

Notice of extraordinary general meeting of BHG Group

The shareholders of BHG Group AB (publ) are summoned to an extraordinary general meeting, to be held on Tuesday, 25 July 2023 at 10 a.m. CEST in the premises of Advokatfirman Vinge at Östergatan 30, Malmö, Sweden.

Notification of participation, etc.

Participation at the venue

In order to participate in the meeting at the venue in person or represented by a proxy, shareholders must (i) be entered in the share register maintained by Euroclear Sweden AB by Monday, 17 July 2023 and (ii) no later than Wednesday, 19 July 2023 give notice by post to BHG Group AB (publ), Attn: EGM 2023, Hans Michelsensgatan 9, SE-211 20 Malmö, Sweden or via e-mail to investment@bhgggroup.se. When providing such notice, the shareholder shall state name, personal or corporate registration number, address, telephone number and the number of any accompanying assistant(s) (maximum two assistants), as well as information about any proxy.

If a shareholder is represented by proxy, a written, dated proxy for the representative must be issued. A proxy form is available on the company's website, www.wearebhg.com. If the proxy is issued by a legal entity, a certificate of registration or equivalent certificate of authority should be enclosed. To facilitate the registration at the meeting, the proxy and the certificate of registration or equivalent certificate of authority should be sent to the company as set out above so that it is received no later than 24 July 2023.

Participation by advance voting

A shareholder who wishes to participate in the meeting by advance voting must (i) be entered in the share register maintained by Euroclear Sweden AB by Monday, 17 July 2023 and (ii) no later than Wednesday, 19 July 2023 give notice by casting its advance vote in accordance with the instructions below so that the advance vote is received by BHG no later than on that day.

A separate form shall be used when advance voting. The advance voting form is available on the company's website, www.wearebhg.com. A completed and signed form may be submitted by post to BHG Group AB (publ), Attn: EGM 2023, Hans Michelsensgatan 9, SE-211 20 Malmö, Sweden or via e-mail to investment@bhgggroup.se. The completed form shall be received by BHG no later than 19 July 2023. The shareholder may not provide special instructions or conditions in the voting form. If so, the vote (i.e. the advance vote in its entirety) is invalid. Further instructions and conditions are include in the form for advance voting.

If a shareholder votes by proxy, a written and dated proxy shall be enclosed to the advance voting form. A proxy form is available on the company's website www.wearebhg.com. If the shareholder is a legal entity, a certificate of registration or equivalent certificate of authority should be enclosed.

Nominee-registered shares

In order to be entitled to participate in the meeting, a shareholder whose shares are registered in the name of a nominee must, in addition to announcing their intention to participate in the meeting, register its shares in its own name so that the shareholder is recorded in the share register as of 17 July 2023. Such registration may be temporary (so-called voting right registration) and request for such registration shall be made to the nominee in accordance with the nominee's routines at such time in advance as prescribed by the nominee. Voting right registrations that have been made no later than 19 July 2023 will be taken into account when preparing the share register.

As per the date of this notice, there are a total of 179,233,563 shares in the company, corresponding to an equal number of 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 list.
4. Election of one or two persons to approve the minutes of the meeting.
5. Determination of whether the meeting has been duly convened.
6. Approval of the agenda.
7. The board of directors' proposal regarding approval of transfer of shares in the subsidiary Furniture1.
8. Closing of the meeting.

The board of directors' proposal regarding approval of transfer of shares in the subsidiary Furniture1 (item 7)

BHG owns 50.1% of the shares in the Lithuanian company Furniture1 UAB ("F1"). The other 49.9% is owned by the founder of F1, who is also its CEO. BHG has entered into an agreement with UAB Wechange, which is owned by the CEO, regarding transfer of shares in F1, whereby the CEO via UAB Wechange will repurchase the shares that were acquired by BHG in December 2020, corresponding to 20.1% of the shares in F1. After the transfer, BHG will hold 30.0% of the shares and votes, and the CEO will directly and indirectly hold 70.0% of the shares and votes.

The purchase price for the shares that are to be transferred pursuant to the agreement consists partly of a cash consideration of EUR 2,5m (equivalent to SEK 28m at the current exchange rate), partly of the founders of F1 waiving their put option towards BHG, which results in the group's debt of EUR 40m (equivalent to SEK 450m at the current exchange rate) relating to the put option being ceased. The board of directors deems that the purchase price and other transfer conditions are fair from a financial point of view for the shareholders of BHG.

The transfer of the shares in F1 is subject to approval of the extraordinary general meeting of BHG in accordance with the provisions of Chapter 16 of the Swedish Companies Act. Thus, in order for the resolution to be valid, the resolution must be supported by shareholders representing at least nine tenths of the votes cast and the shares represented at the meeting.

For further information on the transfer, refer to BHG's press release on 29 June 2023.

Questions and shareholders' right to request information

Shareholders are reminded of their right to, at the general meeting, obtain information from the board of directors and CEO in accordance with Chapter 7, Section 32 of the Swedish Companies Act. Shareholders who wish to submit questions in advance may do so by sending post to BHG Group AB (publ), Attn: EGM 2023, Hans Michelsensgatan 9, SE-211 20 Malmö, Sweden or via e-mail to investment@bhgggroup.se.

Processing of personal data

For information on how your personal data is processed, see the integrity policy that is available on Euroclear's website www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf. BHG Group AB's (publ) corporate registration number is 559077-0763 and its registered office is in Malmö, Sweden.

This notice is a translation of a Swedish notice and in case of any deviations between the language versions, the Swedish version shall prevail.

Malmö in June 2023

BHG Group AB (publ)

The board of directors

Contacts

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About Us

BHG is one of the largest consumer e-commerce companies in the Nordics. In addition to our Nordic operations, we also have a significant presence in the rest of Europe, as well as in selected markets outside of Europe. Our strong position in these markets makes us one of the leading European online pure-play within Do-It-Yourself (Home Improvement) and Home Furnishings (Value Home and Premium Living). With an ecosystem of online stores, supported by physical destinations and services, such as last-mile deliveries and installation, we offer the market's leading range of well-known external and strong own brands, totalling over 1.8 million products and encompassing a complete offering within DIY, furniture and furnishings.

The Group includes over 100 online sites – including sites like www.bygghemma.se, www.trademax.se, www.chilli.se, www.furniturebox.se and www.nordicnest.se – and over 70 showrooms. We are headquartered in Malmö, Sweden, with operations throughout Europe. Our share is traded on Nasdaq Stockholm, under the ticker "BHG."

The BHG brands employ around 2,500 people, working every day to create the ultimate online shopping experience by combining an unbeatable product range with smart technology, leading product expertise and a broad range of services.

Attachments

[Notice of extraordinary general meeting of BHG Group](#)