

**The nomination committee's work and explanatory statement and proposals
to the annual general meeting 2025**

The nomination committee

Six months prior to the annual general meeting 2025, a nomination committee was appointed with representatives of the four largest shareholders wishing to appoint a representative, in accordance with the procedure adopted by the annual general meeting of Avanza Bank Holding AB (publ) (Avanza).

These owners have decided that the nomination committee shall consist of the chairman of the board of directors, Sven Hagströmer representing the Hagströmer family with companies, Erik Törnberg representing Creades AB, Dick Bergqvist representing AMF – Tjänstepensioner och Fonder and Magnus Dybeck representing Sten Dybeck with family and companies. Erik Törnberg has been appointed as chairman of the nomination committee. During the year of 2024, the nomination committee had four meetings and has also maintained regular contact.

The nomination committee presents the following proposals to Avanza's annual general meeting:

The election of chairman of the board of directors, deputy chairman of the board of directors and members of the company's board of directors

The nomination committee has made an evaluation of the board, which the proposals are based upon. The nomination committee has also received a report on how the work of the board of directors has been conducted, provided by the chairman of the board of directors, and the company's CEO has been interviewed. The size and composition of the board of directors, based on for example industry experience, competence and gender balance, have been up for discussion. The nomination committee has a positive perception of the board members' competence and commitment, and considers the board members to complement each other well.

In the light of the aforementioned, the nomination committee proposes that the composition of the board shall remain the same. Thus, the nomination committee proposes re-election of the current members of the board: Magnus Dybeck, Julia Haglind, Jonas Hagströmer, Sven Hagströmer, John Hedberg, Linda Hellström, Johan Roos, Leemon Wu and Lisa Åberg.

The nomination committee proposes that the board of directors shall consist of nine (9) members.

It is proposed that Sven Hagströmer shall continue as chairman of the board of directors. It is proposed that John Hedberg shall continue as a deputy chairman of the board of directors.

The proposal regarding the composition of the board of directors of Avanza complies with the rules regarding independence pursuant to the Swedish Code of Corporate Governance (the Code).

	<i>Independent in relation to the company and the management:</i>	<i>Independent in relation to the company's major shareholders:</i>
Magnus Dybeck	Yes	Yes
Julia Haglind	Yes	Yes
Jonas Hagströmer	Yes	No

TRANSLATION

Sven Hagströmer	Yes	No
John Hedberg	Yes	No
Linda Hellström	Yes	Yes
Johan Roos	Yes	Yes
Leemon Wu	Yes	Yes
Lisa Åberg	Yes	Yes

The nomination committee has also assessed the board members' probity and suitability as board members of Avanza and has also considered how they complement each other in respect of the overall competence of the board of directors.

Proposal of remuneration for the board of directors

Prior to the 2021 annual general meeting, 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 board 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 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 2025 annual 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 or 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 over 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 60,000 (58,000) to member of the company's IT committee. This means an increase in remuneration for the committees by 3 % or just over 3 %.

TRANSLATION

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.

Proposed auditor

The nomination committee proposes that the general meeting re-elects KPMG as the company's auditor for the period until the conclusion of the annual general meeting 2026. KPMG has declared that if the annual 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.

Proposed remuneration for the auditor

Remuneration to the auditor is proposed to be paid according to approved account.

Chairman of the annual general meeting

The nomination committee proposes that Sven Hagströmer is appointed as chairman of the annual general meeting.

**Explanatory statement regarding the nomination committee's proposal of board of director
to the annual general meeting 2025**

In accordance with the assessment of the board of directors made by the nomination committee, the current board of directors is well-functioning and cohesive. The nomination committee considers the proposed board of directors, with regard to the company's operations, financial position and other conditions, to be appropriately composed in order to meet the requirements in relation to the company's business. The nomination committee has specifically considered the company's strategic development, governance, control and the requirements that these factors entail on the board of directors' competence and composition. The nomination committee has strived for a good gender balance among the members elected by the annual general meeting. It is proposed that the board of directors shall consist of five men and four women. This entails that the share of women on the board of directors achieves the ambition of the Swedish Corporate Governance Board. The nomination committee has applied rule 4.1 of the Swedish Code of Corporate Governance as diversity policy when preparing the proposal regarding the board of directors.

In the light of the above-mentioned, the nomination committee has proposed that the composition of the board should remain the same. Thus, the nomination committee has proposed re-election of the current members: Magnus Dybeck, Julia Haglind, Jonas Hagströmer, Sven Hagströmer, John Hedberg, Linda Hellström, Johan Roos, Leemon Wu and Lisa Åberg.

All of the proposed board members are considered to be independent in relation to the company and the management. Six of the board members who are independent in relation to the company and the management are also independent in relation to the company's major shareholders. These are Magnus Dybeck, Julia Haglind, Linda Hellström, Johan Roos, Leemon Wu and Lisa Åberg. The proposal of composition of the board of directors in the company is in accordance with the rules regarding independence pursuant to the Swedish Code of Corporate Governance.

Stockholm in March 2025

The nomination committee of Avanza Bank Holding AB (publ)