



Press release 3 May 2022

Summary from TF Bank AB's Annual General Meeting, 3 May 2022

TF Bank AB (publ) has today, 3 May 2022, held its Annual General Meeting. The Annual General Meeting resolved in accordance with all proposals of the Board of Directors and the Nomination Committee. The Annual General Meeting was conducted by postal voting in advance without physical participation.

Balance sheets and income statements

The income statement and the balance sheet for the parent company as well as the consolidated income statement and the consolidated balance sheet for the group for 2021 were adopted.

Dividend

The Annual General Meeting resolved on a dividend of TSEK 21,500, corresponding to SEK 1.00 per share, and with 5 May 2022 as record date. It was further resolved that TSEK 1,229,326 should be balanced into new accounts.

Board of Directors

CEO and the Board of Directors were discharged from liability for the fiscal year 2021.

The Annual General Meeting resolved, for the period up to the end of the next Annual General Meeting, to reelect John Brehmer, Mari Thjømmøe, Michael Lindengren and Sara Mindus, as well as new election of Fredrik Oweson and Niklas Johansson as members of the Board of Directors.

John Brehmer was elected as Chairman of the Board.

Bertil Larsson and Charlotta Björnberg-Paul had declined reelection.

Fees to the Board of Directors

The Annual General Meeting resolved on the following fees to the Board of Directors: SEK 1,200,000 to the Chairman of the Board of Directors, SEK 400,000 to each of the other members of the Board of Directors, SEK 150,000 to the Chairman and SEK 70,000 to each of the other members of the audit committee, SEK 100,000 to the Chairman and SEK 50,000 to each of the other members of the remuneration committee, as well as SEK 150,000 to the Chairman and SEK 75,000 to each of the other members of the risk- and compliance committee.

Auditor

The Annual General Meeting resolved on the new-election KPMG AB as the registered auditing firm, with Authorized Public Accountant Dan Beitner as auditor-in-charge, for the period until the end of the next Annual General Meeting.

Authorization for the Board of Directors to decide on new share issues

The Annual General Meeting resolved to authorize the Board of Directors, on one or more occasions, to decide on new share issues, with or without deviation from shareholders' preferential rights, until the end of 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.

Resolution to adopt share programme

The Annual General Meeting resolved to adopt a Share programme 2022 in accordance with the Board of Directors' proposal. The programme has a three-year duration and means that senior executives, certain other directors, key persons and specialists (in aggregate up to 24 persons), conditional upon that that certain terms are met, may receive up to 26,000 shares in TF Bank provided that they have acquired a corresponding number of shares.

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 end of the next Annual General Meeting.

The purpose of the proposal is to give the Board of Directors 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 of Directors' decision.

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TF Bank AB
The Board of Directors

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For further information, please contact:

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

TF Bank in brief

TF Bank was founded 1987 and 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. Deposit and lending activities are conducted in Sweden, Finland, Norway, Denmark, Estonia, Latvia, Lithuania, Poland, Germany and Austria through branch or cross-border banking. The operations are divided into three segments: Consumer Lending, Ecommerce Solutions and Credit Cards. TF Bank is listed on Nasdaq Stockholm.