

Shareholders of
Svenska Handelsbanken AB (publ)
are hereby given notice to attend the Annual General Meeting at the Grand
Hôtel's Winter Garden, Royal entrance, Stallgatan 4, Stockholm,
at 10 a.m. on Wednesday, 26 March 2014.

Notice of attendance, etc.

Shareholders wishing to attend the meeting must:

be entered in the register of shareholders kept by Euroclear Sweden AB on Thursday, 20 March 2014,

and give notice of their attendance by Thursday, 20 March 2014 at the latest. Notice is to be sent by letter to Handelsbanken, Corporate Governance, SE-106 70 Stockholm, or be given by telephone on +46 8 701 19 84, or online at handelsbanken.se/ireng. Usually it is 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 annual general meeting (AGM).

Shareholders who have appointed representatives must issue a written, dated power of attorney for the representative. The maximum period of validity for the power of attorney is five years from the date of issue. Power of attorney forms in Swedish may be obtained from the Bank by telephone +46 8 701 19 84, and are also available from the Bank's website. The original version of the power of attorney must be sent to the Bank at the above address well before the AGM. Representatives of legal entities must also send an authenticated copy of the company's registration certificate or similar documentation of authority. Note that shareholders who have appointed a representative must also give notice of attendance to the Bank in accordance with the above instructions, and be registered in the Euroclear register of shareholders on 20 March 2014.

Shareholders or representatives may be accompanied by no more than two advisers. Shareholders are only permitted to bring advisers 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 20 March 2014, when this entry must have been affected. 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 will be posted on or around 21 March 2014.

Items

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 2013. 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, and any questions from shareholders to the Board and management of the Bank
 - a presentation of audit work during 2013
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. Authorisation for the Board to resolve on acquisition and divestment of shares in the Bank
12. 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 to issue convertible bonds to employees
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. Deciding fees for Board members and auditors, and decision on indemnity undertaking for Board members
17. Election of the Board members and the Chairman of the Board
18. Election of auditors
19. The Board's proposal concerning guidelines for compensation to senior management
20. The Board's proposal concerning the appointment of auditors in foundations without own management
21. Shareholder's proposal that the annual general meeting shall adopt a certain policy
22. Shareholder's proposal regarding a decision to take the initiative to establish an integration institute
23. Closing of the meeting

Nomination committee

The nomination committee has consisted of Mr Anders Nyberg (Industrivärden), chairman, Mr Jan-Erik Höög (Oktogonen Foundation), Mr Mats Guldbrand (Lundberg ownership group), Mr Bo Selling (Alecta), and Mr Anders Nyrén, Chairman of the Board of Handelsbanken. A

presentation of the work of the nomination committee can be found on the Bank's website, handelsbanken.se/ireng.

Item 2. Proposal for resolution regarding the election of a chairman of the meeting

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

Item 9. Dividend and record day

The Board proposes a dividend of SEK 16.50 per share, including an ordinary dividend of SEK 11.50 per share, and that Monday, 31 March 2014 be the record day for the receiving of dividends. If the meeting resolves in accordance with the proposal, Euroclear expects to distribute the dividend on Thursday, 3 April 2014.

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

The Board proposes that it be authorised, during the period until the AGM in 2015, to resolve on the acquisition of a maximum of 40 million Class A and/or B shares and divestment – both via NASDAQ OMX Stockholm AB and outside NASDAQ OMX 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 inter alia 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 during the period until the AGM in 2015 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 ten percent of the total number of shares in the Bank.

Item 13. The Board's proposal to issue convertible bonds to employees

The Board proposes that the Annual General Meeting resolve on the implementation of a convertible bond programme for group employees mainly on the following terms. The programme means that Svenska Handelsbanken AB raises a subordinated convertible loan in the nominal amount of not more than SEK 3,179,000,000 through an issue of convertible bonds. In the event the conversion price at the issue day is determined at a price which would lead to a dilution effect after full conversion exceeding 2 per cent of the share capital or the votes, the maximum loan amount shall however be reduced by such amount, whereby the maximum dilution effect equals 2 per cent. These calculations shall be made as if the subordinated convertible loan issued by the bank in 2008 and 2011 had been converted at the current conversion price of SEK 187.56 and SEK 235.98, respectively.

The convertible bond programme presents a personal long term ownership for the employees, which is expected to stimulate an increased interest in the bank's business and results. It benefits the bank to be able to offer employees an opportunity to participate in the development of the

group in a way that also is favourable to the shareholders. A personal investment by the participants is required to participate in the programme and the programme is constructed on market terms and in a way that prevents short term risk taking. Further, the Board's opinion is that the convertible bond programme's construction is consistent with the group's guidelines governing remuneration policies and the Swedish Financial Supervisory Authority's regulations governing remuneration systems in credit institutions, investment firms and fund management companies with authorisation for discretionary portfolio management (FFFS 2011:1).

The convertible bond programme also means that previously unsettled allocations (the years 2010-2013) to units in the profit allocation scheme Oktogonen in the UK may be settled. The convertible bond programme therefore gives an opportunity to settle these allocations in an appropriate way.

The above constitutes the Board's reasons to issue convertible bonds deviating from the shareholder's pre-emptive rights.

The right to subscribe for convertible bonds shall, with deviation from the shareholder's pre-emptive rights, apply to persons who at the end of the subscription period are employees of the group, except for persons who are employees of certain subsidiaries. Members of the Board in the bank who are not employed by the group shall not be entitled to participate in the programme. In addition, convertible bonds may also be subscribed for by wholly owned subsidiaries to enable transfer to employees, if required to fulfil local regulations outside Sweden. The terms for such transactions shall correspond to the terms applicable to employees subscribing for the convertible bonds.

The allocation of convertible bonds shall be decided by the Board in accordance with the following principles: (i) employees and managers shall each be guaranteed allotment of convertible bonds equivalent to a nominal amount of SEK 160,000 per person and can be allotted convertible bonds equivalent to a maximum nominal amount of SEK 1,200,000 per person; (ii) branch office managers and country managers, managers reporting directly to a head of a regional bank, a head of a business area or a chief of staff as well as those with equivalent positions shall each be guaranteed allotment of convertible bonds equivalent to a nominal amount of SEK 820,000 per person and can each be allotted convertible bonds equivalent to a maximum nominal amount of SEK 5,000,000 per person; (iii) for members of the group management team, the head of central compliance, the head of independent risk control and the head of central auditing department the guaranteed amount is SEK 5,000,000 per person and the maximum amount is SEK 12,000,000 per person and (iv) for the CEO the guaranteed amount is SEK 9,000,000 and the maximum amount is SEK 18,000,000.

The above mentioned amounts are based on a maximum loan amount of SEK 3,179,000,000, of which a maximum nominal amount of SEK 200,000,000 shall be subject to allotment in accordance with the below. If the final loan amount is adjusted for the purpose of not exceeding the maximum dilution effect, a corresponding adjustment shall be made in respect of the above allocation amounts.

In the event of over-subscription, employees shall at first hand obtain the guaranteed allotment and secondly allotment of additional convertible bonds corresponding to the same percentage share, regardless of which category they belong to, in proportion to the subscribed amount exceeding the guaranteed allotment as set forth above, however, not exceeding the maximum nominal amount for each category in accordance with the above.

The right to subscribe for the convertible bonds on a non-pre-emptive basis shall also apply to (i) persons employed by the bank in the UK with unsettled units in the bank's profit allocation scheme Oktogonen (in addition to such right to subscription that these may be entitled to according to the paragraphs above) and (ii) persons who are retired or beneficiaries with unsettled units in the bank's profit allocation scheme Oktogonen, provided that they receive payment of pension benefits under the bank's UK pension plan the "Svenska UK retirement and death benefit scheme". Convertible bonds of a total nominal amount of not more than SEK 200,000,000 may be subscribed for and be allotted in accordance with this paragraph. These convertible bonds may also be subscribed for by a wholly-owned subsidiary in the Group or a third party in order to transfer the bonds to such individuals. The terms for such transactions shall in other respects correspond to the terms applicable to employees subscribing for the convertible bonds. The allotment of convertible bonds in accordance with this paragraph shall be made with such number of convertible bonds whose total nominal amount corresponds to each individual's above mentioned units in the bank's profit allocation scheme, calculated in proportion to the term of employment during the four years 2010 up to and including 2013, less such an amount that is required to cover tax and social security charges. Convertible bonds that are not subscribed for and allotted in accordance with this paragraph shall be allocated in accordance with the guidelines set out in the previous paragraphs.

The convertible bonds may be subscribed for during the period from and including 2 May 2014 up until and including 16 May 2014 and shall be paid in cash no later than 13 June 2014. The convertible bonds shall be issued at a subscription price equal to 100 per cent of the nominal amount.

The convertible bonds have no set repayment date. The holders of convertible bonds are not entitled to repayment of the loan other than after the bank's decision to repay the loan. However, repayment can, with certain exceptions, be called for no earlier than 1 July 2019.

The loan shall bear interest from 13 June 2014 corresponding to 1 year Swap Rate (ASK) in SEK with the addition of between 0.40 and 0.80 percentage points, to be paid on 20 April each year. (The final percentage will be determined and included in the Board's final proposal, which will be made available not later than three weeks prior to the Annual General Meeting.) At conversion requested by the bondholder and at automatic conversion (for further information about automatic conversion, please see below) the right to interest will cease for the period from the nearest preceding interest payment date. The bank is entitled to cancel an interest payment where the bank, as per a measurement date set out in the complete terms and conditions and immediately preceding the interest payment date, does not meet the applicable combined buffer requirement under legislation implementing and/or applying Directive 2013/36/EU of the European Parliament and of the Council (CRD IV). Should the bank cancel an interest payment, the bondholders' rights to such non-paid interest shall be forfeited.

As from 1 May 2019 until and including 30 November 2019, the bondholder shall be entitled to convert each of the convertible bonds into one Class A share in the bank at a conversion price of between 113 and 121 per cent of the volume weighted average price paid for Class A shares on NASDAQ OMX Stockholm during the period from and including 2 May 2014 up to and including 14 May 2014. (The final percentage will be determined and included in the Board's final proposal that will be made available not later than three weeks prior to the Annual General Meeting.) The bondholder shall be entitled to exercise conversion at an earlier date in certain situations. If the bondholder requests conversion on 31 May 2019 or thereafter, the conversion shall take place at an adjusted conversion price corresponding to the current market price for the share at such point in time, if this price is lower than the ordinary conversion price set forth above. In the event that a bondholder requests conversion on 31 May 2019 or thereafter and conversion thereby would take place at the adjusted conversion price, the bank shall be entitled to repay the loan amount which the holder has requested for conversion instead of implementing the conversion.

Immediately following registration of the resolution to issue the convertible bonds, the bank shall be entitled to request conversion of the convertible bonds into new Class A shares in the bank. For conversion that has been requested by the bank prior to 31 May 2019 or has been requested by the bondholder in such situations where the bondholder is entitled to exercise conversion due to liquidation, demerger, merger, compulsory redemption or default on interest payments, conversion shall take place at an adjusted conversion price calculated with the objective of compensating the bondholder for the loss of the option value. Where the bondholder is entitled to exercise conversion due to liquidation, demerger, merger, compulsory redemption or default on interest payments, the bank shall in certain circumstances be entitled to repay the Loan instead of executing the conversion.

Conversion of all outstanding convertible bonds shall occur automatically if, as per a measurement date set out in the complete terms and conditions, the common equity tier 1 capital ratio of the bank's consolidated situation or of the bank falls below 7 per cent pursuant to Regulation 575/2013 of the European Parliament and of the Council (CRR). For conversion that has been triggered automatically prior to 31 May 2019, conversion shall take place at an adjusted conversion price calculated with the objective of compensating the bondholder for the loss of the option value.

If all convertible bonds are allotted and the conversion price is assumed to be fixed at SEK 381.07, corresponding to 117 per cent (i.e. in the middle of the interval) of SEK 325.70, which was the latest price paid on 11 February 2014 for the bank's Class A shares on NASDAQ OMX Stockholm, the share capital will increase by SEK 38,791,690.35 at full conversion, based on the present quota value of SEK 4.65 per share. This represents a dilution effect of approx. 1.29 per cent of the share capital and 1.31 per cent of the votes after full conversion. Assuming that the employee convertible bonds issued in 2008 and 2011 respectively are converted at the current conversion price, the dilution effect from the proposed convertible bonds will amount to 1.27 per cent of the share capital and 1.30 per cent of the votes after full conversion.

Item 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 ten (10) members. In addition, the nomination committee proposes that the meeting appoint two registered auditing companies as auditors.

Item 16. Deciding fees for Board members and auditors, and decision on indemnity undertaking for Board members

The nomination committee proposes fees as follows: unchanged SEK 3,150,000 (3,150,000) to the Chairman, SEK 900,000 (875,000) to the Vice Chairmen, and SEK 625,000 (600,000) to each of the remaining members. For committee work, the following fees are proposed: SEK 325,000 (325,000) to each member of the credit committee, SEK 125,000 (125,000) to each member of the remuneration committee, SEK 200,000 (200,000) to the chairman of the audit committee, and SEK 150,000 (150,000) to the remaining members of the audit committee. If the Board constitutes a risk committee, the fee for each member of this committee is proposed to be SEK 250,000. 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”.

The nomination committee proposes that the meeting resolve that the Bank shall grant an indemnity undertaking to each Board member in respect of administrative penalties as stated in the regulations implementing the European Parliament’s and the Council’s directive 2013/36/EU (CRD 4) to which he or she is liable in their capacity as a member of the Bank’s Board as a result of a final and absolute decision or final and absolute judgement.

Item 17. Election of the Board members and the Chairman of the Board

The nomination committee proposes that the meeting re-elect all Board members with the exception of Ms Lone Fønss Schrøder, who has declined re-election.

The nomination committee also proposes that Mr Anders Nyrén 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.se/ireng.

Item 18. Election of auditors

The nomination committee proposes that the meeting re-elect KPMG AB and Ernst & Young AB as auditors for the period until the end of the AGM to be held in 2015. These two auditing companies have announced that, should they be elected, they will appoint the same auditors to be auditors in charge as in 2013: Mr Stefan Holmström (authorised public accountant) will be appointed as auditor in charge for KPMG AB, and Mr Erik Åström (authorised public accountant) will be appointed as auditor in charge for Ernst & Young AB.

Item 19. The Board’s proposal concerning guidelines for compensation to senior management

The Board proposes that the meeting decide on the following guidelines for compensation and other terms of employment for the senior management of Handelsbanken. The guidelines shall not affect any compensation previously decided for senior management.

- The aggregated total compensation shall be on market terms.
- Compensation is paid only in the form of a fixed salary, pension provision and customary benefits. By special decision of the Board, the Bank can provide housing. Variable compensation benefits such as bonus and percentage of profits are not paid.
- The senior managers 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. Retirement benefits are defined-benefit or defined-contribution, or a combination of the two.
- The period of notice on the part of a senior manager is six (6) months, and on the part of Handelsbanken a maximum of twelve (12) months. If the Bank terminates the employment contract later than five (5) years after the person becomes a member of the senior management, the period of notice is a maximum of twenty-four (24) months. No other termination benefits are paid.
- Senior managers must be able to receive an indemnity undertaking from the Bank in respect of administrative penalties as stated in regulations implementing the European Parliament’s and the Council’s directive 2013/36/EU (CRD 4) to which the person in question is liable as a result of a final and absolute decision or final and absolute judgement.
- The Board shall have the right to in exceptional circumstances deviate from the established guidelines if there are special reasons in an individual case.

The senior management positions to which these guidelines apply are the Group Chief Executive and Executive Vice Presidents.

Item 21. Shareholder’s proposal that the annual general meeting shall adopt a certain policy

Shareholder Stefan Sundemo is proposing that the annual general meeting adopt the following policy: “Handelsbanken must as soon as possible sever the links that it currently has with the development, manufacture and trading of nuclear weapons, and in future not invest funds in operations linked to nuclear weapons.”

Item 22. Shareholder’s proposal regarding a decision to take the initiative to establish an integration institute

Shareholder Tommy Jonasson proposes that the annual general meeting “give the Board/CEO the task of taking the initiative to start an integration institute Landskrona – Ven – Copenhagen and to in a suitable manner participate with an initial contribution.”

Proposals in full, etc.

This notice, the annual report documents, the audit report, the complete proposals of the Board regarding items 9, 11, 12, 19 and 20 with accompanying comments, the nomination committee’s

complete proposals for resolutions, and shareholder Stefan Sundemo's and shareholder Tommy Jonasson's complete proposals are available from the Bank at Handelsbanken, Corporate Governance, Kungsträdgårdsgatan 2, SE-106 70 Stockholm, starting from today (the annual report documents and the audit report will be published on 14 February 2014); 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.se/ireng. The Board's complete proposal with respect to item 13 will in the same way be available from 5 March 2014.

During the week beginning 3 March, the annual report for 2013 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 and 12 requires assent by shareholders representing at least two-thirds of both the votes cast and of the shares represented at the meeting. A resolution to approve the Board's proposal under item 13 on the issuing of convertible bonds to employees is subject to the provisions in Chapter 16 of the Swedish Companies Act (2005:551) and requires to be valid that the proposal is supported by shareholders representing not less than nine-tenths 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 announced, there were 623,899,230 Class A shares in the Bank, representing the same number of votes, plus 11,750,443 Class B shares, representing 1,175,044.3 votes. The Bank has no holding of its own shares in the trading book.

Information on shareholders' 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 AGM 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 2014

Svenska Handelsbanken AB (publ)
Corporate identity no. 502007-7862

THE BOARD

handelsbanken.com