

Notice to the Annual General Meeting of Nordea Bank Abp

Nordea Bank Abp
Stock exchange release – Notice to general meeting
25 February 2021 at 09.00 EET

The shareholders of Nordea Bank Abp (the “Company”) are hereby summoned to the Annual General Meeting to be held on Wednesday 24 March 2021 at 14.00 EET at the headquarters of Nordea, Hamnbanegatan 5, Helsinki, Finland. Shareholders and their proxy representatives can only participate in the Annual General Meeting and exercise shareholders’ rights by voting in advance and by making counterproposals and asking questions in advance. Instructions to shareholders are further described in Section C of this notice. It is not possible to attend the meeting in person. Nordea will arrange a separate webcast for its shareholders after the Annual General Meeting where the shareholders have the opportunity to ask questions on topics related to the Annual General Meeting.

Due to the COVID-19 pandemic and in order to ensure the health and safety of the Company’s shareholders, employees and other stakeholders, the Company’s Board of Directors has resolved on extraordinary meeting procedures pursuant to the temporary legislation (677/2020) which entered into force on 3 October 2020.

Nordea will arrange a separate webcast for its shareholders after the Annual General Meeting on Wednesday 24 March 2021 at 16.00 EET where the shareholders will be able to follow the presentations of the Chair of the Board of Directors as well as the President and Group CEO and where the resolutions made at the Annual General Meeting will be presented. Shareholders will also have the opportunity to ask questions on topics related to the Annual General Meeting from senior management. The webcast will not be part of the Annual General Meeting. Thus, questions referred to in Chapter 5, Section 25 of the Finnish Companies Act need to be asked in advance of the Annual General Meeting as described below in Section C. More information on the webcast and instructions on how to participate can be found on Nordea’s website www.nordea.com/en/annual-general-meeting.

A. Matters on the agenda of 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**

Lagman Johan Aalto will act as Chairman of the Annual General Meeting. Should Johan Aalto be prevented for a weighty reason from acting as Chairman, the Board of Directors of the Company will appoint the person it deems most suitable to act as Chairman of the Annual General Meeting.

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

Lawyer Lauri Marjamäki will scrutinise the minutes and supervise the counting of votes at the Annual General Meeting. Should Lauri Marjamäki be prevented for a weighty reason from scrutinising the minutes and supervising the counting of votes, the Board of Directors will appoint the person it deems most suitable to scrutinise the minutes and 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

All shareholders who have voted in advance in accordance with the instructions of this notice and who in accordance with Chapter 5, Section 6 and 6a of the Finnish Companies Act have the right to attend the meeting will be recorded as having attended the meeting. The list of votes will be adopted according to the information provided by Computershare AB.

6. Presentation of the annual accounts, the report of the Board of Directors and the Auditor's report for the year 2020

As participation in the Annual General Meeting is possible only in advance, the annual report, containing the annual accounts, the Board of Directors' report and the Auditor's report, which will be published by a stock exchange release and made available on the Company's website at www.nordea.com/en/annual-general-meeting no later than on 3 March 2021, shall be deemed to have been presented to the Annual General Meeting.

The presentation of the President and Group CEO will be published on the Company's website at www.nordea.com/en/annual-general-meeting no later than on the date of the Annual General Meeting.

7. Adoption of the annual accounts

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

The Board of Directors proposes that the Annual General Meeting authorises the Board of Directors to decide on a dividend payment, in one or several instalments, of a maximum of EUR 0.72 per share based on the balance sheet to be adopted for the financial year ended 31 December 2020. The authorisation will remain in force and effect until the beginning of the next Annual General Meeting of the Company.

The proposed amount of a maximum of EUR 0.72 per share is in line with Nordea's dividend policy and includes the residual amount of the 2020 Annual General Meeting dividend mandate (EUR 0.33 per share) as well as 70% of the net profit for the financial year 2020 (EUR 0.39 per share).

On 15 December 2020, the European Central Bank (ECB) extended its recommendation to banks to refrain from or limit dividends until the end of September 2021. The Board of Directors has decided to follow the ECB recommendation and will refrain from deciding on a dividend payment based on the proposed authorisation before 1 October 2021, unless the ECB updates or revokes its recommendation.

Nordea will publish any possible decisions on dividend payment by the Board of Directors separately, and simultaneously confirm the dividend record and payment dates. Possible 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 or VP Securities A/S in Denmark.

Pursuant to the Finnish Act on Credit Institutions, Chapter 10, Section 2a, the provisions relating to minority dividend of the Finnish Companies Act, Chapter 13, Section 7, are not applicable to Nordea Bank Abp.

9. Resolution to discharge the members of the Board of Directors and the 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 to adopt, through an advisory resolution, the Company's remuneration report for governing bodies for the year 2020.

As participation in the Annual General Meeting is possible only in advance, the remuneration report for governing bodies, which will be published by a stock exchange release and made available on the Company's website at www.nordea.com/en/annual-general-meeting no later than on 3 March 2021, shall be deemed to have been presented to the Annual General Meeting.

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 annual remuneration is paid to the members of the Board of Directors that are elected by the Annual General Meeting:

Role	2021 Proposed (EUR)	2020 (EUR)	Increase (%)
Chair	312,000	300,000	4.00
Vice-Chair	150,800	145,000	4.00
Other members of the Board of Directors	98,800	95,000	4.00

The Shareholders' Nomination Board also proposes the following additional annual remuneration for Committee Chairs and Committee members:

Role	2021 Proposed (EUR)	2020 (EUR)	Increase (%)
Board Remuneration Committee Chair	43,700	42,000	4.05
Board Remuneration Committee members	27,000	26,000	3.85
All other Committee Chairs	62,400	60,000	4.00
All other Committee members	31,200	30,000	4.00

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

In addition, it is proposed that the Company will cover or reimburse the members of the Board of Directors all costs and expenses related to or arising from the Board membership.

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

The Shareholders' Nomination Board proposes to the Annual General Meeting, for a period until the end of the next Annual General Meeting, that the number of members of the Board of Directors to be elected by the Annual General Meeting is set at 10.

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

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

The Shareholders' Nomination Board proposes, for a period until the end of the next Annual General Meeting

- the re-election of Torbjörn Magnusson, Nigel Hinshelwood, Birger Steen, Sarah Russell, Robin Lawther, Kari Jordan, Petra van Hoeken, John Maltby and Jonas Synnergren as members of the Board of Directors;

- the election of Claudia Dill as new member of the Board of Directors; and

- the re-election of Torbjörn Magnusson as Chair of the Board of Directors.

Pernille Erenbjerg is not available for re-election.

Claudia Dill proposed as new member of the Board of Directors

Claudia Dill, Lic. oec. HSG, MBA, born in 1966, Swiss citizen, has 30 years of professional experience from insurance and banking across four continents with a broad range of senior management positions. Claudia Dill has most recently been the CEO of Latin America and member of the Group Executive Committee (2016-2020) at Zurich Insurance Company Ltd, and she has previously held multiple other management positions at Zurich Insurance Company Ltd, including CEO of Latin America General Insurance, COO of General Insurance and CFO of Europe. She is independent of Nordea Bank Abp and of its significant shareholders, in accordance with the Finnish Corporate Governance Code. Claudia Dill does not currently own any shares in Nordea Bank Abp.

All proposed Board members have given their consent to be elected as members of the Board of Directors of Nordea Bank Abp and Torbjörn Magnusson has given his consent to be elected as Chair of the Board of Directors.

Relevant authority approval for the proposed new Board member is pending.

In addition to the above proposed Board members, the Board of Directors has three ordinary members and one deputy member appointed by the employees of the Nordea Group. As of the end of the Annual General Meeting on 24 March 2021 and until the end of the next Annual General Meeting, the employees have appointed Gerhard Olsson, Kari Ahola and Hans Christian Riise as ordinary members of the Board of Directors and Dorrit Groth Brandt as a deputy member of the Board of Directors.

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 Torbjörn Magnusson is suitable for the position as Chair of the Board of Directors.

The biographical details of the current Board members are available at www.nordea.com/en/about-nordea/corporate-governance/board-of-directors/members-of-the-board/. The CV of the proposed new member of the Board of Directors is available at www.nordea.com/en/about-nordea/corporate-governance/annual-general-meeting/nordeas-general-meeting-2021/.

Independence pursuant to the Finnish Corporate Governance Code

All proposed Board members are, in accordance with the Finnish Corporate Governance Code, independent from the Company's significant shareholders, except for Torbjörn Magnusson, Managing Director of Sampo plc and Group CEO and President of Sampo Group, as Sampo plc is a significant shareholder of Nordea Bank Abp.

In addition, all proposed Board members, excluding Board members appointed by the employees, are considered independent from the Company. This includes Sarah Russell who has been, if re-elected by the Annual General Meeting, a member of the Board of Directors of the Company and its legal predecessors for 11 consecutive years. Based on an overall evaluation, her independence is not compromised due to her long service history, and no other factors or circumstances have been identified that could impair her independence. The ordinary members and the deputy member of the Board of Directors appointed 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

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

15. Election of auditor

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.

16. Resolution on 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 404,995,191 shares, which corresponds to approximately 10% of all the shares in the Company.

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 28 May 2020.

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

In its securities trading business, Nordea Bank Abp, among other things, 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, as well as offers share-related products. 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 its ordinary course 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 4.32% of all the shares in the Company. The Company's own shares shall be repurchased on Nasdaq Helsinki, Nasdaq Stockholm or Nasdaq Copenhagen, as the case may be, or from counterparties of the securities trading business outside of the market or through the use of derivative instruments, in each case, at a total price that does not exceed the market price prevailing on the relevant stock exchange 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.

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

In its securities trading business, Nordea Bank Abp, among other things, 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 as well as offers share-related products. 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 its ordinary course 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 its ordinary course 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 4.32% of the all the shares in the Company. The Company's own shares shall be transferred through Nasdaq Helsinki, Nasdaq Stockholm or Nasdaq Copenhagen, as the case may be, or directly to counterparties of the securities trading business at a price that is no less than the market price prevailing on the relevant stock exchange 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 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, that is, 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 authorisation for the Board of Directors to decide on 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, on one or several occasions, to decide on the repurchase of an aggregate of not more than 500,000,000 shares in the Company, which corresponds to approximately 12.35% of all the shares in the Company, 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 500,000,000 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 repurchase 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 repurchase of the Company's own shares.

The authorisation shall remain in force and effect until 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 repurchase of the Company's own shares granted to the Board of Directors by the Annual General Meeting on 28 May 2020.

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 authorisation for the Board of Directors to decide on share issuances or transfer 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, on one or several occasions, to decide 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 0.74% of all the shares in the Company.

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 transfer of the Company's own shares granted to the Board of Directors by the Annual General Meeting on 28 May 2020.

21. Closing of the meeting

B. Documents of the Annual General Meeting

The proposals for resolutions on the matters on the agenda of the Annual General Meeting and this notice are available on the Company's website at www.nordea.com/en/annual-general-meeting. The annual report, containing the annual accounts, the Board of Directors' report and the Auditor's report, and the remuneration report for governing bodies are available on the Company's website at www.nordea.com/en/annual-general-meeting as of 3 March 2021 at the latest. Copies of these documents and of this notice will be sent to shareholders upon request. The minutes of the Annual General Meeting will be available on the Company's website at www.nordea.com/en/annual-general-meeting as of 7 April 2021 at the latest.

C. Instructions for the participants in the Annual General Meeting

In order to limit the spread of COVID-19 and to ensure the health and safety of the Company's shareholders, employees and other stakeholders, shareholders and their proxy representatives can only participate in the Annual General Meeting and exercise shareholders' rights by voting in advance and by making counterproposals and asking questions in advance. It is not possible to attend the meeting in person.

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

Each shareholder who is registered on 12 March 2021 in the shareholders' register of the Company held by Euroclear Finland Oy, has the right to exercise shareholders' rights at 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 Company's shareholders' register and who wishes to exercise shareholders' rights at the Annual General Meeting shall vote in advance by 23.59 EET on 16 March 2021 at the latest according to the instructions set out below.

Instructions for holders of nominee registered shares are set out below under Section 6 Holders of nominee registered shares.

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

Shareholders must be registered in the shareholders' register held by Euroclear Sweden AB on 12 March 2021 to be entitled to exercise shareholders' rights at the Annual General Meeting. Such shareholders are re-registered by the Company in the shareholders' register held by Euroclear Finland Oy provided that the shareholder has voted in advance by 23.59 EET on 16 March 2021 at the latest according to the instructions set out below.

Shareholders whose shares are held in trust in Sweden must instruct the trustee to re-register their shares in the shareholders' own names in the shareholders' register held by Euroclear Sweden AB in good time prior to 16 March 2021 which is the deadline for re-registration. Additionally, shareholders whose shares are held in trust in Sweden are advised to instruct the trustee to vote in advance on behalf of such shareholders by 23.59 EET on 16 March 2021 at the latest according to the instructions set out in this notice.

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

Shareholders must be registered in the shareholders' register held by VP Securities A/S on 12 March 2021 to be entitled to exercise shareholders' rights at the Annual General Meeting. Such shareholders are re-registered by the Company in the shareholders' register held by Euroclear Finland Oy provided that the shareholder has voted in advance by 23.59 EET on 16 March 2021 at the latest according to the instructions set out below.

Shareholders whose shares are held in trust in Denmark must instruct the trustee to re-register their shares in the shareholders' own names in the shareholders' register held by VP Securities A/S in good time prior to 12 March 2021 which is the deadline for re-registration. Additionally, shareholders whose shares are held in trust in Denmark are advised to instruct the trustee to vote in advance on behalf of such shareholders by 23.59 EET on 16 March 2021 at the latest according to the instructions set out in this notice.

4. Advance voting

A shareholder can exercise his/her shareholder's rights at the Annual General Meeting by voting in advance on certain items on the agenda of the Annual General Meeting.

Advance voting will commence on 3 March 2021 and end on 16 March 2021 at 23.59 EET.

Shareholders with shares registered with Euroclear Finland Oy in Finland

Each shareholder who is registered on 12 March 2021 in the shareholders' register of the Company held by Euroclear Finland Oy can vote in advance:

- electronically on the Company's website: www.nordea.com/en/annual-general-meeting with Finnish banking ID,
- by e-mailing the advance voting form available on the Company's website to: nordea@computershare.se, or
- by regular mail by sending the advance voting form available on the Company's website to: Computershare AB, "Nordea's AGM 2021", Aleksanterinkatu 15B, 6. krs, 00100 Helsinki, Finland.

Shareholders with shares registered with Euroclear Sweden AB in Sweden

Each shareholder who is registered on 12 March 2021 in the shareholders' register held by Euroclear Sweden AB can vote in advance:

- electronically on the Company's website: www.nordea.com/en/annual-general-meeting with Swedish banking ID,
- by e-mailing the advance voting form available on the Company's website to: nordea@computershare.se, or
- by regular mail by sending the advance voting form available on the Company's website to: Computershare AB, "Nordea's AGM 2021", Box 5267, SE-102 46 Stockholm, Sweden.

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

Each shareholder who is registered on 12 March 2021 in the shareholders' register held by VP Securities A/S can vote in advance:

- electronically on the Company's website: www.nordea.com/en/annual-general-meeting with Danish banking ID,
- by e-mailing the advance voting form available on the Company's website to: nordea@computershare.se, or
- by regular mail by sending the advance voting form available on the Company's website to: Computershare AB, "Nordea's AGM 2021", Box 5267, SE-102 46 Stockholm, Sweden.

In connection with the advance voting, at least the following information is requested: the shareholder's name, personal identification number, e-mail address, address, telephone number and information on a possible authorised signatory. The personal data given 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 Bank Abp processes your personal data, please visit <https://www.nordea.fi/en/personal/get-help/nordea-privacy-policy.html>.

If a shareholder exercises shareholders' rights at the Annual General Meeting by voting in advance and delivers advance votes in accordance with applicable instructions to the Company before the due date of the advance voting, no other separate notification of participation is required for the Annual General Meeting. Shareholders cannot ask questions or make counterproposals through advance voting but instructions for shareholders to ask questions and make counterproposals are set out below in Section 7 Right to request information, counterproposals and other information.

Further instructions for advance voting will be available at the Company's website at www.nordea.com/en/annual-general-meeting.

5. Proxy representative and powers of attorney

A shareholder of the Company may participate in the AGM through a proxy representative. Proxy representatives are required to vote in advance in accordance with the instructions set out above in Section 4.

A proxy representative shall produce a dated proxy document or otherwise in a reliable manner demonstrate his/her right to represent the shareholder. When a shareholder exercises his/her shareholders' rights at the Annual General Meeting through several proxy representatives representing the shareholder with shares at different securities accounts, the shares by which each proxy representative represents the shareholder shall be identified in the proxy documents. Proxy documents should be delivered to Computershare AB by using any of the addresses set out above in Section 4 by 16 March 2021 at 23.59 EET at the latest by which time the proxy documents must be received.

The original proxy documents shall be presented to the Company upon request. Further instructions, including a proxy template, will be available on the Company's website at www.nordea.com/en/annual-general-meeting.

6. Holders of nominee registered shares

A holder of nominee registered shares has the right to exercise shareholders' rights at the Annual General Meeting by virtue of such shares, based on which he/she on the record date of the Annual General Meeting on 12 March 2021 would be entitled to be registered in the shareholders' register of the Company held by Euroclear Finland Oy. The right to exercise shareholders' rights at the Annual General Meeting requires, in addition, that



the shareholder on the basis of such shares has been registered in the temporary shareholders' register held by Euroclear Finland Oy by 19 March 2021 at 10.00 EET at the latest. In terms of nominee registered shares, this constitutes due registration for the Annual General Meeting.

A holder of nominee registered shares is advised to request without delay the relevant instructions regarding the registration in the temporary shareholders' register of the Company, the issuing of proxy documents and the exercising of shareholders' rights at the Annual General Meeting from his/her custodian bank. The account management organisation of the custodian bank shall register a holder of nominee registered shares who wants to exercise shareholders' rights at the Annual General Meeting in the temporary shareholders' register of the Company and vote in advance on behalf of the nominee registered shareholder by the time stated above at the latest.

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

Further instructions are available at the Company's website at www.nordea.com/en/annual-general-meeting.

7. Right to request information, counterproposals and other information

Shareholders representing at least 1/100 of all outstanding shares in the Company have the right to make counterproposals concerning matters on the agenda of the Annual General Meeting to be voted on. Counterproposals shall be delivered to the Company to the e-mail address AGM@nordea.com by 2 March 2021 at 16.00 EET at the latest. Shareholders shall in connection with the counterproposal present a statement of their shareholding in the Company. The counterproposal is admissible for consideration at the Annual General Meeting if the shareholders who have made the counterproposal have the right to attend the meeting and on the record date of the Annual General Meeting represent at least 1/100 of all outstanding shares in the Company. Votes cast for non-admissible counterproposals will not be recorded at the meeting. The Company will publish the counterproposals eligible for voting on the Company's website at www.nordea.com/en/annual-general-meeting on 3 March 2021 at the latest.

Shareholders have the right to ask questions and request information with respect to the matters to be considered at the meeting pursuant to Chapter 5, Section 25 of the Finnish Companies Act by e-mail to the address AGM@nordea.com by 10 March 2021 at the latest. The shareholder shall in connection with his/her submission present a statement of his/her shareholding in the Company. Nordea Bank Abp will, as of 15 March 2021, publish the questions received in advance of the meeting, the management's and the Board of Directors' responses to questions in accordance with Chapter 5, Section 25 of the Finnish Companies Act as well as the counterproposals not eligible for voting on the Company's website at www.nordea.com/en/annual-general-meeting.

Information on the Annual General Meeting required by the Finnish Companies Act and the Securities Markets Act is available on the Company's website www.nordea.com/en/annual-general-meeting.

Changes in shareholding after the record date do not affect the right to attend the Annual General Meeting or the number of votes. On the day of this notice of the Annual General Meeting, 25 February 2021, the total number of shares in the Company is 4,049,951,919 which equals 4,049,951,919 votes.

Helsinki on 25 February 2021
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:



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The information provided in this stock exchange release was submitted for publication, through the agency of the contact person set out above, at 09.00 EET on 25 February 2021.