

Charter of the Remuneration Committee

Danske Bank A/S

CVR no. 61 12 62 28

1 Scope and objective

- 1.1 This Charter lays down the responsibilities of the Remuneration Committee of Danske Bank A/S.
- 1.2 The Remuneration Committee works as a preparatory committee for the Board of Directors with respect to matters concerning remuneration, with a special focus on the Remuneration policy of Danske Bank, the Remuneration report, the structure and governance of incentive programmes and the remuneration of members of the Board of Directors, the Executive Leadership Team, the Chief Audit Executive, material risk takers, key employees and executives in charge of control. Any delegation to the Remuneration Committee shall not amend the authority or responsibility of the Board of Directors.

2 Members

- 2.1 The Remuneration Committee consists of no less than three members of whom one is the Chairman of the Board of Directors and another is an employee-elected member of the Board of Directors.
- 2.2 The Chairman of the Board of Directors serves as Chairman of the Remuneration Committee. The Chairman of the Remuneration Committee shall be able to exercise objective judgement.

3 Secretarial tasks and other assistance

- 3.1 The Company Secretariat shall serve as secretariat to the Remuneration Committee.
- 3.2 To the extent necessary, the Remuneration Committee may seek assistance from employees of Danske Bank.
- 3.3 The Remuneration Committee may engage external legal and other expert advisers, as it deems necessary to assist with its tasks. The Remuneration Committee shall avoid engaging the same external advisers as the Executive Leadership Team.

4 Meetings

- 4.1 Frequency, attendance and agenda
 - 4.1.1 Meetings are held as often as the Chairman of the Remuneration Committee considers necessary subject to a minimum of two meetings annually. Any member of the Remuneration Committee, the Chief Executive Officer, the Chief People Officer and/or the Chief Audit Executive can request a meeting of the Remuneration Committee,
 - 4.1.2 Meetings of the Remuneration Committee shall be held physically at the offices of Danske Bank or at another venue designated by the Chairman of the Remuneration Committee. Meetings of the Remuneration Committee may

also be held virtually or as hybrid when considered appropriate, or necessary, by the Chairman of the Remuneration Committee.

- 4.1.3 The Chief Executive Officer and the Chief People Officer shall attend meetings of the Remuneration Committee unless otherwise instructed by the Remuneration Committee. Other members of the Board of Directors, the Executive Leadership Team, and relevant employees of Danske Bank Group shall participate in meetings of the Remuneration Committee at the request of the Remuneration Committee.
- 4.1.4 In order to ensure the autonomy and objectivity of the Remuneration Committee, the Remuneration Committee shall hold discussions without the attendance of members of management and the Chief Audit Executive to ensure that the Remuneration Committee can hold discussions and make assessments without the attendance of the parties who are the subjects of the discussions in accordance with 6.1 of this Charter.
- 4.1.5 The Company Secretariat shall prepare the agenda under the supervision of the Chairman of the Remuneration Committee.
- 4.1.6 Any member of the Remuneration Committee shall be entitled to demand that a specific item be included on the agenda.
- 4.2 Quorum and resolutions
 - 4.2.1 The Remuneration Committee forms a quorum when half of its members are present.
 - 4.2.2 Resolutions by the Remuneration Committee shall be passed by simple majority. In case of equality of votes, the Chairman of the Remuneration Committee shall have a casting vote.
 - 4.2.3 Resolutions by electronic media shall be made in accordance with the Rules of Procedure of the Board of Directors and the Executive Leadership Team.
- 4.3 Minutes
 - 4.3.1 The Company Secretariat shall prepare and keep minutes of the business transacted at the meetings of the Remuneration Committee.
 - 4.3.2 Copies of the minutes are sent to all members of the Board of Directors, and at the first meeting of the Board of Directors subsequent to the Remuneration Committee meeting, the Chairman of the Remuneration Committee shall provide the Board of Directors with a summary of the business transacted by the Remuneration Committee since its last meeting.
- 5 Tasks of the Remuneration Committee**
 - 5.1 The Remuneration Committee must prepare the basis for the Board of Director's decisions on remuneration, including the Remuneration policy, the

Remuneration report and other related decisions that may influence Danske Bank's approach to remuneration.

5.2 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 directors, executives and key employees, within the limits imposed by regulatory requirements and the need to promote sound and effective risk management.

5.3 Remuneration

5.3.1 The Remuneration Committee monitors, considers, evaluates and, as regards the following items (a) to (f), submits recommendations to the Board of Directors on:

- (a) each component of fee paid to the Board of Directors;
- (b) the remuneration of members of the Executive Leadership Team and the Chief Audit Executive, including:
 - (i) individual fixed pay;
 - (ii) where applicable, variable pay, including awards made under the short and long-term incentive programmes;
 - (iii) pension arrangements;
 - (iv) other benefit entitlements (including allowances); and
 - (v) where applicable, severance payments, back-testing and the exercise of claw-back provisions,
- (c) performance agreements, including the setting of key performance indicators, stretch targets, performance scales and pay-out ratios for members of the Executive Leadership Team and the evaluation of their performance against the agreed criteria;
- (d) the aggregate sum of the annually proposed bonuses and bonus pools for individual programmes, including accrual rates and pay-out ratios;
- (e) the structure and governance of incentive programmes and changes thereof;
- (f) tension contributions to former members of the Executive Leadership Team and surviving relatives;
- (g) the remuneration of heads in charge of certain control functions;

- (h) the remuneration of the top 15 high earners below Executive Leadership Team level and key employees as defined and designated by the Remuneration Committee from time to time;
- (i) sign-on bonuses agreed in the preceding 12 months (annual overview);
- (j) the trend in salaries and bonuses, while always considering Danske Bank's Remuneration policy, incentive programmes and the general objectives and principles of the Remuneration policy, cf. 5.1.

5.4 Remuneration policy

5.4.1 The Remuneration Committee advises the Board of Directors on the principles, parameters and structure of Danske Bank's Remuneration policy, assists the Board of Directors 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 of Directors for approval and subsequently to the general meeting for adoption.

5.4.2 The Remuneration policy shall:

- (a) reflect the requirements of the Danish Companies Act, the rules and guidelines established by the Danish Financial Supervisory Authority and the requirements of EU Regulations,
- (b) include a thorough description of the components of the remuneration (including pensions and severance guidelines) of members of the Board of Directors, the Executive Leadership Team, material risk takers as defined and identified by the Board of Directors and the heads in charge of control and internal audit functions.

5.5 Remuneration report

5.5.1 The Remuneration Committee advises the Board of Directors 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 of Directors for approval and subsequently to the general meeting for an advisory vote.

5.5.2 The Remuneration report shall:

- (a) reflect the requirements of the Danish Companies Act, the rules and guidelines established by the Danish Financial Supervisory Authority and the requirements of EU Regulations;
- (b) include a total overview of the remuneration, including all types of benefits, granted or owing to the individual members of the Board of

Directors and Executive Leadership Team, including new and former members, in the latest financial year;

- (c) as soon as possible after the general meeting be published on the Danske Bank website and remain publicly available for a period of at least 10 years; and
- (d) for the subsequent financial year, shall include explanation from Danske Bank on how the outcome of the vote at the general meeting has been taken into account.

5.6 Disclosures

5.6.1 The Remuneration Committee must ensure that information presented to the general meeting, cf. Clauses 5.4.1 and 5.5.1, concerning Danske Bank's Remuneration policy and practices as well as disclosures about variable remuneration components is adequate.

5.7 Controls

The Remuneration Committee shall monitor compliance in practice with the Remuneration policy and relevant disclosure rules relating to remuneration. As part hereof, the Remuneration Committee shall see to it that compliance with the Remuneration policy at Danske Bank is annually reviewed by Group Internal Audit with findings reported to the Board of Directors.

5.7.1 At least once annually, the Remuneration Committee assesses existing incentive programmes to ensure that they continue to promote sound and effective risk management. Any changes to the programmes shall be submitted to the Board of Directors for approval and, where necessary subsequently adopted by the general meeting.

5.7.2 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.

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

- (a) the criteria for the designation of employees in control functions and 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.
- 5.7.4 The Remuneration Committee must assess the company's and the business units' net results and ensure that the Executive Leadership Team 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.
- 5.7.5 The Remuneration Committee must check selected evaluations made by the Executive Leadership Team (other material risk takers), cf. 5.7.4.
- 5.8 **Subsidiaries**
- 5.8.1 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 a separate remuneration committee.
- 5.8.2 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.
- 6 Conflicts of interest**
- 6.1 A member of the Remuneration Committee may not take part in the consideration of matters in which the member has a material interest, whether directly or indirectly, which may conflict with the interests of Danske Bank.
- 7 Disclosure**
- 7.1 In addition to the specific disclosures listed in Clause 5, the Charter of the Remuneration Committee shall be published on Danske Bank's website.
- 7.2 The number of Remuneration Committee meetings held during the year is disclosed on Danske Bank's website, together with the names of the Remuneration Committee members and their attendance at the Remuneration Committee meetings.
- 8 Amendments and evaluation**
- 8.1 This Charter may be amended by a simple majority of the Board of Directors.
- 8.2 The Remuneration Committee must conduct an annual review of its compliance with this Charter as well as the quality and frequency of the information which it receives.

8.3 The Remuneration Committee must conduct an assessment of its own effectiveness and competencies against this Charter.

Approved by the Board of Directors of Danske Bank A/S on 12 December 2022.