



DNB Bank ASA – Notice of Annual General Meeting

29 April 2025

Shareholders in DNB Bank ASA are invited to attend the Annual General Meeting to be held at 15:00 on Tuesday 29 April 2025. 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, Norway 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 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 2024 annual accounts and directors' report, including distribution of a dividend of NOK 16,75 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 Approval of the proposal to demerge DNB Finans into a separate subsidiary – demerger plan
- Item 9 Remuneration Report for Executive and Non-executive Directors (consultative vote)
- Item 10 The Board of Directors' report on corporate governance
- Item 11 Election of members of the Board of Directors
- Item 12 Election of members of the Election Committee
- Item 13 Approval of remuneration of members of the Board of Directors and the Election Committee
- Item 14 Approval of the auditor's remuneration

Votes and voting rights

DNB Bank ASA is a Norwegian public limited liability company. The company has issued 1 492 530 286 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 9 850 699 shares held by the company itself. Thus, a total of 1 482 679 587 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 22 April 2025, 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 25 April 2025, 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 25 April 2025. 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

We ask that the registration form is delivered to DNB no later than 16:00 on 25 April 2025.

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 no later than 16:00 on 25 April 2025. 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:

- DNB's Annual report for 2024
- Details of items on the agenda
- Demerger plan with appendices
- 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.

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

- The company's shareholder register as of 22 April 2025
- 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.

If you have any questions about the Annual General Meeting, please call tel. (+47) 900 64 517. 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, 4 April 2025

Olaug Svarva
Chair of the Board of Directors

Ref.no.:

PIN code:

Shareholder register date: 22 April 2025

Deadline for registering advance votes, instructions and registering physical participation: 25 April 2025

Information about registration and voting in connection with the Annual General Meeting of DNB Bank ASA on 29 April 2025

Advance voting

Advance voting may be used for this Annual General Meeting. Deadline for registering advance votes: Friday 25 April 2025 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 attend as virtual participants 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 attend in person are encouraged to register their attendance by 16:00 on Friday 25 April 2025. 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 delegated voting rights to 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 Friday 25 April 2025.

The undersigned will attend DNB's Annual General Meeting in person on Tuesday 29 April 2025, 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 voting rights are delegated to a proxy, use the form below.

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

Delegation of voting rights must be registered electronically through DNB's website www.dnb.no/en/agm or via the VPS Investor Portal. When registering 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 Friday 25 April 2025. If the shareholder wishing to delegate voting rights 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 voting rights will be deemed to have been delegated 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 2025 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 delegate voting rights 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 Friday 25 April 2025. 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 2025 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 29 April 2025		For	Against	Withhold
1.	Opening of the Annual General Meeting and selection of a person to chair the meeting	☐	☐	☐
2.	Approval of the notice of the Annual General Meeting and the agenda	☐	☐	☐
3.	Election of a person to sign the minutes of the General Meeting along with the chair of the meeting	☐	☐	☐
4.	Approval of the 2024 annual accounts and directors' report, including distribution of a dividend of NOK 16,75 per share	☐	☐	☐
5.	Reduction in capital through the cancellation of own shares and the redemption of shares belonging to the Norwegian Government	☐	☐	☐
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	☐	☐	☐
7.	Authorisation to the Board of Directors to raise debt capital	☐	☐	☐
8.	Approval of the proposal to demerger DNB Finans into a separate subsidiary – demerger plan	☐	☐	☐
9.	Remuneration Report for Executive and Non-executive Directors (consultative vote)	☐	☐	☐
10.	The Board of Directors' report on corporate governance	☐	☐	☐
11.	Election of members of the Board of Directors	☐	☐	☐
12.	Election of members of the Election Committee	☐	☐	☐
13.	Approval of remuneration of members of the Board of Directors and the Election Committee	☐	☐	☐
14.	Approval of the auditor's remuneration	☐	☐	☐

Place/date

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

Guide to electronic participation at DNB Bank ASA's Annual General Meeting on 29 April 2025

DNB Bank ASA will conduct this year's Annual General Meeting (AGM) at 15:00 on 29 April 2025 as a hybrid meeting. Shareholders will be able to attend in person at DNB's premises in Bjørvika or as virtual participants using a PC, phone or tablet. Below is a description of how to participate virtually, as well as the procedure for electronic voting.

We would also like to point out that you can vote in advance or delegate voting rights to a proxy before the meeting. See the Notice of the Annual General Meeting for further details. If you vote in advance or through a proxy to another person, you can still log in and watch the AGM and ask questions, but you will be unable to vote.

Virtual participants the live webcast from the AGM (audio and video), you can ask written questions and you can vote on each item. Each shareholder will be identified in a secure manner using the unique reference number and PIN code assigned to them and their proxy by the Norwegian Central Securities Depository (Euronext VPS) for use at the AGM.

Shareholders who wish to attend as virtual participants do not need to register, but you must log in before the AGM starts. If you log in after the AGM starts, you will have access without voting rights.

Shareholders who cannot find their reference number and/or PIN code for login, or who have other technical questions, are welcome to call DNB Bank's Registrar's Department at tel. (+47) 23 26 80 20 (08:00–15:30).

VIRTUAL ACCESS TO THE AGM

To participate virtually, go to the website <https://web.lumiagm.com> on your smartphone, tablet or PC. All major browsers like Chrome, Safari, Edge, Firefox etc. are supported.

Enter **Meeting ID: 165-390-432** and click/tap **JOIN MEETING**.

Alternatively, write/paste the following direct link into your browser <https://dnb.lumiagm.com/165390432>

You must then enter your identification details:

- a) **Ref. number for the AGM from VPS**
- b) **Pin code for the AGM from VPS**

Once logged in, you will be directed to the AGM information page. Here you will find information from the company and about the technical solution. Please note that you must have internet access for the duration of the meeting. If you log out, you can log in again by following the steps above.

OBTAINING YOUR REFERENCE NUMBER AND PIN CODE FROM VPS

All shareholders registered in VPS will be assigned their own unique reference number and PIN code by the VPS system for use at the AGM. These can be obtained through the VPS Investor Portal. Log in to the portal, select Corporate Actions and then General Meeting. Click/tap ISIN to see your unique reference number (Ref. no.) and PIN code.

All shareholders registered directly in VPS have access to the VPS Investor Portal through either <https://investor.vps.no/garm/auth/login> or their online bank. Please contact your account operator if you do not have access.

Shareholders who have not ticked the option for receiving notices from the company electronically in the VPS Investor Portal will also be sent a reference number and PIN code by regular post, along with the Notice of the Annual General Meeting (on the registration form).

Shareholders with shares held by a nominee: Shareholders with shares held by a nominee must exercise their voting rights via their nominee. Please contact your nominee if you would like more information about this.

HOW TO VOTE

VOTING

When items on the agenda are open for voting, you can vote on all items as quickly as you wish. Each item will be closed once it has been dealt with by the AGM. Items will be pushed to your screen. Click/tap VOTE if you happen to navigate away from the vote.

To vote, select your preferred option for each of the items: FOR, AGAINST or WITHHOLD. Once you have cast your vote, you will see that your choice is highlighted. You will also be given the option to cast the same vote for all items. If you use this option, you can still override your choice for individual items.

To change your vote, click/tap on another option. You can also cancel your vote. You may change or cancel your vote until the chair of the meeting concludes the voting on the individual items. Your last vote will apply.

Please note: Shareholders who are logged in and have voted in advance or delegated voting rights to a proxy are unable to vote, but can watch the webcast and submit written comments.



QUESTIONS FOR THE AGM

MESSAGING

Shareholders can submit questions or comments about the items on the agenda throughout the meeting, as long as the chair of the meeting allows this.

If you would like to ask a question, make a comment or view published questions from other shareholders, select the message icon.

Type your question or comment in the message box labelled 'Ask a question'. Once you have finished typing, click/tap the send button.

Questions submitted online will be moderated before being sent to the chair of the meeting. This is to avoid repeat questions and remove inappropriate language.

All shareholders submitting questions or comments will be identified to other shareholders by name, but without disclosing their shareholdings.