

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 four meetings. The Nomination Committee has contacted the 20 largest 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.

In connection with the coming elections, the Nomination Committee has considered it desirable to ensure the greatest possible degree of 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 2007, the following members of the Corporate Assembly were elected for a term of two years:

	<u>Elected from:</u>
Elisabeth Grieg	(2001)
Johan H. Andresen jr	(2001)
Idar Kreutzer	(2003)
Knut Brundtland	(2007)
Rune Bjerke	(2007)
Kjetil Houg	(2007)

At Orkla's Annual General Meeting in spring 2008, the following members of the Corporate Assembly were elected for a term of one year:

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)

Consequently, all the members are now up for election.

Elisabeth Grieg 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 31.12.2008

Johan H. Andresen jr	(0)/Ferd AS (3,266,500)
Idar Kreutzer	(0)/Storebrand (1,941,175)
Knut Brundtland	(0)
Rune Bjerke	(0)/DnB NOR (27,129,164)
Kjetil Houg	(600)/Oslo Pensjonsforsikring (8,500,000)
Nils-Henrik Pettersson	(80)/Advokatfirma Schjødt AS (0)
Gunn Wærsted	(0)/Nordea (6,392,818)
Lars Windfeldt	(126,265)
Anne Gudefin	(0)/Franklin Templeton Investments (86,438,738)
Olaug Svarva	(0)/Folketrygdfondet (121,313,110)
Dag Mejdell	(13,450)/Posten Norge AS (0)
Marianne Blystad	(0)/Advokatfirmaet Ro Sommernes DA (0)
Nils Selte	(51,000)/Canicasystemet (238,342,000) ¹

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:

Terje Venold	(1,000)
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Further information regarding Mr Venold may be found in the attachment to this recommendation.

Pursuant to 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 2010.

2.2 Deputy members

At Orkla's Annual General Meeting in spring 2007, the following deputy members were elected for a term of two years (the number in brackets indicates the order in which they are to be summoned):

Elected from

Terje Venold (1)	(2001)
Anne Birgitte Fossum (3)	(2003)
Scilla Treschow Hokholt (4)	(2003)
Andreas Enger (6)	(2007)

At Orkla's Annual General Meeting in spring 2008, the following deputy members were elected for a term of one year (the number in brackets indicates the order in which they are to be summoned):

Ann Kristin Brautaset (2) (2006)
Benedikte Bjørn (5) (2006)

Consequently, all the deputy members are now up for election.

The Nomination Committee has recommended that Terje Venold be elected as member of the Corporate Assembly.

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

	<u>No. of shares owned personally/company affiliation and shareholding at 31.12.2008</u>
Ann Kristin Brautaset	(0)/Folketrygdfondet (121,313,110)
Anne Birgitte Fossum	(6,500)/Foinco (0)
Scilla Treschow Hokholt	(71,965)
Benedikte Bjørn	(0)/StatoilHydro ASA (4,655,950)
Andreas Enger	(5,000)

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

Mimi K. Berdal (0)

Further information regarding Ms Berdal may be found in the attachment to this recommendation.

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 2010.

In view of the fact that Mr Venold has been recommended for election as member of the Corporate Assembly, 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, 27 March 2009

Knut Brundtland

Idar Kreutzer

Elisabeth Grieg

Leiv Askvig

Olaug Svarva

Appendix

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 Chair of the Board, the Nomination Committee is supplemented by one representative designated by the employee-elected members of the Corporate Assembly.

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

	<u>Elected from:</u>
Knut Brundtland	(2007)

Furthermore, Elisabeth Grieg has stated that, since she is not standing for re-election as member of the Corporate Assembly, she will also resign as member of the Nomination Committee.

When the Nomination Committee contacted the 20 largest shareholders, it also requested suggestions and comments in connection with the election of members to the Nomination Committee. Information as to how shareholders may 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 Knut Brundtland be re-elected as member and chair of the Nomination Committee.

The undersigned also recommend that Nils-Henrik Pettersson be elected as new member of the Nomination Committee. Nils-Henrik Pettersson has been nominated by Canica AS. Pettersson owns 80 shares in Orkla ASA.

Further information regarding Nils-Henrik Pettersson may be found in the attachment to this recommendation.

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 2011.

Oslo, 27 March 2009

Olaug Svarva

Idar Kreutzer

Leiv Askvig