

[OFFICE TRANSLATION]

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

Extraordinary general meeting of shareholders was held on December 7, 2018 at 10.00 AM at the company's premises at Snarøyveien 36, 1364 Fornebu.

Present:

104,228,908 shares of total 186,751,856 shares.

Thus were 55.81 % of the shares represented.

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

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.

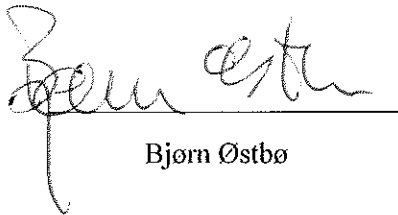
4. VOTE ON WHETHER THE GENERAL MEETING SHALL CALL UPON THE BOARD OF DIRECTORS OF NORWEGIAN FINANS HOLDING ASA TO INITIATE THE PROCESS TO REDOMICILE ALL OF THE BANKING OPERATIONS OF ITSELF AND ITS SUBSIDIARIES OUTSIDE OF NORWAY WITHIN NINE MONTHS

The proposal from the shareholder Fortelus to initiate the process to redomicile all of the banking operations of itself and its subsidiaries outside of Norway within nine months was not approved, cf. attachment. 21,165,745 votes were cast for the proposal, while 82,954,025 shares voted against. 109,138 shares refrained from voting.

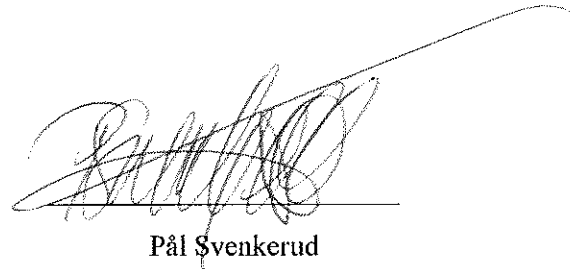
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The meeting was adjourned and the minutes signed.

Bærum, December 7, 2018



Bjørn Østbø



Pål Svenkerud

Protocol for general meeting NORWEGIAN FINANS HOLDING ASAISIN: NO0010387004 NORWEGIAN FINANS HOLDING ASA

General meeting date: 07/12/2018 10.00

Today: 07.12.2018

Shares class	FOR	Against	Poll in	Abstain	Poll not registered	Represented shares with voting rights
Agenda item 1 Opening of meeting and recording of attendance						
Ordinær	104,118,609	0	104,118,609	110,299	0	104,228,908
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	99.89 %	0.00 %	99.89 %	0.11 %	0.00 %	
total sc in %	55.75 %	0.00 %	55.75 %	0.06 %	0.00 %	
Total	104,118,609	0	104,118,609	110,299	0	104,228,908
Agenda item 2 Election of a chairperson and a person to sign the minutes together with the chairperson						
Ordinær	104,118,009	0	104,118,009	110,899	0	104,228,908
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	99.89 %	0.00 %	99.89 %	0.11 %	0.00 %	
total sc in %	55.75 %	0.00 %	55.75 %	0.06 %	0.00 %	
Total	104,118,009	0	104,118,009	110,899	0	104,228,908
Agenda item 3 Approval of the notice and the agenda						
Ordinær	104,119,059	15	104,119,074	109,834	0	104,228,908
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	99.90 %	0.00 %	99.90 %	0.11 %	0.00 %	
total sc in %	55.75 %	0.00 %	55.75 %	0.06 %	0.00 %	
Total	104,119,059	15	104,119,074	109,834	0	104,228,908
Agenda item 4 The matter proposed by Fortelus, owning more than 5 % of the shares						
Ordinær	21,165,745	82,954,025	104,119,770	109,138	0	104,228,908
votes cast in %	20.33 %	79.67 %		0.00 %		
representation of sc in %	20.31 %	79.59 %	99.90 %	0.11 %	0.00 %	
total sc in %	11.33 %	44.42 %	55.75 %	0.06 %	0.00 %	
Total	21,165,745	82,954,025	104,119,770	109,138	0	104,228,908

Registrar for the company:

DNB Bank ASA

Signature company:

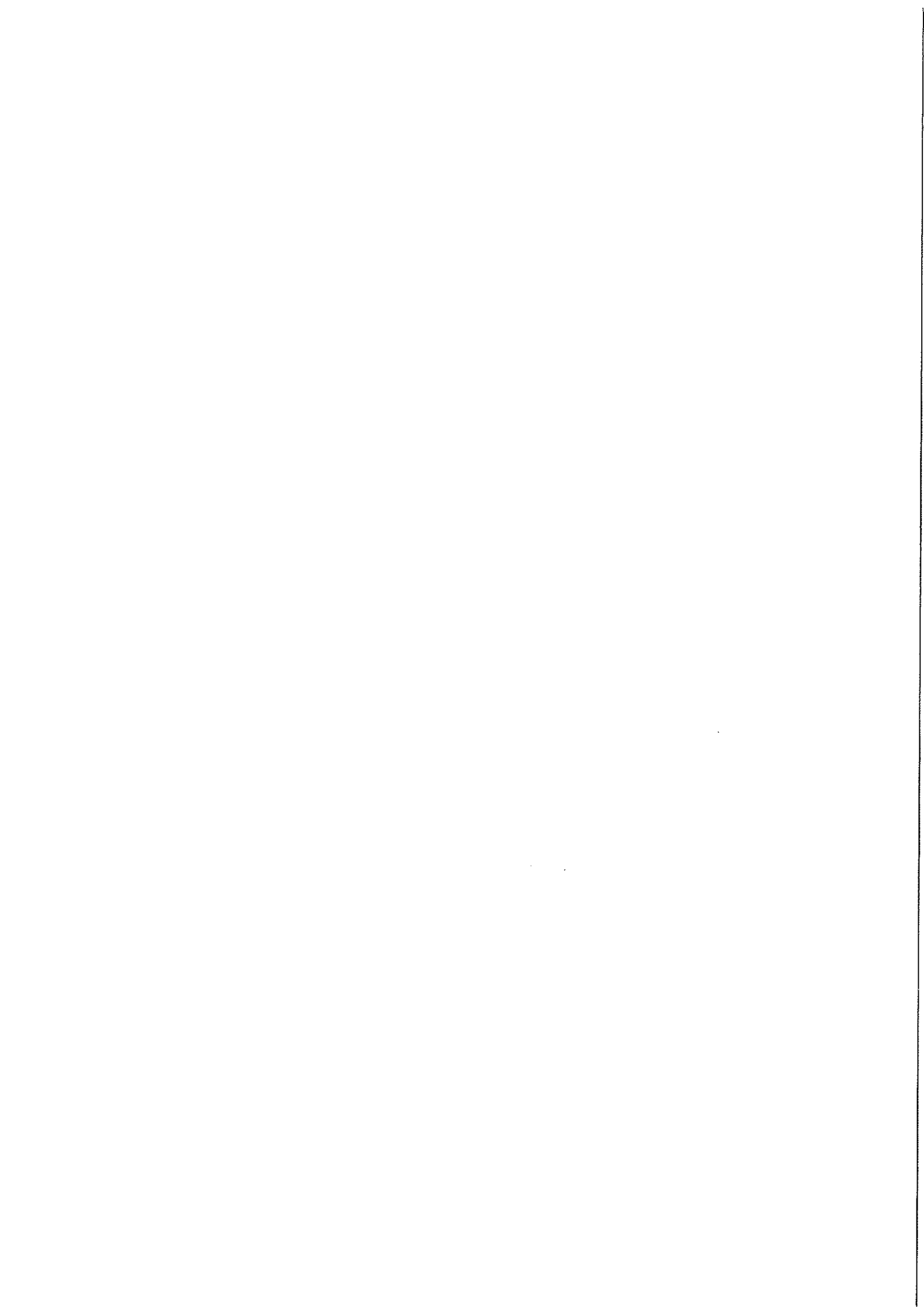
NORWEGIAN FINANS HOLDING ASA

Share Information

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

§ 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: N00010387004 NORWEGIAN FINANS HOLDING ASA
 General meeting date: 07/12/2018 10.00
 Today: 07.12.2018

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	525,889	0.28 %
Represented by advance vote	11,794,142	6.32 %
Sum own shares	12,320,031	6.60 %
Represented by proxy	662,400	0.36 %
Represented by voting instruction	91,246,477	48.86 %
Sum proxy shares	91,908,877	49.21 %
Total represented with voting rights	104,228,908	55.81 %
Total represented by share capital	104,228,908	55.81 %

Registrar for the company:

DNB Bank ASA

Signature company:

NORWEGIAN FINANS HOLDING ASA

