

(OFFICE TRANSLATION)

**PROTOKOLL FRA EKSTRAORDINÆR
GENERALFORSAMLING**

**MINUTES FROM
EXTRAORDINARY GENERAL
MEETING**

I

OF

**AGR GROUP ASA
ORG NR 986 922 113**

**AGR GROUP ASA
ORG NO 986 922 113**

Mandag 18. august 2014 kl 09:00 ble det holdt ekstraordinær generalforsamling i AGR Group ASA, ("**Selskapet**"), i Karenlyst Allé 4 i Oslo, Norge.

An Extraordinary General Meeting of AGR Group ASA (the "**Company**") was held on Monday 18 August 2014 at 09:00 at Karenlyst Allé 4, Oslo, Norway.

Den ekstraordinære generalforsamlingen ble åpnet av styrets leder, Eivind Reiten, som opptok en fortegnelse over de møtende aksjeeiere. Fortegnelsen, inkludert antall aksjer og stemmer representert, er inntatt som Vedlegg 1 til protokollen.

The Extraordinary General Meeting was opened by the Chairman of the Board of Directors, Eivind Reiten, who made a record of the attending shareholders. The record of attending shareholders, including the number of shares and votes represented, is attached to the Minutes as Appendix 1.

I henhold til fortegnelsen var 105 910 090 av totalt 124 152 393 aksjer og stemmer, tilsvarende 85% av aksjekapitalen, representert. Fortegnelsen ble godkjent av generalforsamlingen.

According to the record, 105 910 090 of a total of 124,152,393 shares and votes, corresponding to 85% of the share capital, were represented. The record was approved by the General Meeting.

Følgende saker ble behandlet:

The following matters were discussed:

**1 VALG AV MØTELEDER FOR
GENERALFORSAMLINGEN**

Eivind Reiten ble valgt til møteleder.

**1 ELECTION OF A PERSON TO CHAIR
THE GENERAL MEETING**

Eivind Reiten was elected as the Chairman of the General Meeting.

**2 GODKJENNELSE AV INNKALLING OG
DAGSORDEN**

Med hensyn til godkjenning av innkalling og dagsorden opplyste møteleder om at innkallingen var tilsendt samtlige aksjonærer med kjent oppholdssted den 21. juli 2014.

**2 APPROVAL OF THE NOTICE AND THE
AGENDA**

With respect to the approval of the notice and agenda, the Chairman of the General Meeting informed the General Meeting that the notice had been sent to all shareholders with a known

Møtelederen reiste spørsmål om det var bemerkninger til innkallingen eller dagsordenen. Da det ikke fremkom noen bemerkninger, ble innkalling og dagsorden ansett som godkjent. Møtelederen erklærte generalforsamlingen som lovlig satt.

3 VALG AV ÉN PERSON TIL Å MEDUNDERTEGNE PROTOKOLLEN

Snorre Woll ble valgt til å undertegne protokollen sammen med møtelederen.

4 GODKJENNELSE AV SALG AV SELSKAPETS AKSJER I AGR HOLDINGS AS

Selskapet, PetCo Invest AS og PetCo II Invest AS har inngått aksjekjøpsavtale med Mirror Bidco AS om å selge alle aksjer i AGR Holdings AS, jf. børsmelding 21. juli 2014. Svein Sollund redegjorde for transaksjonen.

I samsvar med styrets forslag traff generalforsamlingen følgende vedtak:

"Generalforsamlingen godkjenner salget av Selskapets aksjer i AGR Holdings AS."

5 STRYKING FRA OSLO BØRS

I samsvar med styrets forslag traff generalforsamlingen følgende vedtak:

"Generalforsamlingen vedtok at Selskapet søker om at Selskapets aksjer strykes fra notering på Oslo Børs"

* * *

Alle beslutninger ble fattet med slikt

address on 21 July 2014.

The Chairman of the meeting raised the question whether there were any objections to the notice or the agenda of the General Meeting. As no such objections were raised, the notice and the agenda were approved. The Chairman of the General Meeting declared the General Meeting as lawfully convened.

3 ELECTION OF ONE PERSON TO CO-SIGN THE MINUTES

Snorre Woll was elected to co-sign the Minutes together with the Chairman of the General Meeting.

4 APPROVAL OF SALE OF THE COMPANY'S SHARES IN AGR HOLDINGS AS

The Company, PetCo Invest AS and PetCo Invest II AS have entered into a share purchase agreement with Mirror Bidco AS, for the sale of all their shares in AGR Holdings AS, see stock exchange notice dated 21 July 2014. Svein Sollund provided further information regarding the transaction.

In accordance with the Board of Directors' proposal, the General Meeting passed the following resolution:

"The general meeting approves the sale of the Company's shares in AGR Holdings AS."

5 DE-LISTING FROM OSLO BØRS

In accordance with the Board of Directors' proposal, the General Meeting passed the following resolution:

"The general meeting resolves that the Company applies for a de-listing of the Company's shares from the Oslo Stock Exchange."

* * *

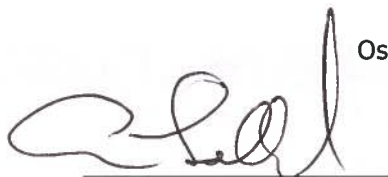
All resolutions were made with such voting results

stemmeresultat som fremgår av Vedlegg 2.

Mer forelå ikke til behandling.
Generalforsamlingen ble deretter hevet og
protokollen undertegnet.

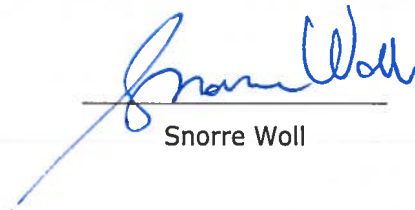
as set out in Appendix 2.

There were no further matters to be resolved. The
meeting was adjourned and the Minutes were
signed.



Svein Sollund

Oslo, 18 August/August 2014



Snorre Woll

Vedlegg:

- 1 Fortegnelse over de møtende aksjonærer, antall aksjer og stemmer representert
- 2 Resultatet av avstemninger

Appendices:

- 1 Record of the attending shareholders, including the number of shares and votes represented
- 2 The results of the voting

AGR EGM 18/8-2014

Appendix 1

Shareholder	# shares	Present	Proxy
ALTOR OIL SERVICE INVEST AS	90 308 128	90 308 128	
EQMC EUR DEVELOPMENT CAPITAL FUND	12 441 134		12 441 134
EQMC FIL	2 544 568		2 544 568
STAVE INVEST AS	263 563	263 563	
NORDSTRØM INVEST AS	117 609		117 609
AMALDINE AS	97 165	97 165	
HANSEN	60 800		60 800
VEIBY	45 000	45 000	
LASSEN-URDAHL	29 523		29 523
BRENNHAUG	2 000	2 000	
KOLLTVEIT NÆRINGSBYGG AS	600		600
Sum	124 152 393	90 715 856	15 194 234
Percent		73 %	12 %
Total number of shares	124 152 393		
Total number of shares represented	105 910 090		
Per cent	85 %		



Result of votes AGR EGM 18/8-2014**Appendix 2**

Brief description	For	Against	Abstention	Total
1 Election of a person to chair the general meeting	100%			100%
2 Approval of the notice and the agenda	100%			100%
3 Election of one person to co-sign the minutes				
4 Approval of sale of the Company's shares in AGR Holdings AS	100%			100%
5 De-listing from Oslo Børs	100%			100%

