



Acquisition of Rieber & Søn ASA

20 August 2012



Orkla acquires Rieber & Søn ASA

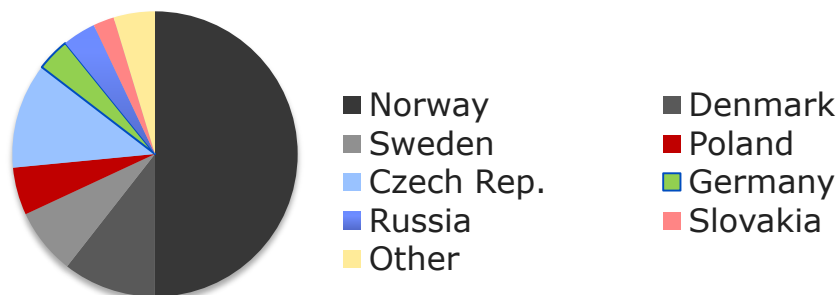
Strategic rationale

- In line with Orkla's strategy, an important step towards creating a focused branded consumer goods company
- Rieber & Søn has strong competences and leading market positions
 - Optimal match for Orkla
 - Complementary competences, product categories and production technologies
 - Local taste champion
- Will strengthen Orkla's position as the leading branded consumer goods company in the Nordic region



Rieber & Søn ASA – fact sheet

- Founded in 1839 and listed on the Oslo Stock Exchange
- Sales 2011: NOK 4 293 mill
 - 70% of sales in the Nordic region



- EBITDA (NOK mill.) 464 (2011) 642 (2010) 600 (2009)
- Number of employees: 2 900 (1 700 outside Norway)

Rieber & Søn ASA – fact sheet

- More than 80 percent of sales from #1 or #2 positions
- Main categories and market positions

SAUCES, SOUPS AND DRY READY TO MAKE

#1



BAKE MIXES AND DESSERTS

#1/2



SALADS AND DRESSINGS

#1/2



RICE, NOODLES AND ONION

#1



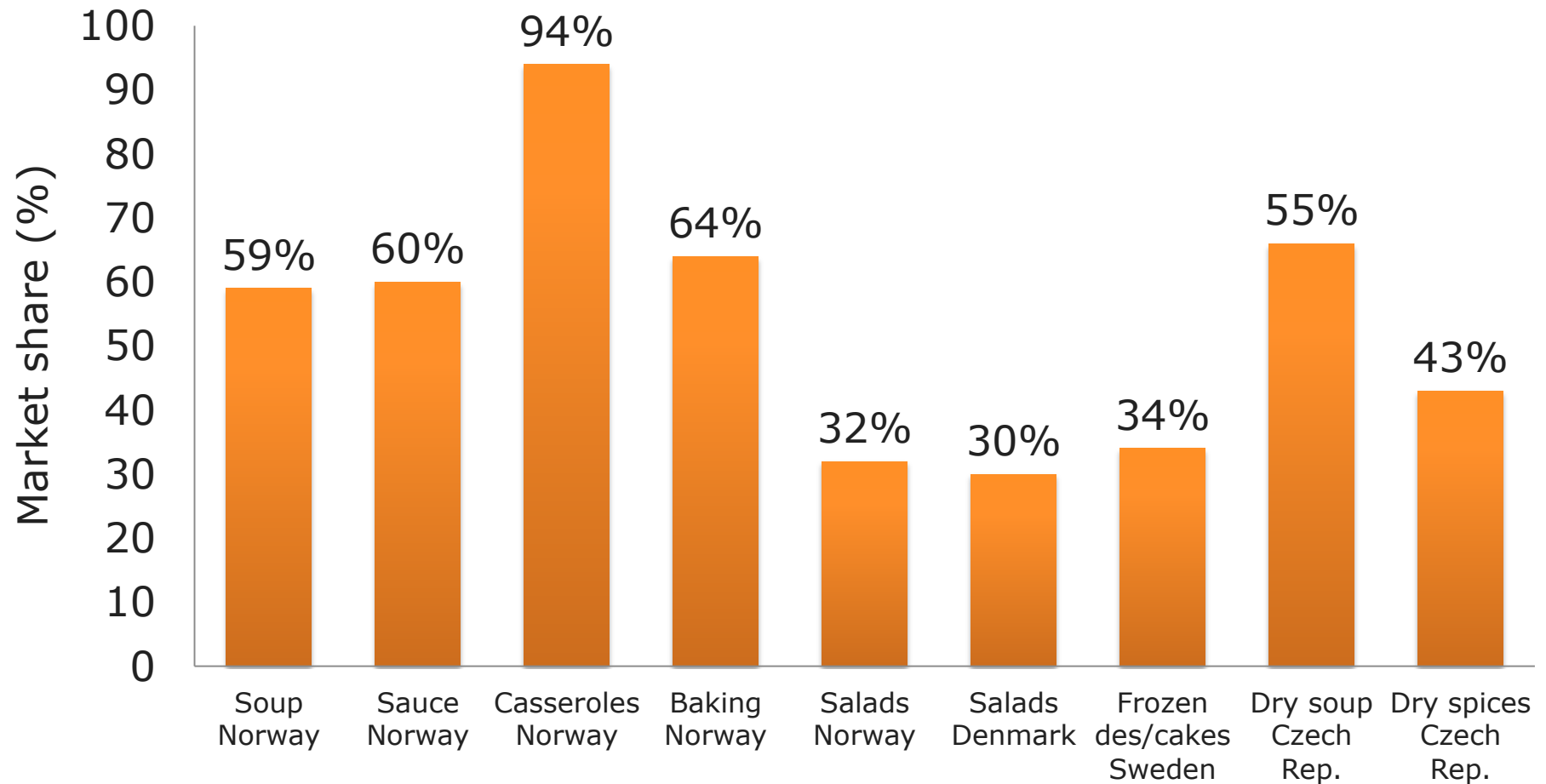
CHILLED READY-MADE MEALS

#2



Sources: Rieber & Søn ASA/AC Nielsen

Rieber & Søn is a well-established company, with strong market positions



Sources: Rieber & Søn ASA/AC Nielsen

The transaction

**Orkla ASA acquires 90.11% of the shares in Rieber & Søn ASA.
Outstanding shares will be subject to mandatory offer**

- Acquisition price per share: NOK 66.58
- Enterprise Value (EV): NOK 6.1 bill.
- EV/EBITDA (2011/2010) 13.1 9.5
- EV/Sales (2011/2010) 1.4 1.3
- Financed by existing, committed long-term credit facilities

Subject to approval from competition authorities in EU and Russia

Rieber & Søn will strengthen Orkla as a leading Nordic BCG company

- The combined business will secure substantial income and cost synergies
 - Growth opportunities from complementary competences within marketing, product development and production technology
 - Cost synergies in large parts of the value chain
 - E.g. raw materials, advertising and administrative support
- Entry into new markets and categories

Next steps

- Filing with competition authorities
- Closing of transaction (expected by the end of Q1- 2013)
- Mandatory offer to minority shareholders
- Delisting of Rieber & Søn ASA from OSE