

**MINUTES FROM THE  
EXTRAORDINARY GENERAL MEETING  
OF NORWEGIAN FINANS HOLDING ASA**

Extraordinary general meeting of shareholders was held on November 26, 2018 at 10.00 AM at the company's premises at Snarøyveien 36, 1364 Fornebu.

Present:

101,308,653 shares of total 186,751,856 shares.

Thus were 54.25 % of the shares represented.

From the board of directors attended: Bjørn Østbø, John Høsteland and Christine Rødsæther

From the administration attended: Chief Executive Officer Tine Wollebekk, Chief Financial Officer Pål Svenkerud and Chief Legal and Compliance Officer Frode Bergland Bjørnstad

Agenda:

**1. OPENING OF MEETING AND RECORDING OF ATTENDANCE**

Bjørn Østbø opened the meeting. Attending shareholders were registered.

**2. ELECTION OF A CHAIRPERSON AND A PERSON TO SIGN THE MINUTES TOGETHER WITH THE CHAIRPERSON**

Bjørn Østbø was elected to lead the meeting and to draft the minutes.

Pål Svenkerud was elected to sign the minutes together with the chairperson.

**3. APPROVAL OF THE NOTICE AND THE AGENDA**

There were no objections to the notice or to the agenda which thus were adopted.

**4. VOTE ON WHETHER THE GENERAL MEETING SHALL CALL UPON THE BOARD OF DIRECTORS OF NORWEGIAN FINANS HOLDING ASA TO INITIATE THE PROCESS TO APPLY FOR A DUAL LISTING OF ITS SHARES ON MAIN MARKET OF THE LONDON STOCK EXCHANGE**

The proposal from the share holder Fortelus to initiated the process to apply for a dual listing of its shares on the main market of London Stock Exchange was not approved, cf. attachment. 15,453,721 votes were cast for the proposal, while 85.854.682 shares voted against. 250 shares refrained from voting.

[OFFICE TRANSLATION]

The meeting was adjourned and the minutes signed.

Bærum, November 26, 2018

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Bjørn Østbø

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Pål Svenkerud

## Protocol for general meeting NORWEGIAN FINANS HOLDING ASA

ISIN:	<u>NO0010387004 NORWEGIAN FINANS HOLDING ASA</u>
General meeting date:	26/11/2018 10.00
Today:	26.11.2018

Shares class	FOR	Against	Poll in	Abstain	Poll not registered	Represented shares with voting rights
<b>Agenda item 1 Opening of meeting and recording of attendance</b>						
Ordinær	101,304,199	15	101,304,214	4,439	0	101,308,653
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	100.00 %	0.00 %	100.00 %	0.00 %	0.00 %	
total sc in %	54.25 %	0.00 %	54.25 %	0.00 %	0.00 %	
<b>Total</b>	<b>101,304,199</b>	<b>15</b>	<b>101,304,214</b>	<b>4,439</b>	<b>0</b>	<b>101,308,653</b>
<b>Agenda item 2 Election of a chairperson and a person to sign the minutes together with the chairperson</b>						
Ordinær	101,303,724	15	101,303,739	4,914	0	101,308,653
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	100.00 %	0.00 %	100.00 %	0.01 %	0.00 %	
total sc in %	54.25 %	0.00 %	54.25 %	0.00 %	0.00 %	
<b>Total</b>	<b>101,303,724</b>	<b>15</b>	<b>101,303,739</b>	<b>4,914</b>	<b>0</b>	<b>101,308,653</b>
<b>Agenda item 3 Approval of the notice and the agenda</b>						
Ordinær	101,308,508	15	101,308,523	130	0	101,308,653
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	100.00 %	0.00 %	100.00 %	0.00 %	0.00 %	
total sc in %	54.25 %	0.00 %	54.25 %	0.00 %	0.00 %	
<b>Total</b>	<b>101,308,508</b>	<b>15</b>	<b>101,308,523</b>	<b>130</b>	<b>0</b>	<b>101,308,653</b>
<b>Agenda item 4 Board to initiate a process to apply for a secondary listing of the Company's shares on the Main Market of the London Stock Exchange.</b>						
Ordinær	15,453,721	85,854,682	101,308,403	250	0	101,308,653
votes cast in %	15.25 %	84.75 %		0.00 %		
representation of sc in %	15.25 %	84.75 %	100.00 %	0.00 %	0.00 %	
total sc in %	8.28 %	45.97 %	54.25 %	0.00 %	0.00 %	
<b>Total</b>	<b>15,453,721</b>	<b>85,854,682</b>	<b>101,308,403</b>	<b>250</b>	<b>0</b>	<b>101,308,653</b>

Registrar for the company:

DNB Bank ASA

Signature company:

NORWEGIAN FINANS HOLDING ASA

### Share information

Name	Total number of shares	Nominal value	Share capital	Voting rights
Ordinær	186,751,856	1.00	186,751,856.00	Yes
<b>Sum:</b>				

### § 5-17 Generally majority requirement

requires majority of the given votes

### § 5-18 Amendment to resolution

Requires two-thirds majority of the given votes

like the issued share capital represented/attended on the general meeting

## Total Represented

ISIN:	<u>NO0010387004 NORWEGIAN FINANS HOLDING ASA</u>
General meeting date:	26/11/2018 10.00
Today:	26.11.2018

**Number of persons with voting rights represented/attended : 3**

	Number of shares	% sc
Total shares	186,751,856	
- own shares of the company	0	
Total shares with voting rights	186,751,856	
Represented by own shares	155,754	0.08 %
Represented by advance vote	15,863,142	8.49 %
<b>Sum own shares</b>	<b>16,018,896</b>	<b>8.58 %</b>
Represented by proxy	6,026,865	3.23 %
Represented by voting instruction	79,262,892	42.44 %
<b>Sum proxy shares</b>	<b>85,289,757</b>	<b>45.67 %</b>
<b>Total represented with voting rights</b>	<b>101,308,653</b>	<b>54.25 %</b>
<b>Total represented by share capital</b>	<b>101,308,653</b>	<b>54.25 %</b>

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DNB Bank ASA

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