

## **NOTICE OF ANNUAL GENERAL MEETING IN BOHO GROUP AB (PUBL)**

The shareholders of Boho Group AB (publ), Reg. No. 556975-7684 (the “Company”), are hereby invited to attend the Annual General Meeting to be held on Thursday, June 5, 2025, at 11:00 a.m. at the Company’s premises at Strandvägen 7A, Stockholm.

### **Right to Participate and Notification**

Shareholders wishing to participate in the AGM must:

- Be registered in the share register maintained by Euroclear Sweden AB no later than Tuesday, May 27, 2025, and
- Notify the Company of their intention to attend no later than Friday, May 30, 2025.

Notification must be made in writing by email to [carl-fredrik@bohogroup.com](mailto:carl-fredrik@bohogroup.com) or by post to Boho Group AB, att: “Annual General Meeting Boho Group,” Strandvägen 7A, 114 56 Stockholm.

The notification should state the full name, personal or organizational ID number, shareholding, address, phone number, and, if applicable, information about representatives, proxies, or assistants (maximum 2). If applicable, the notification should be accompanied by proxies, registration certificates, and other authorization documents.

### **Nominee-Registered Shares**

Shareholders who have had their shares registered with a nominee must, in order to participate in the AGM, temporarily register the shares in their own name with Euroclear Sweden AB. Such re-registration (so-called voting registration) must be completed no later than May 27, 2025. Shareholders must therefore contact their nominee in good time and request such registration.

### **Proxies**

If a shareholder is represented by proxy, the proxy must present a written, dated proxy document signed by the shareholder at the meeting. The proxy may not be older than one (1) year. If issued by a legal entity, a registration certificate or equivalent authorization document must also be provided. Proxy forms will be available on the Company’s website at least three (3) weeks before the AGM and sent to shareholders who request them.

### **Number of Shares and Votes**

At the time of this notice, the total number of shares in the Company amounts to 6,769,868 preference shares (1 vote per share) and 57,697,005 ordinary shares (10 votes per share), totaling 64,466,873 shares and 583,739,918 votes. The Company holds no treasury shares.

**Proposed Agenda:**

1. Opening of the meeting;
2. Election of Chairman of the Meeting;
3. Preparation and approval of the voting register;
4. Election 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 and the consolidated financial statements and the group auditor's report;
8. Resolutions regarding:
  - a. Adoption of the income statement and balance sheet and the consolidated income statement and balance sheet,
  - b. Allocation of the Company's result according to the adopted balance sheet,
  - c. Discharge of the Board of Directors and the CEO;
9. Determination of the number of Board members and auditors;
10. Determination of remuneration to the Board and auditors;
11. Election of Board members and auditor;
12. Resolution on the Nomination Committee;
13. Resolution on amendments to the Articles of Association;
14. Authorization for the Board to issue shares, convertibles and/or warrants;
15. Authorization for the Board to make minor adjustments to the resolutions;
16. Closing of the meeting.

**Proposal for the resolutions*****2. Election of Chairman of the Meeting***

The Nomination Committee, consisting of Andreas Bonnier (representing Egonomics AB), Mats Lundberg (representing Fastighets Aktiebolag Bränneröd and Mats Invest AB), and Jörgen Cederholm, proposes that Carl-Fredrik Morander be elected chairman of the AGM, or, in his absence, a representative appointed by the Nomination Committee.

***8b. Appropriation of Results***

The Board proposes that the AGM resolves on a dividend to preference shareholders, in accordance with the Articles of Association, of SEK 0.96 per preference share, totaling SEK 6,499,073.28, paid quarterly in installments of SEK 0.24. The proposed record dates, in accordance with the Articles of Association, are 30 June 2025, 30 September 2025, 30 December 2025, and 31 March 2026 (or the closest preceding banking day). Payment is expected to be made by Euroclear Sweden AB on the third business day after each record date.

The Board also proposes that it be granted the right to postpone payment of dividends to preference shareholders, in whole or in part, if at the time of payment such distribution is deemed not prudent in light of the legal precautionary principle. Any unpaid amounts shall accrue as "Outstanding Amount" as defined in the Articles of Association. No dividend is proposed for common shares.

#### ***9. Determination of the Number of Board Members and Auditors***

The Nomination Committee proposes that the Board shall consist of four (4) ordinary members without deputies until the end of the next AGM.

It is also proposed that the company shall have one auditor, without a deputy auditor, in the form of a registered audit firm until the next AGM.

#### ***10. Determination of Remuneration to the Board and Auditors***

The Nomination Committee proposes that the Board fees, until the next AGM, be set at 4.5 income base amounts to the Chairman and 2 income base amounts to each other board member. The Board shall also be entitled to decide on market-based and reasonable compensation to board members (individually or through their companies) for consultancy services beyond regular board duties. Board members receiving remuneration due to employment with the company shall not receive board fees.

Auditor fees shall be paid according to approved invoice.

#### ***11. Election of Board Members and Auditors***

The Nomination Committee proposes re-election of current board members Jörgen Cederholm, Andreas Bonnier, Raouf Lotfi, and Merja Rahkola for the period until the next AGM. Jörgen Cederholm is proposed for re-election as Chairman. Fredrik Björklund has declined re-election.

Information on the board members proposed for re-election is available on the company's website.

Re-election of Öhrlings PricewaterhouseCoopers AB is proposed as the company's auditor until the next AGM, with Victor Lindhall as the principal auditor.

#### ***12. Resolution on the Nomination Committee***

It is proposed that the Nomination Committee for the 2025 AGM be established as follows and apply until further notice:

The committee shall consist of three (3) members: two appointed by the two largest shareholders as of 31 August 2025 (according to the share register maintained by Euroclear Sweden AB) and the Chairman of the Board. The Chairman shall also convene the first committee meeting.

If any of the two largest shareholders waives the right to appoint a member, the next largest shareholder shall gain the right to do so. The representative of the largest shareholder shall, unless otherwise decided, chair the committee.

If one or more members no longer represent one of the two largest shareholders more than two months before the AGM, those members should offer to resign and be replaced by new representatives from the then-largest shareholders.

If a committee member resigns early, the same shareholder who appointed them shall, if deemed necessary, appoint a replacement.

Changes to the Nomination Committee shall be published immediately. The committee's composition must be disclosed at least six (6) months before the AGM.

No compensation will be paid to Nomination Committee members. However, the company will cover reasonable costs incurred in connection with committee work.

The Nomination Committee shall prepare proposals for the 2026 AGM regarding:

- Chairman of the AGM
- Number of board members, auditors, and potential deputies
- Remuneration for the board and auditors
- Election of board members and any deputies

The mandate period for the nomination committee ends when the subsequent nomination committee has been announced.

***Resolution to Amend the Articles of Association (Item 13)***

The Board of Directors proposes that the Annual General Meeting resolve to amend the Company's Articles of Association as follows:

**(i)** Introduction of a new paragraph allowing the Company to hold digital General Meetings in accordance with Chapter 7, Section 15 of the Swedish Companies Act (2005:551):

Current Wording	Proposed Wording
New paragraph – no current wording exists	<b>§ 14 Location of General Meetings</b> <i>General Meetings may, in addition to the location where the Board of Directors has its registered office, be held digitally in accordance with Chapter 7, Section 15 of the Swedish Companies Act (2005:551).</i>

(ii) Introduction of a new paragraph allowing the Board to collect proxies in accordance with Chapter 7, Section 4, second paragraph of the Swedish Companies Act (2005:551), and to decide that shareholders may exercise their voting rights by postal voting:

Current Wording	Proposed Wording
Ny paragraf och ingen nuvarande lydelse finns	<b>§ 15 Collection of Proxies and Postal Voting</b> The Board of Directors may collect proxies in accordance with the procedure set out in Chapter 7, Section 4, second paragraph of the Swedish Companies Act (2005:551). The Board of Directors may, prior to a General Meeting, decide that shareholders shall be able to exercise their voting rights by post in accordance with Chapter 7, Section 4a of the Swedish Companies Act (2005:551).

(iii) Renumbering of paragraphs in the Articles of Association and certain minor editorial and linguistic adjustments.

**Resolution Authorizing the Board to Resolve on Issuance of Shares, Convertibles and/or Warrants (Item 14)**

The Board proposes that the AGM authorize the Board of Directors, on one or several occasions and with or without deviation from the shareholders' preferential rights, to resolve to increase the Company's share capital through new issuance of shares, convertibles and/or warrants. Payment may be made in cash, by contribution in kind, by set-off, or otherwise with conditions. Issuance under this authorization may not increase the Company's share capital by more than fifteen (15) percent, calculated based on the share capital at the time the authorization is first used.

The purpose of the authorization and the reasons for any deviation from shareholders' preferential rights are to meet the Company's capital needs and ensure its continued operations and development. If deviating from shareholders' preferential rights, issuance shall be made on market terms, but may include a market-based discount. The authorization shall be valid until the next AGM.

**Resolution Authorizing the Board to Make Minor Adjustments to Resolutions (Item 15)**

The Board of Directors proposes that the AGM authorize the Board, the CEO, or a person

otherwise appointed by the Board to make such minor adjustments and clarifications of the resolutions adopted at the AGM as may be required for the registration of the resolutions.

**Special Majority Requirements**

Resolutions under items 13 and 14 require, for their validity, the support of shareholders representing at least two-thirds (2/3) of both the votes cast and the shares represented at the Meeting.

**Shareholders' Right to Information**

Shareholders present at the AGM have the right to request information regarding matters that may affect the assessment of items on the agenda in accordance with Chapter 7, Section 32 of the Swedish Companies Act (2005:551). Such requests must be submitted in writing to the Company at the address Boho Group AB (publ), att. Carl-Fredrik Morander, Strandvägen 7 A, 114 56 Stockholm or via email to [carl-fredrik@bohogroup.com](mailto:carl-fredrik@bohogroup.com) and must be received by the Company no later than ten (10) days before the AGM.

**Availability of Documents and Complete Proposals**

The annual report and auditor's report will be made available at the Company's office no later than three (3) weeks before the AGM and sent to shareholders who request it and provide their postal address. The documents will also be available on the Company's website, **[www.bohogroup.com](http://www.bohogroup.com)**.

Complete proposals for resolutions are included in the notice. Any other documents required by the Swedish Companies Act (2005:551) in connection with the proposed resolutions will be made available at the Company's office no later than two (2) weeks before the AGM and sent to shareholders who request them and provide their postal address. The documents will also be available on the Company's website.

**Processing of Personal Data**

For information on how your personal data is processed, please refer to the privacy policy available on Euroclear's website:

**<https://www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf>**

**Stockholm, May 2025**

**Boho Group AB (publ)**

**The Board of Directors**

**If you have any questions, please contact:**

**Boho Group AB (publ)**

Andreas Bonnier, CEO  
E-mail: [andreas@bohogroup.com](mailto:andreas@bohogroup.com)  
Phone: +46 733 36 65 77  
Website: [www.bhogroup.com](http://www.bhogroup.com)

**About the company**

Boho Group is a hotel development and operating company at the top end of design and quality, operating on the Spanish Costa del Sol. The company was founded in 2014.

Boho Group owns and operates Boho Club, a boutique resort on the Golden Mile in Marbella that is award-winning for its design and architecture. Since its launch in 2019, both the hotel and the restaurant have established themselves as a leading player in Marbella. Visit the Boho Club website, [www.bohoclub.com](http://www.bohoclub.com), to book a hotel room or a table in the restaurant. The restaurant is open every day and serves breakfast, lunch and dinner.

Mangold is the Company's Certified Adviser. Mangold can be reached on telephone number 08-503 015 50 or e-mail [ca@mangold.se](mailto:ca@mangold.se).