

TRANSLATED TRANSCRIPT

The Board of Directors of Swedbank AB
Attn: Secretary of the Board
111 57 Stockholm

Vällingby 29 January 2020

Matter: that the employees of Swedish Television [sw. Sveriges Television], should not be allowed to report from the General Meeting

I assume that the Bank keeps a log of which representatives from press, radio and television that the chairman wants to let in. According to the Swedish Companies Act, only shareholders and the employees of the bank have this right. I hereby request that the employees of Swedish Television, shall not be allowed to attend and report from the General Meeting 2020 as SVT's Aktuellt [*Swedish Television news programme*], the 28th of March 2019 had recorded me and then edited the material, so that it appeared like I had asked the Bank that "You do not have any comments of how you have handled the risk assessment, and that you had not discovered these illegal transactions during the last five years. You should have discovered this money laundering. Earlier, you said that money laundering was included in your work 2018."

In this way, the SVT's reporter makes me look stupid. We all know that by now Swedbank's Chairman, CEO, Chief Risk Officer and Head of Baltic operations, had to leave, but it is not these four that constitute our supervisory body! I consider myself being subject of slander from SVT's reporter!

I had asked the question to Patric Honeth, who was Swedbank's auditor and hence the person representing the shareholders' supervisory body, which is the Audit.

I say this because it's not the first time that I have been turned down by the Swedish Broadcasting Commission, and I today refer to Reference No 19/01131, and after my request for re-examination to Reference No 19/02454, as enclosed along with my report to the Swedish Broadcasting Commission. As the Swedish Broadcasting Commission rejected my complaints, I request that the employees of Swedish Television should not be allowed to attend and report from the General Meeting 2020.

Kind regards

Carl Axel Bruno

Carl Axel Bruno
Björnskögsgränd 193
162 46 Vällingby

TRANSLATION

Proposal of the Nomination Committee of Swedbank AB in accordance with item 1, 11–15 of the proposed Agenda for the AGM 2020

The nomination committee for the 2020 Annual General Meeting

Swedbank's 2019 Annual General Meeting adopted a Nomination Committee selection process for the 2020 Annual General Meeting. The Nomination Committee shall, in accordance with the decision, consist of six members, namely the five largest shareholders or owner-groups who wish to appoint a member and who have the largest shareholding in the bank, based on shareholdings known on the last banking day in August 2019, and the Chair of the Board of Directors.

The Nomination Committee has consisted of the following members:

- Lennart Haglund, appointed by Sparbankernas Ägareförening, Chair of the Nomination Committee
- Ylva Wessén, appointed by Folksam
- Charlotte Rydin, appointed by Alecta
- Anders Oscarsson, appointed by AMF and AMF Investment Funds
- Peter Karlström, appointed by Sparbanksstiftelserna
- Göran Persson, Chair of the Board of Directors of Swedbank AB (publ)

The Nomination Committee has, to the Annual General Meeting, submitted proposals for:

- the election of the Chair of the Annual General Meeting
- the number of Board members
- fees for the Board members elected by the Annual General Meeting, including fees for Board committee work
- fees for the external auditor
- the election of the members of the Board of Directors and Chair
- principles on how the Nomination Committee shall be appointed
- instruction for the Nomination Committee

Work of the Nomination Committee ahead of the Annual General Meeting

The present Nomination Committee held its statutory meeting on 16 September 2019, in accordance with principles adopted by the 2019 Annual General Meeting, with Lennart Haglund as Chair. The composition of the Nomination Committee was made public via a press release on 16 September 2019.

An external consultancy firm has been engaged to assist in the recruitment of new candidates.

The Nomination Committee has taken part of the internal, written board evaluation, conducted during the autumn 2019. The evaluation showed that the work of the Board of Directors is well functioning, and that the Chair of the Board of Directors is considered to lead the work very well and creates a good working atmosphere in the board.

In addition, the Nomination Committee has (the Chair of the Board of Directors not present) interviewed each board member about their view on how the board work is functioning and their experience of last year's events and how the bank has handled these events.

Based on the board evaluation, oral reports and other information, the Nomination Committee has discussed the Board of Director's composition, the competence that should be represented in the Board of Directors as well as the size of the Board of Directors. The Nomination Committee has in its work considered Swedish legislation regarding the maximum number of board assignments that a board member in a bank of Swedbank's size is allowed to have. In addition, the Nomination Committee has assessed the candidates' ability to devote enough time to the assignment as well as the overall collective knowledge and expertise in the Board of Directors.

Finally, the Nomination Committee has, in accordance with requirements set out by the European Banking Authority (EBA), assessed the suitability of the proposed candidates. The Nomination Committee has in these assessments evaluated and documented the experience and competence, reputation, potential conflicts of interest and the suitability in general of the candidates.

The Nomination Committee has, in accordance with the guidelines set for the nomination proceedings, worked unconditionally with the intention to provide Swedbank with the best and most suitable Board of Directors. In particular, the Nomination Committee has emphasized the importance of that the new Board of Directors having business expertise, experience from banking and finance operations, experience from senior management positions, board competence and knowledge of the real estate industry. Understanding of international conditions and knowledge of new technology and IT has also been desired. The strive for equality between genders as well as the diversity perspective have been considered.

The Nomination Committee has decided to nominate Göran Persson to be re-elected as Chair of the Board of Directors. Göran Persson has, during a demanding period since the extraordinary general meeting in June 2019, led the Board of Directors well. His broad network of international contacts, his experience from the financial industry and his strong social commitment has been considered. Göran Persson has not been present when the Nomination Committee has discussed the proposal for Chair of the Board of Directors.

The Nomination Committee assesses that nominated board members have the collective experience and expertise required and that they together form a Board of Directors, well equipped to lead Swedbank.

In addition, the Nomination Committee has discussed and proposed the number of the Board members, remuneration to the Board of Directors and the external auditor, principles on how the Nomination Committee shall be appointed, and instruction for the Nomination Committee. Finally, the Nomination Committee has discussed the election of the Chair of the 2020 Annual General Meeting.

Prior to the Annual General Meeting on March 26, 2020, the Nomination Committee had proposed increased remuneration to Board members in Swedbank, which was, at such time, considered an adjustment to the market. In light of the uncertainty prevailing in the market because of the spread of the new corona virus, the Nomination Committee has subsequently decided to adjust its previous proposals for increased remuneration and instead propose that the remuneration remains unchanged for the time being. In addition, the Nomination Committee proposes that remuneration be paid for work in the newly established Governance Committee.

The Nomination Committee has met on about ten occasions and also interviewed the current Board members. The Nomination Committee members have not received any fees or other remuneration from Swedbank for their work. The work in the Nomination Committee has been characterized by an open and constructive dialogue and a good atmosphere.

The Nomination Committee's proposal for the Annual General Meeting

Proposal regarding Chair of the Annual General Meeting

Proposal

The Nomination Committee proposes that Lawyer Wilhelm Lüning should be elected as Chair of the Annual General Meeting 2020.

Reason:

Wilhelm Lüning is suitable to chair the Annual General Meeting due to, among other things, his competence in company law and experience from chairing general meetings for listed companies.

Proposal regarding the number of Board members to be elected at the Annual General Meeting

Proposal

The Nomination Committee proposes that, for the period until the end of the next Annual General Meeting, the Board of Directors shall consist of ten members elected by the Annual General Meeting. The proposal entails, compared to the number of members elected on the Extraordinary General meeting on 19 June 2019, an increase of the number of Board members elected by the Annual General Meeting with one person.

Reason:

According to Swedbank's Articles of Association, the Board of Directors shall consist of at least seven and at most eleven members.

The Extraordinary General Meeting in June 2019 decided that the number of Board members should decrease from ten to nine. The Nomination Committee assesses that the proposed Board of Directors possesses required experience and competence to lead Swedbank in a successful way.

Proposal regarding the remuneration of the Board of Directors and auditor

Proposal

The Nomination Committee proposes that the remuneration to Board members should remain unchanged, as follows:

SEK 2,630,000 (presently 2,630,000) to the Chair of the Board of Directors; SEK 885,000 (885,000) to the Deputy Chair of the Board of Directors; SEK 605,000 (605,000) to each of the ordinary members of the Board of Directors; SEK 430,000 (430,000) to the Chair of the Board's Risk and Capital Committee; SEK 250,000 (250,000) to each of the other members of the Board's Risk and Capital Committee; SEK 395,000 (395,000) to the Chair of the Board's Audit Committee; SEK 240,000 (240,000) to each of the other members of the Board's Audit Committee; SEK 105,000 (105,000) to the Chair of the Board's Remuneration Committee; SEK 105,000 (105,000) to each of the other members of the Board's Remuneration Committee.

Furthermore, the Nomination Committee proposes that remuneration for members of the newly established Governance Committee should be as follows:

SEK 395,000 to the Chair of the Board's Governance Committee and SEK 240,000 to each of the other members of the Board's Governance Committee.

Göran Persson, current Chair of the Board of Directors, has not participated in the discussions in the Nomination Committee regarding proposal on remuneration to the Chair of the Board of Directors and the Board members.

Only Board members elected by the Annual General Meeting are eligible for remuneration.

Reason:

In light of the uncertainty prevailing in the market due to the spread of the new corona virus, the Nomination Committee proposes that the remuneration to Board members should remain unchanged for the time being.

However, the Nomination Committee notes that the board work in Swedbank is increasingly complex, time-consuming and highly regulated and sets high demands on the Board members commitment and competence. In addition, the board work represents a significant personal responsibility compared to board work in companies outside the banking sector.

Therefore, the matter regarding increased remuneration may be addressed at a later stage, possibly at an extraordinary General Meeting this autumn, at the same time as the issue on dividend may be decided.

Proposal regarding the audit fee

The Nomination Committee proposes that the external auditor's fee, shall be payable by approved account.

Proposal for election of board members and Chair of the board

The Nomination Committee has, for its work related to the 2020 Annual General Meeting, adopted guidelines for suitability assessment and promotion of diversity etc. The guidelines are applied in the Nomination Committee's work with the nomination of board members, and can be summarized as follows:

- With regards to the bank's business, development phase and expected future direction, the Board of Directors shall have an appropriate composition, characterized by diversity and width regarding the competence, experience and background of the General Meeting-elected members. Furthermore, the members of the board shall show good character

regarding economic matters and have relevant knowledge and practical experience in order to be able to lead the bank in a sound and responsible way. The need for renewal and succession planning, as well as continuity should be considered.

- The composition of the Board of Directors should be characterized by diversity regarding age, geographical provenance, and educational and professional background, in order to promote independent opinions, sound decision-making and critical questioning.
- An even gender distribution shall be attained over time.
- The Board of Directors shall be ownership based and, at the same time, the need for independence from the bank, the bank's management and the bank's major shareholders shall be considered regarding the Board of Directors as a whole
- Deputies to board members elected by the Annual General meeting shall not be appointed

Proposal

The Nomination Committee proposes, in accordance with the below, re-election of five Board members, and election of five new board members, for the period until the end of the next Annual General Meeting.

Re-election of

Kerstin Hermansson
Josefin Lindstrand
Bo Magnusson
Anna Mossberg
Göran Persson

Election of

Bo Bengtsson
Göran Bengtsson
Hans Eckerström
Bengt-Erik Lindgren
Biljana Pehrsson

The Nomination Committee proposes that the Annual General Meeting appoints Göran Persson as Chair of the Board of Directors. The Nomination Committee proposes that the Board of Directors appoints Bo Magnusson as deputy Chair of the Board of Directors.

Reason:

Four Board members have declared that they are not available for re-election.

The proposal by the Nomination Committee gives Swedbank a Board of Directors with both broad and deep banking experience as well as extensive knowledge of the challenges and opportunities the banking industry faces.

Bo Bengtsson (b. 1966) has several years of experience from the bank- and finance industry. He has held various leading positions in Ikanobanken and Kristianstads Sparbank, where he held the position as CEO between 1999 and 2008. Thereafter, he was CEO in Sparbanken 1826 between 2008 and 2014. Bo Bengtsson is currently CEO of Sparbanken Skåne.

Göran Bengtsson (b. 1967) has several years of experience from the bank- and finance industry. Between 2001-2007, he was Head of Credit/Corporate Manager in Swedbank Sjuhärad. Between 2007 and 2012, he was Regional Head of Credit in the western region of Swedbank AB. Today, Göran Bengtsson is the CEO of Falkenbergs Sparbank.

Hans Eckerström (b. 1972) has a background as employed and partner of Nordic Capital (2001-2016). Currently he is, among other things, Chair of Nobia AB and Board member of Nordstjernen AB and Thule Group AB. He is also the principal owner and Chair of Henri Lloyd Group AB.

Bengt-Erik Lindgren (b. 1950) has several years of experience from Board work in a variety of banks. He has held the position as deputy CEO of Swedbank during 2005-2010, deputy CEO of Föreningssparbanken during 2001-2005 and CEO of Spintab during 2000 - 2001. Bengt-Erik Lindgren is currently Board member of Länsförsäkringar Bank AB and Humlegården Fastigheter AB. In addition, he is Chair of the Board of Prevas AB.

Biljana Pehrsson (b. 1970) has an extensive experience from the real estate industry and she currently holds the position as CEO of Kungsleden AB. Between 2007 and 2013 she held the position as vice President and Head of Real Estate at East Capital Private Equity AB.

All new candidates nominated for election has informed the bank that they intend to, no later than in connection with the Annual General Meeting, resign from assignments incompatible with their assignment Swedbank, and also to resign from other assignments necessary to be able to fulfil the assignment in Swedbank in the best possible way.

Proposed members' independence according to the Swedish Corporate Governance Code

The Nomination Committee considers all proposed Board members, except Bo Bengtsson and Göran Bengtsson, to be independent in relation to the bank and the bank's management. The Nomination Committee considers all proposed Board members to be independent in relation to the bank's major shareholders.

When assessing the independence, the Nomination Committee has considered the following aspects: Bo Bengtsson is the CEO of Sparbanken Skåne, which according to the Swedish Corporate Governance Code is to be considered a closely related company to Swedbank. Furthermore, Swedbank and Sparbanken Skåne have extensive business relations through a co-operation agreement entered by the parties. Göran Bengtsson is the CEO of Falkenbergs Sparbank, which have extensive business relations with Swedbank through a co-operation agreement entered by the parties.

Further information regarding the proposed Board members is available on www.swedbank.com/ir.

Principles on how the Nomination Committee shall be appointed

Proposal

The Nomination Committee proposes the following principles on how the Nomination Committee shall be appointed.

- The Nomination Committee shall consist of six members. The members shall consist of the Chair of the Board of Directors and five members appointed by the five shareholders who wish to appoint a member and who have the largest holding in the bank based on shareholdings known on the last banking day in August 2020. If one of the five largest shareholders refrains from appointing a member, the right to appoint a member passes on to the next shareholder in terms of holdings, and who has not already appointed a member to the Nomination Committee. The right to appoint a member shall pass on until the Nomination Committee is complete.
- When applying these principles a group of shareholders shall be considered to be one owner if they have been organized as an owner group in the Euroclear system or have made public and simultaneously notified the bank via the Chair of the Board of Directors, that they have made an agreement to take – through coordinated exercise of their voting rights – a common long term view with respect to the management of the bank.
- When appointing the Nomination Committee, a shareholder who wishes to appoint a member shall confirm to the Chair of the Board of Directors that the above-mentioned conditions that give right to appoint a member still are correct.
- The Nomination Committee has a right to co-opt a member appointed by a shareholder who has become one of the five largest shareholders after the Nomination Committee has been constituted, provided that such shareholder has not already appointed a member to the Nomination Committee. The co-opted member shall not participate in the Nomination Committee's decisions.
- When appointing the Nomination Committee, shareholders must take into account that the majority of the Nomination Committee's members must be independent in relation to the Bank and the Group Executive Management. The CEO, or other person from the Group Executive Management should not be a member of the Nomination Committee. At least one of the nomination committee's members must be independent in relation to the largest shareholder in the bank in terms of vote.
- The Nomination Committee's mandate shall be for the period until a new Nomination Committee has been constituted.
- The Nomination Committee shall appoint the Chair from amongst its members. The Chair of the Board of Directors shall not be Chair of the Nomination Committee.
- A member who leaves the Nomination Committee before its work is completed shall be replaced, if the Nomination Committee so decides, by another person representing the same shareholder or by a person representing the next shareholder in turn due to holdings, and who has not already appointed a member to the Nomination Committee.
- Members of the Nomination Committee shall not be remunerated for their work or costs incurred.

Reason:

The Nomination Committee notes that the Swedish Corporate Governance Code states that the Annual General Meeting shall appoint the Nomination Committee members or determine how the members are appointed; the Annual General Meeting's decision shall include a procedure for replacing members who leave the Nomination Committee before it's work is completed.

The bank has had the current model for appointing the Nomination Committee since 2005. The Nomination Committee deems that the current model, which means that the Annual General

Meeting decides how members of the Nomination Committee are to be appointed, is the most suitable model for Swedbank.

Proposed instruction for the Nomination Committee regarding the work ahead of the AGM 2021

Members of the Nomination Committee

The members of the Nomination Committee are to promote the common interests of all shareholders. Committee members are not to reveal the content and details of nominations discussions unduly. Before accepting the assignment, each member of the nomination committee is to consider carefully whether there is any conflict of interest or other circumstance that makes membership of the nomination committee inappropriate.

The duties of the Nomination Committee

The duties of the Nomination Committee shall be to, where applicable, before an upcoming General Meeting submit proposals for decisions regarding:

- the election of a Chair of the General Meeting
- number of Board members
- fees for the Board members elected by the General Meeting, including fees for committee work
- fee for the auditor
- the election of the members of the Board of Directors and Chair of the Board of Directors
- the election of auditor
- principles on how the Nomination Committee shall be appointed
- instruction for the Nomination Committee

Composition of the Board

With regards to the bank's business, development phase and expected future direction, the Board of Directors shall have an appropriate composition, characterized by diversity and width regarding the competence, experience and background of the members of the Board of Directors elected by the Annual General Meeting.

Furthermore, in accordance with current laws and regulations, the members of the Board of Directors must be responsible in financial matters and have relevant knowledge and practical experience in order to lead the Bank in a sound and responsible manner. The need for renewal and succession planning, as well as continuity shall be considered.

As part of the Nomination Committee's work to find suitable candidates, assessing the need for supplementary competences and to assess both the composition of the Board of Directors and the suitability of individual members, the Nomination Committee shall review the Chair of the Board of Director's internal Board evaluation and the Board members' own evaluations of the Board's overall competence and working climate, as well as the member's own competence.

The nominations to the Board of Directors shall be ownership based and, at the same time, the need for independence from the bank, the bank's management and the bank's major shareholders shall be taken into account regarding the Board of Directors as a whole.

Members of the Board of Directors shall not be appointed for a longer period than until the end of the next Annual General Meeting. Deputies to members of the Board of Directors elected by the

Annual General Meeting shall not be appointed. Before nomination of a candidate to the Annual General Meeting, the Nomination Committee shall assess the suitability of the candidate, partly based on an overall assessment of the composition of the Board of Directors as a whole, and partly based on an evaluation of the candidate's reputation as well as theoretical and practical experience. In the assessment, potential conflicts of interest shall be considered. Furthermore, it shall be assessed whether the candidate can devote enough time to the board assignment.

Diversity Policy

The composition of the Board of Directors should be characterized by diversity regarding age, geographical provenance and educational and professional background, in order to promote independent opinions, sound decision-making and critical questioning.

An even gender representation shall be attained over time, meaning that at least 40 percent of the members of the Board of Directors shall be of each gender.

Election of auditor

The Nomination Committee's proposal to the shareholders' meeting on the election of the auditor is to include the Audit Committee's recommendation. If the proposal differs from the alternative preferred by the Audit Committee, the reasons for not following the committee's recommendation are to be stated in the proposal. The auditor or auditors proposed by the nomination committee must have been included in the audit committee's selection process if the company is obliged to have such a procedure.

The work of the Nomination Committee.

The Nomination Committee has the right, at Swedbank's expense, to engage a recruitment consultant or other external consultants whom the Nomination Committee considers necessary in order to fulfil its task.

The nomination committee is to issue a statement explaining its proposals regarding the Board of Directors with regard to the requirements concerning the composition of the board in this instruction. The committee is to provide specific explanation of its proposals with respect to the requirement to strive for gender balance. The statement is also to include a report of how the nomination committee has conducted its work and a description of the diversity policy applied by the nomination committee in its work.

The nomination committee's proposals and reasoned opinion shall be communicated to the Bank in such time that they can be presented in the notice of the shareholders' meeting where the elections of board members or auditors is to be held as well as be published on the company's website in connection with publishing of the notice.

At the shareholders' meeting where the election of board members or auditors is to be held, the Nomination Committee is to present and explain its proposals.

The Nomination Committee shall also otherwise consider the Swedish Code of Corporate Governance in the performance of its assignment.

TRANSLATION

Proposal of the Board of Directors of Swedbank AB for a resolution on guidelines for remuneration to top executives in accordance with item 16 of the proposed Agenda for the AGM 2020

This proposal has been prepared by the Board of Directors of Swedbank AB ("Swedbank" or the "bank") after preparation by the Board's Remuneration Committee (the "Remuneration Committee") in accordance with Chapter 8 Sections 51–53 of the Swedish Companies Act (2005:551), the Swedish Corporate Governance Code and the Swedish Financial Supervisory Authority's regulations on remuneration systems (FFFS 2011:1). The Board of Directors proposes that the Annual General Meeting ("AGM") resolves on the following guidelines for remuneration to top executives (the "guidelines").

Top executives

In the context of the guidelines top executives are defined as members of the bank's Board of Directors, the CEO, the deputy CEO (if applicable) and the executives who are members of the Group Executive Committee. All top executives are material risk takers in the bank.

Purpose and basic principles

The guidelines constitute a frame for which remuneration to top executives may be decided by the Board of Directors during the period of time for which the guidelines are in force.

The purpose of the guidelines is to ensure transparency in remuneration matters, to support the business objectives of the bank by effective remuneration structures and to establish basic values and guidelines for remuneration to the top executives of the bank.

Remuneration to, and other terms of employment for, the top executives of the bank shall be designed so that they are consistent with and promote sound and effective risk management and counteract excessive risk-taking. A prerequisite for the successful implementation of the bank's business strategy and safeguarding of its long-term interest, including sustainability, is that the bank is able to recruit and retain qualified personnel. Hence, the terms of employment for top executives shall be designed with the purpose of ensuring the bank's access to top executives with the competence that the bank needs at costs adapted to the bank and so that they have the intended effects on the business. Such remuneration and terms shall also:

- support the bank's vision, objectives, values and business strategy,
- encourage top executives to achieve set individual goals,
- be competitive and in line with market conditions, and
- be decided regardless of gender, transgender identity or expression, ethnicity, religion or other belief, disability, sexual orientation or age.

In the preparation of the Board of Directors' proposal for the guidelines, remuneration and employment conditions for employees of the bank have been taken into account by including information on the employees' total income, the components of the remuneration and its conditions in the Remuneration Committee's and the Board of Directors' basis of decision when evaluating whether the guidelines and limitations set out herein are reasonable.

Remuneration for top executives under employments subject to other rules than Swedish must be duly adjusted to comply with mandatory rules and may be duly adjusted to comply with established local practice, taking into account, to the extent possible, the overall purpose of the guidelines.

Decision procedures

The Remuneration Committee shall review and evaluate the implementation of the guidelines, programs for variable remuneration for top executives that are in progress or have been completed during the year and applicable remuneration structures and remuneration levels in the bank. For each financial year, the Board of Directors shall make a remuneration report and, not later than three weeks before the AGM, keep the remuneration report available to the shareholders on the bank's website.

The Remuneration Committee shall prepare the Board of Directors' proposal on guidelines. Based upon the Remuneration Committee's recommendation, the Board of Directors shall at least every fourth year or upon material changes to the guidelines make a proposal on guidelines to be resolved by the AGM.

The guidelines shall be applied in relation to every commitment on remuneration to top executives, and every change of such commitment, which is resolved after the AGM at which the guidelines were adopted. Thus, the guidelines have no impact on already pre-existing contractually binding commitments. The guidelines shall be in force until new guidelines are adopted by the AGM and be kept available to the public on the bank's website. Guidelines resolved upon may also be amended by way of a resolution by other General Meeting than an AGM.

Within the scope and on the basis of the guidelines, the Board of Directors shall, based on the Remuneration Committee's preparation and recommendations, annually decide on the specific revised remuneration terms for each top executive and make such other decisions on remuneration for top executives that may be required. The CEO or other members of the Group Executive Committee shall not participate in the Board of Directors' processing of and resolutions regarding remuneration-related matters in so far as they are affected by such matters.

Fixed remuneration is paid out by the bank in accordance with agreements entered into. Payment of variable remuneration to top executives under any incentive program shall be decided upon by the Board of Directors with respect to each specific program.

The Board of Directors may resolve to temporarily deviate from the guidelines, in whole or in part, if in a specific case there is special cause for the deviation and a deviation is necessary to serve the bank's long-term interests, including sustainability, or to ensure the bank's financial viability. As set out above, the Remuneration Committee's obligations include preparing

proposals for the Board of Directors in remuneration-related matters, including proposals to deviate from the guidelines. Deviations shall be reported and motivated annually by the Board of Directors in the remuneration report.

Principles for decisions on remuneration levels

The levels of the remuneration to top executives shall be decided, taking into consideration the following factors:

- degree of difficulty and complexity of the position,
- revenue and cost responsibility,
- performance,
- competence and experience, and
- market conditions.

Principles for decisions on fixed remuneration and variable remuneration

The remuneration to the top executives can consist of the following components: *fixed remuneration* in the form of base salary, benefits and pension and *variable remuneration* in the form of cash or shares under incentive programs.

The fixed remuneration component must account for a sufficiently large portion of the total remuneration so that it is possible to set any variable remuneration to zero.

The General Meeting shall decide on material terms and conditions on any incentive program for top executives. The long-term share based remuneration programs are resolved by the Board of Directors and submitted to the AGM for approval. The share of variable remuneration shall be relevant and reasonable in relation to total remuneration. Variable remuneration shall be linked to predetermined and measurable criteria and may be paid in the form of shares in the bank. For variable remuneration, limits for the maximum result shall be set for each individual top executive. Variable remuneration shall be deferred and be conditional on the criteria fulfilment on which the remuneration is based being proved long-term sustainable and on the position of the Swedbank group (the "Group") not having materially deteriorated.

When determining the various components, the following principles shall be applied.

Remuneration components

	Description, purpose and link to the bank's business strategy and long-term interests, including sustainability	Maximum share in relation to base salary	Maximum share in relation to total remuneration
Base salary	Each top executive shall receive a base salary, i.e. a fixed salary to be paid monthly. It provides predictable remuneration to aid attraction and retention of qualified personnel. Further,	100%	85% ¹

¹ The base salary's maximum share may vary depending on the share of other remuneration components for each top executive. The maximum share set out in the table assumes that the shares of variable remuneration and benefits are set to zero.

	the base salary shall reflect the nature and responsibility of the position held, individual employee performance and market conditions.		
Pension	Pension benefits shall generally be granted in accordance with rules, collective bargaining agreement (which may include a right to early retirement pension), and practice in the country where each respective top executive is permanently resident. It also provides predictable remuneration to aid attraction and retention of qualified personnel. Pension benefits shall be based on defined contribution, unless the individual concerned is subject to defined benefit pension according to mandatory provisions of applicable collective bargaining agreements. Pension benefits are vested once they have accrued. Variable remuneration shall qualify for pension benefits only to the extent it is required according to mandatory provisions of applicable collective bargaining agreements. For top executives, the pensionable income shall have a cap annually decided by the Board of Directors.	30% ²	25% ³
Benefits	Each top executive may be entitled to both general benefits that are offered to all employees and additional benefits. Additional benefits may include, for example, life insurance, health insurance and medical insurance. Benefits are provided to attract and retain qualified personnel.	15%	10%

² The share refers to pension benefits based on defined contribution. In exceptional cases, e.g. for employees who are already subject to defined benefit pension according to collective bargaining agreements within the bank when being appointed as top executive, the top executive may be granted defined benefit pension. The maximum share may in such cases amount to 50%.

³ The share refers to pension benefits based on defined contribution. In exceptional cases, e.g. for employees who are already subject to defined benefit pension according to collective bargaining agreements within the bank when being appointed as top executive, the top executive may be granted defined benefit pension. The maximum share may in such cases amount to 30%.

Variable remuneration	Long-term share based remuneration programs may be implemented in the bank. Top executives may be included in such programs. The outcome for each top executive in such programs should be dependent on the extent to which certain predefined performance targets have been satisfied. Such performance targets should consider the Group's financial results, the Group's values – open, simple and caring, and include risk assessments at Group level, business area level, team level and/or individual level. In individual share based remuneration programs, the financial results of the relevant business area should also be considered as well as individual performance targets based on financial and operational factors. Thereby, the programs are linked to the bank's business strategy, long-term value creation and sustainability. Deferral periods and transfer restrictions should be applied in accordance with applicable regulatory requirements, currently up to five years deferral and transfer restrictions of at least one year.	20% ⁴	15% ⁵
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Further details on fixed and variable remuneration are set out in the bank's annual report for the most recent financial year, and, when applicable, in the board's proposals on share based remuneration programs to the general meeting.

Notice periods and severance pay:

Employment agreements between the bank and top executives generally apply until further notice. The employment agreement may be terminated without cause by either party. Generally, salary during notice period and severance pay shall correspond with rules, collective agreements and practice in the country where each respective top executive is permanently resident. Further, the following shall apply: If the bank terminates the employment, the notice period may not exceed 12 months. In addition, if the bank terminates the employment, severance pay based on the employee's fixed monthly salaries may be paid during maximum 12

⁴ The share refers to the bank's performance and share based remuneration program, Eken. Top executives are as a general rule included in Eken. Top executives are as a general rule not included in the bank's individual performance and share based remuneration program, IP. However, should a top executive be included in IP, the maximum share for variable remuneration would amount to 100%.

⁵ The share refers to the bank's performance and share based remuneration program, Eken. Top executives are as a general rule included in Eken. Top executives are as a general rule not included in the bank's individual performance and share based remuneration program, IP. However, should a top executive be covered by IP, the maximum share for variable remuneration would amount to 50%.

months. Total remuneration during notice period and the severance pay period shall not exceed an amount corresponding to the agreed fixed salary at the time of notice and benefits in accordance with the employment agreement during 12 months and the agreed fixed salary for 12 months. When termination is made by the top executive, the notice period may not exceed six months and may not include any right to severance pay. Income earned by the top executive from another employment or assignment during the period when the severance pay shall be paid may be deducted from the severance pay.

Stockholm in April 2020

Swedbank AB (publ)

The Board of Directors

TRANSLATION

Proposal of the Board of Directors of Swedbank AB for a resolution to acquire the bank's own shares pursuant to the Securities Market Act in accordance with item 17 of the proposed Agenda for the AGM 2020

Background and purpose

As a securities institution, Swedbank AB is authorised by the Swedish Financial Supervisory Authority (*Sw. Finansinspektionen*) to conduct securities activities, including trading in financial instruments on its own account.

Chapter 7, Sections 6 and 14 of the Swedish Securities Market Act (2007:528) govern trading by securities institutions in financial instruments in the form of their own shares to facilitate their securities operations. The holding of such shares may not exceed 5 per cent of the total number of shares in the institution.

According to Chapter 19, Section 17 of the Swedish Companies Act (2005:551), a public company's, whose shares are traded on a regulated market, acquisition of its own shares has to be decided by the General Meeting or, with the authorisation of the General Meeting, the Board of Directors.

According to Regulation (EU) No 575/2013 of the European Parliament and of the Council on prudential requirements for credit institutions and investment firms, article 77, it is further necessary to receive approval from competent authorities, in the Swedbank case the Swedish Financial Supervisory Authority for the acquisition of own shares, also for acquisitions within the scope of the Securities Market Act.

Conditions for the acquisition, etc.

As has previously been the case, Swedbank has a need to acquire its own shares within the framework of its securities operations in order to facilitate such operations. Such acquisitions are required to enable the bank to, among other things:

- fulfil its market-maker commitment in respect of warrants in the bank, according to agreements with certain market places, inter alia, Nasdaq Stockholm;

- quote prices of the bank's shares to customers, as with shares of other listed companies; and
- manage risk coverage of indexed bonds issued by the bank as well as index baskets and warrants where the bank itself has assumed responsibility for part of the risk coverage.

The Board of Directors proposes that the AGM resolves to permit the bank to acquire its own shares to its so called trading book, in accordance with Chapter 7, Section 6 of Securities Markets Act, to the extent that the total holding of such shares at any given time does not exceed one (1) percent of the total number of shares in the bank during the time up until the AGM in 2021 in order to facilitate the bank's securities operations, subject to approval by the Swedish Financial Supervisory Authority of such acquisitions.

The Board of Directors' statement according to Chapter 19, Section 22 of the Swedish Companies Act is issued separately and is attached to this proposal.

Majority requirement

For a decision in accordance with the Board's proposal, it is required that the decision of the AGM is supported by shareholders representing at least two-thirds of both the votes cast and the shares represented at the meeting.

Stockholm in April 2020
Swedbank AB (publ)
The Board of Directors

TRANSLATION

Proposal of the Board of Directors of Swedbank AB for a resolution authorizing the Board to decide on the acquisition of the bank's own shares according to item 18 in the proposed Agenda for the AGM 2020

Background and purpose

The current regulations on capital requirements introduced on 1 January 2014 mean that the bank's capital requirements were increased. Since their introduction the capital requirement regulations have been subject to additions and amendments that impact on the bank's capital requirement. The capital requirement regulations are expected to be subject to amendment in the future as well.

Given its current capitalization and earning capacity, the Board of Directors is of the opinion that the bank meets the regulatory capital requirements with an adequate buffer.

Further, the conditions for the bank's business as well as the external circumstances are constantly changing. The need can, therefore, arise to increase or reduce the capital base or change the relationship between Common Equity Tier 1 capital and other capital, for instance through repurchase of the bank's own shares, the issue of loans that may be included in the capital base or a combination of different measures.

The authorization by the AGM for the Board of Directors to decide on the purchase of the bank's own shares is justified as one of several actions to enable the Board to continuously adapt the bank's capital structure to prevailing capital requirements.

An authorization as above is also justified by the fact that the bank, in order to secure its commitments under paragraph 20 a) and 20 b) may have to repurchase additional own shares.

As is made clear in item 19 in the proposed agenda, the Board of Directors proposes that the AGM in addition to this authorization also empowers the Board to decide on the issue of convertibles that may be included in the capital base.

As is made clear in item 20 c) in the proposed agenda, the Board of Directors proposes that repurchased shares should be transferred at no cost and in derogation of the shareholder's preferential rights to those participating in general and individual share and performance-based remuneration programs adopted by a General Meeting.

According to Chapter 19, Section 17 of the Swedish Companies Act (2005:551), a public company's, whose shares are traded on a regulated market, acquisition of its own shares has to be decided by the General Meeting or, with the authorisation of the General Meeting, the Board of Directors. In addition, the approval by the competent authority, in the case of Swedbank Finansinspektionen (the Swedish Financial Supervisory Authority), is required for repurchase of the bank's own shares.

Conditions for the acquisition, etc.

In view of the above, the Board of Directors proposes that the AGM authorize the Board to decide, during the period until the AGM in 2021, on the acquisition of shares in Swedbank AB pursuant to the following conditions:

1. Acquisition may only take place through purchases on Nasdaq Stockholm.
2. The authorization may be utilized on one or several occasions before the AGM in 2021.
3. The bank's total holding of its own shares (including shares acquired pursuant to item 17 in the proposed agenda) may not exceed one tenth of the total number of shares in Swedbank.
4. Acquisitions may only be made at a price within the prevailing spread between highest bid price and the lowest ask price at the time of acquisition.
5. Acquisition may only take place if the Swedish Financial Supervisory Authority has granted its approval.

The statement by the Board of Directors pursuant to Chapter 19, Section 22 of the Swedish Companies Act is issued separately and is attached to this proposal.

Majority requirement

For a decision in accordance with the Board of Directors' proposal, it is required that the decision of the AGM is supported by shareholders representing at least two thirds of both the votes cast and the shares represented at the meeting.

Stockholm in April 2020
Swedbank AB (publ)
Board of Directors

TRANSLATION

Proposal of the Board of Directors of Swedbank AB for a resolution authorizing the Board to decide on the issue of convertibles according to item 19 in the proposed Agenda for the AGM 2020

Background and purpose

The regulations on capital requirements introduced on 1 January 2014 meant that the banks became subject to higher capital requirements and that the banks were given the possibility of using subordinated equity instruments in, for instance, the form of convertibles in order to fulfill some of the capital requirements. Subordinated convertibles that qualify as core capital ("Additional Tier 1") in the capital base entail obligatory conversion to shares under certain predetermined conditions in order to absorb losses and enhance the bank's own capital in the event of financial difficulties, but do not confer any entitlement to conversion for the owners themselves.

The aim of the authorization to issue of convertibles is to provide flexibility and the possibility for the Board to optimize the bank's capital base. Further, the conditions for the bank's business as well as the external circumstances are constantly changing. The need can, therefore, arise to increase or reduce the capital base or change the relationship between Common Equity Tier 1 capital and other capital, for instance through repurchase of the bank's own shares, the issue of loans that may be included in the capital base or a combination of different measures. Subordinated capital instruments that can form part of supplementary capital ("Tier 2 capital") in the capital base may also be issued on similar terms.

For this reason, the authorization by the AGM for the Board of Directors to decide on the issue of convertibles is therefore justified as one of several actions to enable the Board of Directors to continuously adapt the bank's capital structure to prevailing capital requirements. As is made clear in item 18 in the proposed agenda, the Board of Directors proposes that the AGM should, in parallel with the proposed authorization below, also authorize the Board of Directors to decide on the repurchase of the bank's own shares.

Convertibles issued by virtue of the authorization are mainly sought by debt investors on the Swedish and international capital market and therefore have to be offered to the market both with and without derogation from the shareholders' preferential rights. The

authorization will have the result that the Board of Directors can decide on the issue of convertibles without convening an extraordinary general meeting.

Conditions for the issue

In view of the above, the Board of Directors proposes that the AGM authorize the Board to decide, during the period until the AGM in 2021, on the issue of convertibles pursuant to the following conditions.

1. The authorization may be utilized on one or several occasions before the AGM in 2021.
2. Issues may take place with or without derogation from the shareholders' preferential rights.
3. The convertibles will entail obligatory conversion to shares in the circumstances laid down in the conditions but do not confer any entitlement to conversion for the owners themselves.
4. The size of the loan and the conversion conditions shall be determined so that the amount by which the share capital may be increased through conversion of convertibles issued by virtue of this authorization may amount to no more than ten (10) per cent of the bank's share capital.
5. The convertibles are to be issued on market terms. The Board of Directors shall decide on all other terms and conditions for issue pursuant to this authorization.

Majority requirement

For a decision in accordance with the Board of Directors' proposal, it is required that the decision of the AGM is supported by shareholders representing at least two thirds of both the votes cast and the shares represented at the meeting.

Stockholm in April 2020

Swedbank AB (publ)
Board of Directors

TRANSLATION

Proposal of the Board of Directors of Swedbank AB on approval of the resolution of the Board of Directors regarding the common performance and share based remuneration program 2020 (“Eken 2020”) in accordance with item 20 a) in the proposed agenda at the AGM 2020

The Board of Directors of Swedbank AB (publ) (“Swedbank” or the “bank”) has resolved on a common performance and share based remuneration program for 2020 (“Eken 2020”), subject to the Annual General Meeting’s (the “AGM”) subsequent approval, according to what is set out in the following.

Purpose and main features

Eken 2020 aims to:

- create a group-wide program for variable remuneration to attract, retain and motivate the employees and to ensure that Swedbank’s remuneration levels are competitive in every submarket,
- stimulate the employees to make efforts which strengthen the bank in a long-term perspective, and
- create a long-term engagement in the bank by the employees and to align their interests with the shareholders’ interest through deferred variable remuneration in the form of shares.

Eken 2020 shall be aligned to the bank’s business strategy, promote a sound and effective risk management and discourage excessive risk taking.

In essence, Eken 2020 means that to the extent certain performance targets (“Performance Targets”) are achieved during the financial year 2020 (“Performance Year”) the participants in Eken 2020 (“Participant or Participants”) are awarded a variable remuneration in the beginning of 2021 (“Share Performance Amount”), which is intended to be allotted in the form of conditional, non-transferable rights (“Performance Rights”). Each Performance Right carries a right to receive in 2024 after the publication of the year-end report for 2023, automatically and at no cost one share in Swedbank (“Performance Share”). For the executive management (i.e. the Group Executive Committee “GEC”) each Performance Right carries a right to receive in 2026 after the publication of the year-end report for 2025, automatically and at no cost one share in Swedbank (“Performance Share”). For GEC the Performance Shares may be subject to further restrictions of disposal to comply with external regulatory or other requirements.

The duration of the program is approximately four years for the general participants, and six years for GEC, with earning period during the Performance Year. After the expiry of the Performance

Year, allotment of the Share Performance Amount may occur followed by a deferral period of approximately three years for the general participants and a deferral period of approximately five years for GEC, before final transfer of Performance Shares, which is expected to occur in 2024 for the general participants and 2026 for GEC, after the publication of the year-end report for 2023 or 2025, respectively, and before the end of June the respective year.

Variable remuneration in the form of shares is not pensionable income.

When amounts in SEK are described in this proposal, they are expressed exclusive of social security costs, ancillary salary costs and corporate income tax, unless otherwise stated.

Participants

Approximately 14.000 employees¹ of the Swedbank Group (the "Group") are included. Top executives are as a general rule included in Eken.

Employees included in the individual program 2020 ("IP 2020") or in the individual program Asset Management 2020 ("IPAM 2020") and employees included in other cash based variable pay programs are as a general rule not included in Eken 2020. Companies that are excluded are amongst others the joint venture company Entercard and PayEx. Employees working with any of these companies may be included.

Participants that in the course of the duration give or receive notice to leave, or due to any other reason ceases to be employed by a Eken-eligible company in the Group, will not, as a general rule, have the right to continue to participate. The Board of Directors' Remuneration Committee ("Remuneration Committee") or the CEO (normally via GEC) are entitled to decide on deviations from the demarcations above both as general principles or in individual cases.

Participants who enter leave of absence, parental leave, sick leave or similar during the Performance Year and remain employed have the right to continue to participate, subject to individual adjustments of the terms and conditions. Further, participants who have received allotment of a Share Performance Amount and after the allotment enter leave of absence, parental leave, sick leave or similar and remain employed or retire have the right to continue to participate.

Any participation requires that such participation, in the bank's opinion, is permitted and appropriate with regard to applicable laws and regulations and that the bank deems it feasible at reasonable administrative and financial costs, where appropriate with local adjustments.

Performance Targets and Share Performance Amount

The allotment of the Share Performance Amount, i.e. the outcome for each Participant is dependent on the extent to which the Performance Targets are achieved. The Performance Targets are measured during the Performance Year and are, for the majority of the Participants, determined based on the following evaluation levels:

¹ Full Time Equivalent employees.

- the profit after tax, adjusted for capital costs and risks, for the Group²,
- the fulfillment of individual Performance Targets set out in the bank's performance development process which also comprises assessing a number of behaviors linked to the Group's values – open, simple and caring and
- risk assessment which may be made at Group level and/or business area level and/or individual level.

The final assessment of the extent to which the Performance Targets have been achieved is made on a discretionary basis by the Board of Directors, or by a person authorized by the Board of Directors. The result of the assessment may be (i) that the total allotment is limited, in whole or in part, at Group level or at business area level (so called haircut) and/or (ii) that re-allocation may occur to the detriment of individuals considered to have performed insufficiently compared to individual Performance Targets to the benefit of individuals who are deemed to have overachieved compared to individual Performance Targets. Consequently, there is no automatic right to allotment of any Share Performance Amount even if the Performance Targets, in whole or in part, could be considered to have been achieved.

The maximum Share Performance Amount for an individual Participant (where appropriate after a recalculation from local currency to SEK at the exchange rate on 31 December 2020) is normally limited to 1.6 months' salary for an individual Participant employed in Estonia and Latvia, 1.28 months' salary for an individual Participant employed in Lithuania and 0.8 months' salary for an individual Participant employed in another country, in both cases in relation to the agreed base salary for the Performance Year (as of December 2020), unless re-allocation occurs as described in the preceding paragraph. If maximum re-allocation is made, the maximum Share Performance Amount corresponds to three times the above mentioned limitations.

The total Share Performance Amount for the Participants in Eken 2020 is limited to approximately SEK 480m.

Performance Rights

The Share Performance Amount is converted into a number of Performance Rights, rounded off to the nearest whole number, by dividing the Share Performance Amount by the average daily volume weighted price paid per share in Swedbank at Nasdaq Stockholm during the last ten trading days in the month of January 2021 (the "Translation Rate"), however, not lower than SEK 100 per share (the "Floor Price"). The Board of Directors has the right, in connection with certain corporate events, inter alia, in case of a share split or a reverse share split, to resolve on an adjustment of the Floor Price in accordance with general principles on the equity market for recalculation in such events.

The total number of Performance Rights that may be allotted to the Participants amounts to a maximum of approximately 4.8m³, which equals the quotient of (a) the highest aggregate Share Performance Amount for all Participants, divided by (b) the Floor Price. If the Translation Rate

² The profit, adjusted for capital costs and risks is measured as Economic Profit ("EP"). A prerequisite for allocation is a positive EP on Group level.

³ Excluding anticipated dividend compensation and adjustment for forfeited Performance Rights.

hypothetically is assumed to be SEK 140⁴, the total number of Performance Rights which may be allotted to the Participants amounts to a maximum of approximately 3.4m⁵.

A Performance Right does not constitute a security or a financial instrument and will not be registered on any VP account with any central securities depository. Participants do not have the right to pledge, sell, transfer or in any other way dispose of the Performance Rights.

A Performance Right does not carry any right to dividends or other shareholders' rights during the duration of the program. To the extent permitted in accordance with applicable regulatory requirements, dividend compensation is paid on the underlying Performance Shares during the deferral period according to the following. If and at each time the record day for receiving a cash dividend to a share as resolved by the bank occurs during the deferral period, the number of Performance Rights held by each Participant on such record day shall be adjusted by multiplying such number of Performance Rights by an adjustment factor, which shall be calculated according to the following. The adjustment factor shall be the sum of (1+K), where K is the quotient of the resolved cash dividend amount per share (expressed in SEK) divided by the average daily volume weighted price paid per share (expressed in SEK) at Nasdaq Stockholm during the ten trading days occurring from and including the first trading day prior to the relevant record day until and including the eighth trading day after the record day. Employees who have been identified as Material Risk Takers are not entitled to dividend compensation. Further restrictions may be imposed in relation to Material Risk Takers to comply with external regulatory or other requirements.

The number of Performance Rights can be recalculated in case of a bonus issue, new issue of shares, conversion of convertibles, share split or reverse share split and in certain other cases.

Each Performance Right carries a conditional right to receive at no cost and automatically one Performance Share in accordance with what is set out in the following.

Transfer of Performance Shares

Each Performance Right held by a Participant bestows a conditional right to receive in 2024 for the general participants or in 2026 for GEC, after the publication of the year-end report for 2023 or 2025, respectively, automatically and at no cost one Performance Share. The conditions for receiving a Performance Share are firstly, as a general rule, that the Participant at the delivery of the Performance Share has not given or received notice to leave or for any other reason has ceased to be employed by a Eken-eligible company in the Group, and secondly, the conditions stated below.

In order for a Performance Right to entitle to receive a Performance Share at no cost, the following conditions must be fulfilled at the time of delivery of the Performance Share:

- (i) the Performance Targets shall still be deemed to have been achieved to the same extent as at the time of the allotment,

⁴ Rounded share price per year-end of 2019 has been used as example translation rate.

⁵ Excluding anticipated dividend compensation and adjustment for forfeited Performance Rights.

- (ii) the results and performances which formed the basis for the allotment of the Performance Rights shall be found sustainable in a long-term perspective with regard to the financial situation of the bank, the employer and/or the Group,
- (iii) the outcome shall still appear justified with regard to the financial situation of the bank, the employer and/or the Group.
- (iv) the outcome shall still appear justified with regard to (a) the results of the bank, the employer and/or the Group, (b) the results of the relevant business area or function, and (c) the result of the relevant Participant,
- (v) the outcome shall appear reasonable with regard to other relevant circumstances, including the situation on the equity market and possible changes in accounting principles or other external regulatory requirements, and
- (vi) the bank's, the employer's and/or the Group's position shall not have materially deteriorated, and no apparent risk of such material deterioration shall exist.

The Board of Directors, or the Remuneration Committee after authorization by the Board of Directors, shall prior to and in close proximity to each transfer of Performance Shares under Performance Rights evaluate whether and to which extent the stated conditions are fulfilled on Group level and business area level. If not all the conditions are considered to be fulfilled, the Board of Directors or, the Remuneration Committee, has the right, at its own discretion, within the frame of Eken 2020, to unilaterally change the terms and conditions as the Board of Directors or, the Remuneration Committee, deems appropriate and in this context for example in whole or in part declare outstanding Performance Rights forfeited, meaning that fewer or no Performance Shares at all will be transferred to the Participant. A decision of such change shall be publicly announced no later than in connection with the bank's first financial report following the decision.

Hedging

The bank shall, subject to certain conditions, ensure that shares are transferred at no cost to the Participants. To the extent the bank chooses to hedge such commitment, different methods are available to the bank. For example, the commitment can be secured by using own repurchased shares, entering into agreements with financial institutions (equity swap agreements, certificates or similar) or by way of directed issues of shares. The Board of Directors intends to hedge the bank's commitment in relation to Eken 2020 through the use of own shares. If needed own shares should be acquired in conjunction with the allotment of Performance Rights from Eken 2020 and IP 2020.

The Board of Directors thus proposes that the AGM shall resolve to transfer own shares at no cost to entitled Participants, directly or, where applicable, indirectly through the bank's subsidiaries or to an external party engaged for this purpose, and, if the Board of Directors deems necessary, to transfer shares at Nasdaq Stockholm, in order to cover certain costs, in particular social security costs. For further information please refer to the proposal in item 22 c).

If the AGM does not approve the mentioned hedging alternative, the Board of Directors may instead hedge the bank's commitment to deliver shares according to Eken 2020, in whole or in part, by way of an agreement (equity swap agreement, certificate or similar) with a financial institution, which according to such agreement will in its own name acquire and transfer to the Participants shares in Swedbank.

Estimated costs

In the Group's financial accounting, the total Share Performance Amount will normally be recognized as employee costs in the income statement during the accrual period which in the accounts is considered to correspond to the duration.

The total cost corresponds to the Share Performance Amount with deductions for forfeited Performance Rights due to the fact that Participants during the duration give or receive notice to leave or by any other reason ceases to be employed by a Eken-eligible company in the Group. The cost is thus adjusted for forfeited Performance Rights, i.e. for accrual conditions that are not market conditions. The cost is not adjusted for market conditions, such as the fluctuation of the real value of the Performance Rights between the time of valuation and when the Participant receives Performance Rights 2021 or as a consequence of the Participant receiving additional Performance Rights as dividend compensation. In addition, social security costs and ancillary salary costs are also treated as employee costs. Furthermore, there are corporate tax effects mainly due to that the employee costs and the social security costs etc. are deductible.

The maximum cost for the Share Performance Amount amounts to approximately SEK 480m, which corresponds to approximately 0.4 per cent of Swedbank's market value as of 31 March 2020. The estimated cost for the Share Performance Amount amounts to approximately SEK 240m, which corresponds to approximately 0.2 per cent of Swedbank's market value as of 31 March 2020.

The maximum annual cost in the income statement is expected to be approximately SEK 115m. The estimated annual cost in the income statement amounts to approximately SEK 55m if the bank's result is in line with previous years.

The social security costs, which are deductible, are recognized in the income statement. The costs are depending on the market value of the Performance Shares at the time of delivery in 2024 for the general participants or in 2026 for GEC. The corporate tax is normally affected by the market value of the Performance Shares at said point in time, since the market value as a rule is deductible when calculating the corporate tax. The corporate tax effect which corresponds to each respective country's corporate tax rate – calculated on the recognized cost for the Performance Rights, associated social security costs and other ancillary salary costs – is recognized in the income statement. Additional corporate tax effects are recognized directly in equity. The calculations take into account differences in tax rules in various countries.

Dilution and effect on key ratios

The total number of Performance Rights which may be allotted to the Participants amounts to a maximum of approximately 4.8m⁶. If the Translation Rate hypothetically is assumed to be SEK 140⁷ the total number of Performance Rights which may be allotted to the Participants amounts to a maximum of approximately 3.4m.

⁶ Excluding anticipated dividend compensation and adjustment for forfeited Performance Rights.

⁷ Rounded share price per year end of 2019 has been used as example translation rate.

The bank's maximum commitment⁸, if hedged by way of a transfer of own shares, results in a total dilution of not more than approximately 0.4 per cent in relation to the outstanding number of shares and votes as of 31 December 2019.

The dilution is expected to have a marginal impact on the Group's key ratios, also when considering IP 2020 (according to the proposal under Item 22 b)).

If the bank's commitment is hedged by way of an agreement (equity swap agreement, certificate or similar) with a financial institution, which according to such agreement will in its own name acquire and transfer to the Participants shares in Swedbank, Eken 2020 will not have any dilutive effect, since no new outstanding shares will be added.

Taxation

Taxation of Participants

In Sweden the Participants will be taxed the income year when the Performance Shares are received (the Performance Right is for tax purposes classified as a so called employee stock option). The taxable value of the fringe benefit that arises when receiving the Performance Shares is calculated as the value of the Performance Shares upon delivery. The taxable value will be taxed for the Participants as income from employment.

For participants in other countries than Sweden the value of the fringe benefit will in some countries be taxed as income from employment and in some countries not taxed at all.

Taxation of the bank

In Sweden, the bank has full right to deduct the market value of the Performance Shares at the time of transfer to the Participants. The tax deduction follows the financial accounting, i.e., the tax deduction will be accrued over the duration. However, in connection with the transfer of the Performance Shares a final adjustment of the tax deduction (reversed deduction or additional deduction) is made by comparing the market value of the Performance Shares at the transfer with the previous tax deductions. The transfer does not result in any taxable income for the bank.

In Sweden the bank is obliged to pay social security costs for the transfer of the Performance Shares based on the market value of the Performance Shares.

In countries outside Sweden the bank normally is entitled to fully deduct for the recognized cost and is obliged to pay social security costs for the transfer of the Performance Shares based on the market value hereof. In some of the countries outside Sweden the deduction of and payment of social security costs can be treated differently depending on the tax legislation in the country in question.

Preparation of the program etc.

The proposal for Eken 2020 has been prepared by the Remuneration Committee. The Board of Directors' overall assessment is that Eken 2020 creates a uniform and sustainable system for

⁸ Excluding anticipated dividend compensation and adjustment for forfeited Performance Rights.

variable remuneration within the Group and will motivate to long-term creation of value by aligning the interests of the employees with the shareholders' interests.

The Group has share-based programs for 2015 (concluded), 2016, 2017, 2018 and 2019 all of them approved by the general meeting of shareholders of the bank.

The common program from last year has been evaluated. As a result of the evaluation, it is proposed that Eken 2020 remains unchanged in comparison to Eken 2019.

The Swedish Financial Supervisory Authority (Sw. Finansinspektionen) and the European Banking Authority issues rules, regulations, guidelines and other regulatory requirements regarding remuneration systems which comprise the bank. It may be necessary to adjust the design of Eken 2020 with regard to any amendments to such rules and regulations.

The Board of Directors, or the Remuneration Committee, if so decided by the Board of Directors, has the right to adjust Eken 2020 to any new or amended external regulatory requirements, or amended practice or interpretation hereof. Such adjustments may result in more stringent as well as more lenient conditions to the variable remuneration according to Eken 2020, such adjustments shall however be made in accordance with the principles for Eken 2020, as set out in this resolution. The Board of Directors, the Remuneration Committee, or the CEO normally via GEC, if so decided by the Board of Directors, has the right to resolve on the detailed terms and conditions for Eken 2020, based on the principles for the program as they appear in this resolution.

The Board of Directors' proposal to the AGM

The resolution by the Board of Directors to establish Eken 2020 is adopted subject to the AGM's subsequent approval.

Due to the above, the Board of Directors proposes that the AGM resolves to approve the resolution of the Board of Directors to establish Eken 2020.

The AGM's resolution is valid if supported by shareholders holding more than half of the votes cast.

If the AGM does not approve the Board of Directors' resolution, the Board of Directors may instead resolve on a common program for variable remuneration with cash remuneration only, from which, where appropriate and considering IP 2020 (see item 22 b)), categories of Participants that according to regulatory requirements may not be comprised by a purely cash based remuneration program may be excluded. Such a decision could result in that Eken 2020 will become a purely cash based program with a certain part as deferred cash remuneration.

Stockholm in April 2020

Swedbank AB (publ)

The Board of Directors

TRANSLATION

Proposal of the Board of Directors of Swedbank AB on approval of the resolution of the Board of Directors regarding deferred variable remuneration in the form of shares under the individual program 2020 (“IP 2020”) in accordance with item 20 b) in the proposed agenda at the AGM 2020

The Board of Directors of Swedbank AB (publ) (“Swedbank” or the “bank”) has resolved on an individual performance and share based remuneration program for 2020, a part of which is intended to be allotted in the form of shares and the remaining part in cash (“IP 2020”). The part of the resolution regarding variable remuneration in the form of shares has been adopted subject to the AGM’s subsequent approval, according to the following.

Purpose and main features

IP 2020 aims to:

- stimulate the employees in positions of direct importance for creating long-term and sustainable shareholder value to make further efforts,
- attract, keep and motivate the employees and to ensure that the bank’s remuneration levels are competitive in every submarket, and
- create a long-term engagement in the bank with the employees and align their interests with the shareholders’ interest through deferred variable remuneration in the form of shares.

IP 2020 shall be aligned to the bank’s business strategy, promote a sound and effective risk management and discourage excessive risk taking.

In essence, IP 2020 means that to the extent certain performance targets (“Performance Targets”) are achieved during the financial year 2020 (the “Performance Year”) the participants in IP 2020 (the “Participant” or the “Participants”) can be allotted a variable remuneration in the beginning of 2021 (the “Gross Performance Amount”), a part of which (the “Share Performance Amount”) is intended to be allotted in the form of conditional, non-transferable rights (“Performance Rights”). Each Performance Right carries a right to, at the end of a retention period, ultimately receive; automatically and at no cost, one share in Swedbank (“Performance Share”). One part of the Performance Shares will be received during the first half-year of 2022 and one part will be deferred and therefore will be received in 2025, in both cases after the publication of the year-end reports. Certain restrictions on disposal may apply in order to comply with external regulatory requirements.

The deferred portion of the Performance Rights deferral period is divided into a qualification period of approximately three years beginning after the allotment of the Gross Performance Amount and a retention period of approximately one year following the qualification period.

Variable remuneration in the form of shares is not pensionable income. However, the cash component might be pensionable income according to local pension agreements.

When amounts in SEK are described in this proposal, they are expressed exclusive of social security costs, ancillary salary costs and corporate income tax, unless otherwise stated.

Participants

Approximately 470 employees in the Swedbank-Group (the "Group") are included in positions where the individual performance is deemed to be of direct importance for creating revenues and where variable remunerations are assumed to encourage the performance.

Top executives are as a general rule not included. Companies that are excluded are amongst others Swedbank Robur Fonder, the joint venture company Entercard and PayEx. Employees working with any of these companies may be included.

Participants that during the qualification period give or receive notice to leave or due to any other reason ceases to be employed by a IP-eligible company in the Group will not, as a general rule, have the right to continue to participate. However, these restrictions are removed when the retention period starts. Participants who enter leave of absence, parental leave, sick leave or similar during the Performance Year and remain employed have the right to continue to participate, subject to individual adjustments of the terms and conditions. Participants who have received allotment of the Gross Performance Amount and, thereafter, enter leave of absence, parental leave, sick leave or similar and remain employed or retire, have the right to continue to participate. The Board of Directors' Remuneration Committee (the "Remuneration Committee") or the CEO (normally via the Group Executive Committee "GEC"), may deviate from the distinctions above, both as general principles or in individual cases.

Any participation requires that such participation, in the bank's opinion, is permitted and appropriate with regard to applicable laws and regulations and that the bank deems it feasible at reasonable administrative and financial costs, where appropriate with local adjustments.

Performance Targets and Gross Performance Amount

The allotment of the Gross Performance Amount, i.e. the outcome for each Participant is dependent on the extent to which the Performance Targets have been achieved. The Performance Targets are measured during the Performance Year and are, for the majority of the Participants, adopted based on the following evaluation levels:

- the profit after tax, adjusted for capital costs and risks, for the Group¹,
- the profit after tax, adjusted for capital costs and risks, for the respective business area and whether this has been achieved in accordance with a sound risk attitude,
- the risk adjusted results on an individual level and team level based on assessing, inter alia, the fulfillment of individual Performance Targets under the bank's performance development process comprising both financial as well as operational factors. The

¹ The profit, adjusted for capital costs and risks is measured as Economic Profit ("EP"). A prerequisite for allocation is positive EP on Group level as well as on business area level.

evaluation also comprises a number of behaviors linked to the Group's values – open, simple and caring, and

- risk evaluation, which is made on Group- and/or business area level and/or individual level.

The final assessment of the extent to which the Performance Targets have been achieved is made on a discretionary basis by the Board of Directors, or by a person authorized by the Board of Directors. The result of the assessment can be that the total allotment is limited, in whole or in part, at Group level, and/or business area level and/or individual level (so called haircut). Consequently, there is no automatic right to allotment of any Gross Performance Amount even if the Performance Targets, in whole or in part, could be considered to have been achieved.

The maximum Gross Performance Amount is individually predetermined for each Participant and is dependent on, inter alia, business area or function, the Participant's individual position and/or areas of responsibility. The maximum Gross Performance Amount for all employee categories across the Group cannot exceed the variable pay cap as decided by applicable laws or other regulations. For employees who have been identified as material risk takers, the Gross Performance Amount shall not exceed 100 per cent of the yearly fixed remuneration for each individual.

Share Performance Amount etc.

For each Participant, who is defined as a Material Risk Taker, the Gross Performance Amount is as a main rule divided into an upfront allotment (normally 60 per cent) and deferred allotment (normally 40 per cent). Both the upfront and deferred allotments are thereafter equally divided in cash (50 per cent) and a Share Performance Amount (50 per cent). The Share Performance Amount is allotted in Performance Rights. For non-Material Risk Takers, the Gross Performance Amount is normally fully paid out in cash.

The total Share Performance Amount for all Participants in IP 2020 is limited to a maximum of approximately SEK 190m.

The upfront cash portion is intended to be paid to the respective Participants during the first half-year of 2021 and the deferred cash portion in 2024, after the publication of the year-end report for 2023.

Performance Rights

The Share Performance Amount is converted into a number of Performance Rights, rounded off to the nearest whole number, by dividing the Share Performance Amount by the average daily volume weighted price paid per share in Swedbank at Nasdaq Stockholm during the last ten trading days in January 2021 (the "Translation Rate"), however, not lower than SEK 100 per share (the "Floor Price"). The Board of Directors has the right, in connection with certain corporate events, inter alia, in case of a share split or a reverse share split, to resolve on an adjustment of the Floor Price in accordance with general principles on the equity market for recalculation in such events.

The total number of Performance Rights that may be allotted to the Participants amounts to a maximum of approximately 1.9m², which equals the quotient of (a) the highest aggregate Share Performance Amount for all Participants, divided by (b) the Floor Price. If the Translation Rate

² Excluding anticipated dividend compensation and adjustment for forfeited Performance Rights.

hypothetically is assumed to be SEK 140³ the total number of Performance Rights which may be allotted to the Participants amounts to a maximum of approximately 1.4m⁴.

A Performance Right does not constitute a security or a financial instrument and will not be registered on any VP account with any central securities depository. Participants do not have the right to pledge, sell, transfer or in any other way dispose of the Performance Rights.

The deferred portion of the Performance Rights will be subject to a four year deferral period comprised of a three year qualification period with a following retention period of one year. The upfront Performance Rights are subject to a one year retention period.

A Performance Right does not, during the qualification period, carry any right to dividends or other shareholders' rights. During the retention period dividends may be paid to the extent permitted in accordance with applicable regulatory requirements. If and at each time a record day for receiving a cash dividend to a share as resolved by the bank occurs during the retention period, the number of Performance Rights held by each Participant on such record day shall be adjusted by multiplying such number of Performance Rights by an adjustment factor, which shall be calculated according to the following. The adjustment factor shall be the sum of $(1+K)$, where K is the quotient of the resolved cash dividend amount per share (expressed in SEK) divided by the average daily volume weighted price paid per share (expressed in SEK) at Nasdaq Stockholm during the ten trading days occurring from and including the first trading day prior to the relevant record day until and including the eighth trading day after the record day. Employees who have been identified as Material Risk Takers are not entitled to dividend compensation. Further restrictions may be imposed in relation to Material Risk Takers to comply with external regulatory or other requirements.

The number of Performance Rights can be recalculated in case of a bonus issue, new issue of shares, conversion of convertible instruments, share split or reverse share split and in certain other cases.

Each Performance Right carries a conditional right to receive at no cost and automatically one Performance Share in accordance with what is set out in the following.

Performance Shares

Each Performance Right held by a Participant bestows upon the Participant a conditional right to receive automatically and at no cost, one Performance Share at the end of the Performance Rights retention period. The upfront Performance Shares will be received during the first half-year of 2022 and the deferred Performance Shares will be received in 2025 after the publication of the year-end report for 2024. The conditions for receiving a Performance Share are firstly, as a general rule, that the Participant during the deferral period's qualification period has not given or received notice to leave or for any other reason has ceased to be employed by a IP-eligible company in the Group and secondly, the following conditions.

In order for a Performance Right to entitle to receive a Performance Share at no cost, the following conditions must be fulfilled during the qualification period:

³ Rounded share price per year end of 2019 has been used as example translation rate.

⁴ Excluding anticipated dividend compensation and adjustment for forfeited Performance Rights.

- (i) the Performance Targets shall still be deemed to have been achieved to the same extent as at the time of the allotment,
- (ii) the results and performances which formed the basis for the allotment of the Performance Rights shall be found sustainable in a long-term perspective with regard to the financial situation of the bank, the employer and/or the Group,
- (iii) the outcome shall still appear justified with regard to the financial situation of the bank, the employer and/or the Group,
- (iv) the outcome shall still appear justified with regard to (a) the results of the bank, the employer and/or the Group, (b) the results of the relevant business area or function, and (c) the relevant Participant's result,
- (v) the outcome shall appear reasonable with regard to other relevant circumstances, including the situation on the equity market and possible changes in accounting principles and regulatory requirements, and
- (vi) the bank's, the employer's and the Group's position shall not have deteriorated materially, and no apparent risk of such material deterioration shall exist.

The Board of Directors, or the Remuneration Committee after authorization by the Board of Directors, shall prior to and in close proximity to each transfer of Performance Shares by reason of Performance Rights evaluate whether and to which extent the foregoing conditions are fulfilled on Group level and business area level. If not all the conditions are considered to be fulfilled at such time, the Board of Directors or, the Remuneration Committee, has the right, at its own discretion, to unilaterally change the terms and conditions within the framework of IP 2020 as the Board of Directors or, the Remuneration Committee, deems appropriate and in this context for example in whole or in part declare outstanding Performance Rights forfeited, meaning that a fewer number or no Performance Shares at all will be transferred to the Participant. A decision of such change shall be publicly announced no later than in connection with the bank's first financial report following the decision.

Hedging

Swedbank shall, subject to certain conditions, ensure that shares are transferred at no cost to the Participants. To the extent the bank chooses to hedge such commitment, different methods are available to the bank. For example, the commitment can be secured by using own repurchased shares, entering into agreements with financial institutions (equity swap agreements, certificates or similar) or by way of directed issues of shares. The Board of Directors intends to hedge the bank's commitment in relation to IP 2020 through the use of own shares to hedge the commitments towards the Participants. If needed, own shares should be acquired in conjunction with the allotment of Performance rights from Eken 2020 and IP 2020.

The Board of Directors thus proposes that the AGM shall resolve to transfer own shares at no cost to entitled Participants, directly or, where applicable, indirectly through the bank's subsidiaries or to an external party engaged for this purpose, and, if the Board of Directors deems necessary, to transfer shares at Nasdaq Stockholm, in order to cover certain costs, in particular social security costs. For further information please refer to the proposal in item 22 c).

If the AGM does not approve the mentioned hedging alternative, the Board of Directors may instead hedge the bank's commitment to deliver shares according to IP 2020, in whole or in part, by way of an agreement (equity swap agreement, certificate or similar) with a financial institution

engaged for this particular purpose, which according to such agreement will in its own name acquire and transfer to the Participants shares in Swedbank.

Estimated costs for the share part

In the Group's financial accounting, the total Share Performance Amount will normally be recognized as employee costs in the income statement during the accrual period which in the accounts is considered to correspond to the duration.

The total cost corresponds to the Share Performance Amount with deductions for forfeited Performance Rights due to the fact that Participants during the duration give or receive notice to leave or by any other reasons cease to be employed by a IP-eligible company in the Group. The cost is thus adjusted for forfeited Performance Rights, i.e. for accrual conditions that are not market conditions. The cost is not adjusted for market conditions, such as the fluctuation of the real value of the Performance Rights between the time of valuation and when the Participant receives Performance Rights 2021 or as a consequence of the Participant receiving additional Performance Rights as dividend compensation. In addition, social security costs and ancillary salary costs are also treated as employee costs. Furthermore, there are corporate tax effects mainly due to that the employee costs and the social security costs etc. are deductible.

The maximum costs for the Share Performance Amount amounts to approximately SEK 190m, which corresponds to approximately 0.15 per cent of the bank's market value as of 31 March 2020. The estimated cost for the Share Performance Amount amounts to approximately SEK 71m⁵, which corresponds to approximately 0.05 per cent of the market value as of 31 March 2020.

The maximum annual cost in the income statement is expected to be approximately SEK 45m. The estimated annual cost in the income statement amounts to approximately SEK 17m if the bank's result is in line with previous years.

The social security costs, which are deductible, are recognized in the income statement. The costs are depending on the market value of the Performance Shares at the time of delivery 2022 and 2025. The corporate tax is normally affected by the market value of the Performance Shares at said point in time, since the market value as a rule is deductible when calculating the corporate tax. The corporate tax effect which corresponds to each respective country's corporate tax rate – calculated on the recognized cost for the Performance Rights, associated social security costs and other ancillary salary costs – is recognized in the income statement. Additional corporate tax effects are recognized directly in equity. The calculations take into account differences in tax rules in various countries.

Dilution and effect on key ratios

The total number of Performance Rights which may be allotted to the Participants amounts to a maximum of approximately 1.9m⁶. If the Translation Rate hypothetically is assumed to be

⁵ Estimated cost constitutes a preliminary amount.

⁶ Excluding anticipated dividend compensation and adjustment for forfeited Performance Rights.

SEK 140⁷ the total number of Performance Rights which may be allotted to the Participants amounts to a maximum of approximately 1.4m.

The bank's maximum commitment⁸, if hedged by way of a transfer of own shares, results in a total dilution of not more than approximately 0.2 per cent in relation to the outstanding number of shares and votes as of 31 December 2019.

The dilution is expected to have a marginal impact on the Group's key ratios, also when considering Eken 2020 (according to item 22 a)).

If Swedbank's commitment is hedged by way of an agreement (equity swap agreement, certificate or similar) with a financial institution, which according to such agreement will in its own name acquire and transfer to the Participants shares in Swedbank, IP 2020 will not have any dilutive effect, since no new outstanding shares will be added.

Taxation

Taxation of Participants

In Sweden the Participants will be taxed the income year when the Performance Shares are received (the Performance Right is for tax purposes classified as a so called employee stock option). The taxable value of the fringe benefit that arises when receiving the Performance Shares is calculated as the value of the Performance Shares upon delivery. The taxable value will be taxed for the Participants as income from employment.

For participants in other countries than Sweden the value of the fringe benefit will in some countries be taxed as income from employment and in some countries not taxed at all.

Taxation of the bank

In Sweden, Swedbank has full right to deduct the market value of the Performance Shares at the time of transfer to the Participants. The tax deduction follows the financial accounting, i.e., the tax deduction will be accrued over the duration. However, in connection with the transfer of the Performance Shares a final adjustment of the tax deduction (reversed deduction or additional deduction) is made by comparing the market value of the Performance Shares at the transfer with the previous tax deductions. The transfer does not result in any taxable income for Swedbank.

In Sweden the bank is obliged to pay social security costs for the transfer of the Performance Shares based on the market value of the Performance Shares.

In countries outside Sweden the bank normally is entitled to fully deduct for the recognized cost and is obliged to pay social security costs for the transfer of the Performance Shares based on the market value hereof. In some of the countries outside Sweden the deduction of and payment of social security costs can be treated differently depending on the tax legislation in the country in question.

Preparation of the program etc.

⁷ Rounded share price per year end of 2019 has been used as example translation rate.

⁸ Excluding anticipated dividend compensation and adjustment for forfeited Performance Rights.

The proposal for IP 2020 has been prepared by the Remuneration Committee. The Board of Directors' overall assessment is that IP 2020 will motivate the eligible employees to further efforts which will result in long-term creation of value by aligning the interests of the employees with the shareholders' interests.

The Group has share-based programs for 2015 (concluded), 2016, 2017, 2018 and 2019, all of them approved by the general meeting of shareholders of the bank.

The individual program from the previous year has been evaluated. As a result of the evaluation, it is proposed that IP 2020 in large parts remain unchanged in comparison to IP 2019. IP will be assessed prior to next year's AGM and the intention is that a corresponding performance and share based remuneration program, subject to possible amendments resulting from such evaluation, will be proposed for the following years.

The Swedish Financial Supervisory Authority (Sw. Finansinspektionen) and the European Banking Authority issues rules, regulations, guidelines and other regulatory requirements regarding remuneration systems which comprise the bank. It may be necessary to adjust the design of IP 2020 with regard to any amendments to such rules and regulations.

The Board of Directors, or the Remuneration Committee, if so decided by the Board of Directors, has the right to, if necessary, adjust IP 2020 to any new or amended regulatory requirements, or amended practice or interpretation hereof. Such adjustments may result in more stringent as well as more lenient conditions to the variable remuneration according to IP 2020, such adjustments shall however be made in accordance with the principles for IP 2020, as set out in this resolution. The Board of Directors, the Remuneration Committee, or the CEO (normally via GEC), if so decided by the Board of Directors, has the right to resolve on the detailed terms and conditions for IP 2020, based on the principles for the program as they appear in this resolution.

The Board of Directors shall have the right to resolve that the Share Performance Amount shall form a higher proportion of the Gross Performance Amount than 50 per cent and in such case resolve on how large share of the Share Performance Amount, which shall be deferred in accordance with applicable rules.

The Board of Directors' proposal to the AGM

The part of the resolution by the Board of Directors regarding IP 2020 that involves that variable remuneration under the program shall be paid in the form of shares is adopted subject to the AGM's subsequent approval.

Due to the above, the Board of Directors proposes that the AGM resolves to approve the resolution of the Board of Directors regarding deferred variable remuneration in the form of shares under IP 2020.

The AGM's resolution is valid if supported by shareholders holding more than half of the votes cast.

If the AGM does not approve the share part of the Board of Directors' resolution, the Board of Directors may instead resolve on an individual program for variable remuneration with cash remuneration only, from which, where appropriate and considering Eken 2020 (see item 22 a) above), categories of Participants that according to external regulatory requirements may not be

comprised by a purely cash based remuneration program may be excluded. Such a decision could result in an increased cash portion within the limits of the maximum Gross Performance Amount and that IP 2020 will become a purely cash based program with a certain part as deferred cash remuneration.

Stockholm in April 2020

Swedbank AB (publ)

The Board of Directors



TRANSLATION

Proposal of the Board of Directors of Swedbank AB for a resolution regarding transfer of own shares in accordance with item 20 c) in the proposed agenda at the AGM 2020

Background

As set out in the Board of Directors' resolutions regarding a common and an individual performance and share based remuneration program for 2020 ("Eken 2020" and "IP 2020", and together referred to as "Program 2020"), the Board of Directors proposes that the bank's commitments according to:

- a) Program 2020, and
- b) its common and individual performance and share based remuneration programs within the Swedbank Group, resolved by or adopted subject to subsequent approval by a General Meeting of shareholders' of Swedbank ("Previous Programs"),

is to be secured by the transfer, with deviation from the Shareholders' preferential rights, at no cost, of own shares held by Swedbank to entitled participants in Program 2020 and in Previous Programs.

The calculation of the number of shares that are allowed to be transferred in accordance with the proposal in d) below is based on maximum allocation of so called Performance Rights to entitled participants in Program 2020 and actual allocation of Performance Rights to entitled participants in Previous Programs. Further, said number of shares also comprises a buffer for the right to compensation for dividends during the deferral periods in accordance with Program 2020 and Previous Programs.

Transfer of own shares

The Board of Directors proposes that the AGM resolves that:

- a) own shares held or repurchased by Swedbank by virtue of an authorisation to repurchase own shares, may, with deviation from the shareholders' preferential rights, at no cost be transferred to:
 - i. entitled participants in Program 2020 ("Participants"),
 - ii. entitled participants in Previous Programs, and
 - iii. subsidiaries within the Swedbank Group and, where applicable, an external party engaged by the Board of Directors for this purpose, where such subsidiaries and, if applicable, such external party shall be obliged to immediately and at no cost transfer shares to the Participants and, if applicable, also to entitled participants in Previous Programs;
- b) furthermore, own shares may be transferred at Nasdaq Stockholm for the purpose of covering certain costs in connection with Program 2020 or Previous Programs, in particular social security costs and other ancillary salary costs. Such transfer shall be made at a price within

- the prevailing spread between the highest bid price and the lowest ask price for the share at Nasdaq Stockholm at the time of the acquisition and be carried out prior to the AGM 2021;
- c) transfer of shares according to a) above shall be made at no cost to Participants and entitled participants in Previous Programs, in accordance with the conditions on which Participants and entitled participants in Previous Programs are entitled to receive shares, during first half-year of 2022 as well as in 2024 and 2025 after the publication of Swedbank's year-end reports for the financial years 2023 and 2024, respectively (or, for GEC, the first half-year of 2022 as well as 2025 and 2026, after the publication of the year-end reports for the financial years 2024 and 2025, respectively) or the equivalent point in time regarding Previous Programs, however, not later than the end of June during the year in question when the delivery of the Performance Share shall occur;
 - d) transfer of shares according to a) and b) above may not relate to more than 16,000,000 shares in aggregate (or such higher number of shares which may be a result of a bonus issue, share split or corresponding corporate events).

The reason for the deviation from the shareholders' preferential right is to ensure delivery of shares to the Participants and entitled participants in Previous Programs and to cover certain costs in connection with Program 2020 or Previous Programs, in particular social security costs and other ancillary salary costs.

Considering that Swedbank held 13,701,333 own shares on 31 December 2019, a transfer of the maximum amount of shares (16,000,000) would result in a total dilution of approximately 1.2 per cent in relation to the outstanding number of shares and votes as of 31 December 2019.

A resolution on transfer of shares as per above replaces previous AGM's resolutions on transfer at no cost of own repurchased shares to Participants, entitled participants in Previous Programs and entitled participants in any subsequent programs if and to the extent such resolutions have not already been executed.

The Board of Directors' proposal as per above is conditional upon the resolution of the Board of Directors regarding Eken 2020 and/or variable remuneration in the form of shares under IP 2020 having been approved by the AGM.

If the AGM does not approve the proposal as per above, the Board of Directors may, instead hedge the bank's commitment to deliver shares, in whole or in part, for Program 2020 by way of an agreement (equity swap agreement, certificate or similar) with a financial institution, which according to such agreement will in its own name acquire and transfer to the Participants shares in Swedbank.

Majority requirements

For a decision in accordance with the Board's proposal, it is required that the decision of the AGM is supported by shareholders representing at least nine-tenths of both the votes cast and the shares represented at the meeting.

Stockholm in April 2020

Swedbank AB (publ)
The Board of Directors