



Oslo, 24. april 2025

Generalforsamling 2025

Stein Erik Hagen

Styreleder

- Største aksjonær i Orkla ASA (via Canica AS og diverse andre selskaper)
- Innvalgt 2004, styreleder fra 2006
- Eier sammen med sine barn Canica AS med tilhørende familieselskaper
- Styremedlem i familiens veldedige stiftelser
- Styremedlem i Prostate Cancer Foundation i USA
- Leder av valgkomiteen i Anora Group PLC



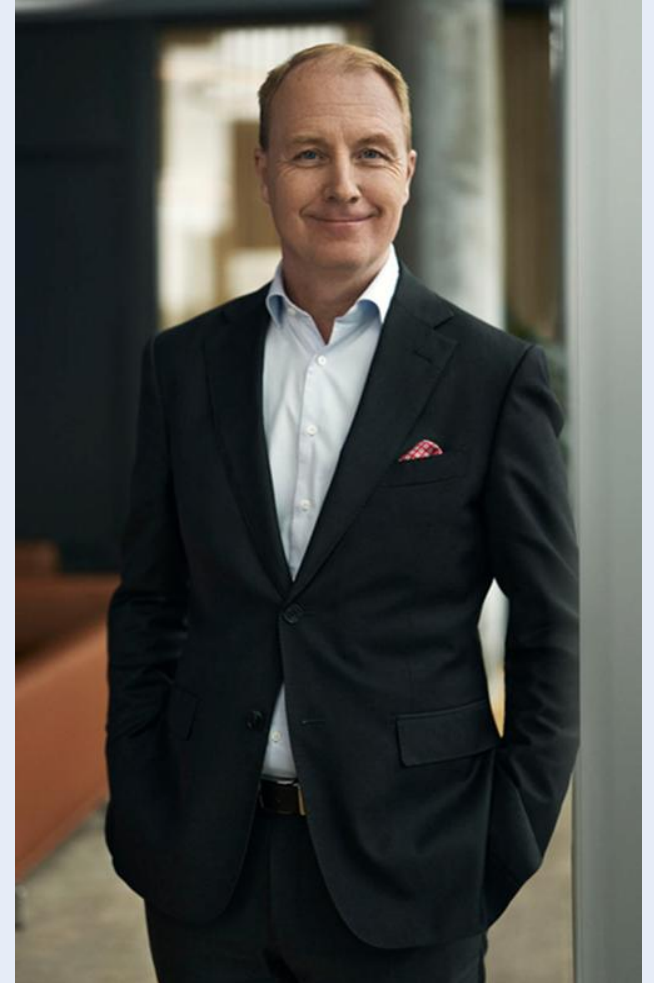
Liselott Kilaas

- MSc i matematisk statistikk, UIO Oslo
- Master of Business Administration, IMD Lausanne
- Innvalgt 2017
- Konsernsjef i Aleris Group fra 2013 til 2017
- Styremedlem og medlem av revisjonskomiteen i Folketrygdfondet og Peab AB
- Styremedlem i Avonova og Recover Nordic. Styreleder i Implantica og medlem av Supervisory Board i IMD
- Nåværende CEO i Evidia Group



Peter Agnefjäll

- MSc Business Administration, Linköping Universitet
- Innvalgt 2018
- Konsernsjef i IKEA-konsernet fra 2013 til 2017
- Nåværende styreleder i Supervisory Board i Ahold Delhaize N.V. og medlem av Governance and Nomination Committee og Remunerations Committee
- Medlem av Council on Sustainable Transformation



Christina Fagerberg

- Master of Science, Economics and Business, Stockholm School of Economics
- Innvalgt 2022
- Bakgrunn fra Goldman Sachs og IK Investment Partners
- Grunnla i 2007 sitt eget investeringsfond, Fagerberg & Dellby
- Styremedlem i investeringsselskapet Idun Industrier AB



Rolv Erik Ryssdal

- Master of Business Administration fra Insead og Master of Science fra Handelshøyskolen BI
- Innvalgt 2022
- Konsernsjef i Adevinta inntil august 2022
- Konsernsjef i Schibsted 2009-2018
- Styreleder i Spir Group ASA, Simployer Group AS og Ness, Risan & Partners AS



Caroline Hagen Kjos

- Bachelor of Business Administration, fra Parsons The New School for Design, New York
- Innvalgt 2023, personlig vara for Stein Erik Hagen siden 2016
- Prosjektleder i Canica Holding AG i Sveits, og er ansvarlig for investeringer og strategi sammen med daglig leder
- Styreleder Canica AS og styremedlem i Canica AG og Canica International AG



Bengt Rem

- M.Sc Business Administration and Finance fra Handelsskolen BI, Oslo. Master i Accounting and Auditing fra Norges Handelshøyskole
- Innvalgt 2024
- 1995 – 2009 ulike CFO og CEO roller i Aker systemet
- 2009 – 2015 Deputy CEO i Arctic Securities, og senere CEO i Arctic Partners
- Nåværende CEO i Kistefos AS
- Styreleder i Advanzia Bank S.A, Western Bulk Chartering AS og Viking Supply Ships AB.



Ansatterepresentanter

Terje Utstrand

- Innvalgt 2012
- Konserntillitsvalgt
- Medlem av kompensasjonskomiteen
- Tillitsvalgt for NNN i Orkla Snacks Norge AS
- Leder av Representantskapet for de LO-organiserte i Orkla, Orklas Faglige Representantskap og European Works Council



Roger Vangen

- Innvalgt 2016
- Tillitsvalgt for NNN i Orkla Foods Norge AS
- Medlem i Orklas Faglige Representantskap
- Medlem i European Works Council



Ansatterepresentanter

Ingrid Sofie Nielsen

- Innvalgt 2024
- Ansatt i Orkla Foods siden 1996
- Er hovedtillitsvalgt for Ytre salg og avdelingsleder for Negotia i Orkla Foods Norge
- Leder representantskapet for funksjonærene i Orkla
- Ansattvalgt medlem av styret i Orkla Foods Norge AS
- Medlem av European Works Council



Dagsorden punkt 1 – Valg av møteleder

Styrets forslag:

Anders Christian Stray Ryssdal velges som møteleder.



Orkla ASA General Assembly Update from the President & CEO

Nils K. Selte, President and CEO

24 April 2025

2024 HIGHLIGHTS



Strong performance by the Consolidated Portfolio Companies:

- Organic growth of 3.5%, including volume/mix growth of 1.9%
- Underlying EBIT (adj.) growth of 17%¹
- Cash conversion of 114%



Another solid year for Jotun



Reduced complexity in portfolio



The Board of Directors proposes a total dividend of NOK 10 per share, including NOK 6 in addition to the ordinary dividend

3 PRIORITIES

**Drive organic value
in existing
portfolio**

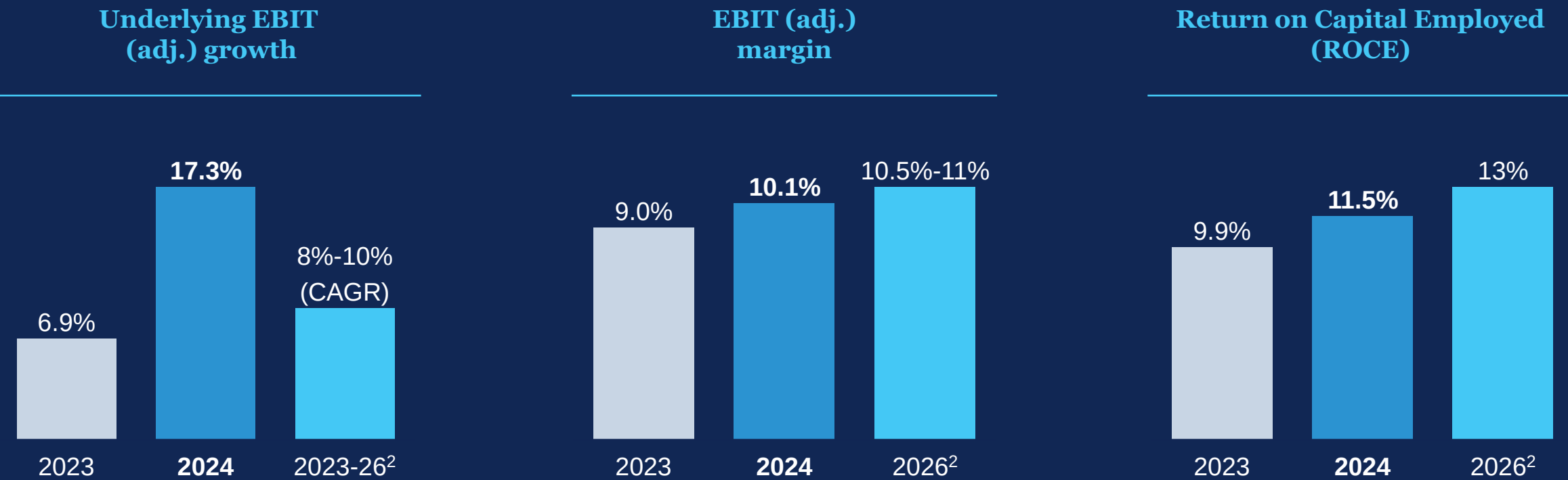
**Reduce the
complexity of
existing portfolio**

**Perform value-
adding structural
transactions**

3 PRIORITIES

**Drive organic value
in existing
portfolio**

Portfolio company targets 2023-2026 (consolidated)¹



Note: 1. Including Orkla ASA and Business Services; 2. Total of the targets for the Consolidated Portfolio Companies communicated at the Capital Markets Day in November 2023
Alternative Performance Measures (APMs) are presented in the appendices



3 PRIORITIES

**Drive organic value
in existing
portfolio**

**Reduce the
complexity of
existing portfolio**

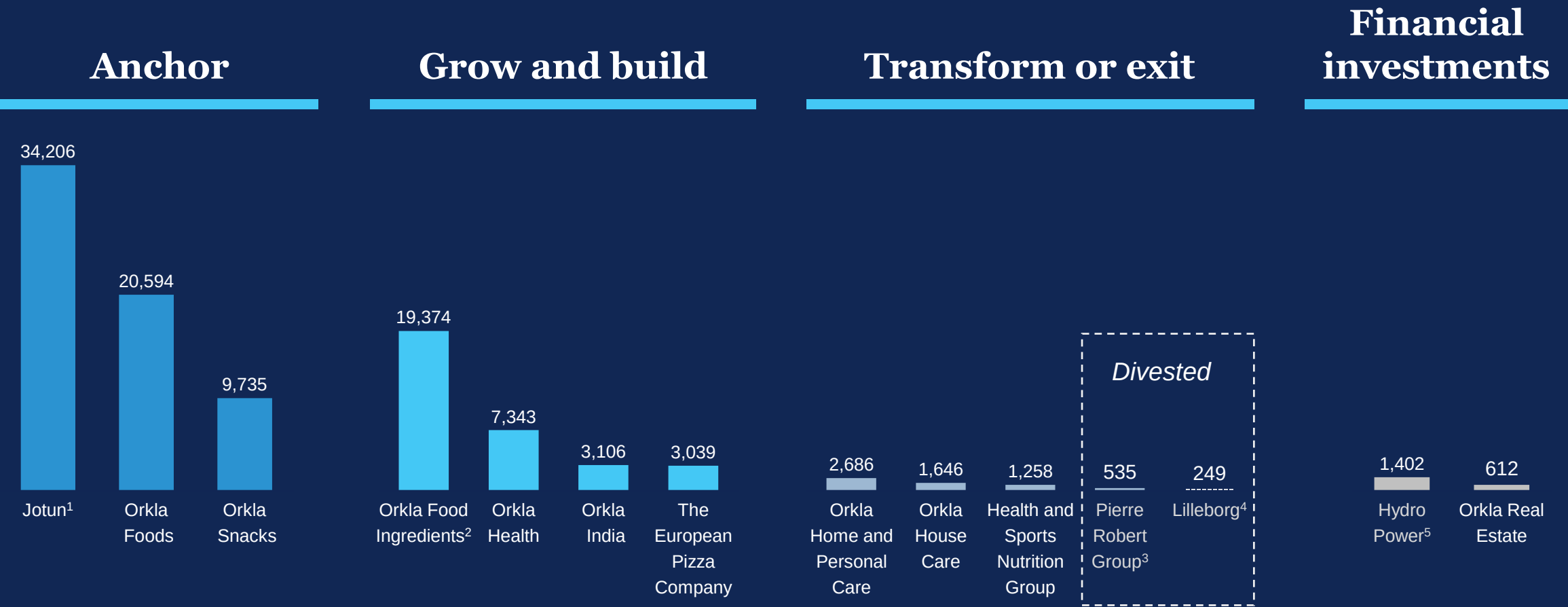
**Perform value-
adding structural
transactions**

3 PRIORITIES

**Reduce the
complexity of
existing portfolio**

Orkla portfolio

Revenues 2024 in NOK millions



Note: 1. Revenues for Jotun Group. Orkla has a 42.7% interest in Jotun; 2. Sale of 40% of Orkla Food Ingredients to Rhône completed in April 2024. Orkla has a 59.4% interest in Orkla Food Ingredients; 3. Transaction closed in Q1 2025; 4. Lilleborg revenues only include Jan-May 2024. Transaction closed in June 2024; 5. Expected closing of transaction by end of Q3 2025



3 PRIORITIES

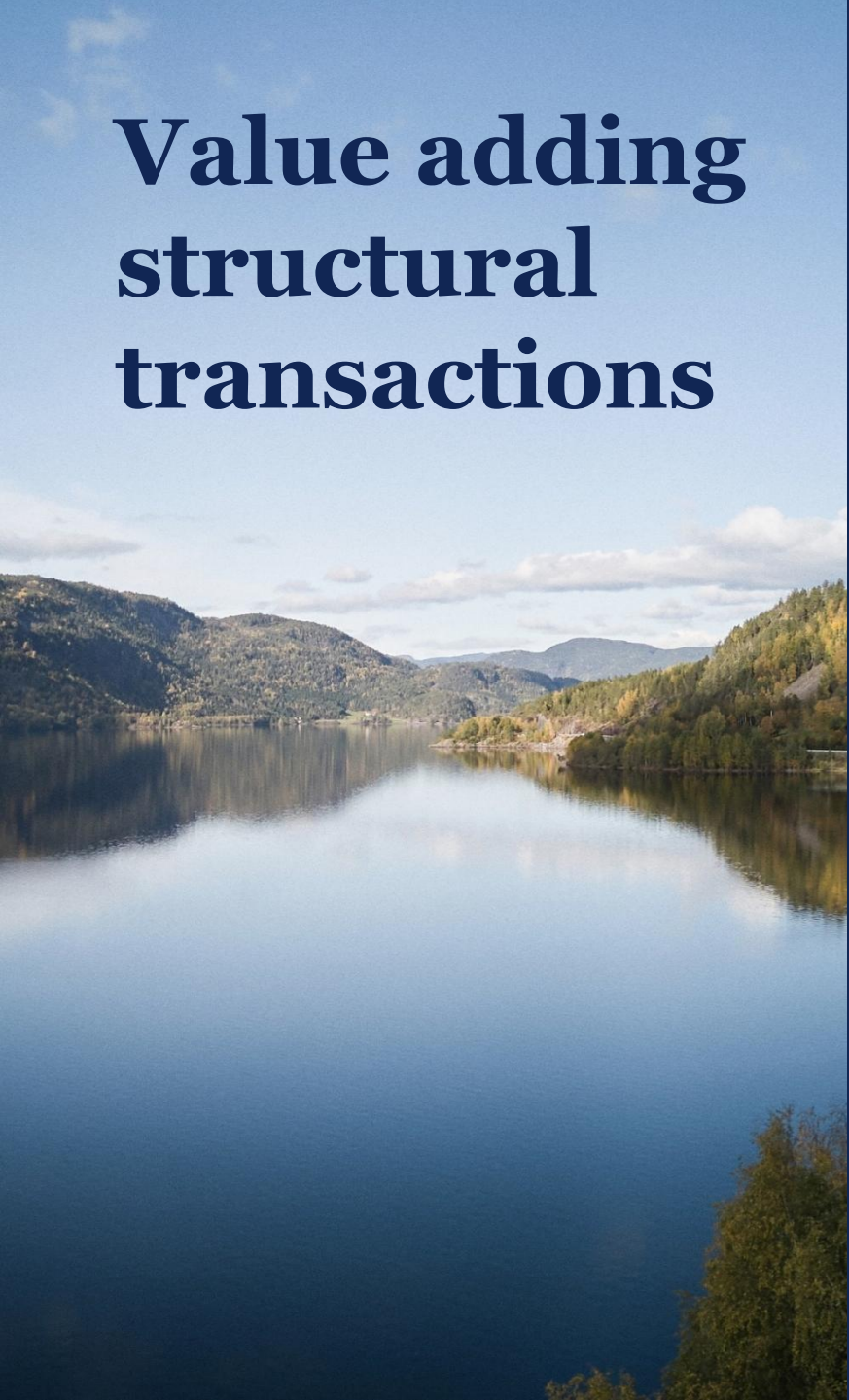
**Drive organic value
in existing
portfolio**

**Reduce the
complexity of
existing portfolio**

**Perform value-
adding structural
transactions**

3 PRIORITIES

**Perform value-
adding structural
transactions**



Value adding structural transactions

Sale of 40% of Orkla Food Ingredients (Apr. 24)

- Rhône acquired 40% of Orkla Food Ingredients
- A partnership to strengthen growth focus on volume, margins, capital efficiency and structural expansion

Sale of hydro power portfolio (Jan. 25)

- Agreement reached to sell the entire hydro power portfolio for a total of NOK 6.1 billion on a cash and debt-free basis
- Transaction regarding Sarpsfoss Ltd with Hafslund/Svartisen completed 11 April. Transaction regarding Orkla Energi and Trælandsfos with Å Energi obtained regulatory approvals, completion expected during Q2.

Orkla ASA



Portfolio companies

Jotun	Orkla Foods	Orkla Food Ingredients	Orkla Snacks	Orkla Health
34.2 BNOK	20.6 BNOK	19.4 BNOK	9.7 BNOK	7.3 BNOK
Orkla India	The European Pizza Company	Orkla Home & Personal Care	Orkla House Care	Health and Sports Nutrition
3.1 BNOK	3.0 BNOK	2.7 BNOK	1.6 BNOK	1.3 BNOK

Financial Investments

Orkla Eiendom (real estate)

Business Service companies

Orkla Procurement	Orkla IT	Orkla Financial Services
-------------------	----------	--------------------------

¹ Jotun's operating revenue represents the full company figure from 2024 (100%). Orkla has a 42.7% interest in Jotun.



Key Financials 2024

Arve Regland, EVP and CFO

Oslo, 24 April 2025



Disclaimer

This presentation has been prepared by Orkla ASA (the “Company”) solely for information purposes. The presentation does not constitute an invitation or offer to acquire, purchase or subscribe for securities.

Certain statements included in this presentation contain various forward-looking statements that reflect management’s current views with respect to future events and financial and operational performance. The words “believe,” “expect,” “anticipate,” “intend,” “may,” “plan,” “estimate,” “should,” “could,” “aim,” “target,” “might,” or, in each case, their negative, or similar expressions identify certain of these forward-looking statements. Others can be identified from the context in which the statements are made. Although we believe that the expectations reflected in such forward-looking statements are reasonable, these forward-looking statements are based on a number of assumptions and forecasts that, by their nature, involve risk and uncertainty. Various factors could cause our actual results to differ materially from those projected in a forward-looking statement or affect the extent to which a particular projection is realized. Factors that could cause these differences include but are not limited to the Company’s ability to operate profitably, maintain its competitive position, to promote and improve its reputation and the awareness of the brands in its portfolio, to successfully operate its growth strategy and the impact of changes in pricing policies, political and regulatory developments in the markets in which the Company operates, and other risks.

The information and opinions contained in this document are provided as at the date of this presentation and are subject to change without notice.

No representation or warranty (expressed or implied) is made as to, and no reliance should be placed on, the fairness, accuracy or completeness of the information contained herein. Accordingly, neither the Company nor its subsidiary undertakings or any of such person’s officers or employees accepts any liability whatsoever arising directly or indirectly from the use of this document.

Annual Report 2024



Key figures

70.7

Operating revenues*
(NOK billion)

8.1

Profit before tax*
(NOK billion)

6.44

Adj. earnings per share*
(NOK)

*Full-year 2024



2024 Sustainability highlights

Reduction in GHG emissions
scope 1 and 2 since 2016

64.2%

Share of recyclable content in
products packaging

90.8%

Percentage of renewable sources
in total energy consumption

52.8%

Gender balance¹ among
shareholder elected board
members

10 out of 12

Gender balance¹ in executive
management teams

3 out of 12

Companies with gender balance¹

9 out of 12

Note: 1. Gender balance is within a 40-60% range.

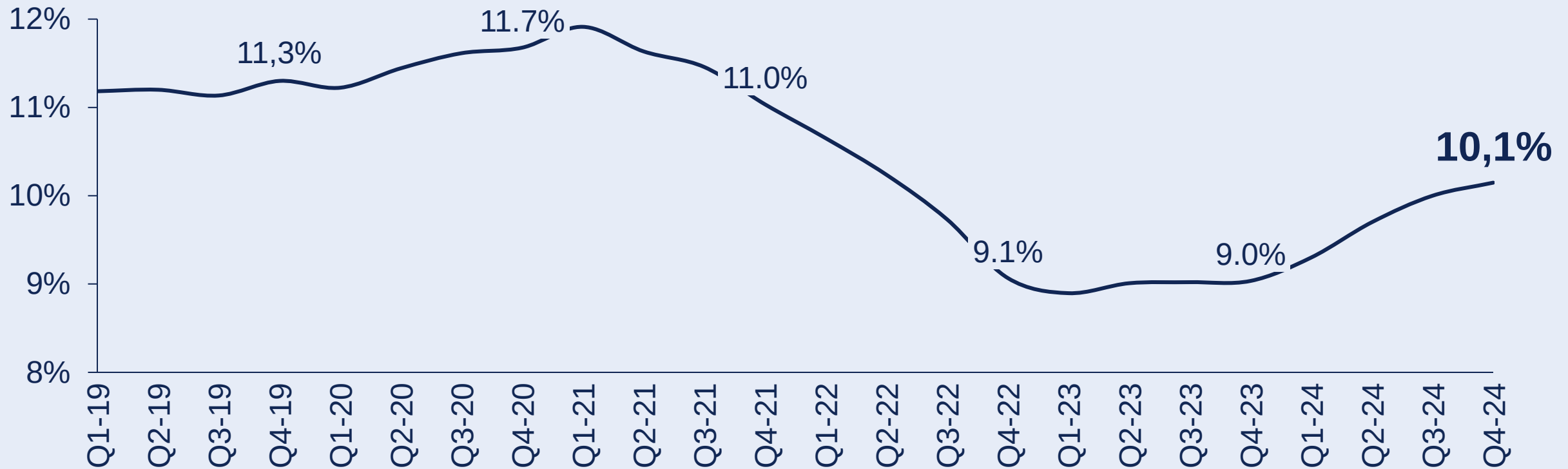
Volume/mix growth recovery...

Organic growth¹ split for the Consolidated Portfolio Companies



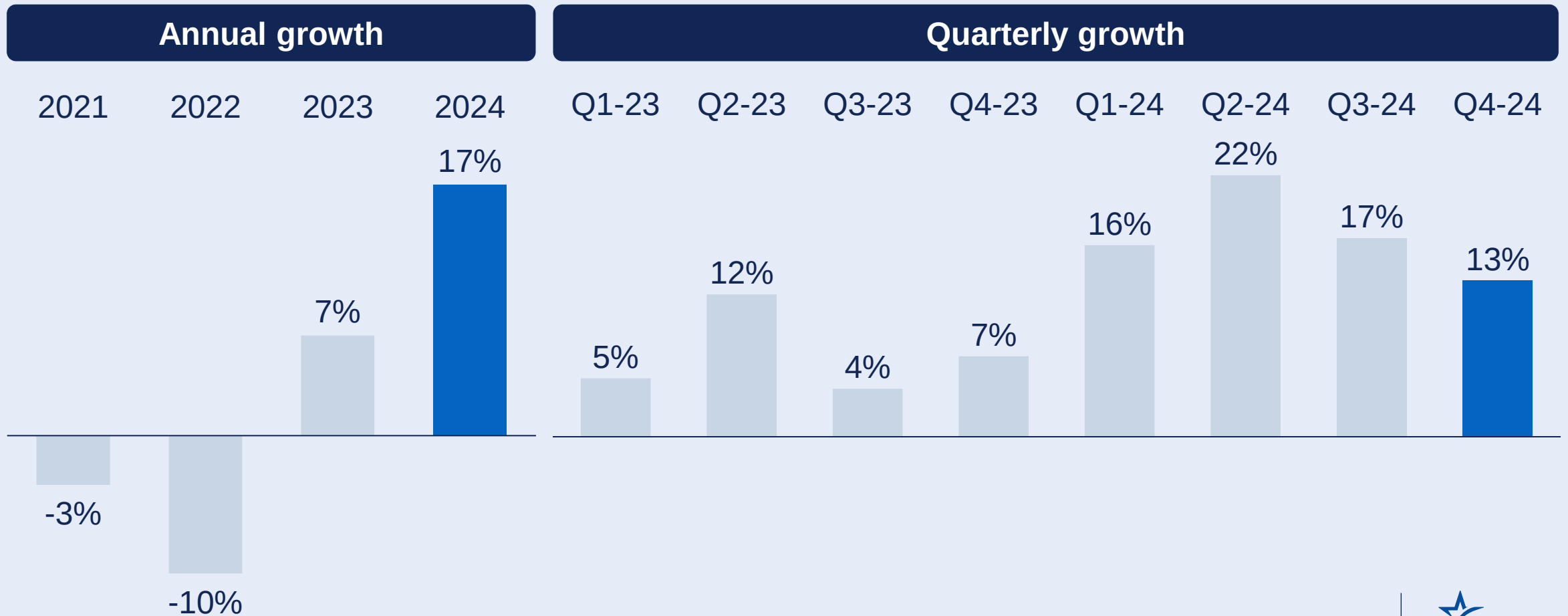
...and margins returning to pre-pandemic levels...

Consolidated Portfolio Companies | R12M EBIT (adj.) margin



...driving underlying EBIT (adj.) growth

Underlying EBIT (adj.) growth for Consolidated Portfolio Companies incl. Orkla ASA



Strong cash flow improvement

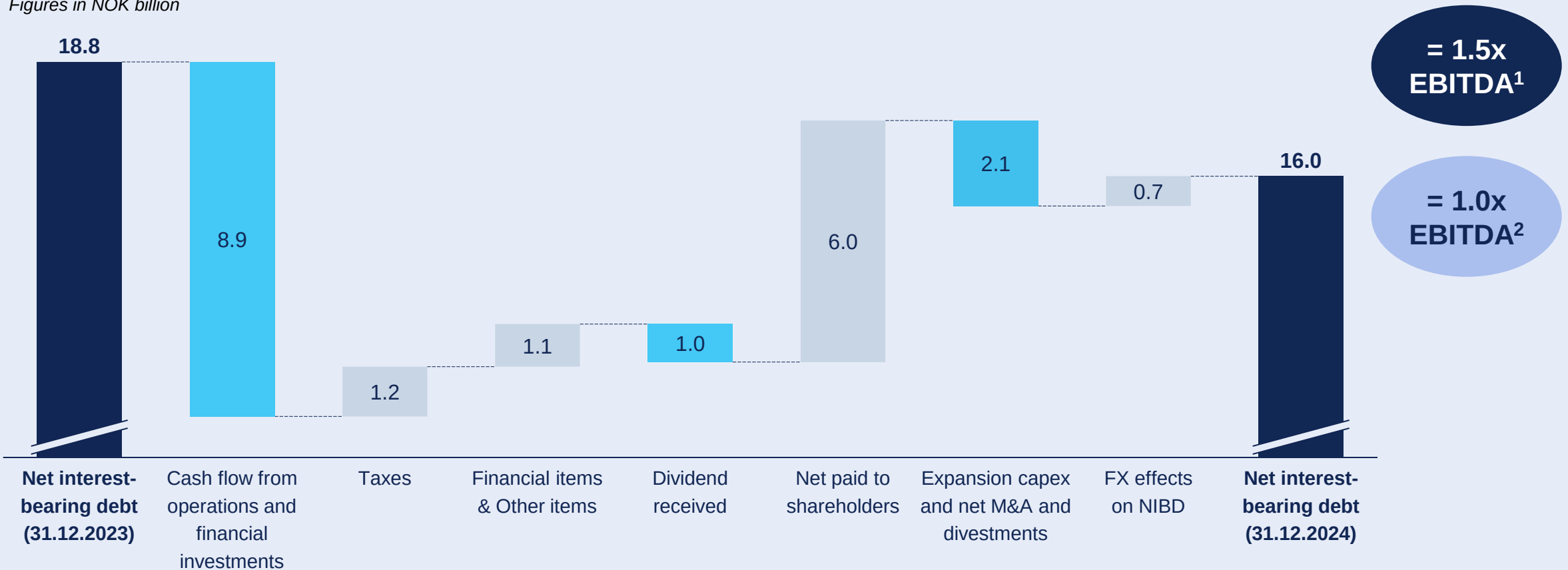
Figures in NOK billion

	2024	2023
EBIT (adj.) ¹	7.0	6.0
Depreciation and write-downs	2.6	2.5
Change in net working capital	0.7	0.8
Net replacement investments	(2.0)	(2.7)
Cash flow from other income & exp. and pensions	(0.3)	(0.5)
Cash flow from operations	7.9	6.1
Cash flow from Financial Investments	0.9	1.0
Tax paid	(1.2)	(2.0)
Dividend received (from Jotun)	1.0	0.4
Cash flow from financial items and other transactions	(1.1)	(1.0)
Cash flow before capital allocation	7.5	4.4



NIBD/EBITDA at 1.5X

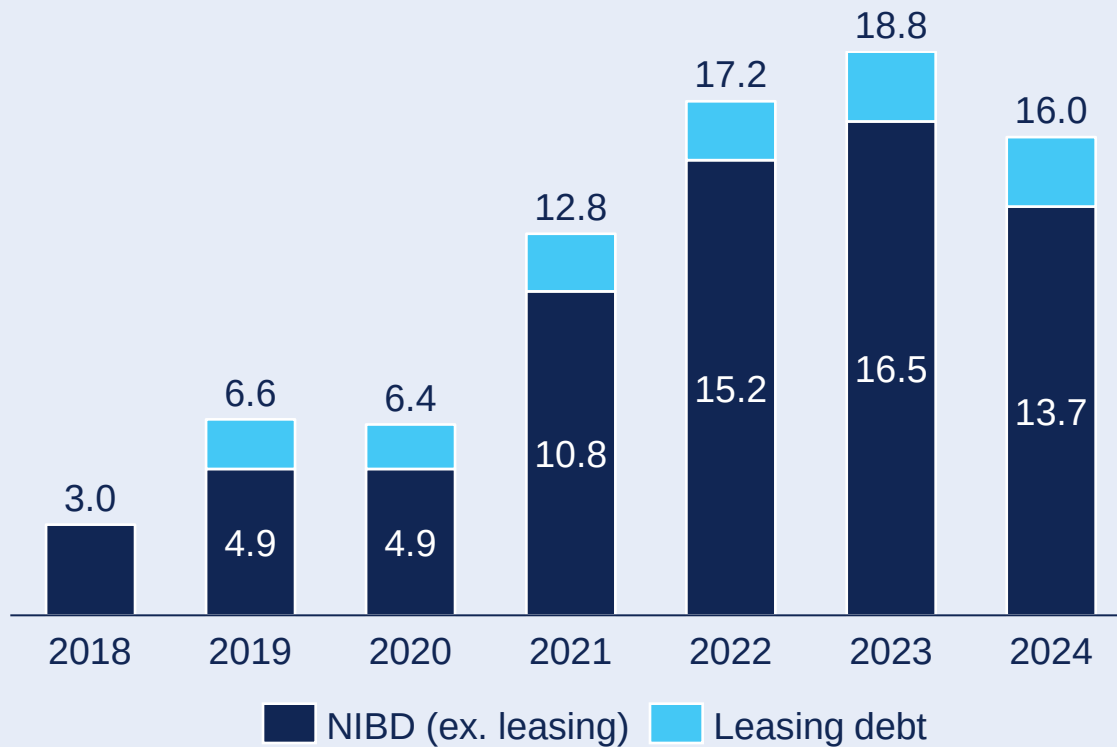
Figures in NOK billion



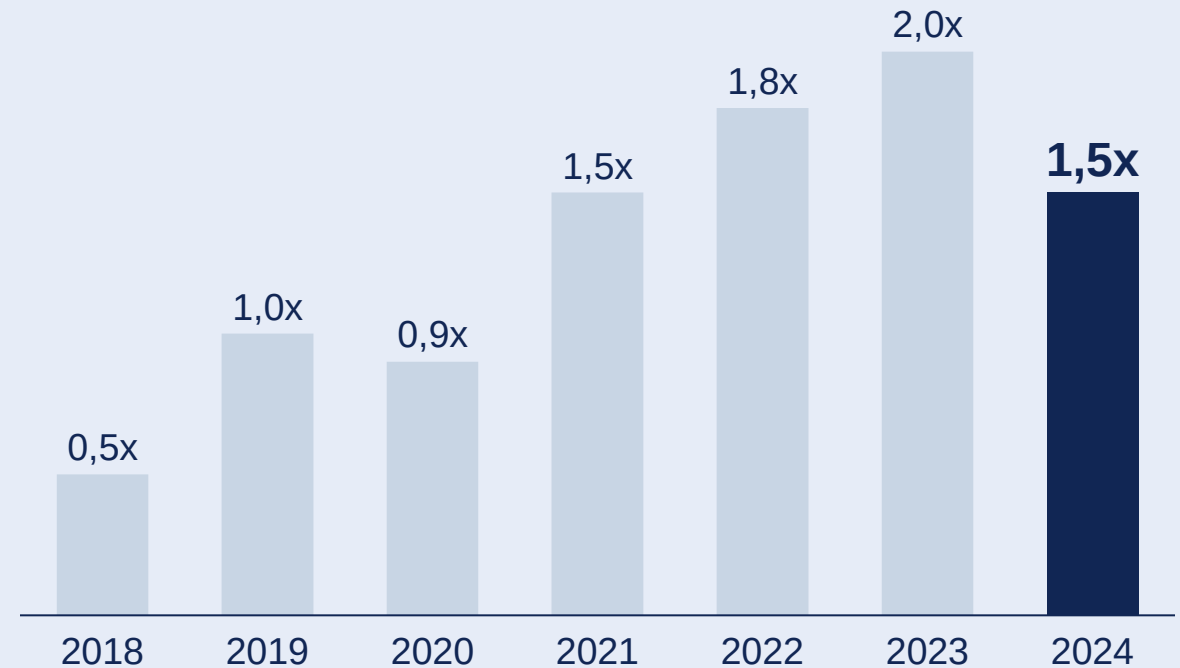
Note: 1. Including acquired businesses; 2. NIBD/EBITDA level excluding NIBD and EBITDA in Orkla Food Ingredients. The NIBD includes Orkla's receivable related to the subordinated loan to Orkla Food Ingredients.

Sound financial profile

Net interest-bearing liabilities (NOKbn)¹



NIBD / R12M EBITDA¹



Alternative Performance Measures (APM)

Contribution ratio

Contribution margin ratio is calculated by dividing the contribution margin by operating revenues. Operating revenues minus variable operating expenses constitute the contribution margin. Variable operating expenses are reported on the financial statement line “operating expenses” and consist of expenses directly related to sales volume. Variable expenses include costs related to input factors such as raw materials and packaging, and variable production costs such as electricity related to production and variable pay. They also include ingoing and outgoing freight costs directly related to sales volume. Costs related to finished goods purchased for resale are included as part of variable operating expenses. Production costs that are relatively constant over time and do not vary according to production volume are not included in the computation of contribution margin; such costs include warehouse costs, payroll expenses linked to factory administration and management staff, and depreciation of production equipment. Contribution margin is a key internal financial figure that illustrates how profitable each portfolio company's product mix is, and hence also the company's ability to cover fixed expenses.

Contribution margin is an important financial figure with regard to product innovation and product portfolio optimisation. A reconciliation of the Orkla group's contribution margin is presented in the table above.

Organic growth

Organic growth shows like-for-like turnover growth for the group's business portfolio and is defined as the group's reported change in operating revenues adjusted for effects of the purchase and sale of companies, the re-conclusion and loss of distribution agreements of a material nature, and currency effects. Intra-group transfers of companies and changes in distribution agreements between portfolio companies are also taken into account. In calculating organic growth, acquired companies are excluded 12 months after the transaction date. Sold companies are excluded pro forma 12 months prior to the transaction date. Currency effects are neutralised by translating this year's turnover at last year's exchange rates.

Organic growth is included in segment information, and is used to identify and analyse the turnover growth of the consolidated portfolio companies. Organic growth provides an important picture of the portfolio companies' ability to carry out innovation, product development, correct pricing and brand-building.

Segment information for each consolidated portfolio company shows how large a part of organic growth is related to price effects and how large a part is linked to volume/mix effects. Price effects are defined as net changes in prices to customers, i.e. changes in customer prices adjusted for factors such as discounts, campaigns and price reductions. The price effects are calculated based on the assumption of unchanged volume. Volume/mix effects are calculated as a residual, and comprise organic growth minus price effects. Volume/mix effects consist of changes in sales volume and/or changes in the product mix sold.

EBIT (adj.)

EBIT (adj.) shows the group's current operating profit before items that require special explanation, and is defined as reported operating profit or loss before “Other income and expenses” (OIE). Items included in OIE are disclosed in Note 3. These include M&A costs, restructuring or integration expenses, any major gains on and write-downs of both tangible and intangible assets, and other items that only to a limited degree are reliable measures of the group's current profitability. EBIT (adj.) margin and growth are derived figures calculated in relation to operating revenues.

EBIT (adj.) is one of the group's most important financial figures, internally and externally. The figure is used to identify and analyse the group's profitability linked to normal operations and operating activities. Adjustment for items in OIE which to a limited degree are reliable measures of the group's current operating profit or loss increases the comparability of profitability over time.

Alternative Performance Measures (APM)

Change in underlying EBIT (adj.)

Change in underlying EBIT (adj.) shows like-for-like EBIT (adj.) growth for the group's business portfolio, and is defined as the group's reported change in EBIT (adj.), adjusted for effects of the purchase and sale of companies, the re-conclusion and loss of distribution agreements of a material nature, and currency effects. Account is also taken of intra-group transfers of companies and changes in distribution agreements between portfolio companies. In calculating the change in underlying EBIT (adj.), acquired companies are included pro forma 12 months prior to the transaction date. Sold companies are excluded pro forma 12 months prior to the transaction date. Currency effects are neutralised by translating this year's EBIT (adj.) at last year's currency exchange rates. Where underlying profit performance is mentioned in the report, reference is made to underlying EBIT (adj.) performance. Underlying EBIT (adj.) margin and change therein are derived figures calculated in relation to operating revenues.

Underlying EBIT (adj.) growth is used for internal management purposes, including for identifying and analysing underlying profitability growth in the existing business portfolio, and provides a picture of the portfolio companies' ability to improve profitability in their existing operations. The measure is important because it provides a comparable structure for monitoring the change in profitability over time.

Return on Capital Employed (ROCE)

ROCE is calculated by dividing a 12-month rolling EBITA (adj.) by the average capital employed in the consolidated portfolio companies.

EBITA (adj.) consists of EBIT (adj.) plus depreciation and write-downs of intangible assets. 12-month rolling EBITA (adj.) is used in the calculation. Since depreciation and write-downs of intangible assets are not included in EBITA (adj.), they are also excluded from the capital base. Thus the historical cost of intangible assets is used in capital employed (see next paragraph).

Capital employed represents the working capital of the consolidated portfolio companies and consists of:

- Net working capital - consists of the statement of financial position items "Trade receivables", "Trade payables" and "Inventories". It also includes payable public charges and some minor receivables and payables related to operations included in "Other receivables and financial assets" and "Other current liabilities".
- Fixed assets
- Intangible assets at historical cost - consist of the statement of financial position line "Intangible assets" plus accumulated depreciation and write-downs
- Net pension liabilities - Pension assets are included in the statement of financial position line "Associates, joint ventures and other financial assets", while pension liabilities are included in "Provisions and other non-current liabilities"
- Deferred tax on excess value - This item is included in deferred tax which is part of the statement of financial position line "Provisions and other non-current liabilities"

Alternative Performance Measures (APM)

Return on Capital Employed (ROCE) cont.

Average capital employed is always an average of the closing balances in the five last reported quarters.

ROCE shows the return that the Orkla group receives on the capital invested in the various consolidated portfolio companies. This is an important measurement parameter for assessing whether the portfolio companies' return exceeds the group's weighted average cost of capital (WACC), and for comparing the return on the current portfolio with other alternative returns.

Earnings per share (adj.)

Earnings per share (adj.) show earnings per share adjusted for "Other income and expenses" (OIE) after estimated tax. Items included in OIE are specified in Note 3. The effective tax rate applicable to OIE was lower than the group's tax rate in the fourth quarter of 2024, since expensed M&A costs are not tax-deductible. As at 31 December 2024, the effective tax rate was higher than the group's tax rate because OIE were significantly impacted by non-taxable income, particularly the gain made on the sale of Lilleborg in the second quarter of 2024.

Adjustments are also made for any reported gains or losses on sales/purchases of associates and joint ventures, as well as for any reported major profit or loss effects linked to abnormal tax conditions. No such adjustments were made in 2024 or 2023.

Net replacement and expansion investments

When making investment decisions, the group distinguishes between replacement and expansion investments. Expansion investments are the proportion of overall reported investments deemed to be investments in either new geographical markets or new categories, or investments which represent significant increases in capacity. Net replacement investments include new leases and are reduced by the value of sold fixed assets valued at sale value.

The purpose of this distinction is to show how large a part of the investments (replacement) mainly concerns maintenance of existing operations and how large a part of the investments (expansion) are expected to generate increased contributions to profit in future, over and above profit expectations linked to normal operations.

Cash conversion

Cash conversion is calculated as cash flow from operating activities as a percentage of EBIT (adj.). Cash flow from operating activities is defined and presented in the Orkla-format cash flow statement.

Cash conversion is an important key figure for Orkla, as it shows how much of EBIT (adj.) has been converted into net interest-bearing liabilities, and thus the financial means available to the group. Net interest-bearing liabilities are the group's most important management parameter for financing and capital allocation.

Alternative Performance Measures (APM)

Net interest-bearing liabilities

Net interest-bearing liabilities are the sum of the group's interest-bearing liabilities and interest-bearing receivables. Interest-bearing liabilities include bonded loans, bank loans, other loans, lease liabilities and interest-bearing derivatives. Interest-bearing receivables include cash and cash equivalents, interest-bearing derivatives and other interest-bearing receivables.

Net interest-bearing liabilities are the group's primary management parameter for financing and capital allocation, and are actively employed as part of the group's financial risk management strategy. The Orkla format cash flow statement therefore shows the change in net interest-bearing liabilities at group level.

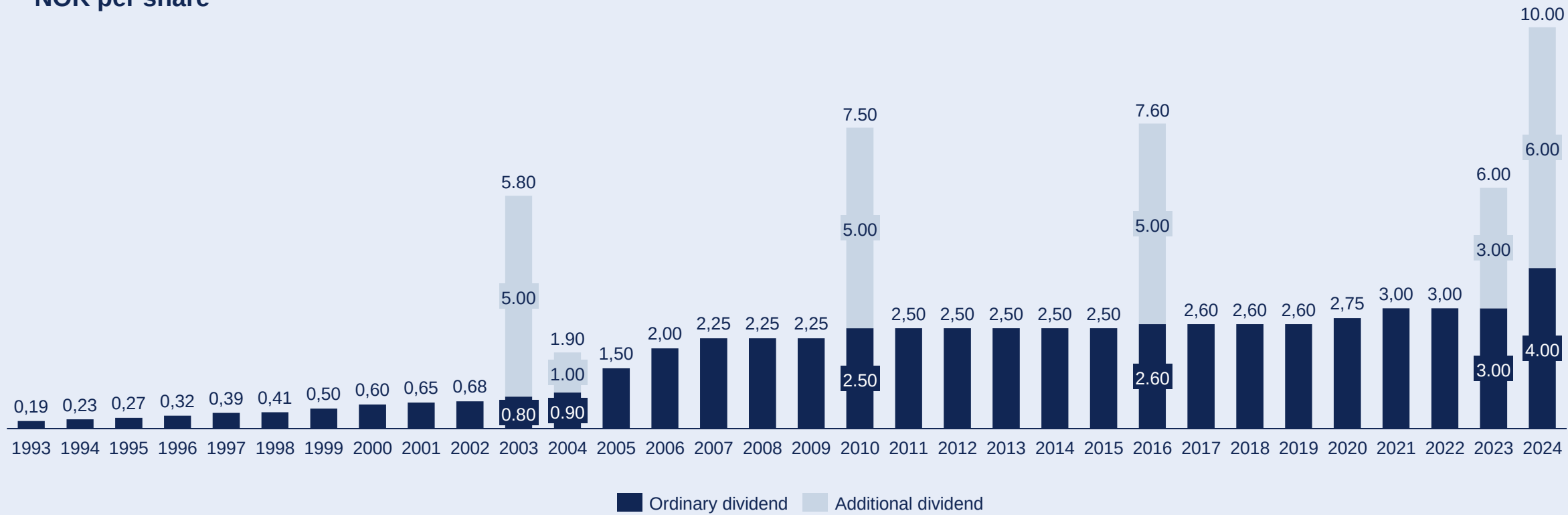
Structure (acquisitions and disposals)

Structural growth includes adjustments for the divestment of Lilleborg, and the acquisition of the businesses Bubs Godis, Freunde der Erfrischung, Khell-Food, Norstamp, Kartonage, and SnackFood. Adjustments were also made for the divestment of Fruta Podivín, the brand Blomberg's, and the loss of distribution agreements with Tropicana and Alpro in Orkla Foods. Following the transition to a new operating model, the split-up of the former Orkla Care business area has entailed the transfer of the dental health business and adjustments for changes in distribution and production agreements between portfolio companies.

In 2023, adjustments were also made for the acquisitions of Denali Ingredients, Da Grasso, Lofoten Marine Oils, Healthspan and Hade coup. Adjustments have been made for the loss of a distribution agreement with PepsiCo, the discontinuation of tea distribution in Orkla India, the winding-up of Hamé Foods in Russia, and sale of the convenience business in Orkla Latvija and the Struer brand.

The Board proposes a total dividend of NOK 10 per share for the financial year 2024

Historical dividend payments¹
NOK per share



Note: 1. Chart showing dividend payments for the fiscal year. Actual dividends to be paid in the following year.

Revisors beretning for 2024

Konklusjon om årsregnskapet

Revisjonsberetningen er stilet til generalforsamlingen, og er signert og datert 18. mars 2025.

Etter vår mening er årsregnskapet

- avgitt i samsvar med lov og forskrifter*
- selskapsregnskapet og konsernregnskapet for Orkla ASA gir et rettviseende bilde av selskapets og konsernets finansielle stilling per 31.12 2024 og av resultatene og kontantstrømmene i regnskapsåret*
- opplysningene i årsberetningen er konsistente med årsregnskapet og i samsvar med lov og forskrifter.*

Vi har også utført et attestasjonsoppdrag med moderat sikkerhet for den konsoliderte bærekraftsrapporten per 31.12 og for året avsluttet per denne datoen. Vi har gjennom vår attestasjonsprosess ikke blitt oppmerksom på forhold som gir oss grunn til å tro at rapporten ikke i det alt vesentlige er utarbeidet i samsvar med regnskapsloven § 2-3.

Dagsorden punkt 2 – Årsregnskap 2024

Styrets forslag:

Generalforsamlingen godkjenner årsregnskapet for 2024 for Orkla ASA og konsernet samt styrets årsberetning, herunder aksjeutbytte for 2024 med kr 10,00 pr. aksje, hvorav kr 6,00 er utover det ordinære utbyttet, unntatt for aksjer i konsernets eie.

Dagsorden punkt 3 - Lederlønnsrapport

Orklas lederlønnsrapport

- Iht. krav i allmennaksjeloven, skal styret utarbeide en rapport om godtgjørelse som ledende personer har mottatt eller har til gode i løpet av det foregående regnskapsåret
- Lederlønnsrapporten for 2024 er inntatt i årsrapporten og lagt ved innkallingen til generalforsamlingen som et eget vedlegg
- Den faktiske godtgjørelsen som ble utbetalt i 2024, og som er rapportert i lederlønnsrapporten, er i samsvar med gjeldende lovgivning og retningslinjer for lederlønn vedtatt av generalforsamlingen

Dagsorden punkt 3 - Lederlønnsrapport

Styrets forslag:

Generalforsamlingen slutter seg til styrets rapport for 2024 om lønn og annen godtgjørelse for ledende personer.

Dagsorden punkt 4 - Eierstyring og selskapsledelse

Eierstyring og selskapsledelse

- Rapporteringskrav iht. regnskapsloven § 2-9, børslreglene og Norsk anbefaling for eierstyring og selskapsledelse (NUES)
- Styrets redegjørelse for eierstyring og selskapsledelse (foretaksstyring) er inntatt i årsrapporten for 2024 og tilgjengelig på www.orkla.no
- I henhold til allmennaksjeloven § 5-6 femte ledd skal redegjørelsen behandles på ordinær generalforsamling som orienteringssak

Dagsorden punkt 5 – Fullmakt til erverv av egne aksjer

Styrets forslag:

Generalforsamlingen i Orkla ASA gir herved styret fullmakt til å la selskapet erverve aksjer i Orkla ASA med pålydende verdi inntil kr 12.500.000 fordelt på inntil 10.000.000 aksjer, dog slik at beholdningen av egne aksjer ervervet for dette formålet ikke kan overstige 1 % av utestående aksjer til enhver tid. Minste og høyeste beløp som kan betales pr. aksje skal være henholdsvis kr 50 og kr 150. Styret står fritt med hensyn til på hvilke måter erverv og avhendelse av egne aksjer kan skje. Denne fullmakten skal gjelde fra og med 25. april 2025 og frem til dato for ordinær generalforsamling 2026. Fullmakten kan benyttes til oppfyllelse av eksisterende insentivprogrammer for ansatte, og insentivprogrammer for ansatte innenfor rammene av gjeldende retningslinjer for lønn og annen godtgjørelse for ledende ansatte vedtatt av generalforsamlingen.

Generalforsamlingen i Orkla ASA gir herved styret fullmakt til å la selskapet erverve aksjer i Orkla ASA med pålydende verdi inntil kr 125.000.000 fordelt på inntil 100.000.000 aksjer, dog slik at beholdningen av egne aksjer ikke kan overstige 10 % av utestående aksjer til enhver tid. Minste og høyeste beløp som kan betales pr. aksje skal være henholdsvis kr 50 og kr 150. Styret står fritt med hensyn til på hvilke måter erverv og avhendelse av egne aksjer kan skje. Denne fullmakten skal gjelde fra og med 25. april 2025 og frem til dato for ordinær generalforsamling 2026. Fullmakten kan benyttes til erverv av aksjer for amortisering.

Valgkomiteens innstilling

Valgkomiteens sammensetning ivaretar interessene til aksjonærfellesskapet, jf. NUES pkt. 7

Sammensetning
Anders Christian Stray Ryssdal (leder)
Nils-Henrik Pettersson
Rebekka Glasser Herlofsen
Kjetil Houg
Vidar Dahl (supplerer valgkomiteen ved valg av styrets leder, og høres også ved fastsettelse av godtgjørelse)



Valgkomiteen bør sammensettes slik at hensynet til aksjonærfellesskapets interesser blir ivaretatt.



Flertallet i valgkomiteen bør være uavhengig av styret og øvrige ledende ansatte.



Medlem av styret bør ikke være medlem av komiteen.



Daglig leder eller andre ledende ansatte bør ikke være medlem av komiteen.



Generalforsamlingen bør fastsette nærmere retningslinjer for valgkomiteen

Dagsorden punkt 6 – Valg av medlemmer til styret

Valgkomiteens innstilling:

Valg av:

Stein Erik Hagen

Liselott Kilaas

Peter Agnefjäll

Christina Fagerberg

Rolv Erik Ryssdal

Caroline Hagen Kjos

Bengt Rem

Dagsorden punkt 7 – Valg av styreleder

Valgkomiteens innstilling:

Valg av:

Stein Erik Hagen

Dagsorden punkt 8 – Valg av medlem til valgkomiteen

Valgkomiteens innstilling:

Valg av:

Nils-Henrik Pettersson

Dagsorden punkt 9 – Godtgjørelse til styret

Valgkomiteens innstilling:

Styret:

styrets leder	NOK 1 170 000 pr. år	(fra 1 067 000)
aksjonærvalgt styremedlem	NOK 760 000 pr. år	(fra 693 000)
ansattvalgt styremedlem	NOK 556 500 pr. år	(fra 533 500)

Aksjonærvalgte styremedlemmer bosatt utenfor Norge mottar i tillegg NOK 25 500 (fra 24 200) pr. styremøte de deltar på. Møtegodtgjørelse for ansattvalgt vararepresentant settes til NOK 37 500 (fra 36 300).

Kompensasjonskomiteen:

komitéleder	NOK 191 600 pr. år (fra 183 700)
medlem	NOK 141 200 pr. år (fra 135 300)

Revisjonskomiteen:

komitéleder	NOK 241 000 pr. år (fra 231 000)
medlem	NOK 161 000 pr. år (fra 154 000)

Dagsorden punkt 10 – Godtgjørelse til valgkomiteen

Valgkomiteens innstilling:

Komiteleder	NOK 130 500 pr. år	(fra 125 000)
Medlem	NOK 80 300 pr. år	(fra 77 000)
Ansattvalgt representant	NOK 8 600 pr. møte	(fra 8 250)

Dagsorden punkt 11

Godkjenning av revisors godtgjørelse

Revisors godtgjørelse for Orkla ASA for 2024 er foreslått satt til kr. 3.870.808.

