

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 Tuesday, 19 March 2024 at 3:30 pm in Europahallen, Aalborg Kongres & Kultur Center, at the address 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 10 per share.

5. Presentation of the Company's remuneration policy for approval

6. Presentation of and advisory vote on the remuneration report for 2023

7. Approval of the level of remuneration of the Board of Directors for 2024

8. 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 %.

9. Proposals from the Board of Directors:

A. Proposal from the Board of Directors that the Company's share capital be reduced by nominally DKK 27,645,950 (equal to 2,764,595 shares of DKK 10 each) from nominally DKK 1,204,666,260 to nominally DKK 1,177,020,310 through the cancellation of treasury shares.

As a consequence of the capital reduction, the Board proposes that the wording of Article 2(1) be amended to read as follows: "The Company's share capital amounts to DKK 1,177,020,310, divided into shares in the denomination of DKK 10. The share capital is fully paid up."

B. *Proposal from the Board of Directors that the election term for board members from 2024 be reduced from two years to one year.*

As a consequence hereof, the Board proposes that the wording of Article 19(2) be amended to read as follows: "The members of the Board of Directors are elected for a term of one year at a time."

If the above proposed amendment to Article 19(2) is adopted, it is proposed that Article 19(4) be deleted as a consequence thereof.

C. *Proposal from the Board of Directors that the Articles of Association stipulate that, in the event of an equality of votes, the Chairman, or in his absence the Deputy Chairman, has the casting vote.*

Consequently, the Board proposes that a new subsection (2) be inserted in Article 20 of the Articles of Association, which will read as follows: "Board resolutions are adopted by a simple majority of votes. In the event of an equality of votes, the Chairman, or in his absence the Deputy Chairman, has the casting vote."

If the above-mentioned new subsection (2) is adopted, the current subsection (2) will be inserted as a new subsection (3).

10. Election of members to the Board of Directors:

The Board of Directors recommends the re-election of Kjeld Johannesen, Henrik Sjøgreen and Morten Bach Gaardboe.

In addition, the Board of Directors proposes that Mette Louise Kaagard be elected as a member of the Board of Directors. Details about Mette Louise Kaagaard are provided below:

- *Year of birth:*
1968
- *Management and board experience:*
Management experience since 2001. Board experience since 2012
- *Other managerial duties in commercial undertakings:*
General Manager/CEO, Microsoft Denmark and Iceland since 2013
- *Areas of expertise:*
Strategy and management, digitalisation, cyber risk, digital models, technology, M&A and risk management. Extensive industry experience from finance, IT, media, the public sector and professional services.

- Education:
HD Diploma in Organisation & IT, Copenhagen Business School (CBS) (1993) and Master, Mechanical Engineering, Technical University of Denmark (1991).
- Independent:
Yes

Reference is made to the Company's annual report regarding information about the incumbent board members.

11. Appointment of auditor

At the recommendation of the Audit Committee, the Board of Directors proposes the appointment of Deloitte Statsautoriseret Revisionspartnerselskab (CVR No. 33963556) as the auditor of the financial statements and to provide an assurance report on the sustainability report. 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.

12. Any other business

The proposals under item 9 of the agenda on amendments to the Articles of Association must be adopted by a special majority as per article 17(2) of the Articles of Association, which is 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 26 February 2024 be made available at www.sparnord.com/annual-general-meeting.

The record date is 12 March 2024.

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 15 March 2024, 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 15 March 2024.

Admission cards may be ordered from Euronext Securities, Nicolai Eigtvæds Gade 8, DK-1402 Copenhagen K, tel. +45 43 58 88 66, e-mail: cph-investor@euronext.com.

A proxy form and a document for use when voting by letter may be downloaded from www.sparnord.com/annual-general-meeting and be sent to Euronext Securities, Nicolai Eigtvæds Gade 8, DK-1402 Copenhagen K, e-mail: cph-investor@euronext.com.

Any proxy form must reach Euronext Securities by 15 March 2024, and postal votes must reach Euronext Securities by 18 March 2024 at noon.

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

Article 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 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. In calculating the voting share capital, shares not registered in the name of the holder or shares regarding which a request for registration in the name of the holder has not been made shall not be included.

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 general meetings, a delegate or the major shareholder must have registered no later than three days before the general meeting (see Article 13(6)).

Spar Nord Bank's share capital amounts to DKK 1,204,666,260, 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.

The Annual General Meeting will be live streamed via the InvestorPortal, which can be accessed via www.sparnord.com/annual-general-meeting. This will not be a partially electronic general meeting, see section 77 of the Danish Companies Act, and shareholders can thus not vote electronically or ask questions/provide comments during the Annual General Meeting.

The live stream of the Annual General Meeting will be recorded and subsequently be made available at www.sparnord.com/annual-general-meeting.

The Company processes personal data about its shareholders as part of the management of the Company's register of shareholders and other communications. The following information is processed: name, address,



other contact details, VP account number, shareholding and information about participation at events. Information on how the Company generally processes personal data is available at www.sparnord.com.

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