

## **NOTICE OF ANNUAL GENERAL MEETING OF TF BANK AB**

TF Bank AB, undergoing name change to Avarda Bank AB ("TF Bank" or the "Company"), holds an Annual General Meeting on Tuesday 5 May 2026, at 14:00 CEST at the Company's premises at Lilla Brogatan 6, Borås, Sweden. Registration starts at 13:30 CEST.

The Board of Directors has resolved, pursuant to Chapter 7, Section 4a of the Swedish Companies Act (Sw. *aktiebolagslagen*) and the Company's articles of association, that shareholders shall have the right to exercise their voting rights by postal voting prior to the meeting. Consequently, shareholders may choose to exercise their voting rights at the meeting by attending in person, through a proxy or by postal voting.

### **REQUIREMENTS FOR PARTICIPATION**

Shareholders wishing to attend the meeting must:

- (i) be recorded as a shareholder in the share register kept by Euroclear Sweden AB as of Friday 24 April 2026; and
- (ii) notify the Company of the intention to attend no later than Tuesday 28 April 2026.

Notice may be submitted in writing to the Company at the address TF Bank AB, "Annual general meeting", c/o Euroclear Sweden AB, Box 191, 101 23 Stockholm, Sweden or by phone to +46 (0) 8 402 91 33 business days between 9:00 and 16:00, on Euroclear's website, <https://www.euroclear.com/sweden/generalmeetings/>, or by e-mail to [generalmeetingservice@euroclear.com](mailto:generalmeetingservice@euroclear.com). On giving notice of attendance, the shareholder should state the shareholder's name (company name), personal identity number (corporate identity number), address, telephone number and number of shares. The registration procedure described above also applies to registration for any advisors. A shareholder that exercises its voting rights through postal voting does not have to separately notify their participation, see below under postal voting.

### **NOMINEE REGISTERED SHARES**

In order to participate in the meeting, those whose shares are registered in the name of a nominee must have their shares owner-registered with Euroclear Sweden AB as of Friday 24 April 2026. Re-registration may be temporary (so-called voting rights registration) and is requested from the nominee in accordance with the nominee's routines at such time in advance as the nominee determines. Voting rights registration that the shareholder has requested and has been made by the relevant nominee no later than Tuesday 28 April 2026, will be accepted in the preparation of the share register.

### **POSTAL VOTING**

The shareholders may exercise their voting rights at the meeting by postal voting. A special form shall be used for postal voting. The form is available on the Company's website, [group.tfbank.se](http://group.tfbank.se) and on Euroclear's website, <https://www.euroclear.com/sweden/generalmeetings/>. The postal voting form can also be obtained from the Company or by contacting Euroclear Sweden AB at the contact information above. For the items on the agenda where the Board or the Nomination Committee have submitted proposals, it is possible to vote Yes or No, which is clearly stated in the postal voting form. A shareholder can also abstain from voting on any item. The completed postal voting form must be received by the Company no later than Tuesday 28 April 2026. The postal voting form is valid as a notification to the meeting. Shareholders can, through verification with BankID, cast their postal vote electronically via Euroclear Sweden AB's website <https://www.euroclear.com/sweden/generalmeetings/>. Such electronic votes must be submitted no later than Tuesday 28 April 2026.

The completed form, including any appendices, must be sent by e-mail to [generalmeetingservice@euroclear.com](mailto:generalmeetingservice@euroclear.com) or alternatively by post in original to TF Bank AB, "Annual general meeting", c/o Euroclear Sweden AB, Box 191, 101 23 Stockholm, Sweden. If the shareholder

is a legal entity, a registration certificate or an equivalent authority document, shall be enclosed to the form. The same applies if the shareholder votes in advance by proxy. The shareholder may not provide special instructions or conditions in the postal voting form. If so, the postal vote is invalid in its entirety. Further instructions and conditions are included in the postal voting form.

## **PROXIES AND PROXY FORMS**

Anyone who does not attend the meeting in person may exercise their right at the meeting via a proxy in possession of a signed and dated form of proxy. The same applies if a shareholder exercises its voting rights by postal voting. Forms of proxy are available on the Company's website, [group.tfbank.se](http://group.tfbank.se), and on Euroclear's website <https://www.euroclear.com/sweden/generalmeetings/>. The form of proxy may also be obtained from the Company or by contacting Euroclear Sweden AB at the contact information above. If the proxy is issued by a legal person, a copy of their registration certificate or equivalent authority document must be attached. The proxy must have been issued within the past year unless a longer period of validity is specified on the form of proxy, subject to a maximum of five years. To facilitate entry to the meeting, forms of proxy, registration certificates and other authority documentation must be received by the Company well in advance before the meeting.

## **PROPOSED AGENDA**

1. Opening of the meeting
2. Election of Chairman of the meeting
3. Preparation and approval of voting list
4. Approval of the agenda
5. Election of one or two persons to approve the minutes
6. Examination of whether the meeting has been duly convened
7. Presentation of the annual report and the auditor's report and the consolidated financial statements and the auditor's report on the consolidated statements
8. Presentation by the CEO
9. Resolution on:
  - a. adoption of the income statement and balance sheet and the consolidated income statement and consolidated balance sheet;
  - b. approval of the remuneration report;
  - c. disposition of the Company's results in accordance with the adopted balance sheet and determination of the record date; and
  - d. discharge from liability for the Board members and the CEO
10. Resolution on guidelines for remuneration to senior executives
11. Resolution on the number of Board members
12. Determination of fees for the Board of Directors and auditor
13. Election of:
  - a. Board of Directors; and
  - b. Auditor
14. Resolution on:
  - a. share program 2026; and
  - b. transfer of own shares
15. Resolution on authorisation for the Board of Directors to resolve on acquisition and transfer of own shares
16. Resolution on authorisation for the Board of Directors to resolve on new issue of shares
17. Closure of the meeting

## **PROPOSED RESOLUTIONS**

### **Item 2 – Election of Chairman of the meeting**

The Nomination Committee proposes Victoria Skoglund, attorney-at-law, or if she is prevented from attending, the person the Nomination Committee proposes in her place, be elected Chairman of the meeting.

### **Item 9.b – Resolution on approval of the remuneration report**

The Board of Directors proposes that the meeting resolves to approve the Board of Directors' remuneration report on remuneration pursuant to Chapter 8, Section 53a of the Swedish Companies Act.

### **Item 9.c – Resolution on disposition of the Company's results in accordance with the adopted balance sheet and determination of the record date**

The Board of Directors proposes that the Annual General Meeting resolves on a dividend of SEK 5.00 per share. Of the funds at the disposal of the Annual General Meeting, SEK 3,094,087,215, SEK 323,250,000 will be distributed to shareholders through the dividend and the remainder, SEK 2,770,837,215, will be carried forward. 7 May 2026 is proposed as the record date for receiving dividend. With this record date, the dividend is expected to be paid on 12 May 2026.

### **Item 10 – Resolution on guidelines for remuneration to senior executives**

The Board of Directors proposes that the Annual General Meeting adopts the following guidelines for determining the salary and other remuneration to senior executives.

#### **Proposed changes to the guidelines**

The main change in the Board's proposal compared with the guidelines adopted at the 2023 Annual General Meeting is an increase in the maximum level of pension contributions that may be paid for defined contribution pensions, from 25 percent to 35 percent of pensionable income. In addition, certain editorial adjustments have been made.

#### **Applicability of the guidelines**

These guidelines cover the CEO, deputy CEO, other members of group management and, where applicable, remuneration to Board members for work beyond their Board duties. The guidelines shall apply to remuneration agreed upon, and changes made to remuneration already agreed upon, after the guidelines have been adopted. The guidelines do not cover remuneration resolved on by the Annual General Meeting.

#### **The guidelines' promotion of the Company's business strategy, long-term interests and sustainability**

TF Bank is a fast-growing digital credit and payment platform operating in 14 European countries. Through its proprietary IT infrastructure, the Company creates simple and flexible payment and financing solutions for millions of customers. Since 1987, the Company has combined growth with profitability, and since its IPO in 2016, this development has continued with a strong focus on scalability and automation. Lending and deposit operations are conducted in the Nordic countries, the Baltics, Poland, Germany, Austria, Spain, Ireland, the Netherlands and Italy through subsidiaries, branches or cross-border operations supported by the Swedish banking licence. The business is divided into three segments: Credit Cards, Ecommerce Solutions and Consumer Lending.

A successful implementation of the Company's business strategy and safeguarding of the Company's long-term interests, including its sustainability, requires that the Company is able to recruit and retain

qualified employees. This requires the Company to be able to offer competitive remuneration. These guidelines enable senior executives to be offered competitive total remuneration.

Ahead of the Annual General Meetings in 2021, 2022, 2023 and 2024, the Board of Directors has proposed long-term share programs for the management team and certain other employees of the Company. The share programs have been resolved on by the general meeting and are thus not covered by these guidelines. The programs are linked to the market price of the Company's shares. Participation in the programs requires personal investment. For more information about these programs, please refer to the Company's website.

Variable cash remuneration covered by these guidelines shall be aimed at promoting the Company's business strategy and long-term interests, including its 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 also resolve on, for example, share and share price-related remuneration.

#### Fixed cash salary

Each senior executive shall receive a basic salary, i.e. a fixed monthly salary. The basic salary shall reflect the executive's responsibilities and the nature of the position and their individual performance, and shall be in line with market terms. The fixed cash salary shall constitute a sufficiently large part of the employee's total remuneration to make it possible to set the variable components to zero. The fixed cash salary constitutes the pensionable income and is the basis for calculating the variable remuneration.

#### Variable cash remuneration

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

#### Pension benefits

Pension benefits, including health insurance, shall be defined contribution, insofar as the executive is not covered by a defined benefit pension under mandatory collective agreement provisions. Pension contributions for defined contribution pensions may amount to a maximum of 35 percent of the pensionable income.

#### Other benefits

Other benefits, such as car benefits, may amount to a maximum of 20 percent of the pensionable income.

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

### **Termination of employment**

In the event of termination by the Company, the period of notice may not exceed twelve months. Fixed cash salary during the period of notice and severance pay may not exceed an amount corresponding to the fixed cash salary for six to twelve months, and the agreement may not apply for a longer period than this. 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, compensation may be paid for any non-compete undertaking. Such compensation shall compensate for any loss of income and shall only be paid if the former executive is not entitled to severance pay. The compensation shall be based on the fixed cash salary at the time of termination and shall be paid during the period covered by the non-competition agreement, which shall be a maximum of six to twelve months after the termination of employment.

#### **Criteria for payment of variable cash remuneration**

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

When the measurement period for fulfilment of the criteria for payment of variable cash remuneration has ended, the extent to which the criteria have been fulfilled shall be assessed and determined. The Board of Directors is responsible for such assessment with regard to variable cash remuneration to senior executives. Fulfilment of financial criteria shall be determined based on the Company's most recently published financial information. Variable remuneration shall only be paid to the senior executive to the extent that it is justifiable in view of the Company's financial situation and justified by the results of the bank, the business unit concerned and the employee. It shall also be possible for the variable remuneration to be waived entirely. The Company shall have the right, in accordance with law or agreement, subject to any restrictions that may apply, to reclaim variable remuneration paid on incorrect grounds.

#### **Salary and terms of employment for employees**

In preparing the Board's proposal for these remuneration guidelines, the salaries and terms of employment for the Company's employees have been taken into account by including information on the employees' total remuneration, the components of the remuneration and the increase and rate of increase of the remuneration over time, in the Board's basis for decision when evaluating the reasonableness of the guidelines and the restrictions that follow from them.

#### **The decision-making process for establishing, reviewing and implementing the guidelines**

The Board shall draw up proposals for new guidelines when there is a need for significant changes and at least every four years, and the proposal shall be presented and resolved on at the Annual General Meeting. The guidelines shall apply until new guidelines are adopted by the Annual General Meeting. The Board shall also monitor and evaluate programs for variable remuneration to the company management, the application of guidelines for remuneration to senior executives, and current remuneration structures and remuneration levels in the Company. The remuneration committee shall prepare the Board's work as described above. The CEO or other members of senior management shall not be present during the Board's and remuneration committee's preparation, discussion and decision-making on remuneration-related matters, to the extent that they are affected by the matters.

#### Deviations from the guidelines

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

#### **Item 11 – Resolution on the number of Board members**

The Nomination Committee proposes that the Board of Directors, for the period until the end of the next Annual General Meeting, shall consist of six members elected by the meeting, with no alternates.

## **Item 12 – Determination of fees for the Board of Directors and auditor**

The Nomination Committee proposes the following unchanged fees to Board members elected by the meeting who are not employed by the Company:

- a. SEK 1,500,000 to the Chairman of the Board of Directors and SEK 550,000 to each of the other members of the Board of Directors
- b. SEK 200,000 to the Chairman and SEK 100,000 to each of the other members of the Audit Committee
- c. SEK 100,000 to the Chairman and SEK 50,000 to each of the other members of the Remuneration Committee
- d. SEK 200,000 to the Chairman and SEK 100,000 to each of the other members of the Risk- and Compliance Committee

The Nomination Committee's aim is for each Board member's shareholding in the Company to correspond to such Board member's annual net compensation (including remuneration for work on Board committees). Accordingly, the Nomination Committee encourages Board members whose current shareholding does not meet this threshold to invest 50 percent of their total net annual remuneration in shares in the Company until the target level has been reached. The Nomination Committee will take this objective into consideration when preparing proposals for the re-election of Board members at future Annual General Meetings.

The Nomination Committee proposes that fees to the auditor shall be paid in accordance with approved invoices.

## **Item 13.a – Election of Board of Directors**

The Nomination Committee proposes re-election of the following Board members:

- a. John Brehmer
- b. Niklas Johansson
- c. Michael Lindengren
- d. Sara Mindus
- e. Arti Zeighami

As well as re-election of John Brehmer as Chairman of the Board. New election is also proposed of Jina Zachrisson as Board member. Fredrik Oweson has declined re-election.

Jina Zachrisson (born 1987) holds a Bachelor of Science in economics from Stockholm University. Jina Zachrisson has over 15 years of experience in the financial industry in London and Stockholm. Her latest assignment was Managing Director at Goldman Sachs, where she was responsible for the public equity operations for Swedish customers. Previous experiences include the investment bank Berenberg Bank in London and Söderberg & Partners in Stockholm. She is currently a Board member of Meds Apotek AB and Protean Funds Scandinavia AB.

Complete information about the proposed Board members is available on the Company's website, [group.tfbank.se](http://group.tfbank.se).

## **Item 13.b – Election of auditor**

The Nomination Committee proposes that the Company shall have one auditor, with no alternate.

The Nomination Committee proposes, in accordance with the audit committee's recommendation, re-election of the registered accounting firm Öhrlings PricewaterhouseCoopers AB ("**PwC**") as auditor.

PwC has given notice that the authorised public accountant Frida Main will continue as the auditor-in-charge if PwC is elected.

#### **Item 14.a – Resolution on share program 2026**

The Board of Directors proposes that the Annual General Meeting resolves on share program 2026 in accordance with the following.

##### **Background**

For the Company to be able to successfully implement its business strategy and safeguard its long-term interests, including its sustainability, it is a prerequisite for the bank to be able to recruit and retain qualified members of staff. Remuneration should encourage high performance and at the same time be compatible with and promote sound and effective risk management and counteract excessive risk-taking. Performance is evaluated from a multi-year perspective on the basis of pre-determined financial and non-financial goals.

Equity-based remuneration is a means to recruit, motivate and retain staff with key competences in the Company. Furthermore, employees' shareholding builds and strengthens long-term commitment aligned with the interests of the shareholders.

##### **Evaluation and preparation**

The Company's share program 2026 ("**Share program 2026**") has been prepared by the Board and the Board's Remuneration Committee. The Remuneration Committee shall also monitor the participation in the program.

The preparation has focused on the allotment criteria, while also considering the effectiveness, attractiveness and competitiveness of the program. Market and societal trends, shareholders' preferences and regulatory requirements have been taken into account.

Based on this preparation and discussions with the bank's major shareholders, the Board of Directors proposes that the Annual General Meeting resolves on a long-term share-program for senior executives of the Company ("**Participants**"). The program is intended to be annually recurring.

Share program 2026 allows for risk adjustment and the final outcome may therefore be cancelled partly or entirely in accordance with the Company's remuneration policy and applicable regulations. This means, among other things, that the number of Matching Shares (as defined below) that a Participant can obtain through the program may be reduced or completely canceled in certain cases, for example if the outcome is not justifiable with regard to the Company's financial situation.

The Board's and Remuneration Committee's assessment is that the proposal strikes an appropriate balance between motivating the Participants and achieving a long-term, well-balanced and competitive remuneration.

##### **Terms**

The Share program 2026 is a program directed at senior executives of the Company, so-called Executive Directors, which are the CEO, Deputy CEO and the Chief Commercial Officer, but not directed at Board members of the Company. The program is directed at three persons, has a term of three years and runs from 31 December 2026 until 31 December 2029. Each Participant will be allocated an individually determined number of conditional share rights ("**Rights**"), each of which entitling the holder to one matching share in the Company ("**Matching Shares**"). The allotment of Rights will be distributed among the Participants within the following categories:

<b>Participant</b>	<b>Number of Rights</b>
CEO	maximum 10,000
CFO / Deputy CEO	maximum 6,000
CCO	maximum 6,000
Total	Maximum 22,000

The Rights are conditional on the Participant acquiring the corresponding number of shares in the Company (“**Acquired Shares**”) during the period from 1 January 2026 up to 31 December 2026. The Participant is entitled to receive a Matching Share for each allotted Right that is matched by an Acquired Share. Excess Rights shall lapse without any right for the Participant to receive a Matching Share. The number of Rights allotted to a Participant will be determined based on an assessment of: (i) the Participant's results; (ii) the Participant's result unit's results; and (iii) the Company's total results. In assessing the employee's results, both financial and non-financial criteria will be considered.

The Matching Shares will be transferred to the Participants in connection to the expiry of Share Program 2026. For the ownership of the Matching Shares to be transferred to the Participants, certain conditions must be met as of 31 December 2027, 2028 and 2029, respectively. One third of the Matching shares are vested if the conditions are met at each of these times. A Participant who meets the conditions as of 31 December 2027 and 2028, but not 2029, is thus entitled to receive two thirds of the Matching Shares. The conditions that must be met are that the Participant at such time: (i) is employed by the Company; (ii) holds the Acquired Shares; and (iii) that the financial and/or non-financial criteria which the Board decides upon allotment of the Rights are fulfilled. The reason for not stating the financial and/or non-financial criteria to be met within the program is partly that the Board considers them to be sensitive from a competition standpoint, partially that the Board wishes to determine the criteria in close connection to the allotment to ensure they are adapted to the circumstances at that time. The Board is entitled to adjust the financial and/or non-financial criteria in accordance with (iii) above annually. Such adjustment shall be made no later than 31 December during a given year to apply for the next year.

The program comprises an obligation for the Company to deliver a maximum of 22,000 shares to the Participants. The number of Matching Shares which each Participant may receive may be subject to recalculation under the terms and conditions of the program as a consequence of bonus issues, share splits, rights issues and similar measures.

#### **Allotment**

The maximum number of shares that can be transferred under the Share program 2026 is 22,000 shares. The maximum number of shares under the program equals approximately 0.03 percent of the total number of shares in the Company. The delivery of shares is proposed to be effectuated with existing shares. Allotment of Rights under the program shall be made before 1 June 2026. Acquired Shares and Matching shares shall be ordinary shares of the Company with the right to dividends. The Rights are not securities that can be sold, pledged or transferred to others.

#### **Miscellaneous**

Before the final outcome of Share program 2026 is determined, the Board shall examine whether the outcome, from, inter alia, a risk perspective, is reasonable considering the Company's results and financial position, the conditions on the stock market, conditions related to the individual Participant and other circumstances such as changes in accounting principles. If this is not deemed to be the case, the Board has the right, within the limit of the total program, to change the outcome to the number the Board deems reasonable. The outcome may be set to zero. Any change shall be communicated in connection with the Company's first financial report following the decision. The Board is authorized to make changes to TF Bank's Share program 2026 from time to time if so deemed advisable by the

Board or the remuneration committee and provided that the program following such changes are within the limits of the maximum number of shares in the program, the maximum number of shares of the total number of shares in the bank and the calculated maximum costs.

### **Taxation**

The programs have been designed in such a way that Participants will normally be taxed for the benefit of receiving shares in the income year when the shares are received, i.e., 2030. The taxable value of the benefit will normally be equal to the closing price for the shares on the day when the shares are received. The value of the benefit is taxed as income from employment for the Participant, meaning that social security contributions may be charged on the benefit amount and be a cost for the employer.

### **Cost**

Under the assumption that the Company hedges its undertakings under Share program 2026 by acquiring its own shares at an average price of SEK 170 per share and that all Participants fulfil the criteria and receive the full number of Matching Shares, the cost for the program (including social security contributions) will amount to approximately MSEK 5 over a three-year period. If only half of the Matching Shares are transferred to the Participants, the cost for program (including social security contributions) will amount to approximately MSEK 2.5 over a three-year period.

Under the assumption that the Company hedges its undertakings under Share program 2026 by acquiring its own shares at an average price of SEK 250 per share and that all Participants fulfil the criteria and receive the full number of Matching Shares, the cost for the program (including social security contributions) will amount to approximately MSEK 7.2 over a three-year period. If only half of the Matching Shares are transferred to the Participants, the cost for the program (including social security contributions) will amount to approximately MSEK 3.6 over a three-year period.

### **Value**

The value of the Matching Shares is approximately SEK 3.5 million, whereby the shares have been valued at the closing price of TF Bank's share on Nasdaq Stockholm on the day before this proposal was adopted by the board of directors, on 13 March 2026.

### **Hedging and transfer of shares**

The Share program 2026 may lead to certain financial exposure for the Company, due to market price changes for the Company's share. The aim is to hedge this exposure by the acquisition of own shares or by equity swap contracts with third parties. The social security contribution is also hedged. There are different methods for effectuating the transfer of Matching Shares to the Participants under the programs, such as delivery of own shares and an agreement with a third party under which the third-party transfers shares to the Participants under the programs. The Board considers transfer of own shares the most cost efficient and flexible method. Therefore, this is the main alternative (item 14.b on the agenda for the Annual General Meeting).

### **Item 14.b – Resolution on transfer of own shares**

The Board of Directors proposes that the Annual General Meeting resolves that a maximum of 29,000 of the acquired shares in the Company may be transferred/allotted as follows:

1. Participants, who are entitled to receive shares in the Share program 2026 shall have a preferential right to receive the shares, to the maximum number of shares that follows from the terms and conditions of the program. Subsidiaries within the Company shall furthermore be entitled to acquire shares free of charge, whereby such subsidiary shall within the scope of the terms and conditions of the program be obliged to immediately transfer the shares to the Participants;
2. The Participants' right to receive shares may be exercised during the period when the Participants are entitled to receive shares under the Share program 2026; and

3. The shares that are not allotted according to items 1 and 2 above may be sold by the Company on Nasdaq Stockholm in accordance with applicable rules to cover social security costs for Share Program 2026.

#### **Item 15 – Resolution on authorisation for the Board of Directors to resolve on acquisition and transfer of own shares**

The Board proposes that the Annual General Meeting authorises 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 own shares may be acquired that the Company's holdings, including shares that have otherwise been acquired and held, at any time does not exceed five percent of all shares in TF Bank. Acquisitions of own shares on Nasdaq Stockholm shall be made at a price that does not exceed the highest of the prices for the latest independent trading and the highest current independent purchase bid on Nasdaq Stockholm. Acquisitions may not be made at a price lower than the minimum price at which an independent acquisition could be made.

Transfers in accordance with the authorisation may be made of all own shares held by the Company at the time of the Board's decision. Transfers on Nasdaq Stockholm shall be made at a price per share within the prevailing price interval, meaning the interval between the highest current purchase bid and the lowest current selling price as published continuously by Nasdaq Stockholm. Transfers of own shares by other means shall be made at a minimum price to be determined in close connection with the share's stock exchange price at the time of the Board's decision on the transfer.

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 outstanding incentive programs.

#### **Item 16 – Resolution on authorisation for the Board of Directors to resolve on new issue of shares**

The Board of Directors proposes that the Annual General Meeting resolves to authorise the Board to, on one or more occasions, resolve on new share issues with or without deviation from the shareholders' preferential rights. The number of shares issued pursuant to the authorisation may not exceed an increase of twenty percent 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.

The purpose of the authorization, and the reason for any deviation from the shareholders' preferential rights, is to be able to continuously adjust the company's capital structure and thereby contribute to increased shareholder value and to enable the company to finance, wholly or partly, any future acquisitions by issuance of shares or using newly issued shares as payment in connection with acquisitions. For a resolution on an issue without preferential rights, the purpose shall be (i) to provide the Company with new owners of strategic importance to the Company, (ii) to carry out acquisitions or (iii) to procure capital for acquisitions.

## **MAJORITY REQUIREMENTS**

Resolutions under items 15 and 16 will not be valid unless supported by shareholders representing at least two thirds of both the votes cast and the shares represented at the meeting. A resolution under item 14.b will not be valid unless supported by shareholders representing at least nine tenths of both the votes cast and the shares represented at the meeting.

## **DOCUMENTS**

The complete documents in accordance with the Swedish Companies Act will be available at the Company and on the Company's website as from no later than Tuesday 14 April 2026 and will be sent immediately and without charge to any shareholders who so request and state their postal address. The documents will also be available at the meeting.

## **NUMBER OF SHARES AND VOTES**

As of the date of this notice, the total amount of shares and votes in the Company amounts to 64,650,000. The company holds no treasury shares as of the date of this notice.

## **INFORMATION AT THE MEETING**

The shareholders are reminded of their right to request information from the Board of Directors and the CEO according to Chapter 7, Sections 32 and 57 of the Swedish Companies Act.

## **PROCESSING OF PERSONAL DATA**

For information on how your personal data is processed, please see <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>

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Borås in March 2026

**TF Bank AB (publ) (undergoing name change to Avarda Bank AB)**

*The Board of Directors*