



Ringkjøbing Bank

To NASDAQ OMX Copenhagen A/S

31 October 2008

MERGER OF VESTJYSK BANK A/S AND AKTIESELSKABET RINGKJØBING BANK

The boards of directors of Vestjysk Bank A/S ("vestjyskBANK") and Aktieselskabet Ringkjøbing Bank ("Ringkjøbing Bank") have decided to recommend a merger of the two companies with vestjyskBANK as the surviving company.

Upon the merger, the shareholders of Ringkjøbing Bank will receive shares in vestjyskBANK acquired at an exchange ratio of 2:5 to the effect that as a result of the merger the shareholders of Ringkjøbing Bank will receive 5 shares of the nominal value of DKK 10 in vestjyskBANK for each 2 shares of the nominal value of DKK 20.

As the contemplated merger was already published in an announcement of 29 September 2008, this announcement is not expected to influence the share price.

Any questions should be directed to

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Anders Kristian Bech

Chairman of the board of directors
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1. **BACKGROUND TO AND PURPOSE OF THE MERGER**

Vestjysk Bank A/S is the result of a merger in 2002 between the former Vestjysk Bank and Nordvestbank. vestjyskBANK was adopted as the name of the surviving company, whose registered office is located in Lemvig. On 29 September 2008, vestjyskBANK acquired the bank activities of Bonusbanken under section 246 of the Danish Financial Business Act (lov om finansiel virksomhed).

vestjyskBANK has its core territory in west Jutland, but over the past years it has taken a number of pro-active steps towards increasing the bank's business volume and covers all of central Jutland in a geographical territory stretching along the west coast from Thisted in the north to Esbjerg in the south, over to Kolding in the east and northwards from Aarhus to Randers.

The bank is operated on a value-based management principle.

vestjyskBANK is included in the Midcap index on NASDAQ OMX Copenhagen A/S.

Ringkjøbing Bank was founded in 1872, and today it is a local bank developing soundly, with a strong regional marketing basis in west Jutland and with cashfree branches in Aarhus, Silkeborg and Odense.

Ringkjøbing Bank is operated on a value-based management principle.

Ringkjøbing Bank forms part of a number of strategic partnerships enabling it to act on equal terms with major banks. The partnerships also entail economies of scale.

Ringkjøbing Bank is included in the Small Cap index on NASDAQ OMX Copenhagen A/S.

The main purpose of the merger of vestjyskBANK and Ringkjøbing Bank is to create a strong west Jutland bank in which decisions are made on the basis of the west Jutland location. A bank which has its own strength to develop according to an offensive strategy with controlled growth.

The surviving company will have a size allowing better options of exploiting the capacity of the staff functions effectively while at the same time exploiting relatively more resources in the customer-related functions and thus developing for the benefit of customers, shareholders and employees.

Ringkjøbing Bank and vestjyskBANK are ordinary full-service banks.

2. **THE SURVIVING COMPANY'S VISION AND STRATEGY**

The aim of the merger is to create a financially secure bank with sound earnings. The vision is that in the future the surviving company is to be among the best performing banks in the sector.

At the same time the surviving company is going to be a good place to be a customer and an attractive place of work which can attract and retain qualified employees with the required competencies - also in specialist areas. The surviving company will also in the future emphasize the importance that the employees are able to provide qualified advisory services which small and medium-sized business customers and private clients alike may rightly expect from their bank.

The surviving company will have a wide range of products, so that it can comply with the customers' financing requirements in all important areas.

The surviving company will still focus intently on providing the best possible terms for the advisors to enable them to service their customers, including attractive offices, ongoing training and education and personal development and effective support from the consultants in the staff functions and administrative functions.

The surviving company views the technological possibilities as a supplement to personal contact between the customer and the bank. The surviving company therefore wants an ongoing and well-prepared dialogue with its customers to be able to provide the advice best conceivable - all in line with the customer's requirements.

The surviving company's target groups are mainly private clients, small and medium-sized business enterprises, including agriculture and the fishing industry. Due to its historical roots the surviving company has a large degree of expertise in the latter area.

The surviving company's ambition is to continuously improve the ratio between its core earnings and costs. To obtain this, daily operations focus is two-tiered: A continuous increase of the time for the advisors to service existing and new customers and ongoing streamlining of all work routines - also those which are not customer-related.

vestjyskBANK's existing strategy is expected to also form the basis for the surviving company's strategy.

3. TERMS OF MERGER AND CONSIDERATION FOR THE SHARES OF VESTJYSKBANK

The merger is completed as a tax-exempt merger according to the provisions of the Danish Merger Tax Act (*fusionskatteloven*).

The merger shall be effective from 1 January 2008, from which date the rights and obligations of the non-surviving company shall be deemed to have been transferred to the surviving company for accounting and tax purposes.

It is noted that the cut-off date for accounting purposes under the Danish Executive Order on the Presentation of Financial Statements (*Regnskabsbekendtgørelsen*) (the international financial reporting standards (IFRS)) will be the date of adopting the merger.

The nominal value of the surviving company's share capital is DKK 86,000,000 divided into shares of DKK 10 each. The share capital of the non-surviving company is DKK 31,200,000 divided into shares of DKK 20 each.

Upon the merger, the shareholders of the non-surviving company will receive shares in the surviving company, which will be acquired at an exchange ratio of 2:5, which means that as a result of the merger 2 shares of DKK 20 each in the non-surviving company will be exchanged for 5 shares of DKK 10 each in the surviving company. In so far as a shareholder of the non-surviving company has an odd number of shares, the consideration will, in addition to ordinary shares, be given in the form of fractional shares in vestjyskBANK. For a period of two weeks the fractional shares may be converted so that each shareholder is allowed to either purchase another fractional share up to an even number of shares, or sell his fractional share in return for a cash sum. The exchange of shares and trade in fractional shares will be handled by Sparekassen Sjælland. The amount of the capital increase is based on all potential fractional shares being converted for the purpose of share purchases. Where some of the fractional shares are not converted, the excess shares will be added to vestjyskBANK's holding of treasury shares.

The shareholders will receive detailed information on the procedure for trading in fractional shares together with information on the procedure for the exchange of shares.

The price of the fractional shares will be determined on the basis of the current price listed on NASDAQ OMX Copenhagen A/S ("all transactions") for shares in the surviving company, so that the value of a fractional share is half of the value of a share. Fractional shares will not be traded on NASDAQ OMX Copenhagen A/S, but trading will be handled by Sparekassen Sjælland as mentioned above.

If a shareholder in the possession of a fractional share does not contact Sparekassen Sjælland within the period for trading of the fractional shares, the fractional share will be converted into a cash amount which will be paid to the shareholder (the cash amount will be based on the market price on NASDAQ OMX Copenhagen A/S ("alle handler") for the shares in the surviving company at the time of expiry of the period for the trading of the fractional shares).

The exchange ratio has been determined on the basis of the equity value as at 30 September 2008 of the non-surviving company and the surviving company and reflects, in the opinion of the boards of directors, a reasonable relationship between the value of the non-surviving company and the value of the surviving company prior to the merger. The procedure applied is reasonable and justifiable in the opinion of the boards of directors.

The exchange ratio has been calculated as follows:

	<u>vestjyskBANK</u>	<u>Ringkjøbing Bank</u>
Equity according to interim balance sheets as at 30	1,782,272,000	820,750,000

September 2008		
Number of shares outstanding as at 30 September 2008 (excluding treasury shares)	8,278,800	1,531,466
Equity per share	215	536
Ratio (number)	1	2.49
Ratio, rounded (number)	1	2.5

According to the above determination of the exchange ratio, a shareholder in Ringkjøbing Bank will receive 2.5 times as many shares in vestjyskeBANK for his shares in Ringkjøbing Bank. The exchange ratio is thus 2:5.

For the purpose of paying consideration to the shareholders of the non-surviving company, the share capital of the surviving company will be increased by nominally DKK 39,000,000 to DKK 125,000,000.

4. **THE SURVIVING COMPANY**

After the merger, the surviving company will be vestjyskBANK whose registered office will remain in the municipality of Lemvig.

The surviving company may otherwise be described as follows:

4.1 **Business activities**

The surviving company will base its future operations on the platform contributed by vestjyskBANK and Ringkjøbing Bank in the merger.

The surviving company will become a full-service bank. Private clients and business customers will be advised locally and regionally through an already well-developed network of branches. The surviving company will be oriented towards sound, profitable and organic growth which will be obtained by exploiting the options of the market.

The business foundation will still be based on a strict credit policy and a loan portfolio characterised by good credit quality and a wide variation of industries.

In the corporate sector, the employees will have particularly broad competence within financing of small and medium-sized enterprises, the fishing industry, agriculture, properties, wind turbines, leisure time and health.

In the private client and corporate sectors, Ringkjøbing Bank's and vestjyskBANK's strong specialist functions in the housing, pension and investment areas will be continued.

For the purpose of offering customers optimal solutions in core areas, the surviving company will still have a number of strategic cooperating partners who offer the best solutions in the market.

4.2 Organisation

vestjyskBANK employs value-based management and bases the organisation on a flat managerial structure with short chains of command. The bank employs the advantages of a matrix organisation, and to a large extent it works with project organisation. vestjyskBANK is part of no group and has no subsidiaries.

4.3 Shareholder information

vestjyskBANK has approx 23,300 registered shareholders. Out of those, the following is registered in the company's register of shareholders under section 29 of the Danish Securities Trading Act (værdipapirhandelsloven):

Leather retailer Peter Helm, Skovvikken 26, DK-7500 Holstebro (474,208 shares).

Ringkjøbing Bank has approx 21,500 registered shareholders. Under section 29 of the Danish Securities Trading Act no shareholder has stated that they hold more than 5% of the share capital of Ringkjøbing Bank or the voting rights.

As at 30 September 2008, the future shareholdings of the members of the management in the two companies can be determined as follows:

Name	in vestjyskBANK Shareholding	in Ringkjøbing Bank Shareholding
Frank Kristensen	1,994 shares	
Anders Kristian Bech	15,760 shares	500 shares
Kirsten Lundgaard-Karslhøj	15,000 shares	200 shares
Peter Grankær	5,590 shares	
Peter Juhl Mortensen	1,005 shares	
Peder Hesselaa Nielsen	1,000 shares	
Peter B. Rasmussen	588 shares	
Preben Knudsgaard		2,375 shares
Poul Hjulmand		821 shares
Carl Olav Birk Jensen		1,296 shares
Total	40,937 shares	5,192 shares

As at 30 September 2008, vestjyskBANK held 311,206 treasury shares, while Ringkjøbing Bank held 27,479 treasury shares. At 30 September 2008, vestjyskBANK held 705 shares in Ringkjøbing Bank, and at 30 September 2008 Aktieselskabet Ringkjøbing Bank held 2.000 shares in vestjyskBANK.

vestjyskBANK and Ringkjøbing Bank are not aware of any shareholders' agreements entered into between the two companies' shareholders.

4.4 **Dividend policy**

As part of the national guarantee passed by the Danish Parliament to which vestjyskBANK and Ringkjøbing Bank have acceded, the surviving company will not distribute dividend or initiate any share buy-back programmes for the next two years. This means that distribution of dividend or any launch of share buy-back programmes will not be adopted until at the surviving company's annual general meeting 2011 on the basis of the 2010 annual report.

The surviving company's dividend policy will otherwise be determined on the basis of the bank's long-term solvency targets with due account being taken of the annual results, the requirement of continued growth and the development of the share.

4.5 **Special risks**

Both existing and future shareholders in the continuing company should in particular consider the risks factors below concerning the shares in the surviving company. The factors are important when assessing the risk involved in owning shares in the surviving company, as they may affect the bank's performance and the value of the shares adversely. However, essentially the risk factors may similarly adversely affect the value of the shares already held prior to the merger by the shareholders in vestjyskBANK and Ringkjøbing Bank, respectively, and otherwise in relation to the two banks.

The following assessment of risk factors is not exhaustive but solely made for the purpose of informing the shareholders. We recommend that the shareholders consult advisors before the adopting of the merger.

The shareholders' attention is also directed to the fact that the shares in vestjyskBANK are subject to market circumstances of a general nature. The market price of the shares may thus be influenced by economic factors which cannot be anticipated at the date of the merger. The market price of the shares is also influenced by the liquidity of the shares, which may change on an ongoing basis.

Also, the shareholders of the surviving company should be aware that in its business activities vestjyskBANK undertakes risks of a credit nature, market-related risks and risks concerning the performance of the bank's business activities (operational risks). It applies to all types of risk that they may adversely influence the bank's performance and value of the shares. The shareholders should pay special attention to the fact that the turbulent conditions on the financial markets during 2008 have been adversely affecting and may adversely affect the bank's performance in the future.

The shareholders should also be aware that the merger of the two banks may involve unforeseen difficulties and that the expected synergy effects may not take place, neither wholly nor partly.

Under the Danish Financial Business Act, the Danish Executive Order on Capital Adequacy (Column 3) and other executive orders and guidelines, vestjyskBANK and Ringkjøbing Bank must publish detailed information on risks, capital structure, capital adequacy, risk management, etc. As a result, risk reports for 2007 have been prepared. The reports are available at www.vestjyskbank.dk (risk report) and www.riba.dk (annual report 2007, pages 12-13 and 54-58).

4.5.1 Statutory regulation

The surviving company is a bank which is subject to the Danish Financial Business Act and subordinate legislation to this Act. The rules govern the bank's business, its organisation, placing of funds, capital adequacy, management, accounting, including valuation, auditing procedures, supervision, etc.

The continuing company is also subject to supervision by the Danish Financial Supervisory Authority (Finanstilsynet), which checks that the bank complies with all rules and regulations as required.

It is pointed out to the shareholders that any future change of these rules and regulations may have adverse effects on the bank's results and, accordingly, on the value of the shares.

4.5.2 Solvency requirements

Under the Financial Business Act, banks are subject to a solvency requirement of 8% of their risk-weighted items. The Financial Supervisory Authority may require the individual bank to fulfil higher solvency requirements.

Based on the bank's risk profile, the surviving company's board of directors and executive board are to determine the bank's solvency need. The solvency need may not be lower than the requirement provided for in the Financial Business Act or stipulated by the Financial Supervisory Authority.

If unforeseen losses, i.e. losses for which no write-downs or provisions have been made, are realised, this will have an adverse effect on both the results and solvency of the bank.

Increasing interest rates affect the market value of the surviving company's holding of securities and shares, which may result in an accounting loss, affecting the solvency ratio adversely.

A higher solvency requirement or need may involve higher costs, which may affect the bank's earnings capacity and thus the value of its shares adversely.

4.5.3 Credit risks

Credit risk means the risk that a loan granted by the surviving company or any other debt owed to the surviving company is not repaid, because the borrower is not able to pay on time. If unforeseen losses, i.e. losses for which no write-downs or provisions have been made, are realised, this will have an adverse effect on the bank.

The surviving company bears the risk of any loss on its financial counterparties. This risk arises when the surviving company enters into transactions to hedge interest and currency risks, trades in bonds or makes money market placements. In connection with interest and currency transactions, the risk arises if the transaction has a positive market value to the surviving company and if, at the same time, the financial counterparty is not able to meet its contractual obligations. The global financial turmoil in 2008 is expected to have an adverse effect on the ability to pay of some of the surviving company's financial counterparties.

4.5.4 Market risks

Market risk means that the market value of assets and liabilities changes as a result of changes in interest rates, exchange rates or share prices. Also, the generation of sufficient liquidity to meet the company's payment obligations involve a certain risk.

4.5.4.1 Interest rate risks

According to the guidelines of the Danish Financial Supervisory Authority, the interest rate risk is calculated as the total risk of loss if the interest level changes 1 percentage point. The overall interest rate risk includes the risk associated with both bonds and fixed-rate deposits and loans. The surviving company uses interest rate swaps as a risk management tool to hedge the interest rate risk of fixed-rate deposits and loans. If the risks involved in a given change of the interest level are not fully hedged by the bank, it may have an adverse effect on the bank's earnings and thus the value of its shares.

4.5.4.2 Currency risks

A currency risk is the surviving company's risk of loss on its foreign currency positions when exchange rates fluctuate. Fluctuating exchange rates may reduce the bank's earnings, which may have an adverse effect on the value of its shares.

4.5.4.3 Share risks

The share risk is calculated on the basis of the amount invested in shares and share-based products. Changes in share prices may reduce the company's earnings, which may have an adverse effect on the value of its shares.

4.5.4.4 Liquidity risks

The liquidity risk is the company's risk of not being able to meet its financial liabilities without incurring increased costs, or not being able to meet its liabilities at all as they fall due. The company's illiquidity may result in losses and reduced earnings, which may have an adverse effect on the value of its shares.

4.5.5 Operational risks

Operational risk means the risk of suffering a loss as a result of inadequate or defective in-house procedures, systems or external events. Like any other bank, the company has operational risks. It may suffer losses due to inadequate or defective procedures and systems, including computer systems, which may have an adverse effect on the value of its shares. Labour shortage may also have an adverse effect on the company's earnings capacity and on the value of its shares. External events beyond the company's control may have an adverse effect on the company in several respects and, accordingly, also on the value of its shares.

4.5.6 Competition

The competitive environment may change over time as a result of changes in the demand for funding, the number of lenders and the extent of business activities. Intensified competition may put the bank's credit margin under pressure and thus for a period have an adverse effect on its earnings and, by that, on the value of its shares.

4.6 **Investments**

In the current financial year, vestjyskBANK has acquired Bonusbanken A/S' activities, including all obligations and liabilities to Bonusbanken's deposit customers. vestjyskBANK paid DKK 17,750,000 in the form of 103,200 shares in vestjyskBANK for the acquisition of the banking activities.

4.7 **The management of the surviving company**

4.7.1 The board of directors

The board of directors of the surviving company will have the same members as the existing board. However, it is proposed that Poul Hjulmand and Carl Olav Birk Jensen of Ringkjøbing Bank be elected as new directors.

Provided that the directors proposed above are elected, the board of directions of the surviving company will have the following members: Anders Kristian Bech, Poul Hjulmand, Peter Grankær, Carl Olav Birk Jensen, Kirsten Lundgaard-Karlshøj, Peter Mortensen, Peder Hesselaa Nielsen (employee representative) and Peter Bækkelund Rasmussen (employee representative).

It should be noted that Peter Grankær will retire at the next annual general meeting of the surviving company as he will reach the age limit provided for in the Articles of Association.

Anders Kristian Bech (born 1947)

Mads Bjerres Vej 7
DK-7500 Holstebro

Joined the board of directors of the former Vestjysk Bank in 1997 and continued as director of vestjyskBANK after the merger with Nordvestbank.

Holds the following managerial offices:

Managing director of: Kaj Bech A/S and Kaj Bech Holding A/S.

Member of the board of directors of: Kaj Bech A/S, Kaj Bech Holding A/S, Fonden Nørre Vosborg, and Ejendomsselskabet Doktorvænget A/S.

Poul Hjulmand (born 1945)

Industrivej 2

DK-6940 Lem

Joined the board of directors of Ringkjøbing Bank in 2003.

Holds the following managerial offices:

Managing director of: Landia A/S.

Member of the board of directors of: Landia A/S, Hydromann Holding A/S, Skjern Vinduer A/S, Conset A/S, Samson Pumps A/S, Iron Pump A/S, Iron Pump Holding A/S, Vestas Aircoil A/S, Vestjyske Net 150 KV A/S, RAH Holding A/S, RAH ADM A/S, RAH Net A/S, and RAH Service A/S.

Has held the following managerial offices over the past five years:

Maskinfabrikken Hydromann A/S (member of the board of directors)

K.P. Komponenter A/S (member of the board of directors)

K.P. Komponenter Holding A/S (member of the board of directors)

Peter Grankær (born 1941)

Skovbakken 11

DK-7620 Lemvig

Joined the board of directors of Nordvestbank in 1983 and elected as chairman of the board of directors in 1988. Continued as vice-chairman of vestjyskBANK after the merger.

Has held the following managerial offices over the past five years:

Tangsø Vinduer 2003 A/S (member of the board of directors)

NV Finans A/S (member of the board of directors)

Kirsten Lundgaard-Karlshøj (born 1951)

Strandbjerggårdvej 8

DK-7600 Struer

Joined the board of directors of Vestjysk Bank in 1998 and continued as director of vestjyskBANK after the merger with Nordvestbank.

Has a major farm.

Has held the following managerial offices over the past five years:

Dansk/Californisk Ejendomsselskab ApS (member of the board of directors)

Carl Olav Birk Jensen (born 1955)

Fjordalle 8
DK-6950 Ringkøbing

Joined the board of directors of Ringkjøbing Bank in 2001.
Has professional experience after working many years in the trade and service industries.
Holds the following managerial offices:
Member of the board of directors of Ringkøbing Håndbold ApS.

Has held the following managerial office over the past five years:
Central-Vask Ringkøbing ApS (executive board member)

Peter Mortensen (born 1972)

Enghavevej 24
DK-7620 Lemvig

Joined the board of directors of vestjyskBANK in 2008.
Holds the following managerial office:
Member of the executive board of Slagter Mortensen Lemvig ApS.

Peder Hesselaa Nielsen (born 1961)

Erantisvej 22
DK-8500 Grenaa

Joined the board of directors of vestjyskBANK in 2003 as employee representative.
Holds the following managerial office:
Member of the board of directors of HHH Polen Invest ApS.

Peter Bækkelund Rasmussen (born 1967)

Joined the board of directors of vestjyskBANK in 2007 as employee representative.
Has held the following managerial office over the past five years:
Member of the board of directors of Vestfyns Bank A/S.

4.7.2 The executive board

The members of the executive board of the surviving company will be Frank Kristensen and Preben Knudsgaard, Frank Kristensen being CEO.

Frank Kristensen (born 1952)

vestjyskBANK
Torvet 4-5
DK-7620 Lemvig

Manager of GrønlandsBANKEN 1992-1999. Manager of Nordvestbank 1999-2002 and of vestjyskBANK from 2002 after the merger between Vestjysk Bank and Nordvestbank. Member of the board of directors of the Association of Local Banks in Denmark, the Danish Bankers' Association, Totalkredit A/S, PRAS A/S, the Danish Securities Centre A/S, PBS Holding A/S, Multidata Holding A/S, e-nettet Holding A/S and Atrium Fondsmæglerselskab A/S. Has not been a member of the board of directors of any other company over the past five years.

Preben Knudsgaard (born 1949)

Torvet 2

DK-6950 Ringkøbing

Manager of Ringkøbing Bank from 1992.

Member of the board of directors of Bankernes EDB Central and BankPension.

Over the past five years, he has held the following managerial office:

Member of the board of directors of RB-Erhvervsinvestering A/S.

4.7.3 The board of representatives

It is proposed to abolish the existing board of representatives. It is also proposed to authorise the board of directors in future to appoint a board of representatives to promote the interests of the bank and to assist the board of directors in its work for the bank.

4.7.4 Remuneration and benefits

4.7.4.1 Board of directors

The remuneration payable to the boards of directors of vestjyskBANK and Ringkøbing Bank in 2008 amounts to DKK 1.4 million in total. In 2009, this amount is expected to be DKK 0.9 million.

The members of the boards of directors of vestjyskBANK and Ringkøbing Bank are not entitled to any remuneration when they retire as directors.

4.7.4.2 Executive board

The remuneration payable to the executive boards of vestjyskBANK and Ringkøbing Bank in 2008 amounts to DKK 8.9 million in total. In 2009, this amount is expected to be DKK 7.3 million.

The company has made no provisions or savings for pensions, termination, severance or the like.

The company has made no agreement with any member of the management on remuneration upon retirement.

The members of the executive board are not subject to any unusual terms of employment or other terms.

4.7.4.3 Loans and security

The surviving company's loans, sureties and guarantees to the management are distributed as follows (calculated as at 30 September 2008):

Executive board	DKK 3.4 million
Board of directors	DKK 64.5 million

All loans have been granted and all security has been provided on an arm's length basis.

4.7.5 Declaration by the management on past activities

No member of the board of directors or the executive board has within the last five years 1) been found guilty of any fraudulent offence, 2) been a member of the management of any company being administered in bankruptcy, or having entered into liquidation 3) been subject to any public prosecution or sanction imposed by regulatory or other authorities (including professional bodies) or 4) been disqualified by any court from being a member of the board of directors, executive board or supervisory committee of an issuer, or from being in charge of the management of an issuer. It should, however, be noted that Preben Knudsgaard was a member of the board of directors of RB-Erhvervsinvestering A/S, which was dissolved by solvent voluntary liquidation on 24 October 2006.

No member of the board of directors has within the last five years been a member of the management of any company being in suspension of payments.

4.7.6 Conflicts of interest declaration

No current or potential conflict of interests exists between the duties of the members of the board of directors and the executive board and such members' personal interests and other duties.

4.7.7 Incentive programme

No agreement has been made providing for any bonus scheme, incentive programme or similar remuneration of the members of the executive board or the board of directors.

4.7.8 Shareholdings of the members of the board of directors and the executive board

Reference is made to the specification in clause 4.3.

4.8 Corporate Governance

Both Ringkjøbing Bank and vestjyskBANK have in recent years carried on business based on the philosophy that corporate governance is essential for a bank to maintain good relations with its stakeholders, including customers, shareholders, suppliers, employees and the local community. Both banks have therefore largely complied with the corporate governance recommendations issued by NASDAQ OMX Copenhagen A/S. The corporate governance policy of Ringkjøbing Bank is available at the company's website www.riba.dk.

The corporate governance policy of vestjyskBANK may be described as follows:

1. The shareholders' role and interaction with the management

The bank has as its objective to remain an independent, full-service financial undertaking which is rooted in the local community and which has a strong customer and shareholder base. Against this background, the shareholders have passed a general meeting resolution to introduce a 3% voting right limit. The board of directors finds that this limitation of the voting right supports the bank's objective to remain independent and to develop its business for the benefit of customers, shareholders and other stakeholders. Every year vestjyskBANK holds a shareholders' meeting following its annual general meeting.

2. Openness and transparency

vestjyskBANK seeks to ensure the highest degree of openness about the bank. The board of directors and the executive board are striving to improve the bank's communication and information practices in relation to stakeholders to ensure that all information about the bank is disclosed to the public in a reliable and satisfactory way. The information should give a true and fair view of the financial situation, strategy and future expectations of vestjyskBANK. During the year, the management of vestjyskBANK provides information to the shareholders on the bank's website and in the shareholder and customer magazine Fjordternen. It also issues press releases in connection with the publication of its annual, interim and quarterly reports and whenever it finds it necessary to make an announcement to the public. The bank's website also includes an investor site providing relevant and updated information to the shareholders and other stakeholders, including earlier stock exchange announcements, investor presentations, the annual profile brochure, the current share price, etc.

3. Board of representatives

It is proposed to abolish the existing board of representatives. It is also proposed to authorise the board of directors in future to appoint a board of representatives to promote the interests of the bank and to assist the board of directors in its work for the bank.

4. Board of directors and executive board

Members of the board of directors are elected for three-year terms and are eligible for re-election. Under Danish law, the company's employees are also entitled to elect a number of directors. After the general meeting, the board of directors elects its own chairman and vice-chairman.

The members of the board of directors should preferably represent a wide commercial knowledge and business experience, having regard to the diversified activities of vestjyskBANK.

The board of directors is in charge of the overall management of vestjyskBANK, including the drawing up of the bank's general policies and objectives. The board of directors is also responsible for the bank's organisation, its internal audit and accounting procedures, budgets and IT affairs. In addition, the board of directors is required to follow up on business plans, budgets, etc. and to assess all reports on the bank's liquidity, funding, cash flow, major transactions and special risks.

The board of directors has adopted rules of procedure governing the performance of its duties. The rules of procedure of the board of directors are evaluated and adjusted on an ongoing basis. The rules of procedure are drawn up in accordance with the statutory provisions and the directions of the Danish Financial Supervisory Authority and include guidelines for the directors' work of the board of directors, including its cooperation with the executive board. The board of directors is responsible for appointing members of the executive board to be in charge of the day-to-day management of the bank. The board of directors also appoints the internal auditor.

The board of directors holds a seminar every spring, laying down the framework for the coming year's work in terms of overall strategic management and financial and management control of the bank as well as ongoing evaluation of the executive board's work. Board meetings are held every month except for July.

The remuneration for the board of directors and the executive board, respectively, is set out in the annual report. The members of the board of directors receive annual remuneration. The pay to the executive board is fixed, and the terms and conditions of service, including the terms of termination, follow general practice in the area and are continuously assessed. Neither the board of directors nor the executive board is paid in share options, and the executive board receives no incentive pay.

A list of the members of the board of directors and their terms of office is available at vestjyskBANK's website and is included in the annual report. Any managerial posts and directorships held by the directors in other companies, whether Danish or foreign, are stated in the list.

5. Risk management

The board of directors of vestjyskBANK has laid down detailed policies and limits in instructions to the executive board in order to protect the bank against risks. The board of directors pays constant attention to the bank's risk management, with continuous and detailed reporting at all board meetings. In accordance with the requirements of the Danish Executive Order on Capital Adequacy,

each individual area of risk is described in detail in a special risk report, which is available at www.vestjyskbank.dk.

4.9 **Internal management control systems and procedures**

The surviving company uses the management control systems made available by the jointly owned IT centre BEC (Bankerned EDB Central). These systems form the basis for preparation of the bank's budgets and internal and external financial reporting.

The company prepares annual budgets. The budgets are submitted to the board of directors for approval.

Monthly financial reporting is prepared to the executive board and to the board of directors. The financial report is compared to the budget and to the corresponding period in the preceding year.

Budget control is carried out quarterly, and the result is presented to the executive board and the board of directors.

Further, the development in the bank's deposits and loans, liquidity, currency and interest rate risks is monitored on an ongoing basis.

4.10 **The surviving company in figures**

For illustrative and guidance purposes, pro forma key figures for the surviving company are set out below. The pro forma key figures naturally show a hypothetical situation and therefore do not reflect the company's real financial position or results.

The key figures are based solely on a combination of similar items from the financial statements for 2007 and the third quarter reports for 2008 of vestjyskBANK and Ringkjøbing Bank, respectively. The companies' annual and interim reports are available at their respective websites, www.vestjyskbank.dk and www.riba.dk. The companies' annual reports for the past three years will also be made available for inspection at the companies' respective head offices four weeks before the date of the general meeting.

The pro forma key figures do not take into account any cost and income synergies, or transaction and merger costs. Nor do the figures take into account any recognition and amortisation of goodwill, or any positive or negative balance arising in connection with the merger. The balance may not be calculated until the merger has been finally adopted, and will then be based on a distribution of the purchase price and market price on the shares in vestjyskBANK. Based on the market price on 29 October 2008, a negative balance of approx. DKK 350 million between the market price and the equity value of Ringkjøbing Bank may be determined. Based on the corresponding figures at 31 December 2007, a positive balance of approx. DKK 300 million may be determined.

Key figures	1/1- 30/9 2008 VB	1/1- 30/9 2008 RB	1/1- 30/9 2008 Pro forma	1/1- 31/12 2007 VB	1/1- 31/12 2007 RB	1/1- 31/12 2007 Pro forma
Income statement (DKK million)	a)	b)		c)	d)	
Net interest and fee income	494	244	738	616	304	920
Core income (1)	563	271	834	653	326	979
Costs, including depreciation, amortisation and impairment losses for property, plant and equipment	314	138	452	365	188	553
Core earnings (2)	249	133	382	288	138	426
Loans and advances, bad and doubtful debts, etc. written off	47	65	112	(15)	(9)	(24)
Profit before tax	106	17	123	291	136	427
Profit	84	11	95	222	101	323
Balance sheet (DKK million)						
Loans	17,412	7,038	24,450	14,563	7,232	21,545
Deposits	11,109	4,146	15,255	9,174	4,264	13,438
Equity	1,782	821	2,603	1,714	828	2,376
Total assets	22,354	10,329	32,683	18,513	9,937	28,200
Guarantees (3)	3,737	2,252	5,989	5,439	2,789	8,228
Business volume (3) (4)	32,258	13,436	45,694	29,176	14,285	43,211

(1): Net interest and fee income + translation adjustment of currency and equity investments + other operating income.

(2): Core income less costs, including depreciation, amortisation and impairment losses for property, plant and equipment.

(3): As from 2008, the determination does not include guarantees for losses provided to Totalkredit as a result of the transition to an offsetting model.

(4): Loans + deposits + guarantees.

a) vestjyskBANK Quarterly Report 1Q to 3Q 2008, p. 7.

b) Ringkjøbring Bank Quarterly Report for the period 1 January to 30 September 2008, pp 6-7.

c) vestjyskBANK Annual Report 2007, p. 8.

d) Ringkjøbring BANK Annual Report 2007, pp. 30-31.

Reference is made to the attached auditor's statement concerning the pro forma financial information.

4.11 **Financial resources**

The solvency ratio of the surviving company at 30 September 2008 has been calculated at 10.9%. The liquidity surplus as compared to the statutory liquidity requirements has been calculated at 87.5%. The bank's financial resources are deemed to be fully adequate to continue and develop the bank's operations in the coming years.

4.12 **Expectations for the future**

As previously announced, the surviving company expects to realise cost synergies of approx. DKK 75 million p.a. in the longer term, mainly through the combination of overlapping administrative functions. The surviving company is consequently expected to realise potential core earnings (profit before translation adjustments, depreciation and amortisation) in the order of DKK 600 million p.a.

As a result of the national guarantee passed by the Danish Parliament, which both vestjyskBANK and Ringkjøbing Bank have joined after announcement of the merger, the core earnings for 2009 will be reduced by approx. DKK 110 million, after which core earnings are expected to be in the order of DKK 450 to 500 million.

5. **PAYMENT AND AGREEMENTS IN CONNECTION WITH THE MERGER**

No payment to the boards of directors, the executive boards or any employees of Ringkjøbing Bank and vestjyskBANK has been agreed in connection with the merger.

In addition to the company-law documents required by statute, a pre-merger agreement has been entered into between the merging companies. The merger agreement does not differ from the terms set out in the merger plan and statement and in this announcement.

6. **THE NEW SHARES**

As mentioned above, the share capital of the surviving company will be increased by the nominal amount of DKK 39,000,000 to DKK 125,000,000 for the purpose of consideration to the shareholders of the non-surviving company.

6.1 **Rights of the shares**

The new shares carry the same rights as all other shares in vestjyskBANK.

No share in vestjyskBANK has any special rights.

6.2 **Ownership restrictions**

No ownership restrictions apply to the shares in vestjyskBANK.

6.3 **Registered shares**

The shares in vestjyskBANK are registered in the names of the holders and must be entered in the company's register of shareholders. The company's register of shareholders is kept by VP Services A/S, Helgeshøj Allé 61, DK-2630 Taastrup, which has been appointed to keep the register on behalf of the company. The shares are registered in the VP Securities Services (Værdipapircentralen) in Denmark.

6.4 **Right to receive dividend/to share in profits**

Under the Danish Companies Act (aktieselskabsloven), the annual general meeting of a company must pass a resolution on the distribution of dividend based on the adopted annual report for the latest financial year.

Upon recommendation of the board of directors, the general meeting resolves on the appropriation of any profits after transfers to reserves as deemed necessary for the bank's financial position.

As mentioned in section 4.4, vestjyskBANK has joined the Danish Government's guarantee scheme. Under the scheme, the company must not distribute any dividend during the term of the agreement, currently until 2010. In the present circumstances, no dividend will therefore be paid until 2011 at the earliest.

The new shares in vestjyskBANK issued as consideration to the shareholders of Ringkjøbing Bank entitle their holders to receive full dividend as from the effective date of the merger, and dividend will thus be paid on the shares if a resolution to such effect is passed by the annual general meeting in 2011.

The dividend for the year is paid through the VP Securities Services.

6.5 **Voting rights**

All shareholders whose shares are registered in the register of shareholders are entitled to vote at general meetings.

The shareholders may attend general meetings by proxy, or together with an adviser. Any proxy must produce evidence of his right to attend the general meeting in the form of an admission card and a written and dated instrument of proxy. The instrument of proxy may be valid for no more than 12 months. If issued to the board of directors, however, a proxy instrument may be valid only for a particular general meeting, the agenda for which must be known in advance.

Each share of DKK 10 carries one vote. No shareholder may personally or by proxy given to other parties than the board of directors cast votes representing in aggregate more than 3% of the share capital.

6.6 **Right of pre-emption**

In accordance with section 30 of the Danish Companies Act, the existing shareholders are entitled to subscribe for the new shares issued in connection with a cash capital increase in proportion to their shareholdings. The general meeting may, however, derogate from this provision, subject to the provisions of the Act.

6.7 **Rights upon solvent liquidation**

Upon solvent liquidation of vestjyskBANK, the shareholders are entitled to share in the distribution of net assets in proportion to their nominal shareholdings after payment to the company's creditors.

6.8 **Negotiability and transferability of the shares**

The shares are freely negotiable. No shareholder is required to have his shares redeemed in whole or in part.

6.9 **Exchange of shares**

As a result of the merger, the shareholders of the non-surviving company must exchange their shares with shares in the surviving company by registration in the VP Securities Services, Helgeshøj Allé 61, PO Box 20, DK-2630 Taastrup, when the merger has been registered by the Danish Commerce and Companies Agency (Erhvervs- og Selskabsstyrelsen). The shareholders of the non-surviving company will be separately notified when the merger has been registered, and the shares must be exchanged.

6.10 **Trading and official listing of the new shares**

Application is made for admission for trading and official listing of the new shares issued in connection with the capital increase of vestjyskBANK at NASDAQ OMX Copenhagen A/S, with the expected first trade date as specified in the schedule below.

7. **OTHER INFORMATION ON VESTJYSKBANK**

7.1 **Name and registered office**

Vestjysk Bank A/S

Torvet 4

DK-7620 Lemvig

Tel. +45 96 63 20 00

Fax +45 96 63 21 39

Central Business Register (CVR) no. 34 63 13 28

Vestjysk Bank A/S also carries on business under the following names: A/S Nordvestbank, Holstebro Landmandsbank A/S, Lemvig Bank A/S, Lemvig Folkebank A/S, Lokalbank Lemvig A/S, Lokalbank Vestjylland A/S, Nordvest Finans A/S, nv finans A/S, NV-Ejendom A/S, NV-Finans A/S, VB-Finans A/S, Vestbank A/S, Vestjysk Bolig A/S, Vestjysk Finans A/S, Vestjysk Leasing A/S, Vestjysk Lokalbank A/S, and VJ-Finans A/S.

As part of the decision to merge with Ringkjøbing Bank, it will be proposed at the general meeting adopting the merger that the name "Aktieselskabet Ringkjøbing Bank" be adopted as a secondary name, and as part of the process of buying a number of assets and liabilities from Bonusbanken it is

expected that "Bonusbanken A/S" will be proposed as a secondary name. At the general meeting adopting the merger, it will further be proposed that the following secondary names be deregistered: NV-Finans A/S, VJ Finans A/S, Nordvest Finans A/S, and NV Ejendom A/S.

The company's registered office is situated in the municipality of Lemvig.

The company was established on 28 February 1874.

7.2 **Financial year and financial reporting**

The surviving company's financial year is the calendar year. The company presents quarterly reports.

7.3 **Objects**

Under its Articles of Association, the objects of vestjyskBANK are as follows:

- To carry out banking operations.
- However, the bank may carry on other business to secure or settle any commitments previously entered into, and for the purpose of participating in the restructuring of business enterprises.
- The bank may carry on other business ancillary to the banking operations.
- The bank may carry on other financial business through subsidiary companies.

7.4 **Auditors**

PricewaterhouseCoopers Statsautoriseret Revisionsaktieselskab
Krøyer Pedersen Statsautoriserede Revisorer I/S

7.5 **Share-issuing bank**

vestjyskBANK is the share-issuing bank as regards shares in vestjyskBANK.

7.6 **Financial calendar**

25 February 2009	Annual report for 2008
11 March 2009	Annual general meeting
29 April 2009	Report for the first quarter of 2009
5 August 2009	Interim report for 2009
28 October 2009	Report for the first, second and third quarter of 2009

8. **EXPECTED MERGER SCHEDULE**

- 2 December 2008: Extraordinary general meeting of vestjyskBANK
- 2 December 2008: Extraordinary general meeting of Ringkjøbing Bank
- 17 December 2008: Potential second extraordinary general meeting of Ringkjøbing Bank (if the required capital is not represented at the first general meeting)
- 18 December 2008: Registration of the merger with the Danish Commerce and Companies Agency
- 23 December 2008: Last trading day of Ringkjøbing Bank
- 29 December 2008: Admission for trading of shares in vestjyskBANK exchanged for shares in Ringkjøbing Bank
- 5 January 2009: Merger processing at the VP Securities Services – exchange of shares in Ringkjøbing Bank with shares in vestjyskBANK
- 6 January to 19 January 2009: Period for the trading of fractional shares

It should be noted that the schedule may be changed if a second general meeting of Ringkjøbing Bank proves unnecessary.

9. **DOCUMENTS**

This announcement is accompanied by the following documents:

- Joint merger plan and statement with appendices, including audited interim balance sheets
- Proposed new Articles of Association of vestjyskBANK
- The valuers' statement on the merger plan of 1 January 2008 between vestjyskBANK and Ringkjøbing Bank
- Declarations by an independent auditor under section 134c(4) of the Danish Companies Act
- Auditor's statement on pro forma figures

From today's date, these documents will also be available for inspection by the shareholders at vestjyskBANK's offices at Torvet 4, DK-7620 Lemvig, and at Ringkjøbing Bank's offices at Torvet 2, DK-6950 Ringkjøbing, as well as at the companies' websites www.vestjyskbank.dk and www.riba.dk.

10. **CROSS-REFERENCE TABLE**

By means of cross-references, this section refers to the income statement, balance sheet, statement of changes in equity, and notes, as well as the management's review and the statement by the executive and supervisory boards for the period 1 January to 30 September 2008 of vestjyskBANK and Ringkjøbing Bank. The section also refers to the income statement, balance sheet, statement of changes in equity, and notes, as well as the management's review, the statement by the executive and supervisory boards, and the auditor's report for the financial years 2005, 2006 and 2007 of vestjyskBANK and Ringkjøbing Bank. For a detailed examination of the annual reports and the quarterly reports, please see the respective annual reports and quarterly reports for the period 1 January to 30 September 2008, which may be downloaded from vestjyskBANK's website: www.vestjyskbank.dk, and from Ringkjøbing Bank's website: www.riba.dk.

	Vestjysk Bank A/S				Aktieselskabet Ringkjøbing Bank			
	Reference to quarterly report 30/9 2008 Page	Reference to annual report 2007 Page	Reference to annual report 2006 Page	Reference to annual report 2005 Page	Reference to quarterly report 30/9 2008 Page	Reference to annual report 2007 Page	Reference to annual report 2006 Page	Reference to annual report 2005 Page
Management's review	2	4	8	6	3	4	1	8
Statements by the executive and supervisory boards	10	36	34	25	12	48	44	25
Auditor's report	-	37	35	26	-	48	44	25
Accounting policies	9	40	38	28	5	26	26	22
Income statement	11	48	44	34	6	30	28	26
Balance sheet	12	49	45	35	7	31	29	27
Changes in equity	14	50	46	36	8	32	30	-
Notes	16	51	47	37	12	33	32	40

MERGER PLAN AND STATEMENT

FOR Vestjysk Bank A/S

AND Aktieselskabet Ringkøbing Bank

MERGER PLAN AND STATEMENT

FOR Vestjysk Bank A/S
Central Business Register (CVR) No. 34 63 13 28
Torvet 4-5
DK-7620 Lemvig
having its registered office in the municipality of Lemvig

AND Aktieselskabet Ringkøbing Bank
Central Business Register (CVR) No. 17 30 94 04
Torvet 2
DK-6950 Ringkøbing
having its registered office in the municipality of Ringkøbing-Skjern

We, the undersigned boards of directors of Vestjysk Bank A/S and Aktieselskabet Ringkøbing Bank, have today agreed on the following merger plan and merger statement, pursuant to which Aktieselskabet Ringkøbing Bank (the non-surviving company) will be dissolved without liquidation by transferring the company's total assets and liabilities to Vestjysk Bank A/S (the surviving company).

1. **BACKGROUND AND REASON**

- 1.1 Vestjysk Bank A/S is the result of a merger in 2002 between the previous Vestjysk Bank and Nordvestbank, with Vestjysk Bank A/S as the future name and Lemvig as the registered municipality of Vestjysk Bank A/S. On 29 September 2008 Vestjysk Bank A/S acquired the banking segment of Bonusbanken under section 246 of the Danish Financial Business Act (*lov om finansiel virksomhed*). Vestjysk Bank A/S has its core territory in western Jutland, but over the past years Vestjysk Bank A/S has taken a number of pro-active steps towards increasing the bank's business volume, and covers all of central Jutland in a geographical territory stretching along the west coast from Thisted in the north to Esbjerg in the south, to Kolding in the east and northwards via Aarhus to Randers. Vestjysk Bank A/S is included in the Midcap index on NASDAQ OMX Copenhagen A/S.
- 1.2 Aktieselskabet Ringkøbing Bank has its origin in 1872 and is today a local bank in sound development, with a strong regional market in western Jutland and with cashless

branches in Aarhus, Silkeborg and Odense. Aktieselskabet Ringkjøbing Bank forms part of a number of strategic partnerships enabling it to act on equal terms with large banks. The partnerships also entail economies of scale. Aktieselskabet Ringkjøbing Bank is included in the Small Cap index on NASDAQ OMX Copenhagen A/S.

- 1.3 The main purpose of the merger of Vestjysk Bank A/S and Aktieselskabet Ringkjøbing Bank is to create a strong western Jutland bank in which the decisions made are based on the western Jutland location. A bank having the strength to develop on its own in accordance with an offensive strategy with controlled growth.
- 1.4 It is assessed that the surviving company will have a size allowing it better options of effectively using the capacity of the administrative staff functions while at the same time using relatively more resources in the customer-related functions, thereby developing for the benefit of customers, shareholders and employees.
- 1.5 Upon completion in fact of the merger of the two companies, it would be inefficient to continue operating the companies as two separate legal entities.

2. **MERGER BASIS**

In connection with the merger the non-surviving company will be dissolved without liquidation by transfer of its total assets and liabilities to the surviving company.

3. **MERGER DATE**

The merger shall be effective from 1 January 2008, from which date the rights and obligations of the non-surviving company shall be deemed to have been transferred to the surviving company for accounting and tax purposes.

It is noted that the cut-off date for accounting purposes under the Danish Executive Order on the Presentation of Financial Statements (*Regnskabsbekendtgørelsen*) (the international financial reporting standards (IFRS)) will be the date of adoption of the merger.

4. **NAMES**

- 4.1 Vestjysk Bank A/S has the following secondary names: A/S Nordvestbank, Holstebro Landmandsbank A/S, Lemvig Bank A/S, Lemvig Folkebank A/S, Lokalbank Lemvig A/S, Lokalbank Vestjylland A/S, Nordvest Finans A/S, NV Finans A/S, NV-Ejendom A/S, NV-Finans A/S, VB-Finans A/S, Vestbank A/S, Vestjysk Bolig A/S, Vestjysk Finans A/S, Vestjysk Leasing A/S, Vestjysk Lokalbank A/S and VJ-Finans A/S.
- 4.2 Aktieselskabet Ringkjøbing Bank has no secondary names.

Upon the merger, the surviving company will take over the name of the non-surviving company as a secondary name.

5. **CONSIDERATION**

- 5.1 The share capital of the surviving company is nominally DKK 86,000,000 divided into shares of DKK 10 each. The share capital of the non-surviving company is DKK 31,200,000 divided into shares of DKK 20 each.
- 5.2 Upon the merger, the shareholders of the non-surviving company will receive shares in the surviving company, which will be acquired at an exchange ratio of 2:5, which means that as a result of the merger two shares of DKK 20 each in the non-surviving company will be exchanged for five shares of DKK 10 each in the surviving company.
- 5.3 In so far as a shareholder of the non-surviving company has 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. For a period of two weeks the fractional shares may be converted such that each shareholder is allowed to either purchase another fractional share up to a whole number of shares, or sell his fractional share in return for a cash sum. The exchange of shares and the trade in fractional shares will be handled by Sparekassen Sjælland. The amount of the capital increase takes into account that all potential fractional shares may be used to purchase shares. To the extent that some of the fractional shares are not used, the excess shares will accrue to the treasury shares held by Vestjysk Bank A/S.
- 5.4 When receiving information about the procedure of the share exchange, the shareholders will also receive detailed information about the procedure of trading in fractional shares.
- 5.5 The price of the fractional shares will be determined on the basis of the current price listed on NASDAQ OMX Copenhagen A/S ("all transactions") for shares in the surviving company, so that the value of a fractional share will be half the value of a share. Fractional shares will not be traded on NASDAQ OMX Copenhagen A/S. That trade will, as mentioned above, be handled by Sparekassen Sjælland.
- 5.6 If a shareholder in the possession of a fractional share does not contact Sparekassen Sjælland within the period for trading of the fractional shares, the fractional share will be converted into a cash amount which will be paid to the shareholder (the cash amount will be based on the market price on NASDAQ OMX Copenhagen A/S ("alle handler") for the shares in the surviving company at the time of expiry of the period for the trading of the fractional shares).
- 5.7 The exchange ratio has been determined on the basis of the equity value of the non-surviving company and the surviving company and reflects, in the opinion of the boards of directors, a reasonable relationship between the value of the non-surviving company and the value of the surviving company prior to the merger. The procedure applied is reasonable and justifiable in the opinion of the boards of directors.

- 5.8 For the purpose of offering consideration to the shareholders of the non-surviving company, the share capital of the surviving company will be increased by nominally DKK 39,000,000 to DKK 125,000,000.
- 5.9 There have been no particular difficulties involved in determining the consideration.
- 5.10 The boards of directors have jointly appointed state-authorized public accountants H. C. Krogh and Kurt Villadsen as valuers to prepare a written statement on the merger plan and make a declaration as to whether the creditors can be considered sufficiently secured after the merger, to which reference is made in all other respects.

6. **THE SHARES OF THE SURVIVING COMPANY**

- 6.1 The new shares in the surviving company shall confer on the holders the right to receive dividend as from the current financial year and other rights as from the date when the merger takes legal effect pursuant to section 134h of the Danish Public Companies Act (*aktieselskabsloven*).
- 6.2 As regards the shares issued in the surviving company in connection with the capital increase, attempts will be made to have such shares admitted for trading and official listing on NASDAQ OMX Copenhagen A/S, the expected first trading day being 17 December 2008.
- 6.3 There is no obligation to prepare and publish a prospectus in the event of admitting for trading any shares to be offered, granted or awarded in connection with a merger, provided that a document is provided containing information corresponding to that of a prospectus. Consequently no prospectus will be prepared as part of the admission for trading. The information contained in the documents prepared in connection with the merger, the announcement of 31 October 2008 (with attached documents) published by the company through NASDAQ OMX Copenhagen A/S, and the 2007 annual reports of the merged companies corresponds to the information contained in a prospectus.
- 6.4 As a result of the merger, the shareholders of the non-surviving company must exchange their shares for shares in the surviving company by registration in the VP Securities Services (*Værdipapircentralen*), Helgeshøj Allé 61, PO Box 20, DK-2630 Taastrup, once the merger has been registered by the Danish Commerce and Companies Agency (*Erhvervs- og Selskabsstyrelsen*). The shareholders of the non-surviving company will receive a separate notification when the merger has been registered and it is time for the share exchange.

7. **SPECIAL BENEFITS FOR THE BOARDS OF DIRECTORS, BOARDS OF REPRESENTATIVES, EXECUTIVE BOARDS AND THE VALUERS**

Neither the members of the involved companies' boards of directors, boards of representatives, executive boards nor the valuers will be offered any special benefits in connection with the merger.

8. **TAX STATUS OF THE MERGER**

The merger will be completed as a tax-exempt merger in accordance with the provisions of the Danish Merger Tax Act (*fusionsskatteloven*).

9. **THE MANAGEMENT OF THE SURVIVING COMPANY**

9.1 The board of directors of the surviving company will have the same members as the existing board. However, it is proposed that Poul Hjulmand and Carl Olav Birk Jensen of Ringkjøbing Bank be elected as new members of the board of directors. Provided that the above members are elected, the board of directors of the surviving company will have the following members: Anders Kristian Bech, Poul Hjulmand, Peter Grankær, Carl Olav Birk Jensen, Kirsten Lundgaard-Karlshøj, Peter Mortensen, Peder Hesselaa Nielsen (employee representative) and Peter Bækkelund Rasmussen (employee representative).

9.2 The members of the executive board of the surviving company will be Frank Kristensen and Preben Knudsgaard, Frank Kristensen being the CEO.

10. **INTERIM BALANCE SHEET, JOINT AND OPENING BALANCE SHEETS FOR THE MERGER**

Audited interim balance sheet of Vestjysk Bank A/S as at 30 September 2008 and audited interim balance sheet of Aktieselskabet Ringkjøbing Bank as at 30 September 2008 are attached.

11. **DOCUMENTS FOR INSPECTION**

In accordance with section 134e(6) of the Public Companies Act, the following documents will be available for inspection by the shareholders:

1. this merger plan and statement, including appendices;
2. annual reports of Vestjysk Bank A/S for the past three years;
3. annual reports of Aktieselskabet Ringkjøbing Bank for the past three years;
4. the valuers' statement on the consideration pursuant to section 134c(1) of the Public Companies Act;
5. the valuers' creditor statement pursuant to section 134c(4) of the Public Companies Act.

Appendix 1: Audited interim balance sheet of Vestjysk Bank A/S

Appendix 2: Audited interim balance sheet of Aktieselskabet Ringkjøbing Bank

Appendix 3: The valuers' statement on the consideration pursuant to section 134c(1) of the Public Companies Act

Appendix 4: The valuers' creditor statement pursuant to section 134c(4) of the Public Companies Act

Lemvig, 31 October 2008

Board of directors of Vestjysk Bank A/S:

Anders Kristian Bech,
chairman

Peter Grønkjær Grankær,
deputy chairman

Kirsten Lundgaard-
Karlshøj

Peder Hesselaa Nielsen

Peter Bækkelund
Rasmussen

Peter Juhl Mortensen

Ringkøbing, 31 October 2008

Board of directors of Aktieselskabet Ringkjøbing Bank:

Poul Hjulmand, chairman

Carl Olav Birk Jensen,
deputy chairman

Jens Fjordside

Hans-Ole Jessen

Henning Jensen

Gert Aagaard Christensen

Interim Balance Sheet at 30 September 2008 of
Vestjysk Bank A/S

Management's Statement on the Interim Balance Sheet

In accordance with the merger plan of 31 October 2008, Vestjysk Bank A/S merges with Aktieselskabet Ringkjøbing Bank with Vestjysk Bank A/S as the continuing company, while Aktieselskabet Ringkjøbing Bank is discontinued.

The Interim Balance Sheet is prepared in connection with the merger plan being signed more than six months after the balance sheet date of the latest Annual Report.

The Interim Balance Sheet is prepared pursuant to the Danish Financial Business Act.

The Interim Balance Sheet gives a true and fair view of the financial position of the Bank.

No important events materially affecting the assessment of the Interim Balance Sheet have occurred after 30 September 2008.

Supervisory Board of Vestjysk Bank A/S

Lemvig, 31 October 2008

Anders Bech
Chairman

Peter Grankær

Peter Mortensen

Kirsten Lundgaard-Karlshøj

Peder Hesselaa Nielsen

Peter Bækkelund Rasmussen

Internal Auditor's Report

We have audited the Interim Balance Sheet of Vestjysk Bank A/S at 30 September 2008, which comprises Management's Statement, significant accounting policies, balance sheet and notes to the balance sheet. The Interim Balance Sheet is prepared in accordance with the recognition and measurement criteria of the Danish Financial Business Act and under the same accounting policies as applied for the latest adopted Annual Report of Vestjysk Bank A/S.

The Interim Balance Sheet is prepared in relation to the contemplated merger with Aktieselskabet Ringkjøbing Bank in connection with which the merger plan is signed more than six months after the balance sheet date of the latest Annual Report of Vestjysk Bank A/S.

Basis of Opinion

We conducted our audit in accordance with Danish Auditing Standards. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the Interim Balance Sheet is free from material misstatement.

Our audit was conducted in accordance with the distribution of work agreed upon with the external auditors and comprised an assessment of established procedures and internal controls, including the risk management designed by Management aimed at reporting processes and material business risks. Based on materiality and risk, we have tested the basis of amounts and other information in the Interim Balance Sheet, including examination of the information supporting amounts and disclosures in the Interim Balance Sheet. In connection with our audit we moreover considered whether the accounting policies applied by Management are appropriate and the accounting estimates made by Management are fair. We furthermore assessed the overall presentation of the Interim Balance Sheet.

We participated in the audit of material and risky areas, and in our opinion the audit evidence obtained is adequate and qualifies as basis for our opinion.

The audit did not give rise to any qualification.

Opinion

In our opinion the Interim Balance Sheet gives a true and fair view of the financial position of Vestjysk Bank A/S at 30 September 2008 in accordance with the recognition and measurement criteria of the Danish Financial Business Act and under the same accounting policies as applied for the latest adopted Annual Report of Vestjysk Bank A/S.

Lemvig, 31 October 2008

Hans B. Talihn
Controller

Independent Auditor's Report

To the Shareholders of Vestjysk Bank A/S and Aktieselskabet Ringkjøbing Bank

We have audited the Interim Balance Sheet of Vestjysk Bank A/S at 30 September 2008, which comprises Management's Statement, significant accounting policies, balance sheet and notes to the balance sheet. The Interim Balance Sheet is prepared in accordance with the recognition and measurement criteria of the Danish Financial Business Act and under the same accounting policies as applied for the latest adopted Annual Report of Vestjysk Bank A/S.

The Interim Balance Sheet is prepared in relation to the contemplated merger with Aktieselskabet Ringkjøbing Bank, in connection with which the merger plan will be signed more than six months after the balance sheet date of the latest Annual Report of Vestjysk Bank A/S.

Management's Responsibility for the Interim Balance Sheet

Management is responsible for the preparation and presentation of an Interim Balance Sheet that gives a true and fair view of the Company's assets, liabilities and equity in accordance with the recognition and measurement criteria of the Danish Financial Business Act and under the same accounting policies as applied for the latest adopted Annual Report of Vestjysk Bank A/S. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of an Interim Balance Sheet that is free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

Auditor's Responsibility

Our responsibility is to express an opinion on the Interim Balance Sheet based on our audit. We conducted our audit in accordance with Danish Auditing Standards. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the Interim Balance Sheet is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the Interim Balance Sheet. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Interim Balance Sheet, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the Interim Balance Sheet in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by Management, as well as evaluating the overall presentation of the Interim Balance Sheet.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Our audit has not resulted in any qualification.

Opinion

In our opinion, the Interim Balance Sheet gives a true and fair view of the financial position of Vestjysk Bank A/S at 30 September 2008 in accordance with the recognition and measurement criteria of the Danish Financial Business Act and under the same accounting policies as applied for the latest adopted Annual Report of Vestjysk Bank A/S.

Holstebro, 31 October 2008

PricewaterhouseCoopers

Statsautoriseret Revisionsaktieselskab

H.C. Krogh

State Authorised Public Accountant

ACCOUNTING POLICIES

General

The Interim Balance Sheet has been prepared in accordance with the provisions of the Danish Financial Business Act, including the Danish Executive Order on the Presentation of Financial Statements of Credit Institutions and Stockbroker Companies etc.

The accounting policies applied remain unchanged compared with those applied in the Annual Report for 2007 to which we refer.

Interim Balance Sheet:

Balance Sheet	Note	30 September 2008 DKK '000	31 December 2007 DKK '000
Assets			
Cash in hand and demand deposits with central banks		966.509	161.714
Receivables from credit institutions and central banks	1	217.545	610.674
Loans, advances and other receivables at amortised cost	2,3,4	17.411.951	14.563.436
Bonds at fair value	5	2.681.969	2.378.866
Shares etc	6	426.061	382.001
Goodwill	7	111.554	0
Customer relations		14.964	
Other goodwill		96.590	
Land and buildings			
Domicile properties	8	245.333	213.189
Other property, plant and equipment	9	8.918	7.800
Current tax assets		29.414	13.784
Deferred tax assets		0	4.777
Other assets		242.024	164.652
Prepayments		13.126	12.337
Total assets		22.354.404	18.513.230

Interim Balance Sheet:

Balance Sheet	Note	30 September 2008 DKK '000	31 December 2007 DKK '000
Liabilities and equity			
Debt			
Debt to credit institutions and central banks		6.688.276	5.379.692
Deposits and other debt	10	11.108.626	9.174.443
Issued bonds at amortised cost		1.443.470	1.506.990
Other liabilities		570.354	282.654
Deferred income		191	19
Total debt		19.810.917	16.343.798
Provisions			
Provisions for pensions and similar obligations		11.065	8.040
Provisions for deferred tax		3.986	0
Provisions for losses on guarantees		13.209	9.263
Other provisions		159	0
Total provisions		28.419	17.303
Subordinated debt			
Subordinated debt	11	732.796	438.088
Equity			
Share capital	12	86.000	86.000
Revaluation reserves		15.750	15.750
Retained earnings		1.680.522	1.569.291
Proposed dividend		0	43.000
Total equity		1.782.272	1.714.041
Total liabilities and equity		22.354.404	18.513.230

Contingent liabilities	13
Capital adequacy requirement	14
Liquidity	15
Number of employees	16

Notes		30	31
		September 2008 DKK '000	December 2007 DKK '000

1 Receivables from credit institutions and central banks

Term deposits with central banks	0	499.587
Receivables from credit institutions	217.545	111.087
Total receivables from credit institutions and central banks	217.545	610.674

2 Loans, advances and other receivables at amortised cost

Variable utilisation	10.667.737	8.736.507
Other loans and advances	6.744.214	5.826.929
Total	17.411.951	14.563.436
Including loans obtained from Bonusbanken	1.143.598	-

3 Impairment charges on loans, advances and receivables

Individual impairment charges

Individual impairment charges on loans, advances and other receivables at 1 January 2008	163.254	200.581
Impairment charges for the period	77.696	59.617
Reversal of impairment charges made in previous financial years	-48.737	-71.913
Other movements	4.875	10.434
Losses realised, previously individually impaired loans, advances and receivables	-16.382	-35.465
Individual impairment charges on loans, advances and other receivables at 30 September 2008	180.706	163.254

No impairment charges have been made on receivables from credit institutions and other receivables. However, provisions for losses on guarantees have been made, cf the item "Provisions for losses on guarantees" in the balance sheet. Moreover, provisions for losses on unutilised credit facilities have been made, cf the item "Other provisions" in the balance sheet.

Collective impairment charges

Collective impairment charges on loans, advances and other receivables at 1 January 2008	3.710	4.856
Impairment charges for the period	5.914	3.710
Reversal of impairment charges	-2.658	-4.856
Other movements	292	0
Collective impairment charges on loans, advances and other receivables at 30 September 2008	7.258	3.710

Notes		30	31
		September 2008	December 2007
		DKK '000	DKK '000

4 Credit risks

Loans, advances and guarantees in percentage at the end of the period are broken down by sector and industry.

Public authorities	0%	0%
Business, including:		
Agriculture, hunting and forestry	15%	15%
Fishing industry	2%	2%
Manufacturing, extraction of raw materials, power stations, gas- and waterworks and heating stations	11%	10%
Construction	7%	7%
Wholesale and retail trade, restaurants and hotels	10%	10%
Transport, mail and telecoms	2%	2%
Financial intermediation and insurance	7%	6%
Real estate administration and real estate business, business services	18%	16%
Other business	3%	2%
Total business	75%	70%
Private	25%	30%
Total	100%	100%

5 Bonds at fair value

Mortgage bonds	2.361.924	1.868.319
Government bonds	86	131
Other bonds	319.959	510.416
Total bonds at fair value	2.681.969	2.378.866

As security for drawing rights with the Danish central bank:

Total nominal value	1.006.361	426.672
Total market value	987.105	424.264

Hereof borrowed against security	500.000	0
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6 Shares etc

Shares/investment certificates listed on OMX Copenhagen	80.517	93.324
Shares/investment certificates listed on other stock exchanges	23.381	22.716
Unlisted shares stated at fair value	259.573	207.422
Unlisted shares etc stated at cost	11.033	5.438
Other shares	51.557	53.101
Total shares etc	426.061	382.001

Notes	30 September 2008 DKK '000	31 December 2007 DKK '000
7 Goodwill		
Customer relations in connection with the acquisition of Bonusbanken	14.964	-
Other goodwill in connection with the acquisition of Bonusbanken	96.590	-
Total goodwill	<u>111.554</u>	<u>-</u>
8 Total land and buildings		
Domicile properties		
Reassessed value at the end of the preceding financial year	213.189	220.406
Additions for the period, including improvements	34.315	1.127
Disposals for the period	0	0
Depreciation	2.171	5.485
Changes in value recognised directly in equity during the year		
Changes in value recognised in the income statement during the period	0	-2.859
Reassessed value at the balance sheet date	<u>245.333</u>	<u>213.189</u>
9 Other property, plant and equipment		
Cost		
Cost at the end of the preceding financial year	15.492	9.854
Additions for the period, including improvements	4.763	7.630
Disposals for the period	932	1.992
Total cost at the balance sheet date	<u>19.323</u>	<u>15.492</u>
Impairment charges and depreciation		
Impairment charges and depreciation at the end of preceding financial year	7.692	5.620
Depreciation for the period	3.466	3.787
Impairment charges and depreciation for the period on sold and scrapped assets	0	159
Reversal for the period of impairment charges made in previous years and reversal of total depreciation and impairment charges on assets sold or scrapped in the year	753	1.874
Total impairment charges and depreciation at the balance sheet date	<u>10.405</u>	<u>7.692</u>
Other property, plant and equipment booked at the balance sheet date	<u>8.918</u>	<u>7.800</u>
10 Deposits and other debt		
At call		
At notice	6.181.224	5.421.851
Time deposits	372.663	72.929
Special deposits	3.103.299	2.470.661
Total deposits	<u>1.451.440</u>	<u>1.209.002</u>
	<u>11.108.626</u>	<u>9.174.443</u>

Notes	30 September 2008 DKK '000	31 December 2007 DKK '000
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11 Subordinated debt

Supplementary capital of EUR 15 million	111.917	111.849
Current rate of interest	5,931%	5,868%
Date of maturity	31 Oct 2015	31 Oct 2015
Subject to approval by the Danish Financial Supervisory Authority, the loan may be prepaid on 31 October 2010		
Supplementary capital of DKK 100 million	100.000	100.000
Current rate of interest	6,380%	5,815%
Date of maturity	1 Nov 2013	1 Nov 2013
Subject to approval by the Danish Financial Supervisory Authority, the loan may be prepaid on 1 November 2010		
Supplementary capital of NOK 135 million	120.879	126.239
Current rate of interest	7,330%	6,470%
Date of maturity	16 May 2014	16 May 2014
Subject to approval by the Danish Financial Supervisory Authority, the loan may be prepaid on 16 May 2011		
Supplementary capital of DKK 100 million	100.000	100.000
Current rate of interest	6,330%	5,765%
Date of maturity	1 May 2015	1 May 2015
Subject to approval by the Danish Financial Supervisory Authority, the loan may be prepaid on 1 May 2012		
Supplementary capital of DKK 100 million	100.000	-
Current rate of interest	7,215%	-
Date of maturity	18 Feb 2016	-
Subject to approval by the Danish Financial Supervisory Authority, the loan may be prepaid on 18 February 2013		
Supplementary capital of DKK 100 million	100.000	-
Current rate of interest	7,215%	-
Date of maturity	22 Feb 2016	-
Subject to approval by the Danish Financial Supervisory Authority, the loan may be prepaid on 22 February 2013		
Supplementary capital of DKK 25 million	25.000	-
Current rate of interest	7,098%	-
Date of maturity	3 Mar 2014	-
Subject to approval by the Danish Financial Supervisory Authority, the loan may be prepaid on 3 March 2011		

Notes		30 September 2008 DKK '000	31 December 2007 DKK '000
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11 Subordinated debt (continued)

Supplementary capital of DKK 25 million	25.000	-
Current rate of interest	6,348%	-
Date of maturity	3 Mar 2016	-
Subject to approval by the Danish Financial Supervisory Authority, the loan may be prepaid on 3 March 2013		
Supplementary capital of EUR 50 million	50.000	-
Current rate of interest	6,532%	-
Date of maturity	1 Nov 2013	-
Subject to approval by the Danish Financial Supervisory Authority, the loan may be prepaid on 1 November 2010		
Total subordinated debt	<hr/> 732.796	438.088
Subordinated debt which may be recognised in the capital base	<hr/> 732.796	<hr/> 438.088

12 Statement of Changes in Equity

1 January - 30 September 2008	Share capital	Revaluation reserves	Statutory reserves	Retained earnings	Proposed dividend	Total equity
	DKK '000	DKK '000	DKK '000	DKK '000	DKK '000	DKK '000
Equity at 1 January 2008	86.000	15.750	0	1.569.291	43.000	1.714.041
Profit for the period				83.735		83.735
Dividend paid				966	-43.000	-42.034
Additions on sale of own shares				146.381		146.381
Disposals on purchase of own shares				-146.264		-146.264
Calculated tax regarding own shares				11.449		11.449
Other additions				14.964		14.964
Equity at 30 September 2008	86.000	15.750	0	1.680.522	0	1.782.272

2007	Share capital	Revaluation reserves	Statutory reserves	Retained earnings	Proposed dividend	Total equity
	DKK '000	DKK '000	DKK '000	DKK '000	DKK '000	DKK '000
Equity at 31 December 2006	88.000	15.750	2.813	1.505.507	44.000	1.656.070
Adjustment due to merger with subsidiaries			-2.813	2.813		0
Equity at 1 January 2007 after adjustment	88.000	15.750	0	1.508.320	44.000	1.656.070
Profit for the period				179.299	43.000	222.299
Dividend paid				1.528	-44.000	-42.472
Impairment of capital	-2.000			2.000		0
Additions on sale of own shares				199.104		199.104
Disposals on purchase of own shares				-322.501		-322.501
Calculated tax regarding own shares				1.541		1.541
Equity at 31 December 2007	86.000	15.750	0	1.569.291	43.000	1.714.041

Notes	30 September 2008 DKK '000	31 December 2007 DKK '000
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13 Contingent liabilities

Guarantees

Financial guarantees	1.290.877	1.625.978
Guarantees against losses on mortgage loans	547.579	1.896.413
Registration and conversion guarantees	644.166	380.295
Other guarantees	1.254.415	1.536.204
Total guarantees etc	3.737.037	5.438.890

Other contingent liabilities

Other liabilities	3.331	2.803
Total other contingent liabilities	3.331	2.803

14 Capital adequacy requirement

Equity exclusive of profit for the period	1.698.537	1.491.742
Recognised profit	83.735	222.299
Proposed dividend	0	-43.000
Revaluation reserves	-15.750	-15.750
Other deductions from the core capital	-191.398	-59.625
Core capital after deductions	1.575.124	1.595.666
Subordinated loan capital	732.796	438.088
Revaluation reserves	15.750	15.750
Capital base before deductions	2.323.670	2.049.504
Deductions from capital base	-79.843	-54.848
Capital base after deductions	2.243.827	1.994.656

Total weighted items	21.716.622	21.913.315
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Total core capital after deductions in percentage of weighted items	7,3%	7,3%
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Solvency ratio pursuant to section 124(2) of the Danish Financial Business Act	10,3%	9,1%
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15 Liquidity

Excess cover relative to the statutory liquidity requirement	68,4%	47,5%
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16 Number of employees

Converted into full-time employees at 30 September 2008	483,8	442,0
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Interim Balance Sheet at 30 September 2008 of
Aktieselskabet Ringkjøbing Bank

Management's Statement on the Interim Balance Sheet

In accordance with the merger plan of 31 October 2008, Aktieselskabet Ringkøbing Bank merges with Vestjysk Bank A/S with Vestjysk Bank A/S as the continuing company, while Aktieselskabet Ringkøbing Bank is discontinued.

The Interim Balance Sheet is prepared in connection with the merger plan being signed more than six months after the balance sheet date of the latest Annual Report.

The Interim Balance Sheet is prepared pursuant to the Danish Financial Business Act.

The Interim Balance Sheet gives a true and fair view of the financial position of the Bank.

No important events materially affecting the assessment of the Interim Balance Sheet have occurred after 30 September 2008.

Supervisory Board of Aktieselskabet Ringkøbing Bank

Ringkøbing, 31 October 2008

Poul Hjulmand, Chairman

Carl Olav Birk Jensen, Vice-chairman

Jens Fjordside

Hans-Ole Jessen

Henning Jensen

Gert Aagaard

Internal Auditor's Report

We have audited the Interim Balance Sheet of Aktieselskabet Ringkøbing Bank at 30 September 2008, which comprises Management's Statement, significant accounting policies, balance sheet and notes to the balance sheet. The Interim Balance Sheet is prepared in accordance with the recognition and measurement criteria of the Danish Financial Business Act and under the same accounting policies as applied for the latest adopted Annual Report of Aktieselskabet Ringkøbing Bank.

The Interim Balance Sheet is prepared in relation to the contemplated merger with Vestjysk Bank A/S in connection with which the merger plan is signed more than six months after the balance sheet date of the latest Annual Report of Aktieselskabet Ringkøbing Bank.

Basis of Opinion

We conducted our audit in accordance with Danish Auditing Standards. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the Interim Balance Sheet is free from material misstatement.

Our audit was conducted in accordance with the distribution of work agreed upon with the external auditors and comprised an assessment of established procedures and internal controls, including the risk management designed by Management aimed at reporting processes and material business risks. Based on materiality and risk, we have tested the basis of amounts and other information in the Interim Balance Sheet, including examination of the information supporting amounts and disclosures in the Interim Balance Sheet. In connection with our audit we moreover considered whether the accounting policies applied by Management are appropriate and the accounting estimates made by Management are fair. We furthermore assessed the overall presentation of the Interim Balance Sheet.

We participated in the audit of material and risky areas, and in our opinion the audit evidence obtained is adequate and qualifies as basis for our opinion.

The audit did not give rise to any qualification.

Opinion

In our opinion the Interim Balance Sheet gives a true and fair view of the financial position of Aktieselskabet Ringkøbing Bank at 30 September 2008 in accordance with the recognition and measurement criteria of the Danish Financial Business Act and under the same accounting policies as applied for the latest adopted Annual Report of Aktieselskabet Ringkøbing Bank.

Ringkøbing, 31 October 2008

Maren Bæk Holm
Controller

Independent Auditor's Report

To the Shareholders of Aktieselskabet Ringkjøbing Bank and Vestjysk Bank A/S

We have audited the Interim Balance Sheet of Aktieselskabet Ringkjøbing Bank at 30 September 2008, which comprises Management's Statement, significant accounting policies, balance sheet and notes to the balance sheet. The Interim Balance Sheet is prepared in accordance with the recognition and measurement criteria of the Danish Financial Business Act and under the same accounting policies as applied for the latest adopted Annual Report of Aktieselskabet Ringkjøbing Bank.

The Interim Balance Sheet is prepared in relation to the contemplated merger with Vestjysk Bank A/S, in connection with which the merger plan will be signed more than six months after the balance sheet date of the latest Annual Report of Aktieselskabet Ringkjøbing Bank.

Management's Responsibility for the Interim Balance Sheet

Management is responsible for the preparation and presentation of an Interim Balance Sheet that gives a true and fair view of the Company's assets, liabilities and equity in accordance with the recognition and measurement criteria of the Danish Financial Business Act and under the same accounting policies as applied for the latest adopted Annual Report of Aktieselskabet Ringkjøbing Bank. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of an Interim Balance Sheet that is free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

Auditor's Responsibility

Our responsibility is to express an opinion on the Interim Balance Sheet based on our audit. We conducted our audit in accordance with Danish Auditing Standards. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the Interim Balance Sheet is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the Interim Balance Sheet. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Interim Balance Sheet, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the Interim Balance Sheet in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by Management, as well as evaluating the overall presentation of the Interim Balance Sheet.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Our audit has not resulted in any qualification.

Opinion

In our opinion, the Interim Balance Sheet gives a true and fair view of the financial position of Aktieselskabet Ringkjøbing Bank at 30 September 2008 in accordance with the recognition and measurement criteria of the Danish Financial Business Act and under the same accounting policies as applied for the latest adopted Annual Report of Aktieselskabet Ringkjøbing Bank.

Holstebro, 31 October 2008

PricewaterhouseCoopers

Statsautoriseret Revisionsaktieselskab

Kurt Villadsen

State Authorised Public Accountant

ACCOUNTING POLICIES

General

The Interim Balance Sheet has been prepared in accordance with the provisions of the Danish Financial Business Act, including the Danish Executive Order on the Presentation of Financial Statements of Credit Institutions and Stockbroker Companies etc.

The accounting policies applied remain unchanged compared with those applied in the Annual Report for 2007 to which we refer.

Interim Balance Sheet:

Balance Sheet	Note	30 September 2008 DKK '000	31 December 2007 DKK '000
Assets			
Cash in hand and demand deposits with central banks		284.244	44.440
Receivables from credit institutions and central banks	1	701.691	171.582
Loans, advances and other receivables at amortised cost	2,3,4	7.038.024	7.231.825
Bonds at fair value	5	1.285.308	1.304.934
Shares etc	6	139.018	138.676
Assets under pooled schemes		755.934	927.811
Land and buildings		57.135	48.008
Investment properties	7	12.588	3.600
Domicile properties	8	44.547	44.408
Other property, plant and equipment	9	2.855	3.741
Current tax assets		14.235	4.422
Deferred tax assets			3.276
Other assets		40.993	50.171
Prepayments		9.164	8.547
Total assets		10.328.601	9.937.433

Interim Balance Sheet:

Balance Sheet	Note	30 September 2008 DKK '000	31 December 2007 DKK '000
Liabilities and equity			
Debt			
Debt to credit institutions and central banks		4.734.386	4.236.163
Deposits and other debt	10	3.390.127	3.335.924
Deposits under pooled schemes		755.934	927.811
Other liabilities		135.063	113.219
Deferred income		102	146
Total debt		9.015.612	8.613.263
Provisions			
Provisions for pensions and similar obligations		9.040	8.592
Provisions for deferred tax		3.243	0
Provisions for losses on guarantees		884	1.077
Total provisions		13.167	9.669
Subordinated debt			
Subordinated debt	11	479.072	486.787
Equity			
Share capital	12	31.200	31.200
Revaluation reserves		675	675
Retained earnings		788.875	780.239
Proposed dividend		0	15.600
Total equity		820.750	827.714
Total liabilities and equity		10.328.601	9.937.433

Contingent liabilities	13
Capital adequacy requirement	14
Liquidity	15
Number of employees	16

Notes	30 September 2008 DKK '000	31 December 2007 DKK '000
1 Receivables from credit institutions and central banks		
Term deposits with central banks	49.955	49.959
Receivables from credit institutions	651.736	121.623
Total receivables from credit institutions and central banks	701.691	171.582
2 Loans, advances and other receivables at amortised cost		
Variable utilisation	4.830.283	4.907.634
Other loans and advances	2.207.741	2.324.191
Total	7.038.024	7.231.825
3 Impairment charges on loans, advances and receivables		
Individual impairment charges		
Individual impairment charges on loans, advances and other receivables at 1 January 2008	86.639	97.386
Impairment charges for the period	75.557	25.331
Reversal of impairment charges made in previous financial years	-24.131	-31.879
Other movements	0	0
Losses realised, previously individually impaired loans, advances and receivables	-8.031	-4.199
Individual impairment charges on loans, advances and other receivables at 30 September 2008	130.034	86.639
<p>No impairment charges have been made on receivables from credit institutions and other receivables. However, provisions for losses on guarantees have been made, of the item "Provisions for losses on guarantees" in the balance sheet.</p>		
Collective impairment charges		
Collective impairment charges on loans, advances and other receivables at 1 January 2008	4.938	4.431
Impairment charges for the period	2.585	1.531
Reversal of impairment charges	-1.284	-1.024
Other movements	0	0
Collective impairment charges on loans, advances and other receivables at 30 September 2008	6.239	4.938

Notes	30 September 2008 DKK '000	31 December 2007 DKK '000
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4 Credit risks

Loans, advances and guarantees in percentage at the end of the period are broken down by sector and industry.

Public authorities	0%	0%
Business, including:		
Agriculture, hunting and forestry	9%	9%
Fishing industry	2%	2%
Manufacturing, extraction of raw materials, power stations, gas- and waterworks and heating stations	4%	4%
Construction	4%	4%
Wholesale and retail trade, restaurants and hotels	7%	7%
Transport, mail and telecoms	2%	1%
Financial intermediation and insurance	4%	5%
Real estate administration and real estate business, business services	14%	14%
Other business	6%	5%
Total business	52%	51%
Private	48%	49%
Total	100%	100%

5 Bonds at fair value

Mortgage bonds	1.206.229	1.224.936
Government bonds	75.251	75.828
Other bonds	3.828	4.170
Total bonds at fair value	1.285.308	1.304.934

As security for drawing rights with the Danish central bank:

Total nominal value, own holdings	8.000	8.000
Total market value, own holdings	8.040	7.995
Total nominal value, pooled scheme	237.534	238.787
Total market value, pooled scheme	226.444	234.578

Hereof borrowed against security	140.000	100.000
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6 Shares etc

Shares/investment certificates listed on OMX Copenhagen	27.770	31.633
Shares/investment certificates listed on other stock exchanges	30	1.657
Unlisted shares stated at fair value	111.218	105.386
Unlisted shares etc stated at cost	0	0
Other shares	0	0
Total shares etc	139.018	138.676

Notes	30 September 2008 DKK '000	31 December 2007 DKK '000
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7 Investment properties

Reassessed value at the end of the preceding financial year	3.600	3.490
Additions for the period, including improvements	9.305	0
Disposals for the period	0	0
Depreciation	0	0
Changes in value recognised directly in equity during the year	0	0
Changes in value recognised in the income statement during the period	610	110
Other movements	-927	0
Reassessed value at the balance sheet date	12.588	3.600

8 Domicile properties

Reassessed value at the end of the preceding financial year	44.408	37.890
Additions for the period, including improvements	0	14.442
Disposals for the period	0	553
Depreciation	788	958
Changes in value recognised directly in equity during the year	0	675
Changes in value recognised in the income statement during the period	0	-7.088
Other movements	927	0
Reassessed value at the balance sheet date	44.547	44.408

9 Other property, plant and equipment

Cost

Cost at the end of the preceding financial year	25.198	22.511
Additions for the period, including improvements	1.485	3.759
Disposals for the period	3.592	1.072
Total cost at the balance sheet date	23.091	25.198

Impairment charges and depreciation

Impairment charges and depreciation at the end of preceding financial year	21.457	18.882
Depreciation for the period	2.248	3.633
Impairment charges and depreciation for the period on sold and scrapped assets	-3.469	-1.058

Reversal for the period of impairment charges made in previous years and reversal of total depreciation and impairment charges on assets sold or scrapped during the year

	0	0
Total impairment charges and depreciation at the balance sheet date	20.236	21.457

Other property, plant and equipment booked at the balance sheet date

	2.855	3.741
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Notes	30 September 2008 DKK '000	31 December 2007 DKK '000
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10 Deposits and other debt

At call	2.165.895	2.120.967
At notice	135.772	194.500
Time deposits	635.092	605.201
Special deposits	453.368	415.256
Total deposits	3.390.127	3.335.924

11 Subordinated debt

Supplementary capital of DKK 60 million	60.000	60.000
Current rate of interest	6,703%	6,130%
Date of maturity	20 Aug 2012	20 Aug 2012
Subject to approval by the Danish Financial Supervisory Authority, the loan may be prepaid on 20 August 2009		

Supplementary capital of DKK 100 million	100.000	100.000
Current rate of interest	6,380%	5,188%
Date of maturity	1 Nov 2013	1 Nov 2013
Subject to approval by the Danish Financial Supervisory Authority, the loan may be prepaid on 1 November 2010		

Supplementary capital of NOK 200 million	179.080	187.020
Current rate of interest	7,340%	6,610%
Date of maturity	1 Sep 2014	1 Sep 2014
Subject to approval by the Danish Financial Supervisory Authority, the loan may be prepaid on 1 September 2011		

Supplementary capital of DKK 50 million	50.000	50.000
Current rate of interest	6,198%	5,702%
Date of maturity	31 Oct 2015	31 Oct 2015
Subject to approval by the Danish Financial Supervisory Authority, the loan may be prepaid on 31 October 2012		

Hybrid core capital of DKK 100 million	89.992	89.767
Current rate of interest	4,765%	4,765%
No date of maturity has been fixed		
Subject to approval by the Danish Financial Supervisory Authority, the loan may be prepaid on 15 November 2015		

Total subordinated debt	479.072	486.787
Subordinated debt which may be recognised in the capital base	479.072	486.787

12 Statement of Changes in Equity

1 January - 30 September 2008	Share capital	Revaluation reserves	Retained earnings	Proposed dividend	Total equity
	DKK '000	DKK '000	DKK '000	DKK '000	DKK '000
Equity at 1 January 2008	31.200	675	780.239	15.600	827.714
Profit for the period			11.062		11.062
Dividend paid			239	-15.600	-15.361
Additions on sale of own shares			49.051		49.051
Disposals on purchase of own shares			-52.116		-52.116
Calculated tax regarding own shares			400		400
Other additions					0
Equity at 30 September 2008	31.200	675	788.875	0	820.750

2007	Share capital	Revaluation reserves	Retained earnings	Proposed dividend	Total equity
	DKK '000	DKK '000	DKK '000	DKK '000	DKK '000
Equity at 1 January 2007	32.000		706.902		738.902
Profit for the period			85.797		85.797
Proposed dividend				15.600	15.600
Impairment of capital	-800		800		0
Additions on sale of own shares			109.812		109.812
Disposals on purchase of own shares			-128.554		-128.554
Calculated tax regarding own shares			1.721		1.721
Share based payment			3.761		3.761
Other additions		675			675
Equity at 31 December 2007	31.200	675	780.239	15.600	827.714

Notes	30 September 2008 DKK '000	31 December 2007 DKK '000
13 Contingent liabilities		
Guarantees		
Financial guarantees	1.619.310	1.502.737
Guarantees against losses on mortgage loans	275.074	869.147
Registration and conversion guarantees	0	0
Other guarantees	358.049	416.808
Total guarantees etc	2.252.433	2.788.692
Other contingent liabilities		
Other liabilities	3.240	3.240
Total other contingent liabilities	3.240	3.240
14 Capital adequacy requirement		
Equity exclusive of profit for the period	809.688	726.317
Recognised profit	11.062	101.397
Proposed dividend	0	-15.600
Revaluation reserves	-675	-675
Other deductions from the core capital	-24.787	-54.545
Core capital after deductions	795.288	756.894
Hybrid core capital	89.992	89.767
Core capital after deductions, including hybrid core capital	885.280	846.661
Subordinated loan capital	389.080	397.020
Revaluation reserves	675	675
Capital base before deductions	1.275.035	1.244.356
Deductions from capital base	-24.787	-51.269
Capital base after deductions	1.250.248	1.193.087
Total weighted items	8.726.616	10.081.311
Total core capital after deductions in percentage of weighted items	10,1%	8,4%
Solvency ratio pursuant to section 124(2) of the Danish Financial Business Act	14,3%	11,8%
15 Liquidity		
Excess cover relative to the statutory liquidity requirement	119,0%	66,7%
16 Number of employees		
Converted into full-time employees	227,60	214,90

Vurderingsmændenes udtalelse om fusionsplanen og erklæring om vederlaget

Valuers' Statement on the Merger Plan and Consideration

Til aktionærerne i Vestjysk Bank A/S, CVR-nr. 34 63 13 28 og Aktieselskabet Ringkjøbing Bank, CVR-nr. 17 30 94 04

To the Shareholders of Vestjysk Bank A/S, CVR No 34 63 13 28 and Aktieselskabet Ringkjøbing Bank, CVR No 17 30 94 04

Translation of the Danish original. In case of discrepancy, the Danish version shall prevail

Indledning

Bestyrelserne i Vestjysk Bank A/S og Aktieselskabet Ringkjøbing Bank har udpeget os som uvildige, sagkyndige vurderingsmænd i henhold til aktieselskabslovens § 134 c i forbindelse med fusionen af Vestjysk Bank A/S og Aktieselskabet Ringkjøbing Bank med Vestjysk Bank A/S som fortsættende selskab. Vi har accepteret opgaven og udarbejdet denne udtalelse om fusionsplanen i henhold til aktieselskabslovens § 134 c.

Selskaberne fusioneres på vilkår, der er fastsat af bestyrelserne. Bestyrelserne har ansvaret for de fastsatte vilkår, herunder aktiernes bytteforhold, og har erklæret sig herom i fusionsplanen og i bestyrelsernes redegørelser herom. Det er vores opgave som vurderingsmænd at udtale os om fusionsplanen, herunder hvorvidt vederlaget for aktierne i det ophørende selskab er rimeligt og sagligt begrundet.

Fusionsplanen

Bestyrelserne i Vestjysk Bank A/S og Aktieselskabet Ringkjøbing Bank har den 31. oktober 2008 i henhold til aktieselskabslovens § 134 a udarbejdet en fusionsplan om fusion af selskaberne Vestjysk Bank A/S og Aktieselskabet Ringkjøbing Bank med Vestjysk Bank A/S som det fortsættende selskab. Ved fusionen overdrages alle aktiver og forpligtelser i det ophørende selskab, Aktieselskabet Ringkjøbing Bank, til det fortsættende selskab, Vestjysk Bank A/S.

Introduction

The Supervisory Boards of Vestjysk Bank A/S and Aktieselskabet Ringkjøbing Bank have appointed us independent expert valuers in pursuance of section 134 c of the Danish Companies Act in connection with the merger between Vestjysk Bank A/S and Aktieselskabet Ringkjøbing Bank with Vestjysk Bank A/S as the continuing company. We have accepted the assignment and prepared the following statement on the Merger Plan pursuant to section 134 c of the Danish Companies Act.

The companies are merged on terms laid down by the Supervisory Boards. The terms laid down, including the exchange ratio of the shares, are the responsibility of the Supervisory Boards, and they have made a statement in this respect in the Merger Plan and in the Supervisory Boards' Statement on the Merger Plan. Our responsibility, in our capacity of valuers, is to express a conclusion on the Merger Plan, including whether the consideration for the shares of the discontinuing company is fairly and reasonably substantiated.

Merger Plan

In pursuance of section 134 a of the Danish Companies Act, the Supervisory Boards of Vestjysk Bank A/S and Aktieselskabet Ringkjøbing Bank have prepared a Merger Plan of 31 October 2008 for the merger between the companies Vestjysk Bank A/S and Aktieselskabet Ringkjøbing Bank with Vestjysk Bank A/S as the continuing company. In connection with the merger, all assets and liabilities of the discontinuing company, Aktieselskabet Ringkjøbing Bank, will be transferred to the continuing company, Vestjysk Bank A/S.

Vederlaget for aktierne i det ophørende selskab

I henhold til fusionsplanen vederlægges aktionærerne i Aktieselskabet Ringkjøbing Bank således, at 2 aktier á nominelt DKK 20 i Aktieselskabet Ringkjøbing Bank ombyttes med 5 aktier á nominelt DKK 10 i Vestjysk Bank A/S, der tilvejebringes ved en udvidelse af aktiekapitalen i Vestjysk Bank A/S på DKK 39.000.000.

Bytteforholdet er af bestyrelserne i de fusionerende selskaber fastsat på grundlag af de indre værdier ifølge reviderede mellembalancer for selskaberne pr. 30. september 2008:

Egenkapital ifølge mellembalancer pr. 30. september 2008
Equity according to interim balance sheets at 30 September 2008

Antal udestående aktier 30. september 2008 (ekskl. egne aktier)
Number of outstanding shares at 30 September 2008 (excl own shares)

Egenkapital pr. aktie
Equity per share

Forholdstal (stk.)
Ratio (number of shares)

Forholdstal afrundet (stk.)
Ratio rounded (number of shares)

Ovenstående beregning af bytteforholdet indebærer således, at en aktionær i Aktieselskabet Ringkjøbing Bank skal have 2,5 gange så mange aktier i Vestjysk Bank A/S for sine aktier i Aktieselskabet Ringkjøbing Bank. Bytteforholdet udgør således 2:5.

Consideration for the Shares of the Discontinuing Company

Under the Merger Plan the shareholders of Aktieselskabet Ringkjøbing Bank will receive consideration as follows: two shares of a nominal value of DKK 20 in Aktieselskabet Ringkjøbing Bank will be exchanged for five shares of a nominal value of DKK 10 in Vestjysk Bank A/S, which will be procured by an increase of the share capital of DKK 39,000,000 of Vestjysk Bank A/S.

The Supervisory Boards of the merging companies have fixed the exchange ratio on the basis of the audited interim balance sheets of the companies at 30 September 2008:

	<u>Vestjysk Bank A/S</u>	<u>Aktieselskabet Ringkjøbing Bank</u>
Egenkapital ifølge mellembalancer pr. 30. september 2008 <i>Equity according to interim balance sheets at 30 September 2008</i>	1.782.272.000	820.750.000
Antal udestående aktier 30. september 2008 (ekskl. egne aktier) <i>Number of outstanding shares at 30 September 2008 (excl own shares)</i>	8.278.800	1.531.466
Egenkapital pr. aktie <i>Equity per share</i>	215	536
Forholdstal (stk.) <i>Ratio (number of shares)</i>	1	2,49
Forholdstal afrundet (stk.) <i>Ratio rounded (number of shares)</i>	1	2,5

The above calculation of the exchange ratio consequently implies that a shareholder in Aktieselskabet Ringkjøbing Bank is to acquire 2.5 times as many shares in Vestjysk Bank A/S in exchange for his/her shares in Aktieselskabet Ringkjøbing Bank. The exchange ratio therefore constitutes 2:5.

Bestyrelserne i Vestjysk Bank A/S og Aktieselskabet Ringkjøbing Bank har vurderet, at den indre værdi i det ophørende selskab og det fortsættende selskab med rimelighed afspejler forholdet mellem selskabernes værdier forud for fusionen. Den anvendte fremgangsmåde er efter bestyrelsernes opfattelse rimelig og forsvarlig.

Der har efter bestyrelsernes opfattelse ikke været særlige vanskeligheder ved vurderingen.

Det udførte arbejde

Vi har udført vores undersøgelser i overensstemmelse med den danske revisionsstandard om andre erklæringsopgaver med sikkerhed med henblik på at opnå høj grad af sikkerhed for vores konklusion.

Arbejdet har omfattet en gennemgang af fusionsplanen i henhold til aktieselskabslovens § 134 c. Selskabernes aktiver og forpligtelser fremgår af mellembalancen pr. 30. september 2008 for Vestjysk Bank A/S henholdsvis Aktieselskabet Ringkjøbing Bank. Selskabernes mellembalancer pr. 30. september 2008, der er forsynet med en revisionspåtegning uden forbehold eller supplerende oplysninger, har indgået i grundlaget for vores arbejde.

Ved vurderingen af selskabernes værdi har vi taget stilling til, om den anvendte værdiansættelsesmetode er passende efter omstændighederne, ligesom vi har vurderet rimeligheden af de forudsætninger, der ligger til grund for værdiansættelserne, samt testet de data, der er anvendt ved værdiansættelserne. Vi har herunder analyseret selskabernes nøgletal og hidtidige indtjeningsevne samt forventninger til den fremtidige udvikling. Vi har endvidere gennemgået kursudviklingen for selskabernes aktier. Det er vores opfattelse, at det udførte arbejde giver et tilstrækkeligt grundlag for vores konklusion.

The Supervisory Boards of Vestjysk Bank A/S and Aktieselskabet Ringkjøbing Bank have assessed that the net asset value of the discontinuing company and the continuing company reasonably reflect the relation between the companies' values prior to the merger. This approach is in the opinion of the Supervisory Boards fair and reasonable.

The assessment has in the opinion of the Supervisory Boards not posed any particular difficulties.

Work Performed

We conducted our investigations in accordance with the Danish Auditing Standard on assurance engagements in order to obtain reasonable assurance in respect of our opinion.

Our work comprised a review of the Merger Plan in pursuance of section 134 c of the Danish Companies Act. The assets and liabilities of the companies appear from the interim balance sheets of Vestjysk Bank A/S and Aktieselskabet Ringkjøbing Bank, respectively at 30 September 2008. The Companies' interim balance sheets at 30 September 2008, which have been provided with an unqualified auditor's report without emphasis of matter, formed part of the basis of our work.

In valuing the values of the companies we considered whether the valuation methods applied are appropriate considering the circumstances. Furthermore, we assessed the appropriateness of the assumptions forming the basis of the valuations and tested the data applied in the valuations. Moreover, we analyzed the key figures of the companies and previous earning capacity as well as expectations to the future development. We have furthermore reviewed the price development of the companies' shares. We believe that the work performed provides a reasonable basis for our conclusion.

Konklusion

Det er vores opfattelse, at den af selskabernes bestyrelser anvendte fremgangsmåde ved vurderingen af selskabernes værdi og fastsættelsen af bytteforholdet er hensigtsmæssig. På den baggrund er det vores opfattelse, at vederlaget for aktierne i Aktieselskabet Ringkjøbing Bank er rimeligt og sagligt begrundet.

Holstebro, den 31. oktober 2008

Holstebro, 31 October 2008

PricewaterhouseCoopers

Statsautoriseret Revisionsaktieselskab

H.C. Krogh

statsautoriseret revisor

State Authorised Public Accountant

Conclusion

In our opinion the approach applied by the Supervisory Boards for the valuation of the values of the companies and the fixing of the exchange ratio is appropriate. On this basis, in our opinion the consideration for the shares of Aktieselskabet Ringkjøbing Bank is fairly and reasonably substantiated.

Kurt Villadsen

statsautoriseret revisor

State Authorised Public Accountant

Bestyrelsernes erklæring om kreditorernes stilling efter fusionen

Supervisory Boards' Statement on Creditors' Position after Merger

Bestyrelserne i Vestjysk Bank A/S og Aktieselskabet Ringkjøbing Bank erklærer herved, at kreditorerne i de fusionerende selskaber efter bestyrelsernes opfattelse antages tilstrækkeligt sikrede efter fusionen.

The Supervisory Boards of Vestjysk Bank A/S and Aktieselskabet Ringkjøbing Bank hereby declare that in the Supervisory Boards' opinion the creditors of the merging companies may be assumed to be sufficiently secured after the merger.

Lemvig, den 31. oktober 2008

Lemvig, 31 October 2008

Bestyrelsen i Vestjysk Bank A/S *Supervisory Board of Vestjysk Bank A/S*

Anders Bech

Peter Grankær

Peter Mortensen

Kirsten Lundgaard-Karlshøj

Peder Hesselaa Nielsen

Peter Bækkelund Rasmussen

Bestyrelsen i Aktieselskabet Ringkjøbing Bank *Supervisory Board of Aktieselskabet Ringkjøbing Bank*

Poul Hjulmand

Carl Olav Birk Jensen

Hans-Ole Jessen

Jens Fjordside

Henning Jensen

Gert Aagaard

Erklæring afgivet af uafhængig revisor

Independent Auditors' Report

Til Erhvervs- og Selskabsstyrelsen/kreditorerne i de fusionerende selskaber
To the Danish Commerce and Companies Agency/creditors of the merging companies

Translation of the Danish original. In case of discrepancy, the Danish version shall prevail

Bestyrelserne i Vestjysk Bank A/S og Aktieselskabet Ringkjøbing Bank har udpeget os som uvildige, sagkyndige vurderingsmænd i henhold til aktieselskabslovens § 134 c, stk. 4 i forbindelse med fusionen af Vestjysk Bank A/S og Aktieselskabet Ringkjøbing Bank med Vestjysk Bank A/S som fortsættende selskab. Vi har accepteret opgaven og udarbejdet denne erklæring om, hvorvidt kreditorerne i de fusionerende selskaber må antages at være tilstrækkeligt sikrede efter fusionen.

The Supervisory Boards of Vestjysk Bank A/S and Aktieselskabet Ringkjøbing Bank have appointed us independent expert valuers in pursuance of section 134(c) (iv) of the Danish Companies Act in connection with the merger between Vestjysk Bank A/S and Aktieselskabet Ringkjøbing Bank with Vestjysk Bank A/S as the continuing company. We have accepted the assignment and prepared the following report on whether the creditors of the merging companies are assumed to be sufficiently secured after the merger.

Bestyrelserne i de fusionerende selskaber har ansvaret for, at kreditorerne i Vestjysk Bank A/S og Aktieselskabet Ringkjøbing Bank er tilstrækkeligt sikrede efter fusionen. Vores ansvar er på grundlag af vores undersøgelser at udtrykke en konklusion om ledelsens vurdering og udsagn.

It is the responsibility of the Supervisory Boards of the merging companies that the creditors of Vestjysk Bank A/S and Aktieselskabet Ringkjøbing Bank are sufficiently secured after the merger. Our responsibility is to express a conclusion on Management's assessment and statement based on our work.

Det udførte arbejde

Vi har udført vores undersøgelser i overensstemmelse med den danske revisionsstandard om andre erklæringsopgaver med sikkerhed med henblik på at opnå høj grad af sikkerhed for vores konklusion. Vi har som led i vores arbejde gennemgået den af bestyrelserne udarbejdede fusionsplan. Vi har endvidere ud fra en going concern betragtning foretaget en analyse af de økonomiske forhold i de fusionerende selskaber med særlig vægt på virksomhedernes soliditet og likviditetsmæssige udvikling siden aflæggelsen af selskabernes årsrapport for regnskabsåret 2007.

Work Performed

We conducted our investigations in accordance with the Danish Auditing Standard on other assurance engagement in order to obtain reasonable assurance in respect of our opinion. As part of our work we have reviewed the Merger Plan prepared by the Supervisory Boards. Based on an assumption of going concern we have moreover analysed the financial circumstances of the merging companies with specific emphasis on the financial standing and cash development of the companies since the presentation of the Annual Reports of the companies for the financial year 2007.

Det er vores opfattelse, at den udførte gennemgang giver et tilstrækkeligt grundlag for vores konklusion.

We believe that the review performed provides a reasonable basis for our conclusion.

Konklusion

Det er vores opfattelse, at kreditorerne i de fusionerende selskaber må antages at være tilstrækkeligt sikrede efter fusionen, jf. aktieselskabslovens § 134 c, stk. 4.

Conclusion

In our opinion the creditors of the merging companies may be assumed to be sufficiently secured after the merger, cf section 134(c) (iv) of the Danish Companies Act.

Holstebro, den 31. oktober 2008

Holstebro, 31 October 2008

PricewaterhouseCoopers

Statsautoriseret Revisionsaktieselskab

H.C. Krogh

statsautoriseret revisor

State Authorised Public Accountant

Kurt Villadsen

statsautoriseret revisor

State Authorised Public Accountant

Independent Auditor's Report

To the Shareholders of Vestjysk Bank A/S and Aktieselskabet Ringkjøbing Bank

We have examined the proforma financial information stated in section 4.10 of the Company Announcement dated 31 October 2008 comprising the balance sheets of Vestjysk Bank A/S and Aktieselskabet Ringkjøbing Bank at 30 September 2008 and at 31 December 2007 and income statements for the period 1 January - 30 September 2008 and the financial year 2007. Moreover, the pro forma financial information comprises a simple combination of the above mentioned balance sheets and income statements. The pro forma financial information has been prepared for the purpose of illustrating the material effects for Vestjysk Bank A/S in case the merger between Vestjysk Bank A/S and Aktieselskabet Ringkjøbing Bank had been implemented at an earlier point in time.

Company Management is responsible for the pro forma financial information. Our responsibility is to express a conclusion on whether the pro forma financial information has been prepared on the basis of the Annual Reports for 2007, Interim Reports for the period 1 January - 30 September 2008 and Interim Balance Sheets at 30 September 2008 and in accordance with the accounting policies applied by Vestjysk Bank A/S in its Annual Report for 2007.

Work Performed

We conducted our work in accordance with the Danish Auditing Standard on other assurance engagements to obtain reasonable assurance in respect of our conclusion. As part of our work we compared the pro forma financial information with the Annual Reports for 2007, the Interim Balance Sheets at 30 September 2008 and Interim Reports for the period 1 January - 30 September 2008. We have audited the Annual Reports for 2007 and the Interim Balance Sheets at 30 September 2008, which we have provided with unqualified auditor's reports without emphasis of matter. We have not performed any audit of the Interim Reports for the period 1 January - 30 September 2008. We have moreover checked the consistency of figures and assessed the overall presentation of the pro forma financial information.

We believe that the work performed is sufficient to provide a basis for our conclusion.

Conclusion

In our opinion the pro forma financial information has been appropriately collected on the basis of the Annual Reports for 2007, Interim Reports for the period 1 January - 30 September 2008 and Interim Balance Sheets at 30 September 2008 and in accordance with the accounting policies applied by Vestjysk Bank A/S in its Annual Report for 2007.

As stated in section 4.10 of the Company Announcement, the pro forma financial information does not take into consideration any expense and income synergies or transaction and merger costs, just as recognition and amortisation of goodwill and positive or negative dif-

ferences arising in connection with the merger have not been considered. Such differences cannot be calculated until the merger has been finally adopted and, at that time, the calculation is to be based on an allocation of the purchase price and stock exchange quotation of the shares of Vestjysk Bank A/S. Based on the stock exchange quotation on 29 October 2008 a calculation results in a negative difference of some DKK 350 million between the stock exchange quotation and the net asset value of Aktieselskabet Ringkjøbing Bank. By reference to the same figures at 31 December 2007 the calculation results in a positive difference of some DKK 300 million.

Holstebro, 31 October 2008

PricewaterhouseCoopers

Statsautoriseret Revisionsaktieselskab

H.C. Krogh

State Authorised Public Accountant

[DRAFT]
ARTICLES OF ASSOCIATION

of

VESTJYSK BANK A/S

Central Business Register (CVR) No. 34 63 13 28

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ARTICLES OF ASSOCIATION

1. NAME

1.1 The name of the bank is Vestjysk Bank A/S.

1.2 The bank also carries on business under the following secondary names:

- A/S Nordvestbank (Vestjysk Bank A/S)
- Holstebro Landmandsbank A/S (Vestjysk Bank A/S)
- Lemvig Bank A/S (Vestjysk Bank A/S)
- Lemvig Folkebank A/S (Vestjysk Bank A/S)
- Lokalbank Lemvig A/S (Vestjysk Bank A/S)
- Lokalbank Vestjylland A/S (Vestjysk Bank A/S)
- Vestbank A/S (Vestjysk Bank A/S)
- Vestjysk Leasing A/S (Vestjysk Bank A/S)
- Vestjysk Lokalbank A/S (Vestjysk Bank A/S)
- Vestjysk Finans A/S (Vestjysk Bank A/S)
- VB-Finans A/S (Vestjysk Bank A/S)
- nv finans A/S (Vestjysk Bank A/S)
- Vestjysk Bolig A/S (Vestjysk Bank A/S)
- Aktieselskabet Ringkjøbing Bank (Vestjysk Bank A/S)
- Bonusbanken A/S (Vestjysk Bank A/S)

2. REGISTERED OFFICE

2.1 The registered office of the bank is situated in the municipality of Lemvig.

3. OBJECT

3.1 The object is to carry out banking operations.

3.2 Temporarily, the bank may carry on other business to secure or settle any commitments previously entered into, and for the purpose of participating in the restructuring of business enterprises.

3.3 The bank may carry on other business ancillary to the banking operations.

3.4 The bank may carry on other financial business through subsidiary companies.

4. CAPITAL OF THE BANK

4.1 The share capital of the bank is DKK 125,000,000 divided into shares of DKK 10 each, or any multiples thereof.

5. SHARES OF THE BANK

5.1 The shares shall be registered in the names of the holders and shall be entered in the bank's register of shareholders. The company's register of shareholders shall be kept by VP Services A/S, Helgeshøj Allé 61, DK-2630 Taastrup, which has been appointed to keep the register on behalf of the company. The shares shall be registered with the VP Securities Services (*Værdipapircentralen*) in Denmark.

5.2 Any transfer shall be registered by the bank in order to be valid at the bank. It is a condition for registering a share in the name of the holder in the register of shareholders that the bank has received notification of such registration from the VP Securities Services. The company will not guarantee the correctness of the notification received from the VP Securities Services.

5.3 The shares shall be freely negotiable. No shareholder will be required to have his shares redeemed in whole or in part.

5.4 No shares shall carry any special rights.

6. MANAGEMENT OF THE BANK

6.1 The affairs of the bank will be managed by:

1. the general meeting;
2. the board of directors; and
3. the executive board.

7. GENERAL MEETINGS: TIME, VENUE AND NOTICE

7.1 The annual general meeting shall be held each year in February or March in the Region of Central Jutland (*Region Midtjylland*).

7.2 Extraordinary general meetings shall be held when deemed appropriate by the board of directors or the auditor. An extraordinary general meeting to transact any particular

business shall be convened within two weeks of receipt of a written request to that effect from shareholders representing at least one tenth of the share capital.

- 7.3 The general meeting shall be presided over by a chairman appointed by the board of directors.
- 7.4 The chairman shall preside over the meeting and decide all matters relating to the transaction of business and voting.
- 7.5 General meetings shall be convened by the board of directors inserting a notice in one nationwide and one or more local daily papers as determined by the board of directors. Notice of the general meeting shall also be given in writing to each registered shareholder upon request.
- 7.6 The bank and each shareholder may agree to communicate electronically by e-mail, through the website of the bank or by other means of electronic communication. Additional information is available at the website of the bank: www.vestjyskbank.dk
- 7.7 Notice of a general meeting, including the agenda, shall be given not earlier than four weeks and not later than eight days prior to the meeting.
- 7.8 Not later than eight days before the general meeting, the agenda, the complete proposals to be considered at the general meeting and, provided it is not an extraordinary general meeting, the audited annual report, including any consolidated financial statements, shall be made available for inspection by the shareholders of the bank at the bank's offices and must at the same time be sent to any registered shareholder upon request.
- 7.9 The general meetings shall be open to the press.
- 7.10 The board of directors may, when it is considered technically justifiable, decide to allow the shareholders electronic attendance at general meetings which are otherwise held with physical attendance. The shareholders may then electronically attend, give their opinion and vote at general meetings. If the board of directors decides to allow electronic attendance, additional information will be made available at the website of the bank: www.vestjyskbank.dk

Any shareholder intending to attend a general meeting electronically must prior to such meeting submit any questions to the agenda and any other material to be used at the meeting so that the questions are received by the bank no later than five days prior to the general meeting.

8. GENERAL MEETINGS: AGENDA

8.1 The agenda of the annual general meeting shall include:

1. the board of directors' oral report on the activities of the bank during the past year;
2. presentation and adoption of the audited annual report;
3. resolution on the distribution of the profit or loss recorded in the annual report adopted by the general meeting;
4. election of members of the board of directors;
5. election of auditor(s);
7. any proposals from the board of directors or the shareholders.

8.2 Each shareholder is entitled to have issues considered at the general meeting, provided that the issue is delivered in writing to the chairman of the bank's board of directors before 15 January.

9. GENERAL MEETINGS: VOTING RIGHTS AND RESOLUTIONS

9.1 Each shareholder is entitled to attend a general meeting if the shareholder has obtained an admission card to the meeting not later than five calendar days in advance. As for shareholders whose shares are not registered in the names of the holders in the register of shareholders, an admission card will be issued upon presentation of a statement of holdings from the VP Securities Services or the custodian bank (depository) as proof of the shareholding, provided that such statement of holdings is not more than five days old. The statement must be accompanied by a written declaration by the shareholder that the shares have not been and will not be transferred to any third party before the general meeting has been held.

9.2 Each share of DKK 10 will carry one vote. No shareholder may in person or by proxy given to other parties than the board of directors cast votes representing in aggregate more than 3% of the share capital.

9.3 Each shareholder may attend general meetings by proxy or together with an adviser. Any proxy must produce evidence of his right to attend the general meeting in the form of an admission card and a written and dated instrument of proxy. The instrument of proxy may be valid for no more than 12 months. If issued to the board of directors, however, an instrument of proxy shall be valid for a particular general meeting only, the agenda for which must be known in advance. An instrument of proxy given for a

general meeting at which the required quorum is not present will remain valid for a potential second general meeting, unless otherwise specified in the instrument of proxy.

- 9.4 All shareholders whose shares are registered in the register of shareholders are entitled to vote at general meetings.
- 9.5 Any shareholder who has acquired shares in connection with a transfer will only be entitled to exercise the voting rights attached to the shares at a general meeting, if the shares have been registered in the register of shareholders or the shareholder has given notice and presented proof of his acquisition.
- 9.6 Unless otherwise required by statute or the articles of association, all resolutions at a general meeting shall be passed by a simple majority of votes.
- 9.7 A ballot shall be held if required by a shareholder.
- 9.8 In the event of an equality of votes, the decision shall be made by lot.
- 9.9 Any resolution to amend the articles of association or to dissolve the bank will only be valid if at least half of the share capital is represented at the general meeting and the resolution is passed by not less than two thirds of both the votes cast and of the voting share capital represented at the general meeting.

Where half of the share capital is not represented at the general meeting but the resolution is passed by two thirds of both the votes cast and of the voting share capital represented at the general meeting, the board of directors shall within two weeks convene a new general meeting at which the resolution may be passed by two thirds of the votes cast without regard to the size of the capital represented.

In the case of any amendments to the articles of association proposed by the board of directors, there will be no requirement that half of the share capital is represented.

- 9.10 Any amendments and additions required by the authorities pursuant to statute in order for any amendments to the articles of association to be approved or registered may be made by the board of directors without the consent of the general meeting.

10. BOARD OF DIRECTORS

- 10.1 The board of directors shall consist of not fewer than four and not more than eight directors elected by the general meeting. The directors shall be elected for three years at a time. The directors will be eligible for re-election.

Moreover, the employees of the bank may be entitled to elect employee representatives in accordance with the provisions of the Danish Public Companies Act (*aktieselskabsloven*).

- 10.2 The board of directors shall elect its own chairman and deputy chairman.
- 10.3 A director shall retire from office at the next annual general meeting following his/her 67th birthday.
- 10.4 If as a result of vacancies the number of directors is reduced to less than four, the board of directors shall convene an extraordinary general meeting for the purpose of increasing the number of directors to at least four.
- 10.5 The board of directors shall adopt rules of procedure governing the performance of its duties.
- 10.6 The board meeting shall constitute a quorum when more than half of the directors are present. The matters considered by the board of directors shall be decided by a simple majority of votes. In the case of an equality of votes, the chairman or, in his absence, the deputy chairman shall have the casting vote.
- 10.7 Minutes shall be kept of the proceedings at board meetings, which shall be signed by all directors.
- 10.8 The board of directors may grant joint power of procuration to sign for the Company.
- 10.9 The board of directors may appoint a board of representatives to promote the interests of the bank and assist the board of directors in its work in the service of the bank.

11. EXECUTIVE BOARD

- 11.1 The board of directors shall appoint an executive board consisting of 1-3 managers to be in charge of the day-to-day management of the bank.
- 11.2 The executive board shall attend the meetings of the board of directors but shall have no voting rights.

12. POWER TO BIND THE BANK

The bank will be bound by the joint signatures of:

1. the chairman or deputy chairman and another member of the board of directors;
2. one member of the board of directors and one member of the executive board;
3. two members of the executive board;
4. all members of the board of directors.

13. AUDITORS

Subject to the legislation in force at any time, the auditing shall be carried out by one or two public accounts, of which at least one must be state-authorised. The auditors will be eligible for re-election.

14. FINANCIAL YEAR; DISTRIBUTION OF PROFIT

14.1 The financial year of the bank shall be the calendar year.

14.2 Upon recommendation of the board of directors, the general meeting shall resolve on the distribution of any profits after the bank has made the transfers to reserves required according to the bank's financial position.

14.3 The dividend for the year will be paid through the VP Securities Services.

As amended by the extraordinary general meeting of the company on 2 December 2008.

Jørgen Boe, attorney-at-law