

# The Depository Trust Company

# IMPORTANT

**B#:** 9526-06

**DATE:** April 25, 2006

**TO:** All Participants

**CATEGORY:** Proxy

**FROM:** DTC PROXY DEPARTMENT

**ATTENTION:** PROXY/REORGANIZATION MANAGER

**SUBJECT:** STATOIL ASA  
CUSIP #85771P102

The Bank of New York (BNY), Depository for the above captioned American Depositary Receipts, has advised DTC that Statoil ASA, the issuer of the Ordinary shares underlying these ADS's, is holding its Annual General Meeting on May 10, 2006. Shareholders wishing to vote at the meeting must, among other matters, effectively own shares on the day of the meeting itself. To enable U.S. holders of Statoil ADSs to vote at the meeting, BNY has established a record date of April 1, 2006. Persons who hold Statoil ADS's on April 1, 2006 and on the day of the meeting and wish to vote the Ordinary Shares underlying their ADSs (subject to any applicable requirements or restrictions under Norwegian law or under Statoil's, Articles of Association) may provide instructions to BNY. Participants must provide such instructions to BNY by April 28, 2006. Participants must provide the "Form of Certification for the Beneficial Owners" for the purpose of identifying the Beneficial Owner or Beneficial Owners of the ADS's. In addition, Participants must follow the procedure described below.

To provide BNY with assurance that ADSs on which it has received voting instructions from a Participant will still be held in that Participant's account on the meeting date, DTC has agreed to segregate positions on which voting instructions have been filed under a separate contra-CUSIP number. The number to be used for this purpose is (85771p995). A Participant filing voting instructions with BNY on a position in its DTC account will be asked to provide BNY as a part of those instructions a letter authorizing DTC to have its nominee, Cede & Co., execute a proxy on the Participant's behalf and to take certain other actions

(described below). The form of the authorization letter and the proxy are attached, extra copies will be available from The Bank of New York.

BNY will advise DTC of all voting instructions received under this procedure and provide DTC with the proxy forms and the authorization letters signed by Participants relating to those instructions. For each such instruction, DTC will then execute the proxy, temporarily deduct the position being voted from the Participant's holdings under the Statoil ADSs CUSIP (85771p102), temporarily credit the position to an account maintained by BNY, ADR Contra-CUSIP #(85771p995). DTC will return this position to the Participant's account under the base CUSIP number upon instructions from BNY once the blocking process has been completed, this should occur on May 11, 2006.

Inquiries regarding this notice should be directed to Kathy Caziarc at (813) 470-1115.

Steve Gaertner  
Manager

Attachments

**THE DEPOSITORY TRUST COMPANY  
55 WATER STREET  
New York, NY 10041**

**VIA FACSIMILE (212) 571-3050**

THE BANK OF NEW YORK, AS DEPOSITARY (“BNY”)  
101 BARCLAY STREET Floor 22 WEST  
NEW YORK, NY 10286  
ATTN: MICHELE BARATTA ADR DEPARTMENT

FOR PURPOSES OF CAUSING THE UNDERLYING ORDINARY SHARES TO BE VOTED AT THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF STATOIL ASA, A CORPORATION ORGANIZED UNDER THE LAWS OF NORWAY (“THE COMPANY”), TO BE HELD IN NORWAY, ON May 10, 2006 (THE “MEETING”).

CEDE & CO., THE NOMINEE OF THE DEPOSITORY TRUST COMPANY, (‘DTC’) CERTIFIES THAT ON THE INSTRUCTIONS OF THE PARTICIPANT NAMED BELOW, DTC HAS DELIVERED TO A DTC ACCOUNT MAINTAINED ON BEHALF OF BNY THE NUMBER OF AMERICAN DEPOSITARY SHARES (‘ADSs’), SPECIFIED BELOW, WHICH ADSs REPRESENT AMERICAN DEPOSITARY SHARES OF THE COMPANY, UNTIL THE BANK OF NEW YORK ADVISES DTC THAT THE MEETING HAS CONCLUDED. CEDE & CO. HEREBY APPOINTS SUCH PARTICIPANTS AS ITS AGENT AND PROXY TO GIVE OR CONFIRM ALL SUCH INSTRUCTIONS TO BNY AS MAY BE NECESSARY OR APPROPRIATE TO IDENTIFY THE BENEFICIAL OWNER(S) OF THE NUMBER OF ADSs SPECIFIED BELOW AND TO ENABLE THE PARTICIPANT OR

THE BENEFICIAL OWNER (S) OF THE ADR’S REPRESENTED BY THE ADR’S SPECIFIED BELOW TO CAUSE THE SHARES UNDERLYING THE ADSs TO BE VOTED THEREAFTER.

THIS PROXY IS REVOCABLE ANY TIME AND IN ANY MANNER, INCLUDING BUT NOT LIMITED TO THE FILING BY CEDE & CO., WITH BNY OF AN INSTRUMENT SIMILAR TO THIS INSTRUMENT RELATING TO THE VOTING OF ADRS SPECIFIED BELOW AT THE MEETING, THE FILING OF WHICH INSTRUMENT SHALL REVOKE ALL THE AGREEMENTS AND INSTRUCTIONS SPECIFIED HEREIN.

\_\_\_\_\_  
NAME OF PARTICIPANT

\_\_\_\_\_  
NUMBER OF AMERICAN DEPOSITARY RECEIPTS

DATED: \_\_\_\_\_ 2006 \_\_\_\_\_

FACSIMILE SIGNATURE OF  
CEDE & CO.

**PARTICIPANTS LETTERHEAD**

\_\_\_\_\_, 2006

The Depository Trust Company

55 Water Street – 50th Floor

New York, NY 10041

RE: Statoil ASA,

CUSIP # 85771p102

DTC Account #: \_\_\_\_\_

Number of ADSs \_\_\_\_\_

Gentlemen:

In order to enable the beneficial owner (s) of the number of specified above (the ‘Deposited ADSs) of STATOIL ASA , American Depository Receipts to vote at the Annual General Meeting of Shareholders of STATOIL ASA, scheduled to be held on May 10, 2006 please take the following actions:

(1) Have your nominee, Cede & Co., complete and sign the attached Proxy with respect to the deposited ADSs and make the signed Proxy available for pick-up by The Bank of New York (BNY) and

(2) Deliver the Deposited ADSs from the undersigned’s above-referenced account to an account with you maintained on behalf of BNY until BNY instructs you to return the Deposited ADS’s to the undersigned’s above-referenced account

The undersigned certifies to you that the Deposited ADSs were held on April 1, 2006 and are on the date hereof, on deposit in the undersigned’s above-referenced account.

Very truly yours,

\_\_\_\_\_  
(Print Participant’s Name)

BY:

\_\_\_\_\_  
(Signature) and (Medallion Stamp)

\_\_\_\_\_  
(Print Name)

\_\_\_\_\_  
(Title) and (Telephone Number)