



ORKLA ASA

NOTICE OF GENERAL MEETING

The Annual General Meeting of Orkla ASA will be held at Ingeniørenes Hus, Kronprinsens gate 17, Oslo, on **Thursday, 10 April 2014 at 3 p.m.**

The agenda is as follows:

1. **Opening of the meeting by the Chair of the Board of Directors and election of the meeting chair. The Board of Directors proposes that Idar Kreutzer be elected as meeting chair.**
2. **Approval of the financial statements for 2013 for Orkla ASA and the Orkla Group and the annual report of the Board of Directors, including approval of a share dividend for 2013 of NOK 2.50 per share, except for shares owned by the Group.**
3. **Orkla's compensation and benefits policy, remuneration of executive management and the Group's incentive programmes**
 - 3.1 Explanation of Orkla's compensation and benefits policy and the Board of Directors' statement of guidelines for the pay and other remuneration of the executive management
 - 3.2 Advisory vote on the Board of Directors' guidelines for the remuneration of the executive management for the coming financial year
 - 3.3 Approval of guidelines for share-related incentive arrangements for the coming financial year
4. **Report on the company's corporate governance**
5. **Authorisation to acquire treasury shares**

At the Annual General Meeting on 18 April 2013, the Board of Directors was authorised to acquire shares in Orkla ASA until the Annual General Meeting in 2014. 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 2013.

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 10 April 2014 until the date of the Annual General Meeting in 2015.

(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."

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 2013, and the Board of Directors proposes the following resolution, to be effective until the next Annual General Meeting:

"Until the Annual General Meeting in 2015, 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 of the Board of Directors

Reference is made to the recommendation of 20 March 2014 which may be found at www.orkla.com.

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

Reference is made to the recommendation of 20 March 2014 which may be found at www.orkla.com.

9. Election of members of the Nomination Committee

Reference is made to the recommendation of 20 March 2014 which may be found at www.orkla.com.

10. Election of the Chair of the Nomination Committee

Reference is made to the recommendation of 20 March 2014 which may be found at www.orkla.com.

11. Remuneration of members of the Board of Directors

Reference is made to the recommendation of 20 March 2014 which may be found at www.orkla.com.

12. Approval of the Auditor's fee

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 p.m.** (Norwegian time) **on 7 April 2014**. 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 7 April 2014. 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 the date of this notice, the company has 4,972,106 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 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 undue detriment to the company.

The shares will be quoted exclusive of the dividend on 11 April 2014. Based on the decision of the General Meeting regarding the share dividend, the dividend will be paid on 25 April 2014 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 12, 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, 20 March 2014

Stein Erik Hagen
Chairman of the Board of Directors

To the General Meeting of Orkla ASA

RECOMMENDATION REGARDING THE ELECTION OF SHAREHOLDER-ELECTED MEMBERS OF THE BOARD OF DIRECTORS, ELECTION OF THE CHAIR AND DEPUTY CHAIR OF THE BOARD OF DIRECTORS, ELECTION OF THE MEMBERS AND CHAIR OF THE NOMINATION COMMITTEE, AND DETERMINATION OF FEES

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-relations. The Nomination Committee has organised its work in accordance with these Instructions.

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 also contacted major shareholders for suggestions or comments, and has spoken with representatives of several shareholders.

The Nomination Committee has reviewed the evaluation of the Board of Directors, and has had meetings with Board Chairman Stein Erik Hagen, former President and CEO Åge Korsvold and President and CEO Peter A. Ruzicka.

The Nomination Committee has dealt with the issues set out below in a number of meetings. The Committee has considered the Instructions' requirements relating to the recommendation regarding the election of members of the Board of Directors, in addition to which it has drawn up a set of assessment criteria which, in its opinion, should be reflected in the overall composition of the Board of Directors. Reference is made to Attachment 1.

On this basis, the Nomination Committee submits the following unanimous recommendation:

1. ITEM 7 OF THE AGENDA - ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS

The Corporate Assembly of Orkla ASA was discontinued in May 2013. Consequently, under the Public Limited Companies Act and the company's Articles of Association, the shareholder-elected members of the Board of Directors shall be elected by the General Meeting.

At the Corporate Assembly meeting on 21 May 2013, the following Board members were elected for a term of one year and all of them are thus up for election in 2014:

Stein Erik Hagen	(member 2004)
Grace Reksten Skaugen	(member 2012)
Peter A. Ruzicka	(member 2003-05, deputy 2007, member 2008)
Jesper Ovesen	(member 2010)
Jo Lunder	(member 2012)
Ingrid Jonasson Blank	(member 2013)
Lisbeth Valther Pallesen	(member 2013)

Peter A. Ruzicka was appointed President and CEO of Orkla ASA, with effect from 10 February 2014. As of the same date, he resigned as member of the Board of Directors.

Jesper Ovesen has informed the Nomination Committee that he does not wish to stand for re-election.

The Nomination Committee recommends that the other Board members be re-elected:

Stein Erik Hagen
Grace Reksten Skaugen
Jo Lunder
Ingrid Jonasson Blank
Lisbeth Valther Pallesen

For information on the Board members proposed for re-election, reference is made to the company's Annual Report, which may be found at www.orkla.com.

The Nomination Committee further recommends Lars Dahlgren and Nils K. Selte as new members of the Board of Directors of Orkla ASA. Further information on Mr Dahlgren and Mr Selte may be found in Attachment 2 to this recommendation.

Under Article 4, third paragraph, of Orkla's Articles of Association, shareholder-elected Board members and any deputy members shall be elected for a term of up to two years at a time. It has previously been the practice of the shareholder-elected members of the Corporate Assembly to elect shareholder-elected members to the Board of Directors on an annual basis. It is therefore proposed that the term of office be set at one year for all members and deputy members.

2. ITEM 8 OF THE AGENDA – ELECTION OF THE CHAIR AND DEPUTY CHAIR OF THE BOARD OF DIRECTORS

At the Corporate Assembly meeting on 21 May 2013, Stein Erik Hagen was re-elected as Board Chair. Furthermore, Grace Reksten Skaugen was elected as Deputy Chair of the Board. In accordance with the practice of the Corporate Assembly, the term of office was set at one year for both persons.

The Nomination Committee recommends that Stein Erik Hagen be re-elected as Board Chair and that Grace Reksten Skaugen be re-elected as Deputy Chair. It is proposed that both of them be elected for a term of one year.

Vidar Dahl, as representative of the employee-elected Board members, has endorsed this recommendation.

Under the provisions of the Public Limited Companies Act, the Chair of the Board of Orkla ASA is elected by the Board of Directors itself if the Chair is not elected by the General Meeting. The Board of Directors wishes to comply with the Norwegian Code of Practice for Corporate Governance, point 8, and has therefore proposed that the Chair and Deputy Chair of the Board be elected by the General Meeting.

3. ITEM 9 OF THE AGENDA – ELECTION OF MEMBERS TO THE NOMINATION COMMITTEE

Orkla has a Nomination Committee which, pursuant to Article 13 of the Articles of Association, shall:

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

Idar Kreutzer, Olaug Svarva and Leiv Askvig are up for election in 2014. They were all elected in 2012 for a term of two years.

Mr Kreutzer has been a member of the Nomination Committee since 2004 (since 2003 in an earlier Nomination Committee for the Board of Directors). He is Managing Director of Finance Norway, and represents Norwegian institutional shareholders. Ms Svarva has been a member since 2006, and represents Folketrygdfondet. Mr Kreutzer and Ms Svarva have informed the Nomination Committee that they do not wish to stand for re-election.

Mr Askvig has been a member since 2005, and represents international institutional shareholders.

The Nomination Committee unanimously recommends that Leiv Askvig be re-elected as member of the Nomination Committee.

The Nomination Committee further unanimously recommends that Anders Christian Stray Ryssdal and Karin Bing Orgland be elected as new members. Ms Orgland will represent Norwegian institutional shareholders. Further information on Mr Ryssdal and Ms Orgland may be found in Attachment 3 to this recommendation.

In the opinion of the Nomination Committee, the recommendation is in compliance with the Norwegian Code of Practice for Corporate Governance, point 7, which i.a. reads as follows:

“The members of the Nomination Committee should be selected so as to take into account the interests of the body of shareholders. The majority of the Nomination Committee should be independent of the Board of Directors and the executive personnel. At least one member should not be a member of the Corporate Assembly, the Committee of Shareholders’ Representatives or the Board of Directors.”

Reference is also made to points 4.1 and 4.2 of the Instructions. The Nomination Committee has received no further views regarding its composition.

In accordance with Article 13, first paragraph, of the Articles of Association, and point 1 of the Instructions, it is proposed that the term of office be set at two years – i.e. until the Annual General Meeting in 2016.

4. ITEM 10 OF THE AGENDA – ELECTION OF THE CHAIR OF THE NOMINATION COMMITTEE

Idar Kreutzer has been Chair of the Nomination Committee since 2010. He has informed the Nomination Committee that he does not wish to stand for re-election.

The Nomination Committee recommends that Anders Christian Stray Ryssdal be elected as new Chair of the Nomination Committee.

5. ITEM 11 OF THE AGENDA – FEES

It has been the practice of the Corporate Assembly to adjust the fee rates of the Board of Directors annually in accordance with the general wage trend, unless special circumstances dictate otherwise. The Nomination Committee wishes to maintain this general principle.

The Nomination Committee proposes to increase the Board of Directors’ fees as follows:

Board Chair	NOK 660,000	per year (from NOK 640,000)
Board Deputy Chair	NOK 515,000	per year (from NOK 500,000)
Board member	NOK 390,000	per year (from NOK 378,000)
Observer	NOK 148,000	per year (from NOK 143,000)
Deputy member	NOK 25,500	per meeting (from NOK 25,000)

In addition, shareholder-elected Board members residing outside of Norway receive an additional NOK 15,500 for each Board meeting attended. It is proposed that this be adjusted to NOK 16,000 per Board meeting.

The Nomination Committee proposes to increase the fees for members of the Compensation Committee as follows:

Committee Chair	NOK 127,000	per year (from NOK 123,000)
Member	NOK 95,000	per year (from NOK 92,000)

The Nomination Committee proposes to increase the fees for the members of the Audit Committee as follows:

Committee Chair	NOK 159,000	per year (from NOK 154,000)
Member	NOK 106,000	per year (from NOK 103,000)

It is proposed that these fee rates shall apply until a new decision is adopted.

The fee rates of the Nomination Committee were last adjusted in 2012, and are normally adjusted every third year. Consequently, the Nomination Committee proposes that no changes be made this year.

Vidar Dahl, as representative of the employee-elected members of the Board of Directors, has endorsed this recommendation.

Oslo, 20 March 2014

Idar Kreutzer

Olaug Svarva

Leiv Askvig

Nils-Henrik Pettersson

Vidar Dahl (points 2 and 5)

ORKLA ASA: ATTACHMENT 1 TO THE RECOMMENDATION OF THE NOMINATION COMMITTEE

At its meeting on 22 April 2010, the General Meeting of Orkla ASA adopted special Instructions for the Nomination Committee. Point 4.3 of the Instructions reads as follows:

"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."

As an extension of the above, the Nomination Committee is of the opinion that the overall composition of the Board of Directors of Orkla ASA should reflect the following criteria:

- Ability to make decisions and focus on value creation
- International experience
- Insight into the industries in which Orkla operates
- Experience of management and Board service in large companies
- Strong personal and professional qualifications, high integrity
- Good relationship builders and communicators, ability to work as a team

While the Nomination Committee attaches importance to ensuring continuity in the Board of Directors, it also wishes to facilitate continuous renewal of the Board. It is important to have a strong, active Board that can contribute to underpin the implementation of the company's announced strategy.

ORKLA ASA: ATTACHMENT 2 TO THE RECOMMENDATION OF THE NOMINATION COMMITTEE

Nils K. Selte (1965)

Education:	1991	Master of Business and Economics, Norwegian School of Management
	1990	Master of International Management, American Graduate School of International Management. Exchange Student for one semester
Career:	2014—	Canica CEO
	2006—2014	Canica CFO
	2001—2006	Canica CEO
	1999—2001	ICA Ahold AB, SVP Finance/Group Treasurer
	1998—1999	Hakon Gruppen AS, SVP Finance/Group Treasurer
	1996—1998	Hakon Gruppen AS, Finance Manager
	1994—1996	LIVI Norge AS, Finance Manager
Positions of trust:	1991—1994	Office of the Auditor General of Norway, Consultant
	2010—	Komplett AS, Board of Directors, Chairman (since 2014)
	2008—	Norwegian Property ASA, Board of Directors, Chairman (since 2012)
	2005—	Jernia AS, Board of Directors, Vice Chairman
	2009—	Handelsbanken Kapitalforvaltning AS, Board of Directors
	2001—	Various Canica-Group companies

Nils K. Selte and related parties own 18,000 shares in Orkla ASA.

Lars Dahlgren (1970)

Education:	1995	Stockholm School of Economics, Master of Science in Economics & Business Administration
Career:	2008—	Swedish Match AB, CEO
	2004—2008	Swedish Match AB, CFO
	2002—2004	Swedish Match AB, VP Group Finance
	2000—2002	Vasatek Ltd., Financial Director & Director of Business Development (Joint Venture between Swedish Match and Guntech Inc)
	1998—2000	Swedish Match Philippines Inc., Financial Director, Treasurer & Director IT
	1996—1998	Swedish Match AB, Assistant Controller
	1995—1996	SBC Warburg, Financial Analyst
Positions of trust:	2010—	Scandinavian Tobacco Group, Board of Directors
	2009—	SMPM International AB, Board of Directors

Lars Dahlgren and related parties own 2,000 shares in Orkla ASA.

ORKLA ASA: ATTACHMENT 3 TO THE RECOMMENDATION OF THE NOMINATION COMMITTEE

Anders Christian Stray Ryssdal (1955)

Education:	1995	Dr. juris, University of Oslo
	1989	Admitted to the Supreme Court
	1986	Master of Law, Harvard Law School
	1983	Cand. Jur., University of Oslo
Career:	1993	Advokatfirmaet Wiersholm (partner)
	1990–1992	University of Oslo (PhD scholarship)
	1984–1989	Office of the Attorney General (trainee lawyer and lawyer)
Positions of trust:	2012–	Eiendomsspar AS, Chair of the Board of Directors
	2012–	Victoria Eiendom AS, Chair of the Board of Directors
	2004–2008	The Norwegian Bar Association, Chairman

Anders Christian Stray Ryssdal and related parties own 1,315 shares in Orkla ASA.

Karin Bing Orgland (1959)

Education:	1982	Master of Economics and Administration, Norwegian School of Economics
Career:	2013–	Berghammeren AS, Management Advisor
	1985–2013	Various positions at DNB, most recently as Group Executive Vice President, retail and corporate customers in Norway
	1983–1985	Ministry of Trade and Shipping, executive officer
	1983	Santos Ltd, Australia, trainee
Positions of trust:	2013–	Grieg Seafood ASA, Board member
	2013–	GIEK, Chair of Board of Directors
	–	Røisheim Hotell AS, Board Chair, and Røisheim Eiendom AS, Board member
	–	As from spring 2014, Orgland has been recommended as a new member of the Board of Directors of Norske Skogindustrier and of HAV Eiendom.
	–	Former Chair of the Board of DNB Finans and member of the Board of Vital/DNB Liv

Karin Bing Orgland and related parties own 0 shares in Orkla ASA.