

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 at the
Grand Hôtel's Winter Garden, Stallgatan 4, Stockholm,
at 9.30 a.m. on Wednesday, 25 March 2020.

Registration starts at 8.15 a.m.

Notice of attendance, etc.

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

- be entered in the register of shareholders kept by Euroclear Sweden AB on Thursday, 19 March 2020,
- and give notice of their attendance by Thursday, 19 March 2020 at the latest. Notice is to be sent to the Bank online via handelsbanken.com/bolagsstamma, or be given by telephone on +46 8 701 1984, or by letter to Handelsbanken, Group Legal, SE-106 70 Stockholm. It is usually easiest to use the online solution.

Personal data obtained from Euroclear's register of shareholders will be used for the registration and to draw up the voting list for the AGM. For further information regarding the Bank's processing of personal data and data subjects' rights, please see www.handelsbanken.com.

Shareholders who have appointed **representatives** must:

- report this to the Bank according to the above instructions and be entered in the register of shareholders kept by Euroclear on 19 March 2020,
- and issue a written, dated power of attorney for the representative. The original version of the power of attorney must be sent to the Bank at the above address well before the AGM. Power of attorney forms in Swedish are available from the Bank's Swedish website, handelsbanken.com/bolagsstamma, and may also be obtained from the Bank by telephone +46 (0)8 701 1984.

In addition to a power of attorney, representatives of legal entities must also send an authenticated copy of the company'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.

Shareholders or representatives may be accompanied by no more than two advisers. Shareholders' advisers may be brought to the AGM if the shareholder submits to the Bank the

number of advisers 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 Euroclear register of shareholders. Shareholders must notify the nominee of this well before 19 March 2020, when this entry must have been effected. Shareholders must also register for attendance in accordance with the "Notice of attendance, etc." section above.

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 are expected to be posted on 20 March 2020.

Items on the agenda

1. Opening of the meeting
2. Election of the chairman 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 called
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 2019. In connection with this:
 - a presentation of the past year's work by the Board and its committees
 - a speech by the Group Chief Executive
 - 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. Resolution on release from liability for the members of the Board and the Group Chief Executive for the period referred to in the financial reports
11. The Board's proposal for authorisation for the Board to resolve on acquisition and divestment of shares in the Bank
12. 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
13. The Board's proposal regarding authorisation for the Board to resolve on issuance of convertible tier 1 capital instruments
14. Determining the number of members of the Board to be appointed by the meeting
15. Determining the number of auditors to be appointed by the meeting
16. Determining fees for Board members and auditors
17. Election of the Board members
 - i. Jon-Fredrik Baksaas (re-election, proposed by the nomination committee)
 - ii. Hans Biörck (re-election, proposed by the nomination committee)
 - iii. Pär Boman (re-election, proposed by the nomination committee)

- iv. Kerstin Hessius (re-election, proposed by the nomination committee)
 - v. Lise Kaae (re-election, proposed by the nomination committee)
 - vi. Fredrik Lundberg (re-election, proposed by the nomination committee)
 - vii. Ulf Riese (new election, proposed by the nomination committee)
 - viii. Arja Taaveniku (new election, proposed by the nomination committee)
 - ix. Carina Åkerström (re-election, proposed by the nomination committee)
18. Election of the Chairman of the Board
 19. Election of auditors
 20. The Board's proposal concerning guidelines for remuneration to executive officers
 21. The Board's proposal concerning the appointment of auditors in foundations without own management
 22. Proposal from a shareholder concerning an amendment to the Articles of Association
 23. Proposal from a shareholder concerning working to abolish the different levels of voting rights for shares
 24. Proposal from a shareholder concerning representation for small and medium-sized shareholders on the company's Board and nomination committee
 25. Proposal from a shareholder concerning a special examination
 26. Closing of the meeting

Nomination committee

The nomination committee has consisted of Ms Helena Stjernholm (Industrivärden), chair, Mr Christian Dahl (Oktogonen Foundation), Mr Mats Guldbrand (Lundberg ownership group), Mr Bo Selling (Alecta) 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 (in English at handelsbanken.com/agm).

Item 2 Election of chairman of the meeting

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

Item 9 Dividend and record day

The Board proposes a dividend of SEK 5.50 per share, and that the remaining profits be carried forward to next year. In addition, the Board proposes that Friday, 27 March 2020 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, 1 April 2020.

Items 11-12 Acquisition and divestment of the Bank's own shares

The Board proposes that it be authorised, until the next AGM, to resolve on the acquisition of a maximum of 120,000,000 class A and/or B shares via Nasdaq Stockholm AB and divestment – both via Nasdaq Stockholm AB and outside Nasdaq Stockholm AB – of all the Bank's own class A and/or B shares, with the right to deviate from the shareholders' preferential rights. 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 an acquisition. The Board also proposes that the Bank, in order to facilitate its securities operations, shall have the right to acquire its own class A and/or class B shares for the Bank's trading book until the next AGM pursuant to Chapter 7, Section 6 of the Swedish Securities Market Act (2007:528), on condition that its own shares in the trading book at no time exceed two per cent of all shares in the Bank. The aggregated holding of own shares shall not at any time exceed one-tenth of the total number of shares in the Bank.

Item 13 The Board's proposal regarding authorisation for the Board to resolve on issuance of convertible tier 1 capital instruments

In order to allow flexible, effective adaptation of Handelsbanken's capital structure by quickly being able to perform issues of convertible additional tier 1 instruments, the Board is proposing that the AGM resolves to authorise the Board during the period until the AGM in 2021, to resolve on issuance of such convertibles, on the following main conditions:

- An issue may be made with or without deviation from shareholders' preferential rights. The reasons for a deviation from the shareholders' preferential rights are that it must be possible to issue to institutional debt investors on the international capital markets.
- 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.
- 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 number of shares issued in Handelsbanken, currently corresponding to 198,002,849 shares. Issuances under this authorisation must be made on market terms.

Items 14-15 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 annual general meeting. 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 is noted that employee organisations have appointed employee representatives to the Board, two ordinary members and two substitutes.

Item 16 Deciding fees for Board members and auditors

Fees are proposed by the nomination committee as follows: SEK 3,450,000 to the chair, SEK 985,000 to the deputy chair, and SEK 700,000 to each of the remaining members. For committee work, the following fees per member are proposed: credit committee SEK 410,000; remuneration committee SEK 145,000; risk committee SEK 410,000 to members and SEK 460,000 to the chair; and audit committee SEK 410,000 to members and SEK 510,000 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 17-18 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, Mr Hans Biörck, Mr Pär Boman, Ms Kerstin Hessius, Ms Lise Kaae, Mr Fredrik Lundberg and Ms Carina Åkerström. The nomination committee proposes that the meeting elect Mr Ulf Riese and Ms Arja Taaveniku as new members.

Mr Jan-Erik Höög, Mr Ole Johansson, Ms Bente Rathe and Ms Charlotte Skog have declined re-election.

The nomination committee also proposes that Mr Pär 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 (in English at handelsbanken.com/agm).

Item 19 Election of auditors

In accordance with the audit committee's recommendation, the nomination committee proposes that the meeting re-elect Ernst & Young AB and PricewaterhouseCoopers AB ("PwC") as auditors for the period until the end of the AGM to be held in 2021. These two auditing companies have announced that, should they be elected, they will appoint as auditors in charge Mr Jesper Nilsson (authorised public accountant) for Ernst & Young AB and Mr Johan Rippe (authorised public accountant) for PwC.

Item 20 The Board's proposal concerning guidelines for remuneration to executive officers

The Board proposes that the meeting decide on the guidelines for remuneration and other terms of employment for executive officers of Handelsbanken, with the following content.

The guidelines shall be applied to remuneration to the Group Chief Executive, members of executive management, the Deputy Chief Executives, and the Heads of Group Risk Control and Group Compliance (below referred to as "executive officers").

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 banks in its home markets. This goal is mainly to be achieved by the Bank having 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 cash 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, enabling Handelsbanken to attract, 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 Oktogonen profit-sharing system on the same terms as all employees of the Bank.
- The retirement age is normally 65. 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 benefits may per year in total correspond to a maximum of 35 per cent of the annual fixed cash salary.
- 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.

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 Group Chief Executive also attends the committee's meetings, although not when the committee is discussing and deciding upon remuneration-related matters that concern the Group Chief Executive 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 22 Proposal from a shareholder concerning an amendment to the Articles of Association

A shareholder has proposed that the meeting resolve on an amendment to the Articles of Association, as follows:

“that section 4, second and third paragraphs, and section 5 of the Articles of Association shall be removed, with the attendant consequences for the remaining numbering of sections”; and
 “that a new third paragraph shall be inserted into section 4, with the following content:
 All shares carry the same rights.”

Item 23 Proposal from a shareholder concerning working to abolish the different levels of voting rights for shares

A shareholder has proposed that the meeting resolve to assign the Board the task “of working to abolish the possibility of having different levels of voting rights for shares in the Swedish Companies Act, primarily through an approach to the Government.”

Item 24 Proposal from a shareholder concerning representation for small and medium-sized shareholders on the company's Board and nomination committee

A shareholder has proposed “that the meeting resolve to assign the Board the task of having a proposal drawn up for representation for small and medium shareholders on both the company's Board and the nomination committee, to be submitted for a resolution at the 2021 annual general meeting (or any extraordinary general meeting which takes place before this). The assignment shall also include working to ensure that an equivalent amendment is made in the national regulations, primarily through an approach to the Government”.

Item 25 Proposal from a shareholder concerning a special examination

A shareholder has requested that the meeting resolve on a special examination, with the following themes.

- “1. The decision to introduce negative interest rates quietly, through the back door, by charging a fee for the Allkonto account.
2. A review of the Bank’s code of ethical standards – a review that should result in new regulations in these areas.”

Proposals in full, etc.

This notice, the complete proposals of the Board with accompanying comments, and the nomination committee’s proposals for resolutions with accompanying explanations, are available at Handelsbanken, Group Legal, Kungsträdgårdsgatan 2, SE-106 70 Stockholm, starting from today; they will be sent free of charge to shareholders who request this and provide their postal address. These documents are also available on the Bank’s website, handelsbanken.com/bolagsstamma (in English at handelsbanken.com/agm). The annual report documents and the audit report are available at the aforementioned locations from 14 February 2020 inclusive, and are sent free of charge to shareholders who so request and who submit their postal address.

During the week beginning 2 March 2020, the 2019 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 11, 12 and 13 requires assent by shareholders representing at least two-thirds of both the votes cast and of the shares represented at the meeting. The resolution in accordance with the shareholder proposal under item 22 requires assent by all shareholders represented at the meeting and that those shareholders represent at least nine-tenths of all shares in the Bank or assent by shareholders representing at least two-thirds of both the votes cast and of the shares represented at the meeting, and that holders of all class A shares and at least nine-tenths of the class A shares represented at the meeting consent to the amendment.

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 1,944,777,165 class A shares in the Bank, 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 its own shares.

Information on the shareholder’s right to request information

The Board and the Group Chief Executive 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.

Stockholm, February 2020

Svenska Handelsbanken AB (publ)
Corporate identity no.: 502007-7862
Registered office: Stockholm

BOARD OF DIRECTORS

English-speaking shareholders

This notice to attend the 2020 Annual General Meeting of Svenska Handelsbanken AB (publ), to be held on Wednesday, 25 March, at 09.30 a.m. at Grand Hôtel's Winter Garden, Stallgatan 4, Stockholm, can also be obtained in English at [handelsbanken.com/agm](https://www.handelsbanken.com/agm).

www.handelsbanken.com