

**Shareholders of**  
**Svenska Handelsbanken AB (publ)**  
**are hereby given notice to attend the Annual General Meeting at the Grand**  
**Hôtel's Winter Garden, Royal entrance, Stallgatan 4, Stockholm,**  
**at 9.30 a.m. on Wednesday, 25 March 2015.**

Registration starts at 8.15 a.m.

**Notice of attendance, etc.**

Shareholders wishing to attend the meeting must:

- be entered in the register of shareholders kept by Euroclear Sweden AB on Thursday, 19 March 2015,
- and give notice of their attendance by Thursday, 19 March 2015 at the latest. Notice is to be sent by letter to Handelsbanken, Corporate Governance, SE-106 70 Stockholm, or be given by telephone on +46 8 701 19 84, or online at [www.handelsbanken.se/ireng](http://www.handelsbanken.se/ireng). Usually it is easiest to use the online solution.

Personal data obtained from Euroclear's register of shareholders will be used for the registration and to draw up the voting list for the annual general meeting (AGM).

Shareholders who have appointed **representatives** must:

- report this to the Bank according to the above instructions and be entered in the register of shareholders kept by Euroclear on 19 March 2015,
- and issue a written, dated power of attorney for the representative. The original version of the power of attorney must be sent to the Bank at the above address well before the AGM. Power of attorney forms in Swedish may be obtained from the Bank by telephone +46 8 701 19 84, and are also available from the Bank's website.

In addition to a power of attorney, representatives of **legal entities** must also send an authenticated copy of the company's registration certificate or similar documentation of authority. These documents must prove the authority of the person who has signed the power of attorney to appoint the representative for the legal entity. Notice of attendance must also be given for the shareholder as described above.

Shareholders or representatives may be accompanied by no more than two **advisers**. Advisers may be brought to the AGM if the shareholder submits to the Bank the number of advisers in the same way as stated above for giving notice of the shareholder's attendance.

**Nominee-registered shares**

To be able to participate in the AGM, any shareholders whose shares are nominee-registered (in a custody account) via a bank or other nominee must temporarily re-register the shares in his/her own name in the Euroclear register of shareholders. Shareholders must notify the nominee of this well before 19 March 2015, when this entry must have been effected. Shareholders must also register for attendance in accordance with the "Notice of attendance, etc." section above.

### **Personal entrance cards**

Notices of attendance received in time will be confirmed by the delivery of a personal entrance card which must be shown at the entrance to the meeting venue. The entrance cards will be posted on or around 20 March 2015.

### **Items on the agenda**

1. Opening of the meeting
2. Election of the chairman of the meeting
3. Establishment and approval of the list of voters
4. Approval of the agenda
5. Election of two persons to countersign the minutes
6. Determining whether the meeting has been duly called
7. A presentation of the annual accounts and auditors' report, as well as the consolidated annual accounts and the auditors' report for the Group, for 2014. In connection with this:
  - a presentation of the past year's work by the Board and its committees
  - a speech by the Group Chief Executive, and any questions from shareholders to the Board and management of the Bank
  - a presentation of audit work during 2014
8. Resolutions concerning adoption of the income statement and the balance sheet, as well as the consolidated income statement and consolidated balance sheet
9. Resolution on the allocation of the Bank's profits in accordance with the adopted balance sheet and also concerning the record day
10. Resolution on release from liability for the members of the Board and the Group Chief Executive for the period referred to in the financial reports
11. The Board's proposal for authorisation for the Board to resolve on acquisition and divestment of shares in the Bank
12. The Board's proposal for acquisition of shares in the Bank for the Bank's trading book pursuant to Chapter 7, Section 6 of the Swedish Securities Market Act
13. The Board's proposal for a stock split and change to the articles of association
14. Determining the number of members of the Board to be appointed by the meeting
15. Determining the number of auditors to be appointed by the meeting
16. Deciding fees for Board members and auditors
17. Election of the Board members and the Chairman of the Board
18. Election of auditors
19. The Board's proposal concerning guidelines for remuneration to executive officers
20. The Board's proposal concerning the appointment of auditors in foundations without own management
21. Shareholder's proposal regarding a change to the articles of association
22. Shareholder's proposal regarding an investigation assignment for the Board
23. Shareholder's proposal to assign to the Board to contact the government
24. Shareholder's proposal to assign to the Board to form a shareholders' association
25. Shareholder's proposal on special examination
26. Closing of the meeting

### **Nomination committee**

The nomination committee has consisted of Mr Anders Nyberg (Industrivärden), chairman, Mr Jan-Erik Höög (Oktogonen Foundation), Mr Mats Guldbrand (Lundberg ownership group), Mr Bo Selling (Alecta) and the Chairman of the Board Mr Anders Nyrén. A presentation of the work of the nomination committee can be found on the Bank's website, handelsbanken.se/ireng.

### **Item 2 Election of the chairman of the meeting**

The nomination committee proposes that Mr Sven Unger be chairman of the meeting.

### **Item 9 Dividend and record day**

The Board proposes a dividend of SEK 17.50 per share, including an ordinary dividend of SEK 12.50 per share, and that Friday, 27 March 2015 be the record day for receiving dividends. If the meeting resolves in accordance with the proposal, Euroclear Sweden AB expects to distribute the dividend on Wednesday, 1 April 2015.

### **Items 11-12 Acquisition and divestment of the Bank's own shares**

The Board proposes that it be authorised, until the AGM in 2016, to resolve on the acquisition of a maximum of 40 million class A and/or B shares and divestment – both via NASDAQ OMX Stockholm AB and outside NASDAQ OMX Stockholm AB – of all the Bank's own class A and/or B shares, with the right to deviate from the shareholders' preferential rights. The earning capacity of the Bank remains good, and a stable capital situation can be foreseen. Depending on the continuing growth in volumes, a strengthened capital situation may arise. In such a situation, it could be appropriate to adjust the Bank's capital structure, which may inter alia be carried out by repurchasing the Bank's own shares. A new authorisation by the meeting for the Board to resolve on the repurchase of the Bank's own shares is therefore justified. The Board also notes that if the Bank were to acquire a company or operations, such a transaction could be facilitated if its own repurchased shares were available to finance an acquisition. The Board also proposes that the Bank, in order to facilitate its securities operations, shall have the right to acquire its own class A and/or class B shares for the Bank's trading book until the AGM in 2016 pursuant to Chapter 7, Section 6 of the Swedish Securities Market Act (2007:528), on condition that its own shares in the trading book at no time exceed two per cent of all shares in the Bank. The aggregated holding of own shares shall not at any time exceed one-tenth of the total number of shares in the Bank.

### **Item 13 The Board's proposal for a stock split and change to the articles of association**

With the purpose of facilitating trade in the Bank's shares on NASDAQ OMX Stockholm AB, the Board proposes that the meeting resolves:

1. that each share, irrespective of class, be split into three shares (3:1 split) of the same class
2. to authorise the Board to determine a record date for the split, which must not, however, be before the date the decision is registered with the Swedish Companies Registration Office
3. that, with the purpose of adapting the limits for the number of shares and share capital, section 4, paragraphs 1-3 of the articles of association be changed as follows

“The Bank’s share capital shall be at least two billion three hundred and twenty five million (2,325,000,000) Swedish kronor and at most nine billion three hundred million (9,300,000,000) Swedish kronor.

The number of shares shall be at least 1,500,000,000 and at most 6,000,000,000.

Two classes of shares may be issued: class A and class B. The maximum number of class A shares which may be issued is 6,000,000,000 and the maximum number of class B shares is 150,000,000”

4. to authorise the Chairman of the Board to make any adjustments needed in the decision which are required for registration at the Swedish Companies Registration Office or in Euroclear Sweden AB’s processing.

**Item 14-15 Determining the number of members of the Board and the number of auditors to be appointed by the meeting**

The nomination committee proposes that the meeting resolve that the Board consist of ten (10) members. In addition, the nomination committee proposes that the meeting appoint two registered auditing companies as auditors.

**Item 16 Deciding fees for Board members and auditors**

The nomination committee proposes the following fees: SEK 3,150,000 (unchanged) to the Chairman, SEK 900,000 (unchanged) to vice chairmen, and SEK 640,000 (625,000) to each of the remaining members. For committee work, the following fees are proposed: SEK 335,000 (325,000) to each member of the credit committee, SEK 130,000 (125,000) to each member of the remuneration committee, SEK 335,000 (250,000) to each member of the risk committee and SEK 150,000 (unchanged) to each member of the audit committee and SEK 200,000 (unchanged) to the chairman of the audit committee. Board members who are employees of Handelsbanken are not to receive a fee. The nomination committee proposes that the meeting resolve on remuneration to be paid to the auditors “on approved account”.

**Item 17 Election of the Board members and the Chairman of the Board**

The nomination committee proposes that the meeting re-elect all Board members with the exception of Mr Sverker Martin-Löf and Mr Jan Johansson, who have declined re-election. The nomination committee proposes that the meeting elect Ms Lise Kaae and Mr Frank Vang-Jensen as new Board members.

The nomination committee also proposes that Mr Pär Boman be elected as Chairman of the Board.

More details on the proposed members of the Board may be found in the nomination committee’s proposal, which is available on the Bank’s website [handelsbanken.se/ireng](http://handelsbanken.se/ireng).

**Item 18 Election of auditors**

The nomination committee proposes that the meeting re-elect KPMG AB and Ernst & Young AB as auditors for the period until the end of the AGM to be held in 2016. These two auditing companies have announced that, should they be elected, they will appoint Mr George Pettersson (authorised public accountant) as auditor in charge for KPMG AB, while Mr Jesper Nilsson (authorised public accountant) will be appointed as auditor in charge for Ernst & Young AB.

**Item 19 The Board's proposal concerning guidelines for remuneration to executive officers**

The Board proposes that the meeting decide on the following guidelines for remuneration and other terms of employment for executive officers of Handelsbanken. The guidelines shall not affect any remuneration previously decided for executive officers.

- The aggregated total remuneration shall be on market terms.
- Remuneration is paid only in the form of a fixed salary, pension provision and customary benefits. By special decision of the Board, the Bank can provide housing. Variable remuneration benefits such as bonus and percentage of profits are not paid.
- The executive officers in question are included in the Oktogonen profit-sharing system on the same terms as all employees of the Bank.
- The retirement age is normally 65. Retirement benefits are defined benefit or defined contribution, or a combination of the two.
- The period of notice on the part of the officer is six (6) months, and on the part of Handelsbanken a maximum of twelve (12) months. If the Bank terminates the employment contract later than five (5) years after the person becomes one of the Bank's executive officers, the period of notice is a maximum of twenty-four (24) months. No other termination benefits are paid.
- The Board shall have the right in exceptional circumstances to deviate from the established guidelines if there are special reasons in an individual case.

These guidelines shall apply to the Group Chief Executive, Executive Vice Presidents, other Executive Directors and members of the Central Board of Handelsbanken who are also employees of the Bank.

**Item 21 Shareholder's proposal regarding a change to the articles of association**

Shareholder Thorwald Arvidsson proposes that the meeting resolve on the following: "Shares of both class A and class B should carry one vote (an amendment to Section 4, final paragraph of the Articles of Association)."

**Item 22 Shareholder's proposal regarding an investigation assignment for the Board**

Shareholder Thorwald Arvidsson proposes that the meeting resolve to assign to the Board to investigate the voting rights limitation stated in section 12 of the articles of association and submit to the 2016 annual general meeting a proposal for an addition to the articles of association in this respect.

**Item 23 Shareholder's proposal to assign to the Board to contact the government**

Shareholder Thorwald Arvidsson proposes that the meeting resolve to assign to the Board to submit a proposal to the Swedish government to appoint a committee with the task of proposing an amendment to the Swedish Companies Act such that different levels of voting rights be abolished.

**Item 24 Shareholder's proposal to assign to the Board to form a shareholders' association**

Shareholder Thorwald Arvidsson proposes that the meeting resolve to assign to the Board the task of taking the requisite action to form a shareholders' association for the Bank.

**Item 25 Shareholder's proposal on special examination**

Shareholder Thorwald Arvidsson proposes a special examination pursuant to Chapter 10, Section 21 of the Swedish Companies Act (2005:551).

**Proposals in full, etc.**

This notice, the annual report documents, the audit report, and the complete proposals of the Board with accompanying comments, the nomination committee's complete proposals for resolutions, as well as the complete proposals from shareholder Thorwald Arvidsson are available from Handelsbanken, Corporate Governance, Kungsträdgårdsgatan 2, SE-106 70 Stockholm, starting from today; they will be sent free of charge to shareholders who request this, and provide their postal address. These documents are also available on the Bank's website, [www.handelsbanken.se/ireng](http://www.handelsbanken.se/ireng).

During the week beginning 2 March 2015, the 2014 Annual Report will be distributed to shareholders who have ordered it. Orders for the Annual Report may be made via the Bank's website, where the Annual Report will also be available.

**Majority requirement**

Approval of the Board's proposals under items 11, 12 and 13 requires assent by shareholders representing at least two thirds of both the votes cast and of the shares represented at the meeting. The meeting's decision regarding an amendment to the articles of association according to item 21 is valid if it is supported by all shareholders present at the annual general meeting and that these represent at least nine tenths of all shares in the company; or if it is supported by shareholders with at least two thirds of both the votes cast and of the shares represented at the meeting provided that holders of half of all class A shares and nine tenths of the class A shares represented at the meeting agree to the change.

**Information regarding the number of shares and votes in the Bank, and the Bank's holdings of its own shares**

When this notice of attendance was published, there were 623,925,276 class A shares in the Bank, representing the same number of votes, and 11,750,443 class B shares, representing 1,175,044.3 votes. The Bank has no holdings of its own shares in the trading book.

**Information on the shareholder's right to request information**

The Board and the Group Chief Executive shall, if any shareholder so requests and the Board considers that this may be done without damage being incurred by the Bank and without any

appreciable inconvenience for any person, provide information at the AGM regarding circumstances that may affect an assessment of an item on the agenda or circumstances that may affect an assessment of the Bank's financial situation.

This duty of disclosure also applies to the Bank's relationship with other companies within the Group and the consolidated annual accounts, as well as to subsidiaries in respect of the circumstances referred to in the preceding paragraph.

Stockholm, February 2015

Svenska Handelsbanken AB (publ)  
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THE BOARD

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