NOTICE TO ANNUAL GENERAL MEETING IN BONG AB

The shareholders of Bong AB reg. no. 556034-1579 are hereby invited to attend the annual general meeting on Wednesday 15 May 2024 at 13:00 CET at Mangold Fondkommission AB, Nybrogatan 55 in Stockholm.

RIGHT TO ATTEND AND REGISTRATION MADE TO THE COMPANY

Those who which to attend the annual general meeting shall

- <u>firstly</u> be recorded in the share register kept by Euroclear Sweden AB as of Monday 6 May 2024, and
- <u>secondly</u> no later than Wednesday 8 May 2024, notify the Company of their participation by sending a letter to Bong AB, att: "Annual General Meeting", Box 516, 291 25 Kristianstad or via email to anmalan.arsstamma@bong.com, mark with "Annual General Meeting".

When registering, the name/company name and ID.no/organization number, address, phone number and, where applicable, information about the representative and/or deputy must be stated. If the shareholder intends to bring one or two assistants to the meeting, such participation must be notified as stated above. Complete authorization documents such as registration certificate or equivalent should also be attached to the notification, where applicable, for example for a legal entity.

Nominee-Registered Shares

Anyone who has had their shares registered by a nominee must, in order to have the right to participate in the annual general meeting, have the shares registered in their own name, so that the person concerned is registered in the share register maintained by Euroclear Sweden AB on Monday 6 May 2024. Such registration can be temporary (so-called voting rights registration) and is requested from the nominee according to the nominee's routines at such a time in advance as the nominee determines. Voting rights registration that has been requested by shareholders in such a time that the registration has been made by the nominee no later than Wednesday 8 May 2024 will be taken into account when preparing the share register.

Proxies

Shareholders who are represented by a proxy must issue a written, signed and dated power of attorney for the proxy. If the power of attorney was issued by a legal entity, a certified copy of the registration certificate or equivalent authority document for the legal entity must be attached. The original power of attorney and any certificate of registration should be sent before the annual general meeting to the Company at the address above.

Proxy forms are available on the Company's website, <u>www.bong.com</u> and are provided to the shareholder upon request.

PROPOSED AGENDA

- 1. Opening of the annual general meeting
- 2. Election of chairperson of the annual general meeting
- 3. Preparation and approval of the voting list
- 4. Approval of the agenda
- 5. Election of one or two persons to adjust the minutes

- 6. Determination if the annual general meeting has been duly convened
- 7. Presentation of the annual report and the auditor's report and the consolidated financial statements and the consolidated auditor's report
- 8. Resolutions on:
 - a. adoption of the income statement and the balance sheet and the consolidated income statement and the consolidated balance sheet,
 - b. allocation of the Company's result according to the adopted balance sheet,
 - c. discharge from liability for the directors and the managing director
- 9. Approval of the board of directors' remuneration report
- 10. Resolution on the number of board directors
- 11. Determination of the remuneration to the board of directors
- 12. Resolution on the board of directors and the chairperson of the board of directors
- 13. Resolution on the number of auditors
- 14. Determination of the remuneration to the auditor
- 15. Resolution on the auditor
- 16. Resolution on instructions for the nomination committee
- 17. Resolution on guidelines for remuneration to senior executives
- 18. Resolution to amend the articles of association
- 19. Resolution on issue authorisation
- 20. Closing of the meeting

PROPOSALS FOR RESOLUTIONS

Nomination Committee's proposal (item 2 as well as items 10-16)

The nomination committee, consisting of Stéphane Hamelin (representative of Holdham S.A), Christian Paulsson (representative of Paulsson Advisory AB), and Per Åhlgren (representative of GoMobile Nu AB) has proposed the following:

- item 2 Per Åhlgren shall be elected chairperson at the annual general meeting.
- item 10 The board shall consist of four ordinary members elected by the annual general meeting without deputies.
- item 11 Remuneration to the members of the board shall be SEK 300,000 to the chairperson of the board and SEK 150,000 to each of the other members elected by the annual general meeting who are not employees of the Company, and fees for work in the audit committee shall be paid with SEK 100,000 for the chairperson and with SEK 50,000 for a member.
- item 12 The members Christian Paulsson, Stéphane Hamelin, Eric Joan and Per Åhlgren shall be re-elected for the period until the end of the next annual general meeting in 2025. Per Åhlgren shall be appointed as the chairperson of the board.
- item 13 A registered auditing company shall be appointed as the auditor.
- item 14 The auditor shall receive compensation on an approved account.

- item 15 The auditing firm Grant Thornton Sweden AB shall be elected as the Company's auditor for a mandate period of one year, in accordance with the audit committee's recommendation, thus up until the end of the annual general meeting in 2025, whereby the auditing firm has informed that the authorized auditor Mia Rutenius will be appointed as principal auditor.
- item 16 The nomination committee shall consist of three (3) members. The Nomination committee appoints a chairperson from among its members.

The members of the nomination committee shall be appointed by a procedure where the chairman of the board contacts the three biggest majority shareholders, in terms of votes, based on the statistics from the shareholders' register maintained by Euroclear Sweden AB as of 30 September each year, the opportunity to each nominate a member to the nomination committee for the period until a new nomination committee has been appointed.

If requested shareholder refrain from nominating a member to the nomination committee, the right to nominate a member to the nomination committee will be given to the next shareholder, through the above nomination procedure, has the majority shareholding in the Company, in terms of votes.

If a member leaves the nomination committee before the end of the mandate period, and if the nomination committee deems it necessary, a replacement shall be appointed by the same shareholder who appointed the resigning member or, if this shareholder is no longer one of the three largest shareholders in terms of voting rights, by the new shareholder belonging to this group.

The composition of the nomination committee shall be published on the company's website as soon as it has been appointed and no later than six months before the annual general meeting. In the event that a change in the ownership structure occurs after the nomination committee has been composed in such a way that one or more of the shareholders who have appointed members of the nomination committee are no longer among the three largest shareholders in terms of voting rights, the composition of the nomination committee may also be changed accordingly, if the nomination committee deems it necessary.

The duties of the nomination committee shall be to prepare and present proposals for the annual general meeting regarding the chairman of the general meeting, chairman of the board and other board members to be elected by the meeting, remuneration to the board, election of auditors, remuneration to auditors, and if applicable, instructions for the nomination committee.

The company shall be responsible for reasonable costs that the nomination committee deems necessary in order for the nomination committee to be able to fulfil its duties.

These instruction for the nomination committee shall apply until further notice.

The Board of Directors' proposals (item 8(b) as well as items 17-19)

Resolution regarding allocation of the Company's result in accordance with the adopted balance sheet (item 8b)

The board of directors proposes that no dividend shall be paid for the financial year 2023. The board's complete proposal for profit distribution will be reported in the Company's annual report.

Resolution on guidelines for remuneration to senior executives (item 17)

The board of directors proposes that the annual general meeting resolves on guidelines for remuneration to the CEO and the other senior executives as follows:

Other senior executives are defined as members of the group management, at present consisting of the company's CEO, also Business Unit Manager Central Europe, Chief Financial Officer (CFO), Business Unit Manager Nordic countries, Business Unit Managed United Kingdom and Business Unit Manager South Europe and North Africa, also Business Unit Manager Bong Retail Solutions. The guidelines are forward-looking, i.e. they are applicable to remuneration agreed, and amendments to remuneration already agreed, after adoption of the guidelines by the annual general meeting 2024. These guidelines do not apply to any remuneration decided or approved by the general meeting.

The guidelines promotion of the company's business strategy, long-term interest and sustainability

In short, the company's business strategy is the following. Bong is one of the leading envelopes manufactures in Europe, offering a wide and flexible range of solutions for distribution and packaging of information, advertisement and lightweight goods. Important growth areas in the Group are packaging within retail and e-commerce and the envelope market within Eastern Europe. Bong conducts broad sustainability work aimed at low environmental impact, safe workplaces whereby employees are treated equally and high business ethics.

A prerequisite for the successful implementation of the company's business strategy and safeguarding of its long-term interests, including its sustainability, is that the company is able to recruit and retain qualified personnel. To this end, it is necessary that the company offers competitive remuneration. These guidelines enable the company to offer the executive management a competitive total remuneration.

Variable cash remuneration covered by these guidelines shall aim at promoting the company's business strategy and long-term interests, including its sustainability.

Types of remuneration, etc.

The remuneration shall be on market terms and may consist of the following components: fixed cash salary, variable cash remuneration, pension benefits and other benefits. Additionally, the general meeting may – irrespective of these guidelines – resolve on, among other things, share-related or share price-related remuneration.

The satisfaction of criteria for awarding variable cash remuneration shall be measured over a period of one year. The variable cash remuneration may amount to not more than 60 per cent of the fixed annual cash salary.

For the CEO, pension benefits, including health insurance (*Sw. sjukförsäkring*), shall be premium defined. Variable cash remuneration shall not qualify for pension benefits. The pension premiums for premium defined pension shall amount to not more than 30 per cent of the fixed annual cash salary. For other executives, pension benefits, including health insurance, shall be premium defined unless

the individual concerned is subject to defined benefit pension under mandatory collective agreement provisions. Variable cash remuneration shall qualify for pension benefits to the extent required by mandatory collective agreement provisions. The pension premiums for premium defined pension shall amount to not more than 30 per cent of the fixed annual cash salary.

Other benefits may include, for example, life insurance, medical insurance (*Sw. sjukvårdsförsäkring*) and company cars. Premiums and other costs relating to such benefits may amount to not more than 15 per cent of the fixed annual cash salary. For employments governed by rules other than Swedish, pension benefits and other benefits may be duly adjusted for compliance with mandatory rules or established local practice, taking into account, to the extent possible, the overall purpose of these guidelines.

Termination of employment

The notice period may not exceed twelve months if notice of termination of employment is made by the company. Fixed cash salary during the period of notice and severance pay may together not exceed an amount equivalent to the CEO's fixed cash salary for two years, and one year for other executives. The period of notice may not to exceed six months without any right to severance pay when termination is made by the executive.

For employments governed by rules other than Swedish, termination of employment may be duly adjusted for compliance with mandatory rules or established local practice, taking into account, to the extent possible, the overall purpose of these guidelines.

Criteria for awarding variable cash renumeration, etc.

The variable cash remuneration shall be linked to predetermined and measurable criteria which can be financial or non-financial. They may also be individualized, quantitative or qualitative objectives. The criteria shall be designed so as to contribute to the company's business strategy and long-term interests, including its sustainability, by for example being clearly linked to the business strategy or promote the executive's long-term development. The applied criteria are financial performance targets such as profit before tax and growth targets for Light Packaging, which both contribute to the Group's business strategy, long term interests and sustainability. Bong conducts a broad sustainability work which aims at low environmental impact, safe workplaces where employees are treated equally and high business ethics.

To which extent the criteria for awarding variable cash remuneration has been satisfied shall be evaluated/determined when the measurement period has ended. The remuneration committee is responsible for the evaluation so far as it concerns variable remuneration to the CEO. For variable cash remuneration to other executives, the CEO is responsible for the evaluation. For financial objectives, the evaluation shall be based on the latest financial information made public by the company.

Salary and employment conditions for employees

In the preparation of the board of directors' proposal for these remuneration guidelines, salary and employment conditions for employees of the company have been taken into account by including information on the employees' total income, the components of the remuneration and increase and growth rate over time, in the remuneration committee's and the board of directors' basis of decision when evaluating whether the guidelines and the limitations set out herein are reasonable.

The decision-making process to determine, review and implement the guidelines

The board of directors has established a remuneration committee. The committee's tasks include preparing the board of directors' decision to propose guidelines for executive remuneration. The board of directors shall prepare a proposal for new guidelines at least every fourth year and submit it to the general meeting. The guidelines shall be in force until new guidelines are adopted by the general meeting. The remuneration committee shall also monitor and evaluate programs for variable remuneration for the executive management, the application of the guidelines for executive remuneration as well as the current remuneration structures and compensation levels in the company. The CEO and other members of the executive management do not participate in the board of directors' processing of and resolutions regarding remuneration-related matters in so far as they are affected by such matters.

Derogation from guidelines

The board of directors may temporarily resolve to derogate from the guidelines, in whole or in part, if in a specific case there is special cause for the derogation and a derogation is necessary to serve the company's long-term interests, including its sustainability, or to ensure the company's financial viability. As set out above, the remuneration committee's tasks include preparing the board of directors' resolutions in remuneration-related matters. This includes any resolutions to derogate from the guidelines.

Resolution to amend the articles of association (item 18)

The board of directors proposes that the annual general meeting resolves to amend the Company's articles of association to clarify the possibility for the Company to elect a registered accounting firm as the auditor as follows.

Current wording:

§ 8

The general meeting shall appoint two (2) auditors and two (2) deputy auditors. A registered accounting firm may also be appointed as auditor or deputy auditor.

Proposed wording:

§ 8

The meeting shall appoint two (2) auditors and two (2) deputy auditors or appoint a registered accounting firm as auditor.

The board of directors, or the person appointed by the board of directors, shall be entitled to make such minor adjustments to the resolutions of the general meeting as may be required for registration with the Swedish Companies Registration Office.

Resolution on issue authorisation (item 19)

The board of directors proposes that the annual general meeting resolves to authorise the board to, on one or more occasions until the next annual general meeting, with or without regard of shareholders' pre-emption rights, to resolve on issuance of shares, warrants and/or convertibles. The resolution also includes the right to resolve on issuance of shares, warrants or convertibles with provisions on contribution in kind, set-off issue and or in other ways subscribed in accordance with the Swedish Companies Act. The total number of shares issued in such share issue must be within the limits

of the share capital according to the articles of association, in force from time to time, regarding the share capital and number of shares.

The board of directors, or the person appointed by the board of directors, shall be entitled to make such minor adjustments to the resolutions of the general meeting as may be required for registration with the Swedish Companies Registration Office.

DOCUMENTS

Complete proposals as well as accounting documents and auditor's report for 2023 will be available at the Company, and on the Company's website www.bong.com, no later than three weeks before the general meeting and will be sent immediately and free of charge to the shareholders who request it and state their postal address. The documents will also be available at the general meeting.

INFORMATION AT THE METING

The board and the managing director must, if a shareholder requests it and the board considers that it can be done without significant damage to the Company, at the meeting provide information about conditions that may affect the assessment of a matter on the agenda, conditions that may affect the assessment of the Company's or subsidiary's financial situation, the consolidated accounts and the Company's relationship with other group companies.

SHARES AND VOTES

At the time of the notice, there are 211,205,058 shares and votes in the Company. The Company does not hold any own shares.

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

Kristianstad in April 2024

Bong AB (publ)