

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

**Shareholders  
of  
Svenska Handelsbanken AB (publ)  
are hereby given notice to attend the annual general meeting in  
Victorihallen at the Stockholmsmässan exhibition facility,  
Mässvägen 1, Älvsjö, Sweden  
on Wednesday, 20 March 2024 at 09:30 a.m. CET**

Registration starts at 08:15 a.m. CET, with access via the main entrance.

**Conditions for participation in the meeting**

Shareholders wishing to attend the annual general meeting (AGM) must:

be entered in the register of shareholders kept by Euroclear Sweden AB on Tuesday, 12 March 2024,

and give notice of their attendance by Thursday, 14 March 2024 at the latest. Notice is to be sent to the Bank via the Bank's website [handelsbanken.com/bolagsstamma](https://handelsbanken.com/bolagsstamma) (in English at [handelsbanken.com/agm](https://handelsbanken.com/agm)), via email [proxy@computershare.se](mailto:proxy@computershare.se), by telephone on 08 518 01 553 (from outside Sweden +46 (0)8 518 01 553), or by letter to Computershare AB, Handelsbankens årsstämma, Box 5267, 102 46 Stockholm, Sweden.

Shareholders who have appointed **representatives** must:

give notice of attendance to the Bank according to the above instructions and be entered in the register of shareholders kept by Euroclear Sweden AB on Tuesday, 12 March 2024,

and issue a written, dated power of attorney for the representative. Power of attorney forms are available from the Bank's website, [handelsbanken.com/bolagsstamma](https://handelsbanken.com/bolagsstamma) (in English at [handelsbanken.com/agm](https://handelsbanken.com/agm)), and may also be obtained from the Bank by telephone +46 (0)8 518 01 553.

In addition to a power of attorney, representatives of legal entities must also present an original version or a certified copy of the legal entity's registration certificate or similar documentation of authority. These documents must prove the authority of the person who has signed the power of attorney to appoint the representative for the legal entity. Notice of attendance must also be given for the shareholder as described above.

In order to facilitate entry at the meeting, the original version of the power of attorney and other documentation of authority should be sent to the Bank at the address above well in advance of the AGM.

Shareholders or representatives may be accompanied by no more than two advisors. Advisors may only be brought to the AGM if the shareholder submits to the Bank the number of advisors in the same way as stated above for giving notice of the shareholder's attendance.

### **Nominee-registered shares**

To be able to participate in the AGM, 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 kept by Euroclear Sweden AB (“registration of shares for voting rights”). Shareholders must notify the nominee of this in good time. Registrations of shares for voting rights that have been requested by shareholders in such time as to be completed by the nominee no later than Thursday, 14 March 2024 will be respected when the register of shareholders is drawn up. Shareholders must also register for attendance in accordance with the “Conditions for participation in the meeting” section.

### **Personal entrance cards**

Notices of attendance received in time will be confirmed by the delivery of a personal entrance card which must be shown at the entrance to the meeting venue. The entrance cards will be sent digitally to attendees who have registered an email address, and by post to other attendees.

### **Items on the agenda**

1. Opening of the meeting
2. Election of the chair of the meeting
3. Establishment and approval of the list of voters
4. Approval of the agenda
5. Election of two persons to countersign the minutes
6. Determining whether the meeting has been duly convened
7. A presentation of the annual accounts and auditors’ report, as well as the consolidated annual accounts and the auditors’ report for the Group, for 2023. In connection with this:
  - a presentation of the past year’s work by the Board and its committees
  - a speech by the Chief Executive Officer
  - a presentation of audit work
8. Resolutions concerning adoption of the income statement and the balance sheet, as well as the consolidated income statement and consolidated balance sheet
9. Resolution on the allocation of the Bank’s profits in accordance with the adopted balance sheet and also concerning the record day
10. Presentation and approval of the Board’s report regarding paid and accrued remuneration to executive officers
11. Resolution on discharge from liability for the members of the Board and the Chief Executive Officer for the period referred to in the financial reports
12. The Board’s proposal for authorisation for the Board to resolve on acquisition and divestment of shares in the Bank
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
14. The Board’s proposal regarding authorisation for the Board to resolve on issuance of convertible tier 1 capital instruments
15. The Board’s proposal concerning amendments to the articles of association
16. Determining the number of members of the Board to be appointed by the meeting
17. Determining the number of auditors to be appointed by the meeting
18. Determining fees for Board members and auditors
19. Election of the Board members
  - i. Jon Fredrik Baksaas (re-election, proposed by the nomination committee)
  - ii. H el ene Barnekow (re-election, proposed by the nomination committee)
  - iii. Stina Bergfors (re-election, proposed by the nomination committee)

- iv. Hans Björck (re-election, proposed by the nomination committee)
  - v. Pär Boman (re-election, proposed by the nomination committee)
  - vi. Kerstin Hessius (re-election, proposed by the nomination committee)
  - vii. Louise Lindh (new election, proposed by the nomination committee)
  - viii. Fredrik Lundberg (re-election, proposed by the nomination committee)
  - ix. Ulf Riese (re-election, proposed by the nomination committee)
20. Election of the Chairman of the Board
  21. Election of auditors
  22. The Board's proposal on guidelines for remuneration to executive officers
  23. Election of auditor in foundations with associated management
  24. Proposal from a shareholder concerning changes to the Bank's software for checking customers' payments
  25. Closing of the meeting

### **Nomination committee**

The nomination committee has consisted of Ms Helena Stjernholm (Industrivärden), chair, Ms Maria Sjöstedt (Oktogonen Foundation), Mr Claes Boustedt (Lundberg ownership group), Mr Anders Algotsson (AFA Försäkring) and the Chairman of the Board Mr Pär Boman. A presentation of the work of the nomination committee can be found on the Bank's website [handelsbanken.com/bolagsstamma](https://handelsbanken.com/bolagsstamma) (in English at [handelsbanken.com/agm](https://handelsbanken.com/agm)).

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

The nomination committee proposes that Mr Patrik Marcellius be chair of the meeting.

### **Item 9 Dividend and record day**

The Board proposes a dividend of SEK 13.00 per share, of which SEK 6.50 relate to ordinary dividend, and that the remaining profits be carried forward to next year. In addition, the Board proposes that Friday, 22 March 2024 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, 27 March 2024.

### **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 business, such a transaction could be facilitated if its own repurchased shares were available to finance such acquisitions.

The Board proposes that the Board be authorised to, on one or more occasions until the next AGM, resolve on the purchase of Handelsbanken's own class A and/or B shares on Nasdaq Stockholm, on the following main conditions:

- 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 share split or reverse share 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.

The Board also proposes that the Board is authorised to, on one or more occasions until the next AGM, resolve on divestment of the Bank's own shares of class A and/or B, as payment in connection with acquisition of a company or business, or to finance such acquisition, in accordance with the following terms and conditions:

- Divestments may be made on Nasdaq Stockholm at a price per share within the registered price range at any time.
- Divestments may also be made in accordance with the rules in Chapter 19, Sections 35-37 of the Swedish Companies Act, i.e. outside a regulated market.
- No more than the number of class A and/or B shares held by the Bank at the time of the Board's decision may be divested.
- The authorisation includes the right to resolve on deviation from the shareholders' preferential rights and that payment may be made in kind or by set-off, whereby the consideration for divested shares, if the divestment is made without preferential rights for the shareholders, shall correspond to an assessed market value for the shares at the time of the decision on the divestment.

The purpose of the authorisation is to give the Board more flexibility in financing acquisitions of companies or businesses. The reason for deviating from the shareholders' preferential rights shall be to create alternative forms of payment when acquiring companies or businesses.

**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, in order to facilitate its securities operations, and until the next AGM, the Bank shall have the right to acquire its own 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 acquisition.

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

The Board proposes that the meeting resolve to authorise the Board to issue convertible tier 1 capital instruments during the period until the AGM in 2025, in accordance with the following main conditions:

- 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 should 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 10 per cent of the issued shares in Handelsbanken, currently corresponding to 198,002,849 shares. Issuances under this authorisation must be made on market terms.

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.

#### **Item 15 The Board's proposal concerning amendments to the articles of association**

Pursuant to the provisions in Chapter 7, Section 8 of the Swedish Companies Act, a shareholder is entitled to exercise voting rights for all shares that he or she owns or represents, unless otherwise stipulated in the articles of association. For many years, Handelsbanken's articles of association have stipulated such a limitation on voting rights (Section 12, third paragraph). With the aim of modernising and adapting the Bank's articles of association to the Swedish corporate governance model, the Board proposes to remove the limitation on voting rights, meaning that the Swedish Companies Act's main rule of voting rights for all shares owned or represented will instead apply. The proposal also entails an adaptation to the established practices among Swedish listed companies.

The current and proposed wording of Section 12 of the articles of association is presented below.

<b>Current wording</b>	<b>Proposed wording</b>
<p>Section 12 Chairman of shareholders' meetings, voting powers</p> <p>Shareholders' meetings are opened by the Chairman of the Board or by the person that the Board has appointed for this purpose.</p> <p>The chairman of a shareholders' meeting is elected by the shareholders present.</p> <p>No person may speak or vote as representing more votes than ten per cent of the aggregate number of votes accruing to the shares issued by the Bank.</p>	<p>Section 12 Chairman of shareholders' meetings</p> <p>Shareholders' meetings are opened by the Chairman of the Board or by the person that the Board has appointed for this purpose.</p> <p>The chairman of a shareholders' meeting is elected by the shareholders present.</p>

### **Items 16-17 Determining the number of members of the Board and the number of auditors to be appointed by the meeting**

The nomination committee proposes that the meeting resolve that the Board consist of nine (9) members elected by the AGM. In addition, in accordance with the audit committee's recommendation, the nomination committee proposes that the meeting appoint two registered auditing companies as auditors.

It was noted that workers' organisations have appointed employee representatives to the Board: two ordinary members and two deputy members.

### **Item 18 Determining fees for Board members and auditors**

Fees to the chair, deputy chair and remaining members are proposed by the nomination committee as follows: SEK 3,900,000 to the chair, SEK 1,110,000 to the deputy chair, and SEK 795,000 to each of the remaining members. For committee work, the following fees per member are proposed: remuneration committee SEK 140,000 to members and SEK 140,000 to the chair; credit committee SEK 475,000 to members and SEK 540,000 to the chair; UK committee SEK 450,000 to members and SEK 510,000 to the chair; risk committee SEK 475,000 to members and SEK 600,000 to the chair; and audit committee SEK 475,000 to members and SEK 600,000 to the chair. Board members who are employees of Handelsbanken shall not receive a fee.

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

### **Items 19-20 Election of the Board members and the Chairman of the Board**

The nomination committee proposes that the meeting re-elect the following members: Mr Jon Fredrik Baksaas, Ms H el ene Barnekow, Ms Stina Bergfors, Mr Hans Bi rck, Mr P ar Boman, Ms Kerstin Hessius, Mr Fredrik Lundberg and Mr Ulf Riese. The nomination committee proposes the election of Ms Louise Lindh as new Board member. Ms Arja Taaveniku has declined re-election.

The nomination committee also proposes that Mr P ar Boman be re-elected as Chairman of the Board.

More details on the proposed members of the Board may be found in the nomination committee's proposal, which is available on the Bank's website [handelsbanken.com/bolagsstamma](https://handelsbanken.com/bolagsstamma) (in English at [handelsbanken.com/agm](https://handelsbanken.com/agm)).

### **Item 21 Election of auditors**

In accordance with the audit committee's recommendation, the nomination committee proposes that the meeting re-elect PricewaterhouseCoopers AB ("PwC") and Deloitte AB as auditors for the period until the end of the AGM to be held in 2025. Should these two auditing companies be elected, they have informed that they will appoint as auditors in charge Mr Magnus Svensson Henryson (authorised public accountant) for PwC and Ms Malin L uning (authorised public accountant) for Deloitte AB.

**Item 22 The Board’s proposal on guidelines for remuneration to executive officers**

The Board proposes that the meeting adopt guidelines for remuneration to executive officers of Handelsbanken, as follows. The changes proposed in the guidelines entail that the definition and terminology, respectively, of the group of persons covered by the guidelines is adapted to relevant regulations. In addition, it is proposed that the wording that the retirement age should normally be 65 years be deleted and that it be clarified that employment contracts are to apply until further notice or for a fixed term. Otherwise, the proposed guidelines are unchanged in relation to the guidelines adopted by the annual general meeting 2022.

**Guidelines for remuneration to executive officers of Svenska Handelsbanken AB**

These guidelines shall be applied to remuneration to the Chief Executive Officer, Executive Vice President, and other members of the Executive Team (below referred to as “executive officers”). The guidelines shall also apply to any remuneration to members of the Board which is paid in addition to fees for assignment to the Board of the Bank.

The guidelines shall be applied to new agreements, and shall not affect remuneration previously decided for executive officers. The guidelines are not applicable to remuneration that is decided upon by the annual general meeting.

Handelsbanken’s goal is to have higher profitability than the average of peer competitors in its home markets. This goal is mainly to be achieved by more satisfied customers and lower costs than its competitors.

Handelsbanken’s business strategy is presented in the Annual Report. To contribute to the Bank’s goal; remuneration must reflect a long-term view of employment at the Bank, and also be in keeping with the Bank’s generally low risk tolerance.

***Principles for remuneration to employees of Handelsbanken***

Handelsbanken’s principles for remuneration to employees are long-established. In the policy for remuneration in the Handelsbanken Group, the Board has established that the Bank’s remuneration system must be consistent with the Bank’s business objectives and business culture, which are based on sound, sustainable operations.

In addition, the remuneration policy states that fixed remuneration is fit-for-purpose for sound, sustainable operations, and is therefore applied as a basic principle. Variable remuneration is applied with great caution. Remuneration for work performed is set individually for each employee, and is paid in the form of a fixed salary, pension allocation and customary salary benefits (which can take the form of a car allowance, housing associated with the position, disability insurance, household assistance services, etc.). Salaries are based on factors known in advance, such as those set out in the remuneration policy. Taking into account the above approach, an employee’s total remuneration must be on market terms and gender-neutral, enabling Handelsbanken to attract, recruit, retain and develop skilled employees, and ensuring good management succession.

### ***Remuneration to executive officers***

In the preparation of the Board's proposals for these guidelines, Handelsbanken's remuneration policy and the above principles for remuneration to employees have been taken into account; this contributes to the Bank's business strategy, long-term interests and sustainability.

- The aggregated total remuneration shall be on market terms.
- Remuneration is paid in the form of a fixed cash salary, pension provision and customary benefits.
- The executive officers in question are included in the Oktagonen profit-sharing system on the same terms as all employees of the Bank.
- Pension benefits are defined contribution, may correspond to a maximum of 35 per cent of the annual fixed cash salary, and may be payable in addition to pension plans under collective agreements. Other salary benefits may per year in total correspond to a maximum of 35 per cent of the annual fixed salary.
- Employment contracts are to apply until further notice or for a fixed term. The period of notice on the part of an executive officer is six months, and on the part of Handelsbanken a maximum of twelve months. If the Bank terminates the employment contract later than five years after the person becomes one of the Bank's executive officers, the period of notice is a maximum of twenty-four months. No other termination benefits are paid. Other time periods may apply due to collective agreements or labour legislation.

Concerning employment conditions that are subject to non-Swedish regulations: with regard to pension benefits and other benefits, the relevant adjustments may be made to comply with such mandatory regulations or fixed local practice. In doing this, the overall aims of these guidelines shall be fulfilled as far as possible.

### ***Fees to Board members***

Members of the Board who are elected by the general meeting shall in special circumstances be able to be compensated for services provided within their respective area of competence (including assignments to the board of another group company) which do not constitute services to the Board of the Bank. Such duties of service shall be handled in accordance with applicable internal rules and by due consideration of possible conflicts of interest. These services shall be compensated for by market-based remuneration. Information about any remuneration for such services shall be included in the annual report and the remuneration report.

### ***Decision process***

The Board has set up a remuneration committee. The committee's tasks include preparing the Board's proposals concerning guidelines for remuneration to executive officers. When the need for material changes arises – and at least every four years – the Board shall draw up a proposal for new guidelines and present it for a resolution at the annual general meeting. The guidelines shall apply until new guidelines have been adopted by the annual general meeting. The remuneration committee must also monitor and evaluate the application of the guidelines for remuneration for executive officers, as well as the prevailing structures and levels of remuneration at the Bank. All members of the remuneration committee are independent of the Bank and its management. The Chief Executive Officer also attends the committee's meetings, although not when the committee is discussing and deciding upon remuneration-related matters that concern the Chief Executive Officer himself/herself.

***Deviation from the guidelines***

The Board may decide, temporarily, to deviate partly or wholly from the guidelines, if there are particular reasons for this in an individual case, and a deviation is necessary to satisfy the Bank's long-term interests and sustainability, or to ensure the Bank's financial viability. As stated above, preparing the Board's resolutions in matters of remuneration is part of the remuneration committee's tasks, and this includes decisions regarding deviations from the guidelines.

**Item 24 Proposal from a shareholder concerning changes to the Bank's software for checking customers' payments**

The shareholder Mr Carl Axel Bruno has proposed the following:

"I hereby request that Handelsbanken correct the software in its central computers, so that at every payment, the software checks that the payment does not exceed the customer's previous maximum payment by more than 50%.

Before the new system is started, the customers' maximum payment amounts, after a preceding calculation period of two months of not yet established maximum values, can be set at approx. SEK 5,000. If a payment exceeds this maximum value, the payment shall be charged to the customer, but quarantined at the Bank for two working days, as long as the customer does not approve the payment following the Bank's verification by phone."

*Statement from Handelsbanken:* The Bank continuously works to monitor the threat from fraudsters and works intensively to identify and prevent fraud attempts. The Bank's system already provides monitoring with the aim of identifying abnormal payment behavior and stopping abnormal transactions. The Bank strives to be able to offer banking services that meet customers' requirements and wishes for security in a digital world, but does not consider that such a correction or change of software in Handelsbanken's central computer as requested by the shareholder is necessary.

**Proposals in full, etc.**

This notice, the complete proposals of the Board with accompanying statements, the nomination committee's proposals for resolutions with accompanying explanations, and a letter from the shareholder who has submitted the proposal under item 24, as well as a power of attorney form, are available from Handelsbanken, Strategy Office, Kungsträdgårdsgatan 2, SE-106 70 Stockholm, starting from today; they will be sent free of charge to shareholders who request this by telephone on +46 (0)8 518 01 553, by email [proxy@computershare.se](mailto:proxy@computershare.se), or by letter to Computershare AB, Handelsbankens årsstämma, Box 5267, SE-102 46 Stockholm and provide their postal address.

These documents will also be available on the Bank's website [handelsbanken.com/bolagsstamma](https://handelsbanken.com/bolagsstamma) (in English at [handelsbanken.com/agm](https://handelsbanken.com/agm)).

The annual report documents and the audit report, the Board's report regarding paid and accrued remuneration to executive officers pursuant to Chapter 8, Section 53 a of the Swedish Companies Act, as well as the auditor's statement pursuant to Chapter 8, Section 54 of the Swedish Companies Act, will be available at the aforementioned locations no later than Wednesday, 28 February 2024, and will be sent free of charge to shareholders who so request and who submit their postal address.

During the week beginning 4 March 2024, the 2023 Annual Report will be distributed to shareholders who have ordered it. Orders for the Annual Report may be made via the Bank's website, where the Annual Report will also be available.

**Majority requirement**

Approval of the Board's proposals under items 12, 13, 14 and 15 requires approval by shareholders representing at least two-thirds of both the votes cast and of the shares represented at the meeting.

**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.

**Information regarding shareholders' rights to obtain information**

The Board and the Chief Executive Officer shall, if any shareholder so requests and the Board considers that this may be done without damage being incurred by the Bank and without any appreciable inconvenience for any person, provide information at the meeting regarding circumstances that may affect an assessment of an item on the agenda or circumstances that may affect an assessment of the Bank's financial situation.

This duty of disclosure also applies to the Bank's relationship with other companies within the Group and the consolidated annual accounts, as well as to subsidiaries in respect of the circumstances referred to in the preceding paragraph.

**Processing of personal data**

For information regarding how your personal data is processed, please see [euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf](https://euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf) (in English [euroclear.com/dam/eSw/Legal/Privacy-notice-bolagsstammor-engelska.pdf](https://euroclear.com/dam/eSw/Legal/Privacy-notice-bolagsstammor-engelska.pdf)).

Stockholm, February 2024

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502007-7862  
Registered office: Stockholm

THE BOARD

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