



DNB Bank ASA – Notice of Annual General Meeting Tuesday 26 April 2022

Shareholders in DNB Bank ASA are invited to attend the Annual General Meeting to be held at 15:00 on Tuesday 26 April 2022. Shareholders may attend digitally or in person, at DNB's premises at Dronning Eufemias gate 30. Shareholders will only be able to vote electronically at the Annual General Meeting. See the guide enclosed for more information about digital participation and voting. The Annual General Meeting will be opened by the Chair of the Board of Directors.

Agenda:

- Item 1 Opening of the Annual General Meeting and selection of a person to chair the meeting
- Item 2 Approval of the notice of the Annual General Meeting and the agenda
- Item 3 Election of a person to sign the minutes of the Annual General Meeting along with the chair of the meeting
- Item 4 Approval of the 2021 annual accounts and directors' report and allocation of the profit for the year, including distribution of a dividend of NOK 9.75 per share
- Item 5 Authorisation to the Board of Directors for the repurchase of shares
 - a) Repurchase of shares for subsequent deletion
 - b) Repurchase and establishment of an agreed pledge on shares to meet DNB Market's need for hedging
- Item 6 Authorisation to the Board of Directors to raise debt capital
- Item 7 Amendments to DNB's Articles of Association regarding raising debt capital
- Item 8 Salaries and other remuneration of executive and non-executive directors
 - a) Consultative vote on the Remuneration Report for Executive and Non-Executive Directors for 2021
 - b) Approval of changes to the Board of Directors' Guidelines for the Remuneration of Executive and Non-Executive Directors
- Item 9 Corporate governance
- Item 10 Approval of the auditor's remuneration
- Item 11 Election of members of the Board of Directors
- Item 12 Election of members of the Election Committee
- Item 13 Amendments to the Instructions for the Election Committee
- Item 14 Approval of remuneration of members of the Board of Directors and the Election Committee

Votes and voting rights

DNB Bank ASA is a Norwegian public limited liability company subject to the Norwegian Public Limited Liability Companies Act. The company has issued 1 550 365 021 shares, each carrying one vote at the Annual General Meeting. The shares also rank equally in other respects. The company does not own any of its own shares.

The shareholders are entitled to attend the Annual General Meeting and to vote according to the number of shares for which they are registered as owner in the Norwegian Central Securities Depository (VPS) on Tuesday 19 April 2022, five business day prior to the Annual General Meeting.

Neither beneficial owners nor asset managers may attend or vote at the Annual General Meeting for shares registered in VPS in a nominee account. If a beneficial owner wishes to attend and vote for such shares, the shares must be transferred to an account in the shareholder's own name prior to the Annual General Meeting. Such re-registration must be documented by a transcript from VPS no later than Tuesday, 19 April 2022.

Shareholders will only be able to vote electronically at the actual Annual General Meeting. Shareholders who wish to participate in person and who have not voted in advance or given a proxy to another person must bring a tablet or smartphone in order to vote. Please arrive early if you need help with voting.

Shareholders are entitled to present alternatives to the Board of Directors' proposals for resolutions under the various items on the agenda of the Annual General Meeting, provided that the alternative proposals are within the scope of the matters under consideration.

Registration

Shareholders who want to participate digitally do not need to register, but to be able to vote at the Annual General Meeting, you must be logged in to the technical solution when the chair of the meeting draws up the list of the shareholders in attendance. The login solution will open one hour before the meeting starts.

Shareholders who wish to participate in person must register attendance no later than Friday 22 April 2022 at 16:00. Shareholders who have not registered attendance within the deadline may be denied access. Attendance is registered electronically via VPS Investor Services or DNB's web page www.dnb.no/en/agm. Attendance can also be registered by sending the enclosed registration form to genf@dnb.no or DNB Bank ASA, Registrar's Department, PO Box 1600 Sentrum, NO-0021 Oslo. The registration form must be received by DNB no later than Friday 22 April 2022 at 16:00.

Shareholders who vote in advance or give a proxy are still welcome to attend the Annual General Meeting in person. If you would like to attend in person, please register at genf@dnb.no no later than Friday 22 April 2022 at 16:00. You can also watch the Annual General Meeting online by using the link in the guide enclosed.

Please note that the option to participate in the Annual General Meeting in person may be withdrawn if new COVID-19 restrictions are introduced.

Pursuant to the requirements in the Norwegian Public Limited Liability Companies Act, a list of participants at the Annual General Meeting will be published on the company's website within 15 days of the Annual General Meeting. The list will show which shareholders participated, either in person or by proxy, and how many shares and votes each person represented.

Advance votes and representation by proxy

Shareholders who wish to cast their votes in advance, may do so electronically via VPS Investor Services or DNB's web page www.dnb.no/en/agm no later than Friday 22 April 2022 at 16:00.

Shareholders who wish to be represented by proxy may give proxy electronically via VPS Investor Services or on DNB's web page www.dnb.no/en/agm no later than Friday 22 April 2022 at 16:00. Shareholders may also submit the attached proxy form with or without voting instructions, which must be received by DNB by the same deadline.

If proxy is given to the Chair of the Board of Directors, the proxy form with voting instructions should be completed. If the voting instructions are not filled out, this will be interpreted as an instruction to vote in favour of the Board of Directors' proposals set out in the notice of the Annual General Meeting and in favour of the Board of Directors' recommendations concerning submitted proposals.

Documents

The following documents concerning the Annual General Meeting can be found on the company's web page www.dnb.no/en/agm:

- Annual report 2021
- Details of items on the agenda
- Information about shareholders' right to submit proposals for resolutions, etc. and their right to require information pursuant to sections 5-11 and 5-15 of the Norwegian Public Limited Companies Act

Shareholders who wish to receive the annual report and information about items on the agenda by post are requested to send their full name and address to:

Email: genf@dnb.no
Tel: (+47) 906 49 698 (08:00–16:00)

If you have any other questions about the Annual General Meeting, please call tel. (+47) 941 94 168. General questions relating to your shares may be directed to your own bank. DNB customers can contact customer service on tel. (+47) 915 04 800.

Oslo, 4 April 2022

Olaug Svarva
Chair of the Board of Directors

Ref. no.:

Pin code:

Shareholder register date: 19 April 2022

Deadline for registering advance votes, instructions and registering physical participation: 22 April 2022

Information about registration and voting in connection with the Annual General Meeting of DNB Bank ASA on 26 April 2022

Advance voting

Advance voting may be used for this Annual General Meeting. Deadline for registering advance votes: Friday 22 April 2022 at 16:00. Advance votes must be submitted electronically, via the company's website www.dnb.no/en/agm (use the PIN code and reference number provided above) or via VPS Investor Services. In VPS Investor Services, select *Corporate Actions* and *General Meeting*.

Registration

Shareholders who want to participate digitally do not need to register, but if you want to vote, you must be logged on to the technical solution when the chair of the meeting draws up the list of the shareholders in attendance. The login solution will open one hour before the meeting starts. Please see the guide to digital participation.

Shareholders who wish to participate in person must register attendance no later than Friday 22 April 2022 at 16:00. Attendance can be registered electronically through the company's web page dnb.no/en/agm or via VPS Investor Services. The registration form below may also be used. You are still welcome to attend the Annual General Meeting in person even if you have voted in advance or given a proxy. If so, please send your registration to genf@dnb.no no later than Friday 22 April 2022 at 16:00.

Registration form for participation in person

Participation in person can be registered electronically via the company's web page www.dnb.no/en/agm or VPS Investor Services. Alternatively, this registration form can be sent to genf@dnb.no or by post to DNB Bank ASA, Registrar's Department, PO Box 1600 Sentrum, NO-0021 Oslo. The registration form must be received by DNB no later than Friday 22 April 2022 at 16:00.

The undersigned will attend DNB's Annual General Meeting in person on Tuesday 26 April 2022, and will vote electronically for his/her own shares.

.....
Place/date

.....
Shareholder's signature. Only to be signed in the event of participation in person.
If a proxy is given, use the form below.

Proxy form without voting instructions for the Annual General Meeting of DNB Bank ASA

The proxy must be given electronically on DNB's website www.dnb.no/en/agm or via VPS Investor Services. When giving a proxy via DNB's website, the PIN and reference number specified above must be used. In VPS Investor Services, select *Corporate Actions* and *General Meeting*.

Alternatively, you may send the signed form by email to genf@dnb.no, or by post to DNB Bank ASA, Registrar's Department, PO Box 1600 Sentrum, NO-0021 Oslo. This form must be received by DNB no later than Friday 22 April 2022 at 16:00. If the shareholder wishing to give a proxy is a company, the shareholder's certificate of registration must be submitted along with the proxy form. If the proxy form is submitted without stating the name of the proxy, the proxy will be deemed to have been given to the Chair of the Board of Directors.

The undersigned:

hereby appoints (tick):

☐ the Chair of the Board (or the person she authorises), or

☐
(name and email of proxy in block letters)

to attend the Annual General Meeting of DNB Bank ASA on 26 April 2022 and vote for my/our shares.

☐ Tick the box here if the proxy (someone other than the Chair of the Board of Directors) will be participating in person.

.....
Place/date

.....
Shareholder's signature
(only sign for proxy form without voting instructions)

Proxy form with voting instructions for the Annual General Meeting of DNB Bank ASA

If you are unable to attend the Annual General Meeting, you may use this proxy form to give voting instructions to the Chair of the Board of Directors or the person she authorises. It is also possible to cast advance votes electronically – see separate section on the first page. Voting instructions to anyone other than the Chair of the Board of Directors are to be agreed directly with the proxy.

A proxy form with voting instructions cannot be registered electronically. The signed form must be sent by email to genf@dnb.no or by post to DNB Bank ASA, Registrar's Department, PO Box 1600 Sentrum, NO-0021 Oslo. The proxy form must be received by DNB no later than 22 April 2022 at 16:00. If the shareholder wishing to give a proxy is a company, the shareholder's certificate of registration must be submitted along with the proxy form.

The form must be dated and signed.

The undersigned:

Ref. no.:

hereby authorises the Chair of the Board of Directors (or the person she authorises) to participate in the Annual General Meeting of DNB Bank ASA on 26 April 2022 and vote for my/our shares.

The votes are to be cast in accordance with the instructions given below. If an alternative is not ticked for an item on the agenda, this will be interpreted as an instruction to vote in favour of the recommendations of the Board of Directors and Election Committee. However, the proxy will decide how to vote if proposals are put forward in addition to, or instead of, the proposals in the notice of the meeting. If there is any doubt concerning how the instructions are to be interpreted, the proxy may abstain from voting.

Agenda for the Annual General Meeting on 26 April 2022		For	Against	Abstention
1.	Opening of the Annual General Meeting and selection of a person to chair the meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	Approval of the notice of the Annual General Meeting and the agenda	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	Election of a person to sign the minutes of the General Meeting along with the chair of the meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	Approval of the 2021 annual accounts and directors' report and allocation of the profit for the year, including distribution of a dividend of NOK 9.75 per share	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	Authorisation to the Board of Directors for the repurchase of shares			
	a) Repurchase of shares for subsequent deletion	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	b) Repurchase and establishment of an agreed pledge on shares to meet DNB Market's need for hedging	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.	Authorisation to the Board of Directors to raise debt capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.	Amendments to DNB's Articles of Association regarding raising debt capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8.	Salaries and other remuneration of executive and non-executive directors			
	a) Consultative vote on the Remuneration Report for Executive and Non-Executive Directors for 2021	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	b) Approval of changes to the Board of Directors' Guidelines for the Remuneration of Executive and Non-Executive Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9.	Corporate governance	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10.	Approval of the auditor's remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11.	Election of members of the Board of Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12.	Election of members of the Election Committee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13.	Amendments to the Instructions for the Election Committee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14.	Approval of remuneration of members of the Board of Directors and the Election Committee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Place/date

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