

NOTICE OF EXTRAORDINARY GENERAL MEETING OF AGASTI HOLDING ASA

Following Perestroika AS' request pursuant to section 5-7 (2) of the Norwegian Securities Trading Act, the Shareholders of Agasti Holding ASA are hereby invited to an extraordinary general meeting on Wednesday 19 November 2014 at 1:00 pm at the company's premises at **Bolette brygge 1, Oslo, Norway**. This notice and attached documents are also accessible on the company's homepage, www.agasti.no/en.

Items on the agenda:

- 1. Opening of the extraordinary general meeting by solicitor Atle Degré**
- 2. Registration of attending shareholders**
- 3. Election of person to chair the meeting**
The Board proposes solicitor Atle Degré to chair the meeting.
- 4. Approval of notice and agenda**
- 5. Election of a person to co-sign the minutes together with the chairman of the meeting**
A person to co-sign the minutes with the chairman of the meeting will be proposed at the general meeting.
- 6. Election of the Board of Directors**
The Board of Agasti Holding ASA currently comprises the following members:
 - John Høsteland, Chairman
 - Jon E. Bjørstad, Deputy Chairman
 - Beatriz Malo de Molina, Member
 - Ellen Hanetho, Member
 - Erling Meinich-Bache, Member
 - Kristin Louise Abrahamsen Wilhelmsen, Member
 - Trond Vernegg, Member

The reason for Perestroika AS' request for an extraordinary general meeting is that they want their new CFO Paal Victor Minne to join the Board of Directors to replace Jon E. Bjørstad. Bjørstad was elected at the Annual General Meeting on 18 June 2014 for a period of two years upon Perestroika AS' suggestion. This will be the only change in the composition. The request has been submitted to the nomination committee. The nomination committee has no objections to the amendment.

Paal Victor Minne, born in 1965, graduated from Norwegian School of Economics as Master in Business and Economics, specialising in financial management and financing. He also has attended various courses in corporate finance at the Amsterdam Institute of Finance. Minne has been newly appointed CFO at Perestroika AS and has until now led Nordea's shipping activities in Bergen. He has previously been responsible for the bank's shipping business in Asia, and has previously held position as Vice President of DVB Bank AG with responsibility for shipping in the Oslo region, including a period in Singapore for the implementation of major financing projects. He has also worked as Assistant General Manager at DNB New York with responsibility for ship owners and offshore clients.

Minne holds no shares, options or warrants, but has a business relationship with Perestroika AS, which is Agasti Holding ASA's largest shareholder.

Proposed resolution:

"Paal Victor Minne is elected as a member of the Board of Directors for a single term until the Annual General Meeting in 2016, replacing Jon E. Bjørstad who simultaneously resigns from the Board."

7. Election of the nomination committee

The Board also proposes the election of a member of the nomination committee.

Agasti Holding ASA currently has the following nomination committee:

- Ove Steinar Larsen, Chairman
- Truls Foss, Member

The nomination committee's third member, Eirik Iversen resigned on 9 October 2014. The election committee's proposal for new member of the nomination committee is not available at the time for the printing of this notice, but will be made available on the company's website www.agasti.no/en and on the website of Oslo Stock Exchange www.oslobors.no as soon as it is available, and in any case prior to the general meeting.

No further business is proposed for consideration.

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Shareholders' rights, votes and the right to vote

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

Each and every shareholder has the right to participate and vote at the company's general meeting for the shares the shareholder is listed with in the shareholder register as of 12 November 2014, the fifth workday prior to the general meeting, cf. the articles of association § 8.

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

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

Registration and proxy

This notice along is sent to shareholders by post together with attendance slip and proxy.

Shareholders wishing to participate in the general meeting must notify Agasti Holding ASA by no later than Monday 17 November 2014, by sending in the enclosed attendance slip. Attached as **appendix 1** is the attendance slip that shareholders that want to attend the general meeting are requested to use.

Shareholders not registered by the deadline may be denied entry, cf. the articles of association § 8. Shareholders can also be present by proxy. Written notification on the latter should be sent to Agasti Holding ASA by no later than Monday 17 November 2014. Attached as **appendix 2** is a proxy form that shareholders that want to be represented by proxy are requested to use.

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Oslo, 27 November 2014
On behalf of the Board of Directors

John Høsteland
Chairman of the Board of Directors

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

ATTENDANCE SLIP

The undersigned will attend the extraordinary general meeting in Agasti Holding ASA on 19 November 2014 at 1:00 PM and vote for:

_____ personal shares
(number)

and

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

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

_____, _____ 2014
(place) (date)

(signature)

(name in capitalized letters)

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

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

PROXY

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

The undersigned herewith authorizes to attend and vote at the general meeting on 19 November 2014 for all of my/our shares in Agasti Holding ASA to:

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

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

Items	In favor	Against	Absention
1. Opening of the extraordinary general meeting (no voting)	-----	-----	-----
2. Registration of attending shareholders (no voting)	-----	-----	-----
3. Election of person to chair the meeting			
4. Approval of notice and agenda			
5. Election of a person to co-sign the minutes together with the chairman of the meeting			
6. Election of the Board of Directors			
7. Election of the the nomination committee			

_____, _____ 2014
 (place) (date)

 (signature)

 (name in capitalized letters)