

This is a translation of Danske Bank A/S' minutes of the Annual General Meeting, 15 March 2018. In case of any discrepancies between the English and Danish version, the Danish version shall prevail.

Annual general meeting no. 146

On 15 March 2018, at 3.00pm, Danske Bank A/S, CVR no. 61 12 62 28, held its annual general meeting at Tivoli Congress Center, Arni Magnussons Gade 2-4, Copenhagen.

Agenda:

1. The Board of Directors' report on Danske Bank's activities in 2017
2. Submission of Annual Report 2017 for adoption
3. Proposal for allocation of profits according to the adopted annual report
4. Election of members to the Board of Directors
5. Appointment of external auditors
6. The Board of Directors' proposals to amend the Articles of Association:
Proposal for:
 - a. reduction of Danske Bank's share capital according to article 4.1
 - b. extension and reduction of the Board of Directors' authority according to articles 6.1-6.3 regarding capital increases with pre-emption rights
 - c. extension and reduction of the Board of Directors' authority according to articles 6.5-6.7 regarding capital increases without pre-emption rights
 - d. deletion of article 15.4 stipulating an age limit of 70 years for members of the Board of Directors
 - e. increase of the maximum number of members of the Executive Board according to article 19.1
7. The Board of Directors' proposal to renew and extend its existing authority to acquire own shares
8. The Board of Directors' proposal for remuneration of the Board of Directors in 2018
9. The Board of Directors' proposal for adjustments to the existing Remuneration Policy
10. Any other business

Shares for a nominal amount of DKK 4,347,380,340, equal to 48.83% of the company's total share capital less own shares, were represented at the general meeting. The share capital represented corresponds to 434,738,034 votes, or 48.83% of the total number of votes, exclusive of voting rights relating to own shares.

A total of 926 admission cards had been issued for the general meeting, of which 497 holders of admission cards were present at the beginning of the general meeting and 348 when the meeting was adjourned. Of the holders of admission cards present, the number of shareholders with voting rights totalled 403 at the beginning of the general meeting. A total of 94 shareholders had issued a proxy to the Board of Directors, 1,218 shareholders had voted by completing a proxy form, and 63 shareholders had voted by postal ballot.

For more information on the voting results, please see appendix 1. There were no demands for a vote and no ballot was held. For resolutions made without a ballot, the appendix lists actual votes cast by postal ballot and proxy form, and the votes represented at the meeting are included under No. of votes FOR the resolutions.

The Chairman of the Board of Directors, Ole Andersen, welcomed the general meeting. The Chairman of the Board of Directors introduced the members of the Board of Directors and the Executive Board and the company's auditor to the general meeting. He stated that the entire general meeting would be webcast via Danske Bank's InvestorPortal.

The Chairman of the Board of Directors then said that, in accordance with article 10.1. of the company's Articles of Association, the Board of Directors had appointed Klaus Søgaaard, attorney at law, as chairman of the meeting.

The Chairman of the Meeting went through the rules of the law and Danske Bank's Articles of Association about convening annual general meetings and declared that the general meeting had been properly convened and that a quorum was present.

The Chairman of the Meeting stated that, as prescribed by law and article 14 of the company's Articles of Association, adoption of agenda item 6 would require adoption by not less than two-thirds of the votes cast and by not less than two-thirds of the share capital represented at the general meeting and entitled to vote. Adoption of all other agenda items at the general meeting would be by simple majority of votes.

The Chairman of the Meeting proceeded to the items on the agenda and stated that items 1 to 3 would be dealt with together.

Re item 1) The Board of Directors' report on the company's activities in 2017

The Chairman of the Board of Directors gave the following report:

"Dear shareholders. The year 2017 was yet another year of good progress for Danske Bank. We yet again made considerable progress in terms of executing our strategy, the commercial side saw good developments, and as a result – supported by positive macroeconomic trends – we delivered a solid financial performance, with net profit of 20.9 billion kroner and a return on equity of 13.6 per cent. We are happy with that, of course, and I will revert to those results in a moment.

But the year also saw our efforts to combat money laundering and other financial crime questioned – particularly in relation to the no longer existing portfolio of non-resident customers at our branch in Estonia in the years until 2015. Let me emphasise right now that we devote considerable resources to dealing with this issue: We on the Board of Directors as well as the members of the Executive Board are very aware that our success cannot be measured solely in terms of our ability to deliver good financial results. As a major financial institution, we have a considerable responsibility for running a healthy, solid and responsible bank that creates long-term value for all our stakeholders, including the societies we are part of. That responsibility includes contributing to the fight against money laundering and other financial crime. And unfortunately, we did not do this well enough at our Estonian branch – which of course is highly unsatisfactory. I will elaborate on this and our compliance activities a little later on.

But first let me go over the key results for 2017. At Danske Bank, as you know, we pursue two targets for the Group. Firstly, we want to be in the top two in all business units and all markets in terms of customer satisfaction. And secondly, it has been our long-term goal to deliver a return on equity of at least 12.5 per cent in 2018 at the latest.

Let me start with customer satisfaction. The battle to be customers' preferred choice has intensified in recent years, at the same time as customer expectations have increased substantially. So we are happy that we were able to maintain the strong positions achieved in recent years. Our goal is to be in the top two, and we were in several of our markets – for example, Business Banking was ranked number two in Denmark, Finland and Norway and number one in Sweden. Corporates & Institutions – whose performance is measured in the four Nordic markets individually and for the Nordic region as a whole, that is, in five markets – again performed strongly and is ranked number one overall in the Nordic region, with top spots within Institutional Banking, Corporate Banking, Cash Management and Trade Finance.

In other areas, however, we need to improve. This is the case for Wealth Management, for example, which has considerable potential but is trailing competitors in Sweden, Finland and Norway. And Personal Banking in Denmark unfortunately was unable to hold on to the number two ranking reached in 2016. It is not that our customers are less satisfied; it is that our competitors are also working hard to improve customer satisfaction, and so it is a constant battle to get to the top. Still, that does not change the fact that we did not reach our targets. Also, customer expectations will only increase in coming years, so we must, and will, continue to focus on improving customer satisfaction.

I have no doubt, however, that we have what it takes to get there. Almost 150 years of experience with and expertise in all our core markets. Modern and innovative products that make it easy for customers to do day-to-day banking and get help and advice to make important financial decisions. And, not least, 20,000 highly skilled and engaged employees who work each day to offer our customers the best possible advisory services and the best possible customer experience.

If we look at our financial targets, the return on equity of 13.6 per cent means that we reached our target of at least 12.5 per cent no later than 2018 for the second year running. Naturally, we are pleased with that. It shows both the strength of our diversified business model and the fact that our strategic work to become a more customer-driven, simple and efficient bank continues to create progress and value. In addition, the result provides a good foundation for continuing our investments in the future development of the bank so that we can remain a relevant and competitive bank for our customers.

Since we have now reached the target two years in a row, we feel it is time to set ourselves a new and relative target for return on equity. So in future, our long-term target is a return in the top three among our peers in the Nordic region. We have opted for this relative target in order to better account for macroeconomic trends in our markets while maintaining a high level of ambition.

In recent years, we have also considerably strengthened our capital position – a trend that continued in 2017. With a total capital ratio of 22.6% and a CET1 capital ratio of 17.6%, we are well above our targets of about 19% and 14-15%, respectively. Our capital position thus remains very solid, and we continue to be one of Europe's best-capitalised banks. On the basis of the solid financial results and our strong capital position, the Board of Directors is proposing to the general meeting that a dividend of 10 kroner per share be paid, corresponding to 45 per cent of net profit for the year.

In 2017, we launched a share buy-back programme for a total of 10 billion kroner. A decision to cancel the shares bought back will – with your approval – be made at this general meeting. During 2017, as in previous years, we accumulated a substantial amount of surplus capital. Consequently, the Board of Directors launched a new share buy-back programme this February for another 10 billion kroner. Let me emphasise that, as was the case in previous years, the decision to adjust our capital base takes into account our need to be able to support our ambition to grow our business as well as handle the uncertainty that continues to surround regulatory requirements and absorb the consequences of macroeconomic downturns. So our capital base continues to be very stable, with a considerable buffer vis-à-vis both our own financial targets and regulatory requirements.

As I have mentioned, with a net profit of 20.9 billion and a return on equity of 13.6 per cent, we delivered strong financial results in 2017. They are based on several factors, for example, the noticeable upswing that has caught on in large parts of the world and has fed into our core markets, the Nordic economies, which saw good economic trends in 2017. In the Swedish and Norwegian housing markets, however, prices began to fall, especially in the major cities, in spring and later summer, and that naturally led to some discussion about how that would affect these economies. We are not yet worried, but are, of course, keeping an eye on things.

In addition, the good results are due to very positive commercial developments across our business units. Net interest income and net fee income rose – the latter mainly because of an increase in customer activity, while net trading income and other income fell from the level in 2016, which was, however, very high. Overall, income totalled 48.1 billion, more or less the same as last year, when other income was extraordinarily high due, among other things, to the sale of the Holmens Kanal offices and other properties.

Costs also remained at the 2016 level and stood at 22.7 billion, despite the increase in activity and higher costs for regulatory requirements and compliance, as well as the considerable investments we made in digitalisation and innovation.

Our solid credit quality and efforts to maintain a responsible credit policy continue to result in very few new impairment charges. And since our customers are doing better financially thanks to the better macroeconomic conditions, we were able to reverse charges of 873 million in 2017.

I will now briefly review developments at the individual business units. At Personal Banking, we achieved good developments. We continued to strengthen our business in Sweden and Norway, where we saw an increased inflow of customers. Profit before tax rose 5 per cent to 5.2 billion and all income lines saw an increase. This was due, among other factors, to high customer activity within investments and financing. Overall, total income was up 4 per cent, while expenses were down 2 per cent.

At Business Banking, 2017 was also characterised by progress, with profit before tax rising 20 per cent to 8 billion. In addition to high customer activity, which resulted in an increase in total income of 5 per cent, we were able to reverse impairment charges of 824 million. There was good demand for loans from both new and existing customers, and overall, lending was up 4 per cent.

At Corporates & Institutions, profit before tax rose 32 per cent to 6.4 billion. The result was achieved on the back of a considerable increase in earnings – including a rise in net trading income based on heavy activity in the financial markets early in the year – high customer activity and falling impairment charges.

For Wealth Management, 2017 brought a net inflow of customers, growth in premiums in Danica

Pension and generally high investment activity, which resulted in an increase in assets under management of 8 per cent. Income matched the level in 2016, whereas profit before tax fell 5 per cent, due, among other things, to an increase in expenses as a result of high activity, the implementation of new regulation and costs for restructuring and the purchase of SEB Pension's activities in Denmark.

In Northern Ireland – where our unit has operated independently since 2016, developments were also positive. Profit before tax rose 18 per cent to 1.2 billion – and 26 per cent in local currency – as a result mainly of lower expenses. Expenses were positively affected by a one-off benefit as a result of a change in pension liabilities. The underlying trend was good, however, and the unit recorded a rise in both lending and deposits.

Our work in 2017 centred on the four themes of our strategy: Exploiting our full potential in the Nordic countries, delivering the best customer experience, among other things through digitalisation and innovation, and ensuring that we have the culture and the capabilities required.

In terms of exploiting our Nordic potential, we have wanted to strengthen our position in Norway and Sweden for some years now. So we were happy to see good progress in those two countries. One of the key drivers of our growth strategy is the strategic partnerships with the TCO and Saco organisations in Sweden and Akademikerne in Norway. These partnerships have enabled us to attract many new personal customers. In addition, we strengthened our relations and increased the volume of business with the largest business customers. In Sweden, for example, we won a number of new cash management mandates, participated in major initial public offerings and bond issues, and increased the volume of business with the Swedish state. Overall, we increased lending by 10 per cent in Norway and 13 per cent in Sweden.

In addition to strengthening our position in Norway and Sweden, we of course also want to develop our two biggest markets, Denmark and Finland. In Denmark, our market position was stable with a total market share of 27 per cent achieved on the basis of good customer activity and healthy growth in lending to both personal and business customers. Moreover, we launched a large number of new products and solutions and consolidated our position as a leading innovative bank in Denmark. In Finland, our market share of 10 per cent makes us the third-largest bank, and we thus have a good position that we want to develop further. So we are happy that we recorded good developments in several areas – for example within business banking with lending to business customers rising 10 per cent. Within personal banking, we entered into two important partnerships in 2017; with Akava, an umbrella organisation for trade unions, and Frank Students, an association for students in Finland.

We aim to provide the best customer experience in the market by offering high-level advisory services, tailored products and innovative, digital solutions. The good customer experience and the use of digital technology and a high pace in innovation are therefore inextricably linked. In 2017, we launched many new products based even more on the individual customer's needs. In Denmark, for example, we launched FlexLife®, a unique and highly flexible mortgage loan that offers customers the possibility of adapting the loan to their life situation throughout the term of the loan. The new loan is very popular with our customers, and since its launch, we have issued loan offers for more than 9 billion – with every one in five loans being for a new customer. And just over a month ago, we launched Danske Bolig Fri, a flexible, low-interest home loan that is a strong supplement to conventional mortgage credit financing. In Norway, we launched a new share savings account, and in Finland, we introduced a completely new investment proposition that allows customers to choose the solution and the service level they feel match their needs and purpose, regardless of the amount

invested. Our customers in Finland have shown keen interest in this solution since its launch.

Our desire to deliver even better and more innovative pension and insurance solutions was also the reason for Danica Pension's acquisition in December of SEB Pension's activities in Denmark. We expect the acquisition to be approved by the authorities in the first half of 2018, and once we have approval, Danica Pension will welcome around 200,000 new customers and many new colleagues.

For our business customers, we introduced the first version of an entirely new digital platform across our markets. The solution – which is being developed in cooperation with customers – opens up for partners and third-party vendors who want to integrate their financial solutions with ours, and thus gives customers the possibility of getting a financial overview that can greatly simplify their working day. Furthermore, we continued to simplify and digitalise our existing processes and customers benefit considerably from this. For example, we launched a new digital financing solution for small and medium-sized businesses in Denmark that reduces the processing time for credit applications from weeks to hours. Today, one in three applications from small and medium-sized businesses in Denmark is processed by the digital solution and 40 per cent of these are approved automatically.

Innovation is much more than technology, however. Innovation is also thinking differently. And finding new ways in which to work and collaborate. At Danske Bank, we believe that partnerships is the way to go, and so in 2017, we entered into a number of partnerships and see good prospects. Let me mention our cooperation with Norwegian entrepreneur accelerator nHack, which will smooth the way for startups wishing to enter the Chinese market. GateTu, an entirely new joint effort with A.P. Møller-Mærsk on the development of payment solutions for businesses, is another example. And then of course our successful digital platform for startups – The Hub – which supports small businesses with growth ambitions and which we developed in cooperation with entrepreneur Rainmaking.

The changes in customer needs and expectations as well as increased digitalisation means that we examine new ways in which to organise ourselves and work. And that means that requirements to employee competencies change. To ensure that we have the capabilities we need at all levels, we are using Strategic Workforce Planning – mapping our need to recruit, train and develop as well as retain highly qualified and engaged employees with the right competencies for the future.

We continue to need skilled employees with banking expertise, but we also increasingly need new types of skills, expertise in IT development, digital user experiences and customer processes, for example. In 2017, we recruited about 2,700 new employees. Half of them were what we call millennials (aged 30 or less), and half were recruited for tasks within IT, digitalisation and process management. At the same time, we train and develop our employees and managers through various internal academies and training and leader development activities. Finally, we work systematically with talent development – at top management level as well as manager and specialist levels throughout the organisation.

We measure employee engagement on a regular basis. And although we see from external benchmarks that we are doing well with high scores, we know that the battle to win the best employees is tough. Both the Board of Directors and the Executive Board therefore maintain focus on ensuring that Danske Bank continues to be an attractive place to work for our almost 20,000 employees.

An important element of being an attractive workplace and creating a culture characterised by innovation and collaboration is the physical setting. That is one of the reasons why we will move our

domicile from Holmens Kanal to new and modern buildings on Postgrunden just next to the Tivoli hotel in 2023. Danske Bank has had its domicile at Holmens Kanal since 1875, and so it is a milestone in its history when in five years' time, we leave the old buildings. But the time has come to begin a new chapter in our long history, and our new domicile will give us the physical settings needed to support our aim of being an open and innovative bank and an attractive workplace. From 2023, all our activities in Greater Copenhagen will be gathered at two locations – the new offices at Postgrunden and our existing offices in Høje Taastrup, which will be refurbished.

In addition to the four strategic themes, we also focused on regulation in 2017. As you know, the financial sector is subject to regulation in many, many areas. Some rules ensure that banks have a solid capital position and can operate during crises; other rules deal with consumer protection and with protecting society against crime. As Denmark's largest bank, we naturally want society in general to trust the financial sector. And we believe that the regulation we are subject to furthers this purpose.

However, we agree with the Danish authorities that the Basel IV rules are not quite on target. The general objectives we can agree on. But the proposed rules are off target and will disproportionately burden mortgage lending and businesses' possibilities of obtaining finance. We fully support the Danish government's stand in coming negotiations about implementation in Europe and feel well equipped to meet the capital requirements that may result.

Another area that we devote time and resources to is the implementation of MiFIDII and the GDPR. These two sets of rules contain tightened requirements for the handling of customer investments and data. We welcome the new rules, which contribute to increasing customer confidence in our investment advice and handling of their data. Let me repeat myself – customer confidence is key to our delivering the products and services we are meant to deliver.

Developments within digitalisation happen quickly. And customers are offered new services and options all the time. With the introduction of PSD2, banks must open their platforms to other providers of customer solutions. This contributes to competition and to the development of new solutions, and we of course welcome that, as a healthy competitive and innovative environment is key to Danske Bank's and the financial sector's future.

We also spent a lot of time on compliance in 2017, and it will also be an important focus area in coming years. We have invested heavily in this area in recent years, and today, more than 900 employees work to combat financial crime. We screen 3.9 million customer transactions and 15 million customers each week, and on the basis of this screening, we submit more than 8,600 reports to the authorities every year. The key issue in connection with compliance is to integrate it into our existing processes and interaction with customers, so that it becomes a natural part of our business and day-to-day customer work. Our efforts to ensure that this is the case are ongoing.

In relation to compliance, it seems that our branch in Estonia has been used for money laundering and this has been a cause of concern in 2017. The financial sector plays a large and important role in the combating of financing crime, and although it is a complex task that requires a lot of resources, our customers, the authorities, our business partners and our shareholders should all be able to trust us to take the task seriously and do everything we can to solve it efficiently. In this light, it is highly unsatisfactory that we may have failed to meet both our own and society's expectations to our anti-money laundering measures in Estonia in the period from 2007 to 2015. The case involves many, many details and is more complex than newspapers can manage to portray, but as I said initially, both the Board of Directors and the Executive Board take it very seriously. That is why we asked a well-reputed, external US consultancy firm to prepare a root cause analysis of conditions at

the Estonian branch during the period in question. The analysis pointed to three decisive matters in particular, which combined meant that we were not sufficiently effective in preventing the Estonian branch from potentially being used for money laundering.

Firstly, the Estonian branch generally did not focus enough on the risk that it could be used for money laundering, among other things. This included insufficient attention to ensuring adequate controls and ongoing monitoring. Secondly, the organisation of compliance activities and risk management was ineffective. The Group based its risk assessments on reports from the Estonian control functions in the local Compliance and Internal Audit departments, which were not sufficiently independent of local management. Moreover, the methods applied for risk assessments across market areas were not strong enough, which meant that the high inherent risk in Estonia was not identified in due time. Thirdly, management follow-up on and control of the branch's activities depended heavily on local management. The branch in Estonia, acquired in connection with the purchase of Sampo Bank in 2006, operated very independently with own systems, produces and culture in relation to anti-money laundering activities.

Thus, no single factor, but rather a combination of several factors, led to our being unable to adequately ensure that our branch in Estonia could not be used for money laundering. Today, we have a completely different and strong setup, just as we closed down the non-resident portfolio in Estonia that caused the problems several years ago.

In continuation of the root cause analysis, we have launched thorough investigations: Firstly, a thorough examination of customers and transactions at the Estonian branch in the period from 2007 to 2015 to uncover the extent of suspicious transactions and ensure that we report any relevant matters that have not already been reported to the authorities. The investigation also aims to determine whether there are employees who either actively or otherwise contributed to possible criminal activity. Secondly, we look into who knew what and when, both in Estonia and at Group level, and examine whether managers and employees have lived up to their responsibilities to a sufficient degree. Should the investigations uncover issues that should have consequences, we will of course ensure that the necessary steps are taken.

The investigations are very comprehensive and thorough and are overseen by the Board of Directors. They are led by external legal counsel to ensure objectivity and completeness and are conducted in cooperation with leading Danish and international experts. This is a complex issue, and the material to be examined is massive, consisting of thousands of documents, presentations, emails and very large volumes of transaction data, and that is why the investigation is taking longer than we would have liked. It would be wrong to draw conclusions or comment further on the details of the issue before we have all the facts.

In addition, a number of restrictions apply to the information we can disclose or comment on, including the specific customers we have or have had, the transactions they have carried out, what we have reported and the contents of our dialogue with the authorities. But we fully understand why public interest in the issue is extensive, and we want to get to the bottom of it and present our conclusions. As we have said earlier, the investigations may take up to 12 months to complete. We thus expect to report findings at the latest in September this year but may be able to draw partial conclusions before then.

These areas – the four strategic themes and regulation and compliance – will also be focus areas for our work in 2018. In addition, in coming years, we will also focus on creating value in the societies we are part of. Danske Bank is the largest financial institution in Denmark and one of the largest in the Nordic region. Our size and importance in the Nordic economies impose a special responsibility

on us, and we are aware of that. An important part of our role and responsibility is to be a solid, balanced and predictable bank that contributes to financial stability and economic growth. That is our main task. But it is also important that customers, shareholders and society in general can trust us to operate our business with strong integrity and responsibility – not least, of course, by living up to our responsibility within compliance, as I said earlier.

But we also need systematically to integrate responsibility in our core activities – and we do. This means, for example, that we strive to reduce our impact on the environment and make sure that our suppliers meet our requirements. However, we impact society most through the investments we make on behalf of our customers and the purposes for which we offer loans.

We continue our efforts to develop our screening of investments and loans in relation to environmental, social and governance considerations, just as we work to meet growing demand for sustainable and green products to support a more sustainable society. We also feel that we have a special responsibility for contributing to solve other societal challenges. That is why we focus especially on helping startups with growth potential with some of the challenges they face. And we engage in activities aimed at strengthening financial literacy among children and young people, so that when they get older, they can make better financial choices. In 2017, we launched a new digital pocket money solution, for example, for children in all the Nordic countries, so that they can start learning about the value of digital money at an early age.

In terms of the economic outlook for 2018, we expect the upswing to continue, as key indicators across most of the world point to rising growth rates. There are a few clouds in the sky, though, including the discussion in recent weeks of a potential, global trade war, which could hit certain industries hard and generally weaken the outlook for the Nordic economies, since they are very open. In addition, the weakening of the US dollar puts pressure on many European businesses, and growth in Sweden is likely to be significantly lower than last year, when it was very much driven by an increase in residential property investments. In Denmark, the lack of skilled labour poses a problem for many businesses, and we depend on growth in the labour force to maintain economic growth. Overall, we expect a growth rate of 1.7 to 2.3 per cent in the Nordic markets, which will have a positive effect on Danske Bank's financial performance. We therefore expect a net profit for 2018 of between DKK 18 and 20 billion. Net interest income is expected to rise on the basis of larger volumes, but we also expect a small increase in expenses. The same applies to impairment charges, but impairments will still remain low.

We have chosen to revise our dividend policy from 40 to 50 per cent of net profit to 40 to 60 per cent – for 2017, with your approval, we will, as I mentioned, pay out 45 per cent. We are revising the dividend policy because we would like to have more flexibility in dividend payments, while continuing to be able to ensure that we can support profitable growth and handle the effects of future regulation.

As you may have sensed, the Board of Directors worked extensively with regulation also in 2017. However, Danske Bank's and the Board of Directors' work in this area covers so much more than merely complying with applicable law, even though our efforts to combat money laundering, financial crime and the financing of terrorism require many resources. Our efforts also focused on ensuring corporate governance, strong risk management and financial stability. In addition to regulatory matters, the Board of Directors has focused extensively on strategic development to ensure that we operate a solid, balanced and predictable bank that focuses on customers and creates value for all of its stakeholders.

Furthermore, the Board has worked extensively with organisational and management matters, such

as succession planning, competency development and talent development. The aim, of course, is to ensure that we have the right combination of competencies and people. We believe that diversity is crucial for creating the best solutions for our customers, that is, diversity in terms of gender, education, nationality, age and seniority as well as the way in which we work and think. To begin with, however, we focus our efforts on diversity and gender equality. We have launched a number of initiatives that include training managers and reviewing the most important HR processes. In addition, we focus on gender-based pay inequities. The Board of Directors and the Executive Board agree that we must have equal pay for equal work. In practice, this has proven difficult, as many factors other than salary play a role, and it is important to distinguish between pay differences and pay inequities. To shed some light on the problem, we conducted various analyses, and they show that to avoid pay differences, we need broader initiatives – for example to get more women in management positions.

The Board of Directors has held 13 meetings since the general meeting last year, and the four board committees have held another 20 meetings. The chairman of the board and the chairmen of the Audit Committee and the Risk Committee have held separate meetings with the Danish Financial Supervisory Authority – five in total – in connection with the enhanced supervision of the so-called systemically important financial institutions. In 2017, the Board of Directors also continued its efforts to ensure that the board possesses the competencies required at any given time. Among other initiatives, we held two sessions to further build board member competencies.

I am still of the opinion that the Board possesses a good mix of competencies and experience. Urban Bäckström and Martin Tivéus have decided not to seek re-election. I would like to thank both Urban and Martin for their efforts on the Board. For the past six years, we have benefited from Urban Bäckström's extensive experience with economics and finance, and Martin Tivéus has brought us inspiration with his deep insight into digital banking. Thank you both for your collaboration. To replace Urban Bäckström and Martin Tivéus, the Board of Directors proposes Ingrid Bonde and Jens Due Olsen as new candidates for the Board. I will return to this under item four on the agenda.

In accordance with legislation, the members elected by the employees are elected for terms of four years. The latest election of employee representatives took place in March 2014, and we therefore had a new election this year, which ended on 8 March. In addition to Charlotte Hoffmann and Kirsten Ebbe Brich who will continue on the Board, the employees have elected Bente Bank and Thorbjørn Lundholm Dahl as their representatives, and I want to welcome them to the Board. Carsten Eilertsen and Dorthe Bielefeldt will leave the Board, and I wish to thank them both for their efforts on the Board.

During the year, there was also a single change in the Executive Board. Carsten Egeriis joined the Executive Board on 15 August 2017 in his capacity of Chief Risk Officer and Head of Risk Management, replacing Gilbert Kohnke. Carsten came from a position as CRO at the British bank Barclays UK.

In relation to remuneration of the Executive Board, the Board of Directors is of the opinion that both the overall remuneration level and the individual pay components must be in line not only with standard market practice but also with our values. This means that the remuneration of the Executive Board must depend heavily on value creation for all our stakeholders – employees, customers, investors and society in general. The variable remuneration paid to the Executive Board is composed of two incentive programmes, both focusing on value creation, as is also the intention in European legislation for the financial sector. A one-year bonus, earned on the basis of financial results, customer satisfaction, risk management, compliance, employee engagement and other targets, and a long-term, three-year share-based programme, under which shares are allocated on

the basis of the development in the total return paid to shareholders in the form of price gains and dividend payments, also called total shareholder return. The moving three-year trend in total shareholder return is benchmarked against that of our peers in the Nordic countries before allocation is finalised. A considerable part, 60 per cent, of the shares allocated under both incentive programmes is deferred for five years.

As I mentioned initially, 2017 was yet another year of good progress for Danske Bank. We owe this progress very much to the hard work performed by our almost 20,000 highly skilled and committed employees – and I therefore want to take this opportunity to thank them for that. On the basis of the strong financial results and the progress made in 2017, we have a solid foundation for strengthening our position further and for investing in Danske Bank's future development.”

The Chairman of the Meeting then gave the floor to Claus Wiinblad, ATP.

Claus Wiinblad thanked the Chairman of the Board of Directors for his report and for a good and comprehensive annual report. Claus Wiinblad said that Danske Bank had delivered a very strong financial performance in 2017 with a return on equity of 13.6%, and the progress recorded in Sweden and Norway was a positive factor. Claus Wiinblad then said that it would be natural to adjust the target of a return on equity of at least 12.5%, and that it was a sensible solution to introduce a target for the return on equity relative to large Nordic banks. Claus Wiinblad expressed satisfaction with the fact that the capital base allowed for distributing dividends of DKK 10 per share and a DKK 10.0 billion share buy-back programme.

Claus Wiinblad emphasised that, as mentioned by the Chairman, the money laundering case in Estonia unfortunately overshadowed the strong performance. Claus Wiinblad explained ATP's approach to their investments in relation to such cases. In this connection, it was mentioned that ATP pursues a dedicated dialogue with the company in which the problem has arisen, partly to understand the specific case to the best possible extent, partly to get an understanding of the efforts made by the company to prevent the violation in question from re-occurring in future. Claus Wiinblad mentioned that, over a long period of time, ATP had asked Danske Bank about the case and the steps taken by the bank to prevent similar cases. In this context, Claus Wiinblad said that ATP may reconsider its investment in a company if that company fails to change its behaviour following a serious violation because it could potentially involve a material long-term risk. Claus Wiinblad added that Danske Bank, as mentioned by the Chairman, has more than 900 employees exclusively dedicated to compliance who work to prevent financial crime, and he then referred to the most recent update from the Danish FSA dated 6 March 2018, which indicated that the bank now has its procedures in this area under control. Claus Wiinblad said it is his impression that Danske Bank is addressing the matter in a serious manner and is making a great effort to ensure that problems of this kind will not be repeated in future. In ATP's opinion, the case represents a material short-term risk involving unsettled matters, but the compliance area as such does not seem to represent a particularly heightened long-term risk to Danske Bank.

Claus Wiinblad went on to comment on the culture relating to the combating of money laundering in the Estonian business, underlining the importance of keeping the processes and the corporate culture in check, which seemed to have been the problem in Estonia, and saying that management shares a responsibility in this respect. Claus Wiinblad asked what steps Danske Bank had taken to ensure that the enhanced processes in this area have been adequately communicated to all of the bank's employees.

In addition, Claus Wiinblad said that he looked forward to seeing the results of the ongoing investigations as soon as possible, stating that it is crucial that the report is as objective and transparent as possible and that management should not hesitate to take responsive action. Claus

Wiinblad further stated that he had noted the Chairman's comment in the media that no stone will be left unturned, and that the Board of Directors will promptly take responsive action if information comes to light during the investigation to justify such action. Claus Wiinblad added that nothing must be swept under the carpet. Lastly, Claus Wiinblad wished the employees and the management good luck in their continued efforts in 2018, stressing that he intends to focus more on operations and financial performance at next year's annual general meeting.

The Chairman of the Meeting then passed the floor to the Chairman of the Board of Directors.

The Chairman of the Board of Directors thanked ATP for its contribution, saying that he shared the ambition of soon reaching a point at which we talk more about the bank's operations and development than about the challenges relating to money laundering in Estonia. Referring to the report, the Chairman of the Board of Directors said that the bank remains committed to getting to the bottom of the Estonian issues, and that it was therefore natural to address the issues at the annual general meeting. The ambition is to build sufficient factual knowledge from which to draw conclusions, and the bank intends to share such conclusions as soon as it is ready. The Chairman of the Board of Directors agreed with ATP that, as previously recognised, the bank should have instigated an in-depth investigation much earlier than it did, which would probably have resulted in closing down the portfolio in question much sooner. In this regard, the Chairman of the Board of Directors said that it took too long for the bank to realise the extent of the problems, concluding by saying that no stone will be left unturned.

The Chairman of the Board of Directors thanked ATP for recognising that the bank is now in a whole new position when it comes to combating money laundering and other financial crime, and he stressed that this is a major focus point to which the bank allocates substantial resources. Lastly, the Chairman of the Board of Directors mentioned some of the main areas for the specific measures taken over the course of the past three to four years in all areas of the bank, including that the bank (i) has generally increased its headcount, (ii) has intensified training of all employees, (iii) has made – and continues to make – significant IT investments, (iv) has significantly strengthened its transaction monitoring, (v) has reviewed all high-risk customers, and in that context having severed relations with a number of customers involving too high a risk, and (vi) has revised its onboarding process, i.e. the way in which the bank accepts new customers.

The Chairman of the Meeting then gave the floor to Leonhardt Pihl, the Danish Shareholders' Association.

Leonhardt Pihl thanked the Chairman of the Meeting for having the floor and congratulated the Group's management and employees on the impressive financial results achieved in 2017, stating that, from a shareholder's point of view, the financial performance marks the peak of an impressive turnaround to date. Leonhardt Pihl referred to the fact that, a few years ago, the bank suffered from unstable governance, a poor reputation and uncertainty with respect to financial matters in the wake of the financial crisis.

Leonhardt Pihl stressed that shareholders should beware not to take too narrow a view of investments in light of potential risks, adding that large companies can no longer act like an "*eminence grise*" and stay out of the public eye. Leonhardt Pihl said that shareholders are increasingly aware of whether the companies they invest in demonstrate a conduct that safeguards the basic value creation taking place in the company. Leonhardt Pihl went on to comment on the current situation concerning the money laundering case in Estonia, saying that the matter will inevitably affect the bank's reputation and, by extension, the bank's continuing potential to attract customers and business. Leonhardt Pihl said that the bank had been on the defensive and that

management had for a long time referred to the ongoing internal investigations, and he expressed concern about the bank investigating itself. For example, it could be a problem that many of the people involved have since retired or otherwise left the bank. Leonhardt Pihl said that it is somewhat difficult for outsiders to envision how the bank intends to question its former CFO, who is now the chairman of the Danish FSA, and that the matter is further complicated by the fact that the Danish FSA, according to Brian Mikkelsen, the Danish Minister for Industry, Business and Financial Affairs, is also investigating the matter, including in light of the fact that the chairman has recused himself from the case.

Next, Leonhardt Pihl commented on the means to be used in relation to the money laundering case, asking what the case in a worst case scenario could cost the bank and, by extension, the shareholders. Furthermore, he asked about the bank's outsourcing of key control functions to countries such as the Baltics, including whether the case had given rise to considerations in respect of changes to this policy.

Leonhardt Pihl asked about the bank's Corporate Responsibility report, according to which the bank has entered into a partnership with Singularity University, which, according to the report, is an esteemed knowledge centre for financial technology. Leonhardt Pihl said that the bank's description is somewhat in contrast with the description of Singularity University in Danish newspaper Weekendavisen, which states, *inter alia*, that "even in the technology Mecca of Silicon Valley, singularists are considered extreme". Elsewhere in the article, the organisation is described as a cult.

Leonhardt Pihl expressed his satisfaction with the Risk Management report, referring to page 77, where it says that a fintech entity has been set up in Personal Banking Compliance, and a new Compliance entity has been established in International Banking. Leonhardt Pihl asked whether management could elaborate on the potential risks that arise in these areas and which are the underlying reason for this consolidation of the risk management function.

Lastly, Leonhardt Pihl said that the Danish Shareholders' Association could hardly object to the Board of Directors' nomination of Jens Due Olsen as a new board member, but that they are increasingly concerned about board members in large listed companies being "overboarded". In this context, Leonhardt Pihl said that the association is not happy about hard-and-fast rules in this area but that it is concerned about the number of directorships held by Jens Due Olsen. Leonhardt Pihl asked for confirmation that the number will be adjusted if Jens Due Olsen is elected to the Board of Directors. Leonhardt Pihl thanked the meeting for having the floor and wished the management and the employees the best of luck for the future.

The Chairman of the Meeting then passed the floor to the Chairman of the Board of Directors.

The Chairman of the Board of Directors thanked the Danish Shareholders' Association for its contribution and for acknowledging the turnaround implemented in recent years. The Chairman of the Board of Directors said that he agreed that it is not possible to measure a company's success merely on the basis of short-term financial performance, and that, as described in the report, the bank has an ambition of operating a solid, balanced and predictable bank that create value for its customers, shareholders and the societies of which the bank forms part.

In relation to the money laundering issue in Estonia, the Chairman of the Board of Directors said that it is obviously not a positive matter for the bank's customers, its reputation or its employees, but that he hoped that most people would be able to see that these issues occurred years ago, and that the bank has clearly moved on.

The Chairman of the Board of Directors then stated that it was a misunderstanding to say that the bank is investigating itself, referring to the very thorough investigations which are anchored in the Board of Directors but led by the law firm of Bruun & Hjejle, who has free access to investigating every detail they believe is relevant. In this connection, the Chairman of the Board of Directors added that it is also Bruun & Hjejle who instructs the various Danish and international experts, contributing their expertise in the investigations, and he mentioned that the bank is subject to supervisory authorities in all of the countries in which it operates. The Chairman of the Board of Directors further said that the bank is also interested in concluding the investigations as quickly as possible, but that it is important to respect the volume of material and the fact that the investigations cover a relatively long period of time – from 2007 to 2015.

With respect to the nomination of Jens Due Olsen, the Chairman of the Board of Directors said that the Board of Directors of course does not only consider the rules on how many directorships a board member may hold, but also considers whether the person in question is believed to have sufficient time to make contributions as a valuable board member. In this connection, the Chairman of the Board of Directors referred to the notice convening the Annual General Meeting, which contains information on which directorships Jens Due Olsen will retire from and when. The Chairman of the Board of Directors confirmed that Jens Due Olsen is in the process of adjusting his directorship positions. Lastly, the Chairman of the Board of Directors confirmed that the Board of Directors is absolutely confident that Jens Due Olsen can duly perform his board duties.

The Chairman of the Board of Directors then responded to the matter of outsourcing, stating that it is incorrect that the bank outsources control functions to Baltic or other countries. The Chairman of the Board of Directors said that the bank has established own functions in Lithuania to gain access to more skilled workers who can help us deliver the good customer experience and digital solutions. In relation to the collaboration with Singularity University, the Chairman of the Board of Directors said that the purpose is to provide executives and employees with access to new knowledge and inspiration relative to technological advances, and that it will not be Singularity University's job to teach our employees how to run a bank. The Chairman of the Board of Directors also noted that he was aware of the discussions that the Danish Shareholders' Association had referred to.

With respect to the matter of the Risk Management report, the Chairman of the Board of Directors said that the fintech entity in Personal Banking Compliance had been established to ensure that control functions work closely together on projects focused on more agile operation and with a special focus on digitalisation. The aim is to ensure that the projects can identify compliance risk in a timely manner and take the proper precautions when developing new products. The Chairman of the Board of Directors stated that the compliance function in International Banking merely illustrates the bringing together of compliance staff working in the bank's international entities.

The Chairman of the Meeting then gave the floor to Lars Wismann.

Lars Wismann noted that this was the 9th anniversary of the date when the Danish government had lent Danske Bank DKK 38 billion of subordinated loan capital in order to rescue the bank, its 20,000 employees and a substantial part of the financial sector. Lars Wismann referred to the fact that a mere seven months earlier, the Americans had let Lehman Brothers collapse. For Danske Bank, it would seem that the financial crisis had primarily affected the customers. He said that he had not found any information to indicate that a single employee of the bank had taken a wage cut on account of the financial crisis. Rather, the customers had ended up paying more.

Lars Wismann said that the bank is now reporting excellent results and went on to comment on the Chairman's report in relation to the Estonian matter, saying that it is difficult to operate a financial institution outside your own country. Next, he said that the bank should keep its products simple, allowing everyone to understand how they work. In a final comment on Estonia, Lars Wismann said that he was certain the bank has been able to make a large profit in Estonia, because criminals are willing to pay a much higher price than people who comply with the applicable rules.

Lars Wismann went on to comment on the bank's growth strategy, noting that the DKK 10 billion which had been spent on share buybacks could have been spent differently, and he encouraged the bank instead to act like real capitalists, for example by trying to compete for customers with, for example, Nykredit, which was assessed to be the bank's weakest competitor. In this connection, he commented on the continual increase of administration margins on mortgage loans.

Lars Wismann went on to say that he was pleased to see the bank focusing on its customers, but he again mentioned the administration margins and loan values in real property, saying that the customers of his own business find it difficult to understand the different administration margins they are offered. Lars Wismann called for more openness and transparency with a view to strengthening the bank's competitive position, requesting that, going forward, the bank should inform its customers about the loanable value of their property, the loan-to-value ratio and the administration margin they are offered. Lastly, Lars Wismann said that challenges with respect to new customers arise within the first year, and that the bank should therefore make an effort to hold on to its existing customers, including through increased openness and transparency in mortgage lending.

The Chairman of the Meeting then passed the floor to the Chairman of the Board of Directors.

The Chairman of the Board of Directors said that the loan from the Danish state was not for DKK 38 billion but only DKK 28 billion. Further, the Chairman of the Board of Directors said that some Danske Bank employees had in fact taken a wage cut in connection with the financial crisis.

The Chairman of the Board of Directors then gave the floor to Thomas F. Borgen.

Thomas F. Borgen said that the bank is a Nordic universal bank but that it also aims to support its customers' activities on an international scale and that the bank's international activities must of course be characterised by the same quality, control and values as in the Nordic region. Thomas F. Borgen went on to say that Nykredit is a competing bank in the market. In that regard, Thomas F. Borgen said that Danske Bank agrees with the comments about focusing on the customer being the key to long-term profitable growth for its shareholders. Thomas F. Borgen went on to comment on Lars Wismann's views with respect to the mortgage credit business, saying that the Danish mortgage credit system is very transparent and that Danske Bank makes advisers available to its customers in this area. Thomas F. Borgen concluded by saying that the bank is open to advice and ideas.

The Chairman of the Meeting then gave the floor to Ole Schultz.

Ole Schultz explained that he is a member of a network of responsible pension customers established by MS ActionAid Denmark and the organisation Ansvarlig Fremtid, and in that capacity he said that it is important for a bank's risk management process to understand the societies in which you operate. Ole Schultz said that Danwatch had quoted Human Rights Watch for saying that the bank has shares in two Israeli banks which violate the human rights of the Palestinians and international law by supporting new construction projects which help consolidate the occupation of

Palestinian territories. Ole Schultz said that this information caused some confusion relative to the bank's CSR report. In this context, Ole Schultz asked when and how Danske Bank intends to show due care and diligence with respect to its investments in companies that violate human rights and exercise de-facto active ownership and perhaps divest such companies. Ole Schultz said that he was pleased with the bank's focus on and developments in the climate area and he asked when and how Danske Bank will exercise de-facto active ownership of fossil fuel companies to make them transition to fossil-free operations or to divest such activities.

The Chairman of the Meeting gave the floor to Thomas F. Borgen.

Thomas F. Borgen thanked Ole Schultz for his contribution, saying that he, the Board of Directors and the Executive Board all share an interest in sustainability and caring for future generations. Thomas F. Borgen explained that the bank's policy for responsible investments aims to ensure that the bank invests its customers' funds in companies operating in accordance with international principles and corporate responsibility such as the UN Global Compact, but that the bank initially engages with companies that do not comply with the guidelines. If this does not produce results, the companies can be excluded from the customers' investment universe. Thomas F. Borgen noted that approximately 27 companies had already been blacklisted, and that an additional 90 companies were about to be blacklisted due to lack of compliance with the bank's principles. Lastly, Thomas F. Borgen commented on the question regarding the two Israeli banks, saying that he was not familiar with the specific case but that the bank operates in accordance with internationally recognised principles.

The Chairman of the Meeting then passed the floor to Lisbeth Bech Poulsen, Kritiske Aktionærer (association of critical shareholders).

Lisbeth Bech Poulsen said that Danske Bank, its Board of Directors and senior management ought to have responded quickly and decisively in connection with the Estonian case. She said that Danish newspaper Berlingske Tidende in 2013 ran a story of how an employee of the bank had warned the senior management about law violations, that the bank's chief audit executive in 2014, a month before resigning, had issued a very clear warning on the basis of suspicious money transfers, that the Estonian financial supervisory authority during an inspection of the bank in 2014 had found that the money laundering rules had been violated and that the Estonian supervisory authority had contacted Danske Bank in Denmark. Lisbeth Bech Poulsen said that there were clear signs of money laundering activities that the bank should have responded to before 2017. She went on to ask about the bank's specific collaboration with the Danish FSA and what would happen with the money the bank had earned on money laundering activities over the years. She also asked about the people who had been the victims of fraud in that connection. Lisbeth Bech Poulsen said that, according to Berlingske, the funds involved ran to triple-digit millions of Danish kroner over the course of several years.

The Chairman of the Meeting then passed the floor to the Chairman of the Board of Directors.

The Chairman of the Board of Directors said that the bank takes the matter very seriously. The bank intends to get to the bottom of the matter and nothing will be swept under the carpet. The Chairman of the Board of Directors said that Lisbeth Bech Poulsen had drawn too far-reaching conclusions at the present time. The Chairman of the Board of Directors stated that he is not allowed to answer questions regarding the collaboration with the Danish FSA other than saying that the minister has confirmed that the Danish FSA is investigating the matter. Lastly, the Chairman of the Board of Directors mentioned that the bank intends to examine the circumstances of the matter

before considering the issue of its consequences and how the earnings from the business area in question will be spent.

The Chairman of the Meeting then gave the floor to Knut Gotfredsen.

Knut Gotfredsen presented himself as a long-standing customer and shareholder of Danske Bank and former chairman of Transparency International. He expressed satisfaction with the description of the Estonian case and with ATP's activities, including ATP's dialogue with the bank's management. Knut Gotfredsen then thanked the journalists from Berlingske Tidende for their in-depth coverage of the case in Estonia and the whistleblowers for their role in relation to, *inter alia*, the Panama Papers. Knut Gotfredsen asked the Chairman of the Meeting whether the Board of Directors would be discharged from liability in connection with the approval of the annual report. He then asked the bank's auditors whether there was significant information not included in the auditors' report. Lastly, he referred to the ongoing legal inquiries in relation to the case in Estonia and expressed his interest in the Audit Committee's role in the case in Estonia and whether the committee had failed to perform its duty in that connection.

The Chairman of the Meeting answered that discharging the Board of Directors from liability was not on the agenda and gave the floor to the Chairman of the Board of Directors.

The Chairman of the Board of Directors thanked Knut Gotfredsen for his contribution. He said that the bank must be able to conduct its business in such a way that all information can be disclosed but that the bank cannot disclose confidential information. Therefore, he was not able to talk about potential financial consequences of the case before the results of the investigations have been published. He noted that the auditors had issued an unqualified opinion on the financial statements but invited the auditors to take the floor if they had anything to add. He confirmed that all members of the Board of Directors and executives, including members of the Audit Committee, were subject to investigation in the matter in Estonia. The Chairman of the Meeting asked the auditors if they had anything to add. That was not the case.

The Chairman of the Meeting then passed the floor to Frank Aaen, Kritiske Aktionærer (association of critical shareholders).

Frank Aaen began by saying that even though it is impossible to calculate the amount earned on money laundering, it should be possible to take a principle view of the matter – and that the result should be repayment and a fine. Frank Aaen then said that Danske Bank has earned DKK 200 billion to its shareholders since the financial crisis. Considering the support from ATP and the Danish State in connection with the financial crisis, Frank Aaen encouraged the bank to lower its fees in order to pressure the other players in the financial sector to do the same, and in this connection he asked why the fees had increased more than prices in general. Frank Aaen said that he was aware that many shareholders were pleased with receiving large dividends from the bank, but that they were also citizens in Danish society and customers of the bank and that they contribute to the “fee party”. In addition, Frank Aaen mentioned that the profits to be allocated to the bank's 257,000 shareholders will be distributed with 40% of profits and dividends going to the ten largest shareholders and 56% of profits being paid to foreign shareholders many of whom do not pay any tax on their gains. Frank Aaen then asked the Board of Directors whether it was about time for the bank to give back to society, particularly seen in the negative light of the money laundering case. Finally, Frank Aaen said that the millions of Danish kroner granted as bonuses to the Executive Board ought to be abandoned.

The Chairman of the Meeting then passed the floor to the Chairman of the Board of Directors.

The Chairman of the Board of Directors thanked Frank Aaen for his contribution. He said that he was unable to make any further comments on the consequences of the money laundering case at the present time. In relation to the loan from the Danish State, which the Chairman of the Board of Directors corrected to DKK 26 billion, the Chairman expressed his gratitude, but also said that interest of 9% had been paid throughout the entire loan term and that the loan had been repaid in full. In addition, he said that the bank had raised capital from its shareholders twice in continuation of the financial crisis without paying dividends over a five-year period and that the value of the shares dropped significantly during that period.

The Chairman of the Board of Directors explained further that the increase in fees was activity-driven meaning that increased activity will result in increased fee income. He also reminded the audience that Denmark has Europe's lowest fee rates on home loans. He said that Danske Bank is being operated as a commercial business rewarding its shareholders. For the bank to operate a healthy and profitable business in future, the bank must also be synchronised with its various stakeholders, including the societies in which the bank operates.

The Chairman of the Meeting then gave the floor to Bjørn Hansen.

Bjørn Hansen thanked the meeting for having the floor and praised Thomas F. Borgen for his efforts and congratulated the bank on its financial results. Bjørn Hansen referred to a number of questions he had asked the bank prior to the general meeting, the answers to which he would receive in writing. He suggested that the bank should open more branches in Germany with a view to earning more money and suggested that the bank showed an interest in renewable energy programmes. Bjørn Hansen referred to a specific programme named "Life". Bjørn Hansen then commented on the loan which the bank had previously received from the Danish State, and lastly he said that he had encountered a fair amount of problems with the bank's IT support.

The Chairman of the Meeting gave the floor to Thomas F. Borgen.

Thomas F. Borgen thanked Bjørn Hansen for his kind words, and then he replied that the bank had no plans of opening branches in Germany, because the main focus is on the Nordic countries, and that the activities outside the Nordic countries must support these activities. He said that the bank agrees with Bjørn Hansen's view on renewable energy, and that the bank also makes a special effort within sustainability. He said that the bank should of course be available to its customers regarding both banking-related questions and in relation to IT support. The bank would be pleased to take advice and requests in specific areas with a view to improving the level of support provided.

The Chairman of the Meeting then gave the floor to Jens Kristian Korshøj.

Jens Kristian Korshøj thanked the meeting for having the floor and congratulated the bank on the financial results and the completed turnaround. He expressed his satisfaction with the bank's earnings and development. He made a request for a meeting about an unfortunate personal matter, which had been referred to an external lawyer, and in this connection he wished that the bank would match the level of customer service discussed. Jens Kristian Korshøj emphasised a need for a constructive examination of and solution to the matter.

The Chairman of the Meeting gave the floor to Thomas F. Borgen.

Thomas F. Borgen thanked Jens Kristian Korshøj for his contribution and said that substantial funds are invested in the future and the competencies of employees, and he said that in his view the

bank had come a long way in relation to customer perspective and customer service, but that there is always room for improvement, since customers' expectations are constantly increasing. Thomas F. Borgen said that the assessment of Jens Kristian Korshøj's personal matter would have to be dealt with outside the general meeting.

The Chairman of the Meeting then gave the floor to Leif Rump.

Leif Rump expressed his satisfaction with the bank's efforts relative to equal career opportunities for men and women. He said that it was important that the women employed by the bank have the same opportunities and at the same time can have the children they would like to have, because this is of vital importance to the survival of society.

The Chairman of the Meeting then gave the floor to Jens Frederik Demant.

Jens Frederik Demant commented on the money laundering case in Estonia and expressed an interest in a preventive intervention as he asked the Chairman of the Board of Directors whether he had any idea of the amount of the fine associated with the case. He then asked what the Chairman of the Board of Directors would consider to be reasonable, and then he suggested that the bank should offer the Danish State to pay a penalty of DKK 10 per Danske Bank share.

The Chairman of the Meeting then passed the floor to the Chairman of the Board of Directors.

The Chairman of the Board of Directors thanked Leif Rump and Jens Frederik Demant for their contributions. The Chairman of the Board of Directors agreed with the view on equal opportunities for men and women and said that the bank pursues an equal pay for equal work policy. He said that the bank has put great efforts into this matter. In this connection he mentioned that the bank will dedicate efforts to diversity and inclusion and is attempting to make room for greater flexibility, which is a major focus area of the bank. He believed that with the efforts and articulation by top management the bank has come a long way in this field.

The Chairman of the Board of Directors then addressed Jens Frederik Demant and in relation to the money laundering case he replied that he could not make any conclusion as to the amount of any fine or assess what would be reasonable as long as the results of the investigations are not yet available. He thanked him for the proposal for a penalty to the Danish State but said that it would probably not be relevant.

The Chairman of the Meeting then gave the floor to Bjørn Hansen.

Bjørn Hansen specified that in his proposal he had thought about Flensborg from where Sydbank has established a bridgehead to the entire German market. He suggested investments in solar cells and declared that he would be pleased to make his knowledge available.

The Chairman of the Meeting then gave the floor to Kjeld Beyer.

Kjeld Beyer thanked the meeting for having the floor. Kjeld Beyer informed the general meeting of the Danish State's own role in the financial crisis, including in relation to the introduction of interest-only loans. Bjørn Hansen then referred to the events related to the financial crisis that had been accelerated by what took place in the USA at that time. Kjeld Beyer said that neither the USA nor Denmark had a free press. Kjeld Beyer asked how prepared Danske Bank is in the event of "any serious ripple effects" from the US banking sector. He said that this constituted a potential threat already from this coming autumn.

The Chairman of the Meeting then gave the floor to Thomas F. Borgen.

Thomas F. Borgen thanked Kjeld Beyer for his question, but said that there was some doubt as to the essence of the question. Thomas F. Borgen said that any uncertainty about the US financial system that could potentially influence Europe and the Nordic region forms part of Danske Bank's risk monitoring, as mentioned in the Risk Management report, which is available from the bank's website. He said that the bank is one of the strongest banks in Europe and that its cash resources have never been stronger, and consequently he found that the bank was well prepared, should this event, contrary to expectations, materialise. He said that the bank made efforts to monitor all risks, particularly due to global uncertainties in connection with changes in trade, Brexit etc.

As there were no further comments, the Chairman of the Meeting closed the debate about the report and stated that this was duly noted.

Re item 2) Submission of Annual Report 2017 for adoption

The Chairman of the Meeting asked whether there were any further comments to the annual report.

The Chairman of the Meeting ascertained that no shareholders had any objections to the adoption of the annual report, and it was therefore adopted.

Re item 3) Proposal for allocation of profits according to the adopted annual report

A proposal had been made for (i) payment of a dividend of DKK 10 per share of DKK 10, corresponding to DKK 9,368 million or 45% of the net profit for the year for the Danske Bank Group, (ii) transfer of DKK 3,898 million from the "Equity method reserve", (iii) transfer of DKK 786 million to "Additional tier 1 capital holders", as well as (iv) transfer of DKK 14,573 million to "Retained earnings".

The Chairman of the Meeting asked whether the proposal for allocation of the net profit for the year could be approved by the general meeting.

The Chairman of the Meeting ascertained that no shareholders had any objections to the adoption of the proposal for allocation of profits, and it was therefore adopted.

Re item 4) Election of members to the Board of Directors

The Chairman of the Meeting stated that the Board of Directors proposed re-election of Ole Andersen, Jørn P. Jensen, Carol Sergeant, Lars-Erik Brenøe, Rolv Erik Ryssdal and Hilde Tonne. It was disclosed that Urban Bäckström and Martin Tivéus were not seeking re-election to the Board of Directors.

The Board of Directors nominated Jens Due Olsen and Ingrid Bonde as new candidates for the Board of Directors.

More information about the candidates' competencies, independence, background, directorships and other offices appeared from Appendix 1 of the notice convening the general meeting.

The Chairman of the Meeting gave the floor to the Chairman of the Board of Directors who motivated the proposals by the Board of Directors.

The Chairman of the Board of Directors stated that the Board of Directors is working with a competency profile for the Board of Directors as a whole and that it will be updated regularly. Then the Chairman of the Board of Directors mentioned that the composition of the Board of Directors is diversified both in terms of competencies, but also international experience and nationality. It was mentioned that Urban Bäckström and Martin Tivéus have decided not to offer themselves for re-election and that the Board of Directors nominated Jens Due Olsen and Ingrid Bonde as new candidates for the Board of Directors. Then the Chairman of the Board of Directors gave a brief presentation of Jens Due Olsen and Ingrid Bonde, saying that both candidates would supplement the Board of Directors' already good competencies within the bank's strategic focus areas. Finally, it was disclosed that both candidates are considered to be independent in accordance with the recommendations of the Danish Committee on Corporate Governance.

The Chairman of the Meeting asked whether there were any comments to the proposal or any other candidates for the Board of Directors.

The Chairman of the Meeting stated that no other candidates were proposed and then ascertained that Ole Andersen, Jørn P. Jensen, Carol Sergeant, Lars-Erik Brenøe, Rolv Erik Ryssdal, Hilde Tonne, Jens Due Olsen and Ingrid Bonde were elected to the Board of Directors.

Re item 5) Appointment of external auditors

The Chairman of the Meeting stated that the Board of Directors had proposed the re-appointment of Deloitte Statsautoriseret Revisionspartnerselskab as external auditors in line with the recommendation from the Audit Committee. It appeared from the proposal that the Audit Committee had been free from influence by third parties and had not been subject to restrictions or agreements as laid down in Article 16(6) of Regulation (EU) No 537/2014 of the European Parliament and of the Council of 16 April 2014.

The Chairman of the Meeting stated, with the consent of the general meeting, that the proposal for appointment of external auditors was adopted.

Re item 6) The Board of Directors' proposals to amend the Articles of Association

The Chairman of the Meeting stated that the Board of Directors had made five proposals to amend the Articles of Association under agenda items 6.a - 6.e.

6.a. Proposal for reduction of Danske Bank's share capital according to article 4.1

The Chairman of the Meeting stated that the Board of Directors had proposed to reduce Danske Bank's share capital by DKK 408,741,010 from nominally DKK 9,368,277,220 to nominally DKK 8,959,536,210 by cancelling part of Danske Bank's holding of own shares.

The Chairman of the Meeting stated that adoption of the proposal will imply that Danske Bank's holding of own shares will be reduced by 40,874,101 shares of DKK 10 each. Those shares were bought back under the Danske Bank share buy-back programme which ran in the period from 3 February 2017 to 31 January 2018 for a total purchase price of DKK 9,999,997,085, which means that, in addition to the nominal amount of the capital reduction, DKK 9,591,256,075 has been distributed to the shareholders, see section 188(1) (2) of the Danish Companies Act. The reduction

of the share capital is thus carried out at a premium, as the reduction is effected at a price of 244.65 (rounded), corresponding to the average price paid for the shares.

Consequently, the Board of Directors had proposed that article 4.1 of the Articles of Association be amended as follows, effective from the date of completion of the capital reduction:

“4.1. The share capital of Danske Bank totals DKK 8,959,536,210. The share capital is fully paid up.”

The Chairman of the Meeting stated, with the consent of the general meeting, that the proposal was adopted with the qualified majority required.

6.b. Proposal for extension and reduction of the Board of Directors’ authority according to articles 6.1-6.3 regarding capital increases with pre-emption rights

The Chairman of the Meeting stated that the Board of Directors had proposed that the Board of Directors’ authority, with pre-emption rights for Danske Bank’s shareholders, to increase Danske Bank’s share capital and to raise loans against bonds or other debt instruments with access to conversion to shares (convertible loans) be extended to 1 March 2023.

The Chairman of the Meeting stated that the Board of Directors furthermore had proposed to reduce the amount of the authority from DKK 2,000,000,000 to DKK 1,790,000,000, whereby the authority would correspond to less than 20% of Danske Bank’s nominal share capital (after completion of the capital reduction proposed under agenda item 6.a). The purpose of the proposal was to ensure Danske Bank’s flexibility to raise capital, if necessary.

The Chairman of the Meeting stated that the Board of Directors had also proposed (i) to clarify that new shares must be fully paid up and (ii) to make minor editorial amendments.

Consequently, the Board of Directors had proposed that articles 6.1-6.3 of the Articles of Association be amended as follows:

“6.1. The Board of Directors is authorised, until 1 March 2023, to increase Danske Bank’s share capital by up to DKK 1,790,000,000. The share capital increase may take place on one or more occasions against cash. According to article 5.1., Danske Bank’s existing shareholders have pre-emption rights to subscribe for the new shares in proportion to their existing holdings.

6.2. The Board of Directors is also authorised, until 1 March 2023, on one or more occasions to raise loans against bonds or other instruments of debt with access to convert them into shares (convertible loans), and the Board of Directors is authorised to make the related capital increase. Convertible loans may not exceed an amount resulting in a maximum capital increase, which may be effected under the authority to increase Danske Bank’s share capital, see article 6.1. above, according to the conversion price fixed at the raising of such loans as laid down by the terms and conditions of the bonds or other instruments of debt. The exercise of this authority reduces, by a corresponding amount, the authority in article 6.1. to increase Danske Bank’s share capital. When the Board of Directors decides to raise convertible loans, the authority to increase the share capital, see article 6.1. above, is considered utilised by an amount corresponding to the maximum conversion rights. The conversion period may run for longer than five years after the raising of the convertible loan. Danske Bank’s shareholders are entitled to subscribe for convertible loans in proportion to their shareholdings. The decision of the Board of Directors to raise convertible loans

must be recorded in the Articles of Association and the Board of Directors is authorised to amend the articles accordingly.

6.3. The new shares are negotiable instruments and are registered by name. The new shares must be fully paid up. Taking into account the time at which subscription for shares or exercise of conversion rights takes place, the Board of Directors determines the extent to which the new shares carry dividend for the year of subscription or for the year when the conversion rights are exercised. Otherwise, the new shares carry dividend as from the first accounting year following the year of subscription for shares or exercise of conversion rights. The shares are subject to the same provisions regarding pre-emption rights as those applying to existing shares and rank pari passu with existing shares with respect to rights, redemption and negotiability.”

The Chairman of the Meeting stated, with the consent of the general meeting, that the proposal was adopted with the qualified majority required.

6.c. Proposal for extension and reduction of the Board of Directors’ authority according to articles 6.5-6.7 regarding capital increases without pre-emption rights.

The Chairman of the Meeting stated that the Board of Directors had proposed that the Board of Directors’ authority, without pre-emption rights for Danske Bank’s shareholders, to increase Danske Bank’s share capital and to raise loans against bonds or other debt instruments with access to conversion to shares (convertible loans) be extended to 1 March 2023.

The Chairman of the Meeting stated that the Board of Directors furthermore had proposed to reduce the amount of the authority from DKK 1,000,000,000 to DKK 895,000,000, whereby the authority would correspond to less than 10% of Danske Bank’s nominal share capital (after completion of the capital reduction proposed under agenda item 6.a). The purpose of the proposal was to ensure Danske Bank’s flexibility to raise capital, if necessary.

The Chairman of the Meeting stated that the Board of Directors had also proposed (i) to clarify that new shares must be fully paid up and (ii) to make minor editorial amendments.

Consequently, the Board of Directors had proposed that articles 6.5-6.7 of the Articles of Association be amended as follows:

“6.5. The Board of Directors is authorised, until 1 March 2023, to increase Danske Bank’s share capital by up to DKK 895,000,000. The share capital increase may take place on one or more occasions. Danske Bank’s shareholders are not entitled to subscribe for shares in proportion to their shareholdings. Consequently, the new shares must be offered at market price. The share capital increase may be against payment in cash, conversion of debt or as consideration in connection with Danske Bank’s acquisition of an existing business.

6.6. The Board of Directors is also authorised, until 1 March 2023, on one or more occasions to raise loans against bonds or other instruments of debt with access to conversion into shares (convertible loans), and the Board of Directors is authorised to make the related capital increase. Convertible loans may not exceed an amount resulting in a maximum capital increase, which may be effected under the authority to increase Danske Bank’s share capital, see article 6.5. above, according to the conversion price fixed at the raising of such loans as laid down by the terms and conditions of the bonds or instruments of debt. The exercise of this authority reduces, by a corresponding amount, the authority in article 6.5. to increase Danske Bank’s share capital. When the Board of Directors decides to raise convertible loans, the authority to increase the share

capital, see article 6.5. above, is considered utilised by an amount corresponding to the maximum conversion rights. The conversion period may run for longer than five years after the raising of the convertible loan. Danske Bank's shareholders are not entitled to subscribe for convertible loans in proportion to their shareholdings. The decision of the Board of Directors to raise convertible loans must be recorded in the Articles of Association and the Board of Directors is authorised to amend the articles accordingly.

6.7. The new shares are negotiable instruments and are registered by name. The new shares must be fully paid up. Taking into account the time at which subscription for shares or exercise of conversion rights takes place, the Board of Directors determines the extent to which the new shares carry dividend for the year of subscription or for the year when the conversion rights are exercised. Otherwise, the new shares carry dividend as from the first accounting year following the year of subscription for shares or exercise of conversion rights. The shares are subject to the same provisions regarding pre-emption rights as those applying to existing shares and rank *pari passu* with existing shares with respect to rights, redemption and negotiability.”

The Chairman of the Meeting stated, with the consent of the general meeting, that the proposal was adopted with the qualified majority required.

6.d. Proposal for deletion of article 15.4 stipulating an age limit of 70 years for members of the Board of Directors

The Chairman of the Meeting stated that the Board of Directors had proposed to delete article 15.4 of the Articles of Association stipulating an age limit of 70 years for members of the Board of Directors. The background for the proposal was that the Danish recommendations on Corporate Governance no longer stipulate such an age limit for members of the Board of Directors in the Articles of Association.

Consequently, the Board of Directors had proposed that article 15.4 of the Articles of Association below be deleted in its entirety:

“15.4. No individual is eligible for election or re-election to the Board of Directors after the age of 70. A director attaining the age of 70 must resign from the Board of Directors not later than at the next annual general meeting.”

The Chairman of the Meeting gave the floor to Kjeld Beyer.

Kjeld Beyer declared that he was opposed to the proposal because he found that young people would be forgotten. He found that directors over the age of 70 should be given individual exemption to continue, and subsequently he suggested to create space for young people and not to adopt the proposal.

Jens Frederik Demant said that he, as opposed to Kjeld Beyer, supported the proposal, because he appreciated feeling that he was represented, which would not be possible with an age limit of 70 years.

The Chairman of the Meeting then passed the floor to the Chairman of the Board of Directors.

The Chairman of the Board of Directors said that the background for the proposal, as stated, was that the Danish Committee on Corporate Governance no longer stipulates such an age limit for members of the Board of Directors in the Articles of Association. Furthermore, the Chairman of the

Board of Directors said that no member of the Board of Directors had any plans of staying on the Board of Directors until the age of 70.

The Chairman of the Meeting stated, with the consent of the general meeting, that the proposal was adopted with the qualified majority required. There were no demands for a ballot.

6.e. Proposal for increasing the maximum number of members of the Executive Board according to article 19.1

The Chairman of the Meeting stated that the Board of Directors had proposed to increase the maximum number of members of the Executive Board set out in article 19.1 of the Articles of Association from the current number of 10 members to 12 members.

Consequently, the Board of Directors had proposed that article 19.1 of the Articles of Association be amended as follows:

“19.1. The Executive Board manages the day-to-day business and affairs of Danske Bank and consists of not less than two and not more than twelve members. The Rules of Procedure of the Executive Board are established by the Board of Directors.”

The Chairman of the Meeting stated, with the consent of the general meeting, that the proposal was adopted with the qualified majority required.

Re item 7) The Board of Directors’ proposal to renew and extend its existing authority to acquire own shares

The Chairman of the Meeting stated that this was a recurring item on the agenda, under which the Board of Directors asks the general meeting to extend the existing authority to the effect that Danske Bank can continue to trade in Danske Bank shares and to hold and receive Danske Bank shares by way of pledge etc. over the next five years.

In the notice convening the general meeting, the authority was formulated as follows:

“The Board of Directors proposes that the Board of Directors be authorised in the period until 1 March 2023 to allow Danske Bank and the Group to acquire own shares by way of ownership or pledge up to an aggregate value of 10% of Danske Bank’s share capital at the time of granting of the authority, provided that Danske Bank’s holding of own shares does not exceed 10% of Danske Bank’s share capital. If shares are acquired for ownership, the purchase price must not diverge from the price quoted on Nasdaq Copenhagen at the time of acquisition by more than 10%.”

The Chairman of the Meeting gave the floor to Kjeld Beyer.

Kjeld Beyer said that this was a complex matter for the shareholders and that he would like the five-year summary to state the amount spent on acquiring shares, the amount set aside for employee shares and the amount spent on reducing the capital.

The Chairman of the Meeting gave the floor to Bjørn Hansen.

Bjørn Hansen expressed a wish to be informed of the number of shares that may be acquired for management, and in this connection he referred to an example from Nets A/S.

Jens Frederik Demant agreed with Kjeld Beyer's concerns about acquiring own shares and said that the problem might be solved by renewing the authority for one or two years at a time, as it is being done in other listed companies.

The Chairman of the Meeting stated, with the consent of the general meeting, that no secret ballot was requested and that the proposal was adopted with the qualified majority required.

Re item 8) The Board of Directors' proposal for remuneration of the Board of Directors in 2018

The Chairman of the Meeting referred to the description in the notice convening the general meeting.

The Chairman of the Meeting stated that the proposed adjustments of the remuneration of the Board of Directors represent an increase in the Board of Directors' remuneration of approximately 2.5%.

It appeared from the proposal that the Board of Directors proposed that the basic fee be raised by DKK 12,500 from DKK 525,000 to DKK 537,500, that fees for members of the Remuneration Committee and the Nomination Committee be raised by DKK 3,000 from DKK 120,000 to DKK 123,000 as well as by DKK 5,000 for the board committee chairmen from DKK 170,000 to DKK 175,000, and that fees for members of the Audit Committee and the Risk Committee be raised by DKK 5,000 from DKK 180,000 to DKK 185,000 as well as by DKK 8,000 for the board committee chairmen from DKK 270,000 to DKK 278,000.

The Chairman of the Meeting then gave the floor to the Chairman of the Board of Directors for him to motivate the proposal.

The Chairman of the Board of Directors said that the overall position of the Board of Directors is that remuneration of the Board of Directors must match the workload and the responsibility associated with managing a financial services business of Danske Bank's size and complexity. The Chairman of the Board of Directors said that the Remuneration Committee and the Board of Directors had assessed that it would be appropriate to make regular, minor adjustments of the fees to ensure that the fees remain at a level that is market aligned. And with the proposed adjustments, which represent a total increase in the Board of Directors' total annual remuneration of approximately 2.5%, the bank will continue to be in line with the major Nordic banks.

The Chairman of the Meeting asked whether there were any additional comments to the proposal. That was not the case, and the Chairman of the Meeting ascertained that the proposal was adopted.

Re item 9) The Board of Directors' proposal for adjustments to the existing Remuneration Policy

The Chairman of the Meeting stated that the Board of Directors had proposed a number of adjustments to Danske Bank's Remuneration Policy based on changes in EU legislation, national legislation and the Danish recommendations on Corporate Governance.

Further, it appeared from the proposal that the proposed adjustments were to ensure compliance in respect of remuneration of third parties and include an increased focus on diversity and inclusion. Moreover, it appeared from the proposal that in alignment with Danske Bank's strategy, the Board of Directors also proposed to strengthen the provisions on compliance, conflicts of interest and Danske Bank's core values. In addition, the proposal contained the following description of the main adjustments in general terms, and it was also stated that certain editorial amendments to the Remuneration Policy were proposed.

The changes proposed by the Board of Directors include the following:

- slightly revised wording on appraisal dialogue regarding performance
- specification of relative and absolute KPIs
- limitation of severance pay and salary during a notice period to a maximum of two years' salary and benefits
- introduction of provisions on diversity and inclusion as well as provisions on non-employee of the Group
- insertion of wording regarding the prevention of conflicts of interests against customers' best interest and general promotion of the compliance culture within the Group
- introduction of the possibility of implementing long-term performance-based incentives with relative targets, for example, on total shareholder return against peers

The Board of Directors' proposed and updated Remuneration Policy was set out in Appendix 2 of the notice convening the general meeting.

The Chairman of the Meeting asked whether there were any comments to the proposal, which was not the case, and the Chairman of the Meeting ascertained that the proposal had been approved.

10) Any other business

The Chairman of the Meeting then asked whether anyone wanted to make any comments under any other business. That was not the case.

The Chairman of the Meeting noted that there were no further items on the agenda and gave the floor to the Chairman of the Board of Directors.

The Chairman of the Board of Directors thanked the attending shareholders and the Chairman of the Meeting.

The general meeting was then declared concluded.

The general meeting was adjourned at 5.45pm.

Klaus Søgaaard, Chairman of the Meeting