

# Frequently Asked Questions

*Disclaimer: The information provided herein sets out, in a brief and nontechnical language, the main features of Statoil's scrip dividend programme. For a full understanding of Statoil's scrip dividend programme, shareholders must consult the Terms and Conditions available on [www.statoil.com/scrip](http://www.statoil.com/scrip). The participation in the scrip dividend programme is accordingly subject to the terms and conditions set out in the resolutions in the minutes from the annual general meeting of Statoil held on 11 May 2017 and in the resolutions made by the board of directors on 6 February 2018. Additional information about the programme is also included in the notice to the annual general meeting.*

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*Any offer of dividend shares in any member state of the European Economic Area which has implemented the EU Prospectus Directive (each, a "Relevant Member State") will be made pursuant to an exemption under the EU Prospectus Directive from the requirement to publish a prospectus for offers of securities. Please see "Selling and Transfer Restrictions" included as Appendix A to the letter received together with this brochure.*

## 1. Overall scrip dividend programme

### Who is entitled to participate in the scrip dividend programme?

Participation in the scrip dividend programme requires that you hold shares on the date that gives right to dividend for the respective quarter. For the third quarter 2017, only holders of American Depositary Receipts (ADRs) on the New York Stock Exchange and shareholders on Oslo Børs (Oslo Stock Exchange) as of expiry of 7 February 2018, as registered with Deutsche Bank Trust Company Americas as the depositary for the ADR program and the company's shareholder register with the Norwegian Central Securities Depository (Nw. Verdipapirsentralen) for shareholders on Oslo Børs, as of expiry of 9 February 2018, may participate in the scrip dividend programme.

The dividend shares may not be subscribed for by shareholders in jurisdictions in which an offer to subscribe would be unlawful for the relevant shareholder. All shareholders located in Norway, Denmark, Sweden, the United States, the United Kingdom, the Faroe Islands, the Netherlands, Australia, Singapore, Hong Kong, Guernsey, Jersey, Cayman Island and Bermuda are considered eligible to participate in the dividend issue. However, the subscription of dividend shares by shareholders located in other countries may be affected by the laws of the relevant jurisdiction.

For further details about the restrictions to which the subscription for Dividend Shares is subject, please see "Selling and Transfer Restrictions" included in the Terms and Conditions available on [www.statoil.com/scrip](http://www.statoil.com/scrip)

### Is there a minimum number of shares needed in order to subscribe for dividend shares?

There is no predefined lower limit, but for practical purposes you will have to own enough shares so that the dividend amount is sufficient to subscribe for at least one dividend share. Assuming actual currency

rate for third quarter 2017 dividend and the share price as of 15 February 2018 (NOK 174,30), this would correspond to a minimum shareholding of 96 shares (provided that withholding tax is not applicable for you and that you choose to receive the full dividend in dividend shares rather than cash).

If withholding tax is relevant for you, this tax will be deducted before payment of dividend as normal, and the residual amount will have to be sufficient to subscribe for at least one dividend share.

### **What information is available for the shareholders related to the scrip dividend programme?**

The most important information relating to the scrip dividend programme is included in the following documents, all available via [www.statoil.com/scrip](http://www.statoil.com/scrip):

- The notice of annual general meeting 11 May 2017, which contains a description of the programme.
- The minutes of the annual general meeting 11 May 2017, which contain the resolutions that were adopted.
- With respect to the dividend shares to be issued in connection with the third quarter 2017, the Terms and Conditions published at the start of the subscription period will apply.

### **How long will Statoil's scrip dividend programme last?**

The company plans this to be a two-year programme, starting from fourth quarter 2015.

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 dividend shares instead of cash, Statoil's 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.

## **2. Process for electing cash dividend or dividend shares**

### **What is the timeline for election of dividend in cash or dividend shares?**

Key dates for the scrip dividend programme related to the third quarter 2017 are scheduled as follows (all dates 2018):

- 7 February: Last day of trading before ex date for shareholders on Oslo Børs and for ADR holders on the New York Stock Exchange,
- 8 February : Shares trade ex dividend and ex rights to participate in scrip dividend programme for shareholders on Oslo Børs, and ADRs trade ex dividend and ex rights to participate in scrip dividend programme on the New York Stock Exchange for ADR holders.
- 26 February: Terms and Conditions will be published and the subscription period for dividend shares starts.
- 9 March: Subscription period closes.
- 12 March: The subscription price is announced.

- 23 March: Cash payment to shareholders on Oslo Børs electing cash and dividend shares transferred to shareholders electing dividend shares.
- 26 March: Cash payment to ADR holders on the New York Stock Exchange electing cash and dividend shares transferred to shareholders electing dividend shares
- 26 March: Trading of newly issued dividend shares starts on Oslo Børs and the New York Stock Exchange.

\* Future dates as of 16 February 2018 are subject to changes.

### **How is the subscription price for the dividend shares calculated?**

The subscription price for the dividend shares will in relation to the third quarter 2017 be calculated as the average of the two volume-weighted share prices (VWAP) at Oslo Børs for the last two trading days of the subscription period, less the discount of 5%. The relevant trading days to determine the subscription price are 8 and 9 March 2018.

### **Can shareholders elect to receive the dividend partly in cash and partly in dividend shares?**

Yes, shareholders may choose to use parts of the dividend to subscribe for dividend shares.

### **Is it possible to make a one-time registration for the scrip dividend programme also for future quarters or do I have to make the election every single quarter?**

As part of the electronic subscription process in VPS, it is possible to elect dividend shares for the entire duration of the programme by authorising DNB Bank ASA to subscribe for dividend shares on your behalf for future dividend issues in the scrip dividend programme. This option is available only if you elect dividend shares for your entire dividend amount.

### **May I elect to take the same proportion of dividend shares as the market does, so that my relative shareholding in the company is unchanged?**

No, this option is not available. You will have to specify the amount you want to subscribe dividend shares for.

The Norwegian Parliament has decided that the Norwegian State shall own 67 % of Statoil ASA, and the Norwegian State has entered into an agreement with Statoil which implies that they will subscribe for dividend shares during the scrip dividend programme sufficient to maintain their ownership interest of 67 %.

### **What happens if I do nothing?**

Shareholders who do not actively subscribe for dividend shares will receive cash dividend as usual.

**Is it possible to subscribe for more than the proportionate share of (newly issued) dividend shares at a discount?**

No. Each shareholder receives the right to subscribe for dividend shares based on the individual's shareholding. These rights are non-transferable.

**The dividend is declared in US dollars (USD) while the subscription price is set in Norwegian kroner (NOK). How is the dividend amount converted to NOK?**

Dividends declared in USD are converted to NOK using a pre-set methodology. The NOK dividend will be based on average USD/NOK fixing rates from Norges Bank in the period plus/minus three business days from record date, in total seven business days.

**How do ADR-holders make the election?**

Registered ADR holders will be mailed an election form which will need to be returned by the deadline stipulated on the form. Beneficial holders will need to elect electronically via DTC.

### **3. Other questions**

**What happens if I buy or sell shares between in the period after the date for the dividend entitlement (7 February 2018 for shareholders on Oslo Børs and for ADR holders on the New York Stock Exchange) and the election period for dividend shares?**

Changes in shareholding after the date which gives right to dividend will not impact the ability to participate in the scrip dividend programme.

If you sell your shares after the respective date 7 February 2018 for shareholders at Oslo Børs and ADR holders on the New York Stock Exchange, you will be entitled to subscribe for dividend shares for the third quarter 2017. If you buy shares after the respective date you will not be entitled to subscribe for dividend shares.

**How will I know how many dividend shares I have received?**

A notification of change in holding will be issued (electronically or paper format depending on the individual VPS account) when the dividend shares are registered in VPS.

**Can I change my decision to elect shares?**

Elections can only be changed/cancelled electronically in VPS until the end of the election period.

**How will the rounding be conducted if the dividend amount cannot be converted to a whole number of dividend shares?**

The number of shares will be rounded down to the nearest whole number. The residual between dividend and the price of the dividend shares will be paid in cash.

**Are taxes influenced by the shareholder's choice between receiving cash dividend or dividend shares?**

The shareholders' taxes are generally not expected to be influenced by the choice between cash dividend and dividend shares. Shareholders will have to pay any taxes on the declared dividend as normal. Please note that tax regulations will depend on the individual shareholder's location and tax position.

For shareholders subject to withholding taxes, the withholding taxes will be deducted from the dividend and shareholders can subscribe for dividend shares corresponding to the net dividend amount after withholding tax.

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