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## Decisions by Nordea's AGM 2014

Today's Annual General Meeting (AGM) of Nordea Bank AB (publ) approved the income statement and balance sheet for 2013 and decided on a dividend of 0.43 euro per share and that the record date for dividend would be 25 March 2014. The Board of Directors and the President and Group CEO were discharged from liability for the year 2013. Robin Lawther was elected new member of the Board of Directors. The AGM decided to authorise the Board of Directors to decide on issue of convertible instruments as well as acquisition and conveyance of own shares, and to approve guidelines for remuneration to executive officers and a maximum ratio between the fixed and the variable component of the total remuneration for certain employees.

### Election of board members

Björn Wahlroos, Marie Ehrling, Elisabeth Grieg, Svein Jacobsen, Tom Knutzen, Lars G Nordström, Sarah Russell and Kari Stadigh were re-elected board members for the period until the next AGM and Robin Lawther was elected new board member for the same period. Björn Wahlroos was re-elected chairman of the Board of Directors.

At the subsequent constituent board meeting Marie Ehrling was elected deputy chairman of the Board of Directors, and it was announced that the following persons are employee representatives: Kari Ahola, Toni H Madsen, Lars Oddestad (deputy) and Hans Christian Riise.

### Election of auditor

KPMG AB was re-elected auditor for the period until the next AGM.

### Remuneration

The AGM resolved a remuneration to the board members amounting to 259,550 euro for the chairman, 123,250 euro for the deputy chairman and 80,250 euro for the other members. In addition, remuneration will be paid for committee work in the three board committees amounting to 21,350 euro for the committee chairmen and 15,150 euro for the other members. Remuneration is not paid to members who are employees of the Nordea Group.

Fees to the auditor will be payable according to approved invoice.

### Establishment of nomination committee

The AGM decided to establish a nomination committee that will present proposals to the next AGM concerning board members, chairman of the Board of Directors and auditor, as well as remuneration to these. The nomination committee will consist of the chairman of the Board of Directors and four other members who are appointed by the four largest shareholders in Nordea in terms of voting rights at 31 August 2014.

### Issue of convertible instruments

The Board of Directors was authorised, for the period until the next AGM, to decide on issue of convertible instruments in Nordea. The authorisation means that the share capital may be increased by a maximum of 10 per cent of the share capital. The issue of convertible instruments by virtue of the authorisation may take place with or without preferential rights for existing shareholders and will be done on market conditions.

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*Nordea's vision is to be a Great European bank, acknowledged for its people, creating superior value for customers and shareholders. We are making it possible for our customers to reach their goals by providing a wide range of products, services and solutions within banking, asset management and insurance. Nordea has around 11 million customers, approximately 800 branch office locations and is among the ten largest universal banks in Europe in terms of total market capitalisation. The Nordea share is listed on the NASDAQ OMX Nordic Exchange in Stockholm, Helsinki and Copenhagen.*

The purpose of the authorisation is to facilitate a flexible and efficient adjustment of Nordea's capital structure to the new capital requirements and the attaching capital instruments.

#### **Acquisition and conveyance of own shares**

The Board of Directors was authorised to decide on acquisition of shares in Nordea through a stock exchange or by means of an acquisition offer directed to all shareholders. Nordea's holding of own shares must not at any time exceed 10 per cent of the total number of shares in Nordea.

The purpose of acquisition of own shares is to facilitate an adjustment of Nordea's capital structure to prevailing capital requirements and to facilitate the use of own shares as payment for or financing of acquisition of companies or businesses.

The Board of Directors was also authorised to decide on conveyance of shares in Nordea to be used as payment for or financing of acquisition of companies or businesses. Conveyance may be made in another way than through a stock exchange.

#### **Acquisition of own shares in securities operations**

The AGM decided that Nordea may purchase own shares in order to facilitate its securities operations. The holding of such shares must not at any time exceed 1 per cent of the total number of shares in Nordea.

#### **Guidelines for remuneration to executive officers**

The AGM decided on guidelines for remuneration to executive officers (the President and Group CEO and other members of Group Executive Management). Nordea will maintain remuneration levels and other employment conditions needed to recruit and retain executive officers with competence and capacity to carry out the strategy and reach the targets set so that Nordea can become a great European bank.

Annual remuneration consists of fixed salary and variable salary. Variable salary to the executive officers will be offered as an Executive Incentive Programme 2014 ("GEM EIP 2014") to reward performance meeting predetermined targets on group, business area/group function and individual level. The effect on the long-term result is to be considered when determining the targets. GEM EIP 2014 has a one year performance period and the outcome will not exceed the fixed salary. The outcome from GEM EIP 2014 will be paid over a five-year period in cash and be subject to forfeiture clauses, Total Shareholder Return (TSR) indexation and retention in compliance with the Swedish Financial Supervisory Authority's regulations on remuneration systems, taking account of domestic rules and practices where relevant. The executive officers were offered a similar programme for 2013 (GEM EIP 2013).

#### **Maximum ratio between the fixed and the variable component of the total remuneration**

For the Group CEO and other members of Group Executive Management the variable salary may not exceed 100 per cent of the fixed salary. For certain other employees the AGM decided to introduce a maximum ratio of 200 per cent between the fixed and the variable component of the total remuneration.

In order for Nordea to maintain its position as a leading European bank for business areas with employees directly exposed to international competition, Nordea must have the possibility to apply a maximum ratio of 200 per cent and, consequently, to offer remuneration schemes not deviating

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substantially from international market standards. The alternative would be to increase the fixed remuneration, which would reduce Nordea's cost-base flexibility. Total remuneration aligned with performance and prudent risk-taking gives appropriate cost-base flexibility and supports Nordea's ability to strengthen its capital base without limitations due to high fixed costs. The maximum ratio between the variable component and the fixed component of the total remuneration for each individual is 200 per cent, or such lower maximum percentage as may be set out in the Swedish rules and regulations implementing Directive 2013/36/EU.

The maximum ratio applies to remuneration awarded to categories of staff including senior management, risk takers, staff engaged in control functions and any employee receiving total remuneration that takes them into the same remuneration bracket as senior management and risk takers, whose professional activities have a material impact on the institution's risk profile, and additional categories of staff as defined in accordance with the relevant Swedish rules and regulations implementing Directive 2013/36/EU.

The maximum ratio applies to the above categories of staff employed within the divisions Markets Equities, Markets FICC (Fixed Income, Currencies and Commodities), Markets Investment Banking and Group Treasury within Nordea Bank AB (publ).

The maximum ratio applies for services provided or performance during 2014.

The maximum ratio will be applied also in subsidiaries of Nordea Bank AB (publ) for the above mentioned categories of staff employed within the divisions Markets Equities, Markets FICC, Markets Investment Banking, Asset Management, International Private Banking and Group Treasury, unless prevented by binding local rules and regulations.

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*The information in this press release is such that Nordea shall announce publicly according to Act (1991:980) regarding trading with financial instruments and/or Act (2007:528) regarding the securities market.*