

## ANNUAL GENERAL MEETING

**Shareholders of BTS Group AB (publ) are hereby invited to attend the Annual General Meeting (AGM) on Friday, May 3<sup>rd</sup>, 2024, at 1:30 PM, at the office of Hallvarsson & Halvarsson, located at Malmkillnadsgatan 29, 9<sup>th</sup> floor, Stockholm.**

Shareholders who wish to participate must be registered in the share register kept by Euroclear Sweden AB on Wednesday, April 24<sup>th</sup>, 2024, and register with BTS Group AB no later than Friday, April 26<sup>th</sup>, 2024. The notification is made either in writing to BTS Group AB, Grevgatan 34, SE-114 53 Stockholm, Sweden, by e-mail to [ir@bts.com](mailto:ir@bts.com) or by phone (+46858707000).

Upon notification, the shareholder must state the name, personal identity number or corporate identity number, address, telephone number and registered shareholding. Proxies, registration certificates and other authorization documents must be available at the general meeting, and should, to facilitate entry to the meeting, be submitted to the company no later than Friday, April 26<sup>th</sup>, 2024. A power of attorney may not be older than 1 year, unless the power of attorney is valid longer (but not more than 5 years). The company provides proxy forms on the company's website ([www.bts.com](http://www.bts.com)) and sends these free of charge to the shareholders who request it and state their postal address.

Shareholders who have chosen to register their shares in the name of a trustee must, to participate in the meeting, temporarily re-register their shares through the trustees' care in their own name with Euroclear Sweden AB. The presentation of the general meeting share register, as of the record date, i.e. Wednesday April 24<sup>th</sup>, 2024, will consider voting rights registrations that have been made no later than Friday April 26<sup>th</sup>, 2024. This means that the shareholder should inform their trustee well in advance of this date.

### DRAFT AGENDA

1. Opening of the Annual General Meeting
2. Election of the chairman of the meeting
3. Establishment and approval of the electoral register
4. Election of one or two people who adjust the minutes
5. Examination of whether the meeting has been duly convened
6. Approval of agenda
7. Presentation of the annual report and the auditors' report, as well as the consolidated financial statements and the auditors' report on the consolidated financial statements for 2023, as well as the board of directors' remuneration report as per chapter 8, 53 a § The Companies Act and the auditor's statement as per chapter 8, 54 § The Companies Act; in conjunction with the CEO's presentation.
8. Resolutions regarding
  - a. adoption of the income statement and the balance sheet as well as the consolidated income statement and the consolidated balance sheet
  - b. appropriation of BTS' profit in accordance with the adopted balance sheet
  - c. discharge from liability of the members of the board of directors and the president
  - d. approval of the board of directors' remuneration report
9. Determination of the number of members and deputy members of the board of directors and auditors
10. Determination of the fees payable to the board of directors and auditors
11. Election of board of directors and chairman of the board of directors
12. Election of auditor
13. Resolution regarding the board of directors' proposal on authorization to resolve on new issue of shares
14. Resolution regarding the board of director's proposal on authorization regarding acquisitions and transfer of the company's own shares
15. Closing of the meeting



Strategy made personal

## PROPOSED RESOLUTIONS

### **The nomination committee's proposed decisions**

The nomination committee is composed of Anders Dahl (representing Henrik Ekelund), Claes Murander (representing Lannebo Fonder), Stefan af Petersens (shareholder), and Henrik Ekelund (chairman of the board). Anders Dahl has acted as chairman of the nomination committee.

The nomination committee proposes the following in relation to items 2, 9-12:

#### *Election of the chairman for the Meeting (item 2)*

Chairman of the board, Henrik Ekelund, is proposed as chairman of the AGM, or in his absence the person appointed by the CEO instead.

#### *Determination of the number of members and deputy members of the board of directors and auditors (item 9)*

Five ordinary members of the board of directors and one deputy member, and one auditor without deputy.

#### *Determination of the fees payable to the board of directors and auditors (item 10)*

It is proposed that total fees of SEK 1,735,000 (p y SEK 1,655,000), are to be paid to members of the board of directors, whereof SEK 525,000 (p y SEK 500,000) to the chairman of the board of directors and SEK 235,000 (p y SEK 225,000) to each of the other members. Fees to the deputy are proposed to be SEK 60,000 (p y SEK 55,000). Total fees of SEK 210,000 (p y 200,000) shall be paid for committee work.

Fees to the auditor are proposed to be paid according to approved invoice.

#### *Election of board of directors and chairman of the board of directors (item 11)*

Re-election of Mariana Burenstam Linder, Henrik Ekelund, Stefan Gardefjord, Reinhold Geijer, and Anna Söderblom is proposed. Re-election of Olivia Ekelund as deputy member is proposed. Re-election of Henrik Ekelund as chairman of the board is proposed.

#### *Election of auditor (item 12)*

In accordance with the audit committee's recommendation, election of the registered audit firm Ernst & Young AB (EY) is proposed for the period until the end of the AGM 2025.

### **The board of directors' proposed resolutions**

#### *Dividend (item 8 b)*

The board of directors proposes for the financial year 2023 a dividend of SEK 5,70 per share, divided into two payouts of SEK 2,85 each. The proposed record day for the first dividend payment of SEK 2,85 is Tuesday, May 7<sup>th</sup>, 2024, and the proposed record day for the second dividend payment of SEK 2,85 is Wednesday, November 13<sup>th</sup>, 2024. Provided that the AGM approves the board of director's proposal, the first dividend payment is expected to be disbursed by Euroclear Sweden AB starting on Monday, May 13<sup>th</sup>, 2024, followed by the second dividend payment starting on Monday, November 18<sup>th</sup>, 2024.

#### *Approval of remuneration report (item 8 d)*

The board of directors proposes that the AGM approves the remuneration report prepared by the board of directors for 2023.

#### *The Board's proposal for authorization to decide on new issue (item 13)*

The board of directors proposes that the AGM authorize the board of directors, on one or more occasions and until the next Annual General Meeting, to decide on issuing – in deviation from the shareholders' preferential rights – a maximum of 1,200,000 new B shares or of convertibles exchangeable for a maximum of 1,200,000 new B shares. The board of directors shall also be able to make decisions in such cases when contributions can take place with assets other than cash (non-cash considerations) or with right of set-off or otherwise subject to conditions.

The share capital may not increase by more than SEK 400,000 in total.



Strategy made personal

The purpose of the authorization, and the reason for the deviation from the shareholders' preferential rights, is to be able to carry out acquisitions and to then also be able to set off such purchase price receivable that has arisen from the acquisition.

*Resolution regarding the board of director's proposal on authorization regarding acquisitions and transfer of the company's own shares (item 14)*

The board of directors proposes that the annual general meeting authorizes the board of directors to decide on acquisition and transfer of own shares as follows. Acquisition of shares in the company may only take place on either Nasdaq Stockholm ("the stock exchange") or in accordance with an acquisition offer to all shareholders of the company. Acquisitions may take place of a maximum of so many shares that repurchased shares together with any newly issued shares according to the authorization proposed in item 13, in total amount to a maximum of ten percent of the shares outstanding at any time, and further provided that, after repurchase there is still full coverage for the company's restricted equity.

Transfer of shares in the company may take place with a right to transfer with deviation from the shareholders' preferential rights and that payment may be made with assets other than cash, i.e non-cash considerations or with right of set-off. However, payment through set-off may only occur in connection with acquisitions.

Transfer may be made of the entire number of own shares that the company holds at any time. Transfer may not be made on the stock exchange.

---

## **SHARES AND VOTES**

At the time of this convening notice, the total number of shares in the company was 19,396,819 shares, whereof 853,800 were Class A shares and 18,543,019 were Class B shares. The total number of votes in the company amounts to 27,081,019.

## **DOCUMENTS**

The annual report and the auditors' report as well as the board of director's and the nomination committee's complete proposals for resolutions as above, the board of directors' remuneration report for 2023, the auditors' report according to the Companies Act, chapter 8, 54§ and proxy forms, will be available on the company's website ([www.bts.com](http://www.bts.com)) from Friday, April 12<sup>th</sup>, 2024, and will be sent to shareholders upon request and who provide their address.

## **INFORMATION AT THE MEETING**

Shareholders are entitled to certain information at the Annual General Meeting. The board of directors and the CEO shall, if any shareholder so requests and the board of directors considers that it can be done without material harm to the company, provide information about circumstances that may affect the assessment of an item on the agenda, the financial situation of the company or subsidiaries or the company's relationship with another group company.

## **PROCESSING OF PERSONAL DATA**

For information on how your personal data is processed see:

<https://www.euroclear.com/dam/ESw/Legal/Privacy%20notice%20BOSS%20-%20final%2020324.pdf>

---

Stockholm in April 2024  
BTS Group AB (publ)  
The Board of Directors