

To the shareholders

26 February 2010

**Annual General Meeting 9 March 2010**

Notice is hereby given that the Annual General Meeting of FIH Erhvervsbank A/S, CVR-No. 17029312, will be held on

**Tuesday 9 March 2010 at 12:30 pm**

at the company's registered office, Langelinie Allé 43, 2100 Copenhagen, for the following purposes:

1. Submission of the report of the Board of Directors on the activities of the company over the past year.
2. Submission of the annual accounts for approval.
3. Submission of the consolidated accounts.
4. The motion to discharge the Board of Directors and the Board of Management.
5. Proposal for distribution of profits.
6. The proposal of the Board of Directors to be authorised to allow the company to acquire up to 10 per cent of its own shares at the market price ruling at time of acquisition subject to a deviation of up to 10 per cent in the period until 31 May 2011.
7. Proposal of the Board of Directors to pass a policy for the incentive pay of the Board of Directors and the Board of Management and insertion of a new article relating hereto in the articles of association.
8. Election of members to the Board of Directors.
9. Election of two State Authorised Public Accountants as auditors.
10. Proposals that may arise from the Board of Directors or shareholders.

*Re Point 6*

The suggested authorisation shall only be used for acquisition of shares to meet the obligations of FIH Erhvervsbank A/S in connection with the employee share scheme established in 2005. The scheme comprises 25,883 shares held in trust up to and including 31 December 2010.

*Re Point 7*

In accordance with the recommendations of the Danish Bankers Association in relation to corporate governance, the Board of Directors propose that a policy regarding the incentive pay of the Board of Directors and the Board of Management is passed at the General Meeting. According to the same recommendations it is furthermore proposed that a new article 18, stating that such policy has been passed, is inserted in the articles of association of the company.

*Re Point 8*

The members of the Board of Directors elected by the company in General Meeting are elected for one year at a time. The Board of Directors proposes re-election of the following Members of the Board of Directors elected by the company's General Meeting:

Hans Skov Christensen, Managing Director, DI  
Hans Ejvind Hansen, Managing Director  
Svend-Aage Nielsen, Chairman of the Board of Directors of  
Nielsen & Nielsen Holding A/S  
Jørgen Vorsholt, Chairman of the Danish Employers' Confederation

The Board of Directors proposes that the Chairman of the Kaupthing Resolution Committee Steinar Þór Guðgeirsson is elected to the Board of Directors.

*Re point 9*

The Board of Directors proposes re-election of Deloitte Revisionsaktieselskab and Grant Thornton Revisionsaktieselskab.

The agenda of the General Meeting and the annual accounts for 2009 together with the consolidated accounts, the auditors' report and the annual report will be available for inspection at the company's office no later than 8 days before the General Meeting.

Admission cards and ballot papers can be obtained up to and including 4 March 2010 against submission or delivery of the enclosed form to the company or against presentation of appropriate documentation at the company's office (all business days between 10am and 4pm).

A copy of our Annual Report 2009 can be downloaded from [www.fih.com](http://www.fih.com) or obtained at the company's office.

On behalf of the Board of Directors

Yours sincerely

Hans Skov Christensen  
Chairman