

## General Meeting on 21 November 2024

On Thursday, 21 November 2024 at 17:00, a General Meeting was held at NMK in Ålesund.

**Item 23/24      Opening of the meeting by the Chair of the Board**

Both the chair and deputy chair of the General Meeting of Sparebanken Møre had reported they were unable to attend the meeting. In accordance with Article 3-9 of the Articles of Association, the meeting was therefore opened by the Chair of the Board.

**Item 24/24      Listing of attending members**

A roll call was conducted. 38 members/deputy members out of a total of 44 were in attendance. Members of the board and the bank's management group were also in attendance.

**Item 24a/24     Election of a chair for the meeting**

Mette Brit Bjordal, chair of the nomination committee, was unanimously elected chair of the meeting.

**Item 25/24     Election of a person to sign the minutes together with the Chair of the meeting**

Fredric Holen Bjørdal was unanimously elected to sign the meeting minutes together with the Chair of the meeting.

**Item 26/24     Approval of the meeting's notice and agenda**

The notice of the meeting and agenda were distributed by letter on 31 October 2024. The notice and associated case documents were also published on Oslo Børs and made available on the bank's website. An updated version of item 32/24, including the nomination committee's recommendations, was distributed on 11 November 2024. The chair referred to the notice and asked if there were any comments on it. The notice and agenda were unanimously approved.

The meeting was declared to be lawfully constituted.

**Item 27/24     Authorisation to issue Senior Non-Preferred Capital**

Senior Economist in Sparebanken Møre, Runar Sandanger, provided an account of the matter.

The General Meeting unanimously approved the following  
**resolution:**

The General Meeting authorises the Board to issue new senior Non-Preferred Capital (subordinated debt instruments) of up to NOK 1.0 billion. The Board of

Directors is hereby authorised to approve the detailed conditions associated with the borrowing.

The Board can delegate the authorisation.

The authorisation is valid until 31.12.2025 and replaces the authorisation granted by general meeting item 12/24.

**Item 28/24 Buyback of Equity Certificates – renewal of authorisation**

Senior Economist in Sparebanken Møre, Runar Sandanger, provided an account of the matter.

The General Meeting unanimously approved the following **resolution:**

The Board of Directors is authorised to acquire and establish collateral in its own equity certificates of up to a total of NOK 9.88 million. The authorisation may be used once or multiple times.

The total holding of equity certificates that the bank owns and/or for which there is a charge created by agreement may not exceed 1 per cent of the bank's equity capital as set out in the articles of association.

The minimum amount that can be paid for each equity certificate is NOK 60 and the highest amount is NOK 120.

The Board is free to decide how the equity certificates are acquired, pledged or disposed of. The authorisation can be used, inter alia, in connection with the acquisition of equity certificates for use in the remuneration arrangements for the bank's employees.

The authorisation is valid from the date of the general meeting until 30.06.2025.

The authorisation replaces existing buy-back authorisations and requires the Financial Supervisory Authority's approval.

**Item 29/24 Guidelines for the remuneration scheme for executive persons in Sparebanken Møre**

Sparebanken Møre's Head of HR, Guro Klubbenes, provided an account of the matter.

The General Meeting unanimously approved the following **resolution:**

The General Meeting approved the Guidelines for the remuneration scheme for executive persons in Sparebanken Møre, which were considered by the Board of Directors on 23.10.2024.

**Item 30/24 Guidelines for the remuneration scheme for employees in Sparebanken Møre**  
Sparebanken Møre's Head of HR, Guro Klubbenes, provided an account of the matter.

The General Meeting unanimously approved the following **resolution:**

The General Meeting approved the Guidelines for the remuneration scheme for employees in Sparebanken Møre, which were considered by the Board of Directors on 23.10.2024.

**Item 31/24 Proposal for amendments to the Articles of Association § 3-4 and § 3-10**  
Group General Counsel Line Schytte Sætre provided an account of the matter.

The General Meeting unanimously approved the following **resolution:**

1. The Articles of Association for Sparebanken Møre, Article 3-4, table, shall be amended to read as follows:

Constituencies	Customer relationship in the municipalities	Members	Deputy Members
1	Ålesund, Fjord, Giske, Haram, Oslo, Stranda, Sula, Sykkylven	7	2
2	Hareid, Herøy, Sande, Ulstein, Vanylven, Volda, Ørsta	3	1
3	Molde, Kristiansund, Aukra, Hustadvika, Rauma, Tingvoll, Vestnes	3	1
		13	4

2. Articles of Association for Sparebanken Møre Article 3-10, second paragraph, shall be amended to read as follows:

“Decisions regarding raising, or the authority to raise, subordinate loans or additional Tier 1 capital must be approved by the same majority of the General Meeting required to make amendments to the Articles of Association. The same applies to the establishment of debt instruments that can be used to meet the minimum requirements under Section 20-9, first paragraph, of the Financial Institutions Act, i.e. eligible liabilities with the priority specified in Section 20-32, first paragraph, no. 4. Decisions about, or the authority to raise, other loan capital are determined by the Board of Directors or in accordance with a delegated decision from the Board of Directors.”

**Item 32/24 Process related to the establishment of Sparebankstiftelsen Sparebanken Møre (savings bank foundation in the process of establishment) included election of representatives**

CEO Trond Lars Nydal gave an account of the process regarding the establishment of Sparebankstiftelsen Sparebanken Møre (savings bank foundation in the process of establishment). Next, Mette Brit Bjordal, a representative for the nomination committee of the savings bank foundation, provided a briefing on the nomination committee’s recommendations.

The General Meeting unanimously approved the following **resolution:**

1. The General Meeting took note of the item concerning the briefing on the establishment of the savings bank foundation.
  
2. The General Meeting carried out the following elections:

<b>General Meeting</b>	<b>Name</b>	<b>Election district</b>	<b>Term</b>	<b>New election</b>
Member	Randi Walderhaug Frisvoll	1	2024/27	2028
Member	Nils Grytten	1	2024/27	2028
Member	Sølvi Lillevold	1	2024/27	2028
Member	Rune Fjørtoft	1	2024/25	2026
Member	Merete Wiig	1	2024/25	2026
Member	Frode Bringsvor	2	2024/27	2028
Member	Liv Kari Krøvel	2	2024/25	2026
Member	Frid Harstad	3	2024/27	2028
Member	Gunnar Waagen	3	2024/25	2026
1. Deputy	Lise Løseth	1	2024/25	2026
2. Deputy	Bear Synnes	1	2024/25	2026
Deputy	Svein Thue	2	2024/25	2026
Deputy	Otto Nygård	3	2024/25	2026
<b>Chair of the General Meeting</b>	<b>Name</b>	<b>Election district</b>	<b>Term</b>	<b>New election</b>
Chair	Randi Walderhaug Frisvoll	1	2024/25	2026
Deputy chair	Nils Grytten	1	2024/25	2026
<b>The Board</b>	<b>Name</b>	<b>Election district</b>	<b>Term</b>	<b>New election</b>
Chair	Tone Skotheim Gjerdsbakk	1	2024/25	2026
Board member	Perdy Lunde	1	2024	2025
Board member	Tom Ivar Sætremyr	1	2024	2025
Board member	Oddvar Talset	3	2024/25	2026

General Meeting's nomination committee	Name	Election district	Term	New election
Chair	Randi Walderhaug Frisvoll	1	2024/25	In the first election, two members chosen by drawing lots will step down.
Member	Sølvi Lillevold	1	2024/25	
Member	Merete Wiig	1	2024/25	
Deputy	Gunnar Waagen	3	2024/25	

**Item 33/24 Presentation of Sparebanken Møre as at the end of the third quarter of 2024 by CEO Trond Lars Nydal and CFO John Arne Winsnes**

CEO Trond Lars Nydal and CFO John Arne Winsnes provided an account of Sparebanken Møre's status as at the end of the third quarter of 2024.

**Item 34/24 Briefing on economic prospects by Senior Economist Inge Furre**

Senior Economist Inge Furre of Sparebanken Møre gave a briefing on the economic outlook.

In conclusion, the chair thanked everyone for attending the meeting. The meeting was adjourned at 18:55.

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Mette Brit Bjørdal

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Fredric Holen Bjørdal

(Signed in Norwegian only)

The English language version of this document is a translation made by Semantix and Sparebanken Møre of the original Norwegian text. In case of discrepancies, the Norwegian text shall prevail.