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**Peter Müller**  
Chairman of the Board  
Roskilde Bank  
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Roskilde, 12 September 2008

## **Notice convening the Extraordinary General Meeting of Roskilde Bank A/S**

Notice is herewith given in accordance with Article 7 of the Articles of Association to the Extraordinary General Meeting of Roskilde Bank A/S to be held on Monday 6 October 2008 at 5 pm at Roskilde Congress and Sports Centre, Møllehusvej 15, 4000 Roskilde.

Agenda:

1. Proposal from the Board of Directors to change the name of the Bank from Roskilde Bank A/S to "Selskabet af 1 september 2008 A/S" (Company of 1 September 2008 A/S) and the cancellation of Article 1, paragraph 3 of the Articles of Association. This decision will enter into force simultaneously with the Bank's license to operate as a Bank being handed in.

The proposal is a consequence of the transfer agreement between the Board of Directors as one part and the Danmarks Nationalbank (the Central Bank of Denmark) and the Private Contingency Association for the Winding up of Ailing Banks, Savings Banks and Cooperative Banks as the other part, referred to in the notice of 27 August 2008 convening the extraordinary General Meeting on 1 September 2008.

The proposal demands an amendment of the Articles of Association of the Bank. Consequently it is moved that the current Article 1, paragraph 1 is amended and that the current Article 1, paragraph 3 is cancelled.

The current Article 1 reads as follows:

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"The name of the bank is "Roskilde Bank A/S". It was established on 17 July 1884. Its registered address is the Municipality of Roskilde.

The object of the bank is to carry on banking and other activities allowed under Danish banking law.

The bank also carries on business under the names of Ringsted Sparekasse A/S (Roskilde Bank A/S), Sparekassen for Ringsted og Omegn A/S (Roskilde Bank A/S), Benløse Sparekasse A/S (Roskilde Bank A/S), Den Lokale Bank, Roskilde Bank A/S (Roskilde Bank A/S), Den Lokale Bank A/S (Roskilde Bank A/S) and Den Lokale Bank, Roskilde A/S (Roskilde Bank A/S)."

With the adoption of motion, Article 1 will read:

"The name of the bank is " Selskabet af 1. september 2008 A/S". It was established on 17 July 1884. Its registered address is the Municipality of Roskilde.

The object of the bank is to carry on banking and other activities allowed under Danish banking law."

The motion is caused by the transfer to a new banking company mentioned above and has the purpose of enabling the new banking company to carry on the operations of Roskilde Bank under its existing name.

The motion was submitted to the extraordinary General Meeting on 1 September 2008 where it was passed by the required majority. As at least half the share capital was not represented at the extraordinary General Meeting, however, this extraordinary General Meeting is being called in order to finally adopt the motion, cf. Article 11, paragraph 2 of the Articles of Association.

## 2. Election to the Board of Directors.

The members of the Board of Directors have placed their positions at the disposal of the General Meeting. The Board of Directors consists of not less than 4 and not more than 5 members, cf. Article 12, paragraph 1 of the Articles of Association. The Board has received the following candidates to the Board from shareholders:

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(i) From Mr Ole Nielsen, real estate dealer, shareholder:

Mr Jens Løgstrup, Managing Director

Mr Jørgen Jensen, state authorized accountant

Mr Erling Brønnum, BCom

Mr Ole Nielsen, real estate dealer

(ii) From Mr Hans O. Hansen, managing director, shareholder:

Mr Ole Scheel Krüger, management consultant.

It is to be observed that members of the Board of Directors are to meet the requirements of S 64 of the Financial Business Act for as long as the banking license of Bank is in force.

### **Special approval requirements**

Adoption by the General Meeting of the motion to change the name and cancel subsidiary name in accordance with item 1 of the Agenda may be adopted by a majority of two thirds of the votes cast as well as of the voting capital represented at the General Meeting, cf. Article 11, paragraph 2 of the Articles of Association. This requirement is valid notwithstanding the amount of share capital represented at the General Meeting.

The election of members to the Board of Directors is decided by a simple majority of votes, cf. Article 10, paragraph 1 of the Articles of Association.

### **Admission cards and power of attorney**

Any shareholder or proxy to a shareholder has access to the General Meeting if he proves his identity on the premises of the Bank not later than three days before the General Meeting and receives an admission card or voting paper, cf. Article 9, paragraph 3 of the Articles of Association.

Admission cards to the general assembly may be ordered on the Bank's homepage, [www.roskildebank.dk](http://www.roskildebank.dk). The password appears from the registration form. Alternatively, the registration form may be handed in at the Bank. Registration can be made from Saturday 13 September 2008 at 8 am until Wednesday 1 October 2008 at 4 pm.

Shareholders that are unable to attend at the General Meeting can give the Board power of attorney. Power of attorney may be given on the Bank's home page [www.roskildebank.dk](http://www.roskildebank.dk) or by depositing the power of attorney form in the post box at any of the Bank's branches. The power of attorney must be received by the Bank not later than Wednesday 1 October 2008 at 4 pm.

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### **Size of share Capital and voting rights**

The Bank's share capital is nominally DKK 125.480.520 divided on 12.548.052 shares of DKK 10 each amounting to 12.548.052 voting rights.

Each share gives one vote when the share is registered in the Bank's share book or when a shareholder has reported and documented his right.

It is a precondition for exercising the voting right for shares acquired by transfer that the shares have been registered by name in the Bank's share book not later than the day preceding the notice to call the General Meeting, or claim to shares has been notified and documented to the Bank within the same deadline, cf. Article 9, paragraph 4 of the Articles of Association.

### **Agenda, proposals, etc.**

The Agenda and the complete wording of the proposals will be available for inspection (in Danish) by the shareholders at the Bank's head office, Algade 14, DK-4000 Roskilde, and at [www.roskildebank.dk](http://www.roskildebank.dk) from Thursday 25 September 2008 at 9 am in accordance Article 7, paragraph 3 of the Articles of Association.

Roskilde, 12 September 2008  
**The Board of Directors of  
Roskilde Bank A/S**  
Peter Müller, Chairman of the Board