

THE BOARD OF DIRECTORS' PROPOSAL

Regarding the issue of warrants intended for incentive programmes, item 17 a-c on the agenda

The Board of Directors of Avanza Bank Holding AB (publ.) ("the Company") proposes, with a view to retaining and recruiting skilled and committed personnel, that the Annual General Meeting, in a waiver from the shareholders' preferential rights, approve the issue of a maximum total of 1,350,000 warrants. The warrants shall be subdivided into three discrete sub-programs (sub-programs 1-3) comprising a maximum of 450,000 warrants each. The three sub-programs each comprise part of the same incentive program and it is, therefore, proposed that the three resolutions be mutually dependent.

Upon full exercise of all of the warrants entailed by the Board of Directors' proposal (1,350,000 warrants), the Company's share capital will increase by a maximum of SEK 3,375,000 distributed among 1,350,000 shares, each with a nominal value of 2.5, 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.

The justification for the waiver from the shareholders' preferential rights is that the warrants comprise an incentive programme for individuals who are, or will be, employed by the Company or its subsidiaries. The Board of Directors is of the opinion that the Company should promote the Company's long-term financial interests by encouraging employees to take a proprietary share in the Company.

The CEO is authorised to make any minor adjustments to the resolutions that may be required in conjunction with registration with the Swedish Companies Registration Office.

Sub-program 1

- The Company shall issue a maximum of 450,000 warrants.
- The right to subscribe for the warrants shall accrue to the subsidiary company, Avanza Förvaltning AB ("the Subsidiary company") together with the right and the obligation to transfer the warrants on market terms to individuals who are, or will be, employed by the Company or any of its subsidiary companies in accordance with the allocation principles set forth below:

Category	Min. allocation upon subscription	Max. subscription and allocation
CEO of the Parent Company	5,000	50,000
Other members of the Group management and Claes Hemberg	2,500	25,000
Other managers and specialists	400	8,000
Other employees	200	1,500

Those individuals entitled to acquire the warrants shall submit details of the number of warrants that they wish to acquire and will, upon allocation, always receive a minimum of the number set forth in the table above as the minimum amount they may acquire. The maximum allocation cannot, however, be guaranteed.

Final allocation shall be determined by the Board of Directors of the Company within the frameworks set forth above.

- The warrants for all sub-programs shall be subscribed for by the Subsidiary company no later than 18 August 2017. The Subsidiary company shall make no payment for the warrants.
- The Annual General Meeting approves the transfer by the Subsidiary company of the warrants in the manner set forth above.
- The value of the warrants upon transfer from the Subsidiary company shall be determined at market rates using generally accepted valuation models (Black & Scholes). The valuation shall be carried out by the Board of Directors.
- Every warrant shall grant entitlement to subscribe for one (1) new ordinary share in the Company at an exercise price corresponding to an amount totalling 120 per cent 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) on 25 August 2017. 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 share's nominal value.
- Subscription for shares in accordance with the terms and conditions for the warrants may occur from 26 August 2020 to 30 August 2020, inclusive.
- The new shares grant entitlement to receive a dividend from the financial year when they are entered in the Company's Register of Shareholders on the record date for entitlement to receive a dividend.
- All other terms and conditions for the warrants are set forth in [Appendix A](#).
- Upon full exercise of all 450,000 warrants, the Company's share capital will increase by a maximum total of SEK 1,125,000 distributed among 450,000 shares, each with a nominal value of 2.5 and corresponding to a maximum dilution effect of 1.5 %.

Sub-program 2

The terms and conditions for the 450,000 warrants proposed for issue in sub-program 2 are identical to the terms and conditions for the warrants in sub-program 1, other than in the following respects:

- Every warrant shall grant entitlement to subscribe for one (1) new ordinary share in the Company at an exercise price corresponding to an amount totalling 120 per cent 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 OMX Stockholm) on 24 August 2018. The weighted average shall be calculated for all auto matched trades and all trades in the opening and closing call, regardless of size.
- Subscription for shares in accordance with the terms and conditions for the warrants may occur from 25 August 2021 to 31 August 2021, inclusive.

Sub-program 3

The terms and conditions for the 450,000 warrants proposed for issue in sub-program 3 are identical to the terms and conditions for the warrants in sub-programs 1 and 2, other than in the following respects:

- Every warrant shall grant entitlement to subscribe for one (1) new ordinary share in the Company at an exercise price corresponding to an amount totalling 120 per cent 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 OMX Stockholm) on 23 August 2019. The weighted average shall be calculated for all auto matched trades and all trades in the opening and closing call, regardless of size.
- Subscription for shares in accordance with the terms and conditions for the warrants may occur from 24 August 2022 to 30 August 2022, inclusive.

Majority requirement

A resolution in accordance with the above requires the Meeting's resolution to be supported by shareholders representing a minimum of nine tenths of both the votes cast and the shares represented at the Meeting.

Stockholm, February 2017
The Board of Directors of Avanza Bank Holding AB (publ.)