

In case of discrepancy between the Norwegian language original text and the English language translation, the Norwegian text shall prevail

**PROTOKOLL FRA
ORDINÆR GENERALFORSAMLING**

NORSK TITANIUM AS

Den 20. april 2022 kl. 16.00 ble det avholdt ordinær generalforsamling i Norsk Titanium AS ("**Selskapet**"). Generalforsamlingen ble avholdt som et digitalt møte.

Styrets leder John Andersen Jr. åpnet møtet og tok opp fortegnelse over møtende aksjeeiere og fullmakter, inntatt i vedlegg 1. 179 084 578 aksjer var representert, tilsvarende ca. 84,52 % av totalt antall utestående aksjer og stemmer. Stemmeresultatene for de enkelte sakene er inntatt som vedlegg 2.

Til behandling forelå:

1 Valg av møteleder og en person til å medundertegne protokollen

Generalforsamlingen fattet følgende vedtak:

"John Andersen Jr. velges som møteleder, og Anne Lene Gullen Bråten velges til å medundertegne protokollen."

2 Godkjenning av innkalling og dagsorden

Generalforsamlingen fattet følgende vedtak:

"Innkalling og dagsorden godkjennes."

3 Presentasjon av Selskapets status

CEO Michael Canario holdt en kort presentasjon om Selskapets status.

4 Godkjenning av årsrapport og årsregnskap for regnskapsåret 2021

Generalforsamlingen fattet følgende vedtak:

**MINUTES FROM
ORDINARY GENERAL MEETING**

NORSK TITANIUM AS

On 20 April 2022 at 16:00 hours (CEST), an ordinary general meeting was held in Norsk Titanium AS (the "**Company**"). The general meeting was held as a digital meeting.

The chairman of the board John Andersen Jr. opened the meeting and registered the attendance of shareholders present and proxies, as listed in appendix 1. 179,084,578 shares were represented, equivalent to approximately 84.52% of the total number of outstanding shares and votes. The voting results for each respective item set out in appendix 2.

The following matters were on the agenda:

1 Election of a chairman of the meeting and a person to co-sign the minutes

The general meeting made the following resolution:

"John Andersen Jr. is elected as chairman of the meeting, and Anne Lene Gullen Bråten is elected to co-sign the minutes."

2 Approval of notice and agenda

The general meeting made the following resolution:

"Notice and agenda are approved."

3 Presentation of the Company's state of affairs

CEO Michael Canario held a brief presentation of the Company's state of affairs.

4 Approval of the Annual Report and Financial Statements for 2021

The general meeting made the following resolution:

"Årsrapporten og årsregnskapet for 2021 godkjennes."

5 Revisors godtgjørelse

Generalforsamlingen fattet følgende vedtak:

"Revisors godtgjørelse godkjennes i henhold til fakturert beløp."

6 Godtgjørelse til styrets medlemmer

Generalforsamlingen fattet følgende vedtak:

"Godtgjørelse for perioden fra ordinær generalforsamling 2022 til ordinær generalforsamling 2023 skal være USD 40 000 til styremedlemmer som ikke er tilknyttet Selskapets aksjonærer."

7 Valg av styre

Generalforsamlingen fattet følgende vedtak:

Følgende personer velges som styremedlemmer:

- *John Andersen Jr. (styrets leder)*
- *Bart Cornelus Gerardus Van Aalst*
- *Jeremy Francis Barnes*
- *Steve D. Geskos*
- *Mimi K. Berdal*

med en valgperiode frem til ordinær generalforsamling i 2023.

8 Etablering av valgkomité og vedtektsendringer

Styret har foreslått å gjøre visse endringer i vedtektene for å legge til rette for etablering av en valgkomité i Selskapet.

Generalforsamlingen fattet følgende vedtak:

"Selskapets vedtekter endres i tråd med vedtektene inntatt som vedlegg til protokollen."

"The Annual Report and the financial statements for 2021 are approved."

5 Auditor's remuneration

The general meeting made the following resolution:

"The auditor's remuneration will be paid according to received invoice."

6 Remuneration to board members

The general meeting made the following resolution:

"The remuneration for the period from the annual general meeting 2022 to the annual general meeting 2023 shall be USD 40,000 for board members not associated with the Company's shareholders."

7 Election of board members

The general meeting made the following resolution:

The following persons are elected as board members:

- *John Andersen, Jr. (chairman)*
- *Bart Cornelus Gerardus Van Aalst*
- *Jeremy Francis Barnes*
- *Steve D. Geskos*
- *Mimi K. Berdal*

with an election term until the ordinary general meeting in 2023.

8 Establishment of a nomination committee and amendment of articles of association

The board of directors has proposed to make certain amendments of the articles of association in order to establish a nomination committee in the Company.

The general meeting made the following resolution:

"The articles of association are amended in accordance with the articles of association attached hereto."

9 Instruks for valgkomiteen

Generalforsamlingen fattet følgende vedtak:

"Styrets forslag til instruks for valgkomiteen godkjennes."

10 Valg av medlemmer til valgkomiteen

Generalforsamlingen fattet følgende vedtak:

"Følgende personer velges som medlemmer av valgkomiteen:

- Linda Helland, leder
- Shan Ashary, medlem

Med en valgperiode frem til ordinær generalforsamling i 2024."

11 Endring av vedtektene

For å legge til rette for en mer kostnadseffektiv prosess for distribusjon av innkalling til generalforsamling og for å legge til rette for muligheten for forhåndsstemmegivning på generalforsamlinger, har styret foreslått ny § 9 til vedtektene.

Generalforsamlingen fattet følgende vedtak:

"Vedtektene endres i samsvar med vedlagte vedtekter."

12 Fullmakt til kapitalforhøyelse på inntil 20 % av aksjekapitalen

Generalforsamlingen fattet følgende vedtak:

1. *"Styret gis herved fullmakt til å gjennomføre en eller flere aksjekapitalforhøyelser samlet begrenset oppad til 42 379 277 aksjer pålydende NOK 0,08. Samlet økning av aksjekapitalen kan utgjøre opp til NOK 3 390 342,16.*
2. *Fullmakten kan benyttes til å utstede aksjer for styrkning av Selskapets egenkapital, utstedelse av aksjer som vederlag til konsulenter og uavhengige styremedlemmer og til utstedelse av aksjer som vederlagsaksjer ved erverv av*

9 Instructions for the nomination committee

The general meeting made the following resolution:

"The board of directors' proposed instructions for the nomination committee is approved."

10 Election of members to the nomination committee

The general meeting made the following resolution:

"The following persons are elected as members of the nomination committee:

- Linda Helland, chairperson
- Shan Ashary, member

With an election period until the ordinary general meeting in 2024."

11 Amendment of articles of association

In order to provide for a more cost-efficient process for distribution of general meeting notices and to facilitate the possibility for advance voting at general meetings, the board of directors has proposed a new section 9 to the articles of association.

The general meeting made the following resolution:

"The articles of association are amended in accordance with the articles of association attached hereto."

12 Authorisation to the board to increase the share capital with up to 20% of the share capital

The general meeting made the following resolution:

1. *"The board of directors is hereby authorised to execute one or more share capital increases by issuing in total up to 42,379,277 shares with a nominal value of NOK 0.08. The total amount by which the share capital may be increased is NOK 3,390,342.16.*
2. *The authorisation may be used to issue shares for necessary strengthening of the Company's equity, issuance of shares as consideration to consultants and independent directors, and for issuing shares to be used as consideration in*

virksomhet innenfor Selskapets formål. Aksjer vil kunne utstedes mot kontantvederlag eller vederlag i form av andre aktiva (tingsinnskudd).

3. Styret gis fullmakt til å fastsette øvrige vilkår for tegningen, herunder tegningskurs, dato for innbetaling og retten til videresalg av aksjene til andre.
4. Fullmakten gjelder til ordinær generalforsamling i 2023, likevel senest til 30. juni 2023.
5. Eksisterende aksjeeieres fortrinnsrett til å tegne aksjer etter allmennaksjeloven § 10-4 kan settes til side.
6. Fullmakten omfatter beslutning om fusjon etter allmennaksjeloven § 13-5.
7. Generalforsamlingen gir styret fullmakt til å endre Selskapets vedtekter vedrørende aksjekapitalen og antall aksjer når fullmakten brukes.
8. Med virkning fra tidspunktet for registrering av denne fullmakten i Foretaksregisteret, erstatter denne fullmakten alle tidligere utstedte styrefullmakter til aksjekapitalforhøyelse."

13 Fullmakt til kapitalforhøyelse i henhold til Selskapets incentivprogrammer

Generalforsamlingen fattet følgende vedtak:

1. "Styret gis herved fullmakt til å gjennomføre en eller flere aksjekapitalforhøyelser samlet begrenset oppad til 11 215 800 aksjer pålydende NOK 0,08. Samlet økning av aksjekapitalen kan utgjøre opp til NOK 897 264.
2. Fullmakten kan benyttes til å utstede aksjer i henhold til Selskapets incentivprogrammer for ansatte. Aksjer vil kunne utstedes mot kontantvederlag.
3. Styret gis fullmakt til å fastsette øvrige vilkår for tegningen, herunder tegningskurs, dato for

the acquisition of businesses within the Company's business purpose. Shares can be issued against cash deposit or against other assets (contribution in kind).

3. The board of directors is authorised to decide upon the subscription terms, including subscription price, date of payment and the right to sell shares to others in relation to an increase of share capital.
4. This authorisation is valid until the ordinary general meeting in 2023, however at the latest until 30 June 2023.
5. Existing shareholders pre-emptive right to subscribe for shares according to Section 10-4 of the Norwegian Public Limited Liability Companies Act may be set aside.
6. The authorisation includes decision on merger according to Section 13-5 of the Norwegian Public Limited Companies Act.
7. The general meeting authorises the board of directors to amend the Company's articles of association concerning the share capital and number of shares when the authorisation is used.
8. With effect from the date when this mandate is registered with the Norwegian Register of Business Enterprises, it replaces all previous mandates to increase the share capital."

13 Authorisation to increase the share capital according to the Company's incentive program

The general meeting made the following resolution:

1. "The board of directors is hereby authorised to execute one or more share capital increases by issuing in total up to 11,215,800 shares with a nominal value of NOK 0.08. The total amount by which the share capital may be increased is NOK 897,264.
2. The authorisation may be used to issue shares according to the Company's incentive schemes for employees. Shares may be issued against cash consideration.
3. The board of directors is authorised to decide upon the subscription terms, including subscription price,

innbetaling og retten til videresalg av aksjene til andre.

4. *Fullmakten gjelder til ordinær generalforsamling i 2023, likevel senest til 30. juni 2023.*
5. *Eksisterende aksjeeieres fortrinnsrett til å tegne aksjer etter allmennaksjeloven § 10-4 kan settes til side.*
6. *Fullmakten omfatter ikke beslutning om fusjon etter allmennaksjeloven § 13-5.*
7. *Generalforsamlingen gir styret fullmakt til å endre Selskapets vedtekter vedrørende aksjekapitalen og antall aksjer når fullmakten brukes."*

date of payment and the right to sell shares to others in relation to an increase of share capital.

4. *This authorisation is valid until the ordinary general meeting in 2023, however no later than 30 June 2023..*
5. *Existing shareholders pre-emptive right to subscribe for shares according to Section 10-4 of the Norwegian Public Limited Liability Companies Act may be set aside.*
6. *The authorisation does not include decision on merger according to Section 13-5 of the Norwegian Public Limited Companies Act.*
7. *The general meeting authorises the board of directors to amend the Company's articles of association concerning the share capital and number of shares when the authorisation is used."*

14 Fullmakt til erverv av egne aksjer

Generalforsamlingen fattet følgende vedtak:

"I henhold til aksjeloven §§ 9-4 og 9-5 gis styret fullmakt til å erverve Selskapets egne aksjer, på følgende vilkår:

- 1 *Selskapet kan, i en eller flere omganger, erverve egne aksjer opptil samlet pålydende verdi NOK 1 695 171,08. Fullmakten omfatter også erverv av avtalepant i egne aksjer.*
- 2 *Den høyeste og laveste kjøpesum som skal betales for aksjene som kan erverves i henhold til fullmakten er henholdsvis maksimalt NOK 100 og minimum NOK 1. Styret står for øvrig fritt med hensyn til på hvilken måte erverv og avhendelse av egne aksjer skal skje.*
- 3 *Fullmakten gjelder til ordinær generalforsamling i 2023, likevel senest til 30. juni 2023.*
- 4 *Aksjer ervervet i henhold til fullmakten skal enten slettes ved kapitalnedsettelse i Selskapet, brukes til godtgjørelse til styrets medlemmer, brukes i incentivprogram eller benyttes som vederlagsaksjer i forbindelse med erverv av virksomheter."*

14 Authorisation to acquire own shares

The general meeting made the following resolution:

"In accordance with the Norwegian Private Limited Liability Companies Act sections 9-4 and 9-5, the board of directors is authorised to acquire the Company's own shares, on the following conditions:

- 1 *The Company may, in one or more rounds, acquire shares with a total nominal value of up to NOK 1,685,306. The authorisation also includes acquisition of charge by agreement in own shares.*
- 2 *The highest and lowest purchase price payable for shares acquired pursuant to the authorisation shall be maximum NOK 100 and minimum NOK 1 respectively. The board of directors is incidentally free to decide on the means to be used to acquire and dispose of own shares.*
- 3 *This authorisation is valid until the ordinary general meeting in 2023, however no later than 30 June 2023.*
- 4 *Shares acquired pursuant to this authorisation shall either be deleted in connection with a later reduction of the registered share capital, be applied as remuneration to the members of the board, for incentive schemes or as consideration shares with regards to acquisition of businesses."*

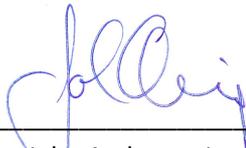
**15 Rådgivende avstemning om retningslinjer for
godtgjørelse til ledende personer**

Generalforsamlingen avholdt en rådgivende avstemning om retningslinjer for godtgjørelse til ledende personer.

**15 Advisory vote on the Guidelines for Remuneration
of Executive Management**

The general meeting held an advisory vote for the Guidelines for Remuneration of Executive Management.

* * *



John Andersen Jr.
Chairman



Anne Lene Gullen Bråten

Se separat vedlegg/See separate appendix

Total Represented

ISIN:	<u>NO0010969108 NORSK TITANIUM AS</u>
General meeting date:	20/04/2022 16.00
Today:	20.04.2022

Number of persons with voting rights represented/attended : 3

	Number of shares	% sc
Total shares	211,896,385	
- own shares of the company	400	
Total shares with voting rights	211,895,985	
Represented by own shares	51,006,044	24.07 %
Sum own shares	51,006,044	24.07 %
Represented by proxy	109,330	0.05 %
Represented by voting instruction	127,969,204	60.39 %
Sum proxy shares	128,078,534	60.44 %
Total represented with voting rights	179,084,578	84.52 %
Total represented by share capital	179,084,578	84.52 %

Registrar for the company:

DNB Bank ASA

Signature company:

NORSK TITANIUM AS

Se separat vedlegg/See separate appendix

Protocol for general meeting NORSK TITANIUM AS

ISIN:	<u>NO0010969108 NORSK TITANIUM AS</u>
General meeting date:	20/04/2022 16.00
Today:	20.04.2022

Shares class	FOR	Against	Poll in	Abstain	Poll not registered	Represented shares with voting rights
Agenda item 1. Election of the chairperson for the meeting and a person to co-sign the minutes						
Ordinær	179,084,578	0	179,084,578	0	0	179,084,578
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	100.00 %	0.00 %	100.00 %	0.00 %	0.00 %	
total sc in %	84.52 %	0.00 %	84.52 %	0.00 %	0.00 %	
Total	179,084,578	0	179,084,578	0	0	179,084,578
Agenda item 2. Approval of notice and agenda						
Ordinær	179,084,578	0	179,084,578	0	0	179,084,578
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	100.00 %	0.00 %	100.00 %	0.00 %	0.00 %	
total sc in %	84.52 %	0.00 %	84.52 %	0.00 %	0.00 %	
Total	179,084,578	0	179,084,578	0	0	179,084,578
Agenda item 4. Approval of the Annual Report and Financial Statements for 2021						
Ordinær	179,084,578	0	179,084,578	0	0	179,084,578
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	100.00 %	0.00 %	100.00 %	0.00 %	0.00 %	
total sc in %	84.52 %	0.00 %	84.52 %	0.00 %	0.00 %	
Total	179,084,578	0	179,084,578	0	0	179,084,578
Agenda item 5. Auditor's remuneration						
Ordinær	179,084,578	0	179,084,578	0	0	179,084,578
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	100.00 %	0.00 %	100.00 %	0.00 %	0.00 %	
total sc in %	84.52 %	0.00 %	84.52 %	0.00 %	0.00 %	
Total	179,084,578	0	179,084,578	0	0	179,084,578
Agenda item 6. Remuneration to board members						
Ordinær	179,084,578	0	179,084,578	0	0	179,084,578
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	100.00 %	0.00 %	100.00 %	0.00 %	0.00 %	
total sc in %	84.52 %	0.00 %	84.52 %	0.00 %	0.00 %	
Total	179,084,578	0	179,084,578	0	0	179,084,578
Agenda item 7.1 Re-election of John Andersen as member and chairperson of the board						
Ordinær	179,084,578	0	179,084,578	0	0	179,084,578
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	100.00 %	0.00 %	100.00 %	0.00 %	0.00 %	
total sc in %	84.52 %	0.00 %	84.52 %	0.00 %	0.00 %	
Total	179,084,578	0	179,084,578	0	0	179,084,578
Agenda item 7.2 Re-election of Bart Cornelus Gerardus Van Aalst as a board member						
Ordinær	163,455,163	15,629,325	179,084,488	0	0	179,084,488
votes cast in %	91.27 %	8.73 %		0.00 %		
representation of sc in %	91.27 %	8.73 %	100.00 %	0.00 %	0.00 %	
total sc in %	77.14 %	7.38 %	84.52 %	0.00 %	0.00 %	
Total	163,455,163	15,629,325	179,084,488	0	0	179,084,488
Agenda item 7.3 Re-election of Jeremy Francis Barnes as a board member						
Ordinær	179,084,578	0	179,084,578	0	0	179,084,578
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	100.00 %	0.00 %	100.00 %	0.00 %	0.00 %	
total sc in %	84.52 %	0.00 %	84.52 %	0.00 %	0.00 %	
Total	179,084,578	0	179,084,578	0	0	179,084,578
Agenda item 7.4 Re-election of Steve D. Geskos as a board member						
Ordinær	179,084,578	0	179,084,578	0	0	179,084,578
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	100.00 %	0.00 %	100.00 %	0.00 %	0.00 %	
total sc in %	84.52 %	0.00 %	84.52 %	0.00 %	0.00 %	
Total	179,084,578	0	179,084,578	0	0	179,084,578
Agenda item 7.5 Re-election of Mimi K. Berdal as a board member						
Ordinær	179,084,578	0	179,084,578	0	0	179,084,578

Shares class	FOR	Against	Poll in	Abstain	Poll not registered	Represented shares with voting rights
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	100.00 %	0.00 %	100.00 %	0.00 %	0.00 %	
total sc in %	84.52 %	0.00 %	84.52 %	0.00 %	0.00 %	
Total	179,084,578	0	179,084,578	0	0	179,084,578
Agenda item 8. Establishment of a nomination committee and amendment of articles of association						
Ordinær	179,084,578	0	179,084,578	0	0	179,084,578
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	100.00 %	0.00 %	100.00 %	0.00 %	0.00 %	
total sc in %	84.52 %	0.00 %	84.52 %	0.00 %	0.00 %	
Total	179,084,578	0	179,084,578	0	0	179,084,578
Agenda item 9. Instructions for the nomination committee						
Ordinær	179,084,578	0	179,084,578	0	0	179,084,578
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	100.00 %	0.00 %	100.00 %	0.00 %	0.00 %	
total sc in %	84.52 %	0.00 %	84.52 %	0.00 %	0.00 %	
Total	179,084,578	0	179,084,578	0	0	179,084,578
Agenda item 10.1 Election of Linda Helland as member and chairperson of the nomination committee						
Ordinær	179,084,578	0	179,084,578	0	0	179,084,578
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	100.00 %	0.00 %	100.00 %	0.00 %	0.00 %	
total sc in %	84.52 %	0.00 %	84.52 %	0.00 %	0.00 %	
Total	179,084,578	0	179,084,578	0	0	179,084,578
Agenda item 10.2 Election of Shan Ashary as member of the nomination committee						
Ordinær	179,084,578	0	179,084,578	0	0	179,084,578
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	100.00 %	0.00 %	100.00 %	0.00 %	0.00 %	
total sc in %	84.52 %	0.00 %	84.52 %	0.00 %	0.00 %	
Total	179,084,578	0	179,084,578	0	0	179,084,578
Agenda item 11. Amendment of articles of association						
Ordinær	179,084,578	0	179,084,578	0	0	179,084,578
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	100.00 %	0.00 %	100.00 %	0.00 %	0.00 %	
total sc in %	84.52 %	0.00 %	84.52 %	0.00 %	0.00 %	
Total	179,084,578	0	179,084,578	0	0	179,084,578
Agenda item 12. Authorisation to increase the share capital with up to 20% of the share capital						
Ordinær	177,584,578	1,500,000	179,084,578	0	0	179,084,578
votes cast in %	99.16 %	0.84 %		0.00 %		
representation of sc in %	99.16 %	0.84 %	100.00 %	0.00 %	0.00 %	
total sc in %	83.81 %	0.71 %	84.52 %	0.00 %	0.00 %	
Total	177,584,578	1,500,000	179,084,578	0	0	179,084,578
Agenda item 13. Authorisation to increase the share capital according to the Company's incentive programs						
Ordinær	177,584,578	1,500,000	179,084,578	0	0	179,084,578
votes cast in %	99.16 %	0.84 %		0.00 %		
representation of sc in %	99.16 %	0.84 %	100.00 %	0.00 %	0.00 %	
total sc in %	83.81 %	0.71 %	84.52 %	0.00 %	0.00 %	
Total	177,584,578	1,500,000	179,084,578	0	0	179,084,578
Agenda item 14. Authorisation to acquire up to 10% of the share capital as own shares						
Ordinær	179,084,578	0	179,084,578	0	0	179,084,578
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	100.00 %	0.00 %	100.00 %	0.00 %	0.00 %	
total sc in %	84.52 %	0.00 %	84.52 %	0.00 %	0.00 %	
Total	179,084,578	0	179,084,578	0	0	179,084,578
Agenda item 15. Advisory vote on the guidelines for remuneration of executive management						
Ordinær	177,584,578	1,500,000	179,084,578	0	0	179,084,578
votes cast in %	99.16 %	0.84 %		0.00 %		
representation of sc in %	99.16 %	0.84 %	100.00 %	0.00 %	0.00 %	
total sc in %	83.81 %	0.71 %	84.52 %	0.00 %	0.00 %	
Total	177,584,578	1,500,000	179,084,578	0	0	179,084,578

Registrar for the company:

DNB Bank ASA

Signature company:

NORSK TITANIUM AS

Share information

Name	Total number of shares	Nominal value	Share capital	Voting rights
Ordinær	211,896,385	0.08	16,951,710.80	Yes
Sum:				

§ 5-17 Generally majority requirement

requires majority of the given votes

§ 5-18 Amendment to resolution

Requires two-thirds majority of the given votes
like the issued share capital represented/attended on the general meeting

In case of discrepancy between the Norwegian language original text and the English language translation, the Norwegian text shall prevail

VEDTEKTER FOR NORSK TITANIUM AS (20. april 2022)	ARTICLES OF ASSOCIATION FOR NORSK TITANIUM AS (20 April 2022)
§ 1 Selskapets foretaksnavn er Norsk Titanium AS	§ 1 The company's business name is Norsk Titanium AS.
§ 2 Selskapets forretningskontor er i Oslo kommune	§ 2 The company's registered office is in the municipality of Oslo.
§ 3 Selskapets virksomhet er å utvikle teknologi for produksjon av titan og andre metaller, samt øvrig virksomhet som står i forbindelse hermed.	§ 3 The company's business is development of technology for production of titanium and other metals, as well as other business relating to this.
§ 4 Selskapets aksjekapital er på NOK 16 951 710,80 fordelt på 211 896 385 ordinære aksjer hver pålydende NOK 0,08.	§ 4 The company's share capital is NOK 16,951,710.80 divided in to 211,896,385 ordinary shares, each with a nominal value of NOK 0.08.
Selskapets aksjer skal være registrert i Verdipapirsentralen. Alle aksjer i selskapet har én stemme på selskapets generalforsamling.	The company's shares shall be registered with the Norwegian Central Securities Depository (Verdipapirsentralen). All shares in the company have one vote at the company's general meeting.
§ 5 Aksjene i selskapet er fritt omsettelige, herunder gjelder det ingen forkjøpsrett eller styresamtykke etter aksjeloven eller øvrige omsetningsbegrensninger ved eierskifte av aksjer.	§ 5 The shares of the company are freely tradable and thus there are no right of first refusal or board consent pursuant to the Norwegian Private Limited Liability Companies Act or other limitations to the negotiability of the shares in the event of transfer of shares.
§ 6 Styret skal bestå av 4 til 10 styremedlemmer.	§ 6 The board shall consist of 4 to 10 board members.
§ 7 Styrets leder har alene signatur.	§ 7 The chairman of the board may sign for the company acting alone.
§ 8 Selskapet skal ha en valgkomité.	§ 8 The company shall have a nomination committee.
Valgkomiteen skal avgi innstilling til generalforsamlingen om valg av aksjeeiervalgte medlemmer til styret, godtgjørelse til styrets medlemmer, valg av medlemmer til valgkomiteen og godtgjørelse til valgkomiteens medlemmer.	The nomination committee shall make recommendations to the general meeting regarding election of shareholder-elected members of the board of directors, remuneration to the members of the board of directors, election of members to the nomination committee and remuneration to the members of the nomination

Valgkomiteen skal bestå av to til tre medlemmer hvorav minst to skal være aksjeeiere eller representanter for aksjeeiere. Valgkomiteens medlemmer, herunder valgkomiteens leder, velges av generalforsamlingen for en periode på to år. Godtgjørelse til valgkomiteens medlemmer fastsettes av generalforsamlingen.

Generalforsamlingen fastsetter instruks for valgkomiteen.

§ 9 Dokumenter som gjelder saker som skal behandles på generalforsamlingen trenger ikke sendes til aksjeeierne dersom dokumentene er gjort tilgjengelige for aksjeeierne på selskapets nettsider. Dette gjelder også dokumenter som etter lov skal inntas i eller vedlegges innkallingen til generalforsamlingen.

Aksjeeierne skal kunne avgi sin stemme skriftlig, herunder ved bruk av elektronisk kommunikasjon, i en periode før generalforsamlingen.

§ 10 Den ordinære generalforsamlingen skal behandle følgende saker:

- a) godkjenning av årsregnskapet og årsberetningen, herunder utdeling av utbytte, og
- b) andre saker som etter loven eller vedtektene hører under generalforsamlingen

committee.

The nomination committee shall consist of two to three members out of whom at least two shall be shareholders or representatives of shareholders. The members of the nomination committee, including the chairperson of the nomination committee, are elected by the general meeting for a term of two years. Remuneration to the members of the nomination is determined by the general meeting.

The general meeting shall resolve instructions for the nomination committee.

§ 9 Documents relating to matters which shall be considered at the general meeting need not be sent to the shareholders if the documents are made available to the shareholders on the company's websites. This also applies for documents which according to law shall be included in or attached to the notice to the general meeting.

Shareholders may submit their votes in writing, including by use of electronic communication, in a period prior to the general meeting.

§ 10 The ordinary general meeting in the company shall resolve the following matters:

- a) approval of the annual accounts and the annual report, including distribution of dividend, and
- b) other matters that pursuant to law or the articles of association are to be resolved by the general meeting.