

Minutes of the Annual General Meeting of
BTS GROUP AB (publ) (556566-7119)
on May 12, 2023, at the company's office in Stockholm,
starting at 14:00

§ 1

The Annual General Meeting was opened by Chairman of the Board Henrik Ekelund, who presented the Board members and the auditor in charge.

§ 2

Henrik Ekelund, Chairman of the Board of Directors, was appointed Chairman of the Annual General Meeting. Stefan Brown, the company's CFO, conducted the minutes.

The Chairman approved the proposed rules of procedure for the meeting and that guests were allowed to attend, but without the right to speak and ask questions.

§ 3

The list of present shareholders and the number of shares and votes represented at the meeting in accordance with Appendix 1 were approved as voting list at the meeting.

§ 4

It was decided that the minutes should be approved by lawyer Patricia Jonsell, counsel for a number of foreign owners, together with the chairman.

§ 5

It was noted that notice of the meeting had been published in "Post- och Inrikes tidningar" and that the notice had been available on the company's website since April 14, 2023, and that an announcement that notice had been given had been published in "Svenska Dagbladet" the same day. A press release containing the notice of the meeting was published on April 13, 2023. The meeting was found to have been duly convened.

§ 6

The meeting approved the proposed agenda.

§ 7

The annual report and auditor's report as well as the consolidated financial statements and the auditor's report on the consolidated accounts were presented for the financial year 2022.

The CEO, Jessica Skon, gave a speech about the company and the past year and the first quarter of 2023, after which the shareholders were given the opportunity to ask questions.

The company's auditor in charge, Magnus Thorling, presented relevant parts of the auditor's report and reported on the audit work carried out during the past year, after which the shareholders were given the opportunity to ask questions to the auditor.

The Chairman of the Nomination Committee, Anders Dahl, presented the work of the Nomination Committee ahead of the Annual General Meeting, after which the shareholders were given the opportunity to ask questions.

§ 8

The income statement and balance sheet as well as the consolidated income statement and consolidated balance sheet for the financial year were adopted in accordance with Appendix 2.

The AGM resolved that the funds at the disposal of the AGM would be disposed of in accordance with the Board's proposal, meaning that SEK 5.40 per share will be distributed to the shareholders, divided into two payment occasions of SEK 2.70 each, a total of SEK 104,621,474, and that SEK 93,646,391 will be carried forward. The record date for the first instalment of SEK 2.70 would be Tuesday, May 16, 2023, and for the second instalment of SEK 2.70 on Wednesday, November 15, 2023.

The AGM resolved to discharge the members of the Board of Directors and the CEO from liability for the administration of the past financial year in accordance with the auditor's approval. It was noted that the present Board members and the CEO, who are shareholders in the company, did not participate in the decision.

The AGM resolved to approve the remuneration report for 2022 prepared by the Board of Directors.

§ 9

It was resolved that the Board of Directors shall consist of five members with one deputy, and that one auditor without a deputy auditor shall be appointed.

§ 10

It was resolved that remuneration to the Board members shall be paid in the amount of SEK 1,655,000 in total, to be distributed with SEK 500,000 to the Chairman and SEK 225,000 per person to the other members, that SEK 55,000 shall be paid to the deputy Board member, and that a total fee of SEK 200,000 shall be paid for committee work.

It was resolved that fees to the auditor should be paid in accordance with approved invoices.

§ 11

A brief account was given of the assignments proposed board members have in other companies.

It was resolved to appoint Mariana Burenstam Linder, Henrik Ekelund, Stefan Gardefjord, Reinhold Geijer and Anna Söderblom as ordinary members of the Board for the period until the end of the next Annual General Meeting (re-election of all members), and to appoint Olivia Ekelund (re-election) as deputy members of the Board.

It was further resolved to appoint Henrik Ekelund as Chairman of the Board (re-election).

§ 12

It was resolved to appoint Öhrlings PricewaterhouseCoopers AB as auditor for the period until the end of the next Annual General Meeting (re-election). It was noted that the company had been informed that Magnus Thorling had been appointed auditor in charge of the audit.

§ 13

It was resolved to authorize the Board of Directors to resolve on the issue of shares or convertibles in connection with company acquisitions, on the terms set out in the Board's proposal for resolution. It was noted that the resolution was unanimous, with the exception of those shareholders who had given voting instructions in advance with other content, and that the majority requirement, i.e. at least two-thirds of the stated votes and shares represented at the meeting, had thus been fulfilled.

§ 14

In the absence of any other issues, the chairman declared the meeting closed.

For the Minutes:

Approved:

Stefan Brown

Henrik Ekelund

Patricia Jonsell

Chairman