



PUBLIC SECTION

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## PUBLIC SECTION

In November 2011, the Board of Governors of the Federal Reserve System (“Federal Reserve”) and the Federal Deposit Insurance Corporation (“FDIC”) issued a final rule to implement the resolution planning requirements of Section 165(d) of Title I of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Dodd-Frank Act”). Regulation QQ (the “Final Rule”) requires bank holding companies and certain foreign banking organizations with worldwide consolidated assets of \$50 billion or more, as well as companies designated as systemically important under Title I of the Dodd-Frank Act, to submit plans for their rapid and orderly resolution in the event of material distress or failure. The plan must be submitted to the Federal Reserve, to the FDIC and to the Financial Stability Oversight Council (“FSOC”).

This is the public section of the 2014 update of the resolution plan for the U.S. operations of Nordea Bank AB (publ) and its subsidiaries (the “Nordea Group”). According to the Final Rule a resolution plan should provide for the “rapid and orderly resolution” of the covered company. As applied to a banking organization organized outside of the U.S. (a “Foreign Banking Organization” or “FBO”), the Final Rule requires the creation of a resolution plan that addresses the reorganization or liquidation of the FBO’s subsidiaries and operations domiciled in the U.S. under the insolvency regime applicable to those operations. The Final Rule requires that the plan provides for a resolution that “can be accomplished within a reasonable period of time and in a manner that substantially mitigates the risk that the failure of the covered company would have serious adverse effects on financial stability in the U.S..”

### 1 Nordea Group

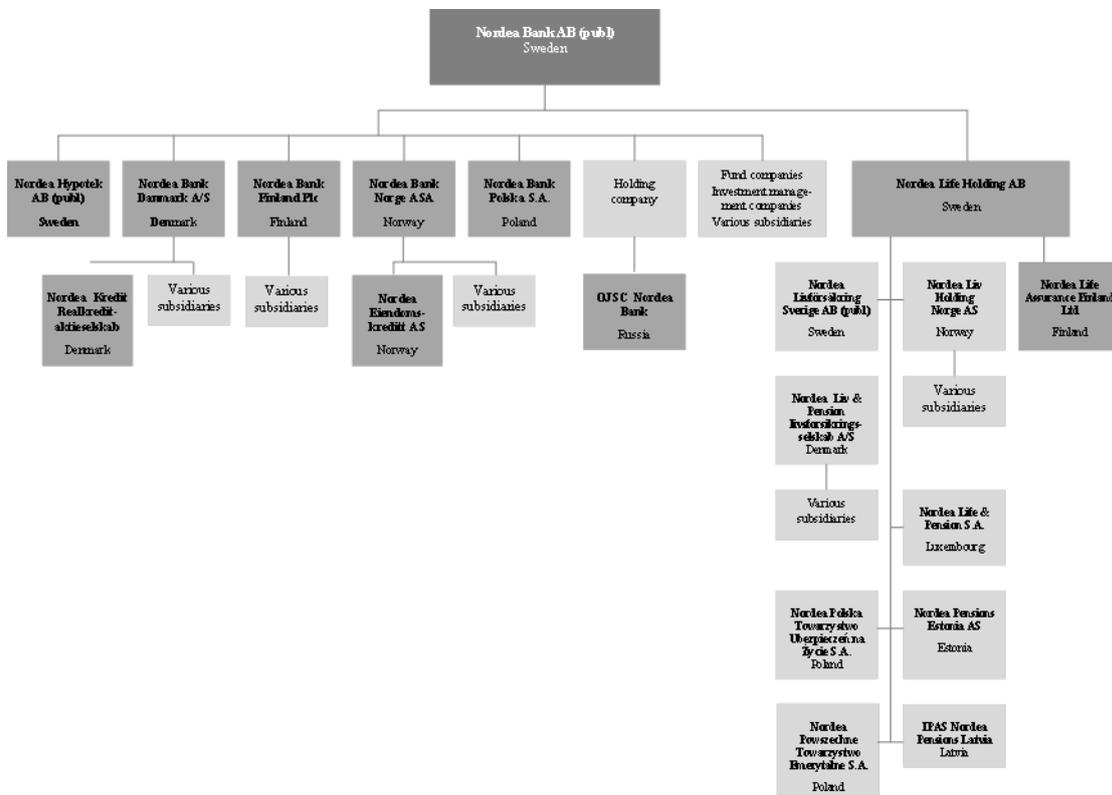
The Nordea Group is the largest financial services group in the Nordic markets (Denmark, Finland, Norway and Sweden) measured by total income, with additional operations in Russia, Estonia, Latvia, Lithuania and Luxembourg, and, up until the completion of the divestment of its Polish operations, Poland, as well as branches in a number of other international locations, including New York. Nordea believes that the Nordea Group has the largest customer base of any financial services group based in the Nordic markets with approximately 11 million customers across the markets in which it operates, including approximately 8.6 million household customers in its customer program and approximately 0.55 million active corporate customers, in each case as of December 31, 2013. As of the same date, the Nordea Group had total assets of € 630 (\$869) billion and Tier 1 capital of € 24.4 (\$33.7) billion, and was the largest Nordic-based asset manager with € 233 (\$321) billion in assets under management.

As a universal bank, the Nordea Group offers a comprehensive range of banking and financial products and services to household and corporate customers, including financial institutions. The Nordea Group’s products and services comprise a broad range of household banking services, including mortgages and consumer loans, credit and debit cards, and a wide range of savings, life insurance and pension products. In addition, the Nordea Group offers a wide range of corporate banking services, including business loans, cash management, payment and account services, risk management products and advisory services, debt and equity-related products for liquidity and capital raising purposes, as well as corporate finance, institutional asset management services and corporate life and pension products. The Nordea Group also distributes general insurance products. With approximately 800 branch office locations, call centers in each of the Nordic markets, and a highly competitive net bank, the Nordea Group also has

the largest distribution network for customers in the Nordic markets. The Nordea Group is present in 19 countries around the world.

Nordea Bank AB (publ), the ultimate parent company of the Nordea Group, is incorporated in the Kingdom of Sweden and is headquartered in Stockholm. Its ordinary shares are listed on NASDAQ OMX Nordic, the stock exchanges in Stockholm (in Swedish krona), Helsinki (in the form of FDRs with prices quoted in euro) and Copenhagen (in Danish krone).

Nordea Group structure chart as of 31 December 2013



The Nordea Group operates in the U.S. primarily through the New York branch (“NBF New York”) of Nordea Bank Finland Plc, Helsinki (“NBF”) licensed by the New York State Department of Financial Services (the “NYDFS”). NBF New York also operates a Cayman Island branch (“NBF Cayman”) which is managed by personnel of NBF New York. Because of this close relationship and the interrelated business (as described further in this Plan), it is often appropriate to refer to NBF New York and NBF Cayman, together with the other U.S. operations of the Nordea Group, as “Nordea New York.” Nordea New York services Nordea Group customers doing business in the U.S. and Canada, primarily by offering loans and other credit services, cash management services and markets services, especially foreign exchange. However, most Shipping, Offshore & Oil Services (“SOO”) customers are not customers of the Nordea Group in the Nordics, but are customers of NBF New York exclusively. In addition, Nordea New York plays an important role in providing USD funding for the Nordea Group globally.

## **2 Summary of the resolution plan**

The resolution plan for Nordea New York (the “Plan”) calls for the orderly termination of all Nordea New York operations within the U.S. (all of which are located in New York State). The Plan anticipates that NBF New York will be placed into resolution by the Superintendent of the NYDFS immediately following initiation of an “interruption proceeding” for NBF by the Finnish FSA and the Finnish Ministry of Finance. Under the New York resolution proceeding, the Superintendent would marshal and liquidate the assets of NBF in the U.S. and distribute the proceeds to creditors of NBF New York. The Superintendent would return any excess proceeds to the liquidator for NBF in Finland.

## **3 Summary of the resolution strategy**

The Plan calls for NBF New York (which is the primary entity holding assets and liabilities in the U.S.) to cease operations during resolution and be liquidated in a proceeding pursuant to New York State law. The Plan does not assume any extraordinary assistance during the resolution process, whether from New York State, the U.S. or any supervisory authority in the U.S., the Nordea Group, or any of the Nordic countries that are host to the Nordea Group.

## **4 Names/Description of material entities**

For the purposes of this Plan, Nordea Group had two material legal entities, as of December 31, 2013:

- Nordea Bank Finland Plc, New York branch (“NBF New York”) - This is the primary operating entity of the Nordea Group in the U.S.. It employs all personnel responsible for operating NBF New York and NBF Cayman. The vast majority of the Nordea Group’s assets and liabilities in the U.S. are booked in NBF New York.
- Nordea Bank Finland Plc, Cayman Islands (“NBF Cayman”) - NBF Cayman is managed and operated by employees of NBF New York. Certain assets relating to the business of NBF New York are booked in NBF Cayman. Certain demand deposits are swept from NBF New York to NBF Cayman on a daily basis, and NBF Cayman plays a role in taking deposits on an overnight basis from U.S. money markets funds.

## 5 Description of core business lines

The major businesses comprising Nordea New York are:

- Corporate & Institutional Banking (“CIB”)

CIB provides a range of banking services to a targeted set of corporate customers. CIB’s target customer markets include: (1) North American subsidiaries of Nordic companies; (2) select North American multinational companies with a large footprint in Northern Europe; (3) select North American pulp and paper companies; (4) select non-bank financial institutions conducting business within Northern Europe and (5) select oil and gas companies. All of CIB’s customers have a relationship, and a relationship officer, in the respective Nordea legal entity within the Nordics to which it has been allocated.

CIB offers its customers a variety of financing services, including term loans and working capital financing, cash management, stand-by letters of credit (“SBLC”) and other bank guarantees. In coordination with the Markets group (described below), CIB also offers markets products, including foreign exchange and interest rate swaps.

- Shipping Offshore & Oil Services (“SOO”)

SOO provides traditional commercial banking services to shipping, cruise line and oil services companies. SOO’s clients are primarily located in North America, and are generally either publicly listed companies or large private companies. SOO’s strategy limits its target market to customers meeting defined market criteria, including type of business, size and financial strength.

SOO generates the majority of its revenue from lending. In addition SOO offers cash management, interest rate swaps and foreign exchange services. In most cases, these additional products are provided only to customers with whom SOO has a lending relationship. The credit facilities consist mainly of term loans and revolving credits for the purpose of providing long term financing for assets such as ships or offshore drilling rigs. Large credit facilities are generally syndicated to other banks. If SOO has arranged the credit facility, it usually acts as administrative agent.

- Treasury, Group Funding (“TGF”)

TGF’s primary role is to access North American funding sources, primarily in USD, but also in other currencies, to support the funding needs of Nordea New York and the Nordea Group globally. Approximately 95 percent of the funding Nordea New York obtains is in USD.

To fulfill its mandate, TGF sources funding through: (i) the overnight deposit balances of Nordea New York’s customers; (ii) term deposits of Nordea New York’s corporate customers; (iii) issuance of certificates of deposit; and (iv) interbank sources and placements from other financial institutions, including government-sponsored entities (“GSEs”) and U.S. asset managers. Diversification of funding sources is a key component of the Group’s funding strategy.

- Markets

The Markets group is the North American sales and trading arm for Nordea Group's global markets activities. The Markets group runs the business based on 24-hour global coverage of customers and markets. Foreign exchange activities are run as a global book, which moves across the three regions (Asia, Europe and North America). However, all foreign exchange transactions are booked in the name of NBF. No transactions are booked in the name of NBF New York or NBF Cayman, even for customers of Nordea New York. The types of foreign exchange activities conducted by Markets are primarily spot, forwards and FX swaps. Approximately 99 percent of Markets' activities in the U.S. or New York are foreign exchange related.

In addition to foreign exchange, the Markets group executes money market transactions and interest rate derivatives for Nordea New York's customers.

## **6 Financial information regarding assets, liabilities, capital and major funding sources**

### **6.1 Balance sheet information<sup>1</sup>**

The following figure displays the Nordea Group balance sheet as of December 31, 2013:

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<sup>1</sup> From the Group Annual Report 2013. An EUR/USD exchange rate as of December 31, 2013 of 1.3791 has been used to convert numbers from EUR to USD. Explanations to the individual categories can be found in the Groups' Annual report 2013, which is available at [www.nordea.com](http://www.nordea.com)

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Balance Sheet, Nordea Group	31-Dec-13	31-Dec-12
<b>Assets</b>	<b>USD millions</b>	<b>USD millions</b>
Cash and balances with central banks	46,240	49,730
Loans to central banks	16,231	11,040
Loans to credit institutions	14,816	14,576
Loans to the public	472,274	477,515
Interest-bearing securities	120,415	119,466
Financial instruments pledged as collateral	13,205	10,991
Shares	45,884	38,791
Derivatives	97,905	163,822
Fair value changes of the hedged items in portfolio hedge of interest rate risk	280	(981)
Investments in associated undertakings	869	807
Intangible assets	4,477	4,723
Property and equipment	594	654
Investment property	4,860	4,700
Deferred tax assets	86	367
Current tax assets	43	108
Retirement benefit assets	443	196
Other assets	15,258	21,451
Prepaid expenses and accrued income	3,286	3,529
Assets held for sale	12,267	-
<b>Total assets</b>	<b>\$869,432</b>	<b>\$921,484</b>
<b>Liabilities</b>	<b>USD millions</b>	<b>USD millions</b>
Deposits by credit institutions	81,491	76,438
Deposits and borrowings from the public	276,845	276,755
Liabilities to policyholders	65,129	62,501
Debt securities in issue	255,964	253,628
Derivatives	90,916	157,497
Fair value changes of the hedged items in portfolio hedge of interest rate risk	2,391	2,675
Current tax liabilities	418	539
Other liabilities	34,115	34,164
Accrued expenses and prepaid income	5,071	5,383
Deferred tax liabilities	1,289	1,346
Provisions	244	536
Retirement benefit obligations	461	647
Subordinated liabilities	9,026	10,753
Liabilities held for sale	5,789	-
<b>Total liabilities</b>	<b>\$829,149</b>	<b>\$882,863</b>
<b>Equity</b>	<b>USD millions</b>	<b>USD millions</b>
Non-controlling interests	3	7
Share capital	5,585	5,585
Share premium reserve	1,489	1,489
Other reserves	(219)	469
Retained earnings	33,424	31,071
<b>Total equity</b>	<b>\$40,282</b>	<b>\$38,622</b>
<b>Total liabilities and equity</b>	<b>\$869,432</b>	<b>\$921,484</b>
Assets pledged as security for own liabilities	240,540	220,551
Other assets pledged	10,298	14,265
Contingent liabilities	28,782	29,178
Credit commitments	108,028	117,105
Other commitments	1,747	1,785

## 6.2 Major funding sources

The Nordea Group's broad and diversified funding structure originates from a strong presence in the Nordic markets in the form of a strong and stable retail customer base and the variety of funding programmes. The Funding strategy is centrally managed and is focused on issuance in a few but very liquid funding programs, which has enabled Nordea to secure a safe and cost efficient funding platform. Nordea is a bench mark issuer and its liquid programs are now part of major investors' portfolios.

External funding is raised by different legal entities, however with each having a special function and target. Funding programs includes both short-term (US commercial papers, European commercial papers, certificates of deposits) and long-term (covered bonds, European medium-term notes, medium-term notes and US medium-term notes) in various currencies. The senior unsecured long-term funding of the Nordea Group is mainly raised by the parent company in the Nordea group, Nordea Bank AB publ (NBAB), and the short-term funding from the money markets, is raised by NBAB and Nordea Bank Finland Abp (NBF). Further, the interbank deposits are channelled through all of the banking entities in the Nordea Group. This set up allows for a great deal of flexibility, as the proceeds can be swapped to any currency, regardless of the original currency of the issuance, and channelled to any of the legal entities, thus also covering foreign exchange risk.

Nordea New York major funding sources are:

- Certificates of deposit - Nordea New York (through NBF New York) issues term certificates of deposit ("CDs") through the wholesale markets
- Overnight funding - Nordea New York (through NBF Cayman) raises overnight funds from the U.S. money markets
- Inter-company deposits - Nordea New York (through NBF New York) receives overnight deposits from affiliates, primarily NBF
- Demand deposits - Nordea New York (through NBF New York) receives demand deposits from customers.

## 6.3 Capital

As a branch licensed by the NYDFS, NBF New York is not required to maintain capital on a separate basis apart from the capital of NBF. As required by applicable law, the Nordea Group, including its subsidiary NBF, measures its capital ratio in accordance with the standards promulgated by the Basel Committee on Banking Supervision.

### Nordea Group Capital Ratios

The Nordea Group's Core Tier 1 ("CET1") capital ratio excluding transition rules<sup>2</sup> was 14.9 percent at the end of 2013, representing a 180 basis point ("bps") improvement since the

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<sup>2</sup> The transition rules stipulates that the capital is not allowed to be below 80% of the capital requirement calculated under Basel I regulation

end of 2012. Improved capital ratios were achieved through efficient risk-exposure asset (“REA”) management in combination with strong profit generation.

The key capital adequacy figures for NBAB can be found in Table 6.2 below. Conversion from EUR to USD has been done using the exchange rate as of December 31, 2013 (EUR/USD 1,3791).

Group capital adequacy figures, USD bn	Dec 31, 2013	Dec 31, 2012
<b>Capital and REA</b>		
REA including transistion rules	288.5	295.8
REA excluding transistion rules	214.2	231.6
Capital requirement including transistion rules	23.1	23.7
Core tier 1 capital	31.9	30.3
Tier 1 capital	33.7	33.1
Capital base	38.7	37.6
<b>Capital ratios excluding transistion rules</b>		
Core tier 1 capital ratio	14.9%	13.1%
Tier 1 capital ratio	15.7%	14.3%
Capital ratio	18.1%	16.2%
Capital adequacy quotient (Capital base/capital requirement)	2.3	2.0
<b>Capital ratios including transistion rules</b>		
Core tier 1 capital ratio	11.0%	10.2%
Tier 1 capital ratio	11.7%	11.2%
Capital ratio	13.4%	12.7%

Table 6.1: The Nordea Group Capital Ratios, 2012 - 2013

### Nordea Bank Finland Capital Ratios

NBF’s CET1 capital ratio excluding transition rules<sup>3</sup> was 16.0 percent at the end of 2013.

In December 2012, NBAB issued a guarantee of maximum €60 billion (\$ 82.7) in favor of NBF, under which NBAB guarantees the majority of the corporate credit exposures in in NBF. The effect of the guarantee in NBF has decreased since it was issued in 2012, and the net effect of the guarantee as of December 31, 2013 was a reduction in REA of €7.62 billion (\$ 10.5 billion). As of December 31, 2012, the net effect on REA was a reduction of € 16 billion (\$ 21.1 billion).

<sup>3</sup> The transition rules stipulates that the capital is not allowed to be below 80% of the capital requirement calculated under Basel I regulation

The key capital adequacy figures for NBF can be found in Table 6.2 below. Conversion from EUR to USD has been done using the exchange rate as of December 31, 2013 (EUR/USD 1,3791).

NBF capital adequacy figures, \$ Billion	Dec 31, 2012	Dec 31, 2011
<b>Capital and RWA</b>		
REA including transistion rules	77.3	63.1
REA excluding transistion rules	72.7	63.1
Capital requirement including transistion rules	6.2	5.0
Core tier 1 capital	11.6	11.4
Tier 1 capital	11.6	11.4
Capital base	12.2	11.9
<b>Capital ratios excluding transistion rules</b>		
Core tier 1 capital ratio	16.0%	18.0%
Tier 1 capital ratio	16.0%	18.0%
Capital ratio	16.8%	18.8%
Capital adequacy quotient (Capital base/capital requirement)	2.3	2.4
<b>Capital ratios including transistion rules</b>		
Core tier 1 capital ratio	15.7%	18.0%
Tier 1 capital ratio	15.7%	18.0%
Capital ratio	16.8%	18.8%

Table 6.2: Capital ratios for NBF

#### 6.4 Description of derivatives activities and hedging activities

Nordea New York engages in limited derivative activity all of which is for hedging purposes, either for customers or for itself.

This normally takes the form of Interest Rate Swap (“IRS”) or overnight indexed swaps (“OIS”) to hedge interest rate exposure of NBF New York.

#### 7 List of memberships in material payment, clearing and settlement systems

NBF New York is a participant in Fedwire, and ACH. Other than the direct access to its account at the Federal Reserve Bank of New York, Nordea New York is not a direct member of any material payment, clearing or settlement system. Most customer payments are effected through Fedwire.

Payments related to the Treasury operation are effected through our U.S. correspondent bank, JPMorgan Chase Bank, N.A.

Nordea New York does not process payments on behalf of its affiliates, who act through their own U.S. correspondent accounts.

Nordea New York does not clear or otherwise process securities transactions for its customers.

The Nordea Group is a member of DTCC and CLS. NBF New York participates in CLS through an affiliate with full membership.

## **8 Description of foreign operations**

Nordea New York represents the U.S. operations of the Nordea Group. With the exception of managing NBF Cayman (discussed above), Nordea New York itself has no foreign operations. Nordea Group's global operations are discussed in Section 1 above.

## **9 Identities of material supervisory authorities**

Nordea Bank AB, the ultimate parent of the Nordea Group, is supervised by the Swedish Financial Supervisory Authority (Sw: *Finansinspektionen*).

NBF is supervised by the Finnish Financial Supervisory Authority (Fi: *Finanssivalvonta*).

NBF New York is supervised by the NYDFS and the Federal Reserve.

NBF Cayman is supervised by Cayman Islands Monetary Authority (“CIMA”).

## **10 Identities of principal officers**

The General Manager of NBF New York and NBF Cayman, and the executive responsible for Nordea New York, is Henrik M. Steffensen.

Nordea New York operates as part of the International Unit of Nordea Group, which is overseen by the Head of International Units (“IU”) Anne-Margrethe Firing.

Henrik M. Steffensen is responsible for the daily management of NBF New York and NBF Cayman together with the Management Committee of Nordea New York, which is comprised of:

NBF New York Management Committee
Henrik M. Steffensen, General Manager of Nordea New York
Susan Tucillo, Head of NY Compliance
Mogens R. Jensen, Head of NY CIB
Gustav Stael von Holstein, Head of NY Risk Management
Andrei Maude, Head of NY Markets Sales
Jesper Mortensen, Head of NY Markets Trading
Kren Holm Jorgensen, Head of NY Operational Services
Martin Lunder, Head of NY Shipping, Off Shore and Oil Services
Colin Williams-Hawkes, Head of NY Treasury, Group Funding
Christopher Spitler, General Counsel

The overall strategy of Nordea New York is overseen by an Executive Committee, consisting of (as of June 30, 2014):

Name	Unit
Casper von Koskull	Head of Wholesale Banking (Group Executive Management)
O.P. Lehtinen	Corporate and Institutional Banking
Niklas Ekvall	Treasury
John Saetre	Retail
Hans Christian Kjelsrud	SOO (Shipping)
Kenneth Steengaard	Markets FICC
Erik Kjellberg	Group Compliance (non-voting)
Mikael Bjertrup	Transaction Products
Anne-Margrethe Firing	IU
Henrik M. Steffensen	New York

The Head of Group Compliance is an observer in this Committee.

The Nordea Group Executive Management ("GEM") consists of:

Nordea Group Executive Management (GEM)
Christian Clausen, President and Group CEO
Torsten Hagen Jorgensen, CFO, Head of Group Corporate Center
Ari Kaperi, CRO, Head of Group Risk Management
Casper von Koskull, Head of Wholesale Banking
Lennart Jacobsen, Head of Retail Banking
Mads Jacobsen, Deputy Head of Retail Banking
Gunn Waersted, Head of Wealth Management

## 11 Description of corporate governance structure and processes related to resolution planning

At the Nordea Group level, recovery and resolution planning is the responsibility of Group Recovery and Resolution Planning ("RRP"), headed by Søren Dahlgaard. Group RRP, along with the RRP activities, is fully embedded in the Risk Management framework. The Head of RRP reports directly to the Nordea Group chief risk officer, and is a member of the extended Group Risk Management Executive Team ("GREM").

The RRP program is run by the Group RRP, and employees in Group RRP are responsible for preparing resolution and recovery plans, in accordance with local regulatory requirements, together with key resources from Group Legal, Wholesale Banking, Group Corporate Centre, International Units (NBF New York branch), Group Operations and Other Lines of Business, as well as Group Risk Management. The operational responsibility is with the Head of Group RRP.

Resolution planning for Nordea New York is a joint responsibility of the Nordea Group and the management of Nordea New York. At Nordea New York, the General Manager, Henrik M. Steffensen, is responsible for resolution planning, assisted by the Management Committee of Nordea New York, whose members are listed in the previous section. Henrik M. Steffensen is responsible for the filing of the Nordea New York Resolution plan, and for the maintenance of the Plan.

The 2014 Resolution Plan for Nordea New York was approved by

- the Group Risk Committee on: December 10, 2014
- the NBF Board on: December 16, 2014

## **12 Description of material management information systems**

Nordea New York relies on key management information systems (“MIS”) and applications for financial, accounting, risk management and regulatory reporting. These systems, as well as the reports generated from the systems, are wholly owned and controlled by NBF New York. In addition, the core business lines leverage reports provided by the key MIS to monitor daily functionalities.

Nordea New York’s key MIS reports are produced and available on a regular basis. Nordea New York has identified key functionalities that would support branch management during an orderly resolution as outlined in the Plan.