



## **Base Prospectus**

## **Important notice**

This Base Prospectus prepared according to Regulation (EU) 2017/1129, is valid for a period of up to 12 months following its approval by Norwegian FSA. This Base Prospectus was approved by the Norwegian FSA on 15.01.2021. The prospectus for issuance of new bonds or other securities may for a period of up to 12 months from the date of the approval consist of this Base Prospectus and a Final Term to each issue.

A prospective investor should consider carefully the factors set forth in chapter 1 Risk factors, and elsewhere in the Prospectus, and should consult his or her own expert advisers as to the suitability of an investment in bonds, including any legal requirements, exchange control regulations and tax consequences within the country of residence and domicile for the acquisition, holding and disposal of bonds relevant to such prospective investor.

The manager and/or affiliated companies and/or officers, directors and employees may be a market maker or hold a position in any instrument or related instrument discussed in this Base Prospectus and may perform or seek to perform financial advisory or banking services related to such instruments. The managers corporate finance department may act as manager or co-manager for this Company in private and/or public placement and/or resale not publicly available or commonly known. Copies of this Base Prospectus are not being mailed or otherwise distributed or sent in or into or made available in the United States. Persons receiving this document (including custodians, nominees and trustees) must not distribute or send such documents or any related documents in or into the United States.

Other than in compliance with applicable United States securities laws, no solicitations are being made or will be made, directly or indirectly, in the United States. Securities will not be registered under the United States Securities Act of 1933 and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

The distribution of the Base Prospectus may be limited by law also in other jurisdictions, for example in Canada, Japan, Australia and in the United Kingdom. Verification and approval of the Base Prospectus by the Norwegian FSA implies that the Base Prospectus may be used in any EEA country. No other measures have been taken to obtain authorisation to distribute the Base Prospectus in any jurisdiction where such action is required, and any information contained herein or in any other sales document relating to bonds does not constitute an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not lawful or in which the person making such offer or solicitation is not qualified to do so or to anyone to whom it is unlawful to make such offer or solicitation.

The content of the Base Prospectus does not constitute legal, financial or tax advice and potential investors should seek legal, financial and/or tax advice.

Unless otherwise stated, the Base Prospectus is subject to Norwegian law. In the event of any dispute regarding the Base Prospectus, Norwegian law will apply.

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## 1. Risk factors

### RISK FACTORS RELATED TO THE ISSUER

Investing in bonds involves inherent risks. Prospective investors should carefully consider, among other things, the risk factors set out in the Base Prospectus before making an investment decision.

A prospective investor should carefully consider all the risks related to the Company and should consult his or her own expert advisors as to the suitability of an investment in securities of the Company. An investment in securities of the Company entails significant risks and is suitable only for investors who understand the risk factors associated with this type of investment and who can afford a loss of all or part of the investment. Against this background, an investor should thus make a careful assessment of the Company and its prospects before deciding to invest, including but not limited to the cost structure for both the Company and the investors, as well as the investors' current and future tax position. The risk factors for the Company and the Group are deemed to be equivalent for the purpose of this Base Prospectus unless otherwise stated.

The obligations under the securities may be divided in three areas:

1. The ability to pay interest on the loans is dependent on the cash flow.
  - a. The Company's income depends on the rent levels and the vacancy in the portfolio.
  - b. The Company's cost may vary, particularly due to development projects and to some extent refurbishment projects.
2. The ability to refinance the loan at maturity
  - a. The economic status of the Company
  - b. The valuation of the properties
  - c. The liquidity in banks, bond market and equity market.
3. No breach of covenants, including change of control and cross-default.

Below the risks related to these obligations are categorized as market risk, operational risk and financial risk. The risks within each category are listed, in the view of the Company, according to the possible negative impact they may have and the probability of their occurrence. The greatest risk within each category is mentioned first.

### Market risk

#### ***Macro economical fluctuations***

The Company is exposed to the economic cycle and macro economical fluctuations, since changes in the general economic situation could affect rent levels, vacancies and the value of the Company's assets. It is especially important what the market conditions are when major lease contracts expire.

The long-term consequences on the economy of the covid-19 pandemic are yet to be seen. The pandemic has led to more unemployment, and particularly the restaurants have been hit hard. The Company has several tenants in the business at Aker Brygge.

Through the 42.5 per cent ownership in Nordr Eiendom, the Company is also exposed to the residential market of Norway and Sweden. Housing prices and demand are also influenced by the economic cycle and macro economical fluctuations.

#### ***Demand***

The demand for properties, both commercial and residential, are influenced by several factors, on both a micro and macro level. Negative changes in the general economic situation, leading to lower business and private spending and increased unemployment, may adversely affect the demand for renting commercial properties or buying a new house or apartment.

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Regarding commercial and residential properties on a micro level, the relative attractiveness of regions and cities will affect activity in the respective regions, cities and even neighborhoods, and hence the demand for properties. There are no guarantees that the areas that are attractive today remain to be attractive.

### ***Supply***

The supply of commercial properties is influenced mainly by construction and refurbishment activity. Historically, periods with good market conditions in the office property market have been followed by increased construction of office properties. This may lead to oversupply and increased vacancies. The long lead time of construction may further increase this effect, as construction that has been started in general will be finalized regardless of any market slowdown. Oversupply may lead to increased vacancy for the Group, especially if this coincides with many rental contracts coming up for renewal. The tenants may choose to move to a new building owned by one of the Group's competitors rather than prolonging the lease contract in the existing premises. If the Group has invested in new building projects itself, there is a risk of vacancy in the new project if the completion takes place in a period with oversupply. Increased vacancy will reduce the Company's income, and also increase the cost, as cost normally allocated to tenants must be covered by the Company.

The supply of residential properties is also influenced by construction activity, as well as the availability of zoned building plots. Oversupply means it will be more difficult to sell the apartments and houses.

### ***Regulation risk***

Changes in, or completion of, zoning by relevant authorities may significantly affect the operations of the Group's properties, including the interest of potential tenants in future rental of premises or interest of future purchasers of the properties. Furthermore, changes in zoning may limit the possibility to further develop the properties and may lead to increased costs.

### ***CPI adjustments***

The majority of the lease agreements in the Group's commercial property portfolio have a 100% consumer price index ("CPI") adjustment clause, allowing the Group to increase its total rental income each year equal to 99% of the increase in the CPI. A lower rate of inflation or reduced CPI levels could lead to lower than anticipated rent levels, which could have a material and adverse effect on the Group's business, financial condition, results of operations and cash flows.

## **Operational risk**

### ***Tenant risk***

The financial status and strength of the Group's tenants, and thus their ability to service the rent etc. will always be a decisive factor when evaluating the risk of a property company. Contractual rights to terminate leases prior to expiry date, with subsequent vacancy of the premises, bankruptcy of tenants, and, possible adjustment cost in relation to new tenants or lower rent levels, will influence the rental income negatively. Some of the leases are revenue based, which means that factors affecting the revenue of the tenants (such as quality of the tenants' operations and general market conditions) will affect the Company's rental income.

### ***Legal claims/legal matters/pre-emption rights***

Norwegian Property may in the future be subject to legal claims from tenants and authorities, including tax authorities and other third parties. No assurance can be given to the outcome of any such claims.

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In addition, there are contractual option rights for tenants (extension of lease length etc) that may limit the landlords' flexibility, and/or reduce property value.

### ***Maintenance/Technical condition/Operating risk/Refurbishment***

Maintenance of the properties is mainly regulated so that the landlord is responsible for external maintenance and that the tenant covers other operating costs (e.g. internal maintenance) in the premises leased. In addition, the landlord is in several of the lease contracts obliged to cover the costs of replacement of technical installations. There is a general risk that costs for maintenance and replacements, upgrading, etc., for which the Group is responsible may be larger than assumed. The landlord's potential obligation will depend on the technical state and condition of the lease object. In particular, the Group will incur costs in relation to adaptation to new tenants.

The Company will from time to time carry out conversion and refurbishment projects for some of its properties. The refurbishment work involves a risk for cost overruns and delays. Moreover, there are no guarantees that future rents from the properties will cover costs related to conversions and refurbishments.

### ***Pollution and climate related risk***

In respect of some of the Company's properties, and the ground on which some of the properties are placed, pollution/use of toxic material is known to the Company. Further, some of the properties acquired are situated in areas where it is not unlikely that the ground is polluted, based on the history of the site/area. The risks relating to pollution in the ground and in the properties and associated buildings largely rest on the Group. Such pollution may render further development of the properties/ground, and excavation, more expensive (due to required soil surveys or otherwise) and subject to approval from authorities.

The Company's properties all face risks regarding climate change such as increased cost of refurbishment to avoid damages from flooding due to increased precipitation. In addition, regulations are expected to become stricter regarding cars in Oslo City Centre which may affect the value of properties there. Also, tenants might increase their focus on the environmental aspect of the properties they rent, and it is therefore a risk if Norwegian Property's standard is lower than its peers.

### ***Preservation areas***

Some of the buildings on Aker Brygge, CBD and Nydalen are regulated for preservation purposes. This includes original industrial buildings on Aker Brygge which are regulated as "special area preservation (business, office, food and drink, cinema, museum)". The buildings are not permitted to be demolished and there are restrictions on the altering of the exteriors of the buildings. Hence, the operational flexibility is lower, and the costs related to refurbishment is higher, than normally is the case with buildings that are not subject to such restrictions.

## **Financial risk**

### ***Financial leverage and bank debt<sup>1</sup>***

As of 30 September 2020, total interest-bearing liabilities in the balance sheet came to 7 391.9 million (NOK 7 668 million), with noncurrent interest-bearing liabilities totaling NOK 6 422.6 million (NOK 4 806.7 million) and current interest-bearing liabilities amounting to NOK 969.3 million (NOK 2 861.4 million).

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<sup>1</sup> Figures in brackets refer to the corresponding period of the year before

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The Group's financial position, including its financial leverage may have several adverse consequences. For example, Norwegian Property will be required to manage the businesses in a way to service its debt obligations.

As is customary for holding companies, the ability of the companies in the Group to make future scheduled payments on its outstanding indebtedness may depend on, among other things, the ability to obtain access to the earnings and cash balances of their subsidiaries or otherwise realize their value (which may be subject to legal and contractual restrictions), as well as on the future operating performance of the Group and its ability to refinance its indebtedness where necessary. There can be no assurance that the Company, or any of its subsidiaries as part of the Group, will be able to service its debt obligations or will have access to such earnings or cash balances in the future.

If the Group's cash flow and capital resources are insufficient to fund its debt service obligations, the Company may be forced to reduce or delay capital expenditures, sell assets or seek to obtain additional equity capital or restructure or refinance the Group's debt. There can be no assurance that such alternative measures would be successful or would permit the Group to meet its debt service obligations. In the absence of such operating results and resources, the Group could face substantial liquidity problems and might be required to dispose of material assets or operations, to meet its debt service and other obligations. There can be no assurance as to the ability of the Company to consummate such sales or that such proceeds would be adequate to meet the obligations then due.

### ***Interest rate fluctuations***

Norwegian Property is to a large extent financed by debt and will be exposed to interest rate fluctuations. Any period of rapid increase in interest rates may hence negatively affect the Company's cash flows, profitability and valuation of the underlying assets. Norwegian Property seeks to limit its interest rate risk through entering into fixed interest rate contracts/swaps for a major part of its outstanding loans. Interest rate fluctuations will influence the fair value of the Group's portfolio of financial derivatives and thereby lead to changes in the financial results.

The level of long-term interest rates will also be an important factor in the development of the value of the properties. Indirectly the interest rate level could also affect rent levels by having a negative impact on the revenue of the tenants, but rent level is also relevant when re-negotiating/renewing or entering into new leases.

### ***Loan covenants and cross-default***

The loan facilities of the Group contain certain requirements as regards the financial condition of the Company and its subsidiaries (financial covenants) relating to i.e. interest coverage ratio, loan-to-value covenants, change of control etc. and other obligations of financial nature in addition to repayment obligations at the respective maturity dates.

No assurance can be given that the relevant Group company will be able to satisfy all these terms and conditions at all times, or that its lenders will waive or change the terms to avoid an actual or expected default of the above-mentioned conditions. This could mean that repayment of loans are accelerated by lenders, including acceleration based on cross-default provisions, which could itself oblige the Company to seek to refinance the Group's loans and the Company may be forced to divest properties. There can be no assurance that the Company will, if required, be able to refinance or enter into new loan facilities on satisfactory terms, and to the extent necessary to maintain its existing and future business.

### ***Fair value adjustments***

The Company's properties and its financial derivatives are included at fair value in the Company's consolidated financial statements. The fair value of the properties is impacted by a number of external factors including interest rates combined with credit margins, rental market for the properties, the financial institutions' lending conditions (including covenants, requirements for equity

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in transactions and availability of funds) and conditions in the investor market (including investors' required return on capital and balance in the transaction market for properties). Changes in fair value are recorded quarterly in the income statement and, with respect to the properties, are among other input also based on third party valuations. Consequently, adjustment based on changes in fair value may negatively affect the Company's access to funding and its financial cost, and equity on group level. This may in turn, among other things, have an impact on the Group's ability to satisfy its obligations (financial covenants) under its loan agreements.

### ***Tax risk and losses carried forward***

Changes in laws and rules regarding tax and duties may involve new and changed parameters for investors and the Company. This may involve a reduction in the profitability of investing in property and the profit after tax for the Company. Tax implications of transactions and dispositions of the Group are to some extent based on judgment of applicable tax law and regulations. Even if the Company is of the opinion that it has assessed tax law in good faith, it could not be ruled out that the tax authorities and courts may conclude differently. The Company has no assurance that the tax losses carried forward are usable, either within the country they appeared or across the Nordic region. Furthermore, the Company does not have any assurance for when and how these losses may be utilized against profits.

With effect from 2019, amendments have been made to the rules on limiting interest deductions under Norwegian tax legislation. The limitation has been extended to include external interest payments for taxpayers in a group. The change affects Norwegian Property, which has a foreign controlling shareholder. Norwegian Property has large losses to carry forward, and these can be used to control the effect on tax payable from a reduction in interest payments recognized as tax deductible.

### ***Property tax***

Oslo council implemented property tax from 2017, and there is a risk that they will raise the tax level. The implementation of property tax, including future tax levels, may negatively affect the results of the Group and valuations of the Group's properties. This may also, among other things, in general reduce the profitability of investing in property. Under some of the Group's lease agreements the landlord is responsible for property tax, while the tenant according to other of the lease agreements is responsible for a proportionate share of property tax (as part of the common costs). Even in the cases where the tenant is responsible for the property tax, the implementation of property tax may negatively affect the results of the Group due to possible reduced rent levels because of the implementation of property tax.

## **RISK FACTORS RELATED TO THE BONDS**

### ***Interest rate risk on floating rate bonds***

The risk is due to the variability of the applicable Reference rate. The coupon payments, which depend on the Reference rate and the Margin, will vary in accordance with the variability of the Reference rate. The primary price risk for a floating rate bond issue will be related to the market view of the correct trading level for the credit spread related to the bond issue at a certain time during the tenor, compared with the credit margin the bond issue is carrying. A possible increase in the credit spread trading level relative to the coupon defined credit margin may relate to general changes in the market conditions and/or Issuer specific circumstances. However, under normal market circumstances the anticipated tradable credit spread will fall as the duration of the bond issue becomes shorter. In general, the price of bonds will fall when the credit spread in the market increases, and conversely the bond price will increase when the market spread decreases.



***Interest rate risk on fixed rate bonds***

Changes in market interest rates may adversely affect the value of a Bondholder's investment. If the Bonds have been established at a fixed interest rate the coupon does not vary with changes in interest rate levels. However, investment in bonds bearing interest at a fixed rate may adversely affect the value of the Bonds following subsequent changes in underlying market interest rates.

***Market risk***

There is a risk that the value of the Bonds will decrease due to the change in value of the market risk factors. The price of a single bond issue will fluctuate in accordance with the interest rate and credit markets in general, the market view of the credit risk of that particular bond issue, and the liquidity of the bond issue in the market. In spite of an underlying positive development in the Issuer's business activities, the price of a Bond may fall independent of this fact. This could be observed during the first months of the covid-19 lockdown in March 2020. The price of the Company's outstanding bonds fell due to general uncertainty in the credit market. Later, when markets have stabilized, the bond prices have also increased. Bond issues with a relatively short tenor and a floating rate coupon rate do, however, in general carry a lower price risk compared to bond issues with a longer tenor and/or with a fixed coupon rate.

***Security***

The Issuer may issue both secured and unsecured Bonds. The level of any security will be described in the applicable Final Terms. In general, unsecured bonds carry a higher risk than secured bonds.

## 2. Persons responsible

### PERSONS RESPONSIBLE FOR THE INFORMATION

Persons responsible for the information given in the Base Prospectus are as follows:

Norwegian Property ASA  
Støperigata 2  
NO-0250 Oslo  
P.O. Box 1657 Vika  
NO-0120 Oslo

### DECLARATION BY PERSONS RESPONSIBLE

Norwegian Property ASA confirms that, to the best of their knowledge, the information contained in the Base Prospectus is in accordance with the facts and that the Base Prospectus makes no omission likely to affect its import.

15.01.2021

Norwegian Property ASA

### COMPETENT AUTHORITY APPROVAL

This Base Prospectus, drawn up as part of a simplified prospectus in accordance with Article 14 of Regulation (EU) 2017/1129, has been approved by the Financial Supervisory Authority of Norway (the "Norwegian FSA") (Finanstilsynet), as competent authority under Regulation (EU) 2017/1129. The Norwegian FSA only approves this Base Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by Regulation (EU) 2017/1129. Such approval should not be considered as an endorsement of the issuer that is the subject of this Base Prospectus. Investors should make their own assessment as to the suitability of investing in the securities.

### 3. Definitions

Base Prospectus	-	This Base Prospectus dated 15.01.2021.
CBD	-	Central Business District.
Company / Issuer / Norwegian Property	-	Norwegian Property ASA with reg.nr 988 622 036.
CPI	-	Consumer price index.
Final Terms	-	Document to be prepared for each new issue or tap of bonds.
The Group / NPRO / NPRO Group	-	The Issuer and its subsidiaries.
IFRS	-	International Financial Reporting Standards.
NOK	-	The official currency of Norway, the Norwegian crown.
NUES	-	Norwegian Corporate Government Board ("Norsk utvalg for eierstyring og selskapsledelse").
Prospectus	-	This Base Prospectus together with the applicable Final Terms.
PwC	-	PricewaterhouseCoopers AS reg.nr 987 009 713.
VPS	-	Verdipapirsentralen ASA; Norwegian public limited company authorized to register rights to financial instruments pursuant to the Securities Register Act.

## **4. Statutory auditors**

The Company's auditor for the period covered by the historical financial information in this Base Prospectus has been PricewaterhouseCoopers AS (PwC).

PwC contact information: Dronning Eufemias gate 71, 0194 Oslo, Norway. Post address: P.O. Box 748 Sentrum, NO-0106 Oslo, Norway.

PwC is a member of the Norwegian Institute of Certified Public Accountants.

## 5. Information about the Issuer

Norwegian Property ASA is a Norwegian public limited liability company domiciled in Norway and existing under the laws of Norway, including the Public Limited Companies Act. The legal name of the Company is Norwegian Property ASA and the commercial name is Norwegian Property. The Company was incorporated in Norway on 20 July 2005 and is registered in the Norwegian Companies Registry with registration number 988 622 036 and LEI-code 549300XAKTM2BMKIPT85. The head office and registered office of Norwegian Property ASA is Støperigata 2, 0250 Oslo, Norway. The mailing address of the Company is P. O. Box 1657 Vika, 0120 Oslo, Norway and the telephone number is +47 22 83 40 20.

Website is [www.norwegianproperty.no](http://www.norwegianproperty.no)<sup>2</sup>

Norwegian Property's primary business is the ownership and management of commercial properties in the Oslo region. From the end of 2018, the Company has also had a portfolio of residential units under construction in Oslo. The Company has identified four value drivers for long-term value creation; Marketing & letting, Property management, Property development and Transactions & finance.

Norwegian Property ASA is the parent company in the Group with limited activity other than being the ultimate holding company. Each property is owned by a subsidiary, while the Group's debt is gathered in the parent company. Consequently, the Company is dependent upon the activities in and the income from its subsidiaries to service its debt.

The Company's property portfolio breaks down into three main areas: Oslo's central business district (CBD), the Nydalen district, the Fornebu district and others – which include Hasle and Stavanger. The Company's properties are as a main rule each held by an individual subsidiary in so-called single purpose companies and in some cases the title is held by a separate legal entity. A few of the single purpose companies are limited partnership companies, which require at least two owners according to applicable law, and therefore usually 0.5 % of each partnership company's shares are owned by a general partner (another company in the Group) which is a separate entity. The Group currently has 46 subsidiaries:

Aker Brygge AS	Gjerdrums vei 5 AS	Lille Grensen 7 Andel AS
Aker Brygge Business Village AS	Gjerdrums vei 10 D AS	NPRO Drift AS
Aker Brygge Energisentral AS	Gjerdrums vei 8 AS	NPRO Holding AS
Aker Brygge Marina AS	Gjerdrums vei 14-16 AS	NPRO Invest AS
Aker Brygge Marina Drift AS	Gjerdrums vei 17 AS	NPRO 1 AS
Aker Brygge Uteareal AS	Grensen Investment AS	NPRO 2 AS
Bryggegata 9 AS	Gullhaug Torg 3 AS	Nydalsveien 15-17 AS
Bydel Aker Brygge Forvaltning AS	Gullhaugveien 9-13 AS	Sandakerveien 130 AS
Dokkbygningen Aker Brygge AS	Hasle Linje Bygg 01 AS	Snarøyveien 30 AS
Drammensveien 60 AS	Hasle Linje Bygg 01 Næring AS	Snarøyveien 36 AS
Fondbygget AS	Hasle Linje 7 AS	Stranden AS
Forusbeen 35 AS	Kaibygning 1 AS	Støperiet AS
Gardermoen Næringseiendom ANS	Kaibygning 2 AS	Terminalbygget Aker Brygge AS
Gardermoen Næringseiendom AS	Lille Grensen 7 AS	Tingvalla AS
Gardermoen Næringseiendom KS	Lille Grensen 7 ANS	Verkstedhallene AS

<sup>2</sup> Disclaimer - the information on the website does not form part of this Base Prospectus unless information is incorporated by reference into the Base Prospectus

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Gjerdrums vei 3 AS

All subsidiaries have the same business address as Norwegian Property ASA.

In addition to its wholly-owned subsidiaries, the Norwegian Property Group has an interest in Bryggedrift AS, which is responsible for certain operating services and management of condominiums at Aker Brygge in Oslo. Bryggedrift AS is a facility management company without significant assets. All condominiums at Aker Brygge are shareholders in Bryggedrift AS, and Norwegian Property as a participant in the condominiums has a controlling interest of about 56 per cent in Bryggedrift AS on the basis of the ownership structure of the condominiums. Norwegian Property is represented on the board of Bryggedrift AS by two of the five directors.

Norwegian Property completed the acquisition of Nordr Eiendom (formerly Veidekke Eiendom) together with Fredensborg and Union Real Estate Fund III in the third quarter 2020. Norwegian Property and Fredensborg are equal partners with shares of 42.5 per cent each. Union owns 15 per cent. During the third quarter, the investor group jointly funded NOK 2.4 billion in new equity. At 30 September, Nordr Eiendom had 1 498 flats under construction and a land bank of about 15 500 units in Norway and Sweden. A total of 873 residential units are expected to be completed during the final quarter of 2020 and the four quarters of 2021 in both wholly and partly owned projects in Norway and Sweden.

In October 2020, Norwegian Property entered into an agreement with Telenor Real Estate for the acquisition of the latter's property at Snarøyveien 30. Among its tenants, this includes the head office of the Telenor group. With a very attractive location at Fornebu next to the Company's Fornebu Works building at Snarøyveien 36, this property consists of 153 000 square metres of office space. It also has a large parking facility of 45 000 square metres. The takeover of the property took place on 1 December 2020. NPRO 1 AS, owned 100 per cent by Norwegian Property ASA, acquired 100 per cent of the shares in Snarøyveien 30 AS.

## 6. Business overview

### THE PROPERTY PORTFOLIO

Norwegian Property owns 28 investment properties. Norwegian Property is a focused and fully integrated office property company with properties located mainly in the Oslo area in Norway. The portfolio is characterized by central location and attractive premises with high quality tenants. The Group's properties consist largely of office premises, associated warehousing and car parking, as well as retail and catering space.

### PROPERTY DETAILS Q3-2020

#### Oslo Central Business District (CBD):

Property	Property facts						Rent facts			
	Space split						Market rent vacancy	CPI	WAULT per Sep 2020	Run rate per Sep 2020
	Offices	Retail / restaurant	Warehouse	Indoor parking	Other	Total m <sup>2</sup>				
m <sup>2</sup>	m <sup>2</sup>	m <sup>2</sup>	m <sup>2</sup>	m <sup>2</sup>	m <sup>2</sup>	%	%	Years	NOK million	
<b>CBD</b>										
Bryggegata 7-9	6 384	2 088	0	0	0	8 472	0,8	98,0	3,5	26,1
Dokkbygningen	2 098	248	0	56	0	2 402	30,8	100,0	2,3	2,8
Drammensveien 60	8 975	0	1 890	404	0	11 269	0,0	100,0	8,7	28,2
Fondbygget	13 073	2 492	1 044	0	0	16 610	1,8	100,0	5,7	59,0
Lille Grensen 7	4 423	2 430	18	0	0	6 871	21,7	100,0	4,9	20,9
Kaibygning I (Stranden 5)	21 123	6 322	1 890	0	1 027	30 362	0,7	100,0	4,7	116,3
Kaibygning II	0	1 716	846	0	0	2 562	2,7	100,0	9,3	11,2
Stranden	2 085	724	56	474	0	3 340	6,6	100,0	6,3	8,5
Støperiet	0	2 588	0	0	0	2 588	0,0	100,0	3,8	5,5
Terminalbygget (Stranden 1)	17 771	3 225	1 678	1 387	421	24 481	0,0	100,0	4,7	98,3
Tingvallaustikkeren, uteareal og marina <sup>1</sup>	0	1 202	0	0	0	1 202	0,0	100,0	2,3	19,7
Verkstedhallene (Stranden 3)	19 131	7 961	2 377	0	819	30 288	19,6	100,0	3,2	89,6
<b>Total CBD</b>	<b>95 063</b>	<b>30 996</b>	<b>9 800</b>	<b>2 321</b>	<b>2 266</b>	<b>140 446</b>	<b>6,2</b>	<b>99,9</b>	<b>4,7</b>	<b>486,0</b>

<sup>1</sup> Adjusted for normal seasonal short term contracts

#### Nydalen:

Property	Property facts						Rent facts			
	Space split						Market rent vacancy	CPI	WAULT per Sep 2020	Run rate per Sep 2020
	Offices	Retail / restaurant	Warehouse	Indoor parking	Other	Total m <sup>2</sup>				
m <sup>2</sup>	m <sup>2</sup>	m <sup>2</sup>	m <sup>2</sup>	m <sup>2</sup>	m <sup>2</sup>	%	%	Years	NOK million	
<b>Nydalen</b>										
Gjerdrums vei 10 D	2 140	0	178	0	0	2 318	0,7	100,0	4,3	4,4
Gjerdrums vei 14, 16 and 16 P-house	5 363	0	976	2 292	0	8 631	8,5	98,0	3,7	11,3
Gjerdrums vei 17	806	0	16	0	0	822	4,6	100,0	2,4	1,2
Gjerdrums vei 3	0	0	0	0	463	463	26,2	100,0	0,8	0,8
Gjerdrums vei 5	1 722	0	98	0	0	1 820	12,8	100,0	2,1	2,0
Gjerdrums vei 8	7 726	0	633	1 164	0	9 523	0,8	100,0	3,1	17,0
Gullhaug Torg 3	7 793	0	334	0	0	8 127	0,0	100,0	4,1	15,0
Gullhaugveien 9 - 13	24 773	0	7 626	12 176	0	44 575	5,8	100,0	1,1	60,6
Nydalsveien 15	3 711	0	64	0	28	3 803	0,8	100,0	5,9	8,3
Nydalsveien 17	0	1 691	0	0	0	1 691	0,0	100,0	4,4	4,9
Sandakerveien 130	5 542	0	1 047	3 362	0	9 951	11,4	100,0	7,3	14,3
<b>Total Nydalen</b>	<b>59 576</b>	<b>1 691</b>	<b>10 972</b>	<b>18 993</b>	<b>491</b>	<b>91 723</b>	<b>5,1</b>	<b>99,8</b>	<b>3,0</b>	<b>139,9</b>

**Other:**

Property	Property facts						Rent facts			
	Space split						Market rent vacancy	CPI	WAULT per Sep 2020	Run rate per Sep 2020
	Offices	Retail / restaurant	Warehouse	Indoor parking	Other	Total m2				
m <sup>2</sup>	m <sup>2</sup>	m <sup>2</sup>	m <sup>2</sup>	m <sup>2</sup>	m <sup>2</sup>	m <sup>2</sup>	%	%	Years	NOK million
<b>Other</b>										
Snarøyveien 36	40 659	0	326	17 213	0	58 198	47,4	100,0	3,8	33,3
Vinslottet	0	8 810	0	0	0	8 810	12,7	100,0	7,8	12,4
Forusbeen 35 <sup>1</sup>	19 075	0	0	4 224	0	23 299	NA	100,0	0,8	2,3
<b>Total Other, incl Stavanger</b>	<b>59 734</b>	<b>8 810</b>	<b>326</b>	<b>21 437</b>	<b>0</b>	<b>90 307</b>	<b>39,9</b>	<b>100,0</b>	<b>4,7</b>	<b>47,9</b>
<b>GROSS TOTAL</b>	<b>214 373</b>	<b>41 497</b>	<b>21 098</b>	<b>42 751</b>	<b>2 757</b>	<b>322 476</b>	<b>9,6</b>	<b>99,9</b>	<b>4,4</b>	<b>673,8</b>

<sup>1</sup> Forusbeen 35 is not included in the calculation of vacancy as zoning process is ongoing for transformation to mixed use.

In addition, on the 1 December 2020 NPRO acquired 100 per cent of the shares in Snarøyveien 30 AS.

## STRATEGIC GOALS

### **Competitive return with balanced risk**

Norwegian Property has a goal of paying 30-50 per cent of its ordinary profit after tax, but before fair-value adjustments, as dividend to its shareholders. Before a dividend is determined, an assessment will be made of the Group's financial position and prospects, including possible increased capital requirements when investing in properties and changes to the income base when properties are sold.

### **High tenant satisfaction**

Norwegian Property's vision is to create meeting places which encourage engagement and provide favourable conditions for developing interpersonal relationships. The Group works to ensure a high level of tenant satisfaction, which contributes in turn to a good reputation and which is important for retaining existing tenants and attracting new ones.

### **Environmental improvement in line with the best in the industry**

Corporate environmental and social responsibility is broadly defined and includes clearly defined targets for measures to protect the environment as well as high aesthetic standards for buildings and outside areas in the local environment. The Group's strategy and goals are linked to the UN Sustainability Goals and are outlined in the report on corporate social responsibility, and the ambition is to report according to TCFD. The Company's annual climate report is also available in the Company's webpage. Results are also reported annually to CDP.

### **Investment strategy**

Norwegian Property has an investment strategy with the emphasis on the following main parameters:

- leading player for office and associated commercial property in selected areas of the Oslo region, mainly CBD, Nydalen and Fornebu.
- prioritize properties close to public transport hubs, and seek to create natural property clusters in the Group's priority areas
- seek to have five to 15 per cent of the portfolio's area under development over time
- active management of the portfolio through transactions, including the purchase of properties with value development potential.



***Financing strategy***

Norwegian Property's ambition is to deliver a competitive return over time with a balanced financial risk profile. The main parameters of its financial strategy are:

- a goal that the LTV ratio will be a maximum of 45-55 per cent of the total value of the Group's investment properties over time
- to base borrowing on long-term relationships with banks and other players pursuing a long-term strategy in the Norwegian property market
- to seek to diversify funding sources and the maturity structure to reduce refinancing risk
- an ambition to achieve a stable development in cash flow which requires a relatively high level of interest-rate hedging, where such hedging will be a minimum of 50 per cent of the Group's interest-bearing debt, with the term of the hedging weighted against the term of the leases while also being spread over the period to avoid excessive exposure at specific points in time.

## 7. Administrative, management and supervisory bodies

### BOARD OF DIRECTORS:

Name	Position	Businesss address
Merete Haugli	Chair	P. O. Box 1657 Vika, 0120 Oslo, Norway
Bjørn Henningsen	Deputy chair	P. O. Box 1657 Vika, 0120 Oslo, Norway
Cecilie Astrup Fredriksen	Board member	P. O. Box 1657 Vika, 0120 Oslo, Norway
Kathrine Astrup Fredriksen	Board member	P. O. Box 1657 Vika, 0120 Oslo, Norway
Lars Erich Nielsen	Board member	P. O. Box 1657 Vika, 0120 Oslo, Norway
Carl Erik Krefting	Board member	P. O. Box 1657 Vika, 0120 Oslo, Norway
Anders Buchardt	Board member	P. O. Box 1657 Vika, 0120 Oslo, Norway

#### ***Merete Haugli (chair)***

Ms Merete Haugli (born 1964), director since 13 April 2016 and chair since 19 April 2018, studied at Bankakademiet and the BI Norwegian Business School, and has pursued studies of transpersonal psychology. She runs her own consultancy in such areas as management training, mental training and mentoring, and has a versatile background in finance and the police. She is a director of Solstad Offshore ASA, Reach Subsea ASA and Axactor SE, as well as a member of the nomination committee for Mowi ASA and North Energy ASA. She owned or controlled no shares in Norwegian Property ASA at 5 January 2021.

#### ***Bjørn Henningsen (deputy chair)***

Mr Bjørn Henningsen (born 1962), director since 10 October 2014, has an MSc in economics from Heriot-Watt University and is a partner in Union Eiendomskapital AS, which he helped to found in 2005. Henningsen has very long and broad experience of real estate investment and development, banking and finance. He was previously finance director and managing director of Investra ASA, and also has long experience from banks and financial institutions. Henningsen is chair and director of numerous companies in the Union group, including chair of Union Gruppen AS and Union Eiendomskapital AS. He controls 405 999 shares in Norwegian Property ASA at 5 January 2021.

#### ***Cecilie Astrup Fredriksen (director)***

Ms Cecilie Astrup Fredriksen (born 1983), director since 10 October 2014, received a BA in business and Spanish from London Metropolitan University in 2006. She is currently employed in Seatankers Management Co Ltd and serves as a director of several companies, including Mowi ASA. Fredriksen is related to Gevevan Trading Co Ltd, which holds and control 521 840 723 shares in Norwegian Property ASA at 5 January 2021.

#### ***Kathrine Astrup Fredriksen (director)***

Ms Kathrine Astrup Fredriksen (born 1983), director since 13 April 2016, studied at the European Business School in London. She is currently employed by Seatankers Management Co Ltd in London and serves as director in SFL Corporation Ltd.. Fredriksen's previous directorships include Seadrill Ltd, Frontline Ltd and Golar LNG. She is related to Gevevan Trading Co Ltd, which holds and control 521 840 723 shares in Norwegian Property ASA at 5 January 2021.

#### ***Lars Erich Nilsen (director)***

Mr Lars Erich Nilsen 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 has a Master in Business and Economics from Norwegian Business School, BI. He serves as director in Axactor SE.

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Seatankers Management Co. Ltd. is related to Geveran Trading Co Ltd which holds and control 521 840 723 shares in Norwegian Property ASA at 5 January 2020.

**Carl Erik Krefting (director)**

Mr Carl Erik Krefting (born 1953), director since 19 April 2018, has a law degree from the University of Oslo. He helped to found Søylen Eiendom AS in 2004. This company opened Eger as Norway’s first high-end department store in May 2009. Krefting was a lawyer and partner in the Thommessen Krefting Greve Lund law company from 1982 to 2004, and in that connection held directorships in such companies as Avantor ASA, Dyno Industrier ASA and Gresvig ASA.

As of 5 January 2021 he owns and controls 356,664 shares in Norwegian Property ASA through his wholly owned companies, and 4,262,801 shares through financial instruments. In addition Krefting has options which need to be exercised within 19 October 2021 for subscription of 500,000 shares in the Company.

**Anders Buchardt (director)**

Mr Anders Buchardt (born 1974) is a graduate (nw: Siviløkonom) from the Norwegian School of Economics (NHH) in Bergen and is the owner and working chairman of AB Invest AS and Agate Utvikling AS. Buchardt has a background from PwC Consulting and Finansbanken/Storebrand Bank, before establishing and growing his property development business. In addition to several residential projects, he has over the past 15 years developed a number of new, large hotel facilities in Norway and Sweden. Anders has been responsible for the development of a number of holiday home projects at mountain destinations such as Hafjell, Kvitfjell, Gaustatoppen and Hemsedal. Together with his father Arthur, he owns and manages a larger portfolio of hotel and office properties through AB Invest AS. In addition to being chairman of the board of his own companies, he is currently chairman of the board of Pangea Property Partners and board member of the trade association Norsk Eiendom. AB Invest AS holds and controls 10,024 shares in Norwegian Property ASA at 5 January 2021.

**EXECUTIVE MANAGEMENT:**

Name	Position	Businesss adress
Bent Oustad	CEO	P. O. Box 1657 Vika, 0120 Oslo, Norway
Haavard Rønning	CFO	P. O. Box 1657 Vika, 0120 Oslo, Norway
Bjørge Aarvold	EVP Property Management	P. O. Box 1657 Vika, 0120 Oslo, Norway
Ellen Cathrine Kobro	EVP Marketing	P. O. Box 1657 Vika, 0120 Oslo, Norway
Sindre Kornrud	EVP Development	P. O. Box 1657 Vika, 0120 Oslo, Norway

**Bent Oustad**

Bent Oustad (born 1972) has served as CEO in Norwegian Property since January 2018. Prior to joining NPRO, Oustad was a partner at ABG Sundal Collier (“ABGSC”) where he worked in different positions within finance, corporate finance and asset management. He has extensive experience in buying, selling and management of properties. Bent Oustad holds a Master in Business Administration (siv. øk.) from NHH – Norwegian School of Economics.

At 4 december 2020, Bent Oustad and related parties owned 71,672 shares in the Company. In addition, Mr.Oustad has options which need to be exercised within 1 July 2022 for subscription of 5,750,000 shares in the Company as follows: 3,750,000 of the options are exercisable, and the remaining 2,000,000 options will be exercisable from 1 January 2022.

**Haavard Rønning**

Haavard Rønning (born 1973) has worked as a CFO in Norwegian Property since 2018. Prior to working for Norwegian Property, Haavard was CFO in Møller Eiendom AS and Selvaag Bolig ASA. He

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started his career in PwC, first as auditor and then in the Corporate Finance department. He holds a Master of Science in business from BI Norwegian Business School. He owned or controlled no shares in Norwegian Property ASA at 5 January 2021.

### ***Bjørge Aarvold***

Bjørge Aarvold (born 1966) has served as director in Norwegian Property since 2007 and has been responsible for establishing the structure of the property management in the Company. From 2010 he has served as Executive Vice President Property Management. Prior to joining Norwegian Property, Bjørge Aarvold held various senior manager positions in PwC and Cap Gemini (Cap Gemini Ernst & Young). He holds a bachelor's degree from BI Norwegian Business School. He owned or controlled no shares in Norwegian Property ASA at 5 January 2021.

### ***Ellen Cathrine Kobro***

Ellen Kobro (born 1979) has worked as EVP Sales & Marketing in Norwegian Property since June 2018. From 2013 she worked as Leasing Manager in the Company. Prior to Norwegian Property she worked as a Transaction Advisor in Cushman & Wakefield Realkapital. Ellen holds a Master of Science in business from BI Norwegian Business School. She owned or controlled no shares in Norwegian Property ASA at 5 January 2021.

### ***Sindre Kornrud***

Sindre Kornrud (born 1974) has been employed in NPRO since January 1st 2020. He has experience from Møller Eiendom (2014-2019), OEC Consulting (2004-2014) and Scandiaconsult (1998-2004).

He is graduated in structural engineering with additions in economy. Experience from project management of large and medium-sized projects in both the private and public sector, including the head office for NSB in Schweigaardsgate 23 and rehabilitation of the Møller family office in Bygdøy allé 4, Oslo. He owned or controlled no shares in Norwegian Property ASA at 5 January 2021.

## **NOMINATION COMMITTEE**

Members of the nomination committee and its chair are elected by the general meeting for two-year terms, and their remuneration is determined by the general meeting. The work of the nomination committee is regulated by specific guidelines, which are adopted by the AGM.

The present nomination committee comprises Marianne Johnsen and Anne Lise E. Gryte. Gryte has served as chair since she was elected at the General Assembly 25 May 2020. No regular directors or executive personnel are represented on the nomination committee.

## **COMPENSATION COMMITTEE**

The Company has established a Compensation Committee as a sub-committee to the Board of Directors. The Compensation committee shall assist the board over the employment terms of the CEO and the strategy and main principles for remunerating the Group's senior executives. The Compensation Committee currently consists of Merete Haugli and Carl Erik Krefting.

## **AUDIT COMMITTEE**

The Company has established an Audit Committee as a sub-committee to the Board of Directors. The Audit committee shall support the board in the exercise of its responsibility for financial reporting, internal control, auditing and overall risk management. The audit committee currently consists of Bjørn Henningsen (chair), Merete Haugli and Lars Erich Nilsen.

## **RELATED-PARTY DISCLOSURE**

Information regarding related-party disclosure are described in note 12 in the Q3 Interim Report 2020 and note 25 in the Annual Report 2019. Please see the cross-reference list in section 12 in this Base Prospectus.

Except for as described above in this section 7 of the Base Prospectus, there are no potential conflicts of interest between any duties to the Company of the persons referred to in this section and their private interests or other duties.

## 8. Major shareholders

The Company's share capital is NOK 324 912 798 divided between 649 825 596 shares with a par value of NOK 0.50 per share. Of these, Norwegian Property ASA held 6 250 000 as treasury shares. Norwegian Property ASA has only one share class, and all shares have equal rights in the Company. The shares are registered in VPS under ISIN NO0010317811. Norwegian Property ASA has been listed on the Oslo Stock Exchange (OSE) since November 2006 under the ticker NPRO.

### ***The 20 largest shareholders in Norwegian Property ASA as of 18.12.2020:***

<b>Name</b>	<b>Number of shares</b>	<b>Share %</b>
GEVERAN TRADING CO LTD	521 840 723	80,3 %
FOLKETRYGDFONDET	95 766 570	14,74 %
NORWEGIAN PROPERTY ASA	6 250 000	0,96 %
DANSKE BANK AS	4 262 801	0,66 %
BANAN II AS	1 596 000	0,25 %
SANDEN AS	1 584 078	0,24 %
J.P. MORGAN BANK LUXEMBOURG S.A.	903 654	0,14 %
SKANDINAVISKA ENSKILDA BANKEN AB	884 883	0,14 %
MORGAN STANLEY & CO. INTERNATIONAL	767 586	0,12 %
KAS BANK N.V.	700 016	0,11 %
SKANDINAVISKA ENSKILDA BANKEN AB	697 296	0,11 %
SELSA AS	357 605	0,06 %
CARUCEL INVEST AS	356 664	0,05 %
ECKHOFF HOLDING AS	346 090	0,05 %
PACTUM AS	330 427	0,05 %
AVANZA BANK AB	300 044	0,05 %
FUNDER BERNHARD CHRISTIAN	296 000	0,05 %
CAMVECTI HOLDING AS	275 686	0,04 %
STATE STREET BANK AND TRUST COMP	272 820	0,04 %
SURFSIDE HOLDING AS	270 779	0,04 %
<b>TOTAL NUMBER OWNED BY TOP 20</b>	<b>638 059 722</b>	<b>98,19 %</b>
<b>TOTAL NUMBER OF SHARES</b>	<b>649 825 596</b>	<b>100 %</b>

Geveran Trading Co Ltd is Norwegian Property ASA's largest shareholder, currently holding 80.3 per cent of the shares. Geveran Trading Co. Ltd. is indirectly controlled by trusts established by Mr. John Fredriksen. To ensure all shareholders equal rights and high confidence among investors, Company's corporate governance builds on the guidelines from NUES. Other than this there are no measures in place to ensure that such control is not abused.

There are no arrangements, known to the Company, the operation of which may at a subsequent date result in a change of control of the Company.

## 9. Financial information concerning the Issuer's assets and liabilities, financial position and profits and losses

The consolidated financial statements of Norwegian Property ASA have been prepared in accordance with the International Financial Reporting Standards (IFRS) as adopted by the EU and effective at 31 December 2019, and additional requirements pursuant to the Norwegian Accounting Act at 31 December 2019. The interim report is prepared in accordance with IAS 34 Interim Financial Reporting.

The financial information of Norwegian Property ASA is incorporated by reference. Please see the cross-reference list in section 12 in this Base Prospectus:

<i>Norwegian Property ASA</i>	<i>Parent</i> <b>2019</b> <i>audited</i>	<i>Group</i> <b>2019</b> <i>audited</i>	<i>Group</i> <b>Q2 2020</b> <i>unaudited</i>	<i>Group</i> <b>Q3 2020</b> <i>unaudited</i>
Income statement	Page 52	Page 18	Page 12	Page 12
Balance sheet	Page 53	Page 19	Page 13	Page 13
Cash flow statement	Page 54	Page 20	Page 14	Page 14
Notes	Page 55 - 64	Page 21 - 51	Page 15 - 23	Page 15 - 26
Accounting principles	Page 55 - 57	Page 21 - 27	Page 15	Page 15
Auditors report	Page 66 - 70	Page 66 - 70	-	-

**2019:** [https://www.norwegianproperty.no/wp-content/uploads/2020/03/2019.12.31\\_Annual-report\\_2019\\_english\\_final.pdf](https://www.norwegianproperty.no/wp-content/uploads/2020/03/2019.12.31_Annual-report_2019_english_final.pdf)

**Q2 2020:** [https://www.norwegianproperty.no/wp-content/uploads/2020/07/2020.06.30\\_Interim\\_Report\\_Q2\\_2020.pdf](https://www.norwegianproperty.no/wp-content/uploads/2020/07/2020.06.30_Interim_Report_Q2_2020.pdf)

**Q3 2020:** [https://www.norwegianproperty.no/wp-content/uploads/2020/10/2020.09.30\\_Interim\\_Report\\_Q3\\_2020\\_final.pdf](https://www.norwegianproperty.no/wp-content/uploads/2020/10/2020.09.30_Interim_Report_Q3_2020_final.pdf)

The historical financial information for 2019 has been audited. The historical financial information for the interim report has not been audited.

## OTHER STATEMENTS FOR THE COMPANY

### Financial statements and trend information

During the third quarter 2020, Norwegian Property completed a private placement with gross proceeds of about NOK 1.1 billion in connection with the acquisition of Nordr Eiendom. The private placement was followed by a repair issue amounting to NOK 28.2 million in December 2020. In November 2020 Norwegian Property completed another private placement with gross proceeds of NOK 557,277,000 in connection with the acquisition of Snarøyveien 30 at Fornebu.

In October, the Company issued a new NOK 500 million bond loan to refinance NPRO 12 with a mortgage on the Terminal building at Aker Brygge, and in November, the Company issued NOK 1,250 mill in new senior secured bonds. The Company entered into a bilateral loan agreement of NOK 3,542 million to finance the acquisition of Snarøyveien 30. In addition, the Company has signed a loan agreement with DNB and SEB for a revolving credit facility of NOK 600 million.

Effects of Covid-19 on the Company's business - Restrictions implemented during the pandemic has adversely affected many businesses, especially service providers, retailers and restaurants. This has had a negative impact on Norwegian Property and other property companies. Norwegian Property's financial position is sound, with a high equity ratio and a relatively low loan-to-value ratio. A highly

## Base Prospectus

diversified portfolio of tenants in both the public sector and various private business segments helps to make the Company well positioned for dealing with these challenges. Total provisions of approximately NOK 16 million have been made in interim financial statements for the year to date in 2020 to take account of the estimated negative effects on income and operating costs related to such tenants. The effects of Covid-19 on the Company's business in 2021 are not yet clear, but restrictions will continue to affect the tenants, particularly shops and restaurants.

Given the Company's investment in Nordr Eiendom and the acquisition of the Snarøyveien 30 property, as well as the extraordinary conditions created by the Covid19 pandemic, the board has resolved to pay no dividend for the third quarter of 2020.

Other than the above mentioned there is no significant change in the financial position of the Group which has occurred since the end of the last financial period for which either audited financial statements or interim financial statements have been published. Furthermore, there has been no material adverse change in the prospects of the Company since the date of the last published audited financial statements, and there is no significant change in the financial performance of the Group since the end of the last financial period for which financial information has been published to the date of the Base Prospectus.

## Material contracts

There are no material contracts that are entered into in the ordinary course of the Company's business, which could result in any group member being under an obligation or entitlement that is material to the Company's ability to meet its obligation to security holders in respect of the securities being issued.

## Legal and arbitration proceedings

There are no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Company is aware), during a period covering at least the previous 12 months which may have, or have had in the recent past, significant effects on the Company's and/or Group's financial position or profitability.

## SUMMARY OF DISCLOSED INFORMATION

All NPRO's announcements are available at the Company's website:

<https://www.norwegianproperty.no/announcements/>

The below table is a summary of the information disclosed by the Company under Regulation (EU) 596/2014 over the last 12 months which is relevant at the date of the Base Prospectus.

<b>ADDITIONAL REGULATED INFORMATION REQUIRED TO BE DISCLOSED UNDER THE LAWS OF A MEMBER STATE</b>	
Date	Description
08.12.2020	NPRO: Last day of the subscription period in the subsequent offering
01.12.2020	NPRO: Takeover of Snarøyveien 30 AS has been completed
27.11.2020	NPRO: Approval and publication of prospectus
17.11.2020	NPRO: Registration of share capital increase following private placement
16.11.2020	Successful issuance of NOK bonds
16.11.2020	Contemplating NOK senior secured bond issuance
20.10.2020	Acquiring Snarøyveien 30 in Fornebu
14.10.2020	Invitation to presentation of third quarter 2020
25.09.2020	Successful placement of new secured bond
24.09.2020	Contemplating NOK senior secured bond issuance



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31.08.2020	Financial calendar
10.08.2020	Extraordinary General Assembly held in Norwegian Property ASA
10.07.2020	Correction - Notice of extraordinary general meeting contained wrong dates
16.06.2020	Norwegian Property acquires Veidekke Eiendom together with partners
08.06.2020	Oslo Børs – Norwegian Property ASA – Received application for listing of bonds
25.05.2020	Extraordinary General Assembly held in Norwegian Property ASA
04.05.2020	Notice of extraordinary general meeting
24.04.2020	Invitation to presentation of first quarter
16.04.2020	Annual General Meeting held in Norwegian Property ASA
01.04.2020	Approval of prospectus
25.03.2020	Notice of ordinary general meeting
10.02.2020	Successful placement of bonds
06.02.2020	Key information relating to the cash dividend to be paid by Norwegian Property ASA
31.01.2020	Invitation to presentation of fourth quarter and full year 2019
17.12.2019	Agreement on sale of Stavanger property
11.12.2019	Financial calendar
09.12.2019	Successful placement of a new senior secured bond
09.12.2019	Agreement on acquisition of property in Oslo inner city No

**ANNUAL FINANCIAL AND AUDIT REPORTS**

Date	Description
20.03.2020	Annual report 2019
19.03.2020	Annual accounts for 2019 approved
06.02.2020	4Q 2019 - Strategic acquisitions and divestments increase the profit in the quarter

**HALF YEARLY FINANCIAL REPORTS AND AUDIT REPORTS/LIMITED REVIEWS**

Date	Description
20.10.2020	3Q 2020 - A quarter with focus on acquisitions, equity issue and refinancing
09.07.2020	2Q 2020 - influenced by corona and the acquisition of Veidekke Eiendom
03.07.2020	Invitation to presentation of second quarter 2020
29.04.2020	1Q 2020 - Covid-19 has a negative impact on earnings, and it has been resolved to pay no dividends for the quarter

**LISTING / ADMISSION OF SECURITIES**

Date	Description
09.06.2020	Oslo Børs - NPRO17 - New bond issue to be listed 10.06.2020
06.01.2020	Oslo Børs - NPRO16 - New bond issue to be listed 07.01.2020

**MAJOR SHAREHOLDING NOTIFICATIONS**

Date	Description
17.11.2020	Flagging i Norwegian Property ASA
10.11.2020	Flagging i Norwegian Property ASA
22.01.2020	Notification

**MANDATORY NOTIFICATION OF TRADE PRIMARY INSIDERS**

Date	Description
12.01.2021	NPRO: Notification regarding TRS-agreement
15.12.2020	Notification regarding TRS-agreement
08.09.2020	Notification: Revised TRS agreement
22.05.2020	SHAREHOLDING DISCLOSURE
02.04.2020	Notifiatiion: Renewed TRS agreement
18.03.2020	SHAREHOLDING DISCLOSURE

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17.03.2020	SHAREHOLDING DISCLOSURE
16.03.2020	SHAREHOLDING DISCLOSURE
13.03.2020	SHAREHOLDING DISCLOSURE
12.03.2020	SHAREHOLDING DISCLOSURE

**TOTAL NUMBER OF VOTING RIGHTS AND CAPITAL**

Date	Description
17.12.2020	Norwegian Property ASA - Registration of share capital increase following the subsequent offering
09.12.2020	NPRO: Final result of the subsequent offering
08.12.2020	NPRO: Final result of the subsequent offering
30.11.2020	NPRO: Commencement of subscription period for the subsequent offering
17.11.2020	Registration of share capital increase following private placement
10.11.2020	CORRECTION: Norwegian Property ASA - Completes NOK 557 million private placement to fund the acquisition of Snarøyveien 30 at Fornebu
09.11.2020	Completes NOK 557 million private placement to fund the acquisition of Snarøyveien 30 at Fornebu
09.11.2020	Norwegian Property ASA - Contemplated private placement of up to 49,980,000 new shares to fund the acquisition of Snarøyveien 30 at Fornebu
27.08.2020	Norwegian Property ASA – Registration of share capital increase following private placement
23.08.2020	Norwegian Property ASA - Completes NOK 1.1 billion private placement to fund the acquisition of Veidekke Eiendom
10.07.2020	Notice of extraordinary general meeting

**EX DATE**

Date	Description
24.08.2020	Ex potential subsequent offering today
23.08.2020	Norwegian Property ASA - Key information relating to a potential subsequent offering
11.02.2020	Ex dividend NOK 0.07 today

## **10. Documents on display**

For the term of the Base Prospectus the following documents, where applicable, may be inspected:

- the up to date memorandum and articles of association of the Company;
- all reports, letters, and other documents, valuations and statements prepared by any expert at the Company's request any part of which is included or referred to in the Base Prospectus.

The documents may be inspected at the Company's website: [www.norwegianproperty.no](http://www.norwegianproperty.no).

## **11. Financial instruments that can be issued under the Base Prospectus**

This chapter describes the types of financial instruments that can be linked to this Base Prospectus. A Bond is a financial instrument as defined in Norwegian Securities Trading Act's (Verdipapirhandellovens) § 2-2.

### **11.1 SECURITIE TYPE**

Bonds are debt instruments issued by the Issuer pursuant to the applicable Bond Terms, including any Additional Bonds.

The Bonds are electronically registered in book-entry form with the central securities depository (CSD). Any restrictions on the free transferability of the securities will be specified in the Final Terms.

### **11.2 THE BONDS TERMS AND CONDITIONS**

#### *11.2.1 Bond Terms and Legislation*

The Bond Terms will be entered into between the Issuer and the Bond Trustee. The Bond Terms regulates the Bondholder's rights and obligations in relations with the issue. The Bond Trustee enters into the agreement on behalf of the Bondholders and is granted authority to act on behalf of the Bondholders to the extent provided for in the Bond Terms.

When bonds are subscribed/purchased, the Bondholder has accepted the Bond Terms and is bound by the terms of the Bond Terms.

Information regarding bondholders, bondholders' meeting and the Bondholder's right to vote are described in the Bond Terms clause 7 and 8. Information regarding the role of the Bond Trustee will be described in the Bond Terms clause 9.

The Bond Terms will be attached to the Final Terms for each Bond issue and will available through the Issuer's website: [www.norwegianproperty.no](http://www.norwegianproperty.no).

Norwegian Property ASA is subject to the laws of Norway, including the Public Limited Companies Act. The Bond Terms shall be governed by and construed in accordance with Norwegian law.

#### *11.2.2 Outstanding bonds*

The bond issues may either be an open bond issue or closed for increasing the outstanding amount. Outstanding Bonds means any Bonds not redeemed or otherwise discharged. The Initial Bond Issue and Maximum Issue Amount will be specified in the applicable Final Terms.

If Maximum Issue Amount is applicable the Issuer may subsequently issue Additional Bonds on one or more occasions (each a "Tap Issue") until the Nominal Amount of all Additional Bonds equals in aggregate the Maximum Issue Amount less the Initial Bond Issue. The Issuer may, upon written confirmation from the Bond Trustee, increase the Maximum Issue Amount. Tap Issues must take place no later than five Business Days prior to the Maturity Date.

Base Prospectus

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*11.2.3 Payments in respect of the Bonds*

On the Repayment Date the Issuer shall pay in respect of each Bond the Nominal Amount multiplied by the Redemption Price, unless otherwise stated in the Bond Terms, to the Bondholders. The Repayment Date will be specified in the applicable Final Terms.

The Issuer may have the option to early redeem the Bonds (Call). The terms for early redemption will be specified in the applicable Final Terms.

The Bondholders may also have the right to require that the Issuer purchases all or some of the Bonds held by that Bondholder (Put). The specific terms will be specified in the applicable Final Terms.

The Bonds will either be fixed rate bonds or floating rate bonds. On each Interest Payment Date the Issuer shall in arrears pay the accrued Interest Rate amount to the Bondholders. The specific terms will be specified in the applicable Final Terms.

Matured interest and matured principal will be credited each Bondholder directly from the CSD for interest and principal shall be limited in time pursuant the Norwegian Act relating to the Limitation Period Claims of May 18 1979 no 18, p.t. 3 years for interest rates and 10 years for principal.

*11.2.4 Bonds with fixed rate*

Bonds with a fixed interest rate shall bear interest at the percentage (%) set out in the Final Terms. Each Outstanding Bond will accrue interest at the Interest Rate on the Nominal Amount for each Interest Period, commencing on and including the first date of the Interest Period (or the Issue Date, for the first Interest Period), and ending on but excluding the last date of the Interest Period.

The interest shall be calculated on the basis of a 360-day year comprised of twelve months of 30 days each and, in case of an incomplete month, the actual number of days elapsed (30/360-days basis), unless:

- i) the last day in the relevant Interest Period is the 31<sup>st</sup> calendar day but the first day of that Interest Period is a day other than the 30<sup>th</sup> or the 31<sup>st</sup> day of a month, in which case the month that includes that last day shall not be shortened to a 30-day month; or
- ii) the last day of the relevant Interest Period is the last calendar day in February, in which case February shall not be lengthened to a 30-day month.

The Interest Rate and the Interest Payment Dates will be specified in the applicable Final Terms.

*11.2.5 Bonds with floating rate*

Bonds with floating rate shall bear interest at a rate per annum equal to the Reference Rate + Margin as set out in the Final Terms. Any interpolation will be quoted with the number of decimals corresponding to the quoted number of decimals of the Reference Rate. If the Interest Rate becomes negative, the Interest Rate shall be deemed to be zero.

Each Outstanding Bond will accrue interest at the Interest Rate on the Nominal Amount for each Interest Period, commencing on and including the first date of the Interest Period (or the Issue Date, for the first Interest Period), and ending on but excluding the last date of the Interest Period. The Interest Rate shall be adjusted by the Bond Trustee on each Interest Quotation Date during the term of the Bonds.

The interest shall be calculated on the basis of the actual number of days in the Interest Period in respect of which payment is being made divided by 360 (actual/360-days basis).

## Base Prospectus

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The Reference Rate, Margin, Interest Period and the current Interest Rate will be specified in the applicable Final Terms.

### *11.2.6 Use of proceeds*

The Issuer will use the net proceeds from the issuance of the Bonds for its general corporate purposes. The Issuer may also use the net proceeds for other purposes.

The specific use of proceeds including the net proceeds from the issue will be specified in the applicable Final Terms.

### *11.2.7 Status*

The Issuer's payment obligations under the Bond Terms shall rank ahead of all subordinated payment obligations of the Issuer and shall rank at least pari passu with all other obligations of the Issuer, save for obligations which are mandatorily preferred by law. The Bonds shall rank pari passu between themselves.

If other statuses, it will be specified in the applicable Final Terms.

### *11.2.8 Security*

The Bonds may either be unsecured or secured. The level of any security will be described in the applicable Final Terms.

### *11.2.9 Approvals*

The specific Bond issues will be subject to approval by the Issuer's Board. The date of the decision will be stated in the Final Terms.

The Base Prospectus has been approved by Finanstilsynet, as the competent authority in accordance with the Regulation (EU) 2017/1129.

The applicable Final Terms will be submitted to Finanstilsynet – [prospekter@finanstilsynet.no](mailto:prospekter@finanstilsynet.no) - for information in connection with an application for listing of a new Bond issue, or a Tap Issue in an already listed Bond.

### *11.2.10 Fees, Expenses and Tax legislation*

The prospectus fee for the Base Prospectus including a template for the Final Terms is NOK 88,000. In addition, there will be a listing fee for listing of the Bonds in accordance with the current price list of the Exchange. The listing fees will be specified in the Final Terms.

The Issuer shall pay any stamp duty and other public fees accruing in connection with issuance of the Bonds or the Security Documents, but not in respect of trading of the Bonds in the secondary market (except to the extent required by applicable laws), and the Issuer shall deduct before payment to the Bondholders at source any applicable withholding tax payable pursuant to law. At the date of this Base Prospectus, there is no withholding tax on bonds in Norway.

The tax legislation of the investor's Member State and of the Issuer's country of incorporation may have an impact on the income received from the securities.

### *11.2.11 Rating*

The Issuer has no official rating.

### 11.3 DEFINITIONS

This section includes a summary of the definitions set out in any Bond Terms as well as certain other definitions relevant for the Prospectus. If these definitions at any point in time no longer represents the correct understanding of the definitions set out in the Bond Terms, the Bond Terms shall prevail.

Additional Bonds:	Means any Bonds issued under a Tap Issue.
Bond Terms:	The Bond Terms including any attachments hereto, and any subsequent amendments and additions agreed between the parties hereto.  The Bond Terms will be attached to the Final Terms.
Bond Trustee:	The company designated as such in the preamble to the Bond Terms, or any successor, acting for and on behalf of the Bondholders in accordance with the Bond Terms.  The Bond Trustee, being Nordic Trustee AS, Postboks 1470 Vika, 0116 Oslo.
Bondholder:	A person who is registered in the CSD as directly registered owner or nominee holder of a Bond, subject however to the Clause for <i>Bondholders' rights</i> in the Bond Terms.
Bondholders' Meeting:	Meeting of Bondholders as set forth in the Clause <i>Bondholders' decisions</i> in the Bond Terms.
Bonds:	The debt instruments issued by the Issuer pursuant to the Bond Terms, including any Additional Bonds.
Business Day:	Any day on which the CSD settlement system is open and the relevant currency settlement system is open.
Business Day Convention:	Means that: a) If Modified Following Business Day is specified (FRN), the Interest Period will be extended to include the first following Business Day unless that day falls in the next calendar month, in which case the Interest Period will be shortened to the first preceding Business Day. b) If No Adjustment is specified (Fixed Rate), no adjustment will be made to the Interest Period.  Business Day Convention will be specified in the Final Terms.
Calculation Agent:	For Bonds with a Bond Trustee, the Bond Trustee will be the Calculation Agent.  The Calculation Agent will be specified in the Final Terms.

Base Prospectus

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- Call:** The Issuer may have the option to early redeem the Bonds.
- If exercising a Call, the Issuer shall at the relevant date indicated pay to the Bondholders the Nominal Amount of the Bonds to be redeemed multiplied by the relevant price on the redeemed Bonds.
- Exercise of Call shall be notified by the Issuer to the Bond Trustee at least ten (10) Business Days prior to the relevant Call Date. Partial exercise of Call shall be carried out pro rata between the Bonds (according to the procedures in the CSD).
- The terms for early redemption will be specified in the applicable Final Terms.
- Change of Control Event:** If any person or group (as such term is defined in the Norwegian Limited Liability Companies Act §1-3), other than:
- a) Geveran Trading Co Ltd, or any other entity directly or indirectly controlled by trusts established by Mr. John Fredriksen or his immediate family for the benefit of his immediate family, or
  - b) any entity where an entity as mentioned in item a) holds 50% or more of the outstanding shares and/or voting rights,
- becomes the owner, directly or indirectly, of more than 50% of the outstanding shares and/or voting rights of the Issuer.
- CSD:** The central securities depository in which the Bonds are registered.
- Unless otherwise specified in the Final Terms, the following Securities Depository will be used: Norwegian Central Securities Depository ("Verdipapirsentralen" or "VPS"), P.O. Box 4, 0051 Oslo.
- Currency:** The currency in which the Bond is denominated.
- Currency will be specified in the Final Terms.
- Day Count Convention:** The convention for calculation of payment of interest shall be:
- a) If Fixed Rate, the interest shall be calculated on the basis of a 360-day year comprised of twelve months of 30 days each and, in case of an incomplete month, the actual number of days elapsed (30/360-days basis), unless:



Base Prospectus

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- i) the last day in the relevant Interest Period is the 31<sup>st</sup> calendar day but the first day of that Interest Period is a day other than the 30<sup>th</sup> or the 31<sup>st</sup> day of a month, in which case the month that includes that last day shall not be shortened to a 30-day month; or
- ii) the last day of the relevant Interest Period is the last calendar day in February, in which case February shall not be lengthened to a 30-day month.

b) If FRN, the interest shall be calculated on the basis of the actual number of days in the Interest Period in respect of which payment is being made divided by 360 (actual/360-days basis).

Day Count Convention will be specified in the Final Terms.

Exchange:

Shall have the meaning ascribed to such term in the Clause *Main terms of the Bonds* in the Bond Terms, setting out the exchange or other recognized marketplace for securities, on which the Issuer has, or has applied for, listing of the Bonds.

The relevant Exchange, if any, will be specified in the Final Terms.

Fixed Rate:

Means if the Interest Rate is stated in percentage (%).

FRN:

Means if the Interest Rate is stated as Reference Rate + Margin.

Group:

Means the Issuer and its subsidiaries.

Interest Period:

Means, subject to adjustment in accordance with the Business Day Convention, the periods set out in the Clause *Main terms of the Bonds* in the Bond Terms, provided however that an Interest Period shall not extend beyond the Maturity Date.

The Interest Period will be specified in the Final Terms.

Interest Rate:

Rate of interest applicable to the Bonds;

a) If Fixed Rate, the Bonds shall bear interest at the percentage (%).

b) If FRN, the Bonds shall bear interest at a rate per annum equal to the Reference Rate + Margin.

Any interpolation will be quoted with the number of decimals corresponding to the quoted number of decimals of the Reference Rate. If the Interest Rate becomes negative, the Interest Rate shall be deemed to be zero.

The Interest Rate will be specified in the Final Terms.

Base Prospectus

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Interest Payment Date:	Means the last day of each Interest Period.
Interest Quotation Date:	Means, in relation to any period for which an Interest Rate is to be determined, the day falling two (2) Business Days before the first day of the relevant Interest Period.
ISIN:	International Securities Identification Number for the Bond.  ISIN will be specified in the Final Terms.
Issue Price:	The price in percentage of the Initial Nominal Amount to be paid by the Bondholders at the applicable Issue Date.  Issue Price will be specified in the Final Terms.
Issuer:	Norwegian Property ASA, a company existing under the laws of Norway with registration number 988 622 036 and LEI-code 5967007LIEEXZXGQFS44.
Issuer's Bonds:	Bonds owned by the Issuer, any party who has decisive influence over the Issuer, or any party over whom the Issuer has decisive influence.
LEI-code:	Legal Entity Identifier, a unique 20-character code that identifies legal entities that engage in financial transactions.
Listing:	Listing of Bonds takes place on the basis of this Base Prospectus, any supplement(s) to this Base Prospectus and the applicable Final Terms.  For Bonds that will be applied for listing on Oslo Børs, listing will take place no earlier than the day after the first Issue Date. Applications for admission to trading shall apply to all bonds belonging to the same issue. In the event of a tap issue, the tap issue will automatically be admitted to trading as soon as Oslo Børs is informed of the change in outstanding volume.  Bonds listed on Oslo Børs are freely negotiable.
Manager(s):	Manager(s) of Bond issues.  The Manager(s) will be specified in the Final Terms.
Margin:	Means, if FRN, the margin of the Interest Rate. The provisions regarding Margin do not apply for Fixed Rate.  Margin will be specified in the Final terms.

Base Prospectus

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**Market Making:** For bonds listed on Oslo Børs or other Exchanges, a market making agreement may be entered into.

Agreement on market making will be stated in the Final Terms.

**Maturity Date:** Means the date where the Outstanding Bonds are paid in full, adjusted according to the Business Day Convention.

The Maturity Date will be specified in the Final Terms.

**NA:** Means that the provision to which NA is designated is not applicable.

**NIBOR:** Means the Norwegian Interbank Offered Rate, being

- a) the interest rate fixed for a period comparable to the relevant Interest Period published by Global Rate Set Systems (GRSS) at approximately 12.00 (Oslo time) on the Interest Quotation Day; or
- b) if paragraph a) above is not available for the relevant Interest Period;
  - (i) the linear interpolation between the two closest relevant interest periods, and with the same number of decimals, quoted under paragraph a) above; or
  - (ii) a rate for deposits in the relevant currency for the relevant Interest Period as supplied by 1-2 banks with operations in Oslo with considerable loan portfolio in NOK; or
- c) if the interest rate under paragraph a) is no longer available, the interest rate will be set by the Bond Trustee in consultation with the Issuer to:
  - (i) any relevant replacement reference rate generally accepted in the market; or
  - (ii) such interest rate that best reflects the interest rate for deposits in NOK offered for the relevant Interest Period.

Information about the past and the future performance of the NIBOR and its volatility can be obtained at: <https://most.referanserenter.no/nibor-rates.html>

Rates are available for free for the past 90 days – for more information a subscription is required.

If other Reference Rates than NIBOR is specified in the Final Terms or the definition of NIBOR is changed, then the applicable Reference Rate, the relevant screen page, the specified time, information about the and future performance and volatility of

Base Prospectus

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	<p>the Reference Rate and any fallback provisions will be specified in the applicable Final Terms.</p>
Nominal Amount:	<p>Means the Initial Nominal Amount less the aggregate amount by which each Bond has been partially redeemed.</p> <p>Initial Nominal Amount will be specified in the Final Terms.</p>
Outstanding Bonds:	<p>Means any Bonds not redeemed or otherwise discharged.</p>
Paying Agent:	<p>The legal entity appointed by the Issuer to act as its paying agent with respect to the Bonds in the CSD.</p> <p>The Paying Agent will be specified in the Final Terms.</p>
Payment Date:	<p>Means any Interest Payment Date or any Repayment Date.</p>
Put:	<p>The Bondholders may have the right to require that the Issuer purchases all or some of the Bonds held by that Bondholder.</p> <p>If exercising a Put, the Issuer shall at the relevant date indicated under Put pay to the Bondholders the Nominal Amount of the Bonds to be redeemed multiplied by the relevant price on the redeemed Bonds.</p> <p>The specific Put terms will be specified in the applicable Final Terms.</p>
Redemption Price:	<p>The price determined as a percentage in respect of each Bond the Nominal Amount to which the bond issue is to be redeemed at the Maturity Date.</p> <p>Redemption Price will be specified in the Final Terms.</p>
Reference Rate:	<p>For FRN bonds the Reference Rate will be specified in the applicable Final Terms. If NA is specified, Reference Rate does not apply.</p>
Repayment Date:	<p>Means any date for payment of instalments, payment of any Call or the Maturity Date, or any other days of repayments of Bonds.</p>
Tap Issue:	<p>Shall have the meaning ascribed to such term in the Clause <i>Tap Issues</i> in the Bond Terms. If NA is specified in respect of Maximum Issue Amount no Tap Issues may be made under the Bond Terms. Otherwise, Tap Issues shall be allowed on the terms set out in the Clause <i>Tap Issues</i> in the Bond Terms.</p>

Maximum Issue Amount will be specified in the Final Terms.

Yield:

Depending on the market rate for bonds with floating interest rates. The Yield for the applicable interest period can be determined when the interest rate is known.

For bonds with a fixed interest rate, the Yield is determined based on the bond interest rate and the number of Interest Payment Dates.

The yield is calculated in accordance with «*Anbefaling til Konvensjoner for det norske sertifikat- og obligasjonsmarkedet*» prepared by Norske Finansanalytikeres Forening in January 2020.

<https://www.finansanalytiker.no/wp-content/uploads/2020/02/Rentekonvensjon-pr-januar-2020-v2.pdf>.

Yield will be specified in the Final Terms.

## 11.4 FINAL TERMS

A template for the Final Terms is attached to this Base Prospectus - see appendix 1.

## 12. Cross reference list

In section 7 of this Base Prospectus information regarding related-party disclosure is incorporated by reference to note 12 in the Q3 Interim Report 2020 and note 25 in the Annual Report 2019.

In section 9 of this Base Prospectus, the financial information is incorporated by reference to the following:

- Information concerning the Company's 2019 figures is incorporated by reference from the Company's Annual Report 2019.
- Information concerning the Company's first half 2020 figures is incorporated by reference from the Company's first half 2020 Interim report.
- Information concerning the Company's third quarter 2020 figures is incorporated by reference from the Company's third quarter 2020 Interim report.

The Company's financial reports are available at:

**2019:** [https://www.norwegianproperty.no/wp-content/uploads/2020/03/2019.12.31\\_Annual-report\\_2019\\_english\\_final.pdf](https://www.norwegianproperty.no/wp-content/uploads/2020/03/2019.12.31_Annual-report_2019_english_final.pdf)

**Q2 2020:** [https://www.norwegianproperty.no/wp-content/uploads/2020/07/2020.06.30\\_Interim\\_Report\\_Q2\\_2020.pdf](https://www.norwegianproperty.no/wp-content/uploads/2020/07/2020.06.30_Interim_Report_Q2_2020.pdf)

**Q3 2020:** [https://www.norwegianproperty.no/wp-content/uploads/2020/10/2020.09.30\\_Interim\\_Report\\_Q3\\_2020\\_final.pdf](https://www.norwegianproperty.no/wp-content/uploads/2020/10/2020.09.30_Interim_Report_Q3_2020_final.pdf)

## **13. Appendix**

- Final Terms template



## **Final Terms**

[Lånets navn]

ISIN [●]



## Final Terms

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These Final Terms have been prepared in accordance with Regulation (EU) 2017/1129. The Final Terms together with the Base Prospectus for Norwegian Property ASA dated 15.01.2021 and any supplements to the Base Prospectus constitute a Prospectus for [ISIN] - [Loan name]. The Prospectus contains complete information about the Issuer and the Bonds. The Base Prospectus, any supplements and the Final Terms are/will be available on the Issuer's website: <https://norwegianproperty.no>

# 1. SUMMARY

Summaries are made up of disclosure requirements due to Article 7 in the REGULATION (EU) 2017/1129 OF THE EUROPEAN PARLIAMENT AND OF THE COUNCIL of 14 June 2017.

## A - INTRODUCTION AND WARNINGS

Warning	This summary should be read as introduction to the Prospectus. Any decision to invest in the securities should be based on consideration of the Prospectus as a whole by the investor. The investor could lose all or part of the invested capital. Where a claim relating to the information contained in the Prospectus is brought before a court, the plaintiff investor might, under the national law, have to bear the costs of translating the Prospectus before the legal proceedings are initiated. Civil liability attaches only to those persons who have tabled the summary including any translation thereof, but only where the summary is misleading, inaccurate or inconsistent, when read together with the other parts of the Prospectus, or where it does not provide, when read together with the other parts of the Prospectus, key information in order to aid investors when considering whether to invest in such securities.
The Bonds	ISIN: [●] - [Name]
The Issuer	Norwegian Property ASA is a Norwegian public limited liability company domiciled in Norway and existing under the laws of Norway, including the Public Limited Companies Act. The Company's registration number 988 622 036 and LEI-code 549300XAKTM2BMKIPT85.
The Offeror	Not applicable. There is no offeror, the Base Prospectus has been produced in connection with listing of the securities on an Exchange. The Issuer is going to ask for admission to trading on a regulated market.
Competent Authority Approving the Prospectus.	The Financial Supervisory Authority of Norway (Norwegian: <i>Finanstilsynet</i> ), with registration number 840 747 972 and registered address at Revierstredet 3, 0151 Oslo, Norway, and with telephone number +47 22 93 98 00 has reviewed and on 15.01.2021, approved the Base Prospectus.

## B - KEY INFORMATION ON THE ISSUER

<b>Who is the issuer of the securities?</b>	
Corporate Information	Norwegian Property ASA is a Norwegian public limited liability company domiciled in Norway and existing under the laws of Norway, including the Public Limited Companies Act. The Company's registration number 988 622 036 and LEI-code 549300XAKTM2BMKIPT85. Website: <a href="http://www.norwegianproperty.no">www.norwegianproperty.no</a>
Principal activities	Norwegian Property's primary business is the ownership and management of commercial properties in the Oslo region. From the end of 2018, the Company has also had a portfolio of residential units under construction in Oslo. Norwegian Property ASA is the parent company in the Group with limited activity other than being the ultimate holding company.
Major Shareholders	Geveran Trading Co Ltd is Norwegian Property ASA's largest shareholder. Geveran Trading Co. Ltd., is indirectly controlled by trusts established by Mr. John Fredriksen.
Key managing directors	Bent Oustad - CEO Haavard Rønning - CFO

## Final Terms

	Bjørge Aarvold - EVP Property Management Ellen Cathrine Kobro - EVP Marketing Sindre Kornrud – EVP Development															
Statutory auditor	The Company's auditor is PricewaterhouseCoopers AS, Dronning Eufemias gate 71, 0194 Oslo, Norway. Post address: P.O. Box 748 Sentrum, NO-0106 Oslo, Norway. PwC is a member of the Norwegian Institute of Certified Public Accountants.															
<b>What is the key financial information regarding the Issuer?</b>																
<i>Norwegian Property ASA</i>																
<b>INCOME STATEMENT</b> (Amounts in NOK million)	<table border="1"> <thead> <tr> <th></th> <th>Parent 2019 audited</th> <th>Group 2019 audited</th> <th>Group H1 2020 unaudited</th> <th>Group Q3 2020 unaudited</th> </tr> </thead> <tbody> <tr> <td>Operating profit</td> <td>(51.2)</td> <td>1 438.1</td> <td>56.2</td> <td>481.5</td> </tr> <tr> <td>Profit for the year/period</td> <td>535.3</td> <td>1 006.7</td> <td>(270.9)</td> <td>342.0</td> </tr> </tbody> </table>		Parent 2019 audited	Group 2019 audited	Group H1 2020 unaudited	Group Q3 2020 unaudited	Operating profit	(51.2)	1 438.1	56.2	481.5	Profit for the year/period	535.3	1 006.7	(270.9)	342.0
	Parent 2019 audited	Group 2019 audited	Group H1 2020 unaudited	Group Q3 2020 unaudited												
Operating profit	(51.2)	1 438.1	56.2	481.5												
Profit for the year/period	535.3	1 006.7	(270.9)	342.0												
<b>BALANCE SHEET</b>																
Net financial debt (long term debt plus short term debt minus cash)	7 460.9    9 219.4    8 657.9    8 582.7															
<b>CASH FLOW STATEMENT</b>																
Net cash flow from operating activities	(305.2)    354.9    812.2    113.4															
Net cash flow from investment activities	998.8    271.7    (170.1)    (1 042.0)															
Net cash flow from financing activities	(499.5)    (469.4)    (719.2)    1 009.6															
<b>What are the key risk factors that are specific to the Issuer?</b>																
Most material key risk factors	<ul style="list-style-type: none"> <li>• The Company is exposed to the economic cycle and macro economical fluctuations, since changes in the general economic situation could affect rent levels, vacancies and the value of the Company's assets.</li> <li>• Negative changes in the general economic situation, leading to lower business and private spending and increased unemployment, may adversely affect the demand for commercial properties.</li> <li>• The financial status and strength of the Group's tenants, and thus their ability to service the rent etc. will always be a decisive factor when evaluating the risk of property projects.</li> <li>• The Group's financial position, including its financial leverage may have several adverse consequences.</li> <li>• Norwegian Property is to a large extent financed by debt and will be exposed to interest rate fluctuations.</li> </ul>															

**C - KEY INFORMATION ON THE SECURITIES**

<b>What are the main features of the securities?</b>	
Description of the securities, including ISIN	[•]
Rights attached to the securities	[•]
Status of the bonds and security	[•]
Any restrictions on the free transferability of the securities	[Not applicable – there are no restrictions on the free transferability of the Bonds.] / [Other: specify]

Final Terms

<b>Where will the securities be traded?</b>	
Admission to trading	[•]
<b>What are the key risks that are specific to the securities?</b>	
Most material key risks	<ul style="list-style-type: none"> <li>• Interest rate risk</li> <li>• Market risk</li> <li>• Security</li> </ul>

**D - KEY INFORMATION ON THE ADMISSION TO TRADING ON A REGULATED MARKED**

<b>Under which conditions and timetable can I invest in this security?</b>	
Terms and conditions for the offer	Not applicable. The Bonds have not been subject to a public offer.
<b>Why is the Prospectus being produced?</b>	
Admission to trading	The Prospectus is produced in connection with listing of Bonds on the Exchange.
Use of proceeds	[•]
Material conflicts of interest	[•]

## 2. INFORMATION CONCERNING THE SECURITIES

### Main terms of the Bonds:

ISIN:	[ISIN].
The Bonds/The Bond Issue:	[Name of the bond].
Issuer:	Norwegian Property ASA, a company existing under the laws of Norway with registration number 988 622 036 and LEI-code 5967007LIEEXZXGQFS44.
Security Type:	[Unsecured/Secured] [Open] [Green] Bond Issue with [fixed/floating] rate.
Securities Form:	As set out in the Base Prospectus clause 11.1.
Maximum Issue Amount:	[Currency] [Maximum Issue Amount/ NA].
Initial Bond Issue / [x. Tranche]:	[Currency] [Initial Bond Issue / [●]. Tranche].
Outstanding Amount:	[Currency] [Total outstanding amount].
Initial Nominal Amount:	[Currency] [Initial Nominal Amount] – each and among themselves pari passu ranking. Nominal Amount as defined in the Base Prospectus section 11.3.
Issue Price:	[Issue Price] % (par value). As defined in the Base Prospectus section 11.3.
Issue Date:	[Issue Date [Initial Bond Issue / [●]. tranche]].
Redemption Price:	[Redemption Price] % As defined in the Base Prospectus section 11.3.
Maturity Date:	[Maturity Date]. As defined in the Base Prospectus section 11.3.

### Interest rate:

Interest Bearing from:	[Issue Date] / [Other: specify].
Interest Rate:	[FRN: Reference Rate + Margin As set out in the Base Prospectus clause 11.2.5 and defined in section 11.3.] [Fixed Rate: [●]% p.a As set out in the Base Prospectus clause 11.2.4 and defined in section 11.3.]
Reference Rate:	[FRN: NIBOR as defined in the Base Prospectus section 11.3 / Other: specify.] [Fixed Rate: NA]

Final Terms

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Margin:	[FRN: [●]% p.a As defined in the Base Prospectus section 11.3] [Fixed Rate: NA]
Current Interest:	[●]%
Interest Period:	[FRN: The period between [date], [date], [date] and [date] each year.] [Fixed Rate: [date(s)] each year] As defined in the Base Prospectus section 11.3.
Interest Payment Date:	As defined in the Base Prospectus section 11.3.
Interest Quotation Date:	[FRN: As defined in the Base Prospectus section 11.3.] [Fixed Rate: NA].
Day Count Convention:	[FRN: Actual/360.] As set out in the Base Prospectus clause 11.2.5 and defined in section 11.3.] [Fixed Rate: 30/360.] As set out in the Base Prospectus clause 11.2.4 and defined in section 11.3.]
Business Day Convention:	[FRN: Modified Following Business Day.] As set out in the Base Prospectus clause 11.2.5 and defined in section 11.3.] [Fixed Rate: No Adjustment.] As set out in the Base Prospectus clause 11.2.4 and defined in section 11.3.]
Business Day:	As defined in the Base Prospectus section 11.3.
Yield:	As defined in the Base Prospectus section 11.3. [FRN: specify] [Fixed Rate: specify]

**The Bonds purpose, status and security:**

Use of proceeds:	[Insert "Use of proceeds" including net proceeds in amount]
Status:	[As set out in the Base Prospectus clause 11.2.7.] [Other: specify]
Security:	[Insert the level of the bonds "security" including any definitions defining the security]

**Redemption:**

Maturity:	[As set out in the Base Prospectus clause 11.2.3] [Other: specify]
Redemption:	[As set out in the Base Prospectus clause 11.2.3.]

## Final Terms

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Call/Put: [NA] / [As set out in the Base Prospectus clause 11.2.3. and defined in section 11.3]  
[Terms of the Call/Put]  
[Other: specify]

### **Listing:**

Listing/Exchange: [Oslo Børs.] /  
[Other: specify]  
[As defined in the Base Prospectus section 11.3.]

Market Making: [There is no market-making agreement entered into in connection with the Bond issue.] /  
[Other: specify]  
[As defined in the Base Prospectus section 11.3.]

Any restrictions on the free transferability of the Bonds: [There are no restrictions on the free transferability of the Bonds.] /  
[Other: specify]  
[As set out in the Base Prospectus clause 11.1. and defined under «Listing» in section 11.3]

### **Other information:**

Approvals: [The Bonds were issued in accordance with the Issuers Board approval [date].]  
[Other: specify]  
As set out in the Base Prospectus clause 11.2.9.

Bond Terms: [As set out in the Base Prospectus clause 11.2.1 and defined in section 11.3.]  
[The Bond Terms is attached to this Final Terms.]

Documentation: Availability of the Documentation: [www.norwegianproperty.no](http://www.norwegianproperty.no)

Bond Trustee: As set out in the Base Prospectus clause 11.2.1 and defined in 11.3.

Calculation Agent: [FRN: As defined in the Base Prospectus section 11.3] /  
[Other: specify]  
[Fixed Rate: NA]

Manager(s): [Insert name and adress of the manager]

Paying Agent: [Insert name and adress of the paying agent].  
As defined in the Base Prospectus section 11.3.

CSD: [As defined in the Base Prospectus section 11.3].  
[Other: specify]

Legislation under which the Bonds have been created: As set out in the Base Prospectus clause 11.2.1.

Fees, Expenses and Tax legislation: As set out in the Base Prospectus clause 11.2.10.  
[Specify the issuers cost in relation to the issue/listing].

### 3. ADDITIONAL INFORMATION

#### **Rating**

[Neither the Issuer nor the Bonds are rated.

/ *Other:* (specify)]

*[In case there is any interest, including a conflict of interest that is material to the issue state this – otherwise delete this section]*

#### **[Interests and conflicts of interest**

*[Specify the interest including any conflicting interest in the issue.]*

#### **Manager for the issuance**

Norwegian Property ASA has mandated [Manager(s)] as Manager[s] for the issuance of the Bonds. The Manager[s] has acted as advisor to Norwegian Property ASA in relation to the pricing of the Bonds.

The Manager[s] and/or any of their affiliated companies and/or officers, directors and employees may be a market maker or hold a position in any instrument or related instrument discussed in this Final Terms and may perform or seek to perform financial advisory or banking services related to such instruments. The Manager[s] corporate finance department may act as manager or co-manager for this Issuer in private and/or public placement and/or resale not publicly available or commonly known.

*[In case there is a market value report prepared – otherwise delete this section]*

#### **[The property valuer**

On behalf of the Norwegian Property ASA, [*The property valuer*], conducted an independent valuation of the Property, see the attached valuation.

Advisors: [•]

Registered address: [•]

E-post: [•]

Background (advisor's qualifications): [•]

Interests of the Issuer: [•]

The information has been accurately reproduced and that as far as the Issuer is aware and is able to ascertain from information published by that third party, no facts have been omitted which would render the reproduced information inaccurate or misleading.

We hereby confirm that Norwegian Property ASA can use the valuation in connection with bond financing of properties. The valuation is prepared in connection with the presentation of accounts and is not valid without the associated valuation note.

*The property valuer]*



## **4. APPENDIX**

- Bond Terms
- *[Tap Issue Addendum x. Tranche ]*
- *[Estimation of value of the Property]*