



## Notice of Extraordinary General Meeting of Scatec Solar ASA

The Board of Directors of Scatec Solar ASA (the "Company") hereby convenes an Extraordinary General Meeting (the "General Meeting") on 23 October 2019 at 12:00 (CET) at Karenslyst Alle 49, 0279 Oslo.

### The following matters are on the agenda:

1. Opening of the meeting
2. Presentation of the record of shareholders and representatives present
3. Election of a Chairman of the meeting and a person to co-sign the minutes
4. Approval of notice and agenda
5. Authorisation to the Board of Directors to increase the share capital of the Company for strengthening of the Company's equity and issue of consideration shares in connection with acquisitions of businesses within the Company's purpose

There will, at the date of the Extraordinary General Meeting, be 125,128,672 shares in the Company, and each share carries one vote. As of the date of this notice, the Company holds zero (0.00) own shares. No votes may be exercised for such shares.

Attendance at the General Meeting, either in person or by proxy, must be registered within the end of 14 October 2019. Shareholders can register attendance online through the Norwegian Securities Depository's (VPS) investor services. Attendance can also be registered by completing and submitting the registration or proxy form attached as Appendix 1 in accordance with the instructions set out in the form.

Shareholders who are unable to attend the General Meeting may authorise the Chairman (or whomever he designates) or another person to vote for its shares. Proxies may be submitted electronically through VPS investor service or by completing and submitting the registration or proxy form attached as Appendix 1 in accordance with the instructions set out in the form. The proxy must be in writing, dated, signed and submitted no later than at the General Meeting. Proxy forms must be received by the Company no later than the end of 14 October 2019, unless the shareholder has registered attendance within this deadline. See the enclosed proxy form for further information on proxies. The Company is of the opinion that neither the beneficiary shareholder nor the nominee is entitled to vote for shares registered on a nominee account in the VPS, cf. the Norwegian Public

Limited Act section 4-10. Shareholders must ensure that the shares are registered in the VPS account held in their own name prior to 14 October 2019 in order to

be assured that it may vote for such shares at the General Meeting, cf. below regarding recording in the shareholder registry. Pursuant to the Company's articles of association, upon acquisition of shares, the right to participate and vote at the General Meeting may only be exercised if the acquisition is recorded in the shareholder registry the fifth business day prior to the General Meeting being 16 October 2019.

Decisions on voting rights for shareholders and representatives are made by the person opening the meeting, whose decision may be reversed by the General Meeting by majority vote. Shareholders have the right to propose resolutions for the matters to be addressed by the General Meeting. A shareholder may demand that Board members and the Chief Executive Officer provide available information at the General Meeting about matters which may affect the assessment of items which have been presented to the shareholders for decision. The same applies to information regarding the Company's financial position and other business to be transacted at the General Meeting, unless the information demanded cannot be disclosed without causing disproportionate harm to the Company. Shareholders are entitled to bring advisors and may grant the right of speech to one advisor.

Information about the General Meeting and documents to be considered by the General Meeting or incorporated in the notice is posted on the Company's website. Documents relating to matters to be considered by the General Meeting may be sent free of charge to shareholders upon request.

### The following documents will be available on [www.scatecsolar.com](http://www.scatecsolar.com):

- this notice and the enclosed form for Notice of attendance/Proxy
- the Board of Directors' proposed resolutions for the Extraordinary General Meeting for the items listed above

Oslo, 24 September 2019

The Board of Directors of Scatec Solar ASA



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**Enclosure:**  
Notice of Attendance/Proxy

**REGISTRATION FORM**

The undersigned shareholder will participate in the Extraordinary General Meeting of Scatec Solar ASA (the "Company"), 23 October 2019:

Name of shareholder \_\_\_\_\_

Representative for shareholder (if a corporation) \_\_\_\_\_

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|       |      |           |
|-------|------|-----------|
| Place | Date | Signature |
|-------|------|-----------|

If the shareholder is a corporation, a company certificate or other valid documentation (e.g. board resolution) showing that the undersigned may sign on behalf of the shareholders shall be enclosed. Shareholders who wish to grant a proxy shall (only) complete the proxy form. The form may be sent to: Nordea Bank Norge ASA, Issuer Services, Postboks 1166 Sentrum, 0107 OSLO, e-mail address [issuerservices.no@nordea.com](mailto:issuerservices.no@nordea.com) or facsimile +47 22 48 63 49, marked "Scatec Solar". **Notification of attendance at the General Meeting, either in person or by proxy, must be received by Nordea within the end of 14 October 2019.**

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**PROXY FORM WITHOUT VOTING INSTRUCTIONS**

This proxy form shall be used for granting proxies without voting instructions and to register the proxy's attendance at the Extraordinay General Meeting of Scatec Solar ASA (the "Company"), 23 October 2019. If you want to provide voting instructions, please use the form for proxy with voting instructions.

The undersigned shareholder hereby authorises \_\_\_\_\_ to attend and vote for my/our shares at the General Meeting. If the name of the proxy holder is not stated, the proxy shall be deemed granted to the Chairman of the board (or whoever the Chairman of the Board authorises). Neither the Company nor the Chairman of the board (or whoever the Chairman of the Board authorises) can be held responsible for any loss resulting from the proxy form not being received by the proxy in time. The Company and the Chairman of the board (or whoever the Chairman of the Board authorises) are not responsible for ensuring that votes will be cast in accordance with the proxy form and have no responsibility in connection with cast of votes pursuant to the proxy form.

Name of shareholder \_\_\_\_\_

Representative for shareholder (if a corporation) \_\_\_\_\_

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|       |      |           |
|-------|------|-----------|
| Place | Date | Signature |
|-------|------|-----------|

If the shareholder is a corporation, a company certificate or other valid documentation (e.g. board resolution) showing that the undersigned may sign on behalf of the shareholders shall be enclosed. The form may be sent to: Nordea Bank Norge ASA, Issuer Services, Postboks 1166 Sentrum, 0107 OSLO, e-mail address [issuerservices.no@nordea.com](mailto:issuerservices.no@nordea.com) or facsimile +47 22 48 63 49, marked "Scatec Solar". **Notification of attendance at the General Meeting, either in person or by proxy, must be received by Nordea within the end of 14 October 2019.**



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**PROXY FORM WITH VOTING INSTRUCTIONS**

This proxy form shall be used for granting proxies with voting instructions and to register the proxy's attendance at the Extraordinary General Meeting of Scatec Solar ASA (the "Company"), 23 October 2019.

The undersigned shareholder hereby authorises \_\_\_\_\_ to attend and vote for my/our shares at the General Meeting. If the name of the proxy holder is not stated, the proxy shall be deemed granted to the Chairman of the Board (or whoever the Chairman of the Board authorises). Neither the Company nor the Chairman of the Board (or whoever the Chairman of the Board authorises) can be held responsible for any loss resulting from the proxy form not being received by the proxy in time. The Company and the Chairman of the board (or whoever the Chairman of the board authorises) are not responsible for ensuring that votes will be cast in accordance with the proxy form and have no responsibility in connection with cast of votes pursuant to the proxy form.

Name of shareholder \_\_\_\_\_

Representative for shareholder (if a corporation) \_\_\_\_\_

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| Place | Date | Signature |
|-------|------|-----------|
|-------|------|-----------|

If the shareholder is a corporation, a company certificate or other valid documentation (e.g. board resolution) showing that the undersigned may sign on behalf of the shareholders shall be enclosed. The form may be sent to: Nordea Bank Norge ASA, Issuer Services, Postboks 1166 Sentrum, 0107 OSLO, e-mail address [issuerservices.no@nordea.com](mailto:issuerservices.no@nordea.com) or facsimile +47 22 48 63 49, marked "Scatec Solar". **Notification of attendance at the General Meeting, either in person or by proxy, must be received by Nordea within the end of 14 October 2019.** Please note that **no indication (i.e. no box has been crossed off) on any matter on the agenda will be deemed as a vote in favor of the motion as included in the notice**, however so that the proxy holder decides the vote to the extent a motion from the floor, a motion in addition to or instead of the proposals included in the notice to the General Meeting is made. If the voting instruction is unclear, the proxy holder will exercise his power of attorney based on a for the proxy holder reasonable assessment of the instruction. If such assessment is not possible, the proxy holder may abstain from voting.



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| Agenda   | For                      | Against                  | Blank                    |
|--|--------------------------|--------------------------|--------------------------|
| 3. Election of chairman of the meeting and a person to co-sign the minutes   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. Approval of notice and agenda   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. Authorisation to the Board of Directors to increase the share capital of the Company for strengthening of the Company's equity and issue of consideration shares in connection with acquisitions of businesses within the Company's purpose | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |