

MINUTES

No. 1/2025

NORDEA BANK ABP
(Business ID 2858394-9)
ANNUAL GENERAL MEETING
20 March 2025

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In case of discrepancy, the Swedish language version shall prevail.*

ANNUAL GENERAL MEETING OF NORDEA BANK ABP

Time: 20 March 2025 at 14.00 EET.

Place: Finlandia Hall, Mannerheimintie 13e, 00100 Helsinki, Finland.

Present: The shareholders either in person, represented by proxy or who had exercised their shareholders' rights by voting in advance as set out in the attached list of votes adopted at the meeting (Appendix 5 § 1) were present or represented at the beginning of the Annual General Meeting of Nordea Bank Abp ("**Nordea**" or the "**Company**").

In addition, all members, including the deputy member, of the Board of Directors, the Company's President and Group Chief Executive Officer, the Company's Auditor, representatives of the Company's senior management, and other personnel were present at the meeting.

1 §

OPENING OF THE MEETING

The Annual General Meeting was opened by the Chair of the Board of Directors Sir Stephen Hester, who gave a speech in connection therewith.

2 §

CALLING THE MEETING TO ORDER AND RELATED DECISIONS

In accordance with the Organisational Document of the Annual General Meeting, Attorney-at-law Riikka Rannikko was elected the Chair of the Annual General Meeting and she called Ulrika Nirkkonen, Head of Group Corporate Legal, to act as secretary.

The Chair of the Annual General Meeting noted that the Company had published an Organisational Document of the Annual General Meeting, which included the information and proposals concerning the formal organisational matters in agenda items 1 to 5 of the Annual General Meeting. The Organisational Document was attached to the minutes (Appendix 2 § 1).

3 §

ELECTION OF PERSONS TO SCRUTINISE THE MINUTES AND TO SUPERVISE THE COUNTING OF VOTES

Tobias Palmgren was elected to scrutinize the minutes.

Robert Gordin and Bettina Forsskåhl-Holmberg were elected to supervise the counting of votes.

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4 §**RECORDING THE LEGALITY OF THE MEETING**

It was recorded that the meeting notice had been published on the Company's website and as a stock exchange release on 19 February 2025. The Shareholders' Nomination Board's proposals to the Annual General Meeting had been published as a stock exchange release on 7 February 2025. The full proposals of the Shareholders' Nomination Board, of the Board of Directors, and of the shareholders Swedish Society for Nature Conservation (Svenska Naturskyddsföreningen) and Mellempfolkeligt Samvirke (Action Aid Denmark) to the meeting had been included in the notice to the meeting.

It was recorded that the proposals to the Annual General Meeting including the Organisational Document of the meeting, the financial statements, the Board of Director's report, the remuneration report for governing bodies, and all other documents and information required by the Finnish Companies Act and the Finnish Securities Markets Act had been available to shareholders on the Company's website for the period required by the Finnish Companies Act. The documents were also available for inspection at the meeting.

It was noted that the Annual General Meeting had been convened in accordance with the provisions of the Articles of Association and the Finnish Companies Act and that the meeting was lawfully convened and constituted a quorum.

The notice was attached to the minutes (Appendix 4 § 1).

5 §**RECORDING THE ATTENDANCE AT THE MEETING AND ADOPTION OF THE LIST OF VOTES**

A list of attendees as at the beginning of the meeting and a list of votes represented at the meeting was presented. It was noted that 4,564 shareholders were represented, either in person, by legal representative, by proxy or by way of advance voting, at the beginning of the meeting and that they represented 2,058,051,586 shares and votes. The list of votes was attached to the minutes (Appendix 5 § 1).

It was recorded that the list of votes was to be updated and confirmed to correspond to the attendance at the beginning of each possible vote.

It was recorded that each shareholder who was on 10 March 2025 registered in the shareholders' register of the Company held by Euroclear Finland Oy in Finland, by Euroclear Sweden AB in Sweden or by VP Securities A/S in Denmark, had had the possibility to vote in advance on items 7–24 on the agenda. An agenda item subject to advance voting is considered to have been presented unchanged to the Annual General Meeting in accordance with the Finnish Companies Act.

It was noted that the Company had been provided with certain voting instructions prior to the meeting.

It was recorded that to the Company's or Innovatics Oy's knowledge no technical or other issues or uncertainties had arisen regarding the advance voting and the validity of the counting of advance votes had been confirmed.

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A summary of the votes cast in the advance voting and the voting instructions provided to the Company was attached to the minutes (Appendix 5 § 2).

It was recorded that all references in these minutes to all the shares and votes in the Company means the aggregate amount of the shares and votes in the Company as at the record date of the meeting, unless stated otherwise in the minutes.

6 §

PRESENTATION OF THE ANNUAL ACCOUNTS, THE REPORT OF THE BOARD OF DIRECTORS INCLUDING THE SUSTAINABILITY STATEMENT, THE AUDITOR'S REPORT AND THE ASSURANCE REPORT ON THE SUSTAINABILITY REPORT FOR THE YEAR 2024

It was recorded that the annual report, containing the annual accounts, the Board of Director's report, the Sustainability Statement, the Auditor's report, the Assurance Report on the Sustainability Report as well as the remuneration report for governing bodies, had been published by a stock exchange release on 24 February 2025 and had been available on the Company's website prior to the meeting in accordance with the provisions of the Finnish Companies Act and the Finnish Securities Market Act.

The documents concerning the annual accounts were attached to the minutes (Appendix 6 § 1).

The Company's President and Group Chief Executive Officer Frank Vang-Jensen presented a review of the financial year 2024 which was attached to the minutes (Appendix 6 § 2).

The Chair of the Annual General Meeting presented the Auditor's report and the Assurance Report on the Sustainability Report which were attached to the minutes (Appendix 6 § 3 and Appendix 6 § 4).

It was noted that the annual accounts, the report of the Board of Directors, the Sustainability Statement, the Auditor's report and the Assurance Report on the Sustainability Report for the financial period ended on 31 December 2024 had been presented to the meeting in accordance with the Articles of Association of the Company.

7 §

ADOPTION OF THE ANNUAL ACCOUNTS

The meeting adopted the annual accounts for the financial period ended on 31 December 2024.

A summary of the votes cast in the advance voting and the voting instructions provided to the Company is attached to the minutes (Appendix 5 § 2).

8 §

RESOLUTION ON THE USE OF THE PROFIT SHOWN IN THE ANNUAL ACCOUNTS AND THE RELATED AUTHORISATION OF THE BOARD OF DIRECTORS

It was recorded that according to the annual accounts for the financial period ended on 31 December 2024, the distributable earnings of the Company, including profit for the financial

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year and after subtracting capitalised development expenses, were EUR 20,871,375,465.11 and the other unrestricted equity amounted to EUR 1,802,482,712.68.

It was noted that the Board of Directors had proposed that the meeting authorise the Board of Directors to decide on a dividend payment of a maximum of EUR 0.94 per share based on the annual accounts adopted for the financial year ended 31 December 2024. The authorisation will remain in force and effect until the beginning of the next Annual General Meeting of the Company.

It was noted that the intention of the Board of Directors was to decide on a dividend payment in a single instalment based on this authorisation immediately after the Annual General Meeting. The intended record date for such dividend payment would be 24 March 2025 whereby the earliest dividend payment date would be 31 March 2025 or as soon as possible after that day.

The dividend will be paid to shareholders who on the applicable record date for the dividend payment are recorded in the Company's shareholders' register maintained by Euroclear Finland Oy in Finland, Euroclear Sweden AB in Sweden and VP Securities A/S in Denmark. Dividend will not be paid to shares held by the Company on the dividend record date.

The proposal of the Board of Directors was attached to the minutes (Appendix 8 § 1).

The meeting resolved, in accordance with the proposal of the Board of Directors, to authorise the Board of Directors to decide on a dividend payment of a maximum of EUR 0.94 per share based on the annual accounts adopted for the financial year ended 31 December 2024.

A summary of the votes cast in the advance voting and the voting instructions provided to the Company is attached to the minutes (Appendix 5 § 2).

9 §

RESOLUTION TO DISCHARGE THE MEMBERS OF THE BOARD OF DIRECTORS AND THE PRESIDENT AND GROUP CEO FROM LIABILITY

It was noted that the discharge from liability concerned all the persons who served as the members and deputy members of the Board of Directors, the Company's President and Group Chief Executive Officer or the Deputy Managing Director during the financial period ended on 31 December 2024.

The meeting resolved to discharge from liability the persons who served as the members and deputy members of the Board of Directors, the Company's President and Group Chief Executive Officer and the Deputy Managing Director during the financial period ended on 31 December 2024.

A summary of the votes cast in the advance voting and the voting instructions provided to the Company is attached to the minutes (Appendix 5 § 2).

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10 §**ADVISORY RESOLUTION ON THE ADOPTION OF THE COMPANY'S REMUNERATION REPORT FOR GOVERNING BODIES**

It was recorded that the Company's remuneration report for governing bodies for the year 2024 had been published by a stock exchange release on 24 February 2025 and had been available on the Company's website. The remuneration report for governing bodies for the year 2024 was attached to the minutes ([Appendix 10 § 1](#)).

It was noted that the Board of Directors had proposed to the meeting that it adopt, through an advisory resolution, the Company's remuneration report for governing bodies for the year 2024.

The meeting adopted, through an advisory resolution, the Company's remuneration report for governing bodies for the year 2024.

A summary of the votes cast in the advance voting and the voting instructions provided to the Company is attached to the minutes ([Appendix 5 § 2](#)).

11 §**RESOLUTION ON THE REMUNERATION FOR THE MEMBERS OF THE BOARD OF DIRECTORS**

It was noted that the Shareholders' Nomination Board had proposed to the meeting that the following annual remuneration is paid to the members of the Board of Directors that are elected by the meeting:

- Chair: EUR 400,000;
- Vice Chair: EUR 180,000; and
- Other members of the Board of Directors: EUR 112,000.

The Shareholders' Nomination Board also had proposed the following additional annual remuneration for committee chairs and committee members:

- Board Audit Committee, Board Risk Committee, and Board Operations and Sustainability Committee chairs: EUR 71,500;
- Board Audit Committee, Board Risk Committee, and Board Operations and Sustainability Committee members: EUR 35,500;
- Board Remuneration and People Committee Chair: EUR 54,500; and
- Board Remuneration and People Committee members: EUR 31,000.

In addition, the Shareholders' Nomination Board had proposed that a meeting fee of EUR 1,000 will be paid for each Board meeting, and a meeting fee of EUR 500 will be paid for each Board Committee meeting and any meeting in subcommittees established by the Board.

No remuneration is paid to the members of the Board of Directors employed by the Nordea Group.

In addition, Nordea covers or reimburses the members of the Board of Directors all costs and expenses related to or arising from the Board membership, including travel, logistics and accommodation as well as consultative, legal and administrative costs. The legal costs can e.g. include required costs of legal defence and claims made (during and after their

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period of office) against Board members in cases where Board members are not found liable or guilty of any intentional wrongdoing or grossly negligent behaviour.

The proposal of the Shareholders' Nomination Board was attached to the minutes (Appendix 11 § 1).

The meeting resolved that for the members of the Board of Directors the remuneration as well as costs and expenses are paid in accordance with the proposal of the Shareholders' Nomination Board.

A summary of the votes cast in the advance voting and the voting instructions provided to the Company is attached to the minutes (Appendix 5 § 2).

12 §

RESOLUTION ON THE NUMBER OF MEMBERS OF THE BOARD OF DIRECTORS

It was noted that the Shareholders' Nomination Board had proposed to the meeting that for a period until the end of the next Annual General Meeting, the number of members of the Board of Directors to be elected by the meeting is set at ten. It was noted that in addition, the Company's Board of Directors has three ordinary members and one deputy member of the Board of Directors elected by the employees of the Nordea Group.

The proposal of the Shareholders' Nomination Board was attached to the minutes (Appendix 12 § 1).

The meeting resolved, in accordance with the proposal of the Shareholders' Nomination Board, that the number of members of the Board of Directors to be elected by the meeting is set at ten.

A summary of the votes cast in the advance voting and the voting instructions provided to the Company is attached to the minutes (Appendix 5 § 2).

13 §

ELECTION OF THE MEMBERS OF THE BOARD OF DIRECTORS AND THE CHAIR OF THE BOARD OF DIRECTORS

It was noted that the Shareholders' Nomination Board had proposed to the meeting that for a period until the end of the next Annual General Meeting, the following persons are re-elected to the Board of Directors so that each proposed member of the Board of Directors is considered separately in an election:

- a) *Sir Stephen Hester (current member), also to be re-elected as Chair of the Board of Directors*
- b) *Petra van Hoeken (current member)*
- c) *John Maltby (current member)*
- d) *Risto Murto (current member)*
- e) *Lars Rohde (current member)*
- f) *Lene Skole (current member)*
- g) *Per Strömberg (current member)*
- h) *Jonas Synnergren (current member)*
- i) *Arja Talma (current member)*
- j) *Kjersti Wiklund (current member)*

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It was noted that the Company's Board of Directors also has three ordinary members and one deputy member of the Board of Directors elected by the employees of the Nordea Group. The employees had elected as of the end of the Annual General Meeting on 20 March 2025 and until the end of the next Annual General Meeting Joanna Koskinen, Gerhard Olsson and Jørgen Suo Lønnquist as ordinary members of the Board of Directors and Kasper Skovgaard Pedersen as a deputy member of the Board of Directors.

The proposal of the Shareholders' Nomination Board was attached to the minutes (Appendix 13 § 1).

The meeting resolved to elect the members of the Board of Directors and the Chair of the Board of Directors, for a period until the end of the next Annual General Meeting, in accordance with the proposal of the Shareholders' Nomination Board.

A summary of the votes cast in the advance voting and the voting instructions provided to the Company is attached to the minutes (Appendix 5 § 2).

14 §**RESOLUTION ON THE REMUNERATION OF THE AUDITOR**

It was noted that the Board of Directors had, on the recommendation of the Board Audit Committee, proposed to the meeting that the remuneration of the auditor is to be paid according to the invoice approved by the Company.

The proposal of the Board of Directors was attached to the minutes (Appendix 14 § 1).

The meeting resolved, in accordance with the proposal of the Board of Directors, that the remuneration of the auditor is to be paid according to the invoice approved by the Company.

A summary of the votes cast in the advance voting and the voting instructions provided to the Company is attached to the minutes (Appendix 5 § 2).

15 §**ELECTION OF THE AUDITOR**

It was recorded that the Company has an obligation to organize an audit firm selection procedure in accordance with the EU Audit Regulation (537/2014) (mandatory auditor rotation). It was further recorded, that the Board of Directors' Audit Committee had carried out an audit tender process for the statutory audit of the Nordea Group as from the financial year 2025 in accordance with the requirements of the EU Audit Regulation and Nordea procurement processes, which process had concluded in June 2023.

It was recorded that the Board Audit Committee had reviewed potential audit firm candidates based on predetermined selection criteria and identified PricewaterhouseCoopers Oy, and KPMG Oy Ab as the best candidates for the audit engagement of the Company.

It was recorded that the candidates had been evaluated against criteria such as audit processes and audit quality, experience and composition of the audit team, sustainability, and price. The selection process had included several rounds of information submissions, interviews, presentations and external reference checks. After careful consideration based on the selection criteria, the Board Audit Committee had concluded on recommending

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PricewaterhouseCoopers Oy, as external auditors for the financial year 2025. The Board Audit Committee had further confirmed that its recommendation is free from influence by a third party and that no clause of the kind referred to in paragraph 6 of Article 16 of the EU Audit Regulation, which would restrict the choice by the Annual General Meeting as regards the appointment of the auditor, had been imposed upon it.

It was noted that the Board of Directors had, on the recommendation of the Board Audit Committee, proposed to the meeting that authorised public accountants PricewaterhouseCoopers Oy be re-elected as the Company's auditor until the end of the following Annual General Meeting.

The proposal of the Board of Directors was attached to the minutes (Appendix 15 § 1).

The meeting resolved, in accordance with the proposal of the Board of Directors, to re-elect the authorised public accountants PricewaterhouseCoopers Oy as the Company's auditor. It was noted that PricewaterhouseCoopers Oy had notified the Company that the authorised public accountant Jukka Paunonen will continue as the responsible auditor.

A summary of the votes cast in the advance voting and the voting instructions provided to the Company is attached to the minutes (Appendix 5 § 2).

16 §

RESOLUTION ON THE REMUNERATION OF THE SUSTAINABILITY REPORTING ASSURER

It was noted that the Board of Directors had, on the recommendation of the Board Audit Committee, proposed to the meeting that the remuneration of the sustainability reporting assurer is to be paid according to the invoice approved by the Company.

The proposal of the Board of Directors was attached to the minutes (Appendix 16 § 1).

The meeting resolved, in accordance with the proposal of the Board of Directors, that the remuneration of the sustainability reporting assurer is to be paid according to the invoice approved by the Company.

A summary of the votes cast in the advance voting and the voting instructions provided to the Company is attached to the minutes (Appendix 5 § 2).

17 §

ELECTION OF THE SUSTAINABILITY REPORTING ASSURER

It was noted that the Board of Directors had, on the recommendation of the Board Audit Committee, proposed to the meeting that the authorised sustainability audit firm PricewaterhouseCoopers Oy be re-elected as the assurer of the Company's sustainability reporting until the end of the following Annual General Meeting.

The proposal of the Board of Directors was attached to the minutes (Appendix 17 § 1).

The meeting resolved, in accordance with the proposal of the Board of Directors, to elect the authorised sustainability audit firm PricewaterhouseCoopers Oy as the assurer of the Company's sustainability reporting. It was noted that PricewaterhouseCoopers Oy had

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notified the Company that the authorised sustainability auditor Jukka Paunonen will act as the responsible sustainability reporting auditor.

A summary of the votes cast in the advance voting and the voting instructions provided to the Company is attached to the minutes ([Appendix 5 § 2](#)).

18 §

RESOLUTION ON THE APPROVAL OF THE REVISED CHARTER OF THE SHAREHOLDERS' NOMINATION BOARD

It was noted that the Shareholders' Nomination Board had proposed to the meeting to resolve on the approval of the revised Charter of the Shareholders' Nomination Board.

It was recorded that the revised Charter of the Shareholders' Nomination Board had been published by a stock exchange release on 7 February 2025 and had been available on the Company's website. The proposal of the Shareholders' Nomination Board was attached to the minutes ([Appendix 18 § 1](#)).

The Meeting resolved, in accordance with the proposal of the Shareholders' Nomination Board, to approve the revised Charter of the Shareholders' Nomination Board.

A summary of the votes cast in the advance voting and the voting instructions provided to the Company is attached to the minutes ([Appendix 5 § 2](#)).

19 §

RESOLUTION ON THE AUTHORISATION FOR THE BOARD OF DIRECTORS TO DECIDE ON THE ISSUANCE OF SPECIAL RIGHTS ENTITLING TO SHARES (CONVERTIBLES) IN THE COMPANY

It was noted that the Board of Directors had proposed to the meeting to resolve to authorise the Board of Directors to decide, on one or several occasions, on the issuance of special rights entitling to either new shares in the Company or treasury shares, against payment (convertibles) in accordance with or in deviation from the shareholder's pre-emptive subscription rights.

The maximum number of shares that may be issued based on this authorisation shall be 340,000,000 shares, which corresponded to approximately 9.7 percent of all the shares in the Company on the date of the notice to the Annual General Meeting.

The Board of Directors shall be authorised to decide on all other matters relating to the issuance of the special rights entitling to shares in the Company. The issuance of the special rights entitling to shares by virtue of this authorisation shall be made on market terms and principally be issued in the international capital markets.

The authorisation shall remain in force and effect until the earlier of (i) the end of the next Annual General Meeting of the Company or (ii) 18 months from the resolution of the meeting. The authorisation will revoke the authorisation to decide on the issuance of special rights entitling to shares (convertibles) in the Company granted to the Board of Directors by the Annual General Meeting on 21 March 2024.

The proposal of the Board of Directors was attached to the minutes ([Appendix 19 § 1](#)).

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The meeting resolved, in accordance with the proposal of the Board of Directors, to authorise the Board of Directors to decide on the issuance of special rights entitling to either new shares in the Company or treasury shares, against payment (convertibles).

A summary of the votes cast in the advance voting and the voting instructions provided to the Company is attached to the minutes ([Appendix 5 § 2](#)).

20 §

RESOLUTION ON THE REPURCHASE OF THE COMPANY'S OWN SHARES IN THE SECURITIES TRADING BUSINESS

It was noted that the Board of Directors had proposed to the meeting to resolve that the Company, for the purpose of the ordinary course of its securities trading business as a credit institution, may repurchase its own shares.

It had been proposed that the Company's own shares are repurchased otherwise than in proportion to the existing shareholdings of the Company's shareholders (directed repurchases). The facilitation of the Company's securities trading business, in which the ability to also trade in the Company's own shares is required, forms a weighty financial reason for directed repurchases.

The maximum number of the Company's own shares to be repurchased shall not exceed 175,000,000 shares, which corresponded to approximately 5.0 percent of all the shares in the Company on the date of the notice to the Annual General Meeting. The Company's own shares may be repurchased on any trading venue or in transactions with counterparties of the securities trading business outside of a trading venue or through the use of derivative instruments, in each case, at arms-length market terms and price prevailing at the time of the repurchase or the time of entry into the relevant derivative instrument, as the case may be. The Company's own shares to be repurchased shall be offered to the Company no later than at the time of the repurchase and shall be paid for no later than upon delivery of such shares. The Company's own shares are repurchased using the unrestricted equity of the Company. The Company's own shares under this resolution shall be repurchased before the end of the next Annual General Meeting of the Company.

The proposal of the Board of Directors was attached to the minutes ([Appendix 20 § 1](#)).

The meeting resolved, in accordance with the proposal of the Board of Directors, on repurchase of the Company's own shares in the securities trading business.

A summary of the votes cast in the advance voting and the voting instructions provided to the Company is attached to the minutes ([Appendix 5 § 2](#)).

21 §

RESOLUTION ON THE TRANSFER OF THE COMPANY'S OWN SHARES IN THE SECURITIES TRADING BUSINESS

It was noted that the Board of Directors had proposed to the meeting to resolve that the Company, for the purpose of the ordinary course of its securities trading business as a credit institution, may transfer its existing own shares for consideration.

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It had been proposed that the Company may transfer its own shares in the ordinary course of its securities trading business in deviation from the shareholders' pre-emptive subscription rights by way of a directed share issuance. The facilitation of the Company's securities trading business, in which the ability to also trade in the Company's own shares is required, forms a weighty financial reason for a directed issuance.

The maximum number of the Company's own shares to be transferred shall not exceed 175,000,000 shares, which corresponded to approximately 5.0 percent of the all the shares in the Company on the date of the notice to the Annual General Meeting. The Company's own shares may be transferred through any trading venue or in transactions with counterparties of the securities trading business outside of a trading venue or through the use of derivative instruments, in each case, at arms-length market terms and price prevailing at the time of the transfer or at the time of the entry into the relevant derivative instrument, as the case may be. The Company's own shares that may be transferred shall be subscribed for no later than at the time of the transfer and shall be paid for no later than upon the delivery of such shares. The subscription price shall be recorded in the invested unrestricted equity of the Company.

The Company's own shares shall be transferred before the subscription period expires, which will be at the end of the next Annual General Meeting of the Company. It had been proposed that the meeting resolves to approve all subscriptions that will be made in accordance with the terms and conditions of the directed issuance.

The proposal of the Board of Directors was attached to the minutes (Appendix 21 § 1).

The meeting resolved, in accordance with the proposal of the Board of Directors, on the transfer of the Company's own shares in the securities trading business. It was further resolved to approve all subscriptions that will be made in accordance with the terms and conditions of the directed issuance.

A summary of the votes cast in the advance voting and the voting instructions provided to the Company is attached to the minutes (Appendix 5 § 2).

22 §

RESOLUTION ON THE AUTHORISATION FOR THE BOARD OF DIRECTORS TO DECIDE ON THE REPURCHASE OF THE COMPANY'S OWN SHARES

It was noted that the Board of Directors had proposed to the meeting to resolve to authorise the Board of Directors, on one or several occasions, to decide on the repurchase of an aggregate of not more than 340,000,000 shares in the Company, which corresponded to approximately 9.7 percent of all the shares in the Company, on the date of the notice to the Annual General Meeting, subject to the condition that the number of own shares held by the Company together with its subsidiaries at any given time may not exceed 10 percent of all the shares in the Company.

It had been proposed that the Company's own shares may be repurchased as follows:

- (a) Not more than 340,000,000 shares may be repurchased to distribute excess capital in order to optimise the capital structure of the Company. The purpose of such repurchase is to optimise the capital position and to increase sustainable shareholder return to the benefit of all shareholders.

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- (b) Not more than 8,000,000 shares may be repurchased to be used in the Company's variable pay plans in accordance with regulatory requirements and/or as required for new variable pay plans for executive officers, senior management, other material risk takers and other employees, as appropriate.

The Company's own shares may only be repurchased using the unrestricted equity of the Company. The shares may be repurchased either through an offer to all shareholders on equal terms or through other means and otherwise than in proportion to the existing shareholdings of the Company's shareholders (directed repurchases). The highest purchase price per share shall be no more than the higher of (i) the highest price paid for the Company's shares in public trading on the day of repurchase or alternatively (ii) the average of the share prices (volume weighted average price on the regulated markets where the Company's share is admitted to trading) during the five trading days preceding the repurchase or the offer to repurchase own shares, and the lowest purchase price per share shall be the price that is 20% lower than the lower of (i) the lowest price paid for the Company's shares in public trading on the day of repurchase or alternatively (ii) the average of the share prices (volume weighted average price on the regulated markets where the Company's share is admitted to trading) during the five trading days preceding the repurchase or the offer to repurchase own shares. Furthermore, in connection with the repurchases of its own shares, the Company may enter into derivative, share lending or other similar arrangements.

The Board of Directors shall be authorised to decide on all other terms relating to the repurchases of the Company's own shares.

The authorisation shall remain in force and effect until 18 months from the resolution of the meeting. If the authorisation is granted, it will not revoke the authorisation to decide on the repurchase of the Company's own shares granted to the Board of Directors by the Annual General Meeting on 21 March 2024 which, in accordance with that authorisation, will remain in effect until 21 September 2025. In addition to the above terms, it is noted that any resolution by the Board of Directors to repurchase shares based on the proposed authorisation will also be subject to the condition that the Company has obtained the necessary regulatory permissions from the European Central Bank.

The proposal of the Board of Directors was attached to the minutes ([Appendix 22 § 1](#)).

The meeting resolved, in accordance with the proposal of the Board of Directors, to authorise the Board of Directors to decide on the repurchase of the Company's own shares.

A summary of the votes cast in the advance voting and the voting instructions provided to the Company is attached to the minutes ([Appendix 5 § 2](#)).

23 §

RESOLUTION ON THE AUTHORISATION FOR THE BOARD OF DIRECTORS TO DECIDE ON SHARE ISSUANCES OR TRANSFERS OF THE COMPANY'S OWN SHARES

It was noted that the Board of Directors had proposed to the meeting to resolve to authorise the Board of Directors, on one or several occasions, to decide on the issuance of new shares or the transfer of the Company's own shares of not more than 30,000,000 shares in the Company, which corresponded to approximately 0.9 percent of all the shares in the Company on the date of the notice to the Annual General Meeting.

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It had been proposed that the shares may be issued or transferred in proportion to the Company's shareholders' existing shareholdings in the Company or in deviation from the shareholders' pre-emptive subscription right by way of a directed issuance. The shares to be issued or transferred in this way may be used (a) to implement the Company's variable pay plans in accordance with regulatory requirements and/or as required for new variable pay plans for executive officers, senior management, other material risk takers, and other employees, as appropriate, or (b) as payment in connection with corporate acquisitions.

The Board of Directors shall be authorised to decide on all other terms relating to the issuance of new shares in the Company or to the transfers of the Company's own shares.

The authorisation shall remain in force and effect until the earlier of (i) the end of the next Annual General Meeting of the Company or (ii) 18 months from the resolution of the meeting. The authorisation will revoke the authorisation to decide on share issuances or transfers of the Company's own shares granted to the Board of Directors by the Annual General Meeting on 21 March 2024.

The proposal of the Board of Directors was attached to the minutes (Appendix 23 § 1).

The meeting resolved, in accordance with the proposal of the Board of Directors, to authorise the Board of Directors to decide on share issuances or transfers of the Company's own shares.

A summary of the votes cast in the advance voting and the voting instructions provided to the Company is attached to the minutes (Appendix 5 § 2).

24 §

SHAREHOLDER PROPOSALS FOR AMENDMENTS OF THE COMPANY'S ARTICLES OF ASSOCIATION

It was noted that the Company's shareholders Swedish Society for Nature Conservation (Svenska Naturskyddsföreningen) and Mellempøkeligt Samvirke (Action Aid Denmark) had, pursuant to Chapter 5, Section 5 of the Finnish Companies Act, proposed that the Company's Articles of Association be amended by adding two new articles which would read:

4. Business activities aligned with the Paris Agreement

The company will not provide lending, capital markets underwriting and facilitation to upstream fossil fuel companies that lack a credible transition plan in line with the Paris Agreement, including a commitment to not expand supply with new long lead time upstream oil and gas projects.

5. Investment activities aligned with the Paris Agreement

The company will not invest in fossil fuel companies through own-managed investment products and own account investments, if the fossil fuel companies lack a transition plan in line with the Paris Agreement, including a commitment to not expand supply with new long lead time upstream oil and gas projects, new coal mines, mine extensions and new unabated coal plants.

The shareholder proposals were attached to the minutes (Appendix 24 § 1).

MINUTES

No. 1/2025

NORDEA BANK ABP
(Business ID 2858394-9)
ANNUAL GENERAL MEETING
20 March 2025

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It was noted that the Board of Directors had in the notice to the meeting commented on the shareholder proposals and recommended that the meeting resolve not to adopt the proposed amendments to the Company's Articles of Association.

It was noted that the representative of the above-mentioned shareholders presented their proposals, and it was discussed.

The meeting resolved not to adopt the amendments to the Articles of Association.

A summary of the votes cast in the advance voting and the voting instructions provided to the Company is attached to the minutes (Appendix 5 § 2).

25 §

CLOSING OF THE MEETING

The Chair of the Annual General Meeting noted that all items that had been included in the notice to the meeting had been considered. It was noted that the decisions made at the Annual General Meeting had been unanimously supported by all represented shareholders, unless otherwise stated in the minutes. It was recorded that the minutes will be available on the Company's website as of 3 April 2025, at the latest.

The Chair of the Annual General Meeting closed the Annual General Meeting at 16:12 EET.

[Signatures on the following page]

MINUTES

No. 1/2025

**NORDEA BANK ABP
(Business ID 2858394-9)
ANNUAL GENERAL MEETING
20 March 2025**

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Chair of the Annual General Meeting:

RIIKKA RANNIKKO
Riikka Rannikko

In fidem:

ULRIKA NIRKKONEN
Ulrika Nirkkonen

Minutes scrutinised and approved:

TOBIAS PALMGREN
Tobias Palmgren

MINUTES

No. 1/2025

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(Business ID 2858394-9)
ANNUAL GENERAL MEETING
20 March 2025

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APPENDICES

Appendix 2 § 1	Organisational Document of the Annual General Meeting
Appendix 4 § 1	The notice to the meeting
Appendix 5 § 1	The list of votes
Appendix 5 § 2	Summary of the votes cast in the advance voting and the voting instructions provided to the Company
Appendix 6 § 1	Documents concerning the annual accounts
Appendix 6 § 2	CEO Review
Appendix 6 § 3	Auditor's report
Appendix 6 § 4	Assurance Report on the Sustainability Report
Appendix 8 § 1	The proposal of the Board of Directors on the profit shown in the annual accounts and the related authorisation of the Board of Directors
Appendix 10 § 1	Remuneration report for governing bodies for the year 2024
Appendix 11 § 1	The proposal of the Shareholders' Nomination Board on the remuneration for the members of the Board of Directors
Appendix 12 § 1	The proposal of the Shareholders' Nomination Board on the number of members of the Board of Directors
Appendix 13 § 1	The proposal of the Shareholders' Nomination Board on the election of the members of the Board of Directors and the Chair of the Board of Directors
Appendix 14 § 1	The proposal of the Board of Directors on the remuneration of the auditor
Appendix 15 § 1	The proposal of the Board of Directors on the election of the auditor
Appendix 16 § 1	The proposal of the Board of Directors on the remuneration of the sustainability reporting assurer
Appendix 17 § 1	The proposal of the Board of Directors on the election of the sustainability reporting assurer
Appendix 18 § 1	The proposal of the Shareholders' Nomination Board on the revised Charter of the Shareholders' Nomination Board

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Appendix 19 § 1	The proposal of the Board of Directors on the authorisation for the Board of Directors to decide on the issuance of special rights entitling to shares (convertibles) in the Company
Appendix 20 § 1	The proposal of the Board of Directors on the resolution on the repurchase of the Company's own shares in the securities trading business
Appendix 21 § 1	The proposal of the Board of Directors on the resolution on the transfer of the Company's own shares in the securities trading business
Appendix 22 § 1	The proposal of the Board of Directors on the authorisation for the Board of Directors to decide on the repurchase of the Company's own shares
Appendix 23 § 1	The proposal of the Board of Directors on the authorisation for the Board of Directors to decide on share issuances or transfers of the Company's own shares
Appendix 24 § 1	The proposal of shareholders Swedish Society for Nature Conservation (Svenska Naturskyddsföreningen) and Mellempfolkeligt Samvirke (Action Aid Denmark) on the amendment of the Articles of Association