

Summons to Extraordinary General Meeting in Saga Tankers ASA

An Extraordinary General Meeting in Saga Tankers ASA (the “Company”) will take place on 13 December 2010 at 1200 hrs (CET) at the premises of the Company at Haakon VII gt. 1, 8th floor in Oslo.

The Board has proposed the following agenda:

1. Opening of the General Meeting by the Board member Einar J. Greve.
2. Election of the person to chair the General Meeting
3. Election of a person to co-sign the minutes from the General Meeting together with the Chairman of the General Meeting
4. Approval of the summons and agenda
5. Proposal for an increase of the share capital
6. Proposal for a Board authorization to increase the share capital
7. Proposal for another Board authorization to increase the share capital

General information and voting guidance

Shareholders may submit their votes electronically in advance by logging on to www.sagatankers.no under the Investors Relations section. Please follow the instructions set out therein.

If you are not already pre-registered with “Investortjenester” as described in the proxy form, you will be sent the PIN CODE and REFERENCE number by postal mail so that you can submit your votes electronically by logging into www.sagatankers.no. Please note electronic voting requires the investor to use his/hers PIN CODE and REFERENCE number.

Shareholders who are unable to attend the Extraordinary General Meeting, or unable to use electronic voting, may submit a proxy to a person of their own choice or to the Chairman of the meeting. Shareholders or persons acting under a proxy who wants to participate in the Extraordinary General Meeting must notify the Company beforehand. The notification regarding participation or proxy must be received at the latest by 10 December 2010 at 12:00 CET.

The Company is a public limited company subject to the rules of the Norwegian Public Limited Companies Act. As of the date of this summons, the Company has issued 78,888,559 shares, each of which represents one vote. The shares have equal rights also in all other respects.

A shareholder has the right to table draft resolutions for items included on the agenda and to require that members of the Board of Directors and the CEO in the Extraordinary General Meeting provide available information about matters which may affect the assessment of (i) items which are presented to the shareholders for decision and (ii) the Company’s financial situation, including information about activities in other companies in which the Company participates, and other matters to be discussed in the General Meeting, unless the requested information cannot be disclosed without causing disproportionate harm to the Company.

Additional information regarding item 5, 6 and 7 together with a notice of attendance and a proxy are attached.

This summons and its appendices, including draft resolutions for items on the proposed agenda, as well as the Company’s Articles of Association, are also available at the Company’s internet site: www.sagatankers.no.



Oslo, 19 November 2010

SAGA TANKERS ASA
On behalf of the Board according to proxy

Arne Blystad
Chairman of the Board

Attachment

Item 5 – Proposal for an increase of the share capital

The Board of Directors has previously, in the stock exchange notice dated 19 November 2010, informed the market about the pre-placement of new shares in a private placement by Pareto Securities AS (the “Manager”) on behalf of the Company.

For the purpose of completing the contemplated private placement, the Board of Directors proposes that the Company’s share capital is increased with NOK 7,888,850, by the issuance of 7,888,850 new shares, each with a nominal value of NOK 1, at a subscription price of NOK 7.10 per share.

The new shares shall be subscribed by the Manager on behalf of the participants in an investor syndicate established by the Manager in consultation with the Board prior to the Extraordinary General Meeting. The syndicate includes new investors and existing shareholders in the Company, and the names of the participants will be disclosed at the General Meeting. The private placement has been fully underwritten by an underwriting syndicate. Subject to the terms and conditions of the underwriting agreement, the underwriters shall subscribe for all shares that have not been validly subscribed for during the application period in the private placement. It is proposed that the shareholders pre-emptive rights to the new shares are waived, pursuant to section 10-5 of the Norwegian Public Limited Liability Companies Act.

The Board proposes that the General Meeting passes the following resolution:

1. The share capital is increased by NOK 7,888,850 by the issuing of 7,888,850 new shares.
2. The nominal value of each share shall be NOK 1.
3. The shares shall be subscribed for by Pareto Securities AS on behalf of, and based on, proxies from the investors who have entered into an application agreement with Pareto Securities AS. The shareholders’ pre-emptive right to the new shares is deviated from, cf. Section 10-5 of the Norwegian Public Limited Liability Companies Act.
4. The subscribers shall pay NOK 7.10 per share.
5. The shares shall be subscribed by signing these minutes.
6. The deadline for payment of allotted shares is 14 December 2010. Payment shall be made to the bank account number stated by the Board of Directors.
7. The new shares will be entitled to dividends resolved after the registration of the capital increase in the Norwegian Register of Business Enterprises. Also in other respects the new shares carry rights in the Company from the registration of the capital increase.
8. Article 4 of the Articles of Association shall be amended in accordance with the change in the share capital to read as follows:

“The share capital of the company is NOK 86,777,409 divided into 86,777,409 shares with a nominal value of NOK 1 each.”

9. As underwriting commission for the underwriting, the underwriters Blystad Shipholding Inc and certain other investors shall receive an amount equal to 2.00 percent of the amount underwritten by each of them.

Regarding item 6 and 7

In the event that the Company should propose to acquire additional tonnage, the Company will need to raise equity as part financing of such acquisition(s). In order to enable the Company to act on opportunities to acquire new vessel(s), the Board has proposed that the General Meeting grants a new authorization to increase the Company's share capital with up to 30 %. In the opinion of the Board, the authorization needs to be of this size in order to ensure that the Company is able to acquire vessels comparable to the vessels owned today. This is in accordance with the strategy of the Company, which has been communicated to the shareholders. The Board has as per the date of the summons not targeted any specific vessels, but wish to facilitate for an efficient potential future acquisition of additional tonnage when and if needed.

The Board also proposes that the General Meeting approves an additional new Board authorization to increase the Company's share capital with up to 20 % which may be utilized both to acquire new vessels and/or to raise equity for working capital purposes. This is considered necessary to provide the Board with necessary flexibility should the Board consider it necessary or desirable to secure new equity.

On the condition that the General Meeting grants the two mentioned Board authorizations, it is suggested that the Board authorization granted by the General Meeting on 16 June 2010 shall be revoked.

It is further proposed that the proposals for the Board authorizations in item 6 and 7 are treated as mutually dependent on each another, such that they will be voted for as one.

Item 6 - Proposal for a Board authorization to increase the Company's share capital

It is proposed that the General Meeting grants the Board of Directors the following authorization to increase the Company's share capital:

1. The Board is granted an authorization to increase the share capital with up to NOK 26,033,222.
2. The authorization shall be utilized solely to finance acquisitions of new vessels. The capital increase within this frame may be executed by one or more issues of new shares according to the decision by the Board.
3. The authorization is valid for 12 months from the day the General Meeting was held.
4. The Board may decide to deviate from the shareholders' pre-emption rights according to Section 10-4 of the Norwegian Public Limited Companies Act.
5. The authorization includes capital increases against contribution in kind etc, cf. Section 10-2 of the Norwegian Public Limited Companies Act.
6. The Board authorization to increase the Company's share capital granted by the Extraordinary General Meeting on 16 June 2010 shall be revoked.

Item 7 - Proposal for a Board authorization to increase the Company's share capital

It is proposed that the General Meeting grants the Board of Directors the following authorization to increase the Company's share capital:

1. The Board is granted an authorization to increase the share capital with up to NOK 17,355,481.
2. The authorization may be utilized both to finance the acquisition of new vessels and/or to strengthen the Company's working capital and other general purposes. The capital increase within this frame may be executed by one or more issues according to the decision by the Board.
3. The authorization is valid for 12 months from the day the General Meeting was held.
4. The Board may decide to deviate from the shareholders' pre-emption rights according to Section 10-4 of the Norwegian Public Limited Companies Act.
5. The authorization includes capital increases against contribution in kind etc, cf. Section 10-2 of the Norwegian Public Limited Companies Act.
6. The Board authorization to increase the Company's share capital granted by the Extraordinary General Meeting on 16 June 2010 shall be revoked.

PIN code:

Ref no:

Notice of Extraordinary General Meeting

An extraordinary general meeting in Saga Tankers ASA will be held 13 December 2010 at 12:00 CET at Haakon VII's gate 1, 8th floor, Oslo, Norway

In the event the shareholder is a legal entity it will be represented by: _____
 Name of representative
 (To grant proxy, use the proxy form below)

Attendance form

If you wish to attend the extraordinary general meeting, we kindly ask you to send this form to Saga Tankers ASA c/o DnB NOR Bank ASA, Verdipapirservice, N-0021 Oslo, Norway, or fax to +47 22 48 11 71. Attendance may also be registered on Saga Tankers ASA's homepage on www.sagatankers.no or through "Investortjenester", a service provided by most Norwegian registrars. The pin code and the reference number are required for registration.

The form must be registered by DnB NOR Bank ASA, Verdipapirservice no later than **10 December 2010 12:00 CET**.

The undersigned will attend at Saga Tankers ASA's extraordinary general meeting on 13 December 2010 and vote for

_____ own shares
 _____ other shares in accordance with enclosed proxy
 In total _____ shares

Place _____ Date _____ Shareholder's signature _____
 (If attending personally. To grant proxy, use the form below)



Proxy (without voting instructions)

PIN code:

Ref no:

If you are not able to attend the extraordinary general meeting, a nominated proxy holder can be granted your voting authority. Any proxy not naming proxy holder will be deemed given to Einar J. Greve or a person designated by him. The present proxy form relates to proxies without instructions. To grant proxy with voting instructions, please go to page 2 of this form.

We kindly ask you to send the proxy form to Saga Tankers ASA c/o DNB NOR Bank ASA, Verdipapirservice, N-0021 Oslo, Norway, or fax to +47 22 48 11 71. Web-based registration of the proxy is available through "Investortjenester", a service provided by most Norwegian registrars. The pin code and the reference number are required for registration.

The proxy must reach DnB NOR Bank ASA, Verdipapirservice no later than **10 December 2010 12:00 CET**.

The undersigned : _____ (first name, last name)
 hereby grants : Einar J. Greve (or a person designated by him)
 or :

 Name of nominated proxy holder (Please use capital letters)

proxy to attend and vote at the extraordinary general meeting of Saga Tankers ASA on 13 December 2010 for my/our shares

Place _____ Date _____ Shareholder's signature _____
 (Signature only when granting proxy)

With regard to rights of attendance and voting we refer to the Norwegian Public Limited Liability Companies Act, in particular Chapter 5. A written power of attorney dated and signed by the beneficial owner giving such proxy must be presented at the meeting.

Proxy (with voting instructions)
PIN code:
Ref no:

If you wish to give voting instruction to the proxy holder, please use the present proxy form. The items in the detailed proxy below refer to the items in the extraordinary general meeting agenda. A detailed proxy with voting instructions may be granted a nominated proxy holder. A proxy not naming a proxy holder will be deemed given to Einar J. Greve or any person designated by him.

We kindly ask you to send the proxy with voting instructions by mail or fax to Saga Tankers ASA c/o DnB NOR Bank ASA, Verdipapirservice, NO-0021 Oslo, Norway, or faxed to +47 22 48 11 71.

The proxy must reach DnB NOR Bank Verdipapirservice no later than **10 December 2010 12:00 CET**.

The undersigned: _____ (first name, last name)

hereby grants (check-off):

Einar J. Greve (or a person designated by him), or:

Name of nominated proxy holder (please use capital letters)

proxy to attend and vote at the extraordinary general meeting of Saga Tankers ASA on 13 December 2010 for my/our shares.

The votes shall be submitted in accordance with the instructions below. Please note that **any items below not voted for (not ticked off), will be deemed as an instruction to vote "in favour" of the proposals in the notice**. Any motion from the floor, amendments or replacement to the proposals in the agenda, will be determined at the proxy holder's discretion. In case the contents of the voting instructions are ambiguous, the proxy holder will base his/her understanding on a reasonable understanding of the wording of the proxy. Where no such reasonable understanding can be found, the proxy may at his/her discretion refrain from voting.

Agenda EGM 13 December 2010	In favour	Against	Abstention
4. Approval of summons and agenda	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Proposal for an increase of the share capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Proposal for a Board authorization to increase the share capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Proposal for another Board authorization to increase the share capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The abovementioned proxy holder has been granted power to attend and to vote for my/our shares at the extraordinary general meeting in Saga Tankers ASA to be held 13 December 2010.

Place

Date

Shareholder's signature
(Only for granting proxy with voting instructions)

With regard to rights of attendance and voting we refer to the Norwegian Public Limited Liability Companies Act, in particular Chapter 5. A written power of attorney dated and signed by the beneficial owner giving such proxy must be presented at the meeting.

If the shareholder is a company, please attach the shareholder's certificate of registration to the proxy.