

Copenhagen, Helsinki, Oslo, Stockholm, 28 April 2010

## Directed offer for C-shares for Long Term Incentive Programme 2010

**The Board of Directors of Nordea Bank AB (publ) has decided, in accordance with an authorisation given by the Annual General Meeting on 25 March 2010, on a directed offer for the acquisition of shares to the subscriber of C-shares in Nordea, ie Royal Bank of Scotland plc ("RBS"). The offer is part of the implementation of Nordea's Long Term Incentive Programme 2010 and includes all 5,125,000 C-shares which Nordea will issue.**

Acquisition will be made during the period 5 May - 20 May 2010. Payment for acquired shares will be made in cash, and the price per share will be EUR 1 plus an administration fee. The price is expected to amount to approximately EUR 1.003 per share. Acquisition also includes a so-called interim share, designated by Euroclear Sweden AB as a "paid subscription share" (Swedish "BTA") relating to a C-share. Nordea currently holds 11,908,074 own ordinary shares and no own C-shares or paid subscription shares relating to a C-share.

RBS has informed Nordea that it intends to accept the offer.

After all 5,125,000 C-shares have been acquired, the Board of Directors intends to convert them to ordinary shares.

### **For further information:**

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*The information in this press release is such that Nordea shall announce publicly according to Act (1991:980) regarding trading with financial instruments and/or Act (2007:528) regarding the securities market.*

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*Nordea's vision is to be a Great European bank, acknowledged for its people, creating superior value for customers and shareholders. We are making it possible for our customers to reach their goals by providing a wide range of products, services and solutions within banking, asset management and insurance. Nordea has around 10 million customers, approx. 1,400 branch offices and a leading net banking position with 6 million e-customers. The Nordea share is listed on the NASDAQ OMX Nordic Exchange in Stockholm, Helsinki and Copenhagen.*