



**Stock Exchange Announcement 4 -2007  
The Copenhagen Stock Exchange**

5 March 2007

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## **Annual General Meeting, Meetings of the Committee of Representatives and the Board of Directors in Forstædernes Bank**

On 5 March 2007 Forstædernes Bank A/S held its Annual General Meeting. Following the AGM the Committee of Representatives met and the Board of Directors convened for an extraordinary meeting.

### **Annual General Meeting**

All motions according to the agenda (enclosed) were adopted, including:

- Annual Report for 2006, incl. the Board of Director's motion to distribute dividend of DKK 10 on each share of nominally DKK 100;
- the Board of Directors' motion asking authority to acquire treasury shares;
- the Board of Directors' motion to make a 1:4 share split.

Once dividend has been distributed, the share split will be performed, and the nominal value of the shares will then be DKK 25.

No information which had not formerly been published about Forstædernes Bank was presented at the AGM.

### **Meeting of the Committee of Representatives**

At the ensuing meeting of the Committee of Representatives, the representatives elected Jesper Andreasen deputy chairman of the Committee and consequently also of the Board of Directors, cf. S. 16 of the Articles. Lars Frederiksen was re-elected director.



## Extraordinary meeting of the Board of Directors

### **a) Capital increase with pre-emption rights to the current shareholders**

At the ensuing extraordinary board meeting the directors decided to apply the authority granted to the Board under the first and second sentences of Sub-article 1 of Article 3, and to increase the share capital by 12.5 %.

The share capital will be increased from nominally DKK 414,000,000 corresponding to 16,560,000 shares each of nominally DKK 25 by nominally DKK 51,750,000 corresponding to 2,070,000 new shares each of nominally DKK 25 to DKK 465,750,000 corresponding to 18,630,000 shares each of nominally DKK 25.

Total proceeds after costs which accrue to Forstædernes Bank are expected to become about DKK 330m.

The subscription period is from 2 April 2007 until 16.00 hrs. on 20 April 2007. Share options may be traded in the period from 28 March 2007 until 17.00 hrs. on 17 April 2007.

The current shareholders will have their share options at a favourable price. The subscription price will be the average price of "All deals" at the OMX Copenhagen Stock Exchange in the new exchange code of Forstædernes Bank (DK0060076354) as of 9 March 2007 less 25 % which will be rounded up or down to the nearest whole number evenly divisible by 5.

### **b) Capital increase as part of the employee share scheme**

At the ensuing extraordinary meeting of the Board of Directors the directors also decided to apply their authority under Sub-article 2 of Article 3 to increase the share capital additionally by means of employee shares. These shares will be offered to the employees of Forstædernes Bank as part of a general employee share scheme which should be viewed in the light *inter alia* of the fine accounting results for 2006.

The new employee shares may be acquired by employees who are not under notice to quit at the time of subscribing and whose work time exceeds 8 hours a week. The maximum number of shares which can be bought at the favourable price is 3 % of the annual salary as at 1 April 2007, exclusive of pension, holiday pay, holiday supplement, bonus etc.

The subscription price is the nominal value of the share, *viz.* DKK 25.

It follows from this that the share capital will be increased further by nominally DKK 1,500,000 corresponding to max. 60,000 new shares each of nominally DKK 25. Total proceeds after costs which accrue to Forstædernes Bank are expected to become maximum DKK 1,500,000.

The subscription period for new employee shares runs from 27 April until 3 May 2007.



Employee shares may be sold after five years at the earliest.

The Bank's costs towards employee shares will be about DKK 8m. The costs are carried in the 2007 budget and will not entail any changes to the year's forecasts previously announced.

Copenhagen, 5 March 2007

The Executive Board

*Appendix 1: Agenda for the general meeting, incl. full wording of the amendments to the Articles of Association.*

*Encl. 2: Elected members of the Committee of Representatives.*



## Appendix 1: Agenda for the Annual General Meeting

The Annual General Meeting of Forstædernes Bank A/S is to be held at Bella Center, 5 Center Boulevard, 2300 Copenhagen S, on Monday, 5 March 2007 at 16.30 hrs., with the following agenda:

1. Election of the chairman of the meeting.
2. The Directors' Report on the business of the preceding year.
3. Audited Annual Report including the Auditors' Report to be read and approved, adoption of the income statement and balance sheet plus decision as to the appropriation of profit or payment of loss in accordance with the adopted Annual Report.
4. Motions made by the Board of Directors.

### a) Authority to the Board of Directors to:

Allow the Bank - until the next Annual General Meeting - to acquire treasury shares within an aggregate nominal value of 10 % of the Bank's share capital in all, cf. Section 48 of the Danish Companies Act. Consideration may not deviate by more than 10 % from the average price fixed by the Copenhagen Stock Exchange at the time of acquisition.

### b) Motion to carry out a Share Split

The share price of the Bank has quadrupled over the last four years. In order to ensure a fair price per share and a continued satisfactory turnover, the Board of Directors moves that the Bank should carry out a 1:4 share split in 2007. The share denomination of Forstædernes Bank's shares after a share split will be DKK 25.

The motion requires the following amendments of the Articles of Association:

Paragraph 2:

*"The share capital amounts to DKK 414,000,000 fully paid in the form of shares of DKK 100 or multiples thereof."*

amended to

*"The share capital amounts to DKK 414,000,000 fully paid in the form of shares of DKK 25 or multiples thereof".*

Sentence 3, Paragraph 2, Article 3:

*"The capital increase under this authorization shall take place without pre-emption rights for the existing shareholders and shall be effected at market price or at a lower price decided by the Board of Directors, however, not at a price lower than par value and not by the issue of bonus shares."*



amended to

*“The capital increase under this authorization shall take place without pre-emption rights for the existing shareholders and shall be effected at market price or at a lower price decided by the Board of Directors, however, not at a price lower than the nominal value and not by the issue of bonus shares.”*

Sentence 7, Article 4:

*“The shares are issued via the Danish Securities Centre in denominations of DKK 100 or multiples thereof in compliance with statutory provisions on the issue of securities listed by the stock exchange.”*

amended to

*“The shares are issued via the Danish Securities Centre in denominations of DKK 25 or multiples thereof in compliance with statutory provisions on the issue of securities listed by the stock exchange.”*

Sentence 5, Article 10:

*“Each share amount of DKK 100 shall bear one vote.”*

amended to

*“Each share amount of DKK 25 shall bear one vote.”*

5. Election of members for the Committee of Representatives.
6. Election of two auditors.
7. Any other business.

Admission cards shall be issued in accordance with Article 10 of the Articles of Association, and may be ordered from the Bank's branches up to and including 28 February 2007 at 16.00 hrs.

Copenhagen, 8 February 2007.  
Board of Directors



## Appendix 2: Elected Members of the Committee of Representatives

Helmer Olsen, Managing Director  
Jan Frederiksen, Managing Director  
Jørn Højmark Rasmussen, Journalist  
Lars Frederiksen, Managing Director  
Leif Skovby Andersen, Restaurant Keeper \*)  
Mogens Bähncke, Secretariat Director  
Svend-Ole True, Registered Public Accountant  
Thomas Høiland, Auctioneer

\*) *New election*