

# MINUTES

## from the supervisory board meeting at SpareBank 1 Østlandet 22 March 2018

On Thursday 22 March 2018 at 17.15, the supervisory board of SpareBank 1 Østlandet met in the bank's offices in Hamar.

The meeting was chaired by the chairman of the board Pål Jan Stokke, and the secretary of the meeting was Lars Chr. Stensrud.

The notice of the meeting was issued in a letter sent on 01/03/2018 to members of the supervisory board, board members and the external auditor.

Of the supervisory board's 40 members, 38 voting representatives were in attendance.

**The following matters were addressed:**

### 1. ELECTION OF 2 MEETING PARTICIPANTS TO SIGN THE MINUTES TOGETHER WITH THE MEETING CHAIR. ELECTION OF VOTE COUNTERS

The following two participants were elected to sign the minutes together with the meeting chair: *Ragnhild B.Abrante and Cato Edvardsen*,  
The following participants were elected as vote counters: *Ragnhild B.Abrante , Cato Edvardsen and Inge Storberg*

### 2. APPROVAL OF AGENDA AND MEETING NOTIFICATION

No one had anything to note about the meeting notice and agenda. The following was passed unanimously

**DECISION:**

*The meeting was declared to have been legally called and quorate.*

### 3. DETERMINATION OF THE EXTERNAL AUDITOR'S REMUNERATION FOR 2017

As case documentation, the board's case file of 28/02/2018 was sent together with the notice of the meeting. The following was passed unanimously:

**DECISION:**

*The supervisory board set the audit fee for PricewaterhouseCoopers AS to*

**NOK 1,173,000 for auditing SpareBank 1 Østlandet for the 2017 financial year. VAT is included.**

#### **4. ADOPTION OF THE ANNUAL REPORT FOR 2017**

As case documentation, the following were sent together with the notice of the meeting

- Report of the Board of Directors
- Income statement
- Changes in equity
- Balance sheet
- Cash flow analysis
- Notes to the accounts
- Statement from the Board of Directors and the CEO
- Auditor's report

After review by CEO, the following was passed unanimously:

**DECISION:**

- 1. The supervisory board approved the accounts presented with notes and reports as the SpareBank 1 Østlandet annual report for 2017.**
- 2. The supervisory board adopted a cash dividend of NOK 3.96 per equity certificate, totalling NOK 424 million.**
- 3. Furthermore, the supervisory board adopted a customer dividend of NOK 204 million, and NOK 272 million and NOK 131 million were added to the dividend equalisation fund and primary capital respectively, in addition to a provision of NOK 6 million for gift funds.**

#### **5. AUTHORISATION TO RAISE REGULATORY CAPITAL AND REDEMPTION OF OUTSTANDING SUBORDINATED LOANS**

*As part of the CEO's report, an error in the case documentation and proposed decision issued before the meeting was corrected. In letter a, 'time limited' was deleted, while the entirety of letter b was deleted. Letter c became the new letter b, and letter d became the new letter c. Following the report, the following was adopted unanimously:*

**DECISION:**

**The supervisory board authorised the board of SpareBank 1 Østlandet to increase the bank's regulatory capital. This can be done through raising loans in one or more of the following categories:**

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- a) *Subordinated loan of up to NOK 1,000,000,000*
- b) *Perpetual subordinated loan of up to NOK 1,000,000,000*
- c) *New subordinated asset class (Tier 3) of up to NOK 1,000,000,000*

*The board may authorise the CEO to apply to the Financial Supervisory Authority of Norway for the repayment of regulatory capital.*

*This authorisation shall remain valid until the accounts for 2018 are approved.*

*All previous board authorisations for the raising of hybrid tier 1 capital and subordinate loans are hereby recalled.*

## 6. AUTHORISATION TO INCREASE CAPITAL

As case documentation, the board's case file of 28/02/2018 was sent together with the notice of the meeting.

After a report by CEO, the following was passed unanimously:

### **DECISION:**

*The supervisory board hereby grants the board the authorisation to increase the equity share capital in accordance with § 10-10 (2) of the Financial Enterprises Act, cf. § 10-14(2) of the Public Limited Liability Companies Act, on the following terms:*

- a) *The equity share capital may be raised by up to NOK 531,012,700 over the course of one or more occasions.*
- b) *The nominal value is NOK 50 per equity certificate.*
- c) *The equity certificate holders' preferential rights can be waived.*
- d) *The authorisation can be used to strengthen the bank's equity if necessary, in connection with incentive schemes and to issue equity certificates as remuneration when acquiring business consistent with the purpose of the Bank.*
- e) *The authorisation covers the increase of equity share capital in assets other than cash or the right for the bank to assume certain obligations in accordance with § 10-2 of the Public Limited Liability Companies Act, but not decisions concerning mergers in accordance with § 13-5 of the Public Limited Liability Companies Act.*
- f) *This authorisation supersedes previous authorisations pertaining to increases in equity share capital and shall apply until the ordinary meeting of the supervisory board in 2019, and no later than 30 June 2019.*

## 7. BUY-BACK OF EQUITY CERTIFICATES

As case documentation, the board's case file of 08/02/2018 was sent together with the notice of the meeting.

After a report by CEO, the following was passed unanimously:

### **DECISION:**

***The supervisory board authorised the board of directors to buy back the bank's equity certificates on the following terms:***

**1)**

***The bank may acquire and/or pledge equity certificates with a total nominal value of up to NOK 265,506,350, the equivalent of 5 % of the bank's statutory equity share capital, over the course of one or more occasions.***

**2)**

***The sum to be paid for each equity certificate acquired shall be a minimum of NOK 50 and a maximum of NOK 150.***

**3)**

***The board The board of directors is free to decide how the acquisition, pledging, or disposal of equity certificate takes place. This authorisation shall, among other things, be used for the savings scheme for the bank's employees.***

**4)**

***The authorisation can be used from the moment it is approved by the Financial Supervisory Authority of Norway and registered in the Register of Business Enterprises.***

**5)**

***The authorisation shall apply until the ordinary meeting of the supervisory board in 2019, and no later than 30 June 2019.***

## 8. CHANGES TO STATUTES §§ 2-2,3-2,3-5,4-1 AND § 5-1

As case documentation, the board's case file of 28/02/2018 was issued with two copies of the statutes: one with the changes marked and the other a clean edition.

In the table in § 3-2 with list of the municipalities covered by electoral district I omitted the municipality of Våler due to an omission. This was corrected by adding Våler.

After a report by CEO, the following was passed unanimously:

### **DECISION:**

- ***The supervisory board adopts the proposed changes to the statutes and that these changes are implemented as proposed.***

- ***The supervisory board grants the board authorisation to update the instructions for the nomination committee of the supervisory board in accordance with the above changes to the statutes.***

## 9. ELECTION C/O THE NOMINATION COMMITTEE OF THE SUPERVISORY BOARD

The recommendations of the nomination committee for the election in the form of the nomination committee report of 21/02/2018 were issued together with the notice of the meeting.

The chair of the nomination committee, Amund Spangen, outlined for the committee's work and recommendations. The following elections were subsequently held:

(Employee member and deputy members of the board were elected by and from among the employees in a separate employee election held in January 2018).

### **The supervisory board:**

#### **Chairman until elections in 2019**

***Standing:***

Pål Jan Stokke, *Hamar*

***Elected:***

Pål Jan Stokke, *Hamar*

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#### **Deputy Chairman until elections in 2019**

***Standing:***

Siri Lutnæs Enget, *Folldal*

***Elected:***

Siri Lutnæs Enget, *Folldal*

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### **Board:**

#### **Deputy Chairman until elections in 2020**

***Standing:***

Nina C. Lier, *Gaupen*

***Elected:***

Nina C. Lier, *Gaupen*

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elect

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## Board members until elections in 2020

### ***Standing:***

Guro Nina Vestvik, *Hamar*

Hans-Christian Gabrielsen,  
*Slemmestad*

Vibeke Hanvold Larsen, *Stange*  
Employee board member

### ***Elected:***

Guro Nina Vestvik, *Hamar*

Hans-Christian Gabrielsen,  
*Slemmestad*

Vibeke Hanvold Larsen, *Stange*  
Employee board member

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## Deputy board members until elections in 2019

### ***Standing:***

Alexander S. Lund, *Oslo*

Hanne S. Dahl, *Hamar*

Jørn-Henning Eggum

Ola Reidar Gulli, *Kongsvinger*  
Employee Deputy Board Member no. 1

Susanne V. Granheim, *Hamar*  
Employee Deputy Board Member no. 2

### ***Elected:***

Alexander S. Lund, *Oslo*

Gudrun Sanaker Lohne, *Trysil*

Jørn-Henning Eggum

Marit Jørgenrud, *Oslo*  
Employee Deputy Board Member no. 1

Sjur Smedstad, *Løten*  
Employee Deputy Board Member no. 2

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Due to an error, it was noted that Susanne Granheim had been elected by the employees in the notice of the meeting. Corrected to Sjur Smestad.

## The nomination committee of the supervisory board:

3 members until elections in 2020

### **Standing:**

*Amund Spangen, Løten*  
Chair - member elected by investors

*Siv Nytrøen Reiten, Tyllidalen*  
Member elected by investors

*Inge Storberg, Kongsvinger*  
Member elected by equity certificate holders

### **Elected:**

*Amund Spangen, Løten*  
Chair - member elected by investors

*Siv Nytrøen Reiten, Tyllidalen*  
Member elected by investors

*Inge Storberg, Kongsvinger*  
Member elected by equity certificate holders

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3 deputy board members until elections in 2020

### **Standing:**

An-Katrin Eikefjord, *Hamar*  
Elected by investors

Siri Lutnæs Enget, *Folldal*  
Elected by investors

Eli Arnkværn Bryhni, *Stange*  
Elected by equity certificate holders

### **Elected:**

An-Katrin Eikefjord, *Hamar*  
Elected by investors

Siri Lutnæs Enget, *Folldal*  
Elected by investors

Eli Arnkværn Bryhni, *Stange*  
Elected by equity certificate holders

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### **By-election until 2019:**

Sjur Smedstad, *Løten*  
The employee deputy board member-  
leaving the supervisory board and cannot  
be re-elected

Cato Edvardsen, *Elverum*  
Employee deputy board member

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<b>10. FEE DETERMINATIONS C/O THE NOMINATION COMMITTEE OF THE SUPERVISORY BOARD</b>
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The recommendations of the nomination committee (fee committee) for determination of fees in the report of 21/02/2018 were issued together with the notice of the meeting. The chair of the nomination committee, Amund Spangen, outlined for the committee's recommendations.

**The supervisory board unanimously adopted the recommendations of the committee.**

<b>11. ELECTION C/O NOMINATION COMMITTEE FOR EQUITY CERTIFICATE HOLDERS</b>
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The recommendations of the nomination committee for equity certificate holders in its report of 22/01/2018 were issued together with the notice of the meeting.

Marit Johnsrud outlined the committee's work and recommendations on behalf of the nomination committee. The following elections to the nomination committee for equity certificate holders were subsequently carried out by members of the supervisory board elected by equity certificate holders:

**Nomination Committee for  
equity certificate holders**

**2 members until elections in 2020**

***Standing:***

Marit Johnsrud, *Hamar*

Ketil Leteng, *Tynset*

***Elected:***

Marit Johnsrud, *Hamar*

Ketil Leteng, *Tynset*

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**2 deputy board members until  
elections in 2020**

***Standing:***

Jan Gjerdrum, *Våler*

Roar Stormoen, *Rendalen*

***Elected:***

Jan Gjerdrum, *Våler*

Roar Stormoen, *Rendalen*

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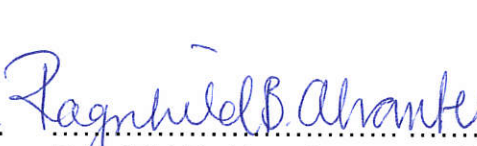
## 12. ANY OTHER BUSINESS

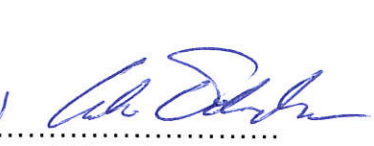
No other business was submitted.

*The meeting closed at 18.45*

**Minutes approved:**

  
Pål Jan Stokke  
Supervisory board chairman

  
Ragnhild B. Abrante

  
Cato Edvardsen