

The shareholders of

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

are hereby given notice that the Extraordinary General Meeting of the company is convened to be held on

Friday, 13 June 2014 at 10.00 (CET)

at the company's premises on Regeringsgatan 103, Stockholm, Sweden.

**Entitlement to participate in the General Meeting**

Shareholders wishing to participate in the General Meeting shall not only be listed in the register of shareholders maintained by Euroclear Sweden AB no later than Thursday, 5 June 2014, but shall also notify the company of their intention to attend the General Meeting by means of an email sent to [bolag@avanza.se](mailto:bolag@avanza.se) or a telephone call to +46 (0)8 562 250 02. The company shall receive such notifications of intent no later than Monday, 9 June 2014.

The notification shall include the applicant's name, civic ID no. or corporate ID no., email address or daytime telephone number, details of the number of shares held, and of any accompanying assistants.

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 re-registration must notify their nominee thereof well in advance of 5 June 2014, by which time such re-registration must have occurred.

**Power of attorney form**

Shareholders intending to allow themselves to be represented by a proxy are requested to submit a power of attorney and other authorisation documents to the following address: Avanza Bank Holding AB, Bolagsjuridik, Box 1399, SE-111 93 Stockholm, Sweden. A power of attorney form can be downloaded from the company's website, [www.avanza.se](http://www.avanza.se), and can also be sent, free of charge, to any shareholders who request it and who submit their postal address or email address.

**Draft agenda**

1. Opening the Meeting
2. Election of the Chairman of the Meeting
3. Drawing up and approval of the list of voters
4. Approval of the draft agenda
5. Election of one or two persons to keep 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 intended for incentive programmes, divided up into three subsidiary programmes:

- a) subsidiary programme 1
- b) subsidiary programme 2
- c) subsidiary programme 3

## 9. Closing the Meeting

### Proposals

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

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

#### **Resolution regarding the issue of warrants intended for incentive programmes, item 8 a-c**

The Board of Directors proposes, in order to ensure the company's ability to retain and recruit skilled and committed personnel, that the General Meeting approve the issue, in what constitutes a deviation from the shareholders' preferential rights, of a maximum total of 1,470,000 warrants, each of which shall grant entitlement to subscribe for one (1) ordinary share in the company. The warrants will be issued in three discrete series (hereinafter referred to as subsidiary programmes 1, 2 and 3). The three subsidiary programmes comprise parts of a single incentive programme and it is proposed, therefore, that the resolutions in accordance with items a-c on the agenda be mutually dependent.

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

A maximum of 490,000 warrants shall be issued in every subsidiary programme.

Entitlement to subscribe for the warrants will only be granted to Avanza Förvaltning AB with the right and obligation to transfer the warrants to existing or future employees of Avanza Bank Holding AB or its subsidiaries. The number of warrants that persons within the respective categories are entitled to acquire is shown in the full version of the Board's proposal, which is available as described below. The company's Board of Directors shall decide on the final allocation within the framework presented in the proposal. Maximum allocation cannot be guaranteed. The warrants will be acquired in return for payment of an arm's length premium to be determined by the Board in accordance with customary calculation models.

The Board of Directors proposes, in conjunction herewith, that the General Meeting approve the transfer of warrants by the subsidiary company within the framework of the proposed subsidiary programmes.

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 120 per cent of the weighted average of transactions in the company's shares completed in the marketplace in which the company has its primary listing (currently NASDAQ OMX Stockholm). The weighted average shall be calculated for all auto-matched transactions and all transactions in opening and closing calls, irrespective of size. The issue price shall, however, at a minimum, be an amount that corresponds to the share's nominal value. The issue price for shares subscribed for under subsidiary programmes 1, 2 and 3 shall be calculated on the basis of the prices on 25 August 2014, 25 August 2015, and 25 August 2016, respectively.

Subscription for shares in accordance with the terms for subsidiary programmes 1, 2 and 3 may, respectively, occur between 25 August 2017 and 1 September 2017, 27 August 2018 and 3 September 2018, and 26 August 2019 and 2 September 2019, inclusive.

The company's share capital will, in conjunction with full exercise of the warrants issued as part of subsidiary programmes 1-3, increase by a maximum of SEK 3,675,000, divided between 1,470,000 shares, corresponding to a dilution effect of approximately five per cent (5%).

#### **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 at the company's offices no later than Friday, 23 May 2014 and will be sent out to those shareholders who have notified the company that they wish to receive such information from the company. All of these documents will also, as of the same date, be available on the company's website, [www.avanza.se](http://www.avanza.se).

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

The total number of shares and votes in the company on the date of issue for this convening notice was 28,873,747. All shares issued are ordinary shares. The company has bought back none of its own shares.

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

The Board of Directors and the Managing Director shall, if so requested by any shareholder and if, in the opinion of the Board, it may be done without causing material damage to the company, supply details at the General Meeting of circumstances that may impact the appraisal of an item on the agenda.

Stockholm, May 2014

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