

Notice to attend the annual general meeting in Resurs Holding

The Shareholders of Resurs Holding AB (publ) are hereby invited to the Annual General Meeting on Friday 27 April 2018 at 11.00 CET at Dunkers Kulturhus, Kungsgatan 11 in Helsingborg.

NOTICE ETC.

Shareholders who wish to attend the Annual General Meeting shall

- be entered in the share register maintained by Euroclear Sweden on Saturday 21 April 2018. Since the record day is a Saturday, shareholders must make certain that they are registered in the share register on Friday 20 April 2018,
- give notice of their attendance no later than on Monday 23 April 2018. Notice to attend is to be made on the company's website www.resursholding.se, by telephone to +46 8 402 91 71 or by mail to Resurs Holding AB "Annual General Meeting", c/o Euroclear Sweden, Box 191 SE-101 23 Stockholm, Sweden.

Shareholders shall in their notice to attend state name, personal identification number or company registration number, address, telephone number and advisors, if applicable. Shareholders whose shares are registered in the names of nominees must temporarily re-register such shares in their own name in order to be entitled to attend the Annual General Meeting. In order for such re-registration to be completed on Friday, 20 April 2018 the shareholder must inform their nominees well before that day. Shareholders attending by a proxy or a representative should send documents of authorization to the mail address above well before the Annual General Meeting. A template proxy form is available on the company's website www.resursholding.se. Shareholders cannot vote or, in other way, attend the Annual General Meeting by remote access.

PROPOSED AGENDA

1. Opening of the Annual General Meeting.
2. Election of Chairman of the Annual 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 Annual General Meeting has been duly convened.
7. Presentation by the CEO and the CFO.
8. Presentation of the company's Annual Report and the Auditor's Report and of the Group Annual Report and the Group Auditor's Report.
9. Resolution on the adoption of the Profit and Loss Statement and the Balance Sheet and of the Group Profit and Loss Statement and the Group Balance Sheet.
10. Resolution on the allocation of the company's earnings as stated in the adopted Balance Sheet.
11. Resolution on the discharge from liability of the members of the Board and the CEO.
12. Presentation of the Nomination Committee's work and proposals.
13. Determination of the number of members of the Board.
14. Determination of the remuneration to the Board and the auditor.
15. Election of Board members:
 - (a) Jan Samuelson (re-election, proposed by the Nomination Committee)
 - (b) Martin Bengtsson (re-election, proposed by the Nomination Committee)
 - (c) Mariana Burenstam Linder (re-election, proposed by the Nomination Committee)
 - (d) Fredrik Carlsson (re-election, proposed by the Nomination Committee)
 - (e) Anders Dahlvig (re-election, proposed by the Nomination Committee)
 - (f) Christian Frick (re-election, proposed by the Nomination Committee)
 - (g) Lars Nordstrand (re-election, proposed by the Nomination Committee)
 - (h) Marita Odélius Engström (re-election, proposed by the Nomination Committee)
 - (i) Mikael Wintzell (new election, proposed by the Nomination Committee)
16. Election of the Chairman of the Board.
17. Election of auditor.
18. Resolution regarding guidelines for remuneration for senior executives.
19. Resolution to authorise the Board to resolve on acquisitions of the company's own shares.
20. Closing of the Annual General Meeting.

RESOLUTIONS PROPOSED BY THE NOMINATION COMMITTEE**Election of Chairman of the Annual General Meeting (item 2)**

The Nomination Committee proposes that Jan Samuelson, Chairman of the Board, be elected the Chairman of the Annual General Meeting.

Determination of the number of members of the Board and election of the members of the Board and the Chairman of the Board (items 13, 15(a)-(h) and 16)

The Nomination Committee proposes that the Board consist of nine members.

The Nomination Committee proposes that, for the period until the close of the next Annual General Meeting, Jan Samuelson, Martin Bengtsson, Mariana Burenstam Linder, Fredrik Carlsson, Anders Dahlvig, Christian Frick, Lars Nordstrand and Marita Odélius Engström be re-elected as members of the Board and Mikael Wintzell be elected a new member of the Board.

The Nomination Committee proposes that Jan Samuelson be re-elected as Chairman of the Board.

Determination of the remuneration to the Board and the auditor (item 14)

The Nomination Committee proposes that remuneration for ordinary Board work for the period until the close of the next Annual General Meeting be paid as follows:

- SEK 1,320,000 to the Chairman of the Board,
- SEK 440,000 to each of the other members of the Board.

The proposed remuneration for ordinary Board work means an increase of ten per cent compared with the previous year (both for the Chairman of the Board and the other members of the Board).

The Nomination Committee has furthermore proposed that remuneration for committee work for the period until the close of the next Annual General Meeting remain unchanged and be paid as follows:

- SEK 100,000 to the Chairman and SEK 50,000 to each of the other members of the Audit Committee,
- SEK 250,000 to the Chairman and SEK 125,000 to each of the other members of the Corporate Governance Committee,
- No remuneration shall be paid for work in the Remuneration Committee.

The Nomination Committee proposes that the auditor be paid in accordance with approved invoices.

Election of auditor (item 17)

The Nomination Committee proposes, in accordance with the Audit Committee's recommendation, that the company have a registered accounting firm as auditor and

that the registered accounting firm Ernst & Young AB be re-elected as auditor for the period up until the close of the Annual General Meeting 2019. Ernst & Young AB has

informed the company that the Authorised Public Accountant Niklas Paulsson will continue as auditor in charge if Ernst & Young AB is re-elected as auditor.

RESOLUTIONS PROPOSED BY THE BOARD

Resolution on the allocation of the company's earnings as stated in the adopted Balance Sheet (item 10)

The Board proposes a dividend of SEK 1.80 per share, in total SEK 360,000,000, and that the record date for dividend be Wednesday 2 May 2018. If the Annual General Meeting resolves in accordance with the proposal, the dividend is estimated to be paid out to the shareholders on Monday 7 May 2018. The final day of trading in the company's shares including the right to distribution will be Friday, 27 April 2018.

Considering that in autumn 2017 the company announced half-yearly dividends, and considering the Board's intention to henceforth maintain such an approach, the Board is in its proposal to the Annual General Meeting 2018 complying with the dividend policy, which includes that the company distribute at least 50 per cent of the annual consolidated net profit over the medium term. The proposed dividend, together with such a dividend that was resolved at the Extraordinary General Meeting in October 2017, would correspond to approximately 61 per cent of 2017's result.

Guidelines for remuneration of senior executives (item 18)

The Board proposes that the Annual General Meeting resolves to adopt the following guidelines for remuneration of senior executives for the period until the Annual General Meeting 2019.

Remuneration of senior executives shall be decided by the Board in accordance with the Group's internal policies and procedures, which are based on the, from time to time, applicable regulations regarding remuneration for the banking and insurance business.

The remuneration of senior executives may consist of fixed salary, long-term incentive programs, pension and other benefits. No bonus payments or other variable salary is payable to executive management.

The total remuneration package is to be based on market terms, be competitive and reflect the individual's performance and responsibilities as well as, with respect to share based incentive schemes, the value growth of the company share benefitting the shareholders. The total remuneration package, also in connection with the termination of the employment, must discourage unsound risk-taking.

Resolution on long-term incentive programs shall be taken by the shareholder's meeting.

Pension benefits should be defined contribution. In exceptional cases, however, pension benefits may be paid under applicable collective bargaining agreement, such as between Svensk Handel, Unionen & Akademikerförbunden.

Members of Group executive management generally have a period of notice of not more than 12 months. The CEO has a period of notice of not more than 18 months. No severance payment will be made.

The Board shall have the right to depart from the guidelines resolved on by the Annual General Meeting if, in an individual case, there are special reasons for this.

The group of senior executives encompassed by the guidelines comprises the CEO and other members of the Group executive management.

Resolution to authorize the Board to resolve on acquisitions of the company's own shares (item 19)

The Board proposes that the Annual General Meeting resolves to renew the authorisation for the Board to, on one or more occasions until the Annual General Meeting 2019, acquire the company's own shares, subject to applicable capital adequacy requirements at any given time and according to the following terms and conditions:

- Acquisitions of own shares may be made of no more than so many shares that the company's holding of treasury shares at any given time amounts to not more than 5 per cent of the total number of shares in the company.
- Acquisitions of own shares may only be made on Nasdaq Stockholm and in accordance with the Nasdaq Stockholm Rulebook for Issuers.
- Acquisitions of own shares may only be made at a price per share within the spread registered on the Nasdaq Stockholm from time to time, meaning the spread between the highest bid price and the lowest ask price.
- Payment for the shares shall be made in cash.

According to the annual report for the 2017 financial year, the company's unrestricted equity (available profit and unrestricted reserves) amounts to SEK 2,465,928,445. The Board proposes a dividend distribution of SEK 360,000,000 to the shareholders, after which SEK 2,105,928,445 of the amount available pursuant to Ch. 17 Sec. 3 paragraph 1 of the Swedish Companies Act, remains.

The purpose of this authorisation to acquire the company's own shares is to give the Board a tool to adapt and improve the company's capital structure on a continuous basis, including calibrating the company's actual capital position in relation to its established target for this position, and thus contribute to increased shareholder value.

MISCELLANEOUS

Shares and votes

At the date 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.

Special majority requirements

The resolution of the General Meeting under item 19 above is only validly adopted if shareholders holding no less than two thirds of both the votes cast and the shares represented at the meeting vote in favour of the proposal.

Authorisation

The Board, or the person that the Board will appoint, shall be authorised to make the minor adjustments in the Annual General Meeting's resolutions as may be required in connection with registration at the Swedish Companies Registration Office or Euroclear Sweden.

Documentation

The Board's complete proposals for resolutions are included in the notice. The nomination committee's motivated statement explaining its proposals regarding the Board and information about the proposed members of the Board, the annual report, the Auditor's Report for 2017, the Auditor's statement pursuant to Ch 8 Sec 54 of the Swedish Companies Act, the reasoned statement of the Board pursuant to Ch 18 Sec 4 and Ch 19 Sec 22 of the Swedish Companies Act and the report of the results of the remuneration committee's evaluation according to the Swedish Corporate Governance Code as well as a template proxy form, are available at the company's website www.resursholding.se, at the company's office at Ekslingan 9 in Helsingborg, Sweden, and will be sent to those shareholders who so request and state their postal address or email address.

For ordering the documentation, the same address and telephone number can be used as for the notice to attend, see above.

Shareholders' right to request information

The Board and the CEO shall, if any shareholder so requests and the Board 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, circumstances that can affect the assessment of the company's or its subsidiaries' financial situation and the company's relation to other companies within the Group and the consolidated financial statements.

Helsingborg, March 2018

RESURS HOLDING AB (PUBL)

THE BOARD

Other information

Schedule for the Meeting:

The doors open for shareholders at 10.30 CET.

The Annual General Meeting commences at 11.00 CET.

For additional information:

Peter Rosén, CFO & Head of IR, peter.rosen@resurs.se +46 736 56 49 34

Sofie Tarring, IR-Officer, sofie.tarring@resurs.se +46 736 44 33 95

About Resurs Holding:

Resurs Holding (Resurs), which operates through the subsidiaries Resurs Bank and Solid Försäkring, 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 more than 5.5 million private customers in the Nordics. Resurs Bank has had a banking licence since 2001 and is under the supervision of the Swedish Financial Supervisory Authority. The Resurs Group operates in Sweden, Denmark, Norway and Finland. At the end of 2017, the Group had 763 employees and a loan portfolio of SEK 24.1 billion. Resurs is listed on Nasdaq Stockholm, Large Cap.