

# **The Articles of Association of SpareBank 1 SR-Bank ASA**

*(Adopted by the general meeting on 27 April 2016)*

## **Chapter 1      Company name. Business office. Object.**

### **Section 1-1**

The company's name is SpareBank 1 SR-Bank ASA. The company is a public limited company. The company was established through the conversion of the former SpareBank 1 SR-Bank (formerly Sparebanken Rogaland) on 1 January 2012, which was formed by the merger of twenty-two savings banks on 1 October 1976. The company's business office and head office are in Stavanger.

### **Section 1-2**

The object of the company is to operate as a bank, including promoting savings by accepting deposits from an unrestricted group of depositors; providing services to the public, business community and public sector; and managing the funds it controls in a prudent manner in accordance with the statutory rules that apply to the company's operations. Furthermore, the company may provide investment services within the terms of licences granted at any time.

The company may also, within the framework of applicable law, execute the business and render the services that are naturally associated with operating banking and investment services.

## **Chapter 2      Share capital. Primary capital. Shares.**

### **Section 2-1**

The company's share capital is NOK 6,393,777,050 divided into 255,751,082 shares of NOK 25 which are fully paid up.

### **Section 2-2**

The shares in SpareBank 1 SR-Bank ASA must be registered in a securities register. All acquisitions of shares must be reported to the securities register **immediately**.

## **Chapter 3      The Board of Directors.**

### **Section 3-1**

The board of directors consists of up to eight members and should be diverse. Two members and one deputy shall be elected by and from among the employees.

The chair of the board and the other non-employee elected members shall be elected by the general meeting. The election of these shall be prepared by a nomination committee. The employee-elected board members shall be elected by the employees.

Board members shall be elected for a term of up to two years.

If a member of the board steps down before the end of their term, a new member must be elected as soon as possible for the remainder of the term.

### **Section 3-2**

The chair of the board of directors shall convene meetings of the board as frequently as dictated by the operations of the bank or when required by a member of the board.

The board of directors has a quorum when more than half of its members are present or participate in the discussion of an item of business. However, the board cannot make a decision unless all members to the greatest extent possible have been given the opportunity to participate in the discussion of the item of business.

The decision of the board reflects the position that the majority of members present or participating in the discussion of the item of business have voted for. In the event of a tie, the chair of the meeting casts the deciding vote. Those who vote for a decision must always constitute at least half of all members of the board.

Members of the board who are not present must familiarise themselves with resolutions passed in their absence.

### **Section 3-3**

The board is responsible for the administration of the company. The board shall ensure the business is properly organised.

The board shall establish plans and budgets for the company's operations. The board shall also lay down guidelines for operations.

The board shall initiate the investigations it deems necessary to discharge its duties. The board shall initiate such investigations if required to by one or more board members.

The board shall supervise the day-to-day management of the company and all other aspects of its operations. The board may lay down instructions for the day-to-day management of the company.

### **Section 3-4**

The financial year follows the calendar year.

The board must submit annual financial statements and an annual report for each financial year.

### **Section 3-5**

The board shall appoint and terminate/dismiss the chief executive and fix the chief executive's remuneration.

### **Section 3-6**

The chair of the board and the chief executive have signing authority. Two elected members of the board who are not employees of the group may also jointly sign to bind the company. The board may delegate signing authority to specific employees. The board may also confer powers of procuration.

### **Section 3-7**

The chief executive shall be responsible for the day-to-day management of the company's operations. The chief executive shall ensure that the operations are run in compliance with the applicable legislation and instructions issued by the board.

## **Chapter 4      General Meeting.**

### **Section 4-1**

Shareholders exercise supreme authority in the company through the general meeting. Each share has one vote in the general meeting. All decisions are made by simple majority, unless otherwise indicated by law and the articles of association.

The ordinary general meeting must be held annually by the end of April.

The general meeting is called by the board. The notice calling a general meeting must be sent at least 21 days before the general meeting.

When documents relating to items that will be discussed in the general meeting are made available to shareholders on the company's website, the Public Limited Liability Companies Act's requirement that documents must be sent to shareholders does not apply. This also pertains to documents that pursuant to the Public Limited Liability Companies Act are included in or enclosed with the notice calling the general meeting, including the company's annual report. A shareholder may nevertheless request documents be sent regarding general meeting agenda items.

The members of the board and the auditor shall be invited to the general meeting. The members of the board have the right to attend and speak at general meetings. The chair of the board and chief executive are required to attend the general meeting unless they have valid reasons for being absent. In such cases, a deputy must be designated.

The Financial Supervisory Authority of Norway must be notified of the general meeting agenda in advance of the meeting, and at the latest at the same time as shareholders are notified of the meeting in compliance with applicable law. A copy of the minutes of the general meeting must be submitted to the Financial Supervisory Authority of Norway immediately.

The board may decide that shareholders may vote by submitting written ballots, including through the use of electronic communication, for a period prior to a general meeting. In the event of such voting, satisfactory methods shall be used to confirm the sender's identity.

#### **Section 4-2**

The general meeting shall be opened and chaired by the chair of the board.

#### **Section 4-3**

The ordinary general meeting shall:

- Approve the annual financial statements and annual report, including the distribution of dividends
- Elect the chair of the board and members, apart from those member that shall be elected by the employees
- Elect members to the nomination committee
- Elect the auditor
- Fix the remuneration of officers of the company and the auditor
- Consider other matters that pursuant to law or the articles of association fall under the purview of the general meeting

#### **Section 4-4**

Voting is done in writing unless the meeting unanimously agrees to an alternative form of voting.

The chair of the general meeting must ensure that meeting minutes are kept. The minutes must include the decisions of the general meeting and give the results of the voting. The list of attending shareholders and representatives must be included in or appended to the meeting minutes. The minutes must be signed by the chair of the general meeting and at least one other person designated by the general meeting from among attendees. The minutes must be available to shareholders and must be kept in a secure manner.

## **Chapter 5      Nomination Committee**

### **Section 5-1**

The nomination committee comprises up to five members that are elected by the general meeting for a period of 2 years. Sparebankstiftelsen SR-Bank must also be represented on the nomination committee. The nomination committee shall propose candidates for the following offices and functions:

- Chair of the board
- Other board members, apart from members who are elected by the employees
- Chair and members of the nomination committee

The nomination committee must also propose remuneration for these.

## **Chapter 6      Customer committees.**

### **Section 6-1**

The board may decide that customer committees should be established in the districts in which the bank operates.

Members of the customer committees should be viewed as resource persons in the district with expertise in areas that are of significance for the local bank(s) in question. The customer committees should advise local bank executives on market conditions and other matters of significance for the bank's operations.

The bank's board appoints the customer committees. The composition of the customer committees shall reflect the local bank's various customer groups. Employees shall have an opportunity to appoint a representative to participate in the meetings.

The customer committees shall consist of three to eight members, and one of these members shall be the chair. The customer committees will elect their own chair.

## **Chapter 7      Amendments of the articles of association.**

### **Section 7-1**

Decisions to amend the articles of association are made by the general meeting. Such a decision requires a two-thirds majority of votes cast and of share capital represented in the general meeting.

Proposals for amendments of the articles of association must be submitted to the chair of the board at the latest four weeks prior to the general meeting that is to consider the proposal.

## **Chapter 8      Entry into force.**

### **Section 8-1**

Amendments to the Articles of Association must be approved by the Financial Supervisory Authority of Norway and enter into force as of the date such approval is given.