

"last name + first name"
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"country"

# Ref no: XX PIN code: XX

## **Notice of Annual General Meeting**

The Annual General Meeting of Norsk Hydro ASA will be held on 7 May 2019 at 14:00 hours (CEST) at the company's office at Vækerø, Drammensveien 260, N-0283 Oslo, Norway.

#### **RECORD DATE: 29 APRIL 2019**

A shareholder has the right to cast vote for the number of shares that are registered on the respective shareholder with the VPS on the fifth business day prior to the General Meeting, i.e. as of the Record Date as set out above. See the notice for further information.

If the above-mentioned shareholder is a company, it will be represented by:

Name of the company's representative (To grant a proxy, use the proxy form below)

Date

#### Notice of attendance/voting prior to the meeting

The undersigned will attend the Annual General Meeting of Norsk Hydro ASA on 7 May 2019 and cast vote for:

[XX] own shares other shares in accordance with <u>enclosed proxy(ies)</u> A total of \_\_\_\_\_\_ shares

This notice of attendance must be received by DNB Bank ASA <u>no later than 16:00 hours (CEST) on 3 May 2019</u>. Notice of attendance may be sent **electronically** through the company's website www.hydro.com or through VPS Investor Services. **Votes in Advance** may only be cast electronically, through the company's website www.hydro.no/registrer or through VPS Investor Services <u>until 16:00 hours (CEST) on 3 May 2019</u>. To access the electronic system for notification of attendance and advance voting through the company's website, the above-mentioned reference number and PIN code must be stated. It may also be sent by **e-mail**: genf@dnb.no, or by **post** to DNB Bank ASA, Registrar's Department, P.O.Box 1600 Sentrum, N-0021 Oslo, Norway.

Place

Shareholder's signature (Signature only if attending personally. To grant a proxy, use the form below)

### Proxy (without voting instructions)

This proxy form is to be used for a proxy without voting instructions. To grant a proxy with voting instructions, please go to page 2.

If you are unable to attend the Annual General Meeting in person, this proxy may be used by a person authorised by you, or you may send the proxy without naming the proxy holder. In the latter case, the proxy will be deemed to be given to the Chairperson of the Corporate Assembly or a person authorised by the Chairperson.

The proxy form must be received by DNB Bank ASA, Registrar's Department, <u>no later than 16:00 hours (CEST) on 3 May 2019</u>. The proxy may be sent **electronically** through the company's website www.hydro.com or through VPS Investor Services. It may also be sent by **e-mail**: genf@dnb.no, or by **post** to DNB Bank ASA, Registrar's Department, P.O.Box 1600 Sentrum, N-0021 Oslo, Norway.

The undersigned: \_\_\_\_\_\_ hereby grants (tick off):

The Chairperson of the Corporate Assembly (or a person authorised by the Chairperson), or

Name of proxy holder (in capital letters)

proxy to attend and vote for my/our shares at the Annual General Meeting of Norsk Hydro ASA on 7 May 2019.

Place	Date

Shareholder's signature (Signature only when granting a proxy)

With regard to rights of attendance and voting, reference is made to the Norwegian Public Limited Companies Act, in particular Chapter 5. Please note that in connection with granting of proxy, a written and dated proxy from the beneficial owner of the shares shall be submitted. If the shareholder is a company, the company's certificate of registration must be attached to the proxy.

Ref no: XX

PIN code: XX



### **Proxy (with voting instructions)**

Ref no: XX

PIN code: XX

This proxy form is to be used for a proxy with voting instructions. If you are unable to attend the Annual General Meeting in person, you may use this proxy form to give voting instructions. You may grant a proxy with voting instructions to a person authorised by you, or you may send the proxy without naming the proxy holder, in which case the proxy will be deemed to have been given to the Chairperson of the Corporate Assembly or a person authorised by the Chairperson. The proxy form must be dated and signed.

The proxy form must be received by DNB Bank ASA, Registrar's Department, <u>no later than 16:00 hours (CEST) on 3 May 2019</u>. It may be sent by **e-mail:** genf@dnb.no, or by **post** to DNB Bank ASA, Registrar's Department, P.O.Box 1600 Sentrum, N-0021 Oslo, Norway.

The undersigned: \_\_\_\_\_\_ hereby grants (tick off):

the Chairperson of the Corporate Assembly (or a person authorised by the Chairperson), or

Name of proxy holder (in capital letters)

proxy to attend and vote for my/our shares at the Annual General Meeting of Norsk Hydro ASA on 7 May 2019.

The votes shall be cast in accordance with the instructions below. Please note that if any items below are not voted on (not ticked off), this will be deemed to be an instruction to vote "for" the proposals in the notice. To the extent any proposed agenda items in addition to, or instead of, the proposals in the notice are considered by the Annual General Meeting, the proxy holder determines the voting. In such case, the proxy holder will vote on the basis of his/her reasonable understanding of the proposal. The same applies if there is any doubt as to how the instructions should be understood. Where no such reasonable interpretation is possible or additional proposals are considered, the proxy holder may abstain from voting.

Agen	da Annual General Meeting 2019	For	Against	Abstention
1	Approval of the notice and the agenda			
2	Election of one person to countersign the Minutes			
3	Approval of the Financial Statements and the Board of Directors' Report for the financial year 2018 for Norsk Hydro ASA and the group, including distribution of dividend			
4	Auditor's remuneration			
5	Statement on corporate governance in accordance with Section 3–3b of the Norwegian Accounting Act	Not subject to vote		
6	The board of directors' statement on remuneration for executive management			
6.1	Advisory vote related to the board of directors' guidelines on stipulation of salary and other remuneration for executive management			
6.2	Approval of the board of directors' proposal related to guidelines for remuneration linked to the development of the company's share price			
7	Extraordinary election of member to the Nomination Committee			
	i. Morten Strømgren			
8	Remuneration for the members of the Corporate Assembly and the Nomination Committee			
8.1	Corporate Assembly			
8.2	Nomination Committee			

Place

Date

Shareholder's signature

(Only for granting proxy with voting instructions)

With regard to rights of attendance and voting, reference is made to the Norwegian Public Limited Companies Act, in particular Chapter 5. Please note that in connection with granting of proxy, a written and dated proxy from the beneficial owner of the shares shall be submitted. If the shareholder is a company, the company's certificate of registration must be attached to the proxy.