

[OFFICE TRANSLATION]

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

An Extraordinary General Meeting was held electronically on June 4, 2021 at 9.00 a.m.

Present were 56,852,466 shares of a total of 186,904,268 shares.

Thus were 30.42 % of the shares represented.

**From the Board of Directors attended:**

Klaus-Anders Nysteen (Chairman)

**From the administration attended:**

Chief Executive Officer Tine Wollebekk and Chief Financial Officer Klara-Lise Aasen

**From the external auditor Deloitte attended:**

Eivind Skaug

Agenda:

**ITEM 1 OPENING OF MEETING AND RECORDING OF ATTENDANCE**

The Chairman of the Board opened the meeting. Attending shareholders were registered.

**ITEM 2 ELECTION OF A CHAIRPERSON AND CO-SIGNER OF THE MINUTES**

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.

**ITEM 3 APPROVAL OF THE NOTICE AND THE AGENDA**

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

**ITEM 4 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

[OFFICE TRANSLATION]

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.

There were no further matters.

The meeting was adjourned, and the minutes were signed.

Bærum, June 4, 2021

---

**Klaus-Anders Nysteen**

Chairman

---

**Klara-Lise Aasen**

Co-signer

Norwegian Finans Holding ASA

As scrutineer appointed for the purpose of the Poll taken at the Extraordinary General Meeting of the Members of the Company held on 4 June 2021, I HEREBY CERTIFY that the result of the Poll is correctly set out as follows:-

Issued share capital: 186 904 268

	<b>VOTES FOR / FOR</b>	<b>%</b>	<b>VOTES MOT /</b>	<b>%</b>	<b>VOTES AVSTÅR /</b>	<b>VOTES TOTAL</b>	<b>% of ISC VOTED</b>	<b>NO VOTES</b>
2	56 852 452	100,00	0	0,00	14	56 852 466	30,42 %	0
3	56 852 466	100,00	0	0,00	0	56 852 466	30,42 %	0
4	56 852 322	100,00	20	0,00	124	56 852 466	30,42 %	0

Yours faithfully,

Freddy Hermansen  
DNB Bank ASA Issuer Services

**Attendance Summary Report**

**Registered Attendees: 3**  
**Total Votes Represented: 56 852 466**  
**Total Accounts Represented: 144**  
**Total Voting Capital: 186 904 268**  
**% Total Voting Capital Represented: 30,42 %**

<u>Capacity</u>	<u>Sub Total:</u>	<u>Registered Attendees</u>	<u>Registered Non-Voting Attendees</u>	<u>Registered Votes</u>	<u>Accounts</u>
Chair of the Board WITH PROXY		1	0	9 360	20
Chair of the Board WITH INSTRUCTIONS		1	0	40 573 905	101
ADVANCE VOTES		1	0	16 269 201	23

Freddy Hermansen  
DNB Bank ASA Issuer Services