



Statement of the Board of Directors of B&B TOOLS AB (publ) in accordance with Chapter 18, Section 4 of the Swedish Companies Act 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**”) has proposed 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 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 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 hereby declares that after the proposed dividend, there will be full coverage for the Company’s and the Group’s restricted equity in accordance with Chapter 17, Section 3, Paragraph 1 of the Swedish Companies Act. The dividend appears to be justifiable taking into account the demands placed on the size of the Company’s equity due to the nature, scope and risks associated with the operations. In this respect, the Board has taken into account the current economic situation, historical development and forecasts for the Company, the Group and the market.

The Board has reviewed the Company’s and the Group’s financial situation and, after careful consideration, determined that a dividend is justifiable in consideration of the prudence rule stipulated in Chapter 17, Section 3, Paragraph 2 and 3 of the Swedish Companies Act.

Following the dividend, the Company and the Group will continue to have a favourable equity/assets ratio, which, according to the Board’s assessment, is sufficient to meet the demands that could currently arise in the industry in which the Company and the Group operate. Following the dividend, the Company and the Group are expected to have satisfactory liquidity and a consolidation requirement that is deemed to be fulfilled.

The Board’s assessment is that the dividend will not impact the ability of the Company or the Group to fulfil their short or long-term obligations. Nor is the proposed dividend expected to impact the ability of the Company or the Group to make any necessary investments.

After an overall assessment of the Company’s and the Group’s financial conditions, the Board is of the opinion that there are no obstacles preventing a dividend to the shareholders.

Stockholm, 22 May 2017

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This document is in all respects a translation of the Swedish original Statement 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.