

Terms of reference

Nomination Committee

28 February 2023

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1. Introduction

The Board of Directors of Sydbank A/S has resolved to set up a Nomination Committee pursuant to section 80a of the Danish Financial Business Act.

The committee reports to the Board of Directors.

The committee prepares the work of the Board of Directors within the limits of these terms of reference. The committee must assist in ensuring that collectively the Board of Directors as well as the Group Executive Management have sufficient knowledge, competences and experience to ensure that the Bank conducts its business in a proper manner and in a manner that adds value. In this regard the Nomination Committee has an independent obligation to evaluate the Board of Directors on an ongoing basis and propose suitable candidates for the Board of Directors. In addition the committee must formulate a policy on diversity and determine targets and a policy on the underrepresented gender on the Board of Directors.

The responsibilities and powers of the committee are set out in these terms of reference.

The terms of reference are reviewed, updated and approved by the Board of Directors once a year. Proposals for amendments may be submitted by any board member.

2. Members

The Nomination Committee consists of 3-4 members. The committee members including the committee chairman are elected by and from among the members of the Board of Directors. The board chairman cannot be chairman of the Nomination Committee.

Members are elected for a term of one year. Members are eligible for re-election.

Remuneration of the committee members is assessed by the Remuneration Committee once a year.

3. Meetings

The Nomination Committee convenes as often as necessary, however as a minimum four times a year. The committee chairman convenes meetings and if the chairman is absent meetings are convened by one of the other members. The notice of a meeting is accompanied by an agenda.

The committee forms a quorum when at least half of its members are present.

Decisions are made by a simple majority. In case of equality of votes the chairman holds the casting vote.

The CEO attends the committee's meetings unless the committee decides otherwise. Furthermore the committee may decide that the meetings are attended by others, including external consultants.

When the committee discusses issues relating to an individual member of the committee, the member in question does not participate and must leave the meeting during the discussion.

The committee keeps minutes of business transacted at committee meetings, including states if a member has left the meeting because issues relating to the member have been discussed. At the next board meeting the committee chairman will give an account of the business transacted at the committee meeting.

The committee performs its duties subject to confidentiality, which means that information regarding the committee's work may not be disclosed or used without authorisation.

4. Powers etc

The Board of Directors authorises the Nomination Committee to:

- Review, examine and assess any affairs within the limits of the terms of reference.
- Obtain necessary information from the employees at the Bank. The employees are under an obligation to collaborate with the committee and to answer any of the committee's questions of relevance to the committee's work.
- Seek advice, guidance and assistance from external consultants or accounting experts when deemed necessary or expedient to handle the committee's tasks.

5. Duties

The duties of the Nomination Committee are to:

Diversity:

- Determine a policy for diversity on the Board of Directors.
- The diversity policy must promote sufficient diversity in the qualifications and competences of the members of the Board of Directors. The policy should describe the qualifications and competences that are relevant to focus on when nominating candidates for the Board of Directors. These qualifications and competences may be achieved on the basis of an individual candidate's educational, professional or personal experience.

Evaluation of the Board of Directors:

- Assess on a regular basis and at least once a year the size, structure, composition and performance of the Board of Directors in light of the duties to be performed by the Board of Directors.
- Assess on a regular basis and at least once a year whether the Board of Directors as a whole has the necessary combination of knowledge, professional competence, diversity and experience.
- Assess on a regular basis and at least once a year the chairman's management of the work of the Board of Directors, including whether the chairman ensures that the competences of all board members are activated.
- Assess on a regular basis and at least once a year whether each individual board member satisfies the fit and proper requirements set out in section 64 of the Danish Financial Business Act.
- The committee must report its evaluations to the Board of Directors and make recommendations for changes if the evaluations so require.

Candidates for the Board of Directors:

- Propose candidates for the Board of Directors.
- Proposals must be accompanied by a description of the roles and capabilities required for the specific board appointment as well as state the time commitment expected.

Committees set up by the Board of Directors:

- Propose candidates for the committees.
- Proposals are accompanied by a description of the roles and capabilities which the candidates for the committees possess and must possess.

Evaluation of the Group Executive Management:

- Assess on a regular basis and at least once a year whether the Group Executive Management has the necessary combination of knowledge, professional competence and experience to perform its duties in a satisfactory manner and in accordance with the established risk profile, established policies as well as guidelines for the Group Executive Management. The evaluation is carried out on a regular basis and during the annual dialogue between the chairman and the individual members of the Group Executive Management.

The underrepresented gender:

- Set a target figure for the underrepresented gender on the Board of Directors.
- Set target figures for the underrepresented gender in the two management levels below the Board of Directors, ie for the Group Executive Management and group executive vice presidents.
Determine a policy on how to achieve the set target figures.

Dominance on the Board of Directors:

- The committee must ensure that the decision making of the Board of Directors is not dominated by any one individual or a small group of

individuals in a manner that is detrimental to the interests of the Bank as a whole.

6. Publication

The committee's activities during the year are disclosed in Sydbank's annual report and on the Bank's website.

7. Secretariat etc

The Bank's Group Executive Management Secretariat acts as the secretariat for the Nomination Committee.

The head of Human Resources attends the meetings of the Nomination Committee and takes the minutes of the meetings.

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Submitted for signature at the board meeting held on 28 February 2023.

Lars Mikkelaard-Jensen
Chairman

Jacob Chr. Nielsen
Vice-Chairman

Henrik Hoffmann

Søren Holm

Janne Moltke-Leth

Gitte Poulsen

Jon Stefansson

Susanne Schou

Carsten Andersen

Pia Wrang

Jarl Oxlund

Jørn Krogh Sørensen