

## Notice of Annual General Meeting in Philly Shipyard ASA

Notice is hereby provided of the annual general meeting of Philly Shipyard ASA on Wednesday April 22, 2020 at 12:00h (CEST) at Advokatfirmaet BAHR AS, Tjuvholmen allé 16, 0252 Oslo, Norway. Ballots will be distributed at the meeting venue from 11:30h to 12:00h (CEST) on the day of the annual general meeting.

**Important notice:** Due to the outbreak of the corona virus Covid-19 shareholders are encouraged to abstain from appearing in person at the general meeting, but rather participate by means of prior voting or granting a proxy as described below.

The annual general meeting will be held for the purposes stated below:

1. Opening of the annual general meeting, including approval of the notice and agenda.
2. Election of a person to co-sign meeting minutes along with meeting chair.
3. Presentation of business activities (non-voting).
4. Approval of the 2019 annual accounts of Philly Shipyard ASA, group consolidated accounts and the Board of Directors' report.
5. Consideration of the Board of Directors' declaration regarding stipulation of salary and other remuneration to the executive management of the Company.
6. Consideration of the statement of corporate governance (non-voting).
7. Stipulation of remuneration to the members of the Board of Directors and the Audit Committee.
8. Stipulation of remuneration to the members of the Nomination Committee.
9. Approval of remuneration to the auditor for 2019.
10. Election of member to the Board of Directors.
11. Election of members to the Nomination Committee.
12. Amendment of the articles of association.

The Board of Directors proposes that section 7 of the Company's articles of association is amended to read as follows:

*"The company shall have a nomination committee, consisting of at least two members elected by the general meeting. The nomination committee shall prepare the election of directors. The general meeting may adopt instructions for the nomination committee's tasks."*

13. Authorization to the Board of Directors for payment of dividends.
14. Authorization to the Board of Directors to acquire own shares in connection with acquisitions, mergers, de-mergers or other transactions.
15. Authorization to the Board of Directors to acquire own shares for the purpose of investment or subsequent sale or deletion of such shares.
16. Authorization to the Board of Directors to increase the share capital for new shipbuilding projects or other future investments within the Company's scope of operations.

### The shares of the Company and the right to vote for shares

As of the date of this notice, the company's share capital is NOK 125,747,660 divided into 12,574,766 shares. Each share carries one vote, however, no voting rights may be exercised for the Company's own shares (treasury shares). As of March 31, 2020, the Company owned 466,865 own shares.

Each shareholder has the right to vote for the number of shares owned by the shareholder and registered in the shareholder's register with the Norwegian Central Securities Depository (VPS) at the time of the general meeting. If a share acquisition has not been registered with the Norwegian Central Securities Depository (VPS) at the time of the general meeting, voting rights for the acquired shares may only be exercised if the acquisition is reported to the Norwegian Central Securities Depository (VPS) and proven at the general meeting. In a share transfer, the parties may agree that the seller can exercise the shareholder rights until the rights have been assumed by the acquirer.

In the company's view, neither the beneficial owner nor the agent has the right to vote for shares registered on nominee accounts with the Norwegian Central Securities Depository (VPS), cf. the Norwegian Public Limited Liability Companies Act section 4-10. The beneficial owner may, however, vote for the shares in the event all necessary steps are taken to terminate the custodian registration of the shares, and the shares are transferred to an ordinary account registered with the Norwegian

Central Securities Depository (VPS), in the owner's name. Provided that the owner can document such conduct, and he has an actual ownership interest in the company, he may, in the company's opinion, vote for the shares, even though they are not yet registered on an ordinary VPS-account.

### **The shareholders' rights**

A shareholder cannot demand that new items are added to the agenda now, as the deadline for such request has expired, cf. the Norwegian Public Limited Liability Companies Act section 5-11 second sentence. A shareholder has the right to make proposals for a resolution regarding the items which will be considered by the general meeting.

A shareholder has the right to request board members and the CEO to provide necessary information to the general meeting that may influence the approval of the annual accounts and the Board of Directors' report; items brought before the general meeting for approval; the company's financial state, including information on other companies in which the company participates, and other items to be discussed at the general meeting, unless the information requested may not be disclosed without causing disproportionate harm to the company.

If additional information is necessary, and an answer is not given at the general meeting, a written answer shall be prepared within two weeks from the date of the general meeting. Such answer shall be available at the company's office and sent to shareholders requesting the information. If the answer is considered material for evaluation of the circumstances mentioned in the previous paragraph, the answer should be sent to all shareholders with known addresses.

### **Registration of attendance to the general meeting**

Shareholders who wish to participate at the annual general meeting either in person or by proxy, must notify the company of their attendance no later than Monday April 20, 2020 at 12:00h (CEST). Notification of attendance can be given via the company's website [www.phillyshipyard.com](http://www.phillyshipyard.com) or via VPS Investor Services, a service offered by most registrars in Norway, or by completing and returning the enclosed attendance form scanned by email to [genf@dnb.no](mailto:genf@dnb.no), or alternatively by post to DNB Bank ASA, Registrar's Department, P.O. Box 1600 Sentrum, 0021 Oslo.

Notification of attendance must be sent electronically or received no later than the deadline stated above. Shareholders who fail to register by this deadline may be denied access to the annual general meeting and denied the right to vote, cf. the Articles of Association section 8. Proxy with or without voting instructions, can if desirable, be given to the meeting chair or the person he appoints.

### **Voting by means of electronic communication prior to the general meeting**

A shareholder, not present himself at the general meeting, may prior to the general meeting cast vote on each agenda item via the company's website, [www.phillyshipyard.com](http://www.phillyshipyard.com), or via VPS Investor Services (PIN-code and reference number from the notice of attendance is required). The deadline for prior voting is Monday April 20, 2020 at 12:00h (CEST). Up until the deadline, votes already cast may be changed or withdrawn. If a shareholder chooses to attend the general meeting in person or by proxy, votes already cast prior to the general meeting will be considered withdrawn.

The following documents will be available on [www.phillyshipyard.com](http://www.phillyshipyard.com):

- This notice and the enclosed form for notice of attendance/proxy
- The Board of Directors' proposed resolutions for the annual general meeting for the items listed above
- The recommendation of the Nomination Committee
- The Board of Directors' proposed 2019 financial statements and annual accounts, annual report and auditor's report
- The statement from the Board of Directors regarding determination of salary and other remuneration to the executive management of the Company

Pursuant to section 8 of Philly Shipyard ASA's Articles of Association and section 5-12 (1) of the Norwegian Public Limited Liability Companies Act, the Board of Directors and the Chairman of the Board have appointed Arild Støren Frick of Aker ASA (or a person authorised by him) to open and chair the annual general meeting.

Any shareholder, who wants to receive the documents, can contact the company via email [ir@phillyshipyard.com](mailto:ir@phillyshipyard.com) or regular mail to Philly Shipyard ASA, Vika Atrium, Munkedamsveien 45, NO-0250 Oslo, Norway.

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April 1, 2020

Philly Shipyard ASA  
Board of Directors

Enclosure: Notice of attendance/Proxy