

## Press release

Stockholm, 21 March 2013

### SEB's Annual General Meeting 2013

**At the Annual General Meeting (AGM) in Skandinaviska Enskilda Banken AB (publ) this Thursday the Board members Johan H. Andresen, Signhild Arnegård Hansen, Annika Falkengren, Urban Jansson, Birgitta Kantola, Tomas Nicolin, Jesper Ovesen, Jacob Wallenberg and Marcus Wallenberg were re-elected. Samir Brikho, Winnie Fok and Sven Nyman were elected as new members of the Board. The AGM re-elected Marcus Wallenberg as Chairman of the Board.**

The AGM approved a dividend of SEK 2.75 per share (1.75) and Tuesday 26 March, 2013, as record date for the dividend.

The Director's fee was set at SEK 9,560,000 in accordance with the Nomination Committee's proposal. The fee will be distributed as follows: SEK 2,400,000 to the Chairman of the Board and SEK 5,160,000 to be distributed among other Directors elected by the AGM who are not employed by the Bank, with SEK 580,000 each to the Deputy Chairmen and SEK 500,000 each to other Board members, and a total fee of SEK 2,000,000 for committee work.

The committee work fee is split accordingly: Risk and Capital Committee, SEK 510,000 to the Chairman and SEK 325,000 to other member, Audit and Compliance Committee, SEK 387,500 to the Chairman and SEK 195,000 to other member and Remuneration and Human Resources Committee, SEK 387,500 to the Chairman and SEK 195,000 to other member. No fee for committee work is distributed to the Chairman of the Board or employees of the Bank.

The AGM approved the Board of Director's proposal concerning guidelines for salary and other remuneration to the Group Executive Committee. The guidelines comply with the Swedish Financial Supervisory Authority regulations as well as the Swedish Corporate Governance Code and are in line with international regulations.

The AGM approved the Board of Director's proposal concerning three long-term equity programmes for 2013; SEB All Employee Programme 2013, SEB Share Matching Programme 2013 and SEB Share Deferral Programme 2013.

The AGM approved the Board of Director's proposal concerning the acquisition and sale of the Bank's own shares, for the securities business, for long-term equity programmes and for capital purposes.

The AGM approved the Nomination Committee's proposal to re-elect PricewaterhouseCoopers AB as auditor. Main responsible within PwC will be authorized public accountant Peter Nyllinge.

The decisions, as well as the speeches given at the AGM, can be read in full at <http://www.sebgroup.com>.

At the statutory Board meeting following the AGM, Jacob Wallenberg and Urban Jansson were appointed Deputy Chairmen of the Board.

Also, in accordance with the decision by the Annual General Meeting to authorise the Board to decide on the acquisition and sale of own shares for SEB's long-term equity-based programmes, the Board decided that a maximum of 63,500,000 shares of Class A may be acquired and sold. The transactions may take place at one or several occasions during the period until the Annual General Meeting in 2014.

The acquisitions are intended to enable the Bank to transfer the acquired shares to participants in outstanding long-term equity-based programmes. When one or more participants in the programmes call for exercise the Bank will within the context of the Board's decision acquire shares to the extent necessary and immediately transfer them to the participant or participants.

The repurchases shall exclusively take place on Nasdaq OMX Stockholm at a price within the price interval at any time recorded and the transactions will be reported via Nasdaq OMX Stockholm AB in accordance with prevailing rules. Furthermore, SEB's web site ([www.sebgroup.com/ir](http://www.sebgroup.com/ir)) will be updated continuously.

**For further information, please contact**

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SEB is a leading Nordic financial services group. As a relationship bank, SEB in Sweden and the Baltic countries offers financial advice and a wide range of financial services. In Denmark, Finland, Norway and Germany the bank's operations have a strong focus on corporate and investment banking based on a full-service offering to corporate and institutional clients. The international nature of SEB's business is reflected in its presence in some 20 countries worldwide. On December 31, 2012, the Group's total assets amounted to SEK 2,453 billion while its assets under management totalled SEK 1,328 billion. The Group has about 16,500 employees. Read more about SEB at [www.sebgroup.com](http://www.sebgroup.com).