

Translation Norwegian – English:

**ARTICLES OF ASSOCIATION
FOR
KOMMUNAL LANDSPENSJONSKASSE GJENSIDIG FORSIKRINGSSKAP**

Adopted by the General Meeting - last amended on 21 April 2008
Approved on 1 July 2008 by the Financial Supervisory Authority of Norway

CHAPTER 1. GENERAL PROVISIONS

Art. 1-1. Name and registered office

The name of the company is
KOMMUNAL LANDSPENSJONSKASSE
GJENSIDIG FORSIKRINGSSKAP
(KLP).

The registered office is in Oslo.

Art. 1-2. Object

The object of the company is to take care of the members' need for service pension schemes. The company may, itself or by participating in other companies offer other pension and insurance products and may participate in or run any business that is naturally associated with insurance business and any other business that is permitted for insurance companies to take part in, including the administration and management of pension funds.

CHAPTER 2. MEMBERSHIP AND MEMBERS' LIABILITY

Art. 2-1. Membership

Members of KLP are parties that have pension schemes with the company.

Art. 2-2. Members' liability

(1) Members of KLP have no third party liability. The members' liability for the company's obligations can only be invoked by the company.

(2) Any deficit arising out of a group (pension) scheme shall be covered by the members of that scheme in relation to the premium reserve that has been calculated for their pension scheme. If such coverage cannot be provided by one or more of the members of the group (pension) scheme, the benefits of those members' pension schemes shall be reduced. Further provisions may be included in the articles of associations/rules for the individual group scheme.

Art. 2-3. Equity contributions

(1) The members are obliged to pay equity contributions in so far as this is necessary to provide KLP with satisfactory financial strength. The contribution is determined in relation to the premium reserve and is calculated separately for each individual group (pension) scheme by the Board of Directors of KLP for the relevant calendar year. Equity contributions to the Pension Scheme for Nurses are stipulated in accordance with the section 31 of the Act of 22 June 1962 no.12.

(2) Equity contributions may be used to cover a loss or deficit on ordinary operations, and no return may be paid without taking due account of the operating result for the year.

(3) Equity contributions may only be refunded in the event of a transfer of the customer relationship from KLP and subject to the prior approval of the Financial Supervisory Authority of Norway. Any refund will equal the member's share of the actual accumulated equity contributions at the date of cessation. Calculated on the basis of the member's share of the company's total technical provisions.

(4) Further provisions relating to equity contributions may be provided for the individual group (pension) scheme.

CHAPTER 3. THE COMPANY'S GOVERNING BODIES

Art. 3-1. Governing bodies

The company's governing bodies are the General Meeting, the Committee of Representatives, the Control Committee, the Board of Directors, the Group CEO (General Manager) and the Election Committee elected by the Committee of Representatives.

Art. 3-2. General Meeting

The company's highest authority is the General Meeting. The company's members elect delegates who are entitled to attend, speak and vote at General Meetings. See articles 3-3 to 3-5.

Art. 3-3. Election of delegates to the General Meeting, election districts

(1) The company is divided into election districts. Each county municipality and the municipalities in the county concerned make up their own election district, except for Oslo. The City (Municipality) of Oslo is part of the Akershus election district. The Regional Health Undertakings together with their subsidiaries each make up their own election district. The company's other members (corporate members) make up one election district.

(2) Each election district elects a number of delegates to the General Meeting, depending on the aggregate premium volume of the company's group pension schemes (including the Pensjonsordningen for Sykepleiere – the Pension Scheme for Nurses) paid by the members of the election district. The calculation is based on the members' normal premium for the year preceding the year in which the election takes place, and corrected for insurance contracts entered into or terminated in the period up to the election date. The Committee of Representatives determines the further relationship between the pension premiums and the number of delegates elected by the election districts to attend the General Meeting. A minimum of four delegates is elected from each election district.

(3) An election meeting shall be held in each election district by the end of March every other year to elect the election district's delegates to the General Meeting. The members of the election district at the date of the election meeting are entitled to be represented at the election meeting by a delegate with the right to attend, speak and vote at the meeting. At the election meetings for the municipalities and the county municipalities each member is given from 1 to 12 votes determined on the basis of the normal premium paid into the company's group (pension) schemes (including the Pension Scheme for Nurses). The Committee of Representatives determines the further relationship between the pension premiums and the number of votes that may be cast. At the election meetings of the health undertakings and the election meeting of corporate members, each member is given a

weight of votes in keeping with the premium paid into the company's group (pension) schemes (including the Pensions Scheme for Nurses), and determined as a proportion of the respective election district's total voting premium.

(4) The company shall notify the Chair of the Election Committee of the Committee of Representatives' decisions pursuant to the third sentence under (2) and the fourth sentence under (3) along with information about premiums paid within the election district, both the total figure and the amount paid by each member. The company's notification shall accompany the notice convening the election meeting. If, after that, any changes are made that significantly affect the calculation of the number of delegates to be elected by the respective election districts, or the members' voting rights, the chair of the election committee shall be notified immediately.

(5) Elections are decided by a majority vote.

Art. 3-4. Election committee, election preparations

(1) At the first election meeting after municipal elections the election meeting shall elect an election committee for the election district consisting of three to five members, of whom one shall be elected chair of the election committee. The term is four years. The election committee shall itself propose members to serve on the election committee.

(2) The election committee shall determine the date of the election meeting and notify all members of the meeting at no less than one month's notice.

(3) The notice of meeting shall be accompanied by the election committee's list of proposed delegates to the General Meeting. The proposal shall include a number of deputy delegates up to but not exceeding the number of delegates. The proposal shall take due account of the geographical distribution, the proportion of large and small municipalities/undertakings, the gender distribution and the fact that both the political/governing and the administrative levels shall be represented.

(4) At the election meeting, members present with voting rights may suggest other delegates or deputy delegates than those proposed by the election committee.

Art. 3-5. Election meeting

(1) The chair of the election committee or in his/her absence the person nominated by the election committee shall preside over the election meeting. The person in charge of the meeting shall compile a list of the members present, showing who represents them, and the number of votes that may be cast by each member. A member may be represented by his/her own representative or by a proxy.

(2) The candidates receiving the highest number of votes are elected delegates to the General Meeting. Those receiving the highest number of votes after the delegates, are elected deputy delegates in the order indicated by the number of votes received. The election meeting can decide that the deputies should not be elected in the order decided in the previous sentence but as personal deputy delegate to the individual elected delegate.

(3) The chair of the meeting shall ensure that minutes of the election meeting are kept. The outcome of the election shall be recorded in the minutes. A list of the members represented and the number of votes they represent shall be attached to the minutes. The minutes shall be signed by the chair of the meeting and at least two representatives of the members present. The chair of the meeting shall ensure that the minutes are submitted to the company.

Art. 3-6. General Meetings

(1) General Meetings are convened by the Board of Directors on the basis of written notice of meeting sent to those nominated as delegates to the General Meeting. The notice of meeting shall be sent at least 14 days before the date of the meeting.

(2) The General Meeting is to be opened and presided over by the chair of the Committee of Representatives.

(3) Each delegate to the General Meeting has one vote.

(4) To be valid, a resolution of the General Meeting must receive the support of a majority of the votes cast, unless determined otherwise by the provisions of the Companies Act (Norway). See Art. 3-9. In the event of a tied vote, the chair shall have the casting vote, even when he/she has no voting rights. Where an election results in a tied vote, a new election shall be held, to be followed by the drawing of lots, where required.

(5) The Chair of the Board of Directors, the Group CEO and the Chair of the Committee of Representatives have the right and the duty to attend the General Meeting. In addition, the Deputy Chair of the Board of Directors, the Chair of the Control Committee, the Election Committee, and the auditor are entitled to be present, and are also obliged to be present at the Annual General Meeting (AGM). In the event of absence on valid grounds of a person who is obliged to attend a General Meeting, a deputy shall be appointed. The members of the Board of Directors, Board observers and Members of the Committee of Representatives are entitled to attend the General Meeting. Those who are entitled to be present, have the right to address the General Meeting.

(6) The chair shall ensure that minutes of the General Meeting are kept. The resolutions of the General Meeting shall be recorded in the minutes, as well as the result of votes cast. A list of those present shall be included in or attached to the minutes, cf. section 5-13 of the Companies Act (Norway).

(7) The General Meeting shall pick two delegates to sign the minutes along with the chair.

(8) The minutes of the General Meeting shall be available to the company's members and shall be kept in safe custody.

Art. 3-7. Annual General Meeting

(1) The Annual General Meeting shall be held each year by the end of June.

(2) The following matters shall be dealt with and decided on:

1. Adoption of the company's and the Group's annual report and accounts, including the application of profits or coverage of losses. .
2. Election of members and deputy members to the Committee of Representatives as elected at the General Meeting, cf. Art. 3-10 (2).
3. Election of members and deputy member to the Control Committee, cf. Art. 3-20, including the Chair and Deputy Chair of the Control Committee.
4. Determination of the remuneration of the Committee of Representatives and the Control Committee.
5. Consideration of other matters that by law or under the Articles of Association pertain to the General Meeting.

(3) Only matters included in the notice of meeting may be decided on by the General Meeting. However, decisions may be made and resolutions adopted in accordance with section 5-14, second paragraph, of the Companies Act (Norway).

(4) Members of the company are entitled to have matters that have been reported to the company in writing early enough to be included in the notice of meeting considered by the General Meeting, cf. section 5-11 of the Companies Act (Norway).

Art. 3-8. Extraordinary General Meeting

An Extraordinary General Meeting shall be held when the Board considers it necessary, or when demanded in writing by the auditor or at least one tenth of the delegates to the General Meeting, in order to consider a specific matter.

Otherwise the same rules apply as for an Annual General Meeting.

Art. 3-9. Application of the Companies Act (Norway) at the General Meeting

Unless otherwise provided in the present Articles of Association, the provisions of the Companies Act (Norway) relating to general meetings have corresponding application.

Art. 3-10. Committee of Representatives

(1) The company shall have a Committee of Representatives consisting of 45 representatives with deputy representatives.

(2) Twenty-four representatives and twelve deputy representatives, in succession, shall be elected by the General Meeting. These representatives shall be put together in a manner that makes the Committee of Representatives reflect the company's interest groups, customer structure and function in society.

(3) Six representatives with deputy representatives shall be appointed by the employee organisations or by their amalgamated negotiating bodies with proportional internal representation relative to the number of members with pension rights in KLP.

(4) Fifteen representatives and five deputy representatives, in succession, shall be elected by and from among the employees of KLP and companies that make up a group along with KLP.

(5) Board members or deputy members, Board observers and the Group CEO cannot be elected to the Committee of Representatives.

(6) The Committee of Representatives shall elect its own chair and deputy chair.

(7) The Committee of Representatives, its chair and deputy chair are to be elected for a two-year term.

Art. 3-11. Meetings of the Committee of Representatives

(1) The Chair of the Committee of Representatives shall convene meetings of the Committee whenever necessary and at least

twice a year. The Chair shall also convene meetings when this is demanded by at least one-sixth of the representatives or the Board of Directors. If a member is absent, a deputy member shall be called in.

(2) Unless determined otherwise by the Committee of Representatives in individual cases, Board members, Board observers, the Chair of the Control Committee and the Group CEO are entitled to attend and address the meeting. The Chair of the Board and the Group CEO are obliged to be present unless this is obviously not necessary, or there are valid grounds for non-attendance. In the latter case, a deputy shall be appointed.

(3) The Committee of Representatives forms a quorum when more than half of the representatives are present. However, the Committee of Representatives cannot pass resolutions unless all the members have been given the opportunity participate in dealing with the matter. To be valid, a resolution requires the support of the majority of the representatives who have participated in dealing with the matter. In the event of a tied vote, whatever the Chair [the person presiding over the meeting] has voted in favour of shall be decisive. Where an election results in a tied vote, a new election shall be held, to be followed by the drawing of lots, where required. Those who have voted in favour of a proposal that implies a change must nevertheless constitute more than one-third of all the representatives.

Art. 3-12. Functions of the Committee of Representatives

The functions pertaining to the Committee of Representatives are those that rest with the corporate assembly under sections 6-35 to 6-40 of the Public Companies Act (Norway). The management of the company by the Board of Directors and the Group CEO shall be supervised. Further, the Committee of Representatives shall:

1. Elect five Board members and up to the same number of deputy members, cf. Art. 3-14 (2), as well as the Board Chair and Deputy Chair, and shall determine the remuneration of the Board members.

2. Submit a statement to the General Meeting as to whether the Board's proposal for the annual report and accounts in accordance with Art. 3-7 (2), item 1, should be approved.
3. Submit a statement to the General Meeting as to whether the Board's proposal for the allocation of profits or coverage of losses should be approved.
4. Based on a Board proposal, decide on investments of a significant size in relation to the company's resources and on efficiency initiatives or the restructuring of operations entailing major changes in or re-allocation of the workforce.
5. Elect the auditor and determine his/her fee.
6. Adopt instructions for the Control Committee. The instructions shall be approved by the Financial Supervisory Authority of Norway.
7. Determine the relationship between the voting premium volume in the election districts and the number of delegates to the General Meeting, cf. Art. 3-3 (2).
8. Determine the relationship between the premium volume and the number of votes on the election of delegates to the General Meeting, cf. Art. 3-3 (3).

Art. 3-13 Election Committee

(1) The Committee of Representatives shall elect an Election Committee made up of four members, one of whom shall be elected Chair of the Election Committee. In addition, one deputy member shall be elected. The various member groups in the company should be represented on the Committee. There is a two-year term, and re-election is permitted twice. Members of the Board of Directors are ineligible.

(2) The Election Committee may propose candidates for election to the following offices:

1. Those members of the Committee of Representatives who are elected by the General Meeting, as well as the Chair and Deputy Chair of the Committee of Representatives.

2. Those Board members elected by members of the Committee of Representatives who are elected by the General Meeting, as well as the Chair and Deputy Chair of the Board of Directors.
3. The Control Committee and its Chair and Deputy Chair.

(3) In all elections carried out by the company's governing bodies every effort shall be made to achieve a reasonable gender distribution.

Art. 3-14. Board composition

(1) The Board consists of eight members, with up to the same number of deputy members. In addition, two observers are appointed, see (8) below.

(2) Five members with up to the same number of deputy members are elected by those members of the Committee of Representatives who are elected by the General Meeting. These Board members are to be put together in such a way that the Board united can safeguard the members' and the company's interests as well as the company's need for competency, capacity and diversity.

(3) One member with a personal deputy member shall be appointed by the employee organisation or amalgamated negotiating body with the largest number of members with pension rights in KLP.

(4) Two members with deputy members shall be elected by and from among KLP's employees.

(5) Board members and deputy members are elected for a period of two years at a time, with half of them being elected each year.

(6) The Chair and Deputy Chair of the Board are elected at plenary meetings of the Committee of Representatives.

(7) In the absence of other provisions, those who carry out the election shall decide whether deputy members shall be personal deputies or deputies in succession.

(8) The employee organisations or amalgamated negotiating bodies which are second or third in terms of the number of members with KLP pension insurance shall

each appoint a Board observer, plus a deputy observer, where appropriate. The observers are entitled to speak and to submit proposals, but they have no voting rights.

Art. 3-15. Board meetings

(1) The Board Chair shall ensure that relevant matters that come under the Board are considered. Board members and the Group CEO may demand that the Board consider certain matters.

(2) The Board forms a quorum when more than half of its members are present. All the same, the Board may not make decisions unless all the members of the Board, as far as possible, have been given the opportunity to take part in the consideration of a matter.

(3) For the Board to make a decision, it is required that the majority of those board members taking part in the consideration of a matter have voted in favour of it. In the event of a tied vote, whatever the chair of the meeting has voted in favour of, shall be decisive. Those who have voted in favour of a proposal that implies a change must nevertheless always make up more than one-third of all the Board members.

Minutes must be kept of the Board's consideration of a matter. The minutes should state the time and the place, those present, the way the matter was considered, the Board's resolutions, and otherwise what follows from section 6-29 of the Companies Act (Norway). The minutes will be signed by all the members who have participated in the Board's consideration of the matter. Absent Board members are to make themselves acquainted with decisions made in their absence.

Art. 3-16. Board functions

The Board shall manage the company's affairs as required by law, the Articles of Association and resolutions of the General Meeting. It shall ensure that the interests of the company and of the members are looked after in an appropriate manner.

Further, the Board shall:

1. Submit complete annual accounts, the annual report, the auditor's report and the Committee of Representatives' statement regarding the annual accounts to the Annual General Meeting.
2. Appoint the Group CEO.
3. Ensure that the company's activities are properly organised.
4. Draw up plans, budgets and guidelines for the company's activities.
5. Keep itself updated on the financial position of the company and ensure that its activities, accounts and asset management are subject to satisfactory controls.

Art. 3-17. Outward representation of the company

(1) The Board of Directors represents the company in its outward dealings.

(2) The company is committed by the joint signatures of the Chair or Deputy Chair of the Board and one Board member, or by the signature of the Group CEO alone.

(3) The Board may confer power of procuration.

Art. 3-18. Group Chief Executive Officer

(1) The company shall have a Group CEO. The Group CEO is responsible for the day-to-day management of the company's activities and shall comply with the guidelines and directives issued by the Board of Directors and shall otherwise safeguard the company's interests.

(2) The day-to-day management does not include matters which in relation to the company are unusual or of great significance. Such matters may only be decided by the Group CEO with the authorisation of the Board in individual cases, or where awaiting a Board decision will be to the serious detriment of the company. In such cases, the Board shall be notified about the matter as soon as possible.

(3) The Group CEO has the right and the duty to attend and address meetings of the Board of Directors and of the Committee of

Representatives. He may demand that his opinion be recorded in the minutes if he disagrees with resolutions adopted.

Art. 3-19. Application of the Companies Act (Norway) to the company's management

Unless otherwise provided in the Articles of Association or in the Insurance Activity Act, the provisions of sections 6-1 to 6-3 and sections 6-6 to 6-34 of the Companies Act (Norway) relating to the company's management shall apply correspondingly.

Art. 3-20. Control Committee

(1) The company shall have a Control Committee consisting of at least four members and one deputy member. One of the members shall have the qualifications required by judges under section 54, 2nd paragraph of the Courts Act (domstolloven) and shall be approved by the Financial Supervisory Authority of Norway.

(2) The Control Committee is elected for two years at a time, and such that half of the members are up for election each year.

(3) The Control Committee shall supervise the company's activities and otherwise hold the functions and the authority that follow from sections 5-6 and 5-7 of the Insurance Act and the instructions laid down by the Committee of Representatives.

CHAPTER 4. VARIOUS DECISIONS

Art. 4-1. Allocation of profits and coverage of expenses

1. Profits and expenses are shared between the Company and the customers in accordance with the provisions of the Insurance Act of 10 June 2005, Chapters 9 and 10.
2. The Company is entitled to up to 20 per cent of earnings on the premium reserve linked to accumulated rights in municipal pension schemes under the Insurance Act § 10-14 second paragraph, see the Insurance Act § 9-12 and the Regulation governing Life Insurance of 30 June 2006 § 4-2.

Art. 4-2. Group contributions

KLP may provide its subsidiaries with Group contributions.

Art. 4-3. The minimum amount insured and number of insureds

If the insured amount falls below NOK 100 million, or the number of insureds falls below 10,000, the General Meeting shall be convened to pass a resolution in accordance with section 10-2 of the Insurance Act.

Art. 4-4. Dissolution

If the General Meeting resolves to dissolve the company, dissolution shall take place in accordance with section 10-1 of the Insurance Act. The company's equity at the date of dissolution shall be distributed in relation to the members' share of the insurance reserves in the individual pension schemes.

Art. 4-5. Amendment of Articles of Association. Approval.

Resolutions to amend the Articles of Association are adopted by the General Meeting on recommendations from the Board. To be valid, resolutions must receive the support of at least two-thirds of the votes cast and the amendment must be approved by the Financial Supervisory Authority of Norway.

TRUE TRANSLATION OF THE ARTICLES
OF ASSOCIATION AS AT 26 APRIL 2006
WITH AMENDMENTS OF 26 APRIL 2007
AND APPROVED ON 18 JULY 2007 BY
THE FINANCIAL SUPERVISORY
AUTHORITY OF NORWAY,
CERTIFIED BY
Elisabeth Undall Styren
Government Authorised Translator
Norwegian – English and English – Norwegian

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