

Company announcement no. 4

# 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 23 March 2022 at 3:30 pm at the address Europahallen, Aalborg Kongres & Kultur Center, Europa Plads 4, 9000 Aalborg, Denmark.

**Spar Nord Bank A/S  
Executive Board**



Spar Nord Bank A/S  
Skelagervej 15  
9000 Aalborg, Denmark

Sort code: 9190  
Swift spno dk 22

28.02.2022

## 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 2.50 per share.*

5. Authorisation to the Board of Directors to distribute extraordinary dividends.

*The Board of Directors recommends that it be authorised, in the period until the next Annual General Meeting, to pass resolutions on distribution of extraordinary dividends of up to DKK 2.50 per share.*

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

7. Presentation of and advisory vote on the remuneration report for 2021.
  8. Approval of the level of remuneration of the Board of Directors for 2022.
  9. 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%.

10. 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 Kjeld Johnsen, Morten Gaardboe and Henrik Søgreen.

Reference is made to Spar Nord Bank's Annual Report for 2021 regarding information about each of the incumbent board members.

- ## 11. 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.

- #### **12. Proposals from the Board of Directors:**

- A. The Board of Directors proposes an amendment to Article 3 of the Articles of Association regarding authorisation to the Board of Directors to increase the Company's share capital so that the authorisation is extended for another four years until 2026.

Article 3 subsequently has the following wording:

(1)

The Board of Directors is authorised to make a decision to increase the Company's share capital in the period ending on 30 April 2026 by a maximum of nominally DKK 246,005,052 by way of one or more issues. The new shares, which are issued to named holders, will rank pari passu with existing shares.

which are issued to named holders, will rank pari passu with existing shares. The Company's share capital may be increased by cash contributions. The increase of the Company's share capital is effected with pre-emptive rights for the Company's existing shareholders, and the new shares may be subscribed for at a discount to the market price.

(2)

The new shares subscribed for pursuant to the authorisation in Article 3(1) are negotiable instruments, issued to named holders and rank for dividends and any other rights in the Company as from such time as is determined by the Board of Directors in its decision regarding the capital increase.

(3)

The Board of Directors is authorised to make a decision to increase the Company's share capital in the period ending on 30 April 2026 by a maximum of nominally DKK 246,005,052 by way of one or more issues. The new shares, which are issued to named holders, will rank pari passu with existing shares. The Company's share capital may be increased by cash contributions or in any other manner.

The increase of the Company's share capital is effected without pre-emptive rights for the Company's existing shareholders, and the capital increase must be carried out at market price.

(4)

The new shares subscribed for pursuant to the authorisation in Article 3(3) are negotiable instruments, issued to named holders and rank for dividends and any other rights in the Company as from such time as is determined by the Board of Directors in its decision regarding the capital increase.

(5)

Pursuant to the authorisations granted under Articles 3(1) and (3), the Board of Directors may increase the Company's share capital by a total maximum of nominally DKK 246,005,052.

B. The Board of Directors proposes an amendment to Article 6(2) of the Articles of Association regarding shareholder regions. The amendment represents a specification that a shareholder is regularly registered as belonging to the shareholder region in which the shareholder resides, unless the shareholder has a wish to belong to a specific shareholder region.

Article 6(2) subsequently has the following wording:

In connection with the acquisition of shares through one of the branches of Spar Nord Bank, a shareholder may choose to be registered as a shareholder in any shareholder region. If he does not specify any region, or if the acquisition takes place through another bank, for example, then the shareholder will be registered as belonging to the shareholder region which – according to Annex 2 to the Articles of Association – includes the address or postal code reported through VP Securities A/S to the Company as the shareholder's address or business address.

A shareholder can only be registered in one shareholder region, but may request in writing to be transferred to another shareholder region.

### 13. Any other business

The proposals under item 12 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 convening notice, the total number of shares and voting rights as of the date of the notice, the documents to be presented at the general meeting, including the audited annual report, the complete proposals expected to be presented at the annual general meeting, and the forms to be used for voting by proxy and by letter, will from 1 March 2022 be available for inspection by the shareholders at the Company's offices and at [www.sparnord.dk](http://www.sparnord.dk).

The record date is 16 March 2022.

#### 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 18 March 2022, 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 18 March 2022.

Admission cards may be ordered from Euronext Securities, Nicolai Eigtveds Gade 8, DK-1402 Copenhagen K, tel. +45 43 58 88 66, E-mail: [vp\\_vpinvestor@euronext.com](mailto:vp_vpinvestor@euronext.com).

A proxy form and a document for use when voting by letter may be downloaded from [www.sparnord.dk](http://www.sparnord.dk) and be sent to Euronext Securities, Nicolai Eigtveds Gade 8, DK-1402 Copenhagen K, tel. +45 43 58 88 66, E-mail: [vp\\_vpinvestor@euronext.com](mailto:vp_vpinvestor@euronext.com)

Any proxy form must reach Euronext Securities by 18 March 2022, and postal votes must reach Euronext Securities by 22 March 2022 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 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 Johannessen  
Chairman of the Board of Directors

