

To the Corporate Assembly of Orkla ASA

RECOMMENDATION CONCERNING THE ELECTION OF SHAREHOLDER-ELECTED MEMBERS OF THE BOARD OF DIRECTORS AND ELECTION OF THE DEPUTY CHAIRMAN OF THE CORPORATE ASSEMBLY

1. Election of Board members

Reference is made to the Nomination Committee's recommendation of 4 May 2012 and the Corporate Assembly's consideration of this recommendation at its meeting on 24 May 2012.

In the recommendation, notification was given that Åse Aulie Michelet was not standing for re-election as member of the Board due to a new position. The Nomination Committee advised that it was engaged in efforts to find a successor, but that this process had not been completed.

The recommendation also stated that Åge Korsvold has resigned as member of the Board as a result of his appointment as acting CEO of the company.

At the Corporate Assembly meeting on 24 May 2012, the five other shareholder-elected Board members, Stein Erik Hagen, Bjørg Ven, Peter Ruzicka, Jesper Ovesen and Barbara M. Thoralfsson were re-elected in accordance with the Nomination Committee's recommendation.

At the meeting, the Nomination Committee announced that it aimed to recommend candidates for both of the vacant Board seats as soon as possible, and that one or two extraordinary meetings of the Corporate Assembly would be convened as soon as the Nomination Committee's recommendation relating to these seats was finalised.

The Nomination Committee has continued its work, and now wishes to recommend **Grace Reksten Skaugen and Jo Lunder** as new members of the Board of Orkla ASA. The candidates have extensive experience and, in the view of the Nomination Committee, will complement the Board and make a substantial contribution to the restructuring process which the company is currently undergoing.

Further information on Reksten Skaugen and Lunder may be found in Appendix 1.

The Nomination Committee will provide a more detailed account of its activities at the Corporate Assembly meeting.

Under Article 4, third paragraph, of Orkla's Articles of Association, shareholder-elected Board members and any deputy members shall be elected for up to two years at a time. The Corporate Assembly's shareholder-elected members have practised a system of annual elections of shareholder-elected members and deputy members to the Board of Directors. The five members who were re-elected at the Corporate Assembly meeting on 24 May 2012 were elected for one year. The same term of service is proposed for Reksten Skaugen and Lunder, i.e. it is proposed that both candidates should be elected to serve until the first meeting of the Corporate Assembly after the Annual General Meeting in 2013.

2. Election of the Deputy Chair of the Corporate Assembly

In a letter dated 1 June 2012, the Deputy Chair of the Corporate Assembly, Dag Mejdell, has given notification that he is resigning as member of Orkla's Corporate Assembly due to the fact that he was elected to the Board of Directors of Norsk Hydro ASA in May 2012.

As a result of Mejdell's resignation, first deputy member Scilla Treschow Hokholt will be the regularly attending deputy member until the next general meeting.

Furthermore, the Nomination Committee wishes to recommend that Terje Venold be elected as new Deputy Chair of the Corporate Assembly.

Åsmund Dybedahl, as representative of the employee-elected members of the Corporate Assembly, has endorsed this recommendation.

Oslo, 5 July 2012

Idar Kreutzer

Olaug Svarva

Leiv Askvig

Nils-Henrik Pettersson

Åsmund Dybedahl (item 2)

Orkla ASA - Appendix 1 to the recommendation of the Nomination Committee

Grace Reksten Skaugen (born in 1953)

Education:	1993	BI Norwegian School of Management, Oslo, Norway, MBA
	1985	New York University, New York, USA, Careers in Business Program
	1982	Imperial College of Science and Technology, London University, PhD, Laser Physics
	1976	Imperial College of Science and Technology, London University, BSc, Physics
Career:	2009-	Infovidi Board Services Ltd, Founder and Managing Director
	2007-	Deutsche Bank Advisor – Norway,
	2002-03	Argentum Fondsinvesteringer AS, Consultant,
	1994-02	SEB Enskilda Securities, Director, Corporate Finance, Oslo
	1991-92	AS Aircontactgruppen, Special Project Advisor
	1986-90	Fearnley Group, Venture Capital Consultant, Fearnley Finance,
	1983-86	Columbia University, New York, Microelectronics Research Officer
Positions of trust:	2009 -	Norwegian Institute of Directors, Founder and Chairman
	2007 -	Ferd Holding AS, Chairman
	2007 -	NAXS Nordic Access Buyout AS
	2006 -	Investor AB, Board Member and Chair of Finance and Risk Committee
	2002 -	Statoil ASA, Board Member and Chair of Compensation Committee
	2004-12	Entra Eiendom AS, Chairman
	2009-10	Renewable Energy Corp (REC) ASA, Board Member
	2004-08	Atlas Copco AB, Board Member
	2005-07	Opera Software ASA, Deputy Chairman
	2003-06	Tandberg ASA, Board Member
	2003-06	Berg-Hansen Holding AS, Board Member
	2002-06	Storebrand ASA, Board Member and member of Audit Committee
	1997-01	WWF council (Norway) and fundraising Committee
	1997-98	Geelmuyden Kiese AS

Grace Reksten Skaugen and related parties own no shares in Orkla ASA.

Jo Lunder (born in 1961)

Education:	1996	Henley Management Collage, MBA
	1986	Oslo Business School
Career:	2011-	VimpelCom Ltd, CEO
	2007-11	Ferd Holdings AS, EVP and Ferd Capital, President
	2003-07	ATEA ASA, President and CEO
	1999-03	VimpelCom
		2001-03 CEO and General Manager
		1999-01 Presedent and COO
	1993-99	Telenor ASA Telenor Mobil AS, Deputy CEO, and other management positions Telenor Private AS, CEO,
	1988-93	Norgeskreditt AS
Positions of trust:	2007-12	Pronova Biopharma ASA, Member of the Board
	2008-12	Aibel Group Ltd, Chairman of the Board
	2007-11	Elopak AS, Chairman
	2007-11	Swix Sport AS, Chairman
	2003-11	VimpelCom
		2010-11, Chairman
		2005-10, Member of the Board
		2003-05, Chairman
	2007-09	Tomra Systems ASA
		2008-09, Chairman
		2007-08, Member of the Board
	2004-07	Ferd Holding AS, Member of the Board

Jo Lunder and related parties own no shares in Orkla ASA.