

## **REPORT OF THE BOARD OF DIRECTORS**

### **regarding the Remuneration Committee's assessment of remuneration to the company's management**

The Board of Directors has appointed a Remuneration Committee comprised of Sven Hagströmer, Anders Ellsell and Jacqueline Winberg. The members of the Committee are independent of Avanza Bank Holding AB (publ) and the company's management.

The Board of Directors has established a Remuneration Policy stipulating the manner in which the company should design its remuneration system so that the system encourages good performance, discourages excessive risk-taking and follows the applicable rules and regulations. On behalf of the Board of Directors, the Remuneration Committee is to monitor and evaluate the ongoing and, during the year, completed programs for variable remuneration to be paid to the company's management, and is to monitor and evaluate the implementation of the guidelines for remuneration to the company's management which the Annual General Meeting is legally obliged to resolve upon, and of the applicable remuneration structures and levels of the company. The Remuneration Committee is also responsible for preparing the Board of Director's decisions on issues concerning remuneration policies, remuneration and other terms of employment for the company's management.

The Remuneration Committee has evaluated the CEO's performance in 2012 and established fixed and variable remuneration for the CEO and prepared the Board of Director's decision on the additional remuneration for the company's management. In addition, the Remuneration Committee has reviewed guidelines for remuneration to the executive management, adopted by the 2012 AGM. The Remuneration Committee has also reviewed the company's remuneration structure and levels of remuneration, including the company's incentive programs.

The Committee has found that the guidelines for remuneration to management have been complied with during the year and that the company's remuneration structure and levels are competitive and effective. The company's incentive program with warrants is offered to all personnel in Avanza Bank Group. The Remuneration Committee considers that the results are satisfactory, concluding that the incentive program is appreciated by the personnel.

Stockholm, March 2013

The Board of Directors in Avanza Bank Holding AB (publ)