

# 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 Friday, 30 December 2022. The extraordinary general meeting will be conducted through mandatory advance voting (postal voting) pursuant to the Act (2022:121) on temporary exceptions to facilitate the execution of general meetings in companies and other associations. Therefore, it will not be possible to attend the meeting in person or by proxy.**

## **Notification of participation, etc.**

In order to participate in the meeting, shareholders must (i) be entered in the share register maintained by Euroclear Sweden AB by Wednesday, 21 December 2022 and (ii) announce their intention to attend the meeting no later than Thursday, 29 December 2022 by casting their advance vote in accordance with the instructions under the heading "Advance voting" below so that the company has received the advance vote no later than on that date.

In order to be entitled to participate in the meeting, shareholders 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 21 December 2022. 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 rights registrations that have been made no later than 23 December 2022 will be taken into account when preparing the share register.

## **Advance voting**

The shareholders may exercise their voting rights at the meeting only by voting in advance, so called postal voting in accordance with Section 22 of the Act (2022:121) on temporary exceptions to facilitate the execution of general meetings in companies and other associations. A special form shall be used for advance voting. The form is available at [www.wearebhg.com](http://www.wearebhg.com). The advance voting form is considered as the notification of participation at the meeting. The completed voting form must be received by company no later than Thursday, 29 December 2022. The completed form shall be sent to BHG Group AB (publ), Attn: EGM 2022, Hans Michelsensgatan 9, SE-211 20 Malmö, Sweden. The completed form may, alternatively, be submitted electronically to [investment@bhgggroup.se](mailto:investment@bhgggroup.se). If the shareholder votes in advance by proxy, a power of attorney shall be enclosed with the form. If the shareholder is a legal entity, a certificate of incorporation or a corresponding document shall be enclosed to the form. 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.

As per the date of this notice, there are a total of 140,209,173 shares in the company, corresponding to an equal amount of outstanding votes. The company holds no treasury shares.

### **Proposed agenda**

1. Election of chairman of the meeting.
2. Election of one or two persons to approve the minutes of the meeting.
3. Preparation and approval of the voting list.
4. Determination of whether the meeting has been duly convened.
5. Approval of the agenda.
6. Approval of the board of directors' directed share issue resolution.

#### ***Chairman (item 1)***

The board of directors proposes that the chairman of the board Christian Bubenheim or, to the extent he is prevented, the person assigned by the board, is appointed chairman of the meeting.

#### ***Persons to verify the minutes (item 2)***

Julie Wiese and Karl Johan Sundin or, to the extent both or any of them are prevented, the person or persons assigned by the board, are proposed as persons to approve the minutes. The assignment for the persons to approve the minutes includes verifying the voting list and confirming that advance votes received are correctly reflected in the minutes of the meeting.

#### ***Voting list (item 3)***

The voting list proposed for approval under item 3 on the agenda is the voting list prepared by the company, based on the share register and advance votes received, and verified by the persons elected to verify the minutes.

#### ***Approval of the board of directors' directed share issue resolution (item 6)***

The Board of Directors proposes that the meeting approves the board's resolution from 6 December 2022 to increase the company's share capital with not more than SEK 119,162.91 through issue of not more than 3,972,097 new shares.

The right to subscribe for the new shares shall, with deviation from the shareholders' pre-emptive rights, only fall upon Carnegie Investment Bank AB (publ) on behalf of a limited number of Swedish and international institutional investors approached in advance. The subscription price in the share issue shall be SEK 0.03, corresponding to the share's quota value.<sup>[1]</sup>

For further details and information on background to and reasons for the new share issue, refer to the company's press release on 6 December 2022.

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### **Questions and shareholders' right to request information**

At the extraordinary general meeting, if any shareholder should so request and the board of the company assesses that this can be done without significant damage to the company, the board and the CEO of the company shall provide information about conditions that could affect the assessment of items on the agenda, the company's and subsidiaries' financial position as well as the company's relationship to other group companies. A request for such information shall be made by e-mail to [investment@bhggroup.se](mailto:investment@bhggroup.se), or by mail to BHG Group AB (publ), Attn: EGM 2022, Hans Michelsensgatan 9, SE-211 20 Malmö, Sweden no later than Tuesday, 20 December 2022. The information is provided by being made available at the company's offices and the company's website, [www.wearebhg.com](http://www.wearebhg.com), no later than Sunday, 25 December 2022. Furthermore, the information will be sent within the same time period to the shareholder who so request and provide its postal address.

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

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 share 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 December 2022

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

*The board of directors*

[1] To facilitate expedient delivery of the newly issued shares to investors, the subscription price has been set at the share's quota value. After the new shares have been registered with the Swedish Companies Registration Office, the company will receive – as an unconditional capital contribution – the difference between the quota value and the price at which the shares are sold to the Swedish and international institutional investors (SEK 20.50 per share).

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## Contacts

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## About Us

BHG is the number 1 consumer e-commerce company in the Nordics. In addition to our Nordic operations, we also have a significant presence in the rest of Europe, as well as in selected markets outside of Europe. Our strong position in these markets makes us the largest European online 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 over 1.7 million products and encompassing a complete offering within DIY, leisure, furniture and furnishings.

The Group includes over 100 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 3,000 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.

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## Attachments

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