

Notice of the Annual General Meeting in Bilia AB

The shareholders of Bilia AB (publ), org.no. 556112-5690, are hereby given notice of the Annual General Meeting to be held on Tuesday, April 27, 2021. Due to the ongoing pandemic the Board of Directors has decided that the AGM shall be conducted without the physical presence of the shareholders, proxies and third parties and that exercise of voting rights only can only be done by postal voting before the meeting. Participation will instead be conducted by means of the shareholders postal voting and submitting any questions in advance.

Information about the decisions made by the Annual General Meeting will be published on 27 April 2021 as soon as the outcome of the postal vote is finally compiled.

Participation

Shareholders wishing to participate in the AGM must:

- Be registered in the share register kept by Euroclear Sweden AB on Monday April 19, 2021,
- and notify their participation by casting their postal vote in accordance with the
 instructions under the heading Postal voting below, so that the postal vote is
 received by Bilia AB through Computershare AB at the latest on Monday April 26,
 2021. Please note that notification to participate in the meeting can only be
 made by postal voting.

Nominee-registered shares

In order to be entitled to participate in the AGM, shareholders whose shares are registered in the name of a nominee through the trust department of a bank or similar institution must, in addition to submitting their postal votes, temporarily register the shares in their own name with Euroclear Sweden AB, so that the shareholder is registered in the share register as of Monday 19 April 2021. Requests for such voting rights registration shall be made to the nominee in accordance with the nominee's routines, at such time in advance as decided by the nominee. Voting rights registration that has been made by the nominee no later than Wednesday 21 April 2021 will be taken into account in the preparation of the share register.

Postal voting

The Board of Directors has decided that the shareholders may exercise their voting rights at the AGM only by voting in advance, so called postal voting, according to section 22 of the Act (2020:198) on temporary exceptions to facilitate the execution of general meetings in companies and other associations. Postal voting will be possible until Monday, April 26, 2021.

For postal voting, the form available on Bilia AB's website, www.bilia.com, must be used. If necessary, a hard copy of this form may be sent to shareholders who so wish. For this service contact Bilia AB on telephone number +46 (0)10 497 73 04.

Completed and signed form must be received by Bilia through Computershare AB at the latest on April 26, 2021 and be sent to Computershare AB, Bilia AB's AGM, P.O. Box 5267, 102 46 Stockholm or by e-mail to info@computershare.se. If the shareholder is a legal entity a certificate of registration or other authorization document must be attached. The same applies if the shareholder votes in advance by proxy. The form may also be signed electronically with BankID at www.bilia.com, in which case it does not need to be sent separately to Bilia as stated above.

Shareholders may not provide specific instructions or conditions to voting in advance. Votes will be deemed to be invalid if this happens. Further instructions are provided on the postal voting form.

Proxies

For shareholders who postal vote by proxy a written and dated power of attorney signed by the shareholder shall be attached to the postal voting form. The power of attorney may not be valid for longer than five years from the date of issue. The form to use for a power of attorney is found on Bilia AB's website, www.bilia.com. The original power of attorney should be sent to Bilia AB under the above address well in advance of the AGM. If the power of attorney is issued by a legal entity, a verified copy of the certificate of registration or a corresponding document of authority of the legal entity shall be attached.

Right to receive information

The Board of Directors and the managing director shall, if any shareholder requests it and the Board considers that it can be done without significant harm to the company, provide information on circumstances that may affect the assessment of a matter on the agenda, circumstances that may affect the assessment of the company's or subsidiaries' financial situation and the company's relationship with another group company.

Shareholders who want to ask questions can do so in one of the following ways:

- 1. Questions can be sent via e-mail to arsstamma@bilia.se
- 2. Questions can be sent to Bilia AB (publ), Att: Årsstämma 2021, Box 9003, 400 91 Göteborg

Questions from shareholders must be received by Bilia AB no later than 17 April 2021 and will be answered no later than 22 April 2021. Questions and answers will be available at Bilia AB, Norra Långebergsgatan 3, 421 32 Västra Frölunda and on Bilia's website, www.bilia.com, and will also be sent to shareholders who request if, provided that the shareholder's address is known to Bilia AB or provided by the shareholder together with the question.



Proposed agenda

- 1 Opening of the meeting
- 2 Election of chairman for the meeting
- 3 Election of one or two persons to verify the minutes
- 4 Preparation and approval of the voting list
- 5 Approval of the agenda for the meeting
- 6 Determination of whether the meeting has been duly convened
- 7 Presentation of Bilia AB's annual report, the auditor's report, the consolidated accounts and the auditor's report on the consolidated accounts for the financial year 2020
- 8 Resolution on the adoption of the profit and loss statement and the balance sheet, the consolidated profit and loss statement and the consolidated balance sheet for the group, all per 31 December 2020
- 9 Resolution on the appropriation of the profit in accordance with the approved balance sheet
- 10 Resolution on the discharge of liability for the members of the Board of Directors and the Managing Director
- 11 Determination of the number of Board members to be elected by the meeting
- 12 Determination of fees for the Board of Directors
- 13 Election of the members of the Board of Directors and the Chairman of the Board
- 14 Determination of fees payable to the auditor and election of auditor
- 15 Presentation and approval of the Board's remuneration report
- 16 Resolution on the amendment of the articles of association
- 17 Resolution on the establishment of a long-term incentive programme
- 18 Authorisation for the Board of Directors to decide on acquisition and transfer of own shares

The Nomination Committee's Proposal for Resolutions (items 2 and 11–14)

The Nomination Committee consists of Tim Floderus (Investment AB Öresund, chairman), Lisen Oliw (Anna Engebretsen with family), Suzanne Sandler (Handelsbanken Fonder) and Mats Qviberg (Qviberg family, chairman of the Board). The Nomination Committee proposes the following.

- (2) Election of Mats Qviberg as chairman of the AGM.
- (11) 9 ordinary Board members without deputy members.



(12) It is proposed that a fee of SEK 400,000 be paid to the Chairman of the Board and SEK 400,000 to the Deputy Chairman. It is proposed that the other Board members receive SEK 250,000 each. Further, it is proposed that the chairman of the Audit Committee receives SEK 120,000 and that the members of the Audit Committee receive SEK 60,000 each. It is proposed that the chairman of the Compensation Committee receives SEK 25,000 and that the members of the Compensation Committee receive SEK 10,000 each. It is proposed that the chairman of the Property Committee receives SEK 50,000 and that the member of the Property Committee receives SEK 25,000.

The above proposal for Board fee entails an increase compared to last year of SEK 40,000 each for the Chairman of the Board and Deputy Chairman and of SEK 20,000 each for the other board members. Fees for committee work are unchanged.

(13) The Nomination Committee proposes re-election of the entire Board including: Ingrid Jonasson Blank, Gunnar Blomkvist, Anna Engebretsen, Eva Eriksson, Mats Holgerson, Jan Pettersson, Nicklas Paulson, Mats Qviberg och Jon Risfelt. More information regarding the proposed Board members is available at www.bilia.com and in the Nomination Committee's motivated statement.

Re-election of Mats Qviberg as Chairman of the Board with Jan Pettersson as Deputy Chairman.

(14) Fees to auditors shall be paid as billed, upon approval.

The Nomination Committee proposes, in accordance with the recommendation of the Audit Committee, election of the auditing company PricewaterhouseCoopers AB (PwC) as auditor in the company for the period until the end of the AGM 2022. PwC has informed that the authorised public accountant Fredrik Göransson will be appointed as auditor in charge, provided a decision in accordance with the Nomination Committee's proposal.

The Board of Directors' Proposals for Resolutions

Adjusters (item 3)

The Board of Directors proposes that Suzanne Sandler (Handelsbanken Fonder) and Erik Durhan (Nordea Investment Funds) are appointed to approve the minutes of the meeting, or, in case of impediment to one or both of them, other person suggested by the Board. The adjusters' tasks also include checking the voting list and that received postal votes are correctly reflected in the minutes of the meeting.



Voting list (item 4)

The voting list proposed to be approved is the voting list established by Computershare AB on behalf of the company, based on the Annual General Meeting share register and received postal votes, and verified by the persons appointed to check the minutes.

Dividend (item 9)

The Board of Directors proposes a dividend to the shareholders of SEK 6 (-) per share, divided into two payments of each SEK 3 per share. Record date for the first payment is proposed to be Thursday April 29, 2021 and for the second payment Wednesday October 27, 2021. If the AGM resolves in accordance with the proposal, payment from Euroclear Sweden AB is expected to be made on Tuesday May 4, 2021 respectively on Monday November 1, 2021.

Approval of the Board's remuneration report (item 15)

The Board of Directors proposes that the AGM approves the report presented by the Board on paid and outstanding remuneration to senior executives.

The remuneration report will be available in accordance with what is stated below under the heading "Further information".

Resolution on the amendment of the Articles of Association (item 16)

The Board of Directors proposes that the articles of association be amended so that the Swedish term *firma* abolished by law is removed from § 1, that § 12 be amended so that the Board may collect proxies according to the procedure stated in 7 chapter, 4 § second paragraph of the Swedish Companies Act (2005:551) and that the Board may decide that the shareholders shall be able to exercise their voting rights per post before the AGM according to the procedure stated in 7 chapter, 4 a § of the Swedish Companies Act (2005:551).

The Board of Directors proposes further that § 4 in the articles of association be amended whereby class of share B is abolished. According to the present articles of association shares may be issued in two series, shares of serie A and shares of serie B. There are no outstanding B shares and the Board anticipates no need for different class of shares.

Current wording	Proposed wording
§ 1 Name of the company The name of the company is Bilia AB. The company is a public company (publ).	§ 1 Name of the company The name of the company is Bilia AB. The company is a public company (publ).
	[No amendment in the English version].
§ 4 Share capital The company's share capital shall be no less than two hundred million kronor (SEK 200,000,000) and no more than eight hundred million kronor (SEK 800,000,000).	§ 4 Share capital The company's share capital shall be no less than two hundred million kronor (SEK 200,000,000) and no more than eight hundred million kronor (SEK 800,000,000).



Shares may be issued in two series; series A and series B. If shares of more than one series are issued, each of the series may be issued to an amount equivalent to no more than ninety-nine hundredths of the total share capital. In voting at a General Meeting of Shareholders, series A shares confer one vote and series B shares one-tenth of a vote. Otherwise the shares are equal to each other.

In conjunction with a new issue of shares or an issue of warrants or convertibles for cash payment, the shareholders have a preferential right to subscribe for new shares in proportion to their stake in the company's share capital.

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§ 12 Presence of outsider at General Meeting of Shareholders

Someone who is not a shareholder in the company may be entitled, under terms determined by the Board of Directors, to attend or otherwise follow the proceedings at the General Meeting of Shareholders.

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The Board of Directors may collect proxies in accordance with the procedure specified in 7 ch. 4 § second paragraph of the Swedish Companies Act (2005:551).

Before a general meeting, the Board of Directors may decide that the shareholders shall be able to exercise their voting rights by post before the general meeting in accordance with the procedure specified in 7 ch. 4 a § of the Swedish Companies Act (2005:551).

Proposed articles of association will be available in full with what is stated below under the heading "Further information".



Resolution on the establishment of a long-term incentive programme (item 17)

The Board of Directors proposes that the Annual General Meeting resolve to adopt a long-term competitive incentive programme in the form of a share savings plan for senior officers and other key persons within the Bilia Group in accordance with item 17 (a) below ("the **Programme**"). The decision according to item 17 (a) shall be conditional on the AGM's decision regarding measures to guarantee the incentive programme, either in accordance with the proposal under item 17 (b) below or in accordance with the proposal under item 17 (c) below.

The purpose of the Programme is to motivate and retain competent key persons in the Bilia Group, to attract new employees and to provide added incentives for employees to achieve and surpass Bilia's financial goals. The Programme has been designed based on the assumption that it is desirable for senior officers and other key persons within the Bilia Group to be shareholders in Bilia. Participation in the Programme requires that the participant has contributed via private investment as described in 17 (a) below. The Programme also promotes employee loyalty and thereby long-term value growth in Bilia. Consequently, the Board of Directors believes that adoption of the Programme will have a positive effect on the future development of the Bilia Group and is therefore beneficial for both Bilia and its shareholders.

Adoption of the incentive programme (item 17 (a))

Main features of the Programme

The Board of Directors proposes that the AGM resolve to adopt a long-term incentive programme in the form of a share saving programme. The Programme is proposed to include a total of about sixty (60) key persons in the Bilia Group ("Participants") roughly distributed as follows.

- 40 Participants in Sweden,
- 15 Participants in Norway, and
- 5 Participants altogether in Germany, Luxembourg and Belgium.

The Participants in the Programme must have invested in the Group by acquiring shares in Bilia AB (publ) ("Savings Shares"). Subsequently, the Participants will be given an opportunity to acquire, free of cost, shares within the framework of the Programme, so-called "Performance Shares", under the terms stipulated below (the "Rights").

The Participants in the Programme are divided into three categories. The first category includes Bilia's Managing Director (MD), the other category includes Bilia's Group management excluding MD (7 persons) and the third category includes other key persons (52 persons) which in turn are divided into three subgroups A, B and C.

Private investment

In order to participate in the Programme, the Participant must have made a private investment consisting of the acquisition of Savings Shares. The shares must have been acquired at market price between 10 May 2021 and 10 June 2021, for the purpose of being allocated to the Programme. The highest number of shares which a Participant may allocate to the Programme amounts to between 7 and 14 per cent of the Participant's gross salary, based on the 2021 salary level.



The highest number of Savings Shares to be allocated to the Programme for the three Participant categories is shown below.

Category 1 MD	3,000 Savings Shares
Category 2 Group management (7 persons)	1,500 Savings Shares
Category 3	
- subgroup A (about 12 persons)	1,000 Savings Shares
- subgroup B (about 20 persons)	750 Savings Shares
- subgroup C (about 20 persons)	500 Savings Shares

The lowest number of Savings Shares a Participant must acquire in order to participate in the Programme shall correspond to a market value of at least twenty-five thousand kronor (SEK 25,000). For each Savings Share held within the Programme, Bilia will allot three (3) performance rights to the Participant, whereby the Participant, provided that certain performance measures are achieved, is allotted one (1) Performance Share per right.

General terms

- Allotment of Performance Shares will take place provided that the Participant, with certain exceptions, has, from the start of the Programme up until 31 March 2024 (the "Vesting Period") kept his original Savings Shares and that the Participant, with certain exceptions, is still employed within the Bilia Group. The Programme will start as soon as is feasible after the AGM has adopted the Board's proposal to this effect.
- Cost-free allotment of Performance Shares is, with the exception of what is stated in the point above, conditional on the performance goal established by the Board of Directors being met. Allotment per Participant is the same for all Participants. The maximum number of Performance Shares allocated within the framework of the Programme is 150,000. Maximum allotment of Performance Shares requires that the goals established by the Board of Directors regarding total yield on Bilia's shares and increased earnings per share are met. Allotment of one (1) Performance Share occurs if the total yield on Bilia's shares has been positive during the term of the Programme. Calculation of the total yield shall be based on the average volume-weighted closing price of the Bilia share during the trading days in May 2021, which shall be compared with the average volume-weighted closing price during the trading days in March 2024, adjusted for dividends paid during the term of the Programme. One (1) additional Performance Share is allotted to the Participant if earnings per share in 2023 has increased by 10 per cent compared with earnings per share in 2020. One-half (0.5) additional Performance Share is allotted to the Participant if earnings per share in 2023 has increased by 20 per cent compared with earnings per share in 2020. One-half (0.5) additional Performance Share is allotted to the Participant if earnings per share in 2023 has increased by 30 per cent compared with earnings per share in 2020.



Terms for the Rights

The following terms shall apply for the Rights under the Programme, in addition to what is stated above:

- The Participant must acquire the Savings Shares during the period 10 May 2021 to 10 June 2021.
- The Rights must be earned during the Vesting Period.
- Rights cannot be transferred or pledged.
- Each Right entitles the Participant, under certain conditions, to obtain three (3) Performance Shares, after the end of the Vesting Period, provided that the Participant, with certain exceptions, has been employed in Bilia during the Vesting Period and still has his/her original Savings Shares in Bilia.
- If the Board of Directors determines that the terms for allotment of Performance Shares are no longer reasonable in the light of, for example, major changes in Bilia, the Group or the market, the Board is entitled to make adjustments of the Programme.
- The Board is entitled to adopt more detailed terms for the Programme.
- The Programme shall consist of no more than 200,000 shares (including shares required to guarantee social security contributions for the Programme as explained below). Based on the assumption of full investment, this means about 150,000 Performance Shares. It is assumed that some 50,000 shares will be sold on the market to cover the costs of social security contributions.
- The number of Performance Shares shall be recalculated in the event that a bonus issue (with the issue of new shares), a stock split or reverse stock split, a rights issue or other similar events occur in Bilia during the Vesting Period.

Allotment of Performance Shares under the Programme

In order to implement the Programme in a cost-effective and flexible manner, the Board of Directors has considered different methods for securing delivery of Performance Shares under the Programme. The Board has thereby found that the most cost-effective alternative is to guarantee delivery by transfer of own shares held by Bilia. The Board of Directors therefore proposes that the AGM resolve as the main alternative, in accordance with item 17 (b) below, to transfer own shares.

In the event a majority cannot be achieved for item 17 (b) below, the Board of Directors proposes that it be resolved that Bilia may enter into an equity swap agreement with a third party in accordance with item 17 (c) below.



Costs for the Programme

Costs for the Programme are calculated in accordance with IFRS 2 and recognised in the income statement. The cost is recognised on a straight-line basis over the Vesting Period.

Costs have been calculated with the following assumptions: a share price of SEK 127 at the time of the investment, a share price increase of 10 per cent during the term of the Programme, which entails a positive total yield at the end of the Programme, that the approximately 60 Participants invest the maximum permitted amounts in the Programme, and that all Savings Shares remain at the end of the Programme. This entails an annual cost for the Programme of SEK 2.4 M if earnings per share in 2023 has increased by 10 per cent compared with earnings per share in 2020 and SEK 3.7 M with maximum goal fulfilment.

Social security contributions must also be paid and can be estimated to amount to a weighted nominal percentage of 28 per cent. The Participants reside in, and are tax residents of, Sweden, Norway, Germany, Luxembourg and Belgium. With an assumed distribution of shares between these countries, and with other conditions as stipulated above, the annual social security contributions are estimated to amount to SEK 1.2 M and SEK 1.8 M with maximum goal fulfilment.

Effects of the Programme on important key ratios and share dilution

The Programme is estimated to comprise a total of no more than 200,000 shares, including measures to guarantee social security contributions, excluding Savings Shares, which is equivalent to about 0.2 per cent of Bilia's total number of shares outstanding.

Outstanding rights to shares under previous long-term incentive programmes amount to about 0.1 per cent of Bilia's total number of shares outstanding. The effect of existing incentive programmes, including the Programme, on important key ratios is only marginal. For a description of Bilia's other long-term incentive programmes, see the company's Annual Report for 2020 and the company's website, www.bilia.com.

Drafting process

The Board's decision to propose that the AGM resolve to approve the Programme as described above was made at a Board meeting of 22 March 2021. The proposal was drafted by the Board's Compensation Committee in consultation with the Board and with the support of external advisers.

Proposal for decision regarding transfer of own shares to Participants in the Programme (item 17 (b))

The Board of Directors proposes that, in order to guarantee delivery of Performance Shares, the AGM resolve that Bilia A shares previously acquired and now held by Bilia can be transferred to Participants within the framework of the Programme.

The Board further proposes that the AGM resolve that no more than 150,000 shares can be transferred to Participants under the Programme. The number of shares that can be transferred is subject to recalculation due to a intervening bonus issue, stock split, rights issue and/or similar events.



Equity swap agreement with third party (item 17 (c))

In the event the necessary majority cannot be achieved for item 17 (b) above, the Board of Directors proposes that the AGM resolve to guarantee the expected financial exposure due to the Programme by allowing Bilia to enter into an equity swap agreement on market terms with a third party, whereby the third party can, in its own name, acquire and transfer Bilia shares to the Participants.

Proposed resolution to authorise the Board of Directors to approve transfer to cover social security contributions for the Programme (item 17 (d))

In order to cover social security contributions that arise in conjunction with transfers of shares to the Participants under the Programme, the Board of Directors proposes that the AGM authorise the Board to approve transfers of own shares under the following terms:

- Transfer shall be made on Nasdaq Stockholm (the "Stock Exchange").
- Transfer can be made, on one or more occasions prior to the 2022 Annual General Meeting, of no more than 50,000 shares held by Bilia.
- Transfer of shares on the Stock Exchange can only be made at a price per share that lies within the noted price range at any given time.
- Transfer can only be made in exchange for cash payment.

The maximum number of shares that can be transferred/acquired on the Stock Exchange may be recalculated in the event a bonus issue (with the issue of new shares), stock split or reverse stock split occurs in Bilia, or if another event occurs that has occasioned recalculation of the number of shares to be transferred to the Participants under the Programme.

The Board of Directors intends to propose at future Annual General Meetings as well that the AGM authorise the Board to approve transfer of own shares on the Stock Exchange to cover social security contributions that arise under the Programme.

Terms

The Board's proposal that the AGM resolve to implement the Programme is conditional on the AGM's also deciding to adopt measures to guarantee the incentive programme as stipulated above. The Board's proposal that the AGM resolve to approve transfer of own shares is similarly conditional on the AGM's decision to approve the Programme and authorisation of transfer of own shares to cover social security contributions.

Majority required for decision

A valid decision for item 17 (a) above requires that the proposal be approved by shareholders holding more than one-half (1/2) of both the votes cast and the shares represented at the meeting. A valid decision for item 17 (b) above requires that the proposal be approved by shareholders holding at least nine-tenths (9/10) of both the votes cast and the shares represented at the meeting. A valid decision for item 17 (c) above requires that the proposal be approved by shareholders holding more than



one-half (1/2) of both the votes cast and the shares represented at the meeting. A valid decision for item 17 (d) above requires that the proposal be approved by shareholders holding more than two-thirds (2/3) of both the votes cast and the shares represented at the meeting.

Acquisition or transfer of own shares (item 18)

The Board of Directors proposes that the Annual General Meeting authorise the Board to make decisions regarding the acquisition and transfer of own shares. The purpose of the authorisation is to give the Board greater freedom in its work with the company's capital structure and to make it possible, if deemed appropriate, to acquire enterprises using the company's shares as payment or to increase liquidity in the company's share. The Board of Directors considers that company shares can, from the viewpoint of the shareholders, be an appropriate means of payment (full or partial) in conjunction with business combinations, whereby the preferential rights of the shareholders must for obvious reasons be waived. The Board's proposal entails the following:

Acquisition: The Board of Directors may, on one or more occasions up till the 2022 AGM, decide to acquire a number of Bilia shares such that the company's own holding does not exceed 1/10th of the number of shares in the company at any given time. The consideration paid for the shares shall be on market terms and buy-back shall be possible by cash purchase on Nasdaq Stockholm at a price within the range noted at that particular time and otherwise subject to existing regulations.

Transfer: On one or more occasions prior to the 2022 AGM, the Board shall be able to decide on the transfer of all or part of the own shares that the Company holds at any given time. Transfer shall be possible by deviation from the shareholders' preferential right at a price equal to the current share price, or equal to an average of the current share price for a maximum of 10 trading days in connection with the transfer, and with a deviation of no more than 10 per cent. The shares may be transferred on Nasdaq Stockholm, or the shares may be used as a means of payment in connection with a company acquisition.

Processing of personal data

For information on how your personal data is processed, please see: https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf

Further information

The Annual report, auditor's report, auditor's statement on application of guidelines for remuneration to the Group Management and other documents to be provided prior to the AGM under the Swedish Companies Act and the Swedish Corporate Gernance Code will be available at Bilia AB at Norra Långebergsgatan 3 in Gothenburg and at www.bilia.com (menu header About us – Corporate Governance – General Meeting) not later than on April 6, 2021, and will be sent to shareholders who so request and provide their postal address. The documents will also be available at the general meeting.

The total number of shares and votes in the company at the time of issue of this notice is 102,799,952. All issued Bilia shares are of Series A. Bilia holds 4,666,210 own shares.

Gothenburg, March 2021

The Board of Directors

