

# **MINUTES OF ANNUAL GENERAL MEETING OF AF GRUPPEN ASA**

The Annual General Meeting of AF Gruppen ASA was held on 12 May 2017 at 13.00. The Annual General Meeting was held in the company's premises at Innspurten 15 in Oslo.

Registration of those present and of the shares represented was updated prior to the general meeting. A total of

38 shareholders attended the Annual General Meeting, representing 67,243,064 shares or 72.55% of the total number of shares.

In addition, auditor Tommy Romskaug from Ernst & Young AS was present.

The following items were discussed:

**1. Opening of Annual General Meeting**

The Annual General Meeting was opened by Chairman of the Board, Pål Egil Rønn, who welcomed the shareholders. In accordance with Article 6 of the Articles of Association, the Chairman of the Board is also the Chairman of the Annual General Meeting.

**2. Election of the keeper of the minutes and one person to countersign the minutes**

Lars Chr. Paulsen was appointed as keeper of the minutes and Bjørn Stenseng was elected to countersign the minutes together with the Chairman of the Annual General Meeting.

**3. Approval of the notice and the proposed agenda**

There were no comments to the notice. The notice and agenda were thus legally approved. The Chairman declared the Annual General Meeting duly constituted.

**4. Briefing on the operations**

The CEO provided information on the company's developments since the last Annual General Meeting.

**5. Briefing on the work of the Board, work of the Audit Committee and work of the Compensation Committee**

The Chairman gave a brief summary of the Board's work and referred to the Board of Directors' report and reports accompanying the notice of the Annual General Meeting.

The Chairman of the Audit Committee, Hege Bømark, gave a brief account of the Committee's work during the past year.

The Chairman of the Compensation Committee, Daniel Kjørberg Siraj, gave an account of the Committee's work.

**6. Board of Directors' statement on the determination of fixed pay and other remuneration to senior executives**

The Chairman of the Board presented pay and incentive schemes for senior employees and referred to Enclosure 3 to the notice of the Annual General Meeting

The Board guidelines were taken into consideration and approved.

**7. Adoption of annual accounts and annual report for 2016, including the consolidated accounts and the distribution of dividends**

The annual accounts and annual report for 2016 for the parent company and group were approved, and the Board proposal for a dividend payment of NOK 5.00 per share was adopted. A dividend will not be paid for treasury shares. The dividend payment will be made on 23 May 2017.

**8. Approval of auditor's fees**

The Annual General Meeting approved the Board's proposal for compensation to the auditor. The auditor's compensation was thus stipulated according to invoice.

**9. Determination of the Directors' fees for the 2016 financial year**

The Annual General Meeting stipulated fees to the Board for 2016 as follows:

Chairman of the Board	NOK 440,000
Deputy Chairman of the Board	NOK 240,000
Shareholder-elected Board member	NOK 220,000
Employee-elected board member	NOK 190,000
Alternate	NOK 21,500 per meeting
Committee Chairman	
Compensation Committee	NOK 55,000
Audit Committee	NOK 74,000
Committee members	
Compensation Committee	NOK 40,000
Audit Committee	NOK 58,500

**10. Election of board of directors**

The Chairman of the Nomination Committee, Tore Throstensen, gave an account of the work of the Committee, and, on recommendation by the Nomination Committee, the following board members were elected by the shareholders:

Bømark, Hege, board member (re-elected)  
Holth, Kristian, board member (re-election)  
Lunde, Borghild, board member (re-election)  
Siraj, Daniel K., board member (re-election)  
Rønn, Pål Egil, board member (re-election)

Bøyum, Gunnar, alternate (new)

Pål Egil Rønn was re-elected as Chairman of the Board.

Two shareholders holding a total of 61,275 shares voted against the proposal.

**11. Election of nomination committee**

On recommendation by the Nomination Committee, the following were elected to the Nomination Committee:

Thorstensen, Tore, chairman (re-elected)  
Haupberg, Ove B. (re-election)  
Groth, Peter (new)

**12. Determination of the Nomination Committee's fees for the 2016 financial year**

On recommendation by the Board, the Annual General Meeting stipulated the following fees for 2016:

Chairman of the Nomination Committee	NOK 40,000
Members of the Nomination Committee	NOK 35,000

**13. Election of an auditor**

On recommendation by the Board, PWC c/o certified public accountant Rita Granlund was elected auditor for AF Gruppen ASA and subsidiaries.

**14. Authority to the Board to purchase treasury shares**

The Board proposed that the Annual General Meeting grants the Board the authority to purchase treasury shares.

The following resolution was adopted:

*The Board is authorised to acquire the Company's own shares, including the establishment of charges created by agreement. The highest nominal value of the shares the company may acquire is NOK 485,910, although at all times within the limitations set in section 9-2 of the Public Limited Liability Companies Act. The smallest amount that may be paid for a share is NOK 0.05. The highest amount that may be paid for a share is NOK 250.*

*When buying and selling treasury shares, the company should seek to achieve the most favourable price possible. The Board is free with respect of the methods used to acquire and dispose of treasury shares, though always with the provision that the general principle of equal treatment of shareholders must be observed. For the sale of shares to employees and officers, shares may be sold at a discount of up to 20 % under the prevailing market price. Acquisition and disposal of treasury shares may thus occur, for example, with settlement in cash, with settlement by means other than cash or as settlement in connection with a merger or demerger.*

*The Company's share capital is NOK 4,859,105.60, divided into 97,182,112 shares, each with a nominal value of NOK 0.05. If the share capital or face value of the shares is changed, the amounts specified in the second to fourth sentences shall be changed correspondingly.*

*This authority to the Board replaces the former authority dated 12 May 2016 and will apply until the date of the Annual General Meeting in 2018, although not after 30 June 2018.*

**15. Authority to carry out private placing to employees**

The Board has proposed that the Annual General Meeting authorise it to issue shares that the employees may buy.

The following resolution was adopted:

*The Board is authorised to increase the share capital by issuing new shares.*

*The share capital may be increased by a total of up to NOK 50,000 through the issuing of up to 1,000,000 shares, each with a face value of NOK 0.05. The authority can be exercised through one or more issues.*

*The statement of the share capital and number of shares in Article 4 of the Articles of Association shall be changed correspondingly.*

*The power of attorney may only be used to issue shares in connection with the sale of shares to employees in the Group.*

*The Board may decide to deviate from the shareholders' pre-emptive right to subscribe for shares under section 10-4 of the Public Limited Companies Act.*

*The authorisation is valid until the date of the Annual General Meeting in 2018, but not later than 30 June 2018*

**16. Authorisation to the Board to increase the share capital by issuing new shares**

The Board has proposed that the Annual General Meeting authorises the Board to increase the share capital by up to NOK 149,773 (3% of the presently registered paid-in share capital). The justification for the proposal is that the authorisation will provide greater flexibility in connection with acquisition of business.

The following resolution was adopted:

*Cf. the Public Limited Companies Act Sections 10-14 to 10-19 the Board is authorised to increase the share capital by issuing new shares.*

*The share capital may be increased by up to NOK 145,773.*

*The authority can be exercised through one or more issues.*

*The statement of the share capital and number of shares in Article 4 of the Articles of Association shall be changed correspondingly.*

*The Board may decide to deviate from the shareholders' pre-emptive right to subscribe for shares under section 10-2 of the Public Limited Companies Act.*

*The Board may decide that share contributions may be assets other than cash, or the right to involve the company in special obligations pursuant to section 10-2 of the Public Limited Companies Act. If share contributions are to be settled by assets other than cash, the Board may*

*decide that such assets be transferred to subsidiaries in return for corresponding settlement between the subsidiary and AF Gruppen ASA.*

*The authorisation also applies in the event of a decision to merge, pursuant to section 135 of the Public Limited Companies Act. The authorisation may also be used in those cases discussed in section 5-15 of the Stock Exchange Act.*

*This authority is valid from and including 15 May 2017 until and including the date of the Annual General Meeting in 2018, although not after 30 June 2018.*

**17. Authorisation for the Board to decide on distribution of dividends.**

The Board has proposed that the Annual General Meeting authorise it to pay a dividend twice a year, preferably after the Annual General Meeting and after presentation of the quarterly report for the 3rd quarter.

The following resolution was adopted:

*In accordance with Section 8-2 (2) of the Public Limited Liability Companies Act, the Board is granted authorisation to decide on the distribution of dividends on the basis of the company's annual accounts for 2016.*

*This authorisation is valid until the 2018 Annual General Meeting, but not later than 30 June 2018.*

**18. Option programme**

The Board has proposed the establishment of a new option scheme for all the employees of AF Gruppen, based on the positive experience from the three previous option schemes.

The following resolution was adopted:

*An option scheme shall be established for all employees of AF Gruppen. The maximum number of options that can be granted is 3,500,000. Each option entitles the holder to acquire a share in AF Gruppen ASA. The option scheme entails an annual allotment of options for 2017, 2018 and 2019, with the allotting starting in 2017. The Board is authorised to distribute the options between the different employee groups.*

*The employee must pay NOK 1.- per option to acquire options. The exercise price is determined as the share's market value. Exercise of options shall occur in the course of the first quarter of 2020 as decided by the Board. It is a condition of exercising options that the holder is still employed by the group on 01 March 2020.*

*The Board is given authority to prepare the detailed guidelines for the scheme within the framework that has been given.*

*The General Meeting will ensure that the Board has the necessary authority at all times to issue new shares and/or acquire treasury shares, so that the Company's obligations to the employees in accordance with the option scheme can be fulfilled.*

Three shareholders holding 470,924 shares voted against the proposal.

There were no more items for discussion and there were no more comments to the Annual General Meeting. At 14.15, the chairman of the general meeting declared the meeting closed.

Oslo, 12 May 2017

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Pål Egil Rønn

(sign)

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Bjørn Stenseng

(sign)