

Company announcement no. 5/2020

Holbæk, February 10, 2020

## Sparekassen Sjælland-Fyn A/S convenes annual general meeting on Thursday, March 4, 2020 at 4:00 pm

The general meeting will be held in Vipperødhallen, Rensdyrvej 4, 4390 Vipperød, Denmark

### Agenda:

1. The board of directors report on Sparekassen Sjælland-Fyn A/S's activities the past year.
2. Presentation of the audited annual report for approval.
3. Adoption of distribution of profits in accordance with the approved annual report.
4. Election of members to the Committee of Representatives

In accordance to the Articles of Association 6 members must be elected at the annual general meeting. The following 7 candidates are nominated:

Director Annette Christensen, Asnæs  
Business owner Michael Broberg Christensen, Næstved  
Real estate agent Mikkel Engly Henriksen, Nykøbing Sjælland  
CEO Allan Kienast, Holbæk  
CEO Rikke Lehmann Lundsbjerg, Roskilde  
Associate Professor Andreas Munch Møller, Faaborg  
Director Jakob Schiøtt, Holbæk

5. 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.

6. 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 2% 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.

7. Proposals from the Board of Directors, Committee of Representatives or shareholders.

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

7.b Approval of remuneration to the board members of the Sparekassen Sjælland-Fyn A/S Group for 2020.

7.c Proposal from the Board of Directors – amendments to the Articles of Association:

7.c.1 Amendment to article 3.4 – update of name and CVR No. on the owner of the register of shareholders

As a result of the merger of VP Securities A/S and VP Services A/S, it is proposed that the declaration of the owner of the register of shareholders be changed to VP Securities A/S CVR No. 21599336.

7.c.2 Amendment to article 4.1, 4.2, 4.3 and 4.7 – authorization to carry out capital increase

It is proposed that the date be changed to March 1, 2025 against earlier November 1, 2020, at the same time article 4.7 is deleted.

7.c.3 Addition to article 9.2 – the agenda of the annual general meeting, etc.

Addition to the standard agenda due to the implementation of The Shareholders Rights Directive and recommendations for corporate governance.

7.c.4 Adjustment to article 17.1 – Shares meeting

“and Sparekassen Fyn A/S” is proposed to be deleted at the declaration is instead before the merger of the two savings banks.

7.d. Authorization to the chairman of the general meeting.

8. Any other business

**Adoption requirements**

For the adoption of the proposals under item 7.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 Wednesday, February 26, 2020 at 11:59 pm.

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 in the general meeting must request admission cards no later than Sunday, March 1, 2020 at 11:59 pm.

Admission cards can be obtained by registering electronically via the website [www.spks.dk](http://www.spks.dk), via VP Investor Services, VP Securities at [www.vp.dk/gf](http://www.vp.dk/gf) or personal and written contact one of the branches in sparekassen.

VP Investor Services, VP Securities has launched a digital card. For this reason, admission cards can be issued as digital access cards and brought to the general meeting on your smartphone or in paper print. When ordering, the shareholder must record their e-mail address. If the shareholder does not wish to receive a digital access cards, access cards will be sent by ordinary mail. Sparekassen cannot be held responsible for any delays.

On the access cards, shareholders number of votes will be indicated.

Should the shareholder forget to bring his/her admission cards for the general meeting, it can be reprinted, upon presenting proof of identity. Ballot papers are handed out at the registration counter.

### **Proxy and postal vote**

At Sparekassen Sjælland-Fyns Investor Portal, shareholders can by using Nem-ID both vote by proxy and vote electronically via [www.spks.dk](http://www.spks.dk) . If you do not wish to grant a proxy or vote electronically, you can find the forms at [www.spks.dk](http://www.spks.dk) .

The signed form must be sent to VP Investor Services, VP Securities, Weidekampsgade 14, DK-2300 Copenhagen S, e-mail: [vpinvestor@vp.dk](mailto:vpinvestor@vp.dk).

The proxy must - regardless of whether submitted electronically or sent by letter - have reached VP Investor Services, VP Securities no later than Sunday, March 1, 2020 at 11:59 pm, and postal vote must reach VP Investor Services, VP Securities no later than Tuesday, March 3, 2020 at 12:00 noon.

### **Additional information**

Sparekassens website [www.spks.dk](http://www.spks.dk) will as of Monday, February 10, 2020 contain further information about the general meeting, including the notice convening the meeting, the annual report for 2019, the total number of shares and voting rights as at the date of this notice, the documents to be presented at the general meeting, the agenda and the complete wording of the proposals. From Monday, February 10, 2020 the information may also be obtained in the branches in sparekassen.

### **Questions from the shareholders**

Shareholders may ask questions to the agenda or documents etc. for use at the general meeting by request to [ir@spks.dk](mailto:ir@spks.dk) or Sparekassen Sjælland-Fyn A/S, Investor Relations, Isefjords Allé 5, 4300 Holbæk, Denmark.

### **Personal data**

For further information on Sparekassen Sjælland-Fyn A/S's collection and processing of personal data in connection with the annual general meeting, please refer to the personal data policy for shareholders, which is available on website [link](#).

On behalf of the Board of Directors

Thomas Kullegaard  
Chairman

