

Extract from the Minutes from the Annual General Meeting of Skandinaviska Enskilda Banken AB (publ), on 29 March 2012; resolution on rules regarding the Nomination Committee**§ 17**

In accordance with the Nomination Committee proposal the meeting resolved on Nomination Committee rules according to the following; such rules to be applied until amended by a General Meeting of Shareholders.

1. The Bank shall have a Nomination Committee consisting of one representative for each of the four largest, in terms of votes in the Bank, shareholders, or group of shareholders according to item 2 below, who wish to appoint a representative, and the Chairman of the Board of Directors. The names of the four shareholder representatives and the names of the shareholders they represent shall be published not later than six months prior to the AGM. One Director of the SEB Board shall be called additional member to the Nomination Committee. The additional member to the Nomination Committee elected by and among the Board of Directors of SEB, shall be one of the independent Directors of the Board. The Nomination Committee shall remain in office until a new Nomination Committee has been appointed. Unless the members agree otherwise, Chairman of the Nomination Committee shall be the member who represents the shareholder controlling the largest number of votes.
2. The Nomination Committee shall be formed based on the records of the Euroclear Sweden AB register as per 31 August in the year immediately preceding the AGM and other reliable ownership information that has been provided to the Bank by that time. In this respect a group of shareholders shall be considered as one single shareholder if they (i) have been classified as a group of shareholders in the Euroclear Sweden AB register or (ii) have announced and declared to the Bank in writing that they have agreed in writing to take a long-term common view with regard to the management of the Bank by exercising their voting rights in concert.
3. In the event one or more of the shareholders who have appointed members to the Nomination Committee, should cease to belong to the group of four shareholders controlling the largest number of votes, and such event occurs earlier than three months before the AGM, the member appointed by such shareholder shall resign from the Committee. Instead, the replacing shareholder or shareholders in the group comprising the four shareholders controlling the largest number of votes shall, following contacts with the Chairman of the Nomination Committee, have the right to appoint its representatives. Insignificant changes shall however not affect the composition of the Nomination Committee. Shareholders who have appointed a representative to the Nomination Committee shall be entitled to dismiss and replace such member of the Nomination Committee. Changes in the composition of the Nomination Committee shall be published as soon as any such changes have been made.
4. The Nomination Committee shall present the following proposals for resolutions to the AGM:
 - (a) Chairman of the AGM,
 - (b) the number of Directors,
 - (c) Board of Directors,
 - (d) Chairman of the Board,
 - (e) Directors' fee, distributed among the Directors and fee for committee work,
 - (f) fee to the Bank's auditors,
 - (g) when the occasion arises, election of auditors and
 - (h) where appropriate, proposal for a decision on rules for the Nomination Committee.
5. The Nomination Committee shall otherwise discharge any functions or assignments which are incumbent on the Nomination Committee under the terms of the Swedish Code of Corporate Governance, laws and regulations. Upon the request of the Nomination Committee, the Bank shall put at the Committee's disposal staff resources, such as secretarial functions for the Committee, to facilitate the Committee's work. If required, the Bank shall also bear such reasonable expenses for external advisers that the Nomination Committee deems necessary for the due discharge of the Committee's assignments.

The meeting resolved that no fee shall be distributed to the Nomination Committee members.