



Notice for an Extraordinary General Meeting of Shareholders in Momentum Group AB (publ) on 17 December 2019

The shareholders in Momentum Group AB (publ), corporate registration number 559072-1352 ("Momentum Group" or the "Company"), are hereby convened to an Extraordinary General Meeting of Shareholders at 10:30 a.m. CET on Tuesday, 17 December 2019 at Näringslivets Hus, Storgatan 19, Stockholm. The doors will open at 10:00 a.m.

NOTICE OF PARTICIPATION

Shareholders who wish to participate in the Extraordinary General Meeting must:

- be recorded in the shareholders' register maintained by Euroclear Sweden AB on Wednesday, 11 December 2019, and
- file notice of their intention to participate with the Company's head office not later than Wednesday, 11 December 2019: by mail at "Extraordinary General Meeting 17 December 2019", Momentum Group AB, P.O. Box 5900, SE-102 40 Stockholm, Sweden, by telephone +46-10-454 54 90 or by email at bolagsstamma@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). Personal data obtained from the shareholders' register maintained by Euroclear Sweden AB, the notice filed and participation in the Meeting as well as information on deputies, proxies and assisting counsel will be used for registration, the preparation of the electoral register for the Meeting and, where applicable, the minutes of the Meeting.

Personal data is handled in accordance with the Data Protection Regulation (European Parliament and Council Regulation (EU) 2016/679), applicable from 25 May 2018. Read more about Momentum Group's processing of personal data in the Company's privacy policy, which is available at the Company's website.

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, 11 December 2019.

In the case of participation by proxy authorised by a power of attorney, a written and dated power of attorney signed by the shareholder and other relevant authorisation documents are to be presented. 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. A copy of the power of attorney and any certificate of incorporation should be delivered to the Company at the above address well in advance of the Meeting. The original copy of the power of attorney must also be presented at the Meeting.

The Company provides shareholders with a power of attorney form, which is available at the Company's head office or online on the Company's website.

PROPOSED AGENDA

1. Opening of the Meeting.
2. Election of the 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 to be taken at the Meeting.
6. Determination of whether or not the Meeting has been duly convened.
7. Resolution to authorise the Board of Directors to resolve to issue new shares due to the public offer on all issued shares in Swedol AB (publ).
8. Closing of the Meeting.

**PROPOSALS BY THE BOARD OF DIRECORS FOR RESOLUTIONS REGARDING
ITEMS 2 AND 7 IN ACCORDANCE WITH THE ABOVE**

Item 2 Election of the Chairman to preside over the Meeting.

The Board of Directors proposes that the General Meeting elects the Chairman of the Board of Directors, Johan Sjö, as the Chairman to preside over the Meeting.

Item 7 Resolution to authorise the Board of Directors to resolve to issue new shares due to the public offer on all issued shares in Swedol AB (publ).

The Board of Directors proposes that the General Meeting resolves to authorise the Board of Directors, until the next Annual General Meeting, on one or more occasions, to resolve to issue no more than 33,280,000 Class B shares in the Company. The right to subscribe for these shares shall only fall upon shareholders in Swedol AB (publ), corporate registration number 556127-6188, ("Swedol"). Subscribed shares shall be paid through contribution in kind consisting of shares in Swedol. The Board of Directors, the CEO or the person appointed by the Board of Directors shall be authorised to make any minor adjustments to the above resolution that may be necessary in connection with the registration thereof.

Majority requirement

The Board of Directors proposes that in order for the resolution in accordance with this item 7 to be valid it shall require the support of shareholders representing at least two-thirds (2/3) of the votes cast and the shares represented at the General Meeting, wherein Momentum Group shall disregard from the shares and votes held and casted by Nordstjernan AB ("Nordstjernan").

Background

The background to the Board of Directors' proposal is that the Company on 11 November 2019 announced a public offer for all issued shares in Swedol (the "Offer"). Under the Offer, shareholders in Swedol are given the right to choose between a cash consideration and a share consideration consisting of new Class B shares in Momentum Group in exchange for their shares in Swedol. The completion of the Offer is conditional upon that, inter alia, the Extraordinary General Meeting resolves on the above authorisation.

More information on the Offer is available at Momentum Group's website www.momentum.group.

Nordstjernan's undertaking and shareholding in Momentum Group after the Offer

Nordstjernan has undertaken to, provided that certain conditions are met, accept the Offer and choose the share consideration. Due to Nordstjernan's existing shareholding in Momentum Group and Swedol entails that Nordstjernan – provided the completion of the Offer - will achieve a shareholding in Momentum Group representing at least three tenths (3/10) of the voting rights for the total number of shares in Momentum Group. According to Chapter 3, paragraph 1 Stock Market (Takeover Bids) Act (Sw. *Lag (2006:451) om offentliga uppköpserbjudanden på aktiemarknaden*) Nordstjernan would be obligated to make a public offer for all shares in Momentum Group within four weeks thereafter (so-called mandatory bid). Nordstjernan has applied for and been granted an exemption from such mandatory bid obligation by the Swedish Securities Council.

The granting of the exemption by the Swedish Securities Council (Sw. *Aktiemarknadsnämnden*) is conditional upon (i) Momentum Group informing its shareholders of the share capital and voting shares, respectively, in Momentum Group that Nordstjernan may receive through the Offer and (ii)

the resolution by the General Meeting of Shareholders in Momentum Group to authorise the Board of Directors to resolve on new issue of the number of Class B shares in Momentum Group which Momentum Group shall pay as consideration in the Offer, is supported by shareholders representing at least two-thirds (2/3) of both the votes cast and the shares represented at the Meeting, wherein Momentum Group shall disregard from the shares and votes held and casted by Nordstjernan.

If Momentum Group completes the Offer, Nordstjernan's shareholding in Momentum Group will represent 43.2–52.7 percent of the shares and 43.7–51.8 percent of the votes (depending on the proportion of other shareholders in Swedol choosing the share consideration), calculated based on the number of shares and votes in Momentum Group excluding Momentum Group's repurchased Class B shares.

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, of which 500,000 are held in treasury by the Company. The total number of votes in the Company is 37,327,340. The above information pertains to the conditions at the time this notice was issued.

SHAREHOLDERS' RIGHT TO REQUEST INFORMATION

The Board of Directors and the CEO are required to, upon request from a shareholder and provided that the Board of Directors determines that it is possible to do so without causing material damage to the Company, provide information about any circumstances that could impact how an item on the agenda is addressed and the Company's relation to other companies within the Group.

DOCUMENTS

The complete proposal in accordance with item 7 will be available at the Company's head office and the Company's website no later than Tuesday, 26 November 2019 and will be sent to shareholders who so request and who provide their postal address. The aforementioned document will be presented at the Meeting.

Stockholm, November 2019

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

This information 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 12 November 2019 at 8:00 a.m. CET.

This document is in all respect a translation of the Swedish original Notice for the Extraordinary General Meeting of Shareholders in 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 6 billion and some 1,700 employees. Momentum Group AB (publ) has been listed on Nasdaq Stockholm since June 2017. Read more at www.momentum.group.

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