

## **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 WITH REGARD TO THE RESOLUTIONS ON SHARE SAVINGS SCHEMES 2010-2011**

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### **Background**

When the Annual General Meetings 2009, 2010 and 2011 resolved on the implementation of share savings schemes ("Share Savings Scheme 2009", "Share Savings Scheme 2010" and "Share Savings Scheme 2011", respectively) the Board of Directors was authorised to resolve on transfer of the company's own shares on the stock exchange. The resolutions *inter alia* included the right to transfer a maximum of 125,000, 100,000 and 100,000 shares, respectively, in order to hedge certain social security payments that could arise in connection with the schemes. As per 22 March 2012, 5,910 shares have been transferred on the stock exchange in cover of social security payments relating to Share Savings Scheme 2009.

### **Proposal**

In order to hedge social security payments relating to Share Savings Scheme 2010 and Share Savings Scheme 2011, the Board of Directors proposes that the Annual General Meeting authorise the Board of Directors to resolve on transfer of the company's own shares in accordance with the following conditions:

1. The authorisation can be exercised on one or several occasions, though not extending past the Annual General Meeting 2013.
2. The number of shares required for hedging social security payments relating to Share Savings Scheme 2010 and Share Savings Scheme 2011, however, not exceeding 80,000 shares in BE Group, can be transferred as security, which corresponds to maximum approximately 0.16 percent of the total number of shares and votes in BE Group.
3. Transfer according to item 2 shall be made 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.

### **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 2012  
THE BOARD OF DIRECTORS