



Press Release
30 March 2023 08:00:00 CEST

Notification of the Annual General Meeting of Bergs Timber AB (publ)

Thursday 4 May 2023 at 10:00 CET in Stockholm

Location

Tändstickspalatset, Västra Trädgårdsgatan 15, SE-111 53 Stockholm.

After the Annual General Meeting, the participants are offered refreshments.

Registration and participation

Shareholders wishing to participate in the Annual General Meeting (AGM) must:

- firstly be included in the shareholders' register maintained by Euroclear Sweden AB as of Tuesday 25 April 2023; and
- secondly register their participation with the company at the following address: Bergs Timber AB, Annual General Meeting, Västra Trädgårdsgatan 15, SE-111 53 Stockholm, Sweden; by e-mail info@bergstimber.com; or by telephone +46 (0) 10-199 84 00 by Thursday, 27 April 2023 at the latest. When registering, please provide your name, personal or corporate ID number, telephone number and number of shares held. Registration form is available on the company's website: www.bergstimber.com.

Nominee-registered shares

To have the right to participate in the AGM, shareholders whose shares are nominee-registered via a bank or other nominee must have the shares registered in their own name with Euroclear Sweden AB. Temporary registrations of this type must be completed by Thursday 27 April 2023 at the latest. The shareholder should notify their bank or administrator of this well in advance of this date.

Powers of attorney

Shareholders voting by proxy must attach a power of attorney. Shareholders which are legal persons shall attach a registration certificate or other authorization document to the form. Power of attorney forms are available at the company's website www.bergstimber.com, and may also be obtained from the company at request.

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Proposed agenda for the AGM

1. Election of chairman of the meeting
2. Establishment and approval of voting list
3. Approval of the agenda
4. Election of persons to verify the minutes
5. Determining whether the meeting has been duly called
6. Statement by the President and CEO
7. Presentation of the annual accounts and the auditor's report, as well as the consolidated financial statements and the auditor's report on the consolidated financial statements, for the financial year 2022
8. Resolutions concerning adoption of the income statement and balance sheet, as well as the consolidated income statement and consolidated balance sheet for the financial year 2022
9. Resolution regarding allocation of the company's profit according to the adopted balance sheet
10. Resolution regarding the discharge from liability for the Board of Directors and the CEO
11. Determining fees for Board of Directors and auditors
12. Election of the Board of Directors and Chairman of the Board
13. Election of auditors and deputy auditors
14. Resolution on changes of the Articles of Association regarding the possibility to exercise postal voting in advance before the General Meeting
15. Resolution on authorising the Board of Directors to take decisions on issuance of shares
16. Resolution on authorising the Board of Directors to buy back and transfer treasury shares
17. Election of the Nomination Committee for work prior to the next AGM, and fees for the same.
18. Presentation and resolution concerning the approval of the Board of Director's remuneration report
19. Closing of the meeting

Item 1 Election of chairman of the meeting:

The Nomination Committee proposes that Michael Bertorp be elected meeting chairman. (The proposal means that the chairman of the Board chairs the meeting.)

Item 9 Resolution regarding allocation of the company's profit according to the adopted balance sheet:

The Board of Directors proposes that the available funds according to the balance sheet, SEK 382,475,972, of which share premium reserve SEK 420,388,590, be appropriated as follows: A dividend of SEK 2.00 per share, in total SEK 69,345,656 be paid to the shareholders, and SEK 313,130,316 to be carried forward. The record date to be entitled to receive a dividend is proposed as Monday 8 May 2023. If the AGM adopts this motion, it is estimated that payment of dividends, via Euroclear Sweden AB, will occur on Thursday 11 May 2023.

Item 11 Determining fees for Board of Directors and auditors:

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The Nomination Committee proposes that a fee of SEK 600,000 be paid to the Chairman of the Board and SEK 245,000 be paid to the other Board members elected by the AGM. A fee of 0.5 base price amount is to be paid to the chair of the Audit Committee, and a daily fee totalling SEK 2,500 per meeting is to be paid to the other members of the Audit Committee. Members of the Remuneration Committee are to be paid SEK 2,500 per meeting. Remuneration to the auditors will be paid in accordance with approved invoices. (The proposal entails increased fees for the Chairman of the Board and other Board members.)

Item 12 Election of the Board of Directors and Chairman of the Board:

The Nomination Committee proposes that the number of Board members is to be six, without deputies, that the current Board members Åke Bergh, Michael Bertorp, Ingrida Blūma, Jon Helgi Gudmundsson, Gudmundur H Jónsson and Anna Rasmuson be re-elected. Michael Bertorp is proposed to be elected Chairman of the Board.

Item 13 Election of auditors and deputy auditors:

The Nomination Committee proposes that the registered audit company Deloitte AB be elected auditor, and that no deputy be elected. The audit company has announced that authorised public accountant Magnus Andersson will be the auditor in charge. (The proposal involves the re-election of the current auditor.)

Item 14 Resolution on changes of Articles of Association regarding the possibility to exercise postal voting in advance before the General Meeting:

The Board of Directors proposes that the AGM resolves on the addition of a new § 14 in the Articles of Association regarding the possibility to collect proxies and postal voting according to the wording below. The numbering of subsequent paragraphs is updated as a result.

“§ 14 Collection of powers of attorney and postal voting”

The Board of Directors may collect powers of attorney according to the procedure specified in Chapter 7, Section 4, second paragraph of the Swedish Companies Act (2005:551).

The Board of Directors may, before a General Meeting, decide that the shareholders should be able to exercise their voting rights by post before the General Meeting."

Item 15 Resolutions on authorising the Board of Directors to take decisions on issuance of shares:

The Board of Directors proposes that the AGM authorises the Board of Directors, at the latest until the company's next AGM, to take decisions on new issues of class B shares in the company. Such issues would entail a deviation from the pre-emptive right of the shareholders to subscribe for new shares. The issue may lead to a total increase in the number of shares by a maximum of 10 percent based on the total number of shares at the time the authorization is exercised. Payment can be made in kind, cash or through offset. This authorisation, within the framework indicated above, can be utilized on one or more occasions. The reason for the deviation from the pre-emptive right of the

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shareholders is that the company is to be provided the opportunity, in the event of any corporate acquisitions, to pay the full or partial amount of the purchase price with the company's shares (issue in kind). In deviating from the pre-emptive right of the shareholders, the basis for the issue price will be market conditions. The Board of Directors further proposes that the AGM authorise the Board, or the person appointed by the Board, to implement the minor adjustments in the decision above that may prove to be required in connection with registration with the Swedish Companies Registration Office.

Item 16 Resolution on authorising the Board of Directors to buy back and transfer treasury shares:

The Board of Directors proposes that the AGM authorises the Board of Directors to, until the next AGM, on one or more occasions, take decisions on the acquisition of so many of its own shares that the company's holding at any time does not exceed 10 percent of all shares in the company. Acquisitions must take place on Nasdaq Stockholm and may only take place at a price per share within the current price range, by which is meant the range between the highest purchase price and the lowest sale price.

Furthermore, it is proposed that the AGM authorises the Board of Directors to, until the next AGM, on one or more occasions, decide on the transfer of own shares. Transfer may take place on Nasdaq Stockholm at a price per share within the current price range, by which is meant the range between the highest purchase price and the lowest sale price. Transfer may also take place in another way, with or without departing from the shareholders' preferential right, against cash payment or with payment in kind or through offset, or otherwise with conditions. In the event of such a transfer by other means, the price must be determined so that it does not fall below assessed market value, whereby a market discount in relation to the stock market price may be applied. Transfer of own shares may take place with a maximum of as many shares as the company holds at the time of the board's decision on transfer.

The authorisation to acquire own shares aims to give the Board of Directors increased opportunity to work with the company's capital structure, create flexibility regarding the company's opportunities to distribute capital to the shareholders and be used within the framework of the company's incentive program. The authorisation to transfer own shares aims to enable company acquisitions, acquisition of working capital, broadening of the ownership or used within the framework of the company's incentive program.

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The Board of Director's statement according to Chapter 19, Section 22 of the Swedish Companies Act is kept available together with the proposal.

The CEO shall be authorised to make the minor adjustments in this decision that may be necessary in connection with its registration.

Item 17 Election of the Nomination Committee for work prior to the next AGM, and fees for the same:

Shareholders representing more than 50 percent of the total number of votes in the company have proposed the re-election of Bertil Lönnäs as chair, and the re-election of Michael Bertorp and Gisli Jon Magnusson as members. Furthermore, the proposal entails that a fee of 0.5 base price amount be paid to the chair of the Nomination Committee, that the other members of the Nomination Committee be paid a daily fee of SEK 2,500 per meeting, and that the Nomination Committee elect a new member if a member leaves the Nomination Committee before its work is completed and the Nomination Committee feels there is a need to replace the outgoing member.

Number of shares and votes

The total number of shares in the company is 34,672,828; all are class B shares with one vote each. The total number of votes is therefore 34,672,828. As of the date of this notice, the company holds no own shares.

Special majority requirements

Decision in accordance with the proposal of the Board of Directors under Item 14, 15 and 16 require that the meeting's resolutions be supported by shareholders with at least two thirds (2/3) of both the votes cast at the meeting and of the shares represented at the meeting.

Shareholders' right to request information

The Board of Directors and the CEO must, if any shareholder so requests and the Board believes it can do so without substantial harm to the company, present information during the meeting on conditions that could affect the assessment of an item on the agenda or of the company's financial situation.

Available documentation etc.

The audit documents, the auditor's report, the complete proposals of the Board of Directors and all other documents intended for discussion at the AGM that are to be made available in accordance with the Companies Act will be made available, at the latest three weeks prior to the meeting, at the company's office at Västra Trädgårdsgatan 15, SE-111 53 Stockholm, Sweden, and on the company's website, www.bergstimber.com and will also be sent to the shareholders who request these and provide a mailing address.

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The complete proposals of the Nomination Committee, the reasoned statement, information about the proposed Board members and information about the proposed auditor will be made available at the company's office, on the company's website, www.bergstimber.com, and will be sent to the shareholders who request these and provide a mailing address.

Personal data

The personal data retrieved from the share register, notification of participation in the AGM and details of representatives will be used for registration, preparation of the voting list for the AGM, and if applicable, minutes of the meeting.

Stockholm, March 2023

Bergs Timber AB (publ)

The Board of Directors

Address, etc

Bergs Timber AB (publ), corp. reg. no. 556052-2798, Västra Trädgårdsgatan 15, SE-111 53 Stockholm, telephone: +46 (0) 10 199 84 00.

More information on the company's operations can be found at the website, www.bergstimber.com

This document is a translation of the Swedish original. In the event of discrepancies, the Swedish original shall prevail.

Contacts

Further information can be provided by the CEO, Peter Nilsson, on telephone number +46 70 315 09 27 or CFO, Anders Marklund, on +46 70 284 47 96.

About Bergs - An international wood products Group

The Bergs Group consists of independent subsidiaries, with clear responsibilities for results, that develop, produce and market processed wood for various applications.

With years of experience in wood and a great deal of competence in processing, Bergs promotes building a sustainable society based on renewable raw materials from sustainably cultivated forests in the Baltic Sea region. Operations are conducted in Sweden, Estonia, Latvia, Poland and the UK, and the Group's products are sold in some 20 countries.

The largest markets consist of Scandinavia, the Baltic countries, the UK and France. The head office and Group management are located in Sweden.

The company's share has been listed on Nasdaq Stockholm since 1984.

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Attachments

[Notification of the Annual General Meeting of Bergs Timber AB \(publ\)](#)

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