



Proposal of the Board of Directors of B&B TOOLS AB (publ) regarding the distribution of shares in Momentum Group AB (publ)

The Board of Directors of B&B TOOLS AB (publ), corporate registration number 556034-8590, (the “**Company**”) proposes that the extraordinary general meeting of shareholders on 14 June 2017 resolve on a dividend entailing that all of the Company’s shares in Momentum Group AB (publ), corporate registration number 559072-1352, (“**Momentum Group**”) be distributed to the shareholders in the Company. One (1) Class A share in the Company will entitle the holder to one (1) Class A share in Momentum Group, and one (1) Class B share in the Company will entitle the holder to one (1) Class B share in Momentum Group.

The Company holds 171,000 Class B shares in treasury, which do not carry a right to the distribution of shares in Momentum Group.

The Board’s proposed dividend corresponds to a total amount of MSEK 629, based on the carrying amount at 19 May 2017, representing a dividend per share of approximately SEK 22.30.

The record date for distribution will be 16 June 2017. With the proposed record date, the shares in Momentum Group are expected to be registered in the securities account of the recipient on or about 20 June 2017. The final day of trading in the Company’s Class B shares, including the right to distribution, will take place on 14 June 2017.

As of 31 March 2016, the Company’s non-restricted equity amounted to MSEK 2,068. The Annual General Meeting on 25 August 2016 resolved to approve a dividend of SEK 5 per share, totalling MSEK 140, which reduced non-restricted equity by the same amount. Accordingly, the available amount as of 31 March 2016, in accordance with Chapter 17, Section 3, Paragraph 1 of the Swedish Companies Act, amounted to MSEK 1,928. Other than the aforementioned dividend, no decisions have been made regarding value transfers and no changes have occurred to the Company’s restricted equity after 31 March 2016. The income statement and balance sheet for the 2015/2016 financial year were adopted by the Annual General Meeting on 25 August 2016. Following the Extraordinary General Meeting’s resolution regarding the distribution of shares in Momentum Group in accordance with the Board’s proposal, the available amount in accordance with Chapter 17, Section 3, Paragraph 1 of the Swedish Companies Act is expected to amount to approximately MSEK 1,298.

The Class B shares in Momentum Group will be traded on Nasdaq Stockholm and the first day of trading in Momentum Group’s Class B share is expected to take place on 21 June 2017. The distribution of the shares in Momentum Group is expected to take place through a so-called Lex Asea procedure, which means that the distribution will not be subject to immediate taxation.

The Board’s proposal is conditional on the Listing Committee’s decision to approve the application to list Momentum Group’s Class B shares on Nasdaq Stockholm.

This document is in all respects a translation of the Swedish original Proposal of the Board of Directors of B&B TOOLS AB (publ). In the event of any differences between this translation and the Swedish original, the latter shall prevail.