



NOTICE OF ANNUAL GENERAL MEETING IN BONG AB (publ)

The shareholders of Bong AB (publ) are hereby invited to attend the Annual General Meeting (“AGM”) to be held on Thursday 25 June 2020 at 4.00 p.m. CET at Clarion Malmö Live, Dag Hammarskjölds torg 2 in Malmö.

Due to the uncertainty regarding the new coronavirus, precautionary measures will be taken in connection with the AGM. The AGM will be held as short as possible, entailing i.a. that presentations will be shortened or canceled, and no food will be served in connection with the AGM. Participation by senior executives and board members will be limited. The company follows the developments closely and may, if necessary, take further precautionary measures at short notice. We ask shareholders to follow the company's website www.bong.com for updated information.

A. Right to attend

Shareholders who wish to attend the Annual General Meeting must

- be recorded in the share register kept by Euroclear Sweden AB made as of Thursday 18 June 2020, and
- notify the company of their intention to attend the AGM no later than Thursday 18 June 2020, by any of the following alternatives:
 - By mail to the address:
Bong AB (publ)
Attn. Mattias Östberg
P.O. Box 516
SE-291 25 Kristianstad, Sweden
 - By telephone +46 44-20 70 45
 - By e-mail to anmalan.arsstamma@bong.com
 - At the company's website www.bong.com

On giving notice of attendance, the shareholder shall state name, personal identity number or corporate identification number, address and telephone number, shareholding and the number of advisors that the shareholder wishes to bring to the General Meeting (maximum two advisors).

Shareholders represented by proxy must issue a document authorising the proxy to act on the shareholder's behalf. A proxy form is available on the company's website www.bong.com and will be sent by mail to shareholders who contact the company and state their address. Representatives of a legal entity shall present a copy of the certificate of registration or similar document of authorisation showing the representative's authority to act on behalf of the company. The original of the proxy and the authorisation documentation should be sent to the company together with the notice of attendance.

In order to participate in the proceedings of the General Meeting, owners with nominee-registered shares must request their bank or broker to have their shares owner-registered with Euroclear Sweden AB. Such re-registration must be made as of 18 June 2020 and the banker or broker should therefore be notified in due time before said date.

B. Agenda

Proposal for Agenda

1. Opening of the Meeting.
2. Election of Chairman of the Meeting.
3. Preparation and approval of the voting list.
4. Approval of the agenda.
5. Election of one or two person(s) to approve the minutes.
6. Determination of compliance with the rules of convocation.
7. Report by the President and CEO.
8. Presentation of
 - a. the Annual Report and the Auditor's Report and the Consolidated Financial Statements and the Group Auditor's Report,
 - b. proposal for disposition of the company's results, and
 - c. the statement by the auditor on the compliance with the guidelines for remuneration to management applicable since the last AGM.

9. Resolution regarding
 - a. adoption of the Income Statement and the Balance Sheet and the Consolidated Income Statement and the Consolidated Balance Sheet,
 - b. appropriation of the company's result according to the adopted Balance Sheet, and
 - c. discharge from liability of the Board of Directors and the President and CEO.
10. Determination of the number of board members and deputies.
11. Establishment of fees to the Board of Directors and the auditors.
12. Election of the members of the Board of Directors and auditors.
13. Election of members of the Nomination Committee.
14. Guidelines for remuneration of senior executives.
15. Proposal regarding authorisation for the Board of Directors to resolve on issue of shares, warrants and/or convertibles.
16. Proposal regarding amendment of the Articles of Association.
17. Closing of the Meeting.

Proposals

Appropriation of the company's result (item 9 b)

The Board of Directors has proposed that no dividend is to be distributed for the financial year 2019 and that the company's profit of in total SEK 182,007,709.59, including this year's result of SEK -126,166,217.04 should be carried forward.

Proposal of the Nomination Committee (item 2 and items 10-12)

The Nomination Committee, consisting of Stéphane Hamelin (Holdham S.A.), Christian Paulsson (Paulsson Advisory AB) and Ulf Hedlundh (Svolder AB), has made the following proposals:

- that Christian Paulsson shall be elected Chairman of the AGM;
- that the Board of Directors shall consist of seven board members without any deputies;
- that Christian Paulsson, Eric Joan, Mikael Ekdahl, Stéphane Hamelin, Helena Persson and Stefan Lager shall be re-elected and new election of Per Åhlgren as ordinary board members for the period up to and including the AGM 2021;
- that re-election shall be made of Christian Paulsson as Chairman of the Board;
- that fees to the board members shall be paid by in total SEK 1,200,000 (committee work excluded) to be distributed among the board members as follows: SEK 300,000 to the Chairman and SEK 150,000 to each of the other board members elected by the General Meeting and not employed with the company, and fees for work in the Audit Committee shall be SEK 100,000 to the Chairman and SEK 50,000 to each member;
- that the accounting company PricewaterhouseCoopers AB shall be elected auditor of the company for a one year period of mandate, in accordance with the Audit Committee's recommendation, consequently, up to and including the AGM 2021, whereby the accounting company has informed that the authorised public accountant Lars Nilsson will be appointed as auditor in charge, and
- that the auditor's fees shall be paid according to agreement.

Per Åhlgren (born 1960), with a M.Sc. in Business and Economics from Stockholm School of Economics, is CEO and board member of Runaware Holding AB since 2011. Per has many years of experience in executive positions within Salomon Brothers International Ltd, Bear Stearns International Ltd and Deutsche Morgan Grenfell Ltd, is co-founder of Mangold AB and founder of GoMobile Nu AB and Eurotrade Securities S.A. Per is also Chairman of the Board of WeSC AB and Mangold AB and board member of GoMobile Nu AB.

Nomination Committee (item 13)

Shareholders representing approximately 37 per cent of all shares and votes in the company have proposed that a Nomination Committee shall be appointed also for the AGM 2021 and:

- that the Nomination Committee shall have three members;
- that Stéphane Hamelin (Holdham S.A.), Christian Paulsson (Paulsson Advisory AB) and Ulf Hedlundh (Svolder AB) shall be re-elected as members of the Nomination Committee;
- that Stéphane Hamelin shall be elected as Chairman of the Nomination Committee;
- that if a shareholder represented by any of the members of the Nomination Committee should substantially reduce its shareholding in the company or in the event a member no longer is employed with such shareholder or for any other reason should leave the Nomination Committee before the AGM 2021, the Nomination Committee shall be entitled to appoint another representative of the major shareholders to replace such member; and
- that the tasks of the Nomination Committee shall be to prepare election of Chairman and other board members, election of Chairman of the AGM, instruction to the Nomination Committee, fee proposals and related issues before the AGM 2021, and, in conjunction with the Audit Committee, election of auditor.

Guidelines for remuneration of senior executives (item 14)

The Board of Directors proposes that the AGM shall resolve on guidelines for remuneration to the CEO and 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 Manager United Kingdom and Business Unit Manager South Europe and North Africa, also Business Unit Manager Bong Retail Solutions fall within the provisions of these guidelines. 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 2020. 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 interests and sustainability

In short, the company's business strategy is the following. Bong is one of the leading envelope manufacturers 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 where 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: sjukvårdförsäkring*) 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 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 remuneration, 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 the 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.

Proposal regarding authorisation for the Board of Directors to resolve on issue of shares, warrants and/or convertibles (item 15)

The Board of Directors proposes that the AGM authorises the Board of Directors to, on one or several occasions during the period up until the next AGM, with or without deviation from the shareholders' preferential right, resolve on issues of shares, warrants and/or convertibles. The authorisation shall also include the right to resolve on issues of shares, warrants and/or convertibles with terms concerning issues in kind, offset rights or other terms stated in the Swedish Companies Act. The total number of shares that may be issued by virtue of the authorisation shall be within the limits of the share capital as stated in the Articles of Association.

The purpose of the authorisation is to strengthen the company's capital base and equity ratio or to ensure financing of acquisitions of companies or businesses. Issues by virtue of the authorisation shall be made on market conditions.

The Board of Directors further proposes that the Managing Director, or anyone appointed by the Managing Director, shall have the right to make any adjustments that may be necessary in connection with the registration of the resolution with the Swedish Companies Registration Office (*Sw. Bolagsverket*) or Euroclear Sweden AB.

The resolution requires approval from shareholders representing at least two-thirds of both the number of votes cast as well as the shares represented at the general meeting in order to be valid.

Proposal regarding amendment of the Articles of Association (item 16)

The Board of Directors proposes that the AGM resolves on amendment of the Articles of Association in accordance with the below in order to adapt the Articles of Association to changes in legislation made since the latest amendment of the Articles of Association and upcoming changes due to the implementation of the EU Shareholder Rights Directive.

§ 1

The term "trade name" (*Sw. firma*) has been replaced by the term "company name" by the new Swedish Companies Name Act (*Sw. lag om företagsnamn*). The Board of Directors proposes that the wording in § 1 of the Articles of Association is amended so that the term "trade name" is replaced with "company name".

§ 2

The Board of Directors proposes that the wording in § 2 of the Articles of Association is amended so that reference is made to the Banking and Financing Business Act (2004:297) which has replaced the Financing Business Act (1992:1610).

§ 11

An expected change of legislation during 2020 will entail that the wording in the current Articles of Association regarding the right to participate at general meetings will be in conflict with applicable law. The Board of Directors therefore proposes that the wording in § 11 of the Articles of Association is amended in accordance with the below so that the reference to the obligation for shareholders who wish to participate at general meetings to be included in the share register five working days prior to the general meeting is removed.

Current wording

A notice of a general meeting shall be given by announcement in

Proposed wording

A notice of a general meeting shall be given by announcement in

Post- och Inrikes Tidningar (the Swedish Official Gazette) and on the company's website. It shall be published in Dagens Industri that a notice of a general meeting has been given. Shareholders wishing to attend the general meeting must be recorded in a transcript or other presentation of the complete share register relating to facts recorded five (5) weekdays prior to the meeting and notify the company of their intention to attend not later than 12.00 p.m. on the day specified in the notice of the general meeting. The last-mentioned day must not be a Sunday, any other public holiday, Saturday, Midsummer's Eve, Christmas Eve or New Year's Eve and may not occur earlier than the fifth weekday prior to the general meeting. A shareholder is entitled to bring one or two assistants to the general meeting; provided however, that the shareholder notifies the company of the number of assistants in the manner stated in the previous paragraph.

Post- och Inrikes Tidningar (the Swedish Official Gazette) and on the company's website. It shall be published in Dagens Industri that a notice of a general meeting has been given. Shareholders wishing to attend the general meeting must be recorded in a transcript or other presentation of the complete share register relating to facts recorded five (5) weekdays prior to the meeting and notify the company of their intention to attend not later than 12.00 p.m. on the day specified in the notice of the general meeting. The last-mentioned *This* day must not be a Sunday, any other public holiday, Saturday, Midsummer's Eve, Christmas Eve or New Year's Eve and may not occur earlier than the fifth weekday prior to the general meeting. A shareholder is entitled to bring one or two assistants to the general meeting; provided however, that the shareholder notifies the company of the number of assistants in the manner stated in the previous paragraph.

§ 12

The Board of Directors proposes that the wording in § 12 of the Articles of Association is amended so that reference is made to the current wording of the title of the statute, that is the Swedish *Central Securities Depositories and Financial Instruments Accounts Act* (1998:1479).

The Board of Directors further proposes that the general meeting authorises the Managing Director, or anyone appointed by the Managing Director, to make any adjustments that may be necessary in connection with the registration of the resolution with the Swedish Companies Registration Office.

The resolution requires approval from shareholders representing at least two-thirds of both the number of votes cast as well as the shares represented at the general meeting in order to be valid.

C. Available Documentation

The Annual Report and the auditor's statement, the complete proposal of the Board of Directors for resolution according to the items 14-16, as well as the statement by the auditor regarding whether the guidelines for remuneration to the management have been observed and the report by the Board of Directors on the remuneration committee's evaluation of variable remuneration to senior executives, etc., are available to the shareholders at the company as from Thursday 4 June 2020. The Annual Report will not, as previous years, be sent to all shareholders, but copies will be sent to shareholders on request and will be available at the General Meeting. The above documents and the Annual Report will as from said date also be available on the company's website www.bong.com.

D. Number of Shares and Votes in the Company

At the issue of this notice, the total number of shares and votes in the company amounts to 211,205,058.

E. Information at the AGM

The Board of Directors and the CEO shall at the AGM, if any shareholder so requests and the Board of Directors believes that it can be done without significant harm to the company, provide information regarding circumstances that (i) may affect the assessment of an item on the agenda, (ii) circumstances that may affect the assessment of the company's or its subsidiaries' financial position and (iii) the company's relation to another group.

F. Processing of personal data

For information about the processing of your personal data, see <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

Kristianstad in May 2020

The Board of Directors

BONG AB (publ)