

List of Signatures

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Minutes AGM Norwegian Finans Holding ASA 27. April 2021.pdf

Name	Method	Signed at
Nysteen, Klaus-Anders	BANKID_MOBILE	2021-04-27 20:17 GMT+02
Aasen, Klara Lise	BANKID_MOBILE	2021-04-27 19:52 GMT+02



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[OFFICE TRANSLATION]

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

The Annual General Meeting of shareholders was held electronically on April 27, 2021 at 5.00 PM.

Present:

60,065,264 shares of total 186,904,268 shares.

Thus were 32.15 % of the shares represented.

From the Board of Directors attended: Klaus-Anders Nysteen (Chairman)

From the administration attended: Chief Executive Officer Tine Wollebakk and Chief Financial Officer Klara-Lise Aasen

From the Nomination Committee attended: Knut Gillesen (Chairman)

From the external auditor Deloitte attended: Eivind Skaug

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

Klaus-Anders Nysteen was elected to lead the meeting and to draft the minutes.

Klara-Lise Aasen 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 was adopted.

4. APPROVAL OF FINANCIAL STATEMENTS, ANNUAL REPORT AND ALLOCATION OF RESULT

The Board of Directors' proposal of the annual financial statements and annual report together with the auditor's report, were reviewed.



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The annual report, financial statements and proposed allocation of result was approved as follows:

“The Board of Directors is authorised to decide to distribute dividends based on the company’s annual financial statement for 2020, cf. the Public Limited Companies Act section 8-2.1. The authorisation grants the Board of Directors power to distribute up to NOK 6 per share, of which NOK 5 per share will be distributed on May 6, 2021 and NOK 1 per share will be distributed after October 1, 2021 but before the General Meeting in 2022.”

5. APPROVAL OF MERGER PLAN

The General Meeting decided on the following:

The proposed merger between Bank Norwegian ASA as acquiring company and Norwegian Finans Holding ASA as transferring company is approved in accordance with the merger plan proposed by the Board of Directors. The merger will be implemented by transferring all assets, rights and obligations in Norwegian Finans Holding ASA to Bank Norwegian ASA. Norwegian Finans Holding ASA will be dissolved and deleted from the Register of Business Enterprises upon implementation of the merger.

As merger consideration, Norwegian Finans Holding ASA’s shareholders will receive one share in Bank Norwegian ASA for each owned share in Norwegian Finans Holding ASA as registered in VPS at the time of the implementation of the merger.

6. ELECTION OF MEMBERS TO THE BOARD OF DIRECTORS

The Nomination Committee’s proposed candidates for the Board of Directors were approved:

Position	Name	Period
Director	Knut Arne Alsaker	For two years
Director	Kjetil Garstad	For two years

Thus the Board consists of the following:

Position	Name
Chairman	Klaus-Anders Nysteen
Director	Anita Hjerkin Aarnæs
Director	Christine Rødsæther
Director	Kjetil Garstad
Director	Knut Arne Alsaker
Director	Izabella Kibsgaard-Petersen
Director	Hans Larsson



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7. ELECTION OF MEMBERS TO THE NOMINATION COMMITTEE

The Nomination Committee's proposed candidates for the Nomination Committee were approved.

Position	Name	Proposal
Leader	Knut Gillesen	For two years

8. ADOPTION OF GUIDELINES FOR THE NOMINATION COMMITTEE

The Board of Director's proposed guidelines for the Nomination Committee were approved.

9. REMUNERATION TO THE BOARD OF DIRECTORS

The Nomination Committee's proposed remuneration to the Board of Directors was approved.

10. REMUNERATION TO THE NOMINATION COMMITTEE

The Nomination Committee's proposed remuneration to the Nomination Committee was approved.

11. DECLARATION REGARDING EXECUTIVE COMPENSATION

The general meeting adopted the declaration regarding executive compensation for the previous financial year and approved the declaration regarding executive compensation for the coming financial year.

12. APPROVAL OF FEES TO THE AUDITORS

The proposed remuneration to the auditor was approved.

Bærum, April 27, 2021

Klaus-Anders Nysteen

Chairman

Klara-Lise Aasen

Co-signer



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The Chairman
Norwegian Finans Holdings ASA

tirsdag 27. april 2021

Dear Sir,

As scrutineer appointed for the purpose of the Poll taken at the Annual General Meeting of the Members of the Company held on 27 april 2021, I HEREBY CERTIFY that the result of the Poll is correctly set out as follows:-

Issued share capital: 186 847 190

	VOTES FOR / FOR	%	VOTES MOT /	%	VOTES AVSTÅR /	VOTES TOTAL	% of ISC VOTED	NO VOTES
2	60 065 212	100,00	0	0,00	52	60 065 264	32,15 %	0
3	60 065 264	100,00	0	0,00	0	60 065 264	32,15 %	0
4	60 065 250	100,00	0	0,00	14	60 065 264	32,15 %	0
5	60 062 037	99,99	3 175	0,01	52	60 065 264	32,15 %	0
6.1	43 612 832	76,85	13 140 088	23,15	3 312 344	60 065 264	32,15 %	0
6.2	43 612 782	76,85	13 140 138	23,15	3 312 344	60 065 264	32,15 %	0
7	59 577 664	99,99	8 266	0,01	479 334	60 065 264	32,15 %	0
8	60 065 180	100,00	70	0,00	14	60 065 264	32,15 %	0
9	60 063 900	100,00	320	0,00	1 044	60 065 264	32,15 %	0
10	56 963 603	94,84	3 100 617	5,16	1 044	60 065 264	32,15 %	0
11	47 109 975	83,01	9 641 953	16,99	3 313 336	60 065 264	32,15 %	0
12	60 000 743	99,89	63 439	0,11	1 082	60 065 264	32,15 %	0

Yours faithfully,

Freddy Hermansen
DNB Bank ASA Issuer Services

Attendance Summary Report

Registered Attendees: 10
Total Votes Represented: 60 065 264
Total Accounts Represented: 153
Total Voting Capital: 186 847 190
% Total Voting Capital Represented: 32,15 %

<u>Capacity</u>	Sub Total:	<u>Registered Attendees</u>	<u>Registered Non-Voting Attendees</u>	<u>Registered Votes</u>	<u>Accounts</u>
Shareholder (web)		4	0	1 589 567	4
Guest		0	3		
STYRETS LEDER WITH PROXY		1	0	2 982 525	27
STYRETS LEDER WITH INSTRUCTIONS		1	0	38 248 158	90
ADVANCE VOTES		1	0	17 245 014	32
		7	3	60 065 264	

Freddy Hermansen
DNB Bank ASA Issuer Services