

## MINUTES

No. 1/2023

**NORDEA BANK ABP**  
**(Business ID 2858394-9)**  
**ANNUAL GENERAL MEETING**  
**23 March 2023**

*Unofficial translation of the original signed document in Swedish language.  
In case of discrepancy, the Swedish language version shall prevail.*

### ANNUAL GENERAL MEETING OF NORDEA BANK ABP

**Time:** 23 March 2023 at 14.00 EET.

**Place:** Messukeskus, Helsinki Expo and Convention Centre, Messuaukio 1, 00520 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.

In addition, all members of the Board of Directors, except Robin Lawther and Jonas Synnergren, the new proposed Board members, 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 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, Lagman Johan Aalto was elected the Chair of the Annual General Meeting and he 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

Ossian Ekdahl 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 noted that the meeting notice had been published on the Company's website and as a stock exchange release on 23 February 2023. The Shareholders' Nomination Board's proposals to the Annual General Meeting had been published as a stock exchange release on 8 February 2023. The Shareholders' Nomination Board's and the Board of Directors' full proposals to the meeting had been included in the notice to the meeting.

It was noted that the proposals to the Annual General Meeting including the Organisational Document of the meeting, the financial statements and all other documents and information required by the Finnish Companies Act and the Finnish Securities Markets Act have 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 4,385 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 2,192,833,027 shares and votes. The list of votes was attached to the minutes (Appendix 5 § 1).

It was noted 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 13 March 2023 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 the possibility to vote in advance on items 7–21 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 recorded 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.

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).

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It was noted 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 AND THE AUDITOR'S REPORT FOR THE YEAR 2022**

It was recorded that the annual report, containing the annual accounts, the Board of Director's report and the Auditor's report, and the remuneration report for governing bodies, 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 2022 which was attached to the minutes (Appendix 6 § 2).

The Chair of the Annual General Meeting presented the Auditor's report which was attached to the minutes (Appendix 6 § 3).

It was recorded that the annual accounts, the report of the Board of Directors and the Auditor's report for the financial period ended on 31 December 2022 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 2022.

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 2022, the distributable earnings of the Company, including profit for the financial year – after subtracting capitalised development expenses – were EUR 17,299,560,244.30 and the other unrestricted equity amounted to EUR 4,592,781,450.93.

It was recorded 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 0.80 per share based on the annual accounts adopted for the financial year ended 31 December 2022. The authorisation will remain in force and effect until the beginning of the next Annual General Meeting of the Company.

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It was recorded that the intention of the Board of Directors was to decide on a dividend payment in a single instalment based on the authorisation immediately after the Annual General Meeting. The intended record date for such dividend payment would be 27 March 2023 whereby the earliest dividend payment date would be 3 April 2023 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 0.80 per share based on the annual accounts adopted for the financial year ended 31 December 2022.

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 CEO FROM LIABILITY**

It was recorded that the discharge from liability concerned all the persons who served as the 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 2022.

The meeting resolved to discharge from liability the persons who served as the 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 2022.

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).

**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 2022 had been published by a stock exchange release on 1 March 2023 and been available on the Company's website. The remuneration report for governing bodies for the year 2022 was attached to the minutes (Appendix 10 § 1).

It was noted that the Chair of the Board of Directors Stephen Hester presented the remuneration report for governing bodies for the year 2022.

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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 2022.

The meeting adopted, through an advisory resolution, the Company's remuneration report for governing bodies for the year 2022.

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 recorded 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 352,000;
- Vice Chair: EUR 165,500; and
- Other members of the Board of Directors: EUR 105,500.

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

- Board Remuneration and People Committee Chair: EUR 49,500;
- Board Remuneration and People Committee members: EUR 29,000;
- All other committee chairs: EUR 67,000; and
- All other committee members: EUR 33,500.

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

In addition, the Company 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 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

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It was recorded 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 appointed 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 elected to the Board of Directors so that each proposed member of the Board of Directors is considered separately in an election:

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

It was noted that the Company's Board of Directors also has three ordinary members and one deputy member of the Board of Directors appointed by the employees of the Nordea Group. The employees had appointed as of the end of the Annual General Meeting on 23 March 2023 and until the end of the next Annual General Meeting Dorrit Groth Brandt, Gerhard Olsson and Hans Christian Riise as ordinary members of the Board of Directors and Joanna Koskinen 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 proposed new members of the Board of Directors Risto Murto and Per Strömberg presented themselves.

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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 recorded 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 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 AMENDMENT OF THE ARTICLES OF ASSOCIATION**

It was noted that the Chair of the Board of Directors Stephen Hester presented the proposals of the Board of Directors under the agenda items 16 to 21.

It was noted that the Board of Directors had proposed that Article 10 of the Articles of Association be amended by replacing the second paragraph to enable also holding a general meeting without a meeting venue as a so-called virtual meeting as an alternative to a physical meeting or a hybrid meeting.

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It was further noted that the Board of Directors had proposed that Article 11 of the Articles of Association be amended in accordance with the requirements of the Finnish Companies Act such that the matters to be decided at an annual general meeting include deciding on the adoption of the remuneration policy when necessary and deciding on the adoption of the remuneration report, and that the numbering of the current subsections 6–10 be changed accordingly due to the above-mentioned amendments.

The proposal of the Board of Directors was attached to the minutes (Appendix 16 § 1) and the Articles of Association in their amended form were attached to the minutes (Appendix 16 § 2).

The meeting resolved, in accordance with the proposal of the Board of Directors, to approve the amendments to the Articles of Association of 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 §

### **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 350,000,000 shares, which corresponded to approximately 9.60 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 24 March 2022.

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 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).



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**18 §****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 4.80 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 18 § 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](#)).

**19 §****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.

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 4.80 percent of the all the

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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 19 § 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).

## 20 §

### 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 350,000,000 shares in the Company, which corresponded to approximately 9.60 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 350,000,000 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.
- (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

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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 24 March 2022 which, in accordance with that authorisation, will remain in effect until 24 September 2023. 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 20 § 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).

## 21 §

### 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 0.8 percent of all the shares in the Company on the date of the notice to the Annual General Meeting.

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.

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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 24 March 2022.

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, 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).

## 22 §

### CLOSING OF THE MEETING

Prior to the closing of the meeting, the Chair of the Board of Directors Stephen Hester extended his gratitude, on behalf of the Company and the Shareholders' Nomination Board, to Torbjörn Magnusson and Robin Lawther who were stepping down from the Board of Directors.

The Chair of the Annual General Meeting noted that all items that had been included in the notice to the meeting had been considered and that the minutes will be available on the Company's website as of 6 April 2023, at the latest.

The Chair of the Annual General Meeting closed the Annual General Meeting at 15.45 EET.

*[Signatures on the following page]*

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**NORDEA BANK ABP  
(Business ID 2858394-9)  
ANNUAL GENERAL MEETING  
23 March 2023**

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Chair of the Annual General Meeting: JOHAN AALTO  
Johan Aalto

In fidem: ULRIKA NIRKKONEN  
Ulrika Nirkkonen

Minutes scrutinised and approved: OSSIAN EKDAHL  
Ossian Ekdahl

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**23 March 2023**

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## APPENDICES

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Appendix 10 § 1	Remuneration report for governing bodies for the year 2022
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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 amendment of the Articles of Association
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Appendix 17 § 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 18 § 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

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| Appendix 19 § 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 20 § 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 21 § 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 |