

## **NOTICE TO ATTEND THE ANNUAL GENERAL MEETING**

**The Shareholders of Resurs Holding AB (publ) are hereby invited to the Annual General Meeting on Thursday 25 April 2019 at 10.30 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 Wednesday 17 April 2019, and
- give notice of their attendance no later than on 17 April 2019. Notice to attend is to be made on the company's website [www.resursholding.se](http://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 Wednesday 17 April 2019 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](http://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 (re-election, proposed by the Nomination Committee)
  - (j) Johanna Berlinde (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. Resolution of the Board's proposal on repurchase of subscription warrants of series 2016/2019.
21. Resolution of the Board's proposal on a directed issue of warrants of series 2019/2022 (the LTI 2019) as well as transfer of such warrants.
22. 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)-(j) and 16)**

The Nomination Committee proposes that the Board consist of ten 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, Marita Odélius Engström and Mikael Wintzell be re-elected as members of the Board and Johanna Berlinde be elected a new member of the Board.

The Nomination Committee proposes that Jan Samuelson be re-elected as Chairman of the Board. As previously announced, Jan Samuelson will leave the Board in connection with the Extraordinary General Meeting during the autumn 2019, when a new Chairman of the Board will be elected.

### **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 remain unchanged and be 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 Nomination Committee has furthermore proposed that remuneration for committee work for the period until the close 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 Audit Committee (unchanged),
- SEK 300,000 (SEK 250,000) to the Chairman and SEK 150,000 (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 (unchanged).

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 2020. 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 1.95 per share, in total SEK 390,000,000, and that the record date for dividend be Monday 29 April 2019. If the Annual General Meeting resolves in accordance with the proposal, the dividend is estimated to be paid out to the shareholders on Friday 3 May 2019. The final day of trading in the company's shares including the right to distribution will be Thursday 25 April 2019.

Considering the company's model with half-yearly dividends, the Board is by its proposal to the Annual General Meeting 2019 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 2018, would correspond to approximately 63 per cent of 2018's result of the group.

**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 2020 (unchanged since last year).

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 2020, 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 2018 financial year, the company's unrestricted equity (available profit and unrestricted reserves) amounts to SEK 2,599,151,325. The Board proposes a dividend distribution of SEK 390,000,000 to the shareholders, after which SEK 2,209,151,325 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.

#### **Resolution of the Board's proposal on repurchase of subscription warrants of series 2016/2019 (item 20)**

The Board proposes that the Annual General Meeting resolves that the company offers to repurchase all outstanding warrants of series 2016/2019 (maximum 3,090,000 warrants in total, i.e. excluding warrants held by subsidiaries of the company), for a consideration on

market terms, in connection with the three exercise periods which occur during 2019 according to the terms and conditions for the warrants (the “**Offer**”).

According to their terms and conditions, warrants of series 2016/2019 can be exercised by subscribing for shares during the following three periods (the “**Exercise Periods**”):

- during a two-week period after the second day after the company’s Annual General Meeting 2019,
- during a two-week period after the day of the announcement of the company’s interim report for the second quarter 2019, and
- from the day after the announcement of the company’s interim report for the third quarter 2019 up to and including 29 November 2019.

Following the Offer, the company intends to cancel repurchased warrants. Holders who do not accept the Offer can, regardless of the Offer, subscribe for shares by exercising warrants during each Exercise Period according to applicable terms and conditions for the warrants.

The warrants were issued at an Extraordinary General Meeting on 17 April 2016, in connection with the company’s IPO, as part of an incentive program directed to senior executives and key employees in the company. The company has the right of first refusal to the warrants, should the holders wish to transfer these. No transfer restrictions apply for shares that have been subscribed for pursuant to the warrants. At the Extraordinary General Meeting the warrants were issued in two series, series 2016/2019 and series 2019/2020. However, the Offer only concerns series 2016/2019, i.e. the warrants held by current and previous senior executives and key employees which can be exercised for subscription of shares during the current financial year.

The Board proposes that the holders, through the Offer, shall be given the opportunity to transfer warrants to the company in connection with the Exercise Periods. The Offer does not entail any additional tax costs nor any transaction fees for the company and it also simplifies administration for the company and is less burdensome for the warrant holders compared to if the warrants had been exercised and the participants had financed the exercise themselves. In addition, the repurchase of the warrants decreases the warrants’ dilutive effect on votes compared to if the warrants were exercised.

The number of warrants that the Offer comprises is set out in the table below.

<b>List of outstanding warrants of series 2016/2019</b>	
Number of warrants issued	4,000,000
Warrants purchased by the participants	3,505,000
Minus repurchased warrants	- 415,000
<b>Number of outstanding warrants</b>	<b>3,090,000</b>
<i>Of which the CEO</i>	<i>750,000</i>
<i>Of which 5 other senior executives</i>	<i>750,000</i>
<i>Of which 36 other holders</i>	<i>1,590,000</i>

In the light of the above, the Board proposes that the Annual General Meeting resolves to make the Offer to all 42 holders of warrants of series 2016/2019 to, during the Exercise Periods, transfer their warrants to the company for a consideration on market terms, based on the closing price of the company's share price on Nasdaq Stockholm and other prevailing market conditions per the end of each Exercise Period respectively. An independent valuation firm shall calculate the Offer consideration in accordance with an established valuation method for warrants on the Swedish market (Black & Scholes).

Based on an assumed share price of SEK 58.20 (the closing price on 15 March 2019), the proceeds pursuant to the Offer would total SEK 6,056,400, if all warrant holders of series 2016/2019 fully accept the Offer during the first Exercise Period.

The Board's proposal under this item has been prepared by the Board and its Remuneration Committee in consultation with major shareholders.

### **Resolution of the Board's proposal on a directed issue of warrants of series 2019/2022 (the LTI 2019) as well as transfer of such warrants (item 21)**

#### *Background*

In connection with the IPO of the company, the Extraordinary General Meeting on 17 April 2016 resolved to implement an incentive programme to senior executives and other key employees within the Resurs group, 49 persons in total, comprising not more than a total of 8,000,000 warrants in two series (the "LTI 2016"). 42 persons are currently holding 3,090,000 warrants in total of each of the series of warrants in the LTI 2016 (including two previous senior executives and key employees who each holds 125,000 warrants of each series). The exercise price for subscription of shares for series 2016/2019 is SEK 63.20 and for series 2016/2020 the exercise price for subscription of shares is SEK 68.40, and each warrant entitles to 1.15 shares in the company (before recalculation for the dividend proposed to the Annual General Meeting). Shares may be subscribed for during certain subscription periods up to and including 29 November 2019 for series 2016/2019 and up to and including 27 November 2020 for series 2016/2020. If all warrants are exercised in full, the total number of shares will increase by

7,107,000 shares, corresponding to approximately 3.6 per cent of the total number of shares and votes as per the date of this notice. Other than the LTI 2016, the company has currently no outstanding share price-related incentive programmes. The LTI 2016 and remuneration to senior executives are further described in note 15 of the company's annual report for the financial year 2018.

#### *Summary of the proposal*

Since series 2016/2019 of the LTI 2016 expires during this year, the Board proposes that the Annual General Meeting resolves on the implementation of a new long-term incentive program (the "**LTI 2019**") on terms and conditions principally similar as for the warrants in series 2016/2019 of the LTI 2016. The warrants in the LTI 2019 is therefore proposed to only be issued in one series. The LTI 2019 is proposed to be offered to the current senior executives and other key employees within the Resurs group (the "**Participants**") who hold, and accept the repurchase offer regarding warrants of series 2016/2019 (under item 20 in this notice (the "**Repurchase Offer**")) in connection with the first exercise period for these warrants. The LTI 2019 comprises a maximum of 2,840,000 warrants which not more than 40 Participants are offered to acquire to market price. Each warrant entitles to subscription of one share in the company.

The warrants are proposed to be issued free of charge to the company's wholly-owned subsidiary Resurs Förvaltning Norden AB, with a subsequent transfer to the Participants in the LTI 2019 at market price.

The Participants are proposed to be divided into nine categories similar to the LTI 2016. The categorisation of Participants will be the same as for the LTI 2016.

In order to implement the LTI 2019, the Annual General Meeting is proposed to resolve on a directed issue and a transfer of warrants to the Participants.

#### *The Board's proposal*

##### *The LTI 2019*

The purpose of the LTI 2019 is, in line with the LTI 2016, to offer additional value to senior executives and other key employees so that the employees' own investments in the group are encouraged creating a long-term commitment to the group. Through this, an increased alignment of interests between the employees and company's shareholders is achieved.

To offer a competitive remuneration structure for senior executives and other key employees of the group, whose efforts and skills have been and still are of great importance to the continuous goal for the group to achieve more growth and profitability, it is proposed that the company participates in the LTI 2019 as set out below.

1. The LTI 2019 entails that not more than 40 persons are offered to acquire not more than 2,840,000 warrants in total. The warrants are proposed to be issued in one series. Each warrant entitles to subscription for one share in the company.
2. Application regarding acquisition of warrants must be made no later than 5 trading days from the day after the Board resolves to offer to the Participants in the LTI 2019 to acquire warrants. However, the application period may be extended as resolved by the Board.



3. The price for the warrants shall be determined as the calculated market value for the warrants at the time of allotment by applying the Black & Scholes valuation model calculated by an independent valuation institute.
4. The right to acquire warrants in the LTI 2019 is granted the Participants, however, limited to not more than: (i) the number of warrants which the Participant transfers; and (ii) for an amount which corresponds to the proceeds the Participant receives; through the Repurchase Offer in connection with the first exercise period for the warrants in the LTI 2016, divided in to nine categories as follows:

Category	Current number of Participants	Total number of warrants per category in the LTI 2016 and maximum number for the LTI 2019 <sup>1</sup>
Category 1 (CEO)	1	750,000
Category 2 (CFO)	1	375,000
Category 3	0	0
Category 4	9	1,080,000
Category 5	1	75,000
Category 6	3	135,000
Category 7	2	65,000
Category 8	6	150,000
Category 9	17	210,000
<b>Total</b>	<b>40</b>	<b>2,840,000</b>

The dividing of participants in different categories as set out above is based on the current number of Participants and their categorisation in the LTI 2016 and their respective holding of warrants at the time of the proposal. The reason that the number of warrants that may be acquired within the LTI 2019 is limited to: (i) what extent Participants accept the Repurchase Offer; and (ii) an amount corresponding to the payment that the Participant receives through the Repurchase Offer; in connection with the first exercise period for these warrants, is to facilitate launching a new incentive programme with as limited effect on dilution as possible. The minimum number of warrants to acquire is 1,000 per Participant for all categories.

<sup>1</sup> The right to acquire warrants in the LTI 2019 is limited for each Participant to: (i) the number of warrants which the Participants transfer; and (ii) to an amount which corresponds to the payment which Participants receive; through the Repurchase Offer in connection with the first exercise period for the warrants in the LTI 2016.

5. The right to acquire warrants according to the above shall be granted all Participants at the time of the offer from the Board.

*Directed issue of warrants*

In order to carry out the LTI 2019, the Board proposes that the Annual General Meeting resolves on a directed issue of warrants, with deviation from the shareholders' pre-emptive rights.

The Board's proposal entails that the Annual General Meeting shall resolve on a directed issue of a maximum of 2,840,000 warrants, with a right to subscribe for new shares in the company on the following terms and conditions.

1. The warrants are issued free of charge.
2. Each warrant shall entitle a right to subscribe for one (1) new share in the company. Consequently, the share capital will, provided that the warrants are fully exercised, increase with a maximum of SEK 14,200.
3. The right to subscribe for warrants shall, with deviation from the shareholders' pre-emptive rights, be granted the company's wholly-owned subsidiary Resurs Förvaltning Norden AB.
4. Subscription for warrants shall be made no later than 30 June 2019, with the Board reserving the right to extend this time limit.
5. Subscription for new shares by exercising warrants in series 2019/2022 may take place during the following subscription periods; the two-week period commencing immediately after the latest of (a) the day of the announcement of the interim report for the first quarter of 2022 and (b) the second trading day after the company's Annual General Meeting 2022, (ii) the two-week period commencing immediately after the day of the announcement of the company's interim report for the second quarter of 2022, and (iii) from the day of the announcement of company's interim report for the third quarter of 2022 up to and including 30 November 2022. Irrespective of what is stated above, subscription can take place from 24 November 2022 up to and including 30 November 2022.
6. The warrants entitle to subscription for new shares in Resurs at a subscription price corresponding to 131.9 per cent of the volume-weighted average purchase price for the company's share on Nasdaq Stockholm during a period of 5 trading days calculated from the day after the Board directs the offer to acquire warrants to the Participants. If, when subscribing for shares, the price latest price paid for the company's share at the closing of Nasdaq Stockholm on the trading day that immediately precedes the subscription exceeds 146.1 per cent of the subscription price according to the above, the subscription price will be increased with an amount corresponding to the amount of the mentioned closing price which exceeds 146.1 per cent of the subscription price.
7. The new shares issued shall entitle to dividend as from the first record date for dividends to occur after the registration of the new shares with the Swedish Companies Registration Office.

8. The terms and conditions for the warrants may be recalculated in accordance with customary recalculation principles due to e.g. a bonus issue, share split or consolidation, rights issue and/or any similar event.

The detailed terms and conditions for the warrants are set forth in the appendix “*Terms and conditions for subscription warrants series 2019/2022 regarding subscription for shares in Resurs Holding AB (publ)*” (see below under Documentation).

*Resolution on transfer of warrants to certain senior executives and other key employees within the Resurs group*

In order to implement the LTI 2019, the Board further proposes that the Annual General Meeting resolves on a transfer of warrants from the wholly-owned subsidiary Resurs Förvaltning Norden AB, to not more than 40 Participants.

The Board’s proposal entails that transfer of warrants to Participants in the LTI 2019 shall be made on the following terms and conditions.

1. Transfer may be made of not more than 2,840,000 warrants in total.
2. The right to acquire warrants shall, with deviation from the shareholders’ pre-emptive rights, be granted Participants who are comprised of the LTI 2019.
3. Transfer of warrants shall be made at a price corresponding to the market value for the warrants at the time of allotment, which shall be determined as the calculated market value for the warrants applying the Black & Scholes valuation model calculated by an independent valuation institute.
4. Transfer of warrants shall be made at the times, and on the other terms and conditions that apply to the Participants’ right to acquire warrants under the LTI 2019.

*Reason for the deviation from the shareholders’ pre-emptive rights*

The reason for deviating from the shareholders’ pre-emptive rights is that the company wishes to implement an incentive programme for certain senior executives and key employees within the group, by which they can be offered the opportunity to take part in the value increase in the company’s share.

*Costs and dilution*

The company’s costs before tax for the LTI 2019, including the directed issue and the transfer of warrants, comprise administrative costs. The total costs for the LTI 2019 (excluding costs for the repurchase which is described separately under item 20 in this notice), are estimated to amount to SEK 520,000 over a period of three years.

If the warrants are fully exercised, the number of outstanding shares in the company will increase by 2,840,000. These new shares issued represent approximately 1.4 per cent of the shares and votes per the day of this notice.

*Effect on key figures*

The programme is expected to have only a marginal impact on the company’s key figures.

*Miscellaneous*

Participation in the LTI 2019 presupposes that it is legally possible and adequate in the jurisdiction concerned and that such participation is considered possible with reasonable administrative and financial costs. The Board shall be entitled to offer alternative incentive programmes, including cash settlement, to participants in jurisdictions where acquisition and/or exercise of warrants legally or adequately cannot be made.

*Preparations of the proposal*

The proposal has been prepared by the company's Remuneration Committee and has been adopted by the Board 18 March 2019.

*Authorisation for the Board*

The Board proposes that the Board, or anyone appointed by the Board, shall be entitled to make the minor adjustments to the Annual General Meeting's resolution on the programme that may be required in connection with the registration of the resolution with the Swedish Companies Registration Office and Euroclear Sweden AB.

*Conditions*

The Annual General Meeting's resolution to implement the LTI 2019 in accordance with the above, is conditional on the Annual General Meeting resolving in accordance with the Board's proposal regarding the Repurchase Offer according to item 20 in this notice.

**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 Annual General Meeting regarding acquisitions of the company's own shares 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. The Annual General Meeting's resolution to implement the LTI 2019 including the directed issue and the transfer of warrants to senior executives and other key employees under item 21, is valid only if it is supported by shareholders representing at least nine tenths of both the votes cast and the shares represented at the Annual General Meeting.

**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 and Euroclear Sweden AB.

**Documentation**

The Board's complete proposals for resolutions are included in the notice, except for the below stated exception relating to the terms and conditions for subscription warrants series 2019/2022. 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 2018, 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, the report of the results of the Remuneration Committee's evaluation according to the Swedish Corporate Governance Code and the terms and conditions for subscription warrants series 2019/2022 regarding subscription for shares in Resurs Holding AB (publ), as well as a template proxy form, are available at the company's website [www.resursholding.se](http://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 e-mail 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.

**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 Annual General Meeting. For information on how personal data is processed, please 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: +46 42 38 20 00

Address: Resurs Holding, DPO, Box 22209, SE - 250 24 Helsingborg

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Helsingborg, March 2019

RESURS HOLDING AB (PUBL)

THE BOARD

**Other information**

Schedule for the Meeting:

The doors open for shareholders at 10.00 CET.

The Annual General Meeting commences at 10.30 CET.

**For additional information:**

Peter Rosén, CFO & Head of IR, [peter.rosen@resurs.se](mailto:peter.rosen@resurs.se) +46 736 56 49 34

Sofie Tarring Lindell, IR-Officer, [sofie.tarringlindell@resurs.se](mailto:sofie.tarringlindell@resurs.se) +46 736 44 33 95

**ABOUT RESURS**

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 approximately 5.9 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 2018, the Group had 765 employees and a loan portfolio of SEK 28 billion. Resurs is listed on Nasdaq Stockholm.