

Nykredit announces preliminary result of the takeover offer

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Spar Nord Bank A/S
Executive Board



Spar Nord Bank A/S
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Nykredit has announced the preliminary result of the takeover offer

With reference to Spar Nord Bank A/S' (**Spar Nord**) company announcement no. 1/2025 concerning the all-cash voluntary takeover offer from Nykredit Realkredit A/S (**Nykredit**) for all shares (other than treasury shares held by Spar Nord) in Spar Nord (the **Offer**), Nykredit has today announced the preliminary result of the Offer. Nykredit's announcement is attached.

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Preliminary result

According to the terms and conditions of the Offer, the offer period expired on 20 May 2025 at 23:59 (CEST).

Based on a preliminary and non-binding summation of acceptances, Nykredit has received acceptances representing 72,169,403 Spar Nord shares equal to 61.32% of the share capital and voting rights in Spar Nord. Together with Nykredit's holding of Spar Nord shares, this corresponds to 96.54% of the share capital and voting rights in Spar Nord, excluding treasury shares held by Spar Nord.

The calculation remains subject to potential adjustments as part of a verification process, underway at Carnegie Investment Bank, Filial af Carnegie Investment Bank AB (publ), Sverige, which is appointed by Nykredit as settlement bank in relation to the Offer.

With reference to company announcement no. 12/2025, the relevant public authority approvals have been obtained. The minimum condition for acceptance, based on the preliminary summation of acceptances, is also fulfilled. At the date of this announcement, Nykredit thus considers all the conditions laid down in the offer document for completion of the Offer to

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In addition, subject to the applicable laws of Denmark and U.S. securities laws, including Rule 14e-5 under the U.S. Exchange Act, the financial advisers to Nykredit or their respective affiliates may also engage in ordinary course trading activities in securities of Spar Nord, which may include purchases or arrangements to purchase such securities.

It may not be possible for U.S. Shareholders to effect service of process within the United States upon Spar Nord, Nykredit or any of their respective affiliates, or their respective officers or directors, some or all of which may reside outside the United States, or to enforce against any of them judgments of the United States courts predicated upon the civil liability provisions of the federal securities laws of the United States or other U.S. law. It may not be possible to bring an action against Nykredit, Spar Nord and/or their respective officers or directors (as applicable) in a non-U.S. court for violations of U.S. laws. Further, it may not be possible to compel Nykredit and Spar Nord or their respective affiliates, as applicable, to subject themselves to the judgment of a U.S. court. In addition, it may be difficult to enforce in Denmark original actions, or actions for the enforcement of judgments of U.S. courts, based on the civil liability provisions of the U.S. federal securities laws.

The Offer, if consummated, may have consequences under U.S. federal income tax and under applicable U.S. state and local, as well non-U.S., tax laws. Each shareholder of Spar Nord is urged to consult its independent professional adviser immediately regarding the tax consequences of the Offer.

NEITHER THE U.S. SECURITIES AND EXCHANGE COMMISSION NOR ANY SECURITIES COMMISSION OR OTHER REGULATORY AUTHORITY IN ANY STATE OF THE U.S. HAS APPROVED OR DECLINED TO APPROVE THE OFFER OR THIS ANNOUNCEMENT, PASSED UPON THE FAIRNESS OR MERITS OF THE OFFER OR PROVIDED AN OPINION AS TO THE ACCURACY OR COMPLETENESS OF THIS ANNOUNCEMENT OR ANY OFFER DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENCE IN THE UNITED STATES.