



Notice of ordinary general meeting of Ocean Yield ASA

Notice is hereby given of the ordinary general meeting of Ocean Yield ASA. The general meeting will be held on 22 April 2015, 10 a.m. at The Thief, Landgangen 1, 0252 Oslo, Norway.

Ballots will be distributed at the meeting venue from 9.30 to 10 a.m. on the day of the ordinary general meeting.

The following matters are on the agenda of the meeting:

1. **Opening of the general meeting and approval of notice of meeting and agenda.**
2. **Election of the chairman of the meeting**
3. **Election of a person to co-sign the minutes of meeting along with the chairman of the meeting.**
4. **Presentation of business activities (no voting).**
5. **Approval of the annual accounts and the Board of Directors' report for 2014.**
6. **Authorisation to the Board of Directors to resolve and declare dividends.**
7. **Consideration of the Board of Directors' declaration regarding stipulation of salary and other remuneration to executive management of the company – advisory guidelines.**
8. **Consideration of the Board of Directors' declaration regarding stipulation of salary and other remuneration to executive management of the company – binding guidelines.**
9. **Consideration of the Board of Directors' statement of corporate governance (no voting).**
10. **Election of members to the Board of Directors.**
11. **Election of members to the nomination committee.**
12. **Stipulation of remuneration to the members of the Board of Directors.**
13. **Stipulation of remuneration to the members of the nomination committee.**
14. **Approval of remuneration to the auditor.**
15. **Authorisation to the Board of Directors to increase the share capital – transfers of business, etc.**
16. **Authorisation to the Board of Directors to increase the share capital – employee share programme.**
17. **Authorisation to the Board of Directors to acquire treasury shares – employee share programme.**

The shares of the company and the right to vote for shares

The company's share capital is NOK 1 346 285 750 divided into 134 628 575 shares each having a par value of NOK 10. Each share carries one vote. There are no limitations for voting rights set out in the Articles of Association. As of 30 March 2015, the company holds 23 070 treasury shares.

The board has appointed Trond Brandsrud to open the general meeting.

Each shareholder has the right to vote for the number of shares owned by the shareholder and registered on an account in the Norwegian Central Securities Depository (VPS) belonging to the shareholder at the time of the general meeting. If a shareholder has acquired shares and the share acquisition has not been registered with the Norwegian Central Securities Depository (VPS) at the time of the general meeting, voting rights for the acquired shares may only be exercised if the acquisition is reported to the Norwegian Central Securities Depository (VPS) and proven at the general meeting. In case of ownership transfer, the parties may agree that the seller can exercise the shareholder rights until the rights have been assumed by the acquirer.

Voting rights on shares registered in VPS accounts belonging to custodians, cf. the public limited liability companies act § 4-10, may, from the company's point of view, not be exercised either by the beneficial owner or the custodian. However, the beneficial owner of the shares may exercise voting rights if he proves that he has taken the necessary actions to terminate the custodianship of the shares and that the shares will be transferred to an ordinary VPS account in the name of the owner. If the owner can prove that he has initiated such measures and that he has a real shareholder interest in the company, he may, in the opinion of the company, vote for the shares even if they are not yet registered in an ordinary VPS account.

The shareholders' rights

A shareholder cannot demand that new items are added to the agenda when the deadline for such request has expired, cf. § 5-11 second sentence of the Norwegian Public Limited Companies Act. A shareholder has the right to make proposals for a resolution regarding the items which will be considered by the general meeting.

A shareholder has the right to require board members and the CEO to provide necessary information to the general meeting that may influence:

1. the approval of the annual accounts and the annual report;
2. items which have been presented to the shareholders for decision;
3. the company's financial position, including information on other companies in which the company participates, and other items to be considered at the general meeting,

unless the information requested may not be disclosed without causing disproportionate damage to the company.

If additional information is necessary, and an answer cannot be given at the general meeting, a written answer shall be prepared within two weeks from the date of the general meeting. Such answer shall be available to the shareholders at the company's premises and be sent to shareholders requesting the information. If the answer is considered material for evaluation of the circumstances mentioned in the previous paragraph, the answer should be sent to all shareholders with known address.

Registration of attendance to the general meeting

Shareholders who wish to participate at the annual general meeting, either in person or by proxy, may register attendance via Ocean Yields website - www.oceanyield.no/Investor-Relations - (PIN-code and reference number from the notice of attendance is required). Alternatively, notice of attendance or proxy may be submitted via VPS Investor Services. Notice of attendance may also be scanned and sent by email to genf@dnb.no, be submitted by post to DNB Bank ASA, Registrar's Department, P.O. Box 1600 Sentrum, 0021 Oslo, Norway, or be faxed to +47 22 48 11 71. Notification of attendance must be sent electronically or received no later than 4 p.m. on 20 April 2015. Shareholders who fail to register by this deadline may be denied access to the annual general meeting and denied the right to vote, cf. the company's articles of association section 8.

Proxy

A shareholder, not present at the general meeting, may grant proxy to a nominated proxy holder. Any proxy not naming proxy holder will be deemed given to the chairman of the Board of Directors or a person designated by him. Enclosed with the Notice of general meeting is a form for granting proxy. The proxy may be submitted via VPS Investor Services or the Company's website - www.oceanyield.no/Investor-Relations (PIN-code and reference number from the Notice of Attendance is required). The proxy may also be submitted by e-mail to genf@dnb.no, by post to DNB Bank ASA, Verdipapirservice, P.O.Box 1600 Sentrum, NO-0021 Oslo, Norway.

Shareholders may also grant proxy with voting instructions. A separate proxy form for such detailed voting instructions is enclosed with the Notice of Attendance. Proxy with voting instructions may be submitted by e-mail to genf@dnb.no, by post to DNB Bank ASA, Verdipapirservice, P.O.Box 1600 Sentrum, NO-0021 Oslo, Norway. Online registration of proxy with voting instructions is not possible.

For all proxies with and without instructions, the same deadline applies as for notification of attendance, being no later than 4p.m. on 20 April 2015. Proxies must arrive before this deadline.

Voting by means of electronic communication prior to the general meeting

A shareholder, not present himself at the general meeting, may prior to the general meeting cast vote on each agenda item via the Company's website - www.oceanyield.no/IR or via "Investortjenester" (Investor services). (PIN-code and reference number from the Notice of Attendance is required). The deadline for prior voting is 4 p.m. on 20 April 2015. Until the deadline, votes already cast may be changed or withdrawn. Votes already cast prior to the general meeting will be considered withdrawn in the event a shareholder attends the general meeting in person or by proxy.

The Board of Directors has proposed that the meeting is chaired by Trond Brandsrud.

The following documents will be available on www.oceanyield.no/IR:

- this notice and the enclosed form for Notice of Attendance/ Proxy
- the Board of Directors' proposed resolutions for the general meeting for the items listed above
- the recommendations of the nomination committee
- the Board of Directors' proposed 2014 financial statements and annual accounts, annual report and auditor's report
- the Board of Directors' declaration regarding stipulation of salary and other remuneration to the executive management of the company

Shareholders who wish to receive the documents may contact the company.

30 March 2015

Ocean Yield ASA
The Board of Directors

Enclosure: Notice of Attendance/Proxy



DIRECTORS PROPOSED GENERAL MEETING RESOLUTIONS

Item 5. Approval of the annual accounts and the Board of Directors' report for 2014.

The annual report, which consists of the annual accounts, the Board of Directors' report and the auditor's statement, is available at the company's web site www.oceanyield.no/Investor-Relations

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

The general meeting approves the annual accounts, the group consolidated accounts and the Board of Directors' report for 2014 for Ocean Yield ASA.

Item 6. Authorisation to the Board of Directors to resolve and declare dividends.

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

The general meeting authorises the Board of Directors to resolve and declare dividends based on the Company's annual financial statements for 2014. The authorisation is valid until the Annual General Meeting in 2016.

Item 7. Consideration of the Board of Directors' declaration regarding stipulation of salary and other remuneration to executive management of the company – advisory guidelines.

In accordance with section 6-16a of the Norwegian Public Limited Liability Companies Act, the Board of Directors has prepared a statement on the determination of salary and other remuneration to the executive employees of the company. The statement is available at the company's web site www.oceanyield.no/Investor-Relations

The general meeting's approval of the guidelines is of an advisory nature to the Board of Directors. However, the approval of the guidelines regarding remuneration in the form of shares, subscription rights, options, and other forms of remuneration linked to shares or the development of the share price in the company or in other companies within the group, are binding for the Board of Directors, cf. the Public Limited Liability Companies Act section 5-6, subsection 3.

The advisory and binding guidelines are subject to separate votes.

The Board proposes that the General Meeting passes the following resolution with regard to the advisory guidelines:

The general meeting endorses the advisory guidelines in the declaration from the Board of Directors.

Item 8. Consideration of the Board of Directors' declaration regarding stipulation of salary and other remuneration to executive management of the company – binding guidelines.

Reference is made to item 7.

The advisory and binding guidelines are subject to separate votes.

The Board proposes that the general meeting passes the following resolution with respect to the binding guidelines:

The general meeting approves the binding guidelines in the declaration from the Board of Directors.

Item 10. Election of members of the Board of Directors.

The recommendations of the nomination committee are available at the company's web site www.oceanyield.no/Investor-Relations

Item 11. Election of members of the nomination committee.

The recommendations of the nomination committee are available at the company's web site www.oceanyield.no/Investor-Relations

Item 12. Stipulation of remuneration to the members of the Board of Directors.

The recommendations of the nomination committee are available at the company's web site www.oceanyield.no/Investor-Relations

Item 13. Stipulation of remuneration to the members of the nomination committee.

The recommendations of the nomination committee are available at the company's web site www.oceanyield.no/Investor-Relations

Item 14. Approval of remuneration to the auditor.

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

The auditor's fees of USD 176 thousand for the audit of Ocean Yield ASA are approved.

Item 15. Authorisation to the Board of Directors to increase the share capital – transfers of business, etc.

The Board of Directors proposes that the general meeting grant the Board of Directors an authorisation to increase the share capital. With such an authorisation the Board of Directors may – without calling for an extraordinary general meeting – swiftly issue shares as consideration in connection with acquisitions, mergers, de-mergers or other transfers of business. With this objective it is required that the authorisation enables the Board of Directors to set aside the shareholders' preferential rights pursuant to section 10-4 of the Norwegian Public Limited Companies Act.

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

- 1. The Board of Directors is authorised to increase the share capital with up to NOK 130,000,000.*
- 2. The shareholders' preferential rights pursuant to section 10-4 of the Norwegian Public Limited Companies Act may be set aside.*
- 3. The authorisation covers an increase in capital in return for non-cash contributions and a right to assume special obligations on behalf of the company, as well as resolutions on mergers and demergers, cf. sections 13-5 and 14-6(2) of the Norwegian Public Limited Companies Act.*
- 4. The authorisation may only be used for the purpose of issuing shares as consideration in connection with acquisitions, mergers, de-mergers or other transfers of business.*
- 5. The authorisation is valid until the annual general meeting of 2016, however not after 30 June 2016.*

Item 16. Authorisation to the Board of Directors to increase the share capital – employee share programme.

The Board of Directors proposes that the general meeting grant the Board of Directors an authorisation to increase the share capital. With such an authorisation the Board of Directors may – without calling for an extraordinary general meeting – swiftly issue shares to employees as part of the employee share programme. With this objective it is required that the authorisation enables the Board of Directors to set aside the shareholders' preferential rights pursuant to section 10-4 of the Norwegian Public Limited Companies Act.

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

- 1. The Board of Directors is authorised to increase the share capital with up to NOK 10,000,000.*
- 2. The shareholders' preferential rights pursuant to section 10-4 of the Norwegian Public Limited Companies Act may be set aside.*
- 3. The authorisation may only be used for the purpose of issuing shares to employees as part of the employee share programme.*
- 4. The authorisation is valid until the annual general meeting of 2016, however not after 30 June 2016.*

Item 17. Authorisation to the Board of Directors to acquire treasury shares – employee share programme.

The Board of Directors proposes that the general meeting grant the Board of Directors an authorisation to acquire own shares for the purpose of transferring shares to employees of the company as part of the employee share programme.

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

- 1. The Board is authorised to acquire and be granted security in own shares up to an aggregate nominal value of NOK 8,000,000.*
- 2. The purchase price for each share shall be minimum NOK 1 and maximum NOK 200.*
- 3. The authorisation may only be used for the purpose of transferring shares to employees of the company as part of the employee share programme. The Board is otherwise free to decide the method of acquisition and disposal of the company's shares.*
- 4. The authorisation is valid until the annual general meeting of 2016, however not after 30 June 2016.*



Ref.no.: PIN code:

Notice of ordinary general meeting

The ordinary general meeting of Ocean Yield ASA will take place at 10 a.m. on Wednesday 22 April 2015 at The Thief, Landgangen 1, 0252 Oslo, Norway

If the shareholder is a legal entity, please identify the authorised representative: Name of authorised representative (To grant a proxy, please use one of the proxy forms below.)

Notice of attendance/voting prior to meeting

The undersigned (name in capital letters):

will attend the ordinary general meeting of Ocean Yield ASA on 22 April 2015 and exercise the voting rights attached to the following shares:

own shares, and/or other shares in accordance with the enclosed proxy/proxies, i.e. shares in total.

This notice of attendance must be received by DNB Bank ASA by 4 p.m. on 20 April 2015.

Notice of attendance may be sent electronically via Ocean Yield's website - www.oceanyield.no/Investor-Relations - or via VPS Investor Services. Advance votes may only be cast electronically via Ocean Yield ASA's website - www.oceanyield.no/Investor-Relations - or via VPS Investor Services. Votes must be registered by 4 p.m. on 20 April 2015. Votes already cast may be amended or withdrawn prior to the deadline. A reference number and pin code are required to access the electronic system for notification of attendance and advance voting via Ocean Yield ASAs website. This notice of attendance may also be scanned and sent by email to genf@dnb.no, or be submitted by post to DNB Bank ASA, Registrar's Department, P.O. Box 1600 Sentrum, 0021 Oslo, Norway.

Place Date Shareholder's signature (Sign only if attending in person. To grant a proxy, please use one of the forms below.)

Proxy (without voting instructions)

Ref.no.:

PIN code:

This proxy form must be used when granting a proxy without voting instructions. To grant a proxy with voting instructions, please use the form on page 2. If you are unable to attend the ordinary general meeting in person, you may grant a proxy to an authorised representative, or you may submit the proxy form without appointing a proxy holder, in which case the proxy will be deemed to be granted to the Chairman of the Board of Directors or a person authorised by him.

The proxy form must be received by DNB Bank ASA, Registrar's Department, by 4 p.m. on 20 April 2015.

The proxy may be sent electronically via Ocean Yield ASA's website - www.oceanyield.no/Investor-Relations - or via VPS Investor Services. The proxy may also be scanned and sent by email to genf@dnb.no, or be submitted by post to DNB Bank ASA, Registrar's Department, P.O. Box 1600 Sentrum, 0021 Oslo, Norway.

The undersigned (name in capital letters): hereby grants (tick one of the two boxes):

[] the Chairman of the Board of Directors (or a person authorised by him)

[] (Name of proxy holder in capital letters)

a proxy to attend and exercise the voting rights attached to my/our shares at the ordinary general meeting of Ocean Yield ASA on 22 April 2015.

Place Date Shareholder's signature (Sign only if granting a proxy.)



Proxy (with voting instructions)

Ref.no.:

PIN code:

This proxy form must be used when granting a proxy with voting instructions. If you are unable to attend the ordinary general meeting in person, you may use this proxy form to issue voting instructions. You may grant a proxy with voting instructions to an authorised representative, or you may submit the proxy form without appointing the proxy holder, in which case the proxy will be deemed to be granted to the Chairman of the Board of Directors or a person authorised by him.

The proxy form must be received by DNB Bank ASA, Registrar's Department, by 4 p.m. on 20 April 2015.

The proxy may also be scanned and sent by email to genf@dnb.no, or be submitted by post to DNB Bank ASA, Registrar's Department, P.O. Box 1600 Sentrum, 0021 Oslo, Norway.

The undersigned (name in capital letters):
hereby grants (tick one of the two boxes):

the Chairman of the Board of Directors (or a person authorised by him)

Name of proxy holder (in capital letters)

a proxy to attend and exercise the voting rights attached to my/our shares at the ordinary general meeting of Ocean Yield ASA on 22 April 2015.

The voting rights shall be exercised in accordance with the instructions below. Please note that if any item below is not voted on (no box is ticked), this will be deemed to be an instruction to vote "in favour" of that item. However, if any motions are received from the floor in addition to or in replacement of the proposals in the notice, the proxy holder may vote or abstain from voting at his discretion. In that case, the proxy holder will vote on the basis of his reasonable understanding of the motion. The same applies if there is any doubt as to how the voting instructions should be understood. Where no such reasonable understanding of the motion can be formed, the proxy holder may abstain from voting.

Agenda for ordinary general meeting 2015	For	Against	Abstention
1. Opening of the general meeting and approval of notice of meeting and agenda.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Election of the chairman of the meeting.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Election of a person to co-sign the minutes of meeting along with the chairman of the meeting.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Presentation of business activities (no voting).			
5. Approval of the annual accounts and the Board of directors' report for 2014.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Authorisation to the Board of directors to resolve and declare dividends.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Consideration of the Board of directors' declaration regarding stipulation of salary and other remuneration to executive management of the company – advisory guidelines.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Consideration of the Board of directors' declaration regarding stipulation of salary and other remuneration to executive management of the company – binding guidelines.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Consideration of the Board of directors' statement of corporate governance (no voting).			
10. Election of members of the Board of directors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Election of members of the nomination committee.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Stipulation of remuneration to the members of the Board of directors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. Stipulation of remuneration to the members of the nomination committee.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. Approval of remuneration to the auditor.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. Authorisation to the Board of directors to increase the share capital – transfers of business, etc.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16. Authorisation to the Board of directors to increase the share capital – employee share programme.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17. Authorisation to the Board of directors to acquire treasury shares – employee share programme.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Place	Date	Shareholder's signature (Sign only if granting a proxy with voting instructions.)
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Attendance and voting rights are governed by the Norwegian Public Limited Liability Companies Act, in particular Chapter 5. A written power of attorney dated and signed by the shareholder granting the proxy must be presented at the meeting.

If the shareholder is a company, the company's certificate of registration must be attached to the proxy.