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The events of the stock exchange year in 2004 are summarised in words and figures in the brochure Facts & Figures 2005, which can be found at www.oslobors.no.

Printed copies of the brochure can also be ordered by e-mail from the Oslo Børs website.

Oslo Børs in brief

Oslo Børs' corporate vision is to be "The global choice for Norwegian securities".

The business concept is to provide the means for listing and trading of Norwegian securities and therefore be a valuable partner for customers, employees and shareholders. This will be achieved through focus on efficiency, expertise, confidence and customer requirements.

Oslo Børs dates back to the opening of the first exchange in Norway in 1819, and operates the only regulated market place for securities trading in Norway. Oslo Børs has been a member of the NOREX alliance since 2000, and the alliance now includes all the Nordic and Baltic stock exchanges. Collaboration between the members of the alliance principally involves the use of the same trading system and a harmonised rule book, and in practice this means that the alliance represents a single marketplace for Nordic securities. Oslo Børs operates trading in shares, primary capital certificates, warrants, fixed-income securities and derivatives.

Oslo Børs was privatised in 2001 by the creation of Oslo Børs Holding ASA. This company owns the entire share capital of Oslo Børs ASA, which represents the marketplace operation. The group also includes the wholly owned subsidiary Oslo Børs Informasjon AS, which offers financial market data such as real-time prices. Oslo Børs Holding ASA is listed on the OTC list of the Association of Norwegian Stockbroking Companies, and its market capitalisation at the close of 2004 was NOK 1 275 million.

It is essential that Oslo Børs plays an active role in promoting greater activity and liquidity in the Oslo market. With this in mind, we have focused over recent years on what investors need and expect from today's capital markets. This has led us to introduce measures to ensure greater transparency and better access to the market.

Better access and greater activity benefit all the players in the market. We intend to continue our commitment to these objectives, with even greater focus on measures to promote liquidity.



AN ACTIVE ARENA

Any development that might reduce Oslo's competitiveness relative to other capital markets could pose a threat to continuing growth in the level of activity in the Oslo market. International alliances of stock exchanges can benefit from economies of scale, not least in their use of technology, that make their markets more attractive to investors. This in turn attracts issuers to these markets. We must therefore take a pro-active approach to the changes happening around Oslo Børs to ensure that we can continue to offer an arena that facilitates the supply of capital for Norwegian companies and so contributes to growth and prosperity.

Main events in 2004

16 January:

For the first time in the history of the Oslo stock exchange, more than 20,000 share transactions take place in a single day.

25 February:

Oslo Børs streamlines its organisational structure, establishing a clear distinction between its business activities and its responsibilities for supervision and surveillance.

1 March:

Trading in derivatives contracts on Oslo Børs for February exceeds 30,000 contracts per day on average, making it the busiest-ever month for derivatives trading.

27 September:

The Finnish stock exchange moves on to the SAXESS trading system. This means that for all practical purposes the Nordic stock exchanges are now a single market for trading in securities.

4 October:

Oslo Børs launches new categories for listed companies based on liquidity. This is accompanied by the "Information Symbol" and the "English Symbol" for companies that meet particular requirements for the content and distribution of the information they publish in Norwegian and English.

19 October:

Oslo Børs announces proposals for a new liquidity provider scheme for the Norwegian market.

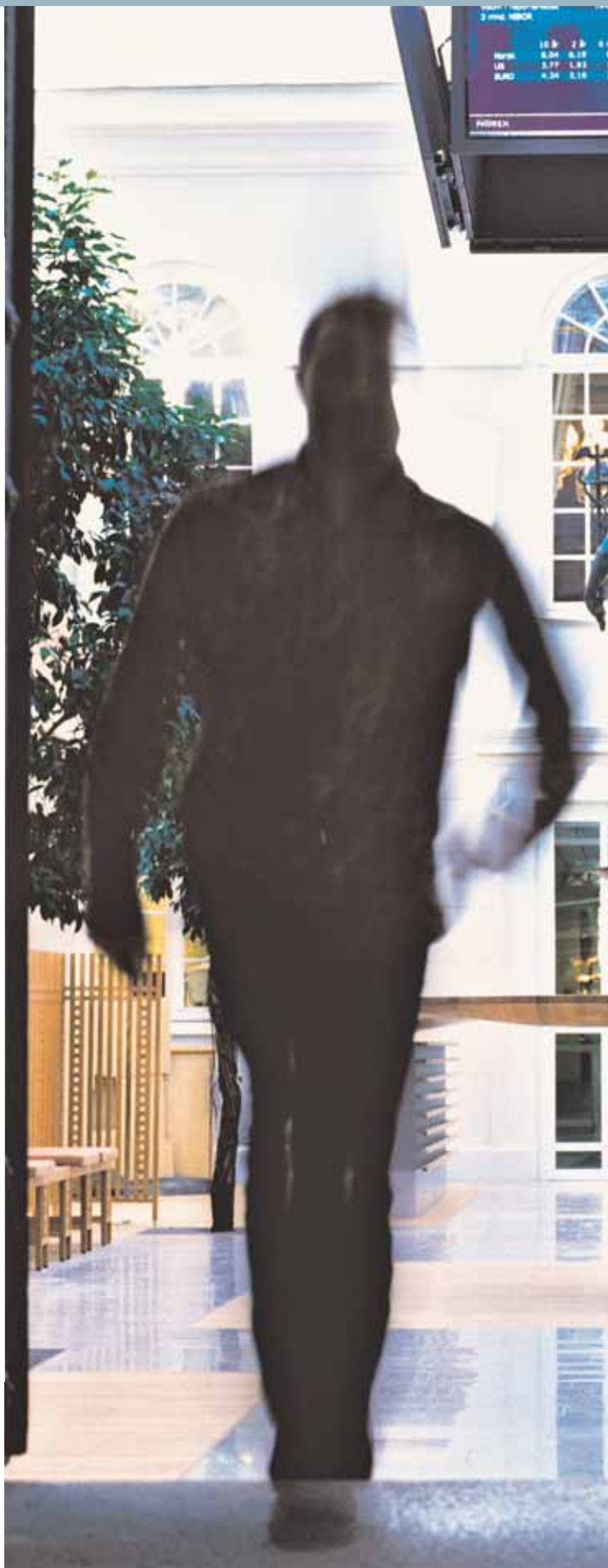
27 October:

Oslo Børs signs a contract to supply its market surveillance product to the Helsinki stock exchange. All the Nordic exchanges now participate in this joint investment in market surveillance.

7 December:

Oslo Børs, working with eight other organisations, publishes the definitive version of the Norwegian Code of Practice for Corporate Governance.

22 companies were admitted to listing on Oslo Børs 2004. In addition the Oslo market enjoyed record levels of interest from Norwegian and foreign investors. With daily turnover of NOK 3.6 billion, 2004 was the busiest year ever for equity market trading on Oslo Børs.



Financial key figures

Financial key figures	2000	2001	2002	2003	2004
Operating revenues (NOK 1 000)	196 827	223 309	222 296	228 493	268 680
Operating profit (NOK 1 000)	15 292	48 694	52 490	69 117	99 215
Profit for the year (NOK 1 000)	20 654	49 744	42 991	53 316	74 704
Earnings per share (NOK)	4.13	9.95	8.60	10.66	14.94
Cash flow per share (NOK)	10.99	10.59	-12.43	-2.34	3.40
Cash flow per share before dividends (NOK)	10.99	10.59	5.57	15.66	13.40
Ordinary dividend per share (NOK)	0.00	4.00	6.00	10.00	14.00
Extraordinary dividend per share (NOK)	0.00	0.00	14.00	12.00	6.00
Return on equity	11.1 %	21.2 %	17.6 %	28.4 %	50.9 %
Return on total capital	10.4 %	21.0 %	18.8 %	26.3 %	35.2 %
Net operating margin	7.8 %	21.8 %	23.6 %	30.2 %	36.9 %
No. of employees	93	109	109	108	110

Definitions:

Earnings per share	Profit for the year/number of shares
Change in cash per share	Change in cash/number of shares
Change in cash per share before dividends	Change in cash before paid out dividends/number of shares
Return on equity	Profit for the year/average book value of equity at the beginning and the end of the year
Return on total capital	Pre-tax profit/average book value of assets at the beginning and the end of the year
Net operating margin	Operating profit/operating revenues

(NOK 1000)	2002				2003				2004			
	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4
Operating revenues	59 611	56 894	51 078	54 713	52 885	55 290	58 094	62 225	71 026	64 763	62 490	70 401
Operating costs												
Salaries	16 931	20 573	16 057	19 626	19 401	17 668	18 873	24 432	21 428	22 297	19 413	24 519
Depreciation	4 577	3 455	4 118	4 289	4 554	5 200	5 235	5 249	5 265	5 205	5 177	5 250
Other operating costs	22 951	17 665	19 424	20 142	16 459	12 922	12 640	16 741	15 574	15 185	14 725	15 426
Total operating cost	44 459	41 693	39 599	44 057	40 415	35 790	36 748	46 422	42 267	42 688	39 315	45 195
Operating profit	15 152	15 201	11 479	10 656	12 470	19 500	21 346	15 803	28 759	22 075	23 175	25 206
Net financial items	3 012	1 459	2 368	1 830	1 773	2 508	1 253	943	1 588	1 188	670	663
Ord. pre-tax profit	18 164	16 660	13 847	12 486	14 243	22 008	22 599	16 746	30 347	23 263	23 845	25 869
Tax	5 086	4 665	3 877	4 539	3 988	6 162	6 328	5 801	9 104	6 979	7 153	5 383
Profit for the period	13 078	11 995	9 970	7 947	10 255	15 846	16 271	10 945	21 243	16 284	16 692	20 486
Earnings per share (NOK)	2.62	2.40	1.99	1.59	2.05	3.17	3.25	2.19	4.25	3.26	3.34	4.10

Operational key figures	2000	2001	2002	2003	2004
Equities					
No. of companies listed at 31 Dec.	214	212	204	178	188
Market cap. Norwegian issuers at 31 Dec. (NOK bn)	576	623	474	690	932
New issues for cash (NOK bn)	44	28	6	7	9
Turnover by value (NOK bn)	609	566	444	552	907
Percentage change from prior year	36.7 %	-7.1 %	-21.6 %	24.3 %	64.3 %
Average daily turnover (NOK bn)	2.43	2.24	1.85	2.21	3.58
No. of transactions (1000)	2 418	2 529	2 048	2 348	3 406
Average number of transactions per day	9 634	10 076	8 192	9 392	13 462
Percentage increase in number of transactions	81.7 %	4.6 %	-19.0 %	14.6 %	43.3 %
OSEBX	195.79	167.18	115.21	170.79	236.70
Percentage change in benchmark index - OSEBX	3.2 %	-14.6 %	-31.1 %	48.4 %	38.4 %
Bonds					
No. of bonds listed	797	837	838	826	861
Turnover by value - ex repo (NOK bn)	738	659	737	990	746
Repo turnover by value (NOK bn)	1 694	1 074	1 728	2 649	2 896
Market cap. at 31 Dec (NOK bn)	406	424	493	512	524
Derivatives					
No. of contracts traded	4 098 162	3 832 544	3 175 729	3 823 814	5 351 734
Turnover by value (NOK bn)	65	42	41	44	58

What do investors and companies expect from the stock exchanges of the future?

By Sven Arild Andersen, President and CEO of Oslo Børs

Efficient capital markets that work well are essential for value creation, growth and prosperity. Oslo Børs has played an important role in this respect for the Norwegian economy. However, many commentators are now asking how Oslo Børs, as a small exchange in international terms, can continue to play this role. This question has come into particular focus as the other members of the NOREX alliance of Nordic stock exchanges plan to merge and Oslo Børs faces new decisions as a result.

Whichever industry or sector one considers, the most important factors in the growth of prosperity over the last hundred years have been technological progress, the breakdown of barriers to trade, the division of labour between countries and the development of both domestic economies and the global economy on the basis of competition between many independent players.

These factors have prompted extensive restructuring in many industries and sectors, and the period has seen a continual process of integration and consolidation both domestically and across national frontiers. This has given consumers greater choice of more, better and cheaper products, and has made a significant contribution to employment and prosperity around the world. Similarly, producers have enjoyed growth and progress. The overall economic 'cake' has grown bigger, and the best and most competitive players have survived and prospered. In order to achieve this they have focused on low unit costs through economies of scale, new product strategies and specialisation, good distribution skills etc. The same forces are now making themselves felt in securities markets. These trends will force all the players in the securities market (exchanges, the banks' settlement systems, brokers, securities registries and others) to improve their efficiency and cut costs. Lower margins will be offset by

higher volumes, and the various players will be able to make better and more creative use of the expertise and capacity they offer to the benefit of investors, issuers and everyone with a stake in listing and trading securities on Oslo Børs. The Norwegian market is highly developed in technical terms and works well at every level with significantly less evidence of many of the negative features seen in other markets.

A company's shares are a product. Interest in this product responds to factors such as the company's earnings, its future prospects, the research published by broking firms and how the company handles its relationship with the investor market. The company, of course, wants its shares to be traded in a marketplace where there are many active investors and a range of other quality products that attract new investors. This helps to ensure that the company's shares are traded frequently, and enjoy good liquidity as well as pricing that is fair and higher than would be the case if they were traded less often or in a marketplace with fewer customers.

The customers for these products are investors. Investors want to buy products that are readily accessible and traded on a marketplace along with other products of interest to them. Investors want to know that trading and settlement are simple and easy, and that the costs involved will not be higher than on other marketplaces. In brief, investors think in exactly the same way as any other consumer.

Given the capital structure in Norway today, Norwegian private capital does not provide a sufficient source of financing for Norwegian business and industry. The Norwegian market is entirely dependent on foreign investors, who account for around 65-70% of daily trading on Oslo Børs and who own 50-55% of Norwegian listed company shares if we ignore the State's holdings. This means that in addition to catering for the requirements of Norwegian players in the securities market, Oslo Børs must also create and maintain the right



President & CEO Sven Arild Andersen

conditions for a major foreign involvement in the Norwegian securities market. However local players have particular expertise, understanding and closer contacts with Norwegian companies, and this is essential for both the market as a whole and their individual competitiveness.

Share trading takes place electronically. Looking back just a few years, there were 25-30 different electronic trading systems in Europe. These trading systems did not communicate with each other. Major players in centres such as London could not justify the cost of linking up with all these systems/marketplaces, and naturally enough this was most disadvantageous for the smallest markets. "Give us fewer systems, large marketplaces with more products, simpler trading and lower trading costs", was the plea of investors the world over. What were they really asking for? Their real objective was to see a broad range of quality shares across a representative selection of industries and sectors traded in one and the same system - very much the same as consumers wanting to buy a range of products such as food, clothing, sports goods etc. in a large superstore.

This was an important part of the rationale for our decision in 1999 to join the other Nordic exchanges in the NOREX alliance. This reduced the

number of connections to the Nordic exchanges from five to a single connection with a unified trading system. The move from five different trading systems to a single unified system offers enormous cost savings over time. All Nordic shares can now be traded through one and the same system with a relatively well-harmonised regulatory framework. For all practical purposes, the Nordic exchanges are now seen as a single marketplace. This is precisely what both issuers and investors wanted, and this strategy has played a major role in the very strong performance of the Oslo market over recent years. The strategy has had the full support of all the corporate bodies of Oslo Børs.

Seen from Oslo's viewpoint, we have moved from being a specialist shop in a quiet side street to a superstore swarming with customers who we did not see or perhaps even know about in our specialist store days. "Our" marketplace offers not just Oslo's list of around 190 companies but also a further 600 Nordic companies. We are in the same "superstore" as Nokia, Ericsson, Volvo, Carlsberg, Stora Enso and others, and we are suddenly the sixth largest market in Europe. Moreover, the Nordic exchanges are perhaps the group of exchanges that has made the greatest progress towards harmonisation. Our NOREX strategy has played a major role in the very strong performance of the Oslo market over recent years. The major listed companies have played an important role in this strategy by attracting investors to Oslo who have then gone on to trade in other Norwegian shares.

The various corporate bodies of Oslo Børs have so far only considered the question of how Oslo Børs will relate to NOREX in the future as one of a number of possible alternatives. This is simply because the question has not yet been brought into focus by a take-over bid for Oslo Børs or a decision by Oslo Børs to make its own approaches.

NOREX have been transformed in a relatively short time from a collabo-

orative grouping of five independent exchanges to a collaboration between three merged exchanges on the one hand and Oslo Børs and Iceland Stock Exchange on the other. In addition, the other Nordic securities markets are working towards integrating trading and settlement by either merging or integrating the systems side of their securities registries. All the players in the Norwegian market are, of course, very interested to see how Oslo Børs (and VPS, the Norwegian Central Securities Depository) will respond to this. When one sees the willingness and determination of other, larger, markets to integrate their local stock exchanges and securities depositories, as well as recognising the advantages of going on to merge these functions across national boundaries, it is not without good reason that many of the players in the Oslo market are asking what Oslo Børs and VPS, both together and separately, intend to do.

If we are to avoid sawing off the branch on which we are sitting, future strategic decisions must be based on an approach that ensures a high-quality marketplace for Norwegian companies and that attracts strong involvement by foreign investors. It is very important for this process that we identify the trends we expect to see in international securities trading over future years, and also identify what it would actually mean to "stay on the outside". It is also important that Oslo Børs makes these decisions while it still has real alternatives available and a good negotiating position.

There are not that many alternatives available for consideration, and "staying on the outside" is in any case not a realistic alternative. The driving forces we face are the same as have led to restructuring of other industries over recent years, namely: easy access to markets, good distribution, high-quality products and the low unit costs that result from high volumes.



Clear objectives deliver results

Oslo Børs is committed to making the Oslo exchange an attractive marketplace for Norwegian and foreign investors and issuers. Liquidity is a key factor for all exchanges, and Oslo Børs continually considers and implements measures in this area in order to contribute to greater value creation for investors and issuers. Hard work in this area has produced results, and liquidity in the Oslo market has improved sharply over recent years.

Working closely with market players, Oslo Børs commits considerable resources to making the Oslo market more attractive. Indicators such as the difference between bid and offer prices (spread), daily trading volume and the flow of new investment opportunities demonstrate that the Oslo market has made important strides in the right direction. Oslo Børs launched a number of further measures in 2004 that will not only help to improve liquidity in individual shares over time but will also make it easier for investors to evaluate differences in liquidity. The introduction of the Information Symbol, new categories for shares based on liquidity, and the liquidity provider scheme are examples of this. The Oslo market is more robust in 2005 than ever before.

Oslo Børs launched the *Information Symbol* and the *English Symbol* in October 2004. These symbols help companies to show investors that they offer a high standard of information. In order to qualify for the Information Symbol, a company must meet specific requirements for the content, frequency and timing of the information it publishes. It is clear even after just a few months that a number of companies are now putting greater effort into providing accurate and reliable information. By the end of January 2005, 64 companies satisfied the requirements for the Information Symbol, and 46 of these also met the standard required for publishing this information in English and were awarded the English Symbol.

Feedback from a number of companies confirms that they welcome the new symbols since they demonstrate the quality of their information service.

Oslo Børs also introduced new *liquidity-based categories* for shares in October 2004. Shares in listed companies are now shown in categories based on the frequency with which they were traded over a recent six-month period. This gives investors an

immediate impression of how easy or difficult it will be to buy and sell the shares in question.

Oslo Børs was pleased to learn from an extensive program of meetings with a majority of the listed companies in the autumn and winter of 2004/2005 that the new liquidity categories had encouraged companies to take greater interest in the liquidity of their shares, and that this interest extended right up to the board level. Companies reported greater commitment from everyone involved in taking steps to improve liquidity in their shares.

Oslo Børs decided in 2004 to launch a *liquidity provider scheme* with effect from January 2005. The scheme makes it possible for companies with limited liquidity in their shares to appoint a broking firm to act as a liquidity provider by quoting prices for an agreed minimum number of shares with a maximum spread of 4%. This reduces the cost of trading in the company's shares, making it more likely that trading volumes will increase. In addition, companies that have appointed a liquidity provider are automatically included in the same liquidity category as companies with a daily average of more than 10 trades.

Experience from other exchanges has shown that introducing a liquidity provider scheme creates a marked improvement in liquidity as measured by dealing spreads. In addition to their specific impact on individual shares, liquidity provider schemes also have a generally beneficial effect, including a general improvement in trading volumes.

Nordic success

Oslo Børs decided in the late 1990s to commit itself to close Nordic collaboration through the NOREX alliance of Nordic stock exchanges. The use of a common trading system and harmonising the regulatory framework across the NOREX exchanges were seen as positive steps for the future development of the Oslo market. Our

experience since then has confirmed that this was the right decision, and its positive impact on the Norwegian securities market has been beneficial for Norwegian business and industry.

As a direct result of this Nordic collaboration, a double-digit number of international investment firms have started to trade directly in the Oslo market over recent years. This has added considerable international liquidity to daily trading, and foreign investors now account for around 70% of turnover.

Many steps along the way

It would be wrong to expect any single new measure to make a major difference to liquidity in a particular share or in the market as a whole. Results will be achieved over time through the cumulative effect of the various measures launched and implemented in the market. Oslo Børs sees this as a continuous process of improving the general perception of the Oslo market, building investor confidence and encouraging greater awareness of the issues by all the players in the market as well as prioritising accurate and relevant information from issuers. The various measures introduced over recent years represent a range of specific tools for companies to use as part of the overall process.

Oslo Børs has paid great attention to ensuring high standards for trading, and this has included a particular focus on market surveillance using sophisticated technology and specialist expertise. In addition companies have helped to develop investor interest and make the Oslo market more attractive through the improvements they have made in areas such as information provided to the market, focus on liquidity in their shares and corporate governance, as well as general corporate publicity and marketing. Oslo Børs strives to contribute to their work in this area, and offers its services as a pro-active partner.

Most companies recognise the benefit of encouraging greater liquidity in



their shares, but Oslo Børs is aware that some companies do not see this as a specific objective. Companies may have other, perfectly sound, reasons to be listed, and there are several examples in the Oslo market of companies with limited liquidity in their shares that nonetheless merit a listing. Oslo Børs recognises the need to take the interests of these companies into account when structuring the various measures it implements.

Improvement in liquidity

In a world of intense international competition for investors' capital, there is a risk that the Norwegian securities market could quickly become marginalized if it lacked clear objectives, sound strategic decision-making and perhaps most importantly good collaboration between the various market players. Fortunately, the Oslo market has successfully avoided these risks, and the Norwegian securities market we see in 2005 is a more attractive and robust market than at any time in its history.

Oslo Børs has long recognised the development of greater liquidity, not least in terms of greater trading volume and lower indirect trading costs (spread), as a major objective. The many decisions and measures implemented in this area over recent years have produced results.

This is, for example, demonstrated by the daily trading volume in the equities market, which has maintained a level over the last six months (up to January 2005) almost twice the average seen for 2002 and 2003, and by the flow of new investment opportunities onto the Oslo market. Oslo Børs admitted 22 new companies to listing in 2004, representing a very strong performance relative to most European exchanges. Average daily trading volume for shares and primary capital certificates reached NOK 3.6 billion in 2004, even higher than the previous record of NOK 2.4 billion for daily trading volume in 2001. January 2005 saw a further

increase, with average daily trading volume of NOK 4.7 billion

The indirect costs incurred by investors trading through Oslo Børs have fallen significantly over recent years. The turnover-weighted spread in the order book for all shares listed on Oslo Børs has improved over recent years from 0.91% in 2002 to 0.78% in 2003 and to 0.48% in 2004.

The very strong performance seen over recent years has been a source of inspiration, and Oslo Børs will continue its commitment to an attractive marketplace and value creation for Norwegian business and industry.

The activities of Oslo Børs



The securities market – how it operates



The functions of the securities market

The securities market includes all primary and secondary trading in securities. The main function of the securities market is to provide a link between issuers seeking to raise long-term capital (the primary market) and owners of capital seeking good investment opportunities (the secondary market). Oslo Børs operates the regulated sector of the Norwegian securities market.

Access to capital

By participating in the securities market companies gain an exposure to a broad universe of investors. This creates opportunities for companies/projects to gain access to financing.

Liquidity

By issuing securities (the primary market) companies transform real-world investments into liquid financial investments that can be traded in smaller amounts in the secondary market. The liquidity this creates makes it possible for investors to have a short-term involvement without affecting the investments the issuer carries out.

Players in the securities market

Oslo Børs is the only regulated market in Norway and gives investors the opportunity to buy and sell financial instruments such as shares, bonds and options through investment firms.

The following chart illustrates the securities chain: Investors initiate purchases or sales

of securities by communicating their interest in buying or selling through a broker employed by an investment firm. The broker enters the order in the Oslo Børs electronic trading system on behalf of the investor. Investment firms also give investors the opportunity to route their orders directly into the electronic trading system. However the investment firm remains responsible for these orders, and they are shown in the name of the investment firm. The order is then automatically matched to an equivalent order entered on behalf of some other investor.

There are very considerable advantages in concentrating orders to a single order book. It is one of the most important pre-conditions for liquidity in the marketplace, and the benefits of a single order book also include:

- Fairer treatment of all players since it allows all interested parties to take part in the process of price formation.
- Fairer prices that mean lower risk for investors and a lower cost of capital for issuers.
- Greater transparency, making it easier to detect undesirable behaviour.

However using a centralised order book also creates some possible disadvantages:

- The market may receive new information that causes a rapid change in price and the investor is unable to change an order before it is automatically matched.

- Orders registered with the trading system may give other players useful information on the current state of the investor's supply and demand in the security.
- Investors may find they are trading with better-informed counterparties.

In order to reduce the risk involved in using the order book Oslo Børs actively applies trading rules, trading methodology and supervision tools.

The investment firms involved in a trade are also responsible for ensuring that the change in ownership of the shares or bonds is recorded on the share registers operated by the Norwegian Central Securities Depository (Verdipapirsentralen or 'VPS') at the time the purchaser pays the seller through the investment firm. Transactions in the derivatives market are cleared through the Norwegian Futures and Options Clearing House (Norsk Oppgjørssentral ASA or 'NOS'). This means that NOS acts as a guarantor between the parties to a transaction.

Investment firms also provide services for listed companies and other issuers that have securities listed on Oslo Børs. These firms also fulfil the fundamental function of collecting, analysing and presenting information from issuers to provide the basis for the process of price formation in the market.

Strategy of Oslo Børs

Oslo Børs Holding ASA holds 100% of the share capital of Oslo Børs ASA. Oslo Børs ASA in turn holds 100% of the share capital of Oslo Børs Informasjon AS. These three companies make up the Oslo Børs Holding ASA group. The group's activities are carried out by Oslo Børs ASA and Oslo Børs Informasjon AS.

Oslo Børs ASA offers trading in shares, primary capital certificates, fixed income products and derivatives products. In addition, a number of products and services are offered by the Oslo Børs Institute, which is the business area of Oslo Børs involved in training and related services for the securities market. Oslo Børs plays an important role in the primary market for shares and fixed income products, i.e. in connection with the issue of shares, primary capital certificates and bonds.

Oslo Børs Informasjon AS processes and distributes market data generated by the Oslo Børs marketplaces.

The following commentary refers to the Oslo Børs Holding ASA group.

Objectives and values

A regulated market is subject to more transparent demands to create value for shareholders and society as a whole than is the case for many other types of business. The essential foundation for achieving this dual objective is the ability to create confidence in the functions that Oslo Børs itself carries out and in the markets that it administers. We believe that this can best be achieved by ensuring that our organisation and employees are fully committed to the fundamental concept of creating confidence. This should be demonstrated through the administrative framework and values that guide the work of the exchange. These values must permeate the way the organisation thinks and acts so that they provide the basis for interaction not only between the employees of Oslo Børs but also between Oslo Børs and the external world.

These thoughts have played a central role in the development of the strategy for Oslo Børs.

Corporate mission

Oslo Børs will contribute to value creation by ensuring that business and industry has efficient access to capital in a well-regulated market for risk capital and savings products.

Corporate vision

Oslo Børs will be the global choice for Norwegian securities.

Business concept

Oslo Børs will provide the means for listing and trading of Norwegian securities and therefore be a valuable partner for customers, employees and shareholders. This will be achieved through focus on efficiency, expertise, confidence and customer requirements.

Corporate values

The corporate values of Oslo Børs represent the core of our activities. Our values explain what we stand for, and determine the essential characteristics of our business activities. Oslo Børs wishes to be characterised by integrity in everything it does, and aims to be recognised as a reliable, soundly based and highly skilled organisation. Our attitudes and actions are built on the following four corporate values:

Trustworthy in everything we do. This is a core value that demands a high level of professionalism, integrity, loyalty, fairness, accuracy, responsibility and security.

Courageous in our approach. This value requires continuous renewal, and places particular demands on our ability to be proactive, decisive, determined, open to change, dynamic and innovative.

Profitability minded. This is an operational value and requires us to be profit-oriented, cost efficient, responsive to the market and able to deliver what we promise, as well as making rational and constructive use of our technical and human resources.

Collaborative in our relationships. This is a relationship value and places particular demands on our commitment to strengthen and develop our network to reinforce the position of Oslo Børs.

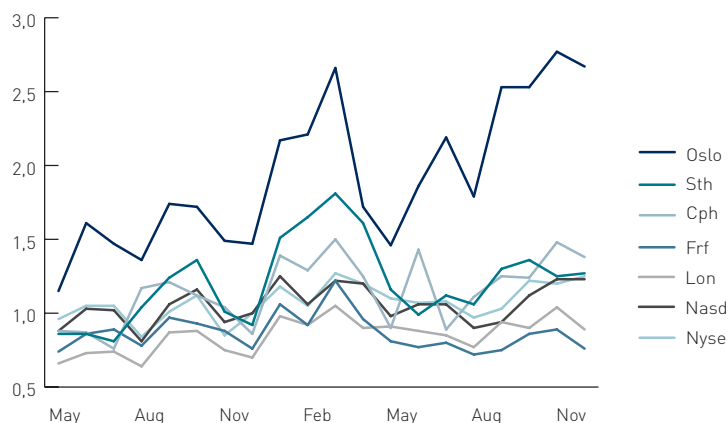
These corporate values are central to the process of creating a strong and positive corporate culture for Oslo Børs.

The commitment to these corporate values sets standards for managers and for Oslo Børs as an attractive workplace, as well as providing guidelines for how all our employees should behave. The corporate values, together with the relevant legislation and regulations as well as internal rules and guidelines, form the ethical guidelines for Oslo Børs. The behaviour and approach encouraged by the corporate values and expressed through the company's corporate culture creates high ethical standards. By acting as role models and standard bearers for the company's corporate culture, managers play a central role in ensuring that the whole organisation demonstrates these shared values. It is our ambition that the corporate values should be the cornerstone of a strong corporate culture characterised by high ethical standards.

Critical success factors

There are important similarities between Oslo Børs and banks, telecommunications companies and other electronic networks that create value by organising transactions or communication between third parties. Such networks are established and run to give customers access to services and opportunities for business. A stock exchange such as Oslo Børs can seek to manage three crucial factors that help to determine which 'gateway' customers will choose and so determine the competitive position of the network that forms the marketplace:

1. The size and composition of the customer network
2. Customer confidence – quality and image
3. Cost efficiency



The size and composition of a network may be important factors in customer choice. In the case of Oslo Børs this means that investors considering whether to trade in the Oslo market will look carefully at which companies are listed and how many other investors there are to trade with. Similarly companies considering a listing on Oslo Børs will place very great importance on whether the Oslo market offers sufficient investors with an interest in providing risk capital and trading shares on a continuous basis. The key factors in this are:

- The number of active investors and their size in terms of funds under management
- The number of member firms, their competitiveness and the size of their customer base
- The number of listed companies/securities and the degree of investor confidence they attract
- The share of savings that is allocated to the securities market
- Liquidity indicators: relative spread, volume of turnover etc.

It is difficult to quantify many of these factors. One indicator that can be quantified is the growth of trading volume on Oslo Børs relative to other exchanges since the introduction of the SAXESS trading system. The chart shows that Oslo Børs has enjoyed a very positive trend by comparison with other exchanges.

The growth in trading volumes seen over recent years can be attributed to a number of factors, some of which are interrelated. Trading volume on Oslo Børs has always been dependent on significant involvement by foreign investors. Our decision to join the NOREX alliance was a deciding factor for foreign investors since it simplified access to Oslo Børs and attracted a number of foreign member firms. In addition the arrival of Statoil and Telenor as listed companies has helped to create greater public interest in the Oslo market. Recent years have also seen a particularly strong performance from sectors in which Norwegian companies are typically strongly represented. An important role has also been played by significant improvements in the quality of the Oslo marketplace through better surveillance and supervision to reduce the scope for insider trading and price manipulation. Companies have paid greater attention to publishing information and investor relations, and this has played a central role in improving investor confidence in the Oslo market and so encouraging greater trading volumes.

The following table shows the number of active members at the close of each of the last four years.

Active members	2000	2001	2002	2003	2004
Local members	30	29	28	27	23
Remote members	6	7	9	14	15
Total number of active members	36	36	37	41	38

The number of local members fell in 2004 as a result of restructuring in the Norwegian banking and finance sector.

One indicator of market liquidity is the number of trading days on which each security is traded. In 2004, some 23% of listed shares were traded on every trading day. The equivalent figure for 2003 was approximately 14%. Around 54% of listed shares were traded on at least three out of every four trading days [44% in 2003] while 73% were traded on at least one out of every two trading days (62% in 2003).

The second important factor for a marketplace competing for the interest of investors and issuers is the *image and perception of quality* it has established. Connecting the customer is the product itself. Accordingly a secure and reliable network, as well as users' compliance with rules, are key factors. Exchanges can ensure secure network links through the trading systems they use, but in common with electronic banking services, customers must be confident that their money and securities will be handled in a reliable and safe manner. In addition, in the case of shares customers must be sure that no one else in the market has unfair access to information or is able to unfairly exploit their market position. This all means that the way we supervise our market is crucial to achieving commercial success. Key factors are:

- Investors' perception of the measures in place to protect their interests
- Investors' perception of the quality of supervision and surveillance of member firms and listed companies/securities
- Investors' perception of the quality of information from listed companies

Over recent years, Oslo Børs has paid particular attention to the need to maintain investors' confidence in the market. As part of this, Oslo Børs has sought to monitor the level of investor confidence in the Oslo market, in the companies listed on the exchange and in the exchange's member firms, as well as assessing which factors are of greatest importance to investor confidence.

The issues considered the most important are market liquidity, the operational reliability of the technical infrastructure (i.e. the trading system), the quality of the regulatory framework and surveillance of the market, as well as the way in which Oslo Børs reacts to breaches of law and regulations.

Oslo Børs has observed an improvement in the degree to which investors believe that Oslo Børs meets their expectations for the qualities that characterise a good market. This demonstrates that investors believe that the way in which Oslo Børs has used the enforcement measures available to follow up on market surveillance have had a positive effect on the quality of trading.

However, the proportion of investors who do not believe that Oslo Børs pays sufficient attention to their interests is still too great (23% in 2003 as compared to 37% in 2002). In addition, there is some difference of opinion between issuers and investors on the quality of information published by issuers. Liquidity is an important factor for investors, and promoting greater liquidity represents a continuous challenge for Oslo Børs. A new survey of investors' views on the Oslo market will be carried out in 2005.

Over the course of 2005, Oslo Børs intends to continue its work in the areas of corporate governance, issuers' communications with investors, trading rules and trading methodology, listing categories for quoted securities and the liquidity providers scheme.



The outside world's view of Oslo Børs in general is also of interest. Oslo Børs participates in the bi-annual Yankelovich survey of press opinion on the media activities of companies and other organisations. The overall press view of Oslo Børs is ranked on a scale from 1 to 6, with the extreme scores representing a very negative/positive overall view. The average for Oslo Børs in 2004 was 4.1 as compared to 4.2 in 2002. In both 2002 and 2004 the overall press view of Oslo Børs was more favourable than the reference companies in the survey.

Service disruptions and operating problems in major critical systems are another key factor in the area of quality. For Oslo Børs, major critical systems include the trading system, the distribution system for market data and the message system that publishes issuers' announcements to the market. 2004 saw a higher incidence of service disruptions than 2003. A number of measures have been implemented to reduce the frequency of such incidents. Oslo Børs will continue to work to improve the overall security of information in its activities, and in this connection intends to satisfy the requirements for the Norwegian information security management standard (NS 7799).

The third factor that differentiates stock markets from each other is the *level of costs* that investors, companies and member firms incur by participating in the market. A feature that exchanges share with banks and telecommunications companies is that very sizeable resources must be committed to building the technological network that permits trading to take place. Once this network is in place, adding more customers and transactions has only a marginal effect on costs. This means that exchanges have high fixed costs that are relatively insensitive to changes in the level of market activity. The key factor here is competitive prices.

Research carried out by Oslo Børs into the level of fees charged on

major sources of revenue such as listing, trading and financial market data has confirmed that its fees are competitive. During the first quarter of 2004 Oslo Børs was involved in a dialogue with the Norwegian Competition Authority in respect of the fees it charges, particularly trading fees and the fees charged for real-time financial market data. The Competition Authority concluded in a letter dated 20 April 2004 that it *"finds that the income model applied by Oslo Børs is appropriate and produces a reasonable allocation of costs between the various participants in the stock market. In this connection the authority also attaches considerable importance to the fact that the Oslo Børs income model does not differ significantly from the approach taken by comparable securities exchanges in other countries."*

One approach to analysing the exchange's cost effectiveness is to compare the net operating margins achieved by a number of similar exchanges. Such a comparison demonstrates that Oslo Børs has a somewhat lower operating margin than most comparable exchanges. This reflects a number of factors. A particular factor is the size of Oslo Børs relative to comparable exchanges. The systems Oslo Børs uses to operate the marketplace have capacity in excess of the current level of market activity, and the costs involved are very largely fixed. By comparison with other exchanges, Oslo Børs operates with relatively low equity capital, and therefore generates a good return on capital employed in both absolute and relative terms.

In addition to the three factors named above, Oslo Børs recognises expertise and motivation as a central target area. Highly motivated employees with appropriate expertise are key to achieving our objectives. Over two-thirds of our employees have higher education qualifications. Oslo Børs has been able to retain valuable stock exchange expertise by ensuring that its employees are offered new challenges within the organisation. In total 10 employees have moved to

new positions or have seen a significant increase in the scope of their responsibility.

On the occasions when Oslo Børs has recruited externally, it has attracted considerable interest. Interviews with potential candidates suggest that Oslo Børs is seen as an attractive workplace, and this suggests that our employees are good ambassadors for Oslo Børs.

In order to create commitment and motivation, Oslo Børs attaches great importance to a management style based on delegating responsibility, encouraging the involvement of individual employees and fostering personal development. Oslo Børs has assessed employee commitment and identification with our business using the Human Capital index (HCI) and the Identity index (IDI) respectively. Each of these indices is based on six questions, with the answers generating a score on a scale from 6 to 30, with 30 as the best score. The indices provide an indication of how well our managers have succeeded in creating the corporate culture we are striving to achieve.

The results of these surveys in 2004 gave a score of 22.9 for HCI (21.6 in 2003) and 22.7 for IDI. Within the field of human resources, these are seen as good scores that we will work to maintain, in the first instance by continuous focus on our approach to management.

In addition, Oslo Børs carries out an annual internal communications survey. The survey carried out in 2004 found that 74% of employees were very satisfied or quite satisfied with internal communication.

Risk factors

Commercial risks

Given the current structure of operating revenue for Oslo Børs, turnover is principally affected by:

- *The number of listed securities/ companies and their market value.*

The annual fees paid by issuers accounted for approximately 25% of total operating revenue in 2004. Operating revenue will fluctuate in line with the number of listed securities and their overall market value. Listing fees for equity instruments are in the main calculated based on the market value at the start of the year.

- *Trading volume and the number of transactions.*
Trading fees accounted for approximately 33% of total operating revenue in 2004. These fees are by their nature entirely variable, and the total revenue generated will largely depend on general market conditions.
- *Sale and distribution of financial market data products.*
Sales of financial market data products generated 35% of total operating revenue in 2004. Approximately 80% of this revenue arises from sales of real-time information, and is mainly variable in nature since it depends on the number of terminal subscriptions. Sales of financial market data typically have a lagged positive correlation with general market conditions and activity.

The risks associated with the revenue categories described above arise from:

- Competition between marketplaces and changes in the level or structure of their pricing.
- Competition from new players and greater internal trading.
- Competition from alternative forms of saving.
- Consolidation amongst issuers, members and information distributors.
- Accessibility and reliability of technical systems.
- Confidence in the process of price formation and in Oslo Børs as a marketplace.
- Macroeconomic conditions.
- Changes in the regulatory framework.
- Exposure to customer-specific factors.

Oslo Børs operates with a cost base that is very largely fixed. The operation of marketplaces generally requires a high level of investment, and this together with a high proportion of fixed costs means that there is little short-term flexibility to adapt costs to changes in the actual level of market activity.

Strategic risks

Structural changes in the international capital market cause continuous changes in the competitive outlook. Failure to adapt to changes may have adverse consequences for the Oslo market's domestic and international position.

Strategy

Oslo Børs has defined its corporate vision as being the global choice for Norwegian securities. This implies that we want to be the dominant marketplace for listing and trading of Norwegian securities as well as foreign securities related to sectors where Norway has a strong presence. Lack of liquidity is one of the most significant cost factors for trading on the Oslo market, and in order to maintain its position as a competitive marketplace Oslo Børs has decided to focus on measures to help improve liquidity in listed securities.

Important factors for achieving good liquidity are the overall size of the marketplace, as measured by the number of listed companies, and the distribution capacity of the market's member firms. Membership of the NOREX alliance, with harmonised regulations and the same trading platform as the other NOREX members, has made it more attractive for international firms to participate directly in the Oslo market. Experience to date confirms that membership of NOREX has strengthened the Oslo market's distribution capacity with international investors. Oslo Børs is committed to maintaining its participation in the NOREX alliance in order to protect the benefits of greatest distribution capacity.

2004 saw increasing competition between European exchanges.





Exchanges are fighting to retain their markets at the same time as deregulation in financial markets and privatisations of exchanges are creating ever-increasing pressure to achieve growth and good earnings in order to satisfy shareholders.

In addition to the recent bid by Deutsche Börse for the London Stock Exchange and continuing uncertainty over the outlook for consolidation of exchanges in Europe, two further developments seen in 2004 merit special mention:

- In May the London Stock Exchange (LSE) took the initiative to offer trading in Dutch shares in order to compete directly with Euronext in the Dutch market. Euronext threatened to retaliate by listing English blue-chip shares to compete with the LSE on its own market, but at the time of writing this threat has not been carried out.
- Eurex entered the American market by listing American Treasury futures products in competition with the Chicago Board of Trade. This followed almost a year of political and regulatory negotiations in the USA.

In both these cases the new market entrants have not so far enjoyed any great success in persuading member firms to move liquidity onto their trading platforms, even though they offer much lower trading fees. The threat of increased competition has encouraged the existing marketplaces to reduce their fees, and it seems that so far member firms and investors have been the main beneficiaries through reductions - in some cases quite sizeable - in trading costs. The key to winning market share is to encourage liquidity to move from one marketplace to another, but it does seem that the threshold of incentive needed to encourage member firms to move their trading to another trading platform is relatively high.

In the case of competition between LSE and Euronext, it is worth noting

that these exchanges use the same clearing system through LCH.Clearnet, so settlement should not represent any particular obstacle to liquidity moving between the exchanges. Efficient settlement solutions and simplification of cross-border trading are an essential condition for any exchange to win market share. With this in mind, Eurex is seeking to offer a common settlement solution for both the American and European markets. However, this does not so far seem to have played a particularly major role in competition between exchanges.

Oslo Børs has so far been little affected by this competition. However, competition for trading Norwegian securities is likely to grow over time. The level of trading fees will be an important competitive factor, but other factors such as the efficiency of national systems for trading and settlement are also expected to play a significant role.

It is important that Oslo Børs delivers cost-effective marketplace services in order to offer customers competitive services, meet the challenge of greater competition in the future and ensure the best possible return for its shareholders. Access to economies of scale, particularly in respect of IT, represents one of the major purposes of the NOREX Alliance.

There is still scope for considerable improvement in settlement functions for cross-border trading in Europe. Oslo Børs therefore intends to continue, in collaboration with the other NOREX exchanges, Nordic securities registries and settlement banks, to work towards the development of settlement systems that fully reflect the need for effective international settlement.

In 2005 Oslo Børs will also pay particular attention to:

Customer focus

Oslo Børs aims to build closer relationships with all its customer groups (issuers, member firms and inves-

tors). In order to help achieve this, it will encourage an organised and continuous dialogue to identify areas for improvement and issues for joint action. Oslo Børs also intends to communicate its strategy to these customer groups and encourage their understanding and support.

Operating framework

The EU financial services action plan has resulted in a number of directives that will be implemented in Norwegian legislation. It is important for Oslo Børs that the Norwegian market can retain its competitiveness and that the market can continue to operate in a suitable and appropriate manner.

Improving the operating framework for the derivatives market has been a target area for Oslo Børs for some time. This work will continue in 2005, and will include participation in work on new rules for short trading and hedge funds as well as work to identify the need for changes in other areas of the existing framework, including the requirements of pension funds.

Products and liquidity

Oslo Børs will continue its programme of work to encourage greater use of derivatives in 2005. The model for new categories for listed companies introduced in 2004 was extended by the liquidity provider scheme from January 2005. In connection with the imminent implementation of various EU directives, Oslo Børs will also evaluate topics such as Multi Trading Facilities and solutions for reporting off-exchange trades in order to maintain a consolidated price picture in the Oslo Børs trading system.

Market confidence

Confidence is the main 'product' of Oslo Børs since it represents the most important precondition for the market to be seen as fair and efficient. Oslo Børs intends to work on problem areas such as leaks of information and the scope for investors to check how brokers carry out orders,

as well as evaluating and demonstrating the effect of its supervision functions. Oslo Børs also provides the secretariat for the Norwegian Corporate Governance Forum.

Expertise and motivation

In its work on expertise and motivation, Oslo Børs will strive in particular to improve the sense of identity and commitment within its organisation. Improving the awareness of management and workplace issues in order to create an attractive work environment is central to this process. An important aspect of quality assurance at Oslo Børs is ensuring that the organisation has the critical expertise needed for its operations.

Further information on operating revenues and operating costs

Summary of profit and loss account and balance sheet for the past three years

NOK 1000	2004	2003	2002
Operating revenues	268 680	228 493	222 296
Operating costs	169 464	159 375	169 806
Operating profit	99 215	69 117	52 490
Pre-tax profit	103 324	75 595	61 160
Profit for the year	74 704	53 316	42 992
Assets	316 369	270 905	304 922
Liabilities	182 208	101 449	88 782
Equity	134 160	169 456	216 140
Investment spending	55 361	4 045	57 995
Operating margin	36.9%	30.2%	23.6%
Earnings per share	14.94	10.66	8.60
Cash flow per share	3.40	-2.34	-12.43
Cash flow per share before dividend & capital reduction	13.40	15.66	5.57

The board of directors' report on page 39 provides a general review of the financial condition of Oslo Børs. Information on strategy and action plans for 2005 can be found on page 13 of the annual report. Information on fees and prices for the products and services provided by Oslo Børs can be found at www.oslobors.no.

Composition of operating revenue

As can be seen from the organisation chart on page 37, Oslo Børs divides its operational responsibility for the operation of the stock exchange into

two sections: the Markets section and the Supervision and Surveillance section. The Markets section is responsible for all revenue-generating activities, which are therefore managed as a single unit. Oslo Børs therefore ceased publishing segmental profit and loss information with effect from the implementation of this reorganisation at the start of 2004, and instead provides more detailed information on the composition of operating revenue, both in total and by business area.

Operating revenues by business area	2004	2003	2002
Equity Markets	130 846	97 400	94 270
Fixed Income Markets	26 012	25 565	24 045
Derivatives Markets	12 520	9 108	6 243
Financial Market Data	94 743	91 885	91 741
Other	4 559	4 535	5 997
Total operating revenues	268 680	228 493	222 296

Operating revenues by category	2004	2003	2002
Fixed fees - issuers	50 772	48 279	52 071
Fixed fees - members	9 200	9 450	8 950
Trading fees	90 120	61 132	49 592
Prospectus and admission fees	17 688	11 862	11 464
Financial market data	94 743	91 885	91 741
Fees for courses/seminars	2 467	3 335	3 617
Other income	3 691	2 550	4 861
Total operating revenues	268 680	228 493	222 296

Equity Markets business area

The Equity Markets business area's operating revenue accounted for 49% of total operating revenue for Oslo Børs in 2004.

The revenue generated from fixed fees paid by issuers (annual listing fees) is dependent on the number of listed companies and their market capitalisation. Revenue from fixed fees paid by members depends on the number of active member firms. Trading fees reflect the number of transactions carried out and their value. Prospectus and admission fees depend on the number of new companies admitted to listing as well as the number and size of share issues and other equity transactions carried out by listed companies.

A change of 10% in the market capitalisation of listed companies at 31 December 2004 would cause a change of approximately 4% in annual revenue from listing fees.

The most widely traded equity market security accounted in 2004 for 7% of the total number of trades (6% in 2003) and 18% of total trading value (22% in 2003). Revenue generated from, or in relation to, this company in 2004 accounted for 8% of the Equity Markets business area's operating revenue (8% in 2003) and 4% of total operating revenue for Oslo Børs (3% in 2003).

Fixed Income Markets business area

The Fixed Income Markets business area's operating revenue accounted for 10% of total operating revenue for Oslo Børs in 2004.

The revenue generated from fixed fees paid by issuers (annual listing fees) is dependent on the number of listed fixed-income issues and their nominal value. Revenue from fixed fees paid by members depends on the number of active member firms. Trading fees reflect the number of transactions carried out and their value. Prospectus and admission fees depend on the number of new fixed-income issues admitted to listing as well as the number and size of new issues and

Operating revenues (NOK million)	Equity Markets		
	2004	2003	2002
Fixed fees - issuers	35	33	37
Fixed fees - members	7	7	6
Trading fees	75	49	41
Prospectus and admission fees	13	8	8
Financial market data			
Fees for courses/seminars			
Other income	2		2
Total operating revenues	131	97	94
No. of listed companies at 31.12	188	178	204
Benchmark index (OSEBX) at 31.12	236.7	170.79	115.21
Market value of listed companies at 31.12	932	690	503
No. of member firms - equity markets	35	39	35
No. of trades (1.000)	3 406	2 348	2 048
Value of trades (NOK bn)	907	552	444

Operating revenues (NOK million)	Fixed Income		
	2004	2003	2002
Fixed fees - issuers	16	16	15
Fixed fees - members	3	3	3
Trading fees	3	3	2
Prospectus and admission fees	5	4	4
Financial market data			
Fees for courses/seminars			
Other income			
Total operating revenues	26	26	24
No. of listed issues at 31.12	861	826	838
Market value of listed issues at 31.12	524	512	493
No. of member firms - fixed income	15	16	16
Value of trades exc. repos (NOK billion)	746	990	737
Value of repo trading (NOK billion)	2 896	2 649	1 728

other transactions. A repo is a repurchase agreement whereby the parties simultaneously agree the sale and future repurchase of a specified amount of a bond issue. Repo transactions incur trading fees equivalent to 10% of the rate for a normal trade.

The borrower with the greatest volume of loans outstanding at the close of 2004 accounted for 37% of the business area's total operating revenue in 2004. Revenue from this issuer accounted for less than 2% of the Fixed Income Markets business area's operating revenue from the primary market.

Derivatives Markets business area

The Derivatives Markets business area accounted for 5% of total operating revenue for Oslo Børs in 2004. Trading fees account for over 90% of the business area's revenue. The revenue from trading fees is dependent on the number of contracts traded and the premiums paid. The premium paid on a derivatives contract is determined principally by the price of the underlying instrument, the period to maturity and, in the case of options, the price volatility of the underlying instrument.

Financial Market Data business area

Revenue from sales of financial market data amounted to NOK 95 million in 2004, making up some 35% of total operating revenue for Oslo Børs.

Sales of real-time information through information distributors such as Reuters and Bloomberg accounted for around 80% of the business area's operating revenue in 2004. The level of operating revenue is mainly determined by the number of remote terminals that have access to market data from Oslo Børs. Customers of information distributors such as Reuters, Bloomberg etc. purchase access to price and index information from various markets.

The fall in numbers employed in the finance sector caused a reduction of 8% in the number of terminals with access to data from Oslo Børs in 2003. The number of terminals increased by a little over 4% in 2004. With effect from July 2004, Oslo Børs offers three types of subscription to real-time information. Professional users with full access to real-time information pay NOK 3,000 per annum for each terminal (NOK 2,700 prior to April 2003). Private individuals with limited access to real-time information pay NOK 600 per annum (NOK 720 prior to April 2003). Private individuals with full access to real-time information pay NOK 1,800 per annum with effect from July 2004 when this new product was introduced. These three products account for 78%, 16% and 6% respectively of the total number of terminals in use.

The two largest distributors accounted for around 64% of the Financial Market Data business area's operating revenue in 2004, while the four largest distributors accounted for 68% of operating revenue.

Other income, which accounts for 20% of the Financial Market data business area's total revenue, comes from sales of a number of other products such as newspaper lists, index weighting products, SMS text services and Internet advertising. The two products that make the largest con-

Operating revenues - (NOK million)	2004	Derivatives 2003	2002
Fixed fees - issuers			
Fixed fees - members			
Trading fees	13	9	6
Prospectus and admission fees			
Financial market data			
Fees for courses/seminars			
Other income			
Total operating revenues	13	9	6
Equity options, No. of contracts traded	2 921	2 079	1 713
Equity options, turnover	1 562	1 258	1 065
OBX options, No. of contracts traded	682	543	581
OBX options, turnover	795	565	644
Forwards, No. of contracts traded	1 071	437	191
Forwards, turnover	10 133	3 748	1 703
OBX Futures, No. of contracts traded	678	764	691
OBX Futures, turnover	48 343	38 476	37 678
Total No. of contracts	5 352	3 823	3 176
Total value of turnover - options	2 357	1 823	1 709
Total value of turnover - forwards	58 476	42 224	39 381
Average premium equity options	5.3	6.0	6.2
Average premium OBX options	11.7	10.4	11.1
Average premium equity forwards	94.6	85.8	89
Average premium OBX-futures	713.4	503.4	546.1

tributions to revenue are fundamental data about issuers and mutual funds information.

Operating costs

Salary and other personnel costs increased by around 10% from 2002 to 2003 and by around 9% from 2003 to 2004. The increase from 2002 to 2003 reflected, in addition to normal annual salary increases, the introduction of a variable salary scheme for all employees of Oslo Børs (NOK 3 million) and the effect of changes to the assumptions used for calculating pension liability (NOK 4 million). In addition, salary costs of NOK 3 million incurred in

2002 in connection with development work on IT systems were capitalised. This was partly offset by an increase in the reimbursements received in connection with maternity leave etc. and in connection with collaboration on IT and market surveillance with the other NOREX exchanges.

Variable salary payments in 2004 were NOK 2 million higher than in 2003. In addition, a higher provision was accrued for increased pension liability (NOK 6 million). Salary and pension costs also increased as a result of normal annual salary increases, but as noted above this was off-

NOK million	2004	2003	2002
Salary and other personnel costs	87.7	80.4	73.2
Depreciation	20.9	20.2	16.4
Other operating costs	60.9	58.8	80.2
Total operating costs	169.5	159.4	169.8

set to some extent by increased reimbursement.

Variable salary payments will fluctuate from year to year in response to factors such as performance relative to the company's financial results and targets. The level of variable salary payments made in 2004 was the maximum permitted under the terms of the scheme. Higher accrual of provision for specific pension contracts also caused higher costs in 2004, but somewhat smaller provisions will be needed in 2005.

Depreciation increased from NOK 16 million in 2002 to NOK 20 million in 2003. This reflects the timing of the implementation of the new SAXESS trading system, which was only depreciated for seven months in 2002. In addition, the new Oslo Børs Internet platform was launched in 2003 and incurred depreciation for part of the year as compared to full-year depreciation in 2004.

Other operating costs fell from NOK 80 million in 2002 to NOK 59 million in 2003. Work on refurbishing the Børs building incurred additional costs of NOK 12 million in 2002, and provisions were made in 2002 for certain matters that were resolved in favour of Oslo Børs in 2003. This led to provisions of NOK 3 million in total being written back in 2003. After adjusting for these non-recurring items, operating costs showed a fall of NOK 3 million from 2002 to 2003 and a further fall of NOK 1 million from 2003 to 2004. Operating costs for 2004 did not include any non-recurring items.

Operating costs are affected by movements in the exchange rate between the Norwegian krone and the Swedish krona since the fixed annual rental for the SAXESS trading system is SEK 25 million payable in Swedish krona. Oslo Børs has entered into a forward foreign exchange contract at a rate of 90.6 that matures in mid-2005. This will be used for payment of the systems rental for the period June 2005 to May 2006. Foreign exchange rate for payment for the period June 2004 to May 2005 was 91.96.

Financial Ratios

(based on Recommendations & Financial Ratios published by the Norwegian Society of Financial Analysts).

Numbers in NOK 1000	2004	2003	2002	2001	2000	
Cash flow statement for analytical purposes						
EBITA	99 216	69 118	52 490	48 694	15 292	
- Taxes on EBITA (28%)	-27 780	-19 353	-14 697	-13 634	-4 282	
= NOPLAT	71 436	49 765	37 793	35 060	11 010	
+ Depreciation	20 897	20 238	16 439	44 317	49 542	
- Capex	-51 739	-1 653	-57 995	-57 268	-16 908	
+ Loss on sale of assets	-243	0	28	-252	-1 280	
+/- Change in NWC	-1 376	-7 944	-11 010	5 441	-4 650	
+ Change in provisions	13 146	1 293	468	2 114	5 145	
= Free Cash Flow to Firm (FCFF)	52 120	61 699	-14 277	29 412	42 859	
+ Net Financials	4 108	6 477	8 670	12 634	7 809	
+ Share of profits from associates after tax						
- Taxes on net financials (28%)	-1 138	-1 909	-2 575	-2 386	-827	
= Free Cash Flow to Equity (FCFE)	55 090	66 267	-8 183	39 659	49 841	
- Net acquisitions and divestments						
- Dividends paid	-50 000	-90 000	-90 000	0	0	
- Share buyback						
+ Share issues						
+/- Difference between paid taxes and calculated taxes above	11 929	12 025	16 027	13 290	5 109	
+ Other adjustments						
= Total Cash Flow = Change in net interest bearing debt	17 020	-11 708	-82 156	52 949	54 950	
Earnings before interest, taxes, depreciation and amortisation (EBITDA)	120 113	89 356	68 929	93 011	64 834	
Earnings before interest, taxes, and amortisation (EBITA)	99 216	69 118	52 490	48 694	15 292	
Earnings before interest and taxes (EBIT)	99 216	69 118	52 490	48 694	15 292	
Profitability and Efficiency Ratios						
3.1 Revenue (sales)	268 680	228 493	222 296	223 309	196 827	
3.2 Gross Margin	36.9 %	30.2 %	23.6 %	21.8 %	7.8 %	
3.3 EBITDA Margin	EBITDA/Revenues	44.7 %	39.1 %	31.0 %	41.7 %	32.9 %
3.4 EBITA Margin	EBIT/Revenues	36.9 %	30.2 %	23.6 %	21.8 %	7.8 %
3.5 EBIT Margin	EBIT/Revenues	36.9 %	30.2 %	23.6 %	21.8 %	7.8 %
3.6 Pre-Tax Margin	Pre-Tax Profit/Revenues	38.5 %	33.1 %	27.5 %	27.5 %	11.7 %
3.7 Net Margin	Net Profit/Revenues	27.8 %	23.3 %	19.3 %	22.3 %	10.5 %
3.8 Adjusted Profit	Booked Pre-tax Profit	103 324	75 595	61 160	61 328	23 101
	Capitalisation of internal resources		-2 400	-8 200		
	Rehabilitation of building		12 200	2 800		
	Cost of Trading System set to 2003-level (payable costs and deprec.)		-7 500	8 000	13 000	
	Reversal of accruals		-2 600	2 600		
	Adjusted Pre-tax profit	103 324	72 995	66 060	63 928	36 101
	Adjusted Profit (28% tax)	74 393	52 556	47 563	46 028	25 993

Numbers in NOK 1000		2004	2003	2002	2001	2000
3.9	Net Operating Profit Less Adjusted Taxes (NOPLAT)					
	EBITA - Taxes on EBITA (28%)	71 436	49 765	37 793	35 060	11 010
3.10	Cash Earnings (CE)	74 704	53 316	42 991	49 744	20 654
	+Depreciations, Amortisations, Write-downs	20 897	20 238	16 439	44 317	49 542
	- Share in Associates	-	-	-	-	-
	- Minorities share of depr., amort., WD's	-	-	-	-	-
	+ Expensed Share-Based Payments	-	-	-	-	-
	= Cash earnings (CE)	95 601	73 554	59 430	94 061	70 196
3.11	Cash Flow From Operations (CFFO)	106 829	67 920	49 812	46 927	66 749
3.12	Free Cash Flow to Equity (FCFE)	55 090	66 267	-8 183	39 659	49 841
3.13	Free Cash Flow to Firm (FCFF)	52 120	61 699	-14 277	29 412	42 859
3.14	Number of Full-time Employees Year End	110	108	109	107	93
3.15	Average Number of Full-time Employees	109	109	108	100	91
3.16	Sales per 'Employee	2 443	2 116	2 039	2 087	2 116
3.17	EBITA per Employee	902	640	482	455	164
3.19	Net Interest Bearing Debt	-	-	-	-	-
	- Bonds (face value)	-	-	-	-20 000	-20 000
	- Interest bearing long term receivables	-1 350	-1 350	-1 350	-1 350	-1 350
	- Bank deposits	-118 078	-101 058	-112 766	-174 922	-121 973
	Net interest bearing debt	-119 428	-102 408	-114 116	-196 272	-143 323
3.20	Net Working Capital (NWC)	20 759	21 918	17 944	15 737	11 183
	+ Other operating current assets	18 337	15 297	17 904	16 151	13 595
	- Trade creditors	-2 226	-3 855	-7 212	-12 880	-7 977
	- Other Operating Current Liabilities (short term debt less trade creditors, payable taxes and dividend)	-26 617	-24 483	-27 703	-29 085	-21 437
	= Net Working Capital	10 253	8 877	933	-10 077	-4 636
3.21/3.22	Invested Capital (IC)	10 253	8 877	933	-10 077	-4 636
	+ Non-current Tangible Assets (tangible assets and pension fund assets)	46 795	51 454	53 657	30 307	64 425
	+ Non Current Intangible Assets	31 345	45 571	57 857	44 718	-
	- Other provisions	-25 485	-16 504	-13 484	-11 057	-9 313
	- Other Operating Non-Current Liabilities	-	-	-	-	-
	= Invested Capital	62 908	89 398	98 963	53 891	50 476

Numbers in NOK 1000		2004	2003	2002	2001	2000
3.24/ 3.25 Return on Invested Capital (ROIC)	EBITA/Average Invested Capital	130 %	73 %	69 %	93 %	18 %
3.26/3.27 After-Tax Return on Invested Capital	NOPLAT/Average Invested Capital	94 %	53 %	49 %	67 %	13 %
3.28 Return on Equity (ROE)	Profit/Average Equity of the Parent	51 %	28 %	18 %	21 %	11 %
3.29 Assets/Equity	Total assets/Total Equity	2.36	1.70	1.41	1.27	1.21
3.30 Financial Gearing	Net Interest Bearing Debt/ Total Equity	-0.89	-0.64	-0.53	-0.72	-0.73
3.31 Operating Asset Gearing	Invested Capital//Total Equity	0.47	0.56	0.46	0.20	0.26
3.32 Sales/Assets		0.85	0.84	0.73	0.64	0.83
3.33/3.34 Sales/Invested Capital	Sales/Average Invested Capital	3.53	2.43	2.91	4.28	2.36
3.35 NWC/Sales	Average NWC/Sales	0.04	0.02	-0.02	-0.03	-0.04
Investment ratios						
4.1	Number of shares	5 000	5 000	5 000	5 000	
4.2	Number of shares diluted	5 000	5 000	5 000	5 000	
4.3	Average number of shares	5 000	5 000	5 000	5 000	
4.5	Average number of shares diluted	5 000	5 000	5 000	5 000	
4.6	Earnings per Share Basic (EPS Basic)	Profit/Average number of shares	14.94	10.66	8.60	9.95
4.7	Earnings per Share Diluted (EPS Diluted)	Profit/Average number of shares diluted	14.94	10.66	8.60	9.95
4.8	Adjusted Earnings per Share Basic	Adjusted Profit/average number of shares	14.88	10.51	9.51	9.21
4.9	Adjusted Earnings per Share Diluted	Adjusted Profit/average number of shares diluted	14.88	10.51	9.51	9.21
4.10	Cash Earnings per Share (CEPS)	Cash Earnings (CE)/Average Number of shares diluted	19.12	14.71	11.89	18.81
4.11	Cash Flow per Share (CFPS)	CFFO/Average number of shares diluted	21.37	13.58	9.96	19.39
4.12	Book value per Share (BVPS)	Shareholders Equity/Number of shares	26.83	31.89	43.23	54.63
	Ordinary dividend		70 000	50 000	30 000	20 000
	Extraordinary dividend		30 000		60 000	70 000
	Total dividend		100 000	50 000	90 000	90 000
4.14	Ordinary dividend per Share (DPS)	Ordinary dividend/number of shares	14.0	10.0	6.0	4.0
	Extraordinary dividend per Share	Extraordinary dividend/ number of shares	6.0	-	12.0	14.0
	Total dividend per Share	Total dividend/number of shares	20.0	10.0	18.0	18.0
4.15	Pay-out ratio based on ordinary dividend	Ordinary dividend/Profit	94 %	94 %	70 %	40 %
	Pay-out ratio based on total dividend	Total dividend/Profit				
	Share Price	Last traded price each year	255	182	120	150
4.16	Market Capitalisation (Market Cap)	Share Price*number of shares diluted	1 275 000	910 000	600 000	750 000

Numbers in NOK 1000		2004	2003	2002	2001	2000
4.17 Enterprise Value (EV)	Market Cap	1 275 000	910 000	600 000	750 000	
	Net Interest Bearing Debt (see above)	-119 428	-102 408	-114 116	-196 272	
	Financial Fixed Assets (less pension fund, bonds (face value) and interest bearing receivables)	-56 517	-10 715	-10 081	-6 086	
	Deferred Tax Asset	-23 188	-23 543	-30 363	-38 132	
	Enterprise Value	1 075 867	773 334	442 440	509 510	

Multiples

4.19 Price Earnings Basic (P/E Basic)	Share price/Earnings per Share Basic	17.07	17.07	13.96	15.08	
4.20 Price Earnings Diluted (P/E Diluted)	Share price/Earnings per Share Diluted	17.07	17.07	13.96	15.08	
4.21 Adjusted Price Earnings Basic	Share price/Adjusted Earnings per Share Basic	17.14	17.31	12.61	16.29	
4.22 Adjusted Price Earnings Diluted	Share price/Adjusted Earnings per Share Diluted	17.14	17.31	12.61	16.29	
4.23 Earnings yield (E/P)	Adjusted Earnings per Share Diluted/Share Price	0.06	0.06	0.08	0.06	
4.25 Price/Cash Earnings (P/CE)	Share Price/Cash Earnings per Share	13.34	12.37	10.10	7.97	
4.26 Price/Cash Flow (P/CF)	Share Price/CFPS	11.93	13.40	12.05	7.74	
4.27 Price/Book Value (P/BV)	Share Price/BVPS	9.50	5.71	2.78	2.75	
4.29 Dividend Yield	DPS/Share Price	0.05	0.05	0.05	0.03	
4.30 Free Cash Flow Yield	FCFE/EV	0.05	0.09	-0.02	0.08	
4.31 Free Cash Flow to Firm Yield	FCFF/EV	0.05	0.08	-0.03	0.06	
4.32 Enterprise Value/Sales	EV/Sales	4.00	3.38	1.99	2.28	
4.33 Enterprise Value/EBITDA	EV/EBITDA	8.96	8.65	6.42	5.48	
4.34 Enterprise Value/EBITA	EV/EBITA	10.84	11.19	8.43	10.46	
4.35 Enterprise Value/EBIT	EV/EBIT	10.84	11.19	8.34	10.46	
4.36 Enterprise Value/NOPLAT	EV/NOPLAT	15.06	15.54	11.71	14.53	

Shareholder information

Restrictions on share ownership, voting, general meetings etc.

Oslo Børs Holding ASA has only one class of shares, and its shares are freely negotiable, subject to limitations imposed by legislation. Each share carries one vote at general meetings of the company, subject to limitations imposed by legislation.

The Stock Exchange Act establishes the general principle that no single party may own shares that represent more than 10% of the share capital or voting capital of Oslo Børs Holding. The Ministry of Finance may grant exemptions from this limit, and this may include allowing other stock exchanges or other undertakings to hold up to 25% of the share capital or voting rights in connection with an agreement on strategic co-operation. On 2 July 2004, the Ministry granted an exemption for DnB NOR ASA to hold 19.66% of the company's share capital for up to three years. The exemption specifies that DnB NOR ASA may not exercise voting rights for more than 10% of the company's total share capital or more than 20% of the share capital represented at a general meeting.

The company's articles of association contain no specific provisions on the notice required to call a general meeting. The provisions of the Public Limited Companies Act therefore apply, and notice must be given no later than two weeks before the date of the meeting. In practice Oslo Børs Holding aims to send out the notices calling general meetings four weeks before the date of the meeting.

All shareholders are entitled to participate in general meetings. The articles of association do not require prior notice from shareholders who wish to participate, and shareholders may therefore participate in a general meeting without giving prior notice of their intention. For practical reasons shareholders who do wish to attend a general meeting are asked to give notice of this in advance.

All shareholders of Oslo Børs Holding

ASA can participate in a general meeting, either through personal attendance or through a proxy appointed by a written, signed and dated authority, subject to the following:

- (a) The shareholder's shareholding must be registered in the share register maintained by the Norwegian Central Securities Depository (Verdipapirsentralen or 'VPS'), or
- (b) If the shareholding is not apparent from the share register, the shareholder must provide evidence of the holding prior to the general meeting. This implies that shareholders holding shares registered through a nominee are permitted to participate in the general meeting if the shareholder gives notice of the shareholding to the company in advance, and provides evidence of this in the form of confirmation from the nominee registered in the VPS shareholder register.

When appointing a proxy vote on their behalf, shareholders may specify how the proxy should vote on specific matters.

The members of the company's Board of Directors and CEO must be present at a general meeting.

The Board will make sure that there is a specific proposal for an independent person to chair the general meeting.

Shareholder policy

The basis for the shareholder policy adopted by the Board of Directors is for Oslo Børs to manage and carry out its activities in such a way as to focus on creating long-term value for shareholders in Oslo Børs Holding. The Board of Oslo Børs Holding also fully recognises the role that the exchange plays for Norwegian business and industry. The Board believes that fulfilling this role will represent little restriction to the objective of creating long-term value for shareholders in Oslo Børs Holding. In addition, Oslo Børs will strive to meet the standards of best practice for:

- The provision of information to shareholders
- Equal treatment of all shareholders
- Shareholder influence

Oslo Børs will seek to increase its earnings through measures such as marketing its services to issuers, member firms and investors as well as through product development and measures to build confidence. As an infrastructure operator, Oslo Børs is exposed to a high proportion of fixed costs that are not affected by changes in the level of activity in the market. Oslo Børs therefore pays particular attention to managing its costs. The capital structure and dividend policy of Oslo Børs Holding will be evaluated on the basis of what is considered appropriate and desirable for its shareholders.

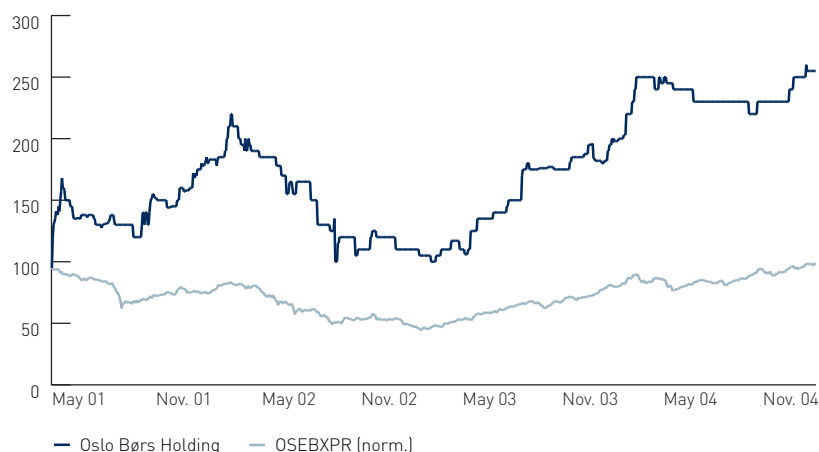
The Board of Oslo Børs Holding considers it appropriate that the major part of the company's annual profit should be distributed as dividend. However decisions on dividend payments must also take into account the need to maintain satisfactory levels of liquidity and solidity, including the effect of planned and possible investment on liquidity and solidity.

Oslo Børs Holding ASA has elected to operate its information policy as though the company were listed. All events or decisions that might be expected to have an effect on the price of the company's shares will be published immediately. The company has also elected to publish quarterly interim reports and publish these reports in the month following the end of each quarter. Presentations of the interim reports are held at the offices of Oslo Børs and are open to all. Members of the Board and any employees who are classified as primary insiders are required to give notice of any purchases and sales of shares in Oslo Børs Holding. This information is continually updated and is published on www.oslobors.no/ir.

Oslo Børs provides investor relations pages at www.oslobors.no/ir and the



Oslo Børs Holding vs OSEBX Price index



Source: OBI and NFMF OTC list

information on these pages is regularly updated. The investor relations pages provide key operational figures which are updated monthly, financial information and other published information, shareholder information etc. Oslo Børs offers subscriptions to the announcements of its annual and quarterly reports and other announcements at www.oslobors.no/bestillmateriale.

Mandates to the boards of directors Neither the Board of Oslo Børs Holding nor the Board of Oslo Børs has been granted any mandate to issue shares, convertible loans or any other form of equity instrument. Oslo Børs Holding does not hold any mandates to acquire its own shares.

Share price history

The graph of share price movements shown above is not adjusted for dividend payments or the reduction in the company's capital. Just under 0.9 million shares in Oslo Børs Holding were traded in 2004. By way of comparison, just over 1.1 million shares were traded in 2003.

The last traded price recorded in 2004 for shares in Oslo Børs Holding was NOK 255 per share. The company's shares were sold through a distribution sale in May 2001 at a price of NOK 95 per share. The following table shows all dividend payments and reductions in share capital leading to payments to shareholders since the company was incorporated:

	Amount per share	Proposal by the general-meeting	Resolution by the general meeting	Date of: Last day of trading incl. right to dividend	Payment
Ordinary dividend for 2001	4.00	09.04.02	07.05.02	07.05.02	28.05.02
Reduction in share capital	14.00	09.04.02	07.05.02	28.08.02	12.09.02
Ordinary dividend for 2002	6.00	07.04.03	06.05.03	06.05.03	21.05.03
Reduction in share capital	12.00	27.08.03	15.09.03	17.12.03	29.12.03
Ordinary dividend for 2003	10.00	29.03.04	06.05.04	06.05.04	25.05.04
Ordinary dividend proposed for 2004	14.00				
Extraordinary dividend proposed for 2004	6.00				

The Board of Oslo Børs Holding has proposed that the Annual General Meeting approve an ordinary dividend of NOK 14 per share in respect of the 2004 accounting year in addition to an extraordinary dividend of NOK 6 per share.

Statement of policy on corporate governance

Introduction

The sole business activity of Oslo Børs Holding ASA is to hold 100% of the share capital of Oslo Børs ASA. Oslo Børs ASA in turn holds 100% of the share capital of Oslo Børs Informasjon AS. These three companies make up the Oslo Børs Holding ASA group. This statement applies to the Oslo Børs Holding ASA group.

Oslo Børs Holding is committed to all aspects of corporate governance, including ensuring the proper direction and control of its own activities and organisation. Corporate governance is also important for Oslo Børs as a marketplace. Confidence in the Oslo market will be determined in part by the extent to which other players such as issuers, exchange members and investors adhere to good corporate governance practices.

General

The following factors form an important starting point for this statement of policy on corporate governance:

- Oslo Børs is the only regulated marketplace in Norway for trading in securities.
- Many parties have an interest in the activities of Oslo Børs. This includes the company's shareholders, investors, issuers of securities, investment firms, its employees and the official authorities, as well as other participants in the securities chain such as clearing houses and settlement counterparties.
- In addition to supplying services on a commercial basis, Oslo Børs also carries out supervision of the parties that use these services. Oslo Børs is required to report any breaches of legislation and regulation by its customers to the official authorities, and the Stock Exchange Act also authorises it to levy fines on its customers for breaches of the Act or the Stock Exchange Regulations.

It is important that Oslo Børs avoids any situation that might lead to any

inference that it has abused its particular position in the securities market, either generally or in relation to any other player or players. The Board of Directors of Oslo Børs (the "Board") takes the view that its main duty is to work to ensure that the company's shareholders benefit from a sound return on the company's capital over the long term. However the Board also takes care to balance this duty with the needs and wishes of other interested parties. It is often the case, particularly in respect of matters concerning the integrity of the exchange and investor confidence, that the interests of the company and other parties coincide. The prospects for long-term return on the company's capital are dependent on maintaining confidence in the exchange and in the products it offers.

Situations may arise where Oslo Børs is required to make decisions in circumstances where it has to ignore completely the possible financial consequences for the company or for its relations with officers of the company or other interested parties. This is particularly the case where Oslo Børs finds it necessary to reprimand other parties or apply the various sanctions available to it. This represents a particular responsibility for the Market Surveillance Department and the Legal Department, as well as the other functions of Oslo Børs that have routine contact with issuers and investment firms. Oslo Børs recognises that a regulated exchange must not allow its own short-term commercial interests to take precedence over its supervisory and market surveillance functions since in the long run this will damage both its role and the commercial foundation for its activities.

Regulations issued pursuant to the Stock Exchange Act require that market surveillance (the Supervision and Surveillance section of Oslo Børs) shall be organised in such a way that the integrity and independence of the section's employees are assured. Moreover the regulations require that the market surveillance function shall have access to all such resour-

ces as are necessary to exercise effective surveillance. Oslo Børs has given the Supervision and Surveillance section the authority to make its own decisions on the use of the measures available in respect of issuers and members and on the referral of individual cases to the Financial Supervisory Authority of Norway or the police. The section is required to keep the management of Oslo Børs advised of the decisions it takes.

As required by the Stock Exchange Act and by its articles of association, Oslo Børs ASA has established a control committee. The Control Committee is responsible for ensuring that the company adheres to legislation, regulations and the terms of its authorisation as well as its articles of association and resolutions approved by the company's corporate bodies. The committee is also responsible for monitoring and evaluating security matters. The formal mandate for the work of the committee was approved by the meeting of incorporation of Oslo Børs in April 2001, and this mandate has been approved by the Financial Supervisory Authority of Norway. The committee is required by the mandate to pay special attention to supervising the effectiveness and integrity of the market surveillance function and to ensuring that it has the resources it needs. The committee is also required to ensure that Oslo Børs operates its information technology systems in a secure and proper manner at all times, and that the systems are operated and developed in accordance with the requirements of the activities conducted by Oslo Børs and the market's requirements in this respect.

Breaches of the Stock Exchange Act or the Stock Exchange Regulations by members or issuers are reported by the management of Oslo Børs to the Board. The Board considers whether to issue a reprimand or apply a fine. The Board decided in 2004 to establish a separate disciplinary committee to deal with such breaches but implementation is due to a change in the Stock Exchange Regulations. Where a



decision is made to levy a fine, this can be appealed to the Oslo Børs Appeals Committee. The Appeals Committee is nominated by the Ministry of Finance and is therefore independent of Oslo Børs. The Board of Oslo Børs resolved in 2002 that if the income arising from violation charges exceeds the costs incurred by Oslo Børs in implementing and monitoring such sanctions, the surplus should be applied to measures designed to strengthen confidence in the Oslo market and market integrity. The Board of Oslo Børs will make specific decisions on the measures in question as required.

Oslo Børs ASA is authorised to operate pursuant to the Stock Exchange Act, and is subject to supervision by the Financial Supervisory Authority of Norway.

Corporate governance policies

The Board of Oslo Børs Holding ASA is of the view that the company's policies for corporate governance are in accordance with the Norwegian Code of Practice issued on 7 December 2004. The values on which the company bases its activities are clearly defined, as set out in the section "Objectives and values" on page 13 of the annual report. The company's officers and employees are subject to a range of rules laid down by legislation and regulation, as well as internal guidelines. The company produced a separate statement of ethical guidelines, based on the corporate values mentioned above, in 2004.

The following sections provide an explanation of how Oslo Børs Holding has addressed the various issues covered by the Norwegian Code of Practice.

Business activities

The business objective of each company is specified in its articles of association. The articles of association of Oslo Børs Holding ASA restrict the company's business objective to holding ownership interests in companies that operate stock exchange activities and other activities normally

associated with this. The articles of association of Oslo Børs ASA define the company's business objective as carrying on the activities of a stock exchange, but also permit it to carry on such activities as are normally associated with the activities of a stock exchange and that do not serve to weaken the integrity and independence of the company's stock exchange activities.

The Board believes that the business objectives laid down in the two companies' articles of association provide predictability and direction for the companies' business strategies and the activities that they may acquire or initiate.

The articles of association of Oslo Børs Holding ASA can be found at page 66 of the Annual Report

Strategy is reviewed annually, leading to the production of a strategic plan for future years. An account of the group's strategy and focus areas can be found on page 13 of the annual report.

Share capital, dividends, equal treatment of shareholders, transactions with close associates, negotiability of shares, general meetings, information and communication, and policy in the event of a take-over bid.

Page 27 of the annual report provides information on ownership restrictions, restrictions on voting rights, general meetings, shareholder policy, dividend policy and investor relations policy.

The Board believes that its policy on these matters is in accordance with the Code of Practice. The Stock Exchange Act imposes restrictions on the ownership of shares in Oslo Børs Holding and on voting rights in the company. The Board believes that such restrictions are in principle to be avoided, but takes the view that these restrictions are not unreasonable for a stock exchange in view of the need to maintain independence and inspire confidence.

The Board has not been granted any mandates to carry out transactions that increase the company's share capital or to buy back own shares. In the event that any such mandates are granted in the future, the Board will take a cautious approach to waiving the principle that existing shareholders have a right of pre-emption to subscribe for new shares. Similarly, in the event that a mandate to buy back own shares is granted, the Board would be very cautious about waiving the principle to buy back shares in any way other than through the market at market price. The Board will only consider exceptions to these principles where they are clearly justified in the interests of the company and its shareholders.

Oslo Børs Holding strives to maintain its equity capital at a level appropriate for the company's strategy and risk profile. At the same time, the company aims to limit the capital the group employs. If the group holds liquidity in excess of the capital considered necessary for its operations, taking into account investment plans and the need to maintain satisfactory liquidity and solidity, steps will be taken to distribute the surplus to shareholders. The practical application of this principle can be seen in the dividends paid since 2001 and the reductions in share capital implemented in 2002 and 2003.

The company has not entered into any transactions with shareholders, members of the Board, members of management or close associates of any such parties other than such transactions as form a normal part of stock exchange activities. Internal guidelines require that any member of the Board or of the executive management who has a personal interest in any transaction(s) involving the company must disclose his or her interest. In the event that such a transaction proceeds and is material, the company will seek independent valuation of the values involved.

The Board of Directors will not seek to hinder or obstruct take-over bids for the company's activities or shares

unless there are particular reasons for this. Moreover, if such a situation arises the Board will not exercise mandates or pass any resolutions that obstruct the take-over bid unless this is approved by the general meeting following announcement of the bid. The Board recognises that any transaction that is in effect a disposal of the company's activities should be decided by a general meeting.

The Election Committee

As required by the articles of association of Oslo Børs Holding, an Election Committee has been appointed to make recommendations to the company in general meeting for the election of members to the Board. The members of the Election Committee are elected for a three-year term of office by the general meeting, and the committee has a minimum of three members. Details of the current Election Committee can be found on page 36 of the Annual Report. There are no relationships of dependence, whether financial, family or personal, between any member of the Election Committee and any member of the company's Board or management.

The Election Committee's mandate was approved in April 2001. The committee is required to seek to identify and nominate candidates suitable for approval as members of the Board taking into account the shareholder composition of the company. The Election Committee is permitted to discuss possible candidates with shareholders that have material ownership interest in the company. The committee must be unanimous in its recommendation of candidates for election to the Board.

The Election Committee's mandate requires it to take the following factors into account when proposing candidates for election to the Board by the general meeting and to report accordingly:

- That the Board should have sufficient expertise and experience to handle both its routine operational responsibilities and the strategic challenges that the company

faces. In addition to ensuring the availability of suitable expertise, the committee is asked to pay attention to factors such as the balance of age and gender.

- That the candidates are sufficiently independent of the company's management, and that the Board as a whole is sufficiently independent of any single shareholder or particular customer group.
- That the candidates have sufficient time in relation to their other appointments and employment to carry out their duties as a member of the Board.

The Election Committee's recommendations form an appendix to the notice of the general meeting, and in addition to personal details they must contain information on each candidate's education, current employment, relevant previous work experience and details of all board and other appointments as well as confirmation that the candidate has confirmed that he or she is willing to accept the appointment if elected.

There is no specific timetable for the Election Committee's recommendations. However the committee normally completes its work around one month before the annual general meeting, which is normally held in early May.

The Election Committee shall be represented on the annual general meeting in order to provide further information on the committee's recommendations and to answer any questions.

Composition of the Board of Directors and its independence

The articles of association stipulate that the Board shall have at least five and no more than ten members. Members are appointed for a two-year term of office. The chairman of the Board is elected by the general meeting.

The current Board of Oslo Børs Holding ASA has seven members. The Board of Oslo Børs ASA is identical to that of Oslo Børs Holding ASA with the

addition of employee representatives. Employee representation on the Board of Oslo Børs ASA was increased to two representatives on 1 May 2004. Further information on the Board members can be found on page 35 of the Annual Report. The Board is of the opinion that, in total, it has sufficient expertise and capacity to carry out its duties in a satisfactory manner.

The Board has not produced a specific operational definition of independence, but has routinely evaluated the independence of its various members. Such evaluations will continue to take place in the future. This draws attention to the issue of independence and helps to maintain an awareness of the issues involved.

It is also important that Oslo Børs has an experienced Board that understands the financial sector and the financial markets. This can lead from time to time to situations in which one or more members of the Board have a particularly close relationship to an issue due for consideration by the Board. Oslo Børs therefore practices a particularly strict interpretation of the legislative provisions on disqualification. This ensures that no member of the Board can participate in the consideration of any matter where he or she has a financial or other interest, either on his or her own account or through any undertaking with which he or she is associated.

With the exception of the employee representatives, there is no relations-

hip of dependence between any member of the Board and the management of the company, whether financially, personally or in terms of family connections. Similarly, the members of the Election Committee are independent of the Board and the management of the company. Moreover, the members of the company's executive management are independent of external parties with an interest in the company's activities.

Oslo Børs has a range of customers, including 188 listed public companies and savings banks, 38 member firms, a number of issuers of listed fixed-income securities and distributors of financial market data. With the exception of two customers for financial market data, no single customer accounts for a significant proportion of operating revenues. The two significant customers do not have any involvement with Oslo Børs Holding or Oslo Børs other than as customers.

The chairman of the Board is also a member of the board of PGS ASA and chairman of the corporate assembly of DnB NOR. Both companies are listed, and a subsidiary of DnB NOR is a member firm and has issued listed securities. Another member of the Board, Kristin Normann, is a member of various control committees for companies in the DnB NOR group. As noted above, the companies involved are not considered to be main business connections of Oslo Børs. Moreover, the appointments held by these two individuals are not considered to

compromise their independence. If matters arise that concern the companies involved, the Board will pay particular attention to whether these two members should be excluded from participation.

Three of the seven members of the Board either hold a senior position with a shareholder of Oslo Børs Holding or have a material ownership interest in a shareholder¹⁾. See table under.

DnB NOR ASA is not permitted to exercise any rights on the shares it holds in excess of 10% other than "to receive dividends and to exercise rights of pre-emption in the event of an increase in share capital", cf. Section 4-1 of the Stock Exchange Act.

Six of the seven members of the Board, plus the employee representatives in the case of Oslo Børs ASA, are independent of the company's largest shareholder.

The Board believes that, on an overall evaluation, the criteria set out in the Code of Practice for the Board's independence from shareholders, business connections and the executive management are satisfied. Three of the seven members of the Board of Oslo Børs Holding have ownership interests in or are employees of customers of Oslo Børs, but none of these customers fall into the category of main business connections. In the case of Oslo Børs ASA, three of seven members of the Board have such relationships with customers.

Board member	Position held	Shareholder	Shareholder's relationship with Oslo Børs	Shareholder's shareholding in Oslo Børs Holding
Ottar Ertzeid	Executive Vice President	DnB NOR ASA and DnB NOR Bank ASA	Member firm and issuer of listed securities	19.7%
Svein Støle	Chairman	Pareto AS	Majority owner of Pareto Securities, a member firm	4.0%
Olaug Svarva	Investment Director	Sparebank 1 Livsforsikring	Investor	1%

1) Georg Størmer, a member of the Board, was a Senior Vice President of Norsk Hydro ASA until 31 December 2004. With effect from 1 January 2005, he is an independent consultant. Norsk Hydro ASA does not hold shares in Oslo Børs Holding ASA. The Norsk Hydro Pension Fund, which is a legal entity independent of Norsk Hydro ASA, owns 455,206 shares (8.7%) in Oslo Børs Holding ASA.

As part of its normal activities, Oslo Børs deals with a number of issues that may have a positive or negative effect on parties that are represented on the Board. Certain members of the Board represent shareholders/customers that may be affected in different ways by the strategic decisions taken by the Board. This represents a particular challenge for the Board that it has fully recognised and discussed.

The work of the Board

The Board produces an annual plan as part of its planning. The plan includes a schedule for the main tasks carried out by the Board annually and for other routine tasks.

The work of the Board is based on a formal mandate. The mandate sets out guidelines for the Board's work and procedures and for the main responsibilities and duties of the chief executive officer in respect of the Board, as well as defining the authority and the jurisdiction of the Board in accordance with current legislation.

The articles of association do not include any requirement for the general meeting to elect a deputy chairman of the Board. However the Board considers it appropriate to have an appointed deputy, and has elected Knut Norheim Kjær as deputy chairman.

The Board approves a job description for the chief executive officer that specifies the duties and tasks of the chief executive officer and defines his authority and responsibility.

The Board has approved a policy on internal control that specifies methodology, documentation and reporting requirements for the internal control function, and this applies to both the chief executive officer and management in general.

Work on internal control for Oslo Børs involves carrying out risk assessments of all significant areas of activity, producing action plans for all the risk factors identified, and producing and updating quality assurance documentation. The documentation produced addresses organisational matters, the

division of responsibility, delegated authorities and procedures and reporting routines through the organisational levels up to the Board. With effect from 2005, internal control reporting will also include issues related to corporate values and ethical guidelines.

Oslo Børs is subject to statutory regulations on internal control, and is required to have an internal audit function. The internal audit function is provided by the accounting practice KPMG.

Neither the Board of Oslo Børs Holding nor the Board of Oslo Børs has appointed any permanent board committees except for a remuneration committee. The Remuneration Committee was appointed to evaluate the principle of introducing a variable bonus scheme for employees and to evaluate and prepare proposals for the Board on the remuneration of the chief executive officer of Oslo Børs. The members of the Remuneration Committee are Harald Norvik, Knut Norheim Kjær and Olaug Svarva.

The Board regularly reviews its performance, the expertise it offers in relation to the company's needs, its working procedures and the work of the chief executive officer and his relationship to the Board. This review is carried out annually in the first quarter, and the results are made available to the Election Committee in connection with the committee's considerations prior to the annual general meeting.

Remuneration of members of the Board and senior employees

The remuneration of members of the Board is decided by the general meeting, which receives recommendations from the Election Committee in this respect.

All members of the Board, with the exception of the chairman, deputy chairman and employee representatives, receive the same remuneration. Remuneration of the members of the Board is not linked to the company's earnings. The fees paid to members of the Board are made up of a fixed annual fee and additional remuneration for participating in meetings etc. other than meetings of corporate



bodies of the exchange/company. The general meeting has resolved to limit any such additional remuneration to 50% of the fixed annual fee for the member of the Board in question. Meetings of corporate bodies of the exchange/company are defined as Board meetings, general meetings, meetings with management, meetings of the Election Committee and meetings of the Control Committee. Meetings other than meetings of corporate bodies of the exchange/company therefore include meetings of Board committees, meetings with the authorities, meetings with other companies and exchanges and international collaboration on behalf of Oslo Børs. Additional remuneration is approved by the chairman of the Board upon application by the member of the Board in question. Additional remuneration paid to the chairman of the Board is approved by the chairman of the Election Committee. In 2004, additional remuneration was paid to the chairman of the Board and two other members of the Board and amounted to NOK 15,000, NOK 20,000 and NOK 12,000 respectively.

Members of the Board may receive additional remuneration if they take on an assignment or other duties for the company that do not form a natural part of the responsibilities of a Board member. Any such assignment or duties to be carried out must be approved in advance by the Board and be governed by a written agreement defining the scope of the assignment or duties, their duration and terms of payment. This agreement must be in accordance with normal commercial terms in respect of payment and other matters. None of the board members have had such assignment or duty in 2004.

The Board takes a positive view of ownership of shares in the company by members of the Board, senior management and other employees. However no specific program has been implemented to increase share ownership or to increase the company's share capital in this connection, and the company has not granted any

share options. No such measures are planned. Shares in Oslo Børs Holding are listed on the OTC list of the Association of Norwegian Stockbroking Companies and are the subject of regular trading. It is therefore possible for both officers and senior employees to purchase shares at will.

The Board's guidelines for the remuneration of senior employees stipulate that remuneration shall be determined on an individual basis, taking into account expertise and experience. The remuneration of senior employees will follow the same principles as apply for other employees in respect of the limits set for annual salary increases, the date of such increases and total remuneration comprising fixed and variable salary. The remuneration of the chief executive officer is determined by a meeting of the Board. The chief executive officer is responsible for deciding the salary increases awarded to other members of senior management, and reports the decisions made to the Board.

The remuneration of the members of senior management comprises normal salary together with employment benefits including company car, telephone and newspapers. In addition, the members of senior management are members of the pension scheme and early retirement pension scheme on the same terms as other employees. The employment contract agreed with the chief executive officer on his appointment in 1999 also gives him additional pension rights. The deputy chief executive officer is entitled to take early retirement from 60 years of age, whereas most other employees are entitled to similar terms at 64 years of age.

No member of the Board or senior employee is entitled to any form of remuneration linked to shares, share prices or related derivative instruments. Moreover, no one has any form of individual bonus agreement with the company. Oslo Børs introduced a scheme for variable bonuses for all its employees in 2003. The scheme is based on profit for the current year,

a target for risk-adjusted return on capital employed, achieving specific targets of the year and a number of other factors. A provision was made in respect of the scheme in the 2004 accounts of NOK 6 million before employer's contributions. The chief executive officer does not participate in the scheme, but he may be granted a variable bonus in connection with the annual review of his remuneration. In accordance with the Code of Practice, further information on the fees paid to members of the Board and the remuneration and benefits of the chief executive officer and other senior employees can be found at note 17 to the accounts.

Auditor

The auditor produces an annual audit plan that is submitted to the Oslo Børs Control Committee. The auditor also presents the annual audit plan to the Board.

The auditor submits a Management Letter to the Board following the annual audit of the interim and annual accounts. The Management Letter also includes an evaluation of the company's internal control arrangements. The auditor presents his conclusions to the Board in person.

The Board holds at least one meeting a year with the auditor that is not attended by the chief executive officer or any other member of the company's management.

In connection with the issue of the auditor's report, the auditor provides the Board with a declaration of independence and objectivity. The auditor participates in the Board meeting at which the annual accounts are approved by the Board and also participates in the annual general meeting. The proposal for approval of the remuneration paid to the auditor provides a breakdown of the total remuneration between the statutory audit tasks and other assignments.

The Board has approved guidelines for the use of the auditor as a consultant for the company.

Board of Directors of Oslo Børs ASA

**Chairman Harald Norvik (58) To 2006**

Norvik was elected Chairman of the Oslo Børs Board in 2000. He is chairman and partner in Econ Management. Other appointments include chairman of Aschehoug, board member of PGS ASA and Ruhrgas AG and chairman of the Supervisory Board of DnB NOR ASA. Norvik has previously held a number of senior positions in Norwegian business and industry, most recently as group CEO for Statoil 1988-1999. Norvik is a resident of Nesodden.

**Member, Olaug Svarva (47), To 2005**

Svarva is the investment director at Sparebank 1 Livsforsikring. Her previous experience includes managing director of Sparebank 1 Aktiv Forvaltning and investment director at Folketrygdfondet. Svarva is a resident of Oslo.

**Deputy Chairman, Knut Norheim Kjær (48), To 2005**

Kjær was elected to the Oslo Børs Board in 2001. He is the executive director of Norges Bank Investment Management. Kjær does not currently hold any other appointments. Kjær is a resident of Oslo.

**Member, Ottar Ertzeid (39), To 2006**

Ertzeid was elected to the Oslo Børs Board in 2002. He is a senior vice president of DnB NOR ASA and DnB NOR Bank ASA. Ertzeid is head of DnB NOR Markets and a member of DnB NOR's Group Management. Ertzeid is a resident of Oslo.

**Medlem, Svein Støle (41), To 2005**

Støle is an employee in Nordic Partners Inc. and chairman of the board and majority owner of Pareto AS. He was elected to the Oslo Børs Board in 2001. Other appointments outside the Pareto group include board member of VPS ASA and Fondsförvaltning ASA. He is a resident of Connecticut, USA.

**Employee representative, Cecilie Grue Ruud (34), To 2006**

Grue Ruud was elected as an employee representative on the Oslo Børs Board in 2004. She has worked as an attorney in the legal department of Oslo Børs since 2001. Before joining Oslo Børs, she worked for the law firm Wiersholm, Mellbye & Bech and worked for the Government Advocate on a placement. Grue Ruud is a resident of Bærum.

**Member, Georg Størmer (65), To 2006**

Størmer has been a member of the Oslo Børs Board since 1999. With effect from 2005, he is an independent consultant. From 1968 to 2004 he worked for Norsk Hydro ASA, and was chief financial officer from 1987 to 1999. Størmer is a resident of Oslo.

**Employee representative, Ernst Rolf von Düring (42), To 2005**

Düring was elected as an employee representative on the Oslo Børs Board in 2003. He has worked in the IT department of Oslo Børs since 1997, and was previously an employee of Linjegods. Düring is a resident of Skedsmo.

**Member, Kristin Normann (50), To 2006**

Normann was elected to the Oslo Børs Board in 1995. She is an assistant professor and doctor of law at the Institute for Private Law of the University of Oslo. Normann is also the chair of the Ethical Committee of the Norwegian Society of Financial Analysts, deputy chair of the Control Committee for DnB NOR ASA, DnB NOR Bank ASA, and Vital ASA, in addition to chair of the Control Committee of Eksportfinans ASA. Normann is a resident of Oslo.

Senior management and committees of Oslo Børs ASA

Management

Sven Arild Andersen (61), President & CEO

Andersen is a graduate of the Norwegian School of Economics and Business Administration and has completed the Advanced Management Program at Harvard Business School. He was appointed as President and Chief Executive Officer on 3 January 2000 following 26 years with Norsk Hydro, for the last 11 years of which he was Managing Director of Pronova. Prior to this Andersen was Managing Director of Norsk Hydro Olje AB in Stockholm for 7 years.

P. Anders Brodin (45), Executive Vice President

Brodin is head of the Markets section, organising all commercial activities at Oslo Børs. He is also the chairman of the Board of Oslo Børs Informasjon AS and a member of the Board of the NOREX alliance. Brodin is an economics graduate of the University of Oslo, and has been with Oslo Børs since 1993 when he was appointed Chief Economist.

Geir Heggem (36), Senior Vice President & CFO

Heggem is a business economics graduate and State Authorised Public Accountant. Heggem has been CFO since May 2002, and was acting CFO in 2001. Prior to joining Oslo Børs he worked for Coopers & Lybrand.

André Hellum (39), Senior Vice President - Information Technology

Hellum's qualifications are in the areas of data communications and service management, and he has been employed at Oslo Børs since 1992. Hellum has led a number of major IT projects for Oslo Børs and was appointed head of the IT section in 1999. He was appointed Senior Vice President - Information Technology and joined the senior management team in 2000.

Per Eikrem (40), Senior Vice President – Corporate Communications

Eikrem is a business economics graduate of the Norwegian School of Economics and Business Administration, and joined Oslo Børs in 2001. Prior to joining Oslo Børs he was the Information Director of NetCom, and his previous appointments include working as a journalist at Finansavisen and Reuters and as Head of Information for Aker RGI.

Atle Degré (40), Senior Vice President - Legal Affairs

Degré is a law graduate of the University of Oslo, and has worked in the legal department of Oslo Børs since 1995. His previous appointments include the Ministry of Finance and a period as an assistant judge.

Sverre Lilleng (47), Senior Vice President - Supervision and Surveillance

Lilleng is a law graduate of the University of Oslo, and was appointed head of the Market Surveillance department at Oslo Børs in 1998. Prior to joining Oslo Børs he was Chief Public Prosecutor at Økokrim (the Norwegian National Authority for Investigation and Prosecution of Economic and Environmental Crime), and his previous experience includes working as a police inspector and an assistant judge.

Committees of Oslo Børs Holding ASA

Election Committee

Chairman , Borger A. Lenth, To 2006

Lenth is a practising lawyer with the legal practice Hjort DA. Other appointments include board member of BnBank, Treschow Fritzøe, Norsk Hydro, Kommunal Landspensjonskasse (KLP), Eidsiva Energi and Norfund. He has formerly held various senior positions in Norwegian companies, including President and CEO of Christiania Bank og Kreditkasse.

Member, Kristian Lund, To 2006

Lund runs his own business. He was previously Managing director of Gjensidige NOR Equities ASA.

Member, Johan Solbu Braaten, To 2007

Solbu Braaten is a Senior Adviser with Wassum Investment Consulting and General Secretary of the Norwegian Society of Financial Analysts. He also works as an independent consultant and holds a number of board appointments.

Member, Mai-Lill Ibsen, To 2007

Mai-Lill Ibsen is Managing Director of Citibank International plc, Norway Branch. Prior to this, she was Deputy CEO and Finance Director of Eksportfinans ASA. She is a member of the board of the Anders Jahre Fund and a deputy member of the board of the Norwegian Financial Services Association (FNH).

Control Committee

Inger-Johanne Lund, Attorney

Anne Kristin Einarsrud, Project Manager

Ian Kenworthy, Attorney

Knut Nyerød, State Authorised Public Accountant

Organisational structure

Oslo Børs has established an organisational structure that clearly separates the supervision/surveillance responsibilities of Oslo Børs and its commercial activities. Oslo Børs has two operational sections, Supervision and Surveillance and Markets, in addition to four departments responsible for staff and support functions.

The **Markets section** is responsible for the operational aspects of the marketplace functions carried out by Oslo Børs as well as client relations, course and seminar activities and sales of financial market data. This section is also responsible for product development and business development within its areas of activity.

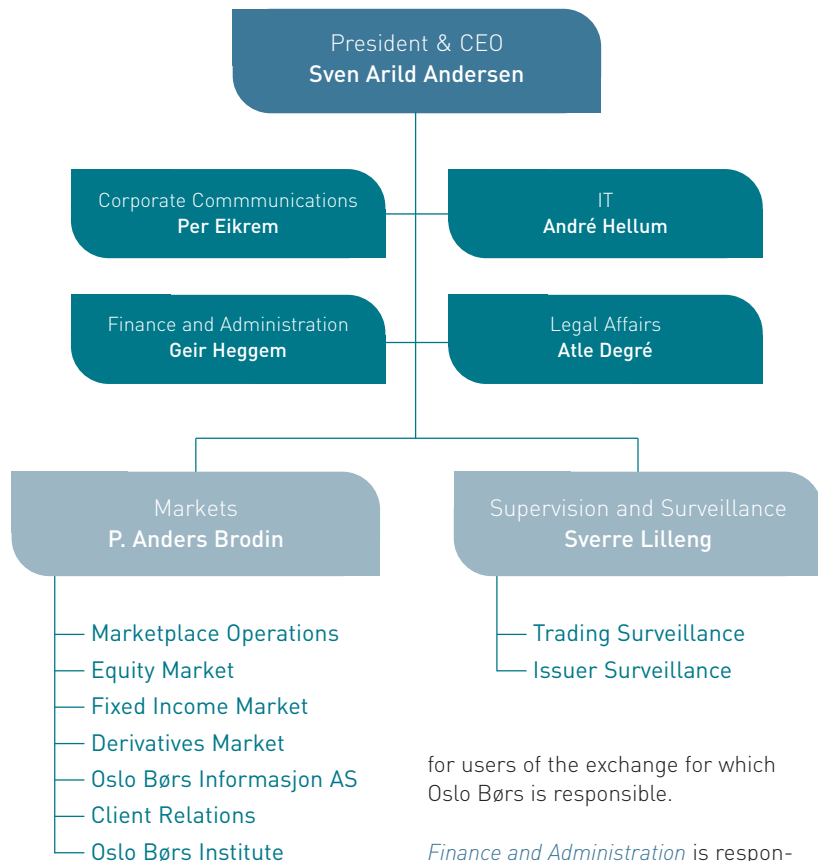
The departments *Equity Market*, *Fixed Income Market*, *Derivatives Market* and *Marketplace Operations* are responsible for operating the marketplaces of Oslo Børs and for their on-going development. These departments also provide a comprehensive range of services to issuers, managers, member firms and other players in the market. *The Marketplace Operations* is also responsible for the Oslo Børs company disclosure system and other systems involved in its activities.

Client Relations is responsible for relations with the three main client groups of investors, member firms and issuers. *The Oslo Børs Institute* works towards improving the level of expertise in the Norwegian securities market, and its activities include arranging courses and seminars.

Oslo Børs Informasjon AS (OBI) develops, produces, sells and distributes price and market information generated by the systems at Oslo Børs. OBI also compiles indices, maintains databases and structures special products on demand.

The **Supervision and Surveillance** section comprises the departments Market Surveillance and Issuer Surveillance.

Trading Surveillance works to ensure confidence in the process of price quotation by monitoring and supervising the conduct of players in the market. The department uses a unique surveillance system and has specialised market expertise.



Issuer Surveillance is responsible for monitoring and supervising routine reporting by issuers and their adherence to the duty to disclose information. The department is also responsible for reviewing and checking prospectuses, applications for listing on Oslo Børs, follow up of information obligations and corporate governance, checking that issuers publish the accounting information required and other related duties.

Staff functions

The *Legal Department* is responsible for ensuring that the general activities of Oslo Børs and specific decisions it takes are in line with the regulatory framework that governs its business, as well as ensuring that the interests of Oslo Børs are properly protected in the conduct of its business. The department also contributes to the development and maintenance of the aspects of the regulatory framework

for users of the exchange for which Oslo Børs is responsible.

Finance and Administration is responsible for accounting, human resources, purchasing and administrative functions, as well as quality assurance and security.

The main objective of *Corporate Communications* is to help create and maintain confidence in the Oslo market and interest in its activities through a broad range of information services.

The *IT* Department is responsible for developing, maintaining and operating the systems used by Oslo Børs. In addition to the SAXESS trading system, this includes the SMARTS market surveillance system. Oslo Børs operates an extensive portfolio of IT systems that require specialist expertise in a number of complex technical IT areas. The department attaches great importance to maintaining specialised technical expertise in the areas of development, maintenance, technology and operations.

Annual Report and Accounts



Annual Report 2004

The Group Oslo Børs Holding ASA comprises Oslo Børs Holding ASA and the subsidiaries Oslo Børs ASA and Oslo Børs Informasjon AS. Except where otherwise indicated, references to Oslo Børs relate to the Oslo Børs Holding ASA group as a whole.

Nature of the company's business

The main objective of Oslo Børs is to be the central marketplace for trading in securities and other listed financial instruments in the Norwegian securities market. This will be achieved by making it possible for purchasers and sellers of financial instruments to carry out their transactions in a rapid, efficient and secure manner.

Oslo Børs Informasjon AS distributes financial market data from the marketplaces and from its own databases.

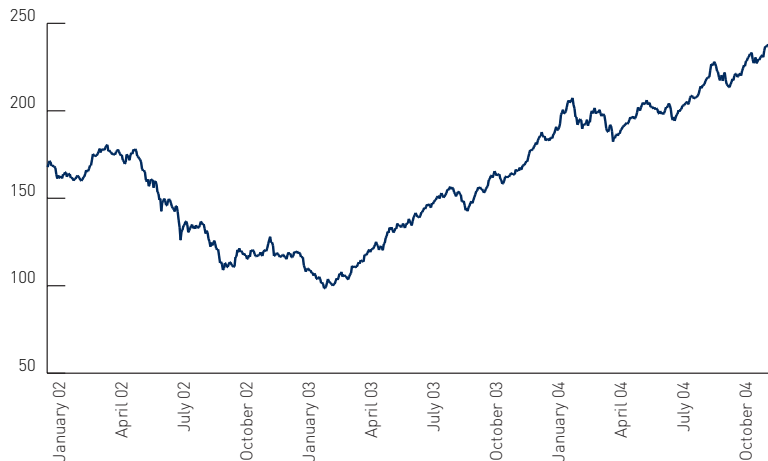
Oslo Børs Holding ASA operates from Tollbugata 2, Oslo.

Market conditions

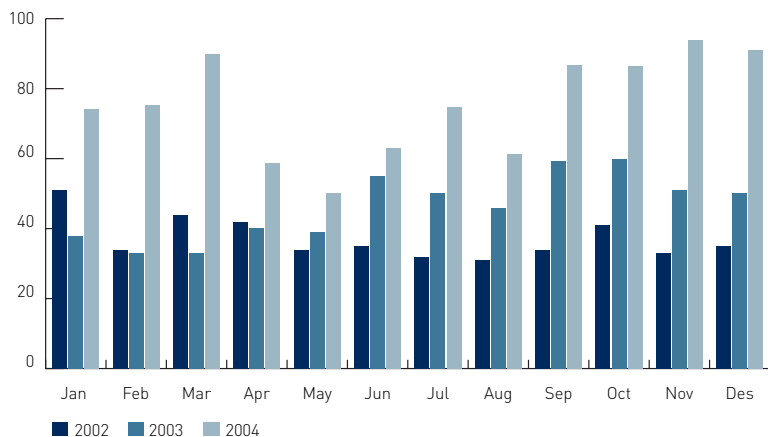
2004 was the best year ever for Oslo Børs. Trading in the equity market averaged 13,460 transactions daily, representing an average daily value of NOK 3.4 billion. The Benchmark Index reached new all-time highs 13 times over the course of year, peaking at 237.99 on 27 December. The Benchmark Index closed the year on 30 December at 236.70, an increase of 38.4% over the course of the year.

Interest in typical Norwegian sectors such as energy, offshore and shipping was strong throughout the year, leading to very sizeable turnover in shares such as Statoil, Norsk Hydro and Frontline. This interest also had a positive effect on trading volume in other Norwegian company shares. Yara, the company formed by spinning-off Norsk Hydro's fertiliser division, was admitted to listing and played an important role not only by boosting overall trading volume but also by reassuring the market that the Norwegian State, in its role as a major shareholder, ensured that the interests of all shareholders were

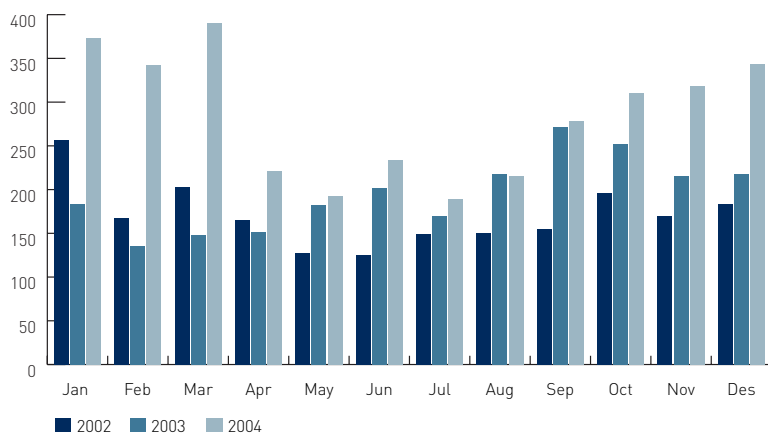
OSEBX benchmark index 2002-2004



Equities – monthly turnover by value 2002-2004 (NOK mill)



Equities – transactions per month 2002-2004 (i 000s)



taken into account. This was also the case for the merger of DnB and Gjen-sidige NOR. A sizeable number of companies were admitted to listing, and this helped to increase activity and create greater interest in the Norwegian market. As in previous years, membership of the NOREX alliance played an important role by making it easier for major foreign investors to trade in the Oslo market.

Total turnover in shares and primary capital certificates for 2004 as a whole reached a notable NOK 907 billion, up by 64% from 2003. The year saw 3.4 million transactions carried out, representing an increase of around 45% from 2003.

New share issues carried out in 2004 raised NOK 9.3 billion as compared to NOK 6.7 billion in 2003. With 22 companies admitted to listing and 12 companies removed from listing, Oslo Børs saw a net gain of 10 listed companies in 2004. A total of 188 companies were listed on Oslo Børs at the close of 2004.

The number of member firms fell from 41 to 38 in 2004. Restructuring in the Norwegian banking finance sector led to a reduction from 27 to 23 in the number of Norwegian member firms, while the number of remote member firms increased from 14 to 15.

Sales of financial market data are principally measured in terms of the number of terminals with access to market data from Oslo Børs. Customers of information distributors such as Reuters, Bloomberg, etc. subscribe for access to price and index information from a variety of different marketplaces. The number of terminals subscribing for access to data from Oslo Børs increased by just over 4% in 2004.

The revenue Oslo Børs derives from the fixed income market is principally determined by the number of issues listed. A total of 861 loans were listed at the end of 2004, representing an increase of 35 loans since the start of the year. The number of listed loans outstanding was lower in the first half of 2004 than in 2003. New debt

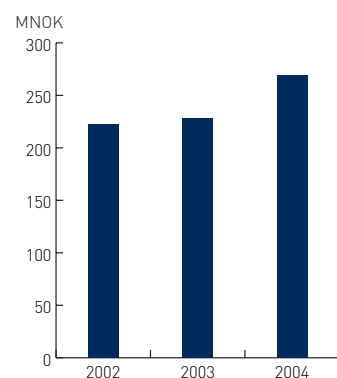
issued in respect of new and existing loans amounted to NOK 198 billion in 2004, little changed from 2003.

Higher activity in the equity market leads to increased activity in the derivatives market. In addition, Oslo Børs has implemented a number of measures over recent years to increase the level of activity in this market. The number of derivatives contracts traded in 2004 was up by 40% from 2003. The trading fees charged by Oslo Børs are calculated from the premiums paid. The average premium on equity option contracts was 12% lower than in 2003. However index options and equity and index forwards saw an increase in average premium.

Financial results

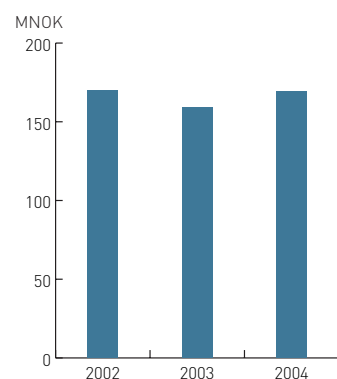
Higher market activity in 2004 led to an increase in operating revenues for Oslo Børs from NOK 228 million in 2003 to NOK 269 million in 2004.

Operating revenues



Total operating costs amounted to NOK 169 million in 2004 as compared to NOK 159 million in 2003.

Operating costs



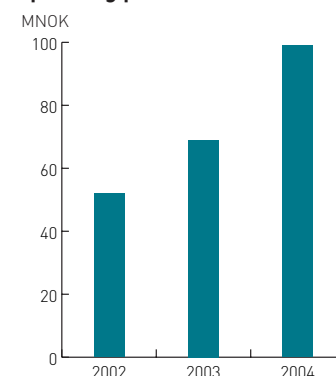
Personnel-related costs increased by NOK 8 million from NOK 80 million in 2003 to NOK 88 million in 2004. This increase reflects annual salary increases, higher variable salary payments for 2004 than for 2003 and a higher accrual of provision for some aspects of pension liabilities. This was offset to some extent by higher reimbursements received in respect of maternity leave and for collaboration with other NOREX members on IT and market surveillance.

Depreciation increased by NOK 1 million from NOK 20 million in 2003 to NOK 21 million in 2004.

Other operating costs increased by NOK 2 million from NOK 59 million in 2003 to NOK 61 million in 2004. Other operating costs for 2003 were affected by the favourable conclusion of a number of the matters for which Oslo Børs had made provisions in 2002. Write-backs in 2003 of provisions made in 2002 totalled NOK 3 million. After adjusting the figures for this, other operating costs for 2004 were in line with 2003.

Operating profit was NOK 99 million, up by NOK 30 million from 2003.

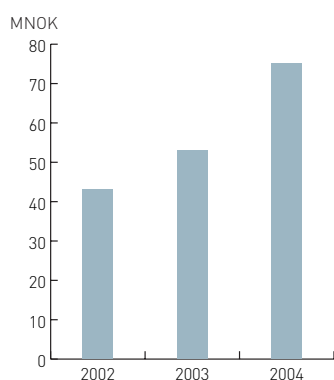
Operating profit



Net financial income fell by NOK 2 million to NOK 4 million, largely due to a reduction in liquid assets and lower interest rates. Dividends received from VPS Holding ASA and the Copenhagen Stock Exchange in 2004 helped to moderate the impact of this decline.

Profit for the year was NOK 75 million as compared to NOK 53 million in 2003.

Profit for the year



Intangible assets in the balance sheet represent capitalised costs incurred in connection with developing and implementing IT systems in 2001 and 2002.

Financial fixed assets include shareholdings in VPS Holding ASA (NOK 49 million) and Copenhagen Stock Exchange (NOK 7 million). Oslo Børs has accepted the conditional offer made by OMX for shares in the Copenhagen Stock Exchange. If this offer is implemented, the sale of the shares will create an accounting gain in the order of NOK 6 million. Pension fund assets amounted to NOK 7 million at the close of 2004. The effect of deviations from estimates not recognised to the profit and loss account amounts to NOK 17 million. If the effect of these deviations had been recognised through the profit and loss account, the entry for pension assets would have been replaced by a pension liability of NOK 10 million.

Current receivables totalled NOK 39 million, little changed from 2003. This includes prepaid costs of NOK 13 million, of which NOK 9 million relates to pre-payments to OM Technology for the SAXESS trading system.

The provision for other liabilities is made up of provisions for pension liabilities in excess of those represented by the collective pension scheme.

These liabilities increased by NOK 9 million relative to 2003, and now stand at NOK 25 million. This was due to higher accruals for part of pension liabilities. Further information can be found in Note 7 to the annual accounts.

Current liabilities totalled NOK 157 million, up by NOK 62 million from 2003. This includes the provision for dividend payment, which increased by NOK 50 million to NOK 100 million as compared to 2003. Current liabilities also include tax payable of NOK 28 million, which is NOK 11 million higher than in 2003.

The equity of Oslo Børs Holding was approximately NOK 134 million at the end of 2004, representing an equity ratio of 42% for the Group and 57% for the mother company. Current assets accounted for 50% of the total balance sheet. Equity includes distributable reserves of NOK 77,000. The return on equity improved from 28.4% in 2003 to 50.9% in 2004.

Oslo Børs Holding strives to meet all the requirements that apply to listed companies. As a consequence of this, with effect from the 2005 accounting year Oslo Børs Holding ASA will bring its financial accounting into line with the International Financial Reporting Standards (IFRS). Further information on the transition to IFRS can be found on page 61 of the annual report.

The group generated cash flow from operational activities of approximately NOK 119 million in 2004, and cash from investment activities was an outflow of approximately NOK 52 million.

Following the payment of a dividend totalling NOK 50 million, net cash flow for the year was an inflow of approximately NOK 17 million. Liquidity at year-end was approximately NOK 118 million. Liquidity is generally at its lowest level in the months immediately before and after the year-end due to prepayments at the beginning of the year.

Oslo Børs Holding ASA reports a profit for 2004 of NOK 74.7 million. For

all practical purposes, the holding company's profit reflects its interest in the earnings of Oslo Børs ASA.

It is proposed that the profit for the year of NOK 74,703,512 be allocated as follows: NOK 100,000,000 to be distributed as dividend, reserve for valuation differences to be reduced by NOK 25,253,629 and a reduction of NOK 42,859 in other equity.

As part of its approval of the Annual Report and Accounts, the Board of Oslo Børs Holding ASA intends to propose to the Annual General Meeting that an ordinary dividend of NOK 14.00 per share and an extraordinary dividend of NOK 6.00 per share be approved. The proposed dividends are taken into account in the accounts for the year and the commentary thereon.

Events and activities in 2004

The Board dealt with a varied range of matters during 2004. This included routine matters that require the approval of the Board as well as issues of principle and strategy.

In December 2004, OMX and the Copenhagen Stock Exchange agreed the terms of a takeover bid by OMX. OMX made a voluntary formal offer for the Copenhagen Stock Exchange later the same month. Oslo Børs ASA has decided, in common with 98% of the other shareholders, to accept this offer, and the acquisition is expected to proceed.

When the agreement between OMX and the Copenhagen Stock Exchange was announced, Oslo Børs was invited through a press release to enter into discussions on becoming part of the same ownership structure. Oslo Børs has not yet been involved in discussions with other exchanges on the possibility of a merger or other forms of integration, and the topic has therefore not been discussed in detail by the Board. The increasing scale of integration between exchanges both nationally and internationally and the fact that Oslo may become the only separate exchange alongside an integrated Nordic system makes it necessary for the Board to consider

the situation in detail, and at this stage no alternatives can be ruled out. The Board will pay particular attention to the factors that will ensure the continuing availability of an attractive marketplace for Norwegian companies and investors.

Oslo Børs collaborates with the Copenhagen Stock Exchange on IT, which involves the joint development and operation of IT systems. Oslo Børs is responsible for operating the systems developed. The Copenhagen Stock Exchange now wishes to transfer the development and operation of these systems to OMX. The parties agreed in January 2005 that the current collaboration will be phased out over the course of 2005. Oslo Børs is currently considering the consequences of this, including the financial implications. It is assumed that these changes will cause some increase in operating costs with effect from 2006.

In March 2004, Oslo Børs purchased 6.5% of the share capital of VPS Holding ASA for NOK 49 million. Oslo Børs considers this a good investment. It also believes that it is appropriate for Oslo Børs to invest in VPS in view of the close collaboration between VPS and Oslo Børs and their shared responsibility for the future development of a well-functioning Norwegian securities market.

In 2002, Oslo Børs recommended that companies should include a report on corporate governance in their annual reports for 2002. Oslo Børs was represented on the working group that published a provisional Norwegian Code of Practice for Corporate Governance in 2003. In December 2004, the working group published the definitive Norwegian Code of Practice for Corporate Governance. Oslo Børs will continue to act as the secretariat for future work in this area. The Board hopes that this will help to ensure that the Norwegian market continues to receive sound and timely recommendations on developments in corporate governance, recognising the importance of corporate governance for everyone

interested in investing in Norwegian securities.

In 1999, the EU started a major process aimed at improving the Union's capital and securities markets as part of the overall political objective of ensuring that the EU will have the world's most competitive and sustainable economy by 2010. This process includes extending regulation to a large number of areas not previously regulated and a review of all existing regulation. Through the operation of the EEA agreement, these changes will have a direct impact on Norwegian legislation, Oslo Børs and the players in the Norwegian market. The Norwegian Parliament has decided that Kredittilsynet (the Financial Supervisory Authority of Norway) will be responsible for supervising financial reporting by listed companies. No decision has yet been taken on which organisation will be responsible for approving prospectuses etc. A number of further directives of relevance to the Norwegian securities market will be incorporated into Norwegian legislation over the next few years. Oslo Børs will strive to participate in this process in order to help ensure that the competitiveness of the Oslo market is maintained and that the regulatory provisions do not represent an unnecessary burden for players in the market.

Recent years have seen an increase in competition between European stock exchanges. The major exchanges have shown a willingness to compete on the cost of trading in securities. By way of example, the London Stock Exchange and Deutsche Börse have targeted the Dutch securities market, and Deutsche Börse has opened a derivatives exchange in the USA. Competition for trading in Norwegian securities is likely to grow over time. The level of trading fees will be an important competitive factor, but other factors such as the efficiency of national systems for trading and settlement are also expected to play a significant role.

The Board expects continuing demands in future years for greater efficiency and simplicity from the players that make up the infrastructure of the securities market and from both investors and the players through whom they trade.

The general pattern for securities markets is still one of separate national entities for both securities marketplaces and for settlement and clearing. Access to cost-effective solutions for cross-border trading and settlement is expected to become an ever more important competitive factor in future years.

Norwegian business and industry and the Norwegian securities market are entirely dependent on foreign investors for access to risk capital and for market liquidity. It is therefore extremely important that the Norwegian securities market has solutions that ensure the continuing participation of foreign investors in trading on Oslo Børs.

The Board will continue to pay particular attention to the factors that will ensure the continuing availability of an attractive marketplace for Norwegian companies and investors. Important themes in this respect will be improving the efficiency of the Norwegian securities market in terms of both trading and settlement, as well as international collaboration and integration.

The Board's operational focus in 2005 will be:

- To secure high confidence in the Norwegian securities market
- To achieve greater liquidity through measures such as greater distribution and a listing structure based on liquidity
- Development of new and existing products, including improvements for the derivatives market
- To contribute to implementing new EU directives to help make the greatest possible contribution to an efficient Norwegian securities market and to confidence in the market.

- To focus on operating costs in order to keep trading costs down

Further details of the strategy and objectives of Oslo Børs for 2005 can be found at page 13 of the Annual Report.

Personnel and organisational issues

Oslo Børs operates a human resources policy that seeks to ensure a well-diversified workforce in terms of age, gender and background. Achieving this goal represents a continuing challenge.

Oslo Børs and Oslo Børs Informasjon employed 110 individuals in total at the close of 2004. In addition, two persons have a time-limited engagement. Total employment in 2004 was equivalent to 102 full-time positions. Female staff account for 35% of the workforce. Middle management includes four female managers, although the executive management team has no female representation. Three of the nine members of the Board of Directors are female.

70 employees are in the 30-39 age group. Employees in this age group are typically starting families, and this can represent a challenge for the organisation in terms of staff availability at certain times. Oslo Børs provides appropriate arrangements for parents to be able to combine a demanding job with their family responsibilities. Leave of absence and flexible working play important roles in this respect. In 2004, ten female employees and nine male employees were granted parental leave of absence. The average period for this leave of absence was 6.9 months and 2.2 months respectively.

Oslo Børs only uses temporary staff to replace employees on leave of absence in exceptional circumstances.

Salary statistics do not show any adverse differential in respect of female employees as compared to their male colleagues in similar appointments with similar educational background and work experience.

Six permanent employees resigned from Oslo Børs in 2004, equivalent to staff turnover of 5.8%. Three of the leavers had worked for Oslo Børs for more than five years. The current employees of Oslo Børs represent a pool of strong stock exchange experience. Just under 50% of employees have been with Oslo Børs for five years or more. Only 11 employees have been with Oslo Børs for less than three years. Oslo Børs again prioritised internal recruitment and job rotation in 2004, and just under 10% of employees moved to new positions or took on additional responsibilities from colleagues on leave of absence. This policy has proved successful in retaining employees and ensuring their professional development.

Oslo Børs again carried out an employee satisfaction survey in 2004, focusing on internal communications and factors relevant to the working environment and motivation. Thanks to the measures implemented in response to the 2003 survey, the new survey reported a further improvement in what was already a generally positive picture.

Oslo Børs has a pro-active approach to preventative medical measures,

particularly in respect of the problems that may be caused by working at computer terminals. Absence due to sickness in 2004 was 2.6%.

The Board would like to thank the employees for their excellent commitment and effort over the course of the past year and their contribution to the strong earnings achieved in 2004.

Environmental report

The activities carried out by Oslo Børs do not have any material adverse effect on the external environment. The business activities of Oslo Børs are not subject to any environmental licences or restrictions.

Prospects for 2005

The level of market activity was higher throughout 2004 than the normal level seen over recent years. The operating revenues generated by Oslo Børs vary in pace with the level of activity.

Oslo Børs does not expect any material increase in operating costs for 2005.

Oslo Børs has the solidity and liquidity needed to carry out necessary projects and meet the challenges it faces in 2005 in a pro-active and strategically sound manner.

The Annual Accounts have been prepared on the going concern assumption, and the Board confirms that this assumption is appropriate. No events have occurred between the date of the accounts and the signing of this report of material significance for the accounts reported for 2004.

Oslo, 15 February 2005



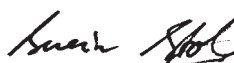
Harald Norvik
Chairman



Knut Norheim Kjær
Deputy Chairman



Georg Størmer
Board member



Svein Støle
Board member



Ottar Ertzeid
Board member



Olaug Svarva
Board member



Kristin Normann
Board member



Sven Arild Andersen
President & CEO

Profit and loss account

OSLO BØRS HOLDING ASA				GROUP			
2004	2003	2002	Note	FIGURES IN NOK 1.000	2004	2003	2002
OPERATING REVENUES							
			1	Operating revenues	268 680	228 493	222 296
0	0	0		TOTAL OPERATING REVENUES	268 680	228 493	222 296
OPERATING COSTS							
			4,7,16	Salaries and related costs	87 657	80 375	73 187
			10	Depreciation	20 897	20 238	16 439
			3,4	Other operating costs	60 915	58 435	79 809
			2	Loss on receivables	-5	328	371
0	0	0		TOTAL OPERATING COSTS	169 464	159 375	169 806
0	0	0		OPERATING PROFIT	99 216	69 118	52 490
74 746	53 341	42 917	8	Income from investment in subsidiary			
20	82	193		Financial income	4 413	6 783	11 730
-77	-117	-90		Financial expenses	-305	-306	-3 060
74 689	53 306	43 020	4	NET FINANCIAL ITEMS	4 108	6 477	8 670
74 689	53 306	43 020		ORDINARY PRE-TAX PROFIT	103 324	75 595	61 160
-15	10	-29	6	Tax	-28 620	-22 279	-18 168
74 704	53 316	42 991	11	PROFIT FOR THE YEAR	74 704	53 316	42 991
14.94	10.66	8.60	14	Earnings per share	14.94	10.66	8.60
14.94	10.66	8.60	14	Deluted earnings per share	14.94	10.66	8.60
ALLOCATIONS							
-25 254	3 341	12 917		Transferred to reserve for valuation differences			
100 000	50 000	30 000		Dividend	100 000	50 000	30 000
-42	-25	74		Transfer from/to other equity	-25 296	3 316	12 991
74 704	53 316	42 991		TOTAL ALLOCATIONS	74 704	53 316	42 991

Balance sheet at 31 December

OSLO BØRS HOLDING ASA			GROUP		
2004	2003	Note	FIGURES IN NOK 1.000	2004	2003
FIXED ASSETS					
Intangible assets					
		10	Intangible assets	31 345	45 571
	10	6	Deferred tax assets	23 188	23 543
0	10		Total intangible assets	54 533	69 114
Tangible assets					
		3.10	Property	25 913	26 586
		10	Trading system, other equipment, etc.	14 364	13 857
0	0		Total tangible assets	40 277	40 443
Financial fixed assets					
134 083	159 403	8	Investment in subsidiary		
		3.5.13	Investment in shares etc.	56 517	10 715
		5	Other receivables	1 350	1 350
		7	Pension fund assets	6 518	11 011
134 083	159 403		Total financial fixed assets	64 385	23 076
134 083	159 413		Total fixed assets	159 195	132 633
CURRENT ASSETS					
Receivables					
		2	Accounts receivable	20 759	21 918
100 000	50 000	8. 9	Dividends receivable		
92		9	Group contribution		
	1		Other receivables	18 337	15 297
100 092	50 001		Total receivables	39 096	37 215
1 095	1 136		Bank deposits	118 078	101 058
101 187	51 137		Total current assets	157 174	138 273
235 270	210 550		TOTAL ASSETS	316 369	270 906

Balance sheet at 31 December

OSLO BØRS HOLDING ASA			GROUP		
2004	2003	Note	FIGURES IN NOK 1.000	2004	2003
EQUITY					
Contributed equity					
50 000	50 000	12	Share capital	50 000	50 000
63 405	63 405		Share premium reserve	63 405	63 405
113 405	113 405	11	Total contributed equity	113 405	113 405
Earned equity					
20 678	45 998		Reserve for valuation differences		
77	53		Other equity	20 755	46 051
20 755	46 051	11	Total earned equity	20 755	46 051
134 160	159 456		Total equity	134 160	159 456
LIABILITIES					
Provision for future liabilities					
		7	Pension liabilities	25 485	16 504
Current liabilities					
Trade creditors					
				2 226	3 855
Tax payable					
		6		27 880	16 608
Payroll tax and other deductions					
				7 116	8 105
100 000	50 000		Provision for dividend	100 000	50 000
1 110	1 094	5	Other current liabilities	19 501	16 378
101 110	51 094		Total current liabilities	156 723	94 946
101 110	51 094		Total liabilities	182 208	111 450
235 270	210 550		TOTAL LIABILITIES AND EQUITY	316 369	270 906

Oslo, 15 February 2005



Harald Norvik
Chairman



Knut Norheim Kjær
Deputy Chairman



Georg Størmer
Board member



Svein Støle
Board member



Ottar Ertzeid
Board member



Olaug Svarva
Board member



Kristin Normann
Board member



Sven Arild Andersen
President & CEO

Cash flow analysis

OSLO BØRS HOLDING ASA			Figures in NOK 1.000	GROUP		
2004	2003	2002		2004	2003	2002
			Cash flow from operational activities			
74 689	53 306	43 020	Ordinary pre-tax profit	103 324	75 595	61 160
-74 746	-53 341	-42 917	Income from subsidiary			
	-29		Tax paid in the period	-16 989	-9 237	-1 246
			Gain/loss on sale of fixed assets	-243		28
			Depreciation of fixed operating assets	20 897	20 238	16 439
50 000	30 000	20 000	Dividend received			
			Change in accounts receivable	1 159	-3 974	-2 207
			Change in trade creditors	-1 629	-3 357	-5 668
			Change in pension fund assets/liabilities	13 474	1 316	-33
16	71	-2	Change in other accruals	-1 234	-636	-2 634
49 959	30 007	20 101	Net cash flow from operational activities	118 759	79 945	65 839
			Cash flow from investment activities			
			Investment in shares etc.	-49 099	350	-7 212
			Receipts from sale of fixed assets	637		700
			Receipts from capital reduction and bonds redeemed	3 622	2 042	20 000
			Payments for purchase of fixed assets	-6 899	-4 045	-51 483
0	0	0	Net cash flow from investment activities	-51 739	-1 653	-37 995
			Cash flow from financing activities			
	60 000	70 000	Received from capital reduction			
	-60 000	-70 000	Payment on capital reduction		-60 000	-70 000
-50 000	-30 000	-20 000	Dividend paid	-50 000	-30 000	-20 000
-50 000	-30 000	-20 000	Net cash flow from financing activities	-50 000	-90 000	-90 000
-41	7	101	Net change in cash and liquid assets	17 020	-11 708	-62 156
1 136	1 129	1 028	Cash and liquid assets at start of the period	101 058	112 766	174 922
1 095	1 136	1 129	Cash and liquid assets at end of the period	118 078	101 058	112 766

The cash flow analysis has been prepared in accordance with the indirect method. Cash and liquid assets comprise cash and bank deposits. Cash and liquid assets include blocked deposits amounting to NOK 12,790k (NOK 12,487k in 2003). This includes a guarantee of NOK 7,184k in respect of future pension payments.

Notes to the Annual Accounts 2004

Principles applied for the consolidated accounts

The group comprises Oslo Børs Holding ASA, Oslo Børs ASA and Oslo Børs Informasjon AS. Oslo Børs Holding ASA holds 100% of the share capital of Oslo Børs ASA, which in turn holds 100% of the share capital of Oslo Børs Informasjon AS.

Oslo Børs Holding ASA was incorporated in April 2001. At the end of May 2001 the entire assets, undertaking and liabilities of the self-owning institution Oslo Børs were transferred to Oslo Børs ASA with shares in Oslo Børs ASA as consideration. The shares in Oslo Børs ASA were transferred to Oslo Børs Holding ASA with shares in Oslo Børs Holding ASA as consideration. The shares in Oslo Børs Holding ASA were sold through a Public Share Offer in May 2001.

The transaction for the transfer of exchange activities to Oslo Børs ASA was carried out with accounting continuity, and the balance sheet values of assets and liabilities were therefore carried forward from 1 January 2001. The transfer of shares in Oslo Børs ASA to Oslo Børs Holding ASA was carried out in the same manner.

The group accounts show the financial condition of the group when the companies making up the group are consolidated as a single commercial entity.

The subsidiary companies Oslo Børs ASA and Oslo Børs Informasjon AS prepare their company accounts in accordance with the same accounting principles as the group accounts, and are consolidated in accordance with the purchase value method. This means that the historical purchase price of shares in the subsidiary is replaced by the actual value of assets and liabilities in the subsidiary at the time of purchase.

Internal transactions, receivables and liabilities between the parent company and subsidiaries are eliminated.

The parent company accounts recognise its interest in its subsidiary in accordance with the equity method of accounting.

Accounting principles

The accounts have been prepared in accordance with Norwegian legislation and generally accepted accounting practice in Norway. The accounting principles set out below have been applied in a uniform and consistent manner in the accounts presented.

Classification of revenue and expenditure in the profit and loss statement

Revenues and costs that are related to normal operations are classified as operating revenues and operating costs and are included in the calculation of operating profit. Financial items are taken into account following the calculation of operating profit but before arriving at ordinary pre-tax profit. The allocation of the profit for the year is shown in the annual accounts.

Classification of assets and liabilities in the balance sheet

Assets which are to be held or used over the long term are classified as fixed assets in the balance sheet. Other assets are classified as current assets. Receivables due for payment within one year are also classified as current assets. Liabilities that fall due for repayment in their entirety within one year are classified as current liabilities. Where any part of provisions for liabilities falls due for payment within the current year, this is not reclassified as a current liability.

Revenues

Fees charged for services provided on a daily basis represent the group's principal source of revenue.

Oslo Børs invoices listed companies for an annual listing fee on the basis of each company's market capitalisation at the start of the year. The members of Oslo Børs (investment firms) pay an annual membership fee. In addition, Oslo Børs invoices member firms monthly for trading fees based on daily trading activity in listed securities. Annual fees are invoiced in advance at the start of year, and are recognised to income over the course of the year (deferred income recognition) while trading fees are invoiced in arrears, and are recognised to income in the month to which they apply (income recognition in advance).

Sales by Oslo Børs Informasjon include the sale of financial information from the Oslo Børs trading system. The recipients of this information enter into subscription agreements for the data they require. Subscribers pay an annual license fee for this product in addition to a monthly terminal fee based on the number of users with access to the data. Annual fees are invoiced in advance at the start of year, and are recognised to income over the course of the year (deferred income recognition) while monthly terminal fees are invoiced in arrears on the basis of the reported number of users, and are recognised to income in the month to which they apply (income recognition in advance). If Oslo Børs Informasjon has not received information on the number of users prior to the end of an invoicing period, the income recognised is based on a best estimate of the number of users.

Oslo Børs is responsible for approving prospectuses to be issued in connection with the admission of companies and bonds to listing, share issues and other equity capital transactions. The fees charged in this respect are invoiced and recognised to income when each task is completed.

Other revenue is invoiced, in the main, in arrears, and is recognised to income in the month the revenue is earned.

Costs

Costs are recognised to profit and loss in the same period as the income to which they relate. Costs that cannot be directly related to income items are recognised to profit and loss as they are incurred.

Ordinary salary payments and related official taxes and payments are charged to income as they are incurred. The provision for pension costs is accrued linearly over the accounting period (cost recognition in advance). Provision for the profit-related employee incentive scheme is accrued on the basis of the profit reported for each interim reporting period and forecasts of full-year profit (cost recognition in advance).

Fixed costs account for a significant part of the total costs incurred by Oslo Børs. This includes items such as the rental cost of the trading system and maintenance agreements for software and hardware. Such costs are accrued and charged to income in the period to which the cost in question applies (deferred cost recognition or cost recognition in advance).

Other costs that can only be indirectly related to income items are recognised to profit and loss in accordance with the principle of approximation, as for example in the case of the depreciation of operating assets over their expected commercial life.

Monetary items denominated in foreign currency

Assets and liabilities that are monetary items denominated in foreign currency are valued at the daily exchange rate on the balance sheet date. Profit and loss items denominated in foreign currency are booked at the exchange rate on the transaction date. This also applies to balance sheet items other than monetary items.

Provisions for uncertain liabilities

Provisions for uncertain liabilities are recognised in the accounts when it is considered that there is more than a 50% probability that they will be incurred. Such provisions are made on the basis of a best estimate of the expected amounts.

Provisions for uncertain liabilities are treated in accordance with the Norwegian accounting standard NRS 13 'Uncertain commitments and receivables'.

Valuation of assets and liabilities in the balance sheet

Current assets are valued at the lower of acquisition price and true value, and current liabilities are valued at the higher of their value when created and actual value.

Fixed assets are initially valued at acquisition cost. If there are indications that a fixed asset may have fallen in value, investigations are carried out to see whether there is any need to write down the book value to actual value (the higher of net sales value and value in use). Where necessary, book value is written down to actual value.

Tangible fixed assets are initially recorded at their acquisition cost less accrued depreciation and any amounts written down. Expenditure on maintenance of tangible fixed assets is recognised to the profit and loss account as an operating cost. Additions or improvements to operational fixed assets are added to the cost price of the assets and depreciated over the remaining lifetime of the asset. The distinction between maintenance and additions/improvement is determined in relation to the condition of the asset in question at the time of acquisition. In the event of any change to the estimated remaining economic life of an asset, the book value is depreciated over the new estimated remaining life from the start of the accounting period in question.

Fixed assets that are leased on terms and conditions that for all practical purposes transfer the commercial rights and responsibilities attaching to the asset to Oslo Børs are capitalised as fixed assets at the discounted current value of the minimum lease payments, or at actual value if this is lower. The liability under the lease agreement is included in long-term liabilities. Lease payments due in respect of other lease agreements are recognised as an operating cost and are allocated systematically over the lease period.

Pension costs and pension liabilities are recognised in accordance with the Norwegian Accounting Standard for pensions accounting. The group's pension scheme is classified as a defined benefit scheme. The calculation of pension cost is based on a linear profile for accrued entitlement to pension rights and expected final salary. Any changes to the scheme are amortised over the expected remaining period of benefit accrual. The same approach applies to the effect of any change in assumptions if the cumulative effect exceeds 10% of the greater of pension liabilities or pension assets (the corridor approach).

Tax liability arises in respect of the accounting profit, and is made up of tax payable and changes in deferred tax. Deferred tax and deferred tax assets in the balance sheet are calculated at the nominal rate of tax on the basis of temporary differences between accounting and taxation values. Differences that relate to fixed assets and that will be reversed at a distant future date are not included in the calculation of deferred tax assets. Net deferred tax assets are capitalised on the balance sheet to the extent that it is likely that they will be capable of use in the future.

In the case of uncertainty over specific assets and liabilities, estimated values are used. Changes in amounts estimated in previous periods are recognised to profit and loss in the period in which the changes are made.

Notes

All figures are in NOK 1.000 if not specified.

Note 1 Breakdown of operating revenue by source

	2004	GROUP 2003	2002
Fixed fees - issuers	50 772	48 278	52 071
Fixed fees - members	9 200	9 450	8 950
Trading fees	90 120	60 522	49 592
Prospectus fees	17 688	11 862	11 463
Financial market data	94 743	91 886	91 741
Income from courses/seminars	2 467	3 335	3 617
Other income	3 691	3 160	4 862
Total operating revenues	268 680	228 493	222 296

Fines and violation charges imposed amounted to NOK 1,635k in 2004 and are included in other income. The equivalent figures for 2003 and 2002 were NOK 1,320k and NOK 2,441k respectively.

Breakdown of operating revenue by area

	2004	GROUP 2003	2002
Equity Markets	130 846	97 400	94 270
Fixed Income Markets	26 012	25 565	24 045
Derivatives Markets	12 520	9 108	6 243
Financial Market data	94 743	91 885	91 741
Other	4 559	4 535	5 997
Total operating revenues	268 680	228 493	222 296

Oslo Børs established a section dedicated to supervision and control, effective as from February 2004. The move refines this function, and draws a clearer distinction between the exchange's surveillance tasks and its business activity. A section assembling the exchange's business operations has also been established.

There is accordingly no longer a basis for viewing the various market places as separate segments in line with standard accounting practice for segment reporting.

Note 2 Accounts receivable/losses on accounts receivable

Accounts receivable are recorded at their nominal value less provisions for expected losses. The provision for expected losses amounts to NOK 190k. The same as recorded by the end of 2003. A loss on receivables of NOK 6k was recognised in 2004, while NOK 11k was received from earlier written down losses.

Note 3 Details of major items

Balance sheet/profit and loss items		2004	2003	2002
Intangible assets	Investment in new web portal			14 714
Investment in shares etc.	Investering i ny web-portal		1 472	5 495
Investering i aksjer mv.	Purchase of shares in Københavns Fondsbørs			7 212
	Purchase of shares in VPS Holding ASA	49 099		
Property	Renovation of the Børs building - investment			23 990
Total balance sheet items		49 099	1 472	51 411
Other operating expenses	Renovation of the Børs building - expensed			12 193
Total profit and loss items				12 193

Note 4 Analysis of profit and loss account items

Salaries and related costs	2004	GROUP 2003	2002
Salaries	58 045	56 910	58 220
Capitalised development costs			-2 503
Pension expenses	16 332	11 268	5 987
Social security contributions	11 815	10 943	10 353
Other benefits	1 465	1 254	1 130
Salaries and related costs	87 657	80 375	73 187

Notes

Other operating costs	2004	GROUP 2003	2002
Use of external contractors	8 446	6 717	18 243
IT equipment/maintenance	30 323	31 874	25 083
Marketing and communications	1 598	2 001	2 171
Training and personnel benefits	5 031	4 468	5 661
Office expenses	3 374	3 179	3 078
Real estate/premises	4 790	4 301	20 204
Travel and entertainment	2 375	2 000	2 879
Other costs	4 978	3 896	2 490
Rating costs	60 915	58 436	79 809

Financial items	2004	GROUP 2003	2002
Dividend from Københavns Fondsbørs	668	122	
Dividend from VPS Holding ASA	1 046		
Interest income	2 006	6 201	11 463
Other financial income	693	460	267
Unrealized loss on forward exchange contracts	-170		-1 728
Other financial expenses incl. disagio	-135	-306	-1 332
Net financial items	4 108	6 477	8 670

Note 5 Analysis of balance sheet items

	2004	2003
Investment in shares etc.:		
Shares in Nordic Exchanges A/S	206	353
Units in securities funds		3 150
Shares in VPS Holding ASA	49 099	
Shares in Københavns Fondsbørs	7 212	7 212
Investment in shares etc.	56 517	10 715

Other receivables:		
Other long-term receivables	1 350	1 350
Other receivables	1 350	1 350

Other current receivables:		
Loans to employees	44	71
Prepayments and accrued income	17 745	15 658
Other receivables	548	-432
Other current receivables	18 337	15 297

Other current liabilities:		
Salaries, holiday pay etc.	13 080	10 324
Deferred income		
Accrued costs	6 421	6 055
Other current liabilities	19 501	16 378

Other current liabilities of Oslo Børs Holding ASA represents an amount of NOK 1,110k due to the subsidiary Oslo Børs ASA.

Notes

Note 6 Tax expense/deferred tax assets

Oslo Børs Holding ASA

	2004	2003	2002
Pre-tax profit	74 689	53 306	43 020
Permanent differences	-74 746	-53 341	-42 917
Tax base for the year	-57	-35	103
Tax payable at 28%			29
Change in deferred tax assets	-15	-10	
Tax charge for the year	-15	-10	29

The received group contribution entail utilization of deferred tax of NOK 26k. The basis of deferred tax are losses carried forward from 2003 and 2004.

Group

The group comprises Oslo Børs Holding ASA, Oslo Børs ASA and Oslo Børs Informasjon AS. Oslo Børs ASA has been subject to taxation from the date of the conversion of the exchange to a public limited company in May 2001. The conversion was carried out by transferring the assets and liabilities of the self-owning institution Oslo Børs to Oslo Børs ASA, with shares in Oslo Børs ASA as consideration. The transaction was carried out with accounting continuity, i.e. the balance sheet values were carried forward into the new company. For taxation purposes the transaction was treated on the discontinuity approach, i.e. all assets and liabilities were revalued to market value. This created a difference between the tax and accounting value of equity of ca. NOK 260,000k. Part of this difference is allocated to real estate, shares in subsidiaries etc., but the balance is treated as taxation goodwill and the net balance is subject to depreciation for tax purposes.

	2004	GROUP 2003	2002
Pre-tax profit	103 324	75 595	61 160
Tax payable for previous years	374	-1 147	15
Tax payable for the year	27 907	16 606	10 340
Change in deferred tax	339	6 820	7 813
Tax charge for the year	28 620	22 279	18 168

The table shows that tax payable for the year and deferred tax is NOK 26k lower due to group contribution of NOK 96k from Oslo Børs to Oslo Børs Holding ASA.

The following table provides an analysis of temporary differences and the calculation of deferred tax\deferred tax assets for the group at the end of the accounting year.

	Difference 31.12.03	Difference 31.12.04	Change in differences
Temporary differences:			
Goodwill	85 802	68 642	17 160
Tangible fixed assets	34 735	36 118	-1 383
Pension assets	-5 756	-1 263	-4 493
Pension liabilities	6 691	15 926	-9 235
Other	29	-68	97
Total temporary differences	121 501	119 355	-2 146
Temporary differences that provide basis for deferred tax assets	84 084	82 817	-1 267
Deferred tax/Deferred tax assets at 28%	23 543	23 188	-355

Deferred tax assets of NOK 36,538k arising from not-reversed temporary differences in respect of real estate and art works are not capitalised to the balance sheet.

Notes

Note 7 Pension costs and liabilities

Oslo Børs Holding ASA has no employees and no pension scheme. The following description applies to the group.

Insured pension scheme

The group has arranged a collective pension scheme through Storebrand Livsforsikring. The pension scheme is classified as a defined benefit scheme.

Assuming that the employees subject to such insurance enjoy a continual increase in salary from year to year, the premiums paid in respect of a defined benefit plan increase sharply as employees approach pension age. For accounting purposes it is considered prudent to recognise the accrued entitlement to pension rights on a straight line basis over the period that rights are earned. Pension liabilities are therefore calculated as the net discounted present value of future benefits assumed to have accrued by the balance sheet date, based on the assumption that employees earn their entitlement to future pension on a straight line basis over their period of employment.

Pension fund assets are recognised at their actual value and netted against pension liabilities in the balance sheet. Net pension assets are classified as a fixed asset since it is considered likely that the funds in question will be used in due course.

Uninsured schemes

Oslo Børs ASA established a voluntary early retirement scheme for all employees in 1997, effective from the age of 64 years. The scheme offers a pension equivalent to 60% of gross salary. For certain managers, based on seniority and the management position in ques-

tion, the scheme is available from age 60. A provision of NOK 8,948k has been established in respect of this scheme. Further details of this liability are provided below.

Oslo Børs ASA has agreed to make future pension payments in connection with the departure of the former President and CEO. The un-insured liability in this respect, which was recognised and expensed in full in 1999, is estimated at net discounted current value and capitalised in an amount of NOK 4,827k. The cost recognised to profit and loss this year is NOK 187k.

The term of office of the President and CEO expires on 31 December 2005. If he retires upon the expiry of his term of office or subsequently, his employment contract entitles him to receive pension to the age of 65 (in 2009) of 67% of his salary at retirement. Upon reaching 65 years of age, he is entitled to a lifetime pension of 60% of his salary at retirement, reduced by an amount corresponding to the benefits received from the National Insurance Fund and the benefits received from previous employers. Under the terms of his employment contract, his pension entitlement also includes the right to a widow's pension of 60% of retirement salary. Since the start of his term of office, Oslo Børs has made provision in its accounts for the pension payable from 65 years of age. In 2004, Oslo Børs decided that it would be prudent to also make partial provision for the pension payable from the end of his term of office and to change the assumptions used for the period over which his pension rights will accrue. The capitalised liability at 31 December 2004 is NOK 11,711k and the cost recognised in the profit and loss account for 2004 was NOK 7,751k.

The total provision for un-insured pension schemes amounts to NOK 25,485k.

Pension cost and pension liabilities

The net pension cost for the period is included in salaries and other personnel expenses, and consists of the net discounted present value of pension rights accrued for the year, the interest accrued on pension liability, the expected return on pension fund assets, the expensed effect of any change in the pension scheme or the estimates used, the expensed difference between actual and expected yield and the accrued liability for social security contributions.

Changes in pension liability arising from changes in the terms of the pension scheme are allocated over the expected remaining period for pension benefits to be earned. This is also applied to the effect of changes in estimates where the change in question exceeds 10% of the larger of pension liabilities or pension assets (the "corridor" approach). Employer's social security contributions in respect of payments to the collective pension scheme are capitalised to the extent that the payments increase pension assets. The provision made for un-insured pension liabilities includes employer's social security contributions.

The pension liabilities are composed of:

Shares 20%, money market 39%, asset-bonds 31%, real estate 10%. The recorded profit from the portfolio was according to third quarter 2004 profit and loss statement from Storebrand, 4,2% (annual 5,7%).

The following assumptions are applied in calculating pension liability:

	GROUP		
	2004	2003	2002
Expected return on pension funds	6.00 %	6.00 %	8.00 %
Discount rate	5.50 %	5.50 %	7.00 %
Expected rate of increase in salaries and basic state pension (G)	3.30 %	3.30 %	3.30 %
Expected rate of increase in pension benefits	2.50 %	3.30 %	2.50 %
Average rate for employer's social security contributions	14.10 %	14.10 %	14.10 %

The actuarial assumptions applied are based on normally accepted insurance industry assumptions as to demographic factors.

Notes

Insured scheme	2004	GROUP 2003	2002
No. of employees included in the scheme	110	105	92

Pension costs and pension liabilities of the parent company and group are as follows:

	2004	GROUP 2003	2002
Net pension costs:			
Present value of pension rights accrued for the year	6 659	7 130	3 930
Interest on pension liability	2 341	2 159	1 476
Expected return on pension fund assets	-2 157	-1 814	-1 922
Net pension costs before employer's social security contributions	6 843	7 475	3 484
Accrued employer's social security contributions	1 061	1 175	520
Change in pension scheme/estimates	682	854	204
Net pension costs including employer's social security contributions	8 586	9 504	4 208

	2004	GROUP 2003	2002
Financial condition of the pension scheme:			
Calculated pension liability	-51 339	-48 393	-26 280
Pension fund assets	40 478	36 756	28 642
Net pension assets before employer's social security contributions	-10 861	-11 637	2 362
Accrued social security contributions	628	1 361	1 151
Effect of changes in assumptions not recognised to profit and loss	16 751	21 287	5 794
Net pension assets	6 518	11 011	9 307

Pension costs and pension liabilities are as follows:

In addition to the assumptions detailed above for the insured scheme, the following assumptions also apply to the un-insured scheme:

	2004	GROUP 2003	2002
Expected drawings under the scheme - employees under 40 years	25 %	25 %	20 %
Expected drawings under the scheme - employees 40-50 years	50 %	50 %	20 %
Expected drawings under the scheme - employees above 50 years	100 %	100 %	90 %

Pension costs and pension liabilities are as follows:

	2004	GROUP 2003	2002
Net pension costs:			
Present value of pension rights accrued for the year	693	849	622
Interest on pension liability	399	383	330
Net pension costs before employer's social security contributions	1 092	1 232	952
Accrued employer's social security contributions	153	178	134
Change in pension scheme/estimates	-6	31	0
Net pension costs including employer's social security contributions	1 239	1 441	1 086

Notes

	2004	GROUP 2003	2002
Financial condition of the pension scheme:			
Calculated pension liability	8 413	8 195	5 661
Effect of changes in assumptions not recognised to profit and loss	-570	-1 269	-143
Accrued employer's social security contributions	1 105	976	778
Net pension liabilities	8 948	7 902	6 296

Note 8 Shares in subsidiary company

The Oslo Børs Holding ASA accounts record the company's interest in the subsidiary Oslo Børs ASA in accordance with the equity method of accounting. The share of income recognised in the accounts is applied to the reserve for valuation differences. Further information on the company, the book value of the ownership interest and the calculation of the parent company's interest in its profit are as follows:

Company	Date acquired	Registered office	Ownership interest	Share of votes
Oslo Børs ASA	2001	Oslo	100 %	100 %

Analysis of over-value

Book equity at time of acquisition	243 405
Attributable over value	0
Acquisition cost	243 405

Calculation of book value at 31 December 2004

Book value at 31 December 2003	159 403
Share of profit for the year	74 746
Consolidated contribution after tax	-66
Dividend	-100 000
Book value at 31.12.04	134 083

Note 9 Receivables and payables between companies in the same group

	2004	2003
Current receivables:		
Oslo Børs ASA	100 092	50 000
Current liabilities:		
Oslo Børs ASA	1 110	1 078

No guarantees have been issued and no assets have been pledged in support of either the parent company or subsidiary.

Notes

Note 10 Fixed assets

	Intangible assets ¹⁾	Property	Vehicles, fittings etc.	Operating assets not depreciated	Total
Acquisition cost and ordinary depreciation					
Acquisition cost 1 January	66 441	33 712	45 160	317	145 630
Additions during the year	45		6 854		6 899
Disposals during the year			1 226		1 226
Acquisition cost 31 December	66 486	33 712	50 788	317	151 303
Acc. ord. deprecation 1 January	20 869	7 127	31 622		59 618
Ordinary deprecation for the year	14 271	673	5 954		20 898
Acc. ord. deprecation for assets sold			835		835
Acc. ord. deprecation 31 December	35 140	7 800	36 741		79 681
Book value 31 December	31 345	25 913	14 047	317	71 622
Expected economic life	5	50	3-10	N/A	
Depreciation plan	Linear	Linear	Linear	N/A	

¹⁾ Intangible assets relate to investment spending on the conversion to the SAXESS trading system, development of and changes to related internal systems and development of the web portal.

Note 11 Equity

	Share capital	Share premium reserve	Reserve for valuation-differences	Other equity	Total
Equity at 31 December 2003	50 000	63 405	45 998	53	159 456
Profit			74 746	-42	74 704
Received group contribution from Oslo Børs ASA			-66	66	0
Dividend received from Oslo Børs ASA			-100 000	100 000	0
Proposed dividend				-100 000	-100 000
Equity at 31 December 2004	50 000	63 405	20 678	77	134 160

	Share capital	Share premium reserve	Reserve for valuation-differences	Other equity	Total
Equity at 31 December 2003	50 000	63 405	-	46 051	159 456
Profit				74 704	74 704
Proposed dividend				-100 000	-100 000
Equity at 31 December 2004	50 000	63 405	-	20 755	134 160

Notes

Note 12 Share capital and shareholder information

The company's share capital at 31 December 2004 is as follows:

	No. of shares	Par value	Total
Shares	5 000 000	NOK 10	NOK 50 000 000
Total	5 000 000	NOK 10	NOK 50 000 000

The 20 largest shareholders at 31.12.04 were as follows:

Navn	Nationality	No. of shares held	Ownership in percent
1. DNB NOR BANK ASA	NOR	983 404	19.67 %
2. FIDELITY FUNDS-EUROPE	LUX	500 000	10.00 %
3. ORKLA ASA	NOR	499 500	9.99 %
4. NORSK HYDROS PENSJONSKASSE	NOR	435 206	8.70 %
5. THIRD AVENUE	USA	351 700	7.03 %
6. JPMORGAN SECURITIES EQUITIES	GBR	245 000	4.90 %
7. MORGAN STANLEY (nominee account)	GBR	234 262	4.69 %
8. STATE STREET BANK (nominee account)	USA	218 500	4.37 %
9. KLP FORSIKRING	NOR	200 000	4.00 %
10. DANSKE BANK	NOR	192 200	3.84 %
11. NORDEA LIV ASA	NOR	116 100	2.32 %
12. PARETO SECURITIES AS	NOR	100 000	2.00 %
13. PARETO AS	NOR	100 000	2.00 %
14. ERIK MUST A/S	NOR	68 824	1.38 %
15. NORDEA BANK	FIN	57 500	1.15 %
16. TELENOR PENSJONSKASSE	NOR	52 960	1.06 %
17. SPAREBANK 1 LIVSFORSIKRING	NOR	50 000	1.00 %
18. THE NORTHERN TRUST (nominee account)	GBR	47 000	0.94 %
19. ABG SUNDAL COLLIER	NOR	45 000	0.90 %
20. TONSENHAGEN FORRETNINGSSENTER	NOR	35 273	0.71 %
20 largest		4 532 429	90.65 %

Shares held by Board Members, senior employees and their close associates:

Navn	Office	Shares owned	Shares held by associates	Last change
Georg Størmer	Board Member	3 032		25.05.2001
Svein Støle	Board Member		200 000	06.02.2002
Ernst Rolf von Düring	Board Member Oslo Børs ASA (employee rep.)	263		23.05.2001
Sven Arild Andersen	CEO	6 315		23.05.2001
P. Anders Brodin	Deputy CEO	1 578		23.05.2001
Geir Heggem	SVP Finance	263		15.05.2002
André Hellum	SVP IT	1 052		23.05.2001
Per Eikrem	SVP Corporate Communications	526		23.05.2001
Sverre Lilleng	SVP Surveillance and Supervision	1 052		23.05.2001
Atle Degré	SVP Legal Affairs	915		30.05.2001
Oddleif Hatlem	Managing Director Oslo Børs Informasjon AS	263		02.09.2002

Pareto Securities and Pareto, which of each holds 100,000 shares, are closely related to Svein Støle.

Notes

Note 13 Investment in shares etc.

Company	Interest	Book value
Nordic Exchanges A/S	23 %	206
The shares are booked at cost price. The company reported a profit for the year to 31 December 2004 of DKK 17k, and its equity at that date was DKK 1477k. As a result of the acquisition of the Finnish Stock Exchange and the merger to form OMHEX, the proportions of Nordic Exchanges held by the various exchanges were adjusted to the effect that Oslo Børs now owns 23% of the company. This change caused a repayment to Oslo Børs of DKK 147k.		
Københavns Fondsbørs	1 %	7 212
VPS Holding ASA	6.5 %	49 099
The shares are booked at cost price.		

Note 14 Earnings per share

Earnings per share is calculated as follows:

	2004	2003	2002
Profit after tax	74 704	53 316	42 991
Number of shares	5 000	5 000	5 000
Earnings per share	14.94	10.66	8.60
Deluted earnings per share	14.94	10.66	8.60

Note 15 Financial market risk

Oslo Børs ASA incurs expenses denominated in foreign currency. This applies in particular to the annual license payment for the SAXESS trading system of approximately SEK 25 million, which falls due for payment in June. As at 31 December 2004, forward foreign exchange contracts were in place to deliver SEK 25 million in June 2005 at an exchange rate of 90.68. This is equivalent to NOK 22.7 million. The spot exchange rate at the close of 2004 was 91.32, and an unrealised gain of NOK 170k is recognised in the accounts. At the start of 2004, forward contracts were in place to deliver the payment due in June 2004 at an exchange rate of 91.96. The forward contracts arranged for delivery in 2005 therefore represent a reduction in cost of around NOK 320k for the period June 2004 to June 2005. Oslo Børs also incurs expenses denominated in other currencies, including the US dollar. Agreements to pay customers in US dollars have been entered into.

Currency	Type	Amount
USD	Bank deposit	24k
SEK	Bank deposit	816k
DKK	Bank deposit	803k

Items are valued at the exchange rate on the date of the balance sheet.

Note 16 No. of employees - group

	2004	2003	2002
No. of employees at 31 December 2004	110	108	109

Note 17 Remuneration of officers, senior management, the auditor etc.

Remuneration to the Board of Directors

Remuneration to the chairman of the Board of Directors is tNOK 225 per annum. In 2004 the board chairman received an additional emolument of tNOK 50 for attendance at meetings over and above those ordinarily required of board members. During 2004 a change of deputy chairman took place. The deputy chairman of the Board of Directors receives a remuneration of tNOK 167 per annum. The other board members receive a remuneration of tNOK 118 per annum. The employee representative receives a remuneration of tNOK 62 per annum.

Remuneration of senior employees and officers

	Fixed salary	Other remuneration	Variabel pay	Pension cost	Pension liabilities
CEO	2 468	182	113	9 185	14 850
Other members of management team	6 683	779	694	1 373	5 180

The above remunerations are entered as expenses in Oslo Børs's annual accounts for 2004. Salaries include a provision for holiday allowance to be disbursed in 2004 in contrast to the holiday allowance disbursed in 2004. Bonuses consist of a variable salary portion for 2004 which was set aside in the annual accounts for 2004 for disbursement in January 2005. Benefits in kind comprise declared benefits such as a free car, free telephone etc. The amounts are exclusive of employer's contribution. Pension costs and pension commitments are calculated based on the premises specified in note 7. However, since the effect of non-booked variance between estimated and actual figures is not included, no comparison can be drawn with Oslo Børs's total pension commitments. Pension cost and pension obligation also includes accrual for pay after termination.

The term of office of the President and CEO expires on 31 December 2005. If he retires upon the expiry of his term of office or subsequently, his employment contract entitles him to receive pension to the age of 65 (in 2009) of 67% of his salary at retirement. Upon reaching 65 years of age, he is entitled to a lifetime pension of 60% of his salary at retirement, reduced by an amount corresponding to the benefits received from the National Insurance Fund and the benefits received from previous employers. Under the terms of his employment contract, his pension entitlement also includes the right to a widow's pension of 60% of retirement salary. Since the start of his term of office, Oslo Børs has made provision in its accounts for the pension payable from 65 years of age. In 2004, Oslo Børs decided that it would be prudent to also make provision for the pension payable from the end of his term of office and to change the assumptions used for the period over which his pension rights will accrue. The capitalised liability at 31 December 2004 is NOK 11,711k and the cost recognised in the profit and loss account for 2004 was NOK 7,751k.

No other agreements are in effect concerning compensation upon termination of employment or concerning changes in terms of appointment or board positions. Nor has Oslo Børs ASA entered into agreements with members of the Board of Directors, the President and CEO or other employees regarding bonuses, profit sharing, allotment of options or the like. Oslo Børs ASA has an incentive scheme for all employees, with exception for the President & CEO.

Loans granted to employees total tNOK 44. Interest on these loans is payable at normal interest rates. No loan has been granted to any member of the Board of Directors or to the President and CEO. Loans to senior employees have neither been granted.

Auditor

A fee of tNOK 314 paid to Ernst & Young for ordinary audit services was expensed in 2004. Fees expensed in 2004 for other assistance provided by Ernst & Young total tNOK 81, comprising tNOK 61 for tax- and duty-related assistance and tNOK 20 due to assistance regarding implementation of IFRS in the group financial reporting. The accounting and consulting firm KPMG was selected as Oslo Børs's independent internal auditor in 2003. A fee totalling tNOK 124 was expensed in respect of their services. All figures are inclusive of a non-deductible portion of value added tax.

Note 18 Lease agreements

Annual lease payments in respect of assets not capitalised in the balance sheet

	Remaining lease period	Annual rental
Rental of premises	From 1 to 3.5 years	1 068

Oslo Børs entered into an agreement in October 2000 with OM Technology for the rental of a trading system. The rental period is five years from mid-2000. The annual rental cost is SEK 13.9 million. In addition Oslo Børs will pay connection charges over the rental period amounting to SEK 50 million in total. The total connection charge will be amortised over the five-year rental period.

Auditor's report for 2004



■ Statsautoriserte revisorer

Ernst & Young AS
Oslo Atrium
Postboks 20
N-0051 Oslo

Medlemmer av Den norske Revisorforening

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To the Annual Shareholders' Meeting of
Oslo Børs Holding ASA

Auditor's report for 2004

We have audited the annual financial statements of Oslo Børs Holding ASA as of 31 December 2004, showing a profit of NOK 74 703 512 for the parent company and the Group. We have also audited the information in the Directors' report concerning the financial statements, the going concern assumption, and the proposal for the allocation of the profit. The financial statements comprise the balance sheet, the statements of income and cash flows, the accompanying notes and the consolidated accounts. These financial statements and the Directors' report are the responsibility of the Company's Board of Directors and Managing Director. Our responsibility is to express an opinion on these financial statements and on other information according to the requirements of the Norwegian Act on Auditing and Auditors.

We conducted our audit in accordance with the Norwegian Act on Auditing and Auditors and auditing standards and practices generally accepted in Norway. Those standards and practices require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. To the extent required by law and auditing standards, an audit also comprises a review of the management of the Company's financial affairs and its accounting and internal control systems. We believe that our audit provides a reasonable basis for our opinion.

In our opinion,

- the financial statements have been prepared in accordance with law and regulations and present the financial position of the Company and of the Group as of 31 December 2004, and the results of the operations and cash flows for the year then ended, in accordance with accounting standards, principles and practices generally accepted in Norway
- the Company's management has fulfilled its duty to properly register and document the accounting information as required by law and accounting standards, principles and practices generally accepted in Norway
- the information in the Directors' report concerning the financial statements, the going concern assumption, and the proposal for the allocation of the profit is consistent with the financial statements and complies with law and regulations.

Oslo, February 17, 2005
ERNST & YOUNG AS

Hans Kristian Jensrud
State Authorised Public Accountant (Norway)

Note: The translation to English has been prepared for information purposes only.

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Oslo Atrium
Christian Frederiks plass 6
0154 Oslo

■ Arendal, Bergen, Bø, Drammen, Fosnavåg, Fredrikstad, Holmestrand,
Horten, Hønefoss, Kongsberg, Kragerø, Kristiansand, Larvik, Levanger,
Lillehammer, Moss, Måloy, Notodden, Oslo, Otta, Porsgrunn/Skien,
Sandefjord, Sortland, Stavanger, Steinkjer, Tromsø, Trondheim, Tønsberg,
Vikersund, Ålesund

Oslo Børs ASA Control Committee

– Annual report for 2004

To the Annual General Meeting and the Financial Supervisory Authority of Norway

The members of the Control Committee in 2004 were:

- Inger-Johanne Lund, Lawyer, (Chairman)
- Ian W. Kenworthy, Lawyer
- Anne Kristin Einarsrud, Services Manager
- Knut Nyerrød, State Authorised Public Accountant (Attending deputy member)

The work of the Control Committee:

The Control Committee has carried out its duties in accordance with:

- § 3-3 of the Stock Exchange Act
- Regulations dated 2 April 2001 on Control Committees for stock exchanges issued by the Financial Supervisory Authority of Norway
- Mandate for the Control Committee issued by the company in General Meeting on 25 April 2001

The Committee met six times in 2004, with four meetings after submitting its annual report for 2003, and has met twice in 2005. The Committee has reviewed the board papers circulated for each meeting of the Oslo Børs Board and the minutes of such meetings. The Committee has also reviewed the business areas and

technical areas of material relevance to the Committee's mandate through conversations with and presentations by key personnel and written reports.

The Committee has supervised Oslo Børs to ensure that it complies with the relevant laws and regulations, the terms of its licence, its Articles of Association and other resolutions of its corporate bodies. This has included an evaluation of security issues relating to the activities of Oslo Børs. The Committee has paid particular attention to the following:

1. Ensuring that the operation and control of the Oslo Børs trading system and supplementary essential IT systems is prudent and appropriate in relation to the demands of the market and the activities of Oslo Børs in general. The Committee has reviewed documentation, internal controls, operating routines and security arrangements for the trading system and related IT systems.
2. Ensuring that that Oslo Børs adheres to the Information and Communication Technology (ICT) Regulation issued by the Financial Supervisory Authority of Norway,
3. Ensuring that Oslo Børs carries out market surveillance, as defined by the Ministry of Finance's

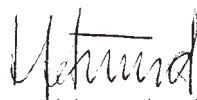
Regulation No. 30 of 30 March 2001 on market surveillance, in such a way as to ensure that the integrity and independence of the market surveillance function is in accordance with the requirements of this regulation and that the market surveillance function is provided with the necessary resources.

The Control Committee is not aware of any matters that are in contravention of any law or regulation, or of the Articles of Association of Oslo Børs, or of any resolution passed by the General Meeting or any other rule or regulation to which Oslo Børs is required to adhere.

The Control Committee has received all such documentation and assistance as it has requested from the management of Oslo Børs.

The Committee has reviewed the Annual Report and Accounts for 2004. The Committee recommends that the Annual Report and Accounts including the proposed profit and loss account and balance sheet be adopted as the Annual Report and Accounts for 2004. The Committee considers the Board's appraisal of the financial condition of Oslo Børs to be satisfactory.

Oslo, februar 2005



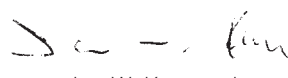
Inger-Johanne Lund

Sign.



Anne Kristin Einarsrud

Sign.



Ian W. Kenworthy

Sign.



Knut Nyerrød

Sign.

Transition to IFRS for the consolidated accounts of Oslo Børs Holding ASA

Oslo Børs Holding ASA intends to adapt its financial reporting to comply with International Financial Reporting Standards (IFRS) with effect from the 2005 accounting year. Interim reports published in 2005 will comply with IFRS.

The following paragraphs are intended to explain the impact of the transition from Norwegian generally accepted accounting practice (N GAAP) to IFRS on the opening balance sheet for 2004, the profit and loss account for 2004, the balance sheet at the close of 2004 and the earnings and balance sheet figures provided in interim reports for 2004.

Annual accounts for 2005 will have to comply with the IFRS requirements in force at the time the accounts are approved. It is possible that changes will be made to IFRS between now and the time at which the 2005 accounts are approved. The following information has been produced on the basis of the current IFRS, and may therefore be subject to change if there are changes in IFRS between now and the date on which the 2005 accounts are approved.

Oslo Børs Holding does not intend to change the presentational format of its profit and loss account, balance sheet or cash flow analysis as a result of the transition to IFRS.

The information provided below has not been audited.

Which profit and loss account and balance sheet items will change?

As far as Oslo Børs Holding can see, the transition to IFRS will affect the following profit and loss account and balance sheet items:

Property

IAS 16 requires that each part of an item of property with a cost that is significant in relation to the total cost of the item must be recorded as a separate item in the balance sheet. IAS 16 therefore requires that the balance sheet entry for property should be disaggregated, and depre-

ciation should be charged separately on the various parts in relation to each part's expected useful life. This will lead to an increase in annual depreciation of around NOK 1 million. Disaggregation will also cause a reduction in the book value of property in the opening balance sheet at 1 January 2004 of NOK 1.3 million.

Financial fixed assets

IAS 39 requires that available-for-sale financial instruments should be recognised at fair value, and any change in value should be applied directly to equity. In accordance with N GAAP, such assets are currently valued at the lower of purchase price and market value. IFRS 1 allows companies to elect not to change comparable figures for items affected by IAS 39. Oslo Børs Holding has decided not to change the comparable figures. This means that financial assets will first be booked at fair value with effect from 1 January 2005. The financial assets in question are the company's shareholdings in VPS Holding ASA, the Copenhagen Stock Exchange and Nordic Exchanges AS.

Pension assets and pension liabilities

Basic accounting principles require that the effect of changes in the financial and actuarial assumptions used when calculating pension liabilities and the effect of any deviation between assumed and actual return on pension assets should be recognised to the profit and loss account in the period in which it arises. However, N GAAP pensions accounting allows the effect of such changes and deviations to be apportioned over the average remaining period over which the members of the pension scheme will accrue pension rights. Oslo Børs Holding has used this approach.

For the transition to IFRS, Oslo Børs Holding has elected to apply the accumulated effect of such changes and deviations directly to equity at the time of the transition.

The Oslo Børs balance sheet at 31 December 2003 showed net pension

assets of NOK 11.0 million in respect of the group pension scheme and net pension liabilities of NOK 16.5 million in respect of un-funded pension arrangements. Calculations at 1 January 2004 of net pension liabilities including the effects of changes and deviations showed a net liability for the group pension scheme of NOK 8.9 million including employer's social security contributions. The equivalent calculation for the un-funded early retirement scheme shows a net liability of NOK 17 million. The total change for the two schemes amounts to NOK 20.4 million, and this amount is deducted from equity in the opening IFRS balance sheet.

In addition, certain individual pension arrangements which in accordance with N GAAP have so far been accounted for in accordance with the Norwegian accounting standard NRS 13 'Uncertain commitments and receivables' will now be accounted for in accordance with IAS 19 'Employee benefits'. This change will reduce equity at 1 January 2004 by NOK 1.7 million.

In its consolidated accounts prepared in accordance with IFRS, the effect of changes and deviations that have arisen since 1 January 2004 will not be included in the balance sheet value of pension liability. Actuarial calculations in accordance with IFRS show that the amount involved at 31 December 2004 would have been NOK 3.3 million. The book value of pension liability would have been NOK 3.3 million lower if the effect of these changes and deviations had been capitalised to the balance sheet through the profit and loss account, and equity would have been higher by the equivalent amount.

Pension costs for 2004 in accordance with IFRS are NOK 2.5 million lower than the equivalent figure in accordance with N GAAP. Costs included in the profit and loss account in accordance with N GAAP for 2004 are applied to the balance sheet in accordance with IFRS as at 1 January 2004. This applies to the capitalisation of the effect of changes in assumptions

and deviations from estimates pursuant to N GAAP that were not previously recognised to the balance sheet, as well as costs recognised in connection with pension agreements previously accounted for in accordance with NRS 13 that are treated in accordance with IAS 19 under IFRS.

The transition to IFRS will not cause any changes to the actuarial and financial assumptions used for pension calculations.

Dividends

A proposed dividend does not satisfy the IFRS definition of a liability, and can therefore not be recognised in the balance sheet. A dividend due to be paid can only be recognised in the balance sheet once it has been formally

approved by the annual general meeting. The accounting treatment of the dividend approved in May 2004 in respect of the 2003 accounting year therefore changes in the transition from N GAAP to IFRS. The provision for dividend in the accounts at 31 December 2003 was NOK 50 million and at 31 December 2004 was NOK 100 million. Under IFRS, current liabilities are reduced by this amount and equity is increased by the equivalent amount until such time as the dividend is formally approved by the annual general meeting.

Bank deposits

IFRS requires that blocked bank deposits (deposits that the company cannot withdraw unilaterally) that are blocked for 12 months or longer should be treated as fixed assets. As

of 1 January 2004, NOK 7.0 million was held in a blocked deposit as security for future pension payments. The equivalent amount at the close of 2004 was NOK 7.2 million.

Tax/deferred tax assets

The changes described above have an effect on deferred tax assets at 1 January 2004. The change in reported profit for 2004 affects the provision for tax in 2004. The figures reported below take this into account.

The specific changes to balance sheet items and the profit and loss account are detailed in the reconciliation of equity under the new and old accounting standards at 31 December 2003 and 31 December 2004.

Opening balance sheet January 1, 2004 and balance sheet December 31, 2004.

NOK 1,000	NGAAP		IFRS	NGAAP		IFRS
	31.12.03	Change		31.12.04	Change	
FIXED ASSETS						
Intangible assets						
Intangible assets	45 571		45 571	31 345		31 345
Deferred tax assets	23 543	6 570	30 113	23 188	6 166	29 354
Total intangible assets	69 114		75 684	54 533		60 699
Tangible assets						
Property	26 586	-1 328	25 258	25 913	-2 400	23 513
Trading system, other equipment, etc.	13 857		13 857	14 364		14 364
Total tangible assets	40 443		39 115	40 277		37 877
Financial fixed assets						
Investment in subsidiary						
Investment in shares etc.	10 715		10 715	56 517		56 517
Other receivables	1 350		1 350	1 350		1 350
Pension fund assets	11 011	-11 011	0	6 518	-6 518	0
Bank deposits		7 046	7 046	-	7 184	7 184
Total financial fixed assets	23 076		19 111	64 385		65 051
Total fixed assets	132 633		133 910	159 195		164 627
CURRENT ASSETS						
Receivables						
Accounts receivable	21 918		21 918	20 759		20 759
Dividends receivable			0			0
Other receivables	15 297		15 297	18 337		18 337
Total receivables	37 215		37 215	39 096		39 096
Bank deposits	101 058	-7 046	94 012	118 078	-7 184	110 894
Total current assets	138 273		131 227	157 174		149 990
TOTAL ASSETS	270 906	-5 769	265 137	316 369	-2 752	313 617

NOK 1,000	NGAAP 31.12.03	Change	IFRS 01.01.04	NGAAP 31.12.04	Change	IFRS 31.12.04
EQUITY						
Called-up equity						
Share capital	50 000		50 000	50 000		50 000
Share premium reserve	63 405		63 405	63 405		63 405
Total called-up equity	113 405		113 405	113 405		113 405
Other equity						
Reserve for valuation differences						
Other equity	46 051	33 105	79 156	20 755	84 145	104 900
Total other equity	46 051		79 156	20 755		104 900
Total equity	159 456		192 561	134 160		218 305
LIABILITIES						
Provisions for future liabilities						
Pension liabilities	16 504	11 126	27 630	25 485	13 103	38 589
Current liabilities						
Trade creditors	3 855		3 855	2 226		2 226
Tax payable	16 608		16 608	27 880		27 880
Payroll tax and other deductions	8 105		8 105	7 116		7 116
Provision for dividend	50 000	-50 000	0	100 000	-100 000	0
Other current liabilities	16 378		16 378	19 501		19 501
Total current liabilities	94 946		44 946	156 723		56 723
Total liabilities	111 450		72 576	182 208		95 312
TOTAL LIABILITIES AND EQUITY	270 906	-5 769	265 137	316 369	-2 752	313 617

Profit and loss account for 2004

NOK 1,000	NGAAP 2004	Change	IFRS 2004
OPERATING REVENUES			
Operating revenues	268 680		268 680
TOTAL OPERATING REVENUES	268 680	0	268 680
OPERATING COSTS			
Salaries and related costs	87 657	-2 516	85 141
Depreciation	20 897	1 072	21 969
Other operating costs	60 915		60 915
Loss on receivables	-6		-6
TOTAL OPERATING COSTS	169 464	-1 444	168 020
OPERATING PROFIT	99 215	1 444	100 659
Income from investment in subsidiary			
Financial income	4 413		4 413
Financial expenses	-305		-305
NET FINANCIAL ITEMS	4 108	0	4 108
ORDINARY PRE-TAX PROFIT	103 324	1 444	104 768
Tax	-28 620	404	-29 024
PROFIT FOR THE YEAR	74 704	1 040	75 744
Earnings per share	14.94	0.21	15.15
Diluted earnings per share	14.94	0.21	15.15

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Profit and loss account	Norwegian GAAP				IFRS			
	Q 1	Q 2.	Q 3.	Q 4.	Q 1.	Q 2.	Q 3.	Q 4.
Operating revenues	71 026	64 763	62 490	70 401	71 026	64 763	62 490	70 401
Operating costs								
Salaries and related costs	21 428	22 297	19 413	24 519	20 799	21 668	18 784	23 890
Depreciation	5 265	5 205	5 177	5 250	5 533	5 473	5 445	5 518
Other operating costs	15 574	15 185	14 725	15 426	15 574	15 185	14 725	15 426
Total operating costs	42 267	42 688	39 315	45 194	41 906	42 327	38 954	44 834
Operating profit	28 759	22 075	23 175	25 206	29 120	22 436	23 536	25 567
Net financial items	1 588	1 188	670	663	1 588	1 188	670	663
Ordinary pre-tax profit	30 348	23 263	23 845	25 869	30 709	23 624	24 206	26 230
Tax	9 104	6 979	7 153	5 383	9 205	7 080	7 254	5 485
Profit for the period	21 244	16 284	16 691	20 486	21 504	16 544	16 951	20 745
Earnings per share (NOK)	4.25	3.26	3.34	4.10	4.30	3.31	3.39	4.15
Diluted earnings per share (NOK)	4.25	3.26	3.34	4.10	4.30	3.31	3.39	4.15
Balance sheet								
	31/3-04	Norwegian GAAP	30/9-04	31/12-04	31/3-04	IFRS	30/9-04	31/12-04
		30/6-04				30/6-04		
Fixed assets								
IT systems	42 034	38 470	34 907	31 344	42 034	38 470	34 907	31 345
Deferred tax assets	23 543	23 553	23 553	23 189	30 013	29 922	29 821	29 354
Tangible fixed assets	40 011	39 017	38 299	40 277	38 415	37 153	36 167	37 877
Financial fixed assets	72 174	72 174	72 352	64 384	61 163	61 163	61 341	65 051
Current assets								
Receivables	41 485	52 470	44 405	39 097	41 485	52 470	44 405	39 096
Bank deposits, cash etc.	132 307	75 286	93 332	118 078	132 307	75 286	93 332	110 894
Total assets	351 554	300 970	306 848	316 369	345 417	294 464	299 973	313 617
Equity								
Called-up equity	113 405	113 405	113 405	113 405	113 405	113 405	113 405	113 405
Other equity	67 294	83 578	100 269	20 754	100 600	67 204	84 155	104 899
Total equity	180 699	196 983	213 674	134 160	214 065	180 609	197 560	218 305
Liabilities								
Provisions for future liabilities	17 625	19 141	21 308	25 485	28 122	29 009	30 547	38 589
Current liabilities	153 230	84 846	71 866	156 724	103 230	84 846	71 866	56 723
Total liabilities and equity	351 554	300 970	306 848	316 369	345 417	294 464	299 973	313 617
Opening equity	159 455	180 699	196 983	213 674	192 561	214 065	180 069	197 560
Profit for the period	21 244	16 284	16 691	20 486	21 504	16 544	16 951	20 745
Dividend paid in the period				-100 000		-50 000		
Closing equity	180 699	196 983	213 674	134 160	214 065	180 069	197 560	218 305

Reconciliation of equity

Equity at 31.12 2003 - N GAAP	159 456
- Effect of deviation from estimates etc. on pension liabilities booked directly to equity	(22 137)
+ Write-back of provision for dividend	50 000
- Effect of disaggregating property	(1 328)
+ Increase in deferred tax asset due to changes in treatment of pensions and property	6 570
Equity 1.1 2004 - IFRS	192 561
Equity 30.03 2004 - N GAAP	180 699
- Effect of deviation from estimates etc. on pension liabilities booked directly to equity 1.1. 2004	(22 137)
+ Write-back of provision for dividend	50 000
- Effect of disaggregating property 1.1.2004	(1 328)
+ Increase in deferred tax asset due to changes in treatment of pensions and property	6 570
+ Lower pension costs in 2004 - IFRS	629
- Higher property depreciation after disaggregation	(268)
+ Tax effect of change in profit	(101)
Equity 30.03 2004 - IFRS	214 065
Equity 30.06 2004 - N GAAP	196 983
- Effect of deviation from estimates etc. on pension liabilities booked directly to equity 1.1. 2004	(22 137)
+ Write-back of provision for dividend	-
- Effect of disaggregating property 1.1.2004	(1 328)
+ Increase in deferred tax asset due to changes in treatment of pensions and property	6 570
+ Lower pension costs in 2004 - IFRS	1 258
- Higher property depreciation after disaggregation	(536)
+ Tax effect of change in profit	(202)
Equity 30.06 2004 - IFRS	180 609
Equity 30.09 2004 - N GAAP	213 674
- Effect of deviation from estimates etc. on pension liabilities booked directly to equity 1.1. 2004	(22 137)
+ Write-back of provision for dividend	-
- Effect of disaggregating property 1.1.2004	(1 328)
+ Increase in deferred tax asset due to changes in treatment of pensions and property	6 570
+ Lower pension costs in 2004 - IFRS	1 887
- Higher property depreciation after disaggregation	(804)
+ Tax effect of change in profit	(303)
Equity 30.09 2004 - IFRS	197 560
Equity 31.12 2004 - N GAAP	134 159
- Effect of deviation from estimates etc. on pension liabilities booked directly to equity 1.1. 2004	(22 137)
+ Write-back of provision for dividend	100 000
- Effect of disaggregating property 1.1.2004	(1 328)
+ Increase in deferred tax asset due to changes in treatment of pensions and property	6 570
+ Lower pension costs in 2004 - IFRS	2 516
- Higher property depreciation after disaggregation	(1 072)
+ Tax effect of change in profit	(404)
Equity 31.12 2004 - IFRS	218 305

Articles of association of Oslo Børs Holding ASA

Approved on 22 May 2001.

§ 1

The name of the Company is Oslo Børs Holding ASA. The Company is a public limited company.

§ 2

The registered office of the Company is in Oslo.

§ 3

The objective of the Company is to hold ownership interests in companies that operate stock exchange activities and other activities normally associated with this.

§ 4

The Company's share capital is NOK 50,000,000 made up of 5,000,000 shares each of nominal value NOK 10.

§ 5

The Company shall have a Board of Directors consisting of a minimum of five members and a maximum of ten members. The Managing Director is not permitted to be a member of the Board of Directors. The Chairman of the Board of Directors shall be elected by the General Meeting.

The Company is committed by the signature of the Chairman of the Board signing alone or by the joint signatures of any two Board members.

The period of office for Members of the Board is two years.

The General Meeting may elect up to three Deputy Members to deputise for the Members of the Board elected by shareholders in accordance with a sequence laid down by the General Meeting in connection with their election. The period of office for Deputy Members of the Board is two years.

§ 6

Elections to be carried out by the General Meeting, including supplementary elections, shall be prepared by an Election Committee comprising

a minimum of three members elected by the General Meeting. In addition up to three personal Deputies for the members of the Election Committee may be elected. The General Meeting shall approve the instructions for the work of the Election Committee. Neither the Managing Director nor any other employee of the Company may be a member of the Election Committee. The period of office for members of the Election Committee is three years. The Election Committee shall deliver its proposals to the Chairman of the Board of Directors at least two weeks before the General Meeting is to be held.

§ 7

No one is permitted to own shares that represent more than 10% of the share capital or voting capital of the Company. Rights to acquire shares are considered equivalent to shares for this purpose where such rights must be seen to represent a real acquisition of shares.

No one may cast votes at a General Meeting of the Company that represent more than 10% of the total voting capital or more than 20% of the voting capital represented at such a General Meeting.

For the purposes of the first and second paragraphs, the shares held by a shareholder shall be deemed to include shares which any of the following own or are entitled to:

- a) the shareholder's partner in marriage or any person with whom the shareholder cohabits in a relationship akin to marriage,
- b) the shareholder's children under the age of majority, together with the children under the age majority of such a person as is defined in a) above with whom the shareholder cohabits,
- c) a company in which the shareholder exercises such influence as is defined in § 1-3, second paragraph, of the Public Companies Act,

- d) companies in the same group as the shareholder, and
- e) anyone who may be deemed to have entered into a binding agreement with the shareholder in respect of the exercise of rights as a shareholder.

§ 8

An Annual General Meeting shall be held each year before the end of the month of June.

The Annual General Meeting shall consider and pass resolutions in respect of the following:

1. Approval of the annual accounts and annual report, including the distribution of any dividend.
2. Any other matters that shall be dealt with by the General Meeting by the operation of law or pursuant to these Articles of Association.

An Extraordinary General Meeting shall be held when requested by the Board of Directors, the Control Committee, the Company's Auditor or a shareholder representing more than one-twentieth of the share capital.

§ 9

The Company's shares are freely negotiable save for such restrictions as may be imposed by legislation from time to time.

§ 10

Each share in the Company confers one vote at a General Meeting of the Company subject to such restrictions as may be imposed by legislation from time to time.

The Articles of Association of Oslo Børs ASA are available at www.oslobors.no.





www.oslobors.no