

**MINUTES OF AN  
EXTRAORDINARY GENERAL MEETING  
IN BLOM ASA**

An Extraordinary General Meeting of Blom ASA was held on Wednesday 25 April 2012 at 2:00 p.m. at Thon Vika Atrium Conference Centre, Munkedamsveien 45, Oslo.

A register of attending shareholders and proxies was prepared. 24 219 079 shares out of a total of 253 547 199 shares entitled to vote were present of whom 5 935 000 were present in person and 18 284 179 were present by proxy, i.e. 9.55 % of the shares entitled to vote in the Company. There were no comments to the register.

The General Meeting was opened by the Chairman of the Board Gunnar Hirsti.

The following matters were on the agenda:

1. Election of a chairperson for the meeting

Gunnar Hirsti was elected to chair the meeting.

2. Approval of the notice of the meeting

The notice of the General Meeting was unanimously approved.

3. Election of a representative to sign the minutes jointly with the chairperson

Arne Borgen was elected to sign the minutes jointly with the chairperson.

4. Statement of the company's financial situation and proposed restructuring

Dirk Blaauw gave an account for the company's financial situation and the Board of Directors' restructuring proposal.

5. Proposed consolidation of shares

The Board of Directors has proposed that the number of shares in the Company is reduced through a consolidation of the shares. The Board of Directors has proposed that the consolidation is carried out by consolidating 100 shares with a nominal value of NOK 0.10 into one share with a nominal value of NOK 10.00.

The purpose of the consolidation is to increase the minimum share price and avoid major price fluctuations for the Company's shares and ineffective pricing as a result of this. The proposal is in accordance with Section 2.4 of the Continuing Obligations from Oslo Børs.

Some of the Company's shareholders currently own a number of shares that is not divisible by 100. The Board of Directors has therefore proposed that the treasury shares held by the Company is used to transfer the number of shares required so that the shareholders' holdings are rounded

up to the nearest whole share free of charge so that the consolidation of shares can be executed by the central securities depository (VPS).

Since the share capital cannot be consolidated into a whole number of shares after the consolidation, it has been proposed that one new share is issued prior to the consolidation. It has been proposed that the share is issued at the nominal price of NOK 0.10 to the Chairman of the Board. This share will be used for rounding off in connection with the consolidation.

The Board of Directors has proposed that the General Meeting passes the following resolution concerning the capital increase and consolidation of the Company's shares:

*"The Company's share capital shall be increased by NOK 0.10 from NOK 25,464,719.90 to NOK 25,464,720 by issuing one new share to Hirsti Invest AS, represented by Gunnar Hirsti, at a subscription price of NOK 0.10. The pre-emptive rights of the existing shareholders shall be waived. The share shall be subscribed for in the minutes of the General Meeting and payment of the subscription amount shall be made to the Company's new issue account no later than the same day as the General Meeting. This share shall carry dividend rights from the date the capital increase is registered with the Register of Business Enterprises.*

*Thereafter, 100 shares with a nominal value of NOK 0.10 shall be consolidated to one new share with a nominal value of NOK 10.00. The issuance of share fractions is not permitted. It is a condition for the execution of the consolidation that the Company transfers the number of shares that is required free of charge so that all share fractions can be rounded up to the nearest whole share. The consolidation shall be carried out so that the Company's shares are traded consolidated from the first trading day after the consolidation has been registered with the Register of Business Enterprises. The number of shares before the consolidation is 254,647,200, and after the consolidation the number of shares will be 2,546,472. The consolidation of shares shall be completed before the reduction of capital in the form of a reduction in the nominal value of the shares and the capital increase in connection with the conversion of the bond loan, cf. items 6 and 7 below. The exact date for the execution of the consolidation shall be determined by the Board of Directors.*

*It is proposed accordingly that article 4 of the Articles of Association be amended to reflect the number of shares and their nominal value after completion of the consolidation."*

**24 204 679 shares voted in favour of the proposal. 14 400 shares voted against the proposal. 0 shares abstained from voting.**

The following share subscription then took place:

Hirsti Invest AS hereby subscribes for 1 new ordinary share in Blom ASA with a nominal value of NOK 0.10 and at a subscription price of NOK 0.10 in accordance with the above resolution.

On behalf of Hirsti Invest AS:

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Gunnar Hirsti

6. Proposed reduction of capital

The Board of Directors considers it appropriate to reduce the nominal value of the shares. Recently the Company's shares have traded at a price that is close to the nominal value of the shares. The fact that the nominal value is so high in relation to the market value limits the Company's flexibility to increase the share capital. The Board of Directors has therefore proposed a reduction in capital in the form of a reduction in the nominal value of the shares.

Pursuant to the provisions of the Public Limited Liability Companies Act, the reduction in capital shall be based on an audited interim balance sheet for Blom ASA as at 30 December 2011. This interim balance sheet and the associated auditor's certificate are attached to the notice.

The Board of Directors has proposed that the General Meeting adopts the following resolution with regard to a reduction of the Company's capital:

- (i) *The interim balance sheet for Blom ASA as at 30 December 2011 is hereby approved.*
- (ii) *The Company's share capital shall be reduced by NOK 24,191,484 from NOK 25,464,720 to NOK 1,273,236 by a reduction of the nominal value of the Company's shares from NOK 10 to NOK 0.50.*
- (iii) *The amount of the reduction shall be used to cover losses that cannot otherwise be covered.*
- (iv) *Section 4 of the Articles of Association shall be amended to reflect the share capital and nominal value of the shares after the reduction in capital.*
- (v) *This resolution is subject to the completion of the combination of the Company's shares, cf. Item 5 on the General Meeting's agenda.*

**23 999 679 shares voted in favour of the proposal. 219 400 shares voted against the proposal. 0 shares abstained from voting.**

7. Proposed conversion of a bond loan to share capital

The Company's Board of Directors has decided to propose to the General Meeting that the bond loan with an original principal amount of NOK 300 million be converted to equity. This measure will have a positive impact on the Company's balance sheet by reducing the debt burden. It will contribute to a necessary strengthening of the Company's equity at the same time. Conversion of the bond loan will take place in the form of a capital increase in which the bonds and the accrued interest will be used to subscribe for shares. The company will thus not receive any injection of cash, but the balance sheet will improve by converting debt to equity. The subscription price will be NOK 10 per share.

Some of the bondholders are not permitted to own shares in accordance with their articles of association. As an alternative to converting their bonds to shares, the bondholders have therefore received an offer to exchange their bonds from the existing loan to bonds in a new subordinated bond loan, see Item 8 below.

Conversion of the bond loan was approved by the Bondholders' Meeting yesterday. Bondholders representing NOK 311,512,536 of the bond loan have accepted the offer to exchange their bonds into shares in the Company.

On the basis of the above the Board of Directors has proposed that the company's General Meeting passes the following resolution:

- (i) *The Company's share capital shall be increased by NOK 15,575,626.50 by the issuance of 31,151,253 new shares, each with a nominal value of NOK 0.50.*
- (ii) *The new shares shall be issued at a subscription price of NOK 10 per share.*
- (iii) *The new shares shall be issued to the bondholders of the bond loan FRN Blom ASA Senior Secured Bond Issue 2009/2012 (ISIN NOOO 1053847.3) ("the Bond Loan"), with the exception of the bondholders who have chosen settlement in the form of convertible bonds, see Item 8 below.*
- (iv) *Subscription for the new shares shall be made in the minutes of the General Meeting.*
- (v) *Settlement for the new shares will take place by offsetting so that the principal, including capitalised interest, and accrued, non-capitalised interest for the period up to, and including, 24 April 2012 under the Bond Loan is used as share deposit in its entirety. The amount that is set off constitutes NOK 311,512,536. Such offsetting shall take place from the point in time when the new shares are subscribed for.*
- (vi) *The new shares will be entitled to dividends from the date when the capital increase is registered with the Register of Business Enterprises.*
- (vii) *Section 4 of the Articles of Association shall be amended so that it reflects the share capital and number of shares after the increase in capital.*
- (viii) *Completion of the capital increase is subject to completion of the preceding capital reduction, cf. Item 6 on the General Meeting's agenda.*

**23 999 679 shares voted in favour of the proposal. 219 400 shares voted against the proposal. 0 shares abstained from voting.**

The following share subscription then took place:

Norsk Tillitsmann ASA hereby subscribes, on behalf of bondholders in FRN Blom ASA Senior Secured Bond Issue 2009/2012 (ISIN NOOO 1053847.3) for 31,151,253 new ordinary shares in Blom ASA in accordance with the above resolution. The nominal value per share is NOK 0.50 and the subscription is made at a subscription price of NOK 10 per share.

On behalf of Norsk Tillitsmann ASA:

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Fredrik Lundberg

8. Proposed issuance of a convertible bond loan

Some of the bondholders are not permitted to own shares in accordance with their articles of association. As an alternative to converting their bonds to shares, cf. Item 7 above, the bondholders have received an offer to exchange their bonds from the existing loan to bonds in a new subordinated bond loan. The exchange ratio between the two loans will be 100:31, which means that the subscribers will receive, for every 100th transferred bond in the existing bond loan, 31 bonds in the new loan. The interest rate applicable to the new loan will be 2% p.a. The loan will have a term of five years, but can only be converted to shares up until 30 April 2014.

Bondholders representing NOK 34,612,504 of the bond loan have accepted the offer to exchange their bonds into a new subordinated bond loan.

The Board of Directors has proposed that the company's General Meeting passes the following resolution:

- (i) *The company shall issue a convertible bond loan pursuant to Chapter 11 I of the Public Limited Liability Companies Act.*
- (ii) *The loan will be a subordinated loan with priority after the Company's ordinary obligations.*
- (iii) *The total amount of the loan will be NOK 10,729,876. The loan will be divided into 10,729,876 bonds, each with a nominal value of NOK 1.*
- (iv) *The bonds are offered exclusively to bondholders in the bond loan FRN Blom ASA Senior Secured Bond Issue 2009/2012 (ISIN NOOO 1053847.3) ("the Existing Bond Loan"). The pre-emptive rights of the existing shareholders are waived pursuant to section 10-4, cf. 11-4, of the Public Limited Liability Companies Act.*
- (v) *Subscription for the loan shall be made in the minutes of the General Meeting.*
- (vi) *As contribution for the loan, the subscribers shall transfer bonds in the Existing Bond Loan to the Company. The exchange ratio between the loans shall be 100:31, meaning that the subscribers will, for every 100th transferred bond of NOK 1 in the Existing Bond Loan, receive 31 bonds of NOK 1 in the new loan. Bond fractions will not be issued, and the subscribers do not receive any compensation in that respect. The bonds shall be transferred to a VPS account with ABG Sundal Collier Norge ASA in accordance with detailed instructions. This transfer shall take place no later than 25 April 2012.*
- (vii) *The loan bears interest at a rate of 2% p.a. Accrued interest will be added to the principal of the loan in arrears every quarter.*
- (viii) *Each of the lenders may demand that their share of the loan's principal (including capitalised interest) be converted to shares in the company at any time during the period up until, and including, 30 April 2014. The subscription price upon conversion of the loan shall be equal to the volume weighted average trading price of the Company's shares on Oslo Børs on the two first days of trading after the general meeting plus 20%.*
- (ix) *In the event of an increase or reduction of the share capital, the raising of a loan that is encompassed by chapter 11 I of the Public Limited Liability Companies Act or liquidation, merger, spinoff or reorganisation, the conversion price shall be adjusted in*

*accordance with the standard adjustment terms in the loan agreements of Norsk Tillitsmann, with the adjustments that the Board of Directors may approve.*

- (x) Shares issued by conversion will be entitled to dividends from the date when the capital increase is registered with the Register of Business Enterprises.*
- (xi) The Board of Directors is granted the power of attorney to enter into a loan agreement for the loan on behalf of the Company based on the terms that follow from this resolution.*

**24 204 679 shares voted in favour of the proposal. 14 400 shares voted against the proposal. 0 shares abstained from voting.**

The following loan subscription then took place:

Norsk Tillitsmann ASA hereby subscribes on behalf of those bondholders in FRN Blom ASA Senior Secured Bond Issue 2009/2012 (ISIN NOOO 1053847.3) who are not allowed to own shares, for NOK 10,729,876 in the new subordinated convertible bond loan, corresponding to 10,729,876 bonds with a nominal value of NOK 1 each, in accordance with the above resolution.

On behalf of Norsk Tillitsmann ASA:

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Fredrik Lundberg

The General Meeting was brought to a close.

All resolutions will be reported to the Register of Business Enterprises.

Oslo, 25 April 2012

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**Gunnar Hirsti**  
Chairman

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**Arne Borgen**  
Co-signer