

---

# ORKLA ASA

## NOTICE OF ANNUAL GENERAL MEETING

---

The Annual General Meeting of Orkla ASA will be held at Gamle Logen, Grev Wedels plass 2, 0151 Oslo, on **Thursday, 24 April 2008 at 3 p.m.**

The agenda is as follows:

- 1. Approval of the financial statements for 2007 for Orkla ASA and the Orkla Group and the annual report of the Board of Directors, including approval of a share dividend for 2007 of NOK 2.25 per share, except for shares owned by the Group**
- 2. Reduction of capital through the redemption of the company's own shares**

As of 31 December 2007, Orkla ASA owned a total of 12,037,390 Orkla ASA shares. The company acquired 7,500,000 Orkla ASA shares in 2007. The Board proposes to reduce the company's share capital by redeeming (cancelling) 7,500,000 shares owned by Orkla ASA in accordance with the rules laid down in the Public Limited Liability Companies Act. The Board has found it expedient to retain approximately 4,500,000 shares in Orkla ASA's ownership in order to be able to fulfil its obligations under the current incentive system and employee share purchase programme.

The capital reduction will not entail any disbursements by the company. The amount by which the share capital will be reduced will be used to cancel the company's own shares. The auditor has confirmed that the company's tied-up equity will be fully covered after the capital reduction.

The Board of Directors proposes that the General Meeting adopt the following resolution:

"The General Meeting of Orkla ASA resolves to reduce share capital by NOK 9,375,000 from NOK 1,295,538,712.50 to NOK 1,286,163,712.50 by redeeming (cancelling) 7,500,000 shares owned by Orkla ASA. The number of shares in the company will be reduced from 1,036,430,970 to 1,028,930,970. The amount by which the share capital is reduced will be used to cancel Orkla ASA shares owned by the company."

Reducing share capital through the redemption of shares will necessitate a corresponding amendment to Article 1, first sentence, of the Articles of Association, which will then read:

"Orkla ASA is a public limited company with share capital of NOK 1,286,163,712.50 divided between 1,028,930,970 fully paid up shares, each with a par value of NOK 1.25."

- 3. Authorisation to acquire the company's own shares**

At the Annual General Meeting on 19 April 2007, the Board of Directors was authorised to acquire shares in Orkla ASA until the Annual General Meeting in 2008.

The Board of Directors proposes that this authorisation be renewed.

Authorisation to acquire the company's own shares was granted for the first time at the Annual General Meeting on 7 May 1998 and has been renewed each year. In accordance with this authorisation, the company has acquired 69,737,630 shares in Orkla ASA since 7 May 1998 and up to 31 December 2007.

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 Liability Companies Act to acquire the company's own shares up to a maximum value of 10 % of share capital. Shares acquired pursuant to this authorisation must be cancelled or used for employee incentive programmes, cf. item 5 of the agenda.

The Board of Directors proposes the following resolution, cf. section 9-4 of the Public Limited Liability Companies Act:

"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 Orkla ASA 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 25 and no more than NOK 150. The Board of Directors shall have a free hand with respect to methods of acquisition and disposal of Orkla ASA shares. This authorisation shall apply from 25 April 2008 until the date of the Annual General Meeting in 2009."

- 4. Authorisation for the Board of Directors to increase share capital through the subscription of new shares**

At the Annual General Meeting on 19 April 2007, the authorisation granted to the Board of Directors to increase share capital by up to NOK 90,000,000 through the subscription of new shares was renewed. The authorisation applies until the Annual General Meeting in 2008.

The Board of Directors proposes that the authorisation be renewed.

Such authorisation has regularly been granted by previous General Meetings. The reason for this proposal is, as before, that the authorisation will simplify procedures if it should prove desirable to further develop the Group's core businesses by acquiring companies in return for consideration in the form of subscription of new shares or by otherwise increasing share capital by means of private placings.

The Board of Directors proposes the following resolution, cf. sections 10-14 to 10-19 of the Public Limited Liability Companies Act:

"The Board of Directors is authorised to increase share capital through the subscription of new shares with an aggregate nominal value of up to NOK 90,000,000, divided between a maximum of

---

72,000,000 shares, each with a nominal value of NOK 1.25. This authorisation may be used for one or more share issues.

The Board of Directors may decide to deviate from the pre-emptive right of shareholders to subscribe for shares pursuant to section 10-4 of the Public Limited Liability Companies Act.

The Board of Directors may decide that payment for the shares shall be effected in assets other than cash, or the right to subject the company to special obligations pursuant to section 10-2 of the Public Limited Liability Companies Act. If payment is made in assets other than cash, the Board may decide that such assets shall be transferred to a subsidiary in return for a corresponding settlement between the subsidiary and Orkla ASA.

The authorisation also applies to decisions to merge pursuant to section 13-5 of the Public Limited Liability Companies Act.

This authorisation shall apply from 25 April 2008 until the date of the Annual General Meeting in 2009."

## **5. Orkla's terms and conditions policy, remuneration of executive management and the Group's incentive programmes**

- 5.1 Explanation of Orkla's terms and conditions policy and the Board of Directors' statement of guidelines for the pay and other remuneration of the executive management
- 5.2 Advisory vote on the Board of Directors' guidelines for the remuneration of the executive management for the coming financial year
- 5.3 Approval of guidelines for share-related incentive arrangements for the coming financial year

## **6. Election of members and deputy members to the Corporate Assembly**

The recommendation of 25 March 2008 is attached herewith.

## **7. Election of members to the Nomination Committee**

The recommendation of 25 March 2008 is attached herewith.

## **8. Approval of the Auditor's remuneration**

Pursuant to Article 17 of the Articles of Association, the Annual General Meeting will be opened and chaired by the Chairman of the Corporate Assembly.

Shareholders are entitled to participate in the Annual General Meeting, either in person or by proxy, of their own choice. Notice of attendance must be received no later than 3.00 p.m. on 21 April 2007. Notice of

attendance may be given electronically through Orkla's website [www.orkla.com](http://www.orkla.com) or VPS Investor Services, or by completing and sending the attendance form to DnB Nor Bank ASA, Securities Service.

Shareholders who wish to be represented and vote at the Annual General Meeting by proxy may send the proxy form electronically through Orkla's website [www.orkla.com](http://www.orkla.com) or VPS Investor Services, or to DnB Nor Bank ASA, Securities Service, within the time limit stated above. Proxy forms may also be brought to the Annual 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.

Attendance and proxy forms are enclosed.

The company has issued 1,036,430,970 shares. Each share carries one vote at the Annual General Meeting, but no voting right may be exercised for shares belonging to the Group. 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.

Shareholders are entitled to submit items of business for consideration at the Annual General Meeting provided the items have been submitted to the Board of Directors in writing early enough to be included in the notice of the Annual General Meeting, or been submitted at least two weeks prior to the Annual General Meeting so that a new notice may be sent out. As a rule, the General Meeting may not consider any matters other than those specified in the notice of the meeting. Proposals of candidates for election to the Corporate Assembly and/or the Nomination Committee may also be submitted during the Annual General Meeting.

The shares will be quoted exclusive of the dividend on 25 April 2008.

Subject to the decision of the General Meeting regarding the share dividend, the dividend will be paid on 7 May 2008 to shareholders of record as of the date of the Annual General Meeting. 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 in respect of the Norwegian Central Securities Depository.

The notice of the Annual General Meeting and other documents relating to items of business may be found at [www.orkla.com](http://www.orkla.com).

Oslo, 27 March 2008

Knut Brundtland  
Chairman of the Corporate Assembly

---

## APPENDIX TO ITEM 6 ON THE AGENDA

---

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 three meetings. The Nomination Committee has contacted the 20 largest shareholders to ask for suggestions or comments in connection with the upcoming elections, and has also had discussions with representatives of several shareholders. Information on how shareholders may submit suggestions to the Nomination Committee has been available on Orkla's website.

In connection with the upcoming election, the Nomination Committee has considered it desirable to ensure as much continuity as possible among Corporate Assembly members.

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

#### 2. The Corporate Assembly

##### 2.1 Members

At Orkla's General Meeting in spring 2006, the following members of the Corporate Assembly were elected for a term of two years.

Elected in:

Nils-Henrik Pettersson	(2003)
Gunn Wærsted	(2003)
Lars Windfeldt	(2006)
Anne Gudfin	(2006)
Olaug Svarva	(2006)
Dag Mejdell	(2006)
Marianne Blystad	(2006)

These members are now up for re-election.

Peter Ruzicka has stepped down as member of the Corporate Assembly due to his being elected deputy member of the Board of Directors.

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

No. of shares owned personally/company affiliation and shareholding as of 31 December 2007:

Nils-Henrik Pettersson	(80) / (0)
Gunn Wærsted	(0) / (0)
Lars Windfeldt	(1,265) / (0)
Anne Gudfin	(0) / (71,833,278 Franklin Tempelton Investments)
Olaug Svarva	(0) / (103,966,210 Folketrygdfondet)
Dag Mejdell	(10,050) / (0)
Marianne Blystad*	(0) / (0)

\*As of 31 December 2007 Spencer Trading Inc., a company controlled by the Blystad family, owned 200,000 shares in Orkla ASA

---

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

No. of shares owned personally/company affiliation and shareholding as of 31 December 2007

Nils Selte (51,000) / (Canica AS 238,342,000)

Further information regarding Nils Selte is appended to this recommendation.

Pursuant to Article 8, fourth paragraph, of the Articles of Association, the term of office may be fixed for up to two years at a time. 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 office be fixed at one year, i.e. until the Annual General Meeting in 2009.

## 2.2 Deputy members

At Orkla's Annual General Meeting in spring 2006, the following deputy members were elected for a term of two years (the order in which they are convened is shown in brackets):

No. of shares personally owned/company affiliation and shareholding as of 31 December 2007

Benedikte Bjørn (0) / (3,407,268 StatoilHydro ASA)

Ann Kristin Brautaset (5) (0) / (103,966,210 Folketrygdfondet)

The Nomination Committee recommends that these members be re-elected.

Pursuant to Article 8, fourth paragraph, of the Articles of Association, the term of office may be fixed for up to two years at a time. 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 office be fixed at one year – i.e. until the Annual General Meeting in 2009.

The Nomination Committee further recommends that the order in which deputy members are convened in the event of the inability of a Board member to attend a meeting should be adjusted so that Ann Kristin Brautaset is convened as deputy member no. 2. This therefore means that deputy members are to be convened in the following order:

Terje Venold	(1)
Ann Kristin Brautaset	(2)
Anne Birgitte Fossum	(3)
Scilla Treschow Hokholt	(4)
Benedikte Bjørn	(5)
Andreas Enger	(6)

Oslo, 25 March 2008

---

Knut Brundtland

---

Idar Kreutzer

---

Elisabeth Grieg

---

Leiv Askvig

---

Olaug Svarva

## APPENDIX TO THE RECOMMENDATION OF THE NOMINATION COMMITTEE

---

Information regarding the new member of the Corporate Assembly:

**Nils K. Selte**

Proposed by Canica.

Education:

- Master of Business and Economics (Siviløkonom), Norwegian School of Management (Handelshøyskolen BI). 1991

Work Experience:

- Canica AS, CFO, 2005 –
- Canica AS, CEO, 2001 – 2005
- ICA Ahold AB (ICA AB), SVP Finance/Group Treasurer, 1999 – 2001
- Hakon Gruppen AS, SVP Finance/Group Treasurer, 1998 – 1999
- Hakon Gruppen AS, Finance Manager, 1996 - 1998
- LIVI Norge AS, Finance Manager, 1994 - 1996
- Riksrevisjonen, Consultant, 1991 - 1994

Board Experience:

- Chairman Steen & Strøm ASA, 2001 – 2006
- Board Member Gresvig ASA, 2003 – 2004
- Board Member ICA AB, 2004
- Board Member Reiten & Co. Private Equity V AS, 2002 – 2005
- Board Member Oslo Areal ASA, 2004 – 2005
- Board Member several group companies Canica

---

## APPENDIX TO ITEM 7 ON THE AGENDA

---

To the General Meeting of Orkla ASA

### ELECTION OF MEMBERS TO THE NOMINATION COMMITTEE

Orkla has a Nomination Committee which, in accordance with Article 18 of the Articles of Association, submits proposals to the General Meeting regarding the latter's election of members of the Corporate Assembly, proposals to the shareholder-elected members of the Corporate Assembly regarding their election of members to the Board of Directors and proposals to the Corporate Assembly regarding its election of the Chairman of the Board. When preparing the proposal relating to the election of the Board Chairman, the Nomination Committee is supplemented by a representative designated by the employee-elected members of the Corporate Assembly.

The following four members of the Nomination Committee are up for re-election:

	<u>Elected in</u>
Elisabeth Grieg	(2002 (2001 to a prior Nomination Committee for the Board of Directors))
Idar Kreutzer	(2004 (2003 to a prior Nomination Committee for the Board of Directors))
Leiv Askvig	(2005)
Olaug Svarva	(2006)

When the Nomination Committee contacted the 20 largest shareholders, it also requested suggestions or comments in connection with the election of members to the Nomination Committee. Information on how shareholders can submit suggestions as regards the composition of the Nomination Committee has been available on Orkla's website.

The undersigned, who is a member and chairman of the Nomination Committee, is not up for election this year. The undersigned recommends that Elisabeth Grieg, Idar Kreutzer, Leiv Askvig and Olaug Svarva be re-elected.

Pursuant to Article 18, first paragraph, of the Articles of Association, it is proposed that the term of office be fixed at two years, i.e. until the Annual General Meeting in 2010.

Oslo, 25 March 2008

---

Knut Brundtland