

This is a translation of the Swedish original. In case of any inconsistency between the Swedish and English version, the Swedish version shall prevail.

MINUTES of the Annual General Meeting (AGM) of
Svenska Handelsbanken AB (publ) on 20 March 2013
at the Vinterträdgård, Grand Hôtel, Stockholm, Sweden

Shareholders present according to the list of voters: Attachment A

Item 1

The meeting was declared open by the Chairman of the Board of the Bank, Mr Hans Larsson.

It was noted that the Secretary of the Board, Mr Klas Tollstadius, had been requested to take the minutes of the meeting.

Item 2

Mr Sven Unger, lawyer, was elected chairman of the meeting.

The chairman informed the meeting that Handelsbanken's Board had decided that invited guests, media representatives and officials should be entitled to attend the meeting. The meeting resolved that photography and audio recording would not be permitted during the meeting, except for the Bank's own recording.

Item 3

The following was noted

that the following members of the Board were present: Mr Hans Larsson, Mr Jon Fredrik Baksaas, Mr Pär Boman, Mr Tommy Bylund, Mr Jan Johansson, Mr Ole Johansson, Mr Fredrik Lundberg, Mr Sverker Martin-Löf, Mr Anders Nyren, Ms Bente Rathe, Ms Lone Fønss Schrøder and Ms Charlotte Skog,

20 March 2013

that the auditors Mr Stefan Holmström and Mr Erik Åström were present,

that honorary chairman of the Bank Mr Tom Hedelius was present,

and that the chairman of the nomination committee Mr Carl-Olof By was present.

Item 4

The agenda for the meeting was approved in accordance with the proposal in the notice to attend, Attachment B.

Item 5

In addition to the chairman, Mr Bo Selling of Alecta Pensionsförsäkring, ömsesidigt, and Ms Carina Sverin of AFA Försäkring were appointed to countersign these minutes.

Item 6

The secretary reported that on 8 February 2013, a notice to attend the meeting had been placed in *Post- och Inrikes Tidningar* (the official Swedish Gazette), and that on the same day the notice had also been posted on the Bank's website. On the same day, it had been announced in the two Swedish daily newspapers *Svenska Dagbladet* and *Dagens Nyheter* that a notice to attend the meeting had been given. The wording of the notice to attend is shown in Attachment C.

Those present declared that the meeting had been duly called.

Item 7

The following were presented: the Board's Annual Report and consolidated accounts for 2012, Attachment D, and the auditors' report for the same year, Attachment E.

20 March 2013

The Chairman of the Board, Mr Hans Larsson, then presented the past year's work by the Board and its committees.

The Group Chief Executive of the Bank, Mr Pär Boman, then made a presentation.

Finally, Mr Stefan Holmström, authorised public accountant, presented a report on the Bank's auditing and made a presentation of the auditors' report.

Shareholders and representatives then expressed their opinions. Replies and comments were made by the Chairman of the Board, Mr Hans Larsson and the Group Chief Executive, Mr Pär Boman.

The chairman reported that the number of represented shares was 326,872,607, representing 322,928,433.8 votes after a reduction due to the voting rights limitation in the Articles of Association.

The meeting voted to approve the aforementioned list of voters (Attachment A).

Item 8

The meeting voted to adopt the income statement and balance sheet, and the consolidated income statement and consolidated balance sheet presented by the Board.

Item 9

The resolution on the allocation of the Bank's profits was brought up for consideration.

For the Board's proposals in this matter, as well as comments pursuant to Chapter 18, Section 4 of the Swedish Companies Act, please see the documents setting out all the Board's proposals to the 2013 AGM, which were presented at the meeting, Attachment F. It was noted that the number of shares in the Bank had increased by 1,640,889, due to conversions carried out in one of the Bank's outstanding convertible bonds.

20 March 2013

The meeting voted to adopt the Board's proposal that the profits presented in the balance sheet at the disposal of the meeting should be allocated as follows:

Dividend to shareholders SEK 10.75 per share

The remaining balance is carried forward to the next year.

The meeting resolved that the record day for the dividend would be 25 March 2013.

Item 10

The meeting voted to release the members of the Board and the Group Chief Executive from liability for the management of the Bank during 2012. It was noted that the members of the Board present and the Group Chief Executive did not participate in the vote on this resolution.

Item 11

The Board's proposal for authorisation for the Board to resolve on acquisition and divestment of shares in the Bank was presented.

It was noted that the Board's proposal, the reasons for the proposal and its comments pursuant to Chapter 19, Section 22 of the Swedish Companies Act, are set out in Attachment F.

The meeting voted in favour of the proposal. It was noted that the decision was supported by shareholders representing more than two-thirds of the votes cast at the meeting, and also by more than two-thirds of the votes represented at the meeting.

Item 12

The meeting voted in favour of the Board's proposal, included in Attachment F, that, during the period until the annual general meeting in 2014, the Bank, in order to facilitate

20 March 2013

its securities operations, should have the right to acquire its own ordinary class A and/or B shares for the Bank's trading book.

Item 13

The meeting resolved that the Board consist of eleven members with no deputy members.

Item 14

The meeting resolved that there be two auditors: two registered firms of accountants.

Item 15

The meeting resolved that the fees to Board members would be as follows. SEK 3,150,000 to the Chairman, SEK 875,000 to the Vice Chairman, and SEK 600,000 to each of the remaining members. For committee work, the following fees per member: credit committee SEK 325,000; remuneration committee SEK 125,000; audit committee SEK 150,000 to members and SEK 200,000 to the chairman. Board members who are employees of the Bank receive no fee for serving on the Board.

The meeting resolved that fees to the auditors would be "on approved account."

It was noted that the fees to Board members can be paid as salary to the members or invoiced by the member's company on condition that this is neutral in terms of costs for the Bank.

Item 16

The meeting resolved to appoint the following as Board members:

Mr Jon Fredrik Baksaa, Sandvika, Norway

Mr Pär Boman, Stockholm, Sweden

Mr Tommy Bylund, Ljusdal, Sweden

Ms Lone Fønss Schrøder, Copenhagen, Denmark

Mr Jan Johansson, Stockholm, Sweden

20 March 2013

Mr Ole Johansson, Kauniainen, Finland

Mr Fredrik Lundberg, Djursholm, Sweden

Mr Sverker Martin-Löf, Stockholm, Sweden

Mr Anders Nyrén, Stockholm, Sweden

Ms Bente Rathe, Trondheim, Norway

Ms Charlotte Skog, Österskär, Sweden

This proposal meant the re-election of eleven members. The Chairman of the Board, Mr Hans Larsson, had declined re-election.

Before the election, concerning the question of the board commitments that the proposed members have in other companies, the chairman referred to the report in Attachment G. He also reported that, since the nomination committee's proposal had been announced, it had become known that Mr Ole Johansson had left his position as chairman of Outokumpo Oyj and that Ms Lone Fønss Schrøder had left her positions in Vattenfall and Akers ASA. She has, however, become a board member and chair of the audit committee of Kvaerner ASA.

The meeting resolved to elect Mr Anders Nyrén as Chairman of the Board.

Item 17

The meeting resolved to re-elect KPMG AB and Ernst & Young AB as auditors for the period until the end of the meeting to be held in 2014.

These two auditing companies had announced that, should they be elected, they would appoint the same auditors as in 2012 to be auditors in charge: Mr Stefan Holmström (authorised public accountant) as auditor in charge for KPMG AB, and Mr Erik Åström (authorised public accountant) as auditor in charge for Ernst & Young AB.

Item 18

The meeting approved the Board's proposal on guidelines for compensation and other terms of employment for the senior management of the Bank as stated in Attachment F.

20 March 2013

It was noted that the Bank's auditors had confirmed in a statement, which was presented, that the principles that had applied since the previous meeting had been complied with, Attachment H.

Item 19

The meeting resolved that the registered public accounting firm KPMG AB be appointed as auditor for the foundations linked to the Bank, in accordance with Attachment F.

Item 20

The meeting resolved to reject the proposal from shareholder Mr Carl Axel Bruno concerning changes to the Articles of Association, Attachment I.

Item 21

The newly appointed Chairman of the Board, Mr Anders Nyrén, thanked the retiring Chairman, Mr Hans Larsson, for his long and successful work on the Board as a member since 1990 and as Chairman since 2008.

After this, the chairman declared the meeting closed.

Minutes recorded by:

Countersigned:

Sven Unger

Klas Tollstadius

Bo Selling

Carina Sverin