

## Notice to attend the Extraordinary General Meeting

**At the request of Ronneby UK Limited (“Ronneby”), which holds approximately 88 per cent of the shares in Resurs Holding AB (“Resurs” or the “Company”), the shareholders of the Company are hereby invited to the Extraordinary General Meeting on Tuesday, 11 March 2025 at 09:30 a.m. at Clarion Hotel & Congress Sea U, Kungsgatan 1, Helsingborg. Registration will commence at 09:00 a.m.**

*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.*

### RIGHT TO PARTICIPATE

Shareholders who wish to attend the Meeting shall

(i) be entered in the share register maintained by Euroclear Sweden AB in terms of conditions on the record date, Monday 3 March 2025, and  
(ii) register their notice to attend with the Company not later than Wednesday 5 March 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, “EGM”, 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 5 March 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 3 March 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 5 March 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 Extraordinary 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 Extraordinary General Meeting has been duly convened.
7. Resolution regarding the number of members of the Board of Directors.
8. Resolution regarding remuneration to the members of the Board of Directors.
9. Appointment of the Board of Directors.
10. Closing of the Meeting.

## **RESOLUTIONS PROPOSED**

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

The Board of Directors proposes that Ola Grahn, or in his absence the individual that the Board of Directors designates, be elected the Chairman of 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, as well as committee work in the Audit Committee, Corporate Governance Committee and Remuneration Committee, for the period until the end of the next Annual General Meeting, remain unchanged.

Ronneby furthermore proposes that remuneration for committee work in the Credit Committee for the period until the end of the next Annual General Meeting shall be as follows:

- SEK 100,000 to the Chairman and SEK 50,000 to each of the other members of the Credit Committee (on a yearly basis).

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, no remuneration, including for committee work, shall be paid to the board members Martin Bengtsson, Gustaf Martin-Löf, Peter Rutland and Martin Iacoponi, as for the period until the end of the next Annual General Meeting.

## **Appointment of the Board of Directors (item 9)**

As communicated prior to the Extraordinary General Meeting in October 2024, Mikael Wintzell and Ola Laurin were asked to remain as Board members to ensure continuity in Resurs and Resurs Bank. Both Mikael and Ola announced already then that they are not available for re-election at the 2025 AGM, which is why Resurs has recruited two new Board members. The process to recruit the new Board members has been concluded more expedient than expected. As these Board members have now been recruited, Ronneby proposes that the Extraordinary General Meeting replaces Mikael Wintzell and Ola Laurin with Håkan Berg and Johanna Clason. The Board will henceforth consist of Håkan Berg and Johanna Clason as newly elected Board members together with existing Board members Lennart Jacobsen, Martin Bengtsson, Fredrik Carlsson, Gustaf Martin-Löf, Peter Rutland and Martin Iacoponi, with Lennart Jacobsen as Chairman of the Board.

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

**Name:** Håkan Berg

**Born:** 1955

**Education and professional experience:** Håkan Berg holds a Master of Laws degree from Uppsala University. Håkan has previously served as chairman of the board of directors of Lexly AB and Transcendent Group AB, as well as non-executive director of Lendify AB. Additionally, Håkan has spent 30 years of his career in Swedbank and was a member of the

Group Executive Committee for 15 years holding different positions as e. g. adjunct member of Swedbank Robur's Corporate Governance Committee, head of Stockholm Region, deputy head of Retail Banking, head of Baltic Banking, Chief Audit Executive and Group Chief Risk Officer.

**Other significant appointments:** Håkan is currently founder and chairman of the board of directors of Montaro AB. Håkan also serves as non-executive director of SEK (Svensk Exportkredit AB), AK Nordic AB and ICA Banken AB. Additionally, he is chairman of the board of directors of Zoningpartners North AB.

**Shareholding (including related persons):** -

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

**Name:** Johanna Clason

**Born:** 1965

**Education and professional experience:** Johanna Clason holds a Degree of Master of Science in Business and Economics from Stockholm School of Economics. Johanna has more than 30 years of experience within the financial sector, including roles as CFO at Bluestep Bank and SBAB, and Treasurer at Nordax and Svensk Exportkredit. Additionally, Johanna has more than 15 years of experience as board member in financial companies, including Spiltan Fonder, Captor Investment Management and Frispar Bolån.

**Other significant appointments:** Johanna is currently chairman of the Board of directors of Svensk Värdepappersservice i Stockholm AB, as well as Board member of Primrose Partners AB and Stabelo Fund 1 AB (publ) and CFO at Stabelo Group AB.

**Shareholding (including related persons):** -

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

## OTHER INFORMATION

### Number of shares and votes

At the time of the issuance 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.

### Right to receive information

At the Extraordinary General Meeting, the Board of Directors and the CEO shall, if any shareholder so requests and the Board of Directors believes that it can do so without material harm to the Company, provide information regarding circumstances that may affect the assessment of an item on the agenda.

## 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 Extraordinary 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.

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Helsingborg, February 2025  
RESURS HOLDING AB (PUBL)  
THE BOARD OF DIRECTORS

## 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 Extraordinary General Meeting](#)