

SpareBank 1 SR-Bank ASA – Invitation to Annual General Meeting, Thursday, 19 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, 19 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:

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| 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 2017, 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 | Elections to the nomination committee. |
| Item 10 | Approval of the remuneration rates. |
| Item 11 | Change of Articles of Association. |
| Item 12 | "Drop-down" demerger Bjergsted Terrasse 1, Stavanger. |
| Item 13 | Authority to acquire the bank's own shares, and use the bank's shares as security for borrowing. |
| Item 14 | 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, 17 April 2018 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 Drift Verdipapirtjenester, P.O. Box 250, 4066 Stavanger, Norway or dvt@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. Each shareholder is entitled to attend the general meeting and to vote for the number of shares for which they are registered as the shareholder in VPS on 18 April 2018.

As at the date of this invitation, the company holds 206,757 treasury shares with no voting rights. The number of shares with voting rights is thus 255,544,325.

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

- 2017 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).
- Fisjonsplan med vedlegg – «Drop-down»-fisjon av Bjergsted Terrasse 1, Stavanger.
- Articles of Association.
- Information on the shareholders' right to make decision proposals etc. and right to demand information pursuant to sections 5-11 and 5-15 of the Norwegian Public Limited Liability Companies Act.

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 91 52 57 22/+47 90 65 21 73.

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

Stavanger, 23 March 2018

Dag Mejdell
Chair of the Board

INFORMATION ON ITEMS TO BE CONSIDERED

Item 4 Approval of the annual accounts and annual report for 2017, 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 2017 in a board meeting on 8 March 2018 and presents these to the general meeting for their resolution. Please also refer to the annual report for 2017.

Resolution proposal:

The general meeting approves the Board's proposal for the annual financial statements and annual report for 2017, along with its proposal for distribution of profits, including payment of a dividend of NOK 4.25 per share to owners of shares as of 19 April 2018, with payment on 27 April 2018. The shares in SpareBank 1 SR-Bank ASA will be listed as ex-dividend on 20 April 2018.

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 28) 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 2018 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 2.943 million for 2017."

Resolution proposal:

The general meeting approves the auditor's fees for 2017.

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 2017 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, except for the members elected by the employees. 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 board currently has the following shareholder-elected members:

	(elected until)
Dag Mejdell (Chairman)	(2018)
Birthe Cecilie Lepsøe	(2018)
Therese Log Bergjord	(2018)
Kate Henriksen	(2019)
Tor Dahle	(2019)
Jan Skogseth	(2019)

The nomination committee has reviewed the board's self-assessment and has met with the Chair of the Board and the CEO. The nomination committee works continuously to identify skills and experience that will be able to strengthen the Board as a whole with the aim of ensuring that the bank has a highly competent and broadly composed Board with committed members who have the necessary capacity to perform tasks in the bank's best interest. In 2017 two new board members were elected and it is the opinion of the nomination committee that the current Board works well and that the current composition is appropriate for facing the Group's challenges.

On this basis, it proposes the re-election of Dag Mejdell as chair and Birthe Cecilie Lepsøe and Therese Log Bergjord as board members. A presentation of the Board is enclosed.

Proposal for decision:

The general meeting re-elected Dag Mejdell as chair and Birthe Cecilie Lepsøe and Therese Log Bergjord as board members with a term of up to two years.

Item 9 Election to the nomination committee

The general meeting must, pursuant to section 5-1 of the Articles of Association, elect a chair and members of the nomination committee based on proposals from the nomination committee. There should be a focus on safeguarding the shareholders' interests and reflecting the composition of shareholders when proposing members of the nomination committee. Sparebankstiftelsen SR-Bank must also be represented on the nomination committee. The nomination committee currently has the following composition:

	(elected until)
Per Sekse, chair	(2018)
Helge Baastad	(2018)
Kirsti Tønnessen	(2018)
Tom Tvedt	(2018)
Kristian Eidesvik	(2018)

The nomination committee has evaluated its work and assessed its composition. The committee proposes the re-election of Per Sekse as chair and Kirsti Tønnessen as a member. Gunn-Jane Håland, Torbjørn Gjelstad and Tore Heggheim (representative from Sparebankstiftelsen SR-Bank) are proposed as new members. A presentation of the nomination committee is enclosed.

Proposal for decision:

The general meeting supported the nomination committee's proposal to re-elect Per Sekse as chair and Kirsti Tønnessen as a member. The general meeting supported the nomination committee's proposal to elect Gunn-Jane Håland, Torbjørn Gjelstad and Tore Heggheim as new members of the nomination committee. Everyone is elected for a term of up to two years.

Item 10 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 525,000 to NOK 550,000 per annum. The remuneration of other board members shall be adjusted from NOK 230,000 to NOK 250,000 per annum.

Resolution proposal:

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

Item 11 Amendment to Articles of Association

When employees are to elect two or more board members, the proposal must always include at least one candidate of each gender. Board members elected by employees must also have deputies that will maintain the gender distribution. Pursuant to the applicable Articles of Association, the employees currently only elect one deputy. In order to comply with the regulations, it has been proposed that section 3-1, paragraph 2 of the Articles of Association be changed from

"Two members with one deputy will be elected by and from among the employees." to "Two members with personal deputies will be elected by and from among the employees."

Proposal for decision:

The general meeting approves the proposal to amend the Articles of Association.

Item 12 "Drop-down" demerger of Bjergsted Terrasse 1, Stavanger

SpareBank 1 SR-Bank ASA owns the property Bjergsted Terrasse 1, cadastral no. 59, title no. 914, unit no. 1 in Stavanger Municipality, with the office building on the plot being used as the bank's head office in Stavanger (the "Property"). The Board of SpareBank 1 SR-Bank ASA wishes to transfer the Property to a wholly owned subsidiary of SpareBank 1 SR-Bank to ensure a higher degree of flexibility as regards selling the Property in connection with the bank moving to a new head office as planned during 2019. It is therefore proposed that the Property be transferred to a wholly owned subsidiary by means of a "drop-down" demerger.

Demerger

The Board wishes to transfer the real property where the company currently has its head office to a wholly owned subsidiary. The Board proposes that the property be transferred as stated through a "drop-down demerger". A drop-down demerger means that the property will initially be demerged to an auxiliary company, Bjergsted Eiendom AS, which will then immediately merge with SpareBank 1 SR-Bank AS' wholly owned subsidiary, Bjergsted Terrasse 1 AS, in a group merger with the merger payment issued by SpareBank 1 SR-Bank ASA.

Based on this, the Board has prepared a demerger plan for the demerger of Bjergsted Eiendom AS' real property, and a merger plan for the group fusion between Bjergsted Eiendom AS and Bjergsted Terrasse 1 AS with the merger payment issued by SpareBank 1 SR-Bank ASA immediately afterwards.

The demerger plan and the merger plan will be presented to the general meeting for approval so that the real property can be transferred to the company's wholly owned subsidiary, Bjergsted Terrasse 1 AS, as described.

Capital reduction and change to Articles of Association on demerger

In connection with the demerger of Bjergsted Eiendom AS' real property, the Board proposes that the share capital be distributed in the same way that the company's operations (based on fair values) will be distributed once the demerger has taken place.

Once the demerger has taken place, the share capital in SpareBank 1 SR-Bank ASA will be reduced from NOK 6,393,777,050 by NOK 42,710,431 to NOK 6,351,066,619 by reducing the nominal value of each of the company's 255,751,082 shares from NOK 25 per share by NOK 0.1670000011964770 per share to NOK 24.83299999880350 per share.

Share premiums will also be reduced from NOK 1,586,830,638 by NOK 10,600,029 to NOK 1,576,230,610. Other equity will be reduced from NOK 9,866,693,835 by NOK 29,315 to NOK 9,866,664,520.

The reduction amounts will all be used as cash contributions on the demerger of the acquiring company, with the assets, rights and obligations detailed in the demerger plan being transferred.

With effect from the demerger date, it is proposed that section 4 in the company's Articles of Association be changed to say:

"The company's share capital is NOK 6,351,066,619 distributed across 255,751,082 shares with a nominal value of NOK 24.83299999880350, and is fully paid up".

Capital increase and change to Articles of Association on merger

In connection with the group merger between Bjergsted Terrasse 1 AS and Bjergsted Eiendom AS, it is assumed that the merger payment will be issued by SpareBank 1 SR-Bank ASA. The shareholders of Bjergsted Eiendom AS and SpareBank 1 SR-Bank ASA will still be the same people once the merger has taken place, and they will own all shares in both companies with exactly the same distribution as for Bjergsted Eiendom AS. The payment will therefore be issued in the form of an increase in the nominal value of shares in SpareBank 1 SR-Bank ASA.

The equity in SpareBank 1 SR-Bank ASA will be increased based on the receivables model at the time of the group merger, cf. section 13-2, paragraph 2 of the Norwegian Public Limited Liability Companies Act. This means that all of Bjergsted Eiendom AS' shares, rights and obligations will be transferred to Bjergsted Terrasse 1 AS. Bjergsted Terrasse 1 AS will issue a receivable amounting to NOK 48,861,416 to SpareBank 1 SR-Bank. The nominal value of the receivable will be equal to the recognised values of the operations that Bjergsted Terrasse 1 AS will receive from Bjergsted Eiendom AS. A deferred tax asset of NOK 4,478,359 will be linked to the receivable. The value of the receivable and the deferred tax asset will be used as the basis for the capital increase in SpareBank 1 SR-Bank ASA. Based on this, the Board proposes the following capital increase:

- a) The share capital will be increased from NOK 6,351,066,619 by NOK 42,710,431 to NOK 6,393,777,050 by increasing the nominal value of the shares from NOK 24.83299999880350 per share by NOK 0.1670000011964770 per share to NOK 25 per share.
- b) In addition to the share capital increase, the share premium will be increased by NOK 10,600,029 and other equity by NOK 29,315 so that the equity amount that the company receives is NOK 53,339,775, equivalent to an issue price of NOK 0.208561287728980 per share.
- c) The increase in the nominal value of the shares will apply to all shareholders of SpareBank 1 SR-Bank ASA.
- d) The increase in the nominal value of the shares will come into effect once all of the companies' general meetings have approved the merger plan.
- e) The share contribution will be settled once the merger has taken place.
- f) The share contribution will be settled pursuant to the receivables model in the form of the company receiving a receivable from the acquiring company as part of the merger, Bjergsted Terrasse 1 AS. The receivable with a nominal value of NOK 48,861,416 with associated deferred tax asset of NOK 4,478,359 (total NOK 53,339,775) is equal to the equity contribution in the company issuing the payment.
- g) The issue costs, estimated at NOK 30,000, will be covered by the equity contribution.
- h) The capital increase will give rights after the merger has taken place.

It is proposed that, following the capital increase once the merger has taken place, section 2-1 of the Articles of Association of SpareBank 1 SR-Bank ASA be changed to say:

"The company's share capital is NOK 6,393,777,050 distributed across 255,751,082 shares with a nominal value of NOK 25, and is fully paid up".

The demerger plan with appendices is available on the company's website.

Item 13 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 14 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.

BOARD OF SPAREBANK 1 SR-BANK ASA

Dag Mejdell (1957) was the CEO of Posten Norge AS from 2006 until 2016. He is a former President and CEO of Dyno Nobel ASA and Dyno AS. Mejdell trained as a business economist at the Norwegian School of Economics in Bergen. Chair of the Board of SpareBank 1 SR-Bank ASA since June 2016. Chair of the Boards of Norsk Hydro ASA, NSB AS, International Post Corporation CV, Telecomputing Finco AS. Deputy chair of the Board of SAS AB.

Birthe Cecilie Lepsøe (1971) is a partner in Vest Corporate Advisors. She was previously the finance manager in Grieg Shipping Group, Bergen, and also has many years of experience from DnB's shipping division. Lepsøe trained as a business economist BI Norwegian Business School. Board member of SpareBank 1 SR-Bank ASA since June 2008. Board member of Smedvig Eiendom AS, Smedvig Capital AS, Smedvig AS and Inventura Group AS.

Kate Henriksen (1960) is the CEO of Miles Bergen AS. She was formerly the divisional director, retail market, at Sparebanken Vest. Henriksen studied Business Administration at the Norwegian School of Economics and Business Administration. She has also studied information technology and automation at Bergen College of Engineering. Board member of SpareBank 1 SR-Bank ASA since June 2015.

Tor Dahle (1952) is the general manager at Sparebankstiftelsen SR-Bank. He has experience from various management positions at SpareBank 1 SR-Bank ASA, including as CFO and more recently as Managing Director at SR-Investering AS. Dahle trained as a business economist at the Norwegian School of Economics. Board member of SpareBank 1 SR-Bank ASA since June 2013. Chair of the Board of EM Software Partners AS and board member for the Norwegian Savings Banks Association.

Jan Skogseth (1955) was the CEO of Aibel AS from 2008 until 31 December 2016. He has 35 years of experience from the oil, gas and renewables industries, from oil companies and from oil industry supplies, nationally and internationally. He trained at the South Dakota School of Mines & Technology. Board member at SpareBank 1 SR-Bank ASA since April 2017. Board member at Scatec Solar ASA and PSW Technology AS.

NOMINATION COMMITTEE OF SPAREBANK 1 SR-BANK ASA

Per Sekse (1956), Sandnes, lawyer with his own practice, Advokatfirma Sekse & Co. AS. Chair of the nomination committee since 2014.

Kirsti Tønnessen (1967), Stavanger, President and CEO of Westco AS. Holds a number of board positions in companies in the Westco system by virtue of her position. Member of the nomination committee since 2016.

Gunn-Jane Håland (1963), Stavanger, specialist advisor for Gas Strategy and Portfolio, Petoro AS

Torbjørn Gjelstad (1951), Oslo, consultant, former Managing Director at Korn Ferry.

Tore Heggheim (1971), Stavanger, business economist, private investor in Svithun Finans AS. Board member of Sparebankstiftelsen SR-Bank and Progressus AS.