

Dodd-Frank Act
§165(d) Resolution
Plan 2016 as of year
ending

December 31

2015

**Svenska
Handelsbanken AB
(publ)**

Public Section

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Section 1: PUBLIC SECTION

1. I. Summary of Resolution Plan.

As a foreign bank that is treated as a bank holding company under section 8(a) of the International Banking Act of 1978 (12 U.S.C. 3106(a)), and that has \$50 billion or more in total consolidated assets, Svenska Handelsbanken AB (publ) (hereinafter “The Bank,” “Handelsbanken,” “we,” “us,” or “our”) is a Covered Company within the meaning of the Final Rule¹.

1.1.A. The names of material entities:

The Final Rule defines a Material Entity as an entity that is significant to a Core Business Line (Core Business Line is defined as a business line of a Covered Company, including associated services, functions and support, that, in the view of the Covered Company, upon failure would result in a material loss of revenue, profit or franchise value), or a Critical Operation (defined as an operation of a Covered Company, including associated services, functions and support, the failure or discontinuance of which, in the view of the Covered Company or as jointly directed by the Board of Governors of the Federal Reserve System (the “Board”) and the Federal Deposit Insurance Corporation (the “Corporation”), would pose a threat to the financial stability of the United States). The Bank has no Material Entities for purposes of the 2016 resolution plan owing to its limited operations in the United States. The focus of this resolution plan (the “Resolution Plan”) is the orderly resolution of the New York branch (hereinafter, the “New York Branch” or the “Branch”) as the U.S. operations of the Bank.

1.1.B. Description of core business lines

Handelsbanken has no Core Business Line in the US.

Handelsbanken has six home markets: Sweden, the UK, Denmark, Finland, Norway and the Netherlands. In each of these countries is a nationwide branch network, organized into one or more regional banks in each country.

Handelsbanken’s decentralized method of working results in a very flat organizational structure. In pace with the establishment of new home markets, the Bank strives to devolve central decision-making power, so that the decisions can be taken as close to the customers and the market as possible.

Almost all business questions that cannot be solved at a branch are still dealt with in the country where the branch is located. Therefore, as we have grown, a need for stronger national operations has emerged. Each home market has its own national organization with responsibility for the profits of the branch operations.

Each regional bank has joint administrative resources, regional expertise and specialists to support the branches’ business. Every Handelsbanken branch is led by a branch manager who is solely responsible for all operations in his/her branch’s geographical area. Branch managers staff and organize their branches according to the business that the branch chooses to do on its market.

We have given our branch managers a very high degree of independence, as we are convinced that those who work closest to the customer will make the most sensible decisions, from the customers’ and from the Bank’s point of view. Through the local presence they may detect credit related problems at an early stage, which has a

¹ Federal Reserve System Regulation QQ, 12 CFR Part 243, and Federal Deposit Insurance Corporation Regulation 12 CFR Part 381 (the “Final Rule”).

big impact on the credit risk outcome. This mandate to take important business decisions on the spot with the customer is a sound basis for successful customer meetings. Our customers meet the person who will make the decision, not a messenger. The described decentralized approach, however, is applied within the strict limitations given by the Bank's conservative global credit policy.

The branches' independence gives them a very strong local presence with long-term customer relationships. In order to retain and develop these relations, we also have a branch network outside our home markets. Handelsbanken currently has 849 offices in 25 countries worldwide. Nearly 23 of these are located in 19 countries around the world, organized within Handelsbanken International ("HI") since they are located outside our six home markets. HI is administratively part of Handelsbanken Capital Markets. Handelsbanken International's main task is to support the Bank's customers in the home markets with their international business. The New York Branch is part of HI.

In the UK, we now have 197 branches, and the Bank's growth there continues. Handelsbanken has also opened several new branches in the Netherlands, where we now have a total of 23 branches.

In Sweden, Handelsbanken is the bank with the most very large companies as customers. For these customers, among the largest international companies, we have gathered the Bank's specialists in a special unit called Large Corporates.

The Bank offers various advanced services and specialist skills, including advisory services, cash management, customer driven fixed income and currency trading where we co-ordinate the Bank's international presence and good lending capacity.

PRODUCT SPECIALISTS AND BUSINESS AREAS

Handelsbanken offers a full range of products and services to meet all the financial needs of its customers. Responsible for this range are product specialists in the Bank's business areas, who produce and develop solutions and services in close collaboration with the branch office operations in each country. These specialists are called product owners and are responsible for the functionality, packaging and financial aspects of their product.

Handelsbanken has three main business areas with product owners: Handelsbanken Capital Markets, Stadshypotek and Retail & E-services.

Handelsbanken Capital Markets

The Handelsbanken Capital Markets business area includes Pension & Life, Markets & Asset Management and Handelsbanken International. The joint functions of these three business areas, such as back-office operations, IT development, finance, human resources, communications, risk control and compliance, are co-ordinated under a joint head.

The Pension & Life business area includes the Bank's entire pensions-related offering, as well as the Handelsbanken Liv subsidiary. The Markets & Asset Management business area includes trading in financial instruments and asset management, with the Handelsbanken Fonder subsidiary. The Handelsbanken International business area includes all the Bank's international operations outside its home markets.

Stadshypotek

Stadshypotek is one of the leading mortgage lending institutions in Sweden. Stadshypotek offers mortgage loans for houses, housing co-operative properties and second homes, forest and agricultural property, multi-family dwellings and commercial and office buildings. Stadshypotek dates back to 1865 and has been a wholly-owned subsidiary of Handelsbanken since 1997.

Retail & E-services

Retail & E-services develops services for e-commerce and traditional retailing under its own brand.

Central Units

Handelsbanken's central head office has administrative functions and specialist departments with overarching responsibility for various functions at the Bank. These are support and management functions where certain units also formulate the Bank's corporate policy in areas such as finance, human resources, credits and communications.

1.1.C. Summary financial information regarding assets, liabilities, capital and major funding sources

The Consolidated Balance sheet for Svenska Handelsbanken AB (publ) as of December 31 2015

Group SEK m	2015	2014
ASSETS		
Cash and balances with central banks	202 630	454 532
Other loans to central banks	34 118	51 047
Interest-bearing securities eligible as collateral with central banks	74 777	78 219
Loans to other credit institutions	49 656	70 339
Loans to the public	1 866 467	1 807 836
Value change of interest hedged item in portfolio hedge	27	70
Bonds and other interest-bearing securities	44 513	63 725
Shares	30 387	46 546
Investments in associates	245	286
Assets where the customer bears the value change risk	105 146	94 763
Derivative instruments	85 347	116 124
Reinsurance assets	10	6
Intangible assets	8 254	8 132
Property and equipment	2 348	2 239
Current tax assets	143	115
Deferred tax assets	1 489	389

Group SEK m	2015	2014
Assets held for sale	1 442	1 196
Other assets	8 887	14 321
Prepaid expenses and accrued income	6 247	6 791
Total assets	2 522 133	2 816 676
LIABILITIES AND EQUITY		
Due to credit institutions	163 770	200 074
Deposits and borrowing from the public	753 855	1 022 267
Liabilities where the customer bears the value change risk	105 225	94 864
Issued securities	1 245 367	1 212 613
Derivative instruments	40 592	62 878
Short positions	2 416	20 648
Insurance liabilities	607	663
Current tax liabilities	996	957
Deferred tax liabilities	8 844	9 209
Provisions	113	68
Net pension liabilities	5 314	1 480
Liabilities related to assets held for sale	759	580
Other liabilities	14 206	14 578
Accrued expenses and deferred income	17 585	18 681
Subordinated liabilities	34 216	30 289
Total liabilities	2 393 865	2 689 849
Minority interest	4	3
Share capital	2 956	2 956
Share premium	3 204	3 203
Reserves	8 440	12 220
Retained earnings	97 322	93 262
Profit for the year, attributable to shareholders in Svenska Handelsbanken AB	16 342	15 183
Total equity	128 268	126 827

Group SEK m	2015	2014
Total liabilities and equity	2 522 133	2 816 676

For further information on our financial statements, refer to the Consolidated Financial Statements section of the Svenska Handelsbanken Group (the “Group”) Annual Report 2015, and Risk and Capital Management – information according to Pillar 3, 2015.

Funding sources and uses. We primarily fund our balance sheet through customer deposits, issuance of certificates of deposit, long-term debt and shareholders’ equity. Handelsbanken has a low tolerance for liquidity risks and works actively to minimize them in total and in all currencies. The ambition is that this will provide good access to liquidity, a low level of variation in earnings and a considerable capacity to meet customers’ funding needs, even in difficult times. This is achieved by maintaining a good matching of incoming and outgoing cash flows over time in all currencies of importance to the Bank and by maintaining good liquidity reserves. This ensures that the Bank can keep its core business intact for a very long period of time, even if there is extensive disruption in the financial markets. The starting point of this work is a well-matched balance sheet, where illiquid assets are financed using stable funding. The illiquid assets comprise credits to households and companies; these credits constitute the Bank’s core business. The long-term stable funding of these assets consists of covered bonds issued by Stadshypotek, senior bonds issued by Handelsbanken, deposits from households and companies, subordinated liabilities and equity.

Part of the core operations is short-term lending to households and companies and on the liabilities side some of the deposits for these customers are shorter term. The main point, however, is that illiquid assets are not funded with short-term liabilities. Remaining parts of the balance sheet comprise liquid assets and liabilities that are shorter term. The short-term market funding and deposits from financial institutions finance liquid assets and assets with shorter maturities. In addition, more short-term assets and liabilities arise via transactions that support customer-driven transactions, such as derivative and repo transactions with other banks. Good diversification among different sources of funding in various markets, currencies and forms of funding instruments is a key component of the funding strategy. This reduces the significance of individual markets or sources of funding. In recent years, the Bank has considerably broadened its long-term international funding and has issued significant volumes of bonds in, for example, the eurozone, the UK, the US, Asia and Australia.

The most important sources of funding are deposits from households and companies as well as covered and senior bonds. The short-term funding mainly comprises deposits from financial companies and institutions as well as issues of certificates of deposit. Central Treasury has a number of different funding programs for market funding at its disposal, which in addition to the programs reported in the table below contain covered bonds in Swedish kronor. Bonds and certificates are issued under these programs in the Bank’s and Stadshypotek’s names. The funding programs ensure well-diversified access to funding in terms of different currencies, the number of investors and geographic distribution. An important part of sound liquidity management consists of maintaining significant volumes of unutilized collateral that can be used in the event of disruptions in the financial markets. The Bank therefore maintains significant volumes of non-encumbered assets that can be used as collateral when

issuing covered bonds and securities with a high credit rating and liquidity. In addition to securing the Bank's liquidity, this also contributes to limiting the extent to which the Bank's senior lenders could be subordinated to lenders with collateral for their loans or who invest in covered bonds. The Bank therefore aims to achieve a sound balance between issuing non-covered bonds and covered bonds. See below for Funding programmes/limits as of December 31 2015.

Programme ²	Currency	Programme size	Utilised amount, current programme	Countervalue SEK m
ECP1	EUR	5 000	3 271	29 881
ECP (Stadshypotek)1	EUR	4 000	106	968
French commercial paper	EUR	7 500	673	6 148
Swedish commercial paper	SEK	25 000	400	400
Swedish commercial paper (Stadshypotek)	SEK	90 000	0	0
USCP	USD	15 000	7 032	58 734
AMTN	AUD	5 000	650	3 956
AMTCN (Stadshypotek)	AUD	5 000	750	4 565
EMTN1	USD	50 000	23 681	197 793
EMTCN (Stadshypotek)1	EUR	20 000	10 864	99 243
US 144A/3(a)(2)	USD	20 000	10 900	91 041
Stadshypotek US 144A	USD	15 000	3 750	31 322
Samurai	JPY	400 000	192 300	13 335
MTN1	SEK	100 000	15 392	15 392
General funding > 1 yr1	USD	15 000	2 324	19 411
Extendible notes	USD	15 000	3 804	31 773
Total				603 962
Total programme or limited amounts, SEK m	1 722 839			
Unutilised amount, SEK m	1 118 877			
Remaining to utilise, %	65			

² It is possible to issue in other currencies than the original programme currency under these programmes, where currency conversion takes place at the time of issue.

For further information on our funding sources, refer to the 'Funding and Liquidity' section of the Group Annual Report 2015.

1.1.D. Description of derivative and hedging activities

Derivatives – mainly interest rate swaps and currency swaps – are used as hedging instruments. In addition, when hedging currency risks related to net investments in foreign operations, liabilities in the functional currency of the respective foreign operation are used as a hedging instrument. As part of the Group's hedging strategies, the value changes of a hedging instrument are sometimes divided into separate components and included in more than one hedge relationship. Therefore, one and the same hedging instrument can hedge different risks. Division of hedging instruments is only done if the hedged risks can clearly be identified, the efficiency can be reliably measured, and the total value change of the hedging instrument's value is included in a hedge relationship. Fair value hedges are used to protect the Group against undesirable impacts on profit/loss due to changes in the market prices of reported assets or liabilities. Hedged risks in hedging packages at fair value comprise the interest rate and currency risk on lending and funding at fixed interest rates. The hedging instruments in these hedging relationships consist of interest rate and currency swaps. In the case of fair value hedges, the hedge instrument and hedged risk are both recognized at fair value. Changes in value are recognized directly in the Bank's income statement under "Net gains/losses on financial items at fair value". When fair value hedges are prematurely terminated, the accrued value change on the hedged item is amortized in Net gains/losses on financial items at fair value. Fair value hedges are applied for individual assets and liabilities and for portfolios of financial instruments. The hedged risk in these portfolio hedges is the interest rate risk for lending where the original interest rate was fixed for three months and interest rate caps for lending with an original fixed-interest period of three months. The hedging instruments for these portfolio hedges are interest rate swaps and interest rate options (caps). In portfolio hedges at fair value, the part of the portfolio's value that is exposed to the hedged risk is measured at market value. The value of the hedged item in hedged portfolios is reported as a separate line item in the balance sheet in conjunction with Loans to the public. Cash flow hedges are applied to manage exposures to variations in cash flows relating to changes in the floating interest rates on lending and funding. The expected maturity for this type of lending and funding is normally much longer than the fixing period, which is very short. Cash flow hedging is also used to hedge currency risk in future cash flows deriving from fixed-rate funding. Interest rate swaps that are hedging instruments in cash flow hedges are measured at fair value. If the swap's value change is effective – that is, it corresponds to future cash flows related to the hedged item – it is recognized as a component of "Other Comprehensive Income" and in the hedge reserve in equity. Ineffective components of the swap's value change are recognized in the income statement under "Net gains/losses on financial items at fair value". Hedging of net investments in foreign units is applied to protect the Group from exchange rate differences due to operations abroad. Currency swaps and loans in foreign currencies are used as hedging instruments. The hedged item in these hedges is made up of net investments in the form of direct investments, as well as claims on foreign operations that are not expected to be settled in the foreseeable future. Loans in foreign currency that hedge net investments in foreign operations are recognized in the Group at the exchange rate on the balance sheet date. The effective part of the exchange rate differences for such loans is recognized as a component of "Other Comprehensive Income" and in the translation reserve in equity. The effective part of changes in value in currency swaps that hedge exchange rate risk in claims on foreign operations is recognized in the same manner. The ineffective components of hedges of net investments in foreign operations are recognized in the income statement under Net gains/losses on financial items at fair value.

Handelsbanken has a restrictive view of market risks. Essentially, market risks in the banking operations are only taken as part of meeting customers' investment and risk management needs. During the past few years, the Bank has worked actively to reduce the market risks in its balance sheet. One result of this is that a much smaller part of the earnings come from net gains/losses on financial items at fair value. Market risks arise to meet customers' demand for financial instruments with exposure to the fixed income, currency, equity or commodities markets. To meet this demand, it may be necessary for the Bank to have certain holdings. This situation arises for example when the Bank has undertaken to set market prices in its function as a market maker. Finally, the Bank has major business flows, making it reasonable for it to take advantage of possible economies of scale.

1.I.E. Memberships in material payment, clearing and settlement systems

The New York Branch has no memberships in any material payment, clearing or settlement systems.

1.I.F. Description of foreign operations

The New York Branch has no foreign operations. For a description of the Bank's global operations, see the Group's 2015 Annual Report, pages 28-43.

1.I.G. Material supervisory authorities

- Federal Reserve Bank of New York
- New York State Department of Financial Services
- Swedish Financial Supervisory Authority

1.I.H. Principal Officers

Anders Bouvin, CEO Svenska Handelsbanken AB (publ)

See pages 64-65 of the Group's Annual Report for a complete description of the Principal Officers of the Bank.

1.I.I. Resolution planning corporate governance structure and processes related to resolution planning

The Bank has developed and prepared a Recovery Plan for the Group as required by the Swedish Financial Supervisory Authority. The Central Risk Control department is responsible for coordinating and maintaining the documentation of the Recovery Plan and for making sure that the plan is up to date. On October 18 2016 the Recovery Plan was adopted through a resolution by the Board of Svenska Handelsbanken AB and has been presented to the Swedish FSA and to the supervisory college.

The Group Resolution Plan is assembled by the National Debt Office, which is the appointed resolution authority in Sweden. Personnel at the New York Branch are responsible for preparation of the Resolution Plan for the US operations of the Bank ("US Operations"), which is then assessed and approved by the Head of HI, who is a member of senior management of the Bank, and who has been appointed by the Board to approve the US Resolution Plan. The New York Branch has written an Instruction that requires the US Resolution Plan to be kept updated and to be reviewed at least annually. This will be monitored by senior management at the Branch and the Bank.

1.I.J. Description of material management information systems

Handelsbanken utilizes a number of key management information systems and applications that directly support management, financial, risk, operational and regulatory reporting across the organization.

Reporting at the Bank falls under the following broad categories:

- Management reporting: Information required for board / senior management
- Financial reporting: Information required to provide financial performance data to senior management and external users.
- Risk reporting: Information required to identify, monitor and analyze risks in day-to-day business operations, including operational, credit and market risk reports.
- Operational reporting: Information required to summarize detailed day-to-day activities at a transaction level to support key decisions on a daily basis
- Regulatory reporting: Reports required by regulatory authorities.

The Bank has extensive reporting capabilities that allow for generation of key reports that are produced at defined frequencies during the normal course of business.

1.I.K. High-level description of resolution strategy including such items as the range of potential purchasers of the company, its material entities and core business lines

The resolution strategy assumes that the New York Branch will be liquidated pursuant to a proceeding under New York State Banking Law. There is no reliance on the provision of extraordinary support by the United States or any other government to Handelsbanken, its New York Branch or its subsidiaries to prevent the failure of the Bank, and there is no availability of any unsecured funding immediately prior to the commencement of resolution.