

# 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 Wednesday, 18 December 2024 at 2 p.m. CET 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 Tuesday, 10 December 2024, and (ii) no later than Thursday, 12 December 2024 give notice by post to BHG Group AB (publ), Attn: EGM 2024, Neptunigatan 1, SE-211 20 Malmö, Sweden or via e-mail to [investment@bhgggroup.se](mailto: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](http://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 17 December 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 Tuesday, 10 December 2024, and (ii) no later than Thursday, 12 December 2024 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](http://www.wearebhg.com). A completed and signed form may be submitted by post to BHG Group AB (publ), Attn: EGM 2024, Neptunigatan 1, SE-211 20 Malmö, Sweden or via e-mail to [investment@bhgggroup.se](mailto:investment@bhgggroup.se). The completed form shall be received by BHG no later than 12 December 2024. 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](http://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, at the venue or by advance voting, 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 10 December 2024. 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 12 December 2024 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 IP-Agency Finland Oy.
8. Closing of the meeting.

### ***The board of directors' proposal regarding approval of transfer of shares in the subsidiary IP-Agency Finland Oy (item 7)***

BHG's subsidiary Bygghemma Finland Holding AB ("BHF") owns 70.0% of the shares and votes in IP-Agency Finland Oy ("IP-Agency"). The remaining 30.0% of the shares and votes in IP-Agency is owned by the two founders of IP-Agency (the "Founders"), who are also the CEO and Chief Digital Officer of IP-Agency.

Following the finalised arbitration proceeding between BHG and the Founders, whereby the price to be paid by BHG for the Founders' shares in IP-Agency will be determined, BHG will, through BHF, acquire all of the shares in IP-Agency from the Founders and thereby own 100% of the shares and votes of IP-Agency. BHF has entered into an agreement with the Founders whereby BHF then is granted the right to sell all shares in IP-Agency to the Founders, and the Founders are correspondingly granted the right to acquire all shares in IP-Agency. If such right is exercised by either the Founders or BHF, the Founders will thus become owner of 100% of the shares and votes in IP-Agency.

The purchase price for the shares that are to be transferred by BHF pursuant to the agreement amounts to EUR 5m (equivalent to approximately SEK 58m at the current exchange rate). The board of directors deems that the purchase price and other terms of transfer in general are reasonable from a financial point of view for the shareholders of BHG.

The transfer of shares in IP-Agency 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 22 November 2024.

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### **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 2024, Neptunigatan 1, SE-211 20 Malmö, Sweden or via e-mail to [investment@bhggroup.se](mailto:investment@bhggroup.se).

### **Documentation**

Documentation for resolutions are available at the company's office at Neptunigatan 1, 211 20 Malmö, Sweden, and on the company's website [www.wearebhg.com](http://www.wearebhg.com), no later than three weeks before the general meeting. 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](http://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 November 2024

**BHG Group AB (publ)**

*The board of directors*

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## Contacts

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## Attachments

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