

Minutes taken at the Annual General Meeting of
BTS GROUP AB (publ) (556566-7119)
May 13, 2022 at the company's office in Stockholm,
starting at 1 p.m.

§ 1

The Annual General Meeting was opened by the Chairman of the Board Reinhold Geijer, who in connection with the opening presented the members of the Board of Directors and the auditor in charge.

§ 2

The lawyer Klaes Edhall was appointed chairman of the meeting. Stefan Brown, the company's CFO, kept the minutes.

The Annual General Meeting approved the chairman's proposed procedural rules for the meeting and that guest could attend, but without the right of expression and the right to ask questions.

§ 3

List of shareholders present, and number of shares and votes represented at the meeting in accordance with Appendix 1 was approved as a voting list at the meeting.

§ 4

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

§ 5

It was noted that notice of the meeting had been entered in "Post- och Inrikes tidningar" and that the notice had been available on the company's website since April 14, 2022 and that an advertisement that notice had been given had been posted in Svenska Dagbladet the same day. Press release containing the notice of the Meeting was published on April 13, 2022. The meeting was found to be duly convened.

§ 6

The meeting approved the proposed agenda.

§ 7

The Annual Report and the Auditor's Report as well as the Consolidated Accounts and the Consolidated Auditor's Report were presented for the financial year 2021.

CEO Henrik Ekelund gave a speech about the company and the past year and the first quarter of 2022, after which the shareholders were given the opportunity to ask questions. Subsequently, the new chief executive officer and deputy chief executive officer were presented.

The company's auditor in charge, Magnus Thorling, presented relevant parts of the audit report and presented 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 to 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 Meeting resolved that the funds at the disposal of the Meeting would be disposed of in accordance with the Board's proposal, whereby SEK 4.80 per share will be distributed to the shareholders, divided into two payments of SEK 2.40 each, totaling SEK 92,996,866, and that SEK 86,756,316 will be carried forward. The record date for the first payment of SEK 2.40 would be Tuesday 17 May 2022 and for the second payment of SEK 2.40 on Tuesday 15 November 2022.

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

The AGM resolved to approve the remuneration report prepared by the Board of Directors for 2021.

§ 9

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

§ 10

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

It was decided that the remuneration to the auditor should be paid in accordance with approved invoices.

§ 11

A brief account was given of the assignments proposed directors 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, and to appoint Olivia Ekelund as deputy board member (re-election)

It was further resolved to appoint Henrik Ekelund as Chairman of the Board (new 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 and to authorize the Board of Directors to resolve on the issue of shares or convertibles to provide the Board with financial preparedness to act on the terms set out in the Board's proposal for resolution in accordance with Appendix 3. It was noted that both resolutions were 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 cast votes, and shares represented at the meeting, was thus fulfilled.

§ 14

As there was nothing else, the chairman declared the meeting closed.

At the minutes:

Adjusted:

Stefan Brown

Klaes Edhall

Patricia Jonsell

Chairman