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SVENSKA HANDELSBANKEN AB (publ)

The proposals of the Board for the 2023 annual general meeting (AGM)

Item 9. Resolution on the allocation of the Bank's profits in accordance with the adopted balance sheet and also concerning the record day

The Board proposes a dividend of SEK 8.00 per share, of which SEK 5.50 relate to ordinary dividend, and that the remaining profits be carried forward to next year. In addition, the Board proposes that Friday, 24 March 2023 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, 29 March 2023.

With reference to Chapter 18, Section 4 of the Swedish Companies Act, the following statement from the Board is noted:

In the Board's assessment, the amount of the proposed dividend, totalling SEK 15,840 million, is justifiable, taking into account the nature of operations, their scope, consolidation requirement, risk, liquidity, and the general situation in both the parent company and the rest of the Group. Unrealised changes in assets and liabilities at fair value have had a net impact on equity of SEK 28,491 million. The total capitalisation of the parent company and the consolidated situation at year-end, minus the proposed dividend based on completed conversions and other material changes since the year-end, exceeded the statutory minimum requirement pursuant to Regulation (EU) No 575/2013 and Directive 2013/36/EU and other relevant requirements established for the Bank by public authorities.

Item 10. The Board's proposal concerning approval of the Board's report regarding paid and accrued remuneration to executive officers

The Board proposes that the AGM approve the report presented by the Board regarding paid and accrued remuneration to executive officers.

Item 12. The Board's proposal for authorisation for the Board to resolve on acquisition and divestment of shares in the Bank

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, among other things, 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 such acquisitions.

Thus the Board proposes that the meeting shall authorise the Board to resolve on the purchase of Handelsbanken's own class A and/or B shares until the AGM in 2024 on the following conditions:

- The purchases shall be made on Nasdaq Stockholm.
- The Bank may purchase a total of no more than 120,000,000 class A and/or B shares or a higher number which comprises a percentage adjustment for an increase in the number of shares in Handelsbanken due to conversion of convertibles, a stock split or reverse stock split, a new share issue, or a reduction of share capital by means of cancellation or redemption.
- When they are purchased, the shares shall be paid for at a price within the registered price range at any time, or at a price in compliance with Nasdaq Stockholm's rules regarding volume-weighted average prices.
- The aggregated holding of the Bank's own shares, including shares in the trading book, shall not at any time exceed one-tenth of the total number of shares in the Bank.
- Acquisitions may be made within the framework of a repurchase programme in accordance with the Regulation (EU) No 596/2014 of the European Parliament and of the Council, and the Commission Delegated Regulation (EU) 2016/1052.

The Board also proposes that the AGM authorise the Board a) to resolve on divestment of the Bank's own shares, deviating from the shareholders' preferential rights, as payment in connection with an acquisition of a company or business, and b) to resolve on divestment of the Bank's own shares on Nasdaq Stockholm at a price within the registered price range at any time, or in some other way than through Nasdaq Stockholm, in order to finance the acquisition of a company or business, with or without preferential rights for the shareholders, and with or without provisions on payment in kind or through a set-off. In this case, if the divestment deviates from the shareholders' preferential rights, the remuneration for shares sold must correspond to an estimated market value and can be payable in forms other than cash. In other respects, the following terms shall apply:

- The authorisations can be utilised on one or more occasions until the next annual general meeting.
- The authorisation on divestment covers all class A or B shares in Handelsbanken held by the Bank at the time of the Board's resolution.

With reference to Chapter 19, Section 22 of the Swedish Companies Act, the Board has made the following statement: In the Board's assessment, the proposed authorisation on acquisition of the Bank's own shares is justifiable, in view of the requirements made by the operations in terms of their nature, scope, consolidation requirements, risk-taking, liquidity and situation in other respects, in both the parent company and the Group. Unrealised changes in assets and liabilities at fair value have had a net impact on equity of SEK 28,491 million. The total capitalisation of the parent company and the consolidated situation at year-end, minus the proposed dividend based on completed conversions and other material changes since the year-end, exceeded the statutory minimum requirement pursuant to Regulation (EU) No 575/2013 and Directive 2013/36/EU and other relevant requirements established for the Bank by public authorities.

Item 13. 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

The Board proposes that the meeting make the following resolution:

In order to facilitate its securities operations, and until the next AGM, the Bank shall have the right to acquire its own ordinary class A and/or B shares for the Bank's trading book pursuant to Chapter 7, Section 6 of the Swedish Securities Market Act (2007:528), on condition that the Bank's own shares in the trading book at no time exceed two per cent of all shares in the Bank. The shares shall be acquired at the market price applicable at the time of purchase.

Pursuant to the provisions of Chapter 19, Section 22 of the Swedish Companies Act, the Board refers to the statement made under item 12 above.

Item 14. The Board's proposal regarding authorisation for the Board to resolve on issuance of convertible tier 1 capital instruments

Pursuant to prevailing capital adequacy regulations, certain debt instruments can be included as additional tier 1 capital. One requirement to qualify for this is that the instruments must be able to absorb losses, for example if it is mandatory that they be converted to shares if a pre-defined trigger event occurs, e.g. if the Bank's common equity tier 1 ratio falls below a pre-defined minimum level. Thus it is the intention that the instruments – in the event that they are converted – will strengthen the Bank's common equity tier 1 ratio. If debt instruments with this conversion opportunity are issued, the provisions of the Swedish Companies Act regarding issuance of convertibles must be taken into account. Since these convertibles may comprise a fit-for-purpose capital instrument for the Bank, the Board proposes that the meeting authorise the Board to issue such convertibles.

The purpose of the authorisation is to permit a flexible, effective adaptation of Handelsbanken's capital structure. The reasons for being able to issue the convertibles with deviation from the shareholders' preferential rights are that the authorisation would allow the Board to rapidly perform issues of convertible debt instruments, which is considered appropriate in view of the fact that it is intended that these debt instruments will mainly be issued to debt investors on the international capital markets, and it is therefore important to be able to issue them at an appropriate point in time. Moreover, the instruments would only lead to mandatory conversion to shares in certain circumstances, but would not entail the right of conversion for the holders of the instruments themselves.

In light of the above, the Board is proposing that the meeting resolve to authorise the Board to issue convertibles during the period until the AGM in 2024, in accordance with the following conditions:

- The authorisation can be utilised on one or more occasions until the 2024 AGM.
- An issue may be made with or without deviation from shareholders' preferential rights.
- 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.
- It must be possible to convert to class A or class B shares in Handelsbanken.
- 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 as many shares as result from the fact that the amount by

which the share capital can increase if the convertible bonds are fully utilised corresponds to a maximum of ten per cent of the Bank's share capital, this being the equivalent of issuing 198,002,849 new shares, calculated according to the current number of shares issued by the Bank. For convertibles issued under the authorisation, market-based terms for debt instruments which may be included as additional tier 1 capital instruments shall apply.

- The Board proposes that it be authorised to resolve on all other conditions for issue under this authorisation.

The Chief Executive Officer, in consultation with the Chairman of the Board, is authorised to make any minor amendments to the above resolution that may be required in conjunction with the registration of the authorisation.

Item 21. The Board's proposal concerning the appointment of auditors in a foundation with associated management

The Board proposes that the registered public accounting firm Ernst & Young AB be appointed as auditors to the following foundation associated with Svenska Handelsbanken AB:

- The Tora Persson and Harald Björkman Foundation (*Tora Persson och Harald Björkmans stiftelse*)