

# ARTICLES OF ASSOCIATION FOR

## EIKA BOLIGKREDITT AS

(last amended at the Annual General Meeting of Shareholders on 29 April 2025)

### Chapter I The company, its objects and the location of its registered office

#### Article 1

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

The company's objects are to provide or acquire residential and property mortgage loans, which are funded primarily through the issuance of covered bonds.

The company's registered office is in Oslo.

### Chapter II Subordinate capital

#### Article 2

The company's share capital is NOK 1 501 039 914, divided between 1 501 039 914 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 (VPS).

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

The average tenor of the subordinated loan capital raised shall be no less than five years.

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

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 financial commitments relating to previous, current or future capital borrowing transactions.

### 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 terms of two years.

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

The board's chair and deputy chair are elected by the general meeting. Both are elected for terms of two years.



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#### **Article 4**

The board chair shall ensure that the board of directors holds a meeting once a quarter and otherwise as often as required by the company's business or when requested by a board member.

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

#### **Article 5**

The board of directors manages the company's business.

The duties of the board of directors include the following:

1. making decisions on raising loans and issuing bearer bonds,
2. granting loans, furnishing guarantees and determining the terms and conditions of these, and granting authorisations for the appropriation of funds,
3. deciding how to invest the company's unlent funds,
4. granting powers of procuration or special powers of attorney,
5. appointing the chief executive.

The board chair alone, or two board members jointly, may sign for the firm.

The chief executive 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 of the annual general meeting on 29 April 2015).

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

#### **Chapter VI Auditing**

##### **Article 10**

The general meeting shall approve the appointment of the company's auditor, who must be licensed as a state-authorised public accountant in Norway.

#### **Chapter VII General meeting of shareholders**

##### **Article 11**

The annual general meeting is held each year by the end of June and is convened by the board chair.

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 annual and extraordinary general meetings shall be issued no less than two weeks prior to the meeting.



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Notice of general meetings shall be sent by letter to all shareholders with a known address. The notice 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 by law must be included in or attached to the notice of the general meeting. A shareholder may nonetheless ask to be sent the documents pertaining to business to be transacted at the general meeting.

## **Article 12**

The annual general meeting shall transact the following business:

1. Adopt the annual financial statements.
2. Approve the allocation of the year's profit or coverage of the year's loss in accordance with the adopted balance sheet, and resolve the distribution of dividends.
3. Determine the remuneration payable to the company's trustees and auditor.
4. Elect board members and deputy board members.
5. Deal with other matters which according to law or the company's Articles of Association fall within the annual general meeting's remit.

## **Chapter VIII Nomination committee**

### **Article 13**

The general meeting shall elect a nomination committee consisting of five members, such that the composition of the committee represents the interests of the shareholders. The nomination committee shall make preparations for and nominate candidates for election to the board of directors and nomination committee in accordance with specific guidelines determined by the general meeting. The nomination committee shall provide reasons for its nominations. The members of the nomination committee shall serve for two years and elections shall be arranged such that there are two — respectively, three — committee members up for election each year. The members of the nomination committee may be re-elected. However, no committee member may serve for more than eight years in total.

At annual general meetings and in connection with other board-related elections, the nomination committee shall present proposals for directors' fees and fees payable to members of other governing bodies.

## **Chapter IX The company's business and liquidity reserve**

### **Article 14**

The company shall at all times have sufficient capital to meet the minimum requirements for capital adequacy under Norwegian law or regulations issued by the King.

### **Article 15**

The company shall obtain funding from:

1. Bonds backed by the company's cover pool (covered bonds)
2. Senior loans
3. Credit granted by financial institutions
4. Hybrid capital and subordinated loan capital



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With the requisite approval of the public authorities, the general meeting may resolve to raise hybrid capital and subordinated loan capital (Article 2) under the prevailing rules governing capital adequacy. Any such resolution must be passed with the same majority as for amendments to the Articles of Association. The general meeting may authorise the board of directors to raise such hybrid capital and subordinated loan capital. Other resolutions to raise loan capital and to issue bonds backed by the company's cover pool are made by the board of directors pursuant to Article 5 unless otherwise provided by law.

## **Chapter X Annual report and financial statements**

### **Article 16**

The annual report and financial statements 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 and consent to the acquisition of shares**

### **Article 18**

Shareholders have no pre-emptive rights under the Norwegian Limited Liability Companies Act.

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 effect as soon as they have been approved by the King.

The Articles of Association may not be amended without the consent of the King.

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