

English convenience translation of Swedish original. In case of discrepancies between the Swedish original and the English translation, the Swedish original shall prevail.

NOTICE TO ATTEND THE ANNUAL GENERAL MEETING

The shareholders of Resurs Holding AB (publ) are hereby invited to the Annual General Meeting on Thursday 28 April 2022.

Due to the ongoing pandemic, the Board has resolved that the Annual General Meeting is to be held without the physical presence of shareholders, proxies or external parties and that the exercise of voting rights may only take place via post before the Meeting.

Information about the Annual General Meeting's resolutions will be published on 28 April 2022 as soon as the outcome of the postal voting has been finalised.

The CEO will hold a speech that will be available on the company's website www.resursholding.se from 28 April 2022.

NOTICE ETC.

Shareholders who wish to attend the Annual General Meeting shall

- be entered in the share register maintained by Euroclear Sweden AB ("Euroclear") on Wednesday 20 April 2022 (the "Record Date"), and
- give notice of their attendance by submitting their postal vote according to the instructions under the heading "Postal voting" below in such a way that Euroclear Sweden AB has received the postal vote no later than Wednesday 27 April 2022.

Note that notice of attendance at the AGM can only be made using postal voting.

NOMINEE-REGISTERED SHARES

Shareholders who have nominee-registered shares through the bank or another nominee, for example shares in a custody account, must – aside from giving notice by submitting their postal vote – 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 20 April 2022. 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 that have been requested by shareholders in such a time that registration has been completed by the nominee by Friday 22 April 2022 at the latest will be taken into account in the preparation of the share register as per the Record Date.

POSTAL VOTING

As stated above, the Board has resolved that shareholders may only exercise their voting rights by postal voting pursuant to Section 22 of the Swedish Act on Temporary Exemptions to Facilitate the Execution of General Meetings in Companies and Associations (2022:121). A special form is to be used for postal voting. The postal voting form is available on the company's website www.resursholding.se.

Completed and signed postal voting forms may be sent to by mail to "Resurs Holding AB, "Annual General Meeting", c/o Euroclear Sweden AB, Box 191, SE-101 23 Stockholm, Sweden or by e-mail to GeneralMeetingService@euroclear.com. Completed forms must have been received by Euroclear not later than Wednesday 27 April 2022. Shareholders who are natural persons can also cast their postal vote electronically by verifying their identity using BankID on the website of Euroclear, <https://anmalan.vpc.se/EuroclearProxy> not later than Wednesday 27 April 2022.

Shareholders may not submit additional instructions other than by selecting one of the alternatives provided on the form. If the shareholder has included special instructions or terms on the form, or altered or made additions to the printed text, the postal vote will be rendered invalid. Further information and conditions can be found on the postal voting form and on <https://anmalan.vpc.se/EuroclearProxy>.

POWERS OF ATTORNEY ETC.

If the shareholder is postal voting through a proxy, a written and dated power of attorney signed by the shareholder must be attached to the postal voting form. A template proxy form is available on the company's website www.resursholding.se.

If the shareholder is a legal entity, a registration certification or an equivalent authorisation document must be submitted along with the postal voting form.

PROPOSED AGENDA

1. Election of Chairman of the Annual General Meeting.
2. Election of one or two persons to check and verify the minutes.
3. Preparation and approval of the voting list.
4. Approval of the agenda.
5. Determination of whether the Annual General Meeting was duly convened.
6. Presentation of the Annual Report and the Auditor's Report, and the consolidated financial statements and Auditor's Report on the consolidated financial statements, as well as the auditor's statement on guidelines for remuneration of senior executives.
7. 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.

8. Resolution on the allocation of the company's earnings as stated in the adopted Balance Sheet.
9. Resolution on the discharge from liability of the members of the Board and the CEO.
10. Determination of the number of members of the Board.
11. Determination of the remuneration to the Board and the auditor.
12. Election of Board members:
 - (a) Martin Bengtsson (re-election, proposed by the Nomination Committee)
 - (b) Fredrik Carlsson (re-election, proposed by the Nomination Committee)
 - (c) Lars Nordstrand (re-election, proposed by the Nomination Committee)
 - (d) Marita Odélius Engström (re-election, proposed by the Nomination Committee)
 - (e) Mikael Wintzell (re-election, proposed by the Nomination Committee)
 - (f) Kristina Patek (re-election, proposed by the Nomination Committee)
 - (g) Susanne Ehnåge (re-election, proposed by the Nomination Committee)
 - (h) Magnus Fredin (new election, proposed by the Nomination Committee)
13. Election of the Chairman of the Board.
14. Election of auditor.
15. Presentation and approval of the remuneration report.
16. Resolution on the authorisation of the Board to resolve on the acquisition of own shares.
17. Resolution on implementation of a long-term warrant program by way of (A) directed issue of warrants; and (B) approval of transfer of warrants.

RESOLUTIONS PROPOSED BY THE NOMINATION COMMITTEE

Election of Chairman of the Annual General Meeting (item 1)

The Nomination Committee proposes that Magnus Lindstedt, or in his absence the individual that the Nomination Committee designates, be elected the Chairman of the Annual General Meeting.

Determination of the number of members of the Board and the election of the members of the Board and the Chairman of the Board (items 10 and 12-13)

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

The Nomination Committee proposes that, for the period until the close of the next Annual General Meeting, Martin Bengtsson, Fredrik Carlsson, Lars Nordstrand, Marita Odélius Engström, Mikael

Wintzell, Kristina Patek and Susanne Ehnåge be re-elected as members of the Board and that Magnus Fredin is newly elected as member of the Board.

The Nomination Committee proposes that Martin Bengtsson be re-elected as Chairman of the Board.

Determination of the remuneration to the Board and the auditor (item 11)

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,
- SEK 300,000 to the Chairman and SEK 150,000 to each of the other members of 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 14)

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 2023 Annual General Meeting. Ernst & Young AB has informed the company that the Authorised Public Accountant Jesper Nilsson will continue to serve as auditor in charge should Ernst & Young AB be re-elected as auditor.

RESOLUTIONS PROPOSED BY THE BOARD

Election of one or two persons to check and verify the minutes (item 2)

The Board proposes Fabian Bengtsson, representing Waldakt Aktiebolag, and Oskar Börjesson, representing Livförsäkringsbolaget Skandia, ömsesidigt, or, if they are absent, the person(s) designated by the Board of Directors, are proposed as the persons to verify the minutes. The assignment to verify the minutes must, in addition to signing the minutes of the Annual General Meeting alongside the Chairman of the Board, also include verifying the voting list and ensuring that received postal votes are correctly reflected in the Annual General Meeting minutes.

Preparation and approval of the voting list (item 3)

The voting list that is proposed for resolution is the voting list that has been prepared by Euroclear Sweden AB on behalf of the company, based on the shareholders' register and received postal votes, verified, approved and recommended by the persons chosen to verify the minutes.

Resolution on the allocation of the company's earnings as stated in the adopted Balance Sheet (item 8)

The Board proposes that the Annual General Meeting resolves on a dividend corresponding to SEK 1,31 SEK per share, totalling SEK 262 000 000, and that the record date for dividends shall be Monday 2 May 2022. If the Annual General Meeting resolves in accordance with the proposal, the dividend is estimated to be paid out to the shareholders on Thursday, 5 May 2022. The final day of trading in the company's shares including the right to distribution will be Wednesday, 28 April 2022.

It is the intention of the Board to convene an Extraordinary General Meeting in autumn 2022 to resolve on additional dividends for 2021.

Presentation and approval of the remuneration report (item 15)

The Board has prepared a remuneration report 2021 and proposes that the Annual General Meeting approves the report. The remuneration report is included in the documents pertaining to the Annual General Meeting that are provided before the Annual General Meeting as below.

Resolution on the authorisation of the Board to resolve on the acquisition of own shares (item 16)

The Board proposes that the Annual General Meeting resolve to once again provide the Board with authority to, on one or several occasions during the period up to the next Annual General Meeting, provided that applicable capital adequacy rules on each occasion allow so, repurchase its own shares in accordance with the following conditions:

- Acquisition of own shares may occur of at most as many shares as are needed so that the company's holdings of own shares at any given time do not exceed five (5) per cent of all shares in the company.
- Acquisition of own shares must occur on Nasdaq Stockholm in accordance with Nasdaq Stockholm's Rule Book for Issuers.
- Acquisition of own shares may only be effected on Nasdaq Stockholm at a price per share within the registered span of share prices at the particular time, by which is meant the span between the highest price paid and the lowest selling price.
- The shares are to be paid for in cash.

According to the Annual Report for the 2021 financial year, the company's unrestricted equity that is available for distribution by the Annual General Meeting (available profit and unrestricted reserves but excluding Additional Tier 1 instruments) amounted to SEK 2,304,998,324. The Annual General Meeting proposes to resolve, after the determination of the balance sheet, a dividend to shareholders of SEK

262,000,000, after which SEK 2,042,998,324 thus remains of the unappropriated amount in accordance with Chapter 17, Section 3, paragraph 1 of the Swedish Companies Act.

The purpose of the authorisation to acquire own shares is to create a tool for the Board to continuously during the year adapt and improve the company's capital structure, including the calibration of the company's actual capital position in relation to its established target for the same, and thereby create additional value for shareholders.

Resolution on implementation of a long-term warrant program by way of (A) directed issue of warrants; and (B) approval of transfer of warrants (item 17)

The board of directors proposes that the annual general meeting resolves to implement a warrant program for the CEO, other group management and key employees based on issue and transfer of warrants ("LTIP 2022").

To implement LTIP 2022, the board of directors proposes that the annual general meeting resolves on (A) directed issue of warrants; and (B) approval of transfer of warrants, on the following terms and conditions:

- A. Directed issue of warrants
 - 1. A maximum of 3,310,000 warrants shall be issued for LTIP 2022.
 - 2. With deviation from the shareholders' preferential rights, the right to subscribe for warrants shall vest in the company's wholly owned subsidiary, Resurs Förvaltning Norden AB. The reason for the deviation from the shareholders' preferential rights is that the issue is part of the implementation of LTIP 2022.
 - 3. The warrants shall be issued to the subsidiary without consideration. The reason for the warrants being issued without consideration is that the warrants are issued to the subsidiary as part of the implementation of LTIP 2022.
 - 4. Subscription shall be made by 30 June 2022 at the latest, with a right for the board of directors to extend the subscription period.
 - 5. Over-subscription cannot occur.
 - 6. Each warrant entitles to subscription of one share in the company.
 - 7. The subscription price per share shall correspond to 130 per cent of the volume weighted average price according to Nasdaq Stockholm's official price list for shares in the company during a period of five trading days from and including the day after the board of directors' first offer to acquire warrants to the participants in LTIP 2022, but may not be lower than the quota value of the share. If, at the time of subscription, the share price most recently paid for a share in the company at the closing of Nasdaq Stockholm on the trading day immediately preceding the subscription exceeds 146.15 per cent of the subscription price (which corresponds to 190 per cent of the average share price upon which the subscription price has been determined, as set out above), the subscription price shall be increased correspondingly, i.e. with an amount that corresponds to the amount that the said closing price exceeds 146.15 per cent of the subscription price.

Upon determination of the subscription price in accordance with the above, the subscription price shall be rounded to the nearest SEK 0.10, whereupon SEK 0.05 shall be rounded upwards. The part of the subscription price that exceeds the quota value of the share shall be allocated to the free share premium reserve.

8. Subscription of shares by exercise of the warrants may be effected during the period from and including 18 August 2025 up to and including 15 September 2025. If a warrant holder is prohibited from subscription of shares during the period set out in the foregoing sentence due to regulations under the Regulation (EU) No 596/2014 on Market Abuse, the Swedish Securities Market Abuse Penal Act (Sw. lag (2016:1307) om straff för marknadsmissbruk på värdepappersmarknaden), the Swedish Act with Supplementary Provisions to the European Union's Market Abuse Regulation (Sw. lag (2016:1306) med kompletterande bestämmelser till EU:s marknadsmissbruksförordning) or other insider legislation applicable to the company, the company shall be entitled to permit such warrant holder to instead subscribe for shares as soon as such warrant holder is no longer prohibited from subscription. If the company grants a permission as per the foregoing sentence to any warrant holder, all warrant holders shall have the right to subscribe during the extended subscription period.
9. Share subscribed for by exercise of a warrant will entitle to dividends for the first time from and including the first record date for dividends that occurs following effectuation of subscription to such extent that the share has been recorded in the company's share ledger as an interim share.
10. The warrants are subject to the complete terms and conditions set forth in the schedule "Terms and conditions for warrants series 2022/2025 regarding subscription of shares in Resurs Holding AB (publ)" (see under Documentation below). The complete terms and conditions state, among other things, that the warrants may be subject to recalculation in accordance with customary principles of recalculation due to, among other things, a bonus issue of shares, consolidation or share split, a rights issue, or similar events.
11. In case all warrants are utilized for subscription of new shares, the share capital will increase by SEK 16,550.
12. The chairman of the board of directors, or anyone appointed by him, shall be authorized to make such minor formal adjustments of the resolution which may be required in connection with registration with the Swedish Companies Registration Office (Sw. Bolagsverket) or Euroclear Sweden AB.

B. Approval of transfer of warrants

LTIP 2022 shall principally be carried out in accordance with what is stated below.

1. The subsidiary shall have the right to transfer the warrants, on one or several occasions, against consideration, to the participants in LTIP 2022 in accordance with what is set out below.
2. Transfer to participants in LTIP 2022 shall correspond to the fair market value of the warrant at the time of the transfer which shall be established by an independent valuation institute in accordance with the Black & Scholes valuation formula.
3. The board of directors shall resolve on allotment to participants in LTIP 2022 in accordance with the following guidelines:

Category	Number of warrants
CEO	Maximum 750,000 warrants
Other members of the group management (currently 10 persons)	Maximum 160,000 warrants per participant
Key employees (currently approximately 20 persons)	Maximum 40,000 warrants per participant

The first allotment is expected to occur in May 2022.

4. The participants can choose to acquire a lower number of warrants than what the participants were offered. Over-subscription cannot occur. The lowest number of warrants to subscribe for is 5,000 warrants per participant for all categories.
5. In connection with the transfer, the subsidiary shall, unless it will have negative tax implications for the Resurs group or the participant, reserve the right to repurchase warrants in case the participant's employment or assignment within the Resurs group terminates or in case the participant wishes to transfer the warrants.
6. The maximum number of warrants issued in LTIP 2022 exceeds the number of warrants that is expected to be offered in the first allotment. Warrants that are not transferred in connection with the initial offer or that are subsequently repurchased by the subsidiary may be transferred to future employees or employees that have been promoted, whereby the above guidelines for allotment shall be applied. At such allotment, a new calculation of the market value of the warrants, payable by the participant, shall be made. Transfers to future employees or employees that have been promoted may not occur after the annual general meeting 2023.
7. Right to allotment in LTIP 2022 requires that the participant at the relevant time of allotment holds a position in the Resurs group or has signed an agreement to that effect and has not, at such time, informed or been informed that the employment or assignment will be terminated.
8. As for participants in other jurisdictions than Sweden, it is assumed that transfer of the warrants is legally possible and that transfer, according to the board of directors' assessment, can be carried out with reasonable administrative and financial efforts at their established fair market value. The board of directors shall be authorized to adjust the terms and conditions of LTIP 2022 to the extent required in order for allotment and exercise of warrants to people in other jurisdictions, to the extent practically possible, to be carried out under the same conditions imposed by LTIP 2022.

Reasons for LTIP 2022 and the deviation from the shareholders' preferential rights

The reasons for the implementation of LTIP 2022 and the deviation from the shareholders' preferential rights to subscribe for the new warrants are to be able to create possibilities for the company to recruit and retain group management and key employees through the offering of a long-term ownership engagement. Such ownership engagement is expected to contribute to an increased harmonization of the participants' and the shareholders' interests, as well as contribute to a long-term engagement for the company's development. In connection hereto, it is noted that the incentive program henceforth is intended to be annually recurring, which is why the board of directors, after evaluation of LTIP 2022, intends to return with proposals for corresponding programs for the upcoming annual general meetings.

Costs, existing incentive programs, dilution and impact on key ratios

Since the warrants in LTIP 2022 will be transferred to the participants at fair market value, it is the board of directors' assessment that the Resurs group will not incur any social fees in relation to Swedish participants in LTIP 2022. The group's costs related to LTIP 2022 will hence only consist of limited costs for implementation and administration of the program as well as any social fees for participants in other jurisdictions.

As per the date of the notice, the number of shares in the company amounts to 200,000,000. In case all warrants issued within LTIP 2022 are exercised for subscription of shares, a total of 3,310,000 new shares will be issued, which corresponds to a dilution of approximately 1.63 per cent of the company's share capital and votes after full dilution, calculated on the number of shares that will be issued upon full utilization of all warrants issued under LTIP 2022. The key ratio earnings per share (continuing operations) for the full year 2021 would in such case decrease by approximately SEK 0.07, from SEK 4.54 to SEK 4.47.

There are currently two outstanding incentive programs in the company in the form of LTI 2019 and LTI 2020. In LTI 2019, the participants currently hold a total of 739,172 warrants where each warrant, after recalculation due to dividends paid, can be exercised for subscription of 1.33 shares at a subscription price of SEK 56.30 per share during three subscription windows in 2022. In LTI 2020, the participants currently hold a total of 1,342,500 warrants where each warrant, after recalculation due to dividends paid, can be exercised for subscription of 1.30 shares at a subscription price of SEK 38.60 per share during three subscription windows in 2023. In case all warrants currently in possession of the participants in LTI 2019 and LTI 2020 are exercised for subscription of shares, a total of 2,728,348 new shares would be issued. In case both existing outstanding incentive programs and the proposed LTIP 2022 are exercised in full, a total of 6,038,348 new shares will be issued, which corresponds to a total dilution of approximately 2.93 per cent of the company's share capital and votes after full dilution, calculated based on the number of shares that will be issued upon full exercise of the existing outstanding incentive programs as well as the proposed LTIP 2022.

The calculations above regarding dilution are applicable subject to any recalculations of the warrants according to customary principles of recalculation available in the complete terms and conditions for the warrants. Further information concerning outstanding incentive programs and remuneration to group management is available in the company's annual report for 2021.

Preparation of the proposal

The proposal for LTIP 2022 has been prepared by the Remuneration Committee together with external consultants. The final proposal has been resolved upon by the board of directors.

OTHER INFORMATION

Number of 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 authorisation concerning acquisition of own shares according to item 16 above is only valid if it is supported by the shareholders by at least two-thirds of the votes cast and the shares represented at the Annual General Meeting. The annual general meeting's decision on implementing LTIP 2022 in accordance with the board of directors' proposal according to item 17 above is only valid if it is supported by shareholders representing at least nine-tenths of the votes cast as well as of all shares represented at the annual general meeting.

Documentation

The Board's complete proposals for resolutions are included in the notice, with the exception of the remuneration report and the terms and conditions for subscription warrants series 2022/2025 that are available according to the below. The Nomination Committee's reasoned statement regarding its proposal to the Board and information about the proposed members of the Board, the Annual Report and the Auditor's Report for 2021, the Auditor's statement pursuant to Chapter 8, Section 54 of the Swedish Companies Act, the Board's reasoned statement according to Chapter 18 Section 4 and Chapter 19, Section 22 of the Swedish Companies Act, the remuneration report and the terms and conditions for subscription warrants series 2022/2025 and other documents for the Annual General Meeting are available, together with the proxy form, from no later than 7 April 2022, on the company's website www.resursholding.se, at the company's address, Ekslingan 9 in Helsingborg, and sent to shareholders on request and upon the disclosure of their postal or e-mail address. The documents stated above are presented at the Annual General Meeting by being made available on the company's

website www.resursholding.se, which also includes information concerning the proposed members of the Board.

For ordering the documentation, please call +46 8-402 91 71 (Monday-Friday 9:00 a.m-4:00 p.m.) 09.00-16.00 CET) or send an e-mail to GeneralMeetingService@euroclear.com or send your order by post to Resurs Holding AB, "AGM", c/o Euroclear Sweden AB, Box 191, SE-101 23 Stockholm.

Right to receive information

The Board and the CEO must, if a shareholder so requests and the Board considers it possible without this resulting in material damage to the company, provide information concerning, firstly, conditions that could influence the assessment of an item on the agenda, secondly, conditions that could influence assessments of the financial condition of the company or subsidiaries and, thirdly, the company's relationship to other Group companies.

Requests for such information are to be submitted in writing to the company no later than ten days prior to the Annual General Meeting, that is, no later than 18 April 2022, to Resurs Holding AB, Att: Lena Johansson, Box 22209, SE-250 24 Helsingborg, Sweden or by e-mail to: lena.johansson@resurs.se. Information is provided by the company by being made available on the company's website and at the company no later than 23 April 2022. Information will also be sent to the shareholder who requested the information and provided an address.

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, see <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>

Data Protection Officer of Resurs Holding

E-mail: DPO@resurs.se

Telephone: +46 42 38 20 00

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

Helsingborg, March 2022

RESURS HOLDING AB (PUBL)

THE BOARD

Non-Swedish speaking shareholders

A translation of this notice to attend the Annual General Meeting of Resurs Holding AB (publ), to be held on Thursday 28 April 2022 by way of postal voting only (no physical attendance), is available on www.resursholding.se.