

**INNKALLING TIL / NOTICE OF
EKSTRAORDINÆR / EXTRAORDINARY
GENERALFORSAMLING I / GENERAL MEETING IN
Q-FREE ASA 2016
("Selskapet / the Company")
19. SEPTEMBER 2016**

(The English wording in this document is an office translation, and in case of any discrepancy the Norwegian wording will prevail.)

<p>Til aksjeeierne i Q-Free ASA</p> <p style="text-align: right;">Trondheim, 18. august 2016</p> <p>Det innkalles herved til ekstraordinær generalforsamling i Q-Free ASA 19. september 2016 kl. 09.00.</p> <p>Generalforsamlingen avholdes på Hotell Continental, Stortingsgata 24-26, 0117 Oslo.</p> <p>DAGSORDEN</p> <p>Generalforsamlingen åpnes av styrets leder Charlotte Brogren Karlberg, som opptar fortegnelse over de aksjonærer som møter, enten selv eller ved fullmektig, jf allmennaksjeloven § 5-13.</p> <p>1. Valg av møteleder</p>	<p>To the shareholders of Q-Free ASA</p> <p style="text-align: right;">Trondheim, 18 August 2016</p> <p>The Board of Directors hereby call the Extraordinary General Meeting of Q-Free ASA 19 September 2016 at 09.00 hours.</p> <p>The General Meeting is held in Hotel Continental, Stortingsgata 24-26, 0117 Oslo.</p> <p>AGENDA</p> <p>The General Meeting is opened by the chairman of the Board Charlotte Brogren Karlberg, including the making of record of the shareholders who are present, either in person or by proxy, cf the Public Limited Companies Act, Section 5-13.</p> <p>1. Election of a Chairman of the meeting</p>
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2. Valg av én person til å undertegne protokollen sammen med møteleder

3. Godkjenning av innkalling og dagsorden

4. Fullmakt til styret til forhøyelse av aksjekapitalen ved nytegning av aksjer

Saksdokumenter og forslag

Denne innkallingen, samt påmeldings- og fullmaktsskjema, er sendt til alle aksjonærer med kjent adresse. I henhold til Selskapets vedtekter er innkallingen og saksdokumentene, med forslag til vedtak i de enkelte saker, samt også påmeldings- og fullmaktsskjema, tilgjengelig på Selskapets internett sider; www.q-free.com. De dokumentene som skal behandles på generalforsamlingen sendes dermed ikke ut sammen med innkallingen. Aksjeeiere som ønsker å få tilsendt dokumenter som gjelder saker som skal behandles på generalforsamlingen, kan rette en henvendelse til Selskapets kontoradresse.

Aksjene i Selskapet og retten til å stemme

Selskapet er et norsk allmennaksjeselskap omfattet av norsk lovgivning, herunder allmennaksjeloven og verdipapirhandelloven. Det er på tidspunktet for innkallingen utstedt i alt 71.378.757 aksjer i Selskapet, hvor hver aksje gir rett til en stemme, slik at det per dato i alt foreligger 71.378.757 stemmerettigheter i Selskapet.

Aksjene har også for øvrig like rettigheter. Selskapet har per datoen for innkallingen ingen egne aksjer.

Dersom aksjer er registrert i VPS på en forvalter, jf allmennaksjeloven § 4-10, og den reelle aksjeeieren ønsker å avgi stemme for sine aksjer, må den reelle aksjeeieren omregistrere aksjene på en separat VPS-konto i den reelle aksjeeierens navn forut for avholdelse av generalforsamlingen, innen registreringsdatoen, jf under.

Retten til å delta og stemme på generalforsamlingen kan i henhold til Selskapets vedtekter § 6 bare utøves for aksjer som er innført i aksjeeierregisteret (VPS) den femte virkedagen før generalforsamlingen (registreringsdatoen); dvs den 12. september 2016.

2. Election of one person to co-sign the minutes together with the Chairman of the meeting

3. Approval of the Notice and the Agenda

4. Board authorization to increase the share capital by the subscription of new shares

Agenda papers and proposals

This notice, including the registration- and proxy form, is sent to all shareholders whose address is known. In accordance with the Company's Articles of Association, the notice and the agenda papers, with proposed resolutions for the respective items on the agenda, as well as the registration- and proxy form, are all available on the Company's website; www.q-free.com. The documents to be dealt with by the General Meeting are consequently not distributed together with the notice. Shareholders who wish to receive documents regarding the items on the agenda by regular mail, can address their request to the Company's business address.

The Company's shares and the right to vote

The Company is a Norwegian public limited company subject to Norwegian legislation, hereunder the Public Limited Companies Act and the Securities Trading Act. At the time of this notice a total of 71,378,757 shares in the Company have been issued carrying one vote each, giving 71,378,757 voting rights as of today.

The shares also hold equal rights in other aspects. The Company holds no own shares.

If shares are registered by a nominee in the VPS-register, cf section 4-10 of the Public Limited Companies Act, and the beneficial shareholder wishes to vote for his / her shares, then the beneficial shareholder must re-register the shares in a separate VPS account in his/her own (the beneficial shareholders') name prior to the general meeting, within the registration date, cf below.

Pursuant to Article 6 in the Company's Articles of Association, the right to attend to, and vote in the General Meeting may only be exercised for shares which are registered in the shareholders' register

Aksjeeernes rettigheter

Aksjeeerne har følgende rettigheter i forbindelse med en generalforsamling:

- rett til å møte og delta i generalforsamlingen, enten personlig eller ved fullmektig (jf under)
- talerett
- rett til å ta med rådgiver og gi denne talerett
- rett til å kreve at styrets medlemmer og adm. direktør gir tilgjengelige opplysninger om forhold som kan innvirke på bedømmelsen av (i) godkjenningen av årsregnskapet og årsberetningen (ii) saker som er forelagt aksjeeierne til avgjørelse og (iii) Selskapets økonomiske stilling, herunder om virksomheten i andre selskaper som Selskapet deltar i, og andre saker som generalforsamlingen skal behandle, med mindre de opplysninger som kreves, ikke kan gis uten uforholdsmessig skade for Selskapet, jf allmennaksjeloven § 5-15
- rett til å fremsette alternative forslag til beslutninger i de saker som generalforsamlingen skal behandle, herunder kandidater for valg til styret eller valgkomiteen, forutsatt at alternative forslag er innenfor rammen av den saken som foreligger til behandling, jf allmennaksjeloven § 5-11
- rett til å få behandlet spørsmål på generalforsamlingen som vedkommende har meldt skriftlig til styret innen syv dager før fristen for innkalling til generalforsamlingen (21 dager), sammen med et forslag til beslutning eller en begrunnelse for at spørsmålet settes på dagsorden. Har innkallingen allerede funnet sted, skal det foretas en ny innkalling dersom fristen for innkalling ikke er ute, jf. allmennaksjeloven § 5-11.

Fullmakt

Aksjeeiere som ønsker å møte og stemme i generalforsamlingen ved fullmektig, bes sende inn vedlagte fullmaktsseddel, datert og signert, og innen fristen for påmelding som angitt under, til DNB Bank ASA, med følgende adresse:

E-post: genf@dnb.no.

Postadresse: DNB Bank ASA, Verdipapirservice, Postboks 1600 Sentrum, 0021 Oslo

(VPS) at the latest the fifth workday before the date of the General Meeting (the registration date); which is 12 September 2016.

The Shareholders' rights

The shareholders have the following right in connection with a general meeting:

- the right to attend and participate in the general meeting, either in person or by proxy (see below)
- the right to speak
- the right to bring a counsel and give him the right to speak
- the right to demand that the members of the Board and the CEO provide available information about issues which may affect the assessment of (i) the approval of the annual accounts and the annual report (ii) any matters that have been submitted to the shareholders for decision and (iii) the Company's financial position, hereunder the business of other companies in which the Company participates, and other matters that the general meeting shall consider, unless the information required cannot be given without causing disproportionate damage to the Company, cf. section 5-15 of the Public Limited Companies Act
- the right to present alternative proposals / amendments to matters to be decided by the general meeting, hereunder candidates for election to the Board or the Nomination Committee, provided that alternative proposals are within the limits of the matter to be considered, cf. section 5-11 of the Public Limited Companies Act
- the right to have questions addressed at the general meeting which have been notified in writing to the board within seven days prior to the deadline for notice to the general meeting (21 days), together with proposed resolutions or a reason that an issue has been put on the agenda. If the notice has already been sent, a new notice must be prepared granted that the deadline for giving notice has not been reached, cf. section 5-11 of the Public Limited Companies act.

Proxy

Shareholders who wish to attend and vote by proxy at the General Meeting, are requested to send the attached proxy form, dated and signed, within the time limit for the notice of attendance as set out below, to DNB Bank ASA, with the following address:

Alternativt kan det foretas elektronisk innsendelse av fullmakt via Selskapets hjemmeside www.q-free.com eller via Investortjenester. For å få tilgang til elektronisk påmelding via Selskapets hjemmeside, må pinkode og referansenummer som følger av møteseddel/påmeldingsskjema oppgis. Fullmaktsseddel i original må også medbringes til generalforsamlingen.

Legitimasjon for fullmektig og for fullmaktsgiver, og eventuelt firmaattest dersom aksjeeieren er en juridisk person, må vedlegges fullmakten.

Fullmakten kan inneholde instruks om hvordan fullmektigen skal stemme i den enkelte sak.

Fullmaktsskjema er vedlagt, med nærmere instruksjon for bruken av fullmaktsskjemaet.

Fullmakt kan om ønskelig gis til styrets leder Charlotte Brogren Karlberg, som av styret er oppnevnt til å kunne stemme for aksjeeierne som fullmektig. Fullmakter som er utstedt uten særskilt angivelse av navn på fullmektigen, vil i henhold til dette bli ansett som gitt til styrets leder.

Påmelding

I henhold til vedtektene § 6 har styret bestemt at de aksjeeiere som ønsker å delta på generalforsamlingen, enten selv eller ved fullmektig, for å ha rett til og møte og avgi stemme på generalforsamlingen må meddele dette senest **innen den 15 september 2016 kl. 12.00**.

Vedlagte påmeldingsskjema bes benyttet, som innen påmeldingsfristen over, sendes til:

E-post: genf@dnb.no

Postadresse: DNB Bank ASA, Verdipapirservice, postboks 1600 Sentrum, 0021 Oslo

Påmelding kan også foretas elektronisk via Selskapets hjemmeside www.q-free.com eller via Investortjenester. For å få tilgang til elektronisk påmelding via Selskapets hjemmeside, må pinkode og referansenummer som følger av møteseddel/påmeldingsskjema oppgis.

E-mail: genf@dnb.no.

Post-address: DNB Bank ASA, Registrar's Department, P.O.Box 1600 Sentrum, 0021 Oslo, Norway

The proxy form may alternatively be sent electronically through the Company's website www.q-free.com or through VPS Investor Services. To access the electronic system for notification of attendance through the Company's website, the reference number and PIN code mentioned in the proxy form must be stated. The proxy form in original must also be brought to the General Meeting.

Both the ID of the proxy and the shareholder, and possibly also a certificate of registration if the shareholder is a legal person, must be attached to the proxy.

The proxy authorization may include instructions as to how the proxy shall vote in each matter.

A proxy form is attached to this notice, with a detailed description of the use of the proxy form.

Proxy can, if desired, be given to the Chairman of the Board, Charlotte Brogren Karlberg, who has been appointed by the Board to vote as proxy for the shareholders. Proxies issued without a specified name of the shareholder, will in accordance with this, be regarded as proxies issued to the Chairman of the Board.

Notice of attendance

Pursuant to Article 6 of the Articles of Association, second paragraph, the Board has decided that the shareholders who wish to attend the General Meeting in person or by proxy, in order to hold the right to attend and vote, must give notice of this at the latest **within 15 September 2016 at 12.00 hrs**.

Please use the attached registration form, which, within the time limit for the notice of attendance as set out above, is sent to:

E-mail: genf@dnb.no.

Post-address: DNB Bank ASA, Registrar's Department, P.O.Box 1600 Sentrum, 0021 Oslo, Norway

The notice of attendance may be send electronically through the Company's website www.q-free.com or through VPS Investor Services. To access the electronic system for notification of attendance and advance voting through the Company's website, the

	reference number and PIN code mentioned in the notice of attendance must be stated.
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Trondheim, 18. August 2016

Trondheim, 18 August 2016

Styret for Q-Free ASA

The Board of Directors of Q-Free ASA

Charlotte Brogren Karlberg
Styrets leder / Chairman of the Board
for styret / on behalf of the Board



Record date 12 September 2016
Notice of attendance: 15 September 2016 at 12.00 hrs

Ref no:

PIN code:

Notice of Extraordinary General Meeting

An Extraordinary General Meeting of Q-Free ASA will be held on 19 September 2016 at 09 a.m. at Hotel Continental, Stortingsgata 24-26, Oslo, Norway

If the above-mentioned shareholder is an enterprise, it will be represented by:

Name of enterprise's representative
(To grant a proxy, use the proxy form below)

Notice of attendance

The undersigned will attend the Extraordinary General Meeting on 19 September, 2016 and vote for:

A total of _____
Own shares
Other shares in accordance with enclosed Power of Attorney
Shares

This notice of attendance must be received by DNB Bank ASA no later than 12 p.m on 15 September, 2016. **Notice of attendance may be sent electronically through the Company's website www.q-free.com or through VPS Investor Services.** To access the electronic system for notification of attendance or to submit your proxy, through the Company's website, the above-mentioned reference number and PIN code must be stated. Notice of attendance may also be sent by e-mail: genf@dnb.no, or by regular mail to DNB Bank ASA, Registrar's Department, P.O.Box 1600 Sentrum, 0021 Oslo, Norway.

Place

Date

Shareholder's signature
(If attending personally. To grant a proxy, use the form below)



Proxy (with voting instructions) Extraordinary General Meeting of Q-Free ASA 19 September 2016

Ref no:

PIN code:

This proxy form is to be used for a proxy with voting instructions. If you are unable to attend the Extraordinary General Meeting in person, you may use this proxy form to give voting instructions. You may grant a proxy with voting instructions to a person authorised by you, or you may send the proxy without naming the proxy holder, in which case the proxy will be deemed to have been given to the Chairman of the Board of Directors or a person authorised by her.

The proxy form must be received by DNB Bank ASA, Registrar’s Department, no later than 12 p.m. on 15 September, 2016.

It may be **sent by e-mail: genf@dnb.no** / Regular mail to DNB Bank ASA, Registrar’s Department, P.O.Box 1600 Sentrum, 0021 Oslo, Norway.

The undersigned (in capital letters): _____
hereby grants (tick one of the two)

- the Chairman of the Board of Directors Charlotte Brogren Karlberg (or a person authorised by her); or
- _____
Name of proxy holder (in capital letters)

a proxy to attend and vote for my/our shares at the Extraordinary General Meeting of Q-Free ASA on 19 September, 2016.

The votes shall be exercised in accordance with the instructions below. 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 replacement of the proposals in the notice, the proxy holder may vote or abstain from voting at his discretion. In such case, the proxy holder will vote on the basis of his reasonable understanding of the motion. The same applies if there is any doubt as to how the instructions should be understood. Where no such reasonable interpretation is possible, the proxy holder may at her discretion either vote or abstain from voting.

Agenda Extraordinary General Meeting 19 September 2016	For	Against	Abstention
1 Election of a Chairman of the meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Election of one person to co-sign the minutes together with the Chairman of the meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval of the Notice and Agenda	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Board authorization to increase the share capital by the subscription of new shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Place

Date

Shareholder’s signature
(Only for granting proxy with voting instructions)

With regard to rights of attendance and voting, reference is made to the Norwegian Public Limited Liability Companies Act, in particular Chapter 5. If the shareholder is a company, the company’s certificate of registration must be attached to the proxy.



Proxy (without voting instructions) Extraordinary General Meeting of Q-Free ASA 19 September 2016

Ref no:

PIN code:

This proxy form is to be used for a proxy without voting instructions. To grant a proxy with voting instructions, please go to page 2.

If you are unable to attend the Extraordinary General Meeting in person, this proxy may be used by a person authorised by you, or you may send the proxy without naming the proxy holder, in such case, the proxy will be deemed to be given to the Chairman of the Board of Directors or a person authorised by her.

The proxy form must be received by DNB Bank ASA, Registrar's Department no later than 12 p.m. on 15 September 2016. **The proxy may be sent electronically through Q-Free ASA's website <http://www.q-free.com>, or through VPS Investor Services.** It may also be sent by e-mail: genf@dnb.no. Regular mail to DNB Bank ASA, Registrar's Department, P.O.Box 1600 Sentrum, 0021 Oslo, Norway.

The undersigned (in capital letters) _____
hereby grants (tick one of the two):

- the Chairman of the Board of Directors Charlotte Brogren Karlberg (or a person authorised by her), or
- _____
(Name of proxy holder in capital letters)

a proxy to attend and vote for my/our shares at the Extraordinary General Meeting of Q-Free ASA on 9 September 2016.

_____	_____	_____
Place	Date	Shareholder's signature (Signature only when granting a proxy)

With regard to rights of attendance and voting, reference is made to the Norwegian Public Limited Liability Companies Act, in particular Chapter 5. If the shareholder is a company, the company's certificate of registration must be attached to the proxy.

**INNKALLING TIL / NOTICE OF
EKSTRAORDINÆR / EXTRAORDINARY
GENERALFORSAMLING I / GENERAL MEETING IN
Q-FREE ASA**

("Selskapet / the Company")

19. SEPTEMBER 2016

**SAKSUNDERLAG / AGENDA PAPERS
OG FORSLAG TIL VEDTAK / AND PROPOSALS**

(The English wording in this document is an office translation, and in case of any discrepancy the Norwegian wording will prevail.)

INNKALLING TIL EKSTRAORDINÆR GENERALFORSAMLING I Q-FREE ASA	NOTICE OF EXTRAORDINARY GENERAL MEETING OF Q-FREE ASA
<p>Det innkalles herved til ekstraordinær generalforsamling i Q-Free ASA 19. september 2016 kl. 09.00.</p> <p>Den ekstraordinære generalforsamlingen avholdes på Hotell Continental, Stortingsgata 24-26, 0117 Oslo</p> <p>DAGSORDEN Generalforsamlingen åpnes av styrets leder Charlotte Brogren Karlberg, som opptar fortegnelse over de aksjonærer som møter, enten selv eller ved fullmektig, jf allmennaksjeloven § 5-13.</p> <ol style="list-style-type: none">1. Valg av møteleder2. Valg av én person til å undertegne protokollen sammen med møteleder3. Godkjenning av innkalling og dagsorden4. Fullmakt til styret til forhøyelse av aksjekapitalen ved nyttegning av aksjer <p>Styret har i dag en fullmakt, gitt av general-</p>	<p>Notice is hereby given that an Extraordinary General Meeting of Q-Free ASA will be held on 19 September 2016 at 09 hrs.</p> <p>The Extraordinary General Meeting is to be held at the Hotel Continental, Stortingsgata 24-16, 0117 Oslo.</p> <p>AGENDA The Extraordinary General Meeting will be opened by the Chairman of the Board of Directors, Charlotte Brogren Karlberg, who also records the shareholders who are present, either in person or by proxy, of the Public Limited Companies Act, Section 5-13.</p> <ol style="list-style-type: none">1. Election of chairman of the meeting2. Election of one person to co-sign the minutes together with the Chairman of the meeting3. Approval of the notice and the agenda4. Proposal for giving the Board of Directors authorisation to increase the share capital by the subscription of new shares <p>The Board of Directors is today authorised by the</p>

forsamlingen den 26. mai 2016 i sak 12, til å forhøye selskapets aksjekapital med inntil NOK 2.712.392,50 ved utstedelse av inntil 7.137.875 aksjer tilsvarende ca 10% av utestående aksjer, hver pålydende NOK 0.38. Fullmakten ble gitt med varighet frem til neste ordinære generalforsamling, dog ikke lenger enn til den 30. juni 2017. Fullmakten er per i dag ikke benyttet.

For at selskapet skal ha mulighet for å kunne utnytte potensielle strategiske muligheter innen ITS sektoren, hovedsaklig ved større prosjekter og anbud mm, foreslår styret å forhøye fullmakten til å utstede aksjer. Forslaget innebærer at aksjonærenes fortrinnsrett til tegning av aksjer kan settes til side. Fullmakten foreslås å ha en varighet frem til den ordinære generalforsamlingen i 2017 dog ikke lenger enn til den 30. juni 2017.

Under henvisning til ovennevnte foreslår styret at den ekstraordinære generalforsamlingen fatter følgende vedtak:

”Fullmakt til styret til å utvide aksjekapitalen med inntil NOK 2.712.392,50 gitt av generalforsamlingen den 26. mai 2016 i sak 12, tilbakekalles.

Styret gis en ny fullmakt til å utvide aksjekapitalen, en eller flere ganger, med inntil NOK 6.780,981,82 ved utstedelse av inntil 17.844.689 aksjer tilsvarende 25 % av selskapets eksisterende utestående aksjer, hver pålydende NOK 0,38, med rett til å fravike aksjonærenes fortrinnsrett til tegning i henhold til allmennaksjeloven §§ 10-4 og 10-5, og til å fastsette innskudd i form av annet enn penger eller rett til å pådra selskapet særlige plikter etter lov om allmennaksjeselskaper § 10-2, samt fusjon etter allmennaksjeloven § 13-5. Styret får fullmakt til å bestemme tegningsvilkår ved kapitalutvidelser samt til å endre vedtektene i henhold til den til enhver tid gjeldende kapitalutvidelse. Fullmakten gjelder frem til selskapets ordinære generalforsamling i 2017, dog ikke lenger enn til den 30. juni 2017.”

General Meeting held 26 May 2016, case 12, to increase the share capital with up to NOK 2,712,392,50 by the issue of as much as 7,137,875 shares, equivalent to approximately 10 % of the issued shares, each with a par value of NOK 0.38, The authorisation shall be valid until the next Annual General Meeting, but nevertheless no longer than 30 June 2017. The authorization is as per today not used.

In order to enable the Company to make use of any strategic potentials within the ITS sector, mainly by way of larger projects and tenders etc., the Board of Directors proposes to increase the authorisation to issue shares. The proposal disregard the existing shareholders preferential rights. The authorisation shall be valid until the Annual General Meeting in 2017, but nevertheless no longer than 30 June 2017.

With reference to the above, the Board of Directors propose that the Extraordinary General Meeting passes the following resolution:

“The authorisation to the Board to increase the share capital with up to NOK 2,712,392,50, given by the General Meeting 26 May 2016 in case 12, is withdrawn.

The Board of Directors is given a new authorisation to increase the share capital, one or more times, with up to NOK 6,780,981.82 by the issuance of up to 17,844,689 shares, equivalent to approximately 25 % of the company's issued shares, each with a par value of NOK 0.38, with a right to disregard the shareholders' pre-emptive rights according to sections 10-4 and 10-5 of the Public Limited Liability Companies Act, and to determine that non-cash share deposits shall be made or the right to subject the company to special obligations pursuant to section 10-2 of the Public Limited Liability Companies Act, and mergers according to section 13-5 of the Public Limited Liability Companies Act. The Board of Directors is authorised to determine the terms and conditions for the subscription of shares, and to amend the company's Articles of Association in compliance with the increase of the share capital at all times. The authorisation shall be valid until the ordinary general meeting in 2017, however not longer than to 30 June 2017”