



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

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

**Tuesday 28 May 2019 at 11:00 hours
at Hotel Continental, Stortingsgaten 24/26, 0117, Oslo**

At the date of this notice, the Company's registered share capital amounts to NOK 128,905,877.87 divided into 1,171,871,617 shares with par value per share of NOK 0.11. Each share gives the right to one vote at the Annual General Meeting. At the date of this notice the Company does not hold its own shares. The Company's Articles of Association, last amended on 13 November 2017, are available at www.thinfilmnfc.com.

If you wish to attend the Annual 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, Verdivapirtjenester, no later than 24 May 2019 at 12:00 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 Annual 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 ("PLCA").

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

The Annual 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 Annual General Meeting will be opened by the Chairman of the Board of Directors (the "Board") of the Company, Mr. Morten Opstad. The Board proposes that Mr. Morten Opstad shall be elected to chair the meeting, and that a person shall be elected to co-sign the minutes.

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

3. Approval of the Annual Financial Statements and Annual Report for 2018

The annual financial statements and the annual report for 2018 are available at www.thinfilmnfc.com or can be requested from the Company at no charge from info@thinfilm.no or its office. The Board proposes to the Annual General Meeting that the 2018 annual financial statements and annual report shall be approved in all respects.

4. Guidelines for remuneration of the management

The Board's declaration for remuneration of the executive management team is available at the Company's website: www.thinfilmnfc.com, and will be available at the general meeting.

Pursuant to Section 6-16a of the PLCA, the Board proposes the following resolutions:

4.1 Advisory resolution of management remuneration policy

The Annual General Meeting acknowledges the statement on executive remuneration, cf. Section 6-16a of the PLCA, as presented by the Board to the Annual General Meeting. In case the Board in any new agreement valid in 2020 departs from the guidelines for 2020, the reason shall be stated in the minutes of the relevant Board meeting.

4.2 Binding resolution of management remuneration policy

The Annual General Meeting refers to its resolution on item 6 on the agenda of the instant meeting. Any other share-based remuneration program must be presented for consideration at a general meeting.

5. Authorization to the Board to issue new shares

The Board proposes that the Annual General Meeting authorizes the Board to increase the Company's share capital to raise additional capital for the Company if and to the extent this should be deemed advantageous. This authorization will be a renewal of the equivalent authorization resolved at the 2018 Annual General Meeting.

Generally, as the Company is working to further develop its business operations, it may be necessary that the Board is able to effect transactions on a short notice. The required 21 days' notice for a general meeting may delay this process.

To ensure the necessary flexibility for the Board, it is proposed that the Annual General Meeting authorizes the Board to issue shares and increase the share capital of the Company in connection with private placements and rights issues. The authorization shall expire on the date of the 2020 Annual General Meeting, however not later than 30 June 2020. The authorization shall be maximized to a total nominal value of NOK 12,890,587.78, representing 10 per cent of the registered share capital of the Company at the time of this authorization.

By reason of the above, the Board proposes the adoption of the following separate authorizations to the Board to issue shares:

5.1 Board Authorization to issue shares in Private Placements:

- 1. The Board of Directors of Thin Film Electronics ASA ("the Company") is authorized to carry out one or more share capital increases by issuing a number of shares with a maximum total nominal value of NOK 12,890,587.78 (representing 10 per cent of the registered share capital of the Company at the time of this authorization). Moreover, under no circumstances shall the number of shares that may be issued by the Board collectively under this agenda item 5 exceed 10 per cent of the registered share capital at the time of this authorization. Any and all previous authorizations given to the Board to issue shares shall be, and hereby are, withdrawn with effect from the date this authorization is registered with the Company Registry (not including, for the avoidance of doubt, the other authorizations contained in this agenda item 5 and in agenda item 7).*

2. *The authorization may be used in connection with private placements and share issues to suitable investors (which may include existing and/or new shareholders, hereunder employees in the Company and/or its subsidiaries) to raise additional capital for the Company. The authorization does not comprise share capital increases in connection with mergers, cf. Section 13-5 of the PLCA.*
3. *In the event the Company's share capital or the nominal value of the shares is changed by way of a capitalization issue, stock split, stock consolidation etc., the maximum nominal value of the shares that may be issued under this authorization shall be adjusted accordingly.*
4. *Existing shareholders waive their preemptive right to subscribe for shares according to the PLCA in event of a share capital extension as authorized herein.*
5. *The Board is authorized to decide upon the subscription terms, including issue price, date of payment and the right to sell shares to others.*
6. *Payment of share capital in connection with a share capital increase authorized herein may be made by way of non-cash contributions and other special subscription terms, as provided in Section 10-2 of the PLCA.*
7. *The General Meeting authorizes the Board to amend the Company's Articles of Association concerning the size of the share capital when the instant authorization is used.*
8. *The authorization shall be valid until the 2020 Annual General Meeting, but not beyond 30 June 2020.*
9. *The new shares, which may be subscribed for according to this authorization, shall have right to dividends declared subsequent to the subscriber having paid the subscription price and the associated share capital increase having been registered in the Company Registry. In other respects, the shares shall have shareholder rights from the time of issuance, unless the Board otherwise determines.*
10. *Shares that are not fully paid cannot be transferred or sold.*

5.2 Board Authorization to issue shares in Rights Issues:

1. *The Board of Directors of Thin Film Electronics ASA ("the Company") is authorized to carry out one or more share capital increases by issuing a number of shares with a maximum total nominal value of NOK 12,890,587.78 (representing 10 per cent of the registered share capital of the Company at the time of this authorization). Moreover, under no circumstances shall the number of shares that may be issued by the Board collectively under this agenda item 5 exceed 10 per cent of the registered share capital at the time of this authorization. Any and all previous authorizations given to the Board to issue shares shall be, and hereby are, withdrawn with effect from the date this authorization is registered with the Company Registry (not including, for the avoidance of doubt, the other authorizations contained in this agenda item 5 and in agenda item 7).*
2. *The authorization may be used in connection with rights issues to existing shareholders to raise additional capital for the Company. The authorization does not comprise share capital increases in connection with mergers, cf. Section 13-5 of the PLCA.*

3. *In the event the Company's share capital or the nominal value of the shares is changed by way of a capitalization issue, stock split, stock consolidation etc., the maximum nominal value of the shares that may be issued under this authorization shall be adjusted accordingly.*
4. *The Board is authorized to decide upon the subscription terms, including issue price, date of payment and the right to sell shares to others.*
5. *Payment of share capital in connection with a share capital increase authorized herein may be made by way of non-cash contributions and other special subscription terms, as provided in Section 10-2 of the PLCA.*
6. *The General Meeting authorizes the Board to amend the Company's Articles of Association concerning the size of the share capital when the instant authorization is used.*
7. *The authorization shall be valid until the 2020 Annual General Meeting, but not beyond 30 June 2020.*
8. *The new shares, which may be subscribed for according to this authorization, shall have right to dividends declared subsequent to the subscriber having paid the subscription price and the associated share capital increase having been registered in the Company Registry. In other respects, the shares shall have shareholder rights from the time of issuance, unless the Board otherwise determines.*
9. *Shares that are not fully paid cannot be transferred or sold.*

6. 2019 Subscription Rights Incentive Plan

The Board proposes an incentive program for employees and individual consultants performing similar work of/for the Company ("Staff") for the next one-year period until the 2020 Annual General Meeting. Consistent with past practice, the former plan is closed each time a new plan is implemented, meaning that no further subscription rights will be granted under these former plans.

The Board proposes that the number of independent subscription rights that may be granted and outstanding under the Company's subscription right programs shall remain limited to 10 per cent of the registered number of shares in the Company at any given time.

The Board proposes that the Annual General Meeting passes a resolution for the issuance of subscription rights to Staff in the Company and/or its subsidiaries or affiliates.

The Company had as per 30 April 2019 85 732 432 outstanding subscription rights under the 2014 to 2018 Subscription Rights Incentive Plans. Of these, the Staff that is continuing employment with the Company holds 62 917 432 subscription rights.

The listed share price on the Company's stock has been declining for a longer period. Consequently, many of the outstanding subscription rights under former Subscription Rights Incentive Plans are unprofitable. The Company wishes to use said plans to incentivise the Staff, and that vested subscription rights shall be of real value to the Staff. Therefore, the Board proposes that the Company offers the Staff that holds outstanding subscription rights, subscription rights under the 2019 Subscription Rights Incentive Plan, provided that the holder waives any right to claim shares under the existing/current subscription rights.

The proposal entails a deviation from the shareholders preferential rights to subscribe for

subscription rights pursuant to Section 11-13 of the Public Limited Liability Companies Act. The Board has further considered the above-mentioned proposal according to Section 5-14 of the Securities Trading Act. The Board has concluded that the Company may deviate from the shareholders preferential rights and treat holders of existing subscription rights differently, and emphasized that the number of outstanding subscription rights at any given time are to be limited to 10 per cent of the registered number of shares, that the consideration for the shares is downward limited to the market price or the nominal value per share, whichever is highest, and that subscription rights can only be granted to Staff that will remain employed by the Company. Thus, the Board's assessment is that the proposal to deviate from the shareholders preferential rights to subscribe for subscription rights and treat subscription right holders differently based on an employment criteria does not constitute a breach of the principle of equal treatment of the Company's shareholders or holders of the Company's financial instruments.

The Board believes the Company has possibilities for growth and the Board wishes to retain the services of Staff by allowing them to share the rewards resulting from their efforts.

Proposal for resolution by the Annual General Meeting:

6.1 2019 Subscription Rights Incentive Plan

The Annual General Meeting resolves a new 2019 Subscription Rights Incentive Plan, whereby the Company may issue independent subscription rights to employees of Thin Film Electronics ASA and its subsidiaries and affiliated companies (hereinafter collectively referred to as the "Company") and to individual consultants performing similar work.

For the avoidance of doubt, the foregoing includes grants of subscription rights to (i) employees of and individual consultants to Thin Film Electronics, Inc., a wholly owned subsidiary of the Company duly organized and existing under the laws of the State of California and/or (ii) other employees or individual consultants within the Thin Film Electronics Group of Companies who are US citizens, US residents within the meaning of Section 7701 of the U.S. Internal Revenue Code of 1986, as amended, and US non-residents who accrue benefits under the 2019 Subscription Rights Incentive Plan during a period of U.S. employment.

Each subscription right shall entitle the holder to demand the issuance of one share in the Company; provided, however, that in the event the Company's share capital or number of shares is changed by way of a capitalization issue, stock split, stock consolidation etc., the maximum number of subscription rights (see next paragraph) that may be issued under the subscription rights program, and the consideration for the shares to be issued in the Company upon exercise of the subscription rights, shall be adjusted accordingly and rounded downwards to the nearest whole number.

The number of subscription rights which may be issued shall be a minimum number of one (1) subscription right and a maximum number of 117,187,161 subscription rights; provided, however, that the number of issued and outstanding subscription rights under all of the Company's subscription right programs shall not exceed 10 per cent of the registered number of shares in the Company at any given time.

The subscription rights must be subscribed for at the latest on the day immediately preceding the date of the 2020 Annual General Meeting.

The subscription rights will be granted for no consideration.

The subscription rights shall be non-assignable otherwise than by will or by the laws of descent and distribution.

The vesting schedule for the subscription rights shall be 33.3 per cent beginning one year from the Vesting Commencement date, and thereafter 33.3 and 33.4 per cent the two following years respectively. The Vesting Commencement date shall be the last of the following dates preceding the date of grant of subscription rights; (i) 15 January, (ii) 15 April, (iii) 15 July or (iv) 15 October. The Board may decide to establish an accelerated vesting schedule, if deemed appropriate.

Except as otherwise expressly determined by the Board, in the event of a Change of Control, subscription rights shall accelerate and immediately become one hundred per cent vested as of the date of the consummation of the Change of Control. For the purpose of this paragraph, Change of Control shall mean the occurrence of any of the following events: (i) Any acquisition, sale or disposition of stock or assets of the Company or merger or other form of consolidation resulting in a change of ownership of all or substantially all of the Company's assets, (ii) any legal person becoming the beneficial owner, directly or indirectly, of securities of the Company representing 50 per cent or more of the combined voting power of the Company's then-outstanding securities; or (iii) the complete liquidation of the Company (pursuant to a plan approved by the shareholders of the Company).

The Board shall establish the further rules and procedures in regard to vesting and exercise in cases of resignation or other termination of employment or consulting contract, including subsequent time frames to allow completion of exercise after termination.

In connection with the issuance of subscription rights, and the exercise of any of the subscription rights and the resulting share capital increase in the Company, the existing shareholders waive their preferential right to subscribe for subscription rights or shares, as the case may be, according to the PLCA.

As consideration for the shares to be issued in the Company upon exercise of the subscription rights hereunder, the holders of the subscription rights shall pay to the Company a sum per share, which at least shall equal the greater of (i); the average closing price of the Company's share, as reported by Oslo Børs, over ten trading days immediately preceding the date of grant of the subscription rights, and (ii) the closing price of the Company's share, as reported by Oslo Børs, on the trading day immediately preceding the date of grant of the subscription rights. Notwithstanding the foregoing, if the subscription right holder is an owner of 10% or more of the Company's shares, in the case of a grant which is an Incentive Stock Option under the U.S. Internal Revenue Code, the exercise price shall be not less than 110% of the greater of (i) the average closing price of the Company's share, as reported by Oslo Børs, over ten trading days immediately preceding the date of grant of the subscription rights and (ii) the closing price of the Company's share, as reported by Oslo Børs, on the trading day immediately preceding the date of grant of the subscription rights.

No subscription rights may be exercised beyond the 5-year anniversary of the date of this resolution. In connection with the issuance of subscription rights, the Company may provide terms and conditions for exercise, as well as imposing restrictions on the sale and transfer of shares issued upon exercise of the subscription rights.

Any shares that are issued by the Company under the subscription rights program shall carry right to dividends declared subsequent to the subscriber having paid the subscription price and the associated share capital increase having been registered in the Company Registry. All other shareholder rights associated with these shares, hereunder those referenced in Section 11-12 (2) no.9 of the PLCA, shall attach from the date of issuance of the said shares.

6.2 Offer of issuance of subscription rights under the 2019 Subscription Rights Incentive Plan to current subscription right holders

The Company may issue independent subscription rights to employees of the Company and to individual consultants performing similar work that are holders of all outstanding and not expired subscription rights granted under Subscription Rights Incentive Plans from 2014 to 2018 ("Existing Subscription Rights").

Subscription rights may be issued pursuant to this item 6.2 provided that the holder explicitly waives any right to claim shares under Existing Subscription Rights. The Company may issue up to one new subscription right under the 2019 Subscription Rights Incentive plan for each Existing Subscription Right.

Of the subscription rights issued pursuant to this item 6.2 33.3 per cent are to be considered vested at the date of grant of the subscription rights. The remaining subscription rights shall be subject to the following vesting schedule: 22.3 per cent shall be vested one year from the Vesting Commencement date, and 22.2 percent shall be vested the two following years respectively. Reference is otherwise made to the vesting terms set forth in item 6.1.

As consideration for the shares to be issued in the Company upon exercise of the subscription rights hereunder, the holders of the subscription rights shall pay to the Company a sum per share, which shall be either (i); the average closing price of the Company's share, as reported by Oslo Børs, over ten trading days immediately preceding a) the date of the annual general meeting or b) the date the Board adopts the 2019 Subscription Rights Incentive Plan, (ii) the closing price of the Company's share, as reported by Oslo Børs, on the trading day immediately preceding a) the date of the annual general meeting or b) the date the Board adopts the 2019 Subscription Rights Incentive Plan, or (iii) the issue price in the planned May 2019 emission. Notwithstanding the foregoing, if the subscription right holder is an owner of 10% or more of the Company's shares, in the case of a grant which is an Incentive Stock Option under the U.S. Internal Revenue Code, the exercise price shall be not less than 110% of the amount calculated in accordance with the above-mentioned alternatives (i)-(iii). Notwithstanding the foregoing, the consideration for the shares upon exercise of the subscription rights hereunder shall in any event not be lower than the nominal value of the shares.

The deadline for the Board to implement the resolution in this item 6.2 shall be 31 August 2019. The deadline to subscribe for shares pursuant to this item 6.2 shall be three months following the Board's implementation.

The subscription rights issued under this item 6.2 shall otherwise be subject to the terms set forth in item 6.1.

7. Remuneration to the members of the Board for preceding period (2018-2019) and upcoming period(s) (2019-2021), hereunder subscription rights program for Board members

The proposal from the Nomination Committee on this subject will be presented prior to the Annual General Meeting.

8. Board election

The Nomination Committee's recommendation on this subject will be presented prior to the Annual General Meeting.

Board member Richard Bernstein retired from the board effective as of 25 February 2019 and his seat stands for election. The electorate term for three out of four remaining Board members also expires: Morten Opstad (chairman), Tor Mesøy and Laura Oliphant. Morten Opstad and Laura Oliphant have confirmed to the Nomination Committee that they are available for re-election. Tor Mesøy has confirmed that he will retire from the Board effective of the Annual General Meeting.

In addition, Preeti Mardia has informed the Nomination Committee that she wishes to retire from the Board, and the Nomination Committee will therefore propose that she also shall be replaced by a new Board member.

The Board's current members are presented in the 2018 annual report. The Nomination Committee will continue its ongoing work with establishing a proposal for a new board that will reflect the Company's new strategic goals.

9. Remuneration to the Nomination Committee

The proposal from the Nomination Committee on this subject will be presented prior to the Annual General Meeting.

10. Nomination Committee Election

The proposal from the Nomination Committee on this subject will be presented prior to the Annual General Meeting.

11. Authorization to the Board to acquire own shares

Generally, the Board believes that acquisition of own shares may be in the interest of the Company, among other reasons, for the purpose of increasing the return for the Company's shareholders. For example, acquisition of own shares may be desirable in a situation where the Company's equity and liquidity position is good, while there at the same time is limited access to attractive investment possibilities. In general, acquisition of own shares is considered as a positive sign by the stock market as it demonstrates a focus and emphasis on shareholder values. This authorization will be a renewal of the equivalent authorization resolved at the 2018 Annual General Meeting.

By reason of the above and to comply with the requirements in Section 9-4 of the PLCA, the Board proposes that the Annual General Meeting passes the following resolution:

Board Authorization to acquire own shares:

- 1. In accordance with Sections 9-4 and 9-5 of the PLCA, the Board of Directors of Thin Film Electronics ASA (the "Company") is authorized to acquire the Company's own shares, through ownership or a charge, for a total nominal value of up to NOK 12,890,587.78 (representing 10 per cent of the registered share capital of the Company at the time of this authorization).*
- 2. Under this authorization, the Board of Directors shall pay at a minimum NOK 0.11 per share and at a maximum the closing price per share, as reported by Oslo Børs, as of the close of trading the day the offer of acquisition is made, provided, however, that the amount shall not exceed the amount of NOK 1,000 per share.*

3. *The Board is authorized to decide upon the manner and terms of the acquisition, disposition, transfer and sale of own shares; while taking into account the statutory requirement of equal treatment of shareholders.*
4. *In the event the Company's share capital is changed by way of a capitalization issue, stock split, stock consolidation etc., the maximum nominal value of the shares that may be acquired, the minimum price per share, and maximum price per share shall be adjusted accordingly.*
5. *The authorization shall be valid until the 2020 Annual General Meeting, but no later than 30 June 2020.*

12. Amendment to the Company's articles of association

Due to the Company's changed focus to product development of near field communications (NFC) solutions to enable Intelligence Everywhere[®], the Board proposes to amend the Company's articles of association accordingly.

Thus, the Board proposes to amend the Company's articles of association Section 2 from the following:

"§ 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."

To the following:

"§ 2 The company's business

The company's business shall be to enable Intelligence Everywhere[®] through near field communications (NFC) solutions, including hardware, software and integration services. 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 and commercial partners."

13. Approval of the remuneration of the auditor

The Board proposes that the Annual General Meeting approves the payment of the auditor's fees for 2018 according to invoice.

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The Company's CEO, Kevin D. Barber, will be present at the Annual General Meeting and available for questions. The Company held an "Investor Day" on 25 April 2019 in Oslo, where the Company's state of affairs and new strategy were presented. The presentation is available on www.thinfilmmfc.com and on the website of the Oslo Stock Exchange. Therefore, it will not be held a new presentation after the Annual General Assembly. However, Mr. Barber will answer questions regarding both the presentation held on 25 April 2019 and questions regarding the interim report and financial statements for Q1 2019.

7 May 2019
Thin Film Electronics ASA

Morten Opstad
Chairman of the Board of Directors

Ref no:

PIN code:

Notice of Annual General Meeting

An Annual General Meeting of Thin Film Electronics ASA will be held on 28 May 2019 at 11:00 a.m. at Hotel Continental, Stortingsgaten 24/26, 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 Annual General Meeting on 28 May 2019 and vote for:

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

This notice of attendance must be received by DNB Bank ASA no later than 12 noon on 24 May 2019.

Notice of attendance may be sent electronically through the Company's website www.thinfilmmfc.com 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 Annual 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 24 May 2019.

The proxy may be sent electronically through the Company's website www.thinfilmmfc.com 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 Annual General Meeting of Thin Film Electronics ASA on 28 May 2019.

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 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 Annual 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 24 May 2019. 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 Annual General Meeting of Thin Film Electronics ASA on 28 May 2019.

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 Annual General Meeting 2019	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. Approval of the annual accounts and directors' report for 2018	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.1 Advisory resolution of management remuneration policy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.2 Binding resolution of management remuneration policy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.1 Board Authorization to issue shares in Private Placements	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.2 Board Authorization to issue shares in Right Issues	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.1 2019 Subscription Rights Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.2 Offer of issuance of subscription rights under the 2019 Subscription Rights Incentive Plan to existing subscription right holders	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Remuneration to the members of the Board in accordance with proposal	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Board Election in accordance with proposal	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Remuneration to the Nomination Committee in accordance with proposal	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Nomination Committee Election in accordance with proposal	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Board Authorization to acquire own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Amendments to the Company's articles of association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. Approval of the remuneration of the auditor	<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 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.



Statement on remuneration of executive management

1. Overview

This statement has been prepared by the board of directors (the "Board") of Thin Film Electronics ASA ("Thinfilm" or the "Company") in accordance with Section 6-16a of the Norwegian Public Limited Companies Act (the "PLCA"). The statement contains guidelines and main principles for the Company's remuneration of executive personnel. The statement also outlines the implementation and effects of the policies in effect in 2018.

This statement has been prepared as a separate document to be considered at the Company's Annual General Meeting to be held on 28 May 2019.

2. Advisory guidelines for executive remuneration (non-binding)

NOTE: The guidelines covered by this Section 2 address general aspects and principles for executive remuneration and are subject to a vote at the Annual General Meeting, the result of which is advisory (non-binding) to the Board.

Thinfilm offers a competitive remuneration consisting of a reasonable base salary with a pension contribution. Salary may be supplemented by performance-based cash bonus and incentive subscription rights. Cash bonus plans are limited to fixed percentage of base pay. Management team members working directly with sales may receive commission on certain sales and product deployments. In addition, the management team, apart from the CEO, may receive additional discretionary bonus payments tied to specific projects.

The base salary is evaluated and adjusted annually. The Company's evaluation period for employees is from 1 April to 31 March.

Managers do not receive any additional compensation for serving as board members or officers of subsidiaries in the group. Travel and other out-of-pocket expenses in connection with such duty is refunded through a customary expense reporting process.

Other benefits are limited to covering reasonable costs for management such as mobile phone and internet use.

The Board determines the salary and other remuneration to the CEO. The CEO determines the salary and other remuneration of all other employees, within the framework set by the Board.

The CEO has a termination notice period of (i) three months in case of termination by the Company and (ii) one month in case of termination by the CEO. If the Company terminates the CEO's employment (other than for cause) or if the CEO resigns his employment for good reason, the CEO is entitled to a severance pay equivalent to six months of his base salary and target bonus prorated for six months (if the CEO is on schedule to meet the relevant bonus criteria for the year in question) calculated from the end of the CEO's termination notice period, all subject to such detailed terms and conditions as set out in the CEO's employment agreement. Other than the foregoing, there is no post-employment remuneration for executive management beyond notice of termination periods ranging from three to six months.

3. Binding guidelines for executive remuneration

NOTE: The guidelines covered by this Section 3 address elements of executive remuneration linked to shares or the Company's share price and are subject to a vote at the Annual General Meeting, the result of which is binding to the Board.

In addition to base salary, all employees of Thinfilm are granted subscription rights. The Board will allocate subscription rights based on the individual's level of responsibility in the Company, and also to reward individual performance.

The Annual General Meeting on 4 May 2018 resolved a subscription rights incentive program for the years 2018-2023. The Board has proposed to the Annual General Meeting 28 May 2019 to resolve a new program for 2019-2024.

4. Reporting on remuneration practice in 2018

The remuneration of executive management during 2018, has been in accordance with adopted guidelines.

The Company's annual report provides details of the remuneration received by members of the executive management in 2018. Specifically, the actual remuneration to management in 2018 is reported in notes 18 and 25 and the implementation and effect of the policies are discussed in note 26 of said annual report.

Remuneration agreements for executive management adopted and applied during 2018 are aligned with the interests and values of the Company and support long term sustainability and growth of the business. The bonus and commission plans motivate managers to achieve the Company's operational and business objectives. The subscription rights program aligns the interests of the employees of the Company with shareholders' interests.