

**ARTICLES OF ASSOCIATION
OF
EIKA BOLIGKREDITT AS**
(Amended by board resolution on 15 October 2019 –
as authorized by the General Meeting)

Chapter 1. Company name. Objects. Location of registered office.

Article 1

The name of the company is Eika Boligkreditt AS. The company was formed on 24 March 2003.

The company's objects are to provide or acquire residential and property mortgage loans, which are essentially funded by bond issues and issuance of covered bonds.

The company's registered office is in Oslo.

Chapter II. Subordinated loan capital

Article 2

The company's share capital is NOK 1,225,496,642 divided between 1,225,496,642 shares each with a nominal value of NOK 1.00, fully paid up. The company's shares are registered in the Norwegian Central Securities Depository.

The general meeting may raise subordinated loan capital and guarantee capital with the King's consent.

The average tenor of the obtained subordinated loan capital shall be no less than 5 years.

The guarantee capital and the subordinated loan capital shall serve to meet the company's obligations.

When raising guarantee capital or subordinated loan capital, the terms and conditions shall clearly define whether the capital is intended to cover the company's commitments relating to previous, current or future borrowing of such capital.

Chapter III Board of directors

Article 3

The company's board of directors shall consist of between five and six members and up to two deputy board members elected by the general meeting for two years at a time.

Board members and deputy board members may be re-elected.

The chairman and the deputy chairman of the board are elected by general meeting. Both are elected for a two-year period of service.

True translation from Norwegian is certified
Stavanger, 29 September 2020
Grethe M Rand - Government Authorised Translator



Article 4

The chairman of the board shall ensure that the board of directors hold a meeting once a quarter and otherwise as often as dictated by the company's business, or when required by a board member.

A board resolution is valid when made in a meeting where at least three members voted in favour of it.

Article 5

The board of directors manages the company's business.

The duties of the board of directors comprise the following:

1. make decisions on raising loans and issuing bearer bonds,
2. granting loans, furnishing guarantees and determining the terms and conditions of these, and granting powers of attorney for appropriations,
3. decide how to invest the company's unlent funds
4. grant powers of procuration or special powers of attorney,
5. appoint the managing director.

The chairman of the board alone, or two of the board members jointly, shall sign for the firm.

The managing director is responsible for the day-to-day management of the company's business in accordance with instructions issued by the board of directors.

Chapter IV The committee of shareholders' representatives Articles 6 – 8 (Cancelled by resolution in the ordinary general meeting on 29 April 2015).

Chapter V The control committee Article 9 (Cancelled by resolution in the ordinary general meeting on 29 April 2015).

Chapter VI Auditor

Article 10

The company shall have a state-authorised public accountant (Norway) elected by the general meeting.

Chapter VII General Meetings

Article 11

The annual general meeting shall be held each year by the end of June and be convened by the chairman of the board.

An extraordinary general meeting shall be held when requested by the board of directors or the company's auditor or shareholders representing at least one twentieth of the share capital.

Notice of an ordinary or an extraordinary general meeting shall be dispatched no less than one week prior to the meeting.

True translation from Norwegian is certified
Stavanger, 29 September 2020
Grethe M Rand - Government Authorised Translator



Notice of meetings shall be given by letter to all shareholders with a known address. The notice of meeting shall state the time and place of the meeting.

When documents pertaining to business to be transacted at the general meeting have been made accessible to the shareholders on the company's website, the statutory requirement for the documents to be sent to the shareholders no longer applies. The same applies to documents that shall be included in or attached to the notice of general meeting. A shareholder may nonetheless demand to be sent the documents that apply to business to be transacted at the general meeting.

Article 12

The ordinary general meeting shall transact the following business:

1. Adopt the annual accounts.
2. Allocation of the annual profit or cover of loss in accordance with the adopted balance sheet, and distribution of dividends.
3. Determination of remuneration for the company's trustees and auditor.
4. Elect board members and deputy board members.
5. Other business which according to the law or the company's Articles of Association falls under the general meeting.

Chapter VIII Election committee

Article 13

The general meeting shall elect an election committee consisting of five members, such that the composition of the committee represents the interests of the shareholders. The election committee shall prepare and nominate members for election of the board of directors and election committee according to further guidelines determined by the general meeting. The election committee shall give reasons for their nominations. The members of the election committee shall serve for two years and the election shall be arranged so that each year there are two – respectively, three – members up for election. As further decided by the general meeting, the members of the election committee may be re-elected once.

At ordinary general meetings and at other elections of the board of directors, the election committee shall present proposals for directors' remuneration and fees for other governing bodies.

Chap. IX The company's business, liquid reserve

Article 14

The enterprise shall at all times have appropriate capital adequacy which meets the minimum requirements for capital adequacy under Norwegian law or Regulations issued by the King.

True translation from Norwegian is certified
Stavanger, 29 September 2020
Grethe M Rand - Government Authorised Translator



Article 15

The company shall obtain funding from:

1. Issuing covered bonds backed by the company's cover pool
2. Senior loans
3. Credits from financial institutions
4. Equity and subordinated capital in the form of hybrid capital and subordinated loan capital

The general meeting may with the requisite authority approval and with a majority as for amendments to the Articles of Association resolve to raise subordinated loan capital in the form of hybrid capital and subordinated loan capital (Article 2) under the rules governing capital adequacy in force at any time.

The general meeting may authorise the board of directors to raise such hybrid capital and subordinated loan capital. Otherwise, resolutions to raise loan capital and to issue covered bonds backed by the company's cover pool are made by the board of directors pursuant to Article 5 unless otherwise determined by law.

Chapter X Annual Report and Accounts

Article 16

The Annual Report and Accounts are presented for each calendar year.

Chapter XI Age limit

Article 17

The maximum age limit for permanent employees is 70 years.

Chapter XII. Pre-emptive rights. Consent to acquire shares

Article 18

The shareholders have no pre-emptive rights under the Act relating to limited liability companies.

Any acquisition of shares is contingent on the approval of the board of directors.

Chapter XIII Interim provisions

Article 19

These Articles of Association come into force and effect as soon as they are approved by the King.

The Articles of Association cannot be amended without the consent of the King.

oo00oo

True translation from Norwegian is certified
Stavanger, 29 September 2020
Grethe M Rand - Government Authorised Translator

