



To shareholders in SpareBank 1 SR-Bank ASA

## **NOTICE OF THE ANNUAL GENERAL MEETING**

Thursday, 29 March 2012 at 5 p.m.

Bjergsted Terrasse 1, Stavanger

### **AGENDA**

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|----------------|---|
| <b>Item 1</b>  | <b>Opening of General Meeting by the Chairman of the Supervisory Board.</b>   |
| <b>Item 2</b>  | <b>Presentation of list of shareholders attending and proxy holders.</b>  |
| <b>Item 3</b>  | <b>Approval of the Notice and the Agenda.</b>   |
| <b>Item 4</b>  | <b>Election of one person to co-sign the minutes of the meeting together with the meeting's chairperson.</b>  |
| <b>Item 5</b>  | <b>Approval of the annual financial statements and the annual report for 2011, including the allocation of the profit for the year.</b>                                 |
| <b>Item 6</b>  | <b>Approval of the auditor's fee.</b>   |
| <b>Item 7</b>  | <b>Statement by the Board in connection remuneration to senior executives.</b>  |
| <b>Item 8</b>  | <b>Amendments to the Articles of Association.</b>   |
| <b>Item 9</b>  | <b>Election of one member and one deputy member to the Audit Committee.</b>   |
| <b>Item 10</b> | <b>Election of 11 members and five deputy members of the Supervisory Board.</b>   |
| <b>Item 11</b> | <b>Election of two members to the Nomination Committee that will arrange elections to the Audit Committee and Supervisory Board at the next Annual General Meeting.</b> |
| <b>Item 12</b> | <b>Authorisation to acquire own shares and to take a lien on own shares.</b>  |
| <b>Item 13</b> | <b>Authorisation to issue hybrid bonds and subordinated loans.</b>  |
| <b>Item 14</b> | <b>Approval of the proposed Board instructions and instructions to the Chief Executive Officer.</b>   |

**Registration**

Participation in the General Meeting, either personally or by way of proxy, must be registered by noon on Tuesday, 27 March 2012, by sending a completed attendance slip / registration form to either:

SpareBank 1 SR-Bank ASA, c / o SR-Markets Securities Services, P.O .Box 250, 4066 Stavanger,

by fax to no. + 47 51 52 45 35

or to [verdipapirservice@sr-bank.no](mailto:verdipapirservice@sr-bank.no).

Registration forms have been distributed to the shareholders.

Shareholders who are unable to attend may be represented by proxy. The form for registration of proxy, with detailed instructions on how to use of the proxy form, has been distributed to the shareholders. Proxy forms may be submitted in the above manner prior to the deadline.

SpareBank 1 SR-Bank ASA is a public limited company and is subject to the provisions of the Public Limited Companies Act. The company has issued 199,489,669 shares. Each share carries one vote at the General Meeting, and the shares have equal rights.

Notice of the General Meeting and associated documents are available on the company's website, [www.sr-bank.no](http://www.sr-bank.no). Shareholders who want the annual report and information on items on the agenda to be sent by mail, must send their full name and address to the following email address:

[inger.tuxen@sr-bank.no](mailto:inger.tuxen@sr-bank.no) or telephone number. + 47 51 50 95 51.

Other questions may be directed to + 47 51 50 95 51.

It should be noted that, for technical reasons, ballot papers must be collected from the meeting venue no later than 5 p.m.

Stavanger, 7 March 2012

The Board of Directors of SpareBank 1 SR-Bank ASA

Kristian Eidesvik  
Chairman of the Board

List of enclosures to the notice:

- Annual report and financial statements and the Auditor's report as well as the Audit Committee's statement for the fiscal year 2011.
- Board of Directors' Instructions and instructions to the C.E.O.
- Registration form and proxy to the General Meeting (also distributed together with this notice).

## INFORMATION ON ITEMS ON THE AGENDA

### **Item 5      Approval of annual financial statements and annual report for 2011, including the allocation of the profit for the year.**

Reference is made to the Annual Report and Accounts for 2011 available on the following website: [www.sr-bank.no/Investor Relations](http://www.sr-bank.no/Investor%20Relations). Pursuant to section 6-37, third paragraph of the Public Limited Companies Act, and Article 4-6, paragraph 6 of the bank's Articles of Association, shall Board of Representatives shall submit to the General Meeting its opinion regarding the approval of:

- The Board's proposal for the annual accounts
- The Board's proposal for the allocation of profit or loss

At the Supervisory Board meeting on 7 March 2012 it was resolved that the following statement should be made to the General Meeting:

"The Supervisory Board of SpareBank 1 SR-Bank ASA has reviewed the company's proposed annual accounts and annual report, as well as the Auditor's report and the report from the Audit Committee. The Supervisory Board resolved to recommend that the General Assembly approves the Board's proposal regarding the annual accounts and annual report for 2011, as well as proposals for the allocation of profits, including the payment of a dividend of NOK 1.50 per share to those registered as shareholders at 29 March 2012, with payment being made, at the earliest, on 12 April 2012. The shares of SpareBank 1 SR-Bank ASA will be traded ex dividend on 30 March 2012. "

*Proposed resolution:*

*The General Meeting approves Board's proposal regarding the annual accounts and annual report for 2011 as well as proposals for the allocation of the profit for the year, including payment of a dividend of NOK 1.50 per share to those registered as shareholders at 29 March 2012, with payment being made, at the earliest, 12 April 2012. The shares of SpareBank 1 SR-Bank ASA will be traded ex-dividend on 30 March 2012.*

### **Item 6      Approval of the auditor's fee**

Pursuant to section 7-1, second paragraph, of the Public Limited Companies, the auditor's remuneration is to be approved by the General Assembly. The Audit Committee has reviewed the fee and given its recommendations to the Board. The Board of Directors resolved, at a meeting held on 29 February, to present the following proposal:

"The Board proposes that the Supervisory Board and the General Meeting approve the auditor's fee for the audit of SpareBank 1 SR-Bank ASA amounting to NOK 2,536,000.00 for 2011."

The Supervisory Board approved the auditors' fee at the Supervisory Board meeting on 7 March 2012.

*Proposed resolution*

*The General Meeting approves the auditor's fee for 2011.*

#### **Item 7 Statement by the Board in connection remuneration to senior executives**

Pursuant to section 6-16a of the Public Limited Companies Act, the Board shall prepare a separate statement on the remuneration of senior executives. Pursuant to section 5-6 of the Public Limited Companies Act, third paragraph, the statement must be dealt with at the Annual General Meeting. The contents of the statement are included in Note 9 of SpareBank 1 SR-Bank ASA's financial statements for 2011.

The Board's statement, cf. Note 9 to the financial statements, is based on past practices, and such that the statement takes into account of new legislation in the Regulations on compensation schemes in financial institutions, investment firms and funds management companies of the 1st December 2010. The guidelines are divided into two:

1. Non-binding guidelines for the coming fiscal year (presented for an advisory vote)
2. Binding guidelines for shares, subscription rights, options, etc. for the upcoming fiscal year (presented for approval).

*Proposed resolution:*

*The General Meeting approves binding guidelines for shares, subscription rights, options, etc. for the coming financial year.*

*The General Meeting conducted an advisory vote for guidelines for salaries and other remuneration to senior executives for the coming financial year.*

#### **Item 8 Amendments to the Articles of Association**

It is proposed that the arrangement for election of two deputies to the Audit Committee, cf. Article § 6-1, 1 first paragraph of the Articles of Association be amended to the election of up to two deputies.

*On this basis, the Board proposes that the General Meeting adopts the following resolution:*

*New Article 6-1, 1 first paragraph shall read as follows:*

*"The Audit Committee shall be composed of three to five members and up to two deputies."*

**Item 9                    Election of one member and one deputy member to the Audit Committee**

The Nomination Committee, made up of Trygve Jacobsen, Einar Risa, Hilde Lekven, Helge Baastad and Gro Barka unanimously recommend the re-election of the following member of the Audit Committee for a period of 2 years through to the annual general meeting in 2014:

Egil Fjogstad     (re-election)

and the re-election of the following deputy member for a period of 2 years through to the annual general meeting in 2014:

Sølvi Lysen Nordtveit (re-election)

The recommendation is justified by the desire for continuity. The current Audit Committee was elected at the Supervisory Board's meeting 23.11.11 and took up its duties on 1.1.12 in connection with the conversion to a public limited company (ASA).

*Proposed resolution:*

*The General Meeting endorses the Nomination Committee's recommendation for the election of one member and one deputy member to the Audit Committee for a period of 2 years through to the annual general meeting in 2014.*

**Item 10                   Election of 11 members and five deputy members of the Supervisory Board**

The Nomination Committee, made up of Trygve Jacobsen, Einar Risa, Hilde Lekven, Helge Baastad and Gro Barka unanimously recommend the election of the following 11 members to the Supervisory Board for a period of 2 years through to the annual general meeting in 2014:

Einar Risa, Sparebankstiftelsen SR-Bank, Stavanger (re-election)

Jørgen Ringdal, Gjensidige Forsikring ASA, Oslo (re-election)

Leif Inge Slethei, Sola (re-election)

Hanne Eik, Stavanger (re-election)

Leif S. Fisketjøn, Egersund (re-election)

Liv Gøril Johannessen, Karmøy (re-election)

Jan-Atle Toft, Lyngdal (re-election)

Arvid Langeland, Jørpeland (re-election)

Egil Fjogstad, Solvang Shipping, Stavanger (re-election)

Mélanie Tone Steensland Brun, Clipper AS, Oslo (re-election)

Terje Vareberg, Stavanger (re-election)

and the election of the following five deputy members to the Supervisory Board for a period of 2 years through to the annual general meeting in 2014:

Mari Rege, Sparebankstiftelsen SR-Bank, Stavanger (re-election)  
Synnøve Solbakken, SpareBank 1 Stiftinga Kvinnherad, Husnes (re-election)  
Staale Grude Haaland, Kverneland (re-election)  
Einar K. Ask, Rennesøy (re-election)  
Grethe Strøm, Stavanger (re-election)

The recommendation is justified by the desire for continuity. The current Supervisory Board was elected at the Supervisory Board's meeting 23.11.11 and took up its duties on 1.1.12 in connection with the conversion to a public limited company (ASA).

*Proposed resolution:*

*The General Meeting endorses the Nomination Committee's recommendation for the election of 11 members and five deputy member to the Supervisory Board for a period of 2 years through to the annual general meeting in 2014.*

**Item 11                      Election of two members to the Nomination Committee that will arrange elections to the Audit Committee and Supervisory Board at the next Annual General Meeting.**

The Nomination Committee, made up of Trygve Jacobsen, Einar Risa, Hilde Lekven, Helge Baastad and Gro Barka unanimously recommend the election of the following two members to the Nomination Committee for a period of 2 years through to the annual general meeting in 2014:

Hilde Lekven, Bergen (re-election)  
Helge Baastad, Oslo (re-election)

The recommendation is justified by the desire for continuity. The current Nomination Committee was elected at the Supervisory Board's meeting 23.11.11 and took up its duties on 1.1.12 in connection with the conversion to a public limited company (ASA).

*Proposed resolution:*

*The General Meeting endorses the Nomination Committee's recommendation for the election of two members to the Nomination Committee for a period of 2 years until the annual general meeting in 2014.*

**Item 12                      Authorisation to acquire own shares and to take a lien on own shares**

Public limited companies may only buy back or have lien on shares issued by the Company under the authority of the general meeting, cf. Sections 9-4 and 9-5 of the Public Limited Companies Act. In connection with the new remuneration scheme, variable remuneration to employees shall be paid by half in cash and half in shares issued by SpareBank 1 SR-Bank ASA. In this connection, the company must acquire its own shares. The company also has the possibility of registering a charge on customers' VPS accounts as collateral for loans. As such VPS accounts can hold shares issued by SpareBank 1 SR-Bank ASA, it may be necessary, under such circumstances, to establish a charge on own shares. The Board is authorised to acquire and to have a

lien charge on own shares today, but this authorisation will expire on 1 June 2012. The Board proposes that the General Meeting adopts the following resolution

- The Board is authorised to acquire and establish security in its own shares for a total nominal value of NOK 490 000 000.00 within the limits specified in legislation and regulations.
- All previous authorisations to acquire and establish security in its own shares are revoked.
- The aggregate holdings of shares that the bank owns and/or have a charge on may not exceed 10% of the bank's share capital.
- The minimum amount payable for the shares is NOK 1, - and the highest amount is NOK 150, -. This limitation also applies to consensual charges so that the claim secured must be within these amounts.
- Acquisition of shares shall be arranged in the securities market over Oslo Stock Exchange and disposal shall be by way of sales in the same market, or as direct sales to employees in accordance with legislation and regulations. Acquired shares may also be used for the allocation of bonuses to employees.
- If own shares are sold, the authorisation includes also the purchase of new shares to replace those sold as long as the total holding of shares does not exceed NOK 490 000 000, -.
- This authorisation is valid for a period of 18 months from the date of the General Meeting's resolution.

### **Item 13**

#### **Authorisation to issue hybrid bonds and subordinated loans**

The Board has previously been authorised to issue hybrid bonds and subordinated loans. Such an authorisation is used in connection with the refinancing of liabilities and/or to strengthen the bank's capital adequacy if market or regulatory requirements necessitate this. Issuance of hybrid bonds and subordinated loans does not involve any accretion or dilution for the owners. Such authority was last used in connection with the issuance of hybrid bonds and subordinated debt in the autumn of 2011. The Board proposes that the General Meeting adopts the following resolution:

The General Meeting authorises the Board to raise hybrid capital and subordinated loan capital, together or separately, distributed as follows:

Hybrid bonds: NOK 2,000,000,000 or the equivalent in another currency

Perpetual subordinated loans: NOK 2,000,000,000 or the equivalent in another currency.

Subordinated loans with maturity: NOK 2,000,000,000 or the equivalent in another currency.

Any issuance of hybrid securities under this authority, calls for the hybrid bonds to be approved by the FSA as core capital.

Any issuance of subordinated debt under this authority, calls for subordinated loan capital to be approved by the FSA subordinated debt.

All previous authorities for the Board of Directors to issue hybrid bonds and subordinated debt are revoked.

This authorisation is valid for a period of 18 months from the date of the General Meeting's resolution.

**Item 14      Approval of the proposed Board instructions and instructions to the Chief Executive Officer.**

The instructions to the Board of Directors and the C.E.O.'s instructions are available at [www.sr-bank.no/Investor Relations](http://www.sr-bank.no/Investor%20Relations). The Supervisory Board, at its meeting held on 7 March 2012, approved the instructions.

*Proposed resolution:*

*The General Meeting has reviewed the Board of Directors' instructions and the Chief Executive Officer's instructions and approves these.*



## Alphabetical presentation of candidates for election

**Ask, Einar K.**, born 1963, Rennesøy, Senior Manager, Dovre Group AS

**Baastad, Helge Leiro**, born 1960. Baastad is a business administration graduate from the Norwegian School of Economics (NHH) and CEO of Gjensidige Forsikring ASA.

**Bruun, Mélanie Tone Steensland**, born 1979, Oslo, Board member and shareholder, Steensland Group

**Eik, Hanne**, born 1953, Stavanger. Eik is a business administration graduate from the Norwegian School of Economics (NHH) and an adviser in Stavanger Municipality's Plan and development section.

**Fisketjøn, Leif S.**, born 1955, Egersund, Regional Director, Norgesgruppen Rogaland

**Fjogstad, Egil**, born 1969, Stavanger. Fjogstad is a business administration graduate and CFO of Solvang Shipping AS.

**Haaland, Staale Grude**, born 1963, Bryne, Insurance Broker, Waco forsikringsmegling AS

**Johannesen, Liv Gøril**, born 1964, Karmøy, Managing Director of Hedersplassen AS and Hedersplassen Eiendom AS

**Lekven, Hilde** born 1966, Nestun. Lekven is Regional Director, Adecco Norge AS. She has an MBA in strategic management from NHH.

**Langeland, Arvid**, born 1969, Jørpeland, Managing Director of Langeland Modell AS

**Nordtveit, Sølvi Lysen**, born 1964, Nedre Vats, agronomist and authorised accountant Tveit Regnskap, Skjold.

**Slethei, Leif Inge**, born 1952, Røyneberg, Managing Director of Leif Inge Slethei AS

**Solbakken, Synnøve** born 1957, Valen, Mayor of Kvinnherad

**Strøm, Grethe**, born 1958, Stavanger, Economist /investor

**Rege, Mari**, born 1974, Professor of Economics, University of Stavanger.

**Ringdal, Jørgen**, born, 1960, Oslo, Executive Vice President, Gjensidige Forsikring ASA

**Risa, Einar**, born 1950, Resource Manager, Bergen Group Rosenberg, Stavanger.

**Toft, Jan-Atle**, born 1960, Lyngdal, Employee's Representative, Alcoa Lista

**Vareberg, Terje**, born 1948, Stavanger, Managing Director, Bergli Rådgivning AS