

RESURS HOLDING AB'S NOMINATION COMMITTEE'S REASONED STATEMENT REGARDING THE PROPOSAL FOR ELECTION OF THE BOARD AT THE 2024 ANNUAL GENERAL MEETING

In accordance with the instructions for the Nomination Committee for Resurs Holding AB (publ) ("Resurs Holding") that were resolved at the 2020 Annual General Meeting (AGM), the Nomination Committee ahead of the 2024 AGM has constituted in October 2023. Resurs Holding's Nomination Committee comprises of Martin Bengtsson, appointed by Resurs Holding's largest shareholder Waldakt AB (the Bengtsson family), 28.9 percent of the votes, Jonas Strömberg, appointed by Erik Selin Fastigheter AB, Oskar Börjesson, appointed by Livförsäkringsbolaget Skandia, ömsesidigt, and Joakim Skoglund, appointed by AB Traction. Since Waldakt AB is the largest shareholder of Resurs Holding, Martin Bengtsson has been the Chairman of the Nomination Committee in accordance with the applicable instructions for the Nomination Committee. Martin Bengtsson is also the Chairman of the Board.

The Nomination Committee's proposals concerning the Board ahead of the 2024 AGM are presented below, including the Committee's reasoning. The Nomination Committee's other proposals are stated in the Notice of the Annual General Meeting.

The Nomination Committee's proposals for election of the Board

The Nomination Committee proposes:

- that the Board shall consist of seven members;
- the re-election of current members of the Board and the Chairman of the Board, save for Fredrik Carlsson and Kristina Patek that has declined re-election; and
- that Harald Walden and Ola Laurin* be elected as new Board members.

The Nomination Committee's proposal is thus that the following persons be elected as Board members of Resurs Holding for a term of office until the end of the next Annual General Meeting:

- Martin Bengtsson, Chairman of the Board
- Lars Nordstrand
- Marita Odélius
- Mikael Wintzell
- Pia-Lena Olofsson
- Harald Walden
- Ola Laurin*

*Note that Ola Laurin's term commences on May 17, 2024.

The Nomination Committee's work

The Nomination Committee has had the tasks following from the instructions for the Nomination Committee and has held five minuted meetings, candidate interviews and has been in contact in between the meetings. In its assessment of the extent to which the present Board meets the requirements placed on it, the Nomination Committee paid particular attention to the Board's composition and how the Board works as a group as well as the balance and diversity of experiences. The Nomination Committee has also studied the evaluation of the Board and its individual members and has conducted its own interviews with a selection of the current members.

The Nomination Committee's reasoned statement regarding its proposals

The Nomination Committee's opinion is that the work of the Board is functioning very well. The Nomination Committee believes that the proposed members together represent the experience, knowledge and competence required in order to continue to lead and develop the company.

Both Fredrik Carlsson and Kristina Patek have declined re-election. Consequently, the nominating committee has deemed it important to add to augment the Board additional expertise. The proposed new member, Harald Walden, has extensive experience within the fintech industry and presently serves as the CTO at Brite Payments. Harald also has experience from Qliro, where he served as a co-

founder and CTO, as well as from his role as Head of Product and Director of Payments at Stardoll. The other proposed new member, Ola Laurin, possesses extensive experience and expertise in the financial sector, particularly within payment solutions, credit risk assessments, and Business to Business. He has been CEO and Chairman of the Board at PayEx, and has occupied several leadership roles within Swedbank, most recently as the Head of Large Corporates and Institutions and as a member of the Group management team. Furthermore, Ola has significant competence in banking regulatory affairs.

The Nominating Committee has conducted a comprehensive evaluation and affirms that the proposed new members will effectively complement the existing board members, thereby fortifying the board's collective expertise. Additional details regarding Harald Walden and Ola Laurin are provided below. The nominating committee has determined that the proposed composition of the board aligns with the competencies and experiences requisite to address Resurs Holdings' paramount objectives.

The Nomination Committee has found that the proposed composition of the Board covers a range of skills and experience that meet the demands of Resurs Holding's most important priorities.

The Nomination Committee applies the Swedish Corporate Governance Code's rule 4.1 as its diversity policy and believes that the Code's requirements for diversity and breadth will be met through the Nomination Committee's proposal, which also prescribes an equal gender distribution in the Board. For the Nomination Committee, it is important to continue to actively work to achieve an equal gender distribution.

Assessment of independence

In its work of preparing the proposals to the 2024 AGM, the Nomination Committee has evaluated each Board member's independence in accordance with the Swedish Corporate Governance Code. The Nomination Committee has assessed that six of the seven proposed members of the Board are independent in relation to the company and its management, and independent in relation to the company's major shareholders (see below for further information on independence). The proposed Board composition is therefore compliant with the Board independence rules of the Swedish Corporate Governance Code.

Information on the proposed new members of the Board

Harald Walden

Born: 1975

Education and work experience: Master's degree in Computer Science, Mälardalen University. Co-founder and CTO at Qliro, Head of Product and Director of Payments at Stardoll.

Other significant positions: CTO at Brite

Shareholding (including holdings of related parties): 0

Independence: Independent in relation to the company and its management and the company's major shareholders.

Ola Laurin

Born: 1971

Education and work experience: Master's degree in Business Administration from the School of Business, Economics and Law at the University of Gothenburg, and a degree from the Naval Officers' School. CEO and Chairman of the Board at PayEx, and held several leadership positions within Swedbank, most recently as the Head of Large Corporates & Institutions and a member of Swedbank's Group Executive Committee.

Other significant positions: Chairman of the Wellstreet Fintech Board

Shareholding (including holdings of related parties): 3,000 shares

Independence: Independent in relation to the company and its management and the company's major shareholders.

Information on the proposed members of the Board to be re-elected

Martin Bengtsson

Chairman of the Board since 2019 and Board member since 2012. Chairman of the Nomination Committee and member of the Audit Committee.

Born: 1970

Education and professional experience: MSc in Economics and Business Administration. Previously Manager of Business Development at SIBA Aktiebolag, Country Manager at SIBA Aktiebolag, Danish Branch and Investment Manager at SIBA Invest AB.

Other significant appointments: Chairman of the Board, SIBA Fastigheter AB. Board member and CEO of SIBA Invest AB.

Shareholding (including related persons): 57 885 556 shares.

Independence: Dependent in relation to the company and its management and the company's major shareholders.

Lars Nordstrand

Member of the Board since 2012. Chairman of the Corporate Governance Committee and member of the Remuneration Committee.

Born: 1951.

Education and professional experience: BSc, MSc in Economics and Business Administration. Former CEO of Moderna Försäkringar and Movestic Livförsäkring AB and Deputy CEO of Invik, Major in the Military Reserve Force.

Other significant appointments: Chairman of the Board of Solid Försäkringsaktiebolag, Akademikerförsäkring and Nordnet Pensionsförsäkring AB.

Shareholding (including related persons): 80 016 shares.

Independence: Independent in relation to the company and its management and the company's major shareholders.

Marita Odélius

Member of the Board since 2015. Member of the Corporate Governance Committee.

Born: 1961

Education and professional experience: MSc in Economics and Business Administration, Authorised Public Accountant. Former CEO of Fora AB and CFO and Head of Process & Synergies, Skandia Nordic Group.

Other significant appointments: Board member of Solid Försäkringsaktiebolag och Movestic Liv och Pension.

Shareholding (including related persons): 23 407 shares.

Independence: Independent in relation to the company and its management and the company's major shareholders.

Mikael Wintzell

Member of the Board since 2018.

Born: 1981

Education and professional experience: Deputy Chief Commercial Officer at Klarna and Sales Director at PayEx.

Other significant appointments: Founding partner and Chairman of the Board at Wellstreet Group and other assignments as Board member of companies associated with Wellstreet Group.

Shareholding (including related persons): 519 500 shares.

Independence: Independent in relation to the company and its management and the company's major shareholders.

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

Pia-Lena Olofsson

Board member since 2022. Member of the Corporate Governance Committee

Born: 1972

Education and work experience: MBA, University of Gothenburg, Executive MBA, Warwick

University, UK, and Funding and Risk, London Business School. Former CFO at Visma AB, Collector AB (publ), Catena Media plc (publ), as well as various positions within Bure Equity AB (publ) and Citat AB.

Other significant positions: CFO and Head of IR at Cibus Nordic Real Estate AB (publ). Board member in companies within the Cibus group.

Shareholding (including related persons): 10 000 shares

Independence: Independent in relation to the company and its management and the company's major shareholders.

March 2024

NOMINATION COMMITTEE

RESURS HOLDING AB (PUBL)