

## 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 Thursday April 20, 2023, at Elite Hotel Savoy, Norra Vallgatan 62 in Malmö.

### Right to attend

A person who wishes to participate in the annual general meeting must:

- be listed in the share register kept by Euroclear Sweden AB on Wednesday 12 April 2023, and
- give notice of attendance no later than Friday 14 April 2023, preferably before 12.00 noon, in accordance with the instructions.

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 attendance in the Annual General Meeting, register its shares in its own name so that the shareholder is listed in the presentation of the share register as of, Wednesday 12 April 2023. 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 Friday 14 April 2023 will be taken into account in the presentation of the share register.

### Notice of attendance

Notice of attendance can be made by telephone +46 40 38 42 00 or by email to [AGM@begroup.com](mailto:AGM@begroup.com). The notice of attendance shall state name, personal identity number/corporate identity number, address, telephone number and number of advisors (maximum two). Shareholders represented by proxy must issue a written, dated and by the shareholder signed power of attorney for the proxy. A proxy form is available at the company and on the company website [www.begroup.com](http://www.begroup.com). Representative of a legal entity shall submit a copy of the certificate of registration or similar papers of authorization indicating persons authorized to sign on behalf of the legal entity. In order to facilitate the entrance to the meeting, the original power of attorney and documents of authorization should be provided to the company at the address BE Group AB, Box 225, SE 201 22 Malmö, Sweden, on Friday 14 April 2023 at the latest. Label the envelope "Annual General Meeting".

### Proposal for agenda

1. Opening of the meeting
2. Election of chairman of the meeting
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Election of one or two person/s to approve the minutes
6. Determination of whether the meeting has been duly convened
7. 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
8. Report on the work of the Board of Directors and the Committees
9. The CEO's report
10. 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 and record date,
  - c) the discharge from liability of the Board members and the CEO for the financial year 2022
11. Establishment of the number of Board members
  12. Establishment of fees to the Board members and the Auditor
  13. Election of Board members
  14. Election of Auditor
  15. Approval of remuneration report
  16. Resolution on the authorization of the Board of Directors to decide on the transfer of the company's own shares
  17. Closing of the meeting

#### **Proposal for election of chairman of the meeting (item 2)**

The Nomination Committee of BE Group for the Annual General Meeting 2023, 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 50% of the shares and votes in the company, has proposed that Jörgen Zahlin is to be elected chairman of the meeting.

#### **Proposal for appropriation of the company's profit according to the adopted Balance Sheet and record date (item 10 b)**

The Board of Directors has proposed dividend of 12 SEK per share to be distributed for the financial year 2022 distributed in two instalments of SEK 6 respective SEK 6. The proposed record dates for the dividend are Monday 24 April 2023 and Tuesday 24 October 2023. If the Annual General Meeting approves the Board of Director's proposal, the estimated dates for payment of the dividend from Euroclear Sweden are Thursday 27 April 2023 and Friday 27 October 2023.

#### **Proposal for establishment of the number of board members (item 11)**

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 12)**

The Nomination Committee has proposed that fees to the board members shall amount to a total of SEK 1,380,000 whereof unchanged, SEK 460,000 to the chairman of the board and unchanged SEK 230,000 to each of the other board members elected by the general meeting. For work in the Audit Committee a remuneration of unchanged SEK 80,000 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 13)**

The Nomination Committee has proposed re-election of board members Monika Gutén, 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.

Information about the Board members proposed for re-election is available at the company's website [www.begroup.com](http://www.begroup.com).

#### **Proposal for election of auditor (item 14)**

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, Cecilia Andrén Dorselius will be partner in charge.

#### **Proposal for a resolution on the authorization of the board of directors to decide on transfer of the company's own shares (item 16)**

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 2024, 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.

#### **Information at the Annual General Meeting**

The Board and the CEO shall at the Annual General Meeting, if any shareholder so requests and the Board believes that it can be done without significant harm to the company, provide information regarding circumstances that may affect the assessment of an item on the agenda, circumstances that can affect the assessment of the company's or its subsidiaries' financial position and the company's relation to other companies within the group.

#### **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, will be available at the company and on the company's website [www.begroup.com](http://www.begroup.com) no later than 30 March, 2023. 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 2023

**BE Group AB (publ)**

*The Board of Directors*