



PRESS RELEASE

Notice for the Annual General Meeting of B&B TOOLS AB to be held 27 August 2009

In accordance with the listing agreement with NASDAQ OMX Stockholm AB, B&B TOOLS AB (publ) hereby also announces, by issuing a press release, the contents of the notice for the Annual General Meeting of Shareholders to be held 27 August 2009.

Attachment: Notice for the 2009 Annual General Meeting of B&B TOOLS

Stockholm, 23 July 2009

B&B TOOLS AB (publ)

For further information, contact:

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TOGETHER WE MAKE INDUSTRY MORE EFFICIENT

B&B TOOLS provides the industrial and construction sectors in northern Europe with industrial consumables, industrial components and related services. The Group has annual revenue of approximately SEK 9.3 billion and approximately 2,900 employees.

This information is disclosed in accordance with the Swedish Securities Markets Act, the Swedish Financial Instruments Trading Act or demands stated in the regulations for issuers.

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Welcome to the 2009 Annual General Meeting!

The shareholders of B&B TOOLS AB (publ)

are hereby given notice to attend the Annual General Meeting of Shareholders to be held at 4:30 p.m. on Thursday, 27 August 2009, at Näringslivets Hus, Storgatan 19, Stockholm.

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 (*formerly VPC AB*) not later than Friday, 21 August 2009, and;
- (b) file notice of their intention to attend with the Company's head office not later than 3:00 p.m. on Friday, 21 August 2009 at the address B&B TOOLS AB (publ), Box 10024, SE-100 55 Stockholm, Sweden, by telephone at +46 8 660 10 30, by fax at +46 8 660 58 70, by e-mail at info@bb.se or via the Internet on B&B TOOLS' website at www.bb.se.

Such notice must contain the shareholder's name, personal or corporate registration number, telephone number (daytime), registered shareholding and the names of any attending counsel.

The shareholder's rights at the Annual General Meeting may be exercised by proxy. A Power of Attorney for a legal entity must be signed by an authorised signatory and a copy of a current certificate of incorporation, stating the authorised signatory, must be attached. The Power of Attorney may not be older than one year. 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.

In order to exercise their voting rights at the Meeting, shareholders whose shares are registered in the name of a nominee, must temporarily register their shares in their own name via their nominee. Such registration must be completed not later than Friday, 21 August 2009.

Shareholders who wish to submit issues to be dealt with by the Annual General Meeting under the item "Other matters" are welcome to contact ir@bb.se, or to send a letter to Annual General Meeting, 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 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 called.

7. Presentation of the Annual Report and Audit Report and the consolidated financial statements and consolidated Audit Report, and 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) allocation of the Company's profit according to the adopted balance sheet,
 - c) discharge from liability for the directors and the President & CEO.
10. Determination of the number of directors.
11. Ratification of fees for the Board of Directors and the auditors.
12. Election of directors and Chairman of the Board of Directors.
13. Resolution regarding the Election Committee for the 2010 Annual General Meeting, etc.
14. Resolution regarding the authorisation of the Board of Directors to decide on repurchases and conveyance of the Company's own shares.
15. Adoption of guidelines for determining compensation and other terms of employment for the President & CEO and other members of Group management.
16. Resolution regarding amendments to the Articles of Association.
17. Other matters.
18. Adjournment of the Meeting.

RESOLUTIONS PROPOSED BY THE ELECTION COMMITTEE CONCERNING ITEMS 2 AND 10–13 ABOVE

At the Annual General Meeting of Shareholders held on 27 August 2008, a resolution was passed to authorise the Chairman of the Board of Directors to contact the largest shareholders by vote, requesting them to appoint 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 reported in the Company's Interim Report published on 12 February 2008, the following persons were appointed to serve as members of the Election Committee: Tom Hedelius (Chairman of the Election Committee), Anders Börjesson, Arne Löw (representative of the Fourth AP Fund), Kerstin Stenberg (representative of Swedbank Robur funds) and Pär Stenberg.

The Election Committee, the members of which represent 41.4 percent of the total number of votes as of 30 June 2009, has reported that it will propose to the Annual General Meeting of Shareholders to be held on 27 August 2009 to resolve as follows with respect to the above matters:

Item 2 Election of Chairman to preside over the Meeting

Tom Hedelius.

Item 10 Determination of the number of directors

Unchanged number; five regular directors.

Item 11 Ratification of fees for the Board of Directors and the auditors.

Aggregate directors' fees of SEK 1,250,000 to be distributed as follows:

Chairman of the Board of Directors: SEK 450,000

Vice Chairman of the Board of Directors: SEK 350,000

Other directors who are not employees of the Company: SEK 225,000 per director.

The proposal entails unchanged fees compared with the preceding year.

No separate compensation is paid for committee work.

As before, audit fees will be paid according to approved invoice.

Item 12 Election of directors and Chairman of the Board of Directors

Re-election of directors Per Axelsson, Anders Börjesson, Tom Hedelius, Anita Pineus and Stefan Wigren. Tom Hedelius is proposed to serve as Chairman of the Board of Directors.

A presentation of the members of the Board of Directors is available in the Annual Report for the 2008/2009 operating year and on the Company's website at www.bb.se.

Item 13 Resolution regarding the Election Committee for the 2010 Annual General Meeting, etc.

The Election Committee proposes that, until a new Election Committee is appointed, the Election Committee shall consist of five members and that the Chairman of the Board of Directors shall be assigned to contact the largest shareholders by vote not later than 31 January 2010, requesting that they appoint members who, together with the Chairman of the Board, shall constitute the Election Committee. The selection of the shareholders to contact shall be made based on the list of shareholders as of 31 December 2009. The Election Committee will appoint a Chairman among its members. The composition of the Election Committee shall be announced not later than six months before the 2010 Annual General Meeting. Information about the composition of the Election Committee shall be made available on the Company's website at www.bb.se.

In the event that a member of the Election Committee resigns or is prevented from fulfilling the assignment, the remaining members shall, if the Election Committee so decides, appoint a suitable replacement to the Election Committee for the remaining mandate period. In the event that a member of the Election Committee, or the owner that member represents, has significantly reduced its ownership in the Company at the time of the Election Committee's meetings in preparation for the upcoming Annual General Meeting, the members of the Election Committee shall decide whether the composition of the Election Committee should be changed. Any changes to the composition of the Election Committee shall be announced immediately.

The Election Committee shall submit proposals to the 2010 Annual General Meeting regarding the Chairman to preside over the Annual General Meeting, the Chairman of the Board of Directors and other directors, directors' fees to each of the directors, auditors' fees and how members of the Election Committee are to be appointed.

The Election Committee shall be entitled to receive reasonable compensation from the Company for out-of-pocket expenses incurred in the evaluation and recruitment process. The members of the Election Committee receive no compensation from the Company for their work.

RESOLUTIONS PROPOSED BY THE ELECTION COMMITTEE CONCERNING ITEMS 9 AND 14-16 ABOVE

Item 9 b Cash dividend and record date

The Board of Directors proposes a dividend to the shareholders of SEK 2.50 per share and Tuesday, 1 September 2009 as the record date for receiving dividends. Subject to the Annual General Meeting's approval of the proposal, the dividend is expected to be remitted by Euroclear Sweden AB on Friday, 4 September 2009 to those shareholders whose names are entered in the share register on the record day.

Item 14 Resolution regarding the authorisation of the Board of Directors to decide on repurchases and conveyance of the Company's own shares

The Board of Directors proposes that the Annual General Meeting pass a resolution authorising the Board of Directors – during the period until the next Annual General Meeting – to repurchase up to a maximum number of class B shares so that the Company's own shares held in treasury at no time exceed 10 percent of the total number of shares in the Company. Purchases shall be made through NASDAQ OMX Stockholm at the prevailing share price.

The Board of Directors further proposes that the Annual General Meeting authorise the Board of Directors – during the period until the next Annual General Meeting – to sell the Company's own shares held in treasury in conjunction with the acquisition of companies or businesses in ways other than through NASDAQ OMX Stockholm. The authorisation may be exercised on one or more occasions and includes any and all shares held in treasury by the Company at the time of the decision of the Board of Directors. The authorisation includes the right to decide on deviations from the preferential right of the shareholders and the right to make payments using non-monetary means.

The purpose of repurchasing the Company's own shares is to provide the Board of Directors with an additional instrument to use in its work pertaining to the Company's capital structure, to enable the Company to pay for acquisitions using the Company's own shares and to secure the Company's obligations under its incentive programmes for members of senior management.

Item 15 Adoption of guidelines for determining compensation 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 four members of the Group's management team ("Group management") is competitive and in line with market conditions. For the purpose of creating continuity, the proposal of the Board of Directors below essentially conforms to the compensation principles applied in prior years and is based on agreements already in force between B&B TOOLS AB and the respective employee.

The Board of Directors proposes that the guidelines set out below for determining compensation 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 compensation levels and compensation structure for members of Group management shall be in line with market conditions. The total compensation package for the individuals in question shall comprise a balanced combination of fixed salary, variable compensation, long-term incentive programmes, pension benefits and other benefits. Variable compensation and long-term incentive programmes should primarily be linked to the Group's earnings and value performance.

- Fixed salary shall 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 compensation shall be determined in relation to fixed salary and is set as a function of the Group's earnings.
- Members of Group management shall be included in a long-term incentive programme ("LTI programme"). Variable compensation based on the LTI programme is payable annually as a function of the Group's earnings performance at a maximum amount of 20 percent of the initial investment in B&B TOOLS shares covered by the programme. All members of Group management are covered by existing share-based incentive programmes.
- Pension benefits shall comprise either a defined-benefit pension plan or a defined-contribution plan, whose annual premium is determined as a function of fixed salary, variable compensation and age. Certain individual adjustments occur. The retirement age for Group management is currently 65.
- Other benefits shall be in line with market conditions and help facilitate the ability of 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 aim is that these guidelines shall apply to the agreements entered into with the President & CEO and other members of Group management during the 2009/2010 operating year.

Item 16 Resolution regarding amendments to the Articles of Association

The Board of Directors proposes that the following amendments be made to Section 13 of B&B TOOLS AB's Articles of Association.

<u>Current wording</u>	<u>Proposed wording</u>
Notice for Annual General Meeting and notice for extra General Meeting of Shareholders where any amendment to the Articles of Association will be dealt with shall be issued not earlier than six weeks and not later than four weeks before such General Meeting of Shareholders. Notice for any other extra General Meeting of Shareholders must be issued not earlier than six weeks before and not later than two weeks before such General Meeting of Shareholders. All notices shall be given by advertisement in Post & Inrikes Tidningar and in Svenska Dagbladet.	Notice for Annual General Meeting and notice for extra General Meeting of Shareholders where any amendment to the Articles of Association will be dealt with shall be issued not earlier than six weeks and not later than four weeks before such General Meeting of Shareholders. Notice for any other extra General Meeting of Shareholders must be issued not earlier than six weeks before and not later than three weeks before such General Meeting of Shareholders. All notices shall be given by advertisement in Post & Inrikes Tidningar and on the Company's website. An announcement of the publication of the notice shall be made in Svenska Dagbladet.

The Board of Directors also proposes that the resolution by the Annual General Meeting regarding amendments to the Articles of Association shall be conditional on an amendment to the method of notice for the General Meeting of Shareholders in the Swedish Companies Act (2005:545) taking effect, which means that the proposed wording of Section 13 shall be consistent with the Swedish Companies Act. Accordingly, no amendment to the Articles of Association shall be made before the amendment to the Swedish Companies Act takes effect.

The Company's financial statements and audit report, as well as the complete proposals of the Board of Directors regarding the resolutions in Items 14-16 of the agenda, will be available at the Company's offices and on the Company's website at www.bb.se from Thursday, 13 August 2009 and will be sent to shareholders upon request.

Stockholm, July 2009

THE BOARD OF DIRECTORS

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