

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

An extraordinary general meeting of shareholders was held on October 28, 2019 at the company's premises at Snarøyveien 36, Fornebu, at 11.00 AM.

Present:

82,969,084 shares of total 186.751.856 shares.

Thus were 44.43% of the shares represented.

From the Board of Directors attended: Bjørn Østbø (Chair) and John Høsteland

From the administration attended: CEO Tine Wollebekk and CFO Pål Svenkerud

From the Nomination Committee attended: Knut Gillesen (Chair)

Agenda:

1. OPENING OF MEETING AND RECORDING OF ATTENDANCE

The Chairman of the Board 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 chairman.

3. APPROVAL OF THE NOTICE AND THE AGENDA

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

4. ELECTION OF UP TO TWO NEW MEMBERS OF THE BOARD OF DIRECTORS

The General Meeting elected Bjørn H. Kise and Knut Arne Alsaker as new board members. John Høsteland and Rolv-Erik Spilling resign from the Board.

Following this, the Board of Directors of Norwegian Finans Holding will have the following members:

Bjørn Østbø (chair)

Bjørn H. Kise
Christine Rødsæther
Anita Aarnæs
Knut Arne Alsaker
Gunn Ingemundsen
Kjetil Garstad

5. ELECTION OF UP TO ONE NEW MEMBER OF THE NOMINATION COMMITTEE

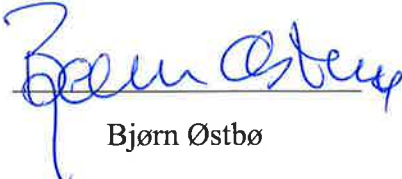
The General Meeting elected Robert Furuhjelm as a new member of the Nomination Committee. Bjørn H. Kise resigns from the Nomination Committee.

Following this, the Nomination Committee of Norwegian Finans Holding will have the following members:

Knut Gillesen (chair)
Beret Sundet
Robert Furuhjelm
Alf Nielsen (deputy)

The meeting was adjourned, and the minutes signed.

Bærum, October 28, 2019


Bjørn Østbø


Pål Svenkerud

Total Represented

ISIN:	<u>NO0010387004 NORWEGIAN FINANS HOLDING ASA</u>
General meeting date:	28/10/2019 11.00
Today:	28.10.2019

Number of persons with voting rights represented/attended : 4

	Number of shares	% sc
Total shares	186,751,856	
- own shares of the company	57,078	
Total shares with voting rights	186,694,778	
Represented by own shares	36,305,326	19.45 %
Represented by advance vote	18,010,999	9.65 %
Sum own shares	54,316,325	29.09 %
Represented by proxy	1,627,340	0.87 %
Represented by voting instruction	27,025,419	14.48 %
Sum proxy shares	28,652,759	15.35 %
Total represented with voting rights	82,969,084	44.44 %
Total represented by share capital	82,969,084	44.43 %

Registrar for the company:

DNB Bank ASA

Signature company:

NORWEGIAN FINANS HOLDING ASA

Protocol for general meeting NORWEGIAN FINANS HOLDING ASA

ISIN: NO0010387004 NORWEGIAN FINANS HOLDING ASA
 General meeting date: 28/10/2019 11.00
 Today: 28.10.2019

Shares class	FOR	Against	Poll in	Abstain	Poll not registered	Represented shares with voting rights
Agenda item 1 Opening of the General Meeting by the chair of the Board, Bjørn Østbø						
Ordinær	82,716,763	0	82,716,763	252,321	0	82,969,084
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	99.70 %	0.00 %	99.70 %	0.30 %	0.00 %	
total sc in %	44.29 %	0.00 %	44.29 %	0.14 %	0.00 %	
Total	82,716,763	0	82,716,763	252,321	0	82,969,084
Agenda item 2 Election of a meeting chairperson and a person to co-sign the minutes						
Ordinær	82,969,084	0	82,969,084	0	0	82,969,084
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 %	44.43 %	0.00 %	44.43 %	0.00 %	0.00 %	
Total	82,969,084	0	82,969,084	0	0	82,969,084
Agenda item 3 Approval of the notice and the agenda						
Ordinær	82,969,084	0	82,969,084	0	0	82,969,084
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 %	44.43 %	0.00 %	44.43 %	0.00 %	0.00 %	
Total	82,969,084	0	82,969,084	0	0	82,969,084
Agenda item 4 Election of up to two new members of the Board of Directors						
Ordinær	82,531,191	185,572	82,716,763	252,321	0	82,969,084
votes cast in %	99.78 %	0.22 %		0.00 %		
representation of sc in %	99.47 %	0.22 %	99.70 %	0.30 %	0.00 %	
total sc in %	44.19 %	0.10 %	44.29 %	0.14 %	0.00 %	
Total	82,531,191	185,572	82,716,763	252,321	0	82,969,084
Agenda item 4.1 Bjørn H. Kise						
Ordinær	82,528,691	440,393	82,969,084	0	0	82,969,084
votes cast in %	99.47 %	0.53 %		0.00 %		
representation of sc in %	99.47 %	0.53 %	100.00 %	0.00 %	0.00 %	
total sc in %	44.19 %	0.24 %	44.43 %	0.00 %	0.00 %	
Total	82,528,691	440,393	82,969,084	0	0	82,969,084
Agenda item 4.2 Knut Arne Alsaker						
Ordinær	82,528,443	440,393	82,968,836	248	0	82,969,084
votes cast in %	99.47 %	0.53 %		0.00 %		
representation of sc in %	99.47 %	0.53 %	100.00 %	0.00 %	0.00 %	
total sc in %	44.19 %	0.24 %	44.43 %	0.00 %	0.00 %	
Total	82,528,443	440,393	82,968,836	248	0	82,969,084
Agenda item 5 Election of up to one new member of the nomination committee						
Ordinær	82,712,680	0	82,712,680	256,404	0	82,969,084
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	99.69 %	0.00 %	99.69 %	0.31 %	0.00 %	
total sc in %	44.29 %	0.00 %	44.29 %	0.14 %	0.00 %	
Total	82,712,680	0	82,712,680	256,404	0	82,969,084

Shares class	FOR	Against	Poll in	Abstain	Poll not registered	Represented shares with voting rights
Agenda item 5.1 Robert Furuhjelm						
Ordinær	82,967,501	0	82,967,501	1,583	0	82,969,084
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 %	44.43 %	0.00 %	44.43 %	0.00 %	0.00 %	
Total	82,967,501	0	82,967,501	1,583	0	82,969,084

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