



**Welcome to
Annual General Meeting in SEB**

The shareholders of
Skandinaviska Enskilda Banken AB (publ)
are hereby given notice of the Annual General Meeting to be held on
Tuesday 8 April 2008 at 2 p.m. at Stockholm Concert Hall,
registration from 12.30 p.m.

Before the Meeting light snacks and refreshments will be served.

Notifications, etc.

Shareholders who wish to attend the Annual General Meeting shall
both be registered in the shareholders' register kept by VPC AB ("VPC", the
Swedish Securities Register Centre) on Wednesday 2 April 2008,
and make a notification to the Bank to attend and report the number of assistants
that they wish to invite not later than on Wednesday 2 April 2008.
Such notification shall be made
in writing under address Skandinaviska Enskilda Banken AB,
Box 47011, SE-100 74 Stockholm, or
by telephone at number 0771-23 18 18 (within Sweden) or at number
+46 771 23 18 18 (from abroad) between 9 a.m. and 4.30 p.m., or
via the **Internet** on www.sebgroup.com.

Personal data retrieved from the share register kept by VPC will be used for necessary
registration and to make up the voting list for the Annual General Meeting.

The Bank's share capital is SEK 6,872 million and the total number of shares and votes
in the Bank is 687,156,631 shares and 665,419,374 votes of which 663,004,123 shares are
Class A-shares corresponding to 663,004,123 votes (1 vote per A-share) and 24,152,508
shares are Class C-shares corresponding to 2,415,251 votes (1/10 vote per C-share).

The President's speech and the presentation material from the Meeting will be
available on www.sebgroup.com the day after the Meeting.

Shares registered in the name of a custodian

Shareholders whose shares are registered in the name of a custodian through a bank or
through another authorised depositary must request to be temporarily registered in the
shareholders' register of VPC Wednesday 2 April 2008 in order to have the right to
attend the Annual General Meeting. Such request of temporary registration must be
made to the custodian in good time before this day. Please note that this requirement
also applies to shareholders using the Bank's Shareholder Deposit Account.

Entrance cards

Entrance cards, to be presented at the entrance to the Meeting, will be sent to those
shareholders who have notified their attendance on 2 April 2008 at the latest.

Powers of attorney

Shareholders may attend the Annual General Meeting by proxy with a written by the shareholder signed and dated power of attorney. To facilitate admission to the Annual General Meeting, powers of attorney and other authorising documents should be received by the Bank at the latest on Friday 4 April 2008. A form power of attorney is available on www.sebgroup.com and at the Bank's Head Office, Kungsträdgårdsgatan 8 in Stockholm.

Agenda

1. Opening of the Meeting
2. Election of Chairman of the Meeting
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Election of two persons to check the minutes of the Meeting together with the Chairman
6. Determination of whether the Meeting has been duly convened
7. Presentation of the Annual Report and the Auditors' Report as well as the Consolidated Accounts and the Auditors' Report on the consolidated accounts
8. The President's speech
9. Adoption of the Profit and Loss Account and Balance Sheet as well as the Consolidated Profit and Loss Account and Consolidated Balance Sheet
10. Allocation of the Bank's profit as shown in the Balance Sheet adopted by the Meeting and determination of record date for the dividend
11. Discharge from liability of the Members of the Board of Directors and the President
12. Information concerning the work of the Nomination Committee
13. Determination of the number of Directors to be elected by the Meeting
14. Approval of the remuneration to the Directors elected by the Meeting and the Auditor
15. Election of Directors as well as Chairman of the Board
16. Election of Auditor
17. Decision on a Nomination Committee
18. The Board's proposal concerning principles for salary and other remuneration for the President and other members of the Group Executive Committee

19. The Board's proposal concerning long term incentive programmes for 2008:
 - a) Share Savings Programme
 - b) Performance Share Programme
 - c) Share Matching Programme

20. The Board's proposal concerning
 - a) the acquisition of the Bank's own shares in its securities business
 - b) the acquisition and sale of the Bank's own shares on the stock exchange for long term incentive programmes
 - c) the sale of the Bank's own shares to participants in the 2008 long term incentive programmes
 - d) the acquisition and sale of the Bank's own shares to create amongst others possibilities to manage the capital structure of the Bank

21. The Board's proposal concerning changes in the Bank's Articles of Association

22. The Board's proposal concerning the appointment of auditors of foundations that have delegated their business to the Bank

23. Proposal from a shareholder that the Bank together with the three other larger banks in Sweden should grant credits of totally MSEK 8,000 to "Landskrona Rekonstruktion" for a reconstruction plan for Landskrona, allocate MSEK 100 of the result for the year 2007 as a contribution to an institute mainly funded by industry and commerce called "Institutet för integration och tillväxt i Landskrona", grant a credit of MSEK 100 to a legal entity over which the shareholder has a controlling influence and allocate MSEK 2 of the result for the year 2007 to be used for the purpose of preventing crime in Landskrona

24. Closing of the Annual General Meeting

Nomination Committee

The Nomination Committee has been composed of Petra Hedengran, Investor AB (chairman of the Nomination Committee), Hans Mertzig, Trygg-Stiftelsen, Staffan Grefbäck, Alecta, Torgny Wännström, AFA Försäkring and Marcus Wallenberg, Chairman of the Board of Directors.

Proposed resolutions etc.

2. Election of Chairman of the Meeting

The Nomination Committee proposes Marcus Wallenberg as Chairman of the Meeting.

10. Allocation of the Bank's profit as shown in the Balance Sheet adopted by the Meeting

The Board proposes a dividend of SEK 6.50 per A-share and C-share, respectively, and Friday 11 April 2008 as record date for the dividend. If the Meeting decides according to the proposal the dividend is expected to be distributed by VPC on Wednesday 16 April 2008.

13. Determination of the number of Directors to be elected by the Meeting

The Nomination Committee proposes that ten Directors be elected.

14. Approval of the remuneration to the Directors elected by the Meeting and the Auditor

The Nomination Committee proposes:

Directors' remuneration SEK 8,950,000 to be distributed as follows:

SEK 2,750,000 to the Chairman of the Board,

SEK 4,200,000 to the other Directors elected by the Annual General Meeting who are not employed in the Bank to be distributed with SEK 600,000 each to the Vice Chairmen and SEK 500,000 to other Directors, and

SEK 2,000,000 for committee work to be distributed as follows:

Risk & Capital Committee, Chairman SEK 510,000 other member SEK 325,000,

Audit & Compliance Committee, Chairman SEK 387,500 other member SEK 195,000 and

Remuneration & Human Resources Committee, Chairman SEK 387,500 other member SEK 195,000.

No fee for Committee work is distributed to the Chairman of the Board and employees in the Bank.

Auditor's fee payable according to approved invoice.

15. Election of Directors as well as Chairman of the Board

The Nomination Committee proposes re-election of the Directors: Annika Falkengren, Penny Hughes, Urban Jansson, Tuve Johannesson, Hans-Joachim Körber, Jesper Ovesen, Carl Wilhelm Ros, Jacob Wallenberg and Marcus Wallenberg and new election of Christine Novakovic.

The Director Steven Kaempfer has declared that he, due to other assignments, is not available for re-election.

Marcus Wallenberg is proposed as Chairman of the Board.

Christine Novakovic has a B. Sc. (Econ) from the Luigi Bocconi University in Milan. She has broad experience from the international financial sector and competence in, among others, Trading, Corporate Finance, Risk Management and Retail Banking. Christine Novakovic has held leading positions in UBS AG in Germany (Head of Treasury and Chief of Staff), Citibank AG in Germany (Board of Managing Directors), Citibank in Hong Kong (Global Head of Warrants and Head of Corporate Finance Asia), Citibank Privatkunden AG in Germany (CEO and responsible for Consumer business in Germany) and in HypoVereinsbank AG in Germany (member of the Group Board of Directors, Konzernvorstand). Christine Novakovic is among others member of the Board of Earth Council, Geneva.

16. Election of Auditor

The Nomination Committee proposes re-election of the audit firm PricewaterhouseCoopers as Auditor for the period until and including the Annual General Meeting 2012. Main responsible will be Authorised Public Accountant Peter Clemedtsen.

17. Decision on a Nomination Committee

The Nomination Committee proposes that the Meeting resolves on a Nomination Committee for the 2009 Annual General Meeting mainly as follows.

The Bank shall have a Nomination Committee consisting of one representative for each of the four shareholders or group of shareholders controlling the largest number of

votes in the Bank and the Chairman of the Board. The names of the four members and the names of the shareholders they represent shall be published six months prior to the Annual General Meeting in 2009 and shall be based on the known number of votes as per the last banking day in August 2008. The Nomination Committee shall remain in office until a new Nomination Committee has been appointed. The member who represents the shareholder controlling the largest number of votes shall be Chairman of the Nomination Committee, unless the members agree otherwise.

18. The Board's proposal concerning principles for salary and other remuneration for the President and other members of the Group Executive Committee

The principles for remuneration, base salary, short-term incentive compensation, long-term incentive compensation and pension, approved by the 2007 Annual General Meeting, apply with regard to the President and other members of the Group Executive Committee. The Board proposes that the same principles shall be approved by the Meeting for the time up until the Annual General Meeting 2009, with some changes for the long-term incentive compensation to reflect the broader scope proposed for 2008.

19. The Board's proposal concerning long-term incentive programmes for 2008

The Board has decided to propose that the Meeting decides on long-term incentive programmes for 2008, mainly as follows:

a) Share Savings Programme

The proposed Share Savings Programme is an all employee Programme, designed to support "One SEB" and to create a long-term commitment to SEB and an incentive for the employees to become shareholders in SEB. The employees may during a twelve month period from the implementation of the Programme save up to five per cent of gross base salary and for the amount purchase Class A-shares in the Bank. If the shares are retained by the employee for three years and the employment has continued during this time, the Bank will give the employee one share for each retained share. The Programme is proposed to comprise an obligation for the Bank to deliver a maximum of 1,864,000 such shares.

b) Performance Share Programme

The proposed Performance Share Programme has the same structure as the 2007 programme and is based on a maximum of 1,500,000 performance shares, to be allotted to approximately 480 senior officers and key employees. The aim is to retain and attract senior officers and other key employees, to create a long-term commitment to SEB, to strengthen the overall perspective on SEB and to create an incentive for the officers to become shareholders in SEB. The Programme is share and performance based. The number of the allotted performance shares that can finally be utilised is dependent on certain predetermined performance criteria measured as annual nominal increase in earnings per share and total shareholder return compared to SEB's competitors. For full utilisation both performance criteria have to be fulfilled. The measure annual nominal increase in earnings per share implies a final outcome of performance shares if the increase reaches 4 per cent. The outcome is then set at 10 per cent of the maximum allotment. Maximum outcome (50 per cent of the total outcome) is achieved if the increase is 12 per cent or more. If the total shareholder return equals the development in a weighted Banking Index, the outcome is 10 per cent of the maximum allotment. Above that level, the number of performance shares that can be utilised increases until a ceiling of 8 percentage points average per annum above the Banking Index is reached

where maximum outcome (50 per cent of the total outcome) is reached. The duration of the programme shall be seven years with an initial performance period of three years. Each performance share under the programme carries a right to acquire one Class A-share in the Bank at a price of SEK 10.

c) Share Matching Programme

To be able to provide a more competitive remuneration structure for a small number of selected key employees within areas with strong competition and whose efforts and skills are considered to be of a vital importance for the SEB Group's future profit growth, a Share Matching Programme is proposed. Up to a maximum of 140 key employees may be included in the Programme. 25 percent of the gross short term incentive outcome that the participant should have received related to the financial year 2008 is allocated to a pool and a determined number of so called deferral rights are registered for each participant in the pool. One deferral right shall correspond to the fair market value of one Class A-share in the Bank at the time for allocation. After three years the participant receives one share for each deferral right (totally a maximum of 562,500 shares) and not more than four so called matching shares. The number of matching shares received is dependent on how a pre-determined performance criterion is fulfilled. The performance criterion is measured as average annual nominal increase in earnings per share during the three year period. If the average nominal increase is within the interval 5-15 per cent per year one up to four matching shares will be received, with a linear distribution within the interval. A further requirement is that the participant remains within SEB during this period. The Programme is proposed to comprise an obligation for the Bank to deliver a maximum of 2,250,000 matching shares.

There is a requirement for a resolution to be passed in accordance with the Board's proposal under this item 19 that the resolution of the Meeting is supported by shareholders representing more than half of the votes cast.

20. The Board's proposals concerning the acquisition and sale of the Bank's own shares

a) Acquisition of the Bank's own shares in its securities business

Pursuant to statutory law, trading in own shares in the Bank's securities business is subject to the Annual General Meeting's resolution. The Board therefore proposes that the Meeting resolves that the Bank shall be allowed to purchase shares in the Bank in its securities business on a regular basis during the time up to and including the 2009 Annual General Meeting in accordance with Chapter 7, Section 6 of the Securities Markets Act (lagen (2007:528) om värdepappersmarknaden) up to a number not exceeding three per cent of the total number of shares issued at each time in the Bank. The price of the shares purchased shall be the market price prevailing at the time of acquisition.

b) Acquisition and sale of the Bank's own shares on the stock exchange for long term incentive programmes

The Board proposes that the Meeting resolves to authorise the Board to decide on the acquisition and sale on the stock exchange of the Bank's own Class A-shares for the year 2008 and previous years' long term incentive programmes. A maximum of 6.6 million shares may be acquired and a maximum of 10.3 million shares may be sold, which corresponds to approximately one and 1.5 per cent, respectively, of the total number of shares in the Bank. The

authorisation may be utilised on one or more occasions, however not longer than until the 2009 Annual General Meeting. Acquisition and sale of shares may only take place at a price within the price interval at any time recorded on the stock exchange, and this shall refer to the interval between the highest buying price and the lowest selling price.

c) Sale of the Bank's own shares to participants in the 2008 long term incentive programmes.

The Board proposes that the Meeting resolves that a maximum number of the acquired Class A-shares in the Bank, corresponding to the number of performance shares and shares respectively under the 2008 three long term incentive programmes, including compensation for dividends, may be sold/transferred to the participants under the programmes who are entitled to acquire/get shares. Each and every participant has the right to acquire/get a maximum of the number of shares that follows from the terms and conditions of the programmes respectively. The right may be exercised in the periods established under the programmes. The price of each Class A-share under the Performance Share Programme shall be SEK 10.

d) Acquisition and sale of the Bank's own shares to create amongst others possibilities to manage the capital structure of the Bank.

The Board proposes that the Meeting resolves to authorise the Board to decide on the acquisition and sale of the Bank's own Class A-shares and/or Class C-shares, mainly on the following conditions. Acquisition of shares may exclusively take place on the stock exchange. Sale of shares may be made on the stock exchange or outside the stock exchange, with or without deviation from the shareholders preferential rights and with or without stipulations on contribution in kind or right of offset. The shares may be used as consideration for acquisitions of companies or businesses or in order to finance acquisitions of companies or businesses. The authorisation may be utilised on one or more occasions, however not longer than until the 2009 Annual General Meeting. A maximum of 20,000,000 shares may be acquired and sold, totalling a purchase price not exceeding MSEK 3,600, which corresponds to approximately three per cent of the total number of shares in the Bank. Acquisitions may be paid by funds allocated by the 2005 Annual General Meeting in connection with the reduction of share capital by cancellation of previously acquired own shares.

There are requirements for resolutions to be passed in accordance with the Board's proposals under items 20 a), b) and d) that the resolutions of the Meeting are supported by shareholders representing at least 2/3 both of the votes cast and of the shares represented at the Meeting. There is a requirement for a resolution to be passed in accordance with the Board's proposal under item 20 c) that the resolution of the Meeting is supported by shareholders representing at least 9/10 both of the votes cast and of the shares represented at the Meeting.

21. The Board's proposal concerning changes in the Bank's Articles of Association

The Board proposes changes in the Bank's Articles of Association, Sections 3 and 4, so that no references to specific laws are made to avoid future changes as a consequence of replacement of laws or renumbering of sections in relevant laws. The proposed changes have no material impact.



There is a requirement for a resolution to be passed in accordance with the Board's proposal that the resolution of the Meeting is supported by shareholders representing at least 2/3 both of the votes cast and of the shares represented at the Meeting.

Complete proposals etc.

A report on the work of the Nomination Committee and its complete proposed resolutions, the Board's complete proposed resolutions, the auditor's statement on whether the by the Annual General Meeting 2007 approved principles for salary and other remuneration for the President and other members of the Group Executive Committee have been followed and particulars regarding proposed Directors and the proposed Auditor are available on www.sebgroup.com and at the Bank's Head Office, Kungsträdgårdsgatan 8 in Stockholm.

The Annual Report will be available on www.sebgroup.com as from 10 March 2008.

Stockholm in March 2008
Skandinaviska Enskilda Banken AB (publ)
THE BOARD OF DIRECTORS

Non-Swedish-speaking shareholders

For the convenience of non-Swedish speaking shareholders the proceedings of the Annual General Meeting will be simultaneously interpreted to English. This service may be requested when attendance to the Annual General Meeting is notified.