

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 2024 at 1:00 p.m. at Clarion Hotel & Congress Sea U, Kungsgatan 1, Helsingborg. Registration will commence at 12:30 p.m. The Board of Directors has resolved that shareholders will also be able to participate in the Meeting through postal voting in accordance with the provisions in Resurs Holding's Articles of Association.

RIGHT TO PARTICIPATE

Shareholders who wish to attend the Meeting shall

- (i) be entered in the share register maintained by Euroclear Sweden AB in terms of conditions on the record date, Wednesday 17 April 2024, and
- (ii) register with the company not later than Friday 19 April 2024, in accordance with the instructions under "Notice" below, or cast a postal vote, in accordance with the instructions under "Postal voting" below.

NOTICE

For shareholders who choose not to participate in the Annual General Meeting by postal voting, notice of attendance at the Meeting must be made not later than Friday 19 April 2024. Such notice to attend is to be made by telephone at +46 (0) 8 402 9171 (Monday-Friday 9:00 a.m.-4:00 p.m.) on the company's website www.resursholding.se, by e-mail to GeneralMeetingService@euroclear.com or by mail to Resurs Holding AB "Annual General Meeting", c/o Euroclear Sweden, Box 191, 101 23 Stockholm, Sweden.

In their notice to attend, shareholders shall state their name, personal identification number or Corporate Identity Number, address, telephone number and advisors, if applicable (a maximum of two).

Shareholders who wish to make use of the possibility of postal voting should do so in accordance with the instructions below under the heading "Postal voting" and do not need to provide any further notification as above.

PROXIES

If a shareholder is represented by proxy, the proxy must have a power of attorney at the Meeting in writing, dated and signed by the shareholder. The power of attorney may not be older than a year, unless a longer validity (but not more than five years) is stated in the power of attorney. If the power of attorney is issued by a legal entity, or if the shareholder is represented by legal representatives, a copy of the current registration certificate or equivalent authorisation documentation for the legal entity is required. To facilitate admission

/registration at the Meeting, powers of attorney, as well as registration certificates and other authorisation documentation, should be submitted to the company in conjunction with registration or postal voting not later than the final date for registration/postal voting (Friday 19 April 2024), see address/e-mail address under “Notice” above. A template proxy form is available on the company’s website www.resursholding.se.

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 of participation in the Annual General Meeting – 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 Wednesday 17 April 2024. 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 19 April 2024 at the latest will be taken into account in the preparation of the share register as per the record date.

POSTAL VOTING

Shareholders who choose to participate in the Annual General Meeting by postal voting, must cast their postal vote so that this postal vote is submitted to Euroclear Sweden not later than Friday 19 April 2024. 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. Shareholders can also cast their postal vote electronically by verifying their identity using BankID on the website of Euroclear, <https://anmalan.vpc.se/EuroclearProxy>.

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>.

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.

Shareholders who wish to be present at the Meeting venue, in person or through a representative, must provide notice of such in accordance with the instructions under "Notice" above. This entails that notice through postal voting alone is not sufficient for shareholders who want to be present at the Meeting venue.

PROPOSED AGENDA

1. Opening of the 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.
8. Presentation of the company's Annual Report and the auditor's report and of the consolidated financial statements 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 proposal.
13. Determination of the number of members of the Board and auditors.
14. Determination of the remuneration to the Board and the auditor.
15. Election of Board members:
 - (a) Martin Bengtsson (re-election, proposed by the Nomination Committee)
 - (b) Lars Nordstrand (re-election, proposed by the Nomination Committee)
 - (c) Marita Odélius (re-election, proposed by the Nomination Committee)
 - (d) Mikael Wintzell (re-election, proposed by the Nomination Committee)
 - (e) Pia-Lena Olofsson (re-election, proposed by the Nomination Committee)
 - (f) Harald Walden (new election, proposed by the Nomination Committee)
 - (g) Ola Laurin (new election, proposed by the Nomination Committee)
16. Election of the Chairman of the Board.
17. Election of auditors

18. Presentation and approval of the Instruction for the Nomination Committee.
19. Presentation and approval of the remuneration report.
20. Resolution on guidelines for compensation for senior executives.
21. Resolution on the authorisation of the Board to resolve on the acquisition of own ordinary shares.
22. Resolution on the authorisation of the Board to resolve on new issues of shares, warrants and/or convertibles.
23. 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 Magnus Lindstedt, or in his absence the individual that the Nomination Committee designates, be elected the Chairman of the Extraordinary 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 13 and 15-17)

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

The Nomination Committee proposes that, for the period until the close of the next Annual General Meeting, Martin Bengtsson, Lars Nordstrand, Marita Odélius, Mikael Wintzell and Pia-Lena Olofsson be re-elected as members of the Board and that Harald Walden and Ola Laurin are elected as new members of the Board. However, as regards Ola Laurin, the Nomination Committee proposes that the term of office starts on May 17, 2024.

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

Information on the members of the Board of Directors proposed by the Nomination Committee can be found in the Nomination Committee's motivated statement.

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 Öhrlings PricewaterhouseCoopers AB ("PwC") be re-elected as auditor for the period up until the close of the 2025 Annual General Meeting. PwC has informed the company that the Authorised Public Accountant Peter Nilsson will serve as auditor in charge should PwC be elected as auditor.

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 remain unchanged and be as follows:

- SEK 100,000 to the Chairman and SEK 50,000 to each of the other members of the Audit Committee,
- SEK 330,000 to the Chairman and SEK 165,000 to each of the other members of the Corporate Governance Committee,
- SEK 50,000 to the Chairman and SEK 25,000 to each of the other members of the Remuneration Committee

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

Adoption of Nomination Committee instruction (item 18)

The Board proposes a revised Nomination Committee instruction in accordance with the following.

The Nomination Committee is to be comprised of the Chairman of the Board and members appointed by the four shareholders with the greatest number of votes per the final banking day in August every year, based on share information from Euroclear Sweden AB and other reliable share information that has been provided by the company. Shareholders also refers to other groups of shareholders who have been categorised in the Euroclear Sweden system or by other reliable source and other known shareholder ownership categories. Should any of the four largest shareholders waive their right to appoint members to the Nomination Committee, the shareholder who has the next largest shareholding is granted the right to appoint a member. However, when there are three members appointed by the shareholders, a maximum of ten additional shareholders need to be asked in addition to the four first asked.

The Chairman of the Board shall convene the Nomination Committee to its first meeting. The member appointed by the largest shareholder in terms of votes is to be appointed Chairman of the Nomination Committee.

If one or more shareholders who have appointed members to the Nomination Committee significantly reduce their shareholding, the Nomination Committee shall, bearing in mind the time remaining to the Annual General Meeting and how far the Nomination Committee have progressed in its work, assess whether the member appointed by such a shareholder should step down from the Company and the shareholder who is next in line in terms of size of shareholding be given the right to appoint a member to the Nomination Committee. If this does not occur and it is more than two months until the Annual General Meeting, the shareholder who is next in line has the right to request to appoint a representative who will be co-opted on to the Nomination Committee.

If a member leaves the Nomination Committee before its work is completed, and the Nomination Committee deems it suitable to appoint a replacement, the replacement member shall be appointed by the same shareholder, or, if this shareholder no longer has sufficient shareholding to have the right to appoint a member to the Nomination Committee, the member shall be appointed by the shareholder who is next in line in terms of the size of shareholding.

The composition of the Nomination Committee shall normally be made public at least six months before the Annual General Meeting. No remuneration shall be issued to the members of the Nomination Committee. Changes to the composition of the Nomination Committee shall immediately be publicised. The company is liable for any potentially necessary expenses related to the work of the Nomination Committee. The Nomination Committee's mandate period remains in effect until the public release of the revised composition of the Nomination Committee.

The Nomination Committee shall present proposals for the Chairman of AGMs, the members of the Board of Directors, the Chairman of the Board, auditors, Board fees specified by fees to the Chairman and fees to other Board members, as well as remuneration for Committee work and fees to the company's auditors. The Nomination Committee shall additionally, if assessed to be necessary, present proposals for changes to this instruction.

The instruction for the Nomination Committee is valid until resolutions for changes to the instruction have been made at the Annual General Meeting.

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 of Directors proposes that all profits at the disposal of the Annual General Meeting of SEK 1,952,374,913 be carried forward.

The net result for the full year 2023 amounted to SEK 258 million, and the net result for the second half of the year amounted to SEK -106 million. As a result of the negative result for the second half of 2023, the Board of Directors has decided, in line with the company's dividend policy, not to propose a dividend to the Annual General Meeting in 2024.

Presentation and approval of the remuneration report (item 19)

The Board has prepared a remuneration report for 2023 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 guidelines for remuneration of senior executives (item 20)

The Board proposes that the Annual General Meeting resolves to adopt the following guidelines for remuneration of senior executives to apply until further notice, but no longer than until the 2028 Annual General Meeting. In relation to the guidelines adopted at the 2023 Annual General Meeting, the amendments are editorial.

These guidelines apply to the CEO and other members of Group Management. The guidelines shall apply to remuneration as agreed, and changes that have been made to remuneration that have already been resolved since the adoption of the guidelines at the 2023 Annual General Meeting. The guidelines do not cover remuneration that is resolved by the Annual General Meeting.

The guidelines' promotion of the company's business strategy, long-term interests and sustainability

Resurs conducts its operations within banking and insurance distribution, and the operations are divided into two business segments, based on the products and services offered: Payment Solutions (comprising Retail Finance, Credit Cards and Factoring) and Consumer Loans. The company strives to be a responsible enterprise

that is run with the purpose of creating value for partners, customers, employees and owners in a long-term and sustainable manner. For more information on Resurs's business strategy, see www.resursholding.se/en/business-model-and-strategy/.

Successfully safeguarding the company's long-term interests, including within sustainability, runs on the assumption that the company is able to recruit and retain qualified employees. In order to achieve this, the company must be able to offer competitive remuneration. These guidelines allow for competitive total remuneration to be offered to senior executives.

The company previously established long-term incentive programmes based on warrants. These were resolved by the Annual General Meeting and are therefore not covered by these guidelines. For the same reason, the long-term performance-based share programme that the Board has proposed that the Annual General Meeting 2023 adopt or any future incentive programmes adopted by the Annual General Meeting are also not covered. All incentive programmes presented at the Annual General Meeting must provide a clear connection to the company's long-term value creation.

Remuneration of senior executives is aimed at promoting the company's business strategy, long-term interests and sustainability, as well as counteracting unhealthy risk-taking. With this as a background, as well as considering the current regulations on systems of remuneration present in banking and insurance distribution operations, the remuneration subject to these guidelines shall not consist of variable remuneration. Resurs has assessed that fixed remuneration, together with long-term incentive programmes that are determined by the Annual General Meeting, create the optimal conditions to allow management to consistently focus on the company's long-term goals.

Forms of remuneration etc.

Remuneration shall be market-based and consist of the following components: fixed cash salary, pension benefits and other benefits. Additionally, the Annual General Meeting can resolve, for example, on share and share-price-related remuneration as above, which in this case, is not subject to these guidelines.

For the CEO, pension benefits, including health insurance, shall be defined contribution. The pension premiums for defined contribution pensions shall not exceed 35 per cent of the fixed annual cash salary of the CEO. For other senior executives, pension benefits, including health insurance, shall be defined contribution unless the executive is covered by a defined benefit pension in accordance with mandatory collective agreements. The pension premiums for defined contribution pensions shall not exceed 30 per cent of the fixed annual cash salary of other senior executives. Other benefits may include life insurance, medical

benefits insurance and company car benefit. Such benefits must not exceed 10 per cent of the fixed annual cash salary of other senior executives.

For employment conditions that fall under other regulations than those in Sweden, in reference to pension benefits and other benefits, appropriate adjustments are made to follow mandatory rules or fixed local practices, whereby the general purpose of the guidelines is satisfied as far as possible. The current Group Management is subject to Swedish regulations.

Termination of employment

From the company, the notice period for termination may be at most 12 months for the CEO and at most 12 months for other members of Group Management. From the senior executive, the notice period for termination may be at most six months. No termination benefits are paid.

However, remuneration for potential commitments to restrict competition could be issued. Such remuneration shall, in accordance with the current laws, compensate for potential loss of income as a result of commitments to restrict competition. Remuneration shall be based on the fixed cash salary on the termination date, and be paid during the period that the commitment of the restriction of competition applies.

Salary and terms of employment for employees

In preparing the Board's proposals for these remuneration guidelines, salary and terms of employment for the company's employees are taken into account in so far as that information on the employees' total remuneration, the components of the remuneration and the remuneration's increase and rate of increase over time comprised a portion of the Remuneration Committee's and the Board's basis for decision-making on the evaluation of fairness of the guidelines and any resulting limitations.

Decision making process for ensuring, monitoring and adapting the guidelines

The Board has instituted a Remuneration Committee. The tasks of the Remuneration Committee include preparing the Board's resolutions on proposals for guidelines concerning remuneration of senior executives. The Board shall prepare proposals for new guidelines at least once every four years, and submit the proposal to be resolved by the Annual General Meeting. The guidelines are to be valid until new guidelines have been adopted by the Annual General Meeting. The Remuneration Committee shall also follow and evaluate the programme for variable remuneration for company management, the application of guidelines for remuneration for senior executives and the relevant remuneration structures and levels in the company. The Remuneration Committee's

members are independent in relation to the company and its management. In the Board's processing of and decisions on remuneration related issues, the CEO and other individuals in company management are not present in circumstances when they are affected by the issue at hand.

Deviations from the guidelines

The Board may resolve to temporarily deviate from the guidelines partially or entirely should there be grounds to do so in a particular case, and should a deviation be deemed necessary in order to satisfy the company's long-term interests, including its sustainability, or to guarantee the company's financial buoyancy. As stated above, it is part of the role of the Remuneration Committee to prepare the Board's decisions on remuneration issues, which includes decisions on deviations from the guidelines.

Resolution on the authorisation of the Board to resolve on the acquisition of own ordinary shares (item 21)

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 it is permissible by the applicable capital adequacy rules on each occasion, repurchase its own ordinary shares in accordance with the following conditions:

- Acquisition of own ordinary shares may be made of a maximum number of shares so that the company's holdings of own ordinary shares at any given time do not exceed five (5) per cent of all shares in the company.
- Acquisition of own ordinary shares must occur on Nasdaq Stockholm in accordance with Nasdaq Stockholm's Rule Book for Issuers.
- Acquisition of own ordinary 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 ordinary shares are to be paid for in cash.

According to the Annual Report for the 2023 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 1,952,374,913, which, thus remains of the disposable amount according to Ch. 17, Section 3, first paragraph of the Swedish Companies Act.

The purpose of the authorisation to acquire own ordinary 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. The purpose is also to provide the Board of Directors with an alternative to ensure supply of shares to participants in any future incentive program.

Resolution on the authorisation of the Board to resolve on new issues of shares, warrants and/or convertibles (item 22)

The Board proposes that the Annual General Meeting authorizes the Board, until the next Annual General Meeting, on one or several occasions, with or without deviation from the shareholders' preferential rights, to resolve on new issues of shares, warrants and/or convertibles. Resolutions that are passed under the authorization may not, in the aggregate, involve an increase of the share capital by more than an amount, which corresponds to 10 per cent of the company's current share capital. The authorization shall also include the right to resolve on new issues where the shares are to be paid for with non-cash consideration or through set-off of a claim, or otherwise with terms and conditions pursuant to the Swedish Companies Act (2005:551) Chapter 13 Section 7, Chapter 14 Section 9, or Chapter 15 Section 9.

The reasons for deviating from the shareholders' preferential right may be that possible targeted issues for the implementation of acquisitions of all or parts of other companies or operations, alternatively for the acquisition of capital to be used for such acquisitions or otherwise to create flexibility in raising capital. When using the authorization, the assessment made in connection with deviation from the shareholders' preferential right must be accounted for. The basis for the issue price shall be the share's market value. When using the authorization, the assessment made in this regard must also be accounted for.

The Board further proposes that the Board, CEO or other person appointed by the Board or the CEO, shall be authorized to make such minor amendments in the resolution of the Annual General Meeting that may be necessary in order to effect the registration with the Swedish Companies Registration Office.

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, etc.

The resolutions of the Annual General Meeting regarding item 21 (authorisation to acquire own ordinary shares) and item 22 (authorisation to resolve on new issues of shares, warrants and/or convertibles) are 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. In other respects, a simple majority is required for a resolution in accordance with the Board's proposals.

Documentation

The Board's complete proposals for resolutions are included in the notice, but with the exception of the remuneration report, which is provided as set out below.

The Annual Report and the Audit Report for 2023, the auditor's statement in accordance with Ch. 8 Section 54 of the Swedish Companies Act, the Board of Directors' reasoned statement in accordance with Ch. 19 Section 22 of the Swedish Companies Act, the remuneration report, the Nomination Committee's reasoned statement regarding proposals to the Board and other Meeting documentation, together with the power of attorney form, are available not later than three weeks prior to the Annual General Meeting on the company website, www.resursholding.se and from the company at Ekslingan 9 in Helsingborg and will be sent to those shareholders who have requested such and have provided their postal or e-mail address.

To order the documentation, call +46 (0)8 402 91 71 (Monday–Friday from 9:00 a.m. to 4 p.m.), send an e-mail to GeneralMeetingService@euroclear.com or a letter to Resurs Holding AB, "Annual General Meeting", c/o Euroclear Sweden AB, Box 191, SE-101 23 Stockholm, Sweden.

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.

Shareholders who submit questions in advance can do so to Resurs Holding AB, Att. Lena Johansson, Box 22209, SE-250 24 Helsingborg, Sweden or by e-mail to: lana.johansson@resurs.se.

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: 042-38 20 00

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

Helsingborg, March 2024

RESURS HOLDING AB (PUBL)
THE BOARD

ABOUT RESURS HOLDING

Resurs Holding (Resurs), which operates through the subsidiary Resurs Bank, 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 six million private customers in the Nordics. Resurs Bank has had a banking licence since 2001 and is under the supervision of Finansinspektionen. The Resurs Group operates in Sweden, Denmark, Norway and Finland. At the end of the fourth quarter of 2023, the Group had 660 employees and a loan portfolio of SEK 38.8 billion. Resurs is listed on Nasdaq Stockholm.

Attachments

[Notice to attend the annual general meeting](#)