

## ANNUAL GENERAL MEETING IN BE GROUP

Notice is given to the shareholders of BE Group AB (publ), reg. no. 556578-4724 of the annual general meeting to be held on April 20, 2021.

Due to the coronavirus and to curb the spread of the virus, the board of directors has decided that the annual general meeting should be conducted by way of postal vote pursuant to temporary legislation being in effect in 2021. This means that the annual general meeting will be held without the physical presence of shareholders, representatives or third parties. The shareholders will only be able to exercise their voting rights by postal voting in the manner prescribed below.

### Right to attend

A person who wishes to participate in the annual general meeting by postal voting must

- be listed as a shareholder in the presentation of the share register kept by Euroclear Sweden AB concerning the circumstances on April 12, 2021, and
- give notice of participation no later than April 19, 2021, by casting its postal vote in accordance with the instructions under the heading "*Postal voting*" below so that the postal voting form is received by BE Group no later than that day.

In order to be entitled to participate in the annual general meeting, a shareholder whose shares are registered in the name of a nominee must, in addition to giving notice of participation in the annual general meeting by submitting its postal vote, register its shares in its own name so that the shareholder is listed in the presentation of the share register as of, April 12, 2021. Such registration may be temporary (so-called voting rights registration), and request for such voting rights registration shall be made to the nominee in accordance with the nominee's routines at such a time in advance as decided by the nominee. Voting rights registrations that have been made by the nominee no later than April 14, 2021 will be taken into account in the presentation of the share register.

### Postal voting

Shareholders may exercise their voting rights at the annual general meeting only by postal voting in accordance with section 22 of the Act (2020:198) on temporary exceptions to facilitate the execution of general meetings in companies and other associations. A special form must be used for the postal vote. The form is available on the company's website [www.begroup.com](http://www.begroup.com). The postal vote form is considered as notice to participate in the annual general meeting.

In order to be considered, the completed and signed form must be received by BE Group no later than, April 19, 2021. The completed and signed form must be sent to by mail to BE Group AB, Attn Jessica Lydevik, Box 225, SE-201 22 Malmö, mark the envelope with "Postal Vote", or by email to [postrostning@begroup.com](mailto:postrostning@begroup.com), type "Postal Vote" in the subject line.

If the shareholder submits its postal vote by proxy, a power of attorney must be attached to the postal voting form. Proxy forms in Swedish and in English are available on the company's website [www.begroup.com](http://www.begroup.com) and also upon request. A power of attorney is valid (1) year from its issue date or such longer time period as set out in the power of attorney, however not more than (5) years. If the shareholder is a legal person, a registration certificate or other

authorization document, not older than one (1) year, must be attached to the form, listing the authorized signatories.

The shareholders may not provide special instructions or conditions to the postal vote. If so, the entire postal vote is invalid. Further instructions and conditions can be found in the postal voting form.

### **Shareholders' right to receive information**

The board of directors and CEO shall, if any shareholder so requests and the board of directors believes that it can be done without material harm to the company, provide information regarding circumstances that may affect the assessment of an item on the agenda, circumstances that may affect the assessment of the company's or its subsidiaries' financial situation and the company's relation to another company within the group. A request for such information shall be made in writing to the company no later than ten days prior to the annual general meeting, i.e. no later than April 10, 2021, at BE Group AB, Attn Jessica Lydevik, Box 225, SE-201 22 Malmö, or by email to [poströstning@begroup.com](mailto:poströstning@begroup.com). The information will be made available on the company's website [www.begroup.com](http://www.begroup.com) and at the company's head office, Krangatan 4B, SE-211 24 Malmö, Sweden, no later than, April 15, 2021. The information will also be sent to any shareholder who so requests and who states its address or e-mail.

### **Proposal for agenda**

1. Election of chairman of the meeting
2. Election of one or two person/s to approve the minutes
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Determination of whether the meeting has been duly convened
6. 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
  - c) statement by the auditor whether applicable guidelines for remuneration to senior executives has been complied with
7. 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 according to the adopted Balance Sheet,
  - c) the discharge from liability of the board members and the CEO for the financial year 2020
8. Establishment of the number of board members
9. Establishment of fees to the board members and the auditor
10. Election of board members
  - a) Carina Andersson, (re-election)
  - b) Lars Olof Nilsson, (re-election)
  - c) Mats O Paulsson, (re-election)
  - d) Petter Stillström, (re-election)
  - e) Jörgen Zahlin (re-election)
  - f) Jörgen Zahlin as chairman of the board (re-election).
11. Election of auditor
12. Approval of remuneration report
13. Resolution on the authorization of the board of directors to decide on the transfer of the company's own shares
14. Resolution on amendment of the Articles of Association

**Proposal for election of chairman of the meeting (item 1)**

The Nomination Committee of BE Group for the annual general meeting 2021, consisting of Petter Stillström (AB Traction), Alf Svedulf (Svedulf Fastighets AB), Johan Ahldin (The Pure Circle AB) and Jörgen Zahlin (chairman of the board of BE Group), of which AB Traction and Svedulf Fastighets AB together are representing 47% of the shares and votes in the company, has proposed that Jörgen Zahlin is to be elected chairman of the meeting.

**Election of one or two person/s to approve the minutes (item 2)**

Alf Svedulf, or if one of them is prevented from participating, a person appointed by the board, are proposed to approve the minutes. The assignment to approve the minutes also includes approve the voting list and that the received postal votes are correctly reflected in the minutes of the meeting.

**Preparation and approval of the voting list (item 3)**

The voting list proposed to be approved is the voting list prepared by the company, based on the general meeting share register and received postal votes, controlled and approved by the persons assigned to approve the minutes.

**Proposal for appropriation of the company's profit according to the adopted Balance Sheet (item 7 b)**

The board of directors has proposed that no dividend is to be distributed for the financial year 2020 and that the available funds of the company of SEK 423 621 208 in total, including this year's result of SEK 73 008 862, should be carried forward.

**Proposal for establishment of the number of board members (item 8)**

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 9)**

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. For work in the Remuneration Committee no remuneration shall be paid.

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 10)**

The Nomination Committee has proposed re-election of board members Carina Andersson, Lars Olof Nilsson, Mats O Paulsson, Petter Stillström and Jörgen Zahlin.

The Nomination Committee has proposed re-election of Jörgen Zahlin as chairman of the board. If the assignment as chairman should end prematurely, the board shall among itself elect a new chairman for the period up until a new chairman has been elected by the general meeting.

**Proposal for election of auditor (item 11)**

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.

### **Approval of remuneration report (item 12)**

The board of directors proposes that the annual general meeting resolves to approve the board of directors' report regarding compensation pursuant to Chapter 8, Section 53 a of the Swedish Companies Act.

### **Proposal for a resolution on the authorization of the board of directors to decide on transfer of the company's own shares (item 13)**

In order to enable BE Group to finance minor company acquisitions, the board of directors proposes the annual general meeting to authorize the board of directors to decide, on one or several occasions no later than the annual general meeting 2022, 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 authorization 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.

### **Proposal for a resolution on amendment of the Articles of Association (item 14)**

According to Chapter 7, Section 4 of the Swedish Companies Act, the board of directors may collect proxies for the general meeting if provided for in the articles of association. According to Chapter 7, Section 4 a of the Swedish Companies Act it may also be provided for in the articles of association that the board of directors may decide that the shareholders shall be able to exercise their voting rights by post before the general meeting.

In order to be able to use the alternatives provided by the Swedish Companies Act with regard to decisions on proxy collection and postal voting, the board of directors proposes that a new article 10 is included in the Articles of Association, with the wording set out below, and that the Articles of Association be re-numbered so that the current article 10 becomes article 11 and the current article 11 becomes article 12.

#### **Proposed wording**

##### **§ 10**

*The board of directors may collect proxies pursuant to the procedure stated in Chapter 7, Section 4, second paragraph of the Swedish Companies Act.*

*The board of directors may decide before a General Meeting that the shareholders shall be able to exercise their voting rights by post before the General Meeting pursuant to the procedure stated in Chapter 7, Section 4 a of the Swedish Companies Act.*



### *Voting majority*

The resolution of the meeting on amendment of the Articles of Association 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.

### **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 proposals of the board and other documents under items 12-14, will be available at the company and on the company's website [www.begroup.com](http://www.begroup.com) no later than March 30, 2021 and will be sent to all shareholders upon request. 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). The documents above are presented on the annual general meeting by being kept available at the company, on its website, and by being sent to any shareholder who so requests and provides an address or an email.

### **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 if the company is the holder of the shares.

### **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>.

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Malmö in March 2021  
**BE Group AB (publ)**  
*The board of directors*

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

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*BE Group, which is listed on the Nasdaq Stockholm exchange, is a trading and service company in steel, stainless steel and aluminum. BE Group offers efficient distribution and value-adding production services to customers primarily in the construction and manufacturing industries. In 2020, the Group reported sales of SEK 3.7 billion. BE Group has approximately 630 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).*