Nordic Nanovector ASA

Innkalling til ekstraordinær generalforsamling

Det innkalles herved til ekstraordinær generalforsamling i Nordic Nanovector ASA ("**Selskapet**) 18. februar 2019 kl. 15:00 i Thon Hotel Vika Atrium, Munkedamsveien 45, i Oslo.

Generalforsamlingen åpnes og ledes av styrets leder, Ludvik Sandnes, jf. allmennaksjeloven § 5-12 første ledd.

Dagsorden:

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

2. Godkjennelse av innkallingen og dagsorden.

3. Styrefullmakt til kapitalforhøyelse - Reparasjonsemisjon

Styret vurderer det slik at det er ønskelig å gjennomføre en reparasjonsemisjon på inntil 777 777 nye aksjer i etterkant av den rettede emisjonen som ble offentliggjort den 25. januar 2019 (den "**Rettede Emisjonen**"). Bakgrunnen for dette er at enkelte av selskapets aksjonærer har fått tildelt aksjer i den Rettede Emisjonen og at det er ønskelig også å gi øvrige aksjonærer en mulighet til å tegne aksjer til en tilvarende tegningskurs. Tegningskursen i reparasjonsemisjonen skal være NOK 45 per aksje som tilsvarer tegningskursen i den Rettede Emisjonen.

Reparasjonsemisjonen vil bli rettet til berettigede aksjonærer i Selskapet ved utløp av handelsdagen 24. januar 2019 (og som registrert i VPS den 28. januar 2019) som ikke ble allokert nye aksjer i den Rettede Emisjonen. Reparasjonsemisjonen vil dermed fravike eksisterende aksjonærers fortrinnsrett jf. allmennaksjeloven § 10-4 jf. § 10-5. Styret mener avviket vil være i Selskapets og aksjonærenes beste interesse.

Notice of an extraordinary general meeting

Notice is hereby served that an extraordinary general meeting of Nordic Nanovector ASA (the "**Company**") will be held on 18 February 2019 at 15:00 hours at Thon Hotel Vika Atrium, Munkedamsveien 45, in Oslo.

The general meeting will be opened and chaired by the chairman of the board of directors, Ludvik Sandnes, cfr. section 5-12 of the Norwegian Public Limited Liability Companies Act.

Agenda:

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

2. Approval of the notice and the agenda.

3. Board authorisation for share capital increase – repair offering

The board of directors is of the opinion that it is appropriate to carry out a subsequent repair offering of up to 777,777 new shares following the private placement announced 25 January 2019 (the "**Private Placement**"). The background for this is that certain of the company's existing shareholders have been allocated shares in the Private Placement and the Company wish to give the other shareholders the opportunity to subscribe for shares at the same subscription price. The subscription price in the repair offering shall be NOK 45, which is the same as the subscription price of the Private Placement.

The repair offering will be directed at eligible shareholders in the Company as of close of trading on 24 January 2019 (and as registered in the VPS on 28 January 2019) who were not allocated Offer Shares in the Private Placement. The repair offering will thus deviate from the preferential rights of existing shareholders, cf. section 10-4 of the Public Limited Liability Companies Act, cf. § 10-5. The Board believes this deviation will be in the best interest of the Company and its shareholders.

Styret foreslår under henvisning til dette at generalforsamlingen treffer følgende vedtak:	On the basis of this the board propose to the general meeting to pass the following resolution:
(i) Styret gis i henhold til allmennaksjeloven § 10-14 (1) fullmakt til å forhøye Selskapets aksjekapital med inntil NOK 155 555,40. Fullmakten kan bare benyttes én gang.	*(i) The board of directors is authorized pursuant to the Norwegian Public Limited Liability Companies Act section 10-14 (1) to increase the Company's share capital by up to NOK 155,555.40. The authorization may only be used in one occasion.*
(ii) Fullmakten kan bare benyttes til å utstede aksjer i forbindelse med en reparasjonsemisjon i etterkant av den Rettede Emisjonen annonsert den 25. januar 2019.	*(ii) The authority may only be used to issue shares in connection with a repair offering subsequent to the Private Placement announced on 25 January 2019.*
(iii) Tegningskursen i reparasjonsemisjonen skal være lik den for den Rettede Emisjonen, det vil si NOK 45 per aksje.	*(iii) The subscription price in the repair offering shall be equal to that of the Private Placement, i.e. NOK 45 per share.*
(iv) Selskapets eksisterende aksjonærer pr. 24. januar 2019, som registrert i Selskapets aksjonærregister i VPS per utløpet av 28. januar 2019 ("Record Date"), skal ha fortrinnsrett til å tegne de nye aksjene basert på deres registrerte eierandel på Record Date. Dette gjelder likevel ikke aksjonærer som ble tildelt aksjer i den Rettede Emisjonen.	*(iv) The Company's existing shareholders as of 24 January 2019, as registered in the Company's shareholders' register in the VPS as of close of business on 28 January 2019 (the "Record date"), shall have preferential rights to subscribe for the new shares based on their registered holding on the Record Date. This does not, however, apply to shareholders who were allocated shares in the Private Placement.*
(v) Aksjene omfattet av reparasjonsemisjonen skal ikke tilbys aksjeeiere i land hvor slikt tilbud ville være forbudt eller med unntak for Norge ville forutsette offentliggjøring av prospekt, registrering eller lignende tiltak, med mindre det er klart at de nye aksjene kan tilbys basert på unntak fra slike regler uten kostnader for Selskapet.	*(v) The shares comprising the repair offering shall not be not offered to shareholders in countries where such offer would be unlawful or would other than in Norway require the publication of a prospectus, registration or similar actions, except to the extent it is clear that the new shares may be offered based on exemptions from such rules without costs to the Company.*
(vi) Fullmakten gjelder frem til 1. mai 2019.	*(vi) The authority shall be valid until 1 May 2019.*
(vii) Aksjeeiernes fortrinnsrett etter allmennaksjeloven § 10-4 kan fravikes, jf. § 10-5.	*(vii) The pre-emptive rights of the shareholders under section 10-4 of the Norwegian Public Limited Liability Companies Act may be set aside, cf. section 10-5.*
(viii) Fullmakten omfatter kun kapitalforhøyelse mot innskudd i	*(viii) The authorisation only covers capital increases against cash contributions.*

penger. Fullmakten omfatter ikke rett til å pådra Selskapet særlige plikter, jf. allmennaksjeloven § 10-2. Fullmakten omfatter ikke beslutning om fusjon etter allmennaksjeloven § 13-5.

The authorisation does not cover the right to incur special obligations for the Company, cf. section 10-2 of the Norwegian Public Limited Liability Companies Act. The authorisation does not cover resolutions on mergers in accordance with section 13-5 of the Public Limited Companies Act.

(ix) Øvrige vilkår fastsettes av styret.

(ix) Other terms and conditions of the repair offering shall be determined by the board of directors.

4. Valg av ny styreleder

For å etterkomme styrets leders ønske om å fratre har Selskapets nominasjonskomite identifisert Dr. Jan H. Egberts som en aktuell kandidat til ny styreleder. Det vises til nominasjonskomiteens innstilling vedlagt som Vedlegg 1.

4. Election of new chairman

To accommodate the chairman of the board's wishes to step down, the Company's nomination committee has identified Dr. Jan H. Egberts as a possible candidate as new chairman. Reference is made to the nomination committee's proposal attached as Appendix 1.

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Det har ikke inntrådt hendinger etter siste balansedag som er av vesentlig betydning for Selskapet utover den Rettede Emisjonen og hva som fremgår av Selskapets kvartalsrapporter. Selskapets årsrapport for 2017 er tilgjengelig på Selskapets hjemmeside www.nordicnanovector.com.

No event has occurred after the last balance sheet date that is of substantial importance to the Company other than the Private Placement and what has been reported in the Company's interim financial statements. The Company's annual report for 2017 is available at the Company's website www.nordicnanovector.com.

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 AB (publ), filial i Norge, Issuer Services, med brev til følgende adresse: Nordea Bank AB (publ), filial i Norge, Issuer Services, Postboks 1166 Sentrum, 0107 Oslo, eller e-post til: nis@nordea.com. Meldingen må være mottatt senest den 14. februar 2019 kl. 16.00. Aksjonærer som ikke foretar slik forhåndspåmelding eller som oversitter ovennevnte frist, kan nektes adgang til generalforsamlingen og vil da

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 AB (publ), Norwegian branch, Issuer Services, by letter to the following address: Nordea Bank AB (publ), Norwegian branch, 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 14 February 2019 at 16:00 hours (CET). Shareholders who do not provide notices of attendance, or do not

heller ikke kunne stemme for sine aksjer.	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 fullmakts-skjemaet, 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 kan enten leveres i generalforsamlingen eller sendes til Selskapets kontofører Nordea Bank AB (publ), filial i Norge, Issuer Services innen den 14. februar 2019 kl. 16.00 med brev til følgende adresse: Nordea Bank AB (publ), filial i Norge, Issuer Services, Postboks 1166 Sentrum, 0107 Oslo, eller e-post: nis@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 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 may either be submitted at the general meeting or sent to the Company's security account manager, Nordea Bank AB (publ), Norwegian branch, Issuer Services within 14 February 2019 at 16:00 hours (CET) by letter to the following address: Nordea Bank AB (publ), Norwegian branch, Issuer Services, P.O. Box 1166 Sentrum, N-0107 Oslo, Norway, or e-mail: nis@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 14. februar 2019 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.	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 14 February 2019 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 on a nominee account in the VPS register, 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 49 430 945 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 49,430,945 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	A shareholder may make proposals for resolutions with respect to matters on the

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 om 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.

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, 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: ir@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, 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: ir@nordicnanovector.com, telephone: +47 22 18 33 01.

Oslo, 28. januar 2019

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:

- Innstilling fra nominasjonskomiteen
- Påmeldingsskjema
- Fullmaktskjema

Disse dokumentene er også tilgjengelig på Selskapets hjemmeside www.nordicnanovector.com.

Appendices:

- Proposal from Nomination Committee
- Form of registration
- Form of proxy

These documents are also available on the Company's website www.nordicnanovector.com.

To the shareholders of Nordic Nanovector ASA

Oslo, 28 January 2019

RECOMMENDATION OF THE NOMINATION COMMITTEE

In the nomination committee's recommendation to the Company's annual general meeting in 2018, it was written that the chairman of the board, Ludvik Sandnes, had informed the nomination committee that he wished to step down as chairman in order for the Company to recruit a new chairman with international background and network from the biotech industry who can lead the company into its next phase of development.

To identify potential candidates, the nomination committee engaged specialist recruiting agencies to assist in carrying out a thorough process. The search has been carried out on an international basis, where the nomination committee has held interviews with several strong candidates.

Through its process, the nomination committee has identified Dr. Jan H. Egberts as its preferred candidate. The nomination committee therefore proposes that an extraordinary general meeting (the "EGM") is held to elect Dr. Egberts as a new board member and chairman of the board to replace Ludvik Sandnes.

Jan H. Egberts, M.D. has over 25 years of experience in the pharmaceutical and medical devices sector. He gained his medical qualifications from Erasmus University Medical School in the Netherlands and pursued the final year of his medical education at Harvard Medical School in the USA. Dr. Egberts also obtained an MBA from Stanford University in the USA. After Stanford, he joined McKinsey & Co. as a strategic consultant in New York, after which he held various business development and general management positions of increasing responsibility in the USA at Merck & Co. and Johnson & Johnson. Dr. Egberts was also the CEO of Octoplus a publicly listed company acquired by Dr. Reddy's Laboratories. Dr. Egberts is currently the Managing Partner of Veritas Investments, a family investment firm focused on investments in healthcare companies in the US and Europe. Dr. Egberts also serves as the chairman of Photocure ASA (Oslo, PHO) and on the board of Pharming (AEX; PHARM). He is also on the board of a number of privately held companies and foundations. During his career, Dr. Egberts has held over 20 supervisory board positions both in the US and various European countries. The nomination committee believes that Dr. Egberts is an experienced and well-suited candidate who will provide important experience, and will complement the Company's other board members.

Ludvik Sandnes will, at his own request, leave the board immediately after the EGM. As a consequence, the majority of the board members will not be resident in an EEA country and the election of Dr. Egberts will require the consent of the Norwegian Ministry of Trade, Industry and Fisheries. If such consent, as a result of the processing time, has not been obtained at the time of the EGM, the election of Dr. Egberts will be made conditional on the consent being given. If this scenario arises, the nomination committee proposes that the current board members internally appoint an interim chairman of the board until the necessary consent is obtained. In any event, as Dr. Egberts has not been involved in the preparation of the prospectus for the announced repair issue, Dr. Egberts shall not accede until this prospectus has been approved by the Norwegian Financial Supervisory Authority or the need for a prospectus has lapsed. Such approval from the Norwegian Financial Supervisory Authority is expected to be available shortly after the EGM. In the event that the prospectus approval process takes more time the nomination committee proposes that current board members internally appoint an interim chairman of the board.

As per the Company's articles of association, each elected board members' term shall expire at the next annual general meeting. If the EGM adopts the nomination committee's proposal, the Company's board of directors will have the following members from the accession of Dr. Egberts and until the annual general meeting in 2019:

Name	**Served since**	**Terms expire**
Dr. Jan H. Egberts (chairman)	February 2019	2019 AGM
Per Samuelsson	November 2014	2019 AGM
Dr. Hilde Hermansen Steineger	November 2014	2019 AGM
Dr. Gisela Schwab	March 2015	2019 AGM
Dr. Jean-Pierre Bizzari	May 2016	2019 AGM
Joanna Horobin	October 2016	2019 AGM
Rainer Boehm, MD	May 2018	2019 AGM

Information regarding the current members of the board is available at Nordic Nanovector's website www.nordicnanovector.com.

The nomination committee has, when preparing its proposal taken into consideration the matters that need to be considered by the nomination committee pursuant to the instructions for the nomination committee adopted by the Company's general meeting held on 12 November 2014 and amended on the Company's general meeting held on 24 May 2017 and such other matters which the nomination committee has deemed appropriate as further described above. The proposal has been unanimously resolved by the nomination committee.

The nomination committee will continue to assess the work of the board of directors and the work of the committees prior to the annual general meeting in 2019, and will present its proposals for that general meeting in due course.

The Nomination Committee of Nordic Nanovector ASA

____
Johan Christenson,
Chairman

____
Olav Steinnes

____
Egil Bodd

NORDIC NANOVECTOR ASA
NOTICE OF ATTENDANCE
EXTRAORDINARY GENERAL MEETING 18 FEBRUARY 2019

Shareholders who wish to attend the Extraordinary General Meeting to be held on 18 February 2019 are requested to fill in and return this notice of attendance to: Nordea Bank AB (publ), Norwegian branch, 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 14 February 2019 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 Extraordinary General Meeting on 18 February 2019 at 15:00 (CET).

The shareholder's name and address: ________________________________

___________	___________	____________________
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.

NORDIC NANOVECTOR ASA
PÅMELDINGSKJEMA
EKSTRAORDINÆR GENERALFORSAMLING 18. FEBRUAR 2019

Aksjonærer som ønsker å delta på ekstraordinær generalforsamling, som vil bli avholdt 18. februar 2019, bes fylle ut og returnere dette påmeldingsskjemaet til: Nordea Bank AB (publ), filial i Norge, Issuer Services, postboks 1166 Sentrum, 0107 Oslo, eller e-post: nis@nordea.com.

Skjemaet må være mottatt av oss senest 14. februar 2019 kl. 16.00 (CET). Påmelding kan også skje elektronisk innen samme tidsfrist via VPS Investor Services.

Undertegnede ønsker å delta på ekstraordinær generalforsamling 18. februar 2019 kl. 15:00 (CET).

Aksjonærens navn og adresse: ________________________________

__________	__________	___________________
Dato	Sted	Aksjonærens signatur

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

NORDIC NANOVECTOR ASA
POWER OF ATTORNEY
EXTRAORDINARY GENERAL MEETING 18 FEBRUARY 2019

Shareholder who does not return the form "NOTICE OF ATTENDANCE – EXTRAORDINARY GENERAL MEETING 18 FEBRUARY 2019" (see the previous page), and therefore wishes to authorise another person to act on his or her behalf at the Extraordinary General Meeting on 18 February 2019 must complete this power of attorney form and return it to: Nordea Bank AB (publ), Norwegian branch, 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 14 February 2019 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 18 February 2019 at 15:00 (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				
1.Election of one person to co-sign the minutes, to be proposed in the General Meeting				
2. Approval of the notice and the agenda of the meeting				
3.. Board authorization for share capital increase – Repair offering				
4. Election of chairman to the board				

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.

NORDIC NANOVECTOR ASA
FULLMAKT
EKSTRAORDINÆR GENERALFORSAMLING 18. FEBRUAR 2019

Aksjonærer som ikke returnerer "PÅMELDINGSSKJEMA – EKSTRAORDINÆR GENERALFORSAMLING 18. FEBRUAR 2019" (se tidligere side), og som derfor ønsker å gi en annen person fullmakt til å opptre på hans eller hennes vegne på ekstraordinær generalforsamling 18. februar 2019, må fylle ut dette fullmaktsskjemaet og returnere det til: Nordea Bank AB (publ), filial i Norge, Issuer Services, postboks 1166 Sentrum, 0107 Oslo, eller e-post: nis@nordea.com.

Fullmakten må være mottatt av oss **senest 14. februar 2019 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 ekstraordinær generalforsamling i Nordic Nanovector ASA, som vil bli avholdt 18. februar 2019 kl. 15:00 (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				
1.Valg av person til å medundertegne protokollen				
2. Godkjennelse av innkallingen og dagsorden				
3. Styrefullmakt til kapitalforhøyelse - Reparasjonsemisjon				
4.. Valg av ny styreleder				

Aksjonærens navn og adresse: ________________________________
(Vennligst bruk blokkbokstaver)

__________ __________ ___________________

Dato Sted Aksjonærens 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	**Minutes of an extraordinary general meeting**
Det ble avholdt ekstraordinær generalforsamling i Nordic Nanovector ASA ("**Selskapet**) den 18. februar 2019 kl. 15:00 i Thon Hotel Vika Atrium, Munkedamsveien 45, i Oslo.	An extraordinary general meeting of Nordic Nanovector ASA (the "**Company**") was held on 18 February 2019 at 15:00 hours at Thon Hotel Vika Atrium, Munkedamsveien 45, in Oslo.
Generalforsamlingen ble åpne av styrets leder, Ludvik Sandnes, som opptok en fortegnelse over de møtende aksjonærer.	The meeting was opened by the chairman of the board of directors, Ludvik Sandnes, who registered the attending shareholders.
14 157 771 av totalt 54 374 039 aksjer og stemmer i Selskapet var representert, tilsvarende 26.04 % av samtlige aksjer. En oversikt over de møtende aksjonærene er inntatt som Vedlegg 1 til protokollen	14,157,771 of a total of 54,374,039 shares and votes were represented at the General Meeting, equal to 26.04% of the total number of shares. An overview over the attending shareholders is attached to the Minutes as Appendix 1.
Generalforsamlingen gikk så over til å behandle følgende dagsorden:	The meeting discussed the following matters:
Dagsorden:	**Agenda:**
1. Valg av møteleder og en person til å medundertegne protokollen.	**1. Election of a chairperson and a person to co-sign the minutes.**
Ludvik Sandnes ble valgt som møteleder og Børre Lande ble valgt til å medundertegne protokollen.	Ludvik Sandnes was elected as Chairperson and Børre Lande was elected to co-sign the minutes.
Beslutningen ble truffet med nødvendig flertall, jf. avstemningsresultat 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.
2. Godkjennelse av innkallingen og dagsorden.	**2. Approval of the notice and the agenda.**
Det ble opplyst at innkallingen var blitt tilsendt samtlige aksjonærer med kjent oppholdssted den 28. januar 2019.	It was informed that the notice of the General Meeting had been sent to all shareholders with a known address on 28 January 2019.
Møtelederen reiste spørsmål om det var bemerkninger til innkallingen eller dagsorden. Da det ikke var noen innvendinger, ble innkallingen og dagsorden ansett godkjent.	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.
Beslutningen ble truffet med nødvendig flertall, jf. avstemningsresultat 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.
Møtelederen erklærte generalforsamlingen for lovlig satt.	The Chairperson declared the General Meeting as lawfully convened.

3. Styrefullmakt til kapitalforhøyelse - Reparasjonsemisjon

Møteleder redegjorde for forslaget.

I samsvar med styrets forslag traff generalforsamlingen følgende vedtak:

(i) Styret gis i henhold til allmennaksjeloven § 10-14 (1) fullmakt til å forhøye Selskapets aksjekapital med inntil NOK 155 555,40. Fullmakten kan bare benyttes én gang.

(ii) Fullmakten kan bare benyttes til å utstede aksjer i forbindelse med en reparasjonsemisjon i etterkant av den Rettede Emisjonen annonsert den 25. januar 2019.

(iii) Tegningskursen i reparasjonsemisjonen skal være lik den for den Rettede Emisjonen, det vil si NOK 45 per aksje.

(iv) Selskapets eksisterende aksjonærer pr. 24. januar 2019, som registrert i Selskapets aksjonærregister i VPS per utløpet av 28. januar 2019 ("Record Date"), skal ha fortrinnsrett til å tegne de nye aksjene basert på deres registrerte eierandel på Record Date. Dette gjelder likevel ikke aksjonærer som ble tildelt aksjer i den Rettede Emisjonen.

(v) Aksjene omfattet av reparasjonsemisjonen skal ikke tilbys aksjeeiere i land hvor slikt tilbud ville være forbudt eller med unntak for Norge ville forutsette offentliggjøring av prospekt, registrering eller lignende tiltak, med mindre det er klart at de nye aksjene kan tilbys basert på unntak fra slike regler uten kostnader for Selskapet.

(vi) Fullmakten gjelder frem til 1. mai 2019.

3. Board authorisation for share capital increase – repair offering

The Chairperson of the Meeting accounted for the proposal.

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

(i) The board of directors is authorized pursuant to the Norwegian Public Limited Liability Companies Act section 10-14 (1) to increase the Company's share capital by up to NOK 155,555.40. The authorization may only be used in one occasion.

(ii) The authority may only be used to issue shares in connection with a repair offering subsequent to the Private Placement announced on 25 January 2019.

(iii) The subscription price in the repair offering shall be equal to that of the Private Placement, i.e. NOK 45 per share.

(iv) The Company's existing shareholders as of 24 January 2019, as registered in the Company's shareholders' register in the VPS as of close of business on 28 January 2019 (the "Record date"), shall have preferential rights to subscribe for the new shares based on their registered holding on the Record Date. This does not, however, apply to shareholders who were allocated shares in the Private Placement.

(v) The shares comprising the repair offering shall not be not offered to shareholders in countries where such offer would be unlawful or would other than in Norway require the publication of a prospectus, registration or similar actions, except to the extent it is clear that the new shares may be offered based on exemptions from such rules without costs to the Company.

(vi) The authority shall be valid until 1 May 2019.

(vii) *Aksjeeiernes fortrinnsrett etter allmennaksjeloven § 10-4 kan fravikes, jf. § 10-5.*

(viii) *Fullmakten omfatter kun kapitalforhøyelse mot innskudd i penger. Fullmakten omfatter ikke rett til å pådra Selskapet særlige plikter, jf. allmennaksjeloven § 10-2. Fullmakten omfatter ikke beslutning om fusjon etter allmennaksjeloven § 13-5.*

(ix) *Øvrige vilkår fastsettes av styret.*

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

4. Valg av ny styreleder

Det ble redegjort for valgkomitéens innstilling om valg av ny styreleder.

I overensstemmelse med valgkomitéens innstilling ble Jan Hendrik Egberts valgt som ny styreleder frem til ordinær generalforsamling i 2019 til erstatning for Ludvik Sandnes, som trer ut av styret. Jan Hendrik Egberts velges med virkning fra prospektet utarbeidet i forbindelse med tilbudet og noteringen av aksjer i reparasjonsemisjonen har blitt godkjent av Finanstilsynet.

Etter valget består styret av følgende medlemmer:

Jan Hendrik Egberts (styreleder)

Per Samuelsson

Hilde Hermansen Steineger

Gisela Schwab

Jean-Pierre Bizzari

Joanna Horobin

Rainer Boehm

(vii) *The pre-emptive rights of the shareholders under section 10-4 of the Norwegian Public Limited Liability Companies Act may be set aside, cf. section 10-5.*

(viii) *The authorisation only covers capital increases against cash contributions. The authorisation does not cover the right to incur special obligations for the Company, cf. section 10-2 of the Norwegian Public Limited Liability Companies Act. The authorisation does not cover resolutions on mergers in accordance with section 13-5 of the Public Limited Companies Act.*

(ix) *Other terms and conditions of the repair offering shall be determined by the board of directors.*

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

4. Election of new chairman

The Nomination Committee's proposal for the election of a new chairman of the Board was accounted for.

In accordance with the proposal of the Nomination Committee Jan Hendrik Egberts was elected as new chairman of the Board until the 2019 Annual General Meeting as a replacement for Ludvik Sandnes, who steps down from the Board. Jan Hendrik Egberts is elected with effect from approval of the prospectus prepared in connection with the offering and listing of the shares in the repair offering by the Norwegian Financial Supervisory Authority.

Following the election the Board consists of the following Board Members:

Jan Hendrik Egberts (chairman)

Per Samuelsson

Hilde Hermansen Steineger

Gisela Schwab

Jean-Pierre Bizzari

Joanna Horobin

Rainer Boehm

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.

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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. In case of any discrepancies between the Norwegian text and the English translation, the Norwegian text shall prevail.

Oslo, 18. februar / 18 February 2019

Ludvik Sandnes

Børre Lande

Total Represented

ISIN:	NO0010597883 NORDIC NANOVECTOR ASA
General meeting date:	18/02/2019 15.00
Today:	18.02.2019

Number of persons with voting rights represented/attended : 14

	Number of shares	% sc
Total shares	54,374,039	
- own shares of the company	0	
Total shares with voting rights	54,374,039	
Represented by own shares	4,826,528	8.88 %
Represented by advance vote	115,684	0.21 %
Sum own shares	**4,942,212**	**9.09 %**
Represented by proxy	71,611	0.13 %
Represented by voting instruction	9,143,948	16.82 %
Sum proxy shares	**9,215,559**	**16.95 %**
Total represented with voting rights	**14,157,771**	**26.04 %**
Total represented by share capital	**14,157,771**	**26.04 %**

Registrar for the company:

NORDEA BANK ABP, FILIAL NORGE

Signature company:

NORDIC NANOVECTOR ASA

Protocol for general meeting NORDIC NANOVECTOR ASA

ISIN:	NO0010597883 NORDIC NANOVECTOR ASA
General meeting date:	18/02/2019 15.00
Today:	18.02.2019

Shares class	FOR	Against	Abstain	Poll in	Poll not registered	Represented shares with voting rights
Agenda item 1.a Election of the chairman for the meeting						
Ordinær	14,157,771	0	0	14,157,771	0	14,157,771
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 %	26.04 %	0.00 %	0.00 %	26.04 %	0.00 %	
Total	**14,157,771**	**0**	**0**	**14,157,771**	**0**	**14,157,771**
Agenda item 1.b Election of one person to co-sign the minutes, to be proposed in the General Meeting						
Ordinær	14,157,771	0	0	14,157,771	0	14,157,771
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 %	26.04 %	0.00 %	0.00 %	26.04 %	0.00 %	
Total	**14,157,771**	**0**	**0**	**14,157,771**	**0**	**14,157,771**
Agenda item 2 Approval of the notice and the agenda of the meeting						
Ordinær	14,157,771	0	0	14,157,771	0	14,157,771
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 %	26.04 %	0.00 %	0.00 %	26.04 %	0.00 %	
Total	**14,157,771**	**0**	**0**	**14,157,771**	**0**	**14,157,771**
Agenda item 3 Board authorization for share capital increase - Repair offering						
Ordinær	14,157,771	0	0	14,157,771	0	14,157,771
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 %	26.04 %	0.00 %	0.00 %	26.04 %	0.00 %	
Total	**14,157,771**	**0**	**0**	**14,157,771**	**0**	**14,157,771**
Agenda item 4 Election of chairman to the board						
Ordinær	14,020,423	8,823	128,525	14,157,771	0	14,157,771
votes cast in %	99.03 %	0.06 %	0.91 %			
representation of sc in %	99.03 %	0.06 %	0.91 %	100.00 %	0.00 %	
total sc in %	25.79 %	0.02 %	0.24 %	26.04 %	0.00 %	
Total	**14,020,423**	**8,823**	**128,525**	**14,157,771**	**0**	**14,157,771**

Registrar for the company:

NORDEA BANK ABP, FILIAL NORGE

Signature company:

NORDIC NANOVECTOR ASA

Share information

Name	Total number of shares	Nominal value	Share capital	Voting rights
Ordinær	54,374,039	0.20	10,874,807.80	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

Attendance List Attendance NORDIC NANOVECTOR ASA 18/02/2019

Ref no	First Name	Company/Last name	Repr. by	Participant	Share	Own	Proxy	Total	% sc	% represented	% registered
					Ordinær	115,684	0	115,684	0.21 %	0.82 %	0.81 %
18	Ludvik Sandnes	Chairman of the board		Proxy Solicitor	Ordinær	0	25,942	3,395,199	6.24 %	23.98 %	23.65 %
34		FOLKETRYGDFONDET	Eivind Lotsberg	Share Holder	Ordinær	4,156,760	0	4,156,760	7.65 %	29.36 %	28.95 %
281		INAMI CONSULTING AS	Leif Petter Haagestad	Share Holder	Ordinær	192,658	0	192,658	0.35 %	1.36 %	1.34 %
356		BODDCO AS		Share Holder	Ordinær	250,000	0	250,000	0.46 %	1.77 %	1.74 %
620		SYNTAX A.S	Morten Lande	Share Holder	Ordinær	90,000	0	90,000	0.17 %	0.64 %	0.63 %
893	BERNT ROAR	JANSRUD		Share Holder	Ordinær	61,900	0	61,900	0.11 %	0.44 %	0.43 %
1602	STEINAR	FUNDERUD		Share Holder	Ordinær	39,137	0	39,137	0.07 %	0.28 %	0.27 %
3418	OLAV	STEINNES		Share Holder	Ordinær	24,297	0	24,297	0.05 %	0.17 %	0.17 %
11726	LEIF PETTER	HAAGESTAD		Share Holder	Ordinær	4,821	0	4,821	0.01 %	0.03 %	0.03 %
26161	WELDESELASSIE OGBE	TESFAY		Share Holder	Ordinær	1,400	0	1,400	0.00 %	0.01 %	0.01 %
87312	MALENE	BRØNDBERG		Share Holder	Ordinær	5,555	0	5,555	0.01 %	0.04 %	0.04 %
90423	Tone	Kvåle		Proxy Solicitor	Ordinær	0	3,666	67,524	0.12 %	0.48 %	0.47 %
90431	Børre	Lande		Proxy Solicitor	Ordinær	0	42,003	42,003	0.08 %	0.30 %	0.29 %
90449	Andereas	Jarbø		Proxy Solicitor	Ordinær	0	0	5,710,833	10.50 %	40.34 %	39.78 %

Totalt representert

ISIN:	NO0010597883 NORDIC NANOVECTOR ASA
Generalforsamlingsdato:	18.02.2019 15.00
Dagens dato:	18.02.2019

Antall stemmeberettigede personer representert/oppmøtt : 14

	Antall aksjer	% kapital
Total aksjer	54 374 039	
- selskapets egne aksjer	0	
Totalt stemmeberettiget aksjer	54 374 039	
Representert ved egne aksjer	4 826 528	8,88 %
Representert ved forhåndsstemme	115 684	0,21 %
Sum Egne aksjer	**4 942 212**	**9,09 %**
Representert ved fullmakt	71 611	0,13 %
Representert ved stemmeinstruks	9 143 948	16,82 %
Sum fullmakter	**9 215 559**	**16,95 %**
Totalt representert stemmeberettiget	**14 157 771**	**26,04 %**
Totalt representert av AK	**14 157 771**	**26,04 %**

Kontofører for selskapet:

NORDEA BANK ABP, FILIAL NORGE

For selskapet:

NORDIC NANOVECTOR ASA

Møteliste Oppmøtt NORDIC NANOVECTOR ASA 18.02.2019

Refnr	Fornavn	Firma-/Etternavn	Repr. ved	Aktør	Aksje	Egne	Fullmakt	Totalt	% kapital	% repr.	% påmeldt
					Ordinær	115 684	0	115 684	0,21 %	0,82 %	0,81 %
18	Ludvik Sandnes	Chairman of the board		Fullmektig	Ordinær	0	25 942	3 395 199	6,24 %	23,98 %	23,65 %
34		FOLKETRYGDFONDET	Eivind Lotsberg	Aksjonær	Ordinær	4 156 760	0	4 156 760	7,65 %	29,36 %	28,95 %
281		INAMI CONSULTING AS	Leif Petter Haagestad	Aksjonær	Ordinær	192 658	0	192 658	0,35 %	1,36 %	1,34 %
356		BODDCO AS		Aksjonær	Ordinær	250 000	0	250 000	0,46 %	1,77 %	1,74 %
620		SYNTAX A.S	Morten Lande	Aksjonær	Ordinær	90 000	0	90 000	0,17 %	0,64 %	0,63 %
893	BERNT ROAR	JANSRUD		Aksjonær	Ordinær	61 900	0	61 900	0,11 %	0,44 %	0,43 %
1602	STEINAR	FUNDERUD		Aksjonær	Ordinær	39 137	0	39 137	0,07 %	0,28 %	0,27 %
3418	OLAV	STEINNES		Aksjonær	Ordinær	24 297	0	24 297	0,05 %	0,17 %	0,17 %
11726	LEIF PETTER	HAAGESTAD		Aksjonær	Ordinær	4 821	0	4 821	0,01 %	0,03 %	0,03 %
26161	WELDESELASSIE OGBE	TESFAY		Aksjonær	Ordinær	1 400	0	1 400	0,00 %	0,01 %	0,01 %
87312	MALENE	BRØNDBERG		Aksjonær	Ordinær	5 555	0	5 555	0,01 %	0,04 %	0,04 %
90423	Tone	Kvåle		Fullmektig	Ordinær	0	3 666	67 524	0,12 %	0,48 %	0,47 %
90431	Børre	Lande		Fullmektig	Ordinær	0	42 003	42 003	0,08 %	0,30 %	0,29 %
90449	Andereas	Jarbø		Fullmektig	Ordinær	0	0	5 710 833	10,50 %	40,34 %	39,78 %

Protokoll for generalforsamling NORDIC NANOVECTOR ASA

ISIN:	NO0010597883 NORDIC NANOVECTOR ASA
Generalforsamlingsdato:	18.02.2019 15.00
Dagens dato:	18.02.2019

Aksjeklasse	For	Mot	Avstår	Avgitte	Ikke avgitt	Stemmeberettigede representerte aksjer
Sak 1.a Valg av møteleder						
Ordinær	14 157 771	0	0	14 157 771	0	14 157 771
% avgitte stemmer	100,00 %	0,00 %	0,00 %			
% representert AK	100,00 %	0,00 %	0,00 %	100,00 %	0,00 %	
% total AK	26,04 %	0,00 %	0,00 %	26,04 %	0,00 %	
Totalt	**14 157 771**	**0**	**0**	**14 157 771**	**0**	**14 157 771**
Sak 1.b Valg av person til å medundertegne protokollen						
Ordinær	14 157 771	0	0	14 157 771	0	14 157 771
% avgitte stemmer	100,00 %	0,00 %	0,00 %			
% representert AK	100,00 %	0,00 %	0,00 %	100,00 %	0,00 %	
% total AK	26,04 %	0,00 %	0,00 %	26,04 %	0,00 %	
Totalt	**14 157 771**	**0**	**0**	**14 157 771**	**0**	**14 157 771**
Sak 2 Godkjennelse av innkallingen og dagsorden						
Ordinær	14 157 771	0	0	14 157 771	0	14 157 771
% avgitte stemmer	100,00 %	0,00 %	0,00 %			
% representert AK	100,00 %	0,00 %	0,00 %	100,00 %	0,00 %	
% total AK	26,04 %	0,00 %	0,00 %	26,04 %	0,00 %	
Totalt	**14 157 771**	**0**	**0**	**14 157 771**	**0**	**14 157 771**
Sak 3 Styrefullmakt til kapitalforhøyelse - Reparasjonsemisjon						
Ordinær	14 157 771	0	0	14 157 771	0	14 157 771
% avgitte stemmer	100,00 %	0,00 %	0,00 %			
% representert AK	100,00 %	0,00 %	0,00 %	100,00 %	0,00 %	
% total AK	26,04 %	0,00 %	0,00 %	26,04 %	0,00 %	
Totalt	**14 157 771**	**0**	**0**	**14 157 771**	**0**	**14 157 771**
Sak 4 Valg av ny styreleder						
Ordinær	14 020 423	8 823	128 525	14 157 771	0	14 157 771
% avgitte stemmer	99,03 %	0,06 %	0,91 %			
% representert AK	99,03 %	0,06 %	0,91 %	100,00 %	0,00 %	
% total AK	25,79 %	0,02 %	0,24 %	26,04 %	0,00 %	
Totalt	**14 020 423**	**8 823**	**128 525**	**14 157 771**	**0**	**14 157 771**

Kontofører for selskapet:
NORDEA BANK ABP, FILIAL NORGE

For selskapet:
NORDIC NANOVECTOR ASA

Aksjeinformasjon

Navn	Totalt antall aksjer	Pålydende	Aksjekapital	Stemmerett
Ordinær	54 374 039	0,20	10 874 807,80	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

To the shareholders of Nordic Nanovector ASA

Oslo, 28 January 2019

RECOMMENDATION OF THE NOMINATION COMMITTEE

In the nomination committee's recommendation to the Company's annual general meeting in 2018, it was written that the chairman of the board, Ludvik Sandnes, had informed the nomination committee that he wished to step down as chairman in order for the Company to recruit a new chairman with international background and network from the biotech industry who can lead the company into its next phase of development.

To identify potential candidates, the nomination committee engaged specialist recruiting agencies to assist in carrying out a thorough process. The search has been carried out on an international basis, where the nomination committee has held interviews with several strong candidates.

Through its process, the nomination committee has identified Dr. Jan H. Egberts as its preferred candidate. The nomination committee therefore proposes that an extraordinary general meeting (the "EGM") is held to elect Dr. Egberts as a new board member and chairman of the board to replace Ludvik Sandnes.

Jan H. Egberts, M.D. has over 25 years of experience in the pharmaceutical and medical devices sector. He gained his medical qualifications from Erasmus University Medical School in the Netherlands and pursued the final year of his medical education at Harvard Medical School in the USA. Dr. Egberts also obtained an MBA from Stanford University in the USA. After Stanford, he joined McKinsey & Co. as a strategic consultant in New York, after which he held various business development and general management positions of increasing responsibility in the USA at Merck & Co. and Johnson & Johnson. Dr. Egberts was also the CEO of Octoplus a publicly listed company acquired by Dr. Reddy's Laboratories. Dr. Egberts is currently the Managing Partner of Veritas Investments, a family investment firm focused on investments in healthcare companies in the US and Europe. Dr. Egberts also serves as the chairman of Photocure ASA (Oslo, PHO) and on the board of Pharming (AEX; PHARM). He is also on the board of a number of privately held companies and foundations. During his career, Dr. Egberts has held over 20 supervisory board positions both in the US and various European countries. The nomination committee believes that Dr. Egberts is an experienced and well-suited candidate who will provide important experience, and will complement the Company's other board members.

Ludvik Sandnes will, at his own request, leave the board immediately after the EGM. As a consequence, the majority of the board members will not be resident in an EEA country and the election of Dr. Egberts will require the consent of the Norwegian Ministry of Trade, Industry and Fisheries. If such consent, as a result of the processing time, has not been obtained at the time of the EGM, the election of Dr. Egberts will be made conditional on the consent being given. If this scenario arises, the nomination committee proposes that the current board members internally appoint an interim chairman of the board until the necessary consent is obtained. In any event, as Dr. Egberts has not been involved in the preparation of the prospectus for the announced repair issue, Dr. Egberts shall not accede until this prospectus has been approved by the Norwegian Financial Supervisory Authority or the need for a prospectus has lapsed. Such approval from the Norwegian Financial Supervisory Authority is expected to be available shortly after the EGM. In the event that the prospectus approval process takes more time the nomination committee proposes that current board members internally appoint an interim chairman of the board.

As per the Company's articles of association, each elected board members' term shall expire at the next annual general meeting. If the EGM adopts the nomination committee's proposal, the Company's board of directors will have the following members from the accession of Dr. Egberts and until the annual general meeting in 2019:

Name	**Served since**	**Terms expire**
Dr. Jan H. Egberts (chairman)	February 2019	2019 AGM
Per Samuelsson	November 2014	2019 AGM
Dr. Hilde Hermansen Steineger	November 2014	2019 AGM
Dr. Gisela Schwab	March 2015	2019 AGM
Dr. Jean-Pierre Bizzari	May 2016	2019 AGM
Joanna Horobin	October 2016	2019 AGM
Rainer Boehm, MD	May 2018	2019 AGM

Information regarding the current members of the board is available at Nordic Nanovector's website www.nordicnanovector.com.

The nomination committee has, when preparing its proposal taken into consideration the matters that need to be considered by the nomination committee pursuant to the instructions for the nomination committee adopted by the Company's general meeting held on 12 November 2014 and amended on the Company's general meeting held on 24 May 2017 and such other matters which the nomination committee has deemed appropriate as further described above. The proposal has been unanimously resolved by the nomination committee.

The nomination committee will continue to assess the work of the board of directors and the work of the committees prior to the annual general meeting in 2019, and will present its proposals for that general meeting in due course.

The Nomination Committee of Nordic Nanovector ASA

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Johan Christenson,
Chairman

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Olav Steinnes

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Egil Bodd