

Ronneby UK Limited's proposals to the Extraordinary General Meeting of Resurs Holding

Resurs Holding AB (publ) ("Resurs" or the "Company") has at the request of Ronneby UK Limited ("Ronneby"), which as of 4 October 2024 owned approximately 87 per cent of the shares and votes in Resurs [1], convened an Extraordinary General Meeting to be held on 10 October 2024. Ronneby has now presented the following proposals regarding the election and remuneration of the Board of Directors to the Extraordinary General Meeting.

Resolution regarding the number of members of the Board of Directors (item 7)

Ronneby proposes that the Extraordinary General Meeting resolves that the Board of Directors shall consist of eight (8) board members.

Resolution regarding remuneration to the members of the Board of Directors (item 8)

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 remuneration for committee work for the period until the close of the next Annual General Meeting remain unchanged and be 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

The remuneration for newly elected members of the Board will be adjusted proportionately to the duration of their term of office for the period until the end of next Annual General Meeting. However, Ronneby proposes that no remuneration, including for committee work, shall be paid to the proposed board members Gustaf Martin-Löf, Peter Rutland and Martin Iacoponi as well as board member Martin Bengtsson, for the period until the end of the next Annual General Meeting.

Election of members of the Board of Directors and dismissal of members of the Board of Directors (item 9)

Ronneby proposes that the Extraordinary General Meeting elects Lennart Jacobsen, Fredrik Carlsson, Gustaf Martin-Löf, Peter Rutland and Martin Iacoponi as new members of the Board of Directors, together with existing members of the Board of Directors Martin Bengtsson, Ola Laurin and Mikael Wintzell. It is proposed that the other current members of the Board of Directors Marita Odélius, Lars Nordstrand, Pia-Lena Olofsson and Harald Walden, are dismissed.

Mikael Wintzell and Ola Laurin will remain board members to provide continuity in Resurs and Resurs Bank during the ownership transition. Mikael Wintzell has informed Ronneby that he will decline re-election at the Annual General Meeting 2025, after the transition to the new ownership structure is completed.

More information about the proposed new members of the Board of Directors:

Name: Lennart Jacobsen

Born: 1966

Education and professional experience: Lennart holds a Master's degree in Electrical Engineering Telecommunication from the Royal Institute of Technology, Stockholm. Over the last 25 years he has had several leadership positions within the banking industry such as Executive Vice President and Global Head of Retail Banking at Nordea and Nordic CEO for GE Capital Global Banking AB. Lennart was also previously chairman of the board of directors of Careium Group AB, Doro Group AB and Qliro AB.

Other significant appointments: Lennart is currently the chairman of the board of directors of SEK (Svensk Exportkredit AB) and Playground Group AB and a board member of Swedbank Robur AB and Oryx Holding AB. Lennart is also CEO, founder and board member of Invesi Investment AB.

Shareholding (including related persons): -

Independence: Lennart is independent in relation to the Company and its management as well as in relation to the Company's major shareholders.

Name: Fredrik Carlsson

Born: 1970

Education and professional experience: Fredrik Carlsson holds an MBA and a BSc in Business Administration. Fredrik has previously been Global Head of Research, SEB Enskilda, Head of Equities, Second AP Fund, Bank of America/Merrill Lynch and HSBC.

Other significant appointments: Fredrik is currently chairman of the board of directors of Svolder Aktiebolag and Sten A Olssons

Pensionsstiftelse, as well as board member of Solid Försäkringsaktiebolag and the Torsten and Wanja Söderberg's Foundation. Fredrik is also a board member of Ronneby.

Shareholding (including related persons): 173,295,644 shares. [1]

Independence: Fredrik is independent in relation to the Company and its management but is not independent in relation to the Company's major shareholders.

Name: Gustaf Martin-Löf

Born: 1977

Education and professional experience: Gustaf Martin-Löf is a graduate of the European Business School, London. Gustaf is currently partner at CVC and is head of the CVC Stockholm Office and joined CVC in 2006. Gustaf has previously worked for PricewaterhouseCoopers in the Transaction Services department for five years where he was dedicated to the Nordic private equity team.

Other significant appointments: Gustaf is board member of Synsam Group, Ahlsell AB (publ), Cary Group (Teniralc TopCo AB) and Etraveli Group Holding AB as well as chairman of Flugo Group Holdings AB. Gustaf is also a board member of Ronneby.

Shareholding (including related persons): 173,295,644 shares. [1]

Independence: Gustaf is independent in relation to the Company and its management but is not independent in relation to the Company's major shareholders.

Name: Peter Rutland

Born: 1979

Education and professional experience: Peter Rutland holds a MA degree from the University of Cambridge and an MBA from INSEAD. Peter is currently a Managing Partner at CVC and global head of CVC's private equity activities in the financial services industry. Peter has previously worked for Advent International and Goldman Sachs.

Other significant appointments: Peter is board member of NewDay, Pension Insurance Corporation, TMF and Paysafe. Peter is also a board member of Ronneby.

Shareholding (including related persons): 173,295,644 shares. [1]

Independence: Peter is independent in relation to the Company and its management but is not independent in relation to the Company's major shareholders.

Name: Martin Iacoponi

Born: 1990

Education and professional experience: Martin Iacoponi holds a MA degree in Economics from the University of Cambridge. Martin is currently a managing director at CVC having joined in 2015 and has previously worked at Credit Suisse for three years, where he was a member of the Financial Institutions group in London.

Other significant appointments: Martin is board member of Dale

Underwriting Partners, Riverstone International and Domestic & General. Martin is also a board member of Ronneby.

Shareholding (including related persons): 173,295,644 shares. [1]

Independence: Martin is independent in relation to the Company and its management but is not independent in relation to the Company's major shareholders.

Election of Chairman of the Board of Directors (item 10)

Ronneby proposes that the Extraordinary General Meeting elects Lennart Jacobsen as the new Chairman of the Board, instead of current Chairman of the Board Martin Bengtsson.

The Extraordinary General Meeting will be held on Thursday, 10 October 2024 at 1:00 p.m. at Dunkers Kulturhus, Kungsgatan 11, Helsingborg.

MORE INFORMATION:

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[1] Ronneby's shareholding in Resurs as of 4 October 2024 (excluding shares tendered during the final acceptance period in the offer to the shareholders of Resurs, which ended on 4 October 2024).

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 second quarter of 2024, the Group had 665 employees and a loan portfolio of SEK 39.7 billion. Resurs is listed on Nasdaq Stockholm.

Attachments

[Ronneby UK Limited's proposals to the Extraordinary General Meeting of Resurs Holding](#)