

# ARTICLES OF ASSOCIATION FOR THIN FILM ELECTRONICS ASA

*Latest amended on 23 Feb 2017*

## **§1 THE NAME OF THE COMPANY**

The name of the Company is Thin Film Electronics ASA. The Company is a public limited company.

## **§2 THE COMPANY'S BUSINESS**

The objectives of the Company shall be the commercialization, research, development and production of technology and products related to printed electronics components and smart systems. These objectives may be carried out in full internally, or in whole or in part externally through collaborative efforts with one or more of the Company's ecosystem partners.

## **§3 REGISTERED OFFICE**

The registered office of the Company is situated in Oslo.

## **§4 THE COMPANY'S SHARE CAPITAL**

The Company's share capital is NOK 89,855,052.87 divided into 816,864,117 ordinary shares at NOK 0.11 par value per share.

## **§5 THE COMPANY'S GOVERNANCE**

The Company's board of directors shall consist of from three to nine members, as decided by the general meeting. The board may grant powers of procuration.

## **§6 THE GENERAL MEETING**

The ordinary general meeting shall consider and decide:

1. Adoption of the annual financial statement and report of the board of directors, including the declaration of a dividend.
2. Election of chairman and members of the nomination committee, and determination of remuneration to the members of the nomination committee.
3. Any other business required by the laws or the articles of association to be transacted by the general meeting.

The general meetings of the Company shall as a general rule be conducted in the Norwegian language. However, the board of directors may decide that the English language shall be used.

## **§7 EXEMPTION FROM REQUIREMENTS TO SUBMIT DOCUMENTS WITH NOTICE OF GENERAL MEETING**

Documents which timely have been made available on the Internet site of the Company, and which deal with matters that are to be handled at the general meeting, do not need to be sent to the Company's shareholders.

## **§8 REGISTRATION FOR GENERAL MEETING**

A shareholder who wishes to attend the general meeting, in person or by proxy, shall notify its attendance to the Company no later than two days prior to the general meeting. If the shareholder does not notify the Company of its attendance in a timely manner, the Company may deny the shareholder access to the general meeting.

## **§9 NOMINATION COMMITTEE**

- a) Thin Film Electronics ASA shall have a nomination committee. The nomination committee shall have three members, including a chairman. Members of the nomination committee shall be elected by the Annual General Meeting for a term of two years.
- b) The nomination committee shall:
  - Propose candidates for election to the Board of Directors
  - Propose the remuneration to be paid to the Board members
  - Propose candidates for election to the nomination committee
  - Propose the remuneration to be paid to the nomination committee members
- c) The mandate of the nomination committee shall be resolved by the Annual General Meeting.

## **§10 RELATION TO THE NORWEGIAN PUBLIC LIMITED COMPANIES ACT**

Reference is also made to the legislation concerning public limited companies in force at the relevant time.