
ORKLA ASA

NOTICE OF GENERAL MEETING

The Annual General Meeting of Orkla ASA will be held at the Norwegian Opera House, Kirsten Flagstads plass 1, Oslo, on **Thursday, 18 April 2013 at 3 p.m.**

The agenda is as follows:

- 1. Approval of the financial statements for 2012 for Orkla ASA and the Orkla Group and the annual report of the Board of Directors, including approval of a share dividend for 2012 of NOK 2.50 per share, except for shares owned by the Group**
- 2. Orkla's terms and conditions policy, remuneration of executive management and the Group's incentive programmes**
 - 2.1 Explanation of Orkla's terms and conditions policy and the Board of Directors' statement of guidelines for the pay and other remuneration of the executive management
 - 2.2 Advisory vote on the Board of Directors' guidelines for the remuneration of the executive management for the coming financial year
 - 2.3 Approval of guidelines for share-related incentive arrangements for the coming financial year
- 3. Report on the company's corporate governance**
- 4. Change in Orkla's corporate democracy system - proposal regarding amendments to the Articles of Association and the Instructions for the Nomination Committee**
 - 4.1 Change in Orkla's corporate democracy system – proposal regarding amendments to the Articles of Association

The company and employee organisations representing more than two thirds of the employees have concluded an agreement to discontinue the Corporate Assembly of Orkla ASA and instead change the employees' representation on the Board of Directors of Orkla ASA. Under the agreement, one of the present two employee-elected observers will change status and become a Board member. The Board of Directors will thus be expanded from 10 to 11 members, 4 of whom are elected by and from among the employees. In addition, the employees will be entitled to have one observer on the Board.

The agreement has been approved by the Corporate Democracy Committee, and the Board of Directors hereby wishes to submit the agreement to the General Meeting for its approval. The Board proposes that it be granted authorisation to implement a decision regarding discontinuation of the Corporate Assembly when the latter has carried out this year's election of shareholder-elected Board members and the Board Chair. A more detailed

explanation of the agreement, and its implementation, may be found at www.orkla.com.

Against this background, the Board of Directors submits its proposal for the following amendments to the Articles of Association:

Articles 8, 9, 10, 11 and 17 are to be repealed, the present Articles 12–16 are to become the new Articles 8–12, and the present Article 18 is to become the new Article 13.

Article 3, first paragraph, is to be amended to read as follows:

The voting right in respect of a transferred share may be exercised when the share transfer has been recorded by the Norwegian Central Securities Depository prior to the deadline stipulated in Article 11, second paragraph.

Article 4 is to be amended to read as follows:

The Board of Directors shall consist of at least six (6) and not more than eleven (11) elected members and deputy members.

Four (4) of the Board's members and their deputies and one (1) observer shall be elected by and from among the employees pursuant to existing statutes and regulations regarding employees' right of codetermination.

The other members of the Board of Directors and their deputies, if any, shall be elected for up to two (2) years at a time by the General Meeting. The General Meeting shall decide whether deputy members shall be elected for the shareholder-elected Board members. These members and deputy members must be shareholders in the company.

Article 7, third sentence, shall be amended to read as follows:

The fees shall be determined by the General Meeting and shall apply until otherwise decided.

New Article 9, (b) and (c), shall be amended to read as follows:

(b) shall elect up to seven (7) members of the Board and deputy members, if any.

(c) shall determine the fees of the Board of Directors as stated in Article 7 of these Articles of Association.

New Article 10, first sentence, shall read as follows:

An extraordinary general meeting shall be held when deemed to be necessary by the Board of Directors.

New Article 11, first paragraph, shall be amended to read as follows:

Annual or extraordinary general meetings shall be convened on not less than 21 days' notice at a time and venue decided by the Board of Directors.

New Article 12, first paragraph, shall be amended to read as follows:

At the same time as notice is given of the Annual General Meeting, the annual report and financial statements and the consolidated financial statements, together with the auditor's report, shall be forwarded to the shareholders.

New Article 13 shall be amended to read as follows:

The General Meeting shall elect two to five members to a Nomination Committee for up to two years at a time, and among these the Chair of the Nomination Committee, and shall determine the remuneration of the Nomination Committee.

The Nomination Committee shall present proposals to the General Meeting regarding the latter's election of members to the Board of Directors. The Nomination Committee shall also present proposals regarding the election of the Chair of the Board of Directors. In connection with the preparation of proposals for the election of the Board Chair, the Nomination Committee shall be supplemented by a representative designated by the employee-elected members of the Board of Directors.

It is proposed that these amendments to the Articles of Association shall enter into force at such time as is decided by the Board of Directors.

4.2 Proposal to amend the Instructions for the Nomination Committee of Orkla ASA

In 2010, the General Meeting adopted separate instructions for the Nomination Committee of Orkla ASA (the Instructions). Provided that the General Meeting approves the proposal to discontinue the Corporate Assembly of Orkla ASA, this necessitates an updating of the Instructions.

The Board of Directors' proposal regarding the updating of the Instructions may be found at www.orkla.com. It is proposed that the amendments shall enter into force when the Board of Directors decides that the amendments to the Articles of Association described in point 4.1 shall enter into force.

4.3 Proposal to amend Article 8, second paragraph, of the Articles of Association

The present Article 8, second paragraph, states that the General Meeting shall elect fourteen members of the Corporate Assembly and six deputy members. In light of the proposal to discontinue the Corporate Assembly, the Nomination Committee proposes in its recommendation that fewer than six deputy members be elected in this year's election. Such flexibility requires an amendment to Article 8, second paragraph, and the following amendment is proposed:

The General Meeting shall elect fourteen (14) of the members of the Corporate Assembly. Up to six (6) deputy members shall be elected for this group.

It is proposed that this amendment of the Articles of Association enters into force immediately.

5. Authorisation to acquire treasury shares

At the Annual General Meeting on 19 April 2012, the Board of Directors was authorised to acquire shares in Orkla ASA until the Annual General Meeting in 2013.

The Board of Directors proposes that this authorisation be renewed.

Authorisation to acquire treasury shares was granted for the first time at the Annual General Meeting on 7 May 1998 and has been renewed every year. Since 7 May 1998 and up to the present date, the company has acquired 86,210,630 shares in Orkla ASA under this authorisation. No shares in Orkla ASA have been acquired since the Annual General Meeting in 2012.

The reason for this proposal is, as before, to enable the Board to avail itself of the possibility pursuant to section 9-2 et seq. of the Public Limited Companies Act to acquire shares of Orkla ASA up to a maximum value of 10% of share capital.

Shares acquired under this authorisation must be cancelled or used for employee incentive programmes. Under the Norwegian Code of Practice for Corporate Governance, if the Board is granted an authorisation that covers several purposes, a separate vote should be held for each purpose. The Board of Directors proposes the following resolution, cf. section 9-4 of the Public Limited Companies Act:

“(i) The General Meeting of Orkla ASA hereby authorises the Board of Directors to permit the company to acquire shares in Orkla ASA with a nominal value of up to NOK 125,000,000 divided between a maximum of 100,000,000 shares, provided that the company's holding of treasury shares does not exceed 10% of shares outstanding at any given time. The amount that may be paid per share shall be no less than NOK 20 and no more than NOK 80. The Board of Directors shall have a free hand with respect to methods of acquisition and disposal of treasury shares. This authorisation shall apply from 19 April 2013 until the date of the Annual General Meeting in 2014.

(ii) The authorisation may be utilised to fulfil existing employee incentive programmes, and employee incentive programmes adopted by the General Meeting in accordance with item 2.3 of the agenda.

(iii) The authorisation may be utilised to acquire shares for cancellation.”

6. Minimum notice of an Extraordinary General Meeting

Pursuant to section 5-11b of the Public Limited Companies Act, a minimum of 21 days' notice shall be given of a General Meeting in listed public limited companies. However, in companies where shareholders can vote at the General Meeting electronically, the General Meeting

may, subject to a 2/3 majority and with effect up until the next Annual General Meeting, decide that notice of an Extraordinary General Meeting shall be sent no later than two weeks before the meeting is due to be held. A resolution to this effect was adopted at the General Meeting in 2012, and the Board of Directors proposes the following resolution, to be effective until the next Annual General Meeting:

“Until the Annual General Meeting in 2014, the Board of Directors may decide to convene an Extraordinary General Meeting on not less than two weeks’ notice, if the Board, in accordance with section 5-8a of the Public Limited Companies Act, has decided that votes may be cast electronically at the general meeting.”

7. Election of members and deputy members to the Corporate Assembly

Reference is made to the recommendation of 27 March 2013 which may be found at www.orkla.com.

8. Election of a member to the Nomination Committee

Reference is made to the recommendation of 27 March 2013 which may be found at www.orkla.com.

9. Approval of the Auditor's remuneration

* * *

Under Article 17 of the Articles of Association, the General Meeting shall be opened and chaired by the Chair of the Corporate Assembly.

Shareholders are entitled to participate in the General Meeting, either in person or by a proxy of their own choice. Notice of attendance must be received no later than **3.00 p.m.** (Norwegian time) **on 15 April 2013**. Notice of attendance may be given electronically through Orkla’s website www.orkla.com or VPS Investor Services, or by completing and sending the attendance form to DNB Bank ASA, Registrar’s Department.

Shareholders who wish to attend and vote at the General Meeting by proxy may send the proxy form electronically through VPS Investor Services, or to DNB Bank ASA, Registrar’s Department, within the time limit stated above. Proxy forms may also be brought to the General Meeting. Proof of the identity of the proxy and the person represented by proxy, and the company certificate if the shareholder is a legal entity, must be submitted along with the proxy. Shareholders also have the opportunity to grant a proxy with voting instructions.

Shareholders who cannot participate in the General Meeting may cast a direct advance vote on each item of business electronically on the company’s website www.orkla.com or through VPS Investor Services. The deadline for casting advance votes is 3 p.m. on 15 April 2013. Until the deadline expires, votes cast in advance may be changed or retracted. If a shareholder chooses to attend the General Meeting, either in person or by a proxy, any votes cast in advance are deemed to have been retracted.

The attendance and proxy form is attached.

Orkla ASA is a public limited company subject to the provisions of the Public Limited Companies Act. The company has issued 1,018,930,970 shares. Each share carries one vote at the General Meeting, but no voting right may be exercised for shares belonging to the Group. As of 21 March 2013, the company has 7,936,233 treasury shares for which no votes may be cast.

Shareholders are entitled to vote the number of shares that they each own, and that are registered with the Norwegian Central Securities Depository (VPS) on the date of the General Meeting. If a shareholder has acquired shares shortly before the General Meeting, the voting rights for the transferred shares may only be exercised if the acquisition has been recorded by the VPS, or if the acquisition has been reported to the VPS and documentary evidence thereof is presented at the General Meeting. Shareholders may bring an advisor and may give one advisor the right to speak.

In the company’s view, neither the beneficial shareholder nor the nominee is entitled to vote shares that are registered in a VPS account belonging to the nominee; see section 4-10 of the Public Limited Companies Act. However, the beneficial shareholder may vote the shares if he documents that he has taken the necessary steps to terminate the nominee registration of the shares, and that the shares will be transferred to an ordinary VPS account in the name of the shareholder. If the shareholder can document that he has taken such steps, and that he has a beneficial interest in the company, he may, in the company’s opinion, vote the shares, even if they have not yet been registered in an ordinary VPS account.

Shareholders may not require that new items of business be placed on the agenda at this time, as the deadline for such requests has expired; see section 5-11, second sentence, of the Public Limited Companies Act. A shareholder is entitled to present proposals for decisions on items of business that are on the agenda and to require that members of the Board of Directors, members of the Corporate Assembly and the general manager provide available information at the General Meeting on matters that may affect assessment of (i) the approval of the annual financial statements and the report of the Board of Directors, (ii) matters that are submitted to the shareholders for decision, and (iii) the company’s financial position, including information on the activities of other companies in which the company participates, and other items of business to be considered by the General Meeting, unless the information requested cannot be provided without causing disproportionate damage to the company.

The shares will be quoted exclusive of the dividend on 19 April 2013. Based on the decision of the General Meeting regarding the share dividend, the dividend will be paid on 30 April 2013 to shareholders of record as of the date of the General Meeting. Dividends paid to foreign shareholders will be subject to a deduction for any Norwegian withholding tax (up to 25% of the dividend) in accordance with applicable provisions. In order to avoid loss or delay, shareholders must give notice of their acquisition of shares and any change of address as soon as possible, and specify the account into which dividends are to be paid to the bank/stockbroker selected as account manager, to the Norwegian Central Securities Depository.

In accordance with Article 16, second paragraph, of the Articles of Association, the Board of Directors has decided that

documents to be considered at the General Meeting shall be made available on the company's website instead of being sent out with the notice of the General Meeting. This also applies to documents which by law shall be enclosed with or attached to the notice of the General Meeting. A shareholder is nonetheless entitled to be sent the documents free of charge, upon request to the company. Information as to how shareholders can have the documents sent to them may be found at www.orkla.com.

Notice of the Annual General Meeting and other documents relating to items of business, as well as further information concerning the rights of shareholders, may be found at www.orkla.com.

The Annual General Meeting will be webcast directly on www.orkla.com, and will be simultaneously interpreted into English.

Oslo, 27 March 2013

Idar Kreutzer
Chair of the Corporate Assembly

[Attachment]

APPENDIX TO ITEM 4 OF THE AGENDA

DISCONTINUATION OF ORKLA'S CORPORATE ASSEMBLY

The company and employee organisations representing more than two thirds of the employees have concluded an agreement to discontinue the Corporate Assembly of Orkla ASA and instead change the employees' representation on the Board of Directors of Orkla ASA. Under the agreement, one of the present two employee-elected observers will change status and become a Board member.

The agreement has been approved by the Corporate Democracy Committee, and the Board of Directors hereby wishes to submit the agreement to the General Meeting for approval. The Board proposes that it be granted authorisation to implement a decision regarding discontinuation of the Corporate Assembly when the latter has carried out this year's election of shareholder-elected Board members and the Board Chair.

1. Introduction

There is a long tradition of corporate democracy in Orkla. The Group is currently undergoing a phase of change, and the Group's business model and structure are being refocused and simplified. This process is a natural point of departure for adapting and further developing the present system of corporate democracy.

Under the Group's current system, Orkla has a Corporate Assembly of 21 members, seven of whom are elected by and from among the employees of Orkla ASA and subsidiaries in Norway, Sweden and Denmark. The Board of Directors of Orkla ASA consists of ten members, three of whom and two observers are elected by and from among the employees of Orkla ASA and subsidiaries in Norway, Sweden and Denmark. Lilleborg AS, Stabburet AS and Nidar AS are exempt from the obligation to have a corporate assembly, but must have additional staff representation on the Board of Directors; see the system laid down by the Limited Companies Act.

2. Orkla's new corporate democracy system

Representation on the Board of Directors

Agreement has been reached with the employee organisations as regards discontinuing the Corporate Assembly of Orkla ASA and instead increasing staff representation on Orkla's Board of Directors by changing the status of one of the present two observers to Board member. The Board of Directors will thereby be expanded to 11 members, four of whom will be elected by and from among the employees. In addition, the employees will be entitled to have an observer on the Board. Three of the Board members will be elected from Norway, one Board member from Sweden and an observer will be elected from Denmark.

It has been agreed with the employees that no corporate assembly is to be established in companies with more than 200 employees. Under the provisions of the Limited Companies Act, the employees of such companies have greater representation on the Board of Directors.

Contact Committee

It has been agreed with the employee organisations that there is to be a contact committee in each of the business areas in the branded consumer goods business. The contact committees are to provide information and serve as a liaison body, but also to serve as a discussion forum in matters where this is relevant. Special guidelines have been drawn up for the contact committees.

Other bodies

Orkla's International Committee of Union Representatives (OFR) consists of elected union representatives from companies in the Orkla Group. Together, the OFR and the Group Executive Board make up Orkla's Group Committee; see the provisions of the LO-NHO Agreement regarding committees for groups of companies.

The European Works Council consists of representatives from Orkla's executive management and two representatives of employees in EEA states in which Orkla has companies with more than 500 employees. Norway and Sweden have three representatives.

3. Discontinuation of the Corporate Assembly

The agreement between the company and the employee organisations regarding the discontinuation of the Corporate Assembly was signed on 14 March 2013. By decision of 20 March 2013, the Corporate Democracy Committee has approved the provisions of the agreement regarding the reduction of the term of service of the employee-elected members of the Corporate Assembly, and the change of status from observer to Board member for one of the present observers. The agreement is subject to the approval of the General Meeting through the adoption of amendments to the Articles of Association.

Against this background, the Board of Directors submits a proposal that the General Meeting adopt a resolution regarding amendments to the Articles of Association, including removing the provisions regarding the Corporate Assembly and adjusting the number of employee representatives on the Board of Directors, and that it authorise the Board of Directors to fix the date on which the amendments to the Articles of Association shall enter into force. A draft of new articles, in which the amendments have been marked, is attached.

Upon discontinuation of the Corporate Assembly, the instructions for the Nomination Committee must also be amended correspondingly. A draft of new instructions for the Nomination Committee, in which the amendments have been marked, is attached.

The Nomination Committee has presented proposals to the General Meeting regarding the election of shareholder-elected members to the Corporate Assembly. The Corporate Assembly will conduct elections of shareholder-elected members to the Board of Directors and of the Board Chair, after which the Board of Directors will implement the resolution to discontinue the Corporate Assembly in accordance with the authorisation granted.

ARTICLES OF ASSOCIATION ORKLA ASA

SHARE CAPITAL. OBJECTS

Article 1

Orkla ASA is a public limited company with a share capital of NOK 1,273,663,712.50 consisting of 1,018,930,970 fully paid-up shares, each with a par value of NOK 1.25. The registered office of the company is in Oslo.

Article 2

The objectives of the company are to engage in activities comprising industry, commerce, forestry, transport, finance, the acquisition and sale of securities and other investments, the purchase, sale, development and management of real property, the publication of newspapers, magazines and other media, services and any other activity connected with the aforementioned objectives. The activities are conducted by the company itself or by its subsidiaries in Norway and abroad.

APPROVAL OF TRANSFERS OF SHARES

Article 3

The voting right in respect of a transferred share may be exercised when the share transfer has been recorded by the Norwegian Central Securities Depository prior to the deadline stipulated in Article 1~~5~~, second paragraph.

The Board of Directors may entirely or partly refuse to approve the transfer of shares if the company pursuant to statute or to regulations laid down pursuant to statute is given the discretionary right to refuse such approval or to apply other restrictions on sales.

THE BOARD OF DIRECTORS

Article 4

~~Pursuant to the decision of the Corporate Assembly, t~~The Board of Directors shall consist of at least six (6) and not more than ~~eleventen~~ (1~~10~~) elected members and deputy members.

~~Three-Four~~ (4~~3~~) of the Board's members and their deputies and ~~two-one~~ (1~~2~~) observers shall be elected by and among the employees pursuant to existing statutes and regulations regarding employees' right of codetermination.

The other members of the Board of Directors and their deputies, if any, shall be elected for up to two (2) years at a time by the ~~members of the Corporate Assembly who were elected by the shareholders~~General Meeting. The ~~shareholder-elected members of the Corporate Assembly~~General Meeting shall decide whether deputy members shall be elected for the Board members elected by the shareholders. These members and deputy members must be shareholders in the company.

Article 5

The Board of Directors shall appoint one or more general managers as head of the overall administration.

Article 6

The following persons shall be authorised to sign for the company: the Chair of the Board of Directors together with one of the Board members, the general manager or, pursuant to the decision of the Board, specifically designated employees.

Article 7

The members of the Board of Directors and observers shall each receive an inclusive fixed annual fee. The deputy members of the Board of Directors shall receive a fee for each meeting they attend. The fees shall be determined by the ~~Corporate Assembly~~General Meeting and shall apply until otherwise decided.

~~THE CORPORATE ASSEMBLY~~

~~Article 8~~

~~There shall be a Corporate Assembly consisting of twenty-one (21) members.~~

~~The General Meeting shall elect fourteen (14) of the members of the Corporate Assembly. Six (6) deputy members shall be elected for this group.¹~~

~~Seven (7) members and deputy members of the Corporate Assembly shall be elected by and among the employees pursuant to existing statutes and regulations relating to employees' right of codetermination.~~

~~The shareholder-elected members of the Corporate Assembly and their deputy members shall be elected for up to two (2) years at a time.~~

~~The Corporate Assembly's members and deputy members shall receive a fee for attending meetings, the amount to be determined by the General Meeting. The fee determined by the General Meeting for each meeting attended shall apply until otherwise decided.~~

~~Correspondingly, the General Meeting shall determine a fixed annual fee for the Chairman and Vice-Chairman of the Corporate Assembly in addition to the stipulated attendance fee.~~

~~Article 9~~

~~A Chairman and a Vice-Chairman shall be elected by and among the members of the Corporate Assembly. The Chairman, or in his absence the Vice-Chairman, shall call an~~

¹ In point 4.3 of the notice of the Annual General Meeting, it is proposed that Article 8, second paragraph, of the Articles of Association be amended with immediate effect – and before any implementation of the discontinuation of the Corporate Assembly – in order to ensure flexibility in connection with the election of deputy members to the Corporate Assembly.

~~ordinary meeting every six months, and otherwise when at least one sixth (1/6) of the members of the Corporate Assembly so demand, or when the Chairman or the Board of Directors deem it necessary. At the first ordinary meeting of the year, the Board of Directors shall present the audited profit and loss account and the balance sheet, as well as the consolidated profit and loss account and the consolidated balance sheet.~~

~~At the second ordinary meeting, information shall be provided concerning the financial status of the company and its subsidiaries. The meetings of the Corporate Assembly shall be held at a venue decided by the Chairman.~~

~~Article 10~~

~~The Corporate Assembly shall:~~

- ~~a. —elect the members of the Board of Directors and deputy members, if appropriate, in accordance with Article 4, third paragraph, elect the Chair of the Board of Directors and determine the remuneration of the Board of Directors. In the event of the death of a shareholder elected member of the Board during his term of office, the shareholder elected members of the Corporate Assembly shall elect a new Board member for the remainder of the deceased's term of service. Similarly, a temporary substitute may be elected when a shareholder elected member is prevented from serving on account of illness or in the event of a protracted absence for other reasons. This substitute shall serve as long as the shareholder elected members of the Corporate Assembly deem it necessary.~~
- ~~b. —present proposals to the General Meeting concerning the election of one or more auditors and concerning approval of the auditor's (auditors') remuneration.~~
- ~~c. —otherwise have the duties that follow from section 6-37 of the Public Limited Companies Act.~~

~~Article 11~~

~~The presence at the Corporate Assembly of more than half of the total number of members shall constitute a quorum.~~

THE GENERAL MEETING

~~Article 128~~

An Ordinary General Meeting shall be held each year before the end of the month of May.

~~Article 139~~

The Ordinary General Meeting shall:

- a. approve the annual accounts and annual report for Orkla ASA and the Group, including the payment of a dividend by Orkla ASA.

- b. elect ~~fourteen (14)~~up to seven (7) members of the ~~Corporate Assembly Board~~ and ~~their~~ deputy members, if any.
- c. determine the fees ~~for the of the Board of Directors Corporate Assembly~~ as specified stated in Article ~~78, fifth and sixth paragraph, of the present~~these Articles of Association.
- d. elect one or more auditors when this is appropriate pursuant to section 7-1 of the Public Limited Companies Act and approve remuneration for the auditor(s).
- e. consider proposals for changes in these Articles and any other matter which comes within its authority pursuant to the Public Limited Companies Act in conjunction with the present Articles.

Article ~~10~~4

An Extraordinary General Meeting shall be held when deemed to be necessary by the the Board of Directors, ~~the Corporate Assembly or its Chairman deem it necessary~~. Similarly, a General Meeting shall be called when shareholders who represent at least one twentieth of the share capital, or the auditor, so demand in writing, at the same time stating the topics they wish the General Meeting to consider.

Article ~~11~~5

~~Ordinary Annual~~ or Extraordinary General Meetings shall be convened on not less than 21 days' notice at a time and venue decided by jointly by the Chairman of the Corporate Assembly and the Board of Directors.

For a shareholder to be able to participate in the General Meeting, the company must have received notice of such participation by no later than 3.00 p.m. on the third working day prior to the date of the General Meeting (cf. section 12e of Act of 25 June 1999 relating to Financial Agreements and Transaction Orders). However, the deadline for notice of participation may not expire earlier than five days prior to the date of the General Meeting.

Article ~~12~~6

At the same time as notice is given of the ~~Ordinary Annual~~ General Meeting, the annual report and accounts and the consolidated accounts, together with the statement of the corporate assembly and the auditor's report, shall be forwarded to the shareholders.

The Board of Directors may decide that documents concerning matters to be considered at the general meeting are not to be sent to shareholders when documents are made available on the company's website. This also applies to documents which by law shall be enclosed in or attached to the notice of a general meeting. A shareholder may nonetheless request that documents concerning matters to be considered at the general meeting be sent to him or her.

The Board of Directors can decide that shareholders can be allowed to cast their votes in writing in advance on items on the published agenda for the Company's general meetings. Such votes may also be cast by electronic communication. Being allowed to cast votes in

advance is contingent on having a satisfactory method to authenticate the identity of the sender. The Board of Directors can establish more specific guidelines for dealing with advance votes in writing. It shall state on the notice of the General Meeting whether it will be possible to vote in writing prior to the AGM, and what guidelines, if any, have been established for such voting.

Article 17

~~The proceedings of the General Meeting shall be chaired by the Chairman of the Corporate Assembly, or in his absence, by the Vice Chairman.~~

THE ELECTION COMMITTEE

Article 138

The General Meeting shall elect two to five members to a Nomination Committee for up to two years at a time, and among these the chairman of the Nomination Committee, and shall determine the remuneration of the Nomination Committee.

The Election Committee shall present proposals to the General Meeting regarding the latter's election of members to the Corporate Assembly.

The Election Committee shall also present proposals to the General Meeting shareholder-elected members of the Corporate Assembly regarding ~~their the latter's~~ election of members to the Board of Directors, ~~and to the Corporate Assembly regarding its election of the Chairman of the Board of Directors.~~ The Nomination Committee shall also present proposals regarding the election of the Board Chair. In connection with the preparation of proposals for the election of the ~~Chairman of the Board of Directors~~Board Chair, the Election Committee shall be supplemented by a representative designated by the employee-elected members of the ~~Board of Directors~~Corporate Assembly.

INSTRUCTIONS FOR THE NOMINATION COMMITTEE OF ORKLA ASA, ARTICLE 138 OF THE ARTICLES OF ASSOCIATION

1. Composition and election

The Nomination Committee shall consist of two to five members. The General Meeting elects the members of the Nomination Committee and its chair. Members are elected for a term of up to two years.

2. Remuneration

The General Meeting determines the remuneration of the Nomination Committee.

3. The tasks of the Nomination Committee

The Nomination Committee is tasked with making the following recommendations:

3.1 Recommendation to the General Meeting regarding

- election of shareholder-elected members and possible deputy members to the company's ~~Corporate Assembly~~Board of Directors
- election of members to the Nomination Committee
- determination of the remuneration of the Board of Directors and the Nomination Committee ~~and the Corporate Assembly~~

3.2 Recommendation ~~to the Corporate Assembly~~ regarding

- election of the chair and deputy chair ~~of the Corporate Assembly~~
~~election of the chair and deputy chair~~ of the Board of Directors (the Nomination Committee is supplemented by a representative designated by the employee-elected members of the ~~Corporate Assembly~~Board of Directors)
- ~~determination of the remuneration of the Board of Directors~~

~~3.3 Recommendation to the shareholder-elected members of the Corporate Assembly regarding~~

- ~~election of shareholder-elected members to the Board of Directors~~

4. Further details regarding the recommendations

4.1 Recommendation regarding election of shareholder-elected members to the ~~Corporate Assembly and the~~ Nomination Committee

The recommendation regarding election of members to the ~~Corporate Assembly and the~~ Nomination Committee shall be based on ensuring that they represent a broad cross-section of the company's shareholders.

4.2 Recommendation regarding election of members of the Nomination Committee

The recommendation regarding election of members of the Nomination Committee shall be based on the principle that a majority of the members shall be independent of the company's Board of Directors and executive management, and that at least one of the members should not be a member of the Board of Directors ~~or the Corporate Assembly~~. The recommendation may be submitted by all members of the Nomination Committee.

~~4.3 Recommendation regarding election of the chair of the Corporate Assembly~~

~~The recommendation regarding the election of the chair of the Corporate Assembly shall be based on the requirement that the chair, who under the Articles of Association presides over the general meeting, is able to represent an independent chairmanship of the general meeting.~~

~~4.3~~ 4 Recommendation regarding election of shareholder-elected members to the Board of Directors

The recommendation regarding election of Board members shall be based on the following:

- The Board of Directors should be composed in such a way as to safeguard the interests of the body of shareholders and Orkla's need for expertise and diversity.
- Account should be taken of the need to ensure that the Board of Directors can function effectively as a collegial body.
- The majority of the shareholder-elected members should be independent of the executive management and material business contacts.
- At least two of the shareholder-elected members should be independent of the company's main shareholders.
- Executive personnel should not be members of the Board of Directors.

~~4.5~~ 4 General criteria for the recommendations

The recommendations shall be reasoned, state the term of office and contain the following information on new candidates:

- expertise
- capacity
- independence
- age
- education
- work experience
- how long they have held offices, if any, in Orkla
- any other assignments carried out for Orkla
- important assignments in other companies and organisations

When re-election of a member is proposed, the recommendation may refer to information in the annual report, etc.

5. Rules of procedure

The Nomination Committee has a quorum when at least three members are present. All of the members shall be given an opportunity to participate in consideration of matters.

The Nomination Committee shall meet when convened by the chair or at the request of one member. Minutes shall be taken of the proceedings at Committee meetings.

The Chair of the Board of Directors and the Group President and CEO shall be summoned to attend at least one meeting of the Nomination Committee before the Committee makes its final recommendation. The Nomination Committee shall be presented with the Board of Director's evaluation of its activities and expertise.

The Committee obtains such information from the administration or other persons, including employee representatives and shareholders, as is deemed to be relevant. Information is published on the company's website concerning time-limits for submitting proposals and comments to the Nomination Committee regarding elections to the Board of Directors and the Nomination Committee. and the Corporate Assembly.

The Nomination Committee may draw on resources within the company, and obtain advice and recommendations from sources outside the company. The costs of the Nomination Committee are covered by the company.

The chair of the Nomination Committee, or the person authorised by the chair, shall present the recommendation. to the General Meeting and the Corporate Assembly, respectively.

6. Consideration of the Nomination Committee's recommendation to the General Meeting

The Nomination Committee's recommendation to the General Meeting shall be submitted in good time for it to be communicated to the shareholders before the General Meeting. If possible, the recommendation shall be made available to shareholders at the latest simultaneously with the notice of the general meeting.

~~7. Consideration of the Nomination Committee's recommendation to the Corporate Assembly~~

~~If, possible, the Nomination Committee's recommendation to the Corporate Assembly shall be attached to the notice of the Corporate Assembly meeting at which the recommendation is to be considered.~~

APPENDIX TO ITEM 7 OF THE AGENDA

ELECTION OF MEMBERS AND DEPUTY MEMBERS TO THE CORPORATE ASSEMBLY

1. Introduction

In 2010, the General Meeting of Orkla ASA adopted special instructions for the Nomination Committee (the Instructions). These Instructions may be found on the company's website www.orkla.com/investor. The Nomination Committee has organised its activities in accordance with the Instructions.

The Nomination Committee has considered the composition of the Corporate Assembly and its deputy members at several meetings. The Nomination Committee has contacted major shareholders for suggestions or comments in connection with the coming elections, and has spoken with representatives of several shareholders. Information on the way shareholders may submit comments and suggestions to the Nomination Committee has been available on the company's website. The Nomination Committee has had meetings with the Chair of the Board of Directors and the President and CEO of Orkla ASA.

The response received from shareholders is that the composition of the Corporate Assembly should be balanced and should reflect the composition of the shareholder body. This is in conformity with point 4.1 of the Instructions, which states that:

"Recommendations regarding the election of members to the Corporate Assembly [...] shall be based on ensuring broad representation of the company's shareholders."

The Nomination Committee has been informed of the dialogue between the company and the employees regarding the discontinuation of the Corporate Assembly of Orkla ASA, and the agreement has now been submitted to the General Meeting for approval. In light of this, the Nomination Committee does not aim to make any changes in the composition of the Corporate Assembly in the election this spring, but will as far as possible recommend that the members be re-elected. In the Nomination Committee's opinion, the current composition of the Corporate Assembly adequately reflects the shareholders' interests and the composition of the shareholder body in the company, and is in compliance with the Instructions. To the extent that there is a need to supplement the number of members, the Nomination Committee will propose that the current deputy members move up in the designated order.

Further grounds for the recommendation of the Nomination Committee will be provided at the General Meeting.

2. The Corporate Assembly

2.1 Members

At Orkla's Annual General Meeting in spring 2012, all of the members of the Corporate Assembly were elected for a term of one year, and consequently the following persons are up for election:

	<u>Elected in:</u>
Johan H. Andresen	(member 2001)
Idar Kreutzer	(member 2003)
Rune Bjerke	(member 2007)
Nils-Henrik Pettersson	(member 2003)
Gunn Wærsted	(deputy 2001-03, member 2003)
Lars Windfeldt	(member 2006)
Olaug Svarva	(deputy 1995-01, member 2006)
Marianne Blystad	(member 2006)
Nils Selte	(member 2008)
Terje Venold	(deputy 2001-09, member 2009)
Ann Kristin Brautaset	(deputy 2006-10, member 2010)
Odd Gleditsch d.y.	(deputy 2010, member 2012)
Gunnar Rydning	(deputy 2011, member 2012)

Dag Mejdell stepped down from the Corporate Assembly in 2012, due to another office.

The Nomination Committee recommends that the following Corporate Assembly members be re-elected:

	<u>No. of shares owned personally/company affiliation and shareholding at 31.12.2012</u>
Johan H. Andresen	(0)/Ferd AS (100,000)
Idar Kreutzer	(0)/Finance Norway (0)
Rune Bjerke	(0)/DNB (22,368,460)
Nils-Henrik Pettersson	(42,080)/Advokatfirmaet Schjødt AS (0)
Gunn Wærsted	(0)/Nordea (2,225,558)
Lars Windfeldt	(0)/(10,000)
Olaug Svarva	(0)/Folketrygdfondet (77,966,879)
Marianne Blystad	(0)/Advokatfirma Ro Sommernes DA (0)
Nils Selte	(53,000)/The Canica system (249,142,000)
Terje Venold	(1,000)/Veidekke ASA (0)
Ann Kristin Brautaset	(0)/Folketrygdfondet (77,966,879)
Odd Gleditsch d.y.	(0)/Hejo Holding AS (101,000)
Gunnar Rydning	(0)/(0)

The Nomination Committee further recommends that deputy member Scilla Treschow Hokholt be elected as new member of the Corporate Assembly. Information regarding Ms Treschow Hokholt may be found as an attachment to this recommendation.

Under Article 8, fourth paragraph, of the Articles of Association, the term of election may be set at up to two years. The Nomination Committee is of the opinion that an annual assessment of the overall composition of the Corporate Assembly will ensure somewhat greater flexibility, and therefore proposes that the term of election be set, as last year, at one year, i.e. until the Annual General Meeting in 2014.

As stated in the notice of the Annual General Meeting, it is proposed that the agreement between the company and the employees enter into force – and the Corporate Assembly be discontinued – after the Corporate Assembly has carried out this spring's election of shareholder-elected Board members and the Board Chair. If possible, this meeting is held in the month of May, and can then be the last meeting of the Corporate Assembly.

2.2 Deputy members

At Orkla's Annual General Meeting in spring 2012, all of the deputy members were elected for a term of one year (shown in the order in which they are to be summoned), and the following members are thus up for election:

	<u>Elected from:</u>
Scilla Treschow Hokholt	(2003)
Kjetil Houg	(member 2007-12, deputy 2012)
Camilla Hagen Sørli	(2012)
Benedikte Bjørn	(2006)
Kirsten Idebøen	(2012)
Mimi K. Berdal	(2009)

As stated under point 2.1, the Nomination Committee recommends that Scilla Treschow Hokholt be elected as new member of the Corporate Assembly.

The Nomination Committee recommends that the following deputy members be re-elected:

	<u>No. of shares owned personally/company affiliation and shareholding at 31.12.2012</u>
Kjetil Houg	(600)/Oslo Pensjonsforsikring (3,800,000)
Camilla Hagen Sørli	(0)/Canica (249,142,000)
Benedikte Bjørn	(0)/Statoil (3,739,034)
Kirsten Idebøen	(0)/(0)
Mimi K. Berdal	(0)/(0)

Reference is made in this connection to the proposal to amend Article 8, second paragraph, of the Articles of Association, to make it possible to elect fewer than 6 deputy members to the shareholder-elected members.

Under Article 8, fourth paragraph, of the Articles of Association, the term of election may be set at up to two years. As stated above, the Nomination Committee is of the opinion that an annual assessment of the overall composition of the Corporate Assembly will ensure somewhat greater flexibility, and therefore proposes that the term of election be set at one year, i.e. until the Annual General Meeting in 2014. Reference is made to what is stated above regarding the possible discontinuation of the Corporate Assembly.

The Nomination Committee proposes that the deputy members be summoned in the following order to attend meetings in the event of the inability of a member to attend:

Kjetil Houg	(1)
Camilla Hagen Sørli	(2)
Benedikte Bjørn	(3)
Kirsten Idebøen	(4)
Mimi K. Berdal	(5)

Oslo, 27 March 2013

Idar Kreutzer

Leiv Askvig

Nils-Henrik Pettersson

Olaug Svarva

ATTACHMENT RELATING TO POINT 2.1 OF THE RECOMMENDATION:

Scilla Treschow Hokholt (born in 1961)

Education:

2006-07	Board Chair training programme, Norwegian Business School (BI)
1995-97	Higher greenkeeper education, Swedish Golf Federation
1983-88	Agronomist, Agricultural University of Norway

Career:

1991-	Fritzøe Gård Golf Course, General Manager/Board Chair
1988-94	Fritzøe Gård, Reconstruction Project Manager

Elected offices:

- Deputy Chair; Larvik Golfbane AS
- Chair of the Board; Foreningen for Private Golfbaner
- Board member; Blaabygg AS
- Board member; Female Invest AS
- Member; Kompetanserådet for FolkeUniversitetet VTB
- Board member; Nutri Pharma ASA

Offices and assignments for Orkla: Deputy member; Corporate Assembly, Orkla ASA

Ms Treschow Hokholt and related parties owned 47,965 shares in Orkla ASA as at 31 December 2012.

APPENDIX TO ITEM 8 OF THE AGENDA

ELECTION OF MEMBERS TO THE NOMINATION COMMITTEE

Pursuant to Article 18* of its Articles of Association, Orkla has a Nomination Committee that is charged with

“submitting recommendations to the General Meeting regarding its election of members to the Corporate Assembly. The Nomination Committee shall further submit recommendations to the shareholder-elected members of the Corporate Assembly regarding their election of members to the Board of Directors, and recommendations to the Corporate Assembly regarding its election of the Chair of the Board. In connection with the preparation of recommendations regarding the election of the Board Chair, the Nomination Committee shall be supplemented by one representative designated by the employee-elected members of the Corporate Assembly.”

Nils-Henrik Pettersson is up for election in 2013 (elected in 2011 for two years). Nils-Henrik Pettersson has been nominated by Canica AS (249,142,000 shares in Orkla ASA), and has been a member of the Nomination Committee since 2009 and of the Corporate Assembly since 2003. Mr Pettersson owns 42,080 shares in Orkla ASA.

When the Nomination Committee contacted the largest shareholders, it also requested suggestions and comments in connection with the election of members to the Nomination Committee. Information as to how shareholders can submit suggestions regarding the composition of the Nomination Committee has been available on Orkla's website.

Point 4.1 of the Instructions reads as follows:

“Recommendations regarding the election of members to [...] the Nomination Committee shall be based on ensuring broad representation of the company's shareholders.”

Point 4.2 of the Instructions further reads as follows:

“The recommendation regarding the election of members to the Nomination Committee shall be based on ensuring that the majority of the members are independent of the company's Board of Directors and executive management, and on the view that at least one of the members should not be a member of the Board of Directors or the Corporate Assembly. The recommendation shall be made by a unanimous Nomination Committee.”

The Nomination Committee has not received further views regarding its composition.

A unanimous Nomination Committee therefore recommends that Nils-Henrik Pettersson be re-elected as member of the Nomination Committee.

Pursuant to Article 18, first paragraph, of Orkla's Articles of Association, and point 1 of the Instructions, it is proposed that the term of election be set at two years, i.e. until the Annual General Meeting in 2015.

Oslo, 27 March 2013

Idar Kreutzer

Nils-Henrik Pettersson

Leiv Askvig

Olaug Svarva

* Reference is made to point 4 of the notice of the Annual General Meeting where it is proposed that the mandate of the Nomination Committee be amended in connection with the discontinuation of the Corporate Assembly.