



Press release 17 June 2025

## Bulletin from TF Bank's Annual General Meeting 2025

**The material resolutions passed at TF Bank's Annual General Meeting earlier today on 17 June 2025 are presented below. The meeting was held in TF Bank's offices in Borås and by way of postal voting. All resolutions were passed in accordance with the Board's and the Nomination Committees' proposals as presented in the notice convening the meeting.**

### **Approval of the income statement and balance sheet**

The meeting resolved to approve the income statement and balance sheet for the financial year 2024.

### **Remuneration report**

The meeting resolved to approve the Board's remuneration report pursuant to Chapter 8, section 53 a, of the Companies Act for the financial year 2024.

### **Dividend**

The meeting resolved on an extraordinary one-off dividend of SEK 5.00 per share, based on the number of shares prior to the share split resolved at the meeting. The record date was set to 19 June 2025. With this record date, the dividend is expected to be paid on 25 June 2025. 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.

### **Discharge from liability**

The Board members and the Chief Executive Officer were discharged from liability for the financial year 2024.

### **Election of Board members and auditor**

The meeting resolved to re-elect John Brehmer, Niklas Johansson, Michael Lindengren, Sara Mindus, Fredrik Oweson and Arti Zeighami as Board members. John Brehmer was re-elected as Chairman of the Board of Directors.

The registered audit company Öhrlings PricewaterhouseCoopers AB ("PwC") was elected as new auditor, in accordance with the proposal of the Nomination Committee and the recommendation of the Audit Committee. PwC has announced that authorized public accountant Frida Main will be the auditor in charge.

The registered audit company BDO Sp. z o.o. Sp. k. was elected as new auditor for TF Bank AB, Polish branch (TF Bank AB Spółka Akcyjna Oddział w Polsce) for the years 2025 and 2026.

### **Remuneration to the Board members and the auditor**

The meeting resolved on the following remuneration for Board assignments to Board members who are elected by the Annual General Meeting and not employed by the Company:

- a. SEK 1,500,000 (1,200,000) to the Chairman of the Board of Directors and SEK 550,000 (400,000) each of the other members of the Board of Directors
- b. SEK 200,000 (150,000) to the Chairman and SEK 100,000 (75,000) to each of the other members of the Audit Committee
- c. SEK 100,000 (100,000) to the Chairman and SEK 50,000 (50,000) to each of the other members of the Remuneration Committee
- d. SEK 200,000 (150,000) to the Chairman and SEK 100,000 (75,000) 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.

The meeting resolved that the auditor's fees shall be paid against approved invoice.

#### **Authorisation for the Board of Directors to resolve on acquisition and transfer of own shares**

The meeting resolved to authorise 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 authorisation 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.

#### **Authorisation for the Board of Directors to resolve on new share issues**

The meeting resolved 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.

#### **Amendment of the Articles of Association and Share Split**

The meeting resolved 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 resolution consisted of two parts, which were adopted as a single resolution and were conditional upon both being approved by the Meeting. The resolutions under these items may be registered jointly or in whole or in part separately.

### 1. Amendment of the Articles of Association

In order to enable the share split as set out in item 2 below, the Meeting resolved to amend the limits for the number of shares in § 5 of the Articles of Association as set out below.

Previous wording		New wording
<b>§ 5 Number of shares</b>  The number of shares in the Company shall be not less than 21,500,000 and not more than 86,000,000.		<b>§ 5 Number of shares</b>  The number of shares in the Company shall be not less than 64,650,000 and not more than 258,600,000.

### 2. Share split

The meeting resolved to implement 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 Share Split entails an amendment of the quota value of the share from SEK 5.00 to SEK 1 2/3.

**For further information, please contact:**

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The information was provided for publication on 17 June 2025 at 16:30 CEST.

**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.