

# Corporate Governance Report

SBAB Bank AB (publ) (SBAB) is a Swedish public limited banking company that is wholly owned by the Swedish state. SBAB is domiciled in Solna. Owner governance of SBAB is exercised through general shareholder meetings, the Board of Directors and the CEO in accordance with the Companies Act, the Articles of Association, and the policies and instructions adopted by SBAB. The owner also governs SBAB through application of the State Ownership Policy and principles for state-owned enterprises, as adopted by the government on 27 February 2020 (the "Ownership Policy") which, inter alia, requires that SBAB apply the applicable parts of the Swedish Corporate Governance Code (the "Code"). This Corporate Governance Report has been prepared pursuant to the regulations covering corporate governance reports in the Code and the applicable annual accounts act pursuant to the Ownership Policy. SBAB also follows a number of international sustainability guidelines and the regulations that apply for companies with listed securities in the regulated markets where SBAB's securities are listed.

This Corporate Governance Report has been subject to a statutory review by the company's auditor.

## The foundation of SBAB's corporate governance

Well-functioning corporate governance, risk management and internal governance are essential for SBAB to reach set targets and gain the confidence of its stakeholders. In addition to corporate governance in the traditional sense, which describes the system by which a company is governed and controlled, SBAB's vision, mission, business idea and values are important elements in SBAB's governance model, as is information transparency, corporate culture, leadership and the long-term sustainable conduct of operations. This, together with corporate governance, leads to an overall high level of confidence in SBAB's operations. Confidence forms the basis of all banking operations.

## Application of the Code

Since SBAB is wholly owned by the state, SBAB applies the Code with the exception of those rules pertaining to the Nomination Committee and the rules covering the election of the Board and auditors. Moreover, SBAB does not apply those rules that are specifically aimed at companies with more than one owner. In cases where the rules for remuneration to senior executives in the Code differ from the principles from the government in the Ownership Policy, the latter apply. Based on the ownership structure and with

observance of the Ownership Policy, the following deviations from the Code rules have occurred:

*Code rule 1.1* – publication of information regarding the shareholders' right to propose business for the Annual General Meeting (AGM). The purpose of this rule is to give shareholders the opportunity to prepare ahead of time for the AGM and have matters included in the agenda for the AGM. In companies entirely owned by the Swedish state, in accordance with the owner's guidelines, the public shall be invited to attend the AGM. As a notice is sent to the Central Bureau of the Swedish Riksdag (parliament), members of parliament also have the opportunity to attend.

*Code rule 1.3* – proposal of a chair for the annual general meeting. In state-owned companies, the owner submits its proposed nominee for the chair at the general meeting.

*Code rule 2* – the establishment of a nomination committee responsible for matters such as the appointment and remuneration of the Board of Directors and the auditor. The reason for the deviation is that nomination matters in state-owned companies are handled by the government in the manner described in the Ownership Policy.

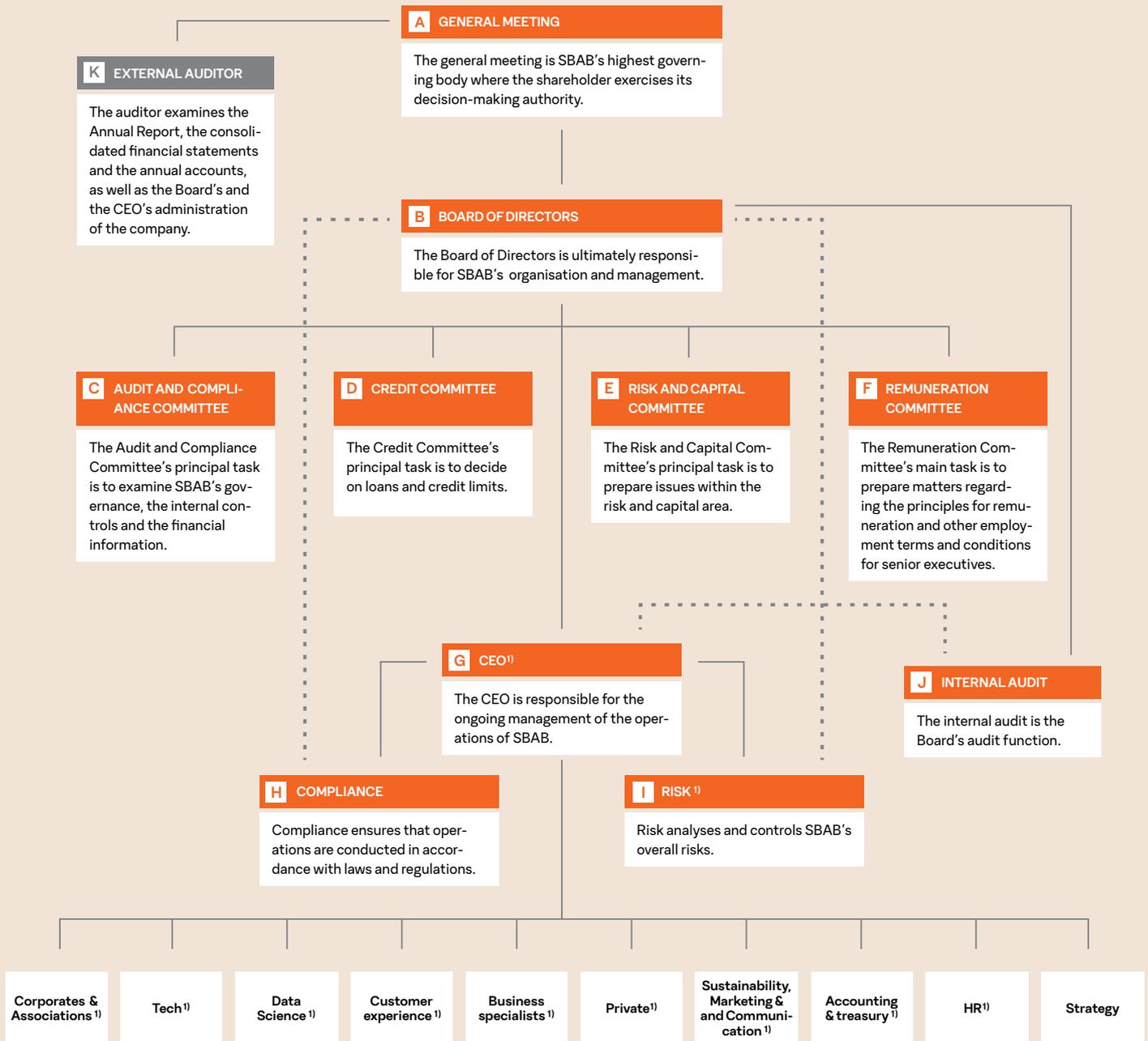
*Code rule 4.1* – strive for gender balance on the Board. More specific gender balance guidelines are given for state-owned companies as a result of the Swedish Min-

istry of Enterprise and Innovation's coordinated board nomination process.

*Code rules 2.6, 4.4, 4.5, 4.6 and 10.2* – information to be provided concerning the independence of Board members in relation to major shareholders. No such information is provided since the primary objective of the Code rules in question is to protect minority shareholders in companies with dispersed ownership. Consequently, in accordance with the corporate governance principles for state-owned enterprises, there is no reason for such information concerning independence to be disclosed in entirely state-owned companies.

## Articles of Association

SBAB's Articles of Association regulate matters such as the company's business objectives, which are primarily to conduct banking operations. The Articles of Association do not include any stipulations regulating the appointment or dismissal of Board members, with the exception of stipulations stating that the AGM is to appoint the Chairman of the Board and determine the minimum and maximum number of Board members. It is further stated that if the Chairman of the Board resigns from his or her office during the mandate period, the Board is to appoint one of the Board members as the new Chairman until the end of the AGM, when a new Chairman will be elected by the AGM. For amendments to be made to the Articles of Association, the notice of the extraordinary general meeting that will



<sup>1)</sup> Included in Executive Management.

address amendments to the Articles of Association is to be issued not earlier than six weeks and not later than four weeks prior to the meeting.

**A General meeting of shareholders**

SBAB's Annual General Meeting was held on 27 April 2022. The members of parliament as well as the general public were invited to attend the AGM, either physically or digitally. The owner is represented by Matilde Abejón of the Swedish Ministry of Enterprise and Innovation. Most of SBAB's Board members, the CEO and SBAB's auditor also attended the AGM. Jan Sinclair, Chairman of the Board of SBAB, served as the Chairman of the AGM. The General Meeting resolved to elect the following Board members: Jan Sinclair (Chairman), Lars Börjesson, Inga-Lill Carlberg, Jenny Lahrin, Jane Lundgren Ericsson, Wenche Martinussen, Leif Pagrotsky and Synnöve Trygg. At the time of the AGM, the local trade unions had appointed Karin Neville and Margareta Naumburg as employee representatives on the Board of Directors, with Therese Sandberg and David Larsson as deputies. The AGM passed resolutions regarding the discharge from liability for the Board of Directors and the CEO, the appropriation of profits and the adoption of the annual accounts for 2021. The AGM resolved on a dividend of SEK 832 million to be distributed to the owner. The meeting elected Deloitte AB, with Patrick Honeth as the auditor-in-charge, as

SBAB's auditor until the close of the 2023 AGM. The meeting reviewed the guidelines for remuneration to senior executives adopted by the 2021 AGM, see Note IC 5 for details of the guidelines, and adopted new guidelines for remuneration to senior executives. The meeting also decided on the fees to be paid to the members of the Board. No fees will be paid to Board members who are either employed by the Government Offices of Sweden or are employee representatives. The CEO and Chairman reported on the operations of the bank and the work of the Board of Directors in 2021.

**B The Board of Directors**

*Composition and nomination procedure*  
In state-owned companies, uniform and shared principles are applied to achieve a structured nomination process for the appointment of board members. The objective is to ensure an adequate supply of competence for the boards of directors of these companies. The Board nomination process at the Government Offices of Sweden is coordinated by the Swedish Ministry of Enterprise and Innovation. For each company, competence needs are analysed on the basis of the company's business, circumstances and future challenges, as well as the composition of the Board of Directors and the Board assessments that have been conducted. Recruitment requirements are then established and work commences. Members are selected from a broad

recruitment base in order to draw on the expertise of both women and men, as well as individuals with different backgrounds and experience.

*Diversity and eligibility policies*

The Board has adopted a policy on diversity in the Board and an instruction for fit and proper assessments for Board members, the CEO and senior executives. The diversity policy includes statements to the effect that the composition of the Board should be such that a balance is achieved with regard to background, areas of competence, experience and gender. The eligibility instruction states that the fit and proper assessment of the Board, the CEO and the senior executives should take into account the individual's skills, experience, reputation and judgement.

*Chairman of the Board*

The Chairman of the Board is elected by the AGM. If the Chairman of the Board resigns during the mandate period, the Board is to appoint one of the Board members as the new Chairman until the end of the AGM, when a new Chairman will be elected by the AGM. The Chairman leads the Board's work, monitors to ensure that the Board is performing its duties, represents the Board in relation to the owner and maintains contact with the owner. The Chairman is also responsible for initiating and following up the annual evaluation of the Board's and the CEO's work. The Chairman of the Board ensures

## Work of the Board of Directors in 2022

In 2022, the Board of Directors held eight scheduled and five additional board meetings, three of which were held per capsulam. Two of the ordinary meetings were longer strategy meetings. In addition to meetings, the Board had two training days focused on regulation and governance issues and risk issues, respectively.

The Board regularly receives the following reporting: (i) interim reports; (ii) quarterly financial forecasts; (iii) quarterly

operational reports from each business area (Private and Corporates & Associations); (iv) reporting on strategic regulation and development projects; (v) six-month sustainability reports; (vi) quarterly reports on first line compliance including forward-looking regulation monitoring, and (vii) quarterly reports from Risk, Compliance and Internal Audit.

JANUARY	FEBRUARY	MARCH	APRIL	MAY	JUNE
<p><b>Q1</b> Year-end report; Internal capital and liquidity adequacy assessment processes (ICLAAP); Annual presentation of bad credit; Evaluation of the Board's work; Goals for the CEO; Decision to appoint new CTO; Strategy issues; In-depth macro environment; Decision on the Annual and Sustainability Report, Pillar 3 report and remuneration report; Decision ahead of SBAB's AGM, Fit and proper assessments, Succession issues; Decision on remuneration to senior executives.</p>			<p><b>Q2</b> Statutory Board meeting; Decision on internal governance documents and statutory issues, Quarterly report; Report on outsourced operations, Decision to appoint CEO. Decision on appointment of new CFO; Strategy issues, In-depth macro environment; Decision on material risks.</p>		

that the Board receives adequate information and decision data for its work and the training necessary for the Board to function efficiently.

#### Board governance and activities

At SBAB's AGM, eight members were elected by the AGM to SBAB's Board. At the end of the year, SBAB's Board comprised these eight members elected by the AGM and two members appointed by the employees' organisations, SACO and the Financial Sector Union of Sweden. The CEO is not a member of the Board. None of the board members or the CEO hold shares by SBAB, since SBAB is wholly owned by the Swedish state, or financial instruments issued by SBAB.

For information regarding lending to key personnel, please refer to Note A 2. The Board adopts business objectives and strategies for SBAB's operations. The Board ensures that an efficient system is in place for the follow-up and control of SBAB's operations. The Board is also tasked with appointing, evaluating and if the need arises, dismissing the CEO. The work of the Board complies with the formal work plan adopted annually at the Board of Directors' statutory Board meeting immediately after the AGM. The formal work plan regulates decision-making within SBAB, the arrangements for Board meetings and the division of work among the Board, the Chairman of the Board and the Board committees. The work of the

Board complies with an annual plan that satisfies, inter alia, the Board's need for information and regular training. SBAB's Board makes decisions on matters relating to SBAB's strategic direction, for example by means of a business plan, and makes decisions regarding larger investments, funding, capitalisation (including capital and liquidity adequacy assessments), significant organisational issues, policies and certain guidelines. The Board addresses and determines the company's interim reports. The Board also follows up SBAB's risks, compliance, and reports on the effectiveness of internal control within SBAB by means of reports provided by SBAB's independent Risk Control, Compliance and Internal Audit units.

### Attendance of the Board of Directors in 2022

The table presents the meeting attendance of the Board and its committees in 2022. During the year, Daniel Kristiansson stepped down as a member of the Board and was replaced by Jenny Lahrin. Both are active in the Swedish Ministry of Enterprise and Innovation. Wenche Martinussen was appointed a member at the AGM. The Financial Sector Union of Sweden also

appointed Therese Sandberg as deputy employee representative instead of Anders Heder in conjunction with the AGM. The composition of the committees also changed at the AGM. Attendance for Daniel Kristiansson, Jenny Lahrin, Wenche Martinussen, Anders Heder and Therese Sandberg therefore pertains to only part of the year.

Board members	Board of Directors	Credit Committee	Risk and Capital Committee	Audit and Compliance Committee	Remuneration Committee
Jan Sinclair (Chairman of the Board/Board member)	13/13	22/24	12/12	6/6	2/7
Lars Börjesson (Board member)	13/13				6/7
Inga-Lill Carlberg (Board member)	13/13	19/24			7/7
Daniel Kristiansson (Board member)	5/13			4/6	4/7
Jenny Lahrin (Board member)	8/13			1/6	3/7
Jane Lundgren Ericsson (Board member)	12/13	23/24	12/12	6/6	
Wenche Martinussen (Board member)	8/13		7/12		
Leif Pagrotsky (Board member)	12/13			6/6	
Synnöve Trygg (Board member)	12/13	17/24	12/12	6/6	
Margareta Naumburg (Employee representative SACO)	13/13				
Karin Neville (Employee representative Financial Sector Union of Sweden)	12/13				
David Larsson (Deputy, employee representative SACO)	0/13				
Anders Heder (Deputy, employee representative Financial Sector Union of Sweden)	0/13				
Therese Sandberg (Deputy, employee representative Financial Sector Union of Sweden)	1/13				

#### JULY

#### AUGUST

#### SEPTEMBER

#### OCTOBER

#### NOVEMBER

#### DECEMBER

#### Q3

Interim report; Amended instructions for suspected irregularities (previously whistle-blowing); Strategy issues, In-depth macro environment; Review of the owner's sustainability report for state-owned companies.

#### Q4

Quarterly report; Decision on consolidated recovery plan; Decision on goal for operations, including climate goals; Strategy issues; Decision regarding business planning, strategy documentation and budget; Decision on material risks; Review of general risk assessment for money laundering and financing of terrorism.

## The Board's committees

The Board has established the following committees to prepare matters ahead of the Board's decisions.

### C Audit and Compliance Committee <sup>1)</sup>



**Jane Lundgren Ericsson** (*Chairman*)  
Jenny Lahrin (member)  
Leif Pagrotsky (member)  
Jan Sinclair (member)  
Synnöve Trygg (member)

The main task of the Audit and Compliance Committee is to examine the SBAB Group's governance, internal controls and financial information and to prepare issues in these areas for decision by the Board. This is done at the request of the owner and on the basis of the applicable regulations. The Committee is also tasked with monitoring the efficiency of risk management and of the work carried out by Compliance and Internal Audit. Annual plans and reports from Internal Audit and Compliance are also addressed by the Committee in preparation for decision by the Board of Directors. The Committee receives and processes reports from SBAB's external auditors, Internal Audit, Compliance and the Operational Risk unit within the Risk organisation. The Committee is also responsible for evaluating external auditing work, informing the owner of the results of this work and assisting in the drafting of proposals for auditors. The Committee is also to review and monitor the external auditor's impartiality and independence. The Audit and Compliance Committee held six meetings during the year.

<sup>1)</sup> Jenny Lahrin was appointed a member at the statutory Board meeting on 26 October 2022. Daniel Kristiansson stepped down from the Board in conjunction with the 2022 AGM.

### D Credit Committee <sup>1)</sup>



**Jane Lundgren Ericsson** (*Chairman*)  
Inga-Lill Carlberg (member)  
Jan Sinclair (member)  
Synnöve Trygg (member)

The principal task of the Credit Committee is to decide on loans and credit limits in SBAB's lending and funding operations. The Committee also has the task of preparing matters involving changes in the credit policy and credit instructions for decision by the Board, the assessment of portfolio strategies, the transparency of the loan portfolio, the evaluation of existing or proposed portfolio strategies, the evaluation of existing or new delegation rights and the Board's annual review of regulatory frameworks, models for granting credits and outcomes in terms of retail credit granting. The Committee prepares all matters relating to credit risk and approves new IRB models and significant changes to existing models. The Credit Committee held 24 meetings during the year.

<sup>1)</sup> Synnöve Trygg was appointed a member at the statutory Board meeting on 27 April 2022.

### E Risk and Capital Committee <sup>1)</sup>



**Synnöve Trygg** (*Chairman*)  
Jane Lundgren Ericsson (member)  
Jan Sinclair (member)  
Wenche Martinussen (member)

The Risk and Capital Committee prepares matters concerning SBAB's treasury operations, matters related to risk and capital and the use of new financial instruments. The Committee also prepares issues for resolution by the Board of Directors concerning objectives, strategies and control documents within the areas of risk and capital. The Committee approves changes in the forward-looking assumptions in the financial reporting used to estimate credit losses. The Committee prepares the approval of new IRB models and significant changes to existing models. The Committee consists of at least three members (currently four) appointed by the Board. The Committee comprises the statutory Risk Committee of the SBAB Group. The Risk and Capital Committee held 12 meetings during the year.

<sup>1)</sup> Wenche Martinussen was appointed a member at the statutory Board meeting on 2 June 2022.

### F Remuneration Committee <sup>1)</sup>



**Inga-Lill Carlberg** (*Chairman*)  
Lars Börjesson (member)  
Jenny Lahrin (member)  
Jan Sinclair (member)

The principal task of the Remuneration Committee is to prepare issues regarding principles for remuneration and other employment terms and conditions for senior executives for resolution by the Board. The Committee also prepares matters pertaining to SBAB's remuneration system and fit and proper assessments of Board members and senior executives ahead of Board decisions. The Committee follows up remuneration structures and remuneration levels within SBAB. The Remuneration Committee held seven meetings during the year.

<sup>1)</sup> Jenny Lahrin was appointed a member at the statutory Board meeting on 27 April 2022. Daniel Kristiansson stepped down from the Board in conjunction with the 2022 AGM. Jan Sinclair was appointed a member at the statutory Board meeting on 2 June 2022.

The Board also receives reports from SBAB's auditor regarding the reporting of completed audits, and financial reporting assessments and internal control. The CEO attends the meetings of the Board of Directors, and other SBAB officers may participate in a reporting role if necessary.

### **G** CEO and Executive Management

The Board has formulated instructions for the CEO's work. The CEO is responsible for the ongoing management of the operations in accordance with guidelines, established policies and instructions issued by the Board. The CEO reports to the Board. Executive Management provides the CEO with support in exercising operational management of SBAB. SBAB's Board appointed Mikael Inglander as CEO of the bank on 10 May 2022. He had previously been appointed acting CEO on 8 November 2021. The Executive Management comprises the following functions: Accounting & Treasury; Risk; Business Specialists; Data Science; HR; Business Area Private; Customer Experience; Tech; and Sustainability, Marketing and Communication. The CEO is responsible for the Business Area Corporates & Associations.

#### *The CEO's councils and committees*

The CEO has appointed a number of councils and committees within SBAB to support him in his work in the management of the operations. These are tasked with preparing issues for the CEO, either prior to his decisions or his recommendations on matters to be determined by the Board. These established councils and committees are primarily the Price Council, ALCO (Asset and Liability Committee) and the Credit Council. The Price Council prepares matters related to the pricing of SBAB's products, ALCO prepares issues related to the Group's financial operations, balance-sheet risks and capital issues, and the Credit Council prepares and has a certain scope to make decisions on matters connected to SBAB's credit operations and limits for the financial operations.

#### *Governance of sustainable enterprise*

Within SBAB, the Board is ultimately responsible for ensuring that proactive,

long-term efforts to achieve sustainable development are carried out within the company. The Board also adopts a strategy, objectives and a policy for sustainable enterprise. Furthermore, the Board monitors and assesses SBAB's sustainability efforts. Read more on page 189.

### **Remuneration of the Board of Directors and senior executives**

Information regarding the remuneration of the Board, the CEO and Executive Management is presented in Note **C 5**. Guidelines for remuneration to senior executives are adopted by the AGM. The Board's proposed guidelines are prepared by the Remuneration Committee before the Board adopts the proposal for decision by the owner.

In addition to regulation by the Companies Act, the guidelines for the remuneration of senior executives follow the Guidelines for remuneration and other terms of employment for senior executives in state-owned enterprises.

### **Internal Governance and Control**

Internal control is important for ensuring that SBAB's operations are conducted in accordance with prevailing regulations, as well as ensuring that SBAB identifies, measures and controls relevant risks and has an efficient organisation and operational management, and reliable financial reporting. The Board and the CEO are ultimately responsible for ensuring good internal control and governance. The Board and the CEO of SBAB are assisted in this work by several functions. Key control functions in this regard are the Compliance, Risk and Internal Audit functions, which are described in further detail below. Other functions, including Accounting, Credit and Legal, support the Board and the CEO with regard to good internal governance and control. All managers in each area of responsibility are responsible for the activities they oversee being conducted with good internal governance and control.

### **H** Compliance

SBAB has a central Compliance function. The Compliance function's area of responsibility comprises rules on internal governance and control, customer pro-

tection and market conduct. Compliance is independent of the business operations and is directly subordinate to the CEO. Compliance provides advice and support to the operations on compliance matters, analyses compliance risks and monitors regulatory compliance in respect of operations requiring licences. Reporting occurs on an ongoing basis to the CEO and quarterly by means of a written report to the Board and the CEO. The scope and focus of the work of Compliance is established in an annual plan adopted by the CEO.

### **I** Risk

The SBAB Group has a central Risk department with overall responsibility for developing and ensuring that risk-taking strategies are conducted in accordance with the Board's intention, and that policies and processes facilitate relevant follow-up. Risk is responsible for the identification, quantification, analysis and reporting of all risks. The CRO is responsible for Risk. The CRO is directly subordinate to the CEO and reports to the Board and CEO of SBAB. Risk is to ensure that risk awareness and acceptance are sufficient to be able to manage risks on a daily basis. Risk also has a supportive role and works to ensure that the operations have the requisite procedures, systems and tools for daily management of risks, thereby ensuring that operations comply with the applicable laws and regulations in Risk's area of responsibility.

### **J** Internal Audit

Internal Audit at SBAB is an internal, independent review function pursuant to the Swedish FSA's regulations and general guidelines for governance, risk management and control in credit institutions. The function is directly subordinate to the Board. Internal Audit conducts its work according to best practices for internal audits, established by the International Professional Practices Framework (IPPF). One of Internal Audit's primary assignments is to review and evaluate internal governance and control as well as to create value and improvements within operations. Internal Audit's review work is carried out according to a plan annually decided by the Audit and Com-

pliance Committee and approved by the Board. The Head of Internal Audit reports orally and in writing to the Audit and Compliance Committee and the Board. The responsibilities, work assignments and work and reporting procedures of Internal Audit are determined by the policy decided annually by the Board.

#### **K External auditor**

The General Meeting appoints the auditor. SBAB's Audit and Compliance Committee evaluates the contribution of the auditor and assists the owner in preparing motions for the auditor. Officials at the Government Offices of Sweden monitor

all stages of the procurement process from tendering criteria to selection and evaluation. At the AGM, the owner appoints the auditor or the accounting firm that is commissioned to audit SBAB. Auditors must be authorised public accountants or an authorised accounting firm with an auditor-in-charge. As of 2011, SBAB's auditor is appointed annually in accordance with the Companies Act and the Articles of Association. From the 2016 AGM, Deloitte AB has been appointed as auditor, with Patrick Honeth as the auditor-in-charge. A more detailed presentation of the auditor and the fees and expenses paid to auditors is provided

in Note **IC 6**. The auditor examines the Annual Report, the consolidated financial statements and the accounting records, as well as the Board's and the CEO's administration of the company. In addition, the auditor reviews SBAB's interim reports and year-end reports and presents his findings to the Audit and Compliance Committee at regular meetings of the Committee, when the interim and year-end reports reviewed by the auditor are considered, and when the internal control review is reported to the Board. The auditor also reviews SBAB's Sustainability Report and the Communication on Progress (COP).

## Internal control of financial reporting

At SBAB, the internal control of financial reporting is primarily aimed at ensuring that an effective and reliable procedure for SBAB's financial reporting is in place, and that both internal and external reporting is correct and accurate. Internal control over financial reporting primarily comprises the following internal control components.

#### **The control environment**

The internal control of financial reporting uses SBAB's organisational structure, governance documents, process maps and valuations.

#### **Risk assessment**

Each unit within SBAB identifies, evaluates, manages and assesses its own risks. The analysis of risk levels in all operations, including financial reporting, is conducted on a regular basis and reported to the Executive Management, the CEO and the Board. Each year, a risk assessment is performed in the form of a self-evaluation of all business-support processes, including financial reporting, and is managed and reported using separate risk tools.

SBAB has an NPAP in place for the implementation of new or significantly altered products, services, markets, processes and IT systems as well as major operational and organisational changes at SBAB. The aim of the process is to evaluate any potential risks related to the change and to draw attention to any impact the change may have on capital.

#### **Control activities**

Business-support processes that provide data for the financial statements are charted and contain control activities in the form of descriptions of processes, reasonability assessments, reconciliations, attestations and performance analyses. Control activities for financial reporting include an internal set of rules, including accounting policies, planning and reporting procedures as well as identifying key control activities in operations.

SBAB's financial position and performance, target attainment and analysis of operations is reported on a monthly basis to both the Executive Management and the Board. The Board's Audit and Compliance Committee supervises the financial reporting as well as the management of internal control.

#### **Information and communication**

The Economy and Finance unit ensures that the instructions on accounting and financial reporting are updated, communicated and made available for the units that need them for their work. The instructions are also available on SBAB's intranet.

#### **Follow-up**

The Board's measures to follow up on the internal control of financial reporting include the Board's regular follow-up of SBAB's financial position and performance, etc., but also include the Board's review and follow-up on the auditor's review reports.

# Proposed appropriation of profits

SBAB Bank AB (publ) posted a net profit for the year after tax of SEK 533,067,817. According to SBAB's balance sheet, SEK 13,899,748,151 is at the disposal of the Annual General Meeting.

Fair value reserve	-151,824,962
Additional Tier 1 instruments	5,800,000,000
Retained earnings	7,718,505,296
Net profit for the year	533,067,817
<b>Total</b>	<b>13,899,748,151</b>

The Board proposes that the earnings be appropriated as follows (SEK):

A dividend distribution of SEK 42,500 per share, in total	832,277,500
To be carried forward	13,067,470,651
<b>Total</b>	<b>13,899,748,151</b>

The proposed dividend, which amounts to 40% of the Group's net profit for the year, has been proposed with consideration for the rules on buffer capital, risk limitation and transparency under the Banking and Financing Business Act. Unrealised changes in value on assets and liabilities measured at fair value had a net negative impact on equity for SBAB Bank AB (publ) of SEK 127 million. The applicable regulations on capital adequacy mean that the company's own funds at any given time are to correspond to not less than the total capital requirement, which encompasses Pillar 1 capital requirements, Pillar 2 capital requirements, buffer requirements and any Pillar 2 guidance. After the proposed appropriation of profits, own funds amounted to SEK 27,485 million (25,106) and the total capital requirement amounted to SEK 153,965 million (138,876). The items are specified in Note [RC 8](#).

In the Board's assessment, the proposed dividend is justified considering the requirements that the nature, scope and risks of the operations impose on the scale of equity in the Parent Company and the Group, as well as on the needs of the Parent Company and the Group in terms of consolidation, liquidity and position. Furthermore, the Board assesses that the Parent Company and the Group's financial position do not give rise to any assessment other than that the Parent Company and the Group are expected to fulfil its obligations in the short and long term.

From left: Jane Lundgren-Ericsson, Karin Neville, Margareta Naumburg, Leif Pagrotsky, Synnöve Trygg, Jan Sinclair, Lars Börjesson, Jenny Lahrin and Wenche Martinussen. (Not in the picture: Inga-Lill Carlberg)

# Board of Directors

Updated as of 31 December 2022

## → Jan Sinclair

### Chairman of the Board

Master of Business Administration and Economics. Born 1959. Year of election 2018.

**Board assignments:** Chairman of AB Sveriges Säkerställda Obligationer (publ), Chairman and Board member of Fastighets Aktiebolaget Victorhuset, Nilsson Energy AB and REH2 AB. Board member of STS Alpresor AB, Almi AB, Bipon AB, and Jan M.L. Sinclair AB.

**Other assignments:** German honorary consul, Industrial advisor (own business).

**Previous assignments:** CEO SEB A.G, Group Treasurer as well as other senior positions within SEB. Board assignments at the FCG Group.

## → Lars Börjesson

### Board Member

Master of Engineering. Born 1964. Year of election 2014.

**Board assignments:** Board member and Chairman of KGH Customs Service AB, KGH Global Consulting AB, KGH Digital AB and Atlantic Continental Holding AB, Board member of KGH Customs AB and Taggvampnen AB.

**Other assignments:** CEO and President of KGH Customs Service AB and CEO of KGH Digital AB, Atlantic Continental Holding AB and KGH Group AB as well as Chairman and Board member of Brf Viktoriahuset.

**Previous assignments:** CEO of Stena Technoworld, Director of Strategy and Business Development Stena Metall, Senior partner at Accenture, including Managing Director of Accenture Management Consulting Nordic.

## → Inga-Lill Carlberg

### Board Member

MSc in Economics, Stockholm School of Economics. Born 1962. Year of election 2019.

**Board assignments:** Chairman and Board member of Trill Impact Microfinance AB and Board member of Trill Impact AB, Trill Impact Executive Holding AB, Trill Impact GP S.å.r.l. and Institute for Financial Research.

**Other assignments:** COO Trill Impact AB and CEO of Trill Impact Verwaltungs GmbH.

**Previous assignments:** Several leading positions within Nordea, Board Member of Tredje AP Fonden, Nordea Investment Funds and Mistra Sustainable Investments.

## → Jenny Lahrin

### Board Member

Master of Laws, Uppsala University. LLM, University of Amsterdam. EMBA Stockholm School of Economics Born 1971. Year of election in 2022.

**Board assignments:** Board member V.S. VisitSweden AB and AB Göta kanalbolag.

**Other assignments:** Investment Director, Government Offices of Sweden; Board member and Chairman of BRF Badhotellet i Saltsjöbaden.

**Previous assignments:** Board assignments at RISE Research Institutes of Sweden, Swedavia AB, SOS Alarm Sverige AB, General Counsel and member of the management group Veolia Transport Northern Europe AB.

## → Jane Lundgren Ericsson

### Board Member

Master of laws, University of Stockholm, LLM London. Born 1965. Year of election 2013.

**Board assignments:** Board member of AB Sveriges Säkerställda Obligationer (publ), Invett AB, Copperstone Resources AB (publ) and deputy Board member of Miskatonic Ventures Aktiebolag.

**Other assignments:** CEO Visma Finance AB, Chairman of Bagarmossen Kärrtorp Bollklubb (Chairman).

**Previous assignments:** SEK Securities (CEO), Executive Director & Head of Lending at Svensk Exportkredit AB.

## → Wenche Martinussen

### Board Member

Master in Business and Marketing, Master of Management programme in E-commerce and Master of Management programme in Scenarios, Foresight and Strategy BI (Norwegian business school); INSEAD strategy programme. Born 1968. Year of election 2022.

**Board assignments:** Board member of Oslo Philanthropic Exchange.

**Other assignments:** Sales and Marketing Director, BI Norwegian Business School.

**Previous assignments:** Chairman of the Board Storebrand Finansiell rådgivning AS, Storebrand Fondene AS, The Norwegian Insurer Association. Communication positions within Nordea Bank AB. Several roles within digitalisation, IT development and operations at Storebrand/SPP. CCO Storebrand, CCO SATS Group ASA, COO Oslo Philanthropic Exchange.



### → Margareta Naumburg

**Board member, Employee representative (Confederation of Professional Associations)**

MSc in Economics, University of Linköping. Born 1964. Appointed: 2018 (appointed as deputy: 2017).

**Board assignments:** –

**Other assignments:** Compliance Officer at SBAB, Chairman of SACO's local club.

**Previous assignments:** Manager and specialist roles in internal audit, compliance, risk and finance in SBAB, Matteus Bank and Holmen AB. External auditor at Price Waterhouse

### → Karin Neville

**Board Member, Employee Representative (Financial Sector Union of Sweden)**

Degree in Real Estate, Royal Institute of Technology. Born 1987. Appointed: 2021.

**Board assignments:** –

**Other assignments:** Compliance Officer at SBAB, Vice Chairman of Financial Sector Union of Sweden's local club.

**Previous assignments:** Different roles within Customer Service and Risk at SBAB since 2009.

### → Leif Pagrotsky

**Board Member**

Bachelor's Degree in Philosophy, Pol. Mag., Degree in Economics, University of Gothenburg. Born 1951. Year of election 2020.

**Board assignments:** Board member and Chairman of Beckmans Skola AB, Husvärden L Larsson & Co AB, Vitartes Intea Holding AB and Smartilizer Scandinavia AB. Board member of YA Holding AB and Leif Pagrotsky AB.

**Other assignments:** Consulting assignments in Yrkesakademien AB.

**Previous assignments:** Minister: Minister of Trade and Industry, Minister for Nordic Cooperation, Minister of Education and Culture. State Secretary in the Ministry of Finance, Vice Chair of the Council of Riksbanken, Chairman of Business Sweden and Consul General of Sweden in New York City. Board assignments from Stockholms Fondbörs, AB Tipstjänst, AB Vin & Sprit, European Investment Bank (EIB) Luxembourg and Avanza Pension.

### → Synnöve Trygg

**Board Member**

Degree in Economics Stockholm University, Advanced Management Program Stockholm School of Economics. Born 1959. Year of election 2019.

**Board assignments:** Board member AB Sveriges Säkerställda Obligationer (publ), Board member and Vice Chairman of Volvofinans Bank AB and Board member of Precise Biometrics AB.

**Other assignments:** –

**Previous assignments:** CEO of SEB Kort AB, Eurocard AB and Diners Club Nordic AB. Board Member of Nordax Bank AB, Trygg Hansa AB, Mastercard Europe Board and Valitor Hf.

## Deputies

### Therese Sandberg

**Deputy, employee representative the Financial Sector Union of Sweden**

**Born:** 1990. **Appointed:** 2022.

**Board assignments:** –

**Other assignments:** Mortgage specialist SBAB, Vice Chairman of Financial Sector Union of Sweden's local club.

**Previous experience:** –

### David Larsson

**Deputy, employee representative (SACO)**

**Born:** 1976. **Appointed:** 2018

**Board assignments:** –

**Other assignments:** Account manager Business Area Corporates & Associations in SBAB, Vice Chairman of SACO's local club.

**Previous assignments:** Various roles at SBAB.



From left: Carl Olsson, Sara Davidgård, Kristina Tänneryd, Mikael Inglander, Marko Ivanic, Malou Sjörin, Johan Prom, Carina Eriksson, Robin Silfverhielm and Andras Valko.

# Executive Management

Updated as of 31 December 2022

## → Mikael Inglander

**CEO and Head of Corporate Clients & Tenant-Owners' Associations**

Master of Business Administration and Economics. Born 1963. Year of employment: 2014.

**Board assignments:** Board member of AB Sveriges Säkerställda Obligationer (publ) and Booli Search Technologies AB.

**Previous assignments:** CFO SBAB, CEO of Lindorff Sverige AB, Executive Vice President and CFO of Swedbank AB as well as other assignments, Regional Manager and Executive Vice President of FöreningsSparbanken AB, Board member of ICA Banken, OK-Q8 Bank AB, HansaBank Group AS, CEO of AB Sveriges Säkerställda Obligationer (publ) and others.

## → Sara Davidgård

**Chief Risk Officer (CRO)**

Master of Business Administration and Economics. Born 1974. Year of employment: 2017.

**Board assignments:** –

**Previous assignments:** Head of Business Specialists SBAB, acting Head of Business Area Company & Brf SBAB, acting Head of Business Area Private SBAB, COO at SBAB, Head of Risk Swedish Banking at Swedbank, Board member Sparia, Segment Manager at Swedbank, various management positions within Swedbank as well as other positions within Swedbank Robur.

## → Carina Eriksson

**Chief Human Resources Officer (CHRO)**

Master of Business Administration and Economics. Born 1965. Year of employment: 2015.

**Board assignments:** –

**Previous assignments:** Scandinavian HR Business Partner Lead for Trygg Hansa/Codan, Scandinavian HR Director for Personal Lines Trygg Hansa/Codan, HR Director Microsoft Sweden, Nordic COO for Deutsche Bank Nordic Equities and other roles within Debt Capital Markets at SEB and JP Bank.

## → Marko Ivanic

**Chief Technology Officer**

Born 1979. Year of employment: 2018.

**Board assignments:** –

**Previous assignments:** Head of IT Operations SBAB, Deputy CTO Nordnet and other management roles within IT at Nordnet

## → Carl Olsson

**acting Chief Financial Officer (CFO)**

Master of Business Administration and Economics. Born 1983. Year of employment: 2021.

**Board assignments:** –

**Previous assignments:** Director of Corporate Development & Strategy at Trustly, Strategy manager at SBAB, Business strategist SBAB, Strategy manager at Skandia, Management consultant at Bain & Company.

## → Johan Prom

**Head of Business Area Private**

Master of Financial Economics. Born 1972. Year of employment: 2021.

**Board assignments:** Board member of Watersprint AB, Publit Sweden AB, NoseOption AB, Johan Prom AB and Johan Prom Consulting and Investment AB.

**Previous assignments:** Board member of SBAB Bank AB (publ) and others, CEO of Avanza, several senior executive positions within the ICA group, management consultant at McKinsey & company and Boston Consulting Group.



### → Robin Silfverhielm

#### Chief Experience Officer (CXO)

Master of Engineering. Born 1973. Year of employment: 2019.

**Board assignments:** Chairman of Booli Search Technologies AB.

**Previous assignments:** CIO SBAB, CDO Skandia, Management Consultant Accenture, Project Manager OMX.

### → Malou Sjörin

#### Head of Sustainability, Marketing & Communication

Master of Business Administration and Economics. Born 1972. Year of employment: 2020.

**Board assignments:** –

**Previous assignments:** Senior Vice President Communication Trygg Hansa/Codan and SJ AB, Management Consultant Cap Gemini Ernst & Young.

### → Kristina Tänneryd

#### acting Head of Business Specialists

Born 1971. Year of employment: 2021.

**Board assignments:** –

**Previous assignments:** Chief Product Officer at Skandiabanken, Head of Group Payments and Cash Management at Swedbank, Nordic Chief Operating Officer at Alfred Berg Asset Management AB.

### → Andras Valko

#### Chief Data Science Officer (CDSO)

PhD Computer Science, MSc Engineering, BSc Economics. Born 1971. Year of employment: 2019.

**Board assignments:** –

**Previous assignments:** Head of Technology & Chief Architect, Ericsson Analytics and Assurance, Head of Customer Experience Management and Analytics at Ericsson, Head of Network Management Research at Ericsson.

## Auditors

### Patrick Honeth

#### Deloitte AB

Auditor-in-charge at SBAB since 2016.