

The Nomination Committee of Nordea Bank AB (publ)

Statement on the proposal regarding the board of directors

The Nomination Committee's proposal

The nomination committee of Nordea Bank AB (publ), in the following Nordea, proposes that the annual general meeting on 16 March 2017 resolves to re-elect as board members Björn Wahlroos, Robin Lawther, Lars G Nordström, Sarah Russell, Silvija Seres, Kari Stadigh and Birger Steen and to elect as board members Pernille Erenbjerg, Maria Varsellona and Lars Wollung. The nomination committee proposes that Björn Wahlroos shall be re-elected as chairman of the board.

Background to the proposal

According to Nordea's articles of association the board of directors shall consist of at least six and not more than fifteen members. The board members are elected at the annual general meeting for the period extending to the end of the next annual general meeting. When electing the board of directors, the aim shall be for the board of directors, as a whole, to possess the requisite knowledge and experience for its operations of the social, business and cultural conditions prevailing in the regions and market areas in which the group's principal operations are conducted.

Account of the work in the Nomination Committee

On 12 September 2016 the nomination committee held its statutory meeting and thereafter five more meetings have been held. The chairman of the board and the CEO have informed the nomination committee about Nordea's business and future direction. The chairman of the board has informed of the competencies and skills needed as a board member in Nordea according to the company's suitability policy and of the company's diversity policy. The nomination committee has met with the chairmen of the remuneration committee and of the audit committee and two other board members, who have informed about the work of the board and the committees. The nomination committee has considered the result of the self-assessment review of the work of the board and of the board chairman's and the other board members' achievements. The nomination committee has been informed that all board members except Marie Ehrling and Tom Knutzen are available for re-election.

Based on the conclusions of the self-assessment reviews, information of the board work and the company's future challenges, the nomination committee has analysed and discussed the competencies and skills that Nordea's board of directors should have, both collectively and individually. The nomination committee then has considered a broad range of qualifications and knowledge to ensure sufficient expertise and independence, and strived for equal gender distribution on the board.

The Nomination Committee's considerations

The nomination committee notes that the board functions well and that the work is carried on in a solid and efficient manner. Nine members were elected at the previous annual general meeting and the nomination committee finds that the increased complexity in the board work and the composition of the board committees motivate an increase by one member. In the light of this, the nomination committee proposes re-election of all seven members who are available, re-election of Björn Wahlroos as chairman of the board and election of three new board members.

The nomination committee has searched for three additional board members through a systematic process and with the assistance from an external recruitment firm. The work has been directed towards finding persons having experience from executive business management in different lines of business, from the finance sector and from rules and regulations, compliance and audit. The nomination committee then has come to the conclusion that Pernille Erenbjerg, Maria Varsellona and Lars Wollung should be proposed as new board members.

The proposed board members are of good repute. Taken together they possess profound competence in banking and finance that is completed by knowledge of and experience from other businesses and the knowledge of rules and regulations, compliance and audit is increased. They have strong connection with Nordea's Nordic main markets and the international competence is broadened. It is estimated that the proposed board members have the possibility to commit sufficient time to perform their functions. Five men and five women are proposed as board members. It's the nomination committee's collected opinion that the proposed board members are experienced persons, who possess the required background, knowledge and skills to serve as board members and to further the interests of the company and its owners in the best possible way and moreover that they are suitable for the assignment, both individually and collectively.