

MINUTES of the Annual General Meeting (AGM) on 29 April 2009  
at the Grand Hôtel Vinterträdgård, Stockholm, Sweden  
with the shareholders of Svenska Handelsbanken AB (publ)

Shareholders present (according to the list of voters):

“List of voters at the AGM on 29 April 2009

Attachment A

Item 1

The meeting was declared open by the chairman of the board of the Bank, Mr Hans Larsson.

Item 2

Mr Sven Unger was appointed to lead the proceedings of the meeting.

It was noted that the secretary of the board, Mr Robert Vikström, had been requested to take the minutes of the meeting.

Item 3

A list was presented of the shareholders who, either in person or through a representative, had reported their intention to participate in the meeting by 3 p.m. on 23 April 2009 at the latest. For each shareholder on the list, the number of directly owned shares and other represented, registered shares was stated, as well as the total number of votes associated with these shares.

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The secretary requested that shareholders who had not registered when arriving for the meeting should do so immediately, and proposed that the list of voters should be adjusted in such a way that shareholders who had given notice of their intention to attend, but were not registered as being present at the meeting, should be deleted from the provisional list of voters. Thereafter, the shortened provisional list of voters should be presented to the meeting, to be approved as the list of voters.

The meeting voted to approve the proposed procedure for verifying the list of voters.

The following was noted

that the following members of the board were present: Mr Hans Larsson, Mr Pär Boman, Mr Anders Nyrén, Mr Fredrik Lundberg, Ms Ulrika Boëthius, Mr Tommy Bylund, Mr Sverker Martin-Löf and Ms Bente Rathe,

that the following auditors were present: Mr Stefan Holmström, Mr Erik Åström, Mr Johan Dyrefors and Mr Lars Bonnevier,

that the honorary chairmen of the Bank Mr Jan Wallander and Mr Tom Hedelius were present,

that Ms Lone Fønss Schrøder and Mr Jan Johansson, who had been proposed to be elected to the board as new members, were present,

that the chairman of the nomination committee Mr Carl-Olof By was present,

that the Swedish Financial Supervisory Authority was present, represented by Mr Claes Westerdahl.

#### Item 4

The agenda for the meeting was presented in accordance with Attachment B.

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The meeting voted to approve the agenda as presented.

Item 5

In addition to the chairman, Mr Bo Selling of Alecta Pensionsförsäkring, Ömsesidigt and Mr Björn Bargholtz of AMF Pensionsförsäkring AB were appointed to countersign these minutes.

Item 6

The secretary reported that on 20 March 2009, notices to attend the meeting had been placed in Svenska Dagbladet, Dagens Nyheter and Post- och Inrikes Tidningar (the official Swedish Gazette). The notice read as follows: "Shareholders in, etc.", Attachment C

The notice has also been published on the Bank's website.

Those present declared that the meeting had been duly called.

Item 7

The following were presented: i) the board's annual report for 2008, comprising the administration report, the income statement and balance sheet, as well as the consolidated income statement and consolidated balance sheet, Attachment D, and ii) the auditors' report on their review of the Bank's accounts and management during the same year, Attachment E.

It was noted that, in due order, the aforementioned documents, Attachments D-E, had been made available at the Bank, that printed copies had been distributed by post to all registered shareholders who had requested the annual report, and that printed copies of the annual report were available at the annual general meeting.

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The floor was then given to the chairman of the board, Mr Hans Larsson, who presented the past year's work by the board and its committees. He also presented the reimbursement principles and terms of employment that apply to Handelsbanken's senior management.

The floor was then given to group chief executive Mr Pär Boman, who commented on the performance of the Bank during 2008.

Finally, the floor was given to Mr Stefan Holmström (authorised public accountant), who presented a report on the Bank's auditing.

After these presentations, shareholders were given the opportunity to express their opinions on the annual report.

The following shareholders and representatives made comments: Mr Sven-Erik Johansson, Mr Tore Liedholm (representative of the Swedish Shareholders' Association and Aktiespararna Topp Sverige), Mr Leif Nystrand, Mr Jan Forsman och Mr Jan Wallander.

Replies and comments were made by Mr Hans Larsson and Mr Pär Boman.

The chairman reported that the number of represented shares, after the shareholders who had given notice of their intention to attend but not registered had been deleted from the provisional list of voters, was 297,848,595, representing 289,535,992.1 votes.

The meeting voted to approve the aforementioned list of voters (Attachment A).

#### Item 8

The resolution on adopting the income statement and balance sheet, and the consolidated income statement and consolidated balance sheet was brought up for consideration.

The chairman referred the board's annual report presented in Item 7 above and stated that – as had been made clear in the presentation of the auditors' report – the auditors had

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recommended that the income statement and balance sheet, and the consolidated income statement and consolidated balance sheet be adopted.

The meeting voted to adopt the income statement and balance sheet, and the consolidated income statement and consolidated balance sheet presented by the board.

#### Item 9

The resolution on the allocation of the Bank's profits was brought up for consideration.

For the board's proposals in this matter, as well as comments pursuant to Chapter 18, Section 4 of the Swedish Companies Act, please see the documents setting out all the board's proposals to the 2009 AGM, which were presented at the meeting, Attachment F.

The meeting voted to adopt the board's proposal, which had been approved by the auditors, that the profits presented in the balance sheet at the disposal of the AGM, SEK 44,997m, should be allocated as follows:

		<u>SEK m</u>
Dividend to shareholders	SEK 7 per share	4,364
Balance carried forward		40,633

In addition, in accordance with the board's recommendation, the meeting voted to adopt Tuesday, 5 May 2009 as the record day for the dividend.

After this, it was announced that the adopted dividend would be paid out via Euroclear Sweden AB. Given the aforementioned record day, it was estimated that Euroclear Sweden AB would despatch the dividend on 8 May 2009.

It was noted that Mr Amir Maki, as representative for Dexia Equities B, voted against the board's dividend proposal.

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Item 10

The resolution on release from liability for the members of the board and the chief executive for the period referred to in the financial reports was brought up for consideration.

The meeting voted to release the members of the board and the chief executive from liability for the management of the Bank during 2008.

It was noted that the members of the board present and the group chief executive did not participate in the vote on this resolution.

Item 11

The board's proposal was presented that the AGM should vote on a resolution that, during the period until the annual general meeting in 2010, the Bank, in order to facilitate its securities operations, should have the right to acquire its own ordinary class A and/or B shares for the Bank's trading book pursuant to Chapter 7, Section 6 of the Swedish Securities Market Act (2007:528), on condition that its own shares in the trading book shall not at any time exceed two percent of all shares of the Bank. The shares shall be acquired at the market price applicable at the time of purchase.

The meeting voted in favour of the board's proposal on acquisition of shares in the Bank for the Bank's trading book.

It was noted that only Mr Amir Maki, as representative for Dexia Equities B, voted against the board's proposal, and that the required majority for the resolution to be adopted had therefore been achieved.

Item 12

The resolution regarding the number of members of the board to be appointed by the meeting was brought up for consideration.

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After referring the meeting to the report on the nomination committee's proposals and the report on its work, which had been presented to the meeting (Attachment G), the committee's chairman Mr Carl-Olof By reported that the nomination committee proposed that, for the period until the end of the next AGM, the meeting should appoint twelve board members.

The meeting voted in favour of the nomination committee's proposal.

### Item 13

The resolution on determining the fees for the board members and auditors appointed by the annual general meeting was brought up for consideration.

Mr Carl-Olof By reported that the nomination committee proposed that the meeting should vote on the following unchanged fees to members of the board. The following fees are proposed: SEK 2,350,000 to the chairman, SEK 675,000 to each of the two vice chairmen, and SEK 450,000 to each of the remaining members. For committee work, the following fees are proposed: SEK 250,000 to each member of the credit committee, SEK 100,000 to each member of the remuneration committee, SEK 175,000 to the chairman of the audit committee, and SEK 125,000 to the remaining members of the audit committee. Members who are employees of the Bank receive no fee.

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

The meeting voted in favour of the nomination committee's proposal.

It was noted that Mr Amir Maki, as representative for Dexia Equities B, abstained from voting on the nomination committee's proposal, and that Ms Bodil Stein, as representative for certain shareholders set forth in Attachment H, voted against the nomination committee's proposal.

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Item 14

The election of board members and the chairman of the board was brought up for consideration.

Mr Carl-Olof By reported that the nomination committee proposed that the meeting should appoint as members of the board:

Mr Jon Fredrik Baksaas, Sandvika, Norway  
Ms Ulrika Boëthius, Stockholm, Sweden  
Mr Pär Boman, Linköping, Sweden  
Mr Tommy Bylund, Ljusdal, Sweden  
Mr Göran Ennerfelt, Upplands Väsby, Sweden  
Mr Jan Johansson, Stockholm, Sweden  
Mr Hans Larsson, Stockholm, Sweden  
Mr Fredrik Lundberg, Djursholm, Sweden  
Mr Sverker Martin-Löf, Stockholm, Sweden  
Mr Anders Nyrén, Stockholm, Sweden  
Ms Bente Rathe, Trondheim, Norway  
Ms Lone Fønss Schrøder, Copenhagen, Denmark

This proposal meant the re-election of all members of the board except for Ms Pirkko Alitalo and Ms Sigrun Hjelmqvist, who had declined re-election, and the election of Mr Jan Johansson and Ms Lone Fønss Schrøder.

On the question of the board commitments that the proposed members have in other companies, the chairman referred the meeting to the report in Attachment G.

The meeting voted to appoint the board members in accordance with the nomination committee's proposal.

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Mr Carl-Olof By reported that the nomination committee proposed that the meeting should appoint Mr Hans Larsson as chairman of the board.

The meeting voted to appoint the chairman of the board in accordance with the nomination committee's proposal.

It was noted that Mr Amir Maki, as representative for Dexia Equities B, abstained from voting on the nomination committee's proposal, and that Ms Bodil Stein, as representative for certain shareholders set forth in Attachment H, voted against the nomination committee's proposal.

#### Item 15

The board's proposals concerning guidelines for remuneration and other terms of employment for the Bank's senior management were brought up for consideration (Attachment F).

It was noted that the Bank's auditors had confirmed in a statement that the principles that had applied since the previous AGM had been complied with (Attachment I).

Mr Bo Selling, as representative for Alecta Pensionsförsäkring, Ömsesidigt stated that Alecta supports the board's proposal, but in future, it wishes the board to investigate the possibility of introducing a defined-contribution pension scheme for the Bank's senior management.

Mr Ossian Ekdahl, as representative for the First Swedish National Pension Fund, stated that the fund abstained from voting on this matter. He explained the reasoning behind the fund's decision in detail.

It was also noted that the Second Swedish National Pension Fund abstained from voting on this matter.

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The meeting voted in favour of the proposal.

Item 16

The resolution on nominations for the 2010 AGM was brought up for consideration.

The meeting voted in favour of the nomination committee's proposal in Attachment G.

Item 17

The chairman stated that shareholder Mr Tommy Jonasson, who had requested that the matter under item 17 on the agenda be considered at the meeting, had subsequently reported that he would not be participating in the meeting. It was established that no proposal had been presented, and that the matter was therefore closed.

Item 18

At the suggestion of the chairman of the board Mr Hans Larsson, a vote of thanks was extended to the two retiring members of the board, Ms Pirkko Alitalo and Ms Sigrun Hjelmquist, and this was noted in the minutes. Also noted was a vote of thanks extended by the meeting to the Bank's senior management.

After this, the chairman declared the meeting closed.

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Minutes recorded by:

Countersigned:

Sven Unger

Robert Vikström

Bo Selling

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Björn Bargholtz