

ANNUAL GENERAL MEETING IN MERKUR COOPERATIVE BANK

Saturday 10 April 2021
Online general meeting

Please note that the general meeting will be held in Danish.

PROGRAMME

- 9.45–10.00: **You can log in via link received**
- 10.00–10.15: **Welcome to this year's annual general meeting**
Information about the programme for the day, voting procedure and practicalities etc.
- 10.15–12.00: **Annual general meeting**
Agenda:
1. Election of chairman of the meeting and tellers
 2. Report of the Board of Directors on Merkur's activities during the past year
 3. Presentation of the audited annual report for approval
 4. Decision on the appropriation of profits or the coverage of losses in accordance with the approved accounts, see Article 21 of the Articles of Association
 5. Election of members to the Committee of Representatives, see Appendix 1
 6. Appointment of auditors, see Appendix 2
 7. Consideration of proposals received from the Board of Directors, the Committee of Representatives or shareholders
No proposals received
 8. Any other business
- 12.00: **Closing**
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REGISTRATION FOR ANNUAL GENERAL MEETING

REGISTRATION

For practical and technical reasons, shareholders must register for the annual general meeting. Please register via the secure link (in Danish only): www.merkur.dk/tilmelding. You are also welcome to register by calling +45 7027 2706.

If you wish to attend the general meeting as a representative of a company or similar entity, you must also register via the above link.

When registering, you will be asked to provide your full name and email address and state whether you are a shareholder. Shareholders must also state their CPR no. or CVR no.

The deadline for registering is Tuesday 6 April 2021 at 12.00 noon.

Once you have registered for the general meeting, you will receive two emails – one with a link to the general meeting itself and one with a link to the vote. The two emails will be sent to the email address you provide when you register. Both emails will be sent out on 9 April.

If you are unable to attend the meeting, and if you would like to appoint the Board of Directors as your proxy to vote on your behalf, you can do so here: www.merkur.dk/fuldmagt where you can securely issue a proxy using NemID. Please note that the site is in Danish only. The link will remain active until *Friday 9 April 2021 at 12.00 noon*.

You are also welcome to send a proxy by post to: Merkur Andelskasse, Vesterbrogade 40, 1., 1620 Copenhagen V, att. Management Secretaria, or scan to email hb@merkur.dk. See Appendix 3. If you decide to send your proxy form to the Board of Directors by post, it must reach us *by 8 April 2021*. Proxies received after this date will be invalid.

If you wish to appoint another shareholder or another representative as your proxy, please follow the instructions made available on our website – www.merkur.dk/instructions.

ANNUAL REPORT 2020

The Board of Directors approves the financial statements for 2020 at a Board meeting on 15 March 2021. Merkur's annual report for 2020 will be available for download in Danish on Merkur's website on 16 March 2021, merkur.dk/aarsrapporter. An English version of the annual report will be published as soon as possible hereafter on www.merkur.dk/english.

PRICE PER SHARE

The price of a Merkur share is determined in connection with the approval of the financial statements. The price is valid from 16 March 2021. On this date, it will also be published on the Merkur website www.merkur.dk/andele (in Danish only). Here you can always see the price per share applying at any one time.

RESULT OF VOTE AT GENERAL MEETING

The general meeting will be held on Saturday 10 April at 10.00–12.00. As described above, the meeting will be held online. Formally, the general meeting is not closed at this time, but only suspended until the result of the vote is ready on Monday 12 April. The result of the vote is expected to be announced on the Merkur website on 12 April EOD.

APPENDIX 1

Election of members to Committee of Representatives

GENERAL MEETING OF MERKUR ON 10 APRIL 2021

The following members of the Committee of Representatives are standing for election:

Anne Birgitte Olsen, Ølstykke (standing for reelection)

Age 70. For 35 years business manager/bookkeeper at two Rudolf Steiner schools, for the past 20 years at Michael Skolen in Herlev which consists of a crèche, kindergarten and an elementary school as well as offering the Higher Preparatory Exam (HF). General knowledge about school accounts and what it takes to manage the accounts of a private elementary school/upper secondary school (HF) as well as the collaboration between staff and the board of governors needed to run a school with a healthy and holistic outlook.

Standing for reelection to the Committee of Representatives because ...

I'm very interested in the cooperative bank. Its soul and life are very close to my heart. I've been a member of the Committee of Representatives since 1998, and in 2001-2011 I also served on the Board of Directors. Based on the insights gained as a member of the Board of Directors, I'm helping and can help to guide new members of the Committee of Representatives through the history of the cooperative bank and what it takes to be a member of the Committee of Representatives as well as the resources required to form the Board of Directors.

Bernhard Schmitz (standing for reelection)

Age 57. Trained as a social educator and a specialist social educator at the Rudolf Steiner Seminar in Stuttgart, Germany. I hold a Master in Public Governance from CBS in Copenhagen. Throughout my working life, I've worked with people with special needs and have many years of experience from various senior positions at the Marjatta school on southern Zealand, including the past nine years as CEO of the school. Marjatta comprises a residential school, daycare, a youth education programme for young people with special needs (STU), a number of sheltered workshops focusing on, among other things, biodynamic farming, as well as workshops producing high-quality crafts. Moreover, the school runs an educational centre and a health centre. Marjatta is an organisation with more than 500 employees and a place where 230 citizens aged between 6 and 80 and with special needs come together every day. Marjatta is a value-based organisation with a clear vision and the ambition of offering sustainable and holistic education based on the Rudolf Steiner view of human nature.

Standing for reelection to the Committee of Representatives because ...

I was elected to Merkur's Committee of Representatives in 2016, and to the Board of Directors of Merkur in 2018. As head of a value-based organisation with many employees, it is my job – together with a strong management team and my committed staff – to develop the organisation in a way which is aligned with our internal ambitions and the external demands of an ever-changing world around us, at an ever-increasing pace and under increasing pressures of work. The concepts of sustainability and holism can sometimes seem a little worn-out, and sometimes they seem to be used quite indiscriminately. However, I'm extremely interested in what being sustainable and holistic means in the context of education, and what it means in a commercial enterprise. For me, dignity, social responsibility and ecological sustainability are inextricably linked. I feel that Merkur and Marjatta share a lot of values, while occupying different positions and playing different roles in society. I believe that with my experience as head of a large value-based institution, I can support Merkur in the development of new initiatives and ideas, and with a pragmatic approach help translate values and development perspectives into measurable results.

Dorte Bjerregaard Lerche, Copenhagen V (standing for reelection)

Age 50. Master of Science from Tokyo University in Japan and PhD from the University of Copenhagen (Global Change Program). For almost 20 years, I've been working with the regulation of problematic chemical substances for the Danish Ministry of Environment, most recently as Special Consultant in the Department, which involves, for example, negotiating the regulation of chemical substances in the EU and conducting analyses of the socio-economic implications of chemical regulation. Since 2020, I've also acted as an advisor to the European Chemicals Agency's Committee for Socio-Economic Analysis. I have five years of practical experience as a member of the Committee of Representatives – for the past 18 months as meeting chairman. I live in Copenhagen (Vesterbro) with my son Hannibal, aged 17.

Standing for reelection to the Committee of Representatives because ...

I would like to use my energy and experience to work for the continued development of Merkur. As a value-based financial institution, Merkur supports environmental, social and cultural sustainability, and is therefore an important role model for other banks in the green transition. As a member of the Committee of Representatives, my focus has been on promoting sustainable investments. If elected for another term, I would like to continue to work for this. I have a great

deal of knowledge about the use of and risks associated with chemical substances, and I'm very happy to provide input to decision-making processes about lending involving such considerations. Finally, I'm very happy to make my skills and experience as a meeting chairman available to the Committee of Representatives. The Committee of Representatives is an important link between the shareholders and the Board of Directors. Chairing meetings, I've contributed to coordinating knowledge sharing between the Committee of Representatives, the Board of Directors and the Executive Board. I would like to continue to contribute to ensuring that the Committee of Representatives has the necessary knowledge to be able to appoint the best possible Board of Directors for Merkur.

Henrik Tølløse, Ringsted (standing for reelection)

Age 62. Diverse theoretical and practical background in economics and risk understanding. I live in a small residential community in central Zealand, where there is an accommodation facility for the mentally ill, a regenerative farm with its own dairy, an organic market garden with almost 100 different crops and a wine club with a focus on organic wines and cultural diversity. I've been Chairman of the Board of Directors of Merkur since 2018.

Standing for reelection to the Committee of Representatives because ...

I would like to contribute to the development of Merkur at a time characterised by major changes in the world around us and also changes in Merkur's own organisation.

The increased focus on climate and the environment is an opportunity for Merkur to reach out to even more customers, and through our products and services make tools available that can push societal development in a more sustainable direction.

At the same time, it is important that Merkur maintains a strong focus on the rest of our values and on contributing to creating a society where everyone can play a role and where we all have the freedom to develop our abilities.

Søren Rønhede, Vordingborg (standing for reelection)

Age 75 and holds an MA. Retired in 2015 after working as a teacher for 45 years, primarily in teacher training and with special emphasis on teaching history based on a more up-to-date approach than the than the nationally centered approach that is common in Denmark. I have in recent years contributed to a number of books on this topic and am currently writing three books. Over the years involved in politics and working for various organisations, including pension fund.

Standing for reelection to the Committee of Representatives because ...

I'm standing for reelection because I would like to contribute to ensuring that Merkur 'stays on course' at a time when waters are rough. On the one hand, Merkur represents values that are gaining ground in the world, not least through the commitment of young people. On the other hand, Merkur is navigating waters of ever-increasing operational requirements being introduced by the authorities. The new requirements are motivated by the Great Financial Crisis, but they are making life difficult for cooperative banks and other small financial institutions, including Merkur, that would never dream of bringing themselves in the situation of the large banks that created the financial crisis. The many rules and orders tend to weigh more heavily on the small institutions, and are easier to overcome for the big ones that created the financial crisis through their irresponsible and socially harmful profit maximisation focus, all manner of speculation, financial bubbles, money laundering, etc. What can be done? Merkur has to live up to the requirements introduced by the state/the FSA in order to be able to operate, but at the same time an attempt must be made to create an understanding of the fact that financial institutions are different and should be treated as such. About 30 years ago, savings banks and banks were not governed by the same legislation. Similarly, financial institutions whose activities are focused solely on the real economy should today be subject to different rules to the ones applying to banks engaging in speculative arrangements.

NEW CANDIDATES

Kasper Schmidt, Vejle

Age 28. MA in Applied Philosophy from Aalborg University, and supplementary subject in Business Economics from Aarhus University. Works as a Senior Advisor in Sustainability and CSR at Green Network. Already during my studies, I decided to specialise in the philosophy of sustainability and to combine this with a supplementary subject in business economics in order to be able to work critically and in a structured manner to help businesses through the green transition. Through my work at Green Network, I'm now responsible for helping businesses, especially in the SME segment, develop sustainability strategies across all three bottom lines, teach and train their employees and report on their social responsibility, among other things to investors. I have experience from working with environmental assessments, human rights, the UN Sustainable Development Goals and with responsible investment. Most recently, I've also completed a continuing education programme in responsible investment and ESG reporting. I live in Vejle with my girlfriend Sofie, who is curator at Horsens Art Museum, and our 18-month-old daughter Clara.

Standing for election to the Committee of Representatives because ...

I believe Merkur has a prominent role to play in leading the way as other banks and financial institutions start embracing the sustainability agenda. By continuing to focus on the legacy of the cooperative bank and the strong integration of sustainability, democracy and community that I think characterises Merkur, I believe Merkur has a chance to continue and increase the positive contribution that it is making to society.

Therefore, there is no doubt that Merkur must also focus on young people, who are more aware than previous generations and more interested in the way their money is managed. There is also some potential here for raising awareness of the importance that savings and investment can have in relation to the development of our society. Specifically, therefore, I also believe that Merkur should focus even more on making it easier to invest even small amounts, which is too difficult today in my opinion. Many players are emerging and making it easier to keep an eye on the concrete impact of investments, and Merkur should think about opportunities for cooperation or other avenues that may be pursued to make it easier. Merkur should therefore continue the good work on responsible lending and helping businesses with sustainable business models. This work is extremely important, and I also believe that I can contribute knowledge in this area as part of Merkur's Committee of Representatives.

Nominated by:

Anne Sofie Skau Jepsen

Kristoffer Pehrson, Copenhagen

Age 32 and holds a BSc degree from RUC and an MSc in Techno-Anthropology from Aalborg University. Did thesis on electric cars. I have worked in *Realdania*, a large Danish philanthropic foundation supporting architecture and sustainability projects in construction, been with *Spirii*, a provider of charging infrastructure, for a short while, and most recently with *Synergi*, an interest organisation working politically to find energy savings in construction and industry. I've worked as a volunteer on ActionAid projects in Tanzania and at Cafe Mellemrummet in Copenhagen.

Standing for election to the Committee of Representatives because ...

I've followed Merkur for a long time and am keen to work for the fundamental values on which Merkur is based. Several other financial institutions are also marketing themselves on sustainability, and I will work to make sure that Merkur continues to set the agenda as a financial institution with a wide reach. Moreover, I can provide input on electric cars and charging arrangements, which ties in well with Merkur's work towards more sustainable transportation and the bank's no to financing new petrol and diesel cars.

As a representative of Merkur, I want to have a special focus on young adults and work to attract even more customers from this segment. Young adults are extremely value-oriented, and as they may be about to buy their first home, they can also be very valuable for Merkur's business.

Nominated by:

Michael Mundt

Matthew Daniali, Copenhagen:

Age 25 and living in Copenhagen. Studying for a Master's degree in Social Science at RUC. Working for the Association of Danish Folk High Schools and for Mino Danmark with policy and strategic communication. I used to be politically active as a campaign manager, chairman of the constituency committee in Copenhagen, intern at the Danish parliament etc. for the political party *Alternativet*. All through my youth, I was extremely involved and active in politics, the sustainable transition and in diversity-related issues.

Standing for election to the Committee of Representatives because ...

I'm very proud to be a cooperative shareholder in Merkur. I'm proud of the role played by Merkur in the sustainable transition and its contribution to making society and our planet a better place to be. I'm very keen to help strengthen Merkur as a cooperative bank and its sustainable efforts and help Merkur grow. I'm particularly interested in how we can attract a more diverse group of customers and shareholders. There is huge potential in, for example, getting more young people to become part of Merkur, not least due to many young people's commitment to and keen interest in sustainable development. I hope and believe that, with my background and experience, and as a young person myself, I can contribute familiar but also new perspectives that can help attract more customers to Merkur.

Nominated by:

Mette Rahbek

Tobias Simonsen, Copenhagen

Age 28 and holder of an MSc in Organisation and Strategy from Aalborg University. Deputy chair of YMCA scouts in Denmark and board member of CISU – Civil Society in Development and the non-profit news site Globalnyt. Lived and worked in Hamburg, Tunis and New Delhi during my studies. Currently Development Consultant at DUI-LEG and VIRKE, responsible for communication and organisational development. Part of the Sustainable Change Makers network and former Tunisian CrossFit champion.

Standing for election to the Committee of Representatives because ...

I'm standing for election to the Committee of Representatives because we need young role models to highlight the importance of choosing a bank that supports the green transition. I find that choosing who to bank with is too much about prices and family traditions, and less about how our money and investments can help ensure a green transition. I can contribute communication platforms which have been proven to reach young people, and I have a burning desire to contribute to a bank that leads the way and takes responsibility in a sector we badly need to take more responsibility for achieving the SDGs.

Nominated by:
Astrid Engberg

APPOINTMENT OF AUDITORS

The Board of Directors proposes the re-appointment of the audit firm PwC as auditors of Merkur.

PwC was appointed auditors of Merkur at the annual general meeting in 2017 and has gained in-depth knowledge of Merkur. Also, the collaboration between PwC and Merkur's Board of Directors, Executive Board and Finance function is very professional. As part of our collaboration, we in Merkur find that PwC has actively supported and contributed to quality improvements of processes and content.

Against this background, the Board of Directors proposes that PwC be re-appointed as auditors of Merkur.

Appendix 3

PROXY

FOR USE IN CONNECTION WITH THE ANNUAL GENERAL MEETING IN MERKUR SATURDAY 10 APRIL 2021 – ONLINE MEETING

If you are unable to participate in the general meeting, you can

- either fill in this proxy form and appoint a person as your proxy, who can then participate in the online general meeting and vote on your behalf. Please email the completed proxy form to hb@merkur.dk, or post it to Merkur Andelskasse, Vesterbrogade 40, 1, 1620 Copenhagen V, att. Management Sekretariat. The proxy form must be received by Merkur by 8 April at 12.00 noon. Proxies received after this date will be invalid.
- or appoint Merkur's Board of Directors to act as your proxy and send the form to Merkur via the link www.merkur.dk/fuldmagt (in Danish only) or post it to Merkur Andelskasse, Vesterbrogade 40, 1, 1620 Copenhagen V, att. Management Sekretariat. At a board meeting to be held before the annual general meeting, the Board of Directors decides how to vote on behalf of the proxies issued to the Board of Directors. The proxy form must be received by Merkur by 8 April at 12.00 noon. Proxies received after this date will be invalid.

THE UNDERSIGNED

CPR no./CVR no.: _____

Name: _____

Address: _____

is a shareholder in Merkur Andelskasse and hereby appoints the proxy named below to vote on my behalf at the above general meeting.

I appoint as my proxy (*tick one box*)

☐

Merkur's Board of Directors – *or*

☐

Name: _____

Address: _____

Email: _____

_____, / 2021 _____

(signature)

Only dated and signed proxy forms are valid.

See instructions on the issue of proxies on our website – www.merkur.dk/instructions.