

Proposal by the Election Committee of Bergman & Beving AB (publ) for resolution, reasoned statement and account of its work ahead of the Annual General Meeting on 24 August 2017

Background

On 8 February 2017, in accordance with the resolution passed by Bergman & Beving AB's (previously B&B TOOLS AB) 2016 Annual General Meeting, an Election Committee was announced with representatives for the five largest shareholders/shareholder groups in terms of voting rights. The Election Committee comprises Board Chairman Anders Börjesson, Marianne Flink (representative of Swedbank Robur Fonder), Tom Hedelius, Håkan Sandberg (representative of Handelsbankens Pensionskassa) and Per Trygg (representative of SEB Fonder). Anders Börjesson was appointed by the Election Committee as Chairman of the Election Committee. The Election Committee members represent approximately 45 percent of the total number of voting rights in Bergman & Beving AB.

The Election Committee, in accordance with the principles established by the Annual General Meeting, was mandated to draw up proposals on the following issues to be presented at Bergman & Beving AB's Annual General Meeting:

- election of Chairman to preside over the 2017 Annual General Meeting,
- election of the Company's Board of Directors and Chairman of the Board,
- fees to directors, Vice Chairman and Chairman of the Board,
- election of auditor and fees to auditors, and
- any changes in principles for the appointment of the Election Committee and the Election Committee's duties.

The Election Committee held one meeting during which minutes were taken and maintained regular communications. As a basis for its work, the Election Committee has, among other documents, read the assessment by the Board of Directors of work carried out during the year. To assess the demands facing the Board of Directors as a result of the Company's situation, strategic challenges and future direction, the Election Committee discussed the Board's size and composition, in terms of industry experience and expertise and how the Board's work has been conducted.

PROPOSAL BY THE ELECTION COMMITTEE FOR RESOLUTION

Chairman to preside over the 2017 Annual General Meeting

The Election Committee proposes that Chairman of the Board Anders Börjesson be elected Chairman of the 2017 Annual General Meeting.

Election of the Company's Board of Directors and Chairman of the Board,

The Election Committee proposes the following:

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

BERGMAN & BEVING

Mail address **PO Box 10024 SE-100 55 Stockholm Sweden**
Visit **Linnégatan 18 Stockholm**
Tel **+46 10 454 77 00**
Org No **556034-8590**
Web **www.bergmanbeving.com**

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

Taking into consideration Bergman & Beving's 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. 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 2016 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 proposed composition of the Board of Bergman & Beving AB meets the requirement of the Swedish Corporate Governance Code (the "Code") with respect to independent directors. With the exception of Anders Börjesson, Malin Nordesjö and Henrik Hedelius, all of the directors are considered independent in relation to the Company's major shareholders. All of the directors are considered independent in relation to the Company and management.

Further information about the proposed directors is available on Bergman & Beving's website.

Fees to directors and Chairman of the Board

The Election Committee proposes the fee per director is unchanged compared with the preceding year as below:

- Fee for directors elected by the Annual General Meeting: SEK 260,000/director (preceding year SEK 260,000)
- Fee for Chairman of the Board: SEK 520,000 (preceding year SEK 520,000)

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.

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 in return for approved invoices.

Principles for the appointment of the Election Committee and the Election Committee's duties

The proposal is to leave unchanged the established principles from the 2012 Annual General Meeting for how the Election Committee shall be appointed and its duties.

Stockholm, July 2017

Election Committee of Bergman & Beving AB

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