

Copenhagen, Helsinki, Oslo, Stockholm, 17 March 2016 1(3)

## Decisions by Nordea's AGM 2016

Today's Annual General Meeting (AGM) of Nordea Bank AB (publ) approved the income statement and balance sheet for 2015 and decided on a dividend of 0.64 euro per share and that the record date for dividend would be 21 March 2016. The Board of Directors and the President and Group CEO were discharged from liability for the year 2015. All members of the Board of Directors were re-elected and Björn Wahlroos was re-elected chairman of the Board of Directors. The AGM authorised the Board of Directors to decide on issue of convertible instruments and approved merger plans between Nordea and its subsidiary banks Nordea Bank Danmark, Nordea Bank Finland and Nordea Bank Norge, respectively.

### Election of board members

Björn Wahlroos, Marie Ehrling, Tom Knutzen, Robin Lawther, Lars G Nordström, Sarah Russell, Silvija Seres, Kari Stadigh and Birger Steen were re-elected board members for the period until the next AGM. Björn Wahlroos was re-elected chairman of the Board of Directors.

At the subsequent statutory 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

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

### Remuneration

The AGM resolved a remuneration to the board members amounting to 287,400 euro for the chairman, 136,500 euro for the deputy chairman and 88,850 euro for the other members. In addition, remuneration will be paid for committee work in the three board committees amounting to 36,050 euro for the committee chairmen and 25,750 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 2016.

### 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.

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

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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 650 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 Stockholm, Nasdaq Helsinki and Nasdaq Copenhagen exchanges.*

### **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 CEO, the Deputy 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 2016 (GEM EIP 2016) 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 2016 has a one-year performance period and the outcome will not exceed the fixed salary. The outcome from GEM EIP 2016 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 similar programmes for 2013, 2014 and 2015.

### **Approval of merger plans**

As announced in the interim report for Q2 2015, Nordea seeks to simplify its legal structure by changing its subsidiary banks Nordea Bank Danmark A/S, Nordea Bank Finland Abp and Nordea Bank Norge ASA to branches of Nordea. Today the AGM approved the merger plans in respect of the cross-border mergers which the Board of Directors of Nordea and each of the boards of directors of the subsidiaries have decided on. The mergers are expected to take place in early 2017.

The executions of the mergers are subject to, among other things, the approvals, authorisations, consents and other decisions by relevant authorities in each country, such as any assessments and advance decisions by relevant tax authorities, having been obtained on terms and conditions which are acceptable to Nordea and the subsidiary banks; and, furthermore, that the respective merger is not prohibited or, in the opinion of Nordea's Board of Directors, impeded, in whole or in part, by any applicable laws and regulations, any change in the practices of relevant authorities or courts (including, but not limited to, changes in the interpretation of and amendments of relevant laws and regulations) or any other reason deemed significant by Nordea's Board of Directors.

The mergers will only have minor effects on capitalisation levels. There will be no effect on the consolidation of own funds or the level of capital requirements. Nordea does not expect the change to significantly affect the amount of corporate tax paid by the Nordea Group, and Nordea will continue to pay tax in the countries in which it operates. However, the overall financial effects of completing the mergers could entail additional net costs that are not insignificant depending on the final outcome of regulations. The proposed build-up of the Swedish Resolution Fund over the next 4-5 years could entail an additional cost of up to EUR 200 million per year, but there is a high degree of uncertainty related to the final outcome. Further the total net regulatory cost is currently associated with very high degree of uncertainty. It is however Nordea's firm belief that the long-term benefits of the branchification will outweigh the costs, and Nordea will going forward have a special focus on ensuring a level playing field in the Nordics.

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*The information provided in this press release is such that Nordea is required to disclose pursuant to the Swedish Financial Instruments Trading Act (1991:980) and/or the Swedish Securities Markets Act (2007:528).*