

**MINUTES**  
**FROM THE ORDINARY GENERAL MEETING IN**  
**NORSKE SKOGINDUSTRIER ASA**

The annual general meeting in Norske Skogindustrier ASA was held in at Karenslyst allé 2 in Oslo, on 10 April 2014 at 11:00 am.

**Item 1 Opening of the meeting by the chair of the board and registration of the attending shareholders**

Pursuant to Section 7 of the articles of association, the annual general meeting was led by the chair of the board, Eivind Reiten. The other board members present were Jon-Aksel Torgersen, Eilif Due, Paul Kristiansen and Svein Erik Veie. The election- and remuneration committee members present were Dag Opedal (chair) and Olav Veum. The company's auditor, Fredrik Melle from PwC, was unable to attend. The President and CEO, Sven Ombudstvedt, CFO Rune Sollie and COO Roar Ødelien were also present. The minutes were kept by the company secretary Thomas Zandjani.

The list of shares represented and is attached to these minutes.

**Resolution:**

The general meeting approved the convener's list of represented shares.

The resolution was unanimous.

**Item 2 Election of two persons to sign the minutes of the meeting**

The chair of the meeting proposed that Olav Veum and Ole Anders Engebretsen be elected to sign the minutes together with the chair. There were no other proposals.

**Resolution:**

Olav Veum and Ole Anders Engebretsen were elected to sign the minutes together with the chair of the meeting.

The resolution was unanimous.

**Item 3 Approval of summons and agenda**

The summons was sent to the shareholders in accordance with the articles of association.

**Resolution:**

The general meeting approved the summons and the agenda.

The resolution was unanimous.

The general meeting was then declared lawfully in session.

**Item 4 Approval of the financial statements for 2013 for Norske Skogindustrier ASA and the group, and board's annual report and corporate governance report for 2013**

Items 4 and 5 were discussed together, but voted on separately.

The chair of the board, Eivind Reiten, gave an account of the company's development. The President and CEO Sven Ombudstvedt gave an account of the financial statements, operations and activities.

The board and the President and CEO's declaration regarding the financial statements for 2013 was presented on the screen in the meeting and read out loud by the chair of the board.

**Resolution:**

1. The annual financial statements for 2013 for Norske Skogindustrier ASA and the group were approved.
2. The report of the board of directors and corporate governance report for 2013 were approved.

The resolution was passed with the requisite majority, as shown in the voting list for Item 4, included as an attachment to the minutes.

**Item 5 Coverage of the loss for 2013**

The board of directors have recommended that the loss for the year is allocated to other equity.

The board of directors do not propose any dividend to be disbursed for the financial year 2013.

**Resolution:**

1. The general meeting approved the board's proposal for coverage of the loss in Norske Skogindustrier ASA for 2013.
2. The general meeting approved the board's proposal that no dividend be disbursed for the financial year 2013.

The resolution was passed with the requisite majority, as shown in the voting list for Item 5, included as an attachment to the minutes.

**Item 6 Declaration of the board regarding salary and other remuneration to senior executives**

The general meeting held an advisory vote on the board's declaration regarding the company's remuneration to senior executives.

**Resolution:**

The general meeting noted the board's declaration regarding salary and other remuneration for senior executives in the company.

The resolution was passed with the requisite majority, as shown in the voting list for Item 6, included as an attachment to the minutes.

**Item 7 Election of and stipulation of remuneration for members of the board as well as the election- and remuneration committee****a) Election of members of the board**

The chair of the meeting handed the floor to the chair of the election- and remuneration committee, Dag Opedal, who accounted briefly for the committee's work and recommendations. The committee's recommendation dated 7 March 2014 was then presented for an overall vote. No other proposals were made.

**Resolution:**

The following board members were elected (the initial year of election is shown in parenthesis):

1. Jarle Roth (2014)
2. Siri Beate Hatlen (2012)
3. Eilif Due (2012)
4. Jon-Aksel Torgersen (2012)
5. Karin Bing Orgland (2014)

The resolution was passed with the requisite majority, as shown in the voting list for Item 7 a), included as an attachment to the minutes.

The election- and remuneration committee proposed that Jarle Roth be appointed chair of the board. No other proposals were made and Jarle Roth was thus elected.

The resolution was unanimous.

**b) Remuneration for the members of the board**

The chair of the election- and remuneration committee, Dag Opedal, accounted briefly for the committee's proposal. No other proposals were made.

**Resolution:**

1. The annual remuneration for the chair of the board is NOK 591 000.
2. The annual remuneration for other members of the board is NOK 328 000.
3. The remuneration for alternate members of the board is NOK 13 500 per meeting.
4. Remuneration for members of the committees of the board is NOK 6 800 per meeting. Separate rates are set for the audit committee.
5. The fixed annual remuneration for the chair of the audit committee is NOK 105 000, in addition to NOK 6 800 per meeting.
6. The fixed annual remuneration for other members of the audit committee is NOK 68 000, in addition to NOK 6 800 per meeting.
7. Reimbursement of travel and lodging expenses shall be made in accordance with government rates.
8. The changes are effective from 10 April 2014.

The resolution was passed with the requisite majority, as shown in the voting list for Item 7 b), included as an attachment to the minutes.

**c) Election of members of the election- and remuneration committee**

The chair of the election- and remuneration committee, Dag Opedal, accounted briefly for the committee's proposal. No other proposals were made.

**Resolution:**

The following members were elected (the initial year of election is shown in parenthesis):

1. Dag Opedal (2013) – chair
2. Helge Leiro Baastad (2011)
3. Olav Veum (2013)
4. Marianne E. Johnsen (2014)

The resolution was passed with the requisite majority, as shown in the voting list for Item 7 c), included as an attachment to the minutes.

**d) Remuneration for members of the election- and remuneration committee**

The chair of the meeting handed the floor to the chair of the election- and remuneration committee, Dag Opedal, who briefly accounted for the committee's proposal. No other proposals were made.

**Resolution:**

1. The chair of the election- and remuneration committee will receive a fixed annual fee of NOK 105 000, in addition to NOK 6 800 per meeting.
2. Other members of the election- and remuneration committee will receive a fixed annual fee of NOK 31 500, in addition to NOK 6 800 per meeting.
3. Reimbursement of travel and lodging expenses shall be made in accordance with government rates.
4. The changes are effective from 10 April 2014.

The resolution was passed with the requisite majority, as shown in the voting list for Item 7 d), included as an attachment to the minutes.

**Item 8 Approval of the auditor's remuneration**

The auditor's remuneration for 2013 for Norske Skogindustrier ASA as presented by the auditor were NOK 1 400 000.

**Resolution:**

The auditor's remuneration for 2013 for Norske Skogindustrier ASA of NOK 1 400 000 was approved.

The resolution was passed with the requisite majority, as shown in the voting list for Item 8, included as an attachment to the minutes.

## **Item 9 Proposal for authority for the board to purchase treasury shares**

The board requested authorisation from the general meeting to purchase treasury shares. The shares will be used to sell shares to employees who take up the offer to purchase shares in the company at reduced prices. The offer is applicable for employees in Norway.

### **Resolution:**

1. The general meeting granted authorisation to the board to purchase treasury shares up until a nominal value of NOK 3 800 000, however, such that the total holding must at no time exceed 2% of outstanding shares. The shares shall be purchased at the registered stock market price. The price per share shall be minimum NOK 1 and maximum NOK 100.
2. The board may purchase and sell shares in the manner the board finds most appropriate, however this must be in compliance with the general principles of equal treatment of the shareholders. The authority is valid until the next annual general meeting.

The resolution was passed with approval from more than two thirds of both the votes cast and the share capital represented at the general meeting, as shown in the voting list for Item 9, included as an attachment to the minutes.

## **Item 10 Proposal for authority for the board to increase share capital**

In order to ensure necessary financial flexibility, and to be properly prepared for possible structural changes in the European paper market, the board requested to have at hand an authorisation from the general meeting to increase the company's capital, if necessary. The authorisation will be a tool for the company in the ongoing work to carry out a restructuring of the European publication paper industry. The board is still of the opinion that a restructuring will be the most effective way to obtain a sustainably improved balance between supply and demand in the industry. A consolidation will also provide traditional synergy potential for such transactions. The authorisation may be used to issue shares as

part of the settlement in a smaller structural transaction, or as part of the settlement in a more extensive transaction.

The proposed issue authorisation will imply that share capital may be increased by up to 50% without any separate resolution from the general meeting, as well as full or partial waiver of the shareholders' priority rights upon emission of new shares. The board will, under all circumstances, show particular caution upon a possible utilisation of the authority, and will ensure that the interests of existing shareholders are managed in a good way.

**Resolution:**

1. The board is authorised to increase the share capital of the company by up to NOK 94 972 763 (which equals 50% of the share capital at the time of the general meeting). The authority may be utilised several times within this limit.
2. The authority is valid until the next annual general meeting.
3. The shareholders' priority rights according to the Public Limited Liability Company Act section 10-4 may be deviated from.
4. The authority also includes capital increases made with contribution in other assets than money, as well as the right to incur particular liabilities, of the Public Limited Liability Company Act, section 10-2. The authority may be used in connection with a merger as set out in section 13-5 of the Public Limited Liability Company Act.

The resolution was passed with approval from more than two thirds of both the votes cast and the share capital represented at the general meeting, as shown in the voting list for Item 10, included as an attachment to the minutes.

## **Item 11 Election of new auditor**

Pursuant to a unanimous recommendation by the audit committee, the board recommends that Ernst & Young AS (EY) is elected new auditor for Norske Skogindustrier ASA and for the Norske Skog group.

### **Resolution:**

Ernst & Young AS (EY) is elected as new auditor for Norske Skogindustrier ASA and for the Norske Skog group.

The resolution was passed with the requisite majority, as shown in the voting list for Item 11, included as an attachment to the minutes.

## **Item 12 New long-term incentive programme**

The shareholder Astrup Fearnley AS, and its subsidiaries, propose a new long-term incentive programme. The proposal and reasons behind the proposal were included in the summons.

### **Resolution:**

1. The board of directors shall establish a new synthetic option programme
2. The option programme shall have the following key principles:
  - a. It shall be offered to the company's senior executives
  - b. It shall have a term of at least three years
  - c. There shall be a maximum limit of 2% of the issued shares in the company
  - d. The company's board of directors shall establish the criteria for allocation, including pricing and conditions for potential payments, as well as other necessary conditions associated with the introduction and execution of the programme.

The resolution was passed with the requisite majority, as shown in the voting list for Item 12, included as an attachment to the minutes.

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There were no further matters for discussion. The meeting was adjourned at 14:15.

Oslo, 10 April 2014

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Eivind Reiten

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Ole Anders Engebretsen

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Olav Veum

Attachment 1: List of attending shareholders.

Attachment 2: Votes on the individual items in the agenda.