

## Press release

Stockholm 22 February 2016

# Welcome to Annual General Meeting in Skandinaviska Enskilda Banken AB on 22 March 2016

Annual General Meeting in Skandinaviska Enskilda Banken will be held on Tuesday, 22 March 2016 at 13.00h. (CET) at Stockholm Concert Hall, Hötorget, Stockholm.

Before the Meeting a light meal and refreshments will be served. Members of the Group Executive Committee will be available to answer questions from the shareholders.

The notice will be published in Post- och Inrikes Tidningar as well as on the Bank's web site, [www.sebgroup.com](http://www.sebgroup.com), on Tuesday 23 February 2016. Announcement on the notice will be published in the Swedish newspapers Dagens Nyheter and Svenska Dagbladet on 23 February 2016.

The Nomination Committee's and the Board of Directors' complete proposed resolutions are available on [www.sebgroup.com](http://www.sebgroup.com) and at the Bank's Head Office, Kungsträdgårdsgatan 8 in Stockholm on 23 February 2016.

Enclosure:

Notice to the Annual General Meeting in Skandinaviska Enskilda Banken AB (publ) 2016

**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 31 December 2015, the Group's total assets amounted to SEK 2,496 bn while its assets under management totalled SEK 1,700 bn. The Group has around 15,500 employees. Read more about SEB at [www.sebgroup.com](http://www.sebgroup.com)

**Welcome to  
the 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, 22 March 2016 at 13.00h (CET) at  
Stockholm Concert Hall, Hötorget, Stockholm

Registration from 11.30

Before the meeting a light meal and refreshments will be served. Members of the Group Executive Committee will be available to answer questions from the shareholders.

**Notifications, etc.**

Shareholders who wish to attend the Annual General Meeting shall

**both** be registered in the shareholders' register kept by Euroclear Sweden AB on Wednesday, 16 March 2016,

**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, 16 March 2016.

Notification shall be made **by telephone** at number 0771 23 18 18 (+46 771 23 18 18 from abroad) between 09.00h and 16.30h (CET), or via the **Internet** on [www.sebgroup.com](http://www.sebgroup.com) or **in writing** under address Skandinaviska Enskilda Banken AB, AGM, Box 7832, SE-103 98 Stockholm.

The materials from the meeting, among others presentations and the President's speech, will be available on [www.sebgroup.com](http://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 depository must request to be temporarily registered in the shareholders' register of Euroclear in order to have the right to attend the Annual General Meeting. Such temporary registration must have been made in the Euroclear register on Wednesday, 16 March 2016 at the latest. The shareholder must therefore contact the custodian well in advance of this day and request such temporary registration. Please note that this requirement also applies to shareholders using SEB as depository.

**Entrance cards**

Entrance cards, to be presented at the entrance to the meeting, will be sent out from Thursday, 17 March 2016 to those shareholders who have notified their attendance. In case the entrance card should not have been received in time for the AGM, an entrance card can be obtained from the Information desk at the entrance to the meeting.

**Powers of attorney**

A shareholder may attend the Annual General Meeting by proxy with a dated power of attorney in writing, signed by the shareholder. To facilitate admission to the Annual General Meeting, powers of attorney and other authorising documents should be received by the Bank on Wednesday, 16 March 2016, at the latest. A form power of attorney is available on [www.sebgroup.com](http://www.sebgroup.com) and at the Bank's Head Office, Kungsträdgårdsgatan 8 in Stockholm.

**Agenda**

1. Opening of the Annual General 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
11. Discharge from liability of the Members of the Board of Directors and the President
12. The Board of Director's proposal on amendment to the Articles of Association
13. Determination of the number of Directors and Auditors to be elected by the meeting
14. Approval of remuneration to the Directors and the Auditor elected by the meeting
15. Election of Directors as well as Chairman of the Board of Directors
  - a) The Nomination Committee proposes re-election of:
    1. Johan H. Andresen
    2. Signhild Arnegård Hansen

3. Samir Brikho
4. Annika Falkengren
5. Winnie Fok
6. Urban Jansson
7. Birgitta Kantola
8. Tomas Nicolin
9. Sven Nyman
10. Jesper Ovesen
11. Marcus Wallenberg

and new election of:

12. Helena Saxon
13. Sara Öhrvall

b) Nomination Committee proposal for Chairman of the Board, Marcus Wallenberg

16. Election of Auditor
17. The Board of Director's proposal on guidelines for salary and other remuneration for the President and members of the Group Executive Committee
18. The Board of Director's proposal on Long-term Equity Programmes for 2016:
  - a) SEB All Employee Programme (AEP) 2016 for all employees in most of the countries where SEB operates
  - b) SEB Share Deferral Programme (SDP) 2016 for the Group Executive Committee, certain other senior managers and a number of other key employees
19. The Board of Director's proposal on the acquisition and sale of the Bank's own shares:
  - a) acquisition of the Bank's own shares in its securities business
  - b) acquisition and sale of the Bank's own shares for capital purposes and for long-term equity programmes
  - c) transfer of the Bank's own shares to participants in the 2016 long-term equity programmes
20. The Board of Director's proposal for decision on authorisation to the Board of Directors to issue convertibles
21. The Board of Director's proposal on the appointment of auditors of foundations that have delegated their business to the Bank
22. Proposal from the shareholder Thorwald Arvidsson that the Annual General Meeting resolves:
  - a) to adopt a vision on absolute equality on all levels within the Company between men and women,

- b) to delegate to the Board of Directors of the Company to set up a working group with the task of implementing also this vision in the long term as well as closely monitor the development on both the equality and the ethnicity area,
- c) to annually submit a report in writing to the Annual General Meeting, as a suggestion by including the report in the printed version of the Annual Report,
- d) to delegate to the Board of Directors to take necessary actions to create a shareholder's association in the Company,
- e) that a Director may not invoice Director's remuneration through a juridical person, Swedish or foreign,
- f) that the Nomination Committee when performing its assignment shall pay specific attention to questions related to ethics, gender and ethnicity,
- g) to delegate to the Board of Directors to submit a proposal for representation in the Board as well as in the Nomination Committee for the small and medium sized shareholders to the Annual General Meeting 2017 (or an extra shareholders' meeting held before that) for decision,
- h) in relation to item e) above, delegate to the Board of Directors to turn to appropriate authority – in the first place the Swedish Government or the tax authorities – to bring about a changed regulation in this area,
- i) to delegate to the Board of Directors to perform a thorough investigation of the consequences of an abolishment of the differentiated voting powers in SEB, resulting in a proposal for actions to be submitted to the Annual General Meeting 2017 (or an extra shareholders' meeting held before that) for decision,
- j) to delegate to the Board of Directors to turn to the Swedish Government, and draw the Government's attention to the desirability of changing the law in this area and abolish the possibility to have differentiated voting powers in Swedish limited liability companies, and
- k) delegate to the Board of Directors to turn to the Swedish Government and point out the need of a comprehensive, national regulation in the area mentioned in item 23 below, that is introduction of a so called quarantine for politicians.

23. Proposal from the shareholder Thorwald Arvidsson to amend the Articles of Association

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, Staffan Grefbäck (Alecta), Lars Heikensten (Trygg-Stiftelsen), Peder Hasslev (AMF Försäkring och Fonder) and Marcus Wallenberg (Chairman of the Board of Directors, SEB).

Urban Jansson (one of the Deputy Chairmen, SEB) has been additional member to the Nomination Committee.

**Proposed resolutions etc.****2. Election of Chairman of the meeting**

The Nomination Committee proposes Sven Unger, member of the Swedish Bar Association, as Chairman of the meeting.

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

The Board of Directors proposes a dividend of SEK 5.25 per share and Thursday, 24 March 2016 as record date for the dividend. If the meeting decides according to the proposal the dividend is expected to be distributed by Euroclear on Thursday, 31 March 2016.

**12. The Board of Director's proposal on amendment to the Articles of Association**

The Board of Directors proposes that Section 6 in the Articles of Association is amended so that the Board of Directors, in addition to those Directors who by law are to be appointed by a body other than the General Meeting of Shareholders, shall consist of not less than six and not more than thirteen Directors without Deputy Directors.

**13. Determination of the number of Directors and Auditors to be elected by the meeting**

The Nomination Committee proposes 13 Directors and one Auditor.

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

The Nomination Committee proposes a Directors' fee of SEK 13,710,000 to be distributed as follows:

SEK 2,800,000 to the Chairman of the Board,

SEK 7,660,000 to the other Directors elected by the Annual General Meeting who are not employed in the Bank to be distributed with SEK 860,000 to each of the Vice Chairmen and SEK 660,000 to each of the other Directors, and

SEK 3,250,000 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 200,000 and

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

Auditor's fee payable according to approved invoice.

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

a) The Nomination Committee proposes re-election of the following Directors:

1. Johan H. Andresen
2. Signhild Arnegård Hansen
3. Samir Brikho
4. Annika Falkengren

5. Winnie Fok
6. Urban Jansson
7. Birgitta Kantola
8. Tomas Nicolin
9. Sven Nyman
10. Jesper Ovesen
11. Marcus Wallenberg

and new election of:

12. Helena Saxon
13. Sara Öhrvall

all for the period up to and including the Annual General Meeting 2017.

b) The Nomination Committee proposes Marcus Wallenberg as Chairman of the Board.

Helena Saxon was born 1970 and has a Bachelor of Science (B.Sc.) in Business and Economics from the Stockholm School of Economics, Sweden (SSE). She has further completed a Leadership Program at IMD, Lausanne, Switzerland and a Corporate Governance Program at INSEAD, Fontainebleau, France. Helena Saxon has many years of experience from working with financial issues and in companies with financial business. She has completed the two-year Financial Analyst Program at Goldman Sachs and was thereafter for a long period an investment analyst at Investor based in London and Stockholm. Helena Saxon has been the CFO of Synchron International, a Swedish logistics software company, and the CFO of the communication advisor Hallvarsson & Halvarsson. In 2010 she joined Investor as an Investment Manager and since March 2015 Helena Saxon is the CFO of Investor and member of the management team. She has previous experience from board work, including audit committee work, as a Director in among others Gambro, Mölnlycke Healthcare and Aleris. Helena Saxon is now a Director of Swedish Orphan Biovitrum and, in connection with the CFO role at Investor, a Director of certain administrative companies within the Investor Group. Helena Saxon has no shareholding in SEB.

Sara Öhrvall was born 1971 and has a broad academic and professional background. She has a Master of Science (MSc.) in International Economics from the University of Umeå, Sweden, and has completed the Executive Management Program at Duke University. She has further studied Architecture and Interior Design at the Parson School of Design and Philosophy at the New York University. Sara Öhrvall has many years of experience from working with strategic marketing and product development and was a product development manager at Volvo Cars with responsibility for niche cars. She has also been engaged in entrepreneurship within management consulting, particularly in the field of product and service development. Sara Öhrvall was for six years head of the Bonnier AB research and development unit and a member of the group management of Bonnier AB with strategic responsibility for the transformation towards digital products and markets. She is the founder of MindMill Network, a consultancy network active in Innovation and Business Development with a focus on digitalization. Sara Öhrvall has a broad experience from board work and is a Director of Investor, Bonnier News and Bonnier Books, Bisnode and NetOnNet Group. Sara Öhrvall will leave the assignment in NetOnNet Group at the AGM in the company in April 2016. She is also a Director of Vinnova and the University of Umeå and was, among others, previously a

member of the Investment Advisory Board for the Business Lab at the Stockholm School of Economics, Sweden (SSE). Sara Öhrvall has no shareholding in SEB.

#### **16. Election of Auditor**

The Nomination Committee proposes re-election of the registered public accounting firm PricewaterhouseCoopers AB for the period up to and including the Annual General Meeting 2017. Should PwC be elected, Authorised Public Accountant Peter Nyllinge will be main responsible.

#### **17. The Board of Directors' proposal on guidelines for salary and other remuneration for the President and members of the Group Executive Committee**

The proposed guidelines correspond in all material respects to the guidelines for remuneration approved by the AGM 2015. The remuneration structure is proposed to be based upon three main components; base pay, equity-based remuneration and pension and other benefits. The total remuneration shall reflect the complexity, responsibility and leadership skills required as well as the performance of the individual Executive.

#### **18. The Board of Directors' proposal on Long-term Equity Programmes for 2016**

SEB aims to attract and retain committed and competent employees who contribute to the Bank's long-term success. Employee remuneration should encourage high performance, sound and responsible behaviour and risk-taking that is aligned with SEB's values and the level of risk tolerance set by the Board of Directors. It should promote the employees' long-term commitment to creating sustainable value for customers and shareholders. The total remuneration reflects the complexity, responsibility and leadership skills required in each position as well as the performance of the individual employee. Performance is evaluated on the basis of financial and non-financial goals, with SEB's values as a starting point.

Equity-based remuneration is a means to attract and retain staff with key competences in SEB. It is also an incentive for the employees to become shareholders of SEB, which builds and strengthens long-term commitment in the interests of the shareholders.

The Board of Directors proposes that the Annual General Meeting, as for 2015, resolves on two long-term equity programmes for 2016 with the same structure as previous year; an SEB All Employee Programme (AEP) 2016 for all employees in most of the countries where SEB operates and an SEB Share Deferral Programme (SDP) 2016 for the Group Executive Committee, certain other senior managers and a number of other key employees.

The proposed programmes allow for risk adjustment for current as well as future risks. The final outcome may therefore be cancelled partly or entirely in accordance with regulations, among other things taking the Bank's result and capital and liquidity required in the business into account.

a) SEB All Employee Programme 2016

SEB All Employee Programme 2016 is a programme for all employees in most of the countries where SEB operates. 50 per cent of the outcome is paid in cash and 50 per cent is deferred for three years and paid in SEB A-shares in Sweden and in cash adjusted for the SEB A-share's Total Shareholder Return (TSR) outside of Sweden. The shares/cash deferral will normally be lost if the employee leaves SEB before the end of the three year period. The individual maximum allotment is proposed to be capped, in Sweden at SEK 75,000 (SEK 55,000 for the 2015 programme), and the outcome is based on the fulfilment of pre-determined Group targets, the financial targets (i) return on equity and (ii) cost development and the non-financial target (iii) customer satisfaction. Outcome is subject to a proposal at the Annual General Meeting 2017 on dividend distribution to the shareholders for 2016.

b) SEB Share Deferral Programme 2016

The GEC and certain other senior managers and a number of other key employees, approximately 2000 participants in total, are granted an individual number of conditional share rights based on the fulfilment of pre-determined Group, business unit and individual targets outlined in SEB's business plan. The targets are set on an annual basis as a mix of the financial target Return on Equity/Return on Business Equity, cost development as well as on e.g. customer satisfaction and parameters such as compliance, employee commitment, SEB's corporate sustainability and risk. For GEC the initial allotment may not exceed 100 per cent of the base pay.

For GEC and other senior managers ownership of 50 per cent of the share rights are transferred to the participant after a qualification period of three years, 50 per cent after a qualification period of five years. For other participants ownership of the share rights are transferred after three years. After each respective qualification period there is an additional holding period of one year after which the share rights can be exercised during a period of three years. Each share right carries the right to receive one Class A-share in the Bank. For participants outside of Sweden the outcome is deferred as above referred and paid in cash adjusted for the SEB A-share's total shareholder return.

There is a requirement for vesting that the participant remains with SEB during the first three years. A further requirement is that the participant holds shares in SEB equal to a pre-determined amount, for GEC equivalent to one year salary net of taxes, acquired no later than during the initial three year vesting period.

The maximum number of shares that can be transferred under the programmes is 14.1 million. The calculated expected outcome is approximately 9.5 million shares. The maximum number of shares under the programmes equals approximately 0.64 per cent including and 0.38 per cent excluding the SEB All Employee Programme (expected outcome equals approximately 0.44 per cent including and 0.32 per cent excluding the SEB All Employee Programme) of the total number of shares in the Bank.

The *maximum* annual charge for the deferred part, i.e. shares and cash adjusted for TSR, of the AEP that may affect the profit and loss account is SEK 155m, out of which SEK 34m is

related to social charges. The annual charge to the profit and loss account for the *expected* calculated outcome under the programme is estimated to SEK 66m, out of which SEK 14m is related to social charges. The expected aggregated charges during the total programme period in the profit and loss account are SEK 264m.

The *maximum* annual charge for the SDP that may affect the profit and loss account is SEK 230m, out of which SEK 53m is related to social charges. The annual charge to the profit and loss account for the *expected* calculated outcome under the programme is estimated to SEK 195m, out of which SEK 45m is related to social charges. The expected aggregated charge during the total programme period in the profit and loss account is SEK 785m.

The maximum calculated annual charge is based on the assumptions that the price of the SEB Class A-share is SEK 85 and that no participant is leaving SEB during the employment requirement period.

Furthermore, it should be noted that should the SEB share price increase from the assumed SEK 85 the increase in maximum calculated annual charge will be approximately SEK 3m for every SEK in increase. The part of the programmes that will be settled in cash will create a higher volatility in the Income statement since the change in the share price is reported when it occurs.

The expected annual charge in the profit and loss account for the two programmes is equivalent to approximately 1.8 per cent of the total annual staff costs in the SEB Group.

## **19. The Board of Directors' proposals on the acquisition and sale of the Bank's own shares**

The Board of Directors proposes that the Annual General Meeting decides mainly as follows:

### 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 of Directors therefore proposes that the Annual General 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 2017 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 1.2 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 for capital purposes and for long-term equity programmes

The Board of Directors proposes that the Annual General Meeting resolves to authorise the Board of Directors to decide on the acquisition and sale of the Bank's own Class A-shares and/or Class C-shares for capital purposes and for the year 2016 and previous years' long-term equity programmes mainly as follows.

Acquisition of shares shall exclusively take place on NASDAQ Stockholm at a price within the price interval at any time recorded, and this shall refer to the interval between the highest buying price and the lowest selling price. Sale of shares may be made on NASDAQ Stockholm or outside NASDAQ Stockholm, 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 2017 Annual General Meeting. The Bank may purchase at the most so many shares that the Bank's holding of own shares, including the Bank's own shares in the securities business, not exceeds 10 per cent of the total number of shares in the Bank.

c) Transfer of the Bank's own shares to participants in the 2016 long-term equity programmes

The Board of Directors proposes that the Annual General Meeting resolves that a maximum number of the acquired Class A-shares in the Bank, corresponding to the number of shares to be delivered under the 2016 long-term equity programmes may be sold/transferred to the participants under the programmes who are entitled to acquire/receive shares. Each and every participant has the right to acquire/receive 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.

**20. The Board of Directors' proposal for decision on authorisation to the Board of Directors to issue convertibles**

The Board of Directors proposes that the AGM authorises the Board of Directors to resolve on the issuance of convertibles as set out below:

1. The authorisation may be utilised on one or several occasions prior to the AGM in 2017.
2. The issuance of the convertibles shall be made with deviation from the shareholders' pre-emption rights; see also 5 below.
3. The convertibles shall mandatorily convert into Class A shares under the conditions stated in the terms and conditions of the convertibles, but not be convertible at the option of the holders.
4. Loan amounts and conditions for conversion shall be set so that the total number of shares which may be issued upon conversion of convertibles, by virtue of this authorisation, may not exceed ten (10) per cent of the total number of shares in the bank at the time of issuance of the convertibles.
5. The Board of Directors shall resolve on all other terms and conditions for issuance according to this authorisation. The terms and conditions of the convertibles will include a provision according to which the shares issued upon conversion shall be offered for sale with preferential rights for the shareholders to buy such shares at a price corresponding to the conversion price.

The President shall be authorised to make such minor adjustments to this decision that may be necessary in connection with the registration.

The purpose of the authorisation is to create flexibility for the Board, if and when deemed necessary, to resolve on the issuance of subordinated convertible loans that qualifies as Additional Tier 1 capital, and thereby adapt the Bank's capital structure to new regulatory capital requirements with respect to the capital base. The convertible loans would be mandatorily converted to shares under certain pre-determined conditions in a potential future financially distressed situation for the Bank.

Under the new regulatory capital framework that came into force 1 January 2014, banks have been subject to higher capital requirements overall. In addition to share capital, certain types of subordinated debt instrument may be included in the capital base. Such instruments need to be able to absorb losses in a going-concern situation. Under the new framework a subordinated loan must, in order to be eligible for inclusion as Additional Tier 1 capital in the capital base, contain conditions to the effect either that the loan shall be converted into shares or written down if a predetermined trigger event occur, for example that the Bank's Common Equity Tier 1 ratio falls below a certain level. For reasons relating to P&L volatility, tax and general costs, the most efficient alternative for loss absorption is to issue an Additional Tier 1 instrument that converts into shares. An issue of such a convertible loan can only be made in accordance with the rules of the Swedish Companies Act on issuance of convertibles. Under the new and prevailing regulatory regime, flexible capital management and optimisation is helped if the tool box include the possibility to issue convertible subordinated debt and i.e. if the Board of Directors has been given a mandate to decide on issuance of Additional Tier 1 instruments with conversion into shares.

Additional Tier 1 instruments with a mandatory conversion are likely to meet investor interest mainly from international institutional investors. It is therefore proposed that the Board of Directors should be allowed to deviate from the shareholders' preferential right in conjunction with such an issue.

### **23. Shareholder proposal to amend the Articles of Association**

The shareholder Thorwald Arvidsson proposes that in Article 6 of the Articles of Association two additional sections are added as follows:

"A former member of the cabinet may not be appointed as Director until two years have passed from the date when such person has left the appointment as member of the cabinet.

Other politicians, paid full-time by the public, may not be appointed as Directors until one year has passed from the date when such persons have left their appointments, unless there are particular reasons."

### **Majority rules**

There are requirements for resolutions to be passed in accordance with the Board of Directors' proposals under items 12, 19 a) and b) and 20) 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 of Directors' proposal under item 19 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.

There are requirements for resolutions to be passed in accordance with the shareholder proposals under item 22 that the resolutions of the meeting are supported by shareholders representing more than half of the votes cast. There is a requirement for a resolution to be passed in accordance with the shareholder proposal under item 23 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.**

- The Nomination Committee's complete proposed resolutions and motives for the proposal on Board members,
- the Board of Directors' complete proposed resolutions,
- the Board of Directors' report on the monitoring and evaluation of equity-based remuneration and the application of the by the Annual General Meeting 2015 approved guidelines for salary and other remuneration for the President and members of the Group Executive Committee and the auditor's statement on such application,
- particulars regarding proposed Directors and the Auditor, and
- proposals from shareholder (in original language)

are available on [www.sebgroup.com](http://www.sebgroup.com) and at the Bank's Head Office, Kungsträdgårdsgatan 8 in Stockholm.

The Annual Report and the Auditors' Report are available on [www.sebgroup.com](http://www.sebgroup.com) as of 1 March 2016.

**Shares and votes**

The Bank's share capital is SEK 21,942 million and the total number of shares and votes in the Bank is 2,194,171,802 shares and 2,172,434,544.8 votes of which 2,170,019,294 shares are Class A-shares corresponding to 2,170,019,294 votes (1 vote per A-share) and 24,152,508 shares are Class C-shares corresponding to 2,415,250.8 votes (1/10 vote per C-share).

The Bank's holding of own shares, as per 19 February 2016 is 3,334,089 Class A-shares.

**Other information**

The Board of Directors and the President shall, if a shareholder so requires and it according to the opinion of the Board may take place without significant harm to the Bank, at the AGM provide information on:

- circumstances which may affect the assessment of a matter on the agenda for the AGM, and
- circumstances which may affect the assessment of the Bank's financial position.

The duty to provide information also applies to the Bank's relationship to other Group companies as well as the Group accounts and subsidiaries' circumstances.

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

Stockholm in February 2016

**Skandinaviska Enskilda Banken AB (publ)**  
(502032-9081)

THE BOARD OF DIRECTORS