

The shareholders of

**Avanza Bank Holding AB (publ)**

are hereby given notice of the Annual General Meeting to be held on Thursday 31 March 2022, at 3 pm CET, in the Wallenberg Hall at the IVA Conference Centre, Grev Turegatan 16 in Stockholm.

Shareholders who do not wish to attend the annual general meeting, may exercise their voting rights at the annual general meeting by postal voting in advance.

**The right to participate in the general meeting**

Shareholders who wish to participate in the general meeting must

- be recorded in the share register maintained by Euroclear Sweden AB on Wednesday 23 March 2022, and
- no later than on Friday 25 March 2022 either
  - o give notice of their attendance at the general meeting via telephone +46 (0)8 402 90 18, via the company's website [www.avanza.se/ir](http://www.avanza.se/ir), or by post to: Avanza Bank Holding AB, "AGM", c/o Euroclear Sweden AB, Box 191, 101 23 Stockholm, Sweden, or
  - o cast their postal vote in accordance with the instructions set under the heading "Postal voting" below. The postal vote must be received by Euroclear Sweden AB on Friday 25 March 2022, at the latest.

To be entitled to participate in the general meeting, shareholders with nominee-registered shares, through a bank or other nominee, must register their shares in their own name with Euroclear Sweden AB (so-called voting rights registration). Shareholders requesting such registration should notify their nominee well in advance of Wednesday 23 March 2022. Voting rights registration that has been requested by the shareholder at such time that the registration has been completed by the nominee no later than on Friday 25 March 2022 will be taken into account in the preparation of the share register.

**Postal voting**

Shareholders who do not wish to attend the general meeting may choose to exercise their voting rights at the general meeting by voting in advance, so-called postal voting, in accordance with the provisions in the articles of association of Avanza Bank Holding AB. A special form should be used for the postal voting. The postal voting form is available on Avanza's website

<https://investors.avanza.se/en/corporate-governance/agm/annual-general-meeting-2022/>.

A completed and signed postal voting form can be submitted by post to Avanza Bank Holding AB, "AGM", c/o Euroclear Sweden AB, Box 191, 101 23 Stockholm, Sweden or by e-mail to [GeneralMeetingService@euroclear.com](mailto:GeneralMeetingService@euroclear.com). A completed form must be received by Euroclear Sweden AB on Friday 25 March 2022, at the latest. Shareholders may also, on or before Friday 25 March 2022, cast their votes electronically through verification with Swedish BankID via Euroclear Sweden AB's website <https://anmalan.vpc.se/EuroclearProxy>.

The shareholder may not provide any other instructions than marking the response alternatives in the postal voting form. If the shareholder has included special instructions or conditions, or supplemented or amended the pre-printed text, the postal vote will be invalid. Further instructions and terms are set out in the postal voting form and on <https://anmalan.vpc.se/EuroclearProxy>.

If you have any questions, please call +46 (0)8 402 90 18.

### **Proxies**

If a shareholder intends to be represented by proxy at the annual general meeting, such shareholder is asked to submit a power of attorney and other authorisation documents to Avanza Bank Holding AB, "AGM", c/o Euroclear Sweden AB, Box 191, 101 23 Stockholm, Sweden together with the notice of attendance to the general meeting.

If a shareholder submits its postal vote by proxy, a written and dated power of attorney signed by the shareholder must be attached to the postal voting form. If the shareholder is a legal entity, a registration certificate or other authorisation document must be attached to the form.

Power of attorney forms are available on Avanza's website at <https://investors.avanza.se/en/corporate-governance/agm/annual-general-meeting-2022/>.

### **Processing of personal data**

Personal data collected from the share register, the notification to participate in the annual general meeting and information regarding representatives and proxies will be used for registration, preparation of voting register for the annual general meeting and, if applicable, the minutes from the annual general meeting. For information regarding the process of personal data in connection with the annual general meeting please see the integrity policy on Euroclear Sweden AB's website <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

### **Proposed Agenda**

1. Opening of the meeting
2. Appointment of the chairman at the meeting
3. Preparation and approval of the voting register
4. Resolution regarding video recording of the general meeting
5. Approval of the agenda
6. Appointment of one or two persons to attest the minutes
7. Examination of whether the meeting has been duly convened
8. Presentation of the annual report, the auditor's report, the consolidated accounts and the auditor's report for the financial year of 2021
9. Resolution on
  - a. adopting the profit and loss statement and the balance sheet and the consolidated profit and loss statement and balance sheet
  - b. allocation of the company's profit or loss according to the adopted balance sheet, and
  - c. discharge from liability for the directors of the board and the managing director
10. Resolution to amend the articles of association

11. Resolution on the number of directors of the board
12. Approval of the remuneration for the directors of the board
13. Approval of the remuneration for the auditor
14. Appointment of the board of directors
15. Appointment of the chairman of the board of directors
16. Appointment of auditor
17. Resolution on authorization for the board of directors to acquire the company's own shares
18. Approval of remuneration report
19. Closing of the meeting

## **Proposals**

### **Appointment of the chairman at the meeting (item 2)**

The nomination committee consisting of the chairman of the board, Sven Hagströmer representing the Hagströmer family with companies, Erik Törnberg, representing Creades AB, Moritz Sitte, representing Baillie Gifford & Co, and Peter Guve, representing AMF Pension & Fonder, proposes that Sven Hagströmer is elected chairman of the annual general meeting.

### **Preparation and approval of the voting register (item 3)**

The board of directors proposes that the general meeting approves the voting register, which has been established by Euroclear Sweden AB on behalf of the company, on the basis of the general meeting register of shareholders, registered shareholders attending the meeting as well as the postal votes received in due course.

### **Approval of the agenda (item 5)**

The board of directors proposes that the general meeting approves the proposed agenda.

### **Appointment of one or two persons to attest the minutes (item 6)**

The board of directors proposes that the general meeting elects Anders Oscarsson, representing AMF and Leo Gillholm, representing Aktiespararna, to attest the minutes, or if these persons are unavailable, one or two persons proposed by the chairman and who are not board members or employees of the company.

### **Examination of whether the meeting has been duly convened (item 7)**

The board of directors proposes that the general meeting approves that it has been duly convened.

### **Presentation of the annual report, the auditor's report, the consolidated accounts and auditor's report for the financial year of 2021 (item 8)**

The board of directors presents the annual report, the auditor's report, the consolidated accounts and auditor's report for the financial year 2021 to the general meeting. The documents are provided on the company's website [www.avanza.se/ir](http://www.avanza.se/ir).

**Resolution on adopting the profit and loss statement and the balance sheet and the consolidated profit and loss statement and balance sheet (item 9 a)**

The board of directors proposes that the profit and loss statement and the balance sheet and the consolidated profit and loss statement and balance sheet are approved by the general meeting.

**Resolution on allocation of the company's profit or loss according to the adopted balance sheet (item 9 b)**

The board of directors and the managing director propose that the general meeting resolves upon a dividend of SEK 9.20 per share. The proposed record day is on 4 April 2022. Provided that the general meeting resolves in accordance with the proposal of the board of directors and the managing director, the dividend is estimated to be disbursed on 7 April 2022. It is further proposed that the remaining amount of the funds at the disposal of the general meeting shall be carried forward.

It is the board of director's assessment that the dividend appears to be justified taking into consideration the demands with respect to the size of shareholders' equity which are imposed by the nature, scope and risks associated with the operations, and the consolidation, liquidity and the position of the company and the group.

**Resolution on discharge from liability for the directors of the board and the managing director (item 9 c)**

The auditor's recommendation regarding the discharge from liability for the members of the board of directors and the managing director is set out in the auditor's report presented to the general meeting.

The following persons have been board members of the company in 2021: Magnus Dybeck, Catharina Eklöf, Victor Fritzén, Jonas Hagströmer, Sven Hagströmer, Birgitta Klasén (up and until the annual general meeting 2021), Mattias Miksche, Johan Roos, Hans Toll and Leemon Wu.

Rikard Josefson has been the managing director of the company in 2021.

**Resolution to amend the articles of association (item 10)**

By reason of the nomination committee's proposal that the board of directors shall consist of ten (10) board members, the board of directors proposes that the general meeting resolves to amend Section 6 of the articles of association, meaning that the board of directors shall consist of at least five (5) and no more than ten (10) board members elected by the general meeting.

The board of directors also proposes that the annual general meeting resolves to amend Section 1 of the articles of association (Swedish registered version), where "firma" is replaced by "företagsnamn".

**Resolution on the number of directors of the board (item 11)**

The nomination committee proposes that the general meeting resolves that the board of directors, for the period until the next annual general meeting, shall consist of ten (10) board members. The proposal requires that the annual general meeting resolves in accordance with the board of directors' proposal regarding amendment of the articles of association in item 10.

### **Approval of the remuneration for the directors of the board (item 12)**

Prior to last year's 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 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 2022.
- Acquisitions of shares shall be made after the annual general meeting 2022 and before the publication of the interim report for the second quarter of 2022, 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 general meeting a remuneration of SEK 478,000 to each of the board members, with the accompanying recommendation to acquire shares, as set out above. However, Sven Hagströmer, Jonas Hagströmer and Magnus Dybeck last year informed the nomination committee that they waived the increase of the remuneration of 25 %, which followed from last year's requirement to invest in shares and the accompanying recommendation to acquire shares, given that they as major shareholders do not need additional incentives, as well as to restrict the costs for Avanza. Therefore, a remuneration of SEK 383,000 is proposed for each of these three board members.

In addition, it is proposed that remuneration of SEK 234,000 (225,000) shall be paid to the chairman and SEK 104,000 (100,000) to member of the audit, risk and capital committee, SEK 56,500 (54,500) to member of the company's credit committee, SEK 46,000 (44,000) to member of the company's remuneration committee 46,000 (44,000) to member of the company's IT committee.

The increase of these remunerations is 4 %, which is in line with the general salary increase of the company. 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.

### **Approval of remuneration for the auditor (item 13)**

The nomination committee proposes that the remuneration to the auditors is to be paid according to approved account.

### **Appointment of the board of directors and the chairman of the board of directors (item 14 and 15)**

The nomination committee proposes that the general meeting resolves on the re-election of Magnus Dybeck, Catharina Eklöf, Jonas Hagströmer, Sven Hagströmer, Mattias Miksche, Johan Roos, Hans Toll and Leemon Wu, as well as new election of Linda Hellström and Sofia Sundström. Victor Fritzén has declined re-election. Information about the board members is available on the company's website [www.avanza.se/ir](http://www.avanza.se/ir), as well as in the nomination committee's complete report and proposal.

The nomination committee proposes a re-election of Sven Hagströmer as chairman of the board.

The proposal of composition of the board of directors is in accordance with the rules regarding independence pursuant to the Swedish Code of Corporate Governance.

### **Appointment of auditor (item 16)**

The nomination committee proposes that the general meeting re-elects KPMG as the company's auditor for the period until the conclusion of the 2023 annual general meeting. KPMG has declared that if the general meeting resolves in accordance with the proposal, Mårten Asplund will be appointed as auditor in charge. The nomination committee's proposal corresponds with the recommendation of the audit committee.

### **Resolution on authorization for the board of directors to acquire the company's own shares (item 17)**

In order to increase the efficiency of the company's capital usage, the board of directors and the managing director propose that the general meeting authorizes the board of directors to carry out acquisition of the company's own shares in the following manner:

- Acquisitions shall be made on Nasdaq Stockholm.
- Acquisition of shares may only be made so that the shares held by the company at any point in time does not exceed one tenth of the total number of shares in the company.
- Acquisitions may be made at a price per share that is within the stock market price interval for the share at the time.
- Acquisitions shall be made in accordance with the at the time applicable Nasdaq Stockholm regulations.
- The authorisation may be exercised on one or several occasions until the next annual general meeting.
- Acquisitions may not take place during the period when an average price for the company's share is calculated in order to determine the terms of the incentive programs for the company's employees.

### **Approval of remuneration report (item 18)**

The board of directors proposes that the general meeting approves the proposed remuneration report, which is provided on the company's website [www.avanza.se/ir](http://www.avanza.se/ir).

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

The board of directors and the managing director shall, if so requested by a shareholder and, in the opinion of the Board, it can be effected without material harm being caused to the company, provide

information at the general meeting in respect of any circumstances which may affect the assessment of a matter on the agenda or any circumstances which may affect the assessment of the company's financial position. The obligation to provide information also applies to the company's relationship to another group company and the consolidated financial statements as well circumstances regarding subsidiaries.

### **Documents**

The annual report and the auditor's report, the statement by the auditor pursuant to Chapter 8, Section 54 of the Swedish Companies Act, the complete proposals of the board of directors in accordance with the above, and the board of directors' statement regarding the dividend proposed will be available at the company's office no later than on Thursday the 10 March 2022 and will be sent to those shareholders who so request. All documents will also be available, as of the same date, on the company's website [www.avanza.se/ir](http://www.avanza.se/ir).

### **Details of number of shares, votes and holding of own shares**

The total number of shares and votes in the company on the date of issue of this notice was 155,571,758. All shares issued are ordinary shares. The company owns none of its own shares.

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Stockholm in February 2022  
*The Board of Directors of Avanza Bank Holding AB (publ)*