



Hafslund

Notice of meeting and agenda
Annual General Meeting 2012 - Hafslund ASA
Tuesday 24 April 2012 at 17.00
Hafslund's head office, Drammensveien 144, Oslo

ITEMS ON THE AGENDA:

1. Opening of meeting and election of meeting chairman

The general meeting is opened by the Chairman of the Board.

In accordance with § 7 of the Articles of Association, the general meeting shall be chaired by the Chairman of the Board or the party elected by the general meeting.

2. Establishment of list of attending shareholders

3. Approval of notice of meeting and agenda

4. Election of two shareholders to sign the minutes together with the meeting chairman

5. Review of the 2011 financial statements

6. Resolution on the 2011 annual financial statements:

- a) Adoption of the annual financial statements and the Board of Directors' Report for Hafslund ASA and the Hafslund Group.
- b) Approval of allocation of result for the year for Hafslund ASA, including the distribution of dividends for Hafslund ASA.

The first date when the shares are traded without dividend rights for 2011 (the "Ex-date") is 25 April 2012. The date for recording shareholders with the right to receive dividends (the "Record date") is the day before the Ex-date + 3 settlement days. The planned payment date for dividends is 8 May 2012.

7. Grant of power of attorney to the board for the acquisition of the company's own shares

The Board proposes that the AGM grant the Board a power of attorney to acquire the company's own shares primarily for use in programmes directed towards the company's employees.

The Board recommends that the AGM adopt the following resolution:

The Board is hereby granted power of attorney pursuant to the Norwegian Public Limited Liability Companies Act, section 9-4, cf. Sections 9-2 and 9-3, to acquire on behalf of Hafslund ASA the company's own class B shares primarily for use in programs directed towards the employees of Hafslund ASA and of the subsidiaries of Hafslund ASA. The highest nominal value of shares that may be acquired pursuant to this power of attorney is NOK 3,903,725, equivalent to 2 % of the company's share capital.

The lowest consideration that may be paid per class B share shall be NOK 10, while the highest consideration that may be paid shall be NOK 300 per share. The Board will determine the manner in which any acquisition shall take place and to what extent, and in such case how and in what manner, the company's own shares shall be disposed of.

This power of attorney is effective until the Annual General Meeting held in 2013 or in any event for no longer than 18 months.

8. The board's statement on the establishment of salaries and other remuneration for executive employees

Consultative voting on the Board's guidelines for the establishment of management salaries for the next accounting year (2012).

9. Election of board members

The Nomination Committee proposes the following resolution to the general meeting:

Birger Magnus and Maria Moræus Hanssen are re-elected to the Board of Directors with a function period until the Annual General Meeting in 2014. Ole Ertvåg, Kristin Bjella and Susanne Jonsson resign from the Board of Directors. Ellen Christine Christiansen is elected as new board member, with a function period until the Annual General Meeting in 2014.

10. Establishment of remuneration of the board members and deputy members

The Nomination Committee proposes the following resolution to the general meeting:

For the period from the Annual General Meeting in 2011 until the Annual General Meeting in 2012 the Nomination Committee proposes payment of the following remuneration:

- *Chairman:* NOK 490 000
- *Other Board Members:* NOK 213 000

The remuneration applies to both shareholder-elected Board members and elected employees' representatives who have participated in the Board's work.

For deputy Board members, remuneration shall be established as NOK 8 200 for each Board meeting the deputy Board member has attended.

For members of the Audit Committee, remuneration shall be established as NOK 41 000 per member.

For members of the Compensation Committee remuneration shall be established as NOK 4 600 for each meeting the member has attended.

Travel and subsistence expenses shall be paid against invoices.

11. Election of members to the nomination committee, and chairman of the nomination committee

The members of Hafslund's Nomination Committee are: Christian Lund (Chairman), Timo Karttinen and Kjell O. Viland. The Board proposes that the general meeting adopt the following resolution:

Stig Bech is elected as new Chairman of the Nomination Committee, with a function period until the Annual General Meeting in 2014. Timo Karttinen is re-elected as a member of the Nomination Committee, with a function period until the Annual General Meeting in 2014.

12. Establishment of remuneration of members of the nomination committee

The Board proposes that the general meeting adopt the following resolution:

The Nomination Committee's remuneration shall be NOK 5 000, per person per meeting. In addition, the Nomination Committee's Chairman shall receive remuneration in line with submitted invoices, based on time spent on assistance that is not covered by the fixed remuneration. Such invoices shall be sent to the Chairman of the Board. The remuneration applies until the 2013 Annual General meeting.

13. Approval of auditor's remuneration

The Board makes reference to note 4 to the accounts for Hafslund ASA and note 21 to the consolidated Group accounts for total review of auditors' fees.

The Board proposes that the auditor's remuneration for 2011 for statutory auditing be established as NOK 1,000,000 (excluding Value Added Tax).

- A. The annual financial statements, the Board of Directors' Report and auditor's report for 2011 are displayed on the company's website at www.hafslund.no. The Board's statement on the establishment of salaries and other remuneration for executive employees is included in the Board of Directors' Report contained in the 2011 annual report. The notice of meeting is also displayed at www.hafslund.no
- B. The company's share capital as of 20 March 2012 is allocated to 195,186,264 shares, of which 115,427,759 shares are Class A shares and 79,758,505 shares are Class B shares. In accordance with § 5 of the company's Articles of Association, Class B shares do not confer voting rights at the General Meeting, unless otherwise determined in the Norwegian Public Limited Liability Companies Act. All shares confer the right to attend and speak at the General Meeting. A shareholder also has the right to bring an advisor to the general meeting and grant this person the right to speak at the meeting.
- C. Shareholders who wish to participate in the Annual General Meeting must, in accordance with § 7, first Para, of the Articles of Association, notify the company within the deadline as stated in this notice of meeting. Shareholders can register via the company's website, www.hafslund.no/registrering, via the website of Investortjenester or by returning the attached form to:

Nordea, Securities Services, Issuer Services, P.O Box 1166 Sentrum, N-0107 Oslo, fax: +47 22 48 63 49.

The deadline for registering for the Annual General Meeting is 17:00 on Friday 20 April 2012.

You can obtain further information on the Annual General Meeting by contacting Ketil Wang at Hafslund ASA on tel. no.: +47 975 13 135, or by e-mailing: ketil.wang@hafslund.no.

- D. Shareholders have the right to attend via proxy. The appointed proxy shall present written and dated authority. The proxy form attached to the notice of meeting may be used for this purpose. Notice of proxy can be submitted electronically via Hafslund ASA's www.hafslund.no/registrering or via Investortjenester. Shareholders may, should they so wish, assign authority to the Chairman of the Board Birger Magnus or the President and CEO Finn Bjørn Ruyter.
- E. A shareholder has the right to request information from the Board members and the CEO in accordance with the more detailed provisions of § 5-15 of the Norwegian Public Limited Liability Companies Act.

Oslo, 20 March 2012

The Board of Directors of Hafslund ASA

This document, containing Notice of Meeting, Agenda and the Nomination Committee's proposals, was prepared in Norwegian, with an English office translation. In case of discrepancies between the two versions, the Norwegian version shall prevail.

THE NOMINATION COMMITTEE'S PROPOSALS TO THE ANNUAL GENERAL MEETING - 2012

The members of Hafslund's Nomination Committee are as follows:

- Christian Lund, Chairman
- Kjell O. Viland
- Timo Karttinen

In connection with Hafslund ASA's Annual General Meeting on 24 April 2012, the Nomination Committee submits the following proposals:

Election of Board Members

In 2010, the Board of Directors was extended to seven shareholder-elected members. Although this has worked satisfactory, the Nomination Committee has found that a smaller board will work more efficiently. Hence, the Nomination Committee proposes that the number of shareholder-elected members be reduced to five.

Ole Ertvåg has informed the Nomination Committee that he wishes to resign from the Board. Mr Ertvåg has been member of the Board since 2007. Although Ertvåg is elected with a term until the Annual General Meeting in 2013, the Nomination Committee proposes that the AGM resolves that Ertvåg resigns from the Board.

Of the members of the Board, Birger Magnus, Maria Moræus Hanssen, Kristin Bjella and Susanne Jonsson stand for election. Susanne Jonsson has given notice that she does not wish to stand for re-election.

The Nomination Committee has received a proposal that Ellen Christine Christiansen is elected to the Board. Christiansen was member of Hafslund's Board 2003 - 2007 and has broad competence and board experience. She will complement the Board's overall competence. Hence, the Nomination Committee proposes that Ellen Christine Christiansen is elected to the Board and replaces Kristin Bjella.

Based on the above, the Nomination Committee proposes that Birger Magnus and Maria Moræus Hanssen are re-elected for a period of two years, while Ole Ertvåg, Kristin Bjella and Susanne Jonsson resign from the Board. The Nomination Committee will also propose that Ellen Christine Christiansen is elected as board member, with a function period until the Annual General Meeting in 2014.

The Nomination Committee has held consultations with the Chairman of the Board and the CEO. It has also reviewed the findings of the Board's own process of self-assessment.

Accordingly, the Nomination Committee makes the following proposal:

Proposal

Birger Magnus and Maria Moræus Hanssen are re-elected to the Board of Directors with a function period until the Annual General Meeting in 2014. Ole Ertvåg, Kristin Bjella and Susanne Jonsson resign from the Board of Directors. Ellen Christine Christiansen is elected as new board member, with a function period until the Annual General Meeting in 2014.

Determination of remuneration for Board Members

The Nomination Committee's Guidelines state that the Board Members' remuneration shall reflect the Board's responsibilities and competence, the amount of time taken up by Board's duties and the complexity of the company's business operations. Levels of remuneration should be comparable to those paid by other listed companies of an equivalent size and complexity.

Last year's Annual General Meeting approved remuneration of NOK 207,000 in respect of ordinary Board Members. The Chairman's remuneration was set at NOK 475,000. The remuneration paid to the Chairman should reflect the importance of his role in organising and chairing Board meetings. The Chairman has further important responsibilities, such as maintaining relations with the shareholders and keeping an ongoing dialogue with the CEO.

The Nomination Committee is of the opinion that the remuneration is competitive in relation to comparable companies. Accordingly, the Nomination Committee proposes that this year there should be no increase in the remuneration, other than an adjustment in accordance with the general increase in prices. The same applies to the remuneration for members of the Audit Committee and of the Compensation Committee.

Proposal

For the period from the Annual General Meeting in 2011 until the Annual General Meeting in 2012 the Nomination Committee proposes payment of the following remuneration:

- *Chairman: NOK 490 000*
- *Other Board Members: NOK 213 000*

The remuneration applies to both shareholder-elected Board members and elected employees' representatives who have participated in the Board's work.

For deputy Board members, remuneration shall be established as NOK 8 200 for each Board meeting the deputy Board member has attended.

For members of the Audit Committee, remuneration shall be established as NOK 41 000 per member.

For members of the Compensation Committee remuneration shall be established as NOK 4 600 for each meeting the member has attended.

Travel and subsistence expenses shall be paid against invoices.

Election of new Chairman of the Nomination Committee

Christian Lund's term as Chairman of the Nomination Committee expires at the Annual General Meeting in 2012, and he has informed the Nomination Committee's other members that he wishes to resign. The Nomination Committee proposes that the Annual General Meeting elects lawyer Stig Bech as Chairman of the Nomination Committee. Timo Karttinen is also up for election, but has announced that he is prepared to continue as a member.

Proposal

Stig Bech is elected as new Chairman of the Nomination Committee, with a function period until the Annual General Meeting in 2014. Timo Karttinen is re-elected as a member of the Nomination Committee, with a function period until the Annual General Meeting in 2014.

23 March 2012

Christian Lund
Chairman

Kjell O. Viland

Timo Karttinen