

TRANSLATION

Proposal of the Nomination Committee of Swedbank AB in accordance with item 2, 12-17 of the proposed Agenda for the AGM 2018

The nomination committee for the 2018 annual general meeting

Swedbank's 2017 Annual General Meeting adopted a Nomination Committee selection process for the 2018 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 2017, and the Chair of the Board of Directors.

The Nomination Committee has consisted of the following members:

- Lennart Haglund, appointed by Sparbanksgruppen, Chair of The Nomination Committee,
- Jens Henriksson, appointed by the owner-group Folksam
- Ramsay Brufer, appointed by Alecta
- Johan Sidenmark, appointed by AMF
- Peter Karlström, appointed by the owner-group Sparbanksstiftelserna
- Lars Idermark, Chair of the Board of Directors of Swedbank AB

Prior to the Annual General Meeting the Nomination Committee has 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 members work
- fees for the external auditor
- the election of the members of the Board of Directors and Chair
- the election of external auditor
- principles for appointment of the Nomination Committee

Work of the Nomination Committee ahead of the Annual General Meeting

The present Nomination Committee held its statutory meeting on 1 September 2017, in accordance with principles adopted by the Annual General Meeting, with Lennart Haglund as Chair. The composition of the Nomination Committee was made public via a press release on 6 September 2017.

The Nomination Committee has examined an internal Board evaluation in form of a written questionnaire answered by the members of the Board of Directors. In addition, the Nomination

Committee has (Chairman of the Board of Directors not present) met and interviewed four of the members, about their experience and view of the work in the Board of Directors. In short, the evaluation showed that the work of the Board of Directors is well functioning and the Chair of the Board of Directors is considered to lead the work well and to create a good working atmosphere. As part of the Board evaluation, the Chair of the Board of Directors has conducted one to one meetings with each board member. The Nomination Committee has orally been briefed regarding the outcome of these meetings.

From the Board evaluation, 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 taken into account Swedish legislation regarding the number of board assignments that a board member in a bank is allowed to have. In addition, the Nomination Committee has assessed the candidates' ability to devote enough time on the assignment as well as the overall collective knowledge and expertise of the members.

Finally, the Nomination Committee has, in accordance with requirements set out by the European Banking Authority (EBA), conducted an assessment of suitability of the proposed candidates. The Nomination Committee has in this assessment evaluated and documented the experience and competence, reputation, potential conflict of interest and the suitability for the Board assignment in general of the candidates.

The Nomination Committee has worked unconditionally with the intention to provide Swedbank with the best and most suitable Board of Directors, in accordance with the guidelines set for the nomination proceedings. The Nomination Committee has especially emphasized the importance of experience from the financial sector, change management, digitization and operational management of a complex consumer-driven business. Both the strive for equality between genders and the diversity perspective have been considered. The Nomination Committee has decided to nominate Lars Idermark to be re-elected as Chair of the Board of Directors. Lars Idermark's background from operational work in the bank, years of experience from capital management, leading positions in companies of diverse nature, and the successful and well balanced presidency of the Board of Directors have been considered. Lars Idermark has not been present when the Nomination Committee has discussed the proposal for Chair of the Board of Directors.

Furthermore, the Nomination Committee has asked Anna Mossberg, with substantial experience from change management and digitalization in a highly regulated environment, if she is available to be elected as board member. Together with the board members nominated for re-election, this gives an experienced and competent board, well equipped to lead Swedbank into the future.

In order to, as far as possible, avoid conflicts of interest, Anna Mossberg has announced that she intends to leave her assignment in the board of directors of HusmanHagberg AB. Anna Mossberg has also announced that she will leave her employment with Google Sverige AB.

In addition, the Nomination Committee has discussed and proposed external auditor, Board of Directors' fees, external auditor's fees and principles for appointing the Nomination Committee. Finally, the Nomination Committee has discussed the election of the Chair of the 2018 Annual General Meeting.

The Nomination Committee has met on ten occasions, interviewed possible new Board members and also 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 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 Counsel Wilhelm Lüning should be elected as Chair of the Annual General Meeting.

Reason:

Wilhelm Lüning is suitable to chair the Annual General Meeting due to, among other things, his competence in company law and long experience as a lawyer.

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. The proposal entails 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 Annual General Meeting 2017 decided that the number of Board members should increase from eight to nine. Due to the need of further competence in the area of digitalization, and in order to complement the Board of Directors with said competence, the Nomination Committee proposes that the number of Board members elected by the Annual General Meeting should increase to ten.

Proposal regarding the remuneration of the Board of Directors and auditor Proposal

The Nomination Committee proposes to raise the remuneration to the Board of Directors calculated on an annual basis as follows, corresponding to an average raise of 3.23 percent (calculated on today's number of members): SEK 2,540,000 (presently 2,460,000) to the Chair of the Board of Directors; SEK 850,000 (825,000) to the Deputy Chair of the Board of Directors; SEK 570,000 (550,000) to each of the ordinary members of the Board of Directors; SEK 360,000 (350,000) to the Chair of the Board's Audit committee; SEK 232,500 (225,000) to each of the other members of the Board's Audit committee; SEK 410,000 (400,000) to the Chair of the Board's Risk and Capital committee; SEK 230,000 (225,000) to each of the other members of the Board's Risk and Capital committee; SEK 102,500 (100,000) to the Chair of the Board's remuneration committee; SEK 102,500 (100,000) to each of the other members of the Board's remuneration committee.

It is noted that Lars Idermark, 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 Director.

Only Board members elected by the Annual General Meeting shall receive remuneration.

Reason:

The Nomination Committee notes that the work in the Board of Directors of Swedbank is complex and time-consuming and there are high demands on the Board members commitment. The proposed remuneration for the Board of Directors is considered to be on market, though not market leading.

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 board chair

The Nomination Committee has adopted a policy for suitability assessment and promotion of diversity etc. The policy is applied in the Nomination Committee's work with the nomination of board members, and can be summarized as follows:

- With regards to the banks 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. 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, 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. (It is noted that Swedbank's Board of Directors already fulfills the requirement of an even gender representation and the Nomination Committee shall ensure that the representation is maintained).
- 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
- deputies to Board members elected by the Annual General meeting shall not be appointed

Proposal

The Nomination Committee proposes re-election of nine Board members, and new election of one Board member, for the period until the end of the next Annual General Meeting.

Re-election of

Bodil Eriksson
Ulrika Francke
Mats Granryd
Lars Idermark
Bo Johansson
Peter Norman
Annika Poutiainen

Siv Svensson
Magnus Ugglå

Election of
Anna Mossberg

The Nomination Committee proposes that the Annual General Meeting appoints Lars Idermark as Chair of the Board of Directors.

Reason:

All Board members have declared that they are available for re-election.

The assessment of the Nomination Committee is that it is suitable to propose Anna Mossberg for election.

Anna Mossberg (born 1972) has a background from the internet and telecom industry, where she, among other things, for approximately 15 years has held various leading positions in the Telia Group. In 2010 Anna Mossberg held the position as Managing Director for the internet service provider Bahnhof. During 2012 - 2014 Anna held the position as Senior Vice President Strategy and Portfolio Management at Deutsche Telecom AG in Germany; a role she left when she in 2015 was appointed Business Area Manager at Google Sverige AB. Anna Mossberg is currently board member of HusmanHagberg AB and proposed as board member of SwissCom AG.

It is the Nomination Committee's opinion that the proposed Board member is an experienced person who possesses the knowledge required to, as Board member, safeguard Swedbank's and its owners' interests in the best way.

Proposed members' independence according to the Swedish Corporate Governance Code

The Nomination Committee considers all proposed Board members, except Bo Johansson, 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 Johansson is the Managing Director of Sparbanken Sjuhäråd AB, which according to the Swedish Corporate Governance Code is to be considered a closely related company to Swedbank. Furthermore, Swedbank and Sparbanken Sjuhäråd have extensive business relations through a co-operation agreement entered by the parties.

Further information regarding the proposed Board members is available on www.swedbank.se, under the heading Annual General Meeting.

Proposal for election of external auditor

Proposal

The Nomination Committee proposes re-election of Deloitte AB for the period until the end of the next Annual General Meeting. The decision is conditional upon that the General Meeting resolves to amend the regulations in the Articles of Association concerning the term of the external auditor.

Reason

At the 2014 Annual General Meeting, Deloitte AB was elected as external auditor for a period of four years, until and including the Annual General Meeting 2018. Due to the auditor rotation rules, Deloitte AB is not eligible for re-election for another four-year period. Hence, in accordance with the recommendation of the Audit Committee, the Nomination Committee proposes that Deloitte AB is elected external auditor for a period of one year, until the end of the Annual General Meeting 2019.

Principles for appointing the Nomination Committee

Proposition

The Nomination Committee proposes the following principles for the appointment of the Nomination Committee.

- The Nomination Committee consists 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 2018. 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.
- 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.
- The Nomination Committee has the right, at the expense of the bank, to engage a head hunter or other external consultants which the Nomination Committee deems necessary to fulfil its assignment.
- The duties of the Nomination Committee shall be, where applicable, before a coming Annual General Meeting submit proposals for decisions regarding:
 - the election of a 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 members work

- fees for the external auditor
- the election of the members of the Board of Directors and the Chair of the Board of Directors
- the election of external auditor
- principles for appointing the Nomination Committee

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 still the most suitable model for Swedbank.