

Notice of Extraordinary General Meeting

Notice is hereby given that an extraordinary General Meeting of AF Gruppen ASA will be held on Friday, 20 August 2010 at 10:00 a.m. at the company's premises at Innspurten 15 in Oslo.

Agenda

1. Opening of meeting by Board Chairman Tore Thorstensen, and registration of shareholders attending. In accordance with Article 6 of the Articles of Association, the chairman of the board also chairs the meeting.
2. Election of at least one person to countersign the minutes.
3. Approval of the notice and the proposed agenda.
4. Proposal for extraordinary dividend.
5. Proposal for authority to the Board to carry out the disposal of shares in Miljøbase Vats AS.

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Details of some of the items on the agenda:

Item 4: Proposal for extraordinary dividend

The Board proposes payment of an extraordinary dividend of NOK 142 235 880, which corresponds to NOK 2 per share.

AF Group is in a strong financial position. The Board wishes to enable shareholders who wish to do so to purchase shares in Miljøbase Vats. The Board therefore proposes payment of dividends to all shareholders.

The dividend payment will result in the equity in the parent company AF Gruppen ASA as of 31 December 2009 being reduced to less than 10 per cent. A notice to creditors procedure must therefore be carried out in accordance with Sections 12-4 and 12-6 of the Public Limited Liability Companies Act before the dividend can be paid. The dividend will be paid to the company's shareholders upon expiry of the notice to creditors deadline, estimated to primo November 2010.

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

The company shall pay a dividend of NOK 2 per share. Payment of the dividend will be made upon completion of the notice to creditors procedure, cf. Article 8-1 (2) cf. Articles 12-4 and 12-6 of the Public Limited Liability Companies Act. The company's shares trade with a right to dividends up to and including the date when execution of the dividend decision is registered in the Register of Business Enterprises, cf. Article 12-6 no. 3 of the Public Limited Liability Companies Act. The dividend is subsequently paid to shareholders that are registered in the company's shareholder register in the Norwegian registry of securities (Verdipapirsentralen) three trading days after the given date. No dividend will be paid for own shares.

Item 5: Proposal for authority to the Board to carry out the disposal of shares in Miljøbase Vats AS

The Board wishes to carry out the sale of up to 60 % of the group's shares in Miljøbase Vats AS.

Miljøbase Vats AS is a wholly-owned subsidiary of AF Miljø AS, which in turn is a wholly-owned subsidiary of AF Gruppen ASA. Miljøbase Vats AS was founded in 2007, and established operative activities in 2009.

Through the demerger of AF Gruppen Norge AS in 2009, the company assumed the group's ownership interest in the property AF Miljøbase Vats, where the business of the plant is the removal of discarded offshore installations. The property is situated in the Raunes industrial area at Vatsfjorden, in Nedre Vats in Vindafjord municipality in the county of Rogaland. The property was purchased by the group in 2004, and since then considerable funds have been invested in developing a modern plant for the removal of discarded offshore installations. During the past 5 years, the business has received approximately 60 000 tonnes of waste from discarded offshore installations.

The background to the proposal for the disposal of shares is that the core activity of AF Group is expected to generate high returns on invested capital compared with the returns in the property business. Additionally, property investments are attractive to many investors, since such investments are perceived to have a relatively low risk, a stable cash flow, low capital value etc. Disposal of shares would release funds for AF Group, at the same time providing an interesting investment opportunity for the company's shareholders.

In connection with the disposal, a 15-year lease will be entered into with AF Group's subsidiary, AF Decom Offshore AS. This will ensure long-term rental income for Miljøbase Vats AS, at the same time affording AF Group the opportunity to continue the business at the plant.

The preliminary estimated enterprise value is MNOK 600 where of MNOK 400 are expected to be financed through external loans.

After a thorough assessment of various transaction alternatives, the Board has concluded that it would be in the company's interests to sell the shares to the company's shareholders. In order to ensure equality, the Board wishes to afford all of the company's shareholders the opportunity to buy their pro rata share of shares. There will be possibilities for oversubscription.

Three major shareholders in AF Gruppen ASA with representatives in the Board (OBOS Forretningsbygg AS, KB Gruppen Kongsvinger AS and Aspelin-Ramm Gruppen AS) have indicated that they are interested in buying minimum their pro rata share of the shares.

The sale is expected to be carried out primo November 2010. The Board seeks the General Meeting's approval of such a sale.

The Board proposes that the General Meeting adopts the following resolution:
The General Meeting hereby grants approval for the disposal of up to 60% of the group's shares in Miljøbase Vats AS. The sale must be carried out with a pre-emptive right for the company's shareholders, provided that the offer to purchase shares does not have to be made to shareholders in countries other than Norway where such offers may be contrary to legislation or require specific measures. After consultation with AF Miljø AS, the Board shall determine the specific conditions for such an offer and make a final decision on whether a sale shall be carried out.

AF Gruppen ASA has a share capital of NOK 3 555 897, divided into 71 117 940 shares, each with a nominal value of NOK 0.05. Each share entitles the holder to one vote at the company's general meetings.

AF Gruppen ASA owns 360 945 own shares, which do not have voting rights.

The shareholders have the following rights in connection with general meetings:

- Right to attend general meetings, either in person or by proxy.
- Right to express themselves at general meetings.

- Right to bring one adviser and give them the right to express themselves.
- Right to demand details from board members and the CEO on matters that can have a bearing on the assessment of
 - (i) the approval of the annual accounts and annual report,
 - (ii) issues that are submitted to the shareholders for a decision and
 - (iii) the company's financial position,including on the activity in other companies in which the company participates, and other issues to be dealt with by the General Meeting, unless the details that are demanded would cause disproportionate damage to the company.
- Right to propose alternatives to the Board's proposals for the issues to be dealt with by the General Meeting.

Shareholders have the right to meet and vote by proxy, in which case a written and dated proxy must be presented. The enclosed proxy form may be used.

Registration for the extraordinary General Meeting must be in the company's hands no later than 18 August 2010. Please use the registration slip you have been sent or notify us by telephone by calling 22 89 11 00 if you wish to attend the extraordinary General Meeting.

This notice of meeting and enclosures are available at the company's website:
www.afgrupper.no.

In accordance with Article 6 of the Articles of Association, the attachments to the notice of meeting are not sent by post to the shareholders. However, all shareholders may request the attachments to be sent free of charge by post. Where a shareholder would like the documents to be sent, application can be made to the company by telephoning 22 89 11 00, or by sending a request by e-mail to grethe.stabell@afgrupper.no.

Oslo, 29 July 2010
Tore Thorstensen
Chairman of the Board (sign.)

Enclosures:
Registration form
Proxy form

Registration

for

Extraordinary General Meeting of AF Gruppen ASA on 20 August 2010

The undersigned, the holder of shares in AF Gruppen ASA, will attend the company's extraordinary General Meeting on 20 August 2010 at 10:00 a.m.

Place, date /2010

.....
Signature

.....
Name in block letters

Proxy

The undersigned, the holder of shares in AF Gruppen ASA,

hereby authorises to attend and vote for my shares in
(block letters)

AF Gruppen ASA at the extraordinary General Meeting on 20 August 2010.

Place, date /2010

.....
Signature

.....
Name in block letters