

NOTICE OF ANNUAL GENERAL MEETING
OF
NORWEGIAN AIR SHUTTLE ASA

The Annual General Meeting of Norwegian Air Shuttle ASA will commence at the following place and time:

Place: The Company's headquarters at Oksenøyveien 3, Fornebu, Norway

Date: Tuesday, May 9th, 2017

Time: 5:00 PM

The Board of Directors has proposed the following agenda:

1. Opening of the General Meeting by the Chair of the Board, Bjørn H. Kise
2. Election of a meeting chairperson
3. Election of person to co-sign the minutes together with the chairperson
4. Approval of the notice and the agenda
5. The Management's report on the state of the company
6. The Management's statement regarding corporate governance principles
7. Approval of the annual accounts with the group contribution and the annual report for 2016. The Board recommends that no dividend be paid.
8. The Board of Directors statement on the management compensation policy
9. Election/Re-election of Board Members
10. Election/Re-election of members of the Election committee
11. Fees for members of the Board
12. Fees for the Auditor
13. Authorisation of the Board of Directors to acquire treasury shares
14. Authorisation of the Board of Directors to increase the company's share capital
15. Authorization of fourteen day notice for Extraordinary General Meetings

The shares of the Company, attendance and voting

The company's share capital is NOK 3,575,963.9 divided into 35,759,639 shares each having a par value of NOK 0.1. There are no limitations for voting rights set out in the articles of association, however, no voting rights may be exercised for the company's own shares (treasury shares) or for shares held by the company's subsidiaries. Each share is entitled to one vote.

Shareholders are entitled to attend and vote at the General Meeting when their acquisition of shares has been entered in the register of shareholders (VPS) by no later than the fifth business day prior to the General Meeting (the record date - May 2nd 2017). Shares registered in a nominee account do not have voting rights. Shareholders who own shares through nominee accounts must transfer the shares to their own VPS account before the record date in order to exercise voting rights.

Shareholders who wish to attend the Annual General Meeting in person or by proxy are kindly asked to notify DNB Bank ASA, Verdipapirservice, NO-0021 Oslo. Notification must be received by Verdipapirservice by 12:00 noon, Monday, May 8th, 2017. Kindly use the enclosed registration form/proxy. Registration can also be made electronically via investor services (investortjenester), by sending an e-mail to genf@dnb.no or via www.norwegian.com by the same deadline. The Annual report and this notice are available on the Internet, www.norwegian.com or via investor services.

Shareholders' rights

The Shareholders have certain statutory rights in connection with the shareholders' meeting, including:

Right to attend at the meeting, either in person or by proxy, right to speak at the meeting, right to be assisted by an advisor and to give the advisor right to speak, right to have the board members and the general manager to provide information regarding (1) the annual report and annual accounts, (2) other issues on the agenda and (3) the company's financial position, save for the exemptions provided by the public companies act section 5-15 and right to propose resolutions to the items on the agenda.

Furthermore, the Shareholder have a right to have proposals addressed by the shareholder's meeting that the shareholder has notified in writing in due time before the deadline for summoning of the shareholders meeting (21 days), provided that the proposal for a resolution or an explanation of the reasons why the item is proposed for the agenda is presented within said time limits.

The Annual report for 2016 is available at <https://www.norwegian.com/us/about/company/investor-relations/reports-and-presentations/annual-reports/>.

Fornebu, April 2017

Bjørn H. Kise
Chair of the Board

ITEM 6: MANAGEMENT STATEMENT REGARDING CORPORATE GOVERNANCE

The company shall provide a statement with regard to corporate governance principles, cf. the accounting act section 3-3 b). The statement is included in the Annual report. The shareholders meeting shall review and process this statement, cf. the public companies act section 5-6, 4th paragraph.

ITEM 7: APPROVAL OF THE ANNUAL ACCOUNTS WITH THE GROUP CONTRIBUTION AND THE ANNUAL REPORT FOR 2016. THE BOARD RECOMMENDS THAT NO DIVIDEND IS PAID.

The Board proposes a group contribution from Norwegian Air Shuttle ASA to Norwegian Long Haul AS in the amount of NOK 200 million without tax effect. This is to ensure that there is sufficient corporate contributions available for the utilization of losses in the Norwegian tax group for 2016. The group contribution is recognized in the accounts of Norwegian Air Shuttle ASA for 2016.

ITEM 8: THE BOARD OF DIRECTORS' STATEMENT ON THE MANAGEMENT COMPENSATION POLICY

The Board's statement on management compensation policy is prepared in accordance with the public limited companies act 6-16a and includes the Company's share option program, if any.

The principles of executive remuneration in Norwegian Air Shuttle ASA are to stimulate a strong and lasting performance oriented culture, enabling Norwegian to deliver on its strategy. The total compensation level should be competitive, however, not market leading compared to similar organizations. The Board determines the remuneration of the CEO, and the guidelines for remuneration of the Executive management. The remuneration of the Board and the Executive management must not have negative effects on the Group, nor damage the reputation and standing of the Group in the public eye.

There were made no changes to the guidelines or principles of management remuneration during the 2016. The actual remuneration in 2016 was consistent with the guidelines and principles.

Compensation made to the Executive Management going forward will have its basis in Norwegian's performance oriented culture, and should primarily consist of a fixed yearly salary with additional compensations such as i.e. a company car, free telephone, internet and newspapers, and a standard pension and insurance plan. The Executive Management is also a part of the Group's stock option plan. The Board can also award key position holders with stock options.

The CEO does not receive compensation in form of performance-based salary or bonuses, except for options in the stock option plan. The Executive Management can on an individual level be awarded with a special compensation for profit enhancing projects.

The Executive Management is a part of the Group's collective pension plan for salaries up to 12 G, which applies to all employees. The Executive Management has not been given any specific rights in case of terminated employment.

Details of the remuneration of individual members of the Executive management are available in the notes to the consolidated accounts.

In 2016 the Board of Directors granted a total 625,000 share options to management and key personnel in Norwegian Air Shuttle ASA. The options have an exercise price 10 per cent above the weighted average price the 10 last trading days as of July 13th 2016, which is equal to NOK 321.00. The options may be exercised two years after granted, and the exercise window is six months. The potential gain on the options has a maximum cap of three times basic salary per year minus employer contribution tax.

ITEM 9: ELECTION/ RE-ELECTION OF BOARD MEMBERS

The Election committee recommends no changes to the composition of the Board of Directors.

The Board members for re-election are:

- Liv Berstad (Deputy chair)
- Ada Kjeseth (Director)
- Christian Fredrik Stray (Director)

The Election committee recommends that the board members are re-elected.

Please see Enclosure 1 for the complete recommendations from the Election committee.

The Election committee proposes remuneration to the Board members as set out in Enclosure 1.

ITEM 10: ELECTION/ RE-ELECTION OF MEMBERS OF THE ELECTION COMMITTEE

In accordance to the company's Articles of Association and in line with the Norwegian Code of Practice for Corporate Governance the Election committee of Norwegian Air Shuttle ASA shall comprise the Chair of the Board and three members elected by the General Meeting. The three elected members may not be part of the Executive Management or members of the Board of Directors, and they must be shareholders or represent shareholders. The members of the Nomination committee are elected for a period of two years.

The present committee was elected in 2016. A new committee must be elected/re-elected by the General Meeting.

Mr Alexander Stensrud is proposed to replace Mr Geir Tjetland as a member of the committee acting on behalf of Skagen Fondene where he is a portfolio manager. Mr Stensrud has a bachelor's degree in economics and geography from the University of Exeter, and has been with Skagen since 2008. Skagen Fondene holds 2, 200,000 shares in the company (6.2 per cent).

ITEM 13: AUTHORISATION OF THE BOARD OF DIRECTORS TO ACQUIRE TREASURY SHARES

The Board is of the opinion that it should be authorised to acquire treasury shares. The authorisation may, as an example, be used in connection with employee incentive schemes. The Board currently has an authorisation valid until November 2017. It is preferable that the authorisation to acquire treasury shares be co-ordinated by the Annual General Meeting. Further, it is in keeping with applicable corporate governance policies that such authorisations are evaluated by the General Meeting on an annual basis.

The Board therefore has decided to propose the following to the General Meeting:

"The General Meeting authorises the Board of Directors to acquire treasury shares on the following conditions:

- a. The authorisation shall be valid for a period of 18 months reckoned from the date of the General Meeting's resolution.
- b. The Company may acquire a total number of treasury shares with a nominal value of NOK 357,596.30, i.e. a total of 3,575,963 shares, each with a nominal value of NOK 0.10. However, the Company may at no time hold/own treasury shares with a nominal value in excess of 10 per cent of the Company's registered share capital.
- c. The highest price that may be paid per share is NOK 1 000
- d. The lowest price that may be paid per share is NOK 0.1.
- e. The Board is free with regard to the manner of acquisition and any subsequent disposal of the shares."

ITEM 14: AUTHORISATION OF THE BOARD OF DIRECTORS TO INCREASE THE COMPANY'S SHARE CAPITAL

At the Annual General Meeting on May 10, 2016, the Board was granted authorisation to increase the Company's share capital by up to 10 percent of the Company's share capital. The authorisation runs until May 10, 2018.

The resolution was based on an assessment of commercial opportunities that might require the use of such an authorisation, and the need for such an authorisation going forward in connection with e.g. the Company's existing incentive schemes. The Company has not issued shares during the period.

It is in keeping with applicable corporate governance policies that authorisations of this type is evaluated by the General Meeting on an annual basis. The Board is of the opinion that it should have authorisation to increase the company's share capital, as such authorisation gives the Board the necessary flexibility and is time- and cost-efficient in the event of possible future increases in share capital. To maintain the desirable degree of flexibility the Board recommends replacing the existing authorisation with two separate mandates; the first mandate authorising the Board to issue new shares as payment related to incentive schemes and the second mandate authorising the Board to increase the Company's share capital for strengthening the Company's equity and as consideration for the acquisition of businesses falling within the company's business purposes.

These purposes mean it should be possible for the Board to set aside the pre-emptive right of the shareholders when exercising the mandates.

It follows from the Norwegian Code of Practice for Corporate Governance (NUES) that if a board mandate covers different purposes, then each purpose should be considered as a separate matter by the general meeting. As noted above, it is therefore proposed that the Board is given two separate mandates where one covers incentive schemes, whilst the other applies to consideration shares connected to the acquisition of businesses falling within the Company's business purposes and necessary strengthening of the Company's equity.

When considering whether to mandate the Board to increase the share capital, the Company's financial position should be taken into account. Reference is made to the financial statements and annual report for 2016 for further information on this subject and for general information about the Company, in addition to announcements published under the Company's ticker NAS at the Oslo Stock Exchange's news service.

On this basis, the Board requests being granted new authorisations limited, in aggregate, to a maximum issue of new shares corresponding to 10 per cent of the Company's existing share capital. The proposed authorisation will supersede the current one.

The Board has therefore decided to propose the following resolution to mandate the Board to increase the share capital by 1.75 per cent of the existing share capital through issuance of new shares under incentive schemes:

The General Meeting authorises the Board of Directors to increase the company's share capital on the following conditions:

- a. The company's share capital may be increased by up to NOK 62,500 by issuing up to 625,000 shares, each with a nominal value of NOK 0.10. Increases within these limits may take place in one or more subscriptions, as per the Board's decision.
- b. This authorisation can be used to issue shares as payment related to incentive schemes.
- c. This authorisation is valid until the annual general meeting in 2018, and in any event no longer than 30 June 2018.
- d. The Board may depart from the shareholders' pre-emption right to subscribe for the new shares pursuant to Section 10-4 of the Public Limited Companies Act.
- e. The authorisation shall also cover a capital increase against non-cash contributions and the right to impose special obligations on the Company, as mentioned in Section 10-2 of the Public Limited Companies Act. The authorisation also includes a merger resolution pursuant to Section 13-5 of the Public Limited Companies Act.
- f. The shares will be entitled to dividends as from the time they are registered in the Norwegian Register of Business Enterprises.

- g. This authorisation supersedes current authorisations to increase the company's share capital; however, subject to the general meeting's approval, this mandate applies in parallel with the board authorisation that may be used to issue shares for strengthening the company's equity and as consideration for the acquisition of business falling within the company's business.

The Board further proposes that the General Meeting approves the following resolution to mandate the board to increase the share capital by 8.25 per cent of the existing share capital through issuance of new shares as consideration for the acquisition of businesses falling within the Company's business purposes, or for necessary strengthening of the Company's equity:

The General Meeting authorises the Board of Directors to increase the company's share capital on the following conditions:

- a. The company's share capital may be increased by up to NOK 295,096.30 by issuing up to 2,950,963 shares, each with a nominal value of NOK 0.10. Increases within these limits may take place in one or more subscriptions, as per the Board's decision.
- b. This authorisation can be used to issue shares for necessary strengthening of the company's equity and as consideration for the acquisition of businesses falling within the company's business purposes.
- c. This authorisation is valid until the annual general meeting in 2018, and in any event no longer than 30 June 2018.
- d. The Board may depart from the shareholders' pre-emption right to subscribe for the new shares pursuant to Section 10-4 of the Public Limited Companies Act.
- e. The authorisation shall also cover a capital increase against non-cash contributions and the right to impose special obligations on the Company, as mentioned in Section 10-2 of the Public Limited Companies Act. The authorisation also includes a merger resolution pursuant to Section 13-5 of the Public Limited Companies Act.
- f. The shares will be entitled to dividends as from the time they are registered in the Norwegian Register of Business Enterprises.
- g. Subject to the general meeting's approval, this mandate applies in parallel with the board authorisation that may be used to issue shares as payment related to incentive schemes.

ITEM 15: AUTHORISATION OF FOURTEEN DAY NOTICE FOR EXTRAORDINARY GENERAL MEETINGS

An extraordinary general meeting may be called with fourteen days' notice rather than the Act's ordinary 21 days, if this is approved by a 2/3 majority of the General Meeting, provided that the Board decides that shareholders may attend the General Meeting with the aid of electronic devices, cf. Section 5-8a of the Public Limited Companies Act. The decision remains in force until the next Annual General Meeting.

The Board is of the opinion that a fourteen day notice deadline will ensure the degree of flexibility that is desirable for the Company.

The Board therefore proposes that the General Meeting approve the following resolution:

"An Extraordinary General Meeting may be called with fourteen days' notice, if the Board decides that the shareholders may attend the General Meeting with the aid of electronic devices, cf. Section 5-8a of the Public Limited Companies Act."

Recommendations from the Election committee to the Annual General Meeting May 9, 2017

1) Mandate

The Election committee has a mandate which is described in the articles of association; § 8, which state that:

“The Company shall have an Election committee. The duty of the Election committee is to make recommendations to the General Assembly on nominations for candidates to be elected by the shareholders as Members and Deputy Members of the Board. The Election committee shall consist of four members, and its members shall be shareholders or representatives of shareholders. The Chair of the Board of Directors shall be a permanent member and the Chair of the Election committee and the three other members shall be elected by the General Assembly. Elected members of the Election committee shall be elected for a two-year period.”

2) Composition of the Board of Directors

The Board of Directors of Norwegian Air Shuttle ASA currently has the following composition of shareholder elected members:

Mr Bjørn H. Kise	Chair of the Board
Ms Liv Berstad	Deputy Chair
Ms Ada Kjeseth	Director
Mr Christian Fredrik Stray	Director

Ms Liv Berstad, Ms Ada Kjeseth and Mr Christian Fredrik Stray are up for re-election. The Election committee recommends that they are re-elected.

3) Remuneration

The Election committee proposes that fees to the Board be set as follows for 2017:

	2017	2016
• Chair of the Board	NOK 500,000	NOK 500,000
• Deputy Chair of the Board	NOK 300,000	NOK 300,000
• Directors of the Board (elected by the shareholders)	NOK 275,000	NOK 275,000
• Directors of the Board (elected by the employees)	NOK 75,000	NOK 50,000

Fornebu, April 2017

Bjørn H. Kise
Chair of the Election committee