

**Company announcement no. 4/2023**

Holbæk, 14 February 2023

**Sparekassen Sjælland-Fyn A/S convenes Annual General Meeting on Thursday 9 March 2023 at 4:00 pm**

The general meeting will be held in Boxen, Østre Havnevej 11, 4300 Holbæk, Denmark.

**Agenda:**

1. The Board of Director's report on Sparekassen's activities the past year.
2. Presentation of the audited annual report for approval.
3. Adoption of distribution of profits or coverage of losses in accordance with the approved annual report

The Board of Directors proposes that the profit for the year be appropriated as follows:

- Transfer of DKK 26,113,970 to holders of hybrid core capital
- Dividend payment of DKK 6.00 per share with a nominal value of DKK 10, corresponding to a total dividend amount of DKK 104,249,838
- Allocation of DKK 241,401,306 to equity

4. Indicative vote on the approval of the remuneration report
5. Election of members to the Board of Representatives

In accordance with the Articles of Association, seven members must be elected at the annual general meeting. The following seven candidates are listed in alphabetic order by surname:

Director Connie Christensen  
CEO Anders Hestbech  
Machinery Dealer Gert Jensen  
CEO Liselotte Munk  
Quality Manager Marie Bruun de Neergaard  
Head of Programme Kirsten Hede Nielsen  
CEO Karina Wellendorph

6. Election of auditor.

The Board of Directors proposes re-election of Deloitte Statsautoriseret Revisionspartnerselskab according to the Audit Committee's recommendation. The Audit Committee has not been impacted by third parties and has not been subject to any agreement with a third party, which restrict the choice of certain auditors or audit firms for the Annual General Meeting.

7. Authorization to acquire own shares.

Until the next annual general meeting, the Board of Directors proposes the Annual General Meeting to authorize the Board of Directors, against remuneration to let Sparekassen Sjælland-Fyn A/S

acquire its own shares for ownership or mortgage with up to 3 % of the share capital in Sparekassen Sjælland-Fyn A/S.

The consideration paid must not deviate with more than 10% from the quoted market price.

8. Proposals from the Board of Directors, Committee of Shareholders or shareholders.

8.a Approval of remuneration policy for the Sparekassen Sjælland-Fyn A/S Group.

8.b Approval of remuneration for 2023 to the board members of the Sparekassen Sjælland-Fyn A/S Group.

8.c Proposal from the Board of Directors, the Committee of Shareholders or shareholders

8.c.1 Specification of the process for the Committee of Shareholders election of Board of Directors – point 14.8.

The Process for the election of the Board of Directors by the Committee of Shareholders is proposed to be clarified in point 14.4 and the wording of the point is proposed to be amended to:

*“The Committee of Shareholders elects the savings bank’s Board of Directors. Prior to the election of board members, the chairman of the savings bank’s nomination committee shall give a summary of the process – in the Nomination Committee and the board – that preceded the nomination of board candidates, including the process og the board evaluation and the overall conclusions of the evaluation. It also presents the nominees”.*

8.c.2 Specification of the voting procedure for the election of board candidates – addition of new point 14.9.

The voting procedure for the election of candidates by the Committee of Shareholders is proposed to be clarified in a new point 14.9 with the following wording:

*“A vote shall be taken only for the election of candidates to the Board if the number of candidates is greater than the number of Board members to be elected. Voting in elections to the Board shall be by written ballot, in which a cross shall be placed in the box of the candidate or candidates whom the member of the Committee of Shareholders wish to have elected, up to the number of candidates to be elected. The candidates receiving the highest number of valid votes shall the be elected. If the election of two or more candidates cannot be immediately decided on account of a tie, a second ballot shall be held between them, in which each shareholder may cast only one vote. If there is still a tie, the election shall be decided by drawing lots”.*

As a result, the numbering of the current points 14.9 is changed to 14.11.

8.c.3 Update and specification of the method for convening the meeting of the Committee of Shareholders – amendment of point 14.11.

The current point 14.11 (which will become point 14.12 if proposal 8.c.2 is adopted) is proposed to be updated and clarified to state that the meetings of the Committee of Shareholders are convened by e-mail and that is the responsibility of the members of

the Committee of Shareholders to ensure that the savings bank is in possession of the valid e-mail addresses of its members.

8.c.4 Shortening of the election period for members of the Board of Directors – amendment of point 15.1.

The election period for members of the Board of Directors, as stated in point 15.1, is proposed to be changed from two years to one year.

8.c.5 Insertion of the date of notification by members of the Committee of Shareholders of their nomination for election to the Board of Directors – addition of new point 15.

A new point 15. Is proposed, stating that members of the Committee of Shareholders wishing to stand for election to the Board of Directors should notify the Board of their candidacy by 5 January of the election year. The proposed provision has the following wording:

*“Members of the Committee of Shareholders wishing to stand for election to the Board of Directors should notify the chairman of the Nominations Committee by 5 January of the election year so that the Nominations Committee and the Board can consider the nominations in accordance with the established process.”*

As a result, the numbering of the current points 15.2 to 15.9 is changed.

8.c.6 Update and clarification of the procedure for the conduct of elections in the shareholder districts – amendment of points 7.1, 14.2 – 14.4 and 17 – 17.8, including the insertion of a new point 17.5

The terminology used in the Articles of Association is proposed to be unified, so that only the term “shareholder district” is used instead of both “shareholder district” and “constituency”. Furthermore, the term “shareholders’ meeting” is deleted in most places, instead refers to the elections to be held in the shareholders’ districts.

Point 7.1, no. 2 is consequently proposed to be amended to: *“Shareholders in shareholders’ districts as partial electoral body”*.

In a new point 17.5, it is proposed to clarify that peace elections may be held in shareholder districts and that elections can otherwise be held either in a physical shareholders’ meeting or as a digital election. The proposed new point has the following wording:

*“Election I the shareholder district can be carried out as peaceful elections if the number of candidates corresponds to the number of representatives to be elected. The election can also be conducted at a shareholders’ meeting held physically or, at the discretion of the board, by a digital election in which shareholders may vote electronically for e specified period.”*

As a result, the numbering of the current point 17.5 is changed.

The current points 17.5 to 17.8 need to be updated in order to clarify that elections to the shareholders' districts can be held as a digital election and to simplify the way of convening elections to the shareholders' districts. For practical reasons, the date for the eligibility of shareholders to vote in the election of shareholders' district is brought forward so that the date of convocation is decisive.

The proposed 3 points (to replace the current point 17.5 to 17.8) have the following wording.

*“17.6 Notice of elections to the shareholders' districts shall be given at least 14 days in advance by publication on the savings bank website and by notification to the shareholders entitled to vote. The Board of Directors may decide that access cards shall be used for the holding of shareholders' meeting.”*

*“17.7 The rules of the General Meeting regarding voting rights a voting in points 11.3 and 12.2 – 12.5 apply correspondingly for elections in the shareholders' districts, with the registration date being set as the date of the call for election.”*

*“17.8 If the Board of Directors decides that a digital election is to be held in a shareholders' district, detailed information will be available on the savings bank website and in the notice of that election.”*

8.d. Authorization to the chairman of the General Meeting.

9. Any other business

### **Adoption requirements**

For the adoption of the proposals under item 8.c. requires acceptance of at least two thirds of both the votes cast and of the voting share capital represented at the general meeting. For the adoption of the other proposals requires a simple majority of votes.

### **Size of share capital and voting rights of the shareholders**

The share capital in sparekassen, with a nominal value of DKK 173,749,730, 17,374,973 is divided into shares of DKK 10. Each shareholding of DKK 10 carries one vote, however, for shares belonging to the same shareholder, the votes for a maximum corresponding to 7.5% of the total share capital. Reference is also made to Articles of Association of Sparekassen, article 12.

The registration date is Thursday 2 March 2023.

Shareholders holding shares in sparekassen on the registration date are entitled to attend and vote at the general meeting. The shares held by each shareholder are determined at the registration date on the basis of the listing of the shareholder's shares in the register of shareholders and any notices about shareholdings that sparekassen has received with a view to entry in the register of shareholders. Attendance is furthermore subject to the shareholder having ordered an admission card as described below.

### **Access card**

Shareholders wishing to attend the general meeting must request admission cards no later than Friday 3 March 2023 at 11:59 pm.

A shareholder or his / her proxy may also attend the general meeting with an adviser, provided that an admission card for the adviser has been requested in due time.

Admission cards can be obtained by registering electronically via the website [www.spks.dk/generalforsamling](http://www.spks.dk/generalforsamling), via Euronext Securities at [www.vp.dk/gf](http://www.vp.dk/gf) or by personal or written contact to one of our branches in Sparekassen.

Access cards are issued as digital access cards to be brought to the general meeting on a smartphone or in printed form. When ordering this, the shareholder must register his or her e-mail. If the shareholder does not wish to receive a digital access card, it will be handed out at the entrance to the general meeting upon presentation of a valid ID.

Ballot papers are handed out in the registration counter at the general meeting.

### **Proxy and postal vote**

Shareholders who are unable to attend the annual general meeting can submit a proxy or postal vote electronically using NemID, MitID or VP-ID via Sparekassen investor portal on Sparekassens website [www.spks.dk/generalforsamling](http://www.spks.dk/generalforsamling).

If you as a shareholder do not wish to give your proxy or postal vote electronically, you can print out physical forms via [www.spks.dk/generalforsamling](http://www.spks.dk/generalforsamling). The printed signed form must be sent to Euronext Securities, Nicolai Eighthveds Gade 8, 1402 København K, either by post or by e-mail to [CPH-investor@euronext.com](mailto:CPH-investor@euronext.com).

Whether submitted electronically or by post and e-mail, proxy must be received by Euronext Securities no later than Friday 3 March 2023 at 11:59 pm.

Postal votes must be received by Investor Service, Euronext Securities no later than 12 noon on Wednesday 8 March 2023. Postal votes can not be revoked.

### **Additional information**

Sparekassen's website [www.spks.dk/generalforsamling](http://www.spks.dk/generalforsamling) will contain further information about the Annual General Meeting, this notice (including the total number of shares and voting rights as at the date of the notice), the Annual Report 2022, remuneration report for 2022, remuneration policy, proxy and postal voting form, agenda and complete proposals. Information can also be requested in one of Sparekassen's branches.

### **Questions from the shareholders**

Prior to the annual general meeting, shareholders may ask questions about the items on the agenda or about the documents to be presented at the annual general meeting by sending an email to [ir@spks.dk](mailto:ir@spks.dk) or by mail to Sparekassen Sjælland-Fyn A/S, Investor Relations, Isefjords Allé 5, 4300 Holbæk.

### **Personal data**

For further information on Sparekassen's collection and processing of personal data in connection with the general meeting, please see the personal data policy for shareholders, which is available on the website [link](#).

On behalf of the Board of Directors  
Thomas Kullegaard  
Chairman