

Organisational Document of the Annual General Meeting 2023

This document includes the information and proposals concerning the formal organisational matters in agenda items 1 to 5 of the Annual General Meeting of Nordea Bank Plc to be held on 23 March 2023.

This document constitutes a part of the notice to the Annual General Meeting and has been published on Nordea's website at www.nordea.com/agm on 23 February 2023. The document is supplemented in the meeting with such information that has not been available before the Annual General Meeting. Shareholders present at the meeting are entitled to speak on the items during the respective agenda item.

1. Opening of the meeting

The Chairman of the Board of Directors, Stephen Hester, will open the General Meeting. Should Stephen Hester be prevented due to a weighty reason from opening the meeting, another member of the Board of Directors of the Company will open the General Meeting.

2. Calling the meeting to order and related decisions

Chair and secretary of the General Meeting

Lagman Johan Aalto will act as Chair of the General Meeting. Should Johan Aalto be prevented due to a weighty reason from acting as Chair, the person opening the General Meeting will propose the person deemed most suitable to act as Chair of the General Meeting.

Ulrika Nirkkonen, Head of Group Corporate Legal of Nordea will act as the secretary of the General Meeting. Should Ulrika Nirkkonen be prevented due to a weighty reason from acting as secretary, the Chair of the General Meeting will select the person deemed most suitable to act as secretary of the Meeting.

Procedural matters

Language of the meeting and interpretation

The meeting is held mainly in Swedish, and partly in Finnish and English. The meeting is simultaneously interpreted into Finnish, Swedish and English. Questions may be presented in any of the aforementioned languages. Questions from the audience are simultaneously interpreted into Swedish, Finnish and English.

Right to speak

Shareholders and their representatives exercising their right to speak are asked to state their name, and the name of the shareholder they may represent, or alternatively only state the number of the respective voting tickets, and to use the microphone provided by the meeting assistants.

Following the meeting and presenting questions via webcast

It is possible to follow the meeting online via a live webcast. Questions can also be submitted through the webcast to the Q&A session with senior management. Shareholders following the meeting via webcast are requested to note that this does not constitute participation in the General Meeting within the meaning of the Finnish Companies Act, nor does it enable the exercise of shareholder rights at the General Meeting. Shareholders following the webcast may exercise their voting rights by voting in advance on the items on the agenda. It is not possible to exercise the right to speak and ask questions under Chapter 5, Article 25 of the Finnish Companies Act via the webcast. Instructions on following the webcast and submitting questions have been available on the Company's website at www.nordea.com/agm.

Mobile phones; video recording and photography

Participants are requested to silence their mobile phones during the meeting. The meeting will be recorded, and the Company may take photographs at the meeting venue. The Company will use the recording and photographs for its own purposes.

Meeting venue and exiting

The meeting venue is Hall 4 of Messukeskus, Helsinki Expo and Convention Centre. Shareholders leaving the meeting area after the opening of the meeting are requested to return their voting tickets to the General Meeting personnel at the door or outside the meeting area.

Agenda and access to documentation

The agenda of the items pertaining to the meeting is included in the notice of the General Meeting which has been available on the Company's website and is available to the participants of the meeting at the meeting venue. Unless otherwise announced by the Chair of the General Meeting, the items will be dealt with in the order set out in the agenda.

The shareholders' register of the Company is available for inspection at the meeting.

It is noted that the proposals to the General Meeting, the financial statements and all other documents and information required by the Finnish Companies Act and the Securities Markets Act have been available to shareholders on the Company's website for the period required by the Finnish Companies Act prior to the General Meeting. These documents are also available for inspection at the meeting. The documents will not be printed separately for distribution at the General Meeting for environmental reasons, among other.

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

One person to scrutinise the minutes and two persons to supervise the counting of votes will be elected at the meeting.

It is proposed to the meeting that Ossian Ekdahl be elected to scrutinise the minutes, and Robert Gordin and Bettina Forsskåhl-Holmberg to supervise the counting of votes. If any of the aforementioned persons are unable to act, the Chair of the General Meeting will propose another person to replace them.

The minutes of the Annual General Meeting will be available on the Company's website as of 6 April 2023 at the latest.

4. Recording the legality of the meeting

According to Article 9 of Articles of Association, the notice to the Annual General Meeting must be published on the Company's website at the earliest 3 months before the meeting and at least 3 weeks before the meeting, however not less than 9 days before the record date of the meeting.

The notice has been published on the Company's website and as stock exchange release on 23 February 2023.

The notice is available on the Company's website at www.nordea.com/agm and a printed copy of the notice is available for viewing at the meeting.

It is noted that the General Meeting has been convened in accordance with the Articles of Association and in compliance with the provisions of the Finnish Companies Act, and that it has therefore been duly convened and constitutes a quorum.

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

Information on the list of votes

A list of all shareholders, their possible assistants and proxy representatives will be comprised at the meeting, including information on the number of shares and votes said persons hold (list of votes). At the beginning of the meeting, the Chair of the General Meeting will state the number of shareholders present or represented at the meeting and the respective number of shares and votes represented at the meeting. Additionally, the Chair of the General Meeting will state information on the presence of the members of the Board of Directors of the Company, the proposed members to the Board of Directors, the CEO and the auditor of the Company at the meeting.

A summary of the list of votes is available with the Chair of the General Meeting and will be appended to the minutes of the meeting. The list of votes will be adopted to correspond to the situation at the beginning of a possible vote.

Information on the advance voting and voting instructions provided by nominee-registered shareholders

Shareholders have the possibility to vote in advance on items 6 to 21 on the agenda of the Annual General Meeting from 2 March to 16 March 2023. An agenda item subject to advance voting is considered to have been presented unchanged to the Annual General Meeting in accordance with the Finnish Companies Act. Typically, the Company also receives voting instructions from nominee-registered shareholders in advance of the meeting. The Company and the Chair of the General Meeting will have a list of the advance votes and voting instructions provided by nominee-registered shareholders, a summary of which will be appended to the minutes of the meeting.

If voting is not carried out during an agenda item, the number of votes opposing the agenda item and abstaining from voting based on advance voting and voting instructions provided by nominee-registered shareholders will be recorded in the minutes. To the extent opposing votes have been cast without presenting a counterproposal in items which cannot be effectively opposed without a counterproposal, such votes will not technically be considered as opposing votes in a vote and will not be recorded in the minutes. This typically applies to director elections.

Nordea Bank Abp

Board of Directors

23 February 2023