



## **The Election Committee of B&B TOOLS AB's (publ) motions for resolutions, statement of explanation and account of its work ahead of the Annual General Meeting to be held on 20 August 2015**

### **Background**

In accordance with a resolution passed by the 2014 Annual General Meeting of B&B TOOLS, an Election Committee comprising representatives of the five largest shareholders/groups of shareholders based on the number of votes was announced on 10 February 2015. The Election Committee comprises Chairman of the Board Anders Börjesson, Tom Hedelius, Conny Karlsson (representative of CapMan Public Market Investment), Marianne Nilsson (representative of Swedbank Robur funds) and Per Trygg (representative of SEB Funds). Anders Börjesson was appointed by the Election Committee to serve as Chairman of the Election Committee. The members of the Election Committee represent approximately 45 percent of the total number of votes in B&B TOOLS AB.

In accordance with the principles adopted by the Annual General Meeting, the Election Committee has been tasked with formulating proposals on the following matters to be presented at B&B TOOLS' Annual General Meeting:

- Election of a Chairman for the 2015 Annual General Meeting,
- Election of Directors for the Company's Board and the Chairman of the Board,
- Fees to Directors, the Vice Chairman and the Chairman,
- Election of a registered accounting firm and fees to auditors, and
- Any changes to the principles for the composition of the Election Committee and the Election Committee's tasks.

The Election Committee has held two minuted meetings and maintained regular contact between the meetings. The Election Committee's basis for its work includes the Board's evaluation of its work during the year. To assess the demands that will be placed on the Board of Directors as a result of the position, strategic challenges and future focus of the Company, the Election Committee has discussed the size and composition of the Board, including how this relates to industry experience and competence, as well as how the work of the Board has been performed.

### **The Election committee's motions for resolution**

#### *Chairman of the Annual General Meeting 2015*

The Election Committee proposes that Chairman of the Board Anders Börjesson is appointed Chairman of the 2015 Annual General Meeting.

#### *Election of Directors for the Company's Board and the Chairman*

The Election Committee proposes the following:

- Six regular Directors
- Re-election of the current Directors: Roger Bergqvist, Anders Börjesson, Charlotte Hansson and Gunilla Spongh.  
Election of new Directors Fredrik Börjesson and Henrik Hedelius.  
Current Directors Tom Hedelius and Joakim Rubin has declined re-election.
- Re-election of Anders Börjesson as Chairman.

Taking into consideration B&B TOOLS' operations, stage of development, strategy and position, the Election Committee considers the composition of the proposed Board of Directors to be appropriate and characterised by diverse and broad expertise, experience and backgrounds. The Election Committee's assessment is that Fredrik Börjesson and Henrik Hedelius will contribute valuable expertise and experience to the Board and are well suited as Directors of B&B TOOLS. With respect to gender distribution, the proposed composition of the Board includes two women and four men. Accordingly, the proportion of women on the Board would be 33 percent, which is unchanged from the 2014 Annual General Meeting. The Election Committee considers diversity to be an important issue and urges all future Election Committees to continue working proactively to further increase the proportion of women on the Board.

The motion regarding the composition of the Board of Directors of B&B TOOLS AB complies with the requirements of the Swedish Corporate Governance Code with regard to independent Directors. All Directors except Anders Börjesson, Fredrik Börjesson and Henrik Hedelius are deemed independent in relation to the Company's major shareholders. All Directors are deemed independent in relation to the Company and executive management.

More detailed information about the proposed Directors is available on B&B TOOLS' website.

#### *Fees to Directors, the Vice Chairman and the Chairman*

The Election Committee proposes an adjustment of Directors' fee for each Director compared with the preceding year as follows:

- Fee for Directors elected by the General Meeting: SEK 260,000 per Director (preceding year: SEK 250,000)
- Fee for Vice Chairman of the Board: SEK 390,000 (preceding year: SEK 380,000)
- Fee for Chairman of the Board: SEK 520,000 (preceding year: SEK 500,000)

No separate fee is proposed for work on the Company's Audit or Remuneration Committee.

#### *Election of a registered accounting firm and fees to auditors*

The Election Committee proposes the re-election of the registered accounting firm KPMG AB for the period until the end of the next Annual General Meeting.

It is proposed that fees be paid according to approved invoice.

#### *Principles for the composition of the Election Committee and the Election Committee's tasks*

No changes are proposed to the principles on the appointment of and tasks for the Election Committee that were adopted by the 2012 Annual General Meeting.

Stockholm, July 2015

The Election Committee of B&B TOOLS AB