

Shareholder's full name and address

**NOTICE OF ANNUAL  
GENERAL MEETING**

The annual general meeting of Norske Skogindustrier ASA will take place at 11.00 on Thursday 22 April 2010 in Vika Kino, Ruseløkkveien 14, at Oslo Concert Hall, Oslo, Norway.

**ATTENDANCE FORM – Norske Skogindustrier ASA – annual general meeting**

This form must reach Nordea Bank Norge ASA no later than 17.00 CET on Monday 19 April 2010. Within this deadline, registration may be done on [www.norskeskog.com](http://www.norskeskog.com). Address: Nordea Bank Norge ASA, Issuer Services, P O Box 1166 Sentrum, N-0107 Oslo, Norway. Fax: +47 22 48 63 49.

The undersigned will attend Norske Skogindustrier ASA's annual general meeting on Thursday 23 April 2009 and

**Shareholder's reference number, pin code and full name and address**

☐

vote for my/our shares and/or

☐

vote for shares specified in the attached proxy(ies).

\_\_\_\_\_  
Date

\_\_\_\_\_  
Shareholder's signature

When signing on behalf of a shareholder, documentation in the form of a power of attorney/proxy must be attached.

**PROXY FORM – Norske Skogindustrier ASA – annual general meeting**

If you are unable to attend the annual general meeting in person, you may use this form to appoint a proxy. This form must reach Nordea Bank Norge ASA no later than 17.00 CET on Monday 19 April 2010. Within this deadline, registration can be done on [www.norskeskog.com](http://www.norskeskog.com). Address: Nordea Bank Norge ASA, Issuer Services, P O Box 1166 Sentrum, N-0107 Oslo, Norway. Fax: +47 22 48 63 49.

The undersigned shareholder in Norske Skogindustrier ASA hereby appoints:

**Shareholder's reference number/full name and address**

☐  
☐  
☐  
☐

Tom Ruud, chairman of the corporate assembly  
Eivind Reiten, chairman of the board of directors  
Sven Ombudstvedt, president and CEO  
Other (name): .....

as my proxy to attend and vote for my/our shareholding at Norske Skogindustrier ASA's annual general meeting on Thursday 22 April 2010. The following will apply for this proxy:

☐  
☐  
☐  
☐

This proxy is discretionary  
This proxy is non-discretionary meaning that it must be voted for the proposal(s):  
This proxy is non-discretionary meaning that it must be cast against the proposal(s):  
This proxy is non-discretionary meaning that a blank vote must be cast against the proposal(s):

Agenda items:


*(The proposals for each item on the agenda will appear on the notice. For items regarding the elections, the election committee's proposal will be considered as the proposal. If none of the boxes have been crossed out and/or given voting instructions, this implies that the designated proxy can vote for the proxy's choice of that particular item(s).)*

\_\_\_\_\_  
Date

\_\_\_\_\_  
Shareholder's signature

When signing on behalf of a shareholder, documentation in the form of a power of attorney/proxy must be attached.



**Annual general meeting of  
Norske Skogindustrier ASA  
22 April 2010**

**Vika Kino, Oslo**

## **To the shareholders in Norske Skogindustrier ASA**

**The annual general meeting in Norske Skogindustrier ASA will be held on Thursday, 22 April 2010 at 11.00 hrs. at Vika Kino, Ruseløkkveien 14, adjacent to Oslo Concert Hall in Oslo, Norway.**

### **Agenda**

- 1. The chair of the corporate assembly opens the meeting, and the attending shareholders are registered**
- 2. Election of two persons to sign the minutes together with the chair**
- 3. Approval of summons and proposed agenda**
- 4. Approval of the annual accounts and annual report for 2009 for Norske Skogindustrier ASA and the group**
- 5. Coverage of loss for 2009**

The board's recommendation to the general meeting is that no dividend should be disbursed for the accounting year 2009.

- 6. The board's declaration on salary and other remuneration for executive employees**

The board's declaration has been included as an appendix to the summons to the general meeting. The board of directors recommends that the general meeting takes the board's declaration relating to salary and other remuneration for executive employees in the company for the coming accounting year under advisement. Furthermore, the board of directors recommends that the general meeting approves the board's guidelines for awarding variable remuneration related to the price development of the company's shares.

- 7. Determination of remuneration to the members of the corporate assembly**

The remuneration committee, which comprises the members of the election committee together with a member appointed by and from the employee representatives in the corporate assembly, recommends that the general meeting approve to increase the remuneration for serving on the corporate assembly to NOK 160 000 per annum for the chair, and at NOK 6 200 per meeting day for the other members and alternate members of the corporate assembly, members of the nomination committee and members of the compensation committee.

- 8. Approval of the auditor's remuneration**

The board proposes that the general meeting approves the auditor's remuneration for 2009 for Norske Skogindustrier ASA of NOK 2 600 000.

- 9. Election of members and deputy members to the corporate assembly**

The election committee's recommendation has been included as an appendix to this summons.

- 10. Election of three members to the election committee**

According to Section 7 of the current articles of association, the election committee comprises the chair of the corporate assembly and three other members, who are elected for one year at a time. The election committee's recommendation has been included as an appendix to this summons.

- 11. Renewal of authorisation to the board – purchase of own shares**

The election committee's recommendation has been included as an appendix to this summons. Every year, Norske Skogindustrier ASA sells shares to employees from its own holdings and uses own shares as partial settlement in bonus schemes. It is therefore practical for the board to be given a renewed authorisation to buy shares in the market to cover the above-mentioned and possible other needs. The board proposes that the general meeting decides the following:

*The board is given the authority to acquire own shares up to a nominal amount of NOK 185,000,000, but not at any time more than 10 per cent of the outstanding shares. The shares shall be acquired at the listed share price. The price per share shall be minimum NOK 1,- and maximum NOK 200,-. The board can freely sell and acquire shares in the manner the board deems most practical, as long as this takes place in a manner which ensures that the principles for equal treatment of all shareholders are complied with. The authority is given for the period until the next annual general meeting.*

## **12. Change in the articles of association**

The board's recommendation has been included as an appendix to this summons.

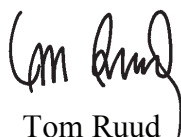
### **Information**

The general meeting is led by the chair of the corporate assembly according to Section 8, third subsection of the articles of association. The annual report for 2009 includes information about the corporate assembly's recommendation on the board's proposal for the annual accounts of Norske Skogindustrier ASA and the group, the board of director's declaration on executive salaries, the statement from the board and the CEO about the annual accounts of Norske Skogindustrier ASA and the group, and the corporate assembly's recommendation on the board's proposal for coverage of the net loss. The summons, registration form and the annual report for 2009 are distributed to all shareholders according to the address list in the Norwegian Registry of Securities (VPS), at least 21 days before the general meeting and will also be available at <http://www.norskeskog.com>. Norske Skogindustrier ASA has a share capital of NOK 1 899 456 260 distributed on 189 945 626 shares, each with a nominal value of NOK 10. Each share carries one vote at the company's general meetings. Norske Skogindustrier ASA owns 231 493 treasury shares which cannot be voted for at the general meeting. The shareholders have the following rights in respect of a general meeting:

- The right to attend the general meeting, either in person or by proxy.
- The right to speak at the general meeting.
- The right to be accompanied by an advisor at the general meeting and to give such advisor the right to speak
- The right to require information from the members of the Board of Directors, the members of the corporate assembly and the Chief Executive Officer in accordance with further regulations in the Norwegian public limited companies act section 5-15.
- The right to present alternative proposals in respect of matters for discussion at the general meeting.

Shareholders who wish to participate in the general meeting, either in person or by proxy, must give advance notification. Registration must be received by Nordea Bank ASA, Issuer Services, no later than Monday 19 April at 17.00 hrs CET, either via fax or electronic communication. The attendance slip contains a PIN code and a reference number for electronic registration, which can be done on the company's website [www.norskeskog.com](http://www.norskeskog.com). Power of proxy can not be given electronically. Shareholders, who have not registered within the deadline, may be denied entrance to the general meeting in accordance with Section 8 of the applicable articles of association.

Lysaker, 10 March 2010



Tom Ruud  
Chair of the corporate assembly

## **Appendix case 6:**

### **The board's declaration on determination of salary and other remuneration for executive employees**

In accordance with the provision in Section 6-16 a) of the Joint Stock Public Companies Act, cf. Section 5-6, third subsection, the annual general meeting shall consider the board's declaration concerning the determination of salary and other remuneration for executive employees for the upcoming accounting year. The board of directors will present the declaration to the general meeting for discussion and a vote.

The board of Norske Skog has appointed a separate compensation committee which handles issues related to remuneration of the CEO and the corporate management. The committee shall, when determining the methods used for assessment of salary determination and any bonus, option and other incentive schemes, ensure that remuneration and salaries regarding size and scope, reflect the individual executive employee's duties and responsibilities, and that the schemes contribute to the long-term creation of value for all company shareholders.

Norske Skog's objective is to ensure that the group management is composed in a manner which ensures international range, experience and diversity. This also entails that Norske Skog must have a salary policy which makes the company interesting and able to attract personnel in an international market, partly in competition with Nordic and North-American listed wood processing companies. At the same time, salary and other remuneration for senior employees must be balanced against the fact that the company is domiciled in Norway, and salary and remuneration for senior employees must therefore be of a nature and scope that does not harm the company's reputation.

#### **1) SALARY POLICY STATEMENT FOR EXECUTIVE EMPLOYEES**

Salary and remuneration disbursed to the CEO and corporate management consists of fixed salary and variable elements, where the variable elements must contribute further to create correlation between the priorities of the corporate management and the strategies and objectives stipulated by the board.

##### **Fixed salary**

The board has not established any upper nor lower limit to the amounts which can be paid to senior executives in the company as fixed salary in the coming fiscal year. See also note 4 to the group accounts.

##### **Variable elements**

In addition to fixed salary, the company has a three-pronged bonus and incentive program designed to help harmonize the priorities of the corporate management with the strategies and goals for the business established by the board:

##### *Annual bonus agreements*

The company has implemented bonus schemes for executives and employees for a number of years to ensure that important commercial goals receive adequate priority. These annual bonus agreements for corporate management provide a maximum payout corresponding to six months' salary. The performance figures are financial, operational and individual.

### *Long-term incentive program*

The purpose of this program is to secure a continued strong focus on the development of shareholder value. The Board adopted new principles for the long-term incentive program in 2007, where the criteria for awarding synthetic shares to the corporate management team is tied to total shareholder return (TSR – development of the share price including dividend payments), such that this must be above average for a defined group of 16 listed paper manufacturers, including Norske Skog. A positive TSR for the period is also an absolute condition. This scheme will yield a 30 % payout if Norske Skog performs better than the average for the reference group and a full payout if the company falls within the best quartile. The maximum annual payouts are 35 000 synthetic shares for the CEO and 17 500 for other members of the corporate management team, subject to a ceiling of 1.25 times the annual salary in the relevant year. At least 50 % of the allocation (after tax) must be applied to purchasing shares, which have to be retained until the total shareholding corresponds to a gross annual salary. Progress is measured over a three-year period, with a new period beginning each year. This scheme involves no dilution effect.

The program was continued for 2008 and 2009, and it is proposed that it will also continue for 2010 with the change that maximum annual bonus from the program is set to NOK 4 mill for CEO and NOK 2 mill for other members of corporate management (instead of a fixed number of shares). The obligation to buy shares for 50 % of the bonus after tax must be used for buying shares until the total shareholding in the company corresponds a certain number of shares (200 000 for the CEO and 100 000 for other members of corporate management). The number of companies in the defined group is reduced to 12 companies, including Norske Skog. Changes have been suggested due to the fact that the value of shares is considerably lower today than it was when the program was introduced, that Abitibi/Bowater for the time being is not listed and that the Chinese and the two Japanese companies are not comparable with the rest of the group.

### *Other variable elements*

Other variable elements include a scheme of fixed car allowance, newspapers, mobile phone and coverage of costs for broadband communication in accordance with established rates.

## **Pension schemes**

In addition to general pension schemes in Norway, payable from the age of 67 and providing a pension at approximately 65 % of ordinary salary at retirement, and 60 % from the age of 77 including national pension, the company has a supplementary scheme for the part of salary which exceeds 12 times the Norwegian national insurance base amount (G). For corporate management there is a separate pension (early retirement) scheme from the age of 64 which provides a similar pension until the age of 67. These insured supplementary plans were decided terminated from 1 January 2007 and replaced by a book reserve arrangement for the pension part and group life- and disability insurance for the risk parts. The corporate management team is covered by a special group life insurance policy with payments limited to three times the annual salary and a maximum of 80G.

## **Schemes for pay after termination of employment**

A mutual notice period of six months has been agreed for the CEO and the other members of the corporate management. In the event of termination by the employer and/or mutually agreed resignation, a wage guarantee scheme corresponding to the fixed wage less other income in the period is disbursed for 18 months following the end of the term of notice.

## Terms for the new CEO

The basic starting salary of the new CEO is NOK 4 000 000 per year. The CEO has a retirement age of 64, with pension and other terms as described in this declaration.

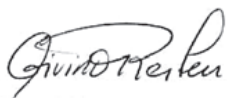
### 2) ACCOUNT OF THE EFFECT FOR THE COMPANY AND SHAREHOLDERS OF AGREEMENTS RELATING TO OTHER REMUNERATION THAN ORDINARY SALARY ENTERED INTO OR AMENDED IN 2008

As a result of the company's financial development, the general bonus schemes have in 2009 yielded a medium disbursement, i.e. less than 40-50 per cent of the maximum bonus. Financial KPIs (key performance indicators) are considered to be of great importance according to the standard. The scheme with synthetic options to the corporate management did not result in any shares being awarded in 2009. As of 2007, the scheme has been replaced by a new long-term plan; therefore, the last possible award from the old plan was in 2009. A new long-term incentive scheme applies from 2007 as described under item 1). The first possible reward from the new scheme will take place in 2010. The disbursed amount after tax must, as described below, be used to acquire shares in the company. The shares are acquired at market price.

### 3) THE BOARD'S STATEMENT ON DETERMINATION OF SALARY AND OTHER REMUNERATION FOR 2010

The board aims to apply the main principles and guidelines described Item 1) to both fixed salary and other remuneration to the company's executive employees for the current accounting year.


Lysaker, 3 March 2010



Eivind Reiten  
Chair




Svein Rennemo  
Deputy chair



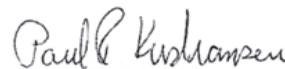
Halvor Bjørken  
Board member



Stein-Roar Eriksen  
Board member



Wenche Holen  
Board member



Paul Kristiansen  
Board member



Gisèle Marchand  
Board member



Inge Myrland  
Board member



Ingrid Wiik  
Board member



## **Appendix case 7:**

### **The remuneration committee's recommendation concerning the stipulation of remuneration to the corporate assembly**

#### **General**

The remuneration committee shall advise the general meeting in questions concerning the remuneration for offices in the company's governing bodies ("the remuneration committee"). When processing such issues, the committee will be expanded with one new member appointed by and among the employees in the corporate assembly. The members of the remuneration committee were Tom Ruud (chair), Ole H. Bakke, Henrik A. Christensen and Otto Sørberg, as well as Harald Bjerger (employee representative in the corporate assembly).

According to the earlier decisions by the general meeting, most recently of 23 April 2009, the remuneration for the chair of the corporate assembly is NOK 155 000 per year. The members of the corporate assembly, the remuneration committee (including observers and deputy members) will receive NOK 6 000 per meeting as remuneration. Coverage of meeting expenses is in accordance with standard government rates.

#### **Assessment**

The assessment of the remuneration committee is that there is a reasonable correlation between the current remuneration rates and the responsibilities and commitments which are incurred by being a member of the board. In accordance with former recommendations, the remuneration committee wishes to adjust the remunerations regularly to avoid large adjustments. The remuneration rates have not increased over the last two years. The remuneration committee therefore proposes a minor increase in remuneration in 2010. The chair of the corporate assembly did not participate in the discussion nor voting on the remuneration rate for that office.

#### **Recommendation:**

1. With effect from 22 April 2010, the remuneration to the chair of the corporate assembly is increased to NOK 160 000 per year. The remuneration covers meetings in the nomination committee, remuneration committee and other meetings the chair of the corporate assembly participates in.
2. With effect from 22 April 2010, the remuneration to the other members of the corporate assembly, nomination committee and remuneration committee are increased to NOK 6 000 per meeting day.
3. Coverage of travel expenses and per diem is in accordance with standard government rates.

Oslo, 16 February 2010



Henrik A. Christensen



Tom Ruud (leder)



Ole H. Bakke



Otto Sørberg



Harald Bjerger



## ***Appendix case 9 and 10:***

### **The election committee's recommendation of members for the corporate assembly**

#### **Election of members for the corporate assembly:**

The election committee in Norske Skog is a body required by the articles of association and must accordingly consist of the chair of the corporate assembly as well as three other members elected by the general meeting for a year at a time. The election committee has consisted of Tom Ruud (chair), Ole H. Bakke, Henrik A. Christensen and Otto Søberg. None of the election committee members are members of the board. Ruud and Søberg are ordinary members and Bakke is a deputy member of the corporate assembly.

The election committee has asked the opinions of the largest Norwegian and foreign shareholders regarding candidates for the board of directors and corporate assembly and any other matters of significance for the work of the nomination committee. The election committee has conducted conversations with the chair of the board, and has been informed of the board's self-assessment. In addition, the company's recently departed CEO has briefed the election committee on the company's development. The employees' representative, Harald Bjerger, has participated in all election committee meetings. Meetings have been held with all shareholder-elected board members. Members elected by the shareholders in the corporate assembly have been asked about their position on possible re-election.

The election committee submits its proposals on the basis of an analysis of the company's needs and the concern for the broadest possible knowledge, experience, commitment and representation in the company's governing bodies. Composing a corporate assembly which ensures good representation of the company's shareholders is an objective. The election committee has emphasised both the need for continuity and new recruitment. The election committee has attempted to increase the percentage of women in the corporate assembly and the election committee. The members of the election committee did not participate in the discussion nor voting on issues that concerned themselves. The election committee has not used external consultants in its work this year.

#### **Members and deputy members of corporate assembly:**

The following shareholder-elected members of the corporate assembly are up for election in 2010:

- **Emil Aubert, Thorleif Enger, Even Mengshoel, Christian Ramberg, Tom Rathke, Tom Ruud, Otto Søberg and Karen Helene Ulltveit-Moe.**

Ove Gusevik withdrew from the corporate assembly in 2009. Thorleif Enger and Christian Ramberg have communicated that they will not seek re-election. Helge Evju, who is up for election in 2011, has withdrawn from the corporate assembly as a result of being nominated as a new board member. Thorbjørn Skjerve, who is up for election in 2011, has placed his seat at the disposal of the election committee.

The articles of association stipulate that the members of the corporate assembly are elected for two years. However, a proposal has been put forward to amend the articles of association effective 2010 so that members of the corporate assembly are only elected for one year at a time to provide more flexibility in the selection and composition of the corporate assembly overall.

The election committee unanimously proposes the re-election (the date or period for which the member was first elected or if the member has previously been a member is shown in parenthesis):

- **Emil Aubert (1999), Even Mengshoel (2008), Tom Ratkhe (2008), Tom Ruud (1997-2001, 2006), Otto Søberg (2008) og Karen Helene Ulltveit-Moe (2008).**

The following persons are proposed unanimously as new members:

- **Ragnhild Borchgrevink (2010), Målfrid Bratt (2010), Jens Nicolai Jenssen (2010), Mikael Løken (2010) og Olav Veum (2010).**

Shareholder-elected deputy members of the corporate assembly are elected annually. The election committee unanimously proposes the election of (in numbered sequence):

1. **Henrik A. Christensen (2010),**
2. **Marie Moræus Hansen (2010).**

### **Chair and deputy chair**

The corporate assembly elects its own chair and deputy chair. The election committee recommends that Tom Ruud be elected as chair, and Tom Rathke as deputy chair of the corporate assembly.

### **Election of members to the election committee**

In the opinion of the election committee, the committee should be composed so as to ensure good contact with the company's shareholding interests. The continuity in the committee should also be maintained. Larger shareholders have been contacted to solicit their opinions on the composition of the election committee.

### **Recommendation:**

The following are unanimously proposed as members of Norske Skog's election committee:

- **Ole H Bakke (2006), Kirsten Idebøen (2010) and Otto Søberg (2008).**

The chair of the corporate assembly is a member and chair of the election committee. Tom Ruud is proposed as the chair of the corporate assembly.

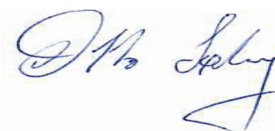
Oslo, 16 February 2010



Henrik A. Christensen



Ole H. Bakke



Otto Søberg

## **Presentation of the election committee's proposal for new members of the corporate assembly of Norske Skogindustrier ASA**

As permanent members of the corporate assembly:

### **Ragnhild Borchgrevink (43)**

Residence: Bærum  
Education: Law degree from the University of Oslo in 1992, licensed to practice law from 1995.  
Position: Will be the managing director of Viken Skog from 1 July 2010  
Offices: None.

### **Målfrid Bratt (45)**

Residence: Bærum  
Education: Higher auditor degree from the Norwegian School of Economics and Business Administration (NHH), MBA from the BI Norwegian School of Management, Preparatory Philosophy, Mathematics, Information Technology, Statistics from the University of Oslo  
Position: CEO Manpower Norge  
Offices: Board member Ungt Entreprenørskap (young entrepreneurship), board member NHO Service

### **Jens Nicolai Jenssen (53)**

Residence: Hommelvik  
Education: Norwegian State Forestry School, agronomist, junior officer school from the Armed Forces  
Position: Farmer  
Offices: Chair of Andelslaget Allskog (and other Allskog companies), board member of the Norwegian Forest Owner's Association, the Thomas Angels foundations and Skogeiersamvirket

### **Mikael Løken (47)**

Residence: Elverum  
Education: Forest technician/authorised accountant  
Position: Farmer/forest owner and accountant  
Offices: Chair of Glommen Skog BA

### **Olav Veum (37)**

Residence: Fyresdal  
Education: Master of Science in forestry, resource economy and planning from the Norwegian University of Life Sciences  
Position: General Manager Vest-Telemark Næringsforum  
Offices: Board member AT Skog, AT Biovarme, AT Treutvikling, Moelven Telemarksbruket AS

As a new member of the election committee:

**Kirsten Idebøen (47)**

Residence: Bærum

Education: Management Executive Program INSEAD, MBA George Washington University (USA), Bachelor of Science in Business Administration Florida Atlantic University (USA)

Position: CEO of SpareBank 1 Gruppen

Offices: Chair of ODIN Forvaltning AS, SpareBank 1 Livsforsikring AS, SpareBank 1 Skadeforsikring AS, SpareBank 1 Finans Holding, board member of the Norwegian Financial Services Association, Berner Gruppen AS

## **Appendix Item 12:**

### **Board's recommendation for amendment of the articles of association**

The board recommends that the 2010 ordinary general meeting adopt amendments to the articles of association as described below. The purpose of the amendments is partly to update the language of the articles of association, and partly to adapt the articles of association to recently adopted amendments in the Public Limited Liability Companies Act and the Norwegian Code of Practice for Corporate Governance.

#### **12.1 Amendment of Section 5 of the articles of association**

The words "*specifically designated*" in Section 5, second paragraph, final sentence of the articles of association are stricken and replaced with "*named*". The purpose of the amendment is to update the language of the articles of association.

#### **12.2 Amendment of Section 6 of the articles of association**

##### **A**

The words "*in their midst*" in Section 6, second paragraph of the articles of association, are stricken and replaced with "*among their members*". The purpose of the amendment is to update the language of the articles of association.

##### **B**

The board proposes amending Section 6, first paragraph, second sentence of the articles of association so that the term of office for the members of the corporate assembly elected by the general meeting is reduced from 2 years to 1 year. The purpose of the amendment is to ensure flexibility in the composition of the corporate assembly.

#### **12.3 Amendment of Section 7 of the articles of association**

##### **A**

Section 7, first sentence is stricken and replaced by:

*"The company will have an election committee consisting of four members elected by the general meeting for terms of one year."*

Section 7, second sentence "*The election committee will be chaired by the chair of the corporate assembly.*" is stricken and replaced by

*"The chair of the election committee is elected by the general meeting."*

The purpose of the amendment is to update the articles of association to comply with the Norwegian Code of Practice for Corporate Governance.

If the above proposed amendment is adopted, an amendment of Section 8, second paragraph, Item 5 of the articles of association is also adopted, so that the sentence reads as follows:

[The ordinary general meeting shall] "*Elect four members of the election committee, including the chair of the election committee.*"

## **B**

Furthermore, the board proposes that Section 7 of the articles of association be amended by including more detailed regulations for the election committee and its work in new second through fourth paragraphs. The purpose of the amendment is to update the articles of association to comply with the Norwegian Code of Practice for Corporate Governance.

Proposal for new second through fourth paragraphs:

*The remuneration of the members of the election committee will be determined by the general meeting.*

*The election committee will have the following tasks:*

- i) To issue a recommendation to the corporate assembly concerning election of shareholder-elected members .*
- ii) To issue a recommendation to the corporate assembly concerning the election of board members, including the election of the chair and deputy chair of the board.*
- iii) To issue a recommendation to the general meeting concerning the remuneration of the members of the corporate assembly.*
- iv) To issue a recommendation to the corporate assembly concerning the remuneration of the members of the board.*
- v) To issue a recommendation to the general meeting concerning the election of members of the election committee.*

*The general meeting can stipulate more detailed guidelines for the work of the election committee.*

## **12.4 Amendment of Section 8 of the articles of association**

### **A**

Section 8, first sentence of the articles of association "*Summons to the general meeting will be issued within the deadline set by the Public Limited Liability Companies Act by placing an advertisement in Aftenposten and Dagens Næringsliv.*" is stricken, and replaced by

*"Summons to the general meeting will be issued within the deadline set by the Public Limited Liability Companies Act in writing to all shareholders with a known address."*

The board proposes that the current wording be replaced with the wording of the Public Limited Liability Companies Act, as it is no longer required to publish the summons or a summary of the summons in a national newspaper.

### **B**

Furthermore, the board proposes that Section 8, first paragraph, second and third sentence "*The summons can stipulate that shareholders who want to participate in the general meeting must register with the company before a set deadline which cannot expire earlier than five days before the general meeting. Shareholders who have not registered in time can be denied access to the general meeting.*" is stricken, and replaced by the rules of the Public Limited Liability Companies Act relating to registration with a specific registration date in that

*"The right to participate and vote in the general meeting can only be exercised when the acquisition of the shares is registered in the shareholder register on the fifth business day before the general meeting (registration date)."*

The purpose of the proposed amendment is to update the articles of association in line with the alternative in Section 4-2 (3) of the Public Limited Liability Companies Act. The proposed amendment will provide Norske Skog with unambiguous and clear deadline dates for the right to participate and vote in the general meeting.

#### **C**

The board proposes amending Section 8 of the articles of association by including a new Item 3, under which the ordinary general meeting must also hold an advisory vote on the board's guidelines for determination of executive salaries, as follows:

*“Discuss and vote over the board’s declaration on determination of salary and other remuneration for senior employees.”*

The purpose of the amendment is to update the articles of association in accordance with applicable rules in Section 5-6 (3) of the Public Limited Liability Companies Act. If the amendment is adopted, the other numbering of Section 8 will be amended correspondingly.

#### **D**

The board proposes amending Section 8 of the articles of association by moving processing relating to the auditor's fee to an Item 4. The purpose of the amendment is to ensure a mutually logical and objective processing of the order of the matters on the agenda of the ordinary general meeting. If the amendment is adopted, the other numbering of Section 8 will be amended correspondingly.

#### **E**

The board proposes amending Section 8, final paragraph, first sentence by striking *“Matters which a shareholder wants to put before the general meeting for discussion and voting must be communicated in writing to the board at least one month prior to the holding of the general meeting.”* and replacing it with

*“Matters which a shareholder wants to put before the general meeting for discussion and voting must be communicated in writing to the board at least seven days prior to the deadline for issuing a summons to a general meeting enclosing a proposed motion or reason for putting the matter on the agenda.”*

The purpose of the amendments is to update the articles of association in accordance with applicable rules in Section 5-11 of the Public Limited Liability Companies Act.

#### **F**

The board proposes including a new paragraph in Section 8 of the articles of association, by making an exception from the statutory requirements relating to distribution of documents, cf. Section 5-11a of the Public Limited Liability Companies Act as follows:

*“When the documents which apply to matters which are up for discussion and voting at the general meeting in the company have been made available to the shareholders on the company's website, the board can decide to not send the documents to the shareholders. A shareholder can, however, demand to have documents pertaining to matters on the agenda of the general meeting sent to him or her. The company cannot demand any compensation for sending documents to the shareholders.”.*



The purpose of the amendment is to support the company's desire and need for cost cuts, and also provide the company with the necessary flexibility as regards distribution methods. If the amendment is adopted, the other numbering of Section 8 will be amended correspondingly.

## **G**

The board proposes including a new final paragraph in Section 8 of the articles of association by permitting the shareholders to vote in advance, cf. Section 5-8b of the Public Limited Liability Companies Act § 5-8b, as follows:

*"Shareholders can vote in writing in advance in matters up for discussion and voting at the company's general meetings. Such votes can also be cast through electronic communication. The option of voting in advance is contingent upon the existence of a satisfactory method for verifying the identity of the voter. The board of directors will determine if such a method exists prior to each individual general meeting. The board of directors can stipulate more detailed guidelines for written advance votes. It must emerge from the summons to the general meeting whether voting in advance is allowed and which guidelines have been stipulated for any such voting in advance."*

The purpose of the amendment is to provide as many shareholders as possible with a chance to influence the company through their voting right.

