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SVENSKA HANDELSBANKEN AB (publ)

The proposals of the Board for the 2025 annual general meeting (AGM)

Item 9. Resolution on the allocation of the Bank's profits in accordance with the adopted balance sheet and also concerning the record day

The Board proposes a dividend of SEK 15.00 per share, of which SEK 7.50 relate to ordinary dividend, and that the remaining profits be carried forward to next year. In addition, the Board proposes that Friday, 28 March 2025 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, 2 April 2025.

With reference to Chapter 18, Section 4 of the Swedish Companies Act, the following statement from the Board is noted:

In the Board's assessment, the amount of the proposed dividend, totalling SEK 29,700 million, is justifiable, taking into account the nature of operations, their scope, consolidation requirement, risk, liquidity, and the general situation in both the parent company and the rest of the Group. Unrealised changes in assets and liabilities at fair value have had a net impact on equity of SEK 4,630 million. The total capitalisation of the parent company and the consolidated situation at year-end, minus the proposed dividend based on completed conversions and other material changes since the year-end, exceeded the statutory minimum requirement pursuant to Regulation (EU) No 575/2013 and Directive 2013/36/EU and other relevant requirements established for the Bank by public authorities.

Item 12. The Board's proposal for authorisation for the Board to resolve on acquisition and divestment of shares in the Bank

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 business, such a transaction could be facilitated if its own repurchased shares were available to finance such acquisitions.

Thus the Board proposes that the meeting shall authorise the Board to, on one or more occasions until the AGM in 2026, resolve on the purchase of Handelsbanken's own class A and/or B shares, on the following conditions:

- The purchases shall be made on Nasdaq Stockholm.
- The Bank may purchase a total of no more than 120,000,000 class A and/or B shares or a higher number which comprises a percentage adjustment for an increase in the number of shares in Handelsbanken due to conversion of convertibles, a share split,

or an issue of shares.

- When they are purchased, the shares shall be paid for at a price within the registered price range at any time, or at a price in compliance with Nasdaq Stockholm's rules regarding volume-weighted average prices.
- The aggregated holding of the Bank's own shares, including shares in the trading book, shall not at any time exceed one-tenth of all shares in the Bank.
- Acquisitions may be made within the framework of a repurchase programme in accordance with the Regulation (EU) No 596/2014 of the European Parliament and of the Council, and the Commission Delegated Regulation (EU) 2016/1052.

The Board also proposes that the Board is authorised to, on one or more occasions until the next AGM, resolve on divestment of the Bank's own shares of class A and/or B, as payment in connection with acquisition of a company or business, or to finance such acquisition, in accordance with the following terms and conditions:

- Divestments may be made on Nasdaq Stockholm at a price per share within the registered price range at any time.
- Divestments may also be made in accordance with the rules in Chapter 19, Sections 35-37 of the Swedish Companies Act, i.e. outside a regulated market.
- No more than the number of class A and/or B shares held by the Bank at the time of the Board's decision may be divested.
- The authorisation includes the right to resolve on deviation from the shareholders' preferential rights and that payment may be made in kind or by set-off, whereby the consideration for divested shares, if the divestment is made without preferential rights for the shareholders, shall correspond to an assessed market value for the shares at the time of the decision on the divestment.

The purpose of the authorisation is to give the Board more flexibility in financing acquisitions of companies or businesses. The reason for deviating from the shareholders' preferential rights shall be to create alternative forms of payment when acquiring companies or businesses.

With reference to Chapter 19, Section 22 of the Swedish Companies Act, the Board has made the following statement: In the Board's assessment, the proposed authorisation on acquisition of the Bank's own shares is justifiable, in view of the requirements made by the operations in terms of their nature, scope, consolidation requirements, risks, liquidity and the general situation in other respects, in both the parent company and the Group. Unrealised changes in assets and liabilities at fair value have had a net impact on equity of SEK 4,630 million. The total capitalisation of the parent company and the consolidated situation at year-end, minus the proposed dividend based on completed conversions and other material changes since the year-end, exceeded the statutory minimum requirement pursuant to Regulation (EU) No 575/2013 and Directive 2013/36/EU and other relevant requirements established for the Bank by public authorities.

Item 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

The Board proposes that the meeting make the following resolution:

In order to facilitate its securities operations, and until the next AGM, the Bank shall have the right to acquire its own class A and/or B shares for the Bank's trading book pursuant to Chapter 7, Section 6 of the Swedish Securities Market Act, on condition that the Bank's own shares in the trading book at no time exceed two per cent of all shares in the Bank. The price of the acquired shares shall correspond to the applicable market price at the time of acquisition.

Pursuant to the provisions of Chapter 19, Section 22 of the Swedish Companies Act, the Board refers to the statement made under item 12 above.

Item 14. The Board's proposal regarding authorisation for the Board to resolve on issuance of convertible tier 1 capital instruments

Pursuant to prevailing capital adequacy regulations, certain debt instruments can be included as additional tier 1 capital. One requirement to qualify for this is that the instruments must be able to absorb losses, for example if it is mandatory that they be converted to shares if a pre-defined trigger event occurs, e.g. if the Bank's common equity tier 1 ratio falls below a pre-defined minimum level. Thus it is the intention that the instruments – in the event that they are converted – will strengthen the Bank's common equity tier 1 ratio. If debt instruments with this conversion opportunity are issued, the provisions of the Swedish Companies Act regarding issuance of convertibles must be taken into account. Since these convertibles may comprise a fit-for-purpose capital instrument for the Bank, the Board proposes that the meeting authorise the Board to issue such convertibles.

The purpose of the authorisation is to permit a flexible, effective adaptation of Handelsbanken's capital structure. The reasons for being able to issue the convertibles with deviation from the shareholders' preferential rights are that the authorisation would allow the Board to rapidly perform issues of convertible debt instruments, which is considered appropriate in view of the fact that it is intended that these debt instruments will mainly be issued to debt investors on the international capital markets, and it is therefore important to be able to issue them at an appropriate point in time. Moreover, the instruments would only lead to mandatory conversion to shares in certain circumstances, but would not entail the right of conversion for the holders of the instruments themselves.

In light of the above, the Board is proposing that the meeting resolve to authorise the Board to issue convertibles during the period until the AGM in 2026, in accordance with the following conditions:

- The authorisation can be utilised on one or more occasions until the AGM 2026.
- An issue may be made with or without deviation from shareholders' preferential rights.
- 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.
- It should be possible to convert to class A or class B shares in Handelsbanken.
- 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 as many shares as result from the fact that the amount by which the share capital can increase if the convertible bonds are fully utilised corresponds to a maximum of one-tenth of the Bank's share capital, this being the equivalent of issuing 198,002,849 new shares, calculated according to the current number of shares issued by the Bank. For convertibles issued under the authorisation, market-based terms for debt instruments which may be included as additional tier 1 capital instruments shall apply.
- The Board proposes that it be authorised to resolve on all other conditions for issue under this authorisation.

The Chief Executive Officer, in consultation with the Chairman of the Board, is authorised to

make any minor amendments to the above resolution that may be required in conjunction with the registration of the authorisation.

Item 21 Election of auditor in foundations with associated management

The Board proposes that the auditing company KPMG AB be elected as auditor for the following foundations associated with Svenska Handelsbanken AB:

- Stiftelsen till Lotta Sjögrens minne.
- Gaddbo-Lennarts Stiftelse.
- Erna och Gösta Knutssons stiftelse.
- Ing-Marie och Rogers Stiftelse för cancerforskning.
- Weine i Kapperstads Stiftelse Gammalkil.
- Hildegun och Mats Gulbrands forskningsstiftelse.