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Nordean varsinainen yhtiökokous pidetään 2. huhtikuuta 2009

Nordea Bank AB:n (publ) hallitus on tänään julkaissut kutsun varsinaiseen yhtiökokoukseen, joka pidetään torstaina 2. huhtikuuta klo 13.00 Ruotsin aikaa osoitteessa Cirkus, Djurgårdsslätten 43 - 45, Tukholma.

Yhtiökokouskutsu on julkaistu tänään seuraavissa päivälehdissä: Dagens Nyheter, Svenska Dagbladet ja Post- och Inrikes Tidningar. Yhtiökokousta koskevat tiedot on julkaistu myös seuraavissa päivälehdissä: Helsingin Sanomat, Hufvudstadsbladet, Berlingske Tidende ja Jyllands-Posten.

Kutsu on saatavana myös Nordean verkkosivuilla osoitteessa www.nordea.com.

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Nordean on julkistettava tässä tiedotteessa annetut tiedot Ruotsissa annetun rahoitusinstrumenteilla käytävää kauppaa koskevan lain (1991:980) ja/tai Ruotsissa annetun arvopaperimarkkinalain (2007:528) mukaisesti. Nämä tiedot on annettu julkistettavaksi 26. helmikuuta 2009 klo 8.00 CET.

Nordean visiona on olla johtava pohjoismainen pankki, joka luo merkittävää arvoa asiakkailleen ja omistajilleen ja joka on tunnettu osaavasta henkilöstöstään. "Teemme sen mahdolliseksi" - autamme asiakkaitamme pääsemään tavoitteisiinsa tarjoamalla heille laajan valikoiman pankkitoimintaan, varallisuudenhoitoon ja vakuutuksiin liittyviä palveluja. Nordealla on noin 10 miljoonaa asiakasta ja noin 1 400 konttoria. Konserni on johtava Internet-pankkipalveluiden tarjoaja ja sillä on 5,2 miljoonaa verkkopankkiasiakasta. Nordea noteerataan Nasdaq OMX:n Pohjoismaisessa Pörssissä Helsingissä, Kööpenhaminassa ja Tukholmassa.

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The shareholders of Nordea Bank AB (publ) are hereby summoned to the Annual General Meeting on Thursday 2 April 2009

The annual general meeting will be held at 13.00 in Cirkus, Djurgårdsslätten 43-45, Stockholm.

Registration of participation at the annual general meeting will be terminated at the opening of the annual general meeting.

The premises will open at 11.00 and at 12.00 the executive management will hold an information meeting and will then answer questions from the shareholders.

Requirements for the right to participate in the annual general meeting and instructions for notification

Shareholders who wish to participate in the annual general meeting shall be entered in the share register maintained by the Swedish Securities Register Center (Euroclear Sweden AB, former VPC AB) not later than 27 March 2009 and notify Nordea Bank AB (publ) (the "Company") thereof according to the instructions set out below.

Shareholders whose shares are held in trust therefore must temporarily re-register their shares in their own names in the share register maintained by Euroclear Sweden AB in Sweden to be entitled to participate at the annual general meeting. This applies to for example shareholders who are holders of Finnish Depository Receipts in Finland and shareholders who are holders of shares registered in VP Securities Services (VP) in Denmark. Such re-registration must be completed at Euroclear Sweden AB in Sweden by 27 March 2009. This means that the shareholder shall, in good time prior to this date, inform the trustee about this.

Holders of shares registered with Euroclear Sweden AB (former VPC AB) in Sweden

Notification of participation in the annual general meeting shall be made at the latest on 27 March 2009 at 13.00 Swedish time to Nordea Bank AB (publ), c/o Novator Consulting Group AB, Box 10, SE-182 11 Danderyd, Sweden, or by telephone +46 8 755 13 46, or by fax +46 8 622 63 51, or at the Company's web site www.nordea.com.

Holders of Finnish Depository Receipts (FDRs) in Finland

Request for re-registration in one's own name and notification of participation in the annual general meeting shall be made at the latest on 26 March 2009 at 12.00 noon Finnish time to Nordea Bank AB (publ), c/o Novator Consulting Group AB, Box 10, SE-182 11 Danderyd, Sweden, or by telephone +358 9 348 9230 or fax +46 8 622 63 51, or at the Company's web site www.nordea.com.

Shareholders whose shares are registered in the shareholders' own names in the share register maintained by Euroclear Sweden AB in Sweden may also notify their participation in the annual general meeting later, however not later than 27 March 2009 at 14.00 Finnish time in the above-mentioned manner.

Holders of shares registered with VP in Denmark

Request for re-registration in one's own name and notification of participation in the annual general meeting shall be made at the latest on 26 March 2009 at 12.00 noon Danish time to Nordea Bank AB (publ), c/o I-NVESTOR DANMARK A/S, Kongevejen 418, DK-2840 Holte, Denmark, or by telephone +45 45 46 09 97 or fax +45 45 46 09 98, or at the Company's web site www.nordea.com.

Shareholders whose shares are registered in the shareholders' own names in the share register maintained by Euroclear Sweden AB in Sweden may also notify their participation in the annual

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general meeting later, however not later than 27 March 2009 at 13.00 Danish time in the above-mentioned manner.

Number of shares and votes

On 27 March 2009, that is five business days before the annual general meeting, the total number of shares and votes in the Company amounts to 2,600,108,227.

Other information

Representation by proxy

Shareholders who are represented by proxy shall issue a written, dated proxy for the representative. The proxy is valid for one year after its execution. Such proxy form can be obtained from the Company by telephone +46 8 755 13 46 or at Smålandsgatan 17, Stockholm and is also available at the Company's web site. The proxy in original should be presented to the Company at one of the above-mentioned addresses in good time prior to the annual general meeting. If the proxy is issued by a legal entity, a certified copy of the registration certificate or an equivalent certificate of authority shall be submitted.

It should be noted that shareholders that are present through a representative by proxy also must notify the Company of their participation according to the instructions set out above and also be entered in the share register maintained by Euroclear Sweden AB in Sweden not later than 27 March 2009.

Advisers

Shareholders or their proxies may bring at most two advisers to the annual general meeting. An adviser to a shareholder may be brought to the annual general meeting only if the shareholder gives notice to the Company of the number of advisers in the manner mentioned above in connection with the shareholder's notification of participation.

Proposed agenda

1. Election of a chairman for the general meeting
2. Preparation and approval of the voting list
3. Approval of the agenda
4. Election of at least one minutes checker
5. Determination whether the general meeting has been duly convened
6. Submission of the annual report and consolidated accounts, and of the audit report and the group audit report
In connection herewith: the chairman's of the board presentation of the board of directors' work and speech by the Group CEO
7. Adoption of the income statement and the consolidated income statement, and the balance sheet and the consolidated balance sheet
8. Decision on dispositions of the Company's profit according to the adopted balance sheet
9. Decision regarding discharge from liability for the members of the board of directors and the managing director
(The auditor recommends discharge from liability)
10. Determination of the number of board members
11. Determination of fees for board members and auditors
12. Election of board members and chairman of the board
13. The nomination committee's proposal for a resolution on the establishment of a nomination committee
14. The board of directors' proposal for a resolution on the purchase of own shares according to chapter 7 section 6 of the Swedish Securities Market Act (*lagen (2007:528) om värdepappersmarknaden*)
15. The board of directors' proposal for a resolution regarding the guidelines for remuneration to the executive officers
16. The board of directors' proposal for a resolution on a Long Term Incentive Programme
 - a) Introduction of a Long Term Incentive Programme
 - b) Conveyance of shares under the Long Term Incentive Programme
17. The shareholder Tommy Jonasson's proposal that the annual general meeting resolves to allocate fifty million Swedish kronor of the 2008 result to a fund/trust designated "Create a decent Sweden". The purpose of the fund's activities is to prevent crime of violence and save victims of crime from economic and social destitution.

Decision proposals etc

1. Election of a chairman for the general meeting

The nomination committee's proposal: Claes Beyer, member of the Swedish Bar Association.

8. Dispositions of the Company's profit according to the adopted balance sheet

The board of directors and the managing director propose a dividend of 0.20 euro per share, and further, that the record date for dividend should be 7 April 2009. With this record date, the dividend is scheduled to be sent out by Euroclear Sweden AB on 16 April 2009.

10. Determination of the number of board members

The nomination committee's proposal: The number of board members shall, for the period until the end of the next annual general meeting, be ten.

11. Determination of fees for board members and auditors

The nomination committee's proposal: The fees for the board of directors shall be unchanged, amounting to 252,000 euro for the chairman, 97,650 euro for the vice chairman and 75,600 euro per member for the other members. In addition, fees shall be payable for extraordinary board meetings amounting to 1,840 euro per meeting attended and, for committee meetings, 2,370 euro for the committee chairman and 1,840 euro for the other members per meeting attended. By extraordinary board meetings are meant meetings in addition to the 13 ordinary meetings to be held until the next annual general meeting. Remuneration is not paid to members who are employees of the Nordea Group.

The nomination committee's proposal: Fees to the auditors shall be payable as per invoice.

12. Election of board members and the chairman of the board

The nomination committee's proposal: For the period until the end of the next annual general meeting Hans Dalborg, Stine Bosse, Marie Ehrling, Svein Jacobsen, Tom Knutzen, Lars G Nordström, Timo Peltola, Heidi M Petersen, Björn Savén and Björn Wahlroos shall be re-elected as board members. For the period until the end of the next annual general meeting, Hans Dalborg shall be re-elected chairman.

13. Establishment of a nomination committee

The nomination committee's proposal: The general meeting decides to establish a nomination committee with the task to present at general meetings, where election shall take place of board member and/or chairman of the board and/or auditor and/or decision shall be made regarding fees for board members and/or auditor, proposals to the general meeting for such decisions. The nomination committee shall consist of the chairman of the board of directors and four other members. The committee shall elect its chairman among themselves. The chairman of the board may not serve as chairman of the nomination committee. Shareholders with the four largest shareholdings in terms of voting right in the Company shall be entitled to appoint one member each. Changes in the composition of the committee may take place owing to shareholders, which have appointed a member to the committee, selling all or parts of their shareholdings in Nordea. The nomination committee is entitled to co-opt members to the committee, who are appointed by shareholders that, after the constituting of the committee, have come to be among the shareholders with the four largest shareholdings in terms of voting rights in the Company and that have not already appointed a member to the committee. Such co-opted members do not participate in the nomination committee's decisions. The nomination committee is moreover entitled to co-opt a maximum of three persons who in respect of the work of the committee possess the required knowledge and experience of the social, business and cultural conditions that prevail in the regions and market areas in which the Group's main business operations are conducted. Such co-opted members do not participate in the nomination committee's decisions. Such co-opted members are entitled to remuneration from the Company for work carried out as well as compensation for costs incurred, as decided by the committee. The nomination committee will be constituted on the basis of the known shareholding in the Company as per 31 August 2009.

14. Purchase of own shares according to chapter 7 section 6 of the Swedish Securities Market Act (*lagen (2007:528) om värdepappersmarknaden*)

The board of directors' proposal: The general meeting resolves that the Company, in order to facilitate its securities business, up until the next annual general meeting, may purchase own ordinary shares according to chapter 7 section 6 of the Swedish Securities Market Act (*lagen (2007:528) om värdepappersmarknaden*). However, with the limitation that the Company's holding of

such shares in the trading book must never exceed one per cent of the total number of shares in the Company. The price for the ordinary shares shall equal the market price prevailing at the time of the acquisition.

15. Guidelines for remuneration to the executive officers

The board of directors' proposal: Nordea maintains remuneration levels and other conditions needed to recruit and retain executive officers with competence and capacity to deliver according to Group targets. Fixed salaries are paid for fully satisfactory performance. In addition variable salary can be offered to reward performance meeting agreed, specific targets. The variable salary shall as a general rule not exceed 35 per cent of a fixed salary, and is determined by to what extent predetermined financial, customer related and personal objectives are met. A Long Term Incentive Programme is proposed to be introduced. The programme, which is share- and performance-based, has a cap and requires an initial investment by the participants. According to the programme the remuneration is proposed to be given in the form of a right to acquire Nordea shares. If the Long Term Incentive Programme is not approved the variable cash remuneration may be increased and shall as a general rule not exceed 50 per cent of fixed salary. Non-monetary benefits are given as a means to facilitate Group Executive Management members' performance and are determined by what is considered fair in relation to general market practice. Retirement benefits shall be offered in accordance with market practice in the country where the members of Group Executive Management are permanent residents. Notice and severance pay in total shall not exceed 24 months' of fixed salary.

Any potential undertaking or commitment made by Nordea against a state or public authority in any guarantee agreement or any similar agreement which affect the remuneration of members of Group Executive Management will be observed.

The above guidelines shall include the managing director and the executives reporting directly to him also being members of Group Executive Management. The board of directors may deviate from the guidelines, if there in a certain case are special reasons for this.

16. The introduction of a Long Term Incentive Programme

a) Introduction of a Long Term Incentive Programme

Long term incentive programme 2009

The Board's main objective with the proposal of a long term incentive programme 2009 ("LTIP 2009") is, as was the case with the two corresponding programmes implemented in 2007 and 2008, to strengthen Nordea's capability to retain and recruit the best talents for key leadership positions. The aim is further to stimulate the managers and key employees whose efforts have direct impact on Nordea's result, profitability and value growth, to increased efforts by aligning their interests and perspectives with those of the shareholders.

On 9 February 2009, the Board resolved on a new issue of ordinary shares with preferential rights for existing shareholders, subject to the subsequent approval by the general meeting. An extra general meeting, which will decide upon approval of the Board's resolution on a new issue, is intended to be held on 12 March 2009. At the time of this notice the extra general meeting has not yet approved the new issue nor has the new issue been completed. If the new issue is completed, this will affect LTIP 2009, which implies that some parts of the Board's proposal to LTIP 2009 such as exercise price, number of shares (shares the participant locks in as well as shares the participant may acquire under LTIP 2009), dilution, performance conditions, cap on the profit per A-D Right as well as costs and value of the program, may be affected and potentially subject to recalculation or adjustment as a consequence of the new issue with the purpose that the participants shall, as far as practicable, be put in an equivalent financial position as if this event would not have occurred.

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For each ordinary Nordea share the participant locks into LTIP 2009, the participant is granted the right ("A Right") to acquire one ordinary share for an exercise price of EUR 1.00 at a future date ("Matching Share") and rights ("B, C and D Rights") to acquire in total three additional ordinary shares for an exercise price per share of EUR 0.50, at a future date conditional upon fulfilment of certain performance conditions ("Performance Shares").

A requirement for the exercise of the A-D Rights is that the participant, with certain exemptions, remains employed within the Nordea Group during the initial two year vesting period and that all Nordea shares locked into LTIP 2009 are kept during this period. LTIP 2009 is as the programmes of the previous years proposed to have a term of four years, including the initial vesting period, and the programme is also intended to be followed by similar long term incentive programmes in future years.

The number of Nordea shares each participant may lock into LTIP 2009, which in turn entitles to the corresponding number of A, B, C and D Rights, respectively, may not exceed a number equivalent to 10 per cent of the participant's base salary divided by the closing share price of the Nordea share as of yearend 2008. In total, LTIP 2009 comprises a maximum of 7,250,000 ordinary shares, of which 1,450,000 consist of Matching Shares and 4,350,000 consist of Performance Shares. The additional 1,450,000 ordinary shares relate to such shares that may be conveyed by Nordea in order to cover certain costs, mainly social security costs. The maximum number of ordinary shares comprised by LTIP 2009 amounts to approximately 0.28 per cent of the outstanding ordinary shares.

Performance conditions

The exercise of A Rights to acquire Matching Shares is, in addition to the conditions mentioned above, not subject to any performance conditions. The exercise of B-D Rights to acquire Performance Shares is, in addition to the conditions mentioned above, subject to the fulfilment of certain performance conditions. These performance conditions relate to growth in risk adjusted profit per share ("RAPPS") and total shareholder return ("TSR") in relation to the TSR of the currently 19 Nordic and European banks constituting Nordea's peers as defined by the Board ("Peer Group"). The performance conditions are measured based on financial targets during the financial years of 2009 and 2010. The right to exercise B-C Rights is further conditional upon that the reported earnings per share, excluding major non-recurring items is not lower than EUR 0.40 for each of the financials year 2009 and 2010.

Dividends

In order to equal the participants with the shareholders and to motivate participants to keep their A-D Rights to acquire Matching Shares and Performance Shares also after the vesting period, it is proposed that the exercise price for the A-D Rights, respectively, will be adjusted for dividends during the exercise period (until exercise), however never adjusted below EUR 0.10.

Caps

The profit per A-D Right is capped to a maximum of EUR 12.50 per Right.

The Board's proposal: Referring to the above-mentioned description, the Board proposes that the annual general meeting decides on the introduction of LTIP 2009, basically based upon the below referred conditions and principles.

1. The duration of LTIP 2009 shall be four years with an initial vesting period of two years and a measurement period of performance conditions during the financial years 2009 and 2010. LTIP 2009 will target up to 400 managers and key employees identified as essential to the future development of the Nordea Group, with the exception of those persons not being permitted to participate as a result of legislation or any potential undertaking or commitment made by Nordea against a state or public authority in any

guarantee agreement or any similar agreement.

2. For each Nordea share the participant locks into LTIP 2009 the participant is granted a right, A Right, to acquire one Nordea share for an exercise price of EUR 1.00 at a future date (a Matching Share) and rights, B, C and D Rights, to acquire in total three additional Nordea shares for an exercise price per share of EUR 0.50, at a future date conditional upon fulfilment of certain performance conditions (Performance Shares). Under certain circumstances participants may instead be offered a cash-based settlement.
3. The A-D Rights to acquire Matching Shares and Performance Shares shall be granted following the announcement of the interim report for the first quarter 2009, with certain individual exemptions. The exercise price for the acquisition of Matching Shares and Performance Shares, respectively, in accordance with the A-D Rights shall be adjusted for dividends during the exercise period (until exercise). The adjusted exercise price may however not be lower than EUR 0.10.
4. The number of granted A-D Rights that finally can be exercised for the acquisition of Matching Shares and Performance Shares is conditional upon continued employment, the holding of shares which have been locked within LTIP 2009 and, for B-D Rights, on certain predetermined performance conditions, such as increase in risk adjusted profit per share and total shareholder return compared to certain Nordic and European banks as well as at least reaching a minimum level of the reported earnings per share.
5. The Board is authorised to decide on detailed terms and conditions of LTIP 2009.

Majority Requirement

The Board's decision regarding the introduction of LTIP 2009 is valid where supported by shareholders holding more than half of the votes cast at the annual general meeting.

b) Conveyance of shares under the Long Term Incentive Programme

Background

The Board has considered different methods for the transfer of ordinary shares under the programme. Based on these considerations, the Board intends to hedge the financial exposure by way of entering into an equity swap agreement with a third party or, provided that the annual general meeting resolves in accordance with this item on the agenda, by way of an issue of redeemable and convertible C-shares, which the Board considers as the most cost efficient and flexible arrangement for the transfer of shares and for covering certain costs, mainly social security costs, for LTIP 2009.

The Board's proposal: With reference to the background above, the Board proposes that the annual general meeting resolves on conveyance of shares under LTIP 2007, LTIP 2008 and LTIP 2009 in accordance with the principal terms and conditions set out below.

1. Amendment of the Articles of Association

In order to implement LTIP 2009 on the proposed terms and conditions and to enable some future flexibility regarding the maximum number of C-shares that may be issued from time to time, the Board proposes that the maximum number of C-shares that may be issued pursuant to § 6 second paragraph of the Articles of Association is changed from 5,000,000 to 10,000,000.

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Remaining parts of the wording of § 6 of the Articles of Association, shall remain unchanged.

2. Directed Cash Issue

Increase of Nordea's share capital by maximum EUR 7,250,000 through an issue of 7,250,000 C-shares.

The issue will be effected on the following terms.

- a) The new shares shall – with deviation from the shareholders' preferential right to subscribe for shares – be subscribed for only by a third party designated by Nordea.
- b) The new shares shall be issued at a price corresponding to the quotient value of the shares at the time of the subscription of the shares.
- c) The new shares shall be subscribed for during the period 30 April – 29 May 2009, with a right for the Board to extend the subscription period. Oversubscription is not permitted.
- d) Payment for shares subscribed for shall be effected at subscription of the shares.
- e) The new shares do not entitle to any dividend.
- f) The new shares will be subject to restrictions as set forth in Chapter 4, Section 6 (conversion provision) and Chapter 20, Section 31 (redemption provision) in the Swedish Companies Act (2005:551).

3. Authorisation for the Board to decide on a directed offer to acquire own shares

Authorisation for the Board to decide on acquisition of C-shares in Nordea on the following terms.

- a) Acquisition may be made through a public offer directed to all owners of C-shares in Nordea.
- b) The authorisation is valid and may be exercised until the annual general meeting 2010.
- c) The number of C-shares permitted to be acquired shall amount to 7,250,000.
- d) Acquisition of shares shall be made at a lowest price per share of 100 per cent and a highest price of 105 per cent of the quotient value, applicable at the time of the subscription of shares according to section 2 b) above.

- e) Payment for shares acquired shall be made in cash.
- f) The Board shall be authorised to establish additional terms for the acquisition.
- g) Acquisition shall also include a so called interim share, designated by Euroclear Sweden AB as a "paid subscription share" (Sw. "BTA") relating to a C-share.

4. Conveyance of shares acquired

The Board intends, in accordance with provisions in the articles of association, to decide on conversion of all C-shares to ordinary shares.

Resolutions on conveyance of the Company's own shares may be made on the following terms.

- a) Conveyance may be made only of ordinary shares in Nordea and a maximum of 5,800,000 shares may be conveyed to participants in LTIP 2009.
- b) Right to acquire shares shall be granted to persons within the Nordea Group who are covered by the terms and conditions for LTIP 2009.
- c) The right to acquire shares shall be exercised during the period the participant in LTIP 2009 has the right to acquire shares in accordance with the terms of LTIP 2009, i.e. during certain periods within the period commencing on and including the first trading day following Nordea's announcement of its first quarter report in the year 2011 up to and including the fourteenth calendar day following Nordea's announcement of its first quarter report in the year 2013.
- d) The participant in LTIP 2009 shall for each share pay the price, which follows from the terms and conditions of LTIP 2009 (in accordance with item 16 a) above). Such price, and the number of shares, shall be subject to recalculation as a result of intervening bonus issues, splits, preference issues, dividends and/or similar actions. Payment shall be made for each ordinary share within 10 banking days from the day the participant has requested to exercise his or her right to acquire the share.
- e) Nordea shall have the right, prior to the annual general meeting 2010, to convey a maximum of 1,450,000 ordinary shares of the 7,250,000 ordinary shares, which after conversion from C-shares are proposed to hedge Nordea's obligations under LTIP 2009, in order to cover certain costs, mainly social security costs for LTIP 2009. Conveyance of the shares shall be effected at NASDAQ OMX Stockholm at a price within the price interval prevailing at each time for the share.

- f) Further, Nordea shall have the right, prior to the annual general meeting 2010, to convey a maximum of 520,000 ordinary shares of the 3,120,000 ordinary shares hedging Nordea's obligations under LTIP 2007, in order to cover certain costs, mainly social security costs for LTIP 2007. Conveyance of the shares shall be effected at NASDAQ OMX Stockholm at a price within the price interval prevailing at each time for the share.
- g) Further, Nordea shall have the right, prior to the annual general meeting 2010, to convey a maximum of 480,000 ordinary shares of the 2,880,000 ordinary shares hedging Nordea's obligations under LTIP 2008, in order to cover certain costs, mainly social security costs for LTIP 2008. Conveyance of the shares shall be effected at NASDAQ OMX Stockholm at a price within the price interval prevailing at each time for the share.

The reasons for the deviation from shareholders' preferential rights are the following. The issue of shares, the acquisition and the conveyance of own shares are integrated parts of the previously resolved LTIP 2007, LTIP 2008 and the now proposed LTIP 2009. Therefore, and in light of the above, the Board considers it to be to an advantage for Nordea and the shareholders that the participants in LTIP 2009 are offered to become shareholders in Nordea. For the purpose of minimising Nordea's costs for LTIP 2009, the subscription price has been fixed at a price equivalent to the quotient value of the share.

Majority Requirement

The Board's proposal under item 16 b) sections 1-4 above, shall be viewed as one decision, and is valid where supported by shareholders holding no less than 90 per cent of both the votes cast and the shares represented at the annual general meeting. The Board's proposal pursuant to this item 16 b) is subject to that the Board's proposal regarding the introduction of the Long Term Incentive Programme has been approved by the annual general meeting (item 16 a) above).

The nomination committee comprises Viktoria Aastrup, appointed by the Swedish state as a shareholder and chairman of the committee, Kari Stadigh, appointed by Sampo plc as a shareholder, Mogens Hugo, appointed by Nordea-fonden as a shareholder, Ingrid Bonde, appointed by AMF as a shareholder, and Hans Dalborg, chairman of the board of directors. Hans Dalborg does not take part of the nomination committee's deliberations or decisions insofar as they concern him personally. The nomination committee has submitted proposals according to items 1 and 10-13 on the proposed agenda. A report on the nomination committee's work is available on the Company's web site as from today and will be forwarded free of charge to shareholders requesting this report and stating their postal address.

The accounts, the auditor's report, the complete decision proposals regarding items 8, 13-16 as well as documents pursuant to chapter 8 section 54, chapter 18 section 4 and chapter 19 section 22 of the Swedish Companies Act are available at the Company, address Smålandsgatan 17, Stockholm, Sweden as from 18 March 2009, and will be sent free of charge to shareholders requesting such

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information and stating their postal address. The documents will also be available on the Company's web site www.nordea.com from the same date.

Stockholm, February 2009
Nordea Bank AB (publ)
The Board of Directors