

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, 23 March 2011.

Notice of attendance, etc.

Shareholders wishing to attend the meeting must:

be entered in the register of shareholders kept by Euroclear Sweden AB on or before Thursday, 17 March 2011,

and give notice of their attendance by Thursday, 17 March 2011 at the latest. 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 at www.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. Powers of attorney may be obtained from the Bank by telephone (+46 8 701 1984), 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 by 17 March 2011.

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 fund manager 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 17 March 2011, 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. The entrance cards will be posted on 18 March 2011.

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. Presentation of the annual accounts and auditors' report, as well as the consolidated annual accounts and the auditors' report for the Group, for 2010. 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 2010
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. The board's proposal regarding the issuing of convertible debt instruments to employees
14. Determining the number of members of the board to be appointed by the meeting
15. Determining fees for board members and auditors
16. Election of the board members and the chairman of the board
17. The board's proposal regarding guidelines for compensation to senior management
18. The board's proposal concerning the appointment of auditors in foundations and their associated management
19. The board's proposal regarding changes to the Articles of Association
20. Shareholder's proposal regarding a special investigation pursuant to Chapter 10, Section 21 of the Swedish Companies Act
21. Shareholder's proposal regarding an annual evaluation of the Bank's "work with gender equality and ethnicity"
22. Closing of the meeting

Nomination committee

The nomination committee has consisted of Mr Carl-Olof By, Industrivärden, chairman, Mr Henrik Forssén, the Oktogonen Foundation, Mr Bo Selling, Alecta, Mr Mats Guldbbrand, Lundbergs 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, Lundbergs and Mr Hans

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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 9 per share, and that Monday, 28 March 2011 be the record day for receiving dividends. If the meeting resolves in accordance with the proposal, Euroclear expects to distribute the dividend on Thursday, 31 March 2011.

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 2012, to resolve on the acquisition of a maximum of 40 million Class A and/or B shares and divestment of all the Bank's own Class A and/or B shares with the right to deviate from the shareholders' preferential rights. The board notes that the earning capacity of the Bank remains good and that a stable capital situation can be foreseen. Due to the continuing growth in volumes, a strengthened capital situation may arise. Hence a new authorisation by the meeting for the board to resolve on the acquisition of its own shares is 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 transaction would be facilitated if its own repurchased shares were available to finance the 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 2012 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. The aggregated holding of own shares must at no time exceed ten percent of the total number of shares in the Bank.

Item 13. Proposal regarding the issuing of convertible debt instruments to employees

The Board proposes that the Annual General Meeting resolves on the implementation of a convertible bond programme for Group employees mainly on the following terms. The programme means that Svenska Handelsbanken AB (publ) raises a subordinated convertible loan in the nominal amount of not more than SEK 2,512,500,000 through an issue of convertible bonds. In the event the conversion price at the issue day is determined at a price which would lead to a dilution effect after full conversion exceeding 2 per cent of the share capital and the votes, the maximum loan amount shall be reduced by such amount whereby the maximum dilution effect equals 2 per cent. The subscription price for each convertible bond shall correspond to its nominal amount.

Those entitled to subscribe shall, deviating from the shareholders' pre-emptive rights, be employed by the Group, and wholly owned subsidiaries within the Group. The convertible bonds have no set repayment date. The holders of convertible bonds are not entitled to repayment of the loan other than after the Bank's decision to repay the loan. However, repayment can, with certain exceptions, be made no earlier than 1 July 2016.

The loan shall bear interest of STIBOR 12 month plus 0.45 percentage points from 1 June 2011, to be paid on 20 April each year. At conversion, on request of the bondholder, the right to interest will cease for the period from the nearest preceding interest payment date. Bondholders are only entitled to interest payments provided the Bank has distributable profits available in accordance with applicable Swedish laws and regulations. In the event that interest has not been paid on the basis that distributable profits are not available, the bondholders' right to such unpaid interest will lapse.

If the Bank has prepared a special balance sheet for liquidation purposes indicating that the Bank is obliged to go into liquidation or if it is necessary to avoid or remedy a breach of the capital requirements applicable to the Bank, the Bank may, through a decision at a shareholders' meeting, convert the whole or parts of the loan including accrued interest to a capital contribution to restore equity capital in order to avoid liquidation or avoid or remedy a breach of the capital requirements, respectively.

As from 1 May 2016, the bondholder shall be entitled to convert each of the convertible bonds into one Class A share of the Bank at a conversion price which shall be set at 122 per cent of the average volume-weighted price paid for Class A shares on NASDAQ OMX Stockholm during the period from and including 19 April 2011 until and including 4 May 2011. The bondholder shall be entitled to exercise conversion at an earlier date in certain situations. If the bondholder requests for conversion on 31 May 2016, or thereafter, the conversion shall take place at an adjusted conversion price corresponding to the current market price for the share at such point in time, if this price is lower than the ordinary conversion price set forth above. In the event that a bondholder requests for conversion on 31 May 2016, or thereafter and conversion thereby takes place at the adjusted conversion price, the Bank shall be entitled to repay the loan amount which the holder has requested for conversion instead of execute the conversion. The bondholder's right to exercise conversion shall lapse after 30 November 2016. Immediately following registration of the resolution to issue the convertible bonds, the Bank shall be entitled to request for conversion of the convertible bonds into new Class A shares of the Bank. For conversion that has been requested by the Bank prior to 31 May 2016 or requested by the bondholder in such situations where the bondholder is entitled to exercise conversion prior to 1 May 2016, conversion shall take place at an adjusted conversion price calculated with the objective to compensate the bondholder for the loss of the option value. In such situations the Bank shall be entitled to repay the Loan instead of executing the conversion. As is mentioned at the end of the notice to attend the Annual General Meeting, the Board reserves the right to make adjustments to the Board's proposal under this item 13, including the conversion price and the interest rate, until the Board's final proposal is made available on 2 March 2011.

The convertible bonds may be subscribed for during the period from and including 19 April 2011 until and including 5 May 2011 and shall be paid in cash no later than 1 June 2011. The convertible bonds shall be issued at a subscription price equal to 100 per cent of the nominal amount.

The reason for the deviation from the shareholder's pre-emptive rights is that the convertible bond programme presents a personal long term ownership for the employees, which is expected to stimulate an increased interest in the business and its results. It thus benefits the Bank in being

able to offer employees an opportunity to participate in the development of the Group in a way that also is favorable to the shareholders. A personal investment on market terms is required by the participants to participate in the programme and the programme is constructed in a way that prevents short term risk taking. Further, the Board's opinion is that the convertible bond programme is constructed in a way consistent with the Group's guidelines governing remuneration policies and the Swedish Financial Supervisory Authority's (Sw. Finansinspektionen) regulations and general guidelines governing remuneration policies in credit institutions, investment firms and fund management companies (FFFS 2009:6).

Programme participants and allotment of convertible bonds

The right to subscribe for the convertible bonds shall apply to persons who at the end of the subscription period are employees of the Group, except for persons who are employees of certain subsidiaries. The members of the Board of Directors who are not employed by the Group shall not be entitled to participate in the programme.

The allocation of convertible bonds shall be decided by the Board in accordance with the following principles: The CEO shall be guaranteed allotment of convertible bonds equivalent to a nominal amount of SEK 7,500,000 and can be allotted convertible bonds equivalent to a maximum nominal amount of SEK 15,000,000; members of the group management team shall each be guaranteed allotment of convertible bonds equivalent to a nominal amount of SEK 2,500,000 – 5,000,000 per person after a decision by the CEO and the chairman of the Board with the total aggregated amount for the group management team not exceeding the number of persons in the group management team (30 persons) x 4,000,000 and can each be allotted convertible bonds equivalent to a maximum nominal amount of SEK 10,000,000; for branch office managers and country managers, managers reporting directly to a head of a regional bank, a head of a business area or central unit there is a guaranteed amount of SEK 750,000 and a maximum amount of SEK 4,250,000; and for all other employees and managers there is a guaranteed amount of SEK 150,000 and a maximum amount of SEK 1,000,000. The above mentioned amounts are based on a maximum loan amount of SEK 2,512,500,000. If the final loan amount is adjusted for the purpose of not exceeding the maximum dilution effect, the corresponding adjustment shall be made in respect of the above allocation amounts.

In the event of over-subscription employees shall firstly obtain the guaranteed allotment and secondly allotment of additional convertible bonds corresponding to the same percentage share, regardless of which category they belong to, in respect of the subscribed amount exceeding the guaranteed allotment as set forth above, however, not exceeding the maximum nominal amount for each category in accordance with the above.

Employees' ownership of convertible bonds shall not be subject to any restrictions in respect of their rights of disposal.

Financing

The Bank intends offering financing to the employees who have registered for participation in the convertible bond programme. Such financing will be provided on market terms and be conditional upon credit processing.

Dilution

If all convertible bonds are allotted and the conversion price is assumed to be fixed at SEK 264.86, corresponding to 122 per cent of SEK 217.10, which was the latest price paid on 4 February 2011 for the Bank's Class A shares on the NASDAQ OMX Stockholm, the share capital will increase by SEK 44,110,564 at full conversion and based on the present ratio value of SEK 4.65 per share. This represents a dilution effect of approx. 1.50 per cent of the share capital and 1.52 per cent of the votes after full conversion. Assuming that the convertible bonds issued in 2008 are converted at the current conversion price the aggregated dilution effect will amount to 1.47 per cent of the share capital and 1.49 per cent of the votes after full conversion.

Item 14. 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 15. Determining fees for board members and auditors

Fees are proposed as follows: SEK 3,000,000 (2,350,000) to the chairman, SEK 800,000 (675,000) to each of the two vice chairmen, and SEK 550,000 (450,000) to each of the remaining members. For committee work, the following fees are proposed: SEK 300,000 (250,000) to each member of the credit committee, SEK 125,000 (100,000) to each member of the remuneration committee, SEK 200,000 (175,000) to the chairman of the audit committee, and SEK 150,000 (125,000) 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 AGM re-elect all board members.

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.

Item 17. The board's proposal concerning guidelines for compensation to senior management

The board proposes that the same guidelines for compensation for senior management that were adopted by the AGM in 2010 be adopted by the AGM in 2011 for the period until the end of the AGM in 2012.

Item 19. The board's proposal regarding changes to the Articles of Association

As of 1 January 2011, to comply with the Swedish Companies Act, notices to attend meetings of shareholders must be made through advertisements in the official Swedish Gazette (*Post- och Inrikes Tidningar*) and through being available on the company's website. At the same time as it issues the notice, the company must announce that the notice has been issued by advertising in at least one of the Swedish national daily newspapers specified in the company's articles of association. The board proposes that section 9 of the articles of association should state that such announcements will be made through advertisements in *Svenska Dagbladet* and *Dagens Nyheter*.

In addition, an adjustment to section 10 of the articles of association is proposed, namely that shareholders may give notice of their attendance at the AGM until the end of the day specified in the Bank's notice to attend.

Item 20. Shareholder's proposal regarding a special investigation pursuant to Chapter 10, Section 21 of the Swedish Companies Act

Shareholder Thorwald Arvidsson proposes that the AGM should resolve on a special investigation of the circumstances relating to the Swedish Financial Supervisory Authority imposing a penalty fee of SEK 3.5 million on the Bank, because the Bank "had not conducted its role as a depository for mutual fund savers' money in a proper manner."

Item 21. Shareholder's proposal regarding an annual evaluation of the Bank's "work with gender equality and ethnicity"

Shareholder Thorwald Arvidsson proposes that the AGM should assign the board to annually commission an evaluation of the Bank's "work with gender equality and ethnicity", and to present the results in the annual report.

Proposals, etc. in full

This notice, the annual report documents, the audit report, and the complete proposals of the board regarding items 9, 11, 12, 17, 18 and 19 with accompanying comments, the nomination committee's complete proposals for resolutions, as well as the two proposals from shareholder Thorwald Arvidsson 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. The board reserves the right to make adjustments to the proposal under item 13 until the board's final proposal regarding this item becomes available on the Bank's website on Wednesday, 2 March 2011.

Starting in the week beginning 28 February, the annual report for 2010 will be distributed to shareholders who have ordered it. New orders for the annual report may be made via the Bank's website, where the annual report is also available.

Majority requirement

Approval of the board's proposals under items 11-12 and 19 requires assent by shareholders representing at least two-thirds of both the votes returned and of the shares represented at the meeting. The resolution on the issuing of convertible debt instruments to employees is bound by the regulations under Chapter 16 of the Swedish Companies Act (2005:551). In order to be valid, the resolution must be supported by at least nine-tenths of the shares and votes 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 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. The Bank's holdings of its own shares in the trading book totalled 1 065 799 Class A shares and 284 458 Class B shares.

Information on the shareholder's 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, 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 2011

Svenska Handelsbanken AB (publ)

THE BOARD

corporate identity no. 502007-7862

www.handelsbanken.com