

Copenhagen, Helsinki, Oslo, Stockholm, 1 October 2018

Nordea Bank Abp – Stock Exchange Release – Other information disclosed according to the rules of the Exchange

Nordea's re-domiciliation is completed

As of today, 1 October 2018, Nordea is domiciled in Finland, a member of the European banking union, following the execution of the cross-border reversed merger between Nordea Bank AB (publ) and Nordea Bank Abp. As a result, the former parent company Nordea Bank AB (publ) has been dissolved, and all its assets and liabilities have been transferred to Nordea Bank Abp. Furthermore, 4,037,460,272 shares were issued to the former shareholders of Nordea Bank AB (publ) as merger consideration and 12,491,647 shares were issued to Nordea Bank Abp itself in order to mirror the holding of own shares held by Nordea Bank AB (publ) immediately prior to re-domiciliation. The banking business in Denmark, Norway and Sweden will be carried out by branches of Nordea Bank Abp and there will be no changes in day-to-day services from a customer perspective.

- Nordea is one of the largest and strongest banks in Europe. The move to the banking union is a significant strategic step in our transformation journey securing a fair, stable and predictable regulatory environment for the bank on a par with its European peers. It will promote the interests of our customers, shareholders and employees, and enable us to have the best possible platform to grow and develop our services to leverage on our customer vision: we want our customers to experience that we are easy to deal with, relevant and competent, anywhere and anytime, where the personal and digital relationship makes Nordea a safe and trusted partner, says Group CEO Casper von Koskull.

No changes in day-to-day services

Nordea will continue to be a trusted partner that aims to offer its customers the best service in the market anytime, anywhere. The move does not impact how and where Nordea takes decisions in relation to our individual customers.

- We will continue to deliver value to all customers, as we will keep on operating under the Nordic business model as previously. We will be just as close to our customers as we have always been and continue to interact and contribute to the Nordic societies and economies, says Casper von Koskull.

Nordea will also after the re-domiciliation continue to cooperate closely with national authorities and has voluntarily committed to complying with the prudential measures set by the Swedish FSA 2018 Supervisory College Joint Decision as of 1 October 2018 until the European Central Bank has issued a decision establishing prudential requirements prepared in accordance with the 2019 Supervisory Review and Evaluation Process (SREP) expected in late 2019. Nordea expects to communicate the final capital requirements after 1 October 2018 following the Swedish FSA 2018 Joint Capital Decision.

Information on the completion of the merger of Nordea Bank AB (publ) into Nordea Bank Abp, issuance of merger consideration shares and issuance of treasury shares

The cross-border reversed merger effectuating the re-domiciliation of the parent company of the Nordea Group to Finland has today been completed as a result of the final registration of the cross-border merger's execution with the Finnish Trade Register.

As an effect of the completion of the cross-border merger, Nordea Bank AB (publ) has been dissolved and all assets and liabilities of Nordea Bank AB (publ) have been transferred to Nordea Bank Abp. Going forward, the banking business in Denmark, Norway and Sweden will be carried out by branches of Nordea Bank Abp. Furthermore, 4,037,460,272 new shares in Nordea Bank Abp have been issued as merger consideration to the former shareholders of Nordea Bank AB (publ) (the "**Consideration Shares**") and registered with the Finnish Trade Register on 1 October 2018 in connection with the final registration of the merger.



In order to achieve the same number of own shares in Nordea Bank Abp as held by Nordea Bank AB (publ) on the last trading day prior to the re-domiciliation (*i.e.*, 28 September 2018), the directed share issue resolved by the Board of Directors of Nordea Bank Abp on 5 September 2018 has also been effectuated and registered with the Finnish Trade Register as of today. The number of shares issued in the directed share issue and consequently the total number of own shares currently held by Nordea Bank Abp amounts to 12,491,647 shares (the "**Treasury Shares**").

Following the registration of the Consideration Shares and the Treasury Shares, Nordea Bank Abp's share capital amounts to EUR 4,049,951,919 and the number of shares amounts to 4,049,951,919 shares. Each share carries one vote.

In accordance with previous communications, the shares in Nordea Bank Abp have today been admitted to trading on the regulated markets Nasdaq Helsinki, Nasdaq Stockholm and Nasdaq Copenhagen and trading will commence today while the shares in Nordea Bank AB (publ) will be deregistered from Nasdaq Helsinki, Nasdaq Stockholm and Nasdaq Copenhagen as a result of the completion of the cross-border merger and the dissolution of Nordea Bank AB (publ).

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