

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 2027.
2. Transfers may be made with deviation from the shareholders' preferential rights to a third party.
3. 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.
4. Transfers of shares may be carried out on or outside Nasdaq Stockholm.
5. Transfers may be made as payment of all or part of the purchase price in connection with the acquisition of a company or business, or a part thereof, whereby the consideration shall correspond to the market value of the share as assessed by the Board of Directors. In such transfers, payment may be made in kind or through set-off against a claim on BE Group.
6. Transfers may also be made for cash consideration through sales on Nasdaq Stockholm, at a price within the price range applicable at the time, meaning the range between the highest independent bid price and the lowest independent ask price on the trading venue where the share is traded at the time of disposal.
7. The Board of Directors shall be authorised to determine any additional terms and conditions for the transfer.

The Board of Directors, the CEO, or any person appointed by the Board, shall be authorised to make such minor adjustments to the resolution of the general meeting as may prove necessary in connection with registration with the Swedish Companies Registration Office (Bolagsverket) or Euroclear Sweden AB, or as a result of other formal requirements.

The purpose of the authorisation, and the reasons for any deviation from the shareholders' preferential rights, is to enable the financing of smaller business acquisitions through payment with the Company's own shares and to allow continuous adaptation of the Company's capital and share structure, thereby contributing to increased shareholder value.

The company's holding of own shares is equivalent to approximately 0.1 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 (2/3) of both the votes cast and the shares represented at the meeting.