

MINUTES FROM
EXTRAORDINARY GENERAL MEETING
IN DNO INTERNATIONAL ASA*

On 1 November 2011, at 13:15 hours (CET) an extraordinary general meeting was held in DNO International ASA at Vika kino, Ruseløkkveien 14, Oslo.

The following matters were on the agenda:

1. Opening of the general meeting, including registration of attending shareholders and shares represented by proxy

The general meeting was opened by Mr. Harald Arnkværn, with reference to that he has been appointed to open the meeting and to carry out the functions of the opener of the meeting pursuant to the Norwegian Public Limited Companies Act (the "PLCA"), including registering the shareholders present at the meeting either in person or by proxy. Reference was made to stock exchange notice with information in this regard. There were no objections in this respect.

The following individuals were also present at the general meeting: Chairman of the board Bijan Mossavar-Rahmani, Managing Director Helge Eide and the remainder of the board members. In addition the company's lawyer Andreas Mellbye and the company's auditor was present. The press had also been granted access to the general meeting.

Mr. Harald Arnkværn made a record of the attending shareholders and the shareholders represented by proxy, cf. section 5-13 of the PLCA. The record was made with the assistance of DnB NOR Verdipapirservice. 202 shareholders and proxies were present, representing 360,921,255 own shares and 223,555,793 shares by proxy. The total number of shares represented was 584,477,048. No objections were made against the record. The record is enclosed as attachment to these minutes.

Mr. Harald Arnkværn noted that the company has established registration date for attending the general meeting in its articles of association, cf. article 6 of the articles of association and section 4-2 (3) of the PLCA. Registered shareholders/proxies for shareholders can therefore only vote for the number of shares with which the shareholder is registered in the company's register of shareholders in the Norwegian Central Securities Depository as of 25 October 2011.

Introductorily it was also informed that the voting rules in the PLCA is understood, and will be put into practice, so that only yes- and no votes is considered when calculating whether the required majority has been met in the votes. Further, it was informed that shareholders notifying their attendance after opening of the general meeting will be granted the right to attend and to speak, but will not be entitled to vote. Shareholders leaving before the meeting is adjourned is asked to notify DnB NOR Verdipapirservice, and possibly to appoint an attorney for its shares among the persons present if they would like to have their shares voted for.

Attorney-at-law Arne Didrik Kjørnæs asked for permission to speak on behalf of his clients Erik J. Frydenbø and Petrolia Invest AS. Mr. Kjørnæs raised the question before the chairman of the meeting of whether a limitation shall be put on some of the present shareholders' voting right with reference to the rules in the Norwegian Securities Trading Act regarding mandatory offer obligation, and the chairman of the meeting's knowledge of any agreements in this regard. The chairman of the meeting informed that he had not been provided with any agreements which should indicate such limitation of voting right.

With reference to the purchase of treasury shares the day prior to the general meeting, Mr. Kjørnæs explained that he is of the opinion that the PLCA section 4-2 (3) cf. (2) cf. the Polaris-judgment involves that shareholders having sold their shares after the registration date, 25 October 2011, and before the general meeting, shall be banned from voting in the general meeting. The chairman of the meeting explained that he had a contradictory view on this matter. The viewpoint of the chairman of the meeting will be used as basis for the votes.

2. Election of a chairman to preside over the meeting and another person to sign the minutes of the EGM together with the chairman of the meeting

Attorney-at-law Mr. Harald Arnkværn was elected to preside over the meeting. Mr. Harald Arnkværn suggested that Torstein Øygarden was elected to co-sign the minutes. It was proposed among the persons in attendance that Erik J. Frydenbø should sign the minutes. Following proposal by the chairman of the meeting no objections was made to that the minutes be signed by Torstein Øygarden and Erik J. Frydenbø together with the chairman of the meeting.

The decisions were unanimous amongst the persons in attendance, however so that in accordance with pre-delivered voting instructions 816,016 shares had voted against the proposal, and 8,664,983 shares had abstained from voting.

3. Approval of the notice and agenda

The chairman of the meeting stated that the notice and revised notice have been sent to all shareholders with a known address. It was further stated that the place of the general meeting has been changed after the notice was sent because more space was required. Information on this has been made available by letters distributed to the shareholders and by a stock exchange notice, as well as by oral information at the place where the general meeting was originally supposed to be held. The time of the meeting has been postponed to ensure the participation of shareholders who despite of this information may have showed up at the wrong place. The chairman of the meeting explained that the matters on the agenda would be discussed in the same order as in the notice.

Attorney-at-law Mr. Kjørnæs explained that Erik J. Frydenbø and Petrolia Invest is of the opinion that the notice not is in accordance with the PLCA, with reference to the presented claim for investigation and changes made to the merger plan and merger resolution. This was countered by the company's attorney-at-law Mr. Andreas Mellbye, by reference to that all the mentioned questions have been assessed by the company's advisors in advance of the general meeting. Attorney-at-law Mr. Kjørnæs asked that it was recorded in the minutes that Erik J. Frydenbø and Petrolia Invest would vote against the approval of the notice.

Written voting procedures were carried out. A total number of 575,208,108 votes were cast, of which 503,515,961 were votes in favour and 71,692,147 were votes against, which means that the notice and agenda has been approved by a majority of the votes cast, cf. section 5-17 (1) of the PLCA. In addition, a total of 9,268,940 votes were left blank or not voted for.

4. Approval of the merger plan between DNO MENA AS and NORAK Holdings AS, including increase of the share capital in DNO International ASA for issuance of consideration shares in connection with the merger

The chairman of the meeting provided information on the board's proposed approval of the merger plan between DNO MENA AS and NORAK Holdings AS, including the increase of the share capital in DNO International ASA for issuance of consideration shares in connection the merger. Reference was made to the board's proposal, which was included in the notice, the merger

plan, as well as an information memorandum in the form of a "similar document" that has been made available to the shareholders.

Attorney-at-law Andreas Mellbye provided information on changes to the merger plan and changes to the board's proposed resolution on merger and capital increase. Reference was also made to stock exchange notice in this regard.

Attorney-at-law Arne Didrik Kjørnæs explained that his clients Erik J. Frydenbø and Petrolia Invest are of the opinion that the general meeting not legally can discuss the amended merger plan. It was requested a vote over whether the general meeting's discussions of the merger plan and the issuance of consideration shares should be postponed. It was further requested that the board considered withdrawing the matter from the agenda. Should the matter be put forward for discussions in the meeting reservations were made that the resolution could be contested with an annulment action and an injunction involving that the completion of the merger shall be postponed until legally enforceable judgment is in place. Attorney-at-law Andreas Mellbye repeated that the company's advisers have assessed the changes and concluded that the proposal can be presented.

Following discussions between the board members the proposal was maintained.

Written voting procedures were accordingly carried out for the proposal that the general meeting's discussion of the merger plan and issuance of the consideration shares shall be postponed.

A total number of 466,219,426 votes were cast, of which 150,967,797 were votes in favour and 315,251,629 were votes against, which means that the proposal has not received the necessary majority of the votes cast, cf. the PLCA section 5-17 (1). In addition, a total of 940,901 votes were left blank or not voted for.

Subsequently other persons in attendance were given the opportunity to comment on and raise questions regarding the merger proposal. Several shareholders presented their comments and asked questions which was answered by the Company's management and advisers.

Subsequently, the board's amended proposal for resolution, as stated below, was put to the vote. The proposal was read out loud in its entirety by the chairman of the meeting.

"i) The merger plan between NORAK Holding AS as the transferring company and DNO MENA AS as the acquiring company dated 3 September 2011 is approved (the "Merger Plan").

The share capital of DNO International ASA is increased by minimum NOK 18,355,585.75 and maximum NOK 31,980,585.75, to minimum NOK 255,819,813.75 and maximum NOK 269,444,813.75, through the issue of minimum 73,422,343 and maximum 127,922,343 new shares, each with a nominal value of NOK 0.25. The aggregate payment for the share capital increase is minimum NOK 697,512,258.50 and maximum NOK 1,215,262,258.50, corresponding to a subscription rate of NOK 9.50 per share. The payment for the new shares issued in the capital increase and the minimum 25,500,000 and maximum 80,000,000 treasury shares in DNO International ASA shall be settled by DNO MENA AS issuing a receivable in favour of DNO International ASA which corresponds to the value of the net equity transferred to DNO MENA AS in the merger with NORAK Holdings AS.

The merger receivable issued by DNO MENA AS in favour of DNO International ASA shall be deemed to have been established upon implementation of the merger for corporate law purposes, and shall from said point in time be charged with an interest rate based on market terms.

The new shares shall carry full shareholder rights, including the right to

dividends, after registration of the share capital increase with the Norwegian Register of Business Enterprises.

(ii) Section 4 of DNO International ASA's articles of association shall be amended to reflect the share capital and number of issued shares after the completion of the share capital increase set out above.

iii) The resolutions above regarding the merger, hereunder the capital increase described above in item 4 i) assume that the share capital of the Company does not change after the merger has been approved by the EGM and until the merger is finally registered following the end of the creditor notice period. To the extent that DNO International ASA's share capital should change prior to the completion of the merger, the resolution above shall be adjusted accordingly to take the new share capital into account.

The above resolutions are conditional upon the adoption of necessary corporate approvals also from the general meetings of DNO MENA AS, NORAK Holdings AS and RAK Petroleum Public Company Limited, as well as the implementation of the "RAK Petroleum Restructuring" as defined in the Merger Plan and the fulfillment or waiver of the other conditions in the Merger Plan section 11 "Conditions for completion".

Written voting procedures were accordingly carried out. A total number of 583,482,890 were cast, of which 447,113,546 were votes in favour and 136,369,344 were votes against, which implies that the proposal is adopted by more than two thirds majority, cf. section 5-18 (1) of the PLCA. In addition, a total of 994,158 votes were left blank or not voted for.

5. Authorisation to the board of directors to increase the share capital

Managing Director Helge Eide accounted for the board's proposal that the board be granted authority to increase the company's share capital by up to NOK 25,000,000. Reference was made to the board's proposal, which was included in the notice.

Subsequently, the board's proposed resolution, as stated below, was put to the vote. The proposal was read out loud in its entirety by the chairman of the meeting.

Proposed resolution:

"Pursuant to section 10-14 of the Public Limited Liability Companies Act, the Board of Directors is granted authorization to increase the Company's share capital by up to NOK 25,000,000 by issuing up to 100,000,000 shares with a nominal value of NOK 0.25 at a price and other subscription terms to be stipulated by the Board.

The Board is authorized to amend Article 4 of the Articles of Association accordingly.

The Board may deviate from the shareholders' pre-emption right to subscribe for the new shares.

The authorization may be used in connection with a listing of the Company on the London Stock Exchange or to finance investments in companies or to acquire assets within the Company's core business areas, and may within this frame be used once or several times according to the decision by the Board of Directors.

The authorization is valid for two years from the date of the EGM. The authorization shall also cover a capital increase

against contributions in kind, including in connection with a merger pursuant to section 13-5 of the Public Limited Companies Act. The shares will entitle the holders to a dividend for the financial year the authorization is utilized."

It was allowed for comments and questions from the shareholders to the board's proposal.

Written voting procedures were carried out. A total number of 574,339,871 votes were cast, of which 58,211,517 were votes in favour and 516,128,354 were votes against, which implies that the proposal has not got the necessary two thirds majority, cf. section 5-18 (1) of the PLCA. In addition, a total of 10,137,177 votes were left blank or not voted for.

6. Proposal for investigation

The chairman of the meeting accounted for the proposal for investigation under section 5-25 of the PLCA made by Erik J. Frydenbø and Petrolia Invest AS. The entire proposal was attached to the revised notice of general meeting. Erik J. Frydenbø elaborated on the proposal.

The chairman of the meeting brought attention to the fact that item 6 contains proposals for investigation of paragraphs A to E. The proposer has, after the revised notice and before the general meeting, demanded that paragraphs A to E be discussed separately. The chairman of the meeting accordingly requested that the proposer would accept that paragraphs A to E are discussed jointly.

Mr. Arne Didrik Kjørnæs subsequently accounted for that the shareholders having presented the proposal in principal is of the opinion that the proposal shall be presented as five items with separate voting, but nevertheless will accept the request from the chairman of the meeting that the vote is carried out collectively as one matter. Reservation was made for maintaining the objection regarding the validity of the notice.

The company's attorney-at-law Andreas Mellbye accounted for that the company considered this kind of questions to be outside the scope of the rules regarding investigation in the PLCA, and that any answers to such questions should be requested and delivered by other means.

Following Petrolia Invest's request to be provided with answers to the questions in today's general meeting, the company, represented by Andreas Mellbye, responded that this was outside the scope of attorney-at-law Andreas Mellbye's mandate, and that it would be for the company's board to decide on whether answers should be provided. The board did however not respond to these questions in the general meeting.

Item 6 regarding inquiry was then put to collective vote.

Subsequently, it was voted over investigation of the following matters:

- A) *"Sale of shares from February 2011, including which agreements and minutes from meetings that exist in that regard between the shareholders in RAK, representatives for RAK, and J.P Morgan and/ or Openheimer regarding sale, purchase and short selling of DNO shares.*
- B) *Is there in existence agreements between DNO's chairman regarding consideration from RAK and/or others, and what ownership interest does the chairman of DNO have in RAK.*
- C) *Cashflow-analysis for RAK and how this shall be covered should the merger not close (cf. statement that RAK is fully financed).*
- D) *Investigation of DNO's reserves split by "oil in place" and reserves for the fields in Kurdistan.*

E) Investigation on whether inside information was available when DNO started to purchase treasury shares in September 2011 prior to stock exchange notice on status was published, and whether there still is available inside information regarding DNO which has not been made public."

Written voting procedures were carried out. A total number of 508,805,308 votes were cast, of which 117,360,392 votes were in favour and 391,444,916 votes were against, which implies that the proposal has been supported by more than one tenth of the share capital represented at the general meeting, cf. section 5-25 of the PLCA. In addition, a total of 75,671,740 votes were left blank or not voted for.

7, 8 and 9: Election of new members of the board, election of new chairman of the board and election of deputy chairman of the board

The chairman of the meeting stated that the item "election of new board members" had been included on the agenda as a result of a claim filed by Erik J. Frydenbø og Petrolia Invest AS.

Kjetil Forland was accordingly allowed to speak. He accounted for that Erik J. Frydenbø and Petrolia Invest AS withdrew the proposals for election of new members of the board (item 7), election of new chairman of the board (item 8) and election of deputy chairman of the board (item 9) while referring to that the company now would establish an election committee for the company.

The chairman of the board requested that Erik J. Frydenbø and Petrolia Invest AS should not withdraw the proposal.

The chairman of the meeting noted that no concrete proposals for candidates had been presented and that items 7, 8 and 9 accordingly did not involve any resolutions.

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There were no further matters on the agenda and the general meeting was adjourned.

Harald Arnkværn

Torstein Øygarden

Erik J. Frydenbø