



# DNB Bank ASA – Notice of Annual General Meeting

## 21 April 2026

Shareholders in DNB Bank ASA are invited to attend the Annual General Meeting to be held at 15:00 on 21 April 2026. Shareholders may choose whether they want to participate virtually using the technical solution Lumi AGM, or go to DNB's premises in Dronning Eufemias gate 30, Oslo and attend in person. At the Annual General Meeting, shareholders will only be able to vote electronically. See the attached guide 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 election of the 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
- Item 4 Approval of the 2025 annual accounts and directors' report, including distribution of a dividend of NOK 18 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 Remuneration Report for Executive and Non-executive Directors (consultative vote)
- 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 Nomination Committee
- Item 12 Approval of remuneration of members of the Board of Directors and the Nomination Committee
- Item 13 Approval of the auditor's remuneration

### Votes and voting rights

DNB Bank ASA is a Norwegian public limited liability company. The company has issued 1 477 604 985 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 24 380 480 shares held by the company itself. Thus, a total of 1 453 224 505 shares carry votes at the Annual General Meeting.

The shareholders are entitled to attend the Annual General Meeting and to vote in accordance with the number of shares they own on 14 April 2026, five business days prior to the Annual General Meeting.

Holders of shares held through nominees, who wish to attend and vote at the Annual General Meeting, must notify DNB of this no later than 17 April 2026, 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 only be carried out electronically, both for 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 delegated their vote to a proxy must therefore bring a tablet or smartphone in order to vote. Please arrive early if you need help with voting.

Shareholders may 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

In order to vote at the Annual General Meeting, shareholders who wish to participate virtually must be logged in to the technical solution at the time when the chair of the meeting draws up the list of attending shareholders. The technical solution will open for login one hour before the start of the meeting.

Shareholders who wish to attend in person are encouraged to register their attendance by 16:00 on 17 April 2026. Attendance is registered online via the VPS Investor Portal or DNB's website ([www.dnb.no/en/agm](http://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

We ask that the registration form is delivered to DNB no later than 16:00 on 17 April 2026.

Shareholders who have voted in advance or have delegated their vote to a proxy are still welcome to attend the Annual General Meeting in person. The Annual General Meeting can also be viewed online by following the link provided in the attached guide.

Pursuant to the requirements in the Norwegian Public Limited Liability Companies Act, a list of participants to the Annual General Meeting will be published on DNB's website within 15 days of the Annual General Meeting. The list will disclose participating shareholders, 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 a proxy must do so by voting or registering their proxy via the VPS Investor Portal or on DNB's website [www.dnb.no/en/agm](http://www.dnb.no/en/agm) no later than 16:00 on 17 April 2026. Shareholders may also submit the attached proxy form with or without voting instructions by the same deadline.

Shareholders that wish to be represented by the Chair of the Board of Directors should submit the proxy form with voting instructions. 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](http://www.dnb.no/en/agm):

- DNB's Annual report for 2025
- 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

An overview of the owners of nominee registered shares is available at [www.ir.dnb.no](http://www.ir.dnb.no).

At the general meeting, access may also be given to:

- The company's shareholder register as of 14 April 2026
- An overview of which owners of nominee-registered shares have reported that they will attend the general meeting.

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](mailto:genf@dnb.no).

If you have any questions about the Annual General Meeting, please contact [konsernsekretariatet@dnb.no](mailto:konsernsekretariatet@dnb.no). 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, 27 March 2026

Olaug Svarva  
Chair of the Board of Directors

Ref no:

PIN-code:

**Notice of Annual General Meeting 2026**

Annual General Meeting in DNB Bank ASA will be held on 21 April 2026 at 15:00, as a hybrid meeting.

The shareholder is registered with the following amount of shares at summons:  
the number of shares registered in Euronext per Record date 14 April 2026.

and vote for

**The general meeting is held as a hybrid meeting where shareholders can choose between participating online or meeting physically. All voting will take place electronically and shareholders who participate physically are asked to bring a smartphone to vote.**

**The deadline for electronic registration of enrollment, advance votes, proxy and instructions is 17 April 2026 at 16:00 CET.**

**Electronic registration**

*Alternatively, "Form for submission by post or e-mail for shareholders who cannot register their elections electronically".*

**Step 1 – Register during the enrollment/registration period:**

- Either through the company's website [www.dnb.no/generalforsamling](http://www.dnb.no/generalforsamling) using a reference number and PIN – code (for those of you who receive a summons in post-service), or
- Log in through VPS Investor services; available at <https://investor.vps.no/garm/auth/login> or through own account operator (bank/broker). Once logged in - choose *Corporate Actions – General Meeting – ISIN*

You will see your name, **reference number, PIN - code** and balance. At the bottom you will find these choices:

**"Enroll"** – There is no need for registration for online participation. Please enroll if you want to meet physically.

**"Advance vote"** - If you would like to vote in advance of the meeting

**"Delegate Proxy"** - Give proxy of attorney to the chair of the Board of Directors or another person

**"Close"** - Press this if you do not wish to register

**Step 2 – The general meeting day:**

**Physical participation:** Show up before start time if you have signed up for physical participation.

**Online participation:** Please login through <https://dnb.lumiconnect.com/100-680-761-976>. You must identify yourself using the **reference number and PIN - code** from VPS - see step 1 above. Shareholders can also get their reference number and PIN code by contacting DNB Carnegie Issuer Services by phone +47 23 26 80 20 (08:00-am – 3:00 pm).

If you log in after the meeting has started, you will be granted access, but without the right to vote.

**Form for submission by post or e-mail for shareholders who cannot register their elections electronically.**

The signed form is sent as an attachment in an e-mail\* to [genf@dnb.no](mailto:genf@dnb.no) (scan this form) or by mail to DNB Carnegie Issuer Services, P.O Box 1600 Sentrum, 0021 Oslo. Deadline for registration of advance votes, proxies and instructions must be received no later than **17 April 2026 at 16:00 CET**. If the shareholder is a company, the signature must be in accordance with the company certificate.

\*Will be unsecured unless the sender himself secure the e-mail

**shares would like to be represented at the general meeting in DNB Bank ASA as follows****(mark off):**

- Meet physically (do not mark the items below)
- Proxy to the Chair of the Board of directors or the person he or she authorizes (mark "For", "Against" or "Abstain" on the individual items below if you want the Proxy to be with instructions)
- Advance votes («For», «Against» or «Abstain» on the individual items below)
- Open proxy to (do not mark items below – agree directly with your proxy solicitor if you wish to give instructions on how to vote)

\_\_\_\_\_  
(enter the proxy solicitors name in the block letters)

Note: Proxy solicitor must contact DNB Carnegie Issuer Services by phone +47 23 26 80 20 (08:00-am – 3:00 pm) for login details.

Voting must take place in accordance with the instructions below. Missing or unclear markings are considered a vote in line with the board's and the election committee's recommendations. If a proposal is put forward in addition to, or as a replacement for, the proposal in the notice, the proxy determines the voting.

Agenda for the Annual General Meeting 21 April 2026	For	Against	Abstain
1. Opening of the Annual General Meeting and election of the 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 Annual General Meeting along with the chair of the meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Approval of the 2025 annual accounts and directors' report, including distribution of a dividend of NOK 18 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"/>
6a) Authorisations to the Board of Directors for the buy-back of shares with subsequent cancellation	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6b) Authorisations to the Board of Directors for the 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. Remuneration Report for Executive and Non-executive Directors (consultative vote)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. The Board of Directors' report on corporate governance	No voting		
10. Election of members of the Board of Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Election of members of the Nomination Committee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Approval of remuneration of members of the Board of Directors and the Nomination 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"/>

**The form must be dated and signed**

Place

Date

Shareholder's signature

## GUIDE FOR ONLINE PARTICIPATION DNB BANK ASA 21 APRIL 2026

**DNB Bank ASA will hold annual general meeting on 21 April 2026 at 15.00 CET as a hybrid meeting, where you get the opportunity to either participate physically, or online with your PC, phone or tablet.**

We would also like to point out that shareholders have the opportunity to pre-vote or grant a proxy before the meeting. See the notice for further details on how to register this. If you pre-vote or grant a proxy, you can still log in to the general meeting to follow and ask questions, but you will not have the opportunity to vote on the matters.

No registration is required for shareholders who wish to participate online, but shareholders **must be logged in before the general meeting starts**. If you log in after the general meeting has started, you will be given access to follow, but without the right to vote.

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### ACCESS THE ONLINE GENERAL MEETING

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Go to the following website: <https://dnb.lumiconnect.com/>

either on your smartphone, tablet or PC. All major known browsers, such as Chrome, Safari, Edge, Firefox etc. are supported.

enter Meeting ID: **100-680-761-976** and click **Join Meeting**:

Alternatively put direct link in your browser <https://dnb.lumiconnect.com/100-680-761-976>

As the company has decided to allow for guest log ins you will be prompted to decide between:



If you choose Guests, you will be asked to state your name and e-mail. You will not have the right to vote or speak in the meeting.

If you are a shareholder, choose Shareholder Ref.nr & PIN. You must then identify yourself with:

**a) Ref. number from VPS for the general meeting**

**b) PIN code from VPS for general meeting**

Once you are logged in you will be able to see your name, the number of votes you have, and you can choose the system language Norwegian or English.

**Please note that you must have internet access during the entire meeting.**

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### HOW TO FIND YOUR REFERENCE NUMBER AND PIN CODE

All shareholders registered in the VPS are assigned their own unique reference and PIN code for use in the General Meeting, available to each shareholder through VPS Investor Services. Access VPS Investor Services, select Corporate Actions, General Meeting. Click on the ISIN and you can see your reference number (Ref.nr.) and PIN code.

All VPS directly registered shareholders have access to investor services either via <https://investor.vps.no/garm/auth/login> or internet bank. Contact your VPS account operator if you do not have access.

Shareholders who have not selected electronic corporate messages in Investor Services will also receive their reference number and PIN code by post together with the summons from the company (on registration form).

**Shareholders who do not find their reference number and PIN code for access, or have other technical questions are welcome to call DNB Carnegie Issuer Services on phone + 47 23 26 80 20 (between 08:00-15:00)**

**Custodian registered shareholders:** Shares held through Custodians (nominee) accounts must exercise their voting rights through their Custodian. Please contact your Custodian for further information.

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## VOTING

Matters to be voted on will be pushed to your screen when voting is due. If necessary, click on the VOTING option when available. Normally, all matters will be available for voting at the start of the meeting, and you can vote as quickly as you wish on all matters.

To vote, select FOR, AGAINST or ABSTAIN, and you will see a confirmation text with your choice.

You may also be given an option where you can vote collectively on all matters. If you use this option, you can still override the voting direction on individual matters if desired.

You can change or cancel your votes as many times as you like, until the meeting chair closes the voting on the individual matters. Your last choice will be valid.

**NB: Logged-in shareholders who have pre-voted or given a proxy will not have voting available.**

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## QUESTIONS / COMMENTS TO THE GENERAL MEETING

### MESSAGING

Written questions or comments on the items on the agenda can be submitted by shareholders throughout the general meeting.

To view published questions from other shareholders, or if you yourself wish to ask questions or comment on any of the items on the agenda, select MESSAGES

**All shareholders who submit questions or comments will be identified to other shareholders by name, but not by shareholding.**

Questions submitted online will be moderated before they are published and will be sent to the meeting chair. Submitted questions will therefore not necessarily appear immediately. If you have technical questions or similar, you will be able to get a direct answer from the moderator that only you will see.