

Shareholders of
Svenska Handelsbanken AB (publ)
are hereby given notice to attend the Annual General Meeting at the Grand
Hôtel
Vinterträdgård, Royal entrance, Stallgatan 4, Stockholm,
at 10 a.m. on Wednesday, 29 April, 2009.

Notice of attendance, etc.

Shareholders wishing to attend the meeting must:

be entered in the Register of Shareholders kept by Euroclear Sweden AB (formerly VPC AB), as at Thursday, 23 April 2009, and
give notice of their attendance at the latest by 3 p.m. on Thursday, 23 April 2009. Notice is to be sent by letter to the Board Office, Handelsbanken, SE-106 70 Stockholm, or be given by telephone on +46 8 701 1984, or online (private individuals only) at www.handelsbanken.se/ireng.

Personal data obtained from the Euroclear Sweden AB 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 issue a written, dated power of attorney for the representative. The power of attorney applies for a maximum of one year from the time it was issued. The original version of the power of attorney must be sent to the Bank at the above address well before the AGM. Representatives of legal entities must also send an authenticated copy of the company's registration certificate or similar documentation of authority. Note that shareholders who have appointed a representative must also give notice of attendance to the Bank in accordance with the above instructions, and be registered in the Euroclear register of shareholders by 23 April 2009.

Shareholders or representatives may bring with them no more than two advisers. Shareholders are only allowed to bring advisers 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 fund manager must temporarily re-register the shares in his/her own name in the Euroclear register of shareholders. Shareholders must notify the nominee about this well before 23 April 2009, when this entry must have been effected.

Personal entrance cards

Notices of attendance received in time will be confirmed by the Bank sending a personal entrance card which must be shown at the entrance to the meeting venue.

Items

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 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 2008. 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 senior management of the Bank
 - a presentation of audit work during 2008
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. Acquisition of shares in the Bank for the Bank's trading book pursuant to Chapter 7, Section 6 of the Swedish Securities Market Act.
12. Determining the number of members of the board to be appointed by the Meeting.
13. Determining fees for board members and auditors.
14. Election of the board members and the chairman of the board.
15. The board's proposal regarding guidelines for remuneration to senior management.
16. Resolution on a nomination committee for the annual general meeting in 2010.
17. A shareholder's proposal 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.
18. Closing of the Meeting.

Nomination committee

The nomination committee has consisted of Mr Carl-Olof By, Industrivärden (chairman of the committee), Mr Henrik Forssén, the Oktogonen Foundation, Mr Bo Selling, Alecta, Mr Lars Öhrstedt, AFA Försäkring, and Mr Hans Larsson, chairman of the board of Handelsbanken. A presentation of the work of the nomination committee can be found on the Bank's website, www.handelsbanken.se/ireng.

Proposal for a resolution under item 2

The nomination committee proposes that Mr Sven Unger should be chairman of the AGM.

Item 9. Dividend and record day

The board proposes a dividend of SEK 7 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 expects to distribute the dividend on Friday, 8 May 2009.

Item 11. Acquisition of the Bank's own shares

The board 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 during the period until the AGM in 2010 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 per cent of all shares in the Bank.

Item 12. Determining the number of members of the board to be appointed by the Meeting.

The nomination committee proposes that the AGM resolve that the board comprise an unchanged number (12) of members.

Item 13. Determining fees for board members and auditors

The nomination committee proposes fees as follows: 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. In all cases, the proposed amounts are unchanged from the resolutions of the AGM in 2008. The nomination committee proposes that the meeting resolve on remuneration to be paid to the auditors on approved account.

Item 14. Election of the board members and the chairman of the board

The nomination committee proposes that the AGM re-elect all board members with the exception of Ms Pirkko Alitalo and Ms Sigrun Hjelmqvist, who have declined re-election. It is proposed that Ms Lone Fønss Schrøder and Mr Jan Johansson be elected to the board as new members. Lone Fønss Schrøder is employed as chief executive of Wallenius Lines AB. From 1982 to 2004, Ms Schrøder held leading managerial positions within AP Møller/Maersk A/S. She holds positions as a board member of Vattenfall, DSB, Yara ASA (audit committee), Bioneer A/S, Aker ASA, WWL A/S, and NKT A/S.

Jan Johansson is employed as president and group chief executive of Svenska Cellulosa Aktiebolaget SCA. From 2001 to 2007, Mr Johansson was president and group chief executive of Boliden AB.

The nomination committee also proposes that the current chairman of the board, Mr Hans Larsson, be re-elected as chairman.

More details on the proposed members of the board may be found on the Bank's website, www.handelsbanken.se/ireng.

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

The board proposes that the same guidelines for remuneration for senior management that were adopted by the AGM in 2008 be adopted by the AGM in 2009 for the period until the end of the AGM in 2010.

Item 16. Nomination committee

The nomination committee proposes that the meeting resolve on the forms for appointing a nomination committee for the annual general meeting in 2010 on terms which are unchanged from the previous year.

The nomination committee shall have five members. Four of the members (the "Shareholders' Representatives") shall represent the Bank's four largest shareholders/shareholder groups in terms of votes, according to shareholder information as at 31 August 2009 from Euroclear Sweden AB, or which by some other means prove to be among the largest shareholders (the "Largest Shareholders") on this date; one of these members is to chair the committee. However, the nomination committee must not include representatives of companies which are significant competitors of the Bank in any of its main areas of operations. The annual general meeting assigns the chairman of the board to contact the Largest Shareholders. These will each appoint one representative who, together with the chairman, are to constitute the nomination committee for the period until a new nomination committee is appointed by mandate from the next annual general meeting. The members of the nomination committee for the nomination of board members for 2010 shall be announced at least six months before the 2010 annual general meeting. The members of the nomination committee are to appoint the chairman among themselves. No fees are to be paid.

Item 17. Shareholders' proposals regarding allocations

The board proposes that this proposal be rejected.

Complete proposals, etc.

The annual report documents, the audit report, and the complete proposals of the board regarding items 9, 11 and 15 with accompanying comments, as well as the nomination committee's complete proposals for resolutions and shareholder Tommy Jonasson's proposal, are available from the Bank at the Board Office, Handelsbanken, 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 will also be available on the Bank's website, www.handelsbanken.se/ireng.

Starting in the week beginning 23 March, the annual report for 2008 will be distributed to shareholders who have ordered it. New orders for the annual report can be made via the Bank's website. The annual report is also available on the Bank's website.

Majority requirement

Approval of the board's proposal under item 11 requires assent by shareholders representing at least two-thirds of both the votes returned and of the shares represented at the meeting.

Number of shares and votes in the Bank

When this notice to attend was issued, there were 611,719,019 class A shares in the Bank, representing the same number of votes, plus 11,750,443 class B shares, representing 1,175,044.3 votes.

Stockholm, March 2009

Svenska Handelsbanken AB (publ)

THE BOARD

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