

HANDELSBANKEN

The proposals of the board for the 2010 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 8.00 per share, and that Tuesday, 4 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, 7 May 2010.

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 1,445m on the shareholders' equity. The capital base of the financial corporate group exceeded the statutory capital requirement by SEK 46,466m at the year-end. The surplus capital in the parent company was SEK 59,514m.

Item 11. Authorisation for the board to resolve on acquisition and divestment of shares in the Bank.

The earning capacity of the Bank remains good, and a stable equity situation can be foreseen. Due to the continuing growth in volumes, a strengthened capital situation may arise. A new authorisation by the meeting for the board to resolve on the repurchase of its own shares is therefore justified, in order to adjust the Bank's capital structure and increase earnings per share over time. The board also notes that if the Bank were to acquire a company or operations, such a transaction could be facilitated if its own shares were available to finance the acquisition.

Thus the board proposes that the AGM shall authorise the board to resolve on the purchase of Handelsbanken's own class A and/or B shares during the period until the AGM in 2011 on the following conditions:

- The purchases shall be made on NASDAQ OMX Stockholm (the Stockholm stock exchange).
- The Bank may purchase a total of no more than 40,000,000 class A and/or B shares.
- The shares shall be acquired at the market price applicable at the time of purchase.
- The aggregated holding of the Bank's own shares, including shares in the trading book, shall not at any time exceed one-tenth of the total number of shares in the Bank.

The board also proposes that the meeting authorise the board to resolve on disposal of the Bank's own shares, deviating from the shareholders' preferential rights, as payment in connection with future acquisition of a company or business, and, with or without preferential

rights for the shareholders, to resolve on disposal of the Bank's own shares in some other way than through NASDAQ OMX Stockholm, in order to finance acquisition of a company or business. In cases where disposal is made deviating from the shareholders' preferential rights, the remuneration for shares sold must correspond to an estimated market value and may be payable in forms other than cash. In other respects, the following terms shall apply:

- The authorisation can be utilised on one or more occasions until the next annual general meeting.
- The authorisation covers all class A or B shares in Handelsbanken held by the Bank at the time of the board's resolution.

With reference to Chapter 19, Section 22 of the Swedish Companies Act, the board has made the following statement:

The board finds that the proposed acquisition is justifiable, in view of the requirements which the nature, scope and risk level of the operations make on shareholders' equity, and also in view of the Company's consolidation requirements, liquidity and situation in other respects. Unrealised changes in value of assets and liabilities at fair value have had a net impact of SEK 1,445m on the shareholders' equity. The capital base of the financial corporate group exceeded the statutory capital requirement by SEK 46,466m at the year-end. The surplus capital in the parent company was SEK 59,514m.

Item 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.

The board proposes that the AGM make the following resolution:

In order to facilitate its securities operations, and until the AGM in 2011, 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 16. The board's proposal concerning guidelines for remuneration to senior management

The board recommends that the meeting approve the following guidelines for remuneration and other terms of employment 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 Oktagonen profit-sharing system on the same terms as all employees of the Bank.
- The minimum retirement age is 60. 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 termination benefits are paid.

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

ITEM 17. THE BOARD'S PROPOSAL CONCERNING APPOINTMENT OF AUDITORS IN FOUNDATIONS AND THEIR ASSOCIATED MANAGEMENT

The board proposes that the registered public accounting firm KPMG Bohlins AB be appointed as auditing company to the following foundations, which are newly associated with Svenska Handelsbanken AB:

- *Stiftelsen fristående fonden (The Independent Fund foundation)*
- *May och Per Franzen Stiftelse (The May and Per Franzen Foundation)*
- *Stiftelsen Peter Bagges gravfond (The Peter Bagge Memorial Fund Foundation)*
- *Stiftelsen Curt D Orchimonts minnesfond (The Curt D Orchimont Memorial Fund Foundation)*
- *Lilian Sagens och Curt Erikssons forskningsstiftelse (The Lilian Sagen and Curt Eriksson Research Foundation)*

ITEM 19. A SHAREHOLDER'S PROPOSAL THAT THE ANNUAL GENERAL MEETING RESOLVE THAT SEK 2 MILLION BE ALLOCATED TO A FUND/FOUNDATION WHICH WOULD AIM TO PREVENT CRIMES OF VIOLENCE AND TO PREVENT ERRORS OR NEGLIGENCE IN THE EXERCISING OF PUBLIC AUTHORITY AT MUNICIPAL LEVEL.

The board proposes that this proposal be rejected.