

Ref.nr.:

PIN code:

## Notice of Ordinary General Meeting

Ordinary General Meeting in Sbanken ASA will be held on 22 April 2021 at 10:00 hours (CET).

Address: Folke Bernadottes vei 38, 5147 Fyllingsdalen

**Registration Deadline: 10:00 hours (CET) on 20 April 2021.**

**The company accepts votes in advance for this Meeting. Registration Deadline for advance votes: 20 April 2021 at 10:00 hours (CET). Advance votes may only be executed electronically, through the Company's website (use the above mentioned pin code and reference number) or via VPS Investor Services.**

## Notice of attendance

The Undersigned will attend the Annual General Meeting on the 22.04.2021 and cast votes for:

**own shares**

**Notice of attendance should be registered electronically through the Company's website or via VPS Investor Services**

For notification of attendance through the Company's website, the above mentioned pin code and reference number must be stated. Registration may also be sent electronically through VPS Investor Services (pin code and reference number is not needed), or sent by e-mail to [genf@dnb.no](mailto:genf@dnb.no), or by regular Mail to DNB Bank ASA, Registrar's Department, P.O.Box 1600 Centrum, 0021 Oslo, Norway. The notice of attendance must be received no later than **10:00 hours (CET) on 20 April 2021**.

If the shareholder is a Company, please state the name of the individual who will be representing the Company: \_\_\_\_\_

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Place

Date

Shareholder's signature

## Proxy without voting instructions for Ordinary General Meeting of Sbanken ASA

**Proxy should be submitted electronically through the Company's website or via VPS Investor Services.**

If you are unable to attend the meeting, a proxy may be granted to another individual. For granting proxy through the Company's website, the above mentioned pin code and reference number must be stated. Proxy may also be sent electronically through VPS Investor Services (pin code and reference number is not needed), or by e-mail to [genf@dnb.no](mailto:genf@dnb.no), or by regular Mail to DNB Bank ASA, Registrar's Department, P.O.Box 1600 Centrum, 0021 Oslo, Norway. The proxy must be received no later than **10:00 hours (CET) on 20 April 2021**.

If you send the proxy without naming the proxy holder, the proxy will be given to the Chair of the Board of Directors or an individual authorised by him.

**Undersigned:**

here by grants (tick one of the two)

Ref.nr.:

Pinkode:

The Chair of the Board (or a person authorised by him), or

\_\_\_\_\_  
(Name of proxy holder in capital letters)

proxy to attend and vote for my/our shares at the Ordinary General Meeting of Sbanken on 22 April 2021.

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Place

Date

Shareholder's signature  
(Only for granting proxy)

With regards to your right to attend and vote, reference is made to the Norwegian Public Limited Liability Companies Act, in particular Chapter 5. If the shareholder is a Company, the Company's Certificate of Registration must be attached to the proxy.

## Proxy with voting instruction for Ordinary General Meeting of Sbanken ASA

If you are unable to attend the Ordinary General Meeting in person, you may use this proxy form to give voting instructions to the Chair of the Board of Directors or the person authorised by him. Proxies with voting instructions can only be registered by DNB, and must be sent to [genf@dnb.no](mailto:genf@dnb.no) (scanned form), or by regular Mail to DNB Bank ASA, Registrar's Department, P.O.Box 1600 Centrum, 0021 Oslo, Norway. The form must be received by DNB Bank ASA, Registrars Department no later than **10:00 hours (CET) on 20 April 2021. This proxy must be signed and dated.**

The undersigned:

Ref.nr.:

hereby grants the Chair of the Board of Directors (or the person authorised by him) proxy to attend and vote for my/our shares at the Ordinary General Meeting of Sbanken ASA on **22 April 2021 at 10:00 hours (CET)**.

The votes shall be exercised in accordance to the instructions below. If the sections for voting are left blank, this will be counted as an instruction to vote "for" the Board of Directors recommendations. However, if any motions are made from the attendees in addition to or in replacement of the proposals in the Notice, the proxy holder may vote at his or her discretion. If there is any doubt as to how the instructions should be understood, the proxy holder may abstain from voting.

Agenda for the Ordinary General Meeting 2021		For	Against	Abstention
Item 1	Election of Mr Filip Truyen to chair the meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2	Approval of the notice and agenda	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	Election of a person to co-sign the minutes together with the chairman of the meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	Approval of the 2020 annual report and financial statements, and authorization to the Board of Directors to decide on distribution on dividends for the financial year 2020			
Item 4.1	Approval of the annual report and annual financial statements for the financial year 2020	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4.2	Authorisation to the Board of Directors to distribute up to NOK 4.40 per share in dividend for the financial year 2020	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5	Approval of the remuneration to the auditor for the financial year 2020	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 6	Determination of the remuneration to the members of the Board of Directors and the Board committees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 7	Determination of the remuneration to the members of the nomination committee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 8	Approval of the Policy on the fixing of salaries and other remuneration to executive management and non-executive directors pursuant to section 6-16a of the Public Limited Companies Act	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 9	Statement of corporate governance pursuant to section 3-3B of the Accounting Act	No vote		
Item 10	Election of the chairman and members to the nomination committee			
	Susanne Munch Thore (chairman, election)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Berit Henriksen (member, election)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Øistein Widding (member, election)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 11	Election of the chairman and members to the Board of the Directors			
	Niklas Midtby (chairman, re-election)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Mai-Lill Ibsen (member, re-election)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Ragnhild Wiborg (member, re-election)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Herman Korsgaard (member, new)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 12	Authorisation to the Board of Directors to acquire own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 13	Authorisation to the Board of Directors to issue hybrid capital, subordinated debt and senior non-preferred debt			
Item 13.1	Hybrid capital instruments (Tier 1)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 13.2	Subordinated debt (Tier 2)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 13.3	Senior non-preferred debt (Tier 3)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 14	Authorisation to the Board of Directors to increase the share capital by subscription of new shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Place

Date

Shareholder's signature  
(only for granting proxy with voting instructions)

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