

# 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, 26 March 2019 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, 20 March 2019,

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, 20 March 2019.

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 <u>www.sebgroup.com</u>, or **in writing** under address Skandinaviska Enskilda Banken AB (publ), c/o Euroclear Sweden, Box 191, 101 23 Stockholm.

The materials from the meeting, among others presentations and the President's speech, will be available on <a href="https://www.sebgroup.com">www.sebgroup.com</a> 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 on Wednesday, 20 March 2019 in the shareholders' register of Euroclear in order to have the right to attend the Annual General Meeting. 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 depositary.

#### **Entrance cards**

Entrance cards, to be presented at the entrance to the meeting, will be sent out from Thursday, 21 March 2019 to those shareholders who have notified their attendance. In case the entrance card should not have been received in time for the Annual General Meeting, 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 Thursday, 21 March 2019, at the latest. A form power of attorney is available on www.sebgroup.com and at the Bank's Head Office, Kungsträdgårdsgatan 8 in Stockholm.

### Agenda

- Opening of the Annual General Meeting
- 2. Election of Chairman of the meeting
- 3. Preparation and approval of the voting list
- 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
- Allocation of the Bank's profit as shown in the Balance Sheet adopted by the meeting
- 11. Discharge from liability of the Directors of the Board of Directors and the President
- 12. Determination of the number of Directors and Auditors to be elected by the meeting
- Determination of remuneration to the Directors and the Auditor elected by the meeting
- 14. 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. Winnie Fok
- 5. Sven Nyman
- 6. Jesper Ovesen
- 7. Helena Saxon
- 8. Johan Torgeby
- 9. Marcus Wallenberg and new election of
- 10. Anne Berner
- 11. Lars Ottersgård
- b) The Nomination Committee proposes re-election of Marcus Wallenberg as Chairman of the Board
- 15. Election of Auditor
- 16. The Board of Director's proposal on guidelines for salary and other remuneration for the President and members of the Group Executive Committee
- 17. The Board of Director's proposal on Long-term Equity Programmes for 2019:
  - a) SEB All Employee Programme 2019 (AEP) for all employees in most of the countries where SEB operates
  - b) SEB Share Deferral Programme 2019 (SDP) for the Group Executive Committee, certain other senior managers and key employees
  - c) SEB Restricted Share Programme 2019 (RSP) for other than senior managers in certain business units
- 18. 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 longterm equity programmes
  - c) transfer of the Bank's own shares to participants in the 2019 long-term equity programmes
- The Board of Director's proposal for decision on authorisation to the Board of Directors to issue convertibles
- 20. The Board of Director's proposal on the appointment of auditors of foundations that have delegated their business to the Bank
- 21. Closing of the Annual General Meeting



#### **Nomination Committee**

The Nomination Committee has been composed of Petra Hedengran (Investor), Chairman of the Nomination Committee, Magnus Billing (Alecta), Lars Heikensten (Trygg-Stiftelsen), Javiera Ragnartz up to 4 February 2019 and thereafter Anders Oscarsson (AMF) and Marcus Wallenberg (Chairman of the Board of Directors, SEB).

Tomas Nicolin (Director of the Board, 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 an ordinary dividend of SEK 6 per share and an extraordinary dividend of SEK 0.50 per share and Thursday, 28 March 2019 as record date for the dividend. If the meeting decides according to the proposal the dividend is expected to be distributed by Euroclear on Tuesday, 2 April 2019.

## 12. Determination of the number of Directors and Auditors to be elected by the meeting

The Nomination Committee proposes 11 Directors and one Auditor.

## 13. Approval of the remuneration to the Directors elected by the meeting and the Auditor

The Nomination Committee proposes a Directors' fee of SEK 10,240,000 to be distributed with

SEK 3,100,000 to the Chairman of the Board,

SEK 7,140,000 to be distributed to the other Directors elected by the Annual General Meeting who are not employed in the Bank with SEK 980,000 to each of the Vice Chairmen and with SEK 740,000 to each of the other Directors, and in addition hereto up to SEK 3,722,500 for Committee work to be distributed as follows:

Risk & Capital Committee; Chairman SEK 600,000 other member SEK 375,000 Audit & Compliance Committee; Chairman SEK 425,000 other member SEK 265,000 and Remuneration & Human Resources Committee; Chairman SEK 387,500 other member SEK 195,000.

Auditor's fee payable according to approved invoice.



#### 14. 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. Winnie Fok
- 5. Sven Nyman
- 6. Jesper Ovesen
- 7. Helena Saxon
- 8. Johan Torgeby
- 9. Marcus Wallenberg and new election of
- 10. Anne Berner
- 11. Lars Ottersgård

all for the period up to and including the Annual General Meeting 2020.

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

#### 15. Election of Auditor

The Nomination Committee proposes election of the registered public accounting firm Ernst & Young AB for the period up to and including the Annual General Meeting 2020. Should Ernst & Young AB be elected, Authorised Public Accountant Hamish Mabon will be main responsible.

## 16. 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 Annual General Meeting 2018. The guidelines comply with the Swedish Financial Supervisory Authority (FSA) regulations on remuneration in financial companies as well as with the Swedish Corporate Governance Code and Swedish and international regulations and guidelines in relevant parts.

According to the regulations, the Bank shall identify employees whose professional activities have a material impact on the SEB Group's risk profile. The members of the Group Executive Committee are included in this category.

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 create sustainable value for customers and shareholders. Performance is evaluated on the basis of financial and non-financial goals, with SEB's values as a starting point.

Remuneration shall be competitive in the markets and segments where SEB operates in order to reward high performing employees. SEB's competitors consist of both local and regional financial institutions as well as global firms in the markets on which SEB operates.

The remuneration structure for the Group Executive Committee is based on three main components; **base pay**, **equity-based remuneration** and **pension and other benefits**. The total remuneration reflects the complexity, responsibility and leadership skills required as well as the performance of the individual Executive. The remuneration structure does not include cash-based variable remuneration.

The **base pay** forms the foundation of the market oriented total remuneration required to attract senior executives. The individual base pay shall be linked to the requirements on the position as well as the sustainable performance of the Executive holding the position.

**Equity-based remuneration** is a means to attract and retain senior executives 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 allotment of equity-based remuneration is based on SEB's risk adjusted result and the Board of Directors' assessment of performance in terms of Return on Equity (ROE)/Return on Business Equity (ROBE), cost targets and customer satisfaction and parameters such as compliance, employee commitment, SEB's corporate sustainability and risk management as outlined in SEB's business plan. The initial allotment may not exceed 100 per cent of the base pay.

The final outcome is subject to risk adjustment. Information on the structure and cost of the proposed long-term equity programmes for 2019 is found in the Board proposal for the programmes (item 17 on the agenda).

The **pension** plans for the members of the Group Executive Committee are defined contribution plans, with the exception of a defined benefit component according to the collective agreement covering all employees. The pension plan shall be in line with the Remuneration Policy for the SEB Group.

Termination of employment by the Bank entitles to, in addition to a maximum of twelve months notice period, a severance payment of up to twelve months base pay. SEB has the right to deduct any income from other employments from the severance pay.



Other benefits such as a company car and domestic services may be offered and shall be on market terms.

The Board shall have the possibility to deviate from the approved guidelines if special reasons exist in an individual case.

#### 17. The Board of Directors' proposal on Long-term Equity Programmes for 2019

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 (Board). It should promote the employees' long-term commitment to create 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. Furthermore, regulatory requirements for financial institutions demand that variable remuneration to a large extent is paid out in equity or equity-related instruments.

It is proposed that the Annual General Meeting resolves on the following three long-term equity programmes for 2019:

- a) SEB All Employee Programme 2019 (AEP) for all employees in most of the countries where SEB operates,
- b) SEB Share Deferral Programme 2019 (SDP) for the Group Executive Committee (GEC), certain other senior managers and key employees, and
- c) SEB Restricted Share Programme 2019 (RSP) for some employees in certain business units.

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 2019 (AEP)

SEB All Employee Programme 2019 (AEP) 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 SEB A-shares or cash adjusted for the SEB A-share's Total Shareholder Return (TSR) outside of Sweden. The AEP requires, with certain exemptions such as retirement, disability and orderly transition, the employee to be employed during three years from allotment



to be eligible for payment. The individual maximum allotment is capped in Sweden at SEK 75,000 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 2020 on dividend distribution to the shareholders for 2019. Should the total outcome under the AEP be below approximately 20 per cent of the maximum outcome, the total outcome may be paid in cash without deferral.

### b) <u>SEB Share Deferral Programme 2019 (SDP)</u>

SEB Share Deferral Programme 2019 (SDP) is a programme for GEC and certain other senior managers and key employees, approximately 1,000 participants in total. The participants 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 management. 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 is 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 100 per cent of the share rights is 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. In order to facilitate share ownership and strengthening the shareholder alignment, in addition to the above mentioned exercise period, the exercise period for GEC members is extended during the period that they are members of GEC. Each share right carries the right to receive one Class A-share in the Bank.

For participants in countries mainly outside of SEB's European locations, the outcome may be deferred and paid in cash adjusted for the SEB A-shares' Total Shareholder Return, excluding the dividend distribution. 50 per cent of the final outcome is paid out after four years and 50 per cent after six years for senior managers. For other participants in these countries the deferred amount is paid out after four years.

The SDP requires, with certain exemptions such as retirement, disability and orderly transition, the employee to be employed during three years from allotment to be eligible for payment. A further requirement for GEC and other senior managers is that they hold 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. If these requirements are not fulfilled, the share rights may be forfeited.



### c) SEB Restricted Share Programme 2019 (RSP)

SEB Restricted Share Programme 2019 (RSP) is a programme for selected employees on the level below senior executives within certain business units of SEB, approximately 1,000 participants in total. The participants are granted an individual number of share rights based on the fulfilment of pre-determined Group, business unit and individual targets as outlined in SEB's business plan. The targets are set on an annual basis as a mix of financial targets and non-financial targets.

The ownership of the share rights are transferred to the participants during a three year period in either four (starting 2019) or three (starting 2020) annual instalments. The share right are subject to restrictions in terms of e.g. certain regulatory forfeiture and employment requirements during the period between the initial allotment and the transfer of the ownership.

After the transfer of the ownership there is an additional holding period of one year after which the share rights can be converted to shares and transferred to the participant. Each share right carries the right to receive one Class A-share in the Bank.

For participants in countries mainly outside SEB's European locations the outcome may be deferred and paid in cash adjusted for the SEB A-shares' Total Shareholder Return, excluding the dividend distribution. The deferred amount is paid out after each respective holding period.

The maximum number of shares that can be transferred under the programmes is 13.4 million. The calculated expected outcome is approximately 8.8 million shares. The maximum number of shares under the programmes equals approximately 0.61 per cent including and 0.33 per cent excluding the SEB All Employee Programme (expected outcome equals approximately 0.40 per cent including and 0.30 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 150m, out of which SEK 32m 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 63m, 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 250m.

The *maximum* annual charge for the SDP that may affect the profit and loss account is SEK 105m, out of which SEK 25m 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 90m, out of which SEK 20m is related to social charges. The expected aggregated charge during the total programme period in the profit and loss account is SEK 360m.



Based on the structure of the RSP, where part of the ownership is transferred immediately and part is distributed pro-rata, the annual charge will differ each year during the programme length. The *maximum* annual charge for the RSP that may affect the profit and loss account is SEK 245m the first year and SEK 25m the last year, out of which SEK 55m and SEK 6m respectively 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 240m and SEK 23m respectively, out of which SEK 55m and SEK 5m respectively is related to social charges. The expected aggregated charge during the total programme period in the profit and loss account is SEK 426m.

The maximum calculated annual charge is based on the assumptions that the price of the SEB Class A-share is SEK 90 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 90 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 average annual charge in the profit and loss account for the three programmes is equivalent to approximately 1.8 per cent of the total annual staff costs in the SEB Group.

## 18. 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 2020 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 1.0 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 longterm 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 2019 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 2020 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) <u>Transfer of the Bank's own shares to participants in the 2019 long-term equity programmes</u>

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 2019 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.

## 19. The Board of Directors' proposal for decision on authorisation to the Board of Directors to issue convertibles with conversion into A-shares

The Board of Directors proposes that the Annual General Meeting 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 Annual General Meeting in 2020.
- 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 of the authorisation.

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 in order to be able to optimize the Bank's capital base. The convertible loans would be mandatorily converted to shares under certain predetermined conditions in a potential future financially distressed situation for the Bank.

Under the current 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. A subordinated debt instrument 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 instrument shall be converted into shares or written down if the Bank's Common Equity Tier 1 ratio falls below a certain level. For reasons relating to Profit & Loss volatility, tax and general costs, the most efficient alternative is to issue an Additional Tier 1 capital instrument that converts into shares. An issue of such a convertible instrument can only be made in accordance with the rules of the Swedish Companies Act on issuance of convertibles. A flexible capital management and optimisation is helped if the Bank has the possibility to issue convertible subordinated debt and if the Board of Directors has been given a mandate to decide on issuance of Additional Tier 1 instruments with conversion into shares.

Addition 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.

#### Majority rules

There are requirements for resolutions to be passed in accordance with the Board of Directors' proposals under items  $18\,a$ ) and b) and  $19\,that$  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  $18\,c$ ) 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.



#### 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 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 and
- particulars regarding proposed Directors and the Auditor

are available on <u>www.sebgroup.com</u> and at the Bank's Head Office, Kungsträdgårdsgatan 8 in Stockholm.

The Annual Report and the Auditors' Report are available on <a href="www.sebgroup.com">www.sebgroup.com</a> and at the Bank's Head Office, Kungsträdgårdsgatan 8 in Stockholm, as of 5 March 2019.

#### 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 18 February 2019 is 32,854,125 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 Annual General Meeting provide information on:

- circumstances which may affect the assessment of a matter on the agenda for the Annual General Meeting, 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.



## Processing of personal data

Skandinaviska Enskilda Banken AB (publ), 502032-9081, registered in Stockholm, is the controller of the processing of personal data performed by the bank or its service providers in connection with the Annual General Meeting. For information on how personal data is processed, please see

https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf

Stockholm in February 2019

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

THE BOARD OF DIRECTORS