

PROTOKOLL FRA ORDINÆR GENERALFORSAMLING I INTEROIL EXPLORATION AND PRODUCTION ASA	MINUTES OF THE ANNUAL GENERAL MEETING OF INTEROIL EXPLORATION AND PRODUCTION ASA
Denne protokollen er utarbeidet på norsk med uoffisiell engelsk oversettelse. Ved uoverensstemmelse mellom norsk og engelsk versjon gjelder den norske versjonen.	These minutes has been drafted in Norwegian language with an unofficial English translation. In case of discrepancy between the Norwegian and English version, the Norwegian version shall prevail.
Den 28. juni 2018 kl. 10:00 ble det avholdt ordinær generalforsamling i InterOil Exploration and Production ASA ("Selskapet") i Advokatfirmaet Schjødt AS' lokaler i Ruseløkkveien 14, Oslo.	On 28 June 2018 at 10:00 hours the annual general meeting was held in InterOil Exploration and Production ASA (the "Company") in Advokatfirmaet Schjødt AS' offices in Ruseløkkveien 14, Oslo.
Til behandling forelå:	The following matters were addressed:
1. Åpning av generalforsamlingen Generalforsamlingen ble åpnet av styrets leder Hugo Quevedo.	1. Opening of the general meeting The general meeting was opened by the chair of the board, Hugo Quevedo.
2. Fremleggelse av fortegnelse over møtende aksjonærer og fullmektiger Styrets leder fremla fortegnelse over møtende aksjonærer og aksjonærer som hadde avgitt fullmakt - se Vedlegg 1.	2. Presentation of list of participating shareholders, in person or by proxy The chair of the board presented a list of the attending shareholders and shares represented by proxy - see Appendix 1.
3. Valg av møteleder og person til å medundertegne protokollen Audun Bondkall ble valgt til møteleder, og Hugo Quevedo ble valgt til å medundertegne protokollen.	3. Appointment of person to chair the meeting and to co-sign the minutes Audun Bondkall was elected to chair the meeting and Hugo Quevedo was elected to co-sign minutes.
4. Godkjenning av innkalling og dagsorden Innkalling og dagsorden ble godkjent.	4. Approval of notice of meeting and agenda The notice and the agenda were approved.
5. Godkjenning av årsregnskapet for 2017 for selskapet og konsernet samt årsberetningen for 2017 I tråd med styrets forslag godkjente generalforsamlingen årsregnskapet for 2017 for InterOil Exploration and Production ASA og konsernet samt styrets årsberetning for 2017, og redegjørelse for foretaksstyring for 2017.	5. Approval of the annual accounts for 2017 for the Company and the group, and the directors' report for 2017 In accordance with the proposal from the Board of Directors the general meeting approved the annual accounts for 2017 for InterOil Exploration and Production ASA and the group, the directors' report for 2017, and the statement on corporate governance for 2017.
6. Fastsettelse av honorar til styret og medlemmene av valgkomitéen	6. Determination of the remuneration of the members of the Board of Directors and the members of the nomination committee

I tråd med valgkomiteens innstilling fastsatte generalforsamlingen honorar til styrets medlemmer for perioden fra den ordinære generalforsamlingen i 2018 til den ordinære generalforsamlingen i 2019 som følger: • Styrets formann - NOK 400 000 årlig • Styremedlemmer - NOK 200 000 årlig (med unntak av de medlemmene som har inngått en servicekontrakt med selskapet, med mindre annet er avtalt.) I tråd med valgkomiteens innstilling vedtok generalforsamlingen at det ikke skal betales honorarer til valgkomitéens.	In accordance with the proposal from the nomination committee, the general meeting resolved the following remuneration to the members of the Board of Directors for the period from the annual general meeting in 2018 to the annual general meeting in 2019: • Chairman - NOK 400,000 per annum • Board members - NOK 200,000 per annum (except for those members who have entered into a service agreement with a Group company, unless otherwise agreed.) In accordance with the proposal from the nomination committee, the general meeting resolved that remuneration shall not be paid to the members of the nomination committee.
7. Godkjennelse av godtgjørelse til revisor Generalforsamlingen besluttet å dekke godtgjørelse til revisor etter regning.	7. Approval of the auditor's fee The general meeting resolved to remunerate the Company's auditor in accordance with the invoiced amounts.
8. Styrets erklæring om lønn og annen godtgjørelse til ledende ansatte i InterOil Exploration and Production ASA I tråd med styrets forslag fattet generalforsamlingen følgende vedtak: <i>"Generalforsamlingen gir sin tilslutning til styrets erklæring om fastsettelse av lønn og annen godtgjørelse til ledende ansatte etter allmennaksjeloven § 6-16a."</i>	8. The Board of Directors' declaration on salary and other remuneration for the management of InterOil Exploration and Production ASA In accordance with the proposal from the Board of Directors the general meeting passed the following resolution: <i>"The general meeting endorses the Board's statement regarding the determination of salaries and other remunerations of leading employees pursuant to the Public Limited Liability Act Section 6-16a."</i>
9. Fullmakt til kapitalforhøyelse I tråd med styrets forslag fattet generalforsamlingen vedtak om å utstede følgende fullmakt for styret til å forhøye Selskapets aksjekapital: 1. Aksjekapitalen skal kunne forhøyes med opp til totalt NOK 16 172 578. 2. Fullmakten kan benyttes til (i) vederlag ved oppkjøp og strategiske investeringer, og/eller (ii) kapitalforhøyelser som gjøres for å tilveiebringe finansiering for selskapets virksomhet. 3. Styret kan fravike aksjonærenes fortrinnsrett til tegning av aksjer etter allmennaksjeloven § 10-4. 4. Fullmakten omfatter kapitalforhøyelse med innskudd i andre eiendeler enn penger eller rett til å pådra selskapet særlige plikter, samt kapitalforhøyelser i	9. Authorisation to increase the share capital In accordance with the proposal from the Board of Directors the general meeting resolved to grant the Board of Directors the following authorization to increase the Company's share capital: 1. The share capital may be increased by up to a total of NOK 16,172,578. 2. The authorisation may be used for (i) consideration in acquisitions and strategic investments and/or (ii) capital increases done to provide financing for the company's business. 3. The board may derogate from the shareholders' pre-emptive rights pursuant to the Norwegian Public Limited Liability Companies Act Section 10-4. 4. The authorisation comprises capital increases by contributions in kind or with

forbindelse med fusjon. 5. Fullmakten kan benyttes én eller flere ganger. 6. Fullmakten gjelder frem til ordinær generalforsamling i 2019, men maksimalt frem til 30. juni 2019. 7. Tegningskursen som skal betales for aksjene skal fastsettes av styret i forbindelse med hver emisjon. 8. Styret registrerer nye vedtekter basert på tegnet beløp.	rights to charge the Company with special obligations, as well as share capital increases in connection with mergers. 5. The authorisation may be used one or more times. 6. The authorisation is valid until the annual general meeting in 2019, but maximum until 30 June 2019. 7. The subscription price shall be determined by the board in connection with each issuance. 8. The board of directors will register new articles of association based on the amount subscribed for.
Flere saker forelå ikke til behandling, og møtet ble hevet.	There being no more items on the agenda, the general meeting was adjourned.

Oslo, 28. juni 2018 / 28 June 2018



Audun Bondkall



Hugo Quevedo

Vedlegg 1/Appendix 1: Fortegnelse over møtende aksjonærer og aksjonærer representert ved fullmakt/ List of the attending shareholders and shares represented by proxy

Vedlegg 2/Appendix 2: Stemmeresultater/Voting results

Total Represented

ISIN: NO0010284318 INTEROIL EXPLORATION AND PROD. ASA

General meeting date: 28/06/2018 10.00

Today: 28.06.2018

Number of persons with voting rights represented/attended : 1

	Number of shares	% sc
Total shares	64,690,315	
- own shares of the company	0	
Total shares with voting rights	64,690,315	
Sum own shares	0	0.00 %
Represented by proxy	81,300	0.13 %
Represented by voting instruction	9,515,464	14.71 %
Sum proxy shares	9,596,764	14.84 %
Total represented with voting rights	9,596,764	14.84 %
Total represented by share capital	9,596,764	14.84 %

Registrar for the company:

DNB Bank ASA



Signature company:

INTEROIL EXPLORATION AND PROD. ASA



Protocol for general meeting INTEROIL EXPLORATION AND PROD. ASA

ISIN: N00010284318 INTEROIL EXPLORATION AND PROD. ASA
 General meeting date: 28/06/2018 10.00
 Today: 28.06.2018

Shares class	FOR	Against	Poll in	Abstain	Poll not registered	Represented shares with voting rights
Agenda item 3 Appointment of person to chair the meeting and to co-sign the minutes						
Ordinær	9,596,764	0	9,596,764	0	0	9,596,764
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	100.00 %	0.00 %	100.00 %	0.00 %	0.00 %	
total sc in %	14.84 %	0.00 %	14.84 %	0.00 %	0.00 %	
Total	9,596,764	0	9,596,764	0	0	9,596,764
Agenda item 4 Approval of notice of meeting and agenda						
Ordinær	9,596,764	0	9,596,764	0	0	9,596,764
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	100.00 %	0.00 %	100.00 %	0.00 %	0.00 %	
total sc in %	14.84 %	0.00 %	14.84 %	0.00 %	0.00 %	
Total	9,596,764	0	9,596,764	0	0	9,596,764
Agenda item 5 Approval of the annual accounts for 2017 for the Company and the group, and the directors report for 2017						
Ordinær	9,596,764	0	9,596,764	0	0	9,596,764
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	100.00 %	0.00 %	100.00 %	0.00 %	0.00 %	
total sc in %	14.84 %	0.00 %	14.84 %	0.00 %	0.00 %	
Total	9,596,764	0	9,596,764	0	0	9,596,764
Agenda item 6 Determination of the remuneration to members of the Board of Directors and the members of the nomination committee						
Ordinær	9,596,764	0	9,596,764	0	0	9,596,764
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	100.00 %	0.00 %	100.00 %	0.00 %	0.00 %	
total sc in %	14.84 %	0.00 %	14.84 %	0.00 %	0.00 %	
Total	9,596,764	0	9,596,764	0	0	9,596,764
Agenda item 7 Approval of the auditors fee						
Ordinær	9,596,764	0	9,596,764	0	0	9,596,764
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	100.00 %	0.00 %	100.00 %	0.00 %	0.00 %	
total sc in %	14.84 %	0.00 %	14.84 %	0.00 %	0.00 %	
Total	9,596,764	0	9,596,764	0	0	9,596,764
Agenda item 8 The Board of Directors declaration on salary and other remuneration for the management in InterOil Exploration and Production ASA						
Ordinær	9,596,764	0	9,596,764	0	0	9,596,764
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	100.00 %	0.00 %	100.00 %	0.00 %	0.00 %	
total sc in %	14.84 %	0.00 %	14.84 %	0.00 %	0.00 %	
Total	9,596,764	0	9,596,764	0	0	9,596,764
Agenda item 9 Authorisation to increase the share capital						
Ordinær	9,596,764	0	9,596,764	0	0	9,596,764
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	100.00 %	0.00 %	100.00 %	0.00 %	0.00 %	
total sc in %	14.84 %	0.00 %	14.84 %	0.00 %	0.00 %	
Total	9,596,764	0	9,596,764	0	0	9,596,764

Registrar for the company:

DNB Bank ASA

Signature company:

INTEROIL EXPLORATION AND PROD. ASA

Share information

Name	Total number of shares	Nominal value	Share capital	Voting rights
Ordinær	64,690,315	0.50	32,345,157.50	Yes
Sum:				

§ 5-17 Generally majority requirement
 requires majority of the given votes

§ 5-18 Amendment to resolution
 Requires two-thirds majority of the given votes
 like the issued share capital represented/attended on the general meeting