

**NOTICE**  
**OF**  
**EXTRAORDINARY GENERAL MEETING**  
**IN**  
**NORWEGIAN FINANS HOLDING ASA**

An Extraordinary General Meeting (EGM) of shareholders of Norwegian Finans Holding ASA will be held on **Friday June 4, 2021 at 9 a.m.** The EGM will be held electronically and physical attendance will not be possible.

Guidelines for online participation are available at the Company's website:  
<https://www.banknorwegian.no/OmOss/InvestorRelations/GeneralMeeting>

Agenda:

1. Opening of meeting and recording of attendance
2. Election of chairperson and a person to sign the minutes together with the chairperson
3. Approval of the notice and the agenda
4. Approval of mergerplan

Norwegian Finans Holding ASA has 186,904,268 number of shares. Each share has one vote.

Bærum, May 11, 2021

**Klaus-Anders Nysteen**  
Chairman of the Board of Directors

## **ATTACHMENTS TO THE NOTICE OF EXTRAORDINARY GENERAL MEETING 2021**

### **ITEM 4 – APPROVAL OF MERGER PLAN**

The Boards of Directors of Bank Norwegian ASA and Norwegian Finans Holding ASA decided to initiate preparatory work for a merger between the companies on 27 October 2020. The merger will be carried out as a reverse mother-daughter merger where NFH is dissolved by infusion into BN.

A structure application was approved by the Financial Supervisory Authority on 5 January 2021.

It follows from the Public Limited Liability Companies Act § 13-1 that the Boards of Directors of the merging companies shall prepare a merger plan. It has been decided to prepare a joint merger plan for both companies, as well as a joint report from the Boards of Directors on the merger, since this is an intra-group merger for continuity both in terms of accounting and taxation. This is in line with ordinary market practice. The merger plan and report from the Boards of Directors on the merger were approved at board meetings in both companies on 16 March 2021.

The merger plan was approved with 99% in favor in the Annual General Meeting in Norwegian Finans ASA held 27 April. The merger plan was announced at Newsweb and on the bank's website on 26 March and registered at Foretaksregisteret on 7 April. However, as the Annual General Meeting was held less than a month after the registration of the merger plan, a renewed General Meeting approval is required, cf. the Public Limited Liability Companies Act § 13-13 sub section 3.

On the basis of the above, the Board of Directors proposes that the General Meeting approve the merger plan dated March 16 2021.

There have been no significant changes in assets, rights and liabilities after the Boards of Directors signed the merger plan on 16 March.

The merger plan, updated independent expert report, Boards of Directors report and relevant annexes are available on the company's website, under General meeting:

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

Ref no:

PIN code:

### Notice of Extraordinary General Meeting

An Extraordinary General Meeting in Norwegian Finans Holding ASA will be held digitally on 4 June 2021 at 9 a.m.

#### Advance votes

The company accepts votes in advance for this Meeting. Registration Deadline for advance votes: 2 June 2021 at 4 p.m. Advance votes may only be executed electronically, through the Company's website [www.banknorwegian.no/OmOss/InvestorRelations/GeneralMeeting](http://www.banknorwegian.no/OmOss/InvestorRelations/GeneralMeeting) (use ref and pin code above) or through VPS Investor Services. In Investor Services chose *Corporate Actions and General Meeting*.

#### Notice of attendance

The Undersigned will attend the Extraordinary General Meeting on the 4 June 2021 and cast votes for:

\_\_\_\_\_ own shares.

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

[www.banknorwegian.no/OmOss/InvestorRelations/GeneralMeeting](http://www.banknorwegian.no/OmOss/InvestorRelations/GeneralMeeting) or through VPS Investor Services.

For notification of attendance through the Company's website, the above mentioned reference number and pin code must be stated. In VPS Investor Services chose *Corporate Actions and General Meeting*.

If you are not able to register this electronically, you may send by e-mail to [genf@dnb.no](mailto: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 **2 June 2021 at 4 p.m.**

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

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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 registered through the Company's website [www.banknorwegian.no/OmOss/InvestorRelations/GeneralMeeting](http://www.banknorwegian.no/OmOss/InvestorRelations/GeneralMeeting) or through VPS Investor Services.

For granting proxy through the Company's website, the above mentioned reference number and pin code must be stated. In VPS Investor Services chose *Corporate Actions and General Meeting*.

If you are not able to register this electronically, you may send by E-mail to [genf@dnb.no](mailto:genf@dnb.no), or by regular Mail to DNB Bank ASA, Registrars Department, P.O.Box 1600 Centrum, 0021 Oslo, Norway.

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 **2 June 2021 at 4 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 2 June 2021.

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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** for Extraordinary General Meeting in Norwegian Finans Holding ASA

If you are unable to attend the 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. (Alternatively, you may vote electronically in advance, see separate section above.) Instruction to other than Chair of the Board should be agreed directly with the proxy holder.

Proxies with voting instructions can only be registered by DNB, and must be sent to [genf@dnb.no](mailto: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 **2 June 2021 at 4 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 4 June 2021.

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 2021	For	Against	Abstention
2. Election of 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. Approval of merger plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

## ADVANCE VOTES AND PROXYS

Advance votes or Proxy may be registered [here](#) (deadline June 2 at 4 p.m. )

## ONLINE PARTICIPATION

Live virtual attendance in the meeting [here](#) (Log in BEFORE the meeting starts at 9 a.m. on June 4)

## GUIDE FOR ONLINE PARTICIPATION NORWEGIAN FINANS HOLDING ASA 04.06.2021

Norwegian Finans Holding ASA will hold an extraordinary general meeting on June 2 2021 at 9 a.m. as a digital meeting, where you get the opportunity to participate online with your PC, phone or tablet. Below is a description of how to participate online. We also point out that instead of participating online, you have the opportunity to vote in advance or give a proxy before the meeting. See the notice for further details for advance voting and how to submit a power of attorney. If you vote in advance or give a proxy with instructions, you can still choose to log in to the general meeting and override your vote on the individual items. If you have given an open power of attorney, but still log in to the virtual meeting, you will reclaim your voting rights and must vote online.

By attending the online, shareholders will access a live webcast of the meeting, submit questions relating to the items on the agenda and cast votes on each item on the agenda. Secure identification of shareholders is done by using the unique reference number and PIN code assigned to each shareholder by the Norwegian Central Securities Depository (In Norwegian either "Verdipapirsentralen" or "VPS") in relation to this General Meeting.

No pre-registration is needed for attending online, but you **must be logged in before the meeting starts**. The following pages will provide you with a brief guide on how to access, participate and submit your votes at the online General Meeting.

Shareholder who do not find their reference number and PIN code for access or have other technical questions is welcome to call DNB Registrars Department on phone + 47 23 26 80 20 (between 08:00-15:30, or send an e-mail to [genf@dnb.no](mailto:genf@dnb.no))

### HOW TO ACCESS THE ONLINE EGM

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#### STEP 1

In order to participate online you need access to the Lumi solution by doing either of the following:

- a) **Use the Lumi AGM app:**  
Download the Lumi AGM app from the Apple App Store or Google Play Store by searching for Lumi AGM, or
- b) **Visit**  
<https://web.lumiagm.com>: Go to the Lumi AGM website <https://web.lumiagm.com> either on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Internet Explorer 11, Edge or Firefox. Please ensure your browser is compatible.

#### STEP 2

Once you have either downloaded the **Lumi AGM app** or entered <https://web.lumiagm.com> into your web browser, you'll be asked to enter the following **meeting ID** and click **Join**:

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Meeting ID:182-321-981  
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Or use this link

<https://web.lumiagm.com/?fromUrl=182321981>

and you will go straight to Step 3

#### STEP 3

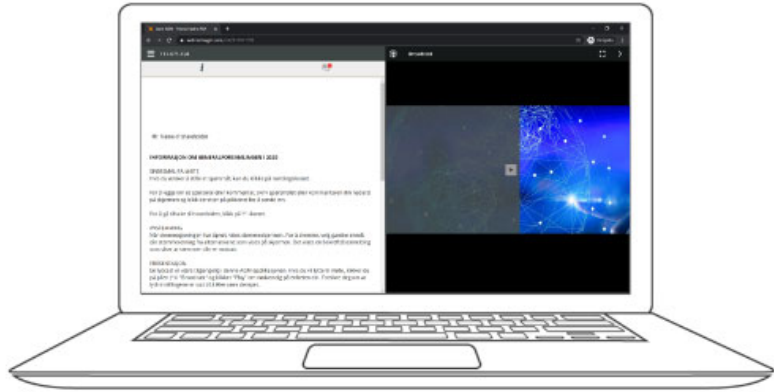
You will then be required to enter your ID:

a) **Reference number from VPS for this General Meeting.**

b) **PIN code from VPS for this General meeting**

**You will be able to log in one hour before the meeting starts.**

When successfully authenticated, the info screen will be displayed. You can view company information, submit questions relating to the items on the agenda and live stream the webcast.



## HOW TO RECEIVE YOUR REFERENCE NUMBER AND PIN CODE

All shareholders registered in the VPS are assigned their own unique reference and PIN code for use in the General Meeting, available to each shareholder through VPS Investor Services. Access VPS Investor Services, select Corporate Actions, General Meeting. Click on the ISIN and you can see your reference number (Ref.nr.) and PIN code.


All VPS registered shareholders have access to VPS Investor Services through [www.vps.no](http://www.vps.no) or internet bank. Contact your VPS account operator if you do not have access.

Shareholders who have not selected electronic corporate messages in investor Services will also receive their reference number and PIN code by post together with the summons from the company.(on proxy form)

**Nominee registered shareholders:** Shares held through nominee accounts (not relevant for Norwegian shareholders) must be transferred to a segregated VPS account registered in the name of the shareholder to have voting rights on the General Meeting. Once shares are transferred to the segregated VPS account, a reference number and PIN code are assigned to this account. Please contact your custodian for further information and/or instructions on obtaining your reference number and PIN code for nominee registered shares.

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## HOW TO VOTE

When the General Meeting starts, all items will be open for voting. Items are closed as the general meeting deals with them. By clicking on the polling icon  on the screen you will access the resolutions and voting choices will be displayed.

To vote, simply select your voting direction from the options shown on screen. A confirmation message will appear to show your vote has been received.

*For - Vote received*

To change your vote, simply select another voting direction. If you wish to cancel your vote, please press Cancel.

Once the chairperson has opened voting, voting on any item can be performed at any time during the meeting until the chairperson closes the relevant voting on the specific resolution. Your last choice before the voting is closed will be final and cannot be changed.

**If you have voted in advance, or given voting instructions to the chairman of the board, you will be able to override your choice of vote on the individual items when logging in. If you have given an open power of attorney, you will reclaim your voting rights by logging in, and must then remember to vote.**



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### QUESTIONS TO THE CHAIRPERSON

Questions or messages relating to the items on the agenda can be submitted by the shareholder or appointed proxy at any time during the Q&A session up until the chairperson closes the session.

If you would like to ask a question relating to the items on the agenda, select the messaging icon.



Type your message within the chat box at the bottom of the messaging screen. Once you have completed your message, click the Send button.

Questions submitted online will be moderated before being sent to the chairperson to avoid repetition and to remove any inappropriate language. All questions and messages will be presented with the full name and identity of the shareholder raising the question.

Guest participants will not have the option of submitting questions.

### DOWNLOADS

Links will be available on the info screen. When you click on a link, the selected document will open in your browser.

Data usage for streaming the annual shareholders' meeting or downloading documents via the EGM platform varies depending on individual use, the specific device being used for streaming or download (Android, iPhone, etc) and your network connection (3G, 4G).