

To the shareholders of Fred. Olsen Energy ASA

Notice of Annual General Meeting

The Annual General Meeting in Fred. Olsen Energy ASA will be held on Tuesday 26th May 2009 at 15.00 pm. in the Company's offices at Fred. Olsensgt. 2, Oslo

Agenda:

1. **Opening of the Annual General Meeting by the Chairman of the Board.**
2. **Election of Chairman for the meeting and one shareholder to sign the minutes together with the Chairman and approval of the Notice of the Meeting and the Agenda.**
3. **Directors' Report and the annual accounts for 2008 for Fred. Olsen Energy ASA parent company and consolidated, hereunder the Board's proposal on dividend.**

It is suggested that an ordinary dividend of NOK 10,- per share and an extraordinary dividend of NOK 15,- per share is distributed to the shareholders of the Company as of the date of the Annual General Meeting. Subject to the Annual General Meeting resolving the proposed distribution of dividend, the Company's shares will be traded ex. dividend from and including 27th May 2009, and it is expected that the payment date of dividend will be 10th June 2009.

4. **Authorization for the Board of Directors to increase the share capital of the Company.**

The current authority with the Board to increase the share capital by 13,400,000 shares will expire at this year's Annual General Meeting. The Board proposes to the Annual General Meeting that a new authorization to increase the share capital is given to the Board. The Company may need additional equity in order to strengthen its business within the offshore segment. At the Annual General Meeting on 27th May 2008 the Board was authorized to increase the share capital by up to NOK 134,000,000 by issuing up to 6,700,000 new shares, each with a nominal amount of NOK 20. Furthermore, the Board was authorized to raise loans up to NOK 2,500,000,000 with the right to subscribe for new shares, with the corresponding authority to increase the share capital by up to NOK 134,000,000 by issuing up to 6,700,000 new shares, each with a nominal value of NOK 20. The current authorizations have not been utilized. The Board is of the opinion that issuance of international convertible bonds with the right to subscribe shares could prove advantageous to the Company, both as a mean to refinance current long-term debt and for general corporate purposes.

The Board proposes to the Annual General Meeting to pass resolutions on the following authorities:

1. Increase of the share capital by issuing new shares
 - a) The Board is authorized to increase the share capital by up to NOK 134,000,000 divided at 6,700,000 shares, each share with a nominal value of NOK 20.
 - b) Issue price and other subscription terms to be decided by the Board.
 - c) The authority comprises share capital increases against other assets than cash, including decision on merger, and/or acquisition of other companies.
 - d) The authority will expire at the next Annual General Meeting.
 - e) The shareholders' pre-emption rights may be waived, in whole or partly.
 - f) Following any changes in the Company's share capital or number of shares as a consequence of share split, share issue etc., the authorization shall be deemed adjusted accordingly.
 - g) § 4 of the Company's Articles of Association to be adjusted in connection and in accordance with the share capital increase.
2. Increase of the share capital by raising loans with the right to subscribe for new shares
 - a) The Board is authorized to raise loans up to NOK 2,500,000,000 with rights to subscribe for new shares.
 - b) The Board is authorized to increase the share capital by up to NOK 134,000,000, divided at 6,700,000 shares, each with a nominal value of NOK 20.
 - c) Issue price and other subscription terms to be decided by the Board.
 - d) The authority expires at the next Annual General Meeting.
 - e) The shareholders' pre-emption right may be waived, in whole or partly.
 - f) Following any changes in the Company's share capital or number of shares as a consequence of share split, share issue etc., the authorization shall be deemed adjusted accordingly.
 - g) § 4 of the Company's Articles of Association to be adjusted in connection and in accordance with the share capital increase.

...continued on the back

5. Authorization for the Board of Directors to purchase the Company's own shares ("Treasury shares").

The Board of Directors proposes to the Annual General Meeting that an authorization is given to the Board to purchase own shares. The reason for the proposal is to give the Board the financial flexibility it represents to purchase own shares limited to 10% of the share capital pursuant to Sections 9-2 onwards of the Public Limited Companies Act.

The Board's proposal to the Annual General Meeting is as follows:

- a) The Board is authorized to acquire up to 6,700,000 shares in the Company, each share with a nominal value of NOK 20.
- b) The purchase price per share shall not be lower than NOK 20 and not higher than NOK 600.
- c) The number of own shares shall not at any time exceed 10% of the total shares issued by the Company.
- d) The Board is authorized to decide the form of purchase of the shares and also the form of any sales of such shares.
- e) The authority expires at the next Annual General Meeting.

6. Statement by the Board of Directors on the remuneration of the senior management

The statement by the Board of Directors, in accordance with Section 6-16a of the Public Limited Companies Act, is enclosed to this notice as Appendix 1.

7. Stipulation of Board of Directors' fees.

8. Stipulation of Auditor's fee.

9. Election of Board Directors.

The Board of Directors is elected for a two-year period. Four of the present board members are up for election, Anette S. Olsen, Cecilie B. Heuch, Agnar Gravdal and Jan Peter Valheim. It is proposed that they are re-elected.

Shareholders who wish to attend the Annual General Meeting must in writing advise:

DNB NOR Verdipapirservice
0021 Oslo
Telefax + 47 22 48 11 71

within Tuesday 19th May 2009 at 15.00 hrs.

Oslo, 5th May 2009
The Board of Directors of Fred. Olsen Energy ASA

Appendix 1 to Agenda item 7

The Board of Directors' statement on salary and other remuneration of the Company's senior management, cf. Public Limited Liability Companies Act § 16-6 a, is placed before the AGM for advisory approval.

The statement is as follows:

Fred. Olsen Energy ASA - statement by the Board of Directors on salary and other remuneration of the senior management

Statement by the Board

The Board of Directors of Fred. Olsen Energy ASA will present the following statement on salary and other remuneration of the senior management to the 2009 Annual General Meeting in accordance with the Public Limited Liability Companies Act § 6-16a:

The Board's Compensation Committee

The Board of Directors of Fred. Olsen Energy ASA has a Compensation Committee comprising the Chairman of the Board and three Directors, of which two are independent of the main shareholders. The Compensation Committee considers and recommends to the Board salary and benefits for the Chief Executive Officer and senior management as well as management incentive schemes for the Group. The senior management consists of the Group management (Chief Executive Officer and Chief Financial Officer of Fred. Olsen Energy ASA) and the Managing Directors in the subsidiaries, a total of 6 employees.

Guidelines for determining the salary and other remuneration of Fred. Olsen Energy ASA's senior management

The policy of Fred. Olsen Energy ASA is to offer competitive payments and benefits to senior management to attract qualified management within the company's business segments. The Company seeks to apply competitive and motivating remuneration principles to attract, develop and retain highly qualified employees. The salaries paid to the senior management are determined on the basis of the responsibility and complexity of the appointment in question. A part of the remuneration to the senior management is based on the Company's financial performance and related to achieved budget goals and the increase in market value of the shares of the Company. In addition to fixed salary, the senior management of Fred. Olsen Energy ASA receives other remuneration by way of potential annual cash bonuses, participation in the Group's pension scheme, benefits in kind in the form of newspapers, telephone, and company car, and other employee benefits. The senior management is not entitled to salary payments upon termination of employment for a period beyond what is stipulated by law.

The beneficiaries of the Company's cash bonus scheme are the senior management and certain key personnel. Annual payments under the scheme, maximised to one year's salary, are subject to the Group achieving certain predefined financial criteria, including achieved budget goals and increase in the market value of the company's shares. For 2007 the beneficiaries received partly payment under the scheme, which was paid in March 2008. The remuneration for 2008 has been in accordance with the statement presented at the Annual General Meeting in May 2008. The principles are unchanged from 2008 to 2009. The remuneration of the senior management is further described in note 17 in the annual report for 2008.

The Board proposes that the AGM approve the following resolution:

"The AGM hereby approves on an advisory basis the Board's statement on determination of the salary and other remuneration to senior management".

Oslo, 5th May 2009

(Sign.)
Anette S. Olsen

(Sign.)
Cecilie B. Heuch

(Sign.)
Agnar Gravdal

(Sign.)
Jan Peter Valheim

(Sign.)
Øivin Fjeldstad

DNB NOR
Verdipapirservice
0021 Oslo
Telefax +47 22 48 11 71

NOTICE OF APPEARANCE

Registration relative to the ordinary Annual General Meeting of Fred. Olsen Energy ASA.

The undersigned, who is shareholder of Fred.Olsen Energy ASA, will attend in person at the Annual General Meeting on 26th May 2009.

The undersigned owns the following number of shares:

The undersigned will (in addition) attend by way of proxy (copy/copies of which follow enclosed) on behalf of:

Representing the following numbers of shares:

Total number of shares:

.....
Place and date (must be filled in)

.....
Name (must be signed)

(In the event the shareholder is not an individual, but a company, trust etc., adequate documentation by way of Certificate of Registration ("Firmaattest") or proxy must be presented.)

PROXY

Shareholders, who are not able to attend the Annual General Meeting in person, may execute a proxy in the name of another person attending the meeting. Such proxy may hereunder be issued to the Chairman Anette S. Olsen or CEO Helge Haakonsen.

Proxy for the Chairman or CEO of the Company may only be given to the extent such proxy supports a vote fully consistent with the Board's proposal.

The undersigned, owner of shares in Fred.Olsen Energy ASA hereby grants

..... proxy to attend the Annual General Meeting on
(Please use capital letters) 26th May 2009 and to vote on my/our behalf.

.....
Place and date (must be filled in)

.....
Name (must be signed)

(In the event the shareholder is not an individual but a company, trust etc., adequate documentation by way of Certificate of Registration ("Firmaattest") or proxy must be presented.)