

Notice of Extraordinary General Meeting of BTS Group AB (publ)

Shareholders of BTS Group AB (publ), org. No. 556566-7119 (the "Company"), are hereby invited to attend the Extraordinary General Meeting on Friday, December 11, 2020, for a dividend decision.

In view of the ongoing pandemic and the risk of the spread of covid-19 and considering the regulations/advice of the authorities on the avoidance of meetings, the Board of Directors has decided that the general meeting shall be conducted without physical presence by shareholders exercising their voting rights only by postal vote. Information on the decisions taken by the General Meeting will be published on 11 December 2020, as soon as the outcome of the postal vote is finally compiled.

Conditions for participation

Shareholders who wish to participate in the general meeting by postal vote must be registered in the share register kept by Euroclear Sweden AB on Thursday, December 3, 2020, and register with the company by casting their postal vote in accordance with the following instructions, so that the postal vote is received by the company no later than Thursday, December 10, 2020.

For shareholders who have their shares registered by trustees through a bank or other trustee, the following applies for the right to participate in the general meeting. In addition to registering by casting their postal vote, such shareholders shall request re-registration of their shares so that the shareholder is registered in their own name in the share register kept by Euroclear Sweden AB at the record date, i.e. Thursday 3 December 2020. Such re-registration may be temporary (so-called voting rights registration). Shareholders wishing to register the shares in their own name shall, in accordance with the respective trustee's procedures, request the trustee to register such voting rights. Registration of voting rights requested by shareholders in such a time that the registration has been made by the relevant trustee by Thursday 3 December 2020 will be considered in the production of the share register.

Postal voting

Shareholders exercise their voting rights at the meeting solely by voting in advance (so-called postal voting) under section 22 of the Act (2020:198) on temporary exemptions to facilitate the implementation of general meetings and general meetings of associations. In postal voting, a special form shall be used. This is available on the company's website, www.bts.com and at the company on Grevgatan 34, 6th fl., 114 53 Stockholm, Sweden. Separate registration is not required, the completed and signed form is valid as registration to the meeting. The completed and original form, which must be signed by the shareholder, must be submitted to the company no later than Thursday, December 10, 2020 at Grevgatan 34, 6th fl., 114 53 Stockholm, Sweden. The completed and signed form can also be sent to the company by e-mail to ir@bts.com. If the shareholder votes by proxy, the power of attorney shall be attached to the form. If the shareholder is a legal entity, the registration certificate or other document of jurisdiction must be attached to the form. The shareholder may not provide the postal vote with specific instructions or conditions. If this happens, the entire postal voting form is invalid. Further instructions and conditions are stated in the postal voting form. Shareholders may request in the postal voting form that decisions on one or more of the items on the proposed agenda be left to a so-called continued general meeting, which may not be a mere postal voting general meeting. Such a continued general meeting shall take place if the Extraordinary General Meeting so decides or if the owner of at least one tenth of all shares in the company so requests.



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Proxy voting

Shareholders who vote by postal vote by proxy shall issue in writing by the shareholder the signed and dated power of attorney for the proxy. Proxy forms can be found on the company's website, www.bts.com. If the postal vote is conducted based on a power of attorney, the power of attorney must be attached to the postal voting form. If the shareholder is a legal entity, registration certificates or equivalent supporting documents must also be attached to the postal voting form. The power of attorney shall be valid for a maximum of one year from the date of issue unless the power of attorney specifies a longer period of validity, but not more than five years from the date of issue.

Draft agenda

1. Election of the Chairman of the Meeting
2. Election of a person to adjust the minutes together with the chairman of the meeting
3. Establishment and approval of the electoral register
4. Approval of agenda
5. Examination of whether the meeting has been duly convened
6. Dividend decision

The Board's decision proposals

Item 1 - Chairman of the Meeting

The Board of Directors proposes to elect lawyer Klaes Edhall or to appoint, if he is unable to attend, a representative appointed by the CEO.

Item 2 — Election of a person to adjust the minutes together with the chairman of the general meeting

The Board of Directors proposes that Stefan af Petersens be appointed to adjust the minutes of the meeting, together with the chairman of the meeting, or, if he is unable to attend, the representative appointed by the CEO. In addition to signing the minutes of the meeting along with the chairman of the meeting, the assignment as an adjuster shall also include review of the electoral register and that the reproduction of postal votes received are stated correctly in the minutes of the meeting.

Item 3 - Establishment and approval of the electoral register

The voting register proposed to be approved shall be based on the general meeting share register drawn up by Euroclear Sweden AB and on postal votes received by the company, verified and approved by the adjuster.

Item 6 - Dividend decision and record days

On 14 April 2020, in view of the current uncertainty resulting from the ongoing covid-19 pandemic, the Board of Directors decided to withdraw previously published proposals to distribute SEK 4.20 per share to shareholders and, if the conditions so permitted, to convene an Extraordinary General Meeting in the fall for a dividend decision. At the Annual General Meeting on May 14, 2020, it was resolved in accordance with the Board's proposal that no dividend should be paid to shareholders for the financial year 2019.

As of the third quarter, the market situation for BTS has improved, and this trend continues to date. BTS achieved a positive result in the difficult second quarter and earnings have increased from the second to the third quarter. The company continues to have a very good financial strength and liquidity. Taking everything into consideration, the Board of Directors has decided to propose to the Extraordinary General Meeting a dividend of SEK 3.60 per share for the financial year 2019, i.e. unchanged compared to 2018. The company has not used the Swedish government's redundancy support.



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As the record date for the receipt of dividends, the Board of Directors proposes Tuesday, December 15, 2020. If the meeting resolves according to the proposal, the dividend is expected to be distributed by Euroclear Sweden AB starting on Friday, December 18, 2020. As of December 31, 2019, the unrestricted equity in the company amounted to SEK 148,850,129. The amount available under chapter 17, section 3 of The Swedish Companies Act amounts to the same amount on November 11, 2020.

Information at the Meeting

The Board of Directors and the Managing Director shall, if requested by any shareholder and the Board of Directors considers that this can be done without material harm to the company, disclose information about circumstances that may affect the assessment of a matter on the agenda. Requests for such information must be made in writing to the company no later than ten days before the annual general meeting, i.e. no later than Tuesday 1 December 2020 to Grevgatan 34, 6th fl., 114 53 Stockholm, Sweden or by e-mail to ir@bts.com. The information is provided by the company by keeping it available on the company's website www.bts.com, and at the company's address no later than Saturday, December 5, 2020. The information is also sent to shareholders who so request and who provide their postal address.

Complete proposals for decision, etcetera.

The Board of Directors' full proposal for the allocation of profits is set out above. The following documents will be available at the company's address Grevgatan 34, 6th fl., 114 53 Stockholm, Sweden and on the company's website www.bts.com, as of Friday 20 November 2020:

- annual report, including auditor's report, for the financial year 2019;
- the Board's opinion pursuant to chapter 18, section 4 of the Swedish Companies Act,
- the Board's report in accordance with chapter 18, section 6 of the Swedish Companies Act, and
- auditor's opinion pursuant to chapter 18, section 6 of the Swedish Companies Act.

The documents are presented by keeping them available at the company and on the company's website. They are also sent to shareholders who so request and who provide their postal address. The annual general meeting share register will be provided at the company's head office, Grevgatan 34, 6th fl., 114 53 Stockholm, Sweden.

Shares and votes

At the time of this notice, the total number of shares in the company was 19,318,292 shares, of which 853,800 class A shares and 18,464,492 class B shares. The total number of votes in the company amounts to 27,002,492.

Processing of personal data

For information on how your personal data is processed see:

www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf.

Stockholm in November 2020

BTS Group AB (publ)

The Board