

ARTICLES OF ASSOCIATION for Svenska Handelsbanken

Section 1 NAME OF BANK

The name of the Bank is Svenska Handelsbanken AB. The Bank is a public liability banking company (publ).

Section 2 REGISTERED OFFICE

The board of the Bank shall have its registered office in Stockholm.

Section 3 OPERATIONS

The Bank's operations shall comprise banking business. These operations include provision of payment services via general payments systems and receipt of funds which, following a period of notice, are available to the creditor within no more than 30 days.

The Bank may also perform other financial operations and operations which have a natural link to these. The Bank's operations may include, but are not limited to, the following:

1. raising funds, for example by issuing bonds or equivalent instruments,
2. issuing covered bonds in accordance with the Swedish Act on the Issuance of Covered Bonds (2003:1223), after permission has been granted by the Swedish Financial Supervisory Authority,
3. granting and negotiating credit, for example in the form of consumer credits and mortgage loans or claims,
4. participating in financing by, for example, acquiring claims and leasing of property,
5. providing means of payment,
6. assuming guarantee commitments and similar undertakings,
7. participating in securities issues,
8. providing financial advice,
9. safe custody of securities,
10. conducting documentary credit operations,
11. providing safe deposit box services,
12. conducting foreign exchange trading,
13. conducting securities business as prescribed in the Swedish Securities Market Act (2007:528),
14. providing business status information on the conditions prescribed in the Swedish Credit Information Act (1973:1173),
15. conducting operations in accordance with the Swedish Investment Funds Act (2004:46),
16. conducting pension savings business in accordance with the Swedish Individual Pension Savings Act (1993:931),
17. providing advice and assistance to companies in corporate management matters and acting as an intermediary for the purchase and sale of companies (corporate finance),

18. conducting collection operations,
19. acting as an intermediary in the purchase and sale of real estate and site leasehold rights, and in lending money on the security of such property,
20. management of real estate and site leasehold rights,
21. conducting trade in gold on behalf of customers,
22. provide accounting services,
23. providing transport of valuables,
24. providing IT services,
25. providing insurance policies.

Section 4 SHARE CAPITAL AND NUMBER OF SHARES

The Bank's share capital shall be at least one billion two hundred million (1,200,000,000) Swedish kronor and at most four billion eight hundred million (4,800,000,000) Swedish kronor.

The number of shares shall be at least 500,000,000 and at most 2,000,000,000.

Two classes of shares may be issued: Class A and Class B. The maximum number of Class A shares which may be issued is 2,000,000,000 and the maximum number of Class B shares is 50,000,000.

Class A shares carry one vote each and Class B shares carry one-tenth of a vote each.

Section 5 SHAREHOLDERS' RIGHTS WHEN THE SHARE CAPITAL IS INCREASED

If, by means of a cash issue or an offset issue, the Bank decides to issue new Class A and Class B shares, the holders of Class A and Class B shares shall have preferential rights to subscribe for new shares of the same class in proportion to the number of shares previously held (primary preferential rights). Shares which have not been subscribed for with primary preferential rights shall be offered to all shareholders for subscription (subsidiary preferential rights). If shares thus offered are not sufficient for subscription with subsidiary preferential rights, the shares shall be divided between the subscribers in proportion to the number of shares they previously held and, where this is not possible, by drawing of lots.

If, by means of a cash issue or an offset issue, the Bank decides to issue only Class A or Class B shares, all shareholders, regardless of whether they hold Class A or Class B shares, shall have preferential rights to subscribe for new shares in proportion to the number of shares previously held.

If, by means of a cash issue or an offset issue, the Bank decides to issue subscription rights or convertibles, the shareholders have preferential rights to subscribe to subscription rights as if the issue applied to the shares which may be subject to new subscription due to the subscription right, or preferential rights to subscribe for convertibles as if the issue applied to the shares for which the convertibles may be exchanged.

That which is stated above implies no restriction in the opportunity to decide on a cash issue or an offset issue deviating from the shareholders' preferential rights.

Section 6 RECORD DAY PROVISION

Any shareholder or nominee who, on the record day, is entered in the share register and is listed in the record list according to Chapter 4 of the Swedish Financial Instruments Accounts Act (1998:1479), or the person who is listed on the record account according to Chapter 4 Section 18 first paragraph 6-8 of the above Act, shall be deemed to be competent to exercise the rights pursuant to Chapter 4 Section 39 of the Swedish Companies Act (2005:551).

Section 7 MEMBERS OF THE BOARD

In addition to the board members who by law are appointed by parties other than the shareholders' meeting, the board shall consist of no fewer than eight and no more than fourteen board members.

Section 8 AUDITORS

In addition to the auditors who by law are appointed by parties other than the shareholders' meeting, the Bank shall have one or two auditors and the corresponding number of deputies or one or two official firms of auditors.

Section 9 NOTICE TO ATTEND SHAREHOLDERS' MEETINGS

~~Notices to attend shareholders' meetings and other notices to the shareholders shall be made through advertisements in the Official Swedish Gazette (*Post- och Inrikes Tidningar*) and in the two Swedish dailies *Svenska Dagbladet* and *Dagens Nyheter*.~~

Notices to attend shareholders' meetings and other notices to shareholders shall be made through advertisements in the Official Swedish Gazette (*Post- och Inrikes Tidningar*) and on the Bank's website. The fact that a notice to attend a meeting has been issued shall be advertised in the two Swedish daily newspapers *Svenska Dagbladet* and *Dagens Nyheter*.

Section 10 THE RIGHT OF SHAREHOLDERS TO ATTEND SHAREHOLDERS' MEETINGS

~~Shareholders wishing to participate in shareholders' meetings must be included in a printout of the entire register of shareholders showing the situation five days before the Meeting and also notify the head office of the Bank no later than 3 pm on the date specified in the notice of the Meeting. This day may not be a Sunday, other public holiday, Saturday, Midsummer Eve, Christmas Eve, New Year's Eve and may not be earlier than the fifth business day before the Meeting.~~

Shareholders wishing to participate in shareholders' meetings must be included in a printout of the entire register of shareholders showing the situation five days before the meeting, and also notify the head office of the Bank by the date specified in the notice to attend the meeting. This day may not be a Sunday, other public holiday, Saturday, Midsummer Eve, Christmas Eve, New Year's Eve and may not be earlier than the fifth business day before the meeting.

Shareholders are entitled to be accompanied by no more than two advisers, but only if the shareholder gives notice of the number of advisers as stated in the previous paragraph.

Section 11 PRESENCE OF OUTSIDERS AT SHAREHOLDERS' MEETINGS

Parties who are not shareholders of the Bank shall be entitled to attend or in some other way follow the proceedings of the meeting, as determined by the board.

Section 12 CHAIRMAN OF SHAREHOLDERS' MEETINGS, VOTING POWERS

Shareholders' meetings are opened by the chairman of the board or by the person that the board has appointed for this purpose.

The chairman of a shareholders' meeting is elected by the shareholders present.

No person may speak or vote as representing more votes than ten percent of the aggregate number of votes accruing to the shares issued by the Bank.

Section 13 ANNUAL GENERAL MEETING OF SHAREHOLDERS

The following items shall be on the agenda of the Annual General Meeting:

1. Election of the chairman of the meeting
2. Establishment and approval of the list of voters
3. Approval of the agenda
4. Election of two persons to countersign the minutes
5. Determining whether the meeting has been duly convened
6. Presentation of the annual accounts and auditors' report, as well as the consolidated annual accounts and the auditors' report on the consolidated accounts
7. Decisions to be taken:
 - a) adoption of the income statement and the balance sheet, as well as the consolidated income statement and the consolidated balance sheet
 - b) appropriations of the company's profit or loss according to the balance sheet adopted
 - c) release from liability for the board members and the chief executive officer
8. Determining the number of board members and, where applicable, of auditors and deputy auditors
9. Determining fees for the board and, where applicable, the auditor
10. Election of board members and, where applicable, of the auditor and deputy auditor

Other business which is under the jurisdiction of the general meeting pursuant to the Swedish Companies' Act or the articles of association.

Section 14 FINANCIAL YEAR

The Bank's financial year shall be the calendar year.

Adopted at the annual general meeting on 23 March 2011