

AGENDA AND FULL PROPOSALS



Ringkjøbing
Landbobank

Agenda for the annual general meeting at 5:00 p.m. on Wednesday, 4 March 2026:

- 1. Election of chairperson**
The board of directors proposes that Allan Østergaard Sørensen, attorney-at-law, chair the general meeting.
- 2. The board's report on the bank's activities in the previous year**
The board of directors proposes that the board's report on the bank's activities in the previous year be adopted.
- 3. Presentation of the annual report for approval**
The board of directors proposes that the annual report for 2025 be approved.
- 4. Decision on allocation of profit or covering of loss under the approved annual report**
The board of directors proposes that the distribution of profit be approved.
- 5. Consultative vote on the remuneration report**
The board of directors proposes that the remuneration report for 2025 be approved.
- 6. Approval of the remuneration of the board of directors for the current financial year**
The shareholders' committee and the board of directors propose that the remuneration of the board of directors for the current financial year be approved.
For more information, please see the full proposals.
- 7. Election of members to the shareholders' committee**
See the full proposals.
- 8. Election of one or more auditors**
In accordance with the audit committee's recommendation, the shareholders' committee and the board of directors propose the re-election of PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab.
For more information, please see the full proposals.
- 9. Authorisation for the board of directors to permit the bank to acquire its own shares**
The board of directors proposes that it be granted authorisation to permit the bank to acquire its own shares, in accordance with current legislation, until the next annual general meeting, to a total nominal value of ten percent (10%) of the share capital, such that the shares can be acquired at current market price plus or minus ten percent (+/- 10%) at the time of acquisition.
For more information, please see the full proposals.
- 10. Any proposals from the board of directors, the shareholders' committee or shareholders**
 - 10.a. Proposed amendments to the articles of association**
See the full proposals.
 - 10.b. Proposal to reduce the bank's share capital by nom. DKK 1,108,147 by cancellation of its own shares**
See the full proposals.
 - 10.c. Proposed authorisation for the board of directors or its appointee**
See the full proposals.

Item 6 of the agenda:

The shareholders' committee and the board of directors propose that the board members, nomination committee members and audit committee members be paid the following amounts of remuneration for the current financial year, i.e. financial year 2026, and that the general meeting approve the remuneration.

Fixed annual fee (DKK)

Board of directors	Nomination committee	Audit committee
Chair..... 760,000	Chair..... 120,000	Chair..... 120,000
Deputy chair 506,000	Member 60,000	Member 60,000
Member 380,000		

Item 7 of the agenda:

In accordance with article 12 of the articles of association, the following members of the shareholders' committee are resigning by rotation:

- Anette Ørbæk Andersen
- Dennis Christian Conradsen
- Claus Dalgaard
- Poul Johnsen Høj
- Erik Jensen
- Anne Kaptain
- Carl Erik Kristensen
- Karsten Madsen
- Mattias Manstrup
- Jacob Møller
- Bjarne Bjørnkjær Nielsen
- Tommy Rahbek Nielsen
- Bente Skjørbæk Olesen
- Birgitte Rom
- Karsten Sandal
- Lone Rejkjær Söllmann
- Egon Sørensen
- Peer Buch Sørensen
- Lise Kvist Thomsen
- Dorte Zachø
- John Chr. Aasted

In addition, Tonny Hansen must retire from the shareholders' committee in accordance with the provision of the articles of association regarding the age limit.

Item 7 of the agenda – continued:

The shareholders' committee and the board of directors propose re-election of the following members:

- Anette Ørbæk Andersen, manager, Skjern, born 1963
- Dennis Christian Conradsen, CEO, Frederikshavn, born 1984
- Claus Dalgaard, manager, Ringkøbing, born 1962
- Poul Johnsen Høj, fishing boat skipper, Hvide Sande, born 1964
- Erik Jensen, manager, Skjern, born 1965
- Anne Kaptain, chief legal and HR officer, Sæby, born 1980
- Carl Erik Kristensen, manager, Hvide Sande, born 1979
- Karsten Madsen, attorney-at-law (supreme court), Sæby, born 1961
- Mattias Manstrup, managing partner and commercial estate agent, Aabybro, born 1978
- Jacob Møller, CEO, Ringkøbing, born 1969
- Bjarne Bjørnkjær Nielsen, manager, Skjern, born 1973
- Tommy Rahbek Nielsen, president, Foersum, born 1970
- Bente Skjørbæk Olesen, shop owner, Vemb, born 1971
- Birgitte Rom, sales manager, Gjellerup, born 1972
- Karsten Sandal, manager, Ølstrup, born 1969
- Lone Rejkjær Söllmann, finance manager, Tarm, born 1968
- Egon Sørensen, insurance broker, Spjald, born 1965
- Peer Buch Sørensen, draper, Frederikshavn, born 1967
- Lise Kvist Thomsen, manager, Virum, born 1984
- Dorte Zacho, self-employed business consultant, Aulum, born 1972
- John Christian Aasted, manager, Aalborg, born 1961

The shareholders' committee and the board of directors propose the following for election:

- Frederik August Grønkjær Anneberg, Grønbjerg, born in 1987, educated as a freight forwarder. Frederik August Grønkjær Anneberg is employed by Anneberg Transport A/S, where he is also part of the management team, and he is a co-owner of the Anneberg Transport Group.

In recruiting and proposing candidates for the shareholders' committee (election and re-election), the committee and board of directors have focused on ensuring a diverse committee membership in terms of business experience, professional qualifications and expertise, gender, age etc.

Item 8 of the agenda:

We advise as follows concerning item 8 of the agenda:

In accordance with the audit committee's recommendation, the shareholders' committee and the board of directors propose that PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab be re-elected as external auditor and sustainability auditor.

The audit committee is free from influence by any third parties and has not been subject to any agreement with a third party restricting the general meeting's choice to specific auditors or audit firms.

Following a decision by the Danish Business Authority, we advise that after the merger of Ringkøbing Landbobank A/S and Nordjyske Bank A/S in June 2018, PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab is deemed to have been elected auditor of Ringkøbing Landbobank A/S for the first time on 8 June 2018.

Item 9 of the agenda:

The proposal is made under the provisions of the Danish Companies Act since the bank wants to be able to trade in its own shares, including acquiring its own shares and implementing share buyback programmes.

Item 10.a. of the agenda:

The shareholders' committee and the board of directors propose the following amendments to the articles of association:

Art. 2a:

It is proposed that the authorisation in article 2a be extended to 3 March 2031.

Existing wording of the article:

"The general meeting has decided to authorise the board of directors to increase the share capital in one or more rounds by up to nom. DKK 5,078,339 with right of pre-emption for the bank's existing shareholders. The capital increase shall be fully paid up in cash. The capital increase may be below the market price. This authorisation shall apply until 4 March 2030."

Proposed new wording of the article:

"The general meeting has decided to authorise the board of directors to increase the share capital in one or more rounds by up to nom. DKK 5,078,339 with right of pre-emption for the bank's existing shareholders. The capital increase shall be fully paid up in cash. The capital increase may be below the market price. This authorisation shall apply until 3 March 2031."

Art. 2b:

It is proposed that the authorisation in article 2b be extended to 3 March 2031.

Existing wording of the article:

"The general meeting has decided to authorise the board of directors to increase the share capital in one or more rounds by up to nom. DKK 2,539,169 without right of pre-emption for the bank's existing shareholders. The capital increase may be by cash payment or contribution of an existing company or specific asset values corresponding to the value of the shares issued. The capital increase shall be fully paid up at the market price ascertained by the board of directors. This authorisation shall apply until 4 March 2030."

Proposed new wording of the article:

"The general meeting has decided to authorise the board of directors to increase the share capital in one or more rounds by up to nom. DKK 2,539,169 without right of pre-emption for the bank's existing shareholders. The capital increase may be by cash payment or contribution of an existing company or specific asset values corresponding to the value of the shares issued. The capital increase shall be fully paid up at the market price ascertained by the board of directors. This authorisation shall apply until 3 March 2031."

It is noted that the authorisations in articles 2a and 2b remain subject to the provisions of articles 2c-2e, including that the authorisations may, in aggregate, be used to increase the share capital by a maximum of nominal DKK 5,078,339.

The background to the proposals regarding articles 2a and 2b is that the board of directors seeks to ensure continued flexibility regarding the granting of authorisations to the board of directors.

Item 10.b. of the agenda:

The board of directors proposes a reduction in the bank's share capital from nom. DKK 25,391,697 to nom. DKK 24,283,550 by cancellation of 1,108,147 nom. DKK 1 shares from the bank's holding of its own shares of a nominal value of DKK 1,108,147.

Please note that, in accordance with section 188(1) of the Danish Companies Act, the purpose of the reduction in the bank's share capital is payment to shareholders. The amount of the reduction has been used as payment to shareholders for shares acquired by the bank under the authorisation previously granted to the board of directors by the general meeting.

The share capital will consequently be reduced by nom. DKK 1,108,147 and the bank's holding of its own shares will be reduced by 1,108,147 nom. DKK 1 shares. Please note that, in accordance with section 188(2) of the Danish Companies Act, the shares in question were acquired for a total sum of DKK 1,499,984,166. This means that, apart from the reduction in nominal capital, DKK 1,498,876,019 has been paid to shareholders.

The purpose of the board of directors' proposed reduction of the share capital is to maintain flexibility in the bank's capital structure.

If the proposal is adopted, the following changes will be made to articles 2, 2a, 2b and 2c of the articles of association:

- Art. 2: The amount of "25,391,697" will be changed to "24,283,550"
- Art. 2a: The amount of "5,078,339" will be changed to "4,856,710"
- Art. 2b: The amount of "2,539,169" will be changed to "2,428,355"
- Art. 2c: The amount of "5,078,339" will be changed to "4,856,710"

Item 10.c. of the agenda:

The board of directors proposes that the board of directors, or its appointee, be authorised to report the decisions which have been adopted at the general meeting for registration and to make such changes to the documents submitted to the Danish Business Authority as the Authority may require or find appropriate in connection with registration of the decisions of the general meeting.

Disclaimer:

This document is a translation of an original document in Danish. The original Danish text shall be the governing text for all purposes and in case of any discrepancy the Danish wording shall be applicable.

