

25 September 2009

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES, AUSTRALIA, CANADA, HONG KONG OR JAPAN.

Fully underwritten rights issue of NOK 14 billion to strengthen Tier 1 capital in DnB NOR

The Board of DnB NOR proposes to strengthen its equity capital base by NOK 14 billion through an issue of ordinary shares with pre-emptive subscription rights for existing shareholders (the "Rights Issue"). The Rights Issue is supported by DnB NOR's largest shareholders and underwritten by a syndicate of banks. After completion of the Rights Issue, the Tier 1 ratio will increase to 11.3 %*.

DnB NOR chose not to raise capital during the most turbulent period in the financial markets earlier this year. Estimates for loan-loss provisions and operating profits for 2009 and 2010 remain unchanged. DnB NOR believes that, based on the current improved market conditions, raising equity capital through an ordinary Rights Issue is in the best interests of shareholders and customers. DnB NOR will therefore not apply for capital from the State Finance Fund.

Rune Bjerke, CEO, commenting on the transaction, said: "This transaction will enhance our ability to meet our customers' future financing needs while making us better prepared to satisfy anticipated higher capital adequacy requirements in the banking sector. In addition, it will enable a swifter return to our long-term dividend policy."

"The State Finance Fund has played a crucial role during this unstable period. Today, the equity market is preferable to DnB NOR as it ensures access to permanent capital, equal treatment of all our more than 45 000 shareholders and offers common equity on competitive terms."

To better capture future opportunities, DnB NOR's management and Board consider it to be in the best interests of the company's shareholders to strengthen the equity capital base in order to:

- **Proactively meet customers' future financing needs:** We will be better able to meet customers' long-term financing needs, even in light of future stricter capital adequacy requirements. A stronger capital position will ensure greater lending capacity and will strengthen DnB NOR's competitive position.
- **Pursue profitable business opportunities:** The Rights Issue will enhance DnB NOR's ability to pursue profitable business opportunities as part of DnB NOR's future growth strategy.
- **Be well positioned for future stricter capital adequacy requirements in the banking sector:** DnB NOR anticipates increasing capital requirements from regulators and rating agencies. The proposed Rights Issue will help strengthen DnB NOR's long-term capital position in advance of the anticipated changes.
- **Swifter return to long-term dividend policy:** The capital increase will allow DnB NOR to resume dividend payments sooner in accordance with its long-term dividend policy.

** Pro forma Tier 1 ratio after full implementation of IRB including 50% of profits for the period.*

Transaction highlights

- DnB NOR's largest shareholder, the Norwegian government, represented by the Ministry of Trade and Industry, owns 34.0 % of the outstanding shares and is supportive of DnB NOR's action to strengthen its capital base. The government will put forward a parliamentary proposition to participate for its pro rata share of the Rights Issue.
- The Savings Bank Foundation (Sparebankstiftelsen DnB NOR) is supportive of the Rights Issue and has entered into an agreement to underwrite and subscribe for NOK 500 million, and aims to maintain an ownership percentage in DnB NOR of above 10% after the transaction.
- The National Insurance Fund (Folketrygdfondet) (3.8 % ownership) is supportive of the Rights Issue and has entered into an agreement to underwrite and subscribe for its pro rata share of the Rights Issue.
- The remaining part of the Rights Issue is underwritten by Morgan Stanley and Citi, subject to customary terms and conditions and to the Norwegian government subscribing to its pro rata share.
- The Rights Issue is subject to approval by an extraordinary general meeting that is currently planned for the second half of November 2009. The subscription period will commence shortly thereafter. The issue price will be set immediately before the EGM.
- Morgan Stanley, DnB NOR Markets and Citi are acting as Joint Global Coordinators and Joint Bookrunners for the Rights Issue. Arctic Securities is also acting as an advisor to DnB NOR in the process.

DnB NOR currently has a strong financial position and meets all regulatory capital requirements with substantial margins. After the Rights Issue, DnB NOR's pro forma Equity Tier 1 ratio after full IRB implementation will be 10.2 % and the Tier 1 ratio 11.3 %. Issuing ordinary shares conforms with the key measures put forward by the Basel Committee on Banking Supervision earlier this month that "the predominant form of Tier 1 capital must be common shares and retained earnings".

It is important for DnB NOR to secure fair treatment of its shareholders and maintain a broad shareholder base. The proposed capital measures provide a fair and transparent market solution for all shareholders and special measures will be taken to ensure full information to the company's retail shareholders and to make it easy for them to participate in the Rights Issue or sell their rights.

Indicative timeline

DnB NOR's largest shareholder, the Ministry of Trade and Industry, will seek parliamentary approval to enable it to participate in the Rights Issue. This is expected to be obtained during the second half of November 2009. DnB NOR will call for an extraordinary general meeting expected to be held shortly after such parliamentary approval in the second half of November 2009 and the subscription period will commence shortly thereafter. It is currently expected that the Rights Issue will be completed by mid-December 2009.

Press and analyst conference

A press conference (in Norwegian) will be held today at 09.00 CET at DnB NOR's headquarters in Oslo. The press conference will also be published as a live webcast. To attend the live webcast, please log on to www.dnbnor.com. A recording of the press conference will be available at www.dnbnor.com.

International telephone conference for analysts and the press

At 11.00 CET an international telephone conference (in English) will be held for analysts and the press. To participate, please dial +47 800 80 119 or +47 23 00 04 00 no later than 10.50 CET. The teleconference is not intended for journalists located in the US.

Information available online

The announcement presentation and the press release will be made available on the rights issue web site, accessible for eligible investors through the DnB NOR web site. During the rights issue period, this website will be updated with information and documentation relevant to the rights issue. Please visit www.dnbnor.com.

For further information, please contact:

Bjørn Erik Næss, CFO, tel. +47 415 05 201, e-mail bjorn.erik.naess@dnbnor.no

Per Sagbakken, EVP, Investor Relations, tel. +47 906 61 159, e-mail per.sagbakken@dnbnor.no

Trond Bentestuen, EVP, Corporate Communications, tel. +47 950 28 448,
e-mail trond.bentestuen@dnbnor.no

- - - -

Disclaimer

These materials are not for distribution, directly or indirectly, in or into the United States (including its territories and possessions, any State of the United States and the District of Columbia), Canada, Australia, Japan or Hong Kong. These materials do not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. The Securities mentioned herein have not been, and will not be, registered under the United States Securities Act of 1933 (the "Securities Act").

The Securities may not be offered or sold in the United States except pursuant to an exemption from the registration requirements of the Securities Act. There will be no public offer of securities in the United States."

The issue, exercise or sale of subscription rights ("Rights") and the subscription or purchase of DnB NOR shares or Rights are subject to specific legal or regulatory restrictions in certain jurisdictions. DnB NOR assumes no responsibility in the event there is a violation by any person of such restrictions.

This announcement is an advertisement. It is not a prospectus, disclosure document or offering document and does not purport to be complete. Nothing in this announcement should be interpreted as a term or condition of the Rights Issue. Investors should not subscribe for, purchase, otherwise acquire, sell or otherwise dispose of nil paid rights, fully paid rights and/or ordinary Shares except on the basis of information in the prospectus to be published by the company in due course in connection with the Rights Issue which will contain further information relating to the company as well as a summary of the risk factors to which any investment is subject. (the "Prospectus"). The Prospectus will, following publication, be available on the rights issue website at www.dnbnor.com. This announcement does not constitute or form part of any offer or invitation to sell or issue, or any solicitation of any offer to acquire any securities offered by any person in any jurisdiction in which such an offer or solicitation is unlawful.

This document has not been approved by any regulatory authority. This document is an advertisement and not a prospectus and investors should not subscribe for or purchase any securities referred to in this document except on the basis of information provided in the prospectus to be published by DnB NOR on its website in due course.

The distribution of this announcement and/or the Prospectus into jurisdictions other than Norway may be restricted by law. Persons into whose possession this announcement comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

Morgan Stanley & Co. International plc. DnB NOR Markets and Citigroup Global Markets Limited are acting for DnB NOR and no one else in connection with the Rights Issue and will not be responsible to anyone other than DnB NOR for providing the protections afforded to their respective clients or for providing advice in relation to the Rights Issue and/or any other matter referred to in this document.

Forward-looking statements

This document and any materials distributed in connection with this document may contain certain forward-looking statements. By their nature, forward-looking statements involve risk and uncertainty because they reflect DnB NOR's current expectations and assumptions as to future events and circumstances that may not prove accurate. A number of material factors could cause actual results and developments to differ materially from those expressed or implied by these forward-looking statements, including the risks and uncertainties to be set out in the prospectus.