

NOTICE OF ANNUAL GENERAL MEETING

The annual general meeting of Zalaris ASA will be held **Friday 13 May 2016**, at 10:00 at Felix Konferansesenter, Bryggetorget 3, 0125 Oslo.

ATTENDANCE SLIP**PIN:****REF****Zalaris ASA – Annual General Meeting**

The Attendance slip must be returned to Nordea Bank Norge ASA **no later than 12:00 am CET on Tuesday, 10. May 2016.**

Address: Nordea Bank Norge ASA, Issuer Services, P.O.Box 1166 Sentrum, 0107 Oslo, Norway.
Telefax +47 22 36 97 03, email nis@nordea.com

The undersigned will attend **Zalaris** ASA's Annual General Meeting on Friday, 13 May 2016 and

☐

Vote for my/our shares: _____

☐

Vote for shares in accordance with proxy(ies) enclosed

Date_____
Shareholder's signature

When signed by a power of attorney, this shall be documented either by a company certificate or a power of attorney.

PROXY - OPEN**PIN:****REF****Zalaris ASA – Annual General Meeting**

Shareholders, who are unable to attend the Annual General Meeting, may execute a proxy in the name of any other person attending the meeting.

The proxy must be returned to Nordea Bank Norge ASA **no later than 12:00 am CET on Tuesday, 10. May 2016.**

Address: Nordea Bank Norge ASA, Issuer Services, P.O. Box 1166 Sentrum, 0107 Oslo, Norway. Telefax +47 22 36 97 03, email: nis@nordea.com

The undersigned shareholder in Zalaris ASA hereby authorizes:

☐

Lars Henriksen, Chairman of the Board

☐

Hans-Petter Møllerud, President and Chief Executive Officer

☐

Other person

to attend and vote on my/our behalf at Zalaris ASA's Annual General Meeting on Friday, 13. May 2016.

Date_____
Shareholder's signature

When signed by a power of attorney, this shall be documented either by a company certificate or a power of attorney.

PROXY WITH VOTING INSTRUCTIONS

PIN:

REF:

This form must be completed if you wish to provide voting instructions to the Proxy holder for the AGM of Zalaris ASA 2015. The items presented on the proxy instruction under are in accordance with the notice for the Annual General Meeting. The proxy, with voting instruction, can be given to any person you authorise. If returned without a name for of the proxy holder, the proxy will be given to the chairman of the board, Lars Henriksen.

The Proxy must be returned by post to Nordea Bank Norge ASA, Issuer Services, P. O. Box 1166 Sentrum, 0107 Oslo, or by fax +47 22 36 97 03, email nis@nordea.com. The Proxy must be sent to Nordea Bank Norge ASA, Issuer Services **no later than Friday 10. May 2016, 12 a.m.** As a registered shareholder in Zalaris ASA I hereby give

☐ Lars Henriksen, Chairman ☐ Hans-Petter Mellerud, CEO ☐ Other

the proxy to attend and vote on my behalf at the Zalaris ASA's Annual General Meeting Monday, 13 May 2016.

Voting must be according to the instructions below. Please note that unmarked fields in the agenda will be counted as instruction to vote "FOR" the items in the notice.

Pkt	Agenda Annual General Meeting 2016	In favour	Against	Abstain	Nominated Proxy votes
1.	Election of the chairman for the meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	Approval of the notice and the agenda	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	Election of a person to co-sign the minutes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	Approval of the annual accounts and the directors' report for the financial year 2015	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	Determination of remuneration to the members of the Board				
6.	Determination of remuneration for the members of the Nomination Committee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.	Approval of auditor's fee for 2015	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8.	The Board's statement regarding specification of salaries and other remuneration of the management pursuant to Section 6-16a of the Norwegian Public Limited Companies Act	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9.	Statement on corporate governance pursuant to Section 3-3b of the Norwegian Accounting Act				
10.	Election of Board members				
10.1	Election of Karl-Christian Agerup	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10.2	Election of Lars Henriksen (chairman)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10.3	Election of Liselotte Hægert Engstam				
10.4	Election of Jan Koivurinta	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10.5	Election of Tina Steinsvik Sund	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11.	Election of Nomination Committee				
11.1	Election of Bård Brath Ingerø (chairman)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11.2	Election of Ragnar Horn	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12.	Authorisation to the board to increase the share capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13.	Authorisation to the Board to purchase the Company's shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The above mentioned proxy holder has been authorized to attend and vote for my/our shares at the ordinary annual general meeting in Zalaris ASA, Friday, 13 May 2016.

Date _____ Shareholder's signature _____

When signed by a power of attorney, this shall be documented either by a company certificate or a power of attorney