

Annual General Meeting of Kongsberg Gruppen ASA, 9 May 2014

**MINUTES FROM  
THE ANNUAL GENERAL MEETING 2014  
OF KONGSBERG GRUPPEN ASA**

At 10 a.m. on 9 May 2014, the Annual General Meeting of Kongsberg Gruppen ASA was held at the Conference Centre, Kongsberg Technology Park in Kongsberg, Norway.

Pursuant to §5-12, first subsection, of the Norwegian Public Limited Companies Act and Art. 8 of the Group's Articles of Association, the Annual General Meeting was called to order and chaired by Chair of the Board Finn Jebsen.

The chair requested that General Counsel Christian Karde keep the minutes of the Annual General Meeting.

**1. APPROVAL OF THE NOTICE AND THE AGENDA**

A total of 95 shareholders were present or represented by proxies. Altogether, 93 038 597 shares, equivalent to approx. 77.53 per cent of the total share capital, were represented. A list of the shareholders and proxies who attended the Annual General Meeting is attached and constitutes an integral part of these minutes.

There were no objections to the notice or the registration list, and the Annual General Meeting was declared legally convened.

The chair referred to the notice of the Annual General Meeting with attachments, dated 11 April 2014.

In keeping with the Board of Director's motion, the AGM unanimously adopted the following **resolution**:

*"Notice and agenda approved."*

**2. ELECTION OF A PERSON TO CO-SIGN THE MINUTES**

The following individual was nominated to co-sign the minutes along with the chair of the meeting:

Morten Strømngren of the Ministry of Trade, Industry and Fisheries.

In keeping with the Board of Director's motion, the Annual General Meeting unanimously adopted the following **resolution**:

*"Morten Strømngren is elected to co-sign the minutes."*

**3. BRIEFING BY THE CEO**

Chief Executive Officer Walter Qvam reviewed the highlights of 2013 and provided a general briefing on trends thus far in 2014.

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#### 4. TREATMENT OF THE REPORT ON CORPORATE GOVERNANCE

Chair of the Board Finn Jebsen reviewed the Board's Report on Corporate Governance, and gave a verbal briefing on the case involving Romania.

#### 5. APPROVAL OF THE FINANCIAL STATEMENTS AND DIRECTORS' REPORT FOR THE PARENT COMPANY AND THE GROUP FOR FISCAL 2013

The chair referred to the review provided in the Directors' Report and the accompanying Financial Statements for 2013, which have been made available on the Group's website. Chief Financial Officer Hans-Jørgen Wibstad reviewed the income statement and balance sheet. State-authorized Public Accountant Anders Gøbel was present. Reference was made to the Auditor's Report, which is included in the Annual Report. There were no comments to the Auditor's Report.

In keeping with the Board of Director's motion, the Annual General Meeting unanimously adopted the following **resolution**:

*"The financial statements for the parent company and for the Group for fiscal 2013 are approved. The Directors' Report is also approved. The Auditor's Report was taken under advisement."*

#### 6. PAYMENT OF DIVIDENDS

The parent company Kongsberg Gruppen ASA posted a net profit of MNOK 764 in 2013. The Group posted a net profit of MNOK 1 225 in 2013. Earnings per share came to NOK 10.24. Financial soundness/creditworthiness and liquidity are considered satisfactory. The Board proposes an ordinary dividend for fiscal 2013 of NOK 4.25 per share. Moreover, the Board proposes an extraordinary dividend in connection with KONGSBERG's 200th anniversary of NOK 1 per share. The dividends accrue to the company's shareholders on 9 May 2014 (as reflected in the Norwegian Central Securities Depository (VPS) Registry on 14 May 2014). The Group's shares will be listed on the Oslo Stock Exchange exclusive of dividends as from 12 May 2014. The dividend will be paid out on 26 May 2014.

In keeping with the Board of Director's motion for the payment of dividends, the Annual General Meeting unanimously adopted the following **resolution**:

*"The Board of Director's motion for a dividend of NOK 5.25 per share for 2013 is approved. The dividends accrue to the company's shareholders on 9 May 2014 (as reflected in the Norwegian Central Securities Depository (VPS) Registry on 14 May 2014). The Group's shares will be traded on the Oslo Stock Exchange exclusive of dividends as from 12 May 2014. The dividend will be paid out on 26 May 2014."*

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## 7. COMPENSATION TO THE BOARD OF DIRECTORS

Chair of the Nominating Committee Sverre Valvik reviewed the Nominating Committee's roster of nominees.

In keeping with the Nominating Committee's motion for compensation for the directors, including the Audit Committee and the Compensation Committee, and applicable as from 9 May 2014 until the next Annual General Meeting, the AGM adopted the following **resolution**:

*"The Board of Directors receive the following compensation:*

<i>Chair of the Board</i>	<i>NOK 419 000 per year</i>
<i>Deputy Chair</i>	<i>NOK 230 000 per year</i>
<i>Other directors</i>	<i>NOK 209 500 per year</i>
<i>Deputy members not required to attend regularly</i>	<i>NOK 10 600 per meeting</i>

*In addition, the members of the Audit Committee receive NOK 9 300 per meeting, up to a maximum of NOK 46 500 per year. The Audit Committee's chair receives NOK 10 600 per meeting, up to a maximum of NOK 53 000 per year.*

*The Compensation Committee's members receive NOK 8 600 per meeting, up to a maximum of NOK 43 000 per year. The chair of the Compensation Committee receives NOK 9 800 per meeting, up to a maximum of NOK 49 000 per year."*

## 8. COMPENSATION TO THE MEMBERS OF THE NOMINATING COMMITTEE

In keeping with the Board of Director's motion for compensation to the members of the Nominating Committee, with 90 524 411 shares in favour and 1 878 330 shares against, the Annual General Meeting adopted the following **resolution**:

*"Members of the Nominating Committee receive the following compensation:*

<i>Chair of the Nominating Committee</i>	<i>NOK 5 150 per meeting</i>
<i>Members of the Nominating Committee</i>	<i>NOK 3 800 per meeting</i>

*applicable from 9 May 2014 until the next Annual General Meeting."*

## 9. COMPENSATION TO THE AUDITOR

In keeping with the Board of Director's motion for compensation to the auditor, with 92 387 141 shares in favour and 15 600 shares against, the Annual General Meeting adopted the following **resolution**:

*"For 2013, compensation of NOK 828 000 paid to the company's auditor for ordinary auditing services for the parent company is approved."*

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#### **10. TREATMENT OF THE BOARD'S STATEMENT ON SALARIES AND OTHER BENEFITS FOR THE GROUP'S SENIOR EXECUTIVES**

The Chair of the Board provided more details about some of the points in the statement. In keeping with the Board's motion, the Annual General Meeting adopted the following decision with 88 760 054 in favour and 3 624 818 votes against:

*"The Board's statement on salaries and other benefits for the Group's senior executives is approved."*

#### **11. ELECTION OF MEMBERS OF THE NOMINATING COMMITTEE**

All three members of the Nominating Committee were up for election. Chair of the Nominating Committee Sverre Valvik reported on the work of the Committee and its roster of nominees for the Nominating Committee. The Nominating Committee's roster of nominees and the full text of the nomination are available on the company's website.

Valvik and Utvik are now retiring from the Nominating Committee after 10 and 8 years of service, respectively. The Annual General Meeting thanked them for their promotion of KONGSBERG's best interests.

In accordance with the Nominating Committee's nomination, the AGM unanimously adopted the following **resolution**:

*"The following representatives are elected to the Nominating Committee: Alexandra Morris (chair), Morten S. Bergesen and Morten Strømgren."*

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## 12. Authorisation for the acquisition of treasury shares

The Annual General Meeting discussed the Board of Director's motion concerning authorisation for the acquisition of treasury shares. In keeping with the Board's motion, the Annual General Meeting adopted the following decision with 92 239 633 votes in favour and 160 839 votes against:

- "a) Pursuant to §9-4 of the Norwegian Companies Act, the Board is authorised to acquire treasury shares for a total maximum nominal value of NOK 7 500 000.*
- b) The authorisation may be used several times.*
- c) The Board's acquisition of shares pursuant to this authorisation can be exercised only between a minimum price of NOK 25 per share and a maximum price of NOK 300 per share.*
- d) The authorisation shall apply until the next Annual General Meeting, but no later than until 30 June 2015.*
- e) The acquisition of shares pursuant to this authorisation shall take place on the market. The disposal of the shares acquired shall take place on the market, unless the shares are used in conjunction with the Group's employee share saving programme, or as whole or partial payment for the acquisition of business activities."*

Kongsberg, 9 May 2014

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Finn Jebsen

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Morten Strømgren