

To the General Meeting of Orkla ASA

ELECTION OF MEMBERS AND DEPUTY MEMBERS TO THE CORPORATE ASSEMBLY

1. Introduction

The Nomination Committee has considered the composition of the Corporate Assembly and its deputy members at several meetings. The Nomination Committee has contacted major shareholders for suggestions or comments in connection with the coming elections, and has spoken with representatives of several shareholders. Information on the way shareholders may submit comments and suggestions to the Nomination Committee has been available on the company's website.

The response received from shareholders is that the composition of the Corporate Assembly should largely reflect the composition of the shareholder body. In connection with the coming elections, the Nomination Committee has considered it desirable to ensure continuity among the members of the Corporate Assembly.

Further grounds for the recommendation of the Nomination Committee will be provided at the Annual General Meeting.

2. The Corporate Assembly

2.1 Members

At Orkla's Annual General Meeting in spring 2009, all of the members of the Corporate Assembly were elected for a term of one year, and consequently the following persons are up for election:

	<u>Elected in:</u>
Johan H. Andresen jr	(2001)
Idar Kreutzer	(2003)
Knut Brundtland	(2007)
Rune Bjerke	(2007)
Kjetil Houg	(2007)
Nils-Henrik Pettersson	(2003)
Gunn Wærsted	(deputy 2001-03, member 2003)
Lars Windfeldt	(2006)
Anne Gudfin	(2006)
Olaug Svarva	(deputy 1995-01, member 2006)
Dag Mejdell	(2006)
Marianne Blystad	(2006)
Nils Selte	(2008)
Terje Venold	(deputy 2001-09, member 2009)

Anne Gudfin has informed the Nomination Committee that she will not stand for re-election.

The Nomination Committee recommends that the following persons be re-elected:

No. of shares owned personally/company affiliation and shareholding
at 31.12.2009

Johan H. Andresen jr	(0)/Ferd AS (4,500,000)
Idar Kreutzer	(0)/Storebrand (3,974,667)
Knut Brundtland	(0)
Rune Bjerke	(0)/DNB NOR (38,637,716)
Kjetil Houg	(600)/Oslo Pensjonsforsikring (4,000,000)
Nils-Henrik Pettersson	(80)/Law firm of Schjødt AS (0)
Gunn Wærsted	(0)/Nordea (960,153)
Lars Windfeldt	(126,265)
Olaug Svarva	(0)/Folketrygdfondet (110,900,010)
Dag Mejdell	(13,450)/Posten Norge AS (0)
Marianne Blystad	(0)/Law firm of Ro Sommernes DA (0)
Nils Selte	(52,000)/Canica-group (238,342,000) ¹
Terje Venold	(1,000)/Veidekke ASA (0)

¹ Incl. shares owned by related parties

The Nomination Committee further recommends that the following person be elected as a new member of the Corporate Assembly:

Claus R. Flinder (0)/Simonsen Advokatfirma DA (0)

Claus R. Flinder has been proposed by Franklin Mutual. Further information regarding Mr Flinder may be found as an appendix to this recommendation.

Under section 8, fourth paragraph, of the Articles of Association, the term of election may be set at up to two years. The Nomination Committee is of the opinion that an annual assessment of the overall composition of the Corporate Assembly will ensure somewhat greater flexibility, and therefore proposes that the term of election be set, as last year, at one year, i.e. until the Annual General Meeting in 2011.

2.2 Deputy members

At Orkla's Annual General Meeting in spring 2009, all of the deputy members were elected for a term of one year, and consequently the following persons are up for election (the number in brackets indicates the order in which they are to be summoned):

Elected in:

Ann Kristin Brautaset (1)	(2006)
Anne Birgitte Fossum (2)	(2003)
Scilla Treschow Hokholt (3)	(2003)
Benedikte Bjørn (4)	(2006)
Andreas Enger (5)	(2007)
Mimi K. Berdal (6)	(2009)

The Nomination Committee recommends that all of the deputy members be re-elected:

<u>No. of shares owned personally/company affiliation and shareholding at 31.12.2009</u>	
Ann Kristin Brautaset	(0)/Folketrygdfondet (110,900,010)
Anne Birgitte Fossum	(6,500)/Foinco (0)
Scilla Treschow Hokholt	(73,065) ¹
Benedikte Bjørn	(0)/Statoil ASA (4,333,840)
Andreas Enger	(4,000)
Mimi K. Berdal	(0)

¹ Incl. shares owned by related parties

Pursuant to section 8, fourth paragraph, of the Articles of Association, the term of election may be set at up to two years. As stated above, the Nomination Committee is of the opinion that an annual assessment of the overall composition of the Corporate Assembly will ensure somewhat greater flexibility, and therefore proposes that the term of election be set at one year, i.e. until the Annual General Meeting in 2011.

The Nomination Committee proposes to maintain the order in which the deputy members will be summoned to attend meetings in the event of the inability of a member to attend, as follows:

Ann Kristin Brautaset	(1)
Anne Birgitte Fossum	(2)
Scilla Treschow Hokholt	(3)
Benedikte Bjørn	(4)
Andreas Enger	(5)
Mimi K. Berdal	(6)

Oslo, 18 March 2010

Knut Brundtland

Idar Kreutzer

Nils-Henrik Pettersson

Leiv Askvig

Olaug Svarva

Appendix.

APPENDIX TO THE RECOMMENDATION:

Flinder, Claus R. (born in 1956)

Education:

1986 Degree in Law

Career:

1996 - Partner, Simonsen Advokatfirma
1994-96 Lawyer, Simonsen Musæus Advokatfirma DA
1993-94 Lawyer, Aakvaag & Co
1989-93 Lawyer, DnC / DnB
1987-88 Police Intendant
1986-87 Ministry of Finance, Department of Petroleum Taxation

Elected offices:

2010 –	Gasolin,	member of the Board of Directors
2010 –	Gasolin Eiendom AS	member of the Board of Directors
2010 –	Gasolin Holding AS	member of the Board of Directors
2009 –	Kongholm Invest AS	member of the Board of Directors
2009 –	Kongholm Invest KS	member of the Board of Directors
2007 –	Asker Trelast AS	member of the Board of Directors
2007 –	Byggkjøp Vøyenenga AS	member of the Board of Directors
2007 –	Tele & Data AS	chairman of the Board of Directors
2007 –	Tveten Holding AS	chairman of the Board of Directors
2004 –	Allfarveg AS	member of the Board of Directors
2002 –	Star Forsikring, under public administration,	deputy member of the Board

To the General Meeting of Orkla ASA

ELECTION OF MEMBERS TO THE NOMINATION COMMITTEE

Pursuant to Article 18 of its Articles of Association, Orkla has a Nomination Committee that is charged with submitting recommendations to the General Meeting regarding its election of members to the Corporate Assembly, recommendations to the shareholder-elected members of the Corporate Assembly regarding their election of members to the Board of Directors, and recommendations to the Corporate Assembly regarding its election of the Chair of the Board. In connection with the preparation of recommendations regarding the election of the Board Chair, the Nomination Committee is supplemented by one representative designated by the employee-elected members of the Corporate Assembly.

The following members are up for election:

	<u>Elected as from:</u>
Olaug Svarva	(member 2006) (Folketrygdfondet)
Idar Kreutzer	(member 2004 (2003 in earlier Nomination Committee for the Board of Directors)) (Storebrand)
Leiv Askvig	(member 2005) (Franklin Mutual)

When the Nomination Committee contacted the largest shareholders, it also requested suggestions and comments in connection with the election of members to the Nomination Committee. Information as to how shareholders can submit suggestions regarding the composition of the Nomination Committee has been available on Orkla's website.

The undersigned, who are members of the Nomination Committee, are not up for election this year.

The undersigned recommend that Olaug Svarva, Idar Kreutzer and Leiv Askvig be re-elected as members of the Nomination Committee.

Pursuant to Article 18, first paragraph, of Orkla's Articles of Association, it is proposed that the term of election be set at two years, i.e. until the Annual General Meeting in 2012.

Oslo, 18 March 2010

Knut Brundtland

Nils-Henrik Pettersson

To the General Meeting of Orkla ASA

REMUNERATION

1. Remuneration of members and deputy members of the Corporate Assembly

The fee rates for members of the Corporate Assembly were last adjusted in 2007 as follows:

Chair	NOK 120,000 per year, plus meeting attendance fee
Deputy Chair	NOK 30,000 per year, plus meeting attendance fee
Member/deputy member	NOK 6,000 per meeting attended

These rates have traditionally been raised every third year. Consequently, the Nomination Committee proposes to adjust the rates slightly to:

Chair	NOK 130,000 per year, plus meeting attendance fee
Deputy Chair	NOK 32,500 per year, plus meeting attendance fee
Member/Deputy member	NOK 6,500 per meeting attended

It is proposed that these rates shall apply until new rates are adopted.

2. Remuneration of members of the Nomination Committee

The fee rates for the Nomination Committee were adjusted in 2007 as follows:

Chair	NOK 6,000 per meeting
Member	NOK 4,000 per meeting

Consequently, the Nomination Committee proposes to adjust the rates slightly to:

Chair	NOK 6,500 per meeting
Member	NOK 4,500 per meeting

It is proposed that these rates shall apply until new rates are adopted.

Oslo, 18 March 2010

Knut Brundtland

Idar Kreutzer

Nils-Henrik Pettersson

Leiv Askvig

Olaug Svarva