

Translation

## Welcome to Swedbank's annual general meeting on 20 March 2013

The shareholders in Swedbank AB are hereby given notice to the Annual General Meeting at Dansens Hus, Barnhusgatan 14, 111 24 Stockholm, on Wednesday 20 March 2013 at 10:00 am (CET).

Shareholders are welcome from 8:30 am (CET). Before the Meeting it will be possible for shareholders to ask questions to the management of Swedbank. Light refreshments will also be served before the Meeting.

As a service to non-Swedish speaking shareholders, the Meeting will be simultaneously interpreted into English.

### Notification etc

Shareholders who wish to attend the Meeting must be recorded in the share register maintained by Euroclear Sweden AB ("Euroclear", the Swedish Central Securities Depository) on 14 March, 2013 (the "Record Date"), and must give notice of their attendance to Swedbank's head office no later than 14 March, 2013 preferably before 3 pm (CET).

### Notification may be submitted

- by letter to Swedbank, Box 7839, SE-103 98 Stockholm, Sweden, or
- by telephone +46 8 402 90 60, or
- at [www.swedbank.se/ir](http://www.swedbank.se/ir) under the heading "Årsstämma" (AGM).

The notification shall state the name and in addition thereto, the personal/company registration number (for Swedish permanent residents or companies), address, telephone number and the number of any advisors (not more than two).

Entrance cards, which shall be presented at the entrance to the meeting venue, will be sent from 15 March, 2013.

### Nominee-registered shares

Shareholders whose shares are nominee-registered must – in addition to giving notice of their attendance – request that the shares be temporarily re-registered in their own name at Euroclear. Such registration should be requested at the nominee well before the Record Date – 14 March 2013.

### Proxies etc

Shareholders represented by proxy or a representative should submit a power of attorney, registration certificate or other documents of authority to Swedbank at the address above well before the Meeting, preferably no later than 14 March, 2013. Power of attorney forms are available on the bank's web site at [www.swedbank.se/ir](http://www.swedbank.se/ir) under the heading "Årsstämma" (AGM).

### Personal data

Personal data obtained from the share register, notices of attendance at the Meeting and information on proxies and advisors will be used for registration, preparation of the voting list for the Meeting and, where applicable, the minutes of the Meeting.

### Proposed agenda

1. Opening of the Meeting and address by the Chair of the Board of Directors
2. Election of the Meeting Chair
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Election of two persons to verify the minutes
6. Decision whether the Meeting has been duly convened
7.
  - a) Presentation of the annual report and the consolidated accounts for the financial year 2012
  - b) Presentation of the auditor's reports for the bank and the group for the financial year 2012
  - c) Address by the CEO
8. Adoption of the profit and loss account and balance sheet of the bank and the consolidated profit and loss account and consolidated balance sheet for the financial year 2012
9. Approval of the allocation of the bank's profit in accordance with the adopted balance sheet as well as decision on the record date for dividends and in conjunction herewith the matter submitted by the shareholder Bo Arnells regarding his announced proposal to decrease the share dividend
10. Decision whether to discharge the members of the Board of Directors and the CEO from liability
11. Determination of the number of Board members
12. Determination of the fees to the Board members and the Auditor
13. Election of the Board members and the Chair
14. Decision on the Nomination Committee
15. Decision on the guidelines for remuneration to top executives
16. Decision to acquire own shares in accordance with the Securities Market Act
17. Decision on authorization for the Board of Directors to decide on acquisitions of own shares in addition to what is stated in item 16
18. Decision on authorization for the Board of Directors to decide on issuance of convertibles
19. Approval of performance and share based remuneration programs for 2013
  - a) Decision regarding a common program for 2013
  - b) Decision regarding deferred variable remuneration in the form of shares under an individual program 2013
  - c) Decision regarding transfer of own ordinary shares
20. Matter submitted by the shareholder Bo Arnells on suggested proposal to decrease the share dividend (refer to item 9) and for the bank to become a full service bank again
21. Closing of the meeting

The addresses by the Chair of the Board of Directors and the CEO will be available online following the closing of the Meeting at [www.swedbank.se/ir](http://www.swedbank.se/ir).

### **Nomination Committee**

The Nomination Committee consists of Lennart Anderberg, Chair, appointed by the owner group Föreningen Sparbanksintressenter, Ramsay Brufer appointed by Alecta, Tommy Hjalmarsson appointed the owner group Sparbanksstiftelser, Lars Idermark, Chair of the Board of Directors of the bank and Tomas Norderheim, appointed by the owner group Folksam.

### **Proposals of the Board of Directors and the Nomination Committee etc**

#### **Item 2; Election of the Meeting Chair**

The Nomination Committee proposes that Counsel Claes Zettermarck is elected Chair at the Meeting.

#### **Item 9; Approval of the allocation of the bank's profit in accordance with the adopted balance sheet as well as decision on record date for dividends**

The Board of Directors proposes that of the amount SEK 33 633m at the disposal of the Meeting, SEK 1 790m is distributed as dividends to holders of preference shares and SEK 9 090m is distributed as dividends to holders of ordinary shares and the balance, SEK 22 753m, is carried forward. Hence, a dividend of SEK 9.90 for each preference share and SEK 9.90 for each ordinary share is proposed. The proposed record date is 25 March, 2013. With this record date, the dividend is expected to be paid through Euroclear on 28 March, 2013.

See also the matter submitted by the shareholder Bo Arnells under item 20.

#### **Item 10; Decision whether to discharge the members of the Board of Directors and the CEO from liability**

The Auditor recommends discharge from liability.

#### **Item 11; Determination of the number of Board members**

The Nomination Committee proposes that the number of Board members, which shall be appointed by the Meeting, shall be unchanged at ten.

#### **Item 12; Determination of the fees to the Board members and the Auditor**

The Nomination Committee proposes unchanged fees, meaning that the following fees are proposed for the period until the close of the next AGM: SEK 1 350 000 to the Chair, SEK 675 000 to the Deputy Chair and SEK 400 000 to each of the other Board members. As fee for committee work it is proposed for each Board member of the Risk and Capital Committee SEK 250 000, for the Board member who is also the Chair of the Audit and Compliance Committee SEK 175 000 and for each of the other Board members of such committee SEK 125 000, and for each Board member of the Remuneration Committee SEK 100 000.

The Nomination Committee proposes that the Auditor's fees shall be payable as invoiced.

#### **Item 13; Election of the Board members and the Chair**

The Nomination Committee proposes, for the period until the close of the next AGM, that all Board members are re-elected, thus Olav Fjell, Ulrika Francke, Göran Hedman, Lars Idermark, Anders Igel, Pia Rudengren, Anders Sundström, Charlotte Strömberg, Karl-Henrik Sundström and Siv Svensson.

The Nomination Committee proposes that Anders Sundström be elected as Chair of the Board of Directors.

All proposed members, except Göran Hedman, are, in the opinion of the Nomination Committee, considered as independent in relation to the bank, the management of the bank and the major shareholders of the bank. However, Göran Hedman is considered independent in relation to the management of the bank and the major shareholders of the bank.

#### **Item 14; Decision on the Nomination Committee**

The Nomination Committee proposes a nomination process in accordance with the Swedish code on corporate governance and the following principles:

- The Nomination Committee shall consist of five members. The members shall consist of the Chair of the Board of Directors and in addition thereto the four shareholders who wish to appoint a member and who have the largest holdings in the bank based on shareholdings known on the last banking day in August 2013.
- 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 co-ordinated 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 are still correct.
- The Nomination Committee has a right to co-opt an additional member appointed by a shareholder who has become one of the four 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.
- The Nomination Committee's term of office 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.
- The Nomination Committee has the right, at the expense of the bank, to engage a headhunter or other external consultants which the Nomination Committee deems necessary to fulfil its assignment.
- The duties of the Nomination Committee shall, where applicable, before a coming General Meeting, be to submit proposals for decisions regarding:
  - the election of a Chair of the General Meeting
  - fees for the Board members elected by the General Meeting, including fees for committee work
  - fees 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 for appointing the Nomination Committee.

**Item 15; Decision on the guidelines for remuneration to top executives**

The Board of Directors proposes mainly the following guidelines for remuneration to top executives: In this context, top executives refer to the CEO of the bank and the executives who at each time reports to the CEO and who also are members of the Group Executive Committee. Remuneration and other terms of employment for top executives shall be designed so that they i) are consistent with and promote effective risk management and counteract excessive risk-taking and ii) ensures access to executives with the competence that the bank needs. The guidelines, which apply until the next AGM, shall be applied in relation to every commitment on and every change in remuneration. The Board of Directors shall decide on the remuneration terms and may deviate from the guidelines, if there exist special reasons in a specific case. Remuneration can consist of the components: fixed compensation in the form of base salary, benefits and pension and variable compensation. There should be an appropriate balance between fixed and variable components. Each top executive shall receive a base salary and may be entitled to both general benefits that are offered to all staff and special extra benefits. Pension benefits shall generally be granted in accordance with rules, collective agreements and practice in the country where the executive is permanently resident. Pension benefits may be defined benefit according to collective agreements or defined contribution and are vested once they have accrued. The Board of Directors shall decide on a cap on the pensionable income. If the bank terminates the employment, salary may be paid during a notice period of 6–12 months. In addition, severance pay can be paid during 6–12 months. Variable compensation may be paid in the form of shares and limits for the maximum outcome shall be determined. Payment of variable remuneration shall be deferred and be conditional upon the criteria fulfilment on which the remuneration is based being proved long-term sustainable and on the group's position not having materially deteriorated. If the conditions for payment are not satisfied, the remuneration shall be reduced in whole or in part. The material terms of incentive programs shall be resolved by a General Meeting of Shareholders. The Board of Directors has, subject to approval of the 2013 AGM, decided to implement a performance and share based remuneration program for 2013, the common part of which shall comprise the top executives, according to what is set out in item 19 a). None of the five highest paid top executives participates in any incentive program as was the case also for the corresponding programs 2012 as long as the governmental guarantee program does not allow this.

**Item 16; Decision to acquire own shares in accordance with the Securities Market Act**

The Board of Directors proposes that the bank, to facilitate its securities operations, during the period until the AGM in 2014, in its securities operations shall be permitted to continuously acquire to its so called trading book its own shares in accordance with the Securities Market Act to the extent that the total holding of such shares at any given time does not exceed one (1) per cent of the total number of shares in the bank. The price for such acquired shares shall at each time correspond to the prevailing market price.

**Item 17; Decision regarding authorization for the Board of Directors to decide on acquisitions of own shares in addition to what has been stated in item 16**

The Board of Directors proposes that the AGM authorizes the Board of Directors, for the period until the AGM in 2014, to resolve on acquisitions, in addition to what is stated in connection with item 16, of the bank's own shares on one or more occasions. The total holding of own shares (including shares acquired under item 16) may not exceed one tenth of the total numbers of shares in the bank at each time. Acquisitions may only be made through purchase on NASDAQ OMX Stockholm. An acquisition may only be made at a price within the prevailing spread between the highest bid price and the lowest ask price.

In July 2011 the European Commission announced its proposal on new capital rules, to be implemented during 2013. The proposal is in line with the prior announced proposal on Basel 3. The EU negotiations have been delayed and are expected to be completed in the beginning of 2013. The new rules are likely to become effective on 1 January 2014. In November 2011 the Swedish government, jointly with the Riksbank and the Swedish Financial Supervisory Authority ("FI"), announced new capital requirements for the systemically important Swedish banks, according to which the bank's Common Equity Tier 1 ratio according to Basel 3 must be at least 10 percent 2013 and at least 12 percent 2015, and that total capital at such point in times must be at least 3.5 percentage points higher.

The bank is of the opinion that the implementation of Basel 3 will negatively affect Swedbank's Common Equity Tier 1 ratio with approximately 1.3 percentage points so it would have been 16.1 percent calculated as per 31 December 2012.

New accounting standard for pensions (IAS 19) is effective as of 1 January 2013. Consequently Swedbank's reported pension liabilities will increase by about SEK 4bn and equity will decrease by about SEK 3bn. As a result, the bank's Common Equity Tier 1 ratio will drop by about 0.7 percentage points as of 31 December 2012. The changes in IAS 19 will create volatility in the estimated pension liabilities and hence in banks' equity.

Given the current earnings capacity and knowledge of the new regulatory regime, the Board of Directors is of the opinion that the bank already well exceeds the proposed new requirements on Common Equity Tier 1 capital.

Against that backdrop, the proposal on a buyback-authorization is justified as one of several measures to give the Board of Directors the possibility to continuously adapt the bank's capital structure to existing capital needs.

#### **Item 18; Decision on authorization for the Board of Directors to decide on the issuance of convertibles**

The Board of Directors proposes that the AGM authorizes the Board of Directors, for the period until the AGM in 2014, to resolve on the issuance of convertibles on one or more occasions, with or without deviation from the shareholders' preferential rights. The convertibles shall only convert mandatorily into ordinary shares on certain conditions but not be convertible at the option of the holders. The number of ordinary shares as a result of conversion may not exceed 100 000 000 (or the corresponding number due to bonus issue, rights issue, conversion of convertibles, split or reversed share split or similar corporate events). The Board of Directors resolves on all other terms and conditions for issues of convertible debt instruments.

According to up-coming regulations a loan must, in order for it to be eligible for inclusion as Additional Tier 1 capital in the capital base, contain conditions to the effect either that the loan may be converted into shares if a predetermined trigger event occur, for example that the bank's Common Equity Tier 1 capital ratio drops below a certain level, or that the loan will be written down under corresponding conditions. Debt instruments eligible for inclusion as Tier 2 capital in the capital base may also be issued with similar terms and conditions. An issue of debt instruments convertible into shares can only be made in accordance with the rules of the Swedish Companies Act on issuance of convertibles. Issuance of convertibles may be used to strengthen the bank's equity capital in the event of future actual or anticipated financial difficulties. This possibility should be advantageous also to current shareholders.

Since convertibles issued in accordance with the authorization would mainly be demanded by debt investors of the Swedish and international capital markets, it must be possible to offer them to the market with deviation from the shareholders' preferential rights. The purpose of this proposal is for the bank, without convening a General Meeting of Shareholders, through decision by the Board of Directors, to be able to issue convertibles if considered necessary to effectively handle the capital base.

**Item 19; Approval of performance and share based remuneration programs for 2013**

In conformity with previous years, the Board of Directors has decided on a performance and share based remuneration program for 2013 comprising a common program with deferred variable remuneration in the form of shares (Eken 2013) (see item 19 a)) and an individual program ("IP 2013") with variable remuneration in two parts, cash and deferred variable remuneration in the form of shares (see item 19 b)). Eken 2013 and IP 2013 are in all material respects designed in the same manner on the same terms and conditions as the programs of previous years. The Board of Directors of Swedbank 's decision on Eken 2013, and as far as it relates to deferred variable remuneration in the form of shares, IP 2013 has been made subject to the AGM's subsequent approval.

**Item 19 a); Approval of the resolution of the Board of Directors on a common program (Eken 2013)**

Eken 2013 includes approximately 13 900 employees within the Swedbank Group (Group). Also, top executives are included, i.e. the executives of the Group Executive Committee (GEC) who at each time report to the bank's CEO. However neither the CEO himself nor the additional four members of the GEC who are subject to the bank's undertakings according to the guarantee agreement with the Swedish Government are included as long as the governmental guarantee program does not allow this. Russia, Ukraine and the joint venture company Entercard are also not included.

In essence, Eken 2013 means that to the extent certain performance targets are achieved during the financial year 2013 participants are awarded a variable remuneration in the beginning of 2014 (Share Amount) in the form of conditional, non-transferable performance rights. Each performance right carries a right to receive at no cost in year 2017 one ordinary share in the bank subject to certain conditions being fulfilled at the time of delivery. The allotment of performance rights and the outcome are dependent on the extent to which the performance targets are achieved. The performance targets are based on the profit, adjusted for capital costs and risks, of the Group and the individual performance under the bank's performance development process which comprises an assessment of a number of behaviors linked to the Group's values – open, simple and caring.

The maximum Share Amount is normally limited to 2.7 months' salary for an individual participant employed in Estonia, Latvia or Lithuania and 1.35 months' salary for an individual participant employed in another country. Depending on the assessment re-allocation between participants may occur resulting in the maximum Share Amount being three times the above mentioned limitations. The base salary is defined as the agreed fixed salary for December 2013.

The total Share Amount for all participants is limited to approximately SEK 678m excluding social security costs and ancillary salary costs.

Conversion of the allotted Share Amount into performance rights is made by dividing such amount by the average daily volume weighted price paid per ordinary share in Swedbank at NASDAQ OMX Stockholm during the last ten trading days in January 2014 (the Translation Rate), however, not lower than SEK 50 per share (the Floor Price).

The total number of performance rights that may be allotted to the participants amounts to a maximum of approximately 13.6m, excluding anticipated dividend compensation and adjustment for forfeited performance rights, which equals the quotient of (a) the highest aggregate Share Amount for all participants divided by (b) the Floor Price. If the Translation Rate is hypothetically assumed to be SEK 150, the total number of Performance Rights which may be allotted to the Participants amounts to a maximum of approximately 4.5m, excluding anticipated dividend compensation and adjustment for forfeited performance rights.

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

The maximum cost for the Share Amount amounts to approximately SEK 678m, which corresponds to 0.4 percent of the bank's market value as of 31 January 2013. The estimated cost for the Share Amount amounts to approximately SEK 377m, which corresponds to 0.2 percent of the bank's market value as of 31 January 2013.

The maximum annual cost in the income statement is expected to be approximately SEK 163m. The estimated annual cost in the income statement amounts to approximately SEK 90m.

The estimates above are standardized and based upon an achievement of the performance targets corresponding to approximately 55 percent of the total Share Amount.

If the bank's estimated maximum commitment exclusive of anticipated dividend compensation and adjustments for forfeited performance rights is hedged by way of transfer of own ordinary shares acquired by virtue of authorization from the AGM, this would result in a total dilution of not more than approximately 1.2 percent in relation to the outstanding number of shares and votes as of 31 December 2012. The dilution is expected to have a marginal impact on the Group's key ratios, also when taken together with the proposed IP 2013 (according to Item 19 b)).

#### **Item 19 b); Approval of the resolution of the Board of Directors of Swedbank regarding deferred variable remuneration in the form of shares under IP 2013**

IP 2013 comprises approximately 800 employees in the Swedbank Group (Group) in positions of direct importance for creating long-term sustainable shareholder value. Top executives (see item 19 a)) are not included. Russia, Ukraine and the joint venture company Entercard are also not included.

IP 2013 provides a possibility to receive variable remuneration partly in the form of cash remuneration, partly in the form of deferred remuneration consisting of shares. In essence, the program means that to the extent certain performance targets are achieved during the financial year 2013 the participants are allotted a variable remuneration in the beginning of 2014 of which a part (Share Amount) is allotted in the form of conditional, non-transferable performance rights. Each performance right carries a right to receive at no cost in year 2017

one ordinary share in the bank, subject to certain conditions being fulfilled at the time of delivery. As a main rule the Share Amount for each participant is normally 40 percent of the determined variable remuneration. The Board of Directors however reserves the right to resolve that for certain categories of participants the Share Amount will be a higher portion of the variable remuneration than 40 percent and also to make adjustments in any other manner.

The allotment of performance rights and the outcome of are dependent on the extent to which the performance targets are achieved. The performance targets are, for the majority of the participants, determined on the following three evaluation levels (1) the profit after tax, adjusted for capital costs and risks, for the Group (2) the profit, adjusted for capital costs and risks, for the respective business area and whether this has been achieved in accordance with the business area's strategic plan and a sound risk attitude and (3) the risk adjusted results on an individual level and team level. At this level, the outcome is assessed inter alia under the bank's performance development process which comprises both financial and operational factors. Further, a number of behaviors linked to the Group's values – open, simple and caring - are assessed.

The total Share Amount for all participants is limited to a maximum of approximately SEK 223m, which corresponds to 0.1 percent of the bank's market value as of 31 January 2013.

Conversion of the allotted Share Amount into performance rights is made in the same way as in Eken 2013 on the basis of a translation rate (the Translation Rate) based on the average daily volume weighted price paid per ordinary share in Swedbank at NASDAQ OMX Stockholm during the last ten trading days in January 2014, however, not lower than SEK 50 per share (the Floor Price).

The total number of performance rights that may be allotted to the participants amounts to a maximum of approximately 4.5m, excluding anticipated dividend compensation and adjustments for forfeited performance rights, which equals the quotient of (a) the highest aggregate Share Amount for all participants divided by (b) the Floor Price. If the Translation Rate is hypothetically assumed to be SEK 150, the total number of performance rights which may be allotted to the Participants amounts to a maximum of approximately 1.5m, excluding anticipated dividend compensation and adjustments for forfeited performance rights.

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

The maximum annual cost in the income statement is expected to be approximately SEK 54m. The estimated annual cost in the income statement amounts to approximately SEK 28m.

The estimates above are standardized and based upon an achievement of the performance targets corresponding to approximately 50 percent of the total Share Amount.

If the bank's estimated maximum commitment exclusive of anticipated dividend compensation and adjustments for forfeited performance rights is hedged by way of transfer of own ordinary shares acquired by virtue of authorization from the AGM, this would result in a total dilution of not more than approximately 0.4 percent in relation to the outstanding number of shares and votes as of 31 December 2012. The dilution is expected to have a marginal impact on the

Group's key ratios, also when taken together with the proposed Eken 2013 (according to item 19 a)).

#### **Item 19 c); Decision regarding transfer of own ordinary shares**

The Board of Directors is of the opinion that the most cost efficient and flexible method to secure Swedbank's commitment under Eken 2013 and IP 2013 respectively, (together referred to as "Program 2013"), and previous common and individual performance and share based remuneration programs within the Swedbank Group – that in whole or in part - have been resolved by or adopted subject to subsequent approval by a General Meeting of Shareholders' of Swedbank ("Previous Programs") - is to, with deviation from the shareholders' preferential rights, transfer at no cost own ordinary shares held by Swedbank and acquired by virtue of authorization by an AGM to eligible participants in Program 2013 and Previous Programs.

The Board of Directors' proposal consists of transfer of own ordinary shares at no cost partly to entitled participants under Program 2013 and Previous Programs, directly or where applicable through the bank's subsidiaries or an external party engaged for this purpose and partly at NASDAQ OMX Stockholm if the Board of Directors deems it appropriate, to cover certain costs, in particular social security costs and ancillary salary costs.

Transfer of shares according to above may not relate to more than 33 000 000 ordinary shares in aggregate (or such adjusted higher number of ordinary shares which may be a result of a bonus issue, share split, dividend compensation or corresponding corporate events). If transfer of the maximum amount of ordinary shares 33 000 000 occurs, this would result in a total dilution of approximately 3 percent in relation to the outstanding number of shares and votes as of 31 December 2012.

The Board of Directors' proposal as per above is conditional upon the resolution of the Board of Directors regarding Eken 2013 and/or deferred variable remuneration in the form of shares under IP 2013 having been approved by the AGM.

If the AGM does not approve of the proposal as per above, the Board of Directors intends to hedge the bank's commitment to deliver ordinary shares, in whole or in part, for Program 2013 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 ordinary shares in Swedbank.

#### **Total number of shares and votes in Swedbank**

At the time of issuance of this notice the total number of shares in Swedbank amounts to 1 132 005 722 of which 951 149 816 are ordinary shares and 180 855 906 are preference shares. The number of voting rights in Swedbank amounts to 1 132 005 722. If shareholders elect to convert their preference shares into ordinary shares during the month of February 2013, the distribution between the number of ordinary shares and preference shares will change. Of the total number of shares, 33 000 000 ordinary shares and 936 793 preference shares, are held by the bank itself.

#### **Majority requirements**

Approval of the Board of Directors' proposal according to items 16-18 requires that the AGM's resolution is supported by shareholders representing at least two thirds of the votes cast and shares represented at the Meeting. Approval of the Board of Director's proposal according to

item 19 c) requires that the AGM's resolution is supported by shareholders representing at least nine tenths of the votes cast and shares represented at the Meeting.

#### **Complete proposals etc.**

The accounts and auditor's reports, the complete proposals of the Board of Directors in respect of items 9 and 15–19, the Board of Director's statements pursuant to items 9, 16 and 17, the statement from the bank's Auditor according to Chapter 8, Section 54 of the Swedish Companies Act, the complete proposals of the Nomination Committee and the matter submitted by the shareholder Bo Arnells in respect of item 20 will be made available at Swedbank, the Company Secretary, Brunkebergstorg 8, Stockholm, no later than from and including 27 February, 2013. The documents will be sent to shareholders who so request and provide their postal address. The documents, together with the annual report, will also be made available no later than the above mentioned date at [www.swedbank.se/ir](http://www.swedbank.se/ir).

#### **Information at the Annual General Meeting**

At the AGM, the Board of Directors and the CEO are under a duty to, upon request by any shareholder and where the Board of Directors believes that such may take place without material damage to the bank and without any appreciable inconvenience to any person, provide information, regarding any circumstances which may affect the assessment of a matter on the agenda or of the bank's financial situation. Such duty to provide information applies also to the bank's relation to other group companies, the consolidated accounts and such circumstances regarding subsidiaries as specified in the foregoing sentence.

#### **The shareholders are warmly welcomed to the AGM.**

Stockholm in February 2013  
Swedbank AB (publ)  
The Board of Directors