

Invitation to attend Annual General Meeting

You are hereby invited to attend the Annual General Meeting (AGM) of Solstad Farstad ASA.

Venue: Company offices, "Neset Fort" - Nesavegen 39, Skudeneshavn

Date: Wednesday, 9th May, 2018

Time: 4.00 p.m.

The Directors will take this opportunity to announce that the company is planning to publish the accounts for the first quarter 2018 immediately after the close of the general meeting. The occasion will also serve as a forum for information about company operations.

The business of the meeting is as follows:

1. **Opening of AGM**, by board chairman.
2. **Election of meeting chair.**
3. **Election of two persons** to sign minutes together with meeting chair.
4. **Adoption of invitation and agenda.**
5. **Adoption of company's and consolidated annual report** and accounts for 2017, hereunder declaration of the dividend. The board proposes that no dividend is to be paid for the accounting year 2017.
6. **Determination of directors' remuneration for 2017.**
The Nomination Committee proposes that the AGM adopts the following resolution: "Remuneration of Board members from AGM May 10, 2017 and until the Annual Meeting May 9, 2018 is set to NOK 288,600,- for the Chairman and NOK 157,600,- to each of the other board members»
7. **Determination of audit committee's remuneration for 2017.**
The Nomination Committee proposes that the AGM adopts the following resolution: "Remuneration of the members of the Audit Committee from the Annual General Meeting May 10, 2017 and until the Annual Meeting May 9, 2018 is set to NOK 52,500,- to each of the conductor and the second member»
8. **Adoption of auditor's remuneration for 2017.**
The Board proposes that the General Meeting adopts the following resolution: "Approval of NOK 831,198,- in audit fees for 2017".
9. **Determination of the Nomination Committee's remuneration for 2017.**
The Nomination Committee proposes that the AGM adopts the following resolution: "Remuneration of the members of the Nomination Committee from the Annual General Meeting May 10, 2017 and until the Annual Meeting May 9, 2018 is set at NOK 25,000,- to each of the conductor and the other members»

10. **Board's statement** on salaries and other remuneration to executive personnel and adoption of guidelines for such remuneration.

The board has filed the following statement regarding guidelines for stipulation of salaries and other remuneration to executive personnel, see Public Companies Act, section 6-16 a:

"The general principle for stipulation of management salaries and other remuneration in the Solstad Farstad ASA group in 2017 shall be that executive personnel are offered competitive terms, to ensure adequate expertise and continuity in management in the group. The group will aim for a salary level etc. that reflects the average of equivalent shipping companies in Norway. Executive personnel shall also enjoy the same collective arrangements, such as pensions etc., as other employees in the group.

The group has no stock option program for management or other personnel. It will remain the policy to invite all personnel to purchase shares in the company (treasury shares) at the discount price (discount price) that each can support on a tax-free basis under the tax legislation, currently maximum NOK 1,500,- per annum per employee.

Remuneration to executive personnel in 2017 is stated in Note 8 to the Consolidated Accounts, based on the same general principle as outlined in the foregoing statement."

It is proposed that the AGM shall adopt the above statement inasmuch as it concerns selling of shares to personnel, and otherwise also join the statement by an advisory showing of hands.

11. **Election of board members.**

The current members of the board of directors are:

Terje Vareberg Toril Eidesvik, Frank O. Reite, Ellen Solstad, Merete Haugli and Harald Thorstein.

The following Directors are up for re-election:

Ellen Solstad and Frank O. Reite

The Nomination Committee of the Company proposes that both are re-elected for a period of two years.

Mr. Terje Vareberg has asked for redemption after 7 years service. The Nomination Comity propose that Harald Espedal is elected as new Director.

12. **Proposal for** certain board authorizations to expand shareholders' capital by new subscription:

- a) "The board is authorised to determine that the shareholders' capital can be increased by maximum NOK 60,000,000.- by the subscription of maximum 30,000,000.- new shares, each of face value NOK 2.-. Within this limit the board will decide whether to offer one or several issues and their size.

The board will determine whether the pre-emptive rights of shareholders will be waived when new shares are subscribed. The board may also determine that the expansion will be paid by a contribution in non-monetary values. The board will lay down the subscription price and other subscription conditions.

The authorisation also covers any decision on merger under the Public Companies Act, section 13-5.

The authorisation shall remain in force until the annual general meeting in 2019."

The reasoning behind the board's proposal is that there may be a need to issue shares in connection with acquisition of assets etc as a step in the company's continuing development.

- b) "The board is authorised to determine that the shareholders' capital can be increased by maximum NOK 280,000.- by the subscription of maximum 140,000 new shares, each of face value NOK 2.-. Within this limit the board will decide whether to offer one or several issues and their size.

The expansion will be restricted to company personnel, and shareholders will waive their pre-emptive right to subscribe for such shares. The board will lay down the subscription price and other subscription conditions.

The authorisation shall remain in force until the annual general meeting in 2019."

The reasoning behind the board's proposal is that the company is believed to benefit from employees also being linked to the company by ownership of shares, and that it is probable that more employees will acquire shares if they are offered in a special issue directed at the employees.

13. Proposal to change the company name.

The Board of Directors proposes that the General Meeting adopts the following resolution: «Change the company's name to Solstad Offshore ASA with effect from 1st October 2018. The proposal is to accommodate a request from Sverre A. Farstad.

The articles of association of Solstad Farstad ASA §1 are amended to read as follows:

"The company's name is Solstad Offshore ASA. The company is a public limited company"

In the interests of expediency we ask all shareholders who wish to attend the General Meeting or who wish to be represented by proxy to complete the special Attendance Notice (enclosed with the invitation) to such effect and dispatch the Notice to arrive in the company no later than Thursday, 4th May, 2018, at 4. p.m..

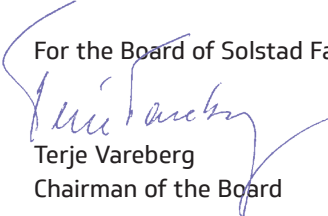
As required under the Articles of Association, the Notice of Attendance form, Proxy Authorisation form, and Invitation to AGM form are all published on the company website at www.solstadfarstad.no.

The company's shareholder capital comprises 291.532.299 shares, each of face value NOK 2. Each share carries one vote.

We look forward to seeing you at the Annual General Meeting.

Skudeneshavn, 17th April, 2018

For the Board of Solstad Farstad ASA



Terje Vareberg
Chairman of the Board

Shareholders wishing to attend the Company's Annual General Meeting are asked to return this Attendance Notice to:

Solstad Farstad ASA, P.O.Box 13, NO-4297 Skudeneshavn, Norway,

to arrive no later than Friday, 4th May, 2018, at 4.00 p.m

Telefax: 0047-52 85 65 01

or

e-mail: liv.karina.dosen@solstadfarstad.com.

Notice of attendance at Annual General Meeting

Be advised that I, the undersigned Shareholder in Solstad Farstad ASA, will attend the Company's Annual General Meeting on Wednesday, 9th May, 2018, at 4.00 p.m, in the Company offices, "Neset Fort", Nesavegen 39, Skudeneshavn.

I intend to vote on behalf of the following shares:

Own shares: _____ SHARES

Other shares according to enclosed proxy powers: _____ SHARES

Total: _____ SHARES

Shareholder's name and address: _____

Date: _____ Place: _____ Shareholder's signature: _____

These proxy powers may be used to appoint a proxy to attend and vote on the Shareholder's behalf at the Company's Annual General Meeting on 9th May, 2018.

To accommodate the flag state provisions in the Securities Trading Act, section 4-2 (3), Shareholders who wish to confer proxy powers to the Board Chairman Terje Vareberg or CEO Lars Peder Solstad are urged to indicate their positions on Agenda Proposals 4 to 13 on the voting instructions below.

These proxy powers should be sent to the Company to arrive no later than Friday, 4th May, 2018, at 4.00 p.m (telefax 0047-52 85 65 01 or e-mail to liv.karina.dosen@solstadfarstad.com).

Proxy

I, the undersigned holder of _____ shares in Solstad Offshore ASA, hereby grant proxy powers to:

 (YOU MUST STATE A NAME HERE)

to attend and vote on my behalf at the AGM in the Company on Wednesday, 9th May, 2018.

Voting instructions

In respect of Agenda proposals 4 to 13, I hereby instruct my designated proxy to vote as follows (indicate by a cross, one alternative only, for each proposal):

Resolution	Proposed by	In favour	Against
Item 4 - Adoption of invitation and agenda	The Board		
Item 5 - Part 1 - Adoption of company's and consolidated annual report for 2017	The Board		
Item 5 - Part 2 - Adoption of Boards proposal of dividends for 2017	The Board		
Item 6 - Determination of Board of directors remuneration for 2017	Nominations Committee		
Item 7 - Determination of Audit committee's remuneration for 2017	Nominations Committee		
Item 8 - Adoption of auditor's remuneration for 2017	The Board		
Item 9 - Determination of Nomination committee's remuneration for 2017	Nominations Committee		
Item 10 - Part 1 - Board's proposal regarding share offer to employees	The Board		
Item 10 - Part 2 - Board's proposal regarding stipulation of salaries etc	The Board		
Item 11 - Election and re-election of Directors	The Board		
Vote for Ellen Solstad			
Vote for Frank O. Reite			
Vote for			
Vote for			
Item 12 a) - Reaffirmation of powers	The Board		
Item 12 b) - Reaffirmation of powers	The Board		
Item 13 - Change of company name	The Board		

Shareholder's name and address: _____

Date: _____ Place: _____ Shareholder's signature: _____