



Statement on remuneration of executive management

1. Overview

This statement has been prepared by the board of directors (the "Board") of Thin Film Electronics ASA ("Thinfilm" or the "Company") in accordance with Section 6-16a of the Norwegian Public Limited Companies Act (the "PLCA"). The statement contains guidelines and main principles for the Company's remuneration of executive personnel. The statement also outlines the implementation and effects of the policies in effect in 2018.

This statement has been prepared as a separate document to be considered at the Company's Annual General Meeting to be held on 28 May 2019.

2. Advisory guidelines for executive remuneration (non-binding)

NOTE: The guidelines covered by this Section 2 address general aspects and principles for executive remuneration and are subject to a vote at the Annual General Meeting, the result of which is advisory (non-binding) to the Board.

Thinfilm offers a competitive remuneration consisting of a reasonable base salary with a pension contribution. Salary may be supplemented by performance-based cash bonus and incentive subscription rights. Cash bonus plans are limited to fixed percentage of base pay. Management team members working directly with sales may receive commission on certain sales and product deployments. In addition, the management team, apart from the CEO, may receive additional discretionary bonus payments tied to specific projects.

The base salary is evaluated and adjusted annually. The Company's evaluation period for employees is from 1 April to 31 March.

Managers do not receive any additional compensation for serving as board members or officers of subsidiaries in the group. Travel and other out-of-pocket expenses in connection with such duty is refunded through a customary expense reporting process.

Other benefits are limited to covering reasonable costs for management such as mobile phone and internet use.

The Board determines the salary and other remuneration to the CEO. The CEO determines the salary and other remuneration of all other employees, within the framework set by the Board.

The CEO has a termination notice period of (i) three months in case of termination by the Company and (ii) one month in case of termination by the CEO. If the Company terminates the CEO's employment (other than for cause) or if the CEO resigns his employment for good reason, the CEO is entitled to a severance pay equivalent to six months of his base salary and target bonus prorated for six months (if the CEO is on schedule to meet the relevant bonus criteria for the year in question) calculated from the end of the CEO's termination notice period, all subject to such detailed terms and conditions as set out in the CEO's employment agreement. Other than the foregoing, there is no post-employment remuneration for executive management beyond notice of termination periods ranging from three to six months.

3. Binding guidelines for executive remuneration

NOTE: The guidelines covered by this Section 3 address elements of executive remuneration linked to shares or the Company's share price and are subject to a vote at the Annual General Meeting, the result of which is binding to the Board.

In addition to base salary, all employees of Thinfilm are granted subscription rights. The Board will allocate subscription rights based on the individual's level of responsibility in the Company, and also to reward individual performance.

The Annual General Meeting on 4 May 2018 resolved a subscription rights incentive program for the years 2018-2023. The Board has proposed to the Annual General Meeting 28 May 2019 to resolve a new program for 2019-2024.

4. Reporting on remuneration practice in 2018

The remuneration of executive management during 2018, has been in accordance with adopted guidelines.

The Company's annual report provides details of the remuneration received by members of the executive management in 2018. Specifically, the actual remuneration to management in 2018 is reported in notes 18 and 25 and the implementation and effect of the policies are discussed in note 26 of said annual report.

Remuneration agreements for executive management adopted and applied during 2018 are aligned with the interests and values of the Company and support long term sustainability and growth of the business. The bonus and commission plans motivate managers to achieve the Company's operational and business objectives. The subscription rights program aligns the interests of the employees of the Company with shareholders' interests.