

# Vestjysk Bank A/S

Annual General Meeting

Monday, 23 March 2020, 3.00 pm (CET)

## Complete proposals

### 1. Oral report by the Board of Directors on the Bank's activities during the past year

The Board of Directors recommends that the report be approved.

### 2. Presentation of the audited annual report for adoption

The Board of Directors recommends that the Annual Report be adopted.

### 3. Resolution on appropriation of profit or loss in accordance with the approved annual report

The Board of Directors proposes that the profit for the year be appropriated as follows:

- Transfer of TDKK 18,539 to "Holders of core capital"
- Transfer of TDKK 441,450 to equity

### 4. Approval of remuneration of the Board of Directors in the current financial year

The Board of Directors proposes the following changed remuneration of the board members for the financial year 2020:

- Ordinary board members receive DKK 200,000 (previously DKK 150,000),
- The Chairman receives DKK 500,000 (previously DKK 400,000),
- The Deputy Chairman receives DKK 350,000 (previously 250,000),
- The audit committee chairman receives a supplement of DKK 75,000 (previously DKK 50,000)
- The risk committee chairman receives a supplement of DKK 50,000 (unchanged),
- The nomination committee and remuneration committee chairmen receive a supplement of DKK 25,000, each per chairmanship (unchanged),
- Ordinary members of the audit committee receive a supplement of DKK 38,000 (previously DKK 25,000),
- Ordinary members of the risk committee receive a supplement of DKK 25,000 (unchanged), and
- Ordinary members of the nomination committee and the remuneration committee receive a supplement of DKK 10,000 each per committee (unchanged).

### 5. Election of members to the Board of Directors, including the Chairman and Deputy Chairman

In accordance with article 9.1 of the Articles of Association, the Board of Directors shall consist of not fewer than four and not more than eight members elected by the general meeting. The members of the Board of Directors elected by the general meeting are elected for a one-year term, why the term of all such board members expires at the Annual General Meeting.

#### A. Election of Chairman

The Board of Directors proposes that Kim Duus be re-elected as Chairman of the Board of Directors.

#### B. Election of Deputy Chairman

The Board of Directors proposes that Lars Holst be re-elected Deputy Chairman of the Board of Directors.

#### C. Election of other members to the Board of Directors

The Board of Directors proposes that Bent Simonsen, Bolette van Ingen Bro, Hans Nicolai Hansen and Karina Boldsen all be re-elected, and that Claus Jensen be elected as a new member of the Board of Directors.

Information about the candidates' other executive functions and background is available at the Bank's website, [www.vestjyskbank.dk](http://www.vestjyskbank.dk).

## **6. Appointment of auditor**

The Board of Directors proposes re-appointment of PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab 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.

## **7. Proposals from the Board of Directors**

### **A. Approval of remuneration policy**

The Board of Directors proposes that the general meeting approves the Bank's remuneration policy as approved by the Board of Directors at the recommendation of the Remuneration Committee.

The revised remuneration policy is applicable to the management and risk takers of the Bank and is prepared in accordance with the Financial Business Act, sections 139 and 139a of the Danish Companies Act and the Danish Corporate Governance Recommendations issued by the Committee on Corporate Governance.

The remuneration policy replaces the Bank's current remuneration policy, which was approved at the Annual General Meeting held on 25 March 2019.

The revised remuneration policy contains a general update in accordance with the Danish Companies Act's requirements for remuneration policies for listed companies, particularly regarding the process for grants and adjustment of the remuneration policy as well as remuneration for individual members of management. The revised remuneration policy does not entail significant amendments to the framework for remuneration for the Executive Board, risk takers and the Board of Directors, as it is noted that the Bank continues not to offer variable remuneration for the Board of Directors or the Executive Board.

The remuneration policy is available in its entirety at the Bank's website.

### **B. Proposal to amend article 4.1 of the Articles of Association regarding the shareholder registrar**

The Bank's shareholder registrar, VP Investor Services A/S, has on 17 January 2020 merged with VP Securities A/S, with the latter as the surviving entity. The Board of Directors therefore proposes that article 4.1 of the Articles of Association be amended to reflect the new name and company registration number (CVR number) of the shareholder registrar:

*"The shares shall be registered in the names of the holders and shall be entered in the Bank's register of shareholders. The Bank's register of shareholders shall be kept by VP SECURITIES A/S, CVR no. 21599336, which has been appointed to keep the register on behalf of the Bank. The shares shall be issued through VP SECURITIES A/S, CVR no. 21599336 in accordance with the statutory provisions governing the issue of dematerialised securities."*

### **C. Proposal to amend article 7.1 of the Articles of Association regarding the standard agenda**

The Board of Directors proposes that article 7.1 of the Articles of Association be amended so that the standard agenda for the Annual General Meeting will include a presentation of and advisory vote on the remuneration report. The advisory vote is required under new regulation set out in the Danish Companies Act, which will be effective from the Annual General Meeting in 2021.

The Board of Directors proposes that article 7.1 of the Articles of Association be amended to the following wording:

*“The agenda of the annual general meeting shall include:*

- 1. The Board of Directors’ oral report on the activities of the Bank during the past year;*
- 2. Presentation and adoption of the audited annual report;*
- 3. Resolution on the distribution of the profit or loss recorded in the annual report adopted by the general meeting;*
- 4. Presentation of the remuneration report for an advisory vote;*
- 5. Approval of remuneration to the Board of Directors in the current financial year;*
- 6. Election of members of the Board of Directors, including the chairman and the vice-chairman;*
- 7. Election of auditor(s);*
- 8. Any proposals from the Board of Directors.”*

The amended Articles of Association are available at the Bank’s website.

#### **D. Proposal to authorise the Board of Directors to allow the Bank to acquire own shares**

The Board of Directors proposes that the Board of Directors be authorised in the period until 23 March 2025 to allow the Bank to acquire own shares with a nominal value of up to 10 % of the Bank’s share capital, provided that the Bank’s holding of own shares does not at any time exceed 10 % of the share capital. The purchase price of the shares in question may not deviate by more than 10 % from the price quoted on Nasdaq Copenhagen on the date of acquisition.

#### **8. Proposal to grant authorisation to the chairman of the meeting**

The Board of Directors proposes that the chairman of the general meeting (with a right of substitution) be authorised to file the adopted proposals with the Danish Business Authority, including making any changes or additions to the filing to the Danish Business Authority that may be required by the Authority in order to register the filing.

#### **9. Any other business**

##### **Majority requirement**

Adoption of the proposals under items 7.B and 7.C of the agenda require a majority of at least two-thirds of the votes cast as well as of the voting share capital represented at the general meeting.

As the proposals to amend the Articles of Association in items 7.B and 7.C have been put forward by the Board of Directors, the quorum requirement set out in the first and second paragraphs of article 8.8 of the Articles of Association do not apply to this proposal.

All other proposals may be adopted by a simple majority of votes.

##### **Personal data**

For further information on how Vestjysk Bank collects and processes personal data reference is made to the bank’s website <https://www.vestjyskbank.dk/english/processing-of-personal-data>, where information on the bank’s policy on treatment of, and information regarding, the protection of personal data is available.

#### **Vestjysk Bank A/S**

The Board of Directors