

To the shareholders of Norwegian Property ASA

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

An Extraordinary General Meeting of Norwegian Property ASA will be held at:

**Hotel Continental**

**Stortingsgaten 24/26, Oslo, Norway**

**Friday 10 October 2014 at 11.00 hours (CET)**

Geveran Trading Co. Limited, which is shareholder of Norwegian Property ASA and represents more than one twentieth of the company's share capital, has pursuant to Section 5-7 of the Norwegian Public Limited Companies Act requested in writing that the Board of Directors summons an extraordinary general meeting in the company in order to elect new members of the Board of Directors and new members of the Nomination Committee. The request was made on 17 September 2014, and the Norwegian Public Limited Companies Act requires that an extraordinary general meeting is held within one month from the date of the request.

The Board of Directors has appointed the Chairman of the Board of Directors, Jon Erik Brøndmo, or whoever he appoints, to open the General Meeting.

In line with the request from Geveran Trading Co. Limited, 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. Election of new members of the Board of Directors**

Geveran Trading Co. Limited, which is shareholder of Norwegian Property ASA and represents more than one twentieth of the company's share capital, has requested that new members of the Board of Directors are elected. The proposal from the Nomination Committee regarding election of new members of the Board of Directors will be made available on the company's website [www.norwegianproperty.no](http://www.norwegianproperty.no) when completed.

- 5. Remuneration to any resigning members of the Board of Directors**

The proposal from the Nomination Committee regarding remuneration to any resigning members of the Board of Directors will be made available on the company's website [www.norwegianproperty.no](http://www.norwegianproperty.no) when completed.

## **6. Election of new members of the Nomination Committee**

Geveran Trading Co. Limited, which is shareholder of Norwegian Property ASA and represents more than one twentieth of the company's share capital, has requested that new members of the Nomination Committee are elected. The proposal from the Nomination Committee regarding election of new members of the Nomination Committee will be made available on the company's website [www.norwegianproperty.no](http://www.norwegianproperty.no) when completed.

## **7. Remuneration to any resigning members of the Nomination Committee**

The proposal from the Nomination Committee regarding remuneration to any resigning members of the Nomination Committee will be made available on the company's website [www.norwegianproperty.no](http://www.norwegianproperty.no) when completed.

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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 (or through the VPS account/internet). The notice of attendance must have been received no later than 8 October 2014 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, Jon Erik Brøndmo. 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 8 October 2014 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 company subject to the rules of the Norwegian Public Limited Companies Act. As of the date of this notice, the company has issued 548,446,832 shares, each of which represents one vote. The shares have equal rights also in all other respects. Norwegian Property ASA owns at the same time 21,236 shares.

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 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, 18 September 2014

For the Board of Directors of Norwegian Property ASA

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sign.

Jon Erik Brøndmo  
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 will be made available on the company's website [www.norwegianproperty.no](http://www.norwegianproperty.no) when completed.



**REGISTRATION FORM**

<b>etternavn + fornavn"</b> <b>adresse 1</b> <b>adresse 2</b> <b>postnr + poststed"</b> <b>land"</b>	<b>REF. NO: XXXXX PIN: XXXXXX</b>  <b>EXTRAORDINARY GENERAL MEETING IN  NORWEGIAN PROPERTY ASA WILL BE HELD ON  10 OCTOBER 2014 AT 11.00 HOURS (CET)  AT HOTEL CONTINENTAL,  STORTINGSGATEN 24/26, OSLO, NORWAY</b>
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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 8 October 2014 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 Extraordinary General Meeting of Norwegian Property ASA on 10 October 2014 and (please check):

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

<b>etternavn + fornavn"</b> <b>adresse 1</b> <b>postnr + poststed"</b> <b>land"</b>	<b>REF.NO: XXXX</b>  <b>PIN: XXXX</b>	<hr/> <b>Place / date</b>  <hr/> <b>Shareholder's signature</b>
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**PROXY**

If you are not able to attend the Extraordinary General Meeting, 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 8 October 2014 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) or be submitted at the General Meeting.

The undersigned shareholder hereby grants:

The Chairman of the Board Jon Erik Brøndmo, or the person he appoints, **or** \_\_\_\_\_  
Name of proxy (*please use capital letters*)

proxy to meet and vote for my/our shares at the Extraordinary General Meeting of Norwegian Property ASA on 10 October 2014 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. Election of new 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"/>
5. Remuneration to any resigning members of the Board of Directors In accordance with the Nomination Committee's proposal				
6. Election of new 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. Remuneration to any resigning members of the Nomination Committee In accordance with the Nomination Committee's proposal				

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