

To the shareholders in Aktiv Kapital ASA

## **NOTICE OF EXTRAORDINARY GENERAL MEETING 2009**

Notice is hereby given of Aktiv Kapital ASA's extraordinary general meeting:

**Date:** 14 December 2009  
**Time:** 10 a.m.  
**Venue:** The company's offices at Innspurten 9, 0605 Oslo

The extraordinary general meeting will be opened by Erling Lind.

This will be followed by registration of the shareholders and shareholders' representatives present, and the number of shares they represent.

The agenda is as follows:

- 1. Election of a chairman to preside over the meeting and an individual to sign the minutes of the meeting together with the elected chairman**
- 2. Approval of notice of the meeting and agenda**
- 3. Amendment to the Articles of Association**

The new § 5-11a of the Public Limited Companies Act allows inter alia for enclosures to the Notice of General Meetings to be posted on the Company's Web site, instead of being sent to the shareholders. The Board considers this to be a practical solution, which also will reduce the Company's costs connected to the sending of documents to the shareholders. Shareholders who wish to receive the documents by mail may so request.

On this basis the Board proposes that the following new provision is included as §9 of the Articles of Association, under the heading: "Distribution of documents to the shareholders".

*"When documents which concern matters that are to be dealt with in the general meeting have been made accessible for the shareholders on the Company's web site, the requirement in the Public Companies Act that the documents shall be sent to the shareholders does not apply. This also applies to documents which according to law shall be included in or enclosed to the notice of the general meeting. A shareholder can however demand that documents which concern matters that are to be dealt with in the general meeting are sent to him.*

*The notice of the general meeting shall inform of the address of the web site and other information that the shareholders need to gain access to the documents on the Company's web site, in addition to information of where the shareholders can inquire to have the documents sent to them."*

Shareholders have the right to attend the general meeting, either personally or by proxy as decided by the shareholder. The final date of registration is 10 December 2009 at 4 p.m CET. Registration is carried out by submitting the registration form to the company.

Shareholders who wish to attend and vote at the general meeting by proxy must submit a power of attorney to the company by the above-mentioned date. The power of attorney may also be brought to the general meeting. Identification for the proxy and the person granting the power of attorney, and possibly a certificate of registration if the shareholder is a legal entity, must be enclosed to the power of attorney.

A registration form and power of attorney are attached.

The company has issued 47 192 499 shares, each with a nominal value of NOK 0.10. Each share entitles its holder to one vote at the general meeting. However, voting rights cannot be exercised for shares belonging to the group. The shareholder has the right to vote for the number of shares which is held by the shareholder in question, and which is registered in the Norwegian Central Securities Depository (VPS) at the time of the general meeting. If the shareholder has acquired

shares shortly before the general meeting, voting rights for the transported shares can only be exercised if the acquisition has been registered in VPS, or if the acquisition has been reported to VPS and is approved by the general meeting.

Shareholders may bring an advisor and give one advisor the right to speak.

Shareholders have the right to have matters considered at the general meeting which the shareholder in question has reported to the board in writing 7 days before the deadline for the notice together with a reasoning why the matter should be included in the Notice. The general meeting cannot, as a main rule, consider matters other than those mentioned in the notice.

This notice and other case documents are available on the company's web site [www.aktivkapital.com](http://www.aktivkapital.com).

Oslo, 16 November 2009

for the board of directors of Aktiv Kapital ASA

A handwritten signature in black ink, appearing to be 'T. Olav Trøim', written over a horizontal line.

Tor Olav Trøim  
Chairman of the Board