

## Notice of Bergman & Beving's Annual General Meeting on 29 August 2024

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 29 August 2024 at 4:00 p.m. CEST at IVA Conference Centre, Grev Turegatan 16, Stockholm, Sweden. Registration for the Meeting will begin at 3:15 p.m. CEST.

### 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, which is Wednesday, 21 August 2024, and
- b) by Friday, 23 August 2024 the latest, file notice of their intention to participate via the link <https://anmalan.vpc.se/Euroclearproxy> 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. CEST). In the notice, the shareholder must include information about the shareholder's 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/en/privacy-policy.html>

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 Friday, 23 August 2024. 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.

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 8 August 2024.

**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 the Meeting has been duly convened.
7. Address by the President & CEO.
8. 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.
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 approval of remuneration report.
17. Resolution regarding the authorisation of the Board to decide on the acquisition and conveyance of treasury shares.
18. Resolution on the issuance of call options on repurchased shares and the transfer of repurchased shares to executives ("2024 Share-based incentive programme").
19. Closing of the Meeting.

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

On 9 February 2024, in accordance with the applicable principles for Bergman & Beving's Election Committee, 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 (representing Tisenhult group), Henrik Hedelius (representing Tom Hedelius), Johan Lannebo (representing Lannebo Fonder) and Caroline Sjösten (representing Swedbank Robur Fonder). Anders Börjesson was appointed the Chairman of the Election Committee.

The Election Committee, whose members represent approximately 45 percent of the total number of votes, has announced that it will propose that the Annual General Meeting on 29 August 2024, 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 2024 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 2,900,000 (preceding year: SEK 2,800,000) are to be allocated as follows:

Chairman of the Board: SEK 900,000 (preceding year: SEK 875,000).

Other members of the Board: SEK 400,000 per director (preceding year: SEK 385,000).

The following additional fees will be paid for committee work:

Compensation Committee: SEK 80,000 (preceding year: SEK 80,000) to each committee member (two members).

Audit Committee: SEK 80,000 (preceding year: SEK 80,000) 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, Niklas Stenberg and Jörgen Wigh.

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

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 Deloitte AB as the Company's auditor until the end of the next Annual General Meeting.

**PROPOSAL BY THE BOARD OF DIRECTORS FOR RESOLUTION ON ITEMS 9b AND 15–18 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 101 (96) is distributed to the shareholders and the remaining MSEK 868 (905) of the Company's profits be brought forward. This means that the Board proposes to shareholders the distribution of SEK 3.80 (3.60) per share. The proposed dividend corresponds to 53 percent of the Group's earnings per share for the 2023/2024 financial year. The record date for receiving dividends is 2 September 2024. If the Annual General Meeting adopts the proposal, dividends are expected to be disbursed through Euroclear Sweden AB on 5 September 2024 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 2024 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 2 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 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 approval of remuneration report**

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

#### **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.

**Item 18 Resolution on the issuance of call options on repurchased shares and the conveyance of repurchased shares to executives ("2024 Share-based incentive programme").**

The Board proposes that the Annual General Meeting resolve to adopt a long-term incentive programme, 2024 Share-based incentive programme (the "Programme"). The Programme, which is proposed to include a total of approximately 25 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 250,000 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 726,043 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 250,000, 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 10 September 2027 until 2 June 2028. 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 30 August 2024 through 12 September 2024. 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 approximately 20 executives of the Bergman & Beving Group with the direct possibility to influence the Group’s earnings.
- 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 13 September 2024. The Board is entitled to prolong the time for notification to acquire call options.
- 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 30 August 2024 through 12 September 2024.
- h) Based on a price for the Company’s share of SEK 292.50 and on other market conditions existing on 28 June 2024 and the Board’s proposal for a dividend for the 2023/2024 operating year, the value per option, according to an external independent assessment, has been calculated to SEK 43.10. The total value for all options is approximately MSEK 11.
- 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 August 2026 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 August 2026 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 13 after corporate tax (based on the market conditions on 28 June 2024). The option premium totalling approximately MSEK 11, 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 material 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: "2021 Share-based incentive programme", "2022 Share-based incentive programme" and "2023 Share-based incentive programme".

As part of the 2021 programme, approximately 20 executives acquired a total of 178,000 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 197.30 per share and the redemption period is from 16 September 2024 until 12 June 2025. When these 178,000 call options are fully exercised, the number of outstanding Class B shares will increase by 178,000 shares. These 178,000 shares correspond in full to previously repurchased Class B shares in the Company.

As part of the 2022 programme, approximately 20 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 106.10 per share and the redemption period is from 9 September 2025 until 5 June 2026. 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 2023 programme, approximately 20 executives acquired a total of 250,000 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 181.10 per share and the redemption period is from 9 September 2026 until 4 June 2027. When these 250,000 call options are fully exercised, the number of outstanding Class B shares will increase by 250,000 shares. These 250,000 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.

## **SHARES AND VOTES**

The Company has issued a total of 27,436,416 shares, of which 1,060,656 are Class A shares and 26,375,760 are Class B shares, of which 726,043 are held in treasury by the Company. After deducting the shares held by the Company, the total number of votes amounts to 36,256,277. The above information pertains to the conditions at the time this notice was issued.

## **SHAREHOLDER'S 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 for dividend according to Chapter 18, Section 4 of the Swedish Companies Act, the Board's complete proposal of acquisition and conveyance of treasury shares and the statement of repurchase of own shares according to Chapter 19, Section 22 of the Swedish Companies Act, the Board's report on remuneration 2023/2024 pursuant to Chapter 8, Section 53 a of the Swedish Companies Act, the auditors opinion on remuneration Chapter 8, Section 54 of the Swedish Companies Act, the Board's proposal for call option program

2024 and the complete new proposal of Article of association will be made available by the Company on the Company's website, [www.bergmanbeving.com](http://www.bergmanbeving.com), from 8 August 2024 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. Other complete documents can be found in respective item in the notice.

Stockholm, July 2024

BOARD OF DIRECTORS

CONTACT INFORMATION

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