

**PROTOKOLL
REPRESENTANTSKAPET**

Date of the meeting 11.03.08

**Minutes of the meeting of the Supervisory Board on
11 March 2008**

Sparebanken Nord-Norge's Supervisory Board held a meeting on Tuesday 11 March 2008 at 1 pm at Rica hotel Alta.

The notice convening the meeting was dated 26 February 2008 and sent to members of the Supervisory Board, main Board of Directors and Control Committee and to the Bank's External Auditor.

29 members and invited deputy members attended the meeting:

Lars Klæboe	Svein Brustad	Tor Læg Reid
Reidun Kristiansen Flakstad	Erik Sture Larre	Berit Berg
Jan-Hugo Sørensen	Trond Mohn	Bodil Hanssen
Harald Erik Johannessen	Widar Slemdal Andersen	Inger Løkken
Tone Marie Myklevoll	Asbjørg Jensvoll Strøm	Kristin Langseth
Cecilie Lysjø Jacobsen	Bente Evensen	Ann Kathrina Langaune
Charlotte Ringkjøb	Hermann Mehren	Einar Frafjord
Sissel Brufors Jensen	Alf E. Erevik	Rita Annie Strøm
Alvhild Yttergård	Marie Fangel	Dag Inge Lund
Kjell Kræmer		Asbjørn Hopland

From the main Board of Directors the following persons attended:

Kjell Olav Pettersen	Roar Dons	Vivi Ann Pedersen
Tom Veierød	Elisabeth Johansen	Rolf Pedersen
Hanne Pernille Bentsen	Erik Sture Larre jr.	Gunnar Kristiansen

In addition, the Chairman of the Control Committee, the External Auditor and representatives from the Bank's management attended.

There were no comments relating to the notice convening the meeting and the agenda to be dealt with. The meeting was declared legally opened.

Alvhild Yttergård and Tor Læg Reid were chosen to sign the Minutes together with the Chairman of the Supervisory Board.

The following matters had been presented for discussion:

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1/2008 Approval of elected representatives and occupational assignments in other credit institutions

In accordance with paragraph 19, third section, elected representatives, employees or auditors in a savings bank cannot without approval of the Supervisory Board work as an elected representative of employee in another credit institution. A summary of new positions requiring the Supervisory Board's approval had been provided.

In addition, the meeting was informed that the Bank had been made aware of Elisabeth Utheim's (Senior Group General manager, Sparebanken Nord-Norge) election as a member of SpareBank 1 SR-Bank's Supervisory Board and member of Helgeland Sparebank's Board of Trustees. The newly elected deputy member of Sparebanken Nord-Norge's Supervisory Board (elected by the PCC owners), Mr. Tom Rømer Svendsen, has informed the bank that he is member of the Supervisory Board of Rygge-Vaaler Sparebank and member of the Board of Trustees of Helgeland Sparebank.

The Bank's Supervisory Board agreed to deal with these positions at the same time.

Alf E. Erevik (G)
Member Supervisory Board

* Member of the Board, Bank 1 Oslo

Erik Sture Larre (G)
Member Supervisory Board

* Member Supervisory Board, Pareto Bank

Barbro Hætta Jacobsen
Deputy Member Regional Board Hålogaland

* Deputy Chairman, main Board Husbanken

Elisabeth Utheim
Senior Group General manager,
SpareBank 1 Nord-Norge

* Member Supervisory Board, SpareBank 1 SR-Bank
* Member Board of Trustee, Helgeland Sparebank

Tom Rømer Svendsen (G)
Deputy Member Supervisory Board

* Member Supervisory Board, Rygge- Vaaler Sparebank
* Member Board of Trustee, Helgeland Sparebank

Resolution: The Supervisory Board approved the proposed positions of the Bank's elected representatives in the above-mentioned credit institutions.

2/2008 The annual financial statement for 2007

In his introductory comments, Kjell Olav Pettersen, Chairman of the main Board of Directors, mentioned certain important aspects of the Bank's operations in 2007 and the various challenges facing the Bank.

Kjell Olav Pettersen finished by thanking the Bank's managers, its administration and each member of staff for their excellent efforts during 2007.

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The CEO then explained about the main items in the accounts.

The chairman referred to the submitted annual financial statement including Profit and Loss Account, Balance Sheet, Notes to the Accounts and the Annual Report from the Board of Directors and proposed that the meeting passed the appropriate resolution.

Stig-Tore Richardsen, External Auditor, submitted the Auditor's Report and Per Christensen, chairman of the Control Committee, submitted the Report from the Control Committee.

Resolution:

1. *The proposed annual accounts with the profit for the year NOK 491.986.395 for the Parent Bank and 703.403.000 for the Group as well as the proposed annual report for 2007 are approved.*

2. *The cash dividend for 2007 per Primary Capital Certificate (PCC) shall be NOK 9,50.*

Dividend will be paid to registered PCC-holders as at 11 March 2008. The PCC will be quoted ex-dividend 12 March 2008.

3. *NOK 8.477.605 is set aside for the Dividend Equalisation Fund.*

4. *NOK 83.007.396 is set aside for the Bank's Donations Fund.*

3/2008 The Donations Fund

The main Board of Directors has proposed that NOK 83.007.396 of the profit for the year is to be set aside for the Donations Fund. According to the Savings Banks Act, paragraph 12, fifth section, no. 3, the Supervisory Board shall decide on the allocation of the donations which may be provided for various useful purposes.

Resolution: The Supervisory Board approved that the main Board of Directors is given power of attorney to allocate the amount of donations totalling NOK 83.000. 396 for the year 2007.

4/2008 Auditor's fees – 2007

In his letter to the Chairman of the Supervisory Board dated 24 February 2007, the External Auditor asked for approval of ordinary auditing fees for 2007 amounting to NOK 943 906 included value added tax.

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Resolution: The Supervisory Board hereby fixed the External Auditor's fees for 2007 at NOK 943 906 including value added tax.

5/2008 The Control Committee's Report for 2007

Reference is made to report for the 2007 accounting year submitted by the Control Committee.

Resolution: The Supervisory Board has duly noted the report.

6/2008 Dividend issue

Reference is made to the memorandum provided in which it was suggested to the Supervisory Board that for the 2007 accounting year, the Bank's PCC-holders shall be able to choose between receiving a cash dividend and new PCCs. In the memorandum, the reasons for this were explained and the Chief Executive Officer presented the matter to the Supervisory Board.

Resolution:

I. Issuance of PCC-capital through a private placement:

- a) The Bank issues PCC-capital – minimum NOK 50 and maximum NOK 125 million – by issuing minimum 1 million and maximum 2,5 million PCCs.*
- b) Each PCC has a nominal value of NOK 50*
- c) The Board of Directors is given power of attorney to fix the subscription price, but not higher than NOK 150 or lower than NOK 100 per PCC.*
- d) The issue shall be arranged in the form of a private placement for the PCC-holders, who will be given the opportunity to subscribe for the issue with an amount maximised to the level of dividend to which the PCC-holder in question is entitled for the 2007 accounting year.*
- e) The PCCs must have been subscribed for by 10 April 2008 and must be subscribed for on a separate subscription form.*
- f) The subscription price will provide the total number of PCCs to be issued and the number of PCCs to be owned by each PCC-holder in order to be entitled to allocation of 1 PCC. Subscription may only be done in whole units of PCCs. It will not be possible to oversubscribe.*
- g) All PCC-holders as at 11 March 2008 may participate in the issue.*

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- h) *Any PCC-holders not subscribing for certificates in the new issue will receive their dividends for 2007 as a cash payment. Similarly, PCC-holders not entitled to receive a whole number of new PCCs will receive a cash dividend from the excess number of PCCs involved.*
- i) *The PCC-capital payment shall be settled by 25 April 2008 and only through the use of accrued and agreed, but not yet paid dividend from the Bank for 2007, as is stated on the separate subscription form.*
- j) *The new PCCs are entitled to dividend from the time of registration of the capital at Foretaksregisteret (The Register of Business Enterprises).*

II. Power of attorney for the Board of Directors

The Supervisory Board hereby gives the main Board of Directors power of attorney within the abovementioned limits to fix the final issue amounts for the private placement and to agree any required changes to the Bank's by-laws in accordance with the capital increase mentioned under I above.

7/2008 Purchase of/collateral security in own PCCs

Reference is made to the submitted memorandum and to the CEO's briefing.

During the Supervisory Board's meeting on 13 March 2007, the main Board of Directors was authorised to acquire PCCs within a limit of 10 per cent of the PCC-capital's nominal amount up to 13 September 2008. In order to ensure that PCCs may be traded after this date, a new power of attorney is required.

The Supervisory Board's resolution to give such a power of attorney to the Board of Directors must be approved by the Financial Supervisory Authority of Norway (FSAN) and the resolution must be reported to the Register of Business Enterprises before the power of attorney may be used.

The Chairman referred to the proposal dated 25 February 2008.

Resolution:

1. *The main Board of Directors is hereby authorised to buy and use own PCCs as collateral security within the limits contained in law, rules and regulations.*
2. *The total amount of PCCs owned by the Bank or used as collateral security cannot exceed NOK 84 million or 10 per cent of the Bank's PCC-capital.*
3. *The smallest amount which may be paid for PCCs is NOK 50 and the highest NOK 300. This limit also applies to agreed collateral security so that the claim to be secured by the collateral must be within these amount-related limits.*

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4. *Purchase of PCCs is to be done through the securities market through the Oslo Stock Exchange and sales are to be made through the same market, or, if this were to be the case, as a private placement earmarked for sale to staff and elected representatives, within the currently applicable laws, rules and regulations.*

Collateral security must be arranged through agreements with customers in connection with the granting of credit and any realisation of such collateral security in the securities market via the Oslo Stock Exchange.

5. *The Power of Attorney is valid for 18 months, until 11 September 2009.*

8/208 The Bank's capital adequacy – limit for raising subordinated loans

The Chairman of the Supervisory Board referred to the notice dated 25 February 2008 which had previously been sent out. The Chief Executive Officer explained about the matter.

Resolution: The Supervisory Board passed a resolution to raise one or more subordinated loans up to a total amount of NOK 1,400 million, or the equivalent in foreign currencies, the details being as follows:

<i>Borrower:</i>	<i>SpareBank 1 Nord-Norge</i>
<i>Amount:</i>	<i>Up to NOK 1,400 million</i>
<i>Security:</i>	<i>None</i>
<i>Maturity:</i>	<i>Minimum 10 years, with option to redeem loan after 5 years.</i>

There is an option for parts of the borrowing to be arranged as perpetual subordinated loans.

The main Board of Directors is hereby authorised to accept the terms and conditions for the subordinated capital. The decision to accept the terms and conditions may be delegated to the Chief Executive Officer.

The power of attorney relating to raising subordinated loans is to be regarded as a limit which may be utilised for one or several borrowings. The power of attorney is valid up to 30.04.2010.

9/2008 Change in by-laws

The Chairman of the Supervisory Board referred to the notice dated 25 February 2008 which had previously been sent out, in which the following three proposals for changes in by-laws were described:

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- Proposal to change the Bank's formal name to SpareBank 1 Nord-Norge.
 - Proposal to change the number of deputy members of the Control Committee
 - As a result of a change in the applicable law, the Chief Executive Officer steps down from the Board of Directors and the main Board of Directors is reduced to 8 members. A corresponding change is proposed for the regional Boards of Directors.

The Chief Executive Officer referred to the discussion at the meeting of the main Board of Directors on 19 February this year at which the changes in by-laws were recommended.

The Chairman pointed out that this matter must be discussed at 2 meetings, the second time at the meeting on 12 March this year.

Resolution after the first time of consideration:

Proposal for changes in by-laws was submitted.

Resolution to be passed at a later meeting.

All resolutions were unanimous.

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After the meeting, a speech was given by the mayor of Alta, Mr. Geir Ove Bakken.

Alvhild Yttergård (sign.)

Tor Læg Reid (sign.)

Jan-Hugo Sørensen (sign.)
Chairman of the Supervisory Board