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26 February 2018

STATOIL ASA

TERMS AND CONDITIONS OF THE DIVIDEND ISSUE UNDER THE TWO YEAR SCRIP DIVIDEND PROGRAMME

THIRD QUARTER 2017

This document sets forth the terms and conditions (the "**Terms and Conditions**") relating to the subscription of new shares (the "**Dividend Shares**") of Statoil ASA ("**Statoil**" or the "**Company**"), each with a nominal value of NOK 2.50 (the "**Dividend Issue**") in connection with payment of the dividend of USD 0.2201 (NOK 1.7389) for the third quarter 2017 under the two year scrip dividend programme (the "**Scrip Dividend Programme**") first time approved by the general meeting of the Company on 11 May 2016, followed by new approval by the general meeting of the Company on 11 May 2017.

IMPORTANT INFORMATION

Shareholders are urged to carefully read the information set forth under Section 15 "Selling and Transfer Restrictions".

1 THE DIVIDEND ISSUE

On 11 May 2017, the general meeting of Statoil approved the continuation of the Scrip Dividend Programme and authorised the board of directors of the Company (the "**Board of Directors**") to (i) distribute dividends based on the approved annual accounts for 2016 and (ii) to increase the share capital in connection with payment of dividends for first quarter to and including third quarter 2017. In accordance with authorisations granted by the general meeting, the Board of Directors of the Company resolved on 25 October 2017, to distribute a dividend of USD 0.2201 (NOK 1.7389) per share for the third quarter 2017 (the "**Dividend**") to the holders of the Company's shares (the "**Shares**") as of expiry of 7 February 2018 for holders of American Depositary Receipts ("**ADRs**") on the New York Stock Exchange ("**ADR Holders**") and for shareholders on the Oslo Stock Exchange (together the "**Existing Shareholders**"), as registered with Deutsche Bank Trust Company Americas as the depositary for the ADRs and the Company's shareholder register with the Norwegian Central Securities Depositary (*Nw. Verdipapirsentralen*) (the "**VPS**") for shareholders on the Oslo Stock Exchange, as of expiry of 9 February 2018 (the "**Record Date**"), respectively. Existing Shareholders whose Shares trade on the Oslo Stock Exchange will receive their Dividend in NOK. The NOK dividend was communicated three business days after the Record Date and amounts to NOK 1.7389 per Share. Furthermore, the Board of Directors resolved on 25 October 2017 to continue the Scrip Dividend Programme for the third quarter 2017, and resolved on 6 February 2018 to increase the share capital of the Company in order to offer the Dividend Shares with a discount rate of 5% in the Dividend Issue. Pursuant to the resolution of the Board of Directors, the Dividend after deduction for any applicable withholding tax (the "**Net Dividend**") is subject to optional settlement in Dividend Shares by participation in the Dividend Issue as a part of the Scrip Dividend Programme.

Subject to applicable securities laws, Existing Shareholders will be entitled to elect to use the Net Dividend that the relevant Existing Shareholder is entitled to in whole or in part in order to subscribe for Dividend Shares in the Company. Existing Shareholders will be allocated the number of Dividend Shares equal to the amount each Existing Shareholder has subscribed for during the Subscription Period (as defined in Section 4 "Subscription Period"), divided by the Subscription Price (as defined in Section 3 "Subscription Price"). All subscriptions will be rounded down to the nearest whole number of shares. Any part of the Net Dividend not used for subscription of Dividend Shares, will be paid in cash. Existing Shareholders who choose to receive all of their Net Dividend in Dividend Shares, but whose Net Dividend does not exceed the Subscription Price for one share will receive their Dividend paid in cash. Over-subscription and subscription of Dividend Shares by other than by Existing Shareholders will not be permitted. For the purposes of determining eligibility for participation in the Dividend Issue, the Company will look solely to its register of shareholders as of the expiry of the Record Date.

The contribution for the Dividend Shares will be settled by way of set-off against the claim of the Net Dividend the Existing Shareholder is entitled to.

The Existing Shareholders who have not subscribed for Dividend Shares at the time of expiry of the Subscription Period will be paid the total Net Dividend amount the relevant Existing Shareholder is entitled to in cash without any action on its part.

The Dividend Issue comprises of up to 160,000,000 Dividend Shares, each with a nominal value of NOK 2.50. The table below sets out certain indicative key dates for the Dividend Issue, subject to change:

	Date
Last day of trading in the ADRs inclusive of right to participate in the Dividend Issue (cut-off date) for ADR Holders on the New York Stock Exchange	7 February 2018
Last day of trading in the Shares inclusive of right to participate in the Dividend Issue (cut-off date) for shareholders on the Oslo Stock Exchange	7 February 2018
First day of trading in the ADRs excluding right to participate in the Dividend Issue (ex. date) for ADR Holders on the New York Stock Exchange	8 February 2018
First day of trading in the Shares excluding right to participate in the Dividend Issue (ex. date) for shareholders on the Oslo Stock Exchange	8 February 2018
Record Date for determining the Existing Shareholders	9 February 2018
Subscription Period commences	26 February 2018 at 09:00 hours CET
Subscription Period ends	9 March 2018 at 23:59 hours CET
Registration of the capital increase and issuance of the Dividend Shares	22 March 2018
Delivery of the Dividend Shares to shareholders on Oslo Stock Exchange	23 March 2018
Cash payment of Dividend to Oslo Stock Exchange shareholders	23 March 2018
Cash payment of Dividends to ADR Holders on New York Stock Exchange	26 March 2018
Listing and commencement of trading of the Dividend Shares on the Oslo Stock Exchange and New York Stock Exchange	26 March 2018

2 RESOLUTIONS TO UNDERTAKE AND IMPLEMENT THE DIVIDEND ISSUE

On 11 May 2017, the annual general meeting of the Company passed the following resolution to authorise the Board of Directors to increase the share capital of the Company:

“The general meeting of Statoil ASA hereby authorises the board of directors to increase the share capital in the company in accordance with section 10-14 of the Norwegian Public Limited Companies Act, on the following conditions:

1. *The share capital may, in one or more rounds, be increased by a total of up to NOK 1,200,000,000.*

2. *The authorisation may only be utilized to increase the share capital in connection with the implementation of Statoil ASA's scrip dividend programme for first quarter through third quarter 2017.*

3. *The authorisation encompasses increase of share capital by way of set-off in accordance with section 10-2 of the Norwegian Public Limited Companies Act. The subscription price may be in both NOK and USD.*

4. *The authorisation shall be valid until the next annual general meeting, but not beyond 30 June 2018."*

In accordance with the authorisation granted by the general meeting, the Board of Directors passed the following resolution on 6 February 2018:

1. *The share capital is increased with an amount of minimum NOK 2.50 and maximum NOK 400,000,000. The new shares shall have a nominal value of NOK 2.50.*

2. *Subscription price:*

   a) *For shareholders on Oslo Stock Exchange (Oslo Børs) the subscription price is equal to the volume-weighted average share price on Oslo Stock Exchange of the last two trading days of the subscription period for the dividend issue, with a deduction for a discount of 5%.*

   b) *For ADR-holders under the ADR program in the US, the subscription price is equal to the subscription price for the shareholders on Oslo Stock Exchange converted into USD based on an average of the Central Bank of Norway's USD exchange rate over the last two trading days of the subscription period.*

3. *Only shareholders of Statoil as of the expiry of 7 February 2018 for shareholders on New York Stock Exchange and Oslo Stock Exchange, as registered in Statoil's shareholder register with the Norwegian Central Securities Depository (VPS) as of expiry of 9 February 2018, are entitled to subscribe for shares.*

4. *The new shares may not be subscribed for by shareholders in jurisdictions in which an offer to subscribe would be unlawful for the relevant shareholder.*

5. *Subscription of the new shares shall be carried out in accordance with the following:*

   a) *Each of these shareholders can choose to receive their dividend wholly or partially in cash or newly issued shares and therefore are entitled to use in whole or in part the net dividends that the relevant shareholder is entitled to for the third quarter of 2017, to subscribe for shares in the company. The contribution will be settled by way of set-off against the subscribers' entitlement to net dividend from the company. Dividend in USD which shall be used as contribution shall be converted into NOK by using the same exchange rate between USD and NOK as set out under item 2 b) above. All subscriptions will be rounded down to the nearest whole number of shares. Any part of the net dividend not used to settle the subscribed shares, shall be paid in cash.*

   b) *The Norwegian State has undertaken to participate in the dividend offer by using the part of its quarterly dividend to subscribe for the number of shares that is required to maintain its ownership interest of 67% in Statoil.*

6. *Each shareholder will be allocated the number of shares equal to the amount each shareholder has subscribed for during the subscription period, cf. item 5 above, divided by the subscription price, cf. item 2 above. No fractional shares will be allocated.*

7. *The subscription period shall commence at the latest on or about 26 February 2018. The subscription period shall be at least 10 business days. Subscription of shares shall take place electronically or on a designated subscription form within the expiry of the subscription period.*

8. *ADR-holders under the ADR program in the US may make their election through Deutsche Bank as the depositary and receiving agent for the ADR program.*

9. *The new shares give shareholders rights in the company, including the right to dividends, from the registration of the share capital increase in the Norwegian Register of Business Enterprises. At the same time, section 3 of the Articles of Association shall be amended to reflect the new share capital.*

10. *The estimated costs for the share capital increase are NOK 5 million*.

3 SUBSCRIPTION PRICE

The subscription price in the Dividend Issue will be between NOK 50 and NOK 500 per Dividend Share and shall be equal to the volume-weighted average share price on the Oslo Stock Exchange of the last two trading days of the Subscription Period, i.e. 8 and 9 March 2018 unless the Subscription Period is extended, less a 5% discount (the "**Subscription Price**"). The volume-weighted average share price for the two days will be calculated by summarizing the volume-weighted average share price for each day (calculated separately) and then divided by two. The Subscription Price is expected to be announced on or about 12 March 2018 in the form of a stock exchange notification from the Company through the Oslo Stock Exchange information system and on the Company's website (www.statoil.com).

The Subscription Period may be extended, which will affect the calculation of the Subscription Price. Any extension of the Subscription Period will be announced at the earliest convenience in the form of a stock exchange notification from the Company through the Oslo Stock Exchange information system and on the Company's website (www.statoil.com).

4 SUBSCRIPTION PERIOD

The subscription period for shareholders on the Oslo Stock Exchange will commence on 26 February 2018 at 09:00 hours (CET) and end on 9 March 2018 at 23:59 hours (CET) (the "**Subscription Period**"). The subscription period for ADR Holders will be set by Deutsche Bank Trust Company Americas as the depositary for the ADRs. The Subscription Period may at Statoil's sole discretion and for any reason be extended beyond the set time, but will in no event be extended beyond 6 April 2018. Any extension of the Subscription Period will be announced at the earliest convenience in the form of a stock exchange notification from the Company through the Oslo Stock Exchange information system and at the Company's website (www.statoil.com).

5 RECORD DATE FOR EXISTING SHAREHOLDERS

Existing Shareholders who are registered with Deutsche Bank Trust Company Americas as the depositary for the ADRs or the Company's shareholder register in the VPS as of the expiry of 9 February 2018 (the "Record Date"), respectively, will, subject to applicable securities laws (see Section 15 "Selling and transfer restrictions"), be entitled to participate in the Dividend Issue. Provided that the delivery of traded Shares was made with ordinary T+2 settlement in the VPS, for shareholders on the Oslo Stock Exchange, Shares that were acquired on or before the cut-off date of 7 February 2018 will give the right to participate in the Dividend Issue, whereas Shares that were acquired from and including 8 February 2018 will not give the right to participate in the Dividend Issue. For ADR Holders on the New York Stock Exchange, ADRs that were acquired on or before the cut-off date of 7 February 2018 will give the right to participate in the Dividend Issue, whereas ADRs that were acquired from and including 8 February 2018 will not give the right to participated in the Dividend Issue. However, for the purposes of determining eligibility to participate in the Dividend Issue, the Company will look solely to its register of shareholders in the VPS as of expiry of the Record Date.

6 ENTITLEMENT TO SUBSCRIPTION OF DIVIDEND SHARES

Existing Shareholders can choose to receive their Net Dividend wholly or partially in cash or Dividend Shares. Therefore they are entitled to use their Net Dividend, in whole or in part, at the Existing Shareholders' sole discretion, to subscribe for Dividend Shares in the Company. Existing Shareholders will be allocated the number of Dividend Shares equal to the amount each Existing Shareholder has subscribed for during the Subscription Period, divided by the Subscription Price. All subscriptions will be rounded down to the nearest whole number of shares. Over-subscription and subscription of Dividend Shares by other than Existing Shareholders will not be permitted.

Existing Shareholders who want to participate in the Dividend Issue must do so in accordance with procedures for subscription as set out in these Terms and Conditions before the expiry of the Subscription Period on 9 March 2018 at 23:59 hours (CET), or if the Subscription Period is extended, before 23:59 pm CET on the last day of the extended subscription period.

Existing Shareholders who have not subscribed for Dividend Shares at the time of expiry of the Subscription Period will be paid the total Dividend amount the relevant Existing Shareholder is entitled to in cash without any action on its part, on or around 23 March 2018 in respect of shareholders on the Oslo Stock Exchange and on or around 26 March 2018 in respect of shareholders on the New York Stock Exchange. The Existing Shareholders who do not participate in the Dividend Issue will experience a dilution of their shareholdings of up to approximately 1.4 per cent.

7 SUBSCRIPTION PROCEDURES

7.1 Subscription for holders of shares in the VPS

Subscriptions for Dividend Shares can be made electronically via VPS' online subscription system. A link to the VPS subscription system can be found on www.statoil.com/scrip. All Existing Shareholders who are considered eligible to subscribe for Dividend Shares have or will receive a letter from the Company with personal log in details to the VPS subscription system. Subscription for Dividend Shares may also be registered via VPS Investor Service, if you have an active account, or by completing and submitting a correctly completed subscription form as set out available at www.statoil.com/scrip to DNB Bank ASA (the "**Receiving Agent**"), during the Subscription Period. All shareholders who have received personal log in details from Statoil and who wish to receive Dividend Shares are encouraged to subscribe for Dividend Shares through the VPS online subscription system by following the link on the Company's website, www.statoil.com/scrip or through their personal VPS account.

Online subscriptions must be registered, or, in the case of subscriptions on subscription forms, correctly completed subscription forms received by the Receiving Agent set out below, no later than 23:59 p.m. CET on 9 March 2018, or if the Subscription Period is extended, no later than 23:59 pm CET on the last day of the extended subscription period.

DNB Bank ASA
DNB Markets, Registrars Department
P.O Box 1600 Sentrum
N 0021 Oslo
Norway
Tel.: +47 23 26 80 20

Existing Shareholders who previously have authorized DNB Bank ASA to use their entire Net Dividend to subscribe for Dividend Shares on their behalf for the remaining dividend issues under the Scrip Dividend Programme do not need to take any action in order to subscribe for Dividend Shares for the third quarter 2017. The authorisation may be withdrawn or changed online during the Subscription Period through the VPS online subscription system.

The Company may not be held responsible for postal delays, unavailable fax lines, internet lines or servers or other logistical or technical problems that may result in subscriptions not being received in time or at all by the relevant subscription office. Subscription forms received after the end of the Subscription Period and/or incomplete or incorrect subscription forms and any subscription that may be unlawful may be disregarded at the sole discretion of the Company without notice to the subscriber.

Subscriptions made by submitting the subscription form to the Receiving Agent are binding and irrevocable, and cannot be withdrawn, cancelled or modified by the subscriber after having been received by the relevant subscription office. Subscriptions made electronically through the VPS online subscription system may be cancelled by the subscriber throughout the Subscription Period. The subscriber may also modify its subscription in the Subscription Period by way of cancelling and submitting a new subscription. Subscriptions made through VPS will however be binding and irrevocable and cannot be withdrawn, cancelled or modified following the expiry of the Subscription Period.

The subscriber is responsible for the correctness of the information entered on the subscription form, or in the case of applications through the VPS online subscription system, the online subscription registration. By signing and submitting a subscription form, or by registration of a subscription with the VPS online subscription system, the subscribers confirm and warrant that they are eligible to subscribe for Dividend Shares under the terms set forth herein.

All subscriptions in the Dividend Issue will be treated in the same manner regardless of whether the subscription is made by delivery of a subscription form to the Receiving Agent or through the VPS online subscription system. If a subscriber makes a subscription both through the VPS online subscription system and by submitting the subscription form, the electronic subscription will prevail regardless of which subscription was made last.

8 FINANCIAL INTERMEDIARIES

8.1 General

Persons or entities holding Shares in the Company through financial intermediaries (i.e., brokers, custodians and nominees) should read this Section. All questions concerning the timeliness, validity and form of instructions to a financial intermediary in relation to the subscription of Dividend Shares should be determined by the financial intermediary in accordance with its usual customer relations procedure or as it otherwise notifies each beneficial shareholder. The Company is not liable for any action or failure to act by a financial intermediary through which Shares are held.

If a shareholder holds Shares registered through a financial intermediary as of expiry of the Record Date, the financial intermediary will customarily give the shareholder details on the Net Dividend that it will be entitled to use to subscribe for Dividend Shares in the Dividend Issue. The relevant financial intermediary will customarily supply each shareholder with this information in accordance with its usual customer relations procedures. Shareholders holding their Shares through a financial intermediary should contact the financial intermediary if they have received no information with respect to the Dividend Issue.

Shareholders who hold their Shares through a financial intermediary and who are ineligible for participation in the Dividend Issue due to the selling restrictions set forth in Section 15 "Selling and transfer restrictions", will not be entitled to subscribe for or be allocated Dividend Shares in the Dividend Issue.

8.2 Subscription Period

The time by which notification of instructions for subscription of Dividend Shares must validly be given to a financial intermediary may be earlier than the expiry of the Subscription Period. Such deadline will depend on the financial intermediary. Shareholders who hold their Shares through a financial intermediary should contact their financial intermediary if they are in any doubt with respect to such deadlines.

8.3 Subscription

Shareholders who are eligible for participation in the Dividend Issue and who hold their Shares through a financial intermediary and wish to subscribe for Dividend Shares in the Dividend Issue, should instruct their financial intermediary to subscribe for Dividend Shares in accordance with the applicable instructions received from such financial intermediary. The financial intermediary will be responsible for collecting subscription instructions from the shareholders and for informing the Company of their subscription instructions.

9 ALLOCATION OF DIVIDEND SHARES

Allocation of the Dividend Shares will take place on or about 22 March 2018 and the number of Dividend Shares to be allocated to each Existing Shareholders will be calculated by dividing the amount each Existing Shareholder has subscribed for during the Subscription Period, by the Subscription Price. No fractional Dividend Shares will be allocated. The difference between the total Subscription Price used for subscription of Dividend Shares and the Net Dividend will be paid to the shareholders in cash. The Company reserves the right to round off or reject any subscription for Dividend Shares which a subscriber is not entitled to subscribe for.

The result of the Dividend Issue is expected to be published on or about 22 March 2018 in the form of a stock exchange notification from the Company through the Oslo Stock Exchange information system and at the Company's website (www.statoil.com).

Notification of allocated Dividend Shares is expected to be distributed from VPS on or about 23 March 2018. At the same time, subscribers who have access to VPS Investor Services will be able to see how many Dividend Shares they have been allocated.

10 SETTLEMENT OF THE DIVIDEND SHARES

With the registration of a subscription with the VPS online subscription system or by signing and submitting a subscription form, the subscriber declares and agrees that the Subscription Price for the Dividend Shares shall be settled by way of set-off against the Net Dividend the Existing Shareholder is entitled to pursuant to the Board of Director's resolution on 25 October 2017 approving the Dividend.

11 EXISTING SHAREHOLDERS SUBJECT TO WITHHOLDING TAX

Dividends paid to Non-Norwegian Shareholders (as defined below) are as a main rule subject to Norwegian withholding tax at a rate of 25 per cent, see Section 16.2 "Taxation of dividends". In accordance with the present administrative system in Norway, the Company will deduct the withholding tax at the applicable rate when dividends are paid directly to an eligible Non-Norwegian Shareholder, based on information registered with the VPS. Dividends paid to Non-Norwegian Shareholders in respect of nominee registered Shares are not eligible for reduced treaty withholding tax rate at the time of payment unless the nominee, by agreeing to provide certain information regarding beneficial owners, has obtained approval for reduced treaty withholding tax rate from the Norwegian Tax Directorate. The withholding obligation lies with the company distributing the dividends and the Company assumes this obligation. See Section 16.2.1 "Taxation of dividends".

Where the dividend to an Existing Shareholder is subject to withholding tax, the withholding tax will accordingly be deducted in advance of calculating the amount the Existing Shareholder is entitled to subscribe for in the Dividend Issue.

12 DELIVERY; VPS REGISTRATION; ADMISSION TO TRADING

The Company expects that the share capital increase pertaining to the Dividend Issue will be registered with the Norwegian Register of Business Enterprises on or about 21 March 2018 and that the Dividend Shares will be delivered to the VPS accounts of the subscribers to whom they are allocated on or about 23 March 2018. The final deadline for registration of the share capital increase pertaining to the Dividend Issue in the Norwegian Register of Business Enterprises, and hence for the subsequent delivery of the Dividend Shares, is, pursuant to the Norwegian Public Limited Liability Companies Act, three months from the expiry of the Subscription Period (i.e. 6 May 2018).

The Dividend Shares will be registered in the VPS under ISIN NO 0010096985. Trading in the Dividend Shares on the Oslo Stock Exchange is expected to commence under the trading symbol "STL" from on or about 26 March 2018. The Dividend Shares may not be transferred before the registration of the Dividend Issue in the Norwegian Register of Business Enterprises and the registration of the Dividend Shares in the VPS have taken place.

The Company's registrar with the VPS is DNB Bank ASA, Registrars Department.

13 RIGHTS CONFERRED BY THE SHARES

The Dividend Shares issued through the Dividend Issue will be ordinary Shares in the Company having a par value of NOK 2.50 each and will be registered with the VPS in book-entry form. The Dividend Shares will rank *pari passu* in all respects with the existing Shares of the Company and will carry full shareholder rights in the Company from the time of registration of the share capital increase pertaining to the Dividend Issue with the Norwegian Register of Business Enterprises; and be issued pursuant to the Norwegian Public Limited Liability Companies Act. The Dividend Shares will be eligible for any dividends which the Company may declare after said registration. All Shares, including the Dividend Shares, will be freely transferrable and have voting rights and other rights and obligations which are standard under the Norwegian Public Limited Liability Companies Act, and be governed by Norwegian law.

14 REASONS FOR THE DIVIDEND ISSUE

The Company considers the dividend policy an important commitment to its shareholders and the dividend policy remains firm. Anchored in the dividend policy, the Board of Directors of the Company proposed to introduce the two-year Scrip Dividend Programme starting from the fourth quarter 2015 as approved by the ordinary general meeting 11 May 2016 and approved to be continued by the ordinary general meeting on 11 May 2017. The Scrip Dividend Programme is envisaged to cover all distributions of dividends until and including the third quarter 2017. If the conditions for the Scrip Dividend Programme change, e.g. if the market conditions change considerably or if it turns out that few shareholders choose to receive their dividend in Shares instead of cash, the Board of Directors may, at their sole discretion, resolve to not offer dividend shares for a particular quarter or to cancel the Scrip Dividend Programme. The Scrip Dividend Programme is expected to strengthen the Company's financial robustness in a low price environment. This initiative comes in addition to other measures such as strict financial discipline and significant efficiency improvements. Further, the Scrip Dividend Programme is a tool to strengthen the Company's financial capacity to invest in profitable projects in a low, volatile and uncertain price environment.

15 SELLING AND TRANSFER RESTRICTIONS

15.1 General

The distribution of this document and the issue of Dividend Shares to persons located in, or resident of countries other than Norway may be affected by the laws of the relevant jurisdiction. Persons who come into possession of this document should inform themselves about and observe any such restrictions. Receipt of this document shall not constitute an offer in those jurisdictions in which it would be illegal to make an offer and, in those circumstances, this document is for information only and should not be copied or redistributed. Except as otherwise noted in this document and subject to certain exceptions: (i) the Dividend Shares may not be offered, sold, resold, transferred or delivered, directly or indirectly, in or into, any jurisdiction in which it would not be permissible to offer the Dividend Shares; and (ii) this document shall not be accessed by any person in any jurisdiction in which it would not be permissible to offer the Dividend Shares.

If an Existing Shareholder subscribes for Dividend Shares and unless the Company in its sole discretion determines otherwise on a case-by-case basis, that Existing Shareholder will be deemed to have made or, in some cases, be required to make, the following representations and warranties to the Company and any person acting on the Company's or its behalf: a) the Existing Shareholder is not restricted from receiving the Dividend Shares pursuant to the Terms and Conditions and the regulatory and legal requirements of any applicable foreign jurisdiction; and b) the Existing Shareholder is not acting, and has not acted, for the account or benefit of a person to which the Dividend Issue cannot be lawfully made.

The Company and its affiliates and others will rely upon the truth and accuracy of the above acknowledgements, agreements and representations, and the Existing Shareholder agrees that, if any of the acknowledgements, agreements or representations deemed to have been made by their subscription of Dividend Shares is no longer accurate, they will promptly notify the Company. Any provision of false information or subsequent breach of these representations and warranties may subject the Existing Shareholder to liability.

If a person is acting on behalf of a holder of shares in the Company (including, without limitation, as a nominee, custodian or trustee), that person will be required to provide the foregoing representations and warranties to the Company with respect to the subscription of Dividend Shares on behalf of the holder. If such person cannot or is unable to provide the foregoing representations and warranties, the Company will not be bound to accept subscription by or to authorise the allocation of any of the Dividend Shares to that person or the person on whose behalf the other is acting. Subject to the specific restrictions described below, if a holder of shares in the Company (including, without limitation, their nominees, custodians or trustees) is located in, or resident of, a country outside Norway and wishes to subscribe for Dividend Shares, the holder of Shares in the Company must satisfy itself as to full observance of the applicable laws of any relevant territory including obtaining any requisite governmental or other consents, observing any other requisite formalities and paying any issue, transfer or other taxes due in such territories.

The Company reserves the right to reject any subscription (or revocation of such subscription) in the name of any person who provides an address in a jurisdiction in which the Dividend Issue cannot be lawfully made, or who is unable to represent or warrant that such person is not located or residing in such jurisdiction. Furthermore, the Company reserves the right, with sole and absolute discretion, to treat as invalid any subscription or purported subscription of Dividend Shares which appears to have been executed, effected or dispatched in a manner that may involve a breach or violation of the laws or regulations of any jurisdiction.

Notwithstanding any other provision of this document, the Company reserves the right to permit an Existing Shareholder to subscribe for Dividend Shares if the Company, in its absolute discretion, is satisfied that the transaction in question is exempt from or not subject to the laws or regulations giving rise to the restrictions in question. Applicable exemptions in certain jurisdictions are described further below. In any such case, the Company does not accept any liability for any actions that an Existing Shareholder takes or for any consequences that it may suffer as a result of the Company accepting the Existing Shareholder's subscription of Dividend Shares.

Neither the Company nor its representatives, is making any representation to any subscriber or purchaser of Dividend Shares regarding the legality of an investment in the Dividend Shares by such offeree, subscriber or purchaser under the laws applicable to such offeree, subscriber or purchaser. Each Existing Shareholder should consult its own advisors before subscribing for Dividend Shares.

A further description of certain restrictions in relation to the Dividend Shares in certain jurisdictions is set out below. The information set out in this Section 15 "Selling and transfer restrictions" is intended as a general guide only. If you are in any doubt about any of the contents of these restrictions, or whether any of these restrictions apply to you, you should obtain independent professional advice without delay.

15.2 Norway, Denmark and Sweden

The offer of the Dividend Shares in Norway, Denmark and Sweden is being made pursuant to section 7-4 first paragraph no. 7 of the Norwegian Securities Trading Act of 29 June 2007 no. 75 (the "**Norwegian Securities Trading Act**"), section 14(1), no. 4 of the Danish Executive Order no. 1257 of 6 November 2015 (the "**Danish Executive Order on Prospectuses**") and Chapter 2 Section 5 paragraph 5 of the Swedish Financial Instruments Trading Act (1991:980) (the "**Swedish Financial Instruments Trading Act**"), respectively, which implement Article 4(1)(d) of the Prospectus Directive (as defined below) in Norway, Denmark and Sweden, respectively, and which provides that the obligation to publish a Prospectus Directive-compliant prospectus shall not apply to dividends paid out to existing shareholders in the form of shares of the same class, provided that a document is made available containing information on share class, the number and nature of the shares and the background for and conditions for the offer.

This document, which contains information on the number and nature of the shares offered and the reasons for and details of the Dividend Issue and which is prepared in accordance with 7-4 first paragraph no. 7 of the Norwegian Securities Trading Act, section 14(1), no. 4 of the Danish Executive Order on Prospectuses and Chapter 2 Section 5 paragraph 5 of the Swedish Financial Instruments Trading Act, respectively, implementing Article 4(1)(d) of the Prospectus Directive, does not therefore constitute a prospectus within the meaning of the Norwegian Securities Trading Act, the Danish Executive Order on Prospectuses, the Danish Securities Trading Act (Consolidated Act no. 1530 of 2 December 2015, as amended), the Swedish Financial Instruments Trading Act or within the meaning of the Prospectus Directive. This document has not been, and will accordingly not be, filed or reviewed by the Financial Supervisory Authority of Norway (Nw.: *Finanstilsynet*) (the "**Norwegian FSA**"), Danish Financial Supervisory Authority, the Swedish Financial Supervisory Authority or any other competent authority.

15.3 United Kingdom

The offer of the Dividend Shares in the United Kingdom is being made pursuant to Rule 1.2.2(4) of the Prospectus Rules published by the UK Financial Conduct Authority (the "**FCA**") under Part VI of UK Financial Services and Markets Act 2000 (the "**FSMA**"), which implements Article 4(1)(d) of the Prospectus Directive (as defined below) in the United

Kingdom and which provides that the obligation to publish a Prospectus Directive-compliant prospectus shall not apply to dividends paid out to shareholders in the form of shares provided that a document is made available containing information on the number and nature of the shares and the reasons for and details of the offer.

This document, which contains information on the number and nature of the shares and the reasons for and details of the offer and which is prepared in accordance with Rule 1.2.2(4) of the Prospectus Rules implementing Article 4(1)(d) of the Prospectus Directive, does not therefore constitute a prospectus within the meaning of section 85 of the FSMA or within the meaning of the Prospectus Directive. This document has not been, and will not be, filed or reviewed by the FCA, the United Kingdom Listing Authority or any other competent authority and the Company does not intend to publish a prospectus for use in the United Kingdom.

This document may only be accessed in or from the United Kingdom by (i) investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "**Order**") and/or (ii) persons to whom it may lawfully be communicated in accordance with Article 43 of the Order (all such persons together being referred to as "**Relevant Persons**"). This document is being made available to and directed only at Relevant Persons and any investment or investment activity covered is available only to or will be engaged only with Relevant Persons.

15.4 The Netherlands

The offer of the Dividend Shares are being made in accordance with section 5:3 paragraph 2 under d of the Dutch Act on Financial Supervision (Wet op het financieel toezicht), which implement Article 4(1)(d) of the Prospectus Directive (as defined below), and which provides that the obligation to publish an approved prospectus shall not apply to dividends paid out to existing shareholders in the form of shares of the same class, provided that a document is made available containing information on share class, the number and nature of the shares and the background for and conditions for the offer.

No approved prospectus within the meaning of the Prospectus Directive will be made generally available in connection with the offer of Dividend Shares. The Dividend Issue is subject to the Terms and Conditions, which contains information on the number and nature of the shares offered and the reasons for and details of the Dividend Issue. The Terms and Conditions does not constitute a prospectus within the meaning of the Prospectus Directive

15.5 European Economic Area

In relation to each member state (each, a "**Relevant Member State**") of the European Economic Area ("**EEA**") other than Norway, Denmark, Sweden, the Netherlands and the United Kingdom, which has implemented the Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003 (and amendments thereto) regarding information contained in prospectuses (the "**Prospectus Directive**"), no Dividend Shares have been offered or will be offered to the public in that Relevant Member State, except in that Relevant Member State at any time under the following exemptions under the Prospectus Directive, if they are implemented in that Relevant Member State:

(i) to legal entities which are qualified investors as defined in the Prospectus Directive;

(ii) to fewer than 150 natural or legal persons (other than qualified investors as defined in the Prospectus Directive);

(iii) in any other circumstances falling within Article 3(2) of the Prospectus Directive; or

provided that no such offer of Dividend Shares shall result in a requirement for the publication by the Company of a prospectus pursuant to Article 3 of the Prospectus Directive.

For the purpose of the expression 'an offer of shares to the public' in relation to any Dividend Shares in any Relevant Member State means a communication to persons in any form and by any means of sufficient information on the terms of the offer and the Dividend Shares to be offered so as to enable an investor to decide to purchase or subscribe for any Dividend Shares, as the same may be varied in that Relevant Member State by any measure implementing the Prospectus Directive in that Relevant Member State.

15.6 Germany

This document does not constitute a Prospectus Directive-compliant prospectus in accordance with the German Securities Prospectus Act (Wertpapierprospektgesetz ("**WpPG**")) and does therefore not allow any public offering in the Federal Republic of Germany ("**Germany**") or via passporting pursuant to Section 17 and Section 18 WpPG, in any other Relevant Member State. No action has been or will be taken in Germany that would permit a public offering of the Dividend Shares, or distribution of a prospectus or any other offering material relating to the Dividend Shares. In particular, no prospectus (*Prospekt*) within the meaning of the WpPG or any other applicable laws in Germany, has been or will be published in Germany, nor has this document, a prospectus or any other document been filed with or approved by the German Federal Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht*) for publication in Germany.

Therefore, in Germany, the offer of Dividend Shares is addressed solely to Existing Shareholders who are qualified investors (*qualifizierte Anleger*) within the meaning of Section 2 no. 6 WpPG in reliance on the exemption from the obligation to publish a prospectus under Section 3 para. 2 sentence 1 no. 1 WpPG in connection with Section 2 no. 6 WpPG, and the Dividend Shares may not be, and are not, publicly offered. In Germany, this document and any other document relating to the Dividend Shares, including any information contained therein, may not be forwarded or distributed to the public or to non-qualified investors (*nicht qualifizierte Anleger*) and may not be used in connection with any offer for subscription or sale of the Dividend Shares to the public or to non-qualified investors. This document and any other document relating to the Dividend Shares are strictly confidential and may not be distributed to any other person or entity.

15.7 France

The Dividend Shares may not be offered or subscribed or caused to be offered or subscribed, directly or indirectly, to the public in France. Neither this document, which has not been submitted to the clearance procedure of the French Autorité des marchés financiers (the "**AMF**"), nor notified to the AMF by a competent authority of another Relevant Member State of the EEA that has approved it in order to benefit from the passport procedure provided for in the Prospectus Directive as implemented in France and in the Relevant Member State, nor any other offering material or information contained therein relating to the Dividend Shares, may be released, issued or distributed or caused to be released, issued or distributed, directly or indirectly, to the public in France, or used in connection with any offer for subscription, exchange or sale of the Dividend Shares to the public in France.

Any such offers and distributions may be made in France only to Existing Shareholders who are (i) qualified investors (*investisseurs qualifiés*) acting for their own account, and/or to (ii) fewer than 150 natural or legal persons (other than qualified investors) acting for their own account, all as defined in, and in accordance with, Articles L.411-2, II and D.411-1, D.411-4, D.744-1, D.754-1 and D.764-1 of the French Code monétaire et financier.

In the event that the Dividend Shares subscribed by investors listed above are offered or resold, directly or indirectly, to the public in France, the conditions relating to public offers set forth in Articles L.411-1, L.411-2, L. 412-1 and L. 621-8 to L. 621-8-3 of the French Code monétaire et financier must be complied with. Investors in France and persons into whose possession offering materials come must inform themselves about, and observe, any such restrictions.

15.8 Switzerland

The Dividend Shares may not be offered, sold or advertised, directly or indirectly, in or from Switzerland, other than to any person who has confirmed to be an Existing Shareholder in circumstances which do not constitute a public offer or require the publication of a prospectus (as defined below) pursuant to applicable Swiss law and regulations. Neither this document nor any other offering or marketing material relating to the Dividend Issue constitutes a prospectus as such term is understood pursuant to article 652a of the Swiss Federal Code of Obligations or a listing prospectus within the meaning of the listing rules of the SIX Swiss Exchange Ltd., and neither this document nor any other offering or marketing material relating to the Dividend Issue may be publicly distributed or otherwise made publicly available in Switzerland.

15.9 Canada

The Dividend Shares have not been and will not be qualified for distribution under the securities legislation of any province or territory of Canada. None of the Dividend Shares will be directly or indirectly offered for subscription or purchase, taken up, sold, delivered, distributed, renounced or transferred in or into Canada. Therefore the Dividend Issue will not be made within Canada and neither this document nor any other subscription document will be sent to, nor will any Dividend Shares be credited to an account of, or on behalf of, any shareholder who is resident in or who has a registered address in Canada. Any person resident in Canada who obtains a copy of this document or any other subscription document is required to disregard them.

15.10 Singapore

The offer of Dividend Shares by the Company is made only to and directed at, and the Dividend Shares are only available to, persons in Singapore who are Existing Shareholders, i.e. existing holders of the Shares previously issued by the Company in reliance on the exemption under Section 271(1)(cd)(i) of the Securities and Futures Act, Chapter 289 of Singapore (the "**SFA**").

This document has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, this document, the subscription form, and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the Dividend Shares may not be circulated or distributed, nor may the Dividend Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than (i) to existing holders of Shares pursuant to Section 273(1)(cd)(i) of the SFA or (ii) pursuant to, and in accordance with the conditions of, an exemption under any provision of Subdivision (4) of Division 1 of Part XIII of the SFA, other than an exemption in Section 280 of the SFA.

15.11 Japan

The Dividend Shares have not been and will not be registered under the Financial Instrument and Exchange Law of Japan, as amended (the "**FIEL**"). The Dividend Shares may not be offered or sold, directly or indirectly, in Japan or to or for the benefit of any resident of Japan (including any person resident in Japan or any corporation or other entity organized under the laws of Japan) or to others for reoffering or resale, directly or indirectly, in Japan or to or for the benefit of any resident of Japan, except pursuant to an exemption from the registration requirements of the FIEL and otherwise in compliance with the FIEL and other relevant laws, regulations and governmental guidelines of Japan.

15.12 Hong Kong

The contents of this document have not been reviewed by any regulatory authority in Hong Kong. You are advised to exercise caution in relation to the offer.

This document neither constitute a "prospectus" (as defined in section 2(1) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32 of the Laws of Hong Kong), nor is it an advertisement, invitation or document containing an advertisement or invitation falling within the meaning of section 103 of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong). The Dividend Shares may not be offered or sold by means of any document other than (i) in circumstances which do not constitute an offer to the public within the meaning of the Companies (Winding Up and Miscellaneous Provisions) Ordinance or an invitation to the public within the meaning of the Securities and Futures Ordinance, or (ii) to "professional investors" within the meaning of the Securities and Futures Ordinance and any rules made thereunder, or (iii) in other circumstances which do not result in the document being a "prospectus" within the meaning of the Companies (Winding Up and Miscellaneous Provisions) Ordinance. No advertisement, invitation or document relating to these Dividend Shares may be issued or may be in the possession of any person for the purpose of issue (in each case whether in Hong Kong or elsewhere), which is directed at, or the contents of which are likely to be accessed or read by, the public in Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to securities which are or are intended to be disposed of only to persons outside Hong Kong or only to "professional investors" within the meaning of the Securities and Futures Ordinance and any rules made thereunder.

This document is strictly confidential to the person to whom it is addressed and must not be distributed, published, reproduced or disclosed (in whole or in part) by you to any other person in Hong Kong or used for any purpose in Hong Kong other than in connection with your consideration of the offer.

16 TAXATION

Set out below is a summary of certain Norwegian tax matters related to an investment in the Company for Norwegian and Non-Norwegian Shareholders (as defined below). The summary regarding Norwegian taxation is based on Norwegian laws, rules, and regulations in force in Norway as at the date of this document, which may be subject to any changes in law occurring after such date. Such changes could possibly be made on a retrospective basis. The summary does not address foreign tax laws.

The following summary is of a general nature and does not purport to be a comprehensive description of all the tax considerations that may be relevant for a decision to acquire, own or dispose of Shares. Shareholders who wish to clarify their own tax situation should consult with and rely upon their own tax advisers. Shareholders resident in jurisdictions other than Norway and shareholders who cease to be resident in Norway for tax purposes (due to domestic tax law or tax treaty) should specifically consult with and rely upon their own tax advisers with respect to the tax position in their country of residence and the tax consequences related to ceasing to be resident in Norway for tax purposes.

Please note that for the purpose of the summary below, a reference to a Norwegian or Non-Norwegian shareholder refers to the tax residency rather than the nationality of the shareholder.

16.1 Norwegian shareholders

16.1.1 Taxation of dividends

Shareholders who are limited liability companies or similar corporate entities resident in Norway for tax purposes ("**Norwegian Corporate Shareholders**") are comprised by the Norwegian participation exemption method. Under the exemption, only 3 per cent of the dividend income from shares in Norwegian limited liability companies is taxed as ordinary income (23 per cent flat rate), implying that such dividends are effectively taxed at a rate of 0.69 per cent.

Dividends distributed to shareholders who are individuals resident in Norway for tax purposes ("**Norwegian Individual Shareholders**") are taxable as ordinary income (23 per cent flat rate) to the extent the dividend exceeds a basic tax-free allowance. However, the taxable dividend after reduction with the tax-free allowance shall be adjusted by a factor of 1.33, resulting in a marginal effective tax rate of 30.59 per cent. The tax-free allowance is calculated on a share-by-share basis. The allowance for each share is equal to the cost price of the share multiplied by a determined risk-free interest rate based on the effective rate after tax of interest on treasury bills (Nw: "statskasseveksler") with three months' maturity plus 0.5 percentage points. The allowance is calculated for each calendar year, and it is allocated solely to Norwegian Individual Shareholders holding shares at the expiration of the relevant income year. Norwegian Individual Shareholders who transfer shares will thus not be entitled to deduct any calculated allowance related to the year of transfer. Any part of the calculated allowance one year exceeding the dividend distributed on the share ("unused allowance") may be carried forward and set off against future dividends received on (or gains upon realisation of, see below) the same share. Any unused allowance will also be included in the basis for calculating the allowance on the same share in the following years.

16.1.2 Taxation on realisation of shares

Sale, redemption or other disposal of shares is considered a realisation for Norwegian tax purposes.

Capital gains generated by Norwegian Corporate Shareholders through a realisation of shares qualifying for Norwegian participation exemption, including the shares in the Company, are exempt from tax. Losses upon the realisation of shares and costs incurred in connection with the purchase and realisation of such shares are not tax deductible for Norwegian Corporate Shareholders.

Capital gains or losses generated by Norwegian Individual Shareholders through realisation of shares is taxable or tax deductible in Norway. Such capital gain or loss is included in or deducted from the shareholder's ordinary income in the year of realisation. Ordinary income is taxable at a rate of currently 23 per cent. However, the taxable capital gain (after reduction with the tax-free allowance, cf. below) or tax deductible loss shall be adjusted by a factor of 1.33, resulting in a marginal effective tax rate of 30.59 per cent. The gain is subject to tax and the loss is tax deductible irrespective of the duration of the ownership and the number of shares disposed of. The taxable gain/deductible loss is calculated per share, as the difference between the consideration for the share and the Norwegian Individual Shareholder's cost price of the share, including any costs incurred in relation to the acquisition or realisation of the share. If the Norwegian Individual Shareholder owns shares acquired at different points in time, the shares that were first acquired will be regarded as the first to be disposed of (the "first in first out"-principle). From any capital gain, Norwegian Individual Shareholders are entitled to deduct a calculated allowance, provided that such allowance has not already been used to reduce taxable dividend income. Please refer to Section 16.1.1 "Taxation of dividends" above for a description of the calculation of the allowance. The unused allowance may only be deducted in order to reduce a taxable gain, and cannot increase or produce a deductible loss, i.e., any unused allowance exceeding the capital gain upon the realisation of a share will be annulled.

16.1.3 Net wealth tax

The value of shares is included in the basis for the computation of net wealth tax imposed on Norwegian Individual Shareholders. Currently, the marginal net wealth tax rate is 0.85% of the value assessed. The value for assessment purposes for listed shares is equal to 80% of the listed value as of 1 January in the year of assessment (i.e. the year following the relevant fiscal year).

Norwegian Corporate Shareholders are not subject to net wealth tax.

16.2 Non-Norwegian Shareholders

16.2.1 Taxation of dividends

Dividends distributed to shareholders that are not resident in Norway for tax purposes ("**Non-Norwegian Shareholders**") from a Norwegian limited liability company are as a general rule subject to Norwegian withholding tax at a rate of 25 per cent. The withholding tax rate of 25 per cent is normally reduced through tax treaties between Norway and the country in which the shareholder is resident.

Dividends distributed to Non-Norwegian Shareholders that are limited liability companies or similar corporate entities ("**Non-Norwegian Corporate Shareholders**") resident within the EEA for tax purposes, are exempt from Norwegian withholding tax when the shareholder is the beneficial owner of the shares and genuinely established and performing genuine economic business activities within the relevant EEA jurisdiction, provided that Norway is entitled to receive information from the state of residence pursuant to a tax treaty or other international treaty. If no such treaty exists with the state of residence, the shareholder may instead present a confirmation issued by the tax authorities of the state of residence verifying the documentation. If the Non-Norwegian Corporate Shareholder holds the shares in connection with business activities in Norway, the shareholder will be subject to the same taxation as a Norwegian Corporate Shareholder, as described above.

Non-Norwegian Shareholders who are individuals ("**Non-Norwegian Individual Shareholders**") resident within the EEA for tax purposes may apply individually to Norwegian tax authorities for a refund for an amount corresponding to the calculated tax-free allowance in respect of each individual share. However, the deduction for the tax-free allowance does not apply in the event that the withholding tax rate, pursuant to an applicable tax treaty, leads to a lower taxation on the dividends than the withholding tax rate of 25 per cent less the tax-free allowance. If a Non-Norwegian Individual Shareholder is carrying on business activities in Norway and the shares are effectively connected with such activities, the shareholder will be subject to the same taxation of dividends as a Norwegian Individual Shareholder, as described above.

Non-Norwegian Shareholders who have suffered a higher withholding tax than set out in an applicable tax treaty or in applicable domestic tax law may apply individually to the Norwegian tax authorities for a refund of the excess withholding tax deducted.

Nominee registered shares will be subject to withholding tax at a rate of 25 per cent unless the nominee has obtained approval from the Norwegian Tax Directorate for the dividend to be subject to a lower withholding tax rate. To obtain such approval the nominee is required to file a summary to the tax authorities including all beneficial owners that are subject to withholding tax at a reduced rate.

There are specific documentation requirements which will need to be fulfilled in order to obtain reduced withholding tax rates.

The withholding obligation in respect of dividends distributed to Non-Norwegian Shareholders and on nominee registered shares lies with the company distributing the dividends and the Company assumes this obligation.

Non-Norwegian Shareholders should consult their own advisers regarding the availability of treaty benefits etc. in respect of dividend payments.

16.2.2 Taxation on realization of shares

Capital gains derived from the sale or other disposal of shares in the Company by Non-Norwegian Corporate Shareholders are not subject to taxation in Norway, and losses are not tax deductible.

Gains from the sale or other disposal of shares in the Company by a Non-Norwegian Individual Shareholder will not be subject to tax in Norway and losses will not be tax deductible, unless the Non-Norwegian Individual Shareholder holds the shares in connection with business activities carried out or managed from Norway. Such taxation may be limited according to an applicable tax treaty or other specific regulations.

16.2.3 Net wealth tax

Shareholders not resident in Norway for tax purposes are not subject to Norwegian net wealth tax with respect to the shares, unless the shareholder is an individual and the shareholding is effectively connected to the conduct of trade or business in Norway.

16.3 VAT and transfer taxes etc.

No transfer taxes, stamp duty or similar taxes are currently imposed in Norway on purchase, issuance, disposal or redemption of shares. Further, there is no VAT on transfer of shares.

16.4 Inheritance Tax

There is no Norwegian inheritance or gift tax on transfer of shares as from the income year 2014.

17 PARTICIPATION OF THE NORWEGIAN STATE AND MEMBERS OF THE EXECUTIVE MANAGEMENT AND THE BOARD OF DIRECTORS IN THE DIVIDEND ISSUE

Statoil and the Norwegian State represented by the Ministry of Petroleum and Energy (the "**Ministry**"), have entered into a two-year agreement with Statoil whereby the Ministry undertakes that the Norwegian State shall use the part of its quarterly dividend to subscribe for the number of shares that is required to maintain its ownership interest of 67% in Statoil. Any part of the Dividend not used as settlement for Dividend Shares by the Norwegian State shall be paid in cash.

The following members of the Board of Directors of the Company have made legal binding commitments to subscribe for Shares for their entire Net Dividend amount in all of Statoil's upcoming dividend issues under the Scrip Dividend

Programme, including the Dividend Issue: Wenche Agerup, Lill-Heidi Bakkerud, Per Martin Labråten, Stig Lægreid and Jon Erik Reinhardsen.

The following members of the Executive Management have made legal binding commitments to subscribe for Shares for their entire Net Dividend amount in all of Statoil's upcoming dividend issues under the Scrip Dividend Programme, including the Dividend Issue: Lars Christian Bacher, Timothy Dodson, Hans Jakob Hegge, John Knight, Jannicke Nilsson, Arne Sigve Nylund, Torgrim Reitan, Irene Rummelhoff, Eldar Sætre, Jens Økland and Margareth Øvrum.

Furthermore, the Company expects that most of the members of the Corporate Assembly owning Shares in the Company will participate for the respective portions in the Dividend Issue. Except for this, the Company is not aware of any other major Shareholders of the Company or members of the Management, supervisory or administrative bodies that intend to subscribe for Dividend Shares in the Dividend Issue, or whether any person intends to subscribe for more than 5 per cent of the Dividend Issue.

18 INTERESTS OF NATURAL AND LEGAL PERSONS IN THE DIVIDEND ISSUE

The Company is not aware of any material or conflicting interests of natural and legal persons involved in the Dividend Issue.

19 GOVERNING LAW AND JURISDICTION

The terms and conditions of the Dividend Issue as set out in these Terms and Conditions shall be governed by and construed in accordance with Norwegian law. The courts of Norway, with Oslo as legal venue, shall have exclusive jurisdiction to settle any dispute which may arise out of or in connection with the Dividend Issue or these Terms and Conditions.

20 FURTHER INFORMATION

The notice of, and minutes from, the ordinary general meeting of 11 May 2016 (with appendices), the Company's articles of association and annual accounts and annual reports for the last two years are available on the Company's website www.statoil.com.