



Press release 6 May 2025

Notice of Annual General Meeting 2025 in TF Bank AB

Shareholders in TF Bank AB (publ) (the "Company"), reg.no. 556158-1041, are invited to attend the Annual General Meeting on 17 June 2025, at 15.30 at TF Bank's offices at Lilla Brogatan 6, 503 30 Borås, Sweden. Registration for the Meeting starts at 15.00. The Board of Directors has decided that shareholders may also exercise their voting rights by post prior to the Meeting in accordance with the Company's Articles of Association.

Registration

Shareholders who wish to attend the Meeting must:

- both be recorded as a shareholder in the share register prepared by Euroclear Sweden AB ("Euroclear") concerning the circumstances on 9 June 2025.
- and vote by post in accordance with the instructions for "Postal voting" below or notify their attendance at the Meeting by 11 June 2025.

The notification shall be sent by post to Computershare AB (publ), "TF Bank's Annual General Meeting 2025", Gustav III:s Boulevard 34, 169 73 Solna, or by e-mail to proxy@computershare.se. The notification must state the name, date of birth, registration number, address, telephone number and number of assistants (maximum two), if any.

Nominee registered shares

Shareholders who have their shares registered by a nominee must, to attend the Meeting, in addition to voting by post or notify their attendance to the Meeting, have the shares registered in their own name so that the shareholders are included in the prepared share register as of 9 June 2025. Such registration may be temporary (so-called voting rights registration) and is requested from the nominee in accordance with the nominee's procedures at such time in advance as the nominee determines. Voting rights registrations made by the nominee no later than on 11 June 2025 will be taken into account in the preparation of the register of shareholders.

Postal voting

A special form must be used for postal voting. The postal voting form is available on the Company's website, <https://group.tfbank.se/en/>. The completed and signed form for postal voting must be sent by post to Computershare AB (publ), "TF Bank's Annual General Meeting 2025", Gustav III:s Boulevard 34, 169 73 Solna, or by e-mail to proxy@computershare.se, no later than on 11 June 2025. Shareholders who are natural persons may also vote by post electronically by verification with BankID via the Company's website no later than on 11 June 2025. The shareholder may not provide the postal vote with special instructions or conditions. If this is done, the entire postal vote is invalid. Additional instructions and conditions are provided in the form for postal voting.

Proxy

Shareholders represented by proxy must issue a written and dated power of attorney signed by the shareholder on behalf of the proxy. The power of attorney may not be older than one year, unless a longer period is specified in the power of attorney (maximum five years). The power of attorney is available on the Company's website, <https://group.tfbank.se/en/>. If the proxy is issued by a legal entity, the certificate of registration or an equivalent document of authority must be attached to the power of attorney. The power of attorney and any authorisation document must be sent to Computershare AB (publ), "TF Bank's Annual General Meeting 2025", Gustav III:s Boulevard 34, 169 73 Solna, or by e-mail to proxy@computershare.se, no later than on 11 June 2025.

Shares and votes

As of the date of this notice, there are 21,550,000 shares and votes in the Company, none of which are held by the Company.

Information to shareholders

The Board of Directors and the Chief Executive Officer shall, if requested by a shareholder and if the Board of Directors considers that this can be done without significant damage to the Company, provide information at the Meeting on circumstances which may affect the assessment of an item on the agenda and on circumstances which may affect the financial situation of the Company or its subsidiaries.

Proposed agenda

1. Opening of the Meeting
2. Election of Chair of the Meeting
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Election of one or two persons to approve the minutes
6. Determination of whether the Meeting has been duly convened
7. Presentation of
 - 7.1. the annual report and the auditor's report
 - 7.2. the remuneration report
8. Presentation of the Chief Executive Officer
9. Resolution on
 - 9.1. adoption on the income statement and balance sheet
 - 9.2. approval of the remuneration report
 - 9.3. disposition of profit or loss according to the adopted balance sheet
 - 9.4. discharge of liability of the Board of Directors and the Chief Executive Officer
10. Determination on
 - 10.1. number of members of the Board of Directors
 - 10.2. number of Auditors
11. Determination on
 - 11.1. compensation to the Board of Directors
 - 11.2. compensation to the Auditor
12. Election of
 - 12.1. Directors of the Board
 - 12.2. Chair of the Board
 - 12.3. Auditor
13. Resolution on authorisation for the Board of Directors to resolve on acquisition and transfer of own shares
14. Resolution on authorisation for the Board of Directors to resolve on new share issues
15. Resolution on
 - 15.1. the amendment of the articles of association
 - 15.2. share split

16. Conclusion of the Meeting

Proposals for resolution

2. Election of Chair of the Meeting

The Nomination Committee proposes Henrik Fritz, member of the Swedish Bar Association as Chair of the Meeting.

9.3 Resolution on disposition of profit or loss according to the adopted balance sheet

The Board of Directors proposes that the Annual General Meeting resolves on an extraordinary one-off dividend of SEK 5.00 per share. Of the funds at the disposal of the Annual General Meeting, SEK 2,573,300.210, SEK 107,750.000 will be distributed to shareholders through the extraordinary one-time dividend and the remainder, SEK 2,465,550.210, will be carried forward. 19 June 2025 is proposed as the record date for receiving dividend. With this record date, the dividend is expected to be paid on 25 June 2025.

10.1 Determination on number of members of the Board of Directors

The Nomination Committee proposes that the Board of Directors shall consist of six members.

10.2 Determination on number of Auditors

The Nomination Committee proposes that one registered auditing company shall be appointed.

11.1 Determination on compensation to the Board of Directors

The Nomination Committee proposes the following compensation and other remuneration for directorship and board assignments to board members who are elected by the Annual General Meeting and not employed by the Company:

- a. 1,500,000 (1,200,000) SEK to the Chairman of the Board of Directors and 550,000 (400,000) SEK to each of the other members of the Board of Directors
- b. 200,000 (150,000) SEK to the Chairman and 100,000 (75,000) SEK to each of the other members of the audit committee
- c. 100,000 (100,000) SEK to the Chairman and 50,000 (50,000) SEK to each of the other members of the remuneration committee
- d. 200,000 (150,000) SEK to the Chairman and 100,000 (75,000) SEK to each of the other members of the risk- and compliance committee.

The Nomination Committee's aim is for each board members' shareholding in the Company to correspond to such board member's annual net compensation (including remuneration for work on board committees). Accordingly, the Nomination Committee encourages board members whose current shareholding does not meet this threshold to invest 50 percent of their total net annual remuneration in shares in the Company until the target level has been reached. The Nomination Committee will take this objective into consideration when preparing proposals for the re-election of Board members at future Annual General Meetings.

11.2 Determination on compensation to the Auditor

The Nomination Committee proposes that the Auditor's compensation be paid against approved invoice.

12.1 Election of Directors of the Board

The Nomination Committee proposes re-election of the following board members:

- a. John Brehmer
- b. Niklas Johansson
- c. Michael Lindengren
- d. Sara Mindus
- e. Fredrik Oweson
- f. Arti Zeighami

12.2 Election of Chair of the Board

The Nomination Committee proposes that John Brehmer is re-elected as Chairman of the Board of Directors.

12.3 Election of Auditor

The Nomination Committee proposes in accordance with the audit committee's recommendation election of the registered auditing company Öhrlings PricewaterhouseCoopers AB ("PwC") as Auditor. PwC has informed that the authorised public accountant Frida Main will be the Auditor in charge if PwC is elected.

13. Resolution on authorisation for the Board of Directors to resolve on acquisition and transfer of own shares

The Board proposes that the Annual General Meeting authorises the Board of Directors to decide on the acquisition and transfer of own shares on or outside Nasdaq Stockholm or in accordance with an offer of acquisition made to all shareholders. The authorisation may be exercised on one or more occasions until the next Annual General Meeting.

A maximum of so many shares may be acquired that the Company's holdings, including shares that have otherwise been acquired and held, will not exceed five per cent of all shares in the Company. Transfer in accordance with the authorisation may be made of all own shares held by the Company at the time of the Board's decision.

The purpose of the proposal is to give the Board increased scope for action and the opportunity to continuously adapt the Company's capital structure, thereby contributing to increased shareholder value and to capture attractive business opportunities by fully or partially financing corporate acquisitions with own shares and to secure undertakings and social security contributions under outstanding incentive programs.

14. Resolution on authorisation for the Board of Directors to resolve on new share issues

The Board of Directors proposes that the Annual General Meeting resolves to authorise the Board, on one or more occasions, to resolve on new share issues. The number of shares issued pursuant to the authorisation may not exceed an increase of twenty per cent of the share capital based on the share capital of the Company at the time of the Annual General Meeting's resolution on this authorisation. Payment may, in addition to cash payment, be made by way of contribution or set-off, or otherwise with conditions. If the Board of Directors decides to issue new shares with deviation from the shareholders' preferential rights, the reason for this shall be to provide the company with new owners of strategic importance to the company or in order to implement an acquisition agreement, or alternatively to procure capital for such acquisitions.

15. Resolution on the amendment of the Articles of Association and on share split

The Board of Directors proposes that the Annual General Meeting resolves to increase the number of shares in the Company through a share split, whereby each existing share is divided into three shares (Share Split 3:1), in accordance with the following terms. The purpose of the share split is to achieve a number of shares that is appropriate for the Company.

The Board's proposal for resolutions under items 15.1 and 15.2 below shall be adopted as one resolution and are conditional upon both being approved by the General Meeting. The resolutions under these items may be registered jointly or in whole or in part separately.

15.1 Resolution on the amendment of the Articles of Association

In order to enable the share split as set out in item 15.2 below, the Board of Directors proposes that the Annual General Meeting resolves to amend the limits for the number of shares in § 5 of the Articles of Association as set out below.

Current wording	Proposed wording
§ 5 Number of shares The number of shares in the company shall be not less than 21,500,000 and not more than 86,000,000.	§ 5 Number of shares The number of shares in the company shall be not less than 64,650,000 and not more than 258,600,000.

15.2 Resolution on share split

The Board of Directors proposes that the Annual General Meeting resolves on a share split, whereby one (1) existing share is divided into three (3) shares (Share Split 3:1). Following the completion of the share split, the number of shares in the Company will increase from 21,550,000 to 64,650,000. The proposed Share Split entails an amendment of the quota value of the share from SEK 5.00 to SEK 1 2/3.

The Board of Directors proposes that the General Meeting authorises the Board to determine the record date for the Share Split.

The Board of Directors also proposes that the Board, or any person appointed by the Board, shall be authorised to make such minor adjustments to the resolution as may prove necessary in connection with the registration of the resolution with the Swedish Companies Registration Office or Euroclear Sweden AB.

The Nomination Committee

The Nomination Committee consists of the Chair Paul Källenius (TFB Holding AB), Erik Selin (Erik Selin Fastigheter AB), Jonas Weil (Proventus Aktiebolag), and John Brehmer (Chair of the Board of Directors).

Majority rules

For resolutions in accordance with the Board of Directors' proposal in accordance with items 13, 14 and 15, shareholders with at least two-thirds of both the votes cast and the shares represented at the Meeting must support the resolutions.

Further information

The Board's complete proposal for resolutions, remuneration report and opinions in accordance with Chapter 18 Section 4 and Chapter 19 Section 22 of the Swedish Companies Act, the auditor's opinion regarding guidelines for remuneration to senior executives, the Nomination Committee's complete proposal for resolutions and reasoned opinion, as well as the annual accounts and the auditor's report are presented by making them available on the Company's website, www.tfbankgroup.com, and at the Company's office at Lilla Brogatan 6 in Borås, Sweden. Copies of the above-mentioned documents will be sent immediately and free of charge to shareholders who request it and provide their postal address. The Annual General Meeting share register is also available at the Company's office.

Processing of personal data

For information on how your personal data is processed, see <https://www.computershare.com/se/gm-gdpr#English> and <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

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Stockholm in May 2025
TF Bank AB (publ)
The Board of Directors

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For further information, please contact:

Mikael Meomuttel, CFO and Head of Investor Relations +46 (0) 70 626 95 33

TF Bank in brief

TF Bank was founded 1987 and is a digital bank offering consumer banking services and e-commerce solutions through a proprietary IT platform with a high degree of automation. Lending and deposit activities are conducted in Sweden, Finland, Norway, Denmark, Estonia, Latvia, Lithuania, Poland, Germany, Austria, Spain, Ireland, the Netherlands and Italy through subsidiary, branch or cross-border banking with the support of the Swedish banking license. The operations are divided into three segments: Credit Cards, Ecommerce Solutions and Consumer Lending. TF Bank is listed on Nasdaq Stockholm.

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