



Press release 3 May 2023

## Bulletin from TF Bank AB's Annual General Meeting 2023

**The material resolutions passed at TF bank's Annual General Meeting earlier today on 3 May 2023 are presented below. The meeting was held in Wigge & Partners Advokat KB's offices in Stockholm and by way of postal voting. All resolutions were passed in accordance with the Board's and the Nomination Committees' proposals as presented in the notice convening the meeting.**

### **Approval of the income statement and balance sheet**

The meeting resolved to approve the income statement and balance sheet for the financial year 2022.

### **Remuneration report**

The meeting resolved to approve the Board's remuneration report pursuant to Chapter 8, section 53 a, of the Companies Act for the financial year 2022.

### **Dividend**

The meeting resolved that no dividend should be paid for the financial year 2022.

### **Discharge from liability**

The Board members and the Chief Executive Officer were discharged from liability for the financial year 2022.

### **Election of Board members and auditor**

The meeting resolved to re-elect John Brehmer, Niklas Johansson, Michael Lindengren, Sara Mindus and Fredrik Oweson as well as elect Arti Zeighami as Board members. Mari Thjømøe had declined re-election. John Brehmer was re-elected as Chairman of the Board of Directors.

The registered audit company KPMG AB was re-elected as auditor. KPMG AB has announced that authorized public accountant Dan Beitner will be the auditor in charge.

### **Remuneration to the Board members and the auditor**

The meeting resolved on the following remuneration for Board assignments to Board members who are elected by the Annual General Meeting and not employed by the company:

- a. SEK 1,200,000 (1,200,000) to the Chairman of the Board of Directors and SEK 400,000 (400,000) each of the other members of the Board of Directors
- b. SEK 150,000 (150,000) to the Chairman and SEK 75,000 (75,000) to each of the other members of the Audit Committee
- c. SEK 100,000 (100,000) to the Chairman and SEK 50,000 (50,000) to each of the other members of the Remuneration Committee
- d. SEK 150,000 (150,000) to the Chairman and SEK 75,000 (75,000) to each of the other members of the Risk- and compliance Committee.

The meeting resolved that the auditor's fees shall be paid against approved invoice.

#### **Resolution on adoption of guidelines for remuneration to senior executives**

The meeting resolved to adopt new guidelines for remuneration to senior executives. Compared with the previous guidelines, no significant changes have been made.

#### **Authorisation for the Board of Directors to resolve on acquisition and transfer of own shares**

The meeting resolved to authorise 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 of acquisition made to all shareholders. The authorisation may be exercised on one or more occasions until the next Annual General Meeting.

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 per cent of all shares in the company. Transfer in accordance with the authorisation 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 undertakings and social security contributions under incentive programs.

#### **Resolution on adoption of share programme**

The meeting resolved to adopt Share programme 2023 in accordance with the Board of Directors' proposal. The programme has a three-year duration and means that senior executives and some other employees (in aggregate up to 28 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.

The meeting resolved that a maximum of 26,000 of the acquired shares in the company may be transferred or allotted. Those who are entitled to receive shares in the Share programme 2023, shall have a preferential right to receive the shares.

#### **Authorisation for the Board of Directors to resolve on new share issues**

The meeting resolved to authorise the Board, on one or more occasions, to resolve on new share issues. The number of shares issued pursuant to the authorisation may not exceed an increase of twenty per cent of the share capital based on the share capital of the Company at the time of the Annual General Meeting's resolution on this authorisation. Payment may, in addition to cash payment, be made by way of contribution or set-off, or otherwise with 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.

Shares may also be issued to secure undertakings under the Company's share programs. Such issues may be made at a price below the market price of the shares, however not lower than the shares' quota value.

#### **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, Austria and Spain through branch or cross-border banking with support of the Swedish banking license. The operations are divided into three segments: Consumer Lending, Credit Cards and Ecommerce Solutions. TF Bank is listed on Nasdaq Stockholm.