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## Nomination Committee's proposals to Nordea's Annual General Meeting 2014

The Nomination Committee of Nordea Bank AB (publ) was established by decision of the annual general meeting 2013 and comprises Torbjörn Magnusson, chairman of the Nomination Committee, appointed by Sampo plc, Mogens Hugo, appointed by Nordea-fonden, Peder Hasslev, appointed by AMF, Monica Caneman, appointed by the Fourth Swedish National Pension Fund, and Björn Wahlroos, chairman of the board of directors. Today the Nomination Committee announces its proposals to Nordea's annual general meeting on 20 March 2014. The proposals will also be presented in the notice to attend the meeting.

### **Election of board members and chairman of the board**

The Nomination Committee proposes re-election of all board members, except for Peter F Braunwalder who has declined re-election, and election of Robin Lawther as a new member. The Nomination Committee proposes re-election of Björn Wahlroos as chairman of the board.

Thus, the proposal is for Björn Wahlroos, Marie Ehrling, Elisabeth Grieg, Svein Jacobsen, Tom Knutzen, Lars G Nordström, Sarah Russell and Kari Stadigh to be re-elected as board members until the end of the next annual general meeting and for Robin Lawther to be elected as new member of the board for the same period. Further, the proposal is for Björn Wahlroos to be re-elected as chairman of the board until the end of the next annual general meeting.

### **Robin Lawther proposed as new member of the board**

Robin Lawther was born in 1961. She has a BA Honours in economics from the University of North Carolina at Chapel Hill, USA, and an MSc in accounting and finance from the London School of Economics, UK. Robin Lawther worked for J.P. Morgan for the period 1985-2012 in a number of senior positions, including Head of Wealth Management for Southeast USA, Head of Investment Banking for the Nordic Region and Head of Mergers & Acquisitions Execution for European Financial Institutions. She is board member of UK Government's Shareholder Executive. Robin Lawther holds no shares in Nordea.

### **Independence pursuant to the Swedish code for corporate governance**

Of the proposed board members, all members are considered independent in relation to the company and its management. Of the proposed board members, all members, except for Björn Wahlroos and Kari Stadigh, are considered independent in relation to the company's major shareholders. At least two of the proposed board members who are independent in relation to the company and its management are thus also independent in relation to the company's major shareholders.

The Nomination Committee's judgment of independence is based on the following facts: Björn Wahlroos is chairman and Kari Stadigh is Group CEO and President of Sampo plc, which owns more than 10 per cent of all shares and votes in Nordea Bank AB (publ).

### **Election of auditor**

The Nomination Committee proposes re-election of KPMG AB as auditors until the end of the next general meeting.

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*Nordea's vision is to be a Great European bank, acknowledged for its people, creating superior value for customers and shareholders. We are making it possible for our customers to reach their goals by providing a wide range of products, services and solutions within banking, asset management and insurance. Nordea has around 11 million customers, approximately 900 branch office locations and is among the ten largest universal banks in Europe in terms of total market capitalisation. The Nordea share is listed on the NASDAQ OMX Nordic Exchange in Stockholm, Helsinki and Copenhagen.*

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**Fees to board members and auditor**

The Nomination Committee proposes that the annual general meeting sets the fees to the board members in the amount of EUR 259,550 to the chairman, EUR 123,250 to the deputy chairman and EUR 80,250 per member to the other members. In addition, fees shall be payable for committee work on the remuneration committee, the audit committee and the risk committee amounting to EUR 21,350 for the committee chairman and EUR 15,150 for the other members. Remuneration is not paid to members who are employees of the Nordea Group.

The proposed increase in fees is 3 per cent for all board members except the deputy chairman who gets an increase of 14 per cent. The fees payable for committee work is increased by 3 per cent. The total proposed increase in fees is 4 per cent.

Fees to the auditor are proposed to be paid as per approved invoice.

**Establishment of nomination committee**

It is proposed that a new nomination committee be established with the task of presenting to the annual general meeting 2015 proposals concerning election of the board of directors, chairman of the board and auditors and also fees to the board members and auditors.

**For further information:**

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