

PRESS RELEASE

Notice for the Annual General Meeting of B&B TOOLS AB to be held 25 August 2016

The shareholders of B&B TOOLS AB (publ), reg.no. 556034-8590, are hereby given notice to attend the Annual General Meeting of Shareholders to be held at 4:30 p.m. on Thursday, 25 August 2016, at IVA's Conference Centre, Grev Turegatan 16, Stockholm, Sweden. *Registration for the Meeting commences at 3.45 p.m.*

NOTICE OF PARTICIPATION

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

- a) be recorded in the share register maintained by Euroclear Sweden AB not later than Friday, 19 August 2016, and
- b) file notice of their intention to participate with the Company's head office not later than 3:00 p.m. on Friday, 19 August 2016 at B&B TOOLS AB (publ), Box 10024, SE-100 55 Stockholm, Sweden, by telephone at +46 10 454 79 60 or by e-mail at arsstamma2016@bbtools.com.

Notices must contain information about the shareholder's name, personal or corporate registration number, telephone number (daytime), registered shareholding and the names of any assisting counsel (maximum of two). All information submitted in the notice of participation will be processed and used for the 2016 Annual General Meeting.

To exercise their voting rights at the Meeting, shareholders whose shares are registered in the name of a nominee must temporarily re-register their shares in their own name via their nominee. Such re-registration must be completed not later than Friday, 19 August 2016.

The rights of shareholders at the Annual General Meeting may be exercised by proxy. A Power of Attorney for a legal entity must be dated and signed by an authorised signatory and a copy of a current certificate of incorporation naming the authorised signatory must be attached. 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.

The Company provides a Power of Attorney form to shareholders, and this form is available from the Company's head office and on the Company's website www.bbtools.com not later than 20 July 2016.

Shareholders who wish to submit matters to be addressed by the Annual General Meeting under the item "Other matters" are welcome to e-mail arsstamma2016@bbtools.com or to send a letter to "Annual General Meeting 2016", B&B TOOLS AB, 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) appropriation of the Company's profit according to the adopted balance sheet,
 - c) discharge from liability for the Directors and the President & CEO.
10. Report on the work of the Election Committee.
11. Determination of the number of Directors.
12. Adoption of fees for the Board of Directors and the auditors.
13. Election of Directors and Chairman of the Board of Directors.
14. Election of registered accounting firm.
15. Adoption of guidelines for determining remuneration and other terms of employment for the President & CEO and other members of Group management.
16. Resolution regarding authorisation for the Board of Directors to decide on the acquisition and conveyance of treasury shares.
17. Other matters.
18. Closing of the meeting.

MOTIONS PROPOSED BY THE ELECTION COMMITTEE CONCERNING ITEMS 2 AND 11-14 ABOVE

At the Annual General Meeting of Shareholders held on 20 August 2015, 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 announced in the Company's Interim Report published on 8 February 2016, the following persons were appointed to serve as members of the Election Committee: Anders Börjesson (Chairman of the Election Committee), Marianne Flink (representative of Swedbank Robur funds), Tom Hedelius, Jan Särilvik (representative of Nordea Funds) and Per Trygg (representative of SEB Funds).

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 25 August 2016 resolve as follows with respect to the above matters:

Item 2 Election of Chairman to preside over the Meeting

Chairman of the Board of Directors Anders Börjesson.

Item 11 Determination of the number of Directors

Six regular Directors.

Item 12 Adoption of fees for the Board of Directors and the auditors

Aggregate Directors' fees of SEK 1,820,000 (preceding year: SEK 1,950,000) to be distributed as follows:

Chairman of the Board of Directors: SEK 520,000 (preceding year: SEK 520,000)

Other Directors: SEK 260,000 per Director (preceding year: SEK 260,000).

According to this motion, the fee per director is unchanged compared with the preceding year. However, unlike in previous years, the Board does not intend to appoint an existing director as Vice Chairman of the Board, which means that the total directors' fee is lower than in the preceding year.

No separate remuneration is paid for committee work.

Provided that the necessary tax prerequisites for invoicing exist and 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 Swedish 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 13 Election of Directors and Chairman of the Board of Directors

Re-election of the current Directors Roger Bergqvist, Anders Börjesson, Fredrik Börjesson, Charlotte Hansson, Henrik Hedelius and Gunilla Spongh.

Re-election of Anders Börjesson as Chairman.

A presentation of the current members of the Board of Directors is available in the Annual Report for the 2015/2016 financial year and on the Company's website at www.bbtools.com.

Item 14 Election of registered accounting firm

Re-election of the registered accounting firm KPMG AB as the Company's auditor until the end of the 2017 Annual General Meeting.

MOTIONS PROPOSED BY THE BOARD OF DIRECTORS CONCERNING ITEMS 9 AND 15-16 ABOVE

Item 9 b Resolution regarding appropriation of the Company's profit according to the adopted balance sheet

The Board proposes that the Company's profits be disposed of so that MSEK 140 (112) is distributed to the shareholders and the remaining MSEK 1,928 (1,651) of the Company's profits be brought forward.

This means that the Board of Directors proposes a dividend to the shareholders of SEK 5.00 (4.00) per share and Monday, 29 August 2016 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 Thursday, 1 September 2016 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 members of the Group's senior management team ("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 the B&B TOOLS Group 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 is to be in line with market conditions. The total remuneration package for the individuals in question should comprise a balanced combination of fixed salary, variable salary, long-term incentive programmes, pension benefits and other benefits. Variable salary and long-term incentive programmes should primarily be linked to the Group's earnings and value performance.

- Fixed salary is to 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 salary is to be determined in relation to fixed salary and is set as a function of the Group's earnings.
- Members of Group management are to be included in a long-term incentive programme ("LTI programme").
- Pension benefits are to comprise either a defined-benefit pension plan or a defined-contribution plan, whose annual premium is determined as a function of fixed salary, variable salary and age. Certain individual adjustments occur. The retirement age for Group management is currently 65.
- Other benefits are to be in line with market conditions and enable the members of Group management to perform their duties.
- In the event of termination of employment at 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 2016/2017 financial year.

Item 16 Resolution regarding the authorisation of the Board to decide on the acquisition and conveyance of treasury shares

The Board proposes that the Annual General Meeting ("AGM") resolve to authorise the Board, prior to the next AGM, to acquire a maximum number of Class B shares so that the Company's holding of treasury shares at no time exceeds 10 percent of the total number of shares in the Company. Acquisitions are to be carried out on Nasdaq Stockholm in accordance with the stock exchange rules at a price that is within the registered price range at any given time, meaning the range between the highest purchase price and the lowest selling price. Acquisitions are to be paid for in cash and may be carried out on one or more occasions.

The Board also proposes that the AGM authorise the Board, prior to the next AGM, to divest Class B shares held in treasury by the Company in a manner other than on Nasdaq Stockholm. This mandate may be utilised on one or more occasions and encompasses all shares held in treasury by the Company at the time of the Board's decision. The mandate also entitles the Board to decide to deviate from the shareholders' preferential rights and stipulates that payment may be made by other means than money.

The purpose of this authorisation is to be able to adapt the Group's capital structure and to pay for future acquisitions of businesses and operations using treasury shares.

Holdings of treasury shares are also used to secure the Company's obligations under the share-based incentive programmes adopted at the 2013 and 2014 AGMs.

In accordance with Item 16, a resolution on the Board's motion requires the support of shareholders representing at least two-thirds of the votes cast and the shares represented at the AGM.

SHARES AND VOTES

The Company has issued a total of 28,436,416 shares, of which 1,063,780 are Class A shares and 27,372,636 are Class B shares, 340,000 of which are held in treasury by the Company. After deducting the shares held by the Company, the total number of votes amounts to 38,010,436. The above information pertains to the conditions at the time this notice was issued.

SHAREHOLDERS' RIGHT TO REQUEST INFORMATION

According to Chapter 7, Section 32 of the Swedish Companies Act, upon request from a shareholder and provided the Board determines that it is possible to do so without causing material damage to the Company, the Board and the President & CEO are required to provide information about any circumstances that could impact the manner in which an item on the agenda is addressed as well as any circumstances that could impact the assessment of the Company's financial situation. This disclosure obligation also encompasses the Company's relationships with other Group companies, the consolidated financial statements and any interactions with subsidiaries as described above.

DOCUMENTS

The Company's financial statements and Audit Report, as well as the complete motions by the Board of Directors regarding items 9b (including the Board's statement pursuant to chapter 18 section 4 of the Swedish Companies Act), 15 (including the Auditor's statements pursuant to chapter 8 section 54 of the Swedish Companies Act, and the Compensation Committee's evaluation of the application of the guidelines for remuneration to senior executives as adopted by the Annual General Meeting) and 16 (including the Board's statement pursuant to chapter 19 section 22 of the Swedish Companies Act) on the agenda will be available at the Company's offices and on the Company's website www.bbtools.com from Wednesday, 20 July 2016, and will be sent to the shareholders who so request and who provide their mailing address. The Election Committee's proposal to the Board and its statement of explanation will be available on the Company's website www.bbtools.com from Wednesday, 20 July 2016.

Stockholm, July 2016

THE BOARD OF DIRECTORS

This document is in all respects a translation of the Swedish original. In the event of any differences between this translation and the Swedish original, the latter shall prevail.

CONTACT INFORMATION

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This information is such that B&B TOOLS 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 person set out above, at 08:00 a.m. CET on 20 July 2016.