

Notice of Bergman & Beving's Annual General Meeting on 31 August 2021

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 31 August 2021, 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 23 August 2021, and
- b) by 25 August 2021 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, P.O. 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 25 August 2021. 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 documents showing that they are authorised to represent the legal entity.

BERGMAN & BEVING

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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 not later than 9 August 2021.

INFORMATION ABOUT MEASURES TO PREVENT THE SPREAD OF THE COVID-19

As a precautionary measure to reduce the risk of spreading COVID-19 and based on recommendations from the authorities, Bergman & Beving offers shareholders the opportunity to use postal voting rather than attending in person. Bergman & Beving is following the recommendations of The Public Health Agency of Sweden 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*.

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.

The completed postal voting form needs to arrive at Bergman & Beving not later than 25 August 2021 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, P.O. Box 191, SE-101 23 Stockholm or via e-mail to GeneralMeetingService@euroclear.com. 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/>

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. Resolution on approval of remuneration report.
16. Resolution on the issuance of call options on repurchased shares and the transfer of repurchased shares to executives ("2021 share-based incentive programme").
17. Resolution regarding the authorisation of the Board to decide on the acquisition and conveyance of treasury shares.
18. Closing of the Meeting.

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

On 5 February 2021, in accordance with the resolution passed by Bergman & Beving's 2020 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. The Election Committee comprises Chairman of the Board Jörgen Wigh, Anders Börjesson (Chairman of the Committee), Henrik Hedelius, Johan Lannebo (representing Lannebo Fonder) and Caroline Sjösten (representing Swedbank Robur Fonder).

The Election Committee, whose members represent approximately 49 percent of the total number of votes, has announced that it will propose that the Annual General Meeting on 31 August 2021, in accordance with the items above, resolve on:

Item 2 Election of the Chairman to preside over the Meeting

The Election Committee proposes Chairman of the Board Jörgen Wigh to be elected Chairman of the 2021 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 2,550,000 (preceding year: SEK 1,975,000) are to be allocated as follows:

Chairman of the Board: SEK 800,000 (preceding year: SEK 600,000).

Other members of the Board: SEK 350,000 per director (preceding year: SEK 275,000).

The following additional fees will be paid for committee work:

Compensation Committee: SEK 75,000 (preceding year: SEK 50,000) to each committee member (2 members).

Audit Committee: SEK 75,000 (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, Charlotte Hansson, Henrik Hedelius, Malin Nordesjö and Jörgen Wigh and election of Niklas Stenberg as a new director.

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

Niklas Stenberg was born in 1974 and has a Bachelor of Laws from the University of Uppsala. He is President & CEO of Addtech AB and has held various senior positions at Addtech and Bergman & Beving and has previously worked as a lawyer at the law firm Delphi. Niklas is director of Addtech AB.

A presentation of the current members of the Board is available from the Company's website 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 15–17 IN ACCORDANCE WITH THE ABOVE**Item 9b 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 80 (40) is distributed to the shareholders and the remaining MSEK 992 (1,070) of the Company's profits be brought forward. This means the Board proposes to shareholders the distribution of SEK 3.00 (1.50) per share and 2 September 2021 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 7 September 2021 to the shareholders recorded in the shareholders' register as of the record date.

Item 15 Resolution on approval of remuneration report

The Board proposes that the Annual General Meeting resolves to approve the Boards' report on remuneration pursuant to Chapter 8, Section 53 a of the Swedish Companies Act.

Item 16 Resolution on the issuance of call options on repurchased shares and the conveyance of repurchased shares to executives ("2021 share-based incentive programme").

The Board proposes that the Annual General Meeting resolve to adopt a long-term incentive programme, 2021 share-based incentive programme (the "Programme"). The Programme, which is proposed to include a total of 22 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 178,000 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 929,677 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 178,000, corresponding to approximately 0.6 percent of the total number of shares and approximately 0.5 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 16 September 2024 until 12 June 2025. 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 1 September 2021 through 14 September 2021. 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 17 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, four individuals will be offered a maximum of 20,000 call options and the others a maximum of 4,000 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 15 September 2021.
- 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 1 September 2021 through 14 September 2021.
- h) Based on a price for the Company's share of SEK 132.60 and on other market conditions existing on 30 June 2021 and the Board's proposal for a dividend for the 2020/2021 operating year, the value per option has been calculated by the rating institute referred to above at SEK 13.90, which gives a total value for all options of approximately MSEK 2.5.
- 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 2023 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

The costs of the Programme mainly comprise the subsidy to be paid in September 2023 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 2.5 after corporate tax (based on the market conditions on 30 June 2021). The option premium totalling approximately MSEK 2.5, 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: "2018 Share-based incentive programme," "2019 Share-based incentive programme" and "2020 Share-based incentive programme."

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 107.50 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.

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These 270,000 shares correspond in full to previously repurchased Class B shares in the Company.

As part of the 2020 programme, 20 executives acquired a total of 244,000 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 99.50 per share and the redemption period is from 11 September 2023 until 7 June 2024. When these 244,000 call options are fully exercised, the number of outstanding Class B shares will increase by 244,000 shares. These 244,000 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 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.

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 929,677 are held in treasury by the Company. After deducting the shares held by the Company, the total number of votes

amounts to 36,068,663. 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 Boards' report on remuneration pursuant to Chapter 8, Section 53 a of the Swedish Companies Act), 16 (2021 Share-based incentive programme) and 17 (including the statement of the Board in accordance with Chapter 19, Section 22 of the Swedish Companies Act) on the agenda will be made available by the Company on the Company's website, www.bergmanbeving.com, from 9 August 2021 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, from the date of issue of the notice.

Stockholm, July 2021

BOARD OF DIRECTORS

CONTACT INFORMATION

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