



## CONSTITUTING DOCUMENT

## INTERNAL

### Norsk Hydro ASA Articles of Association

No.: CD-01  
Rev.: 13  
Date: 2015-05-06  
Page: 1 of 5

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|             |   |                                 |                         |
|-------------|---|---------------------------------|-------------------------|
| Owner       | : | The President and CEO, by proxy | Svein Richard Brandtzæg |
| Responsible | : | Company Secretary               | Ingeborg M Liahjell     |
| Author      | : | Company Secretary               | Ingeborg M Liahjell     |

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#### Changes from last revision:

Article 5A.

## ARTICLES OF ASSOCIATION OF NORSK HYDRO ASA (last amended on 6 May 2015 – effective from 6 May 2015)

### Section 1

The name of the company is Norsk Hydro ASA.

### Section 2

The objectives of the company are to engage in industry, commerce and transport, to utilize energy resources and raw materials, and to engage in other activities connected with these objectives. Activities may also proceed through participation in or in co-operation with other enterprises.

### Section 3

The company's registered office is in Oslo.

### Section 4

The shares capital is NOK 2,271,760,107.048 divided into 2,068,998,276 shares with a nominal value of 1.098. The shares shall be registered in the Norwegian Central Securities Depository. The Board of Directors may refuse the transfer of shares and may take such other steps as may be necessary to prevent shares from being transferred in contravention of the restrictions laid down in Norwegian law.

**Norsk Hydro ASA Articles of Association****Section 4 A**

If the share capital is increased, and provided that Norwegian law in force at the time so permits, preferential subscription rights shall be reserved in connection with each such capital increase on the conditions stipulated by the Board of Directors, for up to

- a) 0.83 percent of the increase for holders of the 83 unredeemed founder certificates, and up to
- b) 2.79 percent of the increase for holders of the 4,343 unredeemed subscription certificates.

These preferential rights shall not apply if the increase is made in order to issue shares to third parties as compensation for their transfer of assets to the company. The certificates may be transferred independently of the shares.

**Section 5**

The company's Board of Directors shall be composed of nine to eleven members who are elected by the Corporate Assembly for periods of up to two years at a time. The Corporate Assembly elects the chairperson and the deputy chairperson of the Board of Directors for the same period.

If the office of a director comes to an end during the period for which he or she is elected, the Corporate Assembly may elect another director to hold office for the remainder of the period in question.

**Section 5A**

The Nomination Committee consists of minimum three and maximum four members who shall be shareholders or shareholders' representative. The members of the Nomination Committee, including its chairperson, are elected by the General Meeting. The chairperson of the Nomination Committee and at least one other member shall be elected among the members of the Corporate Assembly elected by the shareholders. The members of the Nomination Committee are elected for periods of up to two years at a time. If the chairperson resigns as member of the Nomination Committee during the electoral period, the Nomination Committee shall elect among its members a new chairperson for the remainder of the new chairperson's electoral period.

The chairperson of the Board of Directors and the President and CEO, who do not hold voting rights, shall be requested to attend at least one meeting of the Nomination Committee before it furnishes its final recommendation.

The Nomination Committee makes its recommendation to the General Meeting regarding the shareholders' election of members and deputy members to the Corporate Assembly and regarding remuneration to the members of the Corporate Assembly.

## **CONSTITUTING DOCUMENT**

## **INTERNAL**

No.: CD-01  
Rev.: 13  
Date: 2015-05-06  
Page: 3 of 4

### **Norsk Hydro ASA Articles of Association**

The Nomination Committee makes its recommendation to the General Meeting regarding the election of the members and chairperson of the Nomination Committee and regarding remuneration to the members of the Nomination Committee.

The Nomination Committee makes its recommendation to the Corporate Assembly regarding the election of the shareholders' representatives of the Board of Directors and regarding remuneration to the members of the Board of Directors.

At the proposal of the Corporate Assembly's shareholder-elected members, the General Meeting adopts guidelines for the Nomination Committee.”

### **Section 6**

The Board of Directors may authorize a Board member, the President or specifically designated employees to sign for the company, and also to designate procurists. The Board of Directors may decide that authorization to sign for the company may only be exercised by several persons jointly.

### **Section 7**

The company's Corporate Assembly shall comprise eighteen members, who are elected for periods of up to two years at a time. Twelve of the members and their four deputy members shall be elected by the General Meeting, while six of the members and their deputy members shall be elected by and from among the company's employees. The Corporate Assembly elects its own chairperson and deputy chairperson for periods of up to two years at a time.

### **Section 8**

The Corporate Assembly shall exercise supervision to ensure that the company's objects are furthered in compliance with applicable law, the Articles of Association and the resolutions of the General Meeting and the Corporate Assembly. The Corporate Assembly may adopt recommendations on any matter whatsoever for submission to the Board of Directors. At the proposal of the Board of Directors, the Corporate Assembly shall adopt resolutions in matters concerning investments that are substantial compared with the company's resources, or concerning such rationalization of, or changes in, operations as will entail a major change in or redeployment of the labor force.

### **Section 9**

The General Meeting shall be convened by the Board of Directors in accordance with applicable legal requirements.

Documents concerning matters to be considered at the general meeting and which have been made available for the shareholders on the company's website do not have to be sent to the shareholders. This also applies to documents which by law shall be included in or attached to the notice of the

## CONSTITUTING DOCUMENT

## INTERNAL

No.: CD-01  
Rev.: 13  
Date: 2015-05-06  
Page: 4 of 4

### Norsk Hydro ASA Articles of Association

general meeting. A shareholder may nonetheless request that documents concerning matters to be considered at the general meeting be sent to him or her free of charge.

Shareholders or their representatives wishing to attend and vote at the General Meeting must inform the company of this no later than five days prior to the General Meeting

The right to attend and vote at the General Meeting may only be exercised when the transfer of the relevant shares appears in the register of shareholders on the fifth business day before the general meeting (the Record Date).

The Board of Directors may determine that the shareholders shall be able to cast their votes in writing, including by electronic means, during a period preceding the General Meeting. Where such a form of voting is used, a satisfactory method shall be employed to authenticate the identity of the sender.

The General Meeting is presided over by the Chairperson of the Corporate Assembly or, in his or her absence, by the Deputy Chairperson.”

### Section 10

The Annual General Meeting shall:

- a) approve the annual accounts and the Board of Director’s report, including distribution of dividend;
- b) elect the shareholders’ members and deputy members to the Corporate Assembly; and
- c) deal with any other matters listed in the notice of the meeting.

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