

STATEMENT REGARDING MANDATORY OFFER FROM GEVERAN TRADING CO LTD

The information in this statement comprises a translation of the Norwegian language statement (Nw.: Uttalelse vedrørende pliktig tilbud fra Geveran Trading Co Ltd), and is qualified in its entirety by the Norwegian statement. In the event of any inconsistencies between the Norwegian and English text, the Norwegian version shall prevail.

This statement is made by the board of directors (the "Board") of Norwegian Property ASA ("Norwegian Property") in accordance with Section 6-16 of the Norwegian Securities Trading Act in connection with the mandatory offer from Geveran Trading Co Ltd ("Geveran") to acquire all the issued and outstanding shares in Norwegian Property not already owned by Geveran against a consideration of NOK 10.80 in cash per share (the "Offer"), made in an offer document dated 21 September 2016 (the "Offer Document").

As set out in the Offer Document, the Board members Cecilie Astrup Fredriksen, Kathrine Astrup Fredriksen and Harald Herstad are affiliated with Geveran in different ways. Cecilie Astrup Fredriksen is employed in Seatankers Consultancy Services Ltd and is also a director of Marine Harvest ASA, companies affiliated with Geveran. Kathrine Astrup Fredriksen is employed in Seatankers Consultancy Services Ltd, a company affiliated with Geveran. Harald Herstad is the chairman and CEO in Seatankers Management Norway AS and chairman of Golden Ocean Management AS, Frontline Management AS and Ship Finance Management AS, companies affiliated with Geveran. Neither Cecilie Astrup Fredriksen, Kathrine Astrup Fredriksen nor Harald Herstad has participated in the assessment of the Offer or related discussions in the Board of Norwegian Property or in the handling of this statement. The Oslo Stock Exchange has, in its capacity as take-over authority of Norway pursuant to Section 6-16 (4) of the Norwegian Securities Trading Act, decided that the Board, without the Board members Cecilie Astrup Fredriksen, Kathrine Astrup Fredriksen and Harald Herstad, shall submit the statement on behalf of Norwegian Property.

INTRODUCTION

Norwegian Property is a focused and fully integrated real estate company with 32 properties located in the Oslo area and Stavanger in Norway. The portfolio, which has a total fair value of NOK 14.4 billion according to Norwegian Property's 2016 Q2 Report and the third party valuations reflected therein, is characterized by central locations and attractive premises with high quality tenants. The Norwegian Property group's properties consist largely of office premises with associated warehousing and car parking, as well as retail and restaurant space.

On 5 September 2016, Geveran acquired 28,777,466 shares in Norwegian Property at a price of NOK 10.80 per share. Through this acquisition, and as announced in a stock exchange announcement on 5 September 2016, Geveran's ownership in Norwegian Property increased to 293,502,335 shares, representing 53.51% of the share capital and the voting rights. As a result of this share acquisition Geveran passed the threshold for triggering a mandatory offer pursuant to Chapter 6 of the Norwegian Securities Trading Act.

In the announcement on 5 September 2016, Geveran announced that it would make a mandatory offer for all the remaining shares in Norwegian Property within four weeks. On 21 September 2016, Geveran made the Offer on the terms as further specified in the Offer Document.

The Offer Document has been approved by the Oslo Stock Exchange in accordance with Section 6-14 of the Norwegian Securities Trading Act and shall have been submitted to all shareholders of Norwegian Property with known residence, except for shareholders who reside in a jurisdiction where the Offer cannot legally be made.

Below is a short summary of the Offer based on the information in the Offer Document.

FURTHER DETAILS ON THE OFFER

The price offered in the Offer is NOK 10.80 per share in cash.

The acceptance period for the Offer is from and including 22 September 2016 to and including 20 October 2016 at 16:30 hours (CET). Subject to the approval by the Oslo Stock Exchange, Geveran may extend the acceptance period, one or more times, so that the aggregate acceptance period amounts up to a total of six weeks (in which case it would expire on 3 November 2016). According to the Offer Document, settlement is expected to take place as soon as possible, and no later than two weeks after the end of the acceptance period, i.e. not later than 3 November 2016 (subject to extension of the acceptance period, in which case settlement of the Offer will be made no later than 17 November 2016 assuming maximum extension of the acceptance period).

The Board calls attention to that the acceptance of the Offer by the shareholders will be irrevocable, and that the acceptance thus cannot be withdrawn once the receiving agent for the Offer has received the acceptance.

The Offer will be financed with existing funds available to Geveran. Geveran has in accordance with Section 6-10 (7) of the Norwegian Securities Trading Act provided a bank guarantee, issued by DNB Bank ASA, covering Geveran's obligation to pay for the shares to be purchased pursuant to the Offer. The text of the bank guarantee is set out in Appendix 1 to the Offer Document.

As of the date of the Offer, Geveran owned shares representing 53.51% of the share capital and the voting rights in Norwegian Property and is required under the Norwegian Securities Trading Act to make the Offer due to having acquired control over more than 50% of the shares in Norwegian Property. As Geveran currently owns more than 50% of the shares and voting rights in Norwegian Property, Geveran will not be required to make a repeated mandatory offer in connection with further acquisition of shares after completion of the Offer.

If Geveran, as a result of the completion of the Offer, or otherwise, acquires and becomes the owner of 90% or more of the shares and an equivalent right of the voting rights which may be cast at the general meeting, then Geveran will have the right to resolve (and the remaining shareholders in Norwegian Property will have a right to require) a compulsory acquisition of the shares in Norwegian Property. Geveran informs in the Offer Document that it will consider to carry out such compulsory acquisition of shares in Norwegian Property if Geveran, as a result of the Offer, or otherwise, acquires and holds 90% or more of the shares and the voting rights in Norwegian Property.

EMPLOYEES

Geveran informs in the Offer Document that the Offer itself will not have any legal, economic or work-related consequences for the employees of Norwegian Property.

THE OFFER'S SIGNIFICANCE FOR THE COMPANY

Geveran states in the Offer Document that it intends to continue its support to Norwegian Property's business concept which is to create value through growth from ownership, development and management of prime commercial properties located in the most attractive clusters in Oslo and in other key growth areas. Geveran also informs in the Offer Document that there are currently no plans for reorganisation of Norwegian Property as a result of the Offer.

The Board of Norwegian Property notes that with its current shareholding Geveran is able to veto any decisions at the general meeting of Norwegian Property requiring 2/3 majority of the votes and share capital (such as proposals for amendments to Norwegian Property's articles of association (*Nw.: vedtekter*), including changes in the company's share capital). The Board further notes that with its current shareholding Geveran will be able to decide upon matters at the general meeting requiring a majority of the votes (such as election of board members and members of the nomination committee and proposals to distribute dividend). Finally, the Board notes that in the event that Geveran reaches an ownership of 2/3 of the share capital through the Offer or otherwise, Geveran will be able to decide upon matters at the general meeting requiring 2/3 majority of the votes and share capital (such as any amendments to Norwegian Property's articles of association (*Nw.: vedtekter*), including changes in share capital).

Due to lack of presence by shareholders at general meetings, the real influence by shareholders has historically been higher than their formal ownership shares, so also at Norwegian Property's general meetings.

For the sake of good order, the Board will also refer to the fact that Geveran prior to the Offer acquired a shareholding of more than 50% of the company's share capital ("Change of control"). Change of control triggers rights for Norwegian Property's lenders. Norwegian Property has dialogue with the counterparts of the current bank facilities with respect to continue and adjust existing facilities, including both drawn facilities and undrawn facilities. Investors in Norwegian Properties outstanding bonds are, in line with a previous stock release, informed separately. Geveran's shareholding of more than 50% of the company's share capital further implies that Norwegian Property is deemed as part of a group with Geveran. This could influence the individual lenders' assessment of Norwegian Property as borrower.

Norwegian Property has its ordinary presentation of the Q3 results on 21 October 2016, following the end of the acceptance period for the mandatory offer. In order to secure that all relevant information is available, the Board is thus preparing publication of some of the key figures for Q3 latest 13 October 2016. The ordinary presentation of the results with detailed information will be carried out as originally planned on 21 October 2016.

ASSESSMENT AND RECOMMENDATION

The Board has reviewed the Offer Document and evaluated factors that the Board considers as material for the assessment of whether the Offer should be accepted by the shareholders of Norwegian Property.

Swedbank Norge ("Swedbank") is engaged as financial adviser to Norwegian Property in connection with the Offer, and has submitted a fairness opinion dated 4 October 2016. Swedbank has assessed the Offer based on various valuation methods and the conclusion reflects Swedbank's best assessment of fair financial value of Norwegian Property at the time of the statement. The methodologies include inter alia assessments of net asset value (valuation from third party appraisers based on discounted cash flows), relative peer pricing, dividend yield, cash earnings, equity research reports and target prices, successful bid on listed take overs and relative share price performance vs. peers. Swedbank concludes that the Offer from Geveran is not fair from a financial point of view and not on market terms. The assessment is based on the offered price per share and also taken into account other considerations relevant for the shareholders. Swedbank's fairness opinion is attached to this statement.

The Board notes that Geveran in the Offer Document states that it intends to continue its support to Norwegian Property's existing business concept and that Geveran currently has no plans for

reorganisation of Norwegian Property as a result of the Offer. Furthermore, Geveran informs that the Offer itself will not have any legal, economic or work-related consequences for the employees of Norwegian Property.

Furthermore, the Board notes that as at the date hereof, Geveran controls 53.56% of Norwegian Property's outstanding shares (based on published disclosure announcements). Based on Geveran's current shareholding, and possibly subsequent increased holding upon completion of the Offer, Geveran will have decisive influence over inter alia the election of Board members and dividend resolutions, ref the Board's notes to this effect above.

The offer price of NOK 10.80 values the shares in Norwegian Property at approximately NOK 5,923 million. The Board refers to that NOK 10.80 per share represents a premium of 0.0% to the closing price for the Norwegian Property share on the Oslo Stock Exchange on 5 September 2016 (which was the last trading day before announcement of Geveran's intention to make a mandatory offer of the remaining shares in Norwegian Property). Swedbank has calculated that the offer price represents a premium of approximately 1%, 3%, 6% and 10% to the volume-weighted average price of the Norwegian Property share on the Oslo Stock Exchange for the 1 month, 3 month, 6 month and 12 month periods ending on 5 September 2016, respectively. The premium included in the offer price of NOK 10.80 is below what the Board considers to be the historical average acquisition premium in public cash offers in the Norwegian market.

Based on inter alia the above circumstances, including Swedbank's fairness opinion, it is the Board's overall assessment that the Offer of the Norwegian Property shares is not fair. Based on this, the Board of Norwegian Property does not recommend the shareholders of Norwegian Property to accept the Offer.

The Board emphasises that estimation of underlying values is uncertain and sensitive to a number of assumptions. Furthermore, Geveran will have significant influence over Norwegian Property, and there can be no assurance as to the future trading price of Norwegian Property's shares. The liquidity in the shares, and thus the possibility for the other shareholders to be able to sell shares, will also be reduced when an increasing number of shares is controlled by the largest owner. The Offer represents a liquidity event for shareholders looking to monetize their position in Norwegian Property. The Board refers to that Geveran will not be required to make a repeated mandatory offer in connection with further acquisition of shares after completion of the Offer, ref the Board's notes to this above. The Board therefore advises shareholders to carefully review their options in light of the factors set out herein and any other available information, and to make an independent evaluation whether or not to accept the Offer.

This statement is unanimous.

Board member Kjell Sagstad has informed the Board that Niam V Prosjekt AS does not intend to accept the Offer. Board member Bjørn Henningsen has informed the Board that he does not intend to accept the Offer with respect to shares held by companies affiliated with him. The CEO, Svein Hov Skjelle has informed the Board that he does not intend to accept the Offer with respect to shares held by him. The other Board members that have submitted this statement do not hold shares.

4 October 2016

The Board of Directors of Norwegian Property ASA