

# The Nomination Committee's recommendation to the Extraordinary General Meeting in Panoro Energy ASA scheduled for October 14, 2014

## Mandate

The Nomination Committee's mandate is set out in Panoro Energy ASA's ("PEN" or "the Company") Articles of Association § 8, as follows:

*"The Company shall have a Nomination Committee consisting of 2 to 3 members to be elected by the Annual General Meeting for a two year period. The majority of the Nomination Committee shall be independent of the Board of Directors and the day to day management. The Nomination Committee's duties are to propose to the General Meeting shareholder elected candidates for election to the Board of Directors, and to propose remuneration to the Board. The Annual General Meeting may adopt procedures for the Nomination Committee."*

The Nomination Committee currently has the following members:

- Petter Mannsverk Andresen (Chair)
- Odd Rune Heggheim
- Stig Roar Myrseth

## The work of the Nomination Committee

The Board of Directors in Panoro Energy ASA has summoned for an Extraordinary General Meeting on October 14, 2014. The reason for the notice was that the Board on September 14, 2014 received a written demand to call for an Extraordinary General Meeting from shareholders representing atleast 5% of the share capital of the Company. The agenda for the Extraordinary General Meeting is the election of Board of Directors and the election of the Chairman of the Board.

The current Board was elected at the Extraordinary General Meeting on September 6, 2013 and based on the recommendation by a unanimous Nomination Committee. Subsequently, in the Annual General Meeting of May 15, 2014, it was resolved that no changes be made to the current Board of Directors. The Nomination Committee has, after the request received from shareholders, evaluated the possibility of replacing/ electing new members to the Board of Directors. The Nomination Committee has over the past weeks held meetings where the Board's composition has been discussed. This includes meetings with the current Board members and a substantial number of shareholders of Company including, but not limited to Afrique Energie Corp., KLP, Storebrand, Nanes Balkany Partners and a group of Norwegian shareholders led by Mr. Lars Brandeggen. Based on extensive feedback the Nomination Committee has anchored its recommendation.

## Members of the Board of Directors

The Nomination Committee has concluded its evaluation and is unanimous in its recommendation that the following five highly qualified nominees with strong oil and gas, capital markets and African-specific experience are appointed as the Board of Directors of Panoro Energy ASA.

If the General Meeting approves the recommendation, the Board of Panoro Energy ASA will consist of:

- Mr. Julien Balkany (Chairman)
- Ms. Alexandra Herger
- Ms. Silje Christine Augustson
- Mr. Lars Brandeggen
- Mrs. Rosa Whitaker

The Committee's nomination also reflects the continuity aspect with the recommendation of Ms Silje Augustson as a member of the Board of Directors.

*Mr. Julien Balkany*, a French citizen resident in London, he has served as managing member and Founder of Nanes Balkany Partners LLC, a NY-based activist hedge fund which primarily pursues value investments in publicly traded oil and gas companies, since January 2008. Mr. Balkany has been since May 2014 a Non-Executive Director of Gasfrac Energy Services (ticker: GFS CN), a Calgary-based oil and gas fracking services company listed on the TSX since May this year. Mr. Balkany has also served as Vice-Chairman and Director of Toreador Resources Corp. (ticker: TRGL US), an oil and gas exploration and production company with operations in Continental Europe and listed on the NASDAQ, from January 2009 to March 2011. Mr. Balkany is also the Chairman of the Advisory Board of Stellar Energy, a London-based Investment Bank dedicated to the oil and gas industry. At the same time, Mr. Balkany has been a Managing Director at Nanes Delorme Capital Management LLC, a New York based financial advisory and broker-dealer firm, since 2005. Before joining Nanes Delorme Capital Management LLC and co-founding

Nanes Balkany Partners, Mr. Balkany worked at Pierson Capital, a U.S. private investment firm focused primarily on emerging markets, from 2003 to 2005. Prior to that Mr. Balkany gained significant expertise in the Emerging Markets Debt Capital Markets Group of Bear Stearns & Co., Inc. Mr. Balkany studied Political Science at the Institute of Political Studies (France) and Finance at UC Berkeley. Mr. Balkany is fluent in French, English and Spanish.

*Ms. Alexandra Herger*, a US citizen based in Maine, has extensive leadership experience in worldwide exploration for oil and gas companies. Ms. Herger has 35 years of global experience in the upstream oil and gas industry. She most recently served as interim Vice President of Global Exploration for Marathon Oil Corporation from April 2014 until her retirement during the summer of 2014. Prior to this position, Ms. Herger was appointed Director of International Exploration and New Ventures for Marathon Oil Company from November 2008 to April 2014. She led five new country entries and was responsible for adding net discovered resources of over 500 million boe to Marathon's portfolio. Before joining Marathon, she was at Shell E&P Company from 2002-2006. Prior to the merger with Shell, Ms. Herger was Vice President of the Gulf of Mexico for Enterprise Oil from 1998-2002. Earlier, Ms. Herger held positions of increasing responsibility in oil and gas exploration and production, operations, and planning with Hess Corporation and ExxonMobil Corporation. Ms. Herger holds a Bachelor's degree in geology from Ohio Wesleyan University and post-graduate studies in geology from The University of Houston. Ms. Herger is a member of Leadership Texas, the Foundation for Women's Resources, and was on the advisory board of the Women's Global Leadership Conference in Houston, Texas from 2010 to 2013.

*Ms. Silje Augustson*, a Norwegian citizen based in Switzerland, has significant experience from the capital markets and the financial services industries mainly based out of London. Her experience spans from roles within equity sales and research in investment banking, to business development, strategy and investor capital fundraising in the alternative asset management industry. Since 2004, she has held several board directorships in the area of fund management participating in fund restructuring situations as well taking lead roles in activist investor campaigns. Ms. Augustson has held positions with JP Morgan, The Brunswick Group, Theorema Asset Management, Belay Asset Management. Currently she works with Xynteo, a strategic advisory firm based in Oslo and London, with clients in the Oil and Gas industry. In addition to being a Non-Executive Director of Panoro Energy ASA, she serves on the board of the Storm Nordic Fund, the Storm Bond Fund, SurfSide Holding AS and Mikrofinans Norge AS. She holds a Deug in Economics from the University of Toulouse UT1 (1996), and a Master in European Management/Diplome de Grande Ecole from ESCP-EAP (1999).

*Mr. Lars Brandeggen*, a Norwegian citizen based in Oslo is a private investor with Scandinavian markets expertise. He is the Founder and owner of investor community XtraInvestor.com. Chairman of Nordic Financials (ticker NOFIN.OL). He was elected Chairman of NOFIN as an activist investor in January 2014 and under his successful leadership, by September the same year NOFIN had returned to the shareholders an impressive increment of 120% of the share price at that time to its shareholders. Prior to this he served as the Chairman of 1880 Directory Assistance - the second largest telephone directory assistance company in Norway (sold to Findexa). Mr. Brandeggen was also previously Chairman of real estate service company Sigma and managed the process that ended with the company being sold to Sodexo. Mr. Brandeggen's experience spans previous roles in commercial and investment banking (analyst & corporate finance). He holds a MBA from University of Lund, Sweden.

*Mrs. Rosa Whitaker*, a US citizen, is currently the President and CEO of The Whitaker Group. She is widely recognized as one of the world's foremost experts on Africa trade, investment and business. Named in 2010 as one of Foreign Policy Magazine's top global thinkers, Ms. Whitaker served as the first ever Assistant United State Trade Representative for Africa under the administrations of President Clinton and President George W. Bush. Rosa Whitaker is one of the hands-on architects of the African Growth and Opportunity Act (AGOA), America's first comprehensive trade law with African countries. AGOA provides duty-free access to the US market for essentially all African-made products. AGOA continues to be the centre-piece of US-Africa economic policy. As the lead US negotiator for bilateral and multilateral trade agreements, she was the prime mover behind a series of unprecedented initiatives to enhance US trade, investment and economic cooperation with African countries. Ms. Whitaker also served as a career US diplomat specializing in African economic matters. In 2014, she was the first American to be given the "Africa Economy Builders" award which complements numerous honors recognizing her 30-plus years of demonstrated achievement in forging investment and trade ties with Africa. In 2003, Consumers for World Trade inducted her into the Hall of Fame for Trade. Ms. Whitaker is a Vice Chair of the Executive Board of Mercy Ships, a global faith-based charity operating the largest private hospital ship in the world. She also served on the Board of the Center for International Private Enterprise (CIPE), the Center for Global Prosperity and she previously served as Vice Chair of the US-South Africa Business Council. Ms. Whitaker is regularly featured in the press on Africa trade issues and has lectured at the National Defense University, MIT and Carnegie Mellon University. She holds Master's and Bachelor's degrees from the American University in Washington, D.C.

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The Nomination Committee's recommendation is unanimous on all points.

Oslo, October 8, 2014

Petter Mannsverk Andresen (sign.)	Odd Rune Heggheim (sign.)	Stig Roar Myrseth (sign.)
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