



Norske Skog

Annual General Meeting

15. April 2020

Agenda

1. Opening of the annual general meeting, approval of notice and agenda
2. Election of a person to chair the annual general meeting and a person to cosign the minutes
3. Approval of the annual accounts and the board of director's report for the financial year 2020 for Norske Skog ASA and the group, including allocation of the result for the year, and consideration of the statement on corporate governance
4. Approval of the board of directors' guidelines for determination of salary and other remuneration to leading personnel
5. Election of board members and remuneration to governing bodies
6. Approval of the auditor's remuneration
7. Proposal of board authorisation to acquire own shares
8. Proposal of board authorisation for share capital increases

The item being addressed:

3. Approval of the annual accounts and the board of director's report for the financial year 2020 for Norske Skog ASA and the group, including allocation of the result for the year, and consideration of the statement on corporate governance

Our mission: We create green value

- in line with shareholder and stakeholder expectations

2020

Transformation and Value Creation

Future

NOR|Cote



NOR|SC



NOR|News



Convert machines to packaging

Diversify and innovate within fibre and energy

Improve publication paper business

Bio chemicals



Fibre products



Core



Bio energy

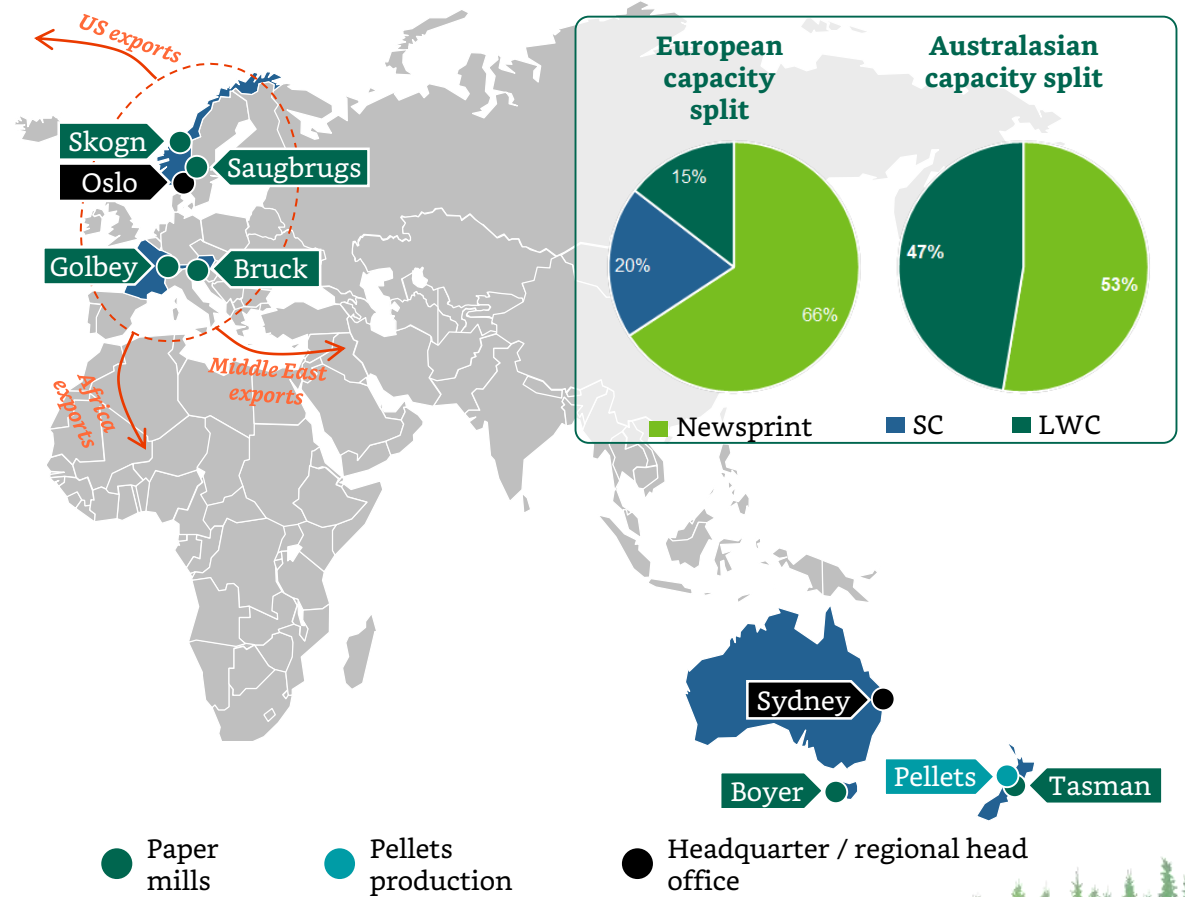


Norske Skog at a glance

Introduction to Norske Skog

- Norske Skog is a major producer of newsprint and magazine paper with ~2.2m tonnes of production capacity
- ~70 years of experience and competence development within the pulp and paper industry
- Approximately 2,300 employees
- Operates six paper production mills
 - Four in Europe (~1.8m tonnes capacity, 80% of total) and
 - Two in Australasia (~0.4m tonnes capacity, 20% of total)
- Third largest producer of publication paper in Europe and sole domestic producer in Australasia
- HQ in Oslo (Norway) and listed on the Oslo Stock Exchange

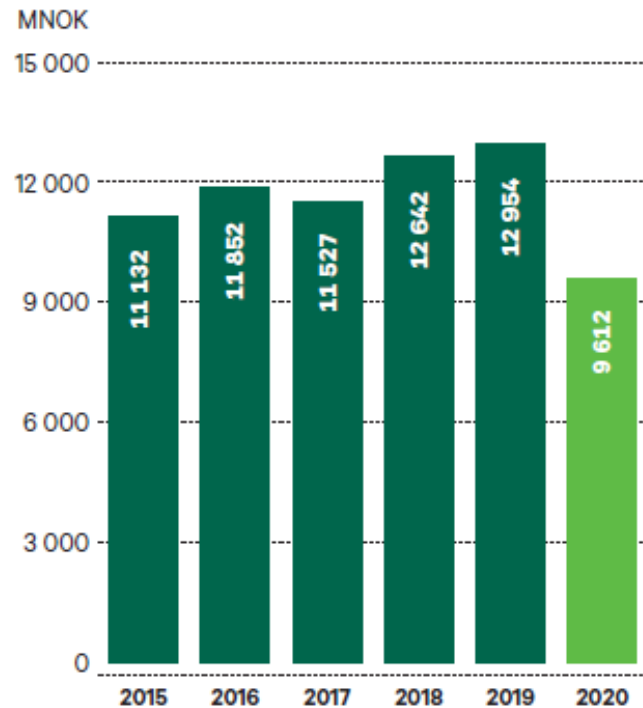
Geographic presence



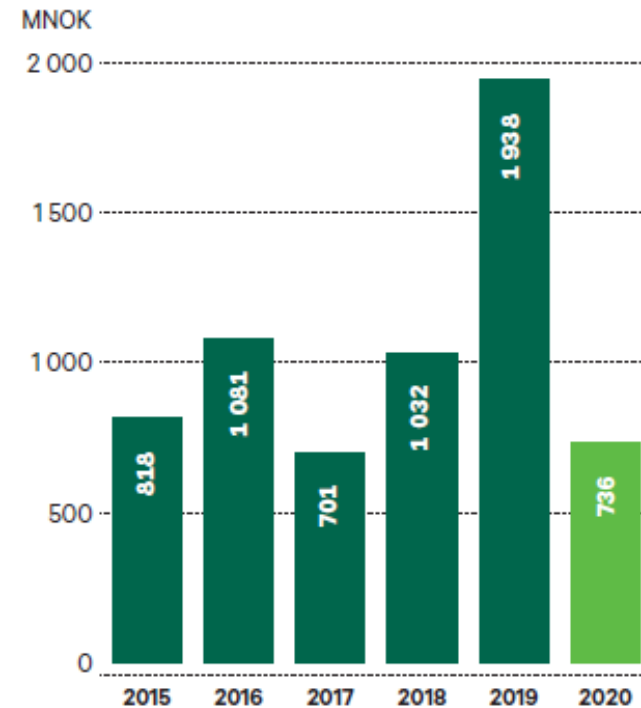
Norske Skog ASA in 2020:

- Key figures

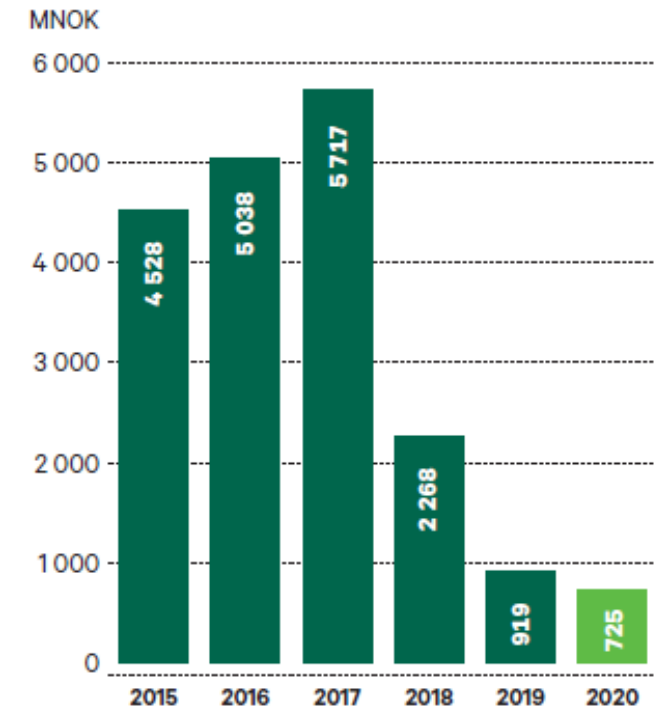
TOTAL OPERATING INCOME



EBITDA



NET INTEREST-BEARING DEBT

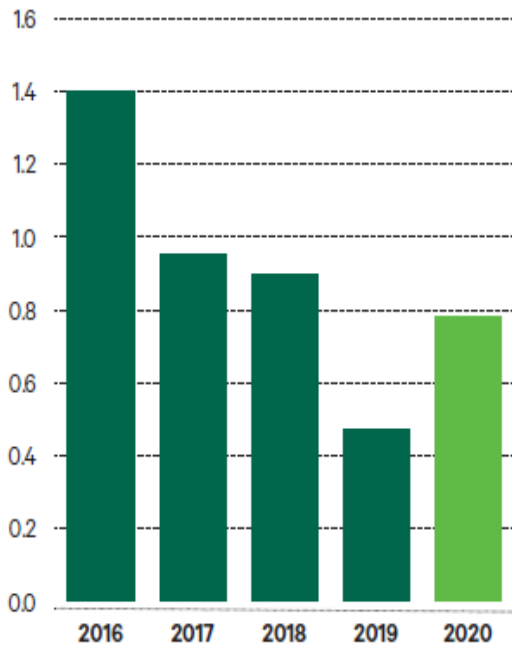


Health & Safety, and Environment

- Strong performance, high ESG ambitions

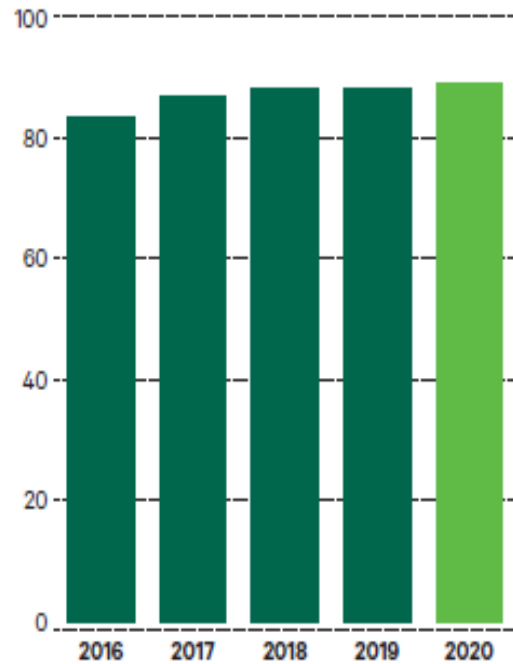
H1 results

Lost time injuries per million working hours



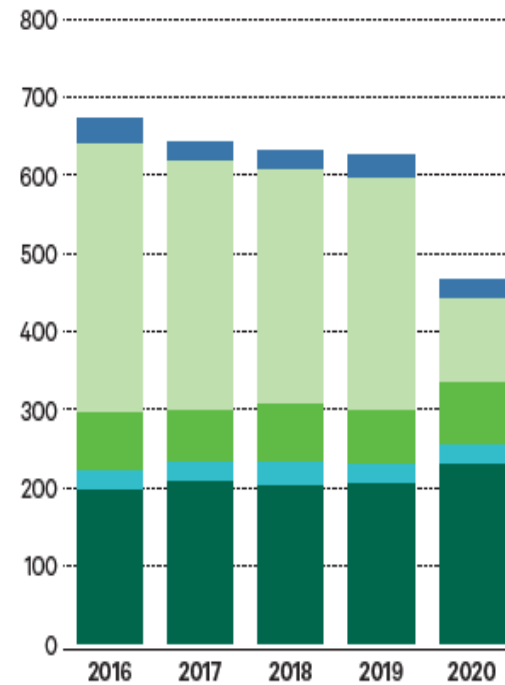
Target 100%, performance 89%

CERTIFIED PROPORTION OF FRESH FIBRE (%)
Roundwood and chips



Step change to come

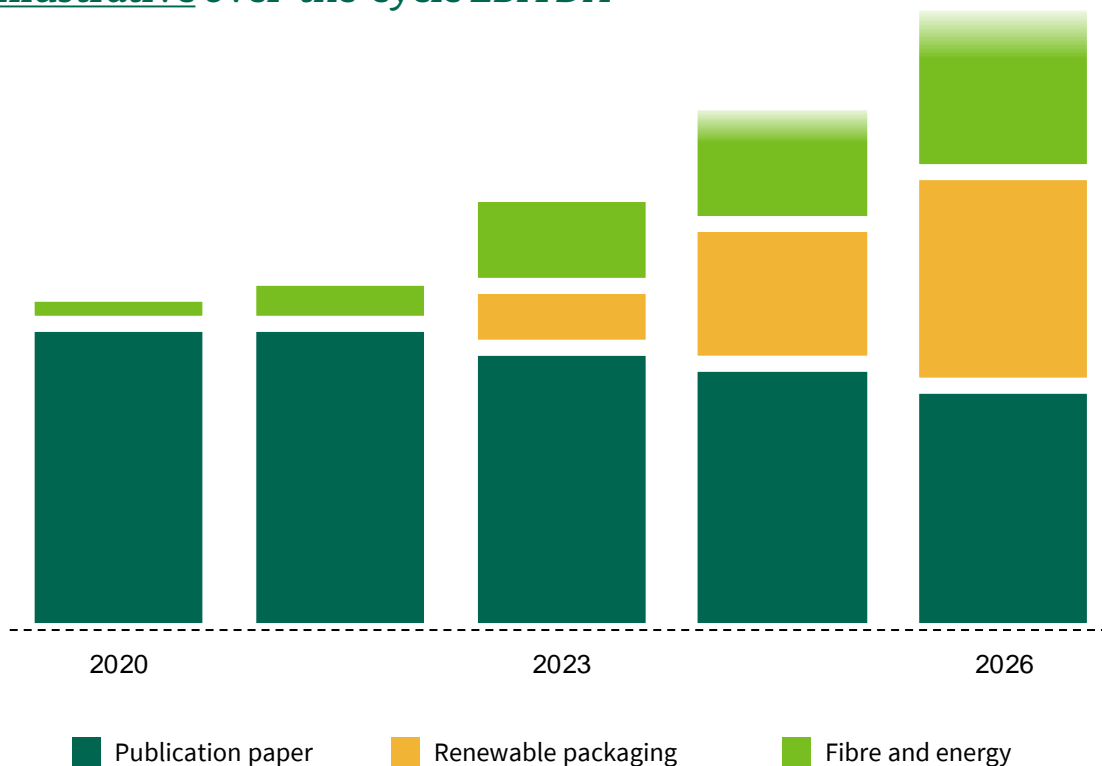
Kg CO₂/tonne of paper



- Pulp and paper production
- Forest and recycling operations
- Producing other raw materials and fuels
- Purchased electricity and heat
- Transport excluding transport to final customer

Corporate strategy

Illustrative over-the-cycle EBITDA



Diversify and innovate within fibre and energy

Become a leading producer of renewable packaging

Improve and optimise publication paper cash flows



The item being addressed:

3. Approval of the annual accounts and the board of director's report for the financial year 2020 for Norske Skog ASA and the group, including allocation of the result for the year, and consideration of the statement on corporate governance



The board of directors proposes that the general meeting resolves as follows (3):

The general meeting approved the annual financial statements and the board of directors' report for Norske Skog ASA and the group for 2020.

(The BoD statement is not subject to a cast of vote.)



The item being addressed:

4. Approval of the board of directors' guidelines for determination of salary and other remuneration to leading personnel



The board of directors proposes that the general meeting resolves as follows (4):

The general meeting approved the guidelines for determination of salary and other remuneration of leading personnel in Norske Skog ASA, as proposed by the board of directors.

The item being addressed:

5. Election of board members and remuneration to governing bodies



The board of directors proposes that the general meeting resolves as follows (5.1):

In accordance with the proposal of the nomination committee, the general meeting elected the following board members, who are all elected for the period up until the annual general meeting in 2023:

- John Chiang (chair of the board)
- Arvid Grundekjøn (board member)
- Trine-Marie Hagen (board member)

- Paul Kristiansen (observer)
- Svein Erik Veie (observer)

The board of directors proposes that the general meeting resolves as follows (5.2):

The general meeting approved the nomination committee's proposal for remuneration to the members of the nomination committee for the period up until the next annual general meeting.

- NOK 0 per year for the chair of the committee
- NOK 30,000 per year for the other members
- coverage of travel and dietary expenses in connection with committee meetings in accordance with the Norwegian government's travel allowance scale

The board of directors proposes that the general meeting resolves as follows (5.3):

The general meeting approved the nomination committee's proposal for remuneration to the members of the board of directors for the period up until the next annual general meeting

- NOK 0 per year for the chair of the board of directors
- NOK 300,000 per year for the other members of the board of directors (but not observers)
- Coverage of travel and dietary expenses in connection with committee meetings in accordance with the Norwegian government's travel allowance scale

The board of directors proposes that the general meeting resolves as follows (5.4):

The general meeting approved the nomination committee's proposal for remuneration to the members of the audit committee for the period up until the next annual general meeting

- NOK 130,000 per year for the chair of the committee
- NOK 50,000 per year for the other members (except the committee member John Chiang, who shall not receive remuneration)
- Coverage of travel and dietary expenses in connection with committee meetings in accordance with the Norwegian government's travel allowance scale

The board of directors proposes that the general meeting resolves as follows (5.5):

The general meeting approved the nomination committee's proposal for remuneration to the members of the remuneration committee for the period up until the next annual general meeting

- NOK 0 per year for the chair of the committee
- NOK 20,000 per year for the other members
- Coverage of travel and dietary expenses in connection with committee meetings in accordance with the Norwegian government's travel allowance scale

The item being addressed:

6. Approval of the auditor's remuneration

The board of directors proposes that the general meeting resolves as follows (7):

The general meeting approved the remuneration to BDO AS as company's auditor of NOK 1,430,000 for the financial year 2020.

The item being addressed:

7. Proposal of board authorisation to acquire own shares



The board of directors proposes that the general meeting resolves as follows (7):

1. *In accordance with section 9-4 of the Norwegian Public Limited Liability Companies Act, the board of directors is authorised to, on behalf of the company, acquire own shares with a total nominal value of up to NOK 37 705 882, which is equivalent to 10% of the existing share capital.*
2. *The maximum amount which can be paid for each share is NOK 100 and the minimum is NOK 1.*
3. *Acquisition and sale of own shares may be carried out in the manner the board of directors finds appropriate, however, not by subscription of own shares.*
4. *The authorisation is valid up until the company's annual general meeting in 2022, but not later than 30 June 2022.*

The item being addressed:

8. Proposal of board authorisation for share capital increases



The board of directors proposes that the general meeting resolves as follows (9):

- 1. In accordance with section 10-14 of the Norwegian Public Limited Liability Companies Act, the board of directors is authorised to increase the company's share capital with up to NOK 37,705,882, which is equivalent to 10% of the existing share capital. Within this maximum amount, the authorisation may be used once or several times.*
- 2. The authorisation may be used for general corporate purposes, including, but not limited to, financing of the company's strategic plans and in connection with acquisitions of companies or other businesses.*
- 3. The authorisation is valid up until the company's annual general meeting in 2022, but not later than 30 June 2022.*
- 4. The preferential rights of the existing shareholders to subscribe for new shares pursuant to section 10-4 of the Norwegian Public Limited Liability Companies Act may be deviated from, in accordance with section 10-5.*
- 5. The authorisation comprises share capital increases against contribution in kind and the right to undertake special obligations on the part of the company pursuant to section 10-2 of the Norwegian Public Limited Liability Companies Act.*
- 6. The authorisation comprises share capital increases in connection with mergers pursuant to section 13-5 of the Norwegian Public Limited Liability Companies Act.*

ANNUAL
REPORT
2020



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