

MINUTES OF THE ANNUAL GENERAL MEETING

On 5 May 2015, the Annual General Meeting of Veidekke ASA was held at the Thon Hotel Bristol, Kristian IV's gt. 7 in Oslo, Norway. The following business was transacted:

1) Opening of the General Meeting

The Annual General Meeting was declared open by the Chairman of the Board, Martin Mæland, who recorded a list of the shareholders present at the meeting. 126 shareholders and proxies were present, representing 76 459 026 shares (57.19% of the total share capital). A list of the shareholders and proxies present is annexed to these minutes.

2) Election of a person to chair the meeting and two people to sign the minutes

Martin Mæland was unanimously elected to chair the meeting. Olaug Svarva and Stein Bjøru, who are shareholders, were elected to sign the minutes jointly with the chairman of the meeting.

3) Approval of the notice of the meeting and agenda

The chairman of the meeting asked whether there were any comments on the notice or the agenda. No objections were raised to the notice or the agenda, which were therefore deemed to be approved.

4) Information about operations

[CFO Terje Larsen provided an account of the financial statements for 2014. President and CEO Arne Giske gave a lecture with the title "Title of AGi's lecture", and presented the highlights of the first quarter of 2015.]

5) The work of the Board, Remuneration Committee, Property Committee and Audit Committee, and the auditor's work

[The Chairman of the Board provided an account of the work done by the Board of Directors and the work done by the Remuneration Committee.

Board member Gro Bakstad provided an account of the work done by the Audit Committee.

Board member Annika Billström provided an account of the work done by the Property Committee.

Auditor Erik Mamelund provided an account of the audit work.]

6) Questions from the floor

The Chairman invited questions from the floor.

7) Approval of the company's annual accounts for 2014

The Board's draft annual report and accounts for 2014 for Veidekke ASA and the Group were reviewed. The Board's proposal was approved.

8) The Board's declaration on remuneration of senior executives

Review of the Board's declaration on the principles for determining salaries and other remuneration for senior executives, cf. section 6-16a of the Norwegian Public Limited Liability Companies Act

The Chairman of the Board provided an account of the Board's declaration on remuneration of senior executives. The guidelines for 2015 are a continuation of last year's guidelines. The remuneration of senior executives is determined on the basis of the following main principles:

- Pay shall be competitive, but not leading,
- Remuneration shall consist of a fixed component and a variable component, and
- The Remuneration Committee shall advise the Board when remuneration is being determined.

The Chairman of the Board provided an account of the company's remuneration of senior executives in 2014. In 2014 senior executives received pay in accordance with their respective contracts plus a bonus in accordance with the established bonus scheme.

The Chairman of the Board provided an account of the impact for the company of the current policy for remuneration of senior executives. The salary adjustments in 2014 and the paid bonuses were in accordance with the declaration that was submitted to the Annual General Meeting on 7 May 2014.

A consultative vote was conducted on the declaration on remuneration of senior executives for 2015.

The Annual General Meeting recommended the Board's declaration.

9) Allocation of the 2014 profit for Veidekke ASA, including payment of dividends and Group contributions

The Board proposed the following allocation of the profit for the year:

"The profit, plus NOK 250,519,297 from other equity, in total NOK 467,967,297, shall be allocated to dividends.

In addition to the allocation of the profit for the year and distribution from other equity, the company is paying NOK 92,000,000 in contributions to the Group's subsidiaries."

The Board further proposed that the Annual General Meeting pass the following resolution:

"The dividends for the 2014 financial year are set at NOK 3.50 per share for the shareholders registered as owners at 5 May 2015. The dividends will be paid to the shareholders on 19 May 2015. Dividends will not be paid to the company for the company's own shares."

The Annual General Meeting passed this resolution in accordance with the Board's proposal.

10) Auditor's fees

The auditor's fee was set at NOK 798,000.

11) Election of members to the Nomination Committee and remuneration

The Chairman of the Board provided an account of the Nomination Committee's recommendations regarding election of members to the Nomination Committee for the coming year. The Nomination Committee recommended the following points 1-5:

1. Harald Norvik be elected for one year.
 - The Annual General Meeting passed this resolution in accordance with the Nomination Committee's recommendation.
2. Jan Tore Berg Knutsen be elected for one year.
 - The Annual General Meeting passed this resolution in accordance with the Nomination Committee's recommendation.
3. Erik Must be elected for one year.
 - The Annual General Meeting passed this resolution in accordance with the Nomination Committee's recommendation.
4. Olaug Svarva be elected for one year.
 - The Annual General Meeting passed this resolution in accordance with the Nomination Committee's recommendation.
5. Harald Norvik be elected as chairman of the Nomination Committee.
 - The Annual General Meeting passed this resolution in accordance with the Nomination Committee's recommendation.

Remuneration of the members of the Nomination Committee

The Chairman of the Board provided an account of the Board's recommendations regarding the fees for the members of the Nomination Committee.

"The fee for the Nomination Committee is set at NOK 36,000 (35,000) for the chair of the Nomination Committee and NOK 20,500 (20,000) for the other members of the Nomination Committee. Travel expenses shall also be covered for members who reside outside Oslo.

These remuneration and compensation rates apply to the period 7 May 2014 to 5 May 2015.

The Annual General Meeting passed this resolution in accordance with the Board's recommendation.

12) Board fees

The Nomination Committee, represented by Olaug Svarva, presented the Nomination Committee's proposal regarding remuneration for the members of the Board of Directors.

The Nomination Committee proposed that the remuneration for the members of the Board be adjusted and set at NOK 462,500 (452,500) for the chair of the Board, NOK 282,000 (276,000) for the deputy chair and NOK 234,000 (229,000) for board members. The fee for the chair of the Audit Committee shall be increased to NOK 75,000 (73,000); for the chair of the Remuneration Committee to NOK 59,000 (57,000); and for other members of board committees to NOK 48,000 (47,000). Travel expenses shall also be covered for board members who reside outside Oslo.

These remuneration and compensation rates apply to the period 7 May 2014 to 5 May 2015.

The Annual General Meeting passed this resolution in accordance with the Nomination Committee's recommendation.

13) Election to the Board

The Nomination Committee, represented by Olaug Svarva, presented the Nomination Committee's recommendation regarding election of new board members. The Nomination Committee's recommendation was enclosed with the notice of the Annual General Meeting. All of the shareholder-elected board members were up for election.

The Nomination Committee made the following recommendation regarding election of board members, points 1–6:

1. Martin Mæland be re-elected as a board member for a period of one year
 - The Annual General Meeting passed this resolution in accordance with the Nomination Committee's recommendation
2. Gro Bakstad be re-elected as a board member for a period of one year
 - The Annual General Meeting passed this resolution in accordance with the Nomination Committee's recommendation
3. Annika Billström be re-elected as a board member for a period of one year
 - The Annual General Meeting passed this resolution in accordance with the Nomination Committee's recommendation
4. Hans von Uthmann be re-elected as a board member for a period of one year
 - The Annual General Meeting passed this resolution in accordance with the Nomination Committee's recommendation
5. Per Otto Dyb be re-elected as a board member for a period of one year
 - The Annual General Meeting passed this resolution in accordance with the Nomination Committee's recommendation
6. Ann Christin Gjerdsseth be re-elected as a board member for a period of one year
 - The Annual General Meeting passed this resolution in accordance with the Nomination Committee's recommendation

This means that the current composition of the Board is:

- | | |
|---------------------------------------|-------------------------|
| • Martin Mæland (born 1949) | Re-elected for one year |
| • Gro Bakstad (born 1966) | Re-elected for one year |
| • Annika Billström (born 1956) | Re-elected for one year |
| • Hans von Uthmann (born 1958) | Re-elected for one year |
| • Per Otto Dyb (born 1955) | Re-elected for one year |
| • Ann Christin Gjerdsseth (born 1966) | Re-elected for one year |

The situation for the employee representatives on the Board is as follows:

For the administrative staff:

- | | |
|---------------------------|-------------------------|
| • Arve Fludal (born 1970) | Up for election in 2017 |
|---------------------------|-------------------------|

For the skilled workers:

- | | |
|-------------------------------|-------------------------|
| • Odd Andre Olsen (born 1961) | Up for election in 2016 |
| • Inge Ramsdal (born 1962) | Up for election in 2016 |

Advice regarding election of the chair of the Board

Section 6-1, subsection 2, of the Public Limited Liability Companies Act and Article 5 of the company's Articles of Association state that the Board itself must elect its chair. Based on discussions with the largest shareholders, the Nomination Committee nevertheless found it appropriate to advise the Board on the choice of chair and deputy chair. The Nomination Committee recommended that Martin Mæland be elected as Chairman of the Board.

14) Authorisation for the Board to perform capital increases

The Chairman of the Board provided an account of the Board's wish for authorisation to undertake capital increases. As a principle, the Board wishes to present capital increases to the company's shareholders through the General Meeting. However, situations may arise where it might be appropriate for the Board to be pre-authorised to undertake a capital increase, such as in connection with business combinations, the employee share programmes and investments in property. For this reason, the Board would like to have such authorisation.

The Board proposed that the Annual General Meeting pass the following resolution:

"1.) The Board is granted authorisation to increase the share capital by up to NOK 6.5 million in new share capital, divided into 13 million new shares with a nominal value of NOK 0.50 per share. The Board may agree to the share capital being settled through other forms of contribution than money. The Board shall set the issue price and may depart from the shareholder's preferential rights to new share issues pursuant to section 10-14 of the Norwegian Public Limited Liability Companies Act. The authorisation shall be valid until the next ordinary Annual General Meeting, and no later than 31 May 2016. The authorisation may be used for the following purposes:

1.1.) A share issue may be used when deemed necessary by the Board in connection with business combinations (in full or in part) against payment in shares.

1.2.) A share issue may be used when deemed necessary by the Board in connection with capital increases to benefit employees of Veidekke ASA, its fully or partly owned subsidiaries, and employees of collaborating companies or others.

1.3.) A share issue may be used when deemed necessary by the Board for investment in real property against payment in shares."

The Annual General Meeting passed this resolution in accordance with the Board's proposal.

15) Authorisation for the Board to purchase the company's own shares

The Chairman of the Board provided an account of the Board's wish for authorisation to purchase the company's own shares. Repurchase of own shares with subsequent cancellation will be a means of optimising the company's capital structure. In connection with business combinations, acquisition of own shares for subsequent use as a means of payment may constitute an appropriate instrument. Further, Veidekke's employee share programme is important for the development of the company, and sale of own shares may be an element in this.

The Board proposed that the Annual General Meeting pass the following resolution:

1.) "Pursuant to section 9-4 of the Norwegian Public Limited Liability Companies Act, the Annual General Meeting authorises the Board to acquire the company's own shares at a total nominal value of up to NOK 6.5 million, corresponding to under 10% of Veidekke's share capital. The Board is free to choose the method to be used for the acquisition and sale. For one share with a nominal value of NOK 0.50, the company must pay a minimum of NOK 10.00, and a maximum of NOK 200.00. This authorisation shall be valid until the next ordinary Annual General Meeting, and no later than 31 May 2016. The authorisation may be used for the following purposes:

1.1.) Acquisition of the company's own shares for the purpose of subsequent cancellation.

1.2.) Acquisition of the company's own shares for the purpose of use as a means of payment in connection with business combinations.

1.3.) Acquisition of the company's own shares for the purpose of sale of the shares through Veidekke's employee share programme."

The Annual General Meeting passed this resolution in accordance with the Board's proposal.

There were no other matters for consideration.

The distribution of the votes is indicated in Appendix 2.

The Annual General Meeting was declared closed.

Martin Mæland
Chairman of the meeting

Olaug Svarva

Stein Bjøru

Total Represented

ISIN:	<u>NO0005806802 VEIDEKKE ASA</u>
General meeting date:	05/05/2015 17.00
Today:	05.05.2015

Number of persons with voting rights represented/attended : 126

	Number of shares	% sc
Total shares	133,704,942	
- own shares of the company	0	
Total shares with voting rights	133,704,942	
Represented by own shares	47,765,672	35.73 %
Sum own shares	47,765,672	35.73 %
Represented by proxy	20,439,095	15.29 %
Represented by voting instruction	8,254,259	6.17 %
Sum proxy shares	28,693,354	21.46 %
Total represented with voting rights	76,459,026	57.19 %
Total represented by share capital	76,459,026	57.19 %

Registrar for the company:

NORDEA BANK NORGE ASA

 John Bygghem

Signature company:

VEIDEKKE ASA



Attendance List Attendance VEIDEKKE ASA 05/05/2015

Ref no	First Name	Company/Last name	Repr. by	Participant	Share	Own	Proxy	Total	% sc	% represented	% registered
18	Martin Mæland	Styrets leder		Proxy Solicitor	Ordinær	0	6,020,245	14,274,504	10.68 %	18.67 %	17.82 %
26	Arne Giske	Konsernsjef		Proxy Solicitor	Ordinær	0	3,903,778	3,903,778	2.92 %	5.11 %	4.87 %
34		OBOS BBL		Share Holder	Ordinær	30,769,440	0	30,769,440	23.01 %	40.24 %	38.41 %
42		FOLKETRYGDF ONDET	Olauq Svarva	Share Holder	Ordinær	12,818,333	0	12,818,333	9.59 %	16.77 %	16.00 %
521	HALVOR	NORDBØ		Share Holder	Ordinær	221,161	0	221,161	0.17 %	0.29 %	0.28 %
604	OLAV	REINE		Share Holder	Ordinær	196,689	0	196,689	0.15 %	0.26 %	0.25 %
620	KNUT	IVERSEN		Share Holder	Ordinær	190,000	0	190,000	0.14 %	0.25 %	0.24 %
638	ARNE	GISKE		Share Holder	Ordinær	183,350	0	183,350	0.14 %	0.24 %	0.23 %
653	ANDERS ERLING	GRIMNES		Share Holder	Ordinær	180,260	0	180,260	0.14 %	0.24 %	0.23 %
729		STIFTELSEN VEIDEKKEANS ATTEES	Lars Sevald Skaare	Share Holder	Ordinær	205,058	0	205,058	0.15 %	0.27 %	0.26 %
737	KAI KRÜGER	HENRIKSEN		Share Holder	Ordinær	155,000	0	155,000	0.12 %	0.20 %	0.19 %
745	TORBjørn	LILLEAS		Share Holder	Ordinær	150,000	0	150,000	0.11 %	0.20 %	0.19 %
885	STEIN HÅVARD	BJØRU		Share Holder	Ordinær	127,850	0	127,850	0.10 %	0.17 %	0.16 %
976	JON	SØRBY		Share Holder	Ordinær	115,925	0	115,925	0.09 %	0.15 %	0.15 %
1008		SVA EIE AS	Sverre Andresen	Share Holder	Ordinær	113,003	0	113,003	0.09 %	0.15 %	0.14 %
1024	KÅRE	STRAND		Share Holder	Ordinær	108,935	0	108,935	0.08 %	0.14 %	0.14 %

Ref no	First Name	Company/Last name	Repr. by	Participant	Share	Own	Proxy	Total	% sc	% represented	% registered
1073	TERJE	LARSEN		Share Holder	Ordinær	103,000	0	103,000	0.08 %	0.14 %	0.13 %
1099	YNGVAR	ELLINGBØ		Share Holder	Ordinær	101,045	0	101,045	0.08 %	0.13 %	0.13 %
1107	JØRGEN WIESE	PORSMYR		Share Holder	Ordinær	100,395	0	100,395	0.08 %	0.13 %	0.13 %
1123	IVAR ASLE	TVETER		Share Holder	Ordinær	100,140	0	100,140	0.08 %	0.13 %	0.13 %
1149	KRISTIAN	SENLAND		Share Holder	Ordinær	99,698	0	99,698	0.08 %	0.13 %	0.12 %
1263	BJØRN EINAR	SMITH		Share Holder	Ordinær	88,206	0	88,206	0.07 %	0.12 %	0.11 %
1297	JOHN	STRAND		Share Holder	Ordinær	89,590	0	89,590	0.07 %	0.12 %	0.11 %
1404	TOR	MELBY		Share Holder	Ordinær	80,000	0	80,000	0.06 %	0.11 %	0.10 %
1412	PER ERIK	FRØYEN		Share Holder	Ordinær	79,400	0	79,400	0.06 %	0.10 %	0.10 %
1420	MATS TORHEL	BACKELIN		Share Holder	Ordinær	79,045	0	79,045	0.06 %	0.10 %	0.10 %
1461	BENTE	LILLESTØL		Share Holder	Ordinær	74,610	0	74,610	0.06 %	0.10 %	0.09 %
1529	TORLEIF	HÅVI		Share Holder	Ordinær	70,223	0	70,223	0.05 %	0.09 %	0.09 %
1685	STEIN HÅKON	FEHN		Share Holder	Ordinær	60,000	0	60,000	0.05 %	0.08 %	0.08 %
1701	LARS SEVALD	SKAARE		Share Holder	Ordinær	57,875	0	57,875	0.04 %	0.08 %	0.07 %
1891	JO HENNING	STORMYRBAK KEN		Share Holder	Ordinær	51,800	0	51,800	0.04 %	0.07 %	0.07 %
2220	PER-KRISTIAN	PETERSEN		Share Holder	Ordinær	45,650	0	45,650	0.03 %	0.06 %	0.06 %
2287	JOAR	TRANDUM		Share Holder	Ordinær	44,156	0	44,156	0.03 %	0.06 %	0.06 %

Ref no	First Name	Company/Last name	Repr. by	Participant	Share	Own	Proxy	Total	% sc	% represented	% registered
2436	VIDAR	AARVOLD		Share Holder	Ordinær	40,865	0	40,865	0.03 %	0.05 %	0.05 %
2501	JOSTEIN	VEASEN		Share Holder	Ordinær	40,406	0	40,406	0.03 %	0.05 %	0.05 %
2758	BJØRG	GRIMSRUD		Share Holder	Ordinær	37,035	0	37,035	0.03 %	0.05 %	0.05 %
2816	HARALD	SANGES		Share Holder	Ordinær	36,280	0	36,280	0.03 %	0.05 %	0.05 %
2956	OVE	AGEDAL		Share Holder	Ordinær	35,000	0	35,000	0.03 %	0.05 %	0.04 %
3137	ERLING	ØDEGÅRDEN		Share Holder	Ordinær	32,085	0	32,085	0.02 %	0.04 %	0.04 %
3301	BJØRN ARNE	FURULI		Share Holder	Ordinær	30,100	0	30,100	0.02 %	0.04 %	0.04 %
3418	BIRTE	ALMELAND		Share Holder	Ordinær	29,760	0	29,760	0.02 %	0.04 %	0.04 %
3632	JØRGEN	BRATLIE		Share Holder	Ordinær	27,800	0	27,800	0.02 %	0.04 %	0.04 %
3640	RONNY TERJE	HOW		Share Holder	Ordinær	27,710	0	27,710	0.02 %	0.04 %	0.04 %
3939	EINAR	NÆSS		Share Holder	Ordinær	25,047	0	25,047	0.02 %	0.03 %	0.03 %
4093	SVEND ARNE	RØNNINGEN		Share Holder	Ordinær	24,090	0	24,090	0.02 %	0.03 %	0.03 %
4192	ASTRI	PLASSEN		Share Holder	Ordinær	23,325	0	23,325	0.02 %	0.03 %	0.03 %
4267	EDGAR	DØNÅSEN		Share Holder	Ordinær	15,000	0	15,000	0.01 %	0.02 %	0.02 %
4317	GUNNAR BERNHARD	BRANDSBERG		Share Holder	Ordinær	22,800	0	22,800	0.02 %	0.03 %	0.03 %
4580	PER	RUUD		Share Holder	Ordinær	21,175	0	21,175	0.02 %	0.03 %	0.03 %
4630	SVEIN GUNNAR	ORNVES		Share Holder	Ordinær	20,912	0	20,912	0.02 %	0.03 %	0.03 %

Ref no	First Name	Company/Last name	Repr. by	Participant	Share	Own	Proxy	Total	% sc	% represented	% registered
4796	ROAR	TVERA		Share Holder	Ordinær	20,025	0	20,025	0.02 %	0.03 %	0.03 %
5017	HEINE	SKOGSEID		Share Holder	Ordinær	19,281	0	19,281	0.01 %	0.03 %	0.02 %
5074	HELGE	DIESET		Share Holder	Ordinær	19,000	0	19,000	0.01 %	0.03 %	0.02 %
5181	GRETE INGEBORG	NYKKELMO		Share Holder	Ordinær	18,600	0	18,600	0.01 %	0.02 %	0.02 %
5223	STEINAR	ELLEVOG		Share Holder	Ordinær	18,500	0	18,500	0.01 %	0.02 %	0.02 %
5686	JAN EINAR	ÅRØE		Share Holder	Ordinær	17,020	0	17,020	0.01 %	0.02 %	0.02 %
5934	PER-INGEMAR	PERSOON		Share Holder	Ordinær	16,300	0	16,300	0.01 %	0.02 %	0.02 %
6874	ANITA	HEGGEN		Share Holder	Ordinær	13,800	0	13,800	0.01 %	0.02 %	0.02 %
7229	OLE CHRISTIAN	VOLD		Share Holder	Ordinær	13,000	0	13,000	0.01 %	0.02 %	0.02 %
7435	ARVE	FLUDAL		Share Holder	Ordinær	12,600	0	12,600	0.01 %	0.02 %	0.02 %
7682	HELGE	LUND		Share Holder	Ordinær	12,175	0	12,175	0.01 %	0.02 %	0.02 %
8136	ANNE-BERIT	FURRE		Share Holder	Ordinær	11,366	0	11,366	0.01 %	0.02 %	0.01 %
8482	EVA MARGRETHE	FØRDE		Share Holder	Ordinær	10,930	0	10,930	0.01 %	0.01 %	0.01 %
9092	PER KRISTOFFER	FOSSUM		Share Holder	Ordinær	10,000	0	10,000	0.01 %	0.01 %	0.01 %
9118	KARI	GJESTEBY		Share Holder	Ordinær	10,000	0	10,000	0.01 %	0.01 %	0.01 %
9209	RANVEIG	ANTONSEN		Share Holder	Ordinær	9,900	0	9,900	0.01 %	0.01 %	0.01 %
9662	ELLEN	RØNNBERG		Share Holder	Ordinær	9,200	0	9,200	0.01 %	0.01 %	0.01 %

Ref no	First Name	Company/Last name	Repr. by	Participant	Share	Own	Proxy	Total	% sc	% represented	% registered
10082	INGRID	AGA		Share Holder	Ordinær	8,680	0	8,680	0.01 %	0.01 %	0.01 %
10181	KIRSTI GURO LØRDAHL	THORSEN		Share Holder	Ordinær	8,500	0	8,500	0.01 %	0.01 %	0.01 %
10942	MERETHE	EKERHOVD		Share Holder	Ordinær	7,750	0	7,750	0.01 %	0.01 %	0.01 %
11346	INGER LISE	PEDERSEN		Share Holder	Ordinær	7,470	0	7,470	0.01 %	0.01 %	0.01 %
11783	KJELL AAGE	SØRENSEN		Share Holder	Ordinær	7,040	0	7,040	0.01 %	0.01 %	0.01 %
12294	Inge	Ramsdal		Share Holder	Ordinær	6,700	0	6,700	0.01 %	0.01 %	0.01 %
12336	INGUNN ANNIE	RØMSVIK		Share Holder	Ordinær	6,675	0	6,675	0.01 %	0.01 %	0.01 %
13383	EVEN VOLCKMAR	RY		Share Holder	Ordinær	5,847	0	5,847	0.00 %	0.01 %	0.01 %
13565	ANNE LØVLI	GAARDER		Share Holder	Ordinær	5,765	0	5,765	0.00 %	0.01 %	0.01 %
13615	JORUNN MARIE	WINDSPOLL		Share Holder	Ordinær	5,734	0	5,734	0.00 %	0.01 %	0.01 %
14456	KJELL OTTO	BRAGSTAD		Share Holder	Ordinær	5,200	0	5,200	0.00 %	0.01 %	0.01 %
14464	ANITA DANIELSEN	MOE		Share Holder	Ordinær	5,200	0	5,200	0.00 %	0.01 %	0.01 %
15065	OLA JON	SINDING-LARSEN		Share Holder	Ordinær	5,000	0	5,000	0.00 %	0.01 %	0.01 %
15156	EILIF	MOE		Share Holder	Ordinær	5,000	0	5,000	0.00 %	0.01 %	0.01 %
15735	KNUT HAGEN	VIKAN		Share Holder	Ordinær	4,851	0	4,851	0.00 %	0.01 %	0.01 %
16402	ØYVIND	MOEN		Share Holder	Ordinær	4,500	0	4,500	0.00 %	0.01 %	0.01 %

Ref no	First Name	Company/Last name	Repr. by	Participant	Share	Own	Proxy	Total	% sc	% represented	% registered
16576	JUSTEIN MALAIHORM	GJERDRUM		Share Holder	Ordinær	4,450	0	4,450	0.00 %	0.01 %	0.01 %
16717	HAKON ERIK	VEGGUMSLØK KEN		Share Holder	Ordinær	4,390	0	4,390	0.00 %	0.01 %	0.01 %
17038	MATS	WENNBERG		Share Holder	Ordinær	4,200	0	4,200	0.00 %	0.01 %	0.01 %
17707	KNUT	OVENSTRØM		Share Holder	Ordinær	4,000	0	4,000	0.00 %	0.01 %	0.01 %
17855	EINAR	HAUGERUD		Share Holder	Ordinær	4,000	0	4,000	0.00 %	0.01 %	0.01 %
18176	KRISTOFFER EIDE	HOEN		Share Holder	Ordinær	3,900	0	3,900	0.00 %	0.01 %	0.01 %
18242	MARTE HOGGEN	BOLSØ		Share Holder	Ordinær	3,850	0	3,850	0.00 %	0.01 %	0.01 %
18283	ANDERS JOHAN OSKAR	WIKSLUND		Share Holder	Ordinær	3,831	0	3,831	0.00 %	0.01 %	0.01 %
19000	PER MARTIN	INDREEIDE		Share Holder	Ordinær	3,550	0	3,550	0.00 %	0.01 %	0.00 %
19463	KARIN VADSTEIN	CLAUSEN		Share Holder	Ordinær	3,483	0	3,483	0.00 %	0.01 %	0.00 %
21691	ODD ANDRE	OLSEN		Share Holder	Ordinær	2,900	0	2,900	0.00 %	0.00 %	0.00 %
21725	DIDRIK	LUND		Share Holder	Ordinær	2,900	0	2,900	0.00 %	0.00 %	0.00 %
22111	ELISABETH REIDUN	BULANT		Share Holder	Ordinær	2,770	0	2,770	0.00 %	0.00 %	0.00 %
22293	OLAV	TVEITEN		Share Holder	Ordinær	2,700	0	2,700	0.00 %	0.00 %	0.00 %
23390	SVEN KRISTIAN	SANNES		Share Holder	Ordinær	2,500	0	2,500	0.00 %	0.00 %	0.00 %

Ref no	First Name	Company/Last name	Repr. by	Participant	Share	Own	Proxy	Total	% sc	% represented	% registered
24281	VIVI ERNA HERMANSEN	LUND		Share Holder	Ordinær	2,400	0	2,400	0.00 %	0.00 %	0.00 %
26450	JAN TORE	BERG-KNUTSEN		Share Holder	Ordinær	2,000	0	2,000	0.00 %	0.00 %	0.00 %
27474	TORSTEIN	INDREBØ		Share Holder	Ordinær	2,000	0	2,000	0.00 %	0.00 %	0.00 %
29108	BJØRN	MARKENG		Share Holder	Ordinær	1,700	0	1,700	0.00 %	0.00 %	0.00 %
31005	LARS ERIK	BARTNES		Share Holder	Ordinær	1,500	0	1,500	0.00 %	0.00 %	0.00 %
31013	LARS	ANDERSEN		Share Holder	Ordinær	1,500	0	1,500	0.00 %	0.00 %	0.00 %
31948	HELGA SOLVOR	AMUNDSEN		Share Holder	Ordinær	1,380	0	1,380	0.00 %	0.00 %	0.00 %
32441	OLE RAGNAR EINAR	PAULSEN		Share Holder	Ordinær	1,300	0	1,300	0.00 %	0.00 %	0.00 %
36335	ELIN	HALVORSEN		Share Holder	Ordinær	1,000	0	1,000	0.00 %	0.00 %	0.00 %
38935	LAILA	MALTUN		Share Holder	Ordinær	1,000	0	1,000	0.00 %	0.00 %	0.00 %
41806	TOVE	TANGEN		Share Holder	Ordinær	756	0	756	0.00 %	0.00 %	0.00 %
42044	TOR	STEINFELDT-GJERSØE		Share Holder	Ordinær	750	0	750	0.00 %	0.00 %	0.00 %
44370	ANDERS GUSTAF	OLSSON		Share Holder	Ordinær	651	0	651	0.00 %	0.00 %	0.00 %
45385	BIRGIT LISBET SKAARE	ERIKSEN		Share Holder	Ordinær	600	0	600	0.00 %	0.00 %	0.00 %
45971	KJELL ARNE	HONGSETH		Share Holder	Ordinær	600	0	600	0.00 %	0.00 %	0.00 %
48165	MARI	SEKSE		Share Holder	Ordinær	500	0	500	0.00 %	0.00 %	0.00 %

Ref no	First Name	Company/Last name	Repr. by	Participant	Share	Own	Proxy	Total	% sc	% represented	% registered
48926	OLE JAKOB	LØVSTAD		Share Holder	Ordinær	500	0	500	0.00 %	0.00 %	0.00 %
51250	JAN	GANGNES		Share Holder	Ordinær	400	0	400	0.00 %	0.00 %	0.00 %
52589	HULDA LOVISE MØLLER	LARSEN		Share Holder	Ordinær	370	0	370	0.00 %	0.00 %	0.00 %
56226	VIGDIS HOLTUNG	VENGENE		Share Holder	Ordinær	250	0	250	0.00 %	0.00 %	0.00 %
58701	FRANK	HANSEN		Share Holder	Ordinær	200	0	200	0.00 %	0.00 %	0.00 %
71969	TROND ROLF	JOHNSEN		Share Holder	Ordinær	25	0	25	0.00 %	0.00 %	0.00 %
74690	SIGURD	SANNA		Share Holder	Ordinær	10	0	10	0.00 %	0.00 %	0.00 %
75325	JAN-EDGAR	REKUSTAD		Share Holder	Ordinær	10	0	10	0.00 %	0.00 %	0.00 %
75523	ALFRED	KIELLAND-HAUGE		Share Holder	Ordinær	10	0	10	0.00 %	0.00 %	0.00 %
77800	per-ingemar	persson		Proxy Solicitor	Ordinær	0	45,300	45,300	0.03 %	0.06 %	0.06 %
77818	Arve	Fludal		Proxy Solicitor	Ordinær	0	8,700	8,700	0.01 %	0.01 %	0.01 %
79012	Fredrik	Ahlin		Proxy Solicitor	Ordinær	0	10,461,072	10,461,072	7.82 %	13.68 %	13.06 %

Protocol for general meeting VEIDEKKE ASA

ISIN: NO0005806802 VEIDEKKE ASA
 General meeting date: 05/05/2015 17.00
 Today: 05.05.2015

Shares class	FOR	Against	Abstain	Poll in	Poll not registered	Represented shares with voting rights
Agenda item 1 Opening of the Annual General Meeting						
Ordinær	75,173,227	0	1,285,799	76,459,026	0	76,459,026
votes cast in %	98.32 %	0.00 %	1.68 %			
representation of sc in %	98.32 %	0.00 %	1.68 %	100.00 %	0.00 %	
total sc in %	56.22 %	0.00 %	0.96 %	57.19 %	0.00 %	
Total	75,173,227	0	1,285,799	76,459,026	0	76,459,026
Agenda item 2 Election of a person to chair the meeting and two people to sign the minutes						
Ordinær	76,459,026	0	0	76,459,026	0	76,459,026
votes cast in %	100.00 %	0.00 %	0.00 %			
representation of sc in %	100.00 %	0.00 %	0.00 %	100.00 %	0.00 %	
total sc in %	57.19 %	0.00 %	0.00 %	57.19 %	0.00 %	
Total	76,459,026	0	0	76,459,026	0	76,459,026
Agenda item 3 Approval of the notice of the meeting and agenda						
Ordinær	76,459,026	0	0	76,459,026	0	76,459,026
votes cast in %	100.00 %	0.00 %	0.00 %			
representation of sc in %	100.00 %	0.00 %	0.00 %	100.00 %	0.00 %	
total sc in %	57.19 %	0.00 %	0.00 %	57.19 %	0.00 %	
Total	76,459,026	0	0	76,459,026	0	76,459,026
Agenda item 4 Information about the enterprise						
Ordinær	75,669,514	0	789,512	76,459,026	0	76,459,026
votes cast in %	98.97 %	0.00 %	1.03 %			
representation of sc in %	98.97 %	0.00 %	1.03 %	100.00 %	0.00 %	
total sc in %	56.59 %	0.00 %	0.59 %	57.19 %	0.00 %	
Total	75,669,514	0	789,512	76,459,026	0	76,459,026
Agenda item 5 Information about the work of the Board, the Remuneration Committee, the Property Committee, and the auditor						
Ordinær	75,669,514	0	789,512	76,459,026	0	76,459,026
votes cast in %	98.97 %	0.00 %	1.03 %			
representation of sc in %	98.97 %	0.00 %	1.03 %	100.00 %	0.00 %	
total sc in %	56.59 %	0.00 %	0.59 %	57.19 %	0.00 %	
Total	75,669,514	0	789,512	76,459,026	0	76,459,026
Agenda item 6 Questions						
Ordinær	75,669,514	0	789,512	76,459,026	0	76,459,026
votes cast in %	98.97 %	0.00 %	1.03 %			
representation of sc in %	98.97 %	0.00 %	1.03 %	100.00 %	0.00 %	
total sc in %	56.59 %	0.00 %	0.59 %	57.19 %	0.00 %	
Total	75,669,514	0	789,512	76,459,026	0	76,459,026
Agenda item 7 Approval of the 2014 annual accounts and annual report for Veidekke ASA and the Group						
Ordinær	76,459,026	0	0	76,459,026	0	76,459,026
votes cast in %	100.00 %	0.00 %	0.00 %			
representation of sc in %	100.00 %	0.00 %	0.00 %	100.00 %	0.00 %	
total sc in %	57.19 %	0.00 %	0.00 %	57.19 %	0.00 %	
Total	76,459,026	0	0	76,459,026	0	76,459,026
Agenda item 8 Review of the Board's declaration on the principles for determining salaries and other remuneration for senior executives, cf. section 6-16						
Ordinær	75,406,668	1,052,358	0	76,459,026	0	76,459,026
votes cast in %	98.62 %	1.38 %	0.00 %			
representation of sc in %	98.62 %	1.38 %	0.00 %	100.00 %	0.00 %	
total sc in %	56.40 %	0.79 %	0.00 %	57.19 %	0.00 %	
Total	75,406,668	1,052,358	0	76,459,026	0	76,459,026
Agenda item 9 Allocation of the 2014 profit for Veidekke ASA, including payment of dividends and group contributions						
Ordinær	76,459,026	0	0	76,459,026	0	76,459,026
votes cast in %	100.00 %	0.00 %	0.00 %			
representation of sc in %	100.00 %	0.00 %	0.00 %	100.00 %	0.00 %	
total sc in %	57.19 %	0.00 %	0.00 %	57.19 %	0.00 %	

Shares class	FOR	Against	Abstain	Poll in	Poll not registered	Represented shares with voting rights
Total	76,459,026	0	0	76,459,026	0	76,459,026
Agenda item 10 Adoption of the auditor's fees						
Ordinær	76,459,026	0	0	76,459,026	0	76,459,026
votes cast in %	100.00 %	0.00 %	0.00 %			
representation of sc in %	100.00 %	0.00 %	0.00 %	100.00 %	0.00 %	
total sc in %	57.19 %	0.00 %	0.00 %	57.19 %	0.00 %	
Total	76,459,026	0	0	76,459,026	0	76,459,026
Agenda item 11 Election of members to the Nomination Committee and remuneration						
Ordinær	76,459,026	0	0	76,459,026	0	76,459,026
votes cast in %	100.00 %	0.00 %	0.00 %			
representation of sc in %	100.00 %	0.00 %	0.00 %	100.00 %	0.00 %	
total sc in %	57.19 %	0.00 %	0.00 %	57.19 %	0.00 %	
Total	76,459,026	0	0	76,459,026	0	76,459,026
Agenda item 12 Adoption of the Board's fees						
Ordinær	76,459,026	0	0	76,459,026	0	76,459,026
votes cast in %	100.00 %	0.00 %	0.00 %			
representation of sc in %	100.00 %	0.00 %	0.00 %	100.00 %	0.00 %	
total sc in %	57.19 %	0.00 %	0.00 %	57.19 %	0.00 %	
Total	76,459,026	0	0	76,459,026	0	76,459,026
Agenda item 13 Election to the Board						
Ordinær	75,657,893	801,133	0	76,459,026	0	76,459,026
votes cast in %	98.95 %	1.05 %	0.00 %			
representation of sc in %	98.95 %	1.05 %	0.00 %	100.00 %	0.00 %	
total sc in %	56.59 %	0.60 %	0.00 %	57.19 %	0.00 %	
Total	75,657,893	801,133	0	76,459,026	0	76,459,026
Agenda item 14 Proposal for authorisation to the Board to perform capital increases						
Ordinær	76,459,026	0	0	76,459,026	0	76,459,026
votes cast in %	100.00 %	0.00 %	0.00 %			
representation of sc in %	100.00 %	0.00 %	0.00 %	100.00 %	0.00 %	
total sc in %	57.19 %	0.00 %	0.00 %	57.19 %	0.00 %	
Total	76,459,026	0	0	76,459,026	0	76,459,026
Agenda item 15 Proposal for authorisation to the Board to purchase the company's own shares						
Ordinær	76,412,792	46,234	0	76,459,026	0	76,459,026
votes cast in %	99.94 %	0.06 %	0.00 %			
representation of sc in %	99.94 %	0.06 %	0.00 %	100.00 %	0.00 %	
total sc in %	57.15 %	0.04 %	0.00 %	57.19 %	0.00 %	
Total	76,412,792	46,234	0	76,459,026	0	76,459,026

Registrar for the company:

NORDEA BANK NORGE ASA

Signature company:

VEIDEKKE ASA


Share information

Name	Total number of shares	Nominal value	Share capital	Voting rights
Ordinær	133,704,942	0.50	66,852,471.00	Yes
Sum:				

§ 5-17 Generally majority requirement
requires majority of the given votes

§ 5-18 Amendment to resolution
Requires two-thirds majority of the given votes
like the issued share capital represented/attended on the general meeting