

**Shareholders of**  
**Svenska Handelsbanken AB (publ)**  
**are hereby given notice to attend the Annual General Meeting at the Grand**  
**Hôtel's Winter Garden, Royal entrance, Stallgatan 4, Stockholm,**  
**at 10 a.m. on Wednesday, 20 March 2013.**

**Notice of attendance, etc.**

Shareholders wishing to attend the meeting must:

- be entered in the register of shareholders kept by Euroclear Sweden AB on Thursday, 14 March 2013,
- and give notice of their attendance by Thursday, 14 March 2013 at the latest. Notice is to be sent by letter to Handelsbanken, Corporate Governance, SE-106 70 Stockholm, or be given by telephone on +46 8 701 19 84, or online at [handelsbanken.se/ireng](http://handelsbanken.se/ireng).

Personal data obtained from Euroclear's 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 maximum period of validity for the power of attorney is five years from the date of issue. Power of attorney forms in Swedish may be obtained from the Bank by telephone +46 8 701 19 84, and are also available from the Bank's website. 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 on 14 March 2013.

Shareholders or representatives may be accompanied by no more than two advisers. Shareholders are only permitted 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 nominee must temporarily re-register the shares in his/her own name in the Euroclear register of shareholders. Shareholders must notify the nominee of this well before 14 March 2013, when this entry must have been affected. Shareholders must also register for attendance in accordance with the "Notice of attendance, etc." section above.

### **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. The entrance cards will be posted on 15 March 2013.

### **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 two 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 2012. 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 management of the Bank
  - a presentation of audit work during 2012
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. Authorisation for the Board to resolve on acquisition and divestment of shares in the Bank
12. Acquisition of shares in the Bank for the Bank's trading book pursuant to Chapter 7, Section 6 of the Swedish Securities Market Act
13. Determining the number of members of the Board to be appointed by the meeting
14. Determining the number of auditors to be appointed by the meeting
15. Deciding fees for Board members and auditors
16. Election of the Board members and the Chairman of the Board
17. Election of auditors
18. The Board's proposal concerning guidelines for compensation to senior management
19. The Board's proposal concerning the appointment of auditors in foundations without own management
20. Shareholder's proposal regarding a change to the articles of association in respect of the composition of the Board
21. Closing of the meeting

### **Nomination committee**

The nomination committee has consisted of Mr Carl-Olof By (Industrivärden), chairman, Mr Henrik Forssén (Oktogonen Foundation), Mr Mats Guldbrand (Lundberg ownership group), Mr Bo Selling (Alecta), 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, [handelsbanken.se/ireng](http://handelsbanken.se/ireng).

**Item 2. Proposal for resolution regarding the election of a chairman of the meeting**

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

**Item 9. Dividend and record day**

The Board proposes a dividend of SEK 10.75 per share, and that Monday, 25 March 2013 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 Thursday, 28 March 2013.

**Items 11-12. Acquisition and divestment of the Bank's own shares**

The Board proposes that it be authorised, during the period until the AGM in 2014, to resolve on the acquisition of a maximum of 40 million Class A and/or B shares and divestment – both via NASDAQ OMX Stockholm AB and outside NASDAQ OMX Stockholm AB – 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 inter alia 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 as consideration in or to finance an acquisition. 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 during the period until the AGM in 2014 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 must at no time exceed ten percent of the total number of shares in the Bank.

**Item 13-14. 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 eleven (11) members. In addition, the nomination committee proposes that the meeting appoint two registered auditing companies as auditors.

**Item 15. Deciding fees for Board members and auditors**

The nomination committee proposes fees as follows: unchanged SEK 3,150,000 (3,150,000) to the Chairman, SEK 875,000 (850,000) to Vice Chairman, and SEK 600,000 (575,000) to each of the remaining members. For committee work, the following fees are proposed: SEK 325,000 (300,000) to each member of the credit committee, unchanged SEK 125,000 (125,000) to each member of the remuneration committee, unchanged SEK 200,000 (200,000) to the chairman of the audit committee, and unchanged SEK 150,000 (150,000) to the remaining members of the audit committee. The nomination committee proposes that the meeting resolve on remuneration to be paid to the auditors "on approved account".

### **Item 16. Election of the Board members and the Chairman of the Board**

The nomination committee proposes that the meeting re-elect all Board members with the exception of Mr Hans Larsson who has declined re-election.

The nomination committee also proposes that Mr Anders Nyrén be 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.se/ireng](http://handelsbanken.se/ireng).

### **Item 17. Election of auditors**

The nomination committee proposes that the meeting re-elect KPMG AB and Ernst & Young AB as auditors for the period until the end of the AGM to be held in 2014. These two auditing companies have announced that, should they be elected, they will appoint the same auditors to be auditors in charge as in 2012: Mr Stefan Holmström (authorised public accountant) will be appointed as auditor in charge for KPMG AB, while Mr Erik Åström (authorised public accountant) will be appointed as auditor in charge for Ernst & Young AB.

### **Item 18. The Board's proposal concerning guidelines for compensation to senior management**

The Board proposes that the meeting decides on the following guidelines for compensation and other terms of employment for the senior management of Handelsbanken. The guidelines shall not affect any compensation previously decided for senior management.

- The aggregated total compensation shall be on market terms.
- Compensation is paid only in the form of a fixed salary, pension provision and customary benefits. By special decision of the Board, the Bank can provide housing. Variable compensation benefits such as bonus and percentage of profits are not paid.
- The senior managers in question are included in the Oktogonen profit-sharing system on the same terms as all employees of the Bank.
- The retirement age is normally 65. Retirement benefits are defined-benefit or defined-contribution, or a combination of the two.
- The period of notice on the part of a senior manager is six (6) months, and on the part of Handelsbanken a maximum of twelve (12) months. If the Bank terminates the employment contract later than five (5) years after the person becomes a member of the senior management, the period of notice is a maximum of twenty-four (24) months. No other termination benefits are paid.
- The Board shall have the right to in exceptional circumstances deviate from the established guidelines if there are special reasons in an individual case.

The senior management positions to which these guidelines apply are the Group Chief Executive and Executive Vice Presidents.

**Item 20. Shareholder's proposal regarding a change to the articles of association in respect of the composition of the Board**

Shareholder Carl Axel Bruno is proposing to the annual general meeting that a decision be taken regarding a change to the articles of association by including the following provision: "At least one quarter of the Board shall be men and at least one quarter shall be women. The minimum number of men and the minimum number of women proposed shall be rounded up to the nearest whole number."

**Proposals in full, etc.**

This notice, the annual report documents, the audit report, the complete proposals of the Board regarding items 9, 11, 12, 18 and 19 with accompanying comments, the nomination committee's complete proposals for resolutions and shareholder Carl Axel Bruno's complete proposal are available from the Bank at Handelsbanken, Corporate Governance, Kungsträdgårdsgatan 2, SE-106 70 Stockholm, starting from today (however, the annual report documents and the audit report are only available from 15 February 2013); they will be sent free of charge to shareholders who request this, and provide their postal address. These documents are also available on the Bank's website, [handelsbanken.se/ireng](http://handelsbanken.se/ireng).

During the week beginning 25 February, the annual report for 2012 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 11 and 12 and a resolution in accordance with shareholder Carl Axel Bruno's proposal under item 20 require assent by shareholders representing at least two-thirds of both the votes returned 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 announced, there were 621,206,447 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. The Bank's holdings of its own shares totalled 431,136 Class A shares and 9,761 Class B shares in the trading book.

**Information on shareholders' right to request information**

The Board and the Group Chief Executive 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 AGM 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.

Stockholm, February 2013

Svenska Handelsbanken AB (publ)  
Corporate identity no. 502007-7862

THE BOARD

**handelsbanken.com**