

Summary from the Annual General Meeting 2018 of TF Bank

TF Bank AB (publ) held its Annual General Meeting on 2 May 2018. The Annual General Meeting resolved in accordance with all proposals of the Board and the Nomination Committee.

At the Annual General Meeting of TF Bank (publ) on Wednesday 2 May 2018 it was resolved, in accordance with the proposal from the Board of Directors, that a dividend for the fiscal year of 2017 shall be paid to the shareholders of SEK 2,25 per share. The record date was set as 4 May 2018. The dividend payment is made through Euroclear Sweden AB and is expected to take place on 9 May 2017. The balance sheets and income statements for the fiscal year 2017 was adopted and the CEO and the Board of Directors were discharged from liability for the fiscal year 2017.

The Annual General Meeting resolved, for the period up to the end of the next Annual General Meeting, to re-elect Bertil Larsson, Mattias Carlsson, John Brehmer, Mari Thjømøe, Tone Bjørnov and Charlotta Björnberg Paul as members of the Board of Directors. Mari Thjømøe was newly elected as Chairman of the Board.

The Annual General Meeting resolved on the following fees to the Board of Directors: SEK 600,000 to the Chairman of the Board of Directors, SEK 300,000 to Board members not employed by the bank, SEK 100,000 to the Chairman of the audit committee of the Board of Directors and SEK 50,000 to other members of the audit committee.

The Annual General Meeting resolved, as before, that the auditors' fee shall be paid against approved account. Furthermore, the Annual General Meeting resolved to re-elect PricewaterhouseCoopers AB as the registered auditing firm, with Authorized Public Accountant Martin By as auditor-in-charge, for the period until the end of the Annual General Meeting 2019.

The Annual General Meeting resolved on guidelines for adopting instructions to the Nomination Committee in accordance with the Nomination Committee's proposal.

The Annual General Meeting resolved on the guidelines for remuneration of the Executive Management in accordance with the proposal from the Board of Directors.

the Annual General Meeting resolves to authorize the Board, on one or more occasions, to decide on new share issues, with or without deviation from shareholders' preferential rights, until the next Annual General Meeting. If the Board of Directors decides to issue new shares with deviation from the shareholders' preferential rights, the reason for this shall be to provide the company with new owners of strategic importance to the company or in order to implement an acquisition agreement, or alternatively to procure capital for such acquisitions. The number of shares issued pursuant to the authorization may not exceed an increase of twenty (20) percent of the share capital based on the share capital of the company at the time of the Annual General Meeting.

The Annual General Meeting resolved to adopt the warrants program 2018: 1 and hence a) a directed issue of no more than 1,372,340 warrants, which means an increase in the share capital at full utilization by no more than SEK 6,861,700; and b) approval of the transfer of warrants, according to the terms of the proposal in the notice.



The Annual General Meeting resolved to authorize the Board of Directors, to decide on the acquisition and transfer of own shares on or outside Nasdaq Stockholm or in accordance with an offer made to all shareholders. The authorization may be exercised on one or more occasions until the Annual General Meeting 2019. A maximum of so many shares may be acquired that the company's holdings, including shares that have otherwise been acquired and held, will not exceed five (5) percent of all shares in the company. Transfer in accordance with the authorization may be made of all own shares held by the company at the time of the Board's decision.

At a statutory meeting held in connection with the Annual General Meeting Tone Bjørnov, John Bremer and Mari Thjømmøe were elected members of the Audit Committee, with Tone Bjørnov as Chairman of the Audit committee. All members of the Board constitute the Remuneration Committee.

TF Bank AB (publ)
Board of Directors

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TF Bank in brief

TF Bank is an internet-based niche bank offering consumer banking services through its proprietary IT-platform with a high degree of automation. The company's IT-platform is designed for scalability and adaptation to different products, countries, currencies and digital banking solutions. TF Bank carries out deposit and lending activities with consumers in Sweden, Finland, Norway, Denmark, Poland, Germany, Estonia and Latvia through subsidiary, branch or cross-border banking. The business is divided into two segments: Consumer Lending and Ecommerce Solutions. TF Bank is listed at Nasdaq Stockholm since 2016. Read more at www.tfbankgroup.com.