



ANNUAL GENERAL MEETING

May 6, 2015

RECSiLICON

Agenda

1. Opening of the meeting by the Chairman of the Board
2. Election of Chairman of the meeting and not less than one person to co-sign the minutes with the Chairman
3. Approval of the notice of the meeting and the agenda
4. Directors' remuneration and remuneration for the members of the Nomination Committee
5. Approval of auditor's remuneration
6. Approval of Annual Financial Statements and Directors' Report for 2014
7. The Board's statement regarding determination of salary and other compensation to leading employees
8. Authorization to issue shares
9. Authorization to acquire treasury shares
10. Election of members to the Board of Directors
11. Election of members to the Nomination Committee

Item 1 - Opening of the meeting by the Chairman of the Board and registration of attending shareholders

Item 2 – Election of Chairman of the meeting and not less than one person to co-sign the minutes with the Chairman

- The Board's proposal for resolution:
- «*Thomas Aanmoen is elected to chair the meeting. James May is elected to co-sign the minutes.*»

Item 3 – Approval of the notice of the meeting and the agenda

- The Board's proposal for resolution:
- «*The notice of and agenda for the meeting are approved.*»

Item 4 – Directors' remuneration and remuneration for the members of the Nomination Committee

➤ The proposal for resolution by the Nomination Committee is:

«The recommendation from the Nomination Committee was approved. The remuneration for the period from 6 May 2015 to the annual general meeting of 2016 for the Chairman of the Board, Deputy Chair, Board members, members of Board committees and members of the Nomination Committee shall be:

<i>Chairman of the Board</i>	<i>NOK 500,000</i>
<i>Deputy Chair</i>	<i>NOK 350,000</i>
<i>Other Board members</i>	<i>NOK 300,000</i>
<i>Members of Board committees</i>	<i>NOK 50,000</i>

The remuneration to the Nomination Committee for the period from the Annual General Meeting in 2015 to the Annual General Meeting in 2016 shall be:

<i>Chairman of the Committee</i>	<i>NOK 30,000</i>
<i>Members of the Committee</i>	<i>NOK 25,000»</i>

Item 5 – Approval of auditor's remuneration

➤ The Board's proposal for resolution:

➤ *« The general meeting approves the auditor's remuneration for audit of the Annual Financial Statements of REC Silicon ASA for the financial year of 2014 in accordance with invoice. »*



Annual General
Meeting
Oslo Norway

May 6, 2015

RECSiLICON

Disclaimer

This Presentation includes and is based, inter alia, on forward-looking information and statements that are subject to risks and uncertainties that could cause actual results to differ. These statements and this Presentation are based on current expectations, estimates and projections about global economic conditions, the economic conditions of the regions and industries that are major markets for REC Silicon ASA (including subsidiaries and affiliates) lines of business. These expectations, estimates and projections are generally identifiable by statements containing words such as "expects", "believes", "estimates" or similar expressions. Important factors that could cause actual results to differ materially from those expectations include, among others, economic and market conditions in the geographic areas and industries that are or will be major markets for REC Silicon ASA's businesses, energy prices, market acceptance of new products and services, changes in governmental regulations, interest rates, fluctuations in currency exchange rates and such other factors as may be discussed from time to time in the presentation. Although REC Silicon ASA believes that its expectations and the presentation are based upon reasonable assumptions, it can give no assurance that those expectations will be achieved or that the actual results will be as set out in the presentation. REC Silicon ASA makes no representations or warranties, expressed or implied, as to the accuracy, reliability or completeness of the presentation, and neither REC Silicon ASA nor any of its directors, officers or employees will have any liability to you or any other persons resulting from your use.

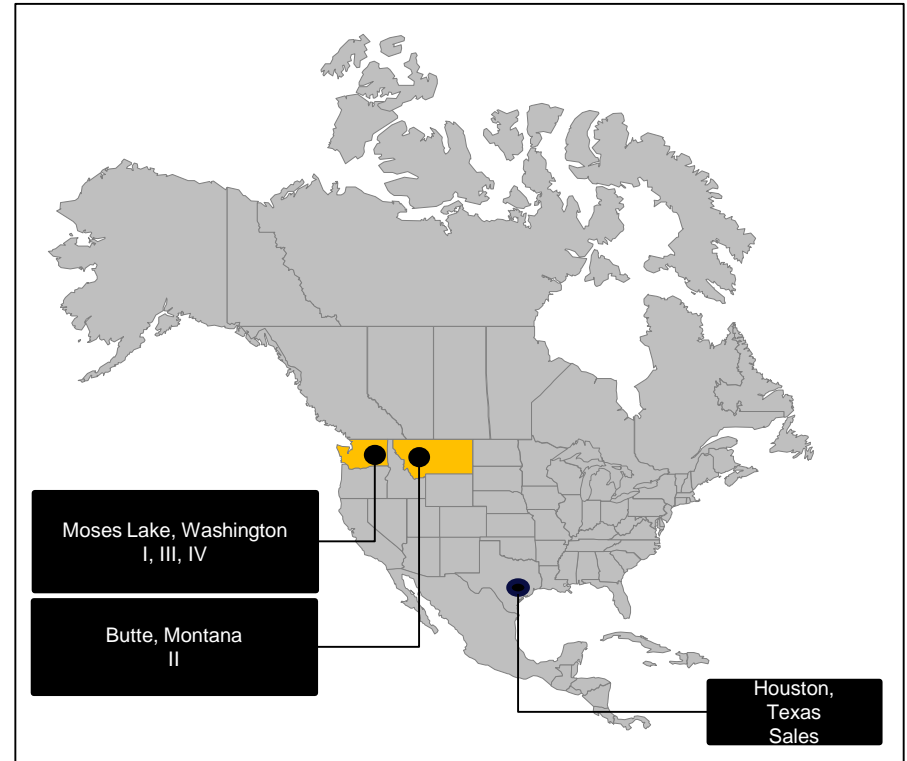
This presentation was prepared for the 2015 Annual General Meeting presentation on May 6, 2015. Information contained herein will not be updated. The following slides should be read and considered in connection with the information given orally during the presentation.

REC Silicon ASA shares have not been registered under the U.S. Securities Act of 1933, as amended (the "Act"), and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Act.

REC Silicon Production Facilities

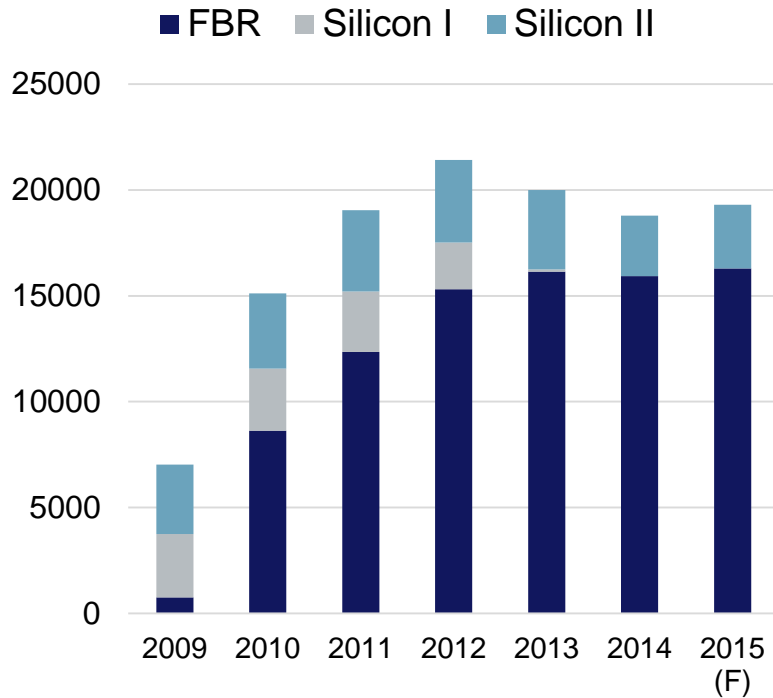
Two polysilicon production facilities in the US

Moses Lake 456 employees	Silane I Silane III Silane IV Silicon III	Temporarily shutdown Silane gas Silane gas FBR
Butte 265 employees	Silicon II	Silane gas & Siemens
2014 Production	Silicon III	15,930 MT Granular
	Silicon II	2,865 MT Siemens
	Silicon Gas	3,430 MT Sales

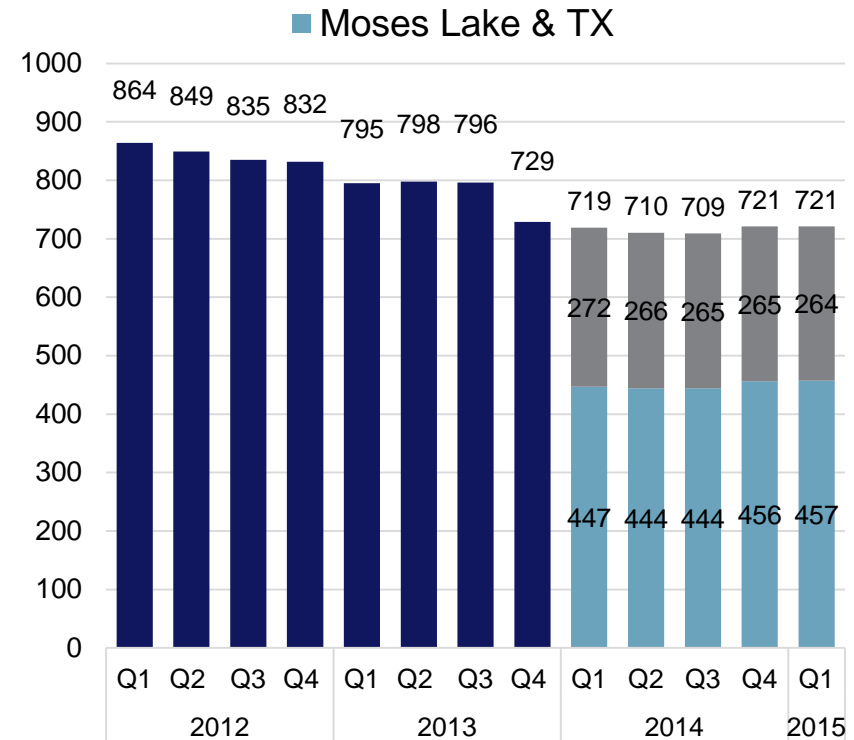


REC Production and Headcount: A history of efficiency

Polysilicon Production



Headcount



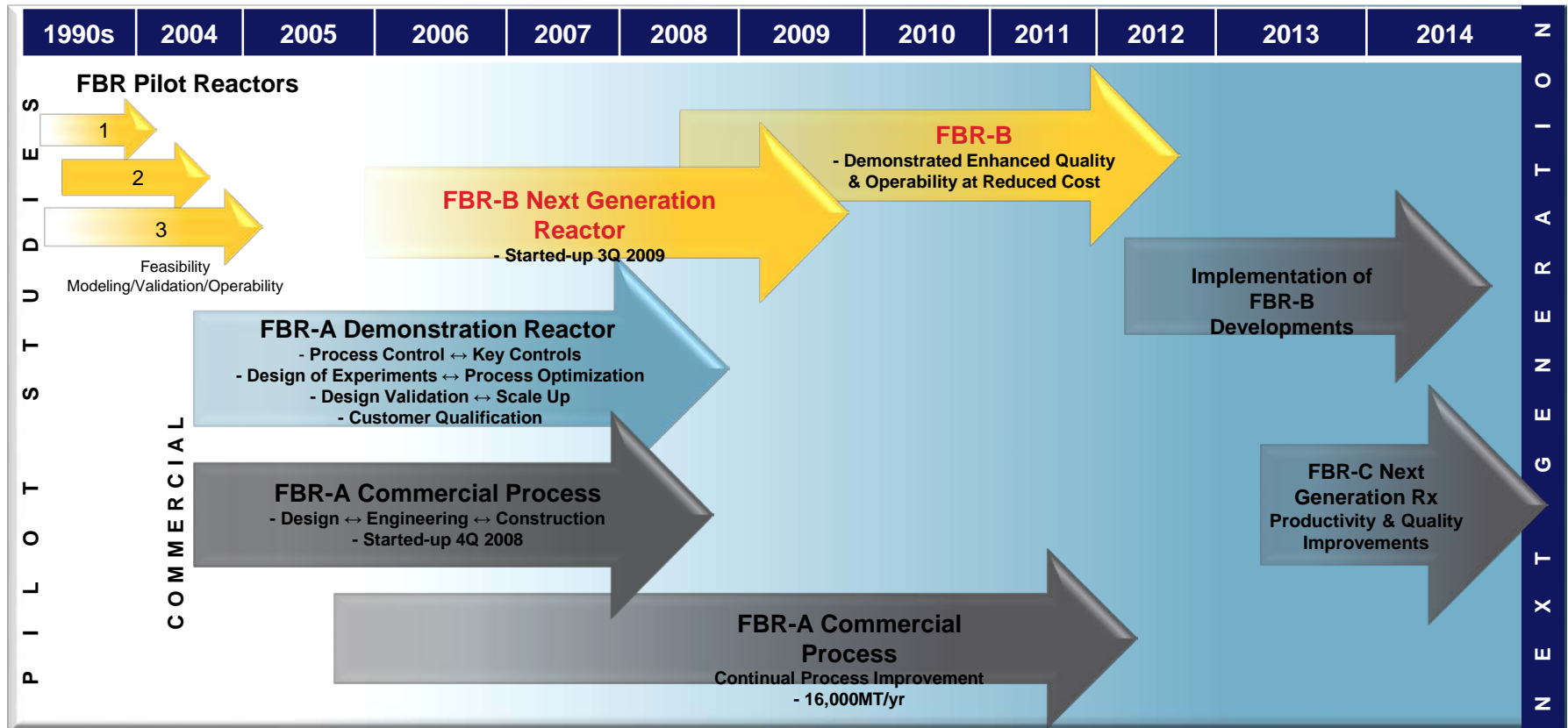
5/6/2015

REC Silicon: Driven by Silane for 30 years

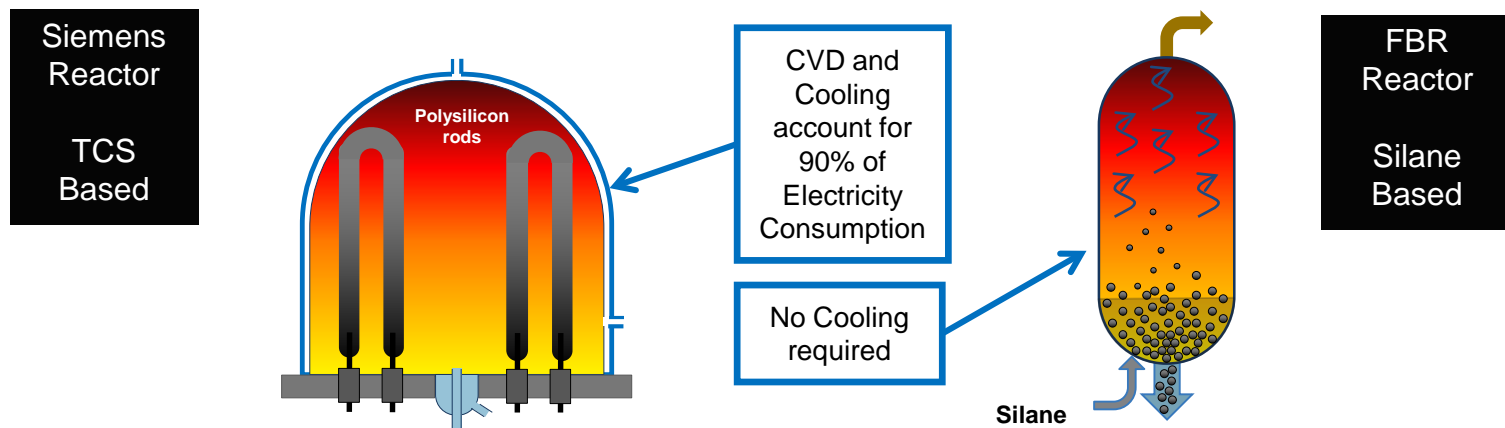
- › REC's Polysilicon plants consist of two separate units working seamlessly together
- › FBR is dependant on Silane availability
- › REC is the only company currently producing silane on a large-scale
- › All Tier-1 peers are TCS based Siemens producers



Fluid Bed Reaction: More than 20 years of development



FBR Advantages: Low energy consumption and continuous process



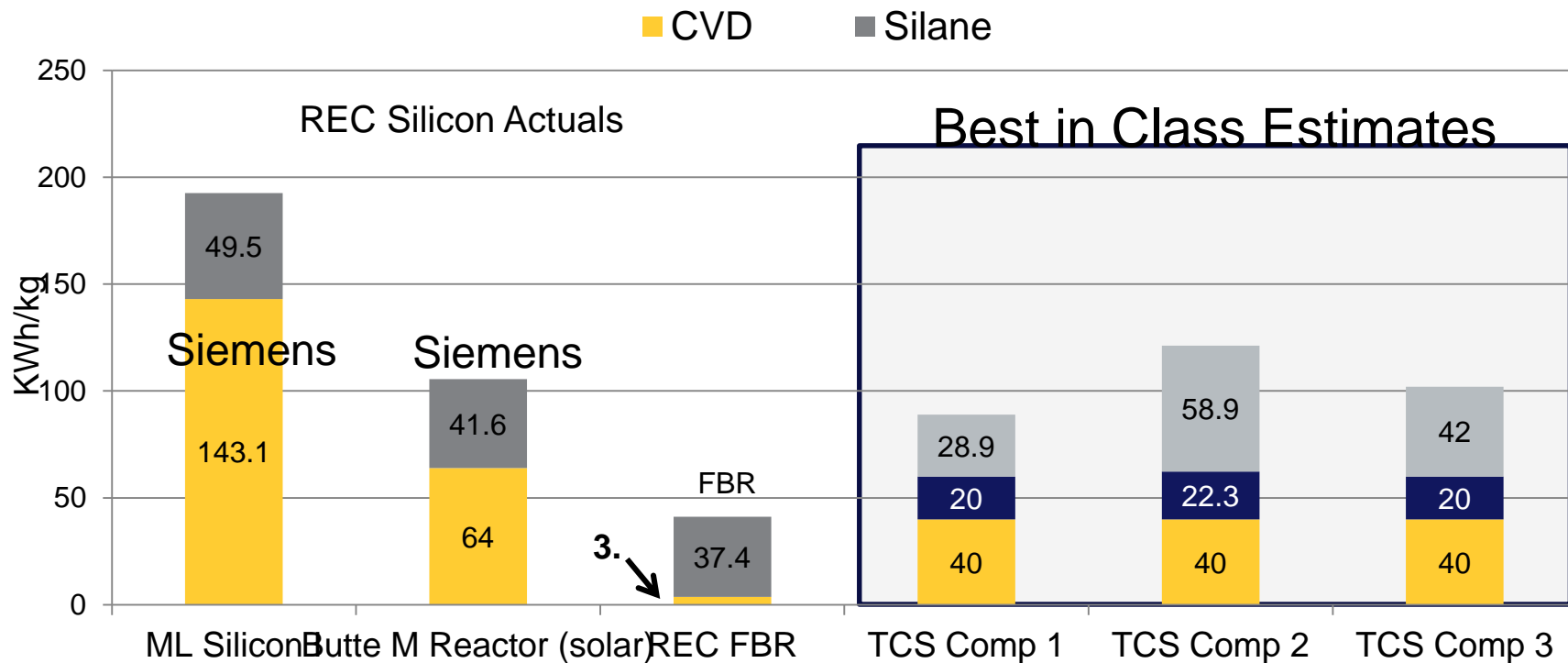
Siemens Technology:

- 40 year old technology
- Batch process
- Requires post processing
- High cash cost

FBR Technology:

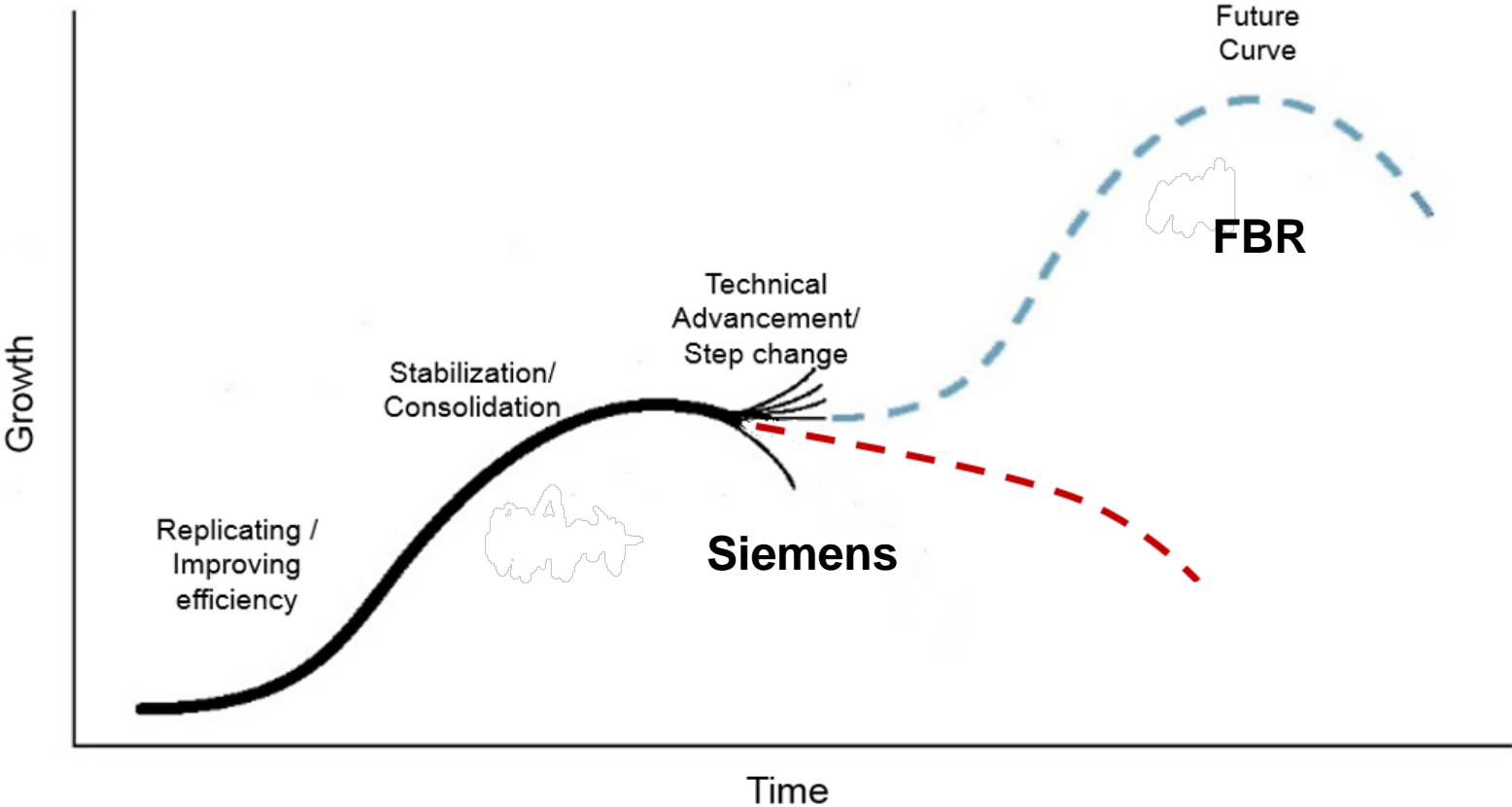
- Proprietary REC technology
- Most energy efficient
- Continuous production
- Lowest cash cost

FBR Consumes one-tenth the Electricity of Leading Siemens Technology

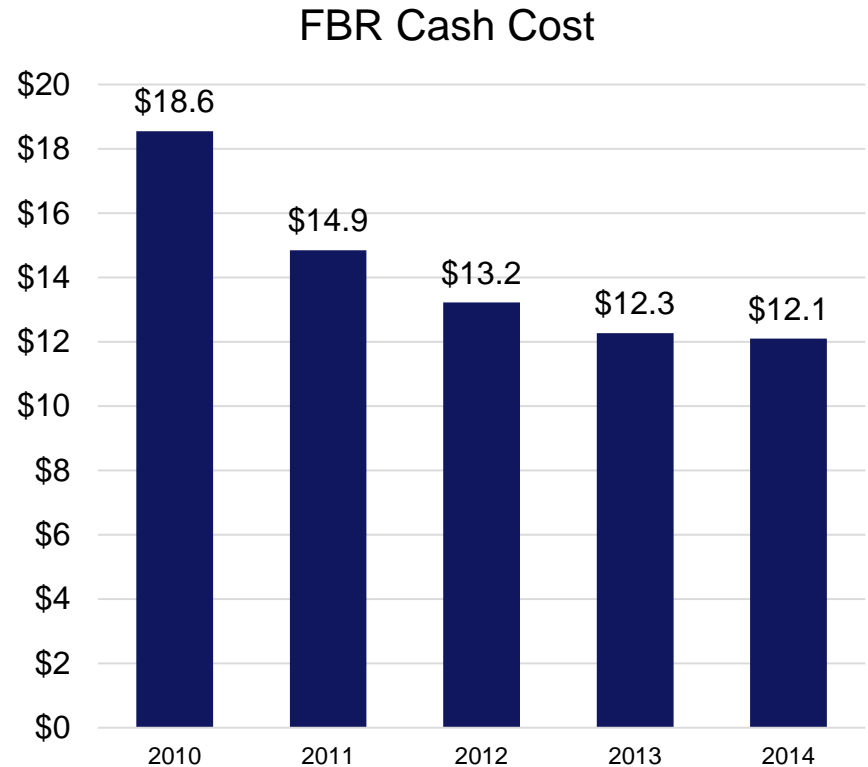
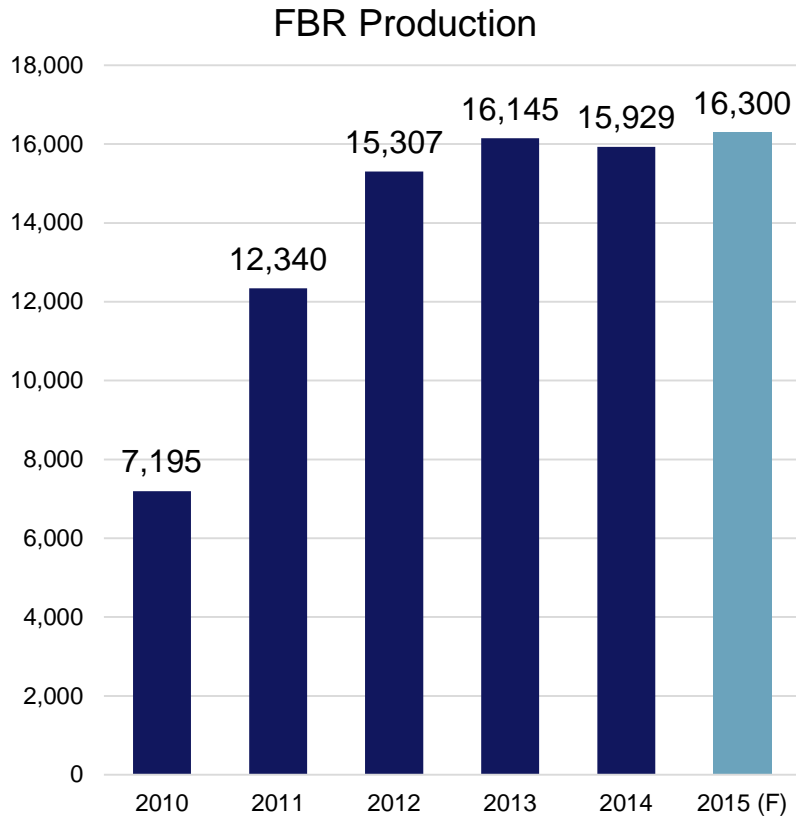


*REC Silane includes Nat. Gas/Electricity used for hydrogenation, distillation, silane storage, utilities & office buildings.
 NOTE: Assumes all silane from Silane I to Poly I and all silane from Silane III & IV to FBR. YTD 2013 actual production numbers and energy usage used in calculations

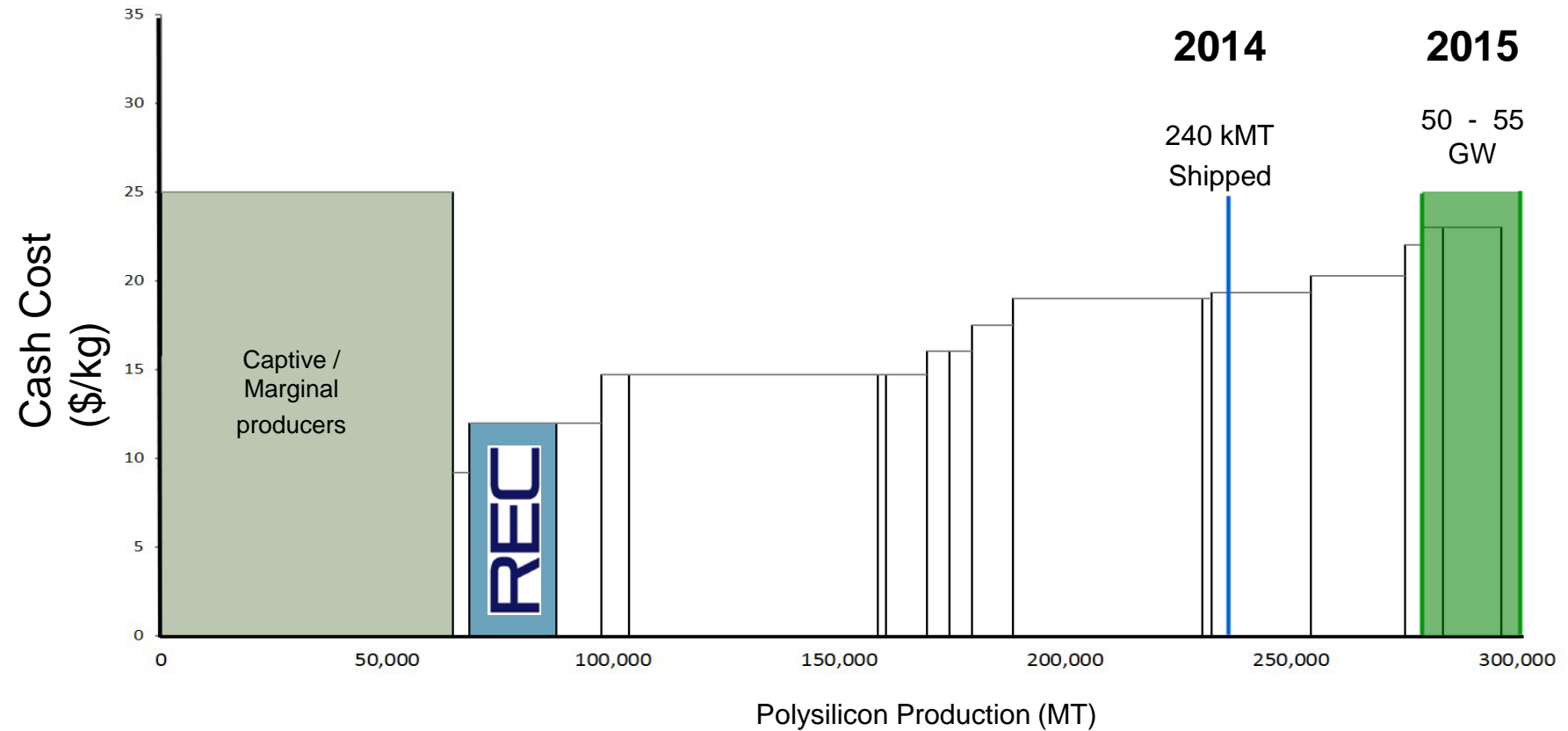
Silicon Production Technology Life Cycle



FBR Granular Cash Cost Development (USD/kg)



2015 Solar Grade Polysilicon Capacity vs. Cash Cost

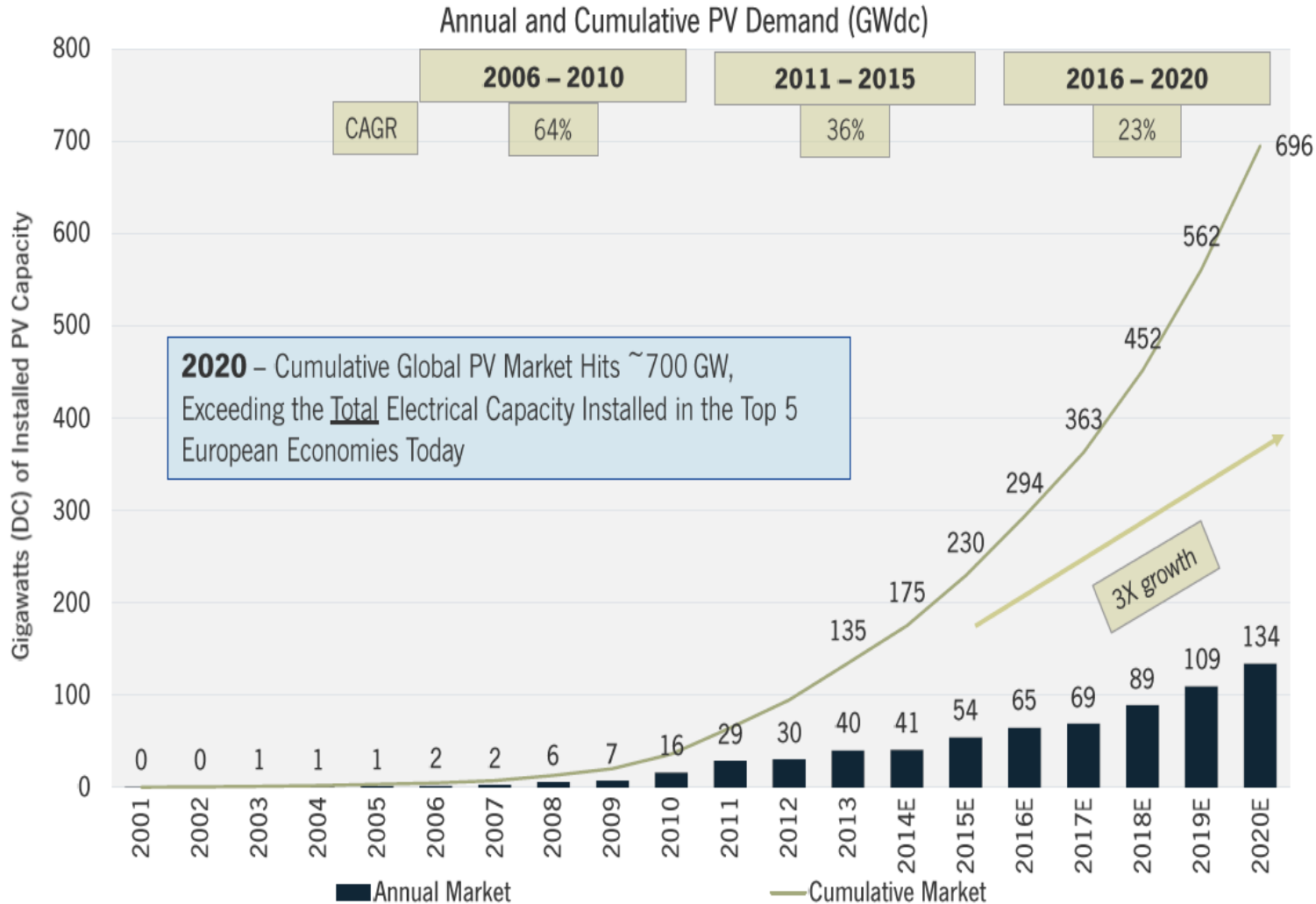




Market Overview

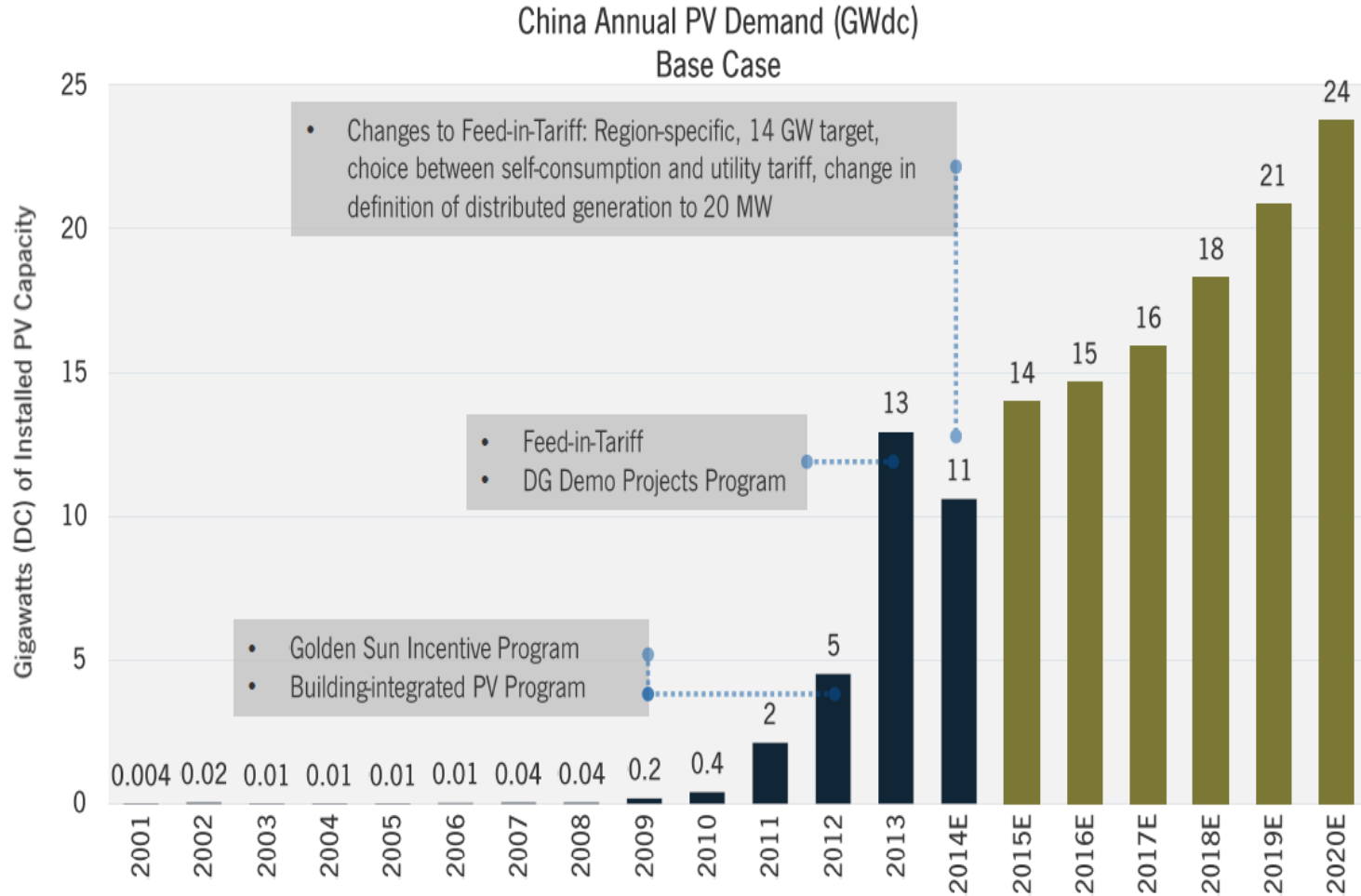
Global PV Forecast - Milestones

- Lower CAGR due to growing base of installations -- the pie is growing
- The cumulative PV market will triple between 2015 and 2020
- Annual market will double between 2015 and 2019, almost tripling by 2020
- The amount of PV installed over the next 5 years will be almost triple that installed over the previous 15 years (175 GW → 520 GW)



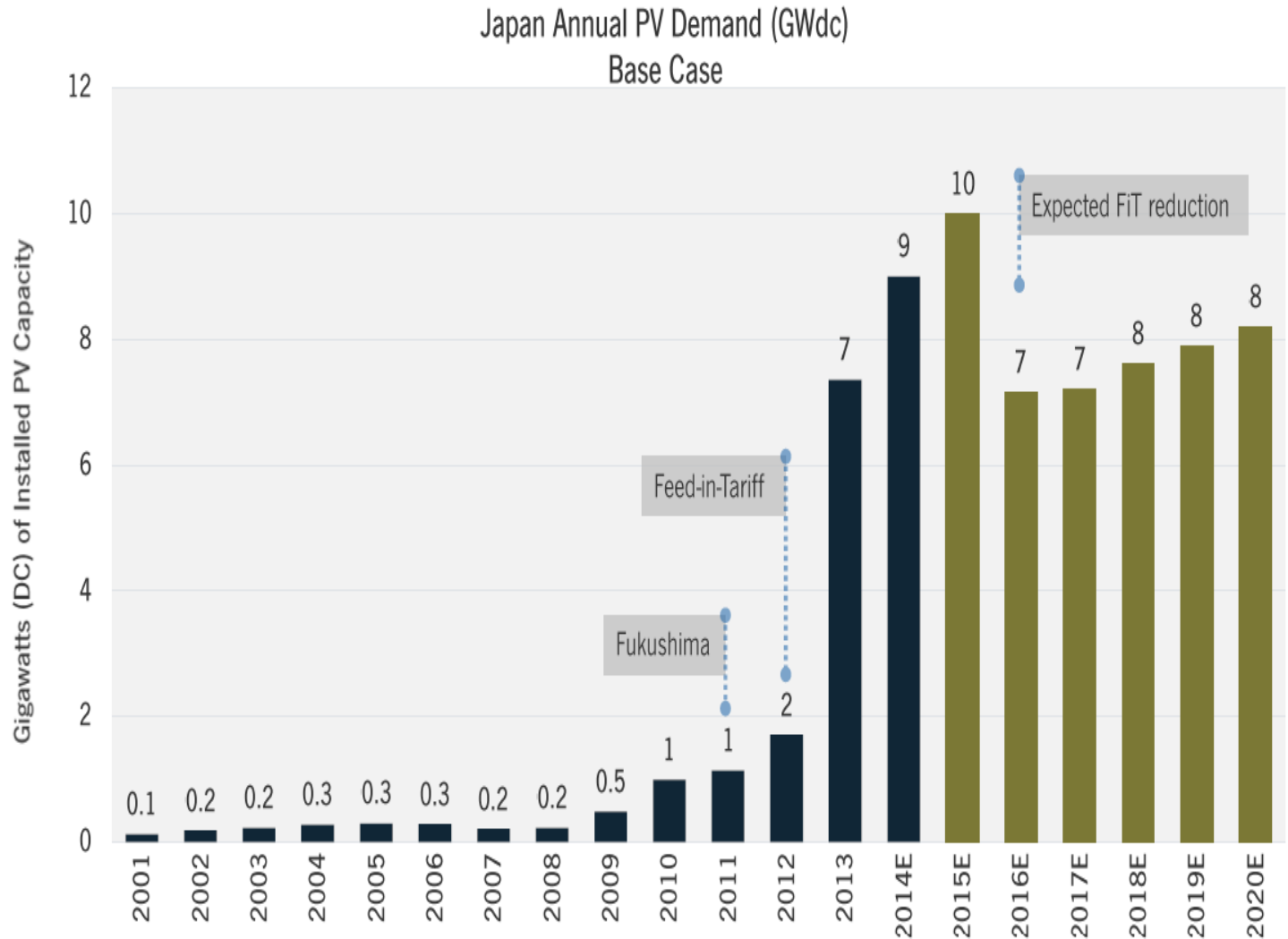
China Base Case PV Demand

- Chinese market transitioned from capex subsidy (Golden Sun) to a generation-based incentive (feed-in-tariff)
- Since the FiT was introduced, several changes have been implemented to help the market—creating regulatory uncertainty
- The broader context for PV growth in China is electrification and rising GDP/capita. This has led to increased investment and policy support (5-Year Plan)



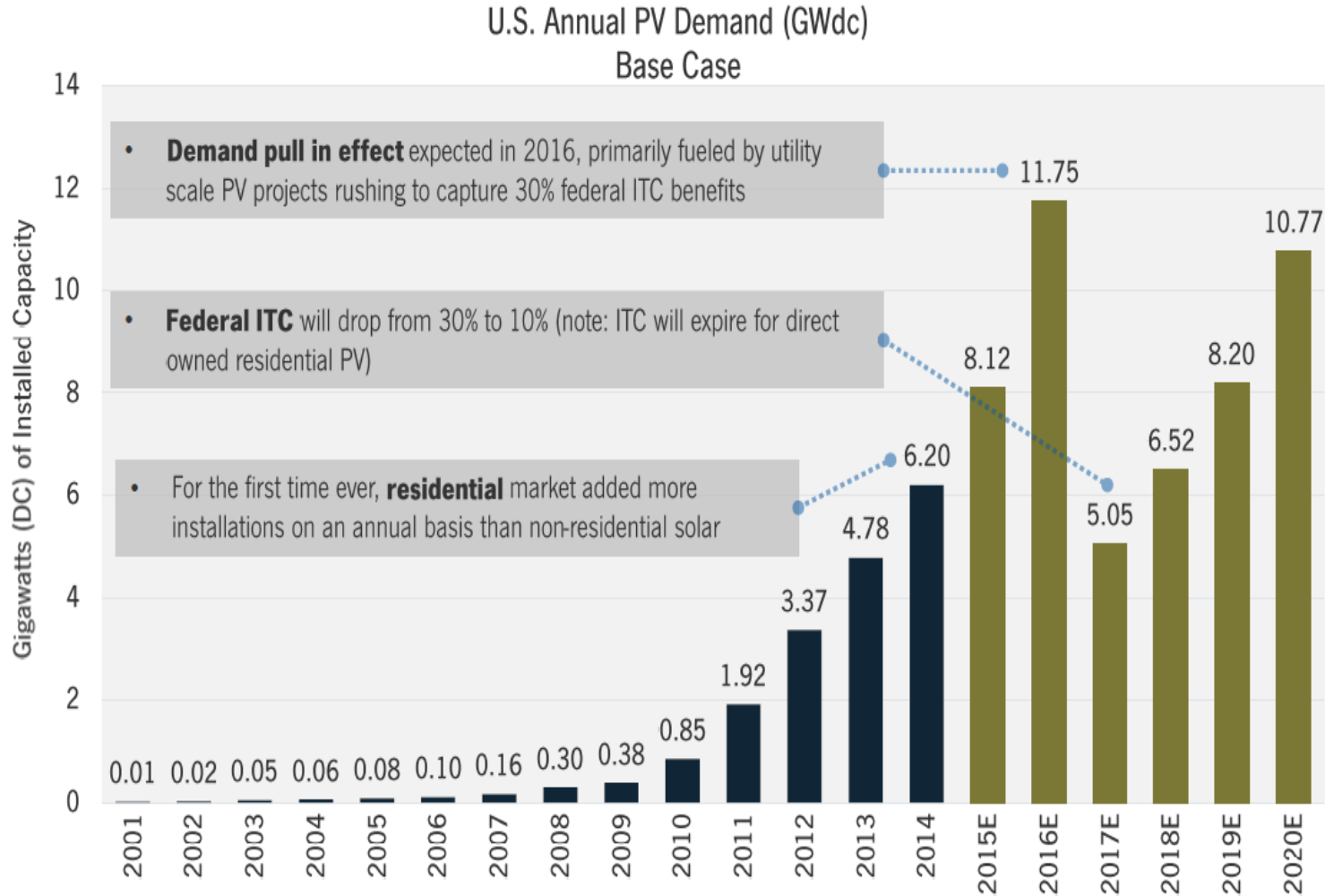
Japan Base Case PV Demand

- The Japanese PV market has grown in the shadow of the Fukushima disaster
- Deactivating nuclear power, which represented 44 GW (15%) of installed capacity and 27% of generation created huge supply shortfall, which has been met in part by solar
- Lucrative FiT has been primary driver (\$0.42/kWh - \$0.26/kWh)



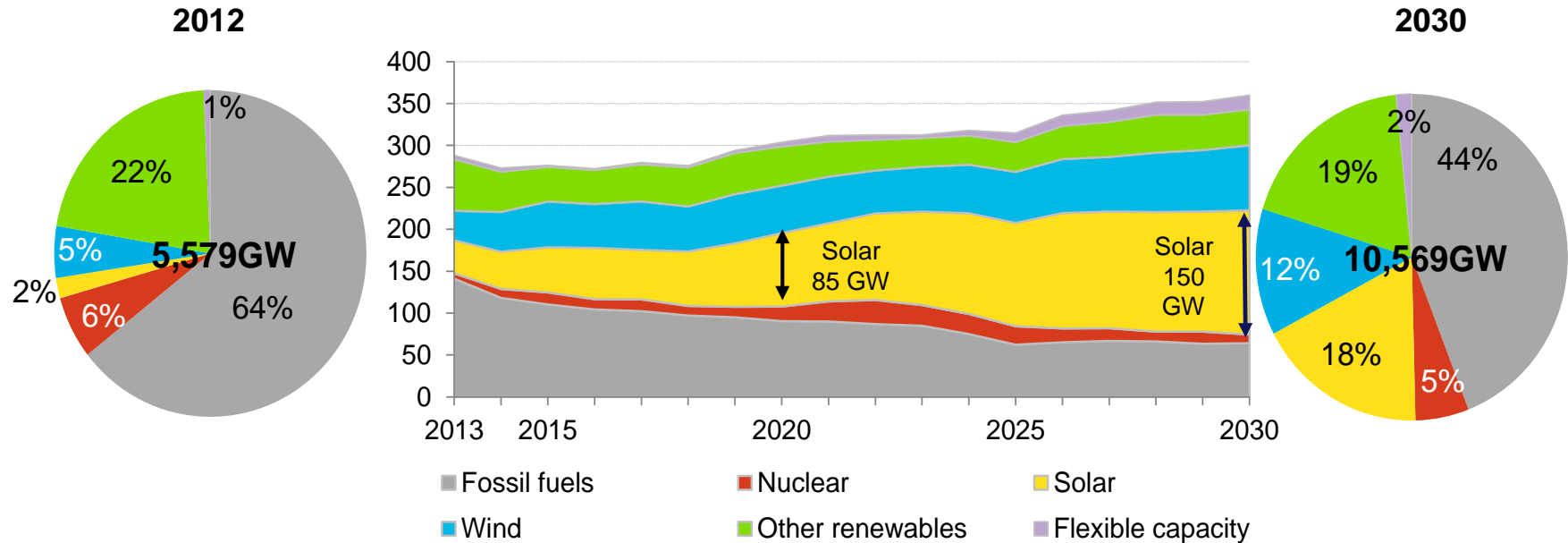
U.S. Base Case PV Demand

- The 30% federal Investment Tax Credit (ITC) has served as the underlying regulatory driver of demand to date.
- More than 3/4th of all solar PV installations came online in the last three years.
- Between 2017 and 2020, residential solar is expected to be the most resilient segment to the ITC drop off, and rank as the primary driver of new installations as well.



Global Installed Generating Capacity Shift: PV 15-20% of electricity mix long-term

- › IEA PV 16% of electricity supply in 2050
- › IHS: PV 14-22% by 2040
- › Bloomberg 18% by 2030



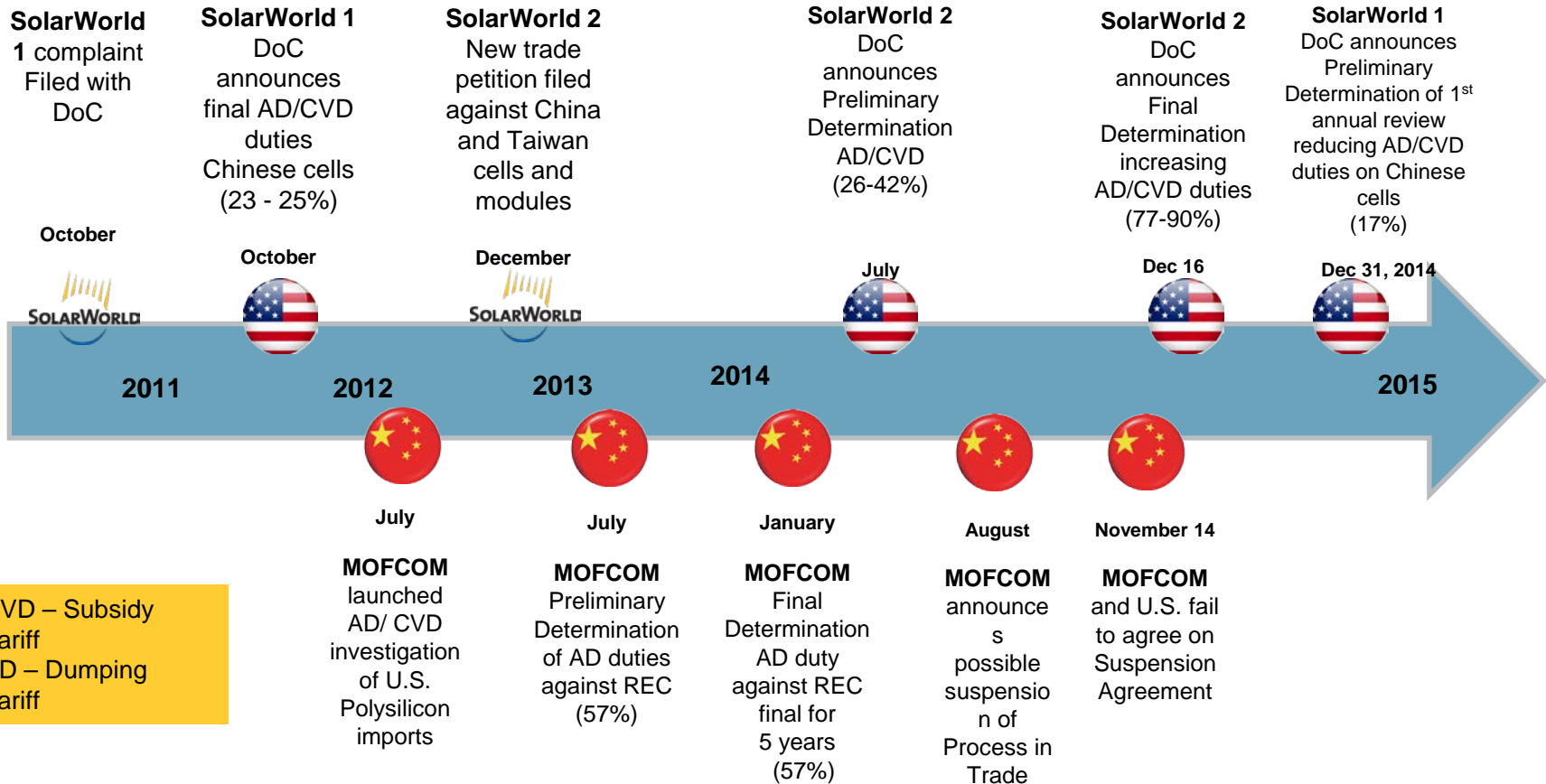
Source: Bloomberg New Energy Finance, October 2014



U.S. China Trade

RECSiLICON

US/China Trade Dispute Timeline



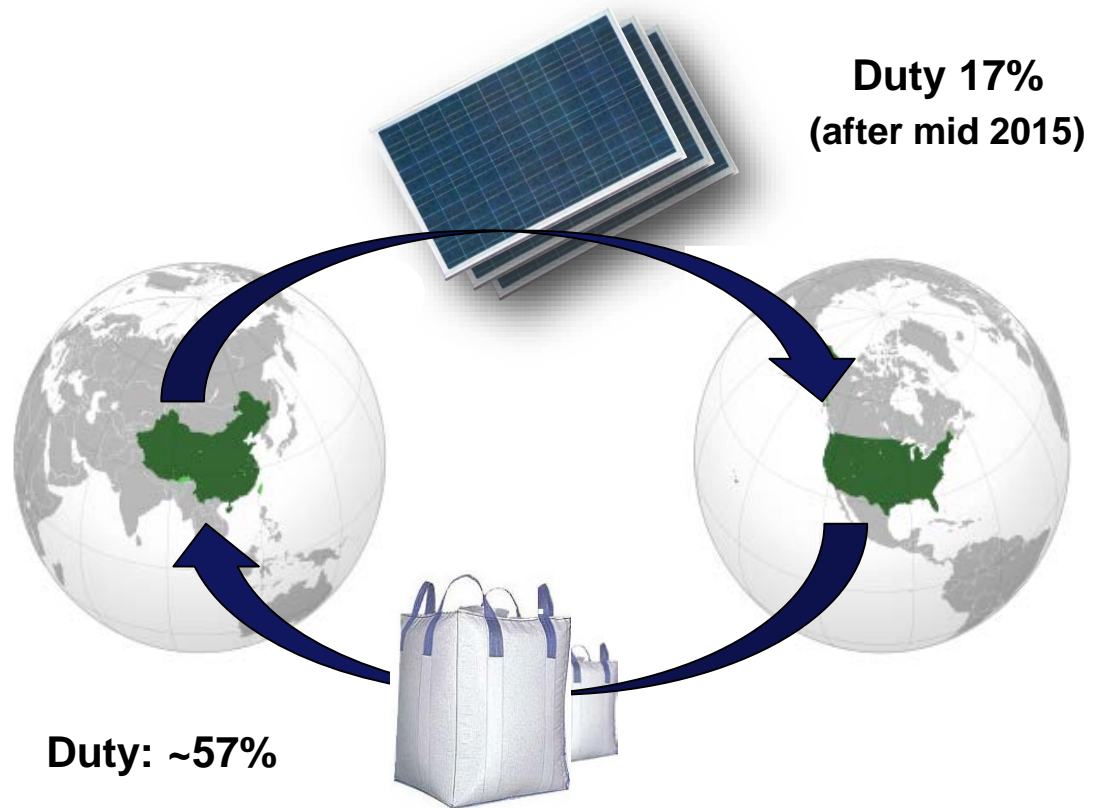
Current Trade Conditions between U.S. and China

SolarWorld Cases in U.S

- › Dec 2014 Preliminary Determination: 17% Duty for Chinese produced modules
 - › Final Determination expected mid-2015
- › Dec 2014 Final Determination 77-90% for panels with cells produced outside in China

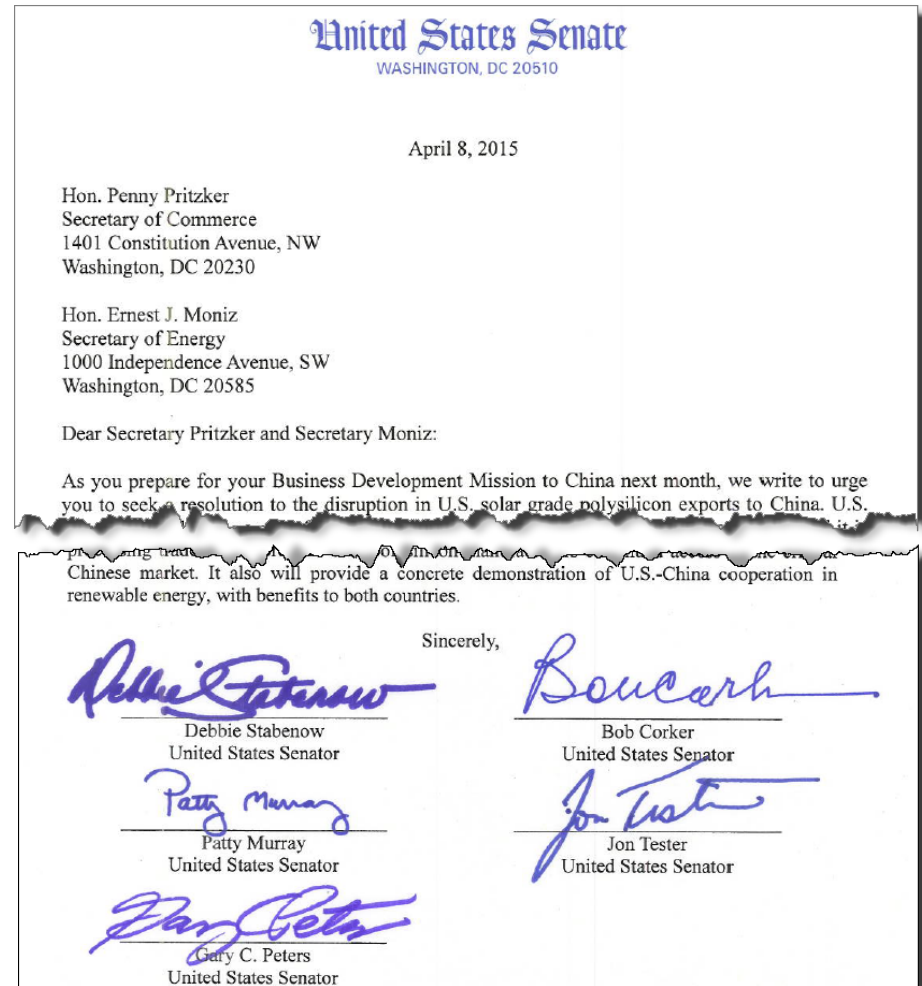
MOFCOM / China DOC

- › ~57% duty will apply to all Solar grade polysilicon imported from the U.S. beginning in September, if Process in Trade is closed
- › Will affect REC Silicon, Hemlock Semiconductor, and Wacker's Tennessee production



Trade Resolution Efforts within the United States

- › U.S. & China have bilateral discussions focused on environmental co-operation, prior to UNFCCC in Paris (Nov/Dec 2015)
 - Re-opening Process in Trade raised by U.S. Cabinet Ministers with Vice Premier Wang
- › U.S. polysilicon producers engaged with U.S. Government agencies regarding Process in Trade and global resolution of solar trade cases
- › Substantial U.S. Congressional support to resolve trade issues



Senator's letter to the DOC and DOE

Trade Resolution Efforts in China

Initiatives toward MOFCOM

- › JV partner, SOE Youser Group (#142 China Fortune 200) submitted formal request with MOFCOM to re-open Process in Trade for REC and initiate interim tariff review
- › Shaanxi provincial government also supports Youser Group's request
- › MOFCOM has accepted and will review Youser Group's formal request

Importance to Youser Group

- › REC's continued partnership in the JV is critical to establish the JV as China's polysilicon technological and production leader

REC Granular Important to China

- › Only non-integrated supplier of FBR granular to Chinese wafer producers
- › Granular provides competitive advantage
- › Access to FBR material is important to develop optimized wafer production processes, until JV material available



“Therefore, we sincerely request that MOFCOM adjust related trade sanction measures to make the project's continued operation possible. Our specified requests are as below:

(1) MOFCOM should accept REC's request of review of AD/CVD tariffs ...

(2) ... we sincerely request that MOFCOM and the General Administration of Customs reopen Process in Trade for REC's granular polysilicon”

Youser Group's formal request to MOFCOM
(English translation)



Financial Review

RECSiLICON

Financial Results – Total and Continuing Operations

(USD million)	2014			2013		
	<u>Revenues</u>	<u>EBITDA</u>	<u>EBIT</u>	<u>Revenues</u>	<u>EBITDA</u>	<u>EBIT</u>
REC Silicon	492.9	136.2	(2.5)	432.7	63.3	(73.5)
Special Items	-	101.0	101.0	-	20.4	20.4
Other & eliminations	<u>0.1</u>	<u>(4.3)</u>	<u>(4.3)</u>	<u>(15.2)</u>	<u>(16.0)</u>	<u>(16.0)</u>
REC Silicon & Other	493.0	232.9	94.1	417.6	67.7	(69.1)
REC Solar	-	-	-	520.9	19.0	1.8
Gain/Loss on disposal of disc. oper.	-	(0.6)	(0.6)	-	(206.8)	(206.8)
Eliminations	<u>-</u>	<u>-</u>	<u>-</u>	<u>(0.1)</u>	<u>-</u>	<u>-</u>
Total Operations	493.0	232.3	93.5	938.4	(120.1)	(274.0)
Discontinued operations	<u>-</u>	<u>0.6</u>	<u>0.6</u>	<u>(520.9)</u>	<u>170.9</u>	<u>188.0</u>
Continuing Operations	<u>493.0</u>	<u>232.9</u>	<u>94.1</u>	<u>417.6</u>	<u>50.7</u>	<u>(86.1)</u>

› REC Silicon & Other

- The continuing operations

› Other & Eliminations

- 2013 – Intercompany Eliminations Solar
- 2014 - Parent Company Expenses

› Change in Reporting Currency to USD

- All Comparable Periods Converted

› Special Items

- 2013 - Contract Curtailment
- 2014 - Technology Transfer to JV

REC Silicon & Other

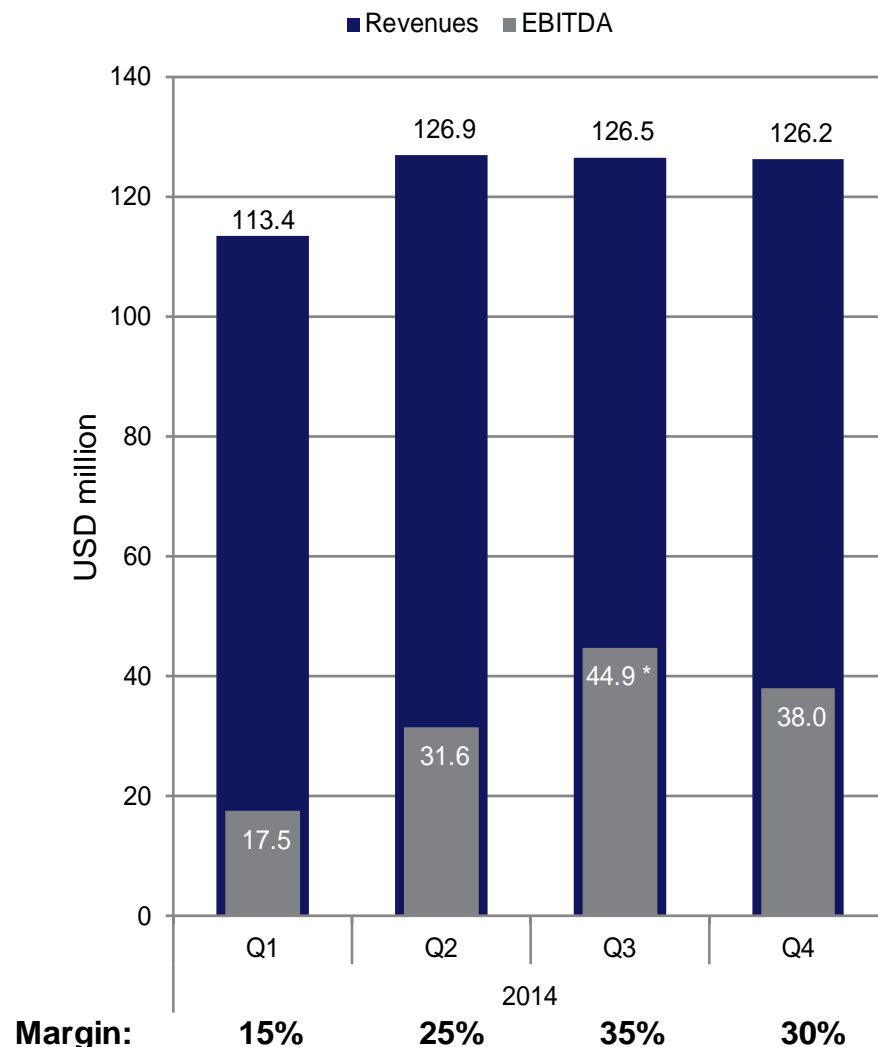
Key Financial Results

Revenues \$493 M in 2014

- › Up \$75.4 M from 2013
- › Polysilicon revenues
 - Average polysilicon prices Increased by 20% from 2013
 - Sales volumes decrease by 11% (Inventory Build)
- › Increased silicon gas sales volume
 - 54% Increased volumes compared to 2013
 - 8% Decrease in Silane gas prices

EBITDA \$232.9 M in 2014

- › Compared to \$67.7 M in 2013
- › Special Items
 - \$20M in 2013 – Contract Curtailment
 - \$101M in 2014 - Technology Transfer to JV



* Excludes Special Items of USD 101 million Gain on Sale of Technology to the Yulin JV

Liquidity at December 31, 2014

Nominal Net Debt - \$112 M

› Reduced by \$265 M in 2014

Nominal Debt - \$208 M

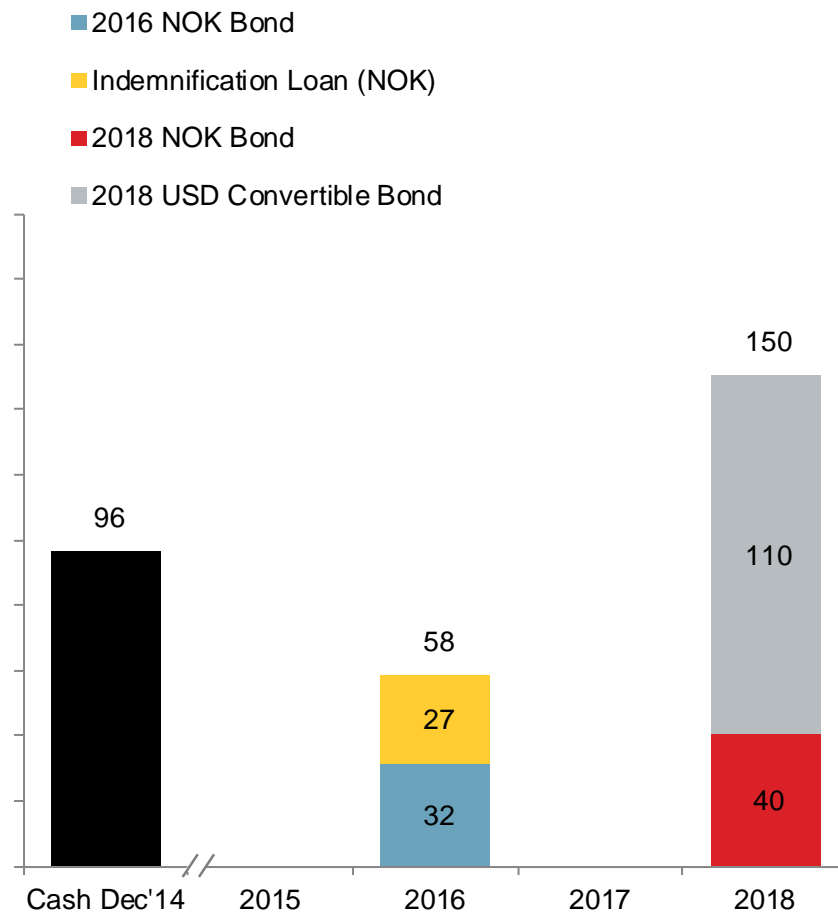
› Reduced by \$169 M in 2014

2014 Debt Maturities

› EUR 81.2 M Convertible Bond (\$111.4M)

› NOK 195.5 M REC01 Bond (\$31.3M)

USD million





Yulin JV Update

Yulin JV – The next big step in REC's development

Yulin Plant

- › 19,000 MT FBR-B capacity
- › 300 MT Siemens Capacity
- › 49% - 51% Partnership
 - › REC - \$244 M
 - › SNF - \$254 M
- › REC received \$198 MUSD for Technology Transfer
- › Next Generation (FBR-B) technology to be used
- › Technology to be used in China and Taiwan only



Yulin JV – On track for start up in 2017

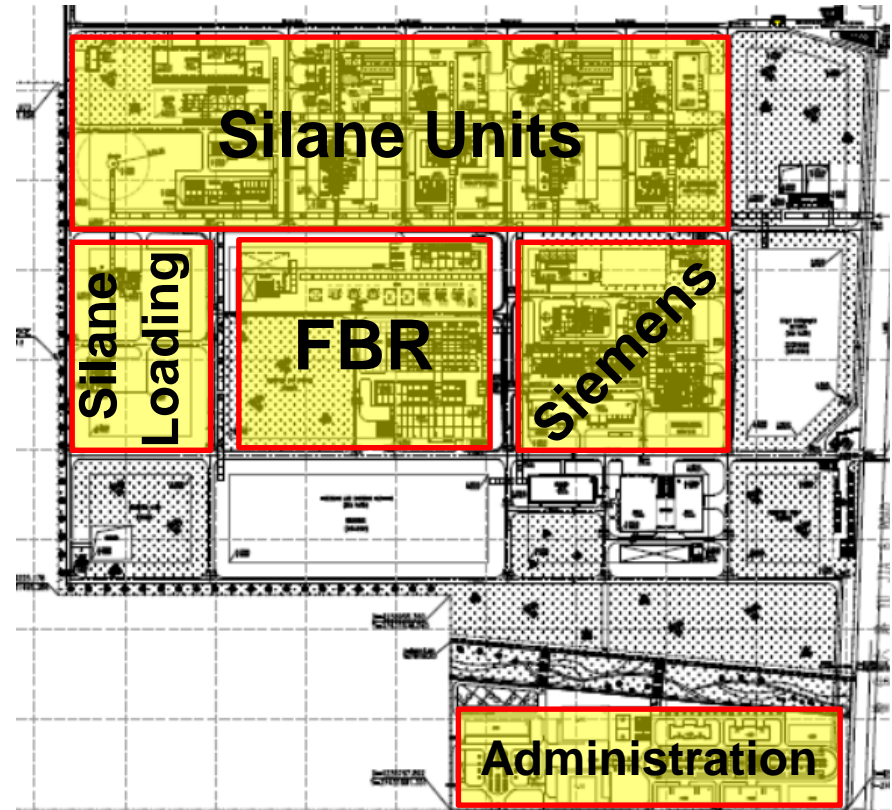
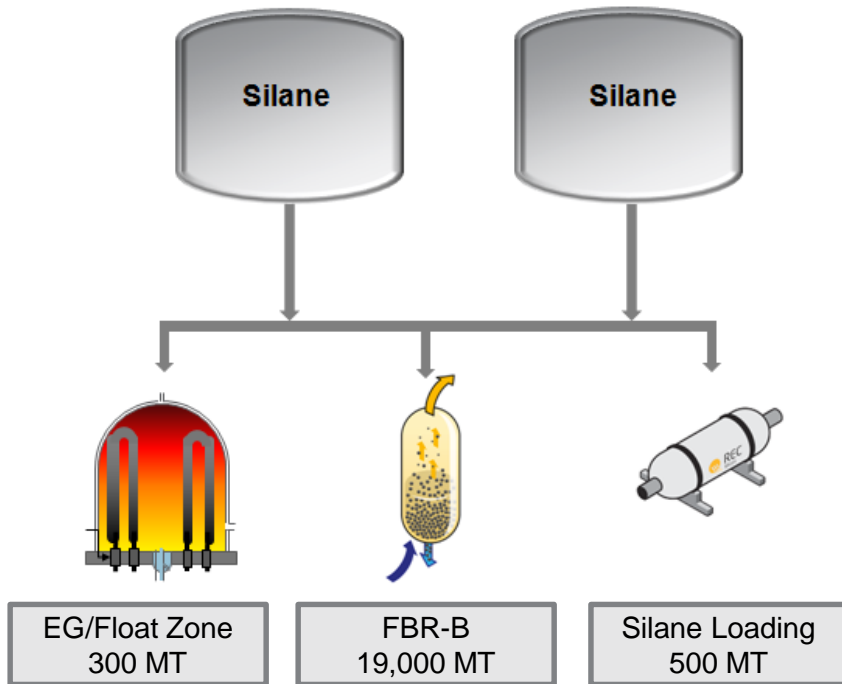
- › Detailed engineering finalized, utilizing Fluor in Shanghai
- › Formal investment decision approved April 24, 2015
- › Long lead items have been ordered, for delivery mid 2016
- › 57 Yulin JV employees will be on-site in Moses Lake and Butte for training beginning in September 2015



Yulin plant Site, March 2014

Optimized Capacities and Yulin Plant Layout

youser 天瑞硅材料
RECSILICON



Yulin Plant Layout

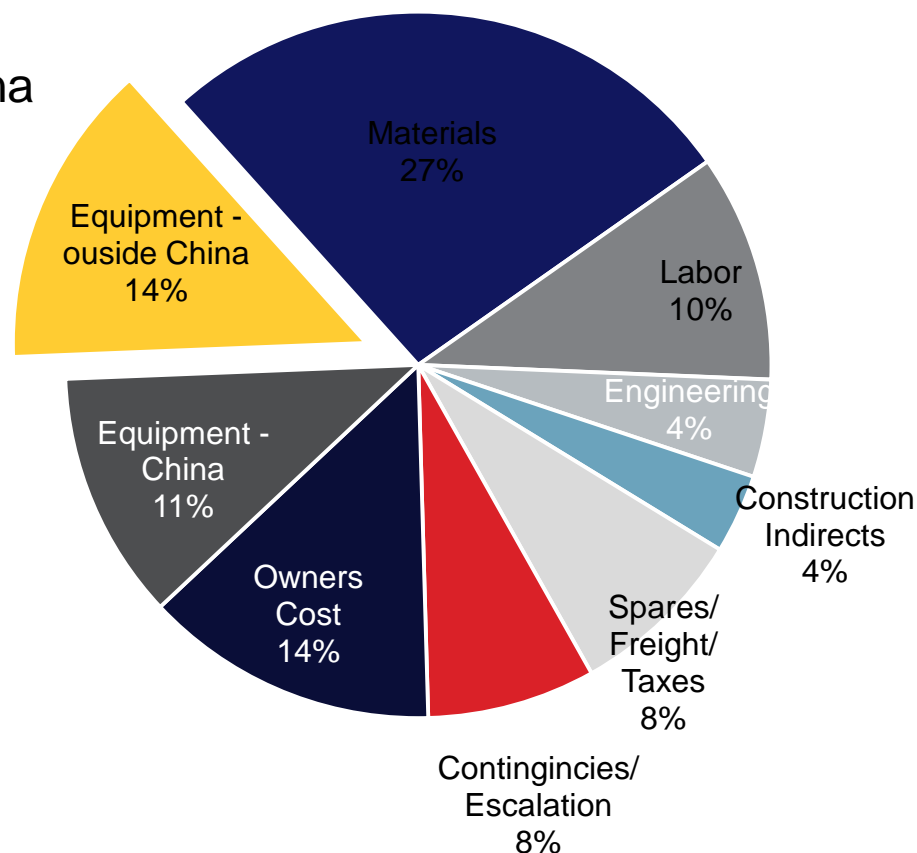
Yulin JV Minimizing Cost & Protecting IP

Total Investment \$1.25 B

- › ~86% Total Cost Sourced in China
- › ~14% likely to be sourced outside China

Critical Equipment from qualified suppliers

- › FBR
 - › Fluid Bed Reactors
- › Silane Unit
 - › Hydrogenation reactors
 - › Chlorosilane Recovery
- › Siemens
 - › Silane-based reactors
- › Other critical components



youser 天瑞硅材料
RECSiLICON

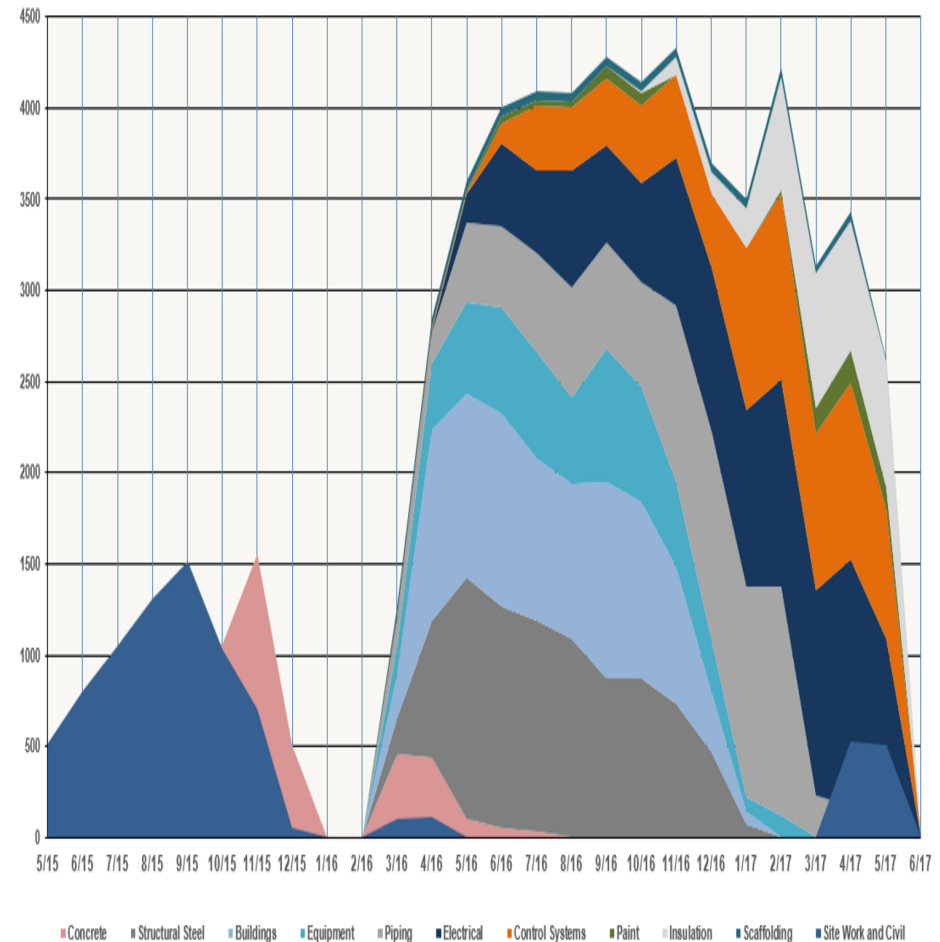


Key Investment Parameters (FBR and Siemens combined)

Total Investment: \$1.25 B

Investment Parameters :

- › CAPEX: \$65/kg
- › Cash Cost: ~\$9.0
- › Production Development
 - 2017 ~ 7,300 MT
 - 2018 ~ 16,300 MT
 - 2019 ~ 19,300 MT



Construction - Manpower Projection



Q2 Guidance

Q2 2015 Guidance

FBR Production

Q2	4,350 MT
----	----------

FBR Cash Cost

Q2	\$11.5/kg
----	-----------

Silicon Gas Sales

Q2	700 MT
----	--------

Semiconductor Production

Q2	340 MT
----	--------

Total Polysilicon Production

Q2	5,100 MT
----	----------

CapEx

2015

Maintenance	\$25 M
-------------	--------

Expansion	\$60 M
-----------	--------



Questions

Item 6 – Approval of Annual Financial Statements and Directors' Report for 2014

➤ The Board's proposal for resolution:

➤ *«The General Meeting approves the Annual Financial Statements and the Directors' Report for 2014. No dividends will be paid for the financial year.»*

To Item 7 – option program 2015: unamended from 2014

➤ Synthetic option program

- Cash bonus corresponding to the positive share price development
- Easier to manage for US employees

➤ 6 year program

- 3 year lock-up, then disbursement over the following 3 years (provided the share price has increased above price at grant)
- Price at grant = 110 % of average price the last 5 days ahead of grant (29 April to 6 May 2015)
- Ceiling on yearly disbursements equal to base salary for the calendar year
- Conditional on continued employment
- Incentives for leading employees in critical areas

➤ Total cost of the program

- Equals 0.35% of the share capital (8,000,000/2,313,818,785)
- Total cost if the share prices increases with 100 % = approx NOK 21,032,000

Item 7 – The Board's statement regarding determination of salary and other compensation to leading employees

➤ The Board's proposal for resolutions:

- « 1: *"The General Meeting supports the statement of the Board regarding compensation to leading employees."*
- 2. *The General Meeting adopts the statement of the Board regarding long term incentive plans and measures for keeping key personnel.»*

Item 8 – Authorization to issue shares – general financing purposes

➤ The Board's proposal for resolution:

- *«The Board is granted authorization to increase the share capital with up to NOK 230,000,000, which is a maximum of 10 % of the existing share capital, by issuing up to 230,000,000 shares through one or several share capital increases. The authorization to acquire shares shall be used for one or more of the following purposes: (i) in connection with investments, mergers and acquisitions; (ii) in connection with effectuation of mandatory share issues and to carry out the consolidation of shares and/or; (iii) to provide the Company with financial flexibility. Price and conditions for subscription will be determined by the Board on issuance, according to the Company's needs and the shares' market value at the time. Shares can be issued in exchange for cash settlement or contribution in kind. The existing shareholders preemptive rights to subscribe shares can be deviated from in connection with the effectuation of this authorization. The Board's authorization is valid until the Annual General Meeting in 2016, but shall in any event expire at the latest 15 months from the date of this General Meeting. The Board is at the same time given authorization to make the necessary amendments to the articles of association on execution of the authorization. This authorization replaces the authorization to increase the share capital given by the general meeting on 12 May 2014.»*

Item 9 – Authorization to acquire treasury shares

➤ The Board's proposal for resolution:

- «*“The Board is granted authorization to acquire shares in REC Silicon ASA on behalf of the Company for one or more of the following purposes: (i) in connection with the Company's share option program for its employees, and/or (ii) to increase return on investment for the Company's shareholders. The authorization covers purchase(s) of up to 10% of the face value of the share capital of the Company, cf. the public limited liability companies act §§ 9-2 and 9-3. Shares may be acquired at minimum NOK 1 per share and maximum NOK 50 per share. The shares shall be acquired through ordinary purchase on the stock exchange. The Board's authorization is valid until the Annual General Meeting in 2016 or until it is revoked by a General Meeting resolution passed with simple majority, but shall in any event expire at the latest 15 months from the date of this General Meeting. The decision shall be notified to and registered by the Norwegian Register of Business Enterprises prior to acquiring any shares pursuant to this authorization. »*

Item 10 – Election of members to the Board of Directors

➤ Proposed resolution:

➤ «*The following are elected as members of the Board of directors for a period of one (1) year until the next Annual General Meeting:*

- Jens Ulltveit-Moe
- Espen Klitzing
- Ragnhild Wiborg
- Erik Løkke-Øwre
- Inger Berg Ørstavik»

Item 11 – Election of members to the Nomination Committee

➤ Proposed resolution:

- *«Live Haukvik Aker is re-elected as a member of the Nomination Committee for a period of two (2) years. Karen Helene Ulltveit-Moe and Rune Selmar both have one (1) year left of their service period as members of the Nomination Committee. Rune Selmar is elected as the Chairman of the Nomination Committee.»*



THANK YOU

RECSiLICON