



Annual General Meeting 2016

Oslo, 14 April 2016

Stein Erik Hagen (Chairman of the Board)

- Largest shareholder in Orkla ASA (through Canica AS and other companies)
- First elected to the Board in 2004
- Retailer and founder of RIMI in 1977
- Co-founder of ICA AB
- Owner of Canica AS and associated family-owned companies together with three of his children
- Member of the Board of the Stein Erik Hagen Stiftelse for Klinisk Hjerteforskning (Foundation for Clinical Heart Research) and representation member in Stein Erik Hagens Allmenntilguttige stiftelse (Foundation for the public benefit)
- Founder and General Manager of the Prostate Cancer Foundation of Norway
- Member of the Board of the Byrd Hoffman Watermill Foundation



Grace Reksten Skaugen (Deputy Chair of the Board)

- MBA, BI Norwegian School of Management, BSc and PHd in Laser Physics, Imperial College of Science and Technology
- Works as independent consultant
- First elected to the Board in 2012
- Chairman of the Board of Norwegian Institute of Directors
- Board member Lundin Petroleum AB
- Board member and leader for the Audit & Risk Committee of Investor AB



Ingrid Jonasson Blank

- BSc Business Administration and Economics, University of Gothenburg,
- First elected to the Board in 2013
- Career in ICA, 1986-2010, most recently as EVP Functional Market Responsibility, ICA Sverige
- Member of the Board of Fiskars Oy, MATAS A/S, Royal Unibrew A/S, Bilia AB, Ambea Sverige AB, Musti ja Mirre Oy, Matse Holding AB and ZetaDisplay AB



Lisbeth Valther Pallesen

- Bachelor in Business Administration and Diploma in Marketing, Handelshøjskole Syd, Denmark
- First elected to the Board in 2013
- Co-founder and CEO of Next Step Citizen A/S since 2012
- Career at LEGO, 1989-2012, most recently as EVP Consumer, Education & Direct
- Member of the Board and member of the Audit Committee of Amersports Oy



Lars Dahlgren

- Stockholm School of Economics, Master of Science in Economics & Business Administration
- First elected to the Board in 2014
- Swedish Match AB, CEO, from 2008
- 2004–2008 Swedish Match AB, CFO
- 2002–2004 Swedish Match AB, VP Group Finance
- 2000–2002 Vasatek Ltd., Financial Director & Director of Business Development
- Member of the Board of Arnold André & Co.KG



Nils Selte

- Master of Business and Economics
Norwegian School of Management
- First elected to the Board in 2014
- Canica CEO 2001-2006 og from
2014
- Canica CFO 2006-2014
- SVP Finance / Group Treasurer in
Hakon Gruppen and ICA Ahold AB
- Komplet AS, Board of Directors,
Chairman
- Member of the Board of Centurie AS
and several Canica companies



Employee-elected members (1/2)

- Terje Utstrand

- Group employee representative from 2010
- Employee representative for NNN in Orkla Confectionary & Snacks Norge AS
- Chair of Orkla's Committee of Union Representatives and European Works Council



- Sverre Josvanger

- Chair of the the Members' Council for salaried employees at Orkla
- Secretary of Orkla's Committee of Union Representatives and the Working Committee of the Executive Committee
- Member of European Works Council



Employee-elected members (2/2)

- Roger Vangen

- Elected employee representative for NNN in Orkla Foods Norge AS
- Member of Orkla's Committee of Union Representatives
- Member of European Works Council



- Karin Hansson

- Elected employee representative for Livs in Orkla Foods Sverige AB
- Member of Orkla's Committee of Union Representatives
- Member of European Works Council



- Peer Sørensen (Board observer)

- Elected employee representative in Odense Marcipan A/S
- Second Deputy Chair of Orkla's Committee of Union Representatives - Working Committee



Item no 1

The Board of Directors proposes the following resolution :

Anders Christian Stray Ryssdal is elected as Meeting Chair.



Annual General Meeting

Peter A. Ruzicka, President & CEO

Jens Staff, CFO

14 April 2016



Key figures 2015

REVENUES (NOK BILLION)

33

Up 12.2% since 2014

PROFIT¹ (NOK BILLION)

3.6

Up 12.3% since 2014

EARNINGS PER SHARE (NOK)

3.24

NOK 1.63 in 2014

RETURN ON THE ORKLA SHARE (%)
including reinvested dividend

42.4

13.4% in 2014



¹ Profit = Operating profit before tax, interest and other income and expenses (EBIT adj.)

2015 in brief

- Successful innovations and improved operations generated sales growth and increased profit
- Several major processes initiated to reduce complexity in the supply chain
- Continued re-allocation of capital into Branded Consumer Goods
- The Board proposes to maintain a dividend of NOK 2.50 per share



To succeed in challenging markets we need to adapt to maintain our competitive edge



Going forward

Delivering on our strategy and improving performance



Keep the strategy on track



**Deliver organic growth at least in line
with market growth**



Target annual adj. EBIT growth of 6-9%¹ in BCG



Maintain a stable dividend of at least NOK 2.50 per share

Orkla's sustainability pledge



Nutrition & health:

Contribute to a healthy lifestyle



Food safety:

Ensure safe food throughout the supply chain



Responsible sourcing:

Develop sustainable supply chains



Environment:

Minimise our environmental footprint



Healthier popular favourites

80

TONNES
LESS SALT

Less salt in pizzas, soups,
bread mixes, sauces,
dressings and ketchup



290

TONNES
LESS SATURATED
FAT

Palm oil is replaced with
other oils in several products



120

TONNES
LESS SUGAR

Sugar free options and
alternatives with reduced sugar
content



Jam – more berries, less sugar

40%
BERRIES



60%
BERRIES



70%
BERRIES



80%
BERRIES



A young girl with dark hair in pigtails, wearing a light blue shirt, is lying on her stomach on a lush green lawn. She is smiling at the camera. In her right hand, she holds a yellow tube of Stabbur cream cheese, which has the brand name 'Stabbur' and 'Smør' visible. In her left hand, she holds a rectangular cracker with a line of cream cheese spread on it. The background is a soft-focus green lawn and trees.

*Your friend in
everyday life*



Key financials 2015

Jens Staff, CFO



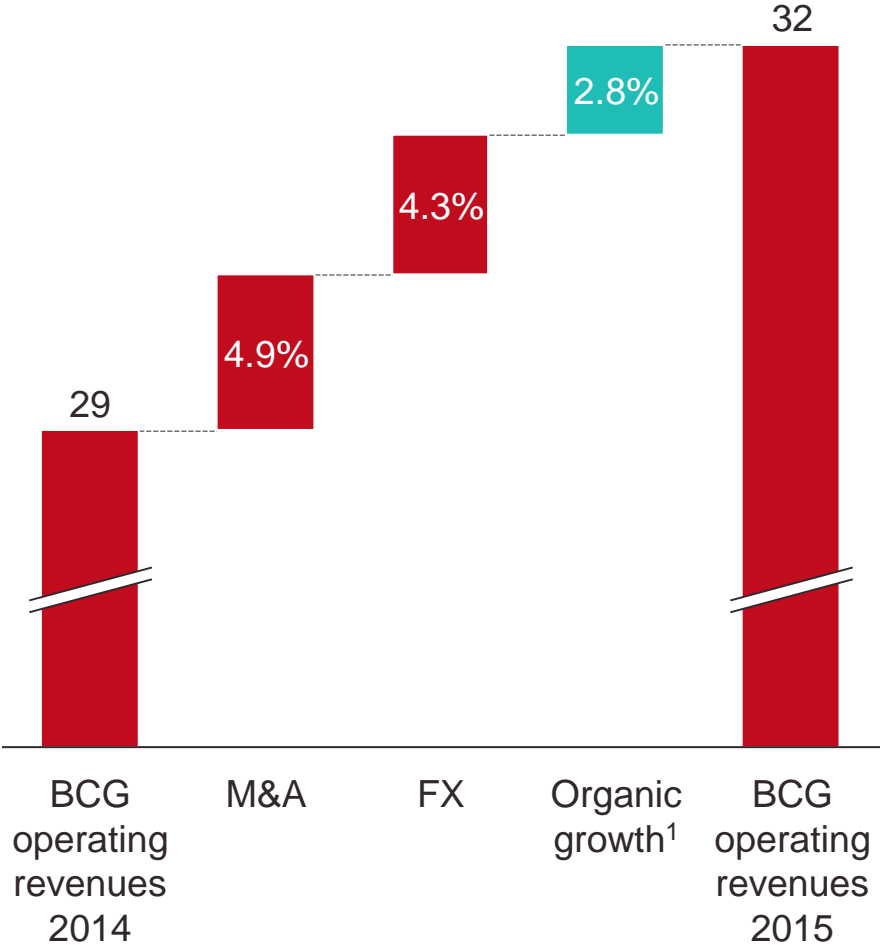
Turnover growth and good profit improvement

Amounts in NOK million

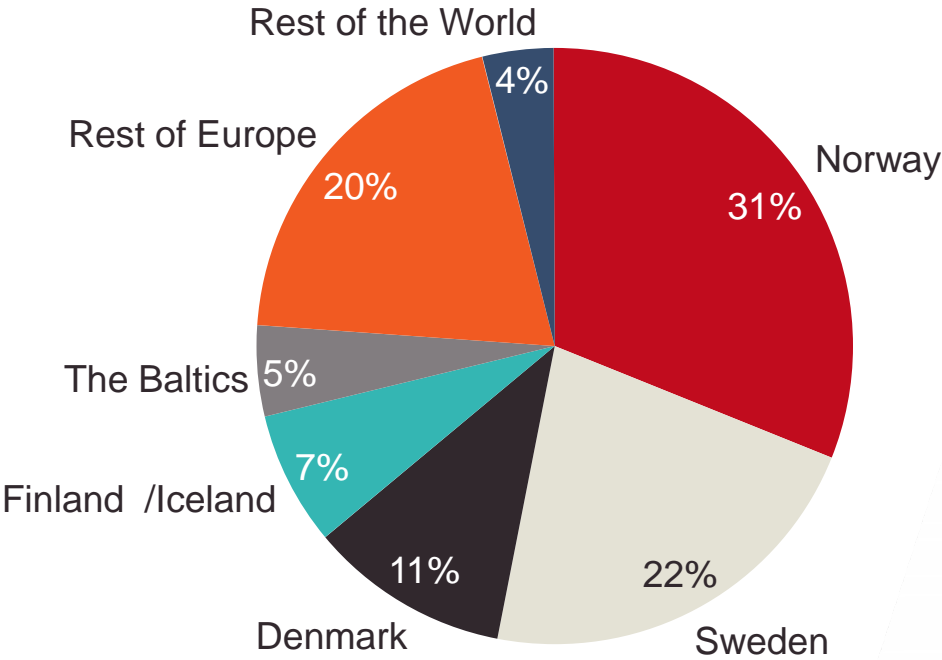
Key figures	2014	2015
Operating revenues	29 599	33 198

Positive organic growth in Branded Consumer Goods

Amounts in NOK billion



Geographical spread of sales revenues²



22 ¹Reported growth adjusted for FX and M&A
²2015 numbers pro-forma adjusted for all closed acquisitions

Turnover growth and good profit improvement

Amounts in NOK million

Key figures	2014	2015
Operating revenues	29 599	33 198
EBIT (adj.) ¹	3 214	3 609
Other income and expenses	-100	-502
EBIT ²	3 114	3 107

¹ EBIT (adj.) = Operating profit before tax, interest and other income and expenses

² EBIT = Operating profit before tax and interest

Turnover growth and good profit improvement

Amounts in NOK million

Key figures	2014	2015
Operating revenues	29 599	33 198
EBIT (adj.) ¹	3 214	3 609
Other income and expenses	-100	-502
EBIT ²	3 114	3 107
Profit/loss from associates and JV	121	1 111
Net financials and other	-363	-128
Taxes paid	-688	-722
EPS (NOK)	1.63	3.24

¹ EBIT (adj.) = Operating profit before tax, interest and other income and expenses

² EBIT = Operating profit before tax and interest

Sales growth and margin expansion in Orkla Foods



REVENUES
(NOK MILLION)

13,250

Up 8.3% since 2014

PROFIT¹
(NOK MILLION)

1,701

Up 14.3% since 2014

Strong organic growth in Orkla Confectionery & Snacks



REVENUES
(NOK MILLION)

5,813

Up 16.6% since 2014

PROFIT¹
(NOK MILLION)

843

Up 21.6% since 2014

Orkla Care impacted by FX and acquisitions



REVENUES
(NOK MILLION)

5,534

Up 11.6% since 2014

PROFIT¹
(NOK MILLION)

881

Up 3.4% since 2014

Steady growth in Orkla Food Ingredients



REVENUES
(NOK MILLION)

7,598

Up 16.3% since 2014

PROFIT¹
(NOK MILLION)

414

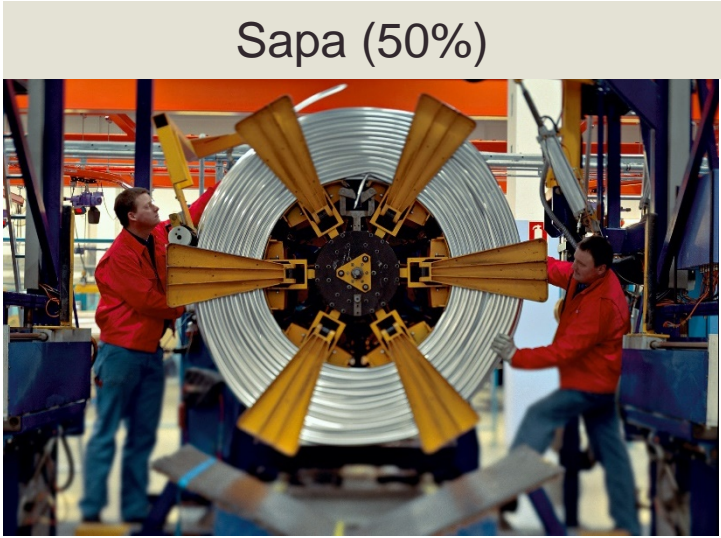
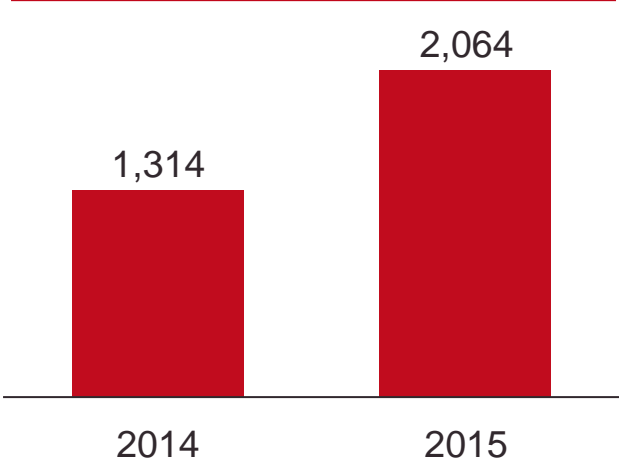
Up 20.0% since 2014



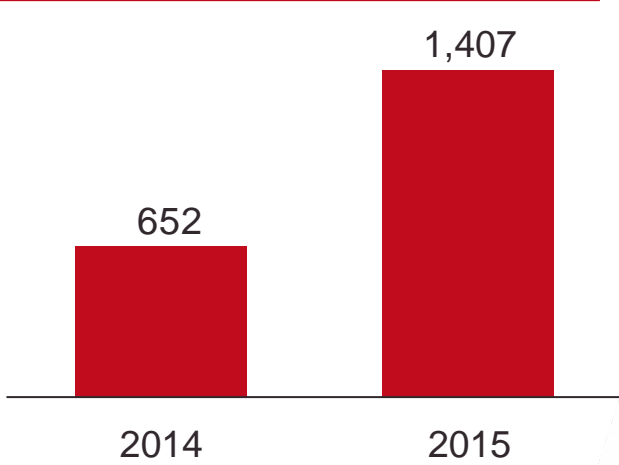
Orkla Investments



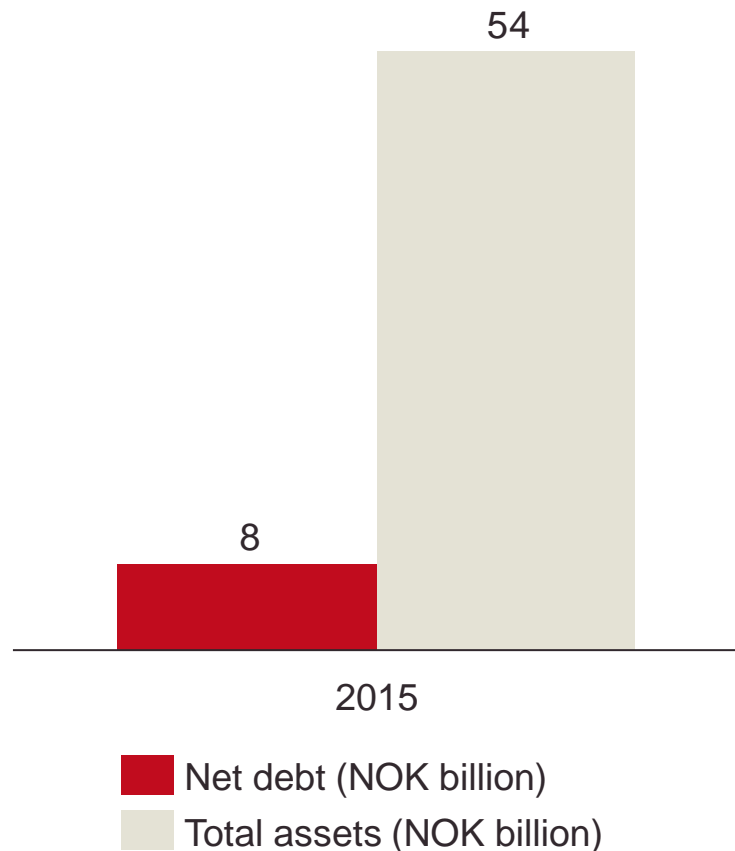
Operating profit



Underlying EBIT



Maintaining balanced capital allocation



Stable dividend of at least NOK 2.50 per share

Sustaining an investment grade company

Clear strategy for allocation of excess capital



An introduction to the Hamé acquisition

14 April 2016

Atle Vidar Nagel-Johansen



A portfolio of iconic brands

- In December 2015, Orkla signed an agreement to acquire Hamé.
- The transaction has been approved by the competition authorities.
- Closing of the transaction and transfer of ownership to Orkla took place 31 March 2016.

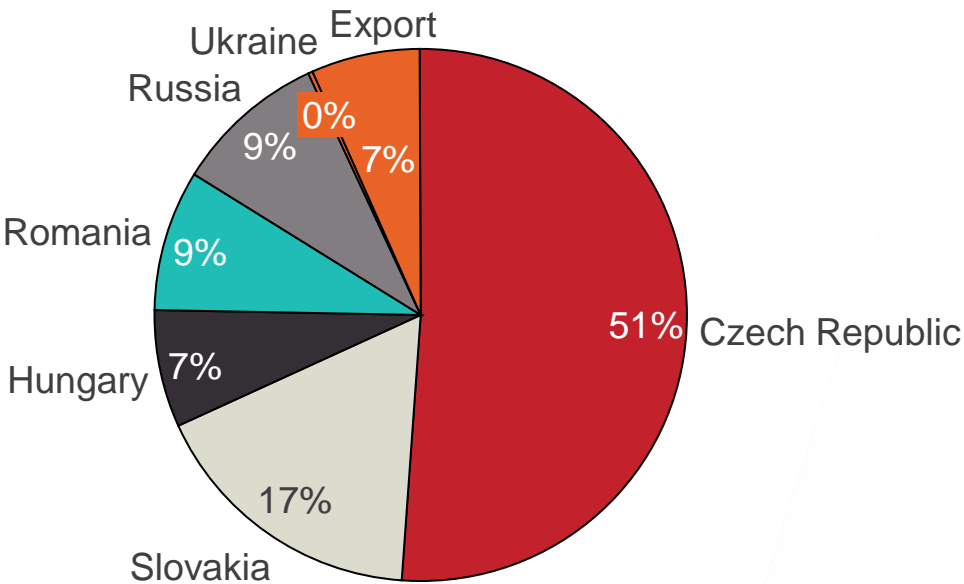


Hamé is a leading branded consumer goods company within food in the Czech Republic and Slovakia

Highlights about Hamé

Net sales (NOK billion)	Operating profit (NOK million)
1.7	140
Employees	Production plants
2,400	10

Hamé gross sales by region



Orkla's key companies in Central Europe have sales of NOK ~1.5 bn and healthy profitability

	 Czech Republic & Slovakia  	 Austria & Hungary & Slovenia & Germany    	 Romania 
	   	   	   
Production	3 production units	1 production unit	3 production units
NSV 2015 NOK million	661	514	310
Employees	617	224	332

A good strategic fit with Orkla's existing portfolio











- Good fit with Orkla's strategy of building on strong, local brands
- Orkla becomes one of the leading suppliers of branded food products in the Czech Republic and Slovakia
- The product portfolio is very complementary and has limited geographical overlap with Orkla's existing portfolio
- The categories are well-known to Orkla and will complement and strengthen our existing categories
- Significant value creation potential



Orkla and Hamé both have strong local brands with long heritage



Hamé strengthens Orkla within its key categories

Category (Position and market share)	Nordics / Baltics					Central Europe				
										
Ketchup	No.1	No.1	No.1-2	No.1	No.1	No.1	No.1	No.1	No.3	No.1
Pâté	No.1	-	-	-	-	-	No.1	No.1	No.1	No. 2
Preserved vegetables	No. 1	No.1	No.1	No.1-2	No.1	No.3	No.1	No.1	-	-
Jams and marmalades	No.1	No.1	No.1	No. 3	No.2	-	No.1	No.1	-	-
Ready meals	No.1	No.1	No.1	No. 3	-	No.3	No.1	No.1	No.1	-
Dehydrated	No.1	No.3	-	-	-	-	No.1	No.2	-	-
Spices	No.1	-	-	-	-	-	No.1	No 3-4	-	-



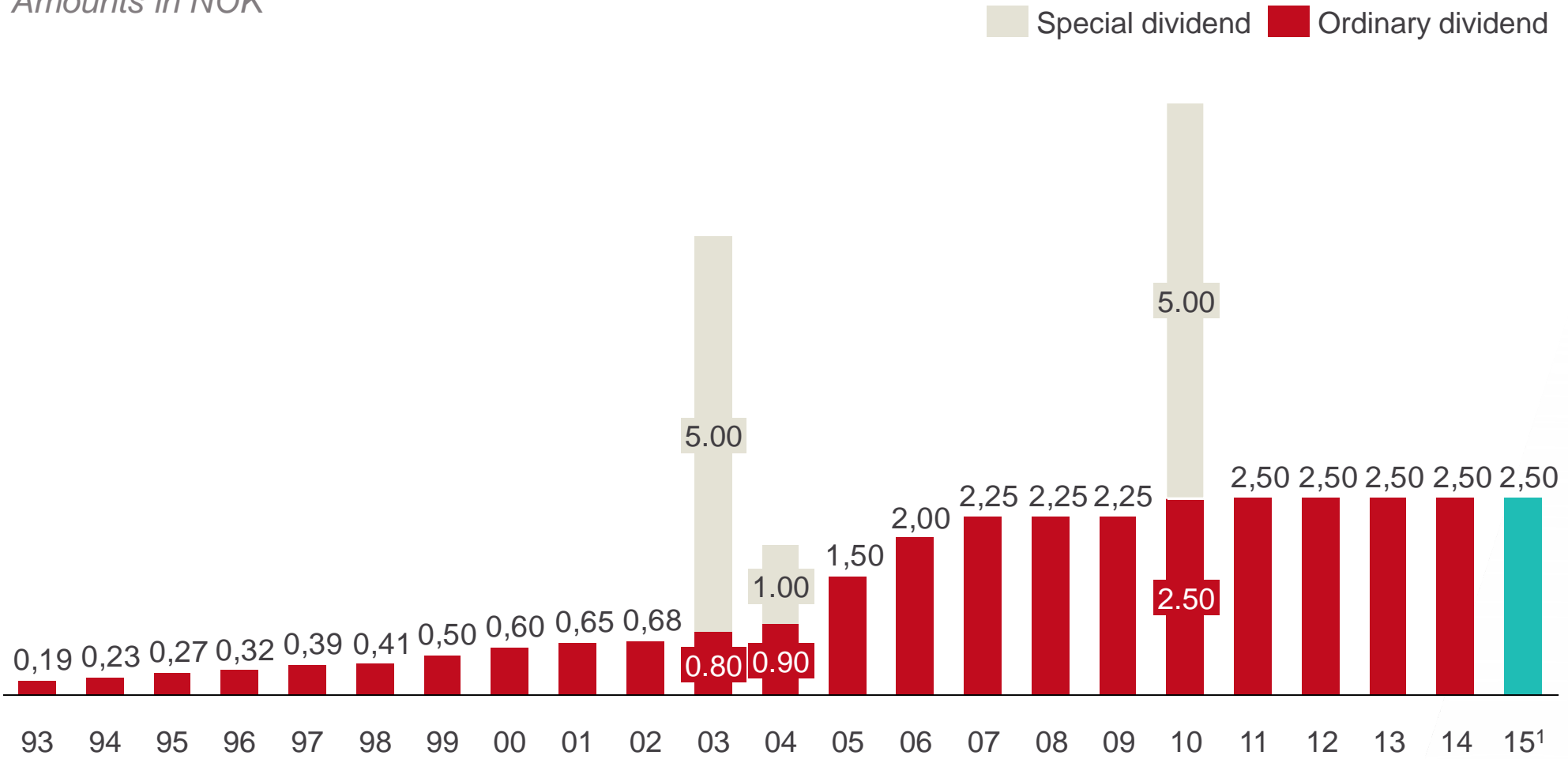
Value creation going forward

- Continue growing the top and bottom line
- Operational improvements in selected areas, such as:
 - Reporting/IT
 - Improved production efficiency with a higher degree of automation
 - Improved innovations and stronger brand building
- Take out synergies while maintaining business performance

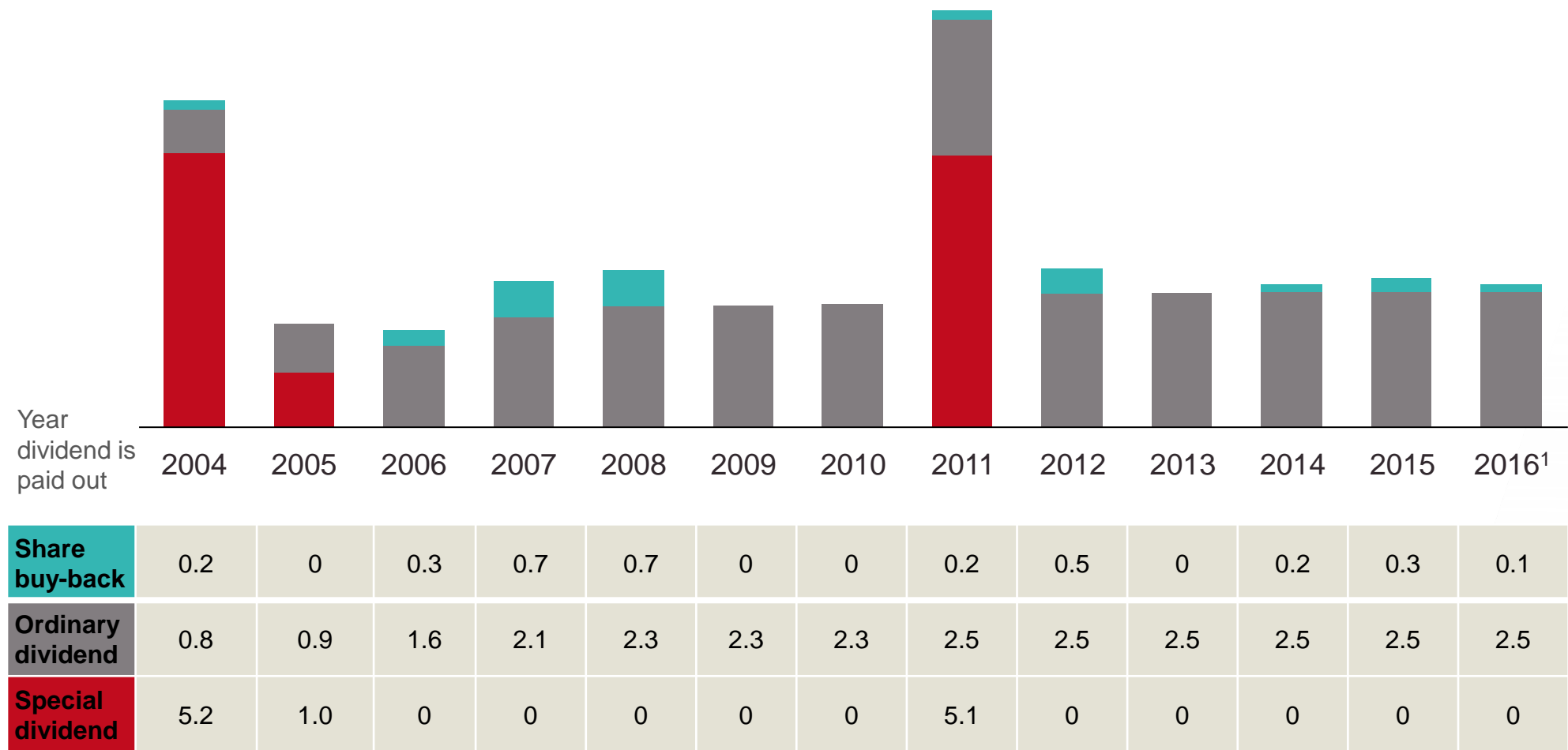


A dividend of NOK 2.50 per share is proposed by the Board of Directors – payment date 26 April 2016

Amounts in NOK



NOK 42 billion of cash returned to shareholders since 2004



Auditor's report for 2015

Opinion on the financial statements of the Parent Company

In our opinion, the financial statements of Orkla ASA have been prepared in accordance with laws and regulations and present fairly, in all material respects, the financial position of the Company as at 31 December 2015 and its financial performance and cash flows for the year then ended in accordance with the Norwegian Accounting Act and accounting standards and practices generally accepted in Norway.

Opinion on the financial statements of the Group

In our opinion, the financial statements of the Group have been prepared in accordance with laws and regulations and present fairly, in all material respects, the financial position of the Group as at 31 December 2015 and its financial performance and cash flows for the year then ended in accordance with the International Financial Reporting Standards as adopted by the EU.

Opinion on the Board of Directors' report and the statements on corporate governance and corporate responsibility

Based on our audit of the financial statements as described above, it is our opinion that the information presented in the Directors' report and the statements on corporate governance concerning and corporate responsibility, the financial statements and the going concern assumption is consistent with the financial statements and complies with the law and regulations.

Opinion on registration and documentation

Based on our audit of the financial statements as described above, and control procedures we have considered necessary in accordance with the International Standard on Assurance Engagements (ISAE) 3000, «Assurance Engagements Other than Audits or Reviews of Historical Financial Information», it is our opinion that the Board of Directors and Chief Executive Officer have fulfilled their duty to ensure that the Company's accounting information is properly recorded and documented as required by law and generally accepted bookkeeping practice in Norway.

Item no 2

Proposed resolution:

The Annual General Meeting approves the financial statements for 2015 for Orkla ASA and the Orkla Group and the annual report of the Board of Directors, including a share dividend for 2015 of NOK 2.50 per share, except for shares owned by the Group.

Item no 3

**The Compensation arrangements for
senior executives and the Board of
Director's statement**

Agenda

1. Tasks of the Board and the General Meeting

Meeting Chair

2. The Group's compensation policy

Stein Erik Hagen

The Board of Directors

Statement of the Board of Directors

Pursuant to Section 6-16a of the Public Limited Companies Act, the Board of Directors shall prepare a statement of guidelines for the pay and other remuneration of key employees.

The statement consists of four parts:

- Pay and other remuneration to the managing director and other key employees
- Guidelines for pay and other remuneration for the upcoming financial year
- Report on the policy for remuneration of the key employees for the previous financial year
- New or amended agreements with the managing director or other executive management in the previous financial year

The statement is included in note number 5 to the financial statements for Orkla ASA (p. 131) and published together with the notice for the General Meeting

The General Meeting

The General Meeting's consideration of the Board's guidelines

Section 5-6 of the Public Limited Companies Act prescribes that the General Meeting shall consider the Board's guidelines. In this respect, the General Meeting shall:

- Hold an advisory vote with regard to the Board's guidelines for the upcoming financial year
- approve the guidelines for share based incentive programmes

Agenda

1. Tasks of the Board and the General Meeting

Meeting Chair

2. The Group's compensation policy

Stein Erik Hagen

Main aspects

1. The remuneration policy in general

2. Special items

- Long term bonus programme for key employees
- Shares for employees

Orkla's Remuneration Policy

- The total compensation shall be a tool to attract, develop and retain key employees and critical competence
 - The remuneration policy in Orkla is to be aligned with the market median as far as base salary and pension is concerned
 - The variable part (annual bonus and long term bonus programme) shall have a potential above market median

Cash based LTI programme for executive management and key employees

- An amount based on the annual bonus is set aside in a bonus bank. The balance is adjusted with the development on the Orkla share until payment.
- Payment 50% in year 2 and 50% in year 3 after award
- Annual payment from the bonus bank cannot exceed annual base salary at payment date. Any surplus is kept in the bank for payment the subsequent year.
- Share options previously issued will continue on existing conditions adjusted with share dividends from 2012

Shares for employees

- The Board of Directors recommends to the General Meeting to continue the employee share purchase programme
- Shares for up to approx. NOK 40,000 before discount
- 30% discount on market price

Advisory vote

Proposed resolution:

“The General Meeting endorses the Board of Directors’ guidelines for pay and other remuneration of the executive management as described in note 5 of Orkla ASA’s financial statements”

Approval

Proposed resolution:

“The General Meeting approves the proposal put forward by the Board of Directors for share-based remuneration:

- Cash-based long term incentives for executive management and key employees – the bonus bank will be adjusted according to the performance of the Orkla share*
- Discounted shares for employees as described in note 5 of Orkla ASA’s financial statements.”*

Item no 4

Corporate Governance

Background

- Reporting requirements in accordance with the Norwegian Accounting Act Section 3-3b and the Norwegian Code of Practice for Corporate Governance (the Code)
- The Board's Statement on corporate governance is included in the Annual Report for 2015 and available at www.orkla.com
- According to the Norwegian Public Limited Companies Act Section 5-6 (4), the Statement shall be on the agenda for the Annual General Meeting
 - For information purposes, not approval

Basic principles

- Orkla's Corporate Governance principles shall provide the basis for long-term value creation, to the benefit of shareholders, employees and society at large.
- Openness, transparency, accountability and equal treatment underpin confidence in the Orkla Group, both internally and externally.
- Orkla will contribute to sustainable development

The Board and the Group's work on Corporate Governance

- Integrated part of the decision-making process
- Systematically work to constantly improve Corporate Governance
- The main principles are the foundation for Orkla's vision and strategic activities towards consumers, customers, people, operations and society
- The main principles are integrated in the governing documents for the Group – *The Orkla Way*

Item no 5

Amendments to the Articles of Association

The Board of Directors proposes the following resolution:

Article 4, second paragraph, is to be amended to read as follows:

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

Article 7 is to be amended to read as follows:

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 General Meeting and shall apply until otherwise decided.

Item no 6

Authorisation to acquire treasury shares

The Board of Directors proposes the following resolution:

”(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 100. 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 15 April 2016 until the date of the Annual General Meeting in 2017.

(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 3.3 of the agenda.

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

Briefing on the work of the Nomination Committee

The composition of the Nomination Committee protects the interests of the shareholders, cf. The Norwegian Code of Practice for Corporate Governance, point 7

<i>Sammensetning</i>
Anders Christian Stray Ryssdal (Chair of the Committee)
Nils-Henrik Pettersson
Leiv Askvig
Karin Bing Orgland
Vidar Dahl (supplements the Nomination Committee in electing the Chair and Deputy Chair of the Board, and has the right to be heard regarding the stipulation of compensation)



The members of the Nomination Committee should be selected to take into account the interests of shareholders in general



The majority of the Nomination Committee should be independent of the Board of Directors and other key management personnel



At least one member of the Nomination Committee should not be a member of the Corporate Assembly, the Supervisory Board or the Board of Directors



The CEO or other key management personnel should not be a member of the Committee



The General Meeting (AGM) should stipulate more specific guidelines for the Nomination Committee

Instructions for the Nomination Committee

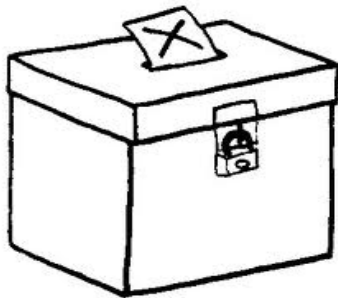
- adopted by the General Meeting of 22 April 2010, amended 18 April 2013

- The Instructions are available at www.orkla.com
- The Instructions set out further provisions regarding:
 - Composition and election
 - Shall consist of 2-5 members
 - Term: Up to two years
 - Remuneration
 - Determined by the General Meeting
 - The tasks of the Nomination Committee
 - Recommendation to the General Meeting
 - Further requirements to the substance of the requirements in order to fulfil the requirements set out by NUES regarding i.a. composition and independence
 - Procedures

Working methods organised to take into account the responsibilities of the Nomination Committee

Frequency of meetings – election 2016

Six meetings held prior to this year's recommendation



Examples of activities that have been carried out

Meeting with the Chair and the Deputy Chair of the Board and the CEO

Reviewed evaluation of the Board

Contacted the largest shareholders in Orkla, encouraging them to nominate candidates

Information on possibilities to make suggestions and nominate candidates for the Chair of the Nomination Committee has been posted on www.orkla.com/Investor

Recommendations to the General Meeting 2016

Election of share-holder elected members and deputy member of the Board of Directors

Election of the Chair and the Deputy Chair of the Board of Directors

Election of members of the Nomination Committee

Election of the Chair of the Nomination Committee

Remuneration of members of the Board of Directors

Remuneration of members of the Nomination Committee

Election of members and deputy member of the Board of Directors

- Re-election:
 - Stein Erik Hagen
 - Grace Reksten Skaugen
 - Ingrid Jonasson Blank
 - Lisbeth Valther Pallesen
 - Lars Dahlgren
 - Nils Selte
- Election of deputy member (new):
 - Caroline Hagen Kjos

Caroline Marie Hagen Kjos

- Bachelor of Business Administration
- Project Manager Canica International AG, responsible for investments and strategies together with CEO
- Chairman of the Board Canica AS
- Member of the Board of Komplett AS

Election of Chair and Deputy Chair of the Board of Directors

- Stein Erik Hagen as Chair of the Board of Directors
- Grace Reksten Skaugen as Deputy Chair of the Board of Directors

Election of members of the Nomination Committee

- Re-election:

Anders Christian Stray Ryssdal

Karin Bing Orgland

Leiv Askvig

Election of Chair of the Nomination Committee

- Re-election:

Anders Christian Stray Ryssdal

Remuneration of members of the Boards of Directors

The Board of Directors:

Board Chair	NOK 700,000 per year (from NOK 680,000)
Board Deputy Chair	NOK 545,000 per year (from NOK 530,000)
Board member	NOK 410,000 per year (from NOK 400,000)
Observer	NOK 156,000 per year (from NOK 152,000)
Deputy member	NOK 26,500 per meeting (from NOK 26,000)

In addition, shareholder-elected Board members residing outside of Norway receive an additional NOK 16,500 for each Board meeting attended. It is proposed that this will apply also for shareholder-elected deputy members.

Compensation Committee:

Committee Chair	NOK 134,000 per year (from NOK 131,000)
Member	NOK 100,000 per year (from NOK 98,000)

Audit Committee:

Committee Chair	NOK 168,000 per year (from NOK 164,000)
Member	NOK 112,000 per year (from NOK 109,000)

Remuneration of members of the Nomination Committee

- Chair of the Committee NOK 60,000 per year
(from NOK 7,500 per meeting)
- Member of the Committee NOK 44,000 per year
(from NOK 5,500 per meeting)
- Employee representative NOK 5,500 per meeting

Item no 7

Election of members and deputy member of the Board of Directors

The Nomination Committee recommends:

- Re-election:
 - Stein Erik Hagen
 - Grace Reksten Skaugen
 - Ingrid Jonasson Blank
 - Lisbeth Valther Pallesen
 - Lars Dahlgren
 - Nils Selte
- Election of deputy member (new)
 - Caroline Hagen Kjos

Item no 8

Election of Chair and Deputy Chair of the Board of Directors

The Nomination Committee recommends:

- Stein Erik Hagen as Chair of the Board of Directors
- Grace Reksten Skaugen as Deputy Chair of the Board of Directors

Item no 9

Election of members of the Nomination Committee

The Nomination Committee recommends:

- Re-election:

Anders Christian Stray Ryssdal

Karin Bing Orgland

Leiv Askvig

Item no 10

Election of Chair of the Nomination Committee

The Nomination Committee recommends:

- Re-election:

Anders Christian Stray Ryssdal

Item no 11

Remuneration of members of the Boards of Directors

The Nomination Committee recommends:

The Board of Directors:

Board Chair	NOK 700,000 per year (from NOK 680,000)
Board Deputy Chair	NOK 545,000 per year (from NOK 530,000)
Board member	NOK 410,000 per year (from NOK 400,000)
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Audit Committee:

Committee Chair	NOK 168,000 per year (from NOK 164,000)
Member	NOK 112,000 per year (from NOK 109,000)

Item no 12

Remuneration of members of the Nomination Committee

The Nomination Committee recommends:

- Chair of the Committee NOK 60,000 per year
(from NOK 7,500 per meeting)
- Member of the Committee NOK 44,000 per year
(from NOK 5,500 per meeting)
- Employee representative NOK 5,500 per meeting

Item no 13

Approval of the Auditor's remuneration

- The proposed remuneration for the Auditor of Orkla ASA for 2015 is NOK 2,736,263.