

Nordea

Remuneration Report for Governing Bodies 2022



Adopted through an advisory resolution, at Nordea's
Annual General Meeting 2023 on 23 March 2023
with 96.60% of the votes cast



This 2022 Remuneration Report for Governing Bodies ("Remuneration Report")* has been prepared in accordance with the requirements of the Finnish Corporate Governance Code 2020 and the Finnish Finance Ministry Decree 608/2019. It further reflects the recommendations of the European Commission Guidelines draft on the standardised presentation of the remuneration report as regards the encouragement of long-term shareholder engagement.

This report will be presented for an advisory resolution at the Annual General Meeting (AGM) on 23 March 2023 and is disclosed, once adopted, with other information on Nordea's website <https://www.nordea.com/en/about-nordea/corporate-governance/remuneration/disclosures>.

Shareholders showed broad support for remuneration-related topics presented at last year's AGM. The Remuneration Report was adopted through an advisory resolution with 97.1% votes in favour.

The votes on remuneration reflect our commitment to giving shareholders a say on pay. Further details on the say-on-pay votes at the 2022 AGM are provided in the table below.

In this Remuneration Report we have made some adjustments compared with earlier disclosures. The aim is

to further increase transparency on the link between pay and performance by providing more details about performance criteria for short- and long-term incentive plans and about the shareholdings of the President and the Group CEO and the Deputy Managing Director.

This Remuneration Report provides an overview of the total remuneration received by each member of the Board of Directors, the President and Group CEO and the Deputy Managing Director in the 2022 financial year with comparative figures for the past financial years where relevant. This Remuneration Report also explains how the remuneration is linked to the performance and the overall strategy of Nordea.

It is noted that the role of "Deputy Managing Director" is a Finnish banking law requirement.

The Remuneration Report confirms that over the course of 2022 Nordea complied with the [Remuneration Policy](#) with one deviation. The STIP target performance was decided by the Board of Directors at 65% of maximum pay-out instead of "normally 50% of the maximum award" as stated in the policy.

Say on pay – remuneration-related votes at the 2022 AGM

2022 AGM say-on-pay resolutions	2022 AGM actual shareholder votes	Votes in favour
Advisory vote on Remuneration Report for Governing Bodies	Shareholders approved Nordea's Remuneration Report for Governing Bodies for the year 2021 in an advisory vote	97.113%
Binding vote on the remuneration of the members of the Board of Directors	Shareholders approved the remuneration of the members of the Board of Directors for the period from the 2022 AGM to the 2023 AGM	99.771%

*This Remuneration Report is published in English, Swedish and Finnish. In the event of any inconsistencies between the language versions, the Swedish version applies

Dear shareholders

On behalf of the Board of Directors I would like to thank you for your engagement in the constructive discussions on Nordea's remuneration systems and for your support shown at last year's Annual General Meeting.

As market practices and the regulatory landscape for remuneration are evolving, we are working to rapidly adapt to these changes, including an increased focus on ESG, gender-neutral remuneration and more comprehensive remuneration disclosures, to mention a few.

In 2022 Nordea strengthened the ESG goals applicable to the remuneration of the Group Leadership Team and other senior leaders across the Nordea Group. These ESG goals support Nordea in fulfilling its sustainability and climate objectives in three key areas: 1) milestone progress in relation to Nordea's sustainability implementation plan, 2) increase in the volume of green financing, and 3) improvement of the gender balance at senior leadership levels. In 2023 we aim to further integrate these sustainability goals into variable pay plans for other employees at Nordea, for example the Profit Sharing Plan, and also into our long-term incentive plan to further reinforce our commitment to the transition to a climate-neutral economy.

Many initiatives were conducted in 2022 with regard to ensuring gender-neutral remuneration and equal pay including further focus on hiring more women for complex jobs especially at senior leadership levels, training in reducing bias when hiring and promoting, and revised guidelines on gender-neutral pay setting. The Board of

Directors, supported by the Board Remuneration and People Committee, will hold oversight responsibility over formal pay gap reports and action plans securing gender-neutral remuneration. Significant progress was made in 2022 towards Nordea's "minimum 40" target relating to gender diversity at the top three leadership levels, where the combined share of women increased from 35.4% in 2021 to 38.0% at the end of 2022. Our efforts in the D&I area also received external recognition, with the Anna Prize awarded in 2022 by the Swedish Equality and Diversity Committee.

The Board Remuneration and People Committee, with support of the leadership team, is determined to define remuneration systems that guarantee sustainable performance at both Group and individual level. At the same time, we provide all colleagues with a best-in-class work environment and employee experience and continue to set adequate remuneration levels to attract, motivate and retain the best people. In the rising inflation environment, we have been closely monitoring developments in all the markets where Nordea operates to be able to provide targeted interventions as needed including for our lowest paid employees. Moreover, we have focused our salary budgets for 2023 to ensure that they are balanced responsibly.

Nordea has again demonstrated that we have the strength, size and skills to deliver on the business plan despite increased uncertainty and difficult economic conditions. We have delivered strong income growth driven by the active customer focus of our employees and our decisive actions to continuously improve our business momentum. In line with our business plan, we remained focused on maintaining strict cost control and growing revenues faster than costs, while still prioritising investments to support growth in specific areas. This resulted in improvements in both the cost-to-income and return on equity. Our employee engagement has reached a level that places Nordea among the best companies in the Nordics. On behalf of the Board Remuneration and People Committee and the Board of Directors, I would like to thank you again and ask for your continued support at the upcoming AGM.



Stephen Hester

Chair of the Board of Directors,
Chair of the Board Remuneration
and People Committee

Comparison of development in remuneration versus performance

The table on the next page displays the link between directors' remuneration, company performance and the average remuneration of Nordea employees. This is done by presenting the relative development in total remuneration of the Group CEO, the Deputy Managing Director and the Board of Directors over the past five years. To ensure equivalent comparison the figures have been annualised where relevant. All figures shown relate to the Nordea Group¹.

The relative performance of Nordea is presented through three financial metrics that are anchored in Nordea's strategy and are derived from Nordea's 2025 targets: 1) income; 2) return on equity; 3) cost-to-income ratio. Throughout the comparison period, the fixed base salaries of the Group CEO and the Deputy Managing Director have largely been flat, and variable pay outcomes have been strongly linked to Nordea's performance. This is reflected in the fluctuations in total remuneration.

In regard to the remuneration of the Board of Directors, there is no link to the company's performance to emphasise their independent role. The remuneration of the Board of Directors is decided by the AGM annually. From 2017 to 2022 Board member fees increased to reflect added responsibilities and market conditions as follows: ordinary Board members fees increased by 10.9%, the Chair fee increased by 15.4%, the Vice Chair fee increased by 13.2%, Board committee member fees increased by 9.8% and Board committee chair fees increased by 33.6%. Individual changes in the remuneration of the Board members are attributable to the development in the different fee categories and changes in Board roles (for example, new committee responsibilities).

External benchmarking of peer companies is considered when determining remuneration at Nordea.

¹ Nordea Bank Abp replaced Nordea Bank AB (publ) as the parent company of the Nordea Group on 1 October 2018.



Comparison of development in directors' total remuneration and company performance

Annual development	2018 vs 2017	2019 vs 2018	2020 vs 2019	2021 vs 2020	2022 vs 2021
Managing Directors¹					
Frank Vang-Jensen, CEO	-	-	14.82%	16.48%	20.74%
Jussi Koskinen, Deputy Managing Director	-	-	15.23%	23.36%	25.86%
Casper von Koskull, former CEO	-1.28%	-12.26%	-	-	-
Torsten Hagen Jørgensen, former Deputy CEO	1.19%	-18.26%	-	-	-
Board of Directors²					
Stephen Hester, Chair	-	-	-	-	-
Torbjörn Magnusson, former Chair	-	-	-2.95%	1.96%	7.08%
Björn Wahlroos, former Chair	0.01%	0.10%	-	-	-
Torbjörn Magnusson, Vice Chair	-	-	-	-	-
Stephen Hester, former Vice Chair	-	-	-	-	-
Kari Jordan, former Vice Chair	-	-	0.00%	2.98%	0.97%
Lars G Nordström, former Vice Chair	14.32%	-5.23%	-	-	-
Arja Talma, Board member	-	-	-	-	-
Birger Steen, Board member	4.20%	23.80%	6.38%	3.00%	3.77%
Claudia Dill, Board member	-	-	-	-	0.00%
John Maltby, Board member	-	-	0.00%	18.10%	8.02%
Jonas Synnergren, Board member	-	-	-	3.00%	-11.57%
Kari Stadigh, Board member	0.66%	-	-	-	-
Kjersti Wiklund, Board member	-	-	-	-	-
Lars Wollung, Board member	-2.59%	-	-	-	-
Lene Skole, Board member	-	-	-	-	-
Maria Varsellona, Board member	-3.08%	2.23%	0.69%	-	-
Nigel Hinshelwood, Board member	-	12.55%	2.04%	3.00%	0.97%
Pernille Erenbjerg, Board member	-3.08%	20.76%	5.70%	0.00%	-
Petra von Hoeken, Board member	-	-	0.00%	3.00%	18.96%
Robin Lawther, Board member	2.09%	5.37%	-7.24%	-0.32%	3.49%
Sarah Russell, Board member	4.20%	7.78%	2.38%	0.97%	0.32%
Silvija Seres, Board member	0.88%	0.10%	-	-	-
Torbjörn Magnusson, Board member	-	-0.42%	-	-	-
Company performance					
Income	-5.36%	-5.99%	-1.82%	13.63%	7.41%
Return on equity	2.11%	-48.45%	42.00%	57.75%	20.54%
Cost-to-income ratio	5.56%	0.00%	-3.51%	-12.73%	-1.04%
Average remuneration of Nordea employees³	-1.29%	0.35%	-6.30%	4.16%	-2.64%

¹ Total remuneration of the Group CEO and the Deputy Managing Director is the sum of fixed and variable remuneration, pension expenses and benefits as specified in the annual reports of the Nordea Group.

² If the individual director performed several roles, these are shown as separate lines. The directors for whom no year-on-year comparison is available are not shown in the overview. The figures compared include all fees and potential benefits paid to an individual director for the duties performed in their capacity as a member of the Board, that is, both Board member and committee fees are added together.

³ Average remuneration is calculated as salaries and remuneration reported under staff costs divided by the total number of employees as disclosed in the annual reports of the Nordea Group.

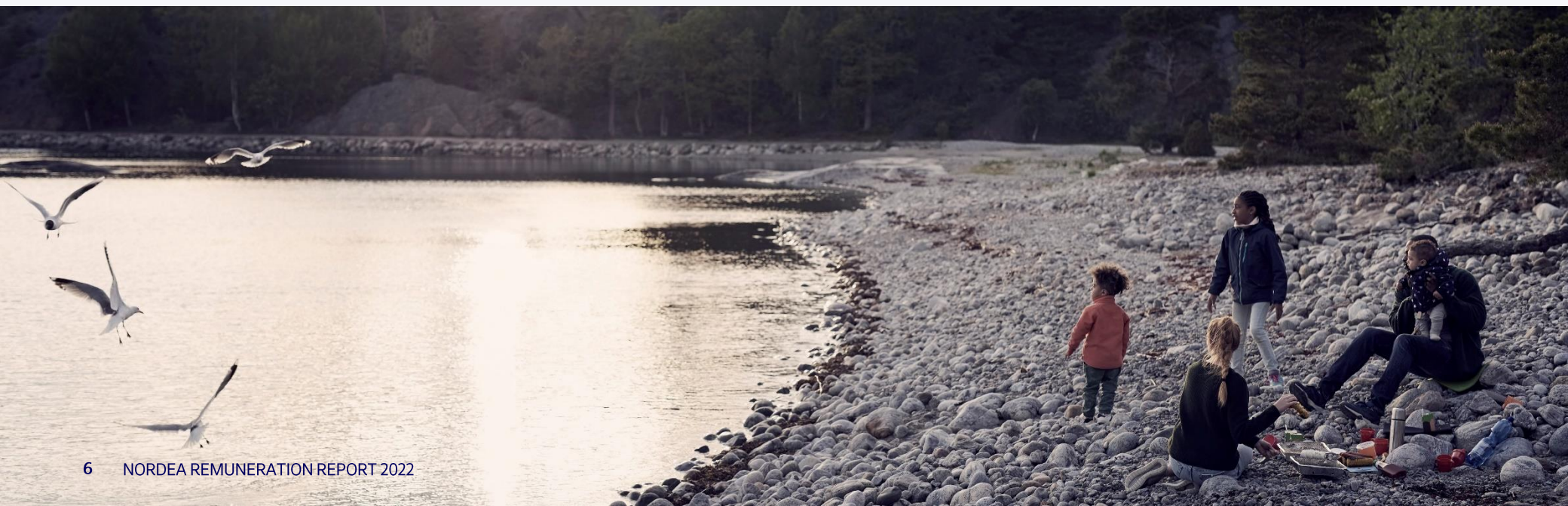
To supplement the remuneration comparison table showing the development in individual remuneration, this model presents a visualisation of the remuneration development as the total payments for the role of Group CEO and for the performance of Board duties.

The graph shows the positive correlation between the total remuneration of the Group CEO and recent company performance, where his increase in total remuneration over the last year is driven primarily by the long-term incentive.

As previously noted, the remuneration of the Board of Directors is not linked to company performance (no variable pay); rather it reflects market conditions with peer benchmark considered and is always decided at the AGM.

Furthermore, the development in the total remuneration for the performance of Board duties reflects the increase in Board responsibilities and Board members taking on more committee roles.

Remuneration comparison



Remuneration of the Board of Directors

Members of the Board of Directors elected at the Annual General Meeting (AGM) receive a fixed base fee and additional committee fees if the member is also a member of a Board committee.

The 2022 AGM decided on the annual remuneration of the Board of Directors for the period from the 2022 AGM to the 2023 AGM amounting to EUR 340,000 for the Chair, EUR 160,000 for the Vice Chair and EUR 102,000 for other members.

The fees for Board committee work on the Board Operations and Sustainability Committee (BOSC), the Board Audit Committee (BAC) and the Board Risk Committee (BRIC) amount to EUR 65,000 for the committee chair and EUR 32,500 for the other members, while the fees for committee work on the Board Remuneration and People Committee (BRPC) amount to EUR 48,000 for the committee chair and EUR 28,000 for the other members.

Nordea covers or reimburses all costs and expenses for the members of the Board related to or directly arising from the Board membership, including travel, logistics and accommodation as well as consultative, legal and administrative costs. All benefits included in the remuneration overview in the table are listed at taxable values.

Employee representatives are not compensated separately for their Board duties and are therefore not included in the overview.

The table shows the remuneration per member of the Board of Directors for 2022, meaning it covers the last quarter of the period from the 2021 AGM to the 2022 AGM and three quarters of the period from the 2022 AGM to the 2023 AGM. Accordingly, the figures provided below do not fully reflect the 2022 AGM decision.

Remuneration of the members of the Board of Directors - 2022

Board member	Board fee	BAC Committee fee	BOSC Committee fee	BRIC Committee fee	BRPC Committee fee	Other benefits	Total
Stephen Hester, Chair ¹	85,000	-	-	-	12,000	-	97,000
Torbjörn Magnusson, Chair ²	248,000	-	-	-	34,925	-	282,925
Torbjörn Magnusson, Vice Chair ²	40,000	-	-	-	7,000	-	47,000
Stephen Hester, Vice Chair ¹	80,000	-	-	-	14,000	-	94,000
Kari Jordan, Vice Chair ³	37,700	-	-	-	6,750	-	44,450
Arja Talma ⁴	76,500	24,375	24,375	-	-	-	125,250
Birger Steen	101,200	-	64,350	32,175	-	-	197,725
Claudia Dil ⁵	24,700	-	7,800	7,800	-	-	40,300
John Maltby	101,200	64,350	7,800	24,375	-	-	197,725
Jonas Synnergren	101,200	7,800	32,175	-	-	-	141,175
Kjersti Wiklund ⁴	76,500	-	24,375	24,375	-	-	125,250
Lene Skole ⁴	76,500	24,375	-	-	-	-	100,875
Nigel Hinshelwood ⁵	24,700	-	7,800	15,600	-	-	48,100
Petra van Hoeken	101,200	32,175	-	56,550	-	-	189,925
Robin Lawther	101,200	-	-	-	27,750	-	128,950
Sarah Russell ⁵	24,700	7,800	-	-	6,750	-	39,250

¹Vice Chair of the Board of Directors and BRPC member from the 2022 AGM and until 30 September 2022, from 1 October 2022 Chair of the Board of Directors and BRPC Chair.

²Chair of the Board of Directors and BRPC Chair from the 2022 AGM and until 30 September 2022, from 1 October 2022 Vice Chair of the Board of Directors and BRPC member.

³Resigned as member of the Board as of the 2022 AGM.

⁴New member of the Board as of the 2022 AGM.

⁵Resigned as member of the Board as of the 2022 AGM.



Remuneration of the Group CEO and Deputy Managing Director

Description of remuneration components

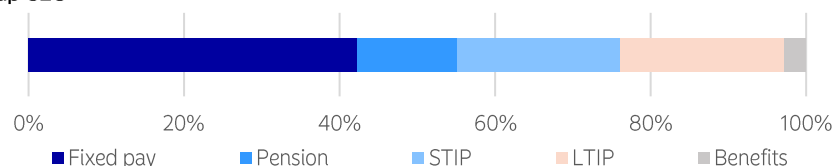
The Group CEO and the Deputy Managing Director receive annual remuneration in accordance with the Remuneration Policy, which consists of the following fixed and variable remuneration components: fixed salary, pension and insurance, short-term incentive (STIP), long-term incentive (LTIP) and benefits. The remuneration components are described in the table below:

Components of remuneration for Group CEO and Deputy Managing Director

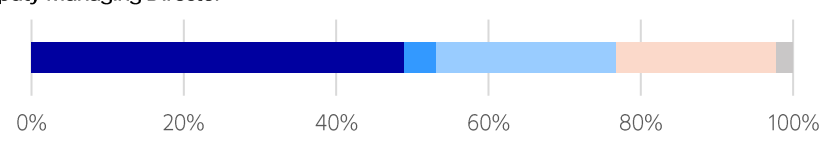
Fixed salary	<ul style="list-style-type: none">Reviewed annually by the Board Remuneration and People Committee and approved by the Board of Directors
Pension	<ul style="list-style-type: none">Pension provision is in accordance with local laws, regulations and market practiceMaximum of 30% of the fixed salary into defined contribution plans
Short-term incentive	<ul style="list-style-type: none">Maximum STIP award is 75% of the annual fixed base salary1-year performance period based on the achievement of financial and non-financial KPIs at Group, business area/Group function and individual levelSTIP awards are determined by the Board of Directors at the end of the performance period by assessing performance against pre-defined KPIs and by further considering holistic performance60% of STIP awards is subject to deferral and retention. 50% is subject to delivery in instruments (Nordea shares) considering regulatory requirements
Long-term incentive	<ul style="list-style-type: none">Maximum LTIP award in any financial year is normally up to 100% of the fixed remuneration3-year performance periodShares nominally distributed for the 2020-2022, 2021-2023 and 2022-2024 performance years, respectivelySubject to deferral and retention in line with regulatory requirementsFully share based (Nordea shares)
Shareholding requirement	<ul style="list-style-type: none">A significant number of shares granted from the LTIP should be held until the total value of the shareholding in Nordea corresponds to 100% of the gross annual fixed salary. Such shares must be held until the end of the Group Leadership Team (GLT) membership
Benefits (all subject to taxation)	<ul style="list-style-type: none">Company carInsurances, incl. private medical insurance, life insurance, personal accident insurance, customary directors' and officers' liability coverageMobile phone, broadband connection and newspaper subscriptionGroup CEO - housing, security and tax advice (not applicable to Deputy Managing Director)
Termination terms	<ul style="list-style-type: none">12 months' notice of termination given by Nordea to the Group CEO and to the Deputy Managing DirectorGroup CEO - 12 months' notice given to NordeaDeputy Managing Director - 6 months' notice given to NordeaSeverance payment of maximum 12 monthsNon-competition clause of 12 months applies following the ending of employment

Pay mix for the Group CEO and Deputy Managing Director at target performance (as % of total remuneration¹)

Group CEO



Deputy Managing Director



¹ Total remuneration includes fixed salary, pension contributions, STIP, LTIP (based on allocation value) and value of benefits.

Remuneration for 2022: paid and due

The matrix below displays all remuneration including fees and other financial benefits paid or due to the Group CEO and the Deputy Managing Director during 2022.

The presentation of remuneration below is different from the presentation and accounting policy applied in our 2022 Annual Report, e.g., in relation to the LTIP.

The column ('Due 2023') displays the variable pay award

that has been earned but not paid in 2022.

This amount relates to the STIP for the earning period that ended during the financial year being reported.

The pension amounts listed for the Group CEO and the Deputy Managing Director are defined contributions paid into a pension fund. Total remuneration paid includes fixed pay, STIP earned prior to 2022, fringe benefits and pension.

Total remuneration earned includes fixed pay, fringe benefits, pension and STIP earned in 2022. The conditional share allocations from LTIP 2021-2023 and LTIP 2022-2024 are not paid or due yet.

No adjustments in terms of forfeiture or clawback of variable pay were made in 2022.

Remuneration of Group CEO and Deputy Managing Director - 2022

EUR	Paid 2022					Due 2023		Total earned remuneration	Variable as share of fixed pay ⁴
	Fixed pay	STIP earned pre-2022 ¹	Fringe benefits ²	Pension contribution ³	Total paid remuneration	STIP earned in 2022	LTIP earned 2020-2022		
Frank Vang-Jensen	1,469,743	471,696	105,985	423,031	2,470,455	981,140	1,253,198	4,233,097	152.02%
Jussi Koskinen	545,545	174,127	18,391	192,950	931,013	354,792	417,729	1,529,407	141.61%

¹STIP includes payments from awards under the Executive Incentive Programme (EIP) and shows deferred EIP and NIP award payments in 2022 earned before 2022: for Group CEO, 2017-2021 (Group CEO since Sep 2019) and for Deputy Managing Director, 2020 and 2021 award (Deputy Managing Director since Sep 2019).

²Benefits primarily include car benefits, housing, security, travelling and tax advice.

³The pension amount consists of a voluntary pension contribution from Nordea as well as Finnish statutory pension payments. The pension is based on defined contribution and there is no mandatory retirement age.

⁴The ratio shows STIP earned in 2022 and LTIP earned in 2020-2022 as share of the fixed pay.



Short-term incentive plan: performance criteria for 2022

The maximum award from the short-term incentive plan (STIP) is 75% of the annual fixed base salary. The variable remuneration awarded to the Group CEO and the Deputy Managing Director for 2022 is based on performance measured against the financial and non-financial criteria

set by the Board at the beginning of the financial year. These criteria are aligned to the delivery on our key priorities to meet Nordea's 2025 financial targets and include specific goals and targets. The 2022 STIP awards for the Group CEO and the Deputy Managing Director are shown in the section

"Remuneration for 2022: paid and due". For the 2022 performance year, remuneration was linked to ESG goals with the aim to support Nordea in fulfilling its sustainability and climate objectives in three key areas.

General structure of performance criteria and performance achievement for STIP

● below hurdle ● between hurdle and target ● approx. at or above target

Director		Performance criteria	Weight	Target	Performance	Outcome percentage	Total achievement	Outcome value
Frank Vang-Jensen	Financial	- Income (EURbn)	10%	9,693	10,333	100%	92.8%	981,140
		- RoE (%)	10%	11.2%	13.5%	100%		
		- Cost-to-income ratio (%)	20%	50.0%	47.5%	100%		
	Group goals	- Increase green financing volume (%)	3.33%	39%	47%	100%		
		- Progress on strategic sustainability implementation plan	3.33%	8 of 12	12 of 12	100%		
		- Improving gender balance at three top senior leadership levels (%)	3.33%	36.5%	37.6%	100%		
		- Employee engagement	5%		●	77.8%		
	Non-financial	- Customer satisfaction	5%		●			
		- Risk, compliance and conduct priorities	15%		●	87.5%		
		- Individual strategic priorities	25%		●			
Jussi Koskinen	Financial	- Income	10%	9,693	10,333	100%	87.5%	354,792
		- RoE	10%	11.2%	13.5%	100%		
		- Cost-to-income ratio	10%	50.0%	47.5%	100%		
	Group goals	- Increase green financing volume	3.33%	39%	47%	100%		
		- Progress on the strategic sustainability implementation plan	3.33%	8 of 12	12 of 12	100%		
		- Improving gender balance at three top senior leadership levels (%)	3.33%	36.5%	37.6%	100%		
	Non-financial	- Employee engagement	5%		●	77.8%		
		- Customer satisfaction	5%		●			
	Unit goals	- Direct costs	20%		●			
		- Strategic priorities for Group Legal	15%		●	79.5%		
	Individual goals	- Risk, compliance and conduct priorities	15%		●			

ESG and non-financial performance criteria/targets included in the scorecard

Increase green financing volume (%) target for the % increase relative to 2021 in green financing volumes. Sustainability-linked loans are excluded.

Progress on strategic sustainability implementation plan target for progress and delivery against 12 streams in Nordea's Sustainability Roadmap driving progress towards sustainability and climate ambitions. Target level also requires mandatory green RAG status on three specific critical streams.

Improving gender balance at three top senior leadership levels (%) target supports Nordea's trajectory towards ambition of "minimum 40" gender balance in 2025.

Employee engagement is measured through a number of factors and objectives targeting performance towards the upper quartile of Nordea peers.

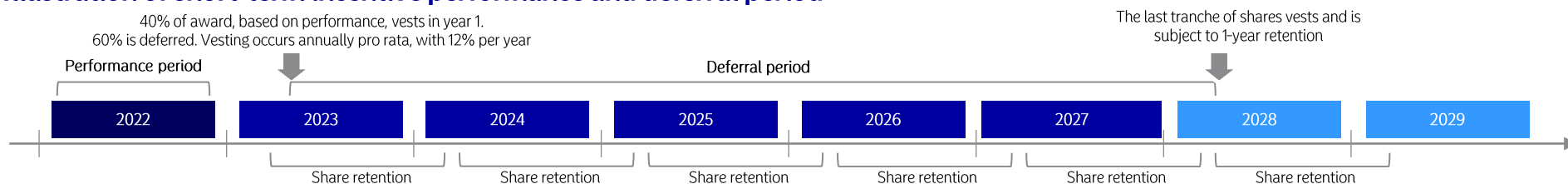
Customer satisfaction is measured through a number of factors and objectives across customer segments in Nordea.

Risk, compliance and conduct priorities are measured through a scorecard of indicators, including Control Environment and Management Control Approach.

Individual strategic priorities are measured through progress on select strategic priorities within Nordea's overall 2025 strategy.



Illustration of short-term incentive performance and deferral period



Short-term incentive plan: shares awarded and delivered in 2022

50% of the 2021 variable remuneration awarded to the Group CEO and the Deputy Managing Director in 2022 was awarded in Nordea shares. The number of shares, the grant price and the grant value are shown in the matrix below. 40% of the total number of shares awarded in 2022

vested in the spring of 2022. These shares will be retained for 12 months in a restricted book account and released in 2023. The remaining 60% is deferred for delivery annually pro rata over five years. Accordingly, 12% of the total number of shares will vest in the spring of 2023, 2024,

2025, 2026 and 2027 and will subsequently be subject to a 12-month retention period. The last tranche will be released in the spring of 2028.

Short-term incentive plan: shares and share-linked instruments awarded and delivered or paid in 2022

Director	Shares awarded in 2022			Vested shares delivered in 2022			TSR-linked cash paid in 2022
	No. of shares	Grant price ¹	Value of shares	No. of shares ²	Taxable value per share ³	Taxable value	Total amount ⁴
Frank Vang-Jensen	40,356	EUR 10.5251	EUR 424,751	21,257	EUR 9.885 / 9.619	EUR 208,765	EUR 6,828
Jussi Koskinen	14,923	EUR 10.5251	EUR 157,066	3,437	EUR 9.885 / 9.619	EUR 33,747	EUR 4,450

¹Based on the average Nordea share price on the Nasdaq Helsinki Stock Exchange 3-16 February 2022 - ten business days after the release of the full-year results.

²Number of shares delivered are the shares delivered post net settlement procedure, if selected. A 12-month retention period applies.

³Taxable value for shares delivered as part of the 2021 award is based on the 15 March 2022 average share price. Taxable value for shares deferred from previous years is based on the 5 April 2022 average share price.

⁴Shows deferred STIP award payments earned before 2021.



Long-term incentive plans, performance criteria and 2020-2022 achievement

Nordea operates Long Term Incentive Plans (LTIP) for the CEO and members of the GLT in the first line of defence, and a maximum of 50 additional senior leaders each year.

LTIPs have been in place at Nordea since 2020, covering the CEO and members of the GLT in the first line of defence. LTIPs were continued in 2021 and in 2022, including up to 50 additional senior leaders as decided by the Board of Directors on 31 March 2022.

The main purpose of the LTIP is to further align the interests of GLT and senior leaders with those of

shareholders.

The LTIPs cover a performance period of three years and are fully share-based. The plan delivers conditional share awards to the participants, i.e. a promise to deliver shares if certain performance criteria are met.

The maximum number of shares allocated to the participants was decided when the LTIPs were launched and the final number of shares to be awarded to each participant will be determined after the end of the three-

year performance period.

Deferral is applied to part of the share award for delivery annually in equal instalments over the following five-year period. Shares delivered to the participants are subject to a 12-month retention period, where the participant cannot sell shares nor perform any other transactions. A risk-adjustment underpin is included.

The matrix below outlines the performance criteria of the LTIPs as well as the LTIP 2020-2022 performance.

General structure of performance criteria and performance achievement for LTIP

LTIP	Performance criteria	Weight	Performance hurdle	Performance mid-point	Performance stretch	Performance achievement	Performance achievement total	Outcome shares	Outcome value 31 Dec 2022
LTIP 2020-2022	- Relative total shareholder return ¹	33.3%	5 th of 10	3 rd /4 th of 10	1 st of 10	89.9%		Frank Vang-Jensen: 124,945	Frank Vang-Jensen: EUR 1,253,198
	- Absolute total shareholder return	33.3%	6.85 €	9.43 €	12.00 €	60.0%	83.3%		
	- Cumulative earnings per share	33.3%	1.20 €	1.50 €	1.80 €	100%		Jussi Koskinen: 41,648	Jussi Koskinen: EUR 418,091
LTIP 2021-2023	- Relative total shareholder return ¹	33.3%	5 th of 10	3 rd /4 th of 10	1 st of 10				
	- Absolute total shareholder return	33.3%	7.60 €	10.35 €	13.10 €				
	- Cumulative earnings per share	33.3%	2.00 €	2.28 €	2.56 €				
LTIP 2022-2024	- Relative total shareholder return ²	33.3%	4 th of 6	3 rd of 6	1 st of 6				
	- Absolute total shareholder return	33.3%	9.84 €	12.22 €	14.97 €				
	- Cumulative earnings per share	33.3%	2.40 €	2.80 €	3.20 €				

¹TSR peers LTIP 2020-2022 and 2021-2023: Danske Bank, DnB, SEB, Handelsbanken, Swedbank, BBVA, ING, Société Generale, Unicredit.

²TSR peers LTIP 2022-2024: Danske Bank, DnB, SEB, Handelsbanken, Swedbank.



Long Term Incentive Plan 2022-2024 share allocation and deferral schedule

The total maximum number of shares that can nominally be distributed under the LTIP was distributed among the participants in 2022 as conditional share awards.

In 2025, based on Nordea's performance, the maximum number of shares or a proportion of the shares will be awarded.

The first tranche of shares of the potential award will be delivered in 2025 subject to performance. The rest of the

shares will be deferred and delivered annually in five equal tranches during 2026-2030. Each share delivery is subject to a 12-month retention period.

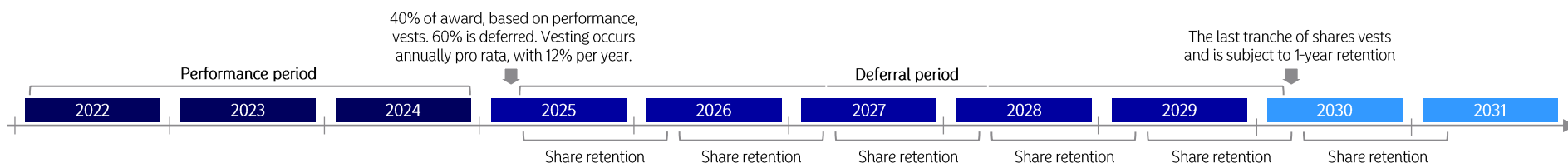
No shares will be delivered if employment is terminated before the award date in the spring of 2025, however, subject to local regulations and leaver provisions.

Share grants may be reduced in part or in full subject to risk and compliance adjustments. The nominal allotment of

conditional share awards in 2022 is shown in the table below.

The Group CEO and the Deputy Managing Director must hold a significant number of shares granted until the total value of the shareholding in Nordea corresponds to 100% of the gross annual fixed base salary. Such shares must be held until the end of GLT membership.

Illustration of long-term incentive performance and deferral period



Long-term incentive plan allocations and expense

The matrix below displays the maximum number of shares that can nominally be distributed under the LTIPs launched in 2020, 2021 and 2022. The volume of the conditional share award allocations has remained unchanged for the Group CEO and Deputy Managing Director throughout the three years.

Based on the allocation share price, the allocation value at target and the allocation value at maximum is shown. This represents an indication of the value of the shares to be granted after the performance period before factoring in share price fluctuation.

The last three columns show the allocation value at target, the maximum allocation value at max as well as the grant value based on the 31 December 2022 share price. The grant value can only be shown for the LTIP 2020-2022 as the performance periods are still ongoing for the remaining two LTIPs launched.

Allocations for LTIPs launched in 2020-2022

Director	Plan	Share allocation	Allocation price ¹	Allocation value (target)	Allocation value (max)	Allocation market value 31 Dec 2022 (target)	Allocation market value 31 Dec 2022 (max)	Grant value 31 Dec 2022
Frank Vang-Jensen	LTIP 2020-2022	150,000	EUR 6.87	EUR 515,250	EUR 1,030,000	EUR 752,250	EUR 1,504,500	EUR 1,253,198
	LTIP 2021-2023	150,000	EUR 8.41	EUR 630,750	EUR 1,261,500	EUR 752,250	EUR 1,504,500	
	LTIP 2022-2024	150,000	EUR 9.38	EUR 703,500	EUR 1,407,000	EUR 752,250	EUR 1,504,500	
	Total	450,000		EUR 1,849,500	EUR 3,699,000	EUR 2,256,750	EUR 4,513,500	
Jussi Koskinen	LTIP 2020-2022	50,000	EUR 6.87	EUR 171,750	EUR 343,500	EUR 250,750	EUR 501,500	EUR 417,729
	LTIP 2021-2023	50,000	EUR 8.41	EUR 210,250	EUR 420,500	EUR 250,750	EUR 501,500	
	LTIP 2022-2024	50,000	EUR 9.38	EUR 234,500	EUR 469,000	EUR 250,750	EUR 501,500	
	Total	150,000		EUR 616,500	EUR 1,233,000	EUR 752,250	EUR 1,504,500	

¹The allocation price is the closing price at the allocation dates 16 June 2020, 31 March 2021 and 31 March 2022



Current shareholding and shares in deferral

The table below provides an overview of the current shareholding as well as earned share-based remuneration in deferral. The shares in deferral are related to variable pay awards from 2019-2022.

While in deferral, the shares remain at risk from a risk, compliance and conduct perspective and will remain so until they vest. The conditional share allocations from LTIP 2021-2023 and LTIP 2022-2024 are not earned yet and

therefore not shown below. A shareholding requirement applies to the LTIP, the details of which are described on page 8.

Current shareholding and shares in deferral of Group CEO and Deputy Managing Director

Director	Shareholding 2021 ¹	Shares in deferral 2021 ²	Vested shares delivered and retained in 2022 ³	Shares awarded and deferred in 2022	Shares purchased in 2022	Shares sold in 2022	Shareholding 2022 ⁴	Shares in deferral 2022 ²
Frank Vang-Jensen	113,353	45,001	21,257	40,356	15,000	0	149,610	64,100
Jussi Koskinen	7,210	21,604	3,437	14,923	1,000	0	11,647	28,578

¹Number of shares as of 31 December 2021 including shares in retention.

²Relating to earned STIP awards from performance years 2019, 2020 and 2021. Does not include LTIP 2020-2022 as not yet deferred.

³Number of shares delivered are the shares delivered post net settlement procedure, if selected. A 12-month retention period applies.

⁴Number of shares as of 31 December 2022 including shares in retention.

