

## ANNUAL GENERAL MEETING IN BE GROUP AB

Shareholders in BE Group AB (publ) are hereby invited to attend the Annual General Meeting to be held at 3.00 p.m. on Friday 25 April 2014, at the company's head office, Spadegatan 1 in Malmö.

### Right to attend

Shareholders who wish to attend the Annual General Meeting must:

- (i) be recorded in the share register kept by Euroclear Sweden AB on Thursday 17 April 2014  
*and*
- (ii) notify the company of their intention to attend the Meeting no later than on Thursday 17 April 2014, preferably before 12.00 noon.

In order to participate in the Meeting, shareholders with nominee-registered shares should request their bank or broker to have the shares temporarily owner-registered with Euroclear Sweden AB. Such registration must be effected by Thursday 17 April 2014. Shareholders must, well in advance of this date, instruct their nominees to carry out such registration.

### Notice of attendance

Notice of attendance shall be made by telephone +46 40 38 42 00 or on the company website, [www.begroup.com](http://www.begroup.com). The notice of attendance shall state name, personal identity number/corporate identity number, address, telephone number and number of advisors. Shareholders represented by proxy must issue a power of attorney for the proxy. A proxy form is available at the company and on the company website. Proxy and representative of a legal person shall submit a copy of the certificate of registration or similar papers of authorisation indicating persons authorised to sign on behalf of the legal entity. In order to facilitate the entrance to the Meeting, the original proxy and documents of authorisation should be provided to the company at the address BE Group AB, Attn: Annika Ternström, Box 225, SE-201 22 Malmö, Sweden, on Thursday 24 April 2014 at the latest.

### 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 or loss
  - c) statement by the Auditor whether applicable guidelines for remuneration to senior executives has been complied with
  - d) the Board of Directors' proposals according to item 16 on the agenda
8. Report on the work of the Board of Directors and the Committees
9. The President'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 or loss according to the adopted Balance Sheet
  - c) the discharge from liability of the Board members and the President for the financial year 2013
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. Determination of guidelines for remuneration to senior executives
16. Resolution on authorisation of the Board of Directors to decide on transfer of the company's own shares
17. Closing of the Meeting

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**Proposal for election of Chairman of the Meeting (item 2)**

The Nomination Committee of BE Group for the Annual General Meeting 2014, consisting of Bengt Stillström (AB Traction), Jan Andersson (Swedbank Robur fonder), Ricard Wennerklint (If Skadeförsäkring) and Anders Ullberg (Chairman of the Board of BE Group), has proposed that Anders Ullberg, Chairman of the Board, shall be elected Chairman of the Meeting.

**Proposal for appropriation of the company's results (item 10 b)**

The Board of Directors has proposed that no dividend is to be distributed for the financial year 2013 and that the company's earnings amounting to SEK 438,749,095, including this year's loss of SEK 24,147,466 should be carried forward.

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

The Nomination Committee has proposed that the number of Board members shall be 6 without any deputy members.

**Proposal for establishment of fees to the Board members and the Auditor (item 12)**

The Nomination Committee has proposed that the fees to the Board of Directors shall remain unchanged and amount to SEK 1,470,000 whereof SEK 420,000 to the Chairman of the Board and SEK 210,000 to each of the other Board members elected by the General Meeting. For work in the Audit Committee a total remuneration of SEK 150,000 shall be distributed, whereof SEK 70,000 to the Chairman and SEK 40,000 to each of the other committee members (unchanged), whereas for work in the Remuneration Committee no remuneration shall be paid (unchanged).

In connection with the Nomination Committee's proposal for fees to the Board members, the Board of Directors proposes, provided that it is cost-neutral for BE Group and after a written agreement between BE Group and a Swedish limited liability company which is wholly-owned by a Board member, that the board fee may be invoiced by the Board member's wholly-owned company. In such case, the invoiced fee shall be increased with an amount corresponding to social security payments pursuant to law and value added tax pursuant to law.

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 Anders Ullberg, who is also proposed to be re-elected as Chairman of the Board, Roger Bergqvist, Lars Olof Nilsson, Petter Stillström and Jörgen Zahlin and new election of Charlotte Hansson. Marita Jaatinen has declined re-election.

Charlotte Hansson has a graduate in biochemistry from the University of Copenhagen. She has experience from the logistics and biotech industries and has inter alia been employed within the Jetpak Group as CEO of Jetpak Sweden and earlier as Commercial Manager of Scandinavia. She is a board member in B&B Tools, Deltaco and Orio.

**Proposal for election of Auditor (item 14)**

The Nomination Committee has proposed re-election of the registered accounting company KPMG AB for a mandate period of one year.

**Determination of guidelines for remuneration to senior executives (item 15)**

The remuneration to senior executives shall consist of a fixed salary, variable salary, pension and other benefits. The total remuneration shall be in accordance with market conditions. The fixed remuneration shall be individual and differentiated with regard to the responsibility and achievements of the individual and shall be set annually. A variable remuneration shall be related to the fulfilment of annual pre-determined well defined targets and amount to a maximum of 50% of the fixed remuneration.

The pension shall be fee-based and correspond to a maximum of 35% of the fixed annual salary plus a maximum of 20% of the average bonus during the past three years.

Upon notice by BE Group, an aggregated notice period and right to severance pay corresponding to a maximum of 18 months' fixed salary shall apply and, if applicable, the severance pay shall be reduced by such income that the senior executive may acquire from other employments or operations.

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**Proposal for a resolution on the authorisation 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 and to give the Board of Directors the opportunity to adjust the company's capital structure, the Board of Directors proposes the Annual General Meeting to authorise the Board of Directors to decide, on one or several occasions up to the Annual General Meeting 2015, on transfer of the company's own shares. Transfer of shares may be made with deviation from the shareholders' preferential right of maximum 538,381 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 an 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 OMX 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 General Meeting on the authorisation of the Board of Directors to decide on transfer of the company's own shares is, pursuant to the Swedish Companies Act, 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 of Directors for resolutions under item 16 will be available at the company and on the company's website [www.begroup.com](http://www.begroup.com) no later than Friday 4 April 2014 and will be sent to all shareholders upon request. Copies will also be available at the Annual General Meeting. The Nomination Committee's motivated statement on the proposals under items 11-14 is available on the company's website, [www.begroup.com](http://www.begroup.com).

**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 50,000,000. After registration of the on-going rights issue the total number of shares and votes in the company will amount to 74,728,128. The company's holding of own shares amounts to 538 381 and such shares do not entitle to any voting right as long as the company is the holder of the shares.

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Malmö in March 2014  
**BE Group AB (publ)**  
*The Board of Directors*