

**MINUTES OF MEETING  
OF THE SUPERVISORY BOARD  
OF  
SPAREBANK 1 SMN**

On 28 March 2023 a meeting of the Supervisory Board was held at Søndre Gate 4, Trondheim.

**ITEM 1:                    Opening of the meeting and recording of members present**

The Supervisory Board chair, Knut Solberg, opened the meeting and wished everyone welcome.

The following persons were present:

<i>Berit Tiller</i>	<i>Elin Fossvik Sæheim</i>	<i>Lilly Gunn Nyheim</i>
<i>Cathrine Tronstad</i>	<i>(vara)</i>	<i>Stig Klomsten</i>
<i>Frithjof Anderssen</i>	<i>Anne Rita Bakken</i>	<i>Anders Skrove</i>
<i>Helge Moen</i>	<i>Anne Peggy Møller</i>	<i>Anne Valstad-Aalmo</i>
<i>Knut Solberg</i>	<i>Elin Hagerup</i>	<i>Bjørn Larsen</i>
<i>Lars Tvete</i>	<i>Line Melkild</i>	<i>Eivind Langseth</i>
<i>Lars Ove Løseth</i>	<i>Geir Hagen</i>	<i>Erik Gunnes</i>
<i>Nils Martin Williksen</i>	<i>Marit Sellie Eriksen</i>	<i>Geir Tore Mathisen</i>
<i>Nina Kleven</i>	<i>Randi Bakken</i>	<i>Johan O. Lian</i>
<i>Olav Sem Austmo</i>	<i>Vegard Forbord</i>	<i>Johanne Storler</i>
	<i>Wollert Krohn-Hansen</i>	

The following were also present:

From the Board of Directors: Board chair Kjell Bjordal, Christian Stav, Freddy Aursø, Mette Kamsvåg, Tonje Foss, Inge Lindseth and Christina Straub.

From the Administration: Group CEO Jan-Frode Janson, executive director Trond Søråas, executive director Ola Neråsen, executive director Rolf Jarle Brøske, executive director Kjersti Hønstad, head of corporate communications Eirin S. Røkke, head of community dividend Hilde Sem Lykke, head of group administration Kristin Sæther and PA to the Group CEO, Sophie Eidsaune.

Auditor Rune Kenneth Lædre was present.

**Resolution:**

*The item was taken as information and a list of those present was included in the minutes.*

**ITEM 2: Appointment of two persons to sign the minutes together with the meeting chair**

It was proposed that Cathrine Tronstad and Vegard Forbord should sign the minutes together with the meeting chair. The proposal was unanimously approved.

**Resolution:**

*Cathrine Tronstad and Vegard Forbord were appointed to sign the minutes together with the meeting chair.*

**ITEM 3: Approval of the notice of the meeting and the agenda**

The notice of the meeting, the agenda and relevant documents had been made available by e-mail on 7 March 2023. No objections were forthcoming to the notice or to the agenda.

The meeting was declared quorate.

**Resolution:**

*The notice of the meeting and the agenda were duly approved.*

**ITEM 4: Briefing by the chair of the Board of Directors and the Group CEO**

Chair of the Board of Directors, Kjell Bjordal, and Group CEO Jan-Frode Janson gave a briefing on the past year's developments at SpareBank 1 SMN.

**Resolution:**

*The Supervisory Board took the item as information.*

**ITEM 5: Briefing on the embezzlement case**

Group CEO Jan-Frode Janson gave a briefing on the embezzlement case at SpareBank 1 SMN.

**Resolution:**

*The Supervisory Board took the item as information.*

**ITEM 6: Approval of the annual accounts for 2022, including application of the profit for the year**

CFO Trond Søråas gave a briefing on the annual accounts of SpareBank 1 SMN for 2022 and put forward a proposal for application of the profit for the year.

External auditor, Rune Kenneth Lædre, gave a briefing on the audit.

**Resolution:**

*The Supervisory Board approved the Board of Directors' proposal for the annual accounts and management report for 2022 and the proposed distribution of the net profit. The Supervisory Board decided on the payment of a cash dividend of NOK 6.50 per equity certificate to those who are holders of equity certificates as of 28 March 2023 with payout taking place on 11 April 2023. SpareBank 1 SMN's equity certificates will be quoted ex-dividend on 29 March 2023.*

*The Supervisory Board approved the Board of Directors' recommendation to allocate NOK 474m to non-profit causes, of which NOK 230m is to be disbursed as donations to non-profit causes and NOK 244m to Sparebankstiftelsen SMN. The dividend equalisation fund and the ownerless capital are to receive NOK 781m and NOK 440m respectively. The Board of Directors is given authorisation to distribute the amount set aside for non-profit causes.*

**ITEM 7: Approval of auditor's fee for 2022**

Knut Solberg made reference to the attached documents and reviewed their content.

**Resolution:**

*The Supervisory Board adopted an audit fee of NOK 1,160,000 (exc. value-added tax) for 2022.*

**ITEM 8: Corporate social responsibility at SpareBank 1 SMN**

Knut Solberg made reference to the attached documents and reviewed their content.

**Resolution:**

*The Supervisory Board took the item as information.*

**ITEM 9: SpareBank 1 SMN's annual report for 2022: community dividend**

Rolf Jarle Brøske and Hilde Sem Lykke made reference to the attached documents and reviewed their content.

**Resolution:**

*The Supervisory Board took the item as information.*

**ITEM 10 Authorisation to issue subordinated debt and hybrid capital**

Trond Søråas made reference to the attached documents and reviewed their content.

**Resolution:**

*The Supervisory Board authorised the Board of Directors to issue senior non-preferred debt instruments that can be used to meet the minimum requirement under Section 20-9 subsection (1) of the Financial Institutions Act, and subordinated debt and hybrid capital, in Norwegian kroner or the equivalent in foreign currency, distributed as follows:*

<i>Senior non-preferred debt instruments</i>	<i>NOK 10,000 million</i>
<i>Subordinated debt</i>	<i>NOK 2,500 million</i>
<i>Hybrid capital</i>	<i>NOK 1,750 million</i>

*This authorisation may be delegated and remains valid until the final accounts for 2023 are adopted.*

**ITEM 11: Authorisation to acquire or establish a security interest in the Bank's treasury ECs**

Trond Søråas made reference to the attached documents and reviewed their content.

**Resolution:**

*The Supervisory Board authorised the Board of Directors to acquire, and to establish a security*

*interest in, the Bank's treasury ECs in a total nominal amount of NOK 200 million within the limits set forth in law and regulations and subject to the following conditions:*

- 1. The overall holding of ECs owned by the Bank and/or in which it has a consensual security interest may not exceed 5 per cent of the Bank's issued EC capital.*
- 2. The smallest amount payable for the ECs is NOK 1 and the highest amount is NOK 300.*
- 3. This limit also applies to any consensual security interest such that the claim which the security interest is to cover must be within the said amount limits.*
- 4. Acquisition of ECs shall take place through purchase in the securities market via Oslo Børs and disposal shall take place through sale on the same market, in the event as a private placing with employees in accordance with applicable laws and regulations.*
- 5. The authorisation is valid for 18 months as from 28 March 2023.*
- 6. This authorisation replaces the existing repurchase authorisation and may be delegated.*

**ITEM 12: Election of the Supervisory Board's deputy chair**

The Election Committee chair, Lars Bjarne Tvette, made reference to the attached documents and reviewed their content. He specifically explained the Election Committee's rationale for its recommendation.

**Resolution:**

*Marit Sellie Eriksen was elected deputy chair of the Supervisory Board for a term of 2 years.*

**ITEM 13: Election of the Supervisory Board's election committee**

The Election Committee chair, Lars Bjarne Tvete, made reference to the attached documents and reviewed their content. He specifically explained the Election Committee's rationale for its recommendation.

**Resolution:**

*Lars Bjarne Tvete was re-elected chair of the Election Committee for a term of 2 years.*

*Frithjof Andersson was elected a member of the Election Committee and representative for the equity certificate holders for a term of 2 years.*

*Niels Martin Williksen was re-elected alternate member and representative for the equity certificate holders for a term of 2 years.*

*Berit Tiller was re-elected alternate member and representative for the equity certificate holders for a term of 2 years.*

**ITEM 14: Adjustment of the Supervisory Board in connection with the merger**

The Election Committee chair, Lars Bjarne Tvete, made reference to the attached documents and reviewed their content.

**Resolution:**

*The Supervisory Board took the item as information.*

**ITEM 15: Election of members of the Board of Directors**

The Election Committee chair, Lars Bjarne Tvete, made reference to the attached documents and reviewed their content.

**Resolution:**

*Kjell Bjordal was re-elected for a term of 2 years.*

*Christian Stav was re-elected for a term of 2 years.*

*Freddy Aursø was re-elected for a term of 2 years.*

*Kristian Sætre was elected new member of the Board of Directors for a term of 2 years.*

*Ingrid Finboe Svendsen was elected new member of the Board of Directors by interim election.*

*The election of Inge Lindseth and Christina Straub to the Board of Directors by the employees, and of Oddny Lysberg election as alternate member, was taken as information by the Supervisory Board.*

**ITEM 16: Election of chair of the Board of Directors**

The Election Committee chair, Lars Bjarne Tvete, made reference to the attached documents and reviewed their content.

**Resolution:**

*Kjell Bjordal was elected chair of the Board of Directors for a term of 2 years.*

**ITEM 17: Fees to employee representatives**

The Election Committee chair, Lars Bjarne Tvete, made reference to the attached documents and reviewed their content.

He further explained that the recommendation sent to Supervisory Board members contains an error with regard to the members of the Election Committee. The material sent states that election committee members shall receive a fee of NOK 40,000 per year, but the correct figure is NOK 35,000 per year.

**Resolution:**

*The Supervisory Board adopted the following fee rates with effect from the second quarter of 2023:*

	<b>SpareBank 1 SMN 2023</b>
<b>Supervisory Board</b>	
Chair	85,000 per year and 5,000 per meeting
Deputy chair	5,000 per meeting. If acting, 8,000 per meeting
Member/alternate member	5,000 per meeting
<b>Supervisory Board's election committee</b>	
Chair	75,000 per year
Member	35,000 per year
Alternate member	5,000 per meeting
<b>Board of Directors:</b>	
Chair	600,000 per year
Deputy chair	315,000 per year
Member	275,000 per year
Alternate member	13,000 per meeting
<b>Audit committee</b>	
Chair	75,000 per year
Member	50,000 per year
<b>Risk committee</b>	
Chair	80,000 per year
Member	55,000 per year
<b>Remuneration committee</b>	
Chair	40,000 per year
Member	27,000 per year
<b>Technology committee</b>	
Chair	30,000 per year
Member	20,000 per year

<b>Committees appointed by the Supervisory Board</b>	5,000 per year
<b>Lost earnings</b>	2,300 per meeting day

Other remunerations:

- Documented loss of earnings or payment for a substitute is reimbursed at up to NOK 2,300 per meeting day
- For employees, documentation from the employer shall be presented.
- For the self-employed, documentation showing what it costs to hire assistance shall be presented.
- Undocumented loss of earnings for the self-employed may be reimbursed at up to NOK 1,000 per day.
- Travel expenses are reimbursed in accordance with the Bank's rules in effect at any and all times. At present upon presentation of a bill.

#### **ITEM 18: Report on remuneration to senior personnel**

Kristin Sæther made reference to the attached documents and reviewed their content.

##### **Resolution:**

*The Supervisory Board held an advisory vote on the remuneration report for 2022 and endorsed the report without further remarks.*

#### **ITEM 19: Amendment of the Articles of Association**

The chair of the Board of Supervisors, Knut Solberg, made reference to the attached documents and reviewed their content.

##### **Resolution:**

The Supervisory Board adopted an amendment to Article 2-3 of the Articles of Association which reads as follows:

*By external capital is meant capital that is not equity capital as this is defined at any and all times in the Financial Institutions Act with associated regulations.*

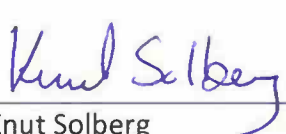
*Any resolution or authorisation to raise additional Tier 1 capital, including hybrid capital, or Tier 2 capital, including subordinated debt, or eligible liabilities with priority as stated in the Financial Institutions Act section 20-32, first subsection, no. 4, shall be passed by the Supervisory Board by the same majority as that required to amend the Articles of Association.*

*Any resolution or authorisation to raise other external capital is to be adopted by the Board of Directors.*

*The savings bank shall, in the contractual terms and conditions employed when raising debt, specify the loan's priority in the event of the bank being wound up and the degree to which the loan may be written down during ongoing operations for the purpose of covering a deficit recognised in the accounts.*

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There being no further business on the agenda, the meeting was closed.

  
Knut Solberg  
(Supervisory Board chair)

  
Cathrine Tronstad

  
Vegard Forbord