

## ANNUAL GENERAL MEETING IN BE GROUP AB

Shareholders in BE Group AB (publ) are hereby invited to attend the Annual General Meeting to be held at 3.00 p.m. on Thursday 26 April 2018, at Malmö Börshus, Skeppsbron 2 in Malmö.

### Right to attend

Shareholders who wish to attend the Annual General Meeting must:

- (i) be recorded in the share register kept by Euroclear Sweden AB on Friday 20 April 2018  
and
- (ii) notify the company of their intention to attend the meeting no later than on Friday 20 April 2018, preferably before 12.00 noon.

In order to participate in the meeting, shareholders with nominee-registered shares should request their bank or broker to have the shares temporarily owner-registered with Euroclear Sweden AB. Such registration must be effected by Friday 20 April 2018. Shareholders must, well in advance of this date, instruct their nominees to carry out such registration.

### Notice of attendance

Notice of attendance shall be made by telephone +46 40 38 42 00 or on the company website, [www.begroup.com](http://www.begroup.com). The notice of attendance shall state name, personal identity number/corporate identity number, address, telephone number, shareholding and number of advisors. Shareholders represented by proxy must issue a power of attorney for the proxy. A proxy form is available at the company and on the company website. Representative of a legal entity shall submit a copy of the certificate of registration or similar papers of authorisation indicating persons authorised to sign on behalf of the legal entity. In order to facilitate the entrance to the meeting, the original power of attorney and documents of authorisation should be provided to the company at the address BE Group AB, Attn: Jessica Lydevik, Box 225, SE 201 22 Malmö, Sweden, on Wednesday 25 April 2018 at the latest.

### 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 whether the meeting has been duly convened
7. Presentation of
  - a) the Annual Report and the Auditor's Report and the Consolidated Financial Statements and the Auditor's Report on the Consolidated Financial Statements
  - b) the Board of Directors' proposal for appropriation of the company's profit or loss
  - c) statement by the Auditor whether applicable guidelines for remuneration to senior executives has been complied with
8. Report on the work of the Board of Directors and the Committees
9. The CEO's report
10. Resolutions regarding
  - a) the adoption of the Statement of Income and the Balance Sheet and the Consolidated Statement of Income and the Consolidated Balance Sheet
  - b) the appropriation of the company's profit or loss according to the adopted Balance Sheet

- c) the discharge from liability of the Board members and the CEO for the financial year 2017
11. Establishment of the number of Board members
  12. Establishment of fees to the Board members and the Auditor
  13. Election of Board members
  14. Election of Auditor
  15. Determination of guidelines for remuneration to senior executives
  16. Resolution on the authorisation of the Board of Directors to decide on the transfer of the company's own shares
  17. Closing of the meeting

**Proposal for election of chairman of the meeting (item 2)**

The Nomination Committee of BE Group for the Annual General Meeting 2018, consisting of Bengt Stillström (AB Traction), Martin Nilsson (Catella fonder), Jan Andersson (Swedbank Robur fonder) and Petter Stillström (chairman of the Board of BE Group), has proposed that Petter Stillström is to be elected chairman of the meeting.

**Proposal for appropriation of the company's profit or loss (item 10 b)**

The Board of Directors has proposed that no dividend is to be distributed for the financial year 2017 and that the results of the company of SEK 266,100,751 in total, including this year's loss of SEK 990,087, should be carried forward.

**Proposal for establishment of the number of Board members (item 11)**

The Nomination Committee has proposed that the number of Board members shall be 5 without any deputy members.

**Proposal for establishment of fees to the Board members and the Auditor (item 12)**

The Nomination Committee has proposed that fees to the Board members shall amount to a total of SEK 1,260,000 whereof unchanged, SEK 420,000 to the chairman of the Board and unchanged SEK 210,000 to each of the other Board members elected by the general meeting. For work in the Audit Committee an unchanged remuneration of SEK 70,000 shall be paid to the chairman and SEK 40,000 shall be paid to each of the other committee members, whereas for work in the Remuneration Committee no remuneration shall be distributed (unchanged).

The Nomination Committee has further proposed that fees to the Auditor should be paid according to approved invoices.

**Proposal for election of Board members (item 13)**

The Nomination Committee has proposed re-election of Board members Lars Olof Nilsson, Mikael Sjölund, Petter Stillström and Jörgen Zahlin and new election of Carina Andersson.

Carina Andersson, born in 1964, is a Mining Engineer. She has previously held leading positions at among others Sandvik, Ramnäs Bruk and Fagersta Stainless och she is member of the Board of Beijer Alma, Gränges, Sintercast and Systemair.

The Nomination Committee has proposed re-election of Petter Stillström as chairman of the Board.

**Proposal for election of Auditor (item 14)**

The Nomination Committee has, in accordance with the Audit Committee's recommendation, proposed re-election of the registered accounting company Öhrlings PricewaterhouseCoopers

AB for a term of one year. Öhrlings PricewaterhouseCoopers AB has informed the company that, should it be elected, Eva Carlsvi will be chief responsible auditor.

#### **Determination of guidelines for remuneration to senior executives (item 15)**

The Board of Directors proposes that the Annual General Meeting resolves to adopt unchanged guidelines for remuneration to senior executives, mainly in accordance with the following.

The remuneration to senior executives shall consist of a fixed salary, variable salary, pension and other benefits. The total remuneration shall be in accordance with market conditions. The fixed remuneration shall be individual and differentiated with regard to the responsibility and achievements of the individual and shall be set annually. A variable remuneration shall be related to the fulfilment of annual pre-determined well defined targets and amount to a maximum of 50% of the fixed remuneration.

The pension shall be fee-based and correspond to a maximum of 30% of the fixed annual salary.

Upon notice by BE Group, the fixed salary during the notice period shall not exceed an amount equal to 12 months fixed salary.

#### **Proposal for a resolution on the authorisation of the Board of Directors to decide on transfer of the company's own shares (item 16)**

In order to enable BE Group to finance minor company acquisitions and to give the Board of Directors the opportunity to adjust the company's capital structure, the Board of Directors proposes the Annual General Meeting to authorise the Board of Directors to decide, on one or several occasions no later than the Annual General Meeting 2019, on the transfer of the company's own shares. Transfer of shares may be made with deviation from the shareholders' preferential right of maximum 26,920 shares equivalent to the company's existing holding of own shares. Transfer of shares may take place as payment of whole or part of the purchase price at the acquisition of a company or business or part of a company or business and the consideration shall be equal to the assessed market value of the share. On such transfer, payment may be made by assets contributed in kind or by set-off of a claim against BE Group. Transfer may also be made against cash payment by sale on Nasdaq Stockholm, at a price within the price interval that may be registered at any given time, i.e. the interval between the highest purchase price and the lowest sales price at the time of transfer. The Board of Directors shall be entitled to determine the other terms and conditions of the transfer.

#### *Voting majority*

The resolution of the meeting on the authorisation of the Board of Directors to decide on transfer of the company's own shares is subject to the support of shareholders representing at least two-thirds of both the number of votes cast and the shares represented at the meeting in order to be valid.

#### **Information at the Annual General Meeting**

The Board and the CEO shall at the Annual General Meeting, if any shareholder so requests and the Board believes that it can be done without significant harm to the company, provide information regarding circumstances that may affect the assessment of an item on the agenda, circumstances that can affect the assessment of the company's or its subsidiaries' financial position and the company's relation to other companies within the group.



### **Available documents**

Accounting documents, the Auditor's Report, the statement by the auditor whether applicable guidelines for remuneration to senior executives has been complied with and the complete proposal of the Board of Directors for resolution on guidelines for remuneration to senior executives and other documents under items 15-16 will be available at the company and on the company's website [www.begroup.com](http://www.begroup.com) no later than 5 April 2018 and will be sent to all shareholders upon request. Copies will also be available at the Annual General Meeting. The Nomination Committee's motivated statement on its proposal for Board of Directors is available on the company's website, [www.begroup.com](http://www.begroup.com).

### **Number of shares and votes in the company**

At the time of this notice, the total number of shares and votes in the company amounts to 13,010,124. The company's holding of own shares amounts to 26,920 and such shares do not entitle to any voting right as long as the company is the holder of the shares.

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Malmö in March 2018  
**BE Group AB (publ)**  
*The Board of Directors*

### **For further information, please contact:**

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<p>This information is information that BE Group AB (publ) is obliged to make public pursuant to the EU Market Abuse Regulation. The information was submitted for publication, through the agency of the contact persons set out above, at 9.00 a.m. CET on 26 March 2018.</p>
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*BE Group, listed on Nasdaq Stockholm, is a trading and service company in steel, stainless steel and aluminium. BE Group offers efficient distribution and value-adding production services to customers primarily in the construction and engineering sectors. In 2017, the Group reported sales of SEK 4.3 billion. BE Group has about 700 employees, with Sweden and Finland as its largest markets. The head office is located in Malmö, Sweden. Read more about BE Group at [www.begroup.com](http://www.begroup.com).*