

## Item 21

### **The Board of Directors' of Skandinaviska Enskilda Banken AB (publ) proposal at the Annual General Meeting on 30 March 2021 for amendment of the Articles of Association**

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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
- a) 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.

#### **Current wording**

#### **Proposed wording**

<p>Section 1</p> <p>The object of the Company is to carry on banking business.</p> <p>The name of the Bank is Skandinaviska Enskilda Banken AB. The Company is a public company (publ).</p> <p>Section 3</p> <p>The Bank may carry on banking and financial activities, as well as thereto related activities. In addition to providing means of payment services via general payment systems and receipt of funds which, following notice</p>	<p>Section 1</p> <p>The object of the Company is to carry on banking business.</p> <p>The name of the Bank is Skandinaviska Enskilda Banken AB. The Company is a public company (publ).</p> <p>Section 3</p> <p>The Bank may carry on banking and financial activities, as well as thereto related activities. In addition to providing means of payment services via general payment systems and receipt of funds which, following notice</p>
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<p>of termination, are available to the creditor within not more than 30 days, the Bank may carry on, inter alia, the following activities:</p> <ol style="list-style-type: none"> <li>1. borrow funds, for example by accepting deposits from the general public or issuing bonds (amongst others covered bonds) or other comparable debt instruments,</li> <li>2. grant and broker loans, for example in the form of consumer credits and loans secured by charges over real property or claims,</li> <li>3. participate in financing, for example by acquiring claims and leasing property,</li> <li>4. negotiate payments,</li> <li>5. provide means of payment,</li> <li>6. issue guarantees and assume similar obligations,</li> <li>7. participate in issuance of securities,</li> <li>8. provide financial advice,</li> <li>9. hold securities in safekeeping,</li> <li>10. conduct letters of credit operations,</li> <li>11. provide bank safety deposit services,</li> <li>12. engage in currency trading,</li> <li>13. engage in securities operations, and</li> <li>14. provide credit information.</li> </ol>	<p>of termination, are available to the creditor within not more than 30 days, the Bank may carry on, inter alia, the following activities:</p> <ol style="list-style-type: none"> <li>1. borrow funds, for example by accepting deposits from the general public or issuing bonds (amongst others covered bonds) or other comparable debt instruments,</li> <li>2. grant and broker loans, for example in the form of consumer credits and loans secured by charges over real property or claims,</li> <li>3. participate in financing, for example by acquiring claims and leasing property,</li> <li>4. provide payment services,</li> <li>5. provide means of payment,</li> <li>6. issue guarantees and assume similar obligations,</li> <li>7. participate in issuance of securities,</li> <li>8. provide financial advice,</li> <li>9. hold securities in safekeeping,</li> <li>10. conduct letters of credit operations,</li> <li>11. provide bank safety deposit services,</li> <li>12. engage in currency trading,</li> <li>13. engage in securities operations,</li> <li>14. provide credit information, and</li> <li>15. issue electronic money.</li> </ol> <p>The bank may also conduct insurance distribution and operations compatible therewith.</p> <p>Section 8</p>
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<p>Section 8</p> <p>Each notice convening a General Meeting of Shareholders shall be published in Post- och Inrikes Tidningar and at the Company's website. At the time of the notice, an announcement with information that the notice has been issued shall be published in Dagens Nyheter and in Svenska Dagbladet.</p> <p>Each notice convening a General Meeting of Shareholders or an Extraordinary General Meeting of Shareholders at which an amendment of the Articles of Association will be considered shall be published at the earliest six weeks and at the latest four weeks prior to the Meeting to which the notice relates. Each notice convening any other Extraordinary General Meeting shall be published at the earliest six weeks and at the latest three weeks prior to the Meeting to which the notice relates.</p> <p>In order to be entitled to participate in a General Meeting of Shareholders, Shareholders must be recorded in the printout or other form of the full Shareholders' register made five weekdays prior to the General Meeting, and must give notice to the Bank of their intention to participate in such General Meeting, stating the number of assistants that will participate, not later than on the day indicated in the notice convening the Meeting. This day must not be a Sunday, any other public holiday, a Saturday, Midsummer's Eve,</p>	<p>Each notice convening a General Meeting of Shareholders shall be published in Post- och Inrikes Tidningar and at the Company's website. At the time of the notice, an announcement with information that the notice has been issued shall be published in Dagens Nyheter and in Svenska Dagbladet.</p> <p>Each notice convening a General Meeting of Shareholders or an Extraordinary General Meeting of Shareholders at which an amendment of the Articles of Association will be considered shall be published at the earliest six weeks and at the latest four weeks prior to the Meeting to which the notice relates. Each notice convening any other Extraordinary General Meeting shall be published at the earliest six weeks and at the latest three weeks prior to the Meeting to which the notice relates.</p> <p>General Meetings of Shareholders shall be held in either Stockholm or Solna.</p> <p>In order to be entitled to participate in a General Meeting of Shareholders, Shareholders must give notice to the Bank of their intention to participate in such General Meeting, stating the number of assistants that will participate, not later than on the day indicated in the notice convening the Meeting. This day must not be a Sunday, any other public holiday, a Saturday, Midsummer's Eve, Christmas Eve nor New Year's Eve, and must not fall earlier than on the fifth weekday prior to the Meeting.</p>
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<p>Christmas Eve nor New Year's Eve, and must not fall earlier than on the fifth weekday prior to the Meeting.</p> <p>Shareholders may bring no more than two assistants to a General Meeting of Shareholders, however only if the shareholder gives notice to the Bank of the number of assistants that will participate, not later than on the day for notification indicated in the notice convening the Meeting.</p>	<p>Shareholders may bring no more than two assistants to a General Meeting of Shareholders, however only if the shareholder gives notice to the Bank of the number of assistants that will participate, not later than on the day for notification indicated in the notice convening the Meeting.</p> <p>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.</p>
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For a resolution to be passed at the Annual General Meeting in accordance with the Board's proposal, it is required that it is supported by shareholders representing at least 2/3 of both the votes cast and of the shares represented at the Meeting.

Stockholm in February 2021

**Skandinaviska Enskilda Banken AB (publ)**

THE BOARD OF DIRECTORS