



Press release

Stockholm 7 May 2019

Summary from TF Bank AB's Annual General Meeting 7 May 2019

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

Balance sheets and income statements

The balance sheets and income statements for the fiscal year 2018 were adopted.

Dividend

The Annual General Meeting resolved, that a dividend for the fiscal year of 2018 of SEK 2,30 per share shall be paid to the shareholders. The record date was set as 9 May 2019. The dividend payment is made through Euroclear Sweden AB and is expected to take place on 14 May 2019.

Board of directors and CEO

CEO and the Board of Directors were discharged from liability for the fiscal year 2018.

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

Fees to the Board of Directors

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, SEK 50,000 to other members of the audit committee and that no fees would be paid to the directors who receives salary from the company.

Auditor

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 2020.

Instructions to the Nomination Committee

The Annual General Meeting resolved on guidelines for appointment of a Nomination Committee for the Annual General Meeting to be held in 2020 in accordance with the Nomination Committee's proposal.

Guidelines for remuneration of the Executive Management

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

Authorization for the board of directors to decides on new share issues

The Annual General Meeting resolved 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.

Payment can, in addition to cash consideration, be made by way of non-cash consideration or by set-off or by other conditions. 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 2019.

Authorization for the Board of Directors to decide on the acquisition and transfer of own shares

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 2020.

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.

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.

Statutory board meeting

At a statutory board meeting held in connection with the Annual General Meeting, Tone Bjørnov, John Brehmer 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)

The board of directors

For further information, please contact:

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The information was provided for publication, through the agency of the contact person set out above, on 7 May 2019 at 18.30 CET.

TF Bank in brief

TF Bank is an internet-based niche bank offering consumer banking services and e-commerce solutions through a proprietary IT platform with a high degree of automation. The platform is designed for scalability and adaptability to different products, countries, currencies and digital banking solutions. TF Bank carries out deposit and lending activities for about 1 million consumers in Sweden, Finland, Norway, Denmark, Poland, Germany, Estonia, Latvia and Lithuania through subsidiary, branch or cross-border banking. In its Ecommerce Solutions segment, TF Bank offer next-generation payment and checkout solutions for online retailers in the Nordics, Estonia and Poland. TF Bank is listed at Nasdaq Stockholm.