

Extraordinary General Meeting of TrustBuddy International AB (publ)

The following items were resolved upon at the Extraordinary General Meeting (EGM) of TrustBuddy International AB (publ) on 17 November 2014:

A. Approval of the merger plan regarding merger with TrustBuddy AB

The EGM resolved to approve the merger plan regarding the merger between TrustBuddy International and TrustBuddy AB, dated 13 October 2014. The merger plan has been registered with the Swedish Companies Registration Office ("Bolagsverket") on 15 October 2014.

According to the merger plan, the merger shall be undertaken by way of absorption, with TrustBuddy AB as the absorbing company and TrustBuddy International as the transferring company. The exchange ratio for the merger consideration has been determined in such way that each share in TrustBuddy International shall be exchanged for one shares in TrustBuddy AB.

Registration of the merger with Bolagsverket, which is expected to take place in the beginning of January 2015, will result in the dissolution of TrustBuddy International, whereby all of TrustBuddy International's assets and liabilities will be transferred to TrustBuddy AB.

Settlement of the merger consideration is expected to take place following Bolagsverket's registration of the merger. Settlement is made by way of Euroclear Sweden AB on each duly entitled securities account recording the number of TrustBuddy AB shares the holder is entitled to. At the same time its shareholding in TrustBuddy International AB is deregistered from the same account.

According to the preliminary time plan last day of trading with TrustBuddy International AB's shares is Monday 5 January 2015, the merger is estimated to be registered by Bolagsverket on Wednesday 7 January 2015 and the first day of trading with TrustBuddy AB's shares is estimated to Monday 12 January 2015.

B. Election of the board of directors etc.

Simon Nathanson, Tove Mette Dramstad, Torsten Örtengren and Søren Brinkman were elected as directors of the board (all new elections). Simon Nathanson was elected as chairman of the board. The remuneration to the board of directors was resolved to be SEK 350,000 to the chairman of the board and SEK 100,000 to each of the other directors of the board, respectively, on a yearly basis.

C. Resolution to introduce an incentive program for certain senior executives

The EGM resolved to issue up to 12,880,000 warrants. Each warrant entitles the holder to subscribe for one share. The exercise price for the warrants shall be 123 per cent of the average listing price on NASDAQ OMX First North during the period from 20 November 2014 to 26 November 2014. All warrants run for two years from the date of establishment of the exercise price.

The right to subscribe for warrants shall accrue to the wholly owned subsidiary TrustBuddy AB, which shall transfer the warrants to current and future senior executives. Transfer of warrants shall be effected at market price (option premium) to members of senior management and other key employees.

If all 12,880,000 warrants are exercised for subscription of shares, the company's share capital will increase with around SEK 505,537.6410, representing approximately 3.75 per cent of share capital and votes after dilution.

The purpose of the incentive program is to retain and recruit qualified employees to the group and to increase motivation of the employees. The Board believes that the implementation of the program will benefit the group and the company's shareholders. The company's cost for the program is expected to amount to approximately SEK 150,000 in total during the program.

D. Resolution to introduce an incentive schemes for directors

The EGM resolved to issue up to 4,184,000 warrants. Each warrant entitles the holder to subscribe for one share. The exercise price for the warrants shall be 123 per cent of the average listing price on NASDAQ OMX First North during the period from 20 November 2014 to 26 November 2014. All warrants run for two years from the date of establishment of the exercise price.

The right to subscribe for warrants shall accrue to the wholly owned subsidiary TrustBuddy AB, which shall transfer the warrants to the company's directors. Transfer of options shall be effected at market prices. If all



4,184,000 warrants are exercised for subscription of shares, the company's share capital will increase with around SEK 162,886.7399, representing approximately 1.25 per cent of share capital and votes after dilution.

With regard to outstanding options under the previous stock option programs and stock option under the decision in paragraph C above, the aggregate dilution effect corresponds to approximately 15.1 per cent after dilution.

The proposer (JAC Invest AS, representing 7.15 per cent of the shares in the company) believes that the implementation of the program will benefit the group and the company's shareholders. The company's cost for the program is expected to amount to approximately SEK 150,000 in total during the program.

E. Resolution authorizing the issue of new shares and / or convertible bonds and / or warrants

The EGM resolved, with the cancellation of the authorization given at the annual general meeting 2014, to authorize the board of directors for the time up to the next annual general meeting, on one or several occasions, with or without deviation from the shareholders' preferential rights, to issue new shares, warrants and / or convertible bonds, with or without provisions regarding payment in kind or through set-off or other conditions. The total number of new shares that may arise out of subscription and/or conversion should not total more than 79,681,386 shares, representing a dilution of 24.1 percent before dilution. The reason for the downward adjustment in relation to the Board's proposal is the share issue that took place on 14 November, where 52,546,040 shares were issued. At the inclusion of this share issue, the dilution is upon full exercise of the authorization 20.8 percent before dilution.

The purpose of the authorization and the reason for the deviation from the shareholders' preferential rights is that in a time efficient manner implement structural changes in the form of acquisitions and increase the company's flexibility in conjunction with the raising of capital. The issue price of the new shares shall be determined having regard to the prevailing market price of the company's shares.

Stockholm 17 November 2014

TrustBuddy International AB (publ)

The Board of Directors

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About TrustBuddy International AB (publ)

TrustBuddy International AB (publ) is one of the first in the world to focus on arranging loans and capital provision between buddies in Scandinavia in an organised manner. The company is listed at NASDAQ OMX First North in Stockholm. Erik Penser Bankaktiebolag is TrustBuddy International AB (publ)'s Certified Adviser, phone number: +46 8 463 80 00.