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Til aksjeeierne i poLight ASA (org.nr. 988 862 703)

Horten, 3. mai 2019

**INNKALLING
TIL
ORDINÆR GENERALFORSAMLING
28. MAI 2019**

Styret i poLight ASA ("poLight" eller "Selskapet") innkaller herved til ordinær generalforsamling.

Tid: 28. mai 2019 kl. 12.30

Sted: Advokatfirmaet CLP DA, Sommerrogata 13-15, 0255 Oslo, Norge.

Dagsorden:

1. Åpning av generalforsamlingen ved styrets leder, med opptak av fortegnelse over møtende og representerte aksjeeiere
2. Valg av møteleder og en person til å medundertegne protokollen

Styret foreslår at styrets leder Eivind Bergsmyr velges som møteleder.

3. Godkjennelse av innkalling og dagsorden

4. Godkjennelse av årsregnskap og årsberetning for regnskapsåret 2018, herunder dekning av årets underskudd

Selskapets administrerende direktør orienterer om virksomheten for 2018.

Årsregnskapet og årsberetningen for regnskapsåret 2018, samt revisors beretning, er tilgjengelig på Selskapets forretningskontor og hjemmeside: www.polight.com, og vil bli fremlagt på generalforsamlingen.

Styret foreslår at generalforsamlingen fatter følgende vedtak:

"Generalforsamlingen godkjenner årsregnskapet, herunder konsernregnskapet, og årsberetningen for regnskapsåret 2018.

This document has been prepared in both Norwegian and English. In case of any discrepancy between the two versions, the Norwegian version shall prevail.

To the shareholders of poLight ASA (org.no. 988 862 703)

Horten, 3 May 2019

**NOTICE
OF
ORDINARY GENERAL MEETING
28 MAY 2019**

The Board of Directors of poLight ASA ("poLight" or the "Company") hereby convenes an ordinary general meeting.

Time: 28 May 2019 at 12.30 pm CET

Place: Advokatfirmaet CLP DA, Sommerrogata 13-15, 0255 Oslo, Norway.

Agenda:

1. Opening of the meeting by the Chairman of the Board of Directors, and recording of participating and represented shareholders
2. Election of person to chair the meeting and person to co-sign the minutes

The Board of Directors proposes that the Chairman of the Board of Directors, Eivind Bergsmyr, is elected to chair the meeting.

3. Approval of notice and agenda

4. Approval of the annual accounts and annual report for the financial year 2018, including coverage of the year deficit

The Company's CEO informs on the business for 2018.

The annual accounts and annual report for the financial year 2018, as well as the auditor's report, are available at the Company's registered office and website: www.polight.com, and will be made available at the general meeting.

The Board of Directors proposes that the general meeting passes the following resolution:

"The annual report and annual accounts, including the consolidated group accounts, for the financial year 2018 are approved.

Selskapets underskudd på NOK 76.907.000 dekkes ved overføring fra overkursfond med NOK 72.187.000 og opptjent egenkapital med NOK 4.719.000.

5. Godkjennelse av godtgjørelse til styret

Valgkomitéens forslag til styrehonorar er inntatt i valgkomitéens innstilling på www.polight.com.

I samsvar med valgkomitéens innstilling, foreslår styret at generalforsamlingen fatter følgende vedtak:

"Godtgjørelse til styrets aksjonærvalgte medlemmer for perioden frem til ordinær generalforsamling 2019 fastsettes som følger: Styrets leder NOK 350.000 og øvrige styremedlemmer NOK 175.000.

Godtgjørelse til styrets aksjonærvalgte medlemmer for perioden fra ordinær generalforsamling 2019 og frem til ordinær generalforsamling 2020 fastsettes som følger: Styrets leder NOK 350.000 og øvrige styremedlemmer NOK 175.000. Styrehonoraret betales forskuddsvis hvert kvartal."

6. Godkjennelse av honorar til valgkomité

Valgkomitéens forslag til honorar til valgkomitéen er inntatt i valgkomitéens innstilling på www.polight.com.

I samsvar med valgkomitéens innstilling, foreslår styret at generalforsamlingen vedtar følgende honorar til valgkomitéens medlemmer for perioden frem til ordinær generalforsamling 2019:

"Medlemmene av valgkomitéen honoreres med NOK 20.000 hver.."

7. Godkjennelse av honorar til revisor

Påløpte honorar til lovpålagt revisjon for 2018 utgjør totalt NOK 234.000. Generalforsamlingen skal treffe vedtak om honorar til lovpålagt revisjon.

Styret foreslår at generalforsamlingen fatter følgende vedtak:

The Company's loss of NOK 76,907,000 is covered by a transfer from the share premium fund of NOK 72,187,000 and retained earnings of NOK 4,719,000."

5. Approval of remuneration to the Board of Directors

The nomination committee's proposal for remuneration of the Board of Directors is included in the nomination committee's recommendations made available on www.polight.com.

In accordance with the nomination committee's recommendation, the Board of Directors proposes that the general meeting passes the following resolution:

"The remuneration to the shareholder elected members of the Board of Directors for the period up to the ordinary general meeting 2019 is set out as follows: The Chairman of the Board NOK 350,000 and other Board members NOK 175,000.

Remuneration to the shareholder elected members of the Board of Directors in the period from the ordinary general meeting 2019 and up to the ordinary general meeting 2020 is set out as follows: The Chairman of the Board NOK 350,000 and the other Board members NOK 175,000. The remuneration to the Board of Directors is paid in advance each quarter."

6. Approval of remuneration to the nomination committee

The nomination committee's proposal for remuneration to the nomination committee is included in the nomination committee's recommendations made available on www.polight.com.

In accordance with the nomination committee's recommendations, the Board of Directors proposes that the general meeting approves the following remuneration to the members of the nomination committee for the period up to the ordinary general meeting 2019:

"The members of the nomination committee are each remunerated with NOK 20.000."

7. Approval of remuneration to the Company's auditor

Accrued fees for the statutory audit for 2018 amount to NOK 234,000. The general meeting shall make a resolution regarding the remuneration related to statutory audit.

The Board of Directors proposes that the general meeting passes the following resolution:

"Revisors honorar på NOK 234.000 relatert til lovpålagt revisjon godkjennes".

"Remuneration to the auditor of NOK 234,000 for statutory audit is approved".

8. Styrevalg

Valgkomitéens forslag til valg av styremedlemmer er inntatt i valgkomitéens innstilling på www.polight.com.

I samsvar med valgkomitéens innstilling, foreslår styret at generalforsamlingen fatter følgende vedtak:

"Følgende personer velges til å utgjøre styret:

Eivind Bergsmyr, styreleder med valgperiode frem til ordinær generalforsamling i 2020,

Ann-Tove Kongsnes, nestleder med valgperiode frem til ordinær generalforsamling i 2020,

Grethe Viksaas, styremedlem med valgperiode frem til ordinær generalforsamling i 2021,

Juha Alakarhu, styremedlem med valgperiode frem til ordinær generalforsamling i 2021, og

Svenn-Tore Larsen, styremedlem med valgperiode frem til ordinær generalforsamling i 2021."

9. Valg av medlemmer til valgkomité

Valgkomitéens forslag til valg av medlemmer til valgkomitéen er inntatt i valgkomitéens innstilling på www.polight.com.

I samsvar med valgkomitéens innstilling, foreslår styret at generalforsamlingen fatter følgende vedtak:

"Følgende personer velges til å utgjøre valgkomiteen:

Erik Hagen (Viking Venture) med valgperiode frem til ordinær generalforsamling i 2021,

8. Board election

The nomination committee proposal for the election of Board members is included in the nomination committee's recommendations made available on www.polight.com.

In accordance with the nomination committee's recommendations, the Board of Directors proposes that the general meeting passes the following resolution:

"The following persons are elected to the Board of Directors:

Eivind Bergsmyr, Chairman with an election period up to the ordinary general meeting in 2020,

Ann-Tove Kongsnes, Chairman's deputy with an election period up to the ordinary general meeting in 2020,

Grethe Viksaas, Board member with an election period up to the ordinary general meeting in 2021,

Juha Alakarhu, Board member with an election period up to the ordinary general meeting in 2021, and

Svenn-Tore Larsen, Board member with an election period up to the ordinary general meeting in 2021."

9. Election of members of the nomination committee

The nomination committee's proposal for the election of members of the nomination committee is included in the nomination committee's recommendations made available on www.polight.com.

In accordance with the nomination committee's recommendations, the Board of Directors proposes that the general meeting passes the following resolution:

"The following persons are elected to the nomination committee:

Erik Hagen (Viking Venture) with an election period up to the ordinary general meeting in 2021,

Thomas Wrede Holm (Investinor) med valgperiode frem til ordinær generalforsamling i 2021, og

Jan Erik Hæreid (Alliance Venture) med valgperiode frem til ordinær generalforsamling i 2020."

10. Styrets erklæring om fastsettelse av lønn og annen godtgjørelse til ledende ansatte

I henhold til allmennaksjeloven § 6-16a har styret utarbeidet en erklæring om fastsettelse av lønn og annen godtgjørelse til ledende ansatte i Selskapet. Erklæringen er tilgjengelig på selskapets hjemmeside www.polight.com.

Generalforsamlingens avstemning over retningslinjene er veilegende for styret. Godkjennelse av retningslinjer som gjelder godtgjørelse i form av aksjer, tegningsretter, opsjoner og andre former for godtgjørelse som er knyttet til aksjer eller utviklingen av aksjekursen i Selskapet eller andre selskaper innenfor konsernet, er derimot bindende for styret, jf. allmennaksjeloven § 5-6 (3) tredje setning, jf. § 6-16a (2) fjerde setning.

De veilegende og bindende retningslinjene er gjenstand for separat voting.

a. Veilende retningslinjer

Styret foreslår at generalforsamlingen fattet følgende vedtak hva gjelder de veilende retningslinjene:

"Generalforsamlingen gir sin tilslutning til de veilende retningslinjene i styrets erklæring i henhold til allmennaksjeloven § 6-16a."

b. Bindende retningslinjer

Styret foreslår at generalforsamlingen fattet følgende vedtak hva gjelder de bindende retningslinjene:

"Generalforsamlingen godkjenner de bindende retningslinjene i styrets erklæring i henhold til allmennaksjeloven § 6-16a."

Thomas Wrede Holm (Investinor) with an election period up to the ordinary general meeting in 2021, and

Jan Erik Hæreid (Alliance Venture) with an election period up to the ordinary general meeting in 2020."

10. The Board of Directors' declaration for remuneration of the executive management team

In accordance with section 6-16a of the Norwegian Public Limited Liability Companies Act, the Board of Directors has prepared a statement on the determination of salary and other remuneration to the executive management of the Company. The statement is available at the Company's website www.polight.com.

The general meeting's vote on the guidelines is of an advisory nature to the Board of Directors. However, the approval of the guidelines regarding remuneration in the form of shares, subscription rights, options, and other forms of remuneration linked to shares or the development of the share price in the Company or in other companies within the group, are binding for the Board of Directors, cf. the Norwegian Public Limited Liability Companies Act section 5-6 (3) third sentence, cf. section 6-16a (2) fourth sentence.

The advisory and binding guidelines are subject to separate votes.

a. Advisory guidelines

The Board of Directors proposes that the general meeting passes the following resolution with regard to the advisory guidelines:

"The general meeting endorses the advisory guidelines in the declaration from the Board of Directors pursuant to the Norwegian Public Limited Liability Companies Act section 6-16a."

b. Binding guidelines

The Board of Directors proposes that the general meeting passes the following resolution with regard to the binding guidelines:

"The general meeting approves the binding guidelines in the declaration from the Board of Directors pursuant to the Norwegian Public Limited Liability Companies Act section 6-16a."

11. Styrefullmakt til å forhøye Selskapets aksjekapital – opsjoner

Styret ønsker å opprettholde og utvide noe, det eksisterende incentivprogrammet for Selskapets ansatte. For å effektivt kunne utstede aksjer til opsjonsinnehavere som utøver sine opsjoner, vil styret foreslå at det tildeles en fullmakt til å øke Selskapets aksjekapital med opp til NOK 137.982, gjennom en eller flere rettede emisjoner mot ansatte etter styrets valg. Forslaget innebærer at de eksisterende aksjeeierne fortinnsrett til å tegne de nye aksjene kan bli fravæket.

Styrets forslag ovenfor innebærer at fullmakten settes til ca. 8,5% av Selskapets eksisterende aksjekapital.

Styret har allerede en fullmakt til å utstede aksjer med pålydende verdi på inntil NOK 108 546 etter utøvelse av opsjoner. Styret foreslår at den eksisterende fullmakten slettes ved vedtakelsen av fullmakten foreslått nedenfor.

På denne bakgrunn foreslår styret at generalforsamlingen treffer følgende vedtak:

"Styrets fullmakt til å øke aksjekapitalen med NOK 108.546, gitt 20. august 2018, slettes.

Styret gis fullmakt i henhold til allmennaksjeloven § 10-14 til å forhøye aksjekapitalen med inntil NOK 137.982 ved å utstede inntil 689.910 aksjer i poLight ASA pålydende NOK 0,20.

Fullmakten kan anvendes for å utstede aksjer til opsjonsinnehavere som har utøvd opsjoner som ledd i Selskapets incentivprogram. Aksjeeierne fortinnsrett til tegning etter allmennaksjeloven §10-4 skal kunne fravikes.

Fullmakten gjelder frem til Selskapets ordinære generalforsamling i 2020, og senest frem til 30. juni 2020. Fullmakten omfatter ikke kapitalforhøyelse mot innskudd i andre eiendeler enn penger eller rett til å pådra Selskapet særlige plikter, jf. allmennaksjeloven § 10-2. Fullmakten omfatter ikke beslutning om fusjon etter allmennaksjeloven § 13-5.

Tegningsvilkårene fastsettes etter nærmere beslutning av Selskapets styre.

11. Board authorisation to increase the Company's share capital – options

The Board of Directors wants to maintain and slightly increase the existing incentive scheme for the Company's employees. For the purpose of issuing shares under the incentive scheme, the Board of Directors proposes that it is granted an authorisation to increase the share capital of the Company's share capital with up to NOK 137,982, through one or more capital increases towards employees chosen by the Board of Directors. The shareholders' pre-emptive rights may be set aside.

The Board's proposal implies that the authorisation is set to approximately 8.5 per cent of the Company's current share capital.

The Board already holds an authorization to issue new shares with par value of up to NOK 108,546 following issuance of options. The Board propose that the existing authorization is annulled upon the approval of the authorization proposed below.

On this background, the Board of Directors proposes that the general meeting passes the following resolution:

"The authorization held by the Board of Directors to increase the share capital with up to NOK 108,546, granted on 20 August 2018, is annulled.

The Board of Directors is in accordance with the Norwegian Public Limited Liability Companies Act section 10-14 hereby authorised to increase the share capital in poLight ASA by up to NOK 137,982 by issuing up to 689,910 shares with a par value of NOK 0.20.

The authorisation may be used to for issuing shares to options holders who have exercised their options under the Company's incentive scheme. The shareholders' pre-emptive rights pursuant to the Norwegian Public Limited Liability Companies Act section 10-4 may be set aside.

The board authorisation is given for the period from the date of this resolution up to the ordinary general meeting 2020, and 30 June 2020 at the latest. The authorisation does not cover capital increases other than in cash or the right to incur special obligations for the Company, cf. the Norwegian Public Limited Liability Companies Act section 10-2. The authorisation does not cover resolutions on mergers in accordance with the Norwegian Public Limited Liability Companies Act section 13-5.

The terms of the subscription shall be decided by the Board of Directors.

"Styret har fullmakt til å endre Selskapets vedtekter § 4 for å reflektere ny aksjekapital i Selskapet etter bruk av fullmakten."

12. Styrefullmakt til å forhøye Selskapets aksjekapital

Styret foreslår at generalforsamlingen gir styret en generell fullmakt til å forhøye aksjekapitalen med et beløp som tilsvarer 10 % av aksjekapitalen i Selskapet. Utstedelse av nye aksjer kan være aktuelt for å styrke Selskapets finansielle posisjon, i forbindelse med oppkjøp, fusjoner eller andre strategiske transaksjoner.

Styret foreslår derfor at generalforsamlingen fatter følgende vedtak:

"Styret gis fullmakt i henhold til allmennaksjeloven § 10-14 til å forhøye aksjekapitalen med inntil NOK 162.332 ved å utstede inntil 811.660 aksjer i poLight ASA pålydende NOK 0,20.

Aksjeeiernes fortrinnsrett til tegning etter allmennaksjeloven §10-4 skal kunne fravikes.

Fullmakten gjelder frem til Selskapets ordinære generalforsamling i 2020, og senest frem til 30. juni 2020.

Fullmakten omfatter kapitalforhøyelse mot innskudd i andre eiendeler enn penger eller rett til å pådra selskapet særlige plikter, jf. allmennaksjeloven § 10-2. Fullmakten omfatter beslutning om fusjon etter allmennaksjeloven § 13-5.

Tegningsvilkårene fastsettes etter nærmere beslutning av Selskapets styre.

Styret har fullmakt til å endre Selskapets vedtekter § 4 for å reflektere ny aksjekapital i Selskapet etter bruk av fullmakten."

13. Styrefullmakt til tilbakekjøp av egne aksjer

Styret foreslår at generalforsamlingen gir styret fullmakt til kjøp av Selskapets egne aksjer.

Styret foreslår derfor at generalforsamlingen fatter følgende vedtak:

The Board of Directors is authorised to modify the Company's article § 4 to reflect the new share capital of the Company when the authorisation is used."

12. Board authorisation to increase the Company's share capital

The Board of Directors proposes that the general meeting resolves to grant the Board of Directors a general authorisation to increase the share capital by issuing new shares with an amount corresponding to 10% of the share capital in the Company. Issuance of new shares may be relevant in order to strengthen the Company's financial position, in connection with mergers or acquisitions, or other strategic transactions.

On this basis the Board of Directors proposes that the general meeting passes the following resolution:

"The Board of Directors is in accordance with the Norwegian Public Limited Liability Companies Act section 10-14 hereby authorised to increase the share capital in poLight ASA by up to NOK 162,332 by issuing up to 811,660 shares with a par value of NOK 0.20.

The shareholders' pre-emptive rights pursuant to the Norwegian Public Limited Liability Companies Act section 10-4 may be set aside.

The board authorisation is given for the period from the date of this resolution up to the ordinary general meeting 2020, and 30 June 2020 at the latest.

The authorisation covers capital increases other than in cash or the right to incur special obligations for the Company, cf. the Norwegian Public Limited Liability Companies Act section 10-2. The authorisation covers resolutions on mergers in accordance with the Norwegian Public Limited Liability Companies Act section 13-5.

The terms of the subscription shall be decided by the Board of Directors.

The Board of Directors is authorised to modify the Company's article § 4 to reflect the new share capital of the Company when the authorisation is used."

13. Board authorisation to acquire treasury shares

The Board proposes that the general meeting resolves to grant the Board an authorisation to acquire treasury shares in the Company.

On this basis the Board of Directors proposes that the general meeting passes the following resolution:

"Styret gis fullmakt til, på vegne av Selskapet, å erverve egne aksjer med samlet pålydende inntil NOK 162.331 som tilsvarer ca. 10 % av den nåværende aksjekapital. Det høyeste beløp som kan betales per aksje er NOK 100 og det laveste er NOK 0,1.

Erverv og avhendelse av egne aksjer skal skje slik styret finner det hensiktsmessig, likevel ikke ved tegning av egne aksjer. Fullmakten gjelder frem til ordinær generalforsamling i 2020, men ikke senere enn 30. juni 2020.

"The Board is granted the authority to, on behalf of the Company, acquire treasury shares with a total nominal value of up to NOK 162,331 corresponding to approx. 10% of the Company's current share capital. The maximum payable price per share shall be NOK 100 and the minimum payable price per share shall be NOK 0.1.

Acquisition and sale of treasury shares may take place as considered suitable by the Board, but not by subscription of treasury shares. The authorisation applies until the ordinary general meeting in 2020, but not beyond 30 June 2020."

I samsvar med Selskapets vedtekter § 8 tredje ledd har styret besluttet å fastsette en frist for påmelding som er kortere enn fem dager før generalforsamlingen. Aksjeeiere som ønsker å delta på generalforsamlingen må således fylle ut og sende inn vedlagte påmeldingsskjema til Selskapet, senest 24. mai 2019 kl. 16. Påmeldingskjema kan sendes til poLight ASA, postboks 163, 3192 Horten, Norge, eller per e-post til Alf Henning Bekkevik, alf.henning.bekkevik@polight.com

Aksjeeiere som ikke selv kan møte på generalforsamlingen, kan benytte vedlagte fullmaktsskjema, med eller uten stemmeinstruks. Fullmakten kan benyttes av den aksjeeieren bemyndiger, eller aksjeeieren kan sende fullmakten uten å påføre navn på fullmektigen. I så fall vil fullmakten anses gitt styrets leder, eller den han bemyndiger. I samsvar med påmeldingsfristen fastsatt av styret i henhold til Selskapets vedtekter § 8 tredje ledd, ønskes fullmakten å være Selskapet i hende senest 24. mai 2019 kl. 16. Fullmaktsskjema kan sendes til poLight ASA, postboks 163, 3192 Horten, Norge, eller per e-post til Alf Henning Bekkevik, alf.henning.bekkevik@polight.com.

Aksjonærer har rett til å fremsette forslag til vedtak i de saker som generalforsamlingen skal behandle. Aksjonærer har rett til å ta med rådgivere, og kan gi talerett til én rådgiver.

En aksjonær kan kreve at styremedlemmer og daglig leder på generalforsamlingen gir tilgjengelige opplysninger om forhold som kan innvirke på bedømmelsen av saker som er forelagt for avgjørelse av generalforsamlingen. Det samme gjelder opplysninger om Selskapets økonomiske stilling og andre saker som generalforsamlingen skal behandle, med mindre de opplysninger som kreves, ikke kan gis uten uforholdsmessig skade for Selskapet.

På tidspunktet for denne innkallingen er det utstedt totalt 8 116 592 aksjer i Selskapet. Selskapet eier ingen egne aksjer. Hver aksje gir én stemme på generalforsamlingen.

Aksjeeier har rett til å avgjøre stemme for det antall aksjer vedkommende eier, og som er registrert i verdipapirsentralen (VPS) på tidspunktet for generalforsamlingen. Dersom en aksjeeier har ervervet aksjer og ikke fått ervervet registrert i VPS på tidspunktet for generalforsamlingen, kan stemmerettigheter for de transporterte aksjene kun

In accordance with the Company's articles of association section 8 third paragraph, the Board of Directors has decided to set a deadline for registration, which is shorter than five days before the ordinary general meeting. Shareholders who are attending the ordinary general meeting must therefore fill in and return the attached notice of attendance to the Company, no later than 24 May 2019 at 4 pm CET. Notice of attendance may be sent by mail to poLight ASA, P.O. Box 163, 3192 Horten, Norway, or by e-mail to Alf Henning Bekkevik, alf.henning.bekkevik@polight.com.

Shareholders who cannot attend the ordinary general meeting in person may use the attached proxy form, with or without voting instructions. The proxy may be used by a person authorised by the shareholder, or the shareholder may send the proxy without naming the proxy holder. In such case, the proxy will be deemed to be given to the Chairman of the Board or a person authorised by him. In accordance with the deadline for registration decided by the Board pursuant to the Company's articles of association section 8 third paragraph, the proxy form is asked to be received by the Company no later 24 May 2019 at 4 pm CET. The proxy form may be sent by mail to poLight ASA, P.O. Box 163, 3192 Horten, Norway, or by e-mail to Alf Henning Bekkevik, alf.henning.bekkevik@polight.com.

Shareholders are entitled to propose suggestions to resolutions in the matters that the general meeting will consider. Shareholders are allowed to bring advisers and may give one adviser the right to speak.

A shareholder may demand that board members and the CEO 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 ordinary general meeting, unless the information demanded cannot be disclosed without causing disproportionate harm to the Company.

On the date of this notice, the Company has a total of 8 116 592 issued and outstanding shares. The Company holds no treasury shares. Each share carries one vote at the general meeting.

Shareholders have the right to vote for the number of shares that they own, and which are registered in the Central Securities Depository (VPS) at the time of the general meeting. If a shareholder has acquired shares, but these shares have not been registered in the VPS at the time of the general meeting, the voting rights of the transferred shares may only be exercised if the

utøves dersom ervervet er meldt VPS og blir godtgjort på generalforsamlingen.

Dersom aksjene er registrert i VPS på en forvalter, jf. allmennaksjeloven § 4-10, og den reelle aksjeeieren ønsker å møte i Selskapets generalforsamling og avgjøre stemme for sine aksjer, må den reelle aksjeeieren medbringe en skriftlig bekrefteelse fra forvalteren på at aksjeeieren er den reelle aksjeeier, samt en erklæring fra aksjeeieren selv på at han er den reelle eier.

Beslutninger om stemmerett for aksjeeiere og fullmektiger treffes av møteåpner, hvis beslutning kan omgjøres av generalforsamlingen med alminnelig flertall.

Selskapet har i medhold av allmennaksjeloven § 5-11 a vedtektsfestet at dokumenter som gjelder saker som skal behandles på generalforsamlingen ikke må sendes til aksjeeierne dersom de gjøres tilgjengelig på Selskapets internetsider. En aksjeeier som krever det vil likevel få tilsendt dokumentene per post ved å henvende seg til Selskapet.

Informasjon vedrørende denne generalforsamlingen, herunder denne innkalling med vedlegg, Selskapets vedtekter og årsregnskapet med årsberetning og revisjonsberetning for 2018 er tilgjengelig på Selskapets forretningskontor og på dets nettside www.polight.com.

Horten, 3. mai 2019

Med vennlig hilsen
for styret i poLight ASA

Eivind Bergsmyr
Styrets leder

Vedlegg

- Møteseddel
- Fullmaktsskjemaer

acquisition is notified to the VPS and is proved at the general meeting.

If the shares are registered with a nominee, cf. the Norwegian Public Limited Liability Companies Act section 4-10, and the beneficial shareholder wants to attend the general meeting and vote for its shares, the beneficial shareholder must bring a written confirmation from the nominee confirming that the shareholder is the beneficial shareholder, and a statement from the shareholder confirming that he is the beneficial owner.

Decisions regarding voting rights for shareholders and proxy holders are made by the person opening the ordinary general meeting, whose decisions may be reversed by the general meeting by simple majority vote.

The Company has, pursuant to the Norwegian Public Limited Liability Companies Act section 5-11, resolved that the Company is not obligated to send documents which concern matters which are on the agenda for the general meeting to its shareholders as long as they are published on the Company's website. However, a shareholder may demand to get the documents sent by mail by contacting the Company.

Information regarding the general meeting, including this notice with attachments, the Company's articles of association and the annual financial statements with the annual report and auditors report for 2018 are available at the Company's premises and on its website www.polight.com.

Horten, 3 May 2019

Yours sincerely,
for the Board of Directors of poLight ASA

Eivind Bergsmyr
Chairman

Appendices

- Notice of attendance
- Proxy forms

PÅMELDING TIL ORDINÆR GENERALFORSAMLING I POLIGHT ASA

Påmeldingsfrist: fredag 24. mai 2019 kl. 16:00

Undertegnede bekrefter med dette at jeg/vi ønsker å delta på generalforsamling i poLight ASA den 28. mai 2019 kl. 12.30 og avgi stemmer for:

egne aksjer (antall aksjer)

andre aksjer i henhold til vedlagte fullmakt(er).

I alt

aksjer

Sted:

Dato:

.....
Underskrift

Navn m/blokkbokstaver: _____

Dersom du ikke har anledning til å møte selv, kan du gi fullmakt til en annen person som vil delta i ditt sted eller til styrets leder, Eivind Bergsmyr, eller den han bemyndiger. Fullmaktskjemaer for tildeling av fullmakt henholdsvis uten eller med stemmeinstruks er vedlagt.

Aksjeeiere som ønsker å delta på generalforsamlingen må fylle ut og sende inn dette påmeldingsskjemaet innen utløpet av fristen den 24. mai 2019 kl. 16:00.

Påmeldingsskjema kan sendes til poLight ASA, postboks 163, 3192 Horten, Norge, eller per e-post til Alf Henning Bekkevik, alf.henning.bekkevik@polight.com.

FULLMAKT UTEN STEMMEINSTRUKS

Dersom du/dere selv ikke kan møte på generalforsamlingen, kan denne fullmakt benyttes av den du/dere bemyndiger, eller du/dere kan sende fullmakten uten å påføre navn på fullmektigen. I så fall vil fullmakten anses gitt styrets leder, eller den han bemyndiger. Dette fullmaktsskjemaet gjelder fullmakt uten stemmeinstruks. Dersom du/dere ønsker å avgjøre stemmeinstrukser, vennligst gå til neste fullmaktsskjema.

Undertegnede: _____ gir herved (sett kryss):

o Styrets leder (eller den han bemyndiger), eller

o _____

(Fullmektigens navn med blokkbokstaver)

fullmakt til å møte og avgjøre stemme i poLight ASAs generalforsamling 28. mai 2019 for mine/våre aksjer.

Verken Selskapet eller styrets leder (eller den styrets leder bemyndiger) kan holdes ansvarlig for tap som måtte oppstå som følge av at fullmakten ikke kommer frem til fullmektigen i tide. Selskapet og styrets leder (eller den styrets leder utpeker) er ikke ansvarlig for at det blir avgitt stemme i henhold til fullmaktsskjemaet og har intet ansvar i forbindelse med avgivelse av stemme i henhold til fullmakten.

Jeg/vi eier _____ (antall) aksjer

Sted: _____ Dato: ____ / ____ 2019

Navn: _____

Adresse: _____

Signatur: _____

Fullmakten kan sendes til poLight ASA, postboks 163, 3192 Horten, Norge, eller per e-post til Alf Henning Bekkevik, alf.henning.bekkevik@polight.com.

Fullmakten må være poLight ASA i hende innen fristen for påmelding til generalforsamlingen, 24. mai 2019 kl. 16:00.

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. Dersom aksjeeier er et selskap, skal firmaattest vedlegges fullmakten.

FULLMAKT MED STEMMEINSTRUKS

Dette fullmaktsskjemaet gjelder fullmakt med stemmeinstruks. Dersom du/dere ikke selv kan møte på generalforsamlingen, kan du/dere benytte dette fullmaktsskjema for å gi stemmeinstruks til en fullmektig. Du/dere kan gi fullmakt med stemmeinstruks til den du/dere bemyndiger, eller du/dere kan sende fullmakten uten å påføre navn på fullmektigen. I så fall vil fullmakten anses gitt styrets leder, eller den han bemyndiger.

Undertegnede: _____ gir herved (sett kryss):

o Styrets leder (eller den han bemyndiger), eller

o _____

(Fullmektigens navn med blokkbokstaver)

fullmakt til å møte og avgjøre stemme i poLight ASAs generalforsamling 28. mai 2019 for mine/våre aksjer.

Verken Selskapet eller styrets leder (eller den styrets leder bemyndiger) kan holdes ansvarlig for tap som måtte oppstå som følge av at fullmakten ikke kommer frem til fullmektigen i tide. Selskapet og styrets leder (eller den styrets leder utpeker) er ikke ansvarlig for at det blir avgitt stemme i henhold til fullmaktsskjemaet og har intet ansvar i forbindelse med avgivelse av stemme i henhold til fullmakten.

Du/dere må angi hvordan fullmektigen skal stemme ved å angi for hver enkelt sak på dagsordenen om fullmektigen skal stemme for eller mot møteleders/styrets forslag ved å sette "X" i rubrikkene "FOR", "MOT" eller "AVSTÅ" i punktene 2 til 13 i tabellen nedenfor. Dersom det ikke er krysset av, anses dette som instruks om å stemme for forslagene i innkallingen og eventuelle endringer i de fremsatte forslagene. Dersom det er krysset av "FOR", avgjør fullmektigen stemmegivningen i den grad det blir fremmet forslag i tillegg til eller til erstatning for forslagene i innkallingen.

Jeg/vi instruerer fullmektigen om å stemme på følgende måte:

	Dagsorden	FOR	MOT	AVSTA
2	Valg av møteleder og en person til å medundertegne protokollen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Godkjennelse av innkalling og dagsorden	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Godkjennelse av årsregnskap og årsberetning for regnskapsåret 2018, herunder dekning av årets underskudd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	Godkjennelse av godtgjørelse til styret	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	Godkjennelse av honorar til valgkomité	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7	Godkjennelse av honorar til revisor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8	Styrevalg: Eivind Bergsmyr, styreleder Ann-Tove Kongsnes, styremedlem	<input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/>

	Grete Viksaas, styremedlem	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Juha Alakarhu, styremedlem	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Svenn-Tore Larsen, styremedlem	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9	Valg av medlemmer til valgkomité: Erik Hagen (Viking Venture) Thomas Wrede Holm (Investinor) Jan Erik Hæreid (Alliance Venture)	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>
10	Styrets erklæring om fastsettelse av lønn og annen godtgjørelse til ledende ansatte: a. Veiledende retningslinjer b. Bindende retningslinjer	<input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/>
11	Styrefullmakt til å forhøye Selskapets aksjekapital – opsjoner	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12	Styrefullmakt til å forhøye Selskapets aksjekapital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13	Styrefullmakt til tilbakekjøp av egne aksjer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Jeg/vi eier _____ (antall) aksjer

Sted: _____ Dato: _____ / _____ 2019

Navn: _____

Adresse: _____

Signatur: _____

Fullmakten kan sendes til poLight ASA, postboks 163, 3192 Horten, Norge, eller per e-post til Alf Henning Bekkevik, alf.henning.bekkevik@polight.com.

Fullmakten må være poLight ASA i hende innen fristen for påmelding til generalforsamlingen, 24. mai 2019 kl. 16:00.

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. Dersom aksjeeier er et selskap, skal firmaattest vedlegges fullmakten.

REGISTRATION FOR ORDINARY GENERAL MEETING IN POLIGHT ASA

Registration deadline: Friday 24 May 2019 at 4 pm CET

The undersigned confirms that I/we wish to participate in the general meeting in poLight ASA on 28 May 2019 at 12.30 pm CET and cast votes for:

own shares (number of shares)

other shares, as stipulated in the attached power(s) of attorney.

Total _____

shares

Place:

Date:

.....

Shareholder's signature

Shareholder's name in capital letters: _____

If you are unable to meet yourself, you may give proxy to another person who will participate in your place or to the Chairman of the Board, Eivind Bergsmyr, or a person authorised by him. Proxy forms for granting of proxy without or with voting instructions, respectively, are attached.

Shareholders who wish to participate in the general meeting must fill in and send this attendance form within the deadline on 24 May 2019 at 4 pm CET.

The registration form may be sent to poLight ASA, P.O box 163, 3192 Horten, Norway, or by e-mail to Alf Henning Bekkevik, alf.henning.bekkevik@polight.com.

PROXY WITHOUT VOTING INSTRUCTIONS

If you are unable to meet at the general meeting yourself, you may give proxy to another person who will participate in your place or you may send the proxy without entering any name on the proxy holder. In case of the latter, the proxy will be deemed given to the Chairman of the Board, or a person authorised by him. This proxy form concerns proxy without voting instructions. If you want to grant proxy with voting instructions, please see the next proxy form.

The undersigned: _____ hereby grants (tick one of the two)

the Chairman of the Board of Directors (or a person authorised by him), or

(Name of proxy holder in capital letters)

proxy to attend and vote for my/our shares at the general meeting of poLight ASA on 28 May 2019.

Neither the Company nor the Chairman of the Board (or a person authorised by him) can be held liable for losses that may arise as a result of the proxy not coming to the proxy holder in time. The Company and the Chairman of the Board (or a person authorised by him) are not responsible for the vote being made in accordance with the proxy form and have no responsibility in connection with the submission of the vote in accordance with the authorisation.

I/we own _____ (number) shares

Place: _____ Date: _____ / _____ 2019

Name: _____

Address: _____

Signature: _____

This proxy may be sent to PoLight ASA, P.O. Box 163, 3192 Horten, Norway, or by e-mail Alf Henning Bekkevik, alf.henning.bekkevik@polight.com.

This proxy must be received by poLight ASA within the deadline for registration for the ordinary general meeting, 24 May 2019 at 4 pm CET.

With regards to your right to attend and vote, reference is made to the Norwegian Public Limited Liability Companies Act, in particular Chapter 5. If the shareholder is a company, the company's Certificate of Registration must be attached to the proxy.

PROXY WITH VOTING INSTRUCTIONS

This proxy form concerns proxy with voting instructions. If you are unable to meet at the general meeting yourself, you may use this proxy form to give voting instructions to a proxy holder. You may give proxy with voting instructions to another person who will participate in your place or you may send the proxy without entering any name on the proxy holder. In case of the latter, the proxy will be deemed given to the Chairman of the Board, or a person authorised by him.

The undersigned: _____ hereby grants (tick one of the two)

o the Chairman of the Board of Directors (or a person authorised by him), or

o _____

(Name of proxy holder in capital letters)

proxy to attend and vote for my/our shares at the general meeting of poLight ASA on 28 May 2019.

Neither the Company nor the Chairman of the Board (or a person authorised by him) can be held liable for losses that may arise as a result of the proxy not coming to the proxy holder in time. The Company and the Chairman of the Board (or a person authorised by him) are not responsible for the vote being made in accordance with the proxy form and have no responsibility in connection with the submission of the vote in accordance with the authorisation.

You must state how the authorised shall vote by stating for each matter on the agenda if the authorised shall vote for or against the chairman of the meeting's / the board's proposal by marking "X" in the boxes "FOR", "AGAINST" or "ABSTAIN" in sections 2 to 13 in the table below. If not completed, the instructions are assumed to mean yes to ("FOR") the proposed resolutions according to the notice with required changes, if applicable. If "FOR" is completed, the authorised will have the right to decide the vote if proposals are put forward in addition to or as replacement for proposals in the notice.

I/we instruct the authorized to vote according to the following:

	Agenda	FOR	AGAINST	ABSTAIN
2	Election of person to chair the meeting and person to co-sign the minutes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Approval of notice and agenda	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Approval of the annual accounts and annual report for the financial year 2018, including coverage of the year deficit	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	Approval of remuneration to the Board of Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	Approval of remuneration to the nomination committee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7	Approval of remuneration to the Company's auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

8	Board election: Eivind Bergsmyr, Chairman Ann-Tove Kongsnes, Board member Grete Viksaas, Board member Juha Alakarhu, Board member Svenn-Tore Larsen, Board member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9	Election of members of the nomination committee: Erik Hagen (Viking Venture) Thomas Wrede Holm (Investinor) Jan Erik Hæreid (Alliance Venture)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10	The Board of Directors' declaration for remuneration of the executive management team: a. Advisory guidelines b. Binding guidelines	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11	Board authorisation to increase the Company's share capital – options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12	Board authorisation to increase the Company's share capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13	Board authorisation to the board of directors to acquire treasury shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

I/we own _____ (number) shares

Place: _____ Date: _____ / _____ 2019

Name: _____

Address: _____

Signature: _____

This proxy may be sent to PoLight ASA, P.O. Box 163, 3192 Horten, Norway, or by e-mail Alf Henning Bekkevik, alf.henning.bekkevik@polight.com.

This proxy must be received by poLight ASA within the deadline for registration for the ordinary general meeting, 24 May 2019 at 4 pm CET.

With regards to your right to attend and vote, reference is made to the Norwegian Public Limited Liability Companies Act, in particular Chapter 5. If the shareholder is a company, the company's Certificate of Registration must be attached to the proxy.

THE BOARD OF DIRECTORS' STATEMENT REGARDING THE DETERMINATION OF SALARIES AND OTHER COMPENSATION TO THE MANAGEMENT

In accordance with Section 6-16a of the Norwegian Public Limited Companies Act, the Board has prepared a statement on the determination of the salaries and other compensation to the CEO and other members of executive management of poLight ASA ("poLight" or the "Company").

Pursuant to Section 5-6 (3) of the Norwegian Public Limited Companies Act, the annual general meeting of the Company shall hold a consultative vote over this statement. However, the guidelines related to share-based incentive schemes, in section 3 below shall be voted over and be binding for the Company's Board of Directors, cf. Section 5-6 (3) of the Norwegian Public Limited Companies Act.

1 SALARY AND OTHER REMUNERATION TO MEMBERS OF THE EXECUTIVE MANAGEMENT

Information on salaries and other remuneration to members of the executive management has been presented in Note 5 to the annual accounts for poLight for 2018.

2 GUIDELINES FOR SALARY AND OTHER REMUNERATION TO MEMBERS OF THE EXECUTIVE MANAGEMENT

2.1 Main principles and overview

The main principle for the Company's remuneration policy is that members of the executive management shall be offered competitive compensation terms when salary, benefits in kind, bonus and pension schemes are viewed as a whole.

Determination of salaries and other remuneration will for the present year, and up to the next annual general meeting, be made in accordance with the above main principle.

The remuneration to members of the executive management consist of a fixed salary in combination with certain benefits in kind, an achievement based bonus, in addition to participation in a share option scheme.

2.2 Benefits in kind

The members of the executive management are members of the Company's collective defined contribution pension schemes and are entitled to complimentary phone, internet access at home and a newspaper subscription. In addition, the Company covers certain insurance policies for the CEO and pays a cash compensation to the CEO for him not having a company car.

2.3 Annual bonus

The CEO is also entitled to an annual bonus, which is capped up to 50 % of his annual fixed salary. Other members of the executive management are entitled to an annual bonus of up to 30 % of their annual fixed salary. Any bonus payments are determined based on satisfaction of pre-defined achievement criteria. In addition, the Board of Directors may grant discretionary bonuses following proposals from the remuneration committee.

2.4 Severance payment

If the CEO is given a notice to resign from the Company, the CEO will be entitled to nine months severance payment in addition to salary in the notice period. The CEO is consequently entitled to 12 months of salary following a notice to resign from the Company.

For other members of executive management, the Company shall, as a main guideline, not agree on severance payments, unless this is considered necessary to secure necessary expertise for the Company and otherwise is in accordance with the main principles of the Company's remuneration policy.

2.5 Consultative nature of guidelines

The above guidelines are consultative for the Board of Directors, and shall be subject to a consultative vote at the annual general meeting.

3 SHARE-BASED REMUNERATION

3.1 Share option program

The Company has established a share option program for its employees. Each option gives the holder a conditional right to require issuance of one share in the Company at a defined strike price (corresponding to the market price, or higher, of the shares in the Company at the time the options were granted). The Company may, in its sole discretion, deliver existing shares to an option holder instead of newly issued shares.

Exercise of the options are subject to the options being vested. The options vest in equal parts, with 1/36 each month over 3 years, at the expiry of each calendar month, starting at the date of the grant, and conditional on the employee's continued employment in poLight.

Vested options may be exercised, and shares issued once per quarter each following the release of poLight's quarterly reports. All vested options that have not been exercised lapse automatically on the 5 year anniversary of the grant of the options.

The share option program is further described in note 5 to the Company's annual accounts for 2018.

The Board of Directors currently holds an authorization, established prior to the IPO, to issue shares with a nominal value of up to NOK 108,546, representing 542,730 shares, following exercise of options. This authorization expires on 20 August 2020. The Board of Directors has proposed to the annual general meeting to approve a new authorization for the same purpose as described above, with nominal value of up to NOK 137,982 (i.e. approximately 8.5 % of the Company's share capital), representing 689,910 shares. If approved, such authorization will replace the existing authorization. The Company has currently issued 406 253 share options.

3.2 Binding nature of guidelines

The above guidelines are binding for the Board of Directors, and shall be subject to a binding vote at the annual general meeting.

4 COMPLIANCE WITH GUIDELINES FOR DETERMINATION OF SALARY AND OTHER REMUNERATION

The Company first adopted guidelines for salary and other remuneration to members of the executive management on 6 September 2018. Since that date, the Company has complied with such guidelines.

* * *

3 May 2019

Eivind Bergsmyr
Chair

Ann-Tove Kongsnes
Deputy chair

Per Anell
Board member

Johan Paulsson
Board member, independent

Grethe Viksaas
Board member, independent

RECOMMENDATIONS BY THE NOMINATION COMMITTEE OF poLight ASA

TO

THE GENERAL MEETING TO BE HELD ON 28 MAY 2019

The Nomination Committee of poLight ASA currently consists of the following members:

- Erik Hagen
- Haakon Jensen
- Jan Erik Hæreid

The Nomination Committee is responsible for recommending candidates for the election of members and chairman to the Board of Directors, and make recommendations for remuneration to the Board members, including sub-committees of the Board, as well as recommending members to the Nomination Committee.

The Nomination Committee has the following proposals to the ordinary general meeting 2019:

1 Election of members to the Board of Directors

The Nomination Committee has identified 2 new candidates as Board members, and propose that these candidates are elected as replacements for Per Anell, and Karl Johan Paulsson.

Both Per Anell and Karl Johan Paulsson have served as Board members over numerous years and have asked to be replaced.

Please see brief biographies for the new candidates below.

Dr. Juha Alakarhu

Independent Board member

Mr Alakarhu is the VP of Imaging at Axon in Tampere, Finland. He runs the Axon R&D office in Finland and is responsible for the imaging system for Axon camera products. Juha's entire careerer has been about developing cameras. Before joining Axon in 2017, he worked in Nokia and Microsoft, and he developed several pioneering camera solutions, such as oversampling (the 41 megapixel camera), optical image stabilizer, and virtual reality technology. Juha holds a PhD from Tampere University of Technology.

Svenn-Tore Larsen

Independent Board member

Mr. Larsen is an Electronic Engineer from the University of Strathclyde, UK. He was appointed Chief Executive Officer of Nordic Semiconductor in February 2002. Mr. Larsen has broad international experience in the semiconductor business, previously as Director for the Nordic region for Xilinx Inc. He has also been working at Philips Semiconductor.

On this background, the Nomination Committee proposes that existing Board members are re-elected as follows:

- Eivind Bergsmyr, Chairman with an election period up to the ordinary general meeting in 2020
- Ann-Tove Kongsnes, Chairman's deputy with an election period up to the ordinary general meeting in 2020
- Grethe Viksaas, Board member with an election period up to the ordinary general meeting in 2021

Further, the Nomination Committee propose that the following candidates are elected as follows:

- Juha Alakarhu, Board member with an election period up to the ordinary general meeting in 2021
- Svenn-Tore Larsen, Board member with an election period up to the ordinary general meeting in 2021

2 Remuneration to the Board of Directors

The Nomination Committee proposes that the shareholder elected members of the Board of Directors for the period up to the ordinary general meeting 2019 are entitled to a remuneration in accordance with the following:

- Chairman NOK 350,000
- Other Board members NOK 175,000

Remuneration of the Board of Directors has so far been set retrospectively, however, it has become common amongst listed companies to set the remuneration for the coming year. The Nomination Committee will propose to make this change for poLight ASA as well.

The Nomination Committee therefore proposes that the shareholder elected members of the Board of Directors for the period from the general meeting 2019 and up to the general meeting 2020 are entitled to a remuneration in accordance with the following:

- Chairman NOK 350,000
- Other Board members NOK 175,000

The Nomination Committee recommends that the remuneration to the Board of Directors is paid in advance each quarter.

The proposals implies an increase in the Board remuneration, which is due to the listing of the company on the Oslo Stock Exchange in 2018. The listing involves, inter alia, that the Board of Directors has greater responsibilities and workload. The Nomination Committee believes the proposed level is at least similar to that of comparable listed companies in Norway, and therefore that the proposals represent a competitive level of remuneration, corresponding to responsibilities, competence requirements and workload.

3 Nomination Committee

The Nomination Committee proposes that all of the members of the Nomination Committee are elected as follows:

- Erik Hagen, re-elected with an election period up to the ordinary general meeting in 2021
- Thomas Wrede Holm, elected with an election period up to the ordinary general meeting in 2021
- Jan Erik Hæreid, re-elected with an election period up to the ordinary general meeting in 2020

The Nomination Committee proposes that the members of the Nomination Committee are each remunerated with NOK 20,000 for the period up to the ordinary general meeting 2019.

The Nomination Committee of poLight ASA

Erik Hagen

Haakon Jensen

Jan Erik Hæreid