



# Remuneration Committee Charter

Danske Bank A/S  
January 2026

Danske Bank

<p><b>1 Scope</b></p> <p>1.1 This Charter lays down the responsibilities of the Remuneration Committee of Danske Bank A/S and is to be read in conjunction with the Rules of Procedure for the Board of Directors ("Board") and the Executive Leadership Team ("ELT").</p>	<p><b>4 Objective and tasks of the Remuneration Committee</b></p> <p>4.1 The Remuneration Committee must prepare the basis for the Board's decisions on remuneration, including the remuneration policy, the remuneration report and other related decisions that may influence Danske Bank's approach to remuneration.</p>	<p>(e) the structure and governance of incentive programmes and changes thereof,</p> <p>(f) the remuneration paid in the preceding year to Heads in charge of significant control functions outside of the ELT,</p> <p>(g) the remuneration paid in the preceding year to the top 15 high earners below the ELT level, any employees earning EUR 1 million or more per financial year and other key employees as defined and designated by the Remuneration Committee from time to time,</p> <p>(h) sign-on bonuses and retention awards agreed in the preceding 12 months (annual overview),</p> <p>(i) the Group's trend in salaries and bonuses, while always considering Danske Bank's remuneration policy, incentive programmes and the general objectives and principles of Danske Bank's approach to remuneration, cf. 4.1.</p>
<p>1.2 The Remuneration Committee works as a preparatory committee for the Board of Directors with respect to matters concerning remuneration or relating to remuneration which may influence the risk management of Danske Bank.</p>	<p>4.2 The Remuneration Committee shall ensure that the remuneration policy and practices as well as incentive programmes support the strategy of Danske Bank and create value for the shareholders by enabling Danske Bank to attract and retain the best-qualified Board members, executives and key employees within the limits imposed by regulatory requirements and the need to promote sound and effective risk management to manage the long-term interests of Danske Bank, including in relation to its investors and the interest of the general public.</p>	
<p><b>2 Members</b></p> <p>2.1 The Remuneration Committee consists of no less than four members of whom one is the Chairman of the Board and another is an employee-elected Board member. The Remuneration Committee shall, as a whole, have the requisite experience, knowledge, qualifications and competencies relevant to remuneration policies and practices required for aligning the remuneration structure to Danske Bank's risk and capital profile.</p>	<p>4.3 Remuneration</p> <p>4.3.1 The Remuneration Committee monitors, considers, evaluates and, as regards the following items (a) to (f), submits recommendations to the Board on:</p>	<p>4.4 Remuneration policy</p> <p>4.4.1 The Remuneration Committee advises the Board on the principles, parameters and structure of Danske Bank's remuneration policy, assists the Board in overseeing adherence to the remuneration policy and, at least once annually, assesses whether the remuneration policy is up to date. Where necessary and at least every four years, a proposal for updating the remuneration policy is presented by the Remuneration Committee to the Board for approval and subsequently to the general meeting for adoption. The Chief Executive Officer and Chief People Officer will provide input on the sections concerning employees, i.e., exclusive of the ELT and Board remuneration.</p>
<p><b>3 Meetings</b></p> <p>3.1 Meetings are held as often as the Committee Chairman considers necessary subject to a minimum of four meetings annually. Any Committee member, the Chief Executive Officer and the Chief People Officer may request a meeting.</p> <p>3.2 The Committee may decide to invite ELT members, employees and other subject matter experts when deemed relevant.</p> <p>3.3 The Company Secretariat shall prepare the agenda under the supervision of the Committee Chairman and in consultation with the Chief People Officer.</p>	<p>(a) each component of the remuneration of the Board,</p> <p>(b) the remuneration of the ELT members, including:</p> <ul style="list-style-type: none"> <li>i) individual fixed remuneration (including allowances),</li> <li>ii) variable pay, including awards made under the ELT short and long-term incentive programmes,</li> <li>iii) other benefit entitlements, and</li> <li>iv) where applicable, severance payments, back-testing and the exercise of claw-back provisions.</li> </ul> <p>(c) performance agreements for the ELT, including performance criteria, targets and pay-out curves, and evaluation of the ELT's performance against the agreed criteria and targets,</p> <p>(d) the aggregate sum of the annually proposed bonuses and bonus pools for the Group incentive programmes, including accrual rates and pay-out ratios, to ensure that the sum corresponds to the actual performance delivered,</p>	
<p>3.4 The Remuneration Committee follows the quorum and resolution requirements of the Board.</p>		<p>4.5 Remuneration Report</p> <p>4.5.1 The Remuneration Committee advises the Board on the principles, parameters and structure of Danske Bank's Remuneration report, and shall, on an annual basis, present a proposal for updating the report to the Board for approval and subsequently to the general meeting for an advisory vote.</p>

#### 4.6 Controls

4.6.1 The Remuneration Committee shall monitor compliance in practice with the remuneration policy and relevant disclosure regulation. The Remuneration Committee shall oversee that compliance with the remuneration policy of Danske Bank is annually reviewed by Group Internal Audit with findings reported to the Board.

4.6.2 The Remuneration Committee shall assess whether Danske Bank's processes and systems relating to remuneration are adequate and take into account the company's risks. As part of the assessment, the Remuneration Committee shall consider reports from the Chief Audit Executive on the audit plan and the outcome of the audit plan in respect of remuneration matters in addition to adherence to the remuneration policy.

4.6.3 The Remuneration Committee shall review, consider and on an annual basis endorse for approval by the Board:

- (a) the criteria for the designation of employees with a material impact on Danske Bank's risk profile (material risk takers), including risks related to the management of capital and liquidity,
- (b) changes to the list of material risk takers, and
- (c) a note to the financial statements on remuneration paid to management and material risk takers.

4.6.4 The Remuneration Committee must assess the company's and the business units' net results and ensure that the ELT assesses whether the performance criteria, which form the basis for the calculation of variable remuneration to material risk takers, continue to be met at the time of disbursement.

4.6.5 The Remuneration Committee must review and consider selected evaluations of material risk takers made by the ELT, cf. 4.6.4.

#### 4.7 Subsidiaries

4.7.1 The Remuneration Committee shall undertake the task as remuneration committee for subsidiaries of Danske Bank provided that for such subsidiary (i) a remuneration committee is required by law or follows from applicable corporate governance recommendations and (ii) the board of directors of the subsidiary has not already appointed its own remuneration committee.

4.7.2 The Remuneration Committee shall on Group level monitor the composition, tasks and general competences of other remuneration committees, if any, within Danske Bank and ensure a constructive dialogue and cooperation. This shall be based on reports sent from subsidiaries to the Remuneration Committee.

Approved by the Board of Directors of Danske Bank A/S on 5 December 2025 and effective as of 1 January 2026.

