

## Press release

# Notice of Bergman & Beving's Annual General Meeting on 26 August 2020

Shareholders in Bergman & Beving AB (publ), Corporate Registration Number 556034-8590 (the “**Company**” or “**Bergman & Beving**”), are hereby given notice to attend the Annual General Meeting on 26 August 2020, at 4:00 p.m. CET at IVA Conference Centre, Grev Turegatan 16, Stockholm, Sweden. Registration for the Meeting will begin at 3:15 p.m. CET.

### NOTICE OF PARTICIPATION

Shareholders who wish to participate in the proceedings of the Annual General Meeting must:

- a) be recorded in the shareholders' register maintained by Euroclear Sweden AB on the record date on 20 August 2020, and
- b) by 20 August 2020 the latest, file notice of their intention to participate via the link on the Company's website, by post to Bergman & Beving Aktiebolag, “Annual General Meeting”, c/o Euroclear Sweden, Box 191, SE-101 23 Stockholm or by telephone at +46 8 402 90 66 (9:00 a.m. to 4:00 p.m. CET). In the notice, the shareholder must include information about the shareholders' name, personal identity number (corporate registration number), address, telephone number (daytime), registered shareholding and the names of any assisting counsel (maximum of two).

Personal data collected from the shareholders' register kept by Euroclear Sweden AB, notification and attendance at the Meeting as well as information on deputies, representatives and assistants will be used for registration, preparation of the electoral register for the Meeting and, if applicable, minutes of the Meeting. Personal data is handled in accordance with the Data Protection Regulation (European Parliament and Council Regulation (EU) 2016/679). For complete information on how personal data is handled, see the Company's privacy policy: <https://www.bergmanbeving.com/site-services/integritetspolicy>.

To exercise their voting rights at the Meeting, shareholders whose shares are registered in the name of a trustee must temporarily re-register their shares in their own names. Such re-registration must be completed not later than 20 August 2020. This means that shareholders must inform the trustee/bank well in advance of this date.

In the case of participation by proxy authorised by a power of attorney, an original copy of a written power of attorney signed and dated by the shareholder and other relevant authorisation documents are to be presented prior to the start of the Meeting. When notifying the Company of their participation, representatives of legal entities must also submit a certified copy of the entity's certificate of incorporation or corresponding authorisation

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documents showing that they are authorised to represent the legal entity.

The Company will provide shareholders with a power of attorney form with voting instructions, which will be available from the Company's head office or online at [www.bergmanbeving.com](http://www.bergmanbeving.com) not later than 5 August 2020.

## **INFORMATION ABOUT MEASURES TO PREVENT THE SPREAD OF THE NOVEL CORONAVIRUS**

As a precautionary measure to reduce the risk of spreading the novel coronavirus, the Company has decided that no food or drinks will be served, that customary speeches will be kept to a minimum and that there will be some limitations on the number of non-shareholders present. Based on recommendations from the authorities, Bergman & Beving would like to encourage all shareholders to carefully consider the option of postal voting or participating via a proxy rather than attending in person. Bergman & Beving is following developments carefully and will provide updated information as needed.

### **POSTAL VOTING**

The Board of Bergman & Beving has resolved that shareholders may exercise their voting rights at the Annual General Meeting by voting early through postal voting, in accordance with *Section 3 of the Act (2020:198) on temporary exceptions to facilitate the execution of general meetings in companies and other associations*. Bergman & Beving would like to encourage shareholders to use the postal voting option to minimise the number of participants who will attend the Meeting in person and to thereby help reduce the spread of the coronavirus.

In addition to being entered in the Company's shareholders' register and having registered as a participant as specified above, shareholders who wish to exercise the postal voting option must use a specific form. This form is available at [www.bergmanbeving.com](http://www.bergmanbeving.com).

The completed postal voting form needs to arrive at Bergman & Beving not later than 24 August 2020 at 5:00 p.m. CET. The form is to be sent by post to Bergman & Beving Aktiebolag, "Annual General Meeting", c/o Euroclear Sweden, Box 191, SE-101 23 Stockholm or via e-mail to [GeneralMeetingServices@euroclear.eu](mailto:GeneralMeetingServices@euroclear.eu). Preferably, this form should be submitted with the shareholder's registration for the Meeting. If the shareholder is a legal entity, a certificate of incorporation or other authorisation document must be submitted with the form. The same applies if the shareholder is voting early via a proxy. The shareholder may not include any specific instructions or terms on the early voting ballot. In this case, the vote is invalid. Further instructions and terms are given on the postal voting form. Shareholders who are natural persons can also submit their postal vote electronically using BankID for verification via <https://anmalan.vpc.se/EuroclearProxy/>

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**PROPOSED AGENDA**

1. Opening of the Meeting.
2. Election of the 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 taken at the Meeting.
6. Determination of whether or not the Meeting has been duly convened.
7. Presentation of the Annual Report and the auditor's report as well as the consolidated financial statements and the consolidated auditor's report, and an account by the Company's auditor.
8. Address by the President & CEO.
9. Resolutions
  - a) concerning the adoption of the income statement and balance sheet, and of the consolidated income statement and consolidated balance sheet,
  - b) concerning the appropriation of the Company's profit or loss as shown in the balance sheet adopted by the Meeting,
  - c) concerning the discharge of the directors and the President & CEO from personal liability for their administration.
10. Report on the work of the Election Committee.
11. Determining the number of directors.
12. Adoption of fees to the Board and auditors.
13. Election of directors and Chairman of the Board.
14. Election of auditor.
15. Adoption of guidelines for remuneration to senior management.
16. Resolution on the issuance of call options on repurchased shares and the transfer of repurchased shares to executives ("2020 share-based incentive programme").
17. Resolution regarding the authorisation of the Board to decide on the acquisition and conveyance of treasury shares.
18. Resolution on changes to the Articles of Association.
19. Closing of the Meeting.

**PROPOSAL BY THE ELECTION COMMITTEE FOR RESOLUTION ON ITEMS 2 AND 11-14 IN ACCORDANCE WITH THE ABOVE**

On 7 February 2020, in accordance with the resolution passed by Bergman & Beving's 2019 Annual General Meeting, an Election Committee was announced comprising the Chairman of the Board and representatives of the four largest shareholders/shareholder groups by vote. Changes to the Election Committee were later announced on 6 March 2020. The Election Committee comprises Chairman of the Board Jörgen Wigh, Anders Börjesson (Chairman of the Committee), Henrik Hedelius, Caroline Sjösten (representing Swedbank Robur Fonder) and Johan Lannebo (representing Lannebo Fonder).

The Election Committee, whose members represent approximately 48 percent of the total number of votes, has announced that it will propose that the Annual General Meeting on 26 August 2020, in accordance with the items above, resolve on:

**Item 2 Election of the Chairman to over the Meeting**

The Election Committee proposes that Chairman of the Board Jörgen Wigh be elected Chairman of the 2020 Annual General Meeting.

**Item 11 Determining the number of directors**

The Election Committee proposes that the Board shall consist of six regular directors.

**Item 12 Adoption of fees to the Board and auditors**

The Election Committee proposes that the total directors' fees of SEK 1,975,000 (preceding year: SEK 1,975,000) are to be allocated as follows:

Chairman of the Board: SEK 600,000 (preceding year: SEK 600,000)

Other members of the Board: SEK 275,000 per director (preceding year: SEK 275,000)

The following additional fees will be paid for committee work:

Compensation Committee: SEK 50,000 (preceding year: SEK 50,000) to each committee member (2 members)

Audit Committee: SEK 50,000 (preceding year: SEK 50,000) to the Chairman.

Provided that the necessary tax prerequisites for invoicing exist and that doing so would not entail a cost for Bergman & Beving, directors shall be offered the opportunity to invoice their directors' fees through a Swedish wholly owned company or private business. If a director invoices his/her directors' fee through a wholly owned company or private business, the fee is to be increased by an amount corresponding to the social security contributions and value added tax stipulated by law.

Auditors' fees are, as in previous years, to be paid in return for approved invoices.

**Item 13 Election of directors and Chairman of the Board**

The Election Committee proposes re-election of directors Fredrik Börjesson, Henrik Hedelius, Malin Nordesjö, Alexander Wennergren Helm and Jörgen Wigh and election of Charlotte Hansson as a new director. Louise Mortimer Undén has declined re-election.

The Election Committee proposes re-election of Jörgen Wigh as Chairman of the Board.

Charlotte Hanson was born in 1962. Charlotte has an M.Sc. in biochemistry from the University of Copenhagen and has previous experience as President & CEO of MTD Morgontidig Distribution i Sverige AB, CEO of Jetpak Sweden and senior positions at Jetpak, ASG/Danzas, Carl Zeiss and Beckman Coulter. Charlotte is Chairman of Orio AB and Link Top Holding A/S, and director of Momentum Group AB, DistIT AB, Green Cargo AB, PROBI AB, STENA Trade & Industry AB and has previously been director of Bergman & Beving (former B&B TOOLS AB).

A presentation of the current members of the Board is available from the Company's website [www.bergmanbeving.com](http://www.bergmanbeving.com).

**Item 14 Election of auditor**

The Election Committee proposes re-election of the registered accounting firm KPMG AB as the Company's auditor until the end of the next Annual General Meeting. The Election Committee's proposal follows the Audit Committee's recommendation.

**PROPOSAL BY THE BOARD OF DIRECTORS FOR RESOLUTION ON ITEMS 9b AND 15-18 IN ACCORDANCE WITH THE ABOVE****Item 9 b Resolution concerning the appropriation of the Company's profit or loss as shown in the balance sheet adopted by the Meeting**

The Board proposes that the Company's profits be disposed of so that MSEK 40 (81) is distributed to the shareholders and the remaining MSEK 1,070 (1,108) of the Company's profits be brought forward. This means the Board proposes to shareholders the distribution of SEK 1.50 (3.00) per share and 28 August 2020 as the record date for receiving dividends. If the Annual General Meeting adopts the proposal, dividends are expected to be disbursed through Euroclear Sweden AB on 2 September 2020 to the shareholders recorded in the shareholders' register as of the record date.

**Item 15 Adoption of guidelines for remuneration to senior management**

The Board proposes the following guidelines for remuneration of the President & CEO and other members of Group management as well as directors to the extent they receive remuneration in addition to Board assignments. The guidelines are to be applied to agreements entered into after the 2020 Annual General Meeting.

The Company must provide remuneration that is in line with market conditions if it is to implement the Company's strategy and sustainable long-term interests. The remuneration is

to be in relation to the responsibilities and powers held and consists of fixed and variable salary, pension and other benefits. Fixed salary is to be paid in the form of cash salary and be reviewed annually. The variable salary may be equivalent to not more than 40 percent of the fixed annual salary. In addition, a premium of 20 percent of the variable salary can be paid for the portion used to acquire shares in Bergman & Beving. Variable remuneration shall be linked to established, predetermined and measurable targets, which may be financial or non-financial, or individual performances that promote the Company's long-term and sustainable development. Variable salary is regulated the year after qualification. The Board of Directors assesses, on the basis of a proposal from the Compensation Committee, how well the President & CEO fulfilled the targets for variable remuneration at the end of the measurement period. The President & CEO makes a similar assessment of other management. Pension benefits for the President & CEO and other senior management may consist of either a defined-benefit pension plan according to ITP or a defined-contribution plan with certain individual adjustments. Provisions for pensions must not exceed 40 percent of the pensionable salary. Salary sacrifices can be used to strengthen the occupational pension by paying pension provisions as a lump sum on the condition that the total cost for the Company is neutral. Other benefits, including company car, travel concessions, healthcare insurance and occupational health services, shall be competitive and only represent a minor share of the total remuneration. In addition to remuneration, the Board shall annually evaluate the need for share-based incentive programmes and, where necessary, present a proposal for resolution at the General Meeting.

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, in addition to salary and other benefits during the notice period, shall amount to not more than 12 months' fixed salary. Efforts should be made to link severance pay to rules governing loyalty and a non-compete undertaking according to prevailing case-law, in addition to rules that regulate deduction from other remuneration. In the event of termination of employment on the initiative of the member of senior management, the period of notice is a maximum of 12 months.

Bergman & Beving's directors elected by the General Meeting shall, in special cases and for a limited period, be paid for services that are not considered Board work. Remuneration for these services shall be on market terms and for each director never exceed two times the normal annual directors' fee.

The Board shall prepare a proposal for new guidelines at least every fourth year for resolution by the Annual General Meeting. The Compensation Committee appointed by the Board shall continuously monitor and evaluate these guidelines and their implementation. Remuneration of the President & CEO shall be decided by the Board of Directors after being prepared and recommended by the Compensation Committee, within the scope of established remuneration principles. Remuneration of other senior management shall be decided by the Compensation Committee, within the scope of established remuneration principles and after consulting with the President & CEO. The President & CEO and other senior management do not participate in the Board's or Compensation Committee's processing of and resolutions regarding remuneration-related matters in so far as they are affected by such matters. The Board may decide to derogate from the guidelines for employment contracts governed by rules and practice other than what applies in Sweden or in individual cases if there are special reasons for this and a derogation is necessary to serve the Company's and shareholders' long-term interests. The Compensation Committee

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prepares the Board's decisions concerning derogation from the guidelines. In the preparation of the Board's proposal for these remuneration guidelines, salary and employment conditions for employees of the Company have been taken into account and comprised a part of the Compensation Committee's and Board's decision documentation.

**Item 16 Resolution on the issuance of call options on repurchased shares and the conveyance of repurchased shares to executives ("2020 share-based incentive programme").**

The Board proposes that the Annual General Meeting resolve to adopt a long-term incentive programme, 2020 share-based incentive programme (the "Programme"). The Programme, which is proposed to include a total of 24 executives in the Bergman & Beving Group, means participants are offered an opportunity to acquire call options at market price for Bergman & Beving's repurchased Class B shares in the Company and that participants will, after a two-year period, receive a certain subsidy on the paid premium for the options.

The Board's proposal also entails the Annual General Meeting approving that the Company, in deviation from the shareholders' preferential rights, transfers up to 244,000 of the Company's repurchased Class B shares to option holders at the established redemption price in connection with any exercise of call options (subject to any recalculations). Finally, the Board's proposal means the Annual General Meeting approves that Class B shares acquired by the Company in line with earlier authorisation can also be conveyed to guarantee the supply of shares in accordance with the proposed Programme.

The Company currently holds a total of 729,677 Class B shares in the Company.

The proposal was prepared by the Company's Compensation Committee in consultation with the Company's Board.

The decision to propose the Programme to the Annual General Meeting was taken by the Board. The Company's directors are not covered by the Programme.

The Programme has the following key conditions:

- a) The number of call options issued should not exceed 244,000, corresponding to approximately 0.9 percent of the total number of shares and approximately 0.7 percent of the total number of votes in the Company (including Class B shares owned by the Company). Each call option entitles its holder to acquire one (1) repurchased Class B share in the Company during the period starting 11 September 2023 until 7 June 2024. Repurchases of call options cannot, however, take place during such periods when trading in shares in the Company is prohibited by Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 ("Market Abuse Regulation") (or any other applicable legislation in force).
- b) The acquisition price of shares when exercising call options is to correspond to 120 percent of the volume-weighted average price for the Company's Class B shares on the Nasdaq Stockholm exchange during the period from 27 August 2020 through 9 September 2020. This redemption price may be recalculated during the maturity of the call option programme under certain conditions.

- c) The right to acquire call options shall apply to Group management and another 24 executives of the Bergman & Beving Group with the direct possibility to influence the Group's earnings. The President & CEO will be offered a maximum of 30,000 call options, three individuals will be offered a maximum of 20,000 call options and the others a maximum of 7,000 call options.
- d) If an individual entitled to receive an allotment refrains, in whole or in part, from acquiring the offered call options then such unacquired call options will be distributed pro rata between the individuals entitled to receive call options who have presented a written application stating that they are interested in acquiring additional call options.
- e) The Board is to decide on the final distribution in accordance with the principles presented in Items c) and d) above.
- f) A notification to acquire call options must be made not later than 10 September 2020.
- g) The premium for call options shall correspond to the market value of the call options using an external independent assessment in accordance with the Black & Scholes model. The measurement period for the assessment of the option premium is to be based on the volume-weighted average price for the Company's Class B shares on the Nasdaq Stockholm exchange during the period from 27 August 2020 through 9 September 2020.
- h) Based on a price for the Company's share of SEK 72.60 and on other market conditions existing on 7 July 2020 and the Board's proposal for a dividend for the 2019/2020 operating year, the value per option has been calculated by the rating institute referred to above at SEK 3.74, which gives a total value for all options of approximately MSEK 0.9.
- i) Issuing call options to employees outside of Sweden is dependent on tax effects, that there are no legal obstacles and that the Board deems that such an issue can take place with reasonable administrative and economic resources. The Board shall have the right to make minor adjustments to the Programme brought about by applicable foreign laws and rules.
- j) Call options are freely transferable taking into account pre-emption agreements with the Company. Pre-emption of call options shall be at market value. The Company is entitled to repurchase issued call options.
- k) The number of shares that the call options entitle holders to acquire, and the redemption price, may be recalculated due to stock dividends, the consolidation or split of shares, new share issues or a reduction in share capital or similar measures. The time for the conveyance of shares may be brought forward due to a merger or similar measures.
- l) To encourage participation in the Programme, a subsidy in the form of a cash gross salary will be made to the holder of the option corresponding to the paid premium for each call option. The subsidy will be paid in September 2022 provided the holder of the



option has not been terminated from the Group or that the call options acquired from the Company were not divested before this date.

- m) The Company has a right to repurchase the call options from the holder if the option holder does not wish to use all acquired call options and reports this to the Company during the redemption period. Acquisitions of options shall be at a price that at any given time corresponds to the highest market value. Repurchases of call options cannot, however, take place during such periods when trading in shares in the Company is prohibited by Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 (“Market Abuse Regulation”) (or any other applicable legislation in force).
- n) Within the framework of the conditions and guidelines stated above, the Board is responsible for preparing and managing the details of the Programme.
- o) The complete terms and conditions for the options are presented in an appendix on the Company’s website at [www.bergmanbeving.com](http://www.bergmanbeving.com)

The costs of the Programme mainly comprise the subsidy to be paid in September 2022 as above, and the social security fees that will accrue on this subsidy as well as administrative costs for recruiting external consultants and providers of administrative services in connection with the design of the call option programme. The total cost of the subsidy, including social security fees, is estimated at approximately MSEK 0.9 after corporate tax (based on the market conditions on 7 July 2020). The option premium totalling approximately MSEK 0.9, which the Company will receive upon the conveyance of the call options, corresponds to the subsidy, which is why the Programme does not entail any net cost to the Company’s equity.

The grounds for deviating from the shareholders’ preferential rights and the Board’s motives for implementing the Programme are that executives of the Bergman & Beving Group through their own investment can participate and strive for a positive value performance for the Company’s shares and thereby more closely align the interests of these executives with those of the Company’s shareholders. The purpose of the Programme is also to contribute to a long-term increase in share ownership by executives in Bergman & Beving. In addition, the Programme is expected to create the conditions to retain and recruit qualified personnel to the Bergman & Beving Group, provide competitive remuneration and unite the interests of shareholders and executives. The executives included in the Programme are a group that, in an otherwise decentralised organisation, have the opportunity to create a positive impact on earnings through cooperation and efficiency enhancements. Against this background, the Board deems that the implementation of the Programme will have a positive impact on the continued development of the Bergman & Beving Group and that the Programme benefits both shareholders and the Company.

The Company already has three share-based incentive programmes: “2017 Share-based incentive programme,” “2018 Share-based incentive programme” and “2019 Share-based incentive programme.”

As part of the 2017 programme, ten executives acquired a total of 160,000 call options, which entitle the holders to acquire an equal number of Class B shares in the Company. The

redemption price for these call options is set at SEK 118.10 per share and the redemption period is from 14 September 2020 until 11 June 2021. When these 160,000 call options are fully exercised, the number of outstanding Class B shares will increase by 160,000 shares. These 160,000 shares correspond in full to previously repurchased Class B shares in the Company.

As part of the 2018 programme, 16 executives acquired a total of 210,000 call options, which entitle the holders to acquire an equal number of Class B shares in the Company. The redemption price for these call options is set at SEK 117.90 per share and the redemption period is from 13 September 2021 until 10 June 2022. When these 210,000 call options are fully exercised, the number of outstanding Class B shares will increase by 210,000 shares. These 210,000 shares correspond in full to previously repurchased Class B shares in the Company.

As part of the 2019 programme, 20 executives acquired a total of 270,000 call options, which entitle the holders to acquire an equal number of Class B shares in the Company. The redemption price for these call options is set at SEK 107.90 per share and the redemption period is from 12 September 2022 until 9 June 2023. When these 270,000 call options are fully exercised, the number of outstanding Class B shares will increase by 270,000 shares. These 270,000 shares correspond in full to previously repurchased Class B shares in the Company.

The resolution at the General Meeting of Shareholders as proposed by the Board above is only valid if it is supported by shareholders representing at least nine-tenths (9/10) of the votes cast and the shares represented at the Meeting.

#### **Item 17 Resolution regarding the authorisation of the Board to decide on the acquisition and conveyance of treasury shares**

The Board proposes that the Annual General Meeting resolve to authorise the Board, prior to the next Annual General Meeting, to acquire a maximum number of Class B shares so that the Company's holding of treasury shares at no time exceeds 10 percent of the total number of shares in the Company. Acquisitions are to be carried out on Nasdaq Stockholm in accordance with the stock exchange rules at a price that is within the registered price range at any given time, meaning the range between the highest purchase price and the lowest selling price. Acquisitions are to be paid for in cash and may be carried out on one or more occasions.

The Board also proposes that the Annual General Meeting authorise the Board, prior to the next Annual General Meeting, to divest Class B shares held in treasury by the Company in a manner other than on Nasdaq Stockholm. This authorisation may be utilised on one or more occasions and encompasses all shares held in treasury by the Company at the time of the Board's decision. The authorisation also entitles the Board to decide to deviate from the shareholders' preferential rights and stipulates that payment may be made by other means than money.

The purpose of this authorisation is to be able to adapt the Group's capital structure and to pay for future acquisitions of businesses and operations using treasury shares. Holdings of treasury shares may also be used to secure the Company's obligations under the proposed

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share-based incentive programme and previous incentive programmes.

In accordance with the above, a resolution on the Board's proposal requires the support of shareholders representing at least two-thirds (2/3) of the votes cast and the shares represented at the Meeting.

#### **Item 18 Resolution on changes to the Articles of Association.**

The Board proposes that the Annual General Meeting resolve on the following changes to the Articles of Association based on the changes in regulations and terminology in the Swedish Companies Act (2005:551).

<i>Current wording</i>	<i>Proposed wording</i>
<p><b>Article 1</b> The registered name of the Company is Bergman &amp; Beving Aktiebolag. The Company is a public limited liability company (publ).</p>	<p><b>Article 1</b> <i>The registered business name of the Company is Bergman &amp; Beving Aktiebolag. The Company is a public limited liability company (publ).</i></p>

<i>Current wording</i>	<i>Proposed wording</i>
<p><b>Article 13, second paragraph</b> The right to participate in the proceedings of General Meetings of Shareholders devolves upon those who (i) have their names entered in a printout or other account of the entire shareholders' register referring to circumstances five weekdays before such General Meeting, and (ii) file notice with the Company of their desire to participate in the proceedings of the General Meeting for themselves and up to two counsel not later than by 3:00 p.m. on the day stipulated in the notice for the Meeting. This day may not be a Sunday, any other public holiday, Saturday, Midsummer's Eve, Christmas Eve or New Year's Eve, and must not fall earlier than on the fifth weekday before the General Meeting of Shareholders.</p>	<p><b>Article 13, second paragraph</b> <i>Shareholders who wish to participate in the proceedings of General Meetings of Shareholders shall notify the Company by the date specified in the notice of the General Meeting of Shareholders. This day may not be a Sunday, any other public holiday, Saturday, Midsummer's Eve, Christmas Eve or New Year's Eve, and must not fall earlier than on the fifth weekday before the Meeting.</i></p>

The Board also proposes the following change to the Articles of Association due to the change in the name of the law.

<i>Current wording</i>	<i>Proposed wording</i>
<p><b>Article 14</b> The Company's shares shall be registered in a record register in accordance with the Securities and Clearing Operations Act (1998:1479).</p>	<p><b>Article 14</b> <i>The Company's shares shall be registered in a record register in accordance with the Central Securities Depositories and Financial Instruments Accounts Act (1998:1479).</i></p>

The Board, or whomever the Board appoints, has the right to decide on minor changes to the decisions of the Meeting required in connection with the registration of the decision with the Swedish Companies Registration Office or for other formal reasons.

In accordance with the above, a resolution on the Board's motion requires the support of shareholders representing at least two-thirds (2/3) of the votes cast and the shares represented at the Meeting.

## SHARES AND VOTES

The Company has issued a total of 27,436,416 shares, of which 1,062,436 are Class A shares and 26,373,980 are Class B shares, of which 729,677 are held in treasury by the Company. After deducting the shares held by the Company, the total number of votes amounts to 36,268,663. The above information pertains to the conditions at the time this notice was issued.

## SHAREHOLDERS' RIGHT TO REQUEST INFORMATION

According to Chapter 7, Sections 32 and 57 of the Swedish Companies Act, upon request from a shareholder and provided the Board determines that it is possible to do so without causing material damage to the Company, the Board and the CEO are required to provide information about any circumstances that could impact the manner in which an item on the agenda is addressed as well as any circumstances that could impact the assessment of the Company's financial situation. This disclosure obligation also encompasses the Company's relationships with other Group companies, the consolidated financial statements and any interactions with subsidiaries as described above.

## DOCUMENTS

Accounting documents and the auditor's report and complete proposals of the Board for resolution under Items 9b, 15 (including the auditor's statement in accordance with Chapter 8, Section 54 of the Swedish Companies Act and the Compensation Committee's evaluation of the application of the guidelines for remuneration of senior management as resolved by the Annual General Meeting), 16 (2020 Share-based incentive programme), 17 (including the statement of the Board in accordance with Chapter 19, Section 22 of the Swedish Companies Act) and 18 on the agenda will be made available by the Company on the Company's website, [www.bergmanbeving.com](http://www.bergmanbeving.com), from 5 August 2020 and will be sent to shareholders who so request and who provide their postal address. The Election Committee's proposals and reasoned statements are available on the Company's website, [www.bergmanbeving.com](http://www.bergmanbeving.com), from the date of issue of the notice.

Stockholm, July 2020

BOARD OF DIRECTORS

Bergman & Beving AB (publ)

For further information, please contact:  
Peter Schön, CFO, Tel: +46 70 339 89 99

*This information is information that Bergman & Beving AB (publ) is obliged to make public pursuant to Nasdaq Stockholm's Rule book for Issuers. The information was submitted for publication, through the agency the contact person set out above, 7:45 a.m. CET on 16 July 2020.*

*Bergman & Beving owns and refines companies that develop and market strong brands for professional users in industry and construction, mainly in the Nordic region, the Baltic States and Poland. Bergman & Beving aims to enable successful product companies to take the next step and become leading brands in their categories. The Group currently has some 20 brands, about 1,000 employees and revenue of approximately SEK 4 billion. Bergman & Beving is listed on Nasdaq Stockholm. Read more on the company's website: [www.bergmanbeving.com](http://www.bergmanbeving.com).*

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