

Notice to annual general meeting 2024

The board of directors in Bokusgruppen AB (publ) convenes an annual general meeting on 7 May 2024. The board of directors, inter alia, propose cash dividends of SEK 3.30 per share.

The English text is an unofficial translation of the Swedish original. In case of any discrepancies between the Swedish text and the English translation, the Swedish text shall prevail.

NOTICE OF ANNUAL GENERAL MEETING

Bokusgruppen AB (publ), 559025-8637, gives notice to its annual general meeting on Tuesday, 7 May 2024, 08.30 CEST, at Akademibokhandeln store (Sw. *Akademibokhandeln*s butik), Mäster Samuelsgatan 28, SE-111 57 Stockholm, Sweden. The entrance to the meeting opens at 08.00 CEST. A light breakfast will be offered to the participants.

RIGHT TO ATTEND AND NOTICE OF ATTENDANCE

Those who wish to attend the general meeting must:

1. be entered as a shareholder in the share register kept by Euroclear Sweden AB on Friday, 26 April 2024, and
2. give notice of their intention to participate no later than on Tuesday, 30 April 2024.

Notice of attendance may be made by e-mail to bolagsstamma@bokusgruppen.com or through mail to Bokusgruppen AB, "General Meeting", Box 2100, SE-103 13 Stockholm, Sweden.

The notice of attendance must state name or company name, personal identification number or corporate registration number, address, telephone number and, where relevant, number of accompanying advisors (not more than two).

A shareholder can vote at the general meeting by physically attending the general meeting or through a proxy.

PAYMENT OF DIVIDENDS TO CHARITY

Due to the great need for help in Ukraine, the board of directors hereby reminds shareholders with Swedish tax law domicile of the possibility of tax-free donations of dividends to tax-exempt charity organizations. Instructions and conditions for donations are provided by each organization respectively. Please note the shareholder must take measures to donate dividends well in advance of the dividend resolution at the general meeting. More information is provided on Bokusgruppen AB's website, www.bokusgruppen.com.

SHARES REGISTERED IN THE NAME OF A NOMINEE

Shareholders with nominee-registered shares held via a bank or other nominee must, in addition to giving notice of their intention to participate, request the nominee to register them in the shareholder's own name in the share register kept by Euroclear Sweden AB in order to participate in the general meeting. Such registration may be temporary. The nominee must have performed such registration with Euroclear Sweden AB no later than on Tuesday, 30 April 2024. Please note that this procedure may also apply with respect to shares held on a bank's shareholder deposit account and certain investment savings accounts.

Bokusgruppen is Sweden's market-leading book retailer which, with the strong and complementary brands Bokus, Bokus Play and Akademibokhandeln, reaches a very large share of Sweden's population. In addition to books in all channels and formats, a large and inspirational range of other products is also offered. Based on its vision - "Everyone should experience the joy of reading, every day" - Bokusgruppen aims to satisfy the customers' varying requirements and be the preferred choice for as many as possible.

PROXIES AND PROXY FORMS

A person who is not personally attending the general meeting may exercise their rights through a proxy with a written, signed and dated power of attorney. If the power of attorney is prepared by a legal person, a copy of the registration certificate or a corresponding document shall be appended to the power of attorney.

In order to facilitate the entrance to the general meeting, proxies, certificates of registration and other authorization documents should be received by the company on the address above (*i.e.* Bokusgruppen AB, "General Meeting", Box 2100, SE-103 13 Stockholm, Sweden) no later than on Tuesday, 30 April 2024.

Please note that a notice of attendance must also be given by a person who is attending by proxy. A submitted proxy form is not regarded as a notice of attendance.

A proxy form is available on the company's website, www.bokusgruppen.com. The proxy form may also be obtained at the company or by e-mail via bolagsstamma@bokusgruppen.com.

NUMBER OF SHARES AND VOTES

At the date of this notice, the total number of shares and votes in the company is 16,151,226.

SHAREHOLDERS' RIGHTS TO REQUEST INFORMATION

The board of directors and the managing director shall, if requested by a shareholder, inform the general meeting of circumstances that may affect the assessment of an item on the agenda of the general meeting, other circumstances that may affect the company or any subsidiary's financial position and the company's relation to other companies within the group, provided that the board of directors is of the opinion that such information can be shared without any material harm to the company.

PROPOSED AGENDA

1. Election of chairman of the meeting
2. Election of one or two persons to verify 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. Presentation of the annual report and the auditor's report as well as the consolidated financial statements and the auditor's report on the consolidated financial statements
7. Resolution on:
 - a) adoption of the income statement and balance sheet as well as the consolidated income statement and the consolidated balance sheet
 - b) allocation of the company's profit or loss in accordance with the adopted balance sheet
 - c) i–vii) discharge from liability for the members of the board of directors and the managing director

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8. Determination of the number of members of the board of directors
9. Determination of the remuneration to the board of directors and auditor
10. i–vii) Election of the members of the board of directors and auditor
11. Resolution on nomination committee
12. Resolution on guidelines for remuneration to senior executives
13. Closing of the meeting

PROPOSED RESOLUTIONS

Item 1: Election of chairman of the meeting

It is proposed that the chairman of the board of directors, Mårten Andersson, is elected chairman of the meeting, or in the event of his absence, the person designated by the board of directors.

Item 7 b): Resolution on allocation of the company's profit or loss in accordance with the adopted balance sheet

The board of directors proposes that the general meeting resolves on a dividend to the shareholders of SEK 3.30 per share, corresponding to a total amount of SEK 53,299,045.80, which will be paid in two parts of SEK 1.65 per share at each time.

It is proposed that the record date at Euroclear Sweden AB for the first part of the dividend shall be on Friday, 10 May 2024. If the general meeting resolves in accordance with the board of director's proposal, payment of the first part of the dividends is expected to take place on Wednesday, 15 May 2024, and the last day of trading in the share with a right to the first part of the dividends will be Tuesday, 7 May 2024. The first day of trading in the share without right to the first part of the dividends will be Wednesday, 8 May 2024.

It is proposed that the record date at Euroclear Sweden AB for the second part of the dividend shall be on Friday, 8 November 2024. If the general meeting resolves in accordance with the board of directors' proposal, payment of the second part of the dividends is expected to take place on Wednesday, 13 November 2024, and the last day of trading in the share with a right to the second part of the dividends will be Wednesday, 6 November 2024. First day of trading in the share without right to the second part of the dividends will be Thursday, 7 November 2024.

Item 7 c): Resolution on discharge from liability for the members of the board of directors and the managing director

The auditors recommend that the general meeting discharge the members of the board of directors and the managing director from liability for the financial year of 2023.

Resolutions on discharge from liability is proposed be made by individual resolutions in the following order:

- i. Mårten Andersson (member and chairman of the board of directors)
- ii. Mattias Björk (member of the board of directors)
- iii. Anna Wallenberg (member of the board of directors)
- iv. Cecilia Marlow (member of the board of directors)

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v. Jeanette Söderberg (member of the board of directors)

vi. Patrik Wahlén (member of the board of directors)

vii. Maria Edsman (managing director)

Item 8: Determination of the number of members of the board of directors

The nomination committee proposes that the general meeting resolves that the board of directors, for the time until the close of the next annual general meeting, shall comprise five members without deputies.

Item 9: Determination of the remuneration to the board of directors and the auditor

The nomination committee proposes that the general meeting resolves on remuneration to the board of directors, for the time until the close of the next annual general meeting, as follows:

i. SEK 200,000 (unchanged) shall be paid to the chairman of the board of directors;

ii. SEK 200,000 (unchanged) shall be paid to each of the other members of the board of directors elected by the general meeting that are not employed by the company; and

iii. SEK 100,000 (unchanged) shall be paid to the member of the board of directors who is chairman and SEK 100,000 (unchanged) shall be paid to each of the other members of the board of directors who are members of the audit committee established by the board of directors.

The nomination committee proposes that the general meeting resolves that fees to the auditor be paid against approved account.

Item 10: Election of the members of the board of directors and auditor

The nomination committee proposes that the general meeting, for the time until the close of the next annual general meeting, resolves on the election of:

– Members of the board of directors:

i. Mattias Björk (re-election)

ii. Anna Wallenberg (re-election)

iii. Cecilia Marlow (re-election)

iv. Jeanette Söderberg (re-election)

v. Patrik Wahlén (re-election)

– Chairman of the board of directors:

vi. Patrik Wahlén (new election)

– Auditor:

vii. Ernst & Young Aktiebolag (re-election)

A presentation of the proposed members of the board of directors can be found on the company's website, www.bokusgruppen.com.

The independence of the proposed members of the board of directors

Considering the rules on board members' independence set out in the Swedish Corporate Governance Code, the nomination committee is of the opinion that five of the six proposed board

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members: Mattias Björk, Anna Wallenberg, Cecilia Marlow and Jeanette Söderberg are independent in relation to the company, its senior management and its major shareholders.

The nomination committee is of the opinion that Patrik Wahlén is independent in relation to the company and its senior management but that he is not independent in relation to the company's major shareholders as he himself is a major shareholder.

Item 11: Resolution on nomination committee

The nomination committee proposes that the instruction for the appointment of the members of the nomination committee which were adopted at the 2021 annual general meeting shall continue to apply until further notice.

The instruction for the appointment of the members of the nomination committee adopted at the 2021 annual general meeting is published on the company's website, www.bokusgruppen.com.

Item 12: Resolution on guidelines for remuneration to senior executives

The remuneration that has been paid, based on the guidelines for remuneration to the senior management adopted by the annual general meeting 2023 (the "**Guidelines**"), are disclosed in note 6 of the Bokusgruppen AB's annual report for 2023.

There have been no deviations from the procedure for the implementation of the Guidelines and no derogations from the application of the Guidelines in 2023.

The board of directors proposes that the Guidelines shall continue to apply until further notice (however, not later than until the 2028 annual general meeting).

The Guidelines are published on the company's website, www.bokusgruppen.com.

PROCESSING OF PERSONAL DATA

For information on how personal data is processed in connection with the general meeting, see the privacy notice: www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf.

DOCUMENTS

The complete proposals and other documents that shall be made available prior to the general meeting pursuant to the Swedish Companies Act and the Swedish Corporate Governance Code will be made available at the company and on the company's website, www.bokusgruppen.com, no later than three weeks prior to the day of the general meeting as well as be sent free of charge to shareholders who so request and provide their postal address. The share register will also be held available at the company.

* * *

Stockholm in March 2024

Bokusgruppen AB (publ)

The board of directors

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Further information

For further information, please contact Maria Edsman, CEO Bokusgruppen AB, +46 76-888 26 10, maria.edsman@bokusgruppen.com

The Company is listed on Nasdaq First North Growth Market. The Company's Certified Adviser is Carnegie Investment Bank AB (publ), telephone: +46 (0)73 856 42 65, e-mail: certifiedadviser@carnegie.se.

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