

1. Proposal for the merger of Sparekassen Danmark and Totalbanken A/S

The board of directors proposes that a merger of Sparekassen Danmark ("Sparekassen") and Totalbanken A/S ("Totalbanken") be carried out, with Sparekassen as the continuing institution and Totalbanken as the terminating institution in accordance with the joint merger plan and statement drawn up by the institutions on 27 June 2023.

In the merger, the shares in Totalbanken are exchanged for guarantee capital in the continuing institution, so that 1 share with a nominal value of DKK 20 in Totalbanken is exchanged for DKK 233 guarantee capital in the continuing institution. However, since guarantee capital can only be held in whole DKK 1,000s, shareholders who would receive less than DKK 1,000 guarantee capital when the conversion from shares to guarantee capital is carried out, will therefore be redeemed in cash. Furthermore, the shareholders who, upon the exchange, would come into possession of an "incorrect" amount of guarantee capital of more than DKK 1,000 will, in addition to the guarantee capital - receive a cash equalization amount. For example, the consideration for 10 shares will be DKK 2,000 guarantee capital and DKK 330 in cash settlement amount.

Upon completion of the exchange, the shareholders relinquish their shares in Totalbanken, and the shareholders may therefore be liable for tax on any gain.

The merger will be implemented with accounting effect from 1 January 2023. The accounting effect of the merger is recognized in accordance with the accounting rules from the time when the merger has legal effect in accordance with Section 250 of the Companies Act, and the other conditions for implementing the merger are met.

Upon completion of the merger, the current boards of representatives in Sparekassen and Totalbanken will be combined, so that the board of representatives in the continuing institution in the period until 31 December 2023 will consist of up to 236 members. Furthermore, a new constituency (constituency Southern Denmark) is established, which includes Funen and parts of 'Trekantsområdet' (southern Denmark). In the fourth quarter of 2023, the continuing institute will hold elections for the board of representatives for the period from 1 January 2024 to 31 December 2027. At the election, 80 members of the board of representatives are elected by the guarantors, and 28 members are appointed by 10 foundations. A minimum of 6 of the members elected by the representative body must be elected in the new constituency of southern Denmark. At the election in 2027, the number of representative board members will be reduced to 80 members, all elected by the guarantors.

In connection with the merger, the board of Sparekassen will be expanded by a member from the board of Totalbanken, and the current chairman of the board, Claus Andresen Moltrup, has been nominated for this by the board. The election period will expire at the ordinary representative board meeting in Sparekassen in 2026.

Steen Utoft Andersen, who is an employee-elected board member of Totalbanken, will be an observer on the Board of the merged Institute for a period of 2 years after the merger.

The continuing institute's executive board will also be expanded, as Ivan Mølgaard Sløk, CEO of Totalbanken, will join the continuing institute's executive board, which will thus consist of 6 members.

Completion of the merger presupposes that all conditions for the merger are met, including (i) approval of the merger by the general meeting of Totalbanken and the board of representatives of Sparekassen respectively, (ii) the Danish FSA's permission in accordance with section 204 of the Financial Business Act



and (iii) the Danish Competition and Consumer Authority's permission according to the competition legislation on terms that are satisfactory for Sparekassen and Totalbanken. The merger is carried out per the date on which these conditions are met, and at the same time the legal effect of the merger takes effect, after which all of Totalbanken's activities, assets and liabilities as well as other rights and obligations are transferred to Sparekassen, and Totalbanken ceases without liquidation. This date is also expected to be the last trading day for the shares in Totalbanken.

In connection with the adoption of the merger, Sparekassen adopts a set of new articles of association for the continuing institution, which take into account the terms of the merger.