

Invitation to attend the Extraordinary General Meeting of Norion Bank AB (publ)

Shareholders in Norion Bank AB (publ), Corp. ID no. 556597-0513, ("the Company" or "Norion") are hereby invited to attend the Extraordinary General Meeting on Friday, 13 February 2026 at 12.00 p.m. at Norion's premises at Lilla Bommens Torg 11 in Gothenburg, Sweden. Admittance to the Meeting will commence at 11.30 a.m. CET.

REGISTRATION AND PARTICIPATION AT THE EXTRAORDINARY GENERAL MEETING

To be entitled to participate in Norion's Extraordinary General Meeting, shareholders shall:

- be entered in the share register maintained by Euroclear Sweden AB as of Thursday, 5 February 2026;
- register their participation in the Extraordinary General Meeting in accordance with the instructions below by Monday, 9 February 2026 at the latest.

PARTICIPATION BY POSTAL VOTING

The Board of Directors has decided that the shareholders may exercise their voting rights by post before the Extraordinary General Meeting in accordance with Section 11 of the Articles of Association. In postal voting, a specific form shall be used, which is available at the Company's website, www.norionbank.se under the heading "Investor Relations/Corporate Governance /Annual General Meeting" and at the Company's offices at Lilla Bommens Torg 11, SE-411 04 Gothenburg, Sweden. Further instructions and conditions are provided on the postal voting form.

The completed postal voting form must be received by Computershare AB (which administers the forms on behalf of Norion) no later than Monday, 9 February 2026. Votes received later than 9 February 2026 will be disregarded. The form shall be submitted by post to Computershare AB, "Norion Bank AB EGM 2026", Gustav III:s Boulevard 34, 169 73 Solna, Sweden, or by e-mail to proxy@computershare.se. Shareholders who are natural persons may also, by verifying their ID using BankID, cast their postal vote electronically via Norion's website, www.norionbank.se under the heading "Investor Relations/Corporate Governance/Annual General Meeting." Shareholders may not add specific instructions or conditions to their postal votes. Doing so will render the entire postal vote form invalid. In cases where shareholders submit postal votes through a proxy, a power of attorney must be attached to the form. If the shareholder is a legal entity, a registration certificate or other authorization document must be attached to the form. Please direct any questions regarding the postal voting form to Computershare AB on telephone +46 771-24 64 00 (Monday-Friday 9 a.m – 4 p.m. CET).

ATTENDANCE AT THE MEETING VENUE

Notification of participation in the Extraordinary General Meeting shall be submitted via the registration page at www.norionbank.se under the heading "Investor Relations/Corporate

Governance/Annual General Meeting", by post to Computershare AB, "Norion Bank AB, EGM 2026", Gustav III:s Boulevard 34, 169 73 Solna, Sweden or by e-mail to proxy@computershare.se. The notification shall include your name, personal or corporate identity number, address, telephone number, e-mail address and the number of possible assistants (maximum two).

Shareholders participating through proxies or deputies should send authorization documents to the postal address above well in advance of the Extraordinary General Meeting. A Power of Attorney form is available at the Company's website, www.norionbank.se under the heading "Investor Relations/Corporate Governance/Annual General Meeting" and at the Company's offices at Lilla Bommens Torg 11, SE-411 04 Gothenburg, Sweden. The power of attorney may not be older than one year unless it states that it is valid for a longer period, although it may not be valid for a period of more than five years.

NOMINEE-REGISTERED SHARES

To be entitled to participate in the Extraordinary General Meeting, regardless of whether this is in person or via postal voting, shareholders whose shares have been registered with a trustee must re-register their shares in their own name, so that the shareholder is listed in the share register maintained by Euroclear Sweden AB as of Thursday, 5 February 2026. Such registration may be temporary (so-called voting rights registration) and is requested from the nominee according to the nominee's procedures with the amount of advance notification as determined by the nominee. Voting rights registrations made no later than Monday, 9 February 2026 will be taken into account in the production of the share register.

Proposed agenda

1. Opening of the Extraordinary General Meeting
2. Election of a chair for the Extraordinary General Meeting
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Election of one or two persons to verify the minutes of the Meeting
6. Examination of whether the Extraordinary General Meeting was duly convened
7. Resolution on:
 - a. reduction of the share capital with redemption of shares; and
 - b. bonus issue.
8. Closing of the Extraordinary General Meeting

Resolution proposals

Item 2 – Election of a chair for the Extraordinary General Meeting

The board of directors proposes that Josefin Eriksson be appointed chairman of the Extraordinary General Meeting.

Item 7 – Resolution on (a) reduction of the share capital with redemption of shares; and (b) bonus issue.

a) Resolution on reduction of the share capital with redemption of shares

The Board of Directors proposes that the extraordinary general meeting resolves on a reduction of the share capital by way of redemption of shares repurchased under the two share buyback programmes implemented during 2025.

The share capital is to be reduced by SEK 11,348,442.840118. The reduction of the share capital is to be effected by redemption of 15,598,470 own shares that are held in treasury by Norion. The purpose of the reduction is allocation to unrestricted equity.

Norion may implement the resolution to reduce the share capital without permission from a court as Norion simultaneously carries out a bonus issue that increases Norion's restricted equity and share capital by SEK 11,348,442.840118 (see item 7 b) of the proposed agenda). The effect of the resolution under this item 7 a) and the bonus issue under item 7 b), is that neither Norion's restricted equity nor its share capital is reduced.

The Company's unrestricted equity amounted to SEK 7,458,971,505 as of 31 December 2024. During the two share buyback programmes in 2025, own shares were repurchased for an amount of approximately SEK 1,000 million. No other value transfers have carried out since 31 December 2024. The amount available pursuant to Chapter 17, Section 3, first paragraph of the Swedish Companies Act thus amounts to SEK 6,458,971,586.

b) Resolution on bonus issue

The share capital is to be increased by SEK 11,348,442.840118. The amount by which the share capital is to be increased shall be transferred to the share capital from Norion's unrestricted equity. No new shares are to be issued in connection with the increase of the share capital.

The purpose of the bonus issue is to restore Norion's restricted equity and share capital after the reduction of the share capital proposed under item 7 a) of the agenda.

Conditions, etc.

A valid resolution under item 7 a) on reduction of the share capital with redemption of shares requires support by shareholders holding not less than two-thirds of both the votes cast and the shares represented at the Extraordinary General Meeting. The resolutions under items 7 a)-7 b) shall be conditional upon each other and upon the Swedish Financial Supervisory Authority approving that the reduction of the share capital is carried out without court permission.

Pursuant to the Swedish Banking Act (SFS 2004:297), the Swedish Financial Supervisory Authority may grant such an approval since Norion also carries out the bonus issue, which entail that neither Norion's restricted equity nor its share capital is reduced.

OTHER INFORMATION

Authorisation

The Board, or whoever the Board appoints, shall have the right to decide on the minor changes in the above decisions that may be required in connection with registration of the decisions with the Swedish Companies Registration Office (Bolagsverket), the Swedish Financial Supervisory Authority (Finansinspektionen), Euroclear Sweden AB or due to other formal requirements.

Number of shares and votes

At the time of issuance of this notice, there were a total of 205,381,004 shares and votes in the Company and the Company held 15,598,470 own shares in treasury.

Documents

Documents to be made available prior to the general meeting pursuant to the Swedish Companies Act will be available on the Company's website, www.norionbank.se no later than 23 January 2026 under the heading "Investor Relations /Corporate Governance/Annual General Meeting", at the Company's offices at Lilla Bommens Torg 11, SE-411 04 Gothenburg, Sweden and will be sent free of charge to shareholders who so request and who state their postal or e-mail address.

The documents may be requested by telephone on +46 (0)10-161 00 00 or by mail to Norion Bank AB (publ), attention: Head of CEO Office Josefin Eriksson, Box 11914, SE-404 39, Gothenburg, Sweden.

Personal data

For information on how your personal data is processed, see www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf and <https://www.computershare.com/se/gm-gdpr> respectively.

Shareholders' right to ask questions

Shareholders are hereby informed of their rights under Chapter 7, Section 32 of the Companies Act, to request, at the Extraordinary General Meeting, information from the Board and CEO regarding circumstances that may affect the assessment of an agenda item. Such disclosures are to be made if the Board determines that this can be done without incurring material harm to the Company.

Shareholders wishing to submit questions in advance can do so to Norion Bank AB, attention: Head of CEO Office Josefin Eriksson, Box 11914, SE-404 39 Gothenburg, Sweden, or by e-mail to josefin.eriksson@norionbank.se.

Gothenburg, January 2026
Norion Bank AB
Board of Directors

About Norion Bank

Norion Bank Group is a business-oriented Nordic financing bank. The Group's brands – Norion Bank, Walley and Collector – offer customized financing solutions that meet distinct needs in three customer segments: medium-sized corporates and real estate companies, merchants, and private individuals. As a specialist in financing solutions, Norion Bank Group is a leading complement to traditional large banks, with a vision of being the leading Nordic financing bank in its chosen segments.

Norion Bank offers corporate and real estate loans, as well as factoring for medium-sized corporates. The Walley brand offers flexible payment and checkout solutions to merchants and private individuals. The Collector brand offers personal loans and credit cards to private customers, as well as savings accounts to private individuals and companies. Norion Bank Group was founded in 1999 and has offices in Gothenburg, Stockholm, Helsingborg, Oslo and Helsinki. Business is conducted through Norion Bank AB (public), which is listed on Nasdaq Stockholm.

Attachments

[Invitation to attend the Extraordinary General Meeting of Norion Bank AB \(publ\)](#)