

**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, 16 March 2016.**

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, 10 March 2016,

and give notice of their attendance by Thursday, 10 March 2016 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 10 March 2016,

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 (0)8 701 19 84, and are also available from the Bank's Swedish website [handelsbanken.se/bolagsstamma](http://handelsbanken.se/bolagsstamma).

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 10 March 2016, 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 11 March 2016.

### **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 2015. 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 2015
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 regarding authorisation for the Board to resolve on issuance of convertibles
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
  - i. Jon-Fredrik Baksaas (re-election, proposed by the nomination committee)
  - ii. Pär Boman (re-election, proposed by the nomination committee)
  - iii. Tommy Bylund (re-election, proposed by the nomination committee)
  - iv. Ole Johansson (re-election, proposed by the nomination committee)
  - v. Lise Kaae (re-election, proposed by the nomination committee)
  - vi. Fredrik Lundberg (re-election, proposed by the nomination committee)
  - vii. Bente Rathe (re-election, proposed by the nomination committee)
  - viii. Charlotte Skog (re-election, proposed by the nomination committee)
  - ix. Frank Vang-Jensen (re-election, proposed by the nomination committee)

- x. Karin Apelman (new election, proposed by the nomination committee)
- xi. Kerstin Hessius (new election, proposed by the nomination committee)
- 18. Election of the Chairman of the Board
- 19. Election of auditors
- 20. The Board's proposal concerning guidelines for remuneration to executive officers
- 21. The Board's proposal concerning the appointment of auditors in foundations without own management
- 22. Closing of the meeting

### **Nomination committee**

The nomination committee has consisted of Ms Helena Stjernholm (Industrivärden), chair, Mr Jan-Erik Höög (Oktogonen Foundation), Mr Mats Guldbrand (Lundberg ownership group), Mr Bo Selling (Alecta) and the Chairman of the Board Mr Pär Boman. A presentation of the work of the nomination committee can be found on the Bank's website, [handelsbanken.se/ireng](http://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 6.00 per share, including an ordinary dividend of SEK 4.50 per share, and that Friday, 18 March 2016 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, 23 March 2016.

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

The Board proposes that it be authorised, until the next AGM, to resolve on the acquisition of a maximum of 120,000,000 class A and/or B shares and divestment – both via Nasdaq Stockholm AB and outside Nasdaq 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 next AGM 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 regarding authorisation for the Board to resolve on issuance of convertibles**

With the purpose of allowing flexible, effective adaptation of Handelsbanken's capital structure by quickly being able to perform issues of convertible additional tier 1 capital instruments, the

Board is proposing that the AGM resolves to authorise the Board during the period until the AGM in 2017, to resolve on issuance of such convertibles, on the following main conditions:

- An issue may be made with or without deviation from shareholders' preferential rights. The reasons for a deviation from the shareholders' preferential rights are that the convertibles must be possible to issue to institutional debt investors on the international capital markets, and without right of conversion for the holders.
- The convertibles will not include the right of conversion for the holders, but will lead to mandatory conversion to shares in accordance with the terms and conditions, in the case of one or more pre-defined events.
- The loan amount and conversion conditions will be determined so that the aggregate number of shares which may be issued when converting convertibles issued under this authorisation, with application of the conversion price determined at the time of issue, amounts to a maximum of 365,000,000 shares. Issuances under this authorisation must be made on market terms.

**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 eleven (11) 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 unchanged fees as follows: SEK 3,150,000 (3,150,000) to the Chairman, SEK 900,000 (900,000) to the Vice Chairman and SEK 640,000 (640,000) to each of the remaining members. For committee work, the following unchanged fees are proposed: SEK 335,000 (335,000) to each member of the credit committee, SEK 130,000 (130,000) to each member of the remuneration committee, SEK 335,000 (335,000) to each member of the risk committee. Increased fees of SEK 285,000 (150,000) are proposed for each member of the audit committee and SEK 335,000 (200,000) to the chairman of the audit committee. If, due to US regulations, Handelsbanken is obliged to form a separate risk committee for its US operations, the nomination committee proposes a fee of SEK 250,000 for each member of that 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 17-18 Election of the Board members and the Chairman of the Board**

The nomination committee proposes that the meeting re-elect all Board members. The nomination committee proposes that the meeting elect Ms Karin Apelman and Ms Kerstin Hessius as new Board members.

The nomination committee also proposes that Mr Pär Boman be re-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 19 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 2017. These two auditing companies have announced that, should they be elected, they will appoint Mr Anders Bäckström (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 20 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 Oktagonen 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. Other time periods may apply due to collective agreements and labour legislation.
- 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, other Executive Directors and members of the Central Board of Handelsbanken who are also employees of the Bank.

### **Proposals in full, etc.**

This notice, the annual report documents, the audit report, and the complete proposals of the Board with accompanying comments and the nomination committee's complete proposals for resolutions 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 7 March 2016, the 2015 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.

**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 1,871,794,753 class A shares in the Bank, representing the same number of votes, and 35,251,329 class B shares, representing 3,525,132.9 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 2016

Svenska Handelsbanken AB (publ)  
502007-7862

THE BOARD

**[www.handelsbanken.com](http://www.handelsbanken.com)**