



## Attachment for AGM

### 1. Appointment of Chairperson of the AGM

It is proposed that Jan Egil Moe be appointed as chairperson of the meeting.

#### **ORDINARY RESOLUTION No. 1**

**THAT** Jan Egil Moe be appointed as chairperson of the meeting.

### 2. Approval of the Annual Reports for 2013

The annual accounts, annual reports (including director's report and auditors report) for the financial year 2013, including the consolidated accounts of the group are available at the Company's website at [www.independentresources.eu](http://www.independentresources.eu). Shareholders who wish to receive a copy of the annual accounts and annual reports (including directors' report and auditors report) for the financial year 2013 in electronic or printed form are requested to contact the Company.

#### **ORDINARY RESOLUTION No. 2**

**THAT** the annual accounts and the annual reports for the financial year 2013 be approved.

### 3. Re-Appointment of Ernst & Young as Auditors of Company

The Board of Directors has proposed that Ernst & Young be re-appointed as Auditors of the Company.

#### **ORDINARY RESOLUTION No. 3**

**THAT** Ernst & Young be re-appointed as Auditors of the Company.

### 4. Remuneration of the Auditors

It is proposed that the remuneration of Ernst & Young for the financial year 2013 be approved by the General Meeting in accordance with their terms of engagement.

#### **ORDINARY RESOLUTION No. 4**

**THAT** the remuneration of Ernst & Young for the financial year 2013 be approved by the General Meeting.

## **5. Re-election of retiring member of the Board of Directors, Filou Fransis**

The board proposes a re-election of Filou Fransis as Director of the Company.

Filou Fransis (44) is a Cypriot citizen. She has 13 years experience from Ernst & Young, both at the tax department and was in charge of the firms Fiduciary Department. She now works for Fidelius Management Services heading the Fiduciary/Paralegal Department.

### **ORDINARY RESOLUTION No. 5**

**THAT** Mrs Foula Fransis of Cyprus be re-appointed as a member of the board of directors with effect as of the conclusion of the Annual General Meeting.

## **6. Approval of remuneration to members of the Board of Directors**

It is proposed that the General Meeting resolves the remuneration to the members of the Board of Directors for the year 2013 as set out below.

### **ORDINARY RESOLUTION No. 6**

**THAT** the annual fees set out below to be given to each of the members of the Board of Directors be and are hereby approved as follows:

- Each member of the Board of Directors shall receive remuneration of EUR 5,000 (other than the chairperson of the Board of Directors).
- Chairman of the Board of Directors shall receive remuneration of EUR 15,000.

## **7. Increase in the number of shares the Company is authorized to issue**

The Board proposes to the General Meeting that the authorized share capital be increased from NOK 23 962 846,70 divided into 958 513 828 shares of a nominal value NOK 0,025, to NOK 35 944 268,55 divided into 1 437 770 742 shares of a nominal value of NOK 0,025.

The reason for this increase is to strengthen the Company's financial option, so that the Board of Directors is able to act quickly in order to be able to take advantage of commercial options by acquiring other companies or assets within the company's main business area against a consideration consisting wholly or partly in shares in the company. The authorization will include both right issues and private placements.

### **ORDINARY RESOLUTION No. 7**

**THAT** the authorized share capital be increased from NOK 23 962 846,70 divided into 958 513 828 shares of a nominal value NOK 0,025, to NOK 35 944 268,55 divided into 1 437 770 742 shares of a nominal value of NOK 0,025 by the creation of 479 256 914 additional shares of NOK 0,025, such new shares to rank pari passu in all respects with the existing shares in the capital of the Company.

## **8. Exclusion of pre-emption rights in relation to new shares**

Under the Cyprus Companies' Law, whenever new shares are issued for consideration in cash, the shares must be offered on a pre-emptive basis to the existing shareholders, in proportion to the capital represented by their shares. These pre-emption rights may be excluded by a resolution of the General Meeting.

In many cases time is of essence and new capital has to be raised quickly. The Board therefore proposes that any pre-emption rights be excluded in relation to unissued shares in the Company that may be issued for cash consideration.

It is proposed that the General Meeting resolves:

### **ORDINARY RESOLUTION No. 8**

THAT the Board of Directors be and is hereby authorized to issue and allot up to 479 256 914 new shares for the strengthening of the Company's financial option in order to be able to take advantage of commercial options by acquiring other companies or assets within the company's main business area against a consideration consisting wholly or partly in shares in the company, on such price and other terms and to such persons as the Board may determine and the shareholders hereby waive any pre-emption rights they have, under applicable law, to subscribe for the new shares.

## **9. Approval for an authorization to the Board of Directors to acquire own shares (treasury shares)**

The Board proposes to have the possibility to acquire own shares if the share price according to the Board of Directors deviates from the values in the company. Treasury shares may according to the Board's decision also be used to acquire assets, hereunder interests in other companies.

It is proposed that the General Meeting resolves:

### **ORDINARY RESOLUTION No. 9**

THAT the Board is authorized to acquire treasury shares on the following terms:

1. The authorization is valid for a period of 18 months counting from the date of the General Meeting.
2. The company may acquire shares for a total nominal value of NOK 5 000 000, or up to 200 000 000 shares, each with a nominal value of NOK 0,025. The company may at no time own treasury shares which exceed 10 % of the company's total share capital.
3. The highest amount which may be paid per share is NOK 0,20.
4. The lowest amount which may be paid per share is NOK 0,01.
5. The Board of Directors may freely decide how to acquire and sell treasury shares.