

## **MINUTES OF THE ANNUAL GENERAL MEETING IN DNB ASA ON 30 APRIL 2019**

On 30 April 2019 at 3.00 pm, the Annual General Meeting in DNB ASA was held at the company's premises in Dronning Eufemias gate 30, Oslo, Norway. The meeting was opened by the chairman of the Board of Directors, Olaug Svarva. Reidar Sandal was elected to chair the meeting.

The meeting was attended by 85 shareholders representing 772,929,949 own shares and 285,261,890 shares represented by proxy. The total number of shares represented was 1,058,191,839, which was also the total number of shares with voting rights at the General Meeting.

Also present were the chair of the Board of Directors, Olaug Svarva, group chief executive Rune Bjerke and DNB's external auditor EY, represented by state authorised public accountants Anders Gøbel and Asbjørn Rødal.

Members of the press were given the opportunity to cover the General Meeting.

The notice of the Annual General Meeting and the registration and proxy forms had been sent to all shareholders with a known address. The annual report for 2018 and a description of the items on the agenda of the Annual General Meeting had been made available on the company's web page. The company's Articles of Association were distributed at the General Meeting.

The notice of the Annual General Meeting and the agenda were approved.

Arne Hjørnevik was selected to sign the minutes of the meeting along with the presiding chairman.

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### **Item 4 Approval of the 2018 annual accounts and directors' report, including the distribution of dividends**

The General Meeting approved the Board of Directors' proposal for the 2018 annual accounts and directors' report, as well as the proposed allocation of the profit for the year and the distribution of a dividend of NOK 13 105 million to registered shareholders as at 30 April 2019, to be distributed as from 10 May 2019. The shares in DNB ASA will be quoted ex-dividend on 2 May 2019.

### **Item 5 Statement from the Board of Directors in connection with remuneration to senior executives**

The General Meeting endorsed the Board of Directors' suggested guidelines for salaries and other remunerations to senior executives for the coming accounting year.

The General Meeting approved the Board of Directors' binding guidelines for remuneration in the form of shares, subscription rights, options etc. for the coming accounting year.

### **Item 6 Corporate governance in DNB**

The Annual General Meeting duly noted the account of the Group's corporate governance principles and practice.

### **Item 7 Approval of the auditor's remuneration**

The General Meeting approved the auditor's remuneration for the audit of DNB ASA of NOK 598 000 for 2018.

## **Item 8 Reduction in capital through the cancellation of own shares and the redemption of shares belonging to the Norwegian government**

As part of the implementation of the company's share buy-back programme, the company's share capital will be reduced by NOK 240 655 030 from NOK 16 043 668 880 to NOK 15 803 013 850. Of this amount:

- (i) NOK 158 832 320 shall be used to cancel 15 883 232 own shares purchased in the open market, and
- (ii) NOK 81 822 710 shall be used in connection with the redemption and cancellation of 8 182 271 shares held by the Norwegian government, represented by the Ministry of Trade, Industry and Fisheries, which will receive a payment of NOK 1 264 800 858. The total amount to be paid to the government corresponds to the volume-weighted average price of own shares purchased in the open market after last year's Annual General Meeting, with the addition of an interest compensation and a deduction for dividend payments, as further specified in an agreement entered into with the government. The part of the amount paid to the government that exceeds the nominal value of the shares, shall be covered by retained earnings.

Article 2-1 of the company's Articles of Association will be amended with effect from the time the capital reduction has been registered in the Register of Business Enterprises and will thereafter read as follows:

*«The share capital of the company is NOK 15 803 013 850 divided into 1 580 301 385 shares of NOK 10.00 each.»*

## **Item 9 Authorisation to the Board of Directors for the repurchase of shares**

In order to enable an optimal level of capital in the company, the General Meeting hereby authorises the Board of Directors of DNB ASA to repurchase own shares in the company for a total nominal value of up to NOK 632 120 554, corresponding to 4.0 per cent of the share capital after the reduction in capital in connection with the share buy-back programme initiated in 2018, has been implemented.

The Board of Directors of DNB Bank ASA will be given a separate authorisation to acquire shares and/or a pledge on such shares in DNB ASA, though this authorisation can only be used for hedging purposes as described in the authorisation. The total nominal value of these shares must not, at any time, represent more than 0.5 per cent of the share capital of DNB ASA. This limit shall be deducted from the authorisation granted to the Board of Directors of DNB ASA, whereby the Board of Directors of DNB ASA can acquire shares for a total nominal value corresponding to maximum 3.5 per cent of the share capital.

The shares shall be purchased in the market at a price between NOK 10 and NOK 250 per share.

Shares acquired by DNB ASA shall be sold in accordance with regulations on the reduction of capital in the Norwegian Public Limited Companies Act. Shares acquired by DNB Bank ASA shall be sold in accordance with the regulations on trading in financial instruments, while pledges on shares acquired by DNB Bank ASA, shall be released or realised according to regulations on pledges on shares.

This authorisation will be valid for a period of 12 months from today's date.

## **Item 10 Amendments to DNB's Articles of Association**

The General Meeting adopted the changes in the Articles of Association in line with the Board of Director's proposed amendments to the Articles of Association.

## **Item 11 Election of members of the Board of Directors**

The General Meeting elected Gro Bakstad as a new board member and re-elected Karl-Christian Agerup as a board member in DNB ASA with a term of office of up to two years. Berit Svendsen resigns from the Board.

Following this, the Board of Directors of DNB ASA will have the following members:

	Elected until:
Olaug Svarva (chair)	2020
Tore Olaf Rimmereid (vice chair)	2020
Karl-Christian Agerup	2021
Jaan Ivar Semlitsch	2020
Gro Bakstad	2021
Carl A. Løvvik (employee representative)	2020
Vigdis Mathisen (employee representative)	2020
Jorunn Løvås (deputy for the employee representative)	2020
Stian Samuelsen (deputy for the employee representative)	2020

## **Item 12 Election of members of the Election Committee**

The General Assembly elected Jan Tore Føsund and André Støylen as members of the Election Committee. Føsund and Støylen are elected with a term of office of one year. Mette I. Wikborg and Karl Moursund resign from the committee.

Following this, the Election Committee of DNB ASA will have the following members:

	Elected until:
Camilla Grieg (chair)	2020
Ingebret G. Hisdal	2020
Jan Tore Føsund	2020
André Støylen	2020

## **Item 13 Approval of remuneration rates for members of the Board of Directors and the Election Committee**

The General Meeting approved the Election Committee's proposal for remuneration rates for the Board of Directors and the Election Committee.

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Below is a detailed account of the results of the votes, specifying how many voted against and in favour of the respective proposals, cf. Section 5-16 of the Public Limited Companies Act.

## Protocol for general meeting DNB ASA

ISIN: NO0010031479 DNB ASA  
 General meeting date: 30/04/2019 15.00  
 Today: 02.05.2019

Shares class	FOR	Against	Poll in	Abstain	Poll not registered	Represented shares with voting rights
<b>Agenda Item 2 Approval of the notice of the General Meeting and the agenda</b>						
Ordinær	1,058,121,416	0	1,058,121,416	70,423	0	1,058,191,839
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	99.99 %	0.00 %	99.99 %	0.01 %	0.00 %	
total sc in %	65.95 %	0.00 %	65.95 %	0.00 %	0.00 %	
<b>Total</b>	<b>1,058,121,416</b>	<b>0</b>	<b>1,058,121,416</b>	<b>70,423</b>	<b>0</b>	<b>1,058,191,839</b>
<b>Agenda Item 3 Election of a person to sign the minutes of the General Meeting along with the chair</b>						
Ordinær	1,058,120,416	0	1,058,120,416	71,423	0	1,058,191,839
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	99.99 %	0.00 %	99.99 %	0.01 %	0.00 %	
total sc in %	65.95 %	0.00 %	65.95 %	0.00 %	0.00 %	
<b>Total</b>	<b>1,058,120,416</b>	<b>0</b>	<b>1,058,120,416</b>	<b>71,423</b>	<b>0</b>	<b>1,058,191,839</b>
<b>Agenda item 4 Approval of the 2018 annual accounts and directors report, Including the distribution of dividends (the Board of Directors has proposed a d</b>						
Ordinær	1,057,882,241	238,377	1,058,120,618	71,221	0	1,058,191,839
votes cast in %	99.98 %	0.02 %		0.00 %		
representation of sc in %	99.97 %	0.02 %	99.99 %	0.01 %	0.00 %	
total sc in %	65.94 %	0.02 %	65.95 %	0.00 %	0.00 %	
<b>Total</b>	<b>1,057,882,241</b>	<b>238,377</b>	<b>1,058,120,618</b>	<b>71,221</b>	<b>0</b>	<b>1,058,191,839</b>
<b>Agenda Item 5 A Statement from the Board of Directors In connection with remuneration to senior executives Suggested guidelines (consultative vote)</b>						
Ordinær	1,028,882,116	27,945,520	1,056,827,636	1,364,203	0	1,058,191,839
votes cast in %	97.36 %	2.64 %		0.00 %		
representation of sc in %	97.23 %	2.64 %	99.87 %	0.13 %	0.00 %	
total sc in %	64.13 %	1.74 %	65.87 %	0.09 %	0.00 %	
<b>Total</b>	<b>1,028,882,116</b>	<b>27,945,520</b>	<b>1,056,827,636</b>	<b>1,364,203</b>	<b>0</b>	<b>1,058,191,839</b>
<b>Agenda item 5 B Statement from the Board of Directors in connection with remuneration to senior executives Binding guidelines (presented for approval)</b>						
Ordinær	993,226,846	64,724,577	1,057,951,423	240,416	0	1,058,191,839
votes cast in %	93.88 %	6.12 %		0.00 %		
representation of sc in %	93.86 %	6.12 %	99.98 %	0.02 %	0.00 %	
total sc in %	61.91 %	4.03 %	65.94 %	0.02 %	0.00 %	
<b>Total</b>	<b>993,226,846</b>	<b>64,724,577</b>	<b>1,057,951,423</b>	<b>240,416</b>	<b>0</b>	<b>1,058,191,839</b>
<b>Agenda item 6 Corporate governance</b>						
Ordinær	1,058,098,134	19,731	1,058,117,865	73,974	0	1,058,191,839
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	99.99 %	0.00 %	99.99 %	0.01 %	0.00 %	
total sc in %	65.95 %	0.00 %	65.95 %	0.01 %	0.00 %	
<b>Total</b>	<b>1,058,098,134</b>	<b>19,731</b>	<b>1,058,117,865</b>	<b>73,974</b>	<b>0</b>	<b>1,058,191,839</b>
<b>Agenda item 7 Approval of the auditor`s remuneration</b>						
Ordinær	1,024,755,770	33,361,131	1,058,116,901	74,938	0	1,058,191,839
votes cast in %	96.85 %	3.15 %		0.00 %		
representation of sc in %	96.84 %	3.15 %	99.99 %	0.01 %	0.00 %	
total sc in %	63.87 %	2.08 %	65.95 %	0.01 %	0.00 %	
<b>Total</b>	<b>1,024,755,770</b>	<b>33,361,131</b>	<b>1,058,116,901</b>	<b>74,938</b>	<b>0</b>	<b>1,058,191,839</b>
<b>Agenda item 8 Reduction In capital through the cancellation of own shares and the redemption of shares belonging to the Norwegian government</b>						
Ordinær	1,058,114,108	2,232	1,058,116,340	75,499	0	1,058,191,839
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	99.99 %	0.00 %	99.99 %	0.01 %	0.00 %	
total sc in %	65.95 %	0.00 %	65.95 %	0.01 %	0.00 %	
<b>Total</b>	<b>1,058,114,108</b>	<b>2,232</b>	<b>1,058,116,340</b>	<b>75,499</b>	<b>0</b>	<b>1,058,191,839</b>
<b>Agenda Item 9 Authorisation to the Board of Directors for the repurchase of shares</b>						
Ordinær	1,054,666,865	3,086,466	1,057,753,331	438,508	0	1,058,191,839
votes cast in %	99.71 %	0.29 %		0.00 %		
representation of sc in %	99.67 %	0.29 %	99.96 %	0.04 %	0.00 %	
total sc in %	65.74 %	0.19 %	65.93 %	0.03 %	0.00 %	
<b>Total</b>	<b>1,054,666,865</b>	<b>3,086,466</b>	<b>1,057,753,331</b>	<b>438,508</b>	<b>0</b>	<b>1,058,191,839</b>

Shares class	FOR	Against	Poll in	Abstain	Poll not registered	Represented shares with voting rights
<b>Agenda item 10 Amendments to DNB s Articles of Association</b>						
Ordinær	1,058,109,774	3,571	1,058,113,345	78,494	0	1,058,191,839
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	99.99 %	0.00 %	99.99 %	0.01 %	0.00 %	
total sc in %	65.95 %	0.00 %	65.95 %	0.01 %	0.00 %	
<b>Total</b>	<b>1,058,109,774</b>	<b>3,571</b>	<b>1,058,113,345</b>	<b>78,494</b>	<b>0</b>	<b>1,058,191,839</b>
<b>Agenda item 11 Election of members of the Board of Directors according to recommendation</b>						
Ordinær	1,054,176,646	2,779,912	1,056,956,558	1,235,281	0	1,058,191,839
votes cast in %	99.74 %	0.26 %		0.00 %		
representation of sc in %	99.62 %	0.26 %	99.88 %	0.12 %	0.00 %	
total sc in %	65.71 %	0.17 %	65.88 %	0.08 %	0.00 %	
<b>Total</b>	<b>1,054,176,646</b>	<b>2,779,912</b>	<b>1,056,956,558</b>	<b>1,235,281</b>	<b>0</b>	<b>1,058,191,839</b>
<b>Agenda item 12 Election of members of the Election Committee according to recommendation</b>						
Ordinær	1,058,096,959	21,424	1,058,118,383	73,456	0	1,058,191,839
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	99.99 %	0.00 %	99.99 %	0.01 %	0.00 %	
total sc in %	65.95 %	0.00 %	65.95 %	0.01 %	0.00 %	
<b>Total</b>	<b>1,058,096,959</b>	<b>21,424</b>	<b>1,058,118,383</b>	<b>73,456</b>	<b>0</b>	<b>1,058,191,839</b>
<b>Agenda item 13 Approval of remuneration rates for members of the Board of Directors and the Election Committee according to recommendation</b>						
Ordinær	1,058,093,807	25,301	1,058,119,108	72,731	0	1,058,191,839
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	99.99 %	0.00 %	99.99 %	0.01 %	0.00 %	
total sc in %	65.95 %	0.00 %	65.95 %	0.01 %	0.00 %	
<b>Total</b>	<b>1,058,093,807</b>	<b>25,301</b>	<b>1,058,119,108</b>	<b>72,731</b>	<b>0</b>	<b>1,058,191,839</b>

Registrar for the company:

DNB Bank ASA

**DNB Bank ASA**

Registrars Department

Signature company:

DNB ASA

#### Share information

Name	Total number of shares	Nominal value	Share capital	Voting rights
Ordinær	1,604,366,888	10.00	16,043,668,880.00	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

## Total Represented

ISIN: NO0010031479 DNB ASA  
General meeting date: 30/04/2019 15.00  
Today: 02.05.2019

Number of persons with voting rights represented/attended : 85

	Number of shares	% sc
Total shares	1,604,366,888	
- own shares of the company	15,883,232	
Total shares with voting rights	1,588,483,656	
Represented by own shares	772,903,964	48.66 %
Represented by advance vote	25,985	0.00 %
<b>Sum own shares</b>	<b>772,929,949</b>	<b>48.66 %</b>
Represented by proxy	3,181,143	0.20 %
Represented by voting instruction	282,080,747	17.76 %
<b>Sum proxy shares</b>	<b>285,261,890</b>	<b>17.96 %</b>
<b>Total represented with voting rights</b>	<b>1,058,191,839</b>	<b>66.62 %</b>
<b>Total represented by share capital</b>	<b>1,058,191,839</b>	<b>65.96 %</b>

Registrar for the company:

DNB Bank ASA

Signature company:

DNB ASA

**DNB Bank ASA**  
Registrars Department

Reidar Sandal thanked those present for attending the meeting. The meeting was thereafter adjourned.

Reidar Sandal

Arne Hjørnevik

(signed in Norwegian only)