

## Press release

Stockholm, 22 September 2021

### **Shareholders of Svenska Handelsbanken AB (publ) are hereby given notice of the Extraordinary General Meeting on Thursday, 21 October 2021**

Due to the continued uncertain situation concerning the spread of the virus that causes covid-19, the Board of Directors of the Bank has decided that the Extraordinary General Meeting should be conducted without the physical presence of shareholders, representatives or third parties and that the shareholders before the meeting should be able to exercise their voting rights only by post.

#### **Conditions for participation**

Shareholders wishing to participate in the general meeting 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 voting in accordance with instructions under the heading Postal voting below so that the postal vote is received by the bank through Computershare AB not later than Wednesday, 20 October 2021. Please note that the notification to the Extraordinary General Meeting can only be made by postal voting.

#### **Nominee-registered shares**

To be able to participate in the general meeting, 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 register of shareholders prepared by Euroclear (so called voting right registration). Shareholders must notify the nominee of this well in advance. Any voting right registration which has been requested by the shareholder in such time that the nominee has been able to perform voting right registration by Friday, 15 October 2021 at the latest will be observed in the production of the register of shareholders.

#### **Postal voting**

Shareholders may exercise their voting rights only by postal voting in accordance with Section 22 of the Act (2020:198) on temporary exceptions to facilitate the execution of general meetings in companies and other associations. 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 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 below will be considered as notice of attendance. Completed and signed forms for postal

voting shall be sent by mail to Computershare AB, Handelsbanken's Extraordinary General Meeting, Box 5267, SE-102 46 Stockholm, Sweden and must be received by Computershare AB on Wednesday, 20 October 2021 at the latest. A completed form may also be submitted electronically 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. Shareholders may not provide special instructions or conditions to the postal vote. If so, the entire postal vote is invalid. Further instructions and conditions can be found in the postal voting form.

### **Powers of attorney**

Shareholders submitting their postal votes by proxy must attach a power of attorney to the form. Shareholders which are legal persons shall attach a registration certificate or other authorization document to the form. Power of attorney forms may be obtained from the Bank at request and are also available at the Bank's website, [www.handelsbanken.com](http://www.handelsbanken.com).

### **Shareholders' right to receive information**

The Board of Directors and the Group Chief Executive shall, if any shareholder so requests and the Board of Directors believes that it can be done without material harm to the company and without significant inconvenience to any individual, provide information in respect of any circumstances which may affect the assessment of a matter on the agenda or the Bank's relationship with other companies within the Group. A request for such information shall be made in writing to the Bank at the address of Handelsbanken, Group Legal, SE-106 70 Stockholm, Sweden or by e-mail at [bolagsstamma@handelsbanken.se](mailto:bolagsstamma@handelsbanken.se), and shall have been received by the Bank on Monday, 11 October 2021 at the latest. The information will be made available at Handelsbanken, Kungsträdgårdsgatan 2, Stockholm and at the Bank's website [www.handelsbanken.com](http://www.handelsbanken.com) not later than Saturday, 16 October 2021. The information is also sent to the shareholders who requested it and stated their address.

### **Items on the agenda**

1. Opening of the meeting
2. Election of the chairman of the meeting
3. Election of two persons to check and countersign the minutes
4. Establishment and approval of voting list
5. Approval of the agenda
6. Determining whether the meeting has been duly convened
7. The Board of Directors' proposal for:
  - a. resolution on approval of acquisition of shares in AB Industrivärden from Svenska Handelsbankens Pensionsstiftelse, and
  - b. resolution on the distribution of class A shares in AB Industrivärden to the shareholders in Handelsbanken
8. Closing of the meeting

### **Item 2 Election of chairman of the meeting**

L E Lundbergföretagen AB proposes that attorney Patrik Marcelius be chairman of the meeting, or in his absence, attorney Eva Hägg.

### **Item 3 Election of two persons to check and countersign the minutes**

L E Lundbergföretagen AB proposes Maria Sjöstedt (Stiftelsen Oktogonen) and Karl Åberg (AB Industrivärden) to check and countersign the minutes together with the chairman of the meeting. In the event of absence of one or both of them, LE Lundbergföretagen AB proposes

firstly Jan-Erik Höög (Stiftelsen Oktagonen) and secondly Jennie Knutsson (AB Industrivärden) to check and countersign the minutes together with the chairman of the meeting. The assignment to check and countersign the minutes also include checking the voting list and that the received postal votes are correctly stated in the minutes of the meeting.

#### **Item 4 Preparation and approval of voting list**

The voting list proposed to be approved is the voting list prepared by Computershare AB on behalf of the Bank, based on the register of shareholders for the Extraordinary General Meeting and received postal votes, controlled and checked by the persons assigned to check the minutes.

#### **Item 7 The Board of Directors' proposal for distribution of shares in AB Industrivärden and approval of acquisition of shares in AB Industrivärden from Svenska Handelsbankens Pensionsstiftelse**

##### ***Background and reasons for the proposals***

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 Extraordinary General Meeting resolve on an extra dividend of shares in AB Industrivärden ("**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. 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 percent to approximately 19.4 percent. 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 Svenska Handelsbankens Pensionsstiftelse (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 therefore to reduce the portion of shares in the overall pension management for defined benefit occupational pensions in order to reduce volatility in the pension 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, on the terms set out below, 30,461,977 class A shares in Industrivärden from the Pension Foundation in connection with the Extraordinary General Meeting.

The acquisition presupposes that the Extraordinary General Meeting resolve in accordance with the Board of Directors' proposal according to this item 7.

Against the above background, the Board of Directors has, in accordance with what is specified below, decided to propose that the Extraordinary General Meeting resolve on a) approving that Handelsbanken acquires a total of 30,461,977 class A shares in Industrivärden

from the Pension Foundation and b) distribution of the thus acquired class A shares in Industrivärden to the shareholders in Handelsbanken.

***The Board of Directors' proposal***

***7 a) Resolution on approval of acquisition of shares in AB Industrivärden from Svenska Handelsbankens Pensionsstiftelse***

Pursuant to Chapter 16 a of the Swedish Companies Act, certain transactions between Handelsbanken and its related parties must be submitted to the general meeting for approval. The Pension Foundation is a related party to Handelsbanken in accordance with the provisions of the Swedish Companies Act and the Swedish Annual Reports Act. The proposed acquisition of shares in Industrivärden is of such a size and nature that it is subject to approval by the general meeting of Handelsbanken. The Board of Directors therefore proposes that the Extraordinary General Meeting resolve to approve that Handelsbanken acquires shares in Industrivärden as set out below and gives the following statement pursuant to Chapter 16 a, Section 7 of the Swedish Companies Act.

***Description of the Pension Foundation and the transaction***

Handelsbanken's management of defined benefit pensions is secured by the Pension Foundation and by Pensionskassan SHB Tjänstepensionsförening. The Pension Foundation – which was founded by Handelsbanken – has the sole purpose of securing the Bank's commitments on defined benefit pensions to employees and former employees of Handelsbanken. Under the current rules, net pension is consolidated in the pension management of the Handelsbanken Group, which thus affects the stability of the Bank's capital situation.

A pension foundation has neither owners nor members and no general meeting. Instead, the board of directors of the Pension Foundation is responsible for the foundation's operations. According to law, the Pension Foundation may not commit to pensions and has thus no pension liability to employees and former employees of the Handelsbanken Group. Instead, Handelsbanken is responsible for the pension commitments made and for making the correct provisions relating to its pension liabilities in its balance sheet. Payments from the Pension Foundation are made primarily through reimbursement (compensation) to Handelsbanken for the Group's pension expenses. Only in exceptional circumstances, such as in the event of Handelsbanken becoming insolvent, employees and former employees may take part of the foundation's assets.

The assets that are managed to secure the defined benefit pensions exceed the total pension commitments. The defined benefit pension system is closed to new employees, and has been replaced with defined contribution pension. The risk in the management of the pension assets allocated for defined benefit pension commitments can be further decreased by reducing the portion of shares. The proposed divestment of the Pension Foundation's shares in Industrivärden to Handelsbanken in accordance with this item 7 is part of this strategy. Handelsbanken's pension commitments – benefits and payments – towards employees and former employees are not affected as a result of the proposed transaction.

The Pension Foundation holds a total of 30,863,846 class A shares in Industrivärden. Provided that the general meeting resolves in accordance with the Board of Directors' proposal under items 7 a) and 7 b), Handelsbanken and the Pension Foundation intend to enter into an agreement on 21 October 2021 on the transfer of a total of 30,461,977 class A shares in Industrivärden from the Pension Foundation to Handelsbanken. The total number of shares thus acquired has been determined so that in the event of a dividend in accordance with the Board of Directors' proposal under item 7 b) below, a holding of 65 shares in Handelsbanken entitles the shareholder to receive one class A share in Industrivärden.

The purchase price shall correspond to the market value of the shares at the time of the transaction and shall be determined based on the closing price for the Industrivärden class A share on Nasdaq Stockholm on 21 October 2021. If the difference between the opening price and the closing price for the Industrivärden class A share on Nasdaq Stockholm on 21 October 2021 would exceed 3 percent, the purchase price shall, however, instead be determined based on the volume-weighted average price paid for the Industrivärden class A share on Nasdaq Stockholm on 21 October 2021.

Based on the closing price for the Industrivärden class A share on Nasdaq Stockholm on 20 September 2021, the purchase price for the total of 30,461,977 class A shares in Industrivärden, which Handelsbanken intends to acquire, would amount to approximately SEK 8,748.7 million. The market value, on which the final purchase price is based, may however fluctuate during the period up to the transaction date on 21 October 2021 (due to changes in the listed value of the Industrivärden class A share on Nasdaq Stockholm). The purchase price for the shares shall be paid in cash on the settlement date, which is estimated to be on 22 October 2021.

#### *Proposal for resolution*

The Board of Directors proposes that the Extraordinary General Meeting approve that Handelsbanken enters into an agreement on the acquisition of a total of 30,461,977 class A shares in Industrivärden from the Pension Foundation on the terms set out above.

#### ***7 b) Resolution on the distribution of class A shares in AB Industrivärden to the shareholders in Handelsbanken***

As stated above, Handelsbanken and the Pension Foundation intend, provided that the general meeting resolves in accordance with the Board of Directors' proposal under items 7 a) and 7 b), to enter into an agreement on the transfer of a total of 30,461,977 class A shares in Industrivärden from the Pension Foundation to Handelsbanken on 21 October 2021.

The Board of Directors proposes that the Extraordinary General Meeting resolve on a dividend of these 30,461,977 class A shares in Industrivärden to the shareholders in Handelsbanken in proportion to the number of shares they own in Handelsbanken at the record date, whereby each 65<sup>th</sup> share in Handelsbanken (irrespective of share class) would entitle the shareholder to receive one class A share in Industrivärden. The proposed dividend of class A shares in Industrivärden amounts, based on the closing price for the Industrivärden class A share on Nasdaq Stockholm on 20 September 2021, to approximately SEK 8,748.7 million, which corresponds to an extra dividend-in-kind of approximately SEK 4.42 per share in Handelsbanken.

Fractions of shares that are a result of shareholders' holdings not entitling to a whole number of class A shares in Industrivärden will be sold through the agency of Handelsbanken. The proceeds from sold fractions will be allocated between the shareholders who would have been entitled to receive the fractions.

The proposed record date for the distribution of class A shares in Industrivärden is 25 October 2021. The last trading day in the Handelsbanken share, including the right to receive distribution of class A shares in Industrivärden, will thus fall on 21 October 2021 and the first trading day in the Handelsbanken share, excluding the right to receive distribution of class A shares in Industrivärden, will fall on 22 October 2021. If the Extraordinary General Meeting resolves in accordance with the Board of Directors' proposal, the class A shares in Industrivärden are expected to be available on shareholders' VP accounts on 27 October 2021.

#### *The value of the dividend and Handelsbanken's unrestricted equity*

Pursuant to the balance sheet adopted by the 2021 Annual General Meeting, the Company's amount available for distribution was SEK 133,814 million. The 2021 Annual General

Meeting resolved on a cash dividend of SEK 4.10 per share, corresponding to a total of SEK 8,118 million. The amount available for distribution pursuant to Chapter 17, Section 3, Paragraph 1 of the Swedish Companies Act thus amounts to SEK 125,696 million.

After a dividend of class A shares in Industrivärden as set out above, the amount available for distribution pursuant to Chapter 17, Section 3, Paragraph 1 of the Swedish Companies Act would decrease by SEK 8,748.7 million based on the closing price for the Industrivärden class A share on Nasdaq Stockholm on 20 September 2021. The class A shares in Industrivärden that Handelsbanken intends to acquire from the Pension Foundation will be booked at market value on the transaction date (21 October 2021), which is the basis for determining the purchase price in accordance with the Board of Directors' proposal under item 7 a) above. The value of the class A shares in Industrivärden, and thus the effect of the dividend on the amount available for distribution pursuant to Chapter 17, Section 3, Paragraph 1 of the Swedish Companies Act, may therefore fluctuate during the period up to the transaction date (due to changes in the listed value of the Industrivärden class A share on Nasdaq Stockholm).

*Information on Industrivärden and the Industrivärden class A share*

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

**Conditions**

The resolutions under this item 7 are conditional upon each other.

**Proposals in full, etc.**

The Board of Directors' complete proposals and statement pursuant to Chapter 16 a, Section 7 of the Swedish Companies Act are set out above. An information brochure on the dividend of the class A shares in AB Industrivärden, the Company's annual report and the Auditor's report for the financial year 2020, the reasoned statement by the Board of Directors pursuant to Chapter 18, Section 4 of the Swedish Companies Act, and the statements by the Board of Directors and the Auditor pursuant to Chapter 18, Section 6 of the Swedish Companies Act are made available not later than 30 September 2021 at Handelsbanken, Group Legal, Kungsträdgårdsgatan 2, SE-106 70 Stockholm, Sweden and on the Bank's website, [www.handelsbanken.com](http://www.handelsbanken.com). The documents are presented by being made available at the Company and at the Company's website. They are also sent free of charge to shareholders who request it by telephone, +46 771 24 64 00 and submit their postal address. The register of shareholders for the Extraordinary General Meeting is made available at Handelsbanken, Group Legal, Kungsträdgårdsgatan 2, Stockholm, Sweden.

**Majority requirement**

In order for the resolutions under items 7 a) and 7 b) to be valid, the resolutions must be approved by shareholders representing more than a half of the votes cast. Shares held by the Pension Foundation will not be considered when approving the transaction under item 7 a).

**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 a total of 1,980,028,494 shares and 1,948,302,297.9 votes in the Bank, of which 1,944,777,165 class A shares, 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 own shares.

**Processing of personal data**

For information on how your personal data is processed, please see

<https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>

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Stockholm in September 2021

Svenska Handelsbanken AB (publ)

502007-7862

Registered office: Stockholm

THE BOARD OF DIRECTORS

*This document is a translation of the Swedish original. In the event of discrepancies, the Swedish original shall prevail.*

www.handelsbanken.com