

**NOTICE OF  
ANNUAL GENERAL MEETING  
GENTIAN DIAGNOSTICS AS**

The annual general meeting of Gentian Diagnostics AS, reg. no 983 860 516 (the "**Company**"), is held at the Company's offices in:

**Bjørnåsveien 5  
1596 Moss**

**5 June 2018 at 10:00 CET**

The general meeting will be opened by the chairman of the board, Tomas Settevik, or a person authorized by him, who will make a record of attending shareholders.

The board of directors proposes the following agenda:

- 1. WELCOME AND ELECTION OF A PERSON TO CHAIR THE MEETING**
- 2. ELECTION OF PERSON TO CO-SIGN THE MINUTES**
- 3. APPROVAL OF THE NOTICE AND THE AGENDA**
- 4. APPROVAL OF THE FINANCIAL STATEMENTS**

The board of directors proposes that the annual financial statements for the Company and the consolidated statements for the Company and its subsidiaries (the group) are approved. The board does not propose any dividend to be distributed for the financial year 2017.

The annual financial statements for the Company and the Group is included in the Company's annual report, which is made available at the Company's website [www.gentian.no](http://www.gentian.no).

- 5. STATEMENT FROM THE BOARD OF DIRECTORS REGARDING REMUNERATION TO KEY PERSONNEL**

The board of directors has prepared a statement on remuneration to key personnel in the group, enclosed as appendix 3 hereto. An account of the statement will be given at the annual general meeting. The statement will not be put to a vote.

- 6. DETERMINATION OF REMUNERATION TO THE BOARD MEMBERS**

The Company's nomination committee proposes that the annual general meeting resolves to grant the board of directors with the following remuneration for the period between the annual general meeting in 2018 and the annual general meeting in 2019:

- Chairperson: NOK 200,000.
- Board member: NOK 100,000

- 7. AMENDMENT OF THE COMPANY'S ARTICLES OF ASSOCIATION SECTION 7**

Section 7 of the Company's article of association states that the company shall have a nomination committee of 2-3 members that are elected for 2 years at the time. In order to achieve a broader representation from the shareholders, it is proposed to increase the maximum number of members of the nomination committee to 4 members. It is also proposed that all members are elected for 1 year at the time so the committee reflects the shareholder base at all times.

On this background, the board proposes that section 7 of the Company's articles of association is amended to read as follows:

*The nomination committee shall propose candidates that are elected to the board and the nomination committee by the general assembly. The nomination committee shall consist of 2-4 members elected by the general meeting*

for a period of 1 year, and its members shall appoint the chairman of the committee. The board may provide additional instructions to the nomination committee.

#### **8. AMENDMENT OF THE COMPANY'S ARTICLES OF ASSOCIATION SECTION 6**

Section 6 of the Company's article of association states that board members are elected for 2 years at the time. With an aim to harmonize the board members' election period with the election period for the members of the nomination committee, it is proposed that all board members are elected for 1 year at the time.

On this background, the board proposes that section 6, paragraph 4, of the Company's articles of association is amended to read as follows:

*The members of the board serve for 1 year. The service period can be shorter if there is a supplementary election. The service period is counted from the time of election unless otherwise decided. The service period ends at the closure of the annual general meeting the following year after. Even if the service period has expired, the board member shall remain in service until a new board member has been elected. The members of the board can be dismissed by order of the general meeting.*

#### **9. ELECTION BOARD MEMBERS**

The Company's nomination committee proposes that the annual general meeting re-elects the Board members for a period of one year. Subject to the approval from the Company's annual general meeting, the Company's board of directors will consist of:

- Tomas Settevik (chairperson)
- Bendik Sundrehagen
- Ingrid Teigland Akay
- Espen Tidemann Jørgensen
- Kari Krogstad

Further information is included in the nomination committee's proposal, which is made available at the Company's website [www.gentian.no](http://www.gentian.no).

#### **10. ELECTION OF NOMINATION COMMITTEE**

The Company's nomination committee proposes that the annual general meeting resolves to elect the following members of the nomination committee until the annual general meeting in 2019:

- Andreas Berdal Lorentzen
- Haakon Sæter
- Fredrik Thoresen
- Erling Sundrehagen

Further information is included in the nomination committee's proposal, which is made available at the Company's website [www.gentian.no](http://www.gentian.no).

#### **11. APPROVAL OF REMUNERATION TO THE AUDITOR**

The board of directors proposes that the annual general meeting approves that the remuneration to the Company's auditor, BDO AS, is approved as invoiced.

#### **12. BOARD AUTHORIZATION SHARE CAPITAL INCREASE**

The board of directors proposes that the annual general meeting grants the board of directors with an authorization to increase the Company's share capital by issuance of new shares. The purpose of the authorization is to provide the board of directors with a flexibility and the option to act promptly when this is considered favorable to the Company. It is proposed that the authorization can be utilized for strengthening the Company's equity, to issue new shares as consideration in business acquisitions, as well as in connection with any future share purchase program(s) for employees in the Company and/or its subsidiaries. As a general share purchase program is not expected to exceed 20.000 shares on an annual basis the board has decided not to propose a separate authorization for this program.

The board of directors proposes that the authorization is limited to 10% of the share capital. In order to fulfil the purpose of the authorization, it is suggested that the board of directors may deviate from existing shareholders' preferential rights to new shares.

On this background, the board of directors proposes that the general meeting makes the following resolution:

1. *In accordance with section 10-14 of the Norwegian Limited Liability Companies Act, the Board of Directors is authorized to increase the share capital of the Company with up to NOK 139,962.9 in one or more instances.*
2. *The authorization may be used in connection with strengthening the Company's equity, to issue new shares as consideration in business acquisitions, as well as in connection with any future share purchase program(s) for employees in the Company and its subsidiaries. The Board of Directors is authorized to determine any further terms applicable to the share capital increase(s).*
3. *The shareholders' preferential rights to subscription of new shares pursuant to section 10-4 of the Norwegian Limited Liability Companies Act may be deviated from.*
4. *The authorization comprises share capital increases against contribution in kind etc. cf., section 10-2 of the Norwegian Limited Liability Companies Act.*
5. *The authorization does not comprise share capital increases in connection with mergers cf. section 13-5 of the Norwegian Limited Liability Companies Act.*
6. *Shares issued pursuant to the authorization shall carry right to dividends and all other shareholder rights from the date the share capital increase is registered in the Norwegian Register of Business Enterprises.*
7. *The authorization shall be valid until the Company's Annual General Meeting in 2019, but not later than 30 June 2019.*

\* \* \*

Shareholders are entitled to attend the general meeting, either in person or by proxy of their own choosing, and to vote for shares the shareholder is listed with in the shareholder register. Shareholders are urged to submit a registration form per mail to Gentian Diagnostics AS, PO Box 733, 1509 Moss, or by e-mail [invest@gentian.no](mailto:invest@gentian.no). Shareholders wishing to be represented and to vote by proxy at the general meeting may submit a proxy authorization to Gentian Diagnostics AS, PO Box 733, 1509 Moss, or by e-mail [invest@gentian.no](mailto:invest@gentian.no). Shareholders may appoint proxies with voting instructions. The proxy authorization form may also be brought to the general meeting. The registration and proxy authorization forms are enclosed with this notice as appendix 1 and 2.

Each share in the Company carries one vote at the general meeting and all shares have equal rights. At the date of this notice, the Company has 13,996,293 shares, each with a nominal value of NOK 0.10. The Company does not own any shares in the Company.

Shareholders may suggest resolutions for the items on the agenda and may ask that the board members and the general manager to provide the necessary information on matters that may affect the evaluation of the items that have been presented to the shareholders for decision, the financial position of the Company and other items up for consideration by the general meeting. This does not apply if the information required cannot be provided without disproportionate harm to the Company, cf Section 5-15 of the Norwegian Limited Liability Companies Act.

In accordance with section 8 of the Company's articles of association, the Company's annual report for 2017 (including the annual financial statements for the company and the group and the auditors' statement) and the proposal from the nomination committee has been made available at the Company's website [www.gentian.no](http://www.gentian.no) and, thus, is not distributed to shareholders together with the notice. However, shareholders have the right to have such documents sent to them upon request to the Company.

Questions regarding the notice, document requests or other inquiries can be directed to Gentian Diagnostics AS, CFO Njaal Kind, telephone: + 47 909 16 525.

**Oslo, 24 May 2018**

**on behalf of the board of Gentian Diagnostics AS**

Tomas Settevik  
Chairman

Appendices:

1. Registration form
2. Proxy form
3. The Board of Director's statement on remuneration to key personnel



**Appendix 2**

**PROXY – Annual general meeting of Gentian Diagnostics AS**

If you are unable to attend the annual general meeting on 5 June 2018, you can authorize someone to meet and vote on your behalf by sending this proxy authorisation to Gentian Diagnostics AS, PO Box 733, NO -1509 Moss, or by e-mail: invest@gentian.no

The undersigned shareholder of Gentian Diagnostics AS hereby authorises:

Chairman of the board of directors or the one he designates

\_\_\_\_\_   
 Name of proxy-holder

to attend and vote on my behalf at the annual general meeting 5 June 2018. If this proxy authorisation is submitted without naming the proxy-holder, the proxy shall be deemed given to the chairman of the board of directors or the one he designates.

The voting shall be conducted in accordance with the instructions below. **If the boxes are not ticked, this will be interpreted as an instruction to vote in "favour" of the proposal in the notice.** In the event of proposals that replace or supplement the proposals in the notice, the proxy-holder will decide how to vote.

Item:	For	Against	Abstain	Proxy-holder determines
3. Approval of the notice and the agenda	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Approval of the financial statements	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Determination of remuneration to the board members	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Election board members				
– Bendik Sundrehagen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
– Ingrid Teigland Akay	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
– Espen Tidemann Jørgensen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Election nomination committee				
– Andreas Berdal Lorentzen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
– Haakon Sæter	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
– Fredrik Thoresen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
– Erling Sundrehagen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Amendment of the company's articles of association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Approval of remuneration to the auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Board authorization share capital increase	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Shareholder's name and address: \_\_\_\_\_   
 (please use capital letters)

\_\_\_\_\_   
 date place shareholder's signature

If the shareholder is a company, a certificate of registration must be enclosed with the proxy.

## Appendix 3

### **Gentian Diagnostics AS - The Board of Director's statement on remuneration to key personnel**

#### **Annual General Meeting 2018**

The Board of Directors of Gentian Diagnostics AS ("Gentian" or the "Company") has prepared a statement of guidelines for determining salary and other remuneration to key personnel. The Board of Directors presents these guidelines to the annual general meeting for information purposes only.

The remuneration scheme for key personnel includes a base salary as well as standard pension and insurance schemes. In addition to the base salary, key personnel can receive other variable salaries that are suitable to motivate, retain and reward individuals. Variable salary consists of bonus arrangements and share-based incentives. The Company has recently resolved a share-based option program for key personnel.

Main principles regarding remuneration to key personnel

- The Company should not be a wage leader, but the key personnel shall be offered competitive salary
- The compensation arrangements should be easy to manage and understand, long-term and possess flexibility
- The total compensation arrangement should be linked to the Company's earnings and performance, and to the individual elements of the personal terms

The remuneration consists of the following elements:

#### **Base salary**

Key personnel shall be offered base salary at a level that is considered competitive and is comparable to similar positions and companies.

#### **Bonus arrangements**

The criteria for bonus payment shall be defined in relation to overall and personal goals. Annual bonuses shall amount to a maximum of 30% of fixed annual salary. Bonus payment is only triggered if the Company as a whole achieves approved EBITDA targets.

#### **Share-based compensation**

The Company has decided to launch a new performance based share option program for key personnel, as further described below.

#### **Guidelines for share-based compensation**

The long-term incentives of Gentian ("LTI") consist of a share price-related option program for key personnel. Under the share option program, options may be allocated to the key personnel. The options entitle the option holder to purchase a defined number of shares to a pre-defined value after a specific period. The Company may decide settlement in cash. Settlement in shares is conditional upon an authorization from the general meeting for a share issue. The exercise will normally lead to a gain. Compensation related to LTI's are structured with limitations in order to ensure superior objectives.

The Board of Directors will determine the detailed criteria of the share option program and agreements,

The Board of Directors and the Compensation Committee will ensure that the grant and management of the share option program are in accordance with the intentions and guidelines.

#### **Basis for the share option program**

- Ensure that key personnel have access to a compensation scheme that contributes to a long-term employment relationship in the Company.
- Contribute to the expectation that key personnel hold a portfolio of Gentian shares that can make a significant contribution to total compensation.
- Create a common ownership perspective between shareholders and key personnel when the value development in the Company is an essential part of total compensation.

#### **Allocation criteria**

Key personnel at selected levels of positions where the goal is a long-term connection of key resources:

- CEO and other members of the management team, key employees and specialist in accordance with the following requirements:
  - The employee is of superior importance for the achievement of goals in relation to the Company's strategic and operational activities.
  - The employee possesses an important role in representing the Company's culture and value base
  - The employee is difficult to replace and is an attractive resource for other companies.

The rights of the scheme are valid only as long as the resource is employed in the Company. The scheme is independent of position and is not automatically repetitive.

#### Annual and total allocation

Annual allocation of options is to be resolved by the Board of Directors in order to optimize the effect of the allocation (s). The total number of outstanding options cannot exceed 4.0% of the outstanding shares of the Company.

#### Gain limits

The option shall have a pre-defined "strike price". The strike price shall be adjusted for dividends and other relevant share capital ratios (e.g. issues).

#### Time limits

Vesting period over three years, with 1/3 of the options vesting by the end of each year, as follows

- 1/3 of the options granted no earlier than 2 years after allocation
- 1/3 of the options granted no earlier than 3 years after allocation
- 1/3 of the options granted no earlier than 4 years after allocation

The above will apply to all individual grants.

#### Purchase of shares

Each employee will be encouraged to use part of the gain to buy shares in the Company.

#### **Share savings program**

The Company is in process of establishing a new long-term share saving program for Gentian's employees, in order to motivate the employees to invest in the Company's shares and to own shares, and thus align the interests and commitment of the employees and management to work for a positive development of the value of the Company. The shares in the program will be offered at a 20 percent discount, with a maximum discount of NOK 3000.