

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 12 April 2012 at 11.00 hours (CET)**

The Board of Directors has appointed the Chairman of the Board of Directors Arvid Grundekjøn, 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 2011, including distribution of dividend**

The annual accounts and the annual report for Norwegian Property ASA for the financial year 2011, 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 a dividend for the financial year 2011 of NOK 0.20 per share is distributed to those who are shareholders of the company as per the date of the General Meeting.

**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 2011 until the Annual General Meeting of 2012:

|                                   |             |
|-----------------------------------|-------------|
| The Chairman of the Board:        | NOK 750,000 |
| 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 2012 and until the Annual General Meeting in 2013:

|   |            |
|---|------------|
| The Chairman of the Nomination Committee: | NOK 25,000 |
| The member of the Nomination Committee:   | NOK 15,000 |

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 9 in the annual accounts for Norwegian Property ASA for the financial year 2011 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. Election of new auditor**

Norwegian Property ASA aims to have regular assessments by the Audit Committee of the independent external auditor. The company has since the stock exchange listing in 2006 had good experiences with Deloitte AS as auditor. In accordance with good corporate governance, the Audit Committee of Norwegian Property ASA conducted in 2011 a thorough review and consideration of relevant candidates for independent audit.

The Board of Directors supports the Audit Committee's statement, and proposes that the General Meeting elects PricewaterHouseCoopers AS as the new independent auditor for the company.

## **11. 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 20 to the group accounts for Norwegian Property ASA for the financial year 2011, 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.

## **12. 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.

## **13. 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 24,925,000 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 13 and 14 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 24,925,000.*
2. *The power of attorney is valid until the company's Annual General Meeting in 2013, but no longer than 30 June 2013.*
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 5 May 2011.*
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.*

#### **14. 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 in 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% below 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 13 and 14 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 24,925,000.*
3. *The power of attorney is valid until the company's Annual General Meeting in 2013, but no longer than 30 June 2013.*
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.*

### **15. 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 24,925,000, 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 24,925,000, 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 2013, but no longer than 30 June 2013.*

\* \* \*

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 10 April 2012 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, Arvid Grundekjøn. 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 10 April 2012 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 498,596,832 shares, each of which represents one vote. The shares have equal rights also in all other respects.

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, 20 March 2012

For the Board of Directors of Norwegian Property ASA

\_\_\_\_\_  
sign.

Arvid Grundekjøn  
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 2011 are available on the company's website [www.norwegianproperty.no](http://www.norwegianproperty.no).

## REGISTRATION FORM

|   |                    |
|---|--------------------|
|   | REF. NO:      PIN: |
| <p><b>THE ANNUAL GENERAL MEETING OF NORWEGIAN<br/>PROPERTY ASA WILL BE HELD ON 12. APRIL 2012 AT<br/>11:00 HOURS (CET)<br/>AT HOTEL CONTINENTAL,<br/>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 10 April 2012 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 12 April 2012 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 / dateo</b>           |
| <b>PIN:</b>    |                                |
|                | <b>Shareholder's signature</b> |

### PROXY

If you are not able to attend the Annual General Meeting on 12 April 2012 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 10 April 2012 at 17.00 hours (CET) (Address: Norwegian Property ASA c/o Nordea Bank Norge ASA, Verdipapirservice, Postbok 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 Arvid Grundekjøn, 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 12 April 2012 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 there 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<br>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<br>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<br>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<br>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. Election of new auditor   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 11. 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"/> |
| 13. Power of attorney for the Board of Directors to increase the share capital:<br>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"/> |
| 14. 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"/> |
| 15. 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:

Tom Furulund, chair  
Pål Hvammen, member

The composition of the committee ensures that the interests of the shareholders in general are protected. 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 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.com](http://www.norwegianproperty.com). Deadlines for submitting proposals to the committee and information on how to contact it are also posted on the web site.

The committee has held several meetings since the annual general meeting in 2011. The chair of the board has given the nomination committee a review and evaluation of the directors' work during 2011. In line with good corporate governance practice, the committee has assessed the need for changes in the composition of the board and the nomination committee. During its work, the committee has been in contact with various shareholders, directors and members of the administrative management. The committee has actively sought the views of the shareholders in general in order to entrench its recommendations with them. 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's annual general meeting of 12 April 2012, 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-nine members. The present board of Norwegian Property comprises chair Arvid Grundekjøn, deputy chair Nils K Selte, and directors Synne Syrrist, Gry Mølleskog and Jon Erik Brøndmo.

The board of directors was elected at the annual general meeting in 2010 for a two-year term, and all the directors are up for election this year. Mr Grundekjøn has informed the nomination committee that he does not wish to be re-elected.

In its work, the committee has given emphasis to preserving continuity on the board while strengthening its property expertise. The committee recommends the re-election of Mr Selte, Ms Syrrist, Ms Mølleskog and Mr Brøndmo for a two-year term. It also recommends that Mr Selte be elected chair and Ms Syrrist deputy chair. Further information on the directors recommended for re-election can be found in the annual report.

The committee recommends Gunnar Bøyum as a new director for a two-year term. A curriculum vitae for Mr Bøyum is attached.

## **2. Nomination committee**

The committee comprises Tom Furulund, chair, and Pål Hvammen, member.

The committee was elected at the annual general meeting in 2010 for a two-year term, and its members are up for election this year. Pursuant to the company's articles of association, the committee will comprise two-three members, and it is recommended that the committee be enlarged with a new member.

The committee recommends that Mr Furulund and Mr Hvammen be re-elected for a further two-year term, and that Mr Furulund continues to chair the committee. Marianne Johnsen is recommended as a new member of the committee for a two-year term. A curriculum vitae for Ms Johnsen is attached.

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

The directors had a normal workload in 2011. The nomination committee has conducted a review of directors' fees, and proposes the following remuneration for directors:

Chair: NOK 750 000

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 other directors because of the additional responsibilities and obligations inherent in these offices.

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

The following remuneration for nomination committee is proposed:

Chair: NOK 25 000

Member: NOK 15 000

The proposed remuneration for members of the committee reflects the character of their duties and the commitment of time involved.

Oslo, 20 March 2012

Norwegian Property ASA  
On behalf of the nomination committee

Sign.

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Tom Furulund

Appendix

## **Curricula vitae**

### **Gunnar Bøyum**

Gunnar Bøyum (born 1956) has a MSc in business economics from the Copenhagen Business School as well as a master's degree from the American Graduate School of International Management in the USA and the Oxford Centre of Management Studies in the UK. He has held a number of management posts and offices in property-related businesses, including chief executive of Skanska Norge AS and a partner in Sundal Collier Eiendom AS. Since 2003, Mr Bøyum has been chief executive of Tjuvholmen KS. In addition to his proposed directorship of Norwegian Property, he is a director of such companies as Schage Eiendom AS, a member of the investment committee of Storebrand Eiendomsfond AS and a member of the property management group at Fritzøe Eiendom AS. Mr Bøyum is a Norwegian citizen.

### **Marianne Johnsen**

Marianne Johnsen (born 1963) has a law degree from the University of Oslo as well as an MBA (with honours) from the Solvay Business School in Belgium. She is the founder, chair and chief executive of the X-lence Group AS consultancy and investment company. Ms Johnsen has broad management experience from both public and private sectors, such as member of the top management group at Ullevål University Hospital, and also as responsible for strategy and business development at Elkem ASA. She has extensive experience of boardroom work as chair or director for a number of companies in various sectors. Ms Johnsen works today as a professional director and investor, including chair of Codfarmers ASA, deputy chair of Morpol ASA, and a director of Copeinca ASA, Rocksource ASA and Sparebank1 Gruppen Finans AS. Ms Johnsen is a Norwegian citizen.