Office translation:

Til aksjonærene i Nordic Nanovector ASA

INNKALLING TIL ORDINÆR GENERALFORSAMLING

Den 9. mars 2015 kl 15.00 avholdes det ordinær generalforsamling i Nordic Nanovector ASA, org nr 994 297 422 ("**Selskapet**"), i Selskapets lokaler i Kjelsåsveien 168 B, 4. etg. i Oslo.

Styret har utpekt styreleder Ludvik Sandnes, eller den han bemyndiger, til å åpne generalforsamlingen.

Styret foreslår følgende dagsorden:

1 Valg av møteleder

2 Godkjennelse av innkalling og dagsorden

3 Valg av én person til å medundertegne protokollen

4 Godkjennelse av årsregnskapet og årsberetningen for regnskapsåret 2014

Årsregnskapet og årsberetningen for Nordic Nanovector ASA for regnskapsåret 2014, sammen med revisors beretning, er gjort tilgjengelig på Selskapets hjemmeside www.nordicnanovector.com, jf vedtektenes § 7 første avsnitt. Styret foreslår at det ikke utbetales utbytte for regnskapsåret 2014.

5 Valg av styremedlemmer

Det vises til valgkomiteens innstilling som før generalforsamlingen vil være tilgjengelig på Selskapets hjemmeside www.nordicnanovector.com.

6 Valg av medlemmer til valgkomiteen

Det vises til valgkomiteens innstilling som før generalforsamlingen vil være tilgjengelig på Selskapets hjemmeside www.nordicnanovector.com.

To the shareholders in Nordic Nanovector ASA

NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting of Nordic Nanovector ASA, reg no 994 297 422 (the "**Company**"), will be held on 9 March 2015 at 15:00 hours (CET) at the Company's offices in Kjelsåsveien 168 B, 4^{th} floor, in Oslo.

The Board of Directors (the "**Board**") has appointed the Chairman of the Board Ludvik Sandnes, or whomever he appoints, to open the General Meeting.

The Board proposes the following agenda:

1 Election of the chairman for the meeting

2 Approval of the notice and the agenda

3 Election of a person to co-sign the Minutes

4 Approval of the annual accounts and the annual report for the financial year 2014

The annual accounts and the annual report for Nordic Nanovector ASA for the financial year 2014, together with the auditor's report, are made available on the Company's website www.nordicnanovector.com, cf the first paragraph of Section 7 of the Articles of Association. The Board proposes that no dividend is paid for the financial year 2014.

5 Election of Board members

Reference is made to the Nomination Committee's proposal which will prior to the General Meeting be available on the Company's website www.nordicnanovector.com.

6 Election of members of the Nomination Committee

Reference is made to the Nomination Committee's proposal which will prior to the General Meeting be available on the Company's website www.nordicnanovector.com.

7 Fastsettelse av godtgjørelse til styrets medlemmer

Det vises til valgkomiteens innstilling som før generalforsamlingen vil være tilgjengelig på Selskapets hjemmeside www.nordicnanovector.com.

7 Determination of remuneration for the members of the Board

Reference is made to the Nomination Committee's proposal which will prior to the General Meeting be available on the Company's website www.nordicnanovector.com.

8 Fastsettelse av godtgjørelse til valgkomiteens medlemmer

Det vises til valgkomiteens innstilling som før generalforsamlingen vil være tilgjengelig på Selskapets hjemmeside www.nordicnanovector.com.

8 Determination of remuneration for the members of the Nomination Committee

Reference is made to the Nomination Committee's proposal which will prior to the General Meeting be available on the Company's website www.nordicnanovector.com.

9 Godkjennelse av revisors godtgjørelse

Det foreslås at revisjonsgodtgjørelse til Ernst & Young AS for 2014 på NOK 80 000 godkjennes. For informasjon om andre honorarer til Ernst & Young AS vises til note 11 i Selskapets årsregnskap for regnskapsåret 2014 som i henhold til vedtektenes § 7 første avsnitt er tilgjengelig på Selskapets hjemmeside www.nordicnanovector.com.

9 Approval of the auditor's fee

It is proposed that the auditor's fee to Ernst & Young AS for 2014 of NOK 80,000 is approved. Reference is made to note 11 in the annual accounts for the Company for the financial year 2014 for information on other fees to Ernst & Young AS which pursuant to the first paragraph of Section 7 of the Articles of Association is made available on the Company's website www.nordicnanovector.com.

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

I samsvar med allmennaksjeloven § 6-16a har styret utarbeidet en erklæring om fastsettelse av lønn og annen godtgjørelse til ledende ansatte. Erklæringen er vedlagt innkallingen og er også inntatt i note 6 i Selskapets årsregnskap for regnskapsåret 2014. Erklæringen skal behandles på generalforsamlingen. Det skal på generalforsamlingen stemmes over retningslinjene for lederlønnsfastsettelse. Avstemmingen er rådgivende, likevel slik at erklæringens punkt 3 om opsjonsprogram skal godkjennes av generalforsamlingen.

10 The Board's statement regarding the specification of salaries and other remuneration of the management

Pursuant to Section 6-16a of the Norwegian Public Limited Companies Act, the Board has prepared a statement regarding the specification of salaries and other remuneration for the management. The statement is attached to this notice and is also included in note 6 in the annual accounts for the Company for the financial year 2014. An advisory vote is to be held at the General Meeting concerning the statement, provided, however, that item 3 of the statement regarding the option programs is subject to the binding vote by the General Meeting.

11 Redegjørelse for foretaksstyring etter regnskapsloven 3-3b

Av allmennaksjeloven § 5-6 (4) fremgår det at generalforsamlingen skal behandle redegjørelse for foretaksstyring som er avgitt i henhold til

11 Statement on corporate governance pursuant to Section 3-3b of the Norwegian Accounting Act

Pursuant to Section 5-6 (4) of the Norwegian Public Limited Companies Act, the General Meeting shall consider the statement on corporate governance regnskapsloven § 3-3b. Redegjørelsen er i henhold til vedtektenes § 7 første avsnitt tilgjengelig på Selskapets hjemmeside www.nordicnanovector.com. Det skal ikke stemmes over redegjørelsen på generalforsamlingen.

submitted in accordance with Section 3-3b of the Norwegian Accounting Act. The statement is, pursuant to the first paragraph of Section 7 of the Articles of Association, made available on the Company's website www.nordicnanovector.com. The statement is not subject to the General Meeting's vote.

12 Vedtak i forbindelse med planlagt notering på Oslo Børs

12.1 Bakgrunn

Det er iverksatt en prosess mot en planlagt notering av Selskapets aksjer på Oslo Børs ("**Noteringen**"). Den 28. januar 2015 sendte Selskapet sin noteringssøknad til Oslo Børs, og Oslo Børs vil behandle denne i børsstyremøte den 25. februar 2015. I henhold til gjeldende tidsplan vil første noteringsdag være i siste del av mars 2015.

I forbindelse med Noteringen vil Selskapet invitere til tegning av aksjer gjennom en rettet plassering mot institusjonelle og andre profesjonelle investorer i Norge og enkelte andre and, og gjennom et tilbud til allmennheten i Norge ("**Tilbudet**"). Selskapet planlegger å reise et bruttobeløp på mellom NOK 1 til NOK 1 000 000 000 i ny egenkapital ved Tilbudet. Netto emisjonsproveny vil primært bli benyttet til den videre kliniske utviklingen av Betalutin^{TM} i follikulært lymfom og diffuse store B-cellelymfom, styrking av organisasjonen for å støtte den kliniske utviklingen av Betalutin^{TM}, initiering av prekommersialiserings-aktiviteter, og til å utvide antallet mulige indikasjoner for Betalutin^{TM}.

Bakgrunnen for det brede spennet for emisjonsprovenyet i forslaget til generalforsamlingens vedtak er at vedtaket ikke skal virke begrensende når emisjonens størrelse fastsettes av styret basert på Selskapets kapitalbehov, de da rådende markedsforhold og etterspørselen etter Selskapets aksjer. Styret vil i det prospektet som utarbeides i forbindelse med Noteringen og Tilbudet sette en snevrere ramme for Tilbudets størrelse. Etter avslutning av bookbuilding-prosessen (jf nedenfor) vil styret i samråd med tilretteleggerne fastsette emisjonens størrelse innen de rammene som fremgår av generalforsamlingens vedtak.

Styret foreslår at aksjonærenes fortrinnsrett til tegning og tildeling av de nye aksjene etter allmennaksjeloven

12 Resolutions related to the contemplated listing on the Oslo Stock Exchange

12.1 Background

A process has been initiated for the listing of the Company's shares on the Oslo Stock Exchange (the "**Listing**"). The Company submitted its listing application on 28 January 2015, and the Oslo Stock Exchange will consider the listing application at its board meeting on 25 February 2015. According to the current time schedule, the first day of listing will be towards the end of March 2015.

The Company will in connection with the Listing conduct a placement of shares towards institutional and other professional investors in Norway and certain other jurisdictions, and through an offering to the public in Norway (the "**Offering**"). The Company plans to raise a gross amount of between NOK 1 and NOK 1,000,000,000 in new equity through the Offering. The net proceeds from the Offering will primarily be used for further clinical development of Betalutin^{TM} in follicular lymphoma and diffuse large B-cell lymphoma, expansion of the organisation in order to support the clinical development of Betalutin^{TM}, initiation of pre-commercialisation activities and to expand the number of potential indications for Betalutin^{TM}.

The range for the gross proceeds has been widely defined in the proposed resolution in order for the General Meeting's resolution not limit the Board when determining the size of the share capital increase based on the Company's needs, prevailing market conditions and the demand for the shares in the Company. The Board will in the prospectus that is being prepared in connection with the Listing and Offering set a more narrow range for the size of the Offering. Following the expiry of the bookbuilding process (ref below), the Board will in consultation with the managers determine the size of the Offering within the range defined by the resolution of the General Meeting.

The Board proposes that the shareholders' preferential rights to subscribe to and be allocated the new shares

§ 10-4 fravikes (jf § 10-5). Det er flere grunner til dette:

- For den fremtidige utviklingen av Selskapet vil være riktig med en større andel institusjonelle og andre profesjonelle investorer, fordi dette vil gi bedret tilgang på kapital.

- Det er ønskelig med en utvidelse av aksjonærbasen da dette forventes å bidra til økt likviditet i aksjen, og dermed gjøre den til et mer attraktivt investeringsobjekt for nåværende aksjonærer og nye investorer.

- Tegningskursen vil bli fastsatt til en markedsklarert kurs etter en bookbuilding-prosess (jf nedenfor), og det antas at investorers interesse i å delta i en slik prosess vil bli betydelig redusert (med den negative effekt dette vil ha på emisjonskursen) dersom aksjonærene skulle ha fortrinnsrett. Bookbuilding-prosessen vil finne sted etter at Selskapet har offentliggjort et prospekt, og tilretteleggerne (ABG Sundal Collier, Carnegie og DNB Markets) har distribuert analyser av Selskapet til sine investorer. I tillegg vil Selskapet som ledd i bookbuilding-prosessen gjennomføre et omfattende "road-show" der det møter eksisterende og potensielle investorer. Investorene vil dermed ha god informasjon om Selskapet og dets fremtidsutsikter når de fatter sin investeringsbeslutning. Dette vil etter styrets syn bidra til en mest mulig riktig prising av aksjene i Tilbudet.

Fravikelse av fortrinnsretten er også i samsvar med de råd styret har mottatt fra tilretteleggerne.

Som nevnt vil den endelige tegningskursen bli fastsatt etter en bookbuilding-prosess der institusjonelle og andre profesjonelle investorer inviteres til å melde sin interesse for deltakelse i Tilbudet på ulike kursnivåer. Før bookbuilding-prosessen starter vil styret fastsette et indikativt prisintervall for tegningskursen, men den endelige tegningskursen kan bli satt både i, over eller under det indikative prisintervallet, avhengig av utfallet av bookbuildingen. Fastsettelsen av den endelige tegningskursen vil bli foretatt av styret i samråd med tilretteleggerne etter avslutning av bookbuilding-prosessen, og etter datoen for

pursuant to Section 10-4 of the Norwegian Public Limited Companies Act shall be deviated from (cf Section 10-5). There are a number of reasons for this, including:

- It will for the further development of the Company be preferential with a larger portion of institutional and other professional investors in the Company as this will improve the Company's access to financing.

- An enlarged shareholder base is expected to contribute to improved liquidity in the shares and thus make the Company's shares a more attractive investment object for current shareholders and new investors.

- The subscription price will be determined at a market cleared level following a bookbuilding process (cf below), and it is expected that investors' interests in participation in such a process will be significantly reduced (with the negative effect on the subscription price this may have) if the shareholders should have preferential rights. The bookbuilding process will take place following the Company's publication of a prospectus, and the managers' (ABG Sundal Collier, Carnegie and DNB Markets) release of research reports to their investors. In addition, the Company will as part of the bookbuilding-process conduct a road show during which it will meet shareholders and other investors. The investors will accordingly be well informed about the Company and its prospects when making their investment decisions. This will in the view of the Board contribute to correct pricing of the shares in the Offering.

The deviation from the preferential right is also in line with the managers' advice to the Board.

As mentioned above, the final subscription price will be determined following a bookbuilding process in which institutional and other professional investors will be invited to indicate their interests in participating in the Offering at different price levels. The Board will prior to commencement of the bookbuilding set an indicative price range, but the final offering price may be set within, above or below the indicative price range, depending on the outcome of the bookbuilding. The final subscription price will determined by the Board in consultation with the managers following the expiry of the bookbuilding process, and after the date generalforsamlingen. For at slik fastsettelse av tegningskursen skal være mulig, foreslår styret at generalforsamlingens vedtak inneholder et svært vidt prisintervall slik at styret står fritt ved sin fastsettelse av den endelige tegningskursen.

of the general meeting. The Board proposes that the resolution of the general meeting includes a very wide price range in order for the Board not to be restricted when determining the final subscription price.

For at styret skal ha den nødvendige friheten ved fastsettelsen av det indikative prisintervallet og den endelige tegningskursen, er det kursintervallet som fremgår av forslaget til emisjonsvedtak nedenfor (NOK 1 til NOK 100 per aksje) satt så vidt at det i praksis ikke skal virke begrensende for styret. Det indikative prisintervallet vil være snevrere og ligge innenfor det intervallet som fremgår av forslaget nedenfor.

The price range included in the resolution proposed below (NOK 1 to NOK 100 per share) is wide in order for the Board to have the flexibility required when setting the indicative price range and the final offering price, without being restricted by the resolution. The indicative price range will be narrower and within the range included in the proposal below.

Bookbuilding-perioden og tegningsperioden for Tilbudet er foreløpig planlagt å begynne 10. mars 2015 og slutte 19. mars 2015. Nærmere informasjon om Tilbudet vil inntas i prospektet som vil bli publisert på Selskapets hjemmeside i forbindelse med Tilbudet.

The bookbuilding period and the application period for the Offering are currently expected to commence on 10 March 2015 and close on 19 March 2015. Further information regarding the Offering will be included in the prospectus to be published on the Company's website in connection with the Listing.

I tilknytning til Tilbudet vil Tilretteleggerne gis mulighet til å overtildele et antall aksjer tilsvarende inntil 15 % av det antallet aksjer som blir tegnet og tildelt i Tilbudet. På denne måten vil det oppstå en "short"-posisjon for tilretteleggerne som enten kan dekkes inn ved at de som ledd i kursstabilisering i en periode etter Noteringen kjøper tilbake aksjer til en kurs som er lik eller lavere enn den endelige Tilbudskursen, eller den kan dekkes inn ved at Selskapet utsteder aksjer til tilretteleggerne. For at styret skal kunne vedta utstede aksjer til tilretteleggerne i dette tilfellet, foreslår styret at det gis fullmakt til å forhøye aksjekapitalen og til å fravike aksjonærenes fortrinnsrett til tegning og tildeling i den forbindelse (se punkt 12.3 nedenfor).

The Managers may in connection with the Offering elect to over-allot a number shares equalling up to 15% of the number shares subscribed to and allotted in the Offering. The managers will establish a short position by the over-allotment, which may be closed out by the purchase of shares in stabilisation transactions at a price equal to or lower than the final offering price during a period following the Listing, or be closed out by the issuance by the Company of new shares to the managers. In order for the Board to be authorised to issue shares to the managers in that event, the Board proposes that it is granted an authority to increase the share capital and to deviate from the shareholders' preferential right to subscribe to and be allotted shares in connection therewith (see item 12.3 below).

En vellykket Notering fordrer at generalforsamlingen treffer vedtaket som inntatt i punkt 12.2 om å øke aksjekapitalen ved utstedelse av nye aksjer, og vedtaket som inntatt i punkt 12.3 om å gi styret fullmakt til å forhøye aksjekapitalen for å dekke eventuelle overtildelinger.

A successful Offering is dependent upon the general meeting adopting the resolution to increase the share capital by the issuance of new shares set out in item 12.2, and the resolution to authorise the Board to increase the share capital to cover over-allotments set out in item 12.3.

12.2 Kapitalforhøyelse

På den bakgrunn som fremgår av punkt 12.1 foreslår styret at generalforsamlingen fatter følgende vedtak:

12.2 Share capital increase

The Board proposes on the background set out in item 12.1 above that the General Meeting makes the following resolution:

(i) Aksjekapitalen forhøyes med minimum NOK 0,2 og maksimum NOK 200 000 000, ved utstedelse

(i) The share capital shall be increased by minimum NOK 0.2 and maximum NOK av minimum 1 ny aksje og maksimum 1 000 000 000 nye aksjer hver pålydende NOK 0,20, for tilførsel av et samlet beløp på mellom NOK 1 til NOK 1 000 000 000, etter styrets nærmere beslutning. Styret fastsetter tegningskursen, men den skal ikke settes høyere enn NOK 100 eller lavere enn NOK 1.

200,000,000, by issuance of minimum 1 new share and maximum 1,000,000,000 new shares, each having a nominal value of NOK 0.20, in order to raise an amount of between NOK 1 to NOK 1,000,000,000, as resolved by the Board. The subscription price to be paid per new share shall be resolved by the Board, but shall not be higher than NOK 100 or lower than NOK 1.

(ii) De nye aksjene skal tegnes av investorer som tildeles aksjer i det tilbudet som gjennomføres i forbindelse med den planlagte noteringen av Selskapets aksjer på Oslo Børs ("Tilbudet"), eller av tilretteleggere i Tilbudet for videresalg til slike investorer. Selskapets aksjonærer skal således ikke ha fortrinnsrett til tegning eller tildeling av de nye aksjene (jf allmennaksjeloven § 10-4).

(ii) The new shares shall be subscribed to by those investors being allocated shares in the offering that is conducted in connection with the planned listing of the shares in the Company on the Oslo Stock Exchange (the "Offering"), or by the managers of the Offering for onwards sale to such investors. The shareholders of the Company shall accordingly not have any preferential rights to the new shares (cf Section 10-4 of the Norwegian Public Limited Companies Act).

(iii) Aksjene tegnes innen 19. mars 2015, eller slik tidligere eller senere dato som måtte være siste dag i bestillingsperioden i Tilbudet (dog senest 31. mai 2015).

(iii) The shares shall be subscribed to no later than on 19 March 2015, or such earlier or later date which is last day of the application period for the Offering (however, in no event later than 31 May 2015).

(iv) Betaling skal skje til Selskapets konto den første virkedag etter tegningsfristens utløp.

(iv) Payment shall be made to the Company's account on the first business day following the expiry of the subscription deadline.

(v) De nye aksjene gir rett til utbytte og øvrige rettigheter i Selskapet fra registreringen av kapitalforhøyelsen i Foretaksregisteret.

(v) The new shares carry rights to dividends and other rights in the Company from the registration of the share capital increase in the Norwegian Register of Business Enterprises.

(vi) Selskapets kostnader i forbindelse med kapitalforhøyelsen anslås til mellom NOK 23 millioner og NOK 33 millioner. Ytterligere kostnader har påløpt og vil påløpe i forbindelse med børsnoteringen.

(vi) The Company's expenses in relation to the capital increase are estimated to between NOK 23 million and NOK 33 million. In addition, further expenses have accrued and will accrue in connection with the listing process.

(vii) Vedtektenes § 4 endres slik at bestemmelsen angir aksjekapitalen og det totale antallet aksjer etter kapitalforhøyelsen.

(vii) Section 4 of the Articles of Association shall be amended to state the total share capital and number of shares following the share capital increase.

(viii) Gjennomføring av kapitalforhøyelsen er betinget av at styret beslutter å gjennomføre noteringen av selskapets aksjer på Oslo Børs, og at tilretteleggerne ikke før registrering av kapitalforhøyelsen terminerer sin forpliktelse til

(viii) Completion of the share capital increase is conditional upon the board of directors resolving to proceed with the listing of the shares in the Company on Oslo Børs, and that the Managers of the Offering do not prior to registration of the å forskuttere tegningsbeløpet i henhold til avtale om slik forskuttering.

share capital increase terminate their commitment to pre-pay the subscription amount pursuant to an agreement regarding such pre-payment.

12.3 Fullmakt til styret til å forhøye aksjekapitalen i forbindelse med overtildeling

På den bakgrunn som fremgår av punkt 12.1 foreslår styret at generalforsamlingen fatter følgende vedtak:

(i) I henhold til allmennaksjeloven § 10-14 gis styret fullmakt til å forhøye Selskapets aksjekapital med inntil NOK 2 500 000.

(ii) Fullmakten gjelder fra det tidspunkt kapitalforhøyelsen i denne protokollens punkt 12.2 er registrert i Foretaksregisteret, og inntil 31. juli 2015.

(iii) Fullmakten kan benyttes slik styret finner det hensiktsmessig i forbindelse med den foreslåtte noteringen av Selskapets aksjer på Oslo Børs, herunder ved utstedelse av aksjer til tilretteleggerne i tilknytning til overtildeling av aksjer. Fullmakten kan dog ikke benyttes for et beløp som er høyere enn 15 % av det beløpet aksjekapitalen faktisk forhøyes med i henhold til protokollens punkt 12.2.

(iv) Aksjonærenes fortrinnsrett til de nye aksjene etter allmennaksjeloven § 10-4 kan fravikes.

(v) Fullmakten omfatter ikke kapitalforhøyelse mot innskudd i andre eiendeler enn penger mv, jf allmennaksjeloven § 10-2.

(vi) Fullmakten omfatter ikke kapitalforhøyelse ved fusjon etter allmennaksjeloven § 13-5.

12.3 Authorisation to the Board to increase the share capital in connection with over-allotments

The Board proposes on the background set out in item 12.1 above that the General Meeting makes the following resolution:

(i) Pursuant to Section 10-14 of the Norwegian Public Limited Companies Act, the Board is granted an authorisation to increase the Company's share capital by up to NOK 2,500,000 .

(ii) The authorisation is valid from the point in time when the share capital increase in item 12.2 in these Minutes has been registered with the Norwegian Register of Business Enterprises, and until 31 July 2015.

(iii) The authorisation can be used at the Board's discretion in connection with the proposed listing of the Company's shares on the Oslo Stock Exchange, including by issuing shares to the managers in connection with over-allotment of shares. However, the authorisation may not be used to increase the share capital by an amount in excess of 15% of the amount by which the share capital is actually increased pursuant to item 12.2 in these Minutes.

(iv) The shareholders' preferential right to the new shares pursuant to Section 10-4 of the Norwegian Public Limited Companies Act may be deviated from.

(v) The authorisation does not comprise share capital increases against contribution in kind, cf Section 10-2 of the Norwegian Public Limited Companies Act.

(vi) The authorisation does not comprise share capital increase in connection with mergers pursuant to Section 13-5 of the Norwegian Public Limited Companies Act.

13 Fullmakt til styret til å forhøye aksjekapitalen i tilknytning til insentivordninger

Styret er av den oppfatning at det bør ha mulighet til å tildele aksjeopsjoner tilsvarende inntil 10 % av aksjene i Selskapet. På ekstraordinær generalforsamling avholdt den 27. juni 2014 ble styret derfor tildelt fullmakt til å forhøye aksjekapitalen med inntil NOK 529 760. Styret foreslår at denne fullmakten erstattes med en fullmakt til å forhøye aksjekapitalen med et beløp på inntil NOK 2 000 000. Dette vil formodentlig utgjøre mer enn 10 % av aksjekapitalen i Selskapet etter gjennomføringen av Tilbudet og eventuell benyttelse av fullmakten i punkt 12.3 ovenfor, og det foreslås derfor at bruk av fullmakten skal begrenses til 10 %.

Styret foreslår således at generalforsamlingen fatter følgende vedtak:

(i) I henhold til allmennaksjeloven § 10-14 gis styret fullmakt til å forhøye Selskapets aksjekapital med inntil NOK 2 000 000.

(ii) Fullmakten gjelder frem til Selskapets ordinære generalforsamling i 2016, likevel ikke lenger enn til 30. juni 2016.

(iii) Fullmakten skal ikke benyttes til å forhøye aksjekapitalen med et beløp som overstiger 10 % av aksjekapitalen i Selskapet etter kapitalforhøyelsen i protokollens punkt 12.2 og eventuell benyttelse av fullmakten i protokollens punkt 12.3.

(iv) Aksjonærenes fortrinnsrett til de nye aksjene etter allmennaksjeloven § 10-4 kan fravikes.

(v) Fullmakten omfatter ikke kapitalforhøyelse mot innskudd i andre eiendeler enn penger mv, jf allmennaksjeloven § 10-2.

(vi) Fullmakten omfatter ikke kapitalforhøyelse ved fusjon etter allmennaksjeloven § 13-5.

13 Authorisation to the Board to increase the share capital in connection with share incentive arrangements

The Board is of the view that it should be authorised to grant share options for up to 10% of the shares in the Company. At the Extraordinary General Meeting held on 27 June 2014 the Board was accordingly granted an authorisation to increase the share capital of the Company by up to NOK 529,760. The Board proposes that such authorisation is replaced by an authorisation to increase the share capital by an amount of up to NOK 2,000,000. This amount will most likely be higher than 10 % of the share capital of the Company following the Offering and any use of the authorisation in item 12.3, and it is therefore proposed that any use of the authorisation shall be limited to 10%.

Based on this, the Board proposes that the General Meeting makes the following resolution:

(i) Pursuant to Section 10-14 of the Norwegian Public Limited Companies Act, the Board is granted an authorisation to increase the Company's share capital by up to NOK 2,000,000.

(ii) The authorisation is valid until the Company's Annual General Meeting in 2016, but no longer than 30 June 2016.

(iii) The authorisation shall not be used to increase the share capital by an amount in excess of 10% of the share capital of the Company following the share capital increase in item 12.2 in these Minutes and any use of the authorisation in item 12.3 in these Minutes.

(iv) The shareholders' preferential right to the new shares pursuant to Section 10-4 of the Norwegian Public Limited Companies Act may be deviated from.

(v) The authorisation does not comprise share capital increases against contribution in kind, cf Section 10-2 of the Norwegian Public Limited Companies Act.

(vi) The authorisation does not comprise share capital increase in connection with mergers pursuant to Section 13-5 of the Norwegian Public Limited Companies Act.

(vii) Fra tidspunktet for registrering i Foretaksregisteret erstatter denne fullmakten den styrefullmakten til å forhøye aksjekapitalen som styret ble tildelt på ekstraordinær generalforsamlingen den 27. juni 2014.

(vii) From the time of registration of this authorisation in the Norwegian Register of Business Enterprises, this authorisation shall replace the authorisation to increase the share capital granted to the Board at the Extraordinary General Meeting held on 27 June 2014.

* * *

I henhold til Selskapets vedtekter § 7 har styrets bestemt at de aksjonærer som ønsker å delta i generalforsamlingen (enten selv eller ved fullmektig), må melde fra om dette til Selskapet ved å sende det vedlagte påmeldingsskjemaet (som også er gjort tilgjengelig på Selskapets hjemmeside angitt nedenfor), til Selskapet v/kontofører Nordea Bank Norge ASA, Security and Issuer Services, til følgende adresse: Nordea Bank Norge ASA, Security and Issuer Services, Postboks 1166 Sentrum, 0107 Oslo, telefaks +47 22 48 63 49 eller 22 48 49 90, e-post: issuerservices.no@nordea.com. Meldingen må være mottatt senest den 4. mars 2015 kl. 16.00. Aksjonærer som ikke foretar slik forhåndspåmelding eller som oversitter ovennevnte frist, kan nektes adgang på generalforsamlingen og vil da heller ikke kunne stemme for sine aksjer.

Pursuant to Section 7 of the Company's Articles of Association, the Board has decided that the shareholders wishing to attend the General Meeting (in person or by proxy) must give notice to the Company of this by sending the enclosed registration form (which is also available on the Company's website as set out below) to the Company, attn.: the Company's security account manager, Nordea Bank Norge ASA, Security and Issuer Services, at the following address: Nordea Bank Norge ASA, Security and Issuer Services, P.O. Box 1166 Sentrum, N-0107 Oslo, Norway, facsimile: +47 22 48 63 49 or 22 48 49 90, e-mail: issuerservices.no@nordea.com. The notice of attendance must have been received no later than 4 March 2015 at 16:00 hours (CET). Shareholders who do not provide notices of attendance, or do not meet the deadline stated above, may be denied entrance to the General Meeting and will not be able to vote for their shares.

Aksjonærer som ikke har anledning til selv å møte, kan møte ved fullmektig. Skjema for tildeling av fullmakt, med nærmere instruksjoner for bruk av fullmaktsskjemaet, er vedlagt denne innkallingen (er også gjort tilgjengelig på Selskapets hjemmeside angitt nedenfor). Fullmakt kan om ønskelig gis til styrets leder Ludvik Sandnes. Utfylte fullmaktsskjemaer kan enten leveres i generalforsamlingen eller sendes til Selskapets kontofører Norge Bank Norge ASA, Security and Issuer Services, pr post eller telefaks innen den 4. mars 2015 kl. 16.00 på følgende adresse: Nordea Bank Norge ASA, Security and Issuer Services, Postboks 1166 Sentrum, 0107 Oslo, telefaks +47 22 48 63 49 eller 22 48 49 90, e-post: issuerservices.no@nordea.com.

Shareholders that are prevented from attending may be represented by proxy. The proxy form, including detailed instructions for the use of the form, is enclosed to this notice (also available on the Company's website as set out below). If desirable, proxy may be given to the Chairman of the Board, Ludvik Sandnes. Completed proxy forms may either be sent to the Company's security account manager, Nordea Bank Norge ASA, Security and Issuer Services, by mail or facsimile within 4 March 2015 at 16:00 hours (CET) or submitted at the General Meeting. Address: Nordea Bank Norge ASA, Verdipapirservice, P.O. Box 1166 Sentrum, N-0107 Oslo, Norway, facsimile: +47 22 48 63 49 or 22 48 49 90, e-mail: issuerservices.no@nordea.com.

Aksjonærer som ikke har anledning til å delta på generalforsamlingen kan avgi direkte forhåndsstemme i hver enkelt sak elektronisk via www.nordicnanovector.com og VPS Investortjenester. Frist for forhåndsstemme er 4. mars 2015 kl. 16.00. Inntil utløpet av fristen kan avgitte forhåndsstemmer endres eller trekkes tilbake. Dersom en aksjonær

A shareholder who cannot attend the General Meeting may prior to the General Meeting cast a vote on each agenda item via www.nordicnanovector.com and VPS Investor Services. The deadline for prior voting is 4 March 2015 at 16:00 hours (CET). Until the deadline, votes already cast may be changed or withdrawn. Votes already cast prior to the General Meeting will be velger å møte på generalforsamlingen enten selv eller ved fullmektig, anses avgitte forhåndsstemmer som trukket tilbake.

considered withdrawn if the shareholder attends the General Meeting in person or by proxy.

Dersom aksjer er registrert i VPS på forvalterkonto, jf allmennaksjeloven § 4-10, og den reelle aksjonæren ønsker å avgi stemmer for sine aksjer, må den reelle aksjonæren omregistrere aksjene på en separat VPS-konto i den reelle aksjonærens navn forut for avholdelse av generalforsamlingen, eller godtgjøre at melding om eierskifte er sendt til VPS forut for avholdelse av generalforsamlingen.

If shares are registered by a nominee in the VPS register, cf Section 4-10 of the Norwegian Public Limited Companies Act, and the beneficial shareholder wants to vote for their shares, the beneficial shareholder must re-register the shares in a separate VPS account in its own name prior to the General Meeting, or prove that the transfer to such account has been reported to the VPS prior to the General Meeting.

Nordic Nanovector ASA er et allmennaksjeselskap underlagt allmennaksjelovens regler. Selskapet har pr dato for denne innkallingen utstedt 26 550 291 aksjer, og hver aksje har én stemme. Aksjene har også for øvrig like rettigheter.

Nordic Nanovector ASA is a public limited company subject to the rules of the Norwegian Public Limited Companies Act. As of the date of this notice, the Company has issued 26,550,291 shares, each of which represents one vote. The shares have equal rights also in all other respects.

En aksjonær har rett til å fremsette forslag til beslutninger i saker på dagsordenen og til å kreve at styremedlemmer og daglig leder på generalforsamlingen gir tilgjengelige opplysninger om forhold som kan innvirke på bedømmelsen av (i) godkjennelse av årsregnskapet og årsberetningen, (ii) saker som er forelagt generalforsamlingen til avgjørelse, og (iii) Selskapets økonomiske stilling, herunder virksomheten i andre selskaper som Selskapet deltar i, og andre saker som generalforsamlingen skal behandle, med mindre de opplysninger som kreves ikke kan gis uten uforholdsmessig skade for Selskapet.

A shareholder may make proposals for resolutions with respect to matters on the agenda and may require that members of the Board and the Chief Executive Officer at the General Meeting provide available information about matters which may affect the assessment of (i) the approval of the annual accounts and the annual report, (ii) matters that are presented to the shareholders for decision and (iii) the Company's financial situation, including operations in other companies the Company participates in, and other matters to be discussed at the General Meeting, unless the requested information cannot be disclosed without causing disproportionate damage to the Company.

Denne innkallingen, øvrige dokumenter som gjelder saker som skal behandles i generalforsamlingen, herunder de dokumenter det er henvist til i denne innkallingen, forslag til beslutninger for poster på den foreslåtte dagsordenen, samt Selskapets vedtekter, er tilgjengelige på Selskapets hjemmeside www.nordicnanovector.com. Aksjonærer kan kontakte Selskapet pr post, telefaks, e-post eller telefon for å få tilsendt de aktuelle dokumentene. Adresse: Nordic Nanovector ASA, Kjelsåsveien 168B, 0884 Oslo, telefaks: +47 22 58 00 07, e-post: mail@nordicnanovector.com, telefon: +47 22 18 33 01.

This notice, other documents regarding matters to be discussed in the General Meeting, including the documents to which this notice refers, the proposed resolutions for matters on the proposed agenda, as well as the Company's Articles of Association, are available on the Company's website www.nordicnanovector.com. Shareholders may contact the Company by mail, facsimile, e-mail or telephone in order to request the documents in question on paper. Address: Nordic Nanovector ASA, Kjelsåsveien 168B, N-0884 Oslo, Norway, facsimile: +47 22 58 00 07, e-mail: mail@nordicnanovector.com, telephone: +47 22 18 33 01.

Oslo, 23. februar 2015
På vegne av styret i Nordic Nanovector ASA
On behalf of the board of directors of Nordic Nanovector ASA

____

Ludvik Sandnes
Styrets leder/Chairman

Vedlegg:

Skjema for påmelding og fullmakt til generalforsamlingen er vedlagt. Skjema for påmelding og fullmakt er også tilgjengelig på Selskapets hjemmeside www.nordicnanovector.com.

Erklæring om fastsettelse av lønn og annen godtgjørelse til ledende ansatte er vedlagt. Erklæringen er også inntatt i note 6 i årsregnskapet for 2014.

Årsregnskap, årsberetning og revisors beretning for regnskapsåret 2014 er tilgjengelig på Selskapets hjemmeside www.nordicnanovector.com.

Valgkomiteens innstilling vil gjøres tilgjengelig på Selskapets hjemmeside www.nordicnanovector.com før generalforsamlingen.

Appendices:

Form of registration and proxy to the General Meeting is enclosed. Form for registration and proxy is also available on the Company's website www.nordicnanovector.com.

The statement regarding salaries and other remuneration for the management is enclosed. The statement is also included in note 6 in the annual accounts for 2014.

The annual accounts, the annual report and the auditor's report for the financial year 2014 are available on the Company's website www.nordicnanovector.com.

The proposal from the Nomination Committee will be made available on the Company's website www.nordicnanovector.com prior to the General Meeting.

Vedlegg 1

Appendix 1

NORDIC NANOVECTOR ASA
NOTICE OF ATTENDANCE
ANNUAL GENERAL MEETING 9 MARCH 2015

Shareholders who wish to attend the Annual General Meeting to be held on 9 March 2015 are requested to fill in and return this notice of attendance to: **Nordea Bank Norge ASA, Securities and Issuer Services, P.O. Box 1166 Sentrum, N-0107 Oslo, Norway, Fax: 22 48 63 49 or 22 48 49 90, E-mail: issuerservices.no@nordea.com**

The form should be received by us **no later than 4 March 2015 at 16:00 hours (CET). Attendance notice may also be given electronically within the same deadline via VPS Investor Services.**

The undersigned wishes to attend the Annual General Meeting on 9 March 2015 at 15.00 hours (CET). Must be signed by a person of legal age. If the shareholder is a legal entity, please attach the shareholders' certificate of registration and if applicable proxy. Furthermore, the undersigned shareholder is authorised to attend and vote at the Annual General Meeting on behalf of the below listed shareholder(s) in accordance with the enclosed/separately returned power of attorney:

Name of shareholder:	Shares (number):
____________________________________	____
____________________________________	____
____________________________________	____
____________________________________	____

The shareholder's name and address: ______________________________________
(*please use capital letters*)

____________	___________	______________________________
Date	Place	shareholder's signature

NORDIC NANOVECTOR ASA
POWER OF ATTORNEY
ANNUAL GENERAL MEETING 9 MARCH 2015

Shareholder who does not return the form "NOTICE OF ATTENDANCE – ANNUAL GENERAL MEETING 9 MARCH 2015" (see the previous page), and therefore wishes to authorise another person to act on his or her behalf at the Annual General Meeting on 9 March 2015 must complete this power of attorney form and return it to: **Nordea Bank Norge ASA, Securities and Issuer Services, P.O. Box 1166 Sentrum, N-0107 Oslo, Norway, Fax: 22 48 63 49 or 22 48 49 90, E-mail: issuerservices.no@nordea.com**

The power of attorney should be received by us **no later than 4 March 2015 at 16:00 hours (CET).**

The undersigned hereby grants (please tick):

☐ The Chairman of the Board Ludvik Sandnes, or the person he appoints, **or**

☐ ___________________________________
Name of attorney (*please use capital letters*)

power of attorney to attend and vote for my/our shares at the Annual General Meeting of Nordic Nanovector ASA to be held on 9 March 2015 at 15.00 hours (CET). If the power of attorney form is submitted without stating the name of the attorney, the power of attorney will be deemed to have been given to the Chairman of the Board Ludvik Sandnes or the person he appoints.

The votes shall be cast in accordance with the instructions below. Please note that **if the alternatives below are not ticked off, this will be deemed to be an instruction to vote "in favour" of the proposals in the notice**, provided, however, that the attorney determines the voting to the extent proposals are put forward in addition to, instead of, or as adjustments to the proposals in the notice.

Item:	**In favour**	**Against**	**Abstain**	**At the attorney's discretion**
1. Election of the chairman for the meeting				
2. Approval of the notice and the agenda of the meeting				
3. Election of one person to co-sign the minutes, to be proposed in the General Meeting				
4. Approval of the annual accounts and the annual report for the financial year 2014				
5. Election of Board members In accordance with the Nomination Committee's proposal				
6. Election of members of the Nomination Committee In accordance with the Nomination Committee's proposal				
7. Determination of remuneration for the members of the Board In accordance with the Nomination Committee's proposal				
8. Determination of remuneration for the members of the Nomination Committee In accordance with the Nomination Committee's proposal				
9. Approval of the auditor's fee				
10. The Board's statement regarding the specification of salaries and other remuneration of the management				
a. Item 3 in the statement (binding for the Board)				
b. All other items in the statement (advisory for the Board)				
12.2. Share capital increase				
12.3. Authorisation to the Board to increase the share capital in connection with over-allotments				
13. Authorisation to the Board to increase the share capital in connection with share incentive arrangements				

The shareholder's name and address: _____________________________________
(*please use capital letters*)

Date ______ Place ______ shareholder's signature ______________

If the shareholder is a company, please attach documentation in the form of certificate of registration, or separate power of attorney, if applicable, to this power of attorney.

Remuneration policy for members of Management - Guidelines for 2015:

1. Introduction

This statement regarding remuneration of the management (the "Management") of Nordic Nanovector ASA and its subsidiaries (the "Group") has been prepared by the Board of Directors (the "Board") of Nordic Nanovector ASA (the "Company") pursuant to section 6-16a of the Norwegian Public Limited Companies Act.

The main principle of the Group's remuneration policy for the Management is to offer competitive terms in an overall perspective taking into account salary, short- and long-term incentives pension plans and other benefits, to motivate and retain key staff.

2. Policy and principles

The Group commenced in the fall of 2014 implementation of a remuneration policy for the Management consisting of the following main elements:

- Fixed salary (base-salary)
- Short-term incentive (cash bonus)
- Long-term incentive (equity incentives)
- Benefits (primarily pension)

Prior to the implementation of such remuneration policy, the remuneration of Management did not include annual option grant or bonuses.
The fixed salary for each member of the Management shall be competitive and based on the individual's experience, responsibilities as well as the results achieved during the previous year. Salaries as well as other benefits shall be reviewed annually, and adjusted as appropriate.

The Management will be eligible for a cash bonus as a short-term incentive.

The Management is granted cash bonus following an assessment of criteria based on both the Group's performance and the individual's performance. The targets to be reached by the CEO are to be determined by the Board. The CEO sets relevant targets for the other members of the Management team, based on principles defined by the Board. The maximum potential of the bonus is determined on an individual basis.

The Management receives payment in kind such as cell phone expenses and payment of IT and telecommunication expenses. In addition, representation allowance is given if relevant.

3. Long-term incentive – equity incentives

The Board has used and will continue to use share options to recruit, incentivise and retain Management and other key employees. The Group will use share options in connection with the employment of new employees and can also grant share options on an annual basis to existing employees. The total number of share options outstanding shall not exceed 10% of the outstanding shares in the Company at any given time. The Board will request the general meeting to make the resolutions required for the Board to be authorised to issue new shares in an amount up to 10% of the total number of shares outstanding in order to be able to honour options being exercised by the issuance of new shares.

The Company has granted share options under two different option programs. The first option program was established in 2011 (the "First Option Program"), and options under that program were granted in 2011 and 2012. The second option program was established in 2014 (the "Second Option Program") and the first options under that program were granted in the fall of 2014. Each option granted gives the holder a conditional right to acquire one share in the Company. The exercise price is equal to the market price of the shares at the date of the grant. The Company may settle options in cash.

As of 23 February 2015, there were 63,333 outstanding options granted to the current management under the First Option Program. In general, 1/3 of the options granted under the First Option Program vested immediately upon grant. The remaining 2/3 vested in two portions (1/3 each time) at the achievement of defined milestones. The options granted under the First Option Program may be exercised twice a year, either in the period from 15 January to 15 February or 1 August to 15 September each year from the date of vesting until expiry.

As of 23 February 2015, there were 2,001,147 outstanding options allocated to the current management under the Second Option Program. The options granted under the Second Option Program vest in accordance with the following vesting schedule: (i) 25% of the options vest 12 months after the date of grant, and (ii) 1/36 of the remaining options vest each month thereafter. It is a condition for vesting that the option holder is an employee of the Group at the time of vesting. Vested options may be exercised in a period of 15 Norwegian business days from the day following the day of the Company's release of its annual or quarterly results, unless the Board resolves otherwise. The options expire seven years from grant date.

The dilution effect of options exercised 21 February 2014 was 0.7% for the shareholders. The dilution effect of options exercised 17 December 2014 was 0.1% for the shareholders.[1]
The options may be exercised when having vested, provided that a liquidity event has occurred. For the purpose of the option program, a listing will be a liquidity event.

The Group will continue to grant options under the Second Option Program, while no additional options will be granted under the First Option Program.

4. Severance pay arrangement

The CEO is in the event of termination of his employment agreement by the Group for reasons other than cause entitled to 15 months' pay and the accrued target performance bonus up until the date of notice of termination of employment. Furthermore, the CMO and the CBO, are in the event of termination of their employment agreements by the Group for reasons other than cause entitled to 12 months' pay and the accrued target performance bonus up until the date of notice of termination of employment. In addition, the CFO is entitled to six months' pay after termination of employment in connection with an acquisition of the Company. Apart from the above, no member of Management has entered into employment agreements which provide for any special benefits upon termination.

5. Pension scheme

All members of the Management other than the CMO (who is resident in England and holds a private pension scheme in England) are included in the Group's occupational pension scheme for the Group's employees. The pension scheme is a defined contribution scheme and contributions range from 5% to 8% of the employee's salary up to 12G (Norwegian base amount) in the Company, and in the range from 5% to 11% in the Group.

6. The decision-making process

The Board has appointed a remuneration committee consisting of Board members. The remuneration committee is a preparatory body for the Board and its main objective is to assist the Board in its work relating to the terms of employment for the Management. The Board determines the CEO's salary and other terms of his employment.

The remuneration committee answers to the Board alone for the performance of its duties. The work of the committee does not alter the responsibility of the Board or the individual Board member.

[1] As the Company was not OTC listed at the time of the options exercise 21 February 2014, the dilutive effect is calculated on the nominal share capital. For the options exercise on 17 December 2014, the dilutive effect is calculated using the share price as of 17 December 2014 as a reference.

Office translation:

GENERALFORSAMLINGSPROTOKOLL

Mandag den 9. mars 2015 kl 15.00 ble det avholdt ordinær generalforsamling i Nordic Nanovector ASA, org nr 994 297 422 ("**Selskapet**"), i Selskapets lokaler i Kjelsåsveien 168 B, 4. etg. i Oslo.

Generalforsamlingen ble åpnet av styrets leder, Ludvik Sandnes, som opptok en fortegnelse over de møtende aksjonærer. En oversikt over de de møtende aksjonærene er inntatt som Vedlegg 1 til protokollen.

11 228 407 av totalt 26 550 291 aksjer og stemmer i Selskapet var representert, tilsvarende 42,29 % av samtlige aksjer. Fortegnelsen ble godkjent av generalforsamlingen.

Man gikk så over til å behandle dagsorden:

1 VALG AV MØTELEDER

Ludvik Sandnes ble valgt til møteleder. Beslutningen ble truffet med nødvendig flertall, jf avstemmingsresultat inntatt som Vedlegg 2 til protokollen.

2 GODKJENNELSE AV INNKALLING OG DAGSORDEN

Det ble opplyst at innkallingen var blitt tilsendt samtlige aksjonærer med kjent oppholdssted den 23. februar 2015.

Møtelederen reiste spørsmål om det var bemerkninger til innkallingen eller dagsordenen. Da det ikke var noen innvendinger, ble innkallingen og dagsordenen ansett som godkjent. Beslutningen ble truffet med nødvendig flertall, jf avstemmingsresultat inntatt som Vedlegg 2 til protokollen. Møtelederen erklærte generalforsamlingen for lovlig satt.

3 VALG AV ÉN PERSON TIL Å MEDUNDERTEGNE PROTOKOLLEN

MINUTES OF GENERAL MEETING

The Annual General Meeting of Nordic Nanovector ASA, reg no 994 297 422 (the "**Company**"), was held on Monday 9 March 2015 at 15:00 hours (CET) at the Company's offices in Kjelsåsveien 168 B, 4th floor, in Oslo.

The General Meeting was opened by the Chairman of the Board of Directors, Ludvik Sandnes, who registered the attending shareholders. An overview over the attending shareholders is attached to the Minutes as Appendix 1.

11,228,407 of a total of 26,550,291 shares and votes were represented at the General Meeting, equal to 42.29 % of the total number of shares. The list was approved by the General Meeting.

The following matters were discussed:

1 ELECTION OF THE CHAIRMAN FOR THE MEETING

Ludvik Sandnes was elected to chair the Meeting. The decision was passed with the required majority, cf the result of the voting set out in Appendix 2 to the Minutes.

2 APPROVAL OF THE NOTICE AND THE AGENDA

It was informed that the notice of the General Meeting had been sent to all shareholders with a known address on 23 February 2015.

The Chairman of the Meeting raised the question whether there were any objections to the notice or the agenda. No such objections were made and the notice and the agenda were approved. The decision was passed with the required majority, cf the result of the voting set out in Appendix 2 to the Minutes. The Chairman of the Meeting declared the General Meeting as lawfully convened.

3 ELECTION OF A PERSON TO CO-SIGN THE MINUTES

Tone Kvåle ble valgt til å undertegne protokollen sammen med møtelederen. Beslutningen ble truffet med nødvendig flertall, jf avstemmingsresultat inntatt som Vedlegg 2 til protokollen.

Tone Kvåle was elected to sign the minutes together with the chairperson of the meeting. The decision was passed with the required majority, cf the result of the voting set out in Appendix 2 to the Minutes.

4 GODKJENNELSE AV ÅRSREGNSKAPET OG ÅRSBERETNINGEN FOR REGNSKAPSÅRET 2014

Årsregnskapet og årsberetningen for Selskapet for regnskapsåret 2014, sammen med revisors beretning, var blitt gjort tilgjengelig på Selskapets hjemmeside, jf vedtektenes § 7 første avsnitt.

Årsregnskapet og årsberetningen for regnskapsåret 2014, samt revisors beretning ble gjennomgått.

Tone Kvåle ga i forbindelse med avleggingen av årsregnskapet en orientering om Selskapets stilling.

Årsregnskapet og årsberetningen for regnskapsåret 2014 ble godkjent. Beslutningen ble truffet med nødvendig flertall, jf avstemmingsresultat inntatt som Vedlegg 2 til protokollen.

4 APPROVAL OF THE ANNUAL ACCOUNTS AND THE ANNUAL REPORT FOR THE FINANCIAL YEAR 2014

The annual accounts and the annual report for the Company for the financial year 2014, together with the auditor's report, had been made available on the Company's website, cf the first paragraph of Section 7 of the Articles of Association.

The annual accounts and the annual report for the financial year 2014, as well as the auditor's report were presented.

In connection with the presentation of the annual accounts, Tone Kvåle gave an overview of the Company's financial position and accounts.

The annual accounts and the annual report for the financial year 2014 were approved. The decision was passed with the required majority, cf the result of the voting set out in Appendix 2 to the Minutes.

5 VALG AV STYREMEDLEMMER

Det ble redegjort for valgkomiteens innstilling om valg av styremedlemmer.

I overensstemmelse med valgkomiteens innstilling ble følgende personer valgt som styremedlemmer for perioden frem til ordinær generalforsamling i 2016:

Ludvik Sandnes (styreleder);
Per Samuelsson;
Roy Hartvig Larsen;
Hilde H. Steineger; og
Gisela M. Schwab.

Samtlige personer ble valgt med virkning fra generalforsamlingsdatoen, med unntak for Gisela M. Schwab som ble valgt med virkning fra 12. mars 2015 (og slik at uttredende styremedlem Alexandra Morris skal forbli styremedlem frem til den datoen).

5 ELECTION OF BOARD MEMBERS

The Nomination Committee's proposal for election of Board members was accounted for.

In accordance with the Nomination Committee's proposal, the following persons were elected as Board members for the period until the 2016 Annual General Meeting:

Ludvik Sandnes (Chairman);
Per Samuelsson;
Roy Hartvig Larsen;
Hilde H. Steineger; and
Gisela M. Schwab.

All directors were elected for the period from the general meeting except for Gisela M. Schwab who was elected with effect from 12 March 2015 (and so that Alexandra Morris shall continue to be a Board member until that date).

Beslutningen ble truffet med nødvendig flertall, jf avstemmingsresultat inntatt som Vedlegg 2 til protokollen.

The decision was passed with the required majority, cf the result of the voting set out in Appendix 2 to the Minutes.

6 VALG AV MEDLEMMER TIL VALGKOMITEEN

Det ble redegjort for valgkomiteens innstilling om valg av medlemmer til valgkomiteen.

I overensstemmelse med valgkomiteens innstilling ble medlemmene av valgkomiteen gjenvalgt for en periode frem til ordinær generalforsamling i 2016. Etter valget består valgkomiteen av følgende personer:

Johan Christenson (leder);
Ole Petter Nordby; og
Olav Steinnes.

Beslutningen ble truffet med nødvendig flertall, jf avstemmingsresultat inntatt som Vedlegg 2 til protokollen.

6 ELECTION OF THE MEMBERS OF THE NOMINATION COMMITTEE

The Nomination Committee's proposal for election of members of the Nomination Committee was accounted for.

In accordance with the Nomination Committee's proposal, the members of the Nomination Committee were re-elected for a period until the 2016 Annual General Meeting. Following the election, the Nomination Committee consists of the following persons:

Johan Christenson (chairman);
Ole Petter Nordby; and
Olav Steinnes.

The decision was passed with the required majority, cf the result of the voting set out in Appendix 2 to the Minutes.

7 FASTSETTELSE AV GODTGJØRELSE TIL STYRETS MEDLEMMER

Det ble redegjort for valgkomiteens forslag til fastsettelse av godtgjørelse til styrets medlemmer.

I overensstemmelse med valgkomiteens forslag vedtok generalforsamlingen at styrets leder skal motta et honorar på NOK 240 000 og at hvert av de øvrige styremedlemmene skal motta et honorar på NOK 120 000 for perioden fra den ordinære generalforsamlingen i 2015 og frem til den ordinære generalforsamlingen i 2016.

7 DETERMINATION OF REMUNERATION FOR THE MEMBERS OF THE BOARD OF DIRECTORS

The Nomination Committee's proposal regarding determination of remuneration for the members of the Board of Directors was accounted for.

In accordance with the Nomination Committee's proposal, the General Meeting resolved that the Chairman of the Board shall receive a remuneration of NOK 240,000 and that each of the other Board members shall receive a remuneration of NOK 120,000 for the period from the 2015 Annual General Meeting and until the 2016 Annual General Meeting.

I overensstemmelse med valgkomiteens forslag vedtok generalforsamlingen at de styremedlemmene som også er medlemmer av revisjonskomiteen eller kompensasjonskomiteen skal motta et tilleggshonorar på NOK 4 000 pr komitémøte, men ikke mindre enn NOK 20 000 for hvert komitémedlem (NOK 8 000 pr møte og minimum NOK 40 000 til lederen av hver av komiteene).

In accordance with the Nomination Committee's proposal, the General Meeting resolved that those Board members who are also members of the Audit Committee or the Remuneration Committee shall receive an addition remuneration of NOK 4,000 per committee meeting, but not less than OK 20,000 for each committee member (NOK 8,000 per meeting and minimum NOK 40,000 to the chairman of each of the committees).

Vedtaket ble truffet med nødvendig flertall, jf avstemmingsresultat inntatt som Vedlegg 2 til protokollen.

The resolution was passed with the required majority, cf the result of the voting set out in Appendix 2 to the Minutes.

8 FASTSETTELSE AV GODTGJØRELSE TIL VALGKOMITEENS MEDLEMMER

8 DETERMINATION OF REMUNERATION FOR THE MEMBERS OF THE NOMINATION COMMITTEE

Det ble redegjort for valgkomiteens forslag til fastsettelse av godtgjørelse til valgkomiteens medlemmer.

The Nomination Committee's proposal regarding determination of remuneration for the members of the Nomination Committee was accounted for.

I overensstemmelse med valgkomiteens forslag vedtok generalforsamlingen at valgkomiteens leder skal motta et honorar på NOK 40 000 og at de øvrige medlemmene av valgkomiteen hver skal motta et honorar på NOK 25 000 for perioden fra den ordinære generalforsamlingen i 2015 og frem til den ordinære generalforsamlingen i 2016.

In accordance with the Nomination Committee's proposal, the General Meeting resolved that the chairman of the Nomination Committee shall receive an remuneration of NOK 40,000 and that the other members of the Nomination Committee each shall receive a remuneration of NOK 25,000 for the period from the 2015 Annual General Meeting and until the 2016 Annual General Meeting.

Vedtaket ble truffet med nødvendig flertall, jf avstemmingsresultat inntatt som Vedlegg 2 til protokollen.

The resolution was passed with the required majority, cf the result of the voting set out in Appendix 2 to the Minutes.

9 GODKJENNELSE AV REVISORS GODTGJØRELSE

9 APPROVAL OF THE AUDITOR'S FEE

Det ble vedtatt å godkjenne revisjonsgodtgjørelsen til Ernst & Young AS for regnskapsåret 2014 på NOK 80 000. Vedtaket ble truffet med nødvendig flertall, jf avstemmingsresultat inntatt som Vedlegg 2 til protokollen.

It was resolved to approve the auditor's fee to Ernst & Young AS for the financial year 2014 of NOK 80,000. The resolution was passed with the required majority, cf the result of the voting set out in Appendix 2 to the Minutes.

Møteleder informerte om honorar til revisor for øvrige tjenester til Selskapet og konsernet for 2014.

The Chairman of the Meeting informed about the fees to auditor for other services to the Company and the group for 2014.

10 STYRETS ERKLÆRING OM FASTSETTELSE AV LØNN OG ANNEN GODTGJØRELSE TIL LEDENDE ANSATTE

Generalforsamlingen behandlet styrets erklæring om fastsettelse av lønn og annen godtgjørelse til ledende ansatte. Erklæringen var vedlagt innkallingen og er også inntatt i note 6 i Selskapets årsregnskap for regnskapsåret 2014.

Generalforsamlingen ga sin tilslutning til erklæringen og godkjente erklæringens punkt 3 om opsjonsprogram.

Beslutningen ble truffet med nødvendig flertall, jf avstemmingsresultat inntatt som Vedlegg 2 til protokollen.

10 THE BOARD OF DIRECTORS' STATEMENT REGARDING THE SPECIFICATION OF SALARIES AND OTHER REMUNERATION OF THE MANAGEMENT

The Board of Directors' the statement regarding the specification of salaries and other remuneration of the management was considered by the General Meeting. The statement was attached to the notice and is also included in note 6 in the annual accounts for the Company for the financial year 2014.

The General Meeting gave its consent to the statement and approved item 3 of the statement regarding the option programmes.

The decision was passed with the required majority, cf the result of the voting set out in Appendix 2 to the Minutes.

11 REDEGJØRELSE FOR FORETAKSSTYRING ETTER REGNSKAPSLOVEN § 3-3B

Styrets leder gikk gjennom hovedinnholdet i redegjørelsen for foretaksstyring som er utarbeidet i henhold til regnskapsloven § 3-3b. Det ble ikke fremsatt bemerkninger til redegjørelsen.

11 STATEMENT ON CORPORATE GOVERNANCE PURSUANT TO SECTION 3-3B OF THE NORWEGIAN ACCOUNTING ACT

The Chairman of the Board of Directors described the main contents of the statement on corporate governance prepared in accordance with Section 3-3b of the Norwegian Accounting Act. No remarks to the statement were made by the General Meeting.

12 VEDTAK I FORBINDELSE MED PLANLAGT NOTERING PÅ OSLO BØRS

12.1 Bakgrunn

Styrets leder redegjorde for den planlagte noteringen på Oslo Børs og de foreslåtte vedtakene i forbindelse med noteringen, jf punkt 12.2 og 12.3 under.

Adm. dir Luigi Costa ga en presentasjon av planer og kapitalbehov for videreutvikling av Selskapets produktkandidater.

12 RESOLUTIONS RELATED TO THE CONTEMPLATED LISTING ON THE OSLO STOCK EXCHANGE

12.1 Background

The Chairman of the Board of Directors gave an account for the contemplated listing on the Oslo Stock Exchange and the proposed resolutions in connection with the listing, cf item 12.2 and 12.3 below.

CEO Luigi Costa presented plans and capital requirements for the further development of the Company's product candidates.

12.2 Kapitalforhøyelse

I samsvar med styrets forslag traff generalforsamlingen følgende vedtak:

(i) Aksjekapitalen forhøyes med minimum NOK 0,2 og maksimum NOK 200 000 000, ved utstedelse av minimum 1 ny aksje og maksimum 1 000 000 000 nye aksjer hver pålydende NOK 0,20, for tilførsel av et samlet beløp på mellom NOK 1 til NOK 1 000 000 000, etter styrets nærmere beslutning. Styret fastsetter tegningskursen, men den skal ikke settes høyere enn NOK 100 eller lavere enn NOK 1.

(ii) De nye aksjene skal tegnes av investorer som tildeles aksjer i det tilbudet som gjennomføres i forbindelse med den planlagte noteringen av Selskapets aksjer på Oslo Børs ("Tilbudet"), eller av tilretteleggere i Tilbudet for videresalg til slike investorer. Selskapets aksjonærer skal således ikke ha fortrinnsrett til tegning eller tildeling av de nye aksjene (jf allmennaksjeloven § 10-4).

(iii) Aksjene tegnes innen 19. mars 2015, eller slik tidligere eller senere dato som måtte være siste dag i bestillingsperioden i Tilbudet (dog senest 31. mai 2015).

(iv) Betaling skal skje til Selskapets konto den første virkedag etter tegningsfristens utløp.

(v) De nye aksjene gir rett til utbytte og øvrige rettigheter i Selskapet fra registreringen av kapitalforhøyelsen i Foretaksregisteret.

(vi) Selskapets kostnader i forbindelse med kapitalforhøyelsen anslås til mellom NOK 23 millioner og NOK 33 millioner. Ytterligere kostnader har påløpt og vil påløpe i forbindelse med børsnoteringen.

12.2 Share capital increase

In accordance with the Board of Directors' proposal, the General Meeting passed the following resolution:

(i) The share capital shall be increased by minimum NOK 0.2 and maximum NOK 200,000,000, by issuance of minimum 1 new share and maximum 1,000,000,000 new shares, each having a nominal value of NOK 0.20, in order to raise an amount of between NOK 1 to NOK 1,000,000,000, as resolved by the Board. The subscription price to be paid per new share shall be resolved by the Board, but shall not be higher than NOK 100 or lower than NOK 1.

(ii) The new shares shall be subscribed to by those investors being allocated shares in the offering that is conducted in connection with the planned listing of the shares in the Company on the Oslo Stock Exchange (the "Offering"), or by the managers of the Offering for onwards sale to such investors. The shareholders of the Company shall accordingly not have any preferential rights to the new shares (cf Section 10-4 of the Norwegian Public Limited Companies Act).

(iii) The shares shall be subscribed to no later than on 19 March 2015, or such earlier or later date which is last day of the application period for the Offering (however, in no event later than 31 May 2015).

(iv) Payment shall be made to the Company's account on the first business day following the expiry of the subscription deadline.

(v) The new shares carry rights to dividends and other rights in the Company from the registration of the share capital increase in the Norwegian Register of Business Enterprises.

(vi) The Company's expenses in relation to the capital increase are estimated to between NOK 23 million and NOK 33 million. In addition, further expenses have accrued and will accrue in connection with the listing process.

(vii) Vedtektenes § 4 endres slik at bestemmelsen angir aksjekapitalen og det totale antallet aksjer etter kapitalforhøyelsen.

(vii) Section 4 of the Articles of Association shall be amended to state the total share capital and number of shares following the share capital increase.

(viii) Gjennomføring av kapitalforhøyelsen er betinget av at styret beslutter å gjennomføre noteringen av Selskapets aksjer på Oslo Børs, og at tilretteleggerne ikke før registrering av kapitalforhøyelsen terminerer sin forpliktelse til å forskuttere tegningsbeløpet i henhold til avtale om slik forskuttering.

(viii) Completion of the share capital increase is conditional upon the Board of Directors resolving to proceed with the listing of the shares in the Company on Oslo Børs, and that the Managers of the Offering do not prior to registration of the share capital increase terminate their commitment to pre-pay the subscription amount pursuant to an agreement regarding such pre-payment.

Vedtaket ble truffet med nødvendig flertall, jf avstemmingsresultat inntatt som Vedlegg 2 til protokollen.

The resolution was passed with the required majority, cf the result of the voting set out in Appendix 2 to the Minutes.

12.3 Fullmakt til styret til å forhøye aksjekapitalen i forbindelse med overtildeling

I samsvar med styrets forslag traff generalforsamlingen følgende vedtak:

12.3 Authorisation to the Board to increase the share capital in connection with over-allotments

In accordance with the Board of Directors' proposal, the General Meeting passed the following resolution:

(i) I henhold til allmennaksjeloven § 10-14 gis styret fullmakt til å forhøye Selskapets aksjekapital med inntil NOK 2 500 000.

(i) Pursuant to Section 10-14 of the Norwegian Public Limited Companies Act, the Board is granted an authorisation to increase the Company's share capital by up to NOK 2,500,000.

(ii) Fullmakten gjelder fra det tidspunkt kapitalforhøyelsen i denne protokollens punkt 12.2 er registrert i Foretaksregisteret, og inntil 31. juli 2015.

(ii) The authorisation is valid from the point in time when the share capital increase in item 12.2 in these Minutes has been registered with the Norwegian Register of Business Enterprises, and until 31 July 2015.

(iii) Fullmakten kan benyttes slik styret finner det hensiktsmessig i forbindelse med den foreslåtte noteringen av Selskapets aksjer på Oslo Børs, herunder ved utstedelse av aksjer til tilretteleggerne i tilknytning til overtildeling av aksjer. Fullmakten kan dog ikke benyttes for et beløp som er høyere enn 15 % av det beløpet aksjekapitalen faktisk forhøyes med i henhold til protokollens punkt 12.2.

(iii) The authorisation can be used at the Board's discretion in connection with the proposed listing of the Company's shares on the Oslo Stock Exchange, including by issuing shares to the managers in connection with over-allotment of shares. However, the authorisation may not be used to increase the share capital by an amount in excess of 15% of the amount by which the share capital is actually increased pursuant to item 12.2 in these Minutes.

(iv) Aksjonærenes fortrinnsrett til de nye aksjene etter allmennaksjeloven § 10-4 kan fravikes.

(iv) The shareholders' preferential right to the new shares pursuant to Section 10-4 of the Norwegian Public Limited Companies Act may be deviated from.

(v) Fullmakten omfatter ikke kapitalforhøyelse mot innskudd i andre eiendeler enn penger mv, jf allmennaksjeloven § 10-2.

(v) The authorisation does not comprise share capital increases against contribution in kind, cf Section 10-2 of the Norwegian Public Limited Companies Act.

(vi) Fullmakten omfatter ikke kapitalforhøyelse ved fusjon etter allmennaksjeloven § 13-5.

(vi) The authorisation does not comprise share capital increase in connection with mergers pursuant to Section 13-5 of the Norwegian Public Limited Companies Act.

Vedtaket ble truffet med nødvendig flertall, jf avstemmingsresultat inntatt som Vedlegg 2 til protokollen.

The resolution was passed with the required majority, cf the result of the voting set out in Appendix 2 to the Minutes.

13 FULLMAKT TIL STYRET TIL Å FORHØYE AKSJEKAPITALEN I TILKNYTNING TIL INSENTIVORDNINGER

13 AUTHORISATION TO THE BOARD TO INCREASE THE SHARE CAPITAL IN CONNECTION WITH SHARE INCENTIVE ARRANGEMENTS

I samsvar med styrets forslag traff generalforsamlingen følgende vedtak:

In accordance with the Board of Directors' proposal, the General Meeting passed the following resolution:

(i) I henhold til allmennaksjeloven § 10-14 gis styret fullmakt til å forhøye Selskapets aksjekapital med inntil NOK 2 000 000.

(i) Pursuant to Section 10-14 of the Norwegian Public Limited Companies Act, the Board is granted an authorisation to increase the Company's share capital by up to NOK 2,000,000.

(ii) Fullmakten gjelder frem til Selskapets ordinære generalforsamling i 2016, likevel ikke lenger enn til 30. juni 2016.

(ii) The authorisation is valid until the Company's Annual General Meeting in 2016, but no longer than 30 June 2016.

(iii) Fullmakten skal ikke benyttes til å forhøye aksjekapitalen med et beløp som overstiger 10 % av aksjekapitalen i Selskapet etter kapitalforhøyelsen i protokollens punkt 12.2 og eventuell benyttelse av fullmakten i protokollens punkt 12.3.

(iii) The authorisation shall not be used to increase the share capital by an amount in excess of 10% of the share capital of the Company following the share capital increase in item 12.2 in these Minutes and any use of the authorisation in item 12.3 in these Minutes.

(iv) Aksjonærenes fortrinnsrett til de nye aksjene etter allmennaksjeloven § 10-4 kan fravikes.

(iv) The shareholders' preferential right to the new shares pursuant to Section 10-4 of the

Norwegian Public Limited Companies Act may be deviated from.

(v) Fullmakten omfatter ikke kapitalforhøyelse mot innskudd i andre eiendeler enn penger mv, jf allmennaksjeloven § 10-2.

(v) The authorisation does not comprise share capital increases against contribution in kind, cf Section 10-2 of the Norwegian Public Limited Companies Act.

(vi) Fullmakten omfatter ikke kapitalforhøyelse ved fusjon etter allmennaksjeloven § 13-5.

(vi) The authorisation does not comprise share capital increase in connection with mergers pursuant to Section 13-5 of the Norwegian Public Limited Companies Act.

(vii) Fra tidspunktet for registrering i Foretaksregisteret erstatter denne fullmakten den styrefullmakten til å forhøye aksjekapitalen som styret ble tildelt på ekstraordinær generalforsamlingen den 27. juni 2014.

(vii) From the time of registration of this authorisation in the Norwegian Register of Business Enterprises, this authorisation shall replace the authorisation to increase the share capital granted to the Board at the Extraordinary General Meeting held on 27 June 2014.

Vedtaket ble truffet med nødvendig flertall, jf avstemmingsresultat inntatt som Vedlegg 2 til protokollen.

The resolution was passed with the required majority, cf the result of the voting set out in Appendix 2 to the Minutes.

* * *

Mer forelå ikke til behandling. Generalforsamlingen ble deretter hevet og protokollen undertegnet.

There were no further matters to be resolved. The meeting was adjourned and the Minutes were signed.

Oslo, 9. mars/March 2015

Ludvik Sandnes
(sign)

Tone Kvåle
(sign)

Vedlegg:

1 Oversikt over møtende aksjonærer, antall aksjer og stemmer representert

2 Avstemmingsresultater

Appendices:

1 Overview of attending shareholders, including the number of shares and votes represented

2 Voting results

Total Represented

ISIN:	NO0010597883 NORDIC NANOVECTOR ASA
General meeting date:	09/03/2015 15.00
Today:	09.03.2015

Number of persons with voting rights represented/attended : 37

	Number of shares	% sc
Total shares	26,550,291	
- own shares of the company	0	
Total shares with voting rights	26,550,291	
Represented by own shares	4,129,719	15.55 %
Sum own shares	**4,129,719**	**15.55 %**
Represented by proxy	47,350	0.18 %
Represented by voting instruction	7,051,338	26.56 %
Sum proxy shares	**7,098,688**	**26.74 %**
Total represented with voting rights	**11,228,407**	**42.29 %**
Total represented by share capital	**11,228,407**	**42.29 %**

Registrar for the company:

NORDEA BANK NORGE ASA

Signature company:

NORDIC NANOVECTOR ASA

Tore Kvåle

Protocol for general meeting NORDIC NANOVECTOR ASA

ISIN:	NO0010597883 NORDIC NANOVECTOR ASA
General meeting date:	09/03/2015 15.00
Today:	09.03.2015

Shares class	FOR	Against	Abstain	Poll in	Poll not registered	Represented shares with voting rights
Agenda item 1 Election of the chairman for the meeting						
Ordinær	11,228,407	0	0	11,228,407	0	11,228,407
votes cast in %	100.00 %	0.00 %	0.00 %			
representation of sc in %	100.00 %	0.00 %	0.00 %	100.00 %	0.00 %	
total sc in %	42.29 %	0.00 %	0.00 %	42.29 %	0.00 %	
Total	**11,228,407**	**0**	**0**	**11,228,407**	**0**	**11,228,407**
Agenda item 2 Approval of the notice and the agenda of the meeting						
Ordinær	11,228,407	0	0	11,228,407	0	11,228,407
votes cast in %	100.00 %	0.00 %	0.00 %			
representation of sc in %	100.00 %	0.00 %	0.00 %	100.00 %	0.00 %	
total sc in %	42.29 %	0.00 %	0.00 %	42.29 %	0.00 %	
Total	**11,228,407**	**0**	**0**	**11,228,407**	**0**	**11,228,407**
Agenda item 3 Election of one person to co-sign the minutes, to be proposed in the General Meeting						
Ordinær	11,228,407	0	0	11,228,407	0	11,228,407
votes cast in %	100.00 %	0.00 %	0.00 %			
representation of sc in %	100.00 %	0.00 %	0.00 %	100.00 %	0.00 %	
total sc in %	42.29 %	0.00 %	0.00 %	42.29 %	0.00 %	
Total	**11,228,407**	**0**	**0**	**11,228,407**	**0**	**11,228,407**
Agenda item 4 Approval of the annual accounts and the annual report for the financial year 2014						
Ordinær	11,228,407	0	0	11,228,407	0	11,228,407
votes cast in %	100.00 %	0.00 %	0.00 %			
representation of sc in %	100.00 %	0.00 %	0.00 %	100.00 %	0.00 %	
total sc in %	42.29 %	0.00 %	0.00 %	42.29 %	0.00 %	
Total	**11,228,407**	**0**	**0**	**11,228,407**	**0**	**11,228,407**
Agenda item 6c Ole Peter Nordby						
Ordinær	11,228,407	0	0	11,228,407	0	11,228,407
votes cast in %	100.00 %	0.00 %	0.00 %			
representation of sc in %	100.00 %	0.00 %	0.00 %	100.00 %	0.00 %	
total sc in %	42.29 %	0.00 %	0.00 %	42.29 %	0.00 %	
Total	**11,228,407**	**0**	**0**	**11,228,407**	**0**	**11,228,407**
Agenda item 5 Election of Board members						
Ordinær	11,228,407	0	0	11,228,407	0	11,228,407
votes cast in %	100.00 %	0.00 %	0.00 %			
representation of sc in %	100.00 %	0.00 %	0.00 %	100.00 %	0.00 %	
total sc in %	42.29 %	0.00 %	0.00 %	42.29 %	0.00 %	
Total	**11,228,407**	**0**	**0**	**11,228,407**	**0**	**11,228,407**
Agenda item 5a Ludvik Sandnes						
Ordinær	11,228,407	0	0	11,228,407	0	11,228,407
votes cast in %	100.00 %	0.00 %	0.00 %			
representation of sc in %	100.00 %	0.00 %	0.00 %	100.00 %	0.00 %	
total sc in %	42.29 %	0.00 %	0.00 %	42.29 %	0.00 %	
Total	**11,228,407**	**0**	**0**	**11,228,407**	**0**	**11,228,407**
Agenda item 5b Roy H. Larsen						
Ordinær	11,228,407	0	0	11,228,407	0	11,228,407
votes cast in %	100.00 %	0.00 %	0.00 %			
representation of sc in %	100.00 %	0.00 %	0.00 %	100.00 %	0.00 %	
total sc in %	42.29 %	0.00 %	0.00 %	42.29 %	0.00 %	
Total	**11,228,407**	**0**	**0**	**11,228,407**	**0**	**11,228,407**

Shares class	FOR	Against	Abstain	Poll in	Poll not registered	Represented shares with voting rights
Agenda item 5c Hilde Steinenger						
Ordinær	11,228,407	0	0	11,228,407	0	11,228,407
votes cast in %	100.00 %	0.00 %	0.00 %			
representation of sc in %	100.00 %	0.00 %	0.00 %	100.00 %	0.00 %	
total sc in %	42.29 %	0.00 %	0.00 %	42.29 %	0.00 %	
Total	**11,228,407**	**0**	**0**	**11,228,407**	**0**	**11,228,407**
Agenda item 5d Per Samuelsson						
Ordinær	11,228,407	0	0	11,228,407	0	11,228,407
votes cast in %	100.00 %	0.00 %	0.00 %			
representation of sc in %	100.00 %	0.00 %	0.00 %	100.00 %	0.00 %	
total sc in %	42.29 %	0.00 %	0.00 %	42.29 %	0.00 %	
Total	**11,228,407**	**0**	**0**	**11,228,407**	**0**	**11,228,407**
Agenda item 5e Candidate proposed by the Nomination Committee						
Ordinær	11,228,407	0	0	11,228,407	0	11,228,407
votes cast in %	100.00 %	0.00 %	0.00 %			
representation of sc in %	100.00 %	0.00 %	0.00 %	100.00 %	0.00 %	
total sc in %	42.29 %	0.00 %	0.00 %	42.29 %	0.00 %	
Total	**11,228,407**	**0**	**0**	**11,228,407**	**0**	**11,228,407**
Agenda item 6 Election of members of the Nomination Committee						
Ordinær	11,228,407	0	0	11,228,407	0	11,228,407
votes cast in %	100.00 %	0.00 %	0.00 %			
representation of sc in %	100.00 %	0.00 %	0.00 %	100.00 %	0.00 %	
total sc in %	42.29 %	0.00 %	0.00 %	42.29 %	0.00 %	
Total	**11,228,407**	**0**	**0**	**11,228,407**	**0**	**11,228,407**
Agenda item 6a Johan Christenson						
Ordinær	11,228,407	0	0	11,228,407	0	11,228,407
votes cast in %	100.00 %	0.00 %	0.00 %			
representation of sc in %	100.00 %	0.00 %	0.00 %	100.00 %	0.00 %	
total sc in %	42.29 %	0.00 %	0.00 %	42.29 %	0.00 %	
Total	**11,228,407**	**0**	**0**	**11,228,407**	**0**	**11,228,407**
Agenda item 6b Olav Steinnes						
Ordinær	11,228,407	0	0	11,228,407	0	11,228,407
votes cast in %	100.00 %	0.00 %	0.00 %			
representation of sc in %	100.00 %	0.00 %	0.00 %	100.00 %	0.00 %	
total sc in %	42.29 %	0.00 %	0.00 %	42.29 %	0.00 %	
Total	**11,228,407**	**0**	**0**	**11,228,407**	**0**	**11,228,407**
Agenda item 7 Determination of remuneration for the members of the Nomination Committee In accordance with the Nomination Committee's proposal						
Ordinær	11,228,407	0	0	11,228,407	0	11,228,407
votes cast in %	100.00 %	0.00 %	0.00 %			
representation of sc in %	100.00 %	0.00 %	0.00 %	100.00 %	0.00 %	
total sc in %	42.29 %	0.00 %	0.00 %	42.29 %	0.00 %	
Total	**11,228,407**	**0**	**0**	**11,228,407**	**0**	**11,228,407**
Agenda item 8 Determination of remuneration for the members of the Nomination Committee In accordance with the Nomination Committee's proposal						
Ordinær	11,228,407	0	0	11,228,407	0	11,228,407
votes cast in %	100.00 %	0.00 %	0.00 %			
representation of sc in %	100.00 %	0.00 %	0.00 %	100.00 %	0.00 %	
total sc in %	42.29 %	0.00 %	0.00 %	42.29 %	0.00 %	
Total	**11,228,407**	**0**	**0**	**11,228,407**	**0**	**11,228,407**
Agenda item 9 Approval of the auditor's fee						
Ordinær	11,228,407	0	0	11,228,407	0	11,228,407
votes cast in %	100.00 %	0.00 %	0.00 %			
representation of sc in %	100.00 %	0.00 %	0.00 %	100.00 %	0.00 %	
total sc in %	42.29 %	0.00 %	0.00 %	42.29 %	0.00 %	

Shares class	FOR	Against	Abstain	Poll in	Poll not registered	Represented shares with voting rights
Total	**11,228,407**	**0**	**0**	**11,228,407**	**0**	**11,228,407**
Agenda item 10 The Board's statement regarding the specification of salaries and other remuneration of the management						
Ordinær	11,228,407	0	0	11,228,407	0	11,228,407
votes cast in %	100.00 %	0.00 %	0.00 %			
representation of sc in %	100.00 %	0.00 %	0.00 %	100.00 %	0.00 %	
total sc in %	42.29 %	0.00 %	0.00 %	42.29 %	0.00 %	
Total	**11,228,407**	**0**	**0**	**11,228,407**	**0**	**11,228,407**
Agenda item 10a a.Item 3 in the statement (binding for the Board)						
Ordinær	11,228,407	0	0	11,228,407	0	11,228,407
votes cast in %	100.00 %	0.00 %	0.00 %			
representation of sc in %	100.00 %	0.00 %	0.00 %	100.00 %	0.00 %	
total sc in %	42.29 %	0.00 %	0.00 %	42.29 %	0.00 %	
Total	**11,228,407**	**0**	**0**	**11,228,407**	**0**	**11,228,407**
Agenda item 10b b.All other items in the statement (advisory for the Board)						
Ordinær	11,228,407	0	0	11,228,407	0	11,228,407
votes cast in %	100.00 %	0.00 %	0.00 %			
representation of sc in %	100.00 %	0.00 %	0.00 %	100.00 %	0.00 %	
total sc in %	42.29 %	0.00 %	0.00 %	42.29 %	0.00 %	
Total	**11,228,407**	**0**	**0**	**11,228,407**	**0**	**11,228,407**
Agenda item 12.2 Share capital increase						
Ordinær	11,228,407	0	0	11,228,407	0	11,228,407
votes cast in %	100.00 %	0.00 %	0.00 %			
representation of sc in %	100.00 %	0.00 %	0.00 %	100.00 %	0.00 %	
total sc in %	42.29 %	0.00 %	0.00 %	42.29 %	0.00 %	
Total	**11,228,407**	**0**	**0**	**11,228,407**	**0**	**11,228,407**
Agenda item 12.3 Authorisation to the Board to increase the share capital in connection with over-allotments						
Ordinær	11,228,407	0	0	11,228,407	0	11,228,407
votes cast in %	100.00 %	0.00 %	0.00 %			
representation of sc in %	100.00 %	0.00 %	0.00 %	100.00 %	0.00 %	
total sc in %	42.29 %	0.00 %	0.00 %	42.29 %	0.00 %	
Total	**11,228,407**	**0**	**0**	**11,228,407**	**0**	**11,228,407**

Registrar for the company:

NORDEA BANK NORGE ASA

Signature company:

NORDIC NANOVECTOR ASA

Share information

Name	Total number of shares	Nominal value	Share capital	Voting rights
Ordinær	26,550,291	0.20	5,310,058.20	Yes
Sum:				

§ 5-17 Generally majority requirement
requires majority of the given votes

§ 5-18 Amendment to resolution
Requires two-thirds majority of the given votes
like the issued share capital represented/attended on the general meeting

To shareholders of Nordic Nanovector ASA

RECOMMENDATION OF THE NOMINATION COMMITTEE

The term of the current members of the Board of Directors (the "**Board**") and of the Nomination Committee (the "**Committee**") of Nordic Nanovector ASA (the "**Company**") expire on the date of the 2015 Annual General Meeting of the Company which will be held on 9 March 2015 (the "**2015 AGM**"). Further, the remuneration for Board and Committee members has been resolved for the period until the 2015 AGM.

In accordance with the Articles of Association of the Company and the Instructions for the Nomination Committee adopted by the General Meeting of the Company on 12 November 2014 (the "**Instructions**"), the Committee will in this recommendation present its proposals for Board members, Committee members and remuneration for such Board and Committee members.

The Committee has, when preparing its proposals, taken into consideration the matters that are to be taken into consideration by the Committee pursuant to the Instructions and such other matters which the Committee has deemed appropriate. The proposals have been unanimously resolved by the Committee.

1 THE BOARD

1.1 Board Members

The Board currently consists of the following members:

Name	Served since	Term expire
Ludvik Sandnes, Chairman	June 2013	2015 AGM
Roy Hartvig Larsen	July 2009	2015 AGM
Alexandra Morris	June 2013	2015 AGM
Hilde Hermansen Steineger	Nov 2014	2015 AGM
Per Samuelsson	Nov 2014	2015 AGM

Alexandra Morris is a portfolio manager at Odin Fund Management and she is by law prevented from being a board member in a listed company. As the Company is now planning for a listing on the Oslo Stock Exchange in the near future, Alexandra Morris is not available for re-election at the 2015 AGM. The Committee will no later than at the 2015 AGM propose a candidate replacing Alexandra Morris on the Board.

The Committee proposes that the members of the Board other than Alexandra Morris are re-elected for the period until the 2016 Annual General Meeting (the "**2016 AGM**"), with Ludvik Sandnes as the Chairman of the Board. Information regarding the Board members is available at the Company's website www.nordicnanovector.com.

The Committee aims at adding qualified Board members with relevant industrial and international experiences.

1.2 Remuneration

The Committee proposes that the 2015 AGM resolves that the remuneration for the Chairman of the Board for the period from the 2015 AGM to the 2016 AGM shall be NOK 240,000 and that the remuneration for each other member of the Board for that period shall be NOK 120,000.

Further, the Committee proposes that those members of the Board who are also members of the Audit Committee or the Remuneration Committee shall receive additional NOK 4,000 per committee meeting, but not less than NOK 20,000 for each committee member (NOK 8,000 per meeting and minimum NOK 40,000 to the Chairman of each of the committees).

2 THE NOMINATION COMMITTEE

2.1 Committee Members

The Committee currently consists of the following members:

Name	Served since	Term expire
Johan Christenson, Chairman	Nov 2014	2015 AGM
Ole Petter Nordby	Sept 2013	2015 AGM
Olav Steinnes	Nov 2014	2015 AGM

The Committee proposes that the members of the Committee are re-elected for the period until the 2016 AGM, with Johan Christenson as the Chairman of the Committee. Information regarding the Committee members is available at the Company's website www.nordicnanovector.com.

2.2 Remuneration

The Committee proposes that the 2015 AGM resolves that the remuneration for the members of the Committee for the period from the 2015 AGM to the 2016 AGM shall be NOK 40,000 for the Chairman and NOK 25,000 for each other Committee member.

* * *

2 March 2015

Ole Petter Nordby

Johan Christenson
Chairman

Olav Steinnes