

MINUTES of the annual general meeting of Svenska
Handelsbanken AB (publ), held at Vinterträdgården,
Grand Hôtel, Stockholm, Sweden on 27 March 2019

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 Pär Boman.

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.

27 March 2019

Item 3

The following was noted

that the following members of the Board were present: Mr Jon Fredrik Baksaa, Mr Pär Boman, Mr Anders Bouvin, Ms Kerstin Hessius, Mr Jan-Erik Höög, Mr Ole Johansson, Ms Lise Kaae, Mr Fredrik Lundberg, Ms Bente Rathe and Ms Charlotte Skog,

that the auditors Mr Jesper Nilsson and Mr Johan Rippe were present,

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

and that the chair of the nomination committee Ms Helena Stjernholm 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, Ms Carina Sverin of AFA Försäkring and Mr Bo Selling of Alecta Pensionsförsäkring, ömsesidigt, were appointed to countersign these minutes.

Item 6

The secretary reported that on 22 February 2019, a notice to attend the meeting had been published in Post- och Inrikes Tidningar (the official Swedish Gazette), and that, as of 20 February 2019, the notice had also been posted on the Bank's website. On 22 February 2019, it was also 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 2018, Attachment D, and the auditor's report on the consolidated accounts for the same year, Attachment E.

The Chairman of the Board, Mr Pär Boman, then presented the work of the Board and its committees.

The Group Chief Executive of the Bank, Mr Anders Bouvin, then made a presentation.

Finally, Mr Jesper Nilsson, authorised public accountant, presented a report on the Bank's auditing and made a presentation of the auditor's report.

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

The Chairman reported that the number of shares represented was 1,097,731,822, with 1,095,307,718 of these being class A shares and 2,424,104 class B shares representing 1,095,550,128.4 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).

27 March 2019

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 the Board's proposals to the 2019 annual general meeting, which were presented at the meeting, Attachment F.

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 5.50 per share
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The remaining balance is carried forward to the next year.

The meeting resolved that the record day for the dividend would be 29 March 2019.

Item 10

The meeting voted to release the members of the Board who had served during 2018 and the Group Chief Executive from liability for the 2018 financial year. It was noted that the members of the Board present and the Group Chief Executive did not participate in the vote on this resolution.

27 March 2019

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 2020, the Bank, in order to facilitate its securities operations, should have the right to acquire its own ordinary class A and/or B shares for the Bank's trading book. 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 13

The Board's proposal was presented regarding authorisation for the Board to resolve on issuance of convertibles as 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.

27 March 2019

Item 14

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

Item 15

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

Item 16

The meeting resolved that the fees to Board members would be as follows. SEK 3,400,000 to the Chairman, SEK 970,000 to the Vice Chairman, and SEK 690,000 to each of the remaining members. For committee work, the following fees per member: credit committee SEK 400,000; remuneration committee SEK 140,000; risk committee SEK 400,000 to members and SEK 450,000 to the chair of the committee; and audit committee SEK 400,000 to members and SEK 500,000 to the chair of the committee. Board members who are employees of Handelsbanken are not to receive a fee.

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

Item 17

The meeting resolved to appoint the following as Board members:

Mr Jon Fredrik Baksaa

Mr Hans Biörck

Mr Pär Boman

Ms Kerstin Hessius

Mr Jan-Erik Höög

Mr Ole Johansson

Ms Lise Kaae

Mr Fredrik Lundberg

Ms Bente Rathe

Ms Charlotte Skog

27 March 2019

Ms Carina Åkerström

This decision meant the re-election of ten members and the election of one new member, Ms Carina Åkerström.

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.

Item 18

The meeting resolved to elect Mr Pär Boman as Chairman of the Board.

Item 19

The meeting resolved to re-elect Ernst & Young AB and PricewaterhouseCoopers AB as auditors for the period until the end of the annual general meeting to be held in 2020.

Ernst & Young AB had announced that, if elected, it would appoint Mr Jesper Nilsson (authorised public accountant) as auditor in charge, and PricewaterhouseCoopers AB had announced that, if elected, it would appoint Mr Johan Rippe (authorised public accountant) as auditor in charge.

Item 20

The meeting approved the Board's proposal on guidelines for remuneration and other terms of employment for executive officers of the Bank, as stated in Attachment F.

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.

27 March 2019

Item 21

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

Item 22

Shareholder Mr Sven Grill presented a proposal for a special examination, Appendix I. Using an electronic voting system with individual terminals, it was established that shareholders with a combined holding of 51,561,013 shares, representing 50,364,755.5 votes, voted in favour of the proposal. Other shareholders voted against or abstained from voting. Consequently, the proposal did not receive sufficient support pursuant to Chapter 10, Section 22 of the Swedish Companies Act.

Item 23

Finally, the Chairman of the Board Mr Pär Boman thanked the Bank's departing Group Chief Executive Mr Anders Bouvin for his work for Handelsbanken.

After this, the chairman declared the meeting closed.

Countersigned

Sven Unger

Carina Sverin

Bo Selling

Minutes recorded by

Klas Tollstadius