



To the shareholders of Entra ASA

NOTICE OF THE ANNUAL GENERAL MEETING OF ENTRA ASA

The shareholders of Entra ASA are hereby invited to the Annual General Meeting to be held on Thursday, 30 April 2020 at 10:00 (CET) at the company's offices at Biskop Gunnerus gate 14A (9th floor) Oslo, Norway. This notice is also available at the company's website www.entra.no.

Due to the restrictions imposed or urged by the Norwegian authorities to decrease the spread of the coronavirus (Covid-19), shareholders are strongly recommended to either cast their votes electronically in advance of the General Meeting or provide the Chair of the Board a proxy, with or without voting instructions. Shareholders are however entitled to attend the General Meeting in person.

If the abovementioned restrictions remain in force on the date of the General Meeting, persons with respiratory infection, or who are subject to duty of isolation or quarantine, shall not attend the General Meeting in person. The same applies to persons who have returned from travels outside Norway in the last two weeks prior to the General Meeting. The opener of the General Meeting may deny persons entry to the General Meeting if their presence in the meeting opener's opinion can be assumed to represent a risk of infection, such as if they have symptoms of respiratory infection or are subject to quarantine. The company will in such case arrange for shareholders who are denied entry the ability to grant a proxy to others present.

The persons planned to be present at the Annual General Meeting are the Chair of the Board, the Chief Executive Officer, Chair of the nomination committee and the auditor. For further details on how to vote in advance or grant a proxy, please refer to the last page of this notice.

The general meeting has the following

Agenda

- 1. Opening of the meeting and registration of attending shareholders

 The meeting will be opened by the Chair of the Board, Siri Hatlen, or a person appointed by her.
- Election of a person to chair the meeting
 The Board proposes that attorney at law Dag Erik Rasmussen is elected as chair of the meeting.
- 3. Election of a person to co-sign the minutes
- 4. Approval of the notice and the proposed agenda
- 5. Approval of the annual accounts and the Board of Directors' annual report for the financial year 2019 for Entra ASA, including distribution of dividend

Reference is made to the 2019 Annual Report, including the annual accounts, the Board of Directors' report and the auditor's statement, which is available at the company's website, https://www.entra.no/investor-relations/article/reports-and-presentations/38.

The Board of Directors proposes that the general meeting resolves to distribute a dividend in the amount of NOK 2.40 per share for 2019. This dividend comes in addition to the dividend of NOK 2.30 per share as resolved by the Board on 10 July 2019 and distributed on 10 October 2019 pursuant to the board authorisation granted by the annual general meeting in 2019, cf. item 6 of the minutes of the general meeting available at https://www.entra.no/investor-relations/article/general-meeting/53. Accordingly, the total dividend amount for 2019 will be NOK 4.70 per share.

The dividend of NOK 2.40 per share is proposed paid to the company's shareholders as of 30 April 2020 (as registered in the VPS on 5 May 2020), and the shares will trade exclusive the right to

receive dividend from and including 4 May 2020. Subject to the approval by the general meeting, the payment date of the dividend is expected to be on or about 12 May 2020.

The Board of Directors proposes that the general meeting resolves as follows:

The general meeting approves the annual accounts and the Board of Directors' annual report for Entra ASA for the financial year 2019.

The general meeting approves the distribution of a dividend in the amount of NOK 2.40 per share for 2019. The dividend will be paid on or about 12 May 2020 to the company's shareholders as of 30 April 2020 (as registered in the VPS on 5 May 2020). The shares will trade exclusive the right to receive dividend from and including 4 May 2020.

6. Authorisation to distribute semi-annual dividend based on the approved annual accounts for 2019

The board authorisation to distribute semi-annual dividend based on the approved annual accounts for 2018 expires at the annual general meeting in 2020. In order to continue the practice relating to payment of dividend on a semi-annual basis, the Board proposes that the general meeting authorises the Board to resolve distributions of dividends based on the company's annual accounts for 2019.

The grounds for the proposal is that the company's cash flow is highly stable and has a high degree of predictability. The Board of Directors considers that this should be demonstrated through the company's dividend policy by the Entra share being positioned as a stable dividend share.

The Board of Directors proposes that the general meeting resolves as follows:

- 1. The Board is authorised to resolve distributions of semi-annual dividends based on the company's annual accounts for 2019, cf. section 8-2 (2) of the Companies Act.
- 2. When making use of the authorisation, the Board shall ensure that the resolution to distribute dividend is in line with the company's resolved dividend policy. Before a resolution on distribution of dividend is made, the Board shall assess whether the company, following such distribution, will have an adequate equity and liquidity.
- 3. The authorisation shall be valid until the annual general meeting in 2021, and will in all cases expire on 30 June 2021.

7. The Board of Directors' report on corporate governance

Reference is made to the report on corporate governance adopted by the Board of Directors on 4 March 2020, which is included on page 60 et seq. in the 2019 Annual Report.

Pursuant to section 5-6 (4) of the Norwegian Public Limited Liability Companies Act (the "Companies Act"), the general meeting shall consider the report on corporate governance in accordance with section 3-3b of the Norwegian Accounting Act. The report is not subject to vote.

8. Handling of the Board of Directors' statement on salaries and other remuneration to senior executives

Reference is made to the statement adopted by the Board of Directors on 1 April 2020, which is available on https://www.entra.no/investor-relations/article/general-meeting/53. The statement has been amended compared to the statement included in the 2019 Annual Report. The amendments relate to the company's long-term incentive scheme for members of the management (the "LTI Scheme"), as the hold period for granted shares is increased from 3 to 5 years and the maximum amount which may be allocated to each participant under the LTI Scheme is increased to 40% and 60% of the annual salary for members of the management and the deputy CEO and CEO, respectively. The amendments are proposed based on initiatives by shareholders/investors. For further details on the LTI Scheme, please refer to https://www.entra.no/investor-relations/article/general-meeting/53.

A consultative vote shall be held on the Board's statement on senior executives' salary and additional remuneration for the next financial year. The guidelines for share-related incentive schemes for the next financial year are binding and subject to vote by the general meeting. Information on the company's LTI Scheme is available on https://www.entra.no/investor-relations/article/general-meeting/53.

The advisory and binding guidelines are subject to separate voting.

Advisory guidelines

The Board of Directors proposes that the general meeting resolves as follows with regard to the advisory guidelines:

1. The general meeting endorses the advisory guidelines in the Board of Directors' statement on determination of salaries and other remuneration to senior executives in accordance with § 6-16 a) of the Companies Act.

Binding guidelines

The Board of Directors proposes that the general meeting resolves as follows with regard to the binding guidelines:

2. The general meeting approves the binding guidelines in the Board of Directors' statement on determination of salaries and other remuneration to senior executives in accordance with § 6-16 a) of the Companies Act.

9. Authorisation to acquire own shares in Entra ASA in the market for subsequent cancellation

The board authorisation to acquire shares in Entra ASA as granted by the annual general meeting in 2019 expires at the annual general meeting in 2020. Thus, the Board proposes that the general meeting grants the Board a new authorisation to acquire shares in the company with an aggregated par value of up to 2% of the share capital. The maximum purchase price is proposed set to up to NOK 910,660,250.

The buy-back of the company's own shares will benefit shareholders as the remaining shares will hold a higher share of ownership in the company. The grounds for the proposal of the new authorisation is to enable the Board of Directors the possibility to utilise the mechanisms pursuant to the Companies Act as regards distribution of capital to the company's shareholders.

Any acquisition of the company's own shares is conditional on such shares being cancelled by a subsequent share capital decrease to be resolved by a new general meeting. Further, any acquisition and cancellation of own shares are conditional on such acquisition or cancellation not resulting in any changes to the Ministry's share ownership in Entra ASA. For these purposes, the general meeting to resolve the cancellation of treasury shares will also be presented with a proposal to redeem parts of the Ministry's shareholding in order to maintain the Ministry's ownership following completion of any such acquisition.

The Board of Directors' proposed authorisation is conditional on Entra ASA and the Ministry having entered into an agreement under which the Ministry undertakes to vote in favour of the resolution regarding the board authorisation, the subsequent cancellation of treasury shares, as well as the redemption of the corresponding number of the Ministry's shares.

The Board of Directors proposes that the general meeting resolves as follows:

- 1. The general meeting authorises the Board to acquire up to 3,642,641 shares in Entra ASA on behalf of the company with an aggregated par value of up to NOK 3,642,641, equivalent to approximately 2% of the company's share capital, for a maximum purchase price of up to NOK 910,660,250.
- 2. Treasury shares acquired under this authorisation may only be disposed of by way of a subsequent cancellation in connection with a share capital decrease, cf. section 12-1 (1) no. 2 of the Companies Act.
- 3. The lowest and highest price to be paid per share is NOK 50 and NOK 250, respectively.

- 4. The company's acquisition and divestment of own shares shall be carried out on a stock exchange or otherwise at a trading price and in accordance with generally accepted principles for equal treatment of shareholders.
- 5. This authorisation shall be valid until the annual general meeting in 2021, and will in all cases expire on 30 June 2021.

10. Authorisation to acquire own shares in Entra ASA in connection with its share scheme and LTI Scheme

The Board of Directors proposes that the general meeting authorises the Board to acquire up to 500,000 shares in Entra ASA on behalf of the company with an aggregated par value of up to NOK 500,000, equivalent to approximately 0.27% of the share capital, for a maximum purchase price of up to NOK 125,000,000.

The purpose of the share buy-back is to make use of treasury shares in connection with the company's share scheme for all employees in the Entra group as well as the LTI Scheme for members of the senior management of the Entra group. The LTI Scheme is described in the amended statement on salaries and other remuneration to senior executives, cf. item 8 above, and further information on the LTI Scheme is available on https://www.entra.no/investor-relations/article/general-meeting/53.

The Board of Directors proposes that the general meeting resolves as follows:

- 1. The general meeting authorises the Board to acquire up to 500,000 shares in Entra ASA on behalf of the company with an aggregated par value of up to NOK 500,000, equivalent to approximately 0.27% of the company's share capital, for a maximum purchase price of up to NOK 125,000,000.
- 2. Shares may be acquired for the purpose of carrying out the company's share scheme for all employees in the Entra group and the long-term share incentive scheme for members of the senior management in the Entra group.
- 3. The lowest and highest price to be paid per share is NOK 50 and NOK 250, respectively.
- 4. The company's acquisition of own shares shall be carried out on a stock exchange or otherwise at a trading price and in accordance with generally accepted principles for equal treatment of shareholders. Divestment shall be carried out in accordance with the purposes set out in item 2 above, or on a stock exchange or otherwise at a trading price and in accordance with generally accepted principles for equal treatment of shareholders.
- 5. This authorisation shall be valid until the annual general meeting in 2021, and will in all cases expire on 30 June 2021.

11. Authorisation to increase the share capital of Entra ASA

The Board of Directors proposes that the general meeting authorises the Board to increase the company's share capital by issuance of new shares with an amount equivalent to 10% of the share capital. The authorisation may be used to strengthen the company's equity and to cover capital need in connection with business opportunities.

With respect to the subscription of the new shares, there are no circumstances besides those that generally are involved when investing in listed shares that should be taken into account. Furthermore, the proposal involves that the shareholders' preferential rights to subscribe for shares pursuant to section 10-4 of the Companies Act may be set aside, cf. section 10-5. The Board however considers it to be in the best interest of the company and its shareholders that the Board is given the necessary flexibility to increase the share capital for the purposes set out above.

The Board of Directors proposes that the general meeting resolves as follows:

 The Board of Directors is authorised to increase the share capital by up to NOK 18,213,205, equivalent to 10% of the company's share capital. The authorisation may be used one or several times.

- 2. The authorisation may be used for the purpose to strengthen the company's equity and to cover capital need in connection with business opportunities.
- 3. The authorisation shall be valid until the annual general meeting in 2021, and will in all cases expire on 30 June 2021.
- 4. The shareholders' preferential rights to subscribe for shares pursuant to section 10-4 of the Companies Act may be set aside, cf. section 10-5.
- 5. The authorisation includes share capital increases by contribution in kind and a right to inflict special obligations on the company, cf. section 10-2 of the Companies Act.
- 6. The authorisation does not include resolutions on mergers pursuant to section 13-5 of the Companies Act.

12. Approval of remuneration to the auditor for 2019

The Board of Directors proposes that the remuneration to the company's auditor of NOK 1,158,060 ex. VAT for 2019, is approved.

- 13. Remuneration to the members of the Board of Directors, the Audit Committee and the Remuneration Committee
- 14. Election of members to the Board of Directors
- 15. Election of a new member to the Nomination Committee
- 16. Remuneration to the members of the Nomination Committee

With respect to item 13 to 16 above, reference is made to the recommendations by the Nomination Committee which is available at the company's website https://www.entra.no/investor-relations/article/general-meeting/53.

Entra ASA is a public limited liability company governed by the Norwegian Public Limited Liability Companies Act. As of the date of this notice, there are 182,132,055 issued shares in Entra ASA, each with a par value of NOK 1. Each share carries one vote.

Shareholders are entitled to vote at the general meeting according to the number of shares of which the shareholder in question is registered as beneficial owner in the Norwegian Central Securities Depositary (VPS) at the time of the general meeting. If a shareholder has purchased shares but has not registered such purchase in the VPS at the time of the general meeting, the voting rights for the assigned shares can only be exercised if the shareholder has been registered for the general meeting before the deadline, and the purchase has been notified and documented according to applicable law.

Shareholders are entitled to attend the general meeting either in person or by proxy at their own discretion. Please however observe the measures mentioned herein on prevention of infection of the coronavirus. Each shareholders are entitled to be accompanied by an advisor, who may speak on its behalf. The shareholders may require that the Board members and the CEO provide available information on matters that may have an effect on the evaluation of matters that have been put to the shareholders for decision. The same applies to information regarding the company's financial position and other issues that the general meeting shall deal with, unless the information required cannot be provided without disproportionate harm to the company. Shareholders are entitled to submit alternative proposals to those submitted by the Board of Directors under matters to be dealt with by the general meeting, provided that such alternative proposals lie within the scope of matters on the agenda.

Shareholders who are unable to attend the general meeting may directly cast advance votes on each matter electronically at the company's website www.entra.no or through VPS Investor Services. The deadline for advance voting is Monday 27 April 2020 at 10:00 (CET). Until the expiry of the deadline, advance votes cast may be amended or withdrawn. If a shareholder chooses to attend the general meeting in person or by proxy, advance votes cast shall be deemed as withdrawn.

As regards shares which are registered in a separate investor account (registered under a management/nominee account), managers may not attend or vote for these shares at general meetings. A shareholder who wish to attend and vote at the general meeting must transfer these shares from the investor account to an account in its own name. The shareholder must be registered as attending at the latest by the expiry of the registration deadline and appear as a directly registered shareholder in the VPS at the latest by the opening of the general meeting.

Registration of attendance

Shareholders who wish to participate at the annual general meeting, in person or by proxy, must register attendance by Monday 27 April 2020 at 10:00 (CET). A shareholder who has not registered attendance by this deadline may be denied access, cf. § 8 second paragraph of the Articles of Association.

Please register by submitting the attached attendance form to:

DNB ASA Verdipapirservice 0021 Oslo, Norway E-mail: genf@dnb.no

You may also register online via Investor Services or the company's website at www.entra.no by the deadline set out above.

Due to the restrictions imposed or urged by the Norwegian authorities to decrease the spread of the coronavirus (Covid-19), shareholders are strongly recommended to either cast their votes electronically in advance or provide the Chair of the Board a proxy, with or without voting instructions (please see below). To access the electronic system for notification of attendance and advance voting through the Company's website, reference number and PIN code must be stated.

Proxy

Shareholders who wish to attend the general meeting by proxy may authorise the Chair of the Board or another person to vote for their shares by using the attached proxy form. If an authorisation is given to the Chair of the Board, the attached form with voting instructions should be completed. If the form with voting instructions is not completed, this will be deemed as an instruction to vote "in favour" of the Board of Directors' proposals; the recommendations by the Nomination Committee and the Board of Directors' recommendations in relation to any proposal received. If a proposal is put forward, in addition to or as a replacement for the Board of Directors' proposals in the notice of the general meeting, the proxy holder determines how to vote.

As set out above, shareholders, who do not want to vote votes electronically in advance, are urged to provide the Chair of the Board a proxy, with or without voting instructions.

A proxy to the Chair of the Board with voting instructions is to be given using the attached form. The authorisation can be sent to DNB ASA, Verdipapirservice, 0021 Oslo, Norge or by e-mail to genf@dnb.no.

Oslo, 7 April 2020

Yours truly

on behalf of the Board of Directors of Entra ASA

Siri Hatlen

Chair of the Board

The 2019 Annual Report, including the annual accounts, the Board of Directors' report and the auditor's statement, the company's Articles of Association, the recommendations by the Nomination Committee and the statement of the Board of Directors on the determination of salaries and other remuneration of senior executives, along with this notice of the general meeting, are available at the company's website www.entra.no, and will not be sent to shareholders who have not requested to have these attachments sent to them. Shareholders may request to have the attachments sent to them by notifying the company. Address:

Entra ASA,

Att. Tone Kristin Omsted (Investor Relations)

Tel: +47 982 28 510 E-mail: tom@entra.no

A notice of attendance and proxy form (with and without voting instructions) is attached to this notice.



Ref no: PIN code:

Notice of Annual General Meeting

The Annual General Meeting of Entra ASA will be held on Friday, 30 April 2020 at 10:00 (CET) at the company's premises at Biskop Gunnerusgate 14a (9th floor), Oslo, Norway

Registration deadline: 27 April 2020 at 10:00 (CET)

The undersigned will attend the Annual General Meeting on 30 April 2020 and vote for:											
	Own	shares									
			with enclosed Power of Attorney								
A to	otal of Share		oo iii aaaa aa iia aa <u>ahaacaa ii siisa ah kaama,</u>								
Thi	This notice of attendance must be registered or received by Monday, 27 April 2020 at 10:00 (CET).										
Attendance may be registered electronically via the company's website www.entra.no or VPS Investor Services. To access the electronic system for notification of attendance or to submit proxy, via the Company's website, the above-mentioned reference number and PIN code must be stated. Notice/proxy form may also be sent by e-mail to genf@dnb.no or by regular mail to DNB ASA, Registrar's Department, P.O. Box 1600 Sentrum, 0021 Oslo, Norway.											
	he above-mentioned shareholder is a terprise, it will be represented by:	an									
Cit	orprise, it will be represented by:	Name of enterprise (To grant a proxy, us									
Pla	ice Date		holder's signature f attending personally. To grant a pro	xy, use the form below)							
Pr	oxy without voting instruction	ons	Ref no:	PIN code:							
Thi	s form is to be used for a proxy without	voting instructions. To g	rant a proxy with voting instruction	ns, see page 2.							
If you are unable to attend the Annual General Meeting in person, you may grant a proxy to another individual. If such proxy holder is not named, the proxy will be deemed given to the Chair of the Board or a person authorised by the Chair. If the proxy form <i>with</i> voting instructions is not completed, this will be deemed as an instruction to vote "in favour" of the Board of Directors' proposals in the notice of the general meeting; the recommendations by the Nominating Committee and the Board of Directors' recommendations in relation to any proposal received. If proposals are put forward, in addition to or replacing any of the Board's proposals in the notice of the general meeting, the proxy holder determines the voting.											
The	e proxy form must be registered or rece	ived by <u>Monday, 27 Apr</u>	il 2020 at 10:00 (CET).								
The	e proxy may be registered electronic e proxy may also be sent by e-mail to g lo, Norway.			Department, P.O. Box 1600 Sentrum, 0021							
	e undersigned eby grants (tick one of the two):										
	the Chair of the Board of Directors (or	a person authorised by	the Chair), or								
	(Name of proxy holder in capital letters	s)									
pro	xy to attend and vote for my/our shares	at the Annual General l	Meeting of Entra ASA on 30 April	2020.							
Pla	ce Date	Share	holder's signature								

With regards to rights of attendance and voting, please refer to the Norwegian Public Limited Liability Companies Act, in particular Chapter 5. When granting a proxy, a written and dated proxy from the shareholding's beneficial owner has to be presented. If the shareholder is a company, the company's certificate of registration must be attached to the proxy.

(Only if granting a proxy)



Proxy with voting instructions

Ref no: PIN code:

This form is to be used for a proxy with voting instructions. If you are unable to attend the Annual General Meeting in person, you may use this proxy form to give proxy and voting instructions to another individual. If such proxy holder is not named, the proxy will be deemed given to the Chair of the Board or a person authorised by the Chair.

The proxy form must be dated and signed and received by Monday, 27 April 2020 at 10:00 (CET).

The proxy form must be sent by e-mail to genf@dnb.no or by regular mail to DNB ASA, Registrar's Department, P.O. Box 1600 Sentrum, 0021 Oslo, Norway.

The	undersigned:
here	by grants (tick one of the two):
	the Chair of the Board of Directors (or a person authorised by the Chair), or
	Name of proxy holder (in capital letters)

a proxy to attend and vote for my/our shares at the Annual General Meeting of Entra ASA on 30 April 2020.

The votes shall be exercised in accordance with the instructions below. Please note that if any items below are not ticked off, this will be deemed as an instruction to vote "in favour" of the Board of Directors' proposals in the notice of the general meeting; the recommendations by the Nominating Committee and the Board of Directors' recommendations in relation to any proposal received. If any motions are made from the floor in addition to or in 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. If there is any doubt as to how the instructions should be understood, the proxy holder may abstain from voting.

Agenda A	Annual General Meeting 30 April 2020	In favour	Against	Abstention
Item 2:	Election of a person to chair the meeting			
Item 3:	Election of a person to co-sign the minutes			
Item 4:	Approval of the notice and the proposed agenda			
Item 5:	Approval of the annual accounts and the Board of Directors' annual report for the financial year 2019 for Entra ASA, including distribution of dividend			
Item 6:	Authorisation to distribute semi-annual dividend based on the approved annual accounts for 2019			
Item 8:	Handling of the Board's statement on salaries and other remuneration to senior executives			
	a) Advisory guidelines			
	b) Binding guidelines (share-related incentive schemes)			
Item 9:	Authorisation to acquire own shares in Entra ASA in the market for subsequent cancellation			
Item 10:	Authorisation to acquire own shares in Entra ASA in connection with its share scheme and LTI Scheme			
Item 11:	Authorisation to increase the share capital of Entra ASA			
Item 12:	Approval of remuneration to the auditor for 2019			
Item 13:	Remuneration to the members of the Board of Directors, the Audit Committee and the Remuneration Committee			
	Remuneration to the members of the Board of Directors			
	Remuneration to the members of the Audit Committee			
	Remuneration to the members of the Remuneration Committee			
Item 14:	Election of a new member to the Board of Directors			
	Chair of the Board, Siri Hatlen (re-election)			
	Board member, Kjell Bjordal (re-election)			
	Board member, Camilla AC Tepfers (re-election)			
	Board member, Widar Salbuvik (re-election)			
	Board member, Benedicte Schilbred Fasmer (new)			
Item 15:	Election of a new member to the Nomination Committee			
	Member, Torkel Storflor Halmø (new)			
Item 16:	Remuneration to the members of the Nomination Committee			

Place	Date	Shareholder's signature
		(Only for granting proxy with voting instructions

With regards to rights of attendance and voting, please refer to the Norwegian Public Limited Liability Companies Act, in particular Chapter 5. When granting a proxy, a written and dated proxy from the shareholding's beneficial owner has to be presented. If the shareholder is a company, the company's certificate of registration must be attached to the proxy.