

Annual Shareholders' Meeting

The ordinary shareholders' meeting of Roskilde Bank will be held on Wednesday 27 February 2008 at 6 p.m. at Roskilde Congress Centre, Møllehusvej 15, Roskilde with the following

Agenda

1. The Directors' report on the bank's activities in the past year

The agenda, the complete proposals, and the Annual Report with auditors' reports and financial report will be available for inspection in Roskilde Bank not later than eight days before the shareholders' meeting.

2. Presentation of annual accounts for adoption and decision on the application of profit to the annual accounts adopted

The share capital of the bank is DKK 125,480,520 nominally distributed on 12,548,052 shares of nominally DKK 10 each, corresponding to 12,548,052 voting rights.

3. Election of members to the Board of Directors

1 member for the Board of Directors. Mr Niels Krüger resigns by rotation.
The Board recommends the re-election of Mr Krüger

Any one share gives the right to one vote when the shares have been registered in the bank's register of shareholders or when a shareholder has applied for registration and proved his title to the shares. No shareholder shall be entitled to vote, through own shares and through proxy, over a nominal holding of DKK 1 million .

4. Election of auditor and alternate auditor

- A. Auditor.
Ernst & Young, state authorized auditing company, resigns by rotation.
The Board recommends election of KMPC, State Authorized Accounting Company
- B. Alternate auditor.
RIR Revision, state authorized auditors, resigns by rotation. The board recommends re-election of RIR Revision.

The right to exercise voting rights for shares acquired through transfer shall be subject to the shares being registered in the bank's register of shareholders not later than the day prior to the convening of the shareholders' meeting or subject to the bank being notified of title to the shares and proof of such title being submitted to the bank within the same time limit.

5. Discussion of proposals received

Proposals submitted by the Board of Directors:

Authorizations

- Request for renewal: Until the next ordinary shareholders' meeting, the Board shall be authorized to acquire up to a total of 10% of the bank's share capital – to own or as pledge - at the market price at the time of acquisition plus or minus 10%.
- Request for renewal: According to the Articles of Association, Article 8, paragraph 2, the Board shall be authorized, until the ordinary shareholders' meeting in 2009, to allot extraordinary dividends in accordance with the conditions and limitations of the Danish Companies Act, and to make the consequent, necessary amendments to the Articles of Association.

Any shareholder or proxy for a shareholder shall have access to the shareholders' meeting if he proves his identity at the bank's office not later than 3 banking days prior to the shareholders' meeting and is given an admission card or voting paper.

Admission cards can be obtained on www.roskildebank.dk from Monday 11 February 2008 or by posting the form forwarded with the notification of the Shareholders' Meeting. The password for Electronic registration was also forwarded with the notification of the Shareholders' Meeting Admission cards must be ordered before Friday 22 February 2008 at 4 p.m.

Shareholders who are unable to attend the Shareholders' Meeting may issue a power of attorney to the Board on the form forwarded with the notification of the Shareholders' Meeting. Also, an electronic power of attorney may be registered on www.roskildebank.dk. Shareholders that wish to make use of the power of attorney form are requested to forward this so that the form is received by the bank not later than 22 February 2008.

6. Any other business

Please note that no paper copies of the annual report will be available at the annual meeting. The financial report will be presented electronically.

30 January 2008

The Board of Directors of Roskilde Bank A/S
Peter Müller, Chairman