

Annual General Meeting 2014 – P/F BankNordik

P/F BankNordik's Annual General Meeting 2014 will be held on **Friday 21 March 2014 at 5 Pm. GMT**, at Hotel Føroyar in Tórshavn, Faroe Islands.

Agenda

1. The Board of Director's report on the Bank's activities in the past year
2. Submission of audited annual accounts for adoption and Annual Report 2013
3. Decision on distribution of profit or cover of losses in accordance with the adopted annual accounts
4. Election of members to the Board of Directors
 - a. The Board of Directors proposes that the General Meeting elects four Board Members
 - b. Election of Board Members
5. Election of auditor/auditors
6. Proposal from the Remuneration committee
 - a. Remuneration of the Board of Directors for 2014
7. Proposals from the Board of Directors and the Financing Fund from 1992
 - a. Proposals on amendments of the Articles of Associations
8. Miscellaneous

Re. agenda item 2 and 3

The Board of Directors proposes that the General Meeting adopt the annual accounts as presented in the Annual Report 2013 and approve the allocation of the profit or loss of the year as set out in the Annual Report 2013.

Re. agenda item 4 a

According to section 10 subsection 2 of the Bank's Articles of Associations the General Meeting shall elect a Board of Directors consisting of 4 to 6 directors to hold office until the next annual general meeting. At the date of convene to the Annual General Meeting, 4 candidates are nominated to the Board of Directors.

Re. agenda item 4 b

Klaus Rasmussen, Jens Erik Christensen, Nils Sørensen and Niels Vestermark have accepted nomination for re-election to the Board of Directors.

The Board of Directors proposes re-election of Klaus Rasmussen, Jens Erik Christensen, Nils Sørensen, and Niels Vestermark.

For further information about the Board of Directors' candidates, see the Bank's website www.banknordik.com

Re. agenda item 5

The Board of Directors proposes re-election of Januar, læggilt grannskoðanarvirki P/F (authorized audit company), and re-election of PwC Denmark as external auditors.

Re. agenda item 6 a

The Remuneration committee proposes that the remuneration of The Board of Directors for 2014 remain unaltered.

The Remuneration committee thereby proposes that the Annual General Meeting adopts that the remuneration of the Board of Directors is paid in accordance with the Bank's Remuneration policy, adopted by the Annual General Meeting in March 2013, based on the following rates:

Base rate:	DKK 200.000,00
Chairman of the Board:	3 x Base rate
Vice-chairman of the Board:	2 x Base rate
Other Board Members	1 x Base rate

Re. agenda item 7 a

The Financing Fund of 1992 proposes:
a)1 to revoke the quorum requirement in Article 9.2 of the Articles of Association when the Annual General Meeting decides on the Board of Director's proposals a) 2 and a) 3.

The Board of Directors proposes:
a) 2 to replace the existing clause 6.4 with the following: *"The Board of Directors shall convene general meetings with a notice of no more than 5*

(five) weeks and no less than 3 (three) weeks. The notice to convene general meetings will be published on the Bank's website, and through the information system of the Faroese Registration Authority. Furthermore the notice to convene general meeting upon request will be sent in writing to all shareholders registered in the Bank's register of shareholders."

The Board of Directors proposes:

a) 3 to insert the following as a new article 13.3: *"With a simple majority of votes the general meeting is authorized to decide, that the Bank's annual report can be produced and presented in English."*

Order of admission cards and voting ballots

A shareholders right to attend the general meeting and vote according to his shares shall be determined by the shares which such shareholder owns at the record day. The record day is Friday 14 March 2014.

Any shareholders who are entitled to attend the general meeting, and who wants to attend, shall apply for an admission card and voting paper.

Admission cards and voting papers are to be ordered through the Bank's website www.banknordik.com or by calling the Head Office on (+298) 330 330.

The deadline for ordering admission cards and voting ballots is Tuesday 18 March 2014 at 4 P.m. GMT.

When ordering admission card and voting ballots, shareholders must prove their shareholding. Regarding shareholders whose shares are not registered by name, admission cards and voting ballots are supplied on presentation of a transcript from VP Securities A/S or the account-holding institution (custodian institution), not older than 5 days, as documentation of the shareholding. Together with the transcript a confirmation must be given in writing, stating that the shares have not and will not be transferred to others before the record day.

Proxy

In the case of a shareholder being unable to attend the General Meeting there is the possibility of voting by proxy. The proxy shall be written and dated. For this purpose, letters of credence are available for download on the Bank's website, www.banknordik.com or by request at the Bank's

Head Office. It is possible for shareholders to submit the proxy to the Bank's Board of Directors to vote on the shareholder's behalf.

Letter ballot

Forms for letter ballots are available on the Bank's website www.banknordik.com. In the case of a shareholder wishes to vote by letter ballot, the form shall be received at the Bank's Head Office in Húsagøta 3, P.O. box 3048, FO-110 Tórshavn no later than Thursday March 20, at 4. Pm. GMT.

Annual Accounts 2013 and agenda containing all proposals

Audited annual accounts for 2013 and annual report and agenda containing all proposals will be made available at the Bank's Head Office and on the Bank's website www.banknordik.com no later than three weeks prior to the General Meeting.

Share capital, voting rights and account-holding financial institution

The Bank's share capital totals DKK 200m distributed in shares worth DKK 20.

The company's Articles of Associations contains these regulations on voting rights:

8.1. A shareholders right to attend a general meeting and vote according to his shares shall be determined by the shares which such shareholder owns at the record date. The record date shall be one week prior to the general meeting.

8.2. Any shareholders who are entitled to attend the general meeting cf. article 8.1, and who wants to attend, shall apply for an admission card and vote not later than three days prior to the holding of the general meeting.

8.3. Each share shall carry one vote. However, no shareholder may, neither in respect of his own shares nor when acting as proxy for other shareholders, cast votes representing more than 10 % (ten per cent) of the total share capital, regardless of the shareholding. Proxy votes given to the board of directors shall be subject to no restrictions. Shareholders in the same group, as defined by applicable law, may not cast votes representing more than 10 % (ten per cent) in aggregate of the total share capital, regardless of the shareholding.

8.4. All shareholders are entitled to attend general meetings in person, accompanied by an advisor,

or by proxy, who may vote on their behalf, subject to presentation of a written and dated instrument of proxy issued for a maximum period of one year.

9.2 All business transacted at general meetings shall be decided by a simple majority of votes, unless a qualified majority is required by the Companies Act or by these Articles of Association. Any resolution to amend these Articles of Association or to wind up the Bank by voluntary liquidation or to adopt a merger shall be subject to no less than 2/3 of the share capital being represented at the general meeting and the proposed resolution being adopted by 2/3 of the votes cast and of the voting share capital represented at the general meeting.

9.3 Any proposal to amend or waive the quorum requirement in Article 9.2 submitted by the Financial Fund of 1992 may be adopted by 2/3 of both the votes cast and of share capital represented at the general meeting. The restrictions in Article 8.3 and Article 9.2 on voting and proxy shall not apply in this case.

P/F BankNordik has entered into a coordinative agreement with VP Securities A/S. The Bank's shareholders may choose P/F BankNordik as the account-holding institution with a view to having their financial rights exercised through P/F BankNordik.

**P/F BankNordik
The Board of Directors**