



Corporate Governance Report 2025

Danske Bank Group

Danske Bank



Introduction

This Statutory Corporate Governance Statement is prepared in accordance with section 154 of the Danish Financial Supervisory Authority's Executive Order on Financial Reports for Credit Institutions and Investment Firms, etc., and the Nasdaq Nordic Main Market Rulebook for Issuers of Shares.

This statutory report on corporate governance ("Corporate Governance Report") for Danske Bank A/S ("Danske Bank") and the Danske Bank Group ("Group"), forms part of the Management's report in the Annual Report 2025, i.e., the accounting period from 1 January – 31 December 2025.

The Corporate Governance Report 2025 has been approved by the Board of Directors together with the Annual Report 2025.

The Corporate Governance Report is subject to the procedures mentioned in section "Statement by Management on the Management's report" in the Independent Auditor's report of the Annual Report 2025.

Content of the report:

Section A: Corporate Governance in Danske Bank

- Corporate governance structure
- Board of Directors
- Board committees
- Executive Leadership Team
- Main elements of Danske Bank's internal control and risk management systems used in the financial reporting process
- Risk management and risk categories

Section B: Danske Bank's reporting on the Danish Corporate Governance Recommendations

Section C: Danske Bank's reporting on other codes observed by Danske Bank

Section A:

Corporate governance in Danske Bank

Corporate governance structure

Danske Bank considers sound corporate governance essential to create value for – and maintain the confidence of – all its stakeholders. Accordingly, Danske Bank adheres to the best corporate governance practices and standards applicable to Danske Bank.

Danske Bank's corporate governance structure and framework are tailored to meet the specific needs and regulatory requirements of a complex, publicly traded, and Systemically Important Financial Institution ("SIFI") in Denmark.

Danske Bank's corporate governance framework encompasses its governing bodies and its governing documents. As such, the corporate governance framework is the foundation upon which Danske Bank is operated, managed, and controlled.

The shareholders of Danske Bank exercise their rights at the general meeting, which is the highest governing body. The general meeting, among other things, adopts Danske Bank's Articles of Association, Annual Report, and elects the members of the Board of Directors.

Danske Bank has a two-tier management structure consisting of the Board of Directors and the Executive Leadership Team.

Risk governance: two-tier management and committee structures



*As of 31 December 2025, the Conduct & Compliance Committee was discontinued.

The general meeting and shareholders

Danske Bank is a publicly traded company listed on Nasdaq Copenhagen. All Danske Bank's shareholders are entitled to exercise their rights at the general meeting in accordance with the Articles of Association and the one-share-one-vote principle.

In 2025, the A.P. Møller Holding Group was the only major shareholder of Danske Bank holding more than 5% of the shares. More information about the shareholder base of Danske Bank is available in the Annual Report 2025 at www.danskebank.com.

Board of Directors

At the general meeting the shareholders elect between six and ten directors of the Board of Directors for a one-year term in accordance with the Articles of Association.

In the period following the annual general meeting on 20 March 2025 and until year-end, the Board of Directors consisted of thirteen members: nine elected by the general meeting and four elected by and among the employees. As announced in the notice to convene the annual general meeting 2025, Lars-Erik Brenøe would step down from the Board of Directors during 2025, which he did with effect on 31 December 2025. Consequently, as of 1 January 2026, the Board of Directors consists of twelve members.

Board members elected by the general meeting stand for election each year. All shareholder-elected members of the Board of Directors were re-elected at the annual general meeting 2025, except for Raija-Leena Hankonen-Nybom, who did not seek re-election. Two new members, Rafael Salinas and Marianne Sørensen, were elected to the Board of Directors.

Under Danish law, employees are entitled to elect from among themselves a number of representatives equal to half of the number of directors elected by the general meeting at the time of the announcement of the employee representative election. In 2022 four employee representatives were elected members of the Board of Directors and the next employee representative election will take place prior to the annual general meeting in 2026.

As a SIFI, Danske Bank and the individual members of its management are subject to certain additional regulatory requirements pertaining to fitness and propriety, individual and collective suitability, time commitment, limits on the number of directorships, and limits on variable pay including deferral, back testing and clawback.

The qualifications which the Board of Directors shall possess collectively are defined by the Board of Directors in its Competency Profile, which is available at www.danskebank.com.

In 2025, the Board of Directors deemed two of the shareholder-elected directors non-independent due to their close association with Danske Bank's major shareholder, the A.P. Møller Holding Group.

More information about the individual directors of the Board of Directors, e.g. independence, directorships and meeting attendance, etc. is available in the Annual Report 2025 and at www.danskebank.com.

Danske Bank's remuneration practice is described in the Remuneration Policy, which was last adopted by the Annual General Meeting in 2025 and is available at www.danskebank.com. Furthermore, an overview of Danske Bank's remuneration of the Board of Directors and the Executive Leadership Team is available in the Remuneration Report 2025 at www.danskebank.com.

Danske Bank Group's commitment to ensuring a diverse, equitable and inclusive culture is set out in the Diversity, Equity and Inclusion Policy and further described in section "Social – Own workforce" of the CSRD reporting on page 87 in the Annual Report 2025.

Danske Bank Group's gender diversity, targets and progress for gender diversity at top management level and in leadership positions are described in section "Social – Own workforce" of the CSRD reporting on page 94 in the Annual Report 2025.

The Board of Directors' responsibilities

The Board of Directors is responsible for the overall strategic management of Danske Bank, it decides upon all matters, which fall outside the day-to-day management and appoints the members of the Executive Leadership Team.

The Board of Directors decides upon the business model, the strategic targets, the organisational structure, the financial reporting, and monitors the performance of Danske Bank throughout the year.

The Board of Directors evaluates the risks associated with Danske Bank's operations and establishes policies to define the risk-taking limits within Danske Bank. The Board of Directors oversees Danske Bank's risk management, compliance with applicable regulations, risk governance, culture and control framework. Furthermore, the Board of Directors oversees the investigation and remediation of material breaches of requirements related to regulatory and financial crime compliance.

The Board of Directors continuously evaluates Danske Bank's purpose, cultural commitments, conduct and diversity to uphold high ethical values and a sound business culture. Additionally, the Board of Directors sets the policy for – and monitors – talent management with a view to ensure succession planning and the development of future leadership.

The corporate governance related policies established by the Board of Directors are available at www.danskebank.com.

The Rules of Procedure

The Board of Directors has established the division of work and responsibilities between the Board of Directors and the Executive Leadership Team in the Rules of Procedure. This encompasses the delegation of authority, duties and responsibilities, and reporting obligations between the Board of Directors and the Executive Leadership Team.

The Rules of Procedure is subject to annual review and approval by the Board of Directors.

Board committees

The Board of Directors has established five permanent committees responsible for undertaking preparatory work each within their specific area: the Audit Committee, the Conduct & Compliance Committee, the Nomination Committee, the Remuneration Committee, and the Risk Committee. As of 31 December 2025, the Conduct & Compliance Committee was discontinued.

The specific tasks and responsibilities of each of the Board committees are outlined in individual committee charters, which are available at www.danskebank.com.

The Board members' participation in Board and Committee meetings in 2025 is illustrated on page 37 in the Annual Report 2025.

Audit Committee

The Audit Committee operates as a preparatory committee for the Board of Directors with respect to accounting and auditing matters, including risk matters relating thereto. The Committee reviews and submits recommendations to the Board of Directors regarding financial reports, including statutory sustainability reporting and the reporting process as well as the assessment of related risks, key accounting principles and procedures, internal controls, and reports from both internal and external audit. Through ongoing oversight, the Audit Committee monitors and evaluates Danske Bank's statutory sustainability reporting pursuant to the CSRD and the European Sustainability Reporting Standards ("ESRS").

During 2025, the Audit Committee held five meetings and, inter alia, monitored, considered and evaluated the following matters:

- impairments and accounting practices in significant areas, significant accounting estimates and related party transactions,
- financial reporting processes and reports, including outlook, CSRD reporting and underlying drivers, such as the double materiality assessment, and the climate progress report,
- tax cases and transfer pricing, as well as recognition of deferred tax assets,
- reports from internal and external audit, as well as reporting from material subsidiaries' audit committees,
- evaluation of the external auditor and proposal for the following year's election, also for the external assurance work relating to sustainability reporting. This included ongoing monitoring of non-audit fees and the external auditor's independence, as well as discussions without management present,
- remuneration and performance assessments for the Chief Audit Executive, and
- composition and competencies within the CFO area, as well

as the Committee's own charter and annual performance assessment.

Conduct & Compliance Committee

Until the Conduct & Compliance Committee was discontinued with effect of 31 December 2025, the Committee operated as a preparatory committee for the Board of Directors with respect to compliance, financial crime and conduct and compliance culture, and other matters, which the Board of Directors decided to have examined by the Committee. The Committee also oversaw investigations into potentially material breaches of requirements and obligations related to compliance risks, monitored trends in interactions with financial supervisory authorities and the whistleblowing scheme, and monitored the adequacy of Group compliance resources. Additionally, it oversaw Danske Bank's conduct in relation to its corporate and societal obligations.

In 2025, the Conduct & Compliance Committee held five meetings, and, inter alia, monitored, considered and evaluated the following matters:

- independence and adequacy of compliance function resources,
- policies for the management and reporting of compliance risks, including risk tolerance for compliance risks,
- implementation and effectiveness of the controls relating to regulatory compliance and financial crime risks,
- the Data Protection Officer annual report on data protection risk,
- the Code of Conduct and its effective implementation,
- trends in customer complaints,
- embedding of Danske Bank's cultural commitments,
- interactions with financial supervisory authorities,
- remediation cases, and
- effectiveness of the whistleblowing scheme.

With effect of 1 January 2026, the oversight on these areas will shift primarily to the Risk Committee and the Audit Committee.

Nomination Committee

The Nomination Committee operates as a preparatory committee for the Board of Directors with respect to the nomination and appointment of candidates to the Executive Leadership Team and the Board of Directors and the evaluation of the work and performance of the Executive Leadership Team, the Board of Directors and its individual members. The Nomination Committee also submits proposals to the Board of Directors on policy statements pertaining to succession planning, diversity, equity and inclusion and suitability.

In 2025, the Nomination Committee held seven meetings, and, inter alia, monitored, considered and evaluated the following matters:

- Board suitability assessment, including competency profile of the Board of Directors collectively,
- Board evaluation,
- Board and Executive Leadership Team succession planning,
- Board decision making,
- diversity, equity and inclusion, including the Diversity, Equity and Inclusion Policy, and
- Board training.

Remuneration Committee

The Remuneration Committee operates as a preparatory committee for the Board of Directors with respect to matters concerning remuneration. In particular, the Committee focuses on the remuneration of members of the Board of Directors, the Executive Leadership Team, material risk takers, key employees and managers in charge of control and internal audit functions, and on incentive programmes. The Committee monitors trends in the Group's salary and bonus policies and practices. Furthermore, the Committee monitors the incentive programmes to ensure that they promote ongoing, long-term shareholder value creation and comply with the Remuneration Policy.

In 2025, the Remuneration Committee held seven meetings, and, inter alia, monitored, considered, evaluated and submitted recommendations to the Board of Directors in regard to the following:

- the charter and annual work schedule for the Remuneration Committee,
- the remuneration of the Board of Directors,
- the annual review of criteria used for designating material risktakers and monitoring of control functions,
- the remuneration of certain heads of control functions (not part of the Executive Leadership Team),
- the remuneration of high earners (not part of the Executive Leadership Team),
- salary drift across the Group,
- backtesting of deferred variable remuneration for the Executive Leadership Team and other material risk takers,
- variable remuneration spent across the Group,
- individual performance agreement for members of the Executive Leadership Team,
- performance evaluation and remuneration of the individual members of the Executive Leadership Team,
- incentive structure for the Group, including the accrual mechanisms for bonus pools, and
- adjustment of retired executives' pension fund.

Risk Committee

The Risk Committee operates as a preparatory committee for the Board of Directors with respect to Danske Bank's risk management and it advises the Board of Directors on Danske Bank's risk profile, risk culture, risk appetite, risk strategy and risk management framework. The Committee reviews and submits recommendations to the Board of Directors regarding Danske Bank's risk appetite and policies, risks relating to sustainability, capital, leverage, liquidity, solvency and recovery requirements, operational resilience framework, non-financial risks, including IT and data risks, impairment levels, material products and services and the credit

quality of Danske Bank's loan portfolio. Furthermore, the Committee reviews the use of internal models, the adequacy and sufficiency of staff resources of the risk management control function and incentive programmes from a risk perspective.

In 2025 the Risk Committee held thirteen meetings, and, inter alia, monitored, considered and evaluated the following matters:

- updates from the Chief Risk Officer regarding the utilisation of risk tolerance and Danske Bank's risk profile,
- the risk management framework, risk tolerances, risk management report and various perspectives on Danske Bank's risk culture,
- country reviews of Danske Bank's main markets,
- material credit applications,
- risk assessment of Danske Bank's strategy,
- policies for the management and reporting of risks,
- impairments and Danske Bank's credit watch-list,
- Danske Bank's capital and liquidity positions, including the respective adequacy plans and future solvency needs and stress testing,
- in the area of remuneration, the Committee considered the risk assessments of the material risktaker designation and group incentive plans,
- renewable energy portfolio and the sustainability risk management report,
- cyber security and operational resilience,
- consideration of topical risk areas,
- model risk and endorsement of a number of Internal Ratings Based models,
- non-financial risks including data management, outsourcing, recovery planning, and
- Danica and insurance risk.

The Board of Directors has not established any ad-hoc committees to undertake special assignments.

Executive Leadership Team

The Board of Directors appoints the members of the Executive Leadership Team.

Information about the individual members of the Executive Leadership Team, their experience, directorships and other offices is available in the Annual Report 2025 and at www.danskebank.com.

The Executive Leadership Team's responsibilities

The Executive Leadership Team is responsible for the day-to-day management of Danske Bank in compliance with the Rules of Procedure of the Board of Directors and the Executive Leadership Team, applicable legislation, and the policies, guidelines and decisions set by the Board of Directors.

The Executive Leadership Team also exercises its management and control through the Executive Leadership Team Committees, established for the consideration of items relating to specific areas, including the Business Integrity Committee, the Group All Risk Committee, the Group Asset & Liability Committee, and the Group Credit Committee.

In addition to the members of the Executive Leadership Team, Danske Bank's Commercial Leadership Team consists of 11 experienced leaders who undertake important commercial roles in the Danske Bank Group. The team is responsible for ensuring strong cooperation across the Group and focuses on developing Danske Bank's customer offerings. The team is the key driver behind the Group's Forward '28 strategy.

Alongside their collective responsibilities, each member of the Executive Leadership Team holds individual accountability for their assigned areas of responsibility.

For the proper governance of any financial institution, the independent functioning of the risk and compliance functions is a prerequisite. Within Danske Bank, it is secured through independent reporting lines, including access to report directly to the Board of Directors. Furthermore, the CEO and the Board of Directors are responsible for ensuring the independence and adequate resourcing of the risk and compliance functions.

Main elements of Danske Bank's internal control and risk management systems used in the financial reporting process

The financial reporting process is based on well-defined authorisations, segregation of duties, regular reporting and transparency regarding the Group's affairs. The common IT platform helps provide the documentation of accounting data across the Group and reduce financial reporting risks.

Danske Bank's finance function ("CFO Area") conducts regular assessments of the risks related to financial reporting. The most significant risks identified are those associated with regulatory compliance, statutory reporting, and risks related to measurement.

The key regulatory risk relates to the increasing number of disclosure requirements imposed on Danske Bank by national as well as international bodies. Danske Bank must incorporate the required information in its financial reporting. Statutory reporting risk, as a part of operational risk, relates to the preparation of interim and annual reports. Due to the substantial data volumes and stringent reporting deadlines, Danske Bank relies on its IT systems. Risks related to measurements pertain to financial items for which estimates and assumptions may significantly affect the valuation of assets and liabilities. These financial items are detailed in the Significant Accounting Estimates and Judgements note to the consolidated financial statements.

The Executive Leadership Team has implemented controls to mitigate identified risks associated with financial reporting and it regularly monitors changes in and compliance with applicable legislation and other financial reporting regulations.

The purpose of the controls is to prevent, detect and correct reporting errors and irregularities. While these controls reduce risk, they provide no guarantee against reporting errors and irregularities.

The Group has implemented a robust procedure for regular reporting. Internal management reporting is based on the same principles as external reporting, and local and central units use the same data and reporting systems. The CFO Area reviews the reports and uses them to prepare the consolidated financial statements to be submitted to the Executive Leadership Team and the Board of Directors.

Danske Bank has established an internal audit department ("Group Internal Audit") in accordance with section 17 of the Danish Executive Order on Auditing ("revisionsbekendtgørelsen"). Group Internal Audit is the third line of defence and reports directly to the Board of Directors. Group Internal Audit carries out audits of material and high-risk areas on a 12 to 24 months basis, while other areas are audited with a frequency based on the risk of the area as deemed appropriate by Group Internal Audit. The audit scope includes key aspects of the Group's compliance and risk management procedures, including internal controls and risk reporting.

The Executive Leadership Team regularly reports to the Board of Directors and its committees on compliance with the risk framework defined by the Board of Directors and by statutory rules. The Board of Directors also receives accounting information on an ongoing basis. Group Compliance and Group Internal Audit submit reports to the Board of Directors on compliance with rules and regulations,

including any violation(s) of internal business procedures and policies. Once every quarter, Group Internal Audit submits a report to the Audit Committee with information about the level of internal control across the Group.

Risk management and risk categories

The Enterprise Risk Management Policy ("ERM Policy") defines how the Group manages risks and specifies how risk management responsibilities are structured to ensure appropriate oversight and accountability. The ERM Policy sets common standards for how the Group organises activities to identify and respond to risks and it helps the Group in meeting its objective to provide value to customers, employees, society, and investors.

The ERM Policy is supported by underlying policies approved by the Board of Directors.

The Group's risk management practices are organised in line with the three lines of defence model. The three lines of defence segregates duties between risk ownership, risk oversight and independent risk assurance.

The Three Lines of Defence

The first line of defence owns and manages the risks related to business activities. It consists of frontline and direct support functions and includes the business units, Technology & Services, CFO Area and Group HR. These units are responsible for identifying and managing risks across national borders, including designing, implementing and operating effective controls.

The second line of defence operates independently of the first line of defence and provides the risk management framework, performs risk oversight and supports and challenges the first line of defence.

It consists of Group Risk Management and Group Compliance, which are organised independently of the operational management and can report directly to the Board of Directors.

The third line of defence evaluates the effectiveness of risk management, control, and governance processes in relation to the control environments of the first and second lines of defence. It consists of Group Internal Audit, which is an independent and objective assurance entity in Danske Bank designed to provide assurance over the Group's operations. Its primary role is to help the Board of Directors and the Executive Leadership Team to protect the assets, reputation, and the sustainability of the Group. Group Internal Audit is headed by the Chief Audit Executive. The Chief Audit Executive reports directly to the Board of Directors.

Risk Taxonomy

The risk taxonomy defines a common set of risk categories and definitions intended to ensure adequate risk identification ownership, and management across the Group. The risk categories cover both aggregate, financial, and non-financial risks.

The risk policies define roles and responsibilities for each identified risk category to ensure continuous monitoring and risk assessment. To ensure that risk categories reflect the Group's current main risks, the taxonomy is reviewed at least on an annual basis.

The annual Risk Management Report provides a detailed description of the risk categories as identified in the risk taxonomy.

The reports are available at www.danskebank.com.

Section B:

Danske Bank’s reporting on the Danish Corporate Governance Recommendations

As a company incorporated in Denmark, and with shares admitted to trading on Nasdaq Copenhagen A/S, Danske Bank is obligated to report on its compliance with the Danish Corporate Governance Recommendations issued by the Danish Committee on Corporate Governance by applying the “comply or explain” approach.

In the below, Danske Bank reports on its compliance with the Corporate Governance Recommendations using the standard reporting format provided by the Danish Committee on Corporate Governance.

Danske Bank complied with all recommendations during 2025.

Recommendation	The company complies		The company explains	
			Why	How
1. Interaction with the company's shareholders, investors and other stakeholders				
1.1. Communication with the company's shareholders, investors and other stakeholders				
1.1.1. The Committee recommends that the management through ongoing dialogue and interaction ensures that shareholders, investors and other stakeholders gain the relevant insight into the company's affairs, and that the board of directors obtains the possibility of hearing and including their views in its work.		<ul style="list-style-type: none">		
1.1.2. The Committee recommends that the company adopts policies on the company's relationships with its shareholders, investors and if relevant other stakeholders in order to ensure that the various interests are included in the company's considerations and that such policies are made available on the company's website.		<ul style="list-style-type: none">		
1.1.3. The Committee recommends that the company publishes quarterly reports.		<ul style="list-style-type: none">		

Recommendation	The company complies	The company explains	
		Why	How
1.2. The general meeting			
1.2.1. The Committee recommends that the board of directors organises the company’s general meeting in a manner that allows shareholders, who are unable to attend the meeting in person or are represented by proxy at the general meeting, to vote and raise questions to the management prior to or at the general meeting. The Committee recommends that the board of directors ensures that shareholders can observe the general meeting via webcast or other digital transmission.	•		
1.2.2. The Committee recommends that proxies and postal votes to be used at the general meeting enable the shareholders to consider each individual item on the agenda.	•		
1.3. Takeover bids			
1.3.1. The Committee recommends that the company has a procedure in place in the event of takeover bids, containing a “road map” covering matters for the board of directors to consider in the event of a takeover bid, or if the board of directors obtains reasonable grounds to suspect that a takeover bid may be submitted. In addition, it is recommended that it appears from the procedure that the board of directors abstains from countering any takeover bids by taking actions that seek to prevent the shareholders from deciding on the takeover bid, without the approval of the general meeting.	•		
1.4. Corporate Social Responsibility			
1.4.1. The Committee recommends that the board of directors adopts a policy for the company's corporate social responsibility, including social responsibility and sustainability, and that the policy is available in the management commentary and/or on the company's website. The Committee recommends that the board of directors ensures compliance with the policy.	•		
1.4.2. The Committee recommends that the board of directors adopts a tax policy to be made available on the company's website.	•		
2. The duties and responsibilities of the board of directors			
2.1. Overall tasks and responsibilities			
2.1.1. The Committee recommends that the board of directors in support of the company's statutory objects according to its articles of association and the long-term value creation considers the company's purpose and ensures and promotes a good culture and sound values in the company. The company should provide an account thereof in the management commentary and/or on the company's website.	•		
2.1.2. The Committee recommends that the board of directors at least once a year discusses and on a regular basis follows up on the company's overall strategic targets in order to ensure the value creation in the company.	•		

Recommendation	The company complies	The company explains	
		Why	How
2.1.3. The Committee recommends that the board of directors on a continuous basis takes steps to examine whether the company's share and capital structure supports the strategy and the long-term value creation in the interest of the company as well as the shareholders. The Committee recommends that the company gives an account thereof in the management commentary.	•		
2.1.4. The Committee recommends that the board of directors prepares and on an annual basis reviews guidelines for the executive management, including requirements in respect of the reporting to the board of directors.	•		
2.2. Members of the board of directors			
2.2.1. The Committee recommends that the board of directors, in addition to a chairperson, appoints a vice chairperson, who can step in if the chairperson is absent and who can generally act as the chairperson's close sparring partner.	•		
2.2.2. The Committee recommends that the chairperson in cooperation with the individual members of the board of directors ensures that the members update and supplement their knowledge of relevant matters, and that the members' special knowledge and qualifications are applied in the best possible manner.	•		
2.2.3. The Committee recommends that if the board of directors, in exceptional cases, requests a member of the board of directors to take on special duties for the company, for instance, for a short period to take part in the daily management of the company, the board of directors should approve this in order to ensure that the board of directors maintains its independent overall management and control function. It is recommended that the company publishes any decision on allowing a member of the board of directors to take part in the daily management, including the expected duration thereof.	•		
3. The composition, organisation and evaluation of the board of directors			
3.1. Composition			
3.1.1. The Committee recommends that the board of directors on an annual basis reviews and in the management commentary and/or on the company's website states <ul style="list-style-type: none"> • which qualifications the board of directors should possess, collectively and individually, in order to perform its duties in the best possible manner, and • the composition of and diversity on the board of directors. 	•		
3.1.2. The Committee recommends that the board of directors on an annual basis discusses the company's activities in order to ensure relevant diversity at the different management levels of the company and adopts a diversity policy, which is included in the management commentary and/or available on the company's website.	•		

Recommendation	The company complies	The company explains	
		Why	How
3.1.3. The committee recommends that candidates for the board of directors are recruited based on a thorough process approved by the board of directors. The Committee recommends that in assessing candidates for the board of directors – in addition to individual competencies and qualifications – the need for continuity, renewal and diversity is also considered.	•		
3.1.4. The Committee recommends that the notice convening general meetings, where election of members to the board of directors is on the agenda – in addition to the statutory items – also includes a description of the proposed candidates' <ul style="list-style-type: none"> • qualifications, • other managerial duties in commercial undertakings, including board committees, • demanding organisational assignments and • independence. 	•		
3.1.5. The Committee recommends that members to the board of directors elected by the general meeting stand for election every year at the annual general meeting, and that the members are nominated and elected individually.	•		
3.2. The board of director's independence			
3.2.1. The Committee recommends that at least half of the members of the board of directors elected by the general meeting are independent in order for the board of directors to be able to act independently avoiding conflicts of interests. In order to be independent, the member in question may not: <ul style="list-style-type: none"> • be or within the past five years have been a member of the executive management or an executive employee in the company, a subsidiary or a group company, • within the past five years have received large emoluments from the company/group, a subsidiary or a group company in another capacity than as member of the board of directors, • represent or be associated with a controlling shareholder, • within the past year have had a business relationship (e.g. personally or indirectly as a partner or an employee, shareholder, customer, supplier or member of a governing body in companies with similar relations) with the company, a subsidiary or a group company, which is significant for the company and/or the business relationship, • be or within the past three years have been employed with or a partner in the same company as the company's auditor elected in general meeting, • be a CEO in a company with cross-memberships in the company's management, • have been a member of the board of directors for more than twelve years, or • be closely related to persons, who are not independent, cf. the above-stated criteria. <p>Even if a member of the board of directors does not fall within the above-stated criteria, the board of directors may for other reasons decide that the member in question is not independent.</p>	•		

Recommendation	The company complies	The company explains	
		Why	How
3.2.2. The Committee recommends that members of the executive management are not members of the board of directors and that members retiring from the executive management do not join the board of directors immediately thereafter.	•		
3.3. Members of the board of directors and the number of other managerial duties			
3.3.1. The Committee recommends that the board of directors and each of the members on the board of directors, in connection with the annual evaluation, cf. recommendation 3.5.1., assesses how much time is required to perform the board duties. The aim is for the individual member of the board of directors not to take on more managerial duties than the board member in question is able to perform in a satisfactory manner.	•		
3.3.2. The Committee recommends that the management commentary, in addition to the statutory requirements, contains the following information on the individual members of the board of directors: <ul style="list-style-type: none"> • position, age and gender, • competencies and qualifications relevant to the company, • independence, • year of joining the board of directors, • year of expiry of the current election period, • participation in meetings of the board of directors and committee meetings, • managerial duties in other commercial undertakings, including board committees, and demanding organisational assignments, and • the number of shares, options, warrants, etc. that the member holds in the company and its group companies and any changes in such holdings during the financial year. 	•		
3.4. Board committees			
3.4.1. The Committee recommends that the management describes in the management commentary: <ul style="list-style-type: none"> • the board committees' most significant activities and number of meetings in the past year, and • the members on the individual board committees, including the chairperson and the independence of the members of the committee in question. In addition, it is recommended that the board committees' terms of reference are published on the company's website.	•		
3.4.2. The Committee recommends that board committees solely consist of members of the board of directors and that the majority of the members of the board committees are independent.	•		

Recommendation	The company complies	The company explains	
		Why	How
<p>3.4.3. The Committee recommends that the board of directors establishes an audit committee and appoints a chairperson of the audit committee, who is not the chairperson of the board of directors. The Committee recommends that the audit committee, in addition to its statutory duties, assists the board of directors in:</p> <ul style="list-style-type: none"> • supervising the correctness of the published financial information, including accounting practices in significant areas, significant accounting estimates and related party transactions, • reviewing internal control and risk areas in order to ensure management of significant risks, including in relation to the announced financial outlook, • assessing the need for internal audit, • performing the evaluation of the auditor elected by the general meeting, • reviewing the auditor fee for the auditor elected by the general meeting, • supervising the scope of the non-audit services performed by the auditor elected by the general meeting, and • ensuring regular interaction between the auditor elected by the general meeting and the board of directors, for instance, that the board of directors and the audit committee at least once a year meet with the auditor without the executive management being present. <p>If the board of directors, based on a recommendation from the audit committee, decides to set up an internal audit function, the audit committee must:</p> <ul style="list-style-type: none"> • prepare terms of reference and recommendations on the nomination, employment and dismissal of the head of the internal audit function and on the budget for the department, • ensure that the internal audit function has sufficient resources and competencies to perform its role, and • supervise the executive management's follow-up on the conclusions and recommendations of the internal audit function. 	•		
<p>3.4.4. The Committee recommends that the board of directors establishes a nomination committee to perform at least the following preparatory tasks:</p> <ul style="list-style-type: none"> • describing the required qualifications for a given member of the board of directors and the executive management, the estimated time required for performing the duties of this member of the board of directors and the competencies, knowledge and experience that is or should be represented in the two management bodies, • on an annual basis evaluating the board of directors and the executive management's structure, size, composition and results and preparing recommendations for the board of directors for any changes, • in cooperation with the chairperson handling the annual evaluation of the board of directors and assessing the individual management members' competencies, knowledge, experience and succession as well as reporting on it to the board of directors, • handling the recruitment of new members to the board of directors and the executive management and nominating candidates for the board of directors' approval, • ensuring that a succession plan for the executive management is in place, • supervising executive managements' policy for the engagement of executive employees, and • supervising the preparation of a diversity policy for the board of directors' approval. 	•		

Recommendation	The company complies	The company explains	
		Why	How
<p>3.4.5. The Committee recommends that the board of directors establishes a remuneration committee to perform at least the following preparatory tasks:</p> <ul style="list-style-type: none"> • preparing a draft remuneration policy for the board of directors' approval prior to the presentation at the general meeting, • providing a proposal to the board of directors on the remuneration of the members of the executive management, • providing a proposal to the board of directors on the remuneration of the board of directors prior to the presentation at the general meeting, • ensuring that the management's actual remuneration complies with the company's remuneration policy and the evaluation of the individual member's performance, and • assisting in the preparation of the annual remuneration report for the board of directors' approval prior to the presentation for the general meeting's advisory vote. 	•		
3.5. Evaluation of the board of directors and the executive management			
<p>3.5.1. The Committee recommends that the board of directors once a year evaluates the board of directors and at least every three years engages external assistance in the evaluation. The Committee recommends that the evaluation focuses on the recommendations on the board of directors' work, efficiency, composition and organisation, cf. recommendations 3.1.-3.4. above, and that the evaluation as a minimum always includes the following topics:</p> <ul style="list-style-type: none"> • the composition of the board of directors with focus on competencies and diversity, • the board of directors and the individual member's contribution and results, • the cooperation on the board of directors and between the board of directors and the executive management, • the chairperson's leadership of the board of directors, • the committee structure and the work in the committees, • the organisation of the work of the board of directors and the quality of the material provided to the board of directors, and • the board members' preparation for and active participation in the meetings of the board of directors. 	•		
<p>3.5.2. The Committee recommends that the entire board of directors discusses the result of the evaluation of the board of directors and that the procedure for the evaluation and the general conclusions of the evaluation are described in the management commentary, on the company's website and at the company's general meeting.</p>	•		
<p>3.5.3. The Committee recommends that the board of directors at least once a year evaluates the work and results of the executive management according to pre-established criteria, and that the chairperson reviews the evaluation together with the executive management. In addition, the board of directors should on a continuous basis assess the need for changes in the structure and composition of the executive management, including in respect of diversity, succession planning and risks, in light of the company's strategy.</p>	•		

Recommendation	The company complies	The company explains	
		Why	How
4. Remuneration of management			
4.1. Remuneration of the board of directors and the executive management			
4.1.1. The Committee recommends that the remuneration for the board of directors and the executive management and the other terms of employment/ service is considered competitive and consistent with the company's long-term shareholder interests.	<ul style="list-style-type: none">		
4.1.2. The Committee recommends that share-based incentive schemes are revolving, i.e., that they are periodically granted, and that they primarily consist of long-term schemes with a vesting or maturity period of at least three years.	<ul style="list-style-type: none">		
4.1.3. The Committee recommends that the variable part of the remuneration has a cap at the time of grant, and that there is transparency in respect of the potential value at the time of exercise under pessimistic, expected and optimistic scenarios.	<ul style="list-style-type: none">		
4.1.4. The Committee recommends that the overall value of the remuneration for the notice period, including severance payment, in connection with a member of the executive management's departure, does not exceed two years' remuneration including all remuneration elements.	<ul style="list-style-type: none">		
4.1.5. The Committee recommends that members of the board of directors are not remunerated with share options and warrants.	<ul style="list-style-type: none">		
4.1.6. The Committee recommends that the company has the option to reclaim, in whole or in part, variable remuneration from the board of directors and the executive management if the remuneration granted, earned or paid was based on information, which subsequently proves to be incorrect, or if the recipient acted in bad faith in respect of other matters, which implied payment of a too large variable remuneration.	<ul style="list-style-type: none">		
5. Risk management			
5.1. Identification of risks and openness in respect of additional information			
5.1.1. The Committee recommends that the board of directors based on the company's strategy and business model considers, for instance, the most significant strategic, business, accounting and liquidity risks. The company should in the management commentary give an account of these risks and the company's risk management.	<ul style="list-style-type: none">		
5.1.2. The Committee recommends that the board of directors establishes a whistleblower scheme, giving the employees and other stakeholders the opportunity to report serious violations or suspicion thereof in an expedient and confidential manner, and that a procedure is in place for handling such whistleblower cases.	<ul style="list-style-type: none">		

Section C:

Danske Bank’s reporting on other codes observed by Danske Bank

The Danish Bankers Association (in Danish: “*Finansrådet*”), which is part of Finance Denmark (in Danish: “*Finans Danmark*”), has issued a Corporate Governance Code, which applies to the institutions, which were members of the Danish Bankers Association. The Corporate Governance Code is available at www.finansdanmark.dk.

In the below, Danske Bank reports on its compliance with the Corporate Governance Code using the standard reporting format by applying the “comply or explain” approach.

Danske Bank complied with all recommendations during 2025.

Recommendation	The company complies	Comments
1. The Danish Bankers Association recommends that the members respond to all the recommendations of the Danish Committee on Corporate Governance.	•	
2. The Danish Bankers Association recommends that the members prepare and publish a code of conduct describing the company's core values and the conduct desired in terms of the company's management and operations.	•	
3. The Danish Bankers Association recommends that the members use a well-described, structured process when recruiting candidates for the board of directors and possibly bring in external expertise.	•	
4. The Danish Bankers Association recommends that those members whose articles of association contain provisions determining that board members may only be elected from a limited group of individuals explain the background to these restrictions.	•	
5. The Danish Bankers Association recommends that board members embark on a training programme in banking operations as soon as possible and at the latest six months after joining the board of directors, unless the board member concerned already possesses up-to-date, special banking competencies. The programme should reflect the company's size, business model and complexity.	•	
6. The Danish Bankers Association recommends that members of a board of directors continuously receive competency development opportunities as relevant for their board duties. The topics and scope should be adapted to the company's size, business model and complexity.	•	
7. The Danish Bankers Association recommends that each individual board member conducts an annual evaluation of his or her work on the board. As part of the evaluation, each board member must complete an evaluation form covering both managerial and banking-related topics.	•	

Recommendation	The company complies	Comments
8. The Danish Bankers Association recommends that relevant subject matter experts are involved in the cooperation with the board of directors, including participating in meetings of the board of directors when particularly complex issues are to be discussed.	•	
9. The Danish Bankers Association recommends that the cooperation between the executive board and the board of directors be discussed at a board meeting at least once a year, without the presence of the executive board.	•	
10. The Danish Bankers Association recommends that an overview of the participation of the members of the board of directors in board and committee meetings is published on the members' website or in a similar manner.	•	
11. The Danish Bankers Association recommends that the members address the rules set out in the Danish Financial Business Act (lov om finansiel virksomhed) regarding the cap on number of executive positions.	•	
12. The Danish Bankers Association recommends that the members focus on the role of the external auditor and the quality of the auditor's work. Among other things, members should set requirements for the composition of the teams used by external auditors to ensure that a team includes at least two experienced auditors with additional areas of expertise. To be considered an experienced auditor, an auditor must have completed supplementary training aimed at the banking sector and have participated in the auditing of a commercial bank, savings bank or cooperative bank for at least three years.	•	