



Steen & Strøm AS

Registration Document

Joint Lead Arrangers:



Oslo, 27 November 2017

Important information

The Registration Document is based on sources such as annual reports and publicly available information and forward looking information based on current expectations, estimates and projections about global economic conditions, the economic conditions of the regions and industries that are major markets for the Company's (including its subsidiaries and affiliates) lines of business.

A prospective investor should consider carefully the factors set forth in chapter 1 Risk factors, and elsewhere in the Prospectus, and should consult his or her own expert advisers as to the suitability of an investment in the bonds.

This Registration Document is subject to the general business terms of the Joint Lead Arrangers, available at their respective websites (www.danskebank.no, www.dnb.no and www.seb.no).

The Joint Lead Arrangers and/or any of their affiliated companies and/or officers, directors and employees may be a market maker or hold a position in any instrument or related instrument discussed in this Registration Document, and may perform or seek to perform financial advisory or banking services related to such instruments. The Joint Lead Arrangers' corporate finance department may act as manager or co-manager for this Company in private and/or public placement and/or resale not publicly available or commonly known.

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Other than in compliance with applicable United States securities laws, no solicitations are being made or will be made, directly or indirectly, in the United States. Securities will not be registered under the United States Securities Act of 1933 and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

The distribution of the Registration Document may be limited by law also in other jurisdictions, for example in the United Kingdom. Approval of the Registration Document by Finanstilsynet (the Norwegian FSA) implies that the Registration Document may be used in any EEA country. No other measures have been taken to obtain authorisation to distribute the Registration Document in any jurisdiction where such action is required.

The Norwegian FSA has controlled and approved the Registration Document pursuant to the Norwegian Securities Trading Act, § 7-7. The Norwegian FSA has not controlled and approved the accuracy or completeness of the information given in the Registration Document. The control and approval performed by the Norwegian FSA relates solely to descriptions included by the Company according to a pre-defined list of content requirements. The Norwegian FSA has not undertaken any form of control or approval of corporate matters described in or otherwise covered by the Registration Document. The Registration Document was approved on 28 November 2017. The Registration Document is valid for 12 month from the approval date.

The Registration Document together with a Securities Note and any supplements to these documents constitutes the Prospectus.

The content of the Prospectus does not constitute legal, financial or tax advice and potential investors should seek legal, financial and/or tax advice.

Unless otherwise stated, the Prospectus is subject to Norwegian law. In the event of any dispute regarding the Prospectus, Norwegian law will apply.

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1 Risk factors

As the Company is the parent company of the Group and primarily a holding company, the risk factors for Steen & Strøm AS and the Group are deemed to be equivalent for the purpose of this Registration Document.

Investing in bonds issued by Steen & Strøm AS involves inherent risks.

The risks and uncertainties described in the Prospectus are risks of which the Company is aware and that the Company considers to be material to its business. If any of the following risks were to occur, the Company's business, financial position, operating results or cash flows could be significantly and negatively affected, and the Company could be unable to pay interest, principal or other amounts on or in connection with the bonds.

Prospective investors should consider, among other things, the risk factors set out in the Prospectus, including those related to the bonds as set out in the Securities Note, before making an investment decision.

An investment in the bonds is suitable only for investors who understand the risk factors associated with this type of investment and who can afford a loss of all or part of their investment.

Risk Factors

Group activities involve different kinds of risk; market risk, credit risk, liquidity risk, risks related to floating/fixed interest rates and foreign exchange risk. The board of directors sets the goal and frameworks for how financial risk is managed.

Market risk

The main driver of the operational business of the Group is the development in consumer retail spending, since the main part of the Group's income is rental income from retailers. Their capacity to pay rent is strongly related to their performance in terms of sales volume. Over time, there is a strong correlation between retail sales of tenants, driven by consumer retail spending growth, and rental income for Steen & Strøm as a shopping center owner. Growth in retail spending by 1% normally represents a 1% growth in rental income and vice versa. Based on public forecasts the Group has reason to believe that the growth in terms of private consumption and retail spending will be stable in the Scandinavian markets.

Although the outlook for consumer spending growth remains positive in Scandinavia, a shift in demand from traditional physical stores towards online shopping also represents a risk factor for the Group. In the Scandinavian markets, online retail sales make up a relatively low share of total demand, approx. 6-7%, but are growing at a fast rate. Markets like the U.S. have a higher penetration of online retail sales which has been attributed to the decline of physical shopping centers. Many factors impact this trend, but the Group's strategy is to continually adjust the tenant mix to offer attractive stores and services as well as focus on shopping centers that remain attractive meeting places, close to large population centers and with easy public transportation access.

Credit risk

The Group's credit risk is primarily related to the ability of the tenants to pay rent. The Group has more than 2000 rental contracts. Prominent, stable retail chain stores with strong credit scores form the main portion of the Group's tenants. The tenants almost always present some form of security for the rent, and good routines have been established to follow-up and collect in rent due time. The Group's loss of rent has over the last decade been lower than 0,5% of total rental income.

Liquidity risk

The liquidity risk arises from the Company's need to be able to finance operations and investments for some time ahead. There is also liquidity risk related to refinancing of the Group's debt. However, the Group has credit facilities which normally covers 12 month debt maturities. Furthermore, the uses of different funding resources such as bank debt, commercial papers ("sertifikatlån"), bond and mortgage debt ("realkredittlån") also limit the credit and liquidity risk. In August S&P Global Ratings assigned it's A- long term corporate rating to Steen & Strøm AS which demonstrates the Group's attractiveness as a borrower.

Interest rate risk

Interest rate risk arises in the short and medium term, following the part of the Company's debt which has a floating interest rate. The loan portfolio currently has a combination of floating and fixed rates, where long term interest rate swap agreements have been made for approximately 60 % of the Group's loan portfolio. If the interest rates increase by 1 percentage point, it will have a negative EBITDA effect by MNOK 48, of the Group's total EBITDA of approx. 1.5bn NOK.

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Foreign exchange risk

Changes in exchange rates represent financial risk for the Group. The currency exposure is mainly limited to the equity portion of shopping center investments in Sweden and Denmark.

Different risk profiles

The Group is divided into different operating segments (commercial operation, ownership and development of shopping centers) which have different risk profiles. Commercial operation of shopping centers for third parties represent low risk, while ownership of shopping centers normally represents stable cash flow, but at the same time also represents different risk aspects such as market risk, credit risk, liquidity risk, interest rate risk and in some cases foreign exchange risk. Normally development exposure represents higher risk, since it is often none or limited cash flow related to development assets. There is more uncertainty about future income on development projects compared to existing shopping centers.

2 Definitions

Annual Report of 2015	Steen & Strøm AS' annual report of 2015.
Annual Report of 2016	Steen & Strøm AS' annual report of 2016.
Articles of Association	The articles of association of the Company, as amended and currently in effect
Board of Directors	the board of directors of the Company
BREEAM	Building Research Establishment Environmental Assessment Method.
Companies Registry	the Norwegian Registry of Business Enterprises (<i>Foretaksregisteret</i>)
Company/Issuer/Steen & Strøm AS	Steen & Strøm AS, a Norwegian limited company
GRESB	Global Real Estate Sustainability Benchmark
Group/Steen & Strøm/S&S	the Company and its subsidiaries from time to time
IFRS	International Financial Reporting Standards
ISIN	International Securities Identification Number
Joint Lead Arrangers	Danske Bank A/S, Norwegian branch, Søndre Gate 13-15, N-7466 Trondheim, Norway, and DNB Bank ASA, Dronning Eufemias gt 30, N-0191 Oslo, Norway, and Skandinaviska Enskilda Banken AB (publ), Norwegian branch, Filipstad Brygge 1, N-0252 Oslo, Norway
Management	The corporate management of the Company, including the Chief Executive Officer
NOK	Norwegian kroner
Registration Document	this document dated 27 November 2017
Securities Note	document to be prepared for each new issue of bonds under the Prospectus
SST Share	the Issuer's pro rata share of the responsibility for the debt of Økern Senter ANS, Nordbyen Senter DA and Metro Senter ANS
VPS or VPS System	The Norwegian Central Securities Depository, Verdipapirsentralen

3 Persons responsible

3.1 Persons responsible for the information

Persons responsible for the information given in the Registration Document are as follows:
Steen & Strøm AS, Støperigt. 1, N-0250 Oslo, Norway.

3.2 Declaration by persons responsible

Responsibility statement:

Steen & Strøm AS confirms that, taken all reasonable care to ensure that such is the case, the information contained in the Registration Document is, to the best of our knowledge, in accordance with the facts and contains no omission likely to affect its import.

Oslo (Norway), 27 November 2017

Steen & Strøm AS

4 Statutory Auditors

4.1 Names and addresses

The Company's auditor for 2015 and 2016 has been Deloitte AS, independent public accountants, located at Dronning Eufemias gt 14, P.O. Box 221 Sentrum, NO-0103 Oslo, Norway.

State Authorised Public Accountant Bjørn Prestegard has been responsible for the Auditor's report for 2015.

State Authorised Public Accountant Sylvi Bjørnslett has been responsible for the Auditor's report for 2016.

Deloitte AS is member of The Norwegian Institute of Public Accountants.

5 Information about the Issuer

5.1 History and development of the Issuer

5.1.1 Legal and commercial name

The legal name of the Issuer is Steen & Strøm AS, the commercial name is Steen & Strøm.

5.1.2 Place of registration and registration number

The Company is registered in the Norwegian Companies Registry with registration number 962 073 182.

5.1.3 Date of incorporation

Steen & Strøm AS was incorporated on 23 October 1991.

5.1.4 Domicile and legal form

The Company is a limited liability company organized under the laws of Norway, including the Limited Liability Companies Act. See also section 7.1 Description of Group that Issuer is part of.

The Company's registered address is Støperigata 1, N-0250 Oslo, Norway. The Company's telephone number is +47 23 21 35 00.

6 Business overview

6.1 Activities

6.1.1 Introduction

The Group's business is divided into strategic operating segments that are organized separately. The different segments conduct different business activities, are targeted at different customer groups, and have different risk profiles.

The Group is divided into the following operating segments:

- Shopping centres and projects
- Commercial operation
- Development

The Group's activities in shopping centres and projects consist mainly of buying, selling and operating investment property, in addition to large scale real estate projects. The ownership of shopping centres represents the greater part of the Group's business. Shopping centres provide stable income at low risk. The Group has entered into lease contracts – principally with large, soundly based retailers.

The Group's activities in commercial operation include rental management, technical management and local and centralized marketing of its shopping centres.

The Group's activities in development includes fee based work in project development and real estate. Development projects currently represent about 3 per cent of Steen & Strøm's total worth. In view of the strong demand for shopping centres, development projects represent a niche which provides the company with competitive and profitable advantages.

Other activities include operation of the Group's shopping centres on behalf of its tenants (common costs and marketing). In addition, this includes the Group management's activities and several smaller companies without significant activities.

6.1.2 Principal activities

Shopping centres

Steen & Strøm is responsible for operations of 18 shopping centres in Scandinavia. Of these, Steen & Strøm owns all or part of 10 centres in Norway, 5 centres in Sweden and 3 centres in Denmark. The strategy is to put great effort into prominent centres located in popular shopping areas around Scandinavia. An important element is to continue to make improvements at existing centres.

The financial occupancy rate at the shopping centres was 96.5% at 31 August 2017. Some vacancies are temporary on centres under refurbishment.

Shopping centres in Norway

Steen & Strøm fully owns 8 shopping centres in Norway and partly owns 2 others.

Name	Place	Total sq. meters	# stores	Established
Arkaden Torgterrassen	Stavanger	31,095	55	1988
Amanda	Haugesund	23,159	70	1997
Farmandstredet	Tønsberg	75,563	101	1971
Gulskogen	Drammen	81,151	120	1985
Maxi Storsenter	Hamar	33,500	71	1986
Metro	Skårer	98,986	100	1988
Nerstranda	Tromsø	24,233	46	1998
Nordbyen	Larvik	20,256	50	1991
Vinterbro	Vinterbro	45,000	85	1996
Oslo City	Oslo	47,222	90	1988
Økern *)	Oslo			

Shopping centres in Denmark

Steen & Strøm owns 3 shopping centres in Denmark.

Name	Place	Total sq. meters	# stores	Established
Bruun's Galleri	Aarhus	36,675	100	2003
Field's Copenhagen	Copenhagen	91,342	140	2004
Bryggen	Vejle	25,613	74	2008
Viva *)	Odense			

Shopping centres in Sweden

Steen & Strøm owns 5 shopping centres in Sweden.

Name	Place	Total sq. meters	# stores	Established
Allum	Partille	69,100	100	2006
Kupolen	Borlänge	55,400	87	1990
Marieberg Galleria	Örebro	47,500	104	1979
Emporia	Malmö	121,700	190	2012
Galleri Boulevard	Kristianstad	86,000	49	2013

*) = Development

6.2 Sustainable development

The Group has a strategic goal of reducing environmental impact by focusing on sustainable development and management. The Group's vision is to be a leader within corporate responsibility in its industry.

Green Star

Steen & Strøm is classified by GRESB as both "Global Sector Leader", "Regional Sector Leader" and "Green Star 2014". The GRESB scorecard shows that Steen & Strøm is appointed as the world leader in sustainable performance not only in shopping centre industry, but also in the real estate industry.

Certifications

Steen & Strøm has obtained the following certifications:

- ISO-14001: Steen & Strøm was in May 2014 certified in line with the environmental management system ISO 14001:2004.
- BREEAM: All major development projects will also be classified according to BREEAM classification system aiming for level "very good".
- Eco-Lighthouse: All centers in Norway are certified by Eco-Lighthouse Foundation.

Goals

In accordance to ISO 14001 requirement, Steen & Strøm has set the following main goals as baseline for the national- and local action plans:

- Reduce total energy consumption by 12% (based on the 2010 "like for like")
- 70% of all electricity used by the Group's shopping malls to come from renewable energy source
- Steen & Strøm shall optimize their waste management – target 70
- Reduce water consumption by 5% (based on the 2010 "like for like")
- Reducing emissions from transport
- Work to ensure that all direct purchases (in amount) will come from certified suppliers and contractors (ISO 14001, EMAS, Nordic Swan or Miljøfyrtårn)
- Work to reduce the Steen & Strøm's tenants' environmental impact
- All projects under development will seek BREEAM rating with minimum Very good as rating or higher

6.3 History

Steen & Strøm can trace its history back more than 200 years. In 1797 Samuel Strøm opened a little wine shop and general store at Kongens gate 23 in Oslo. In 1856 Emil Steen entered the picture and the name Steen & Strøm first came about.

The business expanded and in 1874 Norway's first modern department store was ready to open its doors. The store contained all that might have been expected in a department store of the time and gradually beauty salons, barbers, small cafes, tea rooms and the latest technology were added.

In 1929 Steen & Strøm was totally destroyed by fire. The inspiration for the new store, which opened in 1930, was drawn from Paris. The new premises were large and open and for the first time people began to spend time in the store without really intending to shop.

In 1991, Agora Drift AS took over the management of Steen & Strøm Magasin and a further five shopping centres and three hotels, which was the start of an expansion phase which created the basis for the Steen & Strøm group.

Steen & Strøm Invest AS was listed on the Oslo Stock Exchange in July 1994 and delisted September 2007.

In 1997 Steen & Strøm celebrated its 200th anniversary.

On 25 July 2008 ABP Pension fund ("ABP") and Klépierre jointly entered into an agreement to acquire 100% of the outstanding share capital of Steen & Strøm ASA. ABP is the pension fund for employers and employees in service of the Dutch government and the educational sector. Klépierre SA is a France-based real estate company focused on the commercial property market, mainly shopping centres and office properties.

7 Organizational structure

7.1 Description of Group that Issuer is part of

Steen & Strøm AS, the parent company of the Group, is primarily a holding company. In addition to holding shares directly or indirectly in its subsidiaries, the group top management is employed by Steen & Strøm AS.

Subsidiaries are entities controlled by Steen & Strøm AS. Control is achieved where the Company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. Control normally exists when the Group has more than 50 % of the voting power through ownership or agreements.

Associated companies are entities where the Group has significant influence but not control. Significant influence normally exists when the Group has 20 % to 50 % voting power through ownership or agreements.

List of subsidiaries and associated companies is given in Annex 1 to the Registration Document.

7.2 Issuer dependent upon other entities

As a parent company of the Group and primarily a holding company, the Issuer is dependent upon all of its subsidiaries listed in Annex A.

Operating and financial income

In 2016, the income from investments in subsidiaries amounted to NOK 307.4 million. At the same time, interest received from group companies amounted to NOK 39.0 million.

Intercompany receivables

In 2016, current and long-term receivables from group companies amounted to NOK 37.5 million and NOK 2,717.6 million, respectively.

Guarantees

Steen & Strøm AS was by ownership pro rata responsible for the debts of the following companies, as per 31 December 2016 (Total debt and SST Share in NOK thousands):

	Total debt	SST Share	Ownership
Økern Senter ANS	22,850	11,425	50.0 %
Nordbyen Senter DA	3,666	1,833	50.0 %
Metro Senter ANS	13,015	6,507	50.0 %
Total	39,530		

8 Trend information

8.1 Market developments and outlook

The Company considers its market position to be a good reason to maintain a high level of activity, yet being responsible. Statistics for turnover show that customers appreciate the extensive modernizations, expansions and upgrades being carried out by Steen & Strøm at many of its shopping centers. The Company is also working actively to maintain a low level of vacancy, good marketing and a high level of commercial activity at all shopping centers.

8.2 Statement of no material adverse change

There has been no material adverse change in the prospects of the Issuer since the date of its last published audited financial statements. See clause 11.6.

9 Administrative, management and supervisory bodies

9.1 Information about persons

Board of Directors

The table below set out the names of the members of the Board of Directors of the Company, their functions and the principal outside activities performed by them:

Name	Role	Principal activities outside the Group
Jean-Marc Jestin	Chairperson	Chief Executive Officer in Klepierre
Jean-Michel Rene Gault	Board member	Chief Financial Officer in Klepierre
Patrick Michael Kanters	Board member	Managing director Global Real Estate in APG Pension Fund
Benat Ortega	Board member	Chief Operating Officer in Klepierre
Rafael Torres Villalba	Board member	Head of Listed Real Estate Europe in APG Pension Fund

The business address of the Board of Directors is P.O. Box 1593 Vika, N-0118 Oslo, Norway.

Management

The table below set out the names of the members of the Management of the Company, their functions and the principal outside activities performed by them:

Name	Role	Business address
Philippe Louis Pierre Grenet	Chief Executive Officer	P.O. Box 1593 Vika, N-0118 Oslo, Norway
Bjørn Tjaum	Chief Financial Officer	P.O. Box 1593 Vika, N-0118 Oslo, Norway
Laurence Weydert	COO Sweden and Denmark	P.O. Box 1593 Vika, N-0118 Oslo, Norway
Nils Eivind Risvand	Chief Legal Officer	P.O. Box 1593 Vika, N-0118 Oslo, Norway
Hilde Karlsmyr	Chief HR Officer	P.O. Box 1593 Vika, N-0118 Oslo, Norway
Bjørn Mjaaseth	Finance Director Norway and holding	P.O. Box 1593 Vika, N-0118 Oslo, Norway
Brian Jensen	Finance Director Denmark and Sweden	P.O. Box 1593 Vika, N-0118 Oslo, Norway
Ketil Wold	COO Norway	P.O. Box 1593 Vika, N-0118 Oslo, Norway
Stein Torstensen	Quality Director	P.O. Box 1593 Vika, N-0118 Oslo, Norway

Philippe Louis Pierre Grenet is Chief Executive Officer. He joined Steen & Strøm in 2015 and was previously Country Manager Klepierre Italy. Grenet is a lawyer.

Bjørn Tjaum is Chief Financial Officer. He is a Master of Business and Management from BI - Norwegian School of Management. Prior to joining Steen & Strøm in 1997, Mr. Tjaum was employed by Nordea Bank, where he held different positions during the period 1990-1997. He has also worked as a research assistant and a part-time teacher at Norwegian School of Management.

Laurence Weydert is COO Sweden and Denmark. She is a Lawyer. Weydert joined Steen & Strøm Sweden 1st of January 2016. She was prior Head of Asset Management France, before she was CFO Icade Conseil and Senior Manager at Ernst&Young.

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Nils Eivind Risvand is Chief Legal Officer. He is a lawyer from the University of Oslo, and an intermediary degree in political science. Mr. Risvand joined Steen & Strøm in 2000 and was previously an attorney at Norwegian law firm Wiersholm, Mellbye & Bech.

Hilde Karlsmyr is Chief HR Officer. She is a Master of Business and Marketing from Oslo School of Business Administration and Master Programs in Human Resource Management and Labor Law from Norwegian Business School. Prior to joining Steen & Strøm in 2013, she was HR Director in REMA 1000 and executive search consultant at Korn Ferry International.

Bjørn Mjaaseth is Finance Director Norway and holding. He is Master of Science accounting and finance, Norwegian School of Business Administration. Prior to joining Steen & Strøm in 2014, Mjaaseth was Vice President Finance Nordic Choice Hotels, Group Commercial Controller I.M Skaugen SE and controlling manager at Statoil.

Brian Jensen is Finance Director Denmark and Sweden. He is MBA Copenhagen Business School. Brian Jensen joined Steen & Strøm in 2010 and was prior finance manager and before management consultant and auditor at Deloitte.

Ketil Wold is COO Norway. Wold joined Steen & Strøm in 2015. He was prior Commercial Director in Sektor Eiendom AS. He is Bachelor from BI – Norwegian School of Management.

Stein Torstensen is Quality Director. He is Bachelor IT. Prior to joining Steen & Strøm in 2006 Torstensen was Business Development Manager at TietorEnator and before consultant at KPMG.

9.2 Administrative, management and supervisory bodies conflicts of interest

There are no potential conflicts of interest between any duties to the Company of the Board of Directors or the Management, and their private interests or other duties.

10 Major shareholders

10.1 Ownership

Steen & Strøm AS is owned 100 % by Storm Holding AS. Storm Holding AS is owned by Nordica HoldCo AB, which in turn are subsidiaries of Klépierre Nordica BV and Stichting Pensioensfonds ABP.

The share capital of Steen & Strøm AS is NOK 76,005,290, divided into 30,402,116 shares with par value NOK 2.50 per share.

The Company has only one class of shares.

At 31 December 2016, the Company held 1 098 655 treasury shares.

10.2 Change in control of the Issuer

There are no arrangements, known to the Issuer, the operation of which may at a subsequent date result in a change in control of the Issuer.

11 Financial information concerning the Issuer's assets and liabilities, financial position and profits and losses

11.1 Historical Financial Information

The financial statements of the Company and the consolidated financial statements of the Group are prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union.

The Group's accounting principles is shown in the Annual Report of 2016, note 2 Accounting principles on pages 20-27.

The Company's accounting principles is shown in the Annual Report of 2016, page 58.

According to the Commission Regulation (EC) No 809/2004 of 29 April 2004 implementing Directive 2003/71/EC of the European Parliament and of the Council, information in a prospectus may be incorporated by reference. Because of the complexity in the historical financial information and financial statements this information is incorporated by reference to the [Annual Report of 2016](#), and the [Annual Report of 2015](#). Please see Cross Reference List for complete references.

	Annual Report	
	2016	2015
Group		
Consolidated income statement	15	12
Consolidated balance sheets	16-17	13
Consolidated cash flow statement	18	17
Notes to the consolidated financial statements	20-51	19-97
Steen & Strøm AS		
Income statement	53	98
Balance sheets	54-55	99-100
Cash flow statement	56	102
Notes to the financial statements	58-64	103-114

Note that a reclassification has been made in the Annual Report in 2016, that affects the presentation of the 2015 figures in the Consolidated cash flow statement, compared to the figures presented in the Annual Report in 2015. The reclassification is not explained in the notes to the accounts, but is related to a reclassification of net interest cost from Cash flow from operating activities to Cash flow from financing activities. The amount of interest cost that has been reclassified is 509.2 MNOK in 2015, and the corresponding figure in 2016 is 447.6 MNOK. The reclassification was made to better align the accounting principles applied in Steen & Strøm with that of the parent company, Klépierre SA.

11.2 Financial statements

See section 11.1 Historical Financial Information.

11.3 Auditing of historical annual financial information

11.3.1 Statement of audited historical financial information

The historical financial information for 2015 and 2016 has been audited.

A statement of audited historical financial information is given in Annual Report of 2016 page 66 and Annual Report of 2015 page 115.

11.4 Age of latest financial information

11.4.1 Last year of audited financial information

The last year of audited financial information is 2016.

11.5 Legal and arbitration proceedings

Metro Senter – tax issue

In connection with the extension of Metro from 2005 to 2012, the local municipality imposed on Metro an obligation to construct a public road. The costs related to this was capitalized on the structure (a consequence of which is that the costs are subject to taxable depreciations).

In a recent tax audit, the tax authorities have concluded that the costs relating to the road works must be capitalized on land and not on structures. The consequence of this is that no depreciations can be made for the amount.

Consequently, the tax authorities have stated that the depreciations made for 2010 and 2011 can not be upheld. In total, this amounts to approx. MNOK 3 for Metro Senter ANS. The matter was appealed to the tax complaint supervisory board, who ruled against Metro. Metro took the matter to the courts, also claiming full tax deduction right for all costs. The case was stopped for several years awaiting the outcome of another similar case, however this case was settled based on other circumstances. The Metro case thus was reopened, and the main hearing was held in April.

Metro unfortunately lost the case, but after discussions with our partner Storebrand, it was decided to appeal the case. The appeal, which took place in August, 2017 was also ruled against Steen & Strøm / Storebrand. The case will be attempted appealed in the Supreme Court.

Emporia – claim for bonus from Advansia and counterclaim for damages works

Advansia acted as construction manager for the Emporia development. The agreement with them contained a bonus clause, which is not disputed.

Advansia claim that they are entitled to the full bonus of MSEK 17. Steen & Strøm accepts a bonus of MSEK 2.3, but has rejected the remainder of the claim of MSEK 14.6, which is based on (1) successful delivery of Emporia on time, and (2) delivery within the budgeted cost.

Steen & Strøm has also presented a counterclaim against Advansia. The contracted work regarding electric systems including fire alarm system in Emporia was not approved at the final inspection. Steen & Strøm has in respect hereto claimed compensation for additional expenditures from ÅF (recently merged with Advansia). ÅF has been responsible for the planning of the mentioned contract works. Further, we also consider that Advansia might have a direct responsibility in their capacity as construction managers.

Advansia referred the bonus discussion to arbitration, and argued that the arbitration case should be held in Norway as a framework agreement with Advansia (signed in 2006) states that any arbitration shall be held in Norway. The arbitration case was won by Steen & Strøm: The arbitration court ruled that it could not rule on the matter, and also ordered Advansia to pay NOK 200,000 of our legal fees, as well as the total costs of the arbitration court (in excess of NOK 250,000).

The parties have held settlement discussions without success. In our assessment of the case regarding the bonus we find that Advansia is entitled to 2,3 MSEK and we may be liable to pay another 7,6 MSEK. Advansia will however most probably not be entitled to the remaining 7,6 MSEK. In addition hereto we will claim full damage from Advansia which is capped in the agreement between S&S and Advansia to 6 MSEK.

Advansia have now taken the case to the ordinary Swedish courts, and legal documents have been exchanged. Nothing new has come up that change our opinion about our chances in the dispute. Main proceedings will start in November, 2017.

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Other than the above, the Group is not aware of any ongoing, pending or threatened governmental, legal or arbitration proceedings during the previous 12 months that may have or have had in the recent past a significant effect on the Company and/or the Group's financial position or profitability.

11.6 Significant change in the Group's financial or trading position

There has been no significant change in the financial or trading position of the Group which has occurred since the end of the last financial period for which either audited financial information or interim financial information have been published.

12 Documents on display

The following documents (or copies thereof) may be inspected for the life of the Registration Document at the headquarter of Steen & Strøm AS, Støperigt 1, NO-0118 Oslo, Norway:

- (a) the memorandum and articles of association of Steen & Strøm AS
- (b) all reports, letters, and other documents, historical financial information, valuations and statements prepared by any expert at Steen & Strøm AS' request any part of which is included or referred to in the Registration Document;
- (c) the historical financial information of Steen & Strøm AS and its subsidiary undertakings for each of the two financial years preceding the publication of the Registration Document.

Cross Reference List

Reference in Registration Document	Refers to	Details
11.1 Historical Financial Information	Financial Statements 2016, available at http://www.steenstrom.com/annual-reports	Income statement, page 53 Balance sheets, pages 54-55 Cash flow statement, page 56 Notes to the financial statements, pages 58-64
	Consolidated Financial Statements 2016, available at http://www.steenstrom.com/annual-reports	Consolidated income statement, page 15 Consolidated balance sheets, page 16-17 Consolidated cash flow statement, page 18 Notes to the consolidated financial statements, pages 20-51
	Financial Statements 2015, available at http://www.steenstrom.com/annual-reports	Income statement, page 98 Balance sheets, page 99-100 Cash flow statement, page 102 Notes to the financial statements, pages 103-114
	Consolidated Financial Statements 2015, available at http://www.steenstrom.com/annual-reports	Consolidated income statement, page 12 Consolidated balance sheets, page 13 Consolidated cash flow statement, page 17 Notes to the consolidated financial statements, pages 19-97
11.3.1 Statement of audited historical financial information	Annual Report 2016, available at http://www.steenstrom.com/annual-reports	Auditor's report, page 66
	Annual Report 2015, available at http://www.steenstrom.com/annual-reports	Auditor's report, page 115

References to the above mentioned documents are limited to information given in "Details", e.g. that the non-incorporated parts are either not relevant for the investor or covered elsewhere in the prospectus.

Joint Lead Arrangers' disclaimer

Danske Bank A/S, Norwegian branch, DNB Bank ASA and Skandinaviska Enskilda Banken AB (publ), Norwegian branch, the Joint Lead Arrangers, have assisted the Company in preparing the Registration Document. The Joint Lead Arrangers have not verified the information contained herein. Accordingly, no representation, warranty or undertaking, express or implied, is made and the Joint Lead Arrangers expressly disclaim any legal or financial liability as to the accuracy or completeness of the information contained in this Registration Document or any other information supplied in connection with the issuance or distribution of bonds by Steen & Strøm AS.

This Registration Document is subject to the general business terms of the Joint Lead Arrangers, available at their respective websites. Confidentiality rules and internal rules restricting the exchange of information between different parts of the Joint Lead Arrangers may prevent employees of the Joint Lead Arrangers who are preparing this Registration Document from utilizing or being aware of information available to the Joint Lead Arrangers and/or any of their affiliated companies and which may be relevant to the recipient's decisions.

Each person receiving this Registration Document acknowledges that such person has not relied on the Joint Lead Arrangers, nor on any person affiliated with it in connection with its investigation of the accuracy of such information or its investment decision.

Trondheim/Oslo, 27 November 2017

Danske Bank A/S,
Norwegian branch
(www.danske.no)

DNB Bank ASA
(www.dnb.no)

Skandinaviska Enskilda Banken AB
(publ), Norwegian branch
(www.seb.no)

Annex 1 List of subsidiaries and consolidated companies

Company name	Country	Headquarter	Share as of 01.10.2017
Amanda Storsenter AS	Norway	Oslo	100.0%
Farmandstredet Eiendom AS	Norway	Oslo	100.0%
Gulskogen Senter AS	Norway	Oslo	100.0%
Hamar Storsenter AS	Norway	Oslo	100.0%
Metro Shopping AS	Norway	Oslo	50.0%
Metro Senter ANS	Norway	Oslo	50.0%
Nerstranda AS	Norway	Oslo	100.0%
Nordal ANS	Norway	Oslo	50.0%
Nordbyen Senter DA	Norway	Oslo	50.0%
Nordbyen Senter 2 AS	Norway	Oslo	50.0%
Oslo City Parkering AS	Norway	Oslo	100.0%
Oslo City Kjøpesenter AS	Norway	Oslo	100.0%
Steen & Strøm Mediapartner Norge AS	Norway	Oslo	100.0%
Slagenveien 2 AS	Norway	Oslo	100.0%
Stavanger Storsenter AS	Norway	Oslo	100.0%
Steen & Strøm AS	Norway	Oslo	100.0%
Steen & Strøm Norge AS	Norway	Oslo	100.0%
Steen & Strøm Senterservice AS	Norway	Oslo	100.0%
Vinterbro Senter DA	Norway	Oslo	100.0%
Økern Eiendom ANS	Norway	Oslo	50.0%
Økern Sentrum ANS	Norway	Oslo	50.0%
Økern Sentrum AS		Oslo	50.0%
Steen & Strøm Holding AB	Sweden	Stockholm	100.0%
Steen & Strøm Sverige AB	Sweden	Stockholm	100.0%
Fastighets Aktiebolaget Centruminvest	Sweden	Stockholm	100.0%
Fastighets Aktiebolaget Centrum Västerort	Sweden	Stockholm	100.0%
Fastighetsaktiebolaget Marieberg Galleria	Sweden	Stockholm	100.0%
North Man Sverige Aktiebolag	Sweden	Stockholm	100.0%
Fastighets AB P Porthälla	Sweden	Stockholm	100.0%
Fastighets AB Allum	Sweden	Stockholm	100.0%
Fastighetsaktiebolaget Borlänge Köpcentrum	Sweden	Stockholm	100.0%
Fastighets Aktiebolaget Uddevallatorpet	Sweden	Stockholm	100.0%
Fastighets AB P Åkanten	Sweden	Stockholm	100.0%
Partille Lexby AB	Sweden	Stockholm	100.0%
Fastighets AB Emporia	Sweden	Stockholm	100.0%
Västra Torp Mark AB	Sweden	Stockholm	100.0%
Fastighets AB P Brodalen	Sweden	Stockholm	100.0%
Fastighets AB Västra Götaland	Sweden	Stockholm	100.0%
Mäss Center Torp AB	Sweden	Stockholm	100.0%
Grytingen Nya AB	Sweden	Stockholm	64.8%
Fastighets AB Lackeraren Borlänge	Sweden	Stockholm	100.0%
Steen & Strøm Holding A/S	Denmark	Copenhagen	100.0%
Steen & Strøm Danmark A/S	Denmark	Copenhagen	100.0%
Steen & Strøm CenterDrift A/S	Denmark	Copenhagen	100.0%
Steen & Strøm CenterService A/S	Denmark	Copenhagen	100.0%
Fields Ejer I A/S	Denmark	Copenhagen	100.0%
Fields Ejer II A/S	Denmark	Copenhagen	100.0%

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Fields Copenhagen I/S	Denmark	Copenhagen	100.0%
Bruun´s Galleri A/S	Denmark	Copenhagen	100.0%
Bryggen, Vejle A/S	Denmark	Copenhagen	100.0%
VIVA, Odense A/S	Denmark	Copenhagen	100.0%
Steen & Strøm CenterUdvikling VI A/S	Denmark	Copenhagen	100.0%

Annex 2 Articles of Association

VEDTEKTER

for STEEN & STRØM AS

Vedtatt på ekstraordinær generalforsamling
24. august 2012

§ 1

Selskapets navn er Steen & Strøm AS.

§ 2

Selskapets forretningskontorer i Oslo kommune.

§ 3

Selskapets formål er investeringer i, drift og forvaltning, utbygging, ombygging, utvikling og vedlikehold av fast eiendom, herunder entreprenørvirksomhet, handel og alt hva hermed står i forbindelse, herunder erverv og salg av verdipapirer og deltakelse i andre selskaper som aksjonærer eller på annen måte.

§ 4

Selskapets firma tegnes av styrets formann og ett styremedlem i fellesskap.

§ 5

Selskapets aksjekapital er NOK 58 133 334 fordelt på 30 402 116 aksjer à NOK1,912148,- lydende på navn. Selskapets aksjer er registrert i Verdipapirsentralen.

§ 6

Selskapets styre skal ha 5 –7 medlemmer.

§ 7

Aksjene i selskapet er fritt omsettelige. Selskapets samtykke er ikke nødvendig ved erverv av aksjer, jf. aksjeloven § 4-15, annet ledd

§ 8

Den ordinære generalforsamling skal behandle:

1. Fastsettelse av resultatregnskapet og balansen, herunder anvendelse av årsoverskudd eller årsunderskuddet.
2. Valg av styre.
3. Andre saker som etter lov eller vedtekter hører under generalforsamlingen.

ARTICLES OF ASSOCIATION

of STEEN & STRØM AS

As amended by General Meeting on 24 August, 2012

§ 1

The name of the Company is Steen & Strøm AS.

§ 2

The head-office of the Company will be in the municipality of Oslo.

§ 3

The object of the Company to invest, manage, develop, redevelop and maintain real estate, including construction operations, retail operations and anything in connection herewith, including purchase and sale of shares and participation in other companies as shareholders or otherwise.

§ 4

The power of attorney of the Company will be held by the Chairman and one member of the Board jointly.

§ 5

The share capital of the Company is NOK 58 133 355, distributed among 30.402.116 shares of NOK 1,912148,- in name. The shares of the Company is registered in the Central Securities Registry.

§ 6

The Board of the company shall consist of between 5 and 7 members.

§ 7

The shares of the Company are freely transferrable. The approval of the Company is not required for the purchase of shares, ref. section 4-15 (2) of the Joint Stock Companies Act

§ 8

The ordinary General Meeting shall deal with:

1. Settlement of the accounts and balance sheet of the Company, including distribution of the annual profit or loss.
2. Election of board members.
3. Other matters that are under the jurisdiction of the General Meeting pursuant to law or the Articles of Association.