

SpareBank 1 SR-Bank ASA – Invitation to Annual General Meeting, Thursday, 20 April at 18:00 in Stavanger.

The shareholders of SpareBank 1 SR-Bank ASA are hereby invited to attend the annual general meeting on Thursday, 20 April at 18:00 in SpareBank 1 SR-Bank's premises in Bjergsted Terrasse 1, Stavanger. The general meeting will be opened by the chair of the board, cf. section 5-12, first paragraph, of the Public Limited Liability Companies Act.

The agenda will be as follows:

- Item 1** **The chair of the board opens the general meeting.**
- Item 2** **Approval of the notice and agenda.**
- Item 3** **Election of one person to sign the general meeting minutes together with the chair of the meeting.**
- Item 4** **Approval of the annual accounts and annual report for 2016, including distribution of profit/loss for the year**
- Item 5** **Corporate governance in SpareBank 1 SR-Bank**
- Item 6** **Approval of the auditor's fees.**
- Item 7** **Declaration from the board of directors concerning the remuneration of executive personnel.**
- Item 8** **Elections to the board.**
- Item 9** **Approval of the remuneration rates.**
- Item 10** **Authority to acquire the bank's own shares, and use the bank's shares as security for borrowing.**
- Item 11** **Authorisation to issue hybrid tier 1 securities and subordinated loans.**

Registration

Intention to attend the general meeting, whether in person or by proxy, must be registered by Tuesday, 18 April 2017 at 16:00.

You can register electronically via VPS Client Services or on the company's website. www.sr-bank.no. Registration can also be completed by submitting the enclosed form to:

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

or fax +47 51 52 45 35 or verdipapirservice@sr-bank.no.

Shareholders unable to attend in person may choose to use a proxy. The form for authorising a proxy and instructions for the form have been distributed to the shareholders. The proxy authorisations can be submitted by the deadline in the ways detailed above.

If shares are registered in VPS in the name of a manager, cf. section 4-10 of the Public Limited Liability Companies Act, and the beneficial shareholder wishes to cast a vote for his/her shares, the beneficial shareholder must transfer the shares to a separate VPS account in the beneficial shareholder's name prior to the annual general meeting.

If the owner in this manner can prove that he/she has a genuine ownership interest in the company, he/she may request voting rights. Decisions on voting rights and proxies will be made by the person opening the meeting.

Sparebank 1 SR-Bank ASA is a limited liability company subject to the Public Limited Liability Companies Act. 255,751,082 shares have been issued in the company. Each share represents one vote in the general meeting; all shares carry identical rights. As at the date of this invitation, the company holds 308,983 treasury shares with no voting rights. The number of shares with voting rights is thus 255,442,099.

The following documents for the annual general meeting are available from the company's website, sr.bank.no/generalforsamling:

- 2016 Annual Report
- Information about matters the meeting will consider
- Registration form and form for authorising a proxy for the general meeting (also enclosed with this notice)

Shareholders wishing to receive the annual report in the post must submit their full name and address to:

Email: administrasjon@sr-bank.no

Tel. no.: +47 51 50 95 51

For other enquiries please call: +47 915 25 722.

Please note that for technical reasons, voting forms must be collected by 18:00 in the meeting venue.

Stavanger, 30 March 2017

Dag Mejdell
Chair of the Board

INFORMATION ON ITEMS TO BE CONSIDERED

Item 4 Approval of the annual accounts and annual report for 2016, including distribution of profit/loss for the year.

Pursuant to section 5-6 of the Public Limited Liability Companies Act and article 4-3 of the articles of association, the general meeting must approve the annual financial statements and annual accounts, including distribution of the dividend. The board considered the annual financial statements and annual report for 2016 in a board meeting on 8 March 2017 and presents these to the general meeting for their resolution. Please also refer to the annual report for 2016.

Resolution proposal:

The general meeting approves the Board's proposal for the annual financial statements and annual report for 2016, along with its proposal for distribution of profits, including payment of a dividend of NOK 2.25 per share to owners of shares as of 20 April 2017, with payment on 28 April 2017. The shares in SpareBank 1 SR-Bank ASA will be listed as ex-dividend on 21 April 2017.

Item 5 Corporate governance in SpareBank 1 SR-Bank.

Pursuant to section 5-6 of the Public Limited Liability Companies Act, the general meeting shall consider the company's corporate governance statement that is prepared pursuant to section 3-3b of the Accounting Act. The executive management team and board of directors of SpareBank 1 SR-Bank annually review the corporate governance principles and how they are functioning in the group. The annual report's chapter on corporate governance (page 36) describes SpareBank 1 SR-Bank's principles and practices in relation to section 3-3b of the Accounting Act and the Norwegian Code of Practice for Corporate Governance.

Resolution proposal:

The general meeting noted the information provided in the statement on corporate governance principles and practices in SpareBank 1 SR-Bank.

Item 6 Approval of the auditor's fees.

Pursuant to section 7-1, second paragraph, of the Public Limited Liability Companies Act the auditor's fees must be approved by the general meeting. The board's audit committee has reviewed the fee and given its recommendation to the board. At a board meeting on 8 March 2017 the board decided to present the following proposal: "The board proposes that the general meeting approves the auditor's fees for the audit of SpareBank 1 SR-Bank ASA of NOK 1.824 million for 2016."

Resolution proposal:

The general meeting approves the auditor's fees for 2016.

Item 7 Declaration from the board of directors concerning the remuneration of executive personnel.

Pursuant to section 6-16a of the Public Limited Liability Companies Act, the board must prepare a special declaration concerning remuneration of senior employees. Pursuant to section 5-6, third paragraph, of Public Limited Liability Companies Act, the declaration must be presented to the

general meeting. The contents of the declaration are included in note 22 of SpareBank 1 SR-Banks ASA's 2016 financial statements. The board's declaration, cf. note 22 of the financial statements, is based on earlier guidelines. The guidelines have two parts;

1. Guidelines for the coming fiscal year (presented for advisory vote)
2. Binding guidelines for shares, subscription rights, options, etc. for the coming fiscal year (presented for approval).

Resolution proposal:

The general meeting approves binding guidelines for shares, subscription rights, options etc., for the next fiscal year.

The general meeting held a referendum on guidelines for pay and other benefits for senior employees for the next fiscal year.

Item 8 Elections to the board

The general meeting shall, pursuant to section 6-3 of the Public Limited Liability Companies Act and article 3-1 of the articles of association, elect the board's members. The election shall take place based on the recommendations of the nomination committee, which has consisted of Per Sekse (chair), Kirsti Tønnessen, Helge Leiro Baastad, Kristian Eidesvik, and Tom Tvedt.

The general meeting of SpareBank 1 SR-Bank ASA adopted instructions for the nomination committee in 2016.

The committee's primary duty is to contribute to the election of competent and committed officers of the company who are able to challenge and inspire the bank's operational management within the company's business areas. The instructions are available from the bank's website. The nomination committee has performed its work in accordance with its instructions.

The nomination committee has reviewed the board's self-assessment and has met the chair of the board, three board members, and the chief executive. The committee may also draw on the bank's resources and obtain advice and recommendations from sources and advisers outside the company. The board shall consist of six shareholder-elected members, three of each gender.

The nomination committee has spoken with many candidates with the goal of ensuring that the bank has a highly competent and broadly composed board, with committed members who have the necessary capacity to perform their duties in the best interests of the bank. Questions concerning the selection criteria that should be reflected in the overall composition of the board have been discussed in several meetings.

Based on this, Therese Log Bergjord and Jan Skogseth are recommended as new board members. Therese Log Bergjord is recommended for a term of up to 1 year in order to ensure that an equal number of board members are up for election each year. Jan Skogseth is recommended for a term of up to 2 years. The nomination committee recommends that Kate Henriksen and Tor Dahle be re-elected as board members for a term of up to 2 years.

Other shareholder-elected board members are:

Dag Mejdell, chair of the board (with a term until 2018)

Birte C. Lepsøe, board member (with a term until 2018)

Information about new candidates is enclosed. Information about current board members is available from the bank's website.

Resolution proposal:

The general meeting hereby elects Therese Log Bergjord and Jan Skogseth board members of SpareBank 1 SR-Bank ASA. Therese Log Bergjord are elected with a term of up to 1 year and Jan Skogseth with a term of up to 2 years.

The general meeting hereby re-elects Kate Henriksen and Tor Dahle board members of SpareBank 1 SR-Banks ASA with terms of up to 2 years.

Item 9 Approval of the remuneration rates.

Pursuant to article 4-3 of the company's articles of association, the general meeting shall determine the remuneration of the officers of the company. The nomination committee has reviewed and assessed the remuneration rates and compared these with the levels of corresponding remuneration in a broad selection of comparable companies. Based on this, the nomination committee presents the following proposal:

Board's remuneration

The nomination committee wishes to improve the chair of the board's terms and conditions and proposes that the chair's remuneration shall be raised from NOK 425,000 to NOK 525,000 per annum. The remuneration of other board members shall be adjusted from NOK 225,000 to NOK 230,000 per annum.

Remuneration committee

The nomination committee proposes raising the remuneration of the remuneration committee's chair from NOK 10,000 per annum and NOK 5,500 per meeting to NOK 35,000 per annum. The remuneration of other members shall be adjusted from NOK 5,500 per meeting to NOK 25,000 per annum.

Risk committee

The nomination committee proposes raising the remuneration of the risk committee's chair from NOK 50,000 per annum to NOK 60,000 per annum.
The remuneration of other members shall be adjusted from NOK 35,000 per annum to NOK 40,000 per annum.

Audit committee

The nomination committee proposes keeping the rates unchanged. The rates are currently: chair NOK 50,000 per annum and other members NOK 35,000 per annum.

Nomination committee

The nomination committee proposes raising the remuneration of the nomination committee's chair from NOK 35,000 per annum to NOK 45,000 per annum and NOK 3,500 per meeting. The remuneration of other members shall remain unchanged at NOK 3,500 per meeting.

Resolution proposal:

The general meeting approves the nomination committee's proposal concerning remuneration rates for the board and the nomination committee.

Item 10 Authority to acquire the bank's own shares, and use the bank's shares as security for borrowing.

Public limited companies may only buy back or charge on shares issued by the company under the authority of the annual general meeting, cf. section 9-4 and 9-5 of the Public Limited Liability Companies Act. According to the group's remuneration scheme, variable remuneration to employees is paid half in cash and half in shares issued by SpareBank 1 SR-Bank ASA. In connection with this, the company must acquire its own shares. The company also has the opportunity to charge on customers' VPS accounts as collateral for loans. As such VPS accounts may include shares in SpareBank 1 SR-Bank ASA, it may in such cases be appropriate to charge own shares. The board is currently authorised to acquire and charge own shares, and this is an extension of the existing authorisation.

The board proposes that the general meeting adopts the following resolution:

- *The board is authorised to acquire the bank's own shares, and to pledge them as security for borrowing, to a total value of NOK 490,000,000 within the limits laid down by the law and regulations.*
- *All previous authorities granted to the board to acquire the bank's shares or pledge them as security for borrowing were rescinded.*
- *The total holding of shares the bank owns and/or has pledged by agreement cannot exceed 10% of the bank's share capital.*
- *The minimum amount which can be paid for the shares is NOK 1, and the maximum amount is NOK 150. This framework also applies to shares pledged by agreement, so that the liability pledged must fall within the limit.*
- *The shares shall be acquired on the securities market via the Oslo Stock Exchange, and sales will be made on the same market, possibly as targeted sales to employees within the applicable laws and regulations. Shares acquired shall also be usable for the provision of bonuses to employees. If treasury shares are sold, the authority also extends to the purchase of new shares to replace those sold, as long as the total shareholding of treasury shares does not exceed NOK 490,000,000.*
- *The authority applies for 12 months from adoption by the general meeting.*

Item 11 Authority to issue hybrid tier 1 securities and subordinated notes

The board has previously been authorised to take out hybrid tier 1 securities and subordinated notes. Such authorisation is used in connection with the refinancing of debt and/or to strengthen the bank's capital if market or regulatory requirements should necessitate this. The issuing of hybrid tier 1 securities and subordinated notes does not involve any dilution of the owners.

The board proposes that the general meeting adopts the following resolution:

The general meeting grants the board authorisation to issue hybrid tier 1 securities and raise subordinated loan capital, together or individually, distributed as follows:

Hybrid Tier 1 securities: NOK 3,000,000,000 or the equivalent amount in a foreign currency.

Perpetual subordinated loans: NOK 3,000,000,000 or the equivalent amount in a foreign currency.

Dated subordinated loans: NOK 3,000,000,000 or the equivalent amount in a foreign currency.

All previous authorities given to the board for taking out hybrid tier 1 securities and subordinated loans were withdrawn. The authority applies for 18 months from adoption by the general meeting.

INFORMATION ABOUT CANDIDATES STANDING FOR ELECTION:

Therese Log Bergjord, born 1965

Graduate of the University of Stavanger - finance/economics, marketing and entrepreneurship. Nordic Managing Director of Compass Group. Former Managing Director of ESS Support Services AS, Norwegian and Global Sales Director in Skretting, and CFO and Commercial Director in Pan Fish ASA. Board member of Norsk Olje og Gass. Vice President, Confederation of Norwegian Enterprise (NHO).

Tor Dahle, born 1952

Board member in SpareBank 1 SR-Bank since June 2013. Chair of the risk committee. Graduate of the Norwegian School of Economics (NHH) - business economics. General Manager, Sparebankstiftelsen SR-Bank. Experience from various management positions in SpareBank 1 SR-Bank ASA, including as CFO and latest as managing director of SR-Investering AS up to 2011. Chair of the board of EM Software Partners AS.

Kate Henriksen, born 1960

Board member in SpareBank 1 SR-Bank since June 2015. Member of the risk committee and remuneration committee. Graduate of Norwegian School of Economics (NHH) in business administration and qualifications within information technology/automation from Bergen College of Engineering. COO of Miles Bergen. Former divisional director, retail market, in Sparebanken Vest.

Jan Skogseth, born 1955

Graduate of South Dakota School of Mines & Technology, Master of Science, Mechanical Engineering. 35 years' experience from oil, gas, and renewable industries from early technical design and project management to platform management. President and CEO of Aibel AS from 2008 until 31 December 2016.

Chair of the board of Norsk Industri and board member of Scatec Solar ASA.