



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 Thursday, April 7, 2022. 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 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 April 7, 2022 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 Wednesday March 30, 2022,
- 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 Wednesday, April 6, 2022. 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 Wednesday, March 30, 2022. 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 Friday, April 1, 2022 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 (2022:121) on temporary exceptions to facilitate the execution of general meetings in companies and other associations, which come into force on March 1, 2022.

Postal voting will be possible until Wednesday, April 6, 2022.

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 6, 2022 and be sent to Computershare AB, Bilia AB's AGM, P.O. Box 5267, 102 46 Stockholm or by e-mail to proxy@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 2022, Box 9003, 400 91 Göteborg

Questions from shareholders must be received by Bilia AB no later than March 28, 2022 and will be answered no later than April 2, 2022. 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 it, 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 2021
- 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 December 31, 2021
- 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 Resolutions on reduction of the share capital by way of cancellation of own shares and on increase of the share capital by way of bonus issue
- 17 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), Sofia Olsson (Anna Engebretsen with family), Mats Qviberg (chairman of the Board in Bilia AB), Katarina Hammar (Nordea Investment Funds) and Emilie Westholm (Folksam). The Nomination Committee proposes the following.

- (2) Election of Mats Qviberg as chairman of the AGM.
- (11) 8 ordinary Board members without deputy members.

- (12) It is proposed that a fee of SEK 440,000 be paid to the Chairman of the Board and SEK 440,000 to the Deputy Chairman. It is proposed that the other Board members receive SEK 270,000 each. Further, it is proposed that the chairman of the Audit Committee receives SEK 150,000 and that the members of the Audit Committee receive SEK 75,000 each. It is proposed that the chairman of the Compensation Committee receives SEK 50,000 and that the members of the Compensation Committee receive SEK 25,000 each.

The above proposal for Board fees 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. The proposal further entails an increase compared to last year of SEK 30,000 for the chairman of the Audit Committee, of SEK 15,000 each for the members of the Audit Committee, of SEK 25,000 for the chairman of the Compensation Committee and of SEK 15,000 each for the members of the Compensation Committee.

It is proposed a fee of SEK 38,000 each for employee representatives and a fee of SEK 23,000 each for deputy employee representatives. Fees for employee representatives and deputy employee representatives are unchanged compared to last year.

- (13) The Nomination Committee notes that Eva Eriksson and Mats Holgerson have declined re-election. The Nomination Committee proposes re-election of Gunnar Blomkvist, Anna Engebretsen, Ingrid Jonasson Blank, Nicklas Paulson, Jan Pettersson, Mats Qviberg and Jon Risfelt. It is proposed that Caroline af Ugglas is elected as new member of the Board of Directors. 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.

Re-election of the auditing company PricewaterhouseCoopers AB (PwC) as auditor in the company for the period until the end of the AGM 2023.

The Board of Directors' Proposals for Resolutions

Adjusters (item 3)

The Board of Directors proposes that two adjusters are appointed, and that Emilie Westholm (Folksam) and Katarina Hammar (Nordea Investment Funds) are appointed, 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 8 (6) per share, divided into four payments of each SEK 2 per share. Monday, April 11, 2022, Monday, July 11, 2022, Monday, October 10, 2022 and Monday, January 9, 2023 are proposed as record dates. If the AGM resolves in accordance with the proposal, payments from Euroclear Sweden AB are expected to be made on Thursday, April 14, 2022, on Thursday, July 14, 2022, on Thursday, October 13, 2022 and on Thursday, January 12, 2023.

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.

Reduction of the share capital by way of cancellation of own shares and increase of the share capital by way of bonus issue (item 16)

Reduction of share capital by way of cancellation of own shares (item 16 (a))

The Board of Directors proposes that the Annual General Meeting resolves to reduce the share capital by an amount of SEK 16,250,000 by way of the cancellation of 6,500,000 own shares repurchased by the company, primarily the shares most recently repurchased by the company in accordance with the Market Abuse Regulation (EU) No 596/2014 ("MAR") and the Commission Delegated Regulation (EU) No 2016/1052 (the "Safe Harbour Regulation"). The purpose of the reduction is allocation to non-restricted equity to be used as resolved by the Annual General Meeting in accordance with item (b) below.

The resolution to reduce the share capital under this item (a) may be effectuated without obtaining an authorisation from the Swedish Companies Registration Office or, in disputed cases, a court of general jurisdiction, as the company simultaneously effectuates a bonus issue, as set out under item (b) below, with an amount corresponding to no less than the amount the share capital is being reduced with, as set out above. Combined, these measures entail that neither the company's restricted equity nor its share capital is reduced.

Increase of the share capital by way of bonus issue (item 16 (b))

With the purpose of restoring the share capital after the proposed reduction of the share capital, as set out under item (a) above, the Board of Directors proposes that the Annual General Meeting at the same time resolves to increase the share capital by way of a bonus issue with an amount of SEK 16,250,000 corresponding to the amount the share capital is reduced with by way of cancellation of shares, as set out under item (a) above. Such bonus issue shall be carried out without issuing new shares by transferring the amount from non-restricted equity.

The Board also proposes that the Annual General Meeting approves the mandate of the Board to make such adjustments to the above decisions that may be necessary for the registration of such decisions with the Swedish Companies Registration Office or Euroclear Sweden AB and, in general, to take those measures required for the implementation of such decisions.

The Board of Directors proposes that the resolutions under items (a) and (b) above shall be voted on at the Annual General Meeting as a joint resolution. A valid decision 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.

Authorisation for the Board of Directors to decide on acquisition and transfer of own shares (item 17)

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 2023 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 2023 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.

A valid decision 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.

Processing of personal data

For information on how 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 Governance 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 March 17, 2022, 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. Per February 25, 2022 Bilia holds 7,682,087 own shares.

Gothenburg, March 2022

The Board of Directors