

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
30 March 2021 at 13.00h (CET)

Due to the covid-19-pandemic and the restrictions that have been introduced to limit the spread of infection, the Board has decided that the Annual General Meeting shall be conducted without the physical presence of shareholders, proxies or third parties and that shareholders shall have the opportunity to exercise their voting rights only by postal voting in advance.

Shareholders will have the opportunity to ask questions in writing prior to the Annual General Meeting. These must be received by SEB no later than 20 March 2021 and will be answered no later than 25 March 2021. SEB will carry out a webcast with the Chair of the Board, the President and the external auditor on 24 March 2021 at www.sebgroup.com. In the webcast, the Chair and the President will, among other things, give their views on the past year and provide answers to questions received from 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 22 March 2021,

and have registered by voting in accordance with instructions under the heading Postal voting below so that the postal vote is received by the Bank no later than 29 March 2021. Please note that the notification to the Annual General Meeting can only be made by postal voting.

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. Voting rights registered on 24 March 2021 will be taken into account. The shareholder must therefore contact the custodian well in advance of this day in accordance with the custodian's routines and request registration of voting rights. Please note that this requirement also applies to shareholders using SEB as depository.

Postal voting

The Board of Directors of the Bank has decided that Shareholders shall be able to exercise their voting rights only by postal voting in accordance with section 22 of the

Act (2020: 198) on temporary exceptions to facilitate the execution of general meetings in companies and other associations. A special form must be used for the postal vote. The form for postal voting is available on the Bank's website www.sebgroup.com/en and at the Bank's head office, Kungsträdgårdsgatan 8 in Stockholm. Completed and signed forms for postal voting can be sent by mail to Skandinaviska Enskilda Banken AB (publ), c / o Euroclear Sweden, Box 191, 101 23 Stockholm or by e-mail to GeneralMeetingServices@euroclear.com. Complete forms must be submitted to the Bank no later than 29 March 2021. Shareholders who are natural persons can also vote by electronic mail through verification with BankID via the Bank's website www.sebgroup.com/en or Euroclear's website <https://anmalan.vpc.se/EuroclearProxy>.

The Shareholders may not provide special instructions or conditions to the postal vote. If so, the entire postal vote is invalid. Further instructions and conditions can be found in the postal voting form and at <https://anmalan.vpc.se/EuroclearProxy>.

Powers of attorney

Shareholders can vote at the Annual General Meeting by proxy with written and dated Power of Attorney signed by the Shareholder. A proxy must be attached to the postal voting form. Proxy forms are available on the Bank's website www.sebgroup.com/en and at the Bank's head office, Kungsträdgårdsgatan 8 in Stockholm. If the Shareholder is a legal person, a registration certificate or other authorization document must be attached to the form.

Shareholders' right to receive information

The Shareholders are reminded of their right to receive information from the Board of Directors and the President in accordance with Chapter 7 Section 32 of the Swedish Companies Act (Sw. aktiebolagslagen). A request for such information shall be made in writing to the Bank no later than 20 March 2021, at the address of Skandinaviska Enskilda Banken AB (publ), Head of Investor Relations, 106 40 Stockholm, or by e-mail at agm@seb.se. The information will be made available by the Bank by keeping it on the Bank's website www.sebgroup.com/en and at the Bank's head office, Kungsträdgårdsgatan 8 in Stockholm, no later than 25 March 2021. The information is also sent to the Shareholders who requested it and stated their address.

Agenda

1. Opening of the Annual General Meeting
2. Election of Chair of the meeting
3. Election of two persons to check the minutes of the meeting together with the Chair

4. Preparation and approval of the voting list
5. Approval of the agenda
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. Adoption of the Profit and Loss Account and Balance Sheet as well as the Consolidated Profit and Loss Account and Consolidated Balance Sheet
9. Allocation of the Bank's profit as shown in the Balance Sheet adopted by the meeting
10. Discharge from liability of the Directors of the Board of Directors and the President.
11. Determination of the number of Directors to be elected by the meeting
12. Determination of the number of Auditors
13. Determination of remuneration to the Directors and the Auditor elected by the meeting
14. Election of Directors as well as Chair of the Board of Directors
 - a) The Nomination Committee proposes re-election of:
 1. Signhild Arnegård Hansen
 2. Anne-Catherine Berner
 3. Winnie Fok
 4. Sven Nyman
 5. Lars Ottersgård
 6. Jesper Ovesen
 7. Helena Saxon
 8. Johan Torgeby
 9. Marcus Wallenberg

all for the period up to and including the Annual General Meeting 2022.

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

15. Election of Auditor
16. The Board of Director's Remuneration Report 2020
17. The Board of Director's proposal on Long-term Equity Programmes for 2021:
 - a) SEB All Employee Programme 2021 (AEP) for all employees in most of the countries where SEB operates
 - b) SEB Share Deferral Programme 2021 (SDP) for the Group Executive Committee, certain other senior managers and key employees
 - c) SEB Restricted Share Programme 2021 (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 long-term equity programmes
 - c) transfer of the Bank's own shares to participants in the 2021 long-term equity programmes
19. 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. Proposal from the Board of Directors to amend the Articles of Association
22. Proposal from the shareholder Elisabeth Dahlerus Dahlin on dispositions of the Bank's lending to fossil fuels and investment in the same
23. Proposal from the shareholder Rolf Lindahl on the bank's financing of companies to keep the world below 1.5 °C
24. Closing of the Annual General Meeting

Nomination Committee

The Nomination Committee has been composed of Petra Hedengran (Investor), Chair of the Nomination Committee, Magnus Billing (Alecta), Lars Heikensten (Trygg-Stiftelsen), Johan Sidenmark (AMF) and Marcus Wallenberg (Chair of the Board of Directors, SEB).

Sven Nyman (Director of the Board, SEB) has been additional member to the Nomination Committee.

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

The Nomination Committee proposes Sven Unger, member of the Swedish Bar Association, as Chair of the meeting, or in the event of his absence, the one appointed by a representative of the Nomination Committee.

3. Election of two persons to check the minutes of the meeting together with the Chair

The Board of Directors proposes Ossian Ekdahl, Första AP-fonden, and Per Colleen, Fjärde AP-fonden, or in the event of absence of one or both of them, the person(s) appointed by a representative of the Nomination Committee, to check the minutes. The assignment to check the minutes also include checking the voting list and that the received postal votes are correctly stated in the minutes of the meeting.

4. Preparation and approval of voting list

The voting list proposed to be approved is the voting list prepared by Euroclear Sweden AB on behalf of the Bank, based on the Shareholders' meeting register and received postal votes, controlled and checked by the persons assigned to check the minutes.

9. 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 4.10 per share and 1 April 2021 as record date for the dividend. If the meeting decides according to the proposal the dividend is expected to be distributed by Euroclear on 8 April 2021.

11. Determination of the number of Directors to be elected by the meeting

The Nomination Committee proposes 9 Directors and one Auditor.

12. Determination of the number of Auditors

The Nomination Committee proposes 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 9,140,000 to be distributed with

SEK 3,225,000 to the Chair of the Board,

SEK 5,915,000 to be distributed to the other Directors elected by the Annual General Meeting who are not employed in the Bank with SEK 1,020,000 to each of the Vice Chairmen and with SEK 775,000 to each of the other Directors.

In addition hereto, up to SEK 3,495,000 is proposed as fee for Committee work to be distributed as follows:

Risk & Capital Committee; Chair SEK 630,000, other member SEK 390,000

Audit & Compliance Committee; Chair SEK 445,000, other member SEK 280,000 and

Remuneration & Human Resources Committee; Chair SEK 400,000 other member SEK 200,000.

Auditor's fee payable according to approved invoice.

14. Election of Directors as well as Chair of the Board of Directors

a) The Nomination Committee proposes re-election of:

1. Signhild Arnegård Hansen
2. Anne-Catherine Berner
3. Winnie Fok
4. Sven Nyman
5. Lars Ottersgård
6. Jesper Ovesen
7. Helena Saxon
8. Johan Torgeby
9. Marcus Wallenberg

all for the period up to and including the Annual General Meeting 2022.

b) The Nomination Committee proposes re-election of Marcus Wallenberg as Chair 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 2022. Should Ernst & Young AB be elected, the Authorised Public Accountant Hamish Mabon will be main responsible.

16. The Board of Directors' Remuneration Report 2020

The Board of Directors proposes no amendments in the Guidelines for salary and other remuneration for the President and other members of the Group Executive Committee ("Guidelines"), adopted by the Annual General Meeting on 29 June 2020.

The Board of Directors' Remuneration Report 2020 provides an outline of how the Guidelines have been implemented in 2020. The Report also provides information on the remuneration of SEB's President and CEO and deputy CEO and a summary of SEB's

outstanding Long-term equity programmes in applicable parts for the President and CEO and deputy CEO.

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 Swedish Corporate Governance Board.

There have been no deviations from the procedure for the implementation of the Guidelines and no derogations from the application of the Guidelines in 2020.

The Remuneration Report 2020 is available on SEB's website www.sebgroup.com/en.

The Board of Directors proposes that the Annual General Meeting approve the Remuneration Report.

17. The Board of Directors' proposal on Long-term Equity Programmes for 2021

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 a multi-year perspective on the basis of financial and non-financial goals, with SEB's values and three years business plan 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 2021:

- a) SEB All Employee Programme 2021 (AEP) for all employees in most of the countries where SEB operates,
- b) SEB Share Deferral Programme 2021 (SDP) for the Group Executive Committee (GEC), certain other senior managers and key employees, and
- c) SEB Restricted Share Programme 2021 (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 2021 (AEP)

SEB All Employee Programme 2021 (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, redundancy, 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 2022 on dividend distribution to the shareholders for 2021. The Board of Directors may nevertheless decide to allocate an outcome even if no proposal for a dividend is made, provided the reason for not proposing dividend follows from e.g. temporary regulations or recommendations from authorities limiting dividends. 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) SEB Share Deferral Programme 2021 (SDP)

SEB Share Deferral Programme 2021 (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. The targets are evaluated from a multi-year perspective including both absolute and relative performance, as applicable, and taking SEB's three year business plan into account. 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, redundancy, 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 2021 (RSP)

SEB Restricted Share Programme 2021 (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 targets are evaluated from a multi-year perspective including both absolute and relative performance, as applicable, and taking SEB's three year business plan into account.

The ownership of the share rights are transferred to the participants during a three year period in either four (starting 2021) or three (starting 2022) annual instalments. The share right is 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 13.9 million. The calculated expected outcome is approximately 8.9 million shares. The maximum number of shares under the programmes equals approximately 0.64 per cent including and 0.34 per cent excluding the SEB All Employee Programme (expected outcome equals approximately 0.41 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 31m 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 64m, out of which SEK 13m is related to social charges. The expected aggregated charges during the total programme period in the profit and loss account are SEK 260m.

The *maximum* annual charge for the SDP that may affect the profit and loss account is SEK 155m, out of which SEK 35m 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 130m, out of which SEK 30m is related to social charges. The expected aggregated charge during the total programme period in the profit and loss account is SEK 530m.

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 145m the first year and SEK 15m the last year, out of which SEK 35m and SEK 4m 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 142m and SEK 13m respectively, out of which SEK 33m and SEK 3m respectively is related to social charges. The expected aggregated charge during the total programme period in the profit and loss account is SEK 253m.

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 2022 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 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 2021 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 2022 Annual General Meeting. The Bank may purchase at the most so many shares that the Bank's total holding of own shares 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 2021 long-term equity programmes

The Board of Directors proposes that the Annual General Meeting resolves that a maximum of 13.9 million of the acquired Class A-shares in the Bank may be sold/transferred as follows.

1. Participants, in the year 2021 long-term equity programmes who are entitled to acquire/receive shares, shall have a preferential right to acquire/receive the shares, to a number that follows from the terms and conditions of the programmes. Subsidiaries within the SEB Group shall furthermore be entitled to acquire the shares for nil consideration, where such subsidiary shall within the scope of the terms and conditions of the programmes be obliged immediately to transfer the shares to the participants.
2. The right to acquire/receive shares may be exercised in the period when the participants are entitled to acquire/receive shares 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 2022.
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 pre-determined conditions in a potential future financially distressed situation for the Bank.

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.

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.

20. The Board of Director's proposal on the appointment of auditors of foundations that have delegated their business to the Bank

The Board of Directors proposes that Karin Westerlund, Mazars AB, is appointed auditor in the foundation "von Willebrandska understödsstiftelsen".

21. The Board of Directors' proposal to amend the Articles of Association

The Board of Directors proposes a number of amendments to the Bank's Articles of Association in order to update them in accordance with implemented amendments to the Companies Name Act (Sw: Firmlagen), the Banking and Financing Business Act, the Insurance Distribution Act and the Companies Act.

The Board of Directors proposes that the term "company" (Sw: "firma"), abolished in the Companies Act, shall be removed from section 1 of the Articles of Association and be replaced by "name" (Sw: "företagsnamn"), that section 3 of the Articles of Association shall be updated in accordance with the Banking and Financing Act and the Insurance Distribution Act, and that section 8 in the Articles of Association regarding participation in the Annual General Meeting shall be amended in accordance with the Swedish Companies Act, and that in order to be able to utilize

the alternatives that the Companies Act states that the Articles of Association shall be amended so that

- a) General Meetings of Shareholders shall be held in either Stockholm or Solna, and
- b) The Board of Directors may resolve that persons not being Shareholders of the Bank shall be entitled, on the conditions stipulated by the Board, to attend or in any other manner follow the discussions at a General Meeting.

22. Proposal from the shareholder Elisabeth Dahlerus Dahlin on dispositions of the Bank's lending to fossil fuels and investment in the same

The shareholder Elisabeth Dahlerus Dahlin proposes that

- a) The Bank immediately shall work for the exclusion of fossil companies as borrowers in the Bank.
- b) The Bank shall exclude fossil fuels as investment objects.

23. Proposal from the shareholder Rolf Lindahl on the bank's financing of companies to keep the world below 1.5 °C

The shareholder Rolf Lindahl proposes that

- a) By 2025, the Bank will only finance those companies and projects that are in line with what science requires for the world to stay below 1.5 °C.
- b) The Board of Directors of the Bank shall report back on how this has been implemented at the latest at the 2022 Annual General Meeting and thereafter annually until it has been fully implemented.

Majority rules

There are requirements for resolutions to be passed in accordance with the Board of Directors' proposals under items 18 a) and b), 19 and 21 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 motivated account,
- The Board of Directors' complete proposed resolutions and Remuneration report,
- The Annual Report, the Auditors' Report, the Consolidated Accounts and the Auditors' Report on the Consolidated Accounts,
- The Auditors' Report according to Chapter 8, Section 54 in the Companies Act,

- Information on the proposed board members, and
- Letter from the shareholder Elisabeth Dahlerus Dahlin
- Letter from the shareholder Rolf Lindahl

are presented by making them available on the Bank's website www.sebgroup.com/en and at the Bank's head office, Kungsträdgårdsgatan 8 in Stockholm. The shareholders' meeting book is also available at the Bank's head office.

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 is 32.195.736 Class A-shares.

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>

Further information on the Annual General Meeting

For questions about the Annual General Meeting or to have the postal voting form sent by mail, please contact Euroclear Sweden AB on telephone 0771 23 18 18 (+46 771 23 18 18 outside Sweden).

Stockholm in February 2021

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

THE BOARD OF DIRECTORS