

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

Reference is made to stock exchange notice published on 19 October 2016 where it is disclosed that Intelco Concept AS ("**Intelco**") has become the owner of 33.33% of the shares of Agasti Holding ASA (under liquidation) (the "**Company**"), including information regarding Intelco's stated aim to acquire Hiddn Security AS and continue the Company's listing. In connection with this, the liquidation board of the Company has received a request from Intelco to call an extraordinary general meeting to resolve the items under this notice, save for item 8.

It is hereby called for an extraordinary general meeting of the Company on 14 November 2016 at 15.30 in the offices of Wikborg Rein & Co Advokatfirma DA, Kronprinsesse Märthas pl. 1, 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. Reversion of the resolution regarding liquidation**

The Company was resolved liquidated on extraordinary general meeting 22 August 2016. In connection with Intelco's proposal to continue on the Companys' listing, Intelco has proposed that the resolution regarding liquidation is reversed.

Intelco proposes that the general meeting resolves as follows:

Resolution regarding liquidation resolved on extraordinary general meeting on 22 August 2016 is reversed.

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

The Company resolved on 19 September 2016 that the Company shall apply for a de-listing of its shares from Oslo Børs. The board was also authorised to prepare and submit the application, and to perform all other actions necessary to complete the de-listing.

Intelco has proposed to reverse the resolution regarding de-listing.

Intelco proposes that the general meeting resolves as follows:

The resolution to de-list the Company's shares from Oslo Børs resolved on extraordinary general meeting on 19 September 2016 is reversed.

8. Approval of the board of directors' remuneration, the nomination committee's remuneration and remainder board committees

Please refer to the recommendations of the nomination committee regarding remuneration of board of directors, members of the nomination committee and remainder board committees which is attached to this notice as **Appendix 4**.

9. Election of new board

Conditional upon item 6 and 7 in this notice being approved by the general meeting and in order to facilitate Intelco's plans to continue the Company's listening, Intelco proposes that the liquidation board resigns. At the time of this notice, there are no proposal from the nomination committee for a new board, but such proposal will be presented no later than at the time of the extraordinary general meeting.

If item 6 and 7 to this notice is not resolved, the liquidation board will call an new general meeting for the approval of the liquidation proceeds and completion of the liquidation. In the event of a liquidation, it cannot be assumed that there are remaining net values in the Company that will involve a distribution of additional funds of significance to the Company's shareholders.

10. New company name. Amendment of the Company's articles of association

Intelco has proposed to change the company name.

Intelco proposes that the general meeting resolves as follows:

The Company's name is changed to Atech ASA. The Company's name in the articles of association § 1 is amended accordingly.

Oslo, 24 October 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

4. The nomination committee's recommendation of remuneration to the board of directors, the nomination committee and remainder board committee.

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 7 November 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 9 November 2016 at 23.59. 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 9 November 2016 at 23.59. 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 14 November 2016 at 15.30 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 14 November 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. If it is ticked off for "in favour" or "against" under item 9 below, this will be deemed to be an instruction to vote "in favour" or "against" the board that the nomination committee recommends at any time. 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. Reversion of the resolution regarding liquidation | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. Reversion of the de-listing of the Company's shares from Oslo Børs | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 8. Approval of the board of directors' remuneration, the nomination committee's remuneration and remainder board committees | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 9. Election of new board | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 10. New company name. Amendment of the Company's articles of association | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Appendix 4

Recommendation to the general meeting of Agasti Holding ASA on the remuneration of members of the board and the nomination committee

The nomination committee of Agasti Holding ASA has consisted of Ove Steinar Larsen, chairman, and members Truls Foss and Line Sanderud Bakkevig.

The current board members were elected at the company's general meetings on 20 May and 22 August 2016.

In the course of its work, the nomination committee has been in contact with shareholders and the board. The nomination committee's work is regulated by the guidelines for the work of the nomination committee adopted at the general meeting held on 26 June 2013.

Remuneration of members of the board and the nomination committee

On 20 May 2016, the company's general meeting resolved as follows:

“The annual general meeting resolves that the chairman of the board of directors shall receive the sum of NOK 600,000 in addition to NOK 20,000 per meeting in excess of eight meetings during the period from the annual general meeting in 2016 to the annual general meeting in 2017. Other board members shall receive NOK 300,000 each in addition to NOK 10,000 per meeting in excess of eight meetings during the period from the annual general meeting in 2016 to the annual general meeting in 2017. Further, the chairman of the audit committee shall receive NOK 110,000, and other members of the audit committee NOK 70,000. Members of the remuneration committee shall receive NOK 20,000 each. The chairman of the nomination committee shall receive the same remuneration as members of the audit committee, namely NOK 70,000, and other members of the nomination committee shall receive 50 per cent of the remuneration paid to members of the audit committee, namely NOK 35,000.

All rates shall apply for the period from the annual general meeting in 2016 until the annual general meeting in 2017.”

On 22 August 2016, the company's extraordinary general meeting approved an agreement with Audrey Management Holdings S.á.r.l dated 6 July 2016 regarding the sale of the company's 66% stake in Obligo Holding AS, a convertible loan of USD 2.5 million to Wunderlich Investment Company, Inc. and financial assets consisting of fund units owned by Acta Kapitalforvaltning AS. The extraordinary general meeting also resolved to dissolve the company and elected a liquidation board for that purpose. The nomination committee therefore proposes that the general meeting resolution of 20 May 2016 regarding the remuneration of board members and members of the nomination committee shall apply for the period from 21 May 2016 to 22 August 2016. The proposed remuneration will be paid to the individual board members in proportion to the length of time each member has served on the board. The company has not had an active remuneration committee during this period, so no separate remuneration is proposed in this connection.

The chairman of the board has played a key role in the negotiations leading up to Audrey Management Holdings S.á.r.l.'s acquisition of the Agasti Group's assets as described in the paragraph above, and

has performed extraordinary services in this connection. The nomination committee therefore proposes that the chairman be awarded an additional lump sum of NOK 300,000 in recognition of her work.

Furthermore, the nomination committee proposes that the extraordinary general meeting on 14 November 2016 resolve that the chairman of the liquidation board shall receive the sum of NOK 85,000 and that other members of the liquidation board shall receive NOK 42,500 each. It is also proposed that the chairman of the audit committee receive NOK 15,000 and other members of the audit committee NOK 9,500.

The nomination committee proposes that the chairman of the nomination committee receive NOK 20,000 and other members of the nomination committee NOK 10,500.

All rates shall apply for the period from the extraordinary general meeting on 22 August until Agasti Holding ASA is liquidated, which is expected to occur by the end of November 2016. If Agasti Holding ASA is not liquidated by the end of November 2016, it is proposed that the chairman of the liquidation board receive NOK 12,000 and the other members NOK 6,000 per meeting held after 30 November 2016. It is further proposed that the chairman of the audit committee receive NOK 6,000 and the other members NOK 3,000 per meeting. Finally, it is proposed that the chairman of the nomination committee receive NOK 5,000 and the other members NOK 2,500 per meeting.

If the company's general meeting adopts the resolutions recommended by the nomination committee, the following remuneration will be paid for the period from 21 May 2016 to 30 November 2016:

| Name | Position | Period | Amount |
|----------------------|-----------------------------------|---------------------|--------------------------|
| Kathryn Moore Baker | Chairman of the board | 21.05.16 – 22.08.16 | ¹⁾ 473,297.00 |
| Kathryn Moore Baker | Chairman of the liquidation board | 23.08.16 – 30.11.16 | 85,000.00 |
| Kathryn Moore Baker | Member of the audit committee | 21.06.16 – 22.08.16 | 11,923.00 |
| Kathryn Moore Baker | Member of the audit committee | 23.08.16 – 30.11.16 | 9,500.00 |
| Erling Meinich-Bache | Deputy chairman of the board | 21.05.16 – 08.06.16 | 14,835.00 |
| Øystein Tenold | Member of the board | 21.05.16 – 22.08.16 | 86,648.00 |
| Live Haukvik Aker | Member of the board | 21.05.16 – 22.08.16 | 86,648.00 |
| Live Haukvik Aker | Member of the liquidation board | 23.08.16 – 30.11.16 | 42,500.00 |
| Live Haukvik Aker | Chairman of the audit committee | 21.06.16 – 22.08.16 | 18,736.00 |
| Live Haukvik Aker | Chairman of the audit committee | 23.08.16 – 30.11.16 | 15,000.00 |
| Olav Skjervheim | Member of the liquidation board | 23.08.16 – 30.11.16 | 42,500.00 |
| Ove Steinar Larsen | Chairman of the nomination | 21.05.16 – 22.08.16 | 17,885.00 |

¹ Including additional remuneration of NOK 300,000 linked to the sale of assets.

| | | | |
|--------------------|--------------------------------------|---------------------|-------------------|
| | committee | | |
| Ove Steinar Larsen | Chairman of the nomination committee | 23.08.16 – 30.11.16 | 20,000.00 |
| Line S. Bakkevig | Member of the nomination committee | 21.05.16 – 22.08.16 | 8,942.00 |
| Line S. Bakkevig | Member of the nomination committee | 23.08.16 – 30.11.16 | 10,500.00 |
| Truls Foss | Member of the nomination committee | 21.05.16 – 22.08.16 | 8,942.00 |
| Truls Foss | Member of the nomination committee | 23.08.16 – 30.11.16 | 10,500.00 |
| Total | | | 963,356.00 |

Oslo, 12 October 2016

Ove Steinar Larsen (sign.)
Chairman of the nomination committee