjørelse til medlemmer av revisjonsutvalget og kompensasjonsutvalget.</p> <p>I samsvar med vedtektenes § 8 har Valgkomiteen foreslått godtgjørelse for deltakelse i revisjonsutvalget og kompensasjonsutvalget. Valgkomiteen foreslår følgende vedtak:</p> <p><i>“Medlemmer av revisjonsutvalget og kompensasjonsutvalget skal for perioden frem til neste ordinære generalforsamling (senest 30. juni 2017) motta kompensasjon på NOK 50.000 årlig for</i></p>	<p>5. Approval of the annual accounts and the annual report for the financial year 2015.</p> <p>The Board's proposal for annual accounts and annual report for the financial year 2015 was made public on 29 April 2016 and is available at www.panoroenergy.com.</p> <p>The Board of Directors proposes that the general meeting makes the following resolution:</p> <p><i>“The Board of Director's proposal for annual accounts and annual report for the financial year 2015 is approved.”</i></p> <p>6. Statement on corporate governance.</p> <p>The corporate governance statement of the Company shall be a separate item on the agenda for the Annual General Meeting. The statement is included in the annual report and attached separately hereto as <u>Enclosure 2</u>.</p> <p>This is a non-voting item as the corporate governance statement is subject to discussions only and not subject to separate approval by the shareholders.</p> <p>7. Approval of remuneration to the Board.</p> <p>In accordance with § 8 of the Company's Articles, the Nomination Committee has proposed the remuneration for the Board. The Nomination Committee proposes the following resolution:</p> <p><i>“The remuneration to the Board of Directors until the annual general meeting in 2017 (no later than 30 June 2017) is fixed to NOK 450,000 per year for the chairman and NOK 225,000 per year for each member. The remuneration shall be paid quarterly throughout the year.”</i></p> <p>8. Approval of remuneration to members of the Audit Committee and the Compensation Committee.</p> <p>In accordance with § 8 of the Company's Articles, the Nomination Committee, has proposed the remuneration for the members of the Audit Committee and the Compensation Committee. The Nomination Committee proposes the following resolution:</p>
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hvert medlem. Leder av revisjonsutvalget og kompensasjonsutvalget skal årlig motta NOK 50.000 hver. Kompensasjonen skal utbetales kvartalsvis gjennom året.»

9. Fastsettelse av godtgjørelse til medlemmer av Valgkomiteen.

Styret foreslår at godtgjørelsen til medlemmer av Valgkomiteen fastsettes som for 2015. Styret foreslår følgende vedtak:

“For perioden frem til ordinær generalforsamling i 2017 (senest 30. juni 2017) skal lederen av Valgkomiteen motta NOK 40.000 i årlig kompensasjon og hvert medlem motta NOK 30.000 i årlig kompensasjon. Kompensasjonen skal utbetales kvartalsvis gjennom året.»

10. Godtgjørelse til revisor.

Det foreslås at Selskapets revisorhonorar for 2015 på USD 67.900 blir godkjent. Beløpet omfatter revisorhonorar til Ernst & Young for morselskapet Panoro Energy ASA for den årlige revisjonen i 2015, og inkluderer ikke revisorhonorar i tilknytning til datterselskapene for 2015.

Note 4 i det konsoliderte regnskap viser honorar til revisor for Selskapet og dets datterselskaper.

Styret foreslår følgende vedtak:

«Generalforsamlingen godkjenner revisors honorar for lovpålagt revisjon for 2015 på USD 67.900.»

11. Godkjennelse av styrets erklæring om fastsettelse av lønn og annen godtgjørelse til ledende ansatte.

I henhold til allmennaksjeloven § 6-16 a skal styret utarbeide en særskilt erklæring om fastsettelse av lønn og annen godtgjørelse til daglig leder og andre ledende ansatte for kommende regnskapsår. Erklæringen er vedlagt innkallingen som **Vedlegg 3**.

I samsvar med gjeldende anbefaling for eierstyring og selskapsledelse, har styret foreslått å behandle den veiledende delen og den bindende delen av erklæringen separat.

Styret foreslår følgende, separate vedtak:

“Members of the Audit Committee and the Compensation Committee shall, for the period until the annual general meeting in 2017 (no later than 30 June 2017) receive a compensation of NOK 50,000 per year for each member. The chairperson of the Audit Committee and the Compensation Committee shall each receive a compensation of NOK 50,000 per year. The remuneration shall be paid quarterly throughout the year.”

9. Approval of remuneration to the members of the Nomination Committee.

The Board proposes that the remuneration for the members of the Nomination Committee is resolved to be the same as for 2014. The Board proposes the following resolution:

“For the period until the annual general meeting in 2017 (no later than 30 June 2017) the remuneration to chairman of the Nomination Committee is fixed to NOK 40,000 per annum and NOK 30,000 per annum to each of the other members of the Committee. The remuneration shall be paid quarterly during the year.”

10. Remuneration to the auditor.

It is proposed that the auditor's fees for the Company for 2015, totaling USD 67,900, are approved. The amount represents the fees to Ernst & Young for the annual audit for 2015 for the parent company Panoro Energy ASA, and does not include fees related to the audits of the Company's subsidiaries for 2015.

Note 4 to the consolidated financial statements provides disclosure of the fees to the auditor for the Company and its subsidiaries.

The Board proposes the following resolution:

“Remuneration to the auditor for 2015 of USD 67,900 for statutory audit is approved.”

11. Approval of the statement by the Board regarding remuneration and other benefits for leading employees.

In accordance with Section 6-16 a of the Public Limited Companies Act, the Board shall prepare a special statement on stipulation of wages and other remuneration to the Chief Executive Officer and other leading employees for the coming accounting

Sak 11A: «Styrets erklæring om lønn og annen godtgjørelse til ledende ansatte, dens del 1, tas til etterretning.»

Sak 11B: «Styrets erklæring om lønn og annen godtgjørelse til ledende ansatte, dens del 2 knyttet til aksjeverdivasert godtgjørelse, godkjennes.»

12. Endringer i Selskapets vedtekter – Aksjespleis.

Styret foreslår å endre aksjenes pålydende ved å spleise 10 aksjer til en aksje. Årsaken til forslaget er at Oslo Børs har krav om minstekurs på NOK 1 på Selskapets aksjer, og aksjekursen har nå i en periode vært under slik pålagt minstekurs. En spleis av aksjene gjennomføres ved å endre vedtektenes § 4 slik at 10 aksjer slås sammen til en aksje med pålydende NOK 0,05. Siden dagens antall aksjer ikke er delelig med 10, foreslås samtidig å utstede 8 nye aksjer til pålydende kurs. Aksjene foreslås formelt tegnet av selskapets daglige leder John Hamilton. Eksisterende aksjonærers fortrinnsrett foreslås således fraveket siden emisjonen er kun et teknisk skritt for å få gjennomført aksjespleisen.

Spleisen gjennomføres deretter ved at aksjeinnehav som ikke er delelig på 10 rundes opp, og ellers etter Selskapets skjønn. Dette vil innebære at alle aksjonærer som eier et antall aksjer som ikke er delelig med 10, vederlagsfritt vil få tilført et antall aksjer som gjør at beholdningen er delelig med 10.

Det foreslås videre at styret gis fullmakt til å senere fastsette siste dag for handel inkludert spleis, første dag for handel uten spleis (ex-dato) samt andre relevante tidspunkt for gjennomføringen av spleisen.

Forslag til vedtak:

«Selskapet skal øke aksjekapitalen med NOK 0,04 ved utstedelse av 8 nye aksjer, hver med pålydende NOK 0,005 til tegningskurs lik pålydende. Aksjene tegnes av Selskapets daglige leder John Hamilton og tegning skjer i protokollen fra den ordinære generalforsamlingen senest 27. mai 2016. Eksisterende aksjonærers fortrinnsrett til tegning fravikes. Betaling av tegningsbeløp skjer til Selskapets emisjonskonto 9380.06.87118 senest 27. mai 2016. Aksjene gir aksjonærrettigheter fra registreringen i Foretaksregisteret. Kostnaden ved kapitalforhøyelsen er antatt til ca. NOK 1.000. Selskapets vedtekter § 4 endres tilsvarende.

year. The statement is attached hereto as **Enclosure 3**.

Pursuant to the applicable recommendation for corporate governance, the Board has proposed to put the non-binding part and the binding part of the statement up as separate items.

The Board proposes the following, separate resolutions:

Item 11A: “The Board’s statement on remuneration and other benefits for leading employees, its part 1, is taken into account.”

Item 11B: “The Board’s statement on remuneration and other benefits for leading employees, its part 2 relating to share based remuneration, is approved.”

12. Amendments to the Articles of Association – reverse split of the Company’s shares.

The Board proposes to amend the par value of the Company’s shares by carrying out a reverse split of the Company’s shares so that 10 shares become one share. The reason for the proposal is that Oslo Børs requires a minimum trading price of NOK 1 and the Company’s shares have for some time been trading below the required minimum price. The reverse split is carried out by amending section 4 to the Articles of Association so that 10 shares are merged into one share with a par value of NOK 0.05. As the current number of shares is not dividable into 10 it is also proposed to issue 8 new shares at par value. The shares are proposed to be formally subscribed by the CEO John Hamilton. Existing shareholders’ pre-emptive rights for subscription is thus proposed set aside as the share issue is only a technical step in order to accomplish the reverse split.

The reverse merger is then accomplished by shareholdings which are not dividable into 10 is rounded upwards, and otherwise at the discretion of the Company. This will mean that shareholders who own a number of shares which is not dividable on 10 will be transferred free of charge a number of shares which results in the shareholding being dividable into 10.

It is further proposed that the Board is given the authority to later fix the last day for trading including the reverse merger, the first day for trading without the reverse merger (ex-date) and

<p>Etter utstedelse av de 8 aksjer som nevnt ovenfor skal Selskapets aksjer slås sammen (spleises) i forholdet 10:1 slik at 10 aksjer hver med pålydende verdi 0,005 vil erstattes med en ny aksje med pålydende verdi NOK 0,05.</p> <p>Ved gjennomføring av sammenslåingen endres Selskapets vedtekter § 4 til å lyde:</p> <p>«Selskapets aksjekapital er NOK 2.125.109,80 fordelt på 42.502.196 aksjer, hver pålydende NOK 0,05. Aksjene er registrert i Verdipapirsentralen.»</p> <p>Aksjonærer skal i forbindelse med gjennomføringen av aksjespleisen få sitt aksjeinnehav avrundet oppover slik at aksjonærer som eier et antall aksjer som ikke er delelig på 10 vil få tilført aksjer vederlagsfritt slik at beholdningen blir delelig på 10.</p> <p>Aksjespleisen trer i kraft fra det tidspunkt den er registrert i Foretaksregisteret. Styret gis fullmakt til å senere fastsette siste dag for handel inkludert spleis, første dag for handel uten spleis (ex-dato) samt andre relevante tidspunkt for gjennomføringen av spleisen.»</p> <p>13. Endringer i Selskapets vedtekter – Forvalterregistrerte aksjers stemmerett på generalforsamling.</p> <p>Selskapet har praktisert at forvalterregistrerte aksjer uansett ikke har stemmerett på Selskapets generalforsamling. Konsekvensen er at aksjer på forvalterregistrert konto må flyttes ut av slik konto og registreres i VPS på reell eiers navn. Dette skaper kostnader og kan være vanskelig for enkelte aksjonærer å få effektivt i tide til at aksjene kan stemmes for på generalforsamling.</p> <p>Styret viser til at flere selskaper notert på Oslo Børs har en vedtektsbestemmelse som direkte sier at forvalterregistrerte aksjer kan stemmes over, forutsatt at aksjeeieren fremlegger bekreftelse fra forvalter på eierskapet, og at Selskapets styre ellers ikke avviser det reelle eierskapet.</p> <p>Styret foreslår følgende vedtak:</p> <p>«Ny siste setning i § 7 skal lyde:</p> <p>‘Aksjeeier som har aksjer registrert ved forvalter godkjent etter allmennaksjeloven § 4-10 har stemmerett for det antall aksjer som er omfattet av forvalteravtalen forutsatt at aksjeeieren senest fem kalenderdager før generalforsamlingen avholdes</p>	<p>any other relevant dates for the completion of the reverse merger.</p> <p>Proposed resolution:</p> <p>“The Company shall increase the share capital by NOK 0.04 by issue of 8 new shares, each with a par value of NOK 0.005 to a subscription price equal to the par value. The shares are subscribed by the CEO John Hamilton and subscription takes place in the minutes from the ordinary general meeting no later than 27 May 2016. Existing shareholders’ pre-emptive rights are set aside. Payment of the subscription amount shall take place to the Company’s share issue account no. 9380.06.87118 no later than 27 May 2016. The shares give shareholder rights from the time of registration with the Norwegian Register of Business Enterprises. Costs associated with the share issue is estimated to approximately NOK 1,000. Section 4 of the Company’s articles are amended accordingly.</p> <p>After issue of the 8 shares as set out above, the Company’s shares are consolidated (reverse split) in the ratio 10:1, so that 10 shares each with a nominal value of NOK 0.005 will be replaced by one new share with a nominal value of NOK 0.05.</p> <p>By the completion of the reversed split, section 4 of the Articles of Association is amended to read as follows:</p> <p>"The Company’s share capital is NOK 2,125,109.80 divided on 42,502,196 ordinary shares each with a nominal value NOK 0.05. The shares are registered with the Verdipapirsentralen."</p> <p>Shareholders shall on implementation of the reverse split have their shareholding rounded upwards so that shareholders holding a number of shares not dividable into 10 will free of charge be transferred a number of shares to that the holding becomes dividable into 10.</p> <p>The reverse split enters into force from the time of registration with the Register of Business Enterprises. The Board is given the authority to later fix the last day for trading including the reverse merger, the first day for trading without the reverse merger (ex-date) and any other relevant dates for the completion of the reverse merger."</p>
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gir Selskapet sitt navn og adresse samt en bekreftelse fra forvalteren at aksjeeieren er reell eier av aksjene omfattet av forvalteravtalen, og videre forutsatt at Selskapets styre ikke avviser slikt reelt eierskap etter mottak av bekreftelsen.'»

14. Forslag om fullmakt til styret til forhøyelse av aksjekapitalen ved nytegning av aksjer under Selskapets insentivprogram.

Styret foreslår at fullmakten som ble gitt på ordinær generalforsamling i 2015 i hovedsak fornyes for ett år. Fullmakten er begrenset til ca. 5 % av dagens registrerte aksjekapital. Eksisterende aksjonærs fortrinnsrett til tegning foreslås fraveket for å muliggjøre utstedelse av aksjer til ansatte.

Styret foreslår følgende vedtak, som forutsetter gjennomføring av aksjespleis som nevnt i sak 12:

«Selskapets styre tildeles fullmakt til å gjennomføre kapitalforhøyelse, på følgende vilkår:

1. Aksjekapitalen skal, i en eller flere omganger, i alt kunne forhøyes med inntil NOK 106.256 ved utstedelse av opp til 2.125.120 nye aksjer i Selskapet.
2. Fullmakten kan benyttes til å utstede aksjer til selskapets ansatte under Selskapets insentivprogram.
3. Fullmakten skal gjelde til ordinær generalforsamling i 2017, likevel senest til 30. juni 2017.
4. Aksjeeieres fortrinnsrett til tegning av aksjer kan settes til side.
5. Fullmakten omfatter kapitalforhøyelse mot innskudd i andre eiendeler enn penger eller rett til å pådra Selskapet særlig plikter.
6. Styret kan foreta de vedtektsendringer som kapitalforhøyelsen(e) gjør påkrevd.
7. Fullmakten omfatter ikke beslutning om fusjon.»

15. Forslag om fullmakt til styret til forhøyelse av aksjekapitalen ved nytegning av aksjer for oppkjøp og lignende.

13. Amendments to the Articles of Association – Voting rights for shares held in nominee accounts.

The practice of the Company has been that nominee registered shares do not have voting rights at the Company's general meetings. The consequence has been that shares with a nominee account must be moved out of the nominee account and be registered in VPS with the beneficial owner's name. This incurs costs and may be difficult for beneficial shareholders to accomplish in time to be able to vote the shares at the general meeting.

The Board notes that several Oslo Børs listed companies has a provision in the articles of association that directly states that nominee registered shares can be voted, subject to the beneficial owner submitting a confirmation from the nominee with respect to the beneficial ownership, and that the Board for other reasons do not reject the beneficial ownership.

The Board proposes the following resolution:

“A new last sentence in section 7 shall read:

‘An owner with shares registered through a nominee approved pursuant to Section 4-10 of the Norwegian Public Limited Companies Act has voting rights equivalent to the number of shares which are covered by the nominee arrangement provided that the owner of the shares no later than five working days before the General Meeting provides the Company with his name and address together with a confirmation from the nominee to the effect that he is the beneficial owner of the shares held in the nominee account, and provided further the Board of Directors shall not disapprove such beneficial ownership after receipt of such notification.’ ”

14. Proposal to give the authorization to the Board to conduct capital increases by way of share issue under the Company's incentive program.

The Board proposes that the authorization given at the general meeting in 2015 is substantially renewed for one year. The authorization is limited to approximately 5% of the current registered share capital. Existing shareholders' pre-emption rights

<p>Styret ser det som hensiktsmessig at aksjonærene gir styret fullmakt til å utstede aksjer i forbindelse med mulige oppkjøp. En slik fleksibilitet kan være i Selskapets interesse, da det kan tenkes at styret må handle raskt i tilknytning til oppkjøpsmuligheter eller i forbindelse med å utnytte muligheter i kapitalmarkedene.</p> <p>For at fullmakten skal kunne gi styret noe fleksibilitet i forhold til størrelsen på en emisjon, foreslås fullmakten begrenset til ca. 10 % av dagens antall aksjer. Eksisterende aksjonærers fortrinnsrett til tegning foreslås fraveket for å muliggjøre rettede emisjoner.</p> <p>Styret foreslår følgende vedtak, som forutsetter gjennomføring av aksjespleis som nevnt i sak 12:</p> <p>«Selskapets styre tildeles fullmakt til å gjennomføre kapitalforhøyelse, på følgende vilkår:</p> <ol style="list-style-type: none"> 1. Aksjekapitalen skal, i en eller flere omganger, i alt kunne forhøyes med inntil NOK 212.500 ved utstedelse av opp til 4.250.000 nye aksjer i Selskapet. 2. Fullmakten kan benyttes til å utstede aksjer som vederlag ved oppkjøp innen Selskapets vanlige forretningsområder eller i forbindelse med egenkapitalutvidelser. 3. Fullmakten skal gjelde til ordinær generalforsamling i 2017, likevel senest til 30. juni 2017. 4. Aksjeeieres fortrinnsrett til tegning av aksjer kan settes til side. 5. Fullmakten omfatter kapitalforhøyelse mot innskudd i andre eiendeler enn penger eller rett til å pådra Selskapet særlig plikter. 6. Styret kan foreta de vedtektsendringer som kapitalforhøyelsen(e) gjør påkrevd. 7. Fullmakten omfatter beslutning om fusjon.» <p>16. Valg av medlemmer til Valgkomiteen.</p> <p>Petter Mannsverk Andresen og Stig R. Myrseth ble valgt for to år på ordinær generalforsamling i 2014, og er således på valg nå. Det tredje medlemmet, Odd Rune Heggheim, ble valgt for to år på ordinær generalforsamling i 2015, men har også bedt om</p>	<p>to subscribe new shares are proposed set aside in order to allow for issue of shares to employees.</p> <p>The Board proposes the following resolution, which assumes completion of the reverse split as set out in item 12:</p> <p><i>“The Company’s Board is authorized to increase the share capital, on the following conditions:</i></p> <ol style="list-style-type: none"> 1. <i>The share capital may, in one or more rounds, be increased by a total of up to NOK 106,256 by the issuance of up to 2,125,120 new shares in the Company.</i> 2. <i>The authorization may be used to issue shares to the Company’s employees under the Company’s incentive program.</i> 3. <i>The authorization shall be valid until the ordinary general meeting in 2017, but no later than until 30 June 2017.</i> 4. <i>The shareholders’ pre-emption for subscription of shares may be set aside.</i> 5. <i>The authorization includes the increase of the share capital in return for contributions in kind or the right to incur on the assumptions of special obligations of the Company.</i> 6. <i>The Board is authorized to alter the Articles of Association implied by the share capital increase(s).</i> 7. <i>The authorization does not include decision on merger.”</i> <p>15. Proposal to give the authorization to the Board to conduct capital increases by way of share issues for mergers and acquisitions etc.</p> <p>The Board believes it is appropriate that the shareholders furnish the Board with an authorization to issue shares in connection with possible mergers and acquisitions. Such flexibility can be in the interest of the Company, as the Board may have to act quickly in relation to acquisition opportunities or in connection with utilizing possibilities in the capital markets.</p> <p>In order to give the Board some flexibility with respect to the size of any share issue, it is proposed</p>
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<p>avløsning. Selskapets vedtekter sier at Valgkomiteen skal bestå av to eller tre medlemmer.</p> <p>Styret foreslår følgende vedtak:</p> <p><i>Sak 16A: Eric Nasby velges som leder av Nominasjonskomiteen</i></p> <p><i>Sak 16B: Lars Brandeggen velges som medlem av Nominasjonskomiteen.</i></p> <p><i>Sak 16C: Andreas B. Lorentzen velges som medlem av Nominasjonskomiteen.</i></p> <p>CV for kandidatene er vedlagt innkallingen som <u>Vedlegg 4.</u></p> <p>17. Avslutning.</p> <p style="text-align: center;">*/**/*</p>	<p>that the authorization is limited to approximately 10% of the current number of shares. Existing shareholders' pre-emption rights to subscribe new shares are proposed set aside in order to allow for private placements.</p> <p>The Board proposes the following resolution, which assumes completion of the reverse split as set out in item 12:</p> <p><i>"The Company's Board is authorized to increase the share capital, on the following conditions:</i></p> <ol style="list-style-type: none"> <i>1. The share capital may, in one or more rounds, be increased by a total of up to NOK 212,500 by the issuance of up to 4,250,000 new shares in the Company.</i> <i>2. The authorization may be used to issue shares as consideration for acquisitions within the Company's ordinary business sectors or in connection with equity increases.</i> <i>3. The authorization shall be valid until the ordinary general meeting in 2017, but no later than until 30 June 2017.</i> <i>4. The shareholders' pre-emption for subscription of shares may be set aside.</i> <i>5. The authorization includes the increase of the share capital in return for contributions in kind or the right to incur on the assumptions of special obligations of the Company.</i> <i>6. The Board is authorized to alter the Articles of Association implied by the share capital increase(s).</i> <i>7. The authorization does include decision on merger."</i> <p>16. Election of members to the Nomination Committee.</p> <p>Petter Mannsverk Andresen and Stig R. Myrseth were elected for two years at the ordinary general meeting in 2014 and as thus up for election now. The third member, Odd Rune Heggheim, was elected to two years at the ordinary general meeting in 2015, but has also asked to be replaced. The Company's articles of association state that the</p>
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	<p>Nomination Committee shall consist of two or three members.</p> <p>The Board proposes the following resolutions:</p> <p><i>Item 16A: Eric Nasby is elected as chairperson of the Nomination Committee.</i></p> <p><i>Item 16B: Lars Brandeggen is elected as a member of the Nomination Committee.</i></p> <p><i>Item 16C: Andreas B. Lorentzen is elected as a member of the Nomination Committee.</i></p> <p>CVs for the candidates are attached hereto as <u>Enclosure 4</u>.</p> <p>17. Closing.</p> <p style="text-align: right;">*/*/*</p>
<p>Selskapet er et allmennaksjeselskap regulert av norsk rett, herunder allmennaksjeloven og verdipapirhandelloven. Det er 425.021.952 aksjer i Selskapet, og hver aksje gir én stemme. Selskapet har per datoen for denne innkallingen ingen egne aksjer.</p> <p>Aksjonærer har rett til å møte på generalforsamlingen, enten personlig eller ved fullmakt, og har videre rett til å uttale seg. Aksjonærer kan også møte med rådgiver som har talerett på generalforsamlingen.</p> <p>Beslutninger om stemmerett for aksjeeiere og fullmektiger treffes av møteåpner, hvis beslutning kan omgjøres av generalforsamlingen med alminnelig flertall.</p> <p>I henhold til selskapets vedtekter § 7 er det bestemt at aksjeeiere og fullmektiger som ønsker å delta på generalforsamlingen, må varsle Selskapet om sin deltakelse fem kalenderdager før generalforsamlingen. Møteseddel og fullmaktsskjema vedlagt som <u>Vedlegg 1</u> bes benyttet.</p> <p>I samsvar med vedtektenes § 7 må utfylt påmeldingsskjema være mottatt av Nordea Bank Norge ASA <u>senest kl 16.00 norsk tid 20. mai 2016</u>.</p> <p>Aksjeeiere som ikke har anledning til å delta på generalforsamlingen personlig, kan gi fullmakt til</p>	<p>The Company is a Norwegian public limited liability company governed by Norwegian law, thereunder the Public Limited Liability Companies Act and the Securities Trading Act. There are 425,021,952 shares in the Company, and each share carries one vote. As of the date of this notice, the Company does not hold any of its own shares.</p> <p>Shareholders are entitled to attend the General Meeting in person or by proxy, and are further entitled to speak at the General Meeting. Shareholders may also be accompanied by an advisor who may speak at the General Meeting.</p> <p>Decisions regarding voting rights for shareholders and proxy holders are made by the person opening the meeting, whose decisions may be reversed by the General Meeting by simple majority vote.</p> <p>Pursuant to the Company's articles of association section 7, it is decided that shareholders and proxy holders who wish to participate at the General Meeting, must notify the Company of his/her presence five calendar days prior to the General Meeting. Use of the attendance slip and proxy form attached hereto as <u>Enclosure 1</u> is requested.</p> <p>In accordance with section 7 of the articles of association completed attendance form must be received by Nordea Bank Norge ASA <u>no later than 4pm Norwegian time 20 May 2016</u>.</p>

styrets leder eller andre til å stemme for deres aksjer f eks ved å benytte møteseddel og fullmaktsskjema vedlagt som **Vedlegg 1**.

Fullmakten kan sendes til Nordea Bank Norge ASA, Issuer Services, Postboks 1166 Sentrum, 0107 Oslo, via telefaks: 22 36 97 03, og må være mottatt **innen 20. mai 2016 kl 16.00 norsk tid.**

Fullmakten kan også leveres til fullmektigen og medbringes til generalforsamlingen av fullmektigen, i hvis tilfelle fullmektigen med angivelse av hvem fullmaktsgiver / reell aksjonær er **må være påmeldt innen 20. mai 2016 kl 16.00 norsk tid.**

Med hensyn til forvalterregistrerte aksjer, vil Selskapet akseptere stemmerett til reelle eiere forutsatt at (i) reell eier senest 20. mai 2016 kl 16.00 norsk tid gir Selskapet melding om deltakelse på generalforsamlingen ved å sende inn møteseddel i **Vedlegg 1** og videre gir Selskapet opplysning om sitt navn og adresse med en uttalelse fra forvalteren som bekrefter reelt eierskap, og (ii) at Selskapets styre ikke av andre årsaker avviser reelt eierskap til aksjene.

Alternativt kan reelle eiere til aksjer registrert på forvalterkonto avregistrere slike aksjer fra forvalterkonto og registrere aksjene på en VPS konto i eget navn. Slik avregistrering og registrering må være gjennomført i tide til at den reelle eieren kan meddele deltakelse på generalforsamlingen.

En aksjeeier har rett til å få behandlet spørsmål på generalforsamlingen. Spørsmålet skal meldes skriftlig til styret innen syv dager før fristen for innkalling til generalforsamling sammen med et forslag til beslutning eller en begrunnelse for at spørsmålet settes på dagsordenen. Har innkallingen allerede funnet sted, skal det foretas en ny innkalling dersom fristen for innkalling til generalforsamling ikke er ute. En aksjeeier har også rett til å fremsette forslag til beslutning.

En aksjeeier kan kreve at styremedlemmer og daglig leder på generalforsamlingen gir tilgjengelige opplysninger om saker som er forelagt aksjeeierne til avgjørelse og Selskapets økonomiske stilling, med mindre de opplysninger som kreves, ikke kan gis uten uforholdsmessig skade for Selskapet.

Shareholders who cannot participate at the General Meeting in person may authorize the Chairman of the Board or another person to vote for their shares e.g. by using the attendance slip and proxy form attached as **Enclosure 1**.

The proxy form may be sent to Nordea Bank Norge ASA, Issuer Services, P.O.Box 1166 Sentrum, 0107 Oslo, Norway, by telefax + 47 22 36 97 03 and must be received **no later than 20 May 2016 at 4pm Norwegian time.**

The proxy can also be given to the proxy holder and brought to the General Meeting, in which case the attendance of the proxy holder with a confirmation of the identity of the proxy giver / beneficial shareholder must be notified **no later than 20 May 2016 at 4pm Norwegian time.**

With respect to nominee registered shares, the Company will allow the beneficial owner to vote provided that (i) the beneficial owner no later than 20 May 2016 at 4pm Norwegian time notifies the Company of such beneficial owner's participation by providing the attendance form in **Enclosure 1**, and further provides the Company with his or her name and address together with a statement from the nominee confirming the beneficial ownership, and (ii) that the Board for other reasons do not reject the beneficial ownership.

Alternatively, beneficial owners of nominee registered shares can deregister such shares from the nominee account and register the shares into a VPS account in the name of the beneficial owner. Such deregistration and registration must be completed in time for the beneficial owner to notify participation in the general meeting.

A shareholder has the right to put matters on the agenda of the General Meeting. The matter shall be reported in writing to the Board within seven days prior to the deadline for the notice to the general meeting, along with a proposal to a draft resolution or a justification for the matter having been put on the agenda. In the event that the notice has already taken place, a new notice shall be sent if the deadline has not already expired. A shareholder has in addition a right to put forward a proposal for resolution.

A shareholder may require directors and the general manager to furnish in the General Meeting all available information about matters that have been submitted to the shareholders for decision and the

	<p>Company's financial position, unless the information demanded cannot be disclosed without causing disproportionate harm to the Company.</p> <p><i>Please note that the translation into English is for information purposes only and that the Norwegian text shall prevail in case of any inconsistencies.</i></p>
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Julien Balkany

Styrets leder / *Chairman of the Board of Directors*
(Sign.)

PIN KODE:
REFERANSE NO:

VEDLEGG 1 TIL INNKALLING ORDINÆR GENERALFORSAMLING – PANORO ENERGY ASA

NAVN
ADRESSE 1
ADRESSE 2
POSTNUMMER
POSTSTED / LAND

Innkalling til ordinær generalforsamling
Ordinær generalforsamling i Panoro Energy ASA avholdes 25. mai 2016 kl 11.00 norsk tid på Continental Hotel, Stortingsgaten 24 / 26, 0161 Oslo, Norge.

I det tilfellet aksjeeieren er et foretak vil aksjeeieren være representert ved: _____
Navn (Ved fullmakt benyttes blanketten under)

Møteseddel

Hvis De ønsker å møte i den ordinære generalforsamlingen, **må De sende denne møteseddel slik at denne er fremme senest 16.00 CET 20. mai 2016** til Panoro Energy ASA c/o Nordea Bank Norge ASA, Issuer Services, Postboks 1166 Sentrum, 0107 Oslo, Norway, telefax + 47 22 36 97 03, eller epost nis@nordea.com.

Undertegnede vil møte på Panoro Energy ASAs ordinære generalforsamling 25. mai 2016 og avgi stemme for

_____ egne aksjer
_____ andre aksjer i henhold til vedlagte fullmakt(er)
Totalt _____ aksjer

Sted	Dato	Aksjeeiers underskrift (Undertegnes kun ved eget oppmøte. Ved fullmakt benyttes delen nedenfor)
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Fullmakt uten stemmeinstruks

Pinkode:

Referansenr.:

Dersom De selv ikke kan møte på ordinær generalforsamling, kan denne fullmakt benyttes av den De bemyndiger, eller De kan sende fullmakten uten å påføre navn på fullmektigen. I så fall vil fullmakten anses gitt til styrets leder eller den han bemyndiger. Denne fullmaktsseddelen gjelder fullmakt uten stemmeinstruks. Dersom De ønsker å avgi stemmeinstrukser, vennligst gå til side 2. Fullmakten må være **mottatt senest 16.00 CET 20. mai 2016** av Panoro Energy ASA c/o Nordea Bank Norge ASA, Issuer Services, Postboks 1166 Sentrum, 0107 Oslo, Norway, telefax + 47 22 36 97 03, eller epost nis@nordea.com.

UNDERTEGNEDE: _____
gir herved (sett kryss):



Styrets leder (eller den han bemyndiger), eller



(Fullmektigens navn med blokkbokstaver)

fullmakt til å møte og avgi stemme i Panoro Energy ASAs ordinære generalforsamling 25. mai 2016 for mine/våre aksjer.

Sted	Dato	Aksjeeiers underskrift Undertegnes kun ved fullmakt)
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Angående møte- og stemmerett vises til allmennaksjeloven, især lovens kapittel 5. Det gjøres spesielt oppmerksom på at ved avgivelse av fullmakt skal det legges frem skriftlig og datert fullmakt fra aksjepostens reelle eier (beneficial owner).

PIN KODE:
REFERANSE NO:

Fullmakt med stemmeinstruks

Pinkode:

Referansenr.:

Dersom De ønsker å gi stemmeinstruks til fullmektigen må dette skjemaet brukes. Sakslisten i fullmaktsinstruksen under henviser til sakene på dagsorden for generalforsamling. Fullmakt med stemmeinstruks kan meddeles den De bemyndiger, eller De kan sende fullmakten uten å påføre navn på fullmektigen. I så fall vil fullmakten anses gitt til styrets leder eller den han bemyndiger.

Fullmakten må være mottatt **senest 16.00 CET 20. mai 2016** av Panoro Energy ASA c/o Nordea Bank Norge ASA, Issuer Services, Postboks 1166 Sentrum, 0107 Oslo, Norway, telefax + 47 22 36 97 03, eller epost nis@nordea.com.

UNDERTEGNEDE: _____
gir herved (sett kryss):

☐ Styrets leder (eller den han bemyndiger), eller

☐ _____
(Fullmektigens navn med blokkbokstaver)

fullmakt til å møte og avgi stemme for mine/våre aksjer på ordinær generalforsamling i Panoro Energy ASA 25. mai 2016. Stemmegivningen skal skje i henhold til instruksjonene nedenfor. Merk at ikke avkryssede felt i agendaen nedenfor vil anses som en instruks om å stemme "for" forslagene i innkallingen, likevel slik at fullmektigen avgjør stemmegivningen i den grad det blir fremmet forslag i tillegg til eller til erstatning for forslagene i innkallingen. I det tilfellet stemmeinstruksen er uklar vil fullmektigen utøve sin myndighet basert på en fornuftig tolkning av instruksen. Dersom en slik tolkning ikke er mulig vil fullmektigen kunne avstå fra å stemme.

<u>AGENDA ORDINÆR GENERALFORSAMLING 2016</u>	<u>FOR</u>	<u>MOT</u>	<u>AVSTÅR</u>
1. Åpning av styreleder, fortegnelse av møtende aksjonærer (Ingen avstemning)			
2. Valg av møteleder	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Godkjenning av person til å medundertegne protokoll	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Godkjenning av dagsorden og innkalling	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Godkjenning av årsregnskap og årsberetning for 2015	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Redegjørelse for eierstyring og selskapsledelse (Ingen avstemning)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Fastsettelse av godtgjørelse til styret	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Fastsettelse av godtgjørelse til medlemmer av Revisjonsutvalget og Kompensasjonsutvalget	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Fastsettelse av godtgjørelse til medlemmer av Valgkomiteen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Godkjenning av godtgjørelse til revisor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Godkjenning av erklæring om lederlønn			
11A – Erklæring del 1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11B – Erklæring del 2	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Endring i vedtektene – spleis av aksjer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. Endring i vedtektene – stemmerett for forvalterregistrerte aksjer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. Styrefullmakt til å utstede aksjer for bruk i insentivprogrammer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. Styrefullmakt til å utstede aksjer ifbm oppkjøp og lignende	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

PIN KODE:
REFERANSE NO:

16. Valg av medlemmer til Valgkomiteen

16A – Valg av Eric Nasby som leder	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16B – Valg av Lars Brandeggen som medlem	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16C – Valg av Andreas B. Lorentzen som medlem	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

17. Avslutning (Ingen avstemning)

Ovennevnte fullmektig har fullmakt til å møte og avgi stemme i Panoro Energy ASAs ordinære generalforsamling 25. mai 2016 for mine/våre aksjer.

_____	_____	_____
Sted	Dato	Aksjeeiers underskrift (Undertegnes kun ved fullmakt)

Angående møte- og stemmerett vises til allmennaksjeloven, især lovens kapittel 5. Det gjøres spesielt oppmerksom på at ved avgivelse av fullmakt skal det legges frem skriftlig og datert fullmakt fra aksjepostens reelle eier (beneficial owner). Dersom aksjeeieren er et selskap, skal aksjeeierens firmaattest vedlegges fullmakten.

PIN CODE:

REF NO:

ENCLOSURE 1 – ORDINARY GENERAL MEETING PANORO ENERGY ASA

NAME

ADDRESS 1

ADDRESS 2

ZIP CODE PLACE

COUNTRY

Notice of Ordinary General Meeting

An Ordinary General Meeting in Panoro Energy ASA will be held 25 May 2016 at 11am Norwegian time at Continental Hotel, Stortingsgaten 24 / 26, 0161 Oslo, Norway.

In the event the shareholder is a legal entity it will be represented by: _____

Name of representative

(To grant proxy, use the proxy form below)

Attendance form

If you wish to attend the ordinary general meeting, **you must send this form so that it is received no later than 4pm CET on 20 May 2016** by Panoro Energy ASA c/o Nordea Bank Norge ASA, Issuer Services, P.O.Box 1166 Sentrum, 0107 Oslo, Norway, by telefax + 47 22 36 97 03, or by email nis@nordea.com.

The undersigned will attend Panoro Energy ASA's Ordinary General Meeting on 25 May 2016 and vote for

_____ own shares

_____ other shares in accordance with enclosed proxy


In total _____ shares

Place _____

Date _____

Shareholder's signature _____

(If attending personally. To grant proxy, use the form below)

 **Proxy (without voting instructions)**

PIN code: _____ **Ref no:** _____

If you are not able to attend the Ordinary General Meeting, a nominated proxy holder can be granted your voting authority. Any proxy not naming proxy holder will be deemed given to the chairman of the Board or a person designated by him. The present proxy form relates to proxies without instructions. To grant proxy with voting instructions, please go to page 2 of this form. The proxy form must be received **no later than 4pm CET on 20 May 2016** by Panoro Energy ASA c/o Nordea Bank Norge ASA, Issuer Services, P.O.Box 1166 Sentrum, 0107 Oslo, Norway, by telefax + 47 22 36 97 03, or by email nis@nordea.com. If a proposal is submitted in addition to, or as a replacement for, the proposals in the notice, then the proxy will be entitled to decide how to vote for these proposals

The undersigned : NAME: _____
hereby grants
(tick box)

☐

: the chairman of the Board (or a person designated by him), or

:

☐

Name of nominated proxy holder (Please use capital letters)

proxy to attend and vote at the Ordinary General Meeting of Panoro Energy ASA on 25 May 2016 for my/our shares

Place _____

Date _____

Shareholder's signature _____

(Signature only when granting proxy)

With regard to rights of attendance and voting we refer you to the Norwegian Public Limited Liability 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.

PIN CODE:

REF NO:

Proxy (with voting instructions)

PIN code: _____ Ref no: _____

If you wish to give voting instruction to the proxy holder, please use the present proxy form. The items in the detailed proxy below refer to the items in the Ordinary General Meeting agenda. A detailed proxy with voting instructions may be granted a nominated proxy holder. A proxy not naming a proxy holder will be deemed given to the chairman of the Board or any person designated by him. The proxy with voting instructions must be received **no later than 4pm CET on 20 May 2016** by Panoro Energy ASA c/o Nordea Bank Norge ASA, Issuer Services, P.O.Box 1166 Sentrum, 0107 Oslo, Norway, by telefax + 47 22 36 97 03, or by email nis@nordea.com.

THE UNDERSIGNED: _____
hereby grants (tick box):

☐ The chairman of the Board (or a person designated by him), or:

☐ _____

Name of nominated proxy holder (please use capital letters)

proxy to attend and vote at the Ordinary General Meeting of Panoro Energy ASA on 25 May 2016 for my/our shares. The votes shall be submitted in accordance with the instructions below. Please note that any items below not voted for (not ticked off), will be deemed as an instruction to vote "in favour" of the proposals in the notice. Any motion from the floor, amendments or replacement to the proposals in the agenda, will be determined at the proxy holder's discretion. In case the contents of the voting instructions are ambiguous, the proxy holder will base his/her understanding on a reasonable understanding of the wording of the proxy. Where no such reasonable understanding can be found, the proxy may at his/her discretion refrain from voting.

<u>AGENDA ORDINARY GENERAL MEETING 2016</u>	<u>IN FAVOUR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>
1. Opening by the chairman of the Board – Registration of attending shareholder (NO VOTING ITEM)			
2. Election of chairperson for the meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Approval of person to counter-sign the minutes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Election of the calling notice and the agenda	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Approval of the annual accounts and the annual report for 2015	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Statement on corporate governance (NO VOTING ITEM)			
7. Approval of remuneration to the Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Approval of remuneration to members of the Audit Committee and the Compensation Committee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Approval of remuneration to members of the Nomination Committee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Approval of remuneration to the auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Approval of statement regarding executive remuneration			
11A – Remuneration statement part 1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11B – Remuneration statement part 2	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Amendments to the articles of association – reverse split of shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

PIN CODE:

REF NO:

- | | | | |
|--|--------------------------|--------------------------|--------------------------|
| 13. Amendments to the articles of association – voting rights | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 14. Board authorization to issue shares under incentive programs | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 15. Board authorization to issue shares for mergers and acquisitions etc | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 16. Election of members to the Nomination Committee | | | |
| 16A – Election of Eric Nasby as chairperson | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 16B – Election of Lars Brandeggen as member | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 16C – Election of Andreas B. Lorentzen as member | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 17. Closing (NO VOTING ITEM) | | | |

The abovementioned proxy holder has been granted power to attend and to vote for my/our shares at the Ordinary General Meeting in Panoro Energy ASA to be held 25 May 2016.

_____	_____	_____
Place	Date	Shareholder's signature
		(Only for granting proxy with voting instructions)

With regard to rights of attendance and voting we refer you to The Norwegian Public Limited Liability 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.

If the shareholder is a company, please attach the shareholder's certificate of registration to the proxy.

STATEMENT ON CORPORATE GOVERNANCE IN PANORO ENERGY ASA

Panoro Energy ASA ("Panoro" or "the Company") aspires to ensure confidence in the Company and the greatest possible value creation over time through efficient decision making, clear division of roles between shareholders, management and the Board of Directors ("the Board") as well as adequate communication.

Panoro Energy seeks to comply with all the requirements covered in The Norwegian Code of Practice for Corporate Governance. The latest version of the Code of October 30, 2014 is available on the website of the Norwegian Corporate Governance Board, www.nues.no. The Code is based on the "comply or explain" principle, in that companies should explain alternative approaches to any specific recommendation.

1. IMPLEMENTATION AND REPORTING ON CORPORATE GOVERNANCE

The main objective for Panoro's Corporate Governance is to develop a strong, sustainable and competitive company in the best interest of the shareholders, employees and society at large, within the laws and regulations of the respective country. The Board of Directors (the Board) and management aim for a controlled and profitable development and long-term creation of growth through well-founded governance principles and risk management.

The Board will give high priority to finding the most appropriate working procedures to achieve, inter alia, the aims covered by these Corporate Governance guidelines and principles.

The Norwegian Code of Practice for Corporate Governance as of October 30, 2014 comprises 15 points. The complete version of the Corporate Governance report is available on the Company's webpage www.panoroenergy.com.

2. BUSINESS

Panoro Energy ASA is an international independent oil & gas company with a primary office in London and listing in Oslo, Norway. The Company is focussed on its high quality exploration and development assets in West Africa, namely Dussafu license offshore southern Gabon, and OML 113 offshore western Nigeria. Both licences have existing discoveries and a development oil field at OML-113 in Nigeria. Panoro Energy was formed through the merger of Norse Energy's former Brazilian business and Pan-Petroleum on June 29, 2010. The Company is listed on the Oslo Stock Exchange with ticker PEN.

The Company's business is defined in the Articles of Association §2, which states:

"The Company's business shall consist of exploration, production, transportation and marketing of oil and natural gas and exploration and/or development of other energy forms, sale of energy as well as other related activities. The business might also involve participation in other similar activities through contribution of equity, loans and/or guarantees".

Panoro Energy currently has only one reportable segment with exploration and production of oil and gas, by geographic West Africa. In West Africa, the Company participates in a number of licenses in Nigeria and Gabon.

Vision statement

Our vision is to use our experience and competence in enhancing value in projects in West Africa to the benefit of the countries we operate in and the shareholders of the Company.

3. EQUITY AND DIVIDENDS

Panoro Energy's Board of Directors will ensure that the Company at all times has an equity capital at a level appropriate to its objectives, strategy and risk profile. The oil and gas E&P business is highly capital dependent, requiring Panoro Energy to be sufficiently capitalized. The Board needs to be proactive in order for Panoro Energy to be prepared for changes in the market.

Mandates granted to the Board to increase the Company's share capital will normally be restricted to defined purposes. Any acquisition of our shares will be carried out through a regulated marketplace at market price, and the Company will not deviate from the principle of equal treatment of all shareholders. If there is limited liquidity in the Company's shares at the time of such transaction, the Company will consider other ways to ensure equal treatment of all shareholders.

Mandates granted to the Board for issue of shares for different purposes will each be considered separately by the General Meeting. Mandates granted to the Board to issue new shares are normally limited in time to the following year's Annual General Meeting. Any decision to deviate from the principle of equal treatment by waiving the pre-emption rights of existing shareholders to subscribe for shares in the event of an increase in share capital will be justified and disclosed in the stock exchange announcement of the increase in share capital. Such deviation will be made only in the common interest of the shareholders of the Company.

Panoro Energy is in a phase where investments in the Company's operations are required to enable future growth, and is therefore not in a position to distribute dividends. Payment of dividends will be considered in the future, based on the Company's capital structure and dividend capacity as well as the availability of alternative investments.

4. EQUAL TREATMENT OF SHAREHOLDERS AND TRANSACTIONS WITH CLOSE ASSOCIATES

Panoro Energy has one class of shares representing one vote at the Annual General Meeting. The Articles of Association contains no restriction regarding the right to vote.

All Board members, employees of the Company and close associates must clear transactions in the Company's shares or other financial instruments related to the Company prior to any transaction. All transactions between the Company and shareholders, shareholder's parent company, members of the Board of Directors, executive personnel or close associates of any such parties, are governed by the Code of Practice and the rules of

the Oslo Stock Exchange, in addition to statutory law. Any transaction with close associates will be evaluated by an independent third party, unless the transaction requires the approval of the General Meeting pursuant to the requirements of the Norwegian Public Limited Liabilities Companies Act. Independent valuations will also be arranged in respect of transactions between companies in the same Group where any of the companies involved have minority shareholders. Any transactions with related parties, primary insiders or employees shall be made in accordance with Panoro Energy's own instructions for Insider Trading.

The Company has guidelines to ensure that members of the Board and executive personnel notify the Board if they have any material direct or indirect interest in any transaction entered into by the Company.

5. FREELY NEGOTIABLE SHARES

The Panoro Energy ASA share is listed on the Oslo Stock Exchange. There are no restrictions on negotiability in Panoro Energy's Articles of association.

6. GENERAL MEETINGS

Panoro Energy's Annual General Meeting will be held by the end of June each year. The Board of Directors take the following necessary steps to ensure that as many shareholders as possible may exercise their rights by participating in General Meetings of the Company, and to ensure that General Meetings are an effective forum for the views of shareholders and the Board. An invitation and agenda (including proxy) will be sent out no later than 21 days prior to the meeting to all shareholders in the Company. The invitation will also be distributed as a stock exchange notification. The invitation and support information on the resolutions to be considered at the General Meeting will furthermore normally be posted on the Company's website www.panoroenergy.com no later than 21 days prior to the date of the General Meeting.

The recommendation of the Nomination Committee will normally be available on the Company's website at the same time as the notice.

Panoro Energy will ensure that the resolutions and supporting information distributed are sufficiently detailed and comprehensive to allow shareholders to form a view on all matters to be considered at the meeting.

According to Article 7 of the Company's Articles of Association, registrations for the Company's General Meetings must be received at least five calendar days before the meeting is held.

The Chairman of the Board and the CEO of the Company are normally present at the General Meetings. Other Board members and the Company's auditor will aim to be present at the General Meetings. Members of the Nomination Committee are requested to be present at the AGM of the Company. An independent person to chair the General Meeting will, to the extent possible, be appointed. Normally the General Meetings will be chaired by the Company's external corporate lawyer.

Shareholders who are unable to attend in person will be given the opportunity to vote by proxy. The Company will nominate a person who will be available to vote on behalf of shareholders as their proxy. Information on the procedure for representation at the meeting through proxy will be set out in the notice for the General Meeting. A form for the appointment of a proxy, which allows separate voting instructions for each matter to be considered by the meeting and for each of the candidates nominated for elections will be prepared. Dividend, remuneration to the Board and the election of the auditor, will be decided at the AGM. After the meeting, the minutes are released on the Company's website.

7. NOMINATION COMMITTEE

The Company shall have a Nomination Committee consisting of 2 to 3 members to be elected by the Annual General Meeting for a two year period. The AGM elects the members and the Chairperson of the Nomination Committee and determines the committee's remuneration. The Company will provide information on the member of the Nomination Committee on its website. The Company will further give notice on its website, in good time, of any deadlines for submitting proposals for candidates for election to the Board of Directors and the Nomination Committee.

The Company aims at selecting the members of the Nomination Committee taking into account the interests of shareholders in general. The majority of the Nomination Committee shall as a rule be independent of the Board and the executive management. The Nomination Committee currently consists of three members, whereof all members are independent of the Board and the executive management.

The Nomination Committee's duties are to propose to the General Meeting shareholder elected candidates for election to the Board, and to propose remuneration to the Board. The Nomination Committee justifies its recommendations and the recommendations take into account the interests of shareholders in general and the Company's requirements in respect of independence, expertise, capacity and diversity.

The AGM may stipulate guidelines for the duties of the Nomination Committee

8. CORPORATE ASSEMBLY AND BOARD OF DIRECTORS – COMPOSITION AND INDEPENDENCE

The composition of the Board ensures that the Board represents the common interests of all shareholders and meets the Company's need for expertise, capacity and diversity. The members of the Board represent a wide range of experience including shipping, offshore, energy, banking and investment. The composition of the Board ensures that it can operate independently of any special interests. Members of the Board are elected for a period of two years. Recruitment of members of the Board will be phased so that the entire Board is not replaced at the same time. The Chairman of the Board of Directors is elected by the General Meeting. The Company has not experienced a need for a permanent deputy Chairman. If the Chairman cannot participate in the Board meetings, the Board will elect a deputy Chairman on an ad-hoc basis. The Company's website and annual report provides detailed information about the Board members expertise and independence. The Company has a policy whereby the members of the Board of Directors are encouraged to own shares in the Company, but to dissuade from a short-term approach which is not in the best interests of the Company and its shareholders over the longer term.

Between July 9, 2015 and March 31, 2016, due to the resignation of an elected board member Ms. Silje Augustson in July 2015, the Company's board composition was not in compliance with the gender equality requirement of section 6-11a of the Norwegian Public Limited Liability Companies Act, whereby at least 40% of the board members in the Company should be either male or female. In the extraordinary general meeting held on March 2, 2016, the Company's shareholders elected Hilde Ådland as a new director effective April 1, 2016. Accordingly, the Company is currently compliant with the gender equality requirement.

9. THE WORK OF THE BOARD OF DIRECTORS

The Board has the overall responsibility for the management and supervision of the activities in general. The Board decides the strategy of the Company and has the final say in new proj-

ects and/or investments. The Board's instructions for its own work as well as for the executive management have particular emphasis on clear internal allocation of responsibilities and duties. The Chairman of the Board ensures that the Board's duties are undertaken in efficient and correct manner. The Board shall stay informed of the Company's financial position and ensure adequate control of activities, accounts and asset management. The Board member's experience and skills are crucial to the Company both from a financial as well as an operational perspective. The Board of Directors evaluates its performance and expertise annually. The CEO is responsible for the Company's daily operations and ensures that all necessary information is presented to the Board.

An annual schedule for the Board meetings is prepared and discussed together with a yearly plan for the work of the Board.

Should the Board need to address matters of a material character in which the Chairman is or has been personally involved, the matter will be chaired by another member of the Board to ensure a more independent consideration.

In addition to the Nomination Committee elected by the General Meeting, the Board has an Audit Committee and a Remuneration Committee as sub-committees of the Board. The members are independent of the executive management.

Currently the Audit Committee consists of the complete Board. The reason for this is the rather low number of directors in the Company, which has led the Board to conclude that it is currently more efficient for the Board function that all directors also are members of the Audit Committee. This practice will be further assessed in the future.

10. RISK MANAGEMENT AND INTERNAL CONTROL

Financial and internal control, as well as short- and long term strategic planning and business development, all according to Panoro Energy's business idea and vision and applicable laws and regulations, are the Board's responsibilities and the essence of its work. This emphasizes the focus on ensuring proper financial and internal control, including risk control systems.

The Board approves the Company's strategy and level of acceptable risk, as documented in the guiding tool "Risk Management".

The Board carries out an annual review of the Company's most important areas of exposure to risk and its internal control arrangements.

For further details on the use of financial instruments, refer to relevant note in the consolidated financial statements in the Annual Report and the Company's guiding tool "Financial Risk Management" described in relevant note in the consolidated financial statements in the Annual Report.

11. REMUNERATION OF THE BOARD OF DIRECTORS

The remuneration to the Board will be decided at the Annual General Meeting each year.

Panoro Energy is a diversified company, and the remuneration will reflect the Board's responsibility, expertise, the complexity and scope of work as well as time commitment.

The remuneration to the Board is not linked to the Company's performance, and share options will normally not be granted to Board members. Remuneration in addition to normal director's fee will be specifically identified in the Annual Report.

Members of the Board generally do not take on specific assignments for the Company in addition to their appointment as a member of the Board.

12. REMUNERATION OF THE EXECUTIVE PERSONNEL

The Board has established guidelines for the remuneration of the executive personnel. The guidelines set out the main principles applied in determining the salary and other remuneration of the executive personnel. The guidelines ensure convergence of the financial interests of the executive personnel and the shareholders.

Panoro Energy has appointed a Remuneration Committee (RC) which meets regularly. The objective of the committee is to determine the compensation structure and remuneration level of the Company's CEO. Remuneration to the CEO shall be at market terms and decided by the Board and made official at the AGM every year. Remuneration to other key executives shall be proposed by the CEO to the RC.

The remuneration shall, both with respect to the chosen kind of remuneration and the amount, encourage addition of values to the Company and contribute to the Company's common interests – both for management as well as the owners.

Detailed information about options and remuneration for executive personnel and Board members is provided in the Annual Report pursuant to and in accordance with section 6-16a of the Norwegian Public Limited Companies Act. The guidelines are normally presented to the AGM also as a separate attachment to the AGM notice.

13. INFORMATION AND COMMUNICATION

The Company has established guidelines for the Company's reporting of financial and other information.

The Company publishes an annual financial calendar including the dates the Company plans to publish the quarterly results and the date for the Annual General Meeting. The calendar can be found on the Company's website, and will also be distributed as a stock exchange notification and updated on Oslo Stock Exchange's website. The calendar is published at the end of a fiscal year, according to the continuing obligations for companies listed on the Oslo Stock Exchange. The calendar is also included in the Company's quarterly financial reports.

All shareholders information is published simultaneously on the Company's web site and to appropriate financial news media.

Panoro Energy normally makes four quarterly presentations a year to shareholders, potential investors and analysts in connection with quarterly earnings reports. The quarterly presentations are held through audio conference calls to facilitate participation by all interested shareholders, analysts, potential investors and members of the financial community. A question and answer session is held at the end of each presentation to allow management to answer the questions of attendees. A recording of the conference call presentation is retained on the Company's website www.panoroenergy.com for a limited number of days.

The Company also makes investor presentations at conferences in and out of Norway. The information packages presented at such meetings are published simultaneously on the Company's web site.

The Chairman, CEO and CFO of Panoro Energy are the only people who are authorized to speak to, or be in contact with the press, unless otherwise described or approved by the Chairman, CEO and/or CFO.

14. TAKEOVERS

Panoro Energy has established guiding principles for how the Board of Directors will act in the event of a take-over bid.

As of today the Board does not hold any authorizations as set forth in Section 6-17 of the Securities Trading Act, to effectuate defence measures if a takeover bid is launched on Panoro Energy.

The Board may be authorized by the General Meeting to acquire its own shares, but will not be able to utilize this in order to obstruct a takeover bid, unless approved by the General Meeting following the announcement of a takeover bid.

The Board of Directors will generally not hinder or obstruct takeover bids for the Company's activities or shares.

As a rule the Company will not enter into agreements with the purpose to limit the Company's ability to arrange other bids for the Company's shares unless it is clear that such an agreement is in the common interest of the Company and its shareholders. As a starting point the same applies to any agreement on the payment of financial compensation to the bidder if the bid does not proceed. Any financial compensation will as a rule be limited to the costs the bidder has incurred in making the bid. The Company will generally seek to disclose agreements entered into with the bidder that are material to the market's evaluation of the bid no later than at the same time as the announcement that the bid will be made is published.

In the event of a take-over bid for the Company's shares, the Board of Directors will not exercise mandates or pass any resolutions with the intention of obstructing the take-over bid unless this is approved by the General Meeting following announcement of the bid.

If an offer is made for the Company's shares, the Board will issue a statement evaluating the offer and making a recommendation as to whether shareholders should or should not accept the offer. The Board will also arrange a valuation with an explanation from an independent expert. The valuation will be made public no later than at the time of the public disclosure of the Board's statement. Any transactions that are in effect a disposal of the Company's activities will be decided by a General Meeting.

15. AUDITOR

The auditor will be appointed by the General Meeting.

The Board has appointed an Audit Committee as a sub-committee of the Board, which will meet with the auditor regularly. The objective of the committee is to focus on internal control, independence of the auditor, risk management and the Company's financial standing.

The auditors will send a complete Management Letter/Report to the Board – which is a summary report with comments from the auditors including suggestions of any improvements if needed. The auditor participates in meetings of the Board of Directors that deal with the annual accounts, where the auditor reviews any material changes in the Company's accounting principles, comments on any material estimated accounting figures and reports all material matters on which there has been disagreement between the auditor and the executive management of the Company.

In view of the auditor's independence of the Company's executive management, the auditor is also present in at least one Board meeting each year at which neither the CEO nor other members of the executive management are present. Panoro Energy places importance on independence and has established guidelines in respect of retaining the Company's external auditor by the Company's executive management for services other than the audit.

The Board reports the remuneration paid to the auditor at the Annual General Meeting, including details of the fee paid for audit work and any fees paid for other specific assignments.

16. REPORTING OF PAYMENTS TO GOVERNMENTS

This report is prepared in accordance with the Norwegian Accounting Act § 3-3d). It states that the companies engaged in the activities within the extractive industries shall annually prepare and publish a report containing information about their payments to governments at country and project level. The Ministry of Finance has issued a regulation (F20.12.2013 nr 1682 - "the regulation") stipulating that the reporting obligation only apply to reporting entities above a certain size and to payments above certain threshold amounts. In addition, the regulation stipulates that the report shall include other information than payments to governments, and provides more detailed rules with regard to definitions, publication and group reporting.

This report contains information for the activity in the whole fiscal year 2015 for Panoro Energy ASA.

The management of Panoro has applied judgement in interpretation of the wording in the regulation with regard to the specific type of payments to be included in this report, and on what level it should be reported. When payments are required to be reported on a project-by-project basis, it is reported on a field-by-field basis. Per management's interpretation of the regulation, reporting requirements only stipulate disclosure of gross amounts on operated licences as all payments within the license performed by Non-operators, normally will be cash calls transferred to the operator and will as such not be payments to government.

Although Panoro Energy, through its subsidiaries, has ownership interest in two licences in West Africa, namely Dussafu license offshore Gabon and OML-113 offshore Nigeria; both of the licenses are non-operated and as such only cash calls are disbursed to operating partners and therefore none of the payments during 2015 can be construed as payments to governments under the regulation. Furthermore, the Company or its subsidiaries have not made any direct payments in relating to the non-operated assets to the respective governments of Gabon and Nigeria.

DECLARATION FROM THE BOARD OF DIRECTORS OF PANORO ENERGY ASA
ON EXECUTIVE REMUNERATION POLICIES
(REF. SECTION 6-16a OF THE NORWEGIAN PUBLIC LIMITED COMPANIES ACT)

PART 1. SALARIES, BONUSES AND OTHER NON-SHARE BASED REMUNERATION

Panoro Energy ASA has established a compensation program for executive management that reflects the responsibility and duties as management of an international oil and gas company and at the same time contributes to add value for the Company's shareholders. The goal for the Board of Directors has been to establish a level of remuneration that is competitive both in domestic and international terms to ensure that the Group is an attractive employer that can obtain a qualified and experienced workforce. The compensation structure can be summarized as follows:

Compensation Element	Objective and Rational	Form	What the Element Rewards
Base Salary	A competitive level of compensation is provided for fulfilling position responsibilities	Cash	Knowledge, expertise, experience, scope of responsibilities and retention
Short-term Incentives	To align annual performance with Panoro's business objectives and shareholder interests. Short-term incentive pools increase or decrease based on business performance	Cash	Achievement of specific performance benchmarks and individual performance goals
Long-term Incentives	To promote commitment to achieving long-term exceptional performance and business objectives as well as aligning interests with the shareholders through ownership levels comprised of share options and share based awards	Restricted Share Units	Sustained performance results, share price increases and achievement of specific performance measures based on quantified factors and metrics

The Remuneration Committee oversees our compensation programs and is charged with the review and approval of the Company's general compensation strategies and objectives and the annual compensation decisions relating to our executives and to the broad base of Company employees. Its responsibilities also include reviewing management succession plans; making recommendations to the Board of Directors regarding all employment agreements, severance agreements, change in control agreements and any special supplemental benefits applicable to executives; assuring that the Company's incentive compensation program, including the annual, short term incentives and long-term incentive plans, is administered in a manner consistent with the Company's strategy; approving and/or recommending to the Board of Directors new incentive compensation plans and equity-based compensation plans; reviewing the Company's employee benefit programs; recommending for approval all administrative changes to compensation plans that may be subject to the approval of the shareholders or the Board of Directors; reviewing and reporting to the Board of Directors the levels of share ownership by the senior executives in accordance with the Share Ownership Policy adopted by the Company (see below).

The Remuneration Committee seeks to structure compensation packages and performance goals for compensation in a manner that does not incentivize employees to take risks that are reasonably likely to have a material adverse effect on the Company. The Compensation Committee designs long-term incentive compensation, including restricted share units, performance units and share options in such a manner that employees will forfeit their awards if their employment is terminated for cause. The Committee also retains the discretionary authority to reduce bonuses to reflect factors regarding individual performance that are not otherwise taken into account.

Remuneration in 2015:

Remuneration for executive management for 2015 consists of both fixed and variable elements. The fixed elements consist of salaries and other benefits (health and pension), while the variable elements consist of a performance based bonus arrangement and a restricted share unit scheme that was approved by the Board of Directors and the shareholders in the Annual General Meeting in 2015.

For 2015, the following was paid to the executives:

2015	Short Term Benefits					Long Term Incentives		
USD 000 (unless stated otherwise)	Salary	Bonus	Benefits	Pension costs	Total	Number of options awarded in 2015	Number of RSUs awarded in 2015	Fair value of RSUs options expensed/ (credited)
John Hamilton, CEO (*)	258	-	9	26	293	-	-	-
Qazi Qadeer, CFO	246	-	5	26	277	-	-	-
Nishant Dighe, former CEO/ President and COO (**)	331	72	9	38	450	-	-	-
Jan Kielland, former CEO(***)	291	-	2	50	343	-	-	-
	1,126	72	36	140	1,363	-	-	-

(*) Mr. John Hamilton was appointed to the role of CEO with effect from May 13, 2015 and his remuneration tabled above is also reflective of this.

(**) Following the decision to relocate Panoro's head office to London in December 2014, the former COO, Mr. Nishant Dighe was appointed as interim CEO until Mr. John Hamilton's permanent appointment in May 2015. Subsequently, Mr. Dighe assumed the role

of President and COO of Panoro until his departure from the Company in November 2015. Mr Dighe's cash bonus in the above table related relates to performance of 2014.

(***) Mr. Jan Kielland stepped down from the role of CEO at the end of 2014, but was entitled to his monthly base salary until June 2015 as per the terms of his termination agreement. Mr. Kielland's severance was incurred and reported in 2014 and paid in January 2015.

Any bonuses that were incurred and paid in 2015 were approved by the Board of Directors during 2015.

Evaluation, award and payment of cash bonuses is generally performed in the year subsequent to financial year end, unless stated otherwise. Any bonuses for 2015 performance will be awarded in the year 2016 and determined based on the criteria set by the remuneration committee that includes meeting milestones of measurable strategic value drivers, progress on portfolio of assets, and certain corporate objectives including reduction of administrative overhead costs and HSE performance.

Remuneration principles for 2016:

For 2016, remuneration for executive management consists of both fixed and variable elements. The fixed elements consist of salaries and other benefits (health and pension), while the variable elements consist of a performance based bonus arrangement and a restricted share unit scheme that was approved by the Board of Directors and the Company's shareholders in 2015.

Any cash bonuses to members of the executive management for 2016 will be capped at 50% of annual base salary. Evaluation, award and payment of cash bonuses is generally performed in the year subsequent to the financial year end 2016. The annual bonus for 2016 performance will be awarded in the year 2017 and determined based on the criteria set by the remuneration committee that includes meeting milestones of measurable strategic value drivers, progress on portfolio of assets, and certain corporate objectives including reduction of administrative overhead costs and HSE performance. These criteria will be individually tailored for each member of the executive team and will be determined by the Board of Directors as soon as is practicable after the reporting period. In general, the criteria applied for cash bonuses to members of the executive team during the previous financial year will, unless they contain confidential and company sensitive targets, be disclosed in the Company's annual remuneration statement for the financial year after grant.

Severance payments etc:

Per the respective terms of employment, the CEO is entitled to 12 months of base salary in the event of a change of control; whereby a tender offer is made or consummated for the ownership of more than 50% or more of the outstanding voting securities of the Company; or the Company is merged or consolidated with another corporation and as a result of such merger or consolidation less than 50.1% of the outstanding voting securities of the surviving entity or resulting corporation are owned in the aggregate by the persons by the entities or persons who were shareholders of the Company immediately prior to such merger or consolidation; or the Company sells substantially all of its assets to another corporation that is not a wholly owned subsidiary. Other members of the executive management team, at present, are not entitled to such remuneration at change of control.

Pensions:

The Company is required to have an occupational pension scheme in accordance with the Norwegian law on required occupational pension ("Lov om obligatorisk tjenestepensjon"). The Company contributes to an external defined contribution scheme and therefore no pension liability is recognized in the statement of financial position. Since the Company no longer employs any staff in Norway, this scheme is effectively redundant.

In the UK, the Company's subsidiary that employs the staff, contributes a fixed amount per Company policy in an external defined contribution scheme. As such, no pension liability is recognised in the statement of financial position in relation to Company's subsidiaries either.

Share ownership guidelines (SOG):

In the Annual General Meeting of May 2015, the Board of Directors, upon the Remuneration Committee's recommendation, had adopted a SOG Policy for members of the executive management to ensure that they have meaningful economic stake in the Company. The SOG policy is designed to satisfy an individual senior executive's need for portfolio diversification, while maintain management share ownership at levels high enough to assure the Company's shareholders of managements' full commitment to value creation. Officers of the Company are required to invest in a number of shares valued at a multiple of their base salary in the amounts ranging from 3 times base salary for the CEO and 1 times the base salary of any other member of the executive management team. A member of the executive team has three years to comply with the ownership requirements starting from the later of either the date of appointment to a position noted above or from the date of adoption of the SOG Policy.

2015 – Compliance:

In 2015, the executives received base salaries and cash incentive bonuses in line with the executive remuneration policies as presented to the 2015 Annual General Meeting.

PART 2. SHARE BASED INCENTIVES

During 2015, no Restricted Share Units were issued on granted under the Company's RSU scheme and no other share based incentives were issued or granted.

For 2016, the Board of Directors will only issue share based incentives in line with any shareholder approved program. Awards will normally be considered one time per year and grant of share based incentives will in value (calculated at the time of grant) be capped to 100% of the annual base salary for the CEO and 50% of the annual base salary for other members of the executive management.

VEDLEGG 4 / ENCLOSURE 4

Eric Christopher Nasby

EXPERIENCE

KLP Kapitalforvaltning, Active Management, Oslo, Norway

Portfolio Manager, June 2008- present

- co-managed KLP Alfa Global Energi market-neutral equity fund with responsibility for oil and gas and utility sectors
- developed and implemented self-generated fundamental investment strategies
- interacted with external analysts and company management to evaluate companies and investment strategies
- presented investment ideas for colleagues, external audiences and investors

Handelsbanken Capital Markets, Equity Analysis, Oslo, Norway

Equity Analyst, August 2006- June 2008

- analyzed and researched companies under coverage: Statoil, Norsk Hydro, Neste Oil, Lundin Petroleum, DNO, PA Resources and Revus Energy
- coordinated sector and peer analysis of large and small cap energy companies
- supported corporate finance activities and projects related to energy companies

Nordea Markets, Equities, Oslo, Norway

Equity Analyst, Oil and Offshore, May 2005- July 2006

- marketed Nordea and Standard and Poor's research to clients
- carried out theme-based research on large-capitalization oil companies
- performed fundamental analysis on small-capitalization oil and oil service companies

Statoil ASA, Oil Trading and Supply, Stavanger, Norway

Derivatives Trader, LPG Department, May 2001- May 2005

- developed proprietary trading strategy for global LPG derivatives markets
- coordinated the management of the price risk of 5 million tonnes per year global physical LPG trading portfolio
- traded 2 million tonnes per year of LPG, naphtha and crude oil derivatives in a proprietary trading portfolio

Senior Market Analyst, May 2000- April 2001

- coordinated short term analysis of oil product markets, presented analysis to management and traders
- worked with traders to develop trading strategies
- taught internal courses and seminars in analysis methods and research topics

Market Analyst / Senior Market Analyst, February 1995- July 1998

- coordinated short and medium term analysis of global crude oil markets
- presented analysis to management and traders on a regular basis
- led and participated in studies related to investment projects, business development and corporate strategy

EDUCATION

CFA Institute, Chartered Financial Analyst, Received CFA charter in 2005 after fulfilling the multiyear program designed to set the global standard for investment knowledge, standards and ethics. Board Member of CFA Society of Norway since 2013.

Boston University, Graduate School of Arts and Sciences, Boston, USA. MA in Economics, specialized in Mathematical Finance and Econometrics, August 1998-May 2000.

Handelshøyskolen BI (Norwegian School of Management), Sandvika, Norway. Participated in the Master of Energy Management program as a Fulbright Scholar, September 1993-June 1994.

Université Lyon II, Institut des Etudes Politiques, Lyon, France, one-year exchange program, August 1991-June 1992. Specialization: Economics and Finance.

Georgetown University, School of Foreign Service, Washington, D.C., Bachelor of Science in Foreign Service, *Magna Cum Laude*, September 1989-May 1993. Concentration: Economics.

INTERESTS AND ACTIVITIES

Outdoor activities: hiking, skiing and climbing.

International relations: especially the intersection between economics and politics.

Music and literature.

Lars Brandeggen

Mr. Lars Tore Brandeggen is the Founder and Owner of investor community XtraInvestor.com through Xtrainvestor Ltd.

Mr. Brandeggen is a private investor with Scandinavian markets expertise. He serves as Chairman of the Board of Directors at U-Turn Ventures AS. He served as the Chairman of the Board of Directors at Nordic Financials ASA (now Aega ASA) from January 10, 2014 to December 18, 2015.

He served as the Chairman of 1880 Directory Assistance – the second largest telephone directory assistance company in Norway (sold to Findexa). Mr. Brandeggen was also Chairman of real estate service company Sigma and managed the process that ended with being sold to Sodexo.

Mr. Brandeggen's experience spans previous roles in commercial and investment banking (analyst & corporate finance). He served as a Director of Panoro Energy ASA from October 2014 to May 27, 2015.

He holds an MBA from University of Lund, Sweden.

Andreas Berdal Lorentzen

Andreas Berdal Lorentzen (born 1974) is a senior portfolio manager with Storebrand Asset Management. He has worked for Storebrand Asset Management since 2008.

Previously, he has been finance- and administrative executive with Technet, and a consultant and auditor with BDO.

Lorentzen holds a degree as «siviløkonom» from Norges Handelshøyskole, and he is also a registered auditor.

Lorentzen has many years of experience from working on Nomination Committees.