

PRESS RELEASE

Notice for the Annual General Meeting of B&B TOOLS AB to be held 23 August 2012

Welcome to the 2012 Annual General Meeting!

The shareholders of B&B TOOLS AB (publ)

are hereby given notice to attend the Annual General Meeting of Shareholders to be held at 4:30 p.m. on Thursday, 23 August 2012, at Näringslivets Hus, Storgatan 19, Stockholm.

NOTICE OF PARTICIPATION

Shareholders who wish to participate in the Annual General Meeting must:

- a) be recorded in the share register maintained by Euroclear Sweden AB not later than Friday, 17 August 2012
- b) file notice of their intention to participate with the Company's head office not later than 3:00 p.m. on Friday, 17 August 2012 at B&B TOOLS AB (publ), PO Box 10024, SE-100 55 Stockholm, Sweden, by telephone at +46 10 454 79 60 or by e-mail at arsstamma2012@bbtools.com.

Such notice must contain the shareholder's name, civil registration number (corporate registration number), telephone number (daytime), registered shareholding and the names of any attending advisors.

The shareholder's rights at the Annual General Meeting may be exercised by proxy. A Power of Attorney for a legal entity must be signed by an authorised signatory and a copy of a current certificate of incorporation, stating the authorised signatory, must be attached. The Power of Attorney may not be more than one year old. A copy of the Power of Attorney must be submitted together with the notice and shall be presented in its original prior to the start of the Meeting.

To exercise their voting rights at the Meeting, shareholders whose shares are registered in the name of a nominee must temporarily register their shares in their own name via their nominee. Such registration must be completed not later than Friday, 17 August 2012.

Shareholders who wish to submit matters to be addressed by the Annual General Meeting under the item "Other matters" are welcome to send an e-mail outlining the matters to be addressed to arsstamma2012@bbtools.com or to send a letter to Annual General Meeting 2012, B&B TOOLS AB, PO Box 10024, SE-100 55 Stockholm, Sweden.

PROPOSED AGENDA

1. Opening of the Meeting.
2. Election of Chairman to preside over the Meeting.
3. Compilation and approval of the Electoral Register.
4. Approval of the agenda proposed by the Board of Directors for the Meeting.
5. Election of one or two persons to approve the minutes to be taken at the Meeting.
6. Determination of whether or not the Meeting has been duly convened.
7. Presentation of the Annual Report and Audit Report and the consolidated financial statements and consolidated Audit Report, as well as an account by the Company's auditor.
8. Address by the President & CEO.
9. Resolutions regarding:
 - a) adoption of the income statement and balance sheet and the consolidated income statement and consolidated balance sheet,
 - b) allocation of the Company's profit according to the adopted balance sheet,
 - c) discharge from liability for the Directors and the President & CEO.
10. Determination of the number of Directors.
11. Adoption of fees for the Board of Directors and the auditors.
12. Election of Directors and Chairman of the Board of Directors.
13. Election of registered accounting firm.
14. Resolution regarding principles governing the appointment and tasks of the Election Committee.
15. Adoption of guidelines for determining remuneration and other terms of employment for the President & CEO and other members of Group management.
16. Other matters.
17. Close of the Meeting.

MOTIONS PROPOSED BY THE ELECTION COMMITTEE CONCERNING ITEMS 2 AND 10-14 ABOVE

At the Annual General Meeting of Shareholders held on 25 August 2011, a motion was passed to authorise the Chairman of the Board of Directors to contact the largest shareholders by vote, requesting them to appoint four members who, together with the Chairman of the Board, would constitute an Election Committee for the future election of Directors. In accordance herewith and as reported in the Company's Interim Report published on 7 February 2012, the following persons were appointed to serve as members of the Election Committee: Anders Börjesson (Chairman of the Election Committee), Björn Franzon (representative of Swedbank Robur funds), Conny Karlsson (representative of CapMan Public Market Investment), Per Trygg (representative of SEB Funds) and Tom Hedelius.

The Election Committee, the members of which represent approximately 50 percent of the total number of votes, has reported that it will propose that the Annual General Meeting of Shareholders to be held on 23 August 2012 resolve as follows with respect to the above matters:

Item 2 Election of Chairman to preside over the Meeting

Tom Hedelius.

Item 10 Determination of the number of Directors

Seven regular Directors (preceding year: six Directors).

Item 11 Adoption of fees for the Board of Directors and the auditors

Aggregate Directors' fees of SEK 1,700,000 (preceding year: SEK 1,475,000) to be distributed as follows:

Chairman of the Board of Directors: SEK 450,000 (preceding year: SEK 450,000)
Vice Chairman of the Board of Directors: SEK 350,000 (preceding year: SEK 350,000)
Other Directors who are not employees of the Company: SEK 225,000 (preceding year: SEK 225,000) per Director.

This motion entails higher fees compared with the preceding year, since it has been proposed that the Board be expanded to include an additional Director.

No separate remuneration is paid for committee work.

Provided that the necessary tax prerequisites for invoicing exist and that doing so would not entail a cost for B&B TOOLS AB, Directors shall be offered the opportunity to invoice their Directors' fees through a wholly owned company or private business. If a Director invoices his/her Directors' fee through a wholly owned company or private business, the fee is to be increased by an amount corresponding to the social security contributions and value added tax stipulated by law.

As in the past, audit fees will be paid according to approved invoice.

Item 12 Election of Directors and Chairman of the Board of Directors

Re-election of Directors Per Axelsson, Anders Börjesson, Tom Hedelius, Joakim Rubin and Stefan Wigren. Election of new Directors Charlotte Hansson and Roger Bergqvist. Current Director Anita Pineus has declined re-election.

It is proposed that Anders Börjesson be elected as the new Chairman of the Board. Current Chairman of the Board Tom Hedelius has declined re-election as Chairman.

A presentation of the members of the Board of Directors is available in the Annual Report for the 2011/2012 financial year and on the Company's website at www.bbtools.com. Presentations of Charlotte Hansson and Roger Bergqvist are also available on the Company's website at www.bbtools.com.

Item 13 Election of registered accounting firm

Re-election of the registered accounting firm KPMG AB as the Company's auditors until the end of the 2013 Annual General Meeting.

Item 14 Resolution regarding principles governing the appointment and tasks of the Election Committee

The Election Committee proposes that, until a new Election Committee is appointed, the Election Committee shall consist of five members and that the Chairman of the Board of Directors shall be assigned to contact the largest shareholders in terms of votes and request that they appoint four members who, together with the Chairman of the Board, shall constitute the Election Committee. The selection of the shareholders to contact shall be based on the list of shareholders in place at the end of the respective calendar year. The Election Committee will appoint a Chairman among its members. The composition of the Election Committee shall be announced not later than six months before the Annual General Meeting. Information about the principles governing the appointment and tasks of the Election Committee, as well as the current composition of the Election Committee, shall be made available on the Company's website at www.bbtools.com.

The Election Committee is responsible for evaluating the composition and work of the Board and submitting motions to the Annual General Meeting regarding the Chairman to preside over the Annual General Meeting, the Chairman of the Board of Directors and other Directors, the auditors and deputy auditors or registered accounting firm, Directors' fees to be paid to each of the Directors, auditors' fees and, where applicable, propose changes to the principles governing the appointment of the Election Committee and the Election Committee's tasks. The Election Committee's motions are to be presented in the notice of the Annual General Meeting and on the Company's website at www.bbtools.com in conjunction with the publication of the notice. The Election Committee is also responsible for providing the Annual General Meeting with information on how it has conducted its work and presenting and motivating its motions.

In the event that a member of the Election Committee resigns or is prevented from fulfilling his/her assignment or in the event that a member of the Election Committee, or the owner represented by that member, has significantly reduced its ownership stake in the Company at the time of the Election Committee's meetings prior to the upcoming Annual General Meeting and provided that the Election Committee decides that the member should be replaced, the Election Committee shall appoint a new member for the remaining mandate period in accordance with the above principles. The new member is to be appointed based on the Company's list of shareholders as soon as possible after the resigning member has left his/her position or significantly reduced his/her ownership stake. Any changes to the composition of the Election Committee are to be announced immediately.

The Company shall pay the cost for out-of-pocket expenses incurred in conjunction with the Election Committee's assessment and/or recruitment of Board members. The members of the Election Committee receive no remuneration from the Company for their work.

The above principles governing the appointment and tasks of the Election Committee shall apply until the General Meeting of Shareholders decides to change them. It is the responsibility of the Election Committee, prior to a General Meeting of Shareholders, to determine whether the Election Committee finds it necessary to propose any changes to the principles in question to an Annual General Meeting.

MOTIONS PROPOSED BY THE BOARD OF DIRECTORS CONCERNING ITEMS 9 AND 15 ABOVE

Item 9 b Cash dividend and record date

The Board of Directors proposes a dividend to the shareholders of SEK 3.00 per share and Tuesday, 28 August 2012 as the record date for receiving dividends. Subject to the Annual General Meeting's approval of this motion, the dividend is expected to be remitted by Euroclear Sweden AB on Friday, 31 August 2012 to those shareholders whose names are entered in the share register on the record date.

Item 15 Adoption of guidelines for determining remuneration and other terms of employment for the President & CEO and other members of Group management

The Board aims to ensure that the award system in place for the President & CEO and the other four members of Group management is in line with market conditions and competitive. For the purpose of creating continuity, the motion of the Board of Directors below essentially conforms to the remuneration principles applied in prior years and is based on agreements already in force between B&B TOOLS AB and the respective employee.

The Board of Directors proposes that the guidelines set out below for determining remuneration and other terms of employment for Group management be adopted.

Guidelines proposed by the Board of Directors

For the Board of Directors, it is crucial that the Company is able to recruit, provide long-term motivation for and retain competent employees who create long and short-term shareholder value. To achieve this goal, it is important that the Company is able to offer competitive terms. The Company's remuneration levels and remuneration structure for Group management shall be in line with market conditions. The total remuneration package for the individuals in question shall comprise a balanced combination of fixed salary, variable remuneration, long-term incentive programmes, pension benefits and other benefits. Variable remuneration and long-term incentive programmes should primarily be linked to the Group's earnings and value performance.

- Fixed salary shall be adjusted to market conditions and be based on responsibility, competence and performance. Fixed salary is determined based on market principles and is reviewed annually.
- Variable remuneration shall be determined in relation to fixed salary and is set as a function of the Group's earnings.
- Members of Group management shall be included in a long-term incentive programme ("LTI programme").
- Pension benefits shall comprise either a defined-benefit pension plan or a defined-contribution plan, whose annual premium is determined as a function of fixed salary, variable remuneration and age. Certain individual adjustments occur. The retirement age for Group management is currently 65.
- Other benefits shall be in line with market conditions and help facilitate the ability of the members of Group management to perform their duties.
- In the event of termination of employment on the initiative of the President & CEO or another member of Group management, the period of notice is six months. In the event of termination of employment on the initiative of the Company, the period of notice is a maximum of 12 months. Severance pay may amount to a maximum of 12 months' salary.

The Board is entitled to deviate from the above guidelines in individual cases if special reasons exist.

The aim is that these guidelines shall apply to the agreements entered into with the President & CEO and other members of Group management during the 2012/2013 financial year.

The Company's financial statements and Audit Report, as well as the complete motion by the Board of Directors regarding Item 15 on the agenda, the Board's statement of explanation regarding the proposed dividend, the Board's evaluation of the remuneration paid to Group management in 2011/2012 and the auditor's statement regarding the aforementioned remuneration, will be available at the Company's offices and on the Company's website at www.bbtools.com from Thursday, 2 August 2012 and will be sent to shareholders upon request. The statement of explanation regarding the Election Committee's motion concerning the Board of Directors under Item 12 on the agenda will be available on the Company's website at www.bbtools.com from Thursday, 19 July 2012.

Stockholm, July 2012

THE BOARD OF DIRECTORS

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B&B TOOLS may be required to disclose the above information in accordance with the Swedish Securities Markets Act, the Swedish Financial Instruments Trading Act or the regulations for issuers on NASDAQ OMX Stockholm. This information was submitted for publication on 19 July 2012 at 08:00 a.m.