



ARTICLES OF ASSOCIATION FOR VARDAR AS

**(Adopted at the Statutory General Meeting of 12 December
1997) (last amended on 21.06.2013)**

Article 1 Company's name

The name of the company is Vardar AS

Article 2 Object of the Company

The object of the Company is:

- to invest in enterprises in the power industry and in related and complementary enterprises.
- to invest in other companies in order to contribute to development and build-up of expertise in alternative energy.
- the production of electrical power.

Article 3 Registered business office

The Company's registered business office is in Drammen Municipality.

Article 4 Company's share capital

The Company's share capital is NOK 268,561,000, which is divided into 49,550 shares, each with a nominal value of NOK 5,420, divided into two classes of shares, A and B.

The class A shares consist of 496 shares with a nominal value of NOK 5,420, for a total of NOK 2,688,320. The class B shares consist of 49,054 shares with a nominal value of NOK 5,420, for a total of NOK 265,872,680.

The two classes of shares differ with the fact that the class B shares shall not carry any voting rights or be entitled to dividends.

Otherwise the shares have equal status.



Article 5 Company's Board of Directors and management

The Board of Directors shall consist of up to five (5) members as determined by the General Meeting. The General Meeting shall elect the Board Chairman and Deputy Chairman for a period of two years.

The elections are valid for four years and follow the election period for the county administration. When needed, elections are held as required for the remaining period.

The Managing Director has a right and duty to participate in meetings of the Board of Directors.

The Board of Directors has a quorum when at least three-fifths of the members, including the Chairman or Deputy Chairman, are present.

The Board of Directors' decisions are adopted by a simple majority of those present. Three votes are always required, however, for a valid decision. The Board Chairman (or Deputy Chairman) shall have the casting vote in the event of a tie.

The Board of Directors is responsible for the management of the Company's affairs. Individual matters regarding a complete or partial sale of a power producing plant or a merger that includes power producing plants shall also be submitted to the County Council for review.

The Board of Directors shall appoint or dismiss the Managing Director.

The Chairman of the Board together with the Managing Director, or any two members of the Board of Directors, are authorised to sign jointly for the Company.

The Board of Directors may grant the power of procuration.

Article 6 General Meeting

The Chairman of the County Council or whomever he has granted such authority shall represent the Buskerud County Administration's shares at the General Meeting.

The ordinary General Meeting shall be held annually before the end of June.

An Extraordinary General Meeting shall otherwise be held as determined by the Board of Directors or Board Chairman, or when demanded in writing by the Company's Auditor or by one or more shareholders who represent at least one-



tenth of the share capital combined.

The General Meeting shall be called by the Chairman of the Board with at least one week's written notice to each of the company's shareholders.

The General Meeting shall elect the chairman for the meeting.

Each share shall carry one vote at the General Meeting. All resolutions are adopted by a simple majority of the votes cast, unless otherwise determined by the Companies Act.

The ordinary General Meeting shall deal with the following matters:

Approval of the annual report and accounts, including the distribution of dividends.

Election of members to the Board of Directors and the Auditor as required.

Adoption of the directors' and auditor's fees.

Any other matters that shall be considered by the General Meeting by law or pursuant to the Articles of Association.

Article 7 Relationship to the Companies Act

Reference is made otherwise to the company legislation in effect at any given time. In the event of any inconsistencies, the Articles of Association shall take precedence over the company legislation, provided the legislation can be departed from.