

## **Notice of Bergman & Beving's Annual General Meeting on 24 August 2017**

Shareholders in Bergman & Beving AB (publ), corp. reg. no. 556034-8590, are hereby given notice to attend the Annual General Meeting (AGM) on 24 August 2017, at 4:30 p.m. at IVA Conference Centre, Grev Turegatan 16, Stockholm, Sweden. Registration for the meeting will begin at 3:45 p.m.

### **NOTICE OF PARTICIPATION**

Shareholders who wish to participate in the proceedings of the AGM must:

- a) be recorded in the share register maintained by Euroclear Sweden AB not later than 18 August 2017, and
- b) file notice of their intention to participate via the link on the Company's website, by post to: Bergman & Beving Aktiebolag, "Annual General Meeting", c/o Euroclear Sweden, Box 191, SE-101 23 Stockholm or by telephone at +46 8-402 90 66 (9:00 a.m.-4:00 p.m.).

In the notice, the shareholder must include information about the shareholders' name, personal identity number (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 2017 AGM.

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 names. Such re-registration must be completed not later than 18 August 2017.

In the case of participation by proxy authorised by a power of attorney, original copies of a written power of attorney signed by the shareholder and other relevant authorisation documents are to be presented prior to the start of the meeting. When notifying the Company of their participation, representatives of legal entities must also submit a certified copy of the entity's certificate of incorporation or corresponding authorisation documents showing that they are authorised to represent the legal entity.

The Company will provide shareholders with a power of attorney form, which will be available from the Company's head office or online at [www.bergmanbeving.com](http://www.bergmanbeving.com) not later than 21 July 2017.

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BERGMAN & BEVING

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**PROPOSED AGENDA**

1. Opening of the meeting.
2. Election of the Chairman to preside over the meeting.
3. Compilation and approval of 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 taken at the meeting.
6. Determination of whether or not the meeting has been duly convened.
7. Presentation of the annual report and the auditor's report, and the consolidated financial report and auditor's report on the consolidated financial report, and a statement by the Company's auditor.
8. Address by the President & CEO.
9. Resolutions.
  - a) concerning the adoption of the income statement and balance sheet, and of the consolidated income statement and consolidated balance sheet,
  - b) concerning the appropriation of the Company's profit or loss as shown in the balance sheet adopted by the Meeting,
  - c) concerning the discharge of the directors and the President & CEO from personal liability for their administration.
10. Report on the work of the Election Committee.
11. Determining the number of directors.
12. Adoption of fees to the Board and auditors.
13. Election of directors and Chairman of the Board.
14. Election of auditor.
15. Adoption of guidelines for determining remuneration and other terms of employment for the President & CEO and other members of Group management.
16. Resolution on the issuance of call options on repurchased shares and the transfer of repurchased shares to executives ("2017 share-based incentive programme").
17. Resolution regarding the authorisation of the Board to decide on the acquisition and conveyance of treasury shares.
18. Closing of the meeting.

**PROPOSAL BY THE ELECTION COMMITTEE FOR RESOLUTION OF ITEMS 2 AND 11-14 IN ACCORDANCE WITH THE ABOVE**

The AGM on 25 August 2016 resolved to authorise the Chairman of the Board to contact the largest shareholders, in terms of votes and request that they appoint four members who, together with the Chairman of the Board, will constitute an Election Committee for the upcoming election of the Board of Directors. Accordingly, as announced in the Company's interim report, published on 8 February 2017, the following were appointed members of the Election Committee: Anders Börjesson (Chairman of the Election Committee), Marianne Flink (representative of Swedbank Robur Fonder), Tom Hedelius, Håkan Sandberg (representative of Handelsbankens Pensionskassa) and Per Trygg (representative of SEB Fonder).

The Election Committee, whose members represent approximately 45 percent of the total number of votes, has announced that it will propose that the AGM on 24 August 2017, in accordance with the items above, resolve on:

**Item 2 Election of the Chairman to preside over the meeting**

Chairman of the Board Anders Börjesson.

**Item 11 Determining the number of directors**

Six regular directors.

**Item 12 Adoption of fees to the Board and auditors**

Total directors' fees of SEK 1,820,000 (preceding year SEK 1,820,000) to be allocated as follows:

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

Other members of the Board: 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.

The following additional fees will be paid for committee work:

Compensation Committee – SEK 50,000 to each committee director (2 members).

Audit Committee – SEK 50,000 to the Chairman.

Provided that the necessary tax prerequisites for invoicing exist and that doing so would not entail a cost for Bergman & Beving AB, directors shall be offered the opportunity to invoice their directors' fees through a Swedish 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.

Auditing fees are, as in previous years, paid in return for approved invoices.

**Item 13 Election of directors and Chairman of the Board.**

Re-election of the current directors Roger Bergqvist, Anders Börjesson, Henrik Hedelius, Malin Nordesjö, Johan Sjö and Louise Undén.

Re-election of Anders Börjesson as Chairman of the Board.

A presentation of the members of the Board of Directors is available from the Company's website, [www.bergmanbeving.com](http://www.bergmanbeving.com).

**Item 14 Election of registered accounting firm**

Re-election of the registered accounting firm KPMG AB as auditors until the end of the 2018 AGM.

**PROPOSAL BY THE BOARD OF DIRECTORS FOR RESOLUTION OF ITEMS 9 AND 15-17 IN ACCORDANCE WITH THE ABOVE****Item 9 b Resolution concerning the appropriation of the Company's profit or loss as shown in the balance sheet adopted by the Meeting.**

The Board proposes that the Company's profits be disposed of so that MSEK 141 (140) is distributed to the shareholders and the remaining MSEK 1,938 (1,928) of the Company's profits be brought forward.

This means the Board of Directors proposes to shareholders the distribution of SEK 5.00 (5.00) per share and Monday, 28 August 2017 as the record date for receiving dividends. If the AGM adopts the proposal, dividends are expected to be disbursed through Euroclear Sweden AB on 31 August 2017 to the shareholders recorded in the share register as of 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 reward mechanism in place for the President & CEO and the other members of the Group's senior management team ("Group management") is competitive and in line with market conditions. To provide continuity, the Board's proposals set out below correspond in all material aspects with previous remuneration principles and are based on existing agreements between the Bergman & Beving Group and each senior executive.

The Board proposes that the guidelines below for determining remuneration and other terms of employment for Group management are adopted.

## **The Board's proposal regarding guidelines**

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 are to be in line with market conditions. The total remuneration package for the individuals in question is to 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 years.
- 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 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 intention is that these guidelines will be applied to all agreements entered into with the President & CEO and other members of Group management during 2017/2018.

### **Item 16 Resolution on the issuance of call options on repurchased shares and the transfer of repurchased shares to executives ("2017 share-based incentive programme").**

The Board of Directors proposes that the AGM resolves to adopt a long-term incentive programme, 2017 share-based incentive programme (the "Programme"). The Programme, which is proposed to include a total of 10 executives in the Bergman & Beving Group, means participants are offered an opportunity to acquire call options at market price for Bergman & Beving AB's (publ) (the "Company") repurchased Class B shares in the Company and that participants will after a two-year period receive a certain subsidy on the paid premium for the options.

The Board of Director's proposal also entails the AGM approves that the Company, in deviation from the shareholders' preferential rights, transfers up to 160,000 of the Company's repurchased Class B shares to option holders at the established redemption price in connection with any exercise of call options (subject to any recalculations). Finally, the proposal of the Board of Directors means the AGM approves that Class B shares acquired by the Company in line with earlier authorisation can also be transferred to guarantee the supply of shares in accordance with the proposed Programme.

The Company currently holds a total of 171,000 Class B shares in the Company.

The proposal was prepared by the Company's Compensation Committee in consultation with the Company's Board of Directors. The decision to propose the Programme to the AGM was taken by the Board of Directors. The Company's directors are not covered by the Programme.

The Programme has the following key conditions:

- a) The number of call options issued should not exceed 160,000, corresponding to approximately 0.6 percent of the total number of shares and approximately 0.4 percent of the total number of votes in the Company (including Class B shares owned by the Company). Each call option entitles its holder to acquire one (1) repurchased Class B share in the Company during the period starting 14 September 2020 until 11 June 2021. However, the acquisition of shares may not take place during such a period when trading in shares in the Company is prohibited in pursuance of Regulation (EU) No 596/2014 on market abuse of the European Parliament and of the Council issued on 16 April 2014 ("Market Abuse Regulation") (or other at any given time equivalent legislation).
- b) The acquisition price of shares when exercising call options is to correspond to 120 percent of the volume-weighted average price for the Company's Class B shares on the Nasdaq Stockholm exchange during the period from 25 August 2017 through 7 September 2017 ("Acquisition price").
- c) The right to acquire call options shall apply to Group management and another 3 executives of the Bergman & Beving Group with the direct possibility to influence the Group's earnings. The President & CEO will be offered a maximum of 30,000 call options, four individuals will be offered a maximum of 20,000 call options and the others a maximum of 10,000 call options.
- d) If an individual entitled to receive an allotment refrains, in whole or in part, from acquiring the offered call options then such unacquired call options will be distributed pro rata between the individuals entitled to receive call options who have presented a written application stating that they are interested in acquiring additional call options.
- e) The Board of Directors is to decide on the final distribution in accordance with the principles presented in items c) and d) above.
- f) A notification to acquire call options must be made not later than 11 September 2017.

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- g) The premium for call options shall correspond to the market value of the call options using an external independent assessment in accordance with the Black & Scholes model. The measurement period for the assessment of the option premium is to be based on the volume-weighted average price for the Company's Class B shares on the Nasdaq Stockholm exchange during the period from 25 August 2017 through 7 September 2017. The assessment will be conducted by Nordea Bank AB (publ).
- h) Based on a price for the Company's share of SEK 120, and on other market conditions existing on 11 July 2017 and the Board of Director's proposal for a dividend for the 2016/2017 operating year, the value per option has been calculated by the rating institute referred to above at SEK 9.60, which gives a total value for all options of approximately MSEK 1.5.
- i) Issuing call options to employees outside of Sweden is dependent on tax effects, that there are no legal obstacles and that the Board of Directors considers such an issue can take place with reasonable administrative and economic resources. The Board of Directors shall have the right to make minor adjustments to the Programme brought about by applicable foreign laws and rules.
- j) Call options are freely transferable.
- k) The number of shares that the call options entitle holders to acquire, and the redemption price, may be recalculated due to stock dividends, the consolidation or split of shares, new share issues or a reduction in share capital or similar measures. The time for the transfer of shares may be brought forward due to a merger or similar measures.
- l) To encourage participation in the Programme, a subsidy in the form of a cash payment will be made to the holder of the option corresponding to the paid premium for each call option. The subsidy will be paid in September 2019 provided the holder of the option has not been terminated from the Group or that the call options acquired from the Company were not divested before this date.
- m) Within the framework of the conditions and guidelines stated above, the Board of Directors is responsible for preparing and managing the details of the Programme.
- n) The complete terms and conditions for the options are presented in Appendix 1 on the Company's website at [www.bergmanbeving.com](http://www.bergmanbeving.com).

The costs of the Programme comprise the subsidy to be paid in September 2019 as above, and the social security fees that will accrue on this subsidy. The total cost of the subsidy, including social security fees, is estimated at approximately MSEK 1.5 after corporate tax (based on the market conditions on 11 July 2017). Offsetting the subsidy is the option premium totalling approximately MSEK 1.5, which the Company will receive when transferring the call options, which is why the Programme does not entail any net cost to the Company's equity.

The grounds for deviating from the shareholders' preferential rights and the Board of Director's motives for implementing the Programme are that executives of the Bergman &



Beving Group through their own investment can participate and strive for a positive value performance for the Company's shares and thereby achieve a greater community of interest between these executives and the Company's shareholders. The purpose of the Programme is also to contribute to a long-term increase in share ownership by executives in Bergman & Beving. In addition, the Programme is expected to create the conditions to retain and recruit qualified personnel to the Bergman & Beving Group, provide competitive remuneration and unite the interests of shareholders and executives. The executives included in the Programme are a group that, in an otherwise decentralised organisation, have the opportunity to create a positive impact on earnings through cooperation and efficiency enhancements. Against this background, the Board of Directors considers the implementation of the Programme has a positive impact on the continued development of the Bergman & Beving Group and that the Programme benefits both shareholders and the Company.

The Company already has a share-based incentive programme, "2014 Share-based incentive programme". As part of the 2014 programme, 12 executives acquired a total of 169,000 call options, which entitle holders to acquire an equal number of Class B shares in the Company. The redemption price for these call options is set at SEK 176.50 per share and the redemption period for the period from 11 September 2017 until 8 June 2018. When these 169,000 call options are exercised, the number of outstanding Class B shares will increase by 169,000 shares. These 169,000 shares correspond in full to previously repurchased Class B shares in the Company. The number of options and the redemption price are subject to recalculation following the distribution of Momentum Group.

The resolution at the general meeting of shareholders as proposed by the Board of Directors above, is only valid if it is supported by shareholders representing at least nine-tenths of the votes cast and the shares represented at the meeting.

#### **Item 17 Resolution regarding the authorisation of the Board to decide on the acquisition and conveyance of treasury shares**

The Board proposes that the 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 disapply 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 2014 AGM and the share-based incentive programme proposed in Item 16 above.

In accordance with Item 17, 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 28,463,416 shares, of which 1,063,780 are Class A shares and 27,372,636 are Class B shares, 171,000 of which are held in treasury by the Company. After deducting the shares held by the Company, the total number of votes amounts to 37,839,436. The above information pertains to the conditions at the time this notice was issued.

## **SHAREHOLDERS' RIGHT TO REQUEST INFORMATION**

According to Chapter 7, Sections 32 and 57 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 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**

Accounting documents and the auditor's report and complete proposals of the Board of Directors for resolution under items 9b (including the statement of the Board of Directors in accordance with Chapter 18, Section 4 of the Swedish Companies Act), 15 (including the auditor's statement in accordance with Chapter 8, Section 54 of the Swedish Companies Act and the Compensation Committee's evaluation of the application of the guidelines for remuneration of senior management as resolved by the AGM), 16 Resolution on the issuance of call options on repurchased shares and the transfer of repurchased shares to executives and 17 (including the statement from the Board of Directors in accordance with Chapter 19, Section 22 of the Swedish Companies Act) on the agenda will be made available by the Company on the Company's website, [www.bergmanbeving.com](http://www.bergmanbeving.com), from 21 July 2017 and will be sent to shareholders who so request and who provide their postal address. The Election Committee's proposals and reasoned statements are available on the Company's website, [www.bergmanbeving.com](http://www.bergmanbeving.com), from 21 July 2017.

Stockholm, July 2017

## **BOARD OF DIRECTORS**

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BERGMAN & BEVING

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**CONTACT INFORMATION**

Peter Schön, CFO, Bergman & Beving AB, Tel: +46 70 339 89 99

The information in this document is such that Bergman & Beving 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 8:00 a.m. CET on 21 July 2017.

*Bergman & Beving owns and refines companies that develop and market strong brands for professional users in industry and construction, mainly in the Nordic region, the Baltic States and Poland. Bergman & Beving aims to enable successful product companies to take the next step and become leading brands in their categories. The Group currently has some 15 brands, about 1,000 employees and revenue of approximately SEK 3.8 billion. Bergman & Beving is listed on Nasdaq Stockholm. Read more on the company's website: [www.bergmanbeving.com](http://www.bergmanbeving.com).*

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