

Summons to Annual General Meeting in Saga Tankers ASA

The Annual General Meeting in Saga Tankers ASA (the “Company”) will take place on 24 May 2011 at 10.00 hrs (CET) at the premises of the Company at Haakon VII gt. 1, 8th floor in Oslo, Norway.

The Board has proposed the following agenda:

1. Opening of the Annual General Meeting by the Chairman.
2. Election of a 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. Approval of the annual accounts and the directors’ report for the financial year 2010, including the consolidated accounts for the group
6. Approval of the auditor’s fee
7. Election of a new Board member
8. Election of members of the Nomination Committee
9. Remuneration to the members of the Board of Directors and the Nomination Committee for 2011
10. Proposal for a Board authorization to increase the share capital
11. Proposal for another Board authorization to increase the share capital
12. Consideration of the Board of Directors’ statement regarding the determination of salaries and other remuneration to the management pursuant to Section 6-16a of the Norwegian Public Limited Companies Act

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 on to www.sagatankers.no. Please note that electronic voting requires the investor to use his/hers assigned PIN CODE and REFERENCE number.

Shareholders who are unable to attend the Annual 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 Board. Shareholders or persons acting under a proxy who wants to participate in the Annual General Meeting must notify the Company on beforehand. The notification regarding participation or proxy must be received at the latest by 20 May 17:30 hrs CET.

The Company is a Norwegian 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 86,777,409 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 General Meeting provide available information about matters which may affect the assessment of (i) the approval of the annual accounts and directors' report, (ii) items which are presented to the shareholders for decision and (iii) 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 to 12 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. Shareholders may contact the Company per mail, fax or telephone to obtain the relevant documents. Address: P.O. Box 1468 Vika, 0116 Oslo, Norway, fax: +47 22 83 21 51, telephone: +47 23 11 82 70.

Oslo, 29 April 2011

SAGA TANKERS ASA
On behalf of the Board according to proxy

Arne Blystad
Chairman of the Board

Further information regarding item 5 – 12

Item 5 - Approval of the annual accounts and the directors' report for the financial year 2010, including the consolidated accounts for the group

The annual accounts, directors' report and auditor's report for the financial year 2010, including the consolidated accounts for the group, have been made public and are available on the Company's webpage.

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

"The annual accounts and directors' report for the financial year 2010 for Saga Tankers ASA, including the consolidated accounts for the group, are approved. The company's loss of USD 5,085,000 shall be allocated to "Accumulated losses". No dividends shall be paid."

Item 6 – Approval of the Auditor's fee

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

"The auditor's fee is approved as per invoice, as further specified in the annual report."

Item 7 - Election of a new Board member

The Board of Directors proposes to elect Mr Geir Gustavsson as a new member of the Board. Upon approval by the General Meeting, the Board of Directors will consist of Mr. Arne Blystad (chairman), Mrs. Brita Eilertsen and Mr. Geir Gustavsson.

Description

Geir Gustavsson has a law degree from the University of Oslo and work as a lawyer. Gustavsson was from 1996 till 2006 a lawyer with Northern Shipowners' Defence Club and is from 2006 a partner with the law firm Bugge Arentz-Hansen & Rasmussen. Gustavsson has extensive experience as an advisor to shipping and oil-service companies. Gustavsson is a Norwegian citizen and resides in Oslo, Norway. Gustavsson holds no shares in the Company

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

"Mr Geir Gustavsson is elected as board member."

Item 8 - Election of members of the Nomination Committee

According to Section 5 of the Company's Articles of Association, the Company shall have a Nomination Committee consisting of 3 - 5 members. As this is the first Annual General Meeting in the history of the Company, there are currently no members of the Nomination Committee. Hence, the Board of Directors suggests that the following persons are elected as members of the Nomination Committee for a two year period:

- Arne Blystad (Chairman of the Nomination Committee)
- Jan Petter Courvosier Sissener

- Jakob Iqbal

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

“Jakob Iqbal, Jan Petter Courvosier Sissener and Arne Blystad are elected as members of the Nomination Committee for the next two years.”

Item 9 - Remuneration to the members of the Board of Directors and the Nomination Committee for 2011

The Board of Directors proposes that the members of the Board of Directors shall be remunerated as follows for the financial year 2011:

Chairman of the Board	NOK 350,000
Other board members	NOK 250,000

The amounts can be paid quarterly in advance.

It is further proposed that the members of the Nomination Committee shall be remunerated as follows for the financial year 2011:

Arne Blystad	NOK 15,000
Jan Petter Courvosier Sissener	NOK 10,000
Jakob Iqbal	NOK 10,000

Regarding item 10 and 11

The Board proposes that the General Meeting resolves to extend the two authorizations to increase the share capital granted at the Extraordinary General Meeting held on 13 December 2010. The reason for the proposal is the same as upon granting of the existing authorisations.

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 proposes that the General Meeting extends the existing 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 extends the existing Board authorization to increase the Company's share capital with up to 20% which may be utilized both to acquire new vessels, to raise equity for working capital purposes and/or for other general 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 two existing Board authorization granted by the General Meeting on 13 December 2010 shall be revoked.

It is further proposed that the proposals for the Board authorizations in item 10 and 11 are treated as mutually dependent on each another, such that they will be voted for as one.

Item 10 - 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 until the earliest of the annual general meeting in 2012 and 30 June 2012.*
- 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 with up to NOK 26,033,222 granted by the Extraordinary General Meeting on 13 December 2010 shall be revoked.*

Item 11 - Proposal for another 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 until the earliest of the annual general meeting in 2012 and 30 June 2012.*
- 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 with up to NOK 17,355,481 granted by the Extraordinary General Meeting on 13 December 2010 shall be revoked.*

Item 12 - Consideration of the Board of Directors' statement regarding the determination of salaries and other remuneration to the management pursuant to Section 6-16a of the Norwegian Public Limited Companies Act

In accordance with Section 6-16a of the Norwegian Public Limited Companies Act the Board has prepared a statement on the determination of the salaries and other compensation to the management attached as Appendix 1 hereto. At the General Meeting a consultative vote over the statement will be held.

APPENDIX

THE BOARD OF DIRECTORS' STATEMENT REGARDING THE DETERMINATION OF SALARIES AND OTHER COMPENSATION TO THE MANAGEMENT

Responsibility

The Board of Saga Tankers ASA determines the principles applicable to the Saga Tankers Group's policy for senior executive compensation.

The Board is directly responsible for the determination of the CEO's and CFO's salary and other benefits.

The CEO is, in consultation with the chairman of the Board, responsible for the determination of the salary and other benefit for the Group's other employees.

The Saga Tankers Group's senior executives include the CEO and CFO.

Goal

The purpose of Saga Tankers' compensation principles for senior executives is to attract employees with the competence required by the Group, retain employees with important competence and motivate employees to contribute in the long-term in order to reach the Saga Tankers Group's business goals.

The Group's most important competitive advantage shall be the ability to offer each employee meaningful and challenging responsibilities in a good working environment.

Guidelines

The following guidelines shall form the basis of the determination of compensation to the Saga Tankers Group's senior executives:

- The total compensation offered to senior executives shall be competitive.
- The compensation shall contain elements providing necessary financial security following termination of the employment, both before the age of retirement and in connection with this.
- The compensation shall be motivating, both for the individual and for the Group's senior executives as a group.
- Variable elements in the total compensation to the Group's senior executives shall be linked to the values generated by the Group for Saga Tankers ASA's shareholders.
- The system of compensation shall be understandable and meet general acceptance internally in the Group, among the Company's shareholders and with the public.

- The system of compensation shall be flexible and contain mechanisms which make it possible to carry out individual adjustments based on the results achieved and contributions made towards the development of the Group.

Principles for determination of salary and other remuneration in 2011

Fixed salary

The fixed salary which each individual senior executive in the Saga Tankers Group will receive in 2011 is a consequence of existing employment agreements.

When and if recruiting, the salary level offered will reflect this.

Adjustments of individual fixed salaries will be carried out in accordance with trends in local labor markets, the results achieved, and individual contributions to the development of the Group.

Benefits in kind

Saga Tankers Group's compensation schemes include only a limited number of benefits in kind. These benefits are offered in line with what is common practice in international labor markets and typically include personal communication equipment, access to media, and car and parking arrangements.

These schemes will be continued in 2011 according to signed agreements or practice.

Such schemes will be included in the terms for new employees in accordance with established practice.

Pension

The Group currently has a number of pension schemes for its employees. These are further described in the notes to the Group's annual accounts.

The pension schemes comply with local statutory requirements which the individual companies in the Group are obliged to comply with, and / or meet expectations in the international labor market when recruiting internationally.

Schemes which go beyond what is required by law are mainly contribution based.

These schemes will be continued in 2011. New employees will be included in the schemes in accordance with local practice.

Termination payment

Saga Tankers Group has individual agreements on termination payments upon dismissal with several of its senior executives. The right to receive a termination payment is linked to a waiver of the general protection against termination.

The period of termination payment is maximum 24 months from resignation.

There are no plans to change existing agreements for senior executives in this area in 2011.

The current practice on the use of termination payments will be continued in 2011 in relation to new recruits.

Bonus

Saga Tankers Group's senior executives have, as a part of their employment terms, a right to receive an annual bonus.

The scheme is cash-based and is triggered for each individual if set goals for the Group and the individual entitled to bonus are met. The size of the bonus is, for each individual, limited to a share of the person's fixed salary.

The bonus scheme is further described in the notes to the Group's annual accounts for 2010.

There are no plans to change the current bonus scheme.

New employees at senior executive level in 2011 will be included in this scheme.

PIN code:

Ref no:

Notice of Annual General Meeting

The Annual General Meeting in Saga Tankers ASA will be held on 24 May 2011 at 10:00 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 Annual 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 by 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 **20 May 2011 17:30 CET**.

The undersigned will attend at Saga Tankers ASA's Annual General Meeting on 24 May 2011 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 Annual General Meeting, a nominated proxy holder can be granted your voting authority. Any proxy not naming proxy holder will be deemed given to the Chairman of the Board 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 by 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 **20 May 2011 17:30 CET**.

The undersigned : _____ (first name, last name)
 hereby grants : The Chairman of the Board (or a person designated by him)
 or : _____
 Name of nominated proxy holder (Please use capital letters)

proxy to attend and vote at the Annual General Meeting of Saga Tankers ASA on 24 May 2011 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 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.

