To the shareholders of Copeinca ASA (the “Company”)

NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting of Copeinca ASA will be held at

Felix Conference Centre, Bryggetorget 3, Oslo, Norway

25 April 2012 at 10:00 a.m. (CET)

The General Meeting will be opened by the Chairman of the Board, Samuel Dyer Coriat.

The Board of Directors proposes the following agenda:

1 Election of a person to chair the General Meeting

2 Approval of the Notice and Agenda of the General Meeting

3 Election of one person to co-sign the Minutes

4 Approval of the Annual Accounts and the Annual Report for the financial year 2011 including distribution of dividends

The Board of Directors proposes to distribute dividends in the amount of NOK 228,150,000 (NOK 3.9 per share), equivalent to approximately USD 39,790,576 (USD 0.68 per share). The dividends will be distributed to the shareholders of record as of the date of the General Meeting. The payment date is proposed to be 20 May 2012.

5 Statement on corporate governance in accordance with the Accounting Act Section 3-3b

In accordance with the Accounting Act Section 3-3b, the Company has prepared a statement on its principles and practice with regard to corporate governance. Pursuant to Section 5-6 (4) of the Norwegian Public Limited Liability Companies Act, the General Meeting shall consider this statement.

The Chairman of the Board will describe the main contents of the statement, which is enclosed to the Annual Report for 2011 as note [•]/which is made available on the Company’s website www.copeinca.com.

The statement is not subject to the General Meeting’s vote.

6 Approval of Auditor’s fee

The Board of Directors proposes that the Annual General Meeting approves the Auditor’s fee in the amount of USD 301,600 (approximately NOK 1,738,121).

7 Determination of remuneration to the members of the Board of Directors

The Nomination Committee proposes the following fees for the members of the Board of Directors for the past period May 2011 – May 2012:

N°	Director	Board	Nomination Committee Proposed Fees	Audit, Control, Risk and Finances	Human resources, Ethics, Corporate Governance and Social Responsibility	Strategic, Acquisitions and New Business	Total NOK
1	Samuel Dyer Coriat	Chairman	NOK 500,000			NOK 40,000	NOK 540,000
2	Kristjan Th. Davidsson	Deputy Chairman	NOK 400,000	NOK 50,000		NOK 20,000	NOK 470,000
3	Samuel Dyer Ampudia	Director	NOK 250,000		NOK 30,000	NOK 20,000	NOK 300,000
4	Ivan E. Orlic	Director	NOK 250,000	NOK 25,000			NOK 275,000
5	Osterlin L. Dyer	Director	NOK 250,000		NOK 15,000		NOK 265,000
6	Mimi K. Berdal	Director	NOK 250,000		NOK 15,000		NOK 265,000
7	Marianne Johnsen	Director	NOK 250,000	NOK 25,000			NOK 275,000
8	Sheyla Dyer Coriat	Director	NOK 250,000				NOK 250,000
	Committees			NOK 100,000	NOK 60,000	NOK 80,000	NOK 2,640,000

8 The Board of Directors' statement on remuneration of the management of the Company

The Board of Directors has prepared a statement regarding the remuneration of the management of the Company, attached as Appendix 1. In accordance with the Public Limited Liability Companies Act Section 6-16a, it is proposed that the Annual General Meeting approves the guidelines as presented in the statement. With respect to non-share based remuneration, the vote of the General Meeting is advisory only.

9 Board of Directors

The existing Board of Directors consists of:

- Samuel Dyer Coriat (Chairman)
- Kristjan Davidsson (Deputy Chairman)
- Samuel Dyer Ampudia (member)
- Mimi Berdal (member)
- Ivan E. Orlic (member)
- Sheyla Dyer (member)
- Marianne E. Johnsen (member)
- Osterlin L. Dyer Ampudia (member)

The entire Board of Directors was elected for a period of 2 years on the Annual General Meeting in 2011; therefore the Annual General Meeting shall not elect a new Board of Directors.

10 Nomination Committee

The existing Nomination Committee consists of:

- Luis Felipe Arizmendi (Chairman)
- Samuel Dyer Ampudia
- Helge Midtun

The Nomination Committee was elected for a period of 2 years on the Annual General Meeting in 2011; therefore the Annual General Meeting shall not elect a new Nomination Committee.

It is proposed that the Annual General Meeting approves that each member of the Nomination Committee receives a fixed fee of NOK 15,000 and a fee of NOK 5,000 for each session of the Nomination Committee.

11 General authorization to increase the Company's share capital

The Board proposes that the Annual General Meeting authorises the Board to increase the Company's share capital with NOK 58,500,000, equal to approximately 20% of the Company's share capital.

The purpose of the authorisation is to enable the Board to issue shares to raise new equity, to finance acquisitions by share issues or with settlement in Copeinca shares, in connection with mergers, and also in takeover situations or capital expenditures in the Company. Accordingly, the Board proposes that it may set aside the shareholders' preferential rights to subscribe for the new shares.

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

a) The Board of Directors is authorised to increase the share capital by up to NOK 58,500,000.

b) The Board may set aside the shareholders' preferential rights to subscribe for the new shares pursuant to the Public Limited Companies Act Section 10-4.

c) The authorisation covers increases of the share capital against non-cash contributions, and a right to incur special obligations for the Company, according to the Public Limited Companies Act section 10-2. The authorisation also covers resolution on a merger in accordance with the Public Limited Company's Act section 13-5. The authorisation may be used in takeover situations.

d) The authorisation can be used several times.

e) The authorisation shall be valid until the Annual General Meeting to be held in 2013, at the latest 30 June 2013.

f) The authorisation replaces the authority given in the Annual General Meeting held 20 May 2011.

12 Authorization to purchase Copeinca ASA shares

The Board proposes that the Board is granted the authority to purchase Copeinca shares and that the Annual General Meeting adopts the following resolution:

a) The Board is granted authorisation to, on behalf of the Company, acquire Copeinca shares with aggregate nominal value up to NOK 29,250,000.

b) The purchase price per share shall not be lower than NOK 5 and not be higher than NOK 100.

c) The method for acquisition and disposal of own shares shall be at the Board's discretion.

d) The authorisation is valid until the annual general meeting to be held in 2013, at the latest 30 June 2013.

* * *

Copeinca ASA is a public limited company subject to the rules of the Norwegian Public Limited Companies Act. As of the date of this Notice, the Company has issued 58,500,000 shares, each of which represents one vote. The shares have equal rights also in all other respects.

A shareholder has the right to have items put on the agenda of the General Meeting, provided that each such item is sent in writing to the Board of Directors together with a draft resolution or a justification as to why the item should be put on the agenda 28 days prior to the General Meeting at the latest.

A shareholder has the right to demand that Board members and the general manager provide information on matters discussed at the Meeting in accordance with Section 5-15 of the Norwegian Public Limited Liability Companies Act.

Shareholders who wish to attend the Annual General Meeting are asked to notify the Company hereof in advance by using the attached Attendance and Proxy Form within 20 April 2012. Shareholders may be represented by proxy, in which case a written proxy must be duly completed and dated, preferably by using the attached Attendance and Proxy Form.

This Notice and its appendices, as well as the Company's Articles of Association, are also available at the Company's website: www.copeinca.com.

For the Board of Directors of Copeinca ASA

Samuel Dyer Coriat

Appendices
Appendix 1: Remuneration Guidelines

Appendix 1

STATEMENT CONCERNING THE SALARIES AND OTHER REMUNERATION TO THE EXECUTIVE MANAGEMENT

The fundamental principle for Copeinca ASA's executive management salary policy is that the executive management shall be offered terms that are competitive when salary, payment in kind, bonus, share options and pension scheme are considered as a whole.

As a guideline, executive management may be offered a bonus in addition to the base salary limited to a certain percentage of the base salary and associated with the employees having achieved specific objectives. Any bonuses to the CEO are determined by the Board.

The Company has implemented a share option scheme under which members of the executive management and other employees have been and will be offered share options in the Company. The exercise price for such options shall be based on the quoted share price on the date of allocation. The vesting of the options shall as a general principle be over 4 years, i.e. with up to 1/4 of the options being exercisable at each anniversary following the allocation. The share option program shall not exceed 2% of the issued share capital from time to time.

The members of the executive management have ordinary benefits in kind such as free use of phone, newspaper subscriptions, life insurance, health insurance and company cars, but do not have other material benefits in kind.

As a guideline, the Company shall not agree to severance pay for members of executive management unless to the extent required under applicable law or required for the Company to secure the necessary expertise and takes place in accordance with the fundamental principle for the Company's salary policy for management stated in the introduction of this statement.

Reference no: Pin Code:

Annual General Meeting 25 April 2012 of Copeinca ASA

ATTENDANCE FORM

Annual General Meeting 25 April 2012 of Copeinca ASA

The undersigned shareholder will attend the Annual General meeting of Copeinca ASA to be held on 25 April 2012 at 10:00 a.m. CET at Felix Conference Centre, Bryggetorget 3, Oslo, Norway.

_____________________________ shares

_____________________________ shares by proxy

_____________________________ shares in total

______________ (place), ______________ (date)

Shareholder's signature (Sign only by own attendance. To grant proxy, use form below)

Please return the Attendance Form either by post or telefax to be received no later than 20 April 2012, at 04:00 pm (CET) as follows:

DNB Bank ASA, Verdipapirservice, Stranden 21, 0021 Oslo, Norway or Fax + 47 22 48 11 71.

Please also note that web-based registration is available on "Investortjenester", a service provided by most registrars in Norway, and the Company's website, www.copeinca.com

COPEINCA

Reference no:
Pin Code:

PROXY FORM

Annual General Meeting 25 April 2012 of Copeinca ASA

If you are not able to attend the annual general meeting of Copeinca ASA on 25 April 2012 you may use this proxy.
The undersigned shareholder:

in COPEINCA ASA hereby gives (please tick):

☐ The Chairman of the Board Samuel Dyer Coriat or the person he appoints

☐ If the Chairman of the Board is not chairing the meeting: The person who chairs the General Meeting

☐ ____
Name of proxy (please use capital letters)

proxy to attend the general meeting and to cast a vote for my/our shares at the Annual General Meeting of Copeinca ASA on 25 April 2012. In case a proxy is sent without mentioning the proxy name, the proxy is considered to be granted to the Chairman of the Board or whoever he may authorize. The voting shall be done in accordance with the instructions mentioned below this. **In case the box below is not ticked off, this will be considered as an instruction to vote "in favour of" the motions in the notice**, yet the proxy decides upon the voting if there is put forward a motion in addition to or instead of the motions in the notice.

Items:		**In favour**	**Against**	**Abstention**
1.	Election of Chairperson of the meeting.			
2.	Approval of the Notice and Agenda for the General Meeting			
3.	Election of one person to co-sign the Minutes			
4.	Approval of the Annual Accounts and Annual Report for the financial year 2011 including distribution of dividends			
5.	Statement on corporate governance in accordance with the Accounting Act Section 3-3b			
6.	Approval of the remuneration of the auditor			
7.	Approval of remuneration of the Board of Directors			
8.	Approval of remuneration of the Management			
9.	Board of Directors			
10.	Nomination Committee			
11.	General authorization to increase the Company´s share capital			
12.	Authorisation to purchase Copeinca ASA shares			

Name of shareholder: ______________________ Shares: ________________

Place Date Signature

Please return the Proxy Form either by post or telefax to be received no later than 20 April 2012 at 04:00 p.m. CET, as follows: DNB Bank ASA, Verdipapirservice, Stranden 21, 0021 Oslo, Norway or Fax + 47 22 48 11 71.
Please also note that it is possible to grant proxy online on "Investortjenester", a service provided by most registrars in Norway, and the Company's website, www.copeinca.com. However, it is not possible to give instructions for voting online. The reference number and pin code is required.