

# Nordea

## Remuneration Report for Governing Bodies 2023

Adopted through an advisory resolution, at Nordea's  
Annual General Meeting 2024 on 21 March 2024  
with 95.63% of the votes cast



This 2023 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 21 March 2024 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 2022 Remuneration Report was adopted through an advisory resolution with 96.6% 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 2023 AGM are provided in the table below.

In this Remuneration Report we have made some adjustments compared with earlier disclosures. We have introduced CEO pay ratio to further increase our ESG

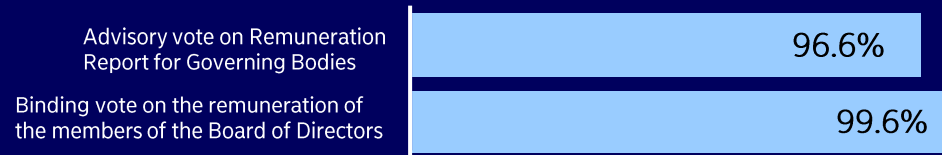
commitment. We have also included a new overview of total remuneration for 2023.

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 2023 financial year with comparative figures for the past financial years where relevant. This Remuneration Report also explains how remuneration is linked to the performance and the overall strategy of Nordea and its long-term financial success. The Governing Bodies' remuneration has developed in line with company performance and average employee remuneration.

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 2023 Nordea complied with the [Remuneration Policy for Governing Bodies](#) ("Remuneration Policy") with one deviation. In line with previous years the STIP target performance was decided by the Board of Directors at 65% of maximum pay-out instead of "normally 50%" as stated in the Remuneration Policy.

## Say on pay – remuneration-related votes at the 2023 AGM



\*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 constructive engagement on Nordea's remuneration systems** and for the strong support shown at last year's Annual General Meeting.



The macroeconomic and geopolitical environment remains fragile and challenging. Despite this Nordea is performing very well and profitability has continued to improve. The economic turbulence also affected parts of the global banking sector in the spring of 2023, reminding us that strong, safe and profitable banks are crucial for societies as they support customers and economic stability in all economic cycles.

To remain safe and sound we are continuing to invest in our people and processes, to stay up to date with new and strengthened regulations in all areas of the bank including remuneration.

In 2023 we further increased the ESG focus in remuneration by introducing ESG goals to our long-term incentive plan. This means that we have incorporated ESG in all our variable pay programmes including the profit sharing plan for all employees, which ensures long-term alignment with ESG priorities for Nordea's employees on all levels.

We delivered well towards both our ESG and financial goals in 2023, a year when profitability was

supported by the return of positive interest rates.

The Board Remuneration and People Committee, with support of the leadership team, is determined to define remuneration systems that promote attractive, sustainable performance at both Group and individual level. At the same time, we seek to provide all colleagues with a best-in-class work environment and employee experience.

Further initiatives were carried out in 2023 to target gender-neutral remuneration. The Board Remuneration and People Committee monitors gender pay gaps annually. Nordea has committed to closing any gap observed between men and women in similar positions by 2026.

Our employee engagement improved during the year, and we are very pleased to see the high number of employees who would recommend Nordea as a place to work as well as recommend Nordea as a bank.

We monitor employment markets closely in all relevant countries to ensure we set adequate remuneration levels to attract, motivate and retain the best people. We will work actively with the

salary budgets for 2024 to ensure they are targeted where most needed while still balanced responsibly.

Looking forward, the economic uncertainty continues, with perhaps some tentative encouraging signs of falling inflation leading to a plateau for interest rates. But in any event our direction and position are clear: Nordea has a business model which is strong and resilient through a well-diversified portfolio across the Nordics and high-quality earnings.

We will continue to make the needed investment in our processes and people to remain a stable bank as well as an appreciated employer.

**Sir Stephen Hester**

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

## 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 2023 AGM decided on the annual remuneration of the Board of Directors for the period from the 2023 AGM to the 2024 AGM amounting to EUR 352,000 for the Chair, EUR 165,500 for the Vice Chair and EUR 105,500 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 67,000 for the committee chair and EUR 33,500 for the other members, while the fees for committee work on the Board Remuneration and People Committee (BRPC) amount to EUR 49,500 for the committee chair and EUR 29,000 for the other members.

Nordea covers or reimburses the members of the Board 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. Any benefits included in the remuneration overview in the table are taxable values.

Employee-elected Board members 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 2023, meaning it covers the last quarter of the period from the 2022 AGM to the 2023 AGM and three quarters of the period from the 2023 AGM to the 2024 AGM. Accordingly, the figures provided do not fully reflect the 2023 AGM decision.

### Remuneration of the members of the Board of Directors - 2023

Board member	Board fee	BAC Committee fee	BOSC Committee fee	BRIC Committee fee	BRPC Committee fee	Other benefits	Total
Sir Stephen Hester, Chair <sup>4</sup>	349,000	-	-	-	49,125	-	398,125
Torbjörn Magnusson, Vice Chair <sup>2,4</sup>	40,000	-	-	-	7,000	-	47,000
Lene Skole, Vice Chair <sup>3</sup>	124,125	25,125	-	-	-	-	149,250
Arja Talma	104,625	33,250	8,125	-	21,750	-	167,750
Birger Steen	104,625	-	58,125	33,250	-	-	196,000
John Maltby	104,625	66,500	-	33,250	-	-	204,375
Jonas Synnergren	104,625	-	33,250	-	-	-	137,875
Kjersti Wiklund	104,625	-	41,625	33,250	-	-	179,500
Lene Skole	25,500	8,125	-	-	-	-	33,625
Per Strömberg <sup>1</sup>	79,125	-	-	25,125	21,750	-	126,000
Petra van Hoeken	104,625	33,250	-	66,500	-	-	204,375
Risto Murto <sup>1</sup>	79,125	-	25,125	-	-	-	104,250
Robin Lawther <sup>2</sup>	25,500	-	-	-	7,000	-	32,500

<sup>1</sup>New member of the Board as of the 2023 AGM.

<sup>2</sup>Member of the Board until the 2023 AGM.

<sup>3</sup>Vice Chair of the Board as of the 2023 AGM meeting

<sup>4</sup>The fee for the period until the 2023 AGM reflects the respective terms as Chair/Vice Chair between 2022 and 2023 AGMs.



## Remuneration of the Group CEO and Deputy Managing Director

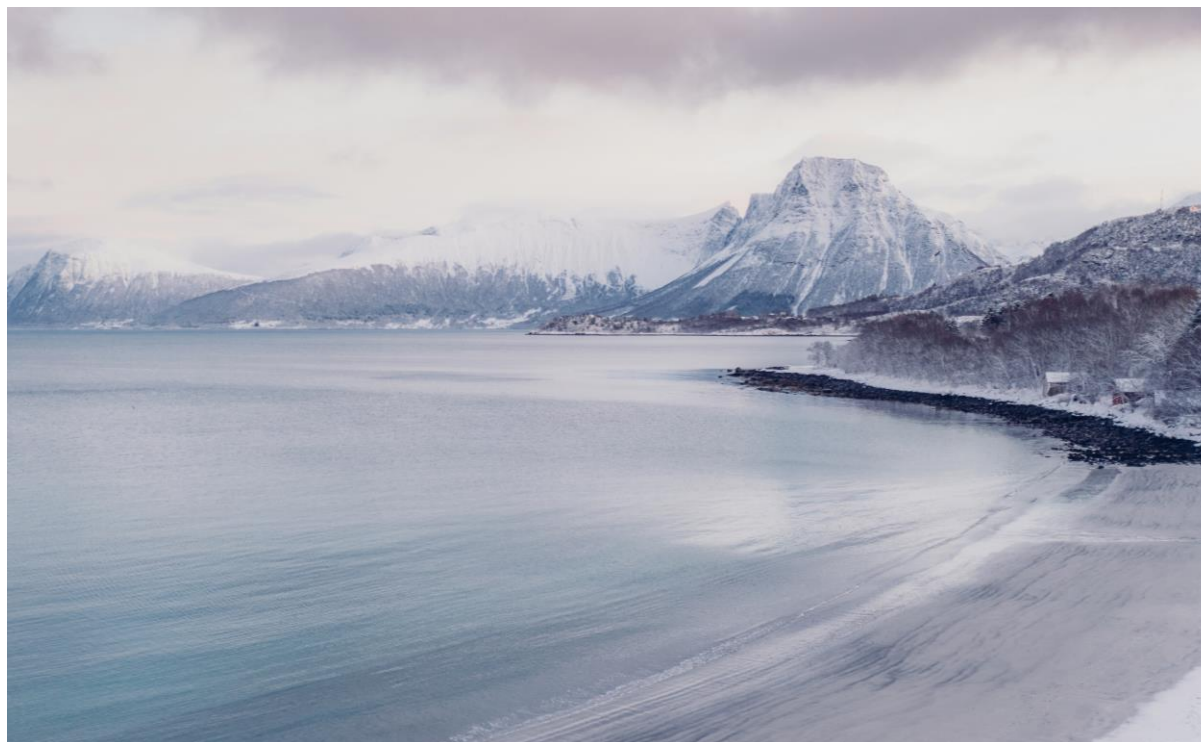
### 2023 remuneration vs previous year

EUR	Year	Fixed pay	Pension	Benefits	Total fixed remuneration	STIP	LTIP	Total variable remuneration	Total remuneration – fixed and variable
Frank Vang-Jensen	2023	1,524,679	437,167	90,179	2,052,025	1,025,025	583,314	1,608,339	3,660,364
	2022	1,469,743	423,031	105,985	1,998,759	981,140	531,536	1,512,676	3,511,435
Jussi Koskinen	2023	564,398	207,491	19,024	790,913	373,256	205,685	578,941	1,369,854
	2022	545,545	192,950	18,391	756,886	354,792	177,178	531,970	1,288,856

The Group CEO's and the Deputy Managing Director's remuneration for 2023 was decided by the Board of Directors based on the principles of the Remuneration Policy considering the roles, their performance and market practice.

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

The table above displays earned 2023 vs 2022 remuneration including short-term incentive (STIP) and long-term incentive (LTIP) defined as the expenses calculated under IFRS 2 rules for the LTIP 2020-2022, LTIP 2021-2023, LTIP 2022-2024 and LTIP 2023-2025.



## Description of remuneration components

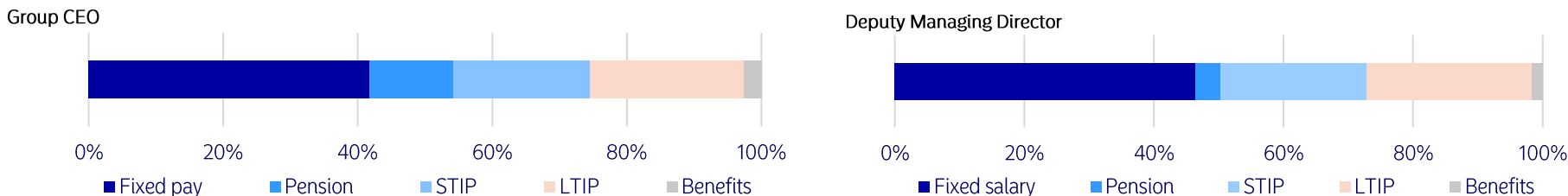
The Group CEO and the Deputy Managing Director receive annual remuneration in accordance with the Remuneration Policy, consisting of the following fixed and variable remuneration components: fixed salary, pension and insurance, short-term incentive (STIP), long-term incentive (LTIP) and benefits.

### Components of remuneration and key contract terms for Group CEO and Deputy Managing Director

<b>Fixed salary</b>	<ul style="list-style-type: none"> <li>Reviewed annually by the Board Remuneration and People Committee and approved by the Board of Directors</li> </ul>
<b>Pension</b>	<ul style="list-style-type: none"> <li>Pension provision is in accordance with local laws, regulations and market practice</li> <li>Maximum of 30% of the fixed salary into defined contribution plans</li> </ul>
<b>Short-term incentive (STIP)</b>	<ul style="list-style-type: none"> <li>Maximum STIP award is 75% of the annual fixed base salary</li> <li>1-year performance period based on the achievement of financial and non-financial KPIs at Group, business area/Group function and individual level</li> <li>STIP 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 performance</li> <li>60% of STIP awards is subject to deferral and retention. 50% is subject to delivery in instruments (Nordea shares) considering regulatory requirements</li> </ul>
<b>Long-term incentive (LTIP)</b>	<ul style="list-style-type: none"> <li>The main purpose of the LTIP is to further align the interests of Group Leadership Team and senior leaders with those of shareholders.</li> <li>Maximum LTIP award in any financial year is normally up to 100% of the fixed remuneration</li> <li>3-year performance period</li> <li>Shares nominally distributed for the 2021-2023, 2022-2024 and 2023-2025 performance years, respectively</li> <li>Subject to deferral and retention in line with regulatory requirements</li> <li>Fully share based (Nordea shares)</li> </ul>
<b>Shareholding requirement</b>	<ul style="list-style-type: none"> <li>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 membership</li> </ul>
<b>Non-monetary benefits (subject to taxation)</b>	<ul style="list-style-type: none"> <li>Company car</li> <li>Insurances, incl. private medical insurance, life insurance, personal accident insurance, customary directors and officers' liability coverage</li> <li>Mobile phone, broadband connection and newspaper subscription</li> <li><i>Group CEO</i> - housing, security and tax advice (not applicable to Deputy Managing Director)</li> </ul>
<b>Termination terms</b>	<ul style="list-style-type: none"> <li>12 months' notice of termination given by Nordea to the Group CEO and to the Deputy Managing Director</li> <li><i>Group CEO</i> - 12 months' notice given to Nordea</li> <li><i>Deputy Managing Director</i> - 6 months' notice given to Nordea</li> <li>Severance payment of maximum 12 months</li> <li>Non-competition clause of 12 months applies following the ending of employment</li> </ul>
<b>Risk adjustments</b>	<ul style="list-style-type: none"> <li>Variable pay (STIP and LTIP) is subject to ex-ante and ex-post risk adjustments (malus and clawback) clauses</li> </ul>

## Pay mix for the Group CEO and Deputy Managing Director

Displayed at mid-point value LTIP 2023-2025 (as % of total remuneration<sup>1</sup>)



<sup>1</sup>Total remuneration includes fixed salary, pension contributions, STIP (on-target), LTIP (based on allocation value of 2023-2025 at mid-point) and value of benefits.

## Time aspect of remuneration for the Group CEO and the Deputy Managing Director

Part of variable remuneration is deferred and paid later in line with regulatory requirements, as shown below.

Accordingly, any 2023 award (STIP 2023 and LTIP 2021-2023) is paid with 40% of the full value in 2024. The remaining 60% is deferred for delivery in equal annual portions and vests over the following five years (12% per year from 2025 to 2029).

Vested shares will be retained for 12 months in a restricted book-entry account, where they cannot be sold or otherwise disposed of.

The below presentation of the LTIP differs from the presentation on page 5 and in the 2023 Annual Report as the presentation there is made in accordance with IFRS 2, while the presentation below is made as per the Finnish Corporate

Governance Code 2020.

Earned variable remuneration awards are subject to ongoing risk, compliance and conduct assessments, which could lead to reductions, forfeiture or clawback as part of an ex-post risk adjustment process.

No ex-ante or ex-post risk adjustments (malus and clawback) of variable pay were made in 2023.

## Overview of remuneration paid in 2023 and remuneration earned in 2023 but paid later (due)

EUR	Paid 2023 (incl. deferrals from awards earned in previous years)					Earned 2023 but paid 2024-2029 (due)	
	Fixed pay	STIP earned pre-2023 <sup>1</sup>	LTIP earned pre-2023 <sup>2</sup>	Benefits <sup>3</sup>	Pension	STIP earned 2023	LTIP earned 2021-2023 <sup>5</sup>
Frank Vang-Jensen	1,524,679	755,459	524,069	90,179	437,167	1,025,025	1,459,380
Jussi Koskinen	564,398	314,405	174,686	19,024	207,491 <sup>4</sup>	373,256	486,456

<sup>1</sup>Includes payments of STIP awards earned before 2023: Group CEO, 2017-2022 (Group CEO since Sep 2019), Deputy Managing Director, 2018 -2022 award (Deputy Managing Director since Sep 2019).

<sup>2</sup>LTIP earned pre-2023 displays the value of the shares earned from LTIP 2020-2022, which was partially delivered in 2023.

<sup>3</sup>Benefits primarily include car benefits, housing, security, travelling and tax advice.

<sup>4</sup>The 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.

<sup>5</sup>Based on the closing Nordea share price on the Nasdaq Helsinki stock exchange 31 December 2023



## Short-term incentive plan: performance criteria for 2023

### General structure of performance criteria and performance achievement for STIP

Performance criteria				Weight Group CEO	Weight Deputy MD	Target	Performance	Outcome percentage	Total achievement	Outcome value
Group goals	Financial	-	Income (EURbn)	10%	10%	10,869	12,115	100%	Frank Vang Jensen: 93.7%	Frank Vang Jensen: EUR 1,025,025
		-	RoE (%)	20%	15%	14.0%	16.8%	100%		
		-	Cost-to-income ratio (%)	10%	5%	47.5%	44.6%	100%		
	ESG	-	Green financing volume (EURbn)	3.33%	3.33%	11.0	12.3	86.9%		
		-	Progress on strategic sustainability implementation plan	3.33%	3.33%	9 of 12	12 of 12	100%		
		-	Improving gender balance at three top senior leadership levels (%)	3.33%	3.33%	39.0%	39.7%	87.7%		
	Non-financial	-	Employee engagement	5%	5%	-	●	85.0%		
		-	Customer focus	5%	5%	Scorecard	●			
Unit goals	-	Direct costs	n/a	20%		●	Frank Vang Jensen: 90.0%	Jussi Koskinen: 89.0%	Jussi Koskinen: EUR 373,256	
	-	Strategic priorities	n/a	15%		●				
Individual goals	-	Risk, compliance and conduct priorities	15%	15%		●	Jussi Koskinen: 82.6%			
	-	Individual strategic priorities	25%	n/a		●				

The financial and non-financial performance criteria above were determined 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 2023 STIP awards for the Group CEO and the Deputy Managing Director are shown on page 5.

The ESG and non-financial targets include the following:

**Green financing volume (EURbn)** measures the increase in the volume of green financing in 2023 compared to the target. Sustainability-linked loans are excluded.

**Progress on strategic sustainability implementation plan** target for progress and delivery on 12 streams in Nordea's sustainability roadmap driving progress towards sustainability and climate ambitions.

**Improving gender balance at three top senior leadership levels (%)** target supports Nordea's

trajectory towards the gender balance ambition of "minimum 40%" in 2025.

**Employee engagement** is measured through several factors and objectives. This supports Nordea's commitment of being the preferred employer in the financial industry in our operating countries. Employee engagement was very high in 2023 and above top in class external benchmark. The outcome was accordingly assessed above stretch.

**Customer focus** is assessed based on customer indicators such as development in the CEI and delta to peers, Nordea brand consideration, reputation, customer complaints and business growth relative to peers. Performance was assessed around target in 2023, due to the overall positive development of the before mentioned indicators.

**Risk, compliance and conduct priorities** are measured through a scorecard of various indicators.

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





## Long-term incentive plans (LTIP), performance criteria, achievement and allocations

### General structure of performance criteria and performance achievement for LTIPs

LTIP	Performance criteria	Weight	Performance hurdle	Performance mid-point	Performance stretch	Performance achievement	Performance achievement total	Outcome shares	Outcome value 31 Dec 2023
LTIP 2021-2023	- Relative total shareholder return <sup>1</sup>	33.3%	5 <sup>th</sup> of 10	3 <sup>rd</sup> /4 <sup>th</sup> of 10	1 <sup>st</sup> of 10	60.0%		Frank Vang-Jensen: 130,000	Frank Vang-Jensen: EUR 1,459,380
	- Absolute total shareholder return	33.3%	EUR 7.60	EUR 10.35	EUR 13.10	100%	86.7%		
	- Cumulative earnings per share	33.3%	EUR 2.00	EUR 2.28	EUR 2.56	100%		Jussi Koskinen: 43,333	Jussi Koskinen: EUR 486,456
LTIP 2022-2024	- Relative total shareholder return <sup>2</sup>	33.3%	4 <sup>th</sup> of 6	3 <sup>rd</sup> of 6	1 <sup>st</sup> of 6				
	- Absolute total shareholder return	33.3%	EUR 9.84	EUR 12.22	EUR 14.97				
	- Cumulative earnings per share	33.3%	EUR 2.40	EUR 2.80	EUR 3.20				
LTIP 2023-2025	- Relative total shareholder return <sup>2</sup>	20.0%	4 <sup>th</sup> of 6	3 <sup>rd</sup> of 6	1 <sup>st</sup> of 6				
	- Absolute total shareholder return <sup>3</sup>	20.0%	EUR 10.27	EUR 12.76	EUR 15.62				
	- Cumulative earnings per share	40.0%	EUR 3.11	EUR 3.53	EUR 3.95				
	- ESG Scorecard	20.0%	1 of 7	3/4 of 7	7 of 7				

<sup>1</sup>rTSR peers LTIP 2021-2023: Danske Bank, DnB, SEB, Handelsbanken, Swedbank, BBVA, ING, Société Générale, Unicredit.

<sup>2</sup>rTSR peers LTIP 2022-2024 and LTIP 2023-2025: Danske Bank, DnB, SEB, Handelsbanken, Swedbank.

<sup>3</sup>Underpin: Average RoE 2023-2025 must be at least 3% or ending share price must be at least the same as the starting share price.

### Allocations and expenses for LTIPs

Director	Plan	Conditional share allocation	Allocation price <sup>1</sup>	Allocation value (mid point)	Allocation value (max)	Allocation market value 31 Dec 2023 (mid point) <sup>1</sup>	Allocation market value 31 Dec 2023 (max) <sup>1</sup>	Grant value 31 Dec 2023 <sup>2</sup>
Frank Vang-Jensen	LTIP 2021-2023	150,000	EUR 8.41	EUR 630,750	EUR 1,261,500	EUR 841,950	EUR 1,683,900	EUR 1,459,380
	LTIP 2022-2024	150,000	EUR 9.38	EUR 703,500	EUR 1,407,000	EUR 841,950	EUR 1,683,900	
	LTIP 2023-2025	151,157	EUR 10.62	EUR 802,644	EUR 1,605,287	EUR 848,444	EUR 1,696,888	
Jussi Koskinen	LTIP 2021-2023	50,000	EUR 8.41	EUR 210,250	EUR 420,500	EUR 280,650	EUR 561,300	EUR 486,456
	LTIP 2022-2024	50,000	EUR 9.38	EUR 234,500	EUR 469,000	EUR 280,650	EUR 561,300	
	LTIP 2023-2025	57,930	EUR 10.62	EUR 307,608	EUR 615,217	EUR 325,161	EUR 650,322	

<sup>1</sup>The allocation value at mid-point, the allocation value at max as well as the grant value based on the 31 December 2023 share price.

<sup>2</sup>Based on the closing Nordea share price on the Nasdaq Helsinki stock exchange 31 December 2023. Grant value can only be shown for LTIP 2021-2023 as the performance period is still ongoing for LTIP 2022-2024 and LTIP 2023-2025..

LTIP has been in place at Nordea since 2020 and was for 2023-2025 decided by the Board of Directors on 1 February 2023. LTIP covers the Group CEO and members of the GLT in the first line of defence, and approximately 50 additional senior leaders.

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 (conditional shares).

When the LTIPs were launched, the maximum number of shares allocated to the participants was decided as a conditional share allocation. The final number of shares to be awarded will be determined after the three-year performance period based on

performance.

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

Deferrals, risk and compliance adjustments and claw-backs applies to the LTIPs as described on page 6.

## Short- and long-term incentives plans for 2024(-2026)

### General structure of performance criteria for STIP 2024

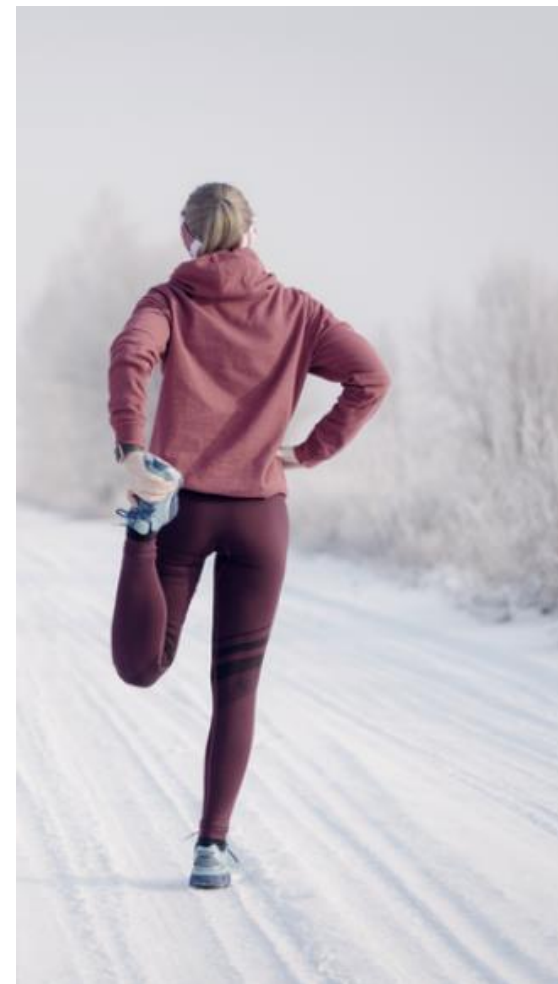
Performance criteria			Weight Group CEO	Weight Deputy MD
Group goals	Financial	- Income (EURbn)	10%	10%
		- RoE (%)	20%	15%
		- Cost-to-income ratio (%)	10%	5%
	ESG	- Green financing volume (EURbn)	3.33%	3.33%
		- Progress on strategic sustainability implementation plan	3.33%	3.33%
		- Improving gender balance at three top senior leadership levels (%)	3.33%	3.33%
	Non-financial	- Employee engagement	5%	5%
- Customer focus		5%	5%	
Unit goals	- Customer satisfaction	n/a	5%	
	- Direct costs	n/a	15%	
	- Strategic priorities	n/a	15%	
Individual goals	- Risk, compliance and conduct priorities	15%	15%	
	- Individual strategic priorities	25%	n/a	

### General structure of performance criteria for LTIP 2024-2026

Performance criteria			Weight
LTIP 2024-2026	- Relative total shareholder return <sup>1</sup>		20.0%
	- Absolute total shareholder return		20.0%
	- Cumulative earnings per share		40.0%
	- ESG scorecard		20.0%

The performance criteria for the STIP and the LTIP and their relative weights have been determined in line with Nordea's business and sustainability strategy. The underlying performance requirements have been set so that the maximum outcome will require achieving exceptional financial and sustainability performance.

The performance criteria are commercially sensitive, and it would be detrimental to Nordea's interests to disclose them at the start of the financial year.



## Current shareholding of the Group CEO and the Deputy Managing Director

### Shares and share-linked instruments awarded and delivered or paid in 2023

Director	Shares awarded in 2023			Vested shares delivered and retained in 2023			TSR-linked cash paid in 2023
	No. of shares	Grant price <sup>1</sup>	Value of shares	No. of shares <sup>2</sup>	Taxable value per share <sup>3</sup>	Taxable value	Total amount <sup>4</sup>
Frank Vang-Jensen	168,909	EUR 11.1584	EUR 1,884,754	37,713	EUR 10.486 / 9.812 / 9.827	EUR 389,748	EUR 9,594
Jussi Koskinen	57,545	EUR 11.1584	EUR 642,110	14,079	EUR 10.486 / 9.812	EUR 144,835	EUR 5,682

<sup>1</sup>Based on the average Nordea share price on the Nasdaq Helsinki stock exchange 3-16 February 2023 - ten business days after the release of the full-year results.

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

<sup>3</sup>Taxable value for shares delivered as part of the 2022 award is based on the 15 March 2023 average share price. Taxable value for shares deferred from previous years is based on the 5 April 2023 average share price.

<sup>4</sup>Shows payment of deferred STIP cash award payments earned before 2019.

50% of the 2022 variable remuneration awarded to the Group CEO and the Deputy Managing Director in 2023 was awarded in Nordea shares. The number of shares, the grant price and the grant value are shown in the matrix above. 40% of the total number of shares awarded in 2023 vested in the spring of 2023. These shares will be retained for 12 months in a restricted book account and released in 2024.

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 2024, 2025, 2026, 2027, 2028 and 2029 and will subsequently be subject to a 12-month retention period. The last tranche will be released in the spring of 2030.

The Group CEO and the Deputy Managing Director must hold a significant number of shares 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 Group Leadership Team membership. An overview of management shareholding from time to time can be found on Nordea.com.

### Current shareholding, shares in deferral and shareholding requirement

Director	Shareholding 2022 <sup>1</sup>	Shares in deferral 2022 <sup>2</sup>	Vested shares delivered and retained in 2023 <sup>3</sup>	Shares awarded and deferred in 2023	Shares purchased in 2023	Shares sold in 2023	Shareholding 2023 <sup>4</sup>	Shares in deferral 2023 <sup>2</sup>	Total shares owned and deferred <sup>5</sup>	Shareholding requirement fulfilled <sup>6</sup>
Frank Vang-Jensen	149,610	64,100	37,713	101,346	0	0	187,323	145,777	333,100	Yes
Jussi Koskinen	11,647	28,578	14,079	34,527	0	0	25,726	53,483	79,209	Yes

<sup>1</sup>Number of shares as at 31 December 2023 including shares in retention.

<sup>2</sup>2022: Relating to earned STIP awards 2019-2021. 2023: Relating to earned STIP awards from performance years 2019-2022 and LTIP 2020-2022.

<sup>3</sup>Number of shares delivered are the shares delivered post net settlement procedure, if selected. A 12-month retention period applies. The share allocation from LTIP 2021-2023 and the conditional share allocation from LTIP 2022-2024 and LTIP 2023-2025 are not reflected in the above.

<sup>4</sup>Number of shares as of 31 December 2023 including shares in retention.

<sup>5</sup>Shareholding plus shares in deferral.

<sup>6</sup>Shareholding may be built up over time in line with the vesting of the long-term incentive plan until the requirement is met

## Correlation between remuneration and performance

### Five-year comparative overview of annual development in directors' total remuneration and company performance

		Compensation Component	2019 vs 2018	2020 vs 2019	2021 vs 2020	2022 vs 2021	2023 vs 2022
<b>Managing Directors<sup>1</sup></b>							
Group CEO	Fixed		2.4%	-8.3%	8.7%	8.0%	3.7%
	Total		-19.3%	24.2%	16.5%	20.7%	4.2%
Deputy Managing Director	Fixed		N/A <sup>2</sup>	N/A <sup>2</sup>	4.0%	13.3%	3.5%
	Total		N/A <sup>2</sup>	N/A <sup>2</sup>	23.4%	25.9%	6.3%
<b>Board of Directors<sup>1</sup></b>							
Board fees total	Total		11.2%	3.2%	4.1%	2.6%	4.2%
<b>Company performance</b>							
Income			-6.0%	-1.8%	13.6%	7.4%	17.2%
Return on equity			-48.5%	42.0%	57.7%	20.5%	24.1%
Cost-to-income ratio			0.0%	-3.5%	-12.2%	-1.7%	-6.1%
<b>Employee remuneration</b>							
Average remuneration Nordic employees	Total		2.9%	-3.3%	4.0%	2.0%	1.2%
Average remuneration all employees <sup>3</sup>	Total		-0.2%	-4.4%	2.7%	1.8%	0.6%
CEO pay ratio vs Nordic employees			17.8 (2019)	25.3 (2020)	28.4 (2021)	33.6 (2022)	34.6 (2023)
CEO pay ratio vs all employees <sup>3</sup>			20.1 (2019)	29.0 (2020)	32.9 (2021)	39.1 (2022)	40.5 (2023)

<sup>1</sup> Total remuneration of the Group CEO and the Deputy Managing Director is the fixed and total remuneration as disclosed in the annual reports of the Nordea Group.

<sup>2</sup> Not disclosed as role is not comparable in 2018-2019 to the role of Deputy Managing Director.

<sup>3</sup> Calculated based on staff cost, number of employees and Group CEO remuneration as disclosed in the annual reports of the Nordea Group.



The average employee remuneration is relatively flat due to the continued geographical transition of employees towards countries with lower compensation. The figures is also impacted by NOK/EUR and SEK/EUR FX rate change.

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 there is a positive correlation between the company performance and the total remuneration of the Group CEO and the Deputy Managing Director. As the CEO and Deputy Managing Director have a larger exposure to company performance through their variable pay programmes than the average employee (majority not eligible) the CEO pay-ratio figure has increased in line with the company performance. From 2018 to 2023 Board member fees increased to reflect added responsibilities and market conditions.

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



