Nordic Nanovector ASA

Innkalling til ekstraordinær generalforsamling	Notice of extraordinary general meeting
Det innkalles herved til ekstraordinær generalforsamling i Nordic Nanovector ASA, org. nr. 994 297 422 ("**Selskapet**) den 12. oktober 2016 kl. 10:00 i lokalene til Advokatfirmaet Wiersholm, Dokkveien 1, i Oslo.	Notice is hereby served that an extraordinary general meeting of Nordic Nanovector ASA, org. no. 994 297 422 (the "**Company**") will be held on 12 October 2016 at 10:00 am hours at Advokatfirmaet Wiersholm, Dokkveien 1, in Oslo.
Styret har utpekt styreleder Ludvik Sandnes, eller den han bemyndiger, til å åpne generalforsamlingen.	The Board of Directors has appointed the Chairman of the Board, Ludvik Sandnes, or whomever he appoints, to open the General Meeting.
Styret foreslår følgende dagsorden:	The Board proposes the following agenda:
Dagsorden:	**Agenda:**
1. Valg av møteleder	**1. Election of a chairman for the meeting**
2. Godkjennelse av innkallingen og dagsorden	**2. Approval of the notice and the agenda**
3. Valg av én person til å medundertegne protokollen	**3. Election of a person to co-sign the Minutes**
4. Valg av nytt styremedlem	**4. Election of a new Board member**
Renee Tannenbaum har informert Selskapet om at hun ønsker å trekke seg fra styret av personlig grunner og som følge av dette må det velges et nytt styremedlem. Det vises til valgkomiteens innstilling som følger vedlagt innkallingen og er tilgjengelig på Selskapets hjemmeside www.nordicnanovector.com.	Renee Tannenbaum has informed the Company that she wants to resign from the board of directors for personal reasons and as a consequence a new board member must be elected. Reference is made to the Nomination Committee's proposal which is attached to the notice and is available on the Company's website www.nordicnanovector.com.
5. Godkjenning av utstedelse av RSUer til det nye styremedlemmet	**5. Approval of the issuance of RSUs to the new board member**
I den ordinære generalforsamlingen 19. mai 2016 godkjente generalforsamlingen utstedelse av RSU'er til styrets medlemmer under et RSU program. Valgkomiteen foreslår, som det fremgår av valgkomiteens innstilling, at generalforsamlingen godkjenner	At the ordinary general meeting on 19 May 2016 the general meeting approved the issuance of RSU's to the board members under a RSU program. The election committee proposes, as set out in the Nomination Committee's proposal, that the general meeting approves the issuance of

utstedelse av RSU'er til det nye styremedlemmet under RSU programmet.

RSU's to the new board member under the RSU program.

***

I henhold til Selskapets vedtekter § 7 har styret 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, Issuer Services, med brev til følgende adresse: Nordea Bank Norge ASA, Issuer Services, Postboks 1166 Sentrum, 0107 Oslo, eller e-post til: nis@nordea.com. Meldingen må være mottatt senest den 9. oktober 2016 kl. 16.00. Aksjonærer som ikke foretar slik forhåndspåmelding eller som oversitter ovennevnte frist, kan nektes adgang til 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, Issuer Services, by letter to the following address: Nordea Bank Norge ASA, Issuer Services, P.O. Box 1166 Sentrum, N-0107 Oslo, Norway, or e-mail to: nis@nordea.com. The notice of attendance must have been received no later than 9 October 2016 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 og er gjort tilgjengelig på Selskapets hjemmeside angitt nedenfor. Fullmakt kan om ønskelig gis til styrets leder Ludvik Sandnes. Utfylte fullmaktsskjemaer sendes til Selskapets kontofører Nordea Bank Norge ASA, Issuer Services innen den 9. oktober 2016 kl. 16.00 med brev til følgende adresse: Nordea Bank Norge ASA, Issuer Services, Postboks 1166 Sentrum, 0107 Oslo, eller e-post: nis@nordea.com. Aksjonærer som verken foretar forhåndspåmelding eller sender inn fullmaktsskjema eller som oversitter ovennevnte frist, kan nektes adgang til generalforsamlingen og vil da heller ikke kunne stemme for sine aksjer.

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 and is 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 shall be submitted to the Company's security account manager, Nordea Bank Norge ASA, Issuer Services within 9 October 2016 at 16:00 hours (CET) by letter to the following address: Nordea Bank Norge ASA, Issuer Services, P.O. Box 1166 Sentrum, N-0107 Oslo, Norway, or e-mail: nis@nordea.com. Shareholders who neither provide notices of attendance nor submit a proxy form, 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 å delta på generalforsamlingen kan avgi direkte forhåndsstemme i hver enkelt sak elektronisk via www.nordicnanovector.com og VPS Investortjenester. Frist for

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 forhåndsstemme er 9. oktober 2016 kl. 16.00. Inntil utløpet av fristen kan avgitte forhåndsstemmer endres eller trekkes tilbake. Dersom en aksjonær velger å møte på generalforsamlingen enten selv eller ved fullmektig, anses avgitte forhåndsstemmer som trukket tilbake.

voting is 9 October 2016 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 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 VPS, cf. Section 4-10 of the Norwegian Public Limited Companies Act, and the beneficial shareholder wants to vote for its 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 44 600 374 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 44,600,374 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 (i) saker som er forelagt generalforsamlingen til avgjørelse, og (ii) 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 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 og dokumenter det er henvist til i denne innkallingen, samt Selskapets vedtekter, er tilgjengelige på Selskapets hjemmeside www.nordicnanovector.com. Aksjonærer kan kontakte Selskapet pr post, e-post eller telefon for å få tilsendt de aktuelle dokumentene. Adresse: Nordic Nanovector ASA, Kjelsåsveien 168B, 0884 Oslo, e-post: mail@nordicnanovector.com, telefon: +47 22 18 33 01.

This notice and the documents to which this notice refers, 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, e-mail or telephone in order to request the documents in question on paper. Address: Nordic Nanovector ASA, Kjelsåsveien 168B, N-0884 Oslo, Norway, e-mail: mail@nordicnanovector.com, telephone: +47 22 18 33 01.

Oslo, 21 September 2016

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:

Valgkomiteens innstilling, skjema for påmelding og fullmakt til generalforsamlingen er vedlagt. Disse dokumentene er også tilgjengelig på Selskapets hjemmeside www.nordicnanovector.com.

Appendices:

The Nomination Committee's proposal, the form of registration and proxy to the General Meeting are enclosed. These documents are also available on the Company's website www.nordicnanovector.com.

NORDIC NANOVECTOR ASA
NOTICE OF ATTENDANCE
EXTRAORDINARY GENERAL MEETING 12 OCTOBER 2016

Shareholders who wish to attend the Extraordinary General Meeting to be held on 12 October 2016 are requested to fill in and return this notice of attendance to: Nordea Bank Norge ASA, Issuer Services, P.O. Box 1166 Sentrum, N-0107 Oslo, Norway or E-mail: nis@nordea.com.

The form should be received by us no later than 9 October 2016 at 16:00 hours (CET). Attendance notice may also be given electronically within the same deadline via VPS Investor Services.

It 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.

Name of shareholder:	Shares (number):
____________________________	____________________________
____________________________	____________________________
____________________________	____________________________
____________________________	____________________________

___________	___________	____________________
Date	Place	Signature

NORDIC NANOVECTOR ASA
PÅMELDINGSKJEMA
EKSTRAORDINÆR GENERALFORSAMLING 12. OKTOBER 2016

Aksjonærer som ønsker å delta på ekstraordinær generalforsamling, som vil bli avholdt 12. oktober 2016, bes fylle ut og returnere dette påmeldingsskjemaet til: Nordea Bank Norge ASA, Issuer Services, postboks 1166 Sentrum, 0107 Oslo, eller e-post: nis@nordea.com.

Skjemaet må være mottatt av oss senest 9. oktober 2016 kl. 16.00 (CET). Påmelding kan også skje elektronisk innen samme tidsfrist via VPS Investor Services.

Skjemaet må være signert av en myndig person. Dersom aksjonæren er en juridisk person, vennligst legg ved aksjonærens firmaattest og eventuell fullmakt.

Navn på aksjonær:	Aksjer (antall):
____________________________	____________________________
____________________________	____________________________
____________________________	____________________________
____________________________	____________________________

___________	___________	____________________
Dato	Sted	Signatur

NORDIC NANOVECTOR ASA
POWER OF ATTORNEY
EXTRAORDINARY GENERAL MEETING 12 OCTOBER 2016

Shareholder who does not return the form "NOTICE OF ATTENDANCE – EXTRAORDINARY GENERAL MEETING 12 October 2016" (see the previous page), and wishes to authorise another person to act on his or her behalf at the Extraordinary General Meeting on 12 October 2016 must complete this power of attorney form and return it to: Nordea Bank Norge ASA, Issuer Services, P.O. Box 1166 Sentrum, N-0107 Oslo, Norway, or E-mail: nis@nordea.com.

The power of attorney should be received by us **no later than 9 October 2016 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 Extraordinary General Meeting of Nordic Nanovector ASA to be held on 12 October 2016 at 10:00 am 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. Election of Board member				
5. Approval of the issuance of RSUs to the new board member				

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

__________ __________ ____________________

Date Place 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.

NORDIC NANOVECTOR ASA
FULLMAKT
EXTRAORDINÆR GENERALFORSAMLING 12. OKTOBER 2016

Aksjonærer som ikke returnerer "PÅMELDINGSSKJEMA – EKTRAORDINÆR GENERALFORSAMLING 12. oktober 2016" (se forrige side), og som ønsker å gi en annen person fullmakt til å opptre på hans eller hennes vegne på ekstraordinær generalforsamling 12. oktober 2016, må fylle ut dette fullmaktsskjemaet og returnere det til: Nordea Bank Norge ASA, Issuer Services, postboks 1166 Sentrum, 0107 Oslo, eller e-post: nis@nordea.com.

Fullmakten må være mottatt av oss **senest 9. oktober 2016 kl. 16.00 (CET).**

Undertegnende gir herved (vennligst kryss av):

☐ Styreleder Ludvik Sandnes eller den han utnevner, eller

☐ ____
Navn på fullmektig *(vennligst bruk blokkbokstaver)*

fullmakt til å delta på og stemme for mine/våre aksjer på ordinær generalforsamling i Nordic Nanovector ASA, som vil bli avholdt 12. oktober 2016 kl. 10.00 (CET). Dersom fullmaktsskjemaet innsendes uten at navn på fullmektig er spesifisert, vil fullmakten anses for å ha blitt gitt til styreleder Ludvik Sandnes eller den han utnevner.

Stemmene skal avgis i henhold til instruksjonene under. Vennligst bemerk at **dersom det ikke er krysset av for alternativene under, vil dette anses for å være en instruksjon om å stemme "for" forslagene i innkallingen**, forutsatt imidlertid at fullmektigen beslutter stemmegivningen i den grad forslag blir fremsatt i tillegg til, i stedet for eller som justering av forslagene i innkallingen.

Punkt:	**For**	**Mot**	**Avstår**	**Etter fullmektigens skjønn**
1. Valg av møteleder				
2. Godkjennelse av innkallingen og dagsorden				
3. Valg av én person til å medundertegne protokollen				
4. Valg av nytt styremedlem				
5. Godkjenning av utstedelse av RSUer til nytt styremedlem				

Aksjonærens navn og adresse: _________________________________
(Vennligst bruk blokkbokstaver)

___________	___________	____________________
Dato	Sted	Signatur

Dersom aksjonæren er et selskap, vennligst legg ved dokumentasjon i form av firmaattest eller eventuelt en egen fullmakt i denne fullmakten.

Nordic Nanovector ASA

Protokoll fra ekstraordinær generalforsamling

Det ble avholdt ekstraordinær generalforsamling i Nordic Nanovector ASA, org. nr. 994 297 422 ("Selskapet") den 12. oktober 2016 kl. 10:00 i lokalene til Advokatfirmaet Wiersholm, Dokkveien 1, i Oslo.

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

13 069 796 av totalt 44 600 374 aksjer og stemmer i Selskapet var representert, tilsvarende 29,30% av samtlige aksjer.

Generalforsamlingen gikk så over til å behandle følgende dagsorden:

Dagsorden:

1. Valg av møteleder og en person til å medundertegne protokollen

Ludvik Sandnes ble valgt som møteleder og Eivind Lotsberg ble valgt til å medundertegne protokollen sammen med møteleder.

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

2. Godkjennelse av innkallingen og dagsorden

Det ble opplyst at innkallingen var blitt tilsendt samtlige aksjonærer med kjent oppholdssted den 21. september 2016.

Møtelederen reiste spørsmål om det var bemerkninger til innkallingen eller dagsorden. Da det ikke var noen innvendinger, ble innkallingen og dagsorden ansett godkjent.

Beslutningen ble truffet med nødvendig flertall, jf.

Minutes of the extraordinary general meeting

The extraordinary General Meeting of Nordic Nanovector ASA, org. no. 994 297 422 (the "Company") was held on 12 October 2016 at 10:00 am hours at Advokatfirmaet Wiersholm, Dokkveien 1, in Oslo.

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

13,069,796 of a total of 44,600,374 shares and votes were represented at the General Meeting, equal to 29.30% of the total number of shares.

The meeting discussed the following matters:

Agenda:

1. Election of a chairperson and a person to co-sign the minutes

Ludvik Sandnes was elected as chairperson, and Eivind Lotsberg was elected to co-sign the minutes along with the chairperson.

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 21 September 2016.

The Chairperson 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

E.L. LS.

avstemmingsresultat inntatt som Vedlegg 2 til protokollen.

the voting set out in Appendix 2 to the Minutes.

Møtelederen erklærte generalforsamlingen for lovlig satt.

The Chairperson declared the General Meeting as lawfully convened.

3. Valg av nytt styremedlem

3. Election of a new board member

Det ble redegjort for valgkomiteens innstilling om valg av nytt styremedlem.

The Nomination Committee's proposal for election of a new board member was accounted for.

I overensstemmelse med valgkomiteens innstilling ble Joanna Horobin valgt inn som nytt styremedlem til erstatning for Renee Tannenbaum.

In accordance with the Nomination Committee's proposal, Joanna Horobin was elected as a new board member to replace Renee Tannenbaum.

Styret består etter dette av:

Consequently the board consists of:

Følgende styremedlemmer som er valgt for en periode frem til den ordinære generalforsamlingen i 2017:

The following board members that have been elected for a period until the 2017 Annual General Meeting:

Ludvik Sandnes (styreleder);

Per Samuelsson;

Hilde Hermansen Steineger

Gisela Schwab.

Ludvik Sandnes (chairman);

Per Samuelsson;

Hilde Hermansen Steineger

Gisela Schwab.

Følgende styremedlemmer som er valgt for en periode frem til den ordinære generalforsamling i 2018:

The following board members that have been elected for a period until the 2018 Annual General Meeting:

Jean-Pierre Bizzari

Joanna Horobin

Jean-Pierre Bizzari

Joanna Horobin

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.

4. Godkjenning av utstedelse av RSUer til det nye styremedlemmet

4. Approval of the issuance of RSUs to the new board member

Det ble redegjort for valgkomiteens innstilling om utstedelse av RSUer til det nye styremedlemmet.

The Nomination Committee's proposal for the issuance of RSUs to the new board member was accounted for.

I overensstemmelse med valgkomiteens innstilling vedtok generalforsamlingen å godkjenne utstedelse av RSUer til det nye styremedlemmet Joanna Horobin.

In accordance with the Nomination Committee's proposal, the General Meeting resolved to approve the issuance of RSUs to the new board member Joanna Horobin.

Beslutningen ble truffet med

The decision was passed with the

nødvendig flertall, jf. avstemmingsresultat inntatt som Vedlegg 2 til protokollen.

required majority, cf. the result of the voting set out in Appendix 2 to the Minutes.

***

Det var ikke flere saker på dagsorden. 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, 12. oktober/
12 October 2016

Signatur/Signature

Signatur/Signature

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

Totalt representert

ISIN:	NO0010597883 NORDIC NANOVECTOR ASA
Generalforsamlingsdato:	12.10.2016 10.00
Dagens dato:	12.10.2016

Antall stemmeberettigede personer representert/oppmøtt : 8

	Antall aksjer	% kapital
Total aksjer	44 600 374	
- selskapets egne aksjer	0	
Totalt stemmeberettiget aksjer	44 600 374	
Representert ved egne aksjer	5 188 762	11,63 %
Representert ved forhåndsstemme	180 772	0,41 %
Sum Egne aksjer	**5 369 534**	**12,04 %**
Representert ved fullmakt	27 836	0,06 %
Representert ved stemmeinstruks	7 672 426	17,20 %
Sum fullmakter	**7 700 262**	**17,27 %**
Totalt representert stemmeberettiget	**13 069 796**	**29,30 %**
Totalt representert av AK	**13 069 796**	**29,30 %**

Kontofører for selskapet:	For selskapet:
NORDEA BANK NORGE ASA	NORDIC NANOVECTOR ASA

Protokoll for generalforsamling NORDIC NANOVECTOR ASA

ISIN:	NO0010597883 NORDIC NANOVECTOR ASA
Generalforsamlingsdato:	12.10.2016 10.00
Dagens dato:	12.10.2016

Aksjeklasse	For	Mot	Avstår	Avgitte	Ikke avgitt	Stemmeberettigede representerte aksjer
Sak 1 Valg av møteleder						
Ordinær	13 069 796	0	0	13 069 796	0	13 069 796
% avgitte stemmer	100,00 %	0,00 %	0,00 %			
% representert AK	100,00 %	0,00 %	0,00 %	100,00 %	0,00 %	
% total AK	29,30 %	0,00 %	0,00 %	29,30 %	0,00 %	
Totalt	**13 069 796**	**0**	**0**	**13 069 796**	**0**	**13 069 796**
Sak 2 Godkjennelse av innkallingen og dagsorden						
Ordinær	13 069 796	0	0	13 069 796	0	13 069 796
% avgitte stemmer	100,00 %	0,00 %	0,00 %			
% representert AK	100,00 %	0,00 %	0,00 %	100,00 %	0,00 %	
% total AK	29,30 %	0,00 %	0,00 %	29,30 %	0,00 %	
Totalt	**13 069 796**	**0**	**0**	**13 069 796**	**0**	**13 069 796**
Sak 3 Valg av én person til å medundertegne protokollen						
Ordinær	13 069 796	0	0	13 069 796	0	13 069 796
% avgitte stemmer	100,00 %	0,00 %	0,00 %			
% representert AK	100,00 %	0,00 %	0,00 %	100,00 %	0,00 %	
% total AK	29,30 %	0,00 %	0,00 %	29,30 %	0,00 %	
Totalt	**13 069 796**	**0**	**0**	**13 069 796**	**0**	**13 069 796**
Sak 4 Valg av nytt styremedlem						
Ordinær	13 069 796	0	0	13 069 796	0	13 069 796
% avgitte stemmer	100,00 %	0,00 %	0,00 %			
% representert AK	100,00 %	0,00 %	0,00 %	100,00 %	0,00 %	
% total AK	29,30 %	0,00 %	0,00 %	29,30 %	0,00 %	
Totalt	**13 069 796**	**0**	**0**	**13 069 796**	**0**	**13 069 796**
Sak 5 Godkjenning av utstedelse av RSUer til nytt styremedlem						
Ordinær	13 069 796	0	0	13 069 796	0	13 069 796
% avgitte stemmer	100,00 %	0,00 %	0,00 %			
% representert AK	100,00 %	0,00 %	0,00 %	100,00 %	0,00 %	
% total AK	29,30 %	0,00 %	0,00 %	29,30 %	0,00 %	
Totalt	**13 069 796**	**0**	**0**	**13 069 796**	**0**	**13 069 796**

Kontofører for selskapet:

NORDEA BANK NORGE ASA

For selskapet:

NORDIC NANOVECTOR ASA

Aksjeinformasjon

Navn	Totalt antall aksjer	Pålydende	Aksjekapital	Stemmerett
Ordinær	44 600 374	0,20	8 920 074,80	Ja
Sum:				

§ 5-17 Alminnelig flertallskrav
krever flertall av de avgitte stemmer

§ 5-18 Vedtektsendring
krever tilslutning fra minst to tredeler så vel av de avgitte stemmer som av den aksjekapital som er representert på generalforsamlingen

Total Represented

ISIN: NO0010597883 NORDIC NANOVECTOR ASA

General meeting date: 12/10/2016 10.00

Today: 12.10.2016

Number of persons with voting rights represented/attended : 8

	Number of shares	% sc
Total shares	44,600,374	
- own shares of the company	0	
Total shares with voting rights	44,600,374	
Represented by own shares	5,188,762	11.63 %
Represented by advance vote	180,772	0.41 %
Sum own shares	**5,369,534**	**12.04 %**
Represented by proxy	27,836	0.06 %
Represented by voting instruction	7,672,426	17.20 %
Sum proxy shares	**7,700,262**	**17.27 %**
Total represented with voting rights	**13,069,796**	**29.30 %**
Total represented by share capital	**13,069,796**	**29.30 %**

Registrar for the company:

NORDEA BANK NORGE ASA

Signature company:

NORDIC NANOVECTOR ASA

Protocol for general meeting NORDIC NANOVECTOR ASA

ISIN:	NO0010597883 NORDIC NANOVECTOR ASA
General meeting date:	12/10/2016 10.00
Today:	12.10.2016

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	13,069,796	0	0	13,069,796	0	13,069,796
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 %	29.30 %	0.00 %	0.00 %	29.30 %	0.00 %	
Total	**13,069,796**	**0**	**0**	**13,069,796**	**0**	**13,069,796**
Agenda item 2 Approval of the notice and the agenda of the meeting						
Ordinær	13,069,796	0	0	13,069,796	0	13,069,796
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 %	29.30 %	0.00 %	0.00 %	29.30 %	0.00 %	
Total	**13,069,796**	**0**	**0**	**13,069,796**	**0**	**13,069,796**
Agenda item 3 Election of one person to co-sign the minutes, to be proposed in the General Meeting						
Ordinær	13,069,796	0	0	13,069,796	0	13,069,796
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 %	29.30 %	0.00 %	0.00 %	29.30 %	0.00 %	
Total	**13,069,796**	**0**	**0**	**13,069,796**	**0**	**13,069,796**
Agenda item 4 Election of Board member						
Ordinær	13,069,796	0	0	13,069,796	0	13,069,796
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 %	29.30 %	0.00 %	0.00 %	29.30 %	0.00 %	
Total	**13,069,796**	**0**	**0**	**13,069,796**	**0**	**13,069,796**
Agenda item 5 Approval of the issuance of RSUs to the new board member						
Ordinær	13,069,796	0	0	13,069,796	0	13,069,796
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 %	29.30 %	0.00 %	0.00 %	29.30 %	0.00 %	
Total	**13,069,796**	**0**	**0**	**13,069,796**	**0**	**13,069,796**

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	44,600,374	0.20	8,920,074.80	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 the shareholders of Nordic Nanovector ASA Oslo, 20 September 2016

RECOMMENDATION OF THE NOMINATION COMMITTEE

1. INTRODUCTION

The Nomination Committee of Nordic Nanovector ASA comprises Johan Christenson (chairman), Olav Steinnes and Ole Peter Nordby.

The Nomination Committee has held one meeting and several phone meetings since the Annual General Meeting which was held on 19 May 2016.

In accordance with the Articles of Association and the Instructions for the Nomination Committee adopted by the General Meeting on 12 November 2014 (the "Instructions"), the Nomination Committee will in this recommendation present its proposals for a new board member.

The Nomination 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.

2. NOMINATION OF BOARD OF DIRECTORS

Renee Tannenbaum has informed the Committee that she wants to resign as board member for personal reasons. The Board of Directors (the "Board") has following such resignation the following 5 shareholder-elected members:

Ludvik Sandnes, Chairman

Gisela Margarete Schwab

Per Anders Göte Samuelsson

Hilde Hermansen Steineger

Jean Pierre Bizzari

The Committee proposes that Joanna Horobin is elected as a new Board member to replace Renee Tannenbaum.

The Nomination Committee has emphasized that the Board should be diverse in terms of background, competence and experience and it is the committee's view that the proposed Board composition ensures these qualities and the Committee also considers Ms. Horobin to satisfy these requirements, see qualifications below:

Joanna Caroline Horobin, M.B., Ch.B.

Joanna Horobin has comprehensive experience within the biopharmaceutical industry. Ms. Horobin is currently Senior Vice President, Chief Medical Officer and a Member of the Leadership Team at Idera Pharmaceuticals, Inc. in Cambridge, Massachusetts. Here she is responsible for development and regulatory strategy and the execution of the clinical trial program for the company's pipeline assets of novel oligonucleotides for the treatment of rare oncology and other indications. Prior to this position she was most recently the Chief Medical Officer of Verastem, Inc. and previously served as Chief Executive Officer of Syndax Pharmaceuticals. Additionally, Ms. Horobin has held several roles of increasing responsibility at global pharmaceutical corporations such as Rhône-Poulenc Rorer (now Sanofi) where she spearheaded the global Oncology business unit's launch which included the launches of Taxotere® (docetaxel) in breast cancer and Campto/Camptosar® (CPT11) for colorectal cancer. Ms. Horobin also led a successful joint venture with Chugai to launch Granocyte® (lenograstim). Prior, Ms. Horobin played significant leadership roles in the approvals of Lovenox®, Celectol®, Augmentin®, Timentin®, temocillin, Bactroban® and Relafen®/Reliflex®. Ms. Horobin received her medical degree from the University of Manchester, England.

Ms. Horobin is independent of the Company's significant business relations and large shareholders (shareholders holding more than 10% of the shares in the Company). The proposed Board composition is compliant with the requirements for independence as set out in the Norwegian Code of Practice for Corporate Governance (NUES).

3. RESTRICTED STOCK UNITS TO THE BOARD OF DIRECTORS

The Annual General Meeting on 19 May 2016 approved a RSU program for board members and the Nomination Committee proposes that the extraordinary general meeting to be held on 12 October 2016 approves the issuance of RSU's to the new board member Joanna Horobin under this program if she is elected.

For a description of the RSU program see below:

The RSU program is established for the members of the Board pursuant to which the members of the Board may choose to receive their remuneration, or parts thereof, in the form of restricted stock units ("RSUs"). The RSUs are non-transferrable and each RSU will give the right and obligation to acquire shares in the Company (at nominal value of NOK 0.20) subject to satisfaction of the applicable vesting conditions.

Each member of the Board has three alternatives when the remuneration to the members of the Board is resolved by the General Meeting:

a) Receive 100 % of the Board remuneration in the form of RSUs;

b) Receive 1/3 of the Board remuneration in cash and 2/3 in the form of RSUs; or

c) Receive 2/3 of the Board remuneration in cash and 1/3 in the form of RSUs;

The number of RSUs to be granted is calculated as the NOK amount of the RSU selected portion of total remuneration to the Board member, divided by the market price for the Nordic Nanovector ASA share. The market price shall be calculated as the volume weighted average share price for the 10 trading days prior to the grant date (i.e. the date of the General Meeting which the corresponding Board remuneration was resolved, the "GM Date"). In the event that a board member is elected at an extraordinary general meeting ("EGM") after the GM Date the market price shall be calculated as the volume weighted average share price for the 10 trading days prior to the grant date (i.e. the date of the EGM).

As a main rule, the vesting of the RSUs will be subject to (i) the grantee being a member of the Board at the vesting date, and (ii) the grantee not having notified the Company prior to the vesting date of the grantee's intension to step down from the Board. If any of the above events occur prior to vesting, then the number of RSUs that vest shall be equal to the total number of RSUs granted, multiplied by a fraction in which the numerator is equal to the number of calendar days in the period from grant and until the date of which the event occurs, and the denominator is equal to 365. The remaining RSUs will lapse without compensation.

The RSUs will vest on the first anniversary of the GM Date unless otherwise determined by the Nomination Committee. When the RSUs have vested, the participant must in the following three-year period select when to take delivery of the shares. The participants will on a quarterly basis have the opportunity to:

a) Receive all shares

b) Receive all shares and sell a proportion of the shares immediately (shares may be sold to cover tax)

The RSUs will be honoured by the issue of new Nordic Nanovector shares or by the delivery of shares held in treasury. The Board member must for each share pay the nominal value of a Nordic Nanovector share of NOK 0.20.

The Nomination Committee of Nordic Nanovector ASA

____

Johan Christenson,
Chairman

____

Olav Steinnes

____

Ole Peter Nordby

Nordic Nanovector ASA

Protokoll fra ekstraordinær generalforsamling

Det ble avholdt ekstraordinær generalforsamling i Nordic Nanovector ASA, org. nr. 994 297 422 ("Selskapet") den 12. oktober 2016 kl. 10:00 i lokalene til Advokatfirmaet Wiersholm, Dokkveien 1, i Oslo.

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

13 069 796 av totalt 44 600 374 aksjer og stemmer i Selskapet var representert, tilsvarende 29,30% av samtlige aksjer.

Generalforsamlingen gikk så over til å behandle følgende dagsorden:

Dagsorden:

1. Valg av møteleder og en person til å medundertegne protokollen

Ludvik Sandnes ble valgt som møteleder og Eivind Lotsberg ble valgt til å medundertegne protokollen sammen med møteleder.

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

2. Godkjennelse av innkallingen og dagsorden

Det ble opplyst at innkallingen var blitt tilsendt samtlige aksjonærer med kjent oppholdssted den 21. september 2016.

Møtelederen reiste spørsmål om det var bemerkninger til innkallingen eller dagsorden. Da det ikke var noen innvendinger, ble innkallingen og dagsorden ansett godkjent.

Beslutningen ble truffet med nødvendig flertall, jf.

Minutes of the extraordinary general meeting

The extraordinary General Meeting of Nordic Nanovector ASA, org. no. 994 297 422 (the "Company") was held on 12 October 2016 at 10:00 am hours at Advokatfirmaet Wiersholm, Dokkveien 1, in Oslo.

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

13,069,796 of a total of 44,600,374 shares and votes were represented at the General Meeting, equal to 29.30% of the total number of shares.

The meeting discussed the following matters:

Agenda:

1. Election of a chairperson and a person to co-sign the minutes

Ludvik Sandnes was elected as chairperson, and Eivind Lotsberg was elected to co-sign the minutes along with the chairperson.

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 21 September 2016.

The Chairperson 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

E.L. LS.

avstemmingsresultat inntatt som Vedlegg 2 til protokollen.

the voting set out in Appendix 2 to the Minutes.

Møtelederen erklærte generalforsamlingen for lovlig satt.

The Chairperson declared the General Meeting as lawfully convened.

3. Valg av nytt styremedlem

3. Election of a new board member

Det ble redegjort for valgkomiteens innstilling om valg av nytt styremedlem.

The Nomination Committee's proposal for election of a new board member was accounted for.

I overensstemmelse med valgkomiteens innstilling ble Joanna Horobin valgt inn som nytt styremedlem til erstatning for Renee Tannenbaum.

In accordance with the Nomination Committee's proposal, Joanna Horobin was elected as a new board member to replace Renee Tannenbaum.

Styret består etter dette av:

Consequently the board consists of:

Følgende styremedlemmer som er valgt for en periode frem til den ordinære generalforsamlingen i 2017:

Ludvik Sandnes (styreleder);

Per Samuelsson;

Hilde Hermansen Steineger

Gisela Schwab.

The following board members that have been elected for a period until the 2017 Annual General Meeting:

Ludvik Sandnes (chairman);

Per Samuelsson;

Hilde Hermansen Steineger

Gisela Schwab.

Følgende styremedlemmer som er valgt for en periode frem til den ordinære generalforsamling i 2018*:*

Jean-Pierre Bizzari

Joanna Horobin

The following board members that have been elected for a period until the 2018 Annual General Meeting:

Jean-Pierre Bizzari

Joanna Horobin

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.

4. Godkjenning av utstedelse av RSUer til det nye styremedlemmet

4. Approval of the issuance of RSUs to the new board member

Det ble redegjort for valgkomiteens innstilling om utstedelse av RSUer til det nye styremedlemmet.

The Nomination Committee's proposal for the issuance of RSUs to the new board member was accounted for.

I overensstemmelse med valgkomiteens innstilling vedtok generalforsamlingen å godkjenne utstedelse av RSUer til det nye styremedlemmet Joanna Horobin.

In accordance with the Nomination Committee's proposal, the General Meeting resolved to approve the issuance of RSUs to the new board member Joanna Horobin.

Beslutningen ble truffet med

The decision was passed with the

nødvendig flertall, jf. avstemmingsresultat inntatt som Vedlegg 2 til protokollen.

required majority, cf. the result of the voting set out in Appendix 2 to the Minutes.

***

***

Det var ikke flere saker på dagsorden. 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, 12. oktober/
12 October 2016

Signatur/Signature

Signatur/Signature

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

Totalt representert

ISIN:	NO0010597883 NORDIC NANOVECTOR ASA
Generalforsamlingsdato:	12.10.2016 10.00
Dagens dato:	12.10.2016

Antall stemmeberettigede personer representert/oppmøtt : 8

	Antall aksjer	% kapital
Total aksjer	44 600 374	
- selskapets egne aksjer	0	
Totalt stemmeberettiget aksjer	44 600 374	
Representert ved egne aksjer	5 188 762	11,63 %
Representert ved forhåndsstemme	180 772	0,41 %
Sum Egne aksjer	**5 369 534**	**12,04 %**
Representert ved fullmakt	27 836	0,06 %
Representert ved stemmeinstruks	7 672 426	17,20 %
Sum fullmakter	**7 700 262**	**17,27 %**
Totalt representert stemmeberettiget	**13 069 796**	**29,30 %**
Totalt representert av AK	**13 069 796**	**29,30 %**

Kontofører for selskapet:

NORDEA BANK NORGE ASA

For selskapet:

NORDIC NANOVECTOR ASA

Protokoll for generalforsamling NORDIC NANOVECTOR ASA

ISIN: NO0010597883 NORDIC NANOVECTOR ASA
Generalforsamlingsdato: 12.10.2016 10.00
Dagens dato: 12.10.2016

Aksjeklasse	For	Mot	Avstår	Avgitte	Ikke avgitt	Stemmeberettigede representerte aksjer
Sak 1 Valg av møteleder						
Ordinær	13 069 796	0	0	13 069 796	0	13 069 796
% avgitte stemmer	100,00 %	0,00 %	0,00 %			
% representert AK	100,00 %	0,00 %	0,00 %	100,00 %	0,00 %	
% total AK	29,30 %	0,00 %	0,00 %	29,30 %	0,00 %	
Totalt	**13 069 796**	**0**	**0**	**13 069 796**	**0**	**13 069 796**
Sak 2 Godkjennelse av innkallingen og dagsorden						
Ordinær	13 069 796	0	0	13 069 796	0	13 069 796
% avgitte stemmer	100,00 %	0,00 %	0,00 %			
% representert AK	100,00 %	0,00 %	0,00 %	100,00 %	0,00 %	
% total AK	29,30 %	0,00 %	0,00 %	29,30 %	0,00 %	
Totalt	**13 069 796**	**0**	**0**	**13 069 796**	**0**	**13 069 796**
Sak 3 Valg av én person til å medundertegne protokollen						
Ordinær	13 069 796	0	0	13 069 796	0	13 069 796
% avgitte stemmer	100,00 %	0,00 %	0,00 %			
% representert AK	100,00 %	0,00 %	0,00 %	100,00 %	0,00 %	
% total AK	29,30 %	0,00 %	0,00 %	29,30 %	0,00 %	
Totalt	**13 069 796**	**0**	**0**	**13 069 796**	**0**	**13 069 796**
Sak 4 Valg av nytt styremedlem						
Ordinær	13 069 796	0	0	13 069 796	0	13 069 796
% avgitte stemmer	100,00 %	0,00 %	0,00 %			
% representert AK	100,00 %	0,00 %	0,00 %	100,00 %	0,00 %	
% total AK	29,30 %	0,00 %	0,00 %	29,30 %	0,00 %	
Totalt	**13 069 796**	**0**	**0**	**13 069 796**	**0**	**13 069 796**
Sak 5 Godkjenning av utstedelse av RSUer til nytt styremedlem						
Ordinær	13 069 796	0	0	13 069 796	0	13 069 796
% avgitte stemmer	100,00 %	0,00 %	0,00 %			
% representert AK	100,00 %	0,00 %	0,00 %	100,00 %	0,00 %	
% total AK	29,30 %	0,00 %	0,00 %	29,30 %	0,00 %	
Totalt	**13 069 796**	**0**	**0**	**13 069 796**	**0**	**13 069 796**

Kontofører for selskapet:
NORDEA BANK NORGE ASA

For selskapet:
NORDIC NANOVECTOR ASA

Aksjeinformasjon

Navn	Totalt antall aksjer	Pålydende	Aksjekapital	Stemmerett
Ordinær	44 600 374	0,20	8 920 074,80	Ja
Sum:				

§ 5-17 Alminnelig flertallskrav
krever flertall av de avgitte stemmer

§ 5-18 Vedtektsendring
krever tilslutning fra minst to tredeler så vel av de avgitte stemmer som av den aksjekapital som er representert på generalforsamlingen

Total Represented

ISIN: NO0010597883 NORDIC NANOVECTOR ASA

General meeting date: 12/10/2016 10.00

Today: 12.10.2016

Number of persons with voting rights represented/attended : 8

	Number of shares	% sc
Total shares	44,600,374	
- own shares of the company	0	
Total shares with voting rights	44,600,374	
Represented by own shares	5,188,762	11.63 %
Represented by advance vote	180,772	0.41 %
Sum own shares	**5,369,534**	**12.04 %**
Represented by proxy	27,836	0.06 %
Represented by voting instruction	7,672,426	17.20 %
Sum proxy shares	**7,700,262**	**17.27 %**
Total represented with voting rights	**13,069,796**	**29.30 %**
Total represented by share capital	**13,069,796**	**29.30 %**

Registrar for the company:

NORDEA BANK NORGE ASA

Signature company:

NORDIC NANOVECTOR ASA

Protocol for general meeting NORDIC NANOVECTOR ASA

ISIN:	NO0010597883 NORDIC NANOVECTOR ASA
General meeting date:	12/10/2016 10.00
Today:	12.10.2016

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	13,069,796	0	0	13,069,796	0	13,069,796
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 %	29.30 %	0.00 %	0.00 %	29.30 %	0.00 %	
Total	**13,069,796**	**0**	**0**	**13,069,796**	**0**	**13,069,796**
Agenda item 2 Approval of the notice and the agenda of the meeting						
Ordinær	13,069,796	0	0	13,069,796	0	13,069,796
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 %	29.30 %	0.00 %	0.00 %	29.30 %	0.00 %	
Total	**13,069,796**	**0**	**0**	**13,069,796**	**0**	**13,069,796**
Agenda item 3 Election of one person to co-sign the minutes, to be proposed in the General Meeting						
Ordinær	13,069,796	0	0	13,069,796	0	13,069,796
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 %	29.30 %	0.00 %	0.00 %	29.30 %	0.00 %	
Total	**13,069,796**	**0**	**0**	**13,069,796**	**0**	**13,069,796**
Agenda item 4 Election of Board member						
Ordinær	13,069,796	0	0	13,069,796	0	13,069,796
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 %	29.30 %	0.00 %	0.00 %	29.30 %	0.00 %	
Total	**13,069,796**	**0**	**0**	**13,069,796**	**0**	**13,069,796**
Agenda item 5 Approval of the issuance of RSUs to the new board member						
Ordinær	13,069,796	0	0	13,069,796	0	13,069,796
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 %	29.30 %	0.00 %	0.00 %	29.30 %	0.00 %	
Total	**13,069,796**	**0**	**0**	**13,069,796**	**0**	**13,069,796**

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	44,600,374	0.20	8,920,074.80	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 the shareholders of Nordic Nanovector ASA Oslo, 20 September 2016

RECOMMENDATION OF THE NOMINATION COMMITTEE

1. INTRODUCTION

The Nomination Committee of Nordic Nanovector ASA comprises Johan Christenson (chairman), Olav Steinnes and Ole Peter Nordby.

The Nomination Committee has held one meeting and several phone meetings since the Annual General Meeting which was held on 19 May 2016.

In accordance with the Articles of Association and the Instructions for the Nomination Committee adopted by the General Meeting on 12 November 2014 (the "Instructions"), the Nomination Committee will in this recommendation present its proposals for a new board member.

The Nomination 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.

2. NOMINATION OF BOARD OF DIRECTORS

Renee Tannenbaum has informed the Committee that she wants to resign as board member for personal reasons. The Board of Directors (the "Board") has following such resignation the following 5 shareholder-elected members:

Ludvik Sandnes, Chairman
Gisela Margarete Schwab
Per Anders Göte Samuelsson
Hilde Hermansen Steineger
Jean Pierre Bizzari

The Committee proposes that Joanna Horobin is elected as a new Board member to replace Renee Tannenbaum.

The Nomination Committee has emphasized that the Board should be diverse in terms of background, competence and experience and it is the committee's view that the proposed Board composition ensures these qualities and the Committee also considers Ms. Horobin to satisfy these requirements, see qualifications below:

Joanna Caroline Horobin, M.B., Ch.B.

Joanna Horobin has comprehensive experience within the biopharmaceutical industry. Ms. Horobin is currently Senior Vice President, Chief Medical Officer and a Member of the Leadership Team at Idera Pharmaceuticals, Inc. in Cambridge, Massachusetts. Here she is responsible for development and regulatory strategy and the execution of the clinical trial program for the company's pipeline assets of novel oligonucleotides for the treatment of rare oncology and other indications. Prior to this position she was most recently the Chief Medical Officer of Verastem, Inc. and previously served as Chief Executive Officer of Syndax Pharmaceuticals. Additionally, Ms. Horobin has held several roles of increasing responsibility at global pharmaceutical corporations such as Rhône-Poulenc Rorer (now Sanofi) where she spearheaded the global Oncology business unit's launch which included the launches of Taxotere® (docetaxel) in breast cancer and Campto/Camptosar® (CPT11) for colorectal cancer. Ms. Horobin also led a successful joint venture with Chugai to launch Granocyte® (lenograstim). Prior, Ms. Horobin played significant leadership roles in the approvals of Lovenox®, Celectol®, Augmentin®, Timentin®, temocillin, Bactroban® and Relafen®/Reliflex®. Ms. Horobin received her medical degree from the University of Manchester, England.

Ms. Horobin is independent of the Company's significant business relations and large shareholders (shareholders holding more than 10% of the shares in the Company). The proposed Board composition is compliant with the requirements for independence as set out in the Norwegian Code of Practice for Corporate Governance (NUES).

3. RESTRICTED STOCK UNITS TO THE BOARD OF DIRECTORS

The Annual General Meeting on 19 May 2016 approved a RSU program for board members and the Nomination Committee proposes that the extraordinary general meeting to be held on 12 October 2016 approves the issuance of RSU's to the new board member Joanna Horobin under this program if she is elected.

For a description of the RSU program see below:

The RSU program is established for the members of the Board pursuant to which the members of the Board may choose to receive their remuneration, or parts thereof, in the form of restricted stock units ("RSUs"). The RSUs are non-transferrable and each RSU will give the right and obligation to acquire shares in the Company (at nominal value of NOK 0.20) subject to satisfaction of the applicable vesting conditions.

Each member of the Board has three alternatives when the remuneration to the members of the Board is resolved by the General Meeting:

a) Receive 100 % of the Board remuneration in the form of RSUs;

b) Receive 1/3 of the Board remuneration in cash and 2/3 in the form of RSUs; or

c) Receive 2/3 of the Board remuneration in cash and 1/3 in the form of RSUs;

The number of RSUs to be granted is calculated as the NOK amount of the RSU selected portion of total remuneration to the Board member, divided by the market price for the Nordic Nanovector ASA share. The market price shall be calculated as the volume weighted average share price for the 10 trading days prior to the grant date (i.e. the date of the General Meeting which the corresponding Board remuneration was resolved, the "GM Date"). In the event that a board member is elected at an extraordinary general meeting ("EGM") after the GM Date the market price shall be calculated as the volume weighted average share price for the 10 trading days prior to the grant date (i.e. the date of the EGM).

As a main rule, the vesting of the RSUs will be subject to (i) the grantee being a member of the Board at the vesting date, and (ii) the grantee not having notified the Company prior to the vesting date of the grantee's intension to step down from the Board. If any of the above events occur prior to vesting, then the number of RSUs that vest shall be equal to the total number of RSUs granted, multiplied by a fraction in which the numerator is equal to the number of calendar days in the period from grant and until the date of which the event occurs, and the denominator is equal to 365. The remaining RSUs will lapse without compensation.

The RSUs will vest on the first anniversary of the GM Date unless otherwise determined by the Nomination Committee. When the RSUs have vested, the participant must in the following three-year period select when to take delivery of the shares. The participants will on a quarterly basis have the opportunity to:

a) Receive all shares

b) Receive all shares and sell a proportion of the shares immediately (shares may be sold to cover tax)

The RSUs will be honoured by the issue of new Nordic Nanovector shares or by the delivery of shares held in treasury. The Board member must for each share pay the nominal value of a Nordic Nanovector share of NOK 0.20.

The Nomination Committee of Nordic Nanovector ASA

Johan Christenson,
Chairman

Olav Steinnes

Ole Peter Nordby