

NORWEGIAN PROPERTY

Prospectus in connection with the listing of Norwegian Property ASA's shares on Oslo Børs

Share Issue of between 15,000,000 and 25,000,000 New Shares
(assuming full exercise of the Greenshoe Option)
Secondary Sale of up to 2 000 000 New Shares

Indicative Price Range: NOK 50 – NOK 55 per share

Book-building Period for the Institutional Offering:
1 November 2006 to 13 November 2006 at 15:00 hours (CET)

Application Period for the Retail Offering:
1 November 2006 to 13 November 2006 at 12:00 hours (CET)

The Offer Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), and are being offered and sold (i) in the United States only to "qualified institutional buyers", as defined in and in reliance upon Rule 144A under the U.S. Securities Act; and (ii) outside the United States, in reliance on Regulation S under the U.S. Securities Act. Prospective purchasers are hereby notified that sellers of Offer Shares may be relying on the exemption from the provisions of section 5 of the U.S. Securities Act provided by Rule 144A. Offer Shares are not transferable except in accordance with the restrictions described herein under Section 3, "Statements and Important Information – Important Information" and all applicable laws.

Joint lead managers and book-runners

SEB ENSKILDA   Pareto Securities

Co-lead manager

DnB NOR Markets

27 October 2006




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1 SUMMARY

This summary should be read as an introduction to the Prospectus and any decision to invest should be based on consideration of the Prospectus as a whole by the investor, including the documents incorporated by reference and the risks of investing in the Offer Shares set out in "Risk Factors". This summary is not complete and does not contain all the information that you should consider in connection with any decision relating to the Offer Shares. Where a claim relating to the information contained in this Prospectus is brought before a court, the plaintiff might under the applicable legislation have to bear the costs of translating the Prospectus before the legal proceedings are initiated. No civil liability will attach to the board of directors of the Company in respect of this summary, unless it is misleading, inaccurate or inconsistent when read together with the other parts of this Prospectus.

1.1 Introduction to Norwegian Property

Norwegian Property is a newly established property investment company aiming to deliver attractive returns to its shareholders and to give investors access to a listed and liquid property company share. The company has a clear investment strategy with exclusive focus on centrally located commercial properties in the largest cities in Norway. The property portfolio consists of 41 high-standard commercial holdings with attractive locations, acquired at a total cost of roughly NOK 14.6 billion. Covering some 590 000 square meters, the properties will yield a contractual rent income in 2006 of NOK 882.4 million. Virtually all the area is leased, and the weighted average remaining duration for these leases at 30 September 2006 was 7.8 years. The properties have been acquired with an average implicit net yield after tax adjustments of about six per cent.

Norwegian Property was incorporated on 20 July 2005 (under the name Tekågel Invest 83 AS, renamed Norwegian Property AS on 29 April 2006). The Company conducted no operations in 2005. On 22 May 2006 the Company was converted to a public limited company and the shares were registered in VPS. The Company has acquired all of the properties it currently owns since 9 June 2006.

On 9 June 2006 Norwegian Property acquired 28 commercial properties in Oslo and Stavanger, with a total of approximately 330,000 sqm to a total value of approximately NOK 8.4 billion. In the period after 9 June 2006 to the date of this prospectus Norwegian Property has acquired an additional 13 commercial properties with a total of approximately 261,000 sqm to a total value of approximately NOK 6.2 billion. The values of the additional transactions were respectively NOK 1.1 billion in June, NOK 3.6 billion in third quarter and NOK 1.5 billion in October. In total, the Company has completed 12 different property transactions involving a total of 41 properties with a total value of approximately NOK 14.6 billion. The properties have been acquired partly as portfolios of properties/companies and partly as standalone properties/companies. The current Board of Directors were elected on a general meeting in April 2006 and have been actively involved in these transactions. In addition, a large team of various external advisors have been hired.

In the period from its inception to the date of this prospectus, the Company has completed two private placements, and several equity issues against contributions in kind, of a total of NOK 3.7 billion and has drawn up a total of NOK 11 billion in senior debt. On 13 June the Company was listed on the Norwegian OTC-list with the ticker code NPRO. The Company submitted an application for listing on Oslo Børs on 27 September 2006. The application was approved by the board of Oslo Børs on 25 October 2006 and the Company expects to be listed on Oslo Børs on or around 15 November 2006, subject to a completed equity issue of at least NOK 350 million.

Business concept

Norwegian Property aims to be the leading property company in the Norwegian real estate market and to be a front runner in driving restructuring and consolidation of the market. The Company seeks to attract the best people in the business and to harvest synergy effects through reaching critical mass of the property portfolio.

Goal

The Company’s goal is to deliver attractive returns to shareholders by becoming the leading provider of prime properties on medium to long term contracts to tenants which shall include the most solid and attractive tenants in the market.

For investors Norwegian Property shall become the largest and most liquid investment alternative within Norwegian commercial real estate.

Investment strategy

Prime properties, central location

The Company is focusing on large commercial properties with high technical standard and with an average value per property of NOK 200 million or more. The Company targets a property mix of 70-75% office space and 25-30% retail/warehouse/parking space. Norwegian Property will invest in properties with prime locations, and the target is that 85-90% of the portfolio should be located in the largest cities of Norway (Oslo, Bergen, Stavanger and Trondheim), mainly in the central business districts of these cities. The Company's current focus and home market is the largest cities in Norway. However, the Company has an ambitious growth strategy and a target to become one of the leading property companies in the Nordic region.

Prime tenants and lease contracts

A majority of the Company’s tenants shall be large, stock exchange listed companies and governmental or governmental owned tenants in order to limit default risk on rent contracts.

Medium to long-term average contract duration

The Company’s properties shall have a contract structure with an average remaining duration lease term of 7 years or more.

Lease contracts tied to CPI

The Company shall have lease contracts that mainly are subject to CPI-adjustments.

Limited development project activity

The Company shall only in limited scale be involved in development projects, except those that are value adding to existing portfolio and have limited risk.

Opportunistic approach to assets

The Company aims to be a front runner in driving restructuring and consolidation of the market. The Company will have an opportunistic approach towards acquisition/divestment of assets. Disposals will either be reinvested or paid as dividend, triggered by best return for shareholders.

Financing and return strategy

Norwegian Property shall have predictable revenue and cash flow development with a target pre-tax IRR on equity of 13 -15 %. The Company aims to give its shareholders a competitive direct return on invested capital through an annual dividend payment. The Company seeks to provide its shareholders with an attractive, predictable and above sector average annual dividend yield. The Company’s goal is to distribute 50 % or more of its net profits (ex. non cash items) as annual dividends. The Board of Norwegian Property will propose for the annual general meeting to distribute a dividend of NOK 2.50 per share for the financial year 2006.

The Company has an initial leverage of approximately 75 % senior debt and seeks to limit interest rate risk through fixed interest rate loans/hedge contracts. Additional mezzanine financing up to 85 % will be considered. In addition the Company has secured a bridge financing facility.

Operational strategy
Norwegian Property is in the process of setting up an organisation of 15 – 20 highly skilled people with proven records from other industries and/or superior credentials within the real estate industry. Currently the facility and commercial management of the properties have been outsourced to professional management firms, that were trusted with this task by the previous owners. The Company will pursue a strategy with a sound balance between in-house strategic and tactical skills and outsourcing/procurement of professional facility and commercial management services. The Company will exploit the benefits of size to achieve high quality services at competitive prices.

Shareholder strategy
The Company has a strategy to work towards liquidity in its shares. The high dividend yield strategy is also expected to support higher liquidity. Norwegian Property will seek to keep the public informed and up-to-date on the Company's performance, activities and special events in order to ensure that the pricing of the Company reflects the underlying values and future profit expectations to the greatest extent possible.

History and important events

Year	Significant events
July 2005	• Incorporation (name: Tekågel Invest 83 AS), but no business operations in 2005
Winter/spring 2006	• Initial plan to create a listed Norwegian property company with focus on office and retail properties in the largest Norwegian cities.
April/May 2006	• Name change into Norwegian Property AS and then Norwegian Property ASA
May 2006	• Norwegian Property completed its first private placement of NOK 1.75 billion, at a share-price of NOK 50 per share.
June 2006	• Norwegian Property settled the acquisition of its first 28 properties with a total value of approx. NOK 8.4 billion. The sellers contributed with a total of NOK 1.35 billion in new equity, subscribed at a price of NOK 50 per share. • The Company secured the long term interest rate for NOK 7.6 billion, at 5.2 percent p.a. (incl. margin) with an average duration of 6.3 years. • Norwegian Property was listed on the Norwegian OTC-list • The Company settled the acquisitions of Finnestadveien 44 in Stavanger and Lysaker Torg 35 (the "If-building") located at Lysaker. Total contract value was about NOK 1 billion.
July 2006	• Norwegian Property settled the acquisition of C. J. Hambros plass 2 (the "Ibsen-block"), for a price of about NOK 1.2 billion. The property has a total area of 38.000 sqm. • Norwegian Property settled the acquisition of Drammensveien 134 (building 2-6) and 149 ("the Esso-building"). The acquisition price is approximately NOK 1 billion. • The Company announces the hiring of Petter Jansen as the new CEO of the Company. • The Company successfully completed a private placement of NOK 300 million.
September 2006	• Norwegian Property settled the acquisition of Grev Wedels plass 9 (the "Fearnley-building") and agreed price of approx NOK 755 million. • Norwegian Property settled the acquisition of Kokstad Næringseiendom in Bergen Norwegian Property settled the acquisition of Gardermoen Næringseiendom • Application for listing on Oslo Børs
October 2006	• Norwegian Property settled the acquisition of the new headquarter of Aker ASA and companies within the Aker ASA group for approximately NOK 1.5 billion. The property is under construction and is estimated to be completed in November 2007. • The listing application was approved by the board of Oslo Børs

The property portfolio – key facts

Property	Built/rehab	Duration	Total sqm	Total parking lots	Land size	Annual contract rent 2006 (NOKm)	Vacancy	CPI adjustment
OSLO/AKERSHUS								
CBD								
Aker Brygge - total	1855/1986/2005	3,3	57 496	70	na	146,8	0 %	100 %
Drammensveien 134 - hus 1	1986/2001	6,0	5 328	0	na	11,3	0 %	100 %
Drammensveien 134 - hus 2	1990	1,5	4 509	0	1 590	5,3	9 %	100 %
Drammensveien 134 - hus 3	1990	3,1	6 125	0	1 660	9,3	0 %	100 %
Drammensveien 134 - hus 4	1990	3,3	4 731	0	1 905	5,4	11 %	100 %
Drammensveien 134 - hus 5	2002	6,0	8 420	44	2 770	16,8	1 %	100 %
Drammensveien 134 - hus 6	2005	12,2	19 233	290	7 766	30,0	0 %	100 %
Drammensveien 149	1994	5,2	16 456	139	9 007	20,9	9 %	100 %
Drammensveien 60	1960/2005	9,1	10 873	10	2 656	19,1	0 %	100 %
Hovfaret 11	1960/1988	12,6	5 640	40	3 021	10,4	0 %	100 %
Ibsenkvartalet (C.J. Hambros plass 2	1994-1996	7,5	38 147	0	4 762	61,7	0 %	100 %
Nedre Skøyen vei 24	1983	12,6	4 845	63	5 224	8,4	0 %	100 %
Nedre Skøyen vei 26 a-e	1984	12,6	17 621	60	17 424	33,1	0 %	100 %
Nedre Skøyen vei 26 f	2005	12,6	13 499	120	na	21,8	0 %	100 %
Stortingsgaten 6 (99%)	2004	6,3	6 177	28	960	19,7	0 %	100 %
Grev Wedels plass 9	1822/1992/2001	6,5	28 299	162	3 559	43,4	0 %	100 %
Total CBD		**6,8**	**247 398**	**1 026**	**62 305**	**463,6**	**0,7%**	**100 %**
Oslo West/Lysaker/Fornebu								
Aker Hus (Snarøyveien) *	2006-07	13,1	58 343	681	23 198	76,4	0 %	100 %
Forskningsveien 2 (80%)	2002	13,1	19 206	122	8 000	29,8	0 %	100 %
Lysaker Torg 35	2001	6,2	21 934	220	3 727	37,5	0 %	100 %
Magnus Poulssons vei 7	1990/1991	8,9	7 218	64	2 980	9,5	0 %	100 %
Middelthunsgt 17	1920/1987	7,4	33 319	114	33 500	42,7	0 %	100 %
Oksenøyveien 3	1985/1997	5,8	12 900	177	7 845	16,1	0 %	100 %
Total Oslo West/Lysaker/Fornebu		**10,0**	**152 920**	**1 378**	**79 250**	**212,0**	**0 %**	**100 %**
Oslo North/East								
Kolstadgaten 1	1979/2004	4,0	5 479	0	5 479	8,4	0 %	75 %
Økernveien 9	1966/67	8,8	12 761	125	3 367	16,6	0 %	100 %
Oslo Airport Gardermoen	1999	13,4	20 976	0	71 900	23,3	0 %	100 %
Total Oslo North/East		**10,2**	**39 216**	**125**	**80 746**	**48,3**	**0 %**	**96 %**
TOTAL OSLO/AKERSHUS		**8,0**	**439 534**	**2 529**	**222 301**	**723,8**	**0 %**	**100 %**
STAVANGER								
CBD								
Badehusgaten 33-39	1999	3,3	21 528	240	10 000	22,4	0 %	70 %
Nedre Holmegate 30-34	1967/85-86	7,2	5 250	37	1 177	4,5	0 %	100 %
Forus/Airport								
Forusbeen 35	1986/90	9,1	21 424	400	23 000	25,2	0 %	100 %
Grenseveien 19	1985	1,7	5 390	110	6 000	6,4	0 %	53 %
Grenseveien 21	986/87 and 1997/98	5,8	27 721	450	23 500	28,8	0 %	50 %
Maskinveien 32	2003	6,5	5 086	58	3 829	4,9	0 %	100 %
Strandsvingen 10	2004	7,7	2 059	38	5 075	2,8	0 %	80 %
Svanholmen 2	86-87 og 89-91/03	9,1	9 463	172	11 746	8,5	0 %	100 %
Sandnes								
Elvegaten 25	1964/87	1,3	5 583	35	2 680	7,6	0 %	70 %
Mauritz Kartevolds plass 1	1999	13,4	3 610	20	1 296	3,2	0 %	70 %
Stavanger - other								
Finnestadveien 44	5/82/83/2002/2004	11,3	22 032	300	23 700	27,0	0 %	100 %
Total Stavanger		**7,1**	**129 146**	**1 860**	**112 003**	**141,2**	**0 %**	**80 %**
BERGEN								
Kokstadveien 23	1981/1997	5,1	22 066	350	49 000	17,4	0 %	50 %
Total Bergen		**5,1**	**22 066**	**350**	**49 000**	**17,4**	**0 %**	**50 %**
GROSS TOTAL		**7,8**	**590 746**	**4 739**	**383 304**	**882,4**	**0 %**	**96 %**

*Under construction, to be completed November 2007

1.2 Directors, senior management and employees

Board of Directors

The Board of Directors of the Company consists of the following directors: Knut Brundtland (Chairman of the Board), Jostein Devold, Egil K. Sundbye and Torstein I. Tvenge.

The shareholders resolved in an extraordinary General Meeting of 4 October 2006 to extend the Board of Directors with the additional two Board Members, Hege Bømark and Karen Helene Ulltveit-Moe. These Board Members will take up their positions with effect from the date the Company's shares are listed on Oslo Børs.

Management and employees
Petter Jansen is the Company's Chief Executive Officer ("CEO") and Svein Hov Skjelle is the Company's Chief Financial Officer ("CFO").

The Company has since April 2006 engaged PricewaterhouseCoopers (PwC) through a so called "Interim Administration" agreement. Pursuant to this agreement PwC has taken care of all administrative tasks and operations on behalf of the Company. In addition, PwC has built up and established systems and routines for financial reporting, accounting and IT.

The engagement of PwC will be continued until the Company itself has established an adequate business administration which ensures that the Company's administrative needs are covered satisfactorily.

The Company's senior management ("Senior Management") assists the CEO in managing and executing the implementation of the Company's strategic and operational goals. In addititon to Petter Jansen (CEO) the Senior Management currently includes Svein Hov Skjelle (CFO), Helge Holen COO (CEO from April and until Jansen assumed his position 28 August 2006), ,Tore Juul (acting as Assisting CFO in a period of transition) and Nina Kathrine Hammerstad, Head of Corporate Accounting. Except for the CEO and CFO, the three others have been engaged from PwC through the "Interim Administration" agreement. The Senior Management are further supported by staff from PwC comprising of from six to ten persons.

Per the date of this Prospectus there are four permanent employees in the Company. In addition Dag Fladby has been appointed as Chief investment officer (CIO) and will take up his position on 1 November 2006 and Aili E Klami has been appointed Director of sales and marketing and will take up her position from 1 December 2006. During the first operating year the Company expect to employ 15 to 20 employees. The employees will be focused within the areas of strategic/tactical leadership, facilities and commercial management as well as for providing legal, financial and accounting/reporting leadership and execution.

1.3 Financial information

The table below includes key figures from the audited consolidated IFRS income statement for the Norwegian Property group for the period from 01.01.2006 and until 30.09.2006. The table also includes key figures from the consolidated IFRS income statement for the period from 01.01.2006 to the period ended 30.06.2006, as well as key figures from the income statement for the third quarter 2006.

Income statement

Amounts in NOK 1,000	Period ended 30.09.06	Q3 2006	Period ended 30.06.06
Gross rental income	212,234	181,033	31,201
Operating profit	181,129	157,803	23,326
Profit for the period	12, 277	(9,492)	21,769

Balance sheet

The table below includes key figures from the audited consolidated IFRS balance sheet as of 30.09.2006 for the Norwegian Property group, as well as key figures from the consolidated IFRS balance sheet as of 30.06.2006.

Amounts in NOK 1,000	**30.09.06**	**30.06.06**
Non current assets	13,218,636	9,634,292
Current assets	536,835	957,905
Total assets	**13,755,470**	**10,592,197**
Shareholders' equity	3,518,722	3,162,667
Non current liabilities	9,882,533	7,265,621
Current liabilities	354,215	163,909
Total equity and debt	**13,755,470**	**10,592,197**

Cash flow statement

The table below includes key figures from the audited consolidated IFRS cash flow statement for the Norwegian Property group for the period from 01.01.2006 and until 30.09.2006.

Amounts in NOK 1,000	**Period ended 30.09.06**
Cash generated from operating activities	455,772
Cash used in investing activities	(11,684,169)
Cash generated from financial activities	11,650,460
Net changes in cash and cash equivalents	**422,063**
Cash and cash equivalents at the beginning of the year	100
Cash and cash equivalents at the end of the period	**422,164**

Capitalisation and indebtedness

The Company's consolidated capitalisation as of 30 September 2006 was NOK 13.8 billion. Financial debt as of 30 September 2006 was NOK 9.9 billion and total shareholders' equity was NOK 3.5 billion (after transaction costs). Net interest bearing debt was NOK 9.5 billion as of 30 September 2006.

In October Norwegian Property completed the acquisition of Aker Hus. This transaction has increased total equity by NOK 0.1 billion and the net interest bearing debt by NOK 1.0 billion.

Management discussion of financial condition and results of operations

Based on the short term of operations for the Company in the second quarter 2006 (the period ended 30.06.2006), the financial figures for this period are not comparable with the figures for third quarter 2006. The financial performance in the period 30.06.2006 to 30.09.2006 reflects the first full three months of operations for the Norwegian Property group.

The rental income in the third quarter reflects the full operation of 31 properties owned as of 1 July and the operation of 9 properties bought during the third quarter

The gross rental income for the third quarter came in at NOK 181.0 million.

Operating and administrative expenses amounted to NOK 23.3 million. At property level, the operating expenses were in line with the cost assumptions used in the valuation of the properties, i.e. around 5%. No significant unforeseen costs were incurred during the period at this level. Total operating expenses came to NOK 7.0 million. Corporate level costs reflect some start-up costs related to recruiting, systems implementation as well as costs related to the interim administration and the additional workload driven by the preparations for the upcoming listing on the Oslo Børs. The non recurring element of this period's operating expenses is estimated to NOK 10 million. The operating profit was NOK 157.8 million.

After a swift start and a period of rapid growth in portfolio, the company is now streamlining the operating- and control structure and starting to pursue the benefits of large scale portfolio management.

- During the third quarter, after constructive negotiations, Hydro struck the option to extend a significant rental agreement (2 800 sqm) on the Skøyen premises by 2 years and is expanding the rented space by 500 sqm. The rent on the extra space is up in excess of 20%.
- An ongoing bid competition on the company's insurance policy is expected to further improve insurance terms while significantly reducing insurance premium on the majority of the properties.
- A dialogue with the MLA banks to restructure part of the senior debt through securitization and possibly bonds is well underway
- In December, Norwegian Property will move to a part of its own office premises at Aker Brygge. This will position the company management and administration in the heart of the financial/real estate industry district in Oslo.

Net financial cost in the third quarter amounted to NOK 171.0. million. This includes a fair value reduction on interest rate swap contracts not qualifying for hedge accounting of NOK 57.2 million. Average cost of debt was 5.1% for the period including up-front fees. After financial cost, pre-tax profit is reported at NOK (13.2) million.

Including the brief period of operation in the second quarter, year to date gross rental income amounted to NOK 212.2 million. After operating cost, year to date operating result is reported at NOK 181.1 million while net profit before tax is NOK 17.1 million. Financial cost is NOK 164.1 million year to date. This includes a net loss on interest rate swap contracts not qualifying for hedge accounting of NOK 29.5 million. Current value of the same swap contracts is NOK 22.1 million.

The value of the properties acquired during the third quarter was booked at NOK 3.6 billion including capitalized transaction cost. The total portfolio book value at the end of September 2006 amounted to NOK 13.2 billion.

The valuation of the properties has been tested, using the same methodology as was employed during the acquisition period, against fair market value as of October 2006. The total value increase from 30 June to 30 September has been estimated to NOK 0.1 billion according to the independent appraiser, DTZ Realkapital AS.

The external appraiser, DTZ Realkapital AS, has valued the properties as of 30 September 2006 giving a total value of NOK 13.4 billion. This is NOK 0.1 billion (+0.8%) above the similar valuation performed by DTZ as of 30 June 2006. This confirms the positive development in the value of the property portfolio. Book value, including capitalised transaction cost, of the properties as of 30.09.06 is NOK 13.2 billion. Adjusted for deferred tax liabilities this is in line with the value from DTZ Realkapital.

The board and management have assessed the development in the macroeconomic environment in general and the observed reduction in the yield in recently closed transactions in the market. Conditions are considered favourable for the real estate market. Considering the transaction costs incurred, the stability and duration of the rental contracts and the tenant portfolio, the board and the management do not consider that a fair value adjustment of the portfolio is deemed necessary at the end of the third quarter.

Cash and cash equivalents per 30 September 2006 was NOK 422.2 million. Total interest bearing debt outstanding was 9.9 billion, while paid in capital on 30 September was NOK 3.5 billion after issue cost of NOK 0.1billion. The equity ratio was 25.6% as of 30 September 2006.

Transaction costs related to both equity and debt financing as well as to the purchase of the properties, amounted to NOK 0.3 billion for the period from start-up to the end of the third quarter. A net NOK 0.1

billion after tax was charged against the equity while NOK 0.2 billion was capitalized on either the properties or the loans outstanding.

The board and the management consider the prevailing market conditions for further growth to be attractive. Norwegian Property has already formed an attractive property portfolio during 2006 based on a clear investment strategy and an attractive funding base. The company will continue to pursue investment opportunities in line with the strategy, in order to achieve the targeted returns.

Significant changes in financial and trading position after 30 September 2006
As a confirmation of the board of directors' confidence in the strategy and the market outlook, the company completed an agreement in mid October to acquire Aker Hus, the headquarters under construction for the Aker Group at Fornebu in Oslo. The total purchase price for the property was NOK 1,5 billion. The full year rental income for the property, which is rented on a "triple net/barehouse" agreement for a remaining 13.0 years, has been agreed at NOK 78 million p.a. "triple net/barehouse" means that the lessee will cover the operating or maintenance expenses during the 13-year term. This rent is also payable during the construction period.

For accounting purposes the "rental income" for Aker Hus up to the time of completion of the property in November 2007 will be treated as a down payment on a receivable against the tenants which is established at the time of purchase (October 2006). Interest on loans related to Aker Hus will be capitalized on the asset during the construction period.

The acquisition was executed on 25 October 2006 and was financed with NOK 100 million settlement in shares to sellers (at NOK 50 per share i.e. 2 million new shares), drawdown on the existing loan facility and an "equity bridge" debt facility that has been established with the MLA banks. The property is currently under construction with expected completion in November 2007. The Aker Group carry the risk of any construction cost overrun and/or delays.

After the purchase of Aker Hus, the portfolio of 41 properties totals approximately 591,000 square metres. 99.6 % of the properties are leased. Tenants consist almost entirely of large and reputable private and public enterprises. Including Aker Hus, leases for the 25 largest tenants is 9.0 years and average for the entire portfolio is 7.8 years.

1.4 Advisors and auditors

SEB Enskilda ASA acts as financial advisor for the Company and will act as joint lead manager and book runner in the Offering. Pareto Securities ASA is joint lead managers and book runner. DnB NOR Markets is Co-lead manager. Advokatfirma Thommessen is the Company's legal advisor. Deloitte AS is the auditor of Norwegian Property.

1.5 Major shareholders

The following table sets forth the largest shareholders of the Company as registered in VPS on 27 October 2006.

NAME	COUNTRY	NO OF SHARES	% SHARE
A WILHELMSEN CAPITAL ANLEGGSMIDLER	NORWAY	12,087,000	16.4%
MORGAN STANLEY & CO. CLIENT EQUITY ACCOUN	UK	5,276,001	7.2%
CREDIT SUISSE SECURI (EUROPE) LTD./FIRMS	UK	2,950,000	4.0%
AWECO INVEST AS ATT: JOSTEIN DEVOLD	NORWAY	2,870,282	3.9%
BANK OF NEW YORK, BR S/A ALPINE INTL REAL	USA	2,444,695	3.3%
VITAL FORSIKRING ASA DNB NOR KAPITALFORVA	NORWAY	2,303,700	3.1%
SPENCER FINANCE CORP	LIBERIA	2,209,900	3.0%
DEUTSCHE BANK AG LON PRIME BROKERAGE FULL	UK	2,168,258	2.9%
FRAM HOLDING AS	NORWAY	2,000,000	2.7%
FRAM MANAGEMENT AS	NORWAY	2,000,000	2.7%
TITAS EIENDOM AS	NORWAY	2,000,000	2.7%
FRAM REALINVEST AS	NORWAY	2,000,000	2.7%
LANI INDUSTRIER AS	NORWAY	2,000,000	2.7%
DANSKE BANK A/S 3887 SETTLEMENTS NOR	LUXEMBOURG	1,702,000	2.3%
OPPLYSNINGSVESENETS	NORWAY	1,599,931	2.2%
CREDIT SUISSE SECURI (EUROPE) PRIME BROKE	UK	1,220,000	1.7%
ORKLA ASA	NORWAY	1,120,000	1.5%
METEVA AS C/O FRANK MOHN AS	NORWAY	1,108,818	1.5%
MIAMI AS	NORWAY	1,062,718	1.4%
NORSK HYDROS PENSJON	NORWAY	1,009,000	1.4%
SUM 20 LARGEST SHAREHOLDERS		**51,132,303**	**69.6%**
TOTAL		**73,512,929**	**100.0%**

1.6 Summary of the Offering

The Offering comprises between 15,000,000 and 25,000,000 New Shares offered by the Company and up to 2,000,000 Secondary Shares offered by the Selling Shareholder, for a total of up to 27,000,000 Offer Shares, assuming full exercise of the Greenshoe Option. In the event of insufficient demand in the Offering, the issue of New Shares will have priority over the sale of Secondary Shares. The gross proceeds from the issue of New Shares will be up to NOK 1,375 million while the gross proceeds from the sales of Secondary Shares will be up to NOK 110 million (assuming full exercise of the Greenshoe Option).

The Board reserves the right to carry out the Share Issue at the minimum level of NOK 350 mill. defined as a condition for listing by Oslo Børs, ref section 10.8.

The Offering will be organised in two separate tranches:

- the Retail Offering, in which Offer Shares are offered to the public subject to a lower limit per application of 200 Shares and an upper limit per application of up 60,000 Shares for each investor. The Retail Offering will only be marketed in Norway; and
- the Institutional Offering, in which Offer Shares are offered to institutional investors and other professional investors in Norway and in certain other jurisdictions, which is subject to a lower limit per application of 60,001 Shares.

The purpose of the Offering is twofold. Firstly, the purpose is to secure a broad shareholder structure appropriate for a listed company. In order to secure liquidity and regular trading in the Shares, it is considered important to obtain a shareholder structure with a higher number of active investors with smaller and medium sized shareholdings. This reduces investors' transaction cost and is likely to facilitate a fair, market-based pricing of the Company's shares.

The proceeds from the Share Issue are mainly expected to be used for additional acquisitions of single properties, property portfolios or property companies and investments in further development of the existing property portfolio. Norwegian Property has identified several interesting potential properties and expects to be able to complete additional transactions during 2006/2007. Approximately NOK 350 million of the proceeds will be used to repay the loan under the Equity Bridge Facility set up as part of the financing of the acquisition of Aker Hus as described in section 6.6.

The following table summarises the main terms and conditions of the Offering.

Size of the Offering:	-	Up to 27,000,000 Offer Shares with a nominal value of NOK 25 each, assuming full exercise of the Greenshoe Option
Number of Offer Shares offered by the Company:	-	Between 15,000,000 and 25,000,000 new shares each with a nominal value of NOK 25 per share, assuming full exercise of the Greenshoe Option
Number of Offer Shares offered by the Selling Shareholder:		Up to 2,000,000 shares each with a nominal value of NOK 25 per share
Number of Shares outstanding before the issuance of New Shares:	-	73,512,929 Shares, each with a nominal value of NOK 25
Number of Shares after the Offering:	-	Up to 98,512,929 Shares, each with a nominal value of NOK 25 assuming full exercise of the Greenshoe Option
Offering Price	-	The price per share has not been determined. The Board of Directors of the Company and the Selling Shareholder will determine the Offering Price through a Book-building process among investors in the Institutional Offering. The basis for determining the price will be the Indicative Price Range. The final price may be set above or below the Indicative Price Range
Indicative Price Range	-	NOK 50 – NOK 55 per Offer Share
Application Period and applications in the Retail Offering	-	From and including 1 November 2006 to 12:00 hours on 13 November 2006, subject to extension. All applications in the Retail Offering must be made on the Application Form on paper (a copy of which is attached as Appendix 7 to this Prospectus) or through the Internet (see Section 10.4). Application Forms together with this Prospectus can be obtained from the Company or from one of the Application Offices for the Retail Offering. Applications made will be binding regardless if the offering price is set within, over or under the Indicative Price Range, unless the applicant has reserved himself against receiving shares should the offering price be set above the indicative price range
Book-building Period and applications in the Institutional Offering:	-	From and including 1 November 2006 to 15:00 hours on 13 November 2006, subject to extension. Applications for Offer Shares in the Institutional Offering must be made during the Book-building Period by advising one of the Application Offices for the Institutional Offering (see Section 10.2)
Payment and delivery of New	-	It is expected that payment and delivery of Offer Shares will

Shares		be on or about 17 November 2006 in the Institutional Offering. In the Retail Offering it is expected that payment will be on or about 16 November given that sufficient funds are available on the specified bank account on 15 November. Delivery of Offer Shares will be on or about 17 November.
Expected first day of trading	-	15 November 2006, subject to adjustment. Trading over the Internet must be agreed with the individual Internet broker.
Gross proceeds of the Offering:	-	Up to approximately NOK 1,485 million, assuming full exercise of the Greenshoe Option.
Gross proceeds of the Share Issue	-	Up to approximately NOK 1,375 million, assuming full exercise of the Greenshoe Option.
Gross proceeds of the sale of existing Shares:	-	Up to NOK 110 million
Over-Allotment Facility and Greenshoe Option	-	The Managers may, subject to approval by the Company, over-allot to the applicants a number of Shares equalling up to 10% of the number of the Shares (not including any over-allotted Shares) as decided following determination of the Offering Price, as further described in Section 10.6. The Stabilisation Manager has entered into an agreement with a shareholder pursuant to which the Stabilisation Manager will be entitled to borrow a number of Shares equalling up to 10% of the Offer Shares if the Over-Allotment Facility has been utilised, as further described in Section 10.6. The Board has granted the Stabilisation Manager a Green Shoe Option pursuant to which the Stabilisation Manager may acquire up to 2,454,545 shares in the Company at a price equal to the final Offering Price in the Offering through a new issue of up to 2,454,545 shares. The Green Shoe Option may be used only for the purpose of closing out any net short positions created through over allotments, if any, made in connection with the Offering.
Price Stabilisation	-	The Stabilisation Manager may effect transactions with a view to support the market price of the Shares at a level higher than what might otherwise prevail, through buying Shares in the open market at prices equal to or lower than the Offering Price. However, there is no obligation on the Stabilisation Manager to do so. Such stabilising activities, if commenced, may be discontinued at any time, and will be brought to an end 21 calendar days after the first day of trading of the Shares
Transaction costs	-	Transaction costs for the Offering are expected to be between NOK 35 - 65 million

Conditions for completing the Offering
The Company reserve the right, in consultation with the Managers, to withdraw the Offering at any time prior to final allocation on 13 November 2006 (subject to extension of the application periods as described in Sections 10.3 and 10.4) at their sole discretion (and for any reason).

Completion of the Offering is further subject to the Board's decision to issue New Shares on 13 November 2006 (subject to extension of application periods as described in Sections 10.3 and 10.4 below).

The Offering will be unconditional on the Managers and the Company at the time of registration of the capital increase in the Company Registry.

1.7 Summary of risk factors

Readers of this Prospectus should carefully consider all of the information contained herein, and in particular the following factors, which may affect some or all of the Company's activities, and which may make an investment in the Offer Shares one of high risk. This list is not exhaustive. The actual results of the Company could differ materially from those anticipated as a consequence of many factors, including the summary of risk factors described below and risks described elsewhere in this Prospectus:

The materialisation of these or other risk factors could have a material adverse effect on the Company's business, operating results or financial condition, and hence the development in the Company's share price.

- Norwegian Property 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.
- Norwegian Property is to a large extent financed by debt and will be exposed to interest rate fluctuations.
- The company has only recently been formed and acquired its assets. It is still in the process of recruiting employees and establishing its working routines.
- The Norwegian Central Bank's objective is to maintain annual long-term inflation level at a level of 2.5%. A lower rate of inflation may have a negative impact on the Company's revenues and liquidity.
- The demand for office/retail space 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.
- The supply of commercial property is influenced mainly by construction activity. Historically, positive developments in the office property market have been followed by increased construction of office properties. This may lead to oversupply and increased vacancies.
- The Tenants' financial status and strength, and thus their ability to service the rent etc. will always be a decisive factor when evaluating the risk of property projects as termination of leases with subsequent vacancy of the premises will influence the rental income negatively.
- Currently, less than 5% of the Company's rental incomes are in foreign currencies (EUR) and practically all operating expenses are denominated in NOK. This exposes the Company to limited foreign exchange risk.
- The construction of Aker Hus (Aker ASA's new headquarter at Fornebu) is estimated to be completed in November 2007. There is always a risk that the completion of a construction project may be delayed and that the construction costs will exceed the initial cost budget. Aker ASA is, however, as a main rule obligated to cover costs and losses arising from delayed completion and construction costs exceeding the initial budget, provided that such claims are forwarded to Aker

- ASA by November 2010. Furthermore, it cannot be ruled out that i.a the development of local infrastructure at Fornebu may lead to claims against the property owners at Fornebu (including Birkeli Tomt AS; the Company's subsidiary) which arise later than November 2010. In particular, there are uncertainties as to whether the development of a new railway solution at Fornebu may lead to such claims.
- Norwegian Property 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.
- 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.
- The loan facility negotiated for the Company contains certain requirements as regards the financial condition of the Company (financial covenants) relating to i.a., interest coverage ratio, loan to value, change of control etc and other obligations of financial nature, see further section 6.6. No assurance can be given that the Company will be able to satisfy all these terms and conditions at all times,
- Maintenance etc. of the properties, has been regulated mainly so that the landlord is responsible for external maintenance and that the tenant covers other operating costs. There is a general risk that costs for maintenance and replacements, upgrading, etc., for which the Company is responsible may be greater than assumed.
- In respect of some of the Properties, and the ground on which some of the Properties are placed, pollution/use of toxic material is known to the Company. 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 the authorities.
- There exist pre-emption rights on some of the Company's properties and these pre-emption rights were each waived by the respective holders in connection with Norwegian Property's acquisition of the relevant property.
- The lease contract of Middelthunsgate 17 between a subsidiary of the Company and Nordea Bank Norge ASA (tenant) lays down restrictions on certain companies' ownership of the property (which indirect ownership also may be interpreted to include ownership in the Company): If these companies (cf. section 2.1), without prior written consent of Nordea Bank Norge ASA, alone or jointly acquire a controlling interest in the Company, the lessee may claim a 30 % reduction of rent.
- Some of the buildings in Aker Brygge and parts of Middelthunsgate 17 are regulated for conservations purposes. 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 the exteriors of the buildings.
- If an acquisition is not registered in the land register, and the seller, or former owners goes bankrupt or the seller's creditors seize the property etc, the current owner's ownership rights to the property may be challenged.
- In "Instructions to the Board" and "Instructions to the CEO" overall guidelines are communicated to set the ethical standards for the leadership and business conduct in the Company. The Norwegian Property group has not experienced any incidents of fraud or fraudulent behavior during the operational period of the Company.
- Changes in, or completion, of existing planning regulations by relevant authorities may significantly affect the operations of the Company's properties, including the interest of potential tenants in future rental of premises or interest of future purchasers of the Properties.
- The market price of the Shares could fluctuate significantly in response to quarterly variations in operating results, business developments, changes in financial estimates by securities analysts and / or changes to the regulatory environment in which the Company operates.
- The Company is organized under the laws of Norway. Currently, its directors are residents of Norway, and its assets are located in Norway. As a result, it may not be possible for non-Norwegian investors to effect service of process in their own jurisdiction on the Company or any such persons, or to enforce against them judgments obtained in non-Norwegian courts.

- Because certain non-Norwegian investors may be unable to participate in future offerings, their percentage shareholding may be diluted
- The Company is a public limited company incorporated under the laws of Norway. The rights of holders of Shares are governed by Norwegian law and by the Articles of Association. These rights might differ from the rights of shareholders in other jurisdictions.

1.8 Shares and articles of association

The Company's share capital prior to the Offering is 1,837,823,225 divided into 73,512,929 shares each with a par value of NOK 25, all fully paid.

The Articles of Association (last amended 16 October 2006) of the Company are included as Appendix 1 to this Prospectus. According to its Articles of Association § 3, the Company's objectives, are to operate, purchase, sell and develop business properties, including participation in businesses which are connected to this. The Company has one class of shares only with equal rights. The Board of Directors shall have at least three and maximum nine members. Pursuant to the Articles of Association § 7, the Company shall have a Nomination Committee.

1.9 Dilution

The percentage of immediate dilution resulting from the Offering for the Company's shareholders is between 17% and 25%.

1.10 Transactions with related parties

The Norwegian Property group is not directly controlled and dominated by any significant shareholders. However, the Anders Wilhelmsen group controlles a total of 21.7% of the shares through Anders Wilhelmsen Capital AS (16.4%), AWECO Invest AS (3.9%) and Miami AS (1,4%). Torstein Tvenge and his family controls 10.9%.

There are four main categories of transactional relationships with "related parties" to Norwegian Property ASA:

- Property transactions with share considerations to sellers
- Facility management agreements
- Rental agreements with shareholders
- Interest charges from parent to subsidiaries

See section 7.7 where information of third-party transactions has been further elaborated.

1.11 Documents on display

Copies of this Prospectus may be obtained from Norwegian Property ASA, www.norwegianproperty.no, telephone: +47 91315000. Copies of this Prospectus may also be obtained from the Managers.

The Articles of Association of the Company, the financial statement for Q3 as well as an independent valuation report from DTZ Realkapital Verdivurdering AS, Stranden 1A, 0250 Oslo are attached to this Prospectus as appendices. The valuation report has been produced upon request from the Company.

The Prospectus and other documents (or copies thereof) referred to in this paragraph will be physically available for inspection for 12 months after the date of the Prospectus at the Company's registered business address:

- The Articles of Association of the Company (last amended 16 October 2006).
- Annual accounts for 2005 as well as historical financial information for subsidiary undertakings

- Any reports, letters, and other documents, historical financial information, valuations and statements prepared by any expert at the issuer's request any part of which is included or referred to in the Prospectus.

Aker Hus

Drammensveien 134 – hus 6

2 RISK FACTORS

Readers of this Prospectus should carefully consider all of the information contained herein, and in particular the following factors, which may affect some or all of the Company's activities, and which may make an investment in the Offer Shares one of high risk. This list is not exhaustive. The actual results of the Company could differ materially from those anticipated as a consequence of many factors, including the risks described below and elsewhere in this Prospectus.

2.1 Company and industry risk factors

Macro economic fluctuations

Norwegian Property 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 company owns properties. It is especially important what the market conditions are when the lease contracts expire on the Company's properties.

Interest rate fluctuations

Norwegian Property is to a large extent financed by debt and will be exposed to interest rate fluctuations. Any period of unexpected or rapid increase in interest rates may hence negatively affect the Company's cash flows and profitability. 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. 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.

Limited history as an operating company

The Company has only recently been formed and acquired its assets. It is still in the process of recruiting employees and establishing its working routines. There can be no guarantee that the company will not experience unexpected problems in relation to individual assets that it has acquired, or that it will be able to recruit and retain the staff that it requires

Inflation risk

The Norwegian Central Bank's objective is to maintain annual long-term inflation level at a level of 2.5%. A lower rate of inflation may have a negative impact on the Company's revenues and liquidity. The majority of rental contracts in the Company's property portfolio have a 100% CPI adjustment clause allowing the Company to adjust rental rates with the CPI development. The Company seeks to secure such regulation clauses in all new contracts.

Demand for office space

The demand for office/retail space 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.

Supply of accommodation

The supply of accommodation is influenced mainly by construction activity. Historically, positive developments in the office property market have been followed by increased construction of office 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.

Tenant risk

The Tenants' financial status and strength, and thus their ability to service the rent etc. will always be a decisive factor when evaluating the risk of property projects. It would not be unusual if some of the leases are terminated and that new lease contracts are entered into. Termination of leases with subsequent vacancy of the premises, or lower rent levels, will influence the rental income negatively.

The Company focuses on blue chip tenants and on long term contracts. The current average duration of rental contracts are 7.3 years as of 30.09.2006, increasing to 7.8 when including Aker Hus. The majority of the Company's current rental revenues come from solid tenants. New tenants are checked for credit rating and history. All tenants have provided bank guaranties or made deposits in secure "depository accounts" with amounts equivalent to a minimum of 3 months rent. Credit losses during Q3 2006 has been negligible.

Foreign exchange risk
Currently, less than 5% of the Group's rental incomes are in foreign currencies (EUR) and practically all operating expenses are denominated in NOK. This exposes the Group to limited foreign exchange risk.

At the end of the financial period ended 30.09.2006, the Group has forward exchange contracts with notional values totaling NOK 323 million. Gains and losses on the Group's forward exchange contracts are classified as other operating gains/losses in the income statement.

Risk related to Aker Hus – the headquarter of Aker ASA
The construction of Aker Hus – Aker ASA's new headquarter at Fornebu – is estimated to be completed in November 2007. There is always a risk that the completion of a construction project may be delayed and that the construction costs will exceed the initial cost budget. However, pursuant to a sale and purchase agreement entered into in 2005, Aker ASA is as a main rule obligated to cover costs and losses arising from delayed completion and 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; Birkeli Tomt AS (the Company's subsidiary). 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 development of a new railway solution at Fornebu (*Fornebu-banen*) may lead to claims against Birkeli Tomt AS and other property owners at Fornebu. About 92 % of the total area has been sublet from Aker ASA to Aker Kværner ASA.

Lease agreement Middelthunsgate 17
The lease contract between a subsidiary of the Company and Nordea Bank Norge ASA regarding Nordea's rent of the property Middelthunsgate 17 in Oslo, lays down certain restrictions on the following companies', direct or indirect, ownership of the property (which indirect ownership also may be interpreted to include ownership in the Company): DNB NOR ASA, Sparebank 1, Danske Bank or any group or associated company of these companies. If these companies, without prior written consent of Nordea Bank Norge ASA, alone or jointly acquire a controlling interest in the Company, the lessee 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 is in force.

Legal claims/legal matters/ pre-emption rights
Norwegian Property 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. In particular in relation to renegotiation of site leasehold (Nw: festekontrakter) and lease contracts, and there are in the future likely to be disputes between the owner and the tenant.

There exist pre-emption rights on some of the Company's properties for the benefit of the lessees and these pre-emption rights were each waived by the respective holders in connection with Norwegian Property's acquisition of the relevant property.

Tax risk
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 Company 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 authorities are of a different opinion.

Fulfillment of loan obligations
The loan facility negotiated for the Company contains certain requirements as regards the financial condition of the Company (financial covenants) relating to i.a. interest coverage ratio, loan-to-value covenants, change of control etc and other obligations of financial nature, see further section 6.6.

No assurance can be given that the 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 the loan to the Company is accelerated by the lenders, including acceleration based on the provisions regarding cross-default, which could itself oblige the Company to seek to refinance its loans and the Company may be forced to divest properties. There can be no assurance that the Company will, if required, be able to enter into new loan facilities on satisfactory terms, and to the extent necessary to maintain its existing and future business.

Maintenance/Technical condition/Operating risk
Maintenance etc. of the properties, has been regulated mainly 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 leases 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 Company is responsible may be greater than assumed. The scope of the landlord's potential obligation will depend on the technical state and condition of the lease object. In particular, the Company will incur costs in relation to adaptation to new tenants. Technical due diligence has been performed on all property acquisitions to assess maintenance requirements and expected future operational expenses.

All the Company's properties are operated by professional facility management operators with clear contractual obligations to employ or engage the required certified competence and resources to meet regulatory standards.

The Company has a group wide insurance policy that will provide indemnity for unforeseen physical damage to, or loss of, insured property that occurs as a result of named perils such as fire, water damage, storm, etc. as well as liability insurance. The insured value of buildings is the replacement value of the property. The insurance terms also give coverage when rentals have been interrupted or rental value has been impaired by the occurrence of any of the insured perils. The insurance program is covered by reputable insurance companies.

Hidden defects and emissions - pollution
Generally, under the purchase contracts the Company carries a risk of hidden defects and pollution at the Properties. In respect of some of the 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 Company. 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 the authorities.

Regulation risk
Changes in, or completion, of existing planning regulations by relevant authorities may significantly affect the operations of the Company's properties, including the interest of potential tenants in future rental of premises or interest of future purchasers of the Properties. Furthermore, existing planning regulations may limit the possibility to further develop the properties.

Preservation areas
Some of the buildings in Aker Brygge and parts of Middelthunsgate 17 are regulated for conservations 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/façade. The interiors are considered less suitable for preservation, not the least due to the requirements for changes to offices and retail areas. The report has received some mention in the media.

Parts of Middelthunsgate 17 are regulated as "Special area preservation (offices)" in the zoning plan which was approved on the 24 July 2985. This entails a general ban on demolishing and restrictions concerning reconstruction, extension etc.

Risk from use of title companies
In order to achieve full legal protection for the acquisition of title, a requirement pursuant to the 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 former owners goes bankrupt or the seller's creditors seize the property etc, the current owner's ownership rights to the property may be challenged.

In major property transactions it is therefore normal practice that the buyer does not register his acquisition. As an alternative, the buyer may (in addition to purchasing the property itself) acquire the shares or parts in a company which holds the title to the property. This structure is to a large extent used in the Company's property portfolio. However, from a legal point of view there may be uncertainties connected to such structure. E.g. 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. However, the Company is free to carry out the registration with the land register which, however, would trigger stamp duty of 2.5% of market value.

Fraud risk
In "Instructions to the Board" and "Instructions to the CEO" overall guidelines are communicated to set the ethical standards for the leadership and business conduct in the Company. The Norwegian Property group has not experienced any incidents of fraud or fraudulent behavior during the operational period of the Company.

2.2 Risks relating to the Shares

The Company's share prices may experience volatility

The market price of the Shares could fluctuate significantly in response to quarterly variations in operating results, business developments, changes in financial estimates by securities analysts and / or changes to the regulatory environment in which the Company operates.

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

Enforceability of civil liabilities

The Company is organised under the laws of Norway. Currently, its directors are residents of Norway, and all its assets are located in Norway. As a result, it may not be possible for non-Norwegian investors to effect service of process in their own jurisdiction on the Company or any such persons, or to enforce against them judgements obtained in non-Norwegian courts. Norway is party to the Lugano Convention and a judgement obtained in another Lugano Convention state will in general be enforceable in Norway. However, there is substantial doubt as to the enforceability in Norway of judgements of non-Lugano Convention state courts, hereunder the courts of the United States.

Shareholders may be diluted if they are unable to participate in future offerings

Because certain non-Norwegian investors may be unable to participate in future offerings, their percentage shareholding may be diluted. Unless otherwise resolved by the general meeting or the board by proxy, shareholders in Norwegian public companies such as the Company have pre-emptive rights proportionate to the aggregate amount of the shares they hold with respect to new shares being issued by the Company. For reasons relating to foreign securities laws or other factors, foreign investors may not be able to participate in a new issuance of shares or other securities and may face dilution as a result.

The ability to bring an action against the Company may be limited under Norwegian law

The Company is a public limited company incorporated under the laws of Norway. The rights of holders of Shares are governed by Norwegian law and by the Articles of Association. These rights might 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. Under Norwegian law, any action brought by the Company in respect of wrongful acts committed against the Company takes priority over actions brought by shareholders 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.

Drammensveien 149

Drammensveien 149

3 STATEMENTS AND IMPORTANT INFORMATION

STATEMENT OF RESPONSIBILITY FOR THE PROSPECTUS

This Prospectus has been prepared in connection with the Offering described herein and the planned listing of the Company on Oslo Børs.

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

Oslo, 27 October 2006
The Board of Directors of
Norwegian Property ASA

Knut Brundtland Chairman	Jostein Devold Board Member	Egil K. Sundbye Board Member	Torstein Tvenge Board Member

IMPORTANT INFORMATION

PLEASE REFER TO THE SECTION HEADED ”DEFINITIONS; GLOSSARY AND OTHER MATTERS ” FOR DEFINITIONS AND GLOSSARY, WHICH ALSO APPLY TO THE PRECEDING PAGES.

THIS PROSPECTUS HAS BEEN PREPARED ACCORDING TO SECTIONS 5-2 AND 5-3 OF THE NORWEGIAN SECURITIES TRADING ACT IN CONNECTION WITH AN APPLICATION FOR LISTING ON OSLO BØRS OF THE SHARES OF NORWEGIAN PROPERTY ASA (THE “COMPANY” OR “NORWEGIAN PROPERTY”) AND THE OFFERING, AS DEFINED AND DESCRIBED HEREIN. THE PROSPECTUS HAS BEEN APPROVED BY OSLO BØRS PURSUANT TO SECTION 5-7 OF THE SECURITIES TRADING ACT.

THE INFORMATION CONTAINED HEREIN IS AS OF THE DATE HEREOF AND IS SUBJECT TO CHANGE, COMPLETION AND AMENDMENT WITHOUT NOTICE. THERE MAY HAVE BEEN CHANGES IN MATTERS AFFECTING THE COMPANY SUBSEQUENT TO THE DATE OF THIS PROSPECTUS. ANY NEW FACTOR OR SIGNIFICANT ERROR OR INACCURACY IN THE PROSPECTUS CAPABLE OF AFFECTING AN ASSESSMENT OF THE OFFER SHARES ARISING AFTER THE PUBLICATION OF THIS PROSPECTUS AND BEFORE THE END OF THE OFFER PERIOD OR BEFORE THE COMPANY’S SHARES ARE LISTED ON OSLO BØRS WILL BE PUBLISHED AS A SUPPLEMENT TO THIS PROSPECTUS IN ACCORDANCE WITH APPLICABLE REGULATIONS IN NORWAY. THE DELIVERY OF THIS PROSPECTUS SHALL UNDER NO CIRCUMSTANCES CREATE ANY IMPLICATION THAT THE INFORMATION CONTAINED HEREIN IS COMPLETE OR CORRECT AS OF ANY TIME SUBSEQUENT TO THE DATE HEREOF.

THE CONTENTS OF THIS PROSPECTUS ARE NOT TO BE CONSTRUED AS LEGAL, BUSINESS, FINANCIAL OR TAX ADVICE. EACH PROSPECTIVE INVESTOR SHOULD CONSULT ITS OWN LEGAL ADVISOR, BUSINESS ADVISOR, FINANCIAL ADVISOR OR TAX ADVISOR AS TO LEGAL, BUSINESS, FINANCIAL AND TAX ADVICE.

THE NORWEGIAN SUMMARY CONTAINED IN THIS PROSPECTUS HAS BEEN INCLUDED FOR INFORMATION PURPOSES ONLY, AND THE ENGLISH TEXT OF THE PROSPECTUS SHALL PREVAIL IN CASE OF INCONSISTENCY.

NO ACTION HAS BEEN OR WILL BE TAKEN IN ANY JURISDICTION OTHER THAN NORWAY BY THE MANAGERS, THE SELLING SHAREHOLDER OR THE COMPANY THAT WOULD PERMIT A PUBLIC OFFERING OF THE OFFER SHARES, OR THE POSSESSION OR DISTRIBUTION OF ANY DOCUMENTS RELATING THERETO, OR ANY AMENDMENT OR SUPPLEMENT THERETO, IN ANY COUNTRY OR JURISDICTION WHERE SPECIFIC ACTION FOR THAT PURPOSE IS REQUIRED. ACCORDINGLY, THIS PROSPECTUS MAY NOT BE USED FOR THE PURPOSE OF, AND DOES NOT CONSTITUTE, AN OFFER TO SELL OR ISSUE, OR A SOLICITATION OF AN OFFER TO BUY OR SUBSCRIBE FOR, ANY SECURITIES IN ANY JURISDICTIONS IN ANY CIRCUMSTANCES IN WHICH SUCH OFFER OR SOLICITATION IS NOT LAWFUL OR AUTHORIZED. PERSONS INTO WHOSE POSSESSION THIS PROSPECTUS MAY COME ARE REQUIRED BY THE COMPANY, THE SELLING SHAREHOLDER AND THE MANAGERS TO INFORM THEMSELVES ABOUT AND TO OBSERVE SUCH RESTRICTIONS.

THE OFFER SHARES HAVE NOT BEEN APPROVED OR RECOMMENDED BY ANY UNITED STATES FEDERAL OR STATE SECURITIES COMMISSION OR REGULATORY AUTHORITY. FURTHERMORE, THE FOREGOING AUTHORITIES HAVE NOT CONFIRMED THE ADEQUACY OR ACCURACY OF THIS DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENCE.

SELLING RESTRICTIONS

UNITED STATES. THE OFFER SHARES DESCRIBED HEREIN HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE “U.S. SECURITIES ACT”) AND ARE BEING OFFERED AND SOLD (I) INSIDE THE UNITED STATES TO “QUALIFIED INSTITUTIONAL BUYERS” AS DEFINED IN AND IN RELIANCE UPON RULE 144A UNDER THE U.S. SECURITIES ACT; AND (II) OUTSIDE THE UNITED STATES IN RELIANCE ON REGULATION S UNDER THE U.S. SECURITIES ACT. PROSPECTIVE PURCHASERS ARE HEREBY NOTIFIED THAT SELLERS OF OFFER SHARES MAY BE RELYING ON THE EXEMPTION FROM THE PROVISIONS OF SECTION 5 OF THE U.S. SECURITIES ACT PROVIDED BY RULE 144A. IN RELATION TO THE UNITED STATES, THIS PROSPECTUS IS STRICTLY CONFIDENTIAL AND IS BEING FURNISHED BY THE COMPANY AS PART OF AN ISSUE EXEMPT FROM REGISTRATION UNDER THE U.S. SECURITIES ACT, SOLELY FOR THE PURPOSE OF ENABLING PROSPECTIVE INVESTORS TO CONSIDER THE SUBSCRIPTION OF THE NEW SHARES OFFERED HEREBY. PROSPECTIVE PURCHASERS SHOULD BE AWARE THAT THEY MAY BE REQUIRED TO BEAR THE FINANCIAL RISK OF AN INVESTMENT IN THE OFFER SHARES FOR AN INDEFINITE PERIOD OF TIME.

CANADA AND JAPAN. THE OFFER SHARES ARE NOT BEING OFFERED AND MAY NOT BE OFFERED OR SOLD, DIRECTLY OR INDIRECTLY, IN CANADA OR JAPAN OR TO OR FOR THE ACCOUNT OF ANY RESIDENT OF CANADA OR JAPAN.

EACH PURCHASER OF OFFER SHARES WILL BE DEEMED TO HAVE ACKNOWLEDGED, BY ITS SUBSCRIPTION TO OFFER SHARES, THAT THE COMPANY AND THE MANAGER AND THEIR RESPECTIVE AFFILIATES AND OTHER PERSONS WILL RELY ON THE ACCURACY OF THE ACKNOWLEDGEMENTS, REPRESENTATIONS AND AGREEMENTS SET FORTH HEREIN.

IN RELATION TO THE UNITED KINGDOM, THIS PROSPECTUS AND ITS CONTENTS ARE CONFIDENTIAL AND ITS DISTRIBUTION (WHICH TERM SHALL INCLUDE ANY FORM OF COMMUNICATION) IS RESTRICTED PURSUANT TO SECTION 21 (RESTRICTIONS ON FINANCIAL PROMOTION) OF THE FINANCIAL SERVICES AND MARKETS ACT 2000 (FINANCIAL PROMOTION) ORDER 2005. IN RELATION TO THE UNITED KINGDOM, THIS PROSPECTUS IS ONLY DIRECTED AT, AND MAY ONLY BE DISTRIBUTED TO, PERSONS WHO FALL WITHIN THE MEANING OF ARTICLE 19 (INVESTMENT PROFESSIONALS) AND 49 (HIGH NET WORTH COMPANIES, UNINCORPORATED ASSOCIATIONS, ETC.) OF THE FINANCIAL SERVICES AND MARKETS ACT 2000 (FINANCIAL PROMOTION) ORDER 2005 OR WHO ARE PERSONS TO WHOM THE PROSPECTUS MAY OTHERWISE LAWFULLY BE DISTRIBUTED.

NOTICE TO NEW HAMPSHIRE RESIDENTS. NEITHER THE FACT THAT A REGISTRATION STATEMENT OR AN APPLICATION FOR A LICENCE HAS BEEN FILED UNDER CHAPTER 421-B OF THE NEW HAMPSHIRE REVISED STATUTES WITH THE STATE OF NEW HAMPSHIRE (“RSA 421-B”) NOR THE FACT THAT A SECURITY IS EFFECTIVELY REGISTERED OR A PERSON IS LICENSED IN THE STATE OF NEW HAMPSHIRE CONSTITUTES A FINDING BY THE SECRETARY OF STATE OF NEW HAMPSHIRE THAT ANY DOCUMENT FILED UNDER RSA 421-B IS TRUE, COMPLETE AND NOT MISLEADING. NEITHER ANY SUCH FACT NOR THE FACT THAT ANY EXEMPTION OR EXCEPTION IS AVAILABLE FOR A SECURITY OR A TRANSACTION MEANS THAT THE SECRETARY OF STATE HAS PASSED IN ANY WAY UPON THE MERITS OR QUALIFICATIONS OF, OR RECOMMENDED OR GIVEN APPROVAL TO, ANY PERSON, SECURITY, OR TRANSACTION. IT IS UNLAWFUL TO MAKE, OR CAUSE TO BE MADE, TO ANY PROSPECTIVE PURCHASER, CUSTOMER, OR CLIENT ANY REPRESENTATION INCONSISTENT WITH THE PROVISIONS OF THIS PARAGRAPH.

AVAILABLE INFORMATION. FOR SO LONG AS ANY OF THE OFFER SHARES BEING OFFERED AND SOLD PURSUANT TO THE OFFERING REMAIN OUTSTANDING AND ARE “RESTRICTED SECURITIES” WITHIN THE MEANING OF RULE 144(A)(3) UNDER THE U.S. SECURITIES ACT, IF AT ANY TIME THE COMPANY IS NEITHER SUBJECT TO SECTION 13 OR SECTION 15(D) UNDER THE U.S. SECURITIES EXCHANGE ACT OF 1934 (THE “EXCHANGE ACT”) NOR EXEMPT FROM REPORTING UNDER THE EXCHANGE ACT PURSUANT TO RULE 12G3-2(B) THEREUNDER, THE COMPANY HAS AGREED TO FURNISH TO ANY SHAREHOLDER OR TO A PROSPECTIVE PURCHASER OF SHARES DESIGNATED BY ANY SUCH SHAREHOLDER THE INFORMATION SPECIFIED IN, AND MEETING THE REQUIREMENTS OF, RULE 144A(D)(4) UNDER THE U.S. SECURITIES ACT, UPON THE REQUEST OF ANY SUCH SHAREHOLDER.

ENFORCEABILITY OF JUDGMENTS. THE COMPANY IS A PUBLIC LIMITED COMPANY ORGANIZED UNDER THE LAWS OF THE KINGDOM OF NORWAY. A MAJORITY OF ITS DIRECTORS AND EXECUTIVES, AND CERTAIN OF THE EXPERTS NAMED HEREIN, RESIDE IN NORWAY OR OTHER COUNTRIES OTHER THAN THE UNITED STATES. ALL OR A SUBSTANTIAL PORTION OF THE ASSETS OF SUCH PERSONS AND OF THE COMPANY ARE LOCATED OUTSIDE THE UNITED STATES. AS A RESULT, IT MAY NOT BE POSSIBLE FOR INVESTORS TO EFFECT SERVICE OF PROCESS WITHIN THE UNITED STATES UPON SUCH PERSONS OR THE COMPANY OR TO ENFORCE, IN U.S. COURTS, JUDGMENTS OBTAINED AGAINST SUCH PERSONS IN JURISDICTIONS OUTSIDE THE UNITED STATES. IN ADDITION, IT MAY BE DIFFICULT FOR INVESTORS TO ENFORCE, IN ORIGINAL ACTIONS BROUGHT IN COURTS IN JURISDICTIONS LOCATED OUTSIDE THE UNITED STATES, LIABILITIES PREDICATED UPON THE CIVIL LIABILITY PROVISIONS OF U.S. SECURITIES LAWS. THE COMPANY HAS BEEN ADVISED BY ITS NORWEGIAN COUNSEL, ADVOKATFIRMA THOMMESSEN, THAT THERE IS DOUBT AS TO THE ENFORCEABILITY IN NORWAY, IN ORIGINAL ACTIONS OR IN ACTIONS FOR THE ENFORCEMENT OF JUDGMENTS OF U.S. COURTS, OF CIVIL LIABILITIES PREDICATED UPON THE U.S. SECURITIES LAWS OR OTHER LAWS OF THE UNITED STATES OR ANY STATE THEREOF..

TRANSFER RESTRICTIONS

NO OFFER OR SALE OF OFFER SHARES MAY BE MADE IN ANY JURISDICTION EXCEPT UNDER CIRCUMSTANCES THAT WILL RESULT IN COMPLIANCE WITH THE APPLICABLE LAWS OF SUCH JURISDICTION. EACH PROSPECTIVE PURCHASER AND SUBSCRIBER TO THE OFFER SHARES MUST COMPLY WITH ALL APPLICABLE LAWS AND REGULATIONS IN FORCE IN ANY JURISDICTION IN WHICH IT PURCHASES, SUBSCRIBES, OFFERS OR SELLS THE OFFER SHARES OR POSSESSES OR DISTRIBUTES THIS PROSPECTUS AND MUST OBTAIN ANY CONSENT, APPROVAL OR PERMISSION REQUIRED BY IT FOR ACQUIRING OFFER SHARES. PERSONS RECEIVING A COPY OF THIS PROSPECTUS ARE REQUIRED BY THE COMPANY AND THE MANAGERS TO INFORM THEMSELVES ABOUT AND TO OBSERVE ANY RESTRICTIONS AS TO THE OFFERING AND THE DISTRIBUTION OF THIS PROSPECTUS.

BECAUSE OF THE FOLLOWING RESTRICTIONS, PURCHASERS OF OFFER SHARES ARE ADVISED TO CONSULT LEGAL COUNSEL PRIOR TO MAKING ANY OFFER, RESALE, PLEDGE OR OTHERWISE TRANSFER OF OFFER SHARES.

THE OFFER SHARES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT AND ARE BEING OFFERED AND SOLD (I) IN THE UNITED STATES TO "QUALIFIED INSTITUTIONAL BUYERS" (AS DEFINED IN RULE 144A AND IN RELIANCE ON RULE 144A UNDER THE U.S. SECURITIES ACT); AND (II) OUTSIDE THE UNITED STATES IN RELIANCE ON REGULATION S UNDER THE U.S. SECURITIES ACT.

EACH PURCHASER OF OFFER SHARES WILL BE DEEMED TO HAVE REPRESENTED AND AGREED AS FOLLOWS (TERMS USED HEREIN THAT ARE DEFINED IN RULE 144A OR REGULATION S UNDER THE U.S. SECURITIES ACT ARE USED HEREIN AS DEFINED THEREIN):

1. IT (A)(I) IS A QUALIFIED INSTITUTIONAL BUYER, (II) IS AWARE THAT THE SALE OF THE OFFER SHARES TO IT IS BEING MADE IN RELIANCE ON RULE 144A OR ANOTHER EXEMPTION FROM REGISTRATION UNDER THE U.S. SECURITIES ACT AND (III) IS ACQUIRING SUCH OFFER SHARES FOR ITS OWN ACCOUNT OR FOR THE ACCOUNT OF A QUALIFIED INSTITUTIONAL BUYER; OR (B) IS OUTSIDE THE UNITED STATES AND IS ACQUIRING THE OFFER SHARES IN AN OFFSHORE TRANSACTION WITHIN THE MEANING OF REGULATION S.

2. IT UNDERSTANDS THAT THE OFFER SHARES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT AND MAY NOT BE OFFERED, RESOLD, PLEDGED OR OTHERWISE TRANSFERRED EXCEPT (A)(I) TO A PERSON WHO IT REASONABLY BELIEVES IS A QUALIFIED INSTITUTIONAL BUYER PURCHASING FOR ITS OWN ACCOUNT OR FOR THE ACCOUNT OF A QUALIFIED INSTITUTIONAL BUYER IN A TRANSACTION MEETING THE REQUIREMENTS OF RULE 144A, (II) IN AN OFFSHORE TRANSACTION COMPLYING WITH THE PROVISIONS OF REGULATION S OR (III) PURSUANT TO AN EXEMPTION FROM REGISTRATION UNDER THE U.S. SECURITIES ACT PROVIDED BY RULE 144 THEREUNDER (IF AVAILABLE) OR ANOTHER AVAILABLE EXEMPTION FROM REGISTRATION UNDER THE U.S. SECURITIES ACT (IF ANY) AND (B) IN ACCORDANCE WITH ALL APPLICABLE LAWS OF THE STATES OF THE UNITED STATES. NO REPRESENTATION CAN BE MADE AS TO THE AVAILABILITY OF THE EXEMPTION PROVIDED BY RULE 144 IN RESPECT OF ANY DISPOSALS OF OFFER SHARES.

3. TO THE EXTENT OFFER SHARES WILL BE IN CERTIFICATED FORM, THEY WILL BEAR A LEGEND TO THE FOLLOWING EFFECT, UNLESS THE COMPANY DETERMINES OTHERWISE IN COMPLIANCE WITH APPLICABLE LAW:

   "THE SECURITY EVIDENCED HEREBY HAS NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933 (THE "U.S. SECURITIES ACT"), AND MAY NOT BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED EXCEPT (A)(1) TO A PERSON WHO THE SELLER REASONABLY BELIEVES IS A QUALIFIED INSTITUTIONAL BUYER WITHIN THE MEANING OF RULE 144A UNDER THE U.S. SECURITIES ACT PURCHASING FOR ITS OWN ACCOUNT OR FOR THE ACCOUNT OF A QUALIFIED INSTITUTIONAL BUYER IN A TRANSACTION MEETING THE REQUIREMENTS OF RULE 144A, (2) IN AN OFFSHORE TRANSACTION COMPLYING WITH THE PROVISIONS OF REGULATION S UNDER THE U.S. SECURITIES ACT OR (3) PURSUANT TO AN EXEMPTION FROM REGISTRATION UNDER THE U.S. SECURITIES ACT PROVIDED BY RULE 144 THEREUNDER (IF AVAILABLE) OR ANOTHER AVAILABLE EXEMPTION FROM REGISTRATION UNDER THE U.S. SECURITIES ACT (IF ANY) AND (B) IN ACCORDANCE WITH ALL APPLICABLE LAWS OF THE STATES OF THE UNITED STATES. NO REPRESENTATION CAN BE MADE AS TO THE AVAILABILITY OF THE EXEMPTION PROVIDED BY RULE 144 FOR ANY DISPOSALS OF THE SECURITY EVIDENCED HEREBY."

4. IT WILL NOT DEPOSIT OFFER SHARES INTO AN UNRESTRICTED AMERICAN DEPOSITARY RECEIPT FACILITY UNLESS AND UNTIL SUCH TIME AS SUCH OFFER SHARES ARE NO LONGER "RESTRICTED SECURITIES" WITHIN THE MEANING OF RULE 144(A)(3) UNDER THE U.S. SECURITIES ACT.

5. IT WILL GIVE EACH PERSON TO WHOM IT TRANSFERS OFFER SHARES NOTICE OF THESE RESTRICTIONS ON TRANSFER AND OF THEIR APPLICABILITY (CONSISTENT WITH THEN-APPLICABLE LAW) TO SUCH PERSON, WHO SHALL IN TURN BE OBLIGED TO GIVE SUCH NOTICE TO THE TRANSFEREES, AND SO ON.

6. THE COMPANY AND THE MANAGER AND THEIR RESPECTIVE DIRECTORS, EMPLOYEES, REPRESENTATIVES AND AFFILIATES WILL RELY UPON THE TRUTH AND ACCURACY OF THE FOREGOING REPRESENTATIONS AND AGREEMENTS IN MAKING ANY TRANSFER OF ADDITIONAL NEW SHARES TO SUCH PURCHASER.

EACH PURCHASER OF OFFER SHARES WILL BE DEEMED TO HAVE ACKNOWLEDGED, BY ITS APPLICATION FOR OFFER SHARES, THAT THE COMPANY AND THE MANAGERS AND THEIR RESPECTIVE AFFILIATES AND OTHER PERSONS WILL RELY ON THE ACCURACY OF THE ACKNOWLEDGEMENTS, REPRESENTATIONS AND AGREEMENTS SET FORTH HEREIN.

FORWARD LOOKING STATEMENTS
CERTAIN STATEMENTS MADE IN THIS PROSPECTUS MAY INCLUDE FORWARD-LOOKING STATEMENTS. THESE STATEMENTS RELATE TO THE COMPANY'S EXPECTATIONS, BELIEFS, INTENTIONS OR STRATEGIES REGARDING THE FUTURE. THESE STATEMENTS MAY BE IDENTIFIED BY THE USE OF WORDS LIKE "ANTICIPATE", "BELIEVE", "ESTIMATE", "EXPECT", "INTEND", "MAY", "PLAN", "PROJECT", "WILL", "SHOULD", "SEEK", AND SIMILAR EXPRESSIONS. THE FORWARD-LOOKING STATEMENTS REFLECT THE COMPANY'S CURRENT VIEWS AND ASSUMPTIONS WITH RESPECT TO FUTURE EVENTS AND ARE SUBJECT TO RISKS AND UNCERTAINTIES. ACTUAL AND FUTURE RESULTS AND TRENDS COULD DIFFER MATERIALLY FROM THOSE SET FORTH IN SUCH STATEMENTS. THE COMPANY DOES NOT INTEND, AND DOES NOT ASSUME ANY OBLIGATION, TO UPDATE THE FORWARD-LOOKING STATEMENTS INCLUDED IN THIS PROSPECTUS AS OF ANY DATE SUBSEQUENT TO THE DATE HEREOF.

PRESENTATION OF FINANCIAL INFORMATION
THE COMPANY'S CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED SEPTEMBER 30, 2006 HAVE BEEN PREPARED IN ACCORDANCE WITH INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRS") AS ADOPTED BY THE EU. THE COMPANY'S FINANCIAL STATEMENTS FOR THE YEAR ENDED 2005 HAVE BEEN PREPARED IN ACCORDANCE WITH NORWEGIAN GENERALLY ACCEPTED ACCOUNTING PRINCIPLES ("NORWEGIAN GAAP"), THE PRO FORMA FINANCIAL STATEMENTS FOR THE PERIODS ENDED 31.12.2005 AND 30.09.2006 ARE BASED ON NORWEGIAN GAAP CONVERTED TO AND PRESENTED IN ACCORDANCE WITH IFRS (SEE SECTION 6.5 FOR FURTHER INFORMATION ABOUT THESE FIGURES) EACH OF NORWEGIAN GAAP AND IFRS DIFFER IN CERTAIN MATERIAL RESPECTS FROM EACH OTHER AND FROM GENERALLY ACCEPTED ACCOUNTING PRINCIPLES IN CERTAIN OTHER JURISDICTIONS, INCLUDING FROM UNITED STATES GENERALLY ACCEPTED ACCOUNTING PRINCIPLES ("U.S. GAAP"). WE HAVE NOT PRESENTED A RECONCILIATION OF OUR FINANCIAL STATEMENTS TO U.S. GAAP IN THE PROSPECTUS, AND DO NOT INTEND TO RECONCILE FUTURE FINANCIAL STATEMENTS TO U.S. GAAP. FURTHERMORE, WE HAVE NOT QUANTIFIED OR IDENTIFIED THE IMPACT OF THE DIFFERENCES BETWEEN IFRS AND U.S. GAAP AND NORWEGIAN GAAP AND U.S. GAAP AS APPLIED TO OUR FINANCIAL STATEMENTS. AS THERE ARE DIFFERENCES BETWEEN IFRS AND US GAAP AND NORWEGIAN GAAP AND US GAAP, THERE MIGHT BE SUBSTANTIAL DIFFERENCES IN OUR RESULTS OF OPERATIONS, CASH FLOWS AND FINANCIAL POSITION IF WE WERE TO PREPARE OUR FINANCIAL STATEMENTS IN ACCORDANCE WITH U.S. GAAP. THE PRINCIPAL ACCOUNTING POLICIES APPLIED IN THE PREPARATION OF OUR FINANCIAL STATEMENTS ARE AS SET FORTH IN OUR AUDITED FINANCIAL STATEMENTS FOR THE PERIOD ENDED SEPTEMBER 30, 2006. PROSPECTIVE INVESTORS SHOULD REVIEW THE ACCOUNTING POLICIES APPLIED IN THE PREPARATION OF OUR FINANCIAL STATEMENTS AND CONSULT THEIR OWN ACCOUNTING EXPERTS IN ORDER TO UNDERSTAND HOW SUCH DIFFERENCES MAY BE RELEVANT TO THEIR REVIEW OF THE COMPANY'S FINANCIAL STATEMENTS.

CERTAIN FINANCIAL AND OTHER INFORMATION SET FORTH IN A NUMBER OF TABLES IN THIS PROSPECTUS HAS BEEN ROUNDED, FOR THE CONVENIENCE OF THE READERS. ACCORDINGLY, IN CERTAIN INSTANCES, THE SUM OF THE NUMBERS IN A COLUMN MAY NOT CONFORM EXACTLY TO THE TOTAL FIGURE GIVEN. ANY SUCH ROUNDING DIFFERENCES ARE NOT MATERIAL.

CURRENCIES
THE COMPANY PUBLISHES ITS FINANCIAL STATEMENTS IN NOK. UNLESS OTHERWISE SPECIFIED OR UNLESS THE CONTEXT OTHERWISE REQUIRES, ALL REFERENCES IN THIS PROSPECTUS TO "NORWEGIAN KRONER" OR "NOK" REFER TO THE CURRENCY OF NORWAY.

ALL INQUIRIES RELATING TO THIS PROSPECTUS OR THE MATTERS ADDRESSED HEREIN SHOULD BE DIRECTED TO THE COMPANY OR THE MANAGERS. NO PERSONS OTHER THAN THOSE DESCRIBED IN THIS PROSPECTUS HAVE BEEN AUTHORIZED TO DISCLOSE OR DISSEMINATE INFORMATION ABOUT THIS PROSPECTUS OR ABOUT THE MATTERS ADDRESSED IN THIS PROSPECTUS. IF GIVEN, SUCH INFORMATION MAY NOT BE RELIED UPON AS HAVING BEEN AUTHORIZED BY THE COMPANY.

THIS PROSPECTUS SHALL BE GOVERNED BY NORWEGIAN LAW, AND ANY DISPUTES RELATING TO THIS PROSPECTUS OR THE OFFERING ARE SUBJECT TO THE SOLE JURISDICTION OF NORWEGIAN COURTS, WITH OSLO DISTRICT COURT AS LEGAL VENUE.

Ibsenkvartalet (C.J. Hambros plass 2

4 THE COMPANY AND ITS BUSINESS

4.1 Background

Norwegian Property is a newly established property investment company aiming to deliver attractive returns to its shareholders and to give investors access to a listed and liquid property company share. The company has a clear investment strategy with exclusive focus on centrally located commercial properties in the largest cities in Norway. The property portfolio consists of 41 high-standard commercial holdings with attractive locations, acquired at a total cost of roughly NOK 14.6 billion. Covering some 590 000 square meters, the properties will yield a contractual rent income in 2006 of NOK 882.4 million. Virtually all the area is leased, and the weighted average remaining duration for these leases at 30 September 2006 was 7.8 years. The properties have been acquired with an average implicit net yield after tax adjustments of about six per cent.

Norwegian Property was incorporated on 20 July 2005 (under the name Tekågel Invest 83 AS, renamed Norwegian Property AS on 29 April 2006). The Company conducted no operations in 2005. On 22 May 2006 the Company was converted to a public limited company and the shares were registered in VPS. The Company has acquired all of the properties it currently owns since 9 June 2006.

On 9 June 2006 Norwegian Property acquired 28 commercial properties in Oslo and Stavanger, with a total of approximately 330,000 sqm to a total value of approximately NOK 8.4 billion. In the period after 9 June 2006 to the date of this prospectus Norwegian Property has acquired an additional 13 commercial properties with a total of approximately 261,000 sqm to a total value of approximately NOK 6.2 billion. The values of the additional transactions were respectively NOK 1.1 billion in June, NOK 3.6 billion in third quarter and NOK 1.5 billion in October. In total, the Company has completed 12 different property transactions involving a total of 41 properties with a total value of approximately NOK 14.6 billion. The properties have been acquired partly as portfolios of properties/companies and partly as standalone properties/companies. The current Board of Directors were elected on a general meeting in April 2006 and have been actively involved in these transactions. In addition, a large team of various external advisors have been hired.

In the period from its inception to the date of this prospectus, the Company has completed two private placements, and several equity issues against contributions in kind, of a total of NOK 3.7 billion and has drawn up a total of NOK 11 billion in senior debt. On 13 June the Company was listed on the Norwegian OTC-list with the ticker code NPRO. The Company submitted an application for listing on Oslo Børs on 27 September 2006. The application was approved by the board of Oslo Børs on 25 October 2006 and the Company expects to be listed on Oslo Børs on or around 15 November 2006, subject to an equity issue of at least NOK 350 million.

4.2 Business concept, goal and strategies

Business concept

Norwegian Property aims to be the leading property company in the Norwegian real estate market and to be a front runner in driving restructuring and consolidation of the market. The Company seeks to attract the best people in the business and to harvest synergy effects through reaching critical mass of the property portfolio.

Goal

The Company's goal is to deliver attractive returns to shareholders by becoming the leading provider of prime properties on medium to long term contracts to tenants which shall include the most solid and attractive tenants in the market.

For investors Norwegian Property shall become the largest and most liquid investment alternative within Norwegian commercial real estate.

Investment strategy

Prime properties, central location

The Company is focusing on large commercial properties with high technical standard and with an average value per property of NOK 200 million or more. The Company targets a property mix of 70-75% office space and 25-30% retail/warehouse/parking space. Norwegian Property will invest in properties with prime locations, and the target is that 85-90% of the portfolio should be located in the largest cities of Norway (Oslo, Bergen, Stavanger and Trondheim), mainly in the central business districts of these cities. The Company's current focus and home market is the largest cities in Norway. However, the Company has an ambitious growth strategy and a target to become one of the leading property companies in the Nordic region.

Prime tenants and lease contracts

A majority of the Company’s tenants shall be large, stock exchange listed companies and governmental or governmental owned tenants in order to limit default risk on rent contracts.

Medium to long-term average contract duration

The Company’s properties shall have a contract structure with an average remaining duration lease term of 7 years or more.

Lease contracts tied to CPI

The Company shall have lease contracts that mainly are subject to CPI-adjustments.

Limited development project activity

The Company shall only in limited scale be involved in development projects, except those that are value adding to existing portfolio and have limited risk.

Opportunistic approach to assets

The Company aims to be a front runner in driving restructuring and consolidation of the market. The Company will have an opportunistic approach towards acquisition/divestment of assets. Disposals will either be reinvested or paid as dividend, triggered by best return for shareholders.

Financing and return strategy

Norwegian Property shall have predictable revenue and cash flow development with a target pre-tax IRR on equity of 13 -15 %. The Company aims to give its shareholders a competitive direct return on invested capital through an annual dividend payment. The Company seeks to provide its shareholders with an attractive, predictable and above sector average annual dividend yield. The Company’s goal is to distribute 50 % or more of its net profits (ex. non cash items) as annual dividends. The Board of Norwegian Property will propose for the annual general meeting to distribute a dividend of NOK 2.50 per share for the financial year 2006.

The Company has an initial leverage of approximately 75 % senior debt and seeks to limit interest rate risk through fixed interest rate loans/hedge contracts. Additional mezzanine financing up to 85 % will be considered. In addition the Company has secured a bridge financing facility.

Operational strategy

Norwegian Property is in the process of setting up an organisation of 15 – 20 highly skilled people with proven records from other industries and/or superior credentials within the real estate industry. Currently the facility and commercial management of the properties have been outsourced to professional management firms, that were trusted with this task by the previous owners. The Company will pursue a strategy with a sound balance between in-house strategic and tactical skills and outsourcing/procurement of professional facility and commercial management services. The Company will exploit the benefits of size to achieve high quality services at competitive prices.

Shareholder strategy
The Company has a strategy to work towards liquidity in its shares. The high dividend yield strategy is also expected to support higher liquidity. Norwegian Property will seek to keep the public informed and up-to-date on the Company's performance, activities and special events in order to ensure that the pricing of the Company reflects the underlying values and future profit expectations to the greatest extent possible.

4.3 History and important events

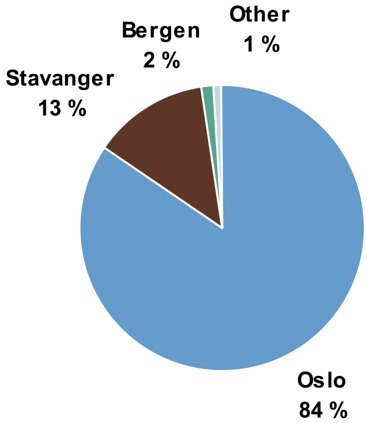
Year	Significant events
July 2005	• Incorporation (name: Tekågel Invest 83 AS), but no business operations in 2005
Winter/spring 2006	• Initial plan to create a listed Norwegian property company with focus on office and retail properties in the largest Norwegian cities.
April/May 2006	• Name change into Norwegian Property AS and then Norwegian Property ASA
May 2006	• Norwegian Property completed its first private placement of NOK 1.75 billion, at a share-price of NOK 50 per share.
June 2006	• Norwegian Property settled the acquisition of its first 28 properties with a total value of approx. NOK 8.4 billion. The sellers contributed with a total of NOK 1.35 billion in new equity, subscribed at a price of NOK 50 per share. • The Company secured the long term interest rate for NOK 7.6 billion, at 5.2 percent p.a. (incl. margin) with an average duration of 6.3 years. • Norwegian Property was listed on the Norwegian OTC-list • The Company settled the acquisitions of Finnestadveien 44 in Stavanger and Lysaker Torg 35 (the "If-building") located at Lysaker. Total contract value was about NOK 1 billion.
July 2006	• Norwegian Property settled the acquisition of C. J. Hambros plass 2 (the "Ibsen-block"), for a price of about NOK 1.2 billion. The property has a total area of 38.000 sqm. • Norwegian Property settled the acquisition of Drammensveien 134 (building 2-6) and 149 ("the Esso-building"). The acquisition price is approximately NOK 1 billion. • The Company announces the hiring of Petter Jansen as the new CEO of the Company. • The Company successfully completed a private placement of NOK 300 million.
September 2006	• Norwegian Property settled the acquisition of Grev Wedels plass 9 (the "Fearnley-building") and agreed price of approx NOK 755 million. • Norwegian Property settled the acquisition of Kokstad Næringseiendom in Bergen Norwegian Property settled the acquisition of Gardermoen Næringseiendom • Application for listing on Oslo Børs
October 2006	• Norwegian Property settled the acquisition of the new headquarter of Aker ASA and companies within the Aker ASA group for approximately NOK 1.5 billion. The property is under construction and is estimated to be completed in November 2007. • The listing application was approved by the board of Oslo Børs subject to a completed equity issue of at least NOK 350 million

4.4 The property portfolio

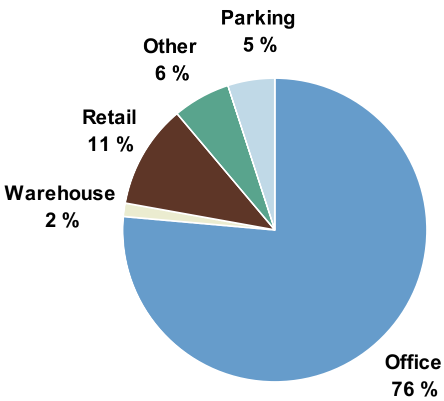
Portfolio overview

The property portfolio consists of 41 prime properties mainly located in Oslo and Stavanger. The properties have generally high technical standard with a very solid tenant base consisting of headquarters of many large companies listed on Oslo Børs. The property portfolio consist of a total of approximately 591,000 square meters with an average remaining lease contract duration of 7.8 years as of 30.09.06.

In line with the Company's strategy all the properties are located in three of the major cities in Norway; Oslo, Stavanger and Bergen or in the surrounding areas of these cites. As illustrated in the figure to the right, approximately 84% of the properties are located in the Oslo area (based on value), 13% in the Stavanger area and 2% in the Bergen area.



The split between different types of premises is illustrated in the figure to the right. The major types of premises are office with approximately 76% of the areas (based on rental income) and retail with approximately 11%. The rest, 13 %, is divided between parking, warehouse and other premises. This is in line with the Company's target of a property mix of 70-75% office space and 25-30% retail/warehouse/ parking space.



The table below gives an overview of the distribution of gross area and parking spaces per property for the Company's portfolio of properties.

Distribution of gross area

		Space split (sqm)						Parking lots				
Property	Built/rehab	Offices	Retail	Warehouse	Indoor parking	Other	Total sqm	Indoor	Outdoor	Total	Land size	Expansion potential (sqm)*
OSLO/AKERSHUS												
CBD												
Aker Brygge - total	1855/1986/2005	30 012	23 289	1 789	1 302	1 103	57 496	60	10	70	na	4 000
Drammensveien 134 - hus 1	1986/2001	5 328	0	0	0	0	5 328	0	0	0	na	1 800
Drammensveien 134 - hus 2	1990	4 068	0	441	0	0	4 509	0	0	0	1 590	700
Drammensveien 134 - hus 3	1990	6 125	0	0	0	0	6 125	0	0	0	1 660	700
Drammensveien 134 - hus 4	1990	3 958	0	773	0	0	4 731	0	0	0	1 905	700
Drammensveien 134 - hus 5	2002	7 695	0	0	725	0	8 420	29	15	44	2 770	
Drammensveien 134 - hus 6	2005	12 138	0	0	7 095	0	19 233	284	6	290	7 766	
Drammensveien 149	1994	10 433	0	2 044	3 980	0	16 456	129	10	139	9 007	
Drammensveien 60	1960/2005	8 593	797	1 483	0	0	10 873	0	10	10	2 656	
Hovfaret 11	1960/1988	4 377	0	569	0	694	5 640	0	40	40	3 021	
Ibsenkvartalet (C.J. Hambros plass 2	1994-1996	31 872	1 713	2 938	0	1 624	38 147	0	0	0	4 762	8 400
Nedre Skøyen vei 24	1983	3 630	0	696	0	520	4 845	0	63	63	5 224	2 300
Nedre Skøyen vei 26 a-e	1984	11 444	0	1 093	1 234	3 850	17 621	0	60	60	17 424	5 500
Nedre Skøyen vei 26 f	2005	8 767	0	0	4 235	497	13 499	120	0	120	na	
Stortingsgaten 6 (99%)	2004	5 084	851	242	0	0	6 177	28	0	28	960	
Grev Wedels plass 9	1822/1992/2001	16 405	2 601	83	5 589	3 621	28 299	162	0	162	3 559	
Total CBD		**169 928**	**29 251**	**12 151**	**24 160**	**11 908**	**247 398**	**812**	**214**	**1 026**	**62 305**	**24 100**
Oslo West/Lysaker/Fornebu												
Aker Hus (Snarøyveien)	2006-07	35 556	0	0	18 089	4 698	58 343	631	50	681	23 198	
Forskningsveien 2 (80%)	2002	15 960	0	0	3 246	0	19 206	109	14	122	8 000	
Lysaker Torg 35	2001	14 422	0	412	7 100	0	21 934	220	0	220	3 727	
Magnus Poulssons vei 7	1990/1991	5 357	0	0	1 861	0	7 218	64	0	64	2 980	
Middelthunsgt 17	1920/1987	26 847	0	3 472	3 000	0	33 319	114	0	114	33 500	
Oksenøyveien 3	1985/1997	10 200	0	0	2 700	0	12 900	110	67	177	7 845	
Total Oslo West/Lysaker/Fornebu		**108 342**	**0**	**3 884**	**35 997**	**4 698**	**152 920**	**1 248**	**131**	**1 378**	**79 250**	**0**
Oslo North/East												
Kolstadgaten 1	1979/2004	5 479	0	0	0	0	5 479	0	0	0	5 479	
Økernveien 9	1966/67	12 761	0	0	0	0	12 761	85	40	125	3 367	
Oslo Airport Gardermoen	1999	0	0	0	0	20 976	20 976	0	0	0	71 900	
Total Oslo North/East		**18 240**	**0**	**0**	**0**	**20 976**	**39 216**	**85**	**40**	**125**	**80 746**	**0**
TOTAL OSLO/AKERSHUS		**296 510**	**29 251**	**16 035**	**60 157**	**37 582**	**439 534**	**2 145**	**385**	**2 529**	**222 301**	**24 100**
STAVANGER												
CBD												
Badehusgaten 33-39	1999	12 973	0	2 540	2 315	3 700	21 528	90	150	240	10 000	8 500
Nedre Holmegate 30-34	1967/85-86	3 054	1 023	0	1 173	0	5 250	37	0	37	1 177	
Forus/Airport												
Forusbeen 35	1986/90	17 674	0	0	3 750	0	21 424	150	250	400	23 000	3 000
Grenseveien 19	1985	5 390	0	0	0	0	5 390	0	110	110	6 000	
Grenseveien 21	)86/87 and 1997/98	27 721	0	0	0	0	27 721	0	450	450	23 500	
Maskinveien 32	2003	5 086	0	0	0	0	5 086	21	37	58	3 829	
Strandsvingen 10	2004	2 059	0	0	0	0	2 059	0	38	38	5 075	
Svanholmen 2	86-87 og 89-91/03	2 883	6 580	0	0	0	9 463	0	172	172	11 746	6 000
Sandnes												
Elvegaten 25	1964/87	5 583	0	0	0	0	5 583	0	35	35	2 680	
Mauritz Kartevolds plass 1	1999	3 610	0	0	0	0	3 610	20	0	20	1 296	
Stavanger - other												
Finnestadveien 44	5/82/83/2002/2004	21 832	200	0	0	0	22 032	0	300	300	23 700	
Total Stavanger		**107 865**	**7 803**	**2 540**	**7 238**	**3 700**	**129 146**	**318**	**1 542**	**1 860**	**112 003**	**17 500**
BERGEN												
Kokstadveien 23	1981/1997	8 600	0	0	0	13 466	22 066	0	350	350	49 000	20 000
Total Bergen		**8 600**	**0**	**0**	**0**	**13 466**	**22 066**	**0**	**350**	**350**	**49 000**	**20 000**
GROSS TOTAL		**412 975**	**37 054**	**18 575**	**67 395**	**54 748**	**590 746**	**2 463**	**2 277**	**4 739**	**383 304**	**61 600**

*Estimated by technical consultants BER or OPAK

1) Aker Brygge: 2,000 sqm conversion of office space into retail space, 1,200 sqm new office space and 800 sqm new retail space
2) Drammensveien 134: - House 1 New floor area by construction of new roof covering open area between building 1-5
3) Drammensveien 134: - House 2: Conversion of office space into retail space
4) Drammensveien 134: - House 3: Conversion of office space into retail space
5) Drammensveien 134: - House 4: Conversion of office space into retail space
6) Ibsenkvartalet: New office space
7) Nedre Skøyenvei 24: 1,500 sqm new office space and 836 new warehouse space
8) Nedre Skøyenvei 26: 750 sqm new office space and 4,800 sqm indoor parking space
9) Badehusgaten: New office space or new housing space
10) Forusbeen: New office space
11) Svanholmen: New office space
12) Kokstadveien: New office space (in 5-10 years)

The expansion potential as estimated and described above is at a preliminary stage of development and has not yet been technically and financially confirmed, nor has any official approval from affected authorities been sought. However, the technical expertise advising the company considers the above to form attractive opportunities for the company.

The table below gives an overview of rent levels and related information for the Company's property portfolio.

Rent levels and valuation

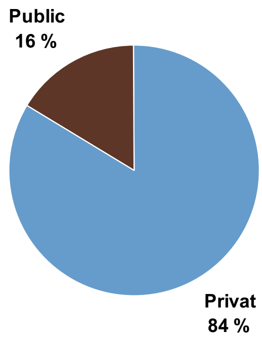
Property	Duration	Annual contract rent 2006 (NOKm)	Purchase date	Gross rent as of 3Q06 (NOKm)	Opex as of 3Q06 (NOKm)	Net rent as of 3Q06 (NOKm)	Vacancy	CPI adjustment	Property value*
OSLO/AKERSHUS									
CBD									
Aker Brygge - total	3,3	146,8	09 June 2006	27,5	3,5	24,1	0 %	100 %	2 429,5 (1
Drammensveien 134 - hus 1	6,0	11,3	09 June 2006	10,2	0,4	9,8	9 %	100 %	166,1 (2
Drammensveien 134 - hus 2	1,5	5,3	06 July 2006	1,2	1,0	0,2	0 %	100 %	100,9 (2
Drammensveien 134 - hus 3	3,1	9,3	06 July 2006	2,2	0,0	2,1	11 %	100 %	156,5 (2
Drammensveien 134 - hus 4	3,3	5,4	06 July 2006	1,3	0,0	1,3	1 %	100 %	97,4 (2
Drammensveien 134 - hus 5	6,0	16,8	06 July 2006	3,9	0,0	3,9	0 %	100 %	260,2 (2
Drammensveien 134 - hus 6	12,2	30,0	09 June 2006	0,4	0,0	0,4	0 %	100 %	576,1 (2
Drammensveien 149	5,2	20,9	06 July 2006	5,2	0,8	4,3	9 %	100 %	355,2
Drammensveien 60	9,1	19,1	09 June 2006	4,7	0,1	4,6	0 %	100 %	325,5
Ibsenkvartalet (C.J. Hambros plass 2	7,5	61,7	04 July 2006	14,8	0,2	14,5	0 %	100 %	166,2
Hovfaret 11	12,6	10,4	09 June 2006	2,6	0,0	2,6	0 %	100 %	1 169,1
Nedre Skøyen vei 24	12,6	8,4	09 June 2006	2,1	0,0	2,1	0 %	100 %	138,4
Nedre Skøyen vei 26 a-e	12,6	33,1	09 June 2006	8,3	0,0	8,3	0 %	100 %	580,2
Nedre Skøyen vei 26 f	12,6	21,8	09 June 2006	5,4	0,0	5,4	0 %	100 %	399,3
Stortingsgaten 6 (99%)	6,3	19,7	09 June 2006	4,7	0,0	4,8	0 %	100 %	290,6
Grev Wedels plass 9	6,5	43,4	01 September 2006	3,8	0,0	3,8	0 %	100 %	783,4
Total CBD		**463,6**		**98,3**	**6,2**	**92,2**	**1 %**	**100 %**	**7 994,6**
Oslo West/Lysaker/Fornebu									
Aker Hus (Snarøyveien)	13,1	76,4	25 October 2006	0,0	0,0	0,0	0 %	100 %	1 499,6 (3
Forskningsveien 2 (80%)	13,1	29,8	09 June 2006	9,3	0,6	8,7	0 %	100 %	655,2
Lysaker Torg 35	6,2	37,5	22 June 2006	10,2	0,1	10,1	0 %	100 %	611,9
Magnus Poulssons vei 7	8,9	9,5	09 June 2006	2,3	0,1	2,3	0 %	100 %	123,4
Middelthunsgt 17	7,4	42,7	09 June 2006	10,8	0,4	10,5	0 %	100 %	695,2
Oksenøyveien 3	5,8	16,1	09 June 2006	4,0	0,0	4,1	0 %	100 %	231,4
Total Oslo West/Lysaker/Fornebu		**212,0**		**36,7**	**1,1**	**35,7**	**0 %**	**100 %**	**3 816,6**
Oslo North/East									
Kolstadgaten 1	4,0	8,4	09 June 2006	2,1	0,2	1,9	0 %	75 %	96,8
Økernveien 9	8,8	16,6	09 June 2006	5,1	0,1	5,0	0 %	100 %	240,8
Oslo Airport Gardermoen	13,4	23,3	08 September 2006	1,4	0,0	1,4	0 %	100 %	325,8
Total Oslo North/East		**48,3**		**8,7**	**0,3**	**8,4**	**0 %**	**96 %**	**663,4**
TOTAL OSLO/AKERSHUS		**723,8**		**143,8**	**7,5**	**136,2**	**0 %**	**100 %**	**12 474,6**
STAVANGER									
CBD									
Badehusgaten 33-39	3,3	22,4	09 June 2006	5,6	0,2	5,4	0 %	70 %	371,3
Nedre Holmegate 30-34	7,2	4,5	09 June 2006	1,2	0,4	0,9	0 %	100 %	68,6
Forus/Airport									
Forusbeen 35	9,1	25,2	09 June 2006	6,3	0,3	6,0	0 %	100 %	358,4
Grenseveien 19	1,7	6,4	09 June 2006	1,6	0,1	1,5	0 %	53 %	95,5
Grenseveien 21	5,8	28,8	09 June 2006	7,2	0,4	6,8	0 %	50 %	483,5
Maskinveien 32	6,5	4,9	09 June 2006	1,2	0,1	1,1	0 %	100 %	81,0
Strandsvingen 10	7,7	2,8	09 June 2006	0,7	0,1	0,6	0 %	80 %	35,9
Svanholmen 2	9,1	8,5	09 June 2006	2,2	0,2	2,0	0 %	100 %	151,4
Sandnes									
Elvegaten 25	1,3	7,6	09 June 2006	1,9	0,2	1,7	0 %	70 %	53,8
Mauritz Kartevolds plass 1	13,4	3,2	09 June 2006	0,8	0,0	0,8	0 %	70 %	47,2
Stavanger - other									
Finnestadveien 44	11,3	27,0	22 June 2006	6,8	0,1	6,6	0 %	100 %	456,7
Total Stavanger		**141,2**		**35,4**	**2,0**	**33,4**	**0 %**	**80 %**	**2 203,2**
BERGEN									
Kokstadveien 23	5,1	17,4	01 September 2006	1,4	0,0	1,4	0 %	50 %	231,3
Total Bergen		**17,4**		**1,4**	**0,0**	**1,4**	**0 %**	**50 %**	**231,3**
GROSS TOTAL		**882,4**		**180,6**	**9,5**	**171,1**	**0 %**	**96 %**	**14 909,2**

1) Due to the accounting principals, the guaranteed net rent from Aker Brygge will have no profit and loss effect (3Q 2006 figures)
2) Must be looked upon as a total, to be able to compare the 3Q 2006 figures to the annual contract rent 2006
3) Due to the accounting principals, Aker Hus will have no profit and loss effect during the construction period (3Q 2006 figures)

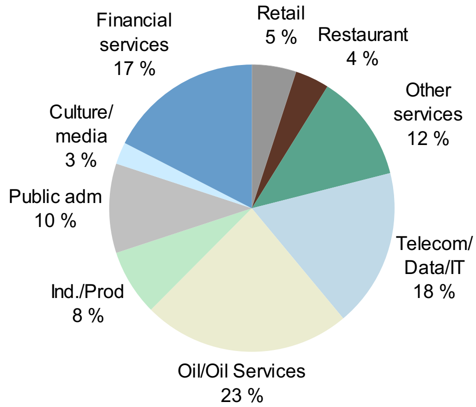
*External property valuation performed by DTZ Realkapital AS, see appendix 5. The differences in value between the external valuation and value in the financial statements, are due to accounting principals concerning guaranteed net rent regarding Aker Brygge, rent in construction period regarding Aker Hus and deferred tax related to properties

4.5 Tenant information

The share of public[1] tenants in the property portfolio is approximately 16% (based on rental income) and the rest, approximately 84% are private tenants.



The diagram below right illustrates the tenants classified by line of business. The three major industries (Oil/Oil services, Financial services and Telecom/Data/IT) account for approximately 58% of all tenants. Examples of Oil/Oil services companies in the tenants base are among others Aker Kværner, DNO, Statoil, Total E&P and Esso Norge, examples of Financial services companies in the tenants base are among others DnB NOR, Nordea, Fearnley and Fokus Bank and examples of Telecom/Data/IT companie in the tenants base are among others EDB Business Partner, TietoEnator, Telenor and NERA.

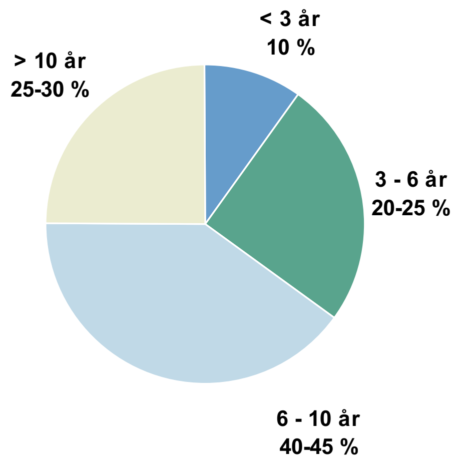


In line with the Company's strategy, the company's tenant base is of very high quality as is also illustrated by the table below. The 25 largest tenants stand for 71% of total rental income and most of them are either large listed companies or public[1] companies. Average remaining duration of the rental contracts of the 25 largest tenants is 9 years, which is about 15% higher than for the total portfolio. The following table shows the Company's 25 largest tenants by 2006 contractual rent level.

	Tenant	Privat/ Public	Listed	2006 contractual rent, CPI adjusted (NOKm)	%	Duration (years)*
1	Aker ASA/Aker Kværner ASA	Pr	Y	78,3	8,7 %	13,1
2	EDB Business Partner ASA	Pr	Y	75,5	8,4 %	12,6
3	Nordea	Pr	Y	43,7	4,9 %	7,4
4	SAS	Pr	Y	40,4	4,5 %	10,3
5	If Skadeforsikring	Pr	Y	38,4	4,3 %	6,2
6	Statoil	Publ	Y	35,3	3,9 %	5,1
7	Total E&P	Pr	Y	27,5	3,0 %	11,5
8	Leif Høegh	Pr		25,9	2,9 %	13,6
9	Telenor	Pr	Y	25,8	2,9 %	9,1
10	Aker Kværner Offshore Partner	Pr	Y	23,0	2,5 %	3,3
11	Skanska Norge AS	Pr	Y	21,1	2,3 %	8,7
12	Fokus bank	Pr	Y	19,9	2,2 %	6,4
13	Astrup Fearnley/Astrup Fearnely stiftelsen	Pr		19,2	2,1 %	10,9
14	Nera ASA	Pr	Y	17,8	2,0 %	5,1
15	Ementor Norge AS	Pr	Y	17,7	2,0 %	6,0
16	Oslo Sporveier	Publ		17,0	1,9 %	8,8
17	Simonsen Advokatfirma DA	Pr		16,7	1,9 %	6,3
18	Rikshospitalet	Publ		16,2	1,8 %	15,5
19	Arbeidsdirektoratet	Publ		14,3	1,6 %	5,0
20	GlaxoSmithKlein	Pr	Y	14,3	1,6 %	10,4
21	TietoEnator	Pr		12,5	1,4 %	6,0
22	Dagens Næringsliv	Pr		12,2	1,4 %	2,8
23	Hydro Texaco AS	Pr		12,1	1,3 %	3,1
24	Bergesen Worldwide Offshore AS	Pr	Y	10,6	1,2 %	6,9
25	Esso Norge	Pr	Y	9,1	1,0 %	4,3
	TOTAL 25 LARGEST TENANTS			645	71 %	9,0
	Other tenants			257	29 %	4,7
	TOTAL ALL TENANTS			902	100 %	7,8

*As of 30 September 2006

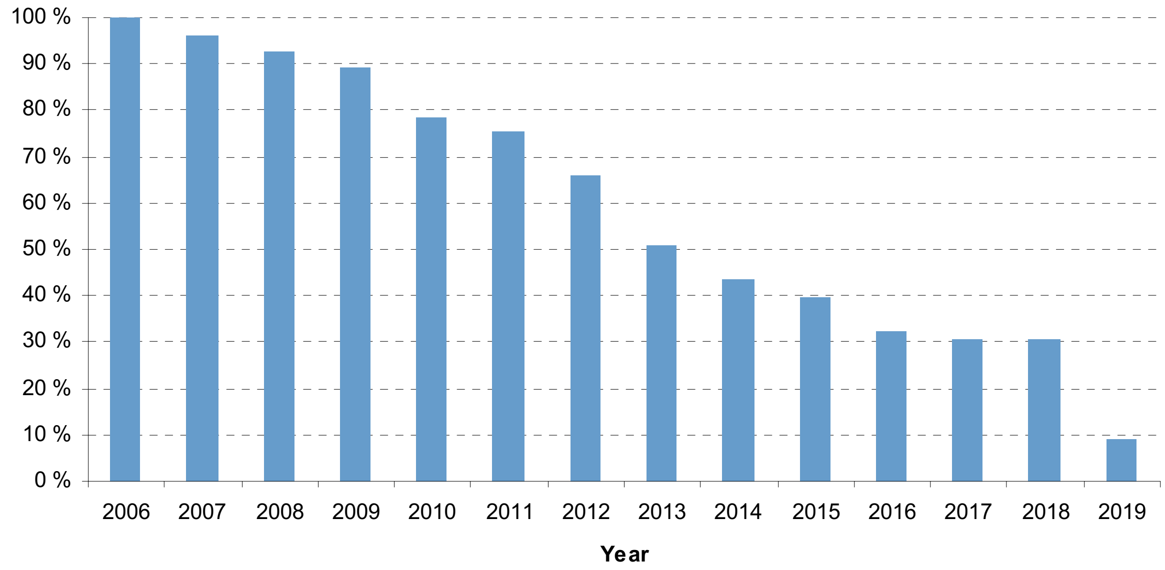
[1] Governmental/companies with large governmental ownership



The weighted average duration of the lease contracts is approximately 7.8 years (as of 30 September 2006). This is in line with the Company's strategy that states that the property portfolio should seek to have an average remaining duration of the lease contracts of 7 years or more. The figure to the right illustrates the property portfolio duration profile. 34% expires within the next six years (based on contractual rent 2006), 34% expires in the period six to ten years and 32% expires after ten years or more.

The rent profile in percentages can be seen below. The profile is based on non inflation adjusted rental income 2006.

Portfolio rent profile



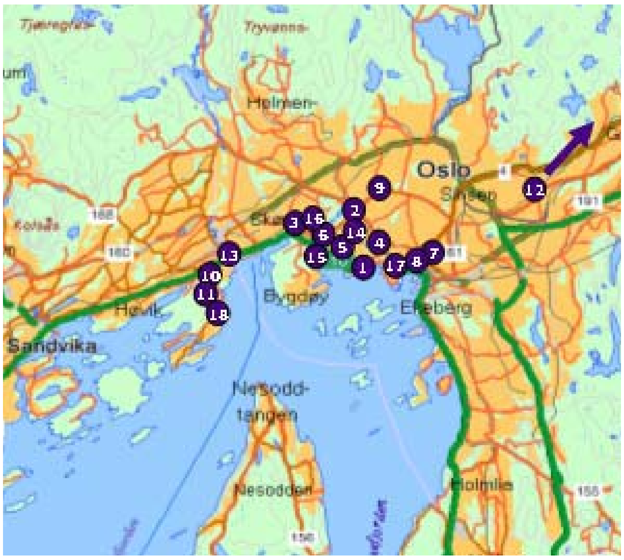
Økernveien 9

4.6 Property locations

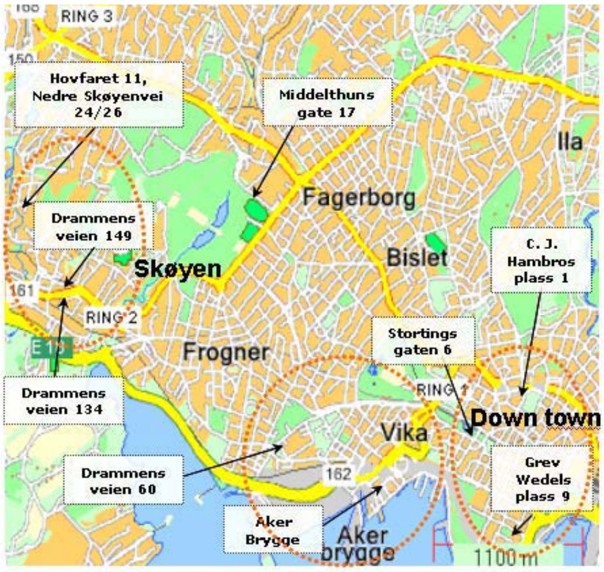
All the properties in the Company are located in three of the major cities in Norway; Oslo, Stavanger and Bergen or in the surrounding areas of these cities. The locations of the three Norwegian cities are illustrated on the map to the left. This is in line with the Company's strategy of mainly being located in the largest cities of Norway, hence Oslo, Bergen, Stavanger and Trondheim.

As illustrated on the map below, the properties in Oslo are mainly located in the central business district (53 % of rental income), some are situated at the Lysaker/Fornebu office cluster area (16 % of rental income) and one property is located near the Oslo Airport Gardermoen (3 % of rental income). The properties located in the Oslo CBD can be divided into three main areas; (1) Skøyen, (2) Aker Brygge/Vika and (3) Down town Oslo. The detailed map below, covering the Oslo CBD shows the location of these properties.

Greater Oslo



Oslo – Central Business District



1. Aker Brygge *	5. Drammensveien 60	12. Oslo Airport Gardermoen
2. Middelthunsgate 17	6. Drammensveien 134 (Building 1+6)	13. Lysaker Torg 35
3. Hovfaret 11	7. Økernveien 9	14. Ibsen-kvartalet (C. J Hambros Pl. 1)
3. Nedre Skøyenvei 24	8. Kolstadgata 1	15. Drammensveien 134 (Building 2-5)
3. Nedre Skøyenvei 26a-e	9. Forskningsveien 2	16. Drammensveien 149
3. Nedre Skøyenvei 26f	10. Magnus Poulssons vei 7	17. Grev Wedels Plass 9
4. Stortingsgaten 6	11. Oksenøyveien 3	18. Aker Hus

* Dokkbygget, Terminalbygget, Verdstedhallene, Kaibygning II, Trekanten (Støperiet, Snekkeriet og Adm bygget)

The major part of the properties in the Stavanger area is located in the Forus area, a little south of the city center. Over 50 % of Norway's oil related industries are located in the Stavanger area, with Forus as the most important location. The other properties are either located in the city center or in Sandnes. The map below shows all the properties in the Stavanger area.

Stavanger area

1. Badehusgaten 33-39
2. Nedre Holmegate 30-34
3. Maskinveien 32
4. Svanholmen 2
5. Strandsvingen 10
6. Forusbeen 35
7. Grenseveien 21
8. Grenseveien 19
9. Mauritz Kartevolds Plass 1
10. Elvegaten 25
11. Finnestadveien 44

Only one of the Company's properties, Kokstadveien 23, is in Bergen area. The property is located close to Bergen Airport (Flesland).

Bergen area

4.7 Property details

Oslo – Central Business District

Aker Brygge

Location:	Oslo, CBD
Built/Rehabilitated:	1555/1986/2005
Gross property area:	57,496 m2
- of which office/retail:	52 % / 41 %
Parking lots:	70
- of which in-/outdoor:	60 / 10
Land area:	na
Contract rent:	146,8 *
Annual CPI adjustment:	100 %
Lease duration:	3.3
Largest tenant:	Aker Restaurantene
Freehold/Leasehold	Freehold (ownership in common)

* Estimated based on guaranteed net rent 2006

Drammensveien 134 – hus 1

Location:	Oslo, CBD
Built/Rehabilitated:	1986/2001
Gross property area:	5,328 m2
- of which office/retail:	100 % / 0%
Parking lots:	0
- of which in-/outdoor:	0 / 0
Land area:	na
Contract rent:	11,3
Annual CPI adjustment:	100 %
Lease duration:	6.0
Largest tenant:	TietoEnator
Freehold/Leasehold	Freehold

Drammensveien 134 – hus 2

Location:	Oslo, CBD
Built/Rehabilitated:	1990
Gross property area:	4,509 m2
- of which office/retail:	90 % / 0 %
Parking lots:	0
- of which in-/outdoor:	0 / 0
Land area:	1,590
Contract rent:	5.3
Annual CPI adjustment:	100 %
Lease duration:	1.5
Largest tenant:	Hydro Texaco AS
Freehold/Leasehold	Freehold

Drammensveien 134 – hus 3

Location:	Oslo, CBD
Built/Rehabilitated:	1990
Gross property area:	6,125 m2
- of which office/retail:	100 % / 0 %
Parking lots:	0
- of which in-/outdoor:	0 / 0
Land area:	1,660
Contract rent:	9.3
Annual CPI adjustment:	100 %
Lease duration:	3.1
Largest tenant:	Hydro Texaco AS
Freehold/Leasehold	Freehold

Drammensveien 134 – hus 4

Location:	Oslo, CBD
Built/Rehabilitated:	1990
Gross property area:	4,731 m2
- of which office/retail:	84 % / 0 %
Parking lots:	0
- of which in-/outdoor:	0 / 0
Land area:	1,905
Contract rent:	5.4
Annual CPI adjustment:	100 %
Lease duration:	3.3
Largest tenant:	Norsk Hydro AS
Freehold/Leasehold	Freehold

Drammensveien 134 – hus 5

Location:	Oslo, CBD
Built/Rehabilitated:	2002
Gross property area:	8,420 m2
- of which office/retail:	91 % / 0 %
Parking lots:	44
- of which in-/outdoor:	29 / 15
Land area:	2,770
Contract rent:	16.8
Annual CPI adjustment:	100 %
Lease duration:	6.0
Largest tenant:	Ementor Norge AS
Freehold/Leasehold	Freehold

Drammensveien 134 - hus 6

Location:	Oslo, CBD
Built/Rehabilitated:	2005
Gross property area:	19,233 m2
- of which office/retail:	63 % / 0 %
Parking lots:	290
- of which in-/outdoor:	284 / 6
Land area:	7,766
Contract rent:	30.0
Annual CPI adjustment:	100 %
Lease duration:	12.2
Largest tenant:	Leif Høegh
Freehold/Leasehold	Freehold

Drammensveien 60

Location:	Oslo, CBD
Built/Rehabilitated:	1960/2005
Gross property area:	10,873 m2
- of which office/retail:	79 % / 7 %
Parking lots:	10
- of which in-/outdoor:	0 / 10
Land area:	2,656
Contract rent:	19.1
Annual CPI adjustment:	100 %
Lease duration:	9.1
Largest tenant:	Skanska Norge AS
Freehold/Leasehold	Freehold

Drammensveien 149

Location:	Oslo, CBD
Built/Rehabilitated:	1994
Gross property area:	16,456 m2
- of which office/retail:	63 % / 0 %
Parking lots:	139
- of which in-/outdoor:	129 / 10
Land area:	0
Contract rent:	20.9
Annual CPI adjustment:	100 %
Lease duration:	5.2
Largest tenant:	Esso Norge AS
Freehold/Leasehold	Freehold

Hovfaret 11

Location:	Oslo, CBD
Built/Rehabilitated:	1960/1988
Gross property area:	5,640 m2
- of which office/retail:	78 % / 0 %
Parking lots:	40
- of which in-/outdoor:	0 / 40
Land area:	3,021
Contract rent:	10.4
Annual CPI adjustment:	100 %
Lease duration:	12.6
Largest tenant:	EDB Business Partner ASA
Freehold/Leasehold	Freehold

Ibsenkvartalet (C.J.Hambros plass 2)

Location:	Oslo, CBD
Built/Rehabilitated:	1994-1996
Gross property area:	38,147 m2
- of which office/retail:	84 % / 5 %
Parking lots:	0
- of which in-/outdoor:	0 / 0
Land area:	4,762
Contract rent:	61.7
Annual CPI adjustment:	100 %
Lease duration:	7.5
Largest tenant:	Simonsen Frøyen Advokatfirma
Freehold/Leasehold	Freehold

Nedre Skøyen vei 24

Location:	Oslo, CBD
Built/Rehabilitated:	1983
Gross property area:	4,845 m2
- of which office/retail:	75 % / 0 %
Parking lots:	63
- of which in-/outdoor:	0 / 63
Land area:	5,224
Contract rent:	8.4
Annual CPI adjustment:	100 %
Lease duration:	12.6
Largest tenant:	EDB Business Partner ASA
Freehold/Leasehold	Freehold

Nedre Skøyen vei 26 a-e

Location:	Oslo, CBD
Built/Rehabilitated:	1984
Gross property area:	17,621 m2
- of which office/retail:	65 % / 0 %
Parking lots:	60
- of which in-/outdoor:	0 / 60
Land area:	17,424
Contract rent:	33.1
Annual CPI adjustment:	100 %
Lease duration:	12.6
Largest tenant:	EDB Business Partner ASA
Freehold/Leasehold	Freehold

Nedre Skøyen vei 26 f

Location:	Oslo, CBD
Built/Rehabilitated:	2005
Gross property area:	13,499 m2
- of which office/retail:	65 % / 0 %
Parking lots:	120
- of which in-/outdoor:	120 / 0
Land area:	na
Contract rent:	21.8
Annual CPI adjustment:	100 %
Lease duration:	12.6
Largest tenant:	EDB Business Partner ASA
Freehold/Leasehold	Freehold

Stortingsgaten 6 (99 %)

Location:	Oslo, CBD
Built/Rehabilitated:	2004
Gross property area:	6,177 m2
- of which office/retail:	82 % / 14 %
Parking lots:	28
- of which in-/outdoor:	28 / 0
Land area:	960
Contract rent:	19.7
Annual CPI adjustment:	100 %
Lease duration:	6.3
Largest tenant:	Fokus Bank
Freehold/Leasehold	Freehold

Grev Wedels plass 9

Location:	Oslo, CBD
Built/Rehabilitated:	1822/1992/2001
Gross property area:	28,299 m2
- of which office/retail:	58 % / 9 %
Parking lots:	162
- of which in-/outdoor:	162 / 0
Land area:	3,559
Contract rent:	43.4
Annual CPI adjustment:	100 %
Lease duration:	6.5
Largest tenant:	Astrup Fearnley
Freehold/Leasehold	Freehold

Oslo West / Lysaker / Fornebu

Aker Hus (Snarøyveien)

Location:	Fornebu
Built/Rehabilitated:	2007 (under construction)
Gross property area:	58,343
- of which office/retail:	61 % / 0 %
Parking lots:	681
- of which in-/outdoor:	631 / 50
Land area:	23,198
Contract rent:	76,4
Annual CPI adjustment:	100 %
Lease duration:	13.1
Largest tenant:	Aker Kværner ASA
Freehold/Leasehold	Freehold

Forskningsveien 20 (80 %)

Location:	Oslo West
Built/Rehabilitated:	2002
Gross property area:	19,206 m2
- of which office/retail:	83 % / 0 %
Parking lots:	123
- of which in-/outdoor:	109 / 14
Land area:	8,000
Contract rent:	29.8
Annual CPI adjustment:	100 %
Lease duration:	13.1
Largest tenant:	Rikshospitalet
Freehold/Leasehold	Leasehold

Lysaker Torg 35

Location:	Lysaker
Built/Rehabilitated:	2001
Gross property area:	21,934 m2
- of which office/retail:	66 % / 0 %
Parking lots:	220
- of which in-/outdoor:	220 / 0
Land area:	3,727
Contract rent:	37.5
Annual CPI adjustment:	100 %
Lease duration:	6.2
Largest tenant:	IF Skadeforsikring
Freehold/Leasehold	Freehold

Magnus Poulssons vei 7

Location:	Lysaker
Built/Rehabilitated:	1990/1991
Gross property area:	7,218 m2
- of which office/retail:	74 % / 0 %
Parking lots:	64
- of which in-/outdoor:	64 / 0
Land area:	2,980
Contract rent:	9.5
Annual CPI adjustment:	100 %
Lease duration:	8.9
Largest tenant:	Norwegian Claims Link
Freehold/Leasehold	Freehold

Middelthunsgt. 17

Location:	Oslo West
Built/Rehabilitated:	1920/1987
Gross property area:	33,319 m2
- of which office/retail:	81 % / 0 %
Parking lots:	114
- of which in-/outdoor:	114 / 0
Land area:	33,500
Contract rent:	42.7
Annual CPI adjustment:	100 %
Lease duration:	7.4
Largest tenant:	Nordea
Freehold/Leasehold	Freehold

Oksenøyveien 3

Location:	Lysaker
Built/Rehabilitated:	1985/1997
Gross property area:	12,900 m2
- of which office/retail:	79 % / 0 %
Parking lots:	177
- of which in-/outdoor:	110 / 67
Land area:	7,845
Contract rent:	16.1
Annual CPI adjustment:	100 %
Lease duration:	5.8
Largest tenant:	SAS Consortium
Freehold/Leasehold	Freehold

Oslo North / East

Kolstadgaten 1

Location:	Oslo East
Built/Rehabilitated:	1979/2004
Gross property area:	5,479 m2
- of which office/retail:	100 % / 0 %
Parking lots:	0
- of which in-/outdoor:	0 / 0
Land area:	5,479
Contract rent:	8.4
Annual CPI adjustment:	75 %
Lease duration:	4.0
Largest tenant:	Utdannings-direktoratet
Freehold/Leasehold	Leasehold

Økernveien 9

Location:	Oslo East
Built/Rehabilitated:	1966/67
Gross property area:	12,761 m2
- of which office/retail:	100 % / 0 %
Parking lots:	125
- of which in-/outdoor:	85 / 40
Land area:	3,367
Contract rent:	16.6
Annual CPI adjustment:	100 %
Lease duration:	8.8
Largest tenant:	Oslo Sporveier
Freehold/Leasehold	Freehold

Oslo Airport Gardermoen

Location:	Oslo North/East
Built/Rehabilitated:	1999
Gross property area:	20,976 m2
- of which office/retail:	0 % / 0 %
Parking lots:	0
- of which in-/outdoor:	0 / 0
Land area:	71,900
Contract rent:	23.3
Annual CPI adjustment:	100 %
Lease duration:	13.4
Largest tenant:	SAS Consortium
Freehold/Leasehold	Leasehold

Stavanger Central Business District

Badehusgaten 33-39

Location:	Stavanger, CBD
Built/Rehabilitated:	1999
Gross property area:	21,528 m2
- of which office/retail:	60 % / 0 %
Parking lots:	240
- of which in-/outdoor:	90 / 150
Land area:	10,000
Contract rent:	22.4
Annual CPI adjustment:	70 %
Lease duration:	3.3
Largest tenant:	Aker Kværner Offshore Partner
Freehold/Leasehold	Freehold

Nedre Holmegate 30-34

Location:	Stavanger, CBD
Built/Rehabilitated:	1967/85-86
Gross property area:	5,250 m2
- of which office/retail:	58 % / 20 %
Parking lots:	37
- of which in-/outdoor:	37 / 0
Land area:	1,177
Contract rent:	4.5
Annual CPI adjustment:	100 %
Lease duration:	7.2
Largest tenant:	Elkjøp ASA
Freehold/Leasehold	Freehold

Forus / Airport

Forusbeen 35

Location:	Forus/Airport
Built/Rehabilitated:	1986/90
Gross property area:	21,424 m2
- of which office/retail:	82 % / 0 %
Parking lots:	400
- of which in-/outdoor:	150 / 250
Land area:	23,000
Contract rent:	25.2
Annual CPI adjustment:	100 %
Lease duration:	9.1
Largest tenant:	Telenor Eiendom Holding
Freehold/Leasehold	Freehold

Grenseveien 19

Location:	Forus/Airport
Built/Rehabilitated:	1985
Gross property area:	5,390 m2
- of which office/retail:	100 % / 0 %
Parking lots:	110
- of which in-/outdoor:	0 / 110
Land area:	6,000
Contract rent:	6.4
Annual CPI adjustment:	53 %
Lease duration:	1.7
Largest tenant:	Statoil
Freehold/Leasehold	Freehold

Grenseveien 21

Location:	Forus/Airport
Built/Rehabilitated:	1986/87 & 1997/98
Gross property area:	27,721 m2
- of which office/retail:	100 % / 0 %
Parking lots:	450
- of which in-/outdoor:	0 / 450
Land area:	23,500
Contract rent:	28.8
Annual CPI adjustment:	50 %
Lease duration:	5.8
Largest tenant:	Statoil
Freehold/Leasehold	Freehold

Maskinveien 32

Location:	Forus/Airport
Built/Rehabilitated:	2003
Gross property area:	5,086 m2
- of which office/retail:	100 % / 0 %
Parking lots:	58
- of which in-/outdoor:	21 / 37
Land area:	3,829
Contract rent:	4.9
Annual CPI adjustment:	100 %
Lease duration:	6.5
Largest tenant:	Allianse ASA
Freehold/Leasehold	Freehold

Strandsvingen 10

Location:	Forus/Airport
Built/Rehabilitated:	2004
Gross property area:	2,059 m2
- of which office/retail:	100 % / 0 %
Parking lots:	38
- of which in-/outdoor:	0 / 38
Land area:	5,075
Contract rent:	2.8
Annual CPI adjustment:	80 %
Lease duration:	7.7
Largest tenant:	Norsk Kontantservice AS
Freehold/Leasehold	Freehold

Svanholmen 2

Location:	Forus/Airport
Built/Rehabilitated:	1986/87 & 1989/91/03
Gross property area:	9,463 m2
- of which office/retail:	30 % / 70 %
Parking lots:	172
- of which in-/outdoor:	0 / 172
Land area:	11,746
Contract rent:	8.5
Annual CPI adjustment:	100 %
Lease duration:	9.1
Largest tenant:	Elkjøp ASA
Freehold/Leasehold	Freehold

Sandnes

Elvegaten 25

Location:	Sandnes
Built/Rehabilitated:	1964/87
Gross property area:	5,583 m2
- of which office/retail:	100 % / 0 %
Parking lots:	35
- of which in-/outdoor:	0 / 35
Land area:	2,680
Contract rent:	7.6
Annual CPI adjustment:	70 %
Lease duration:	1.3
Largest tenant:	Politistasjonen i Sandnes
Freehold/Leasehold	Freehold

Mauritz Kartevolds plass 1

Location:	Sandnes
Built/Rehabilitated:	1999
Gross property area:	3,610 m2
- of which office/retail:	100 % / 0 %
Parking lots:	20
- of which in-/outdoor:	20 / 0
Land area:	1,296
Contract rent:	3.2
Annual CPI adjustment:	70 %
Lease duration:	13.4
Largest tenant:	Sandnes Bibliotek
Freehold/Leasehold	Freehold

Stavanger Other

Finnestadveien 44

Location:	Stavanger other
Built/Rehabilitated:	1975/82/83/02/04
Gross property area:	22,032 m2
- of which office/retail:	99 % / 1 %
Parking lots:	300
- of which in-/outdoor:	0 / 300
Land area:	23,700
Contract rent:	27.0
Annual CPI adjustment:	100 %
Lease duration:	11.3
Largest tenant:	Total E&P
Freehold/Leasehold	Freehold

Bergen

Kokstadveien 23 (100 %)

Location:	Bergen
Built/Rehabilitated:	1981/1997
Gross property area:	22,066 m2
- of which office/retail:	39 % / 0 %
Parking lots:	350
- of which in-/outdoor:	0 / 350
Land area:	49,000
Contract rent:	17.4
Annual CPI adjustment:	50 %
Lease duration:	5.1
Largest tenant:	Nera ASA
Freehold/Leasehold	Freehold

4.8 Valuation of properties

Net asset value

The net asset value ("NAV") of a property company can be calculated by adjusting the company's balance sheet values to the estimated market values of the properties. A common valuation approach is discounting the properties' net rental income by a given required rate of return.

The net rental income is gross rental income less the owner's direct costs and provisions for future technical replacements. The owner's direct costs will normally consist of the following items:

- Property tax
- Insurance
- External/technical maintenance
- Property management

It is common in NAV calculations to exclude overhead costs and only calculate on the basis of property related costs.

NAV calculations are normally done by dividing market net rental income by a real required rate of return (net yield). Such required real rate of return is based on a risk-free real rate of return requirement, such as for example the market yield on a medium-term government bond (5-10 years) less the expected inflation rate, plus a risk premium. The risk premium is added to the risk-free real return requirement based on an assessment of each individual project. Factors that may influence the size of the risk premium are:

- Location of the property;
- Type of property;
- Financial strength of the tenant;
- Type of lease contract (fixed indexation or revenue based);
- Duration of the lease;
- Standard and technical quality of the building;

Net yields can also be observed in transactions of comparable properties and is a central subject of various property market reports.

In addition to the above a NAV calculation would also normally take into consideration the value of other assets (such as swaps, tax-deductible losses etc.).

The following table exemplifies a NAV calculation:

	Estimated gross rental income
-	Operating expenses NOKm
=	Estimated net rental income
	Net rental income is divided by required real rate of return (net yield) which gives an estimated property value
=	Value of properties
-	Net interest-bearing debt, NOKm
=	Net asset value before tax (before adjustments)
+	Value of other assets (swaps, NPV of tax deductible losses etc.)
+	Value of expansion potential (present value)
=	Net asset value before tax (after adjustments)

Cash flow analysis
A valuation of a property company can be made by using the Discounted Cash Flow method (DCF). This approach has its foundation in the "present value" rule, where the value of any asset is the present value of expected future cash flows on it.

The cash flow from any type of asset will normally vary from asset to asset, but for a property company with a relatively long duration of contracts the short- to mid-term cash flow will be fairly predictable. The most common is to use a 10 year case.

The present value is calculated by finding the cash flow from each asset in each of these 10 years including investment in "year 0" and terminal value in the end of year 10. The terminal value is defined as the value of the cash-flows following year 10. The value is normally derived by discounting the cash-flow in year 10 on a perpetual basis ("Cash-flow year 10"/required rate of return%).

The cash-flows are then discounted to present day value using a pre-defined discount rate. The discount rate will be a function of the anticipated risk of the estimated cash flows, with higher rates for riskier assets and lower rates for safer assets. See the description above the NAV method to find out more about factors the have an influence on the anticipated risk of property companies/projects.

When valuing the equity of a company/project one can either discount the Free Cash Flow to the Firm (FCFF) defined as;

FCFF = Net operating profit less adjusted taxes + Depreciation – Capital spending – Change in working capital

and deduct the value of the net interest-bearing debt or directly discount The Free Cash Flow to Equity (FCFE) which is defined as the residual cash flow after meeting interest and principal payment and providing for capital expenditures. The FCFE is measured as follows:

FCFE = Net Income + Depreciation – Capital Spending – Change in Working Capital – Principal Repayments

The costs (operating expenses), to calculate Net Income, in a DCF will be the same as in the Net asset value method.

Note that the discount rate for FCFF and FCFE will differ as the rate used to discount the FCFF would incorporate the required return on debt;

FCFF discount rate (WACC) = Equity/Total assets * required equity return + Debt/Total assets * interest rate on debt

while the rate used to discount the FCFE would only be the required return by shareholders (normally higher than the required return of debt holders). Financial theory states that the required rate of return for a company/project will be indifferent from the financing thus higher gearing will create a higher required rate of equity return and vice versa (Miller-Modigliani's theorem).

Multiple analyses
Valuation multiples are methods that are commonly used to value property companies. The final determination of which particular pricing multiple(s) to use must be based on an understanding of how the subject compares to the guideline companies in term of important factors such as growth, size, longevity, profitability etc.

The advantage of using net income is that it is a very popular measure, and most quoted price/earnings multiples are based on net income. When it comes to property companies, an EBITDA multiple are probably the most appropriate to use to value the company. The advantages of using EBITDA multiple are that this more closely reflect the operations of the business, and it excludes the non-operating, financing (capital structure), and tax planning (and depreciation policies for EBITDA) aspects that are part net income.

If all of the above mentioned aspects are similar, then there is little difference between Net Income-, EBIT- and EBITDA-multiples.

The costs (operating expenses), to calculate EBITDA will be the same as in the Net asset value method.

4.9 Value drivers

The Company has identified the following four main value drivers going forward :

Market rent
The office market rents in Oslo and Stavanger are expected to grow significantly over the next 2-3 years (see the market description in Chapter 5). Current contract rents in Norwegian Property are on average just below current market rents. As an example, a 20% growth in the office market rents over the next 2 years would theoretically have lift the market rent for the Norwegian Property portfolio by NOK 180-200 million. If the market rent levels increase, a gap between the market rent level and the Company's current rent level will develop. Although the Company will only gradually benefit from this market rent acceleration (the average contract duration as per 30.9.06 is 7.8 years), investors might be willing to include the higher rents levels in the valuation of the company, before the company's cash flow benefits from it. Thus, an increase in the market rent level will normally have direct valuation impact, while the actual cash flow-effects will come on lease-contract renegotiation

Project development
External consultancies have identified expansion potential of 45,000-60,000 sqm within existing portfolio as described in section 4.4.

Refinancing potential
Norwegian Property has started a process of restructuring the company's loan portfolio. Given the fact that the company now has a sound equity base, a well established property portfolio with a clear profile and a predictable long term cash flow, the intention is to achieve a significant reduction in the average funding rate.

Acquisitions and expansion
Norwegian Property is targeting further expansion, primarily within its core segments offices and retail space in the largest cities in Norway

4.10 Property, plant and equipment and other assets

Per 30 September 2006, Norwegian Property had non-current assets of NOK 13,219 million, of which the value of investment property comprise NOK 13,151 million, equipment comprise NOK 7 million and deferred tax assets comprise NOK 61 million The properties are pledged as securities in connection with the loans as described in section 6.6. Generally, the Company carries a risk of hidden defects and pollution at its properties. Such pollution may influence further development of the properties/ground. To the Company's knowledge, there are no defects or pollution that may affect the present use of the properties.

In October Norwegian Property completed the acquisition of Aker Hus. This transaction has increased the book value of non-current assets by NOK 1.0 billion and current receivables of NOK 0.1 billion. The remaining purchase price fall due during the construction period.

4.11 Investments

The table below shows major investments since the Company's incorporation

Date	*Investment*	*NOK billion*
June 2006	Norwegian Property ASA settled the acquisition of its first 28 properties	8.4
June 2006	Acquisitions of Finnestadveien 44 in Stavanger and Lysaker Torg 35 at Lysaker.	1.1
July 2006	Acquisition of C. J. Hambros plass 2 (the "Ibsen-block)	1.2
July 2006	Acquisition of Drammensveien 134 (building 2-6) and 149 ("the Esso-building").	1.0
September 2006	Acquisitions of Kokstad Næringseiendom in Bergen and Grev Wedels plass 9 (the "Fearnley-building").	1.0
September 2006	Acquisition of Gardermoen Næringseiendom	0.4
October 2006	Acquisition of Aker ASA and companies within the Aker ASA group for approximately NOK 1.5 billion. The building is under construction.	1.5
	Total investments (excluding other assets and transaction cost)	**14.6**

4.12 Property management agreements

For the majority of the properties the Company has entered into management agreements with professional managers who previously carried out the same services on behalf of the former property owners. Pursuant to these agreements, the managers shall be in charge of management of the properties and companies, including follow up of tenants, consecutive accounting and budget reporting.

The property management agreements are generally in force for 6 to 12 months after the acquisition date, with termination notice period of 3 to 6 months. A special commercial and facility management arrangement for Aker Brygge, with a 4 year duration, has been entered into with Linstow Eiendom A/S.

Management is comfortable that the above contractual arrangements both satisfy the need for professional continuity and the flexibility for the Company to prepare and execute a strategy for streamlining our facility management operations. It is the Company's intention to develop a leading facility and commercial management approach based on a sound balance between in-house and external services.

Certain properties are managed directly by the Company itself; which primarily are those situations where professional tenants provide significant operation and maintenance services. The table below gives a short description of the different property management agreements.

Property portfolio	Property Manager / Business Administrator	% of total sqm	% of rental income	Possible termination date	Length of notice
Aker Brygge Middelthunsgate 17 Ibsenkvartalet - (C.J. Hambros plass 2)	Linstow AS has the total responsibility for property management and commercial administration.	21,6 %	26,6 %	09.06.2010	3 months
Badehusgaten 33-39 Drammensveien 134 (Building 1 and 6) Drammensveien 60 Forskningsveien 2 Forusbeen 35 Grenseveien 19 Kokstadveien 23 Kolstadgaten 1 Oksenøyveien 3 Oslo Airport Gardermoen Stortingsgaten 6	Pareto Investor Service AS is responsible for property management and commercial administration.	29,3 %	26,9 %	31.12.2006	3 months
Hovfaret 11 Nedre Skøyen vei 24 Nedre Skøyen vei 26 a-e Nedre Skøyen vei 26 f	Fram Eiendomsdrift AS is responsible for property management and commercial administration.	7,1 %	8,5 %	09.12.2007	3 months
Maskinveien 32 Elvegaten 25 Maurits Kartevolds plass 1 Nedre Holmegate 30-34 Strandsvingen 10 Svanholmen 2	Vågen Eiendomsforvaltning AS is responsible for property management and commercial administration.	5,3 %	3,6 %	01.01.2007	3 months
Drammensveien 134 (Building 2, 3, 4 and 5) Drammensveien 149	Höegh Eiendom is responsible for property management and commercial administration.	6,2 %	6,9 %	06.07.2007	6 months
Grev Wedels plass 9	Astrup Fearnley AS is responsible for property management and commercial administration.	4,8 %	5,0 %	31.12.2006	3 months
Lysaker Torg 35 Finnestadveien 44 Økernveien 9 Grenseveien 21 Magnus Poulssons vei 7 Aker Hus	Norwegian Property ASA is responsible for business administration. Property Management is the responsibility of professional tenants.	25,6 %	22,5 %	N/A	N/A
		100 %	**100 %**		

4.13 Material contracts

The Company's main continuing contracts are its rental agreements for the premises, the property management agreements as described in Section 4.12 as well as the contracts related to the Company's debt financing as described in Section 6.6. These contracts, executed by the Company, have been entered into in the Company's ordinary course of business.

4.14 Working capital

Approximately NOK 0.3 billion of the proceeds from the Offering will be used to repay the loan under the Equity Bridge Facility set up as part of the financing of the acquisition of Aker Hus as described in section 6.6. Taking this into consideration, the Company believes that its current working capital is sufficient to meet its present requirements.

4.15 Incorporation, registered office and registration number

Norwegian Property ASA is a Norwegian public limited company incorporated under the laws of Norway with registration number 988622036. The Company was incorporated 20 July 2005 by the law firm Thommessen as a shelf company. Norwegian Property ASA was converted to a public limited liability company (ASA) on 22 May 2006.

The Company's principal place of business is in Oslo county. Its permanent office address will be Stranden 3 A, 0250 Oslo, Norway, telephone: +47 9131500, facsimile: +47 97315000.

Middelthunsgate 17

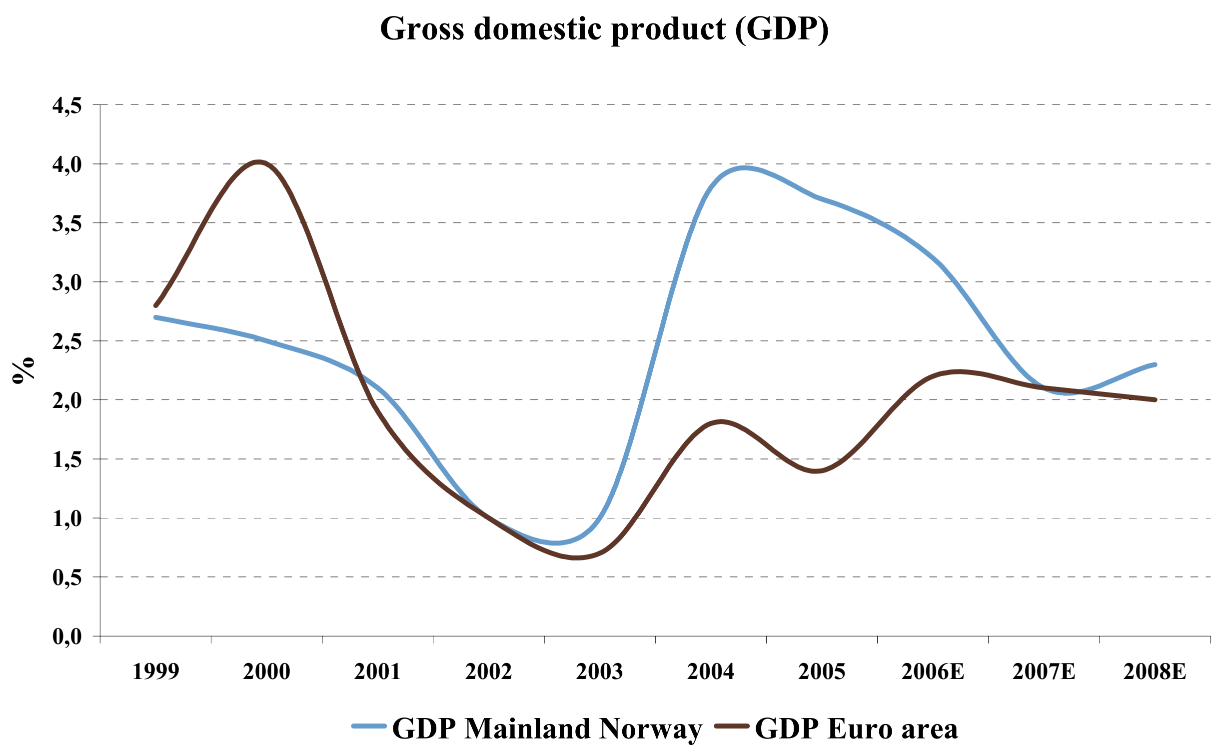
Drammensveien 134 – hus 3

Aker Brygge

5 MARKET OVERVIEW

There has been strong growth in the Norwegian economy over the last couple of years. Production and employment show significant growth, and unemployment have fallen. Simultaneously there are no significant indications of increased inflation or wages.

Low interest rates, strong growth in oil investments, fairly high growth in traditional Norwegian export markets and an absence of clear growth restricting impulses, have contributed to a 3-year economic upswing in Norway. After an increase in Norges Bank's benchmark rates of 1.25 %-points in the last 18 months, SSB (Statistics Norway) anticipates a further increase during the year. The oil investments are expected to increase further this year, though with a lower growth rate than last year. Strong growth over the last four years has taken the investments close to previous record levels. SSB estimates the GDP growth for mainland Norway to be 3.2 % in 2006. The GDP growth has exceeded 3.0 % in both 2004 and 2005. SSB expects 3.2 % GDP growth in 2006.



Source: Statistics Norway, Economic trends in Norway and abroad September 14, 2006 and Eurostats (smoothed lines)

Interest rates are expected to increase going forward, SSB expects that the activity growth in the mainland economy will thus fall in 2007 and then remain roughly at the long-term trend. SSB anticipates the unemployment rate to fall to an average of 3.4 % in 2006, and that it will remain close to this level in the years to come.

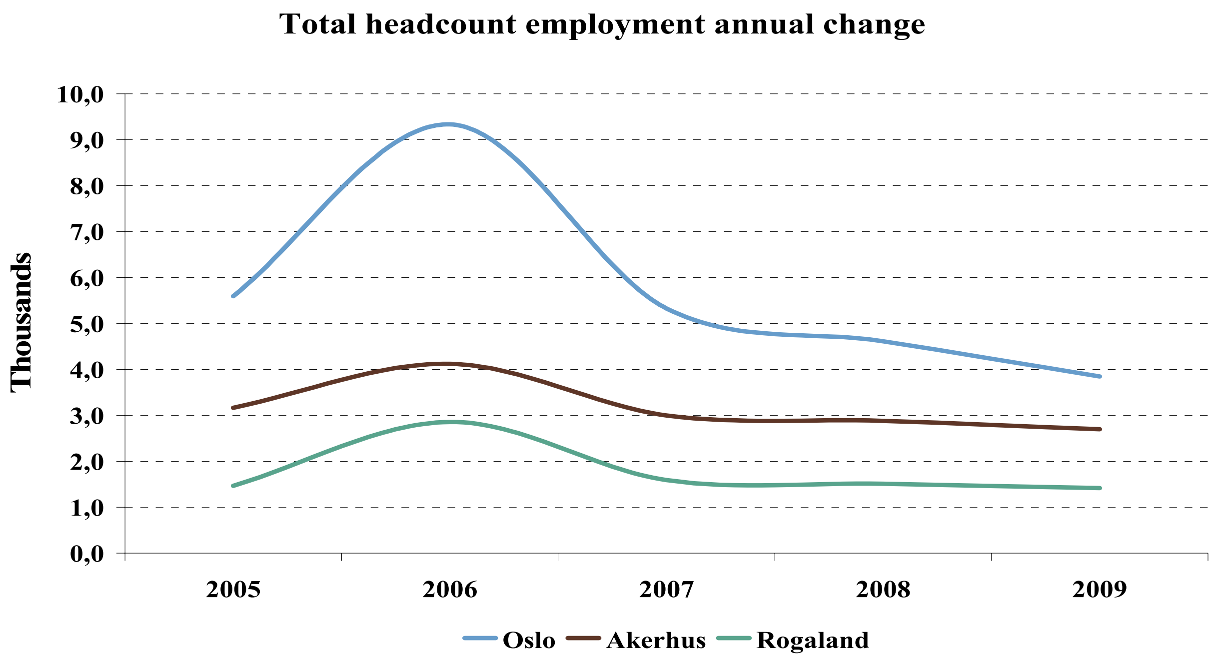
Macro figures - annual changes - %	2004	2005	2006E	2007E	2008E
Consumption in households etc.	0,7	3,0	3,5	3,7	3,0
Gross domestic product (GDP)	3,1	2,3	2,1	2,9	2,8
GDP Mainland	**3,8**	**3,7**	**3,2**	**2,1**	**2,3**
Labour force	0,4	0,8	1,3	1,0	0,8
Unemployed (year-end)	4,5	4,6	3,4	3,3	3,5
Consumer Price Index (CPI)	0,0	1,6	2,0	1,5	1,1
CPI ex. energy and taxes	0,3	1,0	0,8	1,7	1,6
Crude oil price NOK (level)	257	351	423	360	312
GDP Euro area	**1,8**	**1,4**	**2,2**	**2,1**	**2,0**

Source: Statistics Norway, Economic trends in Norway and abroad September 14, 2006

Labour market and demographics

The Norwegian labour market has experienced a strong development in 2006. According to the quarterly national accounts, employment grew by an impressive 2.5 % between the 2nd quarter of 2005 and the 2nd quarter of 2006, i.e. an increase of 57,000 persons. Seasonally adjusted figures show a growth rate of 0.6 % between the 1st and 2nd quarter of 2006. Employment has grown in most industries, however, private services has shown the strongest growth. Between the 2nd quarter of 2005 and the 2nd quarter of 2006, the number of persons employed in business services increased by 20,300, i.e. a growth rate of 8.5 %. In the same period, employment growth was also high in distributive trades, building and construction, the local government sector and civilian central government sector. In each of these sectors, employment rose by between 5,000 and 7,000 persons during the period. Seasonally adjusted figures show that last years tendency has continued during the 2nd quarter of this year. The exception is the local government sector where employment was approximately unchanged in the 1st quarter.

The employment growth is expected to be especially strong in the central regions. According to Experian, the headcount increase in the Oslo and Akershus region is expected to increase by approximately 29,000 from 2006 to 2008. In Stavanger, Experian expects a headcount increase of approximately 6,000 in the same period. This is expected to contribute to increased demand for office space in the coming years.



Source: Experian, National Statistics Offices

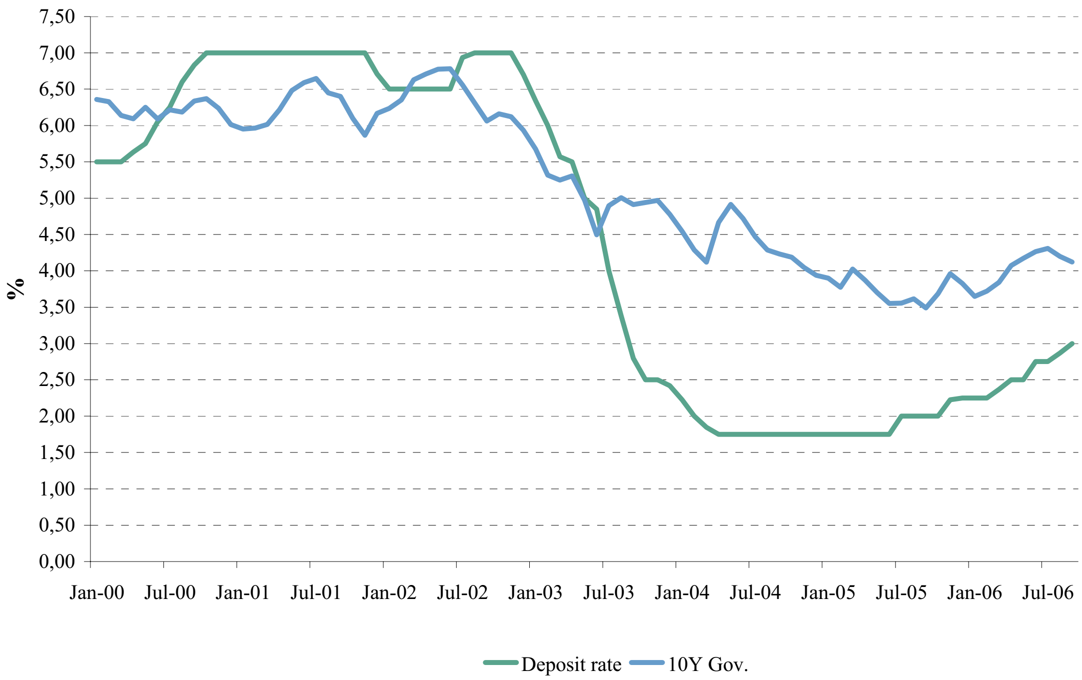
Inflation

Inflation measured by growth in the Consumer Price Index (CPI), excluding energy prices and adjusted for taxation changes, was 1 % last year. This figure is expected to be lower in 2006, but to increase somewhat in 2007 and 2008, subsequently moving in the region of 1.5 %-2.0 % according to SSB. After a substantial increase last winter, household electricity prices fell during the summer. However, on an annualized basis, the CPI could reach 2.0 % this year according to SSB.

Interest rates

Norges Bank raised the interest rate by 0.25 %-points in March, June and August 2006, bringing the sight deposit rate to 3.0 %. The short and long interest rates are still low in a historic context and for the last 3 months the long interest rates have fallen slightly. The 10 year government rate is currently (October 9, 2006) at about 4.1 %.

Interest rates



Source: Norges Bank, Statistics October 2006

Consumption

Consumption for households and non-profit institutions increased from 2004 to 2005 by 3.0 % at constant prices according to preliminary national accounts figures. The increase in consumption in 2005 was in line with growth in household real disposable income excluding record-high dividend payments.

5.1 The Norwegian office property market

Office Oslo

Oslo is Norway's largest office market. Total office stock in Oslo and the neighbouring areas Bærum and Akershus is currently 8.7 million square meters according to DTZ Realkapital AS. The office market in Oslo is distributed over a relatively wide area. The Inner City represents around 45 % of Oslo's total office stock. The Inner City includes the area bordered by to the north by the Ring 2 road and to the west and east by Skøyen and Helsfyr-Bryn.

The Vika - Rådhuset area comprises of approximately 750,000 square meters of office stock. Three areas around the Vika - Rådhuset area are defined as good locations. These are (i) the area to the north and west of Vika – Rådhuset (Skillebekk to the Yara building, and eastwards up to the National Parliament), (ii) Majorstua, and (iii) some areas around the Oslo Central Station, including Oslo City, the Postgiro building, Oslo Spektrum, Oslo Atrium, and the future “Barcode” buildings in Bjørvika.

The largest office markets outside of the Inner City are Lysaker and Nydalen, with approximately 625,000 square meters of office space each. Lysaker has a blend of old and new stock with a dominance of large buildings from the 1970s to 1990s. Some of the largest companies such as Aker Kværner, Norsk Hydro, Gjensidige and others are headquartered at Lysaker. Nydalen, by contrast, has several smaller buildings constructed from 19th century industrial buildings along the Aker river. Fornebu, an area close to Lysaker, has experienced significant developments since the early 2000s, following the relocation of Norway’s national airport. The major projects have been Telenor’s new headquarter and the IT Fornebu complex.

Skøyen is presently the most popular location outside of the Inner City with approximately 500,000 square meters office space. It is located close to the city centre, and vacancy is presently below 5 % with rents increasing.

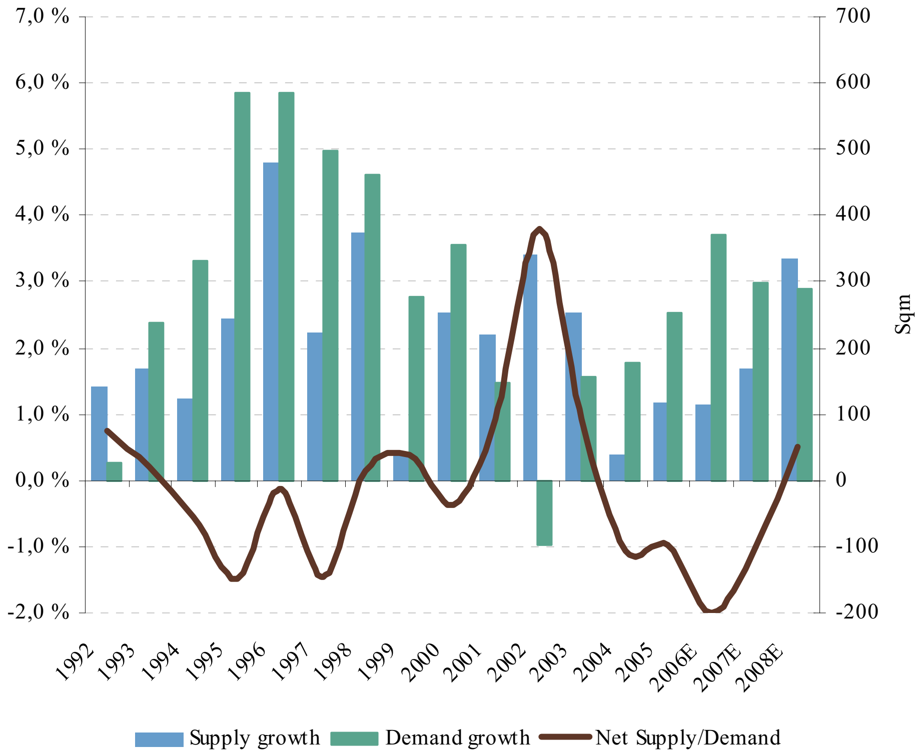
To the east of the Inner City, main office locations are Helsfyr, Økern and Bryn. Økern and Bryn suffer relatively high vacancy rates. Several buildings have been vacant for more than 1-2 years and are no longer very actively marketed. Helsfyr has seen successful overhauls of many of its buildings and maintains its position as the best office location in eastern Oslo, e.g. with excellent public communication.

Demand and supply

The demand for office space has increased over the last quarters due to a strong labor market. The demand growth is especially strong in the central regions. Total growth in number of headcount employment is estimated to be approximately 29,000 for the years 2006-2008 in Oslo/Akerhus, according to Experian. Assuming that 2/3 of these will be occupied in offices and that each employee occupies approximately 30 square meters, the increase in employment will imply an increase in demand for office space of about 600,000 square meters over the 2006-2008 period. In addition, in periods with general strong development of the economy, revenue growth and increasing employment, the market typically see other demand drivers (increased space per employee, planned expansion). Such factors are expected to contribute with 200,000 square meters.

On average, around 200,000 square meters of new office stock has been brought into the Oslo market each year since 1990, according to Eiendomsspar. Average net absorption has been 185,000 square meters over the same period. 2004-2005 saw an all-time low in new office stock, at 32,000 square meters and 102,000 square meters, respectively. Completion is also expected to be low in 2006, at 91,000 square meters.

Regarding ongoing projects and projects expected to be completed in 2006, 2007 and 2008, it is expected to be completed approximately 500,000-600,000 square meters (mid point 550,000 square meters) of office space in the 2006-2008 period (Source: Eiendomsspar “Oslostudiet 2006”). This is in line with the historic average.



Source: Eiendomsspar, Oslostudiet 2006

At the beginning of 2006, there was approximately 696,000 square meters of vacant office space in Oslo, according to Eiendomsspar. Due to the strong increase in demand and moderate supply coming into the market, it is expected that the vacancy in Oslo will be reduced from 8% at the beginning of 2006 down to approximately 4% by 2008.

The vacancy level in the most central regions, like the Vika, Rådhuset and Aker Brygge, was at the beginning of the year 3.7 %, according to Eiendomsspar. The only vacant space is older, smaller and obsolete premises. Effectively, there is no vacant space in this area at the current stage. Also in the Lysaker and Skøyen area, the vacancy is substantially below the Oslo average of about 8 % at the beginning of the year.

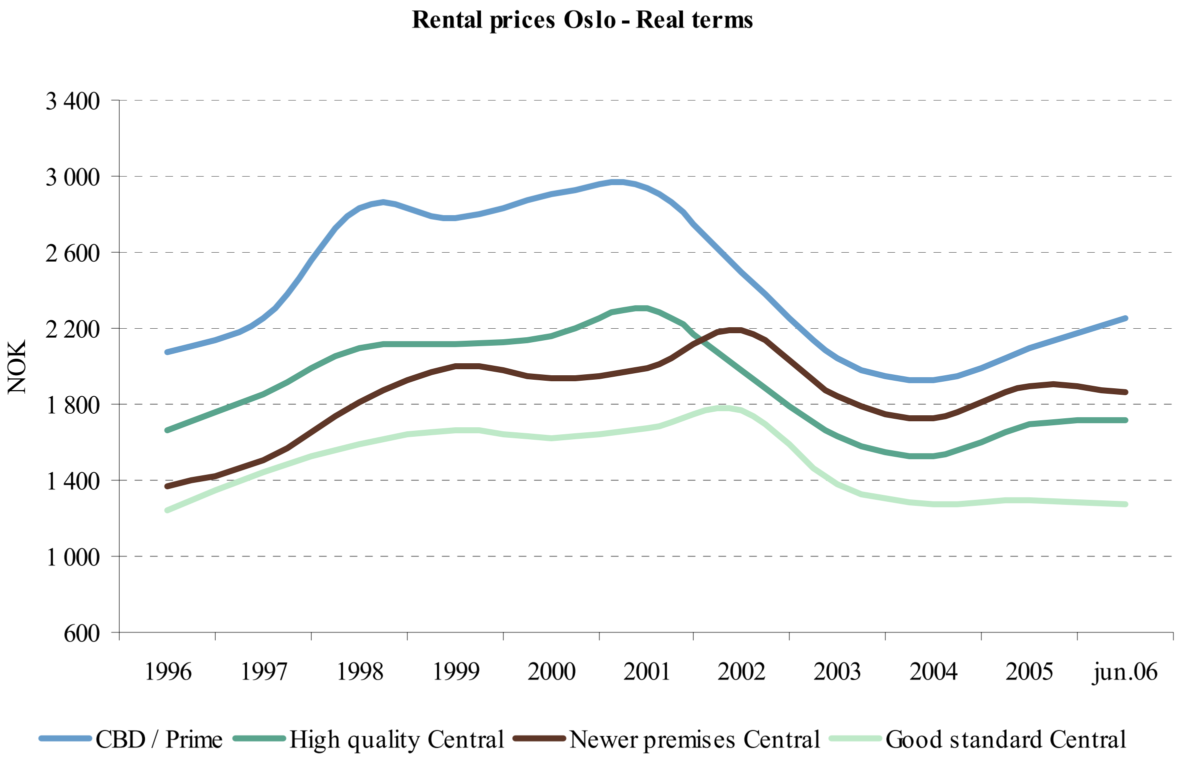
Real rent was at its lowest in 2004, but increased through 2005 and continuing to increase in 2006. Estimated future growth in real rent is appealing. There is currently solid demand for office rental objects in 1-tier and 2-tier segment and the tenants are quicker to make decisions about new lease contracts. Commercial real estate agents (Aberdeen Property Investors, La Jones Las Salle and others) expect 20-40% increase in the rental prices over the next years in the most central areas of Oslo.

The table below illustrates the development in the nominal rent levels over the last 10 years in Oslo.

	1996	1997	1998	1999	2000	2001	2002	2003	2004	2005	jun.06
CBD / Prime	1 750	1 950	2 500	2 500	2 700	2 800	2 400	2 000	1 900	2 100	2 300
High quality Central	1 400	1 600	1 850	1 900	2 000	2 200	1 900	1 600	1 500	1 700	1 750
Newer premises Central	1 150	1 300	1 600	1 800	1 800	1 900	2 100	1 800	1 700	1 900	1 900
Good standard Central	1 050	1 250	1 400	1 500	1 500	1 600	1 700	1 350	1 250	1 300	1 300
CPI	1,2 %	2,6 %	2,3 %	2,3 %	3,1 %	3,0 %	1,3 %	2,5 %	0,4 %	1,5 %	2,0 %

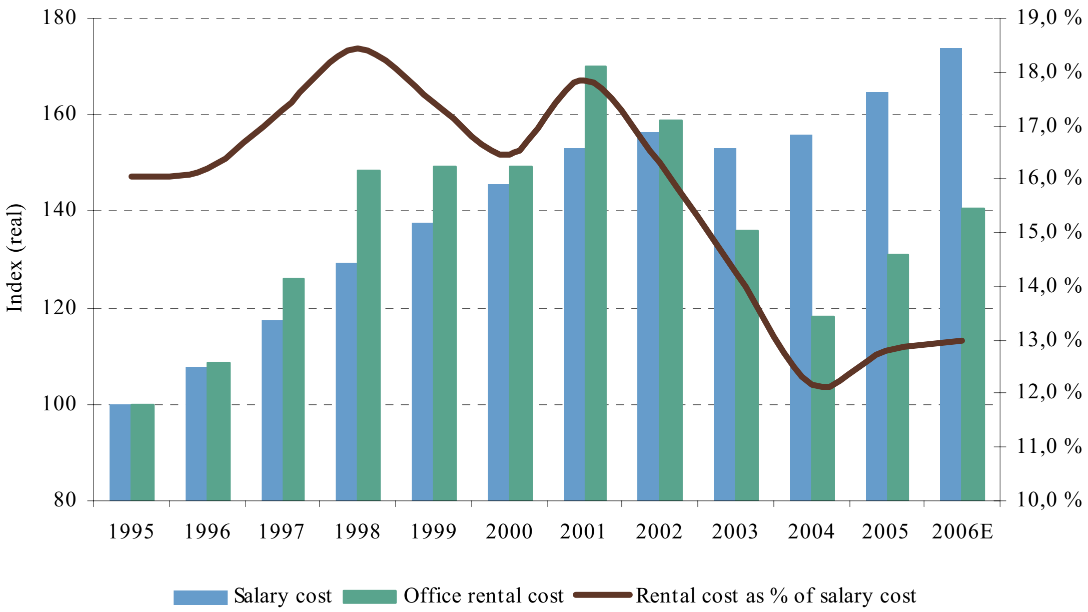
Source: Dagens Næringsliv and Akershus Eiendom, June 2006 and SSB

The diagram below shows the development in real rent levels over the last 10 years in Oslo.



Source: Dagens Næringsliv and Akershus Eiendom, June 2006 and SSB

The rental cost compared to total costs has decreased over the last decade. In Oslo, the salary costs have increased by 70 % over the last decade while office rental costs have increased approximately 40 % during the same period. Since 2001, office rental costs are down approximately 20% while salary costs continued up. Rental costs as a % of salary cost has decreased from 16 % to 13 % over the same decade.



Source: SSB, Union Næringsmegling, Dagens Næringliv “Kysten rundt”/OPAK

Major cities

The commercial real estate markets in the other large cities in Norway are relatively stable over time. We see the same positive drivers in these markets as we see in Oslo:

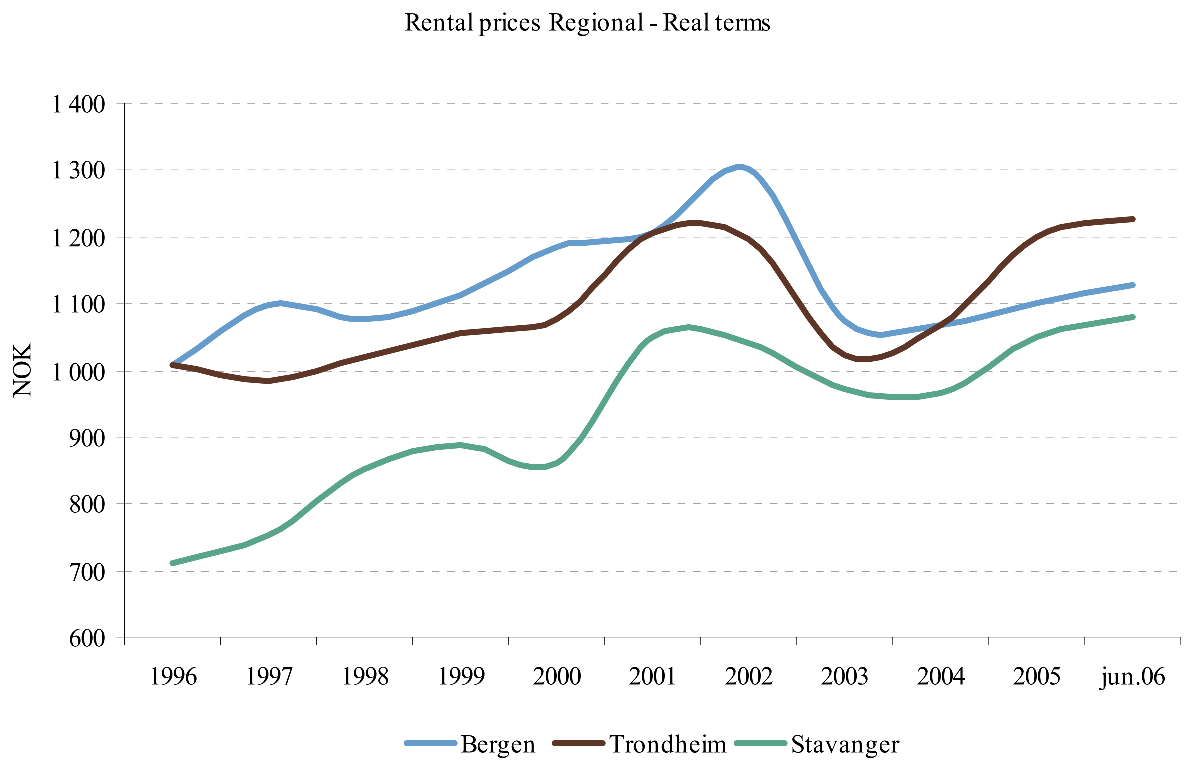
- Few new construction projects
- Vacancies dropping
- Zero vacancy for larger office areas (CBD)
- Oil-area (Forus) - demand for space increasing

The rental level in Stavanger, Bergen and Trondheim bottomed out in 2003-2004 period. We have seen positive development in over the last couple of years. The table below illustrates the development in the nominal rent levels over the last 10 years in Stavanger, Bergen and Trondheim.

	1996	1997	1998	1999	2000	2001	2002	2003	2004	2005	jun.06
Bergen	850	950	950	1 000	1 100	1 150	1 250	1 050	1 050	1 100	1 150
Trondheim	850	850	900	950	1 000	1 150	1 150	1 000	1 050	1 200	1 250
Stavanger CBD	600	700	800	850	850	1 200	1 250	1 200	1 200	1 300	1 400
Stavanger Oil	600	650	750	800	800	1 000	1 000	950	950	1 050	1 100
CPI	1,2 %	2,6 %	2,3 %	2,3 %	3,1 %	3,0 %	1,3 %	2,5 %	0,4 %	1,5 %	2,0 %

Source: Dagens Næringsliv and Akershus Eiendom, June 2006 and SSB

The diagram below shows the development in real rent levels over the last 10 years in Stavanger, Bergen and Trondheim.



Source: Dagens Næringsliv and Akershus Eiendom, June 2006 and SSB

Stavanger

Stavanger is the centre of Norway's offshore and petroleum industry. High oil prices have boosted investments in the sector and increased employment and hence demand for office space. Stavanger previously had excess supply of office space; hence, the reduction in vacancy has caused only a moderate increase in rents so far. However, available space has now to a large extent been signed up, and rents are therefore rising. The total commercial property market in Stavanger is estimated at around 3 million square meters, of which office space represents around 1.5–2.0 million square meters.

Existing vacancies are mainly for smaller areas; tenants looking for more than 1,000–2,000 square meters have very little to choose from. Rent levels in Stavanger CBD have traditionally been less volatile than in Oslo, though the market did experience downturns around 1987 and 2002.

The Forus area is an overlap between the southern parts of Stavanger and Sola municipality and the northern parts of Sandnes municipality. The Forus area is located in short distance from Stavanger and Sandnes city centers, Sola Airport and the offshore port facilities in Dusavik and Randaberg. Over 50 % of Norway's oil related industries are located in the Stavanger area, with Forus as the most important location.

More than 370 companies are presently located at Forus, with a total of 7,000–8,000 employees. Future employment in the area has been estimated at 40,000. The commercial real estate market at Forus has been estimated at approximately. 617,000 square meters. The largest company by far is Statoil, which uses approximately 170,000 square meters. Other large tenants include ExxonMobil, HITEC, and several other large oil service companies.

The vacancy at Forus is currently low, and very few areas area available for large users. Vacancy has been reduced throughout 2005, as oil companies have signed for more space. Rents have slowly started to pick up. Most of the large office space marketed at Forus is now confined to new builds. Seabroker A/S, a local developer, is implementing a total of 24,000 of new builds at Forus without pre-arranged tenants, a sure sign of confidence in the market.

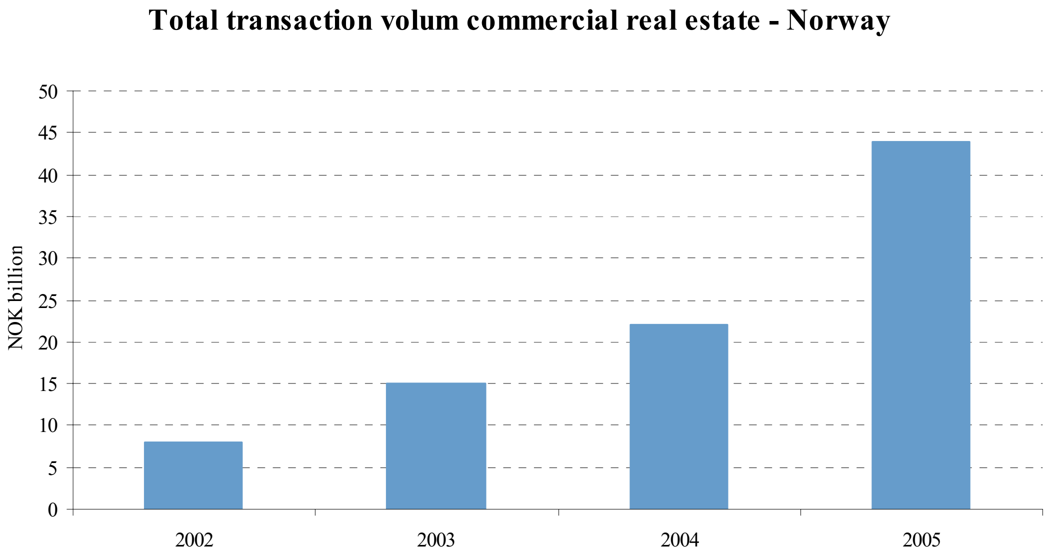
Bergen

The total office stock in Bergen is around 1.4–1.5 million square meters. Supply of new stock has been low for several years, and most sub-markets in Bergen show an upwards trend in rents. Prime office rents are estimated at 1,200 NOK/year, and are generally slightly lower than in Oslo, Stavanger and Trondheim. Bergen city is quite compact, but the area's commercial real estate market is much more dispersed and reaches from Åsane in the north to Kokstad and Sandsli, near the airport, in the south.

Office rents in Bergen are still below the top maximum level seen in the 1980s. Successive improvements during the 1990s were followed by a slight recession from 2004. However, the current trend is positive.

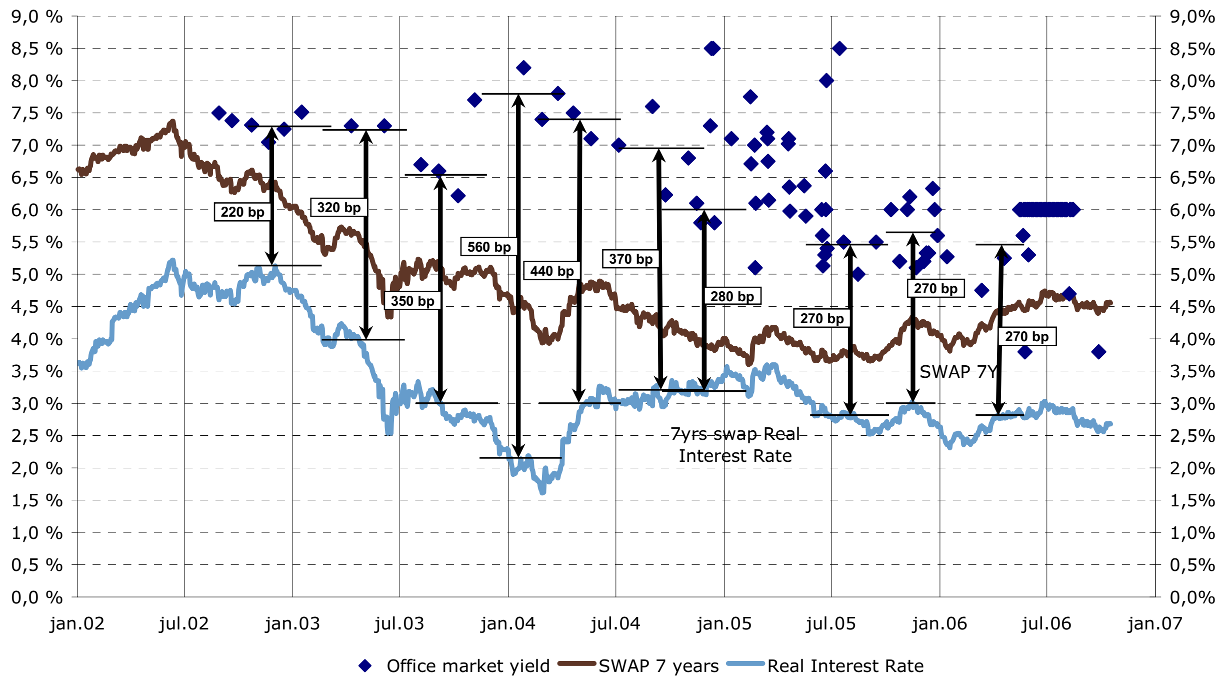
Transactions

The transaction volume in Norwegian commercial properties has increased steadily over the last couple of years. In 2005, the total transaction value of commercial property was NOK 44 billion, up from NOK 22 billion in 2004. Real estate companies have become increasingly active in the last couple of years, as far as transactions are concerned. In 2005, 24 % of the transaction volume was done by real estate companies, 23 % by syndication companies and 14 % by real estate funds (according to DnBNOR Næringsmegling).



Source: DnBNOR Næringsmegling 1H2006 report

The yield level on commercial property has over time followed the development in interest rates, in particular the long rates. In the graph below, transactions in the office segment are compared to the 7 year SWAP real interest rate.



Source: Datastream, Union Næringsmegling, DnB NOR Næringsmegling

Shopping centres

Shopping centres have shown price stability different from other types of commercial properties over time. The reason for this is mainly the turnover based rental contracts, which is dependent more on consumer spending than on the underlying rent development in the real estate market.

The long-term growth potential for turnover at shopping centres is mainly related to the development in retail sales. This itself is determined by the development in private consumption in particular and the underlying long-term growth rate in the economy in general.

The development in turnover and rent levels which is possible to obtain at a shopping centre depends largely on location and the quality of the buildings. Furthermore, the ability to attract the best tenants, to create a broadly-based selection of businesses and the ability to market and profile the shopping centres is of decisive importance.

The rent level for shopping centres will over time follow the development in private consumption to a considerable degree. Lease composition (fixed/indexed rent against turnover-based rent) provides only minor periodic deviations in relation to the development in retail sales in other respects.

Lysaker Torg 35

Drammensveien 149

6 OPERATING AND FINANCIAL INFORMATION

6.1 Accounting principles

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

Basis of preparation

The consolidated financial statements of Norwegian Property ASA have been prepared in accordance with International Financial Reporting Standards (IFRS). The consolidated financial statements have been prepared under the historical cost convention, as modified by the revaluation of investment property, available-for-sale financial assets, and financial assets and financial liabilities (including derivative instruments) at fair value through profit or loss.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Group's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements, are disclosed in Note 4 in the financial report.

Standards, amendments and interpretations effective in 2006 but not relevant
The following standards, amendments and interpretations are mandatory for accounting periods beginning on or after 1 January 2006 but are not relevant to the Group's operations:

- IAS 21 (Amendment), Net Investment in a Foreign Operation;
- IAS 39 (Amendment), Cash Flow Hedge Accounting of Forecast Intragroup Transactions;
- IFRS 6, Exploration for and Evaluation of Mineral Resources;
- IFRS 1 (Amendment), First-time Adoption of International Financial Reporting Standards;
- IFRIC 6, Liabilities arising from Participating in a Specific Market – Waste Electrical and Electronic Equipment;
- IFRIC 4, Determining whether an Arrangement contains a Lease; and
- IFRIC 5, Rights to Interests arising from Decommissioning, Restoration and Environmental Rehabilitation Funds.

Consolidation

Subsidiaries
Subsidiaries are all entities (including special purpose entities) over which the Group has the power to govern the financial and operating policies generally accompanying a shareholding of more than one half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls another entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

As of 30 September 2006 the Company had 81 subsidiaries. In 2005 the Company did not have any operations. The current business operations started in April 2006. Consequently, there are no comparable figures for fiscal year 2005.

Purchases of single purpose entities owning only one property with no employees, management or recorded procedure descriptions are not considered to be acquisition of a business, and the bringing together of those entities is not a business combination (IFRS 3 is not applicable). Norwegian Property allocate the cost of such purchases between the individual identifiable assets and liabilities acquired based on their relatively fair value at the date of acquisition.

The purchase method of accounting is used to account for the acquisition of separate businesses or entities containing business. The cost of an acquisition is measured as the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange, plus costs directly attributable to the acquisition.

Inter-company transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated but considered an impairment indicator of the asset transferred. Consistent accounting principles are applied throughout the group and accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Transactions and minority interests
Minority interests are included in the Group's income statement, which is specified as majority and minority interests. Correspondingly, minority interests are included as part of Norwegian Property's shareholders' equity and is specified on the balance sheet.

Foreign currency translation

Functional and presentation Currency
Items included in the financial statements of each of the Group's entities are measured using the Currency of the primary economic environment in which the entity operates ('the functional Currency'). Currently all entities of the Group have NOK as their functional currency. The consolidated financial statements are presented in NOK, which is the Company's functional and presentation Currency.

Transactions and balances
Foreign Currency transactions are translated into NOK using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement.

Investment property

Property that is held for long-term rental yields, for capital appreciation or both, and that is not occupied by the Group, is classified as investment property. Investment property is measured initially at its cost, including related transaction costs. In subsequent periods investment property is measured at fair value calculated using the yield method. Changes in fair values are recorded in the income statement within 'gain on fair value adjustment on investment property'. Subsequent expenditure is charged to the asset's carrying amount only when it is probable that future economic benefits associated with the item will flow to Norwegian Property, and the cost of the item can be measured reliably. All other repairs and maintenance costs are charged to the income statement during the financial period in which they are incurred. If an investment property becomes owner-occupied, it is reclassified as property, plant and equipment, and its fair value at the date of reclassification becomes its cost for accounting purposes. Property that is being constructed or developed for future use as investment property, is classified as property, plant and equipment and stated at cost until construction or development is complete, at which time it is reclassified and subsequently accounted for as investment property. If an item of property, plant and equipment becomes an investment property because its use has changed, any difference resulting between the carrying amount and the fair value of this item at the date of transfer is recognised in equity as a revaluation of property, plant and equipment under IAS 16. However, if a fair value gain reverses a previous impairment loss, the gain is recognised in the income statement.

Property, plant and equipment

Property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Cost may also include transfers from equity of any gains/losses on qualifying cash flow hedges of foreign Currency purchases of property, plant and equipment.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to the income statement during the financial period in which they are incurred.

Financial assets

The Group classifies its financial assets in the following categories: at fair value through profit or loss, and loans and receivables. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

Financial assets at fair value through profit or loss
Financial assets at fair value through profit or loss are financial assets held for trading. A financial asset is classified in this category if acquired principally for the purpose of selling in the short term. Derivatives are classified as held for trading unless they are designated as hedges. Assets in this category are classified as current assets.

Loans and receivables
Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for maturities greater than 12 months after the balance sheet date. These are classified as non-current assets. Loans and receivables are classified as trade and other receivables in the balance sheet.

Derivative financial instruments and hedging activities

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently reassessed at their fair value. The method of recognising the resulting gain or loss depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged. The Group designates certain derivatives as hedges of a particular risk associated with a recognised liability or a highly probable forecast transaction (cash flow hedge).

The Group documents, at the inception of the transaction, the relationship between hedging instruments and hedged items, as well as its risk management objectives and strategy for undertaking various hedge transactions. The Group also documents its assessment, both at hedge inception and on an ongoing basis, of whether the derivatives that are used in hedging transactions are highly effective in offsetting changes in fair values or cash flows of hedged items.

The fair values of various derivative instruments used for hedging purposes are disclosed in Note 10 in the financial report. Movements on the hedging reserve in shareholders' equity are shown in the consolidated statement of changes in equity. The full fair value of a hedging derivative is classified as a non-current asset or liability when the remaining hedge item is more than 12 months; it is classified as a current asset or liability when the remaining maturity of the hedged item is less than 12 months.

Cash flow hedge
The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges are recognised in equity. The gain or loss relating to the ineffective portion is recognised immediately in the income statement within other gains/(losses) – net.

Amounts accumulated in equity are recycled in the income statement in the periods when the hedged item affects profit or loss (for example, when the forecast sale that is hedged takes place). The gain or loss relating to the effective portion of interest rate swaps hedging variable rate borrowings is recognised in the income statement within finance costs. The gain or loss relating to the effective portion of forward foreign exchange contracts hedging export sales is recognised in the income statement within sales. The gain or loss relating to the ineffective portion is recognised in the income statement within other gains/(losses) – net. However, when the forecast transaction that is hedged results in the recognition of a non-financial asset (for example, inventory or fixed assets), the gains and losses previously deferred in equity are transferred from equity and included in the initial measurement of the cost of the asset. The deferred amounts are ultimately recognised in cost of goods sold in case of inventory, or in depreciation in case of fixed assets.

When a hedging instrument expires or is sold, or when a hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss existing in equity at that time remains in equity and is recognised when the forecast transaction is ultimately recognised in the income statement. When a forecast transaction is no longer expected to occur, the cumulative gain or loss that was reported in equity is immediately transferred to the income statement within other gains/(losses) – net.

Derivatives that do not qualify for hedge accounting
Certain derivative instruments do not qualify for hedge accounting. Changes in the fair value of any derivative instruments that do not qualify for hedge accounting are recognised immediately in the income statement within other gains/(losses) – net.

Trade receivables

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision for impairment of trade receivables is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of the receivables. Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganisation, and default or delinquency in payments (more than 30 days overdue) are considered indicators that the trade receivable is impaired. The amount of the provision is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. The carrying amount of the asset is reduced through the use of an allowance account, and the amount of the loss is recognised in the income statement within selling and marketing costs. When a trade receivable is uncollectible, it is written off against the allowance account for trade receivables. Subsequent recoveries of amounts previously written off are credited against selling and marketing costs in the income statement.

Cash and cash equivalents

Cash and cash equivalents includes cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities on the balance sheet.

Share capital

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Where any group company purchases the Company's equity share capital (treasury shares), the consideration paid, including any directly attributable incremental costs (net of income taxes), is deducted from equity attributable to the Company's equity holders until the shares are cancelled or reissued. Where such shares are subsequently reissued, any consideration received (net of any directly attributable incremental transaction costs and the related income tax effects) is included in equity attributable to the Company's equity holders.

Trade payables

Trade payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the income statement over the period of the borrowings using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the balance sheet date.

Deferred income tax

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred income tax is provided on temporary differences arising on investments in subsidiaries and associates, except where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

Revenue recognition

Revenue comprises the fair value of the consideration received or receivable for the services in the ordinary course of the Group's activities. Revenue is shown net of value-added tax, returns, rebates and discounts and after eliminating sales within the Group.

Rental income
Rental income is recognised over the time of the rental period.

Other income
Other income is recognised as it is earned.

Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the Group's financial statements in the period in which the dividends are approved by the Company's shareholders.

6.2 Historical financial information

Norwegian Property ASA was converted to a public limited company in May 2006 and acquired its first subsidiaries early June 2006. The company conducted no operations in 2005.

The financial information as of second quarter 2006 (from 01.01.2006 to 30.06.2006) has been derived from the Company's consolidated interim financial information prepared and presented in accordance with the International Financial Reporting Standard 34 "International Financial Reporting". The consolidated financial information as of third quarter 2006 (ended 30.09.2006), has been derived from the Company's consolidated financial statements prepared and presented in accordance with International Financial Reporting Standard (IFRS). The financial figures for the period from 01.01.2006 to the period ended 30.09.2006, has been audited by the Company's auditor.

The financial figures for the period ended 31.12.2005, are from the audited 2005 financial statement of Tekågel Invest 83 AS. The historical results are not necessarily indicative of the results to be expected for any future period.

Income statement

The table below includes the audited consolidated IFRS income statement for the Norwegian Property group for the period from 01.01.2006 and until 30.09.2006. The table also includes the consolidated IFRS income statement for the period from 01.01.2006 to the period ended 30.06.2006, the income statement for the third quarter 2006, as well as the 2005 audited financial income statement of Tekågel Invest 83 AS.

Figures in NOK 1.000

	Accumulated 30.09.2006	Q3 - 2006	Accumulated 30.06.2006	31.12.2005
Rental income from properties	211 750	180 594	31 156	-
Other revenues	484	439	45	-
Gross rental income	**212 234**	**181 033**	**31 201**	**-**
Maintenance and property related costs	(9 188)	(6 973)	(2 215)	-
Other operating expenses	(21 917)	(16 257)	(5 660)	-
Total operating costs	**(31 105)**	**(23 230)**	**(7 875)**	**-**
Gross operating profit	**181 129**	**157 803**	**23 326**	**-**
Gain/ loss from fair value adjustments on investment property	-	-	-	-
Gain/ loss from sales of investment property	-	-	-	-
Operating profit	**181 129**	**157 803**	**23 326**	**-**
Financial income	3 607	1 834	1 773	-
Financial costs	(138 141)	(115 629)	(22 512)	-
Change in market value of financial derivatives	(29 544)	(57 192)	27 648	-
Net financial items	**(164 077)**	**(170 986)**	**6 909**	**-**
Profit before income tax	**17 052**	**(13 183)**	**30 235**	**-**
Income tax expense	(4 775)	3 691	(8 466)	-
Profit for the period	**12 277**	**(9 492)**	**21 769**	**-**
Income/loss to minorities	(178)	(178)	-	-
Profit after minority interest	**12 099**	**(9 670)**	**21 769**	**-**

Balance sheet

The table below includes the audited consolidated IFRS balance sheet as of 30.09.2006 for the Norwegian Property group, the consolidated IFRS balance sheet as of 30.06.2006, as well as the 2005 audited financial balance sheet of Tekågel Invest 83 AS.

Figures in NOK 1.000

ASSETS	**30.09.2006**	**30.06.2006**	**31.12.2005**
Non-current assets			
Intangible assets			
Deferred tax assets	60 859	47 359	-
Tangible assets			
Investment property	13 151 026	9 579 221	-
Equipment	6 750	7 712	-
Total non-current assets	**13 218 636**	**9 634 292**	**-**
Current assets			
Derivative financial instruments	41 094	112 688	-
Seller guarantees for future rent	19 300	23 600	-
Accounts receivables	23 386	35 648	-
Current receivables	30 891	31 443	-
Cash and cash equivalents	422 164	754 527	100
Total current assets	**536 835**	**957 905**	**100**
Total assets	**13 755 470**	**10 592 197**	**100**

Figures in NOK 1.000

EQUITY	30.09.2006	30.06.2006	31.12.2005
Majority's equity			
Share capital	1 787 823	1 592 453	100
Share premium	1 689 518	1 478 566	-
Fin. derivatives accounted to Total Equity	(14 474)	26 300	-
Retained earnings	12 099	21 769	-
Minority interests			
Minority interests	43 756	43 578	-
Total equity	**3 518 722**	**3 162 667**	**100**

LIABILITIES	30.09.2006	30.06.2006	31.12.2005
Non-current liabilities			
Derivative financial instruments	35 943	-	-
Interest bearing long term liabilities	9 846 590	7 265 621	-
Total non-current liabilities	**9 882 533**	**7 265 621**	**-**
Current liabilities			
Derivative financial instruments	20 452	-	-
Short-term interest bearing liabilities	49 500	49 500	-
Trade and other payables	66 578	23 872	-
Current income tax liabilities	9 462	7 259	-
Other current liabilities	208 223	83 278	-
Total current liabilities	**354 215**	**163 909**	**-**
Total liabilities	**10 236 748**	**7 429 530**	**-**
Total equity and liabilities	**13 755 470**	**10 592 197**	**100**

Cash flow statement

The table below includes the audited consolidated IFRS cash flow statement for the Norwegian Property group for the period from 01.01.2006 and until 30.09.2006.

Figures in NOK 1.000

	30.09.2006
Cash genarated from operating activities	455 772
Cash used in investing activities	(11 684 169)
Cash generated from financial activities	11 650 460
Net changes in cash and cash equivalents	**422 064**
Cash and cash equivalents at the beginning of the year	100
Cash and cash equivalents at the end of the period	**422 164**

Changes in equity

The table below illustrates the historical changes in shareholders equity for the period from 01.01.2006 and until 30.09.2006.

Figures in NOK 1.000

	30.09.2006
Equity at start of period	**100**
New equity issued	3 575 546
Interim result	12 277
Share issue costs	(98 306)
Net investment hedge	(14 474)
Minority interests	43 578
Equity at end of period	**3 518 722**

Key figures

The tables below summarize key figures for the Company and subsidiaries for the period ended 30.09.2006 for the Norwegian Property group.

Figures in NOK 1.000

		30.09.2006
Gross rent	NOK	212 234
Operating profit	NOK	181 129
Operat. prof. excl. fair value adj.	NOK	181 129
Profit before tax	NOK	17 052
Net profit after minority interest	NOK	12 099

Balance sheet
Figures in NOK 1.000

		30.09.2006
Market value adj. portfolio	NOK	13 151 026
Equity	NOK	3 518 722
Net-interest bearing debt	NOK	9 508 875
- of which hedged	NOK	8 027 000
Equity %	%	25,6 %
Pre tax return on paid in equity	%	0,5 %
EPS	NOK	0,18
Number of shares issued	(`000)	71 513
Average no of shares YTD	(`000)	67 984

Cash Flow
Figures in NOK 1.000

		30.09.2006
Operational cash flow	NOK	455 772
Cash position	NOK	422 164

Margins

	30.09.2006
EBITDA margin	85,3 %
EBIT margin	85,3 %
Pre-tax margin	8,0 %

Per share figures

	30.09.2006
Number of shares issued	71 513
Average no of shares YTD	67 984
Pre-tax profit/share	0,25
EPS	0,18
Operating cash-flow per share	7,09
Book value per share	51,76
Net-interest bearing debt per share	139,87

6.3 Management discussion of financial condition and results of operations

Based on the short term of operations for the Company in the second quarter 2006 (the period ended 30.06.2006), the financial figures for this period are not comparable with the figures for third quarter 2006. The financial performance in the period 30.06.2006 to 30.09.2006 reflects the first full three months of operations for the Norwegian Property group.

The rental income in the third quarter reflects the full operation of 31 properties owned as of 1 July and the operation of 9 properties bought during the third quarter

The gross rental income for the third quarter came in at NOK 181.0 million.

Operating and administrative expenses amounted to NOK 23.3 million. At property level, the operating expenses were in line with the cost assumptions used in the valuation of the properties, i.e. around 5%. No significant unforeseen costs were incurred during the period at this level. Total operating expenses came to NOK 7.0 million. Corporate level costs reflect some start-up costs related to recruiting, systems implementation as well as costs related to the interim administration and the additional workload driven by the preparations for the upcoming listing on the Oslo Børs. The non recurring element of this period's operating expenses is estimated to NOK 10 million. The operating profit was NOK 157.8 million.

After a swift start and a period of rapid growth in portfolio, the company is now streamlining the operating- and control structure and starting to pursue the benefits of large scale portfolio management.

- During the third quarter, after constructive negotiations, Hydro struck the option to extend a significant rental agreement (2 800 sqm) on the Skøyen premises by 2 years and is expanding the rented space by 500 sqm. The rent on the extra space is up in excess of 20%.
- An ongoing bid competition on the company's insurance policy is expected to further improve insurance terms while significantly reducing insurance premium on the majority of the properties.
- A dialogue with the MLA banks to restructure part of the senior debt through securitization and possibly bonds is well underway
- In December, Norwegian Property will move to part of its own office premises at Aker Brygge. This will position the company management and administration in the heart of the financial/real estate industry district in Oslo.

Net financial cost in the third quarter amounted to NOK 171.0. million. This includes a fair value reduction on interest rate swap contracts not qualifying for hedge accounting of NOK 57.2 million. Average cost of debt was 5.1% for the period including up-front fees. After financial cost, pre-tax profit is reported at NOK (13.2) million.

Including the brief period of operation in the second quarter, year to date gross rental income amounted to NOK 212.2 million. After operating cost, year to date operating result is reported at NOK 181.1 million while net profit before tax is NOK 17.1 million. Financial cost is NOK 164.1 million year to date. This includes a net loss on interest rate swap contracts not qualifying for hedge accounting of NOK 29.5 million. Current value of the same swap contracts is NOK 22.1 million.

The value of the properties acquired during the third quarter was booked at NOK 3.6 billion including capitalized transaction cost. The total portfolio book value at the end of September 2006 amounted to NOK 13.2 billion.

The valuation of the properties has been tested, using the same methodology as was employed during the acquisition period, against fair market value as of October 2006. The total value increase from 30 June to 30 September has been estimated to NOK 0.1 billion according to the independent appraiser, DTZ Realkapital AS.

The external appraiser, DTZ Realkapital AS, has valued the properties as of 30 September 2006 giving a total value of NOK 13.4 billion. This is NOK 0.1 billion (+0.8%) above the similar valuation performed by DTZ as of 30 June 2006. This confirms the positive development in the value of the property portfolio. Book value, including capitalised transaction cost, of the properties as of 30.09.06 is NOK 13.2 billion. Adjusted for deferred tax liabilities this is in line with the value from DTZ Realkapital.

The board and management have assessed the development in the macroeconomic environment in general and the observed reduction in the yield in recently closed transactions in the market. Conditions are considered favourable for the real estate market. Considering the transaction costs incurred, the stability and duration of the rental contracts and the tenant portfolio, the board and the management do not consider that a fair value adjustment of the portfolio is deemed necessary at the end of the third quarter.

Cash and cash equivalents per 30 September 2006 was NOK 422.2 million. Total interest bearing debt outstanding was 9.9 billion, while paid in capital on 30 September was NOK 3.5 billion after issue cost of NOK 0.1billion. The equity ratio was 25.6% as of 30 September 2006.

Transaction costs related to both equity and debt financing as well as to the purchase of the properties, amounted to NOK 0.3 billion for the period from start-up to the end of the third quarter. A net NOK 0.1 billion after tax was charged against the equity while NOK 0.2 billion was capitalized on either the properties or the loans outstanding.

The board and the management consider the prevailing market conditions for further growth to be attractive. Norwegian Property has already formed an attractive property portfolio during 2006 based on a clear investment strategy and an attractive funding base. The company will continue to pursue investment opportunities in line with the strategy, in order to achieve the targeted returns.

6.4 Significant changes in financial and trading position after 30 September 2006

As a confirmation of the board of directors' confidence in the strategy and the market outlook, the company completed an agreement in mid October to acquire Aker Hus, the headquarters under construction for the Aker Group at Fornebu in Oslo. The total purchase price for the property was NOK 1,5 billion. The full year rental income for the property, which is rented on a "triple net" agreement for a remaining 13.0 years, has been agreed at NOK 78 million p.a. "Triple net" means that Norwegian Property will incur no operating or maintenance expenses during the 13-year term. This rent is also payable during the construction period.

For accounting purposes the "rental income" for Aker Hus up to the time of completion of the property in November 2007 will be treated as a down payment on a receivable against the tenants which is established at the time of purchase (October 2006). Interest on loans related to Aker Hus will be capitalized on the asset during the construction period.

The acquisition was executed on 25 October 2006 and was financed with NOK 100 million settlement in shares to sellers (at NOK 50 per share i.e. 2 million new shares), drawdown on the existing loan facility and an "equity bridge" debt facility that has been established with the MLA banks. The property is currently under construction with expected completion in November 2007. The Aker Group carry the risk of any construction cost overrun and/or delays.

After the purchase of Aker Hus, the portfolio of 41 properties totals approximately 591 000 square metres. 99.6 % of the properties are leased. Tenants consist almost entirely of large and reputable private and governmental/governmental owned enterprises. Including Aker Hus, leases for the 25 largest tenants is 9.0 years and average for the entire portfolio is 7.8 years per 30 September 2006.

6.5 Pro Forma historical financial information

This chapter present, in accordance with the guidance from the Oslo Stock Exchange, the pro forma income statement and pro forma balance sheet for the Norwegian Property group.

Introduction
The business concept of the Norwegian Property is to be the leading property company in the Norwegian real estate market and to be a front runner in driving restructuring and consolidation of the market. The Company seeks to attract the best people in the business and to harvest synergy effects compared to many of the single purpose vehicles in the market today, through reaching critical mass of the property portfolio.

The company has acquired 9 properties at a total booked value of NOK 3.6 billion during the third quarter of 2006. 40 properties had been acquired on a year to date basis at the end of September. There have been no disposals of significant assets in the quarter or year to date.

Overall goal of the company:

- Deliver attractive returns to shareholders by becoming the leading provider of prime properties on medium to long term contracts, to tenants which shall include the most solid and attractive tenants in the market.
- For the investors, Norwegian Property shall become the largest and most liquid investment alternative within Norwegian commercial real estate.

For further details and a general overview of the Company, see chapter 4 in the prospectus.

Pro forma assumptions

To prepare the pro forma financial statements it has been necessary to make a number of specific and general assumptions to adjust the individual accounts and for consolidation purposes. The pro forma assumptions and adjustments are presented below. Based on the available management information as of the date of prospectus, all the pro forma adjustments are expected to have continuing impact. With regard to the cost of financing, Norwegian Property utilizes its own funding base to replace the funding structure of the purchased companies. Consequently the transactions directly lead to the replacements of the historical funding with Norwegian Property's funding base, which lead to the new cost of financing in the pro forma statement.

In summary, the pro forma figures for the period ended 31.12.2005 and 30.09.2006 illustrates a total pro forma turnover of the group of respectively NOK 690.6 million and NOK 579.1 million. The estimated EBIT as of 31.12.2005 is NOK 593.6 million, and NOK 476.7 million as of 30.09.2006. Net profit as of 31.12.2005 is estimated to be NOK 98.0 million, and NOK 96.4 million for the period ended 30.09.2006.

General assumptions
The pro forma figures are provided for illustrative purposes only, and are encumbered with uncertainty and hence, not necessarily indicative of actual results that would have been achieved had the transactions and assumptions described below occurred during the periods presented. 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 consolidated pro forma figures are based on NGAAP, converted to and presented in accordance with IFRS. The figures have been prepared using the same accounting principles as the actual financial statements as commented on section 6.1. The pro forma figures are based on today's market values of the property portfolio (ref. chapter 4.4 in the prospectus), and consequently there will be no changes in fair values of the properties, since the pro forma figures already represent fair market values.

The pro forma financial statements for the period ended 31.12.2005 and 30.09.2006, are presented as if the acquisition of the portfolio took place and as if the Company had existed in operations, with its current assets, from 1 January 2005.

The consolidated pro forma figures for the period ended 31.12.2005 are mainly based on the individual audited financial statements for the period 1 January 2005 through 31 December 2005, for the companies acquired by Norwegian Property in 2006. In one case where the acquired company was owned by today's tenant in 2005, the rental income and property management costs are estimated based of the current rental agreement. In the transactions where only the properties were acquired, there are no historical financial statements available for the individual property. The 2005 income statements for these properties are therefore estimated based on the rental agreements that existed in 2005, and on cost estimates provided by the previous property management. In the pro forma 2005 operational expenses, extraordinary costs related to Aker Brygge are not eliminated.

The pro forma income statement for the period ended 30.09.2006, are estimated based on the unaudited financial statements for the individual company on acquisition date, and the consolidated income statement for the Norwegian Property group for the period ended 30.09.2006. In transactions where only the properties were acquired, the income statements for the period before acquisition date are estimated based on current rental agreements.

The total tax expense in the IFRS income statement for the period ended 31.12.2005 and for the period in 2006 before the transaction date, does not illustrate the correct tax position of the total Norwegian Property group. The majority of the companies in the group have historically been Limited Partnerships (Komandittselskaper), which historically were taxed on the partner's hands, and consequently reduced taxes on the company itself.

The Company's auditor Deloitte has issued a report to the pro forma adjustments, regarding consolidated financial statements for Norwegian Property ASA.

Pro forma adjustments

In preparing the pro forma statement, the purchase of Aker Hus, which is a building under construction with expected completion in Q4 2007, has been treated as follows:

- The agreed "rental" income from the Aker Group, that fall due during the construction period, is treated as a receivable at time of purchase.
- The receivable is collected according to the agreed schedule during construction.
- Interest on the loans funding of the purchase and the successive construction, is capitalized on "building under construction".

Aker Hus will consequently have no profit and loss effect during the construction period, while the balance sheet effect will appear as loans outstanding, and a combination of building under construction and receivables.

Income statement adjustments

Operating expenses

The operating and property management expenses for the period ended 31.12.2005 and 30.09.2006 are adjusted for an estimated cost related to an operative corporate management for the Norwegian Property group.

The non recurring costs related to the start up and organisation of the Company, which is included in the actual figures for the period from 09.06.2006 to 30.09.2006, is assumed to cover the estimated central management fees for the period 01.01.2006 to the acquisition date of the different companies.

There are no non recurring costs related to the start up of the Company included in the pro forma figures for 2005.

Financial income

Actual financial income for the period ended 31.12.2005 and 30.09.2006 are eliminated from the pro forma income statements, and replaced with the annualised interest income for the Norwegian Property group for the period 30.06.2006 until 30.09.2006.

Financial cost
Actual financial cost for the period ended 31.12.2005 and the period ended 30.09.2006 are eliminated from the pro forma income statements, and replaced with estimated borrowing costs which are based on the current 2006 loan agreements and loan facilities for the Norwegian Property group.

The financial cost in the historical statements for the period ended 30.09.2006 add up to NOK 482.5 million while the pro forma statement for Norwegian Property show a total financial cost for the same period of NOK 347.0 million. The high level of the financial cost in the historical figures is explained by the fact that:

- the transaction caused the sellers to realize losses on fixed interest loan agreements
- the historical accounting figures include losses on swap contracts due to interest rate changes while the pro forma figures do not include such fluctuations.

The above two factors explain a dominant share of the pro forma adjustment.

In the pro forma income statement for the period ended 31.12.2005 there is a negative pro forma adjustment giving a total pro forma interest of NOK 462.7, compared to a total of NOK 333.3 million in the historical figures. This difference is mainly put back to a lower level of debt in the companies purchased and the fact that the general interest level was lower in 2005 than when Norwegian Property established it's loan portfolio in 2006.

The pro forma figures for Norwegian Property in both periods are calculated based on the company's existing funding structure and as such is independent of what is accounted for in the individual historical statements. The total pro forma interest cost for the Norwegian Property group are calculated based on the current interest rate as of 30.09.2006 on five different loan trances for the group, 3 months NIBOR , plus an interest margin of 80bp.

In addition to the five loan trances, the total hedging costs for the group are included in the total reported pro forma financial costs.

Income tax
Actual income taxes are eliminated from the pro forma income statements, and replaced with an estimated income tax of 28%, which is calculated on the pro forma profit before tax.

Balance sheet adjustments

Investment property and changes in receivables
Total purchase price of Aker Hus as of October 2006 is accounted in accordance to the general accounting principles of the Company.

The total estimated book entry of Aker Hus is adjusted for estimated remaining building costs, estimated transaction costs and the estimated receivable related to agreed rent during the construction period.

Long term liabilities
Interest bearing long term liabilities is based on actual figures as of 30.09.2006, adjusted for the changes in debt related to the acquisition of Aker Hus.

The interest bearing liabilities are assumed to be constant throughout the year.

Pro forma income statement for the nine months period ended 30.09.2006

Figures in NOK 1.000

	IFRS 01.01.2006 - 30.09.2006	Pro forma adjustments	Pro forma 01.01.2006 - 30.09.2006
Rental income from properties	562 923	-	562 923
Other revenues	16 210	-	16 210
Gross rental income	**579 132**	**-**	**579 132**
Maintenance and property related costs	(43 118)	-	(43 118)
Other operating expenses	(59 342)	-	(59 342)
Total operating costs	**(102 460)**	**-**	**(102 460)**
Gross operating profit	**476 672**	**-**	**476 672**
Gain/ loss from fair value adjustments on investment property	-	-	-
Gain/ loss from sales of investment property	-	-	-
Operating profit	**476 672**	**-**	**476 672**
Financial income	32 700	(28 489)	4 211
Financial costs	(482 513)	135 486	(347 027)
Net financial items	**(449 813)**	**106 997**	**(342 816)**
Profit before income tax	**26 860**	**106 997**	**133 857**
Income tax expense	(8 712)	(28 767)	(37 480)
Profit for the period	**18 147**	**78 230**	**96 377**

Pro forma balance sheet as per 30.09.2006

Figures in NOK 1.000

ASSETS	IFRS 30.09.2006	Pro forma adjustments	Pro forma 30.09.2006
Non-current assets			
Intangible assets			
Deferred tax assets	60 859	-	60 859
Tangible assets			
Investment property	13 151 026	1 019 936	14 170 962
Equipment	6 750	-	6 750
Other tangible assets	-	-	-
Total non-current assets	**13 218 636**	**1 019 936**	**14 238 572**
Current assets			
Derivative financial instruments	41 094	-	41 094
Seller guarantees for future rent	19 300	-	19 300
Accounts receivables	23 386	82 721	106 107
Current receivables	30 891	-	30 891
Cash and cash equivalents	422 164	-	422 164
Total current assets	**536 835**	**82 721**	**619 556**
Total assets	**13 755 470**	**1 102 657**	**14 858 127**

Figures in NOK 1.000

EQUITY	IFRS 30.09.2006	Pro forma adjustments	Pro forma 30.09.2006
Majority's equity			
Share capital	1 787 823	-	1 787 823
Share premium	1 689 518	-	1 689 518
Fin. derivatives accounted to Total Equity	(14 474)	-	(14 474)
Retained earnings	12 099	-	12 099
Minority interests			
Minority interests	43 756	-	43 756
Total equity	**3 518 722**	**-**	**3 518 722**

LIABILITIES			
Non-current liabilities			
Derivative financial instruments	35 943	-	35 943
Interest bearing long term liabilities	9 846 590	1 102 657	10 949 247
Total non-current liabilities	**9 882 533**	**1 102 657**	**10 985 190**
Current liabilities			
Derivative financial instruments	20 452	-	20 452
Short-term interest bearing liabilities	49 500	-	49 500
Trade and other payables	66 578	-	66 578
Current income tax liabilities	9 462	-	9 462
Other current liabilities	208 223	-	208 223
Total current liabilities	**354 215**	**-**	**354 215**
Total liabilities	**10 236 748**	**1 102 657**	**11 339 405**
Total equity and liabilities	**13 755 470**	**1 102 657**	**14 858 127**

Pro forma income statement for the period ended 31.12.2005

Figures in NOK 1.000

	IFRS 31.12.2005	Pro forma adjustments	Pro forma 31.12.2005
Rental income from properties	678 685	-	678 685
Other revenues	11 921	-	11 921
Gross rental income	**690 606**	**-**	**690 606**
Maintenance and property related costs	(65 015)	(7 722)	(72 737)
Other operating expenses	(24 262)	-	(24 262)
Total operating costs	**(89 277)**	**(7 722)**	**(96 999)**
Gross operating profit	**601 329**	**(7 722)**	**593 607**
Gain/ loss from fair value adjustments on investment property	-	-	-
Gain/ loss from sales of investment property	-	-	-
Operating profit	**601 329**	**(7 722)**	**593 607**
Financial income	63 054	(57 906)	5 148
Financial costs	(333 277)	(129 425)	(462 702)
Net financial items	**(270 223)**	**(187 332)**	**(457 554)**
Profit before income tax	**331 107**	**(195 054)**	**136 053**
Income tax expense	4 154	(42 249)	(38 095)
Profit for the period	**335 261**	**(237 303)**	**97 958**

6.6 Debt financing

Total interest bearing debt at the end of September 2006 was NOK 9.9 billion, of which NOK 9.5 billion were drawn on the company loan facility with four leading banks.

Long-term financing

The Company entered into a NOK 12 billion, 6 year, term loan facility (the "Facility") on 6 June 2006 with Danske Bank A/S, DnB NOR Bank ASA, Nordea Bank Norge ASA and Skandinaviska Enskilda Banken AB (publ) as Mandated Lead Arrangers (the "MLAs"). It is anticipated that the MLAs will syndicate the Facility during the autumn of 2006.

The purpose of the Facility is to finance the acquisition of a portfolio of properties.

Available amount under the Facility is determined by the lower of

- 75.0% of the acquisition price of the properties, including relevant acquisitions costs; and
- 77.5% of the market value of the properties, based on an independent, third-party valuation

At 30 September 2006, NOK 9.5 billion had been utilized under the Facility. The availability period of the Facility currently extends to 31 October 2006. In addition, the Company had long term debt of NOK 510 million as at 30 September 2006, acquired as part of a property acquisition.

The main terms of the Facility, based upon the prevailing term loan facility agreement ("Facility Agreement"), include:

- *Interest*: NIBOR + an applicable margin of 80 bp (increasing by 5 bp from 6 June 2009). The applicable margin is subject to further increases in the event that pledged security falls below agreed thresholds and/or in the event that the Company's shares are not listed on the Oslo Stock Exchange by 31 March 2007
- *Interest rate hedging:* The Company shall operate an appropriate interest rate hedging policy and shall ensure that hedging arrangements are in place with respect to a minimum of 70% of the Company's interest rate exposure under the Facility. As at 30 September 2006, just over 80% of the outstanding amount under the Facility had been hedged for a term of 6 years or more.
- *Financial covenants:* The Company must comply with agreed senior interest cover ratio ("ICR") and Loan to Value ratio ("LTV") as follows; ICR of at least 1.4 and LTV ratio of 85%.
- *Other covenants:* The Facility Agreement contains undertakings which are customary for a credit facility of this nature, including the following general undertakings:
    - No dividend payments, repayment of any loans or issuance any guarantees to shareholders shall be made prior to the Company's shares being listed on the Oslo Stock Exchange;
    - Negative pledge over assets;
    - Restrictions on new financial indebtedness without the prior approval of the lending banks (unless such new debt is subordinated to the Facility or is made on a stand-alone and non-recourse basis);
    - Restrictions over the granting of loans, credit or guarantees without the prior approval of the lending banks;
    - In the event of the Company de-listing from the Oslo Stock Exchange or, alternatively, a person or persons acting in concert obtaining or controlling interest greater than 50% of share capital or voting rights, the lenders may demand full repayment of the facility within 120 days after the occurrence of the event;
    - Prior to syndication, the Company shall not make any acquisitions without the prior approval of the lending banks (thereafter, any acquisition must either be financed under the Facility or as stand-alone and non-recourse financing); and
    - The Company and its subsidiaries shall not enter into any amalgamation, demerger, merger or corporate restructure unless approved by the majority lenders.

- *Amortization/Repayment:* The Facility shall be repaid by quarterly installments of 0.45% (1.8% per annum) commencing on 6 September 2007. No part of the Facility which is repaid or prepaid may subsequently be re-borrowed. The repayment rate is subject to an increase (to 2.50% per annum) should the LTV exceed 80%.
- *Final maturity:* The Facility matures on 6 June 2012

In line with what is customary for a facility of this nature, the Facility is secured by way of, inter alia, first priority mortgages/pledges over the Company's and subsidiaries' shares, the acquired properties, trade receivables and bank accounts.

In connection with the acquisition of the new headquarter of Aker ASA and companies within the Aker ASA group under construction at Fornebu (west of Oslo) ("Aker Hus") the MLAs have granted a separate loan facility to the Company in the amount of approx. NOK 1,100 million, which may be used partly to finance the acquisition costs related to that property and partly as construction financing. The covenants and other terms of this loan facility have been largely aligned with the terms of the Facility, and will also be made on a secured basis. Upon Aker Hus being completed, however, this loan facility will be refinanced by the lenders under the Facility and become subject to the terms of the Facility Agreement. This new facility will temporarily reduce the availability of the undrawn MLA facility, until the new facility has been converted into the main MLA facility of NOK 12 billion, at the latest one month after completion of Aker Hus.

Bridge financing
As part of the financing of Aker Hus, a short term equity bridge facility of NOK 0.5 billion was granted by the MLAs (the "Bridge Facility"). Approx. NOK 0.3 billion will be drawn under the Bridge Facility as part of the financing of the acquisition, in addition to a drawdown being made under the separate loan facility with the MLAs referred to above. The drawn amount under the Bridge Facility will mature at the earliest of (i) the date of receiving the proceeds from the IPO and (ii) 6 months from signing of the Bridge Facility. The covenants under the Bridge Facility are the same as for the Facility.

Future Debt Strategy
It is the Company's strategy to find an optimal combination between flexibility and pricing. The Company, in co-operation with the MLA banks, will seek to optimize the financing structure through a combination of bank loan facilities, bond issues and possibly securitization.

Norwegian Property has started a process of restructuring the company's loan portfolio. Given the fact that the company now has a sound equity base, a well established property portfolio with a clear profile and a predictable long term cash flow, the intention is to achieve a significant reduction in the average funding rate.

Hedging Strategies
It is the Company's strategy to adopt a prudent approach to its exposure to both interest rate and foreign currency exposure risk, through entering into hedging arrangements. The Company shall not enter into derivative positions for speculative purposes.

As of 30 September 2006 the company had acquired or entered into interest rate swap agreements totalling NOK 8.0 billion, of which NOK 5.0 billion satisfy the IAS 39 hedge accounting requirements. The fair market value of the remaining NOK 3.0 billion in swaps was NOK 22 million at the end of the third quarter. The calculated loss of NOK 57 million has been booked against the third quarter results under financial items. The loss on the swap contracts is a non cash item this period.

Norwegian Property's combined NOK 8.0 billion swap portfolio has an average fixed rate of 4.3% (excluding margin and up front fees) and an average remaining duration of 6.6 years from the end of June 2006. The average interest rate for this portfolio including margin and up front fees is 5.3%. In connection with the acquisition of Aker Hus the company took over (as part of the acquisition) a NOK 950 mill. swap with an average interest rate of 4.1% (excluding margin) and approximately 9 years remaining duration.

Hedging of interest rate exposure
The Company's current policy is to ensure that a minimum of 70% of the Company's floating rate debt exposure is hedged and that hedge contracts, if possible, shall be entered into to match the underlying interest and loan repayment structure in order to qualify for hedge accounting treatment under IAS 39 accounting principles.

Hedging of foreign currency exposure
The Company's policy is to avoid currency risk by seeking to match assets and liabilities and income and expenditure within the same currency. The Company's operational currency is NOK and at 30 September 2006, the Company's entire debt financing is denominated in NOK. All rental income, with the exception of two connected rental contracts denominated in EUR is in NOK.

Hedging arrangement have been entered into with respect to the above mentioned EUR rental contracts in order to convert the EUR income to NOK over the remaining contract terms, thereby ensuring NOK income predictability.

6.7 Capital resources, capitalisation and indebtedness

The table below shows the Company's un-audited consolidated capitalization and net indebtedness a based on the pro forma figures as of 30 September 2006.

Amounts in NOK 1,000	30 September 2006
Shareholders' equity (A)	**3,518,722**
Current debt	
Guaranteed	0
Secured	49,500
Unguaranteed / unsecured	304,715
Total current debt	**354,215**
Non-current debt	
Guaranteed	35,943
Secured	10,949,247
Unguaranteed / unsecured	0
Total non-current debt	**10,985,190**
Total indebtedness (B)	**11,339,405**
Total capitalization (A+B)	**14,858,127**
Cash and cash equivalents	422,164
Trading securities	41,094
Liquidity (C)	**463,258**
Current financial receivables (D)	**0**
Current bank debt	0
Current portion of non current debt	49,500
Other current financial debt	0
Current financial debt (E)	**49,500**
Net current financial indebtedness (C + D – E) (F)	**413,758**
Non-current bank loans	10,949,247
Bonds issued	0
Other non-current loans	0
Non-current financial debt (G)	**10,949,247**
Net interest bearing debt (F-G)	**(10,535,489)**

6.7 Cash flow

The company has had three main sources of cash during the period from 01.01.06 and until 30.09.2006. These sources are:

- Private placements
- Loans under loan facility with the MLA banks
- Free cash flow from operations

The actual sourcing of funds from the above is briefly summarized in section 8.3 in this prospectus.

- There have been two private placements with a total of NOK 1,991 million net of transaction costs.
- For each of the properties purchased, a specific draw down was made under the loan facility.
- Cash from operations before financial cost added up to NOK 482 million

Ending cash position at 30.09.06 was NOK 422 million. A description of the changes in debt and free cash flow has been provided in section 6.6 and 6.7 in this prospectus.

6.8 Dividend policy

Norwegian Property aims to give its shareholders a competitive direct return on invested capital through an annual dividend payment. The Company seeks to provide its shareholders with an attractive, predictable and above sector average annual dividend yield. The Company's goal is to distribute 50 % or more of its net profits (ex. non cash items) as annual dividends. The Board of Norwegian Property will propose for the annual general meeting to distribute a dividend of NOK 2.50 per share for the financial year 2006.

6.9 Trends

Other than the fact that the Company started its operations and acquired all its properties in 2006, ref. sections 4.1 and 4.3, the Company has not experienced any significant changes or trends outside the ordinary course of business that are significant to the Company after 1 January 2006 and to the date of this Prospectus.

6.10 Legal and arbitration proceedings

From time to time the Company and its subsidiaries are or may be engaged in litigation affecting their business. As of the date of this Prospectus and for the preceding 12 months, the Company is not and has not been involved in any governmental, legal or arbitration proceedings, including any such proceedings which are pending or threatened of which the Company is aware of, which may have or have had significant effects on the Company's financial position.

A third party claims that it has rights under the Norwegian Marketing Act and/or other statutes that prevents or limits the rights of the Company to use its registered name, Norwegian Property. The Company has responded to the claim and it is the Company's current assessment that the arguments put forward will not lead the Company to take any action with respect to its registered name.

There is a discussion between the lessee of Stortingsgaten 6 and the original constructor of the building, concerning the construction of a parking facility in the basement of the property. It is the Company's current assessment that other parties have assumed the major parts of the legal risks related to this project, however, it cannot be ruled out that a failed construction project on one of the Company's properties financially may impact also the Company.

7 ORGANISATION, BOARD AND MANAGEMENT

7.1 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 each held by an individual subsidiary in so called single purpose companies and in some cases the title (Nw: grunnbokshjemmel) is held by a separate legal entity. Many of the single purpose companies are acquired as limited partnership companies which require at least two owners according to applicable law, and therefore usually 10% of each partnership company's shares are owned by a general partner which is a separate entity. Three of Norwegian Property's partnership companies have minority shareholders. The Company has in about 80 subsidiaries.

7.2 Board of Directors

The Board of Directors of the Company consists of the following directors:

Knut Brundtland, born 1961, Oslo, Norway, Chairman of the Board
Knut Brundtland has a law degree and has practiced as a lawyer (partner) in the lawfirm BA-HR specializing in corporate finance. From January 2005 he has been working as professional board member. He is Chairman of Bluewater Insurance ASA, Contopronto AS, Youngstorvet Eiendom AS, Creditsafe Business Information N.V., Contextvision AB, Vann AS, Voss of Norway ASA, Try AS, Sealbay AS I and Futuris Asset Management AB. Board member of Bergesen Worldwide Gas ASA, Revus ASA, LeasePlan Norway AS, Aschehoug Forlag, the Astrup Fearnley Museum and the office for Contemporary Art Norway. Brundtland is Chairman of the financial committee for Norway's Labour Party.

Jostein Devold, born 1960, Kristiansand, Norway, Member of the Board
Jostein Devold has a MSc degree in Economics and Business Administration from the Norwegian School of Economics and Business Administration (NHH) and is currently Investement Director in Aweco Invest AS an investment company affiliated with the Anders Wilhelmsen Group. He has formerly worked for Rasmussengruppen AS (Investment Director), Saga Securities AS (Partner Corporate Finance), and the Norwegian Ministry of Finance. Devold is a board member Expert ASA, Leif Huberth Stål AS, Noah AS and he is member of the Corporate Assembly of Telenor ASA and Industrifinans Næringseiendom ASA.

Egil K. Sundbye, born 1945, Oslo, Norway, Member of the Board
Egil Sundbye has a MSc degree in economics and business from the University of California (UCLA). He has 37 years of professional experience mainly from leading positions in public and private sector. His working experience has primarily been related to investments in and management of property and financial assets. Since 2001 he has been CEO of Opplysningsvesenets Fond (The Norwegian Church Endowment Fund). During the last five years Sundbye has been on the board of St. Olavs plass 5 KS, Deliveien 10 AS, Innovasjonssenteret KS, Drammensveien 134 KS and Syd Storsenter AS. Mr Sundbye currently serves on the board of directors of Clements Kraft AS, Bjørvika Kontorbygg I AS, Pareto Shippinginvest I AS, Pareto Shippinginvest II AS, Kristoffer Aamodtsgate 9 AS, Risløkka Eiendom AS, Hyllinge Invest AS, Krip AS and Ragnhild Plesner AS.

Torstein I. Tvenge, born 1952, Oslo, Norway, Member of the Board
Torstein Tvenge has a degree in marketing from Norges Markedshøyskole (NHM). He is the owner and chairman of the Fram group. Tvenge has during the last 30 years developed numerous real estate projects and is among Norway's largest private real estate owners. In addition, he has experience from the IT, wine import, fish farming and tourism industries. Tvenge is a board member of Avishuset Dagbladet AS, Solera AS and in several private and partially owned companies. See Appendix 6 for a complete list of Tvenge's directorships.

Each of the Company's directors as of the date of this Prospectus was elected at the Company's extraordinary General Meeting 20 April 2006, for a period of two years in accordance with Norwegian company law. No employees are represented on the Board.

The shareholders resolved in an extraordinary General Meeting of 4 October 2006 to extend the Board of Directors with additionally two Board Members. These Board Members will take up their positions with effect from the date the Company's shares are listed on Oslo Børs.

Hege Bømark, born 1963, Oslo, Norway
Mrs Bømark holds an MBA degree (Nw:*siviløkonom)* from the Norwegian School of Economics and Business Administration (NHH). She has worked as a financial analyst in Orkla Finans (Fondsmegling) AS and Fearnley Finans (Fondsmegling) AS, with special attention to the business area of, *inter alia*, real estate and has participated in a number of foundations, listings and re-structurings of companies within this area of business. Mrs Bømark has also worked as a project manager in AS Eiendomsutvikling, through which she was engaged in syndication of real estate projects and facilitating trading markets for the shares. She is currently a board member of Norgani Hotels ASA, Block Watne Gruppen ASA and Block Watne AS. Mrs Bømark resides in Oslo, Norway

Karin Helene Ulltveit-Moe, born 1967, Oslo, Norway
Mrs Ulltveit-Moe is a professor in the Department of Economics at the University of Oslo. In 2005 she held the similar position in the Norwegian School of Economcs and Business Administration. Previous positions include, among others, being Professoral Scholar, research Director and Research Officer at the Norwegian School of Economics and Business Administration. Ms. Ulltveit-Moe currently serves as a board member of Renewable Energy Corporation ASA, I.M. Skaugen ASA, Kverneland ASA and as a member of the corporate assembly of Norsk Hydro ASA. Between 2003 and 2005 she served as a board member of Unitor ASA. Ms. Ulltveit-Moe holds a PhD in Economcs from th Norwegian School of Economics and Business Administration and a Master of Science from the University of Mannheim. She is currently a member of an advisory group on innovation policy to the Norwegian Minister of Trade and Industry.

The Company does not have a Corporate Assembly.

7.3 Company management

Petter Jansen is, with effect from 28 August 2006, the Company's Chief Executive Officer ("CEO"). Jansen came from the equivalent position in SAS Braathens (the Norwegian division of SAS).

The Company has since April 2006 engaged PricewaterhouseCoopers (PwC) through a so called "Interim Administration" agreement. Pursuant to this agreement PwC has taken care of all administrative tasks and operations on behalf of the Company. In addition, PwC has built up and established systems and routines for financial reporting, accounting and IT

After an initial start-up phase the interim administration from PwC is currently covering the administrative and commercial tasks within the following areas:

- Financing and cash management
- Accounting, controlling and performance reporting
- Facilities management and follow-up facilities managers
- Commercial management and follow-up of commercial managers
- Establishment of IT infrastructure

The engagement of PwC will be continued until the Company itself has established an adequate business administration which ensures that the Company's administrative needs are covered satisfactorily.

The Company's senior management ("Senior Management") assists the CEO in managing and executing the implementation of the Company's strategic and operational goals. In addititon to Petter Jansen (CEO) the Senior Management currently includes Svein Hov Skjelle (CFO) Helge Holen COO (CEO from April and until Jansen assumed his position on 28 August 2006), ,Tore Juul (acting as assisting CFO in a period of transition) and Nina Kathrine Hammerstad, Head of Corporate Accounting. Except for the CEO and CFO, the three others have been engaged from PwC through the "Interim Administration" agreement. The Senior Management are further supported by staff from PwC comprising of from six to ten persons.

Per the date of this Prospectus there are four permanent employees in the Company. In addition Dag Fladby has been appointed as Chief investment officer (CIO) and will take up his position on 1 November 2006 and Aili E Klami has been appointed Director of sales and marketing and will take up her position from 1 December 2006. During the first operating year the Company expect to employ 15 to 20 employees. The employees will be focused within the areas of strategic/tactical leadership, facilities and commercial management as well as for providing legal, financial and accounting/reporting leadership and execution.

The name, age, qualifications and certain other information to each member of the Company's management are set forth below:

Petter Jansen, born 1955, Oslo, CEO from 28 August 2006,
Petter Jansen has a degree in management and business from the Swedish War Academy in Østersund and additional executive education from London Business School. He came from the position as CEO of SAS Braathens. Jansen has held several leading positions: Executive Vice President DnB (responsible for the retail division which included the Chairman position in DnB Eiendom AS (real estate brokers), Executive Vice President DnB (responsible for Postbanken after merger with DnB), Executive Vice President Postbanken (responsible for the retail division), COO of Elopak AS, CEO of Oslo Airport Fornebu. Jansen is currently board member in Avinor, OL 2018 and Europaprogrammet.

Svein Hov Skjelle, born 1967, CFO from 16 October 2006
Svein Hov Skjelle has a Masters degree in business administration from the Norwegian School of Economics and Business Administration (NHH). He is also an Authorised Financial Analyst (AFA) from NHH. He came from the position as Managing Director of the Norwegian subsidiary of the listed IT services company TeleComputing ASA, a position he has held since June 2004. Before that he was the CFO in the TeleComputing group for two years, and he has also been acting CEO of the group for a period. Previous appointments include senior vice president finance at Merkantildata (now Ementor) from 1998-2003, and six years with Veidekke where he was finance manager. As member of the senior management in TeleComputing and Merkantildata, Mr. Skjelle served on the board of Directors in a number of the wholly owned subsidiaries of the companies.

Helge Holen, born 1961, Oslo, acting COO, acting CEO until 28 August 2006
Helge Holen has a Master in business administration from the Norwegian School of Economics and Business Administration (NHH) and an MBA from Columbia Business School, NY. Holen has extensive industrial experience from holding a Senior Vice President position with Elkem ASA and Atlas Stord A/S. He also has significant experience with corporate transformation after holding leading advisory and management positions in the Norwegian Health Care reform, the incorporation of Mesta (acting as CFO from November 2002 to August 2003) – Norways largest road construction and maintenance company as well as in supporting large corporations in preparing their respective organizations for Sarbanes Oxley compliance.

Tore Juul, born 1958, assisting CFO
Tore Juul has a Masters degree in business administration from the Norwegian School of Economics and Business Administration (NHH). He is also a Certified Public Accountant (Statsautorisert Revisor) from NHH. Juul has experience from leading positions within financial management. Moreover Tore Juul has extensive experience from due diligence and valuation as well as experience as an auditor. From 1990 to 1995 he served as head of the finance department in Orkla ASA,

Nina Kathrine Hammerstad, born 1976, Oslo, acting Head of Corporate Accounting
Nina Hammerstad has a Master degree in business administration from the Norwegian School of Economics and Business Administration (NHH). She is also Certified Public Accountant (Statsautorisert Revisor) from NHH. Hammerstad has experience from leading positions within financial and accounting management as well as extensive experience as an auditor. She is currently employed with PwC as Senior Manager in PwC Advisory. She has formerly been working as finance director in Reitan Servicehandel AS and as project manager in Ocean Rig.

Aili E. Klami, born 1956, Director of sales and marketing from 1 December 2006
Aili E. Klami is educated from the Norwegian Business School of Management (Handelshøyskolen BI) and completed several courses related to sales and property management. Klami come from a position as director of sales in the Avantor Group, where she has been working since 1996. Prior to assuming the director of sales position she held leading positions in marketing and in facilities management in the same company. Mrs Klami has a long and broad background from real estate management.

Dag Fladby, born 1968, Chief investment officer from 1 November 2006
Dag Fladby has a Master of Business and Marketing from Handelshøyskolen BI, Oslo. Fladby comes from the position as Senior Vice President of business development in Altia Corporation Oy. Since 1995 Fladby was one of the key people that built up Scandinavian Beverage Group (SBG) to become a leading wholesaler of wine in the Nordic region. Fladby had the position as CEO in SBG when the company was sold to Altia end of 2004.Fladby has been chairman or member of the board in most of the subsidiaries of SBG last five years. Fladby has resigned from all board memberships as of October 1st, 2006 in Altia/SBG. From 2004 to 2005 he was board member of Løvenskiold Viltslakteri AS.

7.4 Board Members' and management's shareholdings and options etc.

Members of the Company's administration and Board own (directly or indirectly through companies they control) 8 240 000 shares in the Company, which represent approximately 11.2 % of the outstanding shares. Board Member Tvenge owns 8 million shares, Brundtland owns 200,000 shares and Jansen owns 40,000 shares.

The Company has not granted the Board Members or its Senior Management any options or other financial instruments to acquire shares in the Company.

7.5 Compensation to Board Members, the CEO and Senior Management

There was not paid any remuneration to the board members for the financial year 2005.

The General Meeting of the Company resolved on 4 October 2006 to grant the board members an extraordinary remuneration of NOK 300,000 for the Chairman and NOK 150,000 for the ordinary Board Members for 2006 as a result of heavy work load in conjunction with the establishment of the Company.

Except as noted above, no members of the administrative, management or supervisory bodies have service contracts with the Company that provide for benefits upon termination of employment.

The Company pays Mr. Petter Jansen NOK 286,000 per month. According to the contract, Jansen shall receive 67% of his salary at age of 67 as pension. Jansen has also an opportunity to exercise a right to early retirement pension from the age of 62. In addition Mr. Jansen is entitled to NOK 120,000 per year in automobile expenses in addition to ordinary fringe benefits such as free papers etc. Bonus is currently granted Mr. Jansen annually based on inter alia operational results and development in stock price. His bonus is limited to 50% of annual base salary. The employment contract with Mr. Jansen may be terminated by either party with six months' notice; however the employer may require his immediate retirement from the position. In case of termination of employment by the employer, Mr. Jansen is entitled to severance pay equal to six months' salary.

Helge Holen, Tore Juul and Nina K. Hammerstad do not receive salary as such from the Company. Their services are paid for by the Company through the management for hire agreement with PwC, cf above under Section 7.4.

The total amount set aside or accrued by the Group in 2005 in order to provide pension, retirement or other benefits for its management and Board of Directors was NOK 0.

7.6 Board practices and corporate governance policy etc.

The Board of Directors has adopted certain rules of procedure for the Board of Directors. The purpose of these rules of procedure is to lay down specific rules on the work, responsibility and administrative procedures of the Board of Directors. In addition the Board of Directors has prepared rules of procedure which applies to the Company's CEO. These rules determine the responsibilities of the CEO in connection with the administration and management of the Company's business.

The Company do not have a deputy chairman of the Board, but will elect a deputy among the Board Members as soon as practical following the listing of the Company's Shares.

Other than stated in this section 7.6, the Company is not aware of any situation where it will not comply with the Norwegian Corporate Governance recommendation as from the date of listing.

Nomination Committtee
The extraordinary General Meeting resolved on 4 October 2006 that the Company shall have a Nomination Committee consisting of 2-3 members to be elected by the General Meeting. The Nomination Committee shall nominate candidates to the Board of Directors and propose remuneration to the Board of Directors, finally to be resolved upon by the shareholders in General Meetings. Election of members to the Nomination Committee will take place on the first ordinary General Meeting to be held after the date of listing of the Company's shares on Oslo Børs.

The Board's independency – statement:
It is the Board's opinion that it is independent of sectional interests, that the composition of the Board implies that at least two members of the Board are independent of the Company's major shareholders and that the majority of the board members are independent of the Company's management and significant business relations. This will also apply as from the listing date of the Company's Shares.

Board Member Jostein Devold represents a shareholder who owns 21.7% of the Company's shares and Board Member Torstein Tvenge controls 10.9% of the Company's shares as per the date of this Prospectus.

The chairman of the Board has been and shall be elected by the General Meeting, and the Board Members have been elected for periods of two years.

None of the Company's Senior Management is also a member of the Board of Directors.

The Board has collectively broad business and leadership experience including in depth knowledge of real estate, M&A, financing and capital markets. It is the Board's opinion that it as per now, and from the date of listing of the Company's Shares, has the sufficient qualifications to fulfil the Company's requirements in respect of competence, capacity and diversity.

Hege Bømark who will take up the position as a Board Member with effect from the first day of listing is married to Mads H. Syversen, head of SEB Norge and CEO of SEB Enskilda ASA. SEB Norge participates in the syndicate of banks having provided loan capital to the Company, consisting of DnBNOR, Nordea, Danske Bank and SEB, and SEB Enskilda is one of the Managers and a financial advisor to the Company, ref. also Sections 6.6 and 7.8.

7.7 Related-party disclosures

This related-party disclosure has been stated in accordance with the IAS 24 standard. The objective of this Standard (IAS 24) is to ensure that an entity's financial statements contain the disclosures necessary to draw attention to the possibility that its financial position and profit or loss may have been affected by the existence of related parties and by transactions and outstanding balances with such parties.

The Norwegian Property group is not directly controlled and dominated by any significant shareholders. However, the Anders Wilhelmsen group controlled a total of 21.7% of the shares through Anders Wilhelmsen Capital AS (16.4%) AWECO Invest AS (3.9%) and Miami AS (1.4%). Torstein Tvenge and his family controls 10.9%.

There are four main categories of transactional relationships with "related parties" to Norwegian Property ASA:

- Property transactions with share considerations to sellers
- Facility management agreements
- Rental agreements with shareholders
- Interest charges from parent to subsidiaries

Property transactions

Companies that have sold properties to Norwegian Property and accepted to be paid in part by issuing new shares in the Company as consideration to the seller are considered related party in this connection.

Norwegian Property ASA acquired Skøyen Bygg AS (including its property portfolio) from Fram Holding AS, which is controlled by close associates of Board Member Torstein Tvenge. The agreement was signed on 12 May and completed 9 June 2006. The purchase price was partially paid by issuing new shares in the Company as consideration to the seller.

The Company acquired the property Middelthunsgate 17 (M17) and the Aker Brygge-properties from companies controlled by the Anders Wilhelmsen Group. The purchase price was partly paid by issuing new shares in the Company as consideration to the sellers. The Anders Wilhelmsen Group is represented on the Board of the Company by Board Member Jostein Devold.

Related party	Property	Total transaction (NOKM)	Shares	Share price (NOK)	% stake
A. Wilhelmsen Capital AS/Aweco Invest AS	Aker Brygge / M17	2,984	14,955,967	50	20,9%
Torstein Tvenge w/Family through controlled companies	Skøyen Bygg	1,295	8,000,000	50	11.2%

In addition to the table above, the following companies are considered to be related-parties of the Company, after receiving ownership in the Norwegian Property group as a part of the settlement of the transaction of the respective properties. As part of the agreement an amount of the purchase price was paid by issuing new shares in the Company as consideration to the seller:

Related party	Property	Total transaction (NOKM)	Shares	Share price (NOK)	% stake
Oslo Næringseiendom 1 AS	Økernveien 9	257	600,000	50	0,8%
Pareto PE ASA – Syndicate	Finnestadveien 44	451	1,844,000	50	2,6%
Pareto PE ASA – Syndicate	Drammensveien 134 KS	670	14,807	50	0,0%

Pareto PE ASA – Syndicate	Kokstadveien 23	221	800,000	50	1,1%
Pareto PE ASA – Syndicate	Gardermoen NE	345	1,000,000	50	1,4%

* Pareto PE ASA: Pareto Private Equity ASA

The Pareto Group through Pareto Eiendom AS, is performing rental brokerage services for Norwegian Property and earned fees totaling NOK 1.0 million during the third quarter. Pareto Securities is providing securities brokerage services to Norwegian Property. During the third quarter they earned NOK 6.0 million in such fees.

Facility management agreements (property management agreements)

For the majority of the properties the Company has entered into management agreements with professional managers who previously carried out the same services on behalf of the former property owners.

A special commercial and facility management arrangement for Aker Brygge, with four year duration, has been entered into with Linstow Eiendom AS, which is owned by the Anders Wilhelmsen Group through two daughter companies. Linstow is also managing the property Middelthunsgate 17, Ibsenkvartalet and Stortingsgaten 6. Linstow is receiving an annual compensation for the services rendered of NOK 4.1 million.

Pareto Investor Service AS, part of the Pareto Group is providing commercial administration services for a fee totalling NOK 2.35 million.

Rental agreements

The tenant listed below is also shareholders in the company:

Related party	**Tenant in**	**Annual rent (NOKM)**	**Shares**	**Share price (NOK)**	**% stake**
A. W. Group-Linstow Eiendom AS	Aker Brygge	4,14	12,085,685	50	16,9%

Interest charges to subsidiaries

All controlled subsidiaries to Norwegian Property ASA are charged an interest equal to the company's direct all in funding cost with the MLA banks including cost of hedging. The "Kommandittselskaper" in the group have direct borrowings with the same banks and pay the same interest as the group as a whole.

7.8 Relation to the Managers

SEB Enskilda has initiated the creation of Norwegian Property and identified the properties which Norwegian Property has acquired, and has, in respect of the latter, assisted in the facilitation and negotiation of the property acquisitions, together with its advisors. Further, SEB Enskilda has initiated the dialogue and also facilitated the process with the lenders to Norwegian Property, a syndicate of banks including DnB NOR ASA, Nordea Bank Norge ASA, Skandinaviska Enskilda Banken AB and Danske Bank A/S, and has assisted in locating the current board of directors of Norwegian Property.

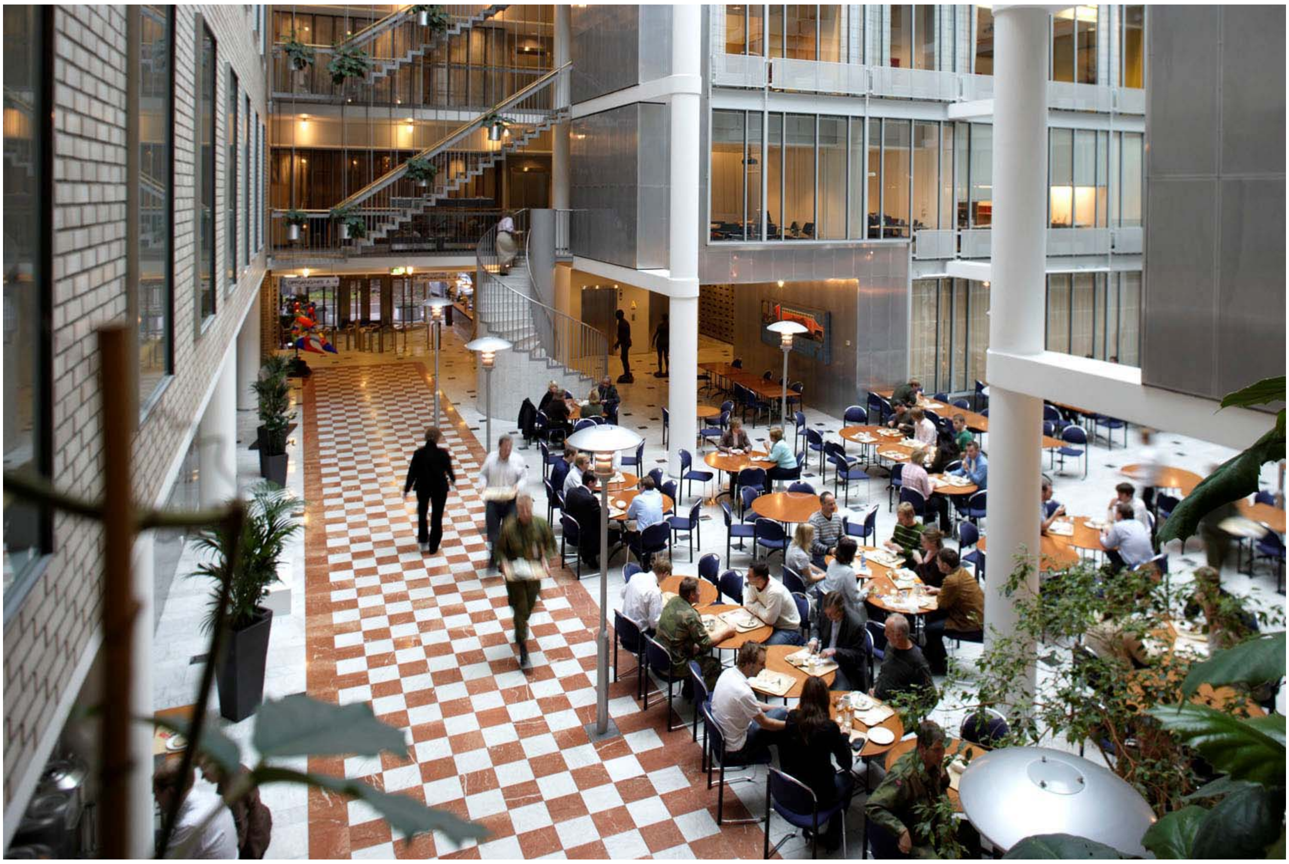
SEB Enskilda and its wholly owned subsidiary Enskilda Eiendomsmegling AS, as well as Pareto Securities and Pareto Private Equity have entered into an agreement with Norwegian Property where the former parties will act as the exclusive financial advisor and property broker, respectively, for Norwegian Property until 12 months following the stock listing of Norwegian Property. The agreement has been negotiated on arms length terms. The assignment includes assessing and presenting investment objects to Norwegian Property, financial advise in negotiations with sellers of properties, coordination of due diligence, advising in respect of debt financing and, on a preferred supplier basis, acting as manager in equity transactions, and will include also being financial adviser in case of tender bid on Norwegian Property and the acquisition of Norwegian Property's shares or properties.

7.9 Conflicts of interest, family relations, convictions and bankruptcies

None of the members of the Board of Directors or the Company's management have been subject to any bankruptcy, receivership or liquidation proceedings when acting as a member of the administrative, management or supervisory body or senior manager of any company for the last five years, nor has any member of the Company's management or Board of Directors been disqualified by a court from acting as a member of the management or supervisory bodies of an issuer or from acting in the management or conduct of the affairs of any issuer for the last five years. There have not been any official public incrimination and/or sanctions of any member of the Company's Board of Directors or management by statutory or regulatory authorities, nor any convictions in relation to fraudulent offences for the last five years involving a member of the Company's Board of Directors or management.

To the Company's knowledge, there are currently no actual or potential conflicts of interest between the Company, Senior Management and Board of Directors. Certain members of the Board of Directors are, as described above, directors of, or may have other interests in companies and businesses which from time to time may have a conflicting interest with those of the Company. Any such conflict will as they occur be dealt with in accordance with applicable Norwegian company law, the Company's Articles of Association and the Company's corporate governance policies.

Directors of the Company who are shareholders or represent shareholders have undertaken not to engage in activities which may be in conflict with the Company's business



Grev Wedels plass 9

Oksenøyveien 3

Forskningsveien 2

8 SHARE CAPITAL AND SHAREHOLDER MATTERS

The below is a summary of material information relating to the Company's share capital, including summaries of specific provisions of the Articles of Association and applicable Norwegian law in effect as of the date of this Prospectus. This summary does not intend to be complete and is qualified in its entirety by the Company's Articles of Association and Norwegian law.

8.1 Stock Exchange Listing

On 27 September 2006, the Company applied for its Shares to be admitted for listing on the Oslo Stock Exchange ("OSE"). A decision from the OSE to list the Shares, was granted on 25 October 2006 subject to an equity issue of at least NOK 350 mill., and the Company anticipates trading in its Shares to begin on or around 15 November 2006. The Company has not applied for listing on any stock exchange other than Oslo Børs.

8.2 Current share capital

As of the date of this Prospectus, the issued, registered and fully paid share capital of the Company is NOK 1,837,823,225 divided into 73,512,929 shares each with a nominal value of NOK 25. Further the shares are registered in VPS under ISIN NO 001 0317811.

After deduction of the costs connected to the Offering, the aggregate share premium shall be allocated to the share premium reserve of the Company.

The Company does not hold any treasury shares.

8.3 Development of the share capital

The development of the Company's share capital since the date of incorporation is shown in the table below. The capital increases have all been carried out with a subscription price of NOK 50 per share:

Date resolved	Type of change	Change in share capital NOK	Share capital after change (NOK)	No. of shares after change	Par value (NOK)	Price per share (NOK)
20.07.2005	Incorporation		100,000	1,000	100	100
26.04.2006	Share split		100,000	400	25	
22.05.2006	Private placement	875,000,000	875,100,000	35,000,400	25	50
22.05.2006	Write down	100,000	875,000,000	35,000,000		
22.05.2006	Private placement	162,500,000	1,037,500,000	41,5000,000	25	50
22.05.2006 /07.06.2006	Consideration issue	508,853,050	1,546,353,050	61,854,122	25	50
21.06.2006	Consideration issue	46,100,000	1,592,453,050	63,698,122	25	50
04.07.2006	Consideration issue	370,175	1,592,823,225	63,712,929	25	50
18.07.2006	Private placement	150,000,000	1,742,823,225	69,712,929	25	50
28.08.2006	Consideration issue	20,000,000	1,762,823,225	70,512,929	25	50
28.08.2006	Consideration issue	25,000,000	1,787,823,225	71,512,929	25	50
16.10.2006	Consideration issue	50,000,000	1,837,823,225	73,512,929	25	50

In two consecutive General Meetings held on 22 May 2006, the shareholders resolved to grant the Board of Directors with two separate authorizations to issue shares in the Company. Both these authorizations are valid until 30 June 2007. Pursuant to the resolutions, the Board is authorized to deviate from the shareholders' preferential rights. Further the Board is entitled to make use of the authorization to issue shares in connection with (i) a potential merger situation and (ii) a contribution in kind.

On 4 October 2006 the extraordinary General Meeting of the Company resolved to grant the Board of Directors with an authorization to increase the share capital with an amount up to NOK 360 million. Pursuant to the authorization, the Board is authorized to deviate from the shareholders' preferential rights. The authorization may be used in connection with (i) the listing of the Company's shares on Oslo Børs, (ii) further private placements and (iii) property transactions when issuing shares as consideration. The authorization may also be used in connection with a potential merger situation. The authorization expires 30 June 2007 and is a supplement to the authorizations granted to the Board of Directors on 22 May 2006.

The Board has undertaken to the shareholders that it would not use the authorizations after listing of the Company to issue to new shares against a total consideration of more than MNOK 500 without involving the shareholders.

Authorizations to the Board of Directors to issue shares are included in the table below:

Date of authorization	Date of registration	Amount in share capital
22.05.2006 (Annual General Meeting)	23.05.2006	NOK 437,500,000
22.05.2006 (Extraordinary General Meeting)	12.06.2006	NOK 335,676,525
04.10 2006 (Extraordinary General Meeting)	07.10.2006	NOK 360,000,000

Total:	NOK 1,133,176,525
Amount issued:	NOK 293,115,675
Amount remaining:	NOK 840,060,850

8.4 Authority to purchase own shares

On 22 May 2006 the extraordinary general meeting resolved to grant the Board of Directors with an authorization to purchase own shares in the Company for a nominal amount of up to NOK 87,500,000, which was equivalent to 10% of the share capital at the time of the authorization. The price per Share shall be between NOK 10 and 400. The authorization was registered in the Norwegian Registry of Business Enterprises on 23 May 2006 and is valid until the earlier of 30 June 2007 or it is rescinded by a resolution of a General Meeting.

8.5 Other Financial Instruments

There are no other outstanding options, warrants, convertible loans or other instruments which would entitle the holder of any such securities to require that the Company issue any of its shares.

8.6 Shareholder structure

As of 27 October 2006, the Company had 213 shareholders registered in the VPS, of which 177 were Norwegian and 36 were foreign. Foreign shareholders hold approximately 34 % of the share capital. The table lists the largest shareholders of Norwegian Property registered in the VPS as of the same date. The table further lists the shareholders known to the Company who represent an interest in the Company's capital and voting rights which would be notifiable under Norwegian law. (i.e. holding more than five percent or more of the share capital or voting rights).

NAME	COUNTRY	NO OF SHARES	% SHARE
A WILHELMSEN CAPITAL ANLEGGSMIDLER	NORWAY	12,087,000	16.4%
MORGAN STANLEY & CO. CLIENT EQUITY ACCOUN	UK	5,276,001	7.2%
CREDIT SUISSE SECURI (EUROPE) LTD./FIRMS	UK	2,950,000	4.0%
AWECO INVEST AS ATT: JOSTEIN DEVOLD	NORWAY	2,870,282	3.9%
BANK OF NEW YORK, BR S/A ALPINE INTL REAL	USA	2,444,695	3.3%
VITAL FORSIKRING ASA DNB NOR KAPITALFORVA	NORWAY	2,303,700	3.1%
SPENCER FINANCE CORP	LIBERIA	2,209,900	3.0%
DEUTSCHE BANK AG LON PRIME BROKERAGE FULL	UK	2,168,258	2.9%
FRAM HOLDING AS	NORWAY	2,000,000	2.7%
FRAM MANAGEMENT AS	NORWAY	2,000,000	2.7%
TITAS EIENDOM AS	NORWAY	2,000,000	2.7%
FRAM REALINVEST AS	NORWAY	2,000,000	2.7%
LANI INDUSTRIER AS	NORWAY	2,000,000	2.7%
DANSKE BANK A/S 3887 SETTLEMENTS NOR	LUXEMBOURG	1,702,000	2.3%
OPPLYSNINGSVESENETS	NORWAY	1,599,931	2.2%
CREDIT SUISSE SECURI (EUROPE) PRIME BROKE	UK	1,220,000	1.7%
ORKLA ASA	NORWAY	1,120,000	1.5%
METEVA AS C/O FRANK MOHN AS	NORWAY	1,108,818	1.5%
MIAMI AS	NORWAY	1,062,718	1.4%
NORSK HYDROS PENSJON	NORWAY	1,009,000	1.4%
SUM 20 LARGEST SHAREHOLDERS		**51,132,303**	**69.6%**
TOTAL		**73,512,929**	**100.0%**

8.7 Articles of Association

The Articles of Association (last amended 16 October 2006) of the Company are included as Appendix 1 to this Prospectus. According to its Articles of Association § 3, the Company's objectives, are to operate, purchase, sell and develop business properties, including participation in businesses which are connected to this. The Company has one class of shares only with equal rights. The Board of Directors shall have at least three and maximum nine members. Pursuant to the Articles of Association, shareholders who wish to attend at general meetings shall convey this to the Company within a deadline stated in the notice to the general meeting. However the dead line set out in the notice, cannot expire earlier than five days prior to the general meeting. A shareholder who has failed to comply with the above deadline may be refused to attend and vote at the general meeting. Pursuant to the Articles of Association § 7, the Company shall have a Nomination Committee, cf. 7.6 above.

8.8 Shareholder matters

Transfer of Shares

According to the Company's Articles of Association, there are no general limitations on transfer of the Company's Shares, see however section 8.7 above. For a description of transfer restrictions applicable to the Offering and the Offer Shares, refer to "Important Information" in the first part of this Prospectus.

Disclosure requirements

Pursuant to Norwegian law, an acquisition that causes the acquirer's proportion of shares and/or rights to shares to reach or exceed 1/20, 1/10, 1/5, 1/3, 1/2, 2/3 or 9/10 of the share capital or an equivalent proportion of the voting rights in a company whose shares are quoted on Oslo Børs, the acquirer shall immediately notify such acquisition to the stock exchange. This applies correspondingly to anyone who through disposal changes his or her proportion of shares so that the proportion is reduced to or below the set thresholds.

Mandatory offer requirement

Norwegian law requires any person, entity or group acting in concert that acquires more than 40 per cent of the voting rights of a Norwegian company listed on Oslo Børs to make an unconditional general offer for the purchase of the remaining shares in the company. The offer is subject to approval by Oslo Børs before submission of the offer to the shareholders. The offer price per share must be at least as high as the highest price paid or agreed by the offeror in the six-month period prior to the date the 40 per cent threshold was exceeded, but equal to the market price if the market price was higher when the 40 per cent threshold was exceeded. In the event that the acquirer thereafter, but prior to the expiration of the bid period acquires, or agrees to acquire, additional shares at a higher price, the acquirer is obliged to restate its bid at that higher price. A mandatory offer must be in cash or contain a cash alternative at least equivalent to any other consideration offered. A shareholder who fails to make the required offer must within four weeks dispose of sufficient shares so that the obligation ceases to apply. Otherwise, Oslo Børs may cause the shares exceeding the 40 per cent limit to be sold by public auction. A shareholder who fails to make such bid cannot, as long as the mandatory bid requirement remains in force, vote his shares or exercise any rights of share ownership unless a majority of the remaining shareholders approve. The shareholder can, however, exercise the right to dividend and pre-emption rights in the event of a share capital increase. Oslo Børs may impose a daily fine upon a shareholder who fails to make the required offer.

A shareholder or consolidated group which owns shares representing more than 40 per cent of the votes in a listed company, and which has not made an offer for the purchase of the remaining shares in the company in accordance with the provisions concerning mandatory offers, is as a main rule obliged to make a mandatory offer in the case of each subsequent acquisition. However, there are exceptions from this rule, including for a shareholder or a consolidated group, which, upon admission of the company to listing on a stock exchange, owns more than 40 per cent of the shares in the company.

It is expected that the Norwegian rules on mandatory offer requirements will be changed in the near future in connection with the implementation of Directive 2004/25/EC on take-over bids.

Compulsory acquisition

If a shareholder, directly or via subsidiaries, acquires Shares representing more than 90 per cent of the total number of issued Shares as well as more than 90 per cent of the total voting rights attached to such Shares, then such majority shareholder would have the right (and each remaining minority shareholder of the Company would have the right to require such majority shareholder) to effect a compulsory acquisition for cash of any Shares not already owned by such majority shareholder. Such compulsory acquisition would imply that the majority shareholder has become the owner of the thus acquired shares with immediate effect. Upon effecting the compulsory acquisition the majority shareholder would have to offer the minority shareholders a specific price per share, the determination of which price would be at the discretion of the majority shareholder. Should any minority shareholder not accept the offered price, such minority shareholder may, within a specified deadline not to be of less than two months' duration, request that the price be set by the Norwegian courts. Absent such request or other objection to the price being offered, the minority shareholders would be deemed to have accepted the offered price after the expiry of the two months deadline. The cost of such court procedure would, as a general rule, be for the account of the majority shareholder, and the courts would have full discretion in respect of the valuation of the Shares as per the effectuation of the compulsory acquisition.

Voting rights

Each share in the Company carries one vote.

As a general rule, resolutions that shareholders are entitled to make pursuant to Norwegian law or the Company's Articles of Association require a simple majority of the votes cast. In the case of election of directors to the Board of Directors, the persons who obtain the most votes cast are deemed elected to fill the positions up for election. However, as required under Norwegian law, certain decisions, including resolutions to waive preferential rights in connection with any share issue, to approve a merger or de-merger, to amend the Company's Articles of Association or to authorize an increase or reduction in the share capital, must receive the approval of at least two-thirds of the aggregate number of votes cast as well as at least two-thirds of the share capital represented at a shareholders' meeting. Norwegian law further requires that certain decisions, which have the effect of substantially altering the rights and preferences of any shares or class of shares, receive the approval of the holders of such shares or class of shares as well as the majority required for amendments to the Company's Articles of Association. Decisions that (i) would reduce any shareholder's right in respect of dividend payments or other rights to the assets of the Company or (ii) restrict the transferability of the shares, require a majority vote of at least 90 per cent of the share capital represented at the general meeting in question as well as the majority required for amendments to the Company's Articles of Association. Certain types of changes in the rights of shareholders require the consent of all shareholders affected thereby as well as the majority required for amendments to the Company's Articles of Association.

In general, in order to be entitled to vote, a shareholder must be registered as the beneficial owner of Shares in the share register kept by the VPS. Beneficial owners of Shares that are registered in the name of a nominee are generally not entitled to vote under Norwegian law, nor are any persons who are designated in the register as holding such Shares as nominees. Readers should note that there are varying opinions as to the interpretation of Norwegian law in respect of the right to vote nominee-registered shares. For example, Oslo Børs has held that in its opinion "nominee-shareholders" may vote in general meetings if they actually prove their shareholding prior to the general meeting.

General Meetings of shareholders

Through the general meeting, the Company's shareholders exercise the supreme authority in the Company, subject to the limitations under Norwegian law.

All shareholders in the Company are entitled to attend and vote at general meetings, either in person or by proxy. See "Voting rights" with regard to certain restrictions on voting right applying for nominee-registered shares, etc.

General meetings are conveyed by the Company's Board of Directors. A notice of a general meeting shall be sent no later than two weeks before the date of the meeting, and shall include a proposal for an agenda for the meeting. Pursuant to the Articles of Association of the Company, shareholders who wish to attend at general meetings shall convey this to the Company within a deadline stated in the notice to the general meeting. However the dead line set out in the notice, cannot expire earlier than five days prior to the general meeting. A shareholder who has failed to comply with the above deadline may be refused to attend and vote at the general meeting. A shareholder is entitled to submit proposals to be discussed at general meetings provided such proposals are submitted in writing to the Board of Directors in such good time that it can be entered on the agenda of the meeting.

The annual general meeting shall be called by the Board of Directors in reasonable time so that it can be held within six months from the end of the financial year. The annual general meeting shall deal with and decide upon the adoption of the annual financial statement and annual report, the question of declaring dividend and such other matters as may be set out in the notice of the annual general meeting.

Extraordinary general meetings can be called by the Board of Directors, and if applicable the corporate assembly or the chairman of the corporate assembly. In addition, the Board of Directors shall call an extraordinary general meeting whenever this has been demanded in writing by the auditor or shareholders representing at least 5 % of the share capital, in order to deal with a certain matter.

Additional issuances and preferential rights

All issuances of Shares by the Company, including bonus issues, require an amendment to the Articles of Association. This requires the same vote as other amendments to the Articles of Association. Furthermore, under Norwegian law, the Company's shareholders have a preferential right to subscribe for issues of new shares by the Company. The preferential rights to subscribe in an issue may be waived by a resolution in a general meeting by the equivalent vote required to adopt amendments to the Articles of Association, or may be waived by the Board pursuant to an authority from the shareholders to issue new shares, also authorizing the Board to deviate from the preferential rights. A waiver of the shareholders' preferential rights in respect of bonus issues requires the approval of all outstanding shares.

Under Norwegian law, bonus issues may be distributed, subject to shareholder approval, by transfer from the Company's free equity or from the share premium reserve. Such bonus issues may be effected either by issuing new shares or by increasing the par value of the shares outstanding.

Dividends
Under Norwegian law, no interim dividends may be paid in respect of a financial period as to which audited financial statements have not been approved by the annual general meeting of shareholders, and any proposal to pay a dividend must be recommended or accepted by the directors and approved by the shareholders at a general meeting. The shareholders may vote to reduce (but not to increase) the dividends proposed by the directors.

Dividends in cash or in kind are payable only out of (i) the annual profit according to the adopted income statement for the last financial year, (ii) retained profit from previous years, and (iii) distributable reserves, after deduction of (a) any uncovered losses, (b) the book value of research and development, (c) goodwill, (d) net deferred tax assets recorded in the balance sheet for the last financial year, (e) the aggregate value of any treasury shares the Company has purchased or been granted security over during the preceding financial years, (f) any credit or security given pursuant to Sections 8-7 to 8-9 of the Public Limited Companies Act, and provided always that such distribution is compatible with good and prudent business practice with due regard to any losses which may have occurred after the last balance sheet date or which may be expected to occur. The Company cannot distribute any dividends if the equity, according to the balance sheet, amounts to less than ten per cent of the total assets, according to the balance sheet without following a creditor notification procedure as required for reducing the share capital.

Under Norwegian foreign exchange controls currently in effect, transfers of capital to and from Norway are not subject to prior government approval except for the physical transfer of payments in currency, which is restricted to licensed banks. Consequently, a non-Norwegian resident may receive dividend payments without Norwegian exchange control consent if such payment is made only through a licensed bank.

The Company's Board will consider the amount of dividend (if any) to recommend for approval by the Company's shareholders, on an annual basis, based upon the earnings of the Company for the years just ended and the financial situation of the Company at the relevant point in time. Hence, the shareholders do not have an absolute entitlement to share in the Company's profits.

All shareholders that are shareholders at the time of the general meeting making its resolution are entitled to dividend. There is no time limit under which the individual shareholders entitlement to a declared dividend lapses.

Redemption and Conversion Rights
There are no redemption rights or conversion rights attached to the Company's Shares.

Rights on Liquidation
Pursuant to Norwegian law, the Company may be liquidated by a resolution in a general meeting of the Company passed by a two-thirds majority of the aggregate votes cast as well as two thirds of the aggregate share capital represented at such meeting. The Shares rank equally in the event of a return on capital by the Company upon a liquidation or otherwise.

Reports to Shareholders
The Company publishes annual and interim reports that include financial statements.

Notification and Publication Requirements
As from the date of the application for listing on Oslo Børs, the Company will provide its shareholders, Oslo Børs and the market as a whole with timely and accurate information. Notices will be published through Oslo Børs' information system and on the Company's Internet site.

8.9 Statutory auditors

The Company's auditors are Deloitte AS, represented by state authorized public accountants who are members of the Norwegian Institute of Public Accountants (DnR). The auditors' address is Deloitte AS, Karenslyst allé 20, P.O.Box 347 Skøyen, N-0213 Oslo, Norway and its organization number is 980 211 282.

Deloitte AS was appointed as auditors of the Company in extraordinary general meeting held on 20 April 2006. Prior to this date the Company had not conducted any business and the auditor was changed as a result of that business activity was commenced. The auditor for Tekågel Invest 83 AS from its inception and until 20 April 2006 was Noraudit DA, Munkedamsv. 45, 0250 Oslo.

Stortingsgaten 6

9 TAXATION

9.1 General

The statements herein regarding taxation are, unless otherwise stated based on the laws in force in Norway as of the date of this Prospectus, and are subject to any changes in law occurring after such date. Such changes could be made on a retrospective basis.

The following summary does not purport to be a comprehensive description of all the tax considerations that may be relevant to a decision to acquire, own or dispose of the Shares. Furthermore, the summary only focuses on the shareholder categories explicitly mentioned below (individual shareholders and limited liability companies). Shareholders are advised to consult their own tax advisors concerning the overall tax consequences of their ownership of Shares. In particular, this document does not include any information with respect to U.S. taxation. Prospective investors who may be subject to tax in the United States are urged to consult their tax adviser regarding the U.S., federal, state, local and other tax consequence of owning and disposing of Shares.

Please note that for the purpose of the summary below, a reference to a Norwegian or foreign shareholder refers to the tax residency rather than the nationality of the shareholder.

9.2 Norwegian Shareholders

Taxation of dividends - Personal shareholders

Dividends distributed to Norwegian personal shareholders (i.e. shareholders who are individuals) are taxable as ordinary income at a rate of 28%. The shareholders are, however, entitled to deduct a calculated tax-free allowance when calculating their taxable dividend income. The tax-free allowance will be calculated on a share by share basis, and the allowance for each Share will be equal to the cost price of the Share, including RISK-adjustments per 1 January 2006 (RISK is the Norwegian abbreviation for the variation of the company's retained earnings after tax during the ownership of the shareholder), multiplied with a determined risk free interest rate based on the effective rate after tax of interest on treasury bills (Norwegian: *statskasseveksler*) with three months maturity. Any part of the calculated allowance one year exceeding the dividend distributed on the Share will be added to the cost price of the Share and included in the basis for calculating the allowance the following years.

Taxation of dividends - Corporate shareholders (Limited liability companies)

Dividends distributed to Norwegian shareholders who are limited liability companies ("Norwegian corporate shareholders") are exempted from taxation.

Taxation on realization of Shares – Personal shareholders

Sale, redemption or other disposal of Shares is considered a realization for Norwegian tax purposes. A capital gain or loss generated by a Norwegian personal shareholder through a disposal of Shares is taxable or tax deductible in Norway. Such capital gain or loss is included in or deducted from the basis for computation of ordinary income in the year of disposal. The ordinary income is taxable at a rate of 28%. The gain is subject to tax and the loss is tax deductible irrespective of the duration of the ownership and the number of Shares disposed of. The capital gain is calculated as the consideration received less the cost price of the Share, including any RISK-adjustments up to 1 January 2006 and costs incurred in relation to the acquisition or realisation of the share. From this capital gain, Norwegian personal shareholders are entitled to deduct a calculated tax-free allowance when calculating their taxable income. The allowance for each Share is equal to the total of allowance amounts calculated for dividends for this Share for previous years (ref above), less dividends distributed on this Share. The calculated allowance may only be deducted in order to reduce a taxable gain calculated upon the realization of the Share, and may not be deducted in order to produce or increase a loss for tax purposes.

If the personal shareholder owns Shares acquired at different points in time, the Shares that were acquired first will be regarded as the first to be disposed of, on a first-in first-out basis.

Effective as of 1 January 2006, new regulations were introduced whereby a Norwegian personal shareholder who moves abroad and ceases to be resident in Norway for tax purposes, as a result of this will be deemed taxable in Norway for any potential gain related to the shares held at the time the Norwegian tax residency ceased, as if the shares were realised at this time. Gains of NOK 200,000,- or less are not taxable. If the person moves to a jurisdiction within the EEA, potential losses related to shares held at the time the Norwegian tax residency ceases will be tax deducible. Taxation (loss deduction) will occur at the time the shares are actually sold or otherwise realised. If the shares are not realised within five years after the shareholder ceased to be resident in Norway for tax purposes, the tax liability calculated under these provisions will not apply. The Norwegian Ministry of Finance has proposed certain amendments to these regulations. The amendments may be given retroactive effect from 1 January 2006.

Taxation on realization of Shares - Corporate shareholders (Limited liability companies)
Norwegian corporate shareholders are not taxable in Norway on capital gains related to realization of Shares, and losses related to such realization are not tax deductible.

Net wealth tax
The value of shares is included in the basis for the computation of net wealth tax imposed on Norwegian personal shareholders. The marginal net wealth tax rate is 1.1 % of the value assessed. Listed shares are valued at 80% of their listed value as of 1 January in year of assessment. Norwegian corporate shareholders are not subject to net wealth tax. The Norwegian Ministry of Finance has proposed to change the valuation of listed shares to 85% of their listed value. The amendment is proposed to have effect from the income year 2007.

9.3 Non-resident Shareholders

This section summarizes Norwegian tax rules relevant to shareholders who are not resident in Norway for tax purposes (“Non-resident shareholders”). Non-resident shareholders’ tax liabilities in the jurisdiction where they are resident for tax purposes or other jurisdictions will depend on applicable tax rules in the relevant jurisdiction.

Taxation of dividends
Dividends distributed to Non-resident shareholders, both corporate and personal shareholders, are as a general rule subject to withholding tax at a rate of 25%. The withholding tax rate of 25% is normally reduced through tax treaties between Norway and the country in which the shareholder is resident. The withholding obligation lies with the company distributing the dividends.

The above generally applies also to Non-resident shareholders who are limited liability companies (“Non-resident corporate shareholders”). However, dividends distributed to Non-resident corporate shareholders resident within the EEA for tax purposes are exempt from Norwegian withholding tax.

Non-resident personal shareholders resident within the EEA area are subject to ordinary withholding tax, but entitled to apply for a partial refund of the withholding tax, equal to a calculated allowance similar to the calculated allowance used by Norwegian personal shareholders, ref above. In contrast to Norwegian personal shareholders, Norwegian tax authorities have stated that foreign personal shareholders resident within the EEA may not carry forward any unused allowance.

Nominee registered Shares will be subject to withholding tax at a rate of 25 % unless the nominee has obtained approval from the Tax Directorate for the dividend to be subject to a lower withholding tax rate. To obtain such approval the nominee is committed to file a summary to the tax authority including all beneficial owners that are subject to lower withholding tax. Non-resident shareholders that have suffered a higher withholding tax rate than set out by an applicable tax treaty or the Norwegian Tax Act may apply to the Norwegian tax authorities for a refund of the excess withholding tax deducted.

If a Non-resident shareholder is carrying on business activities in Norway, and the Shares are effectively connected with such activities, the shareholder will be subject to the same taxation as Norwegian shareholders, as described above.

Taxation on realization of Shares
Capital gains derived by the sale or other realisation of Shares by a Non-resident personal shareholder will not be subject to taxation in Norway unless the Non-resident personal shareholder (i) holds the Shares in connection with the conduct of a trade or business in Norway or (ii) has been a tax resident of Norway within the five calendar years preceding the year of the sale or other realisation (and whose gains are not exempt pursuant to the provisions of an applicable income tax treaty).

Capital gains derived by the sale or other realisation of Shares by Non-resident foreign shareholders are not subject to taxation in Norway.

Net wealth tax
Non-resident shareholders are not subject to net wealth tax in Norway on Shares unless the Non-resident shareholder is an individual and the Shares are effectively connected with business activities carried out by the Non-resident personal shareholder in Norway.

9.4 Duties on the transfer of Shares

No stamp or similar duties are currently imposed in Norway on the transfer of Shares whether on acquisition or disposal.

9.5 Inheritance tax

Transfer of Shares by way of inheritance or gift may be subject to Norwegian inheritance or gift tax. The basis for the computation is the market value at the time the transfer takes place. However, such transfer is not subject to Norwegian tax if the donor/deceased was neither a national nor resident of Norway for tax purposes, unless the shares are effectively connected with a business carried out through a permanent establishment in Norway.

Badehusgaten 33-39

10 THE OFFERING

The Offering represents an offer to buy shares in connection with a new issue of between 15,000,000 and 25,000,000 new shares in the Share Issue (assuming full exercise of the Greenshoe Option) and a sale of 0 to 2,000,000 existing shares from the Selling Shareholder in the Secondary Sale. The Offering will be organized in two separate tranches, the Retail Offering and the Institutional Offering:

The above share issue includes a Green Shoe Option which the Company has granted the Mangers pursuant to which the Managers may acquire a number of shares up to 10 % of the Offer Shares in the Company at a price equal to the final Offering Price in the Offering through a new issue of Shares in connection with the Over Allotment Facility described in section 10.6.

The Offering will generate gross proceeds of between NOK 750 mill. and NOK 1,485 mill (assuming full exercise of the Green Shoe Option).

The Board reserves the right to carry out the Share Issue at the minimum level of NOK 350 mill. as defined as a condition for listing by Oslo Børs, ref section 10.8.

10.1 The Share Issue and the Secondary Sale

Existing share capital

The Company's current issued share capital is NOK 1,837,823,225 divided into 73,51,929, each with a par value of NOK 25. Each Share carries one vote.

Increase of share capital in connection with the Offering

A resolution to issue the New Shares was made by the Board on 27 October 2006 pursuant to proxies granted at the Extraordinary General Meetings (EGM) held on 22 May and 4 October 2006, respectively, at which the Board resolved to increase the Company's share capital with minimum NOK 159 mill and maximum NOK 625 mill. through an issue of minimum 6,360,000 and maximum 25,000,000 New Shares of par value NOK 25 each, assuming full exercise of the Green Shoe Option. A final resolution by the Board to increase the share capital is made when the Board resolves the Offer Price and the number of New Shares to be issued, which is expected to take place at the end of the Bookbuilding Period. Following the Offering, the Company's share capital will be between NOK 1,996,823,225 and NOK 2,462,823,225 and the total number of Shares outstanding will be between 79,872,929 and 98,512,929, assuming full exercise of the Green Shoe Option. Existing Shareholders' preferential right to subscribe for the New Shares as set out in the Public Limited Companies Act has been derogated from in order to enable the Company to publicly offer the Shares.

Subscription and sale of shares under the Share Issue

In order to provide for prompt registration with the Norwegian Registry of Business Enterprises of the New Shares to be issued in the Share Issue, the Managers and the Co-lead manager have agreed with the Company to subscribe for the New Shares in their own name, but for the benefit of the applicants in the Offering, in a number corresponding to the number of New Shares allotted. Such subscription will be made by the Managers and the Co-lead manager severally and not jointly. The Managers and the Co-lead manager will only subscribe to such shares after having received binding applications for the minimum number of shares to be offered in the Offering at the price determined in the Book-building and upon allocation as described herein. The New Shares, together with the Secondary Shares, will be sold to the applicants according to the allocation following the Book-building process, as described in section 10.3 and 10.4 at the same price as they have been subscribed at by the Managers and the Co-lead Manager. Such sale to the applicants will be subject to delivery of the New Shares to the Managers and the Co-lead manager by the Company. The issue of New Shares and the sale to the applicants should be considered as an integrated sales process, where the applicants purchase the Shares from the Managers and the Co-lead Manager, based on this Prospectus prepared by the Company, and such purchasers shall have no further rights or claims against the Managers and the Co-lead manager as sellers of the said Shares than those rights or claims the Managers and the Co-lead manager (as subscribers) have against the Company. The

Managers and the Co-lead manager disclaim any responsibility for any loss the applicants may suffer as a result of the Managers and the Co-lead manager actions as described in section 10.3 and 10.4, including the Managers and the Co-lead manager subscription and/or payment for the New Shares.

The Secondary Sale
In addition to the New Shares issued in the Share Issue, the Offering consist of the Secondary Sale whereby the Selling Shareholder, Næringsbygg II Holding AS/Näringsfastigheter Holding II Röd AB (publ), offer to sell up to 2,000,000 existing Shares each with a nominal value of NOK 25 at the same price as for the New Shares in the Share Issue, i.e. as determined through the bookbuilding process. Minimum Offering Price set by the Selling Shareholder is NOK 51.

The Selling Shareholder has undertaken to the Managers and the Company to sell up to 2,000,000 Shares through the Offering and further authorized the Managers and the Company to allocate their Shares to the Applicants. The Selling Shareholder have also authorized the Managers to transfer the Shares in question from their VPS account in one or more lots.

In the event of insufficient demand in the Offering, the Secondary Sale will not take place unless the Share Issue raises gross proceeds to the Company of at least NOK 750 million. Total demand in the Offering above NOK 750 million, but less than the aggregate of the maximum Share Issue of NOK 1,375 million and the gross proceeds resulting from the Secondary Sale, will be allocated between the Share Issue and the Secondary Sale on a pro rata basis (i.a. based on NOK 625 million and the gross proceeds resulting from the Secondary Sale).

10.2 The Offering

The Offering will be organized as two separate tranches comprising an aggregate amount of between NOK 750 mill and NOK 1,485 mill, assuming full exercise of the Green Shoe Option.

Following the initial financing of Norwegian Property the goal and intention have been to list the Company on Oslo Børs. The main purpose of the application for listing is to obtain liquidity in and market pricing of the Company's Shares. This will reduce the investors' transaction costs and make the value of the Company visible. Furthermore, a listing will give the Company easier access to equity financing of potential property and property company acquisitions.

The Offering will comprise:

- the Retail Offering, in which Offer Shares are being offered to the public in Norway subject to a lower limit per application of 200 Offer Shares and an upper limit per application of 60,000 Offer Shares for each investor (applications in excess of 60,000 Shares in the Retail Offering will be considered to be an application for 60,000 Shares), and applications will only be accepted in multiples of 200 Offer Shares; and
- the Institutional Offering, in which Offer Shares are being offered to institutional investors and other professional investors in Norway and to institutional investors outside Norway in reliance on Regulation S under the U.S. Securities Act and to qualified institutional buyers (QIBs) in the United States in reliance on Rule 144A under the U.S. Securities Act, subject to a lower limit per application of 60,001 Offer Shares.

Investors cannot subscribe for shares in both the Retail Offering and the Institutional Offering. In such case this will be regarded as an application in the Institutional Offering and the application in the Retail Offering may be crossed out. It has been provisionally assumed that approximately 10 per cent of the Offering will be reserved for the allocation to the Retail Offering and approximately 90 per cent for the allocation to the Institutional Offering. However, the final allocation of Offer Shares between the Retail Offering and the Institutional Offering will be decided after the Book-building Period on the basis of the application level in each of the Retail Offering and the Institutional Offering relative to the overall application level for the Offering. The Retail Offering will only be marketed in Norway.

A non-binding indicative price range of NOK 50 – NOK 55 per Offer Share (the "Price Range") has been set by the Company after consultation with the Managers. The Price Range has been determined on the basis of an overall evaluation, including the Company's historical (pro-forma) and expected earnings and future market prospects as well as a comparison of these factors with the market valuation of comparable companies and the expected demand for the Offer Shares. The final Offering Price may be set above or below this Price Range at the sole discretion of the Company in consultation with the Managers. Applications made in the Retail Offering will be binding for the investors regardless of what the Company determines that the Offering Price shall be, however so that the applicants in the Retail Offering will have the right to reserve themselves against receiving Offer Shares should the Offering Price be set above the indicative Price Range. See sections 10.3 and 10.4 concerning the Offering Price. Applications in the Institutional Offering will be binding according to provisions set forth in section 10.3.

The Company reserve the right, in consultation with the Managers, to withdraw the Offering at any time prior to final allocation on 13 November 2006 (subject to extension of the application periods as described in Sections 10.3 and 10.4) at their sole discretion (and for any reason).

Completion of the Offering is further subject to the Board's decision to issue New Shares on 13 November 2006 (subject to extension of application periods as described in Sections 10.3 and 10.4 below).

The Offering will be unconditional on the Managers, the Company and the Selling Shareholder at the time of registration of the capital increase in the Company Registry.

Purpose of the offering and use of proceeds

The purpose of the Offering is twofold. Firstly, the purpose is to secure a broad shareholder structure appropriate for a listed company. In order to secure liquidity and regular trading in the Shares, it is considered important to obtain a shareholder structure with a higher number of active investors with smaller and medium sized shareholdings. This reduces investors' transaction cost and is likely to facilitate a fair, market-based pricing of the Company's shares.

The proceeds from the Share Issue is mainly expected to be used for additional acquisitions of single properties, property portfolios or property companies and investments in further development of the existing property portfolio. Norwegian Property has identified several interesting potential properties and expects to be able to complete additional transactions during 2006/2007. Approximately NOK 350 million of the proceeds will be used to repay the drawn down on the Equity Bridge Facility set up as part of the financing of the acquisition of Aker Hus as described in section 6.6.

10.3 Institutional Offering

Offering Price

The Company has set a non-binding indicative Price Range which the Company may deviate from. Please see section 10.2 for more information. The Company will determine the Offering Price for the Offer Shares to be issued in the Institutional Offering after the end of the Book-building Period. The decision by the Company will be made after consultation with the Managers, based on, among other factors, an evaluation of the level of demand in the Book-building from different groups of investors and an assessment of the investment market's valuation of comparable companies.

The Offering Price will be announced in a stock exchange notification through Oslo Børs information system under the Company's ticker "NPRO", once determined by the Board. Such announcement is expected to be made before opening of the Oslo Børs on 14. November 2006, subject to extension.

Book-building Period

The Book-building Period will last from 1 November 2006 to 13 November 2006 (both dates inclusive). Applications in the Institutional Offering must be made during the Book-building Period by advising one of the Application Offices of the number of Offer Shares that the investor wishes to apply for and the price that such investor is offering to pay for the Offer Shares. Any oral application will be binding upon the investor and subject to the same terms and conditions as a written application. The Application Offices can, at any time and at their sole discretion, require the investor to confirm any oral applications in writing. Applications made may be withdrawn or amended by the investor at any time up to the end of the Book-building Period. After the end of the Book-building Period all applications that have not been withdrawn or amended are irrevocable and binding upon the investor, and each application will represent a binding purchase order to the relevant Application Office to acquire the relevant number of Offer Shares on behalf of the investor. Subject to extension (see below), the book will close at 15:00 hours (CET) on 13 November 2006, after which no further applications, amendments or withdrawals will be accepted.

The Company together with the Managers reserve the right to extend the Book-building Period, depending on the number and size of applications received in both the Institutional Offering and the Retail Offering aggregately or in either the Institutional Offering or the Retail Offering individually. Any such extension of the Book-building Period (which will apply accordingly to the Retail Application Period) will be announced through Oslo Børs information system on or before 12:00 hours (CET) on 13 November 2006. An extension will only be made one time, and for no longer than until 15:00 hours (CET) on 22 November 2006. In the event of extension, the allocation date, first trading date, payment date and the date of delivery of Offer Shares will be extended correspondingly. Furthermore, such extension will also represent an extension of the point in time when applications made in the Institutional Offering become irrevocable and binding upon the investor.

Application Offices
The Application Offices for the Institutional Offering are:

SEB Enskilda ASA Filipstad Brygge 1 PO Box 1363 Vika 0113 Oslo Norway	Pareto Securities ASA Dronning Mauds gate 3 P.O. Box 1411 Vika N-0115 Oslo Norway	DnB NOR Markets Corporate Finance Stranden 21 0021 Oslo Norway
Tel: +47 21 00 85 00 Fax: +47 21 00 89 62	Tel: + 47 22 87 87 00 Fax: + 47 22 87 87 15	Tel: + 47 22 94 88 80 Fax: +47 22 48 29 80

Allocation date
The Managers will inform investors in the Institutional Offering of the number of Offer Shares they have been allocated as soon as possible on or about 14 November 2006.

Payment and delivery of allocated Offer Shares
Payment by applicants to the Institutional Offering will take place against delivery of shares at a date determined by the Managers. Settlement and physical delivery of shares are expected to take place on 17 November 2006.

For late payment, interest will accrue at a rate equal to the prevailing interest rate under the Norwegian Act on Interest on Overdue Payments of 17 December 1976 No. 100, per the date of the Prospectus being 9.75 per cent per annum of the amount due. Should payment not be made when due, the Offer Shares allocated will not be delivered to the applicant, and the Managers reserve the right, at the risk and cost of the applicant, to sell the allotted Offer Shares on such terms and in such manner as the Managers may decide in accordance with applicable laws. The original applicant remains liable for payment of the Offering Price, together with any interest, costs, charges and expenses accrued, and the Managers may enforce payment for any such amount outstanding.

Trading of allocated Offer Shares
In order to ensure the prompt registration of the capital increase, the Managers and the Co-lead manager will subject to the conditions set out in section 10.2 subscribe for all the shares in the Share Issue on or about 13 November 2006.

Since the Share Issue is expected to be registered in the Norwegian Company's Register on or about 14 November 2006, it is expected that it will be possible to trade allotted shares through Oslo Børs from and including Wednesday 15 November 2006. This applies both to shares in the Institutional Offering and in the Retail Offering. However, physical delivery of shares is conditional upon settlement being received in accordance with the payment instructions set out above. Anyone who wishes to dispose of shares before physical delivery has taken place, runs the risk that payment does not take place in accordance with the procedures set out above, so that the shares sold may not be delivered in time.

10.4 Retail Offering

Offering Price

The price for the Offer Shares sold in the Retail Offering will be the same as in the Institutional Offering, see section 10.3 "Offering Price". The Company has set a non-binding indicative Price Range which the Company may deviate from. Please see section 10.2 for more information.

Each applicant in the Retail Offering will be permitted, but not required, to indicate on the Application Form that the applicant does not wish to be allocated Offer Shares should the Offering Price be set above the indicative Price Range mentioned in section 10.2] "The Offering". If the applicant elects to do so, the applicant will not be allocated any Offer Shares if the actual Offering Price is set above the indicative Price Range. If the applicant does not make this reservation on the Application Form, the application will be binding regardless of whether the Offering Price is set within, above or below the indicative Price Range.

The Offering Price will be announced in a stock exchange notification through Oslo Børs information system under the Company's ticker "NPRO", once determined by the Board. Such announcement is expected to be made before opening of the Oslo Børs on 14 November 2006, subject to extension.

According to the Act relating to the duty to provide information and right to withdraw from contracts (cooling-off period) et seq, in the case of distance selling and sales made outside permanent sales outlets (Act no. 105 of 21 December 2000), no cooling-off period applies to subscriptions for Offer Shares.

Retail Application Period

The Application Period in the Retail Offering will last from 1 November 2006 to 13 November 2006 (both dates inclusive) closing at 12:00 hours (CET). All applications must be made on the Application Form. Application Forms together with this Prospectus can be obtained from the Company or from the Application Offices. Norwegian applicants in the Retail Offering can apply for Offer Shares on the Internet by accessing www.enskilda.no, www.pareto.no, www.dnbnor.no/markets and www.norwegianproperty.no. To avoid duplicate registrations the applicants are asked to send the Application Form to one Application Office only, either per post or per telefax. Neither the Company nor the Managers may be held responsible for delays in the mail system or Application Forms forwarded by fax not being received in time by one of the Managers. No text must be added to the Application Forms other than in the designated fields.

Application Forms that are incomplete or incorrectly completed, or that are received after the expiry of the Retail Application Period, may be disregarded without further notice to the applicant. Subject to extension (see below), properly completed Application Forms must be received by one of the Application Offices by 12:00 hours (CET) on 13 November 2006.

The Company together with the Managers reserves the right to extend the Retail Application Period, depending on the number and size of applications received in both the Institutional and Retail Offering aggregately or in either the Institutional Offering or the Retail Offering individually. Any such extension of the Retail Application Period (which will apply accordingly to the Book-building Period) will be announced through Oslo Børs before 12:00 hours (CET) on 13 November 2006. An extension will only be made one time, and for no longer than until 12:00 hours (CET) on 22 November 2006. In the event of extension, the allocation date, first trading date, payment date and the date of delivery of Offer Shares will be extended correspondingly. All applications made in the Retail Offering will be irrevocable and binding upon receipt of a duly completed Application Form by an Application Office, irrespective of any extension of the Application Period.

Application Offices
The Application Offices for the Retail Offering are:

SEB Enskilda ASA Filipstad Brygge 1 PO Box 1363 Vika 0113 Oslo Norway	Pareto Securities ASA Dronning Mauds gate 3 P.O. Box 1411 Vika N-0115 Oslo Norway	DnB NOR Markets Corporate Finance Stranden 21 0021 Oslo Norway
Tel: +47 21 00 85 00 Fax: +47 21 00 89 62	Tel: + 47 22 87 87 00 Fax: + 47 22 87 87 15	Tel: + 47 22 94 88 80 Fax: +47 22 48 29 80

Allocation date
Notifications of allocation in the Retail Offering are expected to be issued by the Managers on or about 14 November 2006. Applicants who have access to investor services through an institution that operates the applicant's VPS account, should be able to check how many Offer Shares they have been allocated from and including 14 November 2006. Applicants wishing to know the exact number of Offer Shares allocated to it on 14 November 2006 may also contact one of the Application Offices from the morning of 14 November 2006 and onwards.

Payment and delivery of allocated Offer Shares
Applicants for shares in the Retail Offering will, as part of the application, grant a single authority to the Managers to debit the cost of the shares allotted from a specified Norwegian bank account. Notices of allotment are expected be sent out by ordinary mail on 14 November 2006. Payment will on this basis be deducted from the specified bank account on 16 November 2006. Sufficient funds must be ready and available to the stated bank account at the latest on 15 November 2006 due to control routines at Bankenes Betalingssentral (BBS).

Should applicants have insufficient funds in their accounts or should payment be delayed for any reason, or if it is not possible to debit the accounts, penalty interest at a rate equal to the prevailing interest rate under the Norwegian Act on Interest on Overdue Payments of 17 December 1976 No. 100, per the date of this Prospectus being 9.75 per cent per annum, will be payable on the amount due (the total amount allocated). The Managers reserve the right to make up to three subsequent debits within 20 December 2006, starting 20 November 2006, if there are insufficient funds on the account on the first debiting date. Should payment not be made when due, the Shares allocated will not be delivered physically to the applicant, and the Managers reserve the right, at the risk and cost of the applicant, to sell the allocated Shares on such terms and in such a manner as Managers may decide in accordance with applicable laws. The original applicant remains liable for payment of the Offering Price, together with any interest, costs, charges and expenses accrued, and the Managers may enforce payment for any such amount outstanding.

Shares allotted will be transferred to the applicants' individual VPS accounts as soon as practically possible, after payment is received by the Managers which normally is one business day following the date of payment. Assuming payment is made at the 16 November 2006 the shares allotted in the Retail Offering will be transferred to the applicants' individual VPS account on the 17 November 2006.

Trading of allocated Offer Shares
In order to ensure the prompt registration of the capital increase, the Managers and the Co-lead manager will subject to the conditions set out in section 10.1 subscribe for all the Shares in the Share Issue on or about 13 November 2006.

Since the Share Issue is expected to be registered in the Company Registry on or about 14 November 2006, it is expected that it will be possible to trade shares allotted through Oslo Børs from and including 15 November 2006. This applies both to shares in the Institutional Offering and in the Retail Offering. However, physical delivery of shares is conditional on settlement being received in accordance with the payment instructions set out above. Anyone who wishes to dispose of shares before physical delivery has taken place has the risk that payment does not take place in accordance with the procedures set out above, so that the shares sold may not be delivered in time. Trading over the Internet must be agreed with the individual Internet broker and is done on the Applicants risk of delayed delivery of shares as set out above.

Applicants selling Shares from 15 November 2006 and onwards must ensure that payment for such Shares is made within the deadline set out above. Accordingly, an applicant who wishes to sell his Shares before physical delivery must ensure that payment is made in order for such Shares to be delivered in time to the purchaser.

10.5 Share allocation

In the Institutional Offering, the Company will determine the allocation of Offer Shares after consultation with the Managers. An important aspect of the allocation principles is the desire to create an appropriate long-term shareholder structure for the Company. The allocation principles will, in accordance with normal practice for institutional placements, include factors such as timeliness of the order, price level, relative order size, sector knowledge, investment history, perceived investor quality and investment horizon. The Company and the Managers further reserve the right, at their sole discretion, to take into account the creditworthiness of any applicant. The Company and the Managers may also set a maximum allocation to any applicant.

In the Retail Offering, no allocation will be made for a number of Offer Shares less than 200. All allocations will be rounded down to the nearest integral number of 200. In the event of over-application, the Company will endeavor to ensure that all applicants that has applied for at least 5,000 shares receives at least 5,000 Shares. Allotment of additional Shares will apply objective criteria based on a pro rata allocation. If it is not possible to allot 5,000 Shares to each applicant, the Company reserves the right to allocate shares in 200 lots on a random basis using VPS' simulation procedures.

The allotment of shares for both the Institutional Offering and the Retail Offering will take place after the expiry of the Application Period on 13 November 2006. Detailed information on each applicant's allotment will be distributed to all applicants on 14 November 2006. Applicants in the retail offering who have access to investor services through the institution that operates their VPS account will be able to check how many shares they have been allotted from and including approximately 10.00 hours on 14 November 2006.

The distribution of the shares offered through the Offering between the Norwegian market and the foreign markets will be a result of the application of the allotment criteria described above. No shares have been reserved for any specific national market (other than for the Retail Offering that is offered to the Norwegian market only).

10.6 Stabilisation, Over-allotment Facility and Green Shoe Option

In connection with the Offering, the Stabilisation Manager may, in its sole discretion, over-allot to the applicants a number of Shares which equals up to 10 per cent of the number of Offer Shares as determined following determination of the Offer Price (the "**Over-allotment Facility**"). The Stabilisation Manager will issue a statement on 4 December 2006 before the opening of Oslo Børs announcing whether the Over-allotment Facility has been utilised.

The Board has granted the Stabilisation Manager a Green Shoe Option pursuant to which the Stabilisation Manager may acquire up to 2,454,545 Shares in the Company at a price equal to the final Offering Price in the Offering through a new issue of up to 2,454,545 Shares. The Green Shoe Option may be used only for the purpose of closing out any net short positions created through over allotments, if any, made in connection with the Offering. The Green Shoe Option may be exercised on one or more occasions at any time during a 21 calendar day period starting on the first day of trading of the Company's shares at Oslo Børs. Any exercise of the Green Shoe Option will be promptly announced by the Stabilisation Manager through the information system of Oslo Børs.

A shareholder and the Stabilisation Manager have entered into an agreement pursuant to which the Stabilisation Manager may borrow a number of Shares which equals the over-allotment up to said 10 per cent of the Offer Shares. To the extent that the Stabilisation Manager has over-allotted Shares in the Offering, the Stabilisation Manager has created a short position in the Shares. The Stabilisation Manager may close out this short position by buying Shares in the open market through the stabilisation activities and/or by exercising all or part of the Green Shoe Option. The Managers expect that the Greenshoe Option will be exercised in the event that the trading price of the shares is higher than the final Offering Price at the time the Managers are closing out the Manager's short position. Otherwise, the Managers expect that the Stabilisation Manager will purchase shares in the open market to close out such short-position.

The Stabilisation Manager may effect transactions with a view to supporting the market price of the Company's Shares at a level higher than what might otherwise prevail, through buying Shares in the open market at prices equal to or lower than the Offering Price. However, there is no obligation on the Stabilisation Manager to do so. Such stabilising activities, if commenced, may be discontinued at any time, and will be brought to an end at the latest 21 calendar days after the first day of trading of the Shares. A stock exchange notification stating that stabilisation activities may occur will be issued on the first day of trading of the Shares.

Within one week after the expiry of the twentyone-day period of price stabilisation, the Stabilisation Manager will publish information as to whether or not price stabilisation activities have been performed. If price stabilisation activities have been performed, the Stabilisation Manager will announce:

- the total amount of Shares sold and purchased;
- the dates on which the stabilisation period began and ended;
- the price range between which stabilisation was carried out, as well as the highest, lowest and average price paid during the stabilisation period; and
- the date at which stabilisation activities last occurred.

Stabilisation activities will be conducted in accordance with Commission Regulation 2273/2003 regarding buy-back programmes and stabilisation of financial instruments, ref. the Norwegian Securities Trading Act 1997 section 2-12.

It should be noted that stabilisation activities might result in market prices that are higher than would otherwise prevail. Any profit which the Stabilisation Manager may recognise from purchasing Shares at prices below the Offering Price during the twentyone-day stabilisation period will be for the benefit of Norwegian Property.

10.7 The rights of the Offer Shares

The Offer Shares will have the same rights and class as existing Shares once the New Shares have been registered in the Company Registry, including the right to participate in dividends, if any, with respect to the 2006 accounting year and thereafter. Such registration is expected to take place on 14 November 2006.

10.8 Listing on Oslo Børs

The board of Oslo Børs approved Norwegian Property's application for listing of the Shares at its meeting 25 October 2006. It is expected that the first quotation and trading day will be on or around 15 November 2006. The approval is subject to that the planned share issue will increase the Company's equity by at least NOK 350 million. A round lot in the Company's shares will be dependent on the Offer Price, but is expected to consist of 200 shares. The Company's ticker code will be NPRO.

10.9 VPS registration

The Company's account operator at the VPS is Nordea Bank Norge ASA, Postboks 1166 Sentrum, 0107 Oslo, Norway.

The Shares in the Company are, and will after the offering be registered with the VPS with securities number ISIN NO 001 0317811.

10.10 Selling restrictions

For a description of selling restrictions applicable to the Offering see "Important Notice" in the very beginning of this Prospectus.

10.11 Jurisdiction

The Company has been incorporated under Norwegian law. The Offering is in Norwegian Kroner and the Offering and this Prospectus are subject to Norwegian law, unless otherwise indicated herein. Any dispute arising in respect of the Offering or this Prospectus is subject to the exclusive jurisdiction of the Norwegian courts.

10.12 Dilution

The percentage of immediate dilution resulting from the Offering for the Company's shareholders is between 17% and 25%.

10.13 Publication of Technical Information in Respect of the Offering

The Company will utilize Oslo Børs' company information system to publish technical information in respect of the Offering prior to listing of the Shares. Such information will also be available on the Company's web-site www.norwegianproperty.no. This applies to information on any changes in the Retail Application Period, the Book-building Period, the Indicative Price Range, the final determination of the Offering Price, the size of the Offering, etc.

10.14 Transaction costs

Transaction costs and all other directly attributable costs in connection with the Offering will be covered by the Company. The total transaction costs related to the Offering are estimated to approximately between NOK 34 mill. and NOK 64 mill..

10.15 Advisors and auditors

SEB Enskilda ASA acts as financial advisor for the Company and will act as joint lead manager and book runner in the Offering. Pareto Securities ASA is joint lead managers and book runner. DnbNOR Markets is Co-lead manager. Advokatfirma Thommessen is the Company's legal advisor. Deloitte AS is the auditor of Norwegian Property.

10.16 Mandatory anti-money laundering procedures

The Norwegian Money Laundering Act No. 41 of 20 June 2003 and the Norwegian Money Laundering Regulations No. 1487 of 10 December 2003 (collectively the "Anti-Money Laundering Legislation") is relevant for payments to be made under the Offering. All applicants who are not registered as existing customers with one of the Managers or the Co-lead manager must verify their identity to the one of the

Mangers in accordance with requirements of the Anti-Money Laundering Legislation, unless an exemption is available. Applicants that have designated an existing Norwegian bank account and an existing VPS-account on the Application Form are exempted, provided the aggregate subscription price is less than NOK 100.000, unless verification of identity is requested by the Managers. The verification of identification must be completed prior to the end of the Application Period. Investors that have not completed the required verification of identification will not be allocated Shares. Further, in participating in the Offering, each applicant must have a VPS account. The VPS account number must be stated on the Application Form. VPS accounts can be established with authorised VPS registrars which can be Norwegian banks, authorised securities brokers in Norway and Norwegian branches of credit institutions established within the EEA. However, non-Norwegian investors use nominee VPS accounts registered in the name of a nominee. The nominee must be authorised by the Norwegian Ministry of Finance. Establishment of VPS account requires verification of identification before the VPS registrar in accordance with the Anti-Money Laundering Legislation.

Lysaker Torg 35

Drammensveien 60

11 DEFINITIONS, GLOSSARY AND OTHER MATTERS

Application Form	-	The application form to be used by investors when ordering Shares in the Retail Offering, a copy of which is included as Appendix 5 hereto
Application Offices for the Institutional Offering	-	SEB Enskilda ASA and Pareto Securities ASA and DnB NOR Markets
Application Offices for the Retail Offering	-	SEB Enskilda ASA, Pareto Securities ASA and DnB NOR Markets
Board of Directors or Board	-	Board of Directors of the Company
Book-building	-	The book-building process arranged by the Managers to assist the Company in establishing, among other things, the Offering Price, as further described in Section 10.8
Book-building Period	-	The period from and including 1 November 2006 to and including 13 November 2006, closing at 15:00 hours (Norwegian time), subject to discretionary extension one time and for no longer than until 15:00 on 22 November 2006, in which Offer Shares may be applied for in the Institutional Offering
Company	-	Norwegian Property ASA
Co-lead Manager	-	DnB NOR Markets
EBT	-	Earnings Before Tax
EBIT	-	Earnings Before Interest and Tax
EBITDA	-	Earnings Before Interest, Tax, Depreciation and Amortisation
	-	The Company's ticker code on Oslo Børs
EPS	-	Earnings per share
IFRS	-	International Financial Reporting Standards
Green Shoe Option	-	The Stabilisation Manager's option to subscribe, at the Offering Price, for a number of Shares equalling the number of Shares borrowed under the Over-Allotment-Facility less the number of Shares purchased through the stabilisation activities as further described in Section 10.6
Indicative Price Range	-	Indicative price range for the Offer Shares as stipulated in Section 10.8
Institutional Offering	-	The tranche of the Offering in which Offer Shares are being offered by the Company to institutional investors and other professional investors, subject to a lower limit per application of 60,001 Shares, as further described in Section 10.1
Managers	-	SEB Enskilda ASA and Pareto Securities ASA
MLA Banks	-	Mandated Lead Arrangers; Danske Bank A/S, DnB NOR Bank ASA, Nordea Bank Norge ASA and Skandinaviska Enskilda Banken AB (publ) as
New Shares	-	Up to 25,000,000 new Shares to be issued by the Company pursuant to the Offering (including the Green Shoe Option)
Norwegian GAAP or NGAAP	-	Generally accepted accounting principles in Norway (in Norwegian: God Regnskapsskikk i Norge)
Norwegian Property	-	Norwegian Property ASA with subsidiaries
NOK	-	The currency of the Kingdom of Norway (Norwegian krone)
NPRO		The Company's ticker code on Oslo Børs
Offering	-	The Institutional Offering and the Retail Offering
Offering Price	-	The price per Offer Share established following the Book-building
Offer Shares	-	the New Shares and the Secondary Shares
Oslo Børs	-	Oslo Børs ASA (the Oslo Stock Exchange)
Over-Allotment Facility	-	The Managers' ability to allocate additional Shares in connection with the Offering as further described in Section 10.6.

Prospectus	-	This prospectus prepared in connection with the Offering and the application for listing of the Company's Shares on Oslo Børs, including all appendices
Public Limited Companies Act	-	The Norwegian Public Limited Companies Act of 13 June 1997 No. 45 (as amended)
Retail Application Period	-	The period from and including 1 November 2006 to and including 13 November 2006, closing at 12:00 hours (Norwegian time), subject to discretionary extension one time and for no longer that until 12:00 on 22 November 2006, in which Offer Shares may be applied for in the Retail Offering
Retail Offering	-	The tranche of the Offering in which Offer Shares are being offered to the public in Norway, subject to a lower limit per application of 200 Shares for each investor, as further described in Section 10.1
SEB Enskilda	-	SEB Enskilda ASA
Secondary Shares	-	The up to 2,000,000 existing Shares offered by the Selling Shareholder pursuant to the Offering
Securities Trading Act	-	The Norwegian Securities Trading Act of 19 June 1997 No. 79 (as amended)
Selling Shareholder	-	The shareholder of the Company offering to sell the Secondary Shares pursuant to the Offering, as further described in Section 10.7
Shares	-	All shares issued by the Company
Share Issue	-	The Company's issues of the New Shares
Stabilisation Manager	-	SEB Enskilda
Stock Exchange Regulations	-	The Norwegian Stock Exchange Regulations of 17 January 1994 No. 30 (as amended)
VPS	-	The Norwegian Central Securities Depository or or "Verdipapirsentralen"
VPS account	-	An account held with VPS to register ownership of securities

Third party information

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

Documents on display

Copies of this Prospectus may be obtained from Norwegian Property ASA, telephone: +47 91315000 facsimile: +47 97315000. Copies of this Prospectus may also be obtained from the Managers and the Co-Lead Manager.

The Articles of Association of the Company, the financial statements for Q2 and Q3 as well as an independent valuation report from DTZ Realkapital Verdivurdering AS, Stranden 1A, 0250 Oslo are attached to this Prospectus as appendices. The valuation report has been produced upon request from the Company.

The Prospectus and other documents (or copies thereof) referred to in this paragraph will be physically available for inspection for 12 months after the date of the Prospectus at the Company's registered business address:

- The Articles of Association of the Company (last amended 16 October 2006).
- Annual accounts for 2005 as well as historical financial information for subsidiary undertakings
- Any reports, letters, and other documents, historical financial information, valuations and statements prepared by any expert at the issuer's request any part of which is included or referred to in the Prospectus.

Nedre Skøyen vei 26 a-e

12 NORWEGIAN SUMMARY

Dette sammendraget bør leses som en innledning til Prospektet, og enhver investeringsbeslutning bør være basert på investors vurdering av Prospektet i dets helhet, herunder dokumentene som er inkorporert i dette gjennom henvisning og risikoene forbundet med å investere i Tilbudsaksjene, som angitt under "Risikofaktorer". Dette sammendraget er ikke fullstendig, og inneholder ikke all den informasjon du bør ta i betraktning i forbindelse med beslutning vedrørende Tilbudsaksjene. Dersom et krav i tilknytning til informasjonen i dette Prospektet bringes inn for en domstol, vil saksøker i henhold til gjeldende lovgivning kunne bli pålagt å dekke kostnadene ved å oversette Prospektet før rettergangen igangsettes. Selskapets styre vil ikke ha noe erstatningsansvar i tilknytning til dette sammendraget, med mindre dette er villedende, feilaktig eller selvmotsigende når det leses sammen med andre deler av dette Prospekt. ***Prospektet er en oversettelse av det engelske sammendraget i kapittel 1. Dersom det skulle være uoverenstemmelse mellom teksten i det norske og det engelske sammendraget er det det engelske sammendraget som skal gjelde****.*

12.1 Norwegian Property - innledning

Norwegian Property er et nyetablert eiendomsinvesteringsselskap som søker å gi sine aksjonærer attraktiv avkastning, samt å gi investorene tilgang til børsnoterte og likvide aksjer i et eiendomsselskap. Selskapet har en klar investeringsstrategi, med fokus utelukkende på sentralt beliggende næringseiendommer i de største byene i Norge. Eiendomsporteføljen består av 41 næringseiendommer med høy standard og attraktiv beliggenhet, ervervet til en totalkostnad i området NOK 14,6 milliarder. Eiendommene omfatter i alt ca. 591.000 kvadratmeter, og vil i 2006 gi en kontraktsfestet leieinntekt på NOK 882,4 millioner. Det alt vesentlige av arealet er utleid, og gjennomsnittlig veiet gjenværende løpetid for disse leieavtalene var 7,8 år per 30. september 2006. Eiendommene er ervervet til en gjennomsnittlig implisitt nettoavkastning etter skatt på rundt seks prosent.

Norwegian Property ble stiftet 20. juli 2005 (under navnet Tekågel Invest 83 AS, og endret 29. april 2006 navn til Norwegian Property AS). Selskapet hadde ingen drift i 2005. 22. mai 2006 ble Selskapet omdannet til et allmennaksjeselskap, og aksjene ble registrert i VPS. Selskapet har ervervet samtlige eiendommer det nå eier i løpet av perioden fra 9. juni 2006.

9. juni 2006 kjøpte Norwegian Property 28 næringseiendommer i Oslo og Stavanger, med et samlet areal på ca. 330.000 kvm, til en samlet verdi av ca. NOK 8,4 milliarder. I løpet av perioden etter 9. juni 2006 og frem til dette Prospekts dato har Norwegian Property ervervet ytterligere 13 næringseiendommer, med et samlet areal på ca. 261.000 kvm, til en samlet verdi av ca. NOK 6,2 milliarder. Verdien av disse etterfølgende transaksjoner var henholdsvis NOK 1,1 milliard i juni, NOK 3,6 milliarder i tredje kvartal og NOK 1,5 milliard i oktober. Totalt har Selskapet gjennomført 12 ulike eiendomstransaksjoner, som omfatter totalt 41 eiendommer, til en samlet verdi av ca. NOK 14,6 milliarder. Eiendommene er delvis ervervet som eiendoms-/selskapsporteføljer og delvis som enkeltstående eiendommer/selskaper. Det nåværende styret ble oppnevnt på en generalforsamling i april 2006, og har tatt aktivt del i disse transaksjonene. I tillegg har det vært leiet inn et stort team bestående av ulike eksterne rådgivere.

I perioden fra det ble dannet til dette Prospekts dato, har Selskapet gjennomført to rettede emisjoner, og flere aksjeemisjoner mot tingsinnskudd, som beløper seg til totalt NOK 3,7 milliarder, og har tatt opp førsteprioritetslån på totalt NOK 11 milliarder. Selskapet ble notert på den norske OTC-listen 13. juni, med ticker NPRO. 27. september 2006 søkte Selskapet om notering på Oslo Børs. 25. oktober 2006 ble søknaden godkjent av styret på Oslo Børs, og Selskapet forventer å bli tatt opp til notering på Oslo Børs rundt 15. november 2006 gitt gjennomføring av en emisjon på minimum NOK 350 millioner.

Forretningskonsept

Norwegian Property har som formål å bli det ledende eiendomsselskapet i det norske eiendomsmarkedet, samt å være en ledende pådriver for omstrukturering og konsolidering av markedet. Selskapet søker å tiltrekke seg de beste folkene i bransjen, og å realisere synergieffekter gjennom å oppnå kritisk masse på eiendomsporteføljen.

Målsetning
Selskapets målsetning er å gi aksjonærene attraktiv avkastning, gjennom å bli den ledende tilbyder av førsteklasses eiendommer på mellomlange til lange leieavtaler, til leietakere som skal innbefatte de mest solide og attraktive leietakerne i markedet.

For investorene skal Norwegian Property bli det størst og mest likvide investeringsalternativet innen norsk næringseiendom.

Investeringsstrategi
Førsteklasses eiendommer, sentral beliggenhet
Selskapet fokuserer på store næringseiendommer med høy teknisk standard, og med en gjennomsnittlig verdi per eiendom på NOK 200 millioner eller mer. Selskapet sikter seg inn mot en eiendomsportefølje bestående av 70 - 75 % kontorarealer og 25 - 30 % detaljhandel/lager/parkeringsplasser. Norwegian Property vil investere i eiendommer med førsteklasses beliggenhet, og målet er at 85 - 90 % av porteføljen skal befinne seg i de største byene i Norge (Oslo, Bergen, Stavanger og Trondheim), hovedsakelig i sentrum av disse byene. Selskapets nåværende fokus og hjemmemarked er de største byene i Norge. Selskapet har imidlertid en ambisiøs vekststrategi, og sikter seg inn mot å bli et av de ledende eiendomsselskapene i Norden.

Førsteklasses leietakere og leieavtaler
De fleste av Selskapets leietakere skal være store børsnoterte selskaper og offentlige eller offentlig eide leietakere, for å begrense risikoen for mislighold av leieavtaler.

Mellomlang til lang løpetid på leieavtalene i gjennomsnitt
Selskapets eiendommer skal ha en leieavtalestruktur med en gjennomsnittlig gjenværende løpetid på 7 år eller mer.

Leieavtaler knyttet opp mot KPI
Selskapet skal ha leieavtaler som hovedsakelig er gjenstand for KPI-justeringer.

Begrenset prosjektutviklingsaktivitet
Selskapet skal kun i begrenset grad være involvert i utviklingsprosjekter, bortsett fra slike som skaper merverdi i den eksisterende porteføljen og medfører begrenset risiko.

Opportunistisk tilnærming til aktiva
Selskapet har som målsetning å være en ledende pådriver for omstrukturering og konsolidering av markedet. Selskapet vil ha en opportunistisk tilnærming til erverv/avhendelse av aktiva. Proveny fra avhendelser vil enten bli gjeninvestert eller utbetalt som utbytte, avhengig av hva som gir best avkastning for aksjonærene.

Finansierings- og avkastningsstrategi
Norwegian Property skal ha en forutsigelig utvikling med hensyn til inntekter og kontantstrømmer, med en målsetning om 13 - 15 % internrente før skatt på egenkapitalen. Selskapet har som målsetning å gi sine aksjonærer en konkurransedyktig direkte avkastning på investert kapital gjennom en årlig utbetaling av utbytte. Selskapet søker å gi sine aksjonærer en attraktiv, forutsigbar årlig avkastning i form av utbytte, som ligger over gjennomsnittet for sektoren. Selskapets mål er å utdele 50 % eller mer av dets nettooverskudd (utenom ikke-kontantposter) i form av årlig utbytte. Styret i Norwegian Property vil foreslå for den ordinære generalforsamling at det utdeles et utbytte på NOK 2,50 per aksje for regnskapsåret 2006.

Selskapet har i utgangspunktet en gjeldsgrad på ca. 75 %, i form av førsteprioritets lån, og søker å begrense renterisikoen gjennom fastrentelån/sikringskontrakter. Ytterligere annenprioritets finansiering opp til 85 % vil bli vurdert. I tillegg har Selskapet sikret seg en midlertidig lånefasilitet.

Driftsstrategi
Norwegian Property er i ferd med å etablere enn organisasjon med 15 – 20 meget dyktige personer som har levert gode resultater i andre bransjer og/eller har en overlegen bakgrunn fra eiendomsbransjen. I øyeblikket utføres driftsrelatert og kommersiell forvaltning av eiendommene av de samme profesjonelle forvaltningsselskaper, som forestod denne oppgaven for de tidligere eierne. Selskapet vil følge en strategi med fornuftig balanse mellom bruk av egne strategiske og taktiske ressurser og outsourcing/innkjøp av profesjonelle driftsrelaterte og kommersielle forvaltningstjenester. Selskapet vil utnytte sin størrelse til å oppnå førsteklasses tjenester til konkurransedyktige priser.

Aksjonærstrategi
Selskapet har som strategi å fremme likviditet i sine aksjer. Strategien med høye utbyttebetalinger forventes også å støtte opp om høyere likviditet. Norwegian Property vil søke å holde allmennheten informert og oppdatert om Selskapets resultater, aktiviteter og særlige begivenheter, for å sikre at prisingen av Selskapet i høyest mulig grad gjenspeiler de underliggende verdier og fremtidige overskuddsforventninger.

Historie og viktige begivenheter

År	Vesentlige begivenheter
Juli 2005	• Stiftet (navn: Tekågel Invest 83 AS), men ingen virksomhet i 2005
Vinter/vår 2006	• Opprinnelig plan om å etablere et børsnotert norsk eiendomsselskap med fokus på kontor- og detaljisteiendommer i de største norske byene.
April/mai 2006	• Navn endret til Norwegian Property AS, og deretter Norwegian Property ASA
Mai 2006	• Norwegian Property gjennomførte sin første rettede emisjon på NOK 1,75 milliarder, til kurs NOK 50 per aksje.
Juni 2006	• Norwegian Property gjorde opp ervervet av sine første 28 eiendommer, med en samlet verdi på ca. NOK 8,4 milliarder. Selgerne bidro med til sammen NOK 1,35 milliard i ny egenkapital, tegnet til kurs NOK 50 per aksje. • Selskapet sikret seg lån på NOK 7,6 milliarder til langsiktig rentesats 5,2 prosent p.a. (inkl. margin), med en gjennomsnittlig løpetid på 6,3 år. • Norwegian Property ble notert på den norske OTC-listen. • Selskapet gjennomførte ervervene av Finnestadveien 44 i Stavanger og Lysaker Torg 35 ("If-bygget") på Lysaker. Total kontraktverdi var rundt NOK 1 milliard.
Juli 2006	• Norwegian Property gjennomførte ervervet av C. J. Hambros plass 2 ("Ibsen-kvartalet"), til en pris på rundt NOK 1,2 milliard. Eiendommen har et samlet areal på 38.000 kvm. • Norwegian Property gjennomførte ervervet av Drammensveien 134 (bygg 2-6) og 149 ("Esso-bygget"). Kjøpesummen er ca. NOK 1 milliard. • Selskapet kunngjør at Petter Jansen er ansatt som Selskapets nye administrerende direktør. • Selskapet gjennomførte en vellykket rettet emisjon på NOK 300 millioner.
September 2006	• Norwegian Property gjennomførte ervervet av Grev Wedels plass 9 ("Fearnley-bygget"), til avtalt pris på ca. NOK 755 millioner. • Norwegian Property gjennomførte ervervet av Kokstad Næringseiendom i Bergen. • Norwegian Property gjennomførte ervervet av Gardermoen Næringseiendom. • Søknad om notering på Oslo Børs
Oktober 2006	• Norwegian Property gjennomførte ervervet av det nye hovedkvarteret til Aker ASA og selskaper innen Aker ASA-konsernet for ca. NOK 1,5 milliard. Eiendommen er under oppføring, og antas sluttført i november 2007. • Søknaden om børsnotering ble godkjent av styret på Oslo Børs

Eiendomsporteføljen – nøkkelfakta

Property	Oppført/rehab.	Løpetid	Totalt kvm	Sum parkering splasser	Tomte areal	Årlig avtalefestet leie 2006 (NOK m)	Ledighet	KPI-justering
OSLO/AKERSHUS								
CBD								
Aker Brygge - total	1855/1986/2005	3,3	57 496	70	na	146,8	0 %	100 %
Drammensveien 134 - hus 1	1986/2001	6,0	5 328	0	na	11,3	0 %	100 %
Drammensveien 134 - hus 2	1990	1,5	4 509	0	1 590	5,3	9 %	100 %
Drammensveien 134 - hus 3	1990	3,1	6 125	0	1 660	9,3	0 %	100 %
Drammensveien 134 - hus 4	1990	3,3	4 731	0	1 905	5,4	11 %	100 %
Drammensveien 134 - hus 5	2002	6,0	8 420	44	2 770	16,8	1 %	100 %
Drammensveien 134 - hus 6	2005	12,2	19 233	290	7 766	30,0	0 %	100 %
Drammensveien 149	1994	5,2	16 456	139	9 007	20,9	9 %	100 %
Drammensveien 60	1960/2005	9,1	10 873	10	2 656	19,1	0 %	100 %
Hovfaret 11	1960/1988	12,6	5 640	40	3 021	10,4	0 %	100 %
Ibsenkvartalet (C.J. Hambros plass 2	1994-1996	7,5	38 147	0	4 762	61,7	0 %	100 %
Nedre Skøyen vei 24	1983	12,6	4 845	63	5 224	8,4	0 %	100 %
Nedre Skøyen vei 26 a-e	1984	12,6	17 621	60	17 424	33,1	0 %	100 %
Nedre Skøyen vei 26 f	2005	12,6	13 499	120	na	21,8	0 %	100 %
Stortingsgaten 6 (99%)	2004	6,3	6 177	28	960	19,7	0 %	100 %
Grev Wedels plass 9	1822/1992/2001	6,5	28 299	162	3 559	43,4	0 %	100 %
SumCBD		**6,8**	**247 398**	**1 026**	**62 305**	**463,6**	**0,7%**	**100 %**
Oslo West/Lysaker/Fornebu								
Aker Hus (Snarøyveien) *	2006-07	13,1	58 343	681	23 198	76,4	0 %	100 %
Forskningsveien 2 (80%)	2002	13,1	19 206	122	8 000	29,8	0 %	100 %
Lysaker Torg 35	2001	6,2	21 934	220	3 727	37,5	0 %	100 %
Magnus Poulssons vei 7	1990/1991	8,9	7 218	64	2 980	9,5	0 %	100 %
Middelthunsgt 17	1920/1987	7,4	33 319	114	33 500	42,7	0 %	100 %
Oksenøyveien 3	1985/1997	5,8	12 900	177	7 845	16,1	0 %	100 %
Sum Oslo West/Lysaker/Fornebu		**10,0**	**152 920**	**1 378**	**79 250**	**212,0**	**0 %**	**100 %**
Oslo North/East								
Kolstadgaten 1	1979/2004	4,0	5 479	0	5 479	8,4	0 %	75 %
Økernveien 9	1966/67	8,8	12 761	125	3 367	16,6	0 %	100 %
Oslo Airport Gardermoen	1999	13,4	20 976	0	71 900	23,3	0 %	100 %
Sum Oslo North/East		**10,2**	**39 216**	**125**	**80 746**	**48,3**	**0 %**	**96 %**
SUM OSLO/AKERSHUS		**8,0**	**439 534**	**2 529**	**222 301**	**723,8**	**0 %**	**100 %**
STAVANGER								
CBD								
Badehusgaten 33-39	1999	3,3	21 528	240	10 000	22,4	0 %	70 %
Nedre Holmegate 30-34	1967/85-86	7,2	5 250	37	1 177	4,5	0 %	100 %
Forus/Airport								
Forusbeen 35	1986/90	9,1	21 424	400	23 000	25,2	0 %	100 %
Grenseveien 19	1985	1,7	5 390	110	6 000	6,4	0 %	53 %
Grenseveien 21	986/87 and 1997/98	5,8	27 721	450	23 500	28,8	0 %	50 %
Maskinveien 32	2003	6,5	5 086	58	3 829	4,9	0 %	100 %
Strandsvingen 10	2004	7,7	2 059	38	5 075	2,8	0 %	80 %
Svanholmen 2	86-87 og 89-91/03	9,1	9 463	172	11 746	8,5	0 %	100 %
Sandnes								
Elvegaten 25	1964/87	1,3	5 583	35	2 680	7,6	0 %	70 %
Mauritz Kartevolds plass 1	1999	13,4	3 610	20	1 296	3,2	0 %	70 %
Stavanger - other								
Finnestadveien 44	5/82/83/2002/2004	11,3	22 032	300	23 700	27,0	0 %	100 %
Sum Stavanger		**7,1**	**129 146**	**1 860**	**112 003**	**141,2**	**0 %**	**80 %**
BERGEN								
Kokstadveien 23	1981/1997	5,1	22 066	350	49 000	17,4	0 %	50 %
Sum Bergen		**5,1**	**22 066**	**350**	**49 000**	**17,4**	**0 %**	**50 %**
BRUTTO SUM		**7,8**	**590 746**	**4 739**	**383 304**	**882,4**	**0 %**	**96 %**

* under oppføring, forventet ferdigstilt i november 2007

12.2 Styremedlemmer, toppledelse og ansatte

Styret

Selskapets styre består av følgende styremedlemmer: Knut Brundtland (styreformann), Jostein Devold, Egil K. Sundbye og Torstein I. Tvenge.

I ekstraordinær generalforsamling 4. oktober 2006 vedtok aksjonærene å utvide styret med ytterligere to styremedlemmer; Hege Bømark og Karen Helene Ulltveit-Moe. Disse styremedlemmene vil tiltre sine verv med virkning fra den dato Selskapets aksjer blir notert på Oslo Børs.

Ledelse og ansatte

Petter Jansen er, med virkning fra 28. august 2006, Selskapets administrerende direktør, og Svein Hov Skjelle er Selskapets finansdirektør.

Selskapet har siden april 2006 engasjert PricewaterhouseCoopers (PwC) gjennom en såkalt midlertidig administrasjonsavtale. PwC har i henhold til denne avtalen tatt hånd om alle administrative oppgaver og operasjoner på vegne av Selskapet. I tillegg har PwC innført og etablert systemer og rutiner for økonomisk rapportering, regnskap og IT.

PwCs engasjement vil bli videreført inntil Selskapet selv har etablert en tilstrekkelig virksomhetsorganisasjon som sikrer at Selskapets administrative behov er dekket på en tilfredsstillende måte.

Selskapets toppledelse ("Toppledelsen") bistår administrerende direktør med ledelse og realisering av Selskapets strategiske og operasjonelle mål. I tillegg til Petter Jansen (adm. dir.), består toppledelsen i øyeblikket av Svein Hov Skjelle (økonomi- og finansdirektør), Helge Holen (driftsdirektør) (adm. dir. fra april til Jansen tiltrådte sin stilling 28. august 2006), Tore Juul (fungerer som assisterende økonomi- og finansdirektør i en overgangsperiode) og Nina Kathrine Hammerstad, regnskapssjef. I motsetning til adm. dir. og økonomi- og finansdirektøren, er de tre øvrige engasjert fra PwC gjennom den midlertidige administrasjonsavtalen. Toppledelsen er videre støttet av et team PwC-ansatte bestående av fra seks til ti personer.

Per dette Prospekts dato er det fire faste ansatte i Selskapet. I tillegg er Dag Fladby ansatt som investeringsdirektør og vil tiltre sin stilling 1. november 2006, mens Aili E Klami er ansatt som salgs- og markedsdirektør og vil tiltre sin stilling 1. desember 2006. I løpet av først driftsår forventer Selskapet å ansette 15 til 20 personer. De ansatte vil være fokusert innen områdene strategisk/taktisk ledelse, driftsrelatert og kommersiell forvaltning, samt juridisk, økonomisk og regnskaps-/rapporteringsledelse og -gjennomføring.

12.3 Finansiell informasjon

Nedenstående tabell viser nøkkeltall fra det reviderte resultatregnskap i IFRS-konsernregnskapet for Norwegian Property-konsernet for perioden fra 1. januar 2006 til 30. september 2006. Tabellen viser også nøkkeltall fra resultatregnskapet i IFRS-konsernregnskapet for perioden fra 1. januar 2006 til 30. juni 2006, samt nøkkeltall fra resultatregnskapet for tredje kvartal 2006.

Resultatregnskap

Beløp i NOK 1.000	**Perioden til 30.09.06**	**3.kv. 2006**	**Perioden til 30.06.06**
Brutto leieinntekt	212.234	181.033	31.201
Driftsresultat	181.129	157.803	23.326
Periodens resultat	12.277	(9.492)	21.769

Balanse
Nedenstående tabell viser nøkkeltall fra den reviderte balanse i IFRS-konsernregnskapet for Norwegian Property-konsernet per 30. september 2006, samt nøkkeltall fra balansen i IFRS-konsernregnskapet per 30. juni 2006.

Beløp i NOK 1.000	Pr. 30.09.06	Pr. 30.06.06
Anleggsmidler	13.218.636	9.634.292
Omløpsmidler	536.835	957.905
Sum aktiva	**13.755.470**	**10.592.197**
Egenkapital	3.518.722	3.162.667
Langsiktig gjeld	9.882.533	7.265.621
Kortsiktig gjeld	354.215	163.909
Sum egenkapital og gjeld	**13.755.470**	**10.592.197**

Kontantstrømanalyse
Nedenstående tabell viser nøkkeltall fra den reviderte kontantstrømanalyse i IFRS-konsernregnskapet for Norwegian Property-konsernet for perioden fra 1. januar 2006 til 30. september 2006.

Beløp i NOK 1.000	Perioden til 30.09.06
Kontanter generert fra driftsaktiviteter	455.772
Kontanter benyttet til investeringsaktiviteter	(11.684.169)
Kontanter generert fra finansieringsaktiviteter	11.650.460
Netto endringer i kontanter og kontantekvivalenter	**422.063**
Kontanter og kontantekvivalenter ved årets begynnelse	100
Kontanter og kontantekvivalenter ved utgangen av perioden	**422.164**

Kapitalisering og gjeld
Selskapets kapitalisering på konsernnivå var NOK 13,8 milliarder per 30. september 2006. Finansiell gjeld var NOK 9,9 milliarder per 30. september 2006, og samlet egenkapital var NOK 3,5 milliarder (etter transaksjonskostnader). Netto rentebærende gjeld var NOK 9,5 milliarder per 30. september 2006.

I oktober gjennomførte Norwegian Property ervervet av Aker Hus. Denne transaksjonen har økt samlet egenkapital med NOK 0,1 milliard og netto rentebærende gjeld med NOK 1,0 milliard.

Ledelsens drøftelse av den finansielle situasjon og driftsresultater
På grunn av Selskapets korte driftsperiode i annet kvartal 2006 (perioden frem til 30. juni 2006), er regnskapstallene for denne perioden ikke sammenlignbare med tallene for tredje kvartal 2006. De økonomiske resultater for perioden fra 30. juni 2006 til 30. september 2006 gjenspeiler Norwegian Property-konsernets tre første driftsmåneder.

Leieinntektene i tredje kvartal gjenspeiler full drift av 31 eiendommer som var anskaffet per 1. juli, samt driften av 9 eiendommer som ble kjøpt i løpet av tredje kvartal.

Brutto leieinntekter for tredje kvartal beløp seg til NOK 181,0 millioner.

Drift- og administrasjonsutgifter beløp seg til NOK 23,3 millioner. På eiendomsnivå var driftsutgiftene på linje med kostnadsantakelsene benyttet ved verdivurderingen av eiendommene, dvs. rundt 5 %. Selskapet ble ikke påført noen vesentlige uforutsette kostnader på dette nivået i løpet av perioden. Samlede driftsutgifter beløper seg til NOK 7,0 millioner. Kostnader på selskapsnivå gjenspeiler enkelte oppstartskostnader forbundet med rekruttering og systemimplementering, samt kostnader i tilknytning til den midlertidige administrasjonen og merarbeidet på grunn av forberedelsene til den kommende noteringen på Oslo Børs. Engangselementet i denne periodens driftsutgifter er estimert til NOK 10 millioner. Driftsoverskuddet var NOK 157,8 millioner.

Etter en rask start og en periode med hurtig vekst i porteføljen, er Selskapet nå i ferd med å effektivisere drifts- og kontrollstrukturen, og i gang med å realisere fordelene forbundet med porteføljeforvaltning i stor skala.

- I løpet av tredje kvartal utøvde Hydro, etter konstruktive forhandlinger, opsjonen på å forlenge en betydelig leieavtale (2.800 kvm) i Skøyen-lokalene med 2 år, og utvider leiearealet med 500 kvm. Leien for ekstraarealet er øket med mer enn 20 %.
- En løpende budrunde vedrørende Selskapets forsikringsavtale forventes å gi ytterligere forbedring av forsikringsvilkårene, samtidig som forsikringspremien for flesteparten av eiendommene reduseres betydelig.
- Selskapet er godt i gang med en dialog med sine bankforbindelser om restrukturering av deler av låneporteføljen gjennom verdipapirifisering og muligens obligasjonslån.
- I desember vil Norwegian Property flytte inn i en del av dets egne kontorlokaler på Aker Brygge. Selskapets ledelse og administrasjon vil derved bli lokalisert i hjertet av finans-/eiendomsbransjens viktigste tilholdssted i Oslo.

Netto finanskostnad i tredje kvartal beløp seg til NOK 171,0 millioner. Dette inkluderer en nedskrivning til virkelig verdi på renteswapavtaler som ikke kvalifiserer for sikringsføring, med NOK 57,2 millioner. Gjennomsnittlig gjeldskostnad var 5,1% for perioden, inkludert forskuddsgebyrer. Etter finanskostnad er det registrert et resultat før skatt på NOK (13,2) millioner.

Innbefattet den korte driftsperioden i annet kvartal, er brutto leieinntekter så langt i år NOK 212,2 millioner. Etter driftskostnader er driftsresultatet så langt i år NOK 181,1 millioner, mens nettoresultat før skatt er NOK 17,1 millioner. Finanskostnader er NOK 164,1 millioner så langt i år. Dette inkluderer et netto tap på renteswapavtaler som ikke kvalifiserer for sikringsføring, med NOK 29,5 million. Nåverdien av samme renteswapavtaler er NOK 22,1 millioner.

Verdien av eiendommene ervervet i løpet av tredje kvartal ble bokført til NOK 3,6 milliarder, inkludert kapitaliserte transaksjonskostnader. Bokført verdi av den samlede portefølje ved utgangen av september 2006 beløp seg til NOK 13,2 milliarder.

Verdivurderingen av eiendommene er testet, ved bruk av samme vurderingsprinsipper som ble benyttet i anskaffelsesperioden, mot markedsverdien per oktober 2006. Samlet verdiøkning fra 30. juni til 30. september er estimert til NOK 0,1 milliard i følge det uavhengige takseringsfirmaet, DTZ Realkapital AS.

Det eksterne takseringsfirmaet, DTZ Realkapital AS, har vurdert eiendommenes samlede verdi per 30. september 2006 til NOK 13,4 milliarder. Dette er NOK 0,1 milliard (+0,8 %) mer enn den tilsvarende verdivurdering utført av DTZ per 30. juni 2006. Dette bekrefter den positive verdiutviklingen for eiendomsporteføljen. Eiendommenes bokførte verdi, inkludert kapitaliserte transaksjonskostnader, er NOK 13,2 milliarder per 30. september 2006. Justert for utsatt skatt er dette på linje med verdien angitt av DTZ Realkapital.

Styret og ledelsen har vurdert den generelle utviklingen med hensyn til makroøkonomiske rammebetingelser, samt den reduksjon i avkastning som er observert i transaksjoner som nylig er gjennomført i markedet. Eiendomsmarkedet anses for å stå overfor gunstige betingelser. Hensyn tatt til påløpte transaksjonskostnader, leieavtalenes stabilitet og løpetid, samt leietakerporteføljen, anser ikke styret og ledelsen en justering basert på porteføljens virkelige verdi for å være påkrevet ved utgangen av tredje kvartal.

Kontanter og kontantekvivalenter utgjorde NOK 422,2 millioner per 30. september 2006. Samlet rentebærende gjeld var 9,9 milliarder, mens innbetalt kapital per 30. september var NOK 3,5 milliarder etter en emisjonskostnad på NOK 0,1 milliard. Egenkapitalandelen var 25,6 % per 30. september 2006.

Transaksjonskostnader forbundet med både egenkapital- og gjeldsfinansiering, samt ved kjøpet av eiendommene, beløp seg til NOK 0,3 milliard i perioden fra oppstart til utgangen av tredje kvartal. Et nettobeløp på NOK 0,1 milliard etter skatt ble belastet egenkapitalen, mens NOK 0,2 milliard ble kapitalisert på enten eiendommene eller de utestående lån.

Styret og ledelsen anser de rådende markedsforhold for å være gunstige for ytterligere vekst. Norwegian Property har allerede opprettet en attraktiv eiendomsportefølje i løpet av 2006 på basis av en klar investeringsstrategi og et attraktivt finansieringsgrunnlag. Selskapet vil fortsette å følge opp investeringsmuligheter i tråd med strategien, for å oppnå den avkastning som er dets definerte mål.

Vesentlige endringer i finansiell og forretningsmessig posisjon etter 30. september 2006
Som en bekreftelse på styrets tillit til strategien og markedsutsiktene, inngikk Selskapet i midten av oktober en avtale om å erverve Aker Hus, det nye hovedkvarteret til Aker-konsernet, som er under oppføring på Fornebu i Oslo. Samlet kjøpesum for eiendommen var NOK 1,5 milliard. Ett års leieinntekt for eiendommen, som leies ut i henhold til en "triple net"-avtale for en resterende periode på 13 år, er blitt satt til NOK 78 millioner p.a. "Triple net" betyr at leietaker dekker alle drifts- eller vedlikeholdsutgifter i løpet av den 13-årige løpetiden. Denne leien skal også betales i byggeperioden.

For regnskapsformål vil "leieinntektene" for Aker Hus frem til tidspunktet for ferdigstilling av eiendommen i november 2007 bli behandlet som en nedbetaling på en fordring overfor leietakerne, som er opprettet på kjøpstidspunktet (oktober 2006). Rente på lån i tilknytning til Aker Hus vil bli kapitalisert på aktivumet i løpet av byggeperioden.

Ervervet ble gjennomført 25 oktober 2006 og ble finansiert ved NOK 100 millioner gjort opp i form av aksjer til selgerne (til kurs NOK 50 per aksje, dvs. 2 millioner nye aksjer), trekk på den eksisterende lånefasilitet og en midlertidig lånefasilitet, opprettet hos de bankene som er mandaterte hovedtilretteleggere, i påvente av tilførsel av ny egenkapital. Eiendommen er i øyeblikket under oppføring, og forventes ferdigstilt i november 2007. Aker-konsernet bærer risikoen for eventuelle kostnadsoverskridelser og/eller forsinkelser i forbindelse med oppføringen.

Etter kjøpet av Aker Hus utgjør porteføljen på 41 eiendommer til sammen ca. 591.000 kvadratmeter. 99,6 % av eiendommene er utleid. Leietakerne er nesten utelukkende store og velrenommerte private og offentlige virksomheter. Medregnet Aker Hus er leietiden for de 25 største leietakerne 9 år, og gjennomsnittet for hele porteføljen er 7,8 år.

12.4 Rådgivere og revisor

SEB Enskilda ASA er Selskapets finansielle rådgiver, og vil opptre som hovedtilrettelegger og "book builder" for Tilbudet. Pareto Securities ASA er hovedtilrettelegger og "book builder". DnB NOR Markets er medtilrettelegger. Advokatfirma Thommessen er Selskapets juridiske rådgiver. Deloitte AS er Norwegian Propertys revisor.

12.5 Hovedaksjonærer

Nedenstående tabell angir Selskapets største aksjonærer, som registrert i VPS 27. oktober 2006.

NAVN	LAND	ANTALL AKSJEI	% ANDEL
A WILHELMSEN CAPITAL ANLEGGSMIDLER	NORWAY	12,087,000	16.4%
MORGAN STANLEY & CO. CLIENT EQUITY ACCOUN	UK	5,276,001	7.2%
CREDIT SUISSE SECURI (EUROPE) LTD./FIRMS	UK	2,950,000	4.0%
AWECO INVEST AS ATT: JOSTEIN DEVOLD	NORWAY	2,870,282	3.9%
BANK OF NEW YORK, BR S/A ALPINE INTL REAL	USA	2,444,695	3.3%
VITAL FORSIKRING ASA DNB NOR KAPITALFORVA	NORWAY	2,303,700	3.1%
SPENCER FINANCE CORP	LIBERIA	2,209,900	3.0%
DEUTSCHE BANK AG LON PRIME BROKERAGE FULL	UK	2,168,258	2.9%
FRAM HOLDING AS	NORWAY	2,000,000	2.7%
FRAM MANAGEMENT AS	NORWAY	2,000,000	2.7%
TITAS EIENDOM AS	NORWAY	2,000,000	2.7%
FRAM REALINVEST AS	NORWAY	2,000,000	2.7%
LANI INDUSTRIER AS	NORWAY	2,000,000	2.7%
DANSKE BANK A/S 3887 SETTLEMENTS NOR	LUXEMBOURG	1,702,000	2.3%
OPPLYSNINGSVESENETS	NORWAY	1,599,931	2.2%
CREDIT SUISSE SECURI (EUROPE) PRIME BROKE	UK	1,220,000	1.7%
ORKLA ASA	NORWAY	1,120,000	1.5%
METEVA AS C/O FRANK MOHN AS	NORWAY	1,108,818	1.5%
MIAMI AS	NORWAY	1,062,718	1.4%
NORSK HYDROS PENSJON	NORWAY	1,009,000	1.4%
SUM 20 STØRSTE AKSJONÆRER		**51,132,303**	**69.6%**
TOTAL		**73,512,929**	**100.0%**

12.6 Sammendrag av Tilbudet

Tilbudet består av mellom 15.000.000 og 25.000.000 nye aksjer tilbudt av Selskapet og inntil 2.000.000 eksisterende aksjer tilbudt av en selgende aksjonærer, dvs. totalt inntil 27.000.000 Tilbudsaksjer, forutsatt full utøvelse av Overtildelingsopsjonen. Dersom det ikke er tilstrekkelig etterspørsel etter Tilbudet, vil emitteringen av nye aksjer ha prioritet foran salget av eksisterende aksjer. Bruttoprovenyet fra emisjonen av nye aksjer vil være opp til NOK 1.375 millioner, mens bruttoprovenyet fra salg av Eksisterende Aksjer vil være opp til NOK 110 millioner (forutsatt full utøvelse av Overtildelingsopsjonen).
Tilbudet består av to separate transjer:

- det Offentlige Tilbudet, hvor aksjer tilbys til allmennheten med en nedre grense per tegning på 200 aksjer og en øvre grense per tegning på inntil, 60.000 aksjer for hver investor. Det Offentlige Tilbudet vil kun bli markedsført i Norge, og
- det Institusjonelle Tilbudet, hvor aksjer tilbys til institusjonelle investorer og andre profesjonelle investorer i Norge og i enkelte andre jurisdiksjoner, som er gjenstand for en nedre grense per tegning på 60.001 aksjer.

Styret forbeholder seg retten til å gjennomføre en emisjon på minimum NOK 350 millioner, definert som en forutsetning for børsnotering av Oslo Børs. Se avsnitt 10.8

Tilbudet har et todelt formål. For det første er formålet å sikre en bredde i aksjonærstrukturen som er hensiktsmessig for et børsnotert selskap. For å sikre likviditet og jevnlig handel i aksjene anses det å være viktig å etablere en aksjonærstruktur med et høyere antall aktive investorer med små og mellomstore aksjeposter. Dette reduserer investorenes transaksjonskostnader, og vil ventelig legge forholdene til rette for en korrekt, markedsbasert prising av Selskapets aksjer.

Provenyet fra Aksjeemisjonen forventes hovedsakelig å bli benyttet til ytterligere erverv av enkelteiendommer, eiendomsporteføljer eller eiendomsselskaper, samt investeringer i ytterligere utvikling av den eksisterende eiendomsporteføljе. Norwegian Property har identifisert flere potensielt interessante eiendommer og forventer å kunne gjennomføre ytterligere transaksjoner i løpet av 2006/2007. Ca. NOK

350 millioner av provenyet vil bli benyttet til å tilbakebetale lånet under den Midlertidige Lånefasiliteten etablert som ledd i finansieringen av ervervet av Aker Hus som beskrevet i punkt 6.6.

Nedenstående tabell gir et sammendrag av Tilbudets vilkår.

Tilbudets størrelse:	-	Inntil 27.000.000 aksjer, hver med pålydende verdi NOK 25, forutsatt full utøvelse av Overtildelingsopsjonen
Antall Tilbudsaksjer tilbudt av Selskapet:	-	Mellom 15.000.000 og 25.000.000 nye aksjer, hver med pålydende verdi NOK 25, forutsatt full utøvelse av Overtildelingsopsjonen
Antall Tilbudsaksjer tilbudt av de selgende aksjonærer:		Inntil 2.000.000 aksjer, hver med pålydende verdi NOK 25
Antall utestående aksjer før emitteringen av nye aksjer:	-	73.512.929 aksjer, hver med pålydende verdi NOK 25
Antall aksjer etter Tilbudet:	-	Inntil 98.512.929 aksjer, hver med pålydende verdi NOK 25, forutsatt full utøvelse av Overtildelingsopsjonen
Tilbudskurs	-	Kursen per aksje er ikke fastsatt. Selskapets styre og de Selgende Aksjonærer vil fastsette Tilbudskursen gjennom en Book-building prosess blant investors under det Institusjonelle Tilbudet. Kursfastsettelsen vil ta utgangspunkt i Indikativt Kursintervall. Endelig kurs kan settes høyere eller lavere enn Indikativt Kursintervall.
Indikativt Kursintervall	-	NOK 50 - NOK 55 per aksje
Tegningsperiode og tegninger under det Offentlige Tilbudet	-	Fra og med 1. november 2006 til 13. november 2006 kl. 12.00, med forbehold om forlengelse. Alle tegninger under det Offentlige Tilbudet må foretas på Tegningsformularet, i papirformat (et eksemplar er vedheftet dette Prospekt som dets Vedlegg 7) eller via internett (se punkt 10.4). Tegningsformularer, samt dette Prospekt, kan fåes fra Selskapet eller fra et av Tegningsstedene for det Offentlige Tilbudet. Foretatte tegninger vil være bindende, uavhengig av om Tilbudskursen settes innenfor, over eller under Indikativt Kursintervall, med mindre tegneren har reservert seg mot å motta aksjer dersom Tilbudskursen settes høyere enn Indikativt Kursintervall
Book-building periode og tegninger under det Institusjonelle Tilbudet:	-	Fra og med 1. november 2006 til og med 13. november 2006 kl. 15.00, med forbehold om forlengelse. Tegninger av aksjer under det Institusjonelle Tilbudet må foretas i løpet av Book-building perioden, ved å gi ordre til et av Tegningsstedene for det Institusjonelle Tilbudet (se avsnitt 10.2)
Betaling og levering av Nye Aksjer	-	Det forventes at betaling og levering av Tilbudsaksjer vil finne sted rundt 17. november 2006 under det Institusjonelle Tilbudet. Under det Offentlige Tilbudet forventes det at betaling ville finne sted rundt 16. november, gitt at

		tilstrekkelige midler er tilgjengelige på den spesifiserte bankkonto 15. november. Levering av Tilbudsaksjer vil finne sted rundt 17. november.
Forventet første omsetningsdag	-	15. november 2006, med forbehold om justering. Omsetning via internett må avtales med den enkelte internettmegler
Tilbudets bruttoproveny:	-	Inntil NOK 1.485 millioner, forutsatt full utøvelse av Overtildelingsopsjonen.
Bruttoproveny fra salget av nye aksjer:	-	Inntil NOK 1.375 millioner, forutsatt full utøvelse av Overtildelingsopsjonen.
Bruttoproveny fra salget av eksisterende aksjer		Inntil NOK 110 millioner
Overtildelingsfasilitet og Overtildelingsopsjon	-	Tilretteleggerne kan, med Selskapets godkjennelse, gi tegnerne overtildeling med et antall Aksjer som er lik inntil 10% av antall Aksjer (ikke medregnet eventuelle overtildelte Aksjer), som fastsatt etter beregning av Tilbudskursen, som omtalt i mer detalj i punkt 10.6. Stabiliseringsagenten har inngått en avtale med en aksjonær, som gir Stabiliseringsagenten rett til å låne et antall Aksjer tilsvarende inntil 10 % av Tilbudsaksjene dersom Overtildelingsfasiliteten er benyttet, som omtalt i mer detalj i punkt 10.6. Styret har tildelt Stabiliseringsagenten en Overtildelingsopsjon, som gir Stabiliseringsagenten rett til å erverve inntil 2.454.545 aksjer i Selskapet, til en kurs som er lik endelig Tilbudskurs under Tilbudet, gjennom en nyemittering av inntil 2.454.545 aksjer. Overtildelingsopsjonen kan kun benyttes til å lukke eventuelle netto short-posisjoner som har oppstått gjennom overtildeling, om noen, foretatt i forbindelse med Tilbudet.
Kursstabilisering	-	Stabiliseringsagenten kan foreta transaksjoner i den hensikt å støtte aksjens markedskurs på et høyere nivå enn det som ellers ville være rådende, gjennom å kjøpe Aksjer i det åpne marked til kurser som er lik eller lavere enn Tilbudskursen. Stabiliseringsagenten har imidlertid ingen plikt til å gjøre dette. Slike stabiliseringsaktiviteter kan, dersom disse iverksettes, opphøre når som helst, og vil bli avsluttet 21 kalenderdager etter aksjens første omsetningsdag.
Transaksjonskostnader	-	Tilbudets transaksjonskostnader forventes å bli NOK mellom NOK 35-65 millioner

Betingelser for gjennomføring av Tilbudet
Selskapet forbeholder seg retten til å trekke tilbake Tilbudet, i konsultasjon med Tilretteleggerne, på et hvilket som helst tidspunkt før endelig tildeling 13. november 2006 (med forbehold om forlengelse av tegningsperiodene som omtalt i punkt 10.3 og 10.4), etter eget skjønn (og av en hvilken som helst grunn).

Videre er gjennomføring av Tilbudet betinget av styrets beslutning om å utstede Nye Aksjer 13. november 2006 (med forbehold om forlengelse av tegningsperiodene som omtalt i punkt 10.3 og 10.4).

Tilbudet vil være bindende for Tilretteleggerne og Selskapet på det tidspunkt kapitalforhøyelsen registreres i Foretaksregisteret.

12.7 Sammendrag av risikofaktorer

Leserne av dette Prospekt bør foreta en nøye vurdering av all informasjon dette inneholder, og i særdeleshet av nedenstående faktorer, som vil kunne påvirke enkelte eller samtlige av Selskapets aktiviteter, og som vil kunne innebære at en investering i Tilbudsaksjene blir forbundet med høy risiko. Denne listen er ikke uttømmende. Selskapets faktiske resultater vil kunne avvike vesentlig fra de forventede, som følge av mange faktorer, herunder de risikofaktorer som er omtalt i nedenstående sammendrag og risikoer som er omtalt andre steder i dette Prospekt:

Realisering av disse eller andre risikofaktorer vil kunne ha en vesentlig negativ innvirkning på Selskapets virksomhet, driftsresultater eller økonomiske stilling, og følgelig på utviklingen i Selskapets aksjekurs.

- Norwegian Property er eksponert overfor konjunktursvingninger og makroøkonomiske svingninger, siden endringer i den generelle økonomiske situasjon kan påvirke leienivåer og verdien av Selskapets aktiva.
- Norwegian Property har en høy grad av gjeldsfinansiering, og vil være eksponert mot svingninger i rentenivået.
- Det er kort tid siden Selskapet ble dannet og ervervet sine aktiva. Selskapet er fremdeles i prosess med å rekruttere personell og etablere sine arbeidsrutiner.
- Norges Bank har som mål å holde årlig langsiktig inflasjon rundt 2,5%. En lavere inflasjonstakt vil kunne ha en negativ innvirkning på Selskapets inntekter og likviditet.
- Etterspørselen etter kontor-/detaljhandelslokaler påvirkes av flere faktorer, på både mikro- og makronivå. Negative endringer i den generelle økonomiske situasjon, herunder bedrifters og personers pengebruk, vil kunne ha en negativ innvirkning på etterspørselen etter kontorarealer.
- Tilbudet av næringseiendom påvirkes hovedsakelig av byggeaktivitet. Historisk har en positiv utvikling i markedet for kontoreiendom vært etterfulgt av økt bygging av kontoreiendommer. Dette kan føre til overtilbud og økt ledighet.
- Leietakernes økonomiske stilling og styrke, og følgelig deres evne til å betale leien, osv., vil alltid være en avgjørende faktor i evalueringen av risikoen forbundet med eiendomsprosjekter, siden oppsigelse av leieavtaler med påfølgende ledighet i lokalene vil ha en negativ innvirkning på leieinntektene.
- I øyeblikket er mindre enn 5 % av Selskapets leieinntekter i utenlandsk valuta (EUR), og praktisk talt alle driftsutgifter påløper i NOK. Dette gir Selskapet eksponering mot en begrenset valutarisiko.
- Byggingen av Aker Hus (Aker ASAs nye hovedkvarter på Fornebu) antas å bli sluttført i november 2007. Det foreligger alltid en risiko for at ferdigstillingen av et byggeprosjekt vil bli forsinket, og at byggekostnadene vil overstige det opprinnelige kostnadsbudsjett. Imidlertid er Aker ASA som hovedregel forpliktet til å dekke kostnader og tap som oppstår på grunn av forsinket ferdigstilling, samt byggekostnader utover det opprinnelige budsjett, forutsatt at slike krav er fremmet overfor Aker ASA innen november 2010. Videre kan man ikke utelukke muligheten for at blant annet utviklingen av lokal infrastruktur på Fornebu kan lede til krav mot eiendomsbesitterne på Fornebu (herunder Birkeli Tomt AS, som er et datterselskap av Selskapet) som kan oppstå senere enn november 2010. I særdeleshet er det usikkerhet med hensyn til hvorvidt utviklingen av en ny jernbaneløsning på Fornebu vil kunne medføre slike krav.
- Norwegian Property vil i fremtiden kunne bli gjenstand for rettslige krav fra leietakere, myndigheter, herunder skattemyndigheter, og andre tredjeparter. Det kan ikke gis noen garanti med hensyn til utfallet av slike krav.

- Endringer i lover og regler med hensyn til skatter og avgifter vil kunne stille investorer og Selskapet overfor nye og endrede rammebetingelser. Dette vil kunne innebære en reduksjon i lønnsomheten av å investere i eiendom, samt i Selskapets overskudd etter skatt.
- Lånefasiliteten fremforhandlet for Selskapet inneholder visse krav med hensyn til Selskapets økonomiske stilling (finansielle betingelser), blant annet rentedekningsgrad, forholdet mellom lånebeløp og eiendommenes verdi, kontrollendring osv., samt andre forpliktelser av økonomisk karakter, jf. punkt 6.6 for ytterligere opplysninger. Det kan ikke gis noen garanti om at Selskapet vil være i stand til å oppfylle samtlige av disse betingelser til enhver tid.
- Vedlikehold osv. av eiendommene er hovedsakelig innrettet slik at utleier står ansvarlig for eksternt vedlikehold, mens leietaker dekker øvrige driftskostnader. Det foreligger en generell risiko for at kostnader ved vedlikehold og utskiftninger, oppgradering, osv., som Selskapet står ansvarlig for, vil kunne bli høyere enn antatt.
- Med hensyn til enkelte av eiendommene, og tomtene som enkelte av eiendommene befinner seg på, er Selskapet kjent med forurensning/bruk av giftige materialer. Slik forurensning kan gjøre videreutvikling av eiendommene/tomtene, samt grunnarbeider, mer kostnadskrevende (på grunn av pålagte jordbunnsundersøkelser eller annet) og betinget av godkjennelse fra myndighetene. Det foreligger forkjøpsretter med hensyn til enkelte av Selskapets eiendommer, og hver av disse forkjøpsretter ble frafalt av de respektive rettighetshaverne i forbindelse med Norwegian Propertys erverv av den relevante eiendom.
- Leieavtalen vedrørende Middelthunsgate 17, mellom et av Selskapets datterselskaper og Nordea Bank Norge ASA (leietaker), inneholder restriksjoner med hensyn til visse selskapers eierinteresser i eiendommen (hvis indirekte eierinteresser også kan tolkes dithen at de inkluderer eierinteresser i Selskapet). Dersom disse selskaper (jf. punkt 2.1) erverver, uten skriftlig forhåndssamtykke fra Nordea Bank Norge ASA, alene eller sammen, en kontrollerende interesse i Selskapet, kan leietaker kreve en 30% leiereduksjon.
- Enkelte av bygningene på Aker Brygge og deler av Middelthunsgate 17 er klassifisert som bevaringsverdige. Disse er regulert som “spesialområder (forretningsdrift, kontor, mat og drikke, kino, museum)”. Det er ikke tillatt å rive bygningene, og det er restriksjoner med hensyn til endring av bygningenes eksteriør.
- Dersom et erverv ikke er tinglyst i grunnboken, og selger eller tidligere eiere går konkurs eller selgernes kreditorer tar utlegg i eiendommen osv., vil den nåværende eiers eiendomsrett til eiendommen kunne bli bestridt.
- I “Instruks for styret” og “Instruks for adm. dir.” er det nedlagt generelle retningslinjer for å angi den etiske standard som skal legges til grunn for Selskapets ledelse og forretningsdrift. Norwegian Property-konsernet har ikke opplevd noe tilfelle av bedrageri eller svikaktig opptreden i løpet av den periode Selskapet har vært i drift.
- Relevante myndigheters endring eller håndheving av eksisterende planbestemmelser vil kunne ha en betydelig innvirkning på driften av Selskapets eiendommer, herunder potensielle leietakeres interesse for fremtidig leie av lokaler eller fremtidige kjøperes interesse for eiendommene.
- Aksjenes markedskurs vil kunne svinge betydelig på grunnlag av kvartalsvise fluktuasjoner i driftsresultater, virksomhetens utvikling, endringer i verdipapiranalytikeres finansielle estimater og/eller endringer i det regulatoriske miljø som Selskapet opererer i.
- Selskapet er underlagt norsk rett. I øyeblikket er dets styremedlemmer bosatt i Norge, og dets aktiva befinner seg i Norge. Følgelig vil det ikke nødvendigvis være mulig for ikke-norske investorer å forkynne søksmål i deres egen jurisdiksjon overfor Selskapet eller noen slik person, eller å fullbyrde dommer avsagt av ikke-norske domstoler overfor disse.
- Fordi enkelte ikke-norske investorer vil kunne være forhindret fra å delta i fremtidige tilbud, vil deres prosentvise aksjebeholdning kunne bli utvannet.
- Selskapet er et allmennaksjeselskap stiftet i henhold til norsk rett. Aksjonærenes rettigheter er underlagt norsk rett og Selskapets vedtekter. Disse vil kunne avvike fra aksjonærers rettigheter i andre jurisdiksjoner.

12.8 Aksjer, utvanning og vedtekter

Selskapets aksjekapital før Tilbudet er NOK 1.837.823.225, fordelt på 73.512.929 aksjer med pålydende verdi NOK 25 hver, alle fullt innbetalt.

Selskapets vedtekter (sist endret 4. oktober 2006) er inntatt som Vedlegg 1 til dette Prospekt. Ifølge vedtektenes § 3 er Selskapets formål drift, kjøp, salg og utvikling av næringseiendom, herunder gjennom deltagelse i andre selskaper, samt virksomhet som står i forbindelse med dette. Selskapet har kun én aksjeklasse, hvor alle aksjer har samme rettigheter. Styret skal ha minst tre og høyst ni medlemmer. I henhold til vedtektenes § 7 skal Selskapet ha en valgkomité.

12.9 Utvanning

Prosentvis umiddelbar utvanning for Selskapets aksjonærer som følge av Tilbudet vil være mellom 17 og 25 %.

12.10 Transaksjoner med nærstående parter

Norwegian Property-konsernet er ikke direkte kontrollert eller dominert av noen betydelige aksjonærer. Imidlertid kontrollerer Anders Wilhelmsen-konsernet til sammen 21,7% av aksjene gjennom Anders Wilhelmsen Capital AS (16,4 %), AWECO Invest AS (3,9%) og Miami AS (1,4%) og Torstein Tvenge og hans familie kontrollerer 10.9 %.

Det er fire hovedkategorier transaksjonsrelasjoner med "nærstående parter" til Norwegian Property ASA:

- Eiendomstransaksjoner med vederlag til selgerne i form av aksjer
- Driftsrelaterte forvaltningsavtaler
- Leieavtaler med aksjonærer
- Rentebelastninger fra morselskap til datterselskaper

Se punkt 7.7, hvor det gis mer detaljerte opplysninger om transaksjoner med tredjeparter.

12.11 Dokumenter til gjennomsyn

Eksemplarer av dette Prospekt kan fåes fra Norwegian Property ASA, www.norwegianproperty.no, telefon: +47 91315000. Eksemplarer av dette Prospekt kan også fåes fra Tilrettelegger.

Selskapets vedtekter, regnskapet for 3. kvartal, samt en uavhengig verdivurderingsrapport fra DTZ Realkapital Verdivurdering AS, Stranden 1A, 0250 Oslo, er vedheftet dette Prospekt som vedlegg. Verdivurderingsrapporten er utarbeidet på Selskapets anmodning.

Prospektet og andre dokumenter (eller kopier av disse) som det er henvist til i dette avsnitt vil være fysisk tilgjengelig for gjennomsyn i 12 måneder etter Prospektets dato på Selskapets registrerte forretningsadresse:

- Selskapets vedtekter (sist endret 16. oktober 2006).
- Årsregnskap for 2005 og historiske regnskapsopplysninger for underliggende virksomheter.
- Alle rapporter, brev og andre dokumenter, historiske regnskapsopplysninger, verdivurderinger og erklæringer utarbeidet av noen ekspert på utsteders anmodning, hvorav noen del er inntatt, eller henvist til, i Prospektet.

APPENDICES

Appendix 1 - Articles of Association
Appendix 2 - Auditors report to pro forma adjustments
Appendix 3 - Report for the third quarter 2006 and auditor's report
Appendix 4 - Annual accounts for Tekågel Invest 83 AS for 2005
Appendix 5 - Independent valuation reports on the properties of Norwegian Property
Appendix 6 - Board member Torstein Tvenge's list of board of directorships
Appendix 7 - Application Form Retail Offering

Appendix 1 - Articles of Association

VEDTEKTER

FOR

NORWEGIAN PROPERTY ASA

(sist endret 16. oktober 2006)

§ 1 - Foretaksnavn

Selskapets navn er Norwegian Property ASA. Selskapet er et allmennaksjeselskap.

§ 2 - Forretningskontor

Selskapets forretningskontor er i Oslo kommune.

§ 3- Virksomhet

Selskapets virksomhet er drift, kjøp, salg og utvikling av næringseiendom, herunder gjennom deltagelse i andre selskaper, samt virksomhet som står i forbindelse med dette.

§ 4 - Aksjekapital

Aksjekapitalen er kr 1 837 823 225 fordelt på 73 512 929 aksjer, hver pålydende kr 25.

§ 5 - Styre

Selskapets styre skal ha fra 3 til 9 medlemmer, etter generalforsamlingens nærmere beslutning.

§ 6 - Signatur

Selskapets firma kan tegnes av styrelederen alene eller to styremedlemmer i fellesskap.

§ 7 – Valgkomité

Selskapet skal ha en valgkomité bestående av to til tre medlemmer, etter generalforsamlingens nærmere beslutning. Medlemmene velges for en periode på to år. Valgkomiteen velger selv sin leder.

Valgkomiteen avgir innstilling til generalforsamlingen om valg av medlemmer til selskapets styre. Valgkomiteen foreslår også honorar for medlemmer av selskapets styre.

§ 8 - Generalforsamling

På den ordinære generalforsamling skal følgende spørsmål behandles og avgjøres:

- Godkjennelse av årsregnskapet og årsberetningen, herunder utdeling av utbytte.
- Andre saker som etter loven eller vedtektene hører under generalforsamlingen.

Aksjeeiere som ønsker å delta i generalforsamlingen, skal meddele dette til selskapet innen en frist, som angis i innkallingen, og som ikke kan utløpe tidligere enn fem dager før generalforsamlingen. Har aksjeeieren ikke meldt seg i rett tid, kan han nektes adgang.

* * * * *

Appendix 2 - Auditors report to pro forma adjustments

Deloitte.

Deloitte AS
Karenslyst allé 20
Postboks 347 Skøyen
0213 Oslo

Telefon: 23 27 90 00
Telefax: 23 27 90 01
www.deloitte.no

To the Board of Directors of Norwegian Property ASA

AUDITOR`S REPORT TO PRO FORMA ADJUSTMENTS

We have audited the pro forma adjustments on the basis described in chapter 6.5 in the Prospectus and the application of these adjustments to the pro forma consolidated balance sheet as of 30 September 2006 and the pro forma consolidated income statements for the year ending 31 December 2005 and the interim period ending 30 September 2006 for Norwegian Property ASA.

The pro forma consolidated income statement for the period ending 31 December 2005 is prepared based on the individual audited financial statements for companies acquired by Norwegian Property ASA in 2006. One of the properties acquired were owned by the previous owner only for a part of 2005. For these property the income and expenses for the remaining months are based on best estimate. The audited statements for the companies acquired were prepared based on Norwegian accounting principles and subsequently the unaudited pro forma consolidated income statement is recalculated to International Financial Reporting Standards (IFRS).

The pro forma consolidated income statement for the interim period ending 30 September 2006 is prepared based on the individual unaudited financial statements for companies acquired by Norwegian Property ASA in 2006. The unaudited statements for these companies were prepared based on Norwegian accounting principles and subsequently the unaudited pro forma consolidated income statement is recalculated to International Financial Reporting Standards (IFRS).

The pro forma balance sheet as of 30 September 2006 is prepared based on audited consolidated financial statements for Norwegian Property ASA, prepared in accordance with IFRS.

No changes in fair value of investment properties are recorded in the income statement for the period before the acquisition date. The IFRS recalculation adjustments referred to above have not been audited and are not covered by this statement.

The pro forma adjustments are based on management`s assumptions described in the prospectus`chapter on pro forma financial information. Norwegian Property ASA`s management is responsible for the pro forma financial information. Our responsibility is to issue a report on the reasonableness of the pro forma adjustments and the incorporation of these adjustments in the pro forma financial information based upon the assumptions made by management.

The objective of the pro forma information is to present what the most significant effects on the historical financial information might have been, had the transaction occurred at an earlier date. However, the pro forma information is not necessarily indicative of the financial position and

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the results of the operations that have been attained, had the above mentioned transaction actually occurred earlier. The pro forma information is not intended to provide, nor does it provide, all information and additional information required to express Norwegian Property`s financial position and results in compliance with IFRS.

We conducted our audit in accordance with the Norwegian Auditing Standard RS 800 "Special Purpose Audit Engagements" and accordingly, included such procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

In our opinion the unaudited pro forma consolidated balance sheet as of 30 September 2006 and the unaudited consolidated pro forma income statements for the year ending 31 December 2005 and the interim period ending 30 September 2006, have been properly compiled on the basis stated, and the basis is consistent with the accounting policies of Norwegian Property ASA.

Oslo, 19 October 2006
Deloitte AS

Bernhard Lyngstad (sign.)
State Authorised Public Accountant (Norway)

Appendix 3 - Report for the third quarter 2006 and auditor's report

NORWEGIAN PROPERTY

REPORT FOR THE THIRD QUARTER
2006

NORWEGIAN PROPERTY ASA – REPORT FOR THE THIRD QUARTER 2006

HIGHLIGHTS FOR THE QUARTER

- Rental income came to NOK 181.0 million. Operating profit was NOK 157.8 million, while profit before tax were NOK (13.2) million for the quarter due to changes in swap contact value
- Strong growth in the Norwegian economy creates strong growth in demand for office space, particularly in the central business areas where Norwegian Propery is well positioned
- Supply side for office space is lagging demand. Analysts are expecting 20-40% rental rate growth over the coming years
- Nine properties were acquired during the third quarter adding up to a total of 40 successful acquisitions year to date
- New prestige property acquired. Signed and confirmed contract for the acquisition of Aker Hus in mid October for a total of NOK 1.5 billion
- CEO Petter Jansen in place during the third quarter, top management team recruited and will become operational during the fourth quarter
- Process ongoing to renegotiate the company's financing portfolio and to improve insurance terms
- Listing application filed with Oslo Børs on 27 September

GENERAL INTRODUCTION

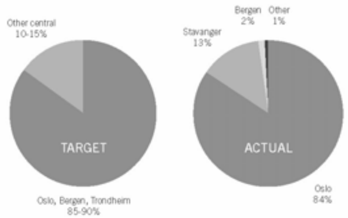
Norwegian Property is a new real estate investment company focusing on commercial properties with central locations in Norway. The purpose of the company is to give investors access to a listed and liquid property share with exclusive focus on centrally located commercial properties.

Norwegian Property was incorporated on 20 July 2005. The company conducted no operations in 2005, and comparable financial figures for 2005 are therefore not reported. On 22 May 2006 Norwegian Property was converted to a public limited company, and the shares were registered in VPS.

The business concept of Norwegian Property is to become the leading real estate company in the Norwegian real estate market and to be a front runner in driving restructuring and consolidation of the market. The company seeks to attract the best people in the business and to harvest synergy effects compared to many of the single purpose vehicles in the market today, through reaching critical mass of the property portfolio.

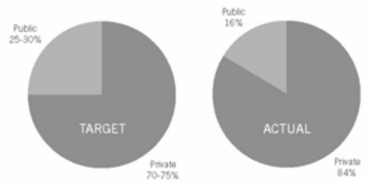
The objective is to deliver attractive returns to shareholders. The strategy to achieve this objective, is to become a leading provider of prime properties on medium to long term contracts with the most solid and attractive tenants in the market. For investors, Norwegian Property has the intention of becoming the largest and most liquid investment within Norwegian commercial real estate and thereby creating a company with highly attractive risk-return portfolio. The illustrations below demonstrate that the company has been loyal to the strategy and reached the desired objectives and the portfolio profile so far.

Geographic focus* – target & actual



*By Value NOKm
Source: Enskilda, Norwegian Property. (Figures above include Aker Hus).

Tenant mix** – target & actual



**By rent NOKm
Source: Enskilda, Norwegian Property. (Figures above include Aker Hus).

KEY FIGURES

Figures in NOK 1.000		30.09.2006	Q3 2006	30.06.2006
Profit and loss				
Gross rent	NOK	212 234	181 033	31 201
Operating profit	NOK	181 129	157 803	23 326
Operat. prof. excl. fair value adj	NOK	181 129	157 803	23 326
Profit before tax	NOK	17 052	(13 183)	30 235
Net profit after minority interest	NOK	12 099	(9 670)	21 769
Balance sheet				
Market value adj. portfolio	NOK	13 151 026	-	9 579 221
Equity	NOK	3 518 722	-	3 162 667
Net-interest bearing debt	NOK	9 508 875	-	6 405 836
- of which hedged	NOK	8 027 000	-	8 028 000
Equity %	%	25.6 %	-	29.9 %
Pre tax return on paid in equity	%	0.5 %	-	1.0 %
Cash Flow				
Operational cash flow	NOK	455 772	418 699	63 385
Cash position	NOK	422 162	-	754 527
Margins				
EBITDA margin		85.3 %	87.2 %	-
EBIT margin		85.3 %	87.2 %	-
Pre-tax margin		8.0 %	-7.3 %	-
Per share figures				
Number of shares issued		71 513		
Average no of shares YTD		67 984		
Pre-tax profit/share		0.25		
EPS		0.18		
Operating cash-flow per share		7.09		
Book value per share		51.76		
Net-interest bearing debt per share		139.87		

NORWEGIAN PROPERTY –TARGETS AND ACTUAL POSITIONS

In the period from its inception to 30 September 2006, the company has completed two equity issues and several contributions in kind at a total value of NOK3.6 billion. A total of NOK 9.9 billion has been drawn up in senior debt. On 13 June the company was listed on the Norwegian OTC-list with the ticker code NPRO. The company submitted an application for listing at Oslo Børs on 27 September 2006. The application is expected to be considered by the board of Oslo Børs on 25 October 2006.

FINANCIALS

This report outlines the financial reporting for the third quarter of 2006 running from 1 July to 30 September. Norwegian Property started its significant operations on 9 June 2006 when the company acquired its first 28 properties. This report also includes the company's financial reporting for the short period of operation in the second quarter. As this report is the first external financial report from the company, and due to the fact that the company is in the process of listing at Oslo Børs, a set of the required notes to the financial report is included. This audited financial report is prepared in accordance with IFRS (See note 2 for principles employed).

FINANCIAL DEVELOPMENT

The rental income in the third quarter reflects the full operation of 31 properties owned as of 1 July and the operation of 9 properties bought during the third quarter. Some key figures are provided above. The rental income for the third quarter came in at NOK 180.6 million.

Operating and administrative expenses amounted to NOK 23.3 million. At property level, the operating expenses were in line with the cost assumptions used in the valuation of the properties, i.e. around 5%. No significant unforeseen costs were incurred during the period at this level. Maintenance and property related costs came to NOK 7.0 million. Corporate level costs reflect some start-up costs related to recruiting systems implementation as well as costs related to the interim administration and the additional workload driven by the preparations for the upcoming listing on the Oslo Børs. The non recurring element of this period's operating expenses is estimated to NOK 10 million. The operating profit was NOK 157.8 million. After a swift start and a period of rapid growth in portfolio, the company is now streamlining the operating- and control structure and stating to pursue the benefits of large scale portfolio management.

- During the third quarter, after constructive negotiations, Hydro struck the option to extend a significant rental agreement (2 800 sqm) on the Skøen premises by 2 years and is expanding the rented space by 500 sqm. The rent on the extra space is up in excess of 20%.
- An ongoing bid competition on the company's insurance policy is expected to further improve insurance terms while significantly reducing insurance premium on the majority of the properties.
- A bid on restructuring the loan portfolio is under way.
- In December, NorwegianProperty will move to a part of our own office premises at Aker Brygge. This will position the company leadership and administration in the heart of the financial/real estate industry district in Oslo.

Net financial cost in the third quarter amounted to NOK 171.0 million. This includes a fair value reduction on interest rate swap contracts not qualifying for hedge accounting of NOK 57.2 million. Average cost of debt was 5.1% for the period including up-front fees. After financial cost, pre-tax profit is reported at NOK (13.2) million.

Including the brief period of operation in the second quarter, year to date rental income amounted to NOK 212.2 million. After operating cost, year to date operating result is reported at NOK 181.1 million while net profit before tax is NOK 17.1 million. Financial cost is NOK 164.1 million year to date. This includes a net loss on interest rate swap contracts not qualifying for hedge accounting of NOK 29.5 million. Current value of the same swap contracts is NOK 22.1 million.

The value of the properties acquired during the third quarter was booked at NOK 3.6 billion including capitalized transaction cost. The total portfolio book value at the end of September 2006 amounted to NOK 13.2 billion.

The valuation of the properties has been tested, using the same methodology as was employed during the acquisition period, against fair market value as of 4 October 2006. The total value increase from 30 June to 30 September has been estimated to NOK 0.1 billion according to the independent appraiser, DTZ Realkapital.

The external appraiser, DTZ Realkapital, has valued the properties as of 30 September 2006 giving a total value of NOK 13.4 billion. This is NOK 0.1 billion (+0.8%) above the similar valuation performed by DTZ as of 30 June 2006. This confirms the positive development in the value of the property portfolio. Book value, including capitalised transaction cost, of the properties as of 30.09.06 is NOK 13.2 billion. Adjusted for deferred tax liabilities this is in line with the value from DTZ Realkapital.

The board and management have assessed the development in the macroeconomic environment in general and the observed reduction in the yield in recently closed transactions in the market. Conditions are considered favourable for the real estate market. Considering the transaction costs incurred, the stability and duration of the rental contracts and the tenant portfolio, the board and the management do not consider that a fair value adjustment of the portfolio is deemed necessary at the end of the third quarter.

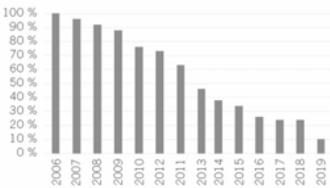
Cash and cash equivalents per 30 September 2006 was NOK 422.2 million. Total interest bearing debt outstanding was 9.9 billion, while paid in capital on 30 September was NOK 3.5 billion after issue cost of NOK 0.1 billion. The equity ratio was 25.6% as of 30 September 2006.

Transaction costs related to both equity and debt financing as well as to the purchase of the properties, amounted to NOK 0.3 billion for the period from start-up to the end of the third quarter. A net NOK 0.1 billion after tax was charged against the equity while NOK 0.2 billion was capitalized on either the properties or the loans outstanding.

THE RENTAL SITUATION

As of 30 September 2006, the remaining weighted (based on annual rent) average tenancy period for the 40 properties on hand was 7.3 years. The rental expiry profile for the existing agreements is shown below:

EXPIRY PROFILE (% OF TOTAL ANNUALIZED 2006 RENT) AS OF 30 SEPTEMBER 2006



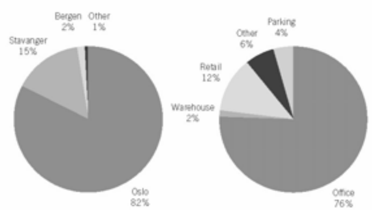
Properties in Oslo and Stavanger, two of the most attractive business centres in Norway, are dominating the company's portfolio. The majority of the properties are located in the central business areas in Oslo and Stavanger where the upward pressure on rental levels is strongest.

25 LARGEST TENANTS ASOF 30 SEPTEMBER 2006

	Tenant	Privat/ Public	Lised	Contractual gross rent 2007 (NOKm)	%	Duration (years)
1	EDB Business Partner ASA	Pr	Y	75.5	92 %	12.6
2	Nordea	Pr	Y	43.7	53 %	7.4
3	SAS	Pr	Y	40.4	49 %	10.3
4	If Skadeforsikring	Pr		38.4	47 %	6.2
5	Statoil	Publ	Y	35.3	43 %	5.1
6	Total E&P	Pr	Y	27.5	33 %	11.5
7	Leif Høegh	Pr		25.9	31 %	13.6
8	Telenor	Pr	Y	25.8	31 %	9.1
9	Aker Kværner Offshore Patner	Pr	Y	23.0	28 %	3.3
10	Skanska Norge AS	Pr	Y	21.1	26 %	8.7
11	Fokus bank	Pr	Y	19.9	24 %	6.4
12	Astrup Fearnley/Astrup Fearnely stiftelsen	Pr		19.2	23 %	10.9
13	Nera ASA	Pr	Y	17.8	22 %	5.1
14	Ementor Norge AS	Pr	Y	17.7	21 %	6.0
15	Oslo Sporveier	Publ		17.0	21 %	8.8
16	Simonsen Advokatfirma DA	Pr		16.7	20 %	6.3
17	Rikshospitalet	Publ		16.2	20 %	15.5
18	Arbeidsdirektoratet	Publ		14.3	17 %	5.0
19	GlaxoSmithKlein	Pr	Y	14.3	17 %	10.4
20	TietoEnator	Pr		12.5	15 %	6.0
21	Dagens Næringsliv	Pr		12.2	15 %	2.8
22	Hydro Texaco AS	Pr		12.1	15 %	3.1
23	Bergesen Worldwide Offstore AS	Pr	Y	10.6	13 %	6.9
24	Esso Norge	Pr	Y	9.1	11 %	4.3
25	Økokrim	Publ		7.9	10 %	20.0
	TOTAL 25 LARGEST TENANTS			574	70 %	8.6
	Other tenants			250	30 %	4.3
	TOTAL ALL TENANTS			824	100 %	7.3

GEOGRAPHICAL DISTRIBLTION (BASED ON VALUE) AND PORTFOLIO MIX

(Based on annualised rent per 30 Septemer 2006)



ATTRACTIVE TENANTS

Norway's most attractive buiness partners are among the high quality tenants in Norwegiar Property's portfolio. 70% of the rental income stem from the25 largest tenants, with average contract duration of 8.6 yeas.

INVESTMENTS AND DISPOSALS

The company has acquired 9 propertis at a total booked value of NOK 3.6 billion during the third quater of 2006. 40 properties had been acquired on a year to date basis at the end of September.

There have been no disposals of signiicant assets in the quarter or year to date.

Today's portfolio, will yield an annualized rental income (estimated 2007 figures) for Norwegian Property of about NOK 0.8 billion on a consolidated basis.

FINANCING

Total interest bearing debt at the end d September 2006 was NOK 9.9 billion, of which NOK 9.5 bilion were drawn on the company loan facility with four leadinc banks. Norwegian Property has a six years committed credit facility of NOK 12 billion provided by DnB NOR, DanskeBank, Nordea and SEB acting as mandated lead arrangers (M.A's). The above facility can only be utilised to finance new propery acquisitions up to October

31, subject to bank approval. Further facilities are under negotiation in conjunction with the loan restructuring. The board is confident that the restructured loan portfolio will further enhance the competitive position of the company.

Norwegian Property's finance policy states that 70% or more of interest exposure on floating rate loans shall be hedged and that any hedge contract shall, if possible, be entered into to match the underlying interest and loan structure and thereby secure that the company can book the hedges according to the IAS 39 hedge accounting principles.

As of 30 September 2006 the company had acquired or entered into interest rate swap agreements totalling NOK 8.0 billion, of which NOK 5.0 billion satisfy the IAS 39 hedge accounting requirements. The fair market value of the remaining NOK 3.0 billion in swaps was NOK 22 million at the end of the third quarter. A calculated loss of NOK 57 million has been booked against the third quarter results under financial items. The loss on the swap contracts is a non cash item this period.

Norwegian Property's combined NOK 8.0 billion swap portfolio has an average fixed rate of 4.3% (excluding margin and up front fees) and an average remaining duration of 6.6 years from the end of June 2006. The average interest rate for this portfolio including margin and up front fees is 5.3%.

Norwegian Property has started a process of restructuring the company's loan portfolio. Given the fact that the company now has a sound equity base, a well established property portfolio with a clear profile and a predictable long term cash flow, the intention is to achieve a significant reduction in the average funding rate.

ORGANISATION

Petter Jansen assumed the position as CEO on 28 August 2006. Prior to joining Norwegian Property, he held the position as CEO of SAS Braathens and he has formerly held management positions within DnB NOR, Oslo's former Fornebu airport and the Norwegian Army.

To join Petter Jansen, a reputable management team is taking shape. The following persons have been recruited and will fill important key positions in the fourth quarter:

Chief financial officer - Svein Hov Skjelle (From 16 October 2006)

Svein Hov Skjelle (born 1967) has a Masters degree in business administration from the Norwegian School of Economics and Business Administration (NHH). He is also an Authorised Financial Analyst (AFA) from NHH. He came from the position as Managing Director of the Norwegian subsidiary of the listed IT services company TeleComputing ASA, a position he has held since June 2004. Before that he was the CFO in the TeleComputing group for two years, and he has also been acting CEO of the group for a period. Previous appointments including finance manager and later CFO at Merkantildata (now Ementor) from 1998-2003, and six years with Veidekke where he was finance manager. As member of the senior management in TeleComputing and Merkantildata, Mr. Skjelle served on the board of Directors in a number of the wholly owned subsidiaries of the companies.

Chief investment officer - Dag Fladby (From 1 November 2006)

Dag Fladby (born 1968) has a Master of Business and Marketing from Handelshøyskolen BI, Oslo. Fladby comes from the position as Senior Vice President of business development in Altia Corporation Oy. Since 1995 Fladby was one of the key people that built up Scandinavian Beverage Group (SBG) to become a leading wholesaler of wine in the Nordic region. Fladby had the position as CEO in SBG when the company was sold to Altia end of 2004.Fladby has been chairman or member of the board in most of the subsidiaries of SBG last five years. Fladby has resigned from all board memberships as of October 1st, 2006 in Altia/SBG. From 2004 to 2005 he was board member of Løvenskiold Viltslakteri AS.

Director of sales and marketing - Aili E. Klami (From 1 December 2006)

Aili E. Klami (born 1956) is educated from the Norwegian Business School of Management (Handelshøyskolen BI) and completed several courses related to sales and property management. Klami comes from a position as director of sales in the Avantor Group, where she has been working since 1996. Prior to assuming the director of sales position she held leading positions in marketing and in facilities management in the same company. Mrs Klami has a long and broad background from real estate management.

The recruitment process will continue, and all positions are expected to be filled within the next 6-12 months, reaching a total of between 15 and 20 employees during 2007.

Management consulting and audit staff from PricewaterhouseCoopers, as well as technical expertise from OPAK, have been hired as an interim administration in the start-up phase for Norwegian Property ASA. The law firm, Thommessen, is acting as legal advisors to the company.

MARKETS

The board and the management consider the rental market for prime properties in the target cities for the company to continue to present attractive investment opportunities for the company and that the current economic development will force an upward trend in the rent levels.

The general outlook for the Norwegian economy is strong and continued growth is expected. The Norwegian real estate sector is perceived as an attractive investment opportunity. The prevailing net yield on investment in this market, despite recent pressures on yield in transactions, is still around 1% higher in Norway

25 LARGEST TENANTS INCLUDING AKER HUS AS OF 16 OCTOBER 2006

	Tenant	Privat/ Public	Listed	Contractual gross rent 2007 (NOKm)	%	Duration (years)
1	Aker ASA/Aker Kværner ASA	Pr	Y	78.3	8.7 %	13.1
2	EDB Business Partner ASA	Pr	Y	75.5	8.4 %	12.6
3	Nordea	Pr	Y	43.7	4.9 %	7.4
4	SAS	Pr	Y	40.4	4.5 %	10.3
5	If Skadeforsikring	Pr		38.4	4.3 %	6.2
6	Statoil	Publ	Y	35.3	3.9 %	5.1
7	Total E&P	Pr	Y	27.5	3.0 %	11.5
8	Leif Høegh	Pr		25.9	2.9 %	13.6
9	Telenor	Pr	Y	25.8	2.9 %	9.1
10	Aker Kværner Offshore Partner	Pr	Y	23.0	2.5 %	3.3
11	Skanska Norge AS	Pr	Y	21.1	2.3 %	8.7
12	Fokus bank	Pr	Y	19.9	2.2 %	6.4
13	Astrup Fearnley/Astrup Fearnely stiftelsen	Pr		19.2	2.1 %	10.9
14	Nera ASA	Pr	Y	17.8	2.0 %	5.1
15	Ementor Norge AS	Pr	Y	17.7	2.0 %	6.0
16	Oslo Sporveier	Publ		17.0	1.9 %	8.8
17	Simonsen Advokatfirma DA	Pr		16.7	1.9 %	6.3
18	Rikshospitalet	Publ		16.2	1.8 %	15.5
19	Arbeidsdirektoratet	Publ		14.3	1.6 %	5.0
20	GlaxoSmithKlein	Pr	Y	14.3	1.6 %	10.4
21	TietoEnator	Pr		12.5	1.4 %	6.0
22	Dagens Næringsliv	Pr		12.2	1.4 %	2.8
23	Hydro Texaco AS	Pr		12.1	1.3 %	3.1
24	Bergesen Worldwide Offshore AS	Pr	Y	10.6	1.2 %	6.9
25	Esso Norge	Pr	Y	9.1	1.0 %	4.3
	TOTAL 25 LARGEST TENANTS			**645**	**71 %**	**9.0**
	Other tenants			257	29 %	4.7
	TOTAL ALL TENANTS			**902**	**100 %**	**7.8**

than, for example, in Sweden. The attractiveness of real estate investments in Norway is underlined by the strong interest in the Norwegian Property shares from UK and US investors.

The positive outlook is based on the view that a number of f actors will continue to increase demand for prime, centrally located properties in our target markets while the growth in supply appear not to match the demand growth.

Key factors driving office space demand in Oslo are:

- A strong economy with growth in employment: Increase in office space demand for 2006-2008 coming from employment growth is estimated at 600 000 sqm.
- Increased space per employee: Space per employee has increased steadily over the last few years, but at the same time rental cost as a percentage of salary cost has decreased significantly and is well below the last peak in 2001
- Planned expansions among tenants: This applies particularly to the central regions of Norway (Oslo, Stavanger)

In total, the above mentioned factors are expected to result in a total demand growth of 800 000 sqm. The demand growth is expected to be strongest in the central business areas in the largest cities.

Expected supply growth, based on confirmed construction plans and/or buildings under construction in the period is expected at 550 000 sqm implying a net absorption of 250 000 sqm in the Oslo office market.

Hence, Norwegian Property expects the vacancy to drop from currently 7% to 4% in the coming years.

The above factors are the key elements leading external analysts to predict a 20 – 40% increase in rental levels in central business areas in the larger cities in Norway. The board and the management consider Norwegian Property to be well positioned to benefit both from rental level and property value increases driven by the above market factors in the coming years.

THE PROPERTY PORTFOLIO

An overview of the properties held by the company is continuously updated on the company's web site, www.npro.no.

The estimated annualised consolidated gross rental income, based on the current contract portfolio from the properties owned as of 30 September 2006, is around NOK 0.8 billion.

LIST OF MAIN SHAREHOL)ERS

Shareholder	Country	Number of share	%
A WILHELMSEN CAPITAL AS	NO	12 087 000	16.9 %
CREDIT SUISSE SECURITIES	UK	2 895 000	4.0 %
AWECO INVEST AS	NO	2 870 28[illegible]	4.0 %
BANK OF NEW YORK. BRUSSELS BRANCH	BL	2 444 69[illegible]	3.4 %
MORGAN STANLEY & CO. INC.	UK	2 314 58[illegible]	3.2 %
SPENCER FINANCE CORP.	NO	2 209 900	3.1 %
DEUTSCHE BANK AG LONDON	UK	2 101 79[illegible]	2.9 %
FRAM HOLDING AS	NO	2 000 000	2.8 %
FRAM MANAGEMENT AS	NO	2 000 000	2.8 %
FRAM REALINVEST AS	NO	2 000 000	2.8 %
LANI INDUSTRIER AS	NO	2 000 000	2.8 %
TITAS EIENDOM AS	NO	2 000 000	2.8 %
DANSKE BANK A/S	DK	1 702 000	2.4 %
VITAL FORSIKRING ASA	NO	1 620 000	2.3 %
OPPLYSNINGSVESENETS FOND	NO	1 599 93[illegible]	2.2 %
MORGAN STANLEY & CO. INC.	UK	1 319 900	1.8 %
CREDIT SUISSE SECURITIES	UK	1 220 000	1.7 %
MORGAN STANLEY & CO. INC.	UK	1 140 66[illegible]	1.6 %
METEVA AS	UK	1 108 81[illegible]	1.6 %
MIAMI AS	UK	1 062 71[illegible]	1.5 %
Others		23 815 63[illegible]	33.3 %
Balance at September 30th 2006		**71 512 92[illegible]**	**100.0 %**

Occupancy rate is above 99% for the portfolio as a whole and more than 98% of the renta contracts have a general annual CPI adjustment clause.

OUTLOOK

The board and the management consider the prevailing market conditions for further growth to be attractive. Norwegian Property has already formed an attractive property portfolio during 2006 based on a clear investment strategy and an attractive funding base. The company will continue to pursue investment opportunities in line with the strategy, in order to achieve the targeted returns.

As a confirmation of the board of directors' confidence in the strategy and the market outook, the company completed an agreement in mid October to acquire Aker Hus, the headquarters under construction for the Aker Group at Fornebu in Oslo. The total purchase price forthe property was NOK 1.5 billion. The full year rental income or the property, which is rented on a "triple net" agreement for a remaining 13.0 years, has been agreed at NOK 78 million p.a. "Triple net" means that Norwegian Property will incur no operating or maintenance expenses during the 13-year term. This rent is also payable during the construction period.

For accounting purposes the "rental income" for Aker Hus up to the time of completion of the property in November 2007 will be treated as a down payment on a receivable against the tenants which is established at the time of puchase (October 2006). Interest on loans related to Aker Hus will be capitalized on the asset during the construction period.

The acquisition will be financed through the use of available equity, including NOK 100 million setlement in shares to sellers (at NOK 50 per share i.e. 2 million new shares), drawdown on the existing loan facility and an "equity bridge" debt facility that has been established with the MLA banks. The property is currently under construction with expected completion in November 2007. The Aker Group cary the risk of any construction cost overrun and/or delays.

After the purchase of Aker Hus, the portfolio of 41 properties totals approximately 591 000 squaremetres. 99.6 % of the properties are leased. Tenants consistalmost entirely of large and reputable private and public enteprises. Including Aker Hus, leases for the 25 largest tenants is 9.[illegible] years and average for the entire portfolio is 7.8 years.

SHAREHOLDERS

Norwegian Property ASA had a total of 71.5 million shares issued at 30. September 2006.

The largest group of shareholders, as of the date of this report, consists of Norwegian investors with [illegible]9% of the shares while foreign investors held the remaining 31%.

COMPENSATION TO THE BOARD AND CEO

The extraordinary general meeting held on 4 October 2006 resolved to grant the board of directors an extraordinary compensation for the period up to the general meeting. This extra compensation is put back to the heavy workload and considerable number of board meetings in connection with the start-up of the company, including financing and acquisition of assets. The compensation was set to NOK 300 000 to the chairman of the board and NOK 150 000 to each of the board members, totalling NOK 750 000 for the period. Other than the said compensation, the board of directors has not received any compensation for their services to the company.

The regular annual board compensation will be settled by the general meeting, presumably in March/April 2007.

The CEO has a base salary including other benefits of NOK 286 000 per month incl. holiday pay provisions. A performance based bonus programme is in place with a capped maximum bonus set at 50% of annual base salary. A pension scheme has been established allowing retirements at the age of 62. Cost of servicing this pension plan was estimated to NOK 100 000 for the one month in service in the third quarter.

NEW BOARD MEMBERS

Ms. Hege Bømark and Ms. Karen Helene Ulltveit-Moe were elected as new board members at the extraordinary general meeting on 4 October 2006. The new board members will assume their positions when the company's shares are listed at Oslo Børs. After this, the board has been expanded from four to six members.

COMPENSATION TO THE AUDITOR

The auditor, Deloitte, has received NOK 514 000 in total remuneration for services rendered during the start-up phase of the company up to 30 September 2006. The remuneration is split on NOK 240 000 for statutory audit services, NOK 174 000 for other attestation services and NOK 100 000 for other non audit services.

PLANNED INITIAL PUBLIC OFFERING AND LISTING

Norwegian Property has on 27 September applied for listing of its shares at the Oslo Børs during November 2006. An initial public offering is planned prior to the first day of listing, and a full prospectus will be issued with more details about the transaction.

FINANCIAL OVERVIEW

The audited accounts presented in the tables below have been prepared in accordance with IFRS

Norwegian Property ASA
The board of directors
18 October 2006

Knut Brundtland Chairman	Jostein Devold	Torstein Tvenge	Egil K. Sundbye

FINANCIAL CALENDAR
Fourth quarter 2006 16 February 2007
For further information about Norwegian Property, see **www.npro.no**

CONSOLIDATED INCOME STATEMENT

Figures in NOK 1.000	Note	Q3 YTD	Q3	Q2 YTD
Rental income from properties	9	211 750	180 594	31 156
Other revenues		484	439	45
Gross rental income		**212 234**	**181 033**	**31 201**
Maintenance and property related costs		(9 188)	(6 973)	(2 215)
Other operating expenses	18,19	(21 917)	(16 257)	(5 660)
Total operating costs		**(31 105)**	**(23 230)**	**(7 875)**
Gross operating profit		**181 129**	**157 803**	**23 326**
Gain/loss from fair value adjustments on investment property		-	-	-
Gain/loss from sales of investment property		-	-	-
Operating profit		**181 129**	**157 803**	**23 326**
Financial income		3 607	1 834	1 773
Financial costs		(138 141)	(115 629)	(22 512)
Change in market value of financial derivatives		(29 544)	(57 192)	27 648
Net financial items	20	**(164 077)**	**(170 986)**	**6 909**
Profit before income tax		**17 052**	**13 183)**	**30 235**
Income tax expense	21	(4 775)	3 691	(8 466)
Profit for the period		**12 277**	**(9 492)**	**21 769**
Income/loss to minorities		(178)	(178)	-
Profit after minority interest		**12 099**	**(9 670)**	**21 769**

CONSOLIDATED BALANCE SHEET

Figures in NOK 1.000 ASSETS	Note	30.09.2006	30.06.2006
Non-current assets			
Intangible assets			
Deferred tax assets	16	60 859	47 359
Tangible assets			
Investment property	7	13 151 026	9 579 221
Equipment	8	6 750	7 712
Total non-current assets		**13 218 636**	**9 634 292**
Current assets			
Derivative financial instruments	10	41 094	112 688
Seller guarantees for future rent		19 300	23 600
Accounts receivables	11	23 386	35 648
Current receivables	11	30 891	31 443
Cash and cash equivalents	12	422 164	754 527
Total current assets		**536 835**	**957 905**
Total assets		**13 755 470**	**10 592 197**

CONSOLIDATED BALANCE SHEET

Figures in NOK 1.000

EQUITY	Note	30.09.2006	30.06.2006
Majority's equity			
Share capital	13	1 787823	1 592 453
Share premium		1 689518	1 478 566
Fin. derivatives accounted to Toal Equity		(14 474)	26 300
Retained earnings		12099	21 769
Minority interests			
Minority interests		43756	43 578
Total equity		**3 518722**	**3 162 667**

LIABILITIES	Note	30.09.2006	30.06.2006
Non-current liabilities			
Derivative financial instruments	10	35943	-
Interest bearing long term liabilies	15	9 846590	7 265 621
Total non-current liabilities		**9 882533**	**7 265 621**
Current liabilities			
Derivative financial instruments	10	20452	-
Short-term interest bearing liabities	15	49500	49 500
Trade and other payables	14	66578	23 872
Current income tax liabilities	21	9462	7 259
Other current liabilities	17	208223	83 278
Total current liabilities		**354215**	**163 909**
Total liabilities		**10 236748**	**7 429 530**
Total equity and liabilities		**13 755470**	**10 592 197**

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

Figures in NOK 1.000	Share Capital	Share Premium	Retained Earnings	Minority Interests	Total Equity
Opening balance equity	100	-	-	-	100
Writedown	(100)	-	-	-	(100)
New equity - May 2006	875 000	875 000	-	-	1 750 000
New equity - June 2006	717 453	717 453	-	-	1 434 906
New equity - July 2006	150 370	150 370	-	-	300 740
New equity - September 2006	45 000	45 000	-	-	90 000
Cost related to share issue, net of tax	-	(98 306)	-	-	(98 306)
Fin. derivatives accounted to Toal Equity	-	-	(14 474)	-	(14 474)
Profit for the period	-	-	12 099	178	12 277
Minority Interests	-	-	-	43 578	43 578
Total equity 30.09.2006	**1 787 823**	**1689 518**	**(2 374)**	**43 756**	**3 518 722**

CONSOLIDATED CASH FLOW STATEMENT

Figures in NOK 1.000

		Accumulated 30.09.2006
	Ordinary result before taxes	17 052
-	Paid taxes in the period	-
+/-	Gain/loss on sale of tangble fixed assets	-
+	Depreciation intangible fixed assets	-
+	Depreciation tangible fixed assets	250
-/+	Gain/loss from fair value adjustments	-
+/-	Net financial items excl. gains/losses on sales	164 077
+/-	Change in short-term items	274 393
=	**Net cash flow from operating activities**	**455 772**
+	Received cash from sale of tangible fixed assets	-
-	Payments for purchase of tangible fixed assets	(11 660 569)
-	Payments for purchase of financial/intangible fixed assets	(23 600)
=	**Net cash flow from investing activities**	**(11 684 169)**
+	Received from raising of long-term debt - repayment of long term debt	9 846 538
-	Net financial items excl. gains/losses on sales	(164 077)
+	Capital increase (net private placement)	1 968 000
-/+	Dividend/Group contribution	-
=	**Net cash flow from financial activities**	**11 650 460**
=	**Net change in cash/cashequivalents**	**422 064**
+	Cash/cash equivalents beginning of year	100
=	**Cash and cash equivalents at the end of the period**	**422 164**

NOTES TO THE FNANCIAL STATEMENT

NOTE 1 – GENERAL INFORMATION

Norwegian Property ("the Compny") is a newly established property investnent company focusing on commercial propeties with central locations in Norway. The purpose of the Conpany is to give investors access to a listed and liquid property company share with exclusive focus on centrally located commercial properties.

Norwegian Property was incorprated on 20 July 2005 (under the name Tellgel Invest 83 AS, renamed Norwegian Property AS on 29 April 2006). The Company conducted no oprations in 2005. On 22 May 2006 the Company was converted to a public limited company and the shares were registered in VPS. The Company has acquired all of the properties it currently owns as from 9 June 2006.

On 9 June 2006 Norwegian Property acquired 28 commercial properties in Oslo and Stavanger, with a total of approximtely 330,000 sqm to a total value of approximately NOK 8.4 billion. In total, the Company has completed 12 different property transactions involving40 properties with a total book value of approximately NOK 132 billion. The weighted average remaining lese duration is currently 7.3 years (Ex. AkerHus).

In the period from its inception to 30 September, the Company has completd two equity issues, and several contributions in kind, of a total of NOK 3.6 billion (before transaction cost) and has drawn up a total of NOK 9.9 bilion in senior debt. On 13 June the Company was listed on the Norwegian OTC-list with the ticker code NPRO. The Company submitted an application for listing on Oslo Børs on 27 September 2006. The application is to be considered by the board of OsloBørs on 25 October, 2006.

The Company is incorporated and domiciled in Norway. The address of its registered office is Karenslyst allé 12, Oslo.

NOTE 2 – SUMMARY OF SGNIFICANT ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

2.1 Basis of preparation

The consolidated financial statments of Norwegian Property ASA have been prepared in accordance with Internationa Financial Reporting Standards (IFRS). The consolidated financial statements have been prepared under the historical cost convention, as modified by the revaluation of investment property, available-for-sale financial assets, and financial assets and financial liabilities (including derivative instruments) at fair value through profit or loss.

The preparation of financial statments in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Group's accounting polices. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements, are disclosed in Note 4.

Standards, amendments and interpretations effective in 2006 but not relevant

The following standards, amendments and interpretations are mandatory foraccounting periods beginning on or after 1 January 2006 but are not relevant to the Group's operations:

- IAS 21 (Amendment), Net Investment in a Foreign Operation;
- IAS 39 (Amendment), Cash flow Hedge Accounting of Forecast Intragroup Transactions;
- IFRS 6, Exploration for and Evaluation of Mineral Resources;
- IFRS 1 (Amendment), First-time Adoption of International Financial Reporing Standards
- IFRIC 6, Liabilities arising from Participating in a Specific Market – Waste Electrical and Electronic Equipment;
- IFRIC 4, Determining whethe an Arrangement contains a Lease; and
- IFRIC 5, Rights to Interests arising from Decommissioning, Restoration and Environmental Rehabilitation Funds.

2.2 Consolidation

Subsidiaries

Subsidiaries are all entities (including special purpose entities) over which the Group has the power to govern the financial and operating policies generally accompanying a shareholding of more than one half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Groupcontrols another entity. Subsidiaries are fullyconsolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

As of 30 September 2006 the Company had 81 subsidiaries. In 2005 the Company did not have any operations. The curent business operations started in April 2006. Consequently, there are no comparable figures for fiscal year 2005.

Purchases of single purpose entities owning only one property with no employees, management or recorded procedure descriptions are not considered to be acquisition of a business, and the bringing together of those entities is not a business combination (IFRS3 is not applicable). Norwegian Property allocate the cost of such purchases between the individual identifiable assets and liabilities acquired based on their relatively fair value at the date of acquisition.

The purchase method of accounting is used to account for the acquisition of separate businesses or entities containing business. The cost of an acquisition is measured as the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange, plus costs directly attributable to the acquisition.

Inter-company transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated but considered an impairment indicator of the asset transferred. Consistent accounting principles are applied throughout the group and accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Transactions and minority interests

Minority interests are included in the Group's income statement, which is specified as majority and minority interests. Correspondingly, minority interests are included as part of Norwegian Property's shareholders' equity and is specified on the balance sheet.

2.3 Foreign currency translation

Functional and presentation Currency

Items included in the financial statements of each of the Group's entities are measured using the Currency of the primary economic environment in which the entity operates ('the functional Currency'). Currently all entities of the Group have NOK as their functional currency. The consolidated financial statements are presented in NOK, which is the Company's functional and presentation Currency.

Transactions and balances

Foreign Currency transactions are translated into NOK using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement.

2.4 Investment property

Property that is held for long-term rental yields, for capital appreciation or both, and that is not occupied by the Group, is classified as investment property. Investment property is measured initially at its cost, including related transaction costs. In subsequent periods investment property is measured at fair value calculated using the yield method. Changes in fair values are recorded in the income statement within 'gain on fair value adjustment on investment property'. Subsequent expenditure is charged to the asset's carrying amount only when it is probable that future economic benefits associated with the item will flow to Norwegian Property, and the cost of the item can be measured reliably. All other repairs and maintenance costs are charged to the income statement during the financial period in which they are incurred. If an investment property becomes owner-occupied, it is reclassified as property, plant and equipment, and its fair value at the date of reclassification becomes its cost for accounting purposes. Property that is being constructed or developed for future use as investment property, is classified as property, plant and equipment and stated at cost until construction or development is complete, at which time it is reclassified and subsequently accounted for as investment property. If an item of property, plant and equipment becomes an investment property because its use has changed, any difference resulting between the carrying amount and the fair value of this item at the date of transfer is recognised in equity as a revaluation of property, plant and equipment under IAS 16. However, if a fair value gain reverses a previous impairment loss, the gain is recognised in the income statement.

2.5 Property, plant and equipment

Property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Cost may also include transfers from equity of any gains/losses on qualifying cash flow hedges of foreign Currency purchases of property, plant and equipment.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to the income statement during the financial period in which they are incurred.

2.6 Financial assets

The Group classifies its financial assets in the following categories: at fair value through profit or loss, and loans and receivables, and available for sale. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

(a) Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are financial assets held for trading. A financial asset is classified in this category if acquired principally for the purpose of selling in the short term. Derivatives are classified as held for trading unless they are designated as hedges. Assets in this category are classified as current assets.

(b) Loans and receivables
Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for maturities greater than 12 months after the balance sheet date. These are classified as non-current assets. Loans and receivables are classified as trade and other receivables in the balance sheet, Note 2.8.

2.7 Derivative financial instruments and hedging activities
Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently reassessed at their fair value. The method of recognising the resulting gain or loss depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged. The Group designates certain derivatives as hedges of a particular risk associated with a recognised liability or a highly probable forecast transaction (cash flow hedge).

The Group documents, at the inception of the transaction, the relationship between hedging instruments and hedged items, as well as its risk management objectives and strategy for undertaking various hedge transactions. The Group also documents its assessment, both at hedge inception and on an ongoing basis, of whether the derivatives that are used in hedging transactions are highly effective in offsetting changes in fair values or cash flows of hedged items.

The fair values of various derivative instruments used for hedging purposes are disclosed in Note 10. Movements on the hedging reserve in shareholders' equity are shown in the consolidated statement of changes in equity. The full fair value of a hedging derivative is classified as a non-current asset or liability when the remaining hedge item is more than 12 months; it is classified as a current asset or liability when the remaining maturity of the hedged item is less than 12 months.

(a) Cash flow hedge
The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges are recognised in equity. The gain or loss relating to the ineffective portion is recognised immediately in the income statement within other gains/(losses) – net.

Amounts accumulated in equity are recycled in the income statement in the periods when the hedged item affects profit or loss (for example, when the forecast sale that is hedged takes place). The gain or loss relating to the effective portion of interest rate swaps hedging variable rate borrowings is recognised in the income statement within finance costs. The gain or loss relating to the effective portion of forward foreign exchange contracts hedging export sales is recognised in the income statement within sales. The gain or loss relating to the ineffective portion is recognised in the income statement within other gains/(losses) – net. However, when the forecast transaction that is hedged results in the recognition of a non-financial asset (for example, inventory or fixed assets), the gains and losses previously deferred in equity are transferred from equity and included in the initial measurement of the cost of the asset. The deferred amounts are ultimately recognised in cost of goods sold in case of inventory, or in depreciation in case of fixed assets.

When a hedging instrument expires or is sold, or when a hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss existing in equity at that time remains in equity and is recognised when the forecast transaction is ultimately recognised in the income statement. When a forecast transaction is no longer expected to occur, the cumulative gain or loss that was reported in equity is immediately transferred to the income statement within other gains/(losses) – net.

(b) Derivatives that do not qualify for hedge accounting
Certain derivative instruments do not qualify for hedge accounting. Changes in the fair value of any derivative instruments that do not qualify for hedge accounting are recognised immediately in the income statement within other gains/(losses) – net.

2.8 Trade receivables
Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision for impairment of trade receivables is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of the receivables. Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganisation, and default or delinquency in payments (more than 30 days overdue) are considered indicators that the trade receivable is impaired. The amount of the provision is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. The carrying amount of the asset is reduced through the use of an allowance account, and the amount of the loss is recognised in the income statement within selling and marketing costs. When a trade receivable is uncollectible, it is written off against the allowance account for trade receivables. Subsequent recoveries of amounts previously written off are credited against selling and marketing costs in the income statement.

2.9 Cash and cash equivalents
Cash and cash equivalents includes cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities on the balance sheet.

2.10 Share capital
Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Where any group company purchases the Company's equity share capital (treasury shares), the consideration paid, including any directly attributable incremental costs (net of income taxes), is deducted from equity attributable to the Company's equity holders until the shares are cancelled or reissued. Where such shares are subsequently reissued, any consideration received (net of any directly attributable incremental transaction costs and the related income tax effects) is included in equity attributable to the Company's equity holders.

2.11 Trade payables
Trade payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

2.12 Borrowings
Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the income statement over the period of the borrowings using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the balance sheet date.

2.13 Deferred income tax
Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred income tax is provided on temporary differences arising on investments in subsidiaries and associates, except where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

2.14 Revenue recognition
Revenue comprises the fair value of the consideration received or receivable for the services in the ordinary course of the Group's activities. Revenue is shown net of value-added tax, returns, rebates and discounts and after eliminating sales within the Group.

Rental income
Rental income is recognised over the time of the rental period.

Other income
Other income is recognised as it is earned.

2.15 Dividend distribution
Dividend distribution to the Company's shareholders is recognised as a liability in the Group's financial statements in the period in which the dividends are approved by the Company's shareholders.

NOTE 3 – RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company's activities expose it to a variety of operational, financial and fraud risks. The operational risks include exposures related to the quality of construction, the erection of buildings and extensions, operations of the buildings as well as the operations of access roads and outdoor facilities on the Company's premises. The financial risks include exposures related to the cost of financing, stability and predictability of rental income, the Company's liquidity and financial flexibility. Fraud risks include risks related to the intentional misconduct and/or misappropriation of the Company's assets or interests.

The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Company's financial performance by insuring the Company against operational risks and by entering into hedging instruments designed to mitigate interest rate and currency risk.

The management team identifies and evaluates operational and financial risks in close co operation with the Company's operating units and facilities managers. The Board provides written policies covering specific areas, such as insurance, foreign exchange risk and interest rate risk. Fraud risks are countered by setting ethical standards and code of conduct guidelines.

Operational risks

All the Company's properties are operated by professional facility management operators with clear contractual obligations to employ or engage the required certified competence and resources to meet regulatory standards.

The Company has a group wide insurance policy that will provide indemnity for unforeseen physical damage to, or loss of, insured property that occurs as a result of named perils such as fire, water damage, storm, etc. as well as liability insurance. The insured value of buildings is the replacement value of the property. The insurance terms also give coverage when rentals have been interrupted or rental value has been impaired by the occurrence of any of the insured perils. The insurance program is covered by reputable insurance companies.

Financial Risks

The financial risks include exposures related to the cost of financing, stability and predictability of rental income, the Company's liquidity and financial flexibility.

In June 2006, the board established a Finance policy which outlines instrucions and guidelines for the management of the Company's financial risks.

Cost of financing - interest rate risks

The Group is subject to market risks relating to changes in the interest rates, because the Company has significant amounts of floating rate debt outstanding. At the end of September 2006 the Company has an average spead of 80 basis points above NIBOR on the bank loans.

The Company has acquired from sellers and entered into new interest rate swap agreements to limit exposure to fluctuations in the interest rate. At the end of the third quarter, interest rate agreements totalling NOK 8 billion were in effect. Total swap rate agreements, including agreements with forward start were fixed at an average rate of 4.3 % with maturity of 6.6 years.

The Company has a policy to hedge a minimum of 70% of total floating rate loans outstanding. As of 30.09.06, 80.5 % of the loans outstanding were hedged.

The fair market value of the properties will vary with, among several other factors, the long term interest rate expectations in the market. Such fair value fluctuations will be accounted for and reported according to IFRS (See separate notes on "estimates and judgement" and "fair value adjustments").

Stability and predictability of rental income

The rental income is exposed to the market for office/shopping/parking space, credit risk and currency risk.

(i) The market

The Company focuses on blue chip tenants and on long term contracts. The current average duration of rental contracts are 7.3 years, increasing to 7.8 when including Aker Hus.

(ii) Inflation

The majority of rental contracts in the portfolio have a 100% CPI adjustment clause allowing the Company to adjust rental rates with the CPI development. The Company seeks to secure such regulation clauses in all new contracts.

(iii) Foreign exchange risk

Currently, less than 5% (NOK 32 million/pa) of the Group's rental income are in foreign currencies (EUR) and practically all operating expenses are denominated in NOK. This exposes the Group to limited foreign exchange risk.

At the end of the financial period, the Group has forward exchange contracts with notional values totalling NOK 323 million, Gains and losses on the Group's forward exchange contracts are classified as other operating gains/losses in the income statement.

(iv) Credit risk

The majority of the Company's rental revenues come from solid tenants. New tenants are checked for credit rating and history. All tenants have provided bank guaranties or made deposits in secure "depository accounts" with amounts equivalent to a minimum of 3 months rent.

Credit loss during Q3 has been negligible.

Liquidity risk and financial flexbility

The Company aims to keep liqudity sufficient to meet its foreseeable obligations as well as securing a reasonable capacity to meet unforeseen obligations. The funding strategy aims to maintain flexibility to seize market opportunities and withstand fluctuations in rental income.

As of the end of the third quarter the Company had a satisfactory liquid reserve and funding flexibility.

Fraud Risks

In "Instructions to the Board" and "Instructions to the CEO" overall guidelines are communicated to set the ethical standards for the leadership and business conduct in the Company.

The company has experienced no incidents of fraud or fraudulent behaviour during the period.

NOTE 4 – CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgments are continually evaluated and are based on historial experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

(a) Investment property

Investment property is valued at its fair value based on a quarterly valuation update.

A separate valuation will be caried out by independent experts where all properties are assessed using updated macro assumptions (interest rate level, inflation expectations, economic growth etc.) and adjusting for significant changes in tenant portfolio. In addition, all properties are made subject to in depth technical review on a rolling 8 quarter cycle.

Based on the external valuation and supplementary internal analysis of the market and rental portfolio, management make an overall fair value assessment to conclude as to whether a fair value adjustment is to be recommended to the board for final conclusion.

The Company uses different approaches to get a satisfactory valuation of the properties. These approaches are (i) the net asset value (NAV), (ii) cash flow analyses and (iii) multiple analyses.

(i) NAV of a property company can be calculated by adjusting the company's balance sheet values to the estimated market values of the properties. A common valuation approach is discounting the properties' net rental income by a given required rate of return.

(ii) A valuation of a property company can be made by using the Discounted Cash Flow method (DCF). This approach has its foundation in the "present value" rule, where the value of any asset is the present value of expected future cash flows on it.

(iii) Valuation multiples are methods that are commonly used to value property companies. The final determination of which particular pricing multiple(s) to use must be based on an understanding of how the subject compares to the guideline companies in term of important factors such as growth, size, longevity, profitability etc.

(b) Fair value of derivatives and other financial instruments

The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined by using valuation techniques. The Group uses its judgment to select a variety of methods and make assumptions that are mainly based on market conditions existing at each balance sheet date. The Group uses discounted cash flow analysis for various available-for-sale financial assets that were not traded in active markets.

NOTE 5 – INVESTMENTS IN SUBSIDIARIES

Norwegian Property ASA'sshares in subsidiaries

(All figures in NOK 1,000)

Company	Acquired / Established	Registered office	Ownership stake	Voting shares	Net carrying amount at 30.09.2006
Skøyen Bygg AS					
Skøyen Bygg To AS					
Skøyen Bygg Tre AS					
Skøyen Bygg Fire AS					
Skøyen Bygg Fem AS					
Skøyen Bygg ANS					
Skøyen Bygg Totalt	09.06.2006	Oslo	100 %	100 %	198 961
Økernveien 9 AS					
Norwegian Property Holding AS					
Økernveien 9 Totalt	09.06.2006	Oslo	100 %	100 %	54 024
Forushagen AS					
Forushagen KS					
Eiendomsselskapet Forushagen AS					
Forushagen Totalt	09.06.2006	Stavanger	100 %	100 %	115 343
Rogaland Næringseiendom I AS					
Rogaland Næringseiendom I KS					
Kontantbygget AS					
Elvegaten 25 AS					
Nedre Holmegate 30-34 AS					
Strandsvingen 10 AS					
Svanholmen 2 AS					
Maskinveien 32 AS					
Rogaland Næringseiendom Totalt	09.06.2006	Stavanger	100 %	100 %	93 647
Magnus Poulsensvei 7 AS					
Magnus Poulsensvei 7 Invest AS					
NPJ AS					
Magnus Poulsensvei 7 Totalt	09.06.2006	Stavanger	100 %	100 %	45 776
Aker Brygge AS					
Verkstedhallene ANS					
Terminalbygget ANS					
Bryggehandel Invest I ANS					
Bryggehandel Invest II ANS					
Aker Brygge ANS					
AS Trekanten Aker Brygge					
Aker Brygge Senterforeningen AS					
Vaterland Invest AS					
Aker Brygge Totalt	09.06.2006	Oslo	100 %	100 %	1 199 804

Company	Acquired / Established	Registered office	Ownership stake	Voting shares	Net carrying amount at 30.09.2006
Middelthunsgate 17 AS					
KS Middelthunsgate 17					
Middelthunsgate 17 Hjemmel AS					
Middelthunsgate 17 Totalt	09.06.2006	Oslo	100 %	100 %	366 163
Drammensveien 60 AS					
Drammensveien 60 KS					
DRA 60 AS					
Drammensveien 60 Totalt	09.06.2006	Oslo	100 %	100 %	93 374
Stavanger Næringseiendom AS					
Stavanger Næringseindom KS					
Stavanger Næringseindom ANS					
Stavanger Næringseindom Totalt	09.06.2006	Stavanger	100 %	100 %	154 279
Telebygget AS					
Telebygget KS					
Forusbeen AS					
Telebygget Totalt	09.06.2006	Stavanger	100 %	100 %	94 050
Stortingsgaten 6 AS	09.06.2006	Oslo	99 %	99 %	
Stortingsgaten 6 KS	09.06.2006	Oslo	99 %	99 %	
Glassgården AS	09.06.2006	Oslo	99 %	99 %	
Stortingsgaten 6 Totalt	09.06.2006	Oslo	99 %	99 %	76 288
Grenseveien 19 Komplementar AS					
Grenseveien 19 AS					
Grenseveien 19 KS					
Grenseveien 19 Totalt	09.06.2006	Oslo	100 %	100 %	29 180
Kolstadgaten Eiendom AS					
Kolstadgaten 1 KS					
Kolstadgaten 1 AS					
Kolstadgaten 1 Totalt	09.06.2006	Oslo	100 %	100 %	43 461
Fornebu Næringseiendom AS					
Fornebu Næringseiendom KS					
Fornebu Næringseiendom ANS					
Fornebu Næringseiendom Total	09.06.2006	Oslo	100 %	100 %	83 496
Drammensveien 134 AS					
Drammensveien 134 KS					
Skøyen Kontorsenter Hus 1 Hjemmel AS					
Skøyen Kontorsenter Hus 6 Hjemmel AS					
Drammensveien 134 Totalt	09.06.2006	Oslo	100 %	100 %	175 942
Innovasjonssenteret Komplemetar AS	09.06.2006	Oslo	80 %	80 %	
Innovasjonssenteret KS	09.06.2006	Oslo	80 %	80 %	
Forskningsveien 2 AS	09.06.2006	Oslo	80 %	80 %	
Innovasjonssenteret Totalt	09.06.2006	Oslo	80 %	80 %	176 692
Lysaker Torg Bygg D ANS	22.06.2006	Oslo	100 %	100 %	623 992
Finnestadveien 44 ANS					
Eltofi AS					
Finnestadveien 44 Totalt	22.06.2006	Oslo	100 %	100 %	133 791

Company	Acquired / Established	Registered office	Ownership stake	Voting shares	Net carrying amount at 30.09.2006
Ibsenkvartalet Eiendom AS					
Ibsenkvartalet Hjemmel AS					
Ibsenkvartalet Totalt	04.07.2006	Oslo	100 %	100 %	337 847
Drammensveien 149 AS	06.07.2006	Oslo	100 %	100 %	47 227
Drammensveien 134 Bygg 2 AS					
Drammensveien 134 Bygg 3 AS					
Drammensveien 134 Bygg 4 AS					
Drammensveien 134 Bygg 5 AS					
Drammensveien 134 Bygg 6 AS					
Drammensveien 134 Utearealer AS					
Drammensveien 134 Totalt	06.07.2006	Oslo	100 %	100 %	674 409
Kokstad Næringseiendom AS					
Kokstad Næringseiendom KS					
Kokstadveien 23 AS					
Kokstad Næringseiendom Total	01.09.2006	Bergen	100 %	100 %	106 964
Grev Wedelsplass 9 ANS					
Grev Wedelsplass 9 Drift AS					
Grev Wedelsplass 9 Totalt	01.09.2006	Oslo	100 %	100 %	534 531
Gardermoen Næringseiendom AS					
Gardermoen Næringseiendom KS					
Gardermoen Næringseiendom ANS					
Gardermoen Næringseiendom Totalt	08.09.2006	Oslo	100 %	100 %	181 204
Total					5 640 445

Subsidiaries are acquired in 2006 with total acquisition cost of NOK 5,64 billion.

Acquisition cost	5.64	NOK billion
Group contribution exceeding the periodic results	-	
Impairment	-	
Carried amount	5.64	**NOK billion**

NOTE 6 – SEGMENT INFORMATION

Norwegian Property's main activity is ownership and rental of prime office buildings in prime locations in the larger cities in Norway. There are no material differences in risks and returns in the economic environments in which the company is operating. Consequently, the company is only present in one business segment and one geographic market.

NOTE 7 – INVESTMENT PROPERTY
(All figures in NOK 1,000)

Opening balance 01.01.06	0
Additions in period	13 151 026
Net gain/loss on changes in fairvalue	0
As at 30th September	13 151 026
Rental income	211 750
Direct operating expenses arising from investment properties that generate rental income	9 188
Net	202 561

General principles of preparation

Investment property is valued at its fair value based on a quarterly valuation carried out by independent experts (ref also note 4). The latest independent valuation was carried out with value dates as of September 30 2006. Investment property is not subject to depreciation.

Apart from covenants in loan agreements, there are no restrictions on when the investment properties can be realised, or how the revenue and cash flow on any sale can be used.

There are no significant contractual obligations to buy, build or develop investment properties.

A separate valuation will be carried out by independent experts where all properties are assessed using updated macro assumptions (interest rate level, inflation expectations, economic growth etc.) and adjusting for significant changes in tenant portfolio. In addition, all properties are made subject to in depth technical review on a rolling 8 quarter cycle.

Based on the external valuation and supplementary internal analysis of the market and rental portfolio, management make an overall fair value assessment to conclude as to whether a fair value adjustment is to be recommended to the board for final conclusion.

The Company uses different approaches to get a satisfactory valuation of the properties. These approaches are (i) the net asset value (NAV), (ii) cash flow analyses and (iii) multiple analyses.

NOTE 8 – PROPERTY, PLANT AND EQUIPMENT
(All figures in NOK 1,000)

Acquisition costs

1 January 2006	0
Additions	0
Disposals	0
Additions from the acquisition of companies	7 000
Disposals on the sale of companies	0
30th September 2006	7 000

Accumulated depreciation and impairment losses

Opening balance 1st of January 2006	0
The year's depreciation	250
The year's impairment losses	0
Disposals	0
Disposals on the sale of companies	0
30th September 2006	250
Carrying amount	6 750

NOTE 9 – OPERATING LEASES
(All figures in NOK 1,000)

The group is lessor for investment properties.

The future minimum lease payments receivable under non-cancellable operating leases are as follows:

No later than 1 year	31 700
Later than 1 year and no later than 5 years	178 000
Later than 5 years	565 800
Sum	775 500

The above figures do not include value of the rental guarantees.

NOTE 10 – DERIVATIVE FINANCIAL INSTRUMENTS
(All figures in NOK 1,000)

Norwegian Property has fixed the majority of its borrowing interest rate exposure related to debt carrying floating interest rate through interest rate swaps as described in the table below.Norwegian Property's strategy regarding inteest rate exposure is to fix a minimum of 70 % of its exposure related to debt carrying floating interest rae at any time.

Irrespective a high level of secued rates, Norwegian Properties ASA takes exposure to the effects of fluctuations in prevailing levels of market interest rates on its financial position and cash flow. Interest costs may increase or decrease as result of such changes.

Book value of hedged items

	Assets	Liabilities
Hedged items: Interest rates - cash flow hedges	0	5 000 000
Total	0	5 000 000

Details on interest derivatives

The notional principal amounts,fixed rates and duration of interest derivative financial instrument contracts at September30th 2006 are (Norwegian Property is payer of fixed rates and receiver of floating rates)

	Currency	Notional principal amount	Fixed rate	End date
Nordea	NOK	500 000	4.3500 %	05.07.2012
Danske Bank	NOK	1 000 000	4.3400 %	05.07.2012
Danske Bank	NOK	500 000	4.3500 %	05.07.2012
DnB Nor	NOK	1 000 000	4.3400 %	05.07.2012
DnB Nor	NOK	500 000	4.3500 %	05.07.2012
SEB	NOK	1 000 000	4.3400 %	05.07.2012
SEB	NOK	500 000	4.3500 %	05.07.2012
Cash flow hedging total		**5 000 000**		
Nordea	NOK	1 225 000	4.1750 %	03.05.2011
Nordea	NOK	400 000	4.1750 %	18.05.2011
Nordea	NOK	975 000	4.1100 %	30.06.2016
Storebrand Bank	NOK	278 500	4.2800 %	15.07.2025
Storebrand Bank	NOK	148 500	3.9200 %	15.07.2015
Other		**3 027 000**		
Totalt NOK		8 027 000		

The floating rates are 3 months NIBOR.
Gains and losses recognised in hedging reserve in equity as of September 30th 2006 will be continuously realised to the income statement until the repayment of the borrowings.

Foreign exchange derivatives

The notional principal amounts,fixed rates and duration of FX derivative financial instrument contracts at September 30th 2006 are:

	Currency	Notional principal amount	Fixed rate	End date
Nordea	NOK	38 603	3.97000 %	05.10.2012
Nordea	Euro	(4 899)	3.70000 %	05.10.2012
Nordea	NOK	284 687	4.19000 %	05.10.2017
Nordea	Euro	(36 128)	3.90000 %	05.10.2017
Total Euro		(41 027)		

Details on balance sheet value of derivatives

	Asset	Liabilities
Interests rate swaps - qualifying for hedge accounting	0	35 943
Interests rate swaps - not qualifing for hedge accounting	25 126	3 030
Forward foreign exchange contracts	15 968	17 422
Total	41 094	56 395
Less non-current portion:		
Interest rate swaps - cash flow hedges	0	35 943
Current portion	41 094	20 452

Trading derivatives are classified as a current asset or liability. The full fair value of a hedging derivative is classified as a non-current asset or liability if the remaining maturity of the hedged item is more than 12 months and as a current asset or liability if the maturity of the hedge item is less than 12 months.

The ineffective portion recognised in the profit or loss that arises from cash flow hedges amounts to a loss of NOK 427.

The Company has leasing contracts where the rent is fixed in foreign exchange. As long as these foreign exchange clauses are not closely connected to the leasing contracts, the FX derivatives are separated and treated separately The real value of such derivatives was NOK 15,968 as of September 30th.

NOTE 11 – CURRENT RECEIVABLES
(All figures in NOK 1,000)

Total receivables at periodend (30.09.2006)

Account receivables	23 386
Less: provision for impairment of receivables	0
Account receivables - net	23 386
Other receivables	30 891
Total receivables	54 277

NOTE 12 – CASH AND CASH EQUIVALENTS
(All figures in NOK 1,000)

Cash at bank and in hand	422 164
Witholding tax account (tied up deposits)	-
Short-term bank deposits	-
Sum	422 164

The effective interest rate is 3.3%

NOTE 13 – SHARE CAPITAL

Total share capital at period end (30.09.2006)

Date resolved	Type of change	Change in share capital (NOK)	Share capital after change (NOK)	No of shares after change (NOK)	Par value (NOK)	Price per share (NOK)
20.07.2005	Incorporation	-	100 000	1 000	100	100
26.04.2006	Sharesplit	-	100 000	400	25	-
22.05.2006	Private placement	875 000 000	875 100 000	35 000 400	25	50
22.05.2006	Write down	100 000	875 000 000	35 000 000	25	-
22.05.2006	Private placement	162 500 000	1 037 500 000	41 500 000	25	50
09.06.2006	Consideration issue	508 853 050	1 546 353 050	61 854 122	25	50
22.06.2006	Consideration issue	46 100 000	1 592 453 050	63 698 122	25	50
30.06.2006	**Ending balance**	**-**	**1 592 453 050**	**63 698 122**	**25**	**50**
04.07.2006	Consideration issue	370 175	1 592 823 225	63 712 929	25	50
18.07.2006	Private placement	150 000 000	1 742 823 225	69 712 929	25	50
28.08.2006	Consideration issue	20 000 000	1 762 823 225	70 512 929	25	50
28.08.2006	Consideration issue	25 000 000	1 787 823 225	71 512 929	25	50
30.09.2006	**Ending balance**	**-**	**1 787 823 225**	**71 512 929**	**25**	**50**

Average number of shares YTD*	67 983 612
Average number of shares Q3	69 268 968
Number of shares issued	71 512 929
All issued shares are fully paid	Yes

*) Average based on period 22 May - 30 September 2006

List of main shareholders

Shareholder	Country	Number of shares	%
A WILHELMSEN CAPITAL AS	NO	12 087 000	16.9 %
CREDIT SUISSE SECURITIES	UK	2 895 000	4.0 %
AWECO INVEST AS	NO	2 870 282	4.0 %
BANK OF NEW YORK, BRUSSELS BRANCH	BL	2 444 695	3.4 %
MORGAN STANLEY & CO. INC.	UK	2 314 588	3.2 %
SPENCER FINANCE CORP.	NO	2 209 900	3.1 %
DEUTSCHE BANK AG LONDON	UK	2 101 798	2.9 %
FRAM HOLDING AS	NO	2 000 000	2.8 %
FRAM MANAGEMENT AS	NO	2 000 000	2.8 %
FRAM REALINVEST AS	NO	2 000 000	2.8 %
LANI INDUSTRIER AS	NO	2 000 000	2.8 %
TITAS EIENDOM AS	NO	2 000 000	2.8 %
DANSKE BANK A/S	DK	1 702 000	2.4 %
VITAL FORSIKRING ASA	NO	1 620 000	2.3 %
OPPLYSNINGSVESENETS FOND	NO	1 599 931	2.2 %
MORGAN STANLEY & CO. INC.	UK	1 319 900	1.8 %
CREDIT SUISSE SECURITIES	UK	1 220 000	1.7 %
MORGAN STANLEY & CO. INC.	UK	1 140 664	1.6 %
METEVA AS	UK	1 108 818	1.6 %
MIAMI AS	UK	1 062 718	1.5 %
Others		23 815 635	33.3 %
Balance at September 30th 2006		**71 512 929**	**100.0 %**

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Shares held by senior executive officers and non-executive officers

Shareholder	Number of shares
Senior Executives	
Petter Jansen, Chief Executive Officer (CEO)	40 000
Board of Directors	
Knut Bruntland (Chairman of the Board)	200 000
Jostein Devold	-
Egil K. Sundbye	-
Torstein I. Tvenge	7 700 000
Sum	**7 940 000**

The board of directors has on the extraordinary general meeting on the 4 October 2006 been given authority to increase the company's share capital as far as MNOK 360. The authority to this increase in the share capital is appliable to 30 June 2007.

NOTE 14 – TRADE AND OTHER PAYABLES

(Figures in NOK 1,000)

Total payables at period end (30.09.2006)

Trade payables	2 245
Other payables	50 075
Social security and other taxes	14 258
Total payables	**66 578**

NOTE 15 – BORROWINGS

(Figures in NOK 1,000)

Total borrowing at period end (30.09.2006)

Total bank borrowings	9 972 200
Total undrawn bank facility	2 545 550
Total borrowing facility	**12 517 750**

Specification of borrowings

	Currency	Amount	Amount with fixed interest rate	Interest rate
Non-current				
Long term loan facility	NOK	9 412900	-	NIBOR+0.8%
Storebrand Bank ASA	NOK	509750	-	NIBOR+0.65%
Sum		9 922650	-	
Current				
Long term loan facility	NOK	42550	-	NIBOR+0.8%
Storebrand Bank ASA	NOK	7000	-	NIBOR+0.65%
Sum		49550	-	
Total borrowings at nominal value	**NOK**	**9 972200**	-	
Amortization	NOK	76110	-	
Total borrowings at amortized value	**NOK**	**9 896090**	-	
Classified as short term (first year's instalment)	NOK	49500	-	
Interest bearing long term liability	**NOK**	**9 846590**	-	

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The maturity of non-current borrowings is as follows (30.09.2006):

Between 1-2 years	398 696
Between 3-5 years	531 594
Over 5 years	8 992 360
Total	**9 922 650**

The company entered into a NOK 12 billion 6 year term loan facility on 6 June 2006 with a syndicate of banks including DnB Nor ASA, Nordea Bank Norge ASA, Skandinaviska Enskilda Banken AS and Danske Bank AS. As of September 30th 2006 undrawn amount under the facility amounted to NOK 2.545 millions.

The long term loan facility shall be utilised by the Company to fund property acquisitions. The availability period of the loan facility currently extends to 31 October 2006. At September 30 2006, NOK 9.5 billion had been drawn under the facility.

The main terms of the facility, based upon the prevailing loan agreement, include:

- Interest: NIBOR + an interest margin of 80 bp (increasing by 5 bp from 6 June 2009). The interest margin is subject to further increases in the event that pledged security falls below agreed thresholds and/or in the event that the Company's shares are not listed on the Oslo Stock Exchange by 31 March 2007
- Interest rate hedging: The Company shall operate an appropriate interest rate hedging policy and shall ensure that hedging arrangements are in place with respect to a minimum of 70% of the company's interest rate exposure under the facility.
- Financial covenants: The Company must comply with agreed senior interest cover and loan-to-value. Agreed senior interest cover of at least 1.4 and loan-to-value (LTV) ratio of 80%.
- Other covenants: The facility contains undertakings which are customary for a credit facility of this nature, including negative pledge, restrictions on granting of loans, restrictions on acquisitions and a change of control clause.
- Amortisation/Repayment: The facility shall be repaid by quarterly instalments of 0.45% (1.8% per annum) commencing 6 September 2007 (to be re-negotiated to 5 October 2007 so as to coincide with quarterly interest payments). No part of the facility which is repaid may be re-borrowed. The repayment rate is subject to increase in the event that LTV financial covenants are breached.
- Final maturity: The facility matures on 6 June 2012

In line with what is customary for a facility of this nature, the facility is secured by way of, inter alia, first priority mortgages/pledges over the Company's and subsidiaries' shares, acquired properties, trade receivables and the Company's accounts.

In addition to the above mentioned facility, the Company had additional longterm debt of NOK 510 million as at 30 September 2006, which was acquired as part of a property acquisition. The company shall seek to refinance this borrowing within the long term loan facility in due course.

NOTE 16 – DEFERRED INCOME TAX

(Figures in NOK 1,000)

Deferred income tax at period end (30.09.2006)

Deferred income tax assets and liabilities are offset where there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes relate to the same fiscal authority. The offset amounts are as follows:

	30.09.2006
Deferred tax assets	
- deferred tax assets to be recovered after more than 12 months	270 526
- deferred tax assets to be recovered within 12 months	0
Total	**270 526**
Amounts not accounted for due to purchase of assets (not business combination)	270 526
Net deferred tax assets at the date of purchases	**0**
Movement deferred income tax	60 859
Period end	**60 859**

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Gross movement on the deferred income tax account at end of period (30.09.2006)

Tax charged to the income statement	-2 666
Tax charged to equity	63 525
Net tax charged to investment property	0
Period end	**60 859**

The movement in deferred tax assets and tax liabilities during the year, without taking into consideration the offsetting of balances within the same tax jurisdiction, is as follows:

Deferred tax assets	Deficit carried forward	Buildings	Fair value gain	Total
At 1 January 2006	0	0	0	0
Deferred tax assets in purchased properties	9 877	260 649	-	270 526
Tax charged to income statement	-	-	-	0
Tax charged to equity	39 484	-	24 041	63 525
Net tax charged to investment property	-	-	-	0
Exchange differences	-	-	-	0
Total	**49 361**	**260 649**	**24 041**	**334 051**
Amounts not accounted for due to purchase of assets				
(not business combination)	9 877	260 649	0	270 526
Period end	**39 484**	**0**	**24 041**	**63 525**

Deferred tax charged to equity

	30.09.2006
Tax on issue expense	39 484
Tax on derivative financial instruments	24 041
Tax on group contribution	0
Tax on exchange differences and interest bearing loan	0
Period end	**63 525**

Purchases of single purpose entities owning only one property with no employees, management or recorded procedure descriptions are not considered to be acquisition of a business, and the bringing together of those entities is not a business combination (IFRS3 is not applicable). Hence, the deferred income tax is not accounted for as it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss.

NOTE 17 – OTHER CURRENT LIABILITIES

(All figures in NOK 1,000)

Total current liabilities at period end (30.09.2006)

Accrued expenses	144 618
Other accruals	63 605
Total current liabilities	**208 223**

The amounts shown in Other Accruals are mainly advanced payments of rental income from customers and will be recorded as income in the last quarter of 2006. There are no legal claims or disputes over services and/or maintenance charges brought against Norwegian Property ASA as of the date of the issue of this report.

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NOTE 18 – EMPLOYEE BENEFIT EXPENSES
(All figures in NOK 1,000)

Overall total expenses

	Numbers as of 30.09
Salaries and remuneration	1 026
Social security costs	145
Pension costs - defined benefit plan	100
Other employee expenses	10
Total employee benefit expense	**1 280**

Total number of employee/full time equivalent positions:

Number of employees at September 30th 2006	2
Number of full time equivalent positions at September 30th 2006	2
Average number of employees	1

Remuneration of executive officers of the company and non-executive officers

Petter Jansen, CEO	
- Ordinary salary (incl holiday pay)	276
- Other taxable benefits	10
- Pension costs	100

In case of termination of Petter Jansen's employment in Norwegian Property ASA, Jansen is entitled to severance pay of 6 months salary. The CEO is further entitled to a bonus scheme limited to 50% of annual salary. He will be entitled to a pension from the year he is 62 years old.

Knut Brundtland, Chairman of the Board	300
Jostein Devold	150
Egil K Sundbye	150
Torstein I. Tvenge	150

Pensions

The company has recently recruited 2 employees and is currently establishing pension arrangements.

Auditor's fee

Statutory audit	240
Other certification services	174
TAX/VAT Advisory fee	0
Other service than audit	100
Total	**514**

The auditor's fee is net of VAT.

NOTE 19 – NON-RECURRING COSTS

The company has charged the income statement with non-recurring costs of approximately NOK 10 millions, in connection with start-up and stock-exchange introduction of the company.

NOTE 20 – NET FINANCIAL EXPENSES
(All figures in NOK 1,000)

Net financial expenses at period end (30.09.2006)

Interest income	3 607
Income from investments	0
Fair value adjustment to loan hedged by interest rate swap	0
Total financial income	**3 607**
Gains (losses) on derivatives	-29 544
- Interest rate swaps – cash flow hedging, transferred from equity	0
Interest costs on loans	-137 489
Interest costs on finance leases	0
Other financial expenses	-651
Total financial expenses	**-167 684**
Net financial expenses	**-164 077**

NOTE 21 – INCOME TAX EXPENSE
(All figures in NOK 1,000)

Total tax at period end (30.09.2006)

The income tax rates are calculated at domestic rates applicable to profits, the rate is p.t 28% in Norway.

Current tax	2 109
Deferred tax	2 666
Total tax at period end	**4 775**
Tax calculated at domestic rates applicable to profits in Norway	4 775
Income not subject for tax purposes	-
Expenses not deductible for tax purposes	-
Utilization of earlier years non-recorded deferred tax	-
Tax charged	**4 775**

NOTE 22 – EARNINGS PER SHARE

Basic earnings per share are calculated by dividing the net profit attributable to shareholders by the weighted average number of ordinary shares outstanding during the year.

	YTD
Net profit attributable to shareholders (NOK 1000)	12 099
Weighted average number of ordinary shares in issue	67983 612
Basic earnings per share (NOK per share)	0.18

Norwegian Property have no dilutive potential ordinary shares, therefore the diluted earnings per share is the same as the basic earnings per share.

NOTE 23 – DIVIDENDS PER SHARE / DIVIDEND POLICY

Norwegian Property aims to give the shareholder a competitive return on invested capital through a combination of dividend and share price development. In relation to dividend, the board will emphasise a stable development, the Company's dividend capacity, the need for a sound equity base and financial resources for further growth.

Within the scope of the above, Norwegian Property targets a dividend of NOK 2.50 per share and that the dividend will develop in line with the Company's growth and profit.

NOTE 24 – RELATED-PARTY DISCLOSURES

The objective of this Standard (IAS 24) is to ensure that an entity's financial statements contain the disclosures necessary to draw attention to the possibility that its financial position and profit or loss may have been affected by the existence of related parties and by transactions and outstanding balances with such parties.

The Norwegian Property group is not directly controlled and dominated by any significant shareholders. However, the Anders Wilhelmsen group controlled a total of 20.9% of the shares through Anders Wilhelmsen Capital AS (16.9%) and AWECO invest AS (4.0%) and Torstein Tvenge and his family controls 11.2%.

There are four main categories of transactional relationships with "related parties" to Norwegian Property ASA:

- Property transactions with share considerations to sellers
- Facility management agreements
- Rental agreements with shareholders
- Interest charges from parent to subsidiaries

Property transactions

Companies that have sold properties to Norwegian Property and accepted to be paid in part by issuing new shares in the Company as consideration to the seller are considered related party in this note.

Norwegian Property ASA acquired Skøyen Bygg AS (including its property portfolio) from Fram Holding AS, which is controlled by close associates of Board Member Torstein Tvenge. The agreement was signed on 12 May and completed 9 June 2006. The purchase price was partially paid by issuing new shares in the Company as consideration to the seller.

The Company acquired the property Middelthunsgate 17 (M17) and the Aker Brygge-properties from companies controlled by the Anders Wilhelmsen Group. The purchase price was partly paid by issuing new shares in the Company as consideration to the sellers. The Anders Wilhelmsen Group is represented on the Board of the Company by Board Member Jostein Devold.

Related party	Property	Total transaction (NOKM)	Shares	Share price (NOK)	% stake
A. Wilhelmsen Capital AS/Aweco Invest AS	Aker Brygge / M17	2.984	14,955,967	50	20.9%
Torstein Tvenge w/Family through controlled companies	Skøyen Bygg	1.295	8,000,000	50	11.2%

In addition to the table above, the following companies are considered to be related-parties of the Company, after receiving ownership in the Norwegian Property group as a part of the settlement of the transaction of the respective properties. As part of the agreement an amount of the purchase price was paid by issuing new shares in the Company as consideration to the seller:

Related party	Property	Total transaction (NOKM)	Shares	Share price (NOK)	% stake
Oslo Næringseiendom 1 AS	Økernveien 9	257	600,000	50	0.8%
Pareto Private Equity ASA – Syndicate	Finnestadveien 44	451	1,844,000	50	2.6%
Pareto Private Equity ASA – Syndicate	Drammensveien 134KS	670	14,807	50	0.0%
Pareto Private Equity ASA – Syndicate	Kokstadveien 23	221	800,000	50	1.1%
Pareto Private Equity ASA – Syndicate	Gardermoen NE	345	1,000,000	50	1.4%

The Pareto Group through Pareto Eiendom AS, is performing rental brokerage services for Norwegian Property and earned fees totalling NOK 1.0 million during the third quarter. Pareto Securities is providing securities brokerage services to Norwegian Property. During the third quarter they earned NOK 6.0 million in such fees.

Facility management agreements (property management agreements)

For the majority of the properties the Company has entered into management agreements with professional managers who previously carried out the same services on behalf of the former property owners.

A special commercial and facility management arrangement for Aker Brygge, with four year duration, has been entered into with Linstow Eiendom AS, which is owned by the Anders Wilhelmsen Group through two daughter companies. Linstow is also managing the property Middelthunsgate 17, Ibsen-kvartalet and Stortingsgaten 6. Linstow is receiving an annual compensation for the services rendered of NOK 4.1 million.

Pareto Investor Service AS, part of the Pareto Group is providing commercial administration services for a fee totalling NOK 2.35 million.

Rental agreements

The tenant listed below is also shareholders in the company:

Related party	Property	Annual rent (NOKM)	Shares	Share price (NOK)	% stake
A. W. Group-Linstow Eiendom AS	Aker Brygge	4.14	12,085,685	50	16.9%

Interest charges to subsidaries

All controlled subsidiaries to Norwegian Property ASA are charged an interest equal to the company's direct all in funding cost with the MLA banks including cost of hedging. The "Kommanditselskaper" in the group have direct borrowings with the same banks and pay the same interest as the group as a whole.

NOTE 25 – OBLIGATIONS TO BUY

The Group has as per September 30th no obligations to buy property, plant or equipment. Events after balance sheet date are disclosed in Note 29.

NOTE 26 – PRO FORMA ACCOUNTS

(All figures in NOK 1,000)

The companies are aquired in the period of June 9th to 30th September 2006. For the exact acqusition date of each company, refer to note 5. The pro forma accounts for the consolidated group income statement as of the financial period ended 30. September 2006, are estimated to:

		30.09.2006
Gross rental income	NOK	579 132
Profit for the period	NOK	18 147

NOTE 27 – CONTINGENCIES

Norwegian Property has no contingent liabilities in respect of guarantees or other matters arising in the ordinary course of business.

NOTE 28 – EVENTS AFTER THE BALANCE SHEET DATE

The company completed an agreement in mid October to acquire Aker Hus, the headquarters under construction for the Aker Group at Fornebu in Oslo. The total purchase price for the property was NOK 1.5 billion. The full year rental income for the property, which is rented on a "triple net" agreement for a remaining 13.0 years, has been agreed at NOK 78 million pa. This rent is also payable during the construction period.

For accounting purposes the "rental income" for Aker Hus up to the time of completion of the property in November 2007 will be treated as a down payment on a receivable against the tenants which is established at the time of purchase (October 2006). Interest on loans related to Aker Hus will be capitalized on the asset during the construction period.

A financial "equity bridge" debt facility has been established with the MLA banks which, under the existing facility, will allow the company to fund the purchase of Aker Hus. The seller will take a NOK 100 million equity share as partial settlement issued at NOK 50 per share. Final completion of the property is expected in the fourth quarter of 2007. The Aker Group carry the risk of any construction cost overrun and/or delays.

After the purchase of Aker Hus, the portfolio of 41 properties totals approximately 591 000 square metres. 99.6 % of the properties are leased. Tenants consist almost entirely of large and reputable private and public enterprises. Including Aker Hus, leases have an average remaining term of 7.8 years.

25 largest tenants as of 15 October 2006

	Tenant	Privat/ Public	Lised	Contractual gross rent 2007 (NOKm)	%	Duration (years)
1	Aker ASA/Aker Kværner ASA	Pr	Y	78.3	87 %	13.1
2	EDB Business Partner ASA	Pr	Y	75.5	84 %	12.6
3	Nordea	Pr	Y	43.7	49 %	7.4
4	SAS	Pr	Y	40.4	45 %	10.3
5	If Skadeforsikring	Pr		38.4	43 %	6.2
6	Statoil	Publ	Y	35.3	39 %	5.1
7	Total E&P	Pr	Y	27.5	30 %	11.5
8	Leif Høegh	Pr		25.9	29 %	13.6
9	Telenor	Pr	Y	25.8	29 %	9.1
10	Aker Kværner Offshore Patner	Pr	Y	23.0	25 %	3.3
11	Skanska Norge AS	Pr	Y	21.1	23 %	8.7
12	Fokus bank	Pr	Y	19.9	22 %	6.4
13	Astrup Fearnley/Astrup Fernely stiftelsen	Pr		19.2	21 %	10.9
14	Nera ASA	Pr	Y	17.8	20 %	5.1
15	Ementor Norge AS	Pr	Y	17.7	20 %	6.0
16	Oslo Sporveier	Publ		17.0	19 %	8.8
17	Simonsen Advokatfirma DA	Pr		16.7	19 %	6.3
18	Rikshospitalet	Publ		16.2	18 %	15.5
19	Arbeidsdirektoratet	Publ		14.3	16 %	5.0
20	GlaxoSmithKlein	Pr	Y	14.3	16 %	10.4
21	TietoEnator	Pr		12.5	14 %	6.0
22	Dagens Næringsliv	Pr		12.2	14 %	2.8
23	Hydro Texaco AS	Pr		12.1	13 %	3.1
24	Bergesen Worldwide Offstore AS	Pr	Y	10.6	12 %	6.9
25	Esso Norge	Pr	Y	9.1	10 %	4.3
	TOTAL 25 LARGEST TENANTS			**645**	**71 %**	**9.0**
	Other tenants			257	29 %	4.7
	TOTAL ALL TENANTS			**902**	**100 %**	**7.8**

NORWEGIAN PROPERTY

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AUDITOR`S REPORT TO THE BOARD OF DIRECTORS OF NORWEGIAN PROPERTY ASA

We report on the consolidated financial statements of Norwegian Property ASA as of 30 September 2006 and for the period then ended. The consolidated financial statements show a net profit of NOK 12.277.000. The consolidated financial statements comprise the balance sheet, the statements of income and cash flows, the statement of changes in equity and the accompanying notes. This report is required by Regulation of information in prospectus (12.09.2005 No. 1422) § 1 and is given for the purpose of complying with that Regulation of information in prospectus (12.09.2005 No. 1422) and for no other purposes.

Responsibilities
It is the Company's Board of Directors' and Managing Directors' responsibility to prepare the consolidated financial statements in accordance with the requirements of Regulation of information in prospectus (12.09.2005 No. 1422) and in accordance with International Financial Reporting Standards as adopted by EU.

It is our responsibility to form an opinion on the consolidated financial statements as to whether the financial statements gives a true and fair view, for the purposes of inclusion in the prospectus, and to report our opinion to you.

Basis of opinion
We conducted our work in accordance with the Norwegian Auditing Standard RS 800 "The Auditor's report on special purpose audit engagement". The auditing standards require that we plan and perform our work to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. Our work includes examining, on test basis, evidence supporting the amounts and disclosures in the consolidated financial statements. Our work also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation.

Opinion
In our opinion the consolidated financial statements give a true and fair view of the financial position of the Company as of 30 September 2006 and the results of its operations and its cash flows and the changes in equity for the period then ended, in accordance with International Financial Reporting Standards as adopted by EU.

Oslo, 19 October 2006
Deloitte AS

Bernhard Lyngstad (sign.)
State Autorised Public Accountant (Norway)

Audit.Tax & Legal.Consulting.Financial Advisory.

Member of
Deloitte Touche Tohmatsu

Org.nr: 980 211 282

Appendix 4 - Annual accounts for Tekågel Invest 83 AS for 2005

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Til generalforsamlingen i

TEKÅGEL INVEST 83 AS

REVISJONSBERETNING FOR 2005

Vi har revidert årsregnskapet for **Tekågel Invest 83 AS** for regnskapsåret 2005, som viser et underskudd på kr 110. Vi har også revidert opplysningene i årsberetningen om årsregnskapet og forutsetningen om fortsatt drift. Årsregnskapet består av resultatregnskap, balanse og noteopplysninger. Årsregnskapet er utarbeidet i samsvar med regnskapslovens regler og god regnskapsskikk i Norge. Årsregnskapet og årsberetningen er avgitt av selskapets styre. Vår oppgave er å uttale oss om årsregnskapet og øvrige forhold i henhold til revisorlovens krav.

Vi har utført revisjonen i samsvar med lov, forskrift og god revisjonsskikk i Norge, herunder revisjonsstandarder vedtatt av Den norske Revisorforening. Revisjonsstandardene krever at vi planlegger og utfører revisjonen for å oppnå betryggende sikkerhet for at årsregnskapet ikke inneholder vesentlig feilinformasjon. Revisjon omfatter kontroll av utvalgte deler av materialet som underbygger informasjonen i årsregnskapet, vurdering av de benyttede regnskapsprinsipper og vesentlige regnskapsestimater, samt vurdering av innholdet i og presentasjonen av årsregnskapet. I den grad det følger av god revisjonsskikk, omfatter revisjon også en gjennomgåelse av selskapets formuesforvaltning og regnskaps- og intern kontroll-systemer. Vi mener at vår revisjon gir et forsvarlig grunnlag for vår uttalelse.

Vi mener at

- årsregnskapet er avgitt i samsvar med lov og forskrifter og gir et rettvisende bilde av selskapets stilling 31. desember 2005 og for resultatet i regnskapsåret i overensstemmelse med god regnskapsskikk i Norge
- ledelsen har oppfylt sin plikt til å sørge for ordentlig og oversiktlig registrering og dokumentasjon av regnskapsopplysninger i samsvar med lov og god bokføringsskikk i Norge
- opplysningene i årsberetningen om årsregnskapet og forutsetningen om fortsatt drift er konsistente med årsregnskapet og er i samsvar med lov og forskrifter.

Oslo, 20. april 2006
NORAUDIT DA

Vidar Øyslebø
statsautorisert revisor

A member of
Moores Rowland International
an association of independent accounting firms throughout the world
see: www.mri-world.com

Foretaksregisteret: NO-875 926 632 MVA
Medlem av Den norske Revisorforening

Noraudit har kontorer over hele landet.
For oppdatert oversikt, se www.noraudit.no

TEKÅGEL INVEST 83 AS

Årsberetning 2005

Virksomhetens art og hvor den drives
Selskapet ble stiftet 20. juli 2005 med formål om handel med og investering i fast eiendom, verdipapirer og andre formuesobjekter, herunder deltakelse i andre selskaper. Forretningskontoret ligger i Oslo.

Fortsatt drift / stilling / utvikling
Årsregnskapet er satt opp under forutsetning om fortsatt drift. Fortsatt drift konklusjon bekreftes av styret-

Det har ikke vært aktivitet i selskapet siden stiftelsen. Egenkapitalandelen utgjør 100%.

Arbeidsmiljø/likestilling
Selskapet har ingen ansatte. Styret består av 1 medlem, ingen kvinner.

Ytre miljø
Selskapets virksomhet påvirker ikke det ytre miljø.

Oslo, 20. april 2006
For styret i TEKÅGEL INVEST 83 AS

Sverre Koch
Styreleder

TEKÅGEL INVEST 83 AS

Resultatregnskap pr 31. desember

Driftsinntekter og driftskostnader	Note	2005
Annen driftskostnad		140
Sum driftskostnader		**140**
Driftsresultat		**-140**
Finansinntekter og finanskostnader		
Annen renteinntekt		30
Resultat av finansposter		**30**
Resultat før skattekostnad		-110
Ordinært resultat		**-110**
Ekstraordinære inntekter og kostnader		
Årsoverskudd (Årsunderskudd)		**-110**
Overføringer		
Overført til udekket tap		110
Sum overføringer		**-110**

TEKÅGEL INVEST 83 AS organisasjonsnummer 988622036

TEKÅGEL INVEST 83 AS

Balanse pr 31. desember

EIENDELER	Note	2005
Omløpsmidler		
Bankinnskudd		104 390
Sum omløpsmidler		**104 390**
SUM EIENDELER		**104 390**
EGENKAPITAL OG GJELD		
Innskutt egenkapital		
Aksjekapital 1000 á 100	2	100 000
Overkursfond		4 500
Sum innskutt egenkapital		**104 500**
Opptjent egenkapital		
Udekket tap		-110
Sum opptjent egenkapital		**-110**
Sum egenkapital		**104 390**
SUM EGENKAPITAL OG GJELD		**104 390**

OSLO, 20. april 2006

Sverre Koch
Styreleder

TEKÅGEL INVEST 83 AS organisasjonsnummer 988622036

TEKÅGEL INVEST 83 AS

NOTER TIL REGNSKAPET FOR 2005

NOTE 1 - REGNSKAPSPRINSIPPER

Årsregnskapet er satt opp i samsvar med regnskapsloven. Det er utarbeidet etter norske regnskapsstandarder og anbefalinger til god regnskapsskikk.

Eiendeler bestemt til varig eie eller bruk er klassifisert som anleggsmidler. Andre eiendeler er klassifisert som omløpsmidler. Fordringer som skal tilbakebetales innen et år er uansett klassifisert som omløpsmidler. Gjeld som forfaller til betaling innen et år er klassifisert som kortsiktig gjeld.

Anleggsmidler balanseføres til anskaffelseskost, og nedskrives til virkelig verdi når verdifallet forventes ikke å være forbigående. Omløpsmidler vurderes til laveste av anskaffelseskost og virkelig verdi.

Kundefordringer og andre fordringer oppføres til pålydende etter fradrag for avsetning til forventede tap. Avsetning til tap gjøres på grunnlag av en individuell vurdering av de enkelte fordringene. I tillegg gjøres det for kundefordringer en uspesifisert avsetning for å dekke generell tapsrisiko.

NOTE 2 - EGENKAPITAL	Aksje-kapital	Overkurs fond	Udekket tap	Sum
Egenkapital ved stiftelse	100 000	4 000		104 000
Tilbakeført stiftelsesomkostninger		500		500
Årets resultat			(110)	(110)
Egenkapital 31. desember 2005	100 000	4 500	(110)	104 390

Selskapet ble stiftet 20. juli 2005.

Selskapet aksjekapital, kr. 100.000, er fordelt på 1.000 aksjer à kr 100.
Samtlige aksjer eies pr 31.12 2005 av Thommesen Krefting Greve Lund AS

Styrets leder er aksjonær i Thommesen Krefting Greve Lund AS.

NOTE 3 - SKATTER

Skatter kostnadsføres når de påløper, det vil si at skattekostnaden er knyttet til det regnskapsmessige resultat før skatt. Skattekostnaden består av betalbar skatt (skatt på årets skattepliktige inntekt) og endring i netto utsatt skatt. Skattekostnaden fordeles på ordinært resultat og resultat av ekstraordinære poster i henhold til skattegrunnlaget.

Tekågel 83 NOTE 05.xls

TEKÅGEL INVEST 83 AS

NOTER TIL REGNSKAPET FOR 2005

NOTE 3 - SKATTER forts.

		2005
Regnskapsmessig resultat før skatt		(110)
Permanente forskjeller		(15 500)
Endring midlertidige forskjeller		0
Skattepliktig inntekt		(15 610)
Betalbar skatt, 28% herav	1)	0
Beregning av utsatt skatt / - skattefordel		
Midlertidige forskjeller knyttet til:		
Anleggsmidler		0
Omløpsmidler		0
Kortsiktig gjeld		0
Underskudd til fremføring		(15 610)
Grunnlag utsatt skattefordel		(15 610)
Utsatt skatt (+) / - skattefordel (-)		(4 371)

Utsatt skattefordel er ikke oppført i balansen med verdi.

Årets skatter:		
Betalbar skatt	1)	0
Endring utsatt skattforpliktelse/skattefordel		0
Årets skattekostnad		0

NOTE 4 - ANSATTE, LØNN OG GODTGJØRELSE

Selskapet har ingen ansatte. Det er ikke utbetalt lønn eller godtgjørelse til styret.
Det er ikke kostnadsført revisjonshonorar for 2005.
Til revisor er det betalt kr 1.600 eks. mva for bistand ved etableringen av selskapet.

Tekågel 83 NOTE 05.xls

Appendix 5 - Independent valuation reports on the properties of Norwegian Property

Introduction

The Valuer

DTZ Global
DTZ is one of the world's leading real estate advisers, providing innovative real estate and business solutions. DTZ is a leading name in all the world's major business centres, with 9,000 people operating from 192 offices in 40 countries. In Europe, DTZ has one of the strongest market presences of any real estate adviser. Within Asia Pacific, DTZ is a leader in all the main markets of Australia, New Zealand, China, Hong Kong, Taiwan, India, Japan, Singapore, and South East Asia.

DTZ also delivers real estate services and solutions to multi-national corporations in North America. DTZ Rockwood offers investor clients a comprehensive capital markets capability, while an alliance with The Staubach Company provides occupier representation services.

Around the world, DTZ professionals advise multi-national companies, major financial institutions, property companies, banks, governments and other public sector organisations.
DTZ's transactional business advises on the purchase, sale, leasing and acquisition of all types of commercial and residential real estate. Professional advisory services include the management of real estate portfolios, building consultancy, and valuation as well as capital advice to maximise the value of real estate as an asset class.

DTZ's research teams track and interpret the market forces and trends that affect our business to provide the best-informed solutions for our clients. This includes strategic forecasting and social, economic, market and business intelligence to public and private sector clients, enabling a full assessment of impact and risk on their operations.

DTZ in Norway
DTZ operates in Norway through its affiliate, the DTZ Realkapital group. The DTZ Realkapital group comprises;

DTZ Realkapital Eiendomsmegling AS
DTZ Realkapital Verdivurdering AS
DTZ Realkapital Corporate Finance AS
Realkapital Utvikling AS

In total, DTZ employs around 50 real estate experts in the Scandinavian countries, of which approximately 20 in Norway.

Valuation experience and capacity
DTZ employs around 340 full time valuers in the EMEA region (Europe, Middle East, and Africa). Capacity in Scandinavia (outside Norway) includes 12 valuers in Sweden, 2 in Denmark, and 1 in Finland. In Norway, for the valuation tasks described in this report, DTZ allocated 3 full time valuers and one research assistant. 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.

Independency
DTZ Realkapital Eiendomsmegling AS acted as Vendor's Agent during the sale of Lysaker Torg 35 to Norwegian Property ASA. We confirm that neither DTZ nor any of its subsidiaries or affiliates have any vested interest in any other of the properties subject to valuation.

Disclaimer

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 the purchaser and the purchaser's representatives and advisers. 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.

Commission

Client
Our Client has been SEB Enskilda, SEB Merchant Banking, DnB NOR AS, Nordea Bank, and Danske Bank.

Objective
The objective was to assess the Market Value of the properties acquired by Norwegian Property ASA.

Reporting
A Full Valuation Report was submitted to the Client in June, 2006. The report comprised full valuation reports for each of the properties acquired as of the reporting date, portfolio summaries, and a section of market analyses and more detailed narratives of the methodology applied. For properties acquired at later dates, stand-alone valuation reports were submitted successively.

Basic methodology, definitions, and assumptions

General
The basis for valuation is discounted net cash flows from the properties, and discounted residual values at the end of the forecast period. Net cash flows to the properties will depend on the agreed lease contract terms, owner's costs, and a number of other factors that were are discussed in more detail within the Full Valuation Report.

All assessments have been based on DTZ's expertise, which has been supported by market research reports, visits to all of the properties, macro-economic and general sector information, Due Diligence reports and other inputs. Whilst every effort has been made to avoid errors, ensure consistency, and apply the most realistic assumptions possible, we cannot assume any liability for opinions formed or decisions made on the basis of this 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, along with risk premiums that have been determined individually based on assessment of each property's risk profile and other factors.

Inspections
DTZ visited the properties during the period April 2006 to September 2006.

Owner's Costs
For the purpose of this report, the term "Owner's Costs" refers only to costs that have been defined as the responsibility of the property owner.

Owner's Cost levels have been defined individually, based on review of the lease contract terms and other relevant data. The Owner's Cost concept does not include additional costs required to catch up with overdue maintenance identified under the Due Diligence reports (please refer to the section on Incorporation of findings from technical Due Diligence reports, below).

DTZ has not made any assessment of the technical adequacy of Owner's Cost allocations applied in our valuation. Our estimates have been based on a market-wise assessment that reflects broadly the Owner's Costs normally budgeted by stakeholders in today's property transaction market.

Rent Compensation
The purchase contracts for some of the properties have included provisions for Rent Compensation in instances where actual rent fails to meet pre-defined targets. These provisions have been worked into the valuations for each property in those cases where the guarantee has been provided on single-property basis. For the properties at Aker Brygge, a guarantee was provided on a collective, portfolio-wide basis. The value of this guarantee has therefore been calculated explicitly, as a separate amount.

Incorporation of findings from technical Due Diligence reports
Due Diligence reports have been prepared by technical consultants for most of the properties concerned. The findings of these reports have been used to adjust the value of the property. The adjustments have been made as direct deductions in net value.

Documentation
The following documentation has been available for valuation purposes;

- ✓ Copy of lease agreements for all tenancies with annual payments exceeding NOK 4 (four) million
- ✓ Findings from site visits and other reviews from the technical due diligence processes, where applicable;
- ✓ Fact sheets provided by the Client.
- ✓ Market information from various sources
- ✓ Macro-economic information from various sources

Valuation

Initial valuations were made in June 2006, except for two properties that were valued in July and September 2006, respectively. Our valuations have been updated as per 1 October 2006 by adjusting for subsequent changes in macro-economic factors and general real estate transaction and lease markets. Full recalibration of tenancy terms was not, however, deemed necessary, as only limited time had passed since the initial valuation.

DTZ REALKAPITAL VERDIVURDERING AS
Valuation of properties acquired by Norwegian Property ASA

Our valuations per 1 October 2006 are shown below.

Property Name	Valuation per 3Q/06 (NOK)
N Skøyen vei 26 a-e	580 150 109
N Skøyen vei 26 f	399 334 817
Hovfaret 11	166 227 625
N Skøyen vei 24	138 375 115
Middelthunsgt. 17	695 242 013
Maskinveien 32	80 975 686
Mauritz Kartevolds Plass 1	47 232 477
Elvegaten 25	53 787 585
N Holmegate 30-34	68 604 128
Svanholmen 2	151 351 974
Strandsvingen 10	35 859 169
Grenseveien 21	483 502 331
Magnus Poulssons vei 7	123 372 734
Verkstedhallene - Office	337 373 626
Verkstedhallene - Retail	717 948 677
Terminalbygget - Office	489 524 151
Terminalbygget - Retail	320 440 732
Snekkeriet	141 279 624
Administrasjonsbygget - Office	56 252 949
Administrasjonsbygget - Retail	39 228 731
Støperiet	33 977 897
Kaibygning II	177 152 620
Dokkbygget - Office	9 818 428
Dokkbygget - Retail	17 324 876
Aker Brygge Outdoors	73 936 229
Økernveien 9	240 847 964
Forskningsveien 2	655 164 825
Kokstadveien 23	231 337 416
Badehusgaten 33	371 256 164
Forusbeen 35	358 425 127
Oslo Airport Gardermoen	325 780 223
Oksenøyveien 3	231 355 618
Drammensveien 60	325 497 374
Stortingsgaten 6	290 594 866
Kolstadgaten 1	96 784 379
Grenseveien 19	95 475 646
Drammensvn 134 Bygg 1	166 115 867
Drammensvn 134 Bygg 2	100 908 903
Drammensvn 134 Bygg 3	156 519 648
Drammensvn 134 Bygg 4	97 416 772
Drammensvn 134 Bygg 5	260 216 110
Drammensvn 134 Bygg 6	576 138 997
Drammensveien 149	355 229 120
Finnestadvn 44	456 740 496
Lysaker Torg 35	611 884 535
C. J. Hambros Plass 2	1 169 052 371
Grev Wedels Plass 9	783 369 569
Aker Hus	1 499 572 233
Subtotal	**14 893 958 527**
Rent Compensation	15 196 842
Total Incl. Rent Compensation	**14 909 155 369**

Appendix 6 - Board member Torstein Tvenge's list of board of directorships

ARTIST BROKERS AS, CHAIRMAN
AVISHUSET DAGBLADET AS, BOARD MEMBER
BRISEN AS, CHAIRMAN
CAG LAN INTERNATIONAL AS, CHAIRMAN
CONDORA, BOARD MEMBER
DOUBLE T AS, CHAIRMAN
DRAMMENSVEIEN 126 ANS
EKORNET AS, CHAIRMAN
FLISLEVERANDØREN EIENDOM ANS, CHAIRMAN,
FOUR SEASONS VENTURE III AS, BOARD MEMBER
FRAM BYGG AS, CHAIRMAN
FRAM CAPITAL AS, CHAIRMAN
FRAM EIENDOM AS, CHAIRMAN
FRAM EIENDOMSDRIFT AS, CHAIRMAN
FRAM FINANS AS, CHAIRMAN
FRAM HOLDING AS, CHAIRMAN
FRAM INVESTMENT AS, CHAIRMAN
FRAM MANAGEMENT AS, CHAIRMAN
FRAM MEDIA AS, CHAIRMAN
FRAM NÆRINGSBYGG AS, CHAIRMAN
FRAM PROPERTIES AS, CHAIRMAN
FRAM REALINVEST AS, CHAIRMAN
FRAM REKLAME-BYRÅ AS, CHAIRMAN
FRAM SAGA AS, CHAIRMAN,
FRAM SAGA TO AS, CHAIRMAN
FRAM TELEFONANONNSER FRAM REKLAMEBYRÅ AS ANS, CHAIRMAN
FROGNERVEIEN 2 DA, CHAIRMAN
GOLFBYGG AS, BOARD MEMBER
HAUGERUD UTVIKLING AS, BOARD MEMBER
HAUGERUD UTVIKLING KS, BOARD MEMBER
HOLMEN INDUSTRI AS, BOARD MEMBER
HOLMEN INDUSTRI INVEST 1 AS, BOARD MEMBER
INVESTPARTNER AS, CHAIRMAN
INVESTRA AS, CHAIRMAN
KS DATABYGGET, CHAIRMAN
LIERPORTEN AS, CHAIRMAN
LYSAKER BYGG AS, CHAIRMAN
MAGNUS EIENDOM AS, CHAIRMAN
MALMØGATEN 7 ANS, CHAIRMAN
MAXIMUS AS, CHAIRMAN
MEDIABYGG HOLDING AS, CHAIRMAN
NANNESTAD PROSJEKT 1 AS, CHAIRMAN
NORSK CHOKOLADEIMPORT AS, CHAIRMAN
NORSK COLONIAL IMPORT AS, CHAIRMAN
NORSKE BYGGEKLOSSER AS, CHAIRMAN
NORWEGIAN PROPERTY ASA, BOARD MEMBER
ØKERN PROSJEKT AS, CHAIRMAN
ØVERLAND AS, BOARD MEMBER
PANDA INVESTMENT AS, CHAIRMAN
PARTNER INVESTMENT AS, CHAIRMAN
PARTRIDGE AS, CHAIRMAN
POWEC EIENDOM AS, CHAIRMAN
RAVALSJØSKOGENE ANS
REKA AS, CHAIRMAN
RØYSEGATA 10 AS, CHAIRMAN
SAM- BO INVEST AS, CHAIRMAN
SE TO AS, CHAIRMAN
SJØLYST ATRIUM AS, CHAIRMAN
SJØLYST BYGG DAUGHTER AS, CHAIRMAN
SKØYEN NÆRINGSBYGG AS, CHAIRMAN
SKRIM AS, DEPUTY BOARD MEMBER
SMALVOLLVEIEN 34 ANS, CHAIRMAN
SOLERA AS, BOARD MEMBER
SØRKEDALSVEIEN 9 AS, CHAIRMAN
SPONSOR ARENA AS, BOARD MEMBER
STENBERG & BLOM EIENDOM AS, CHAIRMAN
STIFTELSEN TORSTEIN TVENGE, CHAIRMAN
T CAPITAL AS, CHAIRMAN
TERMOS EIENDOM AS, CHAIRMAN
TITAS EIENDOM AS, CHAIRMAN
TVECO AS, CHAIRMAN
TVENGE EIENDOM AS, CHAIRMAN
TVENGE HOLDING AS, CHAIRMAN
UTEREKLAME ANS, CHAIRMAN,
VINPART AS, CHAIRMAN
VINPARTNER AS, BOARD MEMBER

Appendix 7 - Application Form Retail Offering

Norwegian Property ASA
Application form for between 200 shares and 60,000 shares

For full information on the public offer, see the attached English language prospectus ("the Prospectus").

Applications for shares in the public offer may be made from and including 1 November 2006 to and including 13 November 2006 at 12 noon CET. A correctly completed application form must be received by post or fax by one of the Application Offices for the public offer ("Retail Offering"):

SEB Enskilda ASA	Pareto Securities ASA	DnB NOR Markets
Filipstad Brygge 1	Dronning Mauds gate 3	Corporate Finance
PO Box 1363 Vika	P.O. Box 1411 Vika	Stranden 21
0113 Oslo	N-0115 Oslo	0021 Oslo
Norway	Norway	Norway
Tel: +47 21 00 85 00	Tel: + 47 22 87 87 00	Tel: + 47 22 94 88 80
Fax: +47 21 00 89 62	Fax: + 47 22 87 87 15	Fax: +47 22 48 29 80

by 12 noon on 13 November 2006. It is not sufficient for the form to be postmarked within the deadline. Applications may also be made to the internet addresses www.enskilda.no, www.pareto.no, www.dnbnor.no/markets and www.norwegianproperty.no, with the same deadline. Applicants for shares bear the risk of any postal delays, unavailable fax lines or technical computer problems relating to the above-mentioned internet address. The Managers are free to accept or reject late received, incomplete or incorrectly completed forms. The number of shares allotted to an applicant may be reduced in accordance with the allotment criteria described in the Prospectus. The application period may be extended by up to 7 working days. Notice of any such extension will be given through the Oslo Stock Exchange information system. Any such extension will form part of the application period. Extension of the application period may mean that allotment, settlement and trading in the shares in the public offer, as well as stabilisation, are postponed by the same number of business days as the application period is extended. Applications that are received are irrevocable for the applicant, and remain binding even if the application period is extended. According to the Act relating to the duty to provide information and right to withdraw from contracts (cooling-off period) et seq, in the case of distance selling and sales made outside permanent sales outlets (Act no. 105 of 21 December 2000), no cooling-off period applies to subscriptions for Offer Shares. Acceptance of applications is conditional on the company being listed on the Oslo Stock Exchange (see section 10.8 in the Prospectus), and the offer being completed (see section 10.2 of the Prospectus).

PRICE

The price per share has not yet been determined, (see section 10.3 of the Prospectus). The price per share in the public offer is expected to be in the range from NOK 50 to and including NOK 55 per share, but the price may also be higher or lower. The price range has been set by the Board of Norwegian Property ASA in consultation with the Managers. The application can be made conditional on the price per share not being set higher than the highest price in the price range. In such a case this must be expressly stated in a separate field below. If the order is conditional on such a highest price and the final price is higher than the price range, the applicant will not be allotted shares. If such a condition is not specified the application will be treated as binding irrespective of the final price. The final price per share will be determined after the expiry of the application period on 13 November 2006 following a binding bidding process among institutional investors with applications for more than 60,001 shares ("bookbuilding"). The final price is to be based on demand at different price levels and will take as a starting point the price range described above.

MINIMUM APPLICATION

Applications in the public offer are to be made in shares, not in amounts. The minimum application is 200 shares, while the maximum application is 60,000 shares. Applications for less than 200 shares will be rejected without notice. Applications will further be rounded to the nearest whole 200. If an application is made for more than 60,000 shares in the public offer this will be treated as an application for 60,000 shares. If one wishes to apply for more than 60,000 shares this must be done in the institutional offering.

ALLOTMENT

Final allotment of shares will be made by the Board of Norwegian Property ASA in consultation with the Managers in accordance with the allotment criteria described in section 10.5 of the Prospectus.

PAYMENT FOR SHARES ALLOTTED

When applying for shares each applicant must give the Managers, represented by SEB Enskilda ASA, on behalf of the Managers, a one-time authorisation to debit a specified Norwegian bank account for payment for the shares allotted. Notice of allotment is expected to be sent by post on 14 November 2006. Those who need to know their precise allotment before receiving the notice of allotment may contact one of the Managers from the morning of 14 November 2006. For those with access to investor services through their VPS account manager it will be possible to check the number of shares that have been allotted from and including around 10.00 CET on 14 November 2006. Debiting is expected to take place on 16 November 2006. There must be cover for the whole amount on the specified bank account on 15 November 2006. As soon as payment has been made the shares will be transferred to the individual applicant's VPS account, most likely so that they are posted to the individual's VPS account on 17 November 2006. If there are insufficient funds on the account, or the account cannot be debited on the due date, the Managers reserve the right to make a further 3 attempts to debit the account before 20 December 2006, first time on 20 November 2006. Interest will be payable on late payments at the rate of 9.75 % p.a. If payment is not made for shares allotted, the Managers reserve the right to sell the shares allotted for the applicant's account and risk according to applicable law.

DELIVERY OF SHARES - LIABILITY

Applicants may be allotted and delivered new and/or existing shares. The Managers have agreed with Norwegian Property ASA on further terms that they will subscribe the new shares and sell them on to applicants, see further regarding this under section 10.1 of the Prospectus, and registration of the capital increase in the Registry of Business Enterprises is planned for 14 November 2006. This means that shares allotted will be capable of being traded from the opening of the Exchange on 15 November 2005. Physical delivery of the shares is however conditional on settlement taking place in accordance with the description above. Those wishing to transfer their shares before physical delivery has taken place, will themselves bear the risk that settlement does not take place as described above, and thus that the shares are not delivered in time.

The on-sale to the applicants of the new shares is conditional on the new shares being delivered to the Managers by Norwegian Property ASA. The applicant may not assert rights/claims against the Managers (as sellers of shares) to a further extent than the rights /claims the Managers (as subscribers of shares) at any time may assert against Norwegian Property ASA. The Managers disclaim any liability for any loss that the applicants might incur as a result of the Managers' acts, including the Managers' subscription and/or payment for the shares.

IDENTITY CHECKS

For applicants who are not already customers of one or both of the Managers it is assumed that the applicant satisfy the applicable requirements pursuant to the Norwegian Money Laundering Act of 20 June 2003 no. 41 and the associated regulations in relation to identity check.

DETAILS OF THE APPLICATION

Applicant's VPS-account number *)	I/we apply irrevocably for the following number of shares (minimum 200 shares – maximum 20,000 shares)		(For broker: Serial no)

Condition as to price per share (should only be completed if the application is conditional on the final price per share not exceeding the price range) My application is conditional on the final price per share not exceeding the price range (insert cross): ☐

Authorisation to debit a Norwegian account (must be completed):

Account to be debited ______________________________(bank account – 11 digits)

I/We hereby apply for the shares specified above and hereby give SEB Enskilda ASA a one-time authorisation to debit my/our Norwegian bank account for the consideration for the shares allotted in accordance with the terms set out above and in the Prospectus. The application and the authorisation are irrevocable.

Place and date of application Must be dated in the application period.	Binding signature If signed pursuant to an authorisation documentation in the form of a company certificate or power of attorney should be attached. Guardians must sign for those lacking legal capacity.

INFORMATION ON THE APPLICANT

Applicant's name/firm or similar
Street address or similar (for private: Home address)
Post number and post district
Personal number (11 digits)/organisation number
Daytime telephone number
Nationality
Telephone/telefax/e-mail

*) In order to apply for shares you must have established a securities account (VPS-account). Under the new regulations attendance in person together with evidence of identity at the office of an account manager, which can be a bank or authorised securities firm, is necessary to establish a VPS account.

Norwegian Property ASA
Bestillingsblankett for bestillinger mellom 200 aksjer og 60.000 aksjer

For fullstendig informasjon om tilbudet til allmennheten, se vedlagte engelskspråklige prospekt ("Prospektet").

Bestilling av aksjer i tilbudet til allmennheten finner sted fra og med 1. november 2006 til og med 13. november 2006 kl. 12.00. Korrekt utfylt bestillingsblankett må være mottatt per post eller faks innen denne fristen hos av en av bestillingsstedene for tilbudet til allmennheten:

SEB Enskilda ASA	Pareto Securities ASA	DnB NOR Markets
Filipstad Brygge 1	Dronning Mauds gate 3	Corporate Finance
PO Box 1363 Vika	P.O. Box 1411 Vika	Stranden 21
0113 Oslo	N-0115 Oslo	0021 Oslo
Norway	Norway	Norway
Tel: +47 21 00 85 00	Tel: + 47 22 87 87 00	Tel: + 47 22 94 88 80
Fax: +47 21 00 89 62	Fax: + 47 22 87 87 15	Fax: +47 22 48 29 80

innen kl. 12.00 13. november 2006. Det er ikke nok at blanketten er postlagt innen fristen. Bestilling kan også skje på internett-adressene www.enskilda.no, www.pareto.no, www.dnbnor.no/markets og www.norwegianproperty.no innen samme tidsfrist. Den som bestiller aksjer har risikoen ved eventuell forsinkelse i postgang, utilgjengelige fakslinjer eller datatekniske problemer knyttet til forannevnte internett-adresse. Tilretteleggerne står fritt til å akseptere eller forkaste for sent ankomne, mangelfulle eller feilaktig utfylte blanketter. Antall tildelte aksjer kan avkortes i henhold til tildelingskriteriene beskrevet i Prospektet. Bestillingsperioden kan forlenges i inntil 7 virkedager. Meddelelse om en slik eventuell forlengelse vil bli gitt gjennom Oslo Børs' informasjonssystem. Enhver slik forlengelse vil være en del av bestillingsperioden. Forlengelse av bestillingsperioden kan medføre at tildeling, oppgjør og handel av aksjene i tilbudet til allmennheten, samt stabilisering blir forskjøvet tilsvarende antall virkedager som bestillingsperioden blir forlenget. I henhold til lov om opplysningsplikt og angrerett m.v. ved fjernsalg og salg utenfor fast utsalgssted (lov nr. 105 av 21.12.2000) gjelder det ingen angrefrist ved tegning av Tilbudsaksjer. Aksept av bestillingen er betinget av at selskapet tas opp til notering ved Oslo Børs (jf Prospektets pkt 10.8 og at tilbudet gjennomføres (jf. Prospektets pkt. 10.2.)

PRIS

Pris pr aksje er ennå ikke fastsatt, jf Prospektets punkt 10.2. Pris pr aksje i tilbudet til allmennheten forventes å bli i prisintervallet fra NOK 50 til og med NOK 55 per aksje, men prisen kan også bli høyere eller lavere. Prisintervallet er fastsatt av styret i Norwegian Property ASA i samråd med Tilretteleggerne. Bestillingen kan gjøres betinget av at pris pr aksje ikke blir fastsatt høyere enn høyeste pris i prisintervallet. Dette må i så fall uttrykkelig angis i et eget felt nedenfor. Dersom bestillingen er betinget av en slik høyeste pris, og den endelige prisen blir høyere enn prisintervallet, vil bestilleren ikke få tildelt aksjer. Dersom ingen slik betingelse er angitt, anses bestillingen bindende uansett endelig pris. Den endelige prisen på aksjen vil bli fastsatt etter utløpet av bestillingsperioden den 13. november 2006 etter en bindende budgivningsprosess blant institusjonelle investorer med bestillinger over 60.001 aksjer ("bookbuilding"). Den endelige prisen baseres på etterspørsel på ulike prisnivåer og vil ta utgangspunkt i prisintervallet beskrevet ovenfor.

MINIMUMSBESTILLING

Bestilling i tilbudet til allmennheten skjer i aksjer, ikke i beløp. Minimumsbestilling er 200 aksjer, mens maksimumsbestilling er 60.000 aksjer. Bestilling av mindre enn 200 aksjer vil bli forkastet uten varsel. Bestillinger vil videre bli rundet ned til nærmeste hele 200. Dersom det bestilles flere aksjer enn 60.000 i tilbudet til allmennheten, vil dette bli ansett som en bestilling på 60.000 aksjer. Dersom man ønsker å bestille flere enn 60.000 aksjer, må dette skje gjennom den institusjonelle plasseringen.

TILDELING

Endelig tildeling av aksjer vil bli foretatt av styret i Norwegian Property ASA i samarbeid med Tilretteleggerne i henhold til tildelingskriterier beskrevet i Prospektets punkt 10.5.

BETALING AV TILDELTE AKSJER

Ved bestilling av aksjer må den enkelte bestiller gi Tilretteleggerne ved SEB Enskilda ASA, en engangsfullmakt til å belaste en oppgitt norsk bankkonto for betaling av de tildelte aksjer. Melding om tildeling forventes å bli sendt ut pr post 14. november 2006. For de som har tilgang til investortjenester gjennom sin VPS-kontofører vil det være mulig å sjekke antall aksjer man har blitt tildelt fra og med ca. kl 10.00 den 14. november 2005. De som har behov for å vite nøyaktig tildeling før mottak av melding om tildeling, kan kontakte en av Tilretteleggerne fra morgenen 14. november 2006. Belastning ventes å finne sted 16. november 2006. Det må være dekning for hele beløpet på den oppgitte bankkontoen 15. november 2006. Så snart betaling er skjedd vil aksjene bli overført til den enkelte bestillers VPS-konto, ventelig slik at de er bokført på den enkeltes VPS-konto den 17. november 2006. Dersom det ikke er tilstrekkelige midler på kontoen, eller kontoen ikke kan belastes på forfallsdato, forbeholder Tilretteleggerne seg retten til å foreta ytterligere 3 forsøk på å debitere kontoen innen 20. desember 2006, første gang 20. november. Av for sent innbetalt beløp svares morarente med 9.75 % p.a. Dersom de tildelte aksjer ikke blir betalt, forbeholder Tilretteleggerne seg retten til å selge de tildelte aksjene for bestillerens regning og risiko i henhold til gjeldende rett.

LEVERING AV AKSJER - ANSVAR

Bestillere av aksjer kan tildeles nye og eksisterende aksjer. Tilretteleggerne har avtalt med Norwegian Property ASA at de på nærmere betingelser vil tegne de nye aksjene og videreselge disse til bestillerne, se nærmere om dette i Prospektets punkt 10.1, og det legges opp til registrering av kapitalforhøyelsen i Foretaksregisteret den 14. november 2006. Dette innebærer at aksjer som er tildelt vil kunne omsettes fra børsåpning 15. november 2006. Fysisk levering av aksjene er imidlertid betinget av at oppgjør skjer i samsvar med beskrivelsen ovenfor. Den som ønsker å overdra sine aksjer før fysisk levering har skjedd, bærer selv risikoen for at oppgjør ikke blir gjennomført slik som beskrevet ovenfor, og derved at aksjene ikke blir levert i tide. Videresalget til bestillerne av de nye aksjene er betinget av at de nye aksjene blir levert til Tilretteleggerne fra Norwegian Property ASA. Bestiller kan ikke gjøre gjeldende rettigheter/krav overfor Tilretteleggerne (som selger av aksjer) i videre utstrekning enn de rettigheter/krav Tilretteleggerne (som tegner av aksjer) til enhver tid kan gjøre gjeldende overfor Norwegian Property ASA. Tilretteleggerne fraskriver seg ethvert ansvar for eventuelle tap bestillerne måtte bli påført som følge av Tilretteleggernes handlinger, herunder Tilretteleggernes tegning og/eller betaling for aksjene.

IDENTITETSKONTROLL

For bestiller som ikke allerede er kunde hos en av Tilretteleggerne, forutsettes det at bestilleren oppfyller kravene i Lov om tiltak mot hvitvasking av utbytte fra straffbare handlinger mv av 20. juni 2004 med tilhørende forskrifter, med hensyn til tilfredsstillende identitetskontroll.

SPESIFIKASJON AV BESTILLINGEN

Bestillers VPS-kontonr. *)	Jeg/vi bestiller ugjenkallelig følgende antall aksjer (minimum 200 aksjer – maksimum 60.000 aksjer)	(For megler: Løpenr)

Forbehold om pris pr aksje (skal BARE fylles ut dersom bestillingen er betinget av at endelig pris pr aksje ikke overstiger prisintervallet) Min bestilling er betinget av at endelig pris pr aksje ikke overstiger prisintervallet (sett kryss): ☐

Fullmakt til å belaste norsk konto (må fylles ut):

Konto som skal belastes ______________________________(bankkonto – 11 siffer)

Jeg/vi bestiller herved aksjer som angitt ovenfor og gir med dette SEB Enskilda ASA en engangsfullmakt til å belaste min/vår norske bankkonto for vederlaget for de tildelte aksjer i henhold til de betingelser som fremgår ovenfor og av Prospektet. Bestillingen og fullmakten er ugjenkallelig.

Bestillingssted og dato Må være datert i bestillingsperioden.	Forpliktende underskrift Når det undertegnes i henhold til fullmakt skal dokumentasjon i form av firmaattest eller fullmakt vedlegges. Foresatte må signere for umyndige.

INFORMASJON OM BESTILLEREN

Bestillerens navn/firma eller lignende
Gateadresse eller lignende (for private: Boligadresse)
Postnummer og poststed
Personnummer (11 sifre)/org.nr.
Telefonnummer dagtid
Statsborgerskap
Telefon/telefaks/e-mail

*) For å kunne bestille aksjer må du ha opprettet verdipapirkonto (VPS-konto). Opprettelse av VPS-konto må under henvisning til nye forskrifter, foretas ved personlig fremmøte medbringende legitimasjon hos en kontofører som kan være en bank eller et autorisert verdipapirforetak.

NORWEGIAN PROPERTY

www.signatur.no

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N-0278 Oslo
Tel.: + 47 913 15 000
Fax: + 47 973 15 000
www.norwegianproperty.no

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N-0113 Oslo
Tel.: + 47 21 00 85 00
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www.enskilda.no

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