

# Notice of Extraordinary General Meeting in SaveLend Group AB (publ)

The shareholders of SaveLend Group AB (publ), corporate identity number 559093-5176 (the "Company"), are hereby summoned to the Extraordinary General Meeting on Friday, February 18, 2022, at 09.00 AM at Kammakargatan 7 in Stockholm.

## Participation in the Extraordinary General Meeting

Shareholders who wish to attend the Extraordinary General Meeting must:

- be entered in the share register kept by Euroclear Sweden AB on Thursday, February 10, 2022, and
- report their participation to the Company at the following address: SaveLend Group AB (publ), attention: Lina Brattström, Kammakargatan 7, 111 40 Stockholm stating "Extraordinary General Meeting" or via e-mail to: [investor@savelend.se](mailto:investor@savelend.se), no later than Monday, February 14, 2022.

When reporting participation, the shareholder must provide name, personal or organization number (or equivalent), address, telephone number (daytime), shareholding, information on any assistants, and, where applicable, information on deputies or representatives.

## Nominee-registered shares

In addition to reporting participation, shareholders who have their shares nominee-registered through a bank or other nominee must request to be entered in the share register in their own name (so-called voting rights registration). Such shareholders must re-register their shares in their own name so that the shareholder is registered in the share register kept by Euroclear Sweden AB as of the record date on Thursday, February 10, 2022. Shareholders who wish to register their shares in their own name must, in accordance with their respective nominees' procedures, have the nominee make such registration. Registration of voting rights that has been requested by shareholders at such a time that the registration has been made by the nominee no later than Monday, February 14, 2022, will be taken into account in the production of the share register.

## Information on COVID-19 measures

Due to the risk of continued spread of infection, the Company has taken a number of precautionary measures prior to the Extraordinary General Meeting to safeguard the health of shareholders and employees and to try to limit any spread of infection. The company urges the shareholders to make use of the following opportunity to exercise their rights through proxies without physically participating in the Extraordinary General Meeting.

## Proxy and power of attorney form

Shareholders who are represented by a proxy must issue a dated power of attorney for the proxy. The person representing a legal entity must present a registration certificate (or equivalent authorization document) showing that the persons who have signed the power of attorney are authorized signatories for the shareholder. An original power of attorney (with any authorization

documents) should be sent to the Company at the above address well in advance of the Extraordinary General Meeting. The power of attorney may not be issued earlier than five years before the meeting. The Company provides power of attorney forms on request and they are also available on the Company's website, [www.savelendgroup.se](http://www.savelendgroup.se).

### Proposed agenda

The Board's proposed agenda at the Extraordinary General Meeting:

1. Opening of the meeting and election of chairman of the meeting
2. Establishment and approval of voting list
3. Selection of one or two adjusters
4. Determination of whether the meeting has been duly convened
5. Approval of Agenda
6. Decision on a) approval of the acquisition of Svensk Kreditförmedling AB and b) directed new issue of shares
7. Resolution approving the Board's decision on a directed new issue of shares
8. Closing of the meeting

### Proposed decision

#### *Item 1 - Election of chairman of the meeting*

The Board of Directors proposes that Bo Engström be elected Chairman of the Meeting.

#### *Item 6 - Decision on a) approval of the acquisition of Svensk Kreditförmedling AB and b) directed new issue of shares*

##### *a) Approval of the acquisition of Svensk Kreditförmedling AB*

The Board of Directors proposes that the Extraordinary General Meeting resolves to approve the conditional agreement on the acquisition of all shares in Svensk Kreditförmedling AB ("**Svensk Kreditförmedling**") entered into on January 28, 2022.

Part of the Company's growth strategy is to identify and implement strategic acquisitions that can be integrated into existing technology and that complement the existing offering or contribute with increased volume. The current acquisition is already integrated into existing technology, it ensures continued and increasing volume of real estate loans for the Company's savers and it strengthens the Company's financial position through increased sales and a positive contribution to profitability.

The company will acquire all shares in Svensk Kreditförmedling for a purchase price of SEK 35 million, on a cash and debt-free basis. Of the purchase price 57% will be paid through a promissory note that is intended to be set off against newly issued shares in the Company (see item b) below). The remaining 43% of the purchase price will be paid in cash.

The company has obtained a statement (so-called second opinion) from BDO Corporate Finance, where it is stated that the acquisition is reasonable from a financial perspective. The statement is available at the Company's office at Kammakargatan 7 in Stockholm and on the Company's website, [www.savelendgroup.se](http://www.savelendgroup.se).

Provided that the Extraordinary General Meeting approves the acquisition, the transaction is expected to be completed around March 1, 2022.

Due to the fact that the Company's CEO, Ludwig Pettersson, owns 15% of the shares in Svensk Kreditförmedling, Ludwig Pettersson has not participated in the Board's proceedings or decisions regarding the acquisition.

*b) Directed new issue of shares*

To enable the promissory note as a partial payment of the acquisition according to item a) above to be set off against newly issued shares in the Company, the Board proposes that the Extraordinary General Meeting resolves to increase the Company's share capital by a maximum of SEK 53,350.41 through a new issue of a maximum of 2,347,418 shares according to following terms.

The right to subscribe for shares shall, with deviation from the shareholders' preferential rights, only accrue to the sellers of Svensk Kreditförmedling.

The background to the issue is that the Company intends to finance the acquisition of Svensk Kreditförmedling in part through a promissory note that is intended to be set off against the newly issued shares. The Company considers the directed issue of shares to the sellers of Svensk Kreditförmedling to be an advantageous financing solution for the Company in relation to other alternatives.

For each subscribed share shall be paid SEK 8.52. The basis for the subscription price is the share's volume-weighted average price over the last ten full trading days before the conclusion of the agreement for the acquisition in accordance with point a) above. The premium shall be added to the free premium fund.

Subscription and payment of the newly issued shares shall take place in connection with the acquisition being completed and within three weeks from the date of the issue decision. The Board has the right to extend the subscription period and the time for payment. The Board's ability to allow set-off in accordance with the conditions specified in chapter 13 Section 41 of the Swedish Companies Act is also recalled.

The new shares are entitled to a dividend no earlier than the record date for dividends that falls immediately after the new shares have been registered by the Swedish Companies Registration Office.

The board or the person appointed by the board is authorized to make the minor adjustments required for registration of the decision with the Swedish Companies Registration Office.

Decisions in accordance with the Board's proposals under items 6 a) and 6 b) shall be made as one decision, whereby a decision in accordance with item 6 b) is conditional on the acquisition of Svensk Kreditförmedling being completed.

Given that the Company's CEO, Ludwig Pettersson, owns 15% of the shares in Svensk Kreditförmedling, the private placement is to be regarded as a related party transaction according to chapter 16 of the Swedish Companies Act (the so-called Lex Leo) and requires that the decision be supported by shareholders with at least nine-tenths of both the votes cast and the shares represented at the meeting.

*Item 7 - Resolution approving the Board's decision on a directed new issue of shares*

The Board of Directors proposes that the Extraordinary General Meeting resolves to approve the Board's decision of January 30, 2022, on a directed new issue of a maximum of 1,760,563 shares, entailing an increase in the share capital by a maximum of SEK 40,012.80.

The right to subscribe for the new shares shall accrue to Thoren Tillväxt AB. The reasons for the deviation from the shareholders' preferential rights are that the Company wants to provide funds to the Company in a rapid and cost-effective manner in connection with the acquisition of Svensk Kreditförmedling. The company has also evaluated the possibility of raising the necessary capital through a rights issue but has come to the conclusion that such an alternative is not possible, as it would not have met the timetable for completing the acquisition of Svensk Kreditförmedling. The Company thus assesses that the directed issue of shares to Thoren Tillväxt AB is an advantageous financing solution for the Company in relation to other alternatives. The Company also sees great value for the Company as a whole in having a long-term, strategic major shareholder that can contribute positively to the Company's continued expansion.

For each subscribed share shall be paid SEK 8.52. The basis for the subscription price is the share's volume-weighted average price over the last ten trading days before the day of the Board's decision on the issue. The premium shall be added to the free premium fund.

Subscription of the newly issued shares must take place within three weeks from the date of the issue decision. Payment for the subscribed shares must be made within three days after the Extraordinary General Meeting has approved the issue. The Board has the right to extend the subscription period and the time for payment.

The new shares are entitled to a dividend no earlier than the record date for dividends that falls immediately after the new shares have been registered by the Swedish Companies Registration Office.

The board or the person appointed by the board is authorized to make the minor adjustments required for registration of the decision with the Swedish Companies Registration Office.

Resolutions in accordance with the Board's proposal under item 7 are conditional on the Extraordinary General Meeting resolving in accordance with the Board's proposal under item 6 above.

**Majority requirements**

Decisions in accordance with the Board's proposal under item 6 require the assistance of shareholders with at least nine-tenths of both the votes cast and the shares represented at the Extraordinary General Meeting. Decisions in accordance with the Board's proposal under item 7

require the assistance of shareholders with at least two-thirds of both the votes cast and the shares represented at the Extraordinary General Meeting.

### **Information at the Extraordinary General Meeting**

The Board of Directors and the CEO shall, if any shareholder so requests and the Board of Directors consider that this can be done without significant damage to the Company, provide information on circumstances that may affect the assessment of a matter on the agenda. Anyone who wants to send in questions in advance can do so to SaveLend Group AB (publ), attention: Lina Brattström, Kammakargatan 7, 111 40 Stockholm or via e-mail to: [investor@savelend.se](mailto:investor@savelend.se).

### **Other**

The Board's report and the auditor's opinion in accordance with chapter 13 Section 6 of the Swedish Companies Act, second opinion, and other documents in accordance with the Swedish Companies Act will be kept available at the Company's office, address as above, and on the Company's website, [www.savelendgroup.se](http://www.savelendgroup.se), no later than two weeks before the meeting. Copies of the said documents are also sent free of charge to the shareholders who request it and thereby state their postal address. The documents will also be available at the Extraordinary General Meeting.

For information on how your personal data is processed, please refer to the privacy policy available on Euroclear's website:  
<http://www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf>

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Stockholm, January 2022  
**SaveLend Group AB (publ)**  
*The board*

### **For further information:**

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## About SaveLend Group

SaveLend Group AB, 559093-5176, is a fintech company with approximately 60 employees and offices in Sweden, Finland and Poland. The business is based on the savings platform SaveLend and the billing platform Billecta.

The savings platform makes it possible for savers to get yield through saving in credits, such as SME, real estate, consumer credit and factoring in both SEK and EUR. The billing platform consists of a complete billing system containing, among other things, accounts receivable, notification and financing solutions.

## Attachments

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[Notice of Extraordinary General Meeting in SaveLend Group AB \(publ\)](#)