

The shareholders of

Avanza Bank Holding AB (publ)

are hereby given notice of the Annual General Meeting to be held on Thursday 11 April 2024, 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 5 April 2024.

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 3 April 2024, and
- no later than on Friday 5 April 2024 either
 - o give notice of their attendance at the general meeting via telephone +46 (0)8 402 90 18, via Euroclear Sweden AB's website <https://anmalan.vpc.se/EuroclearProxy>, by e-mail to GeneralMeetingService@euroclear.com 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 5 April 2024, 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 3 April 2024. 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 5 April 2024 will be taken into account in the preparation of the share register.

Postal voting

Shareholders who do not wish to attend the general meeting in person 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 5 April 2024, 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-2024/>. 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 5 April 2024, 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 by e-mail to GeneralMeetingService@euroclear.com or by post 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-2024/>.

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 2023
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 and the deputy 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 issuance of warrants intended for the incentive program for employees (Series 2024/2027)
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 – Tjänstepensioner and 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 regarding video recording of the general 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 Julia Lamers, representing SEB Investment Management AB and Gamla Livförsäkringsaktiebolaget SEB Trygg Liv, and Hans Christian Bratterud, representing Odin Fonder, to attest the minutes, or if these persons are unavailable, one or two persons proposed by the general meeting 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 2023 (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 2023 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 11.50 per share. The proposed record day is 15 April 2024. 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 18 April 2024. 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 is justifiable 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 needs, 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.

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 2024.
- Acquisitions of shares shall be made after the annual general meeting 2024 and before the publication of the interim report for the second quarter of 2024, 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 514,000 (494,000) 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 412,000 (396,000) is proposed for each of these four board members. For all board members this means an increase in remuneration of just above 4 %.

In addition, it is proposed that remuneration of SEK 300,000 (257,000) shall be paid to the chairman and SEK 130,000 (114,000) to member of the audit, risk and capital committee, SEK 61,000 (58,500) to member of the company's credit committee, SEK 49,500 (47,500) to member of the company's remuneration committee and SEK 58,000 (56,000) to member of the company's IT committee. The higher increase for the risk, capital and audit committee is due to the significantly increased workload in this committee, while the fees for the other committees will increase by approximately 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, the chairman of the board of directors and the deputy 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, Jonas Hagströmer, Sven Hagströmer, John Hedberg, Linda Hellström, Johan Roos and Leemon Wu, and election of Julia Haglind, Henrik Tjärnström and Lisa Åberg as new board members of the

company. Board members Catharina Eklöf, Sofia Sundström and Hans Toll have declined re-election. 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 and proposes that John Hedberg is elected as deputy 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 2025 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 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 ordinary 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.

Resolution on authorization for the board of directors to transfer 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 ordinary 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 to be able to utilize 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 www.avanza.se/ir.

Resolution on authorization for the board of directors to resolve on new share issues (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 2024.

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 issuance of warrants intended for the incentive program for employees (series 2024/2027) (item 19)

In order to be able to retain and recruit competent and committed employees, the board of directors of Avanza Bank Holding AB (the "Company") proposes that the general meeting, with deviation from the shareholders' preferential rights, resolves on an incentive program for employees in the Avanza group, which includes a resolution on issue and transfer of warrants. The proposal includes one program with a three-year duration.

The number of warrants issued by the Company may amount to a maximum of 1,500,000 in total. The total dilution effect of the proposed program amounts to approximately 0.95 percent.

Reasons for the proposal

Through the incentive program, the Board wants to stimulate the employees in the group to a long-term commitment and continued good performance and to increase the group's attractiveness as an employer.

A prerequisite for a successful implementation of the group's business strategy and preservation of its long-term interests is that the group can retain the best competencies and their loyalty, and that the group's employees continue to deliver good results and perform at a high level. The board finds it important and in the interest of the shareholders that the employees of the group have a long-term interest in a positive development of the Company's share price.

Criteria for allocation

There are no criteria for allocation in the incentive program other than that participants must be employees of the group. Since participation is on market terms and requires an own investment by the participants in the program, the incentive program is not associated with any performance conditions. The board of directors considers that a broad program covering all employees provides the best conditions for achieving the board of directors' objective in introducing the program - committed, motivated and competent employees.

Preparation of the proposal

The proposal has been prepared by the remuneration committee after which the board of directors has approved the proposal for presentation to the general meeting.

Conditions for the incentive program, series 2024/2027

- The Company shall issue not more than 1,500,000 warrants.
- The right to subscribe for the warrants shall vest in the subsidiary of the Company, Avanza Förvaltning AB ("Subsidiary"), with the right and obligation to transfer the warrants on market terms to individuals who are, or will be, employed in the Company or one of its subsidiaries in any position related to the categories below:

Category	Minimum allotment	Maximum allotment
Managing director in the Company	75,000	200,000
Other members of the group management	10,000	45,000
Other employees	1,000	25,000

Individuals entitled to acquire the warrants shall request the number of warrants they wish to acquire and will be allotted the number they have requested provided that over-subscription does not occur and that the requested number does not exceed the above maximum allotment. The participants are entitled to allotment of at least the number of warrants that constitutes the minimum allotment as set out above to the extent that they are employed and have started their employment at the time of allotment. However, maximum allotment according to the table above cannot be guaranteed. In case of oversubscription, the Company's board of directors may discretionarily decide on the final allotment within the framework stated above.

- Subscription of the warrants by the Subsidiary shall take place no later than 15 May 2024. The warrants shall be issued to the Subsidiary at no consideration. Over-subscription is not allowed.
- The general meeting approves that the Subsidiary transfers the warrants in accordance with the terms set forth above. Transfers from the Subsidiary may take place at several points in time.
- The value of the warrants upon transfer from the Subsidiary shall be determined on a market basis by applying established calculation models (Black & Scholes). The valuation shall be carried out by an independent valuation institute.
- Each warrant shall entitle the holder to subscribe for one (1) new ordinary share in the Company at a subscription price corresponding to an amount of 120 percent of the weighted average price of the completed trades in the Company's shares during 22 April 2024 and 3 May 2024 on the marketplace where the Company has its primary listing (currently Nasdaq

Stockholm). The weighted average price shall be calculated on all automatched trades and all trades in opening and closing calls, regardless of size. The exercise price, shall however be no less than an amount equal to the quota value of the share. If Avanza is in position of insider information during this period, the board of directors shall be entitled to determine a later period that shall form the basis for the subscription price.

- Subscription of shares in accordance with the terms and conditions of the warrants (see Appendix A) may take place during the following periods:
 - a two-week period from and including the day after publication of the Company's interim report for the period 1 January – 31 March 2027, but no earlier than 22 April 2027 and no later than 31 May 2027; and
 - a two-week period from the day after the publication of the Company's interim report for the period 1 January – 30 September 2027, but no earlier than 18 October 2027 and no later than 30 November 2027.
- Subscription of shares cannot however be made during such a period when trading in shares in the Company is prohibited under Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (Market Abuse Regulation) or other equivalent legislation applicable at any time.
- Shares issued following subscription shall grant entitlement to receive dividends for the first time on the first record date for dividends that occurs following the registration of the shares in the Company's share register.
- The reason for not applying the shareholders' pre-emption rights for the issue of the warrants is that the warrants constitute an incentive program for individuals who are, or will be, employed by the Company or its subsidiaries. The board of directors considers the incentive program to improve the Company's long-term financial interests by encouraging employees to participate in the ownership of the Company.
- The number of shares to which the warrants entitle and the subscription price may be recalculated in the event of, inter alia, certain dividends, rights issue, bonus issue, consolidation or split of shares and certain forms of reduction of the share capital or similar measures. The full terms and conditions of the warrants are set out in Appendix A.
- Upon full exercise of all 1,500,000 warrants, the Company's share capital will increase by a maximum of SEK 750,000 divided into 1,500,000 shares, each with a quotient value of SEK 0.50, corresponding to a dilution effect of maximum 0.95 percent, however, subject to any recalculation. The part of the subscription price upon subscription for shares that exceeds the quota value of the shares shall be added to the unrestricted share premium fund.
- The board is authorized to make such minor adjustments to the resolution as may be necessary in connection with the registration of the resolution with the Swedish Companies Registration Office or due to other formal requirements.

Transferability

A prerequisite for the allotment of warrants is that the participant has entered into an undertaking regarding a repurchase offer etc. according to which the Company has the right, but not the obligation, to repurchase the warrants if, for example, the participant's employment in the Company's group ceases or the participant wishes to transfer the warrants to a third party.

Costs for the Company

Due to the fact that the warrants are transferred on market terms, no costs for employer contributions will be imposed on the Company due to the incentive program. Other than costs for administration, implementation, valuation and evaluation of the incentive program, no additional costs are expected to arise in connection with the incentive program.

Other incentive programs

The Company currently has three outstanding incentive programs with exercise in 2024, 2025 and 2026 comprising a total of 2,775,542 warrants which have been transferred to employees. This corresponds to a dilution effect of 1.7 percent provided that all programs are exercised. The current program that expires in November 2024 has a subscription price of SEK 380.47.

Further information on outstanding incentive programs can be found on the Company's website, <https://investors.avanza.se/bolagsstyrning/incitamentprogram/>.

Majority requirements

A valid resolution by the general meeting on the proposal in accordance with the above requires that shareholders representing not less than nine-tenths of both the votes cast and the shares represented at the annual general meeting vote in favour of the proposal.

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 main change in the guidelines proposed this year is that the board members elected by the general meeting in special cases may be remunerated on market terms for services within their respective areas of expertise (including board assignments in other group companies) that do not constitute board work in the company.

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 21 March 2024 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 157,236,949. All shares issued are ordinary shares. The company owns none of its own shares.

Stockholm in March 2024

The Board of Directors of Avanza Bank Holding AB (publ)