

# Innkalling til ordinær generalforsamling

## *Summons and Agenda for Ordinary General Meeting*

### **Panoro Energy ASA**

<p>Styret innkaller med dette til ordinær generalforsamling i Panoro Energy ASA (heretter "Selskapet"). Møtet avholdes 23. mai 2019 kl. 12.00 norsk tid hos Advokatfirma Schjødt, Ruseløkkveien 14, Oslo, Norge.</p>	<p>The Board of Directors (the "Board") hereby calls for an Ordinary General Meeting to be held in Panoro Energy ASA (the "Company") on 23 May 2019 at 12:00/noon Norwegian time in the offices at Schjødt law-firm, Ruseløkkveien 14, Oslo, Norway.</p>
<p>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, <a href="http://www.panoroenergy.com">www.panoroenergy.com</a>. På forespørsel fra en aksjonær vil Selskapet vederlagsfritt sende aksjonæren vedleggene til denne innkallingen per post.</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 ved å benytte møteseddel og fullmaktsskjema vedlagt som <b><u>Vedlegg 1</u></b>. I samsvar med vedtektenes § 7 må utfylt påmeldingsskjema være mottatt av Nordea Bank Abp, filial i Norge <b><u>senest kl 16.00 norsk tid 18. mai 2019</u></b>.</p>	<p>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 appendices will be accessible on the Company's web-pages, <a href="http://www.panoroenergy.com">www.panoroenergy.com</a>. Upon request from a shareholder, the Company will mail the Appendices to this calling notice free of charge.</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 by use of the attendance slip and proxy form attached hereto as <b><u>Enclosure 1</u></b>. In accordance with section 7 of the articles of association completed attendance form must be received by Nordea Bank Abp, filial i Norge <b><u>no later than 4pm Norwegian time 18 May 2019</u></b>.</p>
<p>På agendaen står følgende saker:</p> <ol style="list-style-type: none"> <li><b>1. Åpning ved styreleder – Fortegnelse over møtende aksjonærer.</b></li> <li><b>2. Valg av møteleder.</b></li> </ol> <p>Styret foreslår at ekstern advokat Geir Evenshaug fra Advokatfirma Schjødt velges til møteleder.</p>	<p>The following items are on the agenda:</p> <ol style="list-style-type: none"> <li><b>1. Opening by the chairman of the Board – Registration of attending shareholders.</b></li> <li><b>2. Election of person to chair the meeting.</b></li> </ol> <p>The Board proposes that external legal counsel Geir Evenshaug of law-firm Schjødt chairs the meeting.</p>

<p><b>3. Valg av person til å medundertegne protokollen.</b></p> <p>Styret foreslår at en person blant de som er til stede velges til å medundertegne protokollen.</p>	<p><b>3. Election of one person to co-sign the minutes.</b></p> <p>The Board proposes that one person among the attendees is elected to co-sign the minutes.</p>
<p><b>4. Godkjenning av innkalling og dagsorden for den ordinære generalforsamlingen.</b></p>	<p><b>4. Approval of the calling notice and the agenda for the meeting.</b></p>
<p><b>5. Godkjenning av årsregnskapet og årsberetningen for regnskapsåret 2018.</b></p>	<p><b>5. Approval of the annual accounts and the annual report for the financial year 2018.</b></p>
<p>Styrets forslag til årsregnskap og årsberetning for regnskapsåret 2018 ble offentliggjort 30. april 2019 og er tilgjengelig på <a href="http://www.panoroenergy.com">www.panoroenergy.com</a>.</p>	<p>The Board's proposal for annual accounts and annual report for the financial year 2018 was made public on 30 April 2019 and is available at <a href="http://www.panoroenergy.com">www.panoroenergy.com</a>.</p>
<p>Styret foreslår at generalforsamlingen treffer følgende vedtak:</p> <p><i>«Styrets forslag til årsregnskap og årsberetning for regnskapsåret 2018 godkjennes.»</i></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 2018 is approved.”</i></p>
<p><b>6. Redegjørelse for eierstyring og selskapsledelse.</b></p>	<p><b>6. Statement on corporate governance.</b></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 <b><u>Vedlegg 2</u></b>.</p> <p>Redegjørelsen for eierstyring og selskapsledelse er kun gjenstand for diskusjon og ikke separat godkjenning fra aksjonærenes side.</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 <b><u>Enclosure 2</u></b>.</p> <p>This is a non-voting item as the corporate governance statement is subject to discussions only and not to separate approval by the shareholders.</p>
<p><b>7. Fastsettelse av godtgjørelse til styret.</b> I samsvar med vedtektenes § 8 har Valgkomiteen foreslått godtgjørelse til styrets medlemmer, se <b><u>Vedlegg 3</u></b>. Valgkomiteen foreslår følgende vedtak:</p>	<p><b>7. Approval of remuneration to the Board.</b> In accordance with § 8 of the Company's Articles, the Nomination Committee has proposed the remuneration for the Board, see <b><u>Enclosure 3</u></b>. The Nomination Committee proposes the following resolution:</p>

«Styrets godtgjørelse frem til den ordinære generalforsamlingen i 2020 (senest til 30. juni 2020) er fastsatt til NOK 460.000 årlig til styrets leder, NOK 300.000 til styrets nestleder, og NOK 240.000 årlig til hvert enkelt styremedlem. Godtgjørelsen skal utbetales kvartalsvis gjennom året.»	“The remuneration to the Board of Directors until the annual general meeting in 2020 (no later than 30 June 2020) is fixed to NOK 460,000 per year for the chairman, NOK 300,000 for the deputy chairman, and NOK 240,000 per year for each member. The remuneration shall be paid quarterly throughout the year.”
Selskapets funksjonelle valuta er USD og godtgjørelse til styre- og utvalgsmedlemmer kan således bli betalt i USD.	The functional currency of the Company is USD and remuneration to board- and committee members can thus be paid in USD.
<p><b>8. Fastsettelse av godtgjørelse til medlemmer av revisjonsutvalget og kompensasjonsutvalget.</b></p> <p>I samsvar med vedtektenes § 8 har Valgkomiteen foreslått godtgjørelse for deltakelse i revisjonsutvalget og kompensasjonsutvalget, se <u>Vedlegg 3</u>.</p>	<p><b>8. Approval of remuneration to members of the Audit Committee and the Compensation Committee.</b></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, see <u>Enclosure 3</u>.</p>
Forslaget innebærer kompensasjon for arbeid i hver komite, og at hvert medlem og lederne får NOK 50.000 årlig for arbeid i hver komite. Valgkomiteen foreslår følgende vedtak:	The proposal means that there will be remuneration for work for each committee, and that each member and chairman of each committee receives NOK 50,000 per year. The Nomination Committee proposes the following resolution:
“Medlemmer av revisjonsutvalget og kompensasjonsutvalget skal for perioden frem til neste ordinære generalforsamling (senest 30. juni 2020) motta kompensasjon på NOK 50.000 årlig for hvert medlem. Leder av revisjonsutvalget og kompensasjonsutvalget skal årlig motta NOK 50.000 hver. Kompensasjonen skal utbetales kvartalsvis gjennom året.»	“Members of the Audit Committee and the Compensation Committee shall, for the period until the next annual general meeting (no later than 30 June 2020) receive a compensation of NOK 50,000 per year for each member. The chairman 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.”
<b>9. Fastsettelse av godtgjørelse til medlemmer av Valgkomiteen.</b>	<b>9. Approval of remuneration to the members of the Nomination Committee.</b>
Styret foreslår at godtgjørelsen til medlemmer av Valgkomiteen fastsettes som for 2018. Styret foreslår følgende vedtak, som støttes av Valgkomiteen:	The Board proposes that the remuneration for the members of the Nomination Committee is resolved to be the same as for 2018. The Board

	proposes the following resolution, which is supported by the Nomination Committee:
<i>«For perioden frem til ordinær generalforsamling i 2020 (senest 30. juni 2020) 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.»</i>	<i>“For the period until the annual general meeting in 2020 (no later than 30 June 2020) 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.”</i>
<p><b>10. Godtgjørelse til revisor.</b></p> <p>Det foreslås at Selskapets revisorhonorar for 2018 på USD 43.000 blir godkjent. Beløpet omfatter revisorhonorar til Ernst &amp; Young for morselskapet Panoro Energy ASA for den årlige revisjonen i 2018, og inkluderer ikke revisorhonorar i tilknytning til datterselskapene for 2018.</p> <p>Note 4.6 i det konsoliderte regnskap viser honorar til revisor for Selskapet og dets datterselskaper. Styret foreslår følgende vedtak:</p>	<p><b>10. Remuneration to the auditor.</b></p> <p>It is proposed that the auditor's fees for the Company for 2018, totaling USD 43,000, are approved. The amount represents the fees to Ernst &amp; Young for the annual audit for 2018 for the parent company Panoro Energy ASA, and does not include fees related to the audits of the Company's subsidiaries for 2018.</p> <p>Note 4.6 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:</p>
<i>«Generalforsamlingen godkjenner revisors honorar for lovpålagt revisjon for 2018 på USD 43.000.»</i>	<i>“Remuneration to the auditor for 2018 of USD 43,000 for statutory audit is approved.”</i>
<p><b>11. Godkjennelse av styrets erklæring om fastsettelse av lønn og annen godtgjørelse til ledende ansatte.</b></p> <p>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 <b><u>Vedlegg 4</u></b>.</p>	<p><b>11. Approval of the statement by the Board regarding remuneration and other benefits for leading employees.</b></p> <p>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 year. The statement is attached hereto as <b><u>Enclosure 4</u></b>.</p>
<p>I samsvar med gjeldende anbefaling for eierstyring og selskapsledelse, har styret foreslått å behandle den veiledende delen og den bindende delen av erklæringen separat.</p> <p>Styret foreslår følgende, separate vedtak:</p>	<p>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.</p> <p>The Board proposes the following, separate resolutions:</p>

<p>Sak 11A: «Styrets erklæring om lønn og annen godtgjørelse til ledende ansatte, dens del 1, tas til etterretning.»</p> <p>Sak 11B: «Styrets erklæring om lønn og annen godtgjørelse til ledende ansatte, dens del 2 knyttet til aksjeverdibasert godtgjørelse, godkjennes.»</p>	<p>Item 11A: “The Board’s statement on remuneration and other benefits for leading employees, its part 1, is taken into account.”</p> <p>Item 11B: “The Board’s statement on remuneration and other benefits for leading employees, its part 2 relating to share based remuneration, is approved.”</p>
<p><b>12. Forslag om fullmakt til styret til forhøyelse av aksjekapitalen ved nytegning av aksjer under Selskapets insentivprogram.</b></p> <p>Styret foreslår at fullmakten som ble gitt på ordinær generalforsamling i 2018 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.</p>	<p><b>12. Proposal to give the authorization to the Board to conduct capital increases by way of share issue under the Company's incentive program.</b></p> <p>The Board proposes that the authorization given at the general meeting in 2018 is substantially renewed for one year. The authorization is limited to approximately 5% of the current registered share capital. Existing shareholders’ pre-emption rights to subscribe new shares are proposed set aside in order to allow for issue of shares to employees.</p>
<p>Styret foreslår følgende vedtak:</p> <p>«Selskapets styre tildeles fullmakt til å gjennomføre kapitalforhøyelse, på følgende vilkår:</p>	<p>The Board proposes the following resolution:</p> <p>“The Company’s Board is authorized to increase the share capital, on the following conditions:</p>
<ol style="list-style-type: none"> <li>1. Aksjekapitalen skal, i en eller flere omganger, i alt kunne forhøyes med inntil NOK 155.969 ved utstedelse av opp til 3.119.380 nye aksjer i Selskapet.</li> <li>2. Fullmakten kan benyttes til å utstede aksjer til selskapets ansatte under Selskapets insentivprogram.</li> <li>3. Fullmakten skal gjelde til ordinær generalforsamling i 2020, likevel senest til 30. juni 2020.</li> <li>4. Aksjeeieres fortrinnsrett til tegning av aksjer kan settes til side.</li> </ol>	<ol style="list-style-type: none"> <li>1. The share capital may, in one or more rounds, be increased by a total of up to NOK 155,969 by the issuance of up to 3,119,380 new shares in the Company.</li> <li>2. The authorization may be used to issue shares to the Company’s employees under the Company’s incentive program.</li> <li>3. The authorization shall be valid until the ordinary general meeting in 2020, but no later than until 30 June 2020.</li> <li>4. The shareholders’ pre-emption for subscription of shares may be set aside.</li> <li>5. The authorization includes the increase of the share capital in return for contributions</li> </ol>

<p>5. Fullmakten omfatter kapitalforhøyelse mot innskudd i andre eiendeler enn penger eller rett til å pådra Selskapet særlig plikter.</p> <p>6. Styret kan foreta de vedtektsendringer som kapitalforhøyelsen(e) gjør påkrevd.</p> <p>7. Fullmakten omfatter ikke beslutning om fusjon.»</p>	<p><i>in kind or the right to incur on the assumptions of special obligations of the Company.</i></p> <p>6. <i>The Board is authorized to alter the Articles of Association implied by the share capital increase(s).</i></p> <p>7. <i>The authorization does not include decision on merger.”</i></p>
<p><b>13. Forslag om fullmakt til styret til forhøyelse av aksjekapitalen ved nytegning av aksjer for andre formål.</b></p>	<p><b>13. Proposal to give the authorization to the Board to conduct capital increases by way of share issues for other purposes.</b></p>
<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>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>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>In order to give the Board some flexibility with respect to the size of any share issue, it is proposed 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>Styret foreslår følgende vedtak:</p> <p>«Selskapets styre tildeles fullmakt til å gjennomføre kapitalforhøyelse, på følgende vilkår:</p>	<p>The Board proposes the following resolution:</p> <p>“The Company’s Board is authorized to increase the share capital, on the following conditions:</p>
<p>1. Aksjekapitalen skal, i en eller flere omganger, i alt kunne forhøyes med inntil NOK 311.938 ved utstedelse av opp til 6.238.760 nye aksjer i Selskapet.</p> <p>2. Fullmakten kan benyttes til å utstede aksjer som vederlag ved oppkjøp innen Selskapets</p>	<p>1. <i>The share capital may, in one or more rounds, be increased by a total of up to NOK 311,938 by the issuance of up to 6,238,760 new shares in the Company.</i></p> <p>2. <i>The authorization may be used to issue shares as consideration for acquisitions within the Company’s ordinary business</i></p>

<p><i>vanlige forretningsområder eller i forbindelse med egenkapitalutvidelser.</i></p> <p>3. <i>Fullmakten skal gjelde til ordinær generalforsamling i 2020, likevel senest til 30. juni 2020.</i></p> <p>4. <i>Aksjeeieres fortrinnsrett til tegning av aksjer kan settes til side.</i></p> <p>5. <i>Fullmakten omfatter kapitalforhøyelse mot innskudd i andre eiendeler enn penger eller rett til å pådra Selskapet særlig plikter.</i></p> <p>6. <i>Styret kan foreta de vedtektsendringer som kapitalforhøyelsen(e) gjør påkrevd.</i></p> <p>7. <i>Fullmakten omfatter beslutning om fusjon.»</i></p>	<p><i>sectors or in connection with equity increases.</i></p> <p>3. <i>The authorization shall be valid until the ordinary general meeting in 2020, but no later than until 30 June 2020.</i></p> <p>4. <i>The shareholders' pre-emption for subscription of shares may be set aside.</i></p> <p>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></p> <p>6. <i>The Board is authorized to alter the Articles of Association implied by the share capital increase(s).</i></p> <p>7. <i>The authorization does include decision on merger.”</i></p>
<p><b>14. Fullmakt til å erverve egne aksjer.</b></p> <p>Styret er av den oppfatning at en beholdning av egne aksjer vil gi Selskapet fleksibilitet, bl.a. i forhold til oppfyllelse av aksjeinsentivprogrammer for ansatte, og til finansiering av mulige oppkjøp og andre mulige transaksjoner foretatt av Selskapet.</p>	<p><b>14. Authorization to acquire own shares.</b></p> <p>In the opinion of the Board, treasury shares will give the Company flexibility, e.g. in terms of satisfying employee share incentive plans and to fund possible acquisitions and other possible corporate transactions by the Company.</p>
<p>Styret foreslår at generalforsamlingen vedtar i hovedsak samme fullmakt som ble gitt på den ordinære generalforsamlingen i 2018.</p> <p>Den foreslåtte fullmaktens størrelse er like under 10 % av registrert aksjekapital. Fullmakten vil kun benyttes innenfor gjeldende regelverk. Fullmakten innebærer i seg selv ingen autorisasjon for styret til å vedta nye insentivordninger for ansatte eller styremedlemmer.</p> <p>Forslag til vedtak:</p> <p>1. <i>Styret gis fullmakt til å kjøpe aksjer i Selskapet. Aksjene må kjøpes til alminnelige</i></p>	<p>Board thus proposes that the General Meeting resolves to substantially renew the authority granted at the ordinary general meeting in 2018.</p> <p>The size of the proposed authorization is slightly below 10% of the registered share capital. The authorization will only be utilized within applicable rules and regulations. The authorization as such does not give the Board the authority to adopt new incentive schemes for employees or directors.</p> <p>Proposed resolution:</p> <p>1. <i>The Board of Directors is authorized to acquire shares in the Company. The shares</i></p>

<p><i>markedsbetingelser i eller i forbindelse med et regulert marked der aksjene omsettes.</i></p> <p>2. <i>Aksjene skal avhendes enten som en del av oppfyllelsen av insentivprogrammer for ansatte, som en del av vederlaget ved oppkjøp som foretas av Selskapet, som en del av vederlaget i fusjoner, fisjoner eller oppkjøp som involverer Selskapet, for å innhente midler til spesifikke investeringer, i den hensikt å nedbetale lån (inklusive konvertible lån) eller styrke Selskapets kapitalgrunnlag. Styret står fritt til å velge hensiktsmessige avhendingsmetoder for disse formål.</i></p> <p>3. <i>Den maksimale pålydende verdi av aksjene som totalt kan erverves i henhold til denne fullmakt er NOK 311.938. Det minste beløp som kan betales for hver aksje som kjøpes i henhold til denne fullmakt er NOK 1, og det maksimale beløp er NOK 100.</i></p> <p>4. <i>Denne fullmakten omfatter retten til å etablere pant i Selskapets egne aksjer.</i></p> <p>5. <i>Denne fullmakten gjelder fra registrering i Foretaksregisteret og til og med 30. juni 2020.</i></p>	<p><i>are to be acquired at market terms in or in connection with a regulated market where the shares are traded.</i></p> <p>2. <i>The shares may be disposed of either to meet obligations under employee incentive schemes, as part of consideration payable for acquisitions made by the Company, as part of consideration for any mergers, demergers or acquisitions involving the Company, to raise funds for specific investments, for the purpose of paying down loans (including convertible loans), or in order to strengthen the Company's capital base. The Board is free to choose the method of disposal considered expedient for such purposes.</i></p> <p>3. <i>The maximum face value of the shares which the Company may acquire pursuant to this authorization is in total NOK 311,938. The minimum amount which may be paid for each share acquired pursuant to this power of attorney is NOK 1, and the maximum amount is NOK 100.</i></p> <p>4. <i>The authorization comprises the right to establish pledge over the Company's own shares.</i></p> <p>5. <i>This authorization is valid from registration with the Norwegian Register of Business Enterprises and until and including 30 June 2020.</i></p>
<p><b>15. Valg av styre.</b></p> <p>I samsvar med vedtektenes § 8 har Valgkomiteen fremsatt forslag til valg av styremedlemmer. Komiteen innstiller på at de nåværende styret gjenvelges i sin helhet, for en periode på ett år. I samsvar med anbefaling for eierstyring og selskapsledelse, legges det opp til at det stemmes over hver kandidat separat. Komiteens innstilling samt CV for hver kandidat er vedlagt innkallingen som <b><u>Vedlegg 3</u></b>.</p>	<p><b>15. Election of directors to the Board.</b></p> <p>In accordance with § 8 of the Company's Articles, the Nomination Committee has submitted its proposal to election of Board members. The Committee recommends re-election of the current Board for a period of one year. In accordance with the recommendations for corporate governance, votes will be cast for each candidate separately. The Committee's recommendation and CVs for each candidate is attached hereto as <b><u>Enclosure 3</u></b>.</p>
<p><b>16. Valg av Nominasjonskomite.</b></p>	<p><b>16. Election of Nomination Committee.</b></p>



<p>Etter samtaler med enkelte aksjonærer i Selskapet, foreslår styret at følgende personer velges til komiteen for to år:</p> <p>Erik Sneve (leder) Tom Olav Holberg (medlem) Jakob Iqbal (medlem)</p> <p><b><u>Vedlegg 5</u></b> gir en kort oversikt over de foreslåtte kandidatene.</p> <p><b>17. Avslutning.</b></p> <p style="text-align: right;">*/*/*</p>	<p>After discussions with certain shareholders, the Board proposes that the following individuals are elected to the committee for two years:</p> <p>Erik Sneve (chair) Tom Olav Holberg (member) Jakob Iqbal (member)</p> <p><b><u>Enclosure 5</u></b> gives a brief overview of each proposed candidate.</p> <p><b>17. Closing.</b></p> <p style="text-align: right;">*/*/*</p>
<p>Selskapet er et allmennaksjeselskap regulert av norsk rett, herunder allmennaksjeloven og verdipapirhandelloven. Det er 62.387.600 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. 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 <b><u>Vedlegg 1</u></b> bes benyttet.</p> <p>I samsvar med vedtektenes § 7 må utfylt påmeldingsskjema være mottatt av Nordea Bank Abp, filial i Norge <b><u>senest kl 16.00 norsk tid 18. mai 2019.</u></b></p> <p>Aksjeeiere som ikke har anledning til å delta på generalforsamlingen personlig, kan gi fullmakt til styrets leder eller andre til å stemme for deres</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 62,387,600 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. 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 <b><u>Enclosure 1</u></b> is requested.</p> <p>In accordance with section 7 of the articles of association completed attendance form must be received by Nordea Bank Abp, filial i Norge</p>

aksjer f eks ved å benytte møteseddel og fullmaktsskjema vedlagt som **Vedlegg 1**.

Fullmakten kan sendes til Nordea Bank Abp, filial i Norge, Postboks 1166 Sentrum, 0107 Oslo, via telefaks: 22 36 97 03, og må være mottatt **innen 18. mai 2019 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 18. mai 2019 kl 16.00 norsk tid.**

Med hensyn til forvalterregistrerte aksjer, vil Selskapet akseptere stemmerett til reelle eiere forutsatt at (i) reell eier senest 18. mai 2019 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

**no later than 4pm Norwegian time 18 May 2019.**

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 Abp, filial i Norge, P.O. Box 1166 Sentrum, 0107 Oslo, Norway, by telefax + 47 22 36 97 03 and must be received **no later than 18 May 2019 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 18 May 2019 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 18 May 2019 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

<p>forelagt aksjeeierne til avgjørelse og Selskapets økonomiske stilling, med mindre de opplysninger som kreves, ikke kan gis uten uforholdsmessig skade for Selskapet.</p>	<p>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.</p> <p>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 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 23. mai 2019 kl. 12.00 hos Advokatfirma Schjødt, Ruseløkkveien 14, 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 18. mai 2019** til Panoro Energy ASA c/o Nordea Bank Abp, filial i Norge, Postboks 1166 Sentrum, 0107 Oslo, Norway, telefax + 47 22 36 97 03, eller epost [nis@nordea.com](mailto:nis@nordea.com).

Undertegnede vil møte på Panoro Energy ASAs ordinære generalforsamling 23. mai 2019 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)



**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 stemmeinstruks, vennligst gå til side 2. Fullmakten må være **mottatt senest 16.00 CET 18. mai 2019** av Panoro Energy ASA c/o Nordea Bank Abp, filial i Norge, Postboks 1166 Sentrum, 0107 Oslo, Norway, telefax + 47 22 36 97 03, eller epost [nis@nordea.com](mailto: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 23. mai 2019 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).

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 18. mai 2019** av Panoro Energy ASA c/o Nordea Bank Abp, filial i Norge, Postboks 1166 Sentrum, 0107 Oslo, Norway, telefax + 47 22 36 97 03, eller epost [nis@nordea.com](mailto: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 23. mai 2019. 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.

<b><u>AGENDA ORDINÆR GENERALFORSAMLING 2019</u></b>	<b><u>FOR</u></b>	<b><u>MOT</u></b>	<b><u>AVSTÅR</u></b>
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 2018	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Redegjørelse for eierstyring og selskapsledelse (Ingen avstemning)			
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. Styrefullmakt til å utstede aksjer for bruk i insentivprogrammer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. Styrefullmakt til å utstede aksjer ifbm oppkjøp og lignende	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. Styrefullmakt til å erverve egne aksjer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

PIN KODE:  
REFERANSE NO:

15. Valg av medlemmer til styret

15A – Valg av Julien Balkany som styreleder	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15B – Valg av Alexandra Herger som medlem	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15C – Valg av Garrett Soden som medlem	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15D – Valg av Torstein Sanness som medlem	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15E – Valg av Hilde Ådland som medlem	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

16. Valg av Nominasjonskomite

16A – Valg av Erik Sneve som leder	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16B – Valg av Tom Olav Holberg som medlem	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16C – Valg av Jakob Iqbal 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 23. mai 2019 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 23 May 2019 at 12.00/noon Norwegian time at Schjødt law-firm, Ruseløkkveien 14, 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 18 May 2019** by Panoro Energy ASA c/o Nordea Bank Abp, filial i Norge, P.O. Box 1166 Sentrum, 0107 Oslo, Norway, by telefax + 47 22 36 97 03, or by email [nis@nordea.com](mailto:nis@nordea.com).

The undersigned will attend Panoro Energy ASA's Ordinary General Meeting on 23 May 2019 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 18 May 2019** by Panoro Energy ASA c/o Nordea Bank Abp, filial i Norge, P.O. Box 1166 Sentrum, 0107 Oslo, Norway, by telefax + 47 22 36 97 03, or by email [nis@nordea.com](mailto: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 23 May 2019 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 18 May 2019** by Panoro Energy ASA c/o Nordea Bank Abp, filial i Norge, P.O. Box 1166 Sentrum, 0107 Oslo, Norway, by telefax + 47 22 36 97 03, or by email [nis@nordea.com](mailto: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 23 May 2019 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.

<b><u>AGENDA ORDINARY GENERAL MEETING 2019</u></b>	<b><u>IN FAVOUR</u></b>	<b><u>AGAINST</u></b>	<b><u>ABSTAIN</u></b>
1. Opening by the chairman of the Board – Registration of attending shareholders (NO VOTING ITEM)			
2. Election of person to chair the meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Approval of one person to co-sign the minutes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Election of the calling notice and the agenda for the meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Approval of the annual accounts and the annual report for 2018	<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. 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. Board authorization to issue shares under incentive programs	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



PIN CODE:

REF NO:

- |  |                          |                          |                          |
|--|--------------------------|--------------------------|--------------------------|
| 13. Board authorization to issue shares for mergers and acquisitions etc | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 14. Board authorization to acquire own shares                            | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 15. Election of members to the Board of Directors                        |                          |                          |                          |
| 15A – Election of Julien Balkany as chairman                             | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 15B – Election of Torstein Sanness as deputy chairman                    | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 15C – Alexandra Herger as member   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 15D – Election of Garrett Soden as member                                | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 15E – Election of Hilde Ådland as member                                 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 16. Election of Nomination Committee                                     |                          |                          |                          |
| 16A – Election of Erik Sneve as chairman                                 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 16B – Election of Tom Olav Holberg as member                             | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 16C – Election of Jakob Iqbal 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 23 May 2019.

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", "Panoro Energy" 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 17, 2018 is available on the website of the Norwegian Corporate Governance Board, [www.nues.no](http://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 17, 2018 comprises 15 points. The Corporate Governance report is available on the Company's website [www.panoroenergy.com](http://www.panoroenergy.com).

## 2: BUSINESS

Panoro Energy ASA is an independent E&P company based in London and listed on the Oslo Stock Exchange with ticker PEN. The Company holds high quality production, exploration and development assets in Africa, namely the Dussafu License offshore southern Gabon, OML 113 offshore western Nigeria, and the TPS operated assets, Sfax Offshore Exploration Permit and Ras El Besh Concession, offshore Tunisia. 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 two reportable segments with exploration and production of oil and gas, by geographic locations being West Africa and North Africa. In West Africa, the Company participates in a number of licenses in Nigeria and Gabon whereas the North African business is concentrated in Tunisia.

### Vision statement

Our vision is to use our experience and competence in enhancing value in projects in 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 or to purchase own shares will normally be restricted to defined purposes, and are normally limited in time to the following year's Annual General Meeting. 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. 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 internally clear potential 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.

#### 5: SHARES AND NEGOTIABILITY

The Panoro Energy ASA shares are listed on the Oslo Stock Exchange. There are no restrictions on ownership, trading or voting of shares in Panoro Energy's Articles of Association.

#### 6: GENERAL MEETINGS

Panoro Energy's Annual General Meeting is to be held by the end of June each year. The Board of Directors take 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](http://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 Annual General Meeting 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 Nomination Committee is described in the Company's Articles of Association and the General Meeting may stipulate guidelines for the duties of the Nomination Committee.

## 8: 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 may 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.

## 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 projects 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.

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. 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" described in the relevant note in the consolidated financial statements in the Annual Report.

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 by 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 normally 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 Annual General Meeting also as a separate attachment to the Annual General Meeting 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](http://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: TAKE-OVERS

Panoro Energy has established the following 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 take-over 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 and Securities Trading Act § 5-5a. 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 applicable to definitions, publication and group reporting.

This report contains information for the activity in the financial year 2018 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. Panoro Energy ASAs activities within the extractive industries as an Operator are located in Tunisia.

## Reporting of payments

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The regulation's Section 2 no. 5 defines the different types of payments subject to reporting. In the following sections, only those applicable to Panoro Energy ASA will be described.

### Tunisia - Operated

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Panoro Group acquired interests and in the Sfax Offshore Exploration Permit (SOPE) in Tunisia during 2018 and assumed Operatorship. Refer to Note 12.1 of the 2018 Annual Report for details. There were no payments to the government of Tunisia in respect of these assets from acquisition date of July 30, 2018 to December 31, 2018.

No area fees were paid for any of these licences during the period ended December 31, 2018.

### Tunisia – Non-operated

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Panoro Group acquired an interest in five oil producing concessions in Tunisia on December 21, 2018. Refer to Note 12.2 of the 2018 Annual Report for details. The operations on these concessions are managed by Thyna Petroleum Services S.A. (TPS), which is a joint operating company. No taxes or other fees were paid to the government of Tunisia from acquisition date to December 31, 2018. As at December 31, 2018, the Group had current corporation tax liability of USD 5.4 million payable to the government of Tunisia for the Group's net share of 2018 production. This is expected to be paid in 2019.

### West Africa (Nigeria and Gabon) – Non-operated

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Although Panoro Energy, through its subsidiaries, has extractive activities and 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 2018 can be construed as payments direct to governments under the regulation. As such, no payment will be disclosed in these cases, unless the operator is a state-owned entity and it is possible to distinguish the payment from other cost recovery items.



## **Recommendation from the Nomination Committee to the Annual General Meeting in Panoro Energy ASA on May 23, 2019**

### **Mandate**

The Nomination Committee's mandate is set out in Panoro Energy ASA's Articles of Association § 8

"The Company shall have a Nomination Committee consisting of 2-3 members to be elected by the Annual General Meeting for a two year period. The majority of the Nomination Committee shall be independent of the Board of Directors and the day-to-day management. The Nomination Committee's duties are to propose to the General Meeting shareholder-elected candidates for election to the Board of Directors, and to propose remuneration to the Board. The Annual General Meeting (AGM) may adopt procedures for the Nomination Committee."

### **Members of the Nomination Committee**

The Nomination Committee is composed of Eric Nasby (chairman), Erik Sneve and Fredrik Thoresen. These members were elected at the AGM in 2018 to a two-year term. Erik Sneve will serve another year in his two year term whereas Eric Nasby and Fredrik Thoresen will step down as of the AGM in 2019. Following the stakeholder discussions described below, Tom Olav Holberg and Jakob Iqbal are recommended as new members of the Nomination Committee for two year terms. Erik Sneve is recommended as new chairman of the Nomination Committee.

### **Members of the Board of Directors**

The Board of Directors is composed of:

Julien Balkany, chairman since 2014

Alexandra Herger, member since 2014

Garrett Soden, member since 2015

Torstein Sanness, member since 2015

Hilde Ådland, member since 2016

### **The work of the Nomination Committee**

The Nomination Committee has had discussions with the current board, management of the company and many of the largest shareholders. These discussions lead the Nomination Committee to conclude that the current board is well qualified to carry out its duties and that all board members are actively doing so in satisfaction of the interests of shareholders. The board members were asked to individually submit confirmation of their motivation to perform these duties for an additional year. This confirmation has been received. The Nomination Committee's unanimous recommendation is that the current members of the Board of Directors be re-elected for the period until the AGM in 2020.

In addition, the Nomination Committee was asked to consider the following matters:

RECOMMENDATION OF THE NOMINATION COMMITTEE

1. Whether the board members should be nominated to two year terms rather than one year terms. The Nomination Committee sees that this could be beneficial in terms of ensuring continuity on the board, and that it would perhaps be best implemented by staggering the terms of the board members such that not all board members were elected to two year terms in any given year. In conversations with board members, management and shareholders there were no strong opinions voiced as to make the change this year, so the Nomination Committee recommends that the board members be nominated to a one year term, as in the previous year.
2. Whether the board should have a deputy chairperson. The Nomination Committee sees logic in this proposal. In the case that the General Assembly chooses to do so, the Nomination Committee recommends that Torstein Sanness be named deputy chairman and that his annual compensation as deputy chair be raised to NOK 300,000 to reflect these responsibilities.
3. That the board members should be encouraged to hold an equivalent of one year's net compensation in Panoro Energy shares. In previous years the nomination committee has communicated that in its discussions with shareholders a strong opinion has been voiced that board members should also be significant shareholders. The Nomination Committee recognizes that the board members have increased their shareholdings, as such the current guidance reflects clarification as to what shareholders see as a fair representation of a "significant level".

### Remuneration

The recommendation for annual compensation is that board members receive NOK 240,000, the chairman of the board receive NOK 460,000 (as for the previous term) and that the proposed deputy chairman receive NOK 300,000. As all board members are on both the audit and compensation committees, the total remuneration per regular board member is to be NOK 350,000, the deputy chair to be NOK 400,000 and the chairman NOK 560,000. The Nomination Committee leaves it to the discretion of the CFO and Remuneration Committee to convert the amounts in NOK to USD.


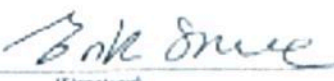

### Recommendation

The Nomination Committee recommends the following:

- 1) For the period until the AGM in 2020 (no later than June 30, 2020) the Board of Directors be composed of Julien Balkany, chairman, Torstein Sanness, deputy chairman and board members Alexandra Herger, Garrett Soden, and Hilde Ådland.
- 2) For the period until the AGM in 2020 (no later than June 30, 2020) the annual remuneration is set to NOK 460,000 per year for the chairman, NOK 300,000 for the deputy chairman and NOK 240,000 per year for each member. This shall be paid quarterly throughout the year.
- 3) Members of the Audit Committee and the Compensation Committee shall, for the period until the AGM in 2020 receive a compensation of NOK 50,000 per year for each member. The chairperson of the Audit Committee and the Compensation Committee shall also receive a compensation of NOK 50,000 per year. This remuneration shall also be paid quarterly.
- 4) For the period until the AGM in 2020 the remuneration to the Nomination Committee shall remain unchanged. For the chairman this is NOK 40,000 per annum and NOK 30,000 per annum to each of the other members of the Committee. This shall also be paid quarterly.

### RECOMMENDATION OF THE NOMINATION COMMITTEE

Oslo, April 26, 2018

ERIC NISBY <small>Eric Nisby</small>	 <small>(Signature)</small>	26/4/2019 <small>Date</small>
ERIK SNEVE <small>Erik Sneve</small>	 <small>(Signature)</small>	26/4/2019 <small>Date</small>
FREDRIK THORESEN <small>Fredrik Thoresen</small>	 <small>(Signature)</small>	26/4/2019 <small>Date</small>

RECOMMENDATION OF THE NOMINATION COMMITTEE

## OVERVIEW OF PROPOSED BOARD OF DIRECTORS

### JULIEN BALKANY



Chairman of the Board

Julien Balkany is a French citizen and a resident in London, who since 2014 has been Chairman of the Norwegian oil & gas exploration and production company Panoro Energy ASA. Alongside this, since 2008, Julian also serves as a Managing Partner of Nanes Balkany Partners, a group of investment funds that focuses on the oil & gas industry. Concomitantly, he is also Non-Executive Director of Amromco Energy, the largest privately held independent gas producer in Romania as well as of two private mining companies, Sarmin Bauxite Ltd, and Pan-African Diamonds Limited. Julien was previously a Non-Executive Director of several publicly listed oil & gas companies including Norwegian Energy Company (Noreco), Gasfrac Energy Services, and Toreador Resources). Julien started his career as an oil and gas investment banker and studied at the Institute of Political Studies (Strasbourg) and at UC Berkeley.

### TORSTEIN SANNESS



Non-Executive Director

Mr. Torstein Sanness is a Norwegian Citizen Torstein residing in Norway. He has extensive experience and technical expertise in the oil and gas industry. Mr. Sanness became the Chairman of Lundin Petroleum Norway in April 2015. Prior to this position Mr. Sanness was Managing Director of Lundin Petroleum Norway from 2004 to April 2015. Under his leadership Lundin Norway has turned into one of the most successful players on the NCS and added net discovered resources of close to a billion boe to its portfolio through the discoveries of among others E. Grieg and Johan Sverdrup. Before joining Lundin Norway Mr. Sanness was Managing Director of Det Norske Oljeselskap AS (wholly owned by DNO at the time) and was instrumental in the discoveries of Alvheim, Volund and others. From 1975 to 2000, Mr. Sanness was at Saga Petroleum until its sale to Norsk Hydro and Statoil, where he held several executive positions in Norway as well as in the US, including being responsible for Saga's international operations and entry into Libya, Angola, Namibia, and Indonesia. Currently, Mr. Sanness is serving as Board member of International Petroleum Corp. (a Lundin Group E&P company with a portfolio of assets in Canada, Europe and South East Asia), Magnora ASA (a company managing certain royalty rights and licence arrangements) and TGS (the world's largest geoscience data company). Mr. Sanness is a graduate of the Norwegian Institute of Technology in Trondheim where he obtained a Master of Engineering (geology, geophysics and mining engineering).



## ALEXANDRA HERGER



Non-Executive Director

Ms. Alexandra (Alex) Herger, a US citizen based in Maine, has extensive senior leadership and board experience in worldwide exploration and production for international oil and gas companies. Ms. Herger has 40 years of global experience in the energy industry, currently serving as an Independent director for Tortoise Capital Advisors, CEFs, based in Leawood, Kansas, Tethys Oil based in Stockholm, Sweden, as well as Panoro Energy. Her most recent leadership experience was as interim Vice President for Marathon Oil Company until her retirement in July 2014. Prior to this position, Ms. Herger was Director of International Exploration and New Ventures for Marathon Oil Company from 2008 - 2014, where she led five new country entries and was responsible for adding net discovered resources of over 500 million boe to the Marathon portfolio. Ms. Herger was at Shell International and Shell USA from 2002-2008, holding positions as Exploration Manager for the Gulf of Mexico, Manager of Technical Assurance for the Western Hemisphere, and Global E & P Technical Assurance Consultant. Prior to the Shell / Enterprise Oil acquisition in 2002, Ms. Herger was Vice President of Exploration for the Gulf of Mexico for Enterprise Oil, responsible for the addition of multiple giant deep water discoveries. Earlier, Ms. Herger held positions of increasing responsibility in oil and gas exploration and production, operations, and planning with Hess Corporation and Exxonmobil Corporation. Ms. Herger holds a Bachelor's Degree in Geology from Ohio Wesleyan University and post-graduate studies in Geology from the University of Houston. Ms. Herger is a member of Leadership Texas, the foundation for women's resources, and was on the advisory board of the Women's Global Leadership Conference in Houston, Texas from 2010 to 2013. Ms. Herger will be serving on the nomination committee for PGS (based in Norway) effective May 2019.

## GARRETT SODEN



Non-Executive Director

Mr. Garrett Soden has extensive experience as a senior executive and board member of various public companies in the natural resources sector. He has worked with the Lundin Group for over a decade. Mr. Soden is currently President and CEO of Africa Energy Corp., a Canadian oil and gas exploration company focused on Africa. He is also a Non-Executive Director of Etrion Corporation, Gulf Keystone Petroleum Ltd. and Phoenix Global Resources plc. Previously, he was Chairman and CEO of RusForest AB, CFO of Etrion and PetroFalcon Corporation and a Non-Executive Director of Petropavlovsk plc and PA Resources AB. Prior to joining the Lundin Group, Mr. Soden worked at Lehman Brothers in equity research and at Salomon Brothers in mergers and acquisitions. He also previously served as Senior Policy Advisor to the U.S. Secretary of Energy. Mr. Soden holds a BSc honours degree from the London School of Economics and an MBA from Columbia Business School.

## HILDE ÅDLAND



Non-Executive Director

Mrs. Hilde Ådland is a Norwegian citizen and has extensive technical experience in the oil and gas industry. She has leadership experience in field development, engineering, commissioning, and field operations. Mrs. Ådland is currently Production Manager Greater Gjøa for Neptune Energy Norge AS (previously Engie E&P Norge AS). She held several senior positions with Engie in Norway including production and development manager and senior facility engineer. Prior to joining GDF in 2008, she spent 12 years with Statoil in a number of senior engineering and operational roles, including Offshore Installation Manager, and 5 years with Kvaerner. In autumn 2015 she was also elected chairman in the Operation Committee within the Norwegian Oil and Gas Association. She has a Bachelor's degree in chemical engineering and a Master's degree in process engineering.

# 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 REMUNERATION PRINCIPLES

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; and recommending for approval all administrative changes to compensation plans that may be subject to the approval of the shareholders or the Board of Directors.

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 Remuneration 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.

The Board of Directors, upon the Remuneration Committee's recommendation, has also renewed the previously adopted Share Ownership Guidelines (SOG) Policy for members of the executive management to ensure that they

have meaningful economic stake in the Company. This policy was introduced in 2015. The SOG policy is designed to satisfy an individual senior executive's need for portfolio diversification, while maintaining 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. Under the current policy, the share ownership level is to be achieved by the time of the year 2021 Annual General Meeting.

#### Remuneration in 2018:

Remuneration for executive management for 2018 consisted of both fixed and variable elements. The fixed elements consisted of salaries and other benefits (health and pension), while the variable elements consisted 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 2018.

For 2018, the following was paid/incurred to the executives:

2018	Short term benefits and pension costs					Long term benefits	
USD 000 (unless stated otherwise)	Salary	Bonus	Benefits	Pension costs	Total	Number of RSUs awarded in 2018	Fair value of RSUs expensed
John Hamilton, CEO	375	99	10	36	520	196,304	170
Qazi Qadeer, CFO	236	48	5	23	312	63,002	67
Richard Morton, Technical Director	236	51	5	24	316	63,002	60
<b>Total</b>	<b>847</b>	<b>198</b>	<b>20</b>	<b>83</b>	<b>1,148</b>	<b>322,308</b>	<b>297</b>

Any bonuses that were incurred and paid in 2018 were approved by the Board of Directors during 2018. The bonus paid in 2018 related to the achievement of performance standards set by the Board of Directors for the financial year 2017.

Evaluation, award and payment of cash bonuses is generally performed in the year subsequent to financial year end, unless stated otherwise. Any bonuses for 2018 performance will be awarded in the year 2019 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 2019:

For 2019, 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 2018.

Any cash bonuses to members of the executive management for 2018 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 2019. The annual bonus for 2019 performance will be awarded in the year 2020 and determined based on the criteria proposed by the Remuneration Committee and approved by the Board of Directors. Such criteria may include 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.



**Severance payments etc:**

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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. The CFO and Technical Director are entitled to 6 months of base salary in the event of a change of control.

**Pensions:**

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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.

**2018 – Compliance:**

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In 2018, the executives received base salaries and cash incentive bonuses in line with the executive remuneration policies as presented to the 2018 Annual General Meeting.

**Part 2: Share based incentives**

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In August 2018, 376,333 Restricted Share Units were awarded under and in accordance with the Company's RSU scheme to the employees of the Company under the long-term incentive compensation plan approved by the shareholders. One Restricted Share Unit ("RSU") entitles the holder to receive one share of capital stock of the Company against payment in cash of the par value for the share. The par value is currently NOK 0.05 per share. Vesting of the RSUs is time based. The standard vesting period is 3 years, where 1/3 of the RSUs vest after one year, 1/3 vest after 2 years, and the final 1/3 vest after 3 years from grant. The Board of Directors, at its discretion can grant a non-standard vesting period which was the case in 2018 grants where 1/3 units are vesting in June 2019 (the "First Tranche"), 1/3 vest after 1 year of the vesting of the First Tranche, and the final 1/3 vest after 2 years from vesting of the First Tranche.

RSUs vest automatically at the respective vesting dates and the holder will be issued the applicable number of shares as soon as possible thereafter.

For 2019 the Board of Directors will only award share based incentives in line with any shareholder approved program. Awards 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.

**Overview of the Proposed Nominations Committee Members**

**Erik Sneve**

Erik Sneve (born 1971). Consultant and private investor from 2011. Summa Cum Laude, B.Sc. Finance, Arizona State University. Worked for Ernst & Young (Oslo/Boston) and DnB (Oslo) as a consultant/financial analyst and research analyst within technology, media and telecom. COO in a 3D software company within mobile and health care for two years. Worked six years as investment director with venture capital. Four of those years for Statkraft, Hafslund and Eidsiva with renewable energy. Two of the VC years in a start-up together with the late Tore Tønne. Worked for Fram (Torstein Tvenge) for three years with stocks and un-listed portfolio companies within energy, life science and fish farming. Active stock market investor for 16 years on the Oslo Stock Exchange and in the Nordic region with a focus on energy related companies. Served military service in the Norwegian Air Force.

**Tom Olav Holberg**

Tom Olav Holberg joined Kistefos in 2010. Prior to joining Kistefos, Mr. Holberg worked as an equity analyst at Arctic Securities, covering small cap technology stocks. Mr. Holberg holds a MSc in Business and Economics from the Norwegian School of Management (BI). Mr. Holberg represents Kistefos on the board of Opplysningen 1881 AS.

**Jacob Iqbal**

Jakob Iqbal, born in 1972, is employed as an Investment Director at Sundt AS, a family owned investment company. Mr. Iqbal joined Sundt AS in January 2004. Previous experience from corporate finance and equity research at Morgan Stanley and ABG Sundal Collier. Mr. Iqbal holds a Master of Business Economics (Siviløkonom) from The Norwegian School of Management (BI) and is a Certified European Financial Analyst (AFA) from The Norwegian School of Economics and Business Administration (NHH). Jakob Iqbal currently serves as member of the nomination committee for Otello ASA.