INFORMATION MEMORANDUM



NORWEGIAN PROPERTY ASA

This Information Memorandum has been prepared in connection with the contemplated sale of all the shares in Norgani Hotels AS by Norwegian Property ASA's wholly owned subsidiary Oslo Properties AS to Pandox AB and a joint venture between Eiendomsspar AS and Sundt AS

No shares or other securities are being offered or sold in any jurisdiction pursuant to this Information Memorandum

ABG SUNDAL COLLIER

17 September 2010

IMPORTANT INFORMATION

This information memorandum (the "**Information Memorandum**") has been prepared in order to provide information about Norwegian Property ASA ("**Norwegian Property**" or the "**Company**", and, together with its consolidated subsidiaries, the "**Norwegian Property Group**" or the "**Group**") in connection with the preliminary agreement (a term sheet) entered into on 23 August 2010 (the "**Agreement**") between the Company's wholly owned subsidiary Oslo Properties AS ("**Oslo Properties**") and Pandox AB and a joint venture to be incorporated between Eiendomsspar AS and Sundt AS (Pandox AB and the joint venture, jointly the "**Purchasers**") with regard to the contemplated sale of all the shares in Norgani Hotels AS ("**Norgani Hotels**") owned by Oslo Properties as further described herein (the "**Transaction**").

Completion of the Transaction is subject to, inter alia, the parties agreeing a full sale and purchase agreement (the "**SPA**"), the board of directors of all parties approving the SPA and refinancing and/or renegotiation of the debt finance of the Norgani Hotels group, see Section 3 "Description of the Transaction" for further information.

For the definitions of terms used throughout this Information Memorandum, including the preceding pages see Section 11 "Definitions and Glossary of Terms".

No shares or other securities are being offered or sold in any jurisdiction pursuant to this Information Memorandum.

This Information Memorandum has been submitted to Oslo Børs ASA ("**Oslo Børs**") for inspection and review before publication in accordance with Section 3.5 of Oslo Børs' "Continuing Obligations for Listed Companies". This Information Memorandum is not a prospectus and has neither been inspected nor approved by Oslo Børs or the Financial Supervisory Authority of Norway in accordance with the rules that apply to a prospectus. This Information Memorandum has been prepared in an English version only.

The Company has furnished the information in this Information Memorandum. The Company acknowledges responsibility for the information contained in this Information Memorandum and confirms, to the best of its knowledge and belief (having take all reasonable care to ensure that such is the case), that the information contained in this Information Memorandum is in accordance with the facts and does not omit anything likely to affect the import of the information.

The manager, ABG Sundal Collier ASA (the "**Manager**"), has not independently verified any of the information contained herein. Neither the Manager nor its advisors or other of the Company's advisors, nor their respective affiliates make any representation or warranty, expressed or implied, as to the accuracy or completeness of this Information Memorandum or any statements, estimates or projections contained herein, and either of them disclaim any liability for the recipient's use of this Information Memorandum or any other oral, written or other communications transmitted to the recipient in the course of its evaluation of the Company.

All inquiries relating to this Information Memorandum should be directed to the Company or the Manager. No other person has been authorised to give any information about, or to make any representation on behalf of, the Company in connection with the Transaction or matters described herein. If any such information is given or representation made it must not be relied upon as having been authorised by the Company or the Manager.

The information contained herein is as of the date of this Information Memorandum and is subject to change, completion or amendment without further notice. There may have been changes affecting the Company or its subsidiaries subsequent to the date of this Information Memorandum. The delivery of this Information Memorandum at any time after the date hereof shall not, under any circumstances, imply that

there has been no change in the Company's affairs or that the information set forth herein is correct as of any date subsequent to the date hereof.

The distribution of this Information Memorandum may in certain jurisdictions be restricted by law. The Company requires persons in possession of this Information Memorandum to inform themselves about, and to observe, any such restrictions. This Information Memorandum is not for publication or distribution, directly or indirectly, in the United States. The Company has not registered any of the shares issued by the Company (the "**Shares**") under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**"), and the Shares may not be offered or sold, directly or indirectly, in the United States absent registration except pursuant to an exemption form, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and in compliance with any applicable securities laws of any state or other jurisdiction of the United States. The Company does not intend to register any of the Shares pursuant to the U.S. Securities Act.

Investing in the Company's Shares involves risk. See Section 1 "Risk Factors" below.

Unless otherwise indicated, the source of information included in this Information Memorandum is the Company. The contents of this Information Memorandum are not to be construed as legal, business or tax advice. Each reader of this Information Memorandum should consult with its own legal, business or tax advisor as to legal, business or tax advice. If the reader is in any doubt about the contents of this Information Memorandum, a stockbroker, bank manager, lawyer, accountant or other professional advisor should be consulted.

In the ordinary course of their respective businesses, the Manager and certain of its respective affiliates have engaged, and may continue to engage, in investment and commercial banking transactions with the Group.

Currency presentation

Unless otherwise indicated, all references in this Information Memorandum to "**Norwegian Kroner**" or "**NOK**" are to the lawful currency of Norway; all references to "**Swedish Kroner**" or "**SEK**" are to the lawful currency of Sweden; all references to "**Danish Kroner**" or "**DKK**" are to the lawful currency of Denmark; and all references to "**Euro**" or "**EUR**" are to the lawful currency of the European Union (the "**EU**") members states who have adopted the Euro as their sole national currency.

Presentation of financial information

The financial information contained in this Information Memorandum relating to Norwegian Property has been prepared in accordance with International Financial Reporting Standards ("**IFRS**"). This Information Memorandum presents financial information derived from Norwegian Property's audited consolidated financial statements as of, and for the years ended, 31 December 2009, 2008 and 2007, and from Norwegian Property's unaudited condensed consolidated financial statements as of, and for the six months ended, 30 June 2010 and 2009, each as incorporated by reference hereto.

This Information Memorandum also includes unaudited pro forma condensed consolidated financial information giving effect to the Transaction, as if the Transaction had been completed on (i) 31 December 2008 for purposes of the consolidated income statement for the year ended 31 December 2009, (ii) 31 December 2009 for purposes of the statement of income for the six months ended 30 June 2010 and (iii) 30 June 2010 for purposes of statement of financial position as of 30 June 2010. The unaudited pro forma condensed combined financial information has been prepared on a basis consistent with IFRS and has been based on financial information derived from the audited financial statements of the Norwegian Property Group as of, and for the year ended, 31 December 2009 and the unaudited condensed consolidated financial statements of the Norwegian Property Group, as of, and for the six months ended, 30 June 2010. The unaudited pro forma condensed combined financial information does not necessarily represent the financial position or results of operations of the remaining Norwegian Property Group had

completion of the Transaction in fact occurred on such dates or at the beginning of such periods and is not necessarily indicative of the financial position or results of operations of the remaining Norwegian Property Group for any future date or period. The unaudited pro forma condensed combined financial information does not include all of the information required for financial statements under IFRS and should be read in conjunction with the consolidated financial statements of Norwegian Property as of, and for the year ended, 31 December 2009. See Section 8 "Norwegian Property Financial Information". Further, the condensed combined financial information should be read in conjunction with the selected financial information for Norgani Hotels included in Section 5.7 "Selected financial information". See also Section 9 "Unaudited Pro Forma Condensed Combined Financial Information".

Governing law

This Information Memorandum shall be governed by Norwegian law. Any dispute arising in respect of this Information Memorandum is subject to the exclusive jurisdiction of the Norwegian courts, with Oslo District Court as legal venue.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Information Memorandum contains forward-looking statements, including, without limitation, projections and expectations regarding the Company's future financial position, business strategy, plans and objectives. When used in this document, the words "anticipate", "believe", "estimate", "expect", "seek to", "may", "plan" and similar expressions, as they relate to the Company, its subsidiaries or its management, are intended to identify forward-looking statements. Such forward-looking statements involve known and unknown risks, uncertainties and other factors, which may cause the actual results, performance or achievements of the Company and its subsidiaries, or, as the case may be, the industry, to materially differ from any future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding the Company's present and future business strategies and the environment in which the Company and its subsidiaries will operate. Factors that could cause the Company's actual results, performance or achievements to materially differ from those in the forward-looking statements include, but are not limited to:

- the competitive nature of the markets in which the Company and its subsidiaries operate;
- global and regional economic conditions;
- government regulations;
- changes in political events; and
- force majeure events.

Some important factors that could cause actual results to differ materially from those in the forward-looking statements are, in certain instances, included in connection with such forward-looking statements and in Section 1 "Risk Factors" in this Information Memorandum.

Any forward-looking statements contained in this Information Memorandum should not be relied upon as predictions of future events.

Readers are cautioned not to place undue reliance on the forward-looking statements contained in this Information Memorandum, which represents the best judgment of the Company's management as of the date of this Information Memorandum. Except as required by applicable law, the Company does not undertake responsibility to update these forward-looking statements, whether as a result of new information, future events or otherwise. Readers are advised, however, to consult any further public disclosures made by the Company.

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1 RISK FACTORS

In addition to the other information set out in this Information Memorandum, the following risk factors should be carefully considered when analysing Norwegian Property and/or the Transaction, including the related financing. The risks described below could have a material adverse effect on the business, financial condition or results of operations of the Group. Accordingly, the risks described herein could have a material adverse effect on the trading price of the Shares. The information below does not purport to be exhaustive. Additional risks and uncertainties not presently known to the Company or that the Company currently deems immaterial may also have a material adverse effect on the business, financial conditions or results of operations of Norwegian Property.

1.1 Market risk

1.1.1 Macro economical fluctuations

The Company is exposed to the economic cycle and macro economical fluctuations, since changes in the general economic situation could affect rent levels and the value of the Company's assets. There is risk associated with the general development of lease levels of commercial property for various segments and the locations where the Group owns properties. It is especially important what the market conditions are when lease contracts expire.

1.1.2 Inflation risk

The Norwegian Central Bank's (*Norwegian:* "*Norges Bank*") objective is to maintain annual long-term inflation level at a level of 2.5%. The latest forecast from Economist Intelligence Unit (source: Thomson Datasteam) is that inflation will be 2.5% in 2010 and 2.1% in 2011. For Sweden, Denmark and Finland, the latest expectation for inflation in 2010 is 1.4%, 1.9% and 1.1%, respectively, and further in 2011 2.0%, 1.7% and 1.5%, respectively (source: Thomson Datastream). A lower rate of inflation may have a negative impact on the Company's revenues and liquidity. The majority of rental contracts in the Group's commercial property portfolio have a 100% consumer price index ("**CPI**") adjustment clause allowing the Group to adjust rental rates with the CPI development. Negative CPI levels may for some rental contracts lead to reduced rent levels. On the majority of rental contracts in the Group's hotel portfolio the minimum rents have a CPI adjustment clause.

1.1.3 Regulation risk

Changes in, or completion of, planning regulations by relevant authorities may significantly affect the operations of the Group's properties, including the interest of potential tenants in future rental of premises or interest of future purchasers of the properties. Furthermore, changes in planning regulations may limit the possibility to further develop the properties and may lead to increased costs.

1.1.4 Demand for office space and accommodation

The demand for office/retail space and accommodation is influenced by several factors, on both a micro and macro level. Negative changes in the general economic situation, including business and private spending, may adversely affect the demand for office space and accommodation.

Regarding accommodation on a micro level, the relative attractiveness of regions and cities, both with regards to business and leisure, will affect business and leisure travel to the respective regions and cities, and hence the demand for accommodation. There are no guarantees that the regions that are attractive today remain to be attractive.

1.1.5 Supply of office and hotel space

The supply of office and hotel space is influenced mainly by construction and refurbishment activity. Historically, periods with good market conditions in the office property market and/or hotel market have been followed by increased construction of office and/or hotel properties. This may lead to oversupply and

increased vacancies. The long lead time of construction may further increase this effect, as construction that has been started in general will be finalized regardless of any market slowdown.

1.2 Operational risk

1.2.1 Tenant risk

The financial status and strength of the Group's tenants, and thus their ability to service the rent etc. will always be a decisive factor when evaluating the risk of property projects. Contractual rights to terminate leases prior to expiry date, with subsequent vacancy of the premises, bankruptcy of tenants, and, possible adjustment cost in relation to new tenants or lower rent levels, will influence the rental income negatively. In Norgani Hotels (the Group's hotel business) some tenants/operators operate many of the Group's hotels (see Section 4.7.2 "The Hotel Property portfolio"). If one of these tenants/operators for example go bankrupt this may have material negative effect on the income of the Group.

Tenants of Norgani Hotels' properties situated in Sweden have by law, an indirect right to extension on fair market conditions upon expiration of the lease term. The tenant might be entitled to compensation if the landlord refuses extension or if the conditions offered for extension are deemed to be unfair.

1.2.2 Revenue based leases

Norgani Hotels' leases are mainly operator revenue based which means that factors affecting the revenue of the tenants (such as quality of the tenants' operations and general market conditions) will affect the rental income of Norgani Hotels.

1.2.3 Risk related to Aker Hus – the headquarter of Aker Solutions ASA

The construction of Aker Hus, Aker Solutions ASA's new headquarter at Fornebu, was completed in November 2007. Pursuant to the sale and purchase agreement entered into in 2005, Aker ASA is as a main rule obligated to cover costs and losses arising from construction costs exceeding the initial budget. Aker ASA's liability applies to costs/claims forwarded to Aker ASA by November 2010. Costs/claims related to the property, which arise after this cut-off date shall be born by the owner of the property (which is a subsidiary of the Company). Furthermore, it cannot be ruled out that i.a. the development of local infrastructure at Fornebu may lead to costs for and claims against the property owners at Fornebu and that such costs/claims may arise later than November 2010. In particular, there are uncertainties as to whether the future solution for public transport at Fornebu may lead to claims against the owner of the property and other property owners at Fornebu.

1.2.4 Lease contract Middelthunsgate 17

The lease contract between a subsidiary of Norwegian Property and Nordea Bank Norge ASA regarding Nordea Bank Norge ASA's rent of the property Middelthunsgate 17 in Oslo, includes certain restrictions on the following companies' direct or indirect ownership of the property (where indirect ownership also may be interpreted to include ownership in Norwegian Property): DnB NOR ASA, Sparebank 1, Danske Bank or any group or associated company of any of these companies. If any of these companies, without prior written consent of Nordea Bank Norge ASA, separately or jointly acquire a controlling interest in the Company, the tenant may claim a 30% reduction of rent as long as the violation of the restrictions persists. Further, the said premises shall not be used by competing companies as long as the lease contract with Nordea Bank Norge ASA is in force.

1.2.5 Legal claims/legal matters/pre-emption rights

Norwegian Property and Norgani Hotels are, and may in the future be, subject to legal claims from tenants, authorities, including tax authorities and other third parties. No assurance can be given to the outcome of any such claims.

There are contractual and statutory pre-emption rights (*Norwegian: "forkjøpsrett"*) applicable upon sale of some of the office and hotel properties (or companies which directly or indirectly hold such properties). Even if such rights have been waived, not used or were not applicable in the Group's acquisitions, such rights may be exercised in subsequent transactions, and the existence of such pre-emption rights may imply a reduced value on the properties. In addition, there are contractual pre-emption rights for tenants that may limit the landlords' flexibility, and/or reduce property value.

1.2.6 Relationship with property managers

If the property managers do not fulfill their obligations under the property management agreements this may negatively impact the Company's value.

1.2.7 Maintenance/Technical condition/Operating risk

Maintenance of the properties is mainly regulated so that the landlord is responsible for external maintenance and that the tenant covers other operating costs (e.g. internal maintenance) in the premises leased. In addition, the landlord is in several of the lease contracts obliged to cover the costs of replacement of technical installations. There is a general risk that costs for maintenance and replacements, upgrading, etc., for which the Group is responsible may be larger than assumed. The landlord's potential obligation will depend on the technical state and condition of the lease object. In particular, the Group will incur costs in relation to adaptation to new tenants

1.2.8 Pollution

In respect of some of the Company's properties, and the ground on which some of the properties are placed, pollution/use of toxic material is known to the Company. Further, some of the properties acquired are situated in areas where it is not unlikely that the ground is polluted, based on the history of the site/area. The risks relating to pollution in the ground and in the properties and associated buildings largely rest on the Group. Such pollution may render further development of the properties/ground, and excavation, more expensive (due to required soil surveys or otherwise) and subject to approval from authorities.

1.2.9 Preservation areas

Some of the buildings on Aker Brygge and parts of Middelthunsgate 17 are regulated for preservation purposes. For Aker Brygge this includes the original buildings from the shipyard period. These are regulated as "special area preservation (business, office, food and drink, cinema, museum)". The buildings are not permitted to be demolished and there are restrictions on the altering of the exteriors of the buildings.

In a report prepared in 2006 by ICOMOS Norway (International Council of Monuments and Sites) with support from the Directorate of Cultural Heritage, Aker Brygge is listed as one of several buildings/cultural heritage environments from the 20th century, which are recommended to be preserved under the statutes of cultural heritage. According to the report, the preservation value is attached to the general town planning works and the authentic 1980s features in the architectural look/facade. The interiors are considered less suitable for preservation, not least due to the requirements for changes to offices and retail areas.

Parts of Middelthunsgate 17 are regulated as "special area preservation (offices)" in the zoning plan approved on 24 July 1985. This entails a general ban on demolishing and restrictions concerning reconstruction, extension etc.

1.2.10 Risk from use of title companies

In order to achieve full title and legal protection for the acquisition of a property, a requirement pursuant to the Norwegian Land Registration Act is that the acquisition shall be duly registered in the land register.

In this context legal protection means that the buyer of the property is protected from the seller's or former owner's creditors seizing the property and further against subsequent competing legal rights over the property. If an acquisition is not registered on the property's home page in the land register, and the seller, or a former owner goes bankrupt or the seller's creditors seize the property etc, the buyer's ownership rights to the property may be challenged.

However, registering the acquisition and thus obtaining legal title is subject to stamp duty of 2.5% of the property's market value. In major property transactions in Norway, it is normal practice that the buyer does not register the acquisition. As an alternative, the buyer may often (in addition to purchasing the property) acquire a company which holds the title to the property. This structure is to a large extent used in the Group's property portfolio. However, from a legal point of view there may be uncertainties connected to such structure. For instance, it has not been decided or clarified under Norwegian law whether the seller's or former owner's creditors can seize the property in situations where title companies are sold. The Norwegian Supreme Court passed a decision in 2008, which was relevant to, and to some extent confirmed, this possible risk. However, the relevant Group company is free to carry out the registration with the land register, which, however, would trigger stamp duty of 2.5% of market value.

1.3 Financial risk

1.3.1 Financial leverage and bank debt

As of 30 June 2010, the Group had a total interest bearing debt of approximately NOK 17,961 million, including approximately NOK 234 million of short-term financial debt (including current portion of long-term debt). The Group also had total shareholders' equity of NOK 5,501 million.

The Group's financial position, including its financial leverage may have several adverse consequences. For example, the Company will be required to manage the Group's businesses in a way to service its debt obligations. Also, as is customary for holding companies, the ability of the companies in the Group to make future scheduled payments on its outstanding indebtedness may depend on, among other things, the ability to obtain access to the earnings and cash balances of their subsidiaries or otherwise realise their value (which may be subject to legal and contractual restrictions), as well as on the future operating performance of the Group and its ability to refinance its indebtedness where necessary. There can be no assurance that the Company, or any of its subsidiaries as part of the Group, will be able to service its debt obligations or will have access to such earnings or cash balances in the future.

The Company's ability to make scheduled payments or to refinance the Group's obligations with respect to its indebtedness depends on the Group's financial operating performance, which, in turn, is subject to prevailing macro economic and competitive conditions and to financial, business and other factors beyond its control. There can be no assurance that the Group will have a level of cash flow from operations sufficient to permit the Company or the relevant subsidiary to pay the principal, premium, if any, and interest on its indebtedness.

If the Group's cash flow and capital resources are insufficient to fund its debt service obligations, the Company may be forced to reduce or delay capital expenditures, sell assets or seek to obtain additional equity capital or restructure or refinance the Group's debt. There can be no assurance that such alternative measures would be successful or would permit the Group to meet its debt service obligations. In the absence of such operating results and resources, the Group could face substantial liquidity problems and might be required to dispose of material assets or operations, to meet its debt service and other obligations. There can be no assurance as to the ability of the Company to consummate such sales or that such proceeds would be adequate to meet the obligations then due.

In the event that the Group is unable to generate sufficient cash flow and the Group is otherwise unable to obtain funds necessary to meet required payments of principal, premium, if any, and interest on its indebtedness, or if the Group otherwise fails to comply with the various covenants in the instruments

governing such indebtedness the Company could be in default under the terms of the agreements governing such indebtedness. See Section 8.9 "Borrowings" below for further information.

1.3.2 Fulfillment of loan obligations

The loan facilities of the Group contain certain requirements as regards the financial condition of the Company and its subsidiaries (financial covenants) relating to i.a. interest coverage ratio, debt service coverage ratio, loan-to-value covenants, change of control etc. and other obligations of financial nature in addition to repayment obligations at the respective maturity dates. See Section 8.9 "Borrowings" for a further description of the borrowings of the Group.

No assurance can be given that the relevant Group company will be able to satisfy all these terms and conditions at all times, or that its lenders will waive or change the terms to avoid an actual or expected default of the above mentioned conditions. This could mean that repayment of loans are accelerated by lenders, including acceleration based on cross-default provisions, which could itself oblige the Company to seek to refinance the Group's loans and the Company may be forced to divest properties. There can be no assurance that the Company will, if required, be able to refinance or enter into new loan facilities on satisfactory terms, and to the extent necessary to maintain its existing and future business.

1.3.3 Fair value adjustments

The Company's properties and certain financial derivatives are included at fair value in the Company's consolidated financial statements. The fair value of the properties is impacted by a number of external factors (see Section 7 "The Market"), including interest rates, rental market for the properties, credit margins, the financial institutions lending conditions (including covenants, requirements for equity in transactions and availability of funds) and conditions in the investor market (including investors' required return on capital and balance in the transaction market for properties). Changes in fair value are recorded quarterly in the income statement and, with respect to the properties, are among other input also based on third party valuations. Consequently, adjustment based on changes in fair value may negatively affect the Company's income and equity on group level. This may in turn, among other things, have an impact on the Group's ability to satisfy its obligations (financial covenants) under its loan agreements.

1.3.4 Interest rate fluctuations

Norwegian Property is to a large extent financed by debt and will be exposed to interest rate fluctuations. Any period of rapid increase in interest rates may hence negatively affect the Company's cash flows, profitability and valuation of the underlying assets. Norwegian Property seeks to limit its interest rate risk through entering into fixed interest rate contracts/swaps for a major part of its outstanding loans. Interest rate fluctuations will influence the fair value of the Group's portfolio of financial derivatives and thereby lead to changes in the financial results. The interest rate level over time will also be an important factor in the development of the value of the properties and the return, which investors can obtain. Indirectly the interest rate level could also affect rent levels by having a negative impact on the revenue of the tenants, but rent level is also relevant when re-negotiating/renewing or entering into new leases.

1.3.5 Tax risk and losses carried forward

Changes in laws and rules regarding tax and duties may involve new and changed parameters for investors and the Company. This may involve a reduction in the profitability of investing in property and the profit after tax for the Company. Tax implications of transactions and dispositions of the Group are to some extent based on judgment of applicable tax law and regulations. Even if the Company is of the opinion that it has assessed tax law in good faith, it could not be ruled out that the tax authorities and courts may conclude differently.

The Company has no assurance that the tax losses carried forward are usable, either within the country they appeared or across the Nordic region. Furthermore, the Company does not have any assurance for when and how these losses may be utilized against profits.

1.3.6 Exchange rate risk

A substantial part of the Group's revenues and expenditures are paid in foreign currency (SEK, DKK and EUR). As a result, the Company is exposed to market risks resulting from fluctuations in foreign currency exchange rates. A material drop in the value of any such foreign currency as compared to NOK could result in an adverse effect on the Company's cash flow and revenues. Even though the Company to a reasonable extent seeks to raise interest bearing debt in the same currency as revenue, and uses currency derivatives to tune the interest rate position, equity exposure remains in such currencies, and a material change of any such currency as compared to NOK could result in an adverse effect on the Company's equity.

1.3.7 Vendor rental guarantees/Credit risks on sellers

Norgani Hotels has received rental guarantees from sellers of properties for a limited period of time guaranteeing a certain rent level. These rental guarantees will expire successively and the last guarantee will expire on 31 December 2012. Only limited security is established for these guarantees. Consequently, Norgani Hotels takes to a large extent the credit risk on the sellers. Furthermore, the risks related to the level of Norgani Hotels' income increase when the guarantees expire given the large extent of revenue based leases.

1.3.8 Agreement with Fearnley syndicate. Guarantee from Norwegian Property.

According to the share purchase agreement entered into in 2006 (as subsequently amended) between the Norgani Hotels and a Fearnley syndicate regarding sale to the syndicate of one Clarion hotel and three Scandic hotels, Norgani Hotels has guaranteed a certain rent and cost level.

Furthermore, companies within the Fearnley syndicate have rights to sell (put options) the Clarion hotel and/or the three Scandic hotels comprised by the share purchase agreement to Norgani Hotels. The aggregate purchase price for all four hotels should both of the put options be exercised is about DKK 578 million. The put options related to the four hotels may be exercised effectively towards Norgani Hotels during a period starting from 1 March 2011 and ending 31 December 2012, with a three months settlement period.

Norwegian Property has guaranteed the rightful fulfillment of Norgani Hotels' obligations pursuant to the said put options. This guarantee will remain with Norwegian Property following the Transaction, however supported by a counter guarantee by the Purchasers. See Section 4.7.4 "Share purchase agreement with Fearnley syndicate" below for an outline of this agreement.

There are risks related to the agreement also after the Transaction as the Company or the Purchasers may be unable to secure required financing of the acquisition from internal and/or external sources should the syndicate exercise its put options.

1.4 Risks related to the Transaction

1.4.1 The Transaction may not be completed or may not be completed in the manner described in this Information Memorandum if certain conditions to the completion of the Transaction are not satisfied or waived

On 23 August 2010, Oslo Properties, a wholly owned subsidiary of the Company, entered into the Agreement with the Purchasers with regards to the contemplated sale of all the shares in Norgani Hotels. The completion of the Transaction is subject to the satisfaction or waiver of certain conditions set out in the Agreement, including negotiation and board approval of an SPA, see Section 3 "Description of the Transaction" for further information. If any of such conditions are not satisfied or waived in the manner contemplated by the Agreement, the Transaction may not be completed, or may not be completed in the manner contemplated by this Information Memorandum. In particular, if one or more of such conditions cannot be satisfied or waived, the Company could seek to negotiate with the Purchasers certain

amendments to the Agreement. Such amendments, if agreed, could materially change the terms and conditions of the Transaction and/or reduce the benefits of the Transaction for the Company. In addition, in order to obtain certain approvals or consents required in connection with the Transaction, the Company may decide, or be obliged, to enter into certain agreements, commitments or undertakings with regulatory authorities or other third parties, the terms of which may reduce the benefits of the Transaction for the Company. Furthermore, giving the preliminary nature of the Agreement, the terms currently set out in the Agreement, as described in this Information Memorandum, may change in the course of negotiation of the SPA.

1.4.2 Unaudited pro forma financial information

This Information Memorandum contains unaudited pro forma financial information, which gives effect to the Transaction. The unaudited pro forma financial information is based on preliminary estimates and assumptions which the Company believes to be reasonable and is being furnished solely for illustrative purposes and is not necessarily indicative of what Norwegian Property's and Norgani Hotels' separate results of operations and financial condition would have been had the Transaction occurred on the dates assumed, see further information in Section 9 "Unaudited Pro Forma Condensed Combined Financial Information". The readers should not place undue reliance on the Company's unaudited pro forma financial information presented in this Information Memorandum.

1.4.3 The Transaction will render Norwegian Property as a less diversified company

Upon completion of the Transaction, Norwegian Property will be a less diversified company.

1.4.4 The SPA

After the Transaction, Oslo Properties and Norwegian Property will be exposed to claims related to warranties and other undertakings included in the SPA and to credit risks for the vendor financing agreed, see Section 3 "Description of the Transaction" below for further information.

1.5 Risks relating to the Shares

1.5.1 General

All share investments are connected with risks. The Company is exposed to fluctuations in the general economy, changes in e.g. interest rates and foreign exchange ratios will influence the financial situation of the Company.

1.5.2 Price volatility of publicly traded securities

The trading price of the Shares could fluctuate significantly in response to, amongst other factors, quarterly variations in operating results, adverse business developments, interest rate, changes in financial estimates by securities analysts, matters announced in respect of major customers or competitors, or changes to the regulatory environment in which the Company operates.

The market price of the Shares could decline due to sales of a large number of the Shares in the market or the perception that such sales could occur. Such sales could also make it more difficult for the Company to offer equity securities in the future at a time and at a price that is deemed appropriate.

1.5.3 Norwegian Property's ability to pay dividends is dependent on the availability of distributable funds

Norwegian law provides that any declaration of dividends must be adopted by Norwegian Property's general meeting of shareholders. Dividends may only be declared to the extent that Norwegian Property has distributable funds and Norwegian Property's board of directors (the "**Board**" or the "**Board of Directors**") finds such a declaration to be prudent in consideration of the size, nature, scope and risks associated with Norwegian Property's operations and the need to strengthen its liquidity and financial

position. As Norwegian Property's ability to pay dividends is dependent on the availability of distributable reserves, it is, among other things, dependent upon receipt of dividends and other distributions of value from its subsidiaries and the companies in which Norwegian Property has invested.

As a general rule, the Company's general meeting of shareholders may not declare higher dividends than the Board of Directors has proposed or approved. If, for any reason, the general meeting of shareholders does not declare dividends in accordance with the above, a shareholder will, as a general rule, have no claim in respect of such non-payment, and Norwegian Property will, as a general rule, have no obligation to pay any dividend in respect of the relevant period.

1.5.4 Holders of Shares registered in a nominee account

Beneficial owners of the Shares that are registered in a nominee account (e.g. through brokers, dealers or other third parties) may not be able to vote for such Shares unless their ownership is re-registered in their names with the Norwegian Central Securities Depository (the "**VPS**") prior to the Company's general meetings. The Company cannot guarantee that beneficial owners of the Shares will receive the notice for a general meeting in time to instruct their nominees to either effect a re-registration of their Shares or otherwise vote their Shares in the manner desired by such beneficial owners.

1.5.5 Any future share issues may have a material adverse effect on the market price of the Shares

Norwegian Property has no current plans for an offering of Shares. However, it is possible that Norwegian Property may decide to offer additional Shares in the future in order to strengthen its capital base or for other reasons. Any additional offering of Shares may be made at a significant discount to the prevailing market price and could have a material adverse effect on the market price of the outstanding Shares.

1.5.6 Shareholders will be diluted if they are unable or unwilling to participate in future share issuances

Unless otherwise resolved by the general meeting, shareholders in Norwegian public limited companies, such as Norwegian Property, have pre-emptive rights proportionate to the aggregate number of Shares they hold with respect to any new Shares issued against consideration in cash. Due to regulatory requirements under foreign securities laws or other factors, foreign investors may be unable to participate in a new issuance of Shares or other securities, whether such new issuance is based on pre-emptive rights or otherwise. Accordingly, shareholders with registered addresses, or who are resident or located, in certain jurisdictions may not be eligible to exercise subscription rights as part of rights offerings, in which case subscription rights may lapse without compensation. Any investor that is unable or unwilling to participate in Norwegian Property's future share issuances will have their percentage shareholding diluted.

In addition, the Company may in the future offer, from time to time, a stock dividend election to its shareholders, subject to applicable securities laws, in respect of future dividends. However, the Company may not permit shareholders with registered addresses or who are resident or located in certain restricted jurisdictions to exercise this election. Accordingly, shareholders in these restricted jurisdictions may be unable to receive dividends in the form of shares rather than cash and, as a result, may experience further dilution.

1.5.7 Certain transfer and selling restrictions may limit shareholders' ability to sell or otherwise transfer their Shares

The Shares have been admitted to public trading in Norway but Norwegian Property has not registered the Shares under the U.S. Securities Act or securities laws of other jurisdictions, including Canada, Australia and Japan, and it does not expect to do so in the future. The Shares may not be offered or sold in the United States, Canada, Australia, Japan or in any other jurisdiction in which the registration or qualification of the Shares is required but has not taken place, unless an exemption from the applicable

registration or qualification requirements is available or the offer or sale of the Shares occurs in connection with a transaction that is not subject to such provisions. In addition, there can be no assurance that shareholders residing or domiciled in the United States or other jurisdictions will be able to participate in future capital increases or subscription rights.

1.5.8 Enforceability of civil liabilities

The Company is a public limited liability company organised under the laws of Norway. The members of the Board of Directors and the Company's executive management reside in Norway. As a result, it may not be possible for investors to effect service of process in other jurisdictions upon such persons or the Company, to enforce against such persons or the Company judgments obtained in non-Norwegian courts, or to enforce judgments on such persons or the Company in other jurisdictions.

1.5.9 Norwegian law may limit the shareholders' ability to bring an action against the Company

The rights of holders of Shares are governed by Norwegian law and by the Articles of Association. These rights may differ from the rights of shareholders in other jurisdictions. In particular, Norwegian law limits the circumstances under which shareholders of Norwegian companies may bring derivative actions. For instance, under Norwegian law, any action brought by Norwegian Property in respect of wrongful acts committed against the Company will be prioritised over actions brought by shareholders claiming compensation in respect of such acts. In addition, it may be difficult to prevail in a claim against the Company under, or to enforce liabilities predicated upon, securities laws in other jurisdictions.

2 RESPONSIBILITY STATEMENT

This Information Memorandum has been prepared by Norwegian Property ASA to provide information regarding the Transaction.

The Board of Directors of Norwegian Property ASA confirms that, having taken all reasonable care to ensure that such is the case, the information contained in this Information Memorandum is, to the best of its knowledge, in accordance with the facts and contains no omissions likely to affect its import.

Oslo, 17 September 2010

The Board of Directors of Norwegian Property ASA

_____	_____
Arvid Grundekjøn	Nils K. Selte
_____	_____
Gry Mølleskog	Synne Syrrist

_____
Jon Erik Brøndmo

3 DESCRIPTION OF THE TRANSACTION

3.1 Overview of the Transaction

On 24 August 2010, Norwegian Property announced that its wholly owned subsidiary Oslo Properties on 23 August 2010 had entered into the Agreement with the Purchasers with the objective of executing a sale of 100% of the shares in Norgani Hotels, as further described below.

The following is a brief summary of the material terms and conditions of the Agreement, subject to the terms and conditions to be negotiated and agreed in the SPA.

3.2 The Parties to the Agreement

The Agreement was entered into between:

1. Pandox AB, a company incorporated under the laws of Sweden; and

   a company, to be incorporated and owned by Eiendomsspar AS (50%) and Sundt AS (50%), jointly as the Purchasers; and

2. Oslo Properties, a wholly owned subsidiary of the Company, a company incorporated under the laws of Norway, with registered office at Stranden 3 A, N-0250 Oslo, Norway, as the seller. Norwegian Property will guarantee the obligations of Oslo Properties pursuant to the SPA.

3.3 Norgani Hotels

Subject to the conditions set out below, pursuant to the Transaction, Oslo Properties will sell to the Purchasers all the shares in Norgani Hotels. For further information regarding Norgani Hotels, including selected financial information, see Section 4.7 "The Hotel Properties" and Section 5 "Brief Description of Norgani Hotels" below.

3.4 Consideration

As consideration for the sale of Norgani Hotels, the Purchasers shall pay a purchase price (the "**Purchase Price**") for the entire share capital of Norgani Hotels based on a gross value of NOK 8.3 billion of Norgani Hotels' properties and adjusted with value of other balance sheet items and tax effects. The set gross property value, which compares to a book value as of 30 June 2010 of NOK 8.9 billion, is based on exchange rates as of 11 August 2010. Changes in exchange rates up until signing of the SPA will affect the set gross property value and also other balance sheet items and hence the Purchase Price.

The Purchase Price shall be payable in cash, however as part of the Transaction, Oslo Properties has agreed to provide vendor financing of approximately NOK 0.6 billion for a period of up to five years following completion of the Transaction. The amount and duration of the vendor financing may be subject to certain adjustments dependent on the terms of the final debt financing established by the Purchasers.

3.5 Completion

The Transaction is currently expected to be completed during the fourth quarter of 2010.

3.6 Conditions

Completion of the Transaction is subject to the satisfaction or waiver of a number of conditions, including the following:

- That the parties will agree upon an SPA approved by the board of directors of the parties;
- renegotiation and/or refinancing of the bank debt of Norgani Hotels on acceptable terms; and
- approval from relevant competition authorities.

Further conditions may be negotiated and included in the SPA.

3.7 Other terms and conditions

Pursuant to the Agreement, the SPA will contain customary representations and warranties for a transaction of this nature.

Pursuant to the Agreement, the Agreement will be terminated if an SPA, without condition on debt financing, is not executed within 21 October 2010, or such other date agreed between the parties.

Pursuant to the Agreement, the Purchasers shall grant Oslo Properties an option for a limited period of time to purchase back a minority share of below 10% of the share capital of Norgani Hotels at the Purchasers' cost price (including the Purchasers' costs in connection with the Transaction) on conditions to be further set out in the SPA.

In 2006, Norgani Hotels sold four hotels to a Fearnley syndicate, which on certain conditions has the right to sell the hotels (or companies owning the hotels) back to Norgani Hotels. The obligations of Norgani Hotels are secured with a parent company guarantee by Norwegian Property. See Section 4.7.4 "Share purchase agreement with Fearnley syndicate" for further information on this agreement. Pursuant to the Agreement, the Purchasers will provide a counter guarantee for this obligation of Norwegian Property.

3.8 Expenses relating to the Transaction

The expenses relating to the Transaction, primarily the fees to Norwegian Property's auditor and advisers, are currently estimated to approximately NOK 50 million. Additional expenses may be incurred in relation to the Transaction.

3.9 Interests of certain persons in the Transaction

No agreements have been, or are expected to be, entered into providing benefits to the executive management or members of the board of directors of Norwegian Property, Oslo Properties or Norgani Hotels as a result of the Transaction.

4 INFORMATION ABOUT NORWEGIAN PROPERTY

4.1 Corporate information

Norwegian Property ASA is a Norwegian public limited liability company incorporated under the laws of Norway with the organisation number 988 622 036. The Company was incorporated on 20 July 2005 as a private limited liability company and was converted into a public limited liability company (*Norwegian: allmennaksjeselskap*) on 22 May 2006. The Shares of Norwegian Property have been listed on Oslo Børs under the ticker code "NPRO" since 15 November 2006. The Company's principal place of business is in Oslo, Norway. Its office address is Stranden 3 A, N-0250 Oslo, Norway, its telephone number is +47 22 83 40 20, its facsimile number is +47 22 83 40 21 and its web-site address is www.npro.no.

As of the date of this Information Memorandum, the Company's registered share capital is NOK 249,298,416, divided into 498,596,832 Shares, with a nominal value of NOK 0.50 per Share, all of which are fully paid. There is one class of Shares. The Shares are equal in all respect and each Share carries one vote at the general meetings of shareholders. Norwegian Property owns no own Shares.

The Shares have been created under the Norwegian Public Limited Liability Companies Act and registered in the book-entry form in the VPS under the International Securities Identification Number ("**ISIN**") NO 001 0317811. The Company's registrar is Nordea Bank Norge ASA, Verdipapirservice, Essendropsgt. 7, N-0107 Oslo, Norway.

The table below sets forth the historical development of the Company's share capital and the number of issued and outstanding Shares for the period between the Company's incorporation in 2006 until the date of this Information Memorandum.

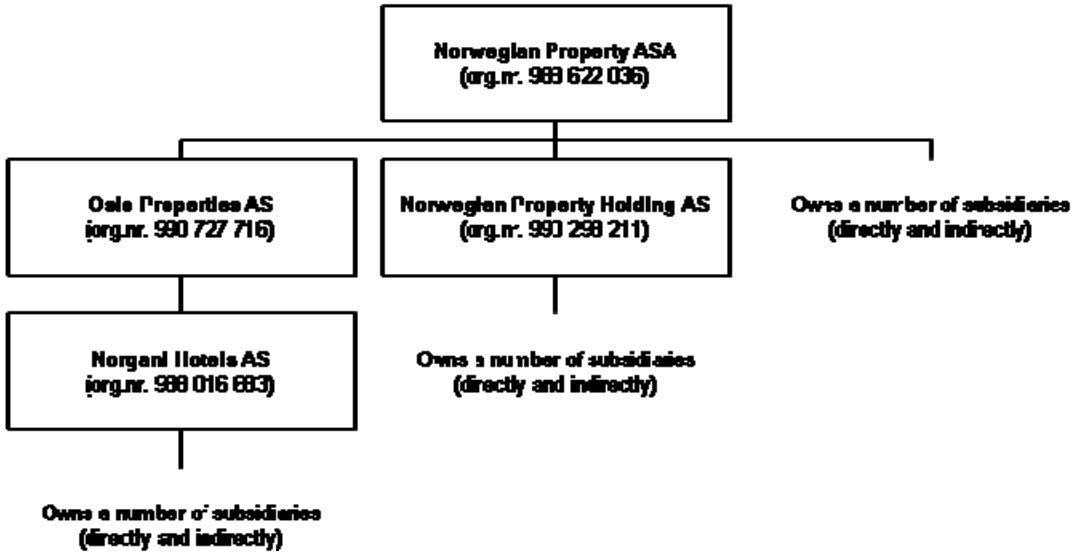
Date resolved	*Type of change*	*Change in share capital (NOK)*	*Share capital after change (NOK)*	*Number of Shares after change*	*Nominal value (NOK)*	*Price per Share (NOK)*
July 2005	*Incorporation*		*100,000*	*1,000*	*100*	*100.00*
April 2006	*Share split*		*100,000*	*4,000*	*25*	*n.a.*
May 2006	*Private placement*	*875,000,000*	*875,100,000*	*35,004,000*	*25*	*50.00*
May 2006	*Write-down*	*100,000*	*875,000,000*	*35,000,000*		*n.a.*
May 2006	*Private placement*	*162,500,000*	*1,037,500,000*	*41,500,000*	*25*	*50.00*
June 2006	*Consideration issue*	*508,853,050*	*1,546,353,050*	*61,854,122*	*25*	*50.00*
June 2006	*Consideration issue*	*46,100,000*	*1,592,453,050*	*63,698,122*	*25*	*50.00*
July 2006	*Consideration issue*	*370,175*	*1,592,823,225*	*63,712,929*	*25*	*50.00*
July 2006	*Private placement*	*150,000,000*	*1,742,823,225*	*69,712,929*	*25*	*50.00*
August 2006	*Consideration issue*	*20,000,000*	*1,762,823,225*	*70,512,929*	*25*	*50.00*
August 2006	*Consideration issue*	*25,000,000*	*1,787,823,225*	*71,512,929*	*25*	*50.00*
October 2006	*Consideration issue*	*50,000,000*	*1,837,823,225*	*73,512,929*	*25*	*50.00*
November 2006	*IPO placing*	*563,636,375*	*2,401,459,600*	*96,058,384*	*25*	*53.50*
December 2006	*Green shoe exercise*	*61,363,625*	*2,462,823,225*	*98,512,929*	*25*	*50.00*
March 2007	*Private placement*	*174,216,025*	*2,637,039,250*	*105,481,570*	*25*	*71.75*
June 2008	*Rights issue*	*2,403,846,150*	*5,040,885,400*	*201,635,416*	*25*	*26.00*
August 2009	*Write-down*	*4,940,067,692*	*100,817,708*	*201,635,416*	*0.50*	*n.a.*
August 2009	*Private Placement*	*100,817,708*	*201,635,416*	*403,270,832*	*0.50*	*6.00*

Date resolved	*Type of change*	*Change in share capital (NOK)*	*Share capital after change (NOK)*	*Number of Shares after change*	*Nominal value (NOK)*	*Price per Share (NOK)*
August 2009	*Private Placement*	*25,000,000*	*226,635,416*	*453,270,832*	*0.50*	*6.00*
March 2010	*Private Placement*	*22,663,000*	*249,298,416*	*498,596,832*	*0.50*	*12.00*

4.2 Current legal structure

Norwegian Property is the parent company in the Group with limited activity other than being the ultimate holding company. The Company's properties are as a main rule each held by separate companies and in some cases the title is held by a separate legal entity. The Company has approximately 210 subsidiaries.

The figure below sets forth a simplified overview of the Norwegian Property Group's current legal structure:



4.3 Description of the main companies in the Group

Below is a description of the main companies in the current Group. The Company does not have any ownership interests or investments in any undertakings, other than the companies referred to below, that are likely to have a significant effect on the assessment of the Company's own assets and liabilities, financial position or profits and losses.

4.3.1 Norwegian Property ASA

Norwegian Property is the parent company in the Group. The Company has limited activity other than being a holding company. The Company was incorporated on 20 July 2005, is located in Oslo, Norway, and has a total of 20 employees. The Company has approximately 210 subsidiaries.

4.3.2 Norwegian Property Holding AS

Norwegian Property Holding AS is a Norwegian private limited liability company organised under Norwegian laws. The company was incorporated on 13 September 2006 with organisation number 990 298 211. The company has limited activity other than being a holding company and has no employees. The company's registered address is Stranden 3 A, N-0250 Oslo, Norway.

4.3.3 Oslo Properties AS

Oslo Properties is a private limited liability company organized under Norwegian laws. The company was incorporated on 2 January 2007 with organisation number 990 727 716. Oslo Properties is the sole owner of Norgani Hotels as described in more detail in Section 4.7 "The Hotel Properties (Norgani Hotels)" below and will be the seller in the Transaction. The company has limited activity other than being a holding company and has no employees. The company's registered address is Stranden 3 A, N-0250 Oslo, Norway.

4.3.4 Norgani Hotels AS

Norgani Hotels is a private limited liability company organised under Norwegian laws. The company has limited activity other than being a holding company for the hotel business and will be the target company in the Transaction. Norgani Hotels was incorporated on 7 March 2005 with organisation number 988 016 683 and has a total of 19 employees. The company's registered address is Stranden 3 A, N-0250 Oslo, Norway.

4.4 The Company's vision, objectives and business strategy

4.4.1 Goals Body

Norwegian Property's overall long-term goals are to further establish itself as a professional real estate owner, create stable and long-term value through continued development of its business as a leading, fully integrated property company, increasingly focus on all value drivers of the property value chain including property management, letting, property development and transactions/finance, and further position itself as a preferred and primary investment alternative for investors.

4.4.2 Strategies

Norwegian Property will actively manage and continue to develop its property portfolio within selected property segments. Norwegian Property will continue to work with large and established tenants to secure attractive long-term leases.

The Company will work dedicated to continue the predictable and positive development of revenues and cash flows, which in combination with an active risk management of financial debt and expenditures should result in an attractive long-term return on equity.

4.5 Overview of the business

The Group has currently two business segments:

- commercial properties (the "**Commercial Properties**" or "**Commercial Property**") (Norwegian Property), which includes office properties, warehouses, and retail properties (shopping areas), in addition to parking area in connection with the office areas (described in more detail in Section 4.6 "The Commercial Properties" below); and
- hotel properties (the "**Hotel Properties**" or "**Hotel Property**") (Norgani Hotels) (described in more detail in Section 4.7 "The Hotel Properties" below) which will be transferred to the Purchasers in the Transaction.

The Company's business segment division is in conformity with its legal organisation and the internal management reporting.

As of 30 June 2010, the combined portfolio of Norwegian Property and Norgani Hotels consist of 121 properties with a total of 1,293,681 square meters ("**sqm**") of prime office, retail and hotel properties across the Nordic region.

4.6 The Commercial Properties

4.6.1 Overview

The table below sets out portfolio details for the Commercial Properties as of 30 June 2010.

Portfolio	
Number of properties	47
Total size (m2)	622,201
Average size per property (m2)	13,238
Average value per m2 (NOK)	24,137
Average value per property (MNOK)	320
Average rent per m2 (NOK)	1,634

Valuation	
Market value (MNOK)	15,018
Gross rent (MNOK).	1,017
Opex (MNOK)	57
Net rent (MNOK)	960
Gross yield, contractual rent	6.8%
Net yield, contractual rent	6.4%
Gross yield, market rent *)	7.1%
Net yield, market rent*)	6.7%
Duration (years)	5.3
CPI adjustment (1 January 2011)	97.0%
Vacancy (excluding warehouse/parking)	3.6%

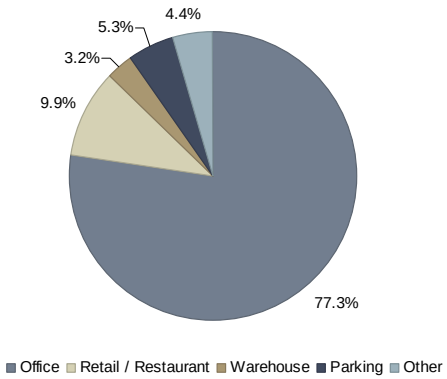
* Market rent is assessed by DTZ Realkapital AS and Akershus Eiendom AS to be 4.7% (weighted average) above current contractual rents.

4.6.2 The Commercial Property portfolio

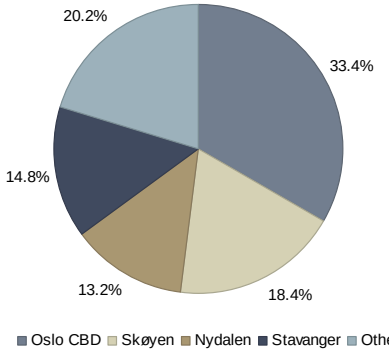
As of 30 June 2010, Norwegian Property owned 47 Commercial Properties, mainly located in Oslo and Stavanger. Norwegian Property's Commercial Properties mainly comprise office areas, warehouses, shopping areas and parking in connection with the office areas. On Aker Brygge, Norwegian Property also owns a shopping centre with outlets and restaurants.

The charts below set forth an overview of the gross rent (run rate) as of 30 June 2010 for the portfolio by segment and geography:

Gross rent by segment



Gross rent by geography



The table below sets forth the main facts regarding the Commercial Property portfolio as of 30 June 2010:

Property list

Property	Offices	Retail / Restaurant	Warehouse	Other	Indoor Parking	Residual	Total m²	Vacancy	CPI	Duration	Run rate (NOKm)
Administrasjonsbygget	2,244	720	90			196	3,250				
Dokkbygget	595	368	55			-54	964				
Kaibygning II		1,628	702			160	2,490				
Snekkerbygget	4,143		10			-18	4,135				
Støperiet		1,417		491		228	2,136				
Terminalbygget	10,718	4,022	1,229		2,062	848	18,879				
Uteareal							0				
Verkstedhallene	10,061	13,565	1,411			2,925	27,961				
Aker Brygge (Kaibygning I)	23,015	3,832	4,729			231	31,807				
Drammensveien 60	8,593	797	1,483		377	377	11,627				
Ibsenkvartalet	31,681	803	4,150	490		907	38,031				
Stortingsgaten 6	4,460	867	919		470	464	7,179				
Total CBD	95,510	28,018	14,777	981	2,909	6,264	148,459	5.6 %	1.0	4.0	339.6
Drammensveien 134 Hus 2	3,688		959			-138	4,509				
Drammensveien 134 Hus 3	5,715		233			197	6,145				
Drammensveien 134 Hus 4	3,831		773			127	4,731				
Drammensveien 134 Hus 5	7,642		709		755	-656	8,450				
Drammensveien 134 P-Hus			28		5,200		5,228				
Drammensveien 134 Utearealer							0				
Drammensveien 134 Hus 1	5,418					0	5,418				
Drammensveien 134 Hus 6	9,883	642	1,777		3,486		15,788				
Drammensveien 149	10,695		1,622		4,006	160	16,483				
Hovfaret 11	4,377		569	696			5,642				
Nedre Skøyen vei 24	3,630		1,215				4,845				
Nedre Skøyen vei 26 A-E	11,444		696	5,084	398		17,622				
Nedre Skøyen vei 26 F	8,767			497	4,235		13,499				
Total Skøyen	75,090	642	8,581	6,277	18,080	-310	108,360	9.4 %	1.0	6.5	187.3
Aker Hus	40,254				19,025		59,279				
Lysaker Torg 35	14,422		412		7,100		21,934				
Middelthunsgate 17	26,847		3,472		3,000		33,319				
Total Oslo West/Lysaker/Fornebu Sum	81,523		3,884		29,125		114,532	0.0 %	1.0	5.8	170.8
Gjerdrums vei 10 D	2,052						2,052				
Gjerdrums vei 14	712		734				1,446				
Gjerdrums vei 16	4,207		774		2,139		7,120				
Gjerdrums vei 17	803						803				
Gjerdrums vei 8	7,968		299		2,389		10,656				
Gullhaug Torg 3	7,868						7,868				
Gullhaugveien 9-13	23,039		8,079		12,628	-389	43,357				
Maridalsveien 323	11,646		2,600	1,096	5,573	0	20,915				
Nydalsveien 15	3,001	750	85				3,836				
Nydalsveien 17		1,560				0	1,560				
Sandakerveien 130	6,520				3,560		10,080				
Total Nydalen	67,816	2,310	12,571	1,096	26,289	-389	109,693	3.4 %	0.9	5.8	134.2
Kolstadgaten 1	5,479						5,479				
Oslo Airport Gardermoen				20,976			20,976				
Total Oslo North	5,479			20,976			26,455	0.0 %	0.9	7.1	34.5
Badehusgaten 33-39	16,673		2,540		2,315		21,528				
Forusbeen 35	17,674				3,750		21,424				
Grenseveien 19	5,390						5,390				
Grenseveien 21	27,721						27,721				
Maskinveien 32	4,561				525		5,086				
Strandsvingen 10	2,059						2,059				
Svanholmen 2	2,942	6,580				-59	9,463				
Finnestadveien 44	22,032						22,032				
Total Stavanger	99,052	6,580	2,540	0	6,590	-59	114,703	0.6 %	0.9	5.6	150.2
TOTAL NPRO	424,470	37,550	42,353	29,330	82,992	5,506	622,201	3.6 %	1.0	5.3	1,016.5

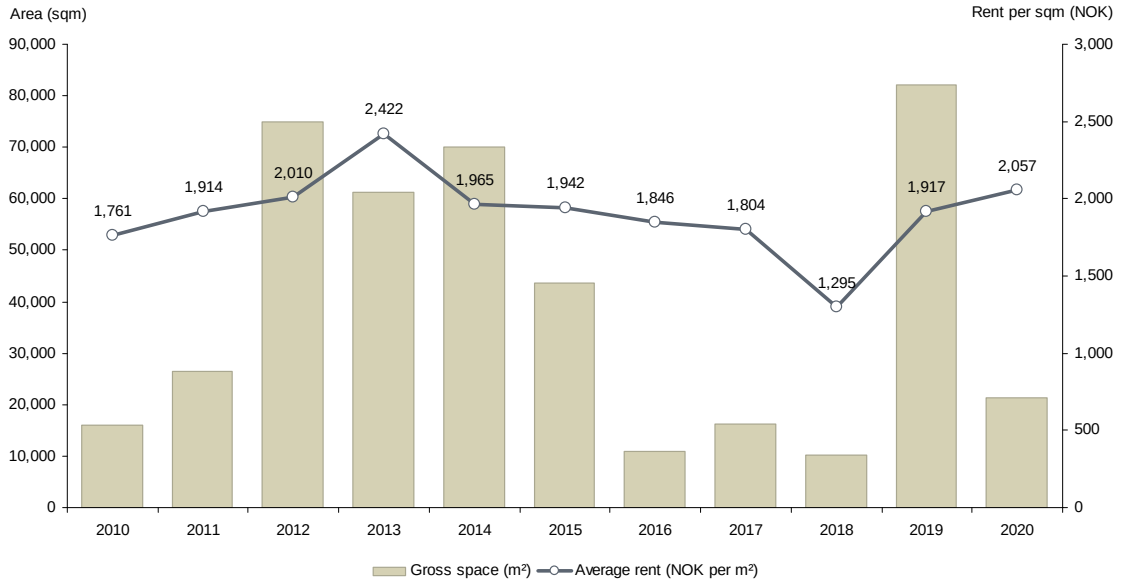
4.6.3 Tenants and lease contracts

The tenants consist of companies within several different lines of service, with Oil/Oil Service, Telecom/ IT and Financial services representing. Approximately 73% of the rental income is derived from the 25 largest tenants. As of 30 June 2010, the average contract duration for these tenants was 5.3 years. The table below sets forth these tenants' rent, the duration profile and sector category.

The table below sets out the largest tenants:

Tenant	Rent (MNOK)	Duration (years)	Share of total	Public sector participation	Listed at Group level
EDB Business Partner ASA	84.2	8.7	8.3%	X	X
Aker Solutions ASA	83.4	8.8	8.2%	X	X
DnB NOR ASA	72.7	2.8	7.2%	X	X
Nordea	46.4	3.6	4.6%	X	X
Statoil Hydro ASA	43.2	2.6	4.3%	X	X
If Skadeforsikring	40.9	2.3	4.0%		X
Aker Offshore Partner AS	34.1	4.5	3.4%	X	X
Total E&P Norway AS	31.2	11.5	3.1%		X
Höegh Autoliners Management AS	28.2	9.7	2.8%		
Get AS	27.8	8.5	2.7%		
Telenor Eiendom Holding AS	27.4	5.3	2.7%	X	X
NetCom AS	25.9	10.0	2.6%	X	X
SAS Scandinavian Airlines Norge AS	25.5	9.5	2.5%	X	X
Skanska Norge AS	22.3	4.8	2.2%		X
Fokus Bank	20.3	2.6	2.0%	X	X
Atea ASA	18.8	2.2	1.9%		X
NAV	16.6	5.9	1.6%	X	
TDC AS	16.3	1.0	1.6%		X
Tieto Norway AS	13.9	2.1	1.4%		X
BW Offshore AS	11.8	3.4	1.2%		X
Simonsen Advokatfirma DA	11.7	2.5	1.1%		
Økokrim	11.5	16.1	1.1%	X	
Uno-X Energi AS	10.9	5.2	1.1%		X
Schibsted Eiendom AS	9.6	3.5	0.9%		X
Bugge, Arentz-Hansen & Rasmussen	9.1	1.8	0.9%		
Top 25 tenants	**743.6**	**5.9**	**73.2%**	**12/25**	**19/25**
Total other tenants	2.72.9	3.6	26.8%		
Total	**1,016.5**	**5.3**	**100.0%**		

The charts below set forth the lease expiry profile:



4.7 The Hotel Properties (Norgani Hotels)

4.7.1 Overview

The table below sets out portfolio details for the Hotel Properties as of 30 June 2010.

Portfolio	
Number of properties	74
Number of rooms	12,884
Total size (m2)	671,480
Average size per property (m2)	9,074
Average value per property (MNOK)	120
Average value per room (NOK)	691,633
Average rent per m2 (NOK)	13,271

Valuation	
Market value (MNOK) **	8,911
Gross rent (2009)	724
Net yield *)	7.1%
Remaining duration, contracts (years) **	9.3
Minimum rent and seller guarantee (2010) **	555

* Based on result in 2009 (average exchange rate in 2009) and valuation as of 30 June 2010.

** Based on exchange rates as of 30 June 2010 EURNOK 7.91, SEKNOK 0.83 DKKNOK 1.06.

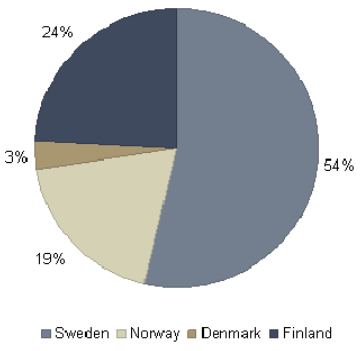
4.7.2 The Hotel Property portfolio

As of 30 June 2010, Norgani Hotels owned 73 hotels and one conference centre, located in Sweden, Norway, Finland and Denmark.

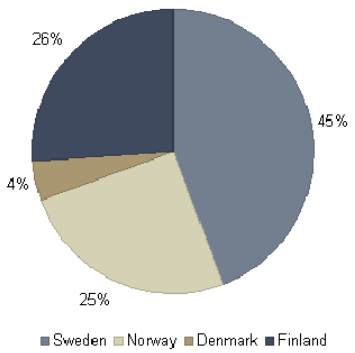
Norwegian Property's Hotel Properties mainly comprise include large inner city conference hotels, airport and highway hotels, and resort & spa hotels.

The charts below set forth an overview of geography for the portfolio by rooms and 2009 revenue:

Rooms



Revenue 2009



The table below sets forth the main facts regarding the Hotel Property portfolio as of 30 June 2010:

No	Hotel	Country	Municipality	Brand	Rooms	Area (sqm)
1	Scandic Fårum	Sweden	Kiruna	Scandic	171	11,100
2	Scandic Klarälven	Sweden	Karlstad	Scandic	143	6,694
3	Scandic Kalmar Väst	Sweden	Kalmar	Scandic	148	6,495
4	Scandic Gällivare	Sweden	Gällivare	Scandic	111	6,160
5	Scandic Grums	Sweden	Grums	Scandic	144	6,800
6	Scandic Malmen	Sweden	Stockholm	Scandic	232	16,120
7	Scandic Uplandia	Sweden	Uppsala	Scandic	133	6,402
8	Scandic Star Sollentuna	Sweden	Stockholm	Scandic	269	18,573
9	Scandic Gävle Väst	Sweden	Gävle	Scandic	200	7,262
10	Scandic Helsingborg Nord	Sweden	Helsingborg	Scandic	237	9,299
11	Scandic Backadal	Sweden	Gothenburg	Scandic	236	9,297
12	Scandic Elmia	Sweden	Jönköping	Scandic	220	9,676
13	Scandic Norrköping Nord	Sweden	Norrköping	Scandic	160	6,788
14	Scandic Luleå	Sweden	Luleå	Scandic	160	6,685
15	Scandic Linköping Väst	Sweden	Linköping	Scandic	160	6,105
16	Scandic Kungens Kurva	Sweden	Stockholm	Scandic	257	11,681
17	Scandic Umeå Syd	Sweden	Umeå	Scandic	161	6,965
18	Scandic Uppsala Nord	Sweden	Uppsala	Scandic	184	7,618
19	Scandic Västerås	Sweden	Västerås	Scandic	174	7,285
20	Scandic Östra Väst	Sweden	Östra	Scandic	204	7,821
21	Scandic Östersund Syd	Sweden	Östersund	Scandic	129	4,019
22	Scandic Sundsvall Nord	Sweden	Sundsvall	Scandic	169	4,948
23	Scandic Sagaveång	Sweden	Malmö	Scandic	166	6,284
24	Scandic Södertälje	Sweden	Södertälje	Scandic	131	5,630
25	Scandic Hasselbacken	Sweden	Stockholm	Scandic	112	10,035
26	Scandic Alvik	Sweden	Stockholm	Scandic	226	12,075
27	Radisson Blu Linköping	Sweden	Linköping	Radisson Blu	91	6,264
28	Quality Hotel Prisma	Sweden	Skövde	Quality Hotel	107	3,687
29	Quality Hotel Ekoxen	Sweden	Linköping	Quality Hotel	190	14,671
30	Quality Hotel Luleå	Sweden	Luleå	Quality Hotel	209	12,165
31	Quality Hotel Prince Philip	Sweden	Stockholm	Quality Hotel	208	7,400
32	First Hotel Mårtensson	Sweden	Halmstad	First	103	6,657
33	First Hotel Royal Star	Sweden	Stockholm	First	103	4,900
34	Quality Hotel Grand	Sweden	Kristianstad	Quality Hotel	149	7,624
35	First Hotel Linköping	Sweden	Linköping	First	133	6,640
36	Best Western Hotel Royal Corner	Sweden	Växjö	Best Western	168	7,112
37	Best Western Mora Hotell & Spa	Sweden	Mora	Best Western	141	9,161
38	Ibis Stockholm Högarsten	Sweden	Stockholm	Ibis	190	8,239
39	Stadshotell Princess	Sweden	Sundsvall	Independent	84	7,008
40	Quality Hotel Winn	Sweden	Gothenburg	Quality Hotel	121	6,900
41	Scandic Växjö	Sweden	Växjö	Scandic	123	3,982

No	Hotel	Country	Municipality	Brand	Rooms	Area (sqm)
42	Scandic KVA	Norway	Oslo	Scandic	189	11,218
43	Scandic Bergen Airport	Norway	Bergen	Scandic	197	9,654
44	Radisson Blu Bodø	Norway	Bodø	Radisson Blu	192	16,646
45	Radisson Blu Lillehammer	Norway	Lillehammer	Radisson Blu	303	18,000
46	Comfort Hotel Holberg	Norway	Bergen	Comfort Hotel	149	6,720
47	Clarion Collection Hotel Bastion	Norway	Oslo	Clarion Colection	99	4,688
48	Comfort Hotel Bergsparken	Norway	Oslo	Comfort Hotel	198	7,900
49	Quality Hotel Alexandra	Norway	Molde	Quality Hotel	163	17,033
50	Quality Hotel & Resort	Norway	Kristiansand	Quality Resort	210	9,940
51	Rica Hotel Bodø	Norway	Bodø	Rica	113	7,981
52	Quality Hotel & Resort Fagernes	Norway	Fagernes	Quality Resort	138	10,310
53	Quality Hotel & Resort Hafjell	Norway	Øyer	Quality Resort	210	9,940
54	Clarion Collection Hotel Ambassadeur	Norway	Harstad	Clarion Colection	76	3,640
55	Rica Hotel Hamar	Norway	Ringsaker	Rica	176	9,260
56	Comfort Hotel Excelsior	Denmark	Copenhagen	Comfort Hotel	99	3,600
57	Comma Hotel Kobenhavn	Denmark	Copenhagen	Comma	228	8,000
58	Clarion Collection Mayfair	Denmark	Copenhagen	Clarion Colection	105	3,905
59	Scandic Continental	Finland	Helsinki	Scandic	614	20,000
60	Scandic Grand Marina	Finland	Helsinki	Scandic	462	23,660
61	Hilton Helsinki Kalastajatorppa	Finland	Helsinki	Hilton	238	23,291
62	Hilton Helsinki Strand	Finland	Helsinki	Hilton	192	10,260
63	Scandic Luvsio	Finland	Luvsio	Scandic	69	4,220
64	Scandic Kuopio	Finland	Kuopio	Scandic	138	7,113
65	Hotel Korpilampi	Finland	Espoo	n/a	160	9,777
66	Scandic Tampere City	Finland	Tampere	Scandic	263	14,467
67	Scandic Rovaniemi	Finland	Tampere	Scandic	213	14,662
68	Airport Hotel Bonus Inn	Finland	Vaasa	Independent	211	8,414
69	Comfort Hotel Pikoli	Finland	Vaasa	Comfort Hotel	112	3,068
70	Scandic Jyväskylä	Finland	Jyväskylä	Scandic	160	7,360
71	Scandic Kajanus	Finland	Kajaani	Scandic	191	10,468
72	Radisson Radisson Seaside Hotel	Finland	Imatra	Radisson	136	10,097
73	Scandic Espoo	Finland	Espoo	Scandic	96	6,245
74	Grand Marina Congress Center	Finland	Helsinki	Scandic	0	11,000
	Sweden				6,916	321,763
	Norway				2,412	140,720
	Denmark				422	16,405
	Finland				3,124	192,592
	Total				12,894	671,480

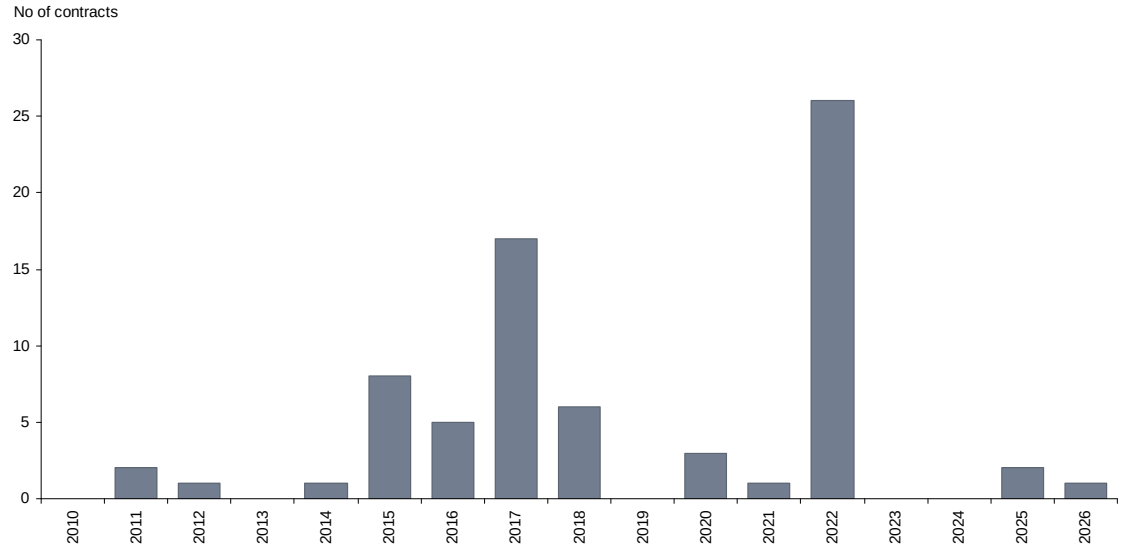
4.7.3 Lease agreements

The majority of the Hotel Properties' rental agreements are revenue-based with a minimum rent independent of turnover level. Through agreements based on the hotel operators' revenues, there is a common interest, for the hotel operator as a lessee and for the Company as a lessor, to develop the hotel properties and to make investments that contribute to increased revenue.

Through revenue-based rent with a minimum rent the Company preserve upside potential, whilst at the same time has downside protection.

Terms for renewals or extensions of leases upon expiry of the fixed-term have only been agreed to a limited extent. However, some lease agreements contain provisions that give the tenant the right to extend the lease on certain, more precisely, defined terms. Tenants of properties in Sweden have, according to Swedish law, an indirect right to lease extension on fair market conditions, upon expiry of the lease term.

The chart below set forth the lease expiry profile:



4.7.4 Share purchase agreement with Fearnley syndicate

On 19 December 2006, Norgani Hotels entered into a share purchase agreement with two single purpose companies established by Fearnley Finans Eiendom ASA (the "Fearnley syndicate"), regarding sale of Clarion Hotel Copenhagen (the "Clarion Hotel"), Scandic Hotel Hvidovre, Scandic Hotel Kolding and Scandic Hotel Glostrup (the "Scandic Hotels"). See Section 1.3.8 "Agreements with Fearnley syndicate. Guarantee from Norwegian Property." for a summary of certain of the risks related to this agreement.

Norgani Hotels has guaranteed that the Clarion Hotel will generate a minimum yearly rent of DKK 18,200,000 (2007 figures, to be indexed every year), which is equal to the fixed rent agreed with the tenant. Norgani Hotels has furthermore guaranteed that the Scandic Hotels will generate a minimum yearly rent of DKK 24,400,000 (2007 figures, to be indexed every year). The guarantee period is six years from 31 December 2006 (the "Guarantee Period").

Norgani Hotels has also guaranteed that during the Guarantee Period there will not be need of any investments in the hotels, except for DKK 10,000,000 provided for investments in the Scandic Hotels.

Norgani Hotels has guaranteed that the running expenses for the Clarion Hotel during the Guarantee Period will not exceed 5% of the above-mentioned guaranteed rent for the Clarion Hotel. Norgani Hotels has furthermore guaranteed that the running expenses for the Scandic Hotels during the Guarantee Period will not exceed 18% of the above-mentioned guaranteed rent for the Scandic Hotels.

During the Guarantee Period Norgani Hotels has through a separate management agreement undertaken to manage the hotels on behalf of the Fearnley syndicate.

The Fearnley syndicate has the right to sell (put option) the Clarion Hotel to Norgani Hotels for a price of DKK 305,727,933. Furthermore, the Fearnley syndicate has the right to sell (put option) the Scandic Hotels to Norgani Hotels for a price of DKK 272,200,000. After renegotiation of the share purchase agreement in 2009 the put option may be exercised effectively towards Norgani Hotels during a period starting from 1 March 2011 and ending 31 December 2012. Closing, including settlement of the purchase price, shall take place three months after the Fearnley syndicate's written notice of execution of the put option(s). Norwegian Property has guaranteed the rightful fulfillment of Norgani Hotels' obligations

pursuant to the put options. This guarantee will remain with Norwegian Property following the Transaction, however supported by a counter guarantee by the Purchasers.

In the period from 1 January 2010 to 31 December 2012, the Fearnley syndicate may also choose to sell the hotels at market value. Under given circumstances Norgani Hotels may in such a situation be entitled to a certain amount of a possible value increase of the hotels or to acquire the hotels.

4.8 Valuation report

DTZ Realkapital Verdivurdering AS ("**DTZ**") and Akershus Eiendom AS ("**Akershus Eiendom**") have performed an external and independent valuation as of 30 June 2010 covering the Company's hotel properties in Norway, Sweden, Denmark and Finland. The valuation models are based on discounted net cash flows from the hotels properties and discounted residual values at the end of the forecast period. All assessments have been based on DTZ's and Akershus Eiendom's expertise, which has been supported by market research reports, visits to the hotels properties, macro-economic and general sector information, and other inputs.

The Board of Directors and the executive management have carried out independent assessments of the parameters which affect the value of the Group's hotels properties, including developments in interest rates, market rents, occupancy, the yield level on property transactions and the quality of the hotels properties. On the basis of these assessments, the Company has concluded that the valuations by DTZ and Akershus Eiendom provide a realistic valuation of the hotel properties as of 30 June 2010. The arithmetic average of the two valuations has been applied in the accounts. According to DTZ's valuation report, the total value of the Company's hotels properties as of 30 June 2010 was NOK 8,951.7 million.

The valuations covering the Company's hotel properties are made on the request of the Company.

DTZ's valuation report is included in this Information Memorandum as Appendix 2 and DTZ has approved the publication of the valuation report for this use.

Further information on DTZ can be found in Section 10.3 "Statement regarding expert opinions".

4.9 Trend information

The Group has not experienced any changes or trends outside the ordinary course of business that are significant to the Group between 30 June 2010 and the date of this Information Memorandum, other than those described elsewhere in this Information Memorandum. Please see Section 4 "Information about Norwegian Property" and Section 7 "The Market" for more information about significant recent trends in the Group's business and relevant markets.

4.10 Material contracts

As to material contracts, reference is made to the description of the Agreement and the Transaction in Section 3 "Description of the Transaction", the description of the share purchase agreement with the Fearnley syndicate in Section 4.7.4 "Share purchase agreement with Fearnley syndicate" and to Section 8.9 "Borrowings".

The above reference to material contracts does not comprise contracts entered into in the ordinary course of business, such as rental agreements for hotels and commercial property, rental guarantee agreements, property sale/purchase agreements, management agreements etc.

4.11 Board of Directors and management

4.11.1 Board of Directors

The Board of Directors is responsible for managing the Company's affairs and for ensuring that the Company's operations are organized in a satisfactory manner.

The composition of the Board of Directors complies with the recommendation in the Norwegian Code of Practice for Corporate Governance dated 21 October 2009.

The table below sets out the name, position, current term of office and shareholding, followed by additional biographical information, for each of the members of the Board of Directors:

Name	Position	Has served since	Term expires[1]	Shares held[2]
Arvid Grundekjøn	Chairman	4 May 2010	2012	50,000
Nils Kloumann Selte	Board member	19 Dec 2008	2012	479,000
Synne Syrrist	Board member	19 Dec 2008	2012	0
Gry Mølleskog	Board member	19 Dec 2008	2012	0
Jon Erik Brøndmo	Board member	4 May 2010	2012	0

The business address of the members of the Board of Directors is c/o Norwegian Property ASA, Stranden 3 A, N-0250 Oslo, Norway.

Arvid Grundekjøn (born 1955), Chairman of the Board

Mr. Grundekjøn holds a MSc degree in Business and Economics from NHH (Norges Handelshøyskole) from 1979 and a law degree (cand.jur.) from the University of Oslo from 1981. He holds a license to practice law. Mr. Grundekjøn holds, among others, the following board positions: Chairman of the board of Sparebanken Pluss since 2006, chairman of the board of Sigma-fondene AS since 2009, chairman of the board of Creati AS since 2000 and board member of the Danish shipping group D/S Norden. He has previously worked for the A Wilhelmsen group for 20 years, whereof five years as Group CEO and thereafter three years as chairman of the supervisory board (to 2008). Mr. Grundekjøn is a Norwegian citizen, and resides in Oslo, Norway.

Nils Kloumann Selte (born 1965), Board member

Mr. Selte earned a Master of Science degree ("Siviløkonom") from the Norwegian School of Management (BI). Mr. Selte serves as board member at several boards, including Montrica Global Opportunities Fund, Komplett ASA and Handelsbanken Kapitalforvaltning AS, as well as board member of several group companies in Canica. Mr. Selte is currently employeed as CFO/CIO at Canica AS. Mr. Selte has previously served as chairman and board member of Steen & Strøm ASA, and board member of Gresvig ASA, ICA AB and Reiten & Co. Capital Partners V AS. Mr. Selte is a Norwegian citizen, and resides in Oslo, Norway.

Synne Syrrist (born 1972), Board member

Ms. Syrrist earned a degree in Master of Science from the Faculty of Economics and Industrial Management at the Norwegian Institute of Technology (NTH) in 1996. Further, she has completed the AFA degree (2004) at the Norwegian School of Economics and Business Administration (NHH). Ms. Syrrist is currently self-employed and works as an independent consultant, in addition to holding several board positions, among these she serves as board member of Gregoire ASA, Global Rig Company ASA, Castelar Corporate Finance AS and Vetro Solar AS. Ms. Syrrist was employeed as financial analyst at First Securities ASA in 1999 -2004 and Elcon Securities ASA in 1996-1999. Ms. Syrrist is a Norwegian citizen, and resides in Oslo, Norway.

[1] In accordance with Section 6-6 of the Norwegian Public Limited Liability Companies Act and related secondary legislation, the term in office of the Company's elected Board members expires at the conclusion of the annual general meeting in the year of which the period of office expires.

[2] As of the date of this Information Memorandum.

Gry Mølleskog (born 1962), Board member

Ms. Mølleskog has her educational background from the University of Oslo and the Norwegian School of Management (BI). She is currently about to finalize a Master's degree of Management from BI. Ms. Mølleskog is currently employed as Senior Partner in Korn/Ferry International. Previously she has held various positions in SAS Airline/SAS Norge (1980-2003), last as Senior Vice President and member of the Management Group in SAS Airlines in Stockholm, Sweden. In the period 2003-2005 she was employed as the Chief of Staff for Their Royal Highnesses, The Crown Prince and The Crown Princess of Norway. Ms. Mølleskog has over the last 20 years held a number of board positions. She serves currently as member of the boards in SAS/Scandinavian Airlines, Oslo Sporvognsdrift/Oslotrikken and Norsk Folkemuseum (Chairperson). Ms. Mølleskog is a Norwegian citizen, and resides in Oslo, Norway.

Jon Erik Brøndmo (born 1964), Board member

Mr. Brøndmo holds a finance degree from University of Colorado from 1988. In addition, he holds a MBA from BI Norwegian School of Management from 1994. Mr. Brøndmo is working chairman of the following companies: Cenium AS, a company developing technology for hotels and resorts, ECO 1 Biofyringsolje AS and 2634 Holding AS. He has also experience from previous board positions in Choice Hotels Scandinavia (2005 to 2007), Home Properties AB (2004 to 2009) and Home Invest AS (1997 to 2006). Mr. Brøndmo is a Norwegian citizen, and resides in Oslo, Norway.

Benefits upon termination of employment

There are no benefits upon termination for the members of the Board of Directors.

4.11.2 Management

The current executive management is responsible for the daily management and the operations of the Company.

The table below sets out the name, position and shareholding in the Company, followed by additional biographical information, for each of the members of the Company's management:

Name	Position in the Company	Shares held[3]
Olav Line	Chief Executive Officer	62,000
Svein Hov Skjelle	Chief Financial Officer	34,000
Aili Klami	Director Leasing and Marketing	0
Bjørge Aarvold	Director Property Management	0

The business address of the members of the member of the management is c/o Norwegian Property ASA, Stranden 3 A, N-0250 Oslo, Norway.

Olav Line (born 1958), Chief Executive Officer

Mr. Line joined Norwegian Property in January 2010 as CEO. Prior to joining Norwegian Property, Mr. Line held the position as CEO of Steen & Strøm AS where he was employed since 2003. Mr. Line has 25 years of experience from the Norwegian and Nordic commercial real estate markets, inter alia through leading positions in NSB, Storebrand and Andenæs. Mr. Line holds a M.Sc. degree in civil engineering from the Norwegian Institute of Technology (NTNU). Mr. Line is a Norwegian citizen, and resides in Asker, Norway.

Svein Hov Skjelle (born 1967), Chief Financial Officer

Mr. Skjelle took up the position as CFO of Norwegian Property in January 2010. Prior to this he served as CFO of Entra Eiendom. Mr. Skjelle has previously held the position as CFO of Norwegian Property in the period from 2006 to 2009. Former work experience also includes positions as CFO of TeleComputing Group and Managing Director of Telecomputing Norway, and SVP Finance of Merkantildata (now Ementor). Mr. Skjelle holds a Master of Science degree ("Siviløkonom") from the Norwegian School of Economics

[3] As of the date of this Information Memorandum.

(NHH) and is qualified as authorized financial analyst (CFA). Mr. Skjelle is a Norwegian citizen, and resides in Rasta, Norway.

Aili Klami (born 1956), Director Leasing and Marketing
Ms. Klami was appointed Director Leasing and Marketing of the Company in December 2006. Ms. Klami had prior to this been vice president sales for Avantor ASA since 2002, and previous appointments over a decade with this property company include marketing manager and head of administration. Earlier, Ms. Klami spent 10 years with Nydalens Compagnie. Ms. Klami is a graduate of the Norwegian School of Management (BI) and has taken a number of courses in property management, management and sales. Ms. Klami is a Finnish citizen, and resides in Oslo, Norway.

Bjørge Aarvold (born 1966), Director Property Management
Mr. Aarvold was appointed Director Property Management in 2010 and is i.e. responsible for establishing and managing the new property management organization. He was previously deputy COO and has been in Norwegian Property since the company was established in May 2006, initially as consultant from PricewaterhouseCoopers AS during the establishment phase. He was responsible for implementing the outsourcing agreement with NEAS ASA in 2008. Mr. Aarvold has many years experience as consultant from PricewaterhouseCoopers AS and Capgemini, in addition to experience from several positions within Finance and Administration. Mr. Aarvold holds a bachelors degree from the Oslo Business School (BI). Mr. Aarvold is a Norwegian citizen, and resides in Fetsund, Norway.

Benefits upon termination of employment

As at year end, only the CEO has agreements in place with the Company for payment of salary after termination of contract. Resignation notice periods are six months. It is the Company's policy that agreement for payment of salary after termination of contract shall only be entered into in special instances. No other members of the executive management have any benefits upon termination of employment.

4.12 Employees

At the date of the Information Memorandum, the Group has 39 employees in three countries.

The table below reflects a breakdown of the geographical location of the Group's employees as of the date of this Information Memorandum.

Location	Number of employees	Percentage of total employees
Norway	29	74.4%
Sweden	7	17.9%
Finland	3	7.7%
Denmark	-	-
Total	**39**	**100.0%**

4.13 Corporate governance

The Company endeavors to be in compliance with the Norwegian corporate governance regime, as detailed in the Norwegian Code of Practice for Corporate Governance, published on 21 October 2009 by the Norwegian Corporate Governance Board. As of the date of this Information Memorandum, the Company is in compliance with the Norwegian Code of Practice for Corporate Governance.

The Company has not been subject to any known public take-over attempts, and there has not been established any principles on behavior in case of a take-over bid as the Company will be free to act within the scope of applicable laws and regulations.

4.14 Major shareholders

As of 6 September 2010, the Company had in total 2,784 shareholders, of which 2,545 were Norwegian and 239 were non-Norwegian.

The table below shows the 20 largest shareholders in Norwegian Property as of 13 September 2010:

	Name of shareholder	Number of Shares	Percentage (%)
1	Canica AS	27,895,467	5.6%
2	AWilhelmsen Capital AS	23,254,334	4.7%
3	Folketrygdfondet	19,824,000	4.0%
4	BNP Paribas Secs Service Paris (nominee)	15,786,608	3.2%
5	State Street Bank and Trust Co (nominee)	13,941,972	2.8%
6	Skagen Vekst.	13,800,000	2.8%
7	State Street Bank and Trust Co (nominee)	12,435,236	2.5%
8	Skandinaviska Enskilda Banken (nominee)	12,030,599	2.4%
9	Bank of New York Mellon SA/NV	10,294,057	2.1%
10	Bank of New York Mellon (nominee)	8,679,472	1.7%
11	Bank of New York Mellon (nominee)	8,366,832	1.7%
12	Citibank N.A. (London Branch) (nominee)	7,759,000	1.6%
13	AWilhelmsen Capital II AS	6,934,000	1.4%
14	FGCS NV RE Treaty 26105 (nominee)	6,463,140	1.3%
15	Trondheim Kommunale Pensjonskasse	6,363,700	1.3%
16	JP Morgan Chase Bank (nominee)	6,202,290	1.2%
17	Vital Forsikring ASA	6,111,087	1.2%
18	Reka AS	6,000,000	1.2%
19	Holberg Norge	5,801,000	1.2%
20	SHB Stockholm Clients Account (nominee)	5,730,687	1.2%
	Total 20 largest shareholders	**223,673,481**	**44.9%**
	Other shareholders	274,923,351	55.1%
	Total	**498,596,832**	**100.0%**

There are no differences in voting rights between the shareholders.

Shareholders owning 5% or more to the Shares have an interest in the Company's share capital which is notifiable pursuant to the Norwegian Securities Trading Act. As of 13 September 2010, Canica, AWilhelmsen and ING Clarion owned more than 5% of the Shares. The Company is not aware of any other persons or entities who, directly or indirectly, have an interest in 5% or more of the Shares.

4.15 Legal and arbitration proceedings

There are substantial losses carried forward in certain Swedish group companies of Norgani Hotels incurred as a result of liquidation of partnerships in 2005. The losses carried forward have been recorded with SEK 514 million in the accounts of Norgani Hotels, corresponding to 26.3% of losses in an amount of approximately SEK 1,954 million.

According to the Swedish Tax Agency, some parts of the losses incurred in 2005 could not be deducted in that year, since these parts of the losses might be reduced as a result of payments from the sellers on the basis of inter alia rental guarantees and therefore could not be finally determined. Instead, parts of the losses were considered deductible in 2006 and 2007. However, out of the losses incurred in 2005, losses of approximately MSEK 357 (less payments from the sellers on the basis of inter alia rental guarantees) have not yet been considered deductible, since these losses, according to the Swedish Tax Agency, might still be reduced by payments from the sellers. The Swedish Tax Agency has not challenged the deductibility of these losses as such, but have denied deduction in 2005 on the basis that the losses could not be finally determined.

The decision to deny deduction in 2005 has been appealed to the Swedish Supreme Administrative Court. Further, the undertakings made by the sellers end in 2009 and 2010. Thus, in accordance with the position taken by the Swedish Tax Agency so far, the above losses could become deductible in the near future.

Norgani Hotels has discovered certain construction errors in the fire separators in one of its hotels in Sweden. The costs of remedy are currently estimated to be about SEK 15 million. Norgani Hotels has filed a warranty claim against the party who sold the hotel to Norgani Hotels.

Except for the matters described above, the Company is not involved in any governmental, legal or arbitration proceedings, which may have, or have had in the recent past significant effects on the Company and/or the Company's financial position or profitability and the Company is further not aware of any such proceedings that are pending or threatened, nor has the Company been involved in any such proceedings during the last 12 months.

5 BRIEF DESCRIPTION OF NORGANI HOTELS

The following Section contains a brief description of Norgani Hotels.

5.1 Corporate information

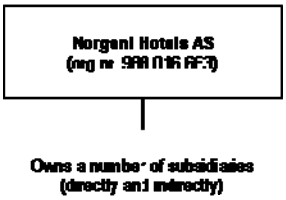
Norgani Hotels is a Norwegian private limited liability company incorporated under the laws of Norway with the organisation number 988 016 683. The company was incorporated on 7 March 2005 and registered with the Norwegian Register of Business Enterprises on 30 March 2005. Norgani Hotels' principal place of business is in Oslo, Norway. Its office address is Stranden 3 A, N-0250 Oslo, Norway, its telephone number is +47 40 00 43 03, its facsimile number is +47 22 83 18 50 and its web-site address is www.norgani.no.

Norgani Hotels is wholly owned subsidiary of Oslo Properties, which in turn is a wholly owned subsidiary of Norwegian Property.

As of the date of this Information Memorandum, the registered share capital in Norgani Hotels is NOK 989,359,900, divided into 39,574,396 shares, with a nominal value of NOK 25 per share, all of which are fully paid. There is one class of shares. The shares are equal in all respect and each share carries one vote at the general meetings of shareholders. Norgani Hotels owns no own Shares.

5.2 Legal structure

After completion of the Transaction, Norgani Hotels will be a holding company and have the following legal structure:



5.3 Business overview

Norgani Hotels is the leading Nordic hotel property owner. The company owns 73 hotels and one conference center, with 41 of the properties located in Sweden, 14 in Norway, 16 in Finland and three in Denmark. The hotels have a total of 12,884 rooms (average: ~175 rooms) and a lettable area of approximately 671,000 sqm (average: ~9,100 sqm). Individual hotels include large inner city conference hotels, airport and highway hotels, and resort & spa hotels. For further information, please see Section 4.7 "The Hotel Properties (Norgani Hotels)" above.

For a description of the share purchase agreement with the Fearnley syndicate, please see Section 4.7.4 "Share purchase agreement with Fearnley syndicate" above.

5.4 Board of directors and management

5.4.1 Board of directors

The board of directors of Norgani Hotels currently consists of the following three members of the Company's management:

Name	Position
Olav Line	Chairman
Svein Hov Skjelle	Board member
Aili Klami	Board member

The business address of the members of the board of directors is c/o Norgani Hotels AS, Stranden 3 A, N-0250 Oslo, Norway.

Please see Section 4.11.2 "Management" for further information regarding the members of the board of directors of Norgani Hotels.

Benefits upon termination of employment

There are no benefits upon termination for the members of the board of directors of Norgani Hotels.

5.4.2 Senior management

The table below sets out the name and position, followed by additional biographical information, for each of the members of the management in Norgani Hotels as of the date of the Information Memorandum:

Name	Position in the company
Anders Vatne	Chief Executive Officer
Eva Salvesen	Chief Financial Officer
Magne Ramlo	Vice President COO Norway & Denmark
Taina Koskelo	Vice President COO Finland
Unni Åström	Vice President COO Sweden

The business address of the members of the management is c/o Norgani Hotels AS, Stranden 3 A, N-0250 Oslo, Norway.

Anders Vatne (1965), Chief Executive Officer

Anders Vatne holds a Master of Science in Business and Economics ("Siviløkonom") from the BI Norwegian School of Management. He also holds a degree from the Norwegian School of Hotel Management. Anders Vatne has comprehensive experience within management, sales, distribution and marketing in the hotel- and travel industry, with companies such as Inter Nor Hotels, Choice Hotels, Rainbow Hotels/Thon Hotels and Horwath Consulting. His previous positions include consultant, middle manager and top manager, before joining Norgani Hotels in December 2008.

Eva Salvesen (1962), Chief Financial Officer

Eva Salvesen holds a Master of Science in Business and Economics ("Siviløkonom") from BI Norwegian School of Management. Eva Salvesen's most recent position before joining Norgani Hotels in January 2008 was CFO in Statskonsult AS, a state-owned consultancy company. Before this she held different executive positions in the DnB Group (now DnB NOR Group), most recently Staff and Marketing Director in the retail banking division with responsibility for the support functions, including controlling/finance, business/product development and HR amongst others.

On 16 June 2010, Ms. Salvesen informed the CEO that she wants to resign from her position as CFO of Norgani Hotels.

Magne Ramlo (1955), Vice President COO Norway & Denmark

Magne Ramlo holds a Master of Science Degree in civil engineering ("Sivilingeniør") from the Norwegian Institute of Technology (NTNU) in Trondheim. Magne Ramlo has experience from several managerial

positions within property management, engineering and the construction business, with companies such as Vital Eiendom AS and the Reinertsen Group, one of Norway's leading engineering and construction companies. Positions held within the Reinertsen Group included Sales and Project Development and top management of the Oslo branch office. Magne Ramlo joined Norgani Hotels in October 2005 from the position as CTO with Vital Eiendom AS, where he was responsible for operations, maintenance and development of a 20 billion (NOK) property portfolio. The position also included participation in all property transactions made by the company.

Taina Koskelo (1962), Vice President COO Finland
Taina Koskelo has graduated as Doctor of Science at Helsinki University of Technology, Department of Industial Management and as Master of Science, Department of Structural Engineering and Buliding Physics. Taina Koskelo has previously worked at Vahanen Group as Business line Executive on Real Estate Development and Project Management. Before that she worked as Director of Business Development in the same company. Before the Vahanen Group she worked in several positions in construction sector. She started at Norgani Finland Holding in January 2008.

Unni Åström (1953), Vice President COO Sweden
Unni Åström has worked within sales and marketing at various hotel chains for several years. She has also been head of Casino Cosmopol in Stockholm. She was head of the passenger traffic branch at Silja Line for two years and started as CEO of a major property project outside Malmö, Victoria Park, in 2008. Unni Åstrøm has previously also been a member of the board of directors of Norgani Hotels.

5.5 Employees

At the date of the Information Memorandum, Norgani Hotels has 19 employees in three countries.

The table below reflects a breakdown of the geographical location of the employee's in Norgani Hotels as of the date of this Information Memorandum.

Location	Number of employees	Percentage of total employees
Norway	9	47.4%
Sweden	7	36.8%
Finland	3	15.8%
Denmark	-	-
Total	**19**	**100.0%**

5.6 Independent auditor

The company's auditor is Deloitte AS ("**Deloitte**"), represented by state authorized public accountants who are members of Den Norske Revisorforening (The Norwegian Institute of Public Accountants). Deloitte's address is Karénslyst Allé 20, P.O.Box 347 Skøyen, N-0213 Oslo, Norway and its organisation number is 980 211 282.

5.7 Selected financial information

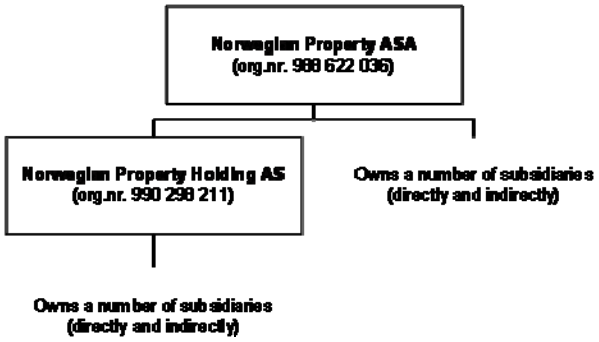
The following tables present selected financial information for Norgani Hotels as of, and for the years ended, 31 December 2009, 2008 and 2007, which has been derived from Norgani Hotels' audited condensed consolidated financial statements as of, and for the years, ended 31 December 2009, 2008 and 2007, and from Norgani Hotels' unaudited condensed consolidated financial statements as of, and for the six months ended, 30 June 2010 and 2009.

	Six months ended 30 June (Unaudited)		Year ended 31 December (Audited)		
NOK million	**2010**	**2009**	**2009**	**2008**	**2007**
Key profit and loss figures					
Gross rental income	348	369	724	785	699
Operating result before value adjustment	277	295	577	634	508
- *Margin*	*79.7%*	*80.1%*	*79.7%*	*80.8%*	*72.7%*
Profit before value adjustment, gains and tax	136	124	239	283	189
Profit before income tax	32	-638	-837	-1,244	1,141
Key balance sheet figures					
Property value	8,911	9,675	8,922	11,026	10,732
Total assets	9,575	10,202	9,571	11,424	11,087
Equity	2,875	3,032	2,844	3,597	4,246
Interest bearing debt	6,160	6,676	6,246	7,201	6,670

6 INFORMATION REGARDING NORWEGIAN PROPERTY AFTER THE TRANSACTION

6.1 Organisation and legal structure

The Norwegian Property Group will after completion of the Transaction have the following legal structure:



6.2 Business overview

The business of Norwegian Property subsequent to completion of the Transaction will be a continuation of the existing business in Norwegian Property within the Commercial Properties segment. See Section 4.6 "The Commercial Properties" for more information.

6.3 The Transaction's significance for the earnings, assets and liabilities of Norwegian Property

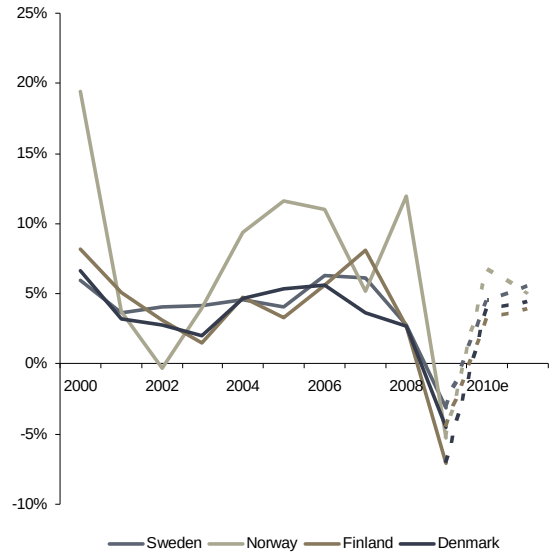
After the Transaction, Norwegian Property will have a total consolidated balance sheet of approximately NOK 16,630 million and a total consolidated equity of approximately NOK 4,664 million (28%). This is based on the pro forma balance sheet figures as of 30 June 2010. Pro forma earnings for Norwegian Property given the effect of the Transaction are NOK -233 million for 2009 and NOK 149 million for the six months period ended 30 June 2010.

For further description of the pro forma figures and the basis for such figures, see Section 9 "Unaudited Pro Forma Condensed Combined Financial Information" for more information.

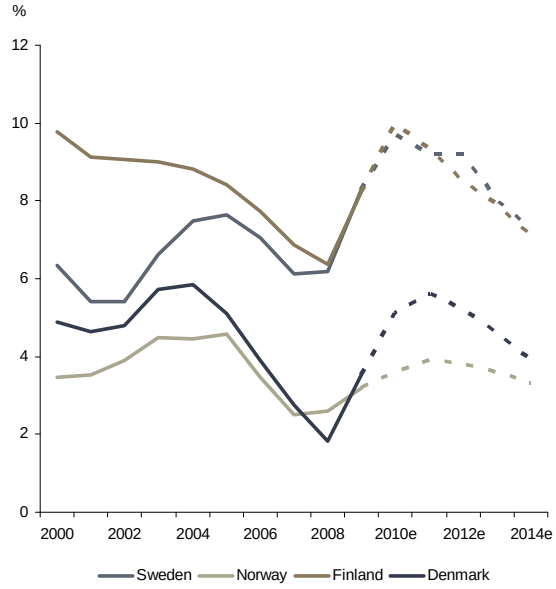
7 THE MARKET

7.1 Macro economy

GDP



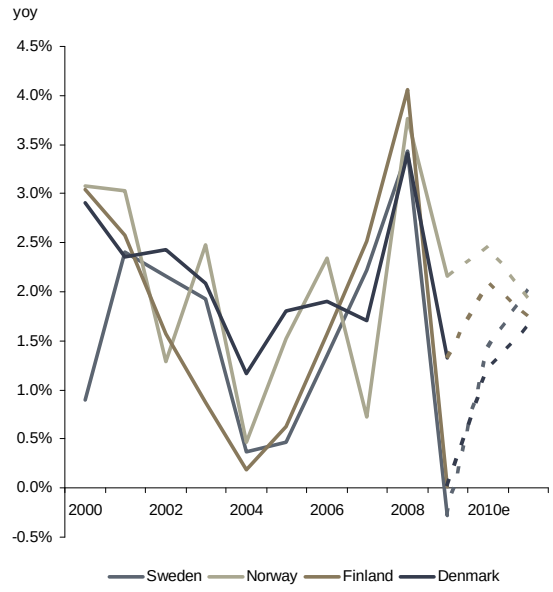
Unemployment



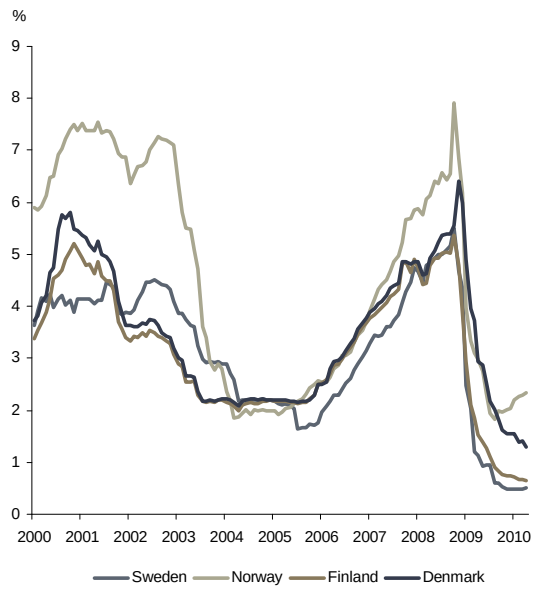
Source: Thomson Datastream.

After a dip in 2009 Nordic GDP growth is set to rebound in 2010 and 2011, whilst unemployment is forecasted to peak in 2010-2011.

CPI

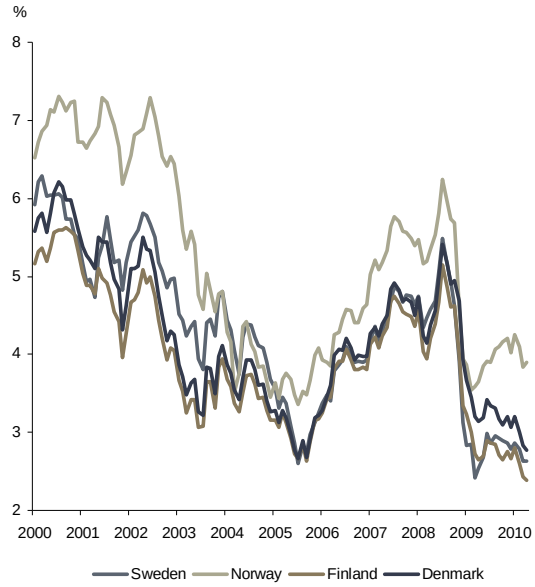


Short interest rates (3 months)

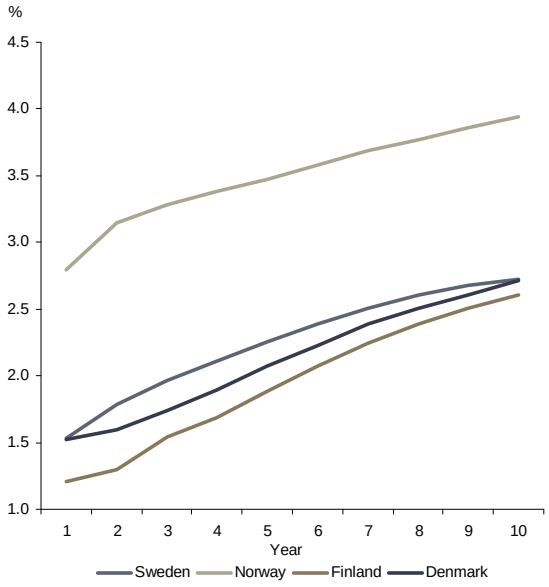


Source: Thomson Datastream.

Long interest rates (5 years swap)



Swap curve



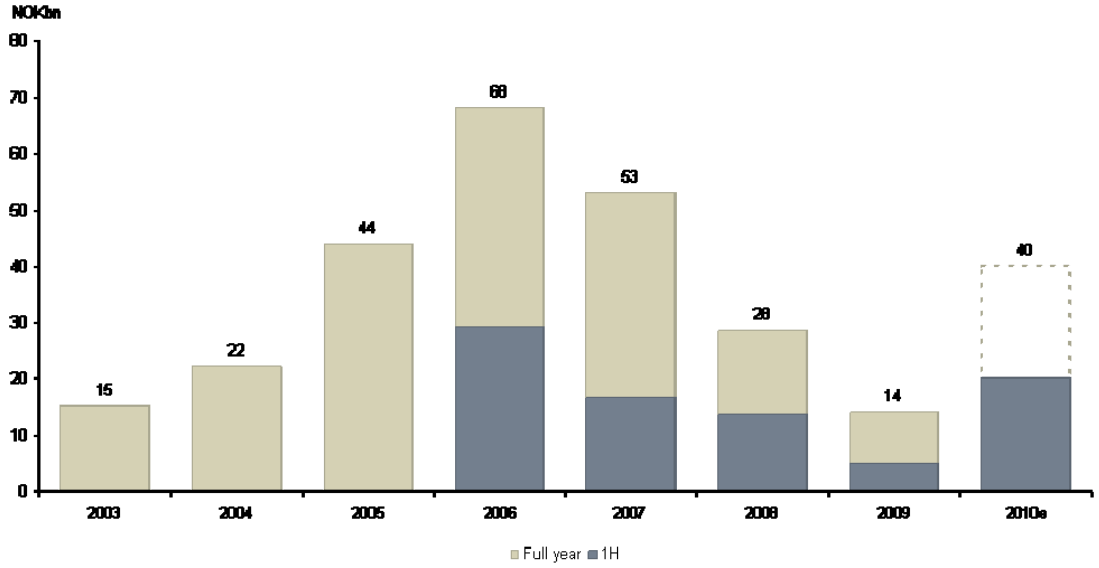
Source: Thomson Datastream.

Low inflation and monetary stimulus packages to combat recession have resulted in declining interest rates in the Nordic. Both short-term and long-term interest rates are at historical low levels.

7.2 Office market

7.2.1 The property transaction market

The Norwegian commercial property transaction market revived during the first half year of 2010 with Akershus Eiendom estimating six months transaction volumes at around NOK 18 to 20 billion, equal to the full year transaction volume of 2009. Annualised and adjusted for seasonality, the transaction volume is almost back at the full year volume from the peak years of 2005, 2006 and 2007 with NOK 44 billion, NOK 68 billion and NOK 53 billion, respectively.



Source: DnB NOR Næringsmegling (2003-2009), Akershus Eiendom (2010).

According to Akershus Eiendom, from 2007 to 2009 capital values of properties fell by 15 to 30% with properties with short leases and non-prime properties suffering most. Over the last 12 months yields have hardened resulting in 5 to 10% higher capital values of commercial property, with core assets seeing the largest price increases.

The banks are still under pressure to increase their equity positions. In addition, the general economic market uncertainty is still a factor impacting the commercial property prices.

7.2.2 The office market

Overview of the Oslo office market

The Oslo office stock, including Lysaker, consists of approximately 8.7 million sqm, and of this roughly 3 million sqm is situated within the city centre, from Solli Plass in the west to Bjørvika in the east. The best and highest priced office premises are located in and around the Aker Brygge/Vika area, considered as the Central Business District ("**CBD**") in Oslo. The area around the government offices forms a second popular office area and a major office area is emerging in Bjørvika (near the central station and the Opera) which is considered an up and coming central business area. The office zones outside the CBD stretches from the outer ring road (Ring 3) from Fornebu, Lysaker, Skøyen through Nydalen and Helsfyr to Bryn.

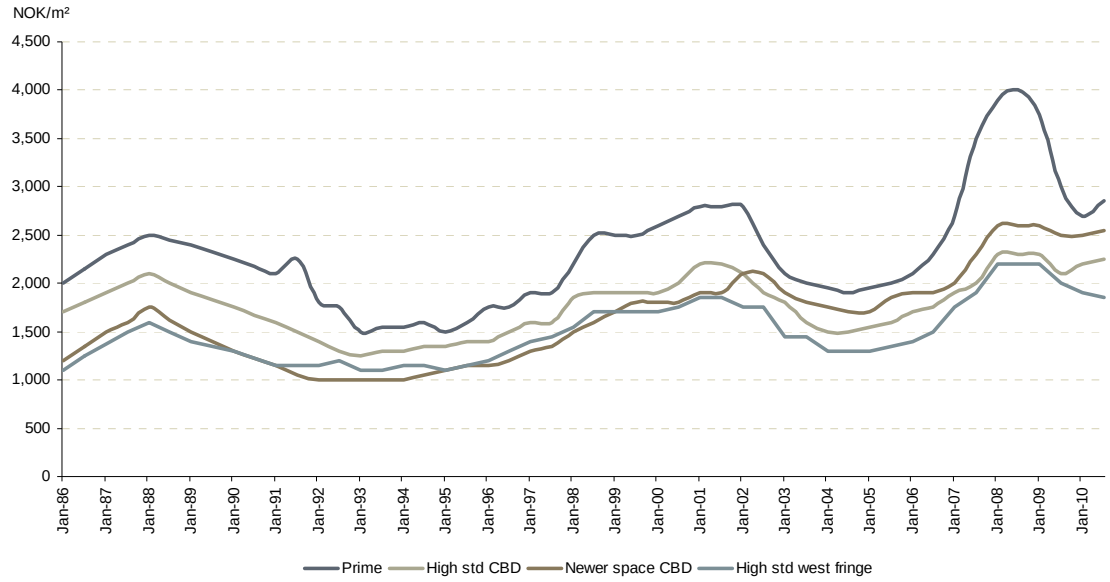
Office rents

While the first half of 2008 still carried some momentum in the rental market for some parts of Oslo, the growth came to an abrupt end in the second half, and rents even started to fall in the prime segment. According to the newspaper Dagens Næringsliv's consensus of rent estimates from June 2010, segments

have experienced a stabilization of rents during the first six months of 2010. The rent estimates are concluded on the basis of signed contracts and renegotiations in the period, of which there has been considerably fewer than in the previous years. Thus there may be a lag effect, as less market activity, leading to less relocation and less contract signings, usually can be interpreted as a negative market signal, and the decline in rents may in fact be larger than the observed.

In the first half year of 2010, rents in the prime segment seemed to have bottomed out and showed an increase of 6%, from NOK 2,700 per sqm to NOK 2,850 per sqm, according to DN Ekspertpanel (June 2010). The other segments were relatively stable compared to the second half of 2009 and High standard Central, a much larger share of the office stock than the prime segment, showed an increase of 3% up from NOK 2,200 per sqm to NOK 2,250 per sqm.

The graph below shows the historical and estimated rental prices for the three segments Oslo CBD/Prime, Oslo high quality, Oslo Newer space CBD and Western fringe for the period from 1986 H1 to 2010 H1:

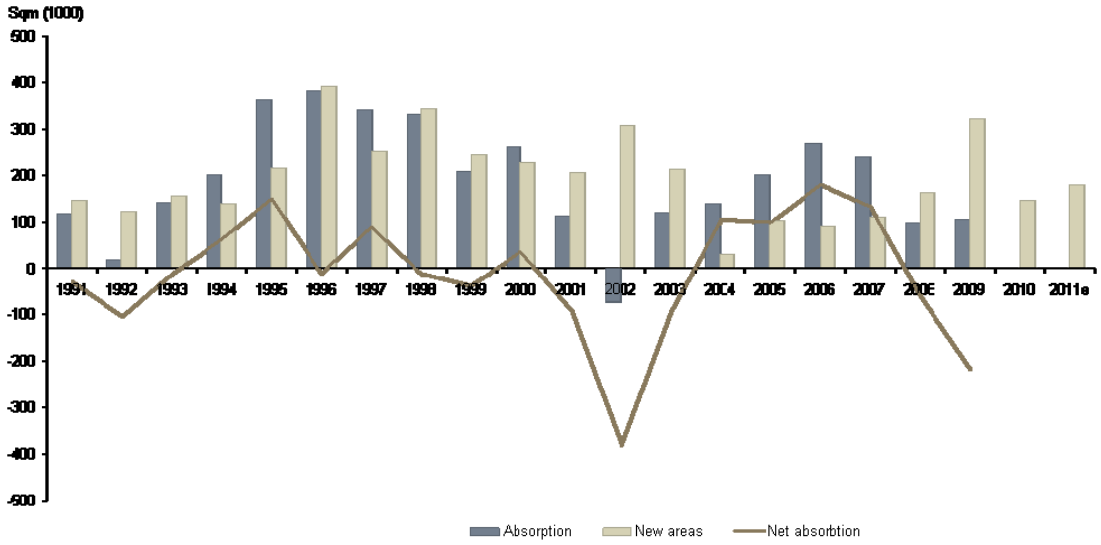


Source: Akershus Eiendom, Dagens Næringsliv.

New projects in Oslo

There has been very low development/new building activity in the Oslo office sector since 2004. Developers have concentrated on the higher margin segments like residential and retail buildings. Today there is more uncertainty in the residential market and the construction has slowed down, though the sentiment has improved somewhat during 2010. However, most of available land plots for office development are located in areas with lower rent levels and most of the projects due for completion in 2010 to 2012 are located in the centre and westwards to Skøyen and Fornebu.

According to Eiendomsspar, about 200,000 sqm of new office stock has been brought into the Oslo market each year since 1990 and average net absorption has been 187,000 sqm over the same period. In 2004, an all-time low in new office stock with 32,000 sqm were noted. This is very low compared to average absorption. However, completion increased up to the level of 2009 with 321,000 sqm. The completion for years 2010 and 2011 are estimated at 145,000 sqm and 178,000 sqm, respectively (according to Eiendomsspar, Oslostudiet 2010).



Source: Eiendomsspar, Oslostudiet 2010.

Vacancy

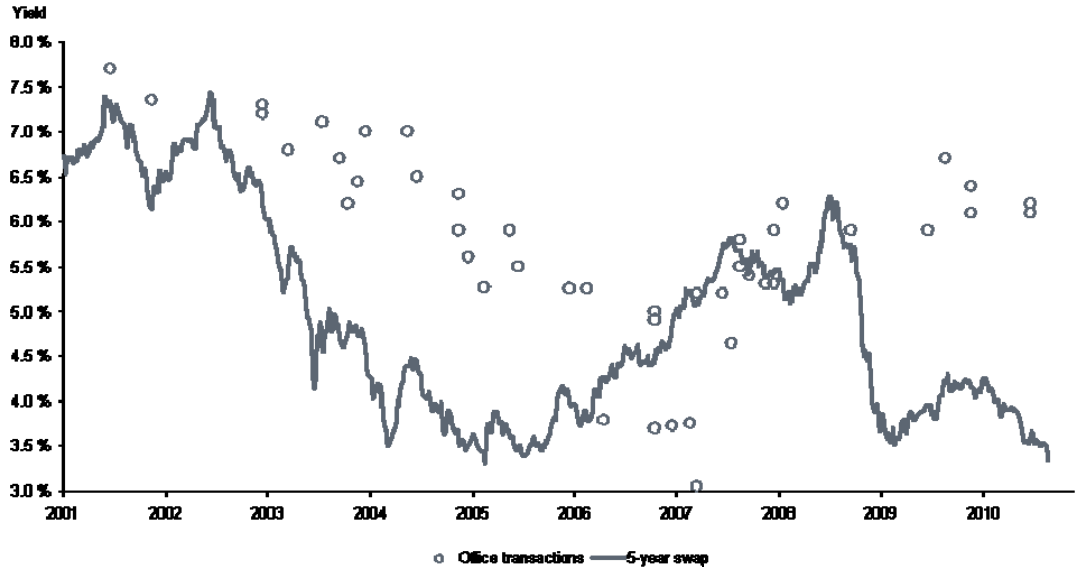
The vacancy level in the Oslo office market has declined steadily over the past four years, reaching its bottom in July 2008 at 3.5%, according to Akershus Eiendom. Since then, the vacancy level has increased; as of August 2010 the vacancy level were estimated by Akershus Eiendom to 7.5% or 650,000 sqm. Going forward, Akershus Eiendom expects the vacancy rate in the Oslo region to increase to 8.5% through 2010 and stay there until 2013. The vacancy is lowest in the CBD and in the Western fringe areas.

Yield

The yield levels on prime office transactions in Oslo increased from market levels of 3 to 4% back in 2006 to above 6% in January 2008 and peaked at 6.75% in early 2009. Since then yields levels have trended down, but were still above 6.0% in H1 2010.

The increased yields where at the start driven by higher cost of bank debt, five year swap rates increased to above 6% in mid-2008, and the market continued to deteriorate due to weakening sentiment in the rental market.

The first six months of 2010 saw increased transaction activity and signs of falling yields with several transactions around 6.0% yields. The spread between prime office yields and five year swap rates have increased significantly with reduced appetite for risk both among lenders and investors.



Source: ABG Sundal Collier; Thomson Datastream, Akershus Eiendom.

Overview of the Stavanger office market

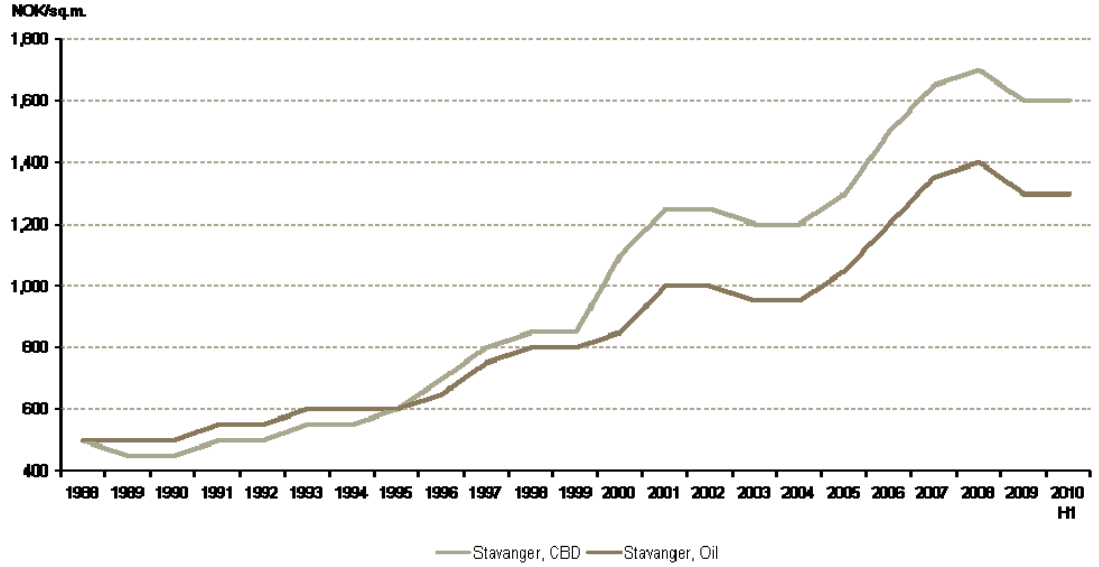
In the Stavanger region, the oil price is influencing the activity in the property market. The strong development in the oil price had a good influence on the market in 2009 through improved trust in continued exploration and operation, and thus a strong office leasing market in the region. The turnover of commercial properties was low through 2009 but improved over the last couple of months of the year and into 2010.

The yield level in the Stavanger area is estimated to be in the range of 7 to 8%. EiendomsMegler1 (Akershus Eiendom's "The Norwegian commercial property market spring 2010") and Vågen Eiendom (DnB NOR's "Markedsrapport første halvår 2010") expects the yield level to go down slightly during 2010, but also expect it to take some time until the property prices are back where they were in 2008 and early 2009.

According to Akershus Eiendom, a more differentiated pricing has evolved in the leasing market, between new and older buildings. An increased focus on costs per employee has given new energy- and area-efficient buildings an advantage over older, less effective buildings. Rent levels for in the CBD and on Forus were flat in H1 2010 at NOK/sqm 1,600 and 1,300, respectively.

The rents are leveling out, and especially in the center of Stavanger the rents seem to have stabilized, there is, however, still some uncertainty in the fringe areas. The vacancy is still on the rise, and is currently estimated to be around 6%.

The graph below shows the historical nominal rent levels in Stavanger for the period from 1988 to June 2010.



Source: Dagens Næringsliv.

7.3 Hotel market

There are some national differences in the Nordic hotel markets. Among other things, there are differences in relation to the segments' share of the total market and the proportion of foreign guests. The Danish market differs most from the other markets. Copenhagen's share of the total market in Denmark is very large. This is due primarily to the short distances in Denmark and a significantly smaller need for overnight accommodation in connection with domestic business travel. In Norway, the domestic business segment is significantly larger, due among other things to geographical distances and settlement patterns. Both Norway and Finland have a larger proportion of holiday/leisure guests than, for example, Sweden.

Denmark and Norway have historically had a strong focus on the tourism industry. Denmark has Europe's largest tourism market, Germany, as its neighbour. Moreover, the country, and above all Copenhagen, has been seen as the gateway to Scandinavia. Norway's beautiful countryside has been the country's greatest attracting factor as regards tourists from abroad. Both countries have nevertheless lost market share in recent times.

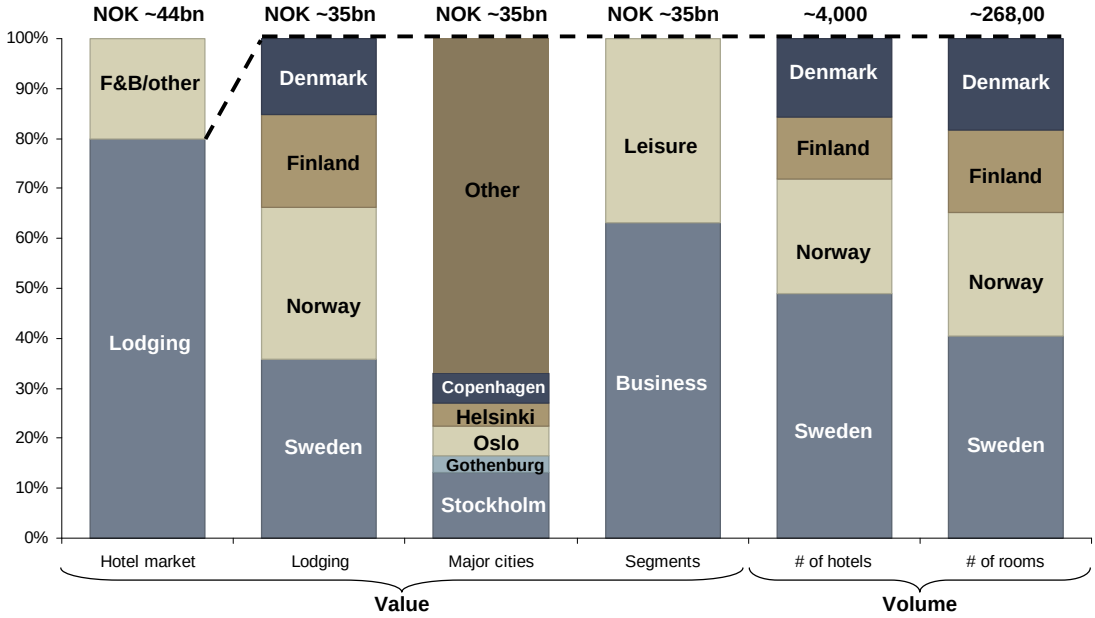
In Sweden, the state-owned tourist organisation has indicated a more professional attitude towards the tourism industry on the part of the authorities and, if this development continues, Sweden may begin to challenge its more active neighbours Norway and Denmark.

Finland's closest neighbour, Russia, has become an important actor in the Finnish hotel market. The Russian market has exploded in recent years, and this has also been noticed in the Swedish and Norwegian markets.

As regards the conference market, the Nordic countries have approximately the same market shares: 12 to 14%. Sweden has the highest proportion of business travelers, due to a larger population, the fact that many Swedish companies serve international markets, and because many international companies have regional headquarters in the country. In addition, Sweden is the largest country in geographic terms, and domestic business travel is therefore also an important part of the business segment.

From a product perspective, the Nordic market does not have many luxury hotels. The Nordic hotel guest in general does not demand luxury, but rather a simple, comfortable and well-functioning hotel product. For example, irons and ironing boards were normal in Scandinavia long before they became standard in the international market. The same applies to wireless networks, as the Nordic countries are leaders in the use of IT.

The Nordic hotel market

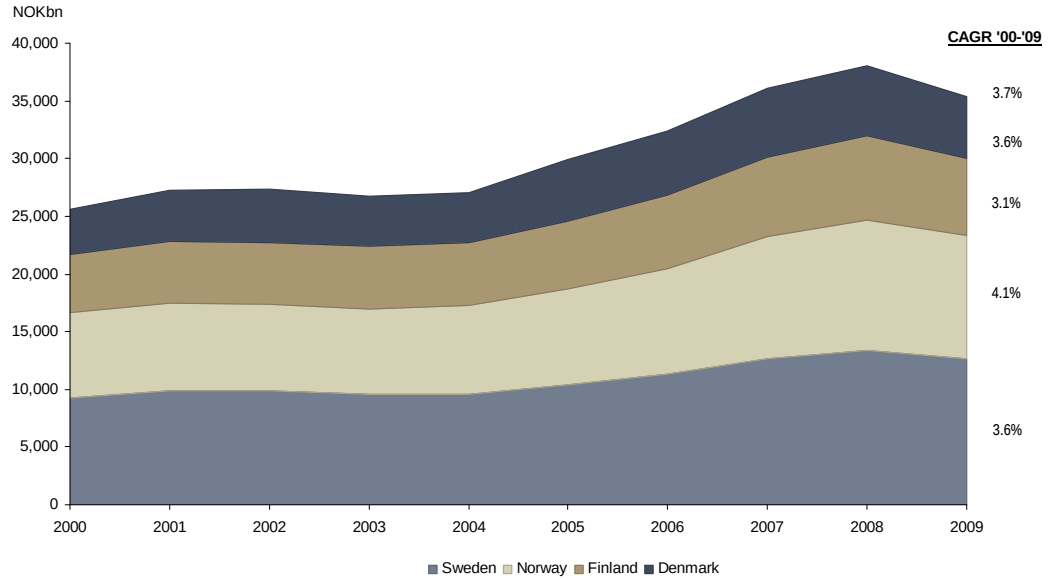


Source: Statistics Sweden, Statistics Norway, Statistics Finland, Statistics Denmark, ABG Sundal Collier estimates.

The Nordic hotel market was in 2009 an approximately NOK 44 billion market, consisting of approximately 80% lodging and 20% food & beverage/other income. Sweden is the largest market in terms of lodging revenues with approximately 36%, whilst Norway, Finland and Denmark constitute approximately 30%, 15%, and 19%, respectively. Capitals account for approximately one third of the total lodging revenues, and the split between business and leisure is around 60:40.

The total number of hotels was approximately 4,000 and the total number of rooms was approximately 270,000.

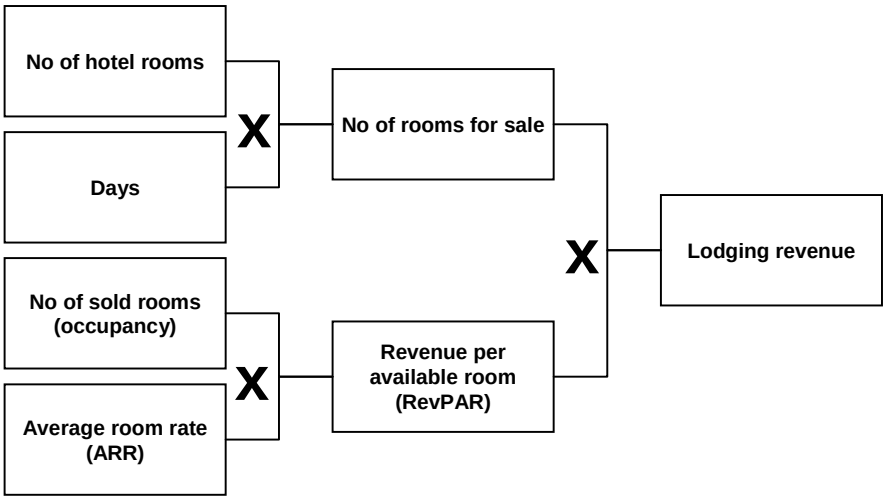
Historical lodging income



Source: Statistics Sweden, Statistics Norway, Statistics Finland, Statistics Denmark, ABG Sundal Collier estimates.

Over the last nine years Nordic lodging income is estimated to have grown by 3.7% p.a., with the strongest growth in Norway with 4.1% p.a., and the weakest growth in Denmark with 3.1% p.a.

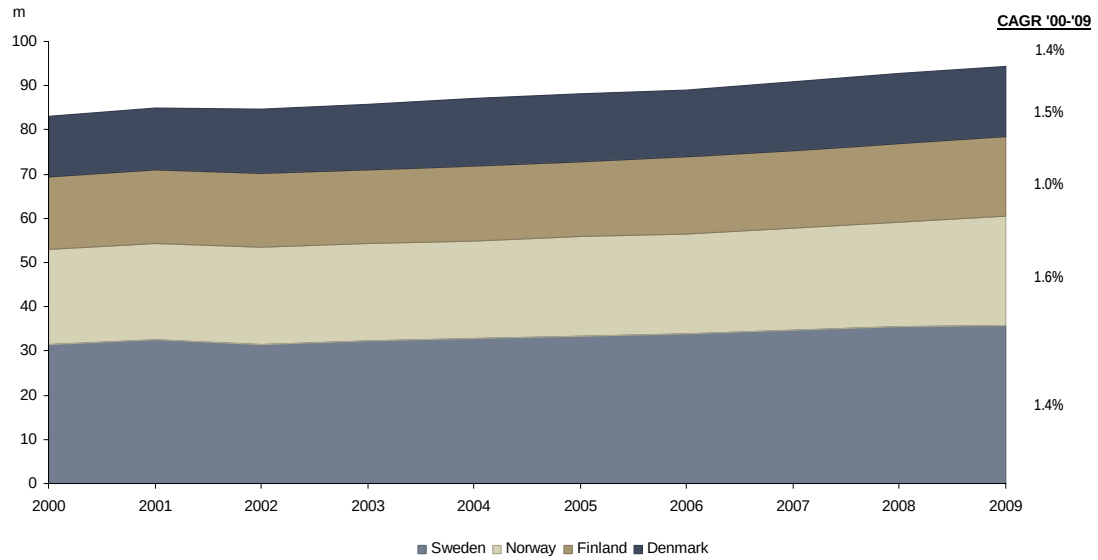
Factors affecting lodging revenue



Source: ABG Sundal Collier.

The figure above illustrates the value drivers of lodging revenue. Below follows an analysis of each factor.

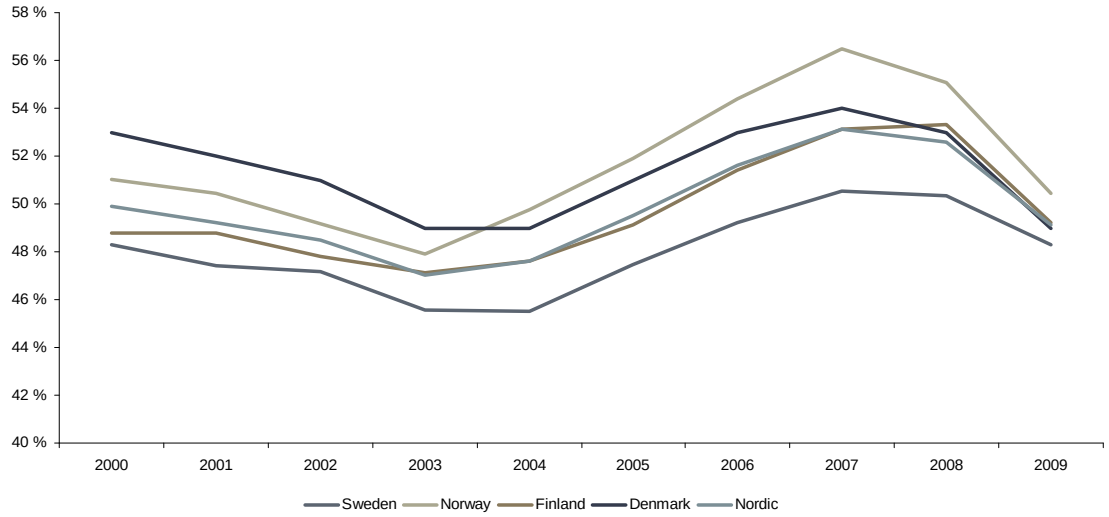
Historical number of rooms



Source: Statistics Sweden, Statistics Norway, Statistics Finland, Statistics Denmark.

Since 2000 the number of hotel rooms in the Nordic countries has grown with 1.4% p.a. Between the countries the annual growth rate differs between 1.0% for Finland and 1.6% for Norway, respectively.

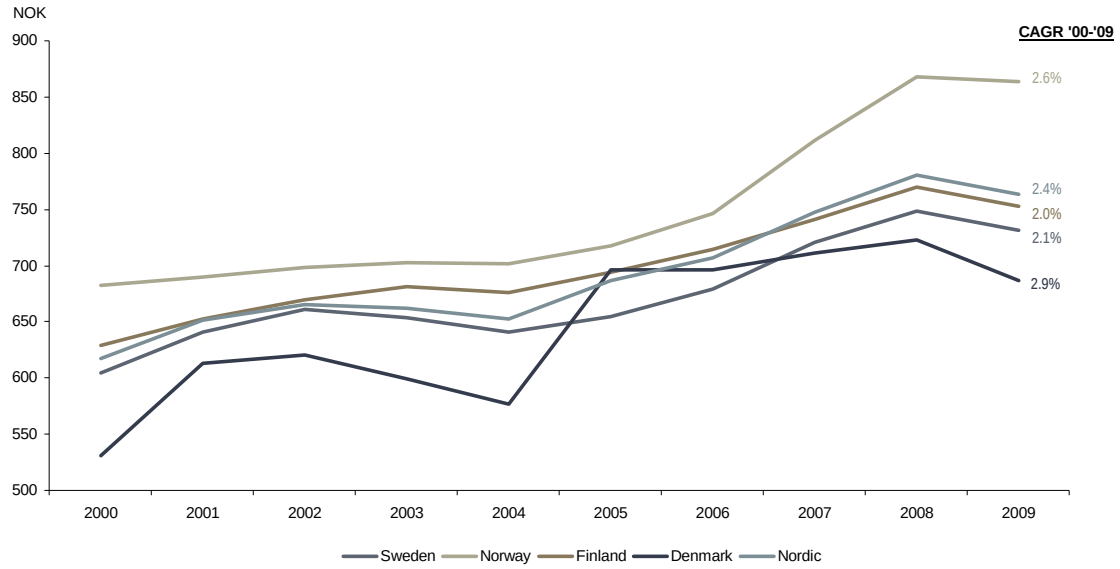
Historical occupancy rate



Source: Statistics Sweden, Statistics Norway, Statistics Finland, Statistics Denmark.

The occupancy rate varied from 45 to 58% in the period from 2000 to 2009. Norway and Finland has historically the highest occupancy rate, whilst Sweden has the lowest. Occupancy peaked in 2007, except for Denmark where it peaked in 2008.

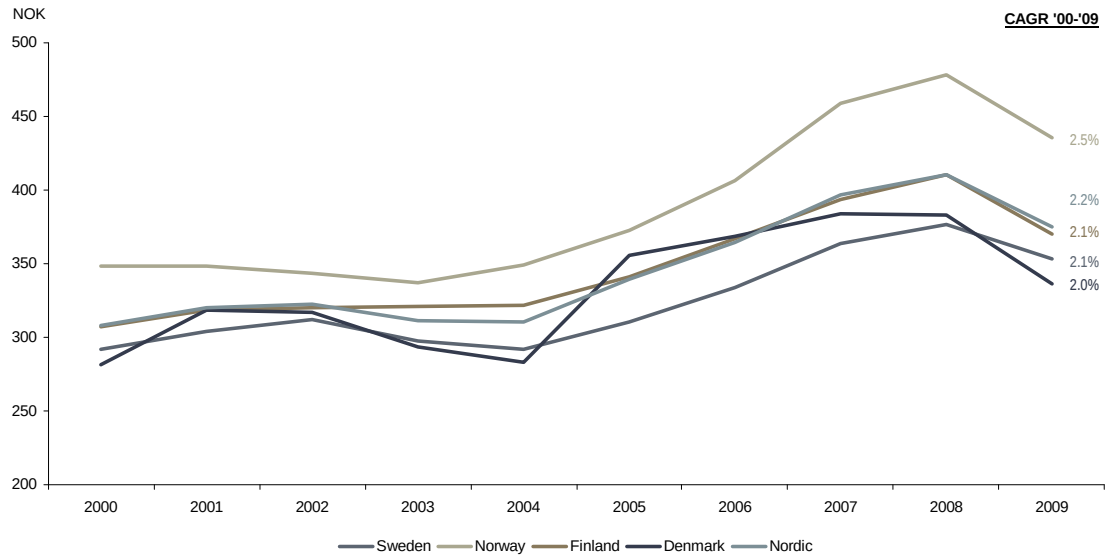
Historical average room rate (NOK)



Source: Statistics Sweden, Statistics Norway, Statistics Finland, ABG Sundal Collier estimate for Denmark.

Average room rate varies significantly between the countries. Norway has the highest prices and has also had one of the stronger growth ratios, only outgrown by Denmark who started from a significantly lower base. Room prices fell in all countries in 2009, but the decline was largest in Denmark.

Historical revenue per available room (NOK)



Source: Statistics Sweden, Statistics Norway, Statistics Finland, Statistics Denmark.

Revenue per available room was sharply down in all four countries in 2009, after reaching all time highs in 2008.

Competitive landscape



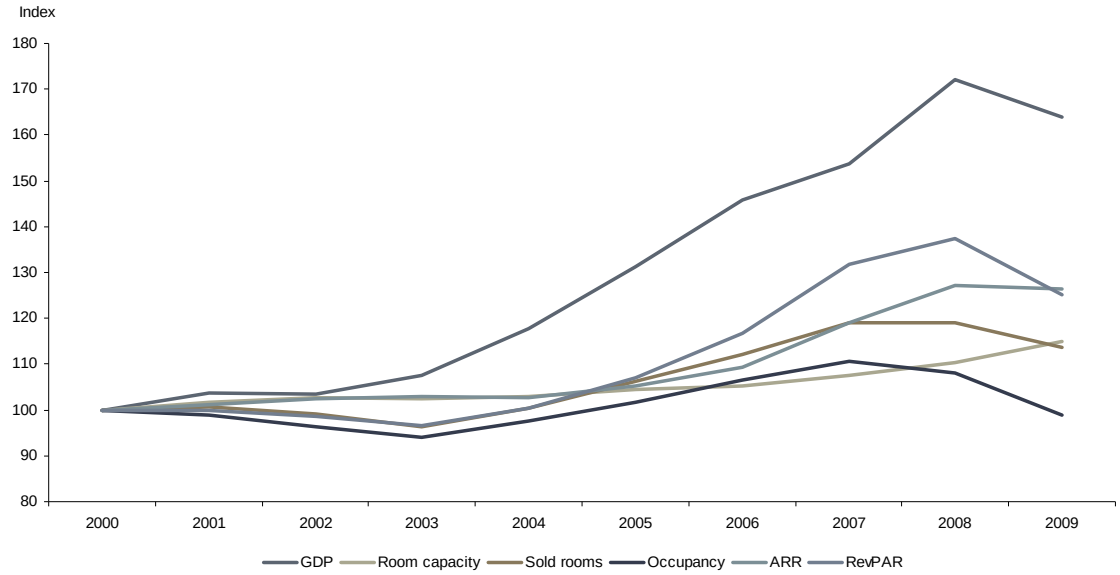
Source: Home Properties, ABG Sundal Collier.

There are three main types of players in the hotel market, and these can be divided into: hotel property companies, hotel operators and hotel distributors. Hotel property companies own and manage the hotel properties, the hotel operators operate the hotels, and the hotel distributors conduct sales and marketing and manage the booking function for the hotels that are part of the chain.

In several cases, companies take care of one or more of these hotel operation matters, but in Scandinavia there has been a development towards the roles being shared by the hotel property company on the one hand and the various hotel operators and hotel distribution chains on the other hand.

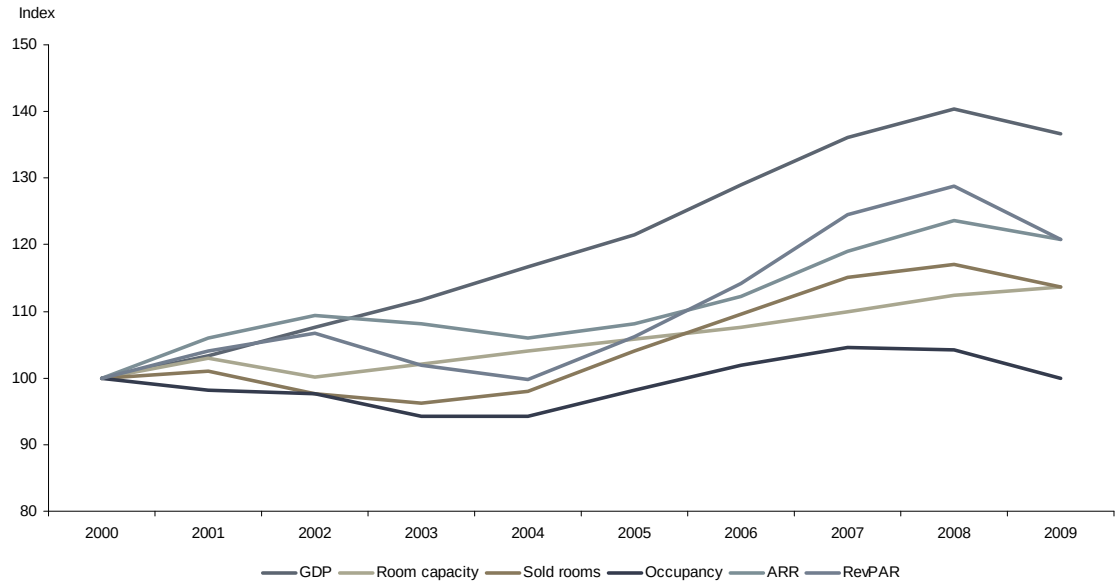
There are many chains that operate in the Nordic hotel market, and there are many different brands/trademarks in this market, but no chains have full coverage. Scandic and Choice are among those with the best coverage in Scandinavia, but both chains still have uncovered areas. With regards to Scandic, this is the case particularly in Norway. For Choice, this applies to Finland. Rezidor is concentrated to the largest towns/cities.

7.3.1 The Norwegian hotel market



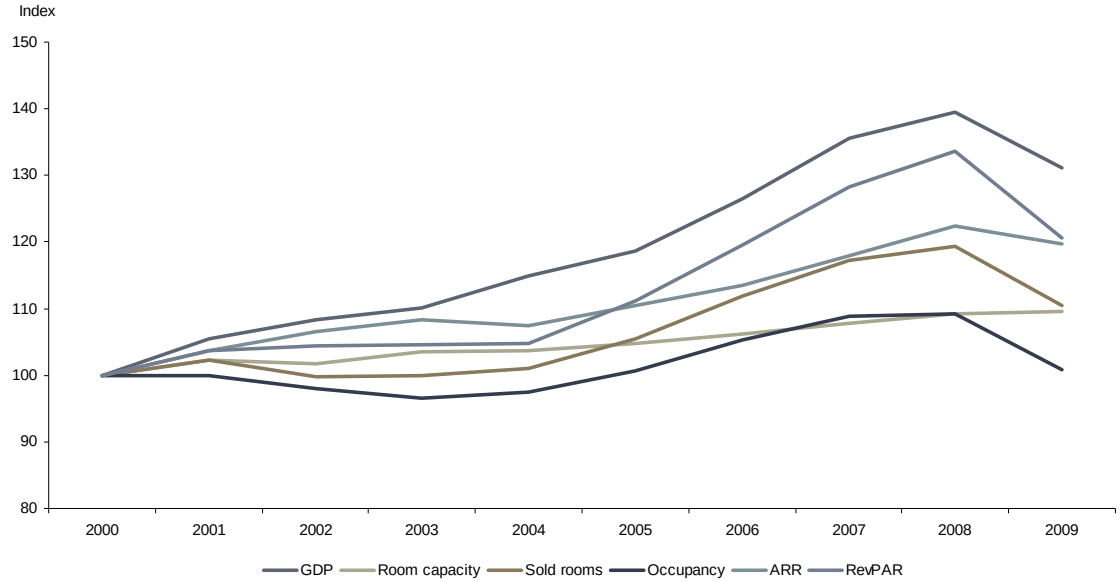
Source: Statistics Norway, Thomson Datastream.

7.3.2 The Swedish hotel market



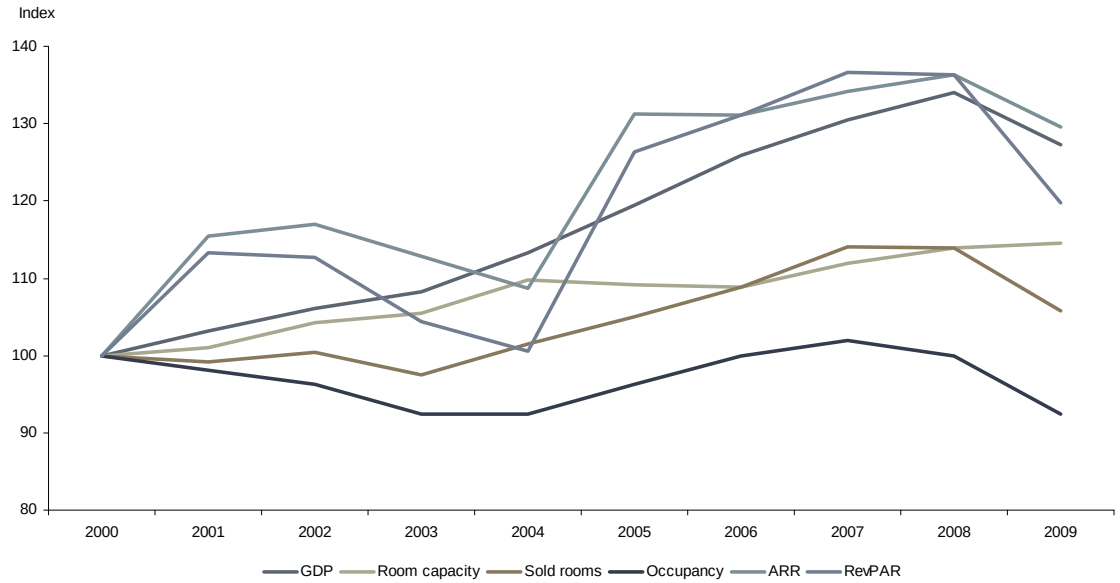
Source: Statistics Sweden, Thomson Datastream.

7.3.3 The Finnish hotel market



Source: Statistics Finland, Thomson Datastream.

7.3.4 The Danish hotel market



Source: Statistics Denmark, Thomson Datastream, ABG Sundal Collier estimates.

8 NORWEGIAN PROPERTY FINANCIAL INFORMATION

8.1 Historical financial information and summary of accounting policies

The Company's historical consolidated financial statements were prepared in accordance with IFRS.

The selected consolidated financial data set forth in this Section has been derived from Norwegian Property's audited group financial statements for the financial years 2007, 2008 and 2009 and the report for the second quarter of 2010.

The Company's audited consolidated financial statements as of, and for the years ended, 31 December 2009, 2008 and 2007, including an overview of the Company's accounting policies, explanatory notes and auditor's statements, are incorporated by reference hereto, see Section 10.4 "Incorporation by reference" below.

Deloitte audited the Company's consolidated financial statements as of, and for the years ended, 31 December 2009, 2008 and 2007, without any qualifications or disclaimers.

The Company's unaudited condensed consolidated financial statements as of, and for the six months ended, 30 June 2010 and 2009 are incorporated by reference hereto. See Section 10.4 "Incorporation by reference" below.

8.2 No significant change

There has not been any significant change to the Group's financial or trading position since 30 June 2010 and to the date of this Information Memorandum, except for those related to the Transaction, which are described in this Information Memorandum.

8.3 Norwegian Property selected financial information

The following tables present selected financial information for Norwegian Property as of, and for the years ended, 31 December 2009, 2008 and 2007, and as of, and for the six months ended, 30 June 2010 and 2009, which has been derived from the Company's audited consolidated financial statements as of, and for the years ended, 31 December 2009, 2008 and 2007, and from the Company's unaudited condensed consolidated financial statements as of, and for the six months ended, 30 June 2010 and 2009.

This Norwegian Property selected financial information should be read together with the Sections entitled "Presentation of financial information", the Company's consolidated financial statements and the related notes thereto, and other financial information included elsewhere in this Information Memorandum.

Norwegian Property condensed consolidated statement of income

	Six months ended 30 June (Unaudited)		Year ended 31 December (Audited)		
NOK million	**2010**	**2009**	**2009**	**2008**	**2007**
Gross rental income	**871.7**	**892.5**	**1,767.7**	**1,866.8**	**1,195.7**
Maintenance and property related cost	-89.4	-70.9	-147.0	-152.2	-81.4
Administrative and group expenses	-61.1	-72.1	-165.9	-131.6	-77.9
Operating result before value adjustment	**721.2**	**749.5**	**1,454.8**	**1,583.0**	**1,036.4**
Net financial items excluding derivatives	-452.4	-506.6	-1,056.0	-1,326.4	-890.9
Profit before value adjustment	**268.8**	**242.9**	**398.8**	**256.6**	**145.5**
Net gain on disposals	11.8	10.0	-7.1	34.4	9.3
Net gain on value adjustments investment properties	162.5	-1,204.9	-1,517.4	-3,987.5	1,219.1
Impairment of goodwill	-43.7	-212.2	-308.8	-221.0	0.0
Change in market value of financial derivatives	-285.5	-209.0	35.5	-1 201.4	276.8
Profit before income tax	**113.9**	**-1,373.2**	**-1,399.0**	**-5,118.9**	**1,650.7**
Income tax	-12.7	179.8	230.1	928.2	-460.8
Profit for the period	**101.2**	**-1,193.4**	**-1,168.9**	**-4,190.7**	**1,189.9**
Earnings per share	0.21	-5.92	-2.58	-25.81	11.42
Weighted average number of shares outstanding (million)	475.9	201.6	280.1	157.2	103.8

Norwegian Property condensed consolidated statement of financial position

	Six months ended 30 June (Unaudited)		Year ended 31 December (Audited)		
NOK million	**2010**	**2009**	**2009**	**2008**	**2007**
ASSETS:					
Financial derivative instruments	18.4	24.6	33.7	37.3	581.5
Goodwill	527.3	704.0	580.2	885.6	1,065.0
Investment property	23,730.4	24,442.6	23,732.7	27,312.6	31,113.9
Fixtures and equipment	6.5	8.6	7.0	9.9	3.0
Shares and interests	1.6	1.8	1.7	2.0	1.6
Receivables	9.0	10.2	8.9	11.2	1.6
Total non-current assets	**24,293.2**	**25,191.8**	**24,364.2**	**28,258.6**	**32,766.6**
Financial derivative instruments	25.4	60.8	2.7	127.5	106.8
Accounts receivable	92.0	178.2	93.0	172.1	186.4
Other receivables	191.8	83.5	4.9	193.9	186.8
Cash and cash equivalents	634.6	231.2	248.2	174.2	635.5
Total current assets	**943.8**	**553.7**	**348.7**	**667.7**	**1,115.5**
Total assets	**25,237.0**	**25,745.5**	**24,713.0**	**28,926.3**	**33,882.1**
EQUITY AND LIABILITIES:					
Total equity	**5,500.8**	**3,647.2**	**4,918.0**	**5,001.2**	**6,830.9**
Deferred tax liability	381.6	413.4	365.5	565.5	1,521.8

	Six months ended 30 June (Unaudited)		Year ended 31 December (Audited)		
NOK million	**2010**	**2009**	**2009**	**2008**	**2007**
Financial derivative instruments	0.0	18.5	487.8	679.3	0.0
Interest bearing liabilities	17,727.3	19,644.2	17,781.4	21,022.0	21,733.9
Total non-current liabilities	**18,108.9**	**20,076.1**	**18,634.7**	**22,266.8**	**23,255.7**
Financial derivative instruments	767.6	767.0	11.2	116.9	26.1
Interest bearing liabilities	233.9	647.6	597.5	818.6	1,498.2
Accounts payable	18.3	26.2	15.5	29.4	44.1
Other liabilities	607.5	581.5	536.3	693.5	2,227.1
Total current liabilities	**1,627.3**	**2,022.3**	**1,160.5**	**1,658.4**	**3,795.5**
Total liabilities	**19,736.2**	**22,098.4**	**19,795.1**	**23,952.2**	**27,051.2**
Total equity and liabilities	**25,237.0**	**25,745.5**	**24,713.0**	**28,926.3**	**33,882.1**

Norwegian Property condensed consolidated statement of cash flow

	Six months ended 30 June (Unaudited)		Year ended 31 December (Audited)		
NOK million	**2010**	**2009**	**2009**	**2008**	**2007**
Net cash flow from operating activities	503.8	676.3	1,480.0	1,715.7	1,066.9
Net cash flow from investing activities	151.6	997.2	975.0	847.2	-8,363.4
Net cash flow from financing activities	-269.0	-1,609.2	-2,371.3	-3,032.2	6,676.0
Net change in cash and cash equivalents	**386.4**	**64.3**	**83.7**	**-469.3**	**-620.5**
Cash and cash equivalents at beginning of period	248.2	174.2	174.2	635.5	1,252.5
Exchange rates	0.0	-7.5	-9.7	8.0	3.6
Cash and cash equivalents at end of period	634.6	231.2	248.2	174.2	635.6

8.4 Segment information

8.4.1 Business segments

The Group's primary reporting format is the business segments Commercial Properties (Norwegian Property) and Hotel Properties (Norgani Hotels). The business segment division is in conformity with the Group's legal organisation and the internal management reporting, thus the distribution of revenue, expenses, assets and liabilities to the business segments follows the Group's legal structure. The Hotel Property portfolio was acquired at the end of third quarter 2007. Below is an allocation of the main key figures to the business segments for the years 2009, 2008 and 2007.

NOK million	**Commercial Properties**	**Hotel Properties**	**Unalloc./ elimin.**	**Total**
2009				
Net rental income	**980.2**	**640.5**	**0.0**	**1,620.7**
Operating profit	**398.1**	**-776.7**	**0.0**	**-378.6**
Net financial items	-564.7	-371.1	-84.7	-1,020.5
Ordinary profit before income tax	**-166.6**	**-1,147.7**	**-84.7**	**-1,399.0**
Tax	0.0	0.0	230.1	230.1
Profit for the period	**-166.6**	**-1,147.7**	**145.4**	**-1,168.9**

NOK million	Commercial Properties	Hotel Properties	Unalloc./ elimin.	Total
Minority interest				
Profit after minority interest	**-166.6**	**-1,147.7**	**145.5**	**-1,168.9**
Total equity	7,203.7	2,233.5	-4,519.2	4,918.0
Investments	18.6	58.9	0.0	77.5
2008				
Net rental income	**1,008.4**	**706.2**	**0.0**	**1,714.6**
Operating profit	**-1,950.3**	**-418.7**	**-222.0**	**-2,591.0**
Net financial items	-1,531.1	-789.4	-207.4	-2,527.9
Ordinary profit before income tax	**-3,481.4**	**-1,208.1**	**-429.4**	**-5,118.9**
Tax	0.0	0.0	928.2	928.2
Profit for the period	**-3,481.4**	**-1,208.1**	**498.8**	**-4,190.7**
Minority interest	0.0	0.0	132.3	132.3
Profit after minority interest	**-3,481.4**	**-1,208.1**	**631.1**	**-4,058.4**
Total equity	6,006.3	3,154.6	-4,159.7	5,001.2
Investments	104.7	203.6	0.0	308.3
2007				
Net rental income	**949.0**	**165.3**	**0.0**	**1,114.3**
Operating profit	**2,119.0**	**145.8**	**0.0**	**2,246.8**
Net financial items	-439.0	-109.3	-65.8	-614.1
Ordinary profit before income tax	**1,680.0**	**36.5**	**-65.8**	**1,650.6**
Tax	0.0	0.0	-460.7	-460.7
Profit for the period	**1,680.8**	**36.5**	**-526.5**	**1,189.9**
Minority interest	0.0	0.0	-4.8	-4.8
Profit after minority interest	**1,680.8**	**36.5**	**-531.5**	**-1,185.1**
Total equity	6,722.0	3,893.8	-3,784.9	6,830.9
Investments	4,275.3	851.1	0.0	5,126.4

8.4.2 Geographical segments

The Group's secondary reporting format is geographical markets. The Group had operations in Norway, Sweden, Denmark and Finland in 2009. The Commercial Property segment is only located in Norway, while the Hotel Property segment is located in all four countries. Below is an allocation of the main key figures to the different countries for the years 2009, 2008 and 2007.

NOK million	Norway	Sweden	Denmark	Finland	Unalloc./ elimin.	Total
2009						
Net rental income	**1,152.9**	**289.7**	**23.8**	**155.9**	**-1.7**	**1,620.6**
Investm.prop/fixtures and equipment	16,970.2	3,865.5	430.1	2,466.9	0.0	23,732.7
Interest bearing debt	12,443.3	2,568.6	276.3	1,888.5	1,202.2	18,378.9
Other liabilities	0.0	0.0	0.0	0.0	435.9	435.9
Total equity	**4,526.8**	**1,297.0**	**153.9**	**578.4**	**-1,638.1**	**4,918.0**
Investments	30.0	30.4	0.0	17.2	0.0	77.5
2008						
Net rental income	**1,180.0**	**322.2**	**25.4**	**187.0**	**0.0**	**1,714.6**
Investm.prop/fixtures and equipment	18,656.8	4,757.0	529.3	3,379.4	0.0	27,322.4
Interest bearing debt	14,513.1	2,919.3	334.5	2,413.0	1,660.7	21,840.6
Other liabilities	0.0	0.0	0.0	0.0	480.7	480.7
Total equity	**4,143.7**	**1,837.7**	**194.8**	**966.4**	**2,141.4**	**5,001.2**
Investments	184.1	63.1	40.0	21.1	0.0	308.3
2007						
Net rental income	**988.0**	**83.8**	**4.9**	**37.7**	**0.0**	**1,114.4**
Investm.prop/fixtures and equipment	22,883.3	4,679.0	453.7	3,100.9	0.0	31,116.9
Interest bearing debt	16,513.3	2,763.0	272.7	1,983.1	3,295.8	24,828.0
Other liabilities	0.0	0.0	0.0	0.0	542.0	542.0
Total equity	**6,370.0**	**1,916.0**	**181.0**	**1,117.8**	**-2,753.8**	**6,831.0**
Investments	4,394.3	732.2	0	0	0	5,126.5

8.5 Independent auditor

The Company's auditor is Deloitte, represented by state authorized public accountants who are members of Den Norske Revisorforening (The Norwegian Institute of Public Accountants). Deloitte's organisation number is 980 211 282 and its address is Karenslyst alle 20, P.O.Box 347 Skøyen, N-0213 Oslo, Norway.

The annual financial statements for the Company incorporated by reference hereto have been audited by Deloitte. Deloitte has issued an audit report on these financial statements without any qualifications or disclaimers. Deloitte has not audited or reviewed or produced any report on other information provided in this Information Memorandum except for the independent assurance report on the pro forma financial information which is enclosed as Appendix 1 to this Information Memorandum.

8.6 Cash flow

The Company's main sources of cash flow are cash flow from operations, borrowings from banks and equity issues. See Section 8.3 "Norwegian Property selected financial information".

8.7 Working capital statement

The Company believes that the working capital available to it is sufficient for its present requirements, i.e. for at least the 12 months period following the date of this Information Memorandum.

8.8 Funding structure and restrictions on use of capital

As of 30 June 2010, the Group was funded by NOK 5,501 million in equity and had NOK 17,961 million in interest bearing debt. In addition, the Group held NOK 634 million in cash.

The adequacy of available funds will depend on many factors, including the further growth of the business, capital expenditures, market development, competition and potential acquisitions. Accordingly, the Company may require additional funds and seek to raise such funds through issuing new equity and/or debt.

As long as the bank acquisition facilities in Oslo Properties remain in place, there are limitations as to the Company's access to the cash generated in Norgani Hotels. In general, there are no restrictions preventing the Company from transferring funds from the Company's subsidiaries, except for those financial covenants as set out in the Company's loan agreements and except for operational limitations that follow from e.g. legal company incorporation structure, asset management deposit accounts etc.

The Company has term loans, credit and bank facilities in addition to bond loans that include covenants which restrict the use of capital. These facilities are listed in Section 8.9 "Borrowings" below.

The Company believes that funds from operations and funds available under its bank facilities will be sufficient to support the organic part of the Company's growth strategy.

8.9 Borrowings

As of 30 June 2010, the Company had committed short-term and long-term financing of NOK 18,326 million, which was comprised of NOK 365 million in undrawn financing and NOK 17,961 million in drawn financing. Of the drawn financing NOK 234 million was classified as short-term debt.

8.9.1 The Commercial Property portfolio

As of 30 June 2010, the Company had NOK 11,108 million and NOK 310 million of drawn and undrawn financing respectively, related to the Commercial Property portfolio.

Type of debt facility (NOK million)	Lenders	Principal debtors	Original amounts	Principal amounts	Final maturity
A – Term loan and revolving credit facilities	Bank syndicate lead by Nordea and SEB	Norwegian Property Holding AS	11,000	8,264 + 310	06/06/2012
		Gardermoen Næringseiendom KS			
		Stortingsgaten 6 KS			
B – Bond issues	Bondholders (Norsk Tillitsmann ASA as trustee)	Norwegian Property ASA	235	235	22/03/2012
			386	386	22/03/2012
			823	823	22/03/2012
C – Mortgage and bank loans	Nykredit Bank A/S	Skøyen Bygg To AS	964	947	31/12/2013
		Skøyen Bygg Tre AS			
		Skøyen Bygg Fire AS			
		Skøyen Bygg Fem AS			
		Skøyen Bygg ANS			
D – Loan facility	Storebrand Bank ASA	Drammensveien 134-1 AS	522	486	31/12/2020

A – NOK 11 billion term loan and revolving credit facilities

The NOK 11 billion term loan and credit facilities form the main basis for the debt financing of the Commercial Property portfolio. Principal borrowers are Norwegian Property Holding AS, Gardermoen Næringseiendom KS and Stortingsgaten 6 KS. The terms and conditions of the facilities are documented by a facilities agreement originally dated 4 July 2007 (as later amended and restated). The facilities are guaranteed by the Company, Norwegian Property Holding AS and the relevant property owning subsidiaries (except for the limited liability partnerships), and the finance parties have been granted first ranking security in the main assets of such entities.

The facilities agreement contains restrictive undertakings which are customary for financial indebtedness raised in the capital market, including change of control provisions and financial covenants (interest coverage ratio, loan to value and debt service coverage).

B –Bond issues

As a stand-alone financing of the commercial properties located at Finnestadveien 44, Maridalsveien 323, Middelthunsgate 17 and Forusbeen 35, the Company has issued three series of bonds in the total principal amount of NOK 1,444 million in the Norwegian bond market with Norsk Tillitsmann ASA as trustee. The bonds are secured on first and second priority in the shares in the relevant subsidiaries and their real properties and other main assets.

The bond loan agreements are based on the prevailing market terms for this type of issues in the Norwegian market and include restrictions on the property-owning subsidiaries.

C – Skøyen Bygg stand-alone facility

The Skøyen Bygg properties at Nedre Skøyen vei and Hovfaret have been separately financed under a NOK 768 million mortgage loan agreement with Nykredit Realkredit A/S as lender and a NOK 195,750,000 bank loan agreement with Nykredit Bank A/S as lender. Both loan agreements are dated 19 December 2006. The mortgage loan has been raised through the lender's issue and sale of Danish mortgage credit bonds. Principal borrowers under both loans are Skøyen Bygg ANS, Skøyen Bygg To AS, Skøyen Bygg Tre AS, Skøyen Bygg Fire AS and Skøyen Bygg Fem AS being jointly and severally liable for the obligations under the loan agreements.

D – Drammensveien 134 stand-alone facility

Two of the commercial properties at Drammensveien 134 have been separately financed under a secured NOK 522 million facility with Drammensveien 134-1 AS as borrower and Storebrand Bank ASA as lender. The loan is secured by first priority security in the property, interest swap agreements and shares in the title holding subsidiaries of the borrower. The loan agreement contains restrictive undertakings in line with market practice and financial covenants.

8.9.2 Acquisition financing relating to Norgani Hotels

As of 30 June 2010, the Company had NOK 694 million remaining of the acquisition financing related to the acquisition of Norgani Hotels in 2007.

Type of debt facility (NOK million)	Lenders	Principal debtors	Original amounts	Principal amounts	Final maturity
Multicurrency term loan and guarantee facilities	Bank syndicate lead by Nordea and SEB	Oslo Properties	1,700	694	06/06/2012

Multicurrency term loan and guarantee facility

The acquisition of all the shares in Norgani Hotels in 2007 was partly financed under the NOK 1,700 million multicurrency term loan and guarantee facility agreement (arranged by Nordea and SEB) with Oslo

Properties as borrower and a NOK 450 million short term credit facility agreement with the Company as borrower. The short term facility is repaid. The NOK 1,700 million facility has been made available pursuant to a facilities agreement dated 2 October 2007 with Oslo Properties as borrower and SEB as agent for the lenders. The facility is guaranteed by the Company, and the finance parties have been granted first ranking security over the shares in Oslo Properties, all of Oslo Properties' shares in Norgani Hotels, Oslo Properties' bank accounts and the intercompany loans owed by the Company to Oslo Properties, in addition to second ranking security over the security provided under the NOK 11 billion term loan and revolving facilities agreement.

The facilities agreement contains restrictive undertakings which are customary for financial indebtedness raised in the capital market, including change of control provisions and financial covenants (interest coverage ratio and loan to value).

Oslo Properties plans to repay this facility with proceeds received from the Transaction.

8.9.3 The Hotel Property portfolio (Norgani Hotels)

As of 30 June 2010, the Company had NOK 6,160 million and NOK 55 million of drawn and undrawn financing respectively, related to the Hotel Property portfolio.

Type of debt facility (NOK million)	Lenders	Principal debtors	Original amounts	Principal amounts	Final maturity
A - Multicurrency term loan and revolving credit facilities	Bank syndicate lead by SEB	Fastighets AB Prince Philip	EUR 13 DKK 640 NOK 1,585 SEK 1,840	EUR 12.2 DKK 245.5 NOK 1,501.1 SEK 1,542.5	27/04/2013
B - Loan facility	Handelsbanken	Hotelleiendom i Sverige AB	SEK 1,150	SEK 1,041.1	15/06/2015
C - Term loan facilities	Bank syndicate lead by SEB and Hypo Real Estate Bank	Norgani Suomi Holding AB	EUR 239.5	EUR 212.7	31/08/2011
D - Term loan facility	SEB	Norgani Sweden Holding AB	SEK 565	SEK 565	30/09/2012
E - Overdraft credit facilities	SEB	Norgani Hotels	NOK 55	NOK 0	N/A

A – Multicurrency term loan facility

Fastighets AB Prince Philip is borrower under the syndicated multicurrency term loan and revolving credit facilities with SEB acting as agent. The facilities are guaranteed by, among others, the relevant property owning subsidiaries. A security package has been established, encompassing property mortgages and certain other assets of the Norgani group.

The facilities agreement contains restrictive undertakings which are customary for financial indebtedness raised in the capital market, including change of control provisions and financial covenants (interest coverage ratio, loan to value and debt service coverage).

B – Stand-alone financing of the Norgani Hotelleiendom AS portfolio

When acquiring the Norgani Hotelleiendom AS portfolio in December 2005, it was decided and agreed with the existing lenders to that portfolio of properties that Norgani Hotels would continue the existing financing with Svenska Handelsbanken AB (publ), with Hotelleiendom i Sverige AB as borrower, as a stand-alone financing for this portfolio.

The facility agreement contains restrictive undertaking in accordance with market standards and is guaranteed by Norgani Hotels and Norgani Hotelleiendom AS. The security package includes real properties, shares and other main assets of the property owning subsidiaries.

C – Stand-alone financing of the Kapiteeli portfolio

In connection with financing the Kapiteeli hotel portfolio, the Swedish subsidiary of Norgani Hotels, Norgani Suomi Holding AB, has entered into a syndicated facility agreement with SEB as agent, pursuant to which Norgani Suomi Holding AB has been granted a secured term loan facility.

The borrower and the relevant property owning subsidiaries have guaranteed the facility. The subsidiaries have provided security over real properties and other significant assets.

The facility agreement contains restrictive undertakings which are customary for financial arrangements of this type, including change of control provisions and financial covenants (interest coverage ratio, loan to value and debt service coverage).

D – Stand-alone financing of acquired hotels in 2007

During 2007, Norgani Hotels acquired the shares in the companies owning the hotels Scandic Hasselbacken Hotel, Scandic Alvik Hotel, Radisson SAS Linköping Hotel, Clarion Collection Hotel Bastion and Rica Bodø Hotel. These properties are financed under a loan facility with Norgani Hotelleiendom AS as borrower, Norgani Hotels as guarantor and SEB as lender. The facility agreement contains standard restrictive undertakings, including change of control provisions and financial covenants.

E – NOK 55 million overdraft credit facilities

For its working capital purposes, Norgani Hotels has entered into an agreement for overdraft credit facilities on customary terms with SEB in the maximum amount of NOK 55 million pursuant to a multi currency account facility.

The overdraft is secured by the same security as the stand-alone financing of acquired hotels in 2007 and is subject to the same change of control provisions and financial covenants.

9 UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION

9.1 Basis for preparation

The unaudited pro forma condensed consolidated information has been prepared for illustrative purposes only. The pro forma information is based on certain management assumptions and adjustments made to illustrate what the financial results of Norwegian Property and its subsidiaries might have been had the Transaction (as described in Section 3 "Description of the Transaction") occurred on 1 January 2009.

The unaudited pro forma condensed consolidated financial information should be read in conjunction with Norwegian Property's audited consolidated financial statements for 2009. The unaudited pro forma condensed consolidated financial information addresses a hypothetical situation, and therefore, does not represent the remaining Norwegian Property Group's actual financial position or results as it would have been had the Transaction in fact occurred at an earlier date, and is not representative of the results of operations for any future periods.

It should be noted that greater uncertainty is attached to the unaudited pro forma financial information than ordinary historical accounting information. Investors are cautioned against placing undue confidence on this unaudited pro forma condensed consolidated financial information.

The unaudited pro forma condensed consolidated financial information shows how the Transaction might have affected the remaining Norwegian Property Group's consolidated income statement for 2009 and the first half year of 2010 if the Transaction had taken place on 1 January 2009. In addition, it is shown below how the consolidated balance sheet as of 31 December 2009 and 30 June 2010 might have been if the Transaction had occurred at 31 December 2009 and 30 June 2010, respectively.

The unaudited pro forma condensed consolidated financial information is based on the audited financial statements for the year ended 31 December 2009 for the Norwegian Property Group, incorporated to this Information Memorandum by reference. Selected financial information is available in Section 8.3 "Norwegian Property selected financial information".

9.2 Basis for preparation

The accounting principles applied for the Norwegian Property Group are in accordance with those accounting principles outlined in note 2 to the Norwegian Property Group's annual financial statements for 2009, incorporated by reference to this Information Memorandum, see Section 10.4 "Incorporation by reference".

9.3 Sources of pro forma financial information – historical financial information

Annual financial statements for 2009

The financial information for the Norwegian Property Group for 2009 has been extracted from the audited financial information of Norwegian Property, incorporated by reference to this Information Memorandum, see Section 10.4 "Incorporation by reference". Financial information as reflected in the pro forma adjustments have been derived from unaudited management reporting for each company as included in the consolidation of the Norwegian Property Group or from segment information in note 6 to Norwegian Property's financial statements.

Financial statement for first half year 2010

The financial information for the Norwegian Property Group for the first half year of 2010 has been extracted from the unaudited financial information of Norwegian Property incorporated by reference to this Information Memorandum, see Section 10.4 "Incorporation by reference". Financial information as reflected in the pro forma adjustments have been derived from unaudited management reporting for each

company as included in the consolidation of the Norwegian Property Group or from segment information in the financial report.

Pro forma accounting principles

The unaudited pro forma condensed consolidated financial information for Norwegian Property does not include all information required for financial statements under IFRS, and should be read in conjunction with the historical information for Norwegian Property. The pro forma figures have been prepared by using the same accounting principles as for 2009.

Independent assurance report

Deloitte has issued an independent assurance report on the pro forma financial information for the Norwegian Property Group as of 31 December 2009 and 30 June 2010. The report is attached as Appendix 1 to this Information Memorandum.

9.4 Basis for preparation of the unaudited pro forma financial information

The unaudited pro forma condensed financial information is based on the audited and unaudited historical financial information of the Norwegian Property Group adjusted for businesses agreed to be sold in the Transaction, see Section 3 "Description of the Transaction". The Commercial Property segment will remain unchanged within the remaining Norwegian Property Group.

9.5 Unaudited pro forma condensed financial information

Unaudited pro forma condensed profit and loss statement for 2009

	Norwegian Property Group	Pro forma adjustments Norgani Hotels	Pro forma adjustments sale	Pro forma adjustments seller credit	Pro forma Norwegian Property Group
Figures in NOK 1,000	**Audited**				
Rental income from properties	1,767,665	(723,804)			1,043,861
Other income	-	-			-
Gross rental income	**1,767,665**	**(723,804)**			**1,043,861**
Maintenance and property related costs	(147,031)	83,356			(63,675)
Other operating expenses	(165,901)	64,941			(100,960)
Total operating cost	**(312,932)**	**148,297**			**(164,635)**
Operating profit before fair value adjustments and gains	**1,454,733**	**(575,507)**			**879,226**
Gain from fair value adjustment of investment property	(1,517,369)	1,043,337			(474,032)
Gain from sales of investment property	(7,104)	-			(7,104)
Impairment of goodwill	(308,832)	308,832	-		-
Operating profit	**(378,572)**	**776,662**	**-**		**398,090**
Financial income	42,233	(1,865)	8,495	15,000	63,863
Financial costs	(1,098,198)	340,034	84,779		(673,385)
Change in market value of financial derivative instruments	35,518	32,811			68,329
Net financial items	**(1,020,446)**	**370,980**	**93,274**	**15,000**	**(541,192)**
Profit before income tax	**(1,399,018)**	**1,147,642**	**93,274**	**15,000**	**(143,102)**
Income tax expense	230,076	(285,342)	(26,117)	(8,400)	(89,783)
Profit after income tax	**(1,168,942)**	**862,300**	**67,157**	**6,600**	**(232,885)**

Pro forma adjustments:

1) Norgani Hotels: Statement of income information for Norgani Hotels according Note 6 Segment Information in the Norwegian Property Group annual financial accounts.

2) Sales adjustment: The gross positive cash effect of the Transaction is calculated to NOK 1,627.8 million (as of 30 June 2010). The Oslo Properties acquisition facility is assumed fully repaid as a consequence of the Transaction (NOK 718.9 million was the principal amount as of 31 December 2009), and consequently all interest expenses in 2009 have been reversed in the pro forma calculation (NOK 84.8 million). Interest earned in Oslo Properties of NOK 1.9 million has not been adjusted. After repayment of the Oslo Properties acquisition financing and taking into account the seller credit of NOK 600 million, the net cash proceeds to Norwegian Property in the Transaction is calculated to NOK 308.9 million. The cash release is based on the balance sheet as of 31 December 2009 and consequently differs from the calculation as of 30 December 2010. In the pro forma calculation this amount is assumed to earn an average interest of 2.75% p.a. for 2009, corresponding to the average estimated deposit interest in 2009.

3) Seller credit: Interest income on the seller credit of NOK 600 million accruing 5% p.a. interest income according to the agreed interest in the Transaction.

Unaudited pro forma condensed profit and loss statement for the first half year of 2010

	Norwegian Property Group	Pro forma adjustments Norgani Hotels	Pro forma adjustments sale	Pro forma adjustments seller credit	Pro forma Norwegian Property Group
Figures in NOK 1,000	**Unaudited**				
Rental income from properties	869,654	(347,640)			522,014
Other income	2,012	-			2,012
Gross rental income	**871,666**	**(347,640)**			**524,026**
Maintenance and property related costs	(89,434)	42,129			(47,305)
Other operating expenses	(61,118)	28,455			(32,663)
Total operating cost	**(150,552)**	**70,584**			**(79,968)**
Operating profit before fair value adjustments and gains	**721,114**	**(277,056)**			**444,058**
Gain from fair value adjustment of investment property	162,490	15,546			178,036
Gain from sales of investment property	11,770	-			11,770
Impairment of goodwill	(43,675)	43,675	-		-
Operating profit	**851,699**	**(217,835)**	**-**		**633,864**
Financial income	19,131	(465)	4,591	15,000	38,257
Financial costs	(471,509)	141,992	21,797		(307,720)
Change in market value of financial derivative instruments	(285,504)	88,050			(197,454)
Net financial items	**(737,882)**	**229,577**	**26,388**	**15,000**	**(466,917)**
Profit before income tax	**113,817**	**11,742**	**26,388**	**15,000**	**166,948**
Income tax expense	(12,715)	6,001	(7,389)	(4,200)	(18,302)
Profit after income tax	**101,103**	**17,743**	**19,000**	**10,800**	**148,645**

Pro forma adjustments:

1) Norgani Hotels: Statement of income information for Norgani Hotels according to the segment information included in the first half year report for 2010 and specification in the management reporting.

2) Sales adjustment: The gross positive cash effect of the Transaction is calculated to NOK 1,627.8 million. The Oslo Properties acquisition facility is assumed fully repaid as a consequence of the Transaction (NOK 693.3 million was the principal amount as of 30 June 2010), and consequently all interest expenses in the first half year of 2010 have been reversed in the pro forma calculation (NOK 21.8 million). Interest earned in Oslo Properties of NOK 0.4 million has not been reversed. After repayment of the Oslo Properties acquisition financing and taking into account the seller credit of NOK 600 million, the net cash proceeds to Norwegian Property in the Transaction is calculated to NOK 333.9 million. In the pro forma calculation this amount is assumed to earn an average interest of 2.75% p.a. for the first half year fo 2010, corresponding to the average estimated deposit interest in the first half year of 2010.

3) Seller credit: Interest income on the seller credit of NOK 600 million accruing 5% p.a. interest income according to the agreed interest in the Transaction.

Unaudited pro forma condensed consolidated balance sheet as of 31 December 2009

Figures in NOK 1,000	Norwegian Property Group	Pro forma adjustments Norgani Hotels	Pro forma adjustments sale	Pro forma Norwegian Property Group
	Audited			
ASSETS				
Non-current assets				
Financial derivative instruments	33,719	-	-	33,719
Goodwill	580,230	-	(580,230)	-
Deferred tax asset	0	-	-	0
Investment property	23,732,704	(8,922,312)	-	14,810,392
Fixtures and equipment	6,997	(4,634)	-	2,363
Shares and interests	1,691	(1,691)	-	-
Receivables	8,883	(51,640)	642,208	599,451
Total non-current assets	**24,364,225**	**(8,980,277)**	**61,978**	**15,445,926**
Current assets				
Financial derivative instruments	2,745	-	-	2,745
Accounts receivable	93,037	(15,755)	-	77,282
Other receivables	4,825	(42,646)	-	(37,821)
Cash and cash equivalents	248,216	(63,618)	308,921	493,519
Total current assets	**348,823**	**(122,019)**	**308,921**	**535,725**
Total assets	**24,713,046**	**(9,102,296)**	**370,899**	**15,981,651**
EQUITY				
Total equity	**4,917,997**	**(2,233,469)**	**1,378,466**	**4,062,994**
LIABILITIES				
Non-current liabilities				
Deferred tax liability	365,497	445,484	(941,213)	(130,232)
Financial derivative instruments	487,775	(221,244)	-	266,531
Interest bearing liabilities	17,781,346	(6,136,478)	(718,854)	10,926,014
Other non-current liabilities	-	(652,500)	652,500	-
Total non-current liabilities	**18,634,618**	**(6,564,738)**	**(1,007,567)**	**11,062,313**
Current liabilities				
Financial derivative instruments	11,184	-	-	11,184
Interest bearing liabilities	597,492	(109,072)	-	488,420
Accounts payable	15,486	(7,677)	-	7,809
Other liabilities	536,270	(187,340)	-	348,930
Total current liabilities	**1,160,431**	**(304,089)**	**-**	**856,342**
Total liabilities	**19,795,050**	**(6,868,827)**	**(1,007,567)**	**11,918,656**
Total equity and liabilities	**24,713,046**	**(9,102,296)**	**370,899**	**15,981,647**

Pro forma adjustments:

1) Norgani Hotels: Assets, liabilities and equity have been extracted from the consolidation of the Norwegian Property Group and represent the balance sheet as included in the balance sheet of the Norwegian Property Group as of 31 December 2009.

2) Transaction effects: The effects of the Transaction on assets, liabilities and equity are based on the consolidation of Norgani Hotels in the Norwegian Property Group balance sheet as of 31 December 2009.

Unaudited pro forma condensed consolidated balance sheet as of 30 June 2010

	Norwegian Property Group	Pro forma adjustments Norgani Hotels	Pro forma adjustments sale	Pro forma Norwegian Property Group
Figures in NOK 1,000	**Unaudited**			
ASSETS				
Non-current assets				
Financial derivative instruments	18,397	-	-	18,397
Goodwill	527,253	-	(527,253)	-
Deferred tax asset	0	-	-	0
Investment property	23,730,395	(8,910,999)	-	14,819,396
Fixtures and equipment	6,519	(3,852)	-	2,667
Shares and interests	1,610	(1,610)	-	-
Receivables	8,995	(8,996)	600,000	599,999
Total non-current assets	**24,293,169**	**(8,925,457)**	**72,747**	**15,440,459**
Current assets				
Financial derivative instruments	25,437	-	-	25,437
Accounts receivable	91,985	(8,192)	-	83,793
Other receivables	191,809	(29,591)	-	162,218
Cash and cash equivalents	634,641	(50,429)	333,921	918,133
Total current assets	**943,872**	**(88,212)**	**333,921**	**1,189,581**
Total assets	**25,237,042**	**(9,013,669)**	**406,668**	**16,630,040**
EQUITY				
Total equity	**5,500,758**	**(2,275,632)**	**1,438,620**	**4,663,746**
LIABILITIES				
Non-current liabilities				
Deferred tax liability	381,623	438,493	(937,790)	(117,674)
Financial derivative instruments	-	-	-	-
Interest bearing liabilities	17,727,266	(6,160,287)	(693,854)	10,873,125
Other non-current liabilities	-	(599,692)	599,692	-
Total non-current liabilities	**18,108,889**	**(6,321,486)**	**(1,031,952)**	**10,755,451**
Current liabilities				
Financial derivative instruments	767,618	(303,881)	-	463,737
Interest bearing liabilities	233,904	-	-	233,904
Accounts payable	18,334	(6,429)	-	11,905

	Norwegian Property Group	Pro forma adjustments Norgani Hotels	Pro forma adjustments sale	Pro forma Norwegian Property Group
Other liabilities	607,540	(106,241)	-	501,299
Total current liabilities	**1,627,395**	**(416,551)**	**-**	**1,210,844**
Total liabilities	**19,736,285**	**(6,738,037)**	**(1,031,952)**	**11,966,296**
Total equity and liabilities	**25,237,042**	**(9,013,669)**	**406,668**	**16,630,040**

Pro forma adjustments:

1) Norgani Hotels: Assets, liabilities and equity have been extracted from the consolidation of the Norwegian Property Group and represent the balance sheet as included in the balance sheet of the Norwegian Property Group as of 30 June 2010.

2) Transaction effects: The effects of the Transaction on assets, liabilities and equity are based on the consolidation of Norgani Hotels in the Norwegian Property Group balance sheet as of 30 June 2010.

10 ADDITIONAL INFORMATION

10.1 Documents on display

Copies of the following documents will, during a period of 12 months following the publication of this Information Memorandum, be available for inspection at any time during normal business hours on any business day free of charge at the Company's offices at Stranden 3A, N-0250 Oslo, Norway or requested by telephone: +47 22 83 40 20 or facsimile: +47 22 83 40 21 or downloaded from the Company's web-page: www.npro.no:

- the Company's Articles of Association;
- the Company's audited consolidated financial statements as of, and for the years ended, 31 December 2009, 2008 and 2007, and the Company's unaudited condensed consolidated financial statements as of, and for the six months ended, 30 June 2010 and 2009;
- historical financial information for the Company's significant subsidiaries; and
- this Information Memorandum, including appendices.

10.2 Confirmation regarding sources

The Company confirms that when information in this Information Memorandum has been sourced from a third party it has been accurately reproduced and as far as the Company is aware and is able to ascertain from the information published by that third party, no facts have been omitted which would render the reproduced information inaccurate or misleading.

10.3 Statement regarding expert opinions

The valuation as described in Section 4.8 "Valuation report" above covering the Company's hotel properties are made on the request of the Company.

Mr. Jørn Høistad, a managing director of DTZ, Stranden 1, P.O.Box 1921 Vika, N-0125 Oslo, Norway, telephone number +47 23 11 68 68 and facsimile number + 47 23 11 68 69, has performed an external and independent valuation as of 30 June 2010 covering the Company's hotel properties. DTZ is one of the world's leading real estate advisers, with 10,000 people operating in 43 countries. In Europe, DTZ has one of the strongest market presences of any real estate adviser. The company is listed on the London Stock Exchange. DTZ employs around 340 full time valuers in the EMEA region (Europe, Middle East, and Africa). Capacity in Scandinavia includes 20 valuers in Sweden, four in Norway, four in Denmark and six in Finland. DTZ has been voted best real estate valuer in the Nordic region by Euromoney for five consecutive years. More information on DTZ can be found on the company's web-site: www.dtz.com.

DTZ's valuation report is included in Appendix 2 to this Information Memorandum and DTZ has approved that the valuation is referred to and included in this Information Memorandum.

10.4 Incorporation by reference

The information incorporated by reference in this Information Memorandum shall be read in connection with the cross-reference list as set out in the table below. Except as provided in this Section, no other information is incorporated by reference into this Information Memorandum.

The Company incorporates the audited consolidated financial statements as of, and for the years ended, 31 December 2009, 2008 and 2007, and the unaudited condensed financial statements as of, and for the six months ended, 30 June 2010 and 2009.

Section in the Information Memorandum	**Disclosure requirements of the Information Memorandum**	**Reference document and link**	**Page (P) in reference document[4]**
Section 8	Audited historical financial information (Annex I, Section 20.1)	**Norwegian Property – Financial Statements 2009:** http://www.newsweb.no/newsweb/search.do?messageId=257787	P25-P61
		Norwegian Property – Financial Statements 2008: http://www.newsweb.no/newsweb/search.do?messageId=236254	P8-P34
		Norwegian Property – Financial Statements 2007: http://www.newsweb.no/newsweb/search.do?messageId=208091	P33-P54
Section 8.1	Audit report (Annex I, Section 20.1)	**Norwegian Property – Auditor's Report 2009:** http://www.newsweb.no/newsweb/search.do?messageId=257787	P62
		Norwegian Property – Auditor's Report 2008: http://www.newsweb.no/newsweb/search.do?messageId=236254	P35
		Norwegian Property – Auditor's Report 2007: http://www.newsweb.no/newsweb/search.do?messageId=208091	P55
Section 8.1	Accounting policies (Annex I, Section 20.1)	**Norwegian Property – Accounting Policies:** http://www.newsweb.no/newsweb/search.do?messageId=257787	P30-P32
Section 8.1	Interim financial information (Annex I, Section 20.6.1)	**Norwegian Property – Second Quarter Report 2010:** http://www.newsweb.no/newsweb/search.do?messageId=265717	P1-P16
		Norwegian Property – Second Quarter Report 2009: http://www.newsweb.no/newsweb/search.do?messageId=243048	P1-P14

[4] The original page number as stated in the reference document.

11 DEFINITIONS AND GLOSSARY OF TERMS

The following definitions and glossary apply in this Information Memorandum unless otherwise dictated by the context, including the foregoing pages of this Information Memorandum.

ABG Sundal Collier ASA:	ABG Sundal Collier.
Agreement:	The preliminary agreement (term sheet) entered into on 23 August 2010 between Oslo Properties and the Purchasers with regard to the contemplated sale of all the shares in Norgani Hotels.
Akershus Eiendom AS:	Akershus Eiendom.
ARR:	Average Room Rate.
Board of Directors or Board:	The Board of Directors of Norwegian Property.
CBD:	Central Business District.
CEO:	Chief Executive Officer.
CET:	Central European Time.
Commercial Properties or Commercial Property:	The Company's office, warehouse, and retail properties, in addition to parking area.
Company:	Norwegian Property ASA, or Norwegian Property ASA and its consolidated subsidiaries, as required by the context.
CPI:	Consumer price index.
Deloitte:	Deloitte AS, the Company's auditor.
DKK:	Danish Kroner, the lawful currency of Denmark.
DTZ:	DTZ Realkapital Verdivurdering AS.
EEA:	European Economic Area.
EU:	The European Union.
EUR:	The lawful currency of the EU member states who have adopted the Euro as their sole national currency.
GDP:	Gross Domestic Product.
Hotel Properties or Hotel Property:	The Company's hotel properties (Norgani Hotels).
ICR:	Interest Cover Ratio; measure of a company's ability to honor its debt payments. It is calculated as EBIT divided by the total interest payable.
IFRS:	International Financing Reporting Standards, issued by the International Financial Reporting Interpretations Committee (IFRIC) (formerly, the "Standing Interpretations Committee" (SIC)).
Information Memorandum:	This Information Memorandum dated 17 September 2010.
ISIN:	International Securities Identification Number.
LTV:	Loan To Value; a ratio of the outstanding debt on a property to the market value of that property.
Manager:	ABG Sundal Collier.
NOK:	Norwegian Kroner, the lawful currency of Norway.
Norgani Hotels:	Norgani Hotels AS.
Norwegian Property:	Norwegian Property ASA, or Norwegian Property ASA and its consolidated subsidiaries, as required by the context.
Norwegian Property Group or the Group:	Norwegian Property and its consolidated subsidiaries.
Norwegian Public Limited Liability Companies Act:	The Norwegian Public Limited Liability Companies Act of 13 June 1997 no. 45 (*Norwegian: "allmennaksjeloven"*).
Norwegian Securities Trading Act:	The Securities Trading Act of 29 June 2007 no. 75 (*Norwegian: "verdipapirhandelloven"*).
Oslo Børs:	Oslo Børs ASA (translated "the Oslo Stock Exchange").
Oslo Properties:	Oslo Properties AS.
Purchasers:	Pandox AB and a joint venture between Eiendomsspar AS and Sundt AS.
Purchase Price:	The purchase price for the shares in Norgani Hotels as further described in Section 3.4 "Consideration".
RevPAR:	Revenue Per Available Room.
Scandic:	Scandic Hotels AB.
SEK:	Swedish Kroner, the lawful currency of Sweden.
Share(s):	"Shares" means the common shares in the capital of Norwegian Property each having a nominal value of NOK 0.50 and "Share" means any one of them.
SPA:	The full sale and purchase agreement to be entered into between Oslo Properties and the Purchasers with regard to the contemplated sale of all the shares in Norgani Hotels.
Sqm:	Square meters.
Transaction:	The contemplated sale of all the shares in Norgani Hotels by Oslo Properties to the Purchasers, in accordance with the terms and conditions of the Agreement.
U.S. Securities Act:	United States Securities Act of 1933, as amended.
VPS:	The Norwegian Central Securities Depository.

APPENDIX 1

Independent assurance report by Deloitte AS on the pro forma financial information

Deloitte.

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Postboks 347 Skøyen
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Norway

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Faks: +47 23 27 90 01
www.deloitte.no

To the Board of Directors of Norwegian Property ASA

INDEPENDENT ASSURANCE REPORT ON THE PRO FORMA FINANCIAL INFORMATION

In accordance with the «Continuing Obligations of Stock Exchange Listed Companies» issued by Oslo Børs (Oslo Stock Exchange) and EU Regulation No 809/2004, we report on the compilation of the unaudited pro forma financial information of Norwegian Property ASA and subsidiaries «the Company» consisting of the unaudited pro forma balance sheet of the Company as at 31 December 2009 and 30 June 2010, the unaudited profit and loss accounts of the Company for the periods ended 31 December 2009 and 30 June 2010 and accompanying notes and descriptions to the unaudited pro forma financial information, which is set out in section 9 of the Company's information memorandum dated 17 September 2010 («the Information Memorandum»).

The pro forma financial information has been compiled on the basis described in section 9 of the Information Memorandum, for illustrative purposes only, to provide information about how the Transaction (as described in Section 3 "Description of the Transaction" in the Information Memorandum) might have affected the consolidated balance sheet of the Company as at 31 December 2009 and 30 June 2010 and the unaudited consolidated profit and loss account of the Company for the period ended 30 June 2009 and unaudited consolidated profit and loss account of the Company for the year ended 31 December 2009. Because of its nature, the pro forma financial information addresses a hypothetical situation and, therefore, does not represent the Company's actual financial position or results.

The Board of Directors' responsibility

It is the Board of Directors' responsibility to compile the pro forma financial information in accordance with the requirements of EU Regulation No 809/2004.

Reporting responsibility

It is our responsibility to provide the opinion required by Annex II item 7 of EU Regulation No 809/2004 as to the proper compilation of the pro forma financial information. We are not responsible for updating any reports or opinions previously made by us for any events that occurred subsequent to the dates of our reports on the historical financial information used in the compilation of the pro forma financial information, nor does the aforementioned opinion require an audit of historical unadjusted financial information, or the assumptions summarized in section 9 of the Information Memorandum. The financial information used in the compilation of the pro forma information is unaudited or audited as described in section 9.3 of the Information Memorandum.

We do not accept any responsibility for financial information which we have not audited.

Deloitte refers to one or more of Deloitte Touche Tohmatsu, a Swiss Verein, and its network of member firms, each of which is a legally separate and independent entity. Please see www.deloitte.com/no/omoss for a detailed description of the legal structure of Deloitte Touche Tohmatsu and its member firms.

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Deloitte.

Work performed

We conducted our work in accordance with Norwegian Standard on Assurance Engagements 3000, «Assurance Engagements Other than Audits or Reviews of Historical Financial Information». We planned and performed our work to obtain reasonable assurance that the pro forma financial information in all material respect has been properly compiled on the basis stated and that such basis is consistent with the accounting policies of the Company. Our work primarily consisted of comparing the unadjusted financial information with the source documents as presented in section 3.1 of the Information Memorandum, considering the evidence supporting the adjustments and discussing the pro forma financial information with the Management of the Company.

Opinion

In our opinion:

a) the pro forma financial information has been properly compiled on the basis stated in section 9 of the Information Memorandum; and
b) That basis is consistent with the accounting policies of the Company.

This report is issued for the sole purpose of the Information Memorandum required by Oslo Børs' «Continuing Obligations of Stock Exchange Listed Companies» section 3.5 as set out in the Information Memorandum. This report is not appropriate in other jurisdictions and should not be used or relied upon for any purpose other than the Transaction (as described in Section 3 "Description of the Transaction" in the Information Memorandum).

Oslo, 17 September 2010
Deloitte AS

Bernhard Lyngstad
State Authorized Public Accountant (Norway)

APPENDIX 2

Valuation report

NORGANI HOTELS AS
PROPERTY VALUATION PER 30 JUNE, 2010

About the valuer

DTZ Global

DTZ is one of the world's leading real estate advisers and a leading name in all the world's major business centres, with 10,000 people operating in 43 countries. In Europe, DTZ has one of the strongest market presences of any real estate adviser. The company is listed on London Stock Exchange.

DTZ in Scandinavia

DTZ operates in all Scandinavian countries, through national subsidiaries and affiliates. These offices comprise;

DTZ Sweden AB
DTZ Realkapital AS, Norway
DTZ Egeskov Lindquist, Denmark
DTZ Finland Oy

Valuation Expertise and Capacity

DTZ employs around 340 full time valuers in the EMEA region (Europe, Middle East, and Africa). Capacity in Scandinavia includes 20 valuers in Sweden, 4 in Norway, 4 in Denmark, and 6 in Finland. DTZ is the leading independent valuer of commercial property in Sweden, the leading provider of transaction motivated valuation of commercial property in Norway, and the preferred valuer for several of the largest investors in the Danish and Finnish markets.

Independence

We confirm that neither DTZ nor any of its subsidiaries or affiliates have any vested interest in any of the properties subject to valuation.

Limitation

DTZ has valued the properties from a market point of view. We have not undertaken any technical inspection of the properties, but base our assumptions on the information we have received from Norgani Hotels AS. We assume that there is no further information regarding the properties' conditions, possible restrictions, covenants or otherwise that would have had an impact on our assessments and valuations, other that what we have already received.

DTZ has undertaken the assessment based upon material we believe to be reliable in our possession or supplied to us. Whilst every effort has been made to ensure its accuracy and completeness, we cannot offer any warranty that factual errors may not have occurred. DTZ takes no responsibility for any damages or loss suffered by reason of the inaccuracy or incorrectness of our valuation.

Valuation Method

General

The basis for valuation is discounted net cash flows from the properties, and discounted residual values at the end of the forecast period.

All assessments have been based on DTZ's expertise, which has been supported by market research reports, discussions with hotel managers, visits to the properties, macro-economic and general sector information, and other inputs.

Tenancies

In turnover based rent contracts, rents are computed from agreed percentages of gross turnover in room fees and Food & Beverage (F&B). Some properties have fixed annual rents in addition to the turnover based rents. Most properties have minimum rents that become applicable in cases where turnover based rent does not suffice to reach the minimum.

DTZ has prepared individual forecasts of each hotel's income based on parameters such as Revenue per Available Room (RevPar), F&B income, and estimated growth paths for these variables. From this, we have derived forecasts of rental income, based on the rent terms of the relevant lease contracts.

Operational expenses (OPEX)
For the purpose of this report, the term "Operational expenses" (OPEX) refers only to costs which are the responsibility of the property owner. Estimates of OPEX have been prepared by DTZ, based on industry comparables and available information on asset-specific costs such as property tax, ground leases, etc. Norgani Hotels AS's operating budgets have been available to DTZ and have been reviewed to check the plausibility of our assumptions.

Capital Expenditure (CAPEX)
We have received the condition survey report by Multiconsult and WSP, and have incorporated findings from this report into our valuation.

In most cases, we have made the assumption that investments categorized by Multiconsult and WSP as "immediate" will be implemented in 2011, whilst other investment needs have been assumed to occur over the course of the time frame applied for our cash flow analysis. Some exceptions to this general approach have been made, based i.a. on our perception of the hotel's state, lettability and leasing arrangements.

The Multiconsult and WSP report comprises both investments to be shouldered by the tenant, and investments for the cost of the owner. Only those investments that fall under the owner's responsibility have been taken into account in our valuation.

Discount rate
Projected net cash flows have been discounted at interest rates that represent nominal rates of return on total capital. The discount rates take into account the cost of risk-free capital in each of the four economies, along with risk premiums that have been determined individually based on assessment of each property's risk profile and other factors.

Portfolio approach
The properties have been valued on an individual basis. In today's market, large lot sizes may limit the number of potential buyers and hence cause the market value of the total portfolio to differ from the sum of all properties if sold individually.

Inspections
The properties in Denmark, and most of the properties in Norway, were inspected by DTZ in 2005. A selection of the Norwegian properties were re-inspected in 2008-09. Most properties in Sweden were inspected in 2009 and 2010. The properties in Finland have not been inspected by DTZ.

Documentation
The following documentation has been available for valuation purposes;

- ✓ Copy of terms of the lease agreements; except minor non-hotel tenancies
- ✓ Hotel information provided by Norgani Hotels AS
- ✓ Technical report by Multiconsult and WSP
- ✓ Market information from various sources
- ✓ Macro-economic information from various sources

Valuation Summary

Valuation per 30 June 2010

	No	**Local curr, mn**		**mNOK**
Sweden		SEK	4779.1	**3976.7**
Finland	16	EUR	302.4	**2390.8**
Norway	14	NOK	2161.0	**2161.0**
Denmark	3	DKR	398.8	**423.2**
Total				**8951.7**