

Orkla ASA - Appendix to the recommendation of the Nomination Committee:

At its meeting on 22 April 2010, the General Meeting of Orkla ASA adopted special guidelines for the Nomination Committee. Point 4.4 of the guidelines reads as follows:

“The recommendation regarding the 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 these guidelines, the Nomination Committee is of the opinion that the overall composition of the Board of Directors of Orkla ASA should, among other things, reflect the following criteria:

- International experience
- Insight into the industries in which Orkla operates
- Broad social experience
- Experience of management and Board service in large companies
- Background in technology-driven industrial activities and IT
- Strong personal and professional qualifications, high integrity
- Ability to make decisions
- Good relationship builders and communicators, ability to work as a team

In its assessment, the Nomination Committee attaches considerable importance to maintaining continuity in the Board of Directors but also to ensuring a continuous renewal. It is important to have a strong, active Board, while ensuring that tasks are divided appropriately and effectively between the Board and the company’s administration.