

## 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 Wednesday April 23, 2025, at 4 pm CET, at HighCourt, Malmöhusvägen 1, 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 Friday 11 April 2025, and
- give notice of attendance at the meeting to the company no later than Tuesday 15 April 2025, preferably before 12.00 noon.

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, Friday 11 April 2025. 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 Tuesday 15 April, 2025, 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, 201 22 Malmö, Sweden, on Tuesday 15 April, 2025, 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 Income Statement and the Balance Sheet and the Consolidated Income Statement 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 2024
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 new issues of shares, convertible bonds, and/or warrants
17. Resolution on the authorization of the Board of Directors to decide on acquisition of the company's own shares
18. Resolution on the authorization of the Board of Directors to decide on the transfer of the company's own shares
19. 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 2025, consisting of Petter Stillström (AB Traction), Alf Svedulf (Svedulf Fastighets AB), Johan Ahldin (own holdings) and Anders Rothstein (chairman of the board of BE Group), has proposed that Anders Rothstein is to be elected chairman of the meeting.

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

The Board of Directors has proposed that no dividend is to be distributed for the financial year 2024 and that the available funds of the company of SEK 775,913,292 in total, including this year's loss of SEK 9,882,612, 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 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 unchanged 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, Anders Rothstein and Petter Stillström and new election of Alexander Svedulf.

Alexander Svedulf, born 1986, M.Sc. Mechanical engineering, is CEO of Svedulf Holding AB and has previous experience from leading roles within Volvo Trucks focusing on production and product development. He is to be considered independent in relation to the company and the

company's executive management but not in relation to the company's principal owners. Alexander Svedulf has 2,200 shares in BE Group.

The Nomination Committee has proposed re-election of Anders Rothstein 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 proposes, in accordance with the Audit Committee's recommendation, re-election of the registered accounting company Ernst & Young Aktiebolag ("EY") for a term of one year. EY has informed the company that, should it be elected, Peter Gunnarsson will be partner in charge.

#### **Resolution on the authorization of the Board of Directors to decide on new issues of shares, convertible bonds, and/or warrants (item 16)**

The Board of Directors proposes the Annual General Meeting to authorize the Board of Directors to, during the period until the next Annual General Meeting and on one or more occasions, decide on new issues of shares, convertible bonds, and/or warrants, with or without deviation from the shareholders' preferential rights. If the decision on the issue is made with deviation from the shareholders' preferential rights, the number of shares that may be issued through new issues of shares, conversion of convertible bonds, or exercise of warrants must not exceed ten (10) percent of the total number of shares at the time the authorization is first used (calculated after full utilization of the proposed authorization). Decisions on the issue may be made with provisions for non-cash consideration, set-off, cash payment, and/or other conditions.

The purpose of the authorization is to provide flexibility for acquisitions of companies, businesses, or parts thereof, and to increase the financial flexibility for BE Group.

The Board, the CEO, or the person appointed by the Board, shall have the right to make minor adjustments to the Annual General Meeting's decision that may be necessary in connection with registration with the Swedish Companies Registration Office.

#### *Voting majority*

The resolution of the annual general meeting on the authorization of the Board of Directors to decide on new issues of shares, convertible bonds, and/or warrants is valid only if it is supported by shareholders representing at least two-thirds of both the votes cast and the shares represented at the meeting.

#### **Resolution on the authorization of the Board of Directors to decide on purchase of the company's own shares (item 17)**

To provide the board of directors with increased flexibility in managing the company's capital structure and enhancing shareholder value, as well as to enable financing of minor company acquisitions, the Board of Directors proposes the annual general meeting to authorize the Board of Directors, on one or more occasions, until the annual general meeting in 2026, to decide on the purchase of own shares.

Purchases may be made of up to such a number of shares that the company's own holdings at any time do not exceed ten (10) percent of all shares in the company. Purchases may only be

made on Nasdaq Stockholm and may only be made at a price within the prevailing price range, meaning the range between the highest bid price and the lowest ask price at any given time.

#### *Voting majority*

The resolution of the annual general meeting on the authorization for the Board of Directors to decide on the purchase of own shares is valid only if it is supported by shareholders representing at least two-thirds of both the votes cast and the shares represented at the meeting.

#### **Proposal for a resolution on the authorization of the Board of Directors to decide on transfer of the company's own shares (item 18)**

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 2026, on the transfer of the company's own shares.

Transfer of shares may take place with deviation from the shareholders' preferential rights corresponding to a maximum number of shares held by the company at the time of the Board of Director's decision. 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 annual general meeting on the authorization of the Board of Directors to decide on transfer of the company's own shares is valid only if it is supported by shareholders representing at least two-thirds of both the votes cast and the shares represented at the meeting.

#### **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 2 April, 2025. 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>.

If you have any questions regarding our personal data processing, you can contact us via email at [integrity@begroup.com](mailto:integrity@begroup.com). BE Group AB (publ), Corp. Reg. No. 556578-4724, and the Board of Directors has its registered office in Malmö.

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Malmö in March 2025  
**BE Group AB (publ)**  
*The Board of Directors*