

To the shareholders in  
**Kongsberg Automotive ASA**



Kongsberg, 16<sup>th</sup> November 2018

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

The shareholders are hereby notified of an Extraordinary General Meeting of Kongsberg Automotive ASA on

11 December 2018 at 10:00 AM.

Venue: Felix Conference Center, Aker Brygge, Bryggetorget 3, Oslo

Teleios Capital Partners (“Teleios”) is Kongsberg Automotive ASA’s (“the Company”) largest shareholder and its shareholding recently increased to over 25%. Teleios has consequently decided that it would be appropriate and in the best interest of the Company to take a more direct and active role in the governance of the Company and seeks to appoint one of its principals as Chairman of the Board.

Teleios has nominated Firas Abi-Nassif for directorship. The Board supports this nomination. Should his nomination be confirmed by the shareholders, the current Chairman, Bruce E. Taylor has agreed to submit his resignation from the Board at the meeting. The Board intends thus to elect Firas Abi-Nassif for Chairman of the Board further to the Norwegian Public Limited Liability Companies Act Section 6-1 (2).

### **The following items are on the agenda:**

- 1. Opening of the Extraordinary General Meeting by the Chairman of the Board, Bruce E. Taylor**
- 2. Presentation of the list of shareholders and proxies in attendance**
- 3. Election of a person to chair the meeting and a co-signer for the minutes**

The board proposes that attorney at law Simen Mejlænder is elected as chairperson of the meeting and signs the minutes together with one other person present at the meeting.
- 4. Approval of the notice and agenda**

The board proposes that the notice and agenda are approved.

#### 5. **Election of Board Directors**

Firas Abi-Nassif is proposed to be elected as director of the Company replacing Bruce E. Taylor. Please refer to the introduction of this notice and Appendix 1 for further information.

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Shareholders who are unable to attend the Extraordinary General Meeting in person, are entitled to be represented by a proxy. This will require a written and dated proxy. A proxy form is available on the Company's web page ([www.kongsbergautomotive.com](http://www.kongsbergautomotive.com)). A company certificate should be enclosed with the proxy in the event that the principal is a corporate entity.

Shareholders who wish to attend the Extraordinary General Meeting in person, are required to register as soon as possible and no later than 6 December at 12:00 (Oslo time) to Nordea Bank Norge ASA, Issuer Services, Postbox 1166 Sentrum, 0107 Oslo, Fax +47 22 36 07 03 or [issuerservices.no@nordea.com](mailto:issuerservices.no@nordea.com). Please use the enclosed attendance slip.

The shareholders have the right to speak at the general meeting, the right to be accompanied by an advisor, to give such advisor the right to speak, and the right to present alternatives to the Board's proposals in respect of matters on the agenda at the general meeting. The shareholders may require the Board and the CEO to furnish in the general meeting available information about matters that may affect the consideration of any matters submitted to the shareholders for decision and the Company's financial position, and the business of other companies in which the Company participates and any matter which the general meeting is to deal with unless the information required cannot be given without disproportionately harming the Company.

General Information about the Company is available on the Company's web pages ([www.kongsbergautomotive.com](http://www.kongsbergautomotive.com)).

The Company has issued 447,444,943 shares each carrying one vote. All shares enjoy equal rights. At the date of this notification, the Company owned 415,455 (0.093%) treasury shares for which voting rights may not be exercised.

This notice, other documents regarding matters to be discussed at the extraordinary 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.kongsbergautomotive.com](http://www.kongsbergautomotive.com)). Shareholders may contact the Company to receive paper versions of these documents.

Kongsberg, 16<sup>th</sup> November 2018

For the Board of Directors of Kongsberg Automotive ASA

Bruce E. Taylor

Chairman of the Board

Attachments:

- 1      Information about the candidate for directorship
- 2      Attendance slip/Proxy