



**NOTICE OF EXTRAORDINARY GENERAL MEETING IN
THIN FILM ELECTRONICS ASA**

Notice is hereby given that an Extraordinary General Meeting of Thin Film Electronics ASA (the "**Company**") will take place:

**13 November 2017 at 09:00 hours
at Hotel Continental, Stortingsgata 24/26, 0117 in Oslo**

At the date of the instant notice the Company's registered share capital amounts to NOK 90,130,877.87 divided into 819,371,617 shares with par value per share of NOK 0.11. The Company resolved a share capital increase of NOK 8,965,000 on 19 October 2017 through the issuance of 81,500,000 new shares; however, this share capital increase is not registered as of the date of this notice.

Each share gives the right to one vote at the Company's General Meeting. At the date of the instant notice the Company does not hold own shares. The Company's Articles of Association are available at www.thinfilm.no.

If you wish to attend the Extraordinary General Meeting in person or by proxy, we ask that you submit the enclosed Notice of Attendance/Power of Attorney form to: DNB Bank ASA, Verdispartjenester, no later than 9 November 2017 at 12:00 noon CET. The Notice of Attendance/Power of Attorney form provides more information about attendance, voting etc. Each shareholder may be accompanied by one adviser and the adviser may speak on behalf of the shareholder at the Extraordinary General Meeting. Furthermore, shareholders have the right to request information from the board members and the managing director in accordance with Section 5-15 of the Norwegian Public Limited Companies Act (the "**PLCA**").

The instant notice with attachments and other documents related to the Extraordinary General Meeting are available at www.thinfilm.no or can be requested from the Company at no charge from info@thinfilm.no.

The Extraordinary General Meeting will consider and resolve the following matters. For the avoidance of doubt, it is noted that any shareholder has the right to put forward alternative resolutions on the various agenda items.

1. Registration of shareholders present, in person or by proxy. Election of a person to chair the Meeting and a person to sign the minutes

The Chairman of the Board of Directors (the "**Board**") of the Company, Mr Morten Opstad, will open the Extraordinary General Meeting. The Board proposes that Mr Morten Opstad shall be elected to chair the meeting.

2. Approval of the notice and the agenda of the Meeting

3. Private Placement; issuance of Tranche 2 Shares

Reference is made to the Company's announcement at Oslo Børs NewsWeb on 19 October 2017 regarding the private placement of 352,500,000 new shares with gross proceeds amounting to NOK 881,250,000 (the "**Private Placement**").

The Board of Directors had in place an authorization from the 2017 Annual General Meeting to issue shares in connection with private placements. As such authorization could not cover the entire Private Placement, and as the listing on Oslo Børs of new shares representing 10% or more of the

Company's share capital requires the issuance of a listing prospectus, the Private Placement has been structured as follows:

The Private Placement is divided into:

- i) one tranche consisting of 81,500,000 new shares, representing less than 10% of the outstanding share capital ("**Tranche 1**" and the new shares issued thereunder the "**Tranche 1 Shares**"); and
- ii) one tranche consisting of 271,000,000 new shares ("**Tranche 2**" and the new shares issued thereunder the "**Tranche 2 Shares**").

The Tranche 1 Shares were resolved issued by the Board of Directors on 19 October 2017 pursuant to the board authorization to issue shares given by the 5 May 2017 Annual General Meeting. This share capital increase and the issuance of the Tranche 1 Shares will be completed as soon as reasonably practicable.

The issuance of the Tranche 2 Shares remains subject to approval by the Extraordinary General Meeting.

The Private Placement structure of the transaction will inherently require a waiver of existing shareholders' preferential rights to subscribe for new shares. The Board considers such structure and waiver necessary and appropriate in the interest of time and successful completion.

Further to the foregoing, the Board of Directors proposes that the Extraordinary General Meeting passes the following resolution:

"It is resolved that the Company's share capital increases with NOK 29,810,000 from NOK 99,095,877.87 to NOK 128,905,877.87 by issuance of 271,000,000 new shares, each share having a par value of NOK 0.11, for a subscription price per share of NOK 2.50. The total par value of NOK 29,810,000 shall be added to the share capital of the Company, while the remaining NOK 647,690,000 is share premium. The new shares may be subscribed for by the subscribers set out in Attachment 1 to the minutes from the general meeting. The existing shareholders' preferential right is deviated from. Subscription for the new shares shall be made in the minutes from the Extraordinary General Meeting and/or on a separate subscription form. The subscription price shall be paid within 20 November 2017 to a bank account specified by the Company in writing (or such later date as agreed by the Board of Directors, but no later than 31 December 2017). The new shares shall carry shareholder rights, including right to dividends or other distributions that are declared, from registration of the share capital increase in the Norwegian Register of Business Enterprises. The estimated costs related to the private placement, both Tranche 1 and Tranche 2, are approximately NOK 43 million, which includes placement fees to the managers and sales agents assisting on the placement."

4. Amendment of Articles of Association

By reason of the proposed share issue in agenda item 3, the Board of Directors proposes that Section 4 of the Company's Articles of Association is amended to read:

"The Company's share capital is NOK 128,905,877.87 divided into 1,171,871,617 shares each having a par value of NOK 0.11."

Oslo, 20 October 2017
Thin Film Electronics ASA

Morten Opstad,
Chairman of the Board of Directors

Ref no:

PIN code:

Notice of Extraordinary General Meeting

An Extraordinary General Meeting of Thin Film Electronics ASA will be held on November 13, 2017 at 09:00 a.m. at Hotel Continental, Stortingsgata 24/26, N-0117 Oslo, Norway

If the above-mentioned shareholder is an enterprise, it will be represented by:

Name of enterprise's representative
(To grant a proxy, use the proxy form below)

Notice of attendance

The undersigned will attend the Extraordinary General Meeting on November 13, 2017 and vote for:

A total of _____
Own shares
Other shares in accordance with enclosed Power of Attorney
Shares

This notice of attendance must be received by DNB Bank ASA no later than 12 noon on November 9, 2017. **Notice of attendance may be sent electronically through the Company's website www.thinfilm.no menu item INVESTORS or through VPS Investor Services.** To access the electronic system for notification of attendance through the Company's website, the above-mentioned reference number and PIN code must be stated. It may also be sent by e-mail: genf@dnb.no. Regular mail to DNB Bank ASA, Registrar's Department, P.O.Box 1600 Sentrum, 0021 Oslo, Norway.

_____	_____	_____
Place	Date	Shareholder's signature
		(If attending personally. To grant a proxy, use the form below)

Proxy (without voting instructions)

Ref no:

PIN code:

This proxy form is to be used for a proxy without voting instructions. To grant a proxy with voting instructions, please go to page 2.

If you are unable to attend the Extraordinary General Meeting in person, this proxy may be used by a person authorised by you, or you 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 of Directors or a person authorised by him.

The proxy form should be received by DNB Bank ASA, Registrar's Department no later than 12 noon on November 9, 2017. **The proxy may be sent electronically through the Company's website www.thinfilm.no menu item INVESTORS or through VPS Investor Services.** It may also be sent by e-mail: genf@dnb.no. Regular mail to DNB Bank ASA, Registrar's Department, P.O.Box 1600 Sentrum, 0021 Oslo, Norway.

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)

a proxy to attend and vote for my/our shares at the Extraordinary General Meeting of Thin Film Electronics ASA on November 13, 2017.

_____	_____	_____
Place	Date	Shareholder's signature
		(Signature only when granting a proxy)

With regard to rights of attendance and voting, 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)
Ref no:
PIN code:

This proxy form is to be used for a proxy with voting instructions. If you are unable to attend the Extraordinary General Meeting in person, you may use this proxy form to give voting instructions. You may grant a proxy with voting instructions to a person authorised by you, or you may send the proxy without naming the proxy holder, in which case the proxy will be deemed to have been given to the Chairman of the Board of Directors or a person authorised by him.

The proxy form must be received by DNB Bank ASA, Registrar's Department, no later than 12 noon on November 9, 2017. It may be **sent by e-mail: genf@dnb.no**/regular mail to DNB Bank ASA, Registrar's Department, P.O. Box 1600 Sentrum, 0021 Oslo, Norway.

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)

a proxy to attend and vote for my/our shares at the Extraordinary General Meeting of Thin Film Electronics ASA on November 13, 2017.

The votes shall be exercised in accordance with the instructions below. Please note that if any items below are not voted on (not ticked off); this will be deemed to be an instruction to vote "for" the proposals in the notice. However, if any motions are made from the floor in addition to or in replacement of the proposals in the notice, the proxy holder may vote or abstain from voting at his or her discretion. In such case, the proxy holder will vote on the basis of his or her reasonable understanding of the motion. The same applies if there is any doubt as to how the instructions should be understood. Where no such reasonable interpretation is possible, the proxy holder may abstain from voting.

Agenda Extraordinary General Meeting 13 November 2017	For	Against	Abstention
1. Election of chairman of the meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Approval of notice and agenda	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Private Placement; issuance of Tranche 2 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Amendment of Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Place

Date

Shareholder's signature
(Only for granting proxy with voting instructions)

With regard to rights of attendance and voting, 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.