

To the shareholders of Selvaag Bolig ASA

Oslo, Norway, 11 April 2018

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: 2 May 2018 at 09.00 (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 2017, including the payment of dividend

The company's annual report for 2017 is available at www.selvaagboligasa.no/english.

Selvaag Bolig paid a dividend of NOK 1.20 per share, totalling NOK 112.5 million, for the first half of 2017. As a result of good value creation, the board proposes that a dividend of NOK 1.80 per share, totalling NOK 168.8 million, be paid for the second half of 2017. That would bring the total dividend for the year to NOK 3.0 per share. Should this proposal be approved, the company's shares will be traded exclusive of the dividend of NOK 1.80 from 3 May 2018 and the dividend will be paid on 14 May 2018.

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

The board's proposal for the financial statements and directors' report for fiscal 2017, including the payment of a dividend of NOK 1.80 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 2017 are as follows:

Board chair NOK 480 000 (increased from NOK 460 000), shareholder-elected directors NOK 275 00 (increased from NOK 265 000), employee-elected directors NOK 35 000 (increased from 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 2017 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 2017 total NOK 1 530 933 for the company, including NOK 1 212 245 for statutory auditing and NOK 318 688 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 1 212 245 for statutory auditing in 2017 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/english.

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 2017 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 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 2017, 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 2019, and in any event no longer than to 30 June 2019.

#### 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 2017.

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 January 2017 to 31 December 2017, the company acquired 2 119 691 of its own shares for a total payment of NOK 76.9 million. In connection with the incentive programmes, 843 218 of these shares were sold on to employees on 1 December 2017 and 13 February 2018.

At 11 April 2018, the company owned 1 307 577 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:

- 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 2019, and in any event no longer than to 30 June 2019.
- 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 2017 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 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
- 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 2019, and in any event no longer than to 30 June 2019.
- 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 elect directors

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

All the shareholder-elected directors are up for election in 2018. Karsten Bomann Jonsen has represented Selvaag Gruppen on the board since 2008. He has now retired, and is therefore not up for re-election.

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

That Olav H Selvaag, Peter Groth Gisele Marchand and Anne Sofie Bjørkholt be reelected for one year.

That Tore Myrvold be elected for one year.

Tore Myrvold (46) is CEO of Selvaag Gruppen. With an MSc in business economics and qualified as a state-authorised public accountant, he has a broad background in auditing and has held executive posts as CFO and executive vice president in Selvaag Gruppen over 13 years.

#### 13. 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 2018.

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.

\*\*\*

The company has 93 765 688 issued shares, each of which carries one vote. At 11 April 2018, the company owned 1 307 577 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/english.

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/english.

Yours faithfully, for the board of di	rectors of Selvaag Bolig ASA
Olav H Selvaag Chair	



PIN code:

	Notice of Annual General Meeting			
			Selvaag Bolig ASA will be held rveien 2. NO-0311 Oslo, Norway	
	n advance for this Meeting. Registra recuted electronically, through the			
Notice of attendance The Undersigned will attend the Ann	ual General Meeting on the 2 May 2018 a	nd cast votes for:		
own shares.				
Investor Services. To access the electronic system for must be stated. Shareholders who has through VPS Investor services. Notice of attendance may also be see Centrum, 0021 Oslo, Norway. The new contractions of the services of the servic	gistered electronically through the Connotification of attendance through the Connot every chosen electronical communication was the E-mail to <a href="mailto:genf@dnb.no">genf@dnb.no</a> , or by regulationic of attendance must be received no large state the name of the individual who was stated.	npany's website, the above mentione ill not receive PIN and reference nur or Mail to DNB Bank ASA, Registrars ater than 30 April 2018 at 4 p.m.	ed reference number and PIN code nbers, and can only give notice	
Place Date	e Shareholder's signatu	re		
Proxy without voting instru	Ictions for Annual General Meeting of Sou may grant proxy to another individual.	elvaag Bolig ASA		
		Ref no: "	PIN code:	
access the electronic system for gra stated. Shareholders who have elec	onically through the Company's websited the proxy through the Company's websited electronical communication will not recessor by E-mail to <a href="mailto:genf@dnb.no">genf@dnb.no</a> (scanned Norway.	e, the above mentioned reference n eive PIN and reference numbers, ar	umber and PIN code must be nd can only give proxy via VPS	
If you send the proxy without naming or her.	the proxy holder, the proxy will be given	to the Chair of the Board of Directors	s or an individual authorised by him	
This proxy must be received no later	than 30 April 2018 at 4 p.m.			
The undersigned hereby grants (tick one of the two)				
☐ the Chair of the Board of Director	ors (or a person authorised by him or her),	or		
(Name of proxy holder in capital	letters)			
	shares at the Annual General Meeting of S	selvaag Bolig ASA on 2 May 2018.		
Place Date	e Shareholder's signatu	re (Only for granting proxy)		
With regards to your right to attend and ve	ote, reference is made to the Norwegian Public I egistration must be attached to the proxy.	( ) 0 0, 3,	lar Chapter 5. If the shareholder is a	

Ref no:



# **Proxy with voting instructions**

The undersigned:

hereby grants (tick one of the two)

If you are unable to attend the Annual General Meeting in person, you may use this proxy form to give voting instructions.

Proxies with voting instructions can only be registered by DNB, and must be sent to <a href="mailto:genf@dnb.no">genf@dnb.no</a> (scanned form) or by regular Mail to DNB Bank ASA, Registrars' Department, P.O.Box 1600 Centrum, 0021 Oslo, Norway.

The form must be received by DNB Bank ASA, Registrars' Department no later than 30 April 2018 at 4 p.m.

#### Proxies with voting instructions must be dated and signed in order to be valid.

Company, the Company's Certificate of Registration must be attached to the proxy.

If you leave the "Name of the proxy holder" blank, the proxy will be given to the Chair of the Board of Directors, or an individual authorised by him or her

Ref no:

	the Chair of the Board of Directors (or a person authorised by him or her), or			
	<del></del>			
	Name of proxy holder (in capital letters)			
proxy	to attend and vote for my/our shares at the Annual General Meeting of Selvaag Bolig ASA on 2 M	ay 2018.		
vote i to or	votes shall be exercised in accordance to the instructions below. If the sections for voting are left bl in accordance with the Board's and Nomination Committee's recommendations. However, if any m in replacement of the proposals in the Notice, the proxy holder may vote at his or her discretion. If d be understood, the proxy holder may abstain from voting.	otions are ma	ade from the atte	endees in addition
Age	enda for the Annual General Meeting 2018	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			
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			
5.	To approve the remuneration of directors			
6.	To approve the remuneration of the members of the nomination committee			
7.	To approve the auditor's fee			
8.	To approve the board's declaration on pay and other remuneration for senior executives of the company			
9.	To mandate the board to resolve the payment of dividend			
10.	To mandate the board to acquire own shares			
11.	To mandate the board to increase the share capital			
12.	To elect directors			
13.	To elect members of the nomination committee			
Place	Date Shareholder's signature (Only for granting prox	y with voting	instructions)	

With regards to your right to attend and vote, reference is made to the Norwegian Public Limited Liability Companies Act, in particular Chapter 5. If the shareholder is a