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**Company Announcement No 02/2015**

11 February 2015

Dear Sirs

**Notice convening the Annual General Meeting of Sydbank A/S**

Sydbank's Annual General Meeting will be held on Thursday 12 March 2015 at 3:00pm in Sønderjyllandshallen, H.P. Hanssensgade 7, 6200 Aabenraa, Denmark.

The notice and the agenda for the general meeting have been attached to this announcement.

Yours sincerely



Søren Hansen Reumert  
Chief Communications Officer

## Notice Convening the Annual General Meeting of Sydbank A/S

Sydbank's Annual General Meeting will be held on Thursday 12 March 2015 at 3:00pm in Sønderjyllandshallen, H.P. Hanssensgade 7, 6200 Aabenraa, Denmark.

Agenda according to Article 8 of the Articles of Association:

1. Report of the Board of Directors on the Bank's activities in 2014.
2. Submission of the audited annual report for adoption.
3. Motion for the allocation of profit or cover of loss according to the adopted annual report.
4. Election of members to the Shareholders' Committee.
5. Appointment of auditors.
6. Proposals to amend the Articles of Association as follows:
  - a. In Article 1 (1) to add a new secondary name "Diba Bank A/S".
  - b. In Article 3 (1) and (2) to extend the authorisation to increase the share capital until 1 March 2020.
  - c. To amend Article 10 (1) to: "Each share of DKK 10 shall carry one vote at the General Meeting, however no shareholder shall be entitled to cast more than 20,000 votes on his own behalf. No one acting as a proxy shall be entitled to cast more than 20,000 votes."
7. Any other business.

The agenda, complete proposals and audited annual report will be available for inspection by the shareholders at [sydbank.dk/generalforsamling](http://sydbank.dk/generalforsamling) and [sydbank.com/generalmeeting](http://sydbank.com/generalmeeting) and at Sydbank's branches no later than three weeks before the General Meeting.

The Bank's share capital totals DKK 742,499,990.

As regards shareholders' voting rights, reference is made to Article 10 of the Bank's Articles of Association.

Shareholders are entitled to attend and to raise questions at the General Meeting and to vote according to the number of shares held by a shareholder on the date of registration, which is 5 March 2015.

Admission cards for the General Meeting can be ordered at any of Sydbank's branches or at [sydbank.dk/generalforsamling](http://sydbank.dk/generalforsamling) and [sydbank.com/generalmeeting](http://sydbank.com/generalmeeting) no later than Friday 6 March 2015.

If a shareholder wishes to vote by postal vote or to issue an instrument of proxy to the Board of Directors or others, the necessary documents are available at the Bank's websites. Instruments of proxy must have been received by the Bank no later than 6 March 2015 and postal votes must have been received by the Bank no later than 10 March 2015.

Aabenraa, 11 February 2015

The Board of Directors of Sydbank A/S  
Anders Thoustrup, Chairman