



This notice has been prepared in both Norwegian and English. In case of any discrepancies between the versions, the Norwegian version shall prevail.

## Til aksjeeierne i Photocure ASA

### INNKALLING TIL EKSTRAORDINÆR GENERALFORSAMLING

Styret i Photocure ASA ("Selskapet") innkaller herved til ekstraordinær generalforsamling.

Tid: 19. juni 2019 kl. 16.00  
Sted: Hoffsvæien 4, 0275 Oslo.

Generalforsamlingen vil åpnes av styrets leder Jan Hendrik Egberts. Møteåpner vil opprette fortegnelse over møtende aksjeeiere og fullmakter.

Selskapets styre foreslår følgende dagsorden for generalforsamlingen:

- 1) Åpning av generalforsamlingen ved styrets leder Jan Hendrik Egberts
- 2) Fremleggelse av fortegnelse over møtende aksjeeiere og fullmektiger
- 3) Valg av møteleder og en person til å medundertegne protokollen
- 4) Godkjenning av innkalling og dagsorden
- 5) Valg av styremedlemmer

Det er 21 796 387 aksjer i Selskapet, og hver aksje gir én stemme. Selskapet har per datoen for denne innkallingen 14 930 egne aksjer. Det kan ikke utøves stemmerett for slike aksjer.

I henhold til Selskapets vedtekter skal aksjeeiere som ønsker å delta på generalforsamlingen varsle Selskapet om dette innen fem dager før generalforsamlingen.

## To the shareholders of Photocure ASA

### NOTICE OF EXTRAORDINARY GENERAL MEETING

The board of directors of Photocure ASA (the "Company") hereby convenes an extraordinary general meeting.

Time: 19 June 2019 at 16:00 hours (CET)  
Place: Hoffsvæien 4, 0275 Oslo.

The general meeting will be opened by the chairperson of the board of directors Jan Hendrik Egberts. The person opening the meeting will register the attendance of shareholders present and proxies.

The board of directors of the Company proposes the following agenda for the general meeting:

- 1) Opening of the meeting by the chairperson of the board of directors Jan Hendrik Egberts
- 2) Presentation of the record of shareholders and representatives present
- 3) Election of chairperson of the meeting and a person to co-sign the minutes
- 4) Approval of notice and agenda
- 5) Election of board members

There are 21,796,387 shares in the Company, and each share carries one vote. As of the date of this notice, the Company holds 14,930 own shares. No votes may be exercised for such shares.

Pursuant to the Company's articles of association shareholders who want to participate at the general meeting shall notify the Company thereof within five days prior to the general meeting



Deltakelse på generalforsamlingen, enten personlig eller ved fullmakt, må registreres innen 14. juni 2019 kl. 16:30.

Påmelding kan registreres ved å fylle ut og sende inn vedlagte påmeldings- eller fullmaktsskjema til Nordea Bank Norge ASA, Issuer Services, PB 1166 Sentrum, 0107 Oslo, e-post: nis@nordea.com, telefaks 22 36 97 03, elektronisk via Selskapets hjemmeside [www.photocure.com](http://www.photocure.com) eller via VPS Investortjenester for aksjeeiere som har tilgang til dette. Se vedlagte skjemaer for nærmere instruks.

Aksjeeiere som ikke har anledning til å møte selv på generalforsamlingen kan gi fullmakt til styrets leder (eller den han eller hun utpeker) eller annen person til å stemme for sine aksjer. Fullmakt kan sendes inn elektronisk via VPS investortjenester eller ved å fylle ut og sende inn fullmaktsskjema vedlagt som vedlegg 1 i henhold til instruksene angitt i skjemaet. Fullmakten må være skriftlig, datert og underskrevet. Fullmakter må være mottatt av Nordea innen 14. juni 2019 kl. 16:30, med mindre aksjeeier har registrert påmelding innen denne fristen. Dersom aksjeeiere er påmeldt innen fristen kan fullmakt fremlegges senest på generalforsamlingen. Se vedlagte fullmaktsskjema for ytterligere informasjon om fullmakter.

Aksjeeiere kan avgi stemme for hver enkelt sak på dagsorden på forhånd. Slike forhåndsstemmer må avgis ved å fylle ut og sende inn vedlagte skjema for forhåndsstemme til Nordea Bank Norge ASA, Issuer Services, PB 1166 Sentrum, 0107 Oslo, e-post: nis@nordea.com, telefaks 22 36 97 03, elektronisk via Selskapets hjemmeside [www.photocure.com](http://www.photocure.com) eller via VPS Investortjenester for aksjeeiere som har tilgang til dette. Se vedlagte skjemaer for nærmere instruks. Frist for å avgi forhåndsstemmes er 14. juni 2019 kl. 16:30. Fram til denne fristen kan stemmer som allerede er avgitt endres eller trekkes tilbake. Stemmer som er avgitt før generalforsamlingen er avholdt vil bli ansett som trukket tilbake dersom aksjeeieren deltar personlig på generalforsamlingen eller ved fullmakt.

Selskapets vedtekter fastsetter at ved erverv av aksjer kan retten til å delta og stemme på generalforsamlingen kun utøves hvis ervervet er

Attendance at the general meeting, either in person or by proxy, must be registered within 14 June 2019 at 16:30 CET.

Attendance can be registered by completing and submitting the attached registration or proxy form to Nordea Bank Norge ASA, Issuer Services, P.O. Box 1166 Sentrum, 0107 Oslo, Norway, e-mail: nis@nordea.com, telefax + 47 22 36 97 03, online through the Company's web-site [www.photocure.com](http://www.photocure.com) or through the Norwegian Securities Depository's (VPS) Investor Services for shareholders having access to this. Please refer to the attached forms for further instructions.

Shareholders who are unable to attend the general meeting may authorize the chairperson (or whomever he or she designates) or another person to vote for its shares. Proxies may be submitted electronically through VPS investor services or by completing and submitting the registration or proxy form attached as Appendix 1 in accordance with the instructions set out in the form. The proxy must be in writing, dated and signed. Proxy forms must be received by Nordea no later than 14 June 2019 at 16:30, unless the shareholder has registered attendance within this deadline. If shareholders have registered attendance within the deadline, proxies may be presented no later than at the general meeting. See the enclosed proxy form for further information on proxies.

Shareholders may cast votes for each matter on the agenda in advance. Such advance votes must be cast by completing and submitting the attached advance voting form to Nordea Bank Norge ASA, Issuer Services, P.O. Box 1166 Sentrum, 0107 Oslo, Norway, e-mail: nis@nordea.com, telefax +47 22 36 97 03, online through the Company's web-site [www.photocure.com](http://www.photocure.com) or through the Norwegian Securities Depository's (VPS) Investor Services for shareholders having access to this. Please refer to the attached forms for further instructions. The deadline for casting advance votes is 14 June 2019 at 16:30 CET. Until the deadline, votes already cast may be changed or withdrawn. Votes already cast prior to the general meeting will be considered withdrawn if the shareholder attends the general meeting in person or by proxy.

The Company's articles of association states that upon acquisition of shares, the right to participate and vote at the general meeting may



innført i aksjeeierboken fem virkedager før generalforsamlingen. Erverv må være registrert i VPS senest den 12. juni 2019.

Etter Selskapets syn har verken den reelle aksjeeieren eller forvalteren rett til å stemme for aksjer som er registrert på forvalterkonto i VPS, jf. allmennaksjeloven § 4-10. Aksjeeiere som holder sine aksjer på en forvalterkonto i VPS og som ønsker å avgi stemmer for slike aksjer må etter selskapets vurdering overføre aksjene til en VPS-konto i eget navn senest den 12. juni 2019 for å være sikret å kunne avgi stemmer for slike aksjer.

Beslutninger om stemmerett for aksjeeiere og fullmektiger treffes av møteåpner, hvis beslutning kan omgjøres av generalforsamlingen med alminnelig flertall.

Aksjeeiere kan ikke kreve at nye saker settes på dagsordenen, da fristen for å kreve dette er utløpt, jf. allmennaksjeloven § 5-11 andre setning. Aksjeeiere har rett til å fremsette forslag til vedtak i de saker som er på dagsordenen.

En aksjeeier kan kreve at styremedlemmer og daglig leder på generalforsamlingen gir tilgjengelige opplysninger om forhold som kan innvirke på bedømmelsen av saker som er forelagt aksjeeierne til avgjørelse. Det samme gjelder opplysninger om Selskapets økonomiske stilling og andre saker som generalforsamlingen skal behandle, med mindre de opplysninger som kreves, ikke kan gis uten uforholdsmessig skade for Selskapet. Aksjeeiere har rett til å ta med rådgiver, og kan gi talerett til én rådgiver.

Informasjon om generalforsamlingen og dokumenter som skal behandles av generalforsamlingen eller inntas i innkallingen er gjort tilgjengelig på Selskapets nettside, herunder vedlegg til innkallingen og Selskapets vedtekter. Dokumenter som gjelder saker som skal behandles av generalforsamlingen kan sendes vederlagsfritt til aksjeeiere på forespørsel til Selskapets kontor.

only be exercised if the acquisition is recorded in the shareholder registry the fifth business day prior to the general meeting. **Acquisitions must be registered in the VPS no later than 12 June 2019.**

The Company is of the opinion that neither the beneficiary shareholder nor the nominee is entitled to vote for shares registered on a nominee account in the VPS, cf. the Norwegian Public Limited Act (the "Act") section 4-10. Shareholders, who hold their shares on a nominee account in the VPS, and who wish to vote for such shares must, based on the Company's assessment, transfer the shares to a securities account in the VPS held in their own name no later than on 12 June 2019 in order to be assured that it may vote for such shares at the general meeting.

Decisions on voting rights for shareholders and representatives are made by the person opening the meeting, whose decision may be reversed by the general meeting by majority vote.

Shareholders cannot require that new matters are put on the agenda as the deadline for this has lapsed cf. the Act section 5-11 second sentence. Shareholders have the right to propose resolutions under the matters to be addressed by the general meeting.

A shareholder may demand that board members and the chief executive officer provide available information at the general meeting about matters which may affect the assessment of items which have been presented to the shareholders for decision. The same applies to information regarding the Company's financial position and other business to be transacted at the general meeting, unless the information demanded cannot be disclosed without causing disproportionate harm to the Company. Shareholders are entitled to bring advisors, and may grant the right of speak to one advisor.

Information about the general meeting and documents to be considered by the general meeting or incorporated in the notice is posted on the Company's website, including the appendices to this notice and the Company's articles of association. Documents relating to matters to be considered by the general meeting may be sent free of charge to shareholders upon request.



<p>Adresse til Selskapets internettside er: <a href="http://www.photocure.com">www.photocure.com</a>.</p> <p>Oslo, 28. mai 2019</p> <p>Med vennlig hilsen For styret i Photocure ASA</p> <p>Jan Hendrik Egberts Styrets leder</p> <p style="text-align: right;">***</p>	<p>The address to the Company's website is: <a href="http://www.photocure.com">www.photocure.com</a>.</p> <p>Oslo, 28 May 2019</p> <p>Kind regards on behalf of the board of Photocure ASA</p> <p>Jan Hendrik Egberts Chairperson of the board of directors</p> <p style="text-align: right;">***</p>
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<u>Styrets forslag til vedtak:</u>	<u>The board of directors' proposal for resolutions:</u>
<b>Sak 3 - Valg av møteleder og en person til å medundertegne protokollen</b>	<b>Item 3 - Election of chairperson of the meeting and a person to co-sign the minutes</b>
Styret foreslår at Jan Hendrik Egberts velges til å lede generalforsamlingen, og at en av de fremmøtte velges til å medundertegne protokollen.	The board of directors proposes that Jan Hendrik Egberts is elected as chairperson of the meeting, and that one other present person is elected to co-sign the minutes.
<b>Sak 4 - Godkjenning av innkalling og dagsorden</b>	<b>Item 4 - Approval of notice and agenda</b>
Styret foreslår at generalforsamlingen godkjenner innkalling og dagsorden.	The board of directors proposes that the notice and the agenda are approved.
<b>Sak 5 - Valg av styremedlemmer</b>	<b>Item 5 - Election of board members</b>
Valgkomiteens innstilling er vedlagt denne innkallingen, samt tilgjengelig på Selskapets internettside <a href="http://www.photocure.com">www.photocure.com</a> .	The nomination committee's recommendation is attached hereto and available on the Company's website <a href="http://www.photocure.com">www.photocure.com</a> .
Styret foreslår at generalforsamlingen, i tråd med valgkomiteens innstilling, velger å utvide styre med følgende to nye styremedlemmer med valgperiode frem til ordinær generalforsamling i 2020, ved å fatte følgende vedtak:	The board of directors proposes that the general meeting, in accordance with the nomination committee's recommendation, elects to increase the board with the following two new board members with an election period until the ordinary general meeting in 2020, by making the following resolution:
<i>"Følgende personer velges som nye styremedlemmer:</i>	<i>"The following persons are elected as new board members:</i>
<ul style="list-style-type: none"><li>• Einar Antonsen, styremedlem</li><li>• Tove Lied Ringvold, styremedlem</li></ul>	<ul style="list-style-type: none"><li>• Einar Antonsen, board member</li><li>• Tove Lied Ringvold, board member</li></ul>
<i>med en valgperiode frem til ordinær generalforsamling i 2020.</i>	<i>with an election term until the ordinary general meeting in 2020.</i>
<i>Etter dette består styret av:</i>	<i>Following this, the board consists of:</i>
<ul style="list-style-type: none"><li>• Jan H. Egberts, styreleder</li><li>• Tom Pike, styremedlem</li><li>• Grannum R. Sant, styremedlem</li><li>• Johanna Holldack, styremedlem</li><li>• Gwen Melincoff, styremedlem</li><li>• Einar Antonsen, styremedlem</li><li>• Tove Lied Ringvold, styremedlem</li></ul>	<ul style="list-style-type: none"><li>• Jan H. Egberts, chairperson</li><li>• Tom Pike, board member</li><li>• Grannum R. Sant, board member</li><li>• Johanna Holldack, board member</li><li>• Gwen Melincoff, board member</li><li>• Einar Antonsen, board member</li><li>• Tove Lied Ringvold, board member</li></ul>
<i>med en valgperiode frem til ordinær generalforsamling i 2020."</i>	<i>with an election term until the ordinary general meeting in 2020."</i>



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Ingen andre saker foreligger til behandling.

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No other matters are on the agenda.

## **REPORT AND RECOMMENDATIONS FROM THE NOMINATION COMMITTEE IN PHOTOCURE ASA TO THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON JUNE 19<sup>th</sup> 2019**

### **1) NOMINATION COMMITTEE MANDATE AND MEMBERSHIP**

The mandate of the Nomination Committee is stipulated in the Articles of Association § 7:

*“The company shall have a Nomination Committee.*

*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 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 one year. Remuneration to the members of the Nomination Committee is determined by the general meeting.*

*The general meeting shall resolve the instructions for the Nomination Committee.”*

At the Annual General Meeting (AGM) on May 9<sup>th</sup> 2019 the Nomination Committee was established as follows: Lars Viksmoen (member); Jónas Einarsson (member); Hans Peter Bøhn (leader).

### **2) THE ACTIVITIES OF THE NOMINATION COMMITTEE**

The current proposal is a result of a process initiated by the previous Nomination Committee; Dan Mahony, James McDonald and Hans Peter Bøhn.

With the departure of Synne Røine from the board, they identified the necessity of recruiting new members with financial background, intimate knowledge of the Norwegian capital market and Norwegian corporate governance. Furthermore, he or she must be qualified to head the Audit Committee. At the same time, the largest shareholders in Photocure expressed a desire for board members who more directly could represent shareholders interest.

The process of identifying suitable candidates could not be completed in time for the ordinary general meeting on May 9<sup>th</sup> 2019. We have therefore asked the company to call for an extraordinary general meeting on June 19<sup>th</sup> 2019 for the purpose of electing the new board members.

### **3) PROPOSED NEW MEMBERS TO THE BOARD OF DIRECTORS**

The Nomination Committee propose that Tove Lied Ringvold and Einar Antonsen are elected as additional members to the Photocure Board of Directors.

**Tove Lied Ringvold** has 20 years of experience in international corporate banking covering large private and publicly owned companies, mainly in the marine industries. Ms Ringvold is an experienced finance professional with extensive competence in risk management, financing and capital structures. She most recently served for 17 years as Executive Director in Nordea Corporate and Investment Banking (Norway), a position she decided to leave in 2018. Ms Ringvold holds a Siviløkonom degree from Norwegian School of Economics and Business Administration, Bergen, Norway.

**Einar Antonsen** is a finance professional with over 25 years of experience from Corporate Finance, Institutional Sales, Banking and as a CFO. From year 2000 he spent 15 years as a partner in Fearnley Securities working with Corporate Finance and Institutional Sales, before starting his own advisory firm EAdvisors in 2015. EAdvisors provides independent consultancy advice to companies on Strategic Development, M&A, ECM and DCM. Einar Serves as Executive Director in MFDevCo and as Chairman of the board at G2W Ventures. He has a BSc in Business Administration and an MBA from the American Graduate School of International Business.

Following the addition of these two, the Board of Directors will be as follows, with 7 members in total:

Jan H. Egberts (board chair)  
Tom Pike (board member)  
Grannum R. Sant (board member)  
Johanna Holldack (board member)  
Gwen Melincoff (board member)  
*Tove Lied Ringvold (board member) (new elect)*  
*Einar Antonsen (board member) (new elect)*

The proposal from the Nomination Committee is based on a careful evaluation of the Board's composition and function versus what the company needs. It is our belief that the proposed Board is eminently suited to help meeting the challenges the company faces at present and up to the ordinary AGM in 2020.

\* \* \*

The proposals from the Nomination Committee are not unanimous as one member chose to take exception.

Oslo, May 23<sup>rd</sup> 2019

Hans Peter Bøhn

(Committee Leader)





[NAME]  
[ADRESS I]  
[ADRESS II]  
[ZIP CODE PLACE]  
[COUNTRY]

PIN: XXXXX

REF: XXXXX

Extraordinary general meeting in Photocure ASA is held Wednesday 19 June 2019 at 16:00 (CET) in Hoffsvæien 4, 0275 Oslo

**NOTICE OF ATTENDANCE**

**Notice of attendance for the general meeting, either personally or by proxy, must be received by Nordea no later than 14 June 2019 at 16:30 (CET).**

Notice of attendance can be sent to Nordea Bank Norge ASA, Issuer Services, P.O. Box 1166 Sentrum, 0107 Oslo, Norway, email: [nis@nordea.com](mailto:nis@nordea.com) or telefax +47 22 36 97 03. Attendance can also be registered electronically through the company's website [www.photocure.com](http://www.photocure.com) or through VPS Investor Services for shareholders with access to this. The reference code must be stated upon the registration of attendance.

The undersigned will attend the extraordinary general meeting in Photocure ASA on 19 June 2019:

Representative for the shareholder (if a company) \_\_\_\_\_

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Place	Date	Signature for the shareholder
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If the shareholder is a company, the certificate of registration or other valid documentation (e.g. board resolution) showing that the undersigned may sign on behalf of the shareholder shall be attached. Shareholders which are granting proxy shall use the proxy form. Shareholders which provide an advance vote shall use the form on advance voting.



[NAME]  
[ADRESS I]  
[ADRESS II]  
[ZIP CODE PLACE]  
[COUNTRY]

PIN: XXXXX

REF: XXXXX

Extraordinary general meeting in Photocure ASA is held Wednesday 19 June 2019 at 16:00 (CET) in Hoffsvæien 4, 0275 Oslo

#### PROXY WITHOUT VOTING INSTRUCTIONS

This proxy form is to be used for a proxy **without** voting instructions. To grant a proxy with voting instructions, please use the proxy form with voting instructions.

**Notice of attendance for the general meeting, either personally or by proxy, must be received by Nordea no later than 14 June 2019 at 16:30 (CET). Attendance will be registered when this proxy has been received within the said deadline.**

The proxy form can be sent to Nordea Bank Norge ASA, Issuer Services, P.O. Box 1166 Sentrum, 0107 Oslo, Norway, email: [nis@nordea.com](mailto:nis@nordea.com) or telefax +47 22 36 97 03. Registration of proxy can also be made electronically through the company's website [www.photocure.com](http://www.photocure.com) or through VPS Investor Services for shareholders with access to this. The reference code must be stated upon the registration of attendance.

The undersigned shareholder hereby grants (tick off)

- The chairperson of the board of directors or the person who the chairperson authorises
- Name of proxy holder:

a proxy to attend and vote at Photocure ASA's extraordinary general meeting on 19 June 2019 for my/our shares. If the proxy holder is not named, the proxy shall be deemed granted to the chairperson of the board of directors or the person who the chairperson authorises.

Neither the company nor the chairperson of the board (or whoever the chairperson of the board authorises) can be held responsible for any loss resulting from the proxy form not being received by the proxy in time. The company and the chairperson of the board (or whoever the chairperson of the board authorises) are not responsible for ensuring that votes will be cast in accordance with the proxy form and have no responsibility in connection with cast of votes pursuant to the proxy form.

Representative for the shareholder (if a company) \_\_\_\_\_

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Place	Date	Signature for the shareholder
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If the shareholder is a company, the certificate of registration or other valid documentation (e.g. board resolution) showing that the undersigned may sign on behalf of the shareholder shall be attached.



[NAME]  
[ADDRESS I]  
[ADDRESS II]  
[ZIP CODE PLACE]  
[COUNTRY]

PIN: XXXXX

REF: XXXXX

Extraordinary general meeting in Photocure ASA is held Wednesday 19 June 2019 at 16:00 (CET) in Hoffsvæien 4, 0275 Oslo

**PROXY WITH VOTING INSTRUCTIONS**

This proxy form is to be used for a proxy with voting instructions.

**Notice of attendance for the general meeting, either personally or by proxy, must be received by Nordea no later than 14 June 2019 at 16:30 (CET). Attendance will be registered when this proxy has been received within the said deadline.**

The proxy form can be sent to Nordea Bank Norge ASA, Issuer Services, P.O. Box 1166 Sentrum, 0107 Oslo, Norway, email: nis@nordea.com or telefax +47 22 36 97 03. Registration of proxy can also be made electronically through the company's website [www.photocure.com](http://www.photocure.com) or through VPS Investor Services for shareholders with access to this. The reference code must be stated upon the registration of attendance.

The undersigned shareholder hereby grants (tick off)

- The chairperson of the board of directors or the person who the chairperson authorises
- Name of proxy holder:

a proxy to attend and vote at Photocure ASA's extraordinary general meeting on 19 June 2019 for my/our shares. If the proxy holder is not named, the proxy shall be deemed granted to the chairperson of the board of directors or the person who the chairperson authorises.

Neither the company nor the chairperson of the board (or whoever the chairperson of the board authorises) can be held responsible for any loss resulting from the proxy form not being received by the proxy in time. The company and the chairperson of the board (or whoever the chairperson of the board authorises) are not responsible for ensuring that votes will be cast in accordance with the proxy form and have no responsibility in connection with cast of votes pursuant to the proxy form.

**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.** 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. If the voting instruction is unclear, the proxy holder will vote on the basis of his reasonable understanding of the instruction. Where no such reasonable interpretation is possible, the proxy holder may abstain from voting.

Agenda extraordinary general meeting 19 June 2019	For	Against	Abstain
1. Opening of the meeting by the chairperson of the board of directors	<i>No vote</i>		
2. Presentation of the record of shareholders and representatives present	<i>No vote</i>		
3. Election of a chairperson of the meeting and a person to co-sign the minutes	<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 board members			
- Einar Antonsen, board member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
- Tove Lied Ringvold, board member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



Representative for the shareholder (if a company) \_\_\_\_\_

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Place	Date	Signature for the shareholder
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If the shareholder is a company, the certificate of registration or other valid documentation (e.g. board resolution) showing that the undersigned may sign on behalf of the shareholder shall be attached.



[NAME]  
 [ADRESS I]  
 [ADRESS II]  
 [ZIP CODE PLACE]  
 [COUNTRY]

PIN: XXXXX

REF: XXXXX

Extraordinary general meeting in Photocure ASA is held Wednesday 19 June 2019 at 16:00 (CET) in Hoffsveien 4, 0275 Oslo

**FORM FOR ADVANCE VOTING**

This form is used to provide advance votes. **Advance votes must be received by Nordea no later than 14 June 2019 at 16:30 (CET).** Neither the company nor the chairperson of the board (or whoever the chairperson of the board authorises) can be held responsible for any loss resulting from advance votes not being received in time.

The form for advance voting can be sent to Nordea Bank Norge ASA, Issuer Services, P.O. Box 1166 Sentrum, 0107 Oslo, Norway, email: nis@nordea.com or telefax +47 22 36 97 03. Registration of advance votes can also be made electronically through the company's website www.photocure.com or through VPS Investor Services for shareholders with access to this. The reference code must be stated upon the registration of attendance.

Until the deadline stated above votes already cast can be changed or withdrawn. Votes cast prior to the general meeting being held will be deemed withdrawn if the shareholder attends in person at the general meeting or by proxy. Shareholders which cast advance votes will not have the possibility to consider or vote over motions made from the floor, proposals in addition to or as replacement of the proposals in the notice. If the tick-off in the form is unclear the chairperson of the meeting may register that the shareholder abstains from voting. **Please note that if a vote is not cast for or against by tick-off of the items below in a matter on the agenda, this will be deemed as the shareholder abstains from voting in the particular matter.**

Agenda extraordinary general meeting 19 June 2019	For	Against	Abstain
1. Opening of the meeting by the chairperson of the board of directors	<i>No vote</i>		
2. Presentation of the record of shareholders and representatives present	<i>No vote</i>		
3. Election of a chairperson of the meeting and a person to co-sign the minutes	<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 board members			
- <i>Einar Antonsen, board member</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
- <i>Tove Lied Ringvold, board member</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Representative for the shareholder (if a company) \_\_\_\_\_

Place \_\_\_\_\_ Date \_\_\_\_\_ Signature for the shareholder \_\_\_\_\_

If the shareholder is a company, the certificate of registration or other valid documentation (e.g. board resolution) showing that the undersigned may sign on behalf of the shareholder shall be attached.