

To the Shareholders of BWG Homes ASA

## Notice of Annual General Meeting

The Annual General Meeting of the Shareholders of BWG Homes ASA will be take place in the Nyland Conference Room at Vika Atrium Conference Centre, Munkedamsveien 45, Oslo, Norway,

**on Wednesday 21 May 2008 at 10.00 a.m.**

The Board proposes the following agenda:

1. Opening of the Meeting by the Chairman of the Board Harald Walther.  
Registration of shareholders present.
2. Election of a person to chair the Meeting.
3. Approval of the notification and agenda of the Meeting.
4. Election of a person to sign the minutes.
5. Briefing on the Company's operations and status.
6. Consideration of the Board's guidelines for determining the remuneration of management, pursuant to Section 6-16a of the Norwegian Public Limited Companies Act.

In accordance with Section 6-16a of the Norwegian Public Limited Companies Act, the Board has prepared a statement regarding the determination of the Executive Management's remuneration, which is enclosed (Enc. 1). Pursuant to paragraph 3, Section 5-6 of the Act, the Company shall hold consultative voting on the Board's guidelines for determining the remuneration of management.

The Board proposes that the Annual General Meeting adopt the following resolution:

*That the Annual General Meeting approve the Board's guidelines for remuneration of the Executive Management of BWG Homes ASA, as set out in the Board's statement, in accordance with section 6-16a of the Norwegian Public Limited Companies Act on the determination of management salaries and benefits.*

7. Approval of the 2007 annual financial statements and annual report, including payment of dividend.

The Board proposes that a dividend of NOK 2.00 per share (total NOK 132 million) be paid. The Board also proposes that the ex dividend date for the BWG share be 22 May 2008 and that the adopted dividend be paid on 30 May 2008 to shareholders registered in VPS as at 21 May 2008.

The Board proposes that the Annual General Meeting adopt the following resolutions:

*That the Board's proposal to adopt the 2007 annual financial statements and annual report be approved.*

*That the Board's proposal of a dividend of NOK 2.00 per share be approved. That the ex dividend date for the BWG share be set at 22 May 2008. That the adopted dividend be paid on 30 May 2008 to shareholders registered in VPS as at 21 May 2008.*

8. Election of members to the Company's Nomination Committee.

In accordance with Section 6 of the Company's Articles of Association, the Nomination Committee's three members are elected by the Annual General Meeting of shareholders and serve for a term of one year. The Nomination Committee for 2007 consisted of Andreas Mellbye (chairman), Lise Lindbäck and Stine Rolstad Brenna.

Following discussions with the Company's largest shareholders and an overall evaluation of the level of expertise and value of continuity, the Nomination Committee proposes that all its members be re-elected for a further year. The CVs of Nomination Committee members are available on the company's website [www.bwghomes.no](http://www.bwghomes.no).

The Board proposes that the Annual General Meeting adopt the following resolution:

*That the Nomination Committee's proposal that all its members be re-elected be approved.*

9. Guidelines for the Company's Nomination Committee.

The Board's proposed guidelines for the Nomination Committee are enclosed with the Notice of Meeting (Enc. 3).

The Board proposes that the Annual General Meeting adopt the following resolution:

*That the Board's guidelines for the Nomination Committee of BWG Homes ASA be approved.*

10. Determination of Board fees.

In accordance with the Nomination Committee's instructions, the Committee proposes the following Board fees for 2007: Chairman NOK 180,000, Deputy Chairman NOK 150,000, Board members NOK 120,000 (newly elected Board member NOK 60,000), Employee representatives NOK 50,000, employee-elected deputies NOK 3,000 per meeting.

The Board proposes that the Annual General Meeting adopt the following resolution:

*That the Nomination Committee's proposals for 2007 Board fees be approved: Chairman NOK 180,000, Deputy Chairman NOK 150,000, Board members NOK 120,000 (newly elected Board member NOK 60,000), Employee representatives NOK 50,000, employee-elected deputies NOK 3,000 per meeting.*

11. Determination of auditor's fees.

Fees to the Company's auditor amount to NOK 1,626,000 for 2007. Of this figure, NOK 893,000 relates to statutory auditing and NOK 732,000 to other services. The Board does not have any comments on the fees payable.

The Board proposes that the Annual General Meeting adopt the following resolution:

*That auditor's fees of NOK 1,626,000 for 2007 be approved.*

12. Determination of Nomination Committee fees.

In accordance with point 6 of Guidelines for the Nomination Committee, the Board proposes the following fees for 2007: Chairman NOK 40,000 and the remaining two members NOK 10,000 each.

The Board proposes that the Annual General Meeting adopt the following resolution:

*That the fees for 2007 paid to the Chairman of the Nomination Committee be set at NOK 40,000, and the fees paid to each of the remaining two members be set at NOK 10,000.*

13. Board mandate to increase share capital.

It is proposed that the Board be given a mandate to increase the Company's share capital and in this connection also exclude shareholders' pre-emptive rights to subscribe for the new shares. It is assumed that the mandate may also be used in connection with a merger.

The reason for authorising the Board to exclude pre-emptive rights is that the mandate may be used in connection with acquisitions and that, in line with normal market practice, it may be expedient to implement a share issue as a private placement (book-building).

The Board proposes that the Annual General Meeting adopt the following resolutions:

1. *That, pursuant to section 10-14 of the Norwegian Public Limited Liability Companies Act, the Board be given a mandate to increase the Company's share capital by up to NOK 33,000,000.*
2. *That the mandate be valid until the 2009 Annual General Meeting.*
3. *That the Board be authorised to exclude shareholders' pre-emptive rights to subscribe for new shares, in accordance with section 10-4 of the Norwegian Public Limited Liability Companies Act.*
4. *That the mandate cover capital increase by contribution of non-cash assets and also include resolution on mergers, in accordance with section 13-5 of the Norwegian Public Limited Liability Companies Act.*
5. *That the remainder of the previous Board mandate to increase share capital no longer be valid.*

For conditions which may be of importance in the assessment of share subscription matters, please refer to the 2007 Annual Report and the notifications published on the Oslo Stock Exchange website.

Shareholders wishing to participate in the Annual General Meeting, either in person or by proxy, are requested to complete the enclosed registration form and return it by 4.00 p.m. on Monday 19 May 2008. Shareholders may give a proxy to Chairman of the Board Harald Walther or CEO Lars Nilsen.

The Notice of Meeting, Annual Report, Articles of Association and CVs of Nomination Committee members are available on the company's website [www.bwghomes.no](http://www.bwghomes.no).

Oslo, 30 April 2008

For and on behalf of the Board of BWG Homes ASA



-----  
Harald Walther  
Chairman

Enclosures:

1. The Board's statement regarding guidelines for remuneration of management
2. 2007 Annual Report
3. Guidelines for the Nomination Committee
4. Notice of attendance
5. Proxy form

Enc. 1

## **The Board's statement regarding guidelines for remuneration of management of BWG Homes ASA**

The executive management of BWG Homes ASA consists of the CEO, the CFO, the CEO of Block Watne AS and the CEO and CFO of BWG Homes AB.

The CEO's salary is set by the Board. The CFO's salary is set by the CEO. The salaries of the CEO of Block Watne AS and the CEO of BWG Homes AB are set by the boards of their companies.

Members of the management group have termination agreements which under certain conditions give entitlement of up to 12 monthly salaries beyond the standard period of notice. No member of the management group has any equity compensation benefits or share option schemes. Members of the management group have company cars, and their telephone, newspaper and other relevant expenses are covered.

The CEO may propose payment of a discretionary bonus to the chief financial officer. This must be approved by the chairman of the board. The CEO of Block Watne AS has a bonus agreement. The Group is not under any obligation to grant the management group, board or other employees profit-sharing, options or similar benefits.

Please also see note 4 of the notes to the consolidated financial statements.

## **GUIDELINES FOR THE NOMINATION COMMITTEE OF BWG HOMES ASA**

### **1. THE NOMINATION COMMITTEE'S DUTIES**

The Nomination Committee's duties are to propose candidates for election to the Board and, if appropriate, the Corporate Assembly, and to propose the fees to be paid to members of these bodies. The Nomination Committee should justify its recommendations.

### **2. ELECTION OF NOMINATION COMMITTEE**

The Annual General Meeting of Shareholders elects the Chairman and members of the Nomination Committee. The Nomination Committee prepares the election and recommends candidates for election to the Committee.

### **3. COMPOSITION OF THE NOMINATION COMMITTEE AND CRITERIA FOR ELIGIBILITY**

The composition of the Nomination Committee should be such that it reflects the interests of shareholders in general. The majority of the Nomination Committee should be independent of the Board and Executive Management.

At least one Nomination Committee member should not be a member of the Board or Corporate Assembly. No more than one Nomination Committee member should be a Board member. A Board member who is a member of the Nomination Committee is not eligible for re-election to the Board while serving on the Nomination Committee. The CEO and Executive Management may not serve on the Nomination Committee.

### **4. NUMBER OF MEMBERS**

The Nomination Committee should have three members.

### **5. TERM OF OFFICE**

Nomination Committee members are elected for a term of one year. Any member who has served a total of five years on the Nomination Committee is not eligible for re-election.

### **6. FEES**

The fees paid to members of the Nomination Committee are defined by the General Meeting of Shareholders, and should reflect the character of their duties and the time commitment involved.

### **7. THE WORK OF THE NOMINATION COMMITTEE**

The Chairman of the Nomination Committee has overall responsibility for the work of the Committee.

The Nomination Committee should ensure it has access to the necessary expertise in relation to the duties for which it is responsible. The Committee should be allowed to make use of resources in the Company and to seek advice and recommendations from sources outside the Company.

When submitting its recommendations to the General Meeting, the Nomination Committee should also provide a report on how it has carried out its work.

The Nomination Committee is expected to monitor the need for changes in its own and the Board's composition and to maintain contact with shareholder groups, Corporate Assembly and Board members and the Company's Executive Management. The Nomination Committee should pay particular attention to the Board's report on its own performance.

In carrying out its work, the Nomination Committee should actively seek to represent the views of shareholders in general and should ensure its recommendations are endorsed by the largest shareholders.

The Nomination Committee's recommendations, with reasons, should be made available on the Company's website or distributed to shareholders before the elections take place. The recommendations should include relevant information about the candidates, including their competence, capacity and independence. Information on the members of the Board should include the age, education and business experience of each individual.

Information should be given about how long each individual has served on the Board and any assignments carried out for the Company, as well as the individual's material appointments with other companies and organisations. In the event of a proposal for re-election, the recommendation may refer to information already provided in the Annual Report.

The Company should give notice on its website, in good time, of any deadlines for submitting proposals for candidates for election to the Board, Nomination Committee or, if appropriate, the Corporate Assembly.

BWG Homes ASA - Ordinær generalforsamling/*Annual General Meeting*

## **MØTESEDDEL/REGISTRATION**

Undertegnede deltar på ordinær generalforsamling den 21. mai 2008.

*The undersigned will attend the Annual General Meeting on 21 May 2008.*

Dato/Date: \_\_\_\_\_

\_\_\_\_\_  
Aksjeeiers underskrift/Shareholder's signature

\_\_\_\_\_  
Aksjeeiers fullstendige navn (blokkbokstaver)/Shareholder's complete name (block letters)

\_\_\_\_\_  
Aksjeeiers adresse (blokkbokstaver)/Shareholder's address (block letters)

Returneres til /*Please return to:*

BWG Homes ASA  
P.O. Box 1817 Vika  
N-0123 Oslo  
Att: Elisabet Landsend  
elisabet.landsend@bwghomes.no  
Telefax no: +47 23 24 60 13

Må være selskapet i hende senest **19. mai 2008 kl 16:00**.  
*Deadline for receipt by the company: 19 May 2008 at 16:00 hrs CET.*

**ANNUAL GENERAL MEETING OF BWG HOMES ASA ON 21 MAY 2008 – PROXY FORM**

If you are unable to attend the Annual General Meeting on 21 May 2008, but wish to be represented at the meeting, please complete the proxy form below.

I, the undersigned, hereby appoint \_\_\_\_\_ (please print) as my proxy to represent me and vote my shares at the Annual General Meeting of the Shareholders of BWG Homes ASA on 21 May 2008.

Votes shall be cast in accordance with the instructions below. Please note that **if you fail to cross one of the boxes next to a proposal, this will be considered an instruction to vote for the proposal**, with the proviso that the proxy casts the vote in the event of additional proposals or replacement of the proposals below with new ones.

Proposal	For	Against	Abstain	Proxy to cast vote
3. Approve the notice and agenda of the meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Adopt the board's guidelines for remuneration of management	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Adopt the 2007 annual financial statements and annual report, including the dividend proposal	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Elect members of the nomination committee:				
Re-elect Andreas Mellbye	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Re-elect Lise Lindbäck	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Re-elect Stine Rolstad Brenna	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Approve the guidelines for the nomination committee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Approve the board's fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Approve the auditor's fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Approve the nomination committee's fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. Approve the board mandate to increase share capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Date: \_\_\_\_\_

\_\_\_\_\_  
Shareholder's signature

\_\_\_\_\_  
Full name of shareholder (please print)

\_\_\_\_\_  
Shareholder's address (please print)

Please return to:

BWG Homes ASA  
P.O. Box 1817 Vika  
N-0123 Oslo  
Att.: Elisabet Landsend  
elisabet.landsend@bwghomes.no  
Fax: +47 23 24 60 13

This proxy form must be received by the Company no later than **4.00 p.m. on 19 May 2008.**