



PRESS RELEASE

19 March 2026 11:00:00 CET

ANNUAL GENERAL MEETING IN BE GROUP AB (PUBL)

Notice is given to the shareholders of BE Group AB (publ), reg. no. 556578-4724 (“BE Group” or the “Company”) of the annual general meeting to be held on Wednesday April 22, 2026 at 16.00 CEST, at Elite Hotel Savoy, Norra Vallgatan 62, Malmö.

Right to attend and notice of attendance

A shareholder who wishes to participate in the annual general meeting must:

- be listed as a shareholder in the share register prepared by Euroclear Sweden AB as of the record date on Tuesday April 14, 2026, and
- notify the Company of the intention to attend the meeting no later than Thursday April 16, 2026.

Notification of attendance can be made by telephone +46 40 38 42 00 or by email to AGM@begroup.com. Notice of attendance can also be made by post to BE Group AB, att: Annual General Meeting 2026, Box 225, 201 22 Malmö. The notice of attendance shall state name, personal identity number/corporate identity number, address, telephone number, e-mail address, shareholding and details of representatives, proxies or advisors (maximum two). Where applicable, the notification should be accompanied by a power of attorney, certificate of registration and other authorisation documents.

Proxy and power of attorney

If a shareholder is to be represented by proxy, the proxy must bring a written and dated power of attorney signed by the shareholder in original to the meeting. The power of attorney may not be older than one year, unless a longer period of validity (but no longer than five years) has been specified in the power of attorney. If the power of attorney is issued by a legal entity, the proxy must also bring a current certificate of registration or equivalent authorisation document for the legal entity. Power of attorney forms are available at the Company and on the Company's website, www.begroup.com, and will be provided by post upon request. In order to facilitate the entrance to the meeting, a copy of the power of attorney and other authorisation documents should be attached to the notice of attendance.

Nominee-registered shares

In order to be entitled to participate in the meeting, a shareholder whose shares are registered in the name of a nominee, through a bank or other nominee, must, in addition to giving notice of attendance for the meeting, have the shares registered in its own name with Euroclear Sweden AB so that the shareholder is entered in the share register as of April 14,

2026. Such re-registration may be temporary (so-called voting rights registration) and is requested from the nominee in accordance with the nominee's routines in such time in advance as the nominee determines. Voting rights registrations made no later than April 16, 2026, will be taken into account in the preparation of the share register.

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 (A) the implementation of and guidelines for an incentive program and (B) a directed issue of warrants
17. Resolution on the authorization of the board of directors to resolve on new issues of shares, convertible bonds, and/or warrants
18. Resolution on the authorization of the board of directors to resolve on acquisition of the Company's own shares
19. Resolution on the authorization of the board of directors to resolve on the transfer of the Company's own shares
20. Closing of the meeting

Proposed resolutions

Election of chairman of the meeting (item 2)

The nomination committee of BE Group for the annual general meeting 2026, 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 the chairman of the board, 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 2025 and that the available funds of the Company of SEK 568,208,102 in total, including this year's loss of SEK 212,511,906, 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 five (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 Alexander Svedulf as well as new election of Peter Wennerstein. Petter Stillström has informed that he is not available for re-election.

Information regarding proposed new board member:

Peter Wennerstein, born 1974, M.Sc. Economics and Business and employed at AB Traction (publ). Peter Wennerstein has previous experience from leading roles within Kesko Sweden and FM Mattsson Mora Group. Peter Wennerstein 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. Peter Wennerstein has no 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.

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.

Proposal for resolution on (A) the implementation of and guidelines for an incentive program and (B) a directed issue of warrants (item 16)

A. Resolution on the implementation of and guidelines for incentive program TO 2026/2029:1

The board of directors proposes that the annual general meeting resolve to implement incentive program TO 2026/2029:1 in accordance with the guidelines specified below:

1. The incentive program shall include a maximum of 250,000 warrants to be offered to members of the Company's executives at a market valuation based on the Black & Scholes option pricing model. The warrant premium has been provisionally calculated at SEK 2.55 per warrant.
2. Each warrant entitles the holder to acquire one (1) new share in the Company at a subscription price corresponding to 150 per cent of the volume-weighted average price calculated as the average of the daily volume-weighted transaction price for the Company's share on the official price list of Nasdaq Stockholm over the 20 trading days immediately following the 2026 annual general meeting.
3. Once the 20 trading days have elapsed and the subscription price has been determined, the warrant premium shall be finally calculated with the assistance of external advisers (which is expected to take place at the end of May 2026).
4. The board of directors is authorised to decide which of the Company's executives are offered warrants and the number thereof, according to the following criteria:

<i>Category</i>	<i>No. of participants</i>	<i>Maximum no. per participant</i>
CEO	1	100,000
Company executives	3	50,000

In the event that a person offered participation declines or does not subscribe for his or her full allocation, the board of directors is entitled to reallocate any remaining warrants to other participants.

5. Notification (by subscription) of participation in the program (following the board's offer) must be received by the Company no later than 15 June 2026. Payment of the warrant premium and allocation of warrants must occur no later than 30 June 2026.
6. A condition for allocation is that the participant has entered into the warrant agreement established by the board of directors, containing customary terms regarding restrictions on disposal, vesting, repurchase rights, etc., whereby the vesting period shall be at least three (3) years.
7. The holder may exercise the allocated warrants to subscribe for new shares during a 30-day period following the publication of the interim report for the second quarter of 2029 (which is expected to take place in July–August 2029). If no Interim report is issued, exercise through the subscription for new shares may instead take place during August 2029.
8. The warrants shall be subject to the detailed terms and conditions set out in the board's complete proposal. The board shall be responsible for the design and administration of the incentive program within the framework of the guidelines set out above.

B. Resolution on a directed issue of warrants

The board proposes that the annual general meeting resolve on a directed issue of a maximum of 250,000 warrants, entailing an increase in share capital upon full exercise of a maximum of SEK 625,000. The following main terms and conditions shall apply to the resolution.

1. The right to subscribe for the warrants shall, in deviation from the shareholders' preferential rights, be granted to members of the Company's executives who participate in the TO 2026/2029:1 incentive program. The board of directors is entitled to decide on the allocation of warrants among participants in accordance with the established criteria for the TO 2026/2029:1 incentive program.
2. The reasons for the deviation from shareholders' preferential rights are to increase incentives for the Company's executives and strengthen their long-term commitment to the Company, which is considered beneficial for the Company and its shareholders. The board also considers that the warrant programme contributes to retaining executives.
3. The warrants are issued at a premium corresponding to the market value calculated using the Black & Scholes option pricing model. The warrant premium has been provisionally calculated at SEK 2.55 per warrant. Final valuation will be carried out by the board prior to the participants' subscription for the warrants and will be based on prevailing market conditions at that time.
4. Subscription for the warrants shall occur on a subscription list no later than 15 June 2026. Payment of the warrant premium must be made no later than 30 June 2026. The board has the right to extend the subscription and payment period.
5. Each warrant entitles the holder to subscribe for one (1) new share in the Company at a subscription price corresponding to 150 per cent of the volume-weighted average price calculated as the average of the daily volume-weighted transaction price for the Company's share on the official price list of Nasdaq Stockholm over 20 trading days commencing on 23 April 2026, but at least corresponding to the quota value of the share.
6. Subscription for new shares with support of the warrants can occur during a 30-day period after the announcement of the interim report for the second quarter of 2029 (which is expected to occur in July–August 2029). If no interim report is issued, exercise through subscription for new shares can instead occur during the month of August 2029. However, subscription must not occur in violation of agreements made as a condition for the allocation of warrants or otherwise in violation of the EU Market Abuse Regulation (596/2014/EU) or other applicable legislation.
7. The warrants shall also be subject to other conditions as stated in the board's complete proposal.
8. The board of directors, or a person appointed by the board, is authorised to make minor adjustments necessary for the registration of the resolution with the Swedish Companies Registration Office (Sw. *Bolagsverket*).

Majority required

The general meeting's resolution on the introduction of incentive program TO 2026/2029:1 and the directed issue of warrants, requires support by shareholders representing at least nine-tenths (9/10) of both the votes cast and the shares represented at the general meeting.

Motives for the incentive program and its preparation

The motives for the incentive program, as well as the reasons for the deviation from the shareholders' preferential rights, are that a personal and long-term commitment to ownership among the Company's executives is expected to stimulate increased interest in the business and earnings performance, boost motivation and foster a sense of belonging to the Company. The board considers that such an issue may be beneficial to the Company and its shareholders.

The proposal has been prepared by the board in consultation with external advisers. The final proposal has been presented by the board.

Valuation

The proposal entails that the person entitled to subscribe participates in the TO 2026/2029:1 incentive program on market terms. The warrant premium for the subscription option shall be determined based on the established Black & Scholes option valuation method, whereby the option value is determined based on the share price, volatility, risk-free interest rate, time to exercise and exercise price. The calculation of the warrant premium will be carried out by BDO.

Costs and dilution

In the board's assessment, the Company will not incur any costs for social security contributions in relation to the TO 2026/2029:1 incentive program. The Company's costs are therefore expected to consist solely of costs for the implementation and practical administration of the program.

If all warrants are subscribed for and exercised, the dilution effect may amount to a maximum of approximately 1.3 per cent, calculated on the number of shares following full exercise of the warrants.

Existing share-based incentive program

The Company has no outstanding incentive programs.

Proposal for a resolution on the authorization of the board of directors to resolve on new issues of shares, convertible bonds, and/or warrants (item 17)

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, resolve 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) per cent 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.



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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 (2/3) 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 resolve on purchase of the Company's own shares (item 18)

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 2027, to resolve on the purchase of own shares accordingly:

1. 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.
2. Purchases may only be made on Nasdaq Stockholm.
3. Purchases may only be made at a price within the prevailing price range at any given 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. However, for acquisitions carried out by a stock exchange member on the Company's behalf, the price for own shares may correspond to the volume-weighted average price during the period in which the shares were acquired, even if the volume-weighted average price on the delivery date to the Company falls outside the price range.
4. Payment for the shares should be made in cash.

The board of directors has issued a statement pursuant to Chapter 19, Section 22 of the Swedish Companies Act (2005:551) (Sw. *aktiebolagslagen*).

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 (2/3) 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 resolve on transfer of the Company's own shares (item 19)

The board of directors proposes the annual general meeting to authorize the board of directors to resolve, on one or several occasions no later than the annual general meeting 2027, on the transfer of the Company's own shares accordingly:

1. Transfers may be made with deviation from the shareholders' preferential rights to a third party.
2. Transfers may comprise no more shares than those held by the Company at the time of the board's decision.
3. Transfers of shares may be carried out on or outside Nasdaq Stockholm.
4. 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.
5. 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.
6. 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 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.

Voting majority

The resolution of the annual general meeting on the authorization of the board of directors to resolve 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.

Information at the annual general meeting

The shareholders are informed of their right to request information in accordance with Chapter 7, Section 32 of the Swedish Companies Act (2005:551) regarding circumstances that may affect the assessment of a matter on the agenda or the assessment of the Company's financial situation.

Available documents

The financial statements and the auditor's report for the financial year 2025, the complete proposal for a resolution under item 16, and the other documents that must be made available to the shareholders pursuant to the Swedish Companies Act (2005:551), will be available at the Company and on the Company's website, www.begroup.com, no later than Wednesday, 1 April 2026. The Nomination Committee's reasoned statement regarding its proposal for the Board of Directors is available on the Company's website, www.begroup.com. The documents referred to above will be presented at the Annual General Meeting, be kept available at the Company and on its website, and be sent to all shareholders who so request and who provide a postal or email address.

Number of shares and votes in the Company

As of the date of this notice, the total number of shares and votes in the Company amounts to 19,501,726. The Company's holding of own shares amounts to 26,920, which does not entitle to voting rights as long as the Company holds the shares.

Processing of personal data

For information on how your personal data is processed in connection with the general meeting:

<https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

If you have any questions regarding the Company's processing of personal data, please contact us by e-mail integrity@begroup.com. BE Group AB (publ) has corporate identity number 556578-4724 and the board of directors has its registered office in Malmö.

Malmö in March 2026
BE Group AB (publ)
The board of directors



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About BE Group

BE Group AB (publ), which is listed on the Nasdaq Stockholm exchange, is a leading independent steel distributor that stores and processes steel, stainless steel, and aluminium for customers primarily in the construction and manufacturing industries. Through the company's production services, customers can order customized steel components to optimize their production processes. In 2025, the Group reported sales of SEK 3.9 billion. BE Group has approximately 520 employees, with Sweden and Finland as its largest markets. The headquarters is located in Malmö, Sweden. Read more about BE Group at www.begroup.com.