

Press Release 27 march 2017

## NOTICE TO ATTEND THE ANNUAL GENERAL MEETING

The Shareholders of Resurs Holding AB (publ) are hereby invited to the Annual General Meeting on Friday 28 April 2017 at 13.30 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 Saturday 22 April 2017. Since the record day is a Saturday shareholders must make certain that they are registered in the share register on Friday 21 April 2017,
- give notice of their attendance no later than on Monday 24 April 2017. Notice to attend is to be made on the company's website [www.resursholding.se](http://www.resursholding.se), by telephone to 08-402 91 71 or by mail to Resurs Holding AB "Annual General Meeting", c/o Euroclear Sweden, Box 191 SE-101 23 Stockholm, Sweden.

Shareholders shall in their notice to attend state name, personal identification number or company registration number, address, telephone number and advisors, if applicable. Shareholders whose shares are registered in the names of nominees must temporarily re-register such shares in their own name in order to be entitled to attend the Annual General Meeting. In order for such re-registration to be completed on Friday 21 April 2017 the shareholder must inform their nominees well before that day. Shareholders attending by a proxy or a representative should send documents of authorisation 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 parent 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)
16. Election of the Chairman of the Board.
17. Election of auditor.
18. Approval of the procedure of the Nomination Committee.
19. Resolution regarding guidelines for remuneration for senior executives.
20. Closing of the Annual General Meeting.

## RESOLUTIONS PROPOSED BY THE NOMINATION COMMITTEE

### **Election of Chairman of the Annual General Meeting (item 2)**

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

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

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

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

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

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

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

- SEK 1,200,000 to the Chairman of the Board,
- SEK 400,000 to each of the other members of the Board.

The proposed remuneration for ordinary Board work is unchanged compared to previous year but the aggregated proposed remuneration decreases with SEK 400,000 since the Board is proposed to be reduced by one member.

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 paid as follows:

- SEK 100,000 to the Chairman and SEK 50,000 to each of the other members of the Audit Committee (unchanged from last year),
- SEK 250,000 to the Chairman and SEK 125,000 to each of the other members of the Corporate Governance Committee (a proposed increase from last year with SEK 150,000 for the Chairman and SEK 75,000 for the other members),
- no remuneration shall be paid for work in the Remuneration Committee (unchanged from last year).

The Nomination Committee proposes that the auditor shall 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 shall have a registered accounting firm as auditor and that the registered accounting firm Ernst & Young AB is re-elected as auditor for the period up until the close of the Annual General Meeting 2018.

Ernst & Young AB has informed Resurs that the authorized auditor Niklas Paulsson will continue as auditor in charge if Ernst & Young AB is re-elected as auditor.

**Approval of the procedure of the Nomination Committee (item 18)**

The nomination committee shall be composed of members appointed by the four largest shareholders in terms of voting rights listed in the shareholders' register maintained by Euroclear Sweden AB as of 31 August each year, and the Chairman of the Board, who also will convene the first meeting of the nomination committee. The member appointed by the largest shareholder in terms of voting rights shall be appointed chairman of the nomination committee. If earlier than two months prior to the Annual General Meeting one or more of the shareholders having appointed members to the nomination committee no longer are among the four largest shareholders in terms of voting rights, members appointed by these shareholders shall resign and the shareholder or shareholders who then are among the four largest shareholders in terms of voting rights, may appoint new members. Should a member resign from the nomination committee before its work is completed and the nomination committee considers it necessary to replace him or her, such substitute member is to be appointed by the same shareholder or, if the shareholder is no longer one of the largest shareholders in terms of voting rights, the largest shareholder in turn. Changes in the composition of the nomination committee shall immediately be made announced.

The composition of the nomination committee shall normally be announced no later than six months before the Annual General Meeting. Remuneration shall not be paid to the members of the nomination committee. The Company is to pay any necessary expenses that the nomination committee may incur in its work. The term of office for the nomination committee ends when the composition of the following nomination committee has been announced. The nomination committee shall propose the following: chairman at the general meeting, board of directors, chairman of the board, auditor, remuneration to the board divided between the chairman and the other directors as well as remuneration for committee work, remuneration to the company's auditor and any changes in the procedure of the nomination committee (if any).

This procedure for the nomination committee shall apply until a resolution on amendment of the procedure of the nomination committee is adopted by the 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 proposes a dividend of SEK 3.00 per share and that the record date for dividend shall be on Wednesday 3 May 2017. If the Annual General Meeting resolves in accordance with the proposal, the dividend is estimated to be paid out to the shareholders on Monday 8 May 2017.

**Guidelines for remuneration for senior executives (item 19)**

The Board proposes that the Annual General Meeting resolves to adopt the following guidelines for remuneration to senior executives for the period until the Annual General Meeting 2018.

Remuneration for executive management 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 executive management may consist of fixed salary, long-term incentive programs, pension and other benefits. No bonus payments or other variable salary is payable to the executive management.

The total remuneration package should 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 Resurs Holding 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 shall have 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.

## **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.

### **Documentation**

The Board's complete proposals for resolutions are included in the notice. The nomination committee's motivated statement explaining its proposals regarding the Board and information about the proposed members of the Board, the 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 of the Swedish Companies Act and the report of the results of the remuneration committee's evaluation according to the Swedish Code of Corporate Governance 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 email address. The Annual Report will be held available no later than on 7 April 2017 at the

same place as the other documentation. 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 be done 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 accounts.

Helsingborg in March 2017

RESURS HOLDING AB (PUBL)

THE BOARD

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#### **Other information**

Schedule for the Meeting:

The doors open for shareholders at 13.00 CET.

The Annual General Meeting commences at 13.30 CET.

For additional information:

Gunilla Wikman, Investor Relations Manager, [gunilla.wikman@resurs.se](mailto:gunilla.wikman@resurs.se); +46707638125

#### **About Resurs Holding**

The Resurs Group, which operates through subsidiaries Resurs Bank and Solid Försäkringar, 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 has established collaborations with over 1,200 retail partners with approximately 35,000 stores and built a customer base of approximately 5 million private customers in the Nordics. Resurs Bank has had a bank charter since 2001 and is under the supervision of the Swedish Financial Supervisory Authority. The Resurs Group, with operations in Sweden, Denmark, Norway and Finland, had 728 employees and a loan portfolio of approximately SEK 21,2 billion at the end of the third quarter of 2016. Resurs Group has been listed on Nasdaq Stockholm since 29 April 2016.