

*This is an unofficial translation of the Swedish original wording. In case of differences between the English translation and the Swedish original, the Swedish text shall prevail.*

Minutes of the Annual General Meeting  
in BE Group AB (publ), corporate  
identity no 556578-4724, held on  
Tuesday April 20, 2021 in Malmö

## § 1 Election of Chairman of the Meeting

Jörgen Zahlin was elected Chairman of the Meeting in accordance with the proposal of the Nomination Committee.

It was noted that Christoffer Franzén, secretary of the Board of Directors, was assigned to keep the minutes of the Meeting.

It was noted that the Meeting was conducted in accordance with section 22 of the Act (2020:198) on temporary exceptions to facilitate the execution of general meetings in companies and other associations, meaning that the shareholders have been able to exercise their voting rights at the Meeting only by voting in advance, so called postal voting.

The notice to attend the Meeting and the advance voting form are enclosed as Appendix 1 and Appendix 2.

A compilation of the overall result of the postal votes, at each agenda item that is covered by postal voting, is enclosed as Appendix 3, which include the information prescribed in section 26 in the abovementioned Act. It was especially noted that no shareholder had requested to the company that one or more items in the agenda should be postponed to a Continued General Meeting.

It was further noted that the shareholders had been given the opportunity to request information from the company in writing and that no such request had been received by the company.

## § 2 Election of one or two person/s to approve the minutes

Alf Svedulf was appointed to approve the minutes together with the Chairman.

§ 3 Preparation and approval of voting list

A list, Appendix 4, established by the company was approved as the voting list for the Meeting.

§ 4 Approval of agenda

The Meeting resolved to approve the agenda according to the proposal in the notice convening the Meeting.

§ 5 Determination of whether the Meeting has been duly convened

It was noted that a notice convening the Meeting had been available at the company's website since March 16, 2021 and inserted in Post- och Inrikes Tidningar (*the "Swedish Official Gazette"*) on March 19, 2021. That advertisements regarding the convening notice had been inserted in Svenska Dagbladet on March 19, 2021. The Meeting was declared to be duly convened.

§ 6 Presentation of a) the Annual Report and the auditor's report and the Consolidated Financial Statements and the auditor's report on the Consolidated Financial Statements, b) the board of directors' proposal for appropriation of the company's profit, and c) statement by the auditor whether applicable guidelines for remuneration to senior executives has been complied with

It was noted that the Annual Report and the auditor's report and the Consolidated Financial Statements and the auditor's report on the Consolidated Financial Statements, had been available to the shareholders at the Company and on the Company's website no later than three weeks before the Meeting and had been distributed to all shareholders on request. Further, it was noted that the statement by the Auditor on the compliance with the applicable guidelines for remuneration to senior executives had been available at the Company and on the Company's website and distributed to all shareholders on request no later than three weeks before the Meeting.

§ 7 a Resolution to adopt the Statement of Income and the Balance Sheet and the Consolidated Statement of Income and the Consolidated Balance Sheet

The Meeting resolved to adopt the Statement of Income and the Balance Sheet and the Consolidated Statement of Income and the Consolidated Balance Sheet, as per December 31, 2020.

§ 7 b Resolution on the appropriation of the company's profit according to the adopted Balance Sheet,

It was noted that the board of directors' complete proposal for the appropriation of the company's profit is presented in the annual report. The Meeting resolved that no dividend should be paid for the financial year of 2020 and that the funds available of SEK 423,621,208 should be carried forward.

§ 7 c Resolution on discharge from liability of the Board members and the CEO for the financial year 2020

The Meeting resolved that the members of the Board of Directors and the CEO should be discharged from liability for the financial year 2020. It was noted that the resolution was made in respect of Mikael Sjölund for the period up until May 5, 2020. It was noted that the members of the Board of Directors and the CEO did not participate in the decision regarding their own discharge from liability.

§8 Establishment of the number of Board members

The Meeting resolved, in accordance with the proposal of the Nomination Committee, that the number of Board members shall be five, with no deputy members.

§9 Establishment of fees to the Board Members and the Auditor

The Meeting resolved in accordance with the proposal of the Nomination Committee that the fees to the Board members shall amount to a total of SEK 1,260,000 of which SEK 420,000 (unchanged) to the Chairman and SEK 210,000 (unchanged) to each of the other members elected at a Meeting and not employed by the Company. For work in the Audit Committee it was resolved that a remuneration of SEK 70,000 (unchanged) shall be paid to the Chairman and SEK 40,000 (unchanged) shall be paid to each of the other committee members. No remuneration shall be paid for work in the Remuneration Committee.

The Meeting resolved, in accordance with the proposal of the Nomination Committee, that fee to the Auditor shall be paid as per approved invoice.

§10 Election of Board Members

It was noted that the Nomination Committee proposed re-election of the Board members Carina Andersson, Lars Olof Nilsson, Mats O Paulsson, Petter Stillström and Jörgen Zahlin. As Chairman of the Board of Directors, Jörgen Zahlin was proposed re-election. If the chairman's assignment were to end prematurely, the board of directors

shall elect a new chairman within the Board for the time until the new chairman is elected by the Annual General Meeting.

It was noted that that the proposed Board members' assignments in other companies would be considered presented at the Meeting.

The Meeting resolved to elect members and chairman of the board of directors, up to the end of the next Meeting, in accordance with the proposal of the Nomination Committee.

#### § 11 Election of Auditor

The Meeting resolved, for the period up to and including the next Annual General Meeting, to elect the accounting company Öhrlings PricewaterhouseCoopers AB as the company's auditor. It was noted that Öhrlings PricewaterhouseCoopers AB had informed the Company that the authorised public accountant Eva Carlsvi will continue to be auditor in charge.

#### § 12 Resolution on approval of remuneration report

It was noted that the remuneration report, pursuant to Chapter 8, Section 53 a of the Swedish Companies Act, had been available on the company's website since March 26, 2021.

The Meeting resolved to approve the Board's remuneration report, pursuant to Chapter 8, Section 53 a of the Swedish Companies Act

#### § 13 Resolution on authorisation of the Board of Directors to decide on transfer of the company's own shares

It was noted that the board of directors' proposal on authorisation of the board of directors to decide on transfer of the company's own shares in accordance with Appendix 5 had been available at the company and on the company's website since March 26, 2021.

The Meeting resolved in accordance with the proposal of the Board of Directors. It was noted that the resolution was unanimous.

§ 14 Resolution on amendment of the Articles of Association

It was noted that the board of directors' proposal on authorisation of the board of directors to decide on amendment of the Articles of Association in accordance with Appendix 6 had been available at the company and on the company's website since March 26, 2021.

The Meeting resolved in accordance with the proposal of the Board of Directors after which the Articles of Association shall have the wording set out in Appendix 7. It was noted that the resolution was unanimous.

Nothing further was considered.

As above:

\_\_\_\_\_  
Christoffer Franzén

Approved:

\_\_\_\_\_  
Jörgen Zahlin

\_\_\_\_\_  
Alf Svedulf



## ANNUAL GENERAL MEETING IN BE GROUP AB

Notice is given to the shareholders of BE Group AB (publ), reg. no. 556578-4724 of the annual general meeting to be held on April 20, 2021.

Due to the coronavirus and to curb the spread of the virus, the board of directors has decided that the annual general meeting should be conducted by way of postal vote pursuant to temporary legislation being in effect in 2021. This means that the annual general meeting will be held without the physical presence of shareholders, representatives or third parties. The shareholders will only be able to exercise their voting rights by postal voting in the manner prescribed below.

### Right to attend

A person who wishes to participate in the annual general meeting by postal voting must

- be listed as a shareholder in the presentation of the share register kept by Euroclear Sweden AB concerning the circumstances on April 12, 2021, and
- give notice of participation no later than April 19, 2021, by casting its postal vote in accordance with the instructions under the heading “*Postal voting*” below so that the postal voting form is received by BE Group no later than that day.

In order to be entitled to participate in the annual general meeting, a shareholder whose shares are registered in the name of a nominee must, in addition to giving notice of participation in the annual general meeting by submitting its postal vote, register its shares in its own name so that the shareholder is listed in the presentation of the share register as of, April 12, 2021. Such registration may be temporary (so-called voting rights registration), and request for such voting rights registration shall be made to the nominee in accordance with the nominee’s routines at such a time in advance as decided by the nominee. Voting rights registrations that have been made by the nominee no later than April 14, 2021 will be taken into account in the presentation of the share register.

### Postal voting

Shareholders may exercise their voting rights at the annual general meeting only by postal voting in accordance with section 22 of the Act (2020:198) on temporary exceptions to facilitate the execution of general meetings in companies and other associations. A special form must be used for the postal vote. The form is available on the company’s website [www.begroup.com](http://www.begroup.com). The postal vote form is considered as notice to participate in the annual general meeting.

In order to be considered, the completed and signed form must be received by BE Group no later than, April 19, 2021. The completed and signed form must be sent to by mail to BE Group AB, Attn Jessica Lydevik, Box 225, SE-201 22 Malmö, mark the envelope with "Postal Vote", or by email to [postrostning@begroup.com](mailto:postrostning@begroup.com), type “Postal Vote” in the subject line.

If the shareholder submits its postal vote by proxy, a power of attorney must be attached to the postal voting form. Proxy forms in Swedish and in English are available on the company’s website [www.begroup.com](http://www.begroup.com) and also upon request. A power of attorney is valid (1) year from its issue date or such longer time period as set out in the power of attorney, however not more than (5) years. If the shareholder is a legal person, a registration certificate or other authorization document, not older than one (1) year, must be attached to the form, listing the authorized signatories.

The shareholders may not provide special instructions or conditions to the postal vote. If so, the entire postal vote is invalid. Further instructions and conditions can be found in the postal voting form.

### **Shareholders' right to receive information**

The board of directors and CEO shall, if any shareholder so requests and the board of directors believes that it can be done without material harm to the company, provide information regarding circumstances that may affect the assessment of an item on the agenda, circumstances that may affect the assessment of the company's or its subsidiaries' financial situation and the company's relation to another company within the group. A request for such information shall be made in writing to the company no later than ten days prior to the annual general meeting, i.e. no later than April 10, 2021, at BE Group AB, Attn Jessica Lydevik, Box 225, SE-201 22 Malmö, or by email to [postrostning@begroup.com](mailto:postrostning@begroup.com). The information will be made available on the company's website [www.begroup.com](http://www.begroup.com) and at the company's head office, Krangatan 4B, SE-211 24 Malmö, Sweden, no later than, April 15, 2021. The information will also be sent to any shareholder who so requests and who states its address or e-mail.

### **Proposal for agenda**

1. Election of chairman of the meeting
2. Election of one or two person/s to approve the minutes
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Determination of whether the meeting has been duly convened
6. Presentation of
  - a) the Annual Report and the auditor's report and the Consolidated Financial Statements and the auditor's report on the Consolidated Financial Statements
  - b) the board of directors' proposal for appropriation of the company's profit
  - c) statement by the auditor whether applicable guidelines for remuneration to senior executives has been complied with
7. Resolutions regarding
  - a) the adoption of the Statement of Income and the Balance Sheet and the Consolidated Statement of Income and the Consolidated Balance Sheet
  - b) the appropriation of the company's profit according to the adopted Balance Sheet,
  - c) the discharge from liability of the board members and the CEO for the financial year 2020
8. Establishment of the number of board members
9. Establishment of fees to the board members and the auditor
10. Election of board members
  - a) Carina Andersson, (re-election)
  - b) Lars Olof Nilsson, (re-election)
  - c) Mats O Paulsson, (re-election)
  - d) Petter Stillström, (re-election)
  - e) Jörgen Zahlin (re-election)
  - f) Jörgen Zahlin as chairman of the board (re-election).
11. Election of auditor
12. Approval of remuneration report
13. Resolution on the authorization of the board of directors to decide on the transfer of the company's own shares
14. Resolution on amendment of the Articles of Association

### **Proposal for election of chairman of the meeting (item 1)**

The Nomination Committee of BE Group for the annual general meeting 2021, consisting of Petter Stillström (AB Traction), Alf Svedulf (Svedulf Fastighets AB), Johan Ahldin (The Pure

Circle AB) and Jörgen Zahlin (chairman of the board of BE Group), of which AB Traction and Svedulf Fastighets AB together are representing 47% of the shares and votes in the company, has proposed that Jörgen Zahlin is to be elected chairman of the meeting.

**Election of one or two person/s to approve the minutes (item 2)**

Alf Svedulf, or if one of them is prevented from participating, a person appointed by the board, are proposed to approve the minutes. The assignment to approve the minutes also includes approve the voting list and that the received postal votes are correctly reflected in the minutes of the meeting.

**Preparation and approval of the voting list (item 3)**

The voting list proposed to be approved is the voting list prepared by the company, based on the general meeting share register and received postal votes, controlled and approved by the persons assigned to approve the minutes.

**Proposal for appropriation of the company's profit according to the adopted Balance Sheet (item 7 b)**

The board of directors has proposed that no dividend is to be distributed for the financial year 2020 and that the available funds of the company of SEK 423 621 208 in total, including this year's result of SEK 73 008 862, should be carried forward.

**Proposal for establishment of the number of board members (item 8)**

The Nomination Committee has proposed that the number of board members shall be 5 without any deputy members.

**Proposal for establishment of fees to the board members and the auditor (item 9)**

The Nomination Committee has proposed that fees to the board members shall amount to a total of SEK 1,260,000 whereof unchanged, SEK 420,000 to the chairman of the board and unchanged SEK 210,000 to each of the other board members elected by the general meeting. For work in the Audit Committee an unchanged remuneration of SEK 70,000 shall be paid to the chairman and SEK 40,000 shall be paid to each of the other committee members. For work in the Remuneration Committee no remuneration shall be paid.

The Nomination Committee has further proposed that fees to the auditor should be paid according to approved invoices.

**Proposal for election of board members (item 10)**

The Nomination Committee has proposed re-election of board members Carina Andersson, Lars Olof Nilsson, Mats O Paulsson, Petter Stillström and Jörgen Zahlin.

The Nomination Committee has proposed re-election of Jörgen Zahlin as chairman of the board. If the assignment as chairman should end prematurely, the board shall among itself elect a new chairman for the period up until a new chairman has been elected by the general meeting.

**Proposal for election of auditor (item 11)**

The Nomination Committee has, in accordance with the Audit Committee's recommendation, proposed re-election of the registered accounting company Öhrlings PricewaterhouseCoopers AB for a term of one year. Öhrlings PricewaterhouseCoopers AB has informed the company that, should it be elected, Eva Carlsvi will be chief responsible auditor.

**Approval of remuneration report (item 12)**



The board of directors proposes that the annual general meeting resolves to approve the board of directors' report regarding compensation pursuant to Chapter 8, Section 53 a of the Swedish Companies Act.

**Proposal for a resolution on the authorization of the board of directors to decide on transfer of the company's own shares (item 13)**

In order to enable BE Group to finance minor company acquisitions, the board of directors proposes the annual general meeting to authorize the board of directors to decide, on one or several occasions no later than the annual general meeting 2022, on the transfer of the company's own shares. Transfer of shares may be made with deviation from the shareholders' preferential right of maximum 26,920 shares equivalent to the company's existing holding of own shares. Transfer of shares may take place as payment of whole or part of the purchase price at the acquisition of a company or business or part of a company or business and the consideration shall be equal to the assessed market value of the share. On such transfer, payment may be made by assets contributed in kind or by set-off of a claim against BE Group. Transfer may also be made against cash payment by sale on Nasdaq Stockholm, at a price within the price interval that may be registered at any given time, i.e. the interval between the highest purchase price and the lowest sales price at the time of transfer. The board of directors shall be entitled to determine the other terms and conditions of the transfer.

*Voting majority*

The resolution of the meeting on the authorization of the board of directors to decide on transfer of the company's own shares is subject to the support of shareholders representing at least two-thirds of both the number of votes cast and the shares represented at the meeting in order to be valid.

**Proposal for a resolution on amendment of the Articles of Association (item 14)**

According to Chapter 7, Section 4 of the Swedish Companies Act, the board of directors may collect proxies for the general meeting if provided for in the articles of association. According to Chapter 7, Section 4 a of the Swedish Companies Act it may also be provided for in the articles of association that the board of directors may decide that the shareholders shall be able to exercise their voting rights by post before the general meeting.

In order to be able to use the alternatives provided by the Swedish Companies Act with regard to decisions on proxy collection and postal voting, the board of directors proposes that a new article 10 is included in the Articles of Association, with the wording set out below, and that the Articles of Association be re-numbered so that the current article 10 becomes article 11 and the current article 11 becomes article 12.

**Proposed wording**

**§ 10**

*The board of directors may collect proxies pursuant to the procedure stated in Chapter 7, Section 4, second paragraph of the Swedish Companies Act.*

*The board of directors may decide before a General Meeting that the shareholders shall be able to exercise their voting rights by post before the General Meeting pursuant to the procedure stated in Chapter 7, Section 4 a of the Swedish Companies Act.*

#### *Voting majority*

The resolution of the meeting on amendment of the Articles of Association is subject to the support of shareholders representing at least two-thirds of both the number of votes cast and the shares represented at the meeting in order to be valid.

#### **Available documents**

Accounting documents, the auditor's report, the statement by the auditor whether applicable guidelines for remuneration to senior executives has been complied with and the complete proposals of the board and other documents under items 12-14, will be available at the company and on the company's website [www.begroup.com](http://www.begroup.com) no later than March 30, 2021 and will be sent to all shareholders upon request. The Nomination Committee's motivated statement on its proposal for board of directors is available on the company's website, [www.begroup.com](http://www.begroup.com). The documents above are presented on the annual general meeting by being kept available at the company, on its website, and by being sent to any shareholder who so requests and provides an address or an email.

#### **Number of shares and votes in the company**

At the time of this notice, the total number of shares and votes in the company amounts to 13,010,124. The company's holding of own shares amounts to 26,920 and such shares do not entitle to any voting right if the company is the holder of the shares.

#### **Processing of personal data**

For information about the processing of your personal data, see <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

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Malmö in March 2021  
**BE Group AB (publ)**  
*The board of directors*



## FORM FOR REGISTRATION AND POSTAL VOTING AT THE ANNUAL GENERAL MEETING OF BE GROUP AB (PUBL) ON APRIL 20, 2021

This form must be received by BE Group AB no later than April 19, 2021, for the registration to be effective and the votes to be counted.

The shareholder set out below hereby notifies the company of its participation and exercises its voting right for all of the shareholder's shares in BE Group AB (publ), reg. no. 556578-4724, at the Annual General Meeting on April 20, 2021. The voting right is exercised in accordance with the voting options marked below.

<b>Name of the shareholder</b>	<b>Personal number/organization number</b>
<p><b>Affirmation (if the signatory is an authorized representative for a legal entity):</b> I, the signatory, is a board member, chief executive officer or legal signatory of the shareholder and affirms on honor and conscience that I am authorized to vote in advance on behalf of the shareholder and that content of the vote corresponds with the shareholder's decision</p> <p><b>Affirmation (if the signatory represents the shareholder through a proxy):</b> I, the signatory, affirms on honor and conscience that the enclosed proxy corresponds to the original proxy and that it has not been withdrawn</p>	
<b>Place and date</b>	
<b>Signature</b>	
<b>Clarification of signature</b>	
<b>Telephone number</b>	<b>E-mail</b>



## Instructions:

- Complete all the requested information above.
- Select the preferred voting options below regarding how the shareholder wish to vote
- Print, complete the form, sign and send the form to BE Group AB, "Postal voting", Box 225, 201 22 Malmö, Sweden. The completed and signed form can also be sent electronically by email to [postrostning@begroup.com](mailto:postrostning@begroup.com), write "Postal voting" in the subject line.
- If the shareholder is a natural person who is personally voting in advance, it is the shareholder who should sign under *Signature* above. If the postal vote is submitted by a proxy of the shareholder, it is the proxy who should sign. If the postal vote is submitted by a legal representative of a legal entity, it is the representative who should sign
- A power of attorney shall be enclosed if the shareholder votes by proxy. If the shareholder is a legal entity, a registration certificate or a corresponding document for the legal entity shall be enclosed with the form
- **Note shareholders whose shares are registered in the name of a nominee must register its shares in its own name so that the shareholder is listed in the presentation of the share register as of, April 12, 2021.** Instructions can be found in the notice to the Annual General Meeting.

## Further information regarding postal voting

The board of directors in BE Group AB (publ) has resolved that the shareholders in BE Group AB (publ), at the Annual General Meeting on April 20, 2021, shall only be able to exercise their voting rights by postal voting and voting by e-mail in accordance with Section 22 of the Act (2020:198) on temporary exceptions to facilitate the execution of general meetings in companies and other associations.

Shareholders cannot give any other instructions than selecting one of the options specified at each item in the form. If a shareholder wishes to abstain from voting in relation to a matter, kindly refrain from selecting an option. A vote (i.e. the postal vote in its entirety) is invalid if the shareholder has provided the form with specific instructions or conditions or if pre-printed text is amended or supplemented.

Only one form per shareholder will be considered. If more than one form is submitted, the form with the latest date will be considered. The form latest received by the company will be considered if two forms are dated at the same date. An incomplete or wrongfully completed form, or a form without valid authorization documentation, may be discarded without being considered.

The postal voting form, together with any enclosed authorization documentation, must be received by BE Group AB (publ) no later than Monday April 19, 2021. A postal vote can be withdrawn up to and including Monday April 19, 2021 by contacting BE Group AB by e-mail to [postrostning@begroup.com](mailto:postrostning@begroup.com) write "Postal voting" in the subject line, by mail to BE Group AB, "Postal voting", Box 225, 201 22 Malmö, Sweden or by phone to +46 40 38 42 00.

For complete proposals for the items on the agenda, kindly refer to the notice and other documents convening the meeting on BE Group's website [www.begroup.com](http://www.begroup.com).

For information about the processing of your personal data, see <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.



## ANNUAL GENERAL MEETING IN BE GROUP AB ON APRIL 20, 2021

The options below refers to the proposals submitted by the owners, the Nomination Committee and the board of directors, respectively, which are included in the notice and other documents convening the Annual General Meeting.

<p><b>1. Election of chairman of the meeting</b> Jörgen Zahlin, or, if prevented from participating, a person appointed by the Nomination Committee</p> <p>Yes <input type="checkbox"/>      No <input type="checkbox"/></p>
<p><b>2. One or two person/s to approve the minutes</b> Alf Svedulf, or, if prevented from participating, a person appointed by the board</p> <p>Yes <input type="checkbox"/>      No <input type="checkbox"/></p>
<p><b>3. Preparation and approval of the voting list</b></p> <p>Yes <input type="checkbox"/>      No <input type="checkbox"/></p>
<p><b>4. Approval of the agenda</b></p> <p>Yes <input type="checkbox"/>      No <input type="checkbox"/></p>
<p><b>5. Determination of whether the meeting has been duly convened</b></p> <p>Yes <input type="checkbox"/>      No <input type="checkbox"/></p>
<p><b>7. Resolutions regarding;</b></p> <p><b>a) the adoption of the Statement of Income and the Balance Sheet and the Consolidated Statement of Income and the Consolidated Balance Sheet</b></p> <p>Yes <input type="checkbox"/>      No <input type="checkbox"/></p> <p><b>b) the appropriation of the company's profit according to the adopted Balance Sheet</b></p> <p>Yes <input type="checkbox"/>      No <input type="checkbox"/></p> <p><b>c) the discharge from liability of the board members and the CEO for the financial year 2020</b></p> <p>a) Jörgen Zahlin (<i>chairman</i>)</p> <p>Yes <input type="checkbox"/>      No <input type="checkbox"/></p>
<p>b) Carina Andersson (<i>board member</i>)</p> <p>Yes <input type="checkbox"/>      No <input type="checkbox"/></p>
<p>c) Lars Olof Nilsson (<i>board member</i>)</p> <p>Yes <input type="checkbox"/>      No <input type="checkbox"/></p>

d) Mats O Paulsson (*board member*)

Yes  No

e) Petter Stillström (*board member*)

Yes  No

f) Mikael Sjölund (*former board member, considering the period January 1, 2020 to May 5 2020*)

Yes  No

g) Mikael Törnros (*board member, employee representative*)

Yes  No

h) Peter Andersson (*President and CEO*)

Yes  No

**8. Establishment of the number of board members**

Yes  No

**9. Establishment of fees to the board members and the auditor**

Yes  No

**10. Election of board members**

a) Carina Andersson (*re-election*)

Yes  No

b) Lars Olof Nilsson (*re-election*)

Yes  No

c) Mats O Paulsson (*re-election*)

Yes  No

d) Petter Stillström (*re-election*)

Yes  No

e) Jörgen Zahlin (*re-election*)

Yes  No

f) Jörgen Zahlin as chairman of the board (*re-election*)

Yes  No



**11. Election of auditor**

Yes  No

**12. Approval of remuneration report**

Yes  No

**13. Resolution on the authorization of the board of directors to decide on the transfer of the company's own shares**

Yes  No

**14. Resolution on amendment of the Articles of Association**

Yes  No

**The shareholder requests that one or more items in the above form shall be postponed to a Continued General Meeting.**

(This section is to be filled in only if the shareholder has such request)

State item or items by using numbers:

## BE Group AB (publ)

## Poströster - slutredovisning (26§ 2020:198)

Företrädda aktier	6 203 669
Företrädda röster	6 203 669,0
Röstbara aktier i bolaget	12 983 204
Eget innehav	26 920
Totalt antal aktier i bolaget	13 010 124

	Röster			Aktier			% av avgivna röster			% av företrädda aktier			% aktiekapitalet		
	För	Emot	Ej avgivna	För	Emot	Ej avgivna	För	Emot	Ej avgivna	För	Emot	Ej avgivna	För	Emot	Ej avg./för.
<b>1 - Val av ordförande vid stämman</b>	6 203 669,0	0,0	0,0	6 203 669	0	0	100,000%	0,000%	0,000%	100,000%	0,000%	0,000%	47,782%	0,000%	52,218%
<b>2 - Val av en eller två justerare</b>	6 203 669,0	0,0	0,0	6 203 669	0	0	100,000%	0,000%	0,000%	100,000%	0,000%	0,000%	47,782%	0,000%	52,218%
<b>3 - Upprättande och godkännande av röstlängd</b>	6 203 669,0	0,0	0,0	6 203 669	0	0	100,000%	0,000%	0,000%	100,000%	0,000%	0,000%	47,782%	0,000%	52,218%
<b>4 - Fastställande av dagordning</b>	6 203 669,0	0,0	0,0	6 203 669	0	0	100,000%	0,000%	0,000%	100,000%	0,000%	0,000%	47,782%	0,000%	52,218%
<b>5 - Prövning av om stämman blivit behörigen sammankallad</b>	6 203 669,0	0,0	0,0	6 203 669	0	0	100,000%	0,000%	0,000%	100,000%	0,000%	0,000%	47,782%	0,000%	52,218%
<b>7 a) - Beslut om fastställande av resultaträkningen och balansräkningen samt koncernresultaträkningen och koncernbalansräkningen</b>	6 203 669,0	0,0	0,0	6 203 669	0	0	100,000%	0,000%	0,000%	100,000%	0,000%	0,000%	47,782%	0,000%	52,218%
<b>7 b) Bestlut om disposition beträffande bolagets resultat enligt den fastställda balansräkningen</b>	6 203 669,0	0,0	0,0	6 203 669	0	0	100,000%	0,000%	0,000%	100,000%	0,000%	0,000%	47,782%	0,000%	52,218%
<b>7 c) - Beslut om ansvarsfrihet för styrelseledamöterna och verkställande direktören för räkenskapsåret 2020</b>															
<b>a) Jörgen Zahlin</b>	6 188 387,0	0,0	15 282,0	6 188 387	0	15 282	99,754%	0,000%	0,246%	99,754%	0,000%	0,246%	47,665%	0,000%	52,335%
<b>b) Carina Andersson</b>	6 200 387,0	0,0	3 282,0	6 200 387	0	3 282	99,947%	0,000%	0,053%	99,947%	0,000%	0,053%	47,757%	0,000%	52,243%
<b>c) Lars Olof Nilsson</b>	6 200 387,0	0,0	3 282,0	6 200 387	0	3 282	99,947%	0,000%	0,053%	99,947%	0,000%	0,053%	47,757%	0,000%	52,243%
<b>d) Mats O Paulsson</b>	6 200 387,0	0,0	3 282,0	6 200 387	0	3 282	99,947%	0,000%	0,053%	99,947%	0,000%	0,053%	47,757%	0,000%	52,243%
<b>e) Petter Stillström</b>	3 064 258,0	0,0	3 139 411,0	3 064 258	0	3 139 411	49,394%	0,000%	50,606%	49,394%	0,000%	50,606%	23,602%	0,000%	76,398%
<b>f) Mikael Sjölund</b>	6 200 387,0	0,0	3 282,0	6 200 387	0	3 282	99,947%	0,000%	0,053%	99,947%	0,000%	0,053%	47,757%	0,000%	52,243%
<b>g) Mikael Törnros</b>	6 200 387,0	0,0	3 282,0	6 200 387	0	3 282	99,947%	0,000%	0,053%	99,947%	0,000%	0,053%	47,757%	0,000%	52,243%
<b>h) Peter Andersson</b>	6 203 669,0	0,0	3 282,0	6 200 387	0	3 282	100,000%	0,000%	0,053%	99,947%	0,000%	0,053%	47,757%	0,000%	52,243%
<b>8 - Fastställande av antalet styrelseledamöter</b>	6 203 669,0	0,0	0,0	6 203 669	0	0	100,000%	0,000%	0,000%	100,000%	0,000%	0,000%	47,782%	0,000%	52,218%
<b>9 - Fastställande av arvode till styrelseledamöter och revisor</b>	6 203 669,0	0,0	0,0	6 203 669	0	0	100,000%	0,000%	0,000%	100,000%	0,000%	0,000%	47,782%	0,000%	52,218%



## Poströster - slutredovisning (26§ 2020:198)

Företrädda aktier	6 203 669
Företrädda röster	6 203 669,0
Röstbara aktier i bolaget	12 983 204
Eget innehav	26 920
Totalt antal aktier i bolaget	13 010 124

	Röster			Aktier			% av avgivna röster			% av företrädda aktier			% aktiekapitalet		
	För	Emot	Ej avgivna	För	Emot	Ej avgivna	För	Emot	Ej avgivna	För	Emot	Ej avgivna	För	Emot	Ej avg./för.
<b>10 - Val av styrelseledamöter</b>															
a) Carina Andersson	6 200 387,0	0,0	3 282,0	6 200 387	0	3 282	99,947%	0,000%	0,053%	99,947%	0,000%	0,053%	47,757%	0,000%	52,243%
b) Lars Olof Nilsson	6 200 387,0	0,0	3 282,0	6 200 387	0	3 282	99,947%	0,000%	0,053%	99,947%	0,000%	0,053%	47,757%	0,000%	52,243%
c) Mats O Paulsson	6 200 387,0	0,0	3 282,0	6 200 387	0	3 282	99,947%	0,000%	0,053%	99,947%	0,000%	0,053%	47,757%	0,000%	52,243%
d) Petter Stillström	6 200 387,0	0,0	3 282,0	6 200 387	0	3 282	99,947%	0,000%	0,053%	99,947%	0,000%	0,053%	47,757%	0,000%	52,243%
e) Jörgen Zahlin	6 200 387,0	0,0	3 282,0	6 200 387	0	3 282	99,947%	0,000%	0,053%	99,947%	0,000%	0,053%	47,757%	0,000%	52,243%
f) Jörgen Zahlin som styrelseordförande	6 200 387,0	0,0	3 282,0	6 200 387	0	3 282	99,947%	0,000%	0,053%	99,947%	0,000%	0,053%	47,757%	0,000%	52,243%
<b>11 - Val av revisor</b>															
	6 203 669,0	0,0	0,0	6 203 669	0	0	100,000%	0,000%	0,000%	100,000%	0,000%	0,000%	47,782%	0,000%	52,218%
<b>12 - Beslut om godkännande av ersättningsrapport</b>															
	6 203 669,0	0,0	0,0	6 203 669	0	0	100,000%	0,000%	0,000%	100,000%	0,000%	0,000%	47,782%	0,000%	52,218%
<b>13 - Beslut om bemyndigande för styrelsen att besluta om överlåtelse av egna aktier</b>															
	6 203 669,0	0,0	0,0	6 203 669	0	0	100,000%	0,000%	0,000%	100,000%	0,000%	0,000%	47,782%	0,000%	52,218%
<b>14 - Beslut om ändring av bolagsordningen</b>															
	6 203 669,0	0,0	0,0	6 203 669	0	0	100,000%	0,000%	0,000%	100,000%	0,000%	0,000%	47,782%	0,000%	52,218%

## **PROPOSAL OF THE BOARD OF DIRECTORS OF BE GROUP AB FOR AUTHORISATION OF THE BOARD TO RESOLVE ON TRANSFER OF THE COMPANY'S OWN SHARES**

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The Board of Directors proposes that the Annual General Meeting shall resolve to authorise the Board to resolve on transfer of the company's own shares in accordance with the following conditions:

1. The authorisation may be exercised on one or several occasions, though not exceeding past the Annual General Meeting 2022.
2. Transfer may be made of maximum 26,920 shares, equivalent to the company's existing holding of own shares.
3. Transfer may be made with a deviation from the shareholders' preferential right.
4. Transfer may be made as payment of the total or part of the purchase price at an acquisition of a company or business or part of a company or business, where the consideration shall be equivalent to the estimated market value of the share. On such transfer, payment may be made by assets contributed in kind or by set-off of a claim against BE Group.
5. Transfer may also be made against cash payment by sale on Nasdaq Stockholm, at a price within the price interval that may be registered at any given time, i.e. the interval between the highest purchase price and the lowest sales price at the time of transfer.
6. The Board shall be entitled to determine the other terms and conditions of the transfer.

The reason for the proposal and the reason why transfer of shares may be made with deviation from the shareholders' preferential right is to enable financing of minor company acquisitions by the utilisation of the company's own shares.

The company's holding of own shares is equivalent to approximately 0.2 percent of the total number of shares.

### **Voting majority**

The resolution by the Annual General Meeting on the authorisation of the Board of Directors to resolve on transfer of the company's own shares is subject to the support by shareholders representing at least two-thirds of both the number of votes cast and the shares represented at the Meeting in order to be valid.

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Malmö in March 2021  
THE BOARD OF DIRECTORS

## **PROPOSAL OF THE BOARD OF DIRECTORS OF BE GROUP AB ON AMENDMENT OF THE ARTICLES OF ASSOCIATION**

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According to Chapter 7, Section 4 of the Swedish Companies Act, the board of directors may collect proxies for the general meeting if provided for in the articles of association. According to Chapter 7, Section 4 a of the Swedish Companies Act it may also be provided for in the articles of association that the board of directors may decide that the shareholders shall be able to exercise their voting rights by post before the general meeting.

In order to be able to use the alternatives provided by the Swedish Companies Act with regard to decisions on proxy collection and postal voting, the board of directors proposes that a new article 10 is included in the Articles of Association, with the wording set out below, and that the Articles of Association be re-numbered so that the current article 10 becomes article 11 and the current article 11 becomes article 12.

### **Proposed wording**

§ 10 The board of directors may collect proxies pursuant to the procedure stated in Chapter 7, Section 4, second paragraph of the Swedish Companies Act.

The board of directors may decide before a General Meeting that the shareholders shall be able to exercise their voting rights by post before the General Meeting pursuant to the procedure stated in Chapter 7, Section 4 a of the Swedish Companies Act.

### **Authorization**

The Board of Directors proposes that the CEO be authorized to make a few editorial amendments in the above proposal that could be deemed necessary in relation to registration with the Swedish Companies Registration Office.

### **Voting majority**

The resolution of the meeting on amendment of the Articles of Association is subject to the support of shareholders representing at least two-thirds of both the number of votes cast and the shares represented at the meeting in order to be valid.

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Malmö in March 2021  
THE BOARD OF DIRECTORS



## Articles of Association

Adopted at an Annual General Meeting of the Shareholders, held April 20, 2021  
For BE Group AB (publ) reg. no. 556578-4724

### § 1 Name of the company

The company's business name is BE Group AB. The company is a public company.

### § 2 Registered office

The board of directors shall have its registered office in Malmö.

### § 3 Object of the company's business

The object of the company's business shall be to, directly or indirectly, engage in trading and manufacturing within the steel and building industry, own and manage shares, and to pursue other business related thereto.

### § 4 Share capital

The share capital shall be not less than SEK 150,000,000 and not more than SEK 600,000,000.

### § 5 Number of shares

The number of shares shall be not less than 10,000,000 and not more than 40,000,000.

### § 6 Board of directors

The board of directors shall consist of not less than three and not more than ten members, without deputies.

### § 7 Auditors

For the purpose of reviewing the management of the board of directors and the managing director, respectively, as well as the company's accounts, the annual general meeting of shareholders shall elect one or two auditors with or without deputies.

### § 8 Notice of shareholders' meeting

Notice to attend a general meeting shall be announced in the Swedish Official Gazette and on the company's website. It shall be advertised in Svenska Dagbladet that notice of a general meeting has been given. Should the publication of Svenska Dagbladet cease, the advertising shall be made in Dagens Nyheter instead. A shareholder who wishes to participate at a general meeting of shareholders shall be recorded in a printout or another presentation of the entire share register as per the record date of the general meeting in accordance with the Swedish Companies Act, and shall notify the company of his/her intention to attend the shareholders' meeting not later than on the day stated in the notice of the shareholders' meeting. Such day shall not be a Sunday, or other public holiday, Saturday, Midsummer Eve, Christmas Eve or New Year's Eve and shall not occur earlier than on the fifth weekday before the shareholders' meeting. A shareholder may bring one or two assistants to the shareholders' meeting, but only if the shareholder has made a notification thereof in accordance with the provisions set forth in the paragraph above.

### **§ 9 Annual general meeting of shareholders**

The annual general meeting of shareholders shall be held annually within six months after the end of the financial year. The following matters shall be addressed in the course of the annual general meeting of shareholders:

- 1) Election of the chairman of the shareholders' meeting
- 2) Preparation and approval of the voting list
- 3) Approval of the agenda of the shareholders' meeting
- 4) Election of one or two persons to approve the minutes
- 5) Determination as to whether the shareholders' meeting has been duly convened
- 6) Presentation of the annual report and the auditor's report and, if applicable, of the consolidated accounts and the auditor's report on the consolidated financial statements
- 7) Resolutions in respect of
  - a) adoption of the income statement and the balance sheet and, if applicable, the consolidated profit and loss statement and the consolidated balance sheet
  - b) appropriation of the company's profit or loss in accordance with the adopted balance sheet
  - c) discharge of the members of the board of directors and the managing director from liability
- 8) Determination of remuneration to be paid to the members of the board of directors and, whenever applicable, to the auditors
- 9) Election of members of the board of directors and, whenever applicable, auditor and deputy auditor
- 10) Any other business that may come before the annual general meeting of shareholders in accordance with the Swedish Companies Act or the articles of association

At a general meeting of shareholders, each person entitled to vote may vote for the full number of shares owned and represented by him/her without any limitation in voting rights

### **§ 10 Proxy collection and postal voting**

The board of directors may collect proxies pursuant to the procedure stated in Chapter 7, Section 4, second paragraph of the Swedish Companies Act.

The board of directors may decide before a General Meeting that the shareholders shall be able to exercise their voting rights by post before the General Meeting pursuant to the procedure stated in Chapter 7, Section 4 a of the Swedish Companies Act.

### **§ 11 Financial year**

The financial year shall be January 1 to December 31.

### **§ 12 Record day provision**

The shares of the company shall be registered in a record day register in accordance with the Swedish Central Securities Depositories and Financial Instruments (Accounts) Act (1998:1479).