

To the shareholders of Norwegian Property ASA

## **NOTICE OF ANNUAL GENERAL MEETING**

The Annual General Meeting of Norwegian Property ASA will be held at:

**Hotel Continental**

**Stortingsgaten 24/26, Oslo, Norway**

**Thursday 10 April 2014 at 11.00 hours (CET)**

The Board of Directors has appointed the Chairman of the Board of Directors Nils K. Selte, or whoever he appoints, to open the General Meeting.

The Board of Directors proposes the following agenda:

- 1. Election of a person to chair the Meeting**
- 2. Approval of the notice and the agenda**
- 3. Election of a person to co-sign the Minutes**
- 4. Approval of the annual accounts and the annual report for Norwegian Property ASA for the financial year 2013**

The annual accounts and the annual report for Norwegian Property ASA for the financial year 2013, together with the auditor's report, are made available on the company's website [www.norwegianproperty.no](http://www.norwegianproperty.no), cf the last paragraph of Section 8 of the Articles of Association. The Board of Directors proposes that no dividend is paid for the financial year 2013.

- 5. Election of Board of Directors/Board members**

Reference is made to the Nomination Committee's proposal, which is enclosed to this notice. In accordance with the last paragraph of Section 8 of the Articles of Association, the Nomination Committee's proposal is also available on the company's website [www.norwegianproperty.no](http://www.norwegianproperty.no).

- 6. Election of Nomination Committee/members of the Nomination Committee**

Reference is made to the Nomination Committee's proposal, which is enclosed to this notice. In accordance with the last paragraph of Section 8 of the Articles of Association, the Nomination Committee's proposal is also available on the company's website [www.norwegianproperty.no](http://www.norwegianproperty.no).

- 7. Determination of remuneration of the members of the Board of Directors**

The Nomination Committee proposes the following remuneration to the members of the Board of Directors for the period from the Annual General Meeting 2013 until the Annual General Meeting of 2014:

The Chairman of the Board:	NOK 500,000
The Deputy Chairman of the Board:	NOK 400,000
The other members of the Board:	NOK 275,000

The Nomination Committee's full proposal is attached to this notice. The Nomination Committee's proposal is, pursuant to the last paragraph of Section 8 of the Articles of Association, also available on the company's website [www.norwegianproperty.no](http://www.norwegianproperty.no).

#### **8. Determination of remuneration to the members of the Nomination Committee**

The Nomination Committee proposes the following remuneration to the members of the Nomination Committee for the period from the Annual General Meeting in 2013 and until the Annual General Meeting in 2014:

The Chairman of the Nomination Committee:	NOK 59,000
The other members of the Nomination Committee:	NOK 39,000

The Nomination Committee's proposal is attached to this notice. The Nomination Committee's full proposal is, pursuant to the last paragraph of Section 8 of the Articles of Association, also available on the company's website [www.norwegianproperty.no](http://www.norwegianproperty.no).

#### **9. Approval of the auditor's fee**

It is referred to note 10 in the annual accounts for Norwegian Property ASA for the financial year 2013 which pursuant to the last paragraph of Section 8 of the Articles of Association is made available on the company's website [www.norwegianproperty.no](http://www.norwegianproperty.no).

#### **10. Handling of the Board of Directors' statement regarding the specification of salaries and other remuneration to the management pursuant to Section 6-16a of the Norwegian Public Limited Liability Companies Act**

Pursuant to Section 6-16a of the Norwegian Public Limited Liability Companies Act, the Board of Directors has prepared a statement regarding the specification of salaries and other remuneration to the management. The statement is included as note 19 to the group accounts for Norwegian Property ASA for the financial year 2013, which pursuant to the last paragraph of Section 8 of the Articles of Association is made available on the company's website [www.norwegianproperty.no](http://www.norwegianproperty.no). An advisory vote is to be held at the General Meeting concerning the statement, in contrast to item 2 of the statement regarding the principles for bonus payments which is subject to a binding vote by the General Meeting.

#### **11. Statement on corporate governance pursuant to Section 3-3b of the Norwegian Accounting Act**

Pursuant to Section 5-6 (4) of the Norwegian Public Limited Liability Act, the General Meeting shall consider the statement on corporate governance submitted in accordance with Section 3-3b of the Norwegian Accounting Act. The statement is made available on the company's website [www.norwegianproperty.no](http://www.norwegianproperty.no). At the General Meeting, the Chairman of

the Board of Directors will describe the main contents of the statement. The statement is not subject to the General Meeting's vote.

## **12. Power of attorney for the Board of Directors to increase the share capital**

It is proposed that the Board of Directors is granted a power of attorney to increase the share capital by up to NOK 27,420,000 by subscription of new shares, equivalent to just below 10% of the current share capital. The Board of Directors proposes that the power of attorney also is limited so that the Board of Directors' issuance of shares pursuant to powers of attorney granted in accordance with items 12 and 13 in aggregate does not exceed 10% of the current share capital.

Pursuant to "The Norwegian Code of Practice for Corporate Governance", separate votes should be held for each purpose when a power of attorney to the Board of Directors is intended to cover several purposes.

The grounds for the proposal are that the Board of Directors wishes to be able to issue new shares:

- A. Through private placements against contributions in cash and/or
- B. As settlement in transactions involving real property

In light of the purposes, it is proposed that the Board of Directors may resolve to deviate from the existing shareholders' preferential right to the new shares.

On this background, the Board of Directors proposes that the General Meeting adopts the following resolution:

1. *In accordance with Section 10-14 of the Norwegian Public Limited Liability Companies Act, the Board of Directors is granted a power of attorney to increase the company's share capital by up to NOK 27,420,000.*
2. *The power of attorney is valid until the company's Annual General Meeting in 2015, but no longer than 30 June 2015.*
3. *The preferential right of the existing shareholders to subscribe for the new shares pursuant to Section 10-4 of the Norwegian Public Limited Liability Companies Act may be deviated from.*
4. *The power of attorney does comprise share capital increase against contribution in kind, cf Section 10-2 of the Norwegian Public Limited Liability Companies Act.*
5. *The power of attorney does comprise share capital increase in connection with mergers pursuant to Section 13-5 of the Norwegian Public Limited Liability Companies Act.*
6. *Upon registration with the Norwegian Register of Business Enterprises, the power of attorney will replace the power of attorney granted the Board of Directors at the*

*Annual General Meeting held 11 April 2013 regarding issue of new shares or convertible loan.*

- 7. The Board of Directors' aggregate use of powers of attorney granted by the Annual General Meeting to issue new shares shall not exceed 10% of the share capital.*

### **13. Power of attorney for the Board of Directors to raise a convertible loan**

It is proposed that the Board of Directors is granted a power of attorney to raise a convertible loan of NOK 750,000,000 in total. The reason for such power of attorney is to enable the Board of Directors to issue new shares in combination with new debt in order to, *inter alia*, optimize the funding structure of Norwegian Property ASA.

The Board of Directors proposes that the power of attorney is limited, partly so that the company's share capital only can be increased by an amount just below 10% of the current share capital, and partly so that the Board of Directors' issuance of shares pursuant to powers of attorney granted in accordance with items 12 and 13 in aggregate does not exceed 10% of the current share capital.

It is proposed that the Board of Directors may resolve to deviate from the existing shareholders' preferential right to subscribe for the loan pursuant to Section 11-4, cf Sections 10-4 and 10-5, of the Norwegian Private Limited Liability Companies Act. The reason for this proposal is, *inter alia*, that the power of attorney may be used in connection with private placements.

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

- 1. In accordance with Section 11-8 of the Norwegian Public Limited Liability Companies Act, the Board of Directors is granted a power of attorney to raise a loan of up to NOK 750,000,000 with the right to require shares to be issued.*
- 2. If the power of attorney is used, the company's share capital may be increased by up to NOK 27,420,000.*
- 3. The power of attorney is valid until the company's Annual General Meeting in 2015, but no longer than 30 June 2015.*
- 4. The preferential right of the existing shareholders to subscribe for the loan pursuant to Section 11-4, cf Sections 10-4 and 10-5, of the Norwegian Public Limited Liability Companies Act may be deviated from.*
- 5. The subscription price and other subscription conditions shall be determined by the Board of Directors. The Board of Directors' use of powers of attorney granted by the Annual General Meeting to issue new shares shall not exceed 10% of the share capital.*

#### **14. Power of attorney for the Board of Directors to purchase own shares**

It is proposed that the Board of Directors is granted a power of attorney to purchase own shares with a total nominal value of up to NOK 27,420,000, which is equivalent to just below 10% of the current share capital.

The reason for the proposal is to enable the Board of Directors to utilize the mechanisms that the Norwegian Public Limited Liability Companies Act gives access to, in situations where this is considered as attractive for the shareholder community, including in connection with a potential share program for employees.

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

1. *In accordance with Section 9-4 of the Norwegian Public Limited Liability Companies Act, the Board of Directors is granted a power of attorney to, on behalf of the company, purchase own shares with a total nominal value of up to NOK 27,420,000, which is equivalent to just below 10% of the current share capital.*
2. *The maximum amount which can be paid for each share is NOK 50 and the minimum NOK 1.*
3. *Acquisition and sale of own shares may take place in any way the Board of Directors may find appropriate, however not by subscription of own shares.*
4. *The power of attorney is valid until the company's Annual General Meeting in 2015, but no longer than 30 June 2015.*

\* \* \*

Pursuant to Section 8 of the company's Articles of Association, the Board of Directors has decided that the shareholders wishing to attend the General Meeting (in person or by proxy) must give notice to the company of this by sending the enclosed registration form (also available on the company's website as set out below) to the company, attn.: the company's securities account manager, Nordea Bank Norge ASA, Verdipapirservice, at the following address: Norwegian Property ASA c/o Nordea Bank Norge ASA, Verdipapirservice, P.O. Box 1166 Sentrum, N-0107 Oslo, Norway, facsimile: +47 22 48 63 49. The notice of attendance must have been received no later than 8 April 2014 at 17.00 hours (CET). Within the same deadline, notice of attendance may be made through [www.norwegianproperty.no](http://www.norwegianproperty.no). Shareholders who do not provide notices of attendance, or do not meet the deadline stated above, may be denied entrance to the General Meeting and will not be able to vote for their shares.

Shareholders that are prevented from attending may be represented by proxy. The proxy form, including detailed instructions for the use of the form, is enclosed to this notice (also available on the company's website as set out below). If desirable, proxy may be given to the Chairman of the Board of Directors, Nils K. Selte. Completed proxy forms may either be sent to the company, attn.: the company's securities account manager, Nordea Bank Norge ASA, Verdipapirservice, by mail or facsimile within 8 April 2014 at 17.00 hours (CET) or submitted at the General Meeting. Address: Norwegian Property ASA c/o Nordea Bank Norge ASA, Verdipapirservice, P.O. Box 1166 Sentrum, N-0107 Oslo, Norway, facsimile: +47 22 48 63 49.

Norwegian Property ASA is a public limited liability company subject to the rules of the Norwegian Public Limited Liability Companies Act. As of the date of this notice, the company has issued 548,446,832 shares, each of which represents one vote. The shares have equal rights also in all other respects. Norwegian Property ASA owns at the same time 21,236 shares.

A shareholder has the right to put forward proposals for resolutions in matters on the agenda and to require that the members of the Board of Directors and the Chief Executive Officer at the General Meeting give available information regarding matters which may influence the assessment of (i) the approval of the annual accounts and the annual report, (ii) matters which are submitted to the shareholders for decision, and (iii) the company's financial position, including operations in other companies the company participates in, and other matters which are to be resolved by the General Meeting, unless the requested information cannot be given without disproportionate damage for the company.

This notice, other documents regarding matters to be discussed in the General Meeting, including the documents to which this notice refers, the proposed resolutions for matters on the proposed agenda, as well as the company's Articles of Association, are available on the company's website [www.norwegianproperty.no](http://www.norwegianproperty.no). Shareholders may contact the company by mail, facsimile, e-mail or telephone in order to request the documents in question on paper. Address: Norwegian Property ASA, P.O. Box 1657 Vika, N-0120 Oslo, Norway, facsimile: +47 22 83 40 21, email: [info@norwegianproperty.no](mailto:info@norwegianproperty.no), telephone: +47 22 83 40 20.

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Oslo, 19 March 2014

For the Board of Directors of Norwegian Property ASA

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sign.

Nils K. Selte

Chairman of the Board of Directors

**Appendices:**

Form for registration and proxy to the General Meeting is enclosed. Form for registration and proxy is also available on the company's website [www.norwegianproperty.no](http://www.norwegianproperty.no)

The proposal from the Nomination Committee is enclosed. The proposal from the Nomination Committee is also available on the company's website [www.norwegianproperty.no](http://www.norwegianproperty.no)

The annual accounts, the annual report and the auditor's report for the financial year 2013 are available on the company's website [www.norwegianproperty.no](http://www.norwegianproperty.no).

## REGISTRATION FORM

	<b>REF. NO:</b>	<b>PIN:</b>
<p><b>THE ANNUAL GENERAL MEETING OF NORWEGIAN PROPERTY ASA WILL BE HELD ON 10 APRIL 2014 AT 11:00 HOURS (CET) AT HOTEL CONTINENTAL, STORTINGSGATEN 24/26, OSLO, NORWAY</b></p>		

The notice of attendance must be received by the company's securities account manager Nordea Bank Norge ASA, Verdipapirservice, no later than 8 April 2014 at 17.00 hours (CET). Address: Norwegian Property ASA c/o Nordea Bank Norge ASA, Verdipapirservice, P.O.Box 1166 Sentrum, N-0107 Oslo, Norway, facsimile: +47 22 48 63 49. Within the same deadline, notice of attendance may be made through the company's website **www.norwegianproperty.no**.

The undersigned will attend the Annual General Meeting of Norwegian Property ASA on 10 April 2014 and (please check):

<input type="checkbox"/>	Vote for my/our shares
<input type="checkbox"/>	Vote for shares pursuant to the enclosed proxy(ies)

<b>REF.NO:</b>	
	<b>Place / date</b>
<b>PIN:</b>	
	<b>Shareholder's signature</b>

### PROXY

If you are not able to attend the Annual General Meeting on 10 April 2014 at 11.00 hours (CET), you may be represented by way of proxy. Please use this proxy form. A written and dated proxy may either be returned to the company by mail or facsimile no later than 8 April 2014 at 17.00 hours (CET) (Address: Norwegian Property ASA c/o Nordea Bank Norge ASA, Verdipapirservice, Postboks 1166 Sentrum, 0107 Oslo, Norway, facsimile +47 22 48 63 49) or be submitted at the General Meeting.

The undersigned shareholder hereby grants (please check):

The Chairman of the Board of Directors Nils K. Selte, or the person he appoints, **or** \_\_\_\_\_  
*Name of proxy (please use capital letters)*

proxy to meet and vote for my/our shares at the Annual General Meeting of Norwegian Property ASA on 10 April 2014 at 11.00 hours (CET). If the proxy form is submitted without stating the name of the proxy, the proxy will be deemed to have been given to the Chairman of the Board of Directors or the person he authorises.

The votes shall be cast in accordance with the instructions below. Please note that **if the alternatives below are not ticked off, this will be deemed to be an instruction to vote "in favour" of the proposals in the notice.** To the extent there are proposals that are not put forward by the Board of Directors, or proposals are put forward in addition to, or instead of, the proposals in the notice, the proxy determines the voting.

Item:	In favour	Against	Abstention	At Proxy's discretion
2. Approval of the notice and the agenda	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Approval of the annual accounts and the annual report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Election of Board of Directors/Board members In accordance with the Nomination Committee's proposal	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Election of Nomination Committee/members of the Nomination Committee In accordance with the Nomination Committee's proposal	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Determination of remuneration to the members of the Board of Directors In accordance with the Nomination Committee's proposal	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Determination of remuneration to the members of the Nomination Committee In accordance with the Nomination Committee's proposal	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Approval of the auditor's fee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. The Board of Director's statement regarding specification of salaries and other remuneration to the management	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Power of attorney for the Board of Directors to increase the share capital: A. cash	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
B. settlement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. Power of attorney for the Board of Directors to raise a convertible loan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. Power of attorney for the Board of Directors to purchase own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

<b>REF. NO:</b>	
	<b>Place / date</b>
<b>PIN:</b>	
	<b>Shareholder's signature</b>

*If the shareholder is a company, the current version of the certificate of registration must be attached to the proxy.*

## Recommendations from the nomination committee of Norwegian Property ASA

The nomination committee of Norwegian Property ASA comprises:

Marianne E. Johnsen, chair  
Peter Groth, member  
Jan Ole Stangeland, member

The composition of the committee ensures that the interests of the shareholders in general are taken care of. The present members of the committee are independent of the board of directors and the executive management, and neither is represented on the board of directors. The chief executive officer or other members of the executive management do not sit on the committee.

Information on the membership of the committee is also posted on the company's website at [www.norwegianproperty.no](http://www.norwegianproperty.no). Deadlines for submitting proposals to the committee and contact information are also posted on the web site.

The committee has held several meetings since the annual general meeting in 2013. The chair of the board has given the nomination committee a review and evaluation of the directors' work during 2013, and the chief executive officer has given the committee a thorough introduction into the company's business, strategy and organisation. Furthermore, several meetings and dialogue with the company's largest shareholders have taken place. In line with good corporate governance practice, the committee has conducted a thorough assessment of the board's work, competence and experience, and also assessed the need for changes in the composition of the board and the nomination committee. In relation to this assessment, the nomination committee has conducted a written board evaluation with the board members. During its work, the committee has been able to draw on resources in the company, and to seek advice and recommendations from sources outside the company.

In connection with Norwegian Property ASA's annual general meeting on 10 April 2014, the committee would make the following unanimous recommendations:

### **1. Board of directors**

Pursuant to the company's articles of association, the board will comprise three to nine members. The present board of Norwegian Property ASA comprises chair Nils Selte, deputy chair Synne Syrrist, and directors Gry Mølleskog, Jon Erik Brøndmo and Gunnar Bøyum.

The board of directors was elected at the annual general meeting in 2012 for a two-year term, and all of the directors are up for election this year.

The nomination committee has in its evaluation work considered different alternatives and replacements to the current board, but has also emphasized the actual composition and the need for continuity on the board. The committee concludes that the current board works well and that the composition of inter alia competence and experience with the board members is sensible and complementary. Given the current phase of the company with inter alia the implementation and completion of large development projects, the nomination committee's priority criteria for the year to come is continuity. The nomination committee's recommendation is that all five board members are re-elected to the board for a period of one year. The board members Nils Selte, Synne Syrrist and Gry Mølleskog were elected to the board in December 2008, while the board members Jon Erik



Brøndmo and Gunnar Bøyum were elected in 2010 and 2012, respectively. Furthermore, the nomination committee recommends that board member Jon Erik Brøndmo takes over the position as chair following Nils Selte, and that Synne Syrrist continues as deputy chair. Reference is made to the annual report for further information on all the board members who are being recommended for re-election.

## **2. Nomination committee**

The nomination committee comprises Marianne E. Johnsen, chair, and Peter Groth and Jan Ole Stangeland, members. Pursuant to the company's articles of association, the committee shall comprise two to three members.

The committee was elected at the annual general meeting in 2013 for a two-year term. None of its members are up for election this year, nor have any of the members given notice that they would like to withdraw from the nomination committee.

## **3. Remuneration of the board of directors**

The directors had a normal workload in 2013. The nomination committee has conducted a review of directors' fees, and proposes the following remuneration for the directors of the board of the company:

Chair:	NOK 500,000
Deputy chair:	NOK 400,000
Directors:	NOK 275,000

The proposed remuneration for directors reflects the board's responsibility, expertise and commitment of time as well as the complexity of the company's operations. Remuneration for the chair and deputy chair is set higher than for the other directors because of the additional responsibilities and obligations inherent in these roles.

## **4. Remuneration of the nomination committee**

The following remuneration for nomination committee is proposed:

Chair:	NOK 50,000
Member:	NOK 30,000

The work load for the nomination committee in 2013 has been extraordinary. There have been held a number of additional meetings beyond what should be considered to be reflective of a normal year. It is therefore proposed to increase the remuneration for each member with NOK 3 000 per additional meeting for 3 meetings each, making the total recommended remuneration the following:

Chair:	NOK 59,000
Member:	NOK 39,000

The proposed increase in the remuneration to the nomination committee is based on the extent of the work, commitment of time and the remuneration in other nomination committees in other companies similar to Norwegian Property ASA.

Oslo, 14 March 2014

Norwegian Property ASA  
On behalf of the nomination committee

Sign.

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Marianne E. Johnsen