

TRANSLATION

Proposal of the Nomination Committee of Swedbank AB in accordance with item 2, 11-16 of the proposed Agenda for the AGM 2019

The nomination committee for the 2019 Annual General Meeting

Swedbank's 2018 Annual General Meeting adopted a Nomination Committee selection process for the 2019 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 2018, 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,
- 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 (publ)

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 on how the Nomination Committee shall be appointed

Work of the Nomination Committee ahead of the Annual General Meeting

The present Nomination Committee held its statutory meeting on 11 September 2018, 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 12 September 2018.

The Nomination Committee has examined a written internal Board evaluation. As part of the Board evaluation, the Chair of the Board of Directors has conducted one to one meetings with each board member. The Chair of the Board of Directors has orally briefed the Nomination Committee regarding the outcome of these meetings. In addition, the Nomination Committee has (the Chair of the Board of Directors not present) interviewed two of the members of the board 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 very well and to create a good working atmosphere.

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 taken into account Swedish legislation regarding the maximum 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 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 customer-driven business. The strive for equality between genders as well as 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.

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

In addition, the Nomination Committee has discussed and proposed external auditor, Board of Directors' fees, external auditor's fees and principles on how the Nomination Committee shall be appointed. Finally, the Nomination Committee has discussed the election of the Chair of the 2019 Annual General Meeting.

The Nomination Committee has met on seven occasions, and interviewed two of 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 2019.

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 in 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 nine members elected by the Annual General Meeting. The proposal entails a decrease 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 2018 decided that the number of Board members should increase from nine to ten. In January 2019, one Board member announced that, due to another assignment, the member was prevented from continuing the assignment in Swedbank's Board of Directors. The Nomination Committee assesses that the remaining members together have required experience and expertise to lead Swedbank into the future.

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 5 percent (calculated on proposed number of members): SEK 2,630,000 (presently 2,540,000) to the Chair of the Board of Directors; SEK 885,000 (850,000) to the Deputy Chair of the Board of Directors; SEK 605,000 (570,000) to each of the ordinary members of the Board of Directors; SEK 395,000 (360,000) to the Chair of the Board's Audit Committee; SEK 240,000 (232,500) to each of the other members of the Board's Audit Committee; SEK 430,000 (410,000) to the Chair of the Board's Risk and Capital Committee; SEK 250,000 (230,000) to each of the other members of the Board's Risk and Capital Committee; SEK 105,000 (102,500) to the Chair of the Board's Remuneration Committee; SEK 105,000 (102,500) 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, time-consuming, highly regulated and sets high demands on the Board members commitment and expertise. It is further noticed that the workload in the Board's Risk and Capital Committee has increased during the year, e.g. due to the entering into force, on June 30, 2018, of the European Banking Authority's (EBA) guidelines on internal governance (GL11), resulting in that all risks, except financial risks, now are prepared in this committee. Also the complexity of the work of the Board's Audit Committee has increased due to increased focus on risks in connection with financial reporting. The proposed remuneration for the Board of Directors is considered to be on market level, 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 Chair of the board

The Nomination Committee has 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, 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 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, in accordance with below, re-election of all current nine Board members 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
Anna Mossberg

Peter Norman
Siv Svensson
Magnus Ugglå

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.

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.com, under the heading Annual General Meeting.

Proposal for election of external auditor

Proposal

The Nomination Committee proposes election of PwC Sweden AB for the period until the end of the Annual General Meeting in 2023.

Reason

The Nomination Committee has examined statements and comments from the Board's Audit Committee regarding proposal for election of external auditor, interviewed the Chair of the Board's Audit Committee regarding the selection process, and met with representatives from PwC's proposed auditing team. The recommendation and preference of the Board's Audit Committee is that PwC Sverige AB is elected as external auditor for Swedbank AB. The Nomination Committee shares the opinion of the Board's Audit Committee and considers it suitable to propose election of PwC Sverige AB as external auditor for Swedbank AB, since the company is expected to manage the assignment as external auditor in a correct and efficient way.

Principles on how the Nomination Committee shall be appointed

Proposition

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 2019. 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 Swedbank, 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
 - remuneration to the Board members elected by the Annual General Meeting, including remuneration 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 on how the Nomination Committee shall be appointed

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.