

[OFFICE TRANSLATION]

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

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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

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