

Minutes of meeting of the Board of Trustees

Sandnes Sparebank

Meeting of the Board of Trustees, Thursday March 30, 2017, at 7:00 PM

Agenda

- 1. Information about the business**
 - 2. Annual Report 2016**
 - Directors' Report
 - Financial statements (income statement, balance sheet and notes) for Sandnes Sparebank and the Group.
 - Audit Committee's report
 - Auditor's report
 - Equity capital certificate dividend
 - 3. Gift Fund distribution**
 - 4. Extension of authorization to repurchase equity capital certificates**
 - 5. Authorization for Tier 1 and Tier 2 capital**
 - 6. Authorization to the Board of Directors for allotment of gifts from the Gift Fund**
 - 7. Amendments to the Articles of Association**
 - 8. Election of Directors and members of the sub-committees of the Board of Trustees**
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Notice of the meeting with the agenda was sent by letter on March 16, 2017.

The Chairman of the Board of Trustees, Ørjan Gjerde, welcomed everybody and chaired the meeting.

There were 36 trustees present entitled to vote.

There were no comments to the agenda or the notice of the meeting.

In addition to the Chairman of the Board of Trustees, Ørjan Gjerde, Kjell Rommetveit and Arne Oftedal were elected to sign the minutes of the meeting.

1. INFORMATION ABOUT THE BUSINESS

Harald Espedal, the Chairman of the Board of Directors, opened the meeting with some Board perspectives.

Trine Karin Stangeland, the Managing Director, gave a rundown of the performance of Sandnes Sparebank in 2016, as well as the strategy going forward.

2. ANNUAL REPORT FOR 2016

- **Directors' Report**
The Chairman of the Board of Trustees, Ørjan Gjerde, reviewed the Directors' Report.
- **- Financial statements (income statement, balance sheet and notes) for Sandnes Sparebank and the Group.**
The Chairman of the Board of Trustees, Ørjan Gjerde, reviewed the financial statements, general accounting principles, cash flow statement and notes for Sandnes Sparebank and the Group for 2016
- **Audit Committee's report**
The Chairman of the Board of Trustees, Ørjan Gjerde, gave an account of the Audit Committee's report for 2016.
- **Auditor's report**
The Chairman of the Board of Trustees, Ørjan Gjerde, gave an account of the Auditor's report for 2016.

The annual reports were duly noted.

The Board of Trustees unanimously approved the 2016 financial statement for Sandnes Sparebank in accordance with the proposal from the Board of Directors, with the following allocation of earnings:

<u>For allocation</u>	<u>205.0</u>
To cash dividend (NOK 1.25 per equity capital certificate)	28.8
To equalization reserves	109.8
To the Savings Bank Fund	58.3
To the Gift Fund	45.3
<u>To reserves for unrealized gains</u>	<u>- 7.1</u>
<u>Total proposed allocation</u>	<u>205.0</u>

The date for disbursement of dividends on equity capital certificates will be April 11, 2017.

3. Gift Fund distribution

The Chairman of the Board of Trustees, Ørjan Gjerde, gave an account of the item 1 of the Managing Director's report.

4. Remuneration of elected officials 2017

The Chairman of the Board of Trustees gave an account of Directors' fees, fees for Board committees, to Trustees, the Nomination Committee and the Gift Fund Committee. It was proposed that the fees paid to elected officials should remain unchanged.

The proposal was adopted unanimously.

5. Extension of authorization to repurchase equity capital certificates

The Chairman of the Board of Trustees reported on the matter. The extension was unanimously approved.

6. Authorization Tier 1 and Tier 2 capital

The Chairman of the Board of Trustees reported on the matter. The authorization was unanimously approved.

7. Gift allotment; authorization to the Board of Directors

The Chairman of the Board of Trustees reported on the matter. The authorization was unanimously approved, with a comment concerning future cooperation between the Board of Directors, the administration, and the gift award committee.

8. Amendments to the Articles of Association

Per Våland Mauritzen, counsel to Sandnes Sparebank, explained the necessity of the amendments to the Articles of Association.

Power of Attorney to the Board of Directors concerning election instructions, and amendment of the Articles of Association Section 3-7, were unanimously adopted.

The proposed amendment of the Articles of Association Section 3-2 was adopted as follows (there were 36 voting members present):

1st voting: The Board's proposed resolution received 16 votes, and a proposed resolution from the audience to give the city council elected members 6 chairs and the Equity Capital Certificate owners 14 seats, received 20 votes. None of the proposals received the necessary 2/3 votes.

2nd voting: The Board's proposed resolution received 29 votes, and a proposed resolution from the audience to give the city council elected members 6 chairs and the Equity Capital Certificate owners 14 seats, received 7 votes. The Board's proposal was therefore adopted.

9. Election of Directors and members of the sub-committees of the Board of Trustees

The Chairman of the Nomination Committee, Dag Halvorsen, gave an account of the committee's recommendation with respect to Directors and sub-committees of the Board of Trustees.

The recommendation of the Nomination Committee was unanimously adopted.

Sandnes, 3/30/2017

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