

This is a translation of the Swedish original. In case of any inconsistency between the Swedish and English version, the Swedish version shall prevail

MINUTES of the annual general meeting of Svenska Handelsbanken AB (publ) held at Vinterträdgården, Grand Hôtel, Stockholm, Sweden on 21 March 2018

Shareholders present according to the list of voters: Attachment A

#### Item 1

The meeting was declared open by the Chairman of the Board of the Bank, Mr Pär Boman.

It was noted that the Secretary of the Board, Mr Klas Tollstadius, had been requested to take the minutes of the meeting.

#### Item 2

Mr Sven Unger, lawyer, was elected chairman of the meeting.

The chairman informed the meeting that Handelsbanken's Board had decided that invited guests, media representatives and officials should be entitled to attend the meeting. The meeting resolved that photography and audio recording would not be permitted during the meeting, except for the Bank's own recording.

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Item 3

The following was noted

that the following members of the Board were present: Ms Karin Apelman, Mr Jon Fredrik Baksaas, Mr Pär Boman, Mr Anders Bouvin, Ms Kerstin Hessius, Mr Jan-Erik Höög, Mr Ole Johansson, Ms Lise Kaae, Mr Fredrik Lundberg, Ms Bente Rathe and Ms Charlotte Skog,

that the auditors Mr Johan Rippe and Mr Jesper Nilsson were present,

that Mr Tom Hedelius, honorary chairman of the Bank, was present,

and that the chair of the nomination committee Ms Helena Stjernholm was present.

Item 4

Following a vote by means of electronic voting devices, the agenda for the meeting was approved in accordance with the proposal in the notice to attend, Attachment B.

Shareholder Mr Carl Axel Bruno asked for it to be recorded in the minutes that he considered the establishment of the agenda not to be lawful, and that he had a dissenting view regarding the decision.

Item 5

In addition to the chairman, Ms Carina Sverin of AFA Försäkring and Mr Bo Selling of Alecta Pensionsförsäkring, ömsesidigt, were appointed to countersign these minutes.

Item 6

The secretary reported that on 12 February 2018, a notice to attend the meeting had been published in Post- och Inrikes Tidningar (the official Swedish Gazette), and that, as of 8

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February 2018, the notice had also been posted on the Bank's website. On 12 February 2018, it was also announced in the two Swedish daily newspapers Svenska Dagbladet and Dagens Nyheter that a notice to attend the meeting had been given. The wording of the notice to attend is shown in Attachment C.

Following a vote by means of electronic voting devices, those present declared that the meeting had been duly called.

Shareholder Mr Carl Axel Bruno asked for it to be recorded in the minutes that he considered that the notice to attend was not in compliance with the Swedish Companies Act, and that he had a dissenting view regarding the decision.

#### Item 7

The following were presented: the Board's Annual Report and consolidated accounts for 2017, Attachment D, and the auditor's report on the consolidated accounts for the same year, Attachment E.

The Chairman of the Board, Mr Pär Boman, then presented the work of the Board and its committees.

The Group Chief Executive of the Bank, Mr Anders Bouvin, then made a presentation.

Finally, Mr Jesper Nilsson, authorised public accountant, presented a report on the Bank's auditing and made a presentation of the auditor's report.

Shareholders and representatives then expressed their opinions. Replies and comments were made by the Chairman of the Board, Mr Pär Boman and the Group Chief Executive, Mr Anders Bouvin.

The Chairman reported that the number of shares represented was 1,063,354,614, with 1,061,197,021 of these being class A shares and 2,157,593 class B shares representing

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1,043,574,072.3 votes after a reduction due to the voting rights limitation in the Articles of Association.

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

#### Item 8

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 the Board's proposals to the 2018 AGM, which were presented at the meeting, Attachment F.

The meeting voted to adopt the Board's proposal that the profits presented in the balance sheet at the disposal of the meeting should be allocated as follows:

Dividend to shareholders	an ordinary dividend of SEK 5.50 per share, and SEK 2.00 per share as extra dividend
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The remaining balance is carried forward to the next year.

The meeting resolved that the record day for the dividend would be 23 March 2018.

Item 10

The meeting voted to release the members of the Board who had served during 2017 and the Group Chief Executive from liability for the 2017 financial year. 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 for authorisation for the Board to resolve on acquisition and divestment of shares in the Bank was presented.

It was noted that the Board's proposal, the reasons for the proposal, and its comments pursuant to Chapter 19, Section 22 of the Swedish Companies Act, are set out in Attachment F.

The meeting voted in favour of the proposal. It was noted that the decision was supported by shareholders representing more than two-thirds of the votes cast at the meeting, and also by more than two-thirds of the votes represented at the meeting.

Item 12

The meeting voted in favour of the Board's proposal, included in Attachment F, that, during the period until the annual general meeting in 2019, 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. It was noted that the decision was supported by shareholders representing more than two-thirds of the votes cast at the meeting, and also by more than two-thirds of the votes represented at the meeting.

Item 13

The Board's proposal was presented regarding authorisation for the Board to resolve on issuance of convertibles as set out in Attachment F.

The meeting voted in favour of the proposal. It was noted that the decision was supported by shareholders representing more than two-thirds of the votes cast at the meeting, and also by more than two-thirds of the votes represented at the meeting.

Item 14

The meeting resolved that the Board consist of eleven members with no deputy members.

Item 15

The meeting resolved that there be two auditors: two registered firms of auditors.

Item 16

The meeting resolved that the fees to Board members would be as follows. SEK 3,300,000 to the Chairman, SEK 940,000 to the Vice Chairman, and SEK 670,000 to each of the remaining members. For committee work, the following fees per member: credit committee SEK 390,000; remuneration committee SEK 135,000; risk committee SEK 390,000 and audit committee SEK 390,000 to members and SEK 470,000 to the chair of the committee. Board members who are employees of Handelsbanken are not to receive a fee.

The meeting resolved that fees to the auditors would be "on approved account."

Item 17

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The meeting resolved to appoint the following as Board members:

Mr Jon Fredrik Baksaas

Mr Hans Biörck

Mr Pär Boman

Mr Anders Bouvin

Ms Kerstin Hessius

Mr Jan-Erik Höög

Mr Ole Johansson

Ms Lise Kaae

Mr Fredrik Lundberg

Ms Bente Rathe

Ms Charlotte Skog

This decision meant the re-election of ten members and the election of one new member, Mr Hans Biörck. Ms Karin Apelman had declined re-election.

Before the election, concerning the question of the board commitments that the proposed members have in other companies, the chairman referred to the report in Attachment G and noted that after Attachment G had been prepared, Fredrik Lundberg had declined re-election to the Board of Indutrade and Jon Fredrik Baksaas had been elected to the Board of Cloudberry Partners AB.

#### Item 18

The meeting resolved to elect Mr Pär Boman as Chairman of the Board.

#### Item 19

The meeting resolved to re-elect Ernst & Young AB and PricewaterhouseCoopers AB as auditors for the period until the end of the annual general meeting to be held in 2019.

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Ernst & Young AB had announced that, if elected, it would appoint Mr Jesper Nilsson (authorised public accountant) as auditor in charge, and PricewaterhouseCoopers AB had announced that, if elected, it would appoint Mr Johan Rippe (authorised public accountant) as auditor in charge.

Item 20

The meeting approved the Board's proposal on guidelines for remuneration and other terms of employment for executive officers of the Bank, as stated in Attachment F.

It was noted that the Bank's auditors had confirmed in a statement, which was presented, that the principles that had applied since the previous meeting had been complied with, Attachment H.



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Item 21

The Chairman of the Board Mr Pär Boman thanked the departing Board member Ms Karin Apelman for her work with the Board.

After this, the chairman declared the meeting closed.

Countersigned

Sven Unger

Carina Sverin

Bo Selling

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Minutes recorded by

Klas Tollstadius