

Innkalling til ordinær generalforsamling
Summons and Agenda for Annual General Meeting

Magseis Fairfield ASA

Organisasjonsnummer 994 547 852

<p>Styret innkaller med dette til ordinær generalforsamling i Magseis Fairfield ASA (heretter "Selskapet") 22. mai 2019 kl. 10:00 norsk tid i Selskapets kontorer i Strandveien 50, 1366 Lysaker.</p> <p>Innkalling til ordinær generalforsamling er sendt til alle aksjeeiere i Selskapet med kjent adresse. I samsvar med Selskapets vedtekter vil denne innkallingen med alle vedlegg være tilgjengelig på Selskapets hjemmeside, www.magseis.com. På forespørsel til Selskapet på +47 23 36 80 20 eller e-post til trine.langoy@magseis.com fra en aksjeeier vil Selskapet vederlagsfritt sende aksjeeieren vedleggene per post.</p> <p>Aksjeeiere som ønsker å delta på generalforsamlingen ved oppmøte eller ved fullmakt bes om å fylle ut og returnere påmeldingsskjema innen kl. 17.00 den 20 mai 2019.</p> <p>Til behandling foreligger:</p> <p>1. ÅPNING VED STYRETS LEDER</p> <p>Styrets leder Charles Warren Davison Jr vil åpne den ordinære generalforsamlingen og foreta en fortegnelse over møtende aksjonærer.</p> <p>2. VALG AV MØTELEDER OG EN PERSON TIL Å UNDERTEGNE PROTOKOLLEN SAMMEN MED MØTELEDER</p> <p>Styret foreslår at advokat Marianne Sahl Sveen fra Arntzen de Besche Advokatfirma AS velges som møteleder, og at en person som er til stede på generalforsamlingen velges til å undertegne protokollen sammen med møteleder.</p>	<p>The Board of Directors (the "Board") hereby calls for an Annual General Meeting to be held in Magseis Fairfield ASA (the "Company") on 22 May 2019 at 10:00 Norwegian time in the Company's premises at Strandveien 50, 1366 Lysaker.</p> <p>The calling notice for the Annual General Meeting has been sent to all shareholders in the Company whose address is known. In accordance with the Company's Articles of Association this calling notice with all appendices will be available at the Company's web-page, www.magseis.com. Upon request to +47 23 36 80 20 or by e-mail to trine.langoy@magseis.com from a shareholder, the Company will mail the appendices to the shareholder free of charge.</p> <p>Shareholders who wish to attend the General Meeting, either in person or by proxy, are requested to complete and return the attendance slip by 17.00 CET at 20 May 2019.</p> <p>Agenda:</p> <p>1. OPENING BY THE CHAIRMAN OF THE BOARD</p> <p>The Chairman of the Board, Charles Warren Davison Jr, will open the Annual General Meeting and make a registration of attending shareholders.</p> <p>2. ELECTION OF PERSON TO CHAIR THE MEETING ELECTION OF A PERSON TO CO-SIGN THE MINUTES OF MEETING TOGETHER WITH THE CHAIRPERSON</p> <p>The Board proposes that at attorney Marianne Sahl Sveen from Arntzen de Besche Advokatfirma AS is elected to chair the meeting, and that one person present at the general meeting is elected to co-sign the minutes.</p>
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<p>3. GODKJENNELSE AV INNKALLING OG DAGSORDEN</p> <p>Styret foreslår at generalforsamlingen fatter følgende vedtak:</p> <p><i>"Innkalling og dagsorden godkjennes."</i></p> <p>4. GODKJENNELSE AV ÅRSREGNSKAPET OG ÅRSBERETNINGEN FOR 2018</p> <p>Styrets forslag til årsregnskap og årsrapport for 2018 ble publisert 25. april 2019 og er tilgjengelig på www.magseis.com. Styret foreslår at generalforsamlingen fatter følgende vedtak:</p> <p><i>"Styrets årsregnskap og årsberetning for regnskapsåret 2018 godkjennes."</i></p> <p>5. GODKJENNELSE AV REVISORS HONORAR FOR 2018</p> <p>Styret foreslår at revisors honorar for 2018 godkjennes etter regning. Styret foreslår at generalforsamlingen fatter følgende vedtak:</p> <p><i>"Generalforsamlingen godkjenner revisors honorar for 2018 etter regning."</i></p> <p>6. REDEGJØRELSE FOR EIERSTYRING OG SELSKAPSLEDELSE</p> <p>Redegjørelse for eierstyring og selskapsledelse skal være et eget punkt på agendaen for ordinær generalforsamling. Redegjørelsen er tatt inn i årsberetningen som er tilgjengelig på Selskapets hjemmeside, www.magseis.com.</p> <p>Redegjørelsen for eierstyring og selskapsledelse er kun gjenstand for diskusjon og ikke separat godkjenning fra aksjonærenes side.</p> <p>7. GODKJENNELSE AV GODTGJØRELSE TIL STYREMEDLEMMENE OG STYREKOMITEER</p> <p>I samsvar med Selskapets vedtekter § 9, fremlegges Valgkomiteens forslag til godtgjørelse til styremedlemmene og medlemmene i styrekomiteene. Valgkomiteens innstilling er inntatt i <u>Vedlegg C</u> til denne innkallingen:</p> <p>I tråd med valgkomiteens innstilling foreslår styret at generalforsamlingen fatter følgende vedtak:</p>	<p>3. APPROVAL OF THE CALLING NOTICE AND THE AGENDA</p> <p>The Board proposes that the General Meeting makes the following resolution:</p> <p><i>"The calling notice and the agenda are approved."</i></p> <p>4. APPROVAL OF THE FINANCIAL STATEMENTS AND ANNUAL REPORT FOR 2018</p> <p>The Board's proposal for annual accounts and annual report for the financial year 2018 were made public on 25 April 2019 and are available at www.magseis.com. The Board proposes that the General Meeting makes the following resolution:</p> <p><i>"The Board of Directors' proposal for annual accounts and annual report for the financial year 2018 are approved."</i></p> <p>5. APPROVAL OF THE AUDITOR'S FEE FOR 2018</p> <p>The Board proposes that the auditor's fee for 2018 is approved as per the auditor's invoice. The Board proposes that the General Meeting makes the following resolution:</p> <p><i>"The General Meeting approves the annual auditor's fees for 2018 as per the auditor's invoice."</i></p> <p>6. CORPORATE GOVERNANCE STATEMENT</p> <p>The Corporate Governance Statement of the Company shall be a separate item on the agenda for the Annual General Meeting. The statement is included in the annual report which is available at the Company's web-pages, www.magseis.com.</p> <p>This is a non-voting item as the Corporate Governance Statement is subject to discussions only and not to separate approval by the shareholders.</p> <p>7. APPROVAL OF REMUNERATION TO BOARD MEMBERS AND BOARD COMMITTEE'S</p> <p>Pursuant to Section 9 of the Articles of Association, the Nomination Committee shall propose remuneration for the members of the Board and the members of the Board Committee's to the General Meeting. The proposal from the Nomination Committee is attached as <u>Enclosure C</u> to this calling notice.</p> <p>In accordance with the proposal from the Nomination Committee the Board proposes that the General Meeting makes the following resolution:</p>
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"Honoraret til de aksjonærvalgte styremedlemmer og medlemmer av styrekomiteene for perioden fra den ordinære generalforsamling i 2019 til den ordinære generalforsamling i 2020 skal være:

<i>Styrets leder</i>	<i>NOK</i>	<i>850 000</i>
<i>Andre styremedlemmer</i>	<i>NOK</i>	<i>550 000</i>
<i>Revisjon og risikoutvalgets leder</i>	<i>NOK</i>	<i>150 000</i>
<i>Andre medlemmer i Revisjon og risikoutvalget</i>	<i>NOK</i>	<i>75 000</i>
<i>Finans og strategiutvalgets leder</i>	<i>NOK</i>	<i>150 000</i>
<i>Andre medlemmer i Finans og strategiutvalget</i>	<i>NOK</i>	<i>75 000</i>
<i>Kompensasjon og talentutvalgets leder</i>	<i>NOK</i>	<i>150 000</i>
<i>Andre medlemmer i kompensasjon og talentutvalget</i>	<i>NOK</i>	<i>75 000</i>

Finans- og strategiutvalget samt kompensasjon og talentutvalget er nye komiteer som vil bli etablert.

8. FASTSETTELSE AV GODTGJØRELSE TIL MEDLEMMENE AV VALGKOMITEEN

Valgkomiteens innstilling er inntatt i Vedlegg C til denne innkallingen.

I tråd med valgkomiteens innstilling foreslår styret at generalforsamlingen fatter følgende vedtak:

"For perioden fra den ordinære generalforsamling i 2019 til frem til den ordinære generalforsamling i 2020 skal lederen av Valgkomiteen godtgjøres med NOK 50 000 og ordinære medlemmer godtgjøres med NOK 30 000"

9. AKSJEBASERT OPSJONS OG INSENTIV PROGRAM

Selskapet har historisk hatt et opsjonsprogram for ledelse og nøkkelpersoner. Selskapet etablerte i 2018 et nytt aksjebaserte insentiv program for ledelsen og nøkkelpersoner som erstatning for opsjonsprogrammet. I tillegg ble det på ekstraordinær generalforsamling avholdt den 12. desember 2018 vedtatt et engangs aksje program til de nye ansatte som ble overført til Selskapet som følge av oppkjøpet av Fairfield. Styret foreslår at opsjonsprogrammet videreføres frem til det utløper samt videreføring av det aksjebaserte insentiv programmet for 2019. En nærmere beskrivelse av de to programmene er tatt inn i Vedlegg A.

"The Nomination Committee proposes that the remuneration to the to shareholder-elected Board members and the members of the Board Committee's for the period from the annual general meeting of 2019 to the annual general meeting of 2020 shall be:

<i>Chairman of the Board</i>	<i>NOK</i>	<i>850 000</i>
<i>Other Board members</i>	<i>NOK</i>	<i>550 000</i>
<i>Chairman of Audit & Risk Committee</i>	<i>NOK</i>	<i>150 000</i>
<i>Other members of the Audit Committee</i>	<i>NOK</i>	<i>75 000</i>
<i>Chairman of the Financing & Strategy Committee</i>	<i>NOK</i>	<i>150 000</i>
<i>Other members of the Financing & Strategy Committee</i>	<i>NOK</i>	<i>75 000</i>
<i>Chairman of the Compensation & Talent Committee</i>	<i>NOK</i>	<i>150 000</i>
<i>Other members of the Compensation & Talent Committee</i>	<i>NOK</i>	<i>75 000</i>

The Financing and Strategy Committee and the Compensation and Talent Committee are new committees to be established

8. APPROVAL OF REMUNERATION TO THE MEMBERS OF THE NOMINATION COMMITTEE

The proposal from the Nomination Committee is attached in Enclosure C to this calling notice.

In accordance with the proposal from the nomination committee the Board proposes that the General Meeting makes the following resolution:

"For the period from the Annual General Meeting of 2019 to the Annual General Meeting of 2020 the remuneration to chairman of the Nomination Committee is NOK 50 000 and the other members receive NOK 30 000."

9. SHARE BASED OPTION AND INCENTIVE PROGRAM

Historically, the Company has had an option program for the executive management and key personnel. The Company established in 2018 a new share incentive program for executive management and key personnel as a replacement for the option program. In addition, in the extra ordinary general meeting held on 12 December 2018, a one-time share option program was adopted for the new employees transferring to the Company in connection with the acquisition of Fairfield. The Board proposes to continue the option program until it expires and to continue the share incentive program for 2019. A further description of the two incentive programs is included in Enclosure A.

<p>Styret foreslår følgende vedtak:</p> <p><i>«Styrets forslag til opsjonsprogram og aksjebaserte insentivprogram for perioden fra 22. mai 2019 til ordinær generalforsamling i 2020 godkjennes.»</i></p> <p>10. FULLMAKT TIL STYRET TIL Å FORHØYE AKSJEKAPITALEN VED UTSTEDELSE AV NYE AKSJER</p> <p>Styret foreslår at generalforsamlingen gir styret fullmakt til å utstede aksjer. I samsvar med norsk anbefaling for eierstyring og selskapsledelse foreslår styret å dele fullmakten i to; én del for oppfyllelse av opsjons- og bonusprogram, oppad begrenset til 10 % av aksjekapitalen i Selskapet, og én del for å gi Selskapet finansiell fleksibilitet, herunder ved investeringer og oppkjøp, oppad begrenset til 20 % av aksjekapitalen i Selskapet. Bonusprogrammene som fullmakten gjelder for er nærmere beskrevet over i avsnitt 9 og i <u>Vedlegg A</u>.</p> <p>For å muliggjøre utstedelse av aksjer til ansatte og/eller i forbindelse med rettede emisjoner, foreslås at styret kan fravike eksisterende aksjonærs fortrinnsrett ved tegning.</p> <p>Tegning av aksjer i Selskapet innebærer risiko for tap, herunder risiko for å tape investeringen i sin helhet. For selskaphendelser siden siste balansedag, vises det til Selskapets finansielle rapporter og børsmeldinger. Selskapets siste årsregnskap, årsberetning og revisjonsberetning er tilgjengelig på Selskapets registrerte adresse.</p> <p>10.1 Fullmakt vedrørende opsjonsprogram Styret foreslår at generalforsamlingen fatter følgende vedtak:</p> <p><i>”Selskapets styre tildeles fullmakt til å gjennomføre kapitalforhøyelse, på følgende vilkår:</i></p> <ul style="list-style-type: none"> a) <i>Aksjekapitalen skal, i en eller flere omganger, kunne forhøyes med inntil NOK 925.852,1. Tegningskurs og øvrige vilkår fastsettes av styret.</i> b) <i>Fullmakten skal omfatte kapitalforhøyelse mot innskudd i andre eiendeler enn penger, eller rett til å pådra Selskapet særlige plikter.</i> c) <i>Aksjonærenes fortrinnsrett etter allmennaksjeloven § 10-4 kan fravikes av</i> 	<p>The Board proposes the following resolution:</p> <p><i>“The Board’s proposal for option and share incentive program for the period from 22 May 2019 to the Annual General Meeting in 2020 is approved.”</i></p> <p>10. BOARD AUTHORIZATION TO INCREASE THE SHARE CAPITAL BY ISSUANCE OF NEW SHARES</p> <p>The Board proposes that the General Meeting authorizes the Board to issue shares. In accordance with the Norwegian Code of Practice for Corporate Governance, the Board proposes to split the authorization into two parts; one part relating to fulfilment of option and bonus programs, limited to 10% of the registered share capital in the Company, and one part to provide the Company with financial flexibility, including in connection with investments and acquisitions limited to 20% of the registered share capital in the Company. The option and bonus programs which the authorization relates to are further described above in section 9 and in <u>Enclosure A</u>.</p> <p>In order to make possible share issues to employees and/or private placements, it is proposed that the Board may set aside existing shareholders’ preferential right to subscribe shares.</p> <p>Subscription of shares in the Company is associated with risk of loss, including the risk of losing the investment in its entirety. Reference is made to the Company’s financial reports and stock exchange notices regarding incidents since last balance sheet date. The Company’s last annual report, annual accounts and auditor report are available at the Company’s registered address.</p> <p>10.1 Authorization regarding option program The Board proposes that the General Meeting makes the following resolution:</p> <p><i>“The Board is authorized to increase the Company’s share capital, on the following conditions:</i></p> <ul style="list-style-type: none"> a) <i>The share capital may, in one or more rounds, be increased by a total of up to NOK 925,852.1. The subscription price and other terms will be determined by the Board of Directors.</i> b) <i>The authorization includes the right to increase the Company’s share capital in return for non-cash contributions or the right to assume special obligations on behalf of the Company.</i> c) <i>The preferential rights pursuant to Section</i>
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- d) Fullmakten kan bare benyttes til bruk for utstedelse av aksjer i forbindelse med Selskapets til enhver tid gjeldende opsjons- og bonusprogrammer.
- e) Fullmakten gjelder fra registrering i Foretaksregisteret og frem til og med til ordinær generalforsamling i 2020, dog ikke senere enn 30. juni 2020.
- f) De nye aksjene skal tilhøre samme aksjeklasse som Selskapets eksisterende aksjer.
- g) Fullmakten erstatter eksisterende fullmakt til bruk i forbindelse med opsjonsprogram ved registrering i Foretaksregisteret.
- h) Styret kan foreta de vedtektsendringer som kapitalforhøyelsen(e) gjør påkrevd.
- i) Fullmakten omfatter ikke beslutning om fusjon.»

10.2 Fullmakt til å utstede aksjer

Styret foreslår at generalforsamlingen fatter følgende vedtak:

”Selskapets styre tildeles fullmakt til å gjennomføre kapitalforhøyelse, på følgende vilkår:

- a) Aksjekapitalen skal, i en eller flere omganger, kunne forhøyes med inntil NOK 1.851.705,9. Tegningskurs og øvrige vilkår fastsettes av styret.
- b) Fullmakten omfatter kapitalforhøyelse mot innskudd i andre eiendeler enn penger, eller rett til å pådra Selskapet særlige plikter.
- c) Aksjonærenes fortrinnsrett etter allmennaksjeloven § 10-4 kan fravikes av styret.
- d) Fullmakten kan benyttes for å gi Selskapet finansiell fleksibilitet, herunder ved investeringer og oppkjøp.
- e) Fullmakten gjelder fra registrering i Foretaksregisteret og frem til og med dato for ordinær generalforsamling i 2020, dog ikke senere enn 30. juni 2020.
- f) De nye aksjene skal tilhøre tilsvarende aksjeklasse som Selskapets eksisterende aksjer.
- g) Fullmakten erstatter eksisterende fullmakter til kapitalforhøyelse gitt i ordinær generalforsamling 2018.

10-4 of the Public Limited Liability Companies Act may be set aside from by the Board of Directors.

- d) The authorization may only be used for issuing of new shares in relation to the Company's option and bonus programs existing at any time.
- e) The authorization shall be effective from the date it is registered in the Norwegian Register of Business Enterprises and shall be valid until and including the date of the ordinary general meeting of the Company in 2020, however no later than 30 June 2020.
- f) The new shares shall be issued in the same class of shares as the existing shares of the Company.
- g) The authorization replaces the current authorization for issuance of shares in connection with the Company's option program when registered in the Norwegian Register of Business Enterprises.
- h) The Board is authorized to amend the Articles of Association required by the capital increase(s).
- i) The authorization does not include decision on merger.”

10.2 Authorization to issue shares

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

“The Board is authorized to increase the Company's share capital, on the following conditions:

- a) The share capital may, in one or more rounds, be increased by a total amount of up to NOK 1,851,705.9 The subscription price and other terms will be determined by the Board of Directors.
- b) The authorization includes the right to increase the Company's share capital in return for non-cash contributions or the right to assume special obligations on behalf of the Company.
- c) The preferential rights pursuant to Section 10-4 of the Public Limited Liability Companies Act may be set aside by the Board of Directors.
- d) The authorization may only be used to provide the Company with financial flexibility, including in connection with investments and acquisitions.
- e) The authorization shall be effective from the date it is registered in the Norwegian Register of Business Enterprises and shall be valid until and including the date of the annual general meeting in 2020, however no

- h) *Styret kan foreta de vedtektsendringer som kapitalforhøyelsen(e) gjør påkrevd.*
- i) *Fullmakten omfatter ikke beslutning om fusjon.”*

11. STYRETS ERKLÆRING OM FASTSETTELSE AV LØNN OG ANNEN GODTGJØRELSE TIL LEDENDE ANSATTE

Styret har utarbeidet en redegjørelse i samsvar med allmennaksjeloven § 6-16a vedrørende prinsippene for godtgjørelse til ledende ansatte i Selskapet. Redegjørelsen er vedlagt innkallingen som Vedlegg B.

Redegjørelsen gjelder kun i forhold til ledende ansatte, og omfatter ikke godtgjørelse til andre ansatte og styremedlemmer. Selskapets kontantbonuser er oppad begrenset. Redegjørelsen gir ytterligere detaljer.

I samsvar med nye anbefalinger for eierstyring og selskapsledelse, foreslår styret å dele redegjørelsen inn i to vedtak, ett for del delen som kun er retningsgivende for styret, og ett for den delen som er bindende for styret.

Styret foreslår at generalforsamlingen fatter følgende vedtak:

Sak 11.1:

«Styrets redegjørelse etter allmennaksjeloven § 6-16a, dens del 1 «Executive Compensation» tas til etterretning.»

Sak 11.2:

«Styrets redegjørelse etter allmennaksjeloven § 6-16a, dens del 2 «Share-Based incentives» godkjennes.»

12. STYREENDRING

Styret foreslår at det gjøres endringer i styrets sammensetning, basert på forslag og begrunnelse fra Valgkomiteen, som vedlagt innkallingen som Vedlegg C. I henhold til forslaget vil Gro Gunleiksrud

later than 30 June 2020.

- f) *The new shares shall be issued in the same class of shares as the existing shares of the Company.*
- g) *The authorization replaces the current authorization granted by the annual general meeting in 2018 when registered in the Norwegian Register of Business Enterprises.*
- h) *The Board is authorized to alter the Articles of Association required by the capital increase(s).*
- i) *The authorization does not include decision on merger.”*

11. STATEMENT FROM THE BOARD REGARDING REMUNERATION PRINCIPLES FOR SENIOR EXECUTIVES

In accordance with Section 6-16a of the Public Limited Companies Act, the Board has prepared a statement with respect to the principles for remuneration for senior executives of the Company. The statement is enclosed hereto as Enclosure B.

The statement applies only with respect to senior executives and does not apply to remuneration to other employees and Board directors. The cash bonuses of the Company are capped. The statement provides further details.

In accordance with the Norwegian Code of Practice for Corporate Governance, the Board proposes to divide the statement into two resolutions; one for the part which is only normative for the Board, and one for the part which is binding for the Board.

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

Item 11.1:

“The Board statement pursuant to Section 6-16a of the Public Limited Liability Companies Act, its part 1 “Executive Compensation”, is taken into consideration.”

Item 11.2:

“The Board statement pursuant to Section 6-16a of the Public Limited Liability Companies Act, its part 2 “Share- Based incentives” is approved.”

12. BOARD AMENDMENTS

The Board proposes amendments to the composition of the Board based on the proposal and recommendation from the Nomination committee, as attached to as Enclosure C. In accordance with the

<p>Haatvedt tre ut av styret og Wenche Kjølås, Angela Durking og Luis Araujo velges som nye styremedlemmer.</p> <p>Det foreslås at generalforsamlingen fatter følgende vedtak:</p> <p>Sak 12.1: «Wenche Kjølås velges som nytt styremedlem»</p> <p>Sak 12.2 «Angela Durkin velges som nytt styremedlem»</p> <p>Sak 12.3 Luis Araujo velges som nytt styremedlem»</p> <p><i>Dersom samtlige styremedlemmer velges av generalforsamlingen vil styret bestå av følgende personer:</i></p> <ul style="list-style-type: none"> - Chuck Davison, Styrets leder; - Bettina Bachmann; - Edvin Endresen,; - Jan Gateman; - Wenche Kjølås; - Angela Durkin; og - Luis Araujo“ 	<p>proposal Gro Gunleiksrud Haatvedt will resign from the Board, and Wenche Kjølås, Angela Durkin and Luis Araujo should be elected as new members of the Board.</p> <p>It is proposed that the General Meeting makes the following resolution:</p> <p>Item 12.1: “Wenche Kjølås is elected as a new member of the Board”</p> <p>Item 12.2: “Angela Durkin is elected as a new member of the Board”</p> <p>Item 12.3 “Luis Araujo is elected as a new member of the Board”</p> <p><i>If all are elected as new members of the Board by the General Meeting, the Board will consist of the following persons:</i></p> <ul style="list-style-type: none"> - Chuck Davison, Chairman; - Bettina Bachmann; - Edvin Endresen,; - Jan Gateman; - Wenche Kjølås; - Angela Durkin; and - Luis Araujo“
<p>13. FORSLAG OM ENDRING AV SELSKAPETS VEDTEKTER</p> <p>Styret ønsker større grad av fleksibilitet i antall styremedlemmer og ønsker å øke det maksimale antall styremedlemmer, inkludert ansattrepresentanter, fra syv til ti. Det økte antall styremedlemmer medfører at de ansatte kan kreve å få minimum to og inntil tre styreplasser</p> <p>Styret foreslår derfor følgende vedtektsendring:</p> <p>«§ 5 – Styret</p> <p><i>Selskapets styre skal bestå av inntil ti medlemmer etter generalforsamlingens nærmere beslutning, hvorav inntil tre medlemmer kan utgjøre representanter for de ansatte.</i></p>	<p>13. PROPOSAL FOR AMENDMENT OF THE COMPANY'S ARTICLES</p> <p>The Board proposes certain amendments to the Company's articles of association. The Board wants to have flexibility concerning the number of Directors in the Company, and proposes to increase the maximum amount of Directors, including employee representatives from seven to ten. This would give the employees a right to request to have a minimum two and up to three employee representatives in the Board</p> <p>The Board proposes the following amendment of the Company's articles</p> <p>“§ 5 – Board of Directors</p> <p><i>The Company's board consists of up to ten directors, pursuant to the further decision by the general meeting, whereof up to three directors can be representatives for the employees.</i></p>

<p><i>Styrets medlemmer velges for en periode på inntil to år, etter generalforsamlingens nærmere beslutning.</i></p>	<p><i>The members of the Board are elected for a period of up to two years, pursuant to the further decision by the general meeting.</i></p>
<p><i>Styrets leder velges av generalforsamlingen.»</i></p>	<p><i>The chairman of the board of directors is elected by the general meeting.”</i></p>
<p>14. AVSLUTNING</p>	<p>14. CLOSING</p>
<p><i>*/**</i></p>	<p><i>*/**</i></p>
<p>Selskapet er et norsk allmennaksjeselskap underlagt norsk lovgivning, derunder allmennaksjeloven og verdipapirhandelloven. Selskapet har pr dagen for denne innkallingen utstedt 185.170.592 aksjer. I Selskapets generalforsamling har hver aksje én stemme. Aksjene har også for øvrig like rettigheter. Selskapet eier pr dato for denne innkallingen null (0) egne aksjer.</p>	<p>The Company is a Norwegian public limited liability company governed by Norwegian law, thereunder the Public Limited Liability Companies Act and the Securities Trading Act. As of the date of this calling notice, the Company has issued 185,170,592 shares. In the Company's General Meeting each share has one vote. The shares have equal rights in all respects. As at the date of this calling notice, the Company owns zero (0) treasury shares.</p>
<p>Aksjonærer har rett til å møte på generalforsamlingen, enten personlig eller ved fullmakt, og har videre rett til å uttale seg. Aksjonærer kan også møte med rådgiver som har talerett på generalforsamlingen.</p>	<p>Shareholders are entitled to attend the General Meeting in person or by proxy, and are further entitled to speak at the General Meeting. Shareholders may also be accompanied by an advisor who may speak at the General Meeting.</p>
<p>En aksjeeier har rett til å få behandlet spørsmål på generalforsamlingen. Spørsmålet skal meldes skriftlig til styret innen syv dager før fristen for innkalling til generalforsamling sammen med et forslag til beslutning eller en begrunnelse for at spørsmålet settes på dagsordenen. Har innkallingen allerede funnet sted, skal det foretas en ny innkalling dersom fristen for innkalling til generalforsamling ikke er ute. En aksjeeier har også rett til å fremsette forslag til beslutning.</p>	<p>A shareholder has the right to put matters on the agenda of the general meeting. The matter shall be reported in writing to the Board within seven days prior to the deadline for the notice to the general meeting, along with a proposal to a draft resolution or a justification for the matter having been put on the agenda. In the event that the notice has already taken place, a new notice shall be sent if the deadline has not already expired. A shareholder has in addition a right to put forward a proposal for resolution.</p>
<p>En aksjeeier kan kreve at styremedlemmer og daglig leder på generalforsamlingen gir tilgjengelige opplysninger om forhold som kan innvirke på bedømmelsen av godkjenning av årsregnskapet og årsberetningen, saker som er forelagt aksjeeierne til avgjørelse og Selskapets økonomiske stilling.</p>	<p>A shareholder may require directors and the general manager to furnish in the general meeting all available information about matters that may affect the consideration of the adoption of the annual financial statement and the annual report, any matters that have been submitted to the shareholders for decision and the Company's financial position.</p>
<p>Magseis Fairfield ASA har innført registreringsdato i Selskapets vedtekter, noe som innebærer at det kun er aksjonærer som er registrert i Selskapets aksjebok per 14. mai 2019 som har lov til å delta og stemme på generalforsamlingen. En aksjeeier som har aksjer registrert gjennom en godkjent forvalter etter allmennaksjeloven § 4-10 må derfor omregistrere aksjebeholdningen i eget navn innen fristen i samsvar med reglene i Selskapets vedtekter.</p>	<p>Magseis Fairfield ASA has introduced regulations on a record date in the Company's Articles of Association, which for the purposes of this General Meeting, implies that only shareholders registered in the Company's share register at 14 May 2019 are allowed to participate and vote in the General Meeting. A shareholder with shares registered through a custodian approved pursuant to Section 4-10 of the Norwegian Public Limited Companies Act must therefore re-register the shares in its own name prior to the deadline in accordance with the rules set</p>

<p>Aksjonærer som ønsker å delta i generalforsamlingen, enten ved personlig fremmøte eller ved fullmakt, oppfordres til å gi melding om dette til Selskapets kontofører DNB Bank ASA, Verdipapirservice. Påmelding foretas elektronisk via Selskapets hjemmeside eller via Investortjenester. Alternativt ved at vedlagte blankett <u>Vedlegg D</u> sendes via: e-post: genf@dnb.no (skannet påmelding), Postadresse: DNB Bank ASA, Verdipapirservice, postboks 1600 Sentrum, 0021 Oslo.</p>	<p>out in the Articles of Association.</p> <p>Shareholders wishing to attend the General Meeting, in person or by proxy, are encouraged to give notice of attendance to the Company's registrar, DNB Bank ASA, Verdipapirservice. Notice of attendance may be sent electronically through the Company's website or through VPS Investor Services. Alternatively by sending attached form <u>Enclosure D</u> by e-mail: genf@dnb.no (scanned form), by regular mail to DNB Bank ASA, Registrar's Department, P.O.Box 1600 Sentrum, 0021 Oslo, Norway.</p> <p><i>Please note that the translation into English is for information purposes only and that the Norwegian text shall prevail in case of any inconsistencies.</i></p>
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Lysaker, 30 April 2019.

Charles Warren Davison Jr
Styrets leder / *Chairman of the Board of Directors*
(sign.)

Vedlegg / Enclosure

Enclosure A

MAGSEIS FAIRFIELD ASA – SHARE OPTION PROGRAM AND SHARE INCENTIVE PROGRAM

During 2012 Magseis established a share option program. This program will roll till it is finished, no new awards in 2018. The purpose of the program was to further align the interests of the Company, its subsidiaries and its shareholders by providing incentives in the form of awards to employees to motivate them to contribute materially to the success and profitability of the Company.

The options shall become vested over three years, where 20% of an award shall vest after the first calendar year following the grant date, 30% of an award shall vest after two calendar years following the grant date and 50 % of an award shall vest after three calendar years following the grant date. Vested outstanding options can be exercised at certain periods of exercise determined by the Board of Directors. The options may only be exercised with respect to a whole number of shares. Options must be exercised within the expiry date of the option. Expiry date shall be set four years after the relevant grant date.

The 2018 Annual General Meeting approved replacing the share option program with Restricted Stock Unit (RSU) and Performance Stock Unit (PSU) program.

The Board of Directors believes that stock programs are appropriate incentives for the Executive Management members and key personnel, aligning the interests to the shareholders of the Company and assisting in the retention of key staff.

The share incentive program for RSU shares shall become vested at grant date, PSU shares shall become vested over three years, where 33% of an award shall vest after the first calendar year following the grant date, 33% of an award shall vest after two calendar years following the grant date and 33 % of an award shall vest after three calendar years following the grant date.

In order facilitate the exercise of share options under the option program, the Company proposes an authorization to increase the share capital by up to 10% of the registered share capital by one or several share issues.

Enclosure B

MAGSEIS ASA - STATEMENT OF EXECUTIVE COMPENSATION POLICIES

PART 1: EXECUTIVE COMPENSATION

The Board of Directors has, in accordance with the Public Limited Liability Companies Act § 6-16a, developed policies regarding compensation of the company's top management ("Executive Management"). The objectives of the Executive Management compensation program are, in particular, to (i) attract, motivate, retain and reward the individuals of the Executive Management and (ii) ensure alignment of the Executive Management with the long-term interests of the shareholders. The Company's executive compensation program is intended to be performance driven and is designed to reward the Executive Management for reaching key financial goals and strategic business objectives and enhancing shareholder value. The most important components of Executive Management compensation are as follows: (i) Base Salary; (ii) Cash incentive bonus and (iii) Long-term equity-based incentives.

1. Base Salary

Base salary is typically the primary component of Executive Management compensation and reflects the overall contribution of the executive to the Company. The base salary is determined based on a range of factors, including: (i) scope of work and responsibilities; (ii) competitive pay practices; (iii) background, training and experience of the executive; and (iv) past performance of the executive at the Company. Adjustments to base salary are ordinarily reviewed every 12 months or longer by the Board.

2. Variable Salary

The Company has established a cash incentive bonus program for all staff and an incentive share program including RSUs and PSUs for management. Any incentives to be paid and the level thereof is at the Board's sole discretion. The Board may also elect to require the employees to use any bonus to purchase shares in the company. For the calendar year of 2018, the Extraordinary General Meeting and the Board have approved a full bonus payment.

3. Severance Payment Arrangements

The existing employment agreements for the members of the Executive Management do not include provisions with respect to severance payments. Severance payment arrangements, if any, will therefore be based on negotiations between the Company and the relevant member of the Executive Management on a case-by-case basis. The exception to this is the employment agreement of the Chief Executive Officer which includes provisions of severance payments. If the Company terminates the employment agreement, the CEO is entitled to a severance pay equivalent to twelve months basic salary calculated from the end of the notice period of six months.

4. Pension

Members of Executive Management participate in the ordinary pension programs available for all employees of Company.

PART 2: SHARE-BASED INCENTIVES

1. Existing share option program

The Company has currently a share option incentive program that entitles key management personnel, senior employees and some members of the Board of Directors to purchase shares in the Company. The share option program was approved by the Annual General Meeting of 2012 and supplemented and extended by the Annual General Meetings in 2013, 2014, 2015, 2016 and 2017. The maximum number of options that could be granted pursuant to the resolutions by the Annual General Meeting of 2017 was 1 120 000.

Following the 9 May 2016 AGM and options granted after this date are exercisable at the volume weighted average price over the 60 days prior to grant + a 10% premium. All options are equity settled. The options shall become vested over three years, where 20 % of an award shall vest after the first calendar year following the grant date, 30 % of an award shall vest after two calendar years following the grant date and 50 % of an award shall vest after three calendar years following the grant date. Vested outstanding options can be exercised at certain periods of exercise determined by the Board of Directors. The options may only be exercised with respect to a whole number of shares. As at the date of the notice to the 2019 Annual General Meeting there were a total of 525 000 options outstanding, of which 323 200 were exercisable. The 2018 Annual General Meeting approved replacing the share option program with Restricted Stock Unit (RSU) and Performance Stock Unit (PSU) program and already granted options will be fulfilled and followed through, but no new grants will be awarded.

2. Share program

The Board of Directors believes that stock programs are appropriate incentives for the Executive Management members and key personnel, aligning the interests to the shareholders of the Company and assisting in the retention of key staff. The 2018 Annual General Meeting approved replacing the share option program with Restricted Stock Unit (RSU) and Performance Stock Unit (PSU) program. The already granted option will be fulfilled and followed through.

PART 3: 2018 COMPLIANCE

During 2018, no deviations from the share-based incentive program as approved by the 2012 Annual General Meeting and since amended by the 2016 Annual General Meeting were made in respect to the Executive Management members. There was no dilutive effect through the share-based incentive program as none of the share options were exercised through equity raise. The Company recognised a share-based payment expense of USD -40 thousand in the 2018 Fiscal year in relations to share options issued.

Enclosure C

NOMINATION COMMITTEE PROPOSAL AND RECOMMENDATION

To: Shareholders of Magseis Fairfield ASA

From: The Nomination Committee of Magseis ASA,

Roar Bekker (Chairman)

Anders Farestveit and Anthony Dowd (replaced Jon Hille-Walle December, 2018)

Date: 30 April 2019

Subject: Recommendation and Nominations to the Board of Magseis ASA

The members of the nomination committee (the Committee) are selected to take into account the interests of all shareholders in Magseis Fairfield ASA (Company). The committee does not include any of the company's executive personnel.

The Committee was elected at the Annual General Meeting in 2018. Following the announcement of the acquisition by Magseis ASA of Fairfield Seismic Technologies, Jon Hille-Walle resigned from the Nomination Committee and was replaced by Anthony Dowd, President & CEO of Fairfield Maxwell.

The committee have sought the views of shareholders and been open to shareholders making suggestions on nominations.

According to the Code of Practice for Corporate Governance, the committee has evaluated the need for changes in the Board's and Committee's composition. The review has emphasised the need for the Board composition to reflect a range of experience, knowledge and qualifications.

Following the acquisition of Fairfield Seismic Technologies, the Company's global position and footprint has changed considerably. Magseis Fairfield is today the industry leader in Ocean Bottom seismic node (OBN) technology. Combining the resources, technologies and expertise of Magseis and Fairfield Seismic Technologies has created the industry's most advanced and largest ocean OBN operator.

Magseis Fairfield is headquartered in Oslo, Norway and has offices in Sweden, USA, UK, Brazil and Singapore. The work of the Nomination Committee has focused on seeking Board candidates who will bring experience and qualifications required for Magseis Fairfield to reach its ambitious goals and vision as a Norwegian based market leader in the OBN seismic business segment.

In order to complement and strengthen the existing Board the Committee has nominated Board candidates who have recognized experience with publicly held, well-managed and accountable companies known for excellence in operating performance, public disclosure, client service and foreign government dealings. Several of the candidates have a deep understanding of the oilfield services industry and the process of selling and marketing to international oil producers in key markets for Magseis Fairfield worldwide. To strengthen the financial experience profile of the Board, the Committee has searched for candidates who has a proven track record in delivering shareholder value, business acumen and demonstrated ability to manage technology commercialization challenges in highly commoditized industry segments.

Candidates have been selected based familiarity with the establishment of corporate strategies, operating policies, financial and political risk assessment, mergers and acquisitions as well as interaction with financial institutions, investors and shareholders. Previous public company Board of Director experience and general knowledge of related governance rules and regulations have important considerations during the nomination process.

With regards to Magseis Fairfield ASA's Annual General Meeting in 2019 the nomination committee unanimously proposes the following:

The Nomination Committee's recommendation for the Board of Directors

The company's board consists currently of up to 7 members, pursuant to the further decision by the general meeting, whereof up to two directors can be representatives for the employees. The present board of Magseis Fairfield ASA consists of Chuck Davison (Chairman), Bettina Bachmann, Edvin Endresen, Gro Gunleiksrud Haatvedt and Jan Gateman.

Gro Guleiksrud Haatvedt has informed the Nomination Committee of her intent to resign from the Board.

The Nomination Committee has evaluated the need for the Company Board to be extended by an additional two independently elected members. According to the Norwegian Law of Shareholder Companies the employees in Magseis Fairfield ASA will have opportunity to elect up to three members to the Board as employee representatives. The Committee believes that extending the Board will allow Magseis Fairfield to complement and substantially strengthen the current Board with competency and experience required to position the Company for the long term.

The Nomination Committee has unanimously proposed the following new members to the Board of Magseis Fairfield ASA:

- Wenche Kjøllås (New) for two years to AGM 2021
- Angela Durkin (New) for one year to AGM 2020
- Luis Araujo (New) for two years to AGM 2021

A brief resume of the new Board members is provided below

Remuneration for the Board of Directors

The Committee has reviewed the remuneration paid to the Board, and proposes the following for the period from the 2019 AGM to the 2020 AGM:

The Nomination Committee recommends the following annual remuneration:

- NOK 550,000 for each director.
- NOK 850,000 for the Chairman.

The proposal reflects an increase from previous periods due to 1) the acquisition of Fairfield Seismic Technology which positions the Company as a global market leader in the fast growing seabed seismic segment, 2) the need to align the Board compensation with the Company's peer group in order to attract the best international and national Board talent and 3) requirement of the Board's responsibilities, competence, the use of time and the complexity of the business. The proposed remuneration of the Chairman is higher than the director's fees due to the additional workload implicit in the position as Chairman.

The Nomination committee proposes that board compensation for elected employee board members to be NOK 100,000.

Remuneration for the Board Committee assignments

According to the Code of Practice for Corporate Governance, the Company has established working committees elected from members of the board of Directors.

The Board expects to have three working committees for the following areas: Audit & Risk, Financing & Strategy, Compensation & Talent. The Financing & Strategy Committee and the Compensation & Talent Committees are new Committees which are expected to be established during 2019.

The Nomination Committee recommends remuneration of NOK 75,000 annually for the directors and NOK 150,000 for the Chairman.

The Nomination Committee's recommendation for the Nomination Committee

The Nomination Committee is recommending that investors consider voting for the following nominated members:

- Roar Bekker (Chairman) to AGM 2020
- Anthony Dowd to AGM 2020
- Anders Farestveit to AGM 2020

Remuneration for the Nomination Committee

It is proposed that the annual remuneration for the Nomination Committee Chairman is NOK 50,000 and for the Committee members NOK 30,000

Brief presentation of new Board candidate

Luis Araujo

Luis Araujo was named CEO in July 2014 after joining Aker Solutions in 2011 as president for the company's Brazilian operations. The Brazilian has more than 30 years of oil and gas industry experience, including senior posts in GE, Wellstream, ABB and FMC Technologies. He has a BEng in mechanical engineering from Gama Filho University in Brazil and an MBA from the University of Edinburgh in Scotland and currently resides in Oslo, Norway.

Angela Durkin

Angela Durkin started her career in 1996 at Baker Hughes, working as a MWD Operator. She has held various international positions in drilling, operations and sales, as well as support functions such as Business Development Manager, Country Manager for Denmark, and Vice President for Operations and Technical Support. Her last role at Baker Hughes was Corporate Vice President for Health, Safety and Environment. Angela joined Maersk Drilling in May 2015 as Senior Vice President and Chief Operating Officer, taking charge of all global rig operations including drillships, semi-submersibles and jack-up rigs located around the world. Angela holds a Master's degree in electrical engineering from the Technical University in Braunschweig, Germany and currently resides in Copenhagen, Denmark.

Wenche Kjølås

Wenche Kjølås has an MBA degree from the Norwegian School of Economics and Business Administration (NHH) in Bergen. She has been Executive Director of Grieg Maturitas AS since 2009. Her previous position was CFO of Grieg Logistics AS for three years. Kjølås' past experience includes CFO of Kavli Holding AS, CEO of O. Kavli AS, business manager of Hakon Group AS in Bergen and manager and management consultant of Touche Ross. Kjølås has been board member of PGS ASA, Cermaq ASA, Selvaag Bolig ASA and DOF ASA. She was Chair of Flytoget until 2017, and she has also been a member of the general assembly of Sparebankstiftelsen DnBNor. Kjølås is Chair of Keolis Norge. She has been a member of the board of Grieg Seafood ASA since May 2009, and she is also a part of Grieg Seafood's audit committee.

Kjølås is a Norwegian citizen and resides in Bergen, Norway.

Enclosure D

Registreringskjema og fullmaktsskjema / Registration form and form of power of attorney

Ref.nr.:

Pinkode:

Innkalling til ordinær generalforsamling

Ordinær generalforsamling i Magseis Fairfield avholdes 22. mai 2019 kl. 10.00 på adresse: Strandveien 50, 1366 Lysaker, Norge

Vedtektsfestet registreringsdato (eierregisterdato): 14. mai 2019**Vedtektsfestet påmeldingsfrist: 20. mai 2019**

Du kan forhåndsstemme på denne generalforsamlingen. Frist for registrering av forhåndsstemmer er 20. mai 2019 kl. 17.00. Forhåndsstemmer kan kun foretas elektronisk via selskapets hjemmeside www.magseis.com, eller via VPS Investortjenester.

Påmelding

Undertegnede vil delta på ordinær generalforsamling den 2019 og avgi stemme for:

_____ egne aksjer

Påmelding foretas elektronisk via selskapets hjemmeside www.magseis.com eller via Investortjenester.

For påmelding via selskapets hjemmeside, må overnevnte pin og referansenummer oppgis.

Alternativt via Investortjenester hvor man ikke trenger pin og referansenummer.

Får du ikke registeret dette elektronisk kan du signere og sende inn denne blanketten til genf@dnb.no, eller per post til DNB Bank ASA, Verdipapirservice, Postboks 1600 Sentrum, 0021 Oslo. Påmelding må være mottatt senest **20.mai 2019 kl. 17.00**.

Dersom aksjeeier er et foretak, oppgi navn på personen som vil møte for foretaket: _____

Sted	Dato	Aksjeeiers underskrift
------	------	------------------------

Fullmakt uten stemmeinstruks for ordinær generalforsamling i Magseis Fairfield ASA.

Dersom du selv ikke kan møte på generalforsamling, kan du gi fullmakt til en annen person.

Ref.nr.:

Pinkode:

Fullmakt gis elektronisk via selskapets hjemmeside www.magseis.com eller via Investortjenester.

For fullmakt via selskapets hjemmeside, må overnevnte pin og referansenummer oppgis.

Alternativt via Investortjenester hvor man ikke trenger pin og referansenummer.

Får du ikke registeret dette elektronisk kan du signere og sende inn denne blanketten til genf@dnb.no, eller per post til DNB Bank ASA, Verdipapirservice, Postboks 1600 Sentrum, 0021 Oslo.

Om det ikke oppgis navn på fullmektigen, vil fullmakten anses gitt styrets leder, eller den han eller hun bemyndiger.

Fullmakten må være mottatt senest **20. mai 2019 kl. 17.00**.

Undertegnede: _____

gir herved (sett kryss)

Styrets leder (eller den han eller hun bemyndiger), eller

(fullmektigens navn med blokkbokstaver)

fullmakt til å møte og avgi stemme på **ekstraordinær** generalforsamling 22. mai 2019 i Magseis Fairfield ASA for mine/våre aksjer.

Sted	Dato	Aksjeeiers underskrift (Undertegnes kun ved fullmakt)
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Angående møte- og stemmerett vises til Allmennaksjeloven, især lovens kapittel 5. Dersom aksjeeier er et selskap, skal firmaattest vedlegges fullmakten.

Fullmakt med stemmeinstruks for ordinær generalforsamling i Magseis Fairfield ASA.

Dersom du ikke selv kan møte på generalforsamling, kan du benytte dette fullmaktsskjemaet for å gi stemmeinstruks til styrets leder eller den han eller hun bemyndiger.

Fullmakter med stemmeinstruks kan kun registreres av DNB, og sendes til genf@dnb.no (skannet blankett), eller post til DNB Bank ASA, Verdipapirservice, Postboks 1600 Sentrum, 0021 Oslo. Blanketten må være mottatt senest 20. mai 2019 kl. 17.00.

Blanketten må være datert og signert.

Undertegnede: _____

Ref.nr.:

gir herved styrets leder (eller den han eller hun bemyndiger) fullmakt til å møte og avgi stemme på **ordinær** generalforsamling 22.mai 2019 i Magseis Fairfield ASA for mine/våre aksjer.

Stemmegivningen skal skje i henhold til instruksjon nedenfor. Dersom det ikke krysses av i rubrikken, vil dette anses som en instruks om å stemme i tråd med styrets og valgkomitéens anbefalinger. Dersom det blir fremmet forslag i tillegg til, eller som erstatning for forslaget i innkallingen, avgjør fullmektigen stemmegivningen. Dersom det er tvil om forståelsen av instruksjonen, vil fullmektigen kunne avstå fra å stemme.

Agenda ordinær generalforsamling 2019	For	Mot	Av stå
1. ÅPNING VED STYRETS LEDER			Ingen avstemning
2. VALG AV MØTELEDER OG EN PERSON TIL Å UNDERTEGNE PROTOKOLLEN SAMMEN MED MØTELEDER	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. GODKJENNELSE AV INNKALLING OG DAGSORDEN	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. GODKJENNELSE AV ÅRSREGNSKAPET OG ÅRSBERETNINGEN FOR 2018	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. GODKJENNELSE AV REVISORS HONORAR FOR 2018	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. REDEGJØRELSE FOR EIERSTYRING OG SELSKAPSLEDELSE			Ingen avstemning
7. GODKJENNELSE AV GODTGJØRELSE TIL STYREMEDLEMMENE, REVISJONSUTVALGET OG KOMPENSASJONSUTVALGET	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. FASTSETTELSE AV GODTGJØRELSE TIL MEDLEMMENE AV VALGKOMITEEN	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. AKSJEBASERT OPSJONSPROGRAM	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10.1 FULLMAKT VEDRØRENDE OPSJONSPROGRAM	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10.2 FULLMAKT TIL Å UTSTEDE AKSJER	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11.1 STYRETS REDEGJØRELSE OM «EXECUTIVE COMPENSATION» TAS TIL ETTERRETNING	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11.2 STYRETS REDEGJØRELSE OM «SHARE-BASED INCENTIVES» TAS TIL ETTERRETNING	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12.1 VALG AV WENCHE KJØLÅS TIL STYRET	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12.2 VALG AV ANGELA DURKIN TIL STYRET	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12.3 VALG AV LUIS ARAUJO TIL STYRET	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. FORSLAG OM ENDRING AV SELSKAPETS VEDTEKTER	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. AVSLUTNING			Ingen avstemning

Sted _____ Dato _____ Aksjeeiers underskrift
(Undertegnes kun ved fullmakt med stemmeinstruks)

Angående møte- og stemmerett vises til Allmennaksjeloven, især lovens kapittel 5. Dersom aksjeeier er et selskap, skal firmaattest vedlegges fullmakten.

DNB gjør oppmerksom på at skjema som sendes til oss per e-post vil være usikret, med mindre avsender selv sørger for å sikre e-posten. Vi gjør oppmerksom på at skjemaet kan inneholde sensitiv informasjon, og anbefaler at online løsning benyttes, eller at skjemaet sendes i sikret e-post til oss.

Ref no:

PIN code:

Notice of Annual General Meeting

Meeting in Magseis Fairfield ASA will be held on 22 May 2019 at 10.00 a.m. Address: Strandveien 50, 1366 Lysaker, Norway

Record Date (Share register): 14 May 2019

Registration Deadline according to bylaws: 20 May 2019

The company accepts votes in advance for this Meeting. Registration Deadline for advance votes: 20 May 2019 at 5.00 pm. Advance votes may only be executed electronically, through the Company's website www.magseis.com or via VPS Investor Services.

Notice of attendance

The Undersigned will attend the Annual General Meeting on the 22 May 2019 and cast votes for:

_____ own shares.

Notice of attendance should be registered electronically through the Company's website www.magseis.com or via VPS Investor Services.

For notification of attendance through the Company's website, the above mentioned pin code and reference number must be stated.

Alternatively through VPS Investor service where pin code and reference number is not needed.

If you are not able to register this electronically, you may send by E-mail to genf@dnb.no, or by regular Mail to DNB Bank ASA, Registrars Department, P.O.Box 1600 Centrum, 0021 Oslo, Norway. The notice of attendance must be received no later than 20 May 2019 at 5.00 pm.

If the shareholder is a Company, please state the name of the individual who will be representing the Company: _____

Place	Date	Shareholder's signature
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Proxy without voting instructions for Annual General Meeting of Magseis Fairfield ASA

If you are unable to attend the meeting, you may grant proxy to another individual.

Ref no:

PIN code:

Proxy should be submitted electronically through the Company's website www.magseis.com or via VPS Investor Services.

For granting proxy through the Company's website, the above mentioned pin code and reference number must be stated.

Alternatively through VPS Investor service where pin code and reference number is not needed.

If you are not able to register this electronically, you may send by E-mail to genf@dnb.no, or by regular Mail to DNB Bank ASA, Registrars Department, P.O.Box 1600 Centrum, 0021 Oslo, Norway.

If you send the proxy without naming the proxy holder, the proxy will be given to the Chair of the Board of Directors or an individual authorised by him or her.

This proxy must be received no later than 20 May 2019 at 5:00 pm.

The undersigned: _____

hereby grants (tick one of the two)

the Chair of the Board of Directors (or a person authorised by him or her), or

(Name of proxy holder in capital letters)

proxy to attend and vote for my/our shares at the Annual General Meeting of Magseis Fairfield on 22 May 2019.

Place	Date	Shareholder's signature (Only for granting proxy)
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With regards to your right to attend and vote, reference is made to the Norwegian Public Limited Liability Companies Act, in particular Chapter 5. If the shareholder is a Company, the Company's Certificate of Registration must be attached to the proxy.

Proxy with voting instructions

If you are unable to attend the Annual General Meeting in person, you may use this proxy form to give voting instructions to Chair of the Board of Directors or the person authorised by him or her.

Proxies with voting instructions can only be registered by DNB, and must be sent to genf@dnb.no (scanned form) or by regular Mail to DNB Bank ASA, Registrars' Department, P.O.Box 1600 Centrum, 0021 Oslo, Norway.

The form must be received by DNB Bank ASA, Registrars' Department no later than 20 May 2019 at 5.00 pm.

Proxies with voting instructions must be dated and signed in order to be valid.

The undersigned: _____

Ref no:

hereby grants the Chair of the Board of Directors (or the person authorised by him or her) proxy to attend and vote for my/our shares at the Annual General Meeting of Magseis Fairfield on 22 May 2019.

The votes shall be exercised in accordance to the instructions below. If the sections for voting are left blank, this will be counted as an instruction to vote in accordance with the Board's and Nomination Committee's recommendations. However, if any motions are made from the attendees in addition to or in replacement of the proposals in the Notice, the proxy holder may vote at his or her discretion. If there is any doubt as to how the instructions should be understood, the proxy holder may abstain from voting.

Agenda for the Annual General Meeting 2019	For	Against	Abstention
1. OPENING BY THE CHAIRMAN OF THE BOARD		No voting	
2. ELECTION OF PERSON TO CHAIR THE MEETING ELECTION OF A PERSON TO CO-SIGN THE MINUTES OF MEETING TOGETHER WITH THE CHAIRPERSON	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. APPROVAL OF THE CALLING NOTICE AND THE AGENDA	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. APPROVAL OF THE FINANCIAL STATEMENTS AND ANNUAL REPORT FOR 2018	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. APPROVAL OF THE AUDITOR'S FEE FOR 2018	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. CORPORATE GOVERNANCE STATEMENT		No voting	
7. APPROVAL OF REMUNERATION TO BOARD MEMBERS, MEMBERS OF THE AUDIT COMMITTEE AND MEMBERS OF THE REMUNARTION COMMITTEE	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. APPROVAL OF REMUNERATION TO THE MEMBERS OF THE NOMINATION COMMITTEE	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. SHARE BASED OPTION PROGRAM	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10.1 AUTHORIZATION REGARDING OPTION PROGRAM	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10.2 AUTHORIZATION TO ISSUE SHARES	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11.1 STATEMENT FROM THE BOARD REGARDING "EXECUTIVE COMPENSATION" IS TAKEN INTO CONSIDERATION	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11.2 STATEMENT FROM THE BOARD REGARDING "SHARE-BASED INCENTIVES" IS TAKEN INTO CONSIDERATION	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12.1 ELECTION OF WENCHE KJØLÅS TO THE BOARD	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12.2 ELECTION OF ANGELA DURKIN TO THE BOARD	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12.3 ELECTION OF LUIS ARAUJO TO THE BOARD	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. PROPOSAL FOR AMENDMENT OF THE COMPANYS ARTICLES	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. CLOSING		No voting	

Place

Date

Shareholder's signature (Only for granting proxy with voting instructions)

With regards to your right to attend and vote, reference is made to the Norwegian Public Limited Liability Companies Act, in particular Chapter 5. If the shareholder is a Company, the Company's Certificate of Registration must be attached to the proxy.