

## 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 Thursday, 5 May 2022 at 16:00 pm at Studio, conference room Satellit, Nordenskiöldsgatan 24, in Malmö. Due to the ongoing pandemic, the board of BHG has decided to provide the opportunity for shareholders to also vote by post.**

### ***Participation, etc.***

#### *Participation in the meeting 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 register of shareholders maintained by Euroclear Sweden AB by Wednesday, 27 April 2022 and (ii) no later than Friday, 29 April 2022, give notice by post to BHG Group AB (publ), Attn: BHG Group AGM 2022, c/o Euroclear Sweden AB, P.O. Box 191, SE-101 23 Stockholm, Sweden, via e-mail to [GeneralMeetingService@euroclear.com](mailto:GeneralMeetingService@euroclear.com) or by telephone +46 (0) 8-461 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).

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](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 Wednesday, 4 May 2022.

#### *Participation by advance voting*

A shareholder who wishes to participate in the meeting by advance voting must (i) be recorded in the share register maintained by Euroclear Sweden AB relating to the circumstances on Wednesday, 27 April 2022, and (ii) notify its intention to participate in the meeting no later than Wednesday, 4 May 2022, 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 shareholder who wishes to participate in the meeting at the venue in person or represented by a proxy must give notice thereof in accordance with what is set out under *Participation in the meeting at the venue* above. This means that a notification by advance vote is not sufficient for a person who wishes to participate at the venue.

A special form shall be used when advance voting. The advance voting form is available at [www.wearebhg.com](http://www.wearebhg.com). A completed and signed form may be submitted by post to BHG Group AB (publ), Attn: BHG Group AGM 2022, c/o Euroclear Sweden AB, P.O. Box 191, SE-101 23 Stockholm, Sweden or via e-mail to [GeneralMeetingService@euroclear.com](mailto:GeneralMeetingService@euroclear.com). The completed form shall be received by Euroclear Sweden AB not later than Wednesday, 4 May 2022. 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 in advance by proxy, a written and dated proxy shall be enclosed to the advance voting form. Proxy forms are available at [www.wearebhg.com](http://www.wearebhg.com). If the shareholder is a legal entity, a certificate of incorporation or an equivalent certificate of authority should be enclosed. If a shareholder has voted in advance and attends the meeting in person or through a proxy, the advance vote is still valid except to the extent the shareholder casts votes during the meeting or otherwise withdraws its casted advance vote. If the shareholder chooses to participate in a voting during the meeting, the submitted advance vote will be replaced by the vote cast at the meeting.

### ***Nominee-registered shares***

To be entitled to participate in the meeting, a shareholder whose shares are held 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 27 April 2022. 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 not later than 29 April 2022 are taken into account when preparing the register of shareholders.

There are a total of 123,815,730 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. Election of one or two persons to approve the minutes of the meeting.
4. Preparation and approval of the voting list.
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 managing director 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 Gustaf Öhrn as member of the board.
  - c) Re-election of Mariette Kristenson as member of the board.
  - d) Re-election of Niklas Ringby as member of the board.
  - e) Election of Joanna Hummel as new member of the board.

- f) Election of Pernilla Walfridsson as new member of the board.
- g) Re-election of Gustaf Öhrn 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 guidelines for remuneration to senior executives.
15. The board of directors' proposal regarding authorisation for the board of directors to resolve on new share issue.
16. The board of directors' proposal regarding implementation of a new long-term incentive program.
17. Closing of the meeting.

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

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 Karl Johan Sundin (EQT, chairman), Bo Lundgren (Swedbank Robur Fonder), Sussi Kwart (Handelsbanken Fonder) and Gustaf Öhrn (chairman of the board of directors), proposes the following:

- Attorney-at-law Erik Sjöman shall be appointed chairman of the annual general meeting, or if he is prevented from doing so, the person that the board appoints instead.
- The board of directors shall consist of six members with no deputies.
- The remuneration to the board of directors shall amount to SEK 2,460,000 (1,900,000) in total, in accordance with the following. SEK 600,000 (500,000) shall be distributed to the chairman of the board and SEK 300,000 (250,000) to each of the other board members not employed by the company. In addition, SEK 120,000 (100,000) shall be distributed to the chairman of the audit committee, SEK 60,000 (0) to each of the other members of the audit committee not employed by the company, SEK 60,000 (50,000) to the chairman of the remuneration committee and SEK 30,000 (0) to each of the other members of the remuneration committee not employed by the company.
- Re-election of Christian Bubenheim, Gustaf Öhrn, Mariette Kristensson and Niklas Ringby as members of the board of directors and election of Joanna Hummel and Pernilla Walfridsson as new members of the board of directors. Camilla Giesecke and Johan Giléus have declined re-election.
- Re-election of Gustaf Öhrn 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.

Joanna Hummel, born 1975, resident in Sweden and Swedish citizen, holds a Master of Business Administration from Stockholm University. Throughout most of her career Joanna Hummel has held key positions within retail and accounting, such as Managing Director at Afound (H & M Hennes & Mauritz AB) (2019-2021), Chief Executive Officer at Lyko Group AB (publ) (2017-2018), Chief Financial Officer at KICKS Kosmetikkedjan AB (2011-2017), Store Management at Axstores (Axel Johnson International AB) (2008-2011), Controller at Axstores (Axel Johnson International AB) (2007-2008) and accountant at Ernst & Young Sweden AB (1998-2007). Since 2021 she serves as General Manager Northern Europe at Zalando SE and she holds non-executive positions at Inet AB och Rocker AB (publ). Joanna Hummel does not own any shares in BHG.

Pernilla Walfridsson, born 1973, resident in Sweden and Swedish citizen, holds a Master of Business Administration from Växjö University. Throughout most of her career Pernilla Walfridsson has held key positions within finance and accounting, such as Chief Financial Officer at Byggmax Group AB (publ) (2005-2019), Chief Financial Officer at Power Hemelektronik i Sverige AB (2003-2005), Controller at Coop Power AB (2002-2003) and Business Controller at LLC IKEA TORG (2000-2002). Since 2019 she serves as Chief Financial Officer at Nobina AB and she holds a non-executive director position in CTEK AB. Pernilla Walfridsson owns 600 shares in BHG.

Further information on the board members proposed for re-election is available at [www.wearebhg.com](http://www.wearebhg.com).

The nomination committee further proposes that the annual general meeting resolves upon a nomination committee for the annual general meeting 2023, as follows.

The chairman of the board shall, based on the ownership of the company as of 31 August 2022, 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 2022, 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 directors' proposal regarding guidelines for remuneration to senior executives (item 14)***

The board of directors proposes the following guidelines for remuneration to senior executives.

**General**

The CEO and the additional individuals in the company's executive management fall within the provisions of these guidelines. The guidelines are forward-looking, meaning that they are applicable to remuneration agreed, and amendments to remuneration already agreed, after adoption of the guidelines by the 2022 Annual General Meeting. These guidelines do not apply to any remuneration decided or approved by the General Meeting.

**How the guidelines promote the company's business strategy, long-term interests and sustainability**

In short, the company's business strategy is to leverage its leading position in the online home improvement market to continue benefiting from the market's underlying growth as a result of increasing online penetration and to couple organic expansion with further active consolidation measures, such as M&A.

For more information regarding the company's business strategy, please see the company website [www.wearebhg.com](http://www.wearebhg.com).

A prerequisite for the successful implementation of the company's business strategy and safeguarding of its long-term interests, including its sustainability, is that the company is able to recruit and retain qualified personnel. To this end, it is necessary that the company offers competitive remuneration.

These guidelines enable the company to offer the executive management a competitive total remuneration package.

Long-term share-related incentive plans have been implemented in the company. Such plans have been resolved by the general meeting and are therefore excluded from these guidelines. For more information regarding these incentive plans, please see [www.wearebhg.com](http://www.wearebhg.com).

Variable cash remuneration covered by these guidelines should aim to promote the company's business strategy and long-term interests, including its sustainability.

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### **Types of remuneration, etc.**

The remuneration shall be on market terms and may consist of the following components: fixed cash salary, variable cash remuneration, pension benefits and other benefits. Additionally, the general meeting may – irrespective of these guidelines – resolve on, among other things, share-related or share price-related remuneration.

The fixed cash salary shall be individual and based on the responsibility and role of the senior executive, as well as the executive's competence and experience in the relevant position.

Variable cash remuneration may not amount to more than 100 per cent of the fixed annual cash salary. Further variable cash remuneration may be awarded in extraordinary circumstances, provided that such extraordinary arrangements are only made on an individual basis, either for the purpose of recruiting or retaining executives, or as remuneration for extraordinary performance beyond the individual's ordinary tasks. Such remuneration may not exceed an amount corresponding to 100 percent of the fixed annual cash salary and may not be paid more than once each year per individual. Any resolution on such remuneration is to be made by the Board of Directors based on a proposal from the Remuneration Committee.

For the CEO, pension benefits, including health insurance (*Sw: sjukförsäkring*), is to be premium defined. Variable cash remuneration shall not qualify for pension benefits. The pension premiums for premium-defined pension are to amount to not more than 30 percent of the fixed annual cash salary. For other executives, pension benefits, including health insurance, shall be premium-defined unless the individual concerned is subject to defined benefit pension under mandatory collective agreement provisions. Variable cash remuneration shall qualify for pension benefits to the extent required by mandatory collective agreement provisions. The pension premiums for premium-defined pension may not amount to more than 30 per cent of the fixed annual cash salary.

Other benefits may include, for example, life insurance, medical insurance (*Sw: sjukvårdsförsäkring*) and company cars. Premiums and other costs relating to such benefits may not amount to more than 30 percent of the fixed annual cash salary.

For employments governed by rules other than Swedish rules, pension benefits and other benefits may be duly adjusted to ensure compliance with mandatory rules or established local practice, taking into account, to the greatest extent possible, the overall purpose of these guidelines.

### **Termination of employment**

Upon termination of an employment, the notice period may not exceed twelve months. Fixed cash salary during the notice period and severance pay may not together exceed an amount corresponding to the fixed cash salary for two years. When termination of employment is initiated by the executive, the notice period may not exceed nine months, without any right to severance pay.

### **Criteria for awarding variable cash remuneration, etc.**

The variable cash remuneration is to be linked to predetermined and measurable criteria which

can be financial or non-financial. They may also be individualized, quantitative or qualitative objectives. The criteria are to be designed so as to contribute to the company's business strategy and long-term interests, including its sustainability, for example by being clearly linked to the business strategy or promote the executive's long-term development.

The satisfaction of criteria for awarding variable cash remuneration shall be measured over a period of one year. The extent to which the criteria for awarding variable cash remuneration have been satisfied is to be evaluated/determined when the measurement period has ended. The Remuneration Committee is responsible for the evaluation insofar as it concerns variable remuneration to the CEO. For variable cash remuneration to other executives, the CEO is responsible for the evaluation. For financial objectives, the evaluation is to be based on the latest financial information made public by the company.

### **Salary and employment conditions for employees**

In the preparation of the Board of Directors' proposal for these remuneration guidelines, salary and employment conditions for employees of the company have been taken into account by including information on the employees' total income, the components of the remuneration and increase and growth rate over time, in the Remuneration Committee's and the Board of Directors' basis of decision when evaluating whether the guidelines and the limitations set out herein are reasonable. The development of the gap between the remuneration to executives and remuneration to other employees will be disclosed in the remuneration report.

### **The decision-making process to determine, review and implement the guidelines**

The Board of Directors has established a Remuneration Committee. The committee's tasks include preparing the Board of Directors' decision to propose guidelines for executive remuneration. The Board of Directors is to prepare a proposal for new guidelines at least every fourth year and submit it to the General Meeting. The guidelines are to remain in force until new guidelines are adopted by the General Meeting. The Remuneration Committee is also responsible for monitoring and evaluating programmes for variable remuneration for executive management, the application of the guidelines for executive remuneration and the current remuneration structures and remunerations levels in the company. The members of the Remuneration Committee are independent of the company and its executive management. The CEO and other members of the executive management do not participate in the Board of Directors' processing of and resolutions regarding remuneration-related matters in so far as they are affected by such matters.

### **Derogation from the guidelines**

The Board of Directors may temporarily resolve to derogate from the guidelines, in whole or in part, if in a specific case there is special cause for the derogation and a derogation is necessary to serve the company's long-term interests, including its sustainability, or to ensure the company's financial viability. As set out above, the Remuneration Committee's tasks include preparing the Board of Directors' resolutions in remuneration-related matters. This includes any resolutions to derogate from the guidelines.

### **Description of material changes to the guidelines and how the views of shareholders' have been taken into consideration**

In the proposal for guidelines submitted to the 2022 Annual General Meeting, the highest level of variable cash remuneration has been lowered from 200 to 100 per cent, the highest level of pension premiums been lowered from 100 to 30 per cent and the highest level of other benefits been lowered from 100 to 30 per cent of the fixed annual cash salary. BHG Group AB (publ) has not received any views from shareholders to take into consideration in the preparation of this proposal.

***The board of director's proposal regarding authorization for the board of directors to resolve on new share issue (item 15)***

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.

***The board of director's proposal regarding implementation of a new long-term incentive program (item 16)***

The board of directors proposes that the annual general meeting resolves to implement a new long-term incentive program for certain senior executives, CEOs and key individuals within the group, through the issue of warrants (LTIP 2022/2025) in accordance with the following. The resolutions under this item are conditional upon each other and are thus proposed to be made as one resolution.

*Issue of warrants (item 16 a)*

The board of directors proposes that the annual general meeting resolves to issue not more than 1,900,000 warrants, whereupon the company's share capital may be increased by not more than SEK 57,000.

The right to subscribe for the warrants shall, with deviation from the shareholders' pre-emptive rights, only be vested in the company's wholly owned subsidiary BHG Group LTIP AB for subsequent transfer to current and future employees in the group. The board of directors shall resolve upon allotment of warrants as soon as possible following the annual general meeting. The warrants shall be issued free of charge to the subsidiary and subscription for warrants shall be made on a subscription list no later than 31 May 2022.

Each warrant entitles to subscription for one new share in the company at a subscription price



corresponding to 130 percent of the volume-weighted average share price pursuant to the official share price list of Nasdaq Stockholm during the five-day period preceding the annual general meeting 2022. Subscription for new shares by virtue of the warrants shall be made during the period 1 August 2025 up to and including 30 September 2025.

#### *Preparation of and motives for the proposal*

The principles of the LTIP 2022/2025 have been prepared by the board of directors of the company in consultation with external advisors and is based on the warrant programs previously adopted by the company. The motives for the proposal and the reason for the deviation from the shareholders' pre-emptive rights are to implement LTIP 2022/2025 in order to create conditions to maintain and increase the motivation of the senior executives, employees and other key individuals within the company and the group. The board of directors deems that it is in all shareholders' interest that senior executives, employees and other key individuals have a long-term interest of a beneficial development of the value of the company's share.

#### *Dilution*

Upon full exercise of the warrants at the terms and conditions applicable at the time of the resolution, the number of shares and votes in the company may be increased with 1,900,000, which corresponds to approximately 1.5 percent of the number of shares and votes. The dilutive effect is calculated as the number of additional shares upon full exercise of all warrants, in relation to the total number of shares upon full exercise. In the event the long-term incentive programs that were adopted in 2019, 2020 and 2021 is included in the calculation, the corresponding maximum dilutive effect amounts to approximately 4.7 percent of the number of shares and votes.

#### *Costs, etc.*

The participants in LTIP 2022/2025 receive a subsidy from the company, corresponding to 50 percent of the options' fair value at the time of subscription. A value corresponding to the subsidy is therefore reported as share-based payment in accordance with IFRS 2. The estimated total cost for the company based on the warrant price as per 14 March 2022 is approximately SEK 34,000,000.

#### *Approval of transfer of warrants (item 16 b)*

In order to enable the company's delivery of warrants under LTIP 2022/2025, the board proposes that the annual general meeting resolves to approve that BHG Group LTIP AB, directly or indirectly, may transfer the warrants issued in accordance with item 16 a above to the participants in LTIP 2022/2025 at a price per warrant subscribed for amounting to the warrant's market value at the time of the transfer, calculated pursuant to the Black & Scholes warrant valuation model.

Senior group management and platform heads (maximum 20 persons) shall be entitled to subscribe for in total not more than 1,000,000 warrants. Select CEOs and select key individuals at group-level (maximum 20 persons) shall be entitled to subscribe for in total not more than 600,000 warrants. Select other key individuals (maximum 30 persons) shall be entitled to subscribe for in total not more than 300,000 warrants.

#### *Majority requirements*

In order for resolutions in accordance with item 16 above to be valid, the resolutions must be supported by shareholders representing at least nine-tenths of the votes cast and the shares represented at the meeting.

#### *Other incentive programs*

For a description of BHG Group's other equity-related incentive programs, reference is made to the BHG Groups website [www.wearebhg.com](http://www.wearebhg.com).

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#### **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 2022, Hans Michelsensgatan 9, SE-211 20 Malmö or via e-mail to [investment@bhggroup.se](mailto:investment@bhggroup.se).

#### **Available documentation and proxy forms**

The annual report, the board of directors' remuneration report and all other documentation for resolutions will be presented by being made available at the company's offices and the company's website, [www.wearebhg.com](http://www.wearebhg.com), no later than three weeks before the meeting and will be sent free of charge to all shareholders who so request and provide their postal address. The shareholders' register for the meeting is also made available at the company. Proxy form for shareholders who wish to vote in advance by proxy is available on the company's website and will be sent free of charge to all shareholders who so request and provide their postal address.

#### **Processing of personal data**

For information about the processing of your personal data, please refer to 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.

Malmö in April 2022

#### **BHG Group AB (publ)**

*The board of directors*

#### **For more information, please contact:**

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### **About BHG**

BHG is the number 1 consumer e-commerce company in the Nordics. We're also present in most of Eastern and Central Europe. Our strong position in these markets makes us the largest European pure-play within the Home Improvement space, meaning Do-It-Yourself and Home furnishings. 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 close to 1 million unique products and encompassing a complete offering within DIY, leisure, furniture and furnishings.

The Group includes over 95 online sites – including sites like [www.bygghemma.se](http://www.bygghemma.se), [www.trademax.se](http://www.trademax.se), [www.chilli.se](http://www.chilli.se), [www.furniturebox.se](http://www.furniturebox.se) and [www.nordicnest.se](http://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 more than 2,000 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**

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