

To the shareholders of TTS Group ASA

APPENDICES TO NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting of TTS Group ASA will be held on
Thursday 1 June 2017 at 12:00 (0:00 p.m.)
in the company's offices at Folke Bernadottesvei 38, Bergen.

This document contains appendix 1-6 to the Notice + Voting instructions

From Articles of Association

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If a document that relates to an issue that the General Meeting shall decide on is made available to the company's shareholders on the company's website, then such a document does not have to be physically sent to the shareholders of the company. However, such a document shall be sent to the shareholder free of charge if a shareholder requests it.

APPENDIX 1A

PROPOSAL TO GRANT THE BOARD OF TTS GROUP ASA AUTHORITY TO PERFORM AN INCREASE OF SHARE CAPITAL

The Board proposes the establishment of an authorization to carry out an increase of share capital.

The Board considers an increase of the company's share capital to be beneficial, in order to further develop the company and/or acquisition of other business activity or capital assets within the same or corresponding business sector as the company. In order to take advantage of good business opportunities, the Board would like to be granted authority to issue new shares without giving notice of an extraordinary general meeting in each individual case. Since the authority is granted, among other reasons to acquire other business activity, the authority must further include the right to waive the shareholders' right of preference, cf. the Norwegian Public Limited Companies Act, cf. Section 10-4 cf. Section 10-5.

Proposal for resolution:

- a) *In accordance with the Norwegian Public Limited Companies Act, Section 10-4, the Board is granted authority to increase the company's share capital by up to NOK 946 000, by a subscription of up to 8 600 000 shares, each at a nominal value of NOK 0.11.*
- b) *The share capital increase may be effected against cash contribution or other non-monetary compensation, and the authorization comprises the right to bring upon the company specific duties. E.g. the share capital increase may be done in the form of an acquisition of other business activity or capital asset within the same or corresponding business sector as the company. The authorization comprises a resolution regarding mergers according to Section 13-5, including mergers with subsidiary companies against settlement in parent company shares.*
- c) *The share capital increase may be effected through one or more directed share issues. The authorization entails that the company's Board of Directors is granted authority to set the date, and to stipulate the subscription price for the new subscription.*
- d) *In connection with its resolution on a share capital increase, the Board of Directors shall be able to make a decision on a waiver of the shareholders' pre-emptive right to subscribe to shares, cf. the Norwegian Public Limited Companies Act, Section 10-4 cf. Section 10-5.*
- e) *The Board of Directors is granted authority to carry out necessary amendments to the Articles of Association in connection with the abovementioned share capital increases.*
- f) *The authorization remains in effect until the next Annual General Meeting and latest on 30.06.18. The authorization replaces corresponding authorization granted by the Annual General Meeting on 02.06.16.*
- g) *This resolution shall be reported immediately to the Register of Business Enterprises, cf. the Norwegian Public Limited Companies Act, Section 10-16.*

APPENDIX 1B

PROPOSAL TO GRANT THE BOARD OF TTS GROUP ASA AUTHORITY TO CARRY OUT A SHARE CAPITAL INCREASE TO THE BENEFIT OF THE COMPANY'S LEADING EMPLOYEES

The Board of Directors considers it to be beneficial that the company's leading employee's takes part in the company's economic development through shareholding. Consequently, the Board of Directors aims to continue its option scheme for the company's leading employees, which has been in practice since 1998. Furthermore, the Board of Directors would like to continue its arrangement of offering discounted shares to the company's employees. Implementation of the option scheme is proposed according to the principles set out in the Norwegian Public Companies Act, Section 10-14, where the first step is for the Board of Directors is to obtain authority to increase the company share capital. The proposal for authorization is based on a one-year term in line with the recommendations by the Norwegian Code of Practice for Corporate Governance. On the basis that the authority is granted in order to issue shares to employees, the authorization must also include the right to waiver the shareholders' pre-emptive rights. More detailed guidelines for employment of the option scheme are considered and approved in item 10 (ref. Appendix 2). The proposed authorization encompass 1 500 000 shares, each at a nominal value of NOK 0.11, which is 1.42% of the total outstanding shares at fully diluted basis.

Proposal for resolution:

- a) *In accordance with the Norwegian Public Limited Companies Act, Section 10-4, the Board is granted authority to increase the company's share capital by up to NOK 165 000, by a subscription of up to 1 500 000 shares, each at a nominal value of NOK 0.11.*
- b) *The capital increase shall be effected against cash contribution, and accordingly does not comprise capital increase in the event of a merger.*
- c) *The share capital increase may be effected through one or more resolutions regarding the issue of shares to leading employees. The authorization entails that the company's Board of Directors is given authority to determine in more detail the conditions for the subscription of shares, including to set the subscription date and subscription price of the shares, and to determine which employees may subscribe for shares in the company.*
- d) *The shareholders' pre-emptive right to subscription of shares, pursuant to the Norwegian Public Limited Companies Act, Sections 10-14 and 10-15, may be waived.*
- e) *The Board of Directors is granted authority to carry out necessary amendments to the Articles of Association in connection with the mergers.*
- f) *The authorization remains in effect for 2 years.*
- g) *This resolution shall be reported immediately to the Register of Business Enterprises, cf. the Norwegian Public Limited Companies Act, Section 10-16.*
- h) *This authorization is an addition to previous authorizations granted to the Board of Directors to carry out a share capital increase to the benefit of the company's leading employees.*

APPENDIX 1C

PROPOSAL TO GRANT THE BOARD OF TTS GROUP ASA AUTHORITY TO BUY OWN SHARES FOR DELETION

The Board of Directors proposes that the General meeting adopt a resolution granting it authority to buy own shares for deletion. It would not be possible to use the authority for other purposes.

Proposal for resolution:

- a) *The board of Directors gives authority to buy own shares at Oslo Stock Exchange corresponding to a share capital up to a total of NOK 660 000, corresponding up to 6 000 000 shares, each at a nominal value of NOK 0.11.*
- b) *The lowest and the highest share price for the shares are NOK 1 and NOK 25.*
- c) *This authority will remain in effect to the ordinary general meeting in 2018, at the latest 30.6.2018.*

APPENDIX 1D

PROPOSAL TO GIVE THE BOARD OF TTS GROUP ASA AUTHORITY TO BUY BACK PORTIONS OF THE CONVERTIBLE CALLABLE UNSECURED SUBORDINATED BOND 2011/2016

The Board of Directors proposes that the General meeting adopt a resolution granting it authority to buy back portions of the convertible callable unsecured subordinated bond 2011/2016. It would not be possible to use the authority for other purposes.

Proposal for resolution:

- a) *The board of Directors gives authority to buy back portions of the convertible callable unsecured subordinated bond 2011/2016 up to a total of NOK 150 000 000.*
- b) *This authority will remain in effect to the ordinary general meeting in 2018, at the latest 30.6.2018.*

APPENDIX 2

REVIEW OF THE BOARD OF DIRECTOR'S STATEMENT REGARDING STIPULATION OF REMUNERATION AND OTHER BENEFITS FOR LEADING EMPLOYEES IN THE COMPANY.

Introduction

Pursuant to the Section 10-16a, cf. Section 5-6, third paragraph of the Norwegian Public Limited Companies Act, the Annual General Meeting shall review the Board of Directors' statement regarding stipulation of remuneration and other benefits of leading employees for the coming accounting year.

Statement of principles for stipulation of remuneration

An advisory vote will be held concerning the Board's guidelines regarding stipulation of remuneration of leading employees, while the Annual General Meeting must approve a possible continuance of the share option program.

Principles regarding stipulation of remuneration and other benefits for leading employees

The remuneration policy of TTS Group ASA is based on offering the group management competitive conditions. The level of remuneration shall reflect that the company is a listed company focusing internationally.

The annual remuneration is based on the group management taking part in the company's results, and in the added value for the shareholders through increased company value.

Remuneration consists of three main components; base salary, bonus and a share option program.

For the President & CEO and other senior executives the bonus is calculated based on performance targets and individual goals, with bonus up to 50% of base salary.

Since 1998 a share option program has been active for the group management of TTS; the goal being that the group management shall have the same incentive as the shareholders in respect of increasing company value over time. The Annual General Meeting has each year given the Board authority to establish share option programs with a two year term. Redemption price equals market price on allotment. First exercise is 50% after reporting Q1 results the following year. Thereafter 12.5% per quarter (after reporting quarterly results), in addition to share options that have not been previously exercised. Share options may not be exercised subsequent to the second anniversary.

TTS Group ASA and the Group's Norwegian subsidiaries with effect from 01.01.15 changed its pension plan from defined benefit to defined contribution for all the Norwegian companies. The new defined contribution pension is established in accordance with the current maximum rates for defined contribution of 7% to 7.1G and 25.1% from 7.1G to 12G, including 2% employee contribution. The collective defined contribution, which also includes leading employees in Norway are based salary limited to a maximum of 12G (where G is equivalent to 92 576 NOK).

For employees abroad, the schemes prevailing in the respective companies where they are employed apply.

The President & CEO has notice six months, with the addition of severance pay of 6 months. For other senior executives have notice six months, with the addition of severance pay up to 12 months.

The share option program is conditional upon the Annual General Meeting's approval, based on the Board being granted authority to make such allotments. The President & CEO's remuneration is determined by the Board of TTS Group ASA. With respect to other leading employees, their remuneration is determined by the boards of the respective subsidiaries / President & CEO.

Proposal for resolution:

The Annual General Meeting support the statements mentioned above and approve the section of the statement regarding share option program for leading employees.

APPENDIX 3

The Nomination Committee's proposal

The Nomination Committee has the following members:

Petter Sandtorv, Chairman
Anders Nome Lepsøe, Member
Kate Henriksen, Member

The Nomination Committee considers itself as independent of the Board of Directors and company management. None of the Nomination Committee members is represented in the company management or the board.

The Nomination Committee has held 3 meetings, in addition, the Chairman had one preliminary meeting with the company management. Nomination Committee members have also had ongoing telephone / mail contact during the work.

The Nomination Committee has communicated with the Chairman of the Board, the President & CEO and the CFO individually. In addition, the Nomination Committee has conversed with all the board members elected by the shareholders with the purpose to get a broad and direct orientation about the board work and operation. In addition, clarify their availability to continue on the board for the board members, which are for election.

The Nomination Committee has evaluated the Board's work, composition of expertise and size. Furthermore, the Nomination Committee has reviewed the Board's self-assessment, and the participation in the board meetings.

The Nomination Committee has been in contact with the company's largest shareholders at the beginning of the process and before final proposal from the nomination committee.

The unanimous proposal from the Nomination Committee to the Annual General Meeting 01.06.17 is as follows:

1. Election of members to the board

Pursuant to the Articles of Association, the company's Board of Directors shall consist of 3-8 members, whereof one-third shall be elected by and among the company's employees, according to Norwegian law.

The Board of Directors had at this year's Annual General Meeting 7 members, 5 of which were elected by the shareholders.

Shareholder elected members is individually elected for a period of two years. The Director of the Board, Gisle Rike, is for election since the election period is for termination. In addition, the Director of the Board, Bjarne Skeie, has informed the Nomination Committee that he resign from the Annual General Meeting in 2017. The Nomination Committee nominates Gisle Rike to be re-elected for a period of 2 years. In addition, nominate Leif Haukom as a new Board of Director for a period of 2 years.

The Board of Directors elects its own chairman.

The Board of Directors will with the nomination above consist of:

<u>Name:</u>	<u>Election period</u>
Trym Skeie	2016 - 2018
Marianne Sandal	2016 - 2018
Britt Mjellem	2016 - 2018
Gisle Rike	2017 - 2019
Leif Haukom	2017 - 2019
Anita Kråkenes 1)	2016 - 2018
Morten Aarvik 1)	2016 - 2018

1) Employee Directors of the Board

It is the employees in TTS Group ASA, which elects their representatives to the Board of Directors.

CV for each Board of Director (shareholder-elected) is attached, and is a part of the Nomination Committee's proposal.

CV for shareholder-elected Board of Directors:

Directors of the Board, up for election:

Gisle Rike (Re-election)

Director of the Board

Rike (b. 1953) holds an MSc from Norwegian University of Science & Technology (NTH). He is Director of Property in Rasmussengruppen AS. Rasmussengruppen AS is a major shareholder of the TTS Group ASA. Rike has various executive management experiences from project management and business development from Rasmussengruppen AS and Maritime Tentech AS.

Rike has been Director of the Board of TTS Group ASA since 2015. He is member of the Audit Committee.

Rike holds no shares or options in TTS Group ASA. He is a Norwegian citizen.

Proposal for resolution:

Gisle Rike is elected as Director of the Board for 2 years.

Leif Haukom (New)

Leif Haukom (born 1950) holds a Bachelor degree in Engineering from the University of Agder. He has later taken further education in economics and management. 35 years' experience from Offshore and Maritime Industry; Both through project, administration, corporate management and board work. Has in 1997 been Managing Director of Maritime Tentech, Aker Pusnes. Was AD for MacGregor Pusnes after the sale of the company to MacGregor in 2014. In the period as head of Aker and MacGregor, he has also been in the parent company's Group Management. Leif Haukom has broad experience as chairman and board member in Norway and their international subsidiaries. He is now an independent consultant and board member. Is among other chairman of SFI (Center for Research-Based Innovation) Mechatronics at the University of Agder, board member of Norsafe AS, Agder Næringspark and Vestmar Production. Also has a commitment to GCENode.

Haukom holds no shares or options in TTS Group ASA. He is regarded as an independent Director of the Board. Haukom is a Norwegian citizen.

Proposal for resolution:

Leif Haukom is elected as Director of the Board for 2 years.

Directors of the Board, not up for election:

Trym Skeie

Chairman of the Board

Skeie (b. 1968) is one of the main founders of Skagerak Venture Capital and Skagerak Maturo Capital where he currently is a partner. He holds the Chairman or Board of Directors position in several small companies. Skeie has been working as an Investment Manager with Kistefos Venture Capital and as structural design engineer in Hydralift ASA.

Skeie holds a Master of Science (MSc) in Economics and Business Administration from the Norwegian School of Economics (NHH), and a MSc. in Civil Engineering from the Norwegian University of Science and Technology (NTH).

Skeie has been Chairman of the Board of TTS Group ASA since November 2009.

Trym Skeie, direct and through Skeie Alpha Invest AS as 100% owner, own 573 140 shares in TTS Group ASA. In addition owned convertible bonds with a nominal value of MNOK 4, through 100% owned Tamafe Holding AS, which can be converted to 804 828 shares. Trym Skeie is in addition 23,5% owner of Skeie Technology AS and Skeie Capital Investments AS as totally own 26 859 124 shares in TTS Group ASA. Trym Skeie has no options in TTS Group ASA.

Note!

At the date 19.04.16 constitute shares owned and controlled by companies and members of Skeie family 27 732 264. The number is unchanged from end of 2015 and 2016.

Trym Skeie is a Norwegian citizen.

Marianne Sandal

Director of the Board

Sandal (b. 1965) is COO in poLight AS. She holds a Bachelor degree in Mechanical Engineering from Bergen University College. She has further education in economics and management from BI Norwegian Business School. Sandal has various executive management experiences from business development, sales and project management from Nera ASA and Q-free ASA since 1998.

Sandal has been Director of the Board of TTS Group ASA since 2014. She is member of the Audit Committee.

Sandal has no shares or options in TTS Group ASA. She is regarded as an independent Director of the Board. Sandal is a Norwegian citizen.

Britt Mjellem

Director of the Board

Britt Mjellem (b. 1961) is an independent Director of Board and consultant. She has studied Economics at the University of Mannheim, Germany. She has previously held senior positions in banking, finance, staffing industry and within oilservice. She has extensive board experience including from DOF ASA (2005-2012) where she also was a member of the Audit Committee. She is currently inter alia a Director of the Board in Bertel O. Steen Teknikk AS and in the Great Norwegian Spitsbergen Coal Company.

Mjellem has been Director of the Board of TTS Group ASA since 2016. She is Chairman of the Audit Committee.

Britt Mjellem has no shares or options in TTS Group ASA. She is regarded as an independent Director of the Board. Mjellem is a Norwegian citizen.

2. Remuneration for the Board of Directors

The Nomination Committee has evaluated the development in the company remuneration for the Board of Directors in accordance to the development of the size of the company and complexity, the Nomination Committee's internal analysis of the level of directors' fees in Norwegian listed companies, and own evaluations / experiences. The Nomination Committee proposes the following remuneration to the Board of Directors, including remuneration for subcommittee work:

Chairman (1)	NOK 400 000
Directors, shareholder-elected (4)	NOK 230 000
Directors, employee-elected (2)	NOK 115 000
Audit committee, chairman (1)	NOK 90 000
Audit committee (2)	NOK 50 000

The fees are unchanged from 2015.

The higher level of remuneration to Chairman of the Board and chairmen of the committee is based on the additional workload that these commissions involve.

The proposed remuneration will be in effect from Annual General Meeting in 2016 (02.06.16) to the Annual General Meeting in 2017 (01.06.17).

Proposed remuneration for each member is as follows if the Annual General Meeting chooses the proposed remuneration:

<u>Name:</u>	<u>Remuneration</u>
Trym Skeie	NOK 400.000,-
Britt Mjellem	NOK 320.000,-
Marianne Sandal	NOK 280.000,-
Gisle Rike	NOK 280.000,-
Bjarne Skeie	NOK 230.000,-
Anita Kråkenes	NOK 115.000,-
Morten Aarvik	NOK 115.000,-

Proposal for resolution:

The Annual General Meeting approved the proposed remuneration for each member as follows:

<u>Name:</u>	<u>Remuneration</u>
<i>Trym Skeie</i>	<i>NOK 400.000,-</i>
<i>Britt Mjellem</i>	<i>NOK 320.000,-</i>
<i>Marianne Sandal</i>	<i>NOK 280.000,-</i>
<i>Gisle Rike</i>	<i>NOK 280.000,-</i>
<i>Bjarne Skeie</i>	<i>NOK 230.000,-</i>
<i>Anita Kråkenes</i>	<i>NOK 115.000,-</i>
<i>Morten Aarvik</i>	<i>NOK 115.000,-</i>

APPENDIX 4

ELECTION OF MEMBERS TO THE NOMINATION COMMITTEE AND REMUNERATION OF THE NOMINATION COMMITTEE

1. Election of members to the Nomination Committee – Proposal from the Nomination Committee

The Nomination Committee consists of:

Petter Sandtorv	Chairman	Private banker - Formuesforvaltning Aktiv Forvaltning A/S
Anders Nome Lepsøe	Member	Group CEO, Skipsaktieselskapet Navigation Co Ltd
Kate Henriksen	Member	COO, Miles AS

The Nomination Committee members are elected individually for a period of 2 years and for the coming Annual General Meeting Anders Petter Sandtorv is up for election. He has informed the Nomination Committee that he is available for re-election.

The Nomination Committee has been in contact with the largest shareholders and in accordance with the “Procedures for Nomination” chp. 2.3, and decided to nominate to the ordinary general meeting, Petter Sandtorv for re-election for a period of 2 years.

The Nomination Committee will by the proposed composition consist of members which consider themselves as independent in relation to the Board of Directors and the company management, nor are they member or represented in the company management.

According to “Procedures for Nomination, chp. 2.2” the Nomination Committee elects its own chairman.

Proposal for resolution:

The Annual General Meeting approved the proposal to Nomination Committee, consisting of: Petter Sandtorv, Anders Nome Lepsøe and Kate Henriksen. Anders Nome Lepsøe and Kate Henriksen were not for election. Petter Sandtorv was elected for 2 years.

2. Remuneration of the Nomination Committee – proposal from the Board of Directors

The TTS Group ASA's Board of Directors proposes remuneration of the Nomination Committee as follows:

Chairman	NOK 60 000
Members of the committee	NOK 35 000

The fees are unchanged from 2015.

Including chairman and two members the proposal sums up to a total of NOK 130 000 which applies from the Annual General Meeting of 2015 (08.06.15) until this year Annual General Meeting in 2016 (02.06.16).

Distribution of proposed remuneration for each member if the proposal from the Board of Directors is followed:

<u>Name</u>	<u>Remuneration</u>
Petter Sandrorv	NOK 60 000
Anders Nome Leposøe	NOK 35 000
Kate Henriksen	NOK 35 000

Proposal for resolution:

The Annual General Meeting approved the proposed remuneration for each member as followed:

<u>Name</u>	<u>Remuneration</u>
<i>Petter Sandtorv</i>	<i>NOK 60 000</i>
<i>Anders Nome Lepsøe</i>	<i>NOK 35 000</i>
<i>Kate Henriksen</i>	<i>NOK 35 000</i>

APPENDIX 5

APPROVAL OF SALE OF SHARES IN SIGMA DRILLING AS TO SKEIE TECHNOLOGY AS

TTS Group ASA holds 500.000 shares in Sigma Drilling AS, equivalent to 11,49% of the total outstanding shares of the company. Sigma Drilling's only significant asset is a 58.11% shareholding in Sigma Drilling Ltd.(Cyprus). The operations of Sigma Drilling AS and Sigma Drilling Ltd. have been closed, and the book value of the shares in Sigma Drilling AS were written down to NOK 1 in the TTS Group financial statements in 2014.

In the period from 2014, Skeie Technology AS has increased its shareholding in Sigma Drilling, and currently holds the remaining 88,51% of the shares. Skeie Technology AS has presented an offer to TTS Group to buy the 500 000 shares from TTS Group at a price of USD 0,5135 per share, in total USD 256 750. The sales price is equivalent to the net asset value of Sigma Drilling Ltd., excluding cost to wind up the company. The price is further the same as the price paid by Skeie Technology to another shareholder in 2016.

The buyer is a shareholder of TTS Group ASA, and total sales price is equivalent to approximately MNOK 2.2, which is more than 1/20 of the registered share capital of TTS Group ASA. Due to this, the sale of the shares is put to the General Meeting for approval.

The sale of the shares will generate a positive cash flow in June 2017 of approximately MNOK 2.2, whereas the alternative to keep the shares would give a similar positive cash flow, but at a later time.

The Board of Directors proposes that the General meeting adopt a resolution to approve the sale of the shares in Sigma Drilling AS to Skeie Technology AS.

Independent report in accordance with the Public Companies Act, Section 3-8 is enclosed.

Proposal for resolution

The Annual General Meeting approved the proposal to sell the 500 000 shares of Sigma Drilling AS to Skeie Technology AS towards a total consideration of USD 256 750.

Independent report in accordance with the Public Companies Act, Section 3-8
Next pages

Til generalforsamlingen i TTS Group ASA

Redegjørelse om avtale med aksjeeier

På oppdrag fra styret avgir vi som uavhengig sakkyndig en redegjørelse i samsvar med allmennaksjeloven § 3-8, jf. § 2-6.

Styrets ansvar for redegjørelsen

Styret er ansvarlig for de verdsettelsene som er gjort.

Uavhengig sakkyndiges oppgaver og plikter

Vår oppgave er å utarbeide en redegjørelse om avtalen om avhendelse av 500 000 aksjer i Sigma Drilling AS til aksjeeier mot vederlag til TTS Group ASA og uttale oss om det er rimelig samsvar mellom verdien av det vederlaget selskapet skal yte og det vederlaget selskapet skal motta.

Den videre redegjørelsen består av to deler. Den første delen er en presentasjon av opplysninger i overensstemmelse med de krav som stilles i allmennaksjeloven § 2-6 første ledd nr. 1 til 4. Den andre delen er vår uttalelse om det er rimelig samsvar mellom verdien av det vederlaget selskapet skal yte og det vederlaget selskapet skal motta.

Del 1: Opplysninger om eiendelene

TTS Group ASA har fått et bud på sin aksjepost (500 000 aksjer) i Sigma Drilling AS. Budet er gitt av Skeie Technology AS, som eier de resterende aksjer i Sigma Drilling AS. Skeie Technology AS har også den største aksjeposten i TTS Group ASA. Sigma Drilling AS er et selskap uten nevneverdig aktivitet p.t. Per i dag eier Sigma Drilling AS 58,11% ned i Sigma Drilling LTD som også er et selskap uten vesentlig aktivitet. Det er satt opp en vurdering av verdien i Sigma Drilling LTD i form av kontantbeholdning fratrukket diverse kostnader (kostnader til revisjon, juridisk, management, likvidering etc.). Det er kontantbeholdning, fratrukket kreditor og disse kostnadene som er lagt til grunn som verdien av Sigma Drilling LTD. Denne er sist oppdatert per 23.03.2017 og ses på av partene som beste estimat på verdien av selskapets verdi ved utgangen av 2017. Vi har på bakgrunn av denne vurderingen satt opp en verdijustert egenkapital basert på 31.12.16 regnskapet (urevidert) til Sigma Drilling AS. Oppstilling konkluderer med en verdijustert egenkapital for Sigma Drilling AS på NOK 20 853 169. TTS Group ASA sin andel i selskapet er 11,49 % p.t., hvilket tilsvarer en andel av den verdijusterte egenkapitalen lik NOK 2 396 029. Budet er på USD 256 750, omregnet med samme kurs som over gir dette en NOK-verdi på 2 219 861. Dette impliserer at budet er ca. 7% under den verdijusterte egenkapitalen. Rabatten knyttes til usikkerhet til de kostnadsestimater som er satt opp i Sigma Drilling LTD, samt at det eksisterer en tidsverdi siden TTS Group ASA ved et salg av aksjene får oppgjør nå, mens Skeie Technology AS ikke får oppgjør før etter at opprydding og avvikling er ferdig.

Del 2: Den uavhengig sakkyndiges uttalelse

Vi har utført vår kontroll og avgir vår uttalelse i samsvar med standard for attestasjonsoppdrag SA 3802-1 "Revisors uttalelser og redegjørelser etter aksjelovgivningen". Standarden krever at vi planlegger og utfører kontroller for å oppnå betryggende sikkerhet for at det er rimelig samsvar mellom verdien av det vederlaget selskapet skal yte og det vederlaget selskapet skal motta. Arbeidet omfatter kontroll av både verdsettelsen av vederlaget, som består av kontanter, og eiendelen som skal avhendes. Videre har vi vurdert de verdsettelsesmetodene som er benyttet og de forutsetningene som ligger til grunn for verdsettelsen.

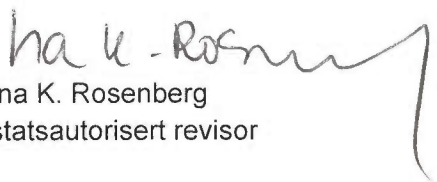
Etter vår oppfatning er innhentet bevis tilstrekkelig og hensiktsmessig som grunnlag for vår konklusjon.

Konklusjon

Etter vår mening er eiendelen selskapet skal avhende verdsatt i overensstemmelse med de beskrevne prinsippene og det er etter vår mening rimelig samsvar mellom verdien av det vederlaget selskapet skal yte på kr 2 396 029 og det vederlaget selskapet skal motta på USD 256 750.

Bergen, 11. mai 2017

ERNST & YOUNG AS


Ina K. Rosenberg
statsautorisert revisor

APPENDIX 6

NOTICE OF ATTENDANCE AT THE GENERAL MEETING OF TTS GROUP ASA

The board request that those who wish to participate at the general meeting kindly contact Olav Bruåsdal by 16:00 hrs on Wednesday 31 May 2017, by e-mail at **gm@ttsgroup.com**, phone at **+ 47 915 61 152**, or by sending in this form.

Attendance/attendance slip

At TTS Group ASA's general meeting on 1 June 2017:

Owner: _____
(Name in block letters)

casts the following number of votes:

- 1. As owner of _____ shares
- 2. By proxy for owners of _____ shares

Place

Date

Signature

Name in block letters

.....

Authority

If you do not have the opportunity to attend the annual general meeting in person, you may grant someone the authority to vote for you. If you do not have the opportunity to attend and do not authorize anyone, you may send the authorization to the company without appointing a proxy. The company will then add the name of the Chairman of the Board or CEO before the general meeting is held.

The authorization must be received by TTS Group ASA, Att.: Olav Bruåsdal, P.O. Box 3577 Fyllingsdalen, N-5845 Bergen, by 16:00 hrs on Wednesday 31 May 2017.

As the owner of _____ shares in TTS Group ASA, I hereby grant:

(Name in block letters)

the authority to attend and vote on my/our behalf at the general meeting of TTS Group ASA on 1 June 2017.

Place

Date

Signature

Name in block letters

VOTING INSTRUCTIONS

Set cross for the applicable option. If blank, the authority person decides the voting.

ITEM		FOR	AGAINST	WAIVER
4	Approval of the company's Annual Report and Directors' Report for 2016			
5	Approval of auditors fee			
6	Authorization to increase company's share capital by issuing shares			
7	Authorization to increase company's share capital by issuing shares to leading employees			
8	Authorization to buy own shares for deletion			
9	Authorization to buy back portions of convertible callable unsecured subordinated bond			
10	Adoption of principles relating to remuneration and other benefits for leading employees in the company			
11.1	Election of board member Gisle Rike			
11.2	Election of board member Leif Haukom			
11.3	Approval of remuneration of the board			
12.1	Election of the member to the nomination committee Petter Sandtorv			
12.2	Approval of remuneration to the election committee			
13	Sale of shares in Sigma Drilling AS			