

HANDELSBANKEN

The proposals of the board for the 2009 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 7.00 per share, and that Tuesday, 5 May be the record day for the receiving of dividends. If the meeting resolves in accordance with the proposal, Euroclear Sweden AB expects to distribute the dividend on Friday, 8 May 2009.

With reference to Chapter 18, Section 4 of the Swedish Companies Act, the following statement from the board was noted: When assessing the amount of the company's proposed dividend, account has been taken of the nature of operations, their scope, consolidation requirement and risk-taking. Our assessment is that the above appropriation of profits is prudent and well-adapted to the operations as a going concern. Unrealised changes in value of assets and liabilities at fair value have had a net impact of SEK 9,830m on the shareholders' equity. The capital base of the financial corporate group exceeded the statutory capital requirement by SEK 28,411m at the year-end. The surplus capital in the parent company was SEK 46,168m.

Item 11. 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 AGM make the following resolution:

In order to facilitate its securities operations, and until the AGM in 2010, the Bank shall have the right to acquire its own ordinary class A and/or B shares for the Bank's 'trading book' pursuant to Chap. 7 Section 6 of the Swedish Securities Market Act (2007:528), on condition that the Bank's own shares in the trading book shall at no time exceed two percent of all shares in the Bank. The shares shall be acquired at the market price applicable at the time of purchase.

Item 15. The board's proposal concerning guidelines for remuneration to senior management

The board recommends that the meeting approve the following guidelines for remuneration for the senior management of Handelsbanken:

- The total remuneration shall be on market terms.
- Remuneration is paid only in the form of a fixed salary and customary benefits.

- No variable remuneration is paid in the form of bonuses.
- The senior managers in question are included in the Oktogonen profit-sharing system on the same terms as all employees of the Bank.
- The minimum retirement age is 60. However, the retirement age for the group chief executive may be lower than this. Pension benefits are defined-benefit.
- The period of notice on the part of the senior manager is six (6) months and on the part of Handelsbanken, twelve (12) months. If the Bank terminates the employment contract later than five years after the person's appointment as a member of the Bank's management, the period of notice is 24 months. In exceptional cases, periods of notice may be shorter.
- No severance pay is paid.

The senior management positions to which these guidelines apply are the group chief executive and the Bank's executive vice presidents.

Item 17. Shareholders' proposals regarding allocations, etc.

A shareholder, Tommy Jonasson, has proposed that the meeting resolve that SEK 50m of this year's profits be allocated to a fund/foundation named "Creating a decent Sweden". The aim of the fund's operations is to prevent violent crime and to rescue victims of crime from financial and social destitution.

The board moves for a rejection of the proposal.