

EXTRAORDINARY GENERAL MEETING

The shareholders of Nordic Semiconductor ASA (“the Company”) are hereby summoned to an Extraordinary General Meeting of the shareholders on

December 8, 2015 at 10:00 am

at Felix Konferansesenter, Bryggetorget 3, Oslo, Norway

The following items are to be addressed:

1. Opening of the Meeting by the Chairman of the Board, and register of the shareholders present.
2. Election of meeting chair and individual to sign the meeting minutes.
3. Approval of the notice of convocation and the agenda.
4. CEO orientation on background for the stock option program
5. Approval of a revised Declaration of the principles for compensation of the CEO and other members of the executive management for 2016.

Oslo, November 17, 2015
Terje Rogne (Chairman of the Board)

CONCERNING ITEM 5 IN THE NOTICE OF CONVOCATION

APPROVAL OF A REVISED DECLARATION OF THE PRINCIPLES FOR COMPENSATION OF THE CEO AND OTHER MEMBERS OF THE EXECUTIVE MANAGEMENT FOR 2016.

The Company has for the last several years provided all employees including its executive managers with performance-based compensation through an annual cash bonus tied to the achievement of targets for Group revenue and operating profits for the year. In 2013 and 2014 the employees could opt to replace cash based compensation with options, however the option to utilize options was removed at the 2015 AGM. This policy is stated in the Declaration of the Principles for Compensation of the CEO and other members of the Executive Management for 2016, approved at the Annual General Meeting 2015.

The Board is proposing a change to the policy for 2016 for all employees, which would enable performance-based compensation to also be awarded through a grant of share options as a addition/substitute for the existing cash bonus program. The change is made for the following reasons:

- The Board believes that current trends in wireless semiconductors are very favorable to the Company's long-term market opportunity. In particular, the adoption of *Bluetooth* Smart technology in electronics devices is expected to drive growth in the ultra-low power wireless category for many years.
- Improve the ability to attract top talent in the global tech market – equity based compensation is the normal in this industry.
- In order to pursue this market opportunity, the Board wishes to create performance incentives for employees tied to strengthening the company's long-term competitive position in addition to achieving short-term financial targets. This may include new product development activities and customer design wins in which the company's performance cannot be measured in the current year's financial results.
- The Board believes that shareholder value is a metric for performance-based compensation which can reward both the long-term competitive position and the short-term financial performance of the company. Furthermore, the use of this metric best aligns incentives for employees with long-term value creation for the shareholders.
- The proposed share option program will establish a system of performance-based compensation tied to shareholder value. The company's intention is to minimize the dilutive effect for shareholders; however increasing the numbers of shares is an alternative for financing the program.

The Board suggests the following change to the Company's performance based compensation to both executives and other employees from a model based on profit-sharing to a model that also included an equity-based alternative.

The proposal from the Board's compensation committee is as follows:

- Recurring 4 year program were only first year grant approved at the EGF.
- All full-time employees (including the executive team) could voluntarily select in Q1 2016 to receive a stock options grant up to 70% of the annual performance based compensation as an alternative to the annual profit sharing bonus program for 2016. Minimum 30% of the annual performance based compensation will therefore be paid in cash.
- The number of options offered to each employee (including executives) under such grant would be set so that the option grant would have approximately the same accounting cost as the employee's profit sharing bonus for 2016 based on a budget scenario for 2016.
- The intrinsic value of the option grant would be independently calculated by outside consultants using Black-Scholes method.
- The number of options granted would then be set so that the accounting cost of the option grant (or number * value of options) for each employee would be approximately equal to the profit sharing bonus that the employee would receive if the budget were achieved and paid out in cash. In this way, the options program will be budgeted to have approximately the same cost for Nordic Semiconductor as the profit sharing bonus.
- The overall terms of the options to be granted are as follows:
 - Grant date: Q1 2016, following the EGM on 8 December 2015 and final subsequent Board approval
 - Strike price: Market price of the share on the Grant date + 10%
 - The options are exercisable according to the following schedule: 1/3 after one year, further 1/3 after two years, and the final 1/3 after 3 years. After five years the options expire.
 - Share price capped at 3 times share price at grant date
 - Granted options for the 2016 grant is estimated to not more than 2.8 million options or 1.7% of total outstanding shares. The number of issued options will be reduced in the subsequent years as a result of anticipated share price increase

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The Board proposes the following revised Declaration of the Principles for Compensation of the CEO and other members of the Executive Management:

The Board has established the following policies according to the Norwegian Public Limited Companies Act § 6-16a regarding compensation to the CEO and other members of the executive management team:

The main principle in the Company's policy for remuneration and compensation is that the leading employees shall be offered competitive terms, so as to achieve the desired competence and incentives in the Company's executive management team. Salary and other benefits for executive management will during the next year be established in accordance with the above-mentioned main principle.

The Company has established an annual performance bonus program for the executive management team, in which the manager must remain within his position (unresigned) until the start of the following year in order to be eligible. The bonuses may be awarded as a direct cash payment or as share options in the company. Strike price for options should be set at

market price at grant date + 10% and the share price shall be capped at 3 times share price at grant date. Total number of granted options shall be limited to 1.7% of outstanding issued shares, or 2.8 million. Performance-based compensation will be subject fulfilment of performance criteria, both decided by the Board at its discretion.

The Company offers pensions plans to all employees, managers included. In addition, the Company provides managers with other limited benefits in kind such as a company telephone. The Company's Chief Executive Officer has agreed to a 6 month mutual resignation period, except that the resignation period increases to 12 months in the event that the company is acquired or merged with another company.

Additional detailed information regarding compensation for the executive management team is provided in Note 10 to the consolidated Group accounts for 2014.

The Board proposes that the Extraordinary General Meeting approves the following resolution:

"The revised Declaration of the Principles for the Compensation of the CEO and the other members of the Executive Management is adopted, and replaces the previous declaration adopted by the Annual General Meeting 2015.

The adopted declaration is of an advisory nature to the Board of Directors, with the exception of the authorization for the grant of options to the executive management, which is binding on the Board of Directors based on the Norwegian Public Limited Companies Act § 5-6 (3) and § 6-16 a."

THE SHAREHOLDERS' RIGHTS

The Company's share capital consists of 168,736,600 shares, each with a nominal value of NOK 0.01. Each share carries one vote at the general meeting, with the exception of shares held by the Company which cannot exercise these voting rights. The Company currently owns 520,000 of its own shares. Shareholders have the right to vote for the number of shares that they own, and which are registered in the Central Securities Depository (VPS) at the time of the general meeting. If a shareholder has acquired shares, but these shares have not been registered in the VPS at the time of the general meeting, the voting rights of the transferred shares may only be exercised if the acquisition is notified to the VPS and is proved at the general meeting. Shareholders may bring advisor(s) and may authorize one advisor to speak at the general meeting.

If the shares are registered with a nominee, cf. section 4-10 of the Norwegian Public Limited Liability Companies Act, and the beneficial shareholder wants to attend the general meeting and vote for its shares, the beneficial shareholder must bring a written confirmation from the nominee confirming that the shareholder is the beneficial shareholder, and a statement from the shareholder confirming that he is the beneficial owner.

A shareholder is entitled to have a matter discussed at a general meeting if such shareholder provides the Board with notice of the matter in question at least seven days prior to the deadline of the notice of the general meeting. The General Meeting cannot otherwise deal with matters other than those described in the notice. Furthermore, the shareholders are entitled to request information from the directors and the CEO as stated in section 5-15 of the Norwegian Public Limited Liability Companies Act. A shareholder is entitled to propose resolutions for items listed on the agenda at the general meeting.

REGISTRATION FORM

If you would like to attend the general shareholders' meeting, please return the registration form to Nordic Semiconductor ASA attn. Monica Lyngstad at the company's postal address Otto Nielsens vei 12, 7004 Trondheim or at the email address thomas.larsen@nordicsemi.no before December 7, 2015.

The undersigned intends to attend Nordic Semiconductor ASA's general shareholders' meeting on December 8, 2015 and cast votes for

_____ own shares

_____ other shares, as stipulated in the attached power(s) of attorney.

Total shares _____ shares

Place Date

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Shareholder's signature

Shareholder's name in capital letters:

