

The shareholders of

Avanza Bank Holding AB (publ)

are hereby given notice of the Annual General Meeting to be held on Thursday 24 April 2025, 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 Wednesday 16 April 2025.

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 Monday 14 April 2025, and
- no later than on Wednesday 16 April 2025 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 Wednesday 16 April 2025, at the latest.

To be entitled to participate in the general meeting, shareholders with nominee-registered shares, through a bank or other nominee, must temporary 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 Monday 14 April 2025. 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 Wednesday 16 April 2025 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 Wednesday 16 April 2025, 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-2025/>. 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 Wednesday 16 April 2025, 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-2025/>.

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 2024
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 issue of shares
- 19. Resolution on repurchase and set-off offer regarding warrants, including
 - a) approval of a conditional offer for the repurchase of warrants, and
 - b) approval of the board of directors' resolution on a directed new issue of common shares
- 20. Resolution on issuance of warrants intended for the incentive program for employees (Series 2025/2028)
- 21. Resolution on guidelines for remuneration to senior executives
- 22. Approval of remuneration report
- 23. 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 Johan Skoglund, representing AMF – Tjänstepensioner och Fonder, and Jakob Johannesson, representing SEB Investment Management AB and Gamla Livförsäkringsaktiebolaget SEB Trygg Liv, 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 2024 (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 2024 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 10a)

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 10b)

The board of directors and the managing director propose that the general meeting resolves upon a dividend of SEK 11.75 per share. The proposed record day is 28 April 2025. 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 2 May 2025. 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 10c)

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 nine (9) board members.

Approval of the remuneration for the board of directors (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 (10) trading days immediately following the publication of the company's interim report for the first quarter of 2025.
- Acquisitions of shares shall be made after the annual general meeting 2025 and before the publication of the interim report for the second quarter of 2025, 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 531,000 (514,000) 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 425,000 (412,000) 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 310,000 (300,000) shall be paid to the chairman and SEK 134,000 (130,000) to member of the audit, risk and capital committee, SEK 63,000 (61,000) to member of the company's credit committee, SEK 51,000 (49,500) to member of the company's remuneration committee and SEK 60,000 (58,000) to member of the company's IT committee. This means an increase in the committee fees of 3% or just over 3%.

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, Julia Haglind, Jonas Hagströmer, Sven Hagströmer, John Hedberg, Linda Hellström, Johan Roos, Leemon Wu, and Lisa Åberg. Information about the board members is available on the company's website www.avanza.se/ir.

The nomination committee proposes a re-election of Sven Hagströmer as chairman of the board and John Hedberg 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 2026 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 common 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 common 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 issue 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 2025.

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 repurchase and set-off offer regarding warrants including a) approval of a conditional offer for the repurchase of warrants, and b) approval of the board of directors' resolution on a directed new issue of common shares (item 19)

On 31 March 2021, the annual general meeting of the company, resolved to issue warrants as part of the establishment of an incentive program for the employees within the Avanza-group, consisting of three sub-programs. One of the sub-programs, ("**Sub-program 2022/2025**") expires during the fall of 2025 and includes a total of 1,200,000 warrants ("**Warrants**"), all of which have been transferred to employees ("**Warrant Holders**").

The Warrants may be exercised to subscribe for one (1) share per warrant in the company on 28 August 2025, 30 October 2025 and 27 November 2025 respectively. The outstanding Warrants entitle the Warrant Holders to subscribe for shares in the company, leading to a dilution of the current number of shares of approximately 0.76 percent. The board of directors of the company now proposes, as the subscription period for Sub-program 2022/2025 will commence soon, that the company offers the Warrant Holders the option to transfer their warrants to the company at a price equivalent to their market value, with payment for the warrants to be made in the form of newly issued shares in the company ("**Offer**").

By participating in the Offer, which is voluntary, Warrant Holders may mitigate their need to finance the exercise price of the Warrants, for example, by selling shares in the company, thereby facilitating the exercise of the Warrants more efficiently. For the company, the Offer entails that the company will not receive any subscription proceeds from the Warrants. Furthermore, the dilution of share capital and voting rights in the company for existing shareholders will be reduced compared to if the Warrants were exercised under the current terms and conditions of the Warrants.

To illustrate the effects of the Offer at various share prices at the time of valuation, an illustrative example is provided below.

Share price of the company	Total number of new shares		Subscription proceeds (total)		Total amount of dilution	
	<i>The Offer</i>	<i>Terms and conditions of the Warrants</i>	<i>The Offer</i>	<i>Terms and conditions of the Warrants</i>	<i>The Offer</i>	<i>Terms and conditions of the Warrants</i>
250	196,656	1,200,000	41,1 MSEK	250,8 MSEK	0.13%	0.76%
350	483,326	1,200,000	101,0 MSEK	250,8 MSEK	0.31%	0.76%

The Offer does not entail any additional tax costs or transaction fees for the company. The repurchase transaction does not affect the company's equity, as the Offer is contingent upon the board of directors' determining that the claim for consideration, which arises for participants upon accepting the Offer, can be used as set-off payment for the newly issued shares. The company will therefore not pay any cash considerations for the Warrants (except for any excess claims for consideration that could not be used for set-off), meaning that the company's disposable equity will not be affected.

The proposal from the board of directors under this item has been prepared by the board of directors and its remuneration committee.

a) Approval of a conditional offer for the repurchase of Warrants

The board of directors in the company proposes that the annual general meeting resolves to approve that the company makes the Offer to the Warrant Holders, under the terms set out below.

- A maximum of 1,200,000 Warrants 2022/2025, i.e. the outstanding Warrants under the company's Sub-program 2022/2025, may be repurchased.
- The repurchase shall be carried out at a price corresponding to the market value of the Warrants, based on the closing price of the company's share on Nasdaq Stockholm, on the last day of each of the respective registration periods for the Offer (see below). The calculation of the market value in the Offer shall be performed by an independent party based on common practice valuation methods for warrants on the Swedish market (Black & Scholes).

The Offer shall be conditional upon (i) the annual general meeting resolving to approve the board of directors' resolution on a new issue of common shares in accordance with item b) below and (ii) the board of directors determining that the claim for consideration, which arises for participants upon accepting the Offer, can be used as set-off payment for the new shares issued in accordance with item b) below. The condition (ii) above is expected to be fulfilled on 28 August 2025, 30 October 2025 and 27 November 2025 respectively.

Submission of a notice of participation in the Offer may take place during three periods:

- 26 August – 28 August 2025 ("**Registration Period 1**")
- 28 October – 30 October 2025 ("**Registration Period 2**")
- 25 November – 27 November 2025 ("**Registration Period 3**")

The company does not intend to pay any cash considerations for the Warrants, except in the case of excess claims that cannot be set-off. The Warrants that are subject to repurchase will either expire or be cancelled, depending on what is deemed most appropriate.

The Warrant Holders not accepting the Offer may, during the subscription period, exercise their Warrants to subscribe for shares under the current terms and conditions of the Warrants.

b) Approval of the board of directors' resolution on a directed new issue of common shares

The board of directors of the company proposes that the annual general meeting approves the board of directors' resolution on a directed new issue of common shares under the conditions set out below ("**the New Share Issue**").

Through the New Share Issue, a maximum of 600,000 common shares will be issued, increasing the share capital by a maximum of 300,000 SEK. As stated above, the purpose of the New Share Issue is for the new shares to be used in a repurchase and set-off offer regarding Warrants. Therefore, the final number of shares to be issued and allotted will be determined by the number of Warrants registered in the Offer, as well as the market value of the Warrants and the share price of the company's shares on the last day of each of the registration periods respectively; 28 August 2025, 30 October 2025 and 27 November 2025. The New Share Issue shall be conditional upon the board of directors declaring the Offer in item a) above, as unconditional. This condition is expected to be fulfilled on 28 August 2025, 30 October 2025 and 27 November 2025 respectively, which are also the last days of each of the registration periods for the Offer. Additionally, the following conditions shall apply to the New Share Issue:

Subscription Price

The subscription price shall correspond to the market value of the common share (however, never less than the quota value of the share), based on the closing price of the company's share on Nasdaq Stockholm on the last day of each of the registration periods of the Offer. The subscription price for those who have registered for participation in the Offer during Registration Period 1 shall therefore be based on the market value of the common share on 28 August 2025. The subscription price for those who have registered for participation in the Offer during Registration Period 2 shall be based on the market value of the common share on 30 October 2025 and the subscription price for those who have registered for participation in the Offer during Registration Period 3 will be based on the market value of the common share on 27 November 2025. The premium shall be allocated to the unrestricted premium reserve.

Right to subscription and the reasons for deviation from existing shareholders pre-emptive rights

The right to subscribe for new shares, deviating from the existing shareholders' pre-emptive rights, shall be granted to the Warrant Holders who have accepted the Offer during any of the registration periods.

The deviation from shareholders' pre-emptive rights is intended to facilitate the repurchase and set-off offer, which is deemed advantageous for both the company and the Warrant Holders.

Subscription period, allotment and payment

Subscription of the new shares shall take place during the following periods:

- Those who have registered for participation in the Offer during Registration Period 1 can subscribe for new shares during the period 29 August – 2 September 2025

- Those who have registered for participation in the Offer during Registration Period 2 can subscribe for new shares during the period 31 October – 4 November 2025
- Those who have registered for participation in the Offer during Registration Period 3 can subscribe for new shares during the period 28 November – 2 December 2025.

Subscription for the shares shall be made on a subscription list. Cash payment for the shares must be completed no later than the day following the last day in each of the respective subscription periods.

Allotment of the new shares shall be made to those eligible to subscribe for new shares as described above. The board of directors reserves the right to extend both the subscription- and payment periods. It is noted that the board of directors has the authority to set-off retrospectively.

Dividend rights

The new shares will be entitled to dividends from the first record date for dividends that occurs after the new shares have been registered with the Swedish Companies Registration Office and recorded in the share register maintained by Euroclear Sweden AB.

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.

Authorisation

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.

Resolution on issuance of warrants intended for the incentive program for employees (series 2025/2028) (item 20)

In order to be able to retain and recruit competent and committed employees, the board of directors of Avanza Bank Holding AB 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 of directors 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 2025/2028

- 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, company registration number 556840-0286 ("**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 31 May 2025. 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 common 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 the period from 16 April 2025 to 2 May 2025 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 2028, but no earlier than 22 April 2028 and no later than 31 May 2028; and
 - a two-week period from the day after the publication of the company's interim report for the period 1 January – 30 September 2028, but no earlier than 18 October 2028 and no later than 30 November 2028.
- 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 2025, 2026 and 2027 originally comprising of 3,900,000 warrants, of which 3,151,346 have been transferred to employees. All warrants that have not been transferred have been cancelled. This corresponds to a dilution effect of 1.96 percent provided that all programs are exercised.

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 21)

The board of directors proposes that the annual general meeting adopts guidelines for determining salary and other remuneration to the 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 comprised of adding information that employment agreements with senior executives may contain non-compete clauses, potentially entitling them to compensation under specific conditions during the enforcement of the non-compete.

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

Approval of remuneration report (item 22)

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 of directors, 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 as 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 3 April 2025 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 common shares. The company owns none of its own shares.

Stockholm in March 2025

The board of directors of Avanza Bank Holding AB (publ)