

## Annual General Meeting of Handelsbanken's shareholders, 23 March 2022

Svenska Handelsbanken AB (publ) invites its shareholders to attend the annual general meeting at 9.30 a.m. on Wednesday, 22 March 2023 in Victoriahallen at the Stockholmsmässan exhibition facility, Mässvägen 1, Älvsjö, Sweden.

The agenda includes the Board's proposal for an ordinary dividend of SEK 5.50 per share and an extra dividend of SEK 2.50 per share.

The nomination committee proposes re-election of the following members of the Board: Mr Jon Fredrik Baksaas, Ms Hélène Barnekow, Ms Stina Bergfors, 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 also proposes that Pär Boman be re-elected as Chairman of the Board.

The nomination committee proposes re-election of PricewaterhouseCoopers AB and election of Deloitte AB as auditors.

Further information can be found in the notice (below and attached) to attend the AGM, the Swedish version of which will be published on 17 February 2023 in *Post- och Inrikes Tidningar* (the official Swedish Gazette), and which will be available in English on Handelsbanken's website at [handelsbanken.com/agm](https://handelsbanken.com/agm).

*For further information, please contact:*

*Martin Wasteson, Chief Legal Officer, +46 8 22 92 20*

*Peter Grabe, Head of Investor Relations, +46 70 550 11 67*

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For more information about Handelsbanken, see: [handelsbanken.com](https://handelsbanken.com)

*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 to attend the annual general meeting in**  
**Victoriahallen at the Stockholmsmässan exhibition facility,**  
**Mässvägen 1, Älvsjö, Sweden**  
**on Wednesday, 22 March 2023 at 09:30**

Registration starts at 08.15, with access via the main entrance.

#### **Conditions for participation in the meeting**

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

be entered in the register of shareholders kept by Euroclear Sweden AB on Tuesday, 14 March 2023,  
and give notice of their attendance by Thursday, 16 March 2023 at the latest. Notice is to be sent to the Bank via the Bank's website [handelsbanken.com/bolagsstamma](https://handelsbanken.com/bolagsstamma) (in English at [handelsbanken.com/agm](https://handelsbanken.com/agm)), via e-mail [proxy@computershare.se](mailto:proxy@computershare.se), by telephone on 08 518 01 553 (from outside Sweden +46 (0)8 518 01 553), or by letter to Computershare AB, Handelsbankens årsstämma, Box 5267, 102 46 Stockholm, Sweden.

Shareholders who have appointed **representatives** must:

report this to the Bank according to the above instructions and be entered in the register of shareholders kept by Euroclear Sweden AB on Tuesday, 14 March 2023,  
and issue a written, dated power of attorney for the representative. The original version of the power of attorney should be sent to the Bank at the above address well before the AGM. Power of attorney forms are available from the Bank's website, [handelsbanken.com/bolagsstamma](https://handelsbanken.com/bolagsstamma) (in English at [handelsbanken.com/agm](https://handelsbanken.com/agm)), and may also be obtained from the Bank by telephone +46 (0)8 518 01 553.

In addition to a power of attorney, representatives of legal entities must also send an authenticated copy of the company's registration certificate or similar documentation of authority. These documents must prove the authority of the person who has signed the power of attorney to appoint the representative for the legal entity. Notice of attendance must also be given for the shareholder as described above.

Shareholders or representatives may be accompanied by no more than two advisors. Advisors may only be brought to the AGM if the shareholder submits to the Bank the number of advisors 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 nominee must temporarily re-register the shares in his/her own name in the Euroclear Sweden AB register of shareholders ("registration of shares for voting rights"). Shareholders must notify the nominee of this in good time. Registrations of shares for voting rights that have been requested by shareholders in such time as to be completed by the nominee no later than Thursday, 16 March 2023 will be respected when the register of shareholders is drawn up. Shareholders must also register for attendance in accordance with the "Conditions for participation in the meeting" section.

### **Personal entrance cards**

Notices of attendance received in time will be confirmed by the delivery of a personal entrance card which must be shown at the entrance to the meeting venue. The entrance cards will be sent digitally to attendees who have registered an email address, and by post to other attendees.

### **Items on the agenda**

1. Opening of the meeting
2. Election of the chair of the meeting
3. Establishment and approval of the list of voters
4. Approval of the agenda
5. Election of two persons to countersign the minutes
6. Determining whether the meeting has been duly convened
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 2022. In connection with this:
  - a presentation of the past year's work by the Board and its committees
  - a speech by the Chief Executive Officer
  - a presentation of audit work

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 approval of the Board's report regarding paid and accrued remuneration to executive officers
11. Resolution on discharge from liability for the members of the Board and the Chief Executive Officer 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. Determining the number of members of the Board to be appointed by the meeting
16. Determining the number of auditors to be appointed by the meeting
17. Determining fees for Board members and auditors
18. Election of the Board members
  - i. Jon Fredrik Baksaas (re-election, proposed by the nomination committee)
  - ii. Hélène Barnekow (re-election, proposed by the nomination committee)
  - iii. Stina Bergfors (re-election, proposed by the nomination committee)
  - iv. Hans Biörck (re-election, proposed by the nomination committee)
  - v. Pär Boman (re-election, proposed by the nomination committee)
  - vi. Kerstin Hessius (re-election, proposed by the nomination committee)
  - vii. Fredrik Lundberg (re-election, proposed by the nomination committee)
  - viii. Ulf Riese (re-election, proposed by the nomination committee)
  - ix. Arja Taaveniku (re-election, proposed by the nomination committee)
  - x. Carina Åkerström (re-election, proposed by the nomination committee)
19. Election of the Chairman of the Board
20. Election of auditors
21. The Board's proposal concerning the appointment of auditors in a foundation with associated management
22. Proposal from a shareholder concerning the Bank's IT-management
23. Proposal from a shareholder concerning formation of integration institute etc.
24. Closing of the meeting

### **Nomination committee**

The nomination committee has consisted of Ms Helena Stjernholm (Industrivärden), chair, Ms Maria Sjöstedt (Oktogonen Foundation), Ms Louise Lindh (Lundberg ownership group), Mr Anders Algotsson (AFA Försäkring) 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](https://handelsbanken.com/bolagsstamma) (in English at [handelsbanken.com/agm](https://handelsbanken.com/agm)).

### **Item 2 Election of the chair of the meeting**

The nomination committee proposes that Ms Eva Hägg be chair of the meeting.

### **Item 9 Dividend and record day**

The Board proposes an ordinary dividend of SEK 5.50 per share and a special dividend of SEK 2.50 per share, and that the remaining profits be carried forward to next year. In addition, the Board proposes that Friday, 24 March 2023 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, 29 March 2023.

### **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 such acquisitions. 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**

The Board proposes that the annual general meeting resolve to authorise the Board to issue convertible tier 1 capital instruments during the period until the annual general meeting in 2024, on the following main conditions.

- 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.
- 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.

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.

#### **Items 15-16 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 ten (10) 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 was noted that workers' organisations have appointed employee representatives to the Board: two ordinary members and two deputy members.

#### **Item 17 Determining fees for Board members and auditors**

Fees to the chair, deputy chair and remaining members are proposed by the nomination committee as follows: SEK 3,750,000 to the chair, SEK 1,070,000 to the deputy chair, and SEK 765,000 to each of the remaining members. For committee work, the following fees per member are proposed: remuneration committee SEK 140,000; credit committee SEK 450,000 to members and SEK 510,000 to the chair; UK committee SEK 450,000 to members and SEK

510,000 to the chair; risk committee SEK 450,000 to members and SEK 560,000 to the chair; and audit committee SEK 450,000 to members and SEK 560,000 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 18-19 Election of the Board members and the Chairman of the Board**

The nomination committee proposes that the meeting re-elect the following members: Mr Jon Fredrik Baksaas, Ms Hélène Barnekow, Ms Stina Bergfors, 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 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 [handelsbanken.com/bolagsstamma](https://handelsbanken.com/bolagsstamma) (in English at [handelsbanken.com/agm](https://handelsbanken.com/agm)).

### **Item 20 Election of auditors**

In accordance with the audit committee’s recommendation, the nomination committee proposes that the meeting re-elect PricewaterhouseCoopers AB (“PwC”) and elect Deloitte AB as auditors for the period until the end of the AGM to be held in 2024. Should these two auditing companies be elected, it has been announced that they will appoint as auditors in charge Mr Johan Rippe (authorised public accountant) for PwC and Ms Malin Lüning (authorised public accountant) for Deloitte AB.

### **Item 21 The Board’s proposal concerning the appointment of auditors in a foundation with associated management**

The Board proposes that the registered public accounting firm Ernst & Young AB be appointed as auditors to the following foundation associated with Svenska Handelsbanken AB:

- The Tora Persson and Harald Björkman Foundation (*Tora Persson och Harald Björkmans stiftelse*)

### **Item 22 Proposal from a shareholder concerning the Bank’s IT management**

The shareholder Mr Carl Axel Bruno has proposed that the meeting should resolve “that Handelsbanken adjust the software in its central computers, so that at every log-in, the software also verifies that the customer has acquired BankID, so that log-in using a log-in device is prevented.”

*Statement from Handelsbanken:* The Bank constantly monitors developments within cyber threats and fraud, as well as technical and societal developments, to ensure that the Bank’s security solutions fulfil security requirements, availability requirements, etc. In the Bank’s assessment, a correction or adjustment of the software in Handelsbanken’s central computers such as the shareholder is requesting would be neither correct nor necessary.

### **Item 23 Proposal from a shareholder concerning formation of a integration institute etc.**

The shareholder Mr Tommy Jonasson has proposed that the meeting resolve “to instruct the board to participate in the formation of an integration institute with operations in the Öresund region (Landskrona - Copenhagen) and to allocate SEK 10,000,000 (ten million) of the profit for the year.”

### **Proposals in full, etc.**

This notice, the complete proposals of the Board with accompanying comments, the nomination

committee's proposals for resolutions with accompanying explanations, and a letter from the shareholder who has submitted the proposal under item 22, as well as a power of attorney form, are available from Handelsbanken, Group Legal, Kungsträdgårdsgatan 2, SE-106 70 Stockholm, starting from today; they will be sent free of charge to shareholders who request this by telephone on +46 (0)8 518 01 553, by e-mail [proxy@computershare.se](mailto:proxy@computershare.se), or by letter to Computershare AB, Handelsbankens årsstämma, Box 5267, SE-102 46 Stockholm and provide their postal address.

These documents will also be available on the Bank's website [handelsbanken.com/bolagsstamma](https://handelsbanken.com/bolagsstamma) (in English at [handelsbanken.com/agm](https://handelsbanken.com/agm)).

The annual report documents and the audit report, the Board's report regarding paid and accrued remuneration to executive officers pursuant to Chapter 8, Section 53 a of the Swedish Companies Act, as well as the auditor's statement pursuant to Chapter 8, Section 54 of the Swedish Companies Act, will be available at the aforementioned locations no later than Wednesday, 1 March 2023, and will be sent free of charge to shareholders who so request and who submit their postal address.

During the week beginning 6 March 2023, the 2022 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 and 14 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.

### **Information regarding shareholders' rights to obtain information**

The Board and the Chief Executive Officer shall, if any shareholder so requests and the Board considers that this may be done without damage being incurred by the Bank and without any appreciable inconvenience for any person, provide information at the meeting regarding circumstances that may affect an assessment of an item on the agenda or circumstances that may affect an 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 paragraph.

### **Processing of personal data**

For information regarding how your personal data is processed, please see [euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf](https://euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf) (in English [euroclear.com/dam/eSw/Legal/Privacy-notice-bolagsstammor-engelska.pdf](https://euroclear.com/dam/eSw/Legal/Privacy-notice-bolagsstammor-engelska.pdf)).

Stockholm, February 2023

Svenska Handelsbanken AB (publ)  
502007-7862  
Registered office: Stockholm

THE BOARD

**English-speaking shareholders**

This notice to attend the 2023 Annual General Meeting of Svenska Handelsbanken AB (publ), to be held on Wednesday, March 22, at 09.30 a.m. at Victoriahallen, Stockholmsmässan, Mässvägen 1, Älvsjö, can also be obtained in English at the webpage [handelsbanken.com/agm](https://handelsbanken.com/agm).

[handelsbanken.com](https://handelsbanken.com)