

The shareholders of

**Avanza Bank Holding AB (publ.)**

are hereby given notice that the Annual General Meeting of the company is convened to be held on  
Tuesday, 29 April 2014 at 15.00 (CET)

in the "Stora salen" auditorium at the Nalen building, Regeringsgatan 74, Stockholm, Sweden.

**Entitlement to participate in the Annual General Meeting**

Shareholders wishing to participate in the Annual General Meeting shall not only be listed in the register of shareholders maintained by Euroclear Sweden AB no later than Wednesday, 23 April 2014, but shall also notify the company of their intention to attend the Annual General Meeting by means of an email sent to [arsstamma@avanza.se](mailto:arsstamma@avanza.se) or a telephone call to +46 (0)8 562 250 02. The company shall receive such notifications of intent no later than Wednesday, 23 April 2014.

The notification shall include the applicant's name, civic ID no. or corporate ID no., email address or daytime telephone number, details of the number of shares held, and of any accompanying assistants.

Shareholders whose shares are nominee-registered through a bank or other nominee must, in order to be entitled to attend the Annual General Meeting, temporarily re-register their shares in their own name with Euroclear Sweden AB. Shareholders wishing to effect such re-registration must notify their nominee thereof well in advance of 23 April 2014, by which time such re-registration must have occurred.

**Power of attorney form**

Shareholders intending to allow themselves to be represented by a proxy are requested to submit a power of attorney and other authorisation documents to the following address: Avanza Bank Holding AB, Bolagsjuridik, Box 1399, SE-111 93 Stockholm, Sweden. A power of attorney form can be downloaded from the company's website, [www.avanza.se](http://www.avanza.se), and can also be sent, free of charge, to any shareholders who request it and who submit their postal address or email address.

**Draft agenda**

1. Opening the Meeting
2. Election of the Chairman of the Meeting
3. Drawing up and approval of the list of voters
4. Resolution regarding the live streaming of the AGM via the company's website
5. Approval of the draft agenda
6. Election of one or two persons to keep the Minutes
7. Determination of whether the Meeting has been duly convened
8. Presentation by the Managing Director
9. Presentation of the annual accounts and the audit report and of the consolidated accounts and consolidated audit report for the 2013 financial year

10. Resolutions regarding
  - a) the adoption of the Income Statement and the Balance Sheet and of the Consolidated Income Statement and the Consolidated Balance Sheet,
  - b) allocations of the company's profit/loss in accordance with the Balance Sheet adopted, and
  - c) discharge from liability for Members of the Board and the Managing Director
11. Resolution regarding the number of Members of the Board
12. Determination of the Directors' fees
13. Determination of the Auditors' fees
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 intended for incentive programmes, divided up into three subsidiary programmes:
  - a) subsidiary programme 1
  - b) subsidiary programme 2
  - c) subsidiary programme 3
18. Resolution regarding the authorisation of the Board of Directors to acquire the company's own shares
19. Determination of the nomination procedure
20. Resolution regarding guidelines for remuneration to the company management
21. Closing the Meeting

## **Proposals**

### **Election of the Chairman of the Meeting, item 2**

The Nomination Committee, comprising the Chairman of the Board, Sven Hagströmer who represents Sven Hagströmer and companies, Erik Törnberg, who represents Creades AB, Sten Dybeck, who represents the Dybeck family and companies, and Henrik Schmidt, who represents Montanaro Asset Management, propose that Sven Hagströmer be appointed Chairman of the Annual General Meeting.

### **Allocation of the company's profit/loss, item 10 b)**

The Board of Directors and the Managing Director propose that a dividend be paid to the company's shareholders of eight kronor (SEK 8) per share. Monday, 5 May 2014 is proposed as the record day for payment of the dividend. It is anticipated, assuming that the Annual General Meeting approves the proposal by the Board of Directors and the Managing Director, that the dividend will be disbursed on Thursday, 8 May 2014. It is proposed that the remainder of the accumulated profit, that is to say SEK 80,699,187, be carried forward. The Board of Directors is of the opinion that the dividend can be justified with regard to the requirements that the nature of the operations, their scope and risks, place on the extent of the Parent Company's and Group's equity and with regard to the consolidation requirements, liquidity and position of the Parent Company and the Group operations in general.

### **Directors' fees and Auditors' fees, items 12 and 13**

The Nomination Committee proposes that a Director's fee of SEK 250,000 shall be payable to each of the Members of the Board, corresponding to an increase of thirty three per cent (33%) for the Chairman of the Board and of thirty five per cent (35%) for the Members of the Board.

It is further proposed that Board Members who are also Members of the Boards of the subsidiary companies, Avanza Fonder AB and Försäkringsaktiebolaget Avanza Pension, receive a fee of SEK 37,750 each for their respective engagements.

Board Members who receive remuneration from the company by reason of employment shall not, however, receive a fee in respect of their engagements with either the Parent Company or a subsidiary company.

It is proposed that the Auditors' fees for work carried out shall be payable on account.

#### **Election of the Board and of the Chairman of the Board, items 14 and 15**

The Nomination Committee proposes the re-election of Board Members Sven Hagströmer, Lisa Lindström, Mattias Miksche, Andreas Rosenlew, Martin Tivéus and Jacqueline Winberg, and the new election of Birgitta Klasén and Hans Toll. Information regarding the proposed Members of the Board is available on the company's website, [www.avanza.se](http://www.avanza.se). David Craelius has resigned his seat on the Board during the year.

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

The proposal with regard to the composition of the Board of the company complies with the Swedish Code of Corporate Governance rules regarding independence.

#### **Election of Auditors, item 16**

The Nomination Committee proposes that the Annual General Meeting, for the period until the end of the 2015 Annual General Meeting, re-elects Öhrlings PricewaterhouseCoopers AB, with Catarina Ericsson as the auditor in charge.

#### **Resolution regarding the issue of warrants intended for incentive programmes, item 17a-c**

The Board of Directors proposes, in order to ensure the company's ability to retain and recruit skilled and committed personnel, that the Annual General Meeting approve the issue, in what constitutes a deviation from the shareholders' preferential rights, of a maximum total of 1,470,000 warrants, each of which shall grant entitlement to subscribe for one (1) ordinary share in the company. The warrants will be issued in three discrete series (hereinafter referred to as subsidiary programmes 1, 2 and 3). The three subsidiary programmes comprise parts of a single incentive programme and it is proposed, therefore, that the resolutions in accordance with items a-c on the agenda be mutually dependent.

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

A maximum of 490,000 warrants shall be issued in every subsidiary programme.

Entitlement to subscribe for the warrants will only be granted to Avanza Förvaltning AB with the right and obligation to transfer the warrants to existing or future employees of Avanza Bank Holding AB or its subsidiaries. The number of warrants that persons within the respective categories are entitled to

acquire is shown in the full version of the Board's proposal, which is available as described below. The company's Board of Directors shall decide on the final allocation within the framework presented in the proposal. Maximum allocation cannot be guaranteed. The warrants will be acquired in return for payment of an arm's length premium to be determined by the Board in accordance with customary calculation models.

The Board of Directors proposes, in conjunction herewith, that the Annual General Meeting approve the transfer of warrants by the subsidiary company within the framework of the proposed subsidiary programmes.

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 per cent of the weighted average of transactions in the company's shares completed in the marketplace in which the company has its primary listing (currently NASDAQ OMX Stockholm). The weighted average shall be calculated for all auto-matched transactions and all transactions in opening and closing calls, irrespective of size. The issue price shall, however, at a minimum, be an amount that corresponds to the share's nominal value. The issue price for shares subscribed for under subsidiary programmes 1, 2 and 3 shall be calculated on the basis of the prices on 25 August 2014, 25 August 2015, and 25 August 2016, respectively.

Subscription for shares in accordance with the terms for subsidiary programmes 1, 2 and 3 may, respectively, occur between 25 August 2017 and 1 September 2017, 27 August 2018 and 3 September 2018, and 26 August 2019 and 2 September 2019, inclusive.

The company's share capital will, in conjunction with full exercise of the warrants issued as part of subsidiary programmes 1-3, increase by a maximum of SEK 3,675,000, divided between 1,470,000 shares, corresponding to a dilution effect of approximately five per cent (5%).

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

The Board of Directors and the Managing Director propose, in order to enhance the efficiency of the company's capital usage, that the Meeting authorise the Board to acquire the company's own shares in the following manner.

1. The acquisitions shall be made via the NASDAQ OMX Stockholm Stock Exchange.
2. The maximum number of shares that the company may acquire shall be a number such that the company, after the acquisition, holds no more than one tenth of all shares in the company.
3. Acquisitions may be made at a price per share within the price interval obtaining on the exchange at the time of the acquisition.
4. Acquisitions shall be made in accordance with the listing agreement in force at that time.
5. The authorisation may be only exercised during the period up to the date of 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 being made in order to determine the terms of staff stock option programmes.

### **Determination of the nomination procedure, item 19**

The Nomination Committee proposes that the principles of the nomination procedure remain unchanged. It is further proposed that these principles apply until further notice. The import of the principles is as follows:

1. The Nomination Committee shall comprise one representative for each of the four biggest shareholders, together with the Chairman of the Board of the company. The names of the Nomination Committee members 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 ownership structure known immediately before the announcement. The Nomination Committee's mandate period lasts until such time as a new Nomination Committee has been appointed. The Chairman of the Nomination Committee shall be the member who represents the biggest shareholder, unless otherwise agreed by the Nomination Committee.
2. If an owner who is represented on the Nomination Committee ceases to be one of the four biggest owners after the announcement, that owner's representative shall make their place on the Committee available and shareholders who are now one of the four biggest shareholders in the company shall be offered places on the company's Nomination Committee. Marginal changes do not, however, have to be taken into account. Owners who appoint representatives to the Nomination Committee are entitled to remove such representatives from office and appoint new representatives. Changes to the makeup of the Nomination Committee shall be made public.
3. The Nomination Committee shall draw up proposals on the following issues for resolution at the Annual General Meeting:
  - a) nomination of a Chairman of the Meeting,
  - b) nominations to the Board of Directors,
  - c) nomination of a Chairman of the Board,
  - d) proposals regarding Directors' fees, broken down between the Chairman and other Members of the Board, together with any remuneration for Committee work,
  - e) nominations of auditors,
  - f) proposals regarding the fees payable to the company's auditors, and
  - g) any proposals regarding changes to procedure for the appointment of the Nomination Committee.
4. The company shall be liable for reasonable costs deemed necessary by the Nomination Committee in enabling the Nomination Committee to fulfil its mandate.

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

The term, group management, refers to the Managing Director and an additional six people who hold senior executive positions within the Group. Under the terms of the Board's proposal, which corresponds to remuneration principles in previous years, the group management's salary shall comprise a fixed salary and performance-related pay. The performance-related pay shall be payable for performances that exceed those normally expected. Members of the group management have, via arm's length transactions, acquired warrants in accordance with the staff stock option programme approved by the Annual General Meeting held on 14 April 2011. The total remuneration package for members of the group management shall be competitive.

### **Provision of documents**

The annual account documents, the audit report in accordance with the provisions of chapt. 8, §54 of the Swedish Companies Act, the Board's full proposals as presented above, and the Board's statement with regard to the proposed dividend and proposal that the Board be authorised to acquire the company's own shares, will be made available at the company's offices no later than from Tuesday, 8 April 2014 and will be sent out to those shareholders who have notified the company that they wish to receive such information from the company. All of these documents will also, as of the same date, be available on the company's website, [www.avanza.se](http://www.avanza.se).

### **Details of the number of shares and votes and of the company's holdings of its own shares**

The total number of shares and votes in the company on the date of issue for this convening notice was 28,873,747. All shares issued are ordinary shares. The company has bought back none of its own shares.

### **Shareholders' right to request information**

The Board of Directors and the Managing Director shall, if so requested by any shareholder and if, in the opinion of the Board, it may be done without causing material damage to the company, supply details at the Annual General Meeting of circumstances that may impact the appraisal of an item on the agenda and of circumstances that may impact the evaluation of the bank's financial position. This duty of disclosure also includes the relationship between the company and other Group companies, the consolidated accounts, and any circumstances as referred to in the first sentence of this section with regard to subsidiary companies.

Stockholm, March 2014

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