



# Hafslund

Notice of meeting and agenda

for the Annual General Meeting 2016 - Hafslund ASA

Tuesday, 3 May 2016 at 5:00 pm.

Hafslund's head office, Drammensveien 144, NO-0277 Oslo, Norway

## ITEMS ON THE AGENDA:

### 1. Opening of meeting and election of meeting chairman

The General Meeting is opened by the Chairman of the Board.

In accordance with Article 7 of the company's Articles of Association, the General Meeting shall be chaired by the Chairman of the Board or the party elected by the General Meeting.

### 2. Establishment of a list of attending shareholders

### 3. Approval of the notice of meeting and agenda

### 4. Election of two shareholders to sign the minutes together with the meeting chairman

### 5. Proposal from a shareholder regarding an investigation and postponement of the consideration of the annual financial statements

A shareholder has proposed that the General Meeting adopt the following resolution:

"It is proposed that an investigation be conducted into the company's lack of line clearance and postponed maintenance costs up to and including 2015. Considering the extent of this issue, it is expected that management will work hard to avoid such an investigation, which may otherwise be adopted with only 10 per cent support among shareholders. Furthermore, it is proposed that the annual financial statements not be approved and that a new General Meeting be convened once the investigation has been carried out and the magnitude of the expenses the company has postponed is clarified."

The shareholder's more detailed reasons for this proposal and the board's response are available at [www.hafslund.no/english/about\\_hafslund/organisation/8182](http://www.hafslund.no/english/about_hafslund/organisation/8182).

The board recommends that the proposal be rejected.

### 6. Review of the 2015 financial statements

### 7. Resolution on the 2015 annual financial statements:

- a) Approval of the annual financial statements and the Report from the Board of Directors for Hafslund ASA and the Hafslund Group
- b) Approval of allocation of the result for the year for Hafslund ASA, including the distribution of dividends for Hafslund ASA.

The Board of Directors proposes a dividend of NOK 3.00 for 2015. The first day when the shares are traded without dividend rights for 2015 (the "Ex-date") is 4 May 2016. The date for recording shareholders with the right to receive dividends (the "Record date") is the day before the Ex-date. The planned payment date for dividends is 19 May 2016.

### 8. Authorisation for the board to acquire treasury shares

The board proposes that the Annual General Meeting (AGM) grant the board authorisation to acquire treasury shares, primarily for use in programmes directed towards the company's employees.

The board recommends that the AGM adopt the following resolution:

*The board is hereby granted authorisation pursuant to Section 9-4 of the Norwegian Public Limited Liability Companies Act (cf. Sections 9-2 and 9-3), to acquire on behalf of Hafslund ASA class B treasury shares, primarily for use in programmes directed towards the employees of Hafslund ASA and of the subsidiaries of Hafslund ASA. The highest nominal value of shares that may be acquired pursuant to this authorisation is NOK 3,903,725, equivalent to 2% of the company's share capital.*

*The lowest amount that may be paid per class B share shall be NOK 10, while the highest amount that may be paid shall be NOK 150 per share. The board will determine the manner in which any acquisition shall take place and to what extent, and in such case how and in what manner, treasury shares shall be disposed.*

This authority runs until the 2017 Annual General Meeting, however, no later than 30 June 2017.

### 9. The board's declaration on determination of salary and other remuneration for senior executives

The board's declaration on determination of the salary and other remuneration paid to senior executives is available at [www.hafslund.no/english/about\\_hafslund/organisation/8182](http://www.hafslund.no/english/about_hafslund/organisation/8182).

- a) A consultative vote on the board's guidelines for determination of salaries for senior executives for the next accounting year (2016).
- b) A binding vote on the board's proposal that, for the next accounting year (2016), senior executives shall not receive any share-value-based remuneration beyond the share schemes for all employees.

**10. REVIEW OF CORPORATE GOVERNANCE REPORT PURSUANT TO SECTION 3-3 (B) OF THE NORWEGIAN ACCOUNTING ACT**

Section 5-6 (4) of the Norwegian Public Limited Liability Companies Act states that the AGM shall review the corporate governance report submitted pursuant to Section 3-3 (b) of the Norwegian Accounting Act. The report is available under "Corporate governance policy" on the company's website. No vote shall be cast concerning the report.

**11. Election of board members**

The Nomination Committee proposes that the General Meeting adopt the following resolution:

*Birger Magnus is re-elected to the Board of Directors with a term of office until the Annual General Meeting of 2018. The board elects its own Chairman, cf. Section 6-1, second paragraph, of the Norwegian Public Limited Companies Act.*

*Ellen C. Christiansen is re-elected to the Board of Directors with a term of office until the Annual General Meeting of 2018.*

*Maria Moræus Hanssen steps down from the board.*

*Katrine Mourud Klaveness is elected to the Board of Directors as a new member with a term of office until the Annual General Meeting of 2018.*

**12. Determination of remuneration of the Board of Directors and deputy board members**

The Nomination Committee proposes that the General Meeting adopt the following resolution:

*For the period from the 2015 Annual General Meeting until the 2016 Annual General Meeting, the Nomination Committee proposes the following remuneration:*

<i>Chairman of the Board:</i>	<i>NOK 536,000</i>
<i>Board member:</i>	<i>NOK 234,000</i>

*This remuneration applies both to shareholder-elected board members and to elected employee representatives who have participated in the board's work.*

*For deputy board members, the proposed remuneration is NOK 9,050 for each board meeting the deputy member has attended.*

*For members of the board's Audit Committee, the proposed remuneration is NOK 45,000.*

*For members of the board's Compensation Committee, the proposed remuneration is NOK 5,200 for each meeting the member has attended.*

*Travel and subsistence expenses shall be paid against invoices.*

**13. Election of members of the Nomination Committee**

The Nomination Committee consists of Stig L. Bech (Chairman), Timo Karttinen and Kjell Viland. The Nomination Committee proposes that the General Meeting adopt the following resolution:

*Stig L. Bech is re-elected as the Chairman of the Nomination Committee with a term of office until the Annual General Meeting of 2018.*

*Timo Karttinen is re-elected as a member of the Nomination Committee with a term of office until the Annual General Meeting of 2018.*

*Anders Berg is elected as a new member of the Nomination Committee with a term of office until the Annual General Meeting of 2017.*

#### 14. Determination of remuneration for the members of the Nomination Committee

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

*The Nomination Committee's remuneration shall be NOK 6,200 per person per meeting. In addition, the Chairman of the Nomination Committee shall receive remuneration in line with submitted invoices, based on time spent on assistance that is not covered by the fixed remuneration. Such invoices shall be approved by the Chairman of the Board. This remuneration applies until the 2017 Annual General Meeting.*

#### 15. Approval of remuneration paid to the auditors

The board makes reference to note 5 to the financial statements for Hafslund ASA and note 20 to the consolidated financial statements for a complete overview of auditor's fees.

The board proposes that the auditor's remuneration for 2015 for statutory auditing the accounts of Hafslund ASA be set to NOK 1,000,000 (excluding Value Added Tax).

- A. The annual financial statements, Report from the Board of Directors and auditor's report for 2015 are available on the company's website at [www.hafslund.no](http://www.hafslund.no). The board's declaration on determination of the salary and other remuneration paid to senior executives is included in note 22 to the consolidated financial statements. The corporate governance report is available under "Corporate governance policy" on the company's website [www.hafslund.no](http://www.hafslund.no). The notice of meeting is also available on the company's website at [www.hafslund.no](http://www.hafslund.no).
- B. The company's share capital as of 10 March 2016 is divided between 195,186,264 shares, of which 115,427,759 shares are Class A shares and 79,758,505 shares are Class B shares. In accordance with Article 5 of the company's Articles of Association, Class B shares do not confer voting rights at the General Meeting, unless otherwise stipulated by the Norwegian Public Limited Liability Companies Act. All shares confer the right to attend and speak at the General Meeting. A shareholder also has the right to bring an advisor to the General Meeting and grant this person the right to speak at the meeting.
- C. Shareholders who wish to participate at the Annual General Meeting must, in accordance with Article 7, first paragraph, of the company's Articles of Association, notify the company within the deadline as stated in this notice of meeting. Shareholders can register via the company's website, [www.hafslund.no/registrering](http://www.hafslund.no/registrering), via the VPS service on the Investortjenester website or by returning the attached form to:
- Nordea, Securities Services, Issuer Services PO Box 1166 Sentrum, NO-0107 OSLO, Norway, fax: +47 22 36 97 03, e-mail: [issuerservices.no@nordea.com](mailto:issuerservices.no@nordea.com) or [isno@nordea.com](mailto:isno@nordea.com).
- The deadline for registering for the Annual General Meeting is 5:00 pm on Thursday 28 April 2016.
- For more information on the Annual General Meeting, please contact Ketil Wang at Hafslund ASA on Tel: +47 975 13 135, or by e-mail: [ketil.wang@hafslund.no](mailto:ketil.wang@hafslund.no).
- D. Shareholders have the right to attend by proxy. The appointed proxy shall present a written and dated authorisation. The proxy form attached to this notice of meeting may be used for this purpose. Notice of proxy can be submitted electronically via Hafslund ASA's website [www.hafslund.no/registrering](http://www.hafslund.no/registrering) or via Investortjenester. Shareholders may, should they so wish, assign authority to the Chairman of the Board Birger Magnus or the President and CEO Finn Bjørn Ruyter.
- E. Shareholders have the right to have matters considered by the General Meeting, cf. Section 5-11 of the Norwegian Public Limited Liability Companies Act. The matters must be submitted in writing to the Board of Directors within the deadline stipulated by the Act, which is seven days before the deadline for the notice of meeting, together with the proposed resolution or a reason why the matter should be put on the agenda. The right to have matters considered by the General Meeting cannot be exercised after the notice of meeting has been issued. A shareholder is, however, entitled to present proposals for a resolution on matters already on the agenda of the General Meeting.
- F. Pursuant to Section 5-15 of the Norwegian Public Limited Liability Companies Act, a shareholder may also request that a member of the Board of Directors and the CEO make available information regarding circumstances which may influence the assessment of:
- approval of the financial statements and annual report,
  - any matters that have been submitted to the shareholders for decision, and
  - the company's financial position, including the activities at other companies in which the company participates, and any other matters that the General Meeting is to consider, unless the information requested cannot be provided without disproportional harm to the company.

Oslo, 10 March 2016

The Board of Directors of Hafslund ASA