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## **SVENSKA HANDELSBANKEN AB**

### **Proposals from the nomination committee (2022) and a report on its work**

#### ***Proposals from the nomination committee***

The nomination committee has consisted of Ms Helena Stjernholm (Industrivärden), chair, Ms Maria Sjöstedt (Oktogonen Foundation), Mr Mats Guldbrand (Lundberg ownership group), Ms Carina Silberg (Alecta) and the Chairman of the Board Mr Pär Boman. The decision to make the below proposals has been made unanimously.

#### **Election of the chairman of the meeting**

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

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

The nomination committee proposes Ms Maria Sjöstedt (Oktogonen Foundation) and Ms Carina Silberg (Alecta), to check and countersign the minutes together with the chairman of the meeting. In the event of absence of one or both of them, the nomination committee proposes firstly Mr Mats Guldbrand (Lundbergföretagen) and secondly Ms Helena Stjernholm (Industrivärden).

#### **Determining the number of members of the Board to be appointed by the meeting**

The nomination committee proposes that the meeting resolve to appoint ten Board members. In addition, it is noted that employee representatives have been appointed to the Board.

#### **Determining the number of auditors**

The nomination committee proposes that the meeting resolve that two registered auditing companies be appointed as auditors.

#### **Determining fees for Board members and auditors**

Fees are proposed as follows: SEK 3,640,000 (3,500,000) to the Chair, SEK 1,040,000 (1,000,000) to the Deputy Chair, and SEK 745,000 (715,000) to each of the remaining members. For committee work, the following fees are proposed: SEK 140,000 (140,000) to each member of the remuneration committee, SEK 440,000 (425,000) to each member and SEK 495,000 (475,000) to the chair of the credit committee, SEK 440,000 (425,000) to each member and SEK 495,000 (475,000) to the chair of the UK-committee, SEK 440,000 (425,000) to each member and SEK 545,000 (525,000) to the chair of the risk committee, SEK 440,000 (425,000) to each member and SEK 545,000 (525,000) to the chair of the audit committee. Board members who are employees of Handelsbanken are not to receive a fee.

The nomination committee proposes that the meeting resolve on remuneration to be paid to the auditors 'on approved account.'

#### **Election of the Board members and the Chairman of the Board**

The nomination committee proposes re-election of the following members of the Board: Mr Jon Fredrik Baksaas, Ms Stina Bergfors, Mr Hans Biörck, Mr Pär Boman, Ms Kerstin Hessius, Mr Fredrik Lundberg, Mr Ulf Riese, Ms Arja Taaveniku and Ms Carina Åkerström. The nomination committee proposes the election of Ms Hélène Barnekow.

The nomination committee also proposes that Mr Pär Boman be re-elected by the meeting as Chairman of the Board.

For a more detailed presentation of the persons proposed, please see the attached information.

### **Election of auditors**

The nomination committee proposes that the meeting re-elect PricewaterhouseCoopers AB (“PwC”) and Ernst & Young AB as auditors for the period until the end of the annual general meeting to be held in 2023. These two auditing companies have announced that, should they be elected, they will appoint as auditors in charge Mr Johan Rippe (authorised public accountant) for PwC and Ms Åsa Lundvall (authorised public accountant) for Ernst & Young AB.

### ***Mandate of the nomination committee***

The nomination committee proposes that the meeting resolve to establish instructions for the nomination committee’s work and that the forms for the appointment of the nomination committee be adjusted in accordance with the text proposal below (with amendments marked). It is considered more appropriate and transparent to fully link the representation in the nomination committee to Euroclear's list of owners by a certain date. Holdings that do not appear there - e.g. those handled by custodian banks - are not available to the bank in the same way, which complicates the process.

In advance of the annual general meeting, the nomination committee shall evaluate the work of the Board and submit proposals for:

- the Chair of the annual general meeting
- the Chairman and other members of the Board
- fees to the Chairman and other members, and remuneration for committee work
- election of auditors
- fees to auditors

Shareholders may submit proposals to the nomination committee. Such proposals should be received by the nomination committee by 31 December the year before the annual general meeting is held, in order to be given due consideration.

The nomination committee shall have five members. Four of the members (the “Shareholders’ Representatives”) shall represent the Bank’s four largest shareholders/shareholder groups in terms of votes, according to shareholder information from Euroclear Sweden AB as at 31 August the year before the annual general meeting is held, ~~or which by some other means prove to be among the largest shareholders~~ (the “Largest Shareholders”) on this date; and one of the members shall be the Chairman of the Board. However, the nomination committee must not include representatives of companies which are significant competitors of the Bank in any of its main areas of operations.

The general meeting assigns the Chairman of the Board to contact the Largest Shareholders. These will each appoint one representative who, together with the Chairman, are to constitute the nomination committee for the period until a new nomination committee is appointed by mandate from the next annual general meeting. The members of the nomination committee

for the nomination of Board members shall be announced on the Bank's website six months at the latest before the annual general meeting where election is to be conducted.

The members of the nomination committee are to appoint a chairman among themselves. No fees are to be paid.

Should a shareholder which is represented on the nomination committee cease to be one of the Largest Shareholders as a result of changes in the share ownership of the shareholder or other shareholders, then, if the change is significant and the majority of the members of the nomination committee so decides, the shareholder's representative must withdraw from the nomination committee, and the shareholder which has been newly added to the four largest shareholders/shareholder groups in terms of votes is to appoint a representative instead. However, changes in the ownership structure which occur less than three months before an annual general meeting will not lead to any change in the composition of the nomination committee.

If a Shareholders' Representative leaves his/her position with the shareholder, the shareholder is entitled to appoint a new representative for the nomination committee.

If one of the Largest Shareholders no longer wishes to participate in the work of the nomination committee by having a representative on the committee, and the nomination committee considers that there is a need to replace this representative, the shareholder which is next in line among the largest shareholders/shareholder groups in terms of votes is to appoint a representative instead.

Any changes in the composition of the nomination committee must be made public immediately.

This resolution on the procedure for appointing a nomination committee for the annual general meeting in ~~2014~~2023 and subsequent annual general meetings shall apply until it is amended by a future shareholders' meeting.

### ***Report on the work of the nomination committee and explanation***

The nomination committee met on 6 occasions.

It has been stated on the Bank's website under the heading "Annual General Meeting," that shareholders may submit proposals to the nomination committee. In order to be processed with due care, the proposals must have reached the nomination committee by 31 December 2021 at the latest.

### **Assessment of the Board and proposal for composition of the Board**

The nomination committee has studied the assessment of the work of the Board carried out in late 2021 and has interviewed Board members. Based on this, the nomination committee has found that the work of the Board is functioning very well. The nomination committee has also received a report on the Bank's operations from the Bank's management.

In its work, both in terms of its evaluation and the construction of its proposal, the nomination committee has taken into consideration the Board of Handelsbanken's policy for promoting diversity within the Board, and also the requirement of the Swedish Corporate Governance

Code to aim for diversity, breadth and gender balance on the Board. The Board's diversity policy states that to promote independent opinions and critical questioning, it is desirable that the Board should be characterised by sufficient diversity in terms of age, gender, geographical origin, and educational and professional background. In this context, the nomination committee has also discussed succession planning for the Handelsbanken Board. In addition, the nomination committee has studied Handelsbanken's policy regarding suitability assessment of Board members.

### **Proposed new Board member**

Ms H el ene Barnekow (born 1964) holds a degree in Economics/Business Administration and is the CEO of Microsoft Sverige since 2018, a position that H el ene will leave in the spring. She has held a number of executive positions within *i.a.* Telia, EMC and Sony Ericsson. H el ene is a board member in GN Store Nord and Voyado, and has previously been a board member in *i.a.* Creades and Kindred Group.

For a more detailed presentation, please see the attached information.

### **The overall expertise of the Board**

The proposed new Board member will add expertise and experience to the Board which will strengthen it and its level of knowledge as a whole. Overall, the proposed Board has extensive experience of banking and finance, real property, industrial and consumer-oriented operations, digitalization and the capital market. It is proposed that the 2022 annual general meeting elect 10 board members – 5 women and 5 men.

In the opinion of the nomination committee, the composition of the proposed Board, taking into consideration the Bank's operations, stage of development and other circumstances, will be appropriate. The nomination committee has found that the members proposed for election and re-election have the requisite breadth and versatility in terms of expertise, experience, insights and background to understand, examine and evaluate the Bank's operations, including the risks. The proposed members are also deemed to have integrity and independence of mind. All the proposed members have stated that they will be able to devote sufficient time to carrying out their Board assignments.

The Swedish Code of Corporate Governance stipulates that a majority of the Board members must be independent of the Bank and its management, and at least two of these must also be independent of Handelsbanken's major shareholders. The nomination committee's proposal fulfils this requirement. The nomination committee has also considered whether long periods of service by Board members who are independent under the Swedish Corporate Governance Code could affect the independence of these members. The nomination committee's assessment is that this is not the case. The members' independence under the Swedish Corporate Governance Code is set out in the presentation below.

### **Fees to Board members**

Against the background of the amount of work and the liability of the board members, the nomination committee considers it is motivated to increase the fees for board membership as well as the fees for committee work. In order to be able to attract and retain competent individuals in the Board of the Bank fees should be market-based and proportionate to the liability and the work required of a member of the Board.

**Election of auditors**

Handelsbanken's Board has resolved to assign to the nomination committee the task of making proposals to the annual general meeting regarding the election of auditors and fees for the auditors. Handelsbanken's audit committee has recommended that two auditing companies be appointed as auditors for Handelsbanken and that the mandate period be one year. The audit committee has also recommended the re-election of PricewaterhouseCoopers AB and Ernst & Young AB. The recommendation from the audit committee is made without the committee being subject to influence from a third party or by mandatory conditions which limit the annual general meeting's freedom of choice. The audit committee's recommendation is based on reasons reported to the nomination committee. The nomination committee has decided to follow the recommendation of the audit committee.

## ***Proposed members of the Board***

### **Pär Boman, Chairman**

Engineering and Business/Economics degree

Nationality: Swedish

Born in 1961

Member since 2006

### **Position and other assignments**

Chairman of Svenska Cellulosa AB SCA and Essity AB

Vice Chairman of AB Industrivärden

Board member Skanska AB

### **Background**

2006-2015 President and Group Chief Executive, Handelsbanken

### **Own holdings of shares and financial instruments, and those of closely associated persons**

115,000 shares and 30,028 shares indirectly via the Oktagonen profit-sharing foundation

Independent of the Bank and its management

Not independent of major shareholders (Vice Chairman of AB Industrivärden)

### **Fredrik Lundberg, Vice Chairman**

Graduate Engineer and Graduate in Economics/Business Administration

Honorary Doctor of Economics and Honorary Doctor of Engineering

Nationality: Swedish

Year of birth: 1951

Member since 2002

### **Position and other assignments**

President and CEO of L E Lundbergföretagen AB

Chairman of Holmen AB, Hufvudstaden AB and AB Industrivärden,

Board member of L E Lundbergföretagen AB and Skanska AB

### **Background**

Active at Lundbergs since 1977

CEO L E Lundbergföretagen AB since 1981

### **Own holdings of shares and financial instruments, and those of closely associated persons**

77,275,000 shares

Independent of the Bank and its management

Not independent of major shareholders (Chairman of AB Industrivärden)

**Jon Fredrik Baksaas**

Graduate in Economics/Business Administration and PED from IMD

Nationality: Norwegian

Year of birth: 1954

Member since 2003

**Position and other assignments**

Chairman of Statnett SF and DNV

Board member, Telefonaktiebolaget LM Ericsson

**Background**

2008-2016 Board member GSM Association, Chairman 2013-2016

2002-2015 Telenor Group, President and Group Chief Executive

1989-2002 Telenor Group, various positions within finance, financial control and management

1988-1989 Aker AS

1985-1988 Stolt Nielsen Seaway AS

1979-1985 Det Norske Veritas, Norway and Japan

**Own holdings of shares and financial instruments, and those of closely associated persons**

3,800 shares

Independent of the Bank, its management and major shareholders

**Stina Bergfors**

Graduate in Economics/administration

Honorary doctor of philosophy

Nationality: Swedish

Born 1972

Member since 2021

**Position and other assignments**

Board member of H&M Hennes & Mauritz, Budbee and Tele2

**Background**

2013 - 2018 co-founder and CEO and other roles, United Screens

2008 – 2013 Country director, Google and Youtube

2004 – 2007 CEO and other roles, Carat

2000 – 2004 Director and other roles OMD Worldwide

1999- 1999 Account Manager, TV3 Sweden, Modern Times Group

**Own holdings of shares and financial instruments, and those of closely associated persons**

0 shares

Independent of the Bank and its management and major shareholders

**Hélène Barnekow**

Graduate in Economics/Business Administration

Nationality: Swedish

Born 1964

Proposed new member

**Position and other assignments**

Resigning CEO of Microsoft Sverige

Board member of GN Store Nord and Voyado

**Background**

2018 – CEO Microsoft Sverige

2014 – 2018 CEO and other management positions Telia Sverige

2009 – 2014 Marketing manager positions in EMC Corporation (UK and USA)

2001 – 2009 Marketing manager positions etc. in Sony Ericsson Mobile Communications (USA, UK, Sweden)

1999 – 2001 Head of marketing in Novo Nordisk (Denmark)

1995 – 1999 Management positions in Ericsson

1993 – 1995 Head of marketing in Microsoft Corporation (Malta)

1991 – 1993 Project leader/consultant Dagligvaruleverantörers förbund, DLF

**Own holdings of shares and financial instruments, and those of closely associated persons**

0 shares

Independent of the Bank and its management and major shareholders

**Hans Börck**

Graduate in Economics/Business Administration

Nationality: Swedish

Born 1951

Member since 2018

**Position and other assignments**

Chairman, Skanska AB and Trelleborg AB

**Background**

2001-2011 Skanska, Deputy CEO and CFO

1998-2001 Autoliv, CFO

1997-1998 Own business

1977-1997 Various positions within Esselte

**Own holdings of shares and financial instruments, and those of closely associated persons**

5,000 shares

Independent of the Bank, its management and major shareholders



**Kerstin Hessius**

Graduate in Economics/Business Administration

Nationality: Swedish

Born in 1958

Member since 2016

**Position and other assignments**

CEO AP3 Third National Swedish Pension Fund

Board member of Vasakronan AB, Hemsö Fastighets AB and Trenum AB.

**Background**

2001-2004 Stockholm stock exchange, CEO

1999-2000, Sveriges Riksbank, Deputy Governor of the central bank

1998 Danske Bank, CEO Asset Management

1990-1997 ABN Amro Bank / Alfred Berg

1989-1990 Finanstidningen

1986-1989 Swedish National Debt Office

1985-1986 Sveriges Riksbank

1984-1985 Swedish Agency for Public Management

**Own holdings of shares and financial instruments, and those of closely associated persons**

8,700 shares

Independent of the Bank, its management and major shareholders

**Ulf Riese**

Graduate in Economics/Business Administration

Nationality: Swedish

Year of birth: 1959

Member since 2020

**Position and other assignments**

No other positions or assignments

**Background**

Various positions at Handelsbanken

2016 – 2018 Senior advisor

2007 – 2016 CFO Handelsbanken

2004 – 2007 Head of Handelsbanken Asset Management

2004 - 2018 Executive Vice President, Handelsbanken

Employed by Handelsbanken since 1983

**Own holdings of shares and financial instruments, and those of closely associated persons**

180,000 shares

Independent of the Bank, its management and major shareholders

**Arja Taaveniku**

Economist

Nationality: Swedish

Born 1968

Member since 2020

**Position and other assignments**

Chairman, Svenska Handelsfastigheter AB

Member of the board, Nobia AB, Mekonomen AB and Dunelm Plc

**Background**

2015 – 2019 Chief Offer and Supply Chain Officer, Kingfisher plc, Chief Executive of subsidiary of Kingfisher plc

2012 – 2015 President and Group Chief Executive, Ikano Group

2005 – 2012 Global Business Area Director, IKEA Group

1989 – 2005 Various positions within the IKEA Group

**Own holdings of shares and financial instruments, and those of closely associated persons**

0 shares

Independent of the Bank, its management and major shareholders

**Carina Åkerström**

Bachelor of Laws

Nationality: Swedish

Born 1962

Member since 2019

**Position and other assignments**

President and Group Chief Executive of Svenska Handelsbanken AB

Chairman Swedish Bankers' Association

**Background**

Various positions at Handelsbanken

2016 – 2019 Deputy Group Chief Executive of Handelsbanken

2010 – 2019 Head of Regional Bank Stockholm

2008 – 2010 Head of regional bank Eastern Sweden

2008 - 2019 Executive Vice President, Handelsbanken

Employed by Handelsbanken since 1986

**Own holdings of shares and financial instruments, and those of closely associated persons**

28,000 shares and 34,510 shares indirectly via the Oktogonen profit-sharing foundation

Not independent of the Bank and its management (employee)

Independent of major shareholders