

# Annual General Meeting of Bergman & Beving AB (publ) held 24 August 2023

At the Annual General Meeting and the statutory Board of Directors Meeting of Bergman & Beving AB today, resolutions passed included the following:

## **Income statement and balance sheet**

The Annual General Meeting adopted the Income Statement and Balance Sheet and the Consolidated Income Statement and Consolidated Balance Sheet as set out in the Annual Report.

## **Dividend**

The Annual General Meeting approved a dividend of SEK 3.60 (3.40) per share. The record date for payment of the dividend was set at 28 August 2023. The dividend is expected to be distributed to shareholders by Euroclear Sweden AB on 31 August 2023.

## **Discharge the Board of Directors and the President from liability**

The Annual General Meeting resolved to discharge the Board of Directors and the President from liability for the administration of the Company for the financial year 1 April 2022–31 March 2023.

## **Board of Directors**

The meeting approved the Election Committee's proposal that the Board should consist of six regular directors.

The Meeting resolved to make SEK 2,800,000 available to the Board of Directors as remuneration for its members. The compensation of the Board of Directors is allocated as follows: SEK 875,000 to the Chairman of the Board and SEK 385,000 to each of the other directors. Additionally, the Annual General Meeting resolved that the following additional fees shall be paid for committee work: Compensation Committee SEK 80,000 to each committee member, and Audit Committee SEK 80,000 to the Chairman.

Audit fees shall be paid in accordance with approved invoices.

The current directors Fredrik Börjesson, Charlotte Hansson, Henrik Hedelius, Malin Nordesjö, Niklas Stenberg and Jörgen Wigh were re-elected.

Jörgen Wigh was re-elected as Chairman of the Board.

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

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

### **Auditors**

The Annual General Meeting resolved to elect the registered audit firm Deloitte AB as the Company's auditor until the end of the 2024 Annual General Meeting. Deloitte AB has announced that Authorised Public Accountant Andreas Frountzos is appointed as Auditor in Charge.

### **Approval of remuneration report**

The Annual General Meeting resolved to approve the Board of Directors' remuneration report.

### **Acquisition and conveyance of treasury shares**

The Annual General Meeting resolved in accordance with the Board's motion to authorise the Board, on one or more occasions during the period until the next Annual General Meeting, to acquire and divest shares in the Company. The purpose of such repurchases is to be able to adapt the Group's capital structure and to pay for future acquisitions of businesses and operations using treasury shares. By holding own shares, the Company's obligations outstanding for share-based incentive programmes are also ensured.

Acquisitions are to be carried out on Nasdaq Stockholm at a price that is within the registered price range at any given time, meaning the range between the highest purchase price and the lowest selling price. Acquisitions of own shares are limited so that the Company's total holding of treasury shares at no time exceeds 10 percent of the total number of shares in the Company.

Divestments of the Company's treasury shares may be carried out with or without preferential rights for shareholders but may not be carried out on Nasdaq Stockholm. Divestments may be carried out to finance acquisitions of businesses or operations.

At the ensuing statutory Board meeting, the Board resolved to be able to exercise the mandate it had received from the Annual General Meeting to repurchase shares in the Company.

### **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 approximately 25 senior executives in the Bergman & Beving Group the opportunity to acquire up to 250,000 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 9 September 2026 and ending on 4 June 2027, equal to approximately 0.9 percent of the total number of shares and approximately 0.7 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 Stockholm during the period from 25 August 2023 to 7 September 2023, inclusive.

### **Articles of Association**

The Annual General Meeting resolved to approve the Board of Directors' proposal regarding the Articles of Association.

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

Further 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 2023 (6 months) will be published on 19 October 2023.

Stockholm, 24 August 2023

BOARD OF DIRECTORS

### **For further information please contact:**

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*This information is information that Bergman & Beving AB (publ) is obliged to make public pursuant to Nasdaq Stockholm's Rule book for Issuers. The information was submitted for publication, through the agency of the contact persons set out above, at 6:00 p.m. CEST on 24 August 2023.*

*Bergman & Beving, founded in 1906, is a Swedish listed group that acquires and develops leading companies with an eternal ownership horizon. The Group's autonomous companies work in expansive niches where they provide value-adding solutions for industrial and construction clients. Each company operates with great freedom on the basis of a decentralized management model that has been creating growth, profitability and sustainable development for more than 100 years. Bergman & Beving is listed on Nasdaq Stockholm, has approximately 1,300 employees and a turnover of approximately SEK 5 billion. The Group consists of about 20 companies represented in more than 25 countries. Read more about our operations at [bergmanbeving.com](http://bergmanbeving.com).*

### **Attachments**

[Annual General Meeting of Bergman & Beving AB \(publ\) held 24 August 2023](#)