

Company announcement no. 12

# Notice of Annual General Meeting

Pursuant to Article 13 of the Articles of Association, notice is hereby given that the Annual General Meeting of Spar Nord Bank A/S

will be held on 22 March 2023 at 3:30 pm at the address Europahallen, Aalborg Kongres & Kultur Center, Europa Plads 4, 9000 Aalborg, Denmark.

## Agenda

1. Election of chair of the meeting.

*The Board of Directors nominates Peter Frank Hansen, Attorney*

2. Report by the Board of Directors on the activities of the Company

3. Presentation of the audited parent company financial statements for approval and the consolidated financial statements.

4. Resolution as to the distribution of profit or covering of loss, as the case may be, according to the approved financial statements.

*The Board of Directors recommends the distribution of a dividend of DKK 4.50 per share.*

5. Presentation of and advisory vote on the remuneration report for 2022.

6. Approval of the level of remuneration of the Board of Directors for 2023.

7. Authorisation to the Board of Directors to buy treasury shares.

*With reference to section 198 of the Danish Companies Act, the Board of Directors recommends that it be authorised to permit the Company, in the period until the next Annual General Meeting, to acquire treasury shares having a nominal value of up to 10% of the share capital at the market price prevailing at the time of acquisition, subject to a deviation of up to 10%.*

8. Election of members to the Board of Directors; see Article 19(1) of the Bank's Articles of Association.

*The Board of Directors recommends the re-election of Per Nikolaj Bukh.*

*The Board of Directors recommends that Lisa Lund Holst, COO of Denmark's Export & Investment Fund, and Michael Lundgaard Thomsen, Manager, CCO of Aalborg Portland, be elected as member of the Board of Directors.*

*Reference is made to Spar Nord Bank's Annual Report for 2022 regarding information about the incumbent board member.*

9. Appointment of auditor.

*The Board of Directors proposes the appointment of Deloitte Statsautoriseret Revisionspartnerselskab (CVR No. 33963556) at the recommendation of the Audit Committee. The Audit Committee has not been influenced by third parties, nor has it been subject to any agreement with any third party that restricts the general meeting's appointment of certain auditors or audit firms.*

10. Proposals from the Board of Directors

*The Board of Directors proposes that the Company's share capital be reduced by nominally DKK 25,359,000 (equal to 2,535,900 shares of DKK 10 each) from nominally DKK 1,230,025,260 to nominally DKK 1,204,666,260 through the cancellation of treasury shares.*

*As a consequence of the capital reduction, the Board proposes that the wording of Article 2(1), first sentence, be amended to henceforth read as follows:*

*The Company's share capital amounts to DKK 1,204,666,260, divided into shares in the denomination of DKK 10.*

11. Any other business.

The proposals under item 10 of the agenda (amendments to the Articles of Association) must be adopted by a special majority as per article 17(2) of the Articles of Association (reproduced below). All other proposed resolutions may be passed by simple majority.

The notice convening the meeting, information on the total number of shares and voting rights at the date of the notice, the documents to be presented at the general meeting, including the audited annual report, the complete proposals to be submitted at the general meeting and forms to be used for voting by proxy and by letter will from 28 February 2023 be made available for inspection by the shareholders at the Company's offices and at [www.sparnord.dk](http://www.sparnord.dk).

The record date is 15 March 2023.

**Rights to attend and vote**

Any shareholder who has been recorded as of the record date or has requested that his shares be registered in the Register of Shareholders and who has ordered an admission card by Friday, 17 March 2023, is entitled to attend the General Meeting.

The shareholder is entitled to invite an adviser to the general meeting. If the shareholder wants to invite an adviser, the adviser must also request an admission card by Friday, 17 March 2023.

Admission cards may be ordered from [www.sparnord.com/about-spar-nord-bank/annual-general-meeting](http://www.sparnord.com/about-spar-nord-bank/annual-general-meeting).

A proxy form and a document for use when voting by letter may be downloaded from [www.sparnord.com/about-spar-nord-bank/annual-general-meeting](http://www.sparnord.com/about-spar-nord-bank/annual-general-meeting) and be sent to Euronext Securities, Nicolai Eigtveds Gade 8, DK-1402 Copenhagen K, E-mail: [cph-investor@euronext.com](mailto:cph-investor@euronext.com).

Any proxy form must reach Euronext Securities by 17 March 2023, and postal votes must reach Euronext Securities by 21 March 2023 at noon.

The provisions of the Articles of Association regarding voting rights are as follows:

Section 11(1). A shareholder who owns at least 20,000 shares (a major shareholder) on the record date one week before the general meeting is entitled to exercise his voting rights at the general meeting.

Article 13(4). The right of shareholders to exercise their voting rights at general meetings is exercised through the delegates. However, this does not apply to the shareholders referred to in Article 11(1).

Article 18(1). Delegates who are also members of the Bank Committees represent the share capital that has been registered as belonging to the relevant shareholder region as of the record date one week before the relevant general meeting. Each delegate represents equal fractions of the share capital, calculated based on the number of delegates immediately prior to the general meeting.

Article 18(2). A major shareholder, see Article 11(1), represents the share capital that has been registered as of the record date one week before the general meeting, or regarding which a request for registration has been made as of the same date

Article 18(3). In order to be entitled to vote at the general meeting, a delegate or the major shareholder must have requested an admission card no later than three days before a general meeting.

Article 17(2). A resolution to amend the Articles of Association or to dissolve the Company is subject to the proposal being adopted by two-thirds of the votes cast as well as of the voting stock represented at the general meeting.

Spar Nord Bank's share capital amounts to DKK 1,230,025,260, divided into shares of DKK 10 each.

Until the date of the general meeting, shareholders may ask questions concerning the agenda or documents etc. for use at the general meeting by contacting the Company.

**Spar Nord Bank A/S**  
Kjeld Johannesen  
Chairman of the Board of Directors