



## ***PRESS RELEASE***

### **Annual General Meeting of B&B TOOLS AB held 21 August 2014**

At the Annual General Meeting and the ensuing statutory Board of Directors Meeting of B&B TOOLS AB today, resolutions passed included the following:

#### **Dividend**

The Annual General Meeting approved a dividend of SEK 3.50 per share. The record date for payment of the dividend was set as Tuesday, 26 August 2014. The dividend is expected to be distributed to shareholders by Euroclear Sweden AB on Friday, 29 August 2014.

#### **Board of Directors**

The current Directors Roger Bergqvist, Anders Börjesson, Charlotte Hansson, Tom Hedelius and Joakim Rubin were re-elected. Gunilla Spongh was elected as new Director. Current Director Per Axelsson resigned as Director after 13 years on the Board.

Anders Börjesson was re-elected as Chairman of the Board.

At the ensuing statutory Board meeting, Tom Hedelius was re-elected as Vice Chairman.

At the statutory Board meeting, the entire Board was appointed to serve as the Company's Audit Committee. The Chairman and the Vice Chairman of the Board were appointed to serve as the Company's Compensation Committee.

A presentation of the Board's Directors is available on the Company's website at [www.bbtools.com](http://www.bbtools.com).

#### **Auditors**

The Annual General Meeting resolved to re-elect the registered accounting firm KPMG AB as the Company's auditors for the period ending with the adjournment of the 2015 Annual General Meeting. KPMG has appointed the Authorised Public Accountant Fredrik Westin as Chief Auditor.

#### **Guidelines for determining compensation and other terms of employment for the President & CEO and other members of Group management**

The Annual General Meeting resolved to adopt the guidelines for determining compensation and other terms of employment for the President & CEO and other members of Group management as proposed by the Board of Directors.

#### **Issuance of call options on repurchased shares and transfer of repurchased shares to executives**

The Annual General Meeting resolved, in accordance with the Board of Directors' proposal, in deviation from the shareholders' preferential rights, to offer 13 senior executives in the B&B TOOLS Group the opportunity to acquire up to 169,000 call

options for the Company's repurchased class B shares. These options will entitle the holders to acquire a corresponding number of shares during the period starting on 11 September 2017 and ending on 8 June 2018, equal to approximately 0.6 percent of the total number of shares and approximately 0.4 percent of the total number of votes in the Company. The options are to be acquired at market value. The acquisition price of the shares when exercising call options shall correspond to 120 percent of the volume-weighted average price paid for the Company's class B shares on the NASDAQ OMX Stockholm during the period from 22 August 2014 to 4 September 2014, inclusive. In order to encourage participation in the share-based incentive programme ("the Programme), a subsidy equivalent to the premium paid for each call option shall be paid. The subsidy will be paid in September 2016 provided that the employment of the option holder with the Group has not been terminated or that the call options have not been divested before this date.

The costs of the Programme comprise the subsidy to be paid in September 2016 as above, and the social security fees that will accrue on this subsidy. The total cost of the subsidy, including social security fees, is estimated at MSEK 3.2 after corporate tax (based on the market conditions on 7 July 2014). Offsetting the subsidy is the option premium totalling approximately MSEK 3.2, which the Company will receive when transferring the call options, as a result of which the Programme does not entail any net charge to the Company's equity.

### **Information about the Annual General Meeting**

Additional information about the Annual General Meeting is available on the Company's website under: Corporate governance/Annual General Meeting.

### **Next report**

The Interim Report for the period 1 April – 30 September 2014 (six months) will be published on 6 November 2014.

Stockholm, 21 August 2014

### **B&B TOOLS AB (publ)**

#### **The Board of Directors**

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*This information is such that it shall be disclosed by B&B TOOLS in accordance with the Swedish Securities Market Act, the Swedish Financial Instruments Trading Act or requirements imposed in the Rulebook for Issuers on NASDAQ OMX Stockholm. This information was submitted for publication on 21 August 2014 at 19:30 pm.*

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