

# Nordea

## Decision proposals etc.

Annual General Meeting 16 March 2017



## **Nordea Bank AB (publ)** **Annual General Meeting 16 March 2017**

### **Decision proposals etc.**

- Item 3 – Approval of the agenda
- Item 8 – Dispositions of the company's profit according to the adopted balance sheet
- Item 13 – Election of board members and chairman of the board
- Item 14 – Election of auditors
- Item 15 – Establishment of a nomination committee
- Item 16 – Authorization for the Board of Directors to decide on issue of convertible instruments in the company
- Item 17 – Purchase of own shares according to chapter 7 section 6 of the Swedish Securities Market Act (lagen (2007:528) om värdepappersmarknaden)
- Item 18 – Guidelines for remuneration for executive officers
- Item 19 – Appointment of auditor in a foundation managed by the company
- Item 20 j) – Amendment to article 7 of the articles of association

### Item 3

#### Approval of the agenda

##### Proposed agenda

1. Election of a chairman for the general meeting
2. Preparation and approval of the voting list
3. Approval of the agenda
4. Election of at least one minutes checker
5. Determination whether the general meeting has been duly convened
6. Submission of the annual report and consolidated accounts, and of the audit report and the group audit report.  
In connection herewith: speech by the Group CEO
7. Adoption of the income statement and the consolidated income statement, and the balance sheet and the consolidated balance sheet
8. Decision on dispositions of the company's profit according to the adopted balance sheet
9. Decision regarding discharge from liability for the members of the board of directors and the CEO (The auditor recommends discharge from liability)
10. Determination of the number of board members
11. Determination of the number of auditors
12. Determination of fees for board members and auditors
13. Election of board members and chairman of the board
14. Election of auditors
15. Resolution on establishment of a nomination committee
16. Resolution on authorization for the board of directors to decide on issue of convertible instruments in the company
17. Resolution on purchase of own shares according to chapter 7 section 6 of the Swedish Securities Market Act (Sw. lagen (2007:528) om värdepappersmarknaden)
18. Resolution on guidelines for remuneration for executive officers
19. Appointment of auditor in a foundation managed by the company
20. Resolutions on the following matters initiated by the shareholder Thorwald Arvidsson:  
That the annual general meeting decides
  - a) to adopt a vision on absolute equality between men and women on all levels in the company,
  - b) to instruct the board of directors of the company to set up a working group with the task of realizing this vision on the long term and monitoring closely the development in both the equality and the ethnicity area,
  - c) to annually submit a written report to the annual general meeting, as a suggestion by including the report in the printed annual report,

- d) to instruct the board of directors to take necessary measures in order to create a shareholder's association in the company,
- e) that the board directors shall not be allowed to invoice their board fees through a legal person, Swedish or foreign,
- f) that the nomination committee when performing its tasks shall pay specific attention to questions related to ethics, gender and ethnicity,
- g) to instruct to the board of directors to submit a proposal for decision on representation in the board of directors as well as in the nomination committee for the small and medium sized shareholders to the annual general meeting 2018 (or any extraordinary shareholders' meeting held before that),
- h) in relation to item e) above, instruct the board of directors to write to the appropriate authority – in the first place the Swedish Government or the tax authorities – to bring about a changed regulation in this area,
- i) to instruct the board of directors to write to the Swedish Government and draw its attention to the desirability of amending the law meaning that the possibility to have shares with different voting rights shall be abolished in Swedish limited liability companies, and
- j) to amend article 7 of the articles of association

## **Item 8**

### **Dispositions of the company's profit according to the adopted balance sheet**

The Board of Directors and the CEO propose a dividend of 0.65 euro per share, and further, that the record date for dividend should be 20 March 2017.

With this record date, the dividend is scheduled to be sent out by Euroclear Sweden AB on 27 March 2017.

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### **Statement of the Board of Directors according to chapter 18 section 4 of the Swedish Companies Act**

In connection with the dividend proposal put forward by the Board of Directors of Nordea Bank AB (publ) (the "Company") to the annual general meeting on 16 March 2017, the Board of Directors hereby gives the following statement according to chapter 18 section 4 of the Swedish Companies Act.

#### **The nature, scope and risks of the business**

The nature and scope of the business are laid down in the Articles of Association and the 2016 Annual Report. The business conducted by the Company and the group involves no further risks beyond what is generally associated with conducting business of this kind. The dependence of the Company of the macroeconomic cycle does not deviate from what is common in this kind of financial business. Regarding significant events reference is made to what is presented in the Annual Report. In addition to this, no events have occurred which affect the Company's ability to distribute earnings.

#### **The financial position of the Company and the group**

The financial position of the Company and the group as per 31 December 2016 is presented in the 2016 Annual Report. The principles used for valuation of assets, provisions and liabilities are also found therein. As will be seen from the proposed distribution of earnings, the Board of Directors proposes a dividend of EUR 0.65 per share, corresponding to a total dividend payment of EUR 2,625m. The proposed dividend amounts to 70 % of the group's net profit after tax, 8 % of the group's equity, excluding minority interests, and 13 % of the Company's equity.

The Company's and the group's equity has, net, been positively affected by assets and liabilities being reported at market value on 31 December 2016.

According to the 2016 Annual Report the group's Common Equity Tier 1 capital ratio after proposed dividend is 18.4 % (previous year 16.5 %).

The proposed dividend does not pose a threat to the completion of investments deemed necessary, nor to the Company's or the group's ability to meet present and expected payment obligations in due time. The liquidity forecast for the Company and the group shows that the Company and the group, considering the proposed distribution of earnings, have readiness to settle variations in the current payment obligations.

The financial position of the group does not give rise to any other assessment than that the Company and the group can continue their business and that the Company and the group can be expected to meet their liabilities both in the short- and long-term perspective. It is the assessment of the Board of Directors that the size of the equity after the proposed dividend is in reasonable proportion to the scope of the Company's and the group's business and the risks associated with conducting the business.

#### **The justifiability of the proposed dividend**

With reference to the above and what has otherwise come to the attention of the Board of Directors it is the assessment of the Board of Directors that the proposed dividend is justifiable considering the demands with respect to size of the Company's and the group's equity which are imposed by the nature, scope and risks associated with the business, and the Company's and the group's need for consolidation, liquidity and financial position in general.

Stockholm 25 January 2017

The Board of Directors of Nordea Bank AB (publ)

### **Item 13**

#### **Election of board members and chairman of the board**

The Nomination Committee proposes that for the period until the end of the next annual general meeting Björn Wahlroos, Robin Lawther, Lars G Nordström, Sarah Russell, Silvija Seres, Kari Stadigh and Birger Steen shall be re-elected as board members and Pernille Erenbjerg, Maria Varsellona and Lars Wollung shall be elected as board members. For the period until the end of the next annual general meeting Björn Wahlroos shall be re-elected chairman.

#### **Independence according to the Swedish Code of Corporate Governance**

All of the proposed board members are considered independent in relation to the company and its management. The majority of the proposed board members are thus independent in relation to the company and its management.

Of the proposed board members, all members apart from Björn Wahlroos and Kari Stadigh are considered independent in relation to the company's major shareholders. At least two of the proposed board members who are independent in relation to the company and its management are thus also independent in relation to the company's major shareholders. Björn Wahlroos is board chairman of Sampo plc, which owns more than ten per cent of all shares and votes in Nordea Bank AB (publ). Kari Stadigh is managing director and CEO of Sampo plc, which owns more than ten per cent of all shares and votes in Nordea Bank AB (publ).

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The Nomination Committee is composed of Torbjörn Magnusson, chairman of the Committee, appointed by Sampo plc as a shareholder, Mogens Hugo, appointed by Nordea-fonden as a shareholder, Katarina Thorslund, appointed by Alecta as a shareholder, Anders Oscarsson, appointed by AMF and AMF Fonder as shareholders, and Björn Wahlroos, chairman of the Board of Directors.

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## Information on which assignments the proposed board members have in other companies etc.



### Björn Wahlroos

Ph.D (Economics), 1979. Board member since 2008 and Chairman since 2011. Born 1952. Nationality: Finnish. Board Chairman of Sampo plc and UPM-Kymmene Corporation.

**Other assignments:** Board member of several charities, including the Finnish Business and Policy Forum EVA/ETLA and the Mannerheim Foundation.

#### Previous positions:

2001–2009 Group CEO and President Sampo plc  
 2005–2007 Chairman Sampo Bank plc  
 1998–2000 Chairman and CEO Mandatum Bank plc  
 1992–1997 President Mandatum & Co Ltd  
 1985–1992 Various positions within Union Bank of Finland including executive vice president and member the executive committee 1989–1992  
 1974–1985 Various academic positions, including Professor of Economics at Hanken School of Economics and visiting professor at Brown University and Kellogg Graduate School of Management, Northwestern University, USA

**Shareholding in Nordea:** 100,000\*

### Robin Lawther

BA Honours (Economics) and MSc (Accounting & Finance). Board member since 2014. Born 1961. Nationality: American and British. Board member of Oras Invest Ltd

**Other assignments:** Board member of UK Government Investments Limited.

#### Previous positions:

1985–2012 Various positions within J.P. Morgan.  
 2011–2012 Head Wealth Management, Southeast USA  
 2007–2011 Head Nordic Investment Bank, UK  
 2005–2007 Head Mergers & Acquisitions Execution, European Financial Institutions, UK  
 2003–2005 Head Commercial Banking Group, UK  
 1994–2005 Managing Director Financial Institutions Investment Banking, UK  
 1990–1994 Vice President Mergers & Acquisitions, UK  
 1985–1990 International Capital Markets, USA

**Shareholding in Nordea:** 50,000\*



### Lars G Nordström

Law studies at Uppsala University. Board member since 2003. Born 1943. Nationality: Swedish. Board Chairman of Vattenfall AB. Board member of Viking Line Abp.

**Other assignments:** Board Chairman of the Finnish-Swedish Chamber of Commerce. Board member of the Swedish-American Chamber of Commerce and the Centre for Business and Policy Studies (SNS). Member of the Royal Swedish Academy of Engineering Sciences (IVA). Honorary Consul of Finland in Sweden.

#### Previous positions:

2008–2011 President and Group CEO Posten Norden AB  
 2006–2010 Board member TeliaSonera AB (publ)  
 2005–2009 Board Chairman the Royal Swedish Opera  
 2002–2007 President and Group CEO of Nordea Bank AB (publ)  
 1993–2002 Various executive management positions within Nordea Group  
 1970–1993 Various positions within Skandinaviska Enskilda Banken (Executive Vice President from 1989)

**Shareholding in Nordea:** 23,250\*

### Sarah Russell

Master of Applied Finance. Board member since 2010. Born 1962. Nationality: Australian. CEO Aegon Asset Management Holdings NV and Board member of several group companies. Vice chairman of the Supervisory Board of La Banque Postale Asset Management SA.

**Other assignments:** Member of the Supervisory Board of Nederlandse Investeringsinstelling NV.

#### Previous positions:

1994–2008 Various executive management positions within ABN AMRO, including Senior Executive Vice President and CEO of ABN AMRO Asset Management 2006–2008  
 1981–1994 Various management and other positions in Financial Markets within Toronto Dominion Australia Ltd

**Shareholding in Nordea:** 0\*

\* Shareholdings, as of 31 December 2016, also include shares held by family members and closely affiliated legal entities.





### Silvija Seres

MBA, Ph.D (Mathematical science) and MSc (Computer Science). Board member since 2015. Born 1970. Nationality: Norwegian. Board member of Enoro Holding AS, Academedia AB, Synchron AB and Eidsiva Energi AS.

**Other assignments:** Board member of Norsk rikskringkasting AS (NRK), Oslo Business Region AS, Simula Research Laboratory AS, Transparency International Norge, Seema AS and the Kavli Trust. Chairman of the Board of Polyteknisk Forening. Member of the Corporate Assembly (Nor. Bedriftsforsamlingen) and the Nomination Committee of Telenor ASA.

#### Previous positions:

2011–2016 Managing director TechnoRocks AS  
 2008–2011 Director Business Management Microsoft Development Center, Norway  
 2004–2008 Vice President Services Strategic Development, Product Marketing and Strategic Development Fast Search & Transfer ASA  
 1997–2003 Prize Fellow, Tutor and Lecturer University of Oxford, UK  
 2003 Visiting Researcher Chinese Academy of Sciences, Beijing, China  
 2002 Assistant Professor and Programme Manager Dar Al Hekma University, Jeddah, Saudi Arabia  
 1999 Visiting Researcher DEC/Compaq Systems Research Center, Palo Alto, USA  
 1996–1997 Scientific Researcher Norwegian Computing Centre  
 1994–1996 IT developer Skrivervik Data

**Shareholding in Nordea:** 0\*

### Kari Stadigh

Master of Science (Engineering) and Bachelor of Business Administration. Board member since 2010. Born 1955. Nationality: Finnish. Group CEO and President of Sampo plc. Board Chairman of If P&C Insurance Holding Ltd and Mandatum Life Insurance Company Limited. Board member of Nokia Corporation and Waypoint Group Holding Ltd.

**Other assignments:** Board member of The Federation of Finnish Financial Services and Niilo Helander Foundation.



### Previous positions:

2001–2009 Deputy CEO Sampo plc  
 1999–2000 President Sampo Life Insurance Company Ltd  
 1996–1998 President Nova Life Insurance Company Ltd  
 1991–1996 President Jaakko Pöyry Group  
 1985–1991 President JP Finance Oy

**Shareholding in Nordea:** 100,000\*

### Birger Steen

MSc (Computer Science) and MBA. Board member since 2015. Born 1966. Nationality: Norwegian. CEO of Parallels, Inc. Board member of Schibsted ASA

**Other assignments:** Member of the Board of Trustees of the Nordic Heritage Museum in Seattle.

#### Previous positions:

2009–2010 Vice President Worldwide SMB & Distribution Microsoft Corporation  
 2004–2009 General Manager Microsoft Russia  
 2002–2004 General Manager Microsoft Norway  
 2000–2002 CEO Scandinavia Online AS  
 1996–1999 Vice President Business Development Schibsted ASA  
 1993–1996 Consultant McKinsey & Company  
 1992–1993 Oil Trader Norwegian Oil Trading AS

**Shareholding in Nordea:** 0\*

\* Shareholdings, as of 31 December 2016, also include shares held by family members and closely affiliated legal entities.



### Pernille Erenbjerg

MSc (Business Economics and Auditing) and State Authorised Public Accountant. Born 1967. Nationality: Danish. Group CEO and President of TDC A/S. Board member of DFDS A/S and Genmab A/S.

#### Previous positions:

2011–2015 Group Chief Financial Officer TDC A/S  
 2003–2011 Various management positions TDC A/S  
 2002–2003 Partner Deloitte Touche Tohmatsu  
 1987–2002 Auditor Arthur Andersen

**Shareholding in Nordea:** 0\*

### Maria Varsellona

Law degree (Juris Doctor). Born 1970. Nationality: Italian. Chief Legal Officer and member of the Group Leadership Team in Nokia Corporation. Board member of Alcatel-Lucent and Alcatel-Lucent Shanghai Bell.

#### Previous positions:

2013–2014 Group General Counsel and member of the Executive Board Nokia Siemens & Networks  
 2011–2013 Group General Counsel and member of the Global Leadership Team Tetra Pak, Tetra Laval Group  
 2009–2010 Group General Counsel and member of the Global Leadership Team Sidel, Tetra Laval Group  
 2008–2009 Adjunct professor and lecturer Università degli Studi di Firenze, Italy  
 2006–2009 Senior Legal Counsel GE Oil & Gas  
 2005–2006 Senior Legal Counsel The Hertz Corporation  
 2001–2004 Senior Legal Counsel GE Oil & Gas  
 1998–2001 Lawyer Pini, Bingham & Partners  
 1994–1998 Lawyer The Greco Law firm

**Shareholding in Nordea:** 0\*



### Lars Wollung

BA (Economics) and MSc (Computer systems and Telecommunication). Born 1961. Nationality: Swedish. Board Chairman of IFS AB (publ), The North Alliance Group AS and mySafety Group AB.

#### Previous positions:

2009–2015 President and CEO Intrum Justitia AB (publ)  
 2001–2008 President and CEO Acando AB (publ)  
 1996–2001 Consultant own company  
 1987–1995 Management consultant McKinsey & Company  
 1986 System development engineer Ericsson

**Shareholding in Nordea:** 15,000\*

\* Shareholdings, as of 31 December 2016, also include shares held by family members and closely affiliated legal entities.

## **Item 14**

### **Election of auditors**

In accordance with the Audit Committee's recommendation the Nomination Committee proposes that for the period until the end of the next annual general meeting Öhrlings PricewaterhouseCoopers AB shall be re-elected as auditor.

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The Nomination Committee is composed of Torbjörn Magnusson, chairman of the Committee, appointed by Sampo plc as a shareholder, Mogens Hugo, appointed by Nordea-fonden as a shareholder, Katarina Thorslund, appointed by Alecta as a shareholder, Anders Oscarsson, appointed by AMF and AMF Fonder as shareholders, and Björn Wahlroos, chairman of the Board of Directors.

## **Item 15**

### **Resolution on establishment of a nomination committee**

The shareholders of the Nomination Committee of Nordea Bank AB (publ) (the "Company") propose that the annual general meeting on 16 March 2017 resolves on the following establishment of a nomination committee.

"It was resolved to establish a nomination committee with the task to present proposal for the chair for the annual general meeting and to present at general meetings where election shall take place of board members and chairman of the board of directors, including determination of the number of board members, and auditor, and decision shall be made regarding fees for board members and auditor, proposals to the general meeting for such decisions.

The nomination committee shall consist of the chairman of the board of directors, as the convener, and further four members. The nomination committee shall elect its chairman. The chairman of the board of directors must not be the chairman of the nomination committee. The shareholders with the four largest shareholdings in terms of voting right in the Company shall have the right to appoint one member each. If any of these shareholders should opt to waive such right, the right will pass to the shareholder that holds the largest shareholding in terms of voting right next to the said four shareholders. The same rule applies if such next shareholder should waive its right, whereby the right will pass to the next shareholder in the order according to the size of the shareholding. Members appointed in accordance with this paragraph are not entitled to any remuneration from the Company.

The nomination committee will be constituted on the basis of to the Company known shareholdings in the Company on 31 August 2017. If a shareholder who has appointed a member subsequently should cease to have such right, the member appointed shall, after decision by the nomination committee, be entitled to stay as a member of the nomination committee as long as the shareholder who appointed the member owns shares in the Company. If the appointed member leaves his/her office, a new member shall be appointed in accordance with the order as set out in the second paragraph above. However, after the end of 2017 a new member may only be appointed, except as regards the chairman of the board of directors, if a member previously appointed should leave his/her office, irrespective of the reason, and the nomination committee subsequently should consist of less than three members apart from the chairman of the board of directors.

The nomination committee may attach co-opted members who are appointed by shareholders that after the constituting meeting of the nomination committee are among the four largest shareholders in terms of voting right in the Company and that have not already appointed a member to the nomination committee. Such co-opted members do not participate in the decisions of the nomination committee and are not entitled to any compensation from the Company.

Moreover, the nomination committee may attach a maximum of three co-opted members who for the purpose of the work of the nomination committee possess the required knowledge of and experience in the social, business and cultural conditions of the regions and markets in which the main activities of the group are carried out. Such co-opted members do not participate in the decisions of the nomination committee. Such a co-opted member shall be entitled to compensation for costs incurred as well as reasonable remuneration from the Company for work carried out, as decided by the nomination committee.

An elected member or a co-opted member must not be employed by the Nordea group.

The Company shall publish the composition of the nomination committee no later than six months before the annual general meeting and in addition state the composition in the annual report and in the notice convening the general meeting.

The nomination committee shall be entitled to employ, at the Company's expense, a recruitment consultant or any other resource that the committee finds necessary in order to perform its duties.

The nomination committee's mandate is valid until a new nomination committee has been constituted, unless a general meeting before then has decided otherwise."

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The Nomination Committee is composed of Torbjörn Magnusson, chairman of the Committee, appointed by Sampo plc as a shareholder, Mogens Hugo, appointed by Nordea-fonden as a shareholder, Katarina Thorslund, appointed by Alecta as a shareholder, Anders Oscarsson, appointed by AMF and AMF Fonder as shareholders, and Björn Wahlroos, chairman of the Board of Directors.

## **Item 16**

### **Resolution on authorization for the Board of Directors to decide on issue of convertible instruments in the Company**

New rules on capital requirements consisting of an EU Regulation and an EU Directive, the so-called CRD IV package, entered into force in 2014. Within the framework of the capital requirements rules, loss absorbing capital instruments can be used to meet parts of the capital requirements. The Board of Directors proposes that the annual general meeting authorizes the Board of Directors to issue such capital instruments.

The purpose of the authorization is to facilitate a flexible and efficient adjustment of the company's capital structure to the capital requirements. The authorization means that the Board of Directors will be able to swiftly carry out issues without firstly holding an extraordinary general meeting, which the Board of Directors considers appropriate with regard to that these capital instruments principally are intended to be issued in the international debt market. The Board of Directors intends to use the authorization if the Board of Directors judges that the capital trigger level at which conversion shall take place is at such a level that gives the shareholders and the Board of Directors the possibility to act in good time and propose alternatives to conversion.

In light of the above the Board of Directors of Nordea Bank AB (publ) (the "Company") proposes that the annual general meeting on 16 March 2017 resolves on the following authorization for the Board of Directors to decide on issue of convertible instruments in the Company.

"It was resolved to authorize the Board of Directors for the period until the next annual general meeting, on one or several occasions, with or without preferential rights for existing shareholders, to decide on issue of convertible instruments, and then the amount that the share capital may be increased with at full exercise of the convertible instruments shall be maximum ten per cent of the Company's share capital, which would correspond to issuance of 404,995,191 new ordinary shares calculated on the current amount of ordinary shares issued in the Company. Issue of convertible instruments by virtue of the authorization shall be done on market conditions.

The managing director, or anyone appointed by the managing director, is authorized to make such minor adjustments to the resolution as may be required in connection with registration of the resolution with the Swedish Companies Registration Office."

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**Item 17**

**Resolution on purchase of own shares according to chapter 7 section 6 of the Swedish Securities Market Act (Sw. lagen (2007:528) om värdepappersmarknaden)**

The Board of Directors of Nordea Bank AB (publ) (the "Company") proposes that the annual general meeting on 16 March 2017 resolves on the following purchase of own shares according to chapter 7 section 6 of the Swedish Securities Market Act (Sw. lagen (2007:528) om värdepappersmarknaden).

"It was resolved that the Company, in order to facilitate its securities business, up until the next annual general meeting, may purchase own ordinary shares according to chapter 7 section 6 of the Swedish Securities Market Act (Sw. lagen (2007:528) om värdepappersmarknaden). However, with the limitation that the Company's holding of such shares in the trading book must never exceed the lower of 0.1 per cent of the total number of shares in the Company or 10 per cent of the Company's exceeding Common Equity Tier 1 capital. The price for the ordinary shares shall equal the market price prevailing at the time of the acquisition."

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## **Item 18**

### **Resolution on guidelines for remuneration for executive officers**

The Board of Directors of Nordea Bank AB (publ) proposes that the annual general meeting on 16 March 2017 resolves on the following guidelines for remuneration to executive officers.

“Nordea shall maintain remuneration levels and other employment conditions needed to recruit and retain executive officers with competence and capacity to deliver on the strategy and targets thus enabling Nordea to become a Great European bank.

The term “executive officers” shall in this context mean the CEO and Deputy CEO of Nordea Bank AB (publ) and the executives who are members of Group Executive Management.

Remuneration for executive officers will be decided by the Board of Directors in accordance with Nordea’s internal policies and procedures, which are based on the Swedish Financial Supervisory Authority’s (“SFSA”) regulations on remuneration systems, the Swedish Corporate Governance Code, national implementation of the EU’s directive on capital requirements for banks as well as international sound compensation practices.

Salaries and other remuneration in line with market levels constitute the overriding principle for compensation for executive officers at Nordea. Compensation for the executive officers shall be consistent with and promote sound and effective risk management and not encourage excessive risk-taking or counteract Nordea’s long-term interests.

Annual remuneration consists of fixed salary and variable salary.

Variable salary to the executive officers will be offered as an Executive Incentive Programme 2017 (“GEM EIP 2017”) with predetermined targets at Group, business area/group function and individual level. The effect on the long-term result is to be considered when determining the targets. The outcome of GEM EIP 2017 will be based on the Board of Directors’ assessment of performance of the predetermined targets. The outcome from GEM EIP 2017 will be paid over a five-year period in cash, and be subject to forfeiture clauses, Total Shareholder Return indexation (dividend factor to be excluded during the deferral period) and retention based on the SFSA’s regulations on remuneration systems, taking account of domestic rules and practices where relevant. GEM EIP 2017 has a one year performance period and the outcome shall not exceed the fixed salary. The executive officers have been offered similar programmes since 2013.

In accordance with SFSA’s remuneration regulations guaranteed variable salary is to be exceptional and may only occur in the context of hiring a new executive officer and then be limited to the first year of employment.



Non-monetary benefits are given as a means to facilitate executive officers' performance. The levels of these benefits are determined by what is considered fair in relation to general market practice. The executive officers shall be offered retirement benefits in accordance with market practice in the country of which they are permanent residents. Fixed salary during the period of notice and severance pay shall in total not exceed 24 months of fixed salary for executive officers.

The Board of Directors may deviate from these guidelines if required due to new remuneration regulations or if there are other special reasons for this in a certain case."

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### **Additional information on the Board of Directors' proposal for guidelines for remuneration to the executive officers**

#### **Deviations from approved guidelines 2016:**

There have been no deviations from the approved guidelines 2016.

#### **Cost of variable remuneration for executive officers (excluding social cost):**

##### **2016**

The actual cost for GEM EIP 2016 is EUR 3.4m to be paid over a five year period.

##### **2017**

The estimated maximum cost for GEM EIP 2017 is EUR 7.1m and the estimated cost assuming 65% fulfilment of the performance criteria is EUR 4.6m.

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**Item 19**

**Appointment of auditor in a foundation managed by the Company**

Nordea Bank AB (publ) (the "Company") is the manager of the foundation Paul Richters stiftelse, 857201-4069. The Board of Directors proposes that the annual general meeting on 16 March 2017 appoints Öhrlings PricewaterhouseCoopers AB as auditor of Paul Richters stiftelse until further notice.

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**Item 20 j)**

**Amendment to article 7 of the articles of association**

The shareholder Thorwald Arvidsson proposes to amend article 7 of the articles of association by inserting the following two paragraphs:

“A former Government minister may not be appointed as a board director until two years have passed from the date when such person resigned as a Government minister.

Other politicians on full time pay from the public may not be appointed as board directors until one year has passed from the date when such persons left office, unless there are extraordinary reasons for it.”

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