

To the shareholders of Selvaag Bolig ASA

Oslo, Norway, 31 March 2017

Dear shareholder,

## **NOTICE OF ANNUAL GENERAL MEETING (AGM)**

The board of directors of Selvaag Bolig ASA ("the company") hereby gives notice of the annual general meeting.

Time: 21 April 2017 at 10.00 (CET)  
Place: Silurveien 2, NO-0311 Oslo, Norway

The following agenda is proposed by the board of directors for the annual general meeting:

- 1. To open the meeting by board chair Olav H Selvaag, including taking the register of shareholders present**
- 2. To elect the chair for the meeting and a person to co-sign the minutes**  
The board proposes that the general meeting elects Olav H Selvaag to chair the meeting and that one of the shareholders present be elected to co-sign the minutes.
- 3. To approve the notice and the agenda**
- 4. To adopt the financial statements and the directors' report for fiscal 2016, including the payment of dividend**  
The company's annual report for 2016 is available at [www.selvaagboligasa.no/en](http://www.selvaagboligasa.no/en).

Selvaag Bolig paid a dividend of NOK 0.65 per share, totalling NOK 60.9 million, for the first half of 2016. As a result of good value creation, the board proposes that a dividend of NOK 0.95 per share, totalling NOK 89.1 million, be paid for the second half of 2016. That would bring the total dividend for the year to NOK 1.60 per share. Should this proposal be approved, the company's shares will be traded exclusive of the dividend of NOK 0.95 from 24 April 2017 and the dividend will be paid on 3 May 2017.

The board proposes that the general meeting adopts the following resolution:

*The board's proposal for the financial statements and directors' report for fiscal 2016, including the payment of a dividend of NOK 0.95 per share, is adopted as presented. The auditor's report is noted.*

- 5. To approve the remuneration of directors**

The nomination committee proposes that the general meeting adopts the following resolution:

*Fees for 2016 are as follows:*

*Board chair NOK 460 000, shareholder-elected directors NOK 265 000, employee-elected directors NOK 32 000, alternates for employee-elected directors NOK 4 000 per meeting.*

*Audit committee chair NOK 100 000, members of the audit committee NOK 75 000.*

*Remuneration committee chair NOK 65 000, members of the audit committee NOK 50 000.*

## **6. To approve the remuneration of the members of the nomination committee**

The board proposes remuneration for the chair and the two other members of the nomination committee.

The board proposes that the general meeting adopts the following resolution:

*Remuneration for 2016 is set at NOK 35 000 for the chair of the nomination committee and NOK 30 000 for each of the two other members.*

## **7. To approve the auditor's fee**

Accrued fees for the auditor in 2016 total NOK 1 122 028 for the company, including NOK 1 075 978 for statutory auditing and NOK 46 050 related to other services.

The general meeting is required to approve the fee related to statutory auditing.

The board proposes that the general meeting adopts the following resolution:

*The auditor's fee of NOK 1 075 978 for statutory auditing in 2016 is approved.*

## **8. To approve the board's declaration on pay and other remuneration for senior executives of the company**

The declaration on pay and other remuneration for senior executives is published in the company's annual report and can be found at [www.selvaagboligasa.no/en](http://www.selvaagboligasa.no/en).

The board proposes that the general meeting adopts the following resolution:

*The general meeting expresses its support for the indicative guidelines regarding non-share-related remuneration set out in the board of directors' declaration on pay and other remuneration for senior executives.*

*The general meeting approves the binding guidelines regarding share-related remuneration set out in the board of director's declaration on pay and other remuneration for senior executives.*

## **9. To mandate the board to resolve the payment of dividend**

The board proposes that the general meeting mandates the board to pay dividend, on one or several occasions during the term of the mandate, pursuant to section 8, sub-section 2, second paragraph of the Norwegian Act on Public Limited Companies.

Such a mandate will give the board the freedom to pay dividend to shareholders during the term of the mandate through mechanisms permitted by the Act on Public Limited Companies. Payment of dividend to shareholders other than at the annual general meeting could be an important means of fulfilling the company's dividend strategy. Furthermore, such a mandate

will also mean that the board can maintain the desired correspondence between the company's results and the direct return on the shares.

The board proposes that the general meeting mandates the board to pay dividend in accordance with the company's general guidelines on dividend.

When considering whether to mandate the board to pay dividend, the company's financial position should be taken into account. Shareholders are referred to the financial statements and directors' report for 2016 for further details on this subject and for general information about the company, in addition to stock exchange announcements published under the company's ticker code through the [www.newsweb.no](http://www.newsweb.no) news service operated by the Oslo Stock Exchange.

The company proposes that the general meeting adopts the following resolution:

*The board is mandated to pay dividend subject to the following conditions:*

1. *The board can resolve and make payment of dividend on the basis of the company's annual financial statements for fiscal 2016, on one or more occasions, in line with the company's applicable guidelines on dividend.*
2. *The board is free to determine the number of payments and the timing of dividend payment(s), including determining the date when the company's shares will be traded exclusive of the right to receive dividend.*
3. *The mandate will last until the annual general meeting in 2018, and in any event no longer than to 30 June 2018.*

## **10. To mandate the board to acquire own shares**

The board proposes that the general meeting mandates the board to acquire the company's own shares. The board holds such a mandate at the date this notice is issued, and the proposed mandate represents a continuation of the existing mandate approved by the general meeting in 2016.

The mandate will give the board the opportunity to utilise the financial instruments and mechanisms permitted by the Act on Public Limited Companies. Repurchasing the company's own shares, followed by their deletion from the register, can be an important instrument for optimising the structure of the company's share capital. Furthermore, such a mandate will mean that the company can use its own shares for incentive programmes and for full or partial settlement in connection with the acquisition of businesses.

During the period from 1 October 2016 to 31 December 2016, the company acquired 709 611 of its own shares for a total payment of NOK 23.8 million. In connection with the incentive programme, 629 176 of these shares were sold on to employees on 30 November 2016, 16 February 2017 and 17 February 2017.

At 29 March 2017, the company owned 1 232 990 of its own shares

The board proposes that the general meeting mandates the board to acquire the company's own shares up to a total nominal value corresponding to 10 per cent of the company's share capital. Shares acquired by the company can be used for a possible later write-down of the share capital with the consent of the general meeting, for remuneration of the directors, for incentive programmes or as settlement for the possible acquisition of businesses.

The board proposes that the general meeting adopts the following resolution:

*The board is mandated to acquire the company's own shares, subject to the following conditions:*

1. *The company can acquire shares on one or more occasions with a total nominal value of up to NOK 18 753 137.*
2. *The amount paid for the shares purchased must be a minimum of NOK 10 and a maximum of NOK 80.*
3. *The board can use the mandate in connection with a possible later write-down of the share capital with the consent of the general meeting, remuneration of the directors, incentive programmes, settlement for the possible acquisition of businesses, or for the purchase of shares where this is financially beneficial.*
4. *The board has a free choice of the methods to be used in acquiring or disposing of shares.*
5. *The mandate will last until the annual general meeting in 2018, and in any event no longer than to 30 June 2018.*
6. *With effect from the date it is registered with the Norwegian Register of Business Enterprises, this mandate replaces mandates awarded earlier for acquisition of the company's shares.*

## **11. To mandate the board to increase the share capital**

To give the board the necessary flexibility and opportunity to increase the share capital quickly, the board proposes that the general meeting mandates the board to increase the share capital. This mandate could be used to issue shares as payment related to incentive schemes, as consideration for the acquisition of businesses falling within the company's business purpose, or for strengthening of the company's equity.

This purpose means it will be possible to set aside the pre-emptive right of shareholders when exercising the mandate.

The board has previously held such a mandate to increase the share capital, and considers it appropriate that a corresponding mandate be given for the coming year. The board's proposed resolution covers a mandate to issue a number of new shares which will increase the present share capital by up to 10 per cent. According to the proposed resolution, the mandate will replace earlier mandates for increasing the share capital.

When considering whether to mandate the board to increase the share capital, the company's financial position should be taken into account. Shareholders are referred to the financial statements and directors' report for 2016 for further details on this subject and for general information about the company, in addition to stock exchange announcements published under the company's ticker code through the [www.newsweb.no](http://www.newsweb.no) news service operated by the Oslo Stock Exchange.

The board proposes that the general meeting adopts the following resolution:

*The board of the company is mandated to increase the share capital, subject to the following conditions:*

1. *The share capital can be increased on one or more occasions by a total of NOK 18 753 137.*
2. *The mandate can be used to issue shares as payment related to incentive schemes, as consideration for the acquisition of businesses falling within the company's business purpose, or for necessary strengthening of the company's equity.*

3. *The mandate will last until the annual general meeting in 2018, and in any event no longer than to 30 June 2018.*
4. *The pre-emptive right of shareholders to subscribe to shares can be set aside.*
5. *The mandate embraces capital increases in exchange for non-monetary considerations or the right to involve the company in special obligations.*
6. *The mandate does not cover merger decisions.*
7. *With effect from the date it is registered with the Norwegian Register of Business Enterprises, this mandate replaces mandates awarded earlier for increasing the share capital.*

## **12. To amend the company's articles of association**

The board wishes to make the following amendments to the company's articles of association:

1. Addition of a new article to make it possible to cast votes in advance.

*"Article 10. Shareholders may cast their vote in writing, including through the use of electronic communication, during a period preceding the general meeting. The board can determine more detailed guidelines for such advance voting. The guidelines adopted shall be specified in the notice of the general meeting."*

2. Clarification of article 7:

**FROM:** Article 7 The company shall have a nomination committee consisting of three members who shall be shareholders or shareholder representatives. The nomination committee shall give recommendation to the general meeting on election of and compensation to board members. The proposal shall be justified.

The general meeting elects the members of the nomination committee, including the chairman of the committee. The nomination committee shall give a recommendation on election of members to the nomination committee. The members of the nomination committee are elected for a period of two years. The general meeting determines compensation to the members of the nomination committee.

**TO:** The company shall have a nomination committee consisting of three members. The nomination committee shall give recommendation to the general meeting on election of and compensation to board members. The proposal shall be justified.

The general meeting elects the members of the nomination committee, including the chairman of the committee. The nomination committee shall give a recommendation on election of members to the nomination committee. The members of the nomination committee are elected for a period of one year. The general meeting determines compensation to the members of the nomination committee.

3. Addition to article 5 concerning the term of office of directors.

**FROM:** The Company's board of directors shall consist of 3 to 9 members as determined by the general meeting.

**TO:** The Company's board of directors shall consist of 3 to 9 members as determined by the general meeting. Shareholder-elected directors are elected for a term of one year.

The board proposes that the general meeting adopts the following resolution:

*The proposed amendments to the company's articles of association are approved.*

**13. To elect directors**

The board has the following shareholder-elected directors: Olav H Selvaag (chair), Peter Groth (deputy chair), Karsten Bomann Jonsen, Gisele Marchand and Anne Sofie Bjørkholt.

The nomination committee proposes that the general meeting adopts the following resolution:

*The shareholder-elected directors for the term from 21 April 2017 to the AGM in 2018 are: Olav H Selvaag, Peter Groth, Karsten Bomann Jonsen, Gisele Marchand and Anne Sofie Bjørkholt.*

**14. To elect members of the nomination committee**

The nomination committee comprises the following members: Steinar Mejlænder-Larsen (chair), Leiv Askvig and Helene Langlo Volle.

All members of the nomination committee are up for re-election in 2017.

The nomination committee proposes that the general meeting adopts the following resolution:

*All new elections for members of the nomination committee will be for a term of one year.*

*Steinar Mejlænder-Larsen, Leiv Askvig and Helene Langlo Volle are re-elected for one year.*

No further business remains to be transacted.

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The company has 93 765 688 issued shares, each of which carries one vote. At 29 March, the company owned 1 232 990 of its own shares.

The board of directors would request that all shareholders who wish to attend the general meeting fill in and submit the attached registration form no later than the day before the general meeting. Shareholders may also register online via Investor Services or the company's website at [www.selvaagboligasa.no/en](http://www.selvaagboligasa.no/en).

Shareholders who cannot attend the general meeting in person may authorise the chair of the board to act as their proxy by completing and submitting the attached proxy form, or appoint another person to vote for their shares. The appointment of a proxy must be made in writing, dated and signed, and submitted at the latest when the general meeting takes place.

Shareholders are entitled to move resolutions on issues under consideration by the general meeting. They are also entitled to be accompanied by advisers, and may give one such adviser the right to speak.

A shareholder may require that the directors and the chief executive provide available information to the general meeting on matters which may affect the assessment of items presented to the shareholders for decision. The same applies to information on the company's financial position and other business to be transacted at the general meeting, unless the information requested cannot be disclosed without causing disproportionate harm to the company.

In the case of shares which are registered in a separate investor account (registered under management/nominee account), managers may not attend or vote for these shares at general meetings. Shareholders wishing to attend and vote at the general meeting must transfer these shares from the investor account to an account in their own name. A shareholder wishing to participate has to

appear as a directly registered shareholder in the Norwegian Central Securities Depository (VPS) at the latest by the opening of the general meeting.

Information concerning the annual general meeting, including this notice with attachments and the company's articles of association, is available on the company's website at [www.selvaagboligasa.no/en](http://www.selvaagboligasa.no/en).

Yours faithfully,  
for the board of directors of Selvaag Bolig ASA



Olav H Selvaag  
Chair

**Ref no:****PIN code:****Notice of Annual General Meeting**

The Annual General Meeting of SELVAAG BOLIG ASA will be held on 21 April 2017 at 10 a.m. at Silurveien 2, NO-0311 Oslo, Norway

If the above-mentioned shareholder is an enterprise, it will be represented by:

Name of enterprise's representative  
(To grant a proxy, use the proxy form below)

**Notice of attendance**

The undersigned will attend the Annual General Meeting on 21 April 2017 and vote for:

A total of \_\_\_\_\_  
Own shares \_\_\_\_\_  
Other shares in accordance with enclosed Power of Attorney \_\_\_\_\_  
Shares \_\_\_\_\_

This notice of attendance must be received by DNB Bank ASA no later than 4 p.m. on 20 April 2017

**Notice of attendance may be sent electronically through the Company's website [www.sboasa.no/en](http://www.sboasa.no/en) or through VPS Investor Services.** To access the electronic system for notification of attendance or to submit your proxy, through the Company's website, the above-mentioned reference number and PIN code must be stated.

Notice of attendance—may also be sent by e-mail: [genf@dnb.no](mailto:genf@dnb.no), or by regular mail to DNB Bank ASA, Registrar's Department, P.O.Box 1600 Sentrum, 0021 Oslo, Norway.

Place \_\_\_\_\_ Date \_\_\_\_\_ Shareholder's signature \_\_\_\_\_  
(If attending personally. To grant a proxy, use the form below)

**Proxy (without voting instructions)** Annual General Meeting of Selvaag Bolig ASA**Ref no:****PIN code:**

This proxy form is to be used for a proxy without voting instructions. To grant a proxy with voting instructions, please go to page 2.

If you are unable to attend the Annual General Meeting in person, this proxy may be used by a person authorised by you, or you may send the proxy without naming the proxy holder, in such case, the proxy will be deemed to be given to the Chair of the Board of Directors or a person authorised by him.

The proxy form should be received by DNB Bank ASA, Registrar's Department no later than 4 p.m. on 20 April 2017. **The proxy may be sent electronically through Selvaag Bolig ASA's website [www.sboasa.no/en](http://www.sboasa.no/en), or through VPS Investor Services.** It may also be sent by e-mail: [genf@dnb.no](mailto:genf@dnb.no). Regular mail to DNB Bank ASA, Registrar's Department, P.O.Box 1600 Sentrum, 0021 Oslo, Norway.

The undersigned \_\_\_\_\_ hereby grants (tick one of the two): \_\_\_\_\_

the Chair of the Board of Directors (or a person authorised by him), or  
 \_\_\_\_\_  
(Name of proxy holder in capital letters)

a proxy to attend and vote for my/our shares at the Annual General Meeting of Selvaag Bolig ASA on 21 April 2017.

Place \_\_\_\_\_ Date \_\_\_\_\_ Shareholder's signature \_\_\_\_\_  
(Signature only when granting a proxy)

With regard to rights of attendance and voting, reference is made to the Norwegian Public Limited Liability Companies Act, in particular Chapter 5. If the shareholder is a company, the company's certificate of registration must be attached to the proxy.

## Proxy (with voting instructions)

Ref no:

PIN code:

This proxy form is to be used for a proxy with voting instructions. If you are unable to attend the Annual General Meeting in person, you may use this proxy form to give voting instructions. You may grant a proxy with voting instructions to a person authorised by you, or you may send the proxy without naming the proxy holder, in which case the proxy will be deemed to have been given to the Chair of the Board of Directors or a person authorised by him.

The proxy form must be received by DNB Bank ASA, Registrar's Department, no later than 4 p.m. on 20 April 2017. It may be **sent by e-mail:** [genf@dnb.no](mailto:genf@dnb.no) /regular mail to DNB Bank ASA, Registrar's Department, P.O.Box 1600 Sentrum, 0021 Oslo, Norway.

The undersigned: \_\_\_\_\_  
hereby grants (tick one of the two): \_\_\_\_\_

the Chair of the Board of Directors (or a person authorised by him), or  
 \_\_\_\_\_ Name of proxy holder (in capital letters)

a proxy to attend and vote for my/our shares at the Annual General Meeting of Selvaag Bolig ASA on 21 April 2017.

The votes shall be exercised in accordance with the instructions below. Please note that if any items below are not voted on (not ticked off); this will be deemed to be an instruction to vote "for" the proposals in the notice. However, if any motions are made from the floor in addition to or in replacement of the proposals in the notice, the proxy holder may vote or abstain from voting at his discretion. In such case, the proxy holder will vote on the basis of his reasonable understanding of the motion. The same applies if there is any doubt as to how the instructions should be understood. Where no such reasonable interpretation is possible, the proxy holder may abstain from voting.

Agenda Annual General Meeting 2017	For	Against	Abstention
1. To open the meeting by board chair Olav H Selvaag, including taking the register of shareholders present			
2. To elect the chair for the meeting and a person to co-sign the minutes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To approve the notice and the agenda	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To adopt the financial statements and the directors' report for fiscal 2016, including the payment of dividend	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To approve the remuneration of directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To approve the remuneration of the members of the nomination committee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To approve the auditor's fee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To approve the board's declaration on pay and other remuneration for senior executives of the company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To mandate the board to resolve the payment of dividend	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To mandate the board to acquire own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To mandate the board to increase the share capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. To amend the company's articles of association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. To elect directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. To elect members of the nomination committee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Place

Date

Shareholder's signature  
(Only for granting proxy with voting instructions)

With regard to rights of attendance and voting, reference is made to the Norwegian Public Limited Liability Companies Act, in particular Chapter 5. If the shareholder is a company, the company's certificate of registration must be attached to the proxy.