

**FULLMAKTSSKJEMA TIL EKSTRAORDINÆR GENERALFORSAMLING PÅ ENGELSK /
PROXY FORM TO THE EXTRAORDINARY GENERAL MEETING IN ENGLISH**

**MERCELL HOLDING AS
PROXY FORM TO THE EXTRAORDINARY GENERAL MEETING ON 3 DECEMBER 2020**

Shareholders who wish to authorise another person to act on its behalf at the extraordinary general meeting on 3 December 2020, must complete this proxy form and return it **per e-mail to genf@dnb.no, by ordinary mail to DNB Bank ASA, Registrars Service, Dronning Eufemias gate 30, N-0191 Oslo, Norway, or arrange for it to be registered via VPS Investor Services.** The proxy form should be received by DNB Bank ASA, Registrars Service **no later than 2 December 2020 at 12:00 hours (CET) or be registered via VPS Investor Services within the same deadline.**

The undersigned hereby grants (please tick):

The chairperson of the board Joar Welde, or the person he appoints

power of attorney to attend and vote for my/our shares at the extraordinary general meeting of Mercell Holding AS to be held on 3 December 2020. If the proxy form is submitted without ticking of the box above, the proxy will be deemed to have been given to the chairperson of the board of directors Joar Welde or the person he appoints.

The votes shall be cast in accordance with the instructions below. Please note that **if the alternatives below are not ticked off, this will be deemed to be an instruction to vote "in favour" of the proposals in the notice**, provided, however, that the proxy holder determines the voting to the extent proposals are put forward in addition to, instead of, or as adjustments to the proposals in the notice.

	Item	In favour	Against	Abstain
1	ELECTION OF A PERSON TO CHAIR THE MEETING			
2	ELECTION OF A PERSON TO CO-SIGN THE MINUTES TOGETHER WITH THE CHAIR OF THE MEETING			
3	APPROVAL OF THE NOTICE AND THE AGENDA			
4.2	SHARE CAPITAL INCREASE PERTAINING TO THE PRIVATE PLACEMENT			
5	AUTHORISATION TO THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL IN ORDER TO FINANCE FURTHER GROWTH OR STRENGTHEN THE COMPANY'S EQUITY			

The shareholder's name and address: _____
(please use capital letters)

_____ Date _____ Place _____ Shareholder's signature

If the shareholder is a legal entity, please attach documentation in the form of certificate of registration, or separate power of attorney, if applicable, to this power of attorney.