

Press Release, 14 April 2021 10:00:00 CEST

# Notice of the Annual General Meeting of Björn Borg AB

**The shareholders of Björn Borg AB (publ) (“Björn Borg”) are hereby invited to the annual general meeting, to be held on Tuesday, 18 May 2021.**

*This is a non-official translation of the Swedish original version. In case of differences between the English translation and the Swedish original, the Swedish text shall prevail.*

**Due to the ongoing pandemic, the board of directors has resolved that the annual general meeting is to be held without the physical presence of shareholders, proxies or external parties and that the exercise of voting rights may only take place via post before the meeting.**

**Information about the general meeting’s resolutions will be published on 18 May 2021 as soon as the outcome of the postal voting has been finalised.**

**The CEO will hold a speech that will be available on the company’s website (<https://corporate.bjornborg.com/en/annual-general-meeting-2021/>) from 18 May 2021 at the latest.**

## **Attendance**

Shareholders who wish to attend the meeting must:

*firstly*, be listed in the shareholders’ register maintained by Euroclear Sweden AB on Friday 7 May 2021 (the “Record Date”), and

*secondly*, give notice of their intention to attend by submitting their postal vote according to the instructions under the heading “Postal voting” below in such a way that the company (through Computershare AB) has received the postal vote no later than Monday 17 May 2021.

Please note that notice of attendance at the annual general meeting can only be made using postal voting.

## **Nominee-registered shares**

Shareholders who have nominee-registered shares through the bank or another nominee, for example, shares in a custody account, must – aside from giving notice by submitting their postal vote – request that the shares are temporarily re-registered in their own name so that the shareholder is entered in the share register maintained by Euroclear Sweden AB as per the Record Date of 7 May 2021. Such registration may be temporary (so-called voting right registration) and may be requested from the nominee in accordance with the nominee’s procedures at a time in advance as determined by the nominee.

Voting rights that have been requested by shareholders in such a time that registration has been completed by the nominee by 11 May 2021 at the latest will be taken into account in the preparation of the share register as per the Record Date.

## **Postal voting**

As stated above, the board of directors has resolved that shareholders may only exercise their voting rights by postal voting, pursuant to Section 22 of the Swedish Act on Temporary Exemptions to Facilitate the Execution of General Meetings in Companies and Associations (2020:198). A special form is to be used for postal voting. The postal voting form, which also applies as notice of attendance to the annual general meeting, is available on the company’s website (<https://corporate.bjornborg.com/en/annual-general-meeting-2021/>).

Completed and signed postal voting forms may be sent to by mail to Computershare AB “Björn Borg Annual General Meeting”, Box 5267, SE-102 46 Stockholm, Sweden or by e-mail to [info@computershare.se](mailto:info@computershare.se). Completed forms must have been received by the company through Computershare AB not later than Monday 17 May 2021. Shareholders who are natural persons can also cast their postal vote electronically by verifying their identity using BankID on the company’s website (<https://corporate.bjornborg.com/en/annual-general-meeting-2021/>) not later than 17 May 2021.

Shareholders may not submit additional instructions other than by selecting one of the alternatives provided on the form. If the shareholder has included special instructions or terms on the form, or altered or made additions to the printed text, the postal vote will be rendered invalid. Further information and conditions can be found on the postal voting form.

### **Powers of attorney etc.**

If the shareholder is postal voting through a proxy, a written and dated power of attorney signed by the shareholder must be attached to the postal voting form. A template proxy form is available on the company’s website (<https://corporate.bjornborg.com/en/annual-general-meeting-2021/>).

If the shareholder is a legal entity, a registration certification or an equivalent authorization document must be submitted along with the postal voting form.

### **Proposed agenda**

1. Election of the chairman of the meeting
2. Election of one or two persons to check the minutes
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, and the consolidated financial statements and the consolidated audit report as well as the auditor's report on the guidelines for remuneration to the executive management
7. Resolution on
  - a) adoption of the income statement and balance sheet, and of the consolidated income statement and the consolidated balance sheet
  - b) disposition of the company's profits in accordance with the approved balance sheet
  - c) discharge from personal liability of the directors and the managing director
8. Resolution on the number of directors
9. Resolution on the remuneration to be paid to the chairman of the board of directors and to the other directors
10. Election of directors and chairman of the board of directors
11. Election of auditor and resolution on the remuneration to be paid to the auditor
12. The proposal by the board of directors regarding a share split and automatic share redemption program, including
  - a) share split 2:1,
  - b) reduction of the share capital through redemption of shares, and
  - c) increase of the share capital through a bonus issue without issuance of new shares
13. The proposal by the board of directors to authorize the board of directors to resolve on new issues of shares, warrants and/or convertibles
14. The proposal by the board of directors to amend the articles of association
15. Presentation and approval of the remuneration report
16. The nomination committee’s proposal regarding the nomination committee instruction

### **Proposals**

#### *Item 1 - Election of the chairman of the meeting*

The nomination committee has proposed the lawyer Magnus Lindstedt, or in his absence the individual that the nomination committee designates, shall be elected as chairman of the annual general meeting.

*Item 2 - Election of one or two persons to check the minutes*

The board of directors proposes Veronica Sandman and Vilhelm Schottenius, or, if they are absent, the person(s) designated by the board of directors, as the persons to verify the minutes. The assignment to verify the minutes must, in addition to signing the minutes of the annual general meeting alongside the chairman of the meeting, also include verifying the voting list and ensuring that received postal votes are correctly reflected in the annual general meeting minutes.

*Item 3 - Preparation and approval of the voting list*

The voting list that is proposed for resolution is the voting list that has been prepared by Computershare AB on behalf of the company, based on the shareholders' register and received postal votes, verified, approved and recommended by the persons chosen to verify the minutes.

*Item 7 b - Resolution on disposition of the company's profits in accordance with the approved balance sheet*

The board of directors proposes that no dividend shall be paid for the financial year 2020. The total unappropriated earnings at the disposal of the annual general meeting amount to SEK 124,111,690. The board of directors has proposed a share redemption program instead of dividend, whereby the shareholders will receive a total amount of SEK 37,722,576 in accordance with item 12 on the agenda, which will result in SEK 86,389,114 being carried forward.

*Item 8-10 - Resolution on the number of directors; resolution on the remuneration to be paid to the chairman of the board of directors and the other directors; and election of directors and chairman of the board*

The nomination committee has proposed that the number of directors shall be six. The nomination committee proposes to re-elect Heiner Olbrich, Alessandra Cama, Anette Klintfält, Fredrik Lövestedt, and Mats H Nilsson, and to elect Jens Høgsted as new director. The nomination committee has further proposed that Heiner Olbrich is re-elected as chairman of the board. The nomination committee has further proposed that the remuneration to the board of directors shall be unchanged in comparison with the nomination committee's proposal to the annual general meeting 2020 (which however did not become the decision of the annual general meeting, as the decision was based on all board members waiving 30 percent of the proposed remuneration due to Covid19). Hence, the nomination committee proposes that the chairman of the board of directors shall receive SEK 420,000 and the other directors SEK 180,000 each. Also, for committee work, correspondingly unchanged fees are proposed, with SEK 16,000 to each of the members of the remuneration committee, and SEK 27,000 to the chairman of the remuneration committee, and with SEK 55,000 to each of the members of the audit committee and SEK 80,000 to the chairman of the audit committee. The total remuneration to the board of directors according to the proposal, including for committee work and assuming unchanged committee representation, amounts to SEK 1,553,000 (last year the total remuneration amounted to SEK 961,100 then distributed on five directors and including the directors' voluntary temporary reduction of 30 percent). The nomination committee's reasoned statement regarding the proposed board of directors, and information about the proposed directors, can be found on the company's website.

*Item 11 - Election of auditor and resolution on the remuneration to be paid to the auditor*

The nomination committee has proposed, in accordance with the recommendation from the audit committee, the election of the registered public accounting firm BDO Mälardalen AB for the period until the end of the next annual general meeting. BDO Mälardalen AB will, if elected, appoint Johan Pharmanson to be the auditor in charge. The nomination committee has further proposed that fair remuneration to the auditors shall be paid on approved accounts.

*Item 12 - The proposal by the board of directors regarding share split and automatic share redemption program, including (a) share split 2:1, (b) reduction of the share capital through redemption of shares, and (c) increase of the share capital through a bonus issue without the issuance of new shares*

The board of directors proposes that the annual general meeting resolves on a so-called automatic share redemption program, encompassing a distribution to the shareholders of a total of SEK 1.50 per existing share according to items 12 (a) - 12 (c) below. The resolutions of the annual general meeting according to items 12 (a) - 12 (c) shall be taken together as one resolution.

(a) Resolution on share split 2:1: The board of directors proposes that the annual general meeting resolves on a share split, whereby one (1) existing share in the company is split into two (2) shares, of which one will be a so-called redemption share. The board of directors proposes that the board of directors is authorized to set the record date for the share split, which at the time of the notice is estimated to be 28 May 2021. Based on the estimated record date for the share split, the last trading day for the Björn Borg share including the right to receive redemption shares will be 26 May 2021 and the first trading day for the Björn Borg share excluding the right to receive redemption shares will be 27 May 2021.

(b) Resolution on reduction of the share capital through redemption of shares: The board of directors proposes that the annual general meeting resolves that the share capital shall be reduced for repayment to the shareholders by SEK 3,929,435 through the redemption of 25,148,384 shares. The shares so redeemed shall be those shares that are referred to as redemption shares after the share split described above. A payment of SEK 1.50 shall be made for each redemption share (of which approximately SEK 1.34 exceeds the quota value of the share). The total redemption amount will be SEK 37,722,576. The board of directors proposes that trading in redemption shares shall take place from 1 June 2021 up to and including 14 June 2021, based on the above-mentioned estimated record date for the share split. The board of directors further proposes that the board of directors is authorized to set the record date for the right to receive the redemption amount, which at the time of the notice is estimated to be 16 June 2021. Payment of the redemption amount is estimated to be made by Euroclear Sweden AB on 21 June 2021. The company's share capital will, after the execution of the reduction of the share capital, amount to SEK 3,929,435 divided into 25,148,384 shares, each with a quota value of SEK 0.15625. Except for the reduction of the share capital, the company's restricted equity will not be affected. Statements and reports from the board of directors and the auditor will be provided and presented at the annual general meeting as stated below.

(c) Resolution on the increase of the share capital through a bonus issue without the issuance of new shares: In order to achieve a time-efficient redemption procedure, without having to obtain permission from the Swedish Companies Registration Office (Sw. Bolagsverket) or a court, the board of directors proposes that the annual general meeting resolves to, through a bonus issue, restore the company's share capital to its original level, SEK 7,858,870 by increasing the company's share capital with SEK 3,929,435 through a transfer from the company's unrestricted equity to the company's share capital. No new shares will be issued in connection with the share capital increase. The quota value of the share will, after the bonus issue, amount to its original level, SEK 0.3125.

The board of directors further proposes that the board of directors, or other person appointed by the board of directors, shall be authorized to make such minor amendments in the resolutions of the annual general meeting in (a)-(c) that may be necessary in order to effect the registration with the Swedish Companies Registration Office.

*Item 13 - The proposal by the board of directors to authorize the board of directors to resolve new issues of shares, warrants and/or convertibles*

The board of directors proposes that the annual general meeting authorizes the board of directors, until the next annual general meeting, on one or several occasions, with or without deviation from the shareholders' preferential rights, to resolve new issues of shares, warrants and/or convertibles. Resolutions that are passed under the authorization may not, in the aggregate, involve an increase of the share capital by more than SEK 390,625 (distributed on not more than 1,250,000 new shares). The authorization shall also include the right to resolve new issues where the shares are to be paid for with non-cash consideration or through set-off of a claim, or otherwise with terms and conditions pursuant to the Swedish Companies Act (2005:551) Chapter 13 Section 7, Chapter 14 Section 9, or Chapter 15 Section 9.

The reasons for deviating from the shareholders' preferential rights shall be to enable directed share issues for the purpose of acquisitions of companies or businesses, in whole or in part, alternatively for raising capital to be used for such acquisitions. The basis for the subscription price shall be the market price of the share.

The board of directors further proposes that the board of directors, or other person appointed by the board of directors, shall be authorized to make such minor amendments in the resolution of the annual general meeting that may be necessary in order to effect the registration with the Swedish Companies Registration Office.

## *Item 14 – The proposal by the board of directors to amend the articles of association*

In order to adapt § 1 of the articles of association to amended legislation, the board of directors proposes that the word “firm” shall be replaced by “company name” so that § 1 then reads:

### *Company name*

*The company conducts its business under the company name Björn Borg AB. The company is public (publ).*

In order to be able to use the Swedish Companies Act's opportunity to decide on postal voting and decide on attendance at general meetings for those who are not shareholders for future general meetings, the board of directors proposes that a new third and fourth paragraph, with the following wording, shall be added under § 9.

*The board of directors shall be entitled to decide that anyone who is not a shareholder in the company shall, under the terms determined by the board of directors, has the right to attend or otherwise follow the negotiations at a general meeting.*

*Prior to a general meeting, the board of directors may decide that the shareholders shall be able to exercise their voting rights in advance (postal voting) in accordance with the procedure specified in Chapter 7, Section 4a of the Swedish Companies Act (2005:551).*

In order to adapt the articles of association's so-called reconciliation reservation in § 12 to current legislation, the board of directors proposes that § 12 of the articles of association shall be given the following new wording:

*The shareholder or nominee who on the record date is entered in the share register and noted in a central securities depository register in accordance with Chapter 4 of the Swedish Central Securities Depositories and Financial Instruments Accounts Act (1998:1479) or the individual who is recorded in a central securities depository account according to Chapter 4, Section 18, first paragraph 6-8 of the said Act, shall be deemed to be competent to exercise the rights that follow from Chapter 4. Section 39 of the Swedish Companies Act (2005:551).*

The board of directors further proposes that the board of directors, or other person appointed by the board of directors, shall be authorized to make such minor amendments in the resolution of the annual general meeting that may be necessary in order to effect the registration with the Swedish Companies Registration Office.

## *Item 15 – Presentation and approval of the remuneration report*

The board of directors has prepared a remuneration report and proposes that the annual general meeting approves the report. The remuneration report is included in the documents pertaining to the annual general meeting that are provided prior to the annual general meeting as stated below.

## *Item 16 - Proposal regarding the nomination committee instruction.*

The nomination committee of the company proposes that the representatives of the nomination committee shall be appointed through a procedure where the chairman of the board of directors contacts the four largest shareholders in terms of votes based on shareholders statistics from Euroclear Sweden AB as per 31 August each year and that such shareholders each appoint a person to, together with the chairman of the board of directors, constitute the nomination committee up until a new nomination committee has been appointed. If the chairman of the board, directly or through companies, would be one of the four aforementioned largest shareholders, the nomination committee shall be composed of four members only (the chairman and the three representatives appointed by the other three largest shareholders). If any of these shareholders elect to renounce its right to appoint a member, the right shall pass to the largest shareholder in turn. Should a representative resign from the nomination committee before its work is completed and provided that the nomination committee considers it necessary, a substitute shall be appointed by the same shareholder that has appointed the resigning representative, or, if this shareholder is no longer one of the four largest shareholders in terms of votes, by the new shareholder that has such shareholding. The nomination committee shall appoint one of its members as chairman. The composition of the nomination committee shall be made public on the company's website as soon as the nomination committee has been formed and no later than six months before the annual general meeting. In the event that the ownership structure is changed after the nomination committee has been composed such that one or several shareholders that have appointed a representative to the nomination committee is no longer in the group of the four largest shareholders in terms of votes, the composition of the nomination committee may be changed in accordance therewith if the nomination committee considers that so is necessary. The tasks of the

nomination committee shall be to prepare, for the next shareholders' meeting, proposals in respect of a number of directors of the board, remuneration to the chairman of the board of directors and to the other directors of the board as well as to the auditors, remuneration, if any, for committee work, the composition of the board of directors, the chairman of the board of directors, resolution regarding the nomination committee, chairman at the annual general meeting and election of auditors. The company shall pay for reasonable costs that the nomination committee has considered to be necessary in order for the nomination committee to be able to complete its assignment. The nomination committee instructions shall apply until the annual general meeting decides otherwise.

#### Specific majority requirements

The proposals under items 12, 13 and 14 are subject to the resolutions by the annual general meeting being supported by shareholders representing at least 2/3 of the votes cast as well as the number of shares represented at the meeting.

#### Number of shares and votes

There are in the aggregate 25,148,384 shares outstanding in Björn Borg carrying one vote each; accordingly, there are 25,148,384 votes. The company owns no own shares.

#### Right to receive information

The board of directors and the CEO must, if a shareholder so requests and the board of directors consider it possible without this resulting in material damage to the company, provide information concerning, firstly, conditions that could influence the assessment of an item on the agenda, secondly, conditions that could influence assessments of the financial condition of the company or subsidiaries and, thirdly, the company's relationship to other Group companies. Requests for such information are to be submitted in writing to the company no later than ten days prior to the annual general meeting, that is, no later than 8 May 2021, to Björn Borg AB, Frösundaviks allé 1, SE-169 70, Solna, Sweden (mark the envelope "Annual General Meeting 2021") or by e-mail to [stamma@bjornborg.com](mailto:stamma@bjornborg.com). Information is provided by the company by being made available on the company's website and at the company no later than 13 May 2021. Information will also be sent to the shareholder who requested the information and provided an address.

#### Processing of personal data

Björn Borg AB is the controller of the processing of personal data carried out in connection with the annual general meeting. For information on how personal data is processed, please see <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>

#### Available documents

The accounts, the auditor's report, the board of director's complete proposals for resolutions under item 12 and related statements and reports, including the auditors' statement and information brochure pursuant to which the redemption procedure will be described, the board of director's complete proposals for resolutions under item 13 and 14, the articles of association in its proposed new wording according to the board of director's proposal for resolutions under item 14, the auditor's report regarding whether the previous guidelines for remuneration to the executive management have been complied with, the board of directors proposal on remuneration report and other documents for the annual general meeting will be available at the company and at the company's website no later than as from 27 April 2021, and will also be distributed to shareholders that so request and provide their postal or e-mail address.

The documents stated above are presented at the annual general meeting by being made available on the company's website (<https://corporate.bjornborg.com/en/annual-general-meeting-2021/>), which also includes information concerning the proposed members of the board of directors.

Stockholm, April 2021

Björn Borg AB (publ)

Registration no: 556658-0683

Registered office: Stockholm

The Board of Directors

**For further information, please contact**

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**About Björn Borg**

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The Group owns the Björn Borg trademark and its core business is underwear, sportswear and bags. It also offers footwear and eyewear through licensees. Björn Borg products are sold in around twenty markets, of which Sweden and the Netherlands are the largest. The Björn Borg Group has operations at every level from branding to consumer sales in its own Björn Borg stores. Total sales of Björn Borg products in 2020 for about SEK 1.5 billion, excluding VAT, at consumer level. Group net sales amounted to SEK around 705 MSEK in 2020, with an average of 192 employees. The Björn Borg share has been listed on Nasdaq Stockholm since 2007.

**Attachments**

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[Notice of the Annual General Meeting of Björn Borg AB](#)