



Annual General Meeting 2013

Oslo, 18 April 2013

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 and up for re-election in 2013
- Degree from the Retail Institute and founder of RIMI Norge AS and Hakon Gruppen AS as from 1976.
- Co-founder of ICA AB and retailer from 1999-2004
- Owner and Executive Chairman of the Board of Canica AS and associated family-owned companies
- Member of the Board of Jotun
- Member of the Det Norske Veritas council
- 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 Almennnyttige stiftelse (Foundation for the public benefit)

Peter A. Ruzicka

- MBA and BBA (handelsøkonom)
- First elected as a member of the Board of Directors in the period from 2003-2005. Later member of the Corporate Assembly and deputy member of the Board. Board member again from 2008 and up for re-election in 2013.
- Extensive experience from the retail trade, among others as Managing Director of Hakon Gruppen, Jernia, and Canica AS since 2006
- Chairman of the Board of Jernia ASA and Komplet AS, Board member in REC ASA
- Chairman of the Board of the Stein Erik Hagen Stiftelse for Klinisk Hjerteforskning (Foundation for Clinical Heart Research)

Jesper Ovesen

- MSc in Economics (Finance), Copenhagen Business School and State Authorised Public Accountant
- First elected to the board in 2010 and up for re-election in 2013
- Senior Executive Vice President and Chief Financial Officer at TDC A/S from 2008 to 2011
- Career in various companies such as Lego, Danske Bank and Novo Nordisk A/S
- Chairman of the Board of NokiaSiemens Networks and member of the Board of Skandinaviska Enskilda Banken

Barbara M. Thoralfsson

- MBA Marketing (Columbia University) and BA Psychology (Duke University)
- First elected to the Board in 2011 and up for re-election in 2013
- Director in Fleming Invest AS from 2006
- President and CEO at Netcom AS from 2001 to 2005
- Career in Midelfart & Co from 1988-2001, last 5 years as President and CEO
- Experience also from Denofa A/S, Lilleborg, General Foods Corporation and Pepsi Cola Company
- Member of the Board and member of the audit committee of SCA AB, member of the Board of Fleming Invest and member of the Audit Committee at Telenor ASA

Bjørge Ven

- Degree in Law (University of Oslo)
- First elected to the Board in 2006 and up for re-election in 2013
- Lawyer in private practice with authorisation to appear before the Supreme Court and partner in the Law Firm of Haavind AS
- Chairman of the Appeal Board of the Oslo Stock Exchange and the Norwegian Complaints Board for Public Procurement.
- Formerly Chairman of the Board of Folketrygdfondet, member of the Board in several stock exchange noticed companies and member of the Nomination Committee of Yara International ASA

Grace Reksten Skaugen

- MBA, BI Norwegian School of Management, BSc and PhD in Laser Physics, Imperial College of Science and Technology
- First elected to the Board in 2012 and up for re-election in 2013
- Chairman of the Board of Norwegian Institute of Directors, Deputy Chair of the Board and leader of the Compensation Committee of Statoil ASA, Board member and leader for the Finance & Risk Committee of Investor AB
- Adviser in Deutsche Bank
- Formerly Director in SEB Enskilda Securities, Corporate Finance

Jo Lunder

- MBA, Henley Management College
- First elected to the Board in 2012 and up for re-election in 2013
- CEO of VimpelCom Ltd. from 2011
- From 2007 to 2011 President of Ferd Capital and EVP in Ferd Holding
- From 2003 to 2007 President & CEO Atea ASA
- From 1999 to 2003 CEO, President, COO of OSJC VimpelCom
- Formerly management positions in Telenor ASA, Telenor Mobil and Norgeskreditt
- Formerly Board positions in several companies, including Tomra, Pronova, Ferd, Aibel, Elopak, Swix and VimpelCom

Employee-elected members

- Terje Utstrand
 - Group employee representative from 2010
 - Employee representative for NNN in Nidar AS
- Gunn Liabø
 - Employee representative and senior shop steward at Lilleborg Ello
- Sverre Josvanger
 - Chair of the the Members' Council for salaried employees at Orkla



Annual General Meeting 2013

Oslo, 18 April 2013



Annual General Meeting 2013

Oslo, 18 April 2013

ÅGE KORSVOLD, PRESIDENT & CEO

ATLE VIDAR JOHANSEN, CEO ORKLA FOODS



STRATEGY & STATUS

ÅGE KORSVOLD,
PRESIDENT & CEO

Orkla's transformation to a Branded Consumer Goods company

2011

New strategic direction
to grow within
Branded Consumer Goods



2012

Major actions executed to
implement strategy



2013

Organise and act as a
Branded Consumer
Goods company



2011: Industrial conglomerate



Revenues	NOK 24.6 billion
EBITA	NOK 2.8 billion
FTEs	13 600

NOK 33 bn.
(49 %)



Revenues	NOK 30.8 billion
EBITA	NOK 0.8 billion
FTEs	14 300

NOK 11 bn.
(17 %)

Share Portfolio

NOK 5.5 billion as of Q4-11

Hydro Power

2.5 TWh



Revenues: NOK 4.0 billion



42.5 %

Revenues: NOK 10.7 billion



REC

39.7 %

Revenues: NOK 13.8 billion

NOK 23 bn.
(34 %)

 = Enterprise Value based on consensus SOTP after Q4-11

All figures as of 31 Dec 2011

The transformation

1. Portfolio adjustments

- Divest non-core assets
- Grow by allocating capital within branded goods

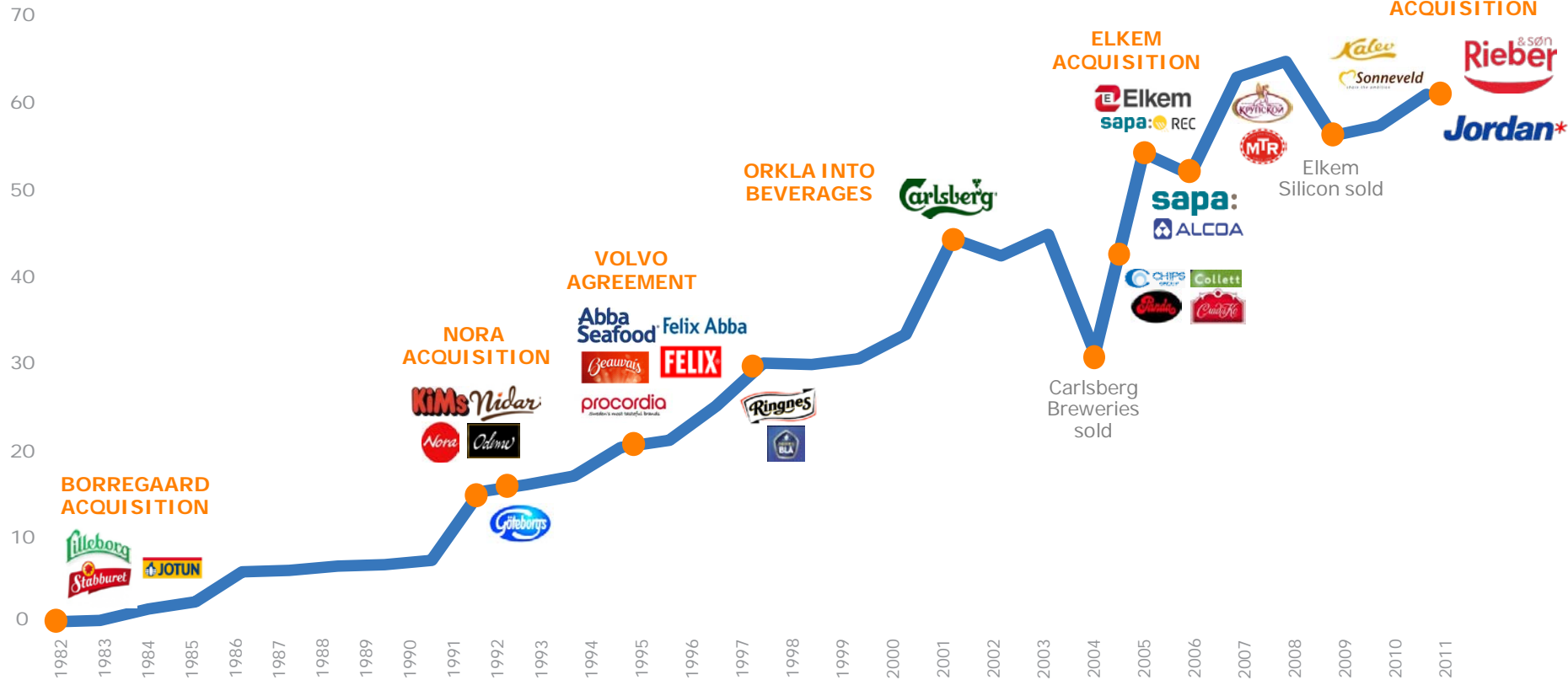
2. Improve performance within Branded Consumer Goods

- Operational improvements and growth (organic and structural)
- Strengthen leading positions and exploit Nordic economy of scale

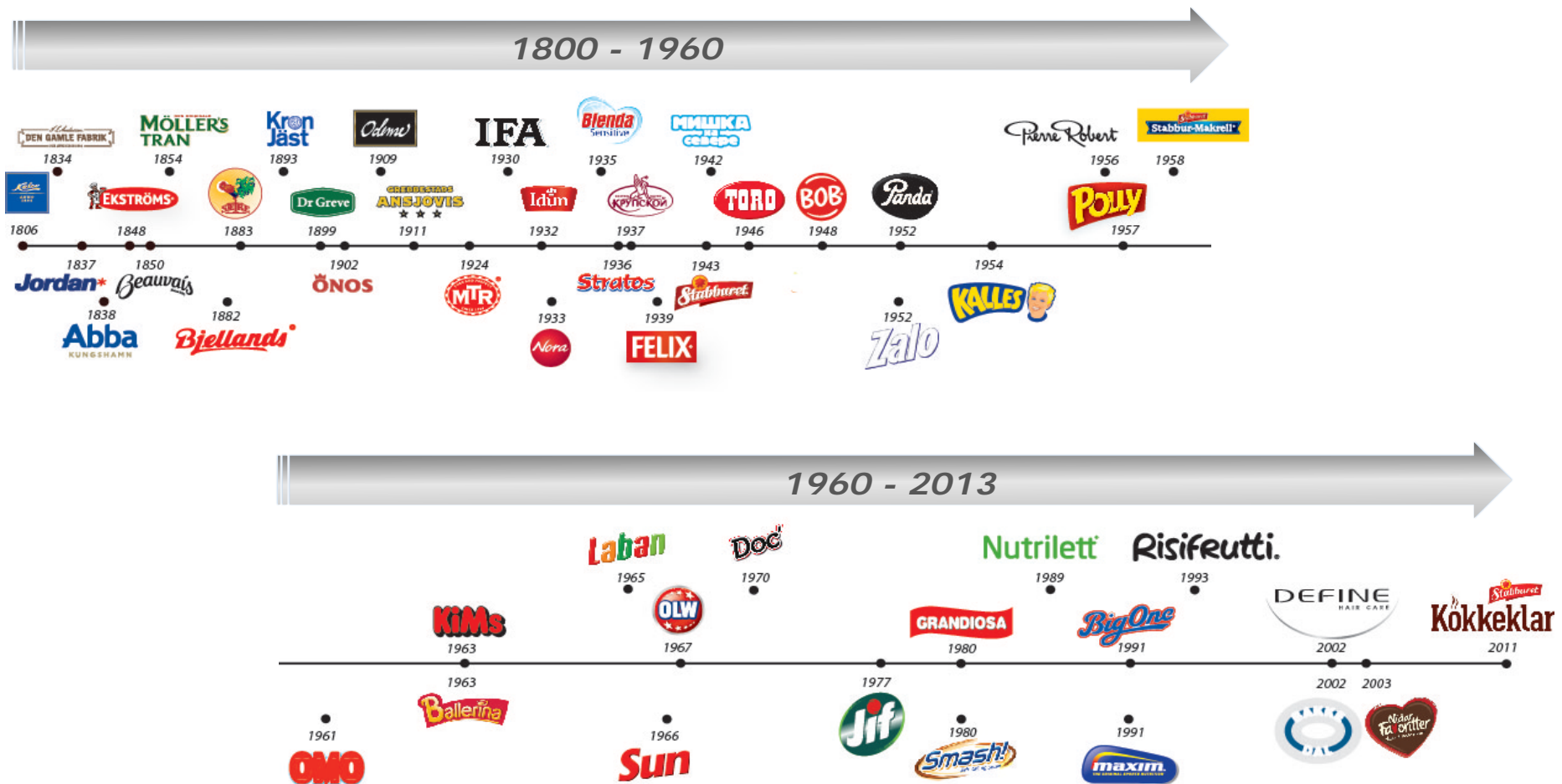


Orkla Branded Consumer Goods: 30 years of acquired growth

Total revenues (NOK bn.)



Building brands for more than 175 years

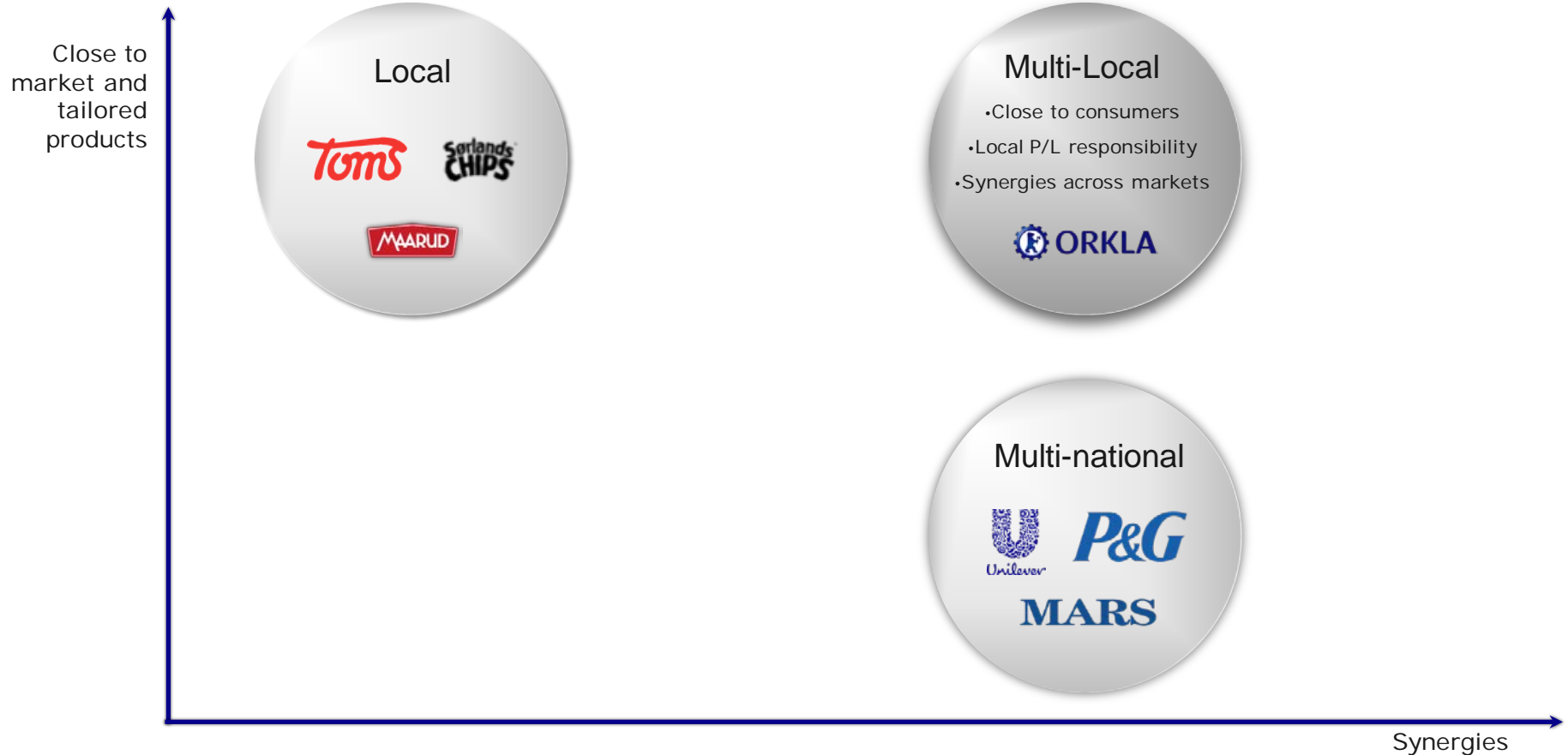


Unprecedented portfolio of strong market positions



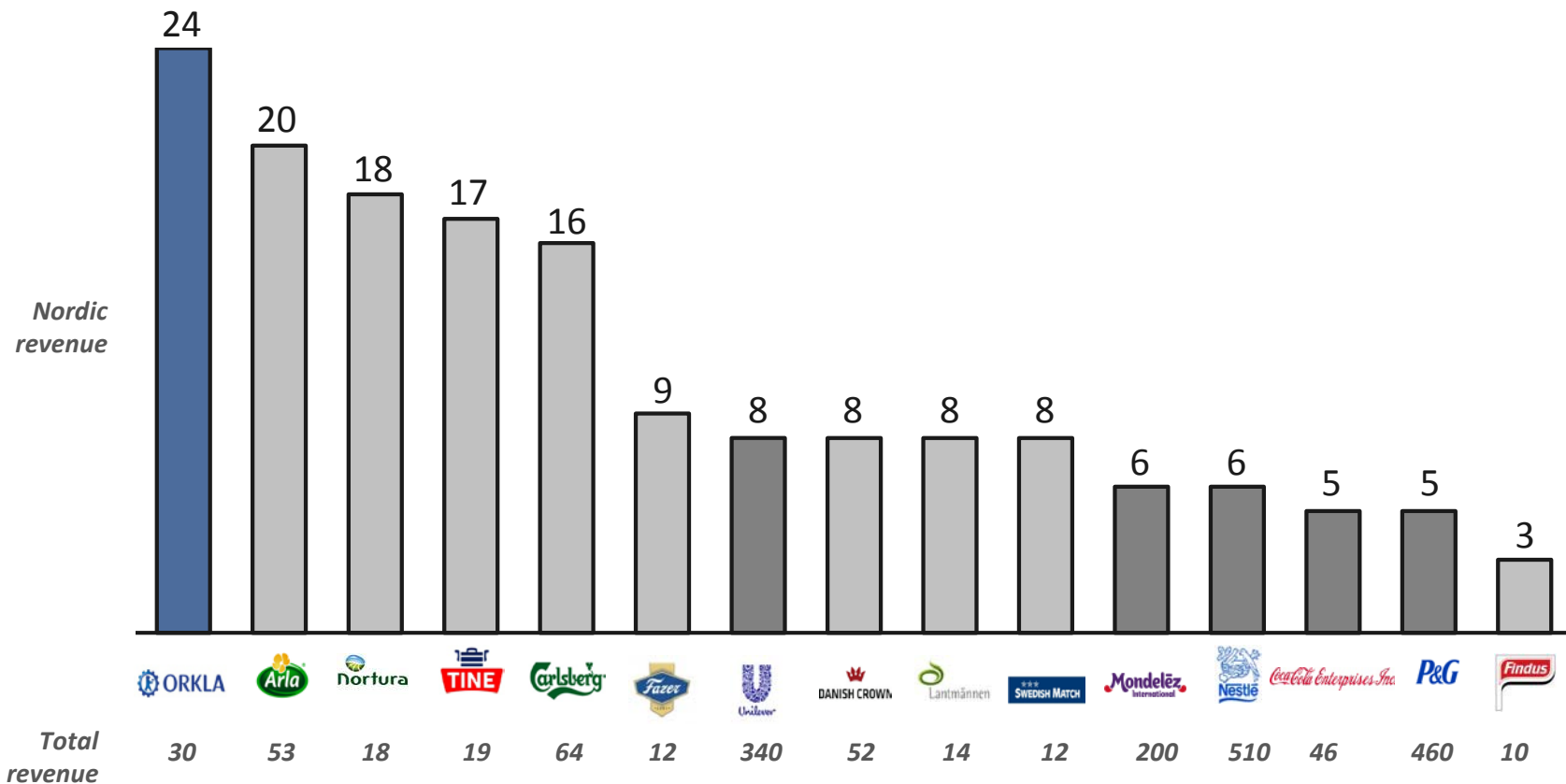
Detergents	1			
Personal Care	1			
Biscuits	1	1		2
Confectionery	1			
Dietary Supplements	1	2	1	1
Textiles	1	2		
Snacks	2	1	1	1
Frozen pizza	1	1		1
Ketchup	1	1	2	1
Dressings	1	1		2
Preserved vegetables	1	1	1	1
Jam/Marmalade	1	1	1	
Caviar (cod roe spread)		1		1

The multi-local model



Orkla is the largest BCG company in the Nordics

Estimated revenues in the Nordics (NOK bn.)¹



1. Based on 2011 figures. Orkla Branded Consumer Goods incl. Jordan, Rieber and Orkla Food Ingredients in the Nordics

2012: Major moves to deliver on strategy

- Agreement to acquire Rieber & Søn
- Closing and integration of Jordan
- Creation of the world's leading aluminium solutions provider (Sapa JV)
- Process initiated to divest Sapa Heat Transfer
- IPO of Borregaard
- Share Portfolio significantly reduced
- Ownership in REC reduced



Corporate structure

Business areas

Orkla Foods

Orkla
Confectionery
& Snacks

Orkla Home &
Personal

Orkla
International

Orkla Food
Ingredients

Associated
company

Jotun
(42.5%)

Non-core



EBITDA 2012:
NOK 1,356 m

EBITDA 2012:
NOK 941 m

EBITDA 2012:
NOK 762 m

EBITDA 2012:
NOK 69 m

EBITDA 2012:
NOK 343 m

EBITDA 2011:
NOK 1,203 m
(100%)

Sapa
Extruded
aluminum products
(part of future JV)
EBITDA 2012:
NOK 939 m


Heat Transfer
Rolled aluminum
products
EBITDA 2012:
NOK 443 m

Hydro Power
EBITDA 2012:
NOK 268m

Shares and
financial assets
Value: NOK 3.6 b

Real estate
Book value
NOK 1.8 b

Corporate centre and support functions



We are passionate about making our local brands an easier, healthier and more enjoyable part of consumers' everyday life.

The Nordic Consumer Goods Champion

We empower our people to provide products and services of superior quality and value to satisfy consumers' ever changing needs.

Our drive for growth and sustainable living creates a better future for our consumers, customers, employees, communities and shareholders.

Growth Strategy – Improving key capabilities

Targets: Organic growth 3-5 % and margin improvement

Local Brands & Innovations

The strongest
local brands &
the best
innovations



Customers & Marketplace

The preferred
supplier to
drive category
growth



Operations & Efficiency

The most
efficient
consumer goods
operation



People & Leadership

The best
employees &
leaders



Extract synergies across business units

2013 priorities: Execution

- Successful integration of Rieber
- Complete transactions and execute the JV with Hydro
- Merge the Swedish food companies Procordia and Abba Seafood
- Merge Confectionery & Snacks companies
- Strengthen support functions to facilitate growth and synergies across business areas



BRANDED CONSUMER GOODS

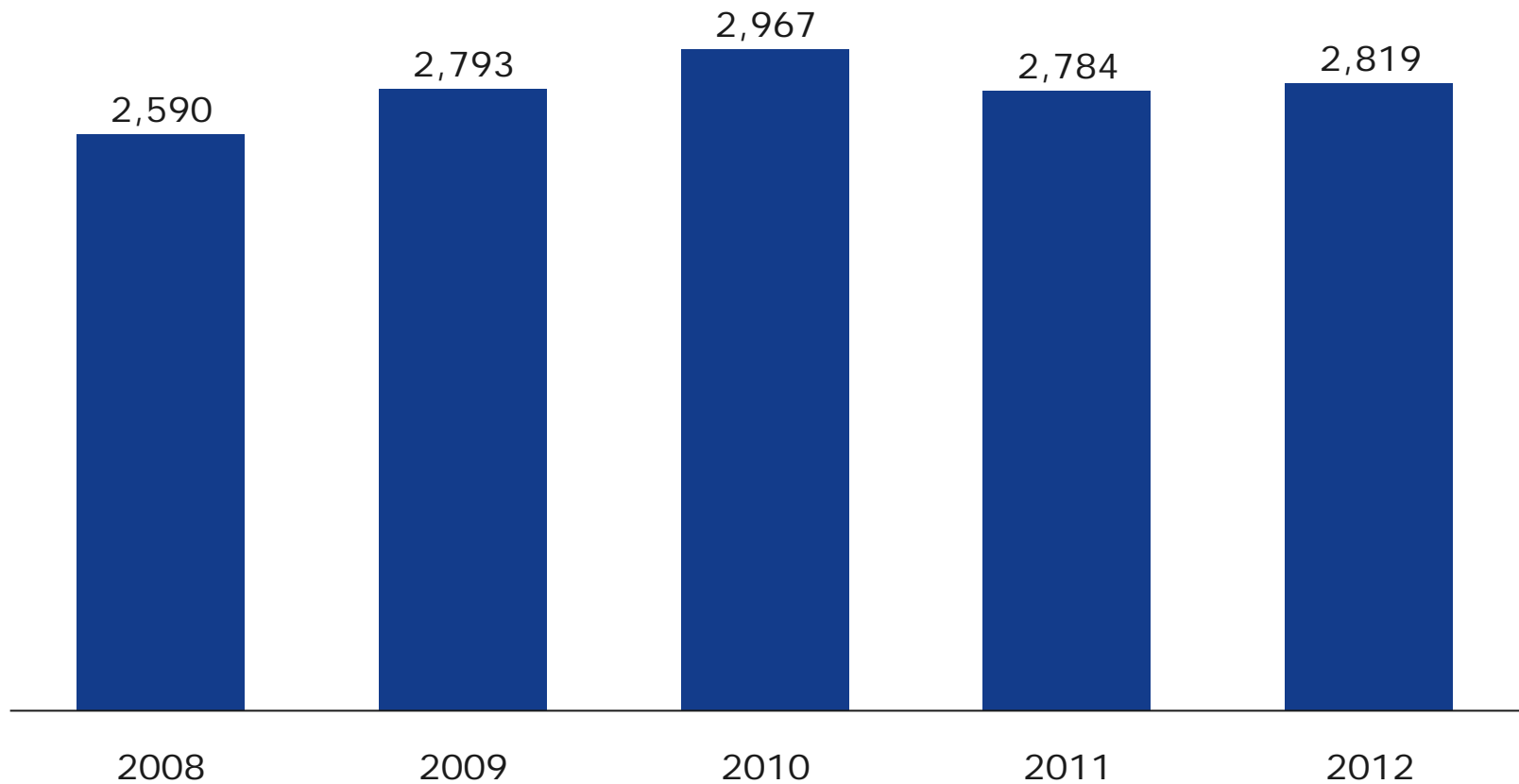
ATLE VIDAR JOHANSEN,
CEO ORKLA FOODS

Local scale is the core of our strategy

- A small player globally, but a large player locally
- Large supplier to the grocery channel in the Nordics
- Substantial media buyer in the Nordics
- Deep knowledge of the consumers in the Nordics
- More resources for innovations

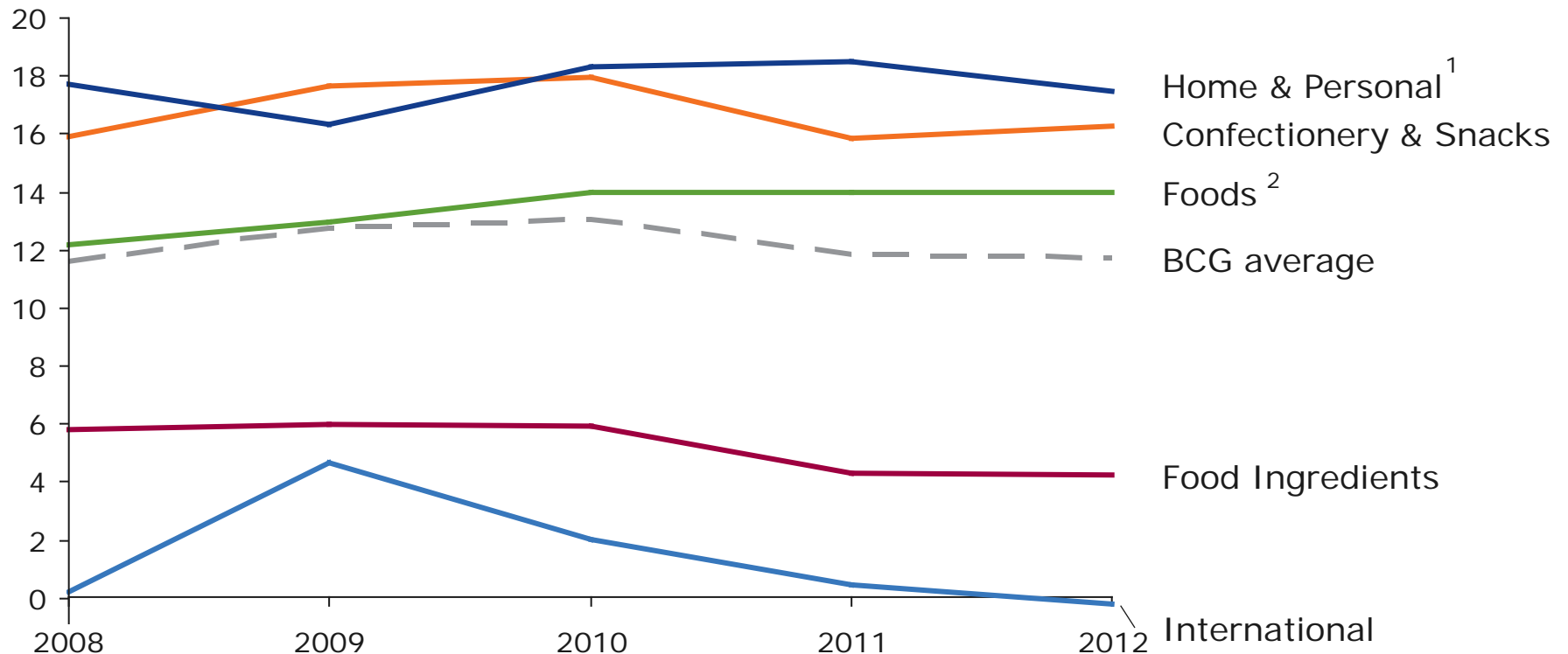


Branded Consumer Goods: EBITA 2008-2012



High margin levels in the Nordics, but with improvement potential

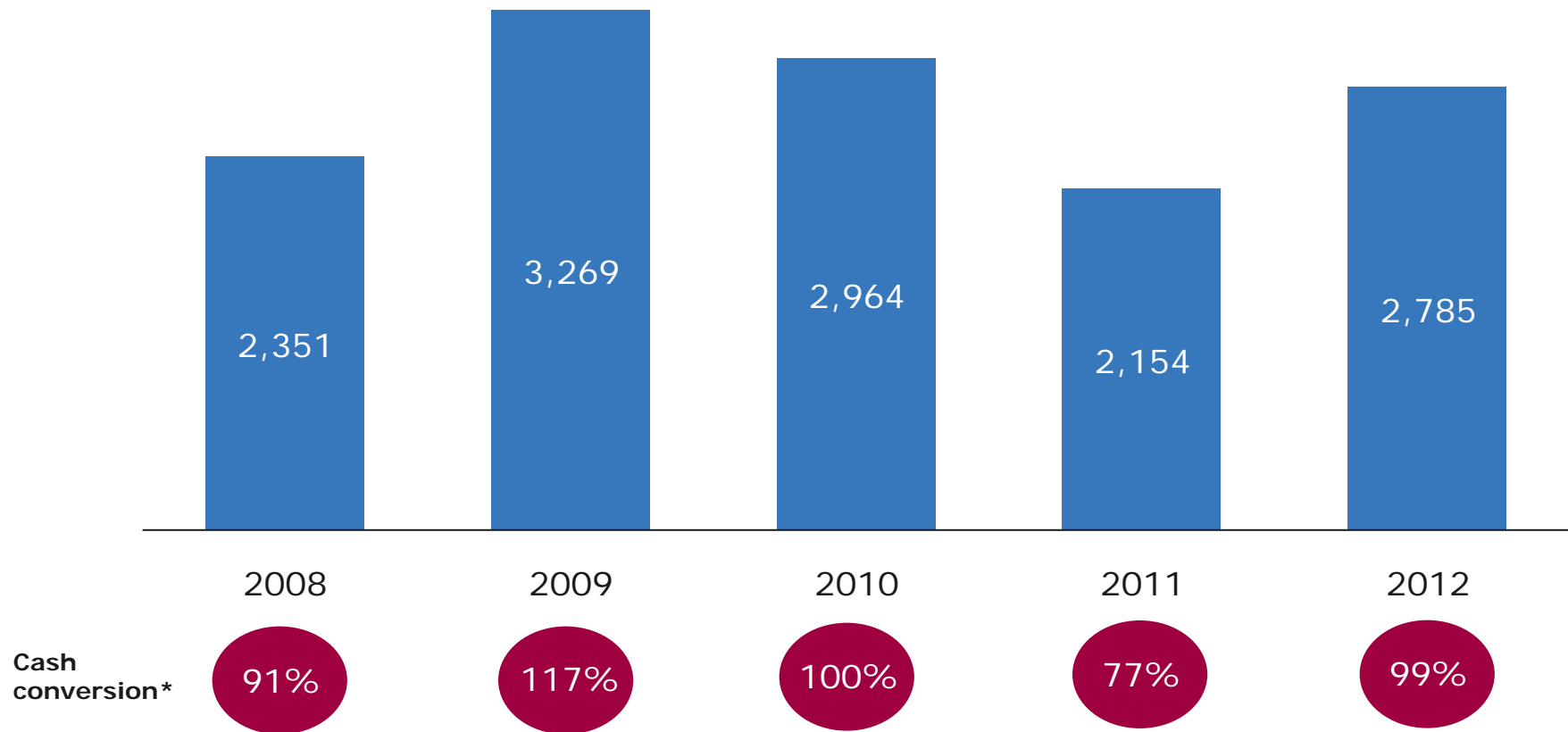
EBITA %



¹ Presented ex. contract production to the process chemistry industry

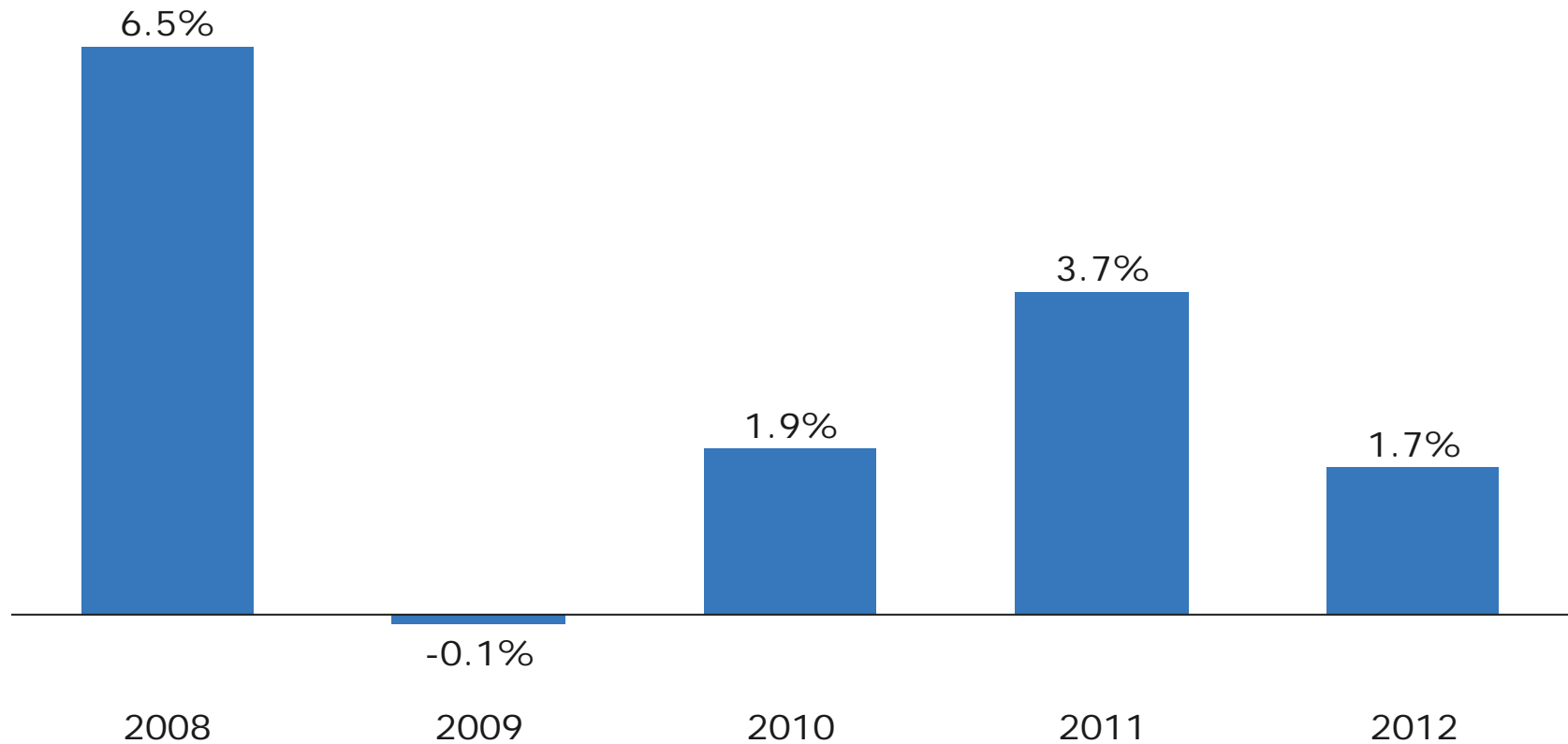
² Presented without Bakers (divested in January 2012)

Branded Consumer Goods: Solid cash flow over time



*Cash flow from operations before tax / EBITA

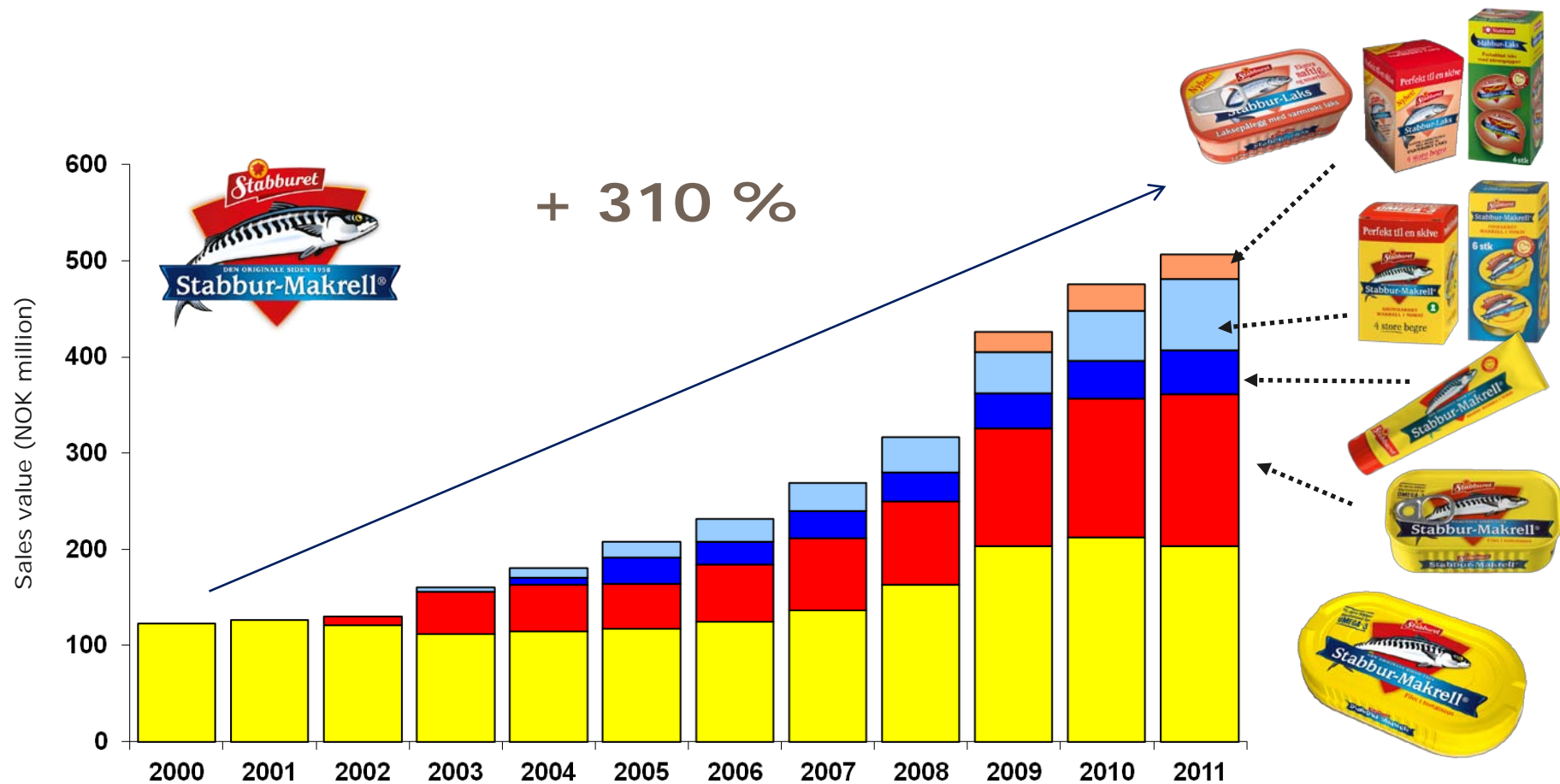
Branded Consumer Goods: Organic growth



Note: Adjusted for acquired, sold and divested companies, currency translation effects and contract production to the process chemistry industry

Organic growth: Priority no. 1

Example: Fish spread in Norway



Examples of innovations Q1 2013



Extracting synergies and utilizing scale

Example: Merger of two Swedish food companies

Abba Seafood®



procordia

Sveriges godaste varumärken

- Revenues: SEK 1.3 billion
- Approx. 370 employees
- Head office in Gotenburg
- Production in Kungshamn

- Revenues: SEK 3.3 billion
- Approx. 1000 employees
- Head office in Eslöv
- 6 production facilities

FELIX

GRANDIOSA

FUN
LIGHT

Marmelad
DEN GAMLE FABRIK
Elevärdigt 1881
Den ägte

liva^{energi}

Risifrutti

ÖNOS

BOB

EKSTRÖMS

Middagsklart!

Ejderns

ÖREBROSTÅLS
ANSJOVIS
☆☆☆

Abba
KUNGSHAMN

KALLE

KUNG
GUSTAF

HÄLIO

Mergers within Confectionery & Snacks

Intention

Norway

Sweden

Finland

Companies



Rev. (mNOK):

1200 500 300

FTEs:

465 89 104

600

400

196

406

500

370

148

339

Brands
(examples)

Stratos

Polly

KiMs



Ballerina



The Rieber transaction: Status

- Transaction approved by competition authorities in the EU and Russia
- Norwegian Competition Authority must either approve or present a reasoned notification of intervention by 14 May
- Intention: Establish national food companies in Norway, Sweden and Denmark
- Detailed integration and value creation plans in place





The Nordic Consumer Goods Champion

- Proven track record in creating value
- Strong brands and market positions
- Local scale is core of our strategy
 - Largest Branded Consumer Goods company in the Nordics
- 2013 priorities: Execution and improving performance

Building brands
for more than 175 years





FULL YEAR RESULTS 2012

TERJE ANDERSEN, CFO

Structural accounting changes

Borregaard IPO	Result as of 30 September and net gain from IPO presented as discontinued operations. Remaining 19% presented as financial holding.
Sapa (Part of future JV)	Net result after tax presented as discontinued operations. After closing, 50% holding presented as an associated company.
REC	Adjusted. Share of 15.6% presented as financial holding.
Acquisition of Jordan	Consolidated from 1 September.
Acquisition of Rieber	No accounting consequence in 2012.

Group income statement

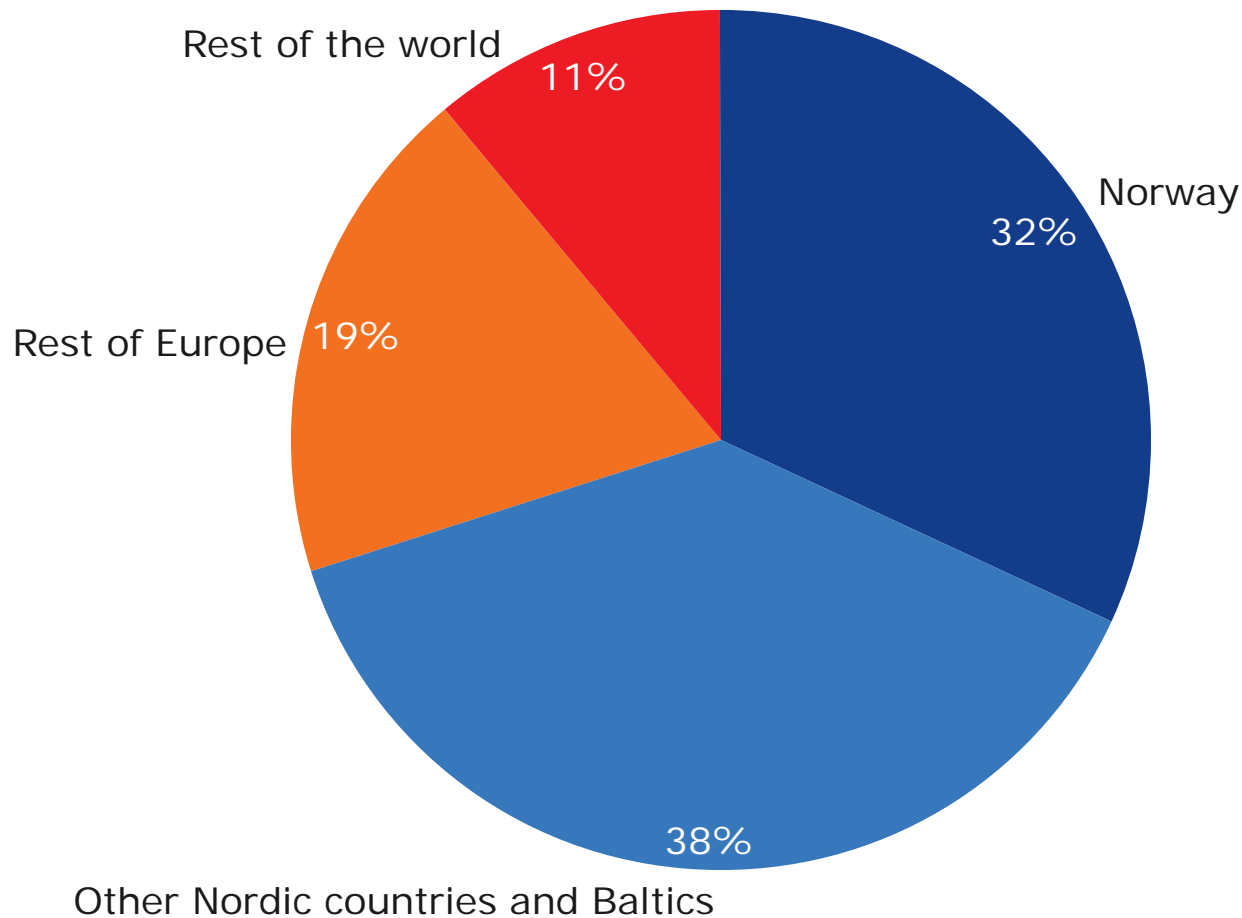
	2011	2012
Operating revenues	30 158	30 001
EBITA	2 872	3 295
Amortisation intangibles	-17	-16
Other income and expenses	-375	-433
EBIT	2 480	2 846
Profit/loss from associates	263	414
Dividends received	440	211
Gains, losses and write-downs shares and fin. assets	1 643	857
Financial items, net	- 400	- 455
Profit/loss before taxes	4 426	3 873
Taxes	-651	-707
Profit/loss for the period continuing operations	3 775	3 166
Profit/ loss from discontinued operations	-4 503	-1 583
Profit/loss for the period	- 728	1 583
Profit/loss attributable to non-controlling interests	48	0
Profit/loss attributable to owners of the parent	- 776	1 583
Earnings per share diluted (NOK)	-0.8	1.6



Figures in NOK million



Net sales by geographical area



2012 figures in NOK million

Group income statement

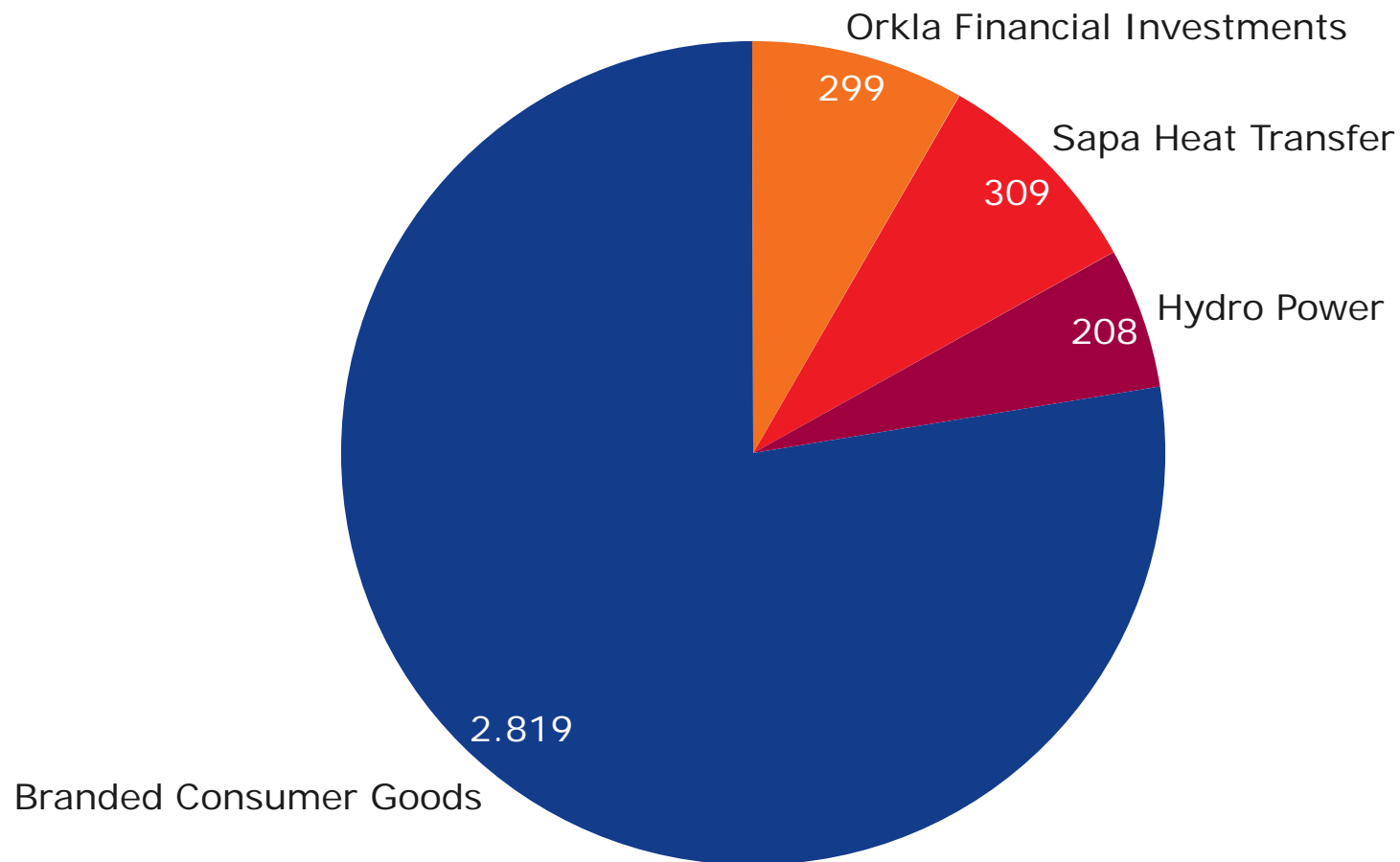
	2011	2012	Change
Operating revenues	30 158	30 001	-0.5 %
EBITA	2 872	3 295	14.7 %
Amortisation intangibles	-17	-16	
Other income and expenses	-375	-433	
EBIT	2 480	2 846	
Profit/loss from associates	263	414	
Dividends received	440	211	
Gains, losses and write-downs shares and fin. assets	1 643	857	
Financial items, net	- 400	- 455	
Profit/loss before taxes	4 426	3 873	
Taxes	-651	-707	
Profit/loss for the period continuing operations	3 775	3 166	
Profit/ loss from discontinued operations	-4 503	-1 583	
Profit/loss for the period	- 728	1 583	
Profit/loss attributable to non-controlling interests	48	0	
Profit/loss attributable to owners of the parent	- 776	1 583	
Earnings per share diluted (NOK)	-0.8	1.6	



Figures in NOK million



EBITA contribution by segments



2012 figures in NOK million

Group income statement

	2011	2012
Operating revenues	30 158	30 001
EBITA	2 872	3 295
Amortisation intangibles	-17	-16
Other income and expenses	-375	-433
EBIT	2 480	2 846
Profit/loss from associates	263	414
Dividends received	440	211
Gains, losses and write-downs shares and fin. assets	1 643	857
Financial items, net	- 400	- 455
Profit/loss before taxes	4 426	3 873
Taxes	-651	-707
Profit/loss for the period continuing operations	3 775	3 166
Profit/ loss from discontinued operations	-4 503	-1 583
Profit/loss for the period	- 728	1 583
Profit/loss attributable to non-controlling interests	48	0
Profit/loss attributable to owners of the parent	- 776	1 583
Earnings per share diluted (NOK)	-0.8	1.6

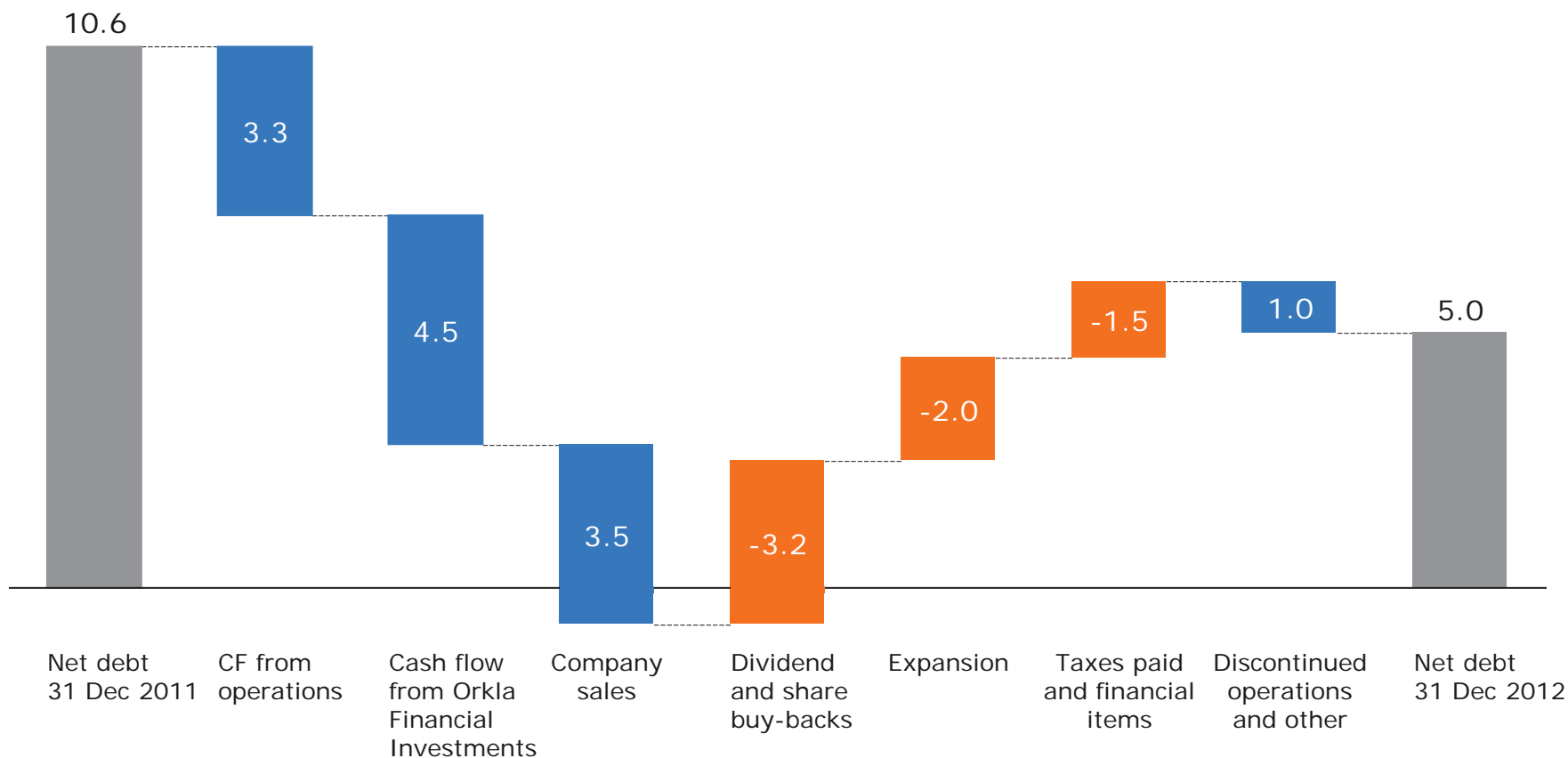


Figures in NOK million



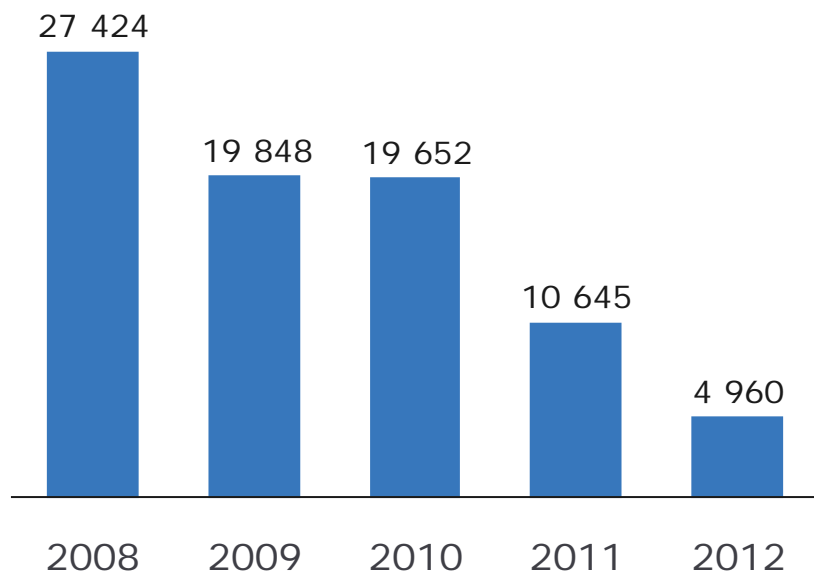
Net debt reduced by NOK 6 billion in 2012

Amounts in NOK billion

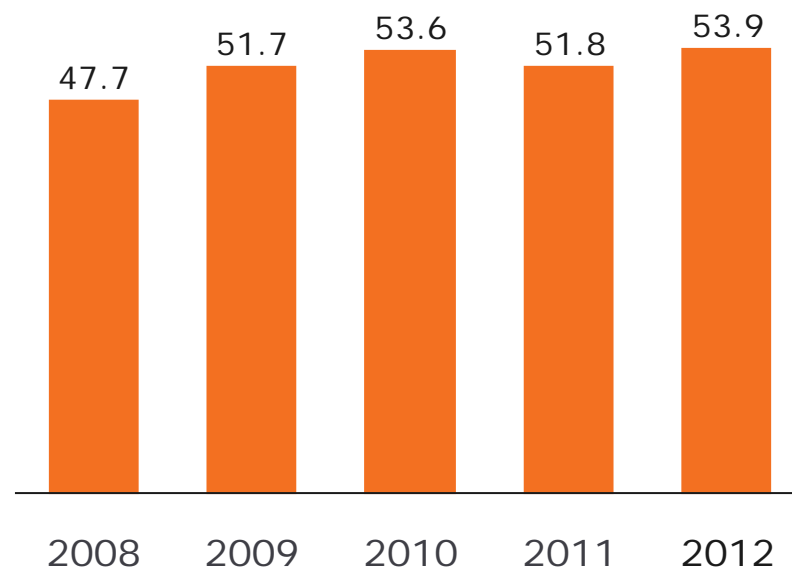


Strong balance sheet and financial flexibility

Net interest-bearing liabilities (NOKm)



Equity ratio (%)

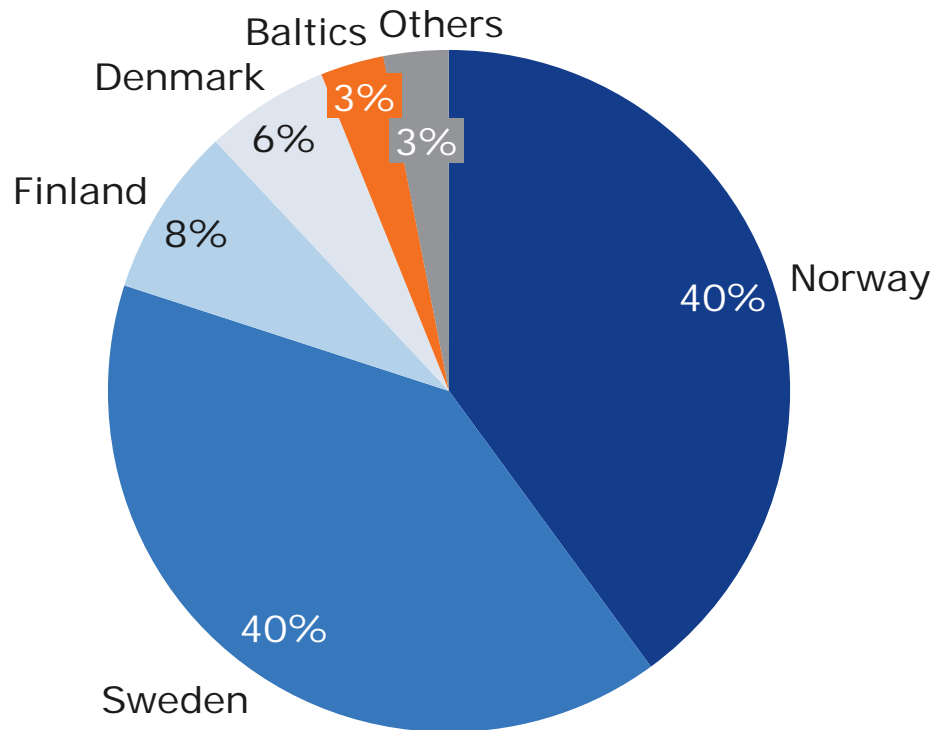




Branded Consumer Goods

Orkla Foods – NOK 8 billion in revenues and 3100 man-years

Geographical sales split:



Orkla Foods

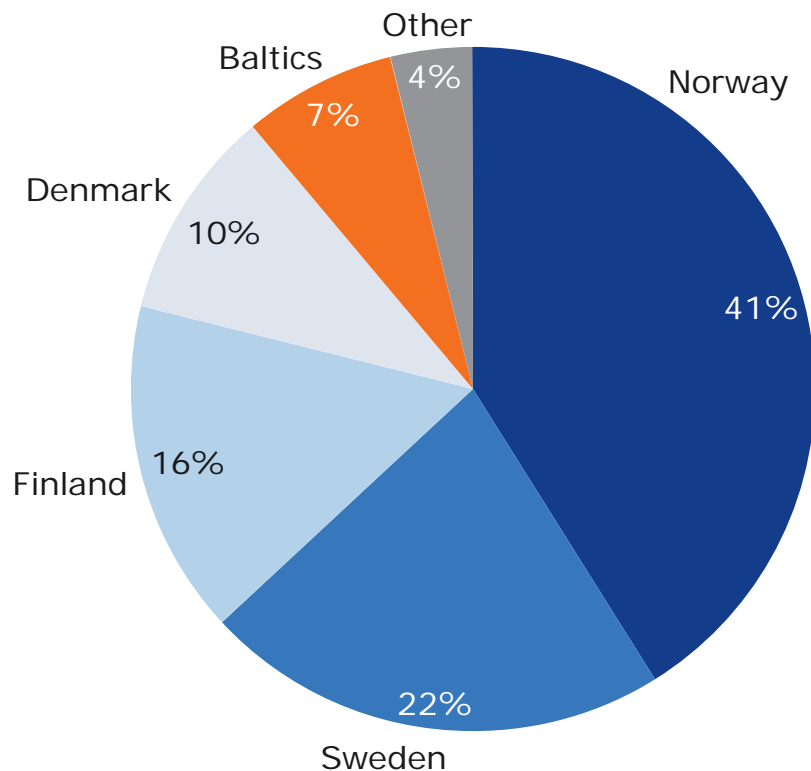
- Organic sales growth in 2012
 - Adjusted for sale of Bakers
- Broad based profit growth
- Successful launches from, in particular, Stabburet in Norway and Abba Seafood in Sweden

Key figures (NOK million)

	2011	2012
Operating revenues	8 906	7 972
EBITA	1 058	1 114
EBITA margin	11.9 %	14.0 %

Orkla Confectionery and Snacks – NOK 5 billion in revenues and 2200 man-years

Geographical sales split:



Nidar



KiMs

Orkla Confectionery & Snacks

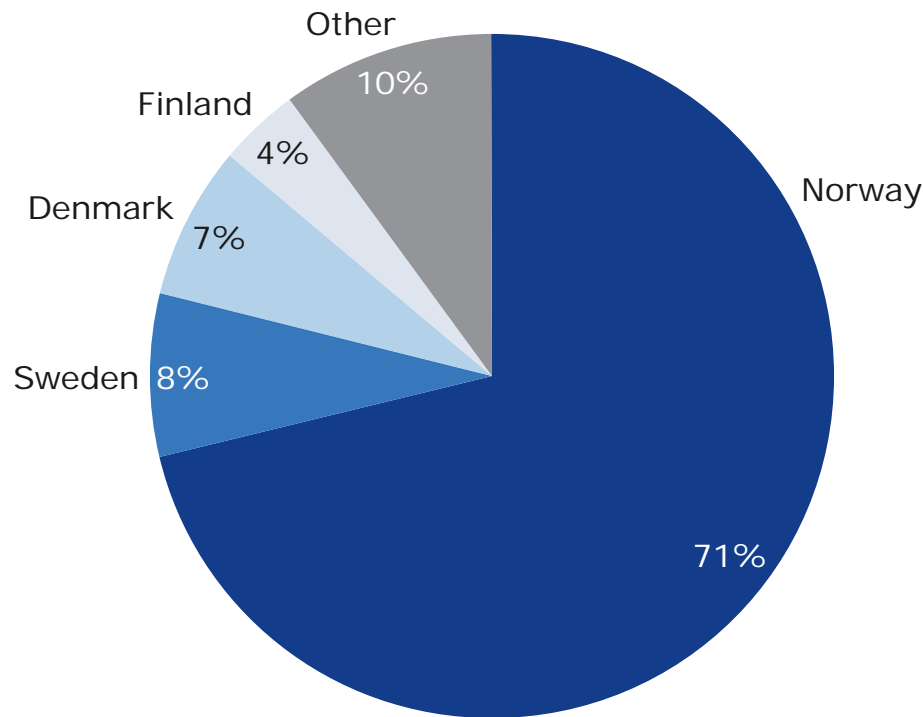
- Underlying sales growth
- Sales and profit growth in confectionary
- Still weak performance for biscuits

Key figures (NOK million)

	2011	2012
Operating revenues	4 810	4 794
EBITA	762	780
EBITA margin	15.8 %	16.3 %

Orkla Home & Personal – NOK 4 billion in revenues and 1800 man-years

Geographical sales split:



Pierre Robert®

Lano



Orkla Home & Personal

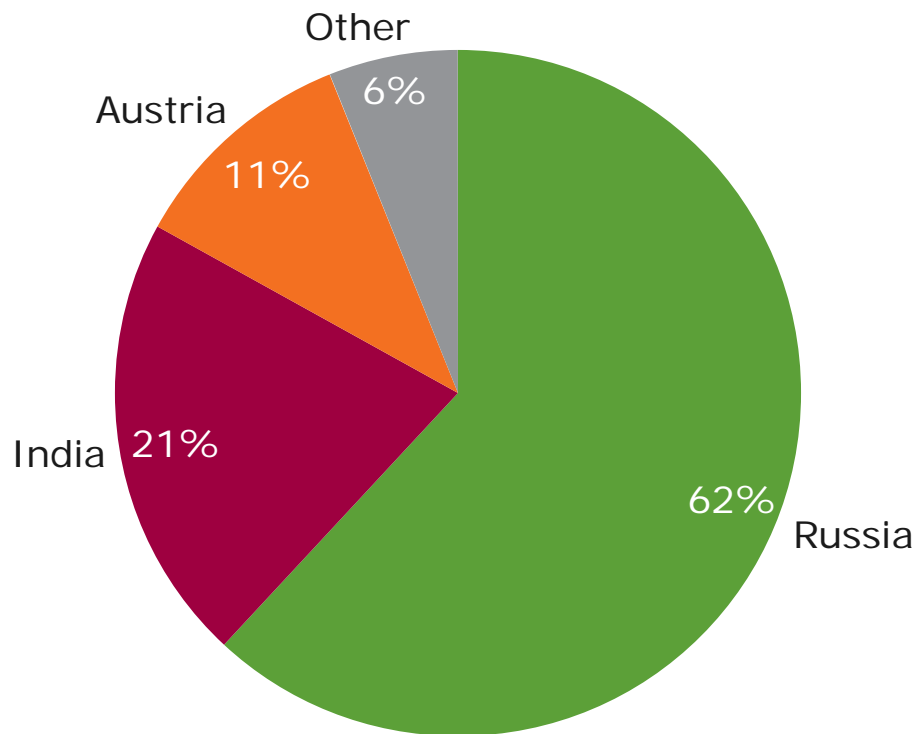
- EBITA negatively affected by loss of contract production in Lilleborg Professional
- Sales and profit growth for Lilleborg personal care
- Acquisition of Jordan 1 September 2012

Key figures (NOK million)

	2011	2012
Operating revenues	3 722	4 025
EBITA	726	702
EBITA margin	19.5 %	17.4 %

Orkla International – NOK 2 billion in revenues and 4400 man-years

Geographical sales split:



Orkla International

Weak performance in Russia

- Market shift from local distributors to national retailers
- Restructuring of production
- Concentration of product portfolio

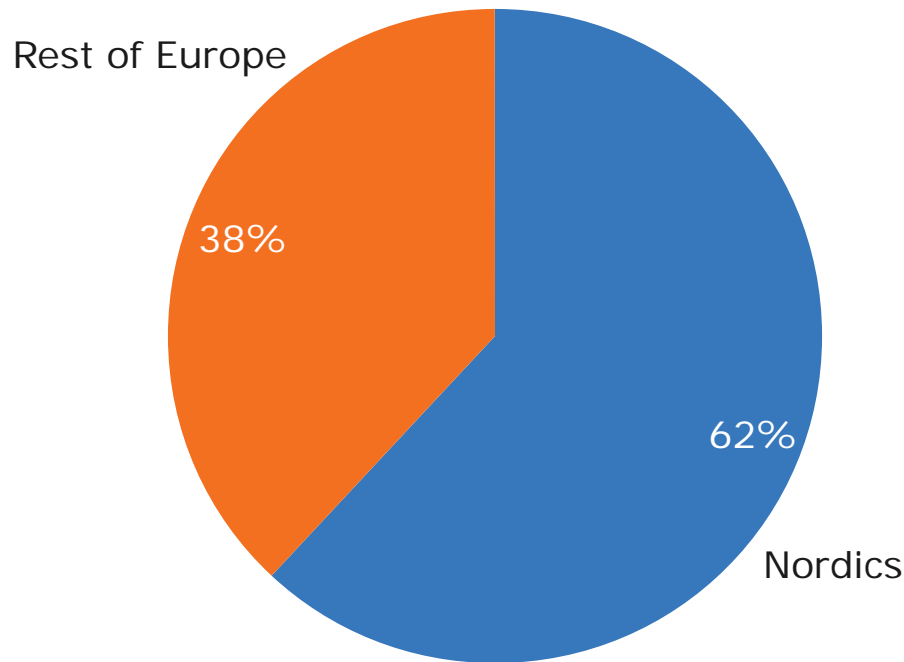
Solid sales growth in India

- Sales growth in MTR, driven by both volume and price
- Higher share of profit reinvested in advertising and building the organisation

Key figures (NOK million)

	2011	2012
Operating revenues	2 113	2 133
EBITA	8	- 5
EBITA margin	0.4 %	-0.2 %

Orkla Food Ingredients – NOK 5 billion in revenues and 2200 man-years



Orkla Food Ingredients

- Stabile performance in 2012
- 2012 EBITA amounted to NOK 228 million (NOK 230 million)
- Increased raw material cost compensated for by raising prices

Key figures (NOK million)

	2011	2012
Operating revenues	5 392	5 435
EBITA	230	228
EBITA margin	4.3 %	4.2 %



Other businesses

Jotun, Sapa, Heat Transfer and Hydro Power

Jotun (42.5%) - Strong financial performance in 2012

- Double digit EBITA growth and improved cash flow
- Reduced revenues from Marine segment due to cyclical downturn in the industry
- New factories in Norway and China opened in 2012
- Expansion programme continues with new factories in Brazil, USA and Russia

Jotun	2011	2012
Operating revenues	10 659	11 351
EBIT	956	1 126

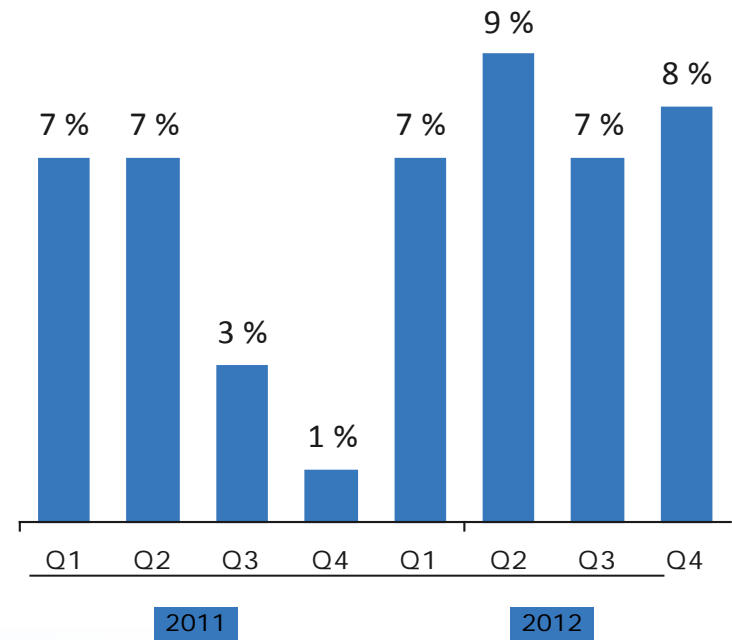


Profit improvement for Heat Transfer

- Improvement programme in Sweden benefits EBITA development, despite declining European markets
 - Cost optimisation and productivity improvements
 - Price adjustments
- Continued stable volume growth drives EBITA improvement in Shanghai

Heat Transfer	2011	2012
Operating revenues	3 908	3 990
EBITA	179	309

EBITA margin performance:



Sapa (part of future JV)

- Discontinued operation

- Further decline in European markets continues to impact Profiles Europe and Building System
 - Further restructuring initiated
- Market growth and share gain in Profiles North America
- Cash flow from operations was NOK 195 million in 2012

Sapa JV	2011	2012
Operating revenues	27 057	25 372
EBITA	631	233
Other income and exp.	- 664	-1 752

EBITA margin (%)	2011	2012
Profiles North America	4.0 %	4.6 %
Profiles Europe	2.0 %	0.7 %

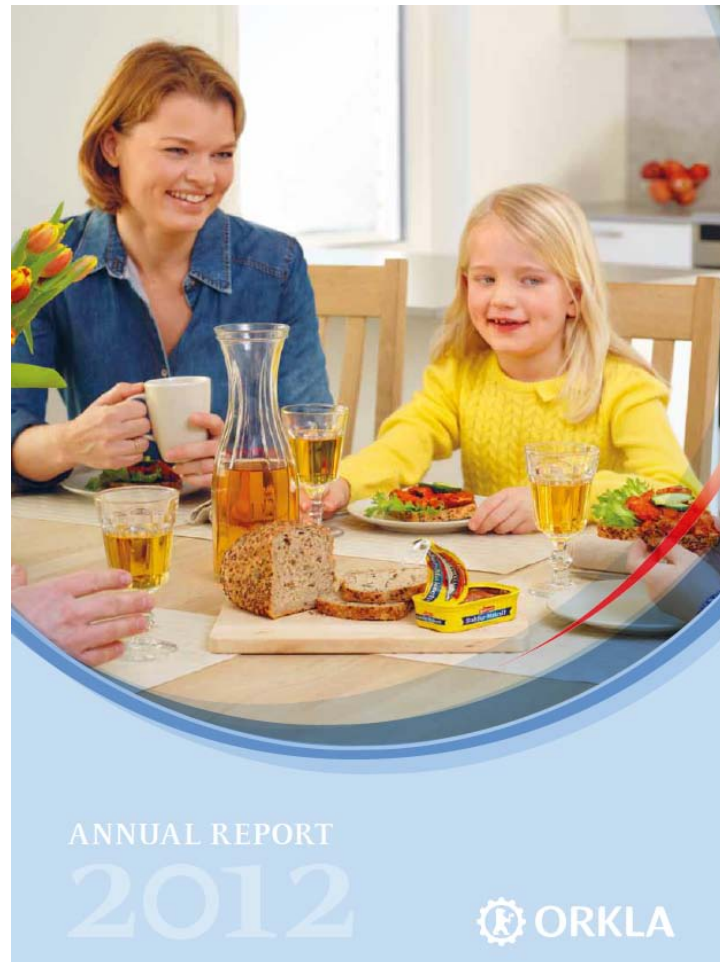
Hydro Power

- Hydro Power consists of energy plants in Sarpsfoss and Orkla's 85% equity interest in AS Saudefaldene
- Weaker results in 2012 than in 2011, due to lower power prices

Hydro Power	2011	2012
Operating revenues	1 691	812
EBITA	260	208



FULL YEAR RESULTS 2012

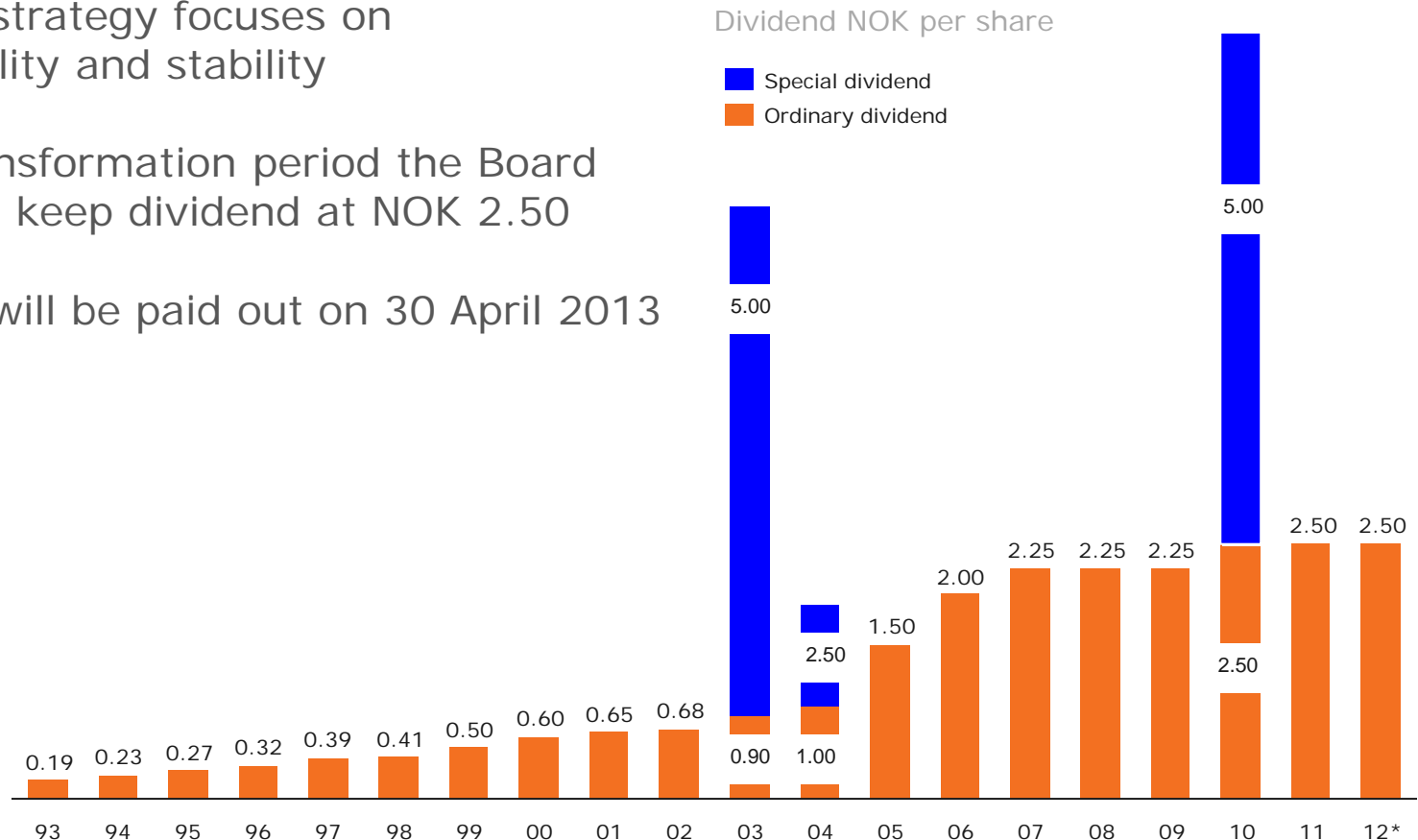


Building brands
for more than 175 years



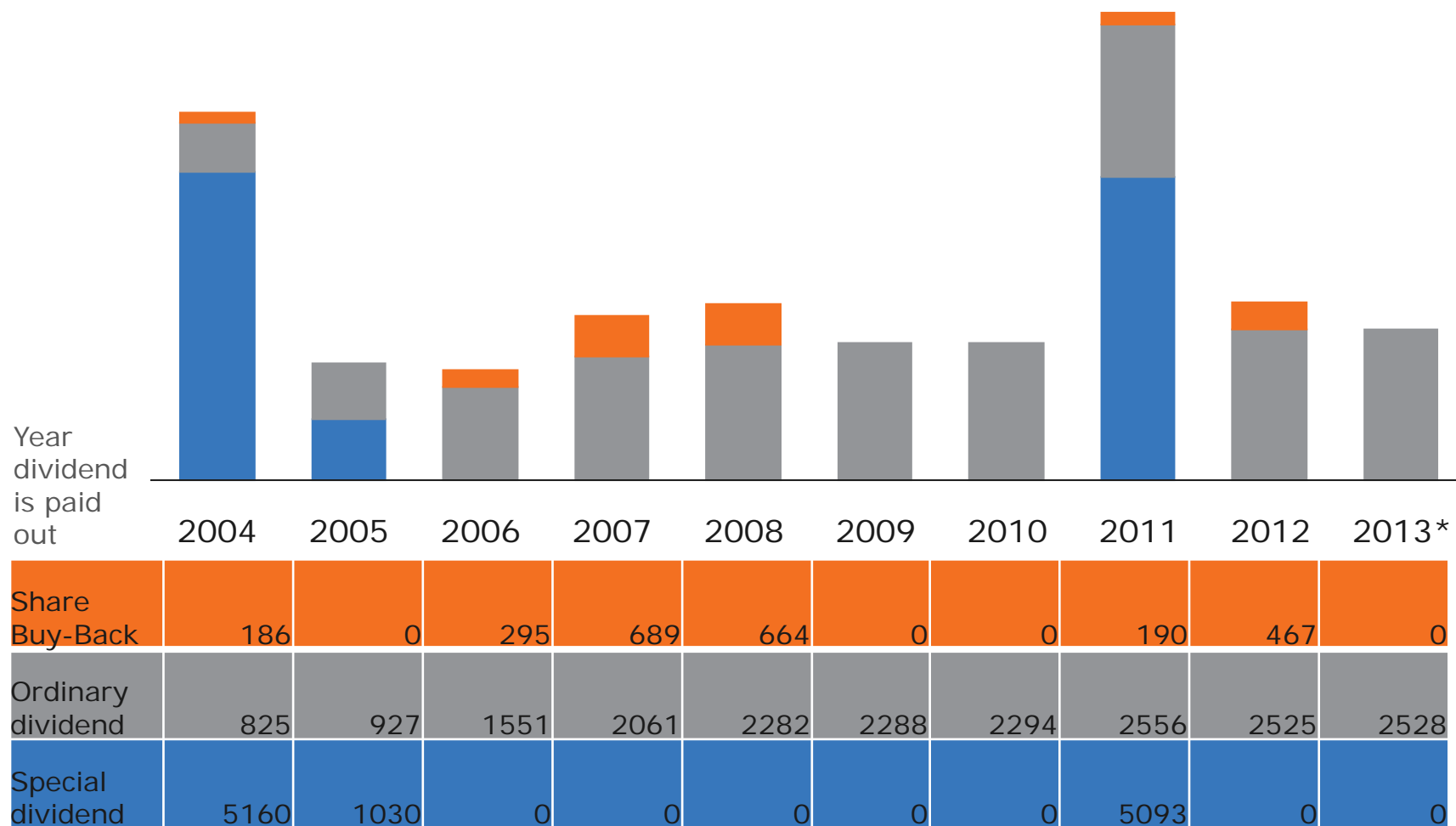
A dividend of NOK 2.50 per share is proposed by the Board of Directors

- Dividend strategy focuses on predictability and stability
- In the transformation period the Board intends to keep dividend at NOK 2.50
- Dividend will be paid out on 30 April 2013



*Proposed by the Board of Directors.

NOK 34 billion of cash returned to shareholders the last 10 years



*As of 18 April 2013 and subject to approval of the proposed dividend at the General Meeting.

Building brands
for more than 175 years



Auditor's report for 2012

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 2012 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 2012 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.

Report on other legal and regulatory requirements

Opinion on the Board of Directors' report and the statement on corporate governance 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 statement on corporate governance concerning 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.

Statement from the Corporate Assembly

To the general meeting of Orkla ASA

The Corporate Assembly of Orkla ASA has received the Board of Directors' proposed annual report and financial statements for 2012 for Orkla ASA and the Group and recommends that the General Meeting approve the financial statements and the proposal of the Board of Directors for the allocation of profit for 2012.

Building brands
for more than 175 years



Item no 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

Building brands
for more than 175 years





The Board of Directors' statement of guidelines for the remuneration of the executive management

Orkla's Annual General Meeting

Oslo, 18 April 2013

Points

- | | |
|--|------------------|
| 1. Tasks of the Board, the General Meeting and the Corporate Assembly | Idar Kreutzer |
| 2. The Group's compensation policy | Stein Erik Hagen |
| 3. Advisor vote for the Board's guidelines for the upcoming financial year | Idar Kreutzer |
| 4. Approval of guidelines for share-based incentive programmes | Idar Kreutzer |

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 6 to the financial statements for Orkla ASA (p. 82) and published together with the notice for the General Meeting

The General Meeting and the Corporate Assembly

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

The Corporate Assembly's right to give a statement about the Board's guidelines

The Corporate Assembly may issue a statement to the General Meeting regarding the Board's guidelines, cf. the Public Limited Companies Act Section 6-37

Points

- | | |
|--|-------------------------|
| 1. Tasks of the Board, the General Meeting and the Corporate Assembly | Idar Kreutzer |
| 2. The Group's compensation policy | Stein Erik Hagen |
| 3. Advisor vote for the Board's guidelines for the upcoming financial year | Idar Kreutzer |
| 4. Approval of guidelines for share-based incentive programmes | Idar Kreutzer |

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 for key employees (currently share options)) shall have a potential above market median

Annual bonuses to senior executives

- Orkla has a system of annual bonuses that rewards improvement (operational excellence)
- Under this system, a "good performance" can result in an annual bonus of 30% of an employee's fixed pay, while the maximum bonus is 100%

Cash based Long Term Incentive Programme (LTI)

- 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.
- Formerly issued stock options remain in force, adjusted for dividends as 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

Points

- | | |
|---|----------------------|
| 1. Tasks of the Board, the General Meeting and the Corporate Assembly | Idar Kreutzer |
| 2. The Group's compensation policy | Stein Erik Hagen |
| 3. Advisor vote for the Board's guidelines for the upcoming financial year | Idar Kreutzer |
| 4. Approval of guidelines for share-based incentive programmes | Idar Kreutzer |

“The General Meeting endorses the Board of Directors’ guidelines for remuneration policy as described in note 6 (ii) of Orkla ASA’s financial statements”

Points

- | | |
|--|----------------------|
| 1. Tasks of the Board, the General Meeting and the Corporate Assembly | Idar Kreutzer |
| 2. The Group's compensation policy | Stein Erik Hagen |
| 3. Advisor vote for the Board's guidelines for the upcoming financial year | Idar Kreutzer |
| 4. Approval of guidelines for share-based incentive programmes | Idar Kreutzer |

“The General Meeting approves the proposal put forward by the Board of Directives for (i) Long Term Incentive plan, and (ii) discounted shares for employees as described in note 6 of Orkla ASA’s financial statements.”

Building brands
for more than 175 years



Briefing on 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 2012 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

Orkla's principles for Corporate Governance

- Shall clarify the roles of the shareholders, Board of Directors and management beyond what is required by legislation
- Shall provide the basis for long-term value creation, to the benefit of shareholders, employees and society at large.
- These principles must be viewed in conjunction with efforts to promote a sound corporate business culture
- Openness, transparency, accountability and equal treatment underpin confidence in the Orkla Group, both internally and externally.

The Board and the Group's work on Corporate Governance

- Integrated part of the decision-making process
- The principles for good corporate governance are annually assessed and discussed in the Board of Directors
 - The Statement has been discussed and approved in board meeting
- The main principles are integrated in the governing documents for the Group – *The Orkla Way*
- The main principles are the foundation for the work on Orkla's vision

Orkla in all material aspects in accordance with the Code

- Two minor deviations from the Code have been reported
- According to the Code section 6, all board members should be present at the general meeting
 - Members of the Board of Directors of Orkla are present at the general meeting, but generally not all board members have participated
- According to the Code section 14 the Board should establish guiding principles for how it will act in the event of a take-over bid
 - The Board has not found it appropriate to draw up any explicit basic principles for its conduct in the event of a take-over bid
 - The Board otherwise concurs with what is stated in the Code regarding take-over situations

Building brands
for more than 175 years



Item no 4:

**Change in Orkla's corporate democracy system
– proposal regarding amendments to the
Articles of Association and the Instructions for
the Nomination Committee**

The structure of Orkla's corporate democracy system



Proposal regarding amendments to the Articles of Association, shall enter into force at such time as is decided by the Board

- Articles 8, 9, 10, 11 and 17 are to be repealed, and 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.

Proposal regarding amendments to the Instruction to the Nomination Committee, shall enter into force at such time as is decided by the Board

- The heading changes to: "Instructions for the nomination committee of Orkla ASA, article 13 of the articles of association"
- 3.3, 4.3 and 7 to be removed. 4.4 and 4.5 becomes 4.3 and 4.4.
- 3 changes to:
"3. The tasks of the Nomination Committee
3.1 Recommendation to the General Meeting regarding
-election of shareholder-elected members and possible deputy members to the company's Board of Directors
-election of members to the Nomination Committee
-determination of the remuneration of the Board of Directors and the Nomination Committee
3.2 Recommendation regarding 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 Board of Directors)"
- 4.1 and 4.2 changes to:
"4.1 Recommendation regarding election of shareholder-elected members to the Nomination Committee.
The recommendation regarding election of members to 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 to 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 be a member of the Board of Directors. The recommendation may be submitted by all members of the Nomination Committee."
- 5, fourth, fifth and sixth section changes to:
"The committee obtains such information from the administration or the 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.

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.

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

Article 8, second paragraph changes to:

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

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

Building brands
for more than 175 years



Item no 5 - 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 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."

Building brands
for more than 175 years



Item no 6 - Minimum notice of an Extraordinary General Meeting

The Board of Directors proposes the following resolution:

"Until the Annual General Meeting in 2014, the Board of Directors may decide to convene an Extraordinary General Meeting on at least 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."

Building brands
for more than 175 years



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

Composition

Idar Kreutzer(leader)

Nils-Henrik Pettersson

Leiv Askvig

Olaug Svarva

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

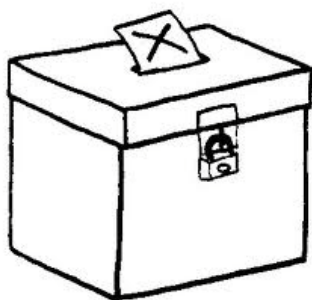
- The Instructions are available at www.orkla.com
- The Instructions set out further provisions regarding:
 - Composition and election
 - Shall consist of 2-5 members
 - Term: Up to two years
 - Remuneration
 - Determined by the General Meeting
 - The tasks of the Nomination Committee
 - Recommendation to the General Meeting
 - Recommendation to the Corporate Assembly
 - 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 2013

Five meetings held in 2012

Four meetings held so far in 2013



Examples of activities that have been carried out

Meeting with the Chair of the Board and the CEO

Been presented with and reviewed the Board's self-evaluation

Contacted the 20 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

Hired Russel Reynolds for assistance in identifying candidates

Recommendations to the General Meeting 18 April 2013, and the Corporate Assembly 21 May 2013

General Meeting

Election of shareholder-elected members and deputy members to the Corporate Assembly

Election of members and chair to the Nomination Committee

Stipulate compensation for the Corporate Assembly and the Nomination Committee

Corporate Assembly

Election of a chair and deputy chair of the Corporate Assembly

Election of a chair and deputy chair of the Board

Stipulate the Board of directors' fees

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

Item no 7 - Election of members and deputy members to the Corporate Assembly

Members (for a term of one year)

Re-election:

Johan H. Andresen jr.
Rune Bjerke
Marianne Blystad
Ann Kristin Brautaset
Idar Kreutzer
Nils-Henrik Pettersson
Nils Selte
Olaug Svarva
Terje Venold
Lars Windfeldt
Gunn Wærsted
Odd Gleditsch d.y.
Gunnar Rydning

New member:

Scilla Treschow Hokholt

Deputy members (for a term of one year)

Re-election:

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

(The number in brackets indicates the order in which they are to be summoned)

Item no 8 - Election of member to the Nomination Committee

Orkla's Nomination Committee consists of:

Idar Kreutzer (chair)

Olaug Svarva

Nils-Henrik Pettersson

Leiv Askvig

The following member of the Nomination Committee is up for election:

Nils-Henrik Pettersson

The Nomination Committee proposes re-election with a term of two years

Item no 9 - Approval of the Auditor's remuneration

- The proposed remuneration for the Auditor of Orkla ASA for 2012 is NOK 2,404,472
- The Corporate Assembly has in a meeting of 27 February 2013 endorsed the proposal

Building brands
for more than 175 years

