



Press release 2 May 2024

Bulletin from TF Bank's Annual General Meeting 2024

The material resolutions passed at TF Bank's Annual General Meeting earlier today on 2 May 2024 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 Parent company and the Group for the financial year 2023.

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 2023.

Dividend

The meeting resolved that no dividend should be paid for the financial year 2023.

Discharge from liability

The Board members and the Chief Executive Officer were discharged from liability for the financial year 2023.

Election of Board members and auditor

The meeting resolved to re-elect John Brehmer, Niklas Johansson, Michael Lindengren, Sara Mindus, Fredrik Oweson and Arti Zeighami as Board members. 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.

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 authorisation 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 2024 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 30 persons, conditional upon that that certain terms are met, may receive up to 46,000 shares in TF Bank provided that they have acquired a corresponding number of shares.

The meeting resolved that a maximum of 46,000 of the acquired shares in the company may be transferred or allotted. Those who are entitled to receive shares in the Share programme 2024, 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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TF Bank in brief

TF Bank was founded 1987 and is a digital 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, Spain, Ireland and the Netherlands through subsidiary, 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.