

## Recommendations from the nomination committee of Norwegian Property ASA - 2017

The nomination committee of Norwegian Property ASA comprises:

Robin Bakken, chair

Marianne E. Johnsen, 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 permanently 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 since the annual general meeting in 2016 held several meetings. The chair of the board as well as each board member have given the nomination committee a review and evaluation of the directors' work since the annual general meeting in 2016, and the chief executive officer has given the committee an update on the company's business, strategy and organisation. Furthermore, dialogues 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 and additions in the composition of the board and the nomination committee. The nomination committee has in particular focused on putting together a competent and sufficiently broad composition of the board which will work consistently for the interest of the company and all the shareholders in general. 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 6 April 2017, 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 Martin Mæland, deputy chair Bjørn Henningsen and the directors Cecile Astrup Fredriksen, Kathrine Astrup Fredriksen, Kjell Sagstad, Merete Haugli and Harald Herstad.

The entire board is up for election on the annual general meeting in 2017.

Harald Herstad has informed that he wants to withdraw from the company's board at the annual general meeting in 2017.

The nomination committee recommends that all the current board members, except Harald Herstad, are re-elected, that Martin Mæland is re-elected as chair of the board and Bjørn Henningsen as deputy chair. Furthermore, the nomination committee recommends that Lars Erich Nielsen is elected as new board member of the company to replace Harald Herstad. The number of

board members will consequently be maintained.

Consequently, the board of Norwegian Property ASA will comprise the following members after the annual general meeting on 6 April 2017, if elected:

- Mr Martin Mæland, chairman of the board of directors (re-elected)
- Mr Bjørn Henningsen, deputy chair (re-elected)
- Ms Cecilie Astrup Fredriksen, board member (re-elected)
- Mr Kjell Sagstad, board member (re-elected)
- Ms Kathrine Astrup Fredriksen, board member (re-elected)
- Ms Merete Haugli, board member (re-elected)
- Mr Lars Erich Nielsen (new)

The nomination committee recommends that all board members are elected for one year till the annual general meeting in 2018.

With this composition of the board, the company meets the NUES (The Norwegian Code of Practice for Corporate Governance) standard which recommends that at least two board members are independent of the largest shareholders of the company.

Curriculum vitae for Lars Erich Nielsen is enclosed to this recommendation.

## **2. Nomination committee**

The nomination committee comprises Robin Bakken, chair, and Marianne E. Johnsen, member. Pursuant to the company's articles of association, the committee shall comprise two to three members.

The committee was elected at the extraordinary general meeting on 10 October 2014 for a period till the ordinary annual general meeting in 2017. Both members of the nomination committee are consequently up for election this year. The nomination committee considers that the number of members of the committee is sufficient and appropriate. The nomination committee recommends that Robin Bakken is re-elected as chair of the committee while Marianne E. Johnsen is re-elected as member of the committee for two years.

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

The nomination committee has conducted a review of directors' fees, and proposes the following remuneration on a full year basis for the directors of the board of the company from the annual general meeting in 2016 to the annual general meeting in 2017:

Chair: NOK 700,000  
Deputy chair: NOK 550,000  
Directors: NOK 250,000

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 the nomination committee is proposed from the annual general meeting in April 2016 to the annual general meeting in April 2017:

Chair:           NOK 75,000  
Member:        NOK 30,000

The recommended remuneration for 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, 15 March 2017

Norwegian Property ASA  
On behalf of the nomination committee

Sign.

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Robin Bakken (sign.)

Enclosure to the recommendations from the nomination committee:

## **Curriculum Vitaes:**

### **Mr Lars Erich Nielsen**

Mr Lars Erich Nielsen has been employed in Seatankers Management Co Ltd in London since 2014, He has experience from Fearnley Advisors AS (2013-2014) and Fearnley Fonds ASA / Fearnley Securities AS (2005-2013, as partner from 2007). He studied at Norwegian Business School, BI.