

For immediate release
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Nordic CSD to join the Euroclear group - CSD consolidation accelerates

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Brussels, Helsinki and Stockholm, 2 June 2008 – Euroclear, NCSD (Nordic Central Securities Depository) and the four primary owners of NCSD – Nordea, SEB, Svenska Handelsbanken and Swedbank – holding more than 99% of NCSD’s shares, have signed a ‘Memorandum of Understanding’ whereby the shares in NCSD are to be acquired by Euroclear. As a result, the benefits of further post-trade infrastructure consolidation are to be shared among more users of central securities depositories (CSDs) in Europe.

NCSD, which comprises the Finnish and Swedish CSDs, Suomen Arvopaperikeskus Oy (APK) and VPC AB (VPC), respectively, is expected to merge with the Euroclear group in the fourth quarter 2008, subject to obtaining regulatory approvals and signing the final agreement. The Euroclear group CSDs, serving seven European markets, will represent approximately 65% of the Eurotop 300 equity markets. When including Euroclear Bank, the international CSD, the new Euroclear group will represent approximately 50% of all European domestic debt outstanding.

NCSD intends to transfer its Swedish and Finnish transaction-processing activities to Euroclear’s Single Platform immediately after completion of the new platform, planned for 2011. All Euroclear group clients will settle trades and process corporate actions and related transactions on a single, multi-currency, multi-jurisdictional platform. Euroclear Bank will also use the same Single Platform.

Clients of the combined NCSD/Euroclear organisation can expect to save more than EUR 350 million per year in back-office and operational costs. This is half of the estimated EUR 700-800 million in annual savings achievable through CSD platform consolidation and market-practice harmonisation across Europe.

Sir Nigel Wicks, Chairman of Euroclear SA/NV, said: “We look forward to working with the NCSD team to share together with the Finnish and Swedish markets the benefits of a common settlement-infrastructure model that is strongly supported by the user community and is already in delivery mode. Our shared goal is to reduce end-user costs for domestic and cross-border transactions based on harmonised market practices on a single processing platform. The agreement with NCSD demonstrates continued

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user- and market-led momentum for infrastructure reform that aims to achieve a more efficient, low-cost settlement environment in Europe.”

Commenting further, **Pierre Francotte**, Chief Executive Officer of Euroclear SA/NV, added: “This merger with NCS D adds breadth and depth to the Euroclear group. The Nordic markets are dynamic and vibrant markets; the Finnish and Swedish markets, in particular, are taking the opportunity to participate actively in shaping a pan-European platform to meet the capital market’s post-trade needs. This agreement also demonstrates the value for NCS D users in leveraging investments being made by Euroclear. We hope other markets will also use the Single Platform through mergers or otherwise, giving their clients a pan-European solution at particularly low cost.”

Tom Ruud, Chairman of NCS D, stated: “With NCS D becoming part of a group of like-minded CSDs that will provide a seamless post-trade environment between markets, we believe that the Nordic market will become even stronger. Issuers and investors within, and external to, our market will have access to deeper pools of liquidity and broadened counterparty reach with use of this new single settlement infrastructure covering more of Europe’s market capitalisation than any alternative.”

Kjell Arvidsson, Chief Executive Officer of NCS D, continued: “After extensive market consultation and work on platform consolidation for the Finnish and Swedish markets onto a single platform for settlement, corporate-action processing and safekeeping, we have reached the conclusion that Euroclear’s Single Platform is ideally suited to provide the features and functions that our clients require, without having to create a totally new platform ourselves. Moreover, Euroclear’s vision and approach to reducing costs for clients, as well as its user-governance and user-ownership structure, are consistent with those of NCS D. We look forward to contributing Nordic business to Euroclear’s Single Platform via the Nordic account structure, where end investors will retain their current account structure choices. Furthermore, the new relationship will make it possible to enhance services and functionalities for Nordic issuers.”

Via the Single Platform, **NCS D’s clients** will be able to settle cross-border transactions as if they were domestic transactions with counterparties in seven, rather than only two European markets, and at domestic-market settlement prices. APK and VPC will continue to serve as the central securities depositories for Finland and Sweden, respectively. Moreover, NCS D clients in Finland and Sweden will continue to have their assets protected under local laws, as today. It is not planned for NCS D’s tariff structure to be harmonised with other Euroclear group CSDs, but the goal is to continue to reduce them when the benefits of scaled economies allow.

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Notes to Editors

Based on year-end 2007 data, **the combined group** would settle the equivalent of more than EUR 575 trillion in securities transactions, representing 198 million domestic and cross-border transactions, and would hold more than EUR 20 trillion in assets for clients. NCS D and the Euroclear group are interoperable with multiple CSDs and clearing houses, and serve various multi-lateral trading facilities and stock exchanges including NASDAQ OMX, NYSE Euronext, the London Stock Exchange, SWX Europe, among others.

Once completed, **Euroclear's Single Platform** will be an integrated post-trade processing platform settling domestic and cross-border transactions involving securities issued in Belgium, France, Ireland, The Netherlands and the United Kingdom - and following the merger with NCS D, in Finland and Sweden - as well as the international securities markets served by Euroclear Bank. A new Common Communications Interface is being developed in parallel so that all clients of the Euroclear group will access the Single Platform using the same gateway via common communication standards (ISO 15022 and ISO 20022).

Euroclear has designed the Single Platform as a multi-jurisdictional and multi-currency solution that will allow clients to settle securities transactions in central bank or commercial bank money, as they choose. The Single Platform will meet client needs for all types of CSD and ICSD processing requirements including corporate-action processing, collateral management, and securities lending and borrowing transactions.

Euroclear's Single Settlement Engine, serving as the foundation for the Single Platform, was launched in January 2007. Plans to launch a single settlement solution for the three Euronext markets within the Euroclear group - Belgium, France and The Netherlands - is on track for completion before the end of 2008, with the first phase in France already successfully launched in November 2007. The final components of the Single Platform are scheduled for launch in all Euroclear markets in 2010/2011.

NCS D is responsible for providing long-term, secure and cost-effective services to issuers, intermediaries and investors, with regards to the issuance and administration of financial instruments, as well as clearing and settlement of trades on the Finnish and Swedish capital markets. The NCS D Group was formed when VPC AB acquired the Finnish equivalent, APK, in 2004.

NCS D is divided into several business areas: Issuer Services (legal register of shareholders, corporate actions, communication from issuers to owners, etc.); Clearing and Settlement Services (settlement of transactions, matching functions, collateral management, etc.); Account Operation Services (owner accounts, e.g. VP accounts, service accounts, nominee accounts, etc.) and Information Services (ownership, securities and corporate-action information services).

NCS D serves over 1,300 issuers, has 4.6 million CSD accounts and processes transactions in over 13,000 affiliated securities (ISINs). In 2007, it settled 42.9 million transactions at an equivalent value of EUR 15.5 trillion.

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The primary shareholders of NCSD are: Nordea, SEB, Svenska Handelsbanken and Swedbank, each holding a 24.82% stake. The remaining 0.72% of the shares is owned by seven local broker firms and banks.

For more information, please consult www.ncsd.eu

Euroclear is the world's largest provider of domestic and cross-border settlement and related services for bond, equity, derivatives and fund transactions. User owned and user governed, the Euroclear group comprises Euroclear Bank, based in Brussels, as well as Euroclear Belgium, Euroclear France, Euroclear Nederland and Euroclear UK & Ireland. Euroclear also owns EMXCo, the UK's leading provider of investment-fund order routing. The total value of securities transactions settled by the Euroclear group is in excess of EUR 560 trillion per annum, while assets held for clients are valued at more than EUR 19 trillion. Euroclear Bank is rated AA+ by Standard & Poor's and Fitch Ratings.

For more information, please consult www.euroclear.com