

<b>PROTOKOLL FRA ORDINÆR GENERALFORSAMLING I INTEROIL EXPLORATION AND PRODUCTION ASA</b>	<b>MINUTES OF THE ANNUAL GENERAL MEETING OF INTEROIL EXPLORATION AND PRODUCTION ASA</b>
Denne protokollen er utarbeidet på norsk med uoffisiell engelsk oversettelse. Ved uoverensstemmelse mellom norsk og engelsk versjon gjelder den norske versjonen.	These minutes has been drafted in Norwegian language with an unofficial English translation. In case of discrepancy between the Norwegian and English version, the Norwegian version shall prevail.
Den 27. juni 2019 kl. 11:00 ble det avholdt ordinær generalforsamling i InterOil Exploration and Production ASA ("Selskapet") i Advokatfirmaet Schjødt AS' lokaler i Ruseløkkveien 14, Oslo.	On 27 June 2019 at 11:00 hours the annual general meeting was held in InterOil Exploration and Production ASA (the "Company") in Advokatfirmaet Schjødt AS' offices in Ruseløkkveien 14, Oslo.
Til behandling forelå:	The following matters were addressed:
<b>1. Åpning av generalforsamlingen</b>  Generalforsamlingen ble åpnet av styrets leder Hugo Quevedo.	<b>1. Opening of the general meeting</b>  The general meeting was opened by the chair of the board, Hugo Quevedo.
<b>2. Fremleggelse av fortegnelse over møtende aksjonærer og fullmektiger</b>  Styrets leder fremla fortegnelse over møtende aksjonærer og aksjonærer som hadde avgitt fullmakt - se Vedlegg 1.	<b>2. Presentation of list of participating shareholders, in person or by proxy</b>  The chair of the board presented a list of the attending shareholders and shares represented by proxy - see Appendix 1.
<b>3. Valg av møteleder og person til å medundertegne protokollen</b>  Audun Bondkall ble valgt til møteleder, og Hugo Quevedo ble valgt til å medundertegne protokollen.	<b>3. Appointment of person to chair the meeting and to co-sign the minutes</b>  Audun Bondkall was elected to chair the meeting and Hugo Quevedo was elected to co-sign minutes.
<b>4. Godkjenning av innkalling og dagsorden</b>  Innkalling og dagsorden ble godkjent.	<b>4. Approval of notice of meeting and agenda</b>  The notice and the agenda were approved.
<b>5. Godkjenning av årsregnskapet for 2018 for selskapet og konsernet samt årsberetningen for 2018</b>  I tråd med styrets forslag godkjente generalforsamlingen årsregnskapet for 2018 for InterOil Exploration and Production ASA og konsernet samt styrets årsberetning for 2018, og redegjørelse for foretaksstyring for 2018.	<b>5. Approval of the annual accounts for 2018 for the Company and the group, and the directors' report for 2018</b>  In accordance with the proposal from the Board of Directors the general meeting approved the annual accounts for 2018 for InterOil Exploration and Production ASA and the group, the directors' report for 2018, and the statement on corporate governance for 2018.
<b>6. Valg av medlemmer til styret</b>  I tråd med valgkomitéens forslag, valgte generalforsamlingen følgende medlemmer til	<b>6. Election of members to the Board of Directors</b>  In accordance with the proposal from the nomination committee, the general meeting

<p>styret:</p> <p>Hugo Quevedo, styrets leder Nicolás Acuna Mimi Berdal German Ranftl Laura Mármol Carmela Saccomanno</p>	<p>elected the following members to the board of directors:</p> <p>Hugo Quevedo, Chairman Nicolás Acuna Mimi Berdal German Ranftl Laura Mármol Carmela Saccomanno</p>
<p><b>7. Valg av medlemmer til valgkomitéen</b></p> <p>I tråd med valgkomitéens forslag, valgte generalforsamlingen følgende medlemmer til valgkomitéen:</p> <p>Hugo Quevedo, komitéens leder Calos Zubiaur Neil Arthur Bleasdale</p>	<p><b>7. Election of members to the nomination committee</b></p> <p>In accordance with the proposal from the Nomination Committee, the general meeting elected the following members to the nomination committee:</p> <p>Hugo Quevedo, Chairman Calos Zubiaur Neil Arthur Bleasdale</p>
<p><b>8. Fastsettelse av honorar til styret og medlemmene av valgkomitéen</b></p> <p>I tråd med valgkomitéens innstilling fastsatte generalforsamlingen honorar til styrets medlemmer for perioden fra juni 2019 til juni 2021 som følger:</p> <ul style="list-style-type: none"> <li>• Styrets formann - NOK 400 000 årlig</li> <li>• Styremedlemmer - NOK 200 000 årlig (med unntak av de medlemmene som har inngått en servicekontrakt med selskapet, med mindre annet er avtalt.)</li> </ul> <p>Honorarene som er vedtatt ovenfor er de samlede honorarene som vil bli utbetalt til det enkelte medlemmet av styret for vedkommendes verv for Selskapet, ikke kun som styremedlem, men også som medlem av eventuelle underutvalg Selskapet måtte ha. Honorarene er derfor vedtatt basert på en forutsetning om at alle styremedlemmene vil fortsette å fungere som medlemmer av revisjonsutvalget.</p> <p>I tråd med valgkomitéens innstilling vedtok generalforsamlingen at det ikke skal betales honorarer til valgkomitéens medlemmer fra dato for generalforsamlingen og frem til neste ordinære generalforsamling.</p>	<p><b>8. Determination of the remuneration of the members of the Board of Directors and the members of the nomination committee</b></p> <p>In accordance with the proposal from the nomination committee, the general meeting resolved the following remuneration to the members of the Board of Directors for the period from June 2019 to June 2021:</p> <ul style="list-style-type: none"> <li>• Chairman - NOK 400,000 per annum</li> <li>• Board members - NOK 200,000 per annum (except for those members who have entered into a service agreement with a Group company, unless otherwise agreed.)</li> </ul> <p>The fees resolved above are the total fees that will be awarded to the individual members of the board for their services to the Company, not only as board members, but also any subcommittee that the Company may have. Therefore, the fees are resolved under the assumption that all board members will continue to act as members of the audit committee.</p> <p>In accordance with the proposal from the nomination committee, the general meeting resolved that remuneration shall not be paid to the members of the nomination committee from the date of the general meeting until the next annual general meeting.</p>
<p><b>9. Godkjenning av godtgjørelse til revisor</b></p> <p>Generalforsamlingen besluttet å godkjenne revisors godtgjørelse for 2018 for InterOil Exploration and Production ASA etter regning</p>	<p><b>9. Approval of the auditor's fee</b></p> <p>The general meeting resolved to approve the auditor's fee for 2018 for InterOil Exploration and Production ASA in accordance with the</p>

fra revisor.	invoice from the auditor.
<p><b>10. Styrets erklæring om lønn og annen godtgjørelse til ledende ansatte i InterOil Exploration and Production ASA</b></p> <p>I tråd med styrets forslag fattet generalforsamlingen følgende vedtak:</p> <p><i>"Generalforsamlingen gir sin tilslutning til styrets erklæring om fastsettelse av lønn og annen godtgjørelse til ledende ansatte etter allmennaksjeloven § 6-16a."</i></p>	<p><b>10. The Board of Directors' declaration on salary and other remuneration for the management of InterOil Exploration and Production ASA</b></p> <p>In accordance with the proposal from the Board of Directors the general meeting passed the following resolution:</p> <p><i>"The general meeting endorses the Board's statement regarding the determination of salaries and other remunerations of leading employees pursuant to the Public Limited Liability Act Section 6-16a."</i></p>
<p><b>11. Fullmakt til kapitalforhøyelse</b></p> <p>I tråd med styrets forslag fattet generalforsamlingen vedtak om å utstede følgende fullmakt for styret til å forhøye Selskapets aksjekapital:</p> <ol style="list-style-type: none"> <li>1. Aksjekapitalen skal kunne forhøyes med opp til totalt NOK 21 728 041,50.</li> <li>2. Fullmakten kan benyttes til (i) vederlag ved oppkjøp og strategiske investeringer, (ii) kapitalforhøyelser som gjøres for å tilveiebringe finansiering for selskapets virksomhet; og/eller (iii) andre kapitalforhøyelser som etter styrets oppfatning anses å være i Selskapets beste interesse.</li> <li>3. Styret kan fravike aksjonærenes fortrinnsrett til tegning av aksjer etter allmennaksjeloven § 10-4.</li> <li>4. Fullmakten omfatter kapitalforhøyelse med innskudd i andre eiendeler enn penger eller rett til å pådra selskapet særlige plikter, samt kapitalforhøyelser i forbindelse med fusjon.</li> <li>5. Fullmakten kan benyttes én eller flere ganger.</li> <li>6. Fullmakten gjelder frem til ordinær generalforsamling i 2020, men maksimalt frem til 30. juni 2020.</li> <li>7. Tegningskursen som skal betales for aksjene skal fastsettes av styret i forbindelse med hver emisjon.</li> <li>8. Styret registrerer nye vedtekter basert på tegnet beløp.</li> <li>9. Fullmakten erstatter tidligere avgitte fullmakter til forhøyelse av selskapets aksjekapital.</li> </ol>	<p><b>11. Authorisation to increase the share capital</b></p> <p>In accordance with the proposal from the Board of Directors the general meeting resolved to grant the Board of Directors the following authorization to increase the Company's share capital:</p> <ol style="list-style-type: none"> <li>1. The share capital may be increased by up to a total of NOK 21,728,041.50.</li> <li>2. The authorisation may be used for (i) consideration in acquisitions and strategic investments, (ii) capital increases done to provide financing for the company's business; and/or other share capital increases which are considered by the board of directors to be in the Company's best interest.</li> <li>3. The board may derogate from the shareholders' pre-emptive rights pursuant to the Norwegian Public Limited Liability Companies Act Section 10-4.</li> <li>4. The authorisation comprises capital increases by contributions in kind or with rights to charge the Company with special obligations, as well as share capital increases in connection with mergers.</li> <li>5. The authorisation may be used one or more times.</li> <li>6. The authorisation is valid until the annual general meeting in 2020, but maximum until 30 June 2020.</li> <li>7. The subscription price shall be determined by the board in connection with each issuance.</li> <li>8. The board of directors will register new articles of association based on the amount subscribed for.</li> <li>9. The authorisation replaces previously granted authorisations to increase the share capital.</li> </ol>

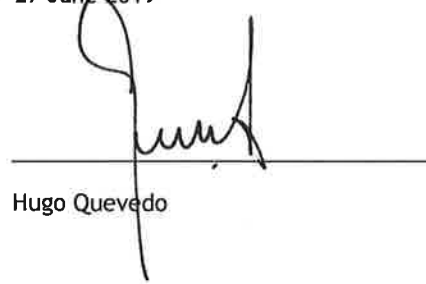
Flere saker forelå ikke til behandling, og møtet ble hevet.

There being no more items on the agenda, the general meeting was adjourned.

Oslo, 27. juni 2019 / 27 June 2019



Audun Bondkall



Hugo Quevedo

**Vedlegg 1/Appendix 1:** Fortegnelse over møtende aksjonærer og aksjonærer representert ved fullmakt/ List of the attending shareholders and shares represented by proxy

**Vedlegg 2/Appendix 2:** Stemmeresultater/Voting results

## Total Represented

ISIN:	<u>NO0010284318 INTEROIL EXPLORATION AND PROD. ASA</u>
General meeting date:	27/06/2019 11.00
Today:	27.06.2019

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

Name	Number of shares	% sc
Ordinær Total shares	71,090,315	
- own shares of the company	0	
Ordinær Total shares with voting rights	71,090,315	
Represented by own shares	1,174,347	1.65 %
<b>Sum own shares</b>	<b>1,174,347</b>	<b>1.65 %</b>
Represented by proxy	5,385	0.01 %
Represented by voting instruction	15,978,992	22.48 %
<b>Sum proxy shares</b>	<b>15,984,377</b>	<b>22.49 %</b>
<b>Total represented with voting rights</b>	<b>17,158,724</b>	<b>24.14 %</b>
<b>Total represented by share capital</b>	<b>17,158,724</b>	<b>24.14 %</b>
NYE - aksje Total shares	15,821,851	
- own shares of the company	0	
NYE - aksje Total shares with voting rights	15,821,851	
<b>Sum own shares</b>	<b>0</b>	<b>0.00 %</b>
Represented by voting instruction	15,821,851	100.00 %
<b>Sum proxy shares</b>	<b>15,821,851</b>	<b>100.00 %</b>
<b>Total represented with voting rights</b>	<b>15,821,851</b>	<b>100.00 %</b>
<b>Total represented by share capital</b>	<b>15,821,851</b>	<b>100.00 %</b>

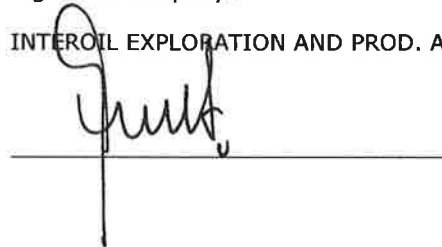
Registrar for the company:

DNB Bank ASA



Signature company:

INTEROIL EXPLORATION AND PROD. ASA



## Protocol for general meeting INTEROIL EXPLORATION AND PROD. ASA

ISIN: NO0010284318 INTEROIL EXPLORATION AND PROD. ASA

General meeting date: 27/06/2019 11.00

Today: 27.06.2019

Shares class	FOR	Against	Poll in	Abstain	Poll not registered	Represented shares with voting rights
<b>Agenda item 3 Appointment of person to chair the meeting and to co-sign the minutes</b>						
Ordinær	17,158,724	0	17,158,724	0	0	17,158,724
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 %	24.14 %	0.00 %	24.14 %	0.00 %	0.00 %	
NYE - aksje	15,821,851	0	15,821,851	0	0	15,821,851
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 %	100.00 %	0.00 %	100.00 %	0.00 %	0.00 %	
<b>Total</b>	<b>32,980,575</b>	<b>0</b>	<b>32,980,575</b>	<b>0</b>	<b>0</b>	<b>32,980,575</b>
<b>Agenda item 4 Approval of notice of meeting and agenda</b>						
Ordinær	17,158,724	0	17,158,724	0	0	17,158,724
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 %	24.14 %	0.00 %	24.14 %	0.00 %	0.00 %	
NYE - aksje	15,821,851	0	15,821,851	0	0	15,821,851
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 %	100.00 %	0.00 %	100.00 %	0.00 %	0.00 %	
<b>Total</b>	<b>32,980,575</b>	<b>0</b>	<b>32,980,575</b>	<b>0</b>	<b>0</b>	<b>32,980,575</b>
<b>Agenda item 5 Approval of the annual accounts for 2018 for the Company and the group, and the directors report for 2018</b>						
Ordinær	17,158,724	0	17,158,724	0	0	17,158,724
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 %	24.14 %	0.00 %	24.14 %	0.00 %	0.00 %	
NYE - aksje	15,821,851	0	15,821,851	0	0	15,821,851
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 %	100.00 %	0.00 %	100.00 %	0.00 %	0.00 %	
<b>Total</b>	<b>32,980,575</b>	<b>0</b>	<b>32,980,575</b>	<b>0</b>	<b>0</b>	<b>32,980,575</b>
<b>Agenda item 6 Election of members to the Board of Directors</b>						
Ordinær	17,158,724	0	17,158,724	0	0	17,158,724
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 %	24.14 %	0.00 %	24.14 %	0.00 %	0.00 %	
NYE - aksje	15,821,851	0	15,821,851	0	0	15,821,851
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 %	100.00 %	0.00 %	100.00 %	0.00 %	0.00 %	
<b>Total</b>	<b>32,980,575</b>	<b>0</b>	<b>32,980,575</b>	<b>0</b>	<b>0</b>	<b>32,980,575</b>

Shares class	FOR	Against	Poll in	Abstain	Poll not registered	Represented shares with voting rights
<b>Agenda item 7 Election of members to the nomination committee</b>						
Ordinær	17,158,724	0	17,158,724	0	0	17,158,724
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 %	24.14 %	0.00 %	24.14 %	0.00 %	0.00 %	
NYE - aksje	15,821,851	0	15,821,851	0	0	15,821,851
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 %	100.00 %	0.00 %	100.00 %	0.00 %	0.00 %	
<b>Total</b>	<b>32,980,575</b>	<b>0</b>	<b>32,980,575</b>	<b>0</b>	<b>0</b>	<b>32,980,575</b>
<b>Agenda item 8 Determination of the remuneration to members of the Board of Directors and the members of the nomination committee</b>						
Ordinær	17,158,724	0	17,158,724	0	0	17,158,724
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 %	24.14 %	0.00 %	24.14 %	0.00 %	0.00 %	
NYE - aksje	15,821,851	0	15,821,851	0	0	15,821,851
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 %	100.00 %	0.00 %	100.00 %	0.00 %	0.00 %	
<b>Total</b>	<b>32,980,575</b>	<b>0</b>	<b>32,980,575</b>	<b>0</b>	<b>0</b>	<b>32,980,575</b>
<b>Agenda item 9 Approval of the auditor's fee</b>						
Ordinær	17,158,724	0	17,158,724	0	0	17,158,724
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 %	24.14 %	0.00 %	24.14 %	0.00 %	0.00 %	
NYE - aksje	15,821,851	0	15,821,851	0	0	15,821,851
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 %	100.00 %	0.00 %	100.00 %	0.00 %	0.00 %	
<b>Total</b>	<b>32,980,575</b>	<b>0</b>	<b>32,980,575</b>	<b>0</b>	<b>0</b>	<b>32,980,575</b>
<b>Agenda item 10 The Board of Directors' declaration on salary and other remuneration for the management in Interoil Exploration and Production ASA</b>						
Ordinær	17,158,724	0	17,158,724	0	0	17,158,724
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 %	24.14 %	0.00 %	24.14 %	0.00 %	0.00 %	
NYE - aksje	15,821,851	0	15,821,851	0	0	15,821,851
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 %	100.00 %	0.00 %	100.00 %	0.00 %	0.00 %	
<b>Total</b>	<b>32,980,575</b>	<b>0</b>	<b>32,980,575</b>	<b>0</b>	<b>0</b>	<b>32,980,575</b>
<b>Agenda item 11 Authorisation to increase the share capital</b>						
Ordinær	17,158,724	0	17,158,724	0	0	17,158,724
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 %	24.14 %	0.00 %	24.14 %	0.00 %	0.00 %	
NYE - aksje	15,821,851	0	15,821,851	0	0	15,821,851

Shares class	FOR	Against	Poll in	Abstain	Poll not registered	Represented shares with voting rights
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 %	100.00 %	0.00 %	100.00 %	0.00 %	0.00 %	
<b>Total</b>	<b>32,980,575</b>	<b>0</b>	<b>32,980,575</b>	<b>0</b>	<b>0</b>	<b>32,980,575</b>

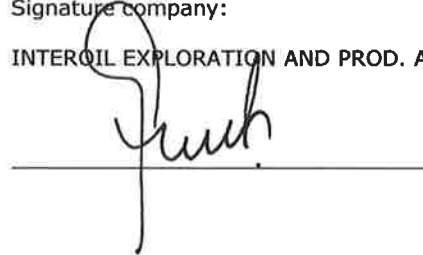
Registrar for the company:

DNB Bank ASA



Signature company:

INTEROIL EXPLORATION AND PROD. ASA



#### Share information

Name	Total number of shares	Nominal value	Share capital	Voting rights
Ordinær	71,090,315	0.50	35,545,157.50	Yes
NYE - aksje	15,821,851	0.50	7,910,925.50	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