

Press release

Stockholm, 26 March 2014

Handelsbanken's Annual General Meeting of shareholders 2014

Board

At the annual general meeting on 26 March 2014, all members of the Board of Handelsbanken were re-elected, with the exception of Lone Fønss Schrøder, who had declined re-election. Anders Nyrén was re-elected as Chairman of the Board. The members of the Board are listed below.

At the subsequent first Board meeting, Fredrik Lundberg and Sverker Martin-Löf were appointed as Vice Chairmen of the Board. The Board also decided to form a risk committee. Members of the committee include the Chairman of the Board, Anders Nyrén, and in addition Bente Rathe and Ole Johansson were appointed as members.

Fees and indemnity undertaking

The meeting approved the nomination committee's proposal on fees for Board members. The nomination committee had through a press release dated 24 March 2014 announced that it had decided to withdraw its proposal for an indemnity undertaking.

Auditors

The meeting re-elected KPMG AB and Ernst & Young AB as auditors for the period until the end of the annual general meeting to be held in 2015. These two auditing companies have appointed the same auditors as in 2013 to be auditors in charge: Mr Stefan Holmström (authorised public accountant) as auditor in charge for KPMG AB, and Mr Erik Åström (authorised public accountant) as auditor in charge for Ernst & Young AB.

Dividend

The meeting adopted the Board's proposal for a dividend of SEK 16.50 per share, including an ordinary dividend of SEK 11.50 per share. The record day for the dividend is Monday, 31 March 2014. The dividend is expected to be distributed by Euroclear on Thursday, 3 April 2014.

Acquisition and divestment of the Bank's own shares

In accordance with the Board's proposal, the meeting authorised the Board to resolve on the purchase of Handelsbanken's own class A and/or B shares during the period until the annual general meeting in 2015, on the following conditions:

- The purchases shall be made on NASDAQ OMX Stockholm AB.
- The Bank may purchase a total of no more than 40,000,000 class A and/or B shares.
- 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 OMX Stockholm

AB'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 meeting also authorised 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 OMX Stockholm AB at a price within the registered price range at any time, or in some other way than through NASDAQ OMX Stockholm AB, in order to finance 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 divestment deviates from the shareholders' preferential rights, the remuneration for shares sold must correspond to an estimated market value and 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 ordinary general meeting.
- The authorisation on divestment covers all class A and/or B shares in Handelsbanken held by the Bank at the time of the Board's resolution.

In accordance with the Board's proposal, the annual general meeting also resolved that, during the period until the annual general meeting in 2015, the Bank, in order to facilitate its securities operations, should have the right to acquire its own ordinary class A and/or B shares for the Bank's trading book, on condition that its own shares in the trading book at no time exceed two per cent of all shares of the Bank. The shares shall be acquired at the market price applicable at the time of purchase.

Convertible bond programme for Group employees

The annual general meeting resolved 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 an amount 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 loans issued by the Bank in 2008 and 2011 had been converted at the current conversion prices of SEK 187.56 and SEK 235.98, respectively. The subscription price for each convertible is to be equivalent to its notional amount.

Guidelines for compensation to senior management

The Board announced during the meeting that it had decided to withdraw the part of its proposal concerning guidelines for compensation to senior management that concerned indemnity undertaking. The meeting thereafter approved the Board's proposal on guidelines for compensation and other terms of employment for the senior management of Handelsbanken, as follows. 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 Oktagonen 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 Bank's senior management, the period of notice is a maximum of twenty-four (24) months. No other termination benefits are paid.
- 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.

Members of the Board 2014

JON FREDRIK BAKSAAS, Sandvika

PÄR BOMAN, Stockholm

TOMMY BYLUND, Ljusdal

JAN JOHANSSON, Bromma

OLE JOHANSSON, Grankulla

FREDRIK LUNDBERG, Stockholm

SVERKER MARTIN-LÖF, Stockholm

ANDERS NYRÉN, Bromma

BENTE RATHE, Trondheim

CHARLOTTE SKOG, Österskär

Minutes of meeting

Minutes of the annual general meeting will be available on the Bank's website www.handelsbanken.se/ireng within two weeks from today's date.

For more information about Handelsbanken, see: www.handelsbanken.com