

Nasdaq OMX Copenhagen

Company Announcement no. 27/2012

13 November 2012

Extraordinary General Meeting of Spar Nord Bank A/S

On 13 November 2012, an Extraordinary General Meeting was held at Spar Nord Bank A/S ("Spar Nord").

At the Extraordinary General Meeting, a proposal moved by the Board of Directors to complete the merger between Spar Nord and Sparbank A/S ("Sparbank"), in accordance with the merger plan of 11 October 2012, was adopted. It appeared from the proposal that the merger results in the following amendments to the Articles of Association:

- An increase of Spar Nord's share capital by nominally DKK 113,922,980 from nominally DKK 1,141,376,200 to nominally DKK 1,255,299,180. The new shares will be issued as consideration to the shareholders of Sparbank. As a result of the increase, Article 2(1) has been amended.
- In connection with the merger, Spar Nord will take over the name and ancillary names of Sparbank, which will be adopted as new ancillary names of Spar Nord. They have been included in Annex 1 to the Articles of Association.
- In connection with the merger, Spar Nord has succeeded to Sparbank's agreement on state-funded capital injection. The terms and conditions of the state-funded capital injection taken over appear from a new Article 3d included in the Articles of Association, and the authorization of the Board of Directors to implement the necessary capital increase if the right of conversion pursuant to Article 3d is exercised appears from a new Article 3c in the Articles of Association.
- Sparbank's agreement on state-funded capital injection was included in its entirety as Annex 4 to the Articles of Association, and an agreement regarding an amendment of and clarification of agreements on state-funded capital injection, according to which the Danish Ministry of Business and Growth accepts the transfer of Sparbank's agreement to Spar Nord, has been included as Annex 5 to the Articles of Association.

Spar Nord Bank A/S

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The shareholders of Sparbank in general meeting approved the merger on 12 November 2012, and the completion of the merger between Spar Nord and Sparbank is now only conditional upon approval of the merger by the Danish Financial Supervisory Authority pursuant to section 204 of the Danish Financial Business Act, and that the details regarding the merger are filed for registration with the Danish Businesses Authority no later than on 13 November 2012. Spar Nord will publish a company announcement when the Danish Financial Supervisory Authority has approved the merger, expected to take place on 14 November 2012.

The Board of Directors' proposals regarding other amendments to the Articles of Association were adopted:

- The maximum number of members of the Board of Directors was increased from 6 to 7 members, pursuant to Article 16(1) of the Articles of Association.
- Spar Nord's composition of shareholder regions was changed; accordingly, two new shareholder regions, Holstebro and Viborg, were included in Annex 2 to the Articles of Association.
- Spar Nord's existing Registrar of Shareholders, Computershare A/S, CVR no. 27 08 88 99, was replaced by VP Investor Services A/S, CVR no. 30 20 11 83 (Article 1(4) of the Articles of Association).

The Board of Directors' proposal for election of a new board member was adopted. Thus, Fritz Dahl Pedersen was elected as a new member of the Board of Directors of Spar Nord.

Please direct any questions you may have to Ole Madsen, SVP Corporate Communication, who can be reached on tel. +45 9634 4010.

Sincerely yours,
Spar Nord Bank A/S

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