

Minutes of the Annual General Meeting of

BTS GROUP AB (publ) (556566-7119)

on 3 May 2024 at Hallvarsson & Halvarsson's office in Stockholm,

starting at 1.30pm

§ 1

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

§ 2

The company's Chairman of the Board, Henrik Ekelund, was appointed Chairman of the Annual General meeting. Stefan Brown, the company's CFO, kept the minutes.

The Meeting 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 shareholders present and the number of shares and votes represented at the Meeting as per [Appendix 1](#), was approved as the voting list at the Meeting.

§ 4

It was decided that the minutes should be approved by the lawyer Bo Thomaeus, representing several foreign owners, together with the chairman.

§ 5

It was noted that the 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 5 April 2024 and that an advertisement that notice had been issued had been published in Svenska Dagbladet on the same day. A press release containing the notice of the Annual General Meeting was published on April 4, 2024. The Meeting was found to have been duly convened.

§ 6

The Meeting approved the proposed agenda.

§ 7

The Annual Report and the Auditor's Report as well as the Consolidated Financial Statements and the Auditor's Report on the Group were presented for the financial year 2023.

The CEO, Jessica Skon, gave a speech about the company and the past year and the first quarter of 2024, after which 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 funds available to the AGM should be allocated in accordance with the Board of Directors' proposal, entailing that the shareholders will be distributed SEK 5.70 per share, divided into two instalments of SEK 2.85 each, totaling SEK 110,561,868, and that SEK 89,138,975 will be carried forward. The record date for the first payment of SEK 2.85 would be Tuesday, May 7, 2024 and for the second payment of SEK 2.85 on Wednesday, November 13, 2024.

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 board members present and the CEO, who are shareholders in the company, did not participate in the decision.

The AGM resolved to approve the remuneration report for 2023 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 fees to the members of the Board of Directors shall be paid in a total amount of SEK 1,735,000 to be distributed with SEK 525,000 to the Chairman and SEK 235,000 per person to the other members, that SEK 60,000 shall be paid to the deputy Board member, and that a total fee of SEK 210,000 shall be paid for committee work.

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

§ 11

A brief account was given of the assignments the 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 of Directors 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 Board members.

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

§ 12

It was resolved to appoint Ernst & Young AB as auditor for the period until the end of the next Annual General Meeting (new election). It was noted that the company had been informed that Andreas Nyberg Selvring had been appointed auditor in charge of the audit.

§ 13

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

§ 14

It was resolved to authorize the Board of Directors to decide on the acquisition and transfer of the company's own shares, on the terms and conditions set out in the Board's proposal for a resolution. It was noted that the resolution had been unanimous, except for those shareholders who had given voting instructions in advance with different content, and that the majority requirement, i.e. at least two-thirds of the votes cast, and shares represented at the meeting, had thus been met.

§ 15

As nothing else was present, the Chairman declared the meeting closed.

At the minutes:

Adjusted:

Stefan Brown

Henrik Ekelund
Chairman

Bo Thomaeus