

Press release 05.02.2015, 08.15 a.m.

Notice of Annual General Meeting

The shareholders of Avanza Bank Holding AB (publ) are hereby notified of the Annual General Meeting on Wednesday, 18 March 2015 at 14.00 in Wallenbergsalen at the IVA Conference Centre, Grev Turegatan 16 in Stockholm.

Right to participate in the AGM

Shareholders who wish to participate in the AGM must be registered in the share register kept by Euroclear Sweden AB by Thursday, 12 March 2015, and notify of their participation in the AGM via e-mail to arsstamma@avanza.se or telephone number +46 856225002. The notification must be submitted to the company by Thursday, 12 March 2015.

The notification must state the name, personal ID or business registration number, e-mail address or daytime telephone number as well as the number of shares and any representative.

In order to have the right to participate in the AGM, shareholders who have permitted registration of their shares in the name of a bank or other administrator, must temporarily register their shares in their own name with Euroclear Sweden AB. Shareholders who desire such re-registration must inform their administrator of this in good time before 12 March 2015, which is the last date for re-registration.

Power of attorney form

If shareholders intend to be represented by a proxy, such shareholders must send a power of attorney and other authorisation documents to Avanza Bank Holding AB, FAO: Bolagsjuridik, Box 1399, 111 93 Stockholm. The power of attorney form is available on the company's web site www.avanza.se and is sent free of charge to shareholders who request this, and provide their postal address or e-mail address.

Proposal for agenda

1. Opening of the AGM
2. Appointment of a chairman for the meeting
3. Establishment and approval of the electoral register
4. Decision on web streaming of the AGM via the company's web site
5. Approval of the agenda
6. Appointment of one or two reviewers of the minutes
7. Examination of whether the meeting has been called in the correct manner
8. Statement by the CEO
9. Presentation of the annual report and auditors' report as well as the group report and group auditors' report for the financial year 2014
10. Decision on
 - a) ratifying the profit and loss statement and balance sheet, as well as the group profit and loss statement and group balance sheet,

- b) allocation of the company's profit/loss in accordance with the ratified balance sheet, and
- c) discharge to the members of the Board of Directors and the CEO

11. Decision on the number of members of the Board of Directors
12. Ratification of directors' fees
13. Ratification of auditors' fees
14. Appointment of the Board of Directors
15. Appointment of a Chairman of the Board of Directors
16. Appointment of auditors
17. Decision on authorisation for the Board of Directors to perform an acquisition of own shares
18. Ratification of the nomination procedure
19. Decision on guidelines for remuneration of the company management
20. Closing of the AGM

Proposal

Appointment of a chairman for the meeting, point 2

The Nomination Committee, consisting of the Chairman of the Board of Directors Sven Hagströmer, who represents Sven Hagströmer and the Hagströmer family company, Erik Törnberg who represents Creades AB, Henrik Schmidt who represents Montanaro Asset Management and Sten Dybeck who represents the Dybeck family including the Dybeck family company, propose that Sven Hagströmer be appointed chairman of the AGM.

Allocation of the company's profit/loss, point 10 b)

The Board of Directors and CEO propose a dividend to the company's shareholders of SEK seven (7) per share. Friday, 20 March 2015 is proposed as the record date for the dividend. Provided that the AGM agrees with the Board of Directors' and CEO's proposal, the dividend is expected to be paid on Wednesday, 25 March 2015. It is proposed that the remaining sum of the accumulated profit be balanced in accounts. It is the opinion of the Board of Directors that the dividend is justified in light of the requirements that the activities' nature, scope and risks place on the size of the parent company's and group's equity, as well as the parent company's and group activities' consolidation requirement, liquidity and position in general.

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

The Nomination Committee proposes that directors' fees of SEK 260,000 be issued to the Chairman of the Board of Directors as well as each other individual member of the Board of Directors, which means an increase of four (4) per cent for the company's chairman as well as for ordinary members.

It is further proposed that members who are also board members of the subsidiaries Avanza Fonder AB and Försäkringsaktiebolaget Avanza Pension receive fees of SEK 39,000 each for their respective assignments.

In addition, it is proposed that a fee of SEK 39,000 be issued to each member of the company's Credit Committee and SEK 35,000 to each member of the company's Remuneration Committee.

Board members who are remunerated by the company via employment will not receive a fee, however, either in the parent company or subsidiary.

It is proposed that auditors' fees be issued for work performed on a cost contract.

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

The Nomination Committee proposes reappointment of the members Sven Hagströmer, Birgitta Klasén, Lisa Lindström, Mattias Miksche, Martin Tivéus, Hans Toll and Jacqueline Winberg, as well as the new appointment of Jonas Hagströmer. Information on the proposed members is available on the company's web site, www.avanza.se. Andreas Rosenlew has declined reappointment.

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

The proposal for the composition of the company's board fulfils the regulations of the Swedish Code of Corporate Governance concerning independence.

Appointment of auditors, point 16

The Nomination Committee proposes that the AGM, from the present time to the end of the Annual General Meeting 2016, reappoint Öhrlings PricewaterhouseCoopers AB (PwC) as auditor. PwC has announced that if PwC is reappointed, PwC will appoint Catarina Ericsson as chief auditor.

Decision on authorisation for the Board of Directors to perform acquisition of own shares, point 17

In order to increase the effectiveness of the company's utilisation of capital, the Board of Directors and CEO propose that the meeting authorise the Board of Directors to perform an acquisition of own shares as follows.

1. The acquisition will occur via NASDAQ Stockholm.
2. The company may purchase at most sufficient shares for the company to hold a maximum one tenth of all shares in the company following purchase.
3. Acquisition must occur at a price per share within the price interval applicable at any one time on the stock exchange.
4. Acquisition shall occur in accordance with the applicable NASDAQ regulations.
5. The authorisation may be utilised up until the next AGM.
6. Acquisition may not occur during the period when an average rate for the company's shares is estimated in order to establish the conditions of an employee option programme.

Ratification of the nomination procedure, point 18

The Nomination Committee proposes a nomination procedure following the same principles as before. It is proposed that these principles apply until further notice. The principles entail the following:

1. The Nomination Committee will consist of one representative for each of the four largest shareholders together with the Chairman of the Board of the company. The name of the Nomination Committee's members, as well as the owners that these represent, will be published at least six (6) months before the AGM and be based on known ownership immediately prior to publication. The Nomination Committee's mandate period lasts until a new nomination committee is appointed. The Chairman of the Nominations Committee will be the member who represents the largest shareholder, unless the Nomination Committee agrees otherwise.

2. If owners who are represented in the Nomination Committee are no longer one of the four largest shareholders following publication, their representative shall make their place available, and any shareholder who has become one of the four largest shareholders will be offered a place on the company's Nomination Committee. Marginal changes do not need to be taken into consideration, however. Owners who appoint representatives to the Nomination Committee have the right to dismiss such a member and appoint a new representative. Changes in the Nomination Committee will be published.
3. The Nomination Committee will produce a proposal for the following questions to be decided at the AGM:
 - a) proposal of a chairman for the meeting,
 - b) proposal for the Board of Directors,
 - c) proposal for the Chairman of the Board,
 - d) proposal for directors' fees with division between the Chairman and other members of the Board as well as any compensation for committee work,
 - e) proposal for the auditors,
 - f) proposal for fees for the company's auditors, and
 - g) any proposal for changes in the procedure for appointment of the Nomination Committee.
4. The company will cover reasonable costs that the Nomination Committee deems necessary for the Nomination Committee to be able to fulfil its role.

Decision on guidelines for compensation to company management, point 19

The group management consists of the CEO and a further seven people who hold senior positions in the Group. The proposal of the Board of Directors, which agrees with remuneration principles in previous years, means that the group management's salary will be determined partly by a fixed basic salary and partly by variable performance-related pay.

The variable remuneration will be based on a qualitative assessment of individual performance in relation to the individual targets established and the company's earnings. There will be an appropriate balance between the fixed salary and variable remuneration, and it will be possible to set the variable remuneration at SEK 0.

The variable remuneration for members of the group management will never exceed 100% of the fixed salary for the same financial year.

The remuneration of those in group management will reflect the person's experience, competence and performance.

People who are part of the group management have acquired warrants at market conditions according to the option programme that was decided at the Extraordinary General Meeting on 13 June 2014.

Release of documents

The annual report documents, the auditors' report in accordance with Chapter 8, Section 54 of the Companies Act, the Board of Directors' full proposal in accordance with the above as well as the Board of Directors' statement regarding the proposed dividend, will be made available at the company's offices from Wednesday, 25 February 2015 at the latest, and be sent to shareholders who



notify that they wish to receive such information from the company. All documents will also be available from the same date on the company's website, www.avanza.se.

Information on the number of shares and votes as well as holding of own shares

The total number of shares and votes in the company at the time of issue of this notification was 28,873,747. All shares issued are ordinary shares. The company has no repurchased shares.

Shareholders' right to request information

The Board of Directors and CEO will release information at the AGM concerning conditions that may affect the assessment of a matter on the agenda and conditions that may affect the assessment of the bank's economic situation at the request of any shareholder and provided the Board of Directors considers that this may occur without significant injury to the company. The duty to inform also concerns the company's relations with another group company and the consolidated financial statement, as well as any conditions concerning subsidiaries that are referred to in the first section.

Stockholm, February 2015

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