

## Notice to attend the Annual General Meeting

**The shareholders of Resurs Holding AB (publ) are hereby invited to the Annual General Meeting on Tuesday 27 May 2025 at 1:00 p.m. at Dunker Kulturhus, Kungsgatan 11, Helsingborg. Registration will commence at 12:30 p.m.**

### RIGHT TO PARTICIPATE

Shareholders who wish to attend the Meeting shall

- be entered in the share register maintained by Euroclear Sweden AB in terms of conditions on the record date, Monday 19 May 2025, and
- register their notice to attend with the Company not later than Wednesday 21 May 2025. Such registration of notice to attend is to be made by e-mail to [legal@resurs.se](mailto:legal@resurs.se) or by mail to Resurs Holding AB, "AGM", Box 22354, 250 25 Helsingborg, Sweden. In their registration of notice to attend, shareholders shall state their name, personal identification number or Corporate Identity Number, address, telephone number and advisors, if applicable (a maximum of two).

### PROXIES ETC.

If a shareholder is represented by proxy, the proxy must have a power of attorney at the Meeting in writing, dated and signed by the shareholder. The power of attorney may not be older than a year, unless a longer validity (but not more than five years) is stated in the power of attorney. If the power of attorney is issued by a legal entity, or if the shareholder is represented by legal representatives, a copy of the current registration certificate or equivalent authorisation documentation for the legal entity is required. To facilitate admission /registration at the Meeting, powers of attorney, as well as registration certificates and other authorisation documentation, should be submitted to the Company no later than in conjunction with the final date for registration (Wednesday 21 May 2025), see address/e-mail address under "Right to participate" above. A template proxy form is available on the Company's website [www.resursholding.se](http://www.resursholding.se).

### NOMINEE-REGISTERED SHARES

Shareholders who have their shares nominee-registered through the bank or another nominee, for example having their shares in a custody account, must – aside from giving notice of participation in the General Meeting – request that the shares be temporarily re-registered in their own name so that the shareholder is entered in the share register maintained by Euroclear as per the record date of Monday 19 May 2025.

Such registration may be temporary (so-called voting right registration) and may be requested from the nominee in accordance with the nominee's procedures at a time in advance as determined by the nominee. Voting rights registration that have been requested by shareholders in such a time that registration has been completed by the nominee by Wednesday 21 May 2025 at the latest will be taken into account in the preparation of the share register as per the record date.

## **PROPOSED AGENDA**

1. Opening of the Meeting.
2. Election of Chairman of the Annual General Meeting.
3. Preparation and approval of the voting list.
4. Approval of the agenda.
5. Election of one or two persons to check and verify the minutes.
6. Determination of whether the Annual General Meeting has been duly convened.
7. Presentation by the CEO.
8. Presentation of the company's Annual Report and the auditor's report and of the consolidated financial statements and the Group auditor's report.
9. Resolution on the adoption of the Profit and Loss Statement and the Balance sheet and of the Group Profit and Loss Statement and the Group Balance sheet.
10. Resolution on the allocation of the company's earnings according to the adopted balance sheet
11. Resolution on the discharge from liability of the members of the Board and the CEO.
12. Determination of the number of members of the Board and auditors.
13. Determination of the remuneration to the Board and the auditor.
14. Election of Board members.
15. Election of the Chairman of the Board.
16. Election of auditors
17. Presentation and approval of the remuneration report.
18. Resolution on guidelines for remuneration for senior executives.
19. Resolution on the authorisation of the Board to resolve on the acquisition of own ordinary shares.
20. Resolution on the authorisation of the Board to resolve on new issues of shares, warrants and/or convertibles.
21. Closing of the Annual General Meeting.

## **RESOLUTIONS PROPOSED**

## **Election of Chairman of the Annual General Meeting (item 2)**

The Board proposes that Ola Grahn, or in his absence the individual that the Board designates, be elected the Chairman of the Annual General Meeting.

## **Resolution on the allocation of the company's earnings as stated in the adopted Balance Sheet (item 10)**

The Board proposes that all profits at the disposal of the Annual General Meeting of SEK 1,807,134,986 be carried forward.

## **Determination of the number of members of the Board and the auditor and the election of the members of the Board, the Chairman of the Board and the auditor (items 12, 14-16)**

Ronneby UK Limited ("Ronneby"), which holds approximately 88 per cent of the shares in the company, proposes that the Board consist of eight members.

Ronneby proposes that, for the period until the close of the next Annual General Meeting, Lennart Jacobsen, Martin Bengtsson, Fredrik Carlsson, Gustaf Martin-Löf, Peter Rutland, Martin Iacoponi, Håkan Berg and Johanna Clason be re-elected as members of the Board.

Ronneby proposes that Lennart Jacobsen be re-elected as Chairman of the Board.

The Board proposes that the company have a registered accounting firm as auditor and that the registered accounting firm Öhrlings PricewaterhouseCoopers AB ("PwC") be re-elected as auditor for the period up until the close of the 2026 Annual General Meeting. PwC has informed the company that the Authorised Public Accountant Peter Nilsson will serve as auditor in charge should PwC be elected as auditor.

## **Determination of the remuneration to the Board and the auditor (item 13)**

Ronneby proposes that remuneration for ordinary Board work for the period until the end of the next Annual General Meeting remain unchanged and be as follows:

- SEK 1,320,000 to the Chairman of the Board,
- SEK 440,000 to each of the other members of the Board.

Ronneby furthermore proposes that fees for work in the Company's and /or the subsidiary Resurs Bank Aktiebolag's committees for the period until the end of the next Annual General Meeting shall remain unchanged and be paid as follows:

- SEK 100,000 to the Chairman and SEK 50,000 to each of the other members of the Audit Committee,
- SEK 330,000 to the Chairman and SEK 165,000 to each of the other members of the Corporate Governance Committee,
- SEK 50,000 to the Chairman and SEK 25,000 to each of the other members of the Remuneration Committee; and
- SEK 100,000 to the Chairman and SEK 50,000 to each of the other members of the Credit Committee.

It is noted that remuneration, where applicable, shall not be paid for assignments in both the company and the subsidiary Resurs Bank Aktiebolag.

Ronneby proposes that no remuneration, including for committee work, shall be paid to the proposed Board members Martin Bengtsson, Gustaf Martin-Löf, Peter Rutland and Martin Iacoponi.

The Board proposes that the auditor be paid in accordance with approved invoices.

#### **Presentation and approval of the remuneration report (item 17)**

The Board has prepared a remuneration report for 2024 and proposes that the Annual General Meeting approves the report. The remuneration report is included in the documents pertaining to the Annual General Meeting that are provided before the Annual General Meeting as below.

#### **Resolution on guidelines for remuneration of senior executives (item 18)**

The Board proposes that the Annual General Meeting resolves to adopt the following guidelines for remuneration of senior executives to apply until further notice, but no longer than until the 2029 Annual General Meeting.

##### *Scope of the guidelines*

These guidelines apply to the CEO and other members of Group Management as well as members of the Board to the extent they are remunerated outside their Board assignments. The guidelines shall apply to remuneration as agreed, and changes that are made to remuneration that have already been agreed, after the adoption of the guidelines at the 2025 Annual General Meeting. The guidelines do not cover remuneration that is resolved by the Annual General Meeting such as fees for Board assignments or long-term incentive programs regarded as variable remuneration.

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

Resurs conducts its operations within banking and insurance distribution, and the operations are divided into two business segments, based on the products and services offered: Payment Solutions including Retail Finance and B2B and Consumer Loans including Credit Cards. The company strives to be a responsible enterprise that is run with the purpose of creating value for partners, customers, employees and owners in a long-term and sustainable manner. For more information on Resurs' business strategy, see [www.resursholding.com/en/about-us/business-model-and-strategy/](https://www.resursholding.com/en/about-us/business-model-and-strategy/).

Successfully safeguarding the company's long-term interests, including within sustainability, runs on the assumption that the company is able to recruit and retain qualified employees. In order to achieve this, the company must be able to offer competitive remuneration. These guidelines allow for competitive total remuneration to be offered to senior executives.

Remuneration to senior executives is aimed at promoting the company's business strategy, long-term interests and sustainability, as well as promote sound and efficient risk management and counteract unhealthy risk-taking. With this as a background, as well as considering the current regulations on systems of remuneration present in banking and insurance distribution operations, the remuneration subject to these guidelines shall not consist of variable remuneration.

*Types of remuneration etc.*

Remuneration shall be market-based and consist of the following components: fixed cash remuneration, pension benefits and other benefits. Additionally, the Annual General Meeting may resolve on variable remuneration, for example on share and share-price-related remuneration, which is not subject to these guidelines.

The senior executives' fixed cash remuneration is revised each year and shall be competitive and based on the individual's competence, responsibility and performance.

For the CEO, pension benefits shall be defined contribution. The pension premiums for defined contribution pensions shall not exceed 35 % of the fixed annual cash remuneration of the CEO. For other senior executives, the pension premiums for defined contribution pensions shall not exceed 30 per cent of the fixed annual cash remuneration of other senior executives.

Other benefits may include medical insurance, life insurance, healthcare insurance and company car benefit. Such benefits must not in total exceed ten per cent of the fixed annual cash remuneration of the senior executive.

For employment conditions that fall under other regulations than those in Sweden, in reference to pension benefits and other benefits, appropriate adjustments are made to follow mandatory rules or fixed local practices, whereby the general purposes of the guidelines are satisfied as far as possible. The conditions for the CEO and all the other senior executives at the time for the 2025 Annual General Meeting are subject to Swedish regulations.

#### *Termination of employment*

In the event of notice of termination by the company to the CEO or the CEO's own notice of termination, the notice period for termination may not exceed twelve months. For the other senior executives, the notice period for termination, both notices from the company and the senior executive, may not exceed six months. The CEO and the other senior executives are not entitled to severance pay. Remuneration for non-compete undertakings may be paid. Such remuneration shall, in accordance with the current regulations, compensate for potential loss of income as a result of the non-compete commitments. Remuneration shall be based on the fixed cash remuneration on the termination date and shall be paid during the period that the commitment of the restriction of competition applies.

#### *Consideration of remuneration to the company's employees*

When preparing the Board's proposals for these remuneration guidelines, the salary and terms of employment for the company's employees are taken into account insofar as the information on the employees' total remuneration, its components, and the increase and rate of increase over time form part of the Remuneration Committee's and the Board's decision-making basis for evaluating the fairness of the guidelines and any resulting limitations.

#### *Remuneration to Board members*

Board members, elected at General Meetings, may in certain cases receive compensation for services performed within their respective areas of expertise, outside of their Board duties at Resurs. Compensation for such services shall be paid on market terms and be approved by the Board.

## *Decision making process for ensuring, monitoring and adapting the guidelines*

The Board has established a Remuneration Committee. The tasks of the Remuneration Committee include preparing the Board's resolutions on proposals for guidelines concerning remuneration of senior executives. The Board shall prepare proposals for new guidelines at least once every four years and submit the proposal to be resolved by the Annual General Meeting. The guidelines are to be valid until new guidelines have been adopted by the Annual General Meeting. The Remuneration Committee shall also follow and evaluate any long-term incentive program to be addressed to the Annual General Meeting, as applicable, the application of guidelines for remuneration for senior executives and the relevant remuneration structures and levels in the company. The Remuneration Committee's members are independent in relation to the company and its management. In the Board's processing of and decisions on remuneration related issues, the CEO and the other senior executives are not present in circumstances when they are affected by the issue at hand.

## *Deviations from the guidelines*

The Board may resolve to temporarily deviate from the guidelines partially or entirely should there be grounds to do so in a particular case, and should a deviation be deemed necessary in order to satisfy the company's long-term interests, including its sustainability, or to guarantee the company's financial viability. As stated above, it is part of the role of the Remuneration Committee to prepare the Board's decisions on remuneration issues, which includes decisions on deviations from the guidelines.

## *Review of the guidelines*

The Board has not received any comments from the shareholders regarding the current guidelines for remuneration to senior executives. The proposed guidelines for remuneration to the Annual General Meeting 2025 correspond in all material aspects to the guidelines adopted at the 2024 Annual General Meeting, except that the notice period upon termination for senior executives has been adjusted and that a section on compensation to Board members for services outside the Board duties has been added.

## **Resolution on the authorisation of the Board to resolve on the acquisition of own ordinary shares (item 19)**

The Board proposes that the Annual General Meeting resolve to provide the Board with authority to, on one or several occasions during the period up to the next Annual General Meeting, provided it is permissible by the applicable capital adequacy rules on each occasion, repurchase its own ordinary shares in accordance with the following conditions:

- Acquisition of own ordinary shares may be made of a maximum number of shares so that the company's holdings of own ordinary shares at any given time do not exceed five (5) per cent of all shares in the company.
- Acquisition of own ordinary shares must occur on Nasdaq Stockholm in accordance with Nasdaq Stockholm's Rule Book for Issuers.
- Acquisition of own ordinary shares may only be effected on Nasdaq Stockholm at a price per share within the registered span of share prices at the particular time, by which is meant the span between the highest price paid and the lowest selling price.
- The ordinary shares are to be paid for in cash.

According to the Annual Report for the 2024 financial year, the company's unrestricted equity that is available for distribution by the Annual General Meeting (available profit and unrestricted reserves but excluding Additional Tier 1 instruments) amounted to SEK 1,807,134,986 which, thus remains of the disposable amount according to Ch. 17, Section 3, first paragraph of the Swedish Companies Act.

The purpose of the authorisation to acquire own ordinary shares is to create a tool for the Board to continuously during the year adapt and improve the company's capital structure, including the calibration of the company's actual capital position in relation to its established target for the same, and thereby create additional value for shareholders. The purpose is also to provide the Board of Directors with an alternative to ensure supply of shares to participants in any future incentive program.

#### **Resolution on the authorisation of the Board to resolve on new issues of shares, warrants and/or convertibles (item 20)**

The Board proposes that the Annual General Meeting authorizes the Board, until the next Annual General Meeting, on one or several occasions, with or without deviation from the shareholders' preferential rights, to resolve on new issues of shares, warrants and/or convertibles. Resolutions that are passed under the authorization may not, in the aggregate, involve an increase of the share capital by more than an amount, which corresponds to 10 per cent of the company's current share capital. The authorization shall also include the right to resolve on new issues where the shares are to be paid for with non-cash consideration or through set-off of a claim, or otherwise with terms and conditions pursuant to the Swedish Companies Act (2005:551) Chapter 13 Section 7, Chapter 14 Section 9, or Chapter 15 Section 9.



The reasons for deviating from the shareholders' preferential right may be that possible targeted issues for the implementation of acquisitions of all or parts of other companies or operations, alternatively for the acquisition of capital to be used for such acquisitions or otherwise to create flexibility in raising capital. When using the authorization, the assessment made in connection with deviation from the shareholders' preferential right must be accounted for. The basis for the issue price shall be the share's market value. When using the authorization, the assessment made in this regard must also be accounted for.

The Board further proposes that the Board, CEO or other person appointed by the Board or the CEO, shall be authorized to make such minor amendments in the resolution of the Annual General Meeting that may be necessary in order to effect the registration with the Swedish Companies Registration Office.

## **OTHER INFORMATION**

### **Number of shares and votes**

At the date of this notice the total number of shares in the company amounts to 200,000,000 with one vote each, thus in total 200,000,000 votes. At the time of the issuance of this notice the company holds no own shares.

### **Special majority requirements, etc.**

The resolutions of the Annual General Meeting regarding item 19 (authorisation to acquire own ordinary shares) and item 20 (authorisation to resolve on new issues of shares, warrants and/or convertibles) are only valid if it is supported by the shareholders by at least two-thirds of the votes cast and the shares represented at the Annual General Meeting. In other respects, a simple majority is required for a resolution in accordance with the Board's proposals.

### **Documentation**

The Board's complete proposals for resolutions are included in the notice, but with the exception of the remuneration report, which is provided as set out below. The Annual Report and the Audit Report for 2024, the auditor's statement in accordance with Ch. 8 Section 54 of the Swedish Companies Act, the Board of Directors' reasoned statement in accordance with Ch. 19 Section 22 of the Swedish Companies Act, the remuneration report and other Meeting documentation, together with the power of attorney form, are available not later than three weeks prior to the Annual General Meeting on the company website, [www.resursholding.se](http://www.resursholding.se) and from the company at Björkavägen 111 in Helsingborg and will be sent to those shareholders who have requested such and have provided their postal or e-mail address.

To order the documentation, send an e-mail to [legal@resurs.se](mailto:legal@resurs.se) or a letter to Resurs Holding AB, "Annual General Meeting", Box 223 54, 250 25 Helsingborg, Sweden.

### Right to receive information

The Board and the CEO must, if a shareholder so requests and the Board considers it possible without this resulting in material damage to the company, provide information concerning, firstly, conditions that could influence the assessment of an item on the agenda, secondly, conditions that could influence assessments of the financial condition of the company or subsidiaries and, thirdly, the company's relationship to other Group companies.

Shareholders who submit questions in advance can do so to [legal@resurs.se](mailto:legal@resurs.se) or a letter to Resurs Holding AB, "Annual General Meeting", Box 223 54, 250 25 Helsingborg, Sweden.

### Processing of personal data

Resurs Holding AB (publ) 556898-2291, registered in Helsingborg, is the controller of the processing of personal data in connection with the Annual General Meeting. For information on how personal data is processed, see <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

*Data Protection Officer of Resurs Holding*

E-mail: [DPO@resurs.se](mailto:DPO@resurs.se)

Telephone: 042-38 20 00

Address: Resurs Holding, DPO, Box 22209, SE-250 24 Helsingborg, Sweden.

*The English text is an unofficial translation. In case of any discrepancies between the Swedish text and the English translation, the Swedish text shall prevail.*

Helsingborg, April 2025

RESURS HOLDING AB (PUBL) THE BOARD

### MORE INFORMATION:

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## **ABOUT RESURS HOLDING**

Resurs Holding (Resurs), which operates through the subsidiary Resurs Bank, is the leader in retail finance in the Nordic region, offering payment solutions, consumer loans and niche insurance products. Since its start in 1977, Resurs Bank has established itself as a leading partner for sales-driven payment and loyalty solutions in retail and e-commerce, and Resurs has thus built a customer base of approximately six million private customers in the Nordics. Resurs Bank has had a banking licence since 2001 and is under the supervision of Finansinspektionen. The Resurs Group operates in Sweden, Denmark, Norway and Finland. At the end of the fourth quarter of 2024, the Group had 673 employees and a loan portfolio of SEK 39.9 billion. Resurs is listed on Nasdaq Stockholm.

## **Attachments**

[Notice to attend the Annual General Meeting](#)