



Notice of Extraordinary General Meeting of Shareholders in Momentum Group AB (publ) on 28 November 2017 concerning repurchase of own shares and new call option programme

The shareholders in Momentum Group AB (publ), corporate registration number 559072-1352 (the "Company"), are hereby convened to an Extraordinary General Meeting of Shareholders at 11:00 a.m. on Tuesday, 28 November 2017 at Scandic Anglais, Humlegårdsgatan 23, Stockholm. The doors will open at 10:30 a.m.

NOTICE OF PARTICIPATION

Shareholders who wish to participate in the meeting must:

- be recorded in the shareholders' register maintained by Euroclear Sweden AB not later than Wednesday, 22 November 2017, and
- file notice of their intention to participate with the Company's head office not later than Wednesday, 22 November 2017: by post at Extraordinary General Meeting 28 November 2017, Momentum Group AB (publ), Box 5900, SE-102 40 Stockholm, Sweden; by telephone at +46 10 454 54 90; or by email at EGM28november@momentum.group.

Notices must contain information about the shareholders' name, personal identity number (corporate registration number), address, telephone number, number of shares and the names of any assisting counsel (maximum of two). All information submitted in the notice of participation will be processed and used for the Meeting.

To exercise their voting rights at the Meeting, shareholders whose shares are registered in the name of a nominee must temporarily re-register their shares in their own names. Such re-registration must be completed not later than Wednesday, 22 November 2017.

In the case of participation by proxy authorised by a power of attorney, original copies of a written power of attorney signed by the shareholder and other relevant authorisation documents are to be presented prior to the start of the Meeting. When notifying the Company of their participation, representatives of legal entities must also submit a certified copy of the entity's certificate of incorporation or corresponding authorisation documents showing that they are authorised to represent the legal entity.

The Company will provide shareholders with a power of attorney form, which will be available from the Company's head office or online at www.momentum.group.

PROPOSED AGENDA

1. Opening of the meeting.
2. Election of Chairman to preside over the Meeting.
3. Compilation and approval of electoral register.
4. Approval of the agenda proposed by the Board of Directors for the Meeting.
5. Election of one or two persons to approve the minutes taken at the Meeting.
6. Determination of whether or not the Meeting has been duly convened.
7. Resolutions regarding the authorisation of the Board to decide on the acquisition and conveyance of treasury shares.
8. Resolution on the issuance of call options for repurchased shares and the conveyance of repurchased shares to key individuals in senior positions ("2017 Share-Based Incentive Programme").
9. Closing of the Meeting.

PROPOSAL BY THE BOARD OF DIRECTORS FOR RESOLUTION

Item 7 – Resolution regarding the authorisation of the Board to decide on the acquisition and conveyance of treasury shares.

The Board proposes that the Extraordinary General Meeting of Shareholders resolve to authorise the Board, prior to the next Annual General Meeting, to acquire a maximum number of Class B shares so that the Company's holding of treasury shares at no time exceeds 10 percent of the total number of shares in the Company. Acquisitions are to be carried out on Nasdaq Stockholm in accordance with the stock exchange rules 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 are to be paid for in cash and may be carried out on one or more occasions.

The Board also proposes that the General Meeting of Shareholders authorise the Board, prior to the next Annual General Meeting, to divest Class B shares held in treasury by the Company in a manner other than on Nasdaq Stockholm. This authorisation may be utilised on one or more occasions and encompasses all shares held in treasury by the Company at the time of the Board's decision. The authorisation also entitles the Board to decide to deviate from the shareholders' preferential rights and stipulates that payment may be made by other means than money.

The purpose of this authorisation is to be able to adapt the Group's capital structure and to pay for future acquisitions of businesses and operations using treasury shares. Holdings of treasury shares may also be used to secure the Company's obligations under the share-based incentive programme proposed in Item 8 below.

A resolution in accordance with the Board's proposal above requires the support of shareholders representing at least two-thirds of the votes cast and the shares represented at the Meeting.

Item 8 – Resolution on the issuance of call options for repurchased shares and the conveyance of repurchased shares to key individuals in senior positions ("2017 Share-Based Incentive Programme").

The Board of Directors proposes that the Extraordinary General Meeting of Shareholders resolve to adopt a long-term incentive programme known as the 2017 Share-Based Incentive Programme (the "Programme"). The Programme, which is proposed to include some 50 key individuals in senior positions in the Momentum Group, entails that participants will be offered an opportunity to acquire call options at market price for Momentum Group AB's (publ) repurchased Class B shares in the Company and that participants will receive a certain subsidy on the paid premium for the options after a two-year period.

The Board of Director's proposal also entails the Extraordinary General Meeting approves that the Company, in deviation from the shareholders' preferential rights, will convey up to 250,000 of the Company's repurchased Class B shares to the option holders at the established redemption price in connection with any redemption of the call options (subject to any recalculations).

The Company currently holds no shares in Momentum Group AB.

The proposal was prepared by the Company's Compensation Committee in consultation with the Company's Board of Directors. The decision to propose the Programme to the Extraordinary General Meeting of Shareholders was taken by the Board of Directors. The Company's directors are not covered by the Programme.

The Programme has the following key conditions:

- a) The number of call options issued may not exceed 250,000, corresponding to approximately 0.9 percent of the total number of shares and approximately 0.6 percent of the total number of votes in the Company. Each call option entitles its holder to acquire one (1) repurchased Class B share in the Company on two occasions: 1) during the period starting 12 February up to and including 25 February 2021 (after the Company has published its interim report for the period 1 April-31 December 2020), and 2) during the period starting 12 May up to and including 25 May 2021 (after the Company has published its financial report for the period 1 April 2020-31 March 2021) (the "Redemption Periods"). However, the acquisition of shares may not take place during such a period when trading in shares in the Company is prohibited in accordance with Regulation (EU) No 596/2014 on market abuse of the European Parliament and of the Council issued on 16 April 2014 ("Market Abuse Regulation") (or other equivalent legislation prevailing at any given time).
- b) The acquisition price ("Redemption Price") for shares when redeeming call options is to correspond to 120 percent of the volume-weighted average price for the Company's Class B shares on Nasdaq Stockholm during the period starting 22 November 2017 up to and including 5 December 2017. Under certain circumstances, the Redemption Price may be recalculated over the duration of the call option programme.

- c) The right to acquire call options will apply to some 50 key individuals in senior positions in the Momentum Group in Sweden, Norway and Finland. The proportion of call options offered to each individual for acquisition will vary depending on the employee's position and level of responsibility. Approximately 15 percent of the call options may go to Group management and the remaining approximately 85 percent of the call options may go to other key individuals.
- d) If an individual entitled to receive a call options refrains, in whole or in part, from acquiring the offered call options then such unacquired call options will be distributed pro rata between the individuals entitled to receive call options who have presented a written application stating that they are interested in acquiring additional call options.
- e) The Board of Directors is to decide on the final distribution in accordance with the principles presented in items c) and d) above.
- f) A notification to acquire call options must be made not later than 8 December 2017.
- g) The premium for call options will correspond to the market value of the call options using an external independent assessment in accordance with an generally accepted valuation method (Black & Scholes model). The measurement period for the assessment of the option premium is to be based on the volume-weighted average price for the Company's Class B shares on Nasdaq Stockholm during the period starting 22 November 2017 up to and including 5 December 2017.
- h) Based on a price for the Company's share of SEK 90.25, and on other market conditions existing on 5 October 2017, the value per option has been calculated by the aforementioned rating institute at SEK 8.50, which gives a total value for all options of approximately MSEK 2.1.
- i) Issuing call options to employees outside Sweden is dependent on tax effects, that there are no legal obstacles and that the Board of Directors is of the opinion that such an issue can take place with reasonable administrative and financial resources. The Board of Directors will have the right to make minor adjustments to the Programme brought about by applicable foreign laws and rules.
- j) The call options are freely transferable, taking into consideration the right of refusal clause with the Company. The right of refusal of acquired call options is to be carried out at market value. The Company has the right to repurchase issued call options.
- k) The number of shares which the call options entitle the holders to acquire, and the Redemption Price, may be recalculated due to, for example, bonus issues, the consolidation or split of shares, new share issues or a reduction in share capital or similar measures. The date for the conveyance of shares may be brought forward due to a merger or similar measures.
- l) To encourage participation in the Programme, a subsidy in the form of cash gross salary will be paid to the option holder corresponding to the paid premium for each call option. The subsidy will be paid in December 2019 provided that the option holder has not been dismissed from the Group and that the call options acquired from the Company have not been divested before this date.
- m) The Company has the right to repurchase the call options from the holder in the event that the option holder does not wish to redeem all of the acquired call options and notifies the Company thereof during the Redemption Period. Options are to be acquired at a price corresponding to the highest market value at any given time. However, call options may not be repurchased during such a period when trading in shares in the Company is prohibited in accordance with the Market Abuse Regulation (or other equivalent legislation prevailing at any given time).
- n) Within the framework of the conditions and guidelines stated above, the Board of Directors is responsible for preparing and managing the details of the Programme.
- o) The complete terms and conditions for the options are presented in Appendix 1 on the Company's website at www.momentum.group.*

The costs of the Programme mainly comprise the subsidy to be paid in December 2019 in accordance with the above and the social security contributions that will accrue on this subsidy as well as administrative expenses for engaging external consultants and suppliers of administrative services in connection with the establishment of the call option programme. The total cost of the subsidy, including social security contributions, is estimated at MSEK 2.1 after corporate tax (based on the market conditions on 5 October 2017). The subsidy will be offset by the option premium totalling approximately MSEK 2.1, which the Company will receive upon conveyance of the call options, which is why the Programme does not entail any net cost to the Company's equity.

The reason for the deviation from the shareholders' preferential rights and the Board of Director's motive for implementing the Programme is to allow key individuals in senior positions in the Momentum Group, through their own investment, to participate in and promote a positive value growth trend for the Company's shares and thereby align their interests more closely with those of the Company's shareholders. The purpose of the Programme is also to contribute to a long-term

increase in share ownership by managers and senior management in Momentum Group. In addition, the Programme is expected to create the conditions to retain and recruit qualified personnel to the Momentum Group, provide competitive remuneration and align the interests of the shareholders and senior executives. Against this background, the Board of Directors is of the opinion that the implementation of the Programme will have a positive impact on the continued development of the Momentum Group and that the Programme will benefit both the shareholders and the Company.

The Company has no previous share-based incentive programme.

The resolution of the General Meeting of Shareholders, as proposed by the Board of Directors above, is only valid if it is supported by shareholders representing at least nine-tenths of the votes cast and the shares represented at the Meeting.

* Please note that the complete terms for the options are only available in Swedish since all participants of the Programme are based in the Nordic region.

SHARES AND VOTES

The Company has issued a total of 28,265,416 shares, of which 1,062,436 are Class A shares and 27,202,980 are Class B shares. The total number of votes in the Company is 37,827,340. The Company currently holds no treasury shares. The above information pertains to the conditions at the time this notice was issued.

SHAREHOLDERS' RIGHT TO REQUEST INFORMATION

According to Chapter 7, Section 32 of the Swedish Companies Act, upon request from a shareholder and provided the Board determines that it is possible to do so without causing material damage to the Company, the Board and the CEO are required to provide information about any circumstances that could impact how an item on the agenda is addressed.

DOCUMENTS

The complete proposal of the Board of Directors in accordance with Items 7 (including the Board's statement in accordance with Chapter 19, Section 22 of the Swedish Companies Act) and 8 as well as documents in accordance with Chapter 19, Section 24 and Chapter 13, Section 6 of the Swedish Companies Act will be available from the Company not later than Tuesday, 7 November 2017 and will be sent to shareholders who so request and who provide their postal address. These documents will also be available on the Company's website as of the same date. All of the aforementioned documents will be presented at the Meeting.

Stockholm, October 2017

BOARD OF DIRECTORS

For further information, please contact:

Mats Karlqvist, Head of Investor Relations – Tel: +46 70 660 31 32 / E-mail: mats.karlqvist@momentum.group

The information in this document is such that Momentum Group AB (publ) is obliged to make public pursuant to Nasdaq Stockholm's Rule Book for Issuers. The information was submitted for publication on 27 October 2017 at 8:30 a.m. CET.

This document is in all respects a translation of the Swedish original Notice of Extraordinary General Meeting of Shareholders of Momentum Group AB (publ). In the event of any differences between this translation and the Swedish original, the latter shall prevail.

Momentum Group is one of the leading resellers of industrial consumables and components, service and maintenance to professional end users in the industrial and construction sectors in the Nordic region. The Group has annual revenue of approximately SEK 5.5 billion and approximately 1,600 employees. Momentum Group AB (publ) has been listed on Nasdaq Stockholm since June 2017. Read more at www.momentum.group.

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