

Note 9 - Personnel expenses and emoluments to senior employees and elected officers

All compensation arrangements at SpareBank 1 SMN are formulated in accordance with the Financial Institutions Act and with the Securities Trading Act with associated regulations concerning compensation arrangements at financial institutions, investment firms and mutual fund management companies.

The compensation committee conducts an annual review of compensation arrangements, and a written report is forwarded to the Board of Directors for scrutiny and approval. The compensation committee is required to ensure that the practising of the compensation arrangements is examined at least once yearly by independent control functions.

The Board of Directors is charged with approving and maintaining the compensation arrangements, and with ensuring that the documentation underlying decisions is safekept. The Board of Directors also approves any material change in or exception from the compensation arrangements.

The Group's guidelines for variable compensation are designed to assure that employees, groups and the business as a whole are compliant with the risk management strategies, processes and tools that the Group has put in place to protect assets and values. The compensation arrangements are formulated in such a way as to ensure that neither individuals nor the organisation take unacceptable risk in order to maximise the variable compensation. To this end the basis for variable compensation based on the entity's risk-adjusted result must be a period of at least one year, and the qualifying period shall not be shorter than one year. SpareBank 1 SMN has no compensation arrangements for customer facing units that would be likely to encourage conduct which challenges the Bank's risk tolerance, ethical guidelines or which may contribute to conflicts of interest. The Bank has no compensation arrangements for control functions that would be likely to encourage conduct which challenges competence, and reduction clauses have been introduced for instances where breaches of applicable rules or guidelines are brought to light. Reduction has its basis in the Group's sanction system.

The following employee groups are covered by the arrangement:

Category 1: CEO and members of the Bank's management team

Category 2: Senior employees

Category 3: Employees with tasks of material significance for the Bank's risk exposure

Category 4: Employees with compensation corresponding to that of senior employees

Category 5: Employees with control functions

An assessment has in addition been made of whether other employees with compensation corresponding to that of the above groups should be subject to special rules under the above criteria.

Parent Bank			(NOK million)	Group		
2009	2010	2011		2011	2010	2009
451	447	480	Wages	749	653	638
59	-95	24	Pension costs (Note 33)	32	-97	59
25	24	25	Social costs	29	27	28
536	376	528	Total personnel expenses	810	583	725
800	825	820	Average number of employees	1,125	1,109	1,070
767	764	786	Number of man-labour years as at 31 December	1,109	1,035	1,017
834	825	828	Number of employees as at 31 December	1,153	1,117	1,108

**Emoluments to Top Management
2011 (thousands of NOK)**

Name	Title	Salary and other short-term benefits	Of which bonuses ¹⁾	Pension contribution for salaries above 12G	Of which share-based bonus payments	Current value of pension liability	Pension rights accrued in past year	Loans at 31.12.	No. of equity capital certificates
Finn Haugan	Group CEO	4,964	494	1,337	-	15,846	627	7,268	126,902
Tore Haarberg	Executive Director, Retail Division (Deputy Group CEO)	2,510	251	305	-	1,942	158	5,640	3,640
Wenche Seljeseth	Executive Director, Marketing and Public Relations	1,035	-	10	11	-	58	2,240	2,463
Vegard Helland ³⁾	Executive Director, Corporate Division	1,888	117	161	-	1,250	128	1,554	5,254
Kjell Fordal	Executive Director, Finance	2,460	267	332	-	5,108	741	2,320	243,896
Tina Steinsvik Sund ⁴⁾	Executive Director, Business Operations	2,066	233	197	-	-	58	4,788	4,205

2010 (thousands of NOK)

Name	Title	Salary and other short-term benefits	Of which bonuses ¹⁾	Pension contribution for salaries above 12G	Of which share-based bonus payments	Current value of pension liability	Pension rights accrued in past year	Loans at 31.12.	No. of equity capital certificates
Finn Haugan	Group CEO	4,429	-	1,337	170	12,457	610	7,465	126,902
Tore Haarberg	Executive Director, Retail Division (Deputy Group CEO)	2,247	-	284	127	1,545	144	5,818	27,640
Reidar Stokke ²⁾	Executive Director, Corporate Division	1,887	-	184	127	1,032	111	3,002	81,495
Vegard Helland ³⁾	Executive Director, Corporate Division	1,396	-	83	20	917	93	2,236	5,254
Kjell Fordal	Executive Director, Finance	2,111	-	297	127	3,704	979	3,543	243,896
Tina Steinsvik Sund ⁴⁾	Executive Director, Business Operations	1,755	-	162	127	-	55	2,670	4,205

2009 (thousands of NOK)

Name	Title	Salary and other short-term benefits	Of which bonuses ¹⁾	Pension contribution for salaries above 12G	Of which share-based bonus payments	Current value of pension liability	Pension rights accrued in past year	Loans at 31.12.	No. of equity capital certificates
Finn Haugan	Group CEO	4,623	542	1,289	-	12,416	215	7,639	89,154
Tore Haarberg	Executive Director, Retail Division (Deputy Group CEO)	2,252	194	274	-	1,429	229	4,130	24,166
Reidar Stokke ²⁾	Executive Director, Corporate Division	1,948	219	184	-	1,097	307	2,930	56,890
Kjell Fordal	Executive Director, Finance	2,026	219	261	-	2,978	164	3,480	176,509
Tina Steinsvik Sund ⁴⁾	Executive Director, Business Operations	1,608	184	117	-	-	52	2,810	1,800

1) Paid bonuses for previous year.

2) Appointed Executive Director, Corporate market Division, up to and including 31 July 2010. Benefits stated are for the entire accounting year.

3) Appointed Executive Director, Corporate market Division, as from 1 August 2010. Benefits stated are for the entire accounting year.

4) Defined-contribution pension scheme.

5) Appointed Executive Director, Marketing and Public Relations, as from December 2011. Benefits stated are for the entire accounting year.

As a result of changes to the tax rules on top pensions, the Board of Directors decided to phase out the group pension scheme for salaries above 12G as from 1 January 2007. The Board has adopted virtually identical pension rights for all employees. For that reason an individual top pension scheme was introduced in 2007 whereby employees with salaries above 12G receive a pension add-on of 16 per cent of salary above 12G. The pension add-on will go to pension saving in products delivered by SpareBank 1. To ensure equality with the phased-out scheme, compensation will be provided for tax on this pension add-on.

Under the employment agreement with the Group CEO, the Bank undertakes to pay salary and other benefits for up to 24 months. The Group CEO is entitled to retire at age 60 on a pension of 68 per cent of pensionable income. The Bank's group occupational pension is included in the Bank's pension obligation to the Group CEO. The Group CEO also has an agreement on a dependants' benefit. The Group CEO has a contractual bonus which is dependent on goal achievement with reference to specific criteria set by the Board of Directors compensation committee.

The Executive Directors have bonus agreements which are dependent on goal achievement with reference to specific criteria set by the Board of Directors compensation committee. The Executive Directors have agreement on post-employment salary of between 1 - 24 months, reduced however by any salary earned in other employment.

An early retirement agreement has been established with one of the executive directors, granting this person the right to retire on reaching age 62. The pension is 68 per cent of pensionable income. The benefit associated with this arrangement is included in the basis for accumulated pension entitlement in the table above.

The number of equity capital certificates includes equity capital certificates owned by related parties and companies over which the individual exercises substantial influence.

**Emoluments to the Board of Directors and the Control Committee
2011 (thousands of NOK)**

Name	Title	Fee	Fees to audit and remuneration committee	Other benefits	Loans as of 31.12.	No. of equity capital certificates
Per Axel Koch	Board chairman	330	16	16	-	35,000
Eli Arnstad	Deputy chair	180	71	17	2,380	4,000
Kjell Bjordal	Board member	155	-	18	-	27,428
Aud Skrudland	Board member as from April 2010	155	-	18	239	1,346
Arnhild Holstad	Board member as from April 2010	155	-	17	2,282	-
Paul E. Hjelm-Hansen	Board member	155	70	16	-	37,536
Bård Benum	Board member	155	68	1	-	-
Venche Johnsen	Board member, employee representative	155	-	611	399	16,706
Rolf Røkke	Chair, Control Committee	135	-	0	-	-
Tone Valmot	Member, Control Committee to end March 2011	26	-	-	-	8,012
Anders Lian	Deputy Chair, Control Committee	90	-	-	-	-
Terje Ruud	Member, Control Committee as from April 2011	71	-	-	-	-

2010 (thousands of NOK)

Name	Title	Fee	Fees to audit and remuneration committee	Other benefits	Loans as of 31.12.	No. of equity capital certificates
Per Axel Koch	Board chairman	320	15	2	-	26,000
Eli Arnstad	Deputy chair	175	75	2	2,201	4,000
Anne-Brit Skjetne	Board member to end-March 2010	38	-	1	-	5,109
Christel Borge	Board member to end-March 2010	38	-	-	-	-
Kjell Bjordal	Board member	150	-	3	-	27,428
Aud Skrudland	Board member as from April 2010	113	-	7	349	1,346
Odd Tore Finnøy	Board member to end-March 2010	75	-	1	-	-
Paul E. Hjelm-Hansen	Board member	150	78	2	-	37,536
Bård Benum	Board member	150	75	-	-	-
Venche Johnsen	Board member, employee representative	150	-	524	544	16,473
Arnhild Holstad	Board member as from April 2010	113	-	2	2,344	-
Rolf Røkke	Chair, Control Committee	130	-	2	-	-
Tone Valmot	Member, Control Committee	85	-	8	-	8,012
Anders Lian	Member, Control Committee	85	-	-	-	-

2009 (thousands of NOK)

Name	Title	Fee	Fees to audit and remuneration committee	Other benefits	Loans as of 31.12.	No. of equity capital certificates
Per Axel Koch	Board chairman	320	3	-	-	18,000
Eli Arnstad	Deputy chair	175	37	0	2,002	-
Anne-Brit Skjetne	Board member	140	-	1	0	3,727
Christel Borge	Board member	140	-	-	-	-
Kjell Bjordal	Board member	140	-	2	-	20,000
Kjell Eriksen	Board member to end-March 2009	35	12	-	-	2,400
Odd Tore Finnøy	Board member	140	-	2	-	-
Paul E. Hjelm-Hansen	Board member	198	52	0	-	27,600
Bård Benum	Board member as from April 2009	105	12	-	-	-
Venche Johnsen	Board member, employee representative	140	-	513	685	11,944
Rolf Røkke	Chair, Control Committee	130	-	-	-	-
Tone Valmot	Member, Control Committee	85	-	12	-	5,886
Anders Lian	Member, Control Committee	85	-	-	-	-

The Board chairman has neither a bonus agreement nor any agreement on post-employment salary. The no. of equity capital certificates includes certificates owned by related parties and companies over which the individual exerts substantial influence.

Emoluments to Supervisory Board

(thousands of NOK)

	2011	2010	2009
Supervisory Board chair Terje Skjønhal	77	67	55
Other members	670	607	690