

*English office translation.*

*In case of discrepancies, the Norwegian version shall prevail.*



**ARTICLES OF ASSOCIATION  
FOR  
NORDIC SEMICONDUCTUR ASA**

**Article 1**

The company's name is NORDIC SEMICONDUCTOR ASA.

**Article 2**

The company is a public limited company.

**Article 3**

The object of the company is to develop and sell electronic equipment, integrated circuits, developing tools and related solutions.

**Article 4**

The company's registered office is in the municipality of Trondheim.

**Article 5**

The share capital of the company is NOK 1.927.816,00 divided into 192,781,600 shares, each with a nominal value of NOK 0,01. The shares shall be registered in the Registry of Securities.

**Article 6**

The board of directors of the company shall consist of minimum 3 and maximum 8 members, pursuant to decision by the general meeting. The members of the board of directors shall be elected for a period of one year, or until the next annual general meeting. The chairperson of the board of directors shall be elected by the general meeting. The deputy chairperson shall be appointed by the board of directors.

**Article 7**

The general meeting shall be held in the municipality of Trondheim or Oslo.

The annual general meeting shall:

1. Adopt the annual accounts and report, including the application of the annual surplus, or covering of loss pursuant to the adopted balance sheet, and the distribution of dividend.
2. Elect members of the board of directors and members of the nomination committee.
3. Adopt remuneration to the members of the board of directors and approve the remuneration to the auditor.
4. Address and decide any other matters which are referred to in the notice of the general meeting.

The board of directors may decide that documents relating to matters to be dealt with by the general meeting, including documents which pursuant to statutory requirements shall be included or attached to the notice of the annual general meeting, shall not be sent to the shareholders if the documents are accessible on the company's website.

Shareholders may cast advance votes in matters that will be discussed and put to a vote at the company's general meeting. Such votes may also be cast via electronic communication. The right to cast advance votes is contingent upon the existence of a satisfactory method for authenticating the identity of the sender. The board of directors shall determine whether or not such a method exists prior to each general meeting. The board of directors may stipulate detailed guidelines for written advance votes. The notice of the general meeting must state whether or not advance voting is allowed and any guidelines that have been stipulated for such advance voting.

#### **Article 8**

The company shall have a nomination committee. The nomination committee shall make proposals to the general meeting regarding candidates to the board of directors and the remuneration to the members of the board of directors. The nomination committee shall have three members, appointed pursuant to the instruction for the nomination committee. The chairperson of the committee shall be appointed by the general meeting. The instruction for the nomination committee shall be adopted by the general meeting.