

7 November 2016

## STATOIL ASA

### Guaranteed by STATOIL PETROLEUM AS

Issue of €600,000,000 1.625 per cent. Notes due 2036  
Issued pursuant to the €20,000,000,000  
Euro Medium Term Note Programme

### PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions of the Notes other than VPS Notes set forth in the Offering Circular dated 28 October 2016 which constitutes a base prospectus for the purposes of the Prospectus Directive. This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Offering Circular. Full information on the Issuer, the Guarantor and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Offering Circular. The Offering Circular is available for viewing during normal business hours at and copies may be obtained from the registered offices of the Issuer and the Guarantor and from the specified office of each of the Paying Agents. In addition, the Offering Circular has been published on the website of the London Stock Exchange through a regulatory information service (<http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html>).

- |    |       |   |                      |
|----|-------|---|----------------------|
| 1. | (i)   | <b>Issuer:</b>  | Statoil ASA          |
|    | (ii)  | <b>Guarantor:</b>   | Statoil Petroleum AS |
| 2. | (i)   | <b>Series Number:</b>   | 2016-2               |
|    | (ii)  | <b>Tranche Number:</b>  | 1                    |
|    | (iii) | <b>Date on which the Notes will be consolidated and form a single Series:</b> | Not Applicable       |
| 3. |       | <b>Specified Currency or Currencies:</b>                                      | Euro (€)             |
| 4. |       | <b>Aggregate Nominal Amount:</b>  |                      |
|    | (i)   | <b>Series:</b>  | €600,000,000         |
|    | (ii)  | <b>Tranche:</b>   | €600,000,000         |

5.	<b>Issue Price:</b>	99.864 per cent. of the Aggregate Nominal Amount
6.	<b>(i) Specified Denominations:</b>	€100,000 and integral multiples of €1,000 in excess thereof up to and including €199,000. No Notes in definitive form will be issued with a denomination above €199,000
	<b>(ii) Calculation Amount:</b>	€1,000
7.	<b>Issue Date and Interest Commencement Date:</b>	9 November 2016
8.	<b>Maturity Date:</b>	9 November 2036
9.	<b>Interest Basis:</b>	1.625 per cent. Fixed Rate (see paragraph 14 below)
10.	<b>Redemption/Payment Basis:</b>	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount
11.	<b>Change of Interest Basis or Redemption/Payment Basis:</b>	Not Applicable
12.	<b>Put/Call Options:</b>	Issuer Call Make-Whole Redemption (see paragraphs 17 and 21 below)
13.	<b>Date Board approval for issuance of Notes and Guarantee obtained:</b>	Not Applicable

#### Provisions Relating to Interest (if any) Payable

14.	<b>Fixed Rate Note Provisions:</b>	Applicable
	<b>(i) Rate of Interest:</b>	1.625 per cent. per annum (payable annually in arrear)
	<b>(ii) Interest Payment Date(s):</b>	9 November in each year up to and including the Maturity Date
	<b>(iii) Fixed Coupon Amount:</b>	€16.25 per Calculation Amount
	<b>(iv) Broken Amount:</b>	Not Applicable
	<b>(v) Day Count Fraction:</b>	Actual/Actual (ICMA)
	<b>(vi) Determination Date(s):</b>	9 November in each year

15. **Floating Rate Note Provisions:** Not Applicable

16. **Zero Coupon Note Provisions:** Not Applicable

#### **Provisions Relating to Redemption**

17. **Issuer Call:** Applicable

(i) **Optional Redemption Date(s):** Any Business Day from and including 9 August 2036 to but excluding the Maturity Date

(ii) **Optional Redemption Amount(s):** €1,000 per Calculation Amount

(iii) **If redeemable in part:** Not Applicable

18. **Investor Put:** Not Applicable

19. **Final Redemption Amount:** €1,000 per Calculation Amount

20. **Early Redemption Amount(s) payable on redemption for taxation reasons or on event of default:** €1,000 per Calculation Amount

21. **Make-Whole Redemption:** Applicable

(i) **Make-Whole Redemption Date(s):** Any Business Day prior to the Maturity Date

(ii) **Make-Whole Redemption Margin:** +20 basis points

(iii) **Reference Bond:** CA Selected Bond

(iv) **Quotation Time:** 5.00 p.m. Brussels time

(v) **Reference Rate Determination Date:** The third Business Day preceding the relevant Make-Whole Redemption Date

(vi) **If redeemable in part:** Not Applicable

(vii) **Notice periods (if other than as set out in the Terms and Conditions of the Notes other than VPS Notes):** Not Applicable

#### **GENERAL PROVISIONS APPLICABLE TO THE NOTES**

22. **Form of Notes:**

(i) **Form:** Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for definitive Notes only upon the occurrence of an Exchange Event

(ii) **New Global Notes:**

Yes

**23. Additional Financial Centre(s):**


Not Applicable

**24. U.S. Selling Restrictions:**

Reg. S Compliance Category 2; TEFRA D

Signed on behalf of the Issuer

Signed on behalf of the Guarantor:

By:  .....

By:  .....

Duly authorised

Duly authorised

## PART B – OTHER INFORMATION

### 1. LISTING AND ADMISSION TO TRADING

- (i) Listing and admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the London Stock Exchange's regulated market and listed on the Official List of the UK Listing Authority with effect from 9 November 2016.
- (ii) Estimate of total expenses related to admission to trading: £4,380

### 2. RATINGS

Ratings: The Notes are expected to be rated:  
Moody's: Aa3  
S&P: A+

### 3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for any fees payable to Barclays Bank PLC, BNP Paribas, Deutsche Bank AG, London Branch and Mizuho International plc (the **Managers**) no person involved in the issue of the Notes has an interest material to the offer. The Managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and the Guarantor and their affiliates in the ordinary course of business.

### 4. YIELD

Indication of yield: 1.633 per cent. per annum

### 5. OPERATIONAL INFORMATION

- (i) ISIN Code: XS1515222468
- (ii) Common Code: 151522246
- (iii) Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream, Banking, société anonyme and the VPS and the relevant identification number(s): Not Applicable
- (iv) Delivery: Delivery against payment
- (v) Names and addresses of additional Paying Agent(s) (if any): Not Applicable

**6. Use of Proceeds**

See "Use of Proceeds" section in the Offering Circular