

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

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

**Bjørnåsveien 5  
1596 Moss**

**28 May 2019 at 10:00 CEST**

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

The board of directors proposes the following agenda:

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

The board of directors proposes that the annual financial statements for the Company and the consolidated statements for the Company and its subsidiaries (the group) for the financial year 2018 are approved. The board does not propose any dividend to be distributed for the financial year 2018.

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

- 5. STATEMENT FROM THE BOARD OF DIRECTORS REGARDING REMUNERATION TO EXECUTIVE MANAGEMENT**

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

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

The Company's nomination committee proposes that the annual general meeting resolves to grant the board of directors with the following remuneration for the period between the annual general meeting in 2019 and the annual general meeting in 2020:

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

- 7. ELECTION BOARD MEMBERS**

The Company's nomination committee proposes that the annual general meeting resolves to elect the following members to the board of directors:

- Tomas Settevik (chairperson)
- Ingrid Teigland Akay
- Espen Tidemann Jørgensen
- Kari E Krogstad
- Henrik Krefting
- Susanne Stuffers

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

## **8. ELECTION OF NOMINATION COMMITTEE**

The Company's nomination committee proposes that the annual general meeting resolves to re-elect the following members of the nomination committee until the annual general meeting in 2020:

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

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

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

The board of directors proposes that the annual general meeting approves that the remuneration to the Company's auditor for the financial year 2018, BDO AS, is approved as invoiced.

## **10. BOARD AUTHORIZATION SHARE CAPITAL INCREASE – EMPLOYEE SHARE PURCHASE PROGRAM**

The Company wish to have the opportunity to carry out a share purchase program in which all employees in the Company and its subsidiaries are given the opportunity to subscribe for new shares in the Company with customary discounts and terms for such program. The purpose of the share purchase program is to create incentives for the employees to contribute to value creation in the Company, which is to the benefit of both the Company and the shareholders.

It is contemplated that a program will comprise approximately 12,000 -15,000 new shares in the Company. In order to ensure flexibility with regards to timing of the share program and without calling for an extraordinary general meeting for approval, the board of directors proposes that the annual general meeting grants the board with an authorization to issue shares in the connection with a share purchase program for employees on terms further stipulated by the board. In order to carry out a share purchase program by issuance of new shares directed only to employees, it is necessary to deviate from existing shareholders' preferential rights.

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

1. *The Board of Directors is authorized to increase the share capital of the Company with up to NOK 1,500 in one or more instances.*
2. *The authorization may be used in connection with share purchase program for employees in the Company and its subsidiaries. The Board of Directors is authorized to determine any further terms applicable to the share purchase program and the appurtenant share capital increase(s).*
3. *The shareholders' preferential rights to subscription of new shares may be deviated from.*
4. *The authorization does not include share capital increases against contribution in kind.*
5. *The authorization does not comprise share capital increases in connection with mergers.*
6. *Shares issued pursuant to the authorization shall carry right to dividends and all other shareholder rights from the date the share capital increase is registered with the Norwegian Register of Business Enterprises.*
7. *The authorization shall be valid until the Company's Annual General Meeting in 2020, but not later than 30 June 2020.*

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

The board of directors proposes that the annual general meeting grants the board of directors with an authorization to increase the Company's share capital by issuance of new shares. The purpose of the authorization is to provide the board of directors with a flexibility and the option to act promptly when this is considered favorable to the

Company. It is proposed that the authorization can be utilized for strengthening the Company's equity and to issue new shares as consideration in business acquisitions.

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

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

1. *The Board of Directors is authorized to increase the share capital of the Company with up to NOK 153,959.20 in one or more instances.*
2. *The authorization may be used in connection with strengthening the Company's equity and to issue new shares as consideration in business acquisitions. The Board of Directors is authorized to determine any further terms applicable to the share capital increase(s).*
3. *The shareholders' preferential rights to subscription of new shares may be deviated from.*
4. *The authorization comprises share capital increases against contribution in kind etc.*
5. *The authorization does not comprise share capital increases in connection with mergers.*
6. *Shares issued pursuant to the authorization shall carry right to dividends and all other shareholder rights from the date the share capital increase is registered with the Norwegian Register of Business Enterprises.*
7. *The authorization shall be valid until the Company's Annual General Meeting in 2020, but not later than 30 June 2020.*

\* \* \*

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

Each share in the Company carries one vote at the general meeting and all shares have equal rights. At the date of this notice, the Company has 15,395,921 shares, each with a nominal value of NOK 0.10. The Company does not own any shares in the Company.

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

In accordance with the current section 8 of the Company's articles of association, the Company's annual report for 2018 (including the annual financial statements for the company and the group and the auditors' statement) and the proposal from the nomination committee have been made available at the Company's website [www.gentian.no](http://www.gentian.no) and, thus, is not distributed to shareholders together with the notice. However, shareholders have the right to have such documents sent to them free of charge upon request to the Company.

Questions regarding the notice, document requests or other inquiries can be directed to Gentian Diagnostics AS, CFO Njaal Kind, telephone: + 47 919 06 525.

**Oslo, 9 May 2019**

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

Tomas Settevik  
Chairman

Appendices:

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



## Appendix 2

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

If you are unable to attend the annual general meeting on 28 May 2019, you can authorize someone to meet and vote on your behalf by sending this proxy authorisation to Gentian Diagnostics AS, PO Box 733, NO -1509 Moss, or by e-mail: invest@gentian.no

The undersigned shareholder of Gentian Diagnostics AS hereby authorises:

Chairman of the board of directors or the one he designates

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

to attend and vote on my behalf at the annual general meeting 28 May 2019. If this proxy authorisation is submitted without naming the proxy-holder, the proxy shall be deemed given to the chairman of the board of directors or the one he designates.

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

Item:	For	Against	Abstain	Proxy-holder determines
3. Approval of the notice and the agenda	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Approval of the financial statements	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Determination of remuneration to the board members	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Election board members				
– Tomas Settevik	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
– Ingrid Teigland Akay	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
– Espen Tidemann Jørgensen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
– Kari E Krogstad	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
– Henrik Krefting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
– Susanne Stuffers	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Election nomination committee				
– Andreas Berdal Lorentzen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
– Haakon Sæter	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
– Fredrik Thoresen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
– Erling Sundrehagen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Approval of remuneration to the auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Board authorization share capital increase – employee share purchase program	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Board authorization share capital increase	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

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

If the shareholder is a company, a certificate of registration and/or an authorization evidencing the right to sign must be enclosed with the proxy.

## Appendix 3

### The Board of Director's statement on remuneration to key personnel Gentian Diagnostics AS - Annual general meeting 2019

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#### 1. INTRODUCTION

The Board of Gentian Diagnostics AS has prepared a statement of guidelines for determining salary and other remuneration to key personnel applicable for the financial year 2019.

The remuneration scheme for key personnel includes a base salary as well as standard pension and insurance schemes. In addition to the base salary, key personnel can receive other variable salaries that are suitable to motivate, retain and reward individuals. Variable salary consists of bonus arrangements and share-based incentives. The Company resolved a share-based option program for key personnel on 14 May 2018.

#### 2. MAIN PRINCIPLES

Main principles regarding remuneration to key personnel:

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

The remuneration consists of the following elements:

##### Base salary

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

##### Bonus arrangements

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

##### Share-based compensation

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

#### 3. SHARE BASED COMPENSATION

##### 3.1 General guidelines for share-based compensation

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

The board will determine the detailed criteria of the share option program and agreements.

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

#### Basis for the share option program

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

#### Allocation criteria

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

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

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

#### Annual and total allocation

Annual allocation of options is to be resolved by the board of the Company in order to optimize the effect of the allocation(s). The total number of outstanding options cannot exceed 5.0% of the outstanding shares of the Company (increased with 1% compared to the board's guidelines presented to the annual general meeting in 2018).

#### Gain limits

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

#### Time limits

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

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

The above will apply to all individual grants

#### Purchase of shares

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

### **3.2 Current share option program**

On 14 May 2018, The Board of Directors of Gentian Diagnostics AS resolved to launch a share option program under which key personnel can be granted options in Gentian on the terms and conditions applicable under the program.

Under the share option program, a total of up to 769,796 options may be granted to key personnel. The options will be granted without consideration. The strike price will be set at a fair market price at the time of the grant. Each option, when exercised, will give the right to acquire one share in the Company, however, the Company may resolve settlement in cash. Settlement in shares is subject to seeking an authorization from the general meeting for a share issue and/or share buy-back. Pursuant to the vesting schedule, 1/3 of the options will vest 24 months after the day of grant, 1/3 will vest 36 months after the day of grant and 1/3 will vest 48 months (as long as the



option holder is still employed). If all share options under the option program would be granted, the total number of outstanding options in Gentian would be 769,796.

As of the date of this statement, a total of 174,959 options have been granted under the share program.

#### **4. SHARE SAVINGS PROGRAM**

The Company is in process of establishing a new long-term share saving program for Gentian's employees, in order to motivate the employees to invest in the Company's shares and to own shares, and thus align the interests and commitment of the employees and management to work for a positive development of the value of the Company. The shares in the program will be offered at a 20 percent discount, with a maximum discount of NOK 3,000.

#### **5. REMUNERATION POLICY APPLIED DURING 2018**

The remuneration of key personnel during the financial year 2018 has been in accordance with the board's statement of guidelines as presented to the annual general meeting in 2018.

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