



Hafslund

Notice of meeting and agenda
Annual General Meeting 2014 - Hafslund ASA
Thursday 8 May 2014 at 17.00
Hafslund's head office, Drammensveien 144, Oslo

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 § 7 of the 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 list of attending shareholders

3. Approval of notice of meeting and agenda

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

5. Review of the 2013 financial statements

6. Resolution on the 2013 annual financial statements:

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

The Board of Directors proposes a dividend of NOK 2.50 for 2013. The first day when the shares are traded without dividend rights for 2013 (the "Ex-date") is 9 May 2014. 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 22 May 2014.

7. Grant of power of attorney to the Board for acquisition of the company's own shares

The Board proposes that the Annual General Meeting (AGM) grant the Board a power of attorney to acquire the company's own 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 power of attorney pursuant to the Norwegian Public Limited Liability Companies Act, section 9-4, cf. Sections 9-2 and 9-3, to acquire on behalf of Hafslund ASA the company's own class B shares primarily for use in programs 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 power of attorney is NOK 3,903,725, equivalent to 2 % of the company's share capital.

The lowest consideration that may be paid per class B share shall be NOK 10, while the highest consideration that may be paid shall be NOK 100 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, the company's own shares shall be disposed of.

This power of attorney is effective until 30 June 2015.

8. The Board's statement on the establishment of salaries and other remuneration for executive employees

Consultative voting on the Board's guidelines for the establishment of management salaries for the next accounting year (2014). The Board's statement on the establishment of salaries and other remuneration for executive employees is provided in note 22 to the Group accounts.

9. Review of corporate governance report pursuant to the Norwegian Accounting Act § 3-3 b

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

10. Election of Board members

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

Birger Magnus is re-elected as chairman of the Board of Directors with a function period until the Annual General Meeting in 2016.

Maria Moræus Hanssen is re-elected to the Board of Directors with a function period until the Annual General Meeting in 2016.

Ellen Christine Christiansen is re-elected to the Board of Directors with a function period until the Annual General Meeting in 2016.

11. Establishment of remuneration of the Board members and deputy members

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

For the period from the Annual General Meeting in 2013 until the Annual General Meeting in 2014 the Nomination Committee proposes payment of the following remuneration:

- *Chairman of the Board: NOK 520 000*
- *Board members: NOK 227 000*

The remuneration applies to both shareholder-elected Board members and elected employees' representatives who have participated in the Board's work.

For deputy Board members, the remuneration is proposed to be established as NOK 8 750 for each Board meeting the deputy Board member has attended.

For members of the Board's Audit Committee, the remuneration is proposed to be established as NOK 43 600.

For members of the Board's Compensation Committee remuneration is proposed to be established as NOK 5 000 for each meeting the member has attended.

Travel and subsistence expenses shall be paid against invoices.

12. Amendments to the "Guidelines for the Nomination Committee"

Proposals to amend the Guidelines for the Nomination Committee are shown in appendix 2 to the notice of meeting.

13. Election of members to the Nomination Committee

The members of Hafslund's Nomination Committee are: Stig L. Bech (Chairman), Timo Karttinen and Kjell Viland. The Board proposes that the General Meeting adopt the following resolution:

Stig L. Bech is re-elected as a member of the Nomination Committee, with a function period until the Annual General Meeting in 2016.

Timo Karttinen is re-elected as a member of the Nomination Committee, with a function period until the Annual General Meeting in 2016.

14. Establishment of remuneration of members of the Nomination Committee

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

The Nomination Committee's remuneration shall be NOK 6 000, per person per meeting. In addition, the Nomination Committee's Chairman 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. The remuneration applies until the 2015 Annual General Meeting.

15. Approval of auditor's remuneration

The Board makes reference to note 5 to the accounts for Hafslund ASA and note 20 to the consolidated Group accounts for total review of auditor's fees.

The Board proposes that the auditor's remuneration for 2013 for statutory auditing be established as NOK 790 000 (excluding Value Added Tax).

- A. The annual financial statements, the Board of Directors' Report and auditor's report for 2013 are displayed on the company's website at http://www.hafslund.no/english/about_hafslund/results_and_presentations/8176. The Board's statement on the establishment of salaries and other remuneration for executive employees is included in note 22 to the Group accounts. The corporate governance report is displayed under "Corporate governance policy" on Hafslund's website http://www.hafslund.no/english/about_hafslund/corporate_governance/8155. The notice of meeting is also displayed at http://www.hafslund.no/english/about_hafslund/organisation/8182.
- B. The company's share capital as of 24 March 2014 is allocated to 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 § 5 of the company's Articles of Association, Class B shares do not confer voting rights at the General Meeting, unless otherwise determined in 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 § 7, first Para, of the 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, via the website of VPS' Investortjenester or by returning the attached form to:

Nordea, Securities Services, Issuer Services, P.O Box 1166 Sentrum, N-0107 Oslo, fax: +47 22 48 63 49,
e-mail: issuerservices.no@nordea.com.

The deadline for registering for the Annual General Meeting is 17:00 on Tuesday 6 May 2014.

You can obtain further information on the Annual General Meeting by contacting Ketil Wang at Hafslund ASA on tel. no.: +47 975 13 135, or by e-mail: ketil.wang@hafslund.no.

- D. Shareholders have the right to attend via proxy. The appointed proxy shall present written and dated authority. The proxy form attached to the notice of meeting may be used for this purpose. Notice of proxy can be submitted electronically via Hafslund ASA's 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. A shareholder has the right to have matters dealt with by the General Meeting, cf the Norwegian Public Limited Liability Companies Act § 5-11. The matters must be submitted in writing to the Board of Directors in such time as stated in the Act, which is seven days before the deadline for the notice of meeting together with the proposed decision or a reason why the matter should be put on the agenda. The right to have matters dealt with by the General Meeting cannot be exercised after the notice of meeting has been submitted. A shareholder is entitled to present proposal for decisions under the current items of the agenda of the General Meeting.
- F. A shareholder has in accordance with the Norwegian Public Limited Liability Companies Act § 5-15 the right to request information from the Board Members and the CEO about matters that may affect the consideration of:
- the adoption of the annual financial statement and annual report,
 - any matters that have been submitted to the shareholders for decision, and
 - the company's financial position, and the business of other companies in which the company participates, and any other matters which the general meeting is to deal with, unless the information required cannot be given without disproportionately harming the company.

Oslo, 24 March 2014

The Board of Directors of Hafslund ASA

This document, containing Notice of Meeting, Agenda, the Nomination Committee's proposals and Guidelines for the Nomination Committee was prepared in Norwegian, with an English office translation. In case of discrepancies between the two versions, the Norwegian version shall prevail.

The Nomination Committee's proposals to the Annual General Meeting - 2014

The members of Hafslund's Nomination Committee are as follows:

- Stig I. Bech, Chairman
- Kjell O. Viland
- Timo Karttinen

In connection with Hafslund ASA's Annual General Meeting on 8 May 2014, the Nomination Committee submits the following proposals:

1. ELECTION OF BOARD MEMBERS

The Nomination Committee is of the opinion that the number of shareholder-elected members of the Board of directors is appropriate to the company's objects and strategy.

Of the members of the Board, Birger Magnus, Maria Moræus Hanssen and Ellen Christine Christiansen stand for election in 2014. The Nomination Committee has reviewed the Board's competence, the findings of the Board's process of self-assessment and had talks with Board members. The Nomination Committee has also had meetings with the Chairman of the Board and the CEO. It is the opinion of the Nomination Committee that the Board's overall competence and the development of its work since the Annual General Meeting in 2013 provide the basis for a recommendation that no changes be made to the Board.

Hence, the Nomination Committee proposes that the three Board members standing for election are re-elected for a new period.

Proposal:

Birger Magnus is re-elected as chairman of the Board of Directors with a function period until the Annual General Meeting in 2016.

Maria Moræus Hanssen is re-elected to the Board of Directors with a function period until the Annual General Meeting in 2016.

Ellen Christine Christiansen is re-elected to the Board of Directors with a function period until the Annual General Meeting in 2016.

2. DETERMINATION OF REMUNARATION FOR BOARD MEMBERS, DEPUTY MEMBERS ETC.

The Nomination Committee's Guidelines state that the Board Members' remuneration shall reflect the Board's responsibilities and competence, the amount of time taken up by Board's duties and the complexity of the company's business operations. Levels of remuneration should be comparable to those paid by other listed companies of similar size and complexity. Last year's Annual General Meeting approved remuneration of NOK 505 000 for the Chairman and NOK 220 000 in respect of ordinary Board Members. The remuneration paid to the Chairman shall reflect his extended role in organising and chairing Board meetings in addition to other duties in relations to the shareholders and contact with the Group Management.

The Nomination Committee is of the opinion that the remuneration is competitive in relation to comparable companies. Accordingly, the Nomination Committee proposes that this year there should be no increase in the remuneration, other than an adjustment of approximately 3 %. The same applies to the remuneration for members of the Audit Committee and of the Compensation Committee.

Proposal:

For the period from the Annual General Meeting in 2013 until the Annual General Meeting in 2014 the Nomination Committee proposes payment of the following remuneration:

<i>Chairman of the Board:</i>	<i>NOK 520 000</i>
<i>Board Members:</i>	<i>NOK 227 000</i>

The remuneration applies to both shareholder-elected Board members and elected employees' representatives who have participated in the Board's work.

For deputy Board members, the remuneration is proposed to be established as NOK 8 750 for each Board meeting the

deputy Board member has attended.

For members of the Board's Audit Committee, the remuneration is proposed to be established as NOK 43 600.

For members of the Board's Compensation Committee remuneration is proposed to be established as NOK 5 000 for each meeting the member has attended.

Travel and subsistence expenses will be paid against invoices.

3. THE NOMINATION COMMITTEE

Stig L. Bech and Timo Karttinen's terms as members of the Nomination Committee expire at the Annual General Meeting in 2014. Bech and Karttinen have informed that they are prepared to continue as members.

Proposal:

Stig L. Bech is re-elected as a member of the Nomination Committee, with a function period until the Annual General Meeting in 2016.

Timo Karttinen is re-elected as a member of the Nomination Committee, with a function period until the Annual General Meeting in 2016.

26 February 2014

Stig L. Bech
(Chairman)

Kjell O. Viland

Timo Karttinen

Guidelines for the Nomination Committee of Hafslund ASA

Adopted at the Annual General Meeting 2 May 2005, and later amended at the Annual General Meeting 3 May 2007, 6 May 2009, ~~and 7 May 2013~~ and 8 May 2014.

1. General

Hafslund ASA shall in accordance with § 8 of the company's articles of association have a Nomination Committee. The General Meeting shall adopt guidelines for the Nomination Committee's work.

2. Composition And Term Of Office

The Nomination Committee shall consist of three members who are shareholders or who represent shareholders. The Annual General Meeting appoints the members and the chairman of the Nomination Committee. The Nomination Committee shall submit recommendation to the General Meeting regarding the composition of the Nomination Committee.

The composition of the Nomination Committee and deadline for promoting proposals to the Nomination Committee shall be announced to the shareholders on Hafslund's website, or in another suitable way which is determined by the Board of Directors of the company.

The term of office for the Nomination Committee's members is two years. The term of office for one or two of the Committee's members expires each year.

3. Tasks

The Nomination Committee's tasks are to submit its recommendations to the General Meeting regarding the election of Board Members appointed by shareholders, the remuneration of the Board and the remuneration of the operating committees of the Board.

The Nomination Committee shall, prior to the General Meeting, evaluate all proposals to new shareholder elected members which is received by the Nomination Committee by ~~1st of February in the year in question~~ 1st of November the year before the Annual General Meeting. The Nomination Committee is not prevented from evaluating proposals that are promoted later or to evaluate other candidates than proposed.

The Nomination Committee shall, before submitting its recommendations, assess the Board's activities, competence and composition. This evaluation shall be based on the Board's own Evaluation Report.

The Nomination Committee shall, before submitting its recommendations, consult the Chairman of the Board, the President & CEO and the representatives for the company's principal shareholders. A shareholder who directly or indirectly owns 10 % or more of the company's shares or votes is considered a principal shareholder.

The Nomination Committee shall, when submitting its recommendations, among other factors, emphasize the following:

- The Board composition should be based on an overall assessment of the company's need for competence, capacity and balanced decisions.
- The Board should be composed in a way reflecting a broad representation of the company's shareholders.
- In relation to the Board's Audit Committee, at least one of the Board members shall have accounting expertise and be independent of Hafslund's business.
- The Board should be composed so that it can act independently and without any preferences.
- The Board should have a sensible composition with regard to the distribution of gender and age. The Norwegian Public Limited Liability Companies Act's requirements for gender representation shall be complied with.

- The Board should be composed in such a way that it can function effectively as a collegial body.
- At least 50 % of the Board Members elected by the shareholders should be independent of the company's day-to-day management and principal professional partners and relations.
- At least two of the Board Members elected by the shareholders should be independent of the company's principal shareholder(s). A shareholder who directly or indirectly owns 10 % or more of the company's shares or votes is considered a principal shareholder.
- The nomination committee should justify its recommendation and in general adhere to the requirements set out in "The Norwegian code of practice for corporate governance".

The Nomination Committee's recommendations to the General Meeting regarding the stipulation of the Board's remuneration shall reflect the Board's responsibility, competence, time consumption and the business' complexity. The remuneration should be comparable to that of other listed companies with similar size and complexity. The Board's remuneration should not be based on results.

4. Processing of The Nomination Committee's Recommendations

The Nomination Committee's recommendations shall at the latest be available for forwarding to the shareholders together with notice of Annual General Meeting. A copy of the recommendations shall be forwarded to the Chairman of the Board of Directors and to the President & CEO.

The Nomination Committee's chairman, or another member in the chairman's absence, shall present the Nomination Committee's recommendations at the General Meeting. The recommendations, signed by the Nomination Committee's members, shall be enclosed to the Minutes of the General Meeting.

5. Form Of Procedure

The Nomination Committee forms a quorum when the Committee's Chairman and at least one other Committee Member are present. Any resolution passed by the Nomination Committee requires a majority of the votes cast. In the event of a tie, the Committee's Chairman has a casting vote.

Nomination Committee meetings take place after notice by the Committee's Chairman or when two or more of the Committee Members, the Chairman of the Board of Directors or the President & CEO so require.

The Chairman of the Board of Directors and the President & CEO shall, without being entitled to vote, be summoned to at least one Nomination Committee meeting before the Committee submits its recommendations.

Minutes are taken of the Committee meetings and are to be signed by the present Committee Members. The Nomination Committee's Chairman shall keep the minutes. The Chairman of the Board of Directors and the President & CEO may require insight in the minutes.

The Nomination Committee shall prior to its meetings be presented with updated shareholder registers.

The Nomination Committee can request the President & CEO to gather more detailed information regarding certain persons involved in the Committee's evaluation processes. The Nomination Committee can also undertake its own investigations regarding the persons who are under evaluation.

6. Remuneration

The General Meeting stipulates the Nomination Committee's remuneration in accordance with the Board's recommendation. Some of the factors to be taken into consideration are the work's character, the members' competence and their time consumption.

7. Amendments

The General Meeting on proposal by the Board or the Nomination Committee itself shall stipulate amendments in these guidelines.