

**THE NOMINATION COMMITTEE PROPOSAL**

**of the nomination procedure, item 21 on the agenda**

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The nomination committee proposes a nomination procedure in accordance with the same principles as previous applied. It is proposed that these principles shall be applied until further notice. The principles are the following:

1. The nomination committee shall contain of one (1) representative of each of the four (4) largest shareholders along 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 mandate period of the nomination committee is extended 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 an owner, represented in the nomination committee, no longer are one of the four largest shareholders after publication has occurred, their representative shall make his or her place on the nomination committee available and the new shareholders who are amongst the four largest shareholders shall be offered a place 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 member and to appoint a new representative. Changes to the composition of the nomination committee shall be announced.
3. The nomination committee shall draw up proposals on the following issues for resolution at the annual general meeting:
  - a) the chairman of the general meeting,
  - b) the board of directors,
  - c) the chairman of the board,
  - d) the remuneration of the board of directors and the composition of 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) Remuneration for the company's auditors, and
  - g) Any proposals regarding changes in 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.

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Stockholm, February 2019

*The nomination committee of Avanza Bank Holding AB (publ.)*