

Notice to the Annual General Meeting of Nordea Bank Abp

Nordea Bank Abp
Stock exchange release – Notice to general meeting
18 February 2026 at 09.00 EET

Nordea Bank Abp's shareholders are hereby invited to the Annual General Meeting to be held on Tuesday 24 March 2026 at 14.00 EET.

Nordea Bank Abp's ("Nordea" or the "Company") Annual General Meeting will be held on Tuesday 24 March 2026 at 14.00 EET. The Annual General Meeting will be held as a virtual meeting, without a meeting venue using remote connection in real time in accordance with Section 10 of the Articles of Association of the Company and Chapter 5, Section 16, Subsection 3 of the Finnish Limited Liability Companies Act.

The virtual meeting format enables all shareholders to participate in the decision-making at the Annual General Meeting and to engage with the management regardless of the shareholders' geographical location, supporting the equal exercise of shareholders' rights in the Company. Participating in the Annual General Meeting via remote connection enables shareholders to exercise their shareholder rights in real time, including the ability to vote and comment and ask questions orally during the meeting. Shareholders may also exercise their right to vote at the Annual General Meeting by voting in advance. Instructions for participation and voting in advance are provided in Section "C. Instructions for the participants in the Annual General Meeting" of this notice.

Prior to the Annual General Meeting, a separate online event will be held during which the President and Group CEO will present an overview of the key highlights of the financial year 2025, key priorities for Nordea's next strategy period as well as the financial targets for 2030. The presentation will be followed by a Q&A segment with senior management. The event starts at 13.00 EET, and it may be viewed online via a live webcast on Nordea's website. Participants can submit questions to the Q&A session both before and during the webcast. This event is not part of the Annual General Meeting and therefore viewing the event via the webcast or submitting questions to the event does not constitute participation in the Annual General Meeting. Instructions for joining the webcast and submitting questions are available on Nordea's website at www.nordea.com/agm.

A. Matters on the agenda of the Annual General Meeting

Information and proposals concerning the formal organisational matters in agenda items 1 to 5 are included in a separate organisational document published on Nordea's website at www.nordea.com/agm, which also constitutes a part of this notice. The document will be supplemented as needed at the meeting with such information that is not available before the Annual General Meeting.

At the Annual General Meeting, the following matters will be considered:

1. Opening of the meeting
2. Calling the meeting to order and related decisions

3. Election of persons to scrutinise the minutes and to supervise the counting of votes

4. Recording the legality of the meeting

5. Recording the attendance at the meeting and adoption of the list of votes

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 2025

7. Adoption of the annual accounts

8. Resolution on the use of the profit shown on the balance sheet and the distribution of dividend

The Board of Directors proposes to the Annual General Meeting that a dividend of EUR 0.96 per share be paid based on the annual accounts to be adopted for the financial year ended on 31 December 2025. The dividend will be paid to shareholders who on the record date for the dividend distribution on 26 March 2026 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. The dividend payment date will be 2 April 2026, or as soon as possible thereafter.

The Board of Directors further proposes that the Annual General Meeting authorise the Board of Directors, in its discretion, to decide on the distribution of a second dividend instalment based on the annual accounts to be adopted for the financial year ended 31 December 2025 (the "**Mid-Year Dividend**"). The amount of the Mid-Year Dividend is intended to be set at a level corresponding to approximately 50% of the Nordea Group's net profit for the six-month period ending 30 June 2026. The Mid-Year Dividend is, however, subject to a maximum total amount of EUR 3 billion. The authorisation will remain in force and effect until the opening of the next Annual General Meeting of the Company.

It is the intention of the Board of Directors to decide on the Mid-Year Dividend based on this authorisation in connection with the publication of the second-quarter and half-year results 2026. The Board of Directors will at that time resolve on the amount and timing of the Mid-Year Dividend, and the Company will announce such Board resolution and confirm the record and payment dates of the Mid-Year Dividend. The Mid-Year Dividend would be paid to shareholders who 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 on the applicable record date.

Dividend will not be paid on shares held by the Company on each record date.

9. Resolution to discharge the members of the Board of Directors and the President and Group CEO from liability

10. Advisory resolution on the adoption of the Company's remuneration report for governing bodies

The Board of Directors proposes to the Annual General Meeting that the Company's remuneration report for governing bodies for the year 2025 is adopted through an advisory resolution.

11. Resolution on the remuneration for the members of the Board of Directors

The Shareholders' Nomination Board proposes to the Annual General Meeting that the following remuneration is paid to the members of the Board of Directors elected by the Annual General Meeting: 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; members of the Board of Directors (excluding Chair and Vice Chair), an annual general fee of EUR 115,500 (112,000); Board Audit Committee, Board Risk Committee and Board Operations and Sustainability Committee members, an additional annual fee of EUR 40,000 (35,500); Board Remuneration and People Committee members, an additional annual fee of EUR 35,000 (31,000); Board Audit Committee, Board Risk Committee and Board Operations and Sustainability Committee chairs, an additional annual fee of EUR 81,500 (71,500); Board Remuneration and People Committee Chair, an additional annual fee of EUR 62,000 (54,500); Vice Chair, an annual fee of EUR 190,000

(180,000); and Board Chair, an annual fee of EUR 440,000 (400,000).

No additional remuneration for their role as members of the Board is paid to 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 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.

12. Resolution on the number of members of the Board of Directors

The Shareholders' Nomination Board proposes to the Annual General 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 Annual General Meeting is set at ten. However, should any number of the candidates proposed by the Shareholders' Nomination Board for any reason not be available for election to the Board of Directors, the proposed number of Board members shall be decreased accordingly.

Furthermore, the Board of Directors has three ordinary members and one deputy member elected by the employees of the Nordea Group.

13. Election of the members of the Board of Directors and the Chair of the Board of Directors

The Shareholders' Nomination Board proposes to the Annual General 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. *Sir Stephen Hester (current member), also to be re-elected as Chair of the Board of Directors*
- b. *Petra van Hoeken (current member)*
- c. *Risto Murto (current member)*
- d. *Lars Rohde (current member)*
- e. *Lene Skole (current member)*
- f. *Per Strömberg (current member)*
- g. *Jonas Synnergren (current member)*
- h. *Arja Talma (current member)*
- i. *Kjersti Wiklund (current member)*
- j. *Simon Cooper (new member)*

John Maltby is not available for re-election.

Simon Cooper (59) has extensive experience within banking and financial markets as a member of the executive management in HSBC and Standard Chartered. He has a profound understanding of banks' risk management including credit, market, operational, sustainability, data and cyber risks. Simon Cooper also has wide experience of sustainable finance and digital transformation.



The biographical details of the current Board members are available at www.nordea.com/en/about-us/corporate-governance/board-of-directors. The CV of the proposed new member of the Board of Directors is available at www.nordea.com/agm.

Should any of the candidates presented above for any reason not be available for election to the Board of Directors, the remaining available candidates are proposed to be elected in accordance with the proposal by the Shareholders' Nomination Board.

All proposed Board members have given their consent to being elected as members of the Board of Directors and Sir Stephen Hester has given his consent to being re-elected as Chair of the Board of Directors.

Relevant authority approval for Simon Cooper is pending.

In addition to the above proposed Board members, the Board of Directors has three ordinary members and one deputy member elected by the employees of the Nordea Group. As of the end of the Annual General Meeting on 24 March 2026 and until the end of the next Annual General Meeting, the employees have elected Kasper Skovgaard Pedersen, Joanna Koskinen and Jørgen Suo Lønnquist as ordinary members of the Board of Directors and Susanne Anderberg as a deputy member of the Board of Directors.

Relevant authority approval for Susanne Anderberg is pending.

It is the collective opinion of the Shareholders' Nomination Board and Nordea Bank Abp that the proposed Board of Directors and its members are suitable for the assignment both collectively and individually and that Sir Stephen Hester is suitable for the position as Chair of the Board of Directors.

All proposed Board members are, in accordance with the Finnish Corporate Governance Code, independent of Nordea's significant shareholders and, excluding Board members elected by the employees, also considered independent of the company. The ordinary members and the deputy member of the Board of Directors elected by the employees are employed by the Nordea Group and, therefore, they are not independent of the company.

14. Resolution on the remuneration of the auditor and the sustainability reporting assurer

The Board of Directors proposes, on the recommendation of the Board Audit Committee, to the Annual General Meeting that the remuneration of the auditor and the sustainability reporting assurer is to be paid according to the invoice approved by the Company.

15. Election of the auditor and the sustainability reporting assurer

The Board of Directors proposes, on the recommendation of the Board Audit Committee, to the Annual General Meeting that authorised public accountants PricewaterhouseCoopers Oy be re-elected as the Company's auditor until the end of the following Annual General Meeting. PricewaterhouseCoopers Oy has notified the Company that the authorised public accountant Jukka Paunonen would act as the responsible auditor.

The Board of Directors further proposes, on the recommendation of the Board Audit Committee, to the Annual General Meeting that the authorised sustainability audit firm PricewaterhouseCoopers Oy is re-elected as the assurer of the Company's sustainability reporting until the end of the following Annual General Meeting. PricewaterhouseCoopers Oy has notified the Company that the authorised sustainability auditor Jukka Paunonen would act as the responsible sustainability reporting auditor.

16. Resolution on the authorisation for the Board of Directors to decide on the issuance of special rights entitling to shares (convertibles) in the Company

Nordea Bank Abp is required to satisfy certain capital requirements pursuant to EU and Finnish legislation. Within this legislative framework, capital instruments that absorb losses by converting into shares can be used to

meet parts of the capital requirements. The Board of Directors proposes that the Annual General Meeting authorises the Board of Directors to decide on the issuance of such capital instruments.

The purpose of the authorisation is to facilitate a flexible and efficient adjustment of the Company's capital structure to the capital requirements. The authorisation enables the Board of Directors to swiftly carry out issuances without first holding an extraordinary general meeting, which the Board of Directors considers appropriate given that these capital instruments are principally intended to be issued in the international capital markets. The Board of Directors intends to use the authorisation if the Board of Directors determines that the capital trigger level at which conversion shall take place is at such a level that gives the shareholders and the Board of Directors the possibility to act in good time and propose alternatives to conversion.

In light of the above, the Board of Directors of the Company proposes to the Annual General 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 330,000,000 shares, which corresponds to approximately 9.6% of all the shares in the Company on the date of this 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 Annual General Meeting of the Company.

If this authorisation is granted, it 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 20 March 2025.

17. Resolution on the repurchase of the Company's own shares in the securities trading business

In its securities trading business, Nordea Bank Abp, among other things, offers share-related products, and acts as a market maker in its own shares on the relevant stock exchanges and in indices in which the Company's shares form a significant part. Should the Company not be able to trade in its own shares, the Company would not be able to provide a full range of products in the same manner as its competitors, which would lead to the Company losing market shares, and it would not be able to fulfil its current market maker undertakings towards relevant stock exchanges and the financial markets at large.

The Company's holdings of its own shares in the trading book shall not at any time exceed the applicable limits decided by the European Central Bank.

In light of the above, the Board of Directors of the Company proposes to the Annual General 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 as follows.

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 corresponds to approximately 5.1% of all the shares in the Company on the date of this 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 the 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.

18. Resolution on the transfer of the Company's own shares in the securities trading business

In its securities trading business, Nordea Bank Abp, among other things, offers share-related products, and acts as a market maker in its own shares on the relevant stock exchanges and in indices in which the Company's shares form a significant part. Should the Company not be able to trade in its own shares, the Company would not be able to provide a full range of products in the same manner as its competitors, which would lead to the Company losing market shares, and it would not be able to fulfil its current market maker undertakings towards relevant stock exchanges and the financial markets at large.

In light of the above, the Board of Directors of the Company proposes to the Annual General 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 as follows.

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 corresponds to approximately 5.1% of all the shares in the Company on the date of this 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 is proposed that the Annual General Meeting resolves to approve all subscriptions that will be made in accordance with the terms and conditions of the directed issuance.

19. Resolution on the authorisation for the Board of Directors to decide on the repurchase of the Company's own shares

Pursuant to its dividend policy Nordea Bank Abp will continuously assess the opportunity to use share buy-backs as a tool to distribute excess capital. In line with these considerations, the Board of Directors of the Company proposes to the Annual General Meeting to resolve to authorise the Board of Directors to decide, on one or several occasions, on the repurchase of an aggregate of not more than 330,000,000 shares in the Company, which corresponds to approximately 9.6% of all the shares in the Company on the date of this 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% of all the shares in the Company.

The Company's own shares may be repurchased as follows:

- a) Not more than 330,000,000 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 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 for 18 months from the resolution of the Annual General Meeting of the Company. If this 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 20 March 2025 which, in accordance with that authorisation, will remain in effect until 20 September 2026.

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.

20. Resolution on the authorisation for the Board of Directors to decide on share issuances or transfers of the Company's own shares

The Board of Directors of the Company proposes to the Annual General Meeting to resolve to authorise the Board of Directors to decide, on one or several occasions, on the issuance of new shares or transfer of the Company's own shares of not more than 30,000,000 shares in the Company, which corresponds to approximately 0.9% of all the shares in the Company on the date of this notice to the Annual General Meeting.

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 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 Annual General Meeting of the Company.

If this authorisation is granted, it 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 20 March 2025.

21. Shareholder proposal for amendment of the Company's Articles of Association

Nordea has received a shareholder proposal set out below to be addressed in the Annual General Meeting pursuant to Chapter 5 Section 5 of the Finnish Limited Liability Companies Act. The Board of Directors has considered the proposal with regard to the Company's strategy, business, and principles of good governance, and does not support adopting the proposed amendment to the Company's Articles of Association. Therefore, the Board of Directors strongly urges the shareholders to vote against the proposal.

The Board of Directors firmly believes that with its current strategy, Nordea takes the societal responsibility that is required to ensure progress in the transition towards a low-carbon economy, while also contributing to a stable and secure energy supply in Europe. Nordea complies with the rules and regulations set out by governments and authorities in the markets where it operates, and does not provide financing or facilitation dedicated to drilling in the Arctic.

Further, the Articles of Association are not an appropriate mechanism under the established corporate governance practices for stipulating on the matter raised in the shareholder proposal.

Shareholders Swedish Society for Nature Conservation (Naturskyddsföreningen) and Action Aid Denmark (Mellemfolkeligt Samvirke) propose that the Articles of Association are amended by adding the following new article:

"4. Business activities in the Arctic region

To promote prudent capital allocation and to protect the Company and its shareholders against material environmental, climate-related, and financial risks, the Company shall not provide lending, capital markets underwriting, or other financing or facilitation services to any upstream fossil fuel company that is engaged in the exploration for, and/or expansion of supply through new long-lead-time upstream oil and gas projects located north of the Arctic Circle."

Response to the proposal by Nordea's Board of Directors

Nordea has an objective to become a bank with net-zero emissions by 2050, sharing the determination that society needs to transition to a low-carbon economy to mitigate adverse climate and nature-related impacts. The Board of Directors firmly believes that with its current strategy, Nordea takes the societal responsibility that is required to ensure progress in the transition towards a low-carbon economy, while also contributing to a stable and secure energy supply in Europe.

Nordea retains a risk-based and restrictive approach toward the oil and gas sector, recognising that the energy transition introduces elevated risks to the economic viability of fossil fuel-based activities. Since 2019, Nordea has reduced its lending exposure to oil and gas exploration and production almost completely, representing only 0.001% of total lending by the end of 2025. Nordea does not enter into new business relationships with companies active in the exploration and production of oil and gas, and does not provide financing or facilitation dedicated to oil and gas expansion, unconventional oil and gas or Arctic drilling. In 2026, Nordea further strengthened its sector target for oil and gas, aligning it with the requirements of the Science Based Targets initiative.

The energy transition is complex and the geopolitical upheaval of recent years has highlighted the critical importance of energy security and independence. Even in accelerated transition scenarios, oil and particularly natural gas will remain vital components of the European energy system for years to come. An orderly transition requires accelerated decarbonisation efforts while also ensuring that today's energy supply is secure, affordable and with considerations to limiting environmental impacts. The Board of Directors firmly believes that it is Nordea's societal responsibility to contribute to a balanced transition and energy security priorities in the markets

where Nordea operates. This includes the specific role of the Norwegian energy sector in the transition, and is why Nordea continues to support a few carefully selected companies, primarily operating on the Norwegian Continental Shelf, that make an important contribution to ensuring a stable, affordable and secure energy supply in Europe.

In its investment activities, Nordea excludes oil and gas production companies from three quarters of its total fund assets, including all sustainability-focused funds. In the remaining quarter of the funds, limited exposure is maintained to accommodate for customers requesting investment strategies that aim to replicate an index or a certain market and where broad exclusions are not feasible. In 2026, Nordea decided to cease the provision of new capital to oil and gas companies expanding their production by restricting investments in the primary issuance of bonds of such companies. Nordea actively engages with oil and gas companies through voting and dialogue to improve their climate and environmental standards. Within asset and wealth management Nordea remains bound by statutory requirements to act in the best interests of its clients.

Over the past years, Nordea has made significant progress in advancing the integration of climate and nature-related risks into its risk management processes. Sustainability today forms an integral part of the bank's operations and risk management. Nordea has developed sectoral and portfolio pathways and transparently discloses how climate-related risks and related exposures and emissions are managed – this is not a matter to be stipulated in the Articles of Association. Extensive reporting is provided in the *Annual Report*, which includes the *Sustainability Statement* prepared in accordance with the Corporate Sustainability Reporting Directive (CSRD), and the *Capital and Risk Management Reports* published under the Pillar 3 framework. Additionally, since 2025, Nordea has provided a dedicated report, [Enhanced disclosures for Nordea's oil and gas portfolio](#), offering additional transparency regarding its oil and gas portfolio.

As one of few banks globally, Nordea has set a portfolio-wide target based on science-based pathways to reduce financed emissions by 40–50% across its entire lending portfolio by 2030. Since 2019, Nordea's financed emissions in the lending portfolio have decreased by 44%, well on track to meet this goal. Nordea continues to work closely with its customers, developing products and solutions to finance their transitions. Since 2022, Nordea has facilitated EUR 235 billion in sustainable financing, exceeding its 2025 target.

Nordea is decarbonising its portfolios and reducing its exposure to fossil fuels faster than the pace prescribed by the scientific scenarios limiting global warming to 1.5°C. The Board of Directors remains confident that Nordea's strategy, actions and progress are aligned with its long-term objective of reaching net-zero emissions by 2050.

The Articles of Association are not an appropriate mechanism for addressing the matter raised in the proposal. The proposed amendment to the Articles of Association leaves room for interpretation, which creates undue uncertainty on the proper application thereof. Stipulating the Company's business strategy in the Articles of Association, even in key areas such as sustainability, would lead to uncertainty in the established division of duties and responsibilities between the shareholders' meeting and the Board of Directors. Under the corporate governance framework and related legislation applicable to Nordea, adopting Nordea's strategy and overseeing its proper implementation are key responsibilities of the Board of Directors. Further, the management is, by law, responsible for reviewing and approving strategies and policies related to management of ESG risks.

Based on the above considerations, the Board of Directors strongly urges the shareholders to vote against the shareholder proposal.

The proposal submitted by the shareholders is available on the Company's website at www.nordea.com/agm.

22. Closing of the meeting

B. Documents of the Annual General Meeting

This notice which includes the agenda of the Annual General Meeting, the resolution proposals, and the organisational document of the Annual General Meeting, are available on the Company's website at www.nordea.com/agm. The annual report, containing the annual accounts, the Board of Directors' report,

including the Sustainability Statement, the Auditor's report and the Assurance Report on the Sustainability Report, as well as the remuneration report for governing bodies will be available on said website as of 3 March 2026 at the latest. The minutes of the Annual General Meeting will be available on the above-mentioned website as of 7 April 2026 at the latest.

C. Instructions for the participants in the Annual General Meeting

The registration for the Annual General Meeting and the advance voting will commence on 2 March 2026 and end on 16 March 2026 at 23.59 EET. Participation in the Annual General Meeting and the exercise of shareholders' rights at the Annual General Meeting is possible only via the remote connection described in this notice through telecommunications and technical means or by voting in advance. Participation via remote connection requires that notification of participation has been given and granted in accordance with the instructions in this notice. Participating in the Annual General Meeting via remote connection enables shareholders to exercise their full shareholder rights in real time at the meeting, including their right to comment and ask questions orally during the meeting. Instructions on registration for the Annual General Meeting for shareholders wishing to participate in the meeting via remote connection are set out in subsections 1, 2, 3 and 7 below. Instructions for advance voting are set out in subsection 4 below.

In connection with the registration and advance voting, at least the following information is requested: the shareholder's name, national identification number (except for shareholders with shares registered with VP Securities A/S in Denmark) or business ID, email address, telephone number, and information on a possible authorised representative. Strong electronic identification of private persons for registration on the Company's website requires the use of Finnish, Swedish or Danish online banking IDs or mobile certificates. Instructions for holders of nominee registered shares are set out below under subsection "6. Holders of nominee registered shares". For shareholders that are legal persons, registration requires providing the entity's business ID, name of the shareholder, name and birthdate of the authorised representative, and an email address and telephone number as contact information. For shareholders that are legal persons with shares registered with VP Securities A/S in Denmark, registration also requires providing the entity's address. Information on proxy documents and Suomi.fi authorisations is set out in subsection 5 below.

The personal data provided by the shareholders to the Company is only used in connection with the Annual General Meeting and the processing of related registrations. For further information on how Nordea processes your personal data, please visit www.nordea.com/en/privacy-policy.

More information on registration for the meeting and advance voting is available during the registration period until 16 March 2026 by phone from Innovatics Ltd at +358 10 2818 909 from Monday to Friday between 9.00 and 12.00 EET and between 13.00 and 16.00 EET.

1. Shareholders with shares registered with Euroclear Finland Oy in Finland

Each shareholder who is registered in the shareholders' register of the Company maintained by Euroclear Finland Oy on 12 March 2026 has the right to participate in the Annual General Meeting. A shareholder whose shares are registered on the shareholder's personal Finnish book-entry account is registered in the shareholders' register of the Company.

A shareholder who is registered in the shareholders' register of the Company and wishes to participate in the Annual General Meeting via remote connection shall notify the Company thereof according to the instructions set out below.

Notification of participation shall be made no later than by 23.59 EET on 16 March 2026

- electronically on the Company's website: www.nordea.com/agm
- by email to agm@innovatics.fi or
- by regular mail: Innovatics Ltd, AGM/Nordea, Ratamestarinkatu 13 A, FI-00520 Helsinki, Finland.

2. Shareholders with shares registered with Euroclear Sweden AB in Sweden

Each shareholder who is registered in the shareholders' register of the Company maintained by Euroclear Sweden AB on 12 March 2026 has the right to participate in the Annual General Meeting via remote connection. Such shareholders are re-registered by the Company in the shareholders' register maintained by Euroclear Finland Oy provided that the shareholder has notified the Company thereof in accordance with the instructions set out below.

Notification of participation shall be made no later than by 23.59 EET on 16 March 2026

- electronically on the Company's website: www.nordea.com/agm
- by email to agm@innovatics.fi or
- by regular mail: Innovatics Ltd, AGM/Nordea, Ratamestarinkatu 13 A, FI-00520 Helsinki, Finland.

Shareholders whose shares are held in trust in Sweden must instruct their trustee to re-register their shares in the shareholders' own name in the shareholders' register maintained by Euroclear Sweden AB in good time prior to 16 March 2026, which is the deadline for re-registration. Holders of shares held in trust in Sweden who wish to participate in the Annual General Meeting via remote connection are advised to request, without delay, instructions from their trustee.

3. Shareholders with shares registered with VP Securities A/S in Denmark

Each shareholder who is registered in the shareholders' register of the Company maintained by VP Securities A/S on 12 March 2026 has the right to participate in the Annual General Meeting via remote connection. Such shareholders are re-registered by the Company in the shareholders' register maintained by Euroclear Finland Oy provided that the shareholder has notified the Company thereof in accordance with the instructions set out below.

Notification of participation shall be made no later than by 23.59 EET on 16 March 2026

- electronically on the Company's website: www.nordea.com/agm
- by email to agm@innovatics.fi or
- by regular mail: Innovatics Ltd, AGM/Nordea, Ratamestarinkatu 13 A, FI-00520 Helsinki, Finland.

Shareholders whose shares are held in trust in Denmark must instruct their trustee to re-register their shares in the shareholders' own name in the shareholders' register maintained by VP Securities A/S in good time prior to 12 March 2026, which is the deadline for re-registration. Holders of shares held in trust in Denmark who wish to participate in the Annual General Meeting via remote connection are advised to request, without delay, instructions from their trustee.

4. Advance voting

Shareholders may vote in advance on certain items on the agenda of the Annual General Meeting. Advance voting commences on 2 March 2026 and ends on 16 March 2026 at 23.59 EET.

Each shareholder who is registered in the shareholders' register of the Company maintained by Euroclear Finland Oy as described in subsection 1 above, in the shareholders' register maintained by Euroclear Sweden AB as described in subsection 2 above, or in the shareholders' register maintained by VP Securities A/S as described in subsection 3 above may vote in advance:

- electronically on the Company's website: www.nordea.com/agm
- by emailing the advance voting form available on the Company's website to: agm@innovatics.fi or
- by regular mail by sending the advance voting form available on the Company's website to: Innovatics Ltd, AGM/Nordea, Ratamestarinkatu 13 A, FI-00520 Helsinki, Finland.



Shareholders whose shares are held in trust in Sweden or Denmark and who wish to vote in advance are advised to instruct the trustee to vote in advance on behalf of such shareholders by 23.59 EET on 16 March 2026 at the latest according to the instructions set out in this notice or received from their trustee. Holders of nominee-registered shares who wish to vote in advance should refer to section 6 below for further instructions.

A shareholder who has voted in advance may, provided they have also registered as participating in the virtual meeting via remote connection by the relevant deadline, request information under the Finnish Limited Liability Companies Act, request a vote at the Annual General Meeting, or vote on a possible counterproposal if they are attending or represented at the Annual General Meeting via remote connection.

Further instructions for advance voting will be available on the Company's website at www.nordea.com/agm on 2 March 2026 at the latest.

5. Proxy representative and powers of attorney

A shareholder of the Company may participate in the Annual General Meeting via remote connection and exercise their shareholder rights through a proxy representative. Proxy representatives must use strong electronic authentication when registering electronically using the registration service on the Company's website and when submitting advance votes electronically. After this, they can register and/or vote in advance on behalf of the shareholder they represent.

A proxy representative shall deliver a dated proxy document or otherwise in a reliable manner demonstrate their right to represent the shareholder at the Annual General Meeting and/or vote in advance. The proxy documents shall be delivered primarily as attachments in connection with registering on the Company's website at www.nordea.com/agm, or by email to agm@innovatics.fi, or mailed or delivered as originals to: Innovatics Ltd, AGM/Nordea, Ratamestarinkatu 13 A, FI-00520 Helsinki, Finland, in good time and they must arrive by 23:59 EET on 16 March 2026 at the latest. In addition to delivering the proxy documents, the shareholder or their proxy representative must also register for the Annual General Meeting in the manner set out in this notice.

If a shareholder participates in the Annual General Meeting or votes in advance through several proxy representatives representing the shareholder with shares on different securities accounts, the shares by which each proxy representative represents the shareholder shall be identified in the proxy documents delivered in connection with the registration. Even if a proxy representative represents more than one shareholder at the Annual General Meeting, only one participation link and password will be provided to the proxy representative for all shareholders whom they represent. The virtual general meeting platform allows the proxy representative to vote separately on behalf of each shareholder they represent without logging into the platform individually for each shareholder.

The original proxy documents shall be delivered to the Company upon request. Further instructions, including a proxy template, will be available on the Company's website at www.nordea.com/agm on 2 March 2026 at the latest.

Shareholders may also use the electronic Suomi.fi authorisation service for authorising proxies. For such authorisation, a shareholder authorises a representative in the Suomi.fi service at www.suomi.fi/e-authorizations (using the authorisation topic "Representation at the General Meeting"). When registering, the proxy representative must identify themselves with strong electronic identification using their personal Finnish online banking IDs or a mobile certificate, after which the electronic mandate is automatically checked. For more information, see www.suomi.fi/e-authorizations.

6. Holders of nominee registered shares

A holder of nominee-registered shares has the right to participate in the Annual General Meeting by virtue of the shares based on which they on the record date of the Annual General Meeting on 12 March 2026 would be entitled to be registered in the shareholders' register of the Company maintained by Euroclear Finland Oy. The

right to participate in the Annual General Meeting requires, in addition, that the shareholder on the basis of such shares has been registered in the temporary shareholders' register maintained by Euroclear Finland Oy by 10.00 EET on 19 March 2026 at the latest. In terms of nominee registered shares, this constitutes due registration for the Annual General Meeting pursuant to the Finnish Limited Liability Companies Act.

A holder of nominee registered shares is advised to request, without delay, the relevant instructions from their custodian bank regarding registration in the temporary shareholders' register of the Company, the issuing of proxy documents and voting instructions. The account management organisation of the custodian bank shall register a holder of nominee registered shares who wants to participate in the Annual General Meeting in the temporary shareholders' register of the Company and vote in advance on behalf of the nominee registered shareholder by 10.00 EET on 19 March 2026 at the latest. Holders of nominee registered shares cannot themselves register directly for the Annual General Meeting on the Company's website and must be registered through their custodians.

In addition, holders of nominee registered shares who wish to participate via remote connection, are advised to request, without delay, instructions from their custodian bank. If a holder of nominee registered shares has authorised their custodian to cast advance votes on their behalf, such advance votes will be taken into account as advance votes of the nominee registered shareholder, unless the holder of nominee registered shares votes differently at the Annual General Meeting.

For the avoidance of doubt, instructions for shareholders whose shares are held in trust in Sweden or Denmark are set out above in subsection "2. Shareholders with shares registered with Euroclear Sweden AB in Sweden" and in subsection "3. Shareholders with shares registered with VP Securities A/S in Denmark", respectively.

Further instructions are available on the Company's website at www.nordea.com/agm.

7. Instructions for participating in the virtual meeting

Remote connection to the Annual General Meeting will be implemented through Inderes Oyj's virtual general meeting service using the Videosync platform, which includes a video feed and audio access to the Annual General Meeting. Participation in the Annual General Meeting does not require any software or downloads subject to a charge. In addition to an internet connection, participation requires a computer, smartphone or tablet with speakers or headphones for audio playback as well as a microphone for asking questions or addressing the meeting orally. The following browsers are recommended for remote participation: Chrome, Firefox, Edge, Safari or Opera. Shareholders are responsible for the functioning of their internet connections and devices during the meeting.

The participation link and password for participation in the Annual General Meeting will be sent to the validly registered participants on the day before the meeting, 23 March 2026, to the e-mail address and/or mobile phone number provided in connection with the registration. It is recommended to test the network connection and to log into the meeting system in good time before the start of the Annual General Meeting.

Shareholders who have voted in advance may also participate in the Annual General Meeting via remote connection. If a shareholder has voted in advance, the votes cast in advance will be taken into account in the decision-making at the Annual General Meeting, regardless of whether such shareholder participates in the Annual General Meeting via remote connection or not. Shareholders who have voted in advance and participate in the meeting via remote connection will be able to change their advance votes during the meeting, should a vote take place.

For more information on the general meeting service, additional instructions for proxy representatives representing more than one shareholder, contact details of the service provider and instructions in case of possible disruptions, please visit <https://vagm.fi/support>. A link to test the compatibility of your computer, smartphone or tablet with the internet connection can be found at <https://b2b.inderes.com/knowledge-base/compatibility-testing>. Shareholders are recommended to familiarise themselves with the detailed participation instructions before the start of the Annual General Meeting. Should shareholders have any



questions with regard to remote participation in the Annual General Meeting, they are requested to contact the service provider by phone at +358 10 2818 913 or by e-mail at agm@innovatics.fi.

In the event of problems during the Annual General Meeting, shareholders are requested to contact the online general meeting service provider's support without delay. Assistance with logging in to the meeting is available by phone at +358 10 2818 913 or by e-mail at agm@innovatics.fi. In case of issues with following the meeting, exercising the right to speak or voting during the meeting, assistance is provided via a technical support chat available in the meeting platform or by phone at +358 10 2818 913.

8. Temporary suspension or continuation meeting in the event of technical disruptions

In the event that a disruption occurs in the telecommunications connection or other technical equipment used for organising the meeting which falls under the Company's responsibility, and such disruption may affect the validity of the decisions made at the meeting, the Chair of the Annual General Meeting may decide to temporarily suspend the meeting for the duration of repair measures.

If it is reasonable to assume that resolving the disruption would significantly delay the meeting and such disruption may affect the validity of the decisions made at the meeting, the Chair may decide to continue the meeting at a later date. If the Chair, on the Annual General Meeting date 24 March 2026, accordingly considers it necessary to continue the meeting at a later date, a continuation meeting will be held on 26 March 2026 starting at 15.00 EET, unless otherwise informed by Nordea. The continuation meeting will also be held without a meeting venue using remote connection, and the instructions provided in this notice will apply to participation in the continuation meeting as applicable.

Shareholders who had registered for the suspended meeting will be entitled to participate also in the continuation meeting without a need to register for the continuation meeting separately. The Company will not send a new notice to the Annual General Meeting for the continuation meeting, and advance voting will not be repeated. Any advance votes and voting instructions already cast will remain valid and will be taken into account as advance votes and voting instructions at the continuation meeting. Resolutions passed before a possible disruption are valid and will not be repeated at the continuation meeting. Such decisions validly taken can be implemented. If a continuation meeting is to be held, the Company will publish instructions for participation in the continuation meeting on its website without delay after the suspension of the meeting. The Company will also send a new participation link and password for participation in the continuation meeting to shareholders entitled to participate in the continuation meeting to the e-mail addresses and/or mobile phone numbers provided in connection with registration.

9. Other instructions and information

The Annual General Meeting will be conducted mainly in Swedish, and partly in Finnish and English. Simultaneous interpretation will be available into Swedish, Finnish and English.

Instructions for joining the webcast of the pre-Annual General Meeting event and submitting questions for the Q&A session during the event are available on Nordea's website at www.nordea.com/agm.

Information on the Annual General Meeting required by the Finnish Limited Liability Companies Act and the Securities Markets Act is available on the Company's website at www.nordea.com/agm.

Pursuant to Chapter 5, Section 25 of the Finnish Limited Liability Companies Act, a shareholder who is present at the Annual General Meeting via remote connection has the right to ask questions and request information with respect to the matters to be considered at the meeting. Shareholders may exercise their right to request information during the meeting orally by using their microphone.



Changes in shareholding after the record date do not affect the right to participate in the Annual General Meeting or the number of votes. On the date of this notice to the Annual General Meeting, 18 February 2026, the total number of shares in the Company is 3,427,653,383, which equals 3,427,653,383 votes.

**Helsinki on 18 February 2026
Nordea Bank Abp
Board of Directors**

This notice is published in English, Swedish and Finnish. In the event of any inconsistencies between the language versions, the Swedish version shall prevail.

For further information:

Ilkka Ottoila, Head of Investor Relations, +358 9 5300 7058
Media inquiries, +358 10 416 8023 or press@nordea.com

The information provided in this stock exchange release was submitted for publication, through the agency of the contact set out above, at 9.00 EET on 18 February 2026.