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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 of Directors proposes that Lars Knem Christie, attorney at the law firm BAHR is elected as chairman of the meeting, and that Snorre Valdimarsson, Executive Vice President & General Counsel in the Company is elected to co-sign the minutes.

Item 4 Approval of notice and agenda

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

Item 6 Approval of the annual accounts and annual report for the financial year 2019

The Company's annual accounts and annual report for the financial year 2019 is made available on the Company's website www.scatecsolar.com.

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

"The General Meeting approves the annual accounts and annual report for the financial year 2019 including the Board of Directors' report on corporate governance pursuant to the Norwegian Accounting Act section 3-3b."

Item 8 Authorisation to the Board of Directors to approve and execute distribution of dividend

In relation to the approval of the annual accounts the Board of Directors proposes that the General Meeting grants the Board of Directors with an authorisation to approve and execute distribution of dividends.

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

(a) "Pursuant to section 8-2(2) of the Norwegian Public Limited Liability Companies Act, the Board of Directors is authorized to approve the distribution of dividends based on the Company's annual accounts for 2019.

(b) The Board of Directors is authorized to, on one or several occasions, approve the payment of dividends of combined up to NOK 1.05 per share.

(c) The authorization is valid until the annual general meeting in 2021, however no later than 30 June 2021."



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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 of Directors 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 of Directors. 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 of Directors, cf. the Norwegian Public Limited Liability Companies Act section 6-16a (2).

The advisory and binding guidelines are subject to separate votes.

a) Advisory guidelines

The Board of Directors 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 of Directors 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 remuneration to the Board of Directors

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

The Nomination Committee has proposed the following resolution:

"The annual compensation from the Annual General Meeting in 2020 until the Annual General Meeting in 2021 shall be:



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<i>The Chairman of the Board of Directors:</i>	<i>NOK 480,000 per year</i>
<i>Members of the Board of Directors:</i>	<i>NOK 300,000 per year</i>
<i>Members of the Audit Committee:</i>	<i>NOK 59,000 per year</i>
<i>Members of the Remuneration Committee:</i>	<i>NOK 32,000 per year”</i>

Item 11 Election of Board members

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

John Andersen jr., Chairman – until 2022

Jan Skogseth – until 2022

Maria Moræus Hanssen – until 2022

Gisele Marchand – until 2021

John Giverholt – until 2021”

Item 12 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 2020 to the Annual General Meeting 2021 shall be:

Chairman of the Nomination Committee: NOK 53,500

Members of the Nomination Committee: NOK 37,000”

Item 13 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:



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“The Nomination Committee consists of:

Alf Inge Gjerde (Chairman) – until 2022

Kristine Ryssdal – until 2022

Svein Høgset – until 2021”

Item 14 Approval of remuneration to the auditor

Accrued fees to the auditor for 2019 amount to NOK 9,051,257 for the Company, whereof NOK 6,330,000 is related to the statutory audit for the financial year 2019.

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

“Remuneration to the auditor for statutory audit for the financial year 2019 of NOK 6,330,000 is approved.”

Item 15 Amendments to the Company’s Articles of Association as a result of the approved amendments to the instructions to the Nomination Committee

The Annual General Meeting in 2019 approved to amend the instructions to the Nomination Committee so that the members may be elected for one or two years, and also to allow members to be re-elected for one or more new periods. As a result, it is necessary to update the Company’s Articles of Association.

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

“The Company’s Articles of Association § 8 is amended as follows:

§ 8	§ 8
Selskapet skal ha en valgkomité.	The company shall have a Nomination Committee.
Valgkomiteen skal avgi innstillinger til generalforsamlingen om valg av aksjeeiervalgte medlemmer til styret, godtgjørelse til styrets medlemmer, valg av medlemmer til valgkomiteen og godtgjørelse til valgkomiteens medlemmer.	The Nomination Committee shall make recommendations to the General Meeting regarding election of shareholder-elected members of the Board of Directors, remuneration to the members of the Board of Directors, election of members to the Nomination Committee and remuneration to the members of the Nomination Committee.
Valgkomiteen skal bestå av to til tre medlemmer som skal være aksjeeiere eller representanter for aksjeeiere. Valgkomiteens medlemmer, herunder valgkomiteens leder,	The Nomination Committee shall consist of two to three members who shall be shareholders or representatives of shareholders. The members of the Nomination



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velges av generalforsamlingen for en periode på ett eller to år. Valgkomiteens medlemmer kan gjenvelges. Godtgjørelse til valgkomiteens medlemmer fastsettes av generalforsamlingen.

Committee, including the Chair of the Nomination Committee, are elected by the General Meeting for a term of one or two years. The members of the Nomination Committee can be reelected. Remuneration to the members of the Nomination Committee is determined by the General Meeting.

“

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

The Board of Directors proposes that the General Meeting grants the Board of Directors an authorisation to acquire treasury shares with an aggregate nominal value of up to 10% (ten percent) of the Company's current 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 of Directors proposes that the General Meeting makes the following resolution:

- (a) *“The Board of Directors is authorised to acquire and pledge own shares in the Company on one or several occasions with an aggregate nominal value of up to NOK 314,207.*
- (b) *The highest and lowest purchase price for each share shall be NOK 300 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 of Directors 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 2021, however not later than 30 June 2021.”*

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

The Board of Directors proposes that the General Meeting grants the Board of Directors an authorisation to acquire up to 830,000 treasury shares with an aggregate nominal value of up to NOK 20,750. The authorisation may only be used for the purpose of sale and/or transfer to employees in the Company group as part of the Company's incentive programmes as approved by the Board of Directors.

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



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- (a) *“The Board of Directors is authorised to acquire and pledge up to 830,000 treasury shares with an aggregate nominal value of NOK 20,750.*
- (b) *The highest and lowest purchase price for each share shall be NOK 300 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 of Directors 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 2021, however not later than 30 June 2021.”*

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

The Board of Directors proposes that the General Meeting grants the Board of Directors 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 investment or for subsequent sale or deletion of such shares.

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

- (a) *“The Board of Directors is authorised to acquire and pledge own shares in the Company on one or several occasions with an aggregate nominal value of up to NOK 314,207.*
- (b) *The highest and lowest purchase price for each share shall be NOK 300 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 of Directors 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 2021, however not after 30 June 2021.”*

Item 19 Authorisation to the Board of Directors 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 of Directors proposes that the General Meeting grants the Board of Directors an authorisation to increase the share capital of the Company on the terms set out below.



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The purpose of the authorisation is to give the Board of Directors 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 of Directors' 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 of Directors proposes that the General Meeting makes the following resolution:

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

- (a) The share capital may, on one or several occasions, be increased by a nominal amount of up to NOK314,207.*
- (b) The authorisation shall be valid until the ordinary General Meeting in 2021, but no later than 30 June 2021.*
- (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."*

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

The Board of Directors proposes that the General Meeting grants the Board of Directors 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 purpose of the authorization implies that the preferential rights for existing shareholders to subscribe for new shares can be set aside if the authorisation is used.

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



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

- (a) The share capital may, on one or several occasions, be increased by a total nominal value of up to NOK 20,750.*
- (b) The authorisation shall be valid until the ordinary General Meeting in 2021, but no later than 30 June 2021.*
- (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."*
