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PROPOSED RESOLUTIONS FOR THE ANNUAL GENERAL MEETING OF SCATEC SOLAR ASA

Item 3 Election of chairman of the meeting and a person to co-sign the minutes

The Board proposes that Lars Knem Christie, attorney at the law firm BHR is elected as chairman of the meeting, and that Snorre Valdimarsson, Group General Counsel in the Company is elected to co-sign the minutes.

Item 4 Approval of notice and agenda

The Board proposes that the notice and the agenda are approved.

Item 6 Approval of the annual accounts and annual report for the financial year 2018

The Company's annual accounts and annual report for the financial year 2018 is made available on the Company's website www.scatecsolar.com.

The Board proposes that the General Meeting makes the following resolution:

"The General Meeting approves the annual accounts and annual report for the financial year 2018 including the board of directors' report on corporate governance pursuant to the Norwegian Accounting Act section 3-3b."

Item 8 Approval of distribution of dividend

In relation to the approval of the annual accounts the Board proposes that the General Meeting makes the following resolution pertaining to distribution of dividend:

"The General Meeting resolves that a dividend of NOK 0.95 per share shall be distributed. The dividend shall accrue to the Company's shareholders as they appear in the Company's shareholder register in the VPS on 30 April 2019, being the Company's shareholders at the date of the General Meeting based on regular T+2 settlement. The Company's shares will trade on Oslo Stock Exchange exclusive the right to receive dividend as from 2 May 2019. The dividend is expected to be paid on or about 15 May 2019."

Item 9 Approval of the declaration on salaries and other remuneration for Executive Management

In accordance with section 6-16a of the Norwegian Public Limited Liability Companies Act, the Board has prepared a statement on the determination of salary and other remuneration to the executive employees of the company. The statement is available at the company's website www.scatecsolar.com. The General Meeting's approval of the guidelines is of an advisory nature to the Board. However, the approval of the guidelines regarding remuneration in the form of shares, subscription rights, options, and other forms of remuneration linked to shares or the development of the share price in the company or in other companies within the group, are binding for the Board, cf. the Norwegian Public Limited Liability Companies Act section 5-6, subsection 3, third sentence, cf. section 6-16a, subsection 2, fourth sentence.

The advisory and binding guidelines are subject to separate votes.

a) Advisory guidelines

The Board proposes that the General Meeting makes the following resolution with regards to the advisory guidelines:

“The General Meeting endorses the advisory guidelines in the declaration from the Board of Directors pursuant to the Public Limited Liability Companies Act section 6-16a.”

b) Binding guidelines

The Board proposes that the General Meeting makes the following resolution with respect to the binding guidelines:

“The General Meeting approves the binding guidelines in the declaration from the Board of Directors pursuant to the Public Limited Liability Companies Act section 6-16a.”

Item 10 Approval of proposed amendments to the instructions to the Nomination Committee

The former instruction to the Nomination Committee as approved by the Annual General Meeting in 2015 stipulates inter alia that (i) members are elected for a period of two years, and (ii) a member cannot be re-elected more than once.

In order to secure continuity in the work of the committee the Board proposes to amend the instructions so as to ensure that members may be elected for either one or two years (as to ensure that the members period does not end simultaneously) and that there is no limit on number of periods a member may be re-elected.

The Board proposes that the General Meeting makes the following resolution with respect to the binding guidelines:

“The instruction to the Nomination Committee amended as enclosed to the notice of the Annual General Meeting is approved”



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Item 11 Approval of remuneration to the Board

The Nomination Committee proposes the remuneration to the members of the Board. The Nomination Committee's recommendation is available on the Company's website. The Nomination Committee has proposed the following resolution:

"The annual compensation from the ordinary General Meeting in 2019 until the ordinary General Meeting in 2020 shall be

<i>The Chairman of the Board:</i>	<i>NOK 455 000 per year</i>
<i>Members of the Board:</i>	<i>NOK 285 000 per year</i>
<i>Members of the audit committee:</i>	<i>NOK 57 000 per year</i>
<i>Members of the remuneration committee:</i>	<i>NOK 31 000 per year"</i>

Item 12 Election of Board members

The Nomination Committee proposes candidates for election and re-election of the members of the Board.

The Nomination Committee's recommendation is available on the Company's website, www.scatecsolar.com.

The Nomination Committee has proposed the following resolution:

"The Company's Board of Directors consists of:

John Andersen, Chairman of the Board – until 2020
Jan Skogseth, board member – until 2020
Mari Thjømmøe, board member – until 2020
Gisele Marchand, board member – until 2021
John Giverholt, board member – until 2021"

Item 13 Approval of remuneration to the members of the Nomination Committee

The Nomination Committee proposes the remuneration to the members of the Nomination Committee. The Nomination Committee's recommendation is available on the Company's website, www.scatecsolar.com

The Nomination Committee has proposed the following resolution:

"Remuneration to the Nomination Committee for the period from the Annual General Meeting in 2019 to the Annual General Meeting 2020 shall be:

<i>Chairman of the Nomination Committee:</i>	<i>NOK 52 000</i>
<i>Members of the Nomination Committee:</i>	<i>NOK 30 000"</i>



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Item 14 Election of members to the Nomination Committee

The Nomination Committee proposes candidates for election and potentially re-election of the members of the Nomination Committee. The Nomination Committee's recommendation is available on the Company's website, www.scatecsolar.com.

The Nomination Committee has proposed the following resolution:

"The Nomination Committee's consist of:

Alf Inge Gjerde (Chairman) until 2020

Hilde Myrberg (member) until 2021

Svein Høgset (member) until 2021"

Item 15 Approval of remuneration to the auditor

Accrued fees to the auditor for 2018 amount to NOK 7 112 000 for the Company, whereof NOK 5 235 000 is related to the statutory audit for the financial year 2018.

The Board proposes that the General Meeting makes the following resolution:

"Remuneration to the auditor for statutory audit 2018 of NOK 5 235 000 is approved."

Item 16 Authorisation to the Board to purchase treasury shares in connection with acquisitions, mergers, de-mergers or other transactions

The Board proposes that the General Meeting grants the Board an authorisation to acquire treasury shares with an aggregate nominal value of up to 10% (ten percent) of the Company's share capital. The authorisation may only be used for the purpose of using the company's shares as consideration in connection with acquisitions, mergers, de-mergers or other transactions.

The Board proposes that the General Meeting makes the following resolution:

- (a) *"The Board is authorised to acquire and pledge own shares in the company up to ten percent of the registered share capital (with an aggregate nominal value of up to NOK 284 384).*
- (b) *The highest and lowest purchase price for each share shall be NOK 200 and NOK 1, respectively. The authorisation may only be used for the purpose of utilising the company's shares as transaction currency in acquisitions, mergers, de-mergers or other transactions. The Board is otherwise free to decide the method of acquisition and disposal of the company's shares. The authorisation can also be used in situations referred to in section 6-17 of the Norwegian Securities Trading Act.*
- (c) *The authorisation is valid until the Annual General Meeting in 2020, however not after 30 June 2020."*



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Item 17 Authorisation to the Board to purchase treasury shares in connection with the Company's incentive programmes for employees

The Board proposes that the General Meeting grants the Board an authorisation to acquire up to 750 000 treasury shares with an aggregate nominal value of up to NOK 18 750. The authorisation may only be used for the purpose of sale and/or transfer to employees in the company as part of the Company's incentive programmes as approved by the Board.

The Board proposes that the General Meeting makes the following resolution:

- (a) *"The Board is authorised to acquire and pledge up to 750 000 treasury shares (with an aggregate nominal value of NOK 18 750, corresponding to 0.66% of the registered share capital).*
- (b) *The highest and lowest purchase price for each share shall be NOK 200 and NOK 1, respectively. The authorisation may only be used for the purpose of sale and/or transfer to employees in the company as part of the Company's incentive programmes as approved by the Board of Directors. The Board is otherwise free to decide the method of acquisition and disposal of the Company's shares.*

The authorisation can also be used in situations referred to in section 6-17 of the Norwegian Securities Trading Act.

- (c) *The authorisation is valid until the Annual General Meeting in 2020, however not after 30 June 2020."*

Item 18 Authorisation to the Board to purchase treasury shares for the purpose of investment or for subsequent sale or deletion of such shares

The Board proposes that the General Meeting grants the Board an authorisation to acquire treasury shares with an aggregate nominal value of up to ten percent of the company's share capital. The authorisation may only be used for the purpose of investment or for subsequent sale or deletion of such shares.

The Board proposes that the General Meeting makes the following resolution:

- (a) *"The Board is authorised to acquire and pledge own shares in the company up to ten percent of the registered share capital (with an aggregate nominal value of up to NOK 284 384).*
- (b) *The highest and lowest purchase price for each share shall be NOK 200 and NOK 1, respectively. The authorisation may only be used for the purpose of investment or for subsequent sale or deletion of such shares. The Board is free to decide the method of acquisition and disposal of the company's shares. The authorisation can also be used in situations referred to in section 6-17 of the Norwegian Securities Trading Act.*

- (c) *The authorisation is valid until the Annual General Meeting in 2020, however not after 30 June 2020."*



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Item 19 Authorisation to the Board to increase the share capital of the Company for strengthening of the Company's equity and issue of consideration shares in connection with acquisitions of businesses within the Company's purpose

The Board proposes that the General Meeting grants the Board an authorisation to increase the share capital of the company the terms set out below.

The purpose of the authorisation is to give the Board the necessary flexibility and possibility to act promptly. The authorisation is limited to be used for strengthening of the Company's equity and issue of consideration shares in connection with acquisitions of businesses within the Company's purpose.

The Board's proposal implies an authorisation to issue a number of new shares that result in an increase of the current share capital of up to 10% (ten percent). The purpose of the authorisations implies that the preferential rights for existing shareholders to subscribe for new shares can be set aside if the authorisations are used.

The Board proposes that the General Meeting makes the following resolution:

"The Company's Board is authorised to increase the share capital on the following conditions:

- (a) The share capital may, in one or more rounds, be increased by a total of up to NOK284 384 (corresponding to 10% of the registered share capital).*
- (b) The authorisation shall be valid until the ordinary General Meeting in 2020, but no later than 30 June 2020.*
- (c) The authorisation may be used for necessary strengthening of the Company's equity and issuing of shares as consideration shares in acquisition of businesses within the Company's purpose.*
- (d) The shareholders pre-emption for subscription of shares, pursuant to the Norwegian Public Limited Liability Companies Act section 10-4, may be set aside.*
- (e) The authorisation includes increase of the share capital against contribution in kind and the right to incur the Company special obligations pursuant to the Norwegian Public Limited Liability Companies Act section 10-2.*
- (f) The authorisation does not include decision on merger."*



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Item 20 Authorisation to the Board to increase the share capital of the Company in connection with the company's incentive programmes for employees

The Board proposes that the General Meeting grants the Board an authorisation to increase the share capital of the company to deliver shares as part of the company's incentive programmes on the terms set out below.

The Board proposes that the General Meeting makes the following resolution:

"The Company's Board is authorised to increase the share capital on the following conditions:

- (a) The share capital may, in one or more rounds, be increased by a total of up to NOK 18 750 (corresponding to 750 000 shares and 0.66% of the registered share capital).*
- (b) The authorisation shall be valid until the ordinary General Meeting in 2020, but no later than 30 June 2020.*
- (c) The authorisation may be used to issue shares as part of the company's incentive programmes as approved by the Board of Directors.*
- (d) The shareholders pre-emption for subscription of shares, pursuant to the Norwegian Public Limited Liability Companies Act section 10-4, may be set aside.*
- (e) The authorisation includes increase of the share capital against contribution in kind and the right to incur the Company special obligations pursuant to the Norwegian Public Limited Liability Companies Act section 10-2.*
- (f) The authorisation does not include decision on merger."*
