

# Distribution of class A shares in Industrivärden

Information to Handelsbanken's shareholders prior to the resolution on the distribution of class A shares in Industrivärden at the Extraordinary General Meeting on 21 October 2021

**This information brochure is not a prospectus and does not constitute an offer to acquire or sell shares.**

This information brochure is intended to provide information to the shareholders in Svenska Handelsbanken AB ("Handelsbanken") prior to the resolution on distribution of class A shares in AB Industrivärden ("Industrivärden") to Handelsbanken's shareholders at the Extraordinary General Meeting on 21 October 2021. The complete proposals of the Board of Directors are included in the notice to the Extraordinary General Meeting which was disclosed on 22 September 2021 and is held available on Handelsbanken's website [www.handelsbanken.com](http://www.handelsbanken.com) and is sent to shareholders who request it by telephone, +46 771 24 64 00, and state their postal address.

For information on Industrivärden and the class A share in Industrivärden, please refer to Industrivärden's website [www.industrivarden.se/en-gb](http://www.industrivarden.se/en-gb).

Provided that the Extraordinary General Meeting resolves in accordance with the Board of Directors' proposal, no further actions are required by a shareholder in Handelsbanken in order to receive class A shares in Industrivärden, except for being registered as a shareholder on the record date for the distribution of the class A shares in Industrivärden. For shareholders who are not resident for tax purposes in Sweden, please refer to the "Tax considerations in Sweden" section for information about withholding tax.

The class A shares in Industrivärden to be distributed by Handelsbanken have not been and will not be registered with the US Securities and Exchange Commission ("SEC") under the US Securities Act of 1933, as amended (the "US Securities Act") or any US state securities laws. Neither the SEC nor any US state securities commission has approved or disapproved the class A shares in Industrivärden or passed comment or opinion on the accuracy of this document.

*This document is a translation of the Swedish version. In the event of any discrepancies between this translation and the Swedish original, the Swedish original shall prevail.*



# Table of contents

Distribution of class A shares in Industrivärden to Handelsbanken's shareholders .....	4
Background and reasons .....	6
Financial effects .....	7
Time table.....	8
Tax considerations in Sweden .....	10
US transfer restrictions .....	11
Information about Industrivärden .....	12
Questions and answers.....	13

# Distribution of class A shares in Industrivärden to Handelsbanken's shareholders

## Distribution of class A shares in Industrivärden to Handelsbanken's shareholders

On 21 October 2021, an Extraordinary General Meeting ("EGM") of Svenska Handelsbanken AB ("Handelsbanken") will vote on the Board's proposal to distribute class A shares in AB Industrivärden ("Industrivärden") to the shareholders of Handelsbanken (the "Industrivärden Distribution"). Prior to the completion of the Industrivärden Distribution, Handelsbanken intends to purchase a total of 30,461,977 class A shares in Industrivärden from Svenska Handelsbankens Pensionsstiftelse (the "Pension Foundation"). The acquired class A shares in Industrivärden will thereafter be distributed to the shareholders in proportion to the number of Handelsbanken shares they own on the record date (irrespective of share class).

### Record date

The proposed record date for the right to receive class A shares in Industrivärden is 25 October 2021.

### Distribution ratio and sale of fractions of shares

Handelsbanken's class A shares in Industrivärden will be distributed to Handelsbanken's shareholders pro rata to the number of Handelsbanken shares that they own on the record date (irrespective of share class). This means that every 65th share in Handelsbanken (irrespective of share class) will entitle the shareholder to one class A share in Industrivärden. The proposed Industrivärden Distribution, based on the closing price of Industrivärden's class A share on Nasdaq Stockholm on 20 September 2021<sup>1</sup>, amounts to approximately SEK 8,748.7m, which corresponds to a distribution of approximately SEK 4.42 per share in Handelsbanken.

Only whole Industrivärden class A shares (rounded down) will be distributed. If a directly registered shareholder does not hold a number of Handelsbanken shares that entitles them to a whole number of Industrivärden class A shares, the resulting fractions of shares will be sold on Nasdaq Stockholm. After aggregation of other such fractions of shares, the sale is executed for holdings on securities accounts. The proceeds of the sale will be distributed proportionately among the shareholders based on the fraction of class A share in Industrivärden that each respective shareholder would otherwise have been entitled to. Once the sale is completed, the shareholder will receive a contract note. The distribution of contract

notes is expected to begin approximately one week after the class A shares in Industrivärden are available on the shareholders' securities accounts. The proceeds will be paid to the yield accounts (Sw. avkastningskonton) linked to directly registered shareholders' securities accounts a few days after the contract notes are distributed.

Nominee-registered (Sw. förvaltarregistrerade) shareholdings will be processed in accordance with each nominee's procedures.

### No action required

Should the Handelsbanken EGM on 21 October 2021 resolve on the Industrivärden Distribution in accordance with the Handelsbanken Board's proposal, those who in Handelsbanken are registered Handelsbanken shareholders (directly registered or nominee-registered) on the record date of the Industrivärden Distribution are not required to take any action in order to receive the Industrivärden Distribution. For shareholders who are not resident for tax purposes in Sweden, please refer to the "Tax considerations in Sweden" section for information about withholding tax.

### Receipt of Industrivärden class A shares

The Industrivärden class A shares will be available on the securities accounts of those shareholders in Handelsbanken who are entitled to receive the Industrivärden Distribution two banking days following the record date, i.e. on or around 27 October 2021. Thereafter, Euroclear will distribute statements containing information on the number of Industrivärden class A shares registered in the securities accounts of the recipients. For information about fractions of shares, please refer to the "Distribution ratio and sale of fractions of shares" section.

Nominee-registered shareholdings will be processed in accordance with each nominee's procedures.

<sup>1</sup> On 20 September 2021, the closing price of Industrivärden's class A share on Nasdaq Stockholm was SEK 287.20.

## Example

### Shareholding evenly divisible by 65



**1,300 shares in Handelsbanken**  
A shareholder who on the record date of 25 October 2021 owns 1,300 shares in Handelsbanken (irrespective of share class)...

**20 class A shares in Industrivärden**  
...receives without action 20 class A shares in Industrivärden.

### Shareholding not evenly divisible by 65



**1,000 shares in Handelsbanken**  
A shareholder who on the record date of 25 October 2021 owns 1,000 shares in Handelsbanken (irrespective of share class)...

**15 class A shares in Industrivärden**  
... receives without action 15 class A shares in Industrivärden...

**Cash**  
...and a cash amount corresponding to the proceeds of a 25/65 class A share in Industrivärden.

### Shareholding of less than 65



**64 shares in Handelsbanken**  
A shareholder who on the record date of 25 October 2021 owns 64 shares in Handelsbanken (irrespective of share class)...

**Cash**  
...receives without action a cash amount corresponding to the proceeds of a 64/65 class A share in Industrivärden.

# Background and reasons

For many years, Handelsbanken's business model has generated stable earnings and capital growth and has, also during the covid-19 pandemic, demonstrated a very good, and gradually even more improved, credit quality. Altogether, this implies that the Bank's financial position has gradually been strengthened further and the current capitalisation is well above the Bank's target ratio level.

As a result of the Bank's good capital situation, the Board of Directors of Handelsbanken has resolved to propose that the EGM resolve on an extra dividend of shares in Industrivärden, a dividend-in-kind, to the shareholders corresponding to approximately SEK 8,748.7 million, based on the closing price for the Industrivärden class A share on Nasdaq Stockholm on 20 September 2021<sup>2</sup>. The CET1 level, the common equity tier 1 ratio, pro forma as of 30 June 2021, is estimated, with this level of dividend, to fall from 20.5 per cent to approximately 19.4 per cent. The dividend is estimated to increase return on equity by 0.3 percentage points.

The dividend-in-kind is proposed to be made through a distribution of 30,461,977 class A shares in Industrivärden, that simultaneously will be acquired from the Pension Foundation, which is part of Handelsbanken's pension management of the Bank's occupational pensions. The net assets in the Pension

Foundation have a direct impact on the Group's equity and thereby also on CET1. Furthermore, net surplus is subject to a capital requirement according to the CRR in pillar 1 and the risks in the pension system are subject to a capital requirement in pillar 2 according to the Swedish Financial Supervisory Authority's model for pension risk.

The purpose of the proposals is thus partly to distribute surplus capital to the bank's shareholders, and partly to reduce the portion of shares in the overall pension management for defined benefit occupational pensions in order to reduce volatility in the management. A reduction of volatility in the pension management's asset values increases long-term stability in the Bank's capitalisation.

Handelsbanken and the Pension Foundation intend to enter into an agreement whereby Handelsbanken acquires 30,461,977 class A shares in Industrivärden from the Pension Foundation in connection with the EGM at the then prevailing share price.

The acquisition presupposes that the EGM approves the acquisition and resolves on an extra dividend of these shares to the shareholders.

<sup>2</sup> On 20 September 2021, the closing price of Industrivärden's class A share on Nasdaq Stockholm was SEK 287.20.

# Financial effects

Should the 21 October 2021 EGM resolve on the proposed Industrivärden Distribution, class A shares in Industrivärden at a value of SEK 8,748.7m (based on the closing price of the Industrivärden class A share on 20 September 2021<sup>3</sup>) will be distributed to Handelsbanken's shareholders. Handelsbanken intends to purchase the class A shares in Industrivärden from the Pension Foundation at the closing price on Nasdaq Stockholm on 21 October 2021. If the difference between the opening price and the closing price of the Industrivärden class A share on Nasdaq Stockholm on 21 October 2021 were to exceed 3 per cent, the purchase price shall instead be determined based on the volume-weighted average price paid for Industrivärden's class A share on Nasdaq Stockholm on 21 October 2021.

Handelsbanken's holding of class A shares in Industrivärden will not have any financial effects on the Bank's income statement, as the shareholding will be valued on an ongoing basis during the time it is included in the parent company's balance sheet, and in the same way the debt to the shareholders will be revalued until the distribution is completed. The net will be reported as net financial assets (the asset, i.e. the value of the shares in Industrivärden, as well as the debt to the shareholders, i.e. the decision on the distribution, are reported gross but eliminate each other).

<sup>3</sup> On 20 September 2021, the closing price of Industrivärden's class A share on Nasdaq Stockholm was SEK 287.20.



## Time table

Date	Activity	Comments
<b>21 October</b>	<p>Handelsbanken EGM resolves on the distribution of class A shares in Industrivärden</p> <p>Last day of trading in the Handelsbanken share including the right to receive the distribution of class A shares in Industrivärden</p>	<p>Share transfer from the Pension Foundation to Handelsbanken takes place after a resolution has been passed by the EGM (at market price)</p> <p>Last day to acquire shares in Handelsbanken with the right to receive the distribution of class A shares in Industrivärden</p>
<b>22 October</b>	<p>First day of trading in the Handelsbanken share excluding the right to receive the distribution of class A shares in Industrivärden</p>	<p>Handelsbanken shares traded as from and including this day will (theoretically) be traded at a new share price and will be acquired without the right to receive the distribution of class A shares in Industrivärden</p>
<b>25 October</b>	<p>Record date for the distribution of class A shares in Industrivärden</p>	<p>Shareholders holding Handelsbanken shares on this date will be entitled to receive the distribution of class A shares in Industrivärden</p>
<b>27 October</b>	<p>Distribution of Handelsbanken's Industrivärden class A shares to Handelsbanken's shareholders</p>	<p>The Industrivärden class A shares will be available on the securities accounts of directly registered shareholders. Nominee-registered shareholdings will be processed in accordance with each nominee's procedures</p>
<b>About 1 week after the Industrivärden class A shares are available on the shareholders' securities accounts</b>	<p>Payment of the proceeds from the sale of fractions of Industrivärden class A shares</p>	<p>The proceeds will be paid out to the yield accounts linked to the securities accounts of directly registered shareholders. Nominee-registered shareholdings will be processed in accordance with each nominee's procedures</p>





# Tax considerations in Sweden

In view of Handelsbanken's dividend-in-kind of class A shares in Industrivärden, the following summary outlines certain Swedish tax consequences relating to the dividend. The summary is only applicable to individuals and limited liability companies (Sw. aktiebolag) tax resident in Sweden, unless otherwise is stated. This summary is based on the laws of Sweden currently in effect and is intended to provide general information only. The summary does not cover securities held by partnerships or held as current assets in business operations. Furthermore, the summary does not cover specific rules on tax-exempt dividends and capital gains (including non-deductibility for capital losses) in the corporate sector, which may become applicable when shareholders hold securities that are considered to be held for business purposes (Sw. näringsbetingade andelar). Nor does the summary cover the special rules which may be applicable to holdings in companies which are, or previously were, closely-held companies, or to shares acquired pursuant to so-called qualified shares in closely-held companies. Moreover, the summary does not cover shares or other securities that are held in a so-called investment savings account (Sw. investeringssparkonto) and that are subject to special rules on standardised taxation. Special rules apply to certain categories of taxpayers, for example investment companies and insurance companies. The tax treatment of each individual shareholder depends on such investor's particular circumstances. Each holder of shares should therefore consult a tax advisor for information on the specific implications that may arise in an individual case, including the applicability and effect of foreign rules and tax treaties.

## Individuals

### Dividend taxation

For shareholders in Handelsbanken who receive class A shares in Industrivärden, the fair market value of the shares in Industrivärden is taxed as dividend income. Handelsbanken intends to seek general advice from the Swedish Tax Agency (Sw. Skatteverket) regarding how the value shall be determined. Information in this regard will be available on Handelsbanken's website, [www.handelsbanken.com](http://www.handelsbanken.com) and on the Swedish Tax Agency's website [www.skatteverket.se](http://www.skatteverket.se). Dividends on listed shares are taxed as income from capital at a rate of 30 per cent. For individuals tax resident in Sweden, a preliminary tax of 30 per cent is generally withheld; however, no preliminary tax deduction is made on in-kind dividends on shares.

### Capital gains taxation

Upon the sale or other disposition of listed shares or other equity-related securities, a taxable capital gain or deductible capital loss may arise. Capital gains are taxed as capital income at a rate of 30 per cent. The capital gain or loss is normally calculated as the difference between the sales proceeds, after deducting sales costs, and the tax basis. The acquisition cost for class A shares in Industrivärden will correspond to the amount recognized as dividend income. The tax basis for all equity-related securities of the same class and type is calculated together in accordance with the "average cost method".

Alternatively, upon the sale of listed shares, such as the shares in Industrivärden, the tax basis may alternatively be determined as 20 per cent of the sales proceeds, after deducting sales costs, under the "notional rule".

Capital losses on listed shares and other listed equity-related securities are fully deductible against taxable capital gains on shares and on other listed equity-related securities, with the exception of units in securities funds or special funds that consist solely of Swedish receivables (Sw. räntefonder). Capital losses on shares and other equity-related securities which cannot be set off in this way can be deducted with up to 70 per cent against other capital income. If there is a net loss in the capital income category, a tax reduction is allowed against municipal and national income tax, as well as against real estate tax and municipal real estate charges. A tax reduction is allowed with 30 per cent on the portion of such net loss that does not exceed SEK 100,000 and with 21 per cent on any remaining loss. Such net loss cannot be carried forward to future income years.

Only whole numbers of class A shares in Industrivärden will be distributed to shareholders in Handelsbanken. In case shareholders in Handelsbanken receive a fraction of a class A share in Industrivärden, the fraction received will be added together with other such fractions and be disposed of by Handelsbanken for the shareholder's account. Any cash received from such disposal will be subject to capital gains taxation as described above.

### Capital gains and dividends taxation of limited liability companies

For Swedish limited liability companies all income, including taxable capital gains and dividends, is taxed as business income at a rate of 20.6 per cent. Capital gains and capital losses are calculated in the same manner as described above for individuals. Deductible capital losses on shares and other equity-related securities may only be deducted against taxable capital gains on such securities. Under certain circumstances, such capital losses may also be deducted against capital gains in another company in the same group, provided that the requirements for exchanging group contributions (Sw. koncernbidragsrätt) between the companies are met. A capital loss that cannot be utilised during a given income year may be carried forward and be offset against taxable capital gains on shares and other equity-related securities during subsequent income years, without limitation in time.

Only whole numbers of class A shares in Industrivärden will be distributed to shareholders in Handelsbanken. In case shareholders in Handelsbanken receive a fraction of a class A share in Industrivärden, the fraction received will be added together with other such fractions and be disposed of for the shareholder's account. Any cash received from such disposal will be subject to capital gains taxation as described above.

### Specific tax considerations for shareholders who are not tax residents in Sweden

#### Withholding tax on dividends

For shareholders not tax resident in Sweden who receive dividends from a Swedish limited liability company, Swedish withholding tax is normally payable. The tax rate is 30 per

cent. However, the tax rate is often reduced by tax treaties between Sweden and other countries for the avoidance of double taxation. The majority of Sweden's tax treaties allow for a reduction of the Swedish tax to the tax rate stipulated in the treaty directly at the payment of dividends, provided that necessary information is available in relation to the person entitled to such dividends. In Sweden, Euroclear normally carries out the withholding. For shareholders not tax resident in Sweden, all class A shares in Industrivärden distributed on securities accounts will be withheld until the individual shareholder pays the withholding tax. Shareholders whose shares are directly registered will receive information and instructions by mail from Handelsbanken for the payment of the withholding tax. Nominee registered shares will be processed in accordance with each nominee's routines.

If a 30 per cent withholding tax is deducted from a payment to a person entitled to be taxed at a lower rate, or if excessive withholding tax has otherwise been withheld, a refund can be claimed from the Swedish Tax Agency prior to the expiry of the fifth calendar year following the dividend distribution.

#### Capital gains taxation

Holders of shares not tax resident in Sweden and whose holding is not attributable to a permanent establishment in Sweden are generally not liable for Swedish capital gains taxation on the disposal of shares. The holders may, however, be subject to tax in their country of residence. Under a specific tax rule, individuals that are not tax resident in Sweden may, however, be subject to tax in Sweden on the sale of certain securities (such as shares) if they have been resident or lived permanently in Sweden at any time during the calendar year of such disposal or during any of the previous ten calendar years. The application of this rule may be limited by tax treaties between Sweden and other countries.

## US transfer restrictions

Shareholders are advised that the class A shares in Industrivärden to be distributed to the shareholders in Handelsbanken have not been and will not be registered with the SEC under the US Securities Act or with any securities regulatory authority of any state of the United States. The class A shares in Industrivärden may not be offered, sold, pledged or otherwise transferred except (i) to a person that the holder or any person acting on its behalf reasonably believes is a qualified institutional buyer within the meaning of Rule 144A under the US Securities Act purchasing for its own account or for the account of another qualified institutional buyer in a transaction meeting the requirements of Rule 144A, (ii) in an offshore transaction

complying with Rule 903 or Rule 904 of Regulation S under the US Securities Act, or (iii) pursuant to another available exemption from registration requirements of the US Securities Act and, in each case, in accordance with applicable law. No representation can be made as to the availability of the exemption provided by Rule 144 under the US Securities Act for resales of the class A shares in Industrivärden.



# Information about Industrivärden<sup>4</sup>

Should the EGM on 21 October 2021 resolve on the proposed distribution, Handelsbanken's shareholders will become shareholders in Industrivärden, whose shares are traded on Nasdaq Stockholm.

The limited company Industrivärden was registered on 21 February 1944. Industrivärden was founded by Handelsbanken, and the name was chosen to signify the major value in the industrial companies that were transferred to this company. Today, Industrivärden is a long-term asset manager with a concentrated portfolio of listed Swedish companies with good value potential.

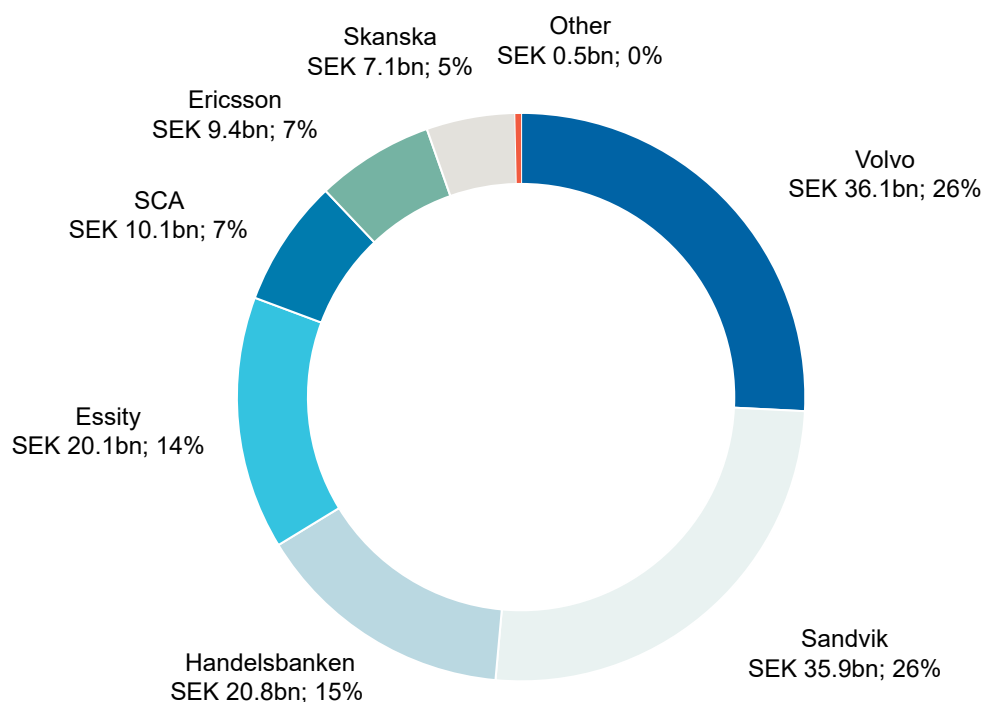
Shareholder value in Industrivärden is mainly created through active ownership aimed at contributing to the portfolio companies' operational and strategic development.

In its ownership role, Industrivärden strives to contribute to the portfolio companies' work on establishing and strengthening leading positions in their respective industries over time. Strong emphasis is put on clear leadership, focus and flexibility. Active ownership is exercised mainly through involvement in nominating committee work, board representation and

continuous dialogue with the portfolio companies. In addition, continuous evaluation is conducted of the companies and their boards, CEOs and managements. The various measures that are considered to enhance shareholder value are defined in Industrivärden's action plans, which serve as the foundation of the Company's influence work.

Industrivärden's equities portfolio is illustrated in the pie chart below. The portfolio reported a value of SEK 140bn on 30 June 2021. The majority of the equities portfolio is exposed to the industrial equipment, commercial vehicles, banking and consumer products sectors.

For information on Industrivärden, please refer to Industrivärden's website [www.industrivarden.se/en-gb](http://www.industrivarden.se/en-gb), where, Industrivärden's financial reports, etc. are available, as well as information about the Industrivärden class A share.



# Questions and answers

## What will the Distribution mean for me as a Handelsbanken shareholder?

If the Handelsbanken EGM on 21 October 2021 resolves on the Industrivärden Distribution in accordance with the Handelsbanken Board's proposal, Handelsbanken will distribute class A shares in Industrivärden to the shareholders of the bank pro rata to the number of shares they own in Handelsbanken on the record date (irrespective of share class).

## How many Industrivärden class A shares will I receive?

Every 65 shares in Handelsbanken (irrespective of share class) held on the record date entitle the shareholder to one Industrivärden class A share, corresponding to an extraordinary dividend-in-kind amounting to approximately SEK 4.42 per share (based on the Industrivärden class A share price as of 20 September 2021<sup>5</sup>).

## What happens if my holding is not evenly divisible by 65?

If you have a directly registered shareholding in Handelsbanken that is not evenly divisible by 65, Handelsbanken will provide for your remaining fractions to be sold. All fractions will be aggregated to entire Industrivärden class A shares, which will be sold on Nasdaq Stockholm. The proceeds from the sold fractions will be allocated between the shareholders who would have been entitled to the fractions. Nominee-registered shareholdings will be processed in accordance with each nominee's procedures.

## When will I receive the Industrivärden class A shares and the cash payment?

The Industrivärden class A shares are expected to be available on shareholders' securities accounts on 27 October 2021. Fractions of shares that are the result of directly registered shareholders' holdings not entitling the holders to a whole number of class A shares in Industrivärden will be sold on Nasdaq Stockholm. The proceeds from sold fractions will be allocated between the shareholders who would have been entitled to receive the fractions and are expected to be paid out approximately one week after the Industrivärden class A shares are available on the shareholders' securities accounts.

## Can I choose to receive cash instead of class A shares in Industrivärden?

No.

## What if I have nominee-registered shares?

Nominee-registered shareholdings will be processed in accordance with each nominee's procedures.

## What are the requirements for participating in and voting at the Handelsbanken EGM on 21 October 2021 that will resolve on the distribution of class A shares in Industrivärden?

Shareholders wishing to participate in the EGM through postal voting must both be entered in the register of shareholders prepared by Euroclear Sweden AB concerning the circumstances on Wednesday, 13 October 2021, and have given notice of attendance by submitting their postal vote, so that the postal vote is received by the bank through Computershare AB no later than Wednesday, 20 October 2021. Please note that the notification to the EGM can only be done by postal voting.

## How is the postal vote carried out?

A special form must be used for the postal vote. The form for postal voting is available on the Bank's website, [www.handelsbanken.com](http://www.handelsbanken.com) and it can also be sent by mail to shareholders who so request by telephone, +46 771 24 64 00. Submission of the postal voting form in accordance with the details below will be considered as notice of attendance. Completed and signed forms for postal voting are to be sent by post to Computershare AB, Handelsbanken's Extraordinary General Meeting, Box 5267, SE-102 46 Stockholm, Sweden, and must be received by Computershare AB by Wednesday, 20 October 2021 at the latest. Completed forms may also be submitted electronically. Electronic submission can take place by verification through BankID in accordance with instructions at the Bank's website, [www.handelsbanken.com](http://www.handelsbanken.com), or by sending the completed postal voting form by e-mail to [info@computershare.se](mailto:info@computershare.se), together with a power of attorney and/or other documentation of authority.

## Once the resolution has been passed, as a shareholder, do I need to do anything to receive class A shares in Industrivärden?

Once the resolution of the Industrivärden Distribution has been passed at the Handelsbanken EGM on 21 October 2021, you as a shareholder are not required to take any action in order to receive the distribution of class A shares in Industrivärden. For shareholders who are not resident for tax purposes in Sweden, please refer to the section "Tax considerations in Sweden" for information about withholding tax.

## What day will be the record date to receive the distribution of class A shares in Industrivärden?

The proposed record date for the right to receive class A shares in the Industrivärden Distribution is 25 October 2021.

<sup>5</sup> On 20 September 2021, the closing price of Industrivärden's class A share on Nasdaq Stockholm was SEK 287.20.

### Which day is the last day to buy Handelsbanken shares in order to receive class A shares in Industrivärden?

The last day to buy Handelsbanken shares including the right to receive the Industrivärden Distribution is expected to be 21 October 2021.

### How and when will the Handelsbanken share price be affected?

Theoretically, the price of the Handelsbanken share should decrease by the value of the Industrivärden Distribution, which is approximately SEK 4.42 per share<sup>6</sup>. This change in the share price should occur on 22 October 2021, which is one trading day prior to the record date for the Industrivärden Distribution.

### What will happen to my shareholding in Handelsbanken?

Your shareholding in Handelsbanken will not be affected by the Industrivärden Distribution.

### Do I have to pay tax when I receive Industrivärden class A shares?

Dividend in means other than cash (i.e. dividend-in-kind), for example shares, is taxable. The payer does not make any tax deduction; instead, the payer will only submit information regarding the value of the dividend to the Swedish Tax Agency. This means that you will have to pay tax for the class A shares in Industrivärden that you receive, and that you are responsible for ensuring that the tax is accounted for and paid. Further information about the tax consequences for you as a shareholder can be found under the "Tax considerations in Sweden" section.

<sup>6</sup>On 20 September 2021, the closing price of Industrivärden's class A share on Nasdaq Stockholm was SEK 287.20.

### What will the acquisition cost be for my received class A shares in Industrivärden, and where can I find the information?

The acquisition cost for the class A shares in Industrivärden received through the distribution is determined on the basis of the general advice that the Swedish Tax Agency will announce. Information about the acquisition cost for the class A shares in Industrivärden that you receive will be published on Handelsbanken's website [www.handelsbanken.com](http://www.handelsbanken.com) and on the Swedish Tax Agency's website, [www.skatteverket.se](http://www.skatteverket.se).

### What do the US transfer restrictions mean?

The class A shares in Industrivärden that Handelsbanken's shareholders receive through the distribution have not been and will not be registered under the US Securities Act and accordingly may not be offered or sold within the United States except pursuant to certain transactions exempt from the registration requirements of the US Securities Act (which are described under the section "US Transfer Restrictions").

*Please note that US transfer restrictions allow for the sale and transfer on Nasdaq Stockholm of the class A shares in Industrivärden that Handelsbanken's shareholders receive through the distribution.*

### Where can I find further information about Handelsbanken's distribution of class A shares in Industrivärden?

Please refer to the press release dated 21 September 2021 and the notice of the Handelsbanken EGM on 21 October 2021, which includes the Handelsbanken Board's proposal for the distribution of class A shares in Industrivärden. These documents are available on Handelsbanken's website [www.handelsbanken.com](http://www.handelsbanken.com).



