

NORDEA BANK ABP

ARTICLES OF ASSOCIATION

1 October 2018

§ 1 Trade Name of the Company

The trade name of the company is Nordea Bank Abp and in Finnish Nordea Bank Oyj.

§ 2 Domicile of the Company

The domicile of the company is Helsinki.

§ 3 Field of Business

As a commercial bank, the company engages in business activities that are permitted to a deposit bank pursuant to the Finnish Act on Credit Institutions. The company provides investment services and performs investment activities pursuant to the Finnish Act on Investment Services. Further, in its capacity as parent company, the company attends to and is responsible for overall functions in the group, such as management, supervision, risk management and staff functions.

§ 4 Board of Directors

The board of directors is responsible for the company's administration and for expedient organisation of its business activities. The board of directors also represents the company.

The board of directors consists of not less than six and not more than fifteen members. The term of office for the members of the board of directors expires at the end of the annual general meeting following the election.

§ 5 Managing Director

The company has a managing director and a deputy for the managing director.

§ 6 Financial Period

The financial period of the company coincides with the calendar year.

§ 7 Auditors

The company has an auditor that shall be an audit firm whose responsible auditor is an Authorized Public Accountant (KHT). The term of office for the auditor expires at the end of the annual general meeting following the election.

§ 8 Right to Represent the Company

Members of the board of directors and the managing director have the right to represent the company two together.

In addition, the board of directors can authorise named persons to represent the company, either two together or each severally together with the managing director or a member of the board of directors.

§ 9 Notice of General Meetings

The notice convening a general meeting shall be issued to shareholders on the company's website not earlier than three (3) months prior to the meeting and not later than three (3) weeks prior to the meeting, however, always not later than nine (9) days prior to the record date of the general meeting.

§ 10 Participation in the General Meeting

In order to be able to participate in a general meeting, a shareholder shall inform the company not later than the specific date stated in the notice convening the meeting. This date may be a maximum of ten days prior to the general meeting.

The board of directors can decide on organising a general meeting without a meeting venue whereby shareholders can exercise their decision-making power in full and in real time during the meeting using telecommunication connection and technical means

§11 Annual General Meeting

At an annual general meeting, which shall be held annually before the end of May, the following shall be presented:

1. the financial statements and the consolidated financial statements as well as the report by the board of directors;
2. the auditor's report;

decided:

3. on the adoption of the financial statements and the consolidated financial statements;
4. on the use of the profit indicated in the balance sheet and the consolidated balance sheet;
5. on discharging the members of the board of directors and the managing director from liability;
6. on the adoption of the remuneration policy, when necessary;
7. on the adoption of the remuneration report;
8. on remuneration for members of the board of directors and the auditor;
9. on the number of members of the board of directors;

elected:

10. members of the board of directors;
11. an auditor;

as well as attended to:

12. other issues mentioned in the notice convening the meeting.

§ 12 Book Entry Securities System

The shares in the company belong to the book entry securities system.