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23 February 2017

Minutes of the annual general meeting on 22 February 2017

The bank held its Annual General Meeting (AGM) Wednesday 22 February 2017 with the agenda as previously published.

Minutes of the AGM as per the points on the agenda.

The chairman of the board of directors, Jens Lykke Kjeldsen, welcomed the attendees to the general meeting.

1. Election of chairperson

Jacob Møller, chairman of the shareholders' committee, was elected chairman of the AGM.

2. The board's report on the bank's activities during the previous year,

3. Presentation of the annual report for approval,

3a. Approval of the bank's remuneration policy, and

4. Decision on allocation of profit or covering of loss under the approved annual report

Jens Lykke Kjeldsen, chairman of the board of directors, presented the report of the board of directors on the bank's activities during the previous year. He also explained and gave reasons for the updated remuneration policy for approval by the AGM.

John Fisker, CEO, presented the annual report for 2016 for approval and explained the proposed profit allocation.

Comments and questions from shareholders:

Anna Marie Schou Ringive from the Danish Shareholders Association commented on and praised various aspects of the annual report presented for 2016. She also asked a number of questions on the bank's view of digitalisation, initiatives with young customers, the cautiousness of the announced expectations for core earnings for 2017, expectations for fee income, whether an agreement on severance pay has been entered into between the bank and CEO John Fisker and finally on the management's assessment of areas in which the bank was not so successful in 2016.

Chairman of the board Jens Lykke Kjeldsen thanked Anna Marie Schou Ringive for the kind words and answered the question on digitalisation. He stated that the bank gives high priority to digitalisation, including via its partnership with Bankdata but that the bank wants to maintain the personal contact with its customers. He also commented on the bank's initiatives with young customers. Finally, he stated that there is no agreement on severance pay with CEO John Fisker and that his service contract specifies a standard period of notice.

CEO John Fisker also commented on the question of initiatives with young customers and provided information on the bank's concepts for this customer group. John Fisker also answered the questions on the announced expectations for core earnings for 2017 and the expected fee income, advising that the bank's internal budget corresponds to the upper end of the announced range for the bank's core earnings for 2017 and that the bank expects higher fee income in 2017. Finally, he answered the questions on what could have been better in 2016 and advised that the growth in the bank's loans could have been higher if no return flow on the loans portfolio for wind and solar energy had been realised in 2016.

Shareholder Jens Frederik Demant, Gentofte, asked about the age limit for members of the board of directors and the shareholders' committee and whether the board intends to change the relevant provisions in its articles of association.

Chairman of the board Jens Lykke Kjeldsen referred to the provisions on age limits in the bank's articles of association and chairman of the shareholders' committee Jacob Møller provided supplementary comments.

The questioners were satisfied with the answers and comments given.

The report of the board of directors was noted.

The annual report for 2016 was adopted.

The updated remuneration policy was adopted.

The AGM resolved to distribute the profits for the year as follows (thousand DKK):

Appropriated for ordinary dividend	164,520
Appropriated for charitable purposes	500
Transfer to net revaluation reserve under the equity method	-2,159
Transfer to retained earnings	<u>376,637</u>
Total	<u>539,498</u>

5. Election of members of the shareholders' committee

The following members retired by rotation: Inge Sandgrav Bak, Erik Jensen, Jens Lykke Kjeldsen, Jacob Møller, Jens Møller Nielsen, Ole Christian Pedersen, Lone Rejkjær Söllmann and Egon Sørensen.

Inge Sandgrav Bak had advised that she was not offering herself for re-election, and Ole Christian Pedersen must retire from the shareholders' committee due to the provision on age in the articles of association. Finally, Gert Asmussen had advised that he wanted to retire from the bank's shareholders' committee and board of directors.

The following members were re-elected to the shareholders' committee:

- Erik Jensen, Skjern, manager, born 1965
- Jens Lykke Kjeldsen, Ringkøbing, timber merchant, born 1950
- Jacob Møller, Ringkøbing, general manager, born 1969
- Jens Møller Nielsen, Ringkøbing, manager, born 1956
- Lone Rejkjær Söllmann, Tarm, finance manager, born 1968
- Egon Sørensen, Spjald, insurance agent, born 1965

The following new members were elected to the shareholders' committee:

- Anette Ørbæk Andersen, Skjern, manager, born 1963
- Bente Skjørbæk Olesen, Vemb, business owner, born 1971
- Karsten Sandal, Ølstrup, manager, born 1969
- Lise Kvist Thomsen, Virum, senior business analyst, born 1984

6. Election of one or more auditors

The shareholders re-elected the auditor:

- Revisionsfirmaet PricewaterhouseCoopers, Statsautoriseret Revisionspartnerselskab

7. Authorisation of the board of directors to permit the bank to acquire own shares within current legislation until the next annual general meeting to a total nominal value of ten percent (10%) of the bank's share capital, such that the shares can be acquired at current market price +/- ten percent (10%)

The authorisation proposed below for the board of directors was adopted:

“The board of directors proposes that it be authorised to permit the bank to acquire own shares in accordance with current legislation until the next annual general meeting to a total nominal value of ten percent (10%) of the bank's share capital, such that the shares can be acquired at current market price +/- ten percent (10%).”

8. Any proposals from the board of directors, the shareholders' committee or shareholders

8a. Proposed amendments to the articles of association

The proposed amendments to the articles of association with the following new wording were adopted:

“2a. The general meeting has decided to authorise the board of directors to increase the share capital by cash payment in one or more rounds by up to nom. DKK 14,210,980 to nom. DKK 37,060,980 by subscription for new shares for which the board shall determine the price. The capital increase shall be fully paid. This authorisation shall apply until 21 February 2022. The capital increase shall take place with right of preemption for existing shareholders.”

and

“2b. The general meeting has decided to authorise the board of directors to increase the share capital by payment in values other than cash in one or more rounds by up to nom. DKK 14,210,980 to nom. DKK 37,060,980 by subscription for new shares for which the board shall determine the price, as payment for the bank's takeover of an existing company or specific asset values corresponding to the value of the shares issued. The capital increase shall be fully paid. This authorisation shall apply until 21 February 2022. The capital increase shall take place without right of preemption for existing shareholders.”

8b. Proposal to reduce the bank's share capital by nom. DKK 500,000 by cancellation of own shares

The following proposal for the reduction of the share capital and the amendment of the articles of association was adopted:

“The board of directors proposes a reduction in the bank's share capital from nom. DKK 22,850,000 to nom. DKK 22,350,000 by cancellation of 100,000 nom. DKK 5 shares from the bank's holding of own shares, to a nominal value of DKK 500,000.

It is advised in accordance with Section 188 (1) of the Danish Companies Act that the object of the reduction in the bank's share capital is payment to shareholders, and the amount of the reduction will be used as payment to shareholders for shares acquired by the bank under previous authorisation of the board of directors by the general meeting.

The share capital will consequently be reduced by nom. DKK 500,000 and the bank's holding of own shares will be reduced by 100,000 nom. DKK 5 shares. It is advised in accordance with Section 188 (2) of the Danish Companies Act that the shares in question were acquired for a total sum of DKK 140,354,200, meaning that apart from the reduction in nominal capital, DKK 139,854,200 will be paid to shareholders.

The board of directors' proposed reduction of the share capital is being made to maintain flexibility in the bank's capital structure.

If the proposal is adopted, it will mean an amendment to Article 2 and of Articles 2a and 2b of the bank's articles of association such that the amount of “22,850,000” in Article 2 is changed to “22,350,000” and the amount of “37,060,980” in Articles 2a and 2b is changed to “36,560,980”.

8c. Proposal for adoption of a buyback programme to implement a subsequent capital reduction

The following proposal for a new buyback programme was adopted:

“The board of directors proposes the establishment of a special buyback programme, under which the board of directors can permit the bank to acquire own shares up to a market value of DKK 170,000,000, but maximum up to 170,000 nom. DKK 5 shares before the next annual general meeting. This special buyback programme requires purchase of the shares at market price. It is also proposed that the board of directors be authorised to cancel or reduce the buyback programme if this is considered commercially appropriate for the bank, in the bank’s long term interest, or the bank’s circumstances with respect to capital otherwise so require. The shares covered by the buyback programme will be acquired by the bank for subsequent implementation of a capital reduction”

8d. Proposed authorisation for the board of directors or its designated appointee

The following proposed authorisation for the board of directors or its designated appointee was adopted:

“The board of directors proposes that the board of directors, or whoever the board may so designate, be authorised to apply the decisions which have been adopted at the general meeting for registration and to make such changes to the documents submitted to the Danish Business Authority as the Authority may require or find appropriate in connection with registration of the decisions of the general meeting.”

Yours sincerely,

Ringkøbing Landbobank

John Fisker Jørn Nielsen