

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 10.00 a.m. on Wednesday, 29 March 2017.

Registration starts at 8.45 a.m.

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, 23 March 2017,
- and give notice of their attendance by Thursday, 23 March 2017 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 www.handelsbanken.se/ireng. Usually it is easiest to use the online solution.

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:

- give notice of attendance to the Bank according to the above instructions and be entered in the register of shareholders kept by Euroclear on 23 March 2017,
- and issue a written, dated power of attorney for the representative. The original version of the power of attorney must be sent to the Bank at the above address well before the AGM. Power of attorney forms in Swedish may be obtained from the Bank by telephone +46 (0)8 701 19 84, and are also available from the Bank's Swedish website handelsbanken.se/bolagsstamma.

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 **advisers**. Advisers may be brought 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 23 March 2017, when this entry must have been effected. 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 delivery of a personal entrance card which must be shown at the entrance to the meeting venue. The entrance cards will be posted on or around 24 March 2017.

Items on the agenda

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 2016. 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
 - a presentation of audit work during 2016
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. The Board’s proposal for authorisation for the Board to resolve on acquisition and divestment of shares in the Bank
12. 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
13. The Board’s proposal regarding authorisation for the Board to resolve on issuance of convertibles
14. Determining the number of members of the Board to be appointed by the meeting
15. Determining the number of auditors to be appointed by the meeting
16. Deciding fees for Board members and auditors
17. Election of the Board members
 - i. Karin Apelman (re-election, proposed by the nomination committee)
 - ii. Jon Fredrik Baksaas (re-election, proposed by the nomination committee)
 - iii. Pär Boman (re-election, proposed by the nomination committee)
 - iv. Kerstin Hessius (re-election, proposed by the nomination committee)
 - v. Ole Johansson (re-election, proposed by the nomination committee)
 - vi. Lise Kaae (re-election, proposed by the nomination committee)
 - vii. Fredrik Lundberg (re-election, proposed by the nomination committee)
 - viii. Bente Rathe (re-election, proposed by the nomination committee)
 - ix. Charlotte Skog (re-election, proposed by the nomination committee)
 - x. Anders Bouvin (new election, proposed by the nomination committee)

- xi. Jan-Erik Höög (new election, proposed by the nomination committee)
- 18. Election of the Chairman of the Board
- 19. Election of auditors
- 20. The Board's proposal concerning guidelines for remuneration to executive officers
- 21. The Board's proposal concerning the appointment of auditors in foundations without own management
- 22. Proposal from shareholder Mr Thorwald Arvidsson that the AGM should resolve to:
 - i. adopt a vision on absolute equality between men and women on all levels within the company,
 - ii. instruct the company's Board to appoint a working group in order to eventually implement the vision, and to carefully monitor progress in the fields of gender equality and ethnicity,
 - iii. submit an annual written report to the annual general meeting; it is proposed that the report should be included in the printed annual report,
 - iv. assign to the Board the task of taking the requisite action to form a shareholders' association for the company,
 - v. Board members should not be allowed to invoice their Board remuneration through Swedish or non-Swedish legal entities,
 - vi. in performing its assignment, the nomination committee should specifically consider matters relating to ethical standards, gender and ethnicity,
 - vii. assign the Board the task of drawing up a proposal concerning small and medium sized shareholders' right to representation on the Board and the nomination committee, to be submitted for a resolution at the 2017 Annual General Meeting (or any extraordinary general meeting which takes place before this),
 - viii. with reference to point v) above, to assign the Board to address the relevant authority – primarily the Swedish government or the Swedish Tax Agency – in order to achieve changed regulations in this area,
 - ix. assign the Board to order an in-depth investigation of the consequences of abolishing the different levels of voting rights within Handelsbanken, resulting in a proposal for action to be submitted for a resolution at the 2017 Annual General Meeting (or an extraordinary general meeting which takes place before this),
 - x. assign the Board to contact the Swedish government and alert it to the desirability of abolishing the possibility of having different voting rights for shares in Swedish limited liability companies by changing the law in the area in question, and
 - xi. assign the Board to alert the Swedish government of the need for comprehensive national regulation in the area referred to in item 23 below, i.e. the implementation of a quarantine period for politicians
- 23. Proposal from shareholder Mr Thorwald Arvidsson concerning changes to the Articles of Association
- 24. Closing of the meeting

Nomination committee

The nomination committee has consisted of Ms Helena Stjernholm (Industrivärden), chair, Mr Christian Dahl (Oktogonen Foundation), Mr Mats Guldbrand (Lundberg ownership group), Mr Bo Selling (Alecta) 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.se/ireng.

Item 2 Election of chairman of the meeting

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

Item 9 Dividend and record day

The Board proposes an ordinary dividend of SEK 5.00 per share and that the remaining profits be carried forward to next year. In addition, the Board proposes that Friday, 31 March 2017 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, 5 April 2017.

Items 11-12 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 and divestment – both via Nasdaq Stockholm AB and outside Nasdaq 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 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 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 13 The Board's proposal regarding authorisation for the Board to resolve on issuance of convertibles

With the purpose of allowing flexible, effective adaptation of Handelsbanken's capital structure by quickly being able to perform issues of convertible tier 1 capital instruments, the Board is proposing that the AGM resolves to authorise the Board during the period until the AGM in 2018, to resolve on issuance of such convertibles, on the following main conditions:

- An issue may be made with or without deviation from shareholders' preferential rights. The reasons for a deviation from the shareholders' preferential rights are that it must be possible to issue to institutional debt investors on the international capital markets, and without right of conversion for the holders.
- 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 180,000,000 shares. Issuances under this authorisation must be made on market terms.

Item 14-15 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, in accordance with the audit committee's recommendation, the nomination committee proposes that the meeting appoint two registered auditing companies as auditors.

Item 16 Deciding fees for Board members and auditors

Unchanged fees are proposed by the nomination committee as follows: SEK 3,150,000 (3,150,000) to the Chairman, SEK 900,000 (900,000) to the vice chairman and SEK 640,000 (640,000) to each of the remaining members. For committee work, the following fees are proposed: SEK 375,000 (335,000) to each member of the credit committee, SEK 130,000 (130,000) to each member of the remuneration committee, SEK 375,000 (335,000) to each member of the risk committee, SEK 250,000 (250,000) to each member of the risk committee for US operations and SEK 375,000 (285,000) to each member of the audit committee, and SEK 450,000 (335,000) to the chair of the audit committee. 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.'

Shareholder Mr Christer Dupuis proposes a 10 per cent reduction in remuneration to the Board.

Item 17-18 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 Tommy Bylund, who has declined re-election. The nomination committee proposes that the meeting elect Mr Anders Bouvin, Handelsbanken's President and Group Chief Executive, and Mr Jan-Erik Höög, the Chairman of the Oktagonen Foundation, as new members.

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.se/ireng.

Item 19 Election of auditors

In accordance with the audit committee's recommendation, the nomination committee proposes that the meeting re-elect Ernst & Young AB and elect PricewaterhouseCoopers AB ("PwC") as auditors for the period until the end of the annual general meeting to be held in 2018. These two auditing companies have announced that, should they be elected, they will appoint as auditors in charge Mr Jesper Nilsson (authorised public accountant) for Ernst & Young AB and Mr Johan Rippe (authorised public accountant) for PwC.

Item 20 The Board’s proposal concerning guidelines for remuneration to executive officers

The Board proposes that the meeting decide on the following guidelines for remuneration and other terms of employment for executive officers of Handelsbanken. The guidelines shall not affect any remuneration previously decided for executive officers.

- The aggregated total remuneration shall be on market terms.
- Remuneration 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 remuneration benefits such as bonus and percentage of profits are not paid.
- The executive officers 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 contribution, and may be payable in addition to a collectively agreed pension plan.
- The period of notice on the part of the officer 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 one of the Bank’s executive officers, the period of notice is a maximum of twenty-four (24) months. No other termination benefits are paid. Other time periods may apply due to collective agreements and labour legislation.
- The Board shall have the right in exceptional circumstances to deviate from the established guidelines if there are special reasons in an individual case.

These guidelines shall apply to the Group Chief Executive, other Executive Directors and members of the parent company’s Board who are also employees of the Bank.

Item 23 Proposal from shareholder Mr Thorwald Arvidsson concerning changes to the Articles of Association

Shareholder Thorwald Arvidsson proposes that two new paragraphs be inserted into Section 7 of the articles of association, with the following wording: “Previous members of the cabinet of ministers cannot be appointed as board members until two years have passed from the time when the person retired from their assignment as a member of the cabinet of ministers.

Other fully remunerated public politicians cannot be appointed as board members until one year has passed from the time when the person retired from the assignment, unless special circumstances dictate otherwise.”

Proposals in full, etc.

This notice, the annual report documents, the audit report, the complete proposals of the Board with accompanying comments, shareholder Thorwald Arvidsson’s proposals, and the nomination committee’s proposals and explanation are available from Handelsbanken, Corporate Governance, 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 are also available on the Bank’s website, www.handelsbanken.se/ireng.

During the week beginning 6 March 2017, the 2016 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 11, 12 and 13 and of the shareholder's proposal for a change to the articles of association under item 23 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 1,908,921,807 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 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 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.

Stockholm, February 2017

Svenska Handelsbanken AB (publ)
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THE BOARD

www.handelsbanken.com