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Nordean ylimääräinen yhtiökokous 12. maaliskuuta

Nordea Bank AB:n (publ) hallitus kutsuu osakkeenomistajat ylimääräiseen yhtiökokoukseen, joka pidetään torstaina 12. maaliskuuta 2009 klo 9.00 Ruotsin aikaa China Teaternissa Tukholmassa.

Kutsu ylimääräiseen yhtiökokoukseen on julkaistu tänään seuraavissa päivälehdissä: Dagens Nyheter, Svenska Dagbladet ja Post- och Inrikes Tidningar. Ylimääräistä 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 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 Extraordinary General Meeting on Thursday 12 March 2009

The general meeting will be held at 09.00 in China Teatern, Berzelii Park 9, Stockholm. The premises will open at 08.00.

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

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

Shareholders who wish to participate in the general meeting shall be entered in the share register maintained by Euroclear Sweden AB (former VPC AB) in Sweden on 6 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 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 6 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 general meeting shall be made to Nordea Bank AB (publ) at the latest on 6 March 2009 at 13.00 Swedish time at the following address: Box 10, 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 general meeting shall be made to Nordea Bank AB (publ) at the latest on 5 March 2009 at 12.00 noon Finnish time at the following address: Box 10, 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 general meeting later, however not later than 6 March 2009 at 14.00 Finnish time in the above-mentioned manner.

Holders of shares registered with Værdipapircentralen in Denmark

Request for re-registration in one's own name and notification of participation in the general meeting shall be made to Nordea Bank AB (publ) at the latest on 5 March 2009 at 12.00 Danish time under the following address: 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 general meeting later, however not later than 6 March 2009 at 13.00 Danish time in the above-mentioned manner.

Number of shares and votes

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On 6 March 2009, that is five business days before the 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. A proxy form can be obtained from the Company by telephone +46 8 755 13 46 or at Smålandsgatan 17, Stockholm, Sweden 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 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 on 6 March 2009.

Advisers

Shareholders or their proxies may bring at most two advisers to the general meeting. An adviser to a shareholder may be brought to the 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. The board of directors' proposal (A) for a resolution on amendment to articles 5 and 6 of the articles of association, (B) to approve the board of directors' resolution to issue new Ordinary Shares, and (C) regarding a transfer to the Company's share capital from other shareholders' equity
7. The board of directors' proposal (A) for a resolution to reduce the share capital, (B) for a resolution on amendment to articles 5 and 6 of the articles of association, (C) to approve the board of directors' resolution to issue new Ordinary Shares, and (D) regarding a transfer to the Company's share capital from other shareholders' equity
8. The board of directors' proposal for a resolution on authorisation for the board of directors to resolve on a new issue of Ordinary Shares

Decision proposals etc

1. *Election of a chairman for the general meeting*

Claes Beyer, member of the Swedish Bar Association.

Information regarding the board of directors' proposals pursuant to items 6-8

As is shown in the proposed agenda items 6-8, the board of directors proposes, *inter alia*, that the general meeting shall resolve to approve the board of directors' resolution on a new issue of Ordinary Shares with preferential rights for the shareholders. The increase of the share capital, the number of Ordinary Shares to be issued and the subscription price to be paid for each of the new Ordinary Shares will be determined and announced by the board of directors after the date of this notice (no later than on 11 March 2009). In order to achieve flexibility to determine the final terms, the board of directors presents three alternative proposals (items 6-8), of which only one proposal may be adopted by the general meeting. Therefore, the board of directors will withdraw the two proposals it deems less appropriate for the implementation of the new issue of Ordinary Shares. The withdrawal will be announced when the final terms for the new issue has been resolved by the board of directors.

Each of item 6, 7 and 8 shall be deemed as *one* proposal and accordingly, such items shall be adopted by the general meeting as *one* resolution, respectively.

The amendments to the articles of association and the reduction of the share capital, if applicable, require the Swedish Financial Supervisory Authority's approval.

6. Resolution on (A) amendment to articles 5 and 6 of the articles of association, (B) approval of the board of directors' resolution to issue new Ordinary Shares, and (C) transfer to the Company's share capital from other shareholders' equity

A. Proposal for resolution on amendment to articles 5 and 6 of the articles of association

In order to enable the issue of Ordinary Shares as set out in item 6B below, the board of directors proposes that articles 5 and 6 of the articles of association are amended as follows.

Article 5

Current wording

The company's share capital is not less than 1,000,000,000 euro and not more than 4,000,000,000 euro.

Proposed wording

The company's share capital is not less than 2,700,000,000 euro and not more than 10,800,000,000 euro.

Article 6

Current wording

The number of shares is not less than 1,000,000,000 and not more than 4,000,000,000.

Shares may be issued in two classes, Ordinary shares and C-shares. Ordinary shares may be issued up to a maximum amount of 4,000,000,000 and C-shares may be issued up to a maximum amount of 5,000,000.

Proposed wording

The number of shares is not less than 2,700,000,000 and not more than 10,800,000,000.

Shares may be issued in two classes, Ordinary shares and C-shares. Ordinary shares may be issued up to a maximum amount of 10,800,000,000 and C-shares may be issued up to a maximum amount of 5,000,000.

This resolution to amend the articles of association is conditional upon that the new issue of Ordinary Shares is carried out as set out in item 6B below.

B. Proposal to approve the board of directors' resolution to issue new Ordinary Shares

The board of directors proposes that the general meeting approves the board of directors' resolution on a new issue of Ordinary Shares with preferential rights for the shareholders on mainly the following terms.

The board of directors is authorised to, not later than on 11 March 2009, resolve on the increase of the share capital, the number of Ordinary Shares to be issued and the subscription price (including currency) to be paid for each new Ordinary Share.

The record date for determining the right to receive subscription rights shall be 17 March 2009.

Subscription for new Ordinary Shares by virtue of subscription rights shall be made by way of cash payment, or where this is not practically possible according to the board of directors' opinion, through application and in such case on a special subscription list, during the period from and including 20 March 2009 until and including 3 April 2009.

The new Ordinary Shares shall carry right to dividends decided after the annual general meeting 2009.

The managing director, or anyone appointed by the managing director, is authorised to make such minor adjustments to the resolution as may be required in connection with registration of the resolution with the Swedish Companies Registration Office and Euroclear Sweden AB.

The board of directors' resolution is conditional upon that no circumstance occurs (prior to the end of the subscription period) which, in the board of directors' reasonable opinion, may result in the implementation of the new issue being significantly adversely affected. The new issue may thus be withdrawn wholly or partly.

C. Proposal regarding transfer to the Company's share capital from other shareholders' equity

In order to facilitate the new issue of Ordinary Shares as set out in item 6B above, the board of directors proposes that the general meeting, in the event that the subscription price for each Ordinary Share in the share issue is being set at a price lower than the quotient value of the shares (currently EUR 1), resolves as follows. An amount corresponding to the difference between the subscription price and the quotient value of the total number of Ordinary Shares issued in the new issue, however

not more than EUR 5.3 billion, shall be transferred to the Company's share capital from other shareholders' equity.

7. Resolution (A) to reduce the share capital, (B) amendment to articles 5 and 6 of the articles of association, (C) approval of the board of directors' resolution to issue new Ordinary Shares, and (D) transfer to the Company's share capital from other shareholders' equity

A. Proposal regarding reduction of share capital (reduction of the quotient value of each share from EUR 1 to EUR 0.5)

In order to facilitate the new issue of Ordinary Shares as set out in item 7C below, the board of directors proposes as follows. The Company's share capital, which currently amounts to EUR 2,600,108,227, shall be reduced by EUR 1,300,054,113.5, without redemption of shares, for transfer to a fund to be used pursuant to a resolution adopted by a general meeting. After the reduction of the share capital, the Company's share capital will amount to EUR 1,300,054,113.5, divided on 2,600,108,227 Ordinary Shares (prior to the new issue of Ordinary Shares), each with a quotient value of EUR 0.5. This resolution to reduce the share capital is conditional upon that the new issue of Ordinary Shares is carried out as set out in item 7C below.

B. Proposal for amendment to articles 5 and 6 of the articles of association

In order to enable the new issue of Ordinary Shares as set out in item 7C below, the board of directors proposes that articles 5 and 6 of the articles of association are amended as set out in item 6A above. This resolution to amend the articles of association is conditional upon that the new issue of Ordinary Shares is carried out as set out in item 7C below.

C. Proposal regarding approval of the board of directors' resolution to issue new Ordinary Shares

The board of directors proposes that the general meeting approves the board of directors' resolution on a new issue of Ordinary Shares with preferential rights for the shareholders on mainly the following terms.

The board of directors is authorised to, not later than on 11 March 2009, resolve on the increase of the share capital, the number of Ordinary Shares to be issued and the subscription price (including currency) to be paid for each new Ordinary Share.

The record date for determining the right to receive subscription rights shall be 17 March 2009.

Subscription for new Ordinary Shares by virtue of subscription rights shall be made by way of cash payment, or where this is not practically possible according to the board of directors' opinion, through application and in such case on a special subscription list, during the period from and including 20 March 2009 until and including 3 April 2009.

The new Ordinary Shares shall carry right to dividends decided after the annual general meeting 2009.

The managing director, or anyone appointed by the managing director, is authorised to make such minor adjustments to the resolution as may be required in connection with registration of the resolution with the Swedish Companies Registration Office and Euroclear Sweden AB.

The board of directors' resolution is conditional upon that no circumstance occurs (prior to the end of the subscription period) which, in the board of directors' reasonable opinion, may result in the

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implementation of the new issue of shares being significantly adversely affected. The new issue may thus be withdrawn wholly or partly.

D. Proposal regarding transfer to the Company's share capital from other shareholders' equity

In order to facilitate the new issue of Ordinary Shares as set out in item 7C above, the board of directors proposes that the general meeting, in the event that the subscription price for each Ordinary Share in the share issue is being set at a price lower than the quotient value of the shares (following the reduction according to item 7A above, EUR 0.5), resolves as follows. An amount corresponding to the difference between the subscription price and the quotient value of the total number of Ordinary Shares issued in the new issue, however not more than EUR 1.4 billion, shall be transferred to the Company's share capital from other shareholders' equity.

8. Authorisation for the board of directors to resolve on a new issue of Ordinary Shares

The board of directors proposes that the general meeting resolves to authorise the board of directors to, at one occasion, until the next annual general meeting, resolve on a new issue of Ordinary Shares with preferential rights for the shareholders.

The proposal is only made to facilitate a new issue of shares if the board of directors' resolution regarding a new issue of Ordinary Shares subject to the subsequent approval of the general meeting under item 6 or 7 above, cannot, in the opinion of the board of directors, be carried out in accordance with the resolution. Thus, it is the intention of the board of directors to withdraw this proposal if, prior to the general meeting, the board of directors deems that the new issue of shares can be carried out in accordance with any of the board of directors' resolutions on a new issue. If this should not be the case, the board of directors intends to withdraw the matter regarding approval of the board of directors' resolution on a new issue and instead let the general meeting consider this proposal for authorisation.

The complete decision proposals regarding items 6, 7 and 8, as well as documents pursuant to chapter 13 section 6 and chapter 20 section 14 of the Swedish Companies Act are available at the Company, address Smålandsgatan 17, Stockholm, Sweden as from 25 February 2009, and will be sent free of charge to shareholders requesting such information and stating their postal address. The documents will also be available on the Company's web site www.nordea.com from the same day.

Stockholm, February 2009

Nordea Bank AB (publ)

The Board of Directors