

Notice of annual general meeting of BHG Group

The shareholders of BHG Group AB (publ) are summoned to the annual general meeting, to be held on Monday, 6 May 2024 at 1 pm at Studio, conference room View, Nordenskiöldsgatan 24, Malmö, Sweden.

Notification of participation, etc.

Participation at the venue

A shareholder who wishes to participate in the meeting at the venue in person or represented by a proxy must (i) be entered in the share register maintained by Euroclear Sweden AB by Thursday, 25 April 2024, and (ii) no later than Monday, 29 April 2024, give notice by post to BHG Group AB (publ), Attn: BHG Group AGM 2024, c/o Euroclear Sweden AB, P.O. Box 191, SE-101 23 Stockholm, Sweden, via e-mail to GeneralMeetingService@euroclear.com or by telephone +46 (0) 8-402 58 69. 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 at 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 3 May 2024.

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 Thursday, 25 April 2024, and (ii) no later than Monday, 29 April 2024 give notice by casting its advance vote in accordance with the instructions below so that the advance vote is received by Euroclear Sweden AB no later than on that day.

A separate form shall be used for 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: BHG Group AGM 2024, c/o Euroclear Sweden AB, P.O. Box 191, SE-101 23 Stockholm, Sweden or via e-mail to GeneralMeetingService@euroclear.com. The completed form shall be received by Euroclear Sweden AB no later than 29 April 2024. Shareholders who are natural persons may also cast their votes electronically through BankID verification via Euroclear Sweden AB's website, <https://anmalan.vpc.se/euroclearproxy>. 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 included 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

To be entitled to participate in the meeting, at the venue or by advance voting, a shareholder whose shares are registered in the name of a nominee must, in addition to providing notification of participation, register its shares in its own name so that the shareholder is recorded in the share register relating to the circumstances on 25 April 2024. Such registration may be temporary (so-called voting right registration) and is requested from the nominee in accordance with the nominee's procedures and in such time in advance as the nominee determines. Voting right registrations completed by the nominee no later than 29 April 2024 are taken into account when preparing the share register.

There are a total of 179,233,563 shares in the company, corresponding to an equal amount of outstanding 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. Presentation of the annual report and the auditor's report as well as the consolidated annual accounts and the auditor's report for the group.
8. Resolutions regarding
 - a) the adoption of the income statement and the balance sheet and the consolidated income statement and the consolidated balance sheet,
 - b) allocation of the company's results in accordance with the adopted balance sheet, and
 - c) discharge of the members of the board of directors and the CEO from liability.
9. Determination of the number of members of the board of directors and auditors.
10. Determination of remuneration for members of the board of directors and auditor.
11. Election of members of the board of directors, chairman of the board of directors and auditor.
 - a) Re-election of Christian Bubenheim as member of the board.
 - b) Re-election of Joanna Hummel as member of the board.
 - c) Re-election of Kristian Eikre as member of the board.
 - d) Re-election of Mikael Olander as member of the board.
 - e) Re-election of Negin Yeganegy as member of the board.
 - f) Re-election of Pernille Fabricius as member of the board.
 - g) Re-election of Christian Bubenheim as chairman of the board.
 - h) Re-election of Öhrlings PricewaterhouseCoopers AB as auditor.
12. Resolution regarding the nomination committee.
13. Presentation of the board of directors' remuneration report for approval.
14. The board of directors' proposal regarding authorisation for the board of directors to resolve on new share issue.
15. Closing of the meeting.

Allocation of the company's results (item 8 b)

The board of directors proposes that no dividend shall be paid, and that the company's result shall be carried forward.

The nomination committee's proposals (items 2 and 9–12)

The nomination committee, composed of Joakim Gjersøe (Ferd, chairman), Oscar Severin (Vitruvian) and Christian Bubenheim (chairman of the board of directors), proposes the following:

- Attorney-at-law Erik Sjöman shall be appointed chairman of the annual general meeting.
- The board of directors shall be composed of six ordinary board members with no deputies.
- The remuneration to the board of directors shall amount to unchanged SEK 2,160,000 (2,160,000) in total, in accordance with the following. SEK 600,000 (600,000) shall be distributed to the chairman of the board and SEK 300,000 (300,000) to each of the other board members not employed by the company. In addition, SEK 120,000 (120,000) shall be distributed to the chairman of the audit committee, SEK 60,000 (60,000) to each of the other members of the audit committee not employed by the company, SEK 60,000 (60,000) to the chairman of the remuneration committee and SEK 30,000 (30,000) to each of the other members of the remuneration committee not employed by the company. Kristian Eikre refrains from remuneration.
- Re-election of Christian Bubenheim, Joanna Hummel, Kristian Eikre, Mikael Olander, Negin Yeganegy and Pernille Fabricius as members of the board of directors.
- Re-election of Christian Bubenheim as chairman of the board.
- The company shall have one auditor with no deputies.
- Remuneration to the auditor shall be paid in accordance with approved invoices within the auditor's quotation.
- Re-election of the audit company Öhrlings PricewaterhouseCoopers AB. The proposal is in accordance with the audit committee's recommendation.

Further information on the board members proposed for re-election is available at www.wearebhg.com.

The nomination committee further proposes that the annual general meeting resolves upon a nomination committee for the annual general meeting 2025, as follows.

The chairman of the board shall, based on the ownership of the company as of 31 August 2024, convene a nomination committee comprising the chairman of the board and one member appointed by each of the three largest shareholders (a "shareholder" below is referred to as an individual shareholder or a group of shareholders) in the company. In the event any of the three largest shareholders refrains from their right to appoint a member of the nomination committee, the chairman of the board shall pass the right to appoint a member to the shareholder with the next largest shareholding in order.

The member of the nomination committee that represents the largest shareholder in respect of voting power shall be chairman of the nomination committee, provided that the members of the committee do not agree on another chairman. The chairman of the nomination committee shall

not be a member of the board of directors in the company. A shareholder that has appointed a member of the nomination committee, is entitled to discharge that member and appoint a new member at any time. If a member resigns from the nomination committee prior to the completion of its work, the shareholder that appointed the member to the nomination committee is entitled to appoint a new member to the nomination committee. In the event of a material change in the ownership of the company after 31 August 2024, the nomination committee shall be entitled to independently discharge and/or elect additional members in order to ensure that the composition of the nomination committee reflects the ownership of the company.

The members of the nomination committee shall not receive remuneration. However, the nomination committee is entitled to charge the company with reasonable costs for hiring recruitment consultants and other consultants that are necessary for the nomination committee to complete its tasks. In addition, the company shall, at the request of the nomination committee, provide reasonable human resources, such as a secretarial function, to facilitate the work of the nomination committee.

The nomination committee shall pursue the tasks that are the responsibility of the nomination committee pursuant to the Swedish Corporate Governance Code.

The board of director's proposal regarding authorization for the board of directors to resolve on new share issue (item 14)

The board of directors proposes that the annual general meeting resolves to authorize the board, on one or several occasions and for the period up to the next annual general meeting, to resolve to issue new shares, with or without deviation from the shareholders' pre-emptive rights. The total number of shares that may be issued under the authorization must not amount to more than 20 percent of the total number of shares outstanding in the company following exercise of the authorization. A new issue may be made with or without provisions concerning non-cash consideration, set-off or other provision.

The purpose of the authorization is to enable the company to, in accordance with the company's established acquisition strategy, finance acquisitions with own shares and to provide the board of directors with increased flexibility in the work with the company's capital structure. Issuances of new shares under the authorization shall be made on market terms and conditions.

Questions and shareholders' right to request information

Shareholders are reminded of their right to, at the annual 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: BHG Group AGM 2024, Hans Michelsensgatan 9, SE-211 20 Malmö, Sweden or via e-mail to investment@bhgggroup.se.

Documentation

The annual report, the board of directors' remuneration report and all other documentation for

resolutions are available at the company's office at Hans Michelsensgatan 9, SE-211 20 Malmö, Sweden, and on the company's website www.wearebhg.com, no later than three weeks before the annual general meeting. Moreover, the nomination committee's motivated statement is available at the company's above address, as well as on www.wearebhg.com, from the date of this notice. Copies of the documents will be sent to shareholders who so request and who inform the company of their postal address.

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 April 2024

BHG Group AB (publ)

The board of directors

Contacts

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Attachments

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