

This document is a translation of the Swedish original. In the event of discrepancies, the Swedish original shall prevail.

Shareholders of
Svenska Handelsbanken AB (publ)
are hereby given notice of the annual general meeting on Wednesday, 24
March 2021.

In order to counteract the spread of the virus that causes covid-19, the Board of Directors of the Bank has decided that the Annual General Meeting should be conducted without the physical presence of shareholders, representatives or third parties and that the shareholders before the meeting should be able to exercise their voting rights by post.

Conditions for participation

Shareholders wishing to attend the annual general meeting (AGM) must:

both be entered in the register of shareholders kept by Euroclear Sweden AB on Tuesday, 16 March 2021,

and have given notice of attendance by voting in accordance with instructions under the heading Postal voting below so that the postal voting vote is received by the bank through Computershare AB no later than 23 March 2021. Please note that the notification to the Annual General Meeting can only be made by postal voting.

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 (so called voting right registration).

Shareholders must notify the nominee of this well in advance. Any voting right registration which has been requested in such time that the nominee has been able to perform voting right registration on Thursday 18 March 2021 will be observed in the production of the register of shareholders.

Postal voting

Shareholders may exercise their voting rights only by postal voting in accordance with section 22 of the Act (2020: 198) on temporary exceptions to facilitate the execution of general meetings in companies and other associations. A special form must be used for the postal vote. The form for postal voting is available on the Bank's website www.handelsbanken.com/agm and can also be sent by mail to shareholders at the request by telephone no 0771-24 64 00. Submitting of the postal voting form in accordance with the below will be considered as notice of attendance. Completed and signed forms for postal voting shall be sent by mail to Computershare AB, Handelsbanken's AGM, Box 5267, 102 46 Stockholm and must be received by Computershare AB on Tuesday 23 March 2021 at the latest. Postal voting form may also be submitted electronically by verification

through BankID in accordance with instructions at the Bank's website www.handelsbanken.com/agm or by sending the completed postal voting form by e-mail to info@computershare.se together with power of attorney and other documentation of authority. The Shareholders may not provide special instructions or conditions to the postal vote. If so, the entire postal vote is invalid. Further instructions and conditions can be found in the postal voting form.

Powers of attorney

Shareholders voting by proxy must attach a power of attorney. Shareholders which are legal persons shall attach a registration certificate or other authorization document to the form. Power of attorney forms are available at the Bank's website, handelsbanken.com/agm, and may also be obtained from the Bank at request.

Shareholders' right to receive information

Upon request by any Shareholder and where the Board of Directors believes that such may take place without significant harm to the company, the Board of Directors and the Group Chief Executive shall provide information in respect of any circumstances which may affect the assessment of a matter on the agenda or the 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 sentence.

A request for such information shall be made in writing to the Bank, at the address of Handelsbanken, Group Legal, 106 70 Stockholm, or by e-mail at bolagsstamma@handelsbanken.se, and shall have been received by the Bank on Sunday 14 March 2021 at the latest. The information will be made available at Handelsbanken, Kungsträdgårdsgatan 2, Stockholm and at the Bank's website www.handelsbanken.com/agm from Friday 19 March 2021 at the latest. The information is also sent to the Shareholders who requested it and stated their address.

Items on the agenda

1. Opening of the meeting
2. Election of the chairman of the meeting
3. Election of two persons to check and countersign the minutes
4. Establishment and approval of voting list
5. Approval of the agenda
6. Determining whether the meeting has been duly called
7. Presentation of the annual accounts and auditors' report, as well as the consolidated annual accounts and the auditors' report for the group, for 2020.
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. Presentation and resolution concerning the approval of the Board's report on paid out and outstanding remuneration to executive officers
11. 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

12. The Board's proposal for authorisation for the Board to resolve on acquisition and divestment of shares in the Bank
13. 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
14. The Board's proposal regarding authorisation for the Board to resolve on issuance of convertible tier 1 capital instruments
15. The Board's proposal for amendment of the articles of association
16. Determining the number of members of the Board to be appointed by the meeting
17. Determining the number of auditors to be appointed by the meeting
18. Determining fees for Board members and auditors
19. Election of the Board members
 - i. Mr Jon Fredrik Baksaas (re-election, proposed by the nomination committee)
 - ii. Ms Stina Bergfors (new election, proposed by the nomination committee)
 - iii. Mr Hans Biörck (re-election, proposed by the nomination committee)
 - iv. Mr Pär Boman (re-election, proposed by the nomination committee)
 - v. Ms Kerstin Hessius (re-election, proposed by the nomination committee)
 - vi. Mr Fredrik Lundberg (re-election, proposed by the nomination committee)
 - vii. Mr Ulf Riese (re-election, proposed by the nomination committee)
 - viii. Ms Arja Taaveniku (re-election, proposed by the nomination committee)
 - ix. Ms Carina Åkerström (re-election, proposed by the nomination committee)
20. Election of the Chairman of the Board
21. Election of auditors
22. The Board's proposal concerning amendment of guidelines for remuneration to executive officers
23. The Board's proposal concerning the appointment of auditors in foundations without own management
24. Closing of the meeting

Nomination committee

The nomination committee has consisted of Ms Helena Stjernholm (Industrivärden), chair, Ms Maria Sjöstedt (Oktogonen Foundation), Mr Mats Guldbrand (Lundberg ownership group), Ms Carina Silberg (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.com/bolagsstamma (in English at handelsbanken.com/agm).

Item 2 Election of chairman of the meeting

The nomination committee proposes that Mr Sven Unger be chairman of the meeting, or in his absence, such person proposed by the nomination committee.

Item 3 Election of two persons to check and countersign the minutes

The nomination committee proposes Ms Carina Sverin (AFA Försäkring) and Ms Carina Silberg (Alecta), to check and countersign the minutes together with the chairman of the meeting. In the event of absence of one or both of them, the nomination committee proposes firstly Mr Mats Guldbrand (Lundbergföretagen) and secondly Helena Stjernholm (Industrivärden). The assignment to check and countersign the minutes also include checking the voting list and that the received postal votes are correctly stated in the minutes of the meeting.

Item 4. Preparation and approval of voting list

The voting list proposed to be approved is the voting list prepared by Computershare AB on behalf of the Bank, based on the register of shareholders for the AGM and received postal votes, controlled and checked by the persons assigned to check the minutes.

Item 9 Dividend and record day

The Board proposes a dividend of SEK 4.10 per share, and that the remaining profits be carried forward to next year. In addition, the Board proposes that Friday, 26 March 2021 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, 31 March 2021.

Item 10 Presentation and resolution concerning the approval of the Board's report on paid out and outstanding remuneration to executive officers

The Board proposes that the meeting resolve to approve the presented report from the Board on paid out and outstanding remuneration to executive officers.

Items 12-13 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 via Nasdaq Stockholm and divestment – both via Nasdaq Stockholm and outside Nasdaq Stockholm – 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, among other things, 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 14 The Board's proposal regarding authorisation for the Board to resolve on issuance of convertible tier 1 capital instruments

In order to allow flexible, effective adaptation of Handelsbanken's capital structure by quickly being able to perform issues of convertible additional tier 1 instruments, the Board is proposing that the AGM resolves to authorise the Board during the period until the AGM in 2022, 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 it must be possible to issue to institutional debt investors on the international capital markets.

- 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 10 per cent of the number of shares issued in Handelsbanken, currently corresponding to 198,002,849 shares. Issuances under this authorisation must be made on market terms.

Item 15 The Board's proposal for amendment of the articles of association

The Board proposes that the meeting resolve to:

- amend the articles of association by stating that the Board may resolve, prior to a general meeting, that the shareholders may exercise their voting rights prior to the general meeting by post in accordance with the procedures stated in chapter 7 section 4a of the Swedish Companies Act; and
- amend;
 - section 6 of the articles of association by changing the Swedish term *firma* to *företagsnamn* (English: company name);
 - section 6 of the articles of association by changing the reference from the Swedish Financial Instruments Accounts Act (1998:1479) to the Swedish Central Securities Depositories and Financial Instruments Accounts Act (1998:1479); and
 - section 10 of the articles of association in accordance with the amendment of the Swedish Companies Act that entered into effect on 3 September 2020, by changing the clause on the printout of the share register in which shareholders must be listed in order to be entitled to participate in a general meeting from referring to the situation five days before the general meeting to referring to the situation six banking days before the general meeting, taking into account any voting right registrations which have been performed in accordance with chapter 5 section 15 of the Swedish Companies Act four banking days before the general meeting.

Items 16-17 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 nine members elected by the annual general meeting. In addition, in accordance with the audit committee's recommendation, the nomination committee proposes that the meeting appoint two registered auditing companies as auditors.

It is noted that employee organisations have appointed employee representatives to the Board, two ordinary members and two substitutes.

Item 18 Determining fees for Board members and auditors

Fees to Board members are proposed by the nomination committee as follows: SEK 3,500,000 to the chair, SEK 1 000,000 to the deputy chair, and SEK 715,000 to each of the remaining

members.

For committee work, the following fees per member are proposed: remuneration committee SEK 140,000, credit committee SEK 425,000 to members and SEK 475,000 to the chair; UK-committee SEK 425,000 to members and SEK 475,000 to the chair; risk committee SEK 425,000 to members and SEK 525,000 to the chair; and audit committee SEK 425,000 to members and SEK 525,000 to the chair.
Board members who are employees of Handelsbanken shall not receive a fee.

The nomination committee proposes that the meeting resolve on remuneration to be paid to the auditors 'on approved account.'

Items 19-20 Election of the Board members and the Chairman of the Board

The nomination committee proposes re-election of the following members of the Board: Mr Jon Fredrik Baksaas, Mr Hans Biörck, Mr Pär Boman, Ms Kerstin Hessius, Mr Fredrik Lundberg, Mr Ulf Riese, Ms Arja Taaveniku and Ms Carina Åkerström. The nomination committee proposes that the meeting elect Ms Stina Bergfors as new member.

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 at handelsbanken.com/ags.

Item 21 Election of auditors

In accordance with the audit committee's recommendation, the nomination committee proposes that the meeting re-elect Ernst & Young AB and PricewaterhouseCoopers AB ("PwC") as auditors for the period until the end of the AGM to be held in 2022. These two auditing companies have announced that, should they be elected, as auditors in charge will be appointed Mr Jesper Nilsson (authorised public accountant) for Ernst & Young AB and Mr Johan Rippe (authorised public accountant) for PwC.

Item 22 The Board's proposal concerning amendment of guidelines for remuneration to executive officers

The Board proposes that the guidelines for remuneration and other terms of employment for executive officers which were adopted at the AGM in 2020 shall be amended as follows.

These guidelines shall also apply to any remuneration to members of the Board which is paid in addition to fees for assignment to the Board of the Bank.

Fees to members of the Board

Members of the Board who are elected by the general meeting shall in special circumstances be able to be compensated for services provided within their respective area of competence (including assignments to the board of another group company) which do not constitute services to the Board of the Bank. Such duties of service shall be handled in accordance with applicable internal rules and by due consideration of possible conflicts of interest. These services shall be

compensated for by market-based remuneration. Information about any remuneration for such services shall be included in the annual report and the remuneration report.

The guidelines shall otherwise remain unchanged.

Proposals in full, etc.

This notice, the complete proposals of the Board with accompanying comments and the nomination committee's proposals for resolutions with accompanying explanations, are available at Handelsbanken, Group Legal, 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 presented at the AGM by being held available on the Bank's website, handelsbanken.com. Also the register of shareholders for the AGM is available at Handelsbanken, Group Legal, Kungsträdgårdsgatan 2 in Stockholm. The annual report documents, the audit report, the Board's report on paid out and outstanding remuneration to executive officers and the auditors' statement according to chapter 8 section 54 of the Swedish Companies Act are presented at the AGM by being held available at the aforementioned locations and are sent free of charge to shareholders who so request and who submit their postal address. During the week beginning 8 March 2021, the 2020 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 12, 13, 14 and 15 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 1,944,777,165 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.

Processing of personal data

For information on how personal data is processed, please see <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>

Stockholm, February 2021

Svenska Handelsbanken AB (publ)
Corporate identity no.: 502007-7862
Registered office: Stockholm

BOARD OF DIRECTORS

English-speaking shareholders

This notice to attend the 2021 Annual General Meeting of Svenska Handelsbanken AB (publ), to be held on Wednesday, 24 March can also be obtained in English at [handelsbanken.com/agm](https://www.handelsbanken.com/agm).

www.handelsbanken.com