



Proposal by the Election Committee of B&B TOOLS AB (publ) for resolution and statement of explanation ahead of the Extraordinary General Meeting of Shareholders on 14 June 2017

Background

The Election Committee comprises Chairman of the Board Anders Börjesson, Marianne Flink (representative of Swedbank Robur Fonder), Tom Hedelius, Håkan Sandberg (representative of Handelsbankens Pensionskassa) and Per Trygg (representative of SEB Fonder).

PROPOSAL BY THE ELECTION COMMITTEE FOR RESOLUTION

Chairman of the Extraordinary General Meeting of Shareholders on 14 June

The Election Committee proposes that Chairman of the Board Anders Börjesson be elected as Chairman of the Extraordinary General Meeting of Shareholders on 14 June 2017.

Election of the Company's Board of Directors

Since current directors Fredrik Börjesson, Charlotte Hansson and Gunilla Spongh will join the Board of Directors of Momentum Group AB (publ), they have chosen to step down from their positions on the Board of Directors of B&B TOOLS. Accordingly, the Election Committee proposes that Malin Nordesjö, Johan Sjö and Louise Undén be elected to replace the directors leaving B&B TOOLS for the period until the end of the forthcoming Annual General Meeting.

Taking into consideration B&B TOOLS' 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 Board of Directors elected by 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 B&B TOOLS AB meets the requirement of the Swedish Corporate Governance Code (the "Code") with respect to independent directors. With the exception of Anders Börjesson, Henrik Hedelius and Malin Nordesjö, 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 executive management.

Further information about Malin Nordesjö, Johan Sjö and Louise Undén is available on B&B TOOLS' website and in the information brochure prepared ahead of the Extraordinary General Meeting of Shareholders.

Stockholm, May 2017

Election Committee of B&B TOOLS AB