

Corp. Reg. No. 556034-8590

Minutes taken at the Annual General Meeting of Shareholders of B&B TOOLS AB (publ) at IVAs Konferenscenter, Grev Turegatan 16 in Stockholm, on 21 August 2014.

§ 1

The Meeting was called to order by Anders Börjesson who welcomed all participants.

§ 2

Anders Börjesson was appointed Chairman to oversee the day's proceedings. Mats Karlqvist was assigned to take the minutes.

§ 3

The attached list of shareholders in attendance was approved as the list of shareholders entitled to vote at the Meeting (Appendix § 3).

§ 4

The Meeting approved the Board of Directors' proposed agenda.

§ 5

Arne Löow, representative of Fourth AP Fund, was appointed to approve the minutes of the Meeting, along with the Chairman.

§ 6

The Meeting confirmed that it had been duly convened.

§ 7

The Annual Report and the Auditors' Report, as well as the Consolidated Accounts and the Auditors' Report on the Consolidated Accounts for the financial year from 1 April 2013 to 31 March 2014 were presented (Appendix § 7).

Chief Auditor George Pettersson from KPMG presented the Auditors' Report and gave an account on the year's audit.

Under this item, the Chairman presented the work of the Board of Directors for the 2013/2014 financial year. The Corporate Governance Report on pages 18-21 of the Annual Report shows that the Board held 10 meetings at which minutes were taken, including one statutory meeting.

Thereafter, information was presented regarding the Company's Compensation Committee. The Compensation Committee makes decisions regarding the salaries and terms and conditions of senior executives and prepares motions for the terms and conditions for the President for approval by the Board of Directors. During the 2013/2014 financial year, the Compensation Committee held one meeting at which minutes were taken.

The Chairman also presented the work performed by the Audit Committee. The Audit Committee consists of the entire Board of Directors. The Audit Committee held one meeting during the 2013/2014 financial year during which the completed audit was reviewed.

§ 8

President Ulf Lilius presented the Group's operations, the results for the 2013/2014 financial year and the interim report for the first three months of the 2014/2015 financial year (1 April to 30 June 2014) and responded to questions from participants at the Annual General Meeting.

§ 9 a)

The Meeting adopted the Income Statement and Balance Sheet and the Consolidated Income Statement and Consolidated Balance Sheet according to the Annual Report.

§ 9 b)

In accordance with the motion approved by the Board of Directors and the Company's auditors, the Meeting resolved with immediate effect to:

pay a dividend to shareholders of SEK 3.50 per share	SEK 98,337 thousand
and	
carry forward to retained earnings	SEK 1,429,214 thousand

The Meeting resolved with immediate effect that the record date for the cash dividend shall be 26 August 2014.

§ 9 c)

In accordance with the recommendation of the auditors, the Meeting resolved to discharge the Board of Directors and the President from liability for the administration of the Company for the financial year from 1 April 2013 to 31 March 2014.

§ 10

As an introduction to this item, the Nomination Committee's spokesperson Per Trygg, representative of SEB Funds, presented the Committee's work pertaining to the evaluation of the composition of the Board of Directors and its work.

The Meeting resolved that the Company's Board of Directors shall consist of six regular members.

§ 11

The Meeting resolved to place SEK 1,880,000 at the disposal of the Board of Directors for the compensation of its members. The Compensation of the Board of Directors is allocated as follows: SEK 500,000 to the Chairman of the Board, SEK 380,000 to the Vice Chairman and SEK 250,000 to each of the other directors. No individual compensation is paid for committee work. It was noted that the fee for each individual director was unchanged compared with the preceding year.

Directors shall be able to invoice their Board fees through a wholly owned Swedish company or private business if current tax legislation allows for invoicing and provided that the Company will not incur any expense. If a director invoices his/her Board fee through a wholly owned company or private business, the fee shall be augmented by an amount equivalent to the statutory social security contributions and value-added tax.

Audit fees shall be paid in accordance with approved invoices.

§ 12

The following directors were re-elected:

Roger Bergqvist

Anders Börjesson

Charlotte Hansson

Tom Hedelius

Joakim Rubin

The following was elected as new Director:

Gunilla Spongh

Anders Börjesson was re-elected as Chairman of the Board.

§ 13

The Meeting resolved to re-elect the registered auditing firm of KPMG AB as the Company's auditor for the period ending with the closure of the 2015 Annual General Meeting. KPMG AB announced that Authorised Public Accountant Fredrik Westin will be appointed as Auditor in Charge.

§ 14

The Board of Directors' motion regarding the guidelines for determining compensation and other terms of employment for the President and other members of Group management was presented. The Meeting resolved to approve the motion presented by the Board of Directors for these guidelines (Appendix § 14).

§ 15

The Board of Directors' motion regarding the issuance of call options on repurchased shares and the conveyance of repurchased shares to executives was presented. The Meeting resolved, with the requisite majority, to approve the Board of Directors' motion regarding the issuance of call options on repurchased shares and the conveyance of repurchased shares to executives (Appendix § 15).

§ 16

The Meeting was closed by the Chairman.

After the Meeting, Chairman of the Board Anders Börjesson thanked the resigned Director Per Axelsson (who left the Board after 13 years) as well as the former Auditor in Charge George Pettersson (who, in accordance with the regulations, resign after 7 years) in a speech and presented them with flowers.

Minutes taken by:

Mats Karlqvist

Minutes approved by:

Anders Börjesson

Arne Lööv