

## Recommendations from the nomination committee of Norwegian Property ASA

The nomination committee of Norwegian Property ASA comprises:

Marianne E. Johnsen, chair  
Peter Groth, member  
Jan Ole Stangeland, 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 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 held several meetings since the annual general meeting in 2013. The chair of the board has given the nomination committee a review and evaluation of the directors' work during 2013, and the chief executive officer has given the committee a thorough introduction into the company's business, strategy and organisation. Furthermore, several meetings and dialogue 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 in the composition of the board and the nomination committee. In relation to this assessment, the nomination committee has conducted a written board evaluation with the board members. 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 10 April 2014, 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 Nils Selte, deputy chair Synne Syrrist, and directors Gry Mølleskog, Jon Erik Brøndmo and Gunnar Bøyum.

The board of directors was elected at the annual general meeting in 2012 for a two-year term, and all of the directors are up for election this year.

The nomination committee has in its evaluation work considered different alternatives and replacements to the current board, but has also emphasized the actual composition and the need for continuity on the board. The committee concludes that the current board works well and that the composition of inter alia competence and experience with the board members is sensible and complementary. Given the current phase of the company with inter alia the implementation and completion of large development projects, the nomination committee's priority criteria for the year to come is continuity. The nomination committee's recommendation is that all five board members are re-elected to the board for a period of one year. The board members Nils Selte, Synne Syrrist and Gry Mølleskog were elected to the board in December 2008, while the board members Jon Erik

Brøndmo and Gunnar Bøyum were elected in 2010 and 2012, respectively. Furthermore, the nomination committee recommends that board member Jon Erik Brøndmo takes over the position as chair following Nils Selte, and that Synne Syrrist continues as deputy chair. Reference is made to the annual report for further information on all the board members who are being recommended for re-election.

## **2. Nomination committee**

The nomination committee comprises Marianne E. Johnsen, chair, and Peter Groth and Jan Ole Stangeland, members. Pursuant to the company's articles of association, the committee shall comprise two to three members.

The committee was elected at the annual general meeting in 2013 for a two-year term. None of its members are up for election this year, nor have any of the members given notice that they would like to withdraw from the nomination committee.

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

The directors had a normal workload in 2013. The nomination committee has conducted a review of directors' fees, and proposes the following remuneration for the directors of the board of the company:

Chair:	NOK 500,000
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 the other directors because of the additional responsibilities and obligations inherent in these roles.

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

The following remuneration for nomination committee is proposed:

Chair:	NOK 50,000
Member:	NOK 30,000

The work load for the nomination committee in 2013 has been extraordinary. There have been held a number of additional meetings beyond what should be considered to be reflective of a normal year. It is therefore proposed to increase the remuneration for each member with NOK 3 000 per additional meeting for 3 meetings each, making the total recommended remuneration the following:

Chair:	NOK 59,000
Member:	NOK 39,000

The proposed increase in the remuneration to 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, 14 March 2014

Norwegian Property ASA  
On behalf of the nomination committee

Sign.

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Marianne E. Johnsen