

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 9 April 2015 at 11.00 hours (CET)

The Board of Directors has appointed the Chairman of the Board of Directors Henrik A. Christensen, 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 2014**

The annual accounts and the annual report for Norwegian Property ASA for the financial year 2014, together with the auditor's report, are made available on the company's website www.norwegianproperty.no, cf the last paragraph of Section 8 of the Articles of Association.

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.

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.

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

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.

8. Determination of remuneration to the 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.

9. Approval of the auditor's fee

Reference is made to note 10 in the annual accounts for Norwegian Property ASA for the financial year 2014 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.

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 Companies Act

Pursuant to Section 6-16a of the Norwegian Public Limited Companies Act, the Board of Directors has prepared a statement regarding the specification of salaries and other remuneration to the management. The statement is available on the company's website www.norwegianproperty.no, cf the last paragraph of Section 8 of the Articles of Association, and is also included as note 19 to the group accounts for Norwegian Property ASA for the financial year 2013. The statement shall be discussed at the General Meeting. 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 variable remuneration etc 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 Companies 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 in accordance with the last paragraph of Section 8 of the Articles of Association. 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 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 2016, but no longer than 30 June 2016.*
3. *The preferential right of the existing shareholders to subscribe for the new shares pursuant to Section 10-4 of the Norwegian Public Limited 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 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 Companies Act.*
6. *Upon registration with the Norwegian Register of Business Enterprises, the power of attorney will replace the powers of attorney granted to the Board of Directors at the Annual General Meeting held on 10 April 2014 regarding issue of new shares and raising of 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 850,000,000 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 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 Companies Act, the Board of Directors is granted a power of attorney to raise a loan of up to NOK 850,000,000 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 2016, but no longer than 30 June 2016.*
- 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 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 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 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 is 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 2016, but no longer than 30 June 2016.*

15. Power of attorney for the Board of Directors to resolve to distribute dividend

It is proposed that the Board of Directors is granted a power of attorney to resolve to distribute dividend on the terms set out in the proposed resolution below. The reason for the proposal is to enable the Board of Directors to distribute dividend during the period if the Board of Directors deems this appropriate based on the company's situation.

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

1. *In accordance with Section 8-2 (2) of the Norwegian Public Limited Companies Act, the Board of Directors is granted a power of attorney to resolve to distribute dividend on the basis on the company's annual accounts for 2014.*
2. *The power of attorney is valid from 1 July 2015 and until the company's Annual General Meeting in 2016, but no longer than 30 June 2016.*

* * *

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 7 April 2015 at 17.00 hours (CET). Within the same deadline, notice of attendance may be made through 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, Henrik A. Christensen. 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 7 April 2015 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.

REGISTRATION FORM

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| etternavn + fornavn" adresse 1 adresse 2 postnr + poststed" land" | REF. NO: XXXXX PIN: XXXXXX THE ANNUAL GENERAL MEETING OF NORWEGIAN PROPERTY ASA WILL BE HELD ON 9 APRIL 2015 AT 11:00 HOURS (CET) AT HOTEL CONTINENTAL, STORTINGSGATEN 24/26, OSLO, NORWAY |
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The notice of attendance must be received by the company's securities account manager Nordea Bank Norge ASA, Verdipapirservice, no later than 7 April 2015 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 9 April 2015 and (please check):

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

| | | |
|-----------------------------|---------------------|--------------------------------|
| etternavn + fornavn" | REF.NO: XXXX | Place / date |
| adresse 1 | PIN: XXXX | Shareholder's signature |
| postnr + poststed" | | |
| land" | | |

PROXY

If you are not able to attend the Annual General Meeting on 9 April 2015 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 7 April 2015 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 Henrik A. Christensen, 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 9 April 2015 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 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"/> |
| 15. Power of attorney for the Board of Directors to resolve to distribute dividend | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

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| etternavn + fornavn" | REF. NO: XXXX | Place / date |
| adresse 1 | PIN: XXXX | Shareholder's signature |
| postnr + poststed" | | <i>If the shareholder is a company, the current version of the certificate of registration must be attached to the proxy.</i> |
| land" | | |