

Proposal of the Board of Directors of BTS Group AB on authorization for issues

A.

The board of directors proposes that the annual general meeting authorize the board of directors until the next annual general meeting to resolve on issuing – in deviation from the shareholders' preferential rights – a maximum of 1 200 000 new B shares or of convertibles exchangeable for a maximum of 1 200 000 new B shares. The board of directors shall also be able to make decisions in such cases when contributions can take place with assets other than cash (contributions in kind) or with right of set-off or otherwise subject to conditions.

The share capital may not increase by more than SEK 400 000 in total.

The purpose of the authorization, and the reason for the deviation from the shareholders' preferential rights, relates to the ability to complete and settle company acquisitions.

B.

The board of directors proposes that the annual general meeting authorize the board of directors until the next annual general meeting to resolve on issuing – in deviation from the shareholders' preferential rights – a maximum of 1 200 000 new B shares or of convertibles exchangeable for a maximum of 1 200 000 new B shares. The board of directors shall have the right to decide on issue for cash consideration, or with right of set-off or otherwise subject to conditions.

The share capital may not increase by more than SEK 400 000 in total.

The purpose of the authorization, and the reason for the deviation from the shareholders' preferential rights, is to provide the board of directors with financial preparedness and, where necessary, to enable the board of directors to quickly and efficiently implement the necessary raising of capital.

When the Board of directors decides on issuance on the basis of the authorizations in accordance with points A. and B. above, the issue price for the new shares issued shall align to the share price, and the issue price for the new convertible bonds issued, respectively, shall apply to the share price as a starting point for a market valuation, and cases with deductions for such market discount, which the Board of directors deems necessary. Other terms are decided by the Board of directors, which must, however, be market-based.

The number of newly issued shares, each issued convertible bond that can be converted into shares, and which may be issued on the exercise of the above authorizations, may not, for both authorizations, exceed 1,930,000 shares, corresponding to a total dilution of no more than 10 percent of the number of shares in the company.

Finally, the Board of directors proposes that the Board of directors or the Board of directors appointed thereto be authorized to make the minor adjustments in the resolution of the Annual General Meeting regarding the above proposals, which may

prove necessary in connection with registration thereof with the Swedish Companies Registration Office and Euroclear Sweden AB.

Resolutions of the AGM regarding the above are taken as two separate resolutions. For a valid decision, shareholders with at least two-thirds of both the votes cast and the shares represented at the meeting shall assist each of the two resolutions.

BTS GROUP AB (PUBL)
Stockholm, April 2020
The Board of Directors