

Notice convening an extraordinary general meeting

Pursuant to Article 14 of the Articles of Association, notice is hereby given that an extraordinary general meeting of

Spar Nord Bank A/S

will be held on Tuesday, 24 June 2025 at 3:30 pm at Aalborg Kongres og Kultur Center, Europa Plads 4, 9000 Aalborg.

The Board of Directors has received a request from Nykredit Realkredit A/S ("**Nykredit**"), which owns more than 5% of the Company's share capital, to convene an extraordinary general meeting to consider the matters set out in the agenda below.

Agenda

1. Election of chair of the meeting

The Board of Directors nominates attorney Tomas Haagen for election as chair of the meeting.

2. Election of members to the Board of Directors

Nykredit has nominated Michael Rasmussen, Anders Jensen, Tonny Thierry Andersen, Pernille Sindby, and David Hellemann for election as new members of the Board of Directors. All current members of the Board of Directors elected by the general meeting have given notice of their resignation from the Board of Directors in connection with the extraordinary general meeting.

Please refer to annex 1 for information on the education, experience, independence and other managerial positions of the nominated candidates.

3. Removal of auditor and appointment of new auditor

Proposal by Nykredit to remove Deloitte Statsautoriseret Revisionspartnerselskab (CVR no. 33963556) as the Company's auditor and to appoint EY Godkendt Revisionspartnerselskab (CVR no. 30700228) as new auditor to audit the Company's annual financial statements and to issue an assurance report on the Company's sustainability reporting.

The rationale for the proposal is that, following the completion of Nykredit's voluntary public tender offer for the Company's shares, the Company has become a subsidiary of Nykredit, and it is a statutory requirement that Nykredit's auditor must also be the auditor of the Company, cf. section 199(2) of the Danish Financial Business Act. Thus, there is a justified reason to remove the Company's current auditor before the end of the term, cf. section 146(1) of the Danish Companies Act.

4. Amendment of the Articles of Association

Proposal by Nykredit to amend the Company's Articles of Association by deletion of the provisions regarding registered office municipality, shareholder regions, bank committees, electronic shareholder meetings, shareholders' meetings, major shareholders, and voting through delegates. The proposal entails the deletion of Articles 1(2), 6, 7, 8, 9, 10 and 11 as well as annex 2, and amendment of Articles 5(1), 13(2) and (4) and 18 in accordance with the attached appendix 2, which contains the complete proposals for the amendments to the Articles of Association, and appendix 3, which contains a draft of the amended Articles of Association with tracked changes compared to the existing Articles of Association.

Majority requirements

The proposal under item 4 of the agenda on amendments to the Articles of Association must be adopted by at least two-thirds of the votes cast as well as the voting share capital represented at the general meeting, cf. Article 17(2) of the Articles of Association. The proposals under agenda items 1, 2 and 3 on election of the chair of the meeting, election of members to the Board of Directors, and removal and election of auditor can be adopted by a simple majority.

The notice convening the meeting, information on the total number of shares and voting rights at the date of the notice, the complete proposals to be submitted at the general meeting and forms to be used for voting by proxy and by letter will from 2 June 2025 be made available at www.sparnord.dk/general-forsamling.

The record date is 17 June 2025.

Rights to attend and vote

Any shareholder who as of the record date has been recorded or has requested that his shares be recorded in the Register of Shareholders and who has ordered an admission card no later than 20 June 2025 is entitled to attend the general meeting.

The shareholder is entitled to bring an adviser to the general meeting. If the shareholder wishes to bring an adviser, the adviser must also request an admission card no later than 20 June 2025.

Admission cards may be ordered from Euronext Securities, Nicolai Eigveds Gade 8, 1402 Copenhagen K, phone: +45 43 58 88 66, email: cph-investor@euronext.com.

A proxy form and a document for use when voting by letter are available at www.sparnord.dk/general-forsamling and can be submitted prior to the general meeting to Euronext Securities, Nicolai Eigveds Gade 8, 1402 Copenhagen K, email: cph-investor@euronext.com.

Proxies must be received by Euronext Securities no later than 20 June 2025, and postal votes must be submitted no later than 23 June 2025 at 12:00 PM.

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

Article 11: A shareholder who owns at least 20,000 shares (major shareholder) on the record date one week before the general meeting has the right to exercise 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 major shareholders referred to in Article 11.

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, 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 1,177,020,310, 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.

No catering will be provided at the 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 etc. Information on how the Company processes personal data is available at www.sparnord.dk.

Yours sincerely

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