

*This is an unofficial translation of the Swedish original wording. In case of differences between the English translation and the Swedish original, the Swedish text shall prevail.*

Minutes of the Annual General Meeting  
in BE Group AB (publ), corporate  
identity no 556578-4724, held on  
Wednesday 23 April 2025 in Malmö

#### § 1            Opening of the Meeting

Anders Rothstein, Chairman of the Board, opened the Meeting and welcomed the present shareholders to the Meeting. The Meeting approved the presence of certain non-shareholders at the Meeting.

It was noted that Christoffer Franzén, secretary of the Board, was assigned to keep the minutes of the Meeting.

#### § 2            Election of Chairman of the Meeting

The Meeting resolved to elect Anders Rothstein as Chairman of the Meeting.

#### § 3            Preparation and approval of voting list

The shareholders designated as being present on the attached list, Appendix 1, had within the prescribed period of time notified the Company of their intention to participate in the Meeting. The list was approved as voting list at the Meeting.

#### § 4            Approval of agenda

The Meeting resolved to approve the agenda according to the proposal in the notice convening the Meeting.

#### § 5            Election of one or two person/s to approve the minutes

Torbjörn Clementz was appointed to approve the minutes together with the Chairman.

§ 6                    Determination of whether the Meeting has been duly convened

It was informed that a notice convening the Meeting had been available at the Company's website since 20 March, 2025, and inserted in Post- och Inrikes Tidningar (*the "Swedish Official Gazette"*) on 25 March, 2025. That advertisements regarding the convening notice had been inserted in Svenska Dagbladet on 25 March, 2025. The Meeting was declared to be 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, and c) statement by the Auditor whether applicable guidelines for remuneration to senior executives has been complied with

It was informed that the annual report of the Company and the group, together with the balance sheet and the income statement for the financial year 2024 and the Board of Directors' proposal for appropriation of the Company's profit and reasoned opinion, had been available to the shareholders at the Company and on the Company's website since 27 March, 2025, had been distributed to all shareholders on request and was also available at the Meeting.

Further, it was informed that the statement by the Auditor on the compliance with the applicable guidelines for remuneration to senior executives had been available at the Company and on the Company's website since 27 March, 2025 and distributed to all shareholders on request and that said documents had also been distributed at today's Meeting.

The Meeting resolved that all documents according to item 7 on the agenda had been duly presented at the Meeting.

Peter Gunnarsson, authorised public accountant, reported on the work of the auditors and presented the Auditor's Report and the Group Auditor's Report for the financial year 2024.

§ 8                    Report on the work of the Board of Directors and the Committees

The Chairman reported on the work of the Board of Directors during the financial year 2024.

Lars Olof Nilsson, Chairman of the Audit Committee, reported on the work of the Audit Committee during the financial year 2024.

§ 9            The CEO's report

The President of the Company, Peter Andersson, presented a report on the financial year 2024.

The shareholders were given the opportunity to ask questions.

§ 10 a        Resolution on the adoption of the statement of income and the balance sheet and the consolidated statement of income and consolidated balance sheet

The Meeting resolved to adopt the presented statement of income and the balance sheet and the consolidated statement of income and consolidated balance sheet, all as per 31 December 2024.

§ 10 b        Resolution on the appropriation of the Company's profit according to the adopted balance sheet

The Meeting was informed that the Board of Directors' complete proposal for the appropriation of the Company's profit is presented in the annual report. The Meeting resolved that no dividend should be paid for the financial year of 2024 and that the funds available of SEK 775,913,292 should be carried forward.

§ 10 c        Resolution on discharge from liability of the Board members and the CEO for the financial year 2024

The Meeting resolved that the members of the Board of Directors and the CEO should be discharged from liability for the financial year 2024. It was noted that the members of the Board of Directors and the CEO did not participate in the decision regarding their discharge from liability.

§11           Establishment of the number of Board members

Anders Rothstein, member of the Nomination Committee, presented the work of the Nomination Committee ahead of the Annual General Meeting 2025, as well as the background to the Committee's proposals for the number of Board members.

The Meeting resolved, in accordance with the proposal of the Nomination Committee, that the number of Board members shall be five, with no deputy members.

## §12 Establishment of fees to the Board Members and the Auditor

Anders Rothstein, presented the Nomination Committee's proposal for fees to the Board members and the Auditor.

The Meeting resolved in accordance with the proposal of the Nomination Committee that the fees to the Board members shall amount to a total of SEK 1,380,000 of which SEK 460,000 (unchanged) to the Chairman and SEK 230,000 (unchanged) to each of the other members elected at a Meeting and not employed by the Company. For work in the Audit Committee it was resolved that a remuneration of SEK 80,000 (unchanged) shall be paid to the Chairman and SEK 40,000 (unchanged) shall be paid to each of the other committee members. It was resolved that the members of the Remuneration Committee shall not receive any remuneration.

The Meeting resolved, in accordance with the proposal of the Nomination Committee, that fee to the Auditor shall be paid as per approved invoice.

## §13 Election of Board Members

Anders Rothstein, presented the Nomination Committee's proposal for Board members for the period up to and including the next Annual General Meeting, entailing re-election of the Board members Monika Gutén, Lars Olof Nilsson, Anders Rothstein and Petter Stillström and new election of Alexander Svedulf. As Chairman of the Board of Directors, the Nomination Committee proposed re-election of Anders Rothstein. If the chairman's assignment were to end prematurely, the Board of Directors shall elect a new chairman within the Board for the time until the new chairman is elected by the Annual General Meeting.

It was noted that that the proposed Board members' assignments in other companies had been duly presented at the Meeting.

The Meeting resolved to elect members and Chairman of the Board of Directors in accordance with the proposal of the Nomination Committee.

## § 14 Election of Auditor

Anders Rothstein presented the Nomination Committee's proposal for Auditor for the coming term of office.

The Meeting resolved, for the period up to and including the next Annual General Meeting, to elect the accounting company Ernst & Young AB as the Company's Auditor. It was noted that Ernst & Young AB had informed the Company that the authorised public accountant Peter Gunnarsson will be partner in charge.

§ 15 Resolution on approval of remuneration report

It was noted that the remuneration report, pursuant to Chapter 8, Section 53 a of the Swedish Companies Act, had been available on the company's website since 27 March, 2025, and had been sent to any shareholder who so requested and was available at the Meeting.

The Meeting resolved to approve the Board's remuneration report, pursuant to Chapter 8, Section 53 a of the Swedish Companies Act.

§ 16 Resolution on authorisation of the Board of Directors to on new issues of shares, convertible bonds, and/or warrants

The Chairman accounted for the main contents of the Board of Directors' proposal on authorisation of the Board of Directors to decide on new issues of shares, convertible bonds, and/or warrants in accordance with Appendix 2.

The Meeting resolved in accordance with the proposal of the Board of Directors. It was noted that the resolution was unanimous.

§ 17 Resolution on authorisation of the Board of Directors to decide on purchase of the company's own shares

The Chairman accounted for the main contents of the Board of Directors' proposal on authorisation of the Board of Directors to decide on purchase of the company's own shares in accordance with Appendix 3.

The Meeting resolved in accordance with the proposal of the Board of Directors. It was noted that the resolution was unanimous.

§ 18 Resolution on authorisation of the Board of Directors to decide on transfer of the company's own shares

The Chairman accounted for the main contents of the Board of Directors' proposal on authorisation of the Board of Directors to decide on transfer of the company's own shares in accordance with Appendix 4.

The Meeting resolved in accordance with the proposal of the Board of Directors. It was noted that the resolution was unanimous.

§ 19 Closing of the Meeting

The Chairman then closed the Meeting.

Nothing further was considered.

As above:

---

Christoffer Franzén

Approved:

---

Anders Rothstein

---

Torbjörn Clementz

## **PROPOSAL OF THE BOARD OF DIRECTORS OF BE GROUP AB FOR AUTHORISATION OF THE BOARD TO RESOLVE ON NEW ISSUES OF SHARES, CONVERTIBLE BONDS AND/OR WARRANTS**

---

The Board of Directors proposes that the Annual General Meeting shall resolve to authorise the Board to resolve on new issues of shares, convertible bonds, and/or warrants

1. The authorisation may be exercised on one or several occasions, though not exceeding past the Annual General Meeting 2026.
2. The decision on the issue may be made with or without deviation from the shareholders' preferential rights and with provisions for non-cash consideration, set-off, cash payment, and/or other conditions.
3. 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).

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 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.

---

Malmö in March 2025  
THE BOARD OF DIRECTORS

## **PROPOSAL OF THE BOARD OF DIRECTORS OF BE GROUP AB FOR AUTHORISATION OF THE BOARD TO RESOLVE ON PURCHASE OF THE COMPANY'S OWN SHARES**

---

The Board of Directors proposes that the Annual General Meeting shall resolve to authorise the Board to resolve on purchase of the company's own shares in accordance with the following conditions:

1. The authorisation may be exercised on one or several occasions, though not exceeding past the Annual General Meeting 2026.
2. 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.
3. 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.

The reason for the proposal and the reason why transfer of shares may be made is 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 company's holding of own shares is 26 920 shares which is equivalent to approximately 0.2 percent of the total number of shares.

### **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.

---

Malmö in March 2025  
THE BOARD OF DIRECTORS



## **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**

---

The Board of Directors proposes that the Annual General Meeting shall resolve to authorise the Board to resolve on transfer of the company's own shares in accordance with the following conditions:

1. The authorisation may be exercised on one or several occasions, though not exceeding past the Annual General Meeting 2026.
2. Transfer may be made corresponding to a maximum number of shares held by the company at the time of the Board of Director's decision.
3. Transfer may be made with a deviation from the shareholders' preferential right.
4. Transfer may be made as payment of the total or part of the purchase price at an acquisition of a company or business or part of a company or business, where the consideration shall be equivalent to the estimated 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.
5. 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.
6. The Board shall be entitled to determine the other terms and conditions of the transfer.

The reason for the proposal and the reason why transfer of shares may be made with deviation from the shareholders' preferential right is to enable financing of minor company acquisitions by the utilisation of the company's own shares.

The company's holding of own shares is equivalent to approximately 0.2 percent of the total number of shares.

### **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.

---

Malmö in March 2025  
THE BOARD OF DIRECTORS