

SVENSKA HANDELSBANKEN AGM Date: 2013-03-20

2 Election of the Chairman of the meeting **For**

3 Establishment and approval of the list of voters **For**

4 Approval of the agenda **For**

5 Election of two persons to countersign the minutes **For**

6 Determining whether the meeting has been duly called **For**

8 Adoption of the income statement and the balance sheet, as well as the consolidated income statement and consolidated balance sheet **For**

9 Approve the allocation of income and dividend **For**

10 Discharge the Board and the CEO **For**

11* Resolution on acquisition and divestment of shares in the Bank **For**

12* Authorise Share Repurchase according to chapter 7 section 6 of the Swedish Securities Market Act **For**

13 Set the number of board directors **For**

14 Determining the number of auditors to be appointed by the meeting **For**

15 Approve fees payable to the Board of Directors and the Auditor **For**

16 Elect the Board members and the Chairman of the Board **Oppose**

Shareholders are being asked to elect the members of the Board. In Sweden, it is common practice for board members to be elected using a slate system. If there are concerns over the lack of independent representation on the Board, then shareholders are recommended to oppose the slate where an insufficient number of independent directors are included.

The Nomination Committee proposes that the meeting re-elect all Board members with the exception of Hans Larsson who has declined re-election. The nomination committee also proposes that Mr Anders Nyrén be elected as Chairman of the Board.

There is insufficient independent representation on the Board as only three of the directors are considered to be independent. Therefore, we oppose.

17 Appoint the auditors **Abstain**

KPMG AB and Ernst & Young AB proposed. The bank did not pay any non-audit fees to KPMG during the year under review. Non-audit fees paid to KPMG over a three year basis were approximately 6.9% of audit and audit related fees. However, non-audit fees paid to Ernst & Young AB during the year under review were approximately 33.3% of audit and audit related fees and 57.1% over a three year basis.

Although Non-audit fees paid to KPMG do not cause any concerns, the level of non-audit fees paid to Ernst & Young may create a potential for conflict of interest on the part of the independent auditor. Therefore, we abstain.

18 Guidelines for Compensation to Senior Management **For**

19 Proposal concerning the appointment of auditors in foundations without own management **For**

20 Shareholder proposal: Change to the articles of association in respect of the composition of the Board **For**

Proposal submitted by the shareholder Carl Axel Bruno that the section about the board of directors in the Articles of Association is amended by adding the following text: "The Board of Directors shall consist of not less than $\frac{1}{4}$ men and not less than $\frac{1}{4}$ women. The number of proposed men and women shall be increased to the nearest higher integer." Although the Board already meets the criteria for gender diversity on the Board, adoption of this resolution would to add certainty that the Company would continue this policy.