

Notice of Annual General Meeting in TF Bank AB (publ)

Shareholders of TF Bank AB (publ) are hereby notified of the Annual General Meeting.

Time: Wednesday 2 May 2018 at 4 p.m. (CET).

Place: Roschier Advokatbyrå, Brunkebergstorg 2 in Stockholm.

Shareholders are welcome from 3.30 p.m. (CET). Light refreshments will be served before the meeting. In connection to the CEO's speech, there will be an opportunity for you as a shareholder to ask questions to the management of TF Bank.

Registration etc.

Shareholders who wish to attend the Annual General Meeting shall be recorded in the share register kept by Euroclear Sweden AB ("Euroclear") on 25 April 2017 (the "Record Date") and give notice of attendance to the company no later than 25 April 2017.

Notification can be sent:

- via letter to TF Bank AB, "Annual General Meeting", Box 947, 501 10 Borås, or
- via e-mail to ir@tfbank.se

The notification shall include name, personal identification number/corporate registration number, address, telephone number, number of shares and attending assistants, if any (maximum of two).

Proxy etc.

If participation is to be based on proxy, the necessary documents of authorization, such as a written, time stamped power of attorney must be available at the meeting. However, such documents of authorization should be sent to the bank at the address above, well in advance before the meeting and preferably before 25 April 2017. On the website <https://www.tfbankgroup.com/en/annual-general-meeting-2018/>, you will find an available form for notifying power of attorney.

Shares registered in the name of a trustee

Shareholders whose shares are registered in the name of a trustee must, in order to have the right to attend the Annual General Meeting, have the shares registered temporarily in their own name. Shareholders who wish to make such registration must inform their trustee well in advance before 25 April 2017, since such registration must be completed no later than that in Euroclear.

Personal information

Personal information obtained from the share register kept by Euroclear, notification of attendance of the Annual General Meeting and information regarding proxies and assistants will only be used for registration, establishing the voting list for the Annual General Meeting and, in occurring cases, the minutes of the meeting.

Proposed agenda

1. Opening of the meeting and speech by the Chairman of the Board of Directors
2. Election of Chairman of the meeting
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Election of two persons to verify the minutes
6. Determination of whether the meeting has been duly convened
7.
 - a) Presentation of the annual report as well as the consolidated accounts for the financial year 2017
 - b) Presentation of the auditor's report as well as the auditor's report on the consolidated accounts for the financial year 2017
 - c) Speech by the Chief Executive Officer
8. Adoption of the income statement and balance sheet as well as of the consolidated income statement and consolidated balance sheet

9. Resolution regarding distribution of profits according to the adopted balance sheet and determination of the record date for dividend
10. Discharge of liability for the Board of Directors and the CEO
11. Determination of number of members of the Board of Directors
12. Determination of fees payable to the Board of Directors and the auditor
13. Election of the members of the Board of Directors and determination of Chairman of the Board
14. Election of auditor
15. Resolution to adopt instructions for the Nomination Committee
16. Resolution on the guidelines for remuneration of the executive management
17. Resolution on authorization for the Board of Directors to resolve on new share issues, with or without the shareholders' preferential rights
18. Resolution on the adoption of warrants program 2018:1
 - a) New issue of warrants
 - b) Approval of transfer of warrants
19. Resolution on authorization for the Board of Directors to resolve on acquisition and transfer of own shares
20. Closing of the meeting

Resolution proposals from the Board of Directors and the Nomination Committee

Item 2; Election of Chairman of the meeting

The Nomination Committee propose that attorney Ola Åhman is elected Chairman of the Annual General Meeting.

Item 9; Resolution regarding distribution of profits according to the adopted balance sheet and determination of the record date for dividend.

The Board of Directors proposes that of the 389,710 TSEK at the disposal of the Annual General Meeting, a dividend of 48,375 TSEK to the shareholders shall be made and that the rest, 341,335 TSEK, will be balanced into new accounts. The proposed dividend is 2.25 SEK per share. 4 May 2017 is proposed as record date for receipt of dividend. With this record date it is expected that the dividend will be paid on 9 May 2017.

Item 10; Resolution on discharge of liability of the Board members and the CEO

The auditor recommends discharge.

Item 11; Determination of number of members of the Board of Directors

The Nomination Committee propose that the Board of Directors shall consist of six (6) members

Item 12; Determination of fees payable to the Board of Directors and the auditor

The Nomination Committee propose, for the period up to the end of the next Annual General Meeting, compensation on an annual basis according to the following:

- Chairman of the Board of Directors: 600,000 SEK,
- Board members not employed by the bank: 300,000 SEK,
- Chairman of the audit committee of the Board of Directors: 100,000 SEK,
- Other members of the audit committee: 50,000 SEK.

The Nomination Committee propose that no compensation should be payable to board members who receive salary from the company.

Furthermore, it is proposed that the members of the Board of Directors' fee can, after a separate agreement between a board member and TF Bank, if fiscal conditions are allow, be invoiced by a company.

The Nomination Committee propose that the auditor fees be paid against approved invoice.

Item 13; Election of members of the Board of Directors and Chairman of the Board of Directors

The Nomination Committee propose, for the period up to the end of the next Annual General Meeting, re-election of Mattias Carlsson, John Brehmer, Bertil Larsson, Tone Bjørnov, Charlotta Björnberg-Paul and Mari Thjøømøe.

The Nomination Committee propose new election of Mari Thjøømøe for Chairman of the Board of Directors for the period up to the end of the next Annual General Meeting.

The proposed composition of the Board of Directors is in line with the rules of the Swedish Corporate Governance Code with regard to the independence requirement. With the exception of John Brehmer, all members of the Board of Directors are independent in relation to the main shareholders. Furthermore, all members of the Board of Directors, except Mattias Carlsson, are independent in relation to the Company and the management.

Item 14; Election of auditor

The Nomination Committee propose re-election of the registered auditing company PricewaterhouseCoopers AB, with Authorized Public Accountant Martin By as auditor-in-charge, as auditor until for the period up to the end of the next Annual General Meeting in 2019.

Item 15; Resolution to adopt instructions for the Nomination Committee

It is proposed that the company adopts rules for nominating the Nomination Committee. These rules shall apply until a resolution regarding changing the procedure for nominating the Nomination Committee is taken by the general meeting.

The Nomination Committee proposes:

1. That the company shall have a Nomination Committee consisting of representatives of each of the three, with regard to the number of votes, largest shareholders or shareholder groups in accordance with item 2 below, who wishes to appoint a representative, along with the Chairman of the Board of Directors. The names of the three shareholder representatives and the names of the shareholders they represent shall be announced no later than six months before the Annual General Meeting. The mandate of the Nomination Committee shall apply until a new Nomination Committee is elected. The Chairman of the Nomination Committee shall be the member representing the largest shareholder with regard to the number of votes, unless the members of the Committee decide otherwise.
2. That the Nomination Committee shall be formed based on the shareholder statistics from Euroclear as per the last banking day in August the year before the Annual General Meeting and on all other reliable ownership information that has been provided to the company at this point of time. In the assessment of the three largest shareholders a group of shareholders shall be regarded as one owner provided that they (i) have been grouped together in the Euroclear system, or (ii) have made public and notified the company in writing that they have agreed in writing to have a long-term unified conduct regarding the management of the company through coordinating the use of their voting rights. If a shareholder who gets the inquiry of participating in the Nomination Committee declines, the inquiry shall pass on to the next shareholder who is in line, based on the information as set out above.
3. That, if prior than two months before the Annual General Meeting, one or more shareholders who have been appointed members of the Nomination Committee cease to belong to the three shareholders controlling the largest number of votes, said members shall make their seats available and the shareholder(s) that currently is among the three largest shareholders shall, after having contact with the Chairman of the Nomination Committee, have the right to appoint its own member of the Nomination Committee.

A shareholder who has become one of the three largest shareholders later than two months before the Annual General Meeting shall, instead of having the right to appoint a member of the Nomination Committee, have the right to appoint a representative that shall be co-opted to the Nomination Committee.

A shareholder who has appointed a member of the Nomination Committee, has the right to dismiss its appointed member and appoint a new member of the Nomination Committee. Changes of the composition of the Nomination Committee shall be made public as soon as such changes have taken place.

4. That the Nomination Committee shall present the following proposals for resolutions at the Annual General Meeting:
 - a) proposal for Chairman of the Annual General Meeting;
 - b) proposal for members of the Board of Directors;
 - c) proposal for Chairman of the Board of Directors;
 - d) proposal for remuneration to the members of the Board of Directors,

distinguishing between the Chairman of the Board of Directors and other members of the Board of Directors and remuneration for committee work;

- e) proposal for auditor; and
- f) proposal for remuneration to the auditor.

5. That the Nomination Committee shall in connection with its assignment perform its duties in accordance with the Swedish Corporate Governance Code and the company shall, upon request of the Nomination Committee, provide the Nomination Committee with personnel resources such as secretarial services in order to facilitate the Nomination Committee work. If necessary the company shall also assist the Nomination Committee with reasonable costs for external consultancy services deemed necessary by the Nomination Committee to be able to fulfil its assignment.

Item 16; Resolution on the guidelines for remuneration of the executive management

The Board of Directors proposes to resolve on the following guidelines for remuneration to the executive management. Executive management comprises of the CEO of the bank and the directors reporting to the CEO and which are also a part of the Group Management.

The remuneration and other terms of employment of the executive management of the bank are to be designed in such a way that they (i) are in accordance with and promotes an effective risk management and discourages excessive risk-taking and (ii) secures the ability to attract and retain competence required at a cost appropriate to the company and that they have the intended effects for the company's operations. The guidelines, which apply until the next Annual General Meeting, shall be applied with regards to every commitment and change of the remuneration. The Board of Directors shall decide on the terms of remuneration, and may depart from the guidelines, if there is a valid reason in a specific case.

The total remuneration can consist of fixed salary, pensions, variable remuneration and other economic benefits. There is to be an appropriate balance between fixed and variable compensation, and variable compensation shall be linked to pre-determined and measurable performance criteria, aimed at promoting the company's long-term value creation. All members of the executive management shall receive basic salary and may have the right to both financial benefits which are available to all employees and other financial benefits. Pension benefits shall generally emanate in accordance with the rules, collective agreements and common practice in the country in which the executive is residing. Pension benefits can be pre-determined in accordance with collective agreement and/or premium based benefits and are impossible to invalidate once earned. The Board of Directors shall cap the remuneration which entails pension. If the bank terminates the employment, the salary may be paid under a notice period of 6-12 months. In addition, severance pay may emanate during 6-12 months. Variable remuneration can be emanated in the form of shares, and there shall be a limit to the maximum result. Payment of variable remuneration shall be postponed and be made conditional to the fact that the criteria on which the remuneration is based was shown to be sustainable in the long-term and the Groups position has not declined substantially. If the conditions for payment are not met, the remuneration shall be withheld wholly or partially. The essential conditions for incentive programs shall be decided by a shareholders' meeting.

Item 17, Resolution on authorization for the Board of Directors to resolve on new share issues, with or without the shareholders' preferential rights

The Board of Directors proposes that 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 2018.

Item 18, Resolution on the adoption of warrants program 2018:1

a) Issue of warrants

The Board proposes that the Annual General Meeting resolves on 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. In addition, the following conditions apply to the decision:

1. The right to subscribe for the warrants shall, with the exception of shareholders' preferential rights, accrue to the wholly owned subsidiary Avarda AB (556986-5560) ("Subsidiary"), with the right and obligation to transfer the warrants to employees as described below.
2. Oversubscription cannot be done

3. The reasons for deviation from shareholders' preferential rights are to introduce an incentive program whereby employees through a separate investment will participate and promote a positive value development of the company's share during the period covered by the proposed program, and that the Company should be able to retain and recruit competent and committed staff.
4. The warrants shall be issued free of charge.
5. Subscription of the warrants shall be made no later than the day following the annual general meeting.
6. The Board of Directors is entitled to extend the subscription period.
7. Each warrant entitles the holder to subscribe for one share in the Company. The subscription of shares under the warrants may take place between 14 May 2021 and 13 June 2021.
8. The subscription price per share shall correspond to 157 per cent of the volume weighted average price according to the Nasdaq OMX Stockholm official stock list for the share during the five trading days following the record date of the dividend decided at the Annual General Meeting 2018. The record date is proposed to May 3, 2018, which means that the said period five business days closest to the record date will be May 4, 2018 through May 11, 2018.
9. The shares subscribed on the basis of the warrants shall entitle the holder to a distribution of profits for the first time on the first reconciliation date for dividends that occur after the subscription of shares has been exercised through the exercise of the warrants.
10. In addition, the options shall be subject to market terms, including a right for the Company to repurchase the options if the employee's employment in the Company ceases. Subscription warrants held by the Subsidiary and not transferred under the following or repurchased from participants may be canceled by the Company following a decision by the Board of Directors of the Company. Cancellation must be reported to the Swedish Companies Registration Office.

b) Approval of the transfer of warrants

The Board of Directors proposes that the Annual General Meeting approve the Subsidiaries' Subscription Rights to the Subsidiaries under the following conditions.

The right to acquire subscription options from the Subsidiary shall include three of the Board's elected senior executives ("Participant").

1. Initially, each Participant is offered to acquire one third each of the total number of options. In the event that one or more Participant do not acquire their entire share, others Participant(s) are offered to acquire remaining options.
2. The warrants shall be traded on market terms at a price (premium) determined on the basis of a calculated market value of the warrants using the Black & Scholes valuation model calculated by an independent valuation institution. The value has been preliminarily estimated at SEK 2.19 per option based on a share price of SEK 79.00 and a subscription price of SEK 123.96
3. Transfer to Participants presupposes, on the one hand, that the acquisition of the warrants can legally be done, and that, according to the Board's assessment, reasonable administrative and financial efforts can be made.
4. Notification of the acquisition of warrants shall be no later than 12 May 2018. However, the Board shall have the right to extend the time notification of acquisition.
5. Payment for the subscription warrants shall be made within three banking days following the notification of acquisition.

Further information about the warrants program

1. Dilution

At full subscription with all subscription options, 1,372,340 new shares can be issued corresponding to a dilution of approximately 6.0 percent of the total number of shares and voting rights in the Company, subject to the conversion of the number of shares each warrant entitles to subscription of which may occur as a result of certain issues etc.

2. Impact on the Company's key ratios and costs etc.

The company's earnings per share will not be affected by the issue as the warrants exercise price exceeds the current market value of the share at the time of the issue. The company's future earnings per share may be affected by the potential dilution effect of the warrants if the Company reports both a positive result and the selling price is below the market value. The warrants will be transferred to market value, which means that no preferential value arises and, consequently, no employee costs for the Company. The warrants program will entail certain limited costs in the form of external consultancy fees and administration regarding the warrants program.

3. Calculation of market value

The independent valuation institute / audit company PricewaterhouseCoopers calculates the value of the warrants under the Black & Scholes valuation model.

4. Preparation of the case

The principles of the option program have been developed by the Company's Board of Directors. The proposal has been prepared with the assistance of external advisors and after consultation with shareholders. The Board has subsequently decided to present this proposal to the Annual General Meeting. In addition to the officials who prepared the question as instructed by the Board, no employee who may be covered by the incentive program has participated in the drafting of the terms.

5. Other share-related incentive programs, etc.

The Company has an outstanding incentive program in addition to that decided at this AGM. The incentive program 2016: 1 was decided at the Company's Annual General Meeting on April 12, 2016. The 2016: 1 incentive program comprised 443,298 warrants, half of which were repurchased by the Company. Out of the 2016: 1 incentive program, 221,649 warrants are outstanding.

In total, the 221,649 warrants granted by the Board of Directors entitles the participant to subscribe equally many shares at a subscription price of SEK 113.25. In full subscription of all outstanding warrants, 221,649 shares may be issued, which corresponds to a dilution of approximately 1.0 percent of the total number of shares and votes in the Company. New subscription of shares based on outstanding warrants under the 2016 incentive program may occur during the period from March 12, 2019 through April 12, 2019. The subscribed and allotted warrants may increase the share capital by no more than SEK 1,108,245.

It is noted that the above subscription price and number of shares, and thus the amount of share capital increase, will be subject to conversion before any new subscription of shares. The translation will take place as a result of resolved dividend to the shareholders during the maturity of the options and is made in accordance with the terms and conditions of series

2016: 1 warrants.

At the Company's Annual General Meeting on April 12, 2016, two further incentive programs, 2016: 2 and 2016: 3 were resolved. All warrants in 2016: 2 and 2016: 3 have been repurchased by the Company

6. Authorizations and decision-making rules

The Annual General Meeting instructs the Board of Directors of the Company to execute the decision in accordance with paragraph b) above.

The Board, or whom the Board of Directors elects, is authorized to take the minor adjustments required for registration of the decision at the Swedish Companies Registration Office and Euroclear Sweden AB.

Item 19, Resolution on authorization for the Board of Directors to resolve on acquisition and transfer of own shares

The Board proposes that the Annual General Meeting authorizes the Board of Directors, for the period up until the next Annual General Meeting, 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.

The purpose of the proposal is to give the board increased scope for action and the opportunity to continuously adapt the company's capital structure, thereby contributing to increased shareholder value and to capture attractive business opportunities by fully or partially financing corporate acquisitions with own shares and to secure social security contributions under the incentive program.

Shares and votes

The share capital of the bank is 107,500,000 SEK consisting of a total of 21,500,000 common shares. Each common share entitles to one (1) vote at the meeting.

Majority rules

The resolutions proposed by the Board of Directors pursuant to items 17 and 19 on the agenda will only be validly adopted if shareholders holding no less than two thirds (2/3) of both the votes cast and the shares represented at the Annual General Meeting vote in favor with the resolution. A resolution pursuant to item 18 a) and b) on the agenda will only be validly adopted if shareholders holding no less than nine tenths (9/10) of both the votes cast and the shares represented at the Annual General Meeting vote in favor of the resolution.

Right to information

Shareholders which are present at the meeting have the right to receive information regarding items on the agenda or the company's financial situation in accordance with Chapter 7, section 32 of the Swedish Companies Act.

Documents

Annual accounts, auditor's report and complete proposals and other documents required in accordance with the Swedish Companies act will, no later than 11 April 2017, be made available at the company headquarters, and at the company website www.tfbankgroup.com/en/annual-general-meeting-2018/. Copies of these documents as well as the notice will also be sent, free of charge, to those shareholders which demands it and states their postal address.

Shareholders are sincerely welcomed to the Annual General Meeting.

Stockholm in April 2018,

TF Bank AB (publ)

Board of Directors

For further information, please contact:

Mattias Carlsson, acting CEO +46 (0) 70 374 33 80

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The information was provided by the above contact persons for publication on April 4, 2018 at 08.00 CET.

Please note – this is an unofficial translation of the Swedish original.