

Helsinki, København, Oslo, Stockholm, 28. april 2020, kl. 13.00 CET

# **Innkalling til generalforsamling i Nordea Bank Abp**

Nordea Bank Abp – Børsmelding – Innkalling til generalforsamling

**The shareholders of Nordea Bank Abp (the “Company”) are hereby summoned to the Annual General Meeting to be held on Thursday 28 May 2020 at 3.00 pm EET (2.00 pm CET) at the headquarters of Nordea, Hamnbanevägen 5, Helsinki, Finland. Shareholders can only participate in the Annual General Meeting and exercise their shareholders’ rights by voting in advance or through a proxy representative, and by posing counterproposals and 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.**

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 Board of Directors of Nordea Bank Abp has resolved on extraordinary meeting procedures pursuant to the temporary legislation adopted by the Finnish Parliament on 24 April 2020.

Shareholders can follow the Annual General Meeting through a web stream in accordance with the instructions at [www.nordea.com/en/annual-general-meeting](http://www.nordea.com/en/annual-general-meeting). It is not possible to ask questions or vote through the web stream and following the web stream without voting in advance or issuing a proxy is not considered as participation in the 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 to have attended at the meeting.

### **6. Presentation of the annual accounts, the report of the Board of Directors and the Auditor’s report for the year 2019**

# Nordea

The review by the President and Group CEO will be presented to the shareholders through the web stream of the Annual General Meeting.

Furthermore, the annual report, containing the financial statements, the Board of Director's report and the Auditor's report, is available at the Company's website at [www.nordea.com/en/annual-general-meeting](http://www.nordea.com/en/annual-general-meeting), and thus deemed presented at the 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**

In light of the COVID-19 pandemic and the related recommendation adopted by the European Central Bank ("ECB") on 27 March 2020, the Board of Directors proposes postponement of the decision on dividend payment for the financial year 2019 as announced on 31 March 2020.

The Board of Directors proposes that the Annual General Meeting authorises the Board of Directors to decide on a dividend payment of a maximum of EUR 0.40 per share for the financial year 2019 to be distributed in one or several instalments.

The authorisation shall remain in force and effect until the beginning of the next Annual General Meeting of the Company. The Board of Directors intends to follow the recommendation adopted by the ECB and refrain from deciding on a dividend payment based on the authorisation before 1 October 2020. 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 will be 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 policy for governing bodies**

The Board of Directors proposes, after consulting the Shareholders' Nomination Board in respect of the remuneration of the members of the Board of Directors, to the Annual General Meeting to adopt, through an advisory resolution, the Company's remuneration policy for governing bodies to be applied until the Annual General Meeting in 2024.

The remuneration policy for governing bodies provides a framework of the remuneration for the members of the Board of Directors, the President and Group CEO and the Deputy Managing Director.

The remuneration policy for governing bodies has been published by a stock exchange release and is available on the Company's website at [www.nordea.com/en/annual-general-meeting](http://www.nordea.com/en/annual-general-meeting), and is thus deemed presented at the 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	2020 Proposed (EUR)	2019 (EUR)	Increase (%)
Chair	300,000	300,000	0
Vice-Chair	145,000	145,000	0
Other members of the Board of Directors	95,000	95,000	0

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

Role	2020 Proposed (EUR)	2019 (EUR)	Increase (%)
Board Remuneration Committee Chair	42,000	42,000	0
Board Remuneration Committee members	26,000	26,000	0
All other Committee Chairs	60,000	60,000	0
All other Committee members	30,000	30,000	0

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 ten.

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, Pernille Erenbjerg, Kari Jordan, Petra van Hoeken and John Maltby as members of the Board of Directors;
- the election of Jonas Synnergren as new member of the Board of Directors; and
- the re-election of Torbjörn Magnusson as Chair of the Board of Directors.

Maria Varsellona is not available for re-election.

### **Jonas Synnergren proposed as new member of the Board of Directors**

Jonas Synnergren, M. Sc. (Econ.), born 1977, Swedish citizen, is a partner at Cevian Capital AB and Head of Cevian Capital's Swedish office since 2012 and has approximately 19 years of previous working experience from e.g. financial services consultancy and asset management. Jonas Synnergren is a



member of the Board of Directors of Veoneer Inc and has previously been a member of the Board of Directors of Tieto Corporation (2012-2019). He is independent of Nordea Bank Abp and of its significant shareholders, in accordance with the Finnish Corporate Governance Code. Jonas Synnergren does not currently own any shares in Nordea Bank Abp.

All proposed candidates 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 has been received for the new candidate.

In addition to the above proposed candidates, the Nordea Bank Abp Board of Directors has three ordinary members and one deputy member appointed by the employees of the Nordea Group. As of the end of Nordea Bank Abp's Annual General Meeting in 2020 and until the end of the next Annual General Meeting, Gerhard Olsson, Kari Ahola and Dorrit Groth Brandt are appointed as ordinary members of the Board of Directors and Hans Christian Riise as a deputy member of the Board of Directors by the employees.

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/](http://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/annual-general-meeting](http://www.nordea.com/en/annual-general-meeting).

#### **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 to be elected by the Annual General Meeting are considered independent from the Company, including 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 10 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 the approval of the revised Charter of the Shareholders' Nomination Board**

The Shareholders' Nomination Board proposes to the Annual General Meeting to resolve on the approval of the revised Charter of the Shareholders' Nomination Board. The changes are proposed in order to clarify and incorporate statutory requirements in the Charter of the Shareholders' Nomination Board, for example, evaluation of the succession plan for the Board of Directors as well as the selection criteria and selection process for senior management, review of the remuneration policy for governing bodies in respect of the remuneration of the members of the Board of Directors and taking into account Nordea's Diversity Policy and the objective thereunder. Further, certain technical revisions have been made and the process for determining the appointment right of the largest shareholders has been clarified.

The revised Charter is included in the proposals of the Shareholders' Nomination Board, and it is available at [www.nordea.com/en/annual-general-meeting](http://www.nordea.com/en/annual-general-meeting).

**17. 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 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 March 2019.

**18. Resolution on**



**a) 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.

**b) 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**

**a) the repurchase 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 repurchase of not more than 225,000,000 shares in the Company, which corresponds to approximately 5.56% of all the shares in the Company, subject to the condition that the number of own shares held by the Company at any given time may not exceed 10% of all the shares in 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 Company's own shares may be repurchased using the unrestricted equity of the Company.

The repurchase of the Company's own shares shall be made at a price that does not exceed the market price prevailing on the relevant stock exchange at the time of the repurchase or otherwise at a price formed on the market.

The Company's own shares may be repurchased (a) 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, (b) in order to optimise the capital structure of the Company, or (c) to be used as payment in connection with corporate acquisitions, and, hence, in each case, the repurchased shares may be further transferred or cancelled. However, the number of the Company's own shares to be repurchased for remuneration purposes may not exceed 25,000,000 shares and the number of the Company's own shares to be repurchased to optimise the capital structure may not exceed 200,000,000 shares.

The Board of Directors shall be authorised to decide on all other terms relating to the repurchase of the Company's own shares, including how shares are to be repurchased and whether the repurchased shares shall be transferred or cancelled. 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 repurchase of the Company's own shares granted to the Board of Directors by the Annual General Meeting on 28 March 2019.

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.



### **b) 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 March 2019.

### **20. Closing of the meeting**

### **B. Documents of the Annual General Meeting**

This notice, which includes all the proposals by the Board of Directors and the Shareholders' Nomination Board for resolutions on the matters on the agenda of the Annual General Meeting is available on the Company's website at [www.nordea.com/en/annual-general-meeting](http://www.nordea.com/en/annual-general-meeting). The annual report, containing the financial statements, the Board of Director's report and the Auditor's report, the revised Charter of the Shareholders' Nomination Board and the remuneration policy for governing bodies are available on the Company's website at [www.nordea.com/en/annual-general-meeting](http://www.nordea.com/en/annual-general-meeting). 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 at the Company's website at [www.nordea.com/en/annual-general-meeting](http://www.nordea.com/en/annual-general-meeting) as of 11 June 2020, at the latest.

### **C. Instructions for the participants in the Annual General Meeting**

Shareholders can only participate in the Annual General Meeting and exercise their shareholders' rights by voting in advance or through a proxy representative, and by posing counterproposals and questions in advance.

Notice of attendance and any proxy documents given by shareholders for the Annual General Meeting that was planned to be held on 25 March 2020 are not deemed a notice of attendance given by a shareholder for the Annual General Meeting on 28 May 2020. Any proxy documents given for the initially planned Annual General Meeting are not valid for the Annual General Meeting on 28 May 2020.

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

Each shareholder who is registered on 15 May 2020 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 at the latest by 18 May 2020 or authorise a proxy representative at the latest by 4.00 pm EET on 18 May 2020 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' own names in the shareholders' register held by Euroclear Sweden AB on 15 May 2020 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 at the latest by 18 May 2020 or authorised a proxy representative at the latest by 4.00 pm EET on 18 May 2020 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 15 May 2020. 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 according to the instructions of this notice.

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

Shareholders must be registered in the shareholders' own names in the shareholders' register held by VP Securities A/S on 15 May 2020 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 at the latest by 18 May 2020 or authorised a proxy representative at the latest by 4.00 pm EET on 18 May 2020 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 15 May 2020. 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 according to the instructions of 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 5 May 2020 at or about 2.00 pm EET and end on 18 May 2020 at 11.59 pm EET.

### ***Shareholders with shares registered with Euroclear Finland Oy in Finland***

Each shareholder who is registered on 15 May 2020 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](http://www.nordea.com/en/annual-general-meeting-with-Finnish-banking-ID),
- by emailing the advance voting form available on the Company's website to: [nordea@computershare.se](mailto: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 2020", Aleksanterinkatu 15B, 6. krs, 00100 Helsinki, Finland.

### ***Shareholders with shares registered with Euroclear Sweden AB in Sweden***



Each shareholder who is registered in the shareholder's own name on 15 May 2020 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](http://www.nordea.com/en/annual-general-meeting) with Swedish banking ID,
- by emailing the advance voting form available on the Company's website to: [nordea@computershare.se](mailto: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 2020", Box 5267, SE-102 46 Stockholm, Sweden.

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

Each shareholder who is registered in the shareholder's own name on 15 May 2020 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](http://www.nordea.com/en/annual-general-meeting) with Danish banking ID,
- by emailing the advance voting form available on the Company's website to: [nordea@computershare.se](mailto:nordea@computershare.se), or
- by regular mail by sending the advance voting form available on the Company's website to: Computershare A/S, "Nordea's AGM 2020", Lottenborgvej 26 D, DK-2800 Kgs. Lyngby, Denmark.

In connection with the advance voting, at least the following information is requested: the shareholder's name, personal identification number, email 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 with 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 pose questions or counterproposals through advance voting but instructions for shareholders to pose questions and 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](http://www.nordea.com/en/annual-general-meeting).

**5. Proxy representative and powers of attorney**

As an alternative to the advance voting, a shareholder can exercise his/her shareholder's rights at the Annual General Meeting through a proxy representative.

Shareholders, who do not vote in advance, are requested, due to the COVID-19 pandemic, to exercise shareholders' rights through a centralised proxy representative designated by the Company by authorising attorney-at-law Antti Kuha, Managing Associate, from Hannes Snellman Attorneys Ltd, or an attorney-at-law appointed by him, to represent them at the Annual General Meeting in accordance with the voting instructions of the shareholder. Authorising the designated proxy representative will not accrue any costs for the shareholder. Further information on the designated proxy representative is available at the following website: <https://hannessnellman.com/people/all/antti-kuha/>.

A proxy representative shall produce a dated proxy document or otherwise in a reliable manner demonstrate his/her right to represent the shareholder at the Annual General Meeting. 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.



A power of attorney template and voting instructions will be available on the Company's website at [www.nordea.com/en/annual-general-meeting](http://www.nordea.com/en/annual-general-meeting) on 5 May April 2020 at or about 2.00 pm EET.

Proxy documents shall be delivered to the email address [NordeaAGM2020@hannessnellman.com](mailto:NordeaAGM2020@hannessnellman.com) at the latest by 18 May 2020 at 4.00 pm EET. The original proxy documents shall be presented to the Company upon request.

In the proxy documents, at least the following information is requested: the shareholder's name, personal identification number, email address, address, telephone number and information on the proxy representative. The personal data given by the shareholders to the Company is only used in connection with the Annual General Meeting and with 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 through a proxy representative by delivering proxy documents in accordance with applicable instructions to the Company before the aforementioned due date of the delivery, no other separate notification of participation is required for the Annual General Meeting. Shareholders cannot pose questions or counterproposals through a centralised proxy representative. Instructions for shareholders to pose questions and counterproposals are set out below in Section 7 Right to request information, counterproposals and other information.

Proxy representatives are required to vote in advance in accordance with the instructions in Section 4 Advance voting.

Further instructions will be available on the Company's website at [www.nordea.com/en/annual-general-meeting](http://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 15 May 2020 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 into the temporary shareholders' register held by Euroclear Finland Oy at the latest by 25 May 2020 at 10.00 am EET. In terms of nominee registered shares, this constitutes due registration for the 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.

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 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, into the temporary shareholders' register of the Company and vote in advance on behalf of the nominee registered shareholder at the latest by the time stated above.

Further instructions are available at the Company's website at [www.nordea.com/en/annual-general-meeting](http://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 pose counterproposals concerning the matters on the agenda of the Annual General Meeting to be placed for a vote. Counterproposals shall be delivered to the Company to the email address [AGM@nordea.com](mailto:AGM@nordea.com) at the latest by 4 May 2020 at 4.00 pm EET. The 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](http://www.nordea.com/en/annual-general-meeting) on 5 May 2020 at the latest.

Shareholders have the right to pose questions and request information with respect to the matters to be considered at the meeting pursuant Chapter 5, Section 25 of the Finnish Companies Act by email to the address [AGM@nordea.com](mailto:AGM@nordea.com) at the latest by 13 May 2020. 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 May 2020, 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](http://www.nordea.com/en/annual-general-meeting).

Shareholders can follow the Annual General Meeting through a web stream in accordance with the instructions at [www.nordea.com/en/annual-general-meeting](http://www.nordea.com/en/annual-general-meeting). It is not possible to ask questions or vote through the web stream and following the web stream without voting in advance or issuing a proxy is not considered as participation in the Annual General Meeting.

On the day of this notice to the Annual General Meeting, 28 April 2020, the total number of shares in the Company is 4,049,951,919 which equals 4,049,951,919 votes.

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**Helsinki on 28 April 2020**  
**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 mer informasjon:**  
Rodney Alfvén, leder av Investor Relations, +46 72 235 05 15

*Informasjonen i denne børsmeldingen ble offentliggjort av kontaktpersonen over kl. 13.00 CET  
28. april 2020.*