

Announcement

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Roskilde, 27 August 2008

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

Notice is herewith given in accordance with the Financial Business Act § 246 (attached at the end of this Notice), to the Extraordinary General Meeting in Roskilde Bank A/S to be held on Monday 1st September, 2008 at 5 pm at Roskilde Congress and Sports Centre, Møllehusvej 15, 4000 Roskilde.

Agenda:

1. The Board's explanation for the Bank's actual situation, including the Bank's inability to fulfil the solvency requirements in the Financial Business Act § 124 and as a result of this the Board's decision to transfer the Bank's assets and commitments (excepting hybrid core capital and subordinated debt capital) to a newly established Bank of Denmark's Central Bank and the Private Contingency Association for the Winding Up of Ailing Banks, Savings Banks and Cooperative Banks, in accordance with the Financial Business Act § 246, article 2. For a closer description we refer to the enclosed "Resume of Roskilde Bank's actual situation and the established transfer agreement".

It is noted that the Board's explanation is not up for adoption.

2. Management of and decisions on eventual submitted proposals from the Bank's shareholders on other measures, that will involve, that the Bank complies with capital requirements in the Financial Business Act § 124, or on liquidation on conditions, that the Financial Supervisory Authority ("Finanstilsynet") can approve, in accordance with the Financial Business Act § 246, Article 2.
3. The Board's proposal on changing the Bank's name from Roskilde Bank A/S to "Selskabet af 1 september 2008 A/S"

(Company of 1 September 2008 A/S) and the cancellation of the Articles of Association § 1 Article 3. This decision will enter into force simultaneously with the Bank's license to operate as a Bank ceases.

The proposal is a consequence of the in point 1 mentioned transfer agreement.

Special approval requirements

Adoption by the general meeting of the proposal on measures in accordance with the Agende point 2, that will imply the Bank's compliance with capital requirements, and proposals of name changes in accordance with the Agenda's point 3 requires that at least two thirds of the represented capital vote in favour, unless half of the Bank's share capital is represented at a general meeting in which case the decision on measures can be made by simple majority, in accordance with the Financial Business Act § 246 Article 5. It is noted that this applies no matter the majority requirement, that is given in the Bank's Articles of Association and The Danish Companies Act §§ 78 and 79.

Admission cards and power of attorney

Admission cards to the general assembly can be ordered via the Bank's homepage www.roskildebank.dk or by depositing the application form in a post box in any of the Bank's branches. Electronic applications are made by using the entry code shown on the application form. Applications can be made from Wednesday 27 August 2008 at 8 am and until Sunday 31 August 2008 at 12 noon.

If a shareholder has applied correctly, but has not received an admission card, then the shareholder can have this issued on the date of the general meeting at Roskilde Congress and Sports Centre between 3 pm and 4.30 pm. Remember picture identification.

Shareholders that are unable to attend at the general meeting can give the Board power of attorney. It is possible to deliver the power of attorney via the Bank's home page www.roskildebank.dk or by delivering the power of attorney form in the post box at any of the Bank's branches. The power of attorney must be in the hands of the Bank at the latest on 31 August 2008 at 12 noon.

Share Capital's size, voting rights and main Bank

The Bank's share capital is nominal DKK 125.480.520 divided amongst 12.548.052 shares of DKK 10 amounting to 12.548.052 voting rights.

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

It is a precondition for exercising a voting right for shares acquired by transfer, that the shares at the latest the day before Notice to the general meeting are noted by name in the Bank's share book, or claims to shares within the same deadline are notified and documented to the Bank.

The Bank functions itself as a Bank, through which shareholders can exercise their financial rights.

Agenda, proposals, etc.

The Agenda and the complete proposals will be available in the lobby at the Bank's head office, Algade 14, DK-4000 Roskilde for inspection by the shareholders from Sunday 31 August 2008 at 5 pm in accordance with the law on financial companies § 246 Article 4.

Notwithstanding the Articles of Association § 7, eventual proposals by shareholders on measures, that will imply that the Bank complies with capital requirements of the law on financial companies § 124 or on liquidation in accordance with the Agenda's point 2, shall be submitted to the Board's Chairman by depositing such in the post box at the Bank's head office at the latest Sunday 31 August 2008 at 12 noon in accordance with the Financial Business Act § 246, Article 6.

Roskilde, 27. August 2008
**The Board of Directors for
Roskilde Bank A/S**
Peter Müller, Chairman of the Board

§ 246.-

(1) If a bank does not meet the capital requirement of section 124(1), (2) and (4)-(6), and if the Danish FSA has set a time limit for re-establishment of said capital, cf. section 225(1), the board of directors may convene the ultimate authority of the bank at 3 days' notice so that said board of directors may make a decision regarding the necessary measures for compliance with the requirements of section 124(1), (2) and (4)-(6).

(2) The board of directors of the bank may, in the situation mentioned in subsection (1), transfer the activities of said bank fully or partly to another bank, cf. however section 204(1) regarding approval by the Minister for Economic and Business Affairs. The agreement on transfer shall be subject to such approval. At the same time, the board of directors shall

convene the ultimate authority of the bank, cf. subsection (1). The board of directors at the general meeting or, for savings banks, the shareholder committee shall account for the situation of the bank or savings bank as well as for the agreement entered into. If the general meeting or the shareholder committee in savings banks resolves upon other measures that involve the bank meeting the capital requirement under section 124(1), (2) and (4)-(6), or upon liquidation on terms that the Danish FSA can approve, the agreement regarding transfer mentioned in the 2nd clause shall be annulled.

(3) The notice convening the meeting shall include an agenda with the items to be dealt with as well as the most significant content of any proposals for amendments to the articles of association, and it shall be forwarded to all known shareholders, members of cooperative savings banks, or members of the shareholder committee in savings banks. At the same time, the notice convening the meeting shall be available to the public as stipulated in section 67.

(4) No later than 24 hours before the general meeting, or shareholder committee meeting in savings banks, the agenda and the full proposals shall be available for review to the shareholders, members of cooperative savings banks, or shareholder committee members in savings banks, at the headquarters of the bank.

(5) Resolutions regarding measures under subsection (1) may, notwithstanding sections 78 and 79 of the Public Companies Act, always be made with two thirds of the capital represented. If half of the share capital is represented at the general meeting, resolutions regarding measures may be made by simple majority. In savings banks and cooperative savings banks, resolutions regarding measures under subsection (1) may always be made by two thirds of the shareholder committee members of said savings banks or members of said cooperative savings banks who are present at the meeting.

(6) The procedures mentioned in subsections (1)-(5) shall apply notwithstanding any provisions hereon in the articles of association.

Resumé of Roskilde Bank's actual situation and the transfer agreement entered into

Roskilde Bank has since the 14 July 2008 carried out a structured sales process. The deadline expired on Friday 22 August 2008 for the delivery of offers, without the receipt of any offer by Roskilde Bank either in whole or in part. Later that day it was made clear that the write down requirements were greater than first expected and that Roskilde Bank no longer could comply with the individual assessed solvency requirement or solvency requirement pursuant to § 124 of the Financial Business Act.

The FSA has in accordance with § 225 of the Financial Business Act set a deadline for the re-establishment of Roskilde Bank's capital base.

After negotiations the Central Bank and the Private Contingency Association for the Winding Up of Ailing Banks, Savings Banks and Cooperative Banks (the "Private Contingency Association") have on the 24 August 2008

entered into a transfer agreement with Roskilde Bank. In accordance with the transfer agreement, Roskilde Bank transfers all assets, including amongst others, the loan portfolio, the Bank's name and other intangible rights together with domicile premises, etc. and all debts and other liabilities, other than hybrid core capital and subordinated loan capital to a Bank newly established by Central Bank and the Private Contingency Association.

In addition the transfer includes all employees of Roskilde Bank, all customers and commercial agreements.

The purchase price for the transferred assets has been set at DKK 37.3 billion. The purchase price is to be settled by the assumption of debts and other liabilities amounting to DKK 37.3 billion. The purchase price can be increased later, provided that after termination of the Central Bank's and the Private Contingency Association ownership and the payment of an agreed upon result for the injected capital base, that a profit is realised. Such an increase in the purchase price will be distributed to the holders of subordinated loan capital, hybrid core capital and shareholders in the original Roskilde Bank in the named order.

Roskilde Bank's activities up until now will thus be continued in the new Bank and under the name Roskilde Bank.

A capital injection is expected of about DKK 4.5 billion in the new Bank.

The purpose of the new Bank is to conduct banking business and other, in accordance with the laws, allowed business with the intention of securing the best possible economic yield of the termination of the activities taken control of from Roskilde Bank.

The Board will at the extraordinary general meeting account in more detail Roskilde Bank's situation, the entered into transfer agreement and the Bank's future.

Further details and information on Roskilde Bank's situation and future can be found on the Banks homepage www.roskildebank.dk, including the Announcement of 24 August 2008, an Opinion submitted to the Board of Roskilde Bank by Danske Markets, together with a "Questions & Answer" list of the most often asked questions.