

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

December 31

2012

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**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 Rule<sup>1</sup>.

#### 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 2013 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

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

a 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 more than 770 branches in 24 countries worldwide. Over 30 of these branches are located in 18 countries around the world, organized within Handelsbanken International ("HI") since they are located outside our six home 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 151 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 16 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 four business areas with product owners: Handelsbanken Capital Markets, Stadshypotek, Forestry and Farming and Handelsbanken Direkt.

### *Handelsbanken Capital Markets*

The Handelsbanken Capital Markets business area includes the Bank's investment bank and asset management, and also pensions and insurance. Here we have gathered staff with highly specialized skills: operations are based on the Bank's top-ranked research, asset management and allocation products, which form the basis of product development and advisory services.

These operations comprise equities, commodities, fixed income, currencies, discretionary wealth management, structured products, traditional and exchange-traded funds, corporate finance, debt capital markets, and the Investment Centre, which includes Private Banking. Research includes macro, strategy and corporate research covering almost 250 Nordic companies, which forms the basis for stock recommendations.

### *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.

### *Handelsbanken Forestry and Farming*

Forest-owners and farmers often have special requirements for financial advice to develop their business. Handelsbanken therefore offers specialist skills with a good local presence in this area. Our forestry and farming specialists are located around Sweden, close to the customer.

### *Handelsbanken Direkt*

Handelsbanken Direkt has overall responsibility for business and product development of standardized banking services, such as deposit and payment services for private customers and personal service by phone and Handelsbanken's online service. For the corporate market, their responsibility covers leases, conditional sales, a vehicle fleet, invoice services, and debt collection. This business area is also responsible for all card operations.

### *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, 2012

Group SEK m		2012	2011
<b>ASSETS</b>			
Cash and balances with central banks		236 545	251 857
Other loans to central banks	Note G17	12 370	124 122
Interest-bearing securities eligible as collateral with central banks	Note G20	48 906	43 971
Loans to other credit institutions	Note G18	89 511	106 823
Loans to the public	Note G19	1 680 479	1 591 128
Value change of interest hedged item in portfolio hedge		5 271	4 490
Bonds and other interest-bearing securities	Note G20	68 354	60 231
Shares	Note G21	30 146	27 236
Investments in associates	Note G22	203	205
Assets where the customer bears the value change risk	Note G23	69 590	62 721
Derivative instruments	Note G24	110 850	142 074
Reinsurance assets		1	2
Intangible assets	Note G25	7 206	7 079
Property and equipment	Note G26	2 209	3 507
Current tax assets		129	42
Deferred tax assets	Note G35	350	380
Net pension assets	Note G8	4 673	4 775
Assets held for sale		854	944
Other assets	Note G27	12 812	14 267
Prepaid expenses and accrued income	Note G28	7 399	8 512
<b>Total assets</b>	Note G14	<b>2 387 858</b>	<b>2 454 366</b>
<b>LIABILITIES AND EQUITY</b>			
Due to credit institutions	Note G29	183 945	201 889
Deposits and borrowing from the public	Note G30	682 223	724 888
Liabilities where the customer bears the value change risk	Note G31	69 638	62 800
Issued securities	Note G32	1 151 426	1 140 074
Derivative instruments	Note G24	106 044	127 303
Short positions	Note G33	16 201	21 397
Insurance liabilities	Note G34	666	690
Current tax liabilities		497	818
Deferred tax liabilities	Note G35	9 573	9 466
Provisions	Note G36	120	31
Liabilities related to assets held for sale		349	345
Other liabilities	Note G37	17 848	13 847
Accrued expenses and deferred income	Note G38	21 264	20 977
Subordinated liabilities	Note G39	21 167	35 317
<b>Total liabilities</b>	Note G14	<b>2 280 961</b>	<b>2 359 842</b>
Minority interest		2	0
Share capital		2 943	2 902
Share premium		2 337	793
Reserves		325	-2 010
Retained earnings		86 743	80 516
Total equity	Note G41	14 547	12 323
<b>Total liabilities and equity</b>		<b>2 387 858</b>	<b>2 454 366</b>

For further information on our financial statements, refer to the Consolidated Financial Statements section of the Svenska Handelsbanken Group (the "Group") Annual Report 2012 and Risk and Capital Management – information according to Pillar 3 2012.

**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. 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. Stadshypotek can issue in most currencies, and collateral pools are available in Sweden and Norway. The diversification creates cost efficiency in the funding, because the Bank has an opportunity of utilizing the sources of funding that involve the lowest costs at that particular time.

See chart below for funding programs as of 31 December 2012.

Funding programmes/limits as of 31 December 2012

Programme	Programme size	Currency	Unutilised amount, current programme	Countervalue SEK m
ECP <sup>1</sup>	5 000	EUR	2 080	17 892
ECP (Stadshypotek) <sup>1</sup>	4 000	EUR	2 421	20 825
French Certificates of Deposit	5 000	EUR	2 107	18 124
EMTCN (Stadshypotek) <sup>1</sup>	20 000	EUR	7 060	60 728
MTN <sup>1</sup>	100 000	SEK	69 794	69 794
Swedish Commercial Paper	25 000	SEK	21 930	21 930
Swedish Commercial Paper (Stadshypotek)	90 000	SEK	87 070	87 070
EMTN <sup>1</sup>	50 000	USD	28 134	182 969
Other funding > 1 yr <sup>1</sup>	15 000	USD	12 960	84 285
USCP	15 000	USD	6 645	43 216
Extendible Notes	15 000	USD	14 230	92 545
US 144A / 3(a)(2)	15 000	USD	9 650	62 759
Stadshypotek US 144A	15 000	USD	11 900	77 392
Stadshypotek AUD Covered Bond Programme	5 000	AUD	4 250	28 688
<b>Total</b>				<b>868 217</b>
Total programme amount, SEK m	1 354 148			
Unutilised amount, SEK m	868 217			
Remaining to utilise, %	64%			

For further information on our funding sources, refer to the 'Funding and Liquidity Risk' section of the Group Annual Report, 2012.

### 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.

#### **1.1.E. Memberships in material payment, clearing and settlement systems**

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

#### **1.1.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 2012 annual report, attached as Appendix 11, pages 31-35

#### **1.1.G. Material supervisory authorities**

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

### **1.1.H. Principal Officers**

Pär Boman, CEO Svenska Handelsbanken AB (publ)

See pages 52-55 of the Group's Annual report, attached as Appendix 11, for a complete description of the Principal Officers of the Bank.

### **1.1.I. Resolution planning corporate governance structure and processes related to resolution planning**

The Bank has developed and prepared a recovery plan for the Group (the "Recovery Plan") as required by the Swedish Financial Supervisory Authority, and this is arranged for, and monitored by, Central Management of the Bank, in coordination with the Corporate Governance department. The Group's Recovery Plan has been preliminarily presented to the Swedish FSA and to the European Banking Authority. It is expected that the Group's Resolution Plan will be assembled by an appointed resolution authority in Sweden, once a law has been implemented.

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.

### **1.1.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.

### **1.1.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.