

## **The Nomination Committee's recommendation to the Annual General Meeting of Entra ASA on 20 April 2018**

The Nomination Committee of Entra ASA has the following composition:

- John Giverholt (Chair)
- Hege Sjo
- Rolf Roverud

Since the Annual General Meeting on 27 April 2017 the Nomination Committee has held 7 meetings, including individual meetings with all members of the Board of Directors and Entra's Chief Executive. The present Board of Directors of the company has been elected until the Annual General Meeting in 2018 and all board members are thus for re-election. The Committee has evaluated the Board of Directors' work and composition by reference to the expertise requirements indicated by Entra's situation, opportunities and challenges. The Nomination Committee has contacted the largest shareholders by letter with a request to convey any wishes they may have with respect to the composition of the Board of Directors and the Nomination Committee and remuneration of the Board of Directors and the Nomination Committee. In addition, the same invitation has been extended to all shareholders via the company's website. The Chair of the Nomination Committee has in addition spoken to representatives of the two largest shareholders with a view to obtaining their input on the above matters. The members of the Nomination Committee have been elected until the Annual General Meeting in 2019, but the Nomination Committee has also asked for input from shareholders on changes to or an expansion of the Nomination Committee, including an increase in the number of its members. The Nomination Committee has decided to propose to the Annual General Meeting that the number of members is increased from 3 to 4. Further reference is made to this below.

### **The Nomination Committee presents the following recommendation to the Annual General Meeting of Entra ASA on 20 April 2018:**

#### **1. Election of members of the Board**

The company has developed positively in recent years. The Nomination Committee considers that the Board of Directors functions well in a collegiate manner, and considers that the Board of Directors has broad and relevant expertise and a good understanding of the company's strategic challenges and opportunities. The Nomination Committee in its deliberations has placed emphasis on the Board of Directors as a whole being able to cover, among others, the following areas of expertise:

A good understanding of the property sector, technological developments in project implementation (including digitalisation), the financing market and macroeconomic factors. In addition, the Nomination Committee has focused on an understanding of relevant issues that affect the

company's sustainability such as environmental technology and HSE matters, strategic insight, finance and accounting, observance of laws and expectations, and reporting requirements

Following an overall assessment, the Nomination Committee proposes the re-election of all Board members.

The Nomination Committee proposes that the following shareholder-elected Board members are elected at the Annual General Meeting:

<b>Name (year of birth)</b>	<b>Board position</b>	<b>New member/re-election</b>	<b>Service period</b>
Siri Hatlen (1957)	Chair	Re-election	2020
Kjell Bjordal (1953)	Board member	Re-election	2020
Ingrid Dahl Hovland (1959)	Board member	Re-election	2020
Katarina Staaf (1967)	Board member	Re-election	2020
Widar Salbuviik (1958)	Board member	Re-election	2020

According to the company's Articles of Association Board members may be elected for up to 2 years. The Chair of the Board is to be elected by the General Meeting. The Nomination Committee recommends that Siri Hatlen is re-elected as Chair of the Board with a service period until the Annual General Meeting in 2020. The Board itself elects the Deputy Chair.

Information on the Board members can be found on the company's website. See [www.entra.no](http://www.entra.no). In addition, information on the Board members' expertise is given on page 56 of the Annual Report.

## **2. Election of new member of the Nomination Committee**

The Nomination Committee recommends to the Annual General Meeting that an additional member of the Nomination Committee is elected. The Nomination Committee wishes to extend its coverage in its work to identify candidates for future Board membership, and to secure continuity in the event of future changes in the membership of the Nomination Committee. The company's Articles of Association permit the election of up to 5 members of the Nomination Committee. The company's Articles of Association provide as follows:

*The company shall have a Nomination Committee consisting of up to 5 members. The Nomination Committee's members, including the chair of the Nomination Committee, are to be elected by the General Meeting for a period of up to 2 years. The members of the Nomination Committee shall be shareholders or representatives of shareholders, and its composition should be such that broad shareholder interests are represented. Efforts should be made for each gender to be represented on the Nomination Committee.*

The Nomination Committee has sought to increase shareholder representation and in this respect has contacted shareholders with a view to receiving candidate recommendations.

The Nomination Committee proposes Gisele Marchand as a new member of the Nomination Committee.

Gisele Marchand (1958) has recently retired as CEO of the law firm Haavind AS. Ms Marchand is currently a board member of Gjensidige Forsikring ASA, Selvaag Bolig ASA, Norgesgruppen ASA, Eiendomsspar and Victoria Eiendom AS. Ms Marchand has previously held board appointments in close to 30 companies, from which can be mentioned: Hafslund ASA, Innovasjon Norge AS, Fornebu Utvikling ASA and EDB Business Partner ASA. Ms Marchand has previously held the position of CEO in several companies, including Eksportfinans AS and Statens pensjonskasse. She has also held several important positions in the DNB group. Ms Marchand holds a business degree from Handelshøyskolen in Copenhagen. She does not own any shares in the company.

It is proposed that Ms Marchand is elected for one year, so that the whole Nomination Committee is to be elected at the same Annual General Meeting.

**Recommendation:**

Gisele Marchand is elected as a member of the Nomination Committee for a period of up to 1 year.

### 3. Proposed remuneration of members of the Board of Directors

The Nomination Committee has undertaken a review of the fees and it is the Committee's assessment that the fees reflect the effort, responsibility and time used and that they are in line with companies with which it is natural to make a comparison. The Committee recommends that the fees are adjusted in accordance with the expected price inflation. The percentage change from last year is shown in the table. The fee is to be paid quarterly with 25% of the total amount.

**The Nomination Committee proposes the following remuneration:**

Board appointment	2017	Proposal 2018	Change
Chair	442 000	452 000	2.30 %
Board member	222 000	227 000	2.30 %
Deputy Board member	7 000*	7 200*	2.90 %
Chair of Audit & Risk Committee	66 900	68 500	2.40 %
Audit & Risk Committee member	46 800	48 000	2.60 %
Chair of Remuneration Committee	46 800	48 000	2.60 %
Remuneration Committee member	26 900	27 600	2.60 %

\*remuneration per meeting.

### 4. Proposed remuneration of members of the Nomination Committee

The Nomination Committee proposes the following remuneration:

<b>Appointment</b>	<b>2017</b>	<b>Proposal 2018</b>	<b>Change</b>
Chair of Nomination Committee *	4 300	4 400	2.30 %
Nomination Committee member*	3 800	3 900	2.60 %

\*remuneration per meeting.

The fee is to be paid as separately agreed.

Oslo, 27 March 2018.

John Giverholt (Chair)  
(sign)