

# To the shareholders of Fred. Olsen Energy ASA

## Notice of Annual General Meeting

The Annual General Meeting in Fred. Olsen Energy ASA will be held on Tuesday 27th May 2014 at 14.00 pm. in the Company's offices at Fred. Olsensgt. 2, Oslo.

## Agenda:

1. Opening of the Annual General Meeting by the Chairman of the Board.
2. Election of Chairman for the meeting and one shareholder to sign the minutes together with the Chairman of the meeting and approval of the Notice of the Meeting and the Agenda.
3. Directors' Report and the annual accounts for 2013 for Fred. Olsen Energy ASA parent company and consolidated, hereunder the Board of Directors' proposal on dividend.

It is suggested that an ordinary dividend of NOK 10 per share and an extraordinary dividend of NOK 10 per share is distributed to the shareholders of the Company as of the date of the Annual General Meeting. Subject to the Annual General Meeting resolving the proposed distribution of dividend, the Company's shares will be traded ex. dividend from and including 28th May 2014, and it is expected that the payment date of dividend will be on or about 20th June 2014.

## 4. Authorization for the Board of Directors to increase the share capital of the Company

The current authority with the Board to increase the share capital by 6,669,422 shares will expire at this year's Annual General Meeting. The Board proposes to the Annual General Meeting that a new authorization to increase the share capital is given to the Board. The Company may need additional equity in order to strengthen its business within the offshore segment. An increase in the share capital may be brought about either by issuing new shares or by raising loans with rights to subscribe for new shares or a combination of these means, however only in such a way that the aggregated number of new shares will not exceed 6,669,422 shares (10 % of total number of issued shares).

The Board proposes to the Annual General Meeting to pass resolutions on the following authorities:

1. Increase of the share capital by issuing new shares
  - a) The Board is authorized to increase the share capital by up to NOK 133,388,440 divided at 6,669,422 shares, each share with a nominal value of NOK 20.
  - b) Issue price and other subscription terms to be decided by the Board.
  - c) The authority comprises share capital increases against other assets than cash, including decision on merger, and/or acquisition of other companies.
  - d) The authority will expire at the next Annual General Meeting.
  - e) The shareholders' pre-emption rights may be waived, in whole or partly.
  - f) Following any changes in the Company's share capital or number of shares as a consequence of share split, bonus issue etc., the authorization shall be deemed adjusted accordingly.
  - g) § 4 of the Company's Articles of Association to be adjusted in connection and in accordance with the share capital increase.
2. Increase of the share capital by raising loans with the right to subscribe for new shares
  - a) The Board is authorized to raise loans up to NOK 2,500,000,000 with rights to subscribe for new shares.
  - b) The Board is authorized to increase the share capital by up to NOK 133,388,440 divided at 6,669,422 shares, each with a nominal value of NOK 20.
  - c) Issue price and other subscription terms to be decided by the Board.
  - d) The authority expires at the next Annual General Meeting.
  - e) The shareholders' pre-emption right may be waived, in whole or partly.
  - f) Following any changes in the Company's share capital or number of shares as a consequence of share split, bonus issue etc., the authorization shall be deemed adjusted accordingly.
  - g) § 4 of the Company's Articles of Association to be adjusted in connection and in accordance with the share capital increase.

**5. Authorization for the Board of Directors to purchase the Company's own shares ("Treasury shares")**

The Board of Directors proposes to the Annual General Meeting that an authorization is given to the Board to purchase own shares in the Company. The reason for the proposal is to give the Board the financial flexibility it represents to purchase own shares limited to 10% of the share capital pursuant to Sections 9-2 onwards of the Public Limited Companies Act.

The Board's proposal to the Annual General Meeting is as follows:

- a) The Board is authorized to acquire up to 6,669,422 shares in the Company, each share with a nominal value of NOK 20.
- b) The purchase price per share shall not be lower than NOK 20 and not higher than NOK 600.
- c) The number of own shares shall not at any time exceed 10% of the total shares issued by the Company.
- d) The Board is authorized to decide the form of purchase of the shares and also the form of any sales of such shares.
- e) The authority expires at the next Annual General Meeting.

**6. Statement by the Board of Directors on the remuneration of the senior management**

The statement by the Board of Directors, in accordance with Section 6-16a of the Public Limited Companies Act, is enclosed to this notice as Appendix 1.

**7. Stipulation of Board of Directors' fees**

**8. Stipulation of Auditor's fee.**

**9. Election of Board of Directors.**

The Board of Directors are elected for a two-year period. One of the present Board members is up for election, Øivin Fjeldstad. Stephen Knudtzon is up for election as Deputy Board Director.

The summons and registration form are distributed to all shareholders according to the address list in the Norwegian Registry of Securities (VPS), at least 21 days before the Annual General Meeting. The Annual Report for 2013 is available on [www.fredolsen-energy.com](http://www.fredolsen-energy.com), or can be sent upon request (contact [svs@fredolsen.no](mailto:svs@fredolsen.no)).

Oslo, 6th May 2014  
The Board of Directors of Fred. Olsen Energy ASA

## Appendix 1 to Agenda item 6

The Board of Directors' statement on salary and other remuneration of the Company's senior management, cf. Public Limited Liability Companies Act § 16-6a, is placed before the Annual General Meeting for advisory approval.

The statement is as follows:

### **Fred. Olsen Energy ASA - STATEMENT BY THE BOARD OF DIRECTORS ON SALARY AND OTHER REMUNERATION FOR LEADING PERSONNEL**

#### **Statement by the Board**

The Board of Directors of Fred. Olsen Energy ASA will present the following statement on salary and other remuneration for leading personnel to the 2014 Annual General Meeting in accordance with the Public Limited Liability Companies Act § 6-16a:

#### **Compensation Committee**

The Board of Directors of Fred. Olsen Energy ASA has a Compensation Committee comprising the Chairman of the Board and three Directors, of which two are independent of the main shareholders. The Compensation Committee considers and recommends to the Board salary and benefits for the Chief Executive Officer and leading personnel as well as management incentive schemes for the Group. The leading personnel consists of the Group management (Chief Executive Officer and Chief Financial Officer of Fred. Olsen Energy ASA) and the Managing Directors in the subsidiaries, a total of 6 employees.

#### **Guidelines for determining the salary and other remuneration of Fred. Olsen Energy ASA's leading personnel**

The policy of Fred. Olsen Energy ASA is to offer competitive salaries and benefits to the leading personnel in order to attract qualified management within the Company's business segments. The Company seeks to apply competitive and motivating remuneration principles to attract, develop and retain highly qualified employees. The salaries paid to the leading personnel are determined on the basis of the responsibility and complexity of the appointment in question. A part of the remuneration to the leading personnel is based on the Company's financial performance, related to achieved budget goals and the increase in market value of the shares of the Company. In addition to fixed salary, the leading personnel of Fred. Olsen Energy ASA receives other remuneration by way of potential annual cash bonuses, participation in the Group's pension scheme, benefits in kind in the form of newspapers, telephone, and company car and other employee benefits. The leading personnel are not entitled to salary payments upon termination of employment for a period beyond what is stipulated by law.

The beneficiaries of the Company's cash bonus scheme are the leading personnel and certain key personnel. Annual awards under the scheme, maximised to one year's salary, are subject to the Group achieving certain pre-defined financial criteria, including achieved budget goals and increase in the market value of the Company's shares. The remuneration for 2013 has been in accordance with the statement presented at the Annual General Meeting in May 2013. The principles are unchanged from 2013 to 2014. The remuneration of the leading personnel is further described in note 17 in the Annual Report for 2013.

The Board proposes that the AGM approve the following resolution:

*"The AGM hereby approves on an advisory basis the Board's statement on determination of the salary and other remuneration for leading personnel".*

Oslo, 6th May 2014

(Sign.)  
Anette S. Olsen

(Sign.)  
Cecilie B. Heuch

(Sign.)  
Agnar Gravdal

(Sign.)  
Jan Peter Valheim

(Sign.)  
Øivin Fjeldstad

Ref no:

PIN code:

#### Notice of ordinary General Meeting

An Annual General Meeting of Fred. Olsen Energy ASA will be held on 27 May 2014 at 14.00 p.m. in the company's office in Fred. Olsen gate 2, 0152 Oslo, Norway

If the above-mentioned shareholder is an enterprise, it will be represented by:

.....  
Name of enterprise's representative  
(To grant a proxy, use the proxy form below)

#### Notice of attendance/voting prior to the meeting

The undersigned will attend the Annual General Meeting on 27 May 2014 and vote for:

Own shares  
Other shares in accordance with enclosed Power of Attorney  
A total of ..... Shares

This notice of attendance must be received by DNB Bank ASA no later than 4 p.m. on 23 May 2014.

**Notice of attendance may be sent electronically through the Company's website [www.fredolsen-energy.com](http://www.fredolsen-energy.com) or through VPS Investor Services. Advance votes may only be cast electronically, through the Company's website [www.fredolsen-energy.com](http://www.fredolsen-energy.com) or through VPS Investor Services.** To access the electronic system for notification of attendance and advance voting through the Company's website, the above-mentioned reference number and PIN code must be stated.

It may also be sent by e-mail: [genf@dnb.no](mailto:genf@dnb.no). Regular mail to DNB Bank ASA, Registrar's Department, P.O.Box 1600 Sentrum, 0021 Oslo, Norway.

.....  
Place and date

.....  
Shareholder's signature (If attending personally. To grant a proxy, use the form below)

Ref no:

PIN code:

#### Proxy (without voting instructions)

This proxy form is to be used for a proxy without voting instructions. To grant a proxy with voting instructions, please go to page 2.

If you are unable to attend the Annual General Meeting in person, this proxy may be used by a person authorised by you, or you may send the proxy without naming the proxy holder, in such case, the proxy will be deemed to be given to the Chair of the Board of Directors or a person authorised by him.

The proxy form should be received by DNB Bank ASA, Registrar's Department no later than 4 p.m. on 23 May 2014.

**The proxy may be sent electronically through Fred. Olsen Energy's website <http://www.fredolsen-energy.com>, or through VPS Investor Services.** It may also be sent by e-mail: [genf@dnb.no](mailto:genf@dnb.no). Regular mail to DNB Bank ASA, Registrar's Department, P.O.Box 1600 Sentrum, 0021 Oslo, Norway.

The undersigned .....  
hereby grants (tick one of the two):

☐ the Chair of the Board of Directors (or a person authorised by him), or

☐ .....  
(Name of proxy holder in capital letters)

a proxy to attend and vote for my/our shares at the ordinary General Meeting of Fred. Olsen Energy ASA on 27 May 2014.

.....  
Place and date

.....  
Shareholder's signature (Signature only when granting a proxy)

With regard to rights of attendance and voting, reference is made to the Norwegian Public Limited Liability Companies Act, in particular Chapter 5. If the shareholder is a company, the company's certificate of registration must be attached to the proxy.

## Proxy (with voting instructions)

This proxy form is to be used for a proxy with voting instructions. If you are unable to attend the ordinary General Meeting in person, you may use this proxy form to give voting instructions. You may grant a proxy with voting instructions to a person authorised by you, however any such proxy with voting instructions cannot not be given to the Chairman of the Board or any other representative of the Company as any proxy to either of these may only be given to the extent any such proxy is fully consistent with each and all of the Board's proposals. Proxies inconsistent with the aforesaid will be disregarded in their entirety.

The proxy form must be received by DNB Bank ASA, Registrar's Department, no later than 4 p.m. on 23 May 2014.

It may be sent by e-mail: [genf@dnb.no](mailto:genf@dnb.no). Regular mail to DNB Bank ASA, Registrar's Department, P.O.Box 1600 Sentrum, 0021 Oslo, Norway.

The undersigned .....  
hereby grants

.....  
(Name of proxy holder in capital letters)

a proxy to attend and vote for my/our shares at the ordinary General Meeting of Fred. Olsen Energy ASA on 27 May 2014.

The votes shall be exercised in accordance with the instructions below. Please note that if any items below are not voted on (not ticked off); this will be deemed to be an instruction to vote "for" the proposals in the notice. However, if any motions are made from the floor in addition to or in replacement of the proposals in the notice, the proxy holder may vote or abstain from voting at his discretion. In such case, the proxy holder will vote on the basis of his reasonable understanding of the motion. The same applies if there is any doubt as to how the instructions should be understood. Where no such reasonable interpretation is possible, the proxy holder may abstain from voting.

### Agenda ordinary General Meeting 2013

	For	Against	Abstention
1. Opening of the Annual General Meeting by the Chairman of the Board.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Election of Chairman for the meeting and one shareholder to sign the minutes together with the Chairman of the meeting and approval of the Notice of the Meeting and the Agenda.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Directors' Report and the annual accounts for 2013 for Fred. Olsen Energy ASA parent company and consolidated, hereunder the Board of Director's proposal on dividend.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Authorization for the Board of Directors to increase the share capital of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Authorization for the Board of Directors to purchase the Company's own shares ("Treasury shares").	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Statement by the Board of Directors on the remuneration of the senior management.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Stipulation of Board of Directors' fees.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Stipulation of Auditor's fee.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Election of Board of Directors.			
Øivin Fjeldstad	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Stephen Knudtzon (Deputy)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

.....  
Place and date

.....  
Shareholder's signature (Only for granting proxy with voting instructions)

With regard to rights of attendance and voting, reference is made to the Norwegian Public Limited Liability Companies Act, in particular Chapter 5. If the shareholder is a company, the company's certificate of registration must be attached to the proxy.