

Press Release, 16 April 2026 15:00:00 CEST

## **Notice of Annual General Meeting of Björn Borg AB (publ) ("Björn Borg") Tuesday, May 19, 2026**

**The shareholders of Björn Borg AB (publ) ("Björn Borg"), are hereby invited to attend the Annual General Meeting to be held on Tuesday, May 19, 2026 at 5.30 p.m. at Gate:01's premises, Frösundaviks allé 1, 169 70 Solna, Sweden. Registration will begin at 4.45 p.m.**

### **Attendance**

Shareholders who wish to attend the meeting must:

be registered in the share register kept by Euroclear Sweden AB on Friday 8 May 2026 (the "Record Date"),

notify the company of their intention to attend the meeting no later than Tuesday, 12 May 2026, on the company's website (<https://corporate.bjornborg.com/en/arsstamma-2026/>), by e-mail to [stamma@bjornborg.com](mailto:stamma@bjornborg.com), by mail to Björn Borg AB Frösundaviks allé 1, 169 70 Solna, Sweden, or by telephone at 08-506 33 700.

The notification must state name, personal identity number or corporate identity number, address, telephone number and, where applicable, the number of accompanying assistants (maximum two).

### **Powers of attorney etc.**

If participating by proxy, the proxy must bring a written, dated and signed power of attorney to the meeting. The power of attorney may not be older than one year, unless a longer period of validity (but not more than five years) has been specified in the power of attorney. If the power of attorney has been issued by a legal entity, or if the shareholder is represented by legal representatives, a copy of the current certificate of registration or equivalent authorization document for the legal entity is required. In order to facilitate registration at the meeting, a power of attorney as well as a certificate of registration and other authorization documents should be provided to the company in connection with the notification. A power of attorney form is available for download from the company's website (<https://corporate.bjornborg.com/en/arsstamma-2026/>).

### **Trustee-registered shares**

Shareholders whose shares are registered in the name of a nominee through a bank or other nominee, for example have their shares in a custody account, must – in addition to giving notice of attendance at the Annual General Meeting – request that the shares be temporarily re-registered in their own name so that the shareholder is registered in the share register maintained by Euroclear as of the Record Date on Friday 8 May 2026. Such registration may be temporary (so-called voting rights registration) and is requested from the nominee in accordance with the nominee's procedures at such time in advance as determined by the nominee. Voting rights registration that has been requested by shareholders in such time that the registration has been completed by the nominee no later than Tuesday, May 12, 2026, will be taken into account in the preparation of the share register as of the Record Date.

### **Draft agenda**

1. Opening of the Meeting
2. Election of Chairman of the Meeting
3. Establishment and approval of the voter's register
4. Selection of one or two persons to verify the minutes
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 Financial Statements and the Auditor's Report on the Group
8. Presentation by the CEO
9. Resolutions on
  1. adoption of the income statement and balance sheet as well as the consolidated income statement and consolidated balance sheet
  2. appropriation of the company's profit in accordance with the adopted balance sheet and decisions on record dates
  3. discharge from liability for the members of the Board of Directors and the CEO
10. Report on the work of the Nomination Committee
11. Determination of the number of Board members and auditors
12. Determination of fees to the Chairman of the Board of Directors and other members of the Board of Directors
13. Election of Board members and Chairman of the Board
14. Election of auditor and determination of auditor's fees
15. Resolution on authorization for the Board of Directors to resolve on a new issue of shares, warrants and/or convertibles
16. Resolution on authorization regarding acquisition and transfer of own shares
17. Resolution on incentive program through a directed issue of warrants with subsequent transfers to the participants
18. Presentation and approval of remuneration report
19. Resolution on guidelines for remuneration to senior executives
20. Closing of the meeting

### **Proposal for a decision**

#### *Item 2 – Election of Chairman of the Meeting*

The Nomination Committee proposes that Attorney Magnus Lindstedt, or if he is prevented from attending, the person appointed by the Nomination Committee instead, be elected Chairman of the Annual General Meeting.

#### *Item 9 b – Resolution on appropriation of the company's profit in accordance with the adopted balance sheet*

At the disposal of the Annual General Meeting, earnings amount to SEK 78,617,368. The Board of Directors proposes a dividend for the financial year 2025 of SEK 3 per share, totalling SEK 75,445,152, and that the remaining earnings be carried forward.

The Board of Directors further proposes that the dividend be paid with a record date of Thursday, May 21, 2026. If the Annual General Meeting resolves in accordance with the proposal, payment of the dividend is expected to be made by Euroclear Sweden AB on Tuesday, May 26, 2026.

#### *Items 11-13 – Determination of the number of members of the Board of Directors and auditors; Determination of fees to the Chairman of the Board and other members of the Board of Directors and election of Board members and Chairman of the Board*

The company's Nomination Committee has proposed that the number of Board members shall be four and that the Company shall have a registered auditing firm as auditor.

The Nomination Committee has proposed re-election of the Board members Johanna Schottenius, Mats H Nilsson, Jens Høgsted and Cecilia Bönström. Fredrik Lövestedt and Alessandra Cama have declined re-election. The Nomination Committee has further proposed that Johanna Schottenius shall continue to be the Chairman of the Board.

In addition to the above-mentioned proposals for Board members, the Nomination Committee is working on possibly being able to propose an additional Board member, but formal approval from the person's employer must first be provided. If it becomes possible to make such an additional proposal, the Nomination Committee will publish it without delay.

The Nomination Committee proposes that the Chairman of the Board of Directors shall receive a fee of SEK 520,000 (previously SEK 490,000) and that the other members receive SEK 210,000 (previously SEK 200,000) per member. For committee work, a fee of SEK 23,000 (previously SEK 22,000) is proposed to the members of the Remuneration Committee, and SEK 46,000 (previously SEK 44,000) to the Chairman of the Committee, as well as SEK 65,000 (previously SEK 62,000) to the members of the Audit Committee, and SEK 95,000 (previously SEK 90,000) to the Chairman of the Committee. The total remuneration to the Board of Directors according to the proposal, including for committee work and assuming the same number of members in the committees, amounts to SEK 1,467,000 (the previous year the total amount was SEK 1,992,000). A reasoned statement regarding the Nomination Committee's proposal for the Board of Directors, as well as information about all proposed members, is available on the company's website.

*Item 14 – Election of auditor and determination of auditor's fees*

The Nomination Committee has proposed, in accordance with the Audit Committee's recommendation, that the registered accounting firm BDO Mälardalen AB shall be re-elected as auditor for the period until the end of the next Annual General Meeting. BDO Mälardalen AB will then appoint Johan Pharmanson as auditor in charge. The Nomination Committee has also proposed that the auditor be remunerated in a reasonable amount in accordance with approved invoices.

*Item 15 – Resolution on authorization for the Board of Directors to resolve on a new issue of shares, warrants and/or convertibles*

The Board of Directors proposes that the Annual General Meeting authorizes the Board of Directors to, on one or more occasions until the time of the next Annual General Meeting, with or without deviation from the shareholders' preferential rights, resolve on a new issue of shares, warrants and/or convertibles. By resolution based on the authorization, the share capital may increase by a maximum of SEK 390,625 (divided into a maximum of 1,250,000 new shares). The authorization shall also include the right to resolve on a new share issue with a determination on contribution in kind or that shares shall be subscribed for with the right of set-off or otherwise with conditions in accordance with Chapter 13. Section 7, Chapter 14. Section 9 or Chapter 15. Section 9 of the Companies Act.

The reasons for deviation from the shareholders' preferential rights may be to enable directed issues to carry out acquisitions of all or parts of other companies or businesses, or to raise capital to be used for such acquisitions. When exercising the authorization, the assessment made in this regard regarding deviation from the shareholders' preferential rights shall be reported. The basis for the issue price shall be the market value of the share. When the authorisation is exercised, the assessment made in this regard must also be reported.

The Board of Directors further proposes that the Board of Directors, or a person appointed by the Board of Directors, shall have the right to make such minor adjustments to the Annual General Meeting's resolutions as may prove necessary in connection with the registration with the Swedish Companies Registration Office.

*Item 16 – Resolution on authorization regarding acquisition and transfer of own shares*

The Board of Directors proposes that the Annual General Meeting resolves to authorise the Board of Directors to resolve on the acquisition of the company's own shares as follows:

1 Acquisitions may be made during the period until the next Annual General Meeting, on one or more occasions.

2 Acquisitions may be made of a maximum number of shares so that the company's holding of own shares at any time does not exceed 10 percent of all shares in the company.

3 Acquisitions shall be made on Nasdaq Stockholm in compliance with the price restrictions set out in Nasdaq Stockholm's rules, which means that shares may not normally be acquired at a higher price than the higher of the prices for the last independent trade and the highest current independent bid on the trading venue where the purchase is made. However, the Company may instruct a member of the stock exchange to accumulate a certain number of own shares during a certain period of time and to pay the volume-weighted average price on the date of delivery based on the total trading volume during that period, even if it is outside the price range on the date of delivery. Acquisitions may not be made at a price lower than the lowest price at which an independent acquisition can be made.

4 The Board of Directors may decide that the repurchase of own shares shall be made within the framework of a buy-back programme in accordance with Article 5 of the EU Market Abuse Regulation and Commission Delegated Regulation (EU) 2016/1052 (the so-called Safe Harbour Regulation).

The Board of Directors further proposes that the Annual General Meeting authorizes the Board of Directors to, during the period until the next Annual General Meeting, transfer the company's own shares as payment in connection with acquisitions of companies or businesses or to finance such acquisitions, in which case sales may also take place on Nasdaq Stockholm. In other respects, the following conditions shall apply:

1 The authorization may be exercised during the period until the next Annual General Meeting, on one or more occasions.

2 Transfer may be made of all own shares held by the company at the time of the Board of Directors' decision.

3 The authorization includes the right to decide on deviations from the shareholders' preferential rights.

4 Transfers on Nasdaq Stockholm shall be made within the prevailing price interval at any given time, meaning the interval between the prevailing highest purchase price and the lowest selling price published by Nasdaq Stockholm. In the case of transfers outside Nasdaq Stockholm, payment for the shares shall be made in cash, in kind or by set-off, and the price shall correspond to an estimated market value at the time of the transfer.

The purpose of the authorizations on repurchase and transfer of own shares, and the reason for the deviation from the shareholders' preferential rights, is to give the company the opportunity to use its own shares to finance or pay for acquisitions of companies or businesses without delay and in a flexible and cost-effective manner. The purpose of the authorization to repurchase own shares is also to give the Board of Directors the opportunity to adjust the company's capital structure in order to create increased value for the shareholders.

*Item 17 – Resolution on proposal for an incentive program through a directed issue of warrants with subsequent transfers to the participants*

### ***The incentive program in brief***

The Board of Directors proposes that the Annual General Meeting resolves to implement an incentive program under which the company offers members of Group Management and certain other key employees within the Group (a maximum of 16 persons in total) to acquire warrants in the Company. If there is space, the right to acquire warrants shall also be granted to future members of Group Management/key employees. Participants shall also have the right, after approval by the company, to acquire warrants through a company wholly owned by the participant. In that case, what is said about participants below shall apply correspondingly to such a wholly-owned company. The company's board members shall not be allotted any warrants.

The Board of Directors' proposal entails that the Annual General Meeting resolves on (i) the implementation of an incentive program, (ii) the issuance of a maximum of 600,000 warrants to the company itself and (iii) to approve that the company subsequently transfers the warrants to the participants in the incentive program. Resolutions under items (i)–(iii) shall be made jointly at the Annual General Meeting as one resolution.

The purpose of the proposed incentive program is to create conditions for retaining and recruiting competent personnel to the Group, to increase the participants' motivation, business loyalty and alignment of interests with the company's shareholders, and to promote own shareholding in the company and thereby promote shareholder value and the company's long-term value creation capacity. Since the warrants are acquired by the participants at market value and require a positive development of the company's share price, there are no performance requirements for the exercise of the warrants.

### ***Issue of warrants 2026/2029***

The Board of Directors proposes that the Annual General Meeting resolves to issue warrants 2026/2029 on the following terms and conditions.

#### *Number of warrants to be issued*

The company shall issue a maximum of 600,000 warrants in 2026/2029.

#### *Subscription rights*

The right to subscribe for the warrants shall, with deviation from the shareholders' preferential rights, vest in the company itself.

#### *Reasons for deviation from shareholders' preferential rights*

The reason for the deviation from the shareholders' preferential rights is to create conditions for retaining and recruiting competent personnel to the Group through an incentive program, to increase the participants' motivation, corporate loyalty and alignment of interests with the company's shareholders, and to promote own shareholding in the company and thereby promote shareholder value and the company's long-term value creation capacity.

#### *Subscription period*

The warrants shall be subscribed for on a separate subscription list no later than August 7, 2026.

#### *Subscription price and payment*

The warrants shall be issued free of charge to the company itself.

#### *Terms and conditions for the warrants*

- (i) Each warrant shall entitle the holder to subscribe for one new share in the company.
- (ii) The subscription price for each new share shall amount to an amount corresponding to 130 percent of the Original Price (as defined below). The "**Original Price**" is the average volume-weighted price paid for the Company's share on Nasdaq Stockholm during the period from and including 17 August 2026 up to and including 28 August 2026. The original price and the subscription price calculated in accordance with the above shall be rounded to the nearest SEK 0.10, of which SEK 0.05 shall be rounded down.
- (iii) The warrants may be exercised during the period from and including August 17, 2029 (however, no earlier than the day after the release of the company's interim report for the period January–June 2029), up to and including the day that falls 30 calendar days thereafter, but no later than September 30, 2029. The period during which the warrants may be exercised may be extended if participants are prevented from exercising their warrants due to applicable laws on insider trading or equivalent.
- (iv) The new shares shall entitle to dividend for the first time on the record date for dividend that occurs immediately after subscription has been made, however, no earlier than in the case of dividends or dividends through a so-called automatic redemption program resolved after the Annual General Meeting in the year in which subscription is executed.
- (v) The complete terms and conditions for the warrants will be available on the company's website ([www.bjornborg.com](http://www.bjornborg.com)) no later than April 28, 2026. According to the terms and conditions of the warrants, the subscription price and the number of shares that each warrant entitles to subscription for may be subject to recalculation in certain cases.

(vi) Holders of the warrants shall have the right, in the event of subscription of shares through exercise of the warrants, to request that an alternative exercise model is applied in accordance with the complete terms and conditions of the warrants (so-called net strike). The alternative exercise model means that participants who so wish do not have to pay as high a cash amount when subscribing for shares by virtue of the warrants, but will then correspondingly instead receive a lower number of shares. When applying the alternative exercise model, (i) the subscription price for each share shall correspond to the share's quota value (SEK 0.3125) and (ii) the warrants entitle to a recalculated lower number of shares (subject to any recalculation in accordance with item 8 of the complete warrant terms and conditions), which means that the alternative exercise model can never entail an increased dilution compared to if all warrants are exercised for subscription of shares to the original subscription price. Assuming that the subscription price for subscription of shares by virtue of the warrants is set at SEK 96.20 per share (i.e. corresponding to an Initial Price of SEK 74.00, which corresponded to the closing price of the company's share on Nasdaq Stockholm on 10 April), the alternative exercise model, if fully applied, would have the following effects in the event of subscription of new shares by virtue of all 600,000 warrants 2026/2029 at the below average prices for the company's share in Nasdaq Stockholm. exploitation.

*Illustrative calculation example of the alternative exercise model assuming a subscription price of SEK 96.20 per share as described above*

<b>The average price of the share in connection with Exploitation*</b>	<b>Total number of new shares</b> (600,000 according to the basic conditions of the programme)	<b>Total dilution</b> (2.33% according to the basic conditions of the programme)
100 sec	22,869	0,09 %
125 sec	138,540	0,54 %
150 sec	215,640 pcs	0,84 %

#### *Increase in share capital*

Upon exercise of all 600,000 warrants 2026/2029, the Company's share capital may be increased by SEK 187,500, subject to the recalculation of the number of shares that each warrant entitles to subscription for which can be made in accordance with the complete terms and conditions of the warrants. If the subscription price exceeds the quota value of the shares, the surplus shall be added to the unrestricted share premium reserve.

#### *Authorization*

The Board of Directors shall have the right to extend the subscription period and to make such minor adjustments to the resolution as may be necessary in connection with the registration of the warrants with the Swedish Companies Registration Office.

#### **Approval of transfer of warrants to participants in the incentive program**

The Board of Directors proposes that the Annual General Meeting resolves to approve that the company transfers a maximum of 600,000 warrants 2026/2029 to the participants in the incentive program (or retains and subsequently transfers warrants to such persons) in accordance with the following terms and conditions.

#### *Price and valuation*

The warrants shall be transferred against cash payment. The warrants shall be acquired by the participants at market price, which shall be determined in accordance with the Black & Scholes valuation model. At the valuation, a deduction shall also be made to reflect that the warrants will not be traded on a liquid market. The valuation of the warrants shall be carried out by Elleme AB (the "Valuation Firm") or another reputable investment bank, accounting firm or financial advisor with valuation expertise.

The preliminary market price of the warrants has, according to a valuation based on a market value of the underlying share of SEK 74.00 (corresponding to the closing price of the company's share on Nasdaq Stockholm on April 10, 2026), set at SEK 3.86 per warrant (assuming a subscription price of SEK 96.20 per share). The valuation firm has based its preliminary valuation on assumptions of a risk-free interest rate of 2.39 percent, a volatility of 25 percent and total dividends of SEK 10.87 per share during the period until the warrants can be exercised and made a deduction to reflect that the warrants will not be traded on a liquid market.

#### *Funding and bonuses*

In August/September 2026, the Company will offer participants a bonus corresponding to the participant's double total option premium (which means that the bonus also includes part of the income tax charged to the bonus), provided that the employee at that time has not resigned, resigned or been terminated from his/her employment within the Group. See also below under "Costs and effects on key figures".

If the participant's employment with the company ends or has been terminated before August 2029, the company shall, under certain agreed circumstances, be able to reclaim all or part of the bonus.

If the right to exercise allotted warrants in advance exists in accordance with the terms and conditions of the warrants, for example in the event of delisting or transfer of the majority of the shares in the Company, the participants may be offered the opportunity to receive a bonus even if the time limit above has not been met.

The Board of Directors or a person appointed by the Board of Directors is also entitled to offer bonuses for allotted warrants in the event of changed conditions attributable to the participant, such as death, illness or other distressing circumstances.

The participant is responsible for financing the warrant premium upon payment for the purchase of the warrants.

#### *Allocation*

Allotment of warrants shall be determined by the company's Board of Directors in accordance with the following guidelines.

(i) The company's CEO may be allotted a maximum of 300,000 warrants, participants belonging to group 1 (up to seven members of Group Management) may be allotted a maximum of 40,000 warrants each, participants belonging to group 2 (up to eight other key employees) may be allotted a maximum of 12,500 warrants each. The maximum number of warrants 2026/2029 allotted to the participants may not exceed 600,000 warrants. The company's board members shall not be allotted any warrants.

(ii) Allotment of warrants shall take place no later than September 3, 2026. However, the last day of allotment in accordance with this item (ii) does not apply to warrants that have not been transferred in accordance with item (iii), warrants that the Board of Directors has decided to withhold in accordance with item (iv) or that have been repurchased in accordance with item (v).

(iii) If any person who has been granted a right to acquire warrants does not wish to acquire his or her full share, his or her unacquired warrants shall be included in the number of non-allotted warrants that can be offered to other existing and newly hired/promoted persons who are part of the groups set out in paragraph (i) above in connection with the initial offer to the participants or at a later date, taking into account the maximum number of warrants that may be allotted to participants within each group in accordance with item (i) above.

(iv) The Board of Directors may, in addition to the non-allotted warrants set out in item (iii), resolve to contain a number of non-allotted warrants for new employees/promoted persons who are part of the groups set out in item (i) to be allotted at a later date, also after the date specified in item (ii), taking into account the maximum number of warrants that may be allotted to participants within each group according to item (i) above.

(v) In connection with the transfer of warrants to the participants, the company shall reserve the right to repurchase warrants if a participant's employment in the Group is terminated or if a participant wishes to transfer his or her warrants. Such repurchased warrants may be re-allotted in accordance with items (i), (iii) and (iv) above. The Company intends to enter into an agreement with the participant pursuant to which the participant shall pledge warrants to the company as security for the participant's obligation to allow the company to repurchase warrants upon termination of employment.

Warrants allotted to participants in accordance with items (iii), (iv) and (v) after the date stated in item (ii) may have a shorter term than three years. The Board of Directors justifies this shorter term by stating that it is in the company's interest that newly recruited/promoted persons receive a competitive incentive that creates a community of interest with the company's shareholders. Without the ability to offer the same incentives for newly recruited/promoted people as for other employees, it will be more difficult for the company to recruit and promote key employees, which may make it more difficult for the company to recruit and retain talent and ultimately affect shareholder value and the company's long-term ability to create value.

#### ***No other incentive programs***

Except for the incentive program resolved at the 2023 Annual General Meeting, which comprises 300,000 warrants and expires in 2026 with a subscription period beginning May 18, 2026, Björn Borg has no outstanding incentive programs.

#### ***Dilution effect***

If all 600,000 warrants are exercised for subscription of 600,000 new shares, a dilution effect of approximately 2.33 percent will occur (calculated on the total number of shares in the company at the time of this notice). The company has no other outstanding warrants than those now proposed.

#### ***Costs and effects on key figures***

The current warrant program is expected to have a marginal impact on the company's key ratios.

In light of the fact that warrants 2026/2029 are to be transferred at market price, the company estimates that no social security costs will be incurred for the company in connection with the transfer of the warrants to the participants. Nor should any social security contributions arise when exercising the warrants.

As for the bonus stated above under "Financing and bonus", it will amount to a maximum of approximately SEK 4.6 million assuming an option premium of SEK 3.86 per warrant. The total cost to the company, including social security costs, is estimated to amount to a maximum of approximately SEK 6.1 million during the term of the program, which can be compared to the Group's total personnel costs for 2025 of approximately SEK 148 million.

The incentive program is otherwise expected to entail only limited costs for the company, in the form of fees to external advisors. No measures are planned to hedge the incentive program.

### ***Preparation of the proposal***

The proposed incentive program has been prepared by the Board of Directors and the Remuneration Committee in consultation with advisors and has been discussed at Board meetings in April 2026.

#### *Item 18 – Presentation and approval of remuneration report*

The Board of Directors has prepared a remuneration report for 2025 and proposes that the Annual General Meeting approve the same. The Remuneration Report is among the AGM documents provided for the Annual General Meeting as set out below, see under Documents.

#### *Item 19 – Resolution on guidelines for deputy executives*

##### *General*

The Board of Directors proposes the following guidelines for remuneration to senior executives.

With the exception of certain changes in wording due to the warrant-based incentive program proposed for the 2026 Annual General Meeting, as well as an adjustment of the ceiling for premium-based pension for the CEO, the Board's proposal is in principle unchanged compared to the guidelines adopted at the 2024 Annual General Meeting. No comments have been received from shareholders regarding the previous guidelines.

Senior executives refer to the CEO and the other members of Group Management. The guidelines shall apply to remuneration that is agreed, and changes that are made to already agreed remuneration, after the guidelines have been adopted by the 2026 Annual General Meeting. These guidelines do not apply to remuneration resolved by the Annual General Meeting.

In short, the company's business strategy is to create a sportswear brand and at the same time expand the lingerie business and thereby achieve the company's financial targets. For further information about the company's business strategy, see <https://corporate.bjornborg.com/en/vision-business-concept-and-strategy/>.

Successful implementation of the company's business strategy and safeguarding the company's long-term interests, including with regard to sustainability, requires that the company is able to recruit and retain a management team with a high level of competence and the capacity to achieve set goals. The forms of remuneration must therefore be competitive and motivate Group Management to do its utmost to ensure good financial development for the company.

Regarding the long-term incentive program for the company's management (LTIP 2026/2029) that is up for decision at the 2026 Annual General Meeting, and which would therefore not be covered by these guidelines, more information can be found on <https://corporate.bjornborg.com/agm-2026/>. LTIP 2026/2029 is a warrant-based program whereby senior executives and other key employees will be offered to acquire warrants issued by Björn Borg.

For employment relationships that are subject to rules other than Swedish, appropriate adjustments may be made to comply with mandatory such rules or established local practice, whereby the overall purpose of these guidelines shall be met as far as possible.

#### *The forms of compensation, etc.*

Remuneration to the CEO and other members of Group Management may consist of fixed salary, variable remuneration, pension and other benefits. The total remuneration shall be in line with market conditions and competitive and be proportionate to responsibilities and authority. In addition, and independently of these guidelines, the Annual General Meeting may resolve on share- and share-price-related remuneration (as mentioned above-mentioned LTIP 2026/2029).

Fulfilment of criteria for payment of variable remuneration shall be measured over a period of one or more years (normally one year). The variable remuneration may amount to a maximum of 50 per cent of the fixed salary during the measurement period. Additional variable remuneration may be paid in extraordinary circumstances, provided that such extraordinary arrangements are time-limited and only made at the individual level either for the purpose of recruiting or retaining executives, or as compensation for extraordinary work in addition to the person's ordinary duties. Such remuneration may not exceed an amount equivalent to 20 per cent of the fixed annual salary and may not be paid more than once a year and per individual. Decisions on such remuneration shall be made by the Board of Directors on a proposal from the Remuneration Committee.

*Pension benefits* for the CEO, including health insurance, shall be defined contributions. Variable remuneration shall not be pensionable. The pension premiums for defined-contribution pensions shall amount to a maximum of 35 per cent of the fixed annual salary. For other senior executives, pension benefits, including health insurance, shall be defined contribution unless the executive is covered by a defined benefit pension in accordance with mandatory collective agreement provisions. Variable remuneration shall be pensionable to the extent that this follows from mandatory collective agreement provisions applicable to the executive. The pension premiums for defined-contribution pensions shall amount to a maximum of 35 per cent of the fixed annual salary.

*Other benefits* may include, among other things, life insurance, health insurance and car benefit. Premiums and other costs in connection with such benefits may amount to a maximum of 20 per cent of the fixed annual salary.

#### *Criteria for payment of variable remuneration.*

The variable remuneration shall be based on the outcome in relation to defined and measurable targets, designed with the aim of promoting the company's business strategy and long-term value creation, including sustainability, by, for example, having a clear link to the business strategy or promoting the executive's long-term development.

The criteria for payment of variable remuneration within the Björn Borg Group primarily relate to the fulfilment of defined targets related to the company's sales and operating profit, which shall form the basis for 60-70 per cent of the total variable remuneration. The remaining criteria relate to the fulfilment of individual targets for each executive, such as function-specific project targets, margin targets and growth targets determined by applying Björn Borg's business strategy and long-term value creation and/or sustainability work to each executive's area of responsibility.

When the current measurement period for fulfilment of criteria for variable remuneration has ended, the Remuneration Committee shall, with regard to remuneration to the CEO, and the CEO together with the Remuneration Committee, with regard to remuneration to other senior executives, evaluate the extent to which the criteria have been met. The Board of Directors shall, on the proposal of the CEO and the Remuneration Committee, resolve on the payment of variable remuneration.

The Board of Directors shall ensure that when formulating variable remuneration to senior executives, consideration is given to introducing reservations that (i) make payment of a certain part of such variable remuneration conditional on the performance on which the vesting is based proving to be sustainable over time, and (ii) give the company the opportunity to reclaim such remuneration paid on the basis of information that later turns out to be manifestly incorrect. The Board of Directors shall also continuously assess whether there are grounds to invoke such conditions or to make use of the opportunities, according to law or in accordance with agreements entered into, to reclaim compensation paid.

#### *Termination of employment*

In the event of termination of an employment contract by the company, the notice period shall not be longer than six months. In the event of termination by the executive, the notice period shall not be longer than six months. There shall be no severance pay. Compensation for any commitment to restriction of competition may be paid. Such remuneration shall only compensate for any loss of income as a result of the anti-competitive undertaking, and shall be based on the fixed level of remuneration that the executive had at the time of termination of employment. The remuneration shall only be paid to the extent that the former executive is not entitled to severance pay.

#### *Salary and terms of employment for employees*

In the preparation of the Board's proposal for these remuneration guidelines, salary and terms of employment for employees have been taken into account by providing information on employees' total remuneration, components, as well as the increase and rate of increase of the compensation over time, have been part of the The Remuneration Committee's and the Board's decision-making basis in the evaluation of the reasonableness of the guidelines and the limitations resulting from them.

#### *Decision-making process for establishing, reviewing and implementing the guidelines*

The Board of Directors has established a Remuneration Committee whose tasks include preparing the Board's decision on proposals for guidelines for remuneration to senior executives. The Board of Directors shall prepare proposals for new guidelines at least every four years and present the proposal for decision at the Annual General Meeting. The guidelines shall apply until new guidelines have been adopted by the Annual General Meeting. The Remuneration Committee shall also monitor and evaluate programmes for variable remuneration for senior executives, the application of

Guidelines for remuneration to senior executives and applicable remuneration structures and remuneration levels in the company. It is also the Remuneration Committee that is tasked with preparing the Board's decision on any deviations from the guidelines. The CEO or other members of the executive management are not present at the Board's consideration of and decisions on remuneration-related matters, to the extent that they are affected by the issues.

#### *Departing from the Guidelines*

The Board of Directors may deviate from these guidelines only if there are special reasons for doing so in an individual case and a deviation is necessary to meet the company's long-term interests, including its sustainability, or to ensure the company's financial viability.

#### **Special majority requirement**

A valid resolution by the Meeting under items 15-16 requires that the resolution of the Meeting is supported by shareholders representing at least two-thirds of both the votes cast and the shares represented at the Meeting.

A valid resolution by the Meeting under item 17 requires that the resolution is supported by shareholders holding at least nine-tenths of both the votes cast at the Meeting and the shares represented at the Meeting.

#### **Number of shares and votes**

There are a total of 25,148,384 shares in Björn Borg with one vote each, thus a total of 25,148,384 votes. The company does not hold any own shares.

#### **Right to receive information**

The Board of Directors and the CEO shall, if any shareholder so requests and the Board of Directors considers that it can be done without material harm to the company, provide information on circumstances that may affect the assessment of an item on the agenda, circumstances that may affect the assessment of the company's or its subsidiaries' financial situation, and the company's relationship with other group companies.

Shareholders who wish to submit questions in advance can do so to the company at the address above.

#### **Documents**

Accounting documents, the auditor's report, the Board's complete proposals for resolutions and related statements and reports, including the auditor's statements, the auditor's statement in accordance with Chapter 8. Section 54 of the Swedish Companies Act, the Board's proposal for the remuneration report and other AGM documents will be available at the company and on the company's website no later than Tuesday, April 28, 2026 and will be sent to shareholders who so request and state their mail or email address. The above documents will also be presented at the Annual General Meeting.

### Processing of personal data

Björn Borg AB is the data controller for the processing of personal data carried out in connection with the Annual General Meeting. For information on how personal data is processed, see <https://www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf>

Stockholm, April 2026 Björn Borg AB (publ)  
Organization number: 556658-0683  
Registered office: Stockholm County

*Board of Directors*

### For further information, please contact:

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#### **Jens Nyström, CFO**

Email: [jens.nystrom@bjornborg.com](mailto:jens.nystrom@bjornborg.com)

Phone: +46 85 06 337 00

### About Björn Borg

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The Group owns the Björn Borg trademark and its core business is underwear, sportswear, footwear and bags. It also offers eyewear through licensees. Björn Borg products are sold in around twenty markets, of which Sweden and the Netherlands are the largest. The Björn Borg Group has operations at every level from branding to consumer sales in its own Björn Borg stores and via own e-commerce at [www.bjornborg.com](http://www.bjornborg.com). Group net sales amounted to SEK 1 044 million in 2025, with an average of 145 employees. The Björn Borg share has been listed on Nasdaq Stockholm since 2007.

### Attachments

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[Notice of Annual General Meeting of Björn Borg AB \(publ\) \("Björn Borg"\) Tuesday, May 19, 2026](#)