

The shareholders of

Avanza Bank Holding AB (publ.)

are hereby given notice of the Annual General Meeting of the company to be held on
Tuesday, 21 March 2017 at 15.00 (CET)

in the Wallenbergsalen auditorium at the IVA Konferenscenter, Grev Turegatan 16, in Stockholm.

Entitlement to attend the General Meeting

Shareholders wishing to attend the General Meeting shall, firstly, be entered in the register of shareholders maintained by Euroclear Sweden AB no later than Wednesday, 15 March 2017, and secondly, notify of their intention to participate in the General Meeting by email to arsstamma@avanza.se or by telephone on +46 (0)8 562 250 02. The company shall receive the said notification no later than Wednesday, 15 March 2017.

The notification shall include details of the applicant's name, civic ID no. or company registration number (or equivalent), email address or daytime telephone number, together with the number of shares held, the identity of any assistants accompanying the applicant, and, where relevant, details of representatives or proxies.

Shareholders whose shares are nominee-registered through a bank or other nominee must, in order to be entitled to attend the General Meeting, temporarily re-register their shares in their own name with Euroclear Sweden AB. Shareholders wishing to effect such temporary re-registration must notify their nominee of their wish to do so in good time before 15 March 2017, by which time such re-registration shall have been completed.

Power of Attorney form

Any shareholder intending to allow him or herself to be represented by a proxy is requested to submit a power of attorney form and other authorisation documentation to Avanza Bank Holding AB, Att: Bolagsjuridik, Box 1399, SE-111 93 Stockholm, Sweden. The power of attorney form is available on the company's website at www.avanza.se/ir and will be sent, free of charge to the recipient, to any shareholders who request it and provide their postal address or email address.

Proposal for agenda

1. Opening of the Meeting
2. Election of the Chairman of the Meeting
3. Preparation and approval of the list of voters
4. Resolution regarding the live broadcast of the General Meeting via the company's website
5. Approval of the agenda
6. Election of one or two persons to check the Minutes
7. Determination of whether the Meeting has been duly convened
8. Speech by the CEO
9. Presentation of the annual accounts and the audit report, together with the consolidated accounts and consolidated audit report, for the 2016 financial year
10. Resolutions regarding

- a) adoption of the Income Statement and Balance Sheet and of the Consolidated Income Statement and Consolidated Balance Sheet,
 - b) allocations of the company's profits in accordance with the adopted Balance Sheet, and
 - c) discharge from liability for Members of the Board and the CEO
11. Resolution regarding the number of Members of the Board
 12. Determination of the Directors' fees payable
 13. Determination of the Auditor's fees payable
 14. Election of the Board of Directors
 15. Election of the Chairman of the Board
 16. Election of Auditors
 17. Resolution regarding the issue of warrants for the purposes of an incentive program, subdivided into three sub-programs
 - a) sub-program 1
 - b) sub-program 2
 - c) sub-program 3
 18. Resolution regarding the authorisation of the Board to acquire the company's own shares
 19. Determination of the nomination procedure
 20. Resolution regarding guidelines for remuneration payable to the company management
 21. Closing of the Meeting

Proposals

Election of the Chairman of the Meeting, item 2

The Nomination Committee, comprising the Chairman of the Board, Sven Hagströmer (representing Sven Hagströmer, family and companies), Erik Törnberg (representing Creades AB), Sten Dybeck (representing the Dybeck family and companies), and Henrik Didner (representing Didner & Gerge Fonder), propose that Sven Hagströmer be appointed to chair the General Meeting.

Allocations of the company's profits, item 10 b

The Board of Directors and the CEO propose the payment to the company's shareholders of a dividend of ten kronor and fifty öre (SEK 10.50) per share. Thursday, 23 March 2017 is proposed as the record day for payment of the dividend. It is calculated, on the assumption that the General Meeting resolves in accordance with the proposal by the Board of Directors and the CEO, that the dividend will be disbursed on Tuesday, 28 March 2017. It is further proposed that the remainder of the accumulated profit be carried forward. The Board of Directors considers the dividend payment to be justifiable given the requirements imposed by the nature, scope and risks of the operations on the size of the Parent Company's and Group's shareholders' equity, and the Parent Company and Group operations' consolidation requirements, liquidity, and position in general.

Directors' fees and Auditors' fees, points 12 and 13

The Nomination Committee proposes that Directors' fees of SEK 300,000 be paid both to the Chairman of the Board and to each of the other Members of the Board, corresponding to an increase of twelve per cent (12%).

It is further proposed that fees of SEK 42,000 be paid to the members of the company's Credit Committee and of SEK 38,000 to members of the company's Remuneration Committee.

Members of the Board who receive remuneration from the company by reason of being employed by the company shall not, however, receive any fees, either within the Parent Company or within the subsidiary companies.

It is proposed that Auditors' fees for work carried out be paid on account.

Election of the Board of Directors and the Chairman of the Board, points 14 and 15

The Nomination Committee proposes the re-election of Board Members Sophia Bendz, Jonas Hagströmer, Sven Hagströmer, Birgitta Klasén, Mattias Miksche, Hans Toll and Jacqueline Winberg. Details of the proposed Board Members can be found on the company's website at www.avanza.se/ir.

The Nomination Committee proposes that Sven Hagströmer be elected Chairman of the Board.

The proposed composition of the Board of Directors of the company complies with the provisions of the Swedish Code of Corporate Governance with regard to independence.

Election of auditors, item 16

The Nomination Committee proposes that the Annual General Meeting re-elect Öhrlings PricewaterhouseCoopers AB (PwC) as the company's Auditors for the period until the conclusion of the 2018 Annual General Meeting. PwC has announced that if elected, it will appoint Catarina Ericsson as chief auditor. The Nomination Committee's proposal is consistent with the Board or Directors' recommendation.

Resolution regarding the issue of warrants for the purposes of an incentive program, point 17 a-c

The Board of Directors proposes, with a view to retaining and recruiting skilled, committed personnel, that the Annual General Meeting approve the issue of a maximum total of 1,350,000 warrants, waiving from shareholders' preferential rights, each warrant to grant entitlement to subscribe for one (1) ordinary share in the company. The warrants shall be subdivided into three discrete sub-programs (hereinafter referred to as sub-programs 1, 2, and 3, respectively). The three sub-programs each comprise part of a single incentive program and it is, therefore, proposed that the resolutions in accordance with points a-c on the agenda be mutually dependent.

It is proposed that the warrants are issued on, essentially, the following terms:

A maximum of 450,000 warrants shall be issued in each sub-program.

Avanza Förvaltning AB shall be exclusively entitled to subscribe for the warrants with both the right and the obligation to transfer the warrants at market rates to individuals who are, or will be, employed by Avanza Bank Holding AB or its subsidiaries. The number of warrants that the persons in the respective categories are entitled to acquire is shown in the Board's full proposal, which is made available as described below under the heading regarding provision of documents. The company's Board of Directors shall determine the final allocation of warrants within the frameworks specified in the proposal. The warrants shall be acquired for payment of a market premium to be determined by the Board of Directors in accordance with generally accepted valuation models.

The Board proposes in connection herewith that the Annual General Meeting approve the subsidiary company's transfer of warrants within the framework of the proposed sub-programs.

Every warrant shall grant entitlement to subscribe for one (1) new ordinary share in the company at an issue price corresponding to an amount totalling 120% of the weighted average of completed trades in the company's shares in the marketplace in which the company has its primary listing (currently NASDAQ Stockholm). The weighted average shall be calculated for all auto-matched trades and all trades in the opening and closing call, regardless of size. The exercise price shall, however, be no less than an amount equal to the nominal value. The exercise price of shares subscribed for in sub-program 1, sub-program 2, and sub-program 3 shall be calculated on the basis of the prices on 25 August 2017, 24 August 2018 and 23 August 2019, respectively.

Subscription for shares in accordance with the terms of sub-programs 1, 2 and 3 is possible from 26 August 2020 to 30 August 2020, 25 August 2021 to 31 August 2021 and 24 August 2022 to 30 August 2022, inclusive, respectively.

Upon full exercise of all of the warrants issued in sub-programs 1-3, the company's share capital will increase by a maximum of SEK 3,375,000 distributed among 1,350,000 equities, corresponding to a dilution effect of approximately four and a half (4.5) percent for the total number of sub-programs, or one and a half (1.5) percent per sub-program.

Resolution regarding the authorisation of the Board to acquire the company's own shares, item 18

The Board of Directors and the CEO propose, in order to increase the efficiency of the company's capital usage, that the Meeting authorises the Board of Directors to effect the acquisition of the company's own shares in the following manner:

1. Acquisitions shall be made via the NASDAQ Stockholm exchange.
2. The company may acquire shares in a quantity such that the company, after the acquisition, holds a maximum of one tenth of all shares in the company.
3. Acquisitions may be made at a price per share that is within the stock market price interval for the share at the time.
4. Acquisitions shall be made in accordance with the then applicable NASDAQ regulations.
5. Use of the authorisation may not be made beyond the next Annual General Meeting.
6. Acquisitions may not be made during the period when an estimate of an average price for the company's share is calculated in order to determine the terms of stock option programmes for the company's employees.

Determination of the nomination procedure, item 19

The Nomination Committee proposes a nomination procedure in accordance with the same principles as those previously employed. It is proposed that these principles apply until further notice. The principles entail the following:

1. The Nomination Committee shall comprise one representative of each of the four largest shareholders, together with the Chairman of the Board. The names of the members of the Nomination Committee and the owners they represent shall be published no later than six (6) months before the Annual General Meeting and shall be based on the known ownership structure immediately prior to publication. The Nomination Committee's mandate period

shall extend until the appointment of a new Nomination Committee. The Chairman of the Nomination Committee shall be the member who represents the largest shareholder, unless otherwise agreed by the Nomination Committee.

2. If owners represented on the Nomination Committee are no longer one of the four largest shareholders after publication has occurred, their representative shall make his or her place on the Nomination Committee available and shareholders who are now amongst the four largest shareholders shall be offered places on the company's Nomination Committee. There is no need, however, to take marginal changes into account. Owners appointing a representative to the Nomination Committee are entitled to remove such members from office and to appoint a new representative. Changes to the composition of the Nomination Committee shall be published.
3. The Nomination Committee shall draw up proposals on the following issues for resolution at the Annual General Meeting:
 - a) the Chairman of the Meeting,
 - b) the Board of Directors,
 - c) the Chairman of the Board,
 - d) Directors' fees and their allocation between the Chairman and other Members of the Board, together with any remuneration for Committee work,
 - e) Auditors (with regard to the Board of Directors' recommendation),
 - f) fees payable to the company's Auditors, and
 - g) any proposals regarding changes to the procedure for appointing the Nomination Committee.
4. The company shall defray reasonable expenses deemed necessary by the Nomination Committee in enabling the Nomination Committee to fulfil its mandate.

Resolution regarding guidelines for remuneration payable to the company management, item 20

The term, Group management, refers to the CEO and a further seven persons who hold senior executive positions within the Group. The Board's proposal, which primarily corresponds to the remuneration principles applied in previous years, entails the Group management's salary comprising both a fixed basic salary and a variable performance-based payment.

The variable remuneration shall be based on a qualitative evaluation of individual performances in relation to individual goals set and the company's results. There shall be an appropriate balance between the fixed and variable remuneration and it shall be possible to set the variable remuneration at SEK 0.

The variable remuneration paid to members of the Group management shall never exceed 100% of the fixed remuneration for the same financial year.

Remuneration paid to members of the Group management shall reflect the person's experience, expertise and performance.

Members of the Group management have acquired share warrants on market terms in accordance with the stock option programme approved at the Extraordinary General Meeting held on 13 June 2014.

Provision of documents

Annual accounts documents, statements by auditors pursuant to Chapter 8, § 54 of the Swedish Companies Act, the full proposals by the Board of Directors in accordance with the above, and the Board of Directors' statement by reason of the dividend proposed will be made available from the company's offices no later than Tuesday, 28 February 2017 and will be sent to those shareholders who have expressed a desire to receive such information from the company. All documents will also be available, as of the same date, on the company's website at, www.avanza.se/ir.

Details of the number of shares and votes and of holdings of the company's own shares held

The total number of shares and votes in the company on the date of issue of this convening notice was 29,838,922. All shares issued are ordinary shares. The company owns none of its own shares.

Shareholders' entitlement to request information

The Board of Directors and the CEO 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, disclose information at the General Meeting with regard to circumstances that can influence the assessment of an item on the agenda and to circumstances that can influence the assessment of the bank's financial position. The duty to disclose also refers to the company's relationship with other Group companies and the consolidated accounts and to circumstances described in the first sentence as they apply to subsidiary companies.

Stockholm, February 2017

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