

The background image shows a modern urban building with a curved facade on the left and a brick building on the right. A series of vertical pipes, some silver and some black, run up the side of the building. An orange banner is at the top.

CORPORATE GOVERNANCE REPORT

CORPORATE GOVERNANCE REPORT

TF Bank AB (publ), corporate identity number 556158-1041

Good corporate governance forms the foundation for a well-functioning company where shareholders, employees, and other stakeholders in the Bank's environment can have confidence in the Bank. Good corporate governance means that the Bank's strategies and values are managed as effectively and responsibly as possible, with strong internal controls and tools for sound risk management.

INTRODUCTION

TF Bank AB (publ) (TF Bank or the Bank) is a Swedish public limited company whose shares have been listed on Nasdaq Stockholm's main list since 14 June 2016. All shares carry equal voting rights. TF Bank is authorised by the Swedish Financial Supervisory Authority (Finansinspektionen) to conduct banking operations and is subject to its supervision. TF Bank is domiciled in Borås, Sweden. The Bank conducts lending and/or deposit-taking operations in Sweden, Finland, Norway, Denmark, Estonia, Latvia, Lithuania, Poland, Germany, Austria, Spain, Ireland, the Netherlands, and Italy via subsidiaries, branches, or cross-border activities under the Swedish Banking and Financing Business Act (LBF).

TF Bank has eight wholly-owned subsidiaries: TF Bank Nordic AB, Yieldloop AB, Credento Bank AB, Avarda AS, TFB Service UAB, TFB Service GmbH, TFBN Services Limited, and TFB Holding Ltd.

TF Bank complies with applicable laws and regulations for good corporate governance and operational control, including: LBF, the Consumer Credit Act (2010:1846), the Companies Act (2005:551), the Annual Accounts Act (1995:1554), the Act (1995:1559) on annual accounts in credit institutions and securities companies, the Swedish Corporate Governance Code ("the Code"), Nasdaq's rules for issuers, and International Financial Reporting Standards (IFRS). In addition, TF Bank is subject to various regulations and general guidelines issued by Finansinspektionen and the European Banking Authority (EBA).

This corporate governance report has been prepared in accordance with the Annual Accounts Act and the Code.

OWNERSHIP

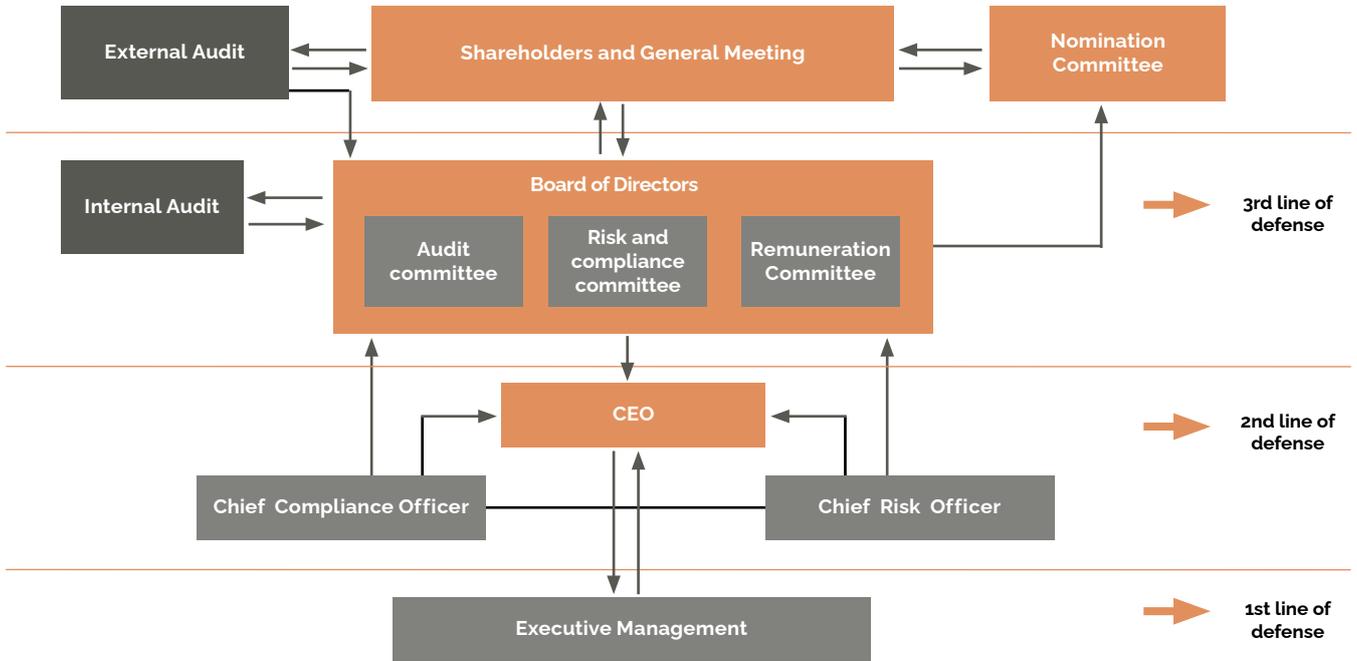
Ownership structure 31 December 2025:

	Owner	Number of shares	Share of equity, %
1	TFB Holding AB	19,095,698	29.54
2	Tiberon AB	9,700,000	15.00
3	Erik Selin Fastigheter AB	8,102,154	12.53
4	Carnegie Fonder AB	2,850,917	4.41
5	Nordnet Pensionsförsäkring AB	2,833,179	4.38
6	Proventus Aktieföretag	2,699,113	4.17
7	Maud Umberg Weil	2,506,430	3.88
8	Goldman Sachs International	1,508,373	2.33
9	Försäkringsbolaget Avanza Pension	849,816	1.31
10	Amidak AB	800,000	1.24
11	Anders Klein	690,000	1.07
12	The Bank of New York Mellon	672,632	1.04
13	Nordea Funds AB	621,978	0.96
14	State Street Bank and Trust CO, Wg	567,816	0.88
15	Livförsäkringsbolaget Skandia, ömsesidigt	518,956	0.80
16	Ålandsbanken Abp (Finland), svensk filial	484,336	0.75
17	AB Monarda	468,000	0.72
18	Skandia Fonder AB	467,922	0.72
19	SEB Investment Management AB	433,405	0.67
20	Bank Julius Baer & CO Ltd	432,000	0.67
	Other shareholders	8,347,275	12.93
	Total	64,650,000	100.00

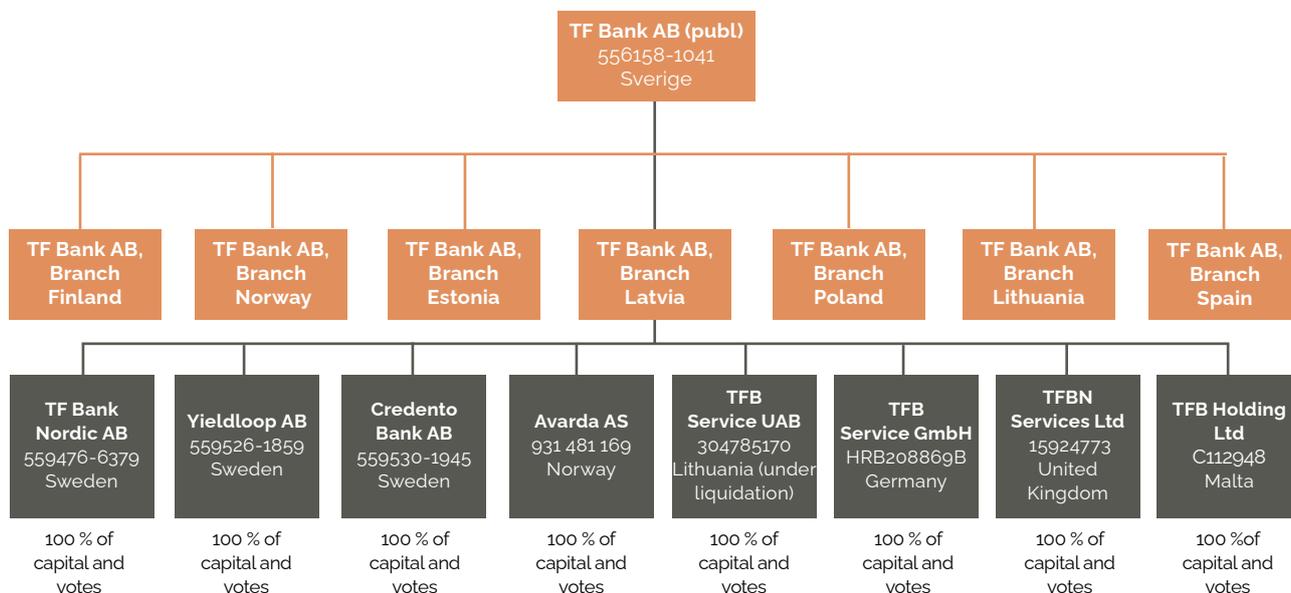
Source: Euroclear

The largest shareholder, TFB Holding AB, with a total holding of 29.54 % as of 31 December 2025, is represented in the Nomination Committee by Paul Källenius.

CORPORATE GOVERNANCE AND RISK MANAGEMENT IN TF BANK



COMPANY STRUCTURE



List of companies included in consolidation for accounting and supervisory purposes:

Parent Company	Subsidiaries	Corporate identity number	Interest	Consolidation (supervisory/consolidation)
TF Bank AB		556158-1041		
	TF Bank Nordic AB	559476-6379	100%	Full/Full
	Yieldloop AB	559526-1859	100%	Full/Full
	Credento Bank AB	559530-1945	100%	Full/Full
	Avarda AS	931481169	100%	Full/Full
	TFB Service UAB	304785170	100%	Full/Full
	TFB Service GmbH	HRB 208869 B	100%	Full/Full
	TFBN Services Ltd	15924773	100%	Full/Full
	TFB Holding Ltd	C112948	100%	Full/Full

ARTICLES OF ASSOCIATION

The Articles of Association are adopted by the General Meeting and a number of mandatory details that are fundamental for TF Bank. The Articles are available on TF Bank's website, www.tfbankgroup.com, and specify, among other things, the business the Bank shall conduct, limits on share capital, the voting rights of share classes, and the number of permitted board members. The Articles do not include provisions regarding appointment and dismissal of board members or amendments to the Articles.

GENERAL MEETING OF SHAREHOLDERS

TF Bank's shareholders exercise their decision-making rights at the General Meeting. According to the Companies Act, the General Meeting is the Bank's highest decision-making body and decides on matters such as amendments to the Articles of Association, discharge from liability, approval of balance sheets and income statements, dividends, election of board members and auditors, and remuneration of board members and auditors. The regulations governing the General Meeting, including its required procedures, are set out inter alia in the Companies Act and the Articles of Association.

Annual General Meeting 2025

The AGM was held on 17 June 2025 in Borås, with voting possible on-site or by post. The AGM voted in accordance with the proposals submitted in all matters. The AGM granted discharge from liability for the board members and CEO for the 2024 financial year.

The AGM decided that the Board should consist of six members. John Brehmer, Sara Mindus, Michael Lindengren, Niklas Johansson, Fredrik Oweson, and Arti Zeighami were re-elected as board members. John Brehmer was re-elected as chairman. Öhrlings PricewaterhouseCoopers AB (PWC) was elected auditor until the end of the AGM 2026, with authorised auditor Frida Main as the principal responsible auditor.

The Annual General Meeting resolved, in accordance with the Board's proposal, to authorise the Board to, on one or more occasions before the next Annual General Meeting, decide on a new issue of shares.

Full Articles of Association, minutes, and information on the 2025 AGM are available at www.tfbankgroup.com.

NOMINATION COMMITTEE

According to the decision at the 2021 AGM, the three largest shareholders who wish to participate in the Nomination Committee have the right to appoint one member each. The member representing the largest shareholder is appointed chairman of the Nomination Committee. Members were appointed based on ownership as of 31 August 2025.

The Nomination Committee prepares proposals for the AGM regarding:

- Chairperson of the meeting;
- Board members;
- Board chairman;
- Board fees, including division between chairman and members, as well as remuneration for committee assignments;
- Auditors;
- Auditor remuneration

The Nomination Committee must follow Rule 4.1 of the Code when preparing proposals to ensure a well-functioning board in terms of diversity and breadth.

Nomination Committee for AGM 2026:

- Paul Källenius, representing TFB Holding AB
- Erik Selin, representing Erik Selin Fastigheter AB
- Jonas Weil, representing Proventus Aktiebolag
- John Brehmer, Chairman of TF Bank AB

Paul Källenius has been appointed Chairman of the Nomination Committee.

Tiberon AB, the second-largest shareholder in TF Bank, declined its own representation on the Nomination Committee. However, Tiberon AB's board member John Brehmer serves on the Nomination Committee in his capacity as Chairman of TF Bank.

The committee composition was announced through a press release and on the Bank's website on 1 December 2025.

BOARD OF DIRECTORS

The Board of Directors holds the ultimate responsibility for TF Bank's organisation and management. In addition, the Board shall exercise oversight of the CEO and monitor that TF Bank's financial conditions are audited in a reliable manner. The Board's decisions shall aim to promote the owners' interest in value development and return. The Board's duties and working methods are governed by the Companies Act, the Articles of Association, and the Board's internal rules of procedure. The responsibilities and work of the Board of TF Bank, as a regulated company, are furthermore governed by the Banking and Financing Business Act.

The Board's responsibilities and tasks include, among other things, establishing goals and strategies for TF Bank's operations and striving to ensure that the organisation and operation of the Bank are characterised by sound internal governance and control. This is done by establishing internal rules regarding risk management and risk control and regularly monitoring compliance, ensuring the presence of an internal audit function, and overseeing the Bank's financial position.

Furthermore, it is the Board's responsibility to appoint the CEO, adopt instructions for the CEO's work, and monitor the results of that work. The Board receives regular reports from internal and external auditors as well as from the CEO, CFO, and control functions. The Board is responsible for balancing TF Bank's risk-taking and has established rules for decision-making procedures, financial reporting, and financing. Guidelines also exist for work in other areas such as environment, ethics, quality, information, personnel, IT and security, and communication.

The Board's work follows an annually approved set of rules of procedure covering the matters to be addressed at each ordinary meeting and the division of work within the Board, with specific responsibilities for the Chairperson. The rules of procedure also specify regulations for financial reporting to the Board and more detailed rules regarding the CEO's responsibilities and authority.

According to the Articles of Association, the Board shall consist of at least three and no more than ten ordinary members. Information about the Board members can be found at www.tfbankgroup.com and on page 148.

Board Meetings 2025

The Board held 23 meetings in 2025: 13 ordinary meetings and 10 extraordinary meetings; 5 were held in-person and 18 were held remotely.

Date	Significant matters addressed at the Board Meeting
13 Jan 2025	Extraordinary: Strategic decisions
19 Jan 2025	Ordinary: Approval of interim report for October–December 2024 and Internal Audit annual plan for 2025
27 Jan 2025	Extraordinary: Decision on directed share issue
12 Feb 2025	Ordinary: Follow-up from Risk and Compliance Committee
17 Feb 2025	Extraordinary: Decisions on organisational changes
14 Mar 2025	Ordinary: Decisions on annual and consolidated financial statements, Pillar 3 report, Board annual plan, strategic decisions, and policy changes
20 Mar 2025	Extraordinary: Strategic decisions
13 Apr 2025	Ordinary: Approval of interim report for January–March 2025
28 Apr 2025	Ordinary: Follow-up from Risk and Compliance Committee
6 May 2025	Extraordinary: Decision on notice to Annual General Meeting and strategic decisions
14 May 2025	Extraordinary: Strategic decisions
16 Jun 2025	Ordinary: Decisions on NPL strategy, updated remuneration policy, organisational changes, and strategic decisions
17 Jun 2025	Constitutive: Adoption of policies, election of committee members, election of Board secretary, decisions on signatory rights, and dates for upcoming board meetings
18 Jun 2025	Extraordinary: Decision to revoke resolution on record date for share split
10 Jul 2025	Ordinary: Approval of interim report for April–June 2025
13 Jul 2025	Extraordinary: Decision on record date for share split
31 Jul 2025	Extraordinary: Strategic decisions
18 Aug 2025	Ordinary: Follow-up from Risk and Compliance Committee
18 Sep 2025	Ordinary: Decisions on name change, organisational changes and strategic decisions
13 Oct 2025	Ordinary: Approval of interim report for July–September 2025, notice to extraordinary general meeting due to corporate name change, new Board secretary, confirmation of signatory rights for branches, and dates for next year's board meetings
14 Oct 2025	Ordinary: Follow-up from Risk and Compliance Committee
6 Nov 2025	Extraordinary: Strategic decisions
10 Dec 2025	Ordinary: Decisions on annual plans for control functions. Decisions on adjustments to the Credit Policy and the Sustainability Policy. Decisions on the Board's annual plan, including training. Decisions on the revised incentive program

Board attendance was as follows:

Board member	Independent of major shareholders	Attendance
John Brehmer (Chairman)	No	23 of 23
Sara Mindus	Yes	23 of 23
Michael Lindengren	Yes	23 of 23
Niklas Johansson	Yes	23 of 23
Fredrik Oweson	Yes	23 of 23
Arti Zeighami	Yes	23 of 23

The Bank's CEO, Joakim Jansson, has participated in all meetings. CFO Mikael Meomuttel has participated in all ordinary meetings and certain extraordinary meetings.

Reporting to the Board of Directors and Board committees

The Board receives a monthly financial report, including the balance sheet, income statement, and the Bank's capital and liquidity positions. When the Board of Directors meets, the CEO, CFO, and heads of Risk Control, Compliance, and Credit Risk functions also report regularly.

The Board's overall responsibility cannot be delegated, but it is supported by three committees: the Remuneration Committee, the Audit Committee, and the Risk and Compliance Committee.

Remuneration Committee

The Remuneration Committee's main task is to support the Board in ensuring that risks associated with TF Bank's remuneration systems are measured, managed, and reported. The Committee is also responsible for assisting the Board in establishing standards and principles for decisions on remuneration to TF Bank's employees and management team, and for ensuring that the remuneration systems comply with applicable laws and regulations. The Board decides on remuneration for the CEO, Deputy CEO, Chief Compliance Officer, and Chief Risk Officer based on the work of the Remuneration Committee.

The Remuneration Committee is tasked with developing a remuneration policy for the Bank and presenting it to the Board for approval. The Board adopts a remuneration policy at least once a year in accordance with the Swedish Financial Supervisory Authority's regulations on remuneration systems in credit institutions and securities companies, covering all TF Bank employees. Adoption of the policy is based on an annual analysis to identify employees whose work has a material impact on TF Bank's risk profile.

The remuneration policy stipulates, among other things, that salaries and other benefits should be competitive to promote TF Bank's long-term interests and prevent excessive risk-taking. Further details and remuneration paid in 2025 are available on TF Bank's website: www.tfbankgroup.com. The Remuneration Committee shall meet at least twice a year and otherwise as needed. Minutes shall be prepared at each meeting and circulated to all Board members.

At the Board meeting on 17 May, the Board appointed the Remuneration Committee by re-electing John Brehmer and Fredrik Oweson.

All members of the Remuneration Committee have been Board members during the year.

Board member Fredrik Oweson was re-elected Chair of the Remuneration Committee.

In 2025, the Remuneration Committee held two recorded meetings. Participation was as follows:

Board member	Attendance
Fredrik Oweson (Chairman)	2 of 2
John Brehmer	2 of 2

Audit Committee

The Audit Committee is responsible for preparing the Board's work on ensuring the quality of the Bank's financial reporting, internal control, and risk management. This includes addressing critical accounting issues and reviewing the financial reports issued by the Bank.

The Committee shall also regularly meet with the Bank's auditors to discuss accounting principles, receive information on changes in regulations, review the scope and focus of audits, and coordinate between external and internal audits and the assessment of the Bank's risks. The Committee shall also review and monitor the auditor's independence, paying particular attention to whether the auditor provides services other than auditing to the Bank.

The Audit Committee shall evaluate the audit and inform the Bank's Nomination Committee of the results, and assist the Nomination Committee in preparing proposals for auditor appointments and audit fees. The Audit Committee shall meet at least four times per financial year and otherwise as needed. Minutes shall be prepared at each meeting and circulated to all Board members.

At the Board meeting on 17 June 2025, the Board appointed the Audit Committee by re-electing John Brehmer, Michael Lindengren and Niklas Johansson.

All members of the Audit Committee have been Board members during the year.

Board member Michael Lindengren was re-elected Chair of the Audit Committee.

In 2025, the Audit Committee held seven recorded meetings. Participation was as follows:

Board member	Attendance
Michael Lindengren (Chairman)	7 of 7
John Brehmer	7 of 7
Niklas Johansson	7 of 7

The Bank's CEO, CFO, and Head of Group Accounting were present at all meetings. The Head of Group Controlling and the lead auditor from PWC participated in several meetings.

Risk and Compliance Committee

The Risk and Compliance Committee is responsible for preparing and monitoring matters relating to risk management, compliance, capitalisation, and liquidity management. The Committee reviews the Bank's overall current and future risk appetite and risk strategy and assists the Board in overseeing the Executive Management's implementation of the strategy.

The Committee ensures that the products TF Bank offers its customers take into account the Bank's business model and risk strategy. If pricing does not appropriately reflect the risks in accordance with the business model and risk strategy, the Committee shall develop an action plan for the Board.

The Committee shall meet at least four times per financial year and otherwise as needed. Minutes shall be prepared at each meeting and circulated to all Board members.

At the Board meeting on 17 June 2025, it was decided that all Board members would serve on the Risk and Compliance Committee, with Niklas Johansson appointed as Committee Chair.

In 2025, the Risk and Compliance Committee held four recorded meetings. Attendance was as follows:

Board member	Attendance
Niklas Johansson (Chairman)	4 of 4
John Brehmer	4 of 4
Sara Mindus	4 of 4
Fredrik Oweson	4 of 4
Michael Lindengren	4 of 4
Arti Zeighami	4 of 4

The Bank's CEO, CFO, Chief Compliance Officer, and Chief Risk Officer were present at all meetings.

Remuneration of Board members

The 2025 Annual General Meeting resolved on the following remuneration for the members of the Board:

- Chairman of the Board SEK 1,500,000,
- Other members of the Board SEK 550,000,
- Chairman of the Audit Committee SEK 200,000,
- Other members of the Audit Committee SEK 100,000,
- Chairman of the Remuneration Committee SEK 100,000,
- Other members of the Remuneration Committee SEK 50,000,
- Chairman of the Risk and Compliance Committee SEK 200,000,
- Other members of the Risk and Compliance Committee SEK 100,000.

Evaluation of the Board's work

The Board regularly conducts a systematic evaluation in which members are given the opportunity to provide their views on working methods, board materials, and both their own and other members' contributions to the Board's work. The purpose is to develop the Board's work and provide the Nomination Committee with relevant decision-making material ahead of the Annual General Meeting. The results of the evaluation conducted in preparation for the 2026 Annual General Meeting have been presented to both the Board and the Nomination Committee.

CEO AND EXECUTIVE MANAGEMENT

The CEO is responsible for the ongoing management of the Bank in accordance with the Swedish Companies Act and the Board's instructions. The CEO is responsible for keeping the Board informed about the Bank's operations and for ensuring that the Board has as accurate and correct a basis for decision-making as possible.

As of 31 December 2025, TF Bank's Executive Management consisted of Joakim Jansson (CEO) and Mikael Meomuttel (CFO).

Further information about the Executive Management is available at www.tfbankgroup.com and on page 149.

Remuneration of senior executives

The guidelines for remuneration to senior executives include the CEO, CFO, and other members of Executive Management. The guidelines shall apply to remuneration agreed, and changes made to already agreed remuneration, after the guidelines have been adopted by the General Meeting. At the 2023 Annual General Meeting, the following guidelines regarding remuneration to TF Bank's senior executives were adopted:

The Guidelines' Promotion of the Bank's Business Strategy, Long-Term Interests and Sustainability

TF Bank is a fast-growing provider of credit and payment services operating in 14 European countries. Through a proprietary IT infrastructure, TF Bank develops simple and flexible payment and financing solutions for millions of customers. Since its foundation in 1987, TF Bank has consistently combined growth with profitability, and following the stock market listing in 2016, this development has continued with a strong focus on scalability and automation. Lending and/or deposit activities are conducted in the Nordics, the Baltic countries, Poland, Germany, Austria, Spain, Ireland, the Netherlands and Italy through subsidiary, branch, or cross-border banking with the support of the Swedish banking license. The business is divided into three segments: Credit Cards, Ecommerce Solutions and Consumer Lending.

Successful implementation of TF Bank's business strategy and safeguarding of the Bank's long-term interests, including its sustainability, require that the Bank can recruit and retain qualified employees. This requires that the Bank can offer competitive remuneration. These guidelines enable senior executives to be offered a competitive total remuneration.

Variable cash remuneration covered by these guidelines shall aim to promote TF Bank's business strategy and long-term interests, including sustainability.

Forms of Remuneration, etc.

Remuneration shall be market-based and competitive and may consist of the following components: fixed cash salary, variable cash remuneration, pension benefits, and other benefits. The General Meeting may additionally resolve on, for example, share-based and share price-related remuneration.

Fixed Cash Salary

Each senior executive shall receive a base salary, i.e., fixed monthly salary. The base salary shall reflect the executive's responsibilities, the nature of the position, and individual performance, and shall be market-based. The fixed cash salary shall constitute a sufficiently large part of the employee's total remuneration to enable the variable components to be set to zero. The fixed cash salary constitutes pensionable income and forms the basis for calculating variable remuneration.

Variable Cash Remuneration

Fulfilment of criteria for payment of variable cash remuneration shall be measurable over a period of one or several years. Furthermore, the rules applicable to banks regarding remuneration at any given time shall be complied with. Variable cash remuneration may amount to a maximum of 100 % of pensionable income.

Pension Benefits

Pension benefits, including health insurance, shall be defined contribution, unless the executive is covered by defined benefit pension under mandatory collective agreement provisions. Pension premiums for defined contribution pension may amount to a maximum of 25 % of pensionable income.

Other Benefits

Other benefits, such as company car benefit, may amount to a maximum of 20 % of pensionable income.

With regard to employment relationships governed by rules other than Swedish rules, appropriate adjustments may be made concerning pension and other benefits to comply with mandatory rules or established local practice, whereby the overall purpose of these guidelines shall be met as far as possible.

Termination of employment

In the event of termination by the Bank, the notice period may be a maximum of twelve months. Fixed cash salary during the notice period and severance pay may not together exceed an amount corresponding to the fixed cash salary for six to twelve months. In the event of termination by the executive, the notice period may be a maximum of six months, without entitlement to severance pay.

In addition, remuneration for any non-compete undertaking may be paid. Such remuneration shall compensate for any loss of income and shall only be paid to the extent that the former executive is not entitled to severance pay. The remuneration shall be based on the fixed cash salary at the time of termination and be paid during the period the non-compete undertaking applies, which shall be a maximum of six to twelve months following termination of employment.

Criteria for distributing variable remuneration

Variable cash remuneration shall be linked to pre-determined and measurable criteria, which may be financial or non-financial. They may also consist of individually adapted quantitative or qualitative targets. The criteria shall be designed to promote the Company's business strategy and long-term interests, including sustainability, for example by having a clear connection to the business strategy or promoting the executive's long-term development.

When the measurement period for fulfilment of criteria for payment of variable cash remuneration has ended, it shall be assessed and determined to what extent the criteria have been fulfilled. The Board is responsible for such assessment with regard to variable cash remuneration to senior executives. Fulfilment of financial criteria shall be determined based on the Bank's most recently published financial information.

Variable remuneration shall only be paid to the extent that it is justifiable considering the Bank's financial situation and warranted based on the Bank's, the relevant business unit's, and the employee's performance. Variable remuneration may also be forfeited in full. The Bank shall have the possibility, in accordance with law or agreement and subject to any limitations therein, to reclaim variable remuneration paid on incorrect grounds.

Salary and Employment Conditions for Employees

In preparing these remuneration guidelines, salary and employment conditions for the Bank's employees have been taken into account by including information on employees' total remuneration, the components of remuneration, and the increase and rate of increase over time as part of the Board's decision-making basis when evaluating the reasonableness of the guidelines and the limitations resulting from them.

Decision-Making Process for Establishing, Reviewing and Implementing the Guidelines

The Board shall prepare proposals for new guidelines when there is a need for material changes and at least every four years. The proposal shall be submitted for resolution at the Annual General Meeting. The guidelines shall apply until new guidelines are adopted by the General Meeting.

The Board shall also monitor and evaluate variable remuneration programs for Executive Management, the application of the remuneration guidelines for senior executives, and the Bank's current remuneration structures and levels. The Remuneration Committee shall prepare the Board's work as described above.

When the Board and the Remuneration Committee prepare, address, and resolve remuneration-related matters, the CEO or other members of Executive Management shall not be present to the extent that they are affected by the matters.

Deviations from the Guidelines

The Board may resolve to temporarily deviate from the guidelines, in whole or in part, if in an individual case there are special reasons for doing so and a deviation is necessary to safeguard the Bank's long-term interests, including sustainability, or to ensure the Bank's financial viability.

Notice Period and Severance Pay

According to the agreement between TF Bank AB and the CEO, the notice period amounts to six months (twelve months if termination is initiated by the Bank). Salary during the notice period shall be deducted against new salary received by the CEO from a new agreed employer.

DIVERSITY POLICY

TF Bank applies a diversity policy aimed at promoting a well-composed Board of Directors and organisation with regard to competence, experience, background and gender. In the recruitment and nomination of Board members and senior executives, diversity is considered an important factor to ensure effective governance and long-term sustainable decision-making. The policy is applied by considering diversity aspects in nomination and recruitment processes within the Bank. The Bank has established procedures for collecting, quality-assuring and reporting data related to diversity at management level. The Bank also ensures equal pay and equal conditions for equal work.

INTERNAL GOVERNING DOCUMENTS

In addition to laws, regulations, and other rules, TF Bank has a number of internal governing documents relating to day-to-day management. These have been adopted by the Board, the CEO, or other function managers and include, among other things, the Board's rules of procedure, instructions for the Board's three committees, instructions for the CEO and financial reporting to the Board, insider policy, risk management, lending, remuneration, handling of ethical matters and conflicts of interest (Code of Conduct), processing of personal data, outsourcing, business continuity planning, liquidity management, finance policy, capital policy, governing documents for risk control, compliance and internal audit, complaints handling, and policy regarding measures against money laundering and terrorist financing. All governing documents are available via the Bank's intranet.

EXTERNAL AUDITORS

The Company's external auditors are appointed by the General Meeting. The task of the external auditors is to audit the annual report and financial statements as well as the administration of the Board and the CEO. The 2025 Annual General Meeting elected PWC as the Bank's auditor, with authorised public accountant Frida Main as auditor in charge.

Information regarding fees and expense reimbursements to the auditors is available in notes G11 and P11.

INTERNAL CONTROL AND RISK MANAGEMENT

First Line of Defence

Group Management sets the framework for how operations shall be organised to be as efficient as possible from both a risk management and profitability perspective. Based on the needs of the Group's three business areas – Credit Cards, Ecommerce Solutions, and Consumer Lending – Group Management appoints functions and controls to ensure data quality and support decision-making.

Risk management is based on the business areas and includes all employees. Unit/function managers in the first line of defence are responsible for daily risk management and compliance, as well as for taking appropriate measures in case of deviations. Reporting is made to the immediate manager, the Compliance function, the Risk Control function, or the CEO.

Second Line of Defence – Compliance and Risk Control

The independent control functions Compliance and Risk Control review, evaluate, and report to management and the Board regarding risks and compliance. The work of the two functions is governed by governing documents adopted by the Board. The control functions in the second line of defence are responsible for reviewing risk management and compliance in the first line of defence and shall also function as support to it.

Independent review of compliance with external and internal rules is carried out by the Compliance function in accordance with applicable laws and regulations in the countries where TF Bank operates, as well as the regulations and general guidelines of the Swedish Financial Supervisory Authority (or equivalent) regarding governance and control in credit institutions. The Compliance function reports to the CEO and directly to the Board and is regularly reviewed by Internal Audit. TF Bank's Chief Compliance Officer is Magnus Wahlkvist. The Compliance function operates independently of all business units and support functions.

Independent risk control and monitoring of risk management in TF Bank are carried out by the internal independent Risk Control function in accordance with prevailing risk practices, the regulations and general guidelines of the Swedish Financial Supervisory Authority on governance, risk management and control in credit institutions, as well as applicable guidelines and recommendations issued by the EBA. The Risk Control function also reports to the CEO and directly to the Board and is regularly reviewed by Internal Audit. Reporting to the Board includes the Bank's capital position, liquidity risk, credit risk, market risk, and operational risk, including incidents.

TF Bank's Chief Risk Officer is Jonas Danielsson. The Risk Control function works to ensure that all risks in the operations are identified and clarified. The function's responsibility includes independently monitoring and analysing how risks at an aggregated level develop over time and reporting these to the Board and management. The function is also responsible for contributing to the further development of

risk management processes, including by providing methods for identifying, measuring, analysing, and reporting risks. The Risk Control function operates independently of all business units and support functions.

Third Line of Defence – Internal Audit

TF Bank's Internal Audit is an independent review function directly subordinated to the Board. Internal Audit is primarily responsible for providing the Board with reliable and objective evaluation of risk management, financial reporting, and control and governance processes in order to reduce risks and improve the control structure.

TF Bank's Internal Audit is carried out by Advisense AB, with Tomas Munkby as auditor in charge. Reviews are conducted in accordance with an audit plan adopted by the Board.

The Internal Audit function reviews and assesses whether systems, internal controls, and procedures are appropriate and effective, issues recommendations, and follows up that recommendations are implemented. In 2025, Internal Audit's review, in addition to mandatory areas, included TF Bank's implementation of the Digital Resilience Act (DORA), deposit systems, and measures against money laundering and terrorist financing.

The Board issues and revises all policies forming the framework for the operations at least once per year.

INFORMATION IN ACCORDANCE WITH CHAPTER 6, SECTION 2 OF THE ACT (2014:968) ON SPECIAL SUPERVISION OF CREDIT INSTITUTIONS AND SECURITIES COMPANIES AND CHAPTER 8, SECTION 2 OF THE SWEDISH FINANCIAL SUPERVISORY AUTHORITY'S REGULATIONS ON SUPERVISORY REQUIREMENTS AND CAPITAL BUFFERS (FFFS 2014:12)

TF Bank Nordic AB, Yieldloop AB, Credento Bank AB, Avarda AS, TFB Service UAB, TFB Service GmbH, TFBN Services Ltd and TFB Holding Ltd Malta are wholly owned by TF Bank. All companies are wholly owned subsidiaries and, as sole shareholder, TF Bank has the ability to govern the companies by exercising its voting rights at general meetings. Through its shareholding, TF Bank may also determine the Board elected at each company's general meeting.

THE BOARD'S DESCRIPTION OF INTERNAL CONTROL AND RISK MANAGEMENT IN RELATION TO FINANCIAL REPORTING

The Board is responsible, pursuant to the Swedish Companies Act and the Annual Accounts Act, for internal control in both TF Bank AB and its subsidiaries.

Internal control regarding financial reporting is a process designed to provide reasonable assurance

regarding the reliability of external financial reporting and whether the financial statements have been prepared in accordance with generally accepted accounting principles, applicable laws and regulations, and other requirements for companies whose transferable debt securities are admitted to trading on a regulated market.

The internal regulatory framework of policies, instructions, and routine and process descriptions constitutes the primary tool for ensuring financial reporting. The effectiveness and appropriateness of the control mechanisms are reviewed annually by the control functions and Internal Audit.

Internal control activities are part of TF Bank's administrative procedures. Internal control at TF Bank is based on a control environment that includes values and management culture, follow-up, a clear and transparent organisational structure, segregation of duties, the dual control principle, and quality and efficiency of internal communication. The basis for internal control regarding financial reporting also consists of a control environment with organisation, decision-making paths, authorities, and responsibilities documented and communicated in governing documents and job descriptions for control functions.

TF Bank works with proactive and follow-up risk management, with primary focus on ongoing controls and training initiatives. Risk management is an integrated part of business operations. Control activities include both general and detailed controls intended to prevent and detect errors and deviations so that these can be corrected. Control activities are developed and documented at company and department level, based on a reasonable level relative to the risk of error and the impact of such errors. The respective function manager is primarily responsible for managing the risks associated with the department's operations and financial reporting processes (the "first line of defence").

Procedures and processes relating, among other things, to financial reporting are also reviewed by TF Bank's Risk Unit (the "second line of defence"). The review consists of an assessment of whether existing procedures and processes are adequate, as well as sample testing.

Monthly financial reports are submitted to the Board, and the Bank's financial situation is addressed at each Board meeting. The Board of Directors receives regular reports from the Risk Control function and the Compliance function.

FURTHER INFORMATION

Further information about TF Bank's corporate governance is available at www.tfbankgroup.com.

AUDITOR'S REPORT ON THE CORPORATE GOVERNANCE STATEMENT

To the Annual General Meeting of TF Bank AB (publ), corporate identity number 556158-1041.

The Board of Directors is responsible for that the corporate governance statement on pages 116-126 has been prepared in accordance with the Annual Accounts Act.

Our examination of the corporate governance statement is conducted in accordance with FAR's standard RevR 16 The auditor's examination of the corporate governance statement. This means that our examination of the corporate governance statement is different and substantially less in scope than an audit conducted in accordance with International Standards on Auditing and generally accepted auditing standards in Sweden. We believe that the examination has provided us with sufficient basis for our opinions.

A corporate governance statement has been prepared. Disclosures in accordance with chapter 6 section 6 the second paragraph points 2-6 of the Annual Accounts Act and chapter 7 section 31 the second paragraph the same law are consistent with the other parts of the annual accounts and consolidated accounts and are in accordance with the Annual Accounts Act for Credit Institutions and Securities Companies.

Stockholm 20 March 2026
Öhrlings PricewaterhouseCoopers AB (PWC)

Frida Main
Authorised Public Accountant