

## Notice of Extraordinary General Meeting of Jyske Bank A/S

This is to give notice of an Extraordinary General Meeting of Jyske Bank A/S, which will be held on Tuesday 19 January 2016, at 10.00 a.m. at Vestergade 8-16, 8600 Silkeborg, Denmark.

At the Extraordinary General Meeting held on 15 December 2015, the motions to amend the Articles of Association were adopted. However, the members in general meeting with a right to vote represented less than 90% of the share capital, wherefore the final adoption of the amendments to the Articles of Association is subject to adoption at a second Extraordinary General Meeting.

The proposed amendments to the Articles of Association are due to the desire to improve the possibilities of electing the best qualified candidates to the Shareholders' Representatives and the Supervisory Board.

**The AGENDA** is as follows:

### 1 Motions

Motions for amendments to the Articles of Association proposed by the Supervisory Board for consideration:

#### 1 Art. 14(3) to be changed to read as follows:

Where the number of Shareholders' Representatives falls below 25 in any one geographical electoral region, the next annual general meeting shall hold a new election. *(The proposal is a consequential change due to the proposed amendment of Art. 14(4)).*

#### 2 Art. 14(4) to be changed to read as follows:

Shareholders' Representatives shall be elected for terms of three years. The Shareholders' Representatives are up for election at the annual general meeting in the third calendar year after the annual general meeting at which the representative was elected. Re-elections shall be allowed.

#### 3 Art. 14(5) to be changed to read as follows:

Eligible for the body of Shareholders' Representatives shall be personally registered shareholders of the Bank who are of age and have the right of managing their estate. In addition, the shareholder shall not have attained the age of 70 or more during the preceding calendar year. Shareholders' Representatives shall retire from the body of Shareholders' Representatives at the first election of Shareholders' Representatives after the calendar year when such representative attained the age of 70.

4 *Art. 14(10) to be changed to read as follows:*

Provided that such observers meet the eligibility requirements, they may be elected to the Shareholders' Representatives at a coming annual general meeting in accordance with the provisions on the structure and election of Shareholders' Representatives always provided that the provision of Art. 14(2) on the highest number of Shareholders' Representatives of each geographical electoral region shall not apply. The number of Shareholders' Representatives may hence exceed the maximum 50 members in a geographical electoral region but shall not exceed 70 members. Similar deviations as mentioned above shall be possible for potential elections by members in general meeting of Shareholders' Representatives in accordance with Art. 14(9).  
(*The proposal is a consequential change due to the proposed amendment of Art. 14(4)*).

5 *Art. 16(3) to be changed to read as follows:*

Members of the Supervisory Board elected by the Shareholders' Representatives shall be elected for terms of three years. Re-elections shall be allowed.

- 2 In connection with the proposed amendments to the Articles of Association, the Supervisory Board proposes that the members in general meeting authorise the Supervisory Board to make such amendments as may be required by the Danish Business Authority in connection with registration of the Articles of Association.

### **The size of the share capital and the voting rights of the shareholders**

Jyske Bank's share capital is DKK 950,399,990, comprising shares at a face value of DKK 10 Each share amount of DKK 10 shall carry one vote, provided always that 4,000 votes are the highest number of votes any one shareholder may cast on his own behalf. Voting rights can only be exercised by shareholders or their proxies. For the voting right of a share acquired through a transfer to be exercised, the share shall be registered in the name of the holder in the Bank's register of shareholders not later than on the day of registration, which is 12 January 2016, or the title to such share shall be notified and documented to the Bank within that same time limit.

### **Proxy and postal vote**

Shareholders may not later than 15 January 2016 appoint Jyske Bank's Supervisory Board or a third party as proxy. Previous appointments of Jyske Bank's Supervisory Board as proxy holders are not valid for this Extraordinary General Meeting. Your proxy may be appointed electronically at the Investor Portal of VP Investor Services via Jyske Bank's website [jyskebank.dk](http://jyskebank.dk) or in writing by means of the form for the appointment of proxies which is available at one of Jyske Bank's branches. Where the form of proxy is used, the completed and signed form must reach the Bank by the above-mentioned deadline. Please forward the form by post to Jyske Bank A/S, Fondsservice, Vestergade 8-16, DK-8600 Silkeborg, by e-mail to [Fondsservice@jyskebank.dk](mailto:Fondsservice@jyskebank.dk) or by fax to +45 89 89 73 84.

Shareholders may attend the General Meeting by proxy and cast their votes by proxy. Also in this respect, your proxy may be appointed electronically or by means of the form of proxy as described above at the above-mentioned deadline.

Shareholders may cast postal votes prior to the General Meeting. Postal votes may be cast electronically at the Investor Portal of VP Investor Services via Jyske Bank's website [jyskebank.dk](http://jyskebank.dk) or by means of a form. The form is available at the Bank's branches and may be returned by post to Jyske Bank A/S, Fondsservice, Vestergade 8-16, DK-8600 Silkeborg, by e-mail to [Fondsservice@jyskebank.dk](mailto:Fondsservice@jyskebank.dk) or by fax to +45 89 89 73 84. Deadline for casting postal votes is 18 January 2016, at 10.00 a.m.

### **Custodian bank**

Jyske Bank's shareholders may choose Jyske Bank A/S as their custodian bank in order to exercise their financial rights through Jyske Bank A/S.

### **Questions from shareholders**

Shareholders may ask questions in writing about the items of the agenda or the Bank's financial position. Please send questions to Jyske Bank A/S, Juridisk Afdeling, Vestergade 8-16, DK-8600 Silkeborg or by e-mail to [Juridisk@jyskebank.dk](mailto:Juridisk@jyskebank.dk). Questions and answers will be presented at the general meeting. At the Extraordinary General Meeting, the management will also answer questions from the shareholders about matters of importance for the financial situation of the Bank and questions for consideration at the General Meeting.

### **Further information**

The following documents can be downloaded from [jyskebank.dk](http://jyskebank.dk) or can be ordered from Jyske Bank's branches *from 17 December 2015*:

- 1 Notice of General Meeting.
- 2 The total number of shares and voting rights at the date of the notice.
- 3 The agenda and the full wording of motions, including the proposed amendments to the Articles of Association.
- 4 The forms to be used when voting by proxy or by postal vote.

### **Admission card**

Shareholders who wish to attend the General Meeting and cast their votes must acquire an admission card. Admission cards for the Extraordinary General Meeting can be ordered at the Investor Portal of VP Investor Services via [jyskebank.dk](http://jyskebank.dk) or from any of Jyske Bank's branches from 17 December 2015 and must be ordered by 15 January 2016 at 6.00 p.m. at the latest.

For the sake of good order, we point out that no refreshments can be expected to be served at the Extraordinary General Meeting.

Silkeborg, 15 December 2015  
The Supervisory Board