

Proposals for decisions and motivated account from Skandinaviska Enskilda Banken AB's Nomination Committee for the Annual General Meeting 2013

The Nomination Committee proposals for decisions

Election of Chairman of the Meeting (item 2 on the agenda).

The Nomination Committee proposes Sven Unger, member of the Swedish Bar Association, as Chairman of the Meeting.

Determination of the number of Directors and Auditors to be elected by the Meeting (item 13 on the agenda).

The Nomination Committee proposes 12 Directors and one Auditor.

Approval of the remuneration to the Directors elected by the Meeting and the Auditor (item 14 on the agenda).

The Nomination Committee proposes a Directors' fee of SEK 9,560,000 to be distributed as follows: SEK 2,400,000 to the Chairman of the Board,

SEK 5,160,000 to the other Directors elected by the AGM who are not employed in the Bank to be distributed with SEK 580,000 each to the Vice Chairmen and SEK 500,000 to other Directors, and SEK 2,000,000 for Committee work to be distributed as follows:

Risk & Capital Committee: Chairman SEK 510,000, other member SEK 325,000,

Audit & Compliance Committee: Chairman SEK 387,500, other member SEK 195,000 and

Remuneration & Human Resources Committee: Chairman SEK 387,500, other member SEK 195,000.

Through the proposal the base fee for the Chairman and the vice Chairmen is raised with 7 per cent and the fee for other directors raised with 11 per cent. The proposal means that the base fee for other directors than the Chairman and the vice Chairmen is restored to the level applied in the time before the decrease in board remuneration made in 2009 following the initiative of the board. As regards the Chairman and the vice Chairmen the base fee is not fully restored to the said level. Remuneration for Committee work is proposed to be unchanged.

No fee for Committee work is distributed to the Chairman of the Board or employees in the Bank.

Auditor's fee payable according to approved invoice.

Election of Directors as well as Chairman of the Board (item 15 on the agenda).

The Nomination Committee proposes re-election of the Directors: Johan H. Andresen, Signhild Arnegård Hansen, Annika Falkengren, Urban Jansson, Birgitta Kantola, Tomas Nicolin, Jesper Ovesen, Jacob Wallenberg and Marcus Wallenberg and new election of Samir Brikho, Winnie Fok and Sven Nyman.

Marcus Wallenberg is proposed as Chairman of the Board of Directors.

Samir Brikho was born 1958 and has a Master of Science degree (MSc.) in Engineering (Thermal Technology) from the Royal Institute of Technology of Stockholm, Sweden (KTH). He has

completed the Young Managers Programme at INSEAD, France, and the Senior Executive Programme at Stanford, US. Samir Brikho has broad international experience from management and leadership, especially within the industrial sector. In 2006 he was appointed as the Chief Executive Officer of AMEC plc, a global company listed on the London Stock Exchange. AMEC focuses on supplying consultancy, engineering and project management services to its customers in the oil and gas, mining, clean energy and environment and infrastructure markets. Before taking on the AMEC position, Samir Brikho had a number of leadership positions within the international businesses of ABB where he was based in Switzerland, Germany, France, Saudi Arabia and Dubai. Among other roles he acted as Division Head and CEO of significant ABB subsidiaries and was also a member of the Group Executive Committee of ABB Ltd., Switzerland. Samir Brikho is Director of the United Kingdom-Japan 21st Century Group, Member of the Stena AB Advisory Board and Co-Chairman of the UK-United Arab Emirates Business Forum. In February 2010 Samir Brikho was appointed as a UK Business Ambassador, a role which he still holds today. Samir Brikho has no shareholding in SEB.

Winnie Fok was born 1956 and has a Bachelor of Commerce exam from the University of New South Wales, Australia. She is a Certified Public Accountant in Australia and in Hong Kong and a Fellow of the Australian Institute of Certified Public Accountants, an Associate of the Hong Kong Institute of Certified Public Accountants and a Member of the Institute of Chartered Accountants in England and Wales. Winnie Fok has a broad experience from the financial business field, especially through a long-term engagement in Private Equity business and mainly focused on the Chinese and other Asian markets. She has an assignment as Senior Advisor to Foundation Administration Management Sweden AB and had during 2010-2012 the role as industrial advisor and Senior Advisor to Investor AB and Husqvarna AB. Winnie Fok has previously, among other things, also held the position as Chief Executive Officer and Senior Partner of EQT Partners Asia Limited and been the Managing Director of CEF New Asia Partners Limited. She is a Director of Aktiebolaget SKF, Volvo Car Corporation, G4S plc and Kemira Oyi. Winnie Fok has no shareholding in SEB.

Sven Nyman was born 1959 and has a Bachelor of Science degree (BSc.) in Business and Economics from the Stockholm School of Economics, Sweden (SSE). He has many years of experience from financial business and is the Chief Executive Officer and Founder of RAM Rational Asset Management AB and RAM ONE AB. During the period 1984-2002 Sven Nyman held various positions of management within the International and Swedish businesses of Investor AB and was in addition Managing Director and founder of Lancelot Asset Management AB, providing asset management services to foundations and institutional and private investors. Sven Nyman was also Managing Director of Arbitech AB, at the time the leading Derivatives Market-Maker in Sweden. He has also held positions as Financial Analyst and Portfolio Manager. Sven Nyman is a Director of Consilio International AB, a Member of the Nobel Foundation Investment Committee and a Director of the Association for the Stockholm School of Economics and the Board of the Stockholm School of Economics. Sven Nyman owns 440 A-shares and 10,200 C-shares in SEB.

Out of the proposed Directors the following are independent in relation to the Bank and its management as well as in relation to major shareholders: Johan H. Andresen, Signhild Arnegård Hansen, Samir Brikho, Winnie Fok, Urban Jansson, Birgitta Kantola, Tomas Nicolin, Sven Nyman and Jesper Ovesen.

Marcus Wallenberg and Jacob Wallenberg are independent in relation to the Bank and its management.

Annika Falkengren is independent in relation to the Bank's major shareholders.

The Nomination Committee motivated account for the proposals for Directors

Tuve Johannesson and Carl Wilhelm Ros has declared that they are not available for re-election.

As a basis for its proposals, the Nomination Committee has had access to information on the Bank's activities and financial and strategic position provided by the Chairman of the Board and by the Board member Urban Jansson, additional member to the Nomination Committee. The Nomination Committee has also reviewed the results of the evaluation made of the Board and the board work as well as of the Chairman of the Board. The Nomination Committee has assessed to what extent the present Board meets the requirements that will be put on the Board as a result of the Bank's position and future direction. The size of the Board and its composition, in terms of e.g. industry experience, expertise and diversity has been discussed, as well as future succession matters.

It is the opinion of the Nomination Committee that Samir Brikho, Winnie Fok and Sven Nyman, all being independent in relation to the Bank and its management as well as in relation to major shareholders, will add both experience and expertise to the Board of Directors.

Further, the Nomination Committee is of the opinion that the proposed Board meets the requirements that will be put on the Board as a result of the Bank's position and future direction and that the individuals proposed are well suited for the task and are able to assign the time needed.

In addition, the Nomination Committee has discussed the independence of the Directors. The proposal for the composition of the Board meets both the requirements of NasdaqOMX Stockholm and the rules of the Swedish Code of Corporate Governance as regards independence of Directors.

Particulars regarding proposed Directors are available on www.sebgroup.com.

Election of Auditor (item 16 on the agenda)

The Nomination Committee proposes re-election of the registered public accounting firm PricewaterhouseCoopers AB for the period up to and including the AGM 2014. (The authorised public accountant Peter Nyllinge with PwC will be responsible for the auditing activities).

The Nomination Committee in February 2013

The Nomination Committee for the 2013 Annual General Meeting has been composed by:

Petra Hedengran, Investor AB, Chairman of the Nomination Committee,
William af Sandeberg, Trygg-Stiftelsen,
Staffan Greffäck, Alecta,
Hans Wibom, the Knut and Alice Wallenberg Foundation
Marcus Wallenberg, Chairman of the Board of Directors, SEB.

The Board member Urban Jansson has been additional member to the Nomination Committee.