

Annual General Meeting

Shareholders of BTS Group AB (publ) are hereby invited to attend the Annual General Meeting (AGM) on Friday, May 13th, 2022, at 1pm, at the company's offices on Grevgatan 35, 5th floor, Stockholm.

Shareholders who wish to participate must be registered in the share register kept by Euroclear Sweden AB on Thursday, May 5, 2022, and register with BTS Group AB no later than Friday, May 6, 2022. 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 or by phone (+468 587 07000).

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, May 6, 2022. 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) 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. Thursday 5 May 2022, will take into account voting rights registrations that have been made no later than Monday 9 May 2022. 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 2021, 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.
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 issue
14. Closing of the meeting

PROPOSED RESOLUTIONS

The nomination committee's proposed decisions

The nomination committee is composed of Anders Dahl (representing Henrik Ekelund), Elisabet Jamal Bergström (representing SEB Investment Management), Stefan af Petersens (shareholder) and Reinhold Geijer (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:



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Election of the chairman for the Meeting (item 2)

Attorney Klaes Edhall 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 1,655,000 (previous year SEK 1,355,000) are to be paid to members of the board of directors, whereof SEK 500,000 (previous year SEK 480,000) to the chairman of the board of directors and SEK 225,000 (previous year SEK 215,000) to each of the other members. Fees to the deputy are proposed to be SEK 55,000 (previous year 50,000). Total fees of SEK 200,000 (previous year SEK 180,000) 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 Soderblom is proposed. Re-election of Olivia Ekelund as deputy board member is proposed. Election of Henrik Ekelund as chairman of the board is proposed.

Election of auditor (item 12)

In accordance with the audit committee's recommendation, re-election of the registered auditing firm Ohrlings PricewaterhouseCoopers AB (PwC) is proposed for the period until the end of the AGM 2023.

The board of directors' proposed resolutions

Dividend (item 8 b)

The board of directors proposes for the financial year 2021 a dividend of SEK 4,80 per share, divided into two payouts of SEK 2,40 each. Proposed record day for the first dividend payment of SEK 2,40 is Tuesday, May 17, 2022, and the proposed record day for the second dividend payment of SEK 2,40 is Tuesday, November 15, 2022. 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 Friday, May 20, 2022, followed by the second dividend payment starting on Friday November 18, 2022.

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 2021.

The Board's proposal for authorization to decide on issue (item 13 a. and b.)

- a. 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 resolve 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.

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.

- b. The board of directors proposes that the AGM authorize the board of directors, on one or more occasions and until the next AGM to resolve 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 have the right to decide on issue for cash consideration, 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 provide the board of directors with financial preparedness and, when necessary, to enable the board of directors to implement the necessary raising of capital quickly and efficiently.

When the board of directors decides on issuance based on the authorizations in accordance with points a. and b. above, the issue price for the new shares issued shall align to the share price, and the issue price for the new convertibles issued, respectively, shall align to the share price as a starting point for a market valuation, and in cases with deductions for such market discount, which the board of directors deems necessary. Other terms are decided by the board of directors, which must, however, be market-based

The number of newly issued shares and convertibles issued, respectively, that can be converted into shares, and which may be issued on the exercise of the above authorizations, may not, for both authorizations, exceed 1,930,000 shares, corresponding to a total dilution of no more than 10 percent of the number of shares in the company.

The board of directors finally proposes that the board of directors or the board of directors appointed thereto be authorized to make the minor adjustments in the resolution of the AGM regarding the above proposals, which may prove necessary in connection with registration thereof with the Swedish Companies Registration Office and Euroclear Sweden AB.

Resolutions of the AGM regarding the above are taken as two separate resolutions. For a valid decision, shareholders with at least two-thirds of both the votes cast and the shares represented at the meeting shall assist each of the two resolutions.

SHARES AND VOTES

At the time of this convening notice, the total number of shares in the company was 19,374,347 shares, whereof 853,800 were Class A shares and 18,520,547 were Class B shares. The total number of votes in the company amounts to 27,912,347.

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 2021, the auditors' report according to the Companies Act, chapter 8, 54§ and proxy forms and forms for voting in advance, will be available on the company's website: www.bts.com from Friday, April 22, 2022, 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%20220324.pdf>

Stockholm in April 2022
BTS Group AB (publ)
The Board of Directors