

# NOTICE OF ANNUAL GENERAL MEETING IN SAVELEND GROUP AB (PUBL)

**The shareholders of SaveLend Group AB (publ), 559093-5176 (the "Company"), are hereby invited to the Annual General Meeting (the "AGM") to be held on Tuesday, April 26, 2022 at 9.00 a.m. at Kammakargatan 7 in Stockholm.**

## **Participation in the AGM**

Shareholders who wish to attend the AGM shall:

- be registered as shareholders in the share register maintained by Euroclear Sweden AB ("Euroclear") per Thursday, April 14, 2022, and
- notify their intention to participate to the Company no later than Wednesday, April 20, 2022 on the following address: SaveLend Group AB (publ), attention: Lina Brattström, Kammakargatan 7, 111 40 Stockholm marked "AGM" or via e-mail to: [investor@savelend.se](mailto:investor@savelend.se).

When giving notice to participate, the shareholder shall provide name, personal identity number or company registration number (or equivalent), address, telephone number (daytime), shareholding in the Company, information on any assistants, and, where applicable, information on deputies or representatives.

## **Nominee-registered shares**

In addition to giving notice to participate, 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 maintained by Euroclear Sweden AB as of the record date on Thursday, April 14, 2022. Shareholders who wish to register their shares in their own name must, in accordance with their respective nominees' routines, request that the nominee make such registration. Voting rights registration that have been requested by the shareholder at such time that the registration has been completed by the nominee no later than Wednesday, April 20, 2022, will be taken into account in the preparation of the share register.

## **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. The original copy of the power of attorney (with any authorization documents) should be sent to the Company at the above address well in advance of the AGM. The power of attorney may not be issued earlier than five years before the day of the AGM. Power of attorney forms are provided by the Company on request and are also available on the Company's website, [www.savelendgroup.se](http://www.savelendgroup.se).

## Proposed agenda

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

1. Opening of the meeting and election of the chair of the meeting
2. Preparation and approval of the voting list
3. Election of one or two persons to verify the minutes
4. Consideration of whether the meeting has been duly convened
5. Approval of the agenda
6. Presentation of the annual report and the auditor's report as well as the consolidated financial statements and the auditor's report for the group
7. Resolutions on:
  - a) adoption of the income statement and balance sheet, and the consolidated income statement and consolidated balance sheet;
  - b) appropriation of the Company's profit or loss according to the adopted balance sheet, and
  - c) discharge from liability for the Board members and the CEO
8. Resolution on the number of Board members and deputy Board members
9. Resolution on the remuneration for the Board of Directors and the auditor
10. Election of the Board of Directors and auditor
11. Resolution on authorization for the Board of Directors to resolve on new issues of shares, warrants and/or convertibles
12. Resolution on the introduction of incentive program 2022/2025:I for senior executives and key employees through a) issue of warrants of series 2022/2025:I and b) approval of transfer of warrants
13. Resolution on the introduction of incentive program 2022/2025:II for the Board of Directors through a) issue of warrants of series 2022/2025:II and b) approval of transfer of warrants
14. Resolution on amendment to the Articles of Association
15. Matter brought by shareholder Kennedy Samuels regarding compensation ex-gratia
16. Matter brought by shareholder Kennedy Samuels regarding resolution on dismissal of Jonas Ahlberg from the role as Deputy CEO
17. Conclusion of the meeting

## Proposed resolutions

### ***Item 1 – Election of the chair of the meeting***

The Nomination Committee ahead of the 2022 AGM consist of Ludwig Pettersson, Claes Hallén (appointed by Halomont OÜ), Per Wolf (appointed by P&N Wolf Marketing AB), Jonas Ahlberg (appointed by InWilbur AB) and Bo Engström (Chair of the Board of Directors of the Company).

The Nomination Committee proposes that lawyer Johan Hessius at Cirio Advokatbyrå AB, is elected chair of the Meeting.

### ***Item 7 b) – Appropriation of the Company's profit or loss according to the adopted balance sheet***

The Board of Directors proposes that the Company's accumulated earnings are balanced in new accounts and that no dividend shall be made for the financial year 2021.

***Item 8 - 10 – Resolution on the number of Board members, resolution on the remuneration for the Board of Directors and auditor, and election of the Board of Directors and auditor***

The Nomination Committee proposes that the Board of Directors shall consist of 7 members without deputies.

The Nomination Committee proposes that remuneration to the Board of Directors shall be paid with SEK 175,000 to the chair of the Board of Directors and SEK 100,000 to each of the other Board members. Furthermore, it is proposed that remuneration shall be paid with SEK 120,000 to the chair of the Credit Committee and SEK 75,000 to each of the other members of the Credit Committee, with SEK 120,000 to the chair of the Audit and Compliance Committee and SEK 75,000 to each of the other members of the Audit and Compliance Committee and with SEK 120,000 to the chair of the Strategy Committee and SEK 75,000 to each of the other members of the Strategy Committee. Remuneration shall not be paid to members who are employed by the Company.

The Nomination Committee proposes that the remuneration to the auditor be paid in accordance with approved invoice.

The Nomination Committee proposes that the AGM resolves on the re-election of the Board members Bo Engström, Ludwig Pettersson, Robert Andersson, Birgit Köster Hoffmann, Johan Roos and Jan Sjödin, and on the election of Kaj Rönnlund as the Company's Board of Directors for the period until the end of the next AGM. It is noted that current Board member Helena Möller has declined re-election. Furthermore, it is proposed that Bo Engström is re-elected as chair of the Board of Directors.

Kaj Rönnlund has over 20 years of experience from board work in both the financial sector through GRIT, which is a Finnish fund manager, and through the start-up of his own hedge fund. Further, he has worked on the Board of Directors of Fixura Oy until 2018 and on several other boards in different fields.

The Nomination Committee proposes, in accordance with the recommendation of the Audit and Compliance Committee, that the AGM resolves to elect PricewaterhouseCoopers i Sverige AB as the Company's registered public accounting firm, who intends to appoint Victor Lindhall as auditor in charge until the end of the AGM 2023.

***Item 11 – Resolution on authorization for the Board of Directors to resolve on new issues of shares, warrants and/or convertibles***

The Board of Directors proposes that the AGM authorizes the Board of Directors, within the framework of the applicable Articles of Association when the Board of Directors first exercises the authorization, on one or more occasions during the period until the next AGM, with or without preferential rights for the shareholders, to resolve on the issue of shares, warrants, and/or convertibles which entails the issue of or conversion to as many new shares as at the time of the first issue decision under this authorization corresponds to a maximum of 20 percent of the total share capital of the Company.

Deviation from the shareholders' preferential rights may be made in order to strengthen the Company's own funds, broaden ownership in the Company, or to otherwise strengthen the Company's financial position. The new issue in accordance with this authorization shall be made on market terms.

The Board of Directors, or the person appointed by the Board of Directors thereto, shall have the right to make the minor adjustments that may be required in connection with registration of the decision with the Swedish Companies Registration Office.

For the AGM's decision to be valid, the proposal must be supported by shareholders representing no less than two-thirds of the votes cast and the shares represented at the meeting.

***Item 12 – Resolution on the introduction of incentive program 2022/2025:I for senior executives and key employees through a) issue of warrants of series 2022/2025:I and b) approval of transfer of warrants***

The Board of Directors proposes that the AGM resolves on the establishment of a warrant based incentive program through the issue of warrants of series 2022/2025:I to the Company, or a subsidiary designated by the Company, and approves the transfer of warrants of series 2022/2025:I to senior executives and key employees within the Company or within any of the Company's subsidiaries (the "**Group**") on the terms and conditions set out below.

The Board of Directors believes that it is important and in the interest of all shareholders that senior executives and other key employees, who are deemed important for the further development of the Company, have a long-term interest in good value growth for the Company's shares. A personal long-term shareholder commitment is expected to contribute to an increased interest in the Company's business and performance, as well as to increase participants' motivation and affinity with the Company and its shareholders.

**a. issue of warrants of series 2022/2025:I**

The Board of Directors proposes that the AGM resolves on a directed issue of maximum 1,276,721 warrants of series 2022/2025:I resulting in an increase of the Company's share capital, if the warrants are exercised in full, of maximum approximately SEK 29,017. The resolution shall be subject to the following conditions.

*1. Number of warrants issued*

The Company shall issue a maximum of 1,276,721 warrants of series 2022/2025:I. Each warrant carries the right to subscribe for one (1) new share in the Company.

*2. Subscription right*

The right to subscribe for the warrants shall, with deviation from the shareholders' preferential rights, be exclusive to the Company, or a subsidiary designated by the Company, with the right and obligation to transfer the warrants to senior executives and other key employees in the Group in accordance with section B below. The reason for deviating from the shareholders' preferential rights is that the warrants shall be utilised to implement the incentive program 2022/2025:I.

*3. Issue price*

The warrants shall be issued free of charge to the Company, or a subsidiary designated by the Company.

*4. Time for subscription*

The warrants must be subscribed for on a separate subscription list within two weeks from the date of the issue decision. The Board of Directors has the right to extend the subscription period.

*5. Time for exercise of warrants*

Each warrant entitles the holder to subscribe for one (1) new share in the Company. The warrants may be exercised by notification of subscription for new shares during the period from May 1, 2025, up to and including June 30, 2025.

*6. Subscription price*

The subscription price per share upon exercise of the warrant shall be an amount equal to 150 per cent of the calculated volume-weighted average price of the Company's share on Nasdaq First North Growth Market during the period from April 27, 2022, up to and including May 10, 2022. The subscription price may not be lower than the current quota value of the share. If the subscription price exceeds the quota value of the previous shares, the excess amount (the excess price) shall be recorded in the free share premium fund in the Company's balance sheet.

*7. Increase in share capital*

The increase in the Company's share capital, if the warrants are exercised in full, may amount to maximum approximately SEK 29,017 (assuming the current quota value and that no conversion has taken place in accordance with the full terms and conditions of the warrants, "Villkor för SaveLend Group AB (publ) teckningsoptioner 2022/2025:I").

*8. Dividend*

Shares subscribed for with the exercise of the warrants of series 2022/2025:I carry the right to dividend for the first time on the record date for dividends that falls closest after the new shares have been registered and entered in the share register maintained by Euroclear Sweden AB.

**b. approval of transfer of warrants**

The Board of Directors further proposes that the AGM resolves to approve that the Company, or a subsidiary designated by the Company, within incentive program 2021/2025:I, may transfer a maximum of 1,276,721 warrants of series 2022/2025:I to senior executives and other key employees within the Group (the "**Participants**"), or otherwise dispose of the warrants to ensure the commitments in relation to the incentive program 2022/2025:I, on the following conditions.

1. *Participants and allotment*

The right to acquire warrants from the Company, or a subsidiary designated by the Company, shall be granted to the following categories of employees in the Group.

Category	Number of warrants in the category	Maximum number of warrants per person
A. Senior executives (maximum 8 persons)	904,344	113,043
B. Other key employees (maximum 16 persons)	372,377	23,274

Participants may choose to subscribe for a lower number of warrants than set out above. If subscription is made to such an extent that the total number of warrants that may be issued within each category is oversubscribed, allotment shall be made pro rata to the number of warrants that the Participant has notified that he or she wishes to acquire. If warrants within a certain category remain, after all subscription notifications within the category have been met, the remaining warrants may be allotted to Participants in the same or another category, whereby the Board of Directors shall determine the distribution based on, among other things, category affiliation, personnel category, and notified number of warrants. However, such allotment may not result in that the maximum number of warrants per person within a certain category as set out in the table above is exceeded. The Board of Directors of the Company decides on final allotment.

The right to acquire warrants shall only be granted to those persons who have not resigned or been dismissed at the end of the notification period.

Transfer of warrants to participants is conditional upon it being legally possible to purchase the warrants, and that such transfers can be done using reasonable administrative and financial resources according to the assessment of the Board of Directors.

Warrants held by the Company, or a subsidiary designated by the Company, which has not been transferred in accordance with this section B.1 or which have been repurchased from Participants, may either be transferred again to employees within the Company or the Company's subsidiaries or be cancelled pursuant to resolution by the Board of Directors. Cancellation shall be filed for registration with the Swedish Companies Registration Office.

### *2. Price and payment*

The warrants shall be transferred on market terms at a price equal to an estimated market value of the warrants using a generally accepted valuation model calculated by an independent valuation institution. Such valuation shall be carried out by Qoopr AB. For acquisitions made by new employees after the end of the initial notification period, the new market price shall be determined accordingly.

Payment for allotted warrants shall be made in cash consideration no later than ten banking days after notification of participation. In the event of a transfer of warrants to new employees, the Board of Directors shall determine a corresponding payment date. The warrants shall otherwise be subject to market conditions.

### *3. Right of first refusal and termination of employment*

A prerequisite for being allotted warrants is that the Participant signs a warrant agreement with the Company. Pursuant to the warrant agreement, the warrants are subject to an obligation for the Participant, who wish to sell or otherwise transfer its warrants to a third party, to first offer the Company, or a subsidiary, to acquire the warrants. The warrants shall also be subject to a right for the Company, or a subsidiary, to repurchase the warrants if the Participant's employment or assignment ends during the term of the incentive program.

The Board of Directors, or the person appointed by the Board of Directors, be authorized to make such minor adjustments to the above resolution as may be required by the registration thereof with the Swedish Companies Registration Office or Euroclear Sweden AB.

For the AGM's decision to be valid, the proposal must be supported by shareholders representing no less than nine-tenths of the votes cast and the shares represented at the meeting.

### ***Item 13 – Resolution on the introduction of incentive program 2022/2025:II for the Board of Directors through a) issue of warrants of series 2022/2025:II and b) approval of transfer of warrants***

The shareholder P&N Wolf Marketing AB, who holds shares corresponding to 7.49 percent of the total number of shares and votes in the Company proposes that the AGM resolves on the establishment of a warrant based incentive program through the issue of warrants of series 2022 /2025:II to the Company, or a subsidiary designated by the Company, and approves the transfer of warrants of series 2022/2025:I to the Board of Directors of the Company on the terms and conditions set out below.

The shareholder believes that it is important and in the interest of all shareholders that Directors of the Board, who are deemed important for the further development of the Company, have a long-term interest in increased value for the Company's shares. A personal long-term shareholder commitment can be expected to contribute to an increased interest in the Company's business and performance, as well as to increase participants' motivation and affinity with the Company and its shareholders.

a. **issue of warrants of series 2022/2025:II**

The shareholder proposes that the AGM resolves on a directed issue of maximum 319,180 warrants of series 2022/2025:II resulting in an increase of the Company's share capital, if the warrants are exercised in full, of maximum approximately SEK 7,255. The resolution shall be subject to the following conditions.

1. *Number of warrants issued*

The Company shall issue a maximum of 319,180 warrants of series 2022/2025:II. Each warrant carries the right to subscribe for one (1) new share in the Company.

2. *Subscription right*

The right to subscribe for the warrants shall, with deviation from the shareholders' preferential rights, be exclusive to the Company, or a subsidiary designated by the Company, with the right and obligation to transfer the warrants to the members of the Company's Board of Directors, excluding the Company's CEO, in accordance with section B below. The reason for deviation from the shareholders' preferential rights is that the Company wishes to promote the Company's long-term interests by providing members of the Company's Board of Directors with a well-considered incentive program that gives them the opportunity to participate in an increased value growth in the Company.

3. *Issue price*

The warrants shall be issued free of charge to the Company, or a subsidiary designated by the Company.

4. *Time for subscription*

The warrants must be subscribed for on a separate subscription list within two weeks from the date of the issue decision. The Board of Directors has the right to extend the subscription period.

5. *Time for exercise of warrants*

Each warrant entitles the holder to subscribe for one (1) new share in the Company. The warrants can be exercised by notification of subscription for new shares during the period from May 1, 2025, up to and including June 30, 2025.

6. *Subscription price*



The subscription price per share upon exercise of the warrant shall be an amount equal to 150 per cent of the calculated volume-weighted average price of the Company's share on Nasdaq First North Growth Market during the period from April 27, 2022, up to and including May 10, 2022. The subscription price may not be lower than the current quota value of the share. If the subscription price exceeds the quota value of the previous shares, the excess amount (the excess price) shall be recorded in the free share premium fund in the Company's balance sheet.

*7. Increase in share capital*

The increase in the Company's share capital, if the warrants are exercised in full, may amount to maximum approximately SEK 7,255 kronor (assuming the current quota value and that no conversion has taken place in accordance with the full terms and conditions of the warrants, "Villkor för SaveLend Group AB (publ) teckningsoptioner 2022/2025:II").

*8. Dividend*

Shares subscribed for with the exercise of the warrants of series 2022/2025:II carry the right to dividend for the first time on the record date for dividends that falls closest after the new shares have been registered and entered in the share register maintained by Euroclear Sweden AB.

**b. approval of transfer of warrants**

The shareholder proposes that the AGM resolves to approve that the Company, or a subsidiary designated by the Company, within incentive program 2021/2025:II, may transfer a maximum of 319,180 warrants of series 2022/2025:II to members of the Company's Board of Directors, excluding the Company's CEO, or otherwise dispose of the warrants to ensure the commitments in relation to the incentive program 2022/2025:II, on the following conditions.

*1. Allotment*

Each member on the Board of Directors of the Company will, within the framework of incentive program 2022/2025:II, be offered a maximum of 53,196 warrants with a maximum of 319,180 warrants in total.

The participants may choose to subscribe for a lower number of warrants than stated above. If the total number of warrants that the participants wish to acquire would exceed the maximum number of warrants that may be issued under the incentive program 2022/2025:II, a proportional reduction shall be made of the number of warrants that each person may be allotted in accordance with the guidelines above. Guaranteed allotment will not occur. A participant has the right to subscribe for a larger number of warrants than stated in accordance with the guidelines above and may be allotted additional warrants if full subscription in the program has not taken place. If such oversubscription occurs, allotment shall be made to those participants who wish to subscribe for additional warrants, pro rata in relation to the number of warrants they have been allotted in the first allotment.

Transfer of warrants to participants requires that acquisition of the warrants may legally take place and that, in the shareholder's opinion, it can be made to reasonable administrative and financial efforts.

Any warrants that are not allotted in accordance with the above or that have been repurchased shall be reserved for future recruitments of persons within the above categories until the end of the AGM 2023, whereby the guidelines for allotment shall apply.

Participants shall be offered, after the allotment to any future recruitments as described above, to subscribe for an additional number of warrants than stated in accordance with the guidelines above and may be allotted additional warrants if full subscription in the program has not taken place. If such subscription is made, allotment shall be made to those participants who wish to subscribe for additional warrants, pro rata in relation to the number of warrants they have been allotted in the previous allotment.

### *2. Price and payment*

The warrants shall be transferred on market terms at a price equal to an estimated market value of the warrants using a generally accepted valuation model calculated by an independent valuation institution. Such valuation shall be carried out by Qoopr AB. For acquisitions made by new employees after the end of the initial notification period, the new market price shall be determined accordingly.

Payment for allotted warrants shall be made in cash consideration no later than ten banking days after notification of participation. In the event of a transfer of warrants to new employees, the Board of Directors shall determine a corresponding payment date. The warrants shall otherwise be subject to market conditions.

### *3. Right of first refusal and termination of assignment*

A prerequisite for being allotted warrants is that the participant signs a warrant agreement with the Company. Pursuant to the warrant agreement, the warrants are subject to an obligation for the participant, who wish to sell or otherwise transfer its warrants to a third party, to first offer the Company, or a subsidiary, to acquire the warrants. The warrants shall also be subject to a right for the Company, or a subsidiary, to repurchase the warrants if the Participant's employment or assignment ends during the term of the incentive program.

The Board of Directors, or the person appointed by the Board of Directors, be authorized to make such minor adjustments to the above resolution as may be required by the registration thereof with the Swedish Companies Registration Office or Euroclear Sweden AB.

For the AGM's decision to be valid, the proposal must be supported by shareholders representing no less than nine-tenths of the votes cast and the shares represented at the meeting.

***Item 14 – Resolution on amendment to the Articles of Association***

The Board of Directors proposes that the AGM resolves to introduce a new section in the Articles of Association which allows the Board of Directors to collect power of attorneys in accordance with the procedure set out in Chapter 7, Section 4 of the Swedish Companies Act and which also enables the Board of Directors to resolve that shareholders shall be able to exercise their voting rights by voting by post before the General Meeting in accordance with the procedure set out in Chapter 7, Section 4a of the Swedish Companies Act. It is further proposed to renumber sections 9-11 in the Articles of Association to 10-12, since the proposed new section is inserted as a new section 9.

*Proposed wording*

§ 9 The Board of Directors may collect power of attorney in accordance with the procedure set out in Chapter 7, Section 4, second paragraph of the Swedish Companies Act (2005:551). The Board of Directors may before a General Meeting resolve that the shareholders shall be able to exercise their voting rights by post before the General Meeting in accordance with the procedure set out in chapter 7, Section 4a of the Swedish Companies Act (2005:551).

The Board of Directors, or the person appointed by the Board of Directors thereto, shall be authorized to make the minor changes to the decision that may be required for registration with the Swedish Companies Registration Office.

For the AGM's decision to be valid, the proposal must be supported by shareholders representing no less than two-thirds of the votes cast and the shares represented at the meeting.

***Item 15 – Matter brought by shareholder Kennedy Samuels regarding compensation ex-gratia***

The shareholder Kennedy Samuels, who owns 100 shares, proposes that the AGM resolves to approve to pay Billecta AB's former merit-tested person Kennedy Samuels SEK 500,000 in ex-gratia compensation for his contributions as a merit-tested person for Billecta AB during the years 2014-2019.

***Item 16 – Matter brought by shareholder Kennedy Samuels regarding resolution on dismissal of Jonas Ahlberg from the role as Deputy CEO***

The shareholder Kennedy Samuels, who owns 100 shares, proposes that the AGM resolves to dismiss Jonas Ahlberg from the role of Deputy CEO.

**Shareholders' right to receive information**

The Board of Directors and the CEO shall, if any shareholder so requests and the Board of Directors considers that it may be done without material harm to the Company, provide information about circumstances that may affect the assessment of an item on the agenda, about conditions that may impact assessment of the Company's or a subsidiary's financial situation and the Company's relationship to another group company. A request for such information shall be made in writing to SaveLend Group AB (publ), attention: Lina Brattström, Kammakargatan 7, 111 40 Stockholm or by e-mail to [investor@savelend.se](mailto:investor@savelend.se).

### Miscellaneous

The annual report, auditor's report, proxy forms, complete proposals for resolutions and other documents to be processed at the AGM will be available at the Company's office, address as above, no later than three weeks before the AGM. The above-mentioned documents are also available on the Company's website, [www.savelendgroup.se](http://www.savelendgroup.se). Copies of the said documents are sent free of charge to the shareholders who so request, stating their postal address. The documents will also be available at the Annual General Meeting.

For information on how your personal data is processed in connection with the EGM, see the privacy notice on Euroclear Sweden AB's website:

<http://www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf>

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Stockholm, March 2022

**SaveLend Group AB (publ)**

*The Board of Directors*

### For further information:

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[www.corpura.se](http://www.corpura.se)

### About SaveLend Group

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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.

Press Release  
28 March 2022 20:00:00 CEST



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## Attachments

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[NOTICE OF ANNUAL GENERAL MEETING IN SAVELEND GROUP AB \(PUBL\)](#)