

Sydbank A/S

Articles of Association

15 September 2009

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Name, registered office and objects of the Bank

Article 1

(1)

The name of the Bank is Sydbank A/S.

The Bank also conducts business under the following secondary names:

Aktivbanken A/S (Sydbank A/S),
bankTrelleborg A/S (Sydbank A/S),
Brande Bank A/S (Sydbank A/S),
Brædstrup Landbobank A/S (Sydbank A/S),
Danske Sparekasse A/S (Sydbank A/S),
Den Nordslesvigske Folkebank Aktieselskab (Sydbank A/S),
Egnsbank Fyn A/S (Sydbank A/S),
Esbjerg Bank Aktieselskab (Sydbank A/S),
Folkebanken for Als og Sundeved Aktieselskab (Sydbank A/S),
Fredericia Folkebank A/S (Sydbank A/S),
Fyens Landmandsbank Aktieselskab (Sydbank A/S),
Fynske Bank af 1872 A/S (Sydbank A/S),
Global-Banken A/S (Sydbank A/S),
Graasten Bank Aktieselskab (Sydbank A/S),
Horsens Bank A/S (Sydbank A/S),
Horsens Landbobank A/S (Sydbank A/S),
Horsens Lokalbanc A/S (Sydbank A/S),
Juelsminde Bank A/S (Sydbank A/S),
Kolding Folkebank A/S (Sydbank A/S),
Bank-A/S Kolding Laane- og Diskontokasse (Sydbank A/S),
Købmands- og Håndværkerbanken A/S (Sydbank A/S),
Lokalbanken i Odense af 1902 A/S (Sydbank A/S),
Nørre Snede Bank A/S (Sydbank A/S),
Sjællandske Sparekasse A/S (Sydbank A/S),
Slagelse Sparekasse A/S (Sydbank A/S),
Sparbank Danmark A/S (Sydbank A/S),
Sparbank Trelleborg A/S (Sydbank A/S),
Sparebank Danmark A/S (Sydbank A/S),
Sparebank Trelleborg A/S (Sydbank A/S),
Sparekassen for Slagelse og Omegn A/S (Sydbank A/S),
Sparekassen Sparøst A/S (Sydbank A/S),
Sparekassen Sønderjylland A/S (Sydbank A/S),
SparTrelleborg Bank A/S (Sydbank A/S),
ST Bank A/S (Sydbank A/S),
STB Bank A/S (Sydbank A/S),
Svendborg Bank, Aktieselskab (Sydbank A/S),
Sydbank Sønderjylland A/S (Sydbank A/S),
Sydfyns Discontobank A/S (Sydbank A/S),
Sydleasing Bank A/S (Sydbank A/S),
Team Banken Horsens A/S (Sydbank A/S),
TrelleborgBank A/S (Sydbank A/S),
Tønder Landmandsbank Aktieselskab (Sydbank A/S),
Tørring Bank A/S (Sydbank A/S),
Aktieselskabet Varde Bank (Sydbank A/S),
Veile Bank A/S (Sydbank A/S),
Vejen Folkebank A/S (Sydbank A/S),
A/S Aarhus Discontobank (Sydbank A/S) and
Århus Bank A/S (Sydbank A/S).

(2)

The registered office of the Bank is situated in the municipality of Aabenraa.

(3)

The objects of the Bank are to conduct banking business, including the performance of functions in connection with the transfer of money, credit instruments and securities and any related services.

Capital and shares

Article 2

(1)

The share capital of the Bank is DKK 742,499,990 divided into shares in denominations of DKK 10. The share capital is fully paid up.

(2)

The shares shall be registered in the holder's name in the Bank's share register and registered with VP Securities Services. The Bank's share register is maintained by VP Investor Services A/S (VP Services A/S), Weidekampsgade 14, 2300 Copenhagen S.

(3)

The shares cannot be transferred to bearer. The shares are negotiable instruments. The transferee cannot exercise the rights of a shareholder unless he has been registered in the share register or he has given notice of and proved his acquisition to the Bank requesting registration to be effected. However, this shall neither apply to the right to receive dividends and any other payments nor the right to subscribe for new shares in the event of share capital increases.

(4)

The shares are freely negotiable and no shareholder shall be obliged to have his shares redeemed in full or in part.

Article 3

(1)

After consultation with the Shareholders' Committee, the Board of Directors may authorise a share capital increase of up to DKK 432,500,010 in one or more issues.

This authorisation shall apply until 1 March 2011. Increases in share capital pursuant to such authorisation may be effected without any pre-emption rights for the Bank's existing shareholders, if effected by an unrestricted public subscription at market price, by conversion of debt or as consideration for the Bank's acquisition of a going concern or specific capital assets of a value corresponding to the value of shares issued.

(2)

After consultation with the Shareholders' Committee, the Board of Directors may authorise a share capital increase of up to DKK 15,000,000 in one or more issues for subscription by employees of the Bank and its subsidiaries. This authorisation shall apply until 1 March 2011.

Increases in share capital pursuant to such authorisation may be effected without any pre-emption rights for the Bank's existing shareholders and issued at market price or any lower price determined by the Board of Directors, however not lower than 105.

The Board of Directors is entitled to distribute shares to the employees free of charge within a market value equal to the limit as provided by s. 7 A (1), no 2 of the Tax Assessment Act (or as amended by another provision) per employee per year.

(3)

Share capital increases pursuant to Article 3 (1) and (2) above entail that new shareholders shall have the same pre-emption rights as the existing shareholders in the event of any future share capital increases. The shares shall be negotiable instruments, shall be issued in the holders' name and shall carry the right to receive dividends and any other rights from such time to be determined by the Board of Directors, however not later than the financial year following the adoption of the share capital increase. The new shares shall in every other respect rank equally with the existing shares.

Article 4

(1)

Pursuant to the Danish Financial Business Act etc, a restricted reserve of DKK 322.8 million has been set up equal to the value as at 1 January 1990 of the assets contributed to Sparekassen Sønderjylland A/S in 1989 less the debt of Sparekassen at the time of the transfer. The restricted reserve shall be subject to the provisions of the Danish Financial Business Act etc.

(2)

If the Bank is dissolved, this reserve shall be applied to non-profit or charitable purposes according to rules specified to that effect, of the Danish Financial Business Act etc.

Management of the Bank

Article 5

The Bank is managed by:

1. the General Meeting
2. the Shareholders' Committee
3. the Board of Directors
4. the Group Executive Management.

The General Meeting

Article 6

(1)

The General Meeting shall be held in Aabenraa and shall be convened by the Board of Directors at a notice of not less than 8 days and not more than 4 weeks by announcement in the Danish Official Gazette and in at least one national daily newspaper as well as in one or several daily newspapers within the Bank's area of operation, and by letter to all the shareholders registered in the share register who have requested to be notified in this manner.

(2)

No later than 8 days prior to any General Meeting, the agenda and the complete resolutions to be proposed at the General Meeting shall be made available for inspection by the shareholders at the Bank's branch offices. In the case of the Annual General Meeting, the audited annual report shall also be made available.

Article 7

An Extraordinary General Meeting shall be convened when so decided by the General Meeting, at the request of the Shareholders' Committee, the Board of Directors or one of the Bank's auditors elected by the Annual General Meeting, or for the transaction of any particular business at the request of shareholders owning at least one-tenth of the share capital. The Extraordinary General Meeting shall be convened not later than 14 days after the request has been made.

Article 8

(1)

The Annual General Meeting shall be held each year before the end of April.

(2)

The agenda for the Annual General Meeting shall include the following:

1. Report of the Board of Directors on the Bank's activities for the year ended.
2. Submission of the audited annual report for adoption.
3. Motion for the allocation of profit or cover of loss according to the adopted annual report.
4. Election of members to the Shareholders' Committee.
5. Election of auditors.
6. Authority to the Board of Directors to allow the Bank to acquire own shares in the period until the next Annual General Meeting.
7. Motions, if any, submitted by the Board of Directors or shareholders.
8. Any other business.

(3)

Proposals submitted by shareholders for discussion at the Annual General Meeting shall be placed on the agenda if they have been received no later than 15 January in the year in question.

Article 9

(1)

A chairman appointed by the Board of Directors shall preside over the General Meeting and shall decide on all matters relating the manner in which business shall be transacted and voting procedures etc, including matters stated in Article 10 (2) below.

(2)

Any shareholder who has notified the Bank of his participation not later than 5 days prior to the General Meeting and who has received an admission card shall be entitled to attend the General Meeting, either in person or by proxy, and shall be entitled to address the Meeting. A proxy shall be in writing, dated and valid for a period not exceeding one year, and shall be produced when the admission card is obtained. When meeting in person, the shareholder may attend the Meeting together with an adviser. Shareholders who have acquired shares by transfer may not exercise the voting rights carried by the shares in question at any General Meeting which has been convened before the shares have been registered in the shareholder's name in the share register or before a shareholder has given notice of and proved his acquisition.

Article 10

(1)

Each share of DKK 10 shall carry one vote at the General Meeting, however no shareholder shall be entitled to cast more than 5,000 votes on his own behalf. No one acting as a proxy shall be entitled to cast more than 5,000 votes.

(2)

Shares belonging to different owners according to their registration in the Bank's share register shall be considered to belong to one shareholder, provided always that such special connection exists between the owners that the exercise of the voting right of the shares must be deemed to be determined by the same interest group, including such cases where the owners are associated by way of shareholding or otherwise with a common group or other community of interest.

(3)

All matters shall be decided by a simple majority of votes unless otherwise provided by law or by these Articles of Association. In case of equality of votes, the motion in question shall lapse.

(4)

Resolutions to amend the Articles of Association and the dissolution of the Bank or its merger with other companies shall only be adopted if at least two-thirds of the voting share capital are represented at the General Meeting and the resolution is carried by two-thirds of votes cast and of the voting share capital represented at the General Meeting, but see Article 10 (5) below. If two-thirds of the voting share capital is not represented at the General Meeting and the resolution has been carried by two-thirds of both the votes cast and of the voting share capital represented at the General Meeting, the resolution can be adopted at a new General Meeting by the majority of votes cast as prescribed above irrespective of the proportion of voting share capital represented. Such a new General Meeting shall be convened at the usual notice within 14 days after the first General Meeting.

(5)

Resolutions submitted by the Shareholders' Committee or the Board of Directors as mentioned in Article 10 (4) above may however be finally adopted at a single General Meeting by two-thirds of both the votes cast and of the voting share capital represented at the General Meeting.

(6)

When calculating the voting share capital, shares which are not registered in the holder's name shall not be included.

Local shareholders' meetings

Article 11

Shareholders' meetings can be held in towns within the Bank's natural area of operation as determined by the Board of Directors. Motions cannot be submitted at shareholders' meetings.

The Shareholders' Committee

Article 12

(1)

The Bank's Shareholders' Committee shall be elected by the General Meeting and shall consist of a number of shareholders to be determined by the General Meeting on the recommendation of the Board of Directors and the Shareholders' Committee, however not less than 60 and not more than 80.

(2)

The Shareholders' Committee shall be divided into regions corresponding to the regional division of the Bank from time to time. A number of members for each region shall be elected to the Shareholders' Committee. The number shall be determined by the General Meeting on the recommendation of the Board of Directors. The regional distribution aims to reflect the relative composition of shareholders as well as the Bank's historical and business structure.

(3)

Personal shareholders of the Bank who meet the statutory requirements regarding suitability and integrity of members of a bank's board of directors and who at the time of election have not yet attained the age of 65 shall be eligible for election to the Shareholders' Committee.

(4)

A candidate who stands for election to the Shareholders' Committee must offer himself for election to represent one specific region and must at the time of the announcement of his candidacy disclose the region which he wishes to represent. A shareholder may at the same General Meeting only offer himself as a candidate for the Shareholders' Committee with a view to representing one region.

(5)

If the number of Shareholders' Committee members is reduced to less than 60 by vacancy, the Shareholders' Committee may add to its number for the remainder of the election period. In cases other than vacancy, the Shareholders' Committee may add to its number during a year if, on the recommendation of the Board of Directors, the Shareholders' Committee deems it necessary. Where a Shareholders' Committee member has been elected in one of these ways, such election shall be approved at the next Annual General Meeting.

(6)

Each year the Shareholders' Committee shall elect from among its number a chairman and a vice-chairman. Shareholders' Committee members shall be elected for a term of 4 years at a time. Members shall be eligible for re-election. When a member attains the age of 65, he shall vacate office at the next Annual General Meeting.

Article 13

(1)

The Shareholders' Committee shall hold an ordinary meeting at least twice a year, and otherwise when the chairman or the Board of Directors deem it necessary or when requested by one-fourth of the members.

(2)

The Shareholders' Committee shall be convened by the chairman at a written notice of not less than 8 days. The Shareholders' Committee shall form a quorum when at least half of the members are present.

(3)

Business transacted shall be adopted by a simple majority of votes. In case of equality of votes, the chairman holds the casting vote.

(4)

The Bank's Board of Directors and Group Executive Management shall be entitled to attend and address Shareholders' Committee meetings.

Article 14

(1)

At ordinary Shareholders' Committee meetings, the Chairman of the Board of Directors shall submit a report on the Bank's activities.

(2)

The Shareholders' Committee shall be obliged to work for the prosperity of the Bank, to represent the Bank to the best of its ability and to assist the Board of Directors and the Group Executive Management.

(3)

The Shareholders' Committee shall elect the members of the Board of Directors and fix their remuneration.

Article 15

After consultation with the Shareholders' Committee, the Bank's Board of Directors may establish Local Shareholders' Committees without any authority to make decisions. Rules of procedure prepared by the Board of Directors shall determine the working conditions and activities of Local Shareholders' Committees. Local Shareholders' Committee members who are not members of the Shareholders' Committee shall receive an annual remuneration as determined by the Board of Directors.

The Board of Directors

Article 16

(1)

The Board of Directors shall consist of between 6 and 10 members to be elected by and from among Shareholders' Committee members. Furthermore the Board of Directors shall have any additional members as prescribed by law.

(2)

The Directors elected by the Shareholders' Committee shall be elected for a term of 4 years at a time. Members shall be eligible for re-election. If the number of members of the Board of Directors is reduced to less than 6 by vacancy, the Shareholders' Committee shall add to the number of Board members as soon as possible in order to increase the number of members to at least 6.

(3)

Employees of the Bank and its subsidiaries can only be elected to the Board of Directors pursuant to the Danish Companies Act, s. 49 (2) 3 and (3), cf s. 177.

(4)

When a member of the Board of Directors attains the age of 65, he shall vacate office no later than at the next Annual General Meeting.

(5)

No one holding an honorary office or position in another bank can be a member of the Bank's Board of Directors. The same applies to persons who have been divested of the right of managing their own estate.

Article 17

(1)

The Board of Directors shall elect from its own number a chairman and a vice-chairman and through rules of procedure establish detailed rules relating to the performance of its duties.

(2)

Board meetings shall be held as often as it is deemed necessary by the Chairman or when requested by a member of the Board of Directors or the Group Executive Management or by one of the Bank's auditors.

(3)

The Board of Directors shall form a quorum when more than half of its members are present. The business transacted shall be adopted by a simple majority of votes. In case of equality of votes, the Chairman holds the casting vote.

(4)

Minutes shall be kept of business transacted at Board meetings and signed by all Directors present at the meeting.

The Group Executive Management

Article 18

(1)

The Group Executive Management shall consist of up to 5 members.

(2)

The Group Executive Management shall perform the day-to-day management of the Bank and shall thus follow the guidelines and instructions given by the Board of Directors.

(3)

In accordance with the Danish Financial Business Act etc, the Board of Directors shall stipulate written guidelines for the Bank's most important areas of activity, determining the distribution of responsibility between the Board of Directors and the Group Executive Management and determining the extent to which the Group Executive Management may grant loans, credits, guarantees and any other obligations without prior participation of the Board of Directors.

(4)

The Group Executive Management shall participate in Board meetings unless the Board of Directors decides otherwise in each individual case.

The Group Executive Management shall exercise no voting right.

Provisions regulating the power to sign for the Bank

Article 19

(1)

The Bank shall be bound by

the joint signatures of all members of the Board of Directors or
the joint signatures of one member of the Board of Directors and one member
of the Group Executive Management or
the joint signatures of two members of the Group Executive Management.

(2)

The Board of Directors may grant joint power of procuration and special agency.

Annual report and audit

Article 20

The Bank's financial year shall be the calendar year.

Article 21

The Bank's annual report shall be audited in accordance with current legislation by one or more auditors to be elected by the General Meeting for one year at a time.

These Articles of Association are amended as a consequence of the capital increase and are adopted by the Board of Directors of Sydbank A/S on 15 September 2009.

Aabenraa, 15 September 2009

The Board of Directors of Sydbank A/S
by authority

Allan Nørholm
Deputy Group Chief Executive

Bjarne Larsen
Group Executive Vice President