

Press release

Stockholm, 25 March 2015

Handelsbanken's Annual General Meeting 2015

Board

At the annual general meeting on 25 March 2015, all members of the Board of Handelsbanken were re-elected, with the exception of Mr Jan Johansson and Mr Sverker Martin-Löf, who had declined re-election. Ms Lise Kaae and Mr Frank Vang-Jensen were elected as new Board members. Mr Pär Boman was elected Chairman. A list of the members of the Board can be found below.

At the subsequent first Board meeting, Mr Fredrik Lundberg was appointed as Vice Chairman.

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 2016. These two auditing companies have appointed new auditors in charge, namely Mr George Pettersson (authorised public accountant) as auditor in charge for KPMG AB, and Mr Jesper Nilsson (authorised public accountant) as auditor in charge for Ernst & Young AB.

Dividend

The meeting adopted the Board's proposal for an ordinary dividend of SEK 12.50 per share and an extra dividend of SEK 5.00 per share. The record day for the dividend is Friday, 27 March 2015. The dividend is expected to be distributed by Euroclear on Wednesday, 1 April 2015.

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 class A and/or B shares in Handelsbanken during the period until the annual general meeting in 2016, in accordance with 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 or B shares in Handelsbanken held by the Bank at the time of the Board's resolution.

Handelsbanken has no holding of repurchased own shares.

In accordance with the Board's proposal, the AGM also resolved that, during the period until the annual general meeting in 2016, 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 shall not at any 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.

Stock split and change to the articles of association

The meeting approved the Board's proposals

1. that each share, irrespective of class, be split into three shares (3:1 split) of the same class
2. to authorise the Board to determine a record date for the split, which must not, however, be before the date the decision is registered with the Swedish Companies Registration Office
3. that, with the purpose of adapting the limits for the number of shares and share capital, section 4, paragraphs 1-3 of the articles of association be changed as follows

"The Bank's share capital shall be at least two billion three hundred and twenty five million (2,325,000,000) Swedish kronor and at most nine billion three hundred million (9,300,000,000) Swedish kronor.

The number of shares shall be at least 1,500,000,000 and at most 6,000,000,000.

Two classes of shares may be issued: class A and class B. The maximum number of class A shares which may be issued is 6,000,000,000 and the maximum number of class B shares is 150,000,000"

4. to authorise the Chairman of the Board to make any adjustments needed in the decision which are required for registration at the Swedish Companies Registration Office or in Euroclear Sweden AB's processing.

Guidelines for remuneration to executive officers

The meeting approved the Board's proposal on guidelines for remuneration and other terms of employment for executive officers of Handelsbanken, as follows. The guidelines

shall not affect any remuneration previously decided for executive officers.

- The aggregated total remuneration shall be on market terms.
- Remuneration 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 remuneration benefits such as bonus and percentage of profits are not paid.
- 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. Retirement benefits are defined benefit or defined contribution, or a combination of the two.
- The period of notice on the part of the officer 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 one of the Bank's executive officers, the period of notice is a maximum of twenty-four (24) months. No other termination benefits are paid.
- The Board shall have the right in exceptional circumstances to deviate from the established guidelines if there are special reasons in an individual case.

Members of the Board 2015

Mr JON FREDRIK BAKSAAS, Sandvika

Mr PÄR BOMAN, Linköping

Mr TOMMY BYLUND, Ljusdal

Mr OLE JOHANSSON, Grankulla

Ms LISE KAAE, Vejle

Mr FREDRIK LUNDBERG, Djursholm

Mr ANDERS NYRÉN, Bromma

Ms BENTE RATHE, Trondheim

Ms CHARLOTTE SKOG, Österskär

Mr FRANK VANG-JENSEN, Stockholm

Minutes of meeting

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

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