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Notice is hereby given by the board of directors of the extraordinary general meeting to be held at ROFI-CENTRET, Kirkevej 26, Ringkjøbing, on TUESDAY 2 DECEMBER 2008 AT 5 PM, with the following

## AGENDA:

- a) Proposed merger between Aktieselskabet Ringkjøbing Bank and Vestjysk Bank A/S
- b) Authorisation of the board of directors
- c) Any other business

Re a)

The boards of directors propose that Aktieselskabet Ringkjøbing Bank merges with Vestjysk Bank A/S with Vestjysk Bank A/S as the surviving company and Aktieselskabet Ringkjøbing Bank as the non-surviving company.

The merger will take effect for tax and accounting purposes from 1 January 2008 on the terms and conditions laid down in the joint merger plan and statement by the board of directors, including the audited interim balance sheets and the valuers' statements on such plan and opinions on the conversion ratio and the position of the creditors, to which reference is made.

The shares of Aktieselskabet Ringkjøbing Bank will be replaced by new shares in Vestjysk Bank A/S, so that two shares in Aktieselskabet Ringkjøbing Bank having a nominal value of DKK 20 are replaced by five shares in Vestjysk Bank A/S having a nominal value of DKK 10.

If a shareholder of Aktieselskabet Ringkjøbing Bank holds an odd number of shares, the consideration will, in addition to ordinary shares, be given in the form of fractional shares in Vestjysk Bank A/S. The fractional shares are convertible for a 2-week period, in which period the shareholder may either purchase an additional fractional share to obtain an even number of shares or sell the fractional share for a cash consideration. The price of the fractional shares will be determined on the basis of the current trading price of the shares of Vestjysk Bank A/S as quoted at the transaction date on NASDAQ OMX Copenhagen A/S ("all transactions"). Fractional shares will not be traded on NASDAQ OMX Copenhagen A/S.

As part of the merger, Poul Hjulmand and Carl Olav Birk Jensen from Aktieselskabet Ringkjøbing Bank's board of directors will join Vestjysk Bank A/S's board of directors.

The merger is subject to any term stipulated in the merger plan, which has not been complied with at the date of the general meeting, being subsequently met. In addition to the general meeting adopting the above proposals, the merger is subject to the following:

- the merger being adopted at the general meeting of Vestjysk Bank A/S in accordance with the merger plan,
- the merger being approved by the relevant authorities, including the Danish Financial Supervisory Authority, and
- the new shares of the merged bank being listed on NASDAQ OMX Copenhagen A/S.

Re b)

The board of directors is authorised to determine if the merger requirements are satisfied. If, in the directors' opinion, the merger requirements are satisfied, the board of directors is also authorised to register the merger with the Danish Commerce and Companies Agency, and to make such additions, alterations or amendments, including to the company's Articles of Association, as may be required for registration.

The board of directors recommends that the proposal be adopted.

The proposal under item a) requires that one third of the share capital is represented and that a majority of no less than two thirds of both the votes cast and of the voting share capital represented at the general meeting declare to be in favour of the change.

If the required majority is obtained, but one third of the voting share capital is not represented at the general meeting, the board of directors will convene a new general meeting at which the proposal may be adopted without regard to the amount of the share capital represented.

As from Friday 31 October 2008, the following documents will be available for inspection at the bank's registered office, Torvet 2, 6950 Ringkøbing:

- Joint merger plan and statement with appendices, including the audited interim balance sheets
- The annual reports of Aktieselskabet Ringkjøbing Bank and Vestjysk Bank A/S for the past three years.
- The valuers' statement on the merger plan
- Declarations by the independent auditor under section 134(c)(4) of the Danish Companies Act.
- The auditor's opinion on the pro forma figures.

Further, this agenda and the full proposals are presented on 21 November 2008 for inspection by the shareholders at the registered office of the bank.

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Admission cards may be ordered from the bank's branches and should be ordered by Monday 1 December 2008 at 16.00. An instrument of proxy may be obtained from the bank.

### **Share capital and voting right**

The bank's share capital is DKK 31,200,000 divided into shares of DKK 20 each.

Each share of DKK 20 carries one vote. A shareholder may appoint only one proxy. No shareholder can cast more than 200 votes.

Any shareholder wishing to attend the general meeting must, if so requested in the notice and not later than three days before the general meeting, prove that she/he is a shareholder and obtain an admission card, which also specifies the number of votes held by such shareholder.

Any shareholder who has acquired shares in connection with a transfer shall have no right to exercise voting right at a general meeting which has been convened before the transfer has been registered in the bank's register of shareholders.

Ringkøbing, 5 November 2008

*The board of directors*  
**Aktieselskabet Ringkjøbing Bank**