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Remuneration of the President, the Deputy President and members of the Group Executive Committee

The Annual General Meeting has established guidelines for salary and other remuneration for the President and CEO and members of the Group Executive Committee (Guidelines). Remuneration of the President, the Deputy President as well as the other members of the Group Executive Committee (Executives) shall be in line with the Guidelines. Additionally, the Annual General Meeting may – irrespective of the Guidelines – resolve on, among other things, equity-based remuneration. The total remuneration shall reflect the complexity, responsibility and leadership skills required as well as the performance of the individual Executive.

The Guidelines cover base pay, equity-based remuneration, pension benefit and other benefits. No cash-based variable remuneration is paid to the Executives, nor are they eligible for the SEB All Employee Programme. The pension plans are defined-contribution based, except for a defined-benefit component provided under collective bargaining agreements. For termination of employment initiated by SEB, a maximum of 12 months' severance pay is payable, after the agreed notice period of maximum 12 months. SEB has the right to deduct any income earned from other employment from the severance pay.

SEB complies with the Swedish FSA's regulations on remuneration in financial companies, the Swedish Corporate Governance Code and Swedish and international regulations and guidelines

in relevant parts. The Executives' positions are among those identified as having a material impact on the risk profile of the SEB Group.

There has been no use of the right to reclaim variable remuneration in 2023 and there has been no expressed views at the Annual General Meetings in relation to previous Remuneration reports.

Long-term equity-based programmes

The President participates in the SEB Share Deferral Programmes 2018–2023 that were allotted in the current position and that have remaining vesting or other conditions before becoming fully exercisable. The Deputy President has no variable remuneration components in his current position. All other Executives, except the CRO, participate in the SEB Share Deferral Programmes allotted in their current positions.

The Share Deferral Programmes are performance based with pre-determined quantitative and qualitative performance criteria that defines the allocation level. The application of the performance criteria, as well as the evaluation, for Executives mirrors that of the President as set out below (see section "Performance criteria for the President's remuneration"), taking into account SEB's as well as the relevant Division's or Function's business plan.

The participants are granted an initial number of conditional share rights. Each share right entitles to an SEB A-share subject to the fulfilment of certain vesting, restriction and holding requirements. The vesting of the share rights is normally conditional upon maintained employment during a three-year period. 50 per cent of the share right is subject to a risk adjustment three years after

About the Remuneration report

This Remuneration report (the Report) provides on p. 78–80 an outline of how SEB's guidelines for salary and other remuneration for the President and members of the Group Executive Committee (the Guidelines), adopted by the Annual General Meeting 2020, have been implemented in 2023. The Report also provides information on the remuneration of SEB's President and CEO (President) and Deputy President and CEO (Deputy President).

The Report has been prepared in accordance with Chapter 8, Sections 53 a and 53 b of the Swedish Companies Act (2005:551) and the remuneration

rules issued by the Stock Market Self-Regulation Committee.

Information required by Chapter 5, Sections 40-44 of the Annual Accounts Act (1995:1554) is available in note 8c. Information on the work of the Remuneration and Human Resources Committee in 2023 is set out in the corporate governance report (see p. 69).

Remuneration of the Board of Directors (Board) is not covered by this Report. Board remuneration is resolved on annually by the Annual General Meeting and disclosed in note 8c. No other remuneration than board fees have been paid to the board members during 2023.

Board's overall view on remuneration of the President, Deputy President and other Executives

The Board's view is that the remuneration of the President, Deputy President and other Executives strikes an appropriate balance between motivating the Executives and achieving a long-term, well-balanced and competitive remuneration. The total remuneration of the Executives during 2023 has complied with the Guidelines. There are no deviations from the procedure for the implementation of the Guidelines and no derogations from the application of the Guidelines in 2023 to report.

Board's overall view on Share Deferral Programmes

The Board's view is that the Share Deferral Programmes fulfil the function to attract and in the long run retain the most qualified and committed President and that it strengthens the long-term commitment in the interests of the shareholders.

the initial allotment, and the remaining 50 per cent after five years. These restriction periods are followed by a mandatory one-year holding period. The programmes allow for risk adjustment for current as well as future risks, and the final outcome may therefore be cancelled partly or entirely in accordance with regulations, among other things taking SEB's result and capital and liquidity required in the business into account. Further information on the long-term equity programmes such as outcome, participation ratio, and number of issued and outstanding instruments are found in note 8c.

The Guidelines adopted by the Annual General Meeting 2020 can be found on SEB's website sebgroup.com. There have been no deviations from the procedure for the implementation of the Guidelines and no derogations from the application of the Guidelines in 2023.

The auditor's report stating that SEB has complied with the Guidelines is available on SEB's website sebgroup.com.

In addition to remuneration covered by the Guidelines, the Annual General Meeting 2023 resolved to implement long-term equity-based programmes which can be found on SEB's website sebgroup.com.

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Total remuneration of the President and Deputy President

SEK thousands

Name and position	Financial year	Fixed remuneration		Variable remuneration ¹⁾			Pension expense ³⁾	Total remuneration		Proportion of fixed and variable remuneration	
		Base salary	Other benefits ²⁾	One-year variable	Multi-year variable			Including initial grant value	Including value at vesting	Including initial grant value	Including value at vesting
					Initial grant value	Value at vesting					
Johan Torgeby, President	2022	13,500	197	N/A	2,000	3,919	4,400	20,097	22,016	90%	82%
	2023	13,900	208	N/A	3,600	7,805	4,700	22,408	26,613	84%	71%
Mats Torstendahl, Deputy President	2022	10,456	320	N/A	N/A	N/A	0	10,776	10,776	100%	100%
	2023	10,700	354	N/A	N/A	N/A	0	11,054	11,054	100%	100%

1) The President has no cash-based or one-year variable remuneration. Only variable remuneration allocated for the position as President is included. The Initial grant value (i.e. the allotted value decided by the Board of Directors based on previous year's performance) is the amount allocated into the programme that vested (i.e. the date when the programme has no remaining conditions anymore and the participants can convert the share rights and sell the shares) during the year. In 2023, the 2018 and 2020 programmes vested. Initial grant value at allocation in 2018 and 2020 was SEK 1.35m and SEK 2.25m respectively, totalling SEK 3.6m. The stated value at vesting is the theoretical value at the time of vesting, i.e. the number of share rights times the shareprice when the programme can be used, which is 1 April for each year and programme. Value at vesting also includes additional dividend share rights with immediate vesting 2023 in the 2018, 2019 and 2020 programmes. The value at vesting is based on the SEB A share price on 1 April 2023, SEK 113.45. The Deputy CEO has no variable remuneration components in his current position.

2) Other benefits consist of vacation allowance, car and travel related benefits, interest subsidy, insurances and meals.

3) The pension expense reflects the premium pension contributions allocated for 2023. Interest cost for benefit pension plans prior to the appointment as President is not included. The Deputy President has no pension accruals.

Remuneration of the President in shares¹⁾

The main conditions of share award plans					Information regarding the reported financial year					
					Opening balance	During the year		Closing balance		
Specification of plan	Performance period	Award date	Vesting Date	End of retention period	Shares held at the beginning of the year	Shares awarded ²⁾	Shares vested	Shares subject to a performance condition	Shares awarded and unvested at year end	Shares subject to a retention period
SDP 2018	Q2–Q4 2017	2018	2021	2022	25,552	1,604	1,604			
	Q2–Q4 2017	2018	2023	2024	23,478	1,474	24,952			24,952
SDP 2019	2018	2019	2022	2023	35,906	2,254	2,254			
	2018	2019	2024	2025	35,906				35,906	
SDP 2020	2019	2020	2023	2024	37,626	2,362	39,988			39,988
	2019	2020	2025	2026	37,626				37,626	
SDP 2021	2020	2021	2024	2025	31,569				31,569	
	2020	2021	2026	2027	31,569				31,569	
SDP 2022	2021	2022	2025	2026	48,579				48,579	
	2021	2022	2027	2028	48,578				48,578	
SDP 2023	2022	2023	2026	2027		49,740			49,740	
	2022	2023	2028	2029		49,740			49,740	
Total					356,389	107,174	68,798	0	333,307	64,940

1) Only shares allocated in the position as President are included in the table. Allocation for the President for performance year 2022 was 15 per cent above target.

2) Shares awarded during the year consist of (i) dividend share rights for SDP 2018, 2019 and 2020 awarded as dividend compensation to align the share rights with equal rights of the SEB A-share, i.e. not new remuneration for work performed, and (ii) share rights awarded in SDP 2023 for previous year's performance.

Governance model for the remuneration of the President, the Deputy President and other Executives

Guidelines



RemCo – evaluates the adherence to the Guidelines on a continuous basis throughout the year.

External auditor – issues a statement to the Board, prior to the AGM, assuring that SEB has adhered to the Guidelines that applied during the year.

Board of Directors – proposes Guidelines to the AGM.

Annual General Meeting (AGM) – adopts the Guidelines.

Remuneration



Group Human Resources ensures to RemCo that remuneration of the President, the Deputy President and other Executives, is competitive and market aligned.

RemCo – continuously monitors and evaluates the remuneration structure and levels of remuneration of the President, Deputy President and other Executives.

Board of Directors – decides on remuneration of the President, Deputy President and other Executives.

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Performance criteria for the President's remuneration

The Board's view is that the President's total remuneration to a large extent should be based on fixed pay which is evaluated annually and set on a competitive level, in light of the President's and the Bank's short- and long-term performance.

At the same time, there is a strong desire to link the President's pay to the interest of the shareholders and strive towards a sustainable and long-term alignment. Consequently, the President's total remuneration also contains pay in form of deferred shares on a moderate level relative to the total remuneration, as described in the above sections. These shares are restricted, linked to certain vesting and risk adjustment conditions, and follows the SEB A share's development without any leverage structures. Even though the pay structure is seen as mainly fixed, the actual annual deferred share allocation, but not the final outcome, is linked to certain performance criteria as outlined in SEB's three-year business plan. 50 per cent of the shares are deferred for a minimum of four years, the remaining part for a minimum of six years.

The performance measures for the President's remuneration have been selected to deliver SEB's strategy and to encourage behaviours which are in the long-term interest of SEB. In the selection of performance measures, the strategic objectives and both short- and long-term business priorities for 2023 have been taken into account. At present, these are clustered into four main focus areas, (i) Financial, which comprise SEB's operating income, cost, profits and return on equity, (ii) Customer satisfaction, measured based on external ratings, (iii) ESG targets including for example sustainability, people and conduct and (iv) Strategic initiatives within for example data, digitalisation and efficiency.

The evaluation of the President is made in a multi-year perspective without a relative weighting of the different performance criteria, rather an aggregated and holistic evaluation of the performance relative the three-year business plan. This resonates well with the remuneration structure of the President, which is based on a pre-defined and communicated total target fixed pay, including the allocation of deferred and conditional shares to secure long-term alignment with the shareholders' interests. The actual annual allocation level of the shares is not expected to deviate from the communicated target level but allows for an adjustment (both up and down). It also allows for reclaim in extraordinary situations.

Criteria for the President's remuneration

Focus areas	Measurements	Description	Evaluation
Financial	Operating income, cost and profit	Measured as long-term development, versus set targets in the business plan and versus peers	Development on track and above
	Return on equity	Outcome in table below	
Customer satisfaction	External ratings	Prospera ratings for large Nordic Corporate and Institutions and Swedish Quality Index for Corporates and Private individuals	No 1 and No 2 – on track
Environmental, social and governance	Sustainability ratings	Sustainability advice, Prospera Sweden and Nordics	No 1 – on track
	Environment related internal measurements	The Brown (reduction of CO ₂ emission) and the Green (activities that support sustainable development)	Trajectory on track
	People survey	Employee engagement index and gender balance	Above financial sector average and on track
Strategic initiatives	Risk, compliance and conduct training	Mandatory trainings, average	Toward 100% – on track
	Data, digitalisation, efficiency	Future-proofing our platform via partnerships and internal development	On track
	Initiatives	Future-proofing customer relationships and profit generation via acceleration of efforts and change	On track
In summary			On track

Comparative information on the change of remuneration and company performance

	2023			2022			2021
	Outcome	Change year on year	Change year on year, %	Outcome	Change year on year	Change year on year, %	Outcome
Johan Torgeby, total remuneration, SEK m ¹⁾	26.6	4.5 ⁴⁾	20	22.1	2.9 ⁴⁾	15	19.2
Mats Torstendahl, total remuneration, SEK m	11.1	0.3 ⁴⁾	3	10.8	-0.5 ⁴⁾	-4	11.3
Group operating profit, SEK m, excluding items affecting comparability	47,963	12,714 ⁴⁾	36	35,249	4,385 ⁴⁾	14	30,864
Average remuneration per full-time equivalent, SEK m ^{2,3)}	0.94	0.04 ⁴⁾	4	0.9	0.04 ⁴⁾	5	0.86
Group return on equity, %, excluding items affecting comparability	17.9	3.4 ⁵⁾	23	14.5	0.6 ⁵⁾	4	13.9

1) The total remuneration when using initial grant value instead of value at vesting for Multi-year variable remuneration is SEK 22.4m for 2023, SEK 20.1m for 2022 and SEK 18.1m for 2021.

2) The President's remuneration is excluded but the other members of the Group Executive Committee are included.

3) The remuneration is calculated based on SEB's Swedish employees in 2023 and includes the estimated premium pension contribution according to the BTP-1 plan for an employee at the average fixed pay level, participation in SEB All Employee Programme, paid out short- and vested long-term individual performance based variable remuneration in 2023 and the estimated value of other benefits such as subsidised meals, vacation allowance and health promoting benefits.

4) SEK m

5) Percentage points