

The shareholders of

**Avanza Bank Holding AB (publ.)**

are hereby given notice of the Extraordinary General Meeting of the company to be held on  
Wednesday, 5 July 2017 at 10.00 (CET)

at Konferens Spårvagnshallarna, Birger Jarlsgatan 57 A, in Stockholm.

**Entitlement to attend the General Meeting**

Shareholders wishing to attend the General Meeting shall, firstly, be entered in the register of shareholders maintained by Euroclear Sweden AB no later than Thursday, 29 June 2017, and secondly, notify of their intention to participate in the General Meeting by email to [bolag@avanza.se](mailto:bolag@avanza.se) or by telephone on +46 (0)8 562 250 02. The company shall receive the said notification no later than Thursday, 29 June 2017.

The notification shall include details of the applicant's name, civic ID no. or company registration number (or equivalent), email address or daytime telephone number, together with the number of shares held, the identity of any assistants accompanying the applicant, and, where relevant, details of representatives or proxies.

Shareholders whose shares are nominee-registered through a bank or other nominee must, in order to be entitled to attend the General Meeting, temporarily re-register their shares in their own name with Euroclear Sweden AB. Shareholders wishing to effect such temporary re-registration must notify their nominee of their wish to do so in good time before 29 June 2017, by which time such re-registration shall have been completed.

**Power of Attorney form**

Any shareholder intending to allow him or herself to be represented by a proxy is requested to submit a power of attorney form and other authorisation documentation to Avanza Bank Holding AB, Att: Bolagsjuridik, Box 1399, SE-111 93 Stockholm, Sweden. The power of attorney form is available on the company's website at [www.avanza.se/ir](http://www.avanza.se/ir) and will be sent, free of charge to the recipient, to any shareholders who request it and provide their postal address or email address.

**Proposal for agenda**

1. Opening of the Meeting
2. Election of the Chairman of the Meeting
3. Preparation and approval of the list of voters
4. Approval of the agenda
5. Election of one or two persons to check the Minutes
6. Determination of whether the Meeting has been duly convened
7. Presentation of documents pursuant to chapter 14 section 8 of the Swedish Companies Act
8. Resolution regarding the issue of warrants for the purposes of an incentive program
9. Closing of the Meeting

## **Proposals**

### **Election of the Chairman of the Meeting, item 2**

The Board of Directors proposes that Sven Hagströmer be appointed to chair the General Meeting.

### **Resolution regarding the issue of warrants for the purposes of an incentive program, item 8**

The Board of Directors proposes, with a view to retaining and recruiting skilled, committed personnel, that the Annual General Meeting approve the issue of a maximum total of 450,000 warrants, waiving from shareholders' preferential rights, each warrant to grant entitlement to subscribe for one (1) ordinary share in the company.

It is proposed that the warrants are issued on, essentially, the following terms:

Avanza Förvaltning AB shall be exclusively entitled to subscribe for the warrants with both the right and the obligation to transfer the warrants at market rates to individuals who are, or will be, employed by Avanza Bank Holding AB or its subsidiaries. The number of warrants that the persons in the respective categories are entitled to acquire is shown in the Board's full proposal, which is made available as described below under the heading regarding provision of documents. The company's Board of Directors shall determine the final allocation of warrants within the framework specified in the proposal. The warrants shall be acquired for payment of a market premium to be determined by the Board of Directors in accordance with generally accepted valuation models.

The Board proposes in connection herewith that the Annual General Meeting approve the subsidiary company's transfer of warrants within the framework of the proposed program.

Every warrant shall grant entitlement to subscribe for one (1) new ordinary share in the company at an issue price corresponding to an amount totalling 130 percent of the weighted average of completed trades on 25 August 2017 in the company's shares in the marketplace in which the company has its primary listing (currently NASDAQ Stockholm). 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 nominal value.

Subscription for shares in accordance with the terms of the program is possible from 26 August 2020 to 30 August 2020.

Upon full exercise of all warrants issued in the program, the company's share capital will increase by a maximum of SEK 1,125,000 distributed among 450,000 shares, corresponding to a dilution effect of one and a half (1.5) percent.

### **Provision of documents**

The Board's full proposal as presented above and documents pursuant to chapter 14 section 8 of the Swedish Companies Act, will be made available from the company's offices no later than Wednesday, 14 June 2017 and will be sent to those shareholders who have notified the company that they wish

to receive such information from the company. All documents will also be available, as of the same date, on the company's website at, [www.avanza.se/ir](http://www.avanza.se/ir).

**Details of the number of shares and votes and of holdings of the company's own shares held**

The total number of shares and votes in the company on the date of issue of this convening notice was 29,838,922. All shares issued are ordinary shares. The company owns none of its own shares.

**Shareholders' entitlement to request information**

The Board of Directors and the CEO 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, disclose information at the General Meeting with regard to circumstances that can influence the assessment of an item on the agenda.

Stockholm, June 2017

*The Board of Directors of Avanza Bank Holding AB (publ.)*