

The shareholders of

Avanza Bank Holding AB (publ)

are hereby given notice of the Annual General Meeting to be held on Thursday 30 March 2023, at 3 pm CET, in the Wallenberg Hall at the IVA Conference Centre, Grev Turegatan 16 in Stockholm.

Shareholders who do not wish to attend the annual general meeting, may exercise their voting rights at the general meeting by postal voting in advance no later than Friday 24 March 2023.

The right to participate in the general meeting

Shareholders who wish to participate in the general meeting must

- be recorded in the share register maintained by Euroclear Sweden AB on Wednesday 22 March 2023, and
- no later than on Friday 24 March 2023 either
 - o give notice of their attendance at the general meeting via telephone +46 (0)8 402 90 18, via the company's website www.avanza.se/ir, or by post to: Avanza Bank Holding AB, "AGM", c/o Euroclear Sweden AB, Box 191, 101 23 Stockholm, Sweden, or
 - o cast their postal vote in accordance with the instructions set under the heading "Postal voting" below. The postal vote must be received by Euroclear Sweden AB on Friday 24 March 2023, at the latest.

To be entitled to participate in the general meeting, shareholders with nominee-registered shares, through a bank or other nominee, must register their shares in their own name with Euroclear Sweden AB (so-called voting rights registration). Shareholders requesting such registration should notify their nominee well in advance of Wednesday 22 March 2023. Voting rights registration that has been requested by the shareholder at such time that the registration has been completed by the nominee no later than on Friday 24 March 2023 will be taken into account in the preparation of the share register.

Postal voting

Shareholders who do not wish to attend the general meeting may choose to exercise their voting rights at the general meeting by voting in advance, so-called postal voting, in accordance with the provisions in the articles of association of Avanza Bank Holding AB. Shareholders may, on or before Friday 24 March 2023, cast their votes electronically through verification with Swedish BankID via Euroclear Sweden AB's website <https://anmalan.vpc.se/EuroclearProxy>.

A special form should be used for postal voting by post or e-mail. The postal voting form is available on Avanza's website <https://investors.avanza.se/en/corporate-governance/agm/annual-general-meeting-2023/>. A completed and signed postal voting form can be submitted by post to Avanza Bank Holding AB, "AGM", c/o Euroclear Sweden AB, Box 191, 101 23 Stockholm, Sweden or by e-mail to GeneralMeetingService@euroclear.com. A completed form must be received by Euroclear Sweden AB on Friday 24 March 2023, at the latest.

The shareholder may not provide any other instructions than marking the response alternatives in the postal voting form. If the shareholder has included special instructions or conditions, or supplemented or amended the pre-printed text, the postal vote will be invalid. Further instructions and terms are set out in the postal voting form and on <https://anmalan.vpc.se/EuroclearProxy>.

If you have any questions, please call +46 (0)8 402 90 18.

Proxies

If a shareholder intends to be represented by proxy at the annual general meeting, such shareholder is asked to submit a power of attorney and other authorisation documents to Avanza Bank Holding AB, "AGM", c/o Euroclear Sweden AB, Box 191, 101 23 Stockholm, Sweden together with the notice of attendance to the general meeting.

If a shareholder submits its postal vote by proxy, a written and dated power of attorney signed by the shareholder must be attached to the postal voting form. If the shareholder is a legal entity, a registration certificate or other authorisation document must be attached to the form.

Power of attorney forms are available on Avanza's website at <https://investors.avanza.se/en/corporate-governance/agm/annual-general-meeting-2023/>.

Processing of personal data

Personal data collected from the share register, the notification to participate in the annual general meeting and information regarding representatives and proxies will be used for registration, preparation of voting register for the annual general meeting and, if applicable, the minutes from the annual general meeting. For information regarding the process of personal data in connection with the annual general meeting please see the integrity policy on Euroclear Sweden AB's website <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

Proposed Agenda

1. Opening of the meeting
2. Appointment of the chairman at the meeting
3. Preparation and approval of the voting register
4. Resolution regarding video recording of the general meeting
5. Approval of the agenda
6. Appointment of one or two persons to attest the minutes
7. Examination of whether the meeting has been duly convened
8. Speech by the CEO
9. Presentation of the annual report, the auditor's report, the consolidated accounts and the auditor's report for the financial year of 2022
10. Resolution on
 - a) adopting the profit and loss statement and the balance sheet and the consolidated profit and loss statement and balance sheet
 - b) allocation of the company's profit or loss according to the adopted balance sheet, and
 - c) discharge from liability for the directors of the board and the managing director

11. Resolution on the number of directors of the board
12. Approval of the remuneration for the directors of the board
13. Approval of the remuneration for the auditor
14. Appointment of the board of directors
15. Appointment of the chairman of the board of directors
16. Appointment of auditor
17. Resolution on
 - a) authorization for the board of directors to acquire the company's own shares
 - b) authorization for the board of directors to transfer the company's own shares
18. Resolution on authorization for the board of directors to resolve on new share issues
19. Resolution on instructions for the nomination committee
20. Resolution on guidelines for remuneration to senior executives
21. Approval of remuneration report
22. Closing of the meeting

Proposals

Appointment of the chairman at the meeting (item 2)

The nomination committee consisting of the chairman of the board, Sven Hagströmer representing the Hagströmer family with companies, Erik Törnberg, representing Creades AB, Dick Bergqvist, representing AMF – Tjänstepension och Fonder and Magnus Dybeck, representing Sten Dybeck with family and companies, proposes that Sven Hagströmer is elected chairman of the annual general meeting.

Preparation and approval of the voting register (item 3)

The board of directors proposes that the general meeting approves the voting register, which has been established by Euroclear Sweden AB on behalf of the company, on the basis of the general meeting register of shareholders, registered shareholders attending the meeting as well as the postal votes received in due course.

Resolution on video recording at the meeting (item 4)

The board of directors proposes that the general meeting approves that the meeting is recorded.

Approval of the agenda (item 5)

The board of directors proposes that the general meeting approves the proposed agenda.

Appointment of one or two persons to attest the minutes (item 6)

The board of directors proposes that the general meeting elects Lovisa Runge, representing Fjärde AP-Fonden, and Dick Bergqvist, representing AMF – Tjänstepension och Fonder, to attest the minutes, or if these persons are unavailable, one or two persons proposed by the chairman and who are not board members or employees of the company.

Examination of whether the meeting has been duly convened (item 7)

The board of directors proposes that the general meeting approves that it has been duly convened.

Presentation of the annual report, the auditor's report, the consolidated accounts and auditor's report for the financial year of 2022 (item 9)

The board of directors presents the annual report, the auditor's report, the consolidated accounts and auditor's report for the financial year 2022 to the general meeting. The documents are provided on the company's website www.avanza.se/ir.

Resolution on adopting the profit and loss statement and the balance sheet and the consolidated profit and loss statement and balance sheet (item 10 a)

The board of directors proposes that the profit and loss statement and the balance sheet and the consolidated profit and loss statement and balance sheet are approved by the general meeting.

Resolution on allocation of the company's profit or loss according to the adopted balance sheet (item 10 b)

The board of directors and the managing director propose that the general meeting resolves upon a dividend of SEK 7.50 per share. The proposed record day is on 3 April 2023. Provided that the general meeting resolves in accordance with the proposal of the board of directors and the managing director, the dividend is estimated to be disbursed on 6 April 2023. It is further proposed that the remaining amount of the accumulated profit shall be carried forward.

It is the board of director's assessment that the dividend appears to be justified taking into consideration the demands with respect to the size of shareholders' equity which are imposed by the nature, scope and risks associated with the operations, and the consolidation, liquidity and the position of the company and the group.

Resolution on discharge from liability for the directors of the board and the managing director (item 10 c)

The auditor's recommendation regarding the discharge from liability for the members of the board of directors and the managing director is set out in the auditor's report presented to the general meeting.

The following persons have been board members of the company in 2022: Magnus Dybeck, Catharina Eklöf, Viktor Fritzén (up and until the annual general meeting 2022), Jonas Hagströmer, Sven Hagströmer, Linda Hellström, Mattias Miksche (up and until 11 April 2022), Johan Roos, Sofia Sundström, Hans Toll and Leemon Wu.

Rikard Josefson has been the managing director of the company in 2022.

Resolution on the number of directors of the board (item 11)

The nomination committee proposes that the general meeting resolves that the board of directors, for the period until the next annual general meeting, shall consist of ten (10) board members.

Approval of the remuneration for the directors of the board (item 12)

Prior to the annual general meeting 2021, the nomination committee evaluated the opportunity to stimulate the board members' interest in the company and its economic development and further to create the opportunity for the board members to have a financial interest in the company that is

equivalent to that of the shareholders. Against this background, a principle was established whereby part of the remuneration is to be invested in shares in Avanza.

Consequently, the nomination committee proposes to the annual general meeting, as last year, a recommendation that each member should invest one third of the net remuneration in Avanza shares in accordance with the following guidelines:

- The number of shares each board member shall acquire shall be calculated by dividing one third of the received net remuneration with the average closing price of Avanza's share on Nasdaq Stockholm during the ten trading days immediately following the publication of the company's interim report for the first quarter of 2023.
- Acquisitions of shares shall be made after the annual general meeting 2023 and before the publication of the interim report for the second quarter of 2023, whereby the trading ban before the reporting date shall be considered by the board members.
- The shares shall be retained by the board member for a period of five (5) years from the time the shares were acquired by the board member.
- The shares shall be retained by the board member for the period specified above, even if the board member terminates the assignment in the company.

The nomination committee proposes to the general meeting a remuneration of SEK 494,000 (478,000) to each of the board members, with the accompanying recommendation to acquire shares, as set out above. However, Sven Hagströmer, Jonas Hagströmer, John Hedberg and Magnus Dybeck have informed the nomination committee that they waive the increase of the remuneration of 25 %, which the first year followed from the requirement to invest in shares and the accompanying recommendation to acquire shares, given that they as major direct and indirect shareholders do not need additional incentives, as well as to restrict the costs for Avanza. Therefore, a remuneration of SEK 396,000 (383,000) is proposed for each of these four board members. For all board members this means an increase in remuneration of just above 3 %.

In addition, it is proposed that remuneration of SEK 257,000 (234,000) shall be paid to the chairman and SEK 114,000 (104,000) to member of the audit, risk and capital committee, SEK 58,500 (56,500) to member of the company's credit committee, SEK 47,500 (46,000) to member of the company's remuneration committee and SEK 56,000 (46,000) to member of the company's IT committee, if the board of directors decides that the IT committee shall remain. The increase of remunerations in the audit, risk and capital committee and the IT committee is larger than the general salary increase in the company as the workload in these committees has increased significantly, while the remunerations in the other committees are increased by 3-4 %.

Board members or members of a committee who receive remuneration from the company by reason of being employed by the company shall not, however, receive any remuneration.

Approval of remuneration for the auditor (item 13)

The nomination committee proposes that the remuneration to the auditors is to be paid according to approved account.

Appointment of the board of directors and the chairman of the board of directors (item 14 and 15)

The nomination committee proposes that the general meeting resolves on the re-election of Magnus Dybeck, Catharina Eklöf, Jonas Hagströmer, Sven Hagströmer, Linda Hellström, Johan Roos, Sofia Sundström, Hans Toll and Leemon Wu, as well as new election of John Hedberg. Information about the board members is available on the company's website www.avanza.se/ir, as well as in the nomination committee's complete report and proposal.

The nomination committee proposes a re-election of Sven Hagströmer as chairman of the board.

The proposal of composition of the board of directors is in accordance with the rules regarding independence pursuant to the Swedish Code of Corporate Governance.

Appointment of auditor (item 16)

The nomination committee proposes that the general meeting re-elects KPMG as the company's auditor for the period until the conclusion of the 2024 annual general meeting. KPMG has declared that if the general meeting resolves in accordance with the proposal, Dan Beitner will be appointed as auditor in charge. The nomination committee's proposal corresponds with the recommendation of the audit committee.

Resolution on authorization for the board of directors to acquire and transfer the company's own shares (item 17)

Acquisitions of the company's own shares (item 17a)

The board of directors proposes that the general meeting authorizes the board of directors to carry out acquisitions of the company's own shares in the following manner:

- Acquisitions of shares shall be made on Nasdaq Stockholm.
- Acquisitions of shares may only be made so that the shares held by the company at any point in time does not exceed one tenth of the total number of shares in the company.
- Acquisitions may be made at a price per share that is within the stock market price interval for the share at the time.
- Acquisitions shall be made in accordance with the at the time applicable Nasdaq Stockholm regulations.
- Acquisitions may be made on one or several occasions for the period until the next annual general meeting.
- Acquisitions may not take place during the period when an average price for the company's share is calculated in order to determine the terms of an incentive programs for the company's employees.

Transfers of the company's own shares (item 17b)

The board of directors proposes that the general meeting authorizes the board of directors to resolve on transfers of the company's own shares in the following manner:

- Transfers of shares may take place on Nasdaq Stockholm or, in connection with the acquisition of companies or businesses and for other purposes that the board of directors deems appropriate, outside Nasdaq Stockholm.
- Transfers of shares on Nasdaq Stockholm may be made at a price per share that is within the stock market price interval for the share at the time.
- In the event of a transfer outside Nasdaq Stockholm, the remuneration for sold shares shall correspond to an estimated market value and may consist of non-cash consideration.
- Transfers outside Nasdaq Stockholm may take place with or without derogation from the shareholders' pre-emption rights.
- Transfers of shares may only be made so that the number of shares transferred does not exceed the number of shares owned by the company at the time of the resolution of the board of directors.
- Transfer of shares may be made on one or several occasions for the period until the next annual general meeting.
- The board of directors may resolve on additional terms and conditions for the transfer.

A valid resolution by the general meeting on the proposals of the board of directors on acquisitions and transfers of the company's own shares in accordance with the above, requires that shareholders holding not less than two-thirds of both the votes cast and the shares represented at the general meeting vote in favour of the proposal.

The purpose of the proposed authorizations is primarily to give the board of directors tools to work with the company's capital structure and be able to take advantage of attractive acquisition opportunities by financing in whole or in part future acquisitions with the company's own shares. The board of directors may also use the authorizations for other purposes provided that the acquisitions and transfers are in accordance with applicable rules and good practice.

The board of directors has issued a reasoned statement pursuant to Chapter 19, Section 22 of the Swedish Companies Act (2005:551). The statement is available at the company and on the company's website.

Resolution on authorization for the board of directors to resolve on new issues of shares (item 18)

The board of directors proposes that the general meeting authorizes the board of directors to, on one or several occasions prior to the next annual general meeting, with or without derogation from the shareholders' pre-emption rights, resolve on new issues of shares.

The number of shares that may be issued may in total amount to a maximum number of shares that results in an increase of the share capital of no more than ten (10) percent based on the total share capital of the company at the time of the annual general meeting 2023.

Payment may be made in cash and/or with non-cash consideration or set-off against a claim or otherwise with conditions.

The reason why it should be possible to derogate from the pre-emption rights is that the board of directors should be able to provide the company with working capital and/or new owners of strategic importance to the company and/or acquisitions of other undertakings or businesses.

The board of directors, or the person appointed by the board of directors, shall be authorized to make such minor adjustments that are necessary for registration of the authorization with the Swedish Companies Registration Office.

A valid resolution by the general meeting on the proposal of the board of directors in accordance with the above requires that shareholders holding not less than two-thirds of both the votes cast and the shares represented at the general meeting vote in favour of the proposal.

Resolution on instructions for the nomination committee (item 19)

The nomination committee proposes that the annual general meeting adopts instructions for the nomination committee according to the same principles as previously. These instructions are proposed to apply until further notice.

The complete proposal of the nomination committee is available on the company's website www.avanza.se/ir.

Resolution on guidelines for remuneration to senior executives (item 20)

The board of directors proposes that the annual general meeting adopts guidelines for determining salary and other remuneration to the chief executive officer, the deputy chief executive officer and other persons of the company's management in accordance with the proposal of the board of directors.

According to the proposed guidelines, the remuneration should be market-based and may consist of fixed cash salary, retirement benefits and other benefits. The annual general meeting may in addition – and independently of the guidelines – decide on, for example, share and share price-related remuneration or incentive programs based on warrants.

The complete proposal of the board of directors is available on the company's website www.avanza.se/ir.

Approval of remuneration report (item 21)

The board of directors proposes that the general meeting approves the proposed remuneration report, which is available on the company's website www.avanza.se/ir.

Shareholders' right to request information

The board of directors and the managing director shall, if so requested by a shareholder and, in the opinion of the Board, it can be effected without material harm being caused to the company, provide information at the general meeting in respect of any circumstances which may affect the assessment of a matter on the agenda or any circumstances which may affect the assessment of the company's financial position. The obligation to provide information also applies to the company's relationship to another group company and the consolidated financial statements as well circumstances regarding subsidiaries.

Documents

The annual report and the auditor's report, the statement by the auditor pursuant to Chapter 8, Section 54 of the Swedish Companies Act, the complete proposals of the board of directors in accordance with the above, and the board of directors' statement regarding the proposed dividend and acquisition of the company's own shares will be available at the company's office no later than on Thursday 9 March 2023 and will be sent to those shareholders who so request. All documents will also be available, as of the same date, on the company's website www.avanza.se/ir.

Details of number of shares, votes and holding of own shares

The total number of shares and votes in the company on the date of issue of this notice was 156,619,027. All shares issued are ordinary shares. The company owns none of its own shares.

Stockholm in February 2023
The Board of Directors of Avanza Bank Holding AB (publ)