

NOTICE OF EXTRAORDINARY GENERAL MEETING

IN

NORWEGIAN FINANS HOLDING ASA

The extraordinary general meeting of shareholders (the "General Meeting") of Norwegian Finans Holding ASA (the "Company") will commence at the following place and time:

Place: The Company's premises at Snarøyveien 36, 1364 Fornebu, Norway

Date: Monday, October 28, 2019

Time: 11:00 AM

The board of directors (the "Board" or the "Board of Directors") has proposed the following agenda:

1. Opening of the General Meeting by the chair of the Board, Bjørn Østbø, and recording of attendance
2. Election of a meeting chairperson and a person to co-sign the minutes together with the chairperson
3. Approval of the notice and the agenda
4. Election of up to two new members of the Board of Directors. Further information will be provided in the proposal from the nomination committee to be made public in due time before the General Meeting
5. Election of up to one new member of the nomination committee. Reference is made to the above mentioned proposal from the nomination committee

The shares of the Company, attendance and voting

At the date of this notice, the Company's share capital is NOK 186 751 856.00 divided into 186 751 856 shares each having a par value of NOK 1.00. The Company has a holding of 57 078 own shares that is not entitled voting rights.

There are no limitations for voting rights set out in the articles of association, however, no voting rights may be exercised for the Company's own shares (treasury shares) or for shares held by the Company's subsidiaries. Each share is entitled to one vote.

Shareholders are entitled to attend and vote at the General Meeting when their acquisition of shares has been entered in the register of shareholders (VPS) by no later than the business day prior to the General Meeting (the record date – 12:00 (noon) Friday, October 25, 2019). Shares registered in a nominee account do not have voting rights. Shareholders who own shares through nominee accounts must transfer the shares to their own VPS account before the record date in order to exercise voting rights.

Shareholders who wish to attend the General Meeting in person or by proxy are kindly asked to notify DNB Bank ASA, Verdipapirservice, NO-0021 Oslo. Notification must be received by Verdipapirservice by 12:00 noon, Friday, October 25, 2019. Registration form/proxy will be made public with the the proposal from the nomination committee. Registration can also be made electronically via investor services (investortjenester), by sending an e-mail to genf@dnb.no or <https://www.banknorwegian.no/OmOss/InvestorRelations/GeneralMeeting> by the same deadline.

Shareholders' rights

The shareholders have certain statutory rights in connection with the General Meeting, including:

The right to attend the meeting, either in person or by proxy, the right to speak at the meeting, the right to be assisted by an advisor and to give the advisor the right to speak, the right to have the Board members and the chief executive officer to provide information regarding (1) the annual report and annual accounts, (2) other issues on the agenda and (3) the Company's financial position, save for the exemptions provided by the Norwegian Public Limited Liability Companies Act section 5-15 and the right to propose resolutions to the items on the agenda.

Furthermore, the shareholders have the right to have proposals addressed by the General Meeting if the shareholder has notified in writing in due time before the deadline for summoning of the General Meeting (21 days), provided that the proposal for a resolution or an explanation of the reasons why the item is proposed for the agenda is presented within said time limits.

The Company's annual report for 2018 and this notice are available on www.banknorwegian.no/OmOss/InvestorRelations or via investor services.

Bærum, October 7, 2019

Bjørn Østbø
Chair of the Board

ATTACHMENTS TO THE NOTICE OF EXTRAORDINARY GENERAL MEETING OCTOBER 28, 2019

ITEM 4 – ELECTION OF UP TO TWO NEW MEMBERS OF THE BOARD OF DIRECTORS

The Nomination Committee proposes that the General Meeting elects the following members to the Board of Directors:

The Board of Directors Norwegian Finans Holding ASA

Position	Name	Elected	For election	Proposal
Chairman	Bjørn Østbø	2018		
Member	John Høsteland	2019	•	Bjørn H. Kise until the Ordinary General Meeting 2021
Member	Christine Rødsæther	2019		
Member	Anita Aarnæs	2019		
Member	Rolv-Erik Spilling	2018	•	Knut Arne Alsaker until the Ordinary General Meeting 2021
Member	Gunn Ingemundsen	2018		
Member	Kjetil Garstad	2019		

Bjørn H. Kise (born 1950) has more than 35 years of experience of legal practice with the law firm Simonsen Vogt Wiig AS, where he is also a partner. He is (since 1997) admitted to the Supreme Court. Kise has a Law Degree from the University of Oslo. Kise is one of the founding partners of Norwegian Air Shuttle ASA and was a board member from 1993 to 2019. He also holds a number of board appointments in large and medium-sized companies in Norway and abroad. Kise was Chairman of the Board of Bank Norwegian AS and Norwegian Finans Holding ASA from 2007 until 2018.

Knut Arne Alsaker (born 1973) has been Group Chief Financial Officer of Sampo Group since 2019 and a member of the Group Executive Committee since 2014. Alsaker has a Master of Science in economics and business administration from the Norwegian School of Economics. He previously held various positions in Storebrand ASA (1998-2000) and If P&C Insurance Ltd (2000-2018). Alsaker is a board member of If P&C Insurance Holding Ltd and the vice chairman of the board of Mandatum Life Insurance Company Limited.

The Nomination Committee's proposal is based on the following:

1. Recommendation from the Chairman of the Board of Norwegian Finans Holding ASA for a broader ownership representation on the Board.
2. Request from Bjørn H. Kise to join the Board.
3. Joint request from Sampo Group and Nordic Capital for two seats on the Board of Norwegian Finans Holding ASA. In addition to one member in the Company's Nomination Committee.

The Nomination Committee has assessed other candidates, including candidates who do not speak Norwegian and who reside outside of the Nordic countries.

The Nomination Committee supports the Chairman of the Board in that the current Board should have a broader ownership representation. The entry of Bjørn H. Kise and Knut Arne Alsaker on the Board will improve this situation. The Nomination Committee perceives and has treated the request from Sampo Group and Nordic Capital as a grouped request given their joint inquiry for new board members and today's ownership structure. As of today, the companies represent 9.9% of the shares in Norwegian Finans Holding ASA. Bjørn H. Kise represents shareholders who combined hold 14% of the Company. The Company's shareholders will obtain a broader representation on the Board through the entry of Bjørn H. Kise and Knut Arne Alsaker.

Currently, the Nomination Committee sees it as an advantage that the Board and Nomination Committee continues to handle board matters in Norwegian and that the members reside within the same time zone.

Consequently, the Nomination Committee recommends the election of Bjørn H. Kise and Knut Arne Alsaker to the Board of Norwegian Finans Holding ASA, replacing John Høsteland and Rolv-Erik Spilling.

ITEM 5- ELECTION OF UO TO ONE NEW MEMBER OF THE NOMINATION COMMITTEE

The Nomination Committee proposes that the General Meeting elects the following members to the Nomination Committee:

Nomination Committee in Bank Norwegian AS and Norwegian Finans Holding ASA

Position	Name	Elected	For election	Proposal
Chairman	Knut Gillesen	2019		
Member	Beret Sundet	2018		
Member	Bjørn H. Kise	2019	•	Robert Furuhjelm until the Ordinary General Meeting 2021
Deputy	Alf Nielsen	2019		

Robert Furuhjelm is Head of the Consumer sector team and Head of Finland in Nordic Capital Svenska AB. Furuhjelm has more more than 25 years of experience working with M&A and private equity. Prior to joining Nordic Capital in 2003, Furuhjelm worked at Goldman Sachs (1994–1996) and at SEB (1996–2003). Furuhjelm holds a bachelor of science in economics from the Swedish School of Economics and Business Administration in Helsinki. Robert Furuhjelm has extensive experience from nomination committee work on behalf of Nordic Capital.

Ref no:

PIN code:

Notice of Extraordinary General Meeting

Meeting in Norwegian Finans Holding ASA will be held on 28. October 2019 at 11.00 a.m. Address: Snarøyveien 36, 1364 Fornebu, Norway

The company accepts votes in advance for this Meeting. Registration Deadline for advance votes: 25. October 2019 at 12:00 p.m. Advance votes may only be executed electronically, through the Company's website

<https://www.banknorwegian.no/OmOss/InvestorRelations/Generalforsamling>

or via VPS Investor Services.

Notice of attendance

The Undersigned will attend the Extraordinary General Meeting on the 28. October 2019 and cast votes for:

_____ own shares.

Notice of attendance should be registered electronically through the Company's website

<https://www.banknorwegian.no/OmOss/InvestorRelations/Generalforsamling>

or via VPS Investor Services.

For notification of attendance through the Company's website, the above mentioned pin code and reference number must be stated.

Alternatively through VPS Investor service where pin code and reference number is not needed.

If you are not able to register this electronically, you may send by E-mail to genf@dnb.no, or by regular Mail to DNB Bank ASA, Registrars Department, P.O.Box 1600 Centrum, 0021 Oslo, Norway. The notice of attendance must be received no later than 25. October 2019 at 12:00 p.m.

If the shareholder is a Company, please state the name of the individual who will be representing the Company:

Place	Date	Shareholder's signature
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Proxy without voting instructions for Extraordinary General Meeting of Norwegian Finans Holding ASA

If you are unable to attend the meeting, you may grant proxy to another individual.

Ref no:

PIN code:

Proxy should be submitted electronically through the Company's website

<https://www.banknorwegian.no/OmOss/InvestorRelations/Generalforsamling>

or via VPS Investor Services.

For granting proxy through the Company's website, the above mentioned pin code and reference number must be stated.

Alternatively through VPS Investor service where pin code and reference number is not needed.

If you are not able to register this electronically, you may send by E-mail to genf@dnb.no, or by regular Mail to DNB Bank ASA, Registrars Department, P.O.Box 1600 Centrum, 0021 Oslo, Norway. The notice of attendance must be received no later than 25. October 2019 at 12:00 p.m.

If you send the proxy without naming the proxy holder, the proxy will be given to the Chair of the Board of Directors or an individual authorised by him or her.

This proxy must be received no later than 25. October 2019 at 12:00 p.m.

The undersigned: _____

hereby grants (tick one of the two)

the Chair of the Board of Directors (or a person authorised by him or her), or

(Name of proxy holder in capital letters)

proxy to attend and vote for my/our shares at the Extraordinary General Meeting of Norwegian Finans Holding ASA on 28. October 2019.

Place	Date	Shareholder's signature (Only for granting proxy)
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With regards to your right to attend and vote, reference is made to the Norwegian Public Limited Liability Companies Act, in particular Chapter 5. If the shareholder is a Company, the Company's Certificate of Registration must be attached to the proxy.

Proxy with voting instructions

If you are unable to attend the Extraordinary General Meeting in person, you may use this proxy form to give voting instructions to Chair of the Board of Directors or the person authorised by him or her.

Proxies with voting instructions can only be registered by DNB, and must be sent to genf@dnb.no (scanned form) or by regular Mail to DNB Bank ASA, Registrars' Department, P.O.Box 1600 Centrum, 0021 Oslo, Norway.

The form must be received by DNB Bank ASA, Registrars' Department no later than 25. October 2019 at 12:00 p.m.

Proxies with voting instructions must be dated and signed in order to be valid.

The undersigned: _____

Ref no: _____

hereby grants the Chair of the Board of Directors (or the person authorised by him or her) proxy to attend and vote for my/our shares at the Extraordinary General Meeting of Norwegian Finans Holding ASA on 28. October 2019.

The votes shall be exercised in accordance to the instructions below. If the sections for voting are left blank, this will be counted as an instruction to vote in accordance with the Board's and Nomination Committee's recommendations. However, if any motions are made from the attendees in addition to or in replacement of the proposals in the Notice, the proxy holder may vote at his or her discretion. If there is any doubt as to how the instructions should be understood, the proxy holder may abstain from voting.

Agenda for the Extraordinary General Meeting October 28, 2019	For	Against	Abstention
2. Election of a chairperson and a person to sign the minutes together with the chairperson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Approval of the notice and the agenda	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Election of members to the Board of Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<i>Individual voting:</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.1 Bjørn H. Kise (new)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.2 Knut Arne Alsaker (new)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Election of members to the Nomination Committee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<i>Individual voting:</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.1 Robert Furuhjelm (new)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Place _____ Date _____ Shareholder's signature (Only for granting proxy with voting instructions) _____

With regards to your right to attend and vote, reference is made to the Norwegian Public Limited Liability Companies Act, in particular Chapter 5. If the shareholder is a Company, the Company's Certificate of Registration must be attached to the proxy.