

Item 19

Resolution on guidelines for remuneration to the executive officers

The Board of Directors of Nordea Bank AB (publ) proposes that the annual general meeting on 19 March 2015 resolves on the following guidelines for remuneration to executive officers.

“Nordea shall maintain remuneration levels and other employment conditions needed to recruit and retain executive officers with competence and capacity to deliver on the strategy and targets thus enabling Nordea to become a Great European bank.

The term “executive officers” shall in this context mean the CEO of Nordea Bank AB (publ) and the executives reporting directly to him, who are also members of Group Executive Management.

Remuneration for executive officers will be decided by the Board of Directors in accordance with Nordea's internal policies and procedures, which are based on the Swedish Financial Supervisory Authority's (“SFSA”) regulations on remuneration systems, national implementation of the EU's directive on capital requirements for banks as well as international sound compensation practices.

Salaries and other remuneration in line with market levels constitute the overriding principle for compensation for executive officers at Nordea. Compensation for the executive officers shall be consistent with and promote sound and effective risk management and not encourage excessive risk-taking or counteract Nordea's long term interests.

Annual remuneration consists of fixed salary and variable salary.

Variable salary to the executive officers will be offered as an Executive Incentive Programme 2015 (“GEM EIP 2015”) to reward performance that meets predetermined targets at Group, business area/ group function and individual level. The effect on the long term result is to be considered when determining the targets. The outcome from GEM EIP 2015 will be paid over a five-year period in cash and be subject to forfeiture clauses, Total Shareholder Return indexation and retention based on the SFSA's regulations on remuneration systems, taking account of domestic rules and practices where relevant. GEM EIP 2015 has a one year performance period and the outcome shall not exceed the fixed salary. The executive officers were offered a similar programme year 2013 and 2014 (GEM EIP 2013 and GEM EIP 2014).

In accordance with SFSA's remuneration regulations guaranteed variable salary is to be exceptional and may only occur in the context of hiring a new executive officer and then be limited to the first year of employment.

Non-monetary benefits are given as a means to facilitate executive officers' performance. The levels of these benefits are determined by what is considered fair in relation to general market practice. The executive officers shall be offered retirement benefits in accordance with market practice in the country of which they are permanent residents. Fixed salary during the period of notice and severance pay shall in total not exceed 24 months of fixed salary for executive officers.

The Board of Directors may deviate from these guidelines if there are special reasons for this in a certain case.”

Additional information to the Board of Directors' proposal for guidelines for remuneration to the executive officers

Deviations from approved guidelines 2014:

There have been no deviations from the approved guidelines 2014.

Cost of variable remuneration for executive officers (excluding social cost):

2014

The actual cost for GEM EIP 2014 is EUR 5.0m to be paid over a five year period.

2015

The estimated maximum cost for GEM EIP 2015 is EUR 5.8m and the estimated cost assuming 60% fulfilment of the performance criteria is EUR 3.5m.
