

SCHEDULE 14
FORM OF CERTIFICATE FOR EXCHANGE OR TRANSFER OF REGISTERED
NOTES OR BENEFICIAL INTEREST IN REGISTERED NOTES

[DATE]

To: Citibank Europe Plc
(as Registrar)

DNB BANK ASA (the "Issuer")

[Title of Series of Notes] (the "Notes")

issued pursuant to a Euro Medium Term Note Programme (the "Programme")

Reference is made to the terms and conditions of the Notes (the "**Conditions**") set out in Schedule 2 (*Terms and Conditions of the Notes*) to the Amended and Restated Agency Agreement dated 12 May 2025 as subsequently supplemented, amended and restated between the Issuer and the agents named therein. Terms defined in the Conditions shall have the same meaning when used in this Certificate unless otherwise stated.

This Certificate relates to [insert nominal amount of Notes] ¹⁶[Reg. S Notes, CUSIP number []/Legended Notes, CUSIP number []] which are ¹⁷[registered in the name of] [held in the form of a beneficial interest in the ¹⁶[Reg. S Global Notes/Restricted Global Note] with ¹⁶[Euroclear/Clearstream, Luxembourg/DTC] ¹⁸[,through DTC] by or on behalf of] [insert name of transferor] [as beneficial owner] (the "**Transferor**"). The Transferor has requested an exchange or transfer of ¹⁹[its beneficial interest in] the above Notes for ¹⁹[a beneficial interest in the ¹⁶[Reg. S. Global Note/Restricted Global Note] which shall [be] held with [Euroclear/Clearstream, Luxembourg/DTC] ¹⁶[, through DTC]] ¹⁷[¹⁶[Reg. S. Notes/Legended Notes] in definitive form]. In connection with such request, the Transferor hereby certifies that such transfer or exchange has been effected in accordance with:

- (a) the transfer restrictions set forth in the Conditions;
- (b) any applicable securities laws of the United States of America, any State of the United States of America or any other jurisdiction;
- (c) any applicable rules and regulations of DTC, Euroclear and Clearstream, Luxembourg from time to time; and
- (d) [to a person whom the Transferor reasonably believes is a Qualified Institutional Buyer within the meaning of Rule 144A in a transaction meeting the requirements of Rule 144A.]
- (e) ¹⁶[in accordance with Regulation S under the Securities Act.]

¹⁶ Delete as appropriate.

¹⁷ Includes for Notes in definitive form.

¹⁸ Only include if Notes to be transferred through Euroclear or Clearstream, Luxembourg.

¹⁹ Includes for Notes in global form.

- (f) ²⁰[to a person who is an Institutional Accredited Investor and that a duly executed IAI investment letter is attached to this Certificate.]

The Transferor understands that this Certificate is required in connection with certain securities or other legislation in the United States and/or in connection with the Notes being eligible for clearance in one or more clearance systems. If administrative or legal proceedings are commenced or threatened in connection with which this notice is or might be relevant, the Transferor irrevocably authorises the entity to whom the Certificate is addressed to produce this Certificate or a copy hereof to any interested party in such proceedings.

This Certificate and the statements contained herein are made for the benefit of the addressee hereof and the benefit of the Dealers of the above Notes.

[INSERT NAME OF TRANSFEROR]

By:

Name:

Title:

Dated:

²⁰ Delete as appropriate.