

Press Release, 08 April 2025 15:00:00 CEST

## **Notice of the Annual General Meeting of Björn Borg AB (publ) ("Björn Borg"), May 15, 2025**

**The shareholders of Björn Borg AB (publ) ("Björn Borg"), are hereby invited to the Annual General Meeting to be held on Thursday, May 15, 2025 at 5.30 p.m. at Gate:01's premises, Frösundaviks allé 1, 169 70 Solna, Sweden. Registration will begin at 4.45 p.m.**

### **Attendance**

Shareholders who wish to attend the meeting must:

be registered in the share register kept by Euroclear Sweden AB on Wednesday 7 May 2025 (the "Record Date"),

notify the company of their intention to attend the meeting no later than Friday 9 May 2025, on the company's website (<https://corporate.bjornborg.com/en/arsstamma-2025/>), by e-mail to [stamma@bjornborg.com](mailto:stamma@bjornborg.com), by mail to Björn Borg AB Frösundaviks allé 1, 169 70 Solna or by telephone at 08-506 33 700.

The notification must state name, personal identity number or corporate identity number, address, telephone number and, where applicable, the number of accompanying assistants (maximum two).

### **Powers of attorney etc.**

If participating by proxy, the proxy must bring a written, dated and signed power of attorney to the meeting. The power of attorney may not be older than one year, unless a longer period of validity (but not more than five years) has been specified in the power of attorney. If the power of attorney has been issued by a legal entity, or if the shareholder is represented by legal representatives, a copy of the current certificate of registration or equivalent authorization document for the legal entity is required. In order to facilitate registration at the meeting, a power of attorney as well as a certificate of registration and other authorization documents should be provided to the company in connection with the notification. A power of attorney form is available for download from the company's website (<https://corporate.bjornborg.com/en/arsstamma-2025/>).

### **Trustee-registered shares**

Shareholders who have their shares registered as trustees through a bank or other trustee, for example have their shares in a depository, must – in addition to giving notice of attendance at the Annual General Meeting – request that the shares be temporarily re-registered in their own name so that the shareholder is registered in the share register kept by Euroclear as of the Record Date on Wednesday 7 May 2025. Such registration may be temporary (so-called voting rights registration) and is requested from the administrator in accordance with the administrator's procedures at such time in advance as determined by the administrator. Voting rights registration that has been requested by shareholders in such time that the registration has been made by the nominee no later than Friday 9 May 2025 will be taken into account in the preparation of the share register as of the Record Date.

### **Draft agenda**

1. Opening of the Meeting
2. Election of Chairman of the Meeting
3. Establishment and approval of the voter's register
4. Selection of one or two adjusters
5. Determination of whether the meeting has been duly convened
6. Approval of the agenda
7. Presentation of the Annual Report and the Auditor's Report as well as the Consolidated Financial Statements and the

Auditor's Report on the Group

8. Presentation by the CEO

9. Resolutions on

a) adoption of the income statement and balance sheet as well as the consolidated income statement and consolidated balance sheet

b) appropriation of the company's profit in accordance with the adopted balance sheet and decisions on record dates

c) discharge from liability for the members of the Board of Directors and the CEO

10. Report on the work of the Nomination Committee

11. Determination of the number of Board members and auditors

12. Determination of fees to the Chairman of the Board of Directors and other members of the Board of Directors

13. Election of Board members and Chairman of the Board

14. Election of auditor and determination of auditor's fees

15. Resolution on authorization for the Board of Directors to resolve on a new issue of shares, warrants and/or convertibles

16. Resolution on authorization regarding acquisition and transfer of own shares

17. Presentation and approval of remuneration report

18. Resolution on instructions for the Nomination Committee

19. Closing of the meeting

## **Proposal for a decision**

### *Item 2 – Election of Chairman of the Meeting*

The Nomination Committee proposes that Board member Mats H Nilsson, or if he is prevented from attending, the person appointed by the Nomination Committee instead, be elected Chairman of the Annual General Meeting.

### *Item 9 b – Resolution on appropriation of the company's profit in accordance with the adopted balance sheet*

Earnings at the disposal of the Annual General Meeting amount to SEK 84,066,328. The Board of Directors proposes a dividend for the financial year 2025 of SEK 3 per share, totalling SEK 75,445,152, and that the remaining earnings be carried forward.

The Board of Directors further proposes that the dividend be paid in two equal instalments – the first with a record date of Monday 19 May 2025 and the second with a record date of Monday 17 November 2025. If the Annual General Meeting resolves in accordance with the proposal, payment of the dividend is expected to be made by Euroclear Sweden AB on Thursday 22 May 2025 and Thursday 20 November 2025 respectively.

### *Items 11-13 – Determination of the number of members of the Board of Directors and auditors; Determination of fees to the Chairman of the Board and other members of the Board of Directors and election of Board members and Chairman of the Board*

The Company's Nomination Committee has proposed that the number of Board members shall continue to be seven and that the Company shall have a registered auditing firm as auditor.

The Nomination Committee has proposed re-election of Heiner Olbrich, Alessandra Cama, Fredrik Lövestedt, Mats H Nilsson, Jens Høgsted and Johanna Schottenius as members of the Board of Directors and election of Cecilia Bönström as new Board member. Anette Klintfält has declined re-election. The Nomination Committee has further proposed that Heiner Olbrich shall continue to be the Chairman of the Board. In addition, the Nomination Committee has proposed that the remuneration to the Board members shall be increased by SEK 77,000. The Nomination Committee proposes that the Chairman of the Board of Directors shall receive a fee of SEK 490,000 (previously SEK 455,000) and that the other members receive SEK 200,000 (previously SEK 193,000) per member. For committee work, a fee of SEK 22,000 (previously SEK 21,000) is proposed to the members of the Remuneration Committee, and SEK 44,000 (previously SEK 42,000) to its Chairman, as well as SEK 62,000 (previously SEK 59,000) to the member of the Audit Committee, and SEK 90,000 (previously SEK 86,000) to its Chairman. The total remuneration to the Board of Directors in accordance with the

proposal, including for committee work and assuming the same number of members in the committees, amounts to SEK 1,992,000 (the previous year the total amount was SEK 1,901,000). A reasoned statement regarding the Nomination Committee's proposal for the Board of Directors, as well as information about all proposed members, is available on the company's website.

*Item 14 – Election of auditor and determination of auditor's fees*

The Nomination Committee has proposed, in accordance with the Audit Committee's recommendation, that the registered accounting firm BDO Mälardalen AB shall be re-elected as auditor for the period until the end of the next Annual General Meeting. BDO Mälardalen AB will then appoint Johan Pharmanson as auditor in charge. The Nomination Committee has also proposed that the auditor be remunerated in a reasonable amount in accordance with approved invoices.

*Item 15 – Resolution on authorization for the Board of Directors to resolve on a new issue of shares, warrants and/or convertibles*

The Board of Directors proposes that the Annual General Meeting authorizes the Board of Directors to, on one or more occasions until the time of the next Annual General Meeting, with or without deviation from the shareholders' preferential rights, resolve on a new issue of shares, warrants and/or convertibles. By resolution based on the authorization, the share capital may increase by a maximum of SEK 390,625 (divided into a maximum of 1,250,000 new shares). The authorization shall also include the right to resolve on a new share issue with a provision on contribution in kind or that shares shall be subscribed for with the right of set-off or otherwise with conditions in accordance with Chapter 13, Section 7, Chapter 14, Section 9 or Chapter 15, Section 9 of the Swedish Companies Act.

The reasons for deviation from the shareholders' preferential rights may be to enable directed issues to carry out acquisitions of all or parts of other companies or businesses, or to raise capital to be used for such acquisitions. When exercising the authorization, the assessment made in this regard regarding deviation from the shareholders' preferential rights shall be reported. The basis for the issue price shall be the market value of the share. When the authorisation is exercised, the assessment made in this regard must also be reported.

The Board of Directors further proposes that the Board of Directors, or a person appointed by the Board of Directors, shall have the right to make such minor adjustments to the Annual General Meeting's resolutions as may prove necessary in connection with the registration with the Swedish Companies Registration Office.

*Item 16 – Resolution on authorization regarding acquisition and transfer of own shares*

The Board of Directors proposes that the Annual General Meeting resolves to authorise the Board of Directors to resolve on the acquisition of the company's own shares as follows:

1 Acquisitions may be made during the period until the next Annual General Meeting, on one or more occasions.

2 Acquisitions may be made of a maximum number of shares so that the company's holding of own shares at any time does not exceed 10 percent of all shares in the company.

3 Acquisitions shall be made on Nasdaq Stockholm within the prevailing price interval at any given time.

4 The Board of Directors may decide that the repurchase of own shares shall be made within the framework of a buy-back programme in accordance with Article 5 of the EU Market Abuse Regulation and Commission Delegated Regulation (EU) 2016/1052 (the so-called Safe Harbour Regulation).

The Board of Directors further proposes that the Annual General Meeting authorizes the Board of Directors to, during the period until the next Annual General Meeting, transfer the company's own shares as payment in connection with acquisitions of companies or businesses or to finance such acquisitions, in which case sales may also take place on Nasdaq Stockholm. In other respects, the following conditions shall apply:

- 1 The authorization may be exercised during the period until the next Annual General Meeting, on one or more occasions.
- 2 Transfer may be made of all own shares held by the company at the time of the Board of Directors' decision.
- 3 The authorization includes the right to decide on deviations from the shareholders' preferential rights.
- 4 Transfers on Nasdaq Stockholm shall be made within the prevailing price interval at any given time. In the case of transfers outside Nasdaq Stockholm, payment for the shares shall be made in cash, in kind or by set-off, and the price shall correspond to an estimated market value at the time of the transfer.

The purpose of the authorizations on repurchase and transfer of own shares, and the reason for the deviation from the shareholders' preferential rights, is to give the company the opportunity to use its own shares to finance or pay for acquisitions of companies or businesses without delay and in a flexible and cost-effective manner. The purpose of the authorization to repurchase own shares is also to give the Board of Directors the opportunity to adjust the company's capital structure in order to create increased value for the shareholders.

#### *Item 17 – Presentation and approval of remuneration report*

The Board of Directors has prepared a remuneration report for 2024 and proposes that the Annual General Meeting approve the same. The Remuneration Report is among the AGM documents provided for the Annual General Meeting as set out below, see under Documents.

#### *Item 18 – Resolution on instructions for the Nomination Committee*

The Nomination Committee proposes the following instruction for the Nomination Committee, meaning that the difference from the previously applicable instruction is primarily that the Chairman of the Board shall only be co-opted to the Nomination Committee.

The members of the Nomination Committee shall be appointed by the Chairman of the Board contacting the four largest shareholders in terms of voting rights based on shareholder statistics from Euroclear Sweden AB as of August 31 each year, each of which is given the opportunity to appoint one person to be a member of the company's Nomination Committee for the period until a new Nomination Committee has been appointed. The Chairman of the Board shall be co-opted to the Nomination Committee, except when the Nomination Committee shall consider the issue of preparing proposals for the election of the Chairman of the Board.

If any of these shareholders chooses to waive their right to appoint a member, the right will be transferred to the shareholder who, after these shareholders, has the largest shareholding in terms of voting rights that does not already have the right to appoint a member of the Nomination Committee. If a member leaves the Nomination Committee before its work is completed, a replacement shall, if the Nomination Committee deems it necessary, be appointed by the same shareholder who appointed the resigning member or, if this shareholder is no longer one of the four largest shareholders in terms of voting rights, by the new shareholder belonging to this group.

The Nomination Committee appoints the Chairman from among its members. The composition of the Nomination Committee shall be published on the company's website as soon as it has been appointed and no later than six months before the Annual General Meeting. In the event that a change in the ownership structure occurs after the composition of the Nomination Committee in such a way that one or more of the shareholders who have appointed members of the Nomination Committee are no longer among the four largest shareholders in terms of voting rights, the composition of the Nomination Committee may also be changed accordingly if the Nomination Committee deems it necessary.

The Nomination Committee's task shall be to present proposals to the Annual General Meeting regarding the number of Board members and auditors to be elected by the Annual General Meeting, fees for the Chairman of the Board and other members and for the auditor, any remuneration for committee work, the composition of the Board of Directors, the Chairman of the Board, resolutions on Nomination Committee instructions, Chairman of the General Meeting, and election of auditors. The company shall be responsible for reasonable costs that the Nomination Committee deems necessary for the Nomination Committee to be able to fulfil its assignment.

The Nomination Committee instruction shall apply until the Annual General Meeting resolves otherwise.

## **Special majority requirement**

A valid resolution by the Meeting under items 15-16 requires that the resolution of the Meeting is supported by shareholders representing at least two-thirds of both the votes cast and the shares represented at the Meeting.

## **Number of shares and votes**

There are a total of 25,148,384 shares in Björn Borg with one vote each, thus a total of 25,148,384 votes. The company does not hold any own shares.

## **Right to receive information**

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 on circumstances that may affect the assessment of an item on the agenda, circumstances that may affect the assessment of the company's or its subsidiaries' financial situation, and the company's relationship with other group companies.

Shareholders who wish to submit questions in advance can do so to the company at the address above.

## **Documents**

Accounting documents, the auditor's report, the Board's complete proposals for resolutions and related statements and reports, including the auditor's statements, the auditor's statement in accordance with Chapter 8. Section 54 of the Swedish Companies Act, the Board's proposal for the remuneration report and other AGM documents will be available at the company and on the company's website no later than Thursday 24 April 2025 and will be sent to shareholders who so request and state their mail or email address. The above documents will also be presented at the Annual General Meeting.

## **Processing of personal data**

Björn Borg AB is the data controller for the processing of personal data carried out in connection with the Annual General Meeting. For information on how personal data is processed, see <https://www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf>

Stockholm, April 2025 Björn Borg AB (publ)

Organization number: 556658-0683

Registered office: Stockholm County

*Board*

## **For further information, please contact:**

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### **Jens Nyström, CFO**

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## **About Björn Borg**

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The Group owns the Björn Borg trademark and its core business is underwear, sportswear, bags and footwear. It also offers eyewear through licensees. Björn Borg products are sold in around twenty markets, of which Sweden and the Netherlands are the largest. The Björn Borg Group has operations at every level from branding to consumer sales in its own Björn Borg stores and via own e-commerce at [www.bjornborg.com](http://www.bjornborg.com). Group net sales amounted to SEK 990 million in 2024, with an average of 152 employees. The Björn Borg share has been listed on Nasdaq Stockholm since 2007.

## Attachments

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