



DNB Bank ASA – Notice of Annual General Meeting Monday 29 April 2024

Shareholders in DNB Bank ASA are invited to attend the Annual General Meeting to be held at 15:00 on Monday 29 April 2024. Shareholders may choose whether they want to participate online using the technical solution Lumi AGM, or go to DNB's premises in Dronning Eufemias gate 30, Oslo, Norway and attend in person. At the Annual General Meeting, shareholders will only be able to vote online. See the guide attached for more information about online 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 2023 annual accounts and directors' report and allocation of the profit for the year, including distribution of a dividend of NOK 16 per share
- Item 5 Reduction in capital through the cancellation of own shares and the redemption of shares belonging to the Norwegian Government
- Item 6 Authorisations to the Board of Directors for the buy-back of shares
 - a) Buy-back of shares with subsequent cancellation
 - b) Buy-back of shares and establishment of an agreed pledge on shares to meet the need for hedging
- Item 7 Authorisation to the Board of Directors to raise 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
 - b) Approval of changes to the Board of Directors' Guidelines for the Remuneration of Executive and Non-Executive Directors
- Item 9 The Board of Directors' report on corporate governance
- Item 10 Election of members of the Board of Directors
- Item 11 Election of members of the Election Committee
- Item 12 Approval of remuneration of members of the Board of Directors and the Election Committee
- Item 13 Approval of the auditor's remuneration
- Item 14 Proposal from shareholder Roald Skjoldheim that DNB:
 - should not have equity investment programmes for employees,
 - should not finance wind power projects and the purchase of electric vehicles,
 - should give depositors a monthly payout of accrued interest, and
 - should offer exchange of Bitcoin to cash.

Votes and voting rights

DNB Bank ASA is a Norwegian public limited liability company. The company has issued 1 542 613 203 shares, each carrying one vote at the Annual General Meeting. The shares also rank equally in other respects. However, in accordance with the Norwegian Public Limited Companies Act, the company is not entitled to vote for the 33 054 725 shares held by the company itself. Thus, a total of 1 509 558 478 shares carry votes at the Annual General Meeting.

The shareholders are entitled to attend the Annual General Meeting and to vote according to the number of shares they own on 22 April 2024, five business days prior to the Annual General Meeting.

Holders of shares managed by nominees, who wish to participate and vote at the Annual General Meeting, must notify the company of this no later than 25 April 2024, two business days before the Annual General Meeting. This notification must be sent through the shareholder's nominee or sub-nominee, who is obligated to promptly forward the notification to the company.

Voting during the Annual General Meeting will exclusively take place online, both for the shareholders who attend in person and for those who participate online. Shareholders who wish to participate in person and have not voted in advance or given a proxy to another person must therefore 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

To be able to vote at the Annual General Meeting, shareholders who wish to participate online must be logged in to the technical solution when the chair of the meeting draws up the list of the shareholders attending. The login solution will open one hour before the meeting starts.

Shareholders who wish to participate in person are encouraged to register their attendance by 16:00 on 25 April 2024. Attendance is registered online via the VPS Investor Portal or DNB's website (www.dnb.no/en/agm).

Attendance can also be registered by sending the attached registration form to:

genf@dnb.no or

DNB Bank ASA
Registrar's Department
P.O. Box 1600 Sentrum
NO-0021 Oslo

The registration form must be received by DNB no later than 16:00 on 25 April 2024.

Shareholders who have voted in advance or have given a proxy are still welcome to attend the Annual General Meeting in person. You can also watch the Annual General Meeting online by using the link in the guide attached.

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 vote in advance or be represented by proxy may vote or give proxy online via the VPS Investor Portal or on DNB's website www.dnb.no/en/agm no later than 16:00 on 25 April 2024. 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 website www.dnb.no/en/agm:

- DNB's Annual report for 2023
- Details of items on the agenda
- Information about shareholders' right to submit proposals for resolutions, etc. and their right to require information under 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 regular post are requested to send their full name and address to: genf@dnb.no or call (+47) 906 49 698 (08:00–16:00).

If you have any 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/VPS account operator. DNB customers can contact customer service on tel. (+47) 915 04 800.

*DNB encourages its shareholders to agree to receiving electronic notice of future general meetings.
You can do this by agreeing to electronic communications in the VPS Investor Portal.*

Oslo, 5 April 2024

Olaug Svarva
Chair of the Board of Directors

Ref.no.:

PIN code:

Shareholder register date: 22 April 2024

Deadline for registering advance votes, instructions and registering physical participation: 25 April 2024

Information about registration and voting in connection with the Annual General Meeting of DNB Bank ASA on 29 April 2024

Advance voting

Advance voting may be used for this Annual General Meeting. Deadline for registering advance votes: Thursday 25 April 2024 at 16:00. Shareholders who wish to vote in advance are encouraged to vote electronically, via the company's website www.dnb.no/en/agm (use the PIN code and reference number provided above) or via the VPS Investor Portal (select Corporate Actions and Annual General Meeting.) Alternatively, you may send the form below by email to genf@dnb.no, or by regular post to DNB Bank ASA, Registrar's Department, PO Box 1600 Sentrum, NO-0021 Oslo.

Registration

Shareholders who wish to participate electronically do not need to register, but if you want to vote, 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. Please see the guide to electronic participation.

Shareholders who wish to participate in person are encouraged to register their attendance by 16:00 on Thursday 25 April 2024. Attendance can be registered electronically through the company's web page dnb.no/en/agm or via the VPS Investor Portal. The registration form below may also be used. You are still welcome to attend the Annual General Meeting in person if you have voted in advance or given a proxy.

Registration form for participation in person

Shareholders who wish to participate in person are encouraged to register electronically via the company's web page dnb.no/en/agm or the VPS Investor Portal. Alternatively, this registration form can be sent to genf@dnb.no or by regular post to DNB Bank ASA, Registrar's Department, PO Box 1600 Sentrum, NO-0021 Oslo. The registration form should be received by DNB no later than 16:00 on Thursday 25 April.

The undersigned will attend DNB's Annual General Meeting in person on Monday 29 April 2024, and will vote electronically for their 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 the VPS Investor Portal. When giving a proxy via DNB's website, the PIN and reference number specified above must be used. In the VPS Investor Portal, select *Corporate Actions* and *General Meeting*.

Alternatively, you may send the signed form by email to genf@dnb.no, or by regular 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 16:00 on Thursday 25 April 2024. If the shareholder wishing to give a proxy is a company, the proxy form must be signed in accordance with the shareholder's certificate of registration. 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 29 April 2024 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 regular 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 16:00 on Thursday 25 April 2024. 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 29 April 2024 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.

Place/date		Shareholder's signature (only sign for proxy form with voting instructions)		
Agenda for the Annual General Meeting on 29 April 2024		For	Against	Withhold
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 2023 annual accounts and directors' report and allocation of the profit for the year, including distribution of a dividend of NOK 16 per share	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	Reduction in capital through the cancellation of own shares and the redemption of shares belonging to the Norwegian Government	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.	Authorisations to the Board of Directors for the buy-back of shares			
	a) Buy-back of shares with subsequent cancellation	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	b) Buy-back of shares and establishment of an agreed pledge on shares to meet the need for hedging	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.	Authorisation to the Board of Directors to raise 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	<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.	The Board of Directors' report on corporate governance	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10.	Election of members of the Board of Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11.	Election of members of the Election Committee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12.	Approval of remuneration of members of the Board of Directors and the Election Committee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13.	Approval of the auditor's remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14.	Proposal from shareholder Roald Skjoldheim that DNB:	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	– should not have equity investment programmes for employees,			
	– should not finance wind power projects and the purchase of electric vehicles,			
	– should give depositors a monthly payout of accrued interest, and			
	– should offer exchange of Bitcoin to cash.			