

THE NOMINATION COMMITTEE PROPOSAL

for the nomination procedure, item 19 on the agenda

The Nomination Committee proposes a nomination procedure that accords with the same principles as those previously applied. 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.

Stockholm, February 2017
The Nomination Committee of Avanza Bank Holding AB (publ.)