

NOTICE OF EXTRAORDINARY GENERAL MEETING OF AGASTI HOLDING ASA (UNDER LIQUIDATION)

The shareholders of Agasti Holding ASA (under liquidation) (the "**Company**") are hereby invited to an extraordinary general meeting on 19 September 2016 at 3 PM at Høyres Hus, Stortingsgaten 20, Oslo.

Items on the agenda:

- 1. Opening of the extraordinary general meeting by the chairman of the Board of Directors, Kathryn Moore Baker**
- 2. Registration of attending shareholders**
- 3. Election of person to chair the meeting**
- 4. Approval of notice and agenda**

- 5. Election of 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. Proposed distribution of extraordinary dividend based on an audited interim balance sheet**

The sale of significant assets of the Company's business to Audrey Management Holdings S.á.r.l., a company controlled by Blackstone L.P., for NOK 215 million, was approved by the extraordinary general meeting on 22 August 2016 (the "**Transaction**"). As stated in the stock exchange notice dated 17 August 2016 it will be proposed that the purchase price after deducting transaction costs and costs associated with liquidation of the Company's remaining business be paid to the Company's shareholders as dividend and capital reduction as resolved by the general meeting 22 August 2016.

The Company has prepared an interim balance sheet per 22 August 2016 which has been approved by the Board of Directors and audited by the Company's auditor in accordance with Section 8-2 a of the Norwegian Public Limited Liability Companies Act ("**NPLCA**"). The Company's interim balance sheet per 22 August 2016, including the auditor's report, is available at the Company's website www.agasti.no.

Following the distribution of the extraordinary dividend, the Company will, based on the interim balance sheet dated 22 August 2016, have sufficient net assets to cover the Company's share capital and other restricted equity, ref. the NPLCA Sections 3-2 and 3-3. To the extent there is capacity, the dividend shall be charged towards the company's paid in capital.

Fiscal dividend is included in the individual shareholders' income. Such dividend shall be recalculated with a factor of 1.15. Ordinary income is taxable (for 2016) at a flat rate of 25 %. The effective tax rate on dividend is 28.75 %, with a potential reduction for a tax free interest element (NO: skjerming) in accordance with statutory tax legislation.

For shareholders included in the exemption method as a subject ("company shareholder") 3 % of the fiscal dividend is included in taxable income.

The capital reduction is subject to the tax rules concerning dividend as mentioned above to the extent it is not a repayment of paid in capital, while liquidation of the company is subject to the tax rules concerning taxable realisation. By liquidation, the personal shareholders are taxable for any gain/a loss deducted with the same flat rate as for dividend. Gain is not taxable and loss is not deductible for the shareholders that are included in the exemption method.

Foreign shareholders may be subject to withholding tax on dividend in Norway by up to 25 %.

The shareholders are requested to clarify the tax implication the proposed procedure might have with their tax advisors.

The Board of Directors proposes that the general meeting resolves as follows:

The general meeting approved the interim balance sheet dated 22 August 2016, and resolved in accordance with the proposal from the Board of Directors to distribute an extraordinary dividend of NOK 156 034 993.4 on the basis of the approved interim balance sheet.

This implies a distribution of dividend of NOK 0.53 per share that each shareholder in Agasti Holding ASA (under liquidation) owns per 19 September 2016. To the extent there is capacity, the dividend shall be charged towards the company's paid in capital. The completion of the resolution to distribute dividend is conditional upon payment for sold assets under the Transaction and delivery of such have taken place.

7. Proposed de-listing of the Company's shares from Oslo Børs

As a result of the Company is under liquidation, the board therefore no longer deem it suitable that the Company's shares is listed on Oslo Børs.

The Board of Directors proposes that the general meeting resolves as follows:

The Company shall apply for a de-listing of its shares from Oslo Børs. The general meeting authorises the board to prepare and submit the application, and to perform all other actions necessary to complete de-listing.

Oslo, 24 August 2016

for the Board of Directors in Agasti Holding ASA (under liquidation)

Kathryn Moore Baker
Chairman of the Board of Directors

Appendices:

1. Information on shareholders' right, votes and the right to vote
2. Notice of Attendance
3. Proxy

Appendix 1: Shareholder's right, votes and the right to vote

At the time of this notice the Company has issued a total of 294,405,648 shares, and each share has one vote.

Each and every shareholder has the right to participate and vote at the company's general meeting for shares the shareholder is listed with in the shareholder register as of 12 September 2016, the fifth business day prior to the general meeting, cf. the articles of association section 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 of Directors 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 of Directors' 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 is sent to all shareholders by post together with the notice of attendance and proxy form. All other Appendices and the Articles of Association of the Company are available at the Company's website www.agasti.no.

Shareholders who wish to receive these by mail may contact the Company's account manager by phone +47 22 01 34 62 or by e-mail to nis@nordea.com.

Shareholders wishing to participate in the extraordinary general meeting must notify Agasti Holding ASA (under liquidation) by no later than 14 September 2016 at 23.59 PM. Attached as Appendix 2 is the notice of attendance that shareholders that want to attend the extraordinary 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 (under liquidation) by no later than 14 September 2016 at 23.59 PM. Attached as Appendix 3 is a proxy that shareholders that want to be represented by proxy are requested to use.

Shareholders may also register to attend using the Company's website www.agasti.no.

Appendix 2 (Notice of Attendance):

Nordea Bank Norge ASA
Securities Services - Issuer Services
Essendropsgt. 7
Postboks 1166 Sentrum, N-0107 OSLO

E mail: nis@nordea.com
Fax: +47 22 36 97 03

Notice of Attendance

The undersigned will attend the extraordinary general meeting in Agasti Holding ASA (under liquidation) on 19 September 2016 at 3 PM and vote for:

_____ own shares
(number)

and

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

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

_____, _____ 2016
(place) (date)

(shareholder's signature)

(name in capitalized letters)

A proxy to meet and to vote for others shall be sent to the Company in copy and presented in original at the general meeting.

Appendix 3 (Proxy):

Nordea Bank Norge ASA
 Securities Services - Issuer Services
 Essendropsgt. 7
 Postboks 1166 Sentrum, N-0107 OSLO

E mail: nis@nordea.com
 Fax: +47 22 36 97 03

Proxy

If you are unable to attend the annual 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 extraordinary general meeting on 19 September 2016 for all of my/our shares in Agasti Holding ASA (under liquidation) to:

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

Voting by proxy given to the chairman of the Board of Directors 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.

Punkt	In favor	Against	Abstain
1. Opening of the extraordinary general meeting by the chairman of the Board of Directors, Kathryn Moore Baker (no voting)	---	---	---
2. Registration of attending shareholders (no voting)	---	---	---
3. Election of person to chair the meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Approval of notice and agenda	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Election of person to co-sign the minutes together with the chairman of the meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Proposed distribution of extraordinary dividend based on an audited interim balance sheet	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Proposed de-listing of the Company's shares from Oslo Børs	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

_____, _____ 2016
 (place) (date)

 (shareholder's signature)

 (name in capitalized letters)