

Oslo Børs Holding ASA – fourth quarter 2002

Fourth quarter highlights:

- Trading marginally higher than in previous quarter
- 9 new members in 2002
- Continued some decline in financial market data sales
- Pre-tax profit NOK 12.5m (11.5m) – full year 2002: NOK 61.2m (61.3m)
- Post-tax profit NOK 7.9m (7.8m) – full year 2002: NOK 43.0m (49.7m)
- Earnings per share NOK 1.59 (1.56) - full year 2002: NOK 8.60m (9.95m)
- Return on equity 13,0% (13,3%) – full year 2002: 17,6% (21,2%)
- Proposed dividend: NOK 6.0 per share

Activity in the fourth quarter (4th quarter 2001 figures in parenthesis)

General

Oslo Børs Holding ASA achieved a fourth-quarter post-tax profit of NOK 7.9 (7.8) million. Post-tax profit for the full year totals NOK 43.0 (49.7) million. The effective tax rate increased from about 19 per cent in 2001 to about 30 per cent in 2002. The increase comes to NOK 6.6 million. Oslo Børs became liable to tax upon privatisation in May 2001.

Oslo Børs continues to be affected by the global downturn in the securities markets. However, the Benchmark Index and trading activity were in positive territory in the fourth quarter.

Shares worth NOK 108 (126) billion changed hands in the equity market in the fourth quarter compared with NOK 97 billion in the third quarter. Transaction numbers rose from about 454,000 in the third quarter to about 550,000 (769,000) in the fourth quarter.

At the end of the fourth quarter 204 shares or primary capital certificates were listed on Oslo Børs, the same as at the end of the third quarter.

Despite reduced activity and substantial cost tightening at brokerage houses, Oslo Børs acquired eight new remote members (foreign brokerage houses) in 2002. The increase in remote members is largely a direct consequence of the NOREX collaboration whose common trading system and rules make it easier for members of one NOREX stock exchange to become members of other NOREX exchanges. The collaboration boosts foreigners' ability to trade on Oslo Børs and promotes trading and liquidity in Oslo-Børs-listed shares. At year-end members totalled 43, of which 14 were remote.

Sluggish activity in the equity market also brought reduced volumes and impaired profits in the derivative market, but higher activity in the fixed income market.

Sales of financial market data are measured in the number of terminals with access to market data from Oslo Børs. Clients of information distributors such as Reuters, Bloomberg etc., purchase terminals that provide access to price and index information from various market places. The number of terminals carrying market data from Oslo Børs fell by 9 per cent in 2002.

Revenues

Fourth quarter 2002 revenues totalled NOK 54.7 million. The reduction of about NOK 2.8 million on the previous year's fourth quarter is largely due to lower revenues from sales of financial market data.

Revenues for the full year 2002 came to NOK 222.3 million compared with NOK 223.3 million in 2001. Higher revenues from the equity market offset reduced revenues from derivatives and financial market data.

Costs

Salary and staff costs for the fourth quarter were about NOK 2.8 million higher than in the same period of 2001. For the full year 2002 the increase was about NOK 11.3 million. This was essentially due to capitalisation of internal resources in projects. In 2001 NOK 8.5 million was capitalised. The corresponding figure for 2002 is NOK 2.5 million. Capitalisation of internal resources reduce the salary and staff costs in the profit and loss account. In addition salaries are affected by general salary increases, a marginal increase in staff numbers through new activities and overtime worked on projects.

Depreciation came to NOK 16.4 million for the full year 2002 compared with NOK 44.3 million in 2001. The drop was due to the rapid depreciation of the earlier trading system in 2001.

Other operating expenses for the full year showed an increase of about NOK 11.7 million compared with 2001. Maintenance costs of about NOK 12 million were taken to expenses in 2002 in connection with Oslo Børs's refurbishment project. This compares with the 2001 figure of about NOK 3 million. The switch to an arrangement whereby Oslo Børs leases its trading system raised other operating expenses by about NOK 10 million compared with 2001. When corrected for these two items, other operating expenses for 2002 were about NOK 7 million lower than the 2001 figure. This was achieved thanks to the bourse's move to reduce operating expenses. For the fourth quarter other operating expenses showed a decline of NOK 1.4 million in relation to the same period of 2001.

Of the tax charge of NOK 18.2 million, payable tax comes to about NOK 10.4 million.

Focal areas for 2003

Oslo Børs will take concrete steps to seek to increase activity levels and thereby revenues within its business areas. As a part of the infrastructure in the securities market, the exchange has a high fixed-cost component that does not vary with the level of activity. The exchange is therefore focusing on controlling operating expenses. In the coming year Oslo Børs will focus particular on:

- *confidence and corporate governance*

Confidence is Oslo Børs's "main product" since it is the decisive factor behind market participants' perception of the market as efficient, effective and fair. Oslo Børs will give special priority to steps to reduce the scope and effects of leaks of price-sensitive information ahead. It will also continue its ongoing effort to promote the development of good practice in the corporate governance sphere in Norway.

- *market orientation*

Oslo Børs will apply measures to ensure that all decisions reflect and balance various client needs. In working towards client orientation it will split client groups into segments and establish personal relationships with selected target groups.

- *increasing the number of members*

Oslo Børs is making a concerted effort to increase its distribution power by raising the number of investment firms that are members of Oslo Børs. The exchange's participation in the Norex Alliance is key to achieving this. In time the initiative is expected to spur generate greater focus on the Norwegian securities market, resulting in increased trading in the market place.

Focal areas for 2003, cont.

- *increasing activity in the derivative market*

Oslo Børs believes that the derivative market represents a substantial revenue potential, and that a broad-based package of measures is needed to realise this market's growth potential. These measures include training and marketing activities targeted at institutional and private investors, measures designed to stimulate members' interest in selling derivatives as well as a focus on measures to ensure a correct price picture in the market.

- *reducing its own costs*

Oslo Børs maintains a continual focus on cost-effective operation of its market places. Sluggish market activity intensifies this need. A key aim of the Norex collaboration is to exploit the synergy potentials inherent in the alliance, for example on the technology front. Joint development and operation of IT systems is an example of such potentials. Oslo Børs will work to take out further synergies in this sphere.

- *contributing to simplify and reduce the costs of international trading*

Structural and technological change poses a continual challenge in a global competitive setting in which efficient solutions are essential if market places are to stay competitive. In Europe the spotlight has been on reducing the high costs of cross-border trading. Oslo Børs wishes to play a constructive role in ensuring competitive conditions for its local and international clients alike.

Outlook

Uncertainty and reduced activity levels have hit financial markets in the past year. The outlook for Oslo Børs's market places in 2003 is also uncertain. This is particularly true of market data sales to information distributors, but also of trading activity and the number of listed companies in the equity market. 2002 brought a decline in all areas mentioned.

The company is prepared for underlying volumes to prove lower in 2003 than for the full year 2002. Where profits are concerned, this is expected to be offset by reduced operating expenses, renegotiation of some agreements and contracts, and announced price adjustments. Planning is on the assumption that profits in 2003 will match those achieved in 2002.

Dividend

Upon adoption of the annual accounts for 2002, the Board of Oslo Børs Holding ASA will recommend to the General Meeting that dividend be paid in an amount of NOK 6.00 per share.

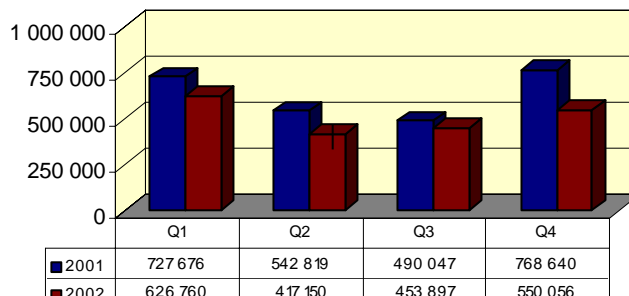
The balance sheet takes account of the recommended dividend.

Market development

The number of share transactions was up on the previous quarter, but down on the same period of 2001.

For the full year the number of transactions was about 19% down on the 2001 figure.

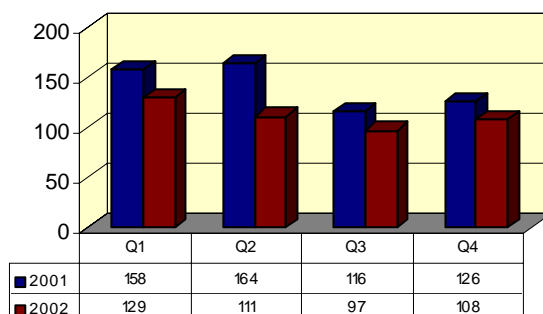
Equity market - number of transactions



Equity market - value of trades Billion NOK

The value of equity market trades rose in relation to the third quarter, but was about 14% down on the same period of 2001.

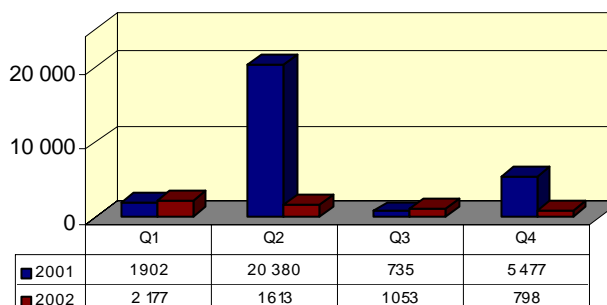
For the full year the value of equity market trades was about 22% down on 2001



Equity market - value of new issues Million NOK

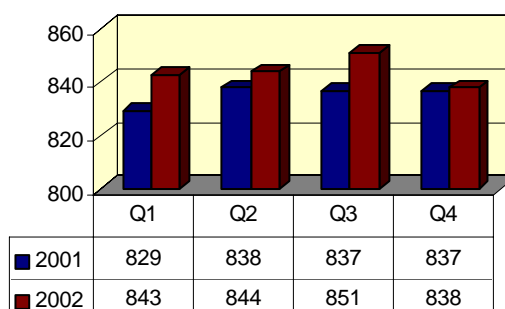
Trading in the primary market for shares remains thin.

The fourth quarter saw new share issues worth NOK 0.8 billion. For the full year issues totalled NOK 5.6 billion compared with NOK 28.5 billion in 2001.



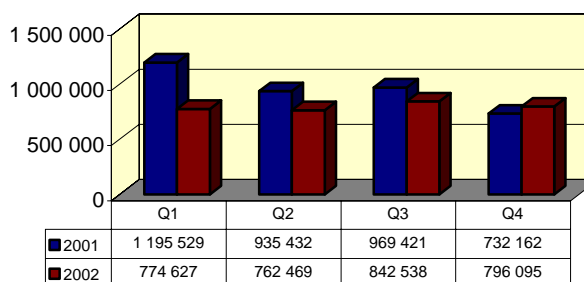
Bond market - number of listed issues

In the fixed income market the number of listed issues was on par with last year's figure.



Derivatives market - number of contracts traded

Activity in the derivative market was somewhat higher in the fourth quarter than in the same period of 2001, but lower than in the preceding quarter.

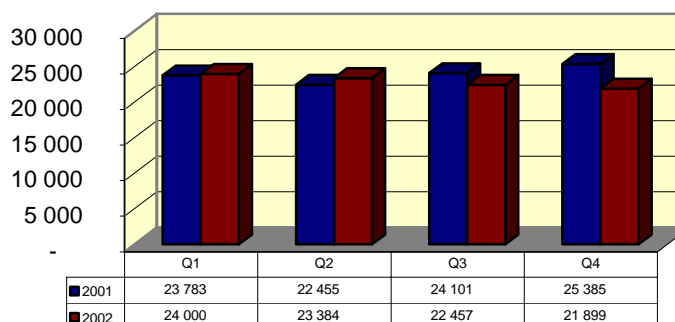


Revenues from sales of financial market data were down on previous quarters.

The decline on the previous quarter was about 2.5%. In relation to the same period of 2001 the decline measured about 14%.

In the chart revenues are corrected for wrong distribution between the two first quarters and the third quarter of 2002.

Revenues - sale of financial market data Million NOK



Please see www.ose.no/jr for additional key operating figures. All figures are in NOK 1000, and concerns the Oslo Børs Holding ASA Group unless otherwise specified. The Group consist of Oslo Børs Holding ASA, Oslo Børs ASA and Oslo Børs Informasjon AS.

Profit and loss account

The profit and loss account has been prepared based on the same accounting principles as the annual accounts.

	4th Quarter 2002	4th Quarter 2001	2 002	2 001
Operating revenues	54 713	57 531	222 296	223 309
Operating costs				
Salaries and related costs	19 626	16 823	73 187	61 838
Depreciation	4 289	10 806	16 439	44 317
Other operating costs	20 142	21 571	80 179	68 460
Total operating costs	44 057	49 201	169 806	174 615
Operating profit	10 656	8 331	52 490	48 694
Net financial items	1 830	3 205	8 670	12 634
Ordinary pre-tax profit	12 486	11 536	61 160	61 328
Tax	4 539	3 738	18 168	11 584
Earnings for the period	7 947	7 798	42 992	49 744
Earnings per share (NOK)	1,59	1,56	8,60	9,95

Balance sheet

The balance sheet has been prepared based on the same accounting principles as the annual accounts.

At quarter-end current liabilities totalled about NOK 75,3 million. Of this, NOK 30 million refers to an allocation to dividend that will be recommended to the General Meeting.

	Dec 31 2002	Dec 31 2001
Fixed assets		
Intangible assets	57 857	44 718
Deferred tax assets	30 363	38 132
Tangible assets	44 350	23 460
Financial fixed assets	23 738	38 950
Current assets		
Receivables	35 848	27 221
Cash and liquid assets	112 766	174 922
Assets	304 921	347 403
Equity	216 139	273 149
Liabilities		
Provisions for liabilities	13 484	11 057
Current liabilities	75 300	63 197
Equity and liabilities	304 921	347 403

Cash flow

The Oslo Børs Group recorded a net cash flow of NOK 17 million in the fourth quarter after redemption of bonds to a face value of NOK 20 million.

For the full year there was a negative cash flow of NOK 62 million. The cash flow is affected by disbursement of dividend in an amount of NOK 90 million, redemption of bonds to a face value of NOK 20 million and investments worth about NOK 58 million.

Cash flow from operational activities is affected inter alia by the maintenance costs of about NOK 12 million in connection with the rehabilitation of the Oslo Børs building and the switch from depreciation of the previous trading system to payments for the lease of the new trading system.

For 2003 investments worth just under NOK 10 million are planned.

Cash and cash equivalents held at the end of the quarter came to NOK 112.7 million.

	4th Quarter 2002	4th Quarter 2001	2 002	2 001
Cash flow from				
- operational activities	8 925	29 666	65 528	110 469
- investment activities	8 091	-17 805	-37 684	-57 520
- financing activities	0	0	-90 000	0
Cash and liquid assets at the start of the period	95 750	163 061	174 922	121 973
Change in cash and liquid assets	17 016	11 861	-62 156	52 949
Cash and liquid assets at the end of the period	112 766	174 922	112 766	174 922
Cash flow per share before financing activities (NOK)	3,40	2,37	5,57	10,59
Cash flow per share (NOK)	3,40	2,37	-12,43	10,59

Equity

At the end of the quarter equity amounted to NOK 216,1 million, and the equity ratio was about 71 per cent.

	4th Quarter 2002	4th Quarter 2001	2 002	2 001
Equity at the start of the period	238 192	285 351	273 149	195 927
Profit for the period	7 947	7 798	42 992	49 744
Dividend	-30 000	-20 000	-30 000	-20 000
Reduction of capital	0	0	-70 000	0
Deferred tax asset	0	0	0	47 478
Equity at the end of the period	216 139	273 149	216 139	273 149
Equity ratio	71 %	79 %	71 %	79 %

Segment information

The segmental overview shows revenues from the bourse's business areas together with operating expenses distributed on the respective areas. "Other" includes the bourse's course programmes (Oslo Børs Institute) and advertising on the bourse's website.

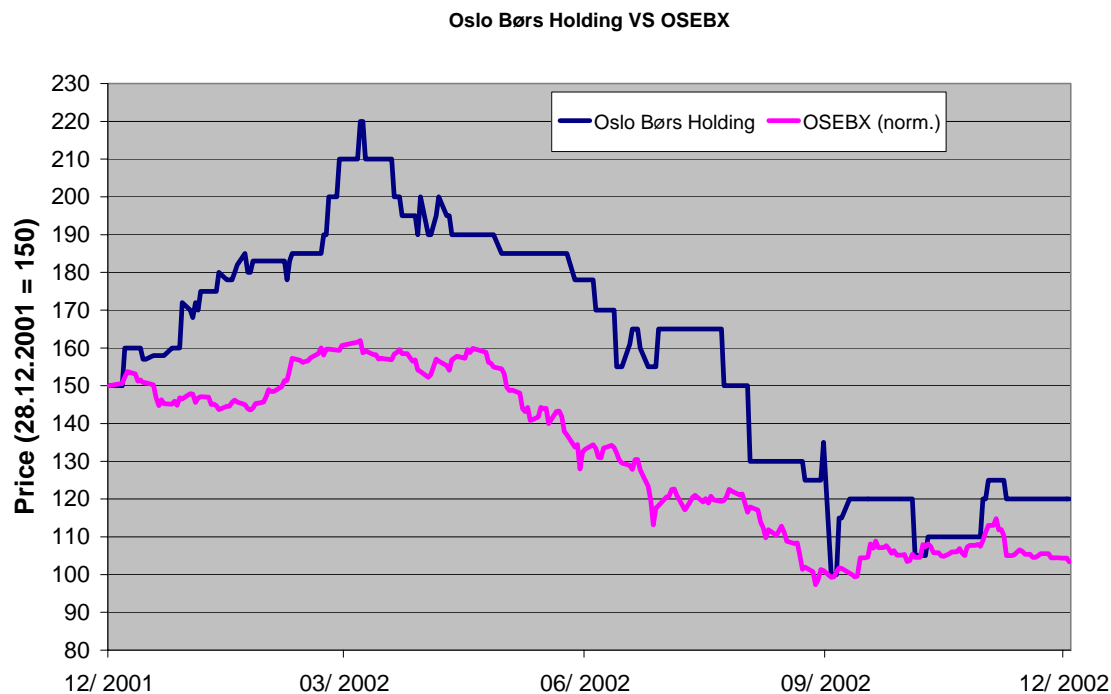
Some keys for apportioning costs were reassessed in the fourth quarter. The reassessment has effect for the entire year, but is entered in the accounts in full in the fourth quarter. Hence figures for the quarter diverge from the norm in previous quarters.

Revenues from derivatives cover direct costs and to some extent overheads.

	4th Quarter 2002	4th Quarter 2001	2 002	2 001
Equity Markets				
Operating revenues	23 279	23 445	94 270	85 367
Operating profit	-409	-1 880	13 069	4 369
Fixed Income Markets				
Operating revenues	5 858	5 644	24 045	22 317
Operating profit	1 200	1 075	8 515	6 042
Derivatives Markets				
Operating revenues	1 577	1 893	6 243	10 301
Operating profit	-3 302	-3 220	-12 464	-8 303
Financial Market data				
Operating revenues	21 899	25 335	91 741	95 674
Operating profit	12 230	11 992	41 709	40 208
Other				
Operating revenues	2 100	1 214	5 997	9 650
Operating profit	937	364	1 661	6 378
Total operating revenues	54 713	57 531	222 296	223 309
Total operating profit	10 656	8 331	52 490	48 694

Shareholder information

Price trend - Oslo Børs Holding ASA:



During 2002 a dividend of NOK 18,- per share as been paid out.

10 largest shareholders as of 2 January 2003:

Name	Nationality	Holding of shares	Holding per cent
1. Orkla ASA	NOR	499 500	9,99 %
2. Gjensidige NOR	NOR	483 512	9,67 %
3. Morgan Stanley (nominee account)	GBR	479 262	9,59 %
4. Den norske Bank ASA	NOR	432 833	8,66 %
5. Norsk Hydros Pensjon	NOR	355 206	7,10 %
6. Fidelity Funds	LUX	327 100	6,54 %
7. Danske Bank AS (nominee account)	DNK	200 000	4,00 %
8. KLP Forsikring	NOR	200 000	4,00 %
9. JP Morgan Chase Bank (nominee)	GBR	172 900	3,46 %
10. Industriforsikring	NOR	130 000	2,60 %
Total 10 largest		3 280 313	65,61 %

Key figures

	4th Quarter 2002	4th Quarter 2001	2 002	2 001
Financial				
Profit per share (NOK)	1,59	1,56	8,60	9,95
Cash flow per share before financing activities (NOK)	3,40	2,37	5,57	10,59
Change in cash per share (NOK)	3,40	2,37	-12,43	10,59
Return on equity	13,0 %	13,3 %	17,6 %	21,2 %
Return on total capital	15,3 %	13,3 %	18,8 %	21,0 %
Net operating margin	19,5 %	14,5 %	23,6 %	21,8 %
Operational				
Benchmark index - end of period	115,21	167,18	115,21	167,18
Change in period	4,1 %	13,7 %	-31,1 %	-14,6 %
Equities - no. of transactions (1000)	550	769	2 048	2 529
Equities - value of turnover (NOK bill)	108	126	444	566
Equities - market value listed companies (NOK bill)			503	677
No. of companies listed			204	212
Change in period			-8	-2
Bonds - no. of listed issues			838	837
Derivatives - no. of contracts traded (1000)	796	557	3 176	3 657

The Board of Directors of Oslo Børs Holding ASA/Oslo Børs ASA

22 January 2003