

NOTICE OF ORDINARY GENERAL MEETING OF AGASTI HOLDING ASA

The Shareholders of Agasti Holding ASA are hereby invited to the annual general meeting on **Wednesday 18 June 2014 at 1:00 PM** at the company's premises at **Bolette brygge 1, Oslo, Norway**. Items on the agenda:

1. **Opening of the annual general meeting by solicitor Atle Degré**
2. **Registration of attending shareholders**
3. **Election of person to chair the meeting**
The Board suggests solicitor Atle Degré to chair the meeting.
4. **Approval of notice and agenda**
5. **Election of a person to co-sign the minutes together with the chairman of the meeting**
A person to co-sign the minutes with the chairman of the meeting will be suggested under the general meeting.
6. **Approval of the Board of Directors' proposed Annual Accounts and the Board of Directors' Report for the Agasti Group and Agasti Holding ASA for 2013**, see Agasti's Annual Report which is published on www.agasti.no. The Board of Directors proposes not to pay dividend for the 2013 financial year.
7. **Approval of the Board of Directors' remuneration and the nomination committee's remuneration**
The nomination committee's recommendation with justification for the proposals is set out in **Appendix 1**.
8. **Approval of the auditor's remuneration**
The Board of Directors recommends a remuneration of the group's auditor Ernst & Young AS of NOK 638,000 for audit services performed for Agasti Holding ASA in 2013. Other services beyond auditing amounted NOK 1,899,000 in 2013.
9. **Election of the Board of Directors**
Agasti Holding ASA currently comprises the following members:
 - Erling Meinich-Bache, Chairman
 - Beatriz Malo de Molina, Vice Chairman
 - Sissel Knutsen Hegdal, Board Member
 - Merete Haugli, Board Member

The election committee's proposal for new board members is not available at the time for the printing of this notice, but will be made available on the company's website www.agasti.no and on the website of Oslo Stock Exchange www.oslobors.no as soon as it is available and in any case prior to the general meeting.
10. **Election of the nomination committee**
Agasti Holding ASA currently has the following nomination committee:
 - Nils Foldal, Chairman
 - Ulf-Einar Staalesen, Member
 - Steinar Olsen, Member

The election committee's proposal for new members to the nomination committee is not available at the time for the printing of this notice, but will be made available on the company's website www.agasti.no and on the website of Oslo Stock Exchange www.oslobors.no as soon as it is available and in any case prior to the general meeting.

11. Declaration of determination of salary and other benefits for leading employees

In accordance with section 6-16a of the Norwegian Public Limited Companies Act, the Board has prepared a declaration concerning determination of salary and other benefits for leading employees, attached to the Notice as **appendix 2**.

Based on the above, the Board proposes that the general meeting of Agasti Holding ASA adopts the following resolution:

The Board's declaration concerning determination of salary and other benefits for leading employees has been adopted.

12. Consideration of the statement on corporate governance

The statement on corporate governance in accordance with the Norwegian Accounting Act section 3-3b, is included in the Directors' report and under the chapter "Corporate Governance" in the annual report, which may be found at the company's web pages www.agasti.no. The Board proposes that the general meeting makes the following resolution:

The company's statement on corporate governance principles was duly noted.

13. Authorisation to issue shares

A proxy was granted to the Board for the issuance of shares in Agasti Holding ASA resolved at the ordinary general meeting held 26 June 2013. This proxy is valid until the next ordinary general meeting, but not longer than 30 June 2014. The Board proposes a new proxy to be granted to apply until the next ordinary general meeting, but not longer than 30 June 2015.

The proposal for the proxy is reasoned by a desire to increase the flexibility with regard to possible capital increases for strategic partners or financial investors as a mandate to be used for raising possible capital, as payment for possible acquisitions or issuing options or allocation of shares, options and/or subscription rights to executive personnel.

Based on the above, the Board proposes that the general meeting of Agasti Holding ASA grants the Board the following proxy to carry out share issuances:

The general meeting grants the Board of Agasti Holding ASA a proxy to issue new shares in Agasti Holding ASA in one or more specific and/or public emissions.

- 1. The mandate shall apply for up to 29 million shares at a par value of NOK 0.18 each, which in accordance with the mandate allows the Board to increase the share capital by up to NOK 5,220,000. Should the par value change within the period the proxy applies, the mandate shall be altered accordingly.*
- 2. The mandate shall apply until the next ordinary general meeting, but not longer than 30 June 2015.*
- 3. Shareholders' preferential right for subscription of shares in accordance with sect. 10-4 of the Norwegian Public Limited Companies Act can be derogated from.*
- 4. This mandate shall also apply to capital increase by contribution of other assets than cash.*

5. *The company has only one class of shares and the proxy shall only apply to issue of shares with the same rights and liabilities as existing shares.*
6. *This mandate applies to resolution of merger in accordance with sect. 13-5 of the Norwegian Public Limited Companies Act, which entails that the Board can resolve a merger by issuing new shares as the surviving party. The proxy shall also apply in the event of the merger in subsidiaries of Agasti Holding ASA subsidiary with the issuance of shares in the parent company.*

The Board shall immediately notify the Register of Business Enterprises of the proxy.

14. Authorisation to acquire Agasti shares

A proxy was granted to the Board to acquire shares in Agasti Holding ASA (so-called treasury shares) at the ordinary general meeting held 26 June 2013. This proxy is valid until the next ordinary general meeting, but not longer than 30 June 2014. The Board proposes a new proxy to apply until the next ordinary general meeting, but not longer than 30 June 2015.

The Board requests that the general meeting resolves to grant the Board a proxy for the acquisition of shares in the company, limited in accordance with the provisions of the Public Limited Companies Act. The proposal is based on the fact that such proxies are considered common for large listed public companies, allowing them to utilise the financial instruments and the mechanisms the Norwegian Public Limited Liability Companies Act provides for and to optimise their capital structure. A proxy is also desirable as it will allow the company to use its own shares as payment in acquisitions, fulfilment of share option schemes for executive and key personnel etc.

Based on the above, the Board proposes that the general meeting of Agasti Holding ASA grants the Board the following proxy:

The general meeting grants the Board of Agasti Holding ASA a proxy to acquire shares in the company on behalf of Agasti Holding ASA in accordance with section 9-4 of the Norwegian Public Limited Companies Act, as follows:

1. *The proxy concerns a right to acquire up to 29 million shares at par value of NOK 0.18, which entails a proxy to acquire shares with a total value of NOK 5,220,000. Should the par value change within the period the proxy applies, the proxy shall be altered accordingly.*
2. *The amount payable per share shall be minimum NOK 0.18 and maximum NOK 10.*
3. *The Board is free to decide how and when acquisition and disposal of shares takes place.*
4. *The proxy can be used on one or more occasions and is valid until the next ordinary general meeting, but not longer than 30 June 2015.*

The Board shall immediately notify the Register of Business Enterprises of the proxy.

* * *

Shareholders' rights, votes and the right to vote

At the time of this notice the company has issued a total of 293,714,079 shares, and each share has 1 vote.

Each and every shareholder has the right to participate and vote at the company's general meeting for shares the shareholder is listed with in the shareholder register as of 11 June 2014, the fifth work-day prior to the general meeting, cf. the articles of association § 8.

The shareholders in the company are entitled to attend the general meeting, either in person or through a proxy of their choosing. The shareholders are entitled to bring an advisor and may give the right to speak to one advisor. The shareholders may demand that, at the general meeting, members of the Board and the CEO provide available information on factors that may influence the assessment of matters submitted to the shareholders for decision. The same applies to information about the company's financial position and other matters on the agenda, unless the requested information cannot be provided without undue harm to the company. Shareholders are entitled to provide an alternative to the Board's proposals for the issues on the agenda, provided that the alternative proposal is within the scope of the matter under consideration.

For shares that are registered in a special investor account (manager-registered), the manager may not attend or vote at the general meeting for these shares. The company maintains that, in order to attend and vote at the general meeting, shareholders must transfer the shares from the investor account to an account in the shareholder's name.

Registration and proxy

This notice along is sent shareholders by post together with the nomination committee's proposal, the Board's statement in accordance with section 6-16a of the Norwegian Joint Stock Public Companies Act, attendance slip and proxy. The Board of Directors' Report, annual accounts and auditor's report are included in Agasti's annual report, which according to the company's articles of association is made available on the company's website www.agasti.no, and is hence not distributed with the notice to the annual general meeting. Shareholders may obtain documents sent free of charge by contacting the company.

Shareholders wishing to participate in the general meeting must notify Agasti Holding ASA by no later than Friday, 13 June 2014, by sending in the enclosed attendance slip. Attached as **appendix 3** is the attendance slip that shareholders that want to attend the annual general meeting are requested to use. Shareholders not registered by the deadline may be denied entry, cf. the articles of association § 8. Shareholders can also be present by proxy. Written notification on the latter should be sent to Agasti Holding ASA by no later than Friday, 13 June 2014. Attached as **appendix 4** is a proxy that shareholders that want to be represented by proxy are requested to use.

Attached to the notice follows a letter to the company's shareholders regarding a planned merger between Agasti Holding ASA and its subsidiary Agasti Capital Markets AS.

* * *

Oslo, 28 May 2014



Erling Meinich-Bache
Chairman of the Board of Directors

RECOMMENDATION TO THE GENERAL MEETING OF AGASTI HOLDING ASA REGARDING THE COMPOSITION OF THE BOARD OF DIRECTORS AND NOMINATION COMMITTEE, AND REMUNERATION TO MEMBERS OF THE BOARD AND NOMINATION COMMITTEE.

The nomination committee in Agasti Holding ASA has consisted of Nils Foldal, Chairman, and members Steinar Olsen and Ulf-Einar Staalesen.

The committee regards its most important task as finding board candidates that are regarded as having the necessary competence and capacity to carry out the tasks required of a board of directors. The nomination committee has also aimed to compose the board of persons with a willingness and ability to collaborate.

The current board members were elected at last year's two general meetings. The term of office for board members is two years, and therefore no members of the board are up for election. On the basis of extensive changes to the company's shareholder structure since the previous election, and following suggestions from the company's largest shareholders, the nomination committee proposes that changes are made to the composition of the board, and the entire current board will therefore be up for election. In addition, the current board does not fulfil statutory requirements regarding gender composition, since three of the four board members are women.

In accordance with the company's Articles of Association, the board shall consist of three to seven members. A recommendation regarding a new composition of the board is not available at the time of printing of the invitation to the general meeting, but will be announced on www.agasti.no as well as via Oslo Stock Exchange's announcement pages at www.ose.no as soon as possible and no later than prior to the general meeting.

All members of the nomination committee were elected at last year's general meeting. Since the term of office for members of the nomination committee is two years, none of the members are up for election. On the basis of extensive changes to the company's shareholder structure since the previous election, the nomination committee proposes that changes are made to the composition of the nomination committee.

In accordance with the company's Articles of Association, the nomination committee shall consist of three to five members. A recommendation regarding a new composition of the nomination committee is not available at the time of printing of the invitation to the general meeting, but will be announced on www.agasti.no as well as via Oslo Stock Exchange's announcement pages at www.ose.no as soon as possible and no later than prior to the general meeting.

In previous years, practice within the company has entailed that individual board members in Agasti Holding ASA are also elected as board members in subsidiaries or associated companies in which Agasti Holding ASA has interests. The nomination committee asks the board to prepare guidelines for such board representation, as well as guidelines for the instances in which the board finds it appropriate to use the company's board members for defined and remunerated tasks within the company. The board is also tasked with finding an appropriate way of making the owners aware of this.

It is assumed that the sum of all board remuneration that is paid to board members in the companies owned by Agasti Holding ASA or where Agasti Holding ASA has decisive control, will in future be submitted to the general meeting in Agasti Holding ASA and decided upon there.

The nomination committee proposes that the ordinary general meeting in 2014 adopts that the role of Chairman of the Board be remunerated with NOK 520,000. It is proposed that other board members be remunerated with NOK 260,000 per member. In addition, it is proposed that the Chairman of the audit committee be remunerated with NOK 110,000, and other members of the audit committee with NOK 70,000. It is also proposed that members of the remuneration committee be remunerated with NOK 20,000 each.

Furthermore, the nomination committee proposes that the members of the nomination committee remain unchanged from the previous year, and that the members are remunerated with NOK 40,000 to the Chairman and NOK 20,000 to other members

All rates apply for the period from the ordinary general meeting in 2013 until the ordinary general meeting in 2014. Since there have been significant changes in the composition of the Board of Directors, board and committee remuneration will be paid to the individual board members in relation to the proportional share each member has served on the board.

For the year 2014 until the next year's general meeting in 2015, it is proposed that the Chairman of the Board is paid a fee of NOK 600,000, and other members NOK 300,000. In addition, it is proposed that the Chairman of the audit committee be remunerated with NOK 110,000, and other members of the audit committee with NOK 70,000. Furthermore, it is proposed that members of the remuneration committee be remunerated with NOK 20,000 each, which is regarded as being in line with market rates, and that any remuneration for board members in subsidiaries be determined separately at next year's general meeting.

* * *

Oslo, 22 May 2014



Nils A. Foldal

Chairman of the nomination committee

STATEMENT TO THE ANNUAL GENERAL MEETING OF AGASTI HOLDING ASA REGARDING DETERMINATION OF SALARY AND OTHER BENEFITS FOR LEADING EMPLOYEES

In accordance with sect. 6-16a of the Norwegian Joint Stock Public Companies Act (the "Act"), the Board shall prepare a statement on the determination of salaries and other benefits for leading employees (executive personnel).

The declaration shall include guidelines for how the salaries and other benefits are determined, including the main principles of the executive remuneration policy.

Section 6-16a (3) of the Act also obliges the Board to account for the executive remuneration policy followed in the preceding financial year.

1. Main principles for the company's executive remuneration policy

When determining the salaries for the Managing Director and executive personnel, Agasti Holding ASA, as an international corporation within its industry, must compete with salaries for senior international executives.

As a major player within its industry, Agasti Holding ASA must offer salaries which can attract skilled executives. It is the Board's policy to ensure recruitment of the best personnel by offering salaries which will satisfy individual requirements and which are competitive on the international markets. Furthermore, it is essential that the Chief Executive Officer and executive personnel have incentives to ensure they make the right decision and that rewards good performance.

In general, the remuneration level for executives shall be relatively high in a national context.

2. Salaries and other benefits

The Chief Executive Officer's salary is determined by the Board of Directors. The Board's remuneration committee sets the guidelines for the remuneration for other employees in leading positions, including both the level of fixed salary and the principles for and scope of bonus schemes.

Employees in leading positions have ordinary bonus agreements, with limits that are set on an annual basis, normally between 40 and 200 per cent of their base salary, dependent on their position.

The Agasti Group has established a long-term incentive programme for executive personnel, which includes allocation of share options.

3. Remuneration policy for the preceding financial year (2013)

The executive remuneration policy applied in the preceding financial year has been applied in accordance with the principles also applied in 2014. Please see the above.

In the period 2009-2012 the Board of Directors of Agasti Holding ASA allocated options in accordance with a three-year incentive scheme that covered all employees within the Group. All the options in accordance with this scheme have expired at the time of adoption of the annual accounts. In 2012, the Board of Directors of Agasti Holding ASA adopted an incentive scheme for selected managers in the Group. In 2014, this scheme was replaced by a new option scheme for selected managers within the Group. The scheme is part of a long-term incentive scheme for Agasti managers, which will contribute to creating positive results and attracting new employees as well as retaining existing employees. In 2013 and 2014, 1.57 million options were redeemed by Agasti Group employees.

At the time of the adoption of the annual accounts, a total of 10 million stock options have been allocated, of which employees in leading positions hold 6,15 million stock options. The allocation is in accordance with the authorisation granted by the annual general meetings on 11 May 2010, 25 May 2011, 23 May 2012 and 26 June 2013. Of the options that were allocated in 2011, and which were still outstanding at the start of 2013, 216,000 were redeemed during 2013. Aside from some three-year programmes which expired in February 2014, the rest became due during 2013 without any redemption taking place. Of the options that were allocated in 2012, and which had an expiry date in 2013, 1.11 million were redeemed. Of the options that were allocated in February 2012, and which fell due in their entirety in February 2014, 241,000 were redeemed. The redemption prices for the outstanding options are NOK 1.33 for the options allocated in August 2012, NOK 1.58 for the options allocated in November 2012 and NOK 2.01 for the options allocated in March 2014. The redemption price for the options shall be reduced by the accumulated dividends paid out during the period after allocation of the options.

No dividend was paid for the financial year 2012. The Board of Directors of Agasti Holding ASA has proposed to the annual general meeting that dividends are not paid out for the 2013 financial year. Stock options allocated to selected managers in the Group during August and November 2012 may be redeemed by 1/3 in 2014 and 1/3 in 2015, during specific periods in both years. Share options allocated to selected managers in the Group during March 2014 may be redeemed by 1/3 in 2015, 1/3 in 2016 and 1/3 in 2017, during specific periods in all three years. At the end of 2013, the share price was NOK 1.87.

4. Consideration of this declaration

This declaration is distributed along with notification of the company's general meeting.

It is to be considered by the annual general meeting which will hold a "consultative vote" where members may adopt or reject the guidelines.

Guidelines for share and share value-based benefits (share/option program etc. in accordance with sect. 6-16a, part 1, item no. 3 of the Norwegian Joint Stock Public Companies Act 6-16a) must be adopted by the general meeting, in accordance with sect. 5-6 (3) of the Act.

* * *

Oslo, 13 May 2014
The Board of Directors of
Agasti Holding ASA



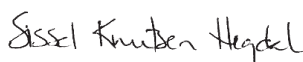
Erling Meinich-Bache
Chairman of the Board



Beatriz Maño de Molina
Vice Chairman



Merete Haugli
Member of the Board



Sissel Knutsen Hegdal
Member of the Board



Jørgen Pleym Ulvness
CEO

To Agasti Holding ASA
Attn.: Jo-Inge Fisketjøn
P.O. Box 120
NO-4001 Stavanger, NORWAY
Email: agm@agasti.no

ATTENDANCE SLIP

The undersigned will attend the ordinary general meeting in Agasti Holding ASA on 18 June 2014 at 1:00 PM and vote for:

_____ personal shares
(number)

and

_____ other's shares according to enclosed proxy.
(number)

The undersigned will represent a total of _____ shares.
(number)

_____, _____ 2014
(place) (date)

(signature)

(name in capitalized letters)

Any proxy to meet and to vote for others to be enclosed in copies and presented in original at the general meeting.

To Agasti Holding ASA, Attn.: Jo-Inge Fisketjøn, P.O. Box 120, NO-4001 Stavanger, NORWAY, Email: agm@agasti.no

PROXY

If you are unable to attend the Annual General Meeting in person, this proxy may be used by a person authorised by you, or you may send the proxy without naming the proxy holder, in such case, the proxy will be deemed to be given to the Chairman of the Board of Directors or a person authorised by him.

The undersigned herewith authorizes to attend and vote at the general meeting on 18 June 2014 for all of my/our shares in Agasti Holding ASA to:

Chairman of the Board or a person authorised by him _____
(name of proxy)

Voting by proxy given to the Chairman of the Board or a person authorized by him shall be in accordance with the instructions below. Please note that if any items below are not voted on (not ticked off); this will be deemed to be an instruction to vote "for" the proposals in the notice. However, if any motions are made from the floor in addition to or in replacement of the proposals in the notice, the proxy holder may vote or abstain from voting at his discretion. In such case, the proxy holder will vote on the basis of his reasonable understanding of the motion. The same applies if there is any doubt as to how the instructions should be understood. Where no such reasonable interpretation is possible, the proxy holder may abstain from voting. The company and the proxy disclaim any liability for the authorization given.

Items	In favor	Against	Absention
1. Opening of the annual general meeting (no voting)	-----	-----	-----
2. Registration of attending shareholders (no voting)	-----	-----	-----
3. Election of person to chair the meeting			
4. Approval of notice and agenda			
5. Election of a person to co-sign the minutes together with the chairman of the meeting			
6. Approval of the Annual Accounts and Director's Report for 2013 etc.			
7. Approval of the Board of Directors' remuneration and the nomination committee's remuneration			
8. Approval of the auditor's remuneration			
9. Election of the Board of Directors			
10. Election of the the nomination committee			
11. Declaration of determination of salary and other benefits for leading employees			
12. Consideration of the statement on corporate governance			
13. Authorisation to issue shares	-----	-----	-----
13.1 Authorisation to issue shares regarding capital increases for strategic partners or financial investors			
13.2 Authorisation to issue shares in order to maintain sufficient capital levels			
13.3 Authorisation to issue shares as payment for acquisitions			
13.4 Authorisation to issue shares for issuing options or allocation of shares, options and/or subscription rights to executive personnell			
14. Authorisation to acquire Agasti shares	-----	-----	-----
14.1 Authorisation to acquire treasury shares in order to optimise the company's capital structure			
14.2 Authorisation to acquire treasury shares as payment in acquisitions			
14.3 Authorisation to acquire treasury shares as fulfilment of option schemes for executive and key personnell			

_____, _____ 2014
(place) (date)

(signature)

(name in capitalized letters)

To the shareholders in Agasti Holding ASA

28 May 2014

Simplified merger of group companies

In order to simplify the company structure within the group, Agasti Capital Markets AS's sole shareholder, Agasti Holding ASA, has proposed merging Agasti Capital Markets AS with Agasti Holding ASA. Agasti Capital Markets AS undertakes no operating activities, besides being the holding company for Agasti Wunderlich Capital Markets AS. The suggested merger will be a parent-subsidary merger, and is thus a simplified merger of group companies in accordance with the rules of Section 13-24 of the the Norwegian Public Limited Liability Companies Act.

The boards of Agasti Holding ASA and Agasti Capital Markets AS have prepared and adopted a merger plan for the companies. The proposed merger entails that Agasti Holding ASA shall acquire all assets, rights and liabilities pertaining to subsidiary Agasti Capital Markets AS in accordance with Section 13-24 of the Norwegian Public Limited Liability Companies Act, and that Agasti Capital Markets AS shall be dissolved.

A final decision regarding the merger will be made by the board of Agasti Holding ASA no earlier than one month after written notice of the proposed merger has been provided to the shareholders in Agasti Holding ASA (this letter) and the merger plan has been submitted to the Register of Business Enterprises.

The merger plan including appendices (including the opening balance sheet and auditor's confirmation of this), as well as the annual statements for Agasti Capital Markets AS for the past two years, can be downloaded and printed out from the company's website www.agasti.no/en/merger. The documents are only available in Norwegian.

Agasti Holding ASA



Erling Meinich-Bache
Chairman of the Board