

# Information regarding the distribution and delivery of shares in connection with the completion of Nordea's re-domiciliation from Sweden to Finland

## Introduction

This document contains information on the distribution and delivery of shares in Nordea Bank Abp ("Nordea Finland") to the shareholders in Nordea Bank AB (publ) ("Nordea Sweden") in connection with the completion of the re-domiciliation and transfer of the registered office from Sweden to Finland.

Different information may apply to shareholders in Nordea Sweden depending on how they hold the Nordea Sweden share or Finnish depositary receipts regarding shares in Nordea Sweden ("FDRs"). ***Regardless of how your shares or FDRs are registered or held you will not be required to take any specific action to receive the shares in Nordea Finland and you will receive shares in Nordea Finland automatically if you do not take action.***

## What will happen to your current Nordea shares or FDRs?

You will receive **one share** in Nordea Finland for **each share** in Nordea Sweden or FDR

Holders of shares and FDRs in Nordea Sweden will receive as merger consideration one new share in Nordea Finland for each share or FDR in Nordea Sweden that they own on the applicable record date (set out below), meaning that the merger consideration will be issued in proportion to their existing holding with an exchange ratio of 1:1.

### Shareholders in Nordea Sweden



### Holders of FDRs



*The shares in Nordea Finland will be listed and traded on Nasdaq Stockholm, Nasdaq Helsinki and Nasdaq Copenhagen*

Currently, the shares in Nordea Sweden are listed on Nasdaq Stockholm and Nasdaq Copenhagen, and the FDRs are listed on Nasdaq Helsinki. As further described in the prospectus, Nasdaq Stockholm, Nasdaq Helsinki and Nasdaq Copenhagen have, subject to that the merger is completed, approved the listing of

the shares in Nordea Finland on their respective main lists as from Monday 1 October 2018. The shares in Nordea Sweden and the FDRs will be delisted and have Friday 28 September 2018 as last day of trading.

*Trading of the Nordea shares in close proximity to the merger date*

If it is important for you to be able to trade the Nordea share on or around the merger date you should contact your bank or investment firm to make sure this is not impacted by the merger process.

*Further information on the distribution and delivery of shares in Nordea Finland*

Detailed, information on the applicable record dates, settlement schedules, dates when the merger will be reflected on securities accounts and other information relating to the distribution, delivery and listing of the shares in Nordea Finland are set out in the sections below.

If you are a shareholder in Nordea Sweden and have your shares or FDR registered on a securities account with a bank or investment firm (i.e. a nominee), the information below may not apply with respect to your shareholding. Accordingly, we recommend that you contact your nominee for further information regarding the timing of distribution and delivery of shares in Nordea Finland.

**Information to holders of FDRs registered on a book entry account with Euroclear Finland**

If you are a holder of FDRs, the shares in Nordea Finland constituting the merger consideration will be distributed to your current book entry account with Euroclear Finland automatically. Accordingly, you will not be required to take any specific action to receive the shares in Nordea Finland.

The applicable record dates, settlement schedule, the date when the merger will be reflected on your book entry accounts and other information relating to the distribution, delivery and listing of the shares in Nordea Finland are set out below.

Last day for conversion of FDRs into shares in Nordea Sweden and vice versa:	25 September 2018
Last day of trading in FDRs on Nasdaq Helsinki including the right to receive shares in Nordea Finland:	28 September 2018
Record date of Euroclear Finland for the right to receive shares in Nordea Finland:	28 September 2018
First day of trading on Nasdaq Helsinki in the shares in Nordea Finland:	1 October 2018
Delivery of the shares in Nordea Finland to your account with Euroclear Finland and removal of FDRs:	1 October 2018

### **Information to holders of shares in Nordea Sweden registered on a securities account with Euroclear Sweden**

If you are a holder of shares in Nordea Sweden on a securities account with Euroclear Sweden, the shares in Nordea Finland constituting the merger consideration will be distributed to your current securities account with Euroclear Sweden automatically. Accordingly, you will not be required to take any specific action to receive the shares in Nordea Finland.

The applicable record dates, settlement schedule, the date when the merger will be reflected on your securities account and other information relating to the distribution, delivery and listing of the shares in Nordea Finland are set out below.

Last day of trading in shares in Nordea Sweden on Nasdaq Stockholm including the right to receive shares in Nordea Finland:	28 September 2018
First day of trading on Nasdaq Stockholm in the shares in Nordea Finland:	1 October 2018
Record date of Euroclear Sweden for the right to receive shares in Nordea Finland:	2 October 2018
Delivery of the shares in Nordea Finland to your account with Euroclear Sweden and removal of the shares in Nordea Sweden:	3 October 2018

All shareholders in Nordea Sweden will become legal owners of their shares in Nordea Finland constituting the merger consideration on the completion date of the merger (*i.e.*, 1 October 2018). However, as set out above, it is expected that this may not be fully reflected on the securities accounts until the morning of 3 October 2018. This is solely a technical matter and a consequence of the technical processes of, among other things, Euroclear Sweden's system.

If you acquire or dispose of Nordea shares on 1 October 2018, the transaction will be settled in Nordea Finland shares on 3 October 2018.

### **Information to holders of shares in Nordea Sweden registered on a securities account with VP Securities**

If you are a holder of shares in Nordea Sweden on a securities account with VP Securities, the shares in Nordea Finland constituting the merger consideration will be distributed to your current securities account with VP Securities automatically. Accordingly, you will not be required to take any specific action to receive the shares in Nordea Finland.

The applicable record dates, settlement schedule, the date when the merger will be reflected on your securities accounts and other information relating to the distribution, delivery and listing of the shares in Nordea Finland are set out below.

Last day of trading in shares in Nordea Sweden on Nasdaq Copenhagen including the right to receive shares in Nordea Finland:	28 September 2018
First day of trading on Nasdaq Copenhagen in the shares in Nordea Finland:	1 October 2018
Record date of VP Securities for the right to receive shares in Nordea Finland:	2 October 2018
Delivery of the shares in Nordea Finland to your account with VP Securities and removal of shares in Nordea Sweden:	2 October 2018 (end of day)

All shareholders in Nordea Sweden will become legal owners of their shares in Nordea Finland constituting the merger consideration on the completion date of the merger (*i.e.*, 1 October 2018). However, as set out above, it is expected that this may not be fully reflected on the securities accounts until end of day 2 October 2018. This is solely a technical matter and a consequence of the technical processes of, among other things, VP Securities' system.

If you acquire or dispose of Nordea shares on 1 October 2018, the transaction will be settled in Nordea Finland shares on 3 October 2018.

### **Moving/converting Nordea shares or FDRs between Euroclear Finland, Euroclear Sweden and VP**

As noted above the last day for conversion of FDRs into shares in Nordea Sweden and conversion of shares in Nordea Sweden into FDR:s will be Tuesday 25 September 2018. This will also be the last day for conversion, *i.e.* moving, of Nordea Sweden shares between Euroclear Sweden and VP Securities.

On the 3 October 2018 it will again be possible to convert, *i.e.* move, shares in Nordea Finland between Euroclear Finland, VP Securities and Euroclear Sweden.

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### **For further information:**

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