

## **PRESS RELEASE**

### **B&B TOOLS proposes distribution and separate listing of Momentum Group on Nasdaq Stockholm**

**The Board of Directors of B&B TOOLS AB (publ) has decided to propose that B&B TOOLS' shares in the subsidiary Momentum Group AB (publ) be distributed to the shareholders of B&B TOOLS ("Distribution") and that Momentum Group's Class B shares be listed on Nasdaq Stockholm ("Listing"). Nasdaq Stockholm has decided to admit Momentum Group's Class B shares to trading, provided that customary conditions are fulfilled.**

#### *Background and reasons for the Distribution and Listing*

In 2016, the Board of Directors of B&B TOOLS gave an assignment to Group management to prepare for a possible split of the B&B TOOLS Group into two separate listed companies through a spin-off and separate listing of the Momentum Group operating segment. The background to the assignment was to take the next step in the development of B&B TOOLS and to offer all subsidiaries better opportunities to develop based on their own unique circumstances, business models, customer segments and business relations. The purpose of forming two independent companies is to enhance their customer offerings and competitiveness and to create more efficient organisations with individual responsibility for all of their business-critical processes within their offerings, purchasing and logistics. This is expected to have a positive effect on growth and profitability for both companies. The companies are also deemed to have healthy financial positions in terms of their cash flow and balance sheets.

Accordingly, the separate listing of Momentum Group is expected to create better opportunities for customer satisfaction, earnings growth, profitability and business potential for both Momentum Group and the remaining operating segment Bergman & Beving (within B&B TOOLS) – and thereby an increased shareholder value.

#### *Extraordinary General Meeting of Shareholders in B&B TOOLS to resolve on the Distribution and election of a new Board of Directors*

An Extraordinary General Meeting to resolve on the Distribution will be held on 14 June 2017 and the first day of trading in Momentum Group's Class B shares is expected to take place on 21 June 2017. The notice of the Extraordinary General Meeting of Shareholders on 14 June 2017 will be published separately. In addition to the Distribution, the Extraordinary General Meeting of Shareholders on 14 June 2017 is expected to resolve on the election of a new Board of Directors of B&B TOOLS. It is proposed that the Board of Directors of B&B TOOLS after the Distribution comprises Anders Börjesson (Chairman), Roger Bergqvist, Henrik Hedelius, Malin Nordesjö, Johan Sjö and Louise Undén.

#### *Change of CEO in conjunction with the Distribution*

Provided that the Extraordinary General Meeting of Shareholders on 14 June 2017 resolves to carry out the Distribution, the company's current President & CEO, Ulf Lilius, will step down from his position and instead assume the role of President & CEO of Momentum Group as of 14 June 2017. In conjunction with this, the Board intends to appoint the company's current Executive Vice President, Pontus Boman, as the new President & CEO of B&B TOOLS.

#### *Proposal to change the name of B&B TOOLS to Bergman & Beving in conjunction with the Distribution*

The Board of Directors of B&B TOOLS proposes that B&B TOOLS changes its name to Bergman & Beving in conjunction with the Distribution of Momentum Group. A formal resolution is expected to be made at an Extraordinary General Meeting of Shareholders in B&B TOOLS on 21 June 2017. The notice of the Extraordinary General Meeting of Shareholders on 21 June 2017 will be published separately.

#### *Implementation of the Distribution*

The split will be carried out through a distribution of B&B TOOLS' shares in Momentum Group to the shareholders in B&B TOOLS. If the shareholders of B&B TOOLS at the Extraordinary General Meeting of Shareholders on 14 June 2017 resolve in accordance with the proposal of the Board of Directors of B&B TOOLS to distribute all of B&B TOOLS' shares in Momentum Group to the shareholders of B&B TOOLS, shareholders will receive one (1) Class A share in Momentum Group for each Class A share held as of the record date of 16 June 2017 and one (1) Class B share in Momentum Group for each Class B share held as of the record date of 16 June 2017. For

registered shareholders of B&B TOOLS on the record date of 16 June 2017, no additional actions need to be taken to receive shares in Momentum Group.

#### *Prospectus*

The prospectus for the Listing of Momentum Group's Class B shares on Nasdaq Stockholm will be prepared by Momentum Group. The prospectus is expected to be published on or about 5 June 2017.

#### *Information material ahead of the Extraordinary General Meeting of Shareholders in B&B TOOLS on 14 June 2017*

Information material providing supporting documentation ahead of the Extraordinary General Meeting of Shareholders in B&B TOOLS on 14 June 2017, at which resolutions will be made concerning the Distribution and the election of a new Board of Directors, will be published on B&B TOOLS' website, [www.bbtools.com](http://www.bbtools.com) (under the tab Corporate Governance / General Meeting of Shareholders / Extraordinary Meetings of Shareholder) not later than 24 May 2017.

#### *Preliminary schedule*

- |         |   |
|---------|---|
| 23 May  | Financial report for the 2016/2017 financial year for Momentum Group is published.  |
| 24 May  | Information material ahead of the Extraordinary General Meeting of Shareholders on 14 June 2017 (at which a resolution will be made on the Distribution) will be made available.  |
| 5 June  | Prospectus published.   |
| 8 June  | Record date for the right to participate in the Extraordinary General Meeting of Shareholders in B&B TOOLS on 14 June 2017 (at which a resolution will be made on the Distribution).  |
| 14 June | Extraordinary General Meeting of Shareholders in B&B TOOLS to resolve on the Distribution and election of a new Board of Directors of B&B TOOLS. Final day of trading in the B&B TOOLS share including the right to distribution. |
| 15 June | First day of trading in the B&B TOOLS share excluding the right to distribution.  |
| 16 June | Record date for the right to receive shares in Momentum Group.  |
| 21 June | First day of trading in the Momentum Group Class B share on Nasdaq Stockholm. Extraordinary General Meeting of Shareholders in B&B TOOLS to resolve on the change of name to Bergman & Beving.                                    |

#### *Advisors*

Handelsbanken Capital Markets is serving as financial advisor in conjunction with the Distribution and Listing. Advokatfirman Delphi is serving as legal advisor.

Stockholm, 22 May 2017

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

For further information, please contact:

Ulf Lilius, President & CEO, B&B TOOLS AB, tel: +46 10 454 77 00

Mats Karlqvist, Head of Investor Relations, B&B TOOLS AB, Tel: +46 70 660 31 32

*This information is such that B&B TOOLS AB (publ) is obliged to make public pursuant to the EU Market Abuse Regulation. The information was submitted for publication, through the agency of the contact persons set out above, at 18:15 p.m. CET on 22 May 2017.*

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

Mail address **PO Box 10024 SE-100 55 Stockholm Sweden**

Visit **Linnégatan 18 Stockholm**

Tel **+46 10 454 77 00** Fax **+46 10 454 77 01**

Org No **556034-8590** Reg office **Stockholm**

Web **[www.bbtools.com](http://www.bbtools.com)**