

Corp. Reg. No. 559072-1352
Minutes taken at the Annual General Meeting in Momentum Group AB (publ) ("Momentum Group" or "the Company") in Stockholm on 11 May 2021.

§ 1 Opening of the Meeting.

The Meeting was called to order by Chairman of the Board Johan Sjö.

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

Based on the proposal from the Election Committee, the Meeting resolved to appoint Chairman of the Board Johan Sjö as Chairman of the Meeting.

It was noted that the Board instructed Mats Karlqvist, Head of Investor Relations and secretary to the Board, to take minutes at the Meeting.

It was also noted that the Meeting was held pursuant to *Sections 20 and 22 of the Swedish Act on Temporary Exemptions to Facilitate the Execution of General Meetings in Companies and Associations (2020:198)*, meaning that participation in the Meeting had only taken place through postal voting.

The Notice for the Meeting is attached as **Appendix 1**.

The Postal voting form used is attached as **Appendix 2**.

A summary of the collected results of the postal voting for each item covered by postal voting is attached as **Appendix 3**, which includes the information stated in Section 26 of the aforementioned law.

§ 3 Election of two persons to approve the minutes to be taken at the Meeting along with the Chairman.

As proposed by the Board, the Meeting resolved to appoint Mattias Montgomery (Carnegie Fonder) and Joachim Spetz (Swedbank Robur Fonder) to approve the minutes to be taken at the Meeting along with the Chairman of the Meeting.

§ 4 Compilation and approval of Electoral Register.

A list of shareholders who were recorded in the shareholders' register maintained by Euroclear Sweden AB as of the record date for the Meeting *and* who had registered for the Meeting no later than 10 May 2021 by submitting a postal vote to the Company using the supplied form was approved as the electoral register for the Meeting (**Appendix 4**).

§ 5 Approval of the agenda proposed by the Board for the Meeting.

The Meeting resolved to approve the agenda proposed by the Board and included as a numbered list in the Notice for the Meeting (Appendix 1).

§ 6 Determination of whether or not the Meeting has been duly convened.

It was noted that notice for the Meeting was given according to the Swedish Companies Act and the Company's Articles of Association through an announcement in Post- och Inrikes Tidningar on 8 April 2021, by making the Notice accessible on the Company's website since 6 April 2021 and by announcing in Svenska Dagbladet on 8 April 2021 that the Notice had been published.

It was determined that the Meeting had been duly convened.

§ 7 Presentation of the annual accounts and the auditor's report as well as the consolidated financial statements and the consolidated auditor's report.

It was noted that the Annual Report for the Parent Company and the Group, including the auditor's report for the 1 April–31 December 2020 financial year, has been available at the Company's head office and on the Company's website since 7 April 2021. The documents have also been sent to shareholders who so requested.

It was determined that the accounting documents for the Parent Company and the Group had thereby been duly presented.

§ 8 Resolution regarding the adoption of the income statement and balance sheet, and of the consolidated income statement and consolidated balance sheet.

The Meeting resolved to adopt the income statement and balance sheet as well as the consolidated income statement and consolidated balance sheet for the 2020 financial year according to the Annual Report.

§ 9 Resolution regarding the Board's remuneration report for 2020.

The Meeting resolved, in accordance with the Board's proposal, to approve the Board's remuneration report for 2020 according to **Appendix 5**, including the auditor's statement in accordance with Chapter 8, Section 54 of the Swedish Companies Act regarding compliance with the guidelines for remuneration of senior management as resolved by the Annual General Meeting.

§ 10 Resolution regarding the appropriation of the Company's profit according to the duly adopted balance sheet.

The Meeting resolved, in accordance with the Board's proposal for the appropriation of profit, to distribute the funds of SEK 1,955,733 thousand at the disposal of the Meeting as follows:

Dividend to shareholders, SEK 1.50 per share	SEK 75,609 thousand *
To be brought forward	SEK 1,880,124 thousand

* Calculated based on the number of shares outstanding as of 11 May 2021, and with due consideration for the 486,000 Class B shares repurchased by the Company.

The Meeting resolved that the record date for dividends will be 14 May 2021. It was noted that the dividend is expected to be paid by Euroclear Sweden AB on 19 May 2021.

The statement of the Board of Directors, in accordance with Chapter 18, Section 4 of the Swedish Companies Act, is attached as **Appendix 6.**

§ 11 Resolution regarding the discharge from liability for the Board of Directors and the President & CEO.

The Meeting resolved, in accordance with the recommendation of the auditors, to discharge the Company's Directors and the President & CEO from liability for the Company's administration for the 1 April–31 December 2020 financial year. It was noted that the Board of Directors and the President & CEO did not participate in the decision insofar as it pertained to themselves.

§ 12 Determination of the number of Directors.

The Meeting resolved, in accordance with the Election Committee's proposal, that the Board of Directors of the Company is to consist of six regular Directors.

§ 13 Adoption of fees to the Board of Directors and the auditors.

The Meeting resolved, in accordance with the Election Committee's proposal, to place SEK 2,800,000 at the disposal of the Board of Directors as directors' fees. The directors' fees are divided into SEK 800,000 for the Chairman of the Board and SEK 380,000 per Director for the other Directors. In addition, a special fee of SEK 100,000 is to be paid to the Chairman of the Audit Committee. No fees are to be paid for other committee work. It was noted that the total directors' fees remain unchanged compared with the preceding year, but that the allocation of individual fees has changed.

The Meeting resolved, in accordance with the Election Committee's proposal, that fees to the Company's auditors are to be paid in accordance with approved invoices.

§ 14 Election of Directors and Chairman of the Board of Directors.

The Meeting resolved, in accordance with the Election Committee's proposal, to re-elect Johan Eklund, Stefan Hedelius, Göran Näsholm, Johan Sjö, Gunilla Spongh and Christina Åqvist as regular Directors.

The Meeting resolved, in accordance with the Election Committee's proposal, to re-elect Johan Sjö as Chairman of the Board.

A list of the assignments held by the Directors in other companies is presented in the 2020 Annual Report and on the Company's website.

§ 15 Election of registered accounting firm.

The Meeting resolved, in accordance with the Election Committee's proposal, to re-elect the registered accounting firm KPMG AB as the Company's auditors until the end of the 2022 Annual General Meeting. It was noted that KPMG AB has announced that it intends to appoint Authorised Public Accountant Helena Arvidsson Älgne as Auditor in Charge.

§ 16 Election of members and Chairman of the Election Committee.

The Meeting resolved, in accordance with the proposal from Momentum Group's major shareholders as of 28 February 2021, to appoint the following members to the Election Committee ahead of the 2022 Annual General Meeting: Peter Hofvenstam (nominated by Nordstjernan), Stefan Hedelius (nominated by Tom Hedelius), Joachim Spetz (nominated by Swedbank Robur Fonder) and Lilian Fossum Biner (nominated by Handelsbanken Fonder), with Peter Hofvenstam as Chairman of the Election Committee.

§ 17 The Board's proposal regarding a resolution to authorise the Board of Directors to decide on the acquisition and conveyance of treasury shares.

The Board's proposal regarding the authorisation of the Board to decide on the acquisition and conveyance of Class B treasury shares was presented (**Appendix Z**), including the statement from the Board in accordance with Chapter 19, Section 22 of the Swedish Companies Act.

It was noted that a resolution on this item is only valid if it has the support of shareholders representing at least two-thirds of the votes cast and the shares represented at the Meeting.

The Meeting resolved to approve the Board's proposal regarding this authorisation. It was noted that the resolution was approved with the requisite majority.

18. The Board's proposal regarding a resolution to authorise the Board of Directors to resolve to issue new shares up to 10 percent of the total number of shares to use as payment for acquisitions.

The Board's proposal regarding the authorisation of the Board to decide to issue new shares corresponding to up to 10 percent of the total number of shares as payment of acquisitions was presented (**Appendix 8**).

The Board of Directors and the President & CEO, or the person appointed by the Board or the President & CEO, are entitled to make minor adjustments in this decision that may be necessary in conjunction with its registration with the Swedish Companies Registration Office.

It was noted that a resolution on this item is only valid if it has the support of shareholders representing at least two-thirds of the votes cast and the shares represented at the Meeting.

The Meeting resolved to approve the Board's proposal regarding this authorisation. It was noted that the resolution was approved with the requisite majority.

§ 19 Closing of the Meeting.

Since it was determined that no other matters had been raised, the Chairman declared the Meeting closed.

Minutes taken by

Mats Karlqvist

Minutes approved by:

Johan Sjö

Mattias Montgomery

Joachim Spetz

PRESS RELEASE



Notice for the Annual General Meeting of Shareholders in Momentum Group AB (publ) on 11 May 2021

The shareholders in Momentum Group AB (publ), corporate registration number 559072-1352 ("Momentum Group" or the "Company"), are hereby convened to the Annual General Meeting of Shareholders on Tuesday, 11 May 2021.

Due to the COVID-19 pandemic, the Board has decided that the Annual General Meeting will be held without physical attendance by the shareholders, proxies or outside parties and that shareholders will only be able to exercise their voting rights by post ahead of the Meeting. Information regarding the resolutions passed at the Annual General Meeting will be published on 11 May 2021 as soon as the results of the postal voting have been finalized.

REGISTRATION AND NOTIFICATION

Shareholders who wish to participate in the Annual General Meeting through postal voting must:

- be recorded in the shareholders' register maintained by Euroclear Sweden AB not later than Monday, 3 May 2021, and
- notify the Company's head office of their intention to participate in the Meeting by submitting their postal vote in accordance with the instructions under the heading "Postal voting" below not later than Monday, 10 May 2021.

To be entitled to participate in the Meeting, shareholders whose shares are registered in the name of a nominee must, in addition to providing notification of their participation in the Annual General Meeting by submitting their postal vote, re-register the shares in their own name so that the shareholders are registered in the shareholders' register on the record date of Monday, 3 May 2021. This re-registration may be temporary (known as "voting rights registration") and is carried out through the nominee according to their procedures at a time predetermined by the nominee. Voting rights registration that has been completed by the nominee not later than Wednesday, 5 May 2021, will be recognized in the shareholders' register.

Personal data obtained from the shareholders' register maintained by Euroclear Sweden AB, the notice filed and postal votes at 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). Read more about Momentum Group's processing of personal data in the Company's privacy policy, which is available from the Company's website.

POSTAL VOTING

The Board of Directors has decided that the shareholders may exercise their voting rights only through postal voting, pursuant to *Section 22 of the Swedish Act (2020:198) on Temporary Exemptions to Facilitate the Execution of General Meetings in Companies and Associations*. A special form is to be used for postal voting. The postal voting form is available from Momentum Group's website, www.momentum.group, under the headings "Corporate Governance / General Meetings of Shareholders / Annual General Meetings of Shareholders / Annual General Meeting 2021." Completed and signed postal voting forms may be sent by e-mail to bolagsstamma@momentum.group or by post to "Annual General Meeting 11 May 2021", Momentum Group AB (publ), PO Box 5900, SE-102 40 Stockholm, Sweden. Completed forms must be received by Momentum Group by 10 May 2021 at the latest.

Shareholders are not allowed to include special instructions or conditions in the postal vote. If special instructions or conditions are included, the postal vote will be rendered invalid. Further instructions and conditions can be found on the postal voting form and at www.momentum.group.

POWER OF ATTORNEY

If the shareholder wishes to cast their postal vote through a proxy, a written and dated power of attorney signed by the shareholder must be enclosed with the form. The power of attorney form is available from Momentum Group's website, www.momentum.group, under the headings "Corporate Governance / General Meetings of Shareholders / Annual General Meetings of Shareholders / Annual General Meeting 2021." If the shareholder is a legal entity, a registration certification or an equivalent authorization document must be enclosed along with the form.

SHAREHOLDERS' RIGHT TO REQUEST INFORMATION

According to Chapter 7, Sections 32 and 57 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 President & CEO are required to provide information about any circumstances that could impact how an item on the agenda is addressed as well as any circumstances that could impact the assessment of the Company's financial situation. This disclosure obligation also encompasses the Company's relationships with other Group companies, the consolidated financial statements and any interactions with subsidiaries as described above. Requests for such information are to be submitted to the Company not later than ten days prior to the Annual General Meeting, that is, not later than 1 May 2021, by e-mail to bolagsstamma@momentum.group or to "Head of Investor Relations", Momentum Group AB (publ), PO Box 5900, SE-102 40 Stockholm, Sweden. The information will be available at Momentum Group's website, www.momentum.group, under the headings "Corporate governance/General meetings of shareholders/Annual general meetings/ 2021 Annual General Meeting" by 6 May 2021 at the latest. The information will also be available at the Company's head office at Östermalmsgatan 87 D in Stockholm on the same date. Information will also be sent to the shareholders who requested the information and provided their addresses.

PROPOSED AGENDA

1. Opening of the Meeting.
2. Election of the Chairman to preside over the Meeting.
3. Election of one or two persons to approve the minutes to be taken at the Meeting along with the Chairman.
4. Compilation and approval of Electoral Register.
5. Approval of the agenda proposed by the Board of Directors for the Meeting.
6. Determination of whether or not the Meeting has been duly convened.
7. Presentation of the annual accounts and the auditor's report as well as the consolidated financial statements and the consolidated auditor's report, and an account by the Company's auditor.
8. Resolution regarding the adoption of the income statement and balance sheet, and of the consolidated income statement and consolidated balance sheet,
9. Resolution regarding the Board of Directors' remuneration report for 2020.
10. Resolution regarding the appropriation of the Company's profit according to the duly adopted balance sheet.
11. Resolution regarding the discharge from liability for the Board of Directors and the President & CEO.
12. Determination of the number of Directors.
13. Adoption of fees to the Board of Directors and the auditors.
14. Election of Directors and Chairman of the Board of Directors.
15. Election of registered accounting firm.
16. Election of members and Chairman of the Election Committee.
17. Resolution regarding the authorisation for the Board of Directors to decide on the acquisition and conveyance of treasury shares.
18. Resolution regarding the authorisation for the Board of Directors to resolve to issue new shares up to 10 percent of the number of shares to use as payment for acquisitions.
19. Other matters.
20. Closing of the Meeting.

PROPOSALS BY THE ELECTION COMMITTEE FOR RESOLUTIONS REGARDING ITEMS 2 AND 12–15 IN ACCORDANCE WITH THE ABOVE

The Annual General Meeting on 31 August 2020 resolved that the members of the Election Committee are to be nominated by the major shareholders in the Company, whereby the four largest shareholders in the Company, in terms of votes according to the shareholders' register maintained by Euroclear Sweden on the final banking day in February, are entitled to nominate one member each. The nominated members (including the Chairman of the Election Committee) are to be elected as members of the Election Committee by the Company's Annual General Meeting for the period up until the end of the next Annual General Meeting. In accordance with the above, the following individuals were elected to the Election Committee ahead of the 2021 Annual General Meeting: Chairman of the Election Committee Peter Hofvenstam (nominated by Nordstjernan), Stefan Hedelius (nominated by Tom Hedelius), Marianne Flink (nominated by Swedbank Robur Fonder) and Lilian Fossum Biner (nominated by Handelsbanken Fonder).

The Election Committee, whose members represent approximately 71 percent of the total number of votes, has announced that it will propose that the Annual General Meeting to be held on 11 May 2021 pass the following resolutions with respect to the items above:

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

Chairman of the Board Johan Sjö, or in the event that he is unable to participate, that an individual appointed by the Election Committee does so in his stead.

Item 12 Determination of the number of Directors.

Six regular Directors.

Item 13 Adoption of fees to the Board of Directors and the auditors.

For the 2020 financial year, directors' fees were paid in an amount SEK 280,000 to each Director elected by the Annual General Meeting and SEK 610,000 to the Chairman of the Board.

After the acquisition of Swedol AB in 2020, Momentum Group AB formed a separate subsidiary Board of Directors that handled integration issues in the Group's business area Tools, Consumables, Workwear & Protective Equipment. In the 2020 financial year, the subsidiary Board of Directors included two of the Directors elected by the Annual General Meeting, along with the Chairman of the Board. A special directors' fee was paid to these Directors, comprising SEK 300,000 to the Chairman of the Board and SEK 150,000 to each of the other Directors (two individuals).

In addition, a special fee of SEK 50,000 was paid to each member of the Compensation Committee (two individuals) and a fee of SEK 90,000 to the Chairman of the Audit Committee.

The total fees to the Board of Directors in the 2020 financial year thus amounted to SEK 2,800,000.

From 2021, all Directors elected by the Annual General Meeting are included not only in the Board of the Parent Company but also in the separate subsidiary Board of Directors that handles integration issues in the Group's business area Tools, Consumables, Workwear & Protective Equipment.

The Election Committee proposes unchanged total directors' fees of SEK 2,800,000, to be distributed as follows: SEK 800,000 to the Chairman of the Board, SEK 380,000 SEK to each of the other Directors elected by the Annual General Meeting and a special fee of SEK 100,000 for the Chairman of the Audit Committee. No other fees are to be paid for committee work.

The Election Committee's proposal therefore entails that the total directors' fees would remain unchanged compared with the preceding year, but that the individual fees to the Directors would change compared with the preceding year.

Audit fees are, as in previous years, to be paid in accordance to approved invoices.

Item 14 Election of Directors and Chairman of the Board of Directors.

Re-election of current Directors Johan Eklund, Stefan Hedelius, Göran Näsholm, Johan Sjö, Gunilla Spongh and Christina Åqvist.

Re-election of Johan Sjö as Chairman of the Board.

A presentation of all individuals proposed for re-election as Directors is available at the Company's website, www.momentum.group.

Item 15 Election of registered accounting firm.

Re-election of the registered accounting firm KPMG AB as auditors until the end of the 2022 Annual General Meeting. The Election Committee's proposal follows the Audit Committee's recommendation.

PROPOSAL BY MAJOR SHAREHOLDERS FOR RESOLUTION REGARDING ITEM 16 IN ACCORDANCE WITH THE ABOVE

Item 16 Election of members and Chairman of the Election Committee.

Momentum Group's major shareholders as of 28 February 2021 have announced that they will propose that the Annual General Meeting to be held on 11 May 2021 resolve to appoint the following members to the Election Committee in the Company ahead of the 2021 Annual General Meeting: Peter Hofvenstam

(nominated by Nordstjernan), Stefan Hedelius (nominated by Tom Hedelius), Joachim Spetz (nominated by Swedbank Robur Fonder) and Lilian Fossum Biner (nominated by Handelsbanken Fonder), with Peter Hofvenstam as Chairman of the Election Committee.

PROPOSALS BY THE BOARD OF DIRECTORS FOR RESOLUTIONS REGARDING ITEMS 3–4, 9–10 AND 17–18 IN ACCORDANCE WITH THE ABOVE

Item 3 Election of one or two persons to approve the minutes to be taken at the Meeting along with the Chairman.

The Board of Directors proposes that Mattias Montgomery (Carnegie Funds) and Joachim Spetz (Swedbank Robur Funds) be appointed along with the Chairman of the Meeting to approve the minutes to be taken at the Meeting, or in the event that one or both of these individuals are unable to participate, that the individual(s) appointed by the Board of Directors do so in their stead. The role of the persons approving the minutes also includes checking the Electoral Register and ensuring that all votes received are correctly recorded in the minutes of the Meeting.

Item 4 Compilation and approval of Electoral Register.

The Electoral Register that is proposed for resolution is the Electoral Register that will be prepared by the Company, based on the shareholders' register prepared by Euroclear Sweden AB and the postal votes received, verified and approved by persons approving the minutes.

Item 9 Resolution regarding the Board of Directors' remuneration report for 2020.

The Board of Directors proposes that the Annual General Meeting resolve to approve the Board's remuneration report for the remuneration paid in 2020 in accordance with Chapter 8, Section 53a of the Swedish Companies Act.

Item 10 Resolution regarding the appropriation of the Company's profit according to the duly adopted balance sheet.

The Board proposes that the Company's profit be disposed of so that MSEK 75.6 is distributed to the shareholders and the remaining MSEK 1,880 of the Company's profit is brought forward.

This means the Board proposes that SEK 1.50 per share be distributed to the shareholders and that Friday, 14 May 2021 be set as the record date for receiving dividends.

If the Annual General Meeting adopts the proposal, dividends are expected to be disbursed through Euroclear Sweden AB on 19 May 2021 to the shareholders recorded in the shareholders' register as of the record date.

Item 17 Resolution regarding the authorisation for the Board of Directors to decide on the acquisition and conveyance of treasury shares.

The Board of Directors proposes that the Annual General Meeting resolves 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's Rule Book for Issuers 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 Annual General Meeting authorises 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 are also used to secure the Company's obligations under the share-based incentive programmes adopted at the Extraordinary General Meeting of Shareholders in November 2017 and at the Annual General Meeting of Shareholders in August 2018.

A resolution on the Board's proposal in accordance with Item 17 requires the support of shareholders representing at least two-thirds of the votes cast and the shares represented at the Annual General Meeting.

Item 18 Resolution regarding the authorisation for the Board of Directors to resolve to issue new shares up to 10 percent of the number of shares to use as payment for acquisitions.

The Board of Directors proposes that the Annual General Meeting resolves to authorise the Board, on one or more occasions during the period until the next Annual General Meeting, to decide to increase the Company's share capital by means of a new issue of shares, though such issues should not entail an increase in the Company's registered share capital or the number of shares in the Company by more

than a total of 10 percent, based on the Company's registered share capital or number of shares before utilising the authorisation. The new issue of shares may be performed with or without deviation from the shareholders' preferential rights and with or without provisions regarding non-cash issues or right of offset.

The purpose of the authorisation above and the grounds for the deviation from the shareholders' preferential rights are to improve the Company's opportunities to conduct or finance the acquisition of other companies, parts of companies or assets that the Board of Directors considers of value to the Company's operations, or in connection therewith strengthen the Company's own funds. Issues that deviate from the shareholders' preferential rights must establish the issue price on the basis of prevailing market situation at the time the shares are issued.

The Board of Directors and the President & CEO, or the person appointed by the Board, are entitled to make the minor adjustments in the decision that may be necessary in conjunction with their registration.

A resolution on the Board's proposal in accordance with Item 18 requires the support of shareholders representing at least two-thirds of the votes cast and the shares represented at the Annual General Meeting.

SHARES AND VOTES

The Company has issued a total of 50,906,189 shares, of which 1,062,436 are Class A shares and 49,843,753 are Class B shares, of which 486,000 are held in treasury by the Company. After deducting the shares held by the Company, the total number of votes amounts to 59,482,113. The above information pertains to the conditions at the time this official notification was issued.

DOCUMENTS

Accounting documents and the Auditor's Report and complete proposals of the Board of Directors for resolutions under items 9, 10 (including the auditor's statement in accordance with Chapter 8, Section 54 of the Swedish Companies Act regarding the application of the guidelines for remuneration of senior management as resolved by the Annual General Meeting), 17 (including the statement from the Board of Directors in accordance with Chapter 19, Section 22 of the Swedish Companies Act) as well as 18 on the agenda will be available from the Company and at the Company's website not later than three weeks prior to the Annual General Meeting and will be sent to shareholders who so request and who provide their postal address. The Election Committee's proposals for the Board of Directors and reasoned statement are available at the Company's website from the date the official notification is published. All of the aforementioned documents will be presented at the Meeting.

Stockholm, April 2021

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. This information was submitted for publication on 6 April 2021 at 8:00 a.m. CEST.

This document is in all respect a translation of the Swedish original Notice for the Annual 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 a leading reseller of industrial consumables and components, services and maintenance to professional end users in the industrial, construction and public sectors in the Nordic region. The Group has annual revenue of approximately SEK 9.5 billion and some 2,700 employees. Momentum Group AB (publ) has been listed on Nasdaq Stockholm since June 2017. Read more at www.momentum.group.

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www.momentum.group

Form for Postal Voting
ahead of the Annual General Meeting of Shareholders in Momentum Group AB (publ)
on 11 May 2021

BACKGROUND

Momentum Group AB (publ), corporate registration number 559072-1352 (“Momentum Group” or the “Company”), will hold its Annual General Meeting of Shareholders on Tuesday, 11 May 2021. Due to the COVID-19 pandemic, the Board has decided that the Annual General Meeting will be held without physical attendance by the shareholders, proxies or outside parties and that shareholders will only be able to exercise their voting rights by post ahead of the Meeting.

The Board of Directors has decided that the shareholders may exercise their voting rights only through postal voting, pursuant to *Section 22 of the Swedish Act (2020:198) on Temporary Exemptions to Facilitate the Execution of General Meetings in Companies and Associations*.

POSTAL VOTING

The shareholder below hereby exercises his/her voting right for all shares held by the shareholder in Momentum Group AB (publ) at the Annual General Meeting on 11 May 2021. Voting rights are to be exercised in the manner set out in the voting options marked below.

Shareholder’s name

Personal ID no./Date of birth/Corp. reg. no.

Telephone number

Town and date

Signature*

Printed name

** In the case of a company signatory/proxy, a clarification of signature is to be provided and a current registration certification/authorisation document is to be submitted along with the completed postal voting form.*

INSTRUCTIONS FOR POSTAL VOTING

- Enter the shareholder’s details above.
- Mark the shareholder’s chosen voting option below.
- Submit the completed and signed postal voting form and any authorisation documents by e-mail to bolagsstamma@momentum.group or by post to “Annual General Meeting 11 May 2021”, Momentum Group AB (publ), PO Box 5900, SE-102 40 Stockholm, Sweden.
- The postal voting form and any authorisation documents must be received by Momentum Group by Monday, 10 May 2021 at the latest. If the shareholder is a legal entity, a registration certification or an equivalent authorization document must be submitted along with the form. The same applies if the shareholder submits his/her postal vote via a proxy.
- Note that shareholders whose shares are registered with a nominee must register the shares in their own name to be entitled to vote. Instructions for this are included in the notice for the Meeting.

ADDITIONAL INFORMATION ABOUT POSTAL VOTING

Shareholders are not permitted to give any instructions other than to mark one of the voting options specified below for each item on the form. If the shareholder does not mark one of the options specified, the shareholder will be considered to have abstained from voting on the item in question. If the shareholder has included special instructions or conditions on the form, or altered or made additions to the printed text on the form, the vote (meaning the postal vote in its entirety) will be rendered invalid.

Only one form per shareholder will be counted. If more than one form is received, only the form with the most recent date will be counted. If two forms have the same date, only the last form to be received by the Company will be counted. Incomplete or incorrectly completed forms and forms without a valid authorisation document may be disregarded.

The postal voting form and any enclosed authorisation documents must be received by Momentum Group AB by Monday, 10 May 2021 at the latest. Postal votes may be revoked through 5:00 p.m. CEST on Monday, 10 May 2021 by contacting the Company by e-mail at bolagsstamma@momentum.group or by phone at +46 10 454 54 70.

For complete proposals for resolution, please refer to the notice for the Meeting and resolution documentation at Momentum Group's website. The proposals in the notice may be amended or withdrawn. The Company will announce such adjustments through a press release and, following such amendments, shareholders are entitled to submit a new form.

Any personal data on this postal voting form will be handled in accordance with the Data Protection Regulation (European Parliament and Council Regulation (EU) 2016/679). For more information about Momentum Group's processing of personal data, refer to the Company's privacy policy, which is available from the Company's website.

For questions about the postal voting form, please contact Momentum Group AB by phone at +46 10 454 54 70.

Annual General Meeting of Momentum Group AB (publ) on 11 May 2021

The voting options pertain to the proposals presented by the Board of Directors, the Election Committee and other major shareholders, which are included in the notice for the Annual General Meeting of Shareholders.

2.	Election of the Chairman of the Annual General Meeting in accordance with the proposal of the Election Committee.
	Yes <input type="checkbox"/> No <input type="checkbox"/>
3.	Election of one or two persons to approve the minutes to be taken at the Meeting along with the Chairman in accordance with the proposal of the Board.
	Mattias Montgomery (representing Carnegie Funds), or in the event that he is unable to participate, the individual appointed by the Board of Directors).
	Yes <input type="checkbox"/> No <input type="checkbox"/>
	Joachim Spetz (representing Swedbank Robur Funds), or in the event that this individual is unable to participate, the individual appointed by the Board of Directors).
	Yes <input type="checkbox"/> No <input type="checkbox"/>
4.	Compilation and approval of Electoral Register.
	Yes <input type="checkbox"/> No <input type="checkbox"/>
5.	Approval of the agenda proposed by the Board of Directors for the Meeting.
	Yes <input type="checkbox"/> No <input type="checkbox"/>
6.	Determination of whether or not the Meeting has been duly convened.
	Yes <input type="checkbox"/> No <input type="checkbox"/>
8.	Resolution regarding the adoption of the income statement and balance sheet, and of the consolidated income statement and consolidated balance sheet.
	Resolution regarding the adoption of the income statement and balance sheet.
	Yes <input type="checkbox"/> No <input type="checkbox"/>
	Resolution regarding the adoption of the consolidated income statement and consolidated balance sheet.
	Yes <input type="checkbox"/> No <input type="checkbox"/>
9.	Approval of the Board of Directors' remuneration report for 2020 in accordance with the proposal of the Board.
	Yes <input type="checkbox"/> No <input type="checkbox"/>
10.	Resolution regarding the appropriation of the Company's profit according to the duly adopted balance sheet in accordance with the proposal of the Board.
	Yes <input type="checkbox"/> No <input type="checkbox"/>
11.	Resolution regarding the discharge from liability for the Board of Directors and the President & CEO.
	Resolution regarding the discharge from liability for Johan Sjö (Chairman of the Board) for the 2020 financial year in his capacity as Director.
	Yes <input type="checkbox"/> No <input type="checkbox"/>
	Resolution regarding the discharge from liability for Johan Eklund for the period from 31 August through 31 December 2020 in his capacity as Director.
	Yes <input type="checkbox"/> No <input type="checkbox"/>
	Resolution regarding the discharge from liability for Stefan Hedelius for the 2020 financial year in his capacity as Director.
	Yes <input type="checkbox"/> No <input type="checkbox"/>
	Resolution regarding the discharge from liability for Göran Näsholm for the 2020 financial year in his capacity as Director.
	Yes <input type="checkbox"/> No <input type="checkbox"/>
	Resolution regarding the discharge from liability for Gunilla Spongh for the 2020 financial year in her capacity as Director.
	Yes <input type="checkbox"/> No <input type="checkbox"/>
	Resolution regarding the discharge from liability for Christina Åqvist for the period from 31 August through 31 December 2020 in her capacity as Director.
	Yes <input type="checkbox"/> No <input type="checkbox"/>
	Resolution regarding the discharge from liability for Pernilla Andersson (employee representative) for the 2020 financial year in her capacity as Director.
	Yes <input type="checkbox"/> No <input type="checkbox"/>
	Resolution regarding the discharge from liability for Ulf Lilius for the 2020 financial year in his capacity as President & CEO.
	Yes <input type="checkbox"/> No <input type="checkbox"/>

12. Determination of the number of directors in accordance with the proposal of the Election Committee. Yes <input type="checkbox"/> No <input type="checkbox"/>
13. Determination of the fees to be paid to the Board of Directors and auditors in accordance with the proposal of the Election Committee.
Determination of fees to the Board of Directors. Yes <input type="checkbox"/> No <input type="checkbox"/>
Determination of fees to the auditors. Yes <input type="checkbox"/> No <input type="checkbox"/>
14. Election of Directors and Chairman of the Board of Directors in accordance with the proposal of the Election Committee.
Re-election of Director Johan Eklund. Yes <input type="checkbox"/> No <input type="checkbox"/>
Re-election of Director Stefan Hedelius. Yes <input type="checkbox"/> No <input type="checkbox"/>
Re-election of Director Göran Näsholm. Yes <input type="checkbox"/> No <input type="checkbox"/>
Re-election of Director Johan Sjö. Yes <input type="checkbox"/> No <input type="checkbox"/>
Re-election of Director Gunilla Spongh. Yes <input type="checkbox"/> No <input type="checkbox"/>
Re-election of Director Christina Åqvist. Yes <input type="checkbox"/> No <input type="checkbox"/>
Re-election of Johan Sjö as Chairman of the Board. Yes <input type="checkbox"/> No <input type="checkbox"/>
15. Election of the registered accounting firm in accordance with the proposal of the Election Committee.
Re-election of the registered accounting firm KPMG AB as auditors. Yes <input type="checkbox"/> No <input type="checkbox"/>
16. Election of members and Chairman of the Election Committee in accordance with the proposal by major shareholders as of 28 February 2021. Yes <input type="checkbox"/> No <input type="checkbox"/>
17. Resolution regarding the authorisation for the Board of Directors to decide on the acquisition and conveyance of treasury shares in accordance with the proposal of the Board. Yes <input type="checkbox"/> No <input type="checkbox"/>
18. Resolution regarding the authorisation for the Board of Directors to resolve to issue new shares up to 10 percent of the number of shares to use as payment for acquisitions in accordance with the proposal of the Board. Yes <input type="checkbox"/> No <input type="checkbox"/>

ÅRSSTÄMMA I MOMENTUM GROUP AB (PUBL) DEN 11 MAJ 2021

POSTRÖSTER - SLUTREDOVISNING ENLIGT 26 § I LAGEN (2020:198) OM TILLFÄLLIGA UNDANTAG FÖR ATT UNDERLÄTTA GENOMFÖRANDET AV BOLAGS- OCH FÖRENINGSTÄMMOR

AKTIER I BOLAGET ENLIGT AKTIEBOK	A-AKTIER	B-AKTIER	TOTALT	
	[10 röster]	[1 röst]		
BOLAGETS EGET INNEHAV	1 062 436	49 843 753	50 906 189	
	0	486 000	486 000	
TOTALT ANTAL AKTIER EXKL. BOLAGETS EGET INNEHAV	1 062 436	49 357 753	50 420 189	
TOTALT ANTAL RÖSTER EXKL. BOLAGETS EGET INNEHAV	10 624 360	49 357 753	59 982 113	
ENLIGT RÖSTLÄNGD -				
ANTAL FÖRETRÄDDA AKTIER	1 011 700	38 733 550	39 745 250	
ANTAL FÖRETRÄDDA RÖSTER	10 117 000	38 733 550	48 850 550	
ANDEL FÖRETRÄDDA AKTIER EXKL. BOLAGETS EGET INNEHAV	95,2%	78,5%	78,8%	
ANDEL FÖRETRÄDDA RÖSTER EXKL. BOLAGETS EGET INNEHAV	95,2%	78,5%	81,4%	

DAGORDNING	RÖSTER			AKTIER			% AV TOTALT AKTIEKAPITAL*	
	För	Emot	Ej avgivna	För	Emot	Ej avgivna	För	Emot
2. Val av Johan Sjö som ordförande vid stämman. <i>Andel av företrädda röster/aktier</i>	43 917 779 89,9%	0 0,0%	4 932 771 10,1%	34 812 479 87,6%	0 0,0%	4 932 771 12,4%	68,4%	0,0%
3. Val av Mattias Montgomery (Carnegie Fonder) och Joachim Spetz (Swedbank Robur Fonder) som justeringspersoner att jämte ordförande justera protokollet. <i>Andel av företrädda röster/aktier</i>	43 917 779 89,9%	0 0,0%	4 932 771 10,1%	34 812 479 87,6%	0 0,0%	4 932 771 12,4%	68,4%	0,0%
4. Upprättande och godkännande av röstlängd. <i>Andel av företrädda röster/aktier</i>	43 917 779 89,9%	0 0,0%	4 932 771 10,1%	34 812 479 87,6%	0 0,0%	4 932 771 12,4%	68,4%	0,0%
5. Godkännande av styrelsens förslag till dagordning. <i>Andel av företrädda röster/aktier</i>	43 917 779 89,9%	0 0,0%	4 932 771 10,1%	34 812 479 87,6%	0 0,0%	4 932 771 12,4%	68,4%	0,0%
6. Prövning av om stämman blivit behörigen sammankallad. <i>Andel av företrädda röster/aktier</i>	43 917 779 89,9%	0 0,0%	4 932 771 10,1%	34 812 479 87,6%	0 0,0%	4 932 771 12,4%	68,4%	0,0%
8. Beslut om fastställelse av resultaträkning och balansräkning samt koncernresultaträkningen och koncernbalansräkningen. <i>Andel av företrädda röster/aktier</i>	48 837 832 100,0%	0 0,0%	12 718 0,0%	39 732 532 100,0%	0 0,0%	12 718 0,0%	78,1%	0,0%
9. Godkännande av styrelsens ersättningsrapport 2020 i enlighet med styrelsens förslag. <i>Andel av företrädda röster/aktier</i>	48 628 972 95,5%	221 578 0,5%	0 0,0%	39 523 672 99,4%	221 578 0,6%	0 0,0%	77,6%	0,4%
10. Beslut om disposition beträffande Bolagets vinst enligt den fastställda balansräkningen i enlighet med styrelsens förslag. <i>Andel av företrädda röster/aktier</i>	48 850 550 100,0%	0 0,0%	0 0,0%	39 745 250 100,0%	0 0,0%	0 0,0%	78,1%	0,0%
11.a Beslut om ansvarsfrihet för Johan Sjö (styrelseordförande). <i>Andel av företrädda röster/aktier</i>	48 837 832 100,0%	0 0,0%	12 718 0,0%	39 732 532 100,0%	0 0,0%	12 718 0,0%	78,1%	0,0%
11.b Beslut om ansvarsfrihet för Johan Eklund (styrelseledamot). <i>Andel av företrädda röster/aktier</i>	48 837 832 100,0%	0 0,0%	12 718 0,0%	39 732 532 100,0%	0 0,0%	12 718 0,0%	78,1%	0,0%
11.c Beslut om ansvarsfrihet för Stefan Hedelius (styrelseledamot). <i>Andel av företrädda röster/aktier</i>	48 836 332 100,0%	0 0,0%	14 218 0,0%	39 731 032 100,0%	0 0,0%	14 218 0,0%	78,0%	0,0%
11.d Beslut om ansvarsfrihet för Göran Näsholm (styrelseledamot). <i>Andel av företrädda röster/aktier</i>	48 837 832 100,0%	0 0,0%	12 718 0,0%	39 732 532 100,0%	0 0,0%	12 718 0,0%	78,1%	0,0%
11.e Beslut om ansvarsfrihet för Gunilla Spongh (styrelseledamot). <i>Andel av företrädda röster/aktier</i>	48 837 482 100,0%	0 0,0%	13 068 0,0%	39 732 182 100,0%	0 0,0%	13 068 0,0%	78,0%	0,0%
11.f Beslut om ansvarsfrihet för Christina Åqvist (styrelseledamot). <i>Andel av företrädda röster/aktier</i>	48 837 832 100,0%	0 0,0%	12 718 0,0%	39 732 532 100,0%	0 0,0%	12 718 0,0%	78,1%	0,0%
11.g Beslut om ansvarsfrihet för Pernilla Andersson (arbetstagarrepresentant). <i>Andel av företrädda röster/aktier</i>	48 837 832 100,0%	0 0,0%	12 718 0,0%	39 732 532 100,0%	0 0,0%	12 718 0,0%	78,1%	0,0%
11.h Beslut om ansvarsfrihet för Ulf Lilius (verkställande direktör). <i>Andel av företrädda röster/aktier</i>	48 825 786 99,9%	0 0,0%	24 764 0,1%	39 720 486 99,9%	0 0,0%	24 764 0,1%	78,0%	0,0%
12. Bestämmande av antalet styrelseledamöter i enlighet med valberedningens förslag. <i>Andel av företrädda röster/aktier</i>	48 850 550 100,0%	0 0,0%	0 0,0%	39 745 250 100,0%	0 0,0%	0 0,0%	78,1%	0,0%
13. Fastställande av arvoden åt styrelse och revisorer i enlighet med valberedningens förslag. <i>Andel av företrädda röster/aktier</i>	48 850 550 100,0%	0 0,0%	0 0,0%	39 745 250 100,0%	0 0,0%	0 0,0%	78,1%	0,0%
14.a Val av styrelseledamot - Johan Eklund (omval). <i>Andel av företrädda röster/aktier</i>	48 849 605 100,0%	945 0,0%	0 0,0%	39 744 305 100,0%	945 0,0%	0 0,0%	78,1%	0,0%
14.b Val av styrelseledamot - Stefan Hedelius (omval). <i>Andel av företrädda röster/aktier</i>	48 850 550 100,0%	0 0,0%	0 0,0%	39 745 250 100,0%	0 0,0%	0 0,0%	78,1%	0,0%
14.c Val av styrelseledamot - Göran Näsholm (omval). <i>Andel av företrädda röster/aktier</i>	48 850 550 100,0%	0 0,0%	0 0,0%	39 745 250 100,0%	0 0,0%	0 0,0%	78,1%	0,0%
14.d Val av styrelseledamot - Johan Sjö (omval). <i>Andel av företrädda röster/aktier</i>	48 814 372 99,9%	36 178 0,1%	0 0,0%	39 709 072 99,9%	36 178 0,1%	0 0,0%	78,0%	0,1%
14.e Val av styrelseledamot - Gunilla Spongh (omval). <i>Andel av företrädda röster/aktier</i>	48 709 577 99,7%	140 623 0,3%	350 0,0%	39 604 277 99,6%	140 623 0,4%	350 0,0%	77,8%	0,3%
14.f Val av styrelseledamot - Christina Åqvist (omval). <i>Andel av företrädda röster/aktier</i>	48 850 550 100,0%	0 0,0%	0 0,0%	39 745 250 100,0%	0 0,0%	0 0,0%	78,1%	0,0%
14.g Val av styrelseordförande - Johan Sjö (omval). <i>Andel av företrädda röster/aktier</i>	48 596 047 99,5%	254 503 0,5%	0 0,0%	39 490 747 99,4%	254 503 0,6%	0 0,0%	77,6%	0,5%
15. Val av revisionsbolaget KPMG AB som revisor (omval). <i>Andel av företrädda röster/aktier</i>	48 850 550 100,0%	0 0,0%	0 0,0%	39 745 250 100,0%	0 0,0%	0 0,0%	78,1%	0,0%
16. Val av ledamöter och ordförande till valberedningen i enlighet med förslaget från större aktieägare per den 28 februari 2021. <i>Andel av företrädda röster/aktier</i>	48 850 550 100,0%	0 0,0%	0 0,0%	39 745 250 100,0%	0 0,0%	0 0,0%	78,1%	0,0%
17. Beslut om bemyndigande för styrelsen att besluta om förvärv och överlåtelse av egna aktier i enlighet med styrelsens förslag. <i>Andel av företrädda röster/aktier</i>	48 850 550 100,0%	0 0,0%	0 0,0%	39 745 250 100,0%	0 0,0%	0 0,0%	78,1%	0,0%
18. Beslut om bemyndigande för styrelsen att besluta om nyemission upp till 10 procent av antalet aktier som betalningsmedel vid förvärv i enlighet med styrelsens förslag. <i>Andel av företrädda röster/aktier</i>	48 737 550 99,8%	113 000 0,2%	0 0,0%	39 632 250 99,7%	113 000 0,3%	0 0,0%	77,9%	0,2%

* Inkl. Bolagets eget Innehav

RÖSTLÄNGD

Momentum Group ABs Årsstämma 2021

Tisdagen den 11 maj 2021



Anmälld	Fullmakt	Aktier A	Aktier B	Antal röster	Kort	Frånvaro
Adlén, Hanna	Acadian International Small Cap Fund		6 049	6 049	1	
Adlén, Hanna	Acadian International Small Cap-Equity CIT Fund		407	407	2	
Adlén, Hanna	Acadian Non-US Microcap Equity Fund LLC		7 640	7 640	3	
Adlén, Hanna	American Century Etf Trust - Avantis International Equity Etf		945	945	4	
Adlén, Hanna	Board of Pensions of the Evangelical Lutheran Church in America		925	925	5	
Adlén, Hanna	Carnegie All Cap		10 000	10 000	6	
Adlén, Hanna	Carnegie Micro Cap		306 547	306 547	7	
Adlén, Hanna	Carnegie Småbolagsfond		558 000	558 000	8	
Adlén, Hanna	Carnegie Spin-off		908 201	908 201	9	
Adlén, Hanna	City of New York Group Trust		12 718	12 718	10	
Adlén, Hanna	Echiquier Excelsior		113 000	113 000	11	
Adlén, Hanna	Ensign Peak Advisors, INC.		33 544	33 544	12	
Adlén, Hanna	Metropolitan Water Reclamation District Retirement Fund		5 000	5 000	13	
Adlén, Hanna	Oregon Public Employees Retirement System		3 410	3 410	14	
Adlén, Hanna	Pension Reserves Investment Trust Fund		1 895	1 895	15	
Adlén, Hanna	SPDR Portfolio Europe ETF		205	205	16	
Adlén, Hanna	Textron Inc Master Trust		9 500	9 500	17	
Adlén, Hanna	Vanderbilt University		395 968	395 968	18	
Adlén, Hanna	Virginia Retirement System		33 628	33 628	19	
Bengtsson, Ebba	Chevron UK Pension Plan		2 453	2 453	20	
Bengtsson, Ebba	Handelsbanken Microcap Norden		82 500	82 500	21	
Bengtsson, Ebba	Handelsbanken Microcap Sverige		330 000	330 000	22	
Bengtsson, Ebba	Handelsbanken Norden Index Criteria		32 591	32 591	23	
Bengtsson, Ebba	Handelsbanken Nordiska Småbolag		601 046	601 046	24	
Bengtsson, Ebba	Handelsbanken Svenska Småbolag		1 240 000	1 240 000	25	
Bengtsson, Ebba	Handelsbanken Sverige Index Criteria		221 025	221 025	26	
Bengtsson, Ebba	National Railroad Retirement Investment Trust		3 849	3 849	27	
Bengtsson, Ebba	New York State Common Retirement Fund		2 308	2 308	28	
Bengtsson, Ebba	Northwestern University		7 200	7 200	29	
Enmark, Niklas			37 302	37 302	30	
Hedelius, Stefan			1 500	1 500	31	
Hedelius, Tom		513 124		5 131 240	32	
Hofvenstam, Peter	Nordstjernen AB	498 576	27 228 278	32 214 038	33	
Jonk, T.A.J.	Kempen Oranje Participaties NV		3 092 831	3 092 831	34	
Karlqvist, Mats			2 500	2 500	35	
Landegren, Jennie	Norges Bank		35 233	35 233	36	
Landegren, Jennie	Old Westbury Small and Mid Cap Strategies Fund		2 217	2 217	37	
Lilius, Ulf			12 046	12 046	38	
Lundkvist, Peter	Tredje AP-fonden		418 233	418 233	39	
Renner, Lena			1 010	1 010	40	
Spetz, Joachim	Swedbank Robur Förbundsfond Sverige Plus		117 337	117 337	41	
Spetz, Joachim	Swedbank Robur Sverigefond		1 191 719	1 191 719	42	
Spetz, Joachim	Swedbank Robur Sverigefond MEGA		1 662 440	1 662 440	43	
Spongh, Gunilla			350	350	44	
		SUMMA:	1 011 700	38 733 550	48 850 550	

Aktiebok	Aktier A	Aktier B	Totalt	Antal röster
Totalt antal enligt aktieboken	1 062 436	49 843 753	50 906 189	60 468 113
<i>Avgår: Momentum Groups innehav av återköpta aktier</i>	0	-486 000	-486 000	-486 000
Totalt antal enligt aktieboken exklusive återköpta aktier	1 062 436	49 357 753	50 420 189	59 982 113

Anmälningslista	Aktier A	Aktier B	Totalt	Antal röster
Totalt antal enligt anmälningslista	1 011 700	38 733 550	39 745 250	48 850 550
<i>Andel anmälda av totalt antal enligt aktieboken exklusive återköpta aktier</i>	95,2%	78,5%	78,8%	81,4%
Antal röstkort enligt anmälningslista	44 st			

Röstlängd	Aktier A	Aktier B	Totalt	Antal röster
Ej närvarande jämfört med anmälningslista	0	0	0	0
<i>Total andel närvarande av anmälda aktieägare</i>	100,0%	100,0%	100,0%	100,0%
Totalt antal företrädde enligt röstlängd	1 011 700	38 733 550	39 745 250	48 850 550
<i>Andel företrädde av totalt antal enligt aktieboken exklusive återköpta aktier</i>	95,2%	78,5%	78,8%	81,4%



MOMENTUM GROUP'S REMUNERATION REPORT FOR 2020

Introduction

This report describes how the guidelines for remuneration for senior management of Momentum Group AB (publ), adopted by the Annual General Meeting in August 2020, were implemented in the 2020 financial year (9 months). The report also provides information on remuneration to the President & CEO and Executive Vice President and a summary of the Company's outstanding share-based incentive programmes. The report has been prepared in accordance with the Swedish Companies Act and the *Rules on Remuneration of the Board and Executive Management and on Incentive Programmes* (the "Remuneration Rules") issued by the Swedish Corporate Governance Board.

Further information on remuneration to senior management is available in Note 5 on pages 51-54 of Momentum Group's Annual Report for the 2020 financial year. Information on the work of the Compensation Committee in 2020 is set out in Momentum Group's Corporate Governance Report available on pages 29-35 of the Annual Report 2020.

Remuneration to the Board of Directors is not covered by this report. Such remuneration is resolved annually by the Annual General Meeting and disclosed in Note 5 and in the Corporate Governance Report in Momentum Group's Annual Report 2020.

Significant events 2020

The President & CEO summarizes the Company's significant events and overall performance on pages 1-3 of the Annual Report 2020.

Guidelines for remuneration to Momentum Group's senior management

Momentum Group has a clear strategy to achieve profitable growth and create shareholder value. A prerequisite for the successful implementation of the Company's business strategy and safeguarding of its long-term interests, including its sustainability, is that the Company is able to recruit and retain qualified personnel. To this end, it is necessary that the Company offers competitive remuneration in relation to the standards prevailing in the country or region of employment of each member of Group management. The Company's remuneration guidelines enable the Company to offer senior management competitive total remuneration. For further information about the Company's strategy, refer to the Company's website.

The terms of remuneration are to emphasize "performance-based rewards" and vary depending on individual performance and the Group's results. The total remuneration package for Group management is to reflect market conditions and may comprise the following components: fixed salary, variable salary, pension benefits and other benefits.

The current guidelines for remuneration to senior executives, adopted by the Annual General Meeting in August 2020, are presented on pages 53-54 of Momentum Group's Annual Report 2020. During 2020, the Company complied with the applicable remuneration guidelines adopted by the General Meeting of Shareholders. There have been no deviations from the guidelines and no derogations from the decision-making process that, according to the guidelines, is to be applied when determining remuneration. The auditor's report regarding the Company's compliance with the guidelines is available on the Company's website, www.momentumgroup. No remuneration was reclaimed during the year.

In addition to remuneration covered by the remuneration guidelines, General Meetings held in 2017 and 2018 resolved to implement long-term share-based incentive programmes (see below).

Total remuneration to President & CEO Ulf Lilius and Executive Vice President & CFO Niklas Enmark in the 2020 financial year (9 months):

SEK thousand GROUP MANAGEMENT	FIXED SALARY		VARIABLE SALARY ¹	EXTRA- ORDINARY ITEMS	PENSION COST ²	TOTAL REMU- NERATION	PROPORTION OF FIXED AND VARIABLE REMUNERATION
	Basic salary ³	Other benefits ⁴					
Ulf Lilius, President & CEO	3,788	59	1,500	0	1,075	6,422	Fixed: 77% Variable: 23%
Niklas Enmark, EVP & CFO	2,253	71	750	0	575	3,649	Fixed: 79% Variable: 21%

Total remuneration to President & CEO Ulf Lilius and Executive Vice President & CFO Niklas Enmark in the 2019/20 financial year (12 months):

SEK thousand GROUP MANAGEMENT	FIXED SALARY		VARIABLE SALARY ⁵	EXTRA- ORDINARY ITEMS	PENSION COST ²	TOTAL REMU- NERATION	PROPORTION OF FIXED AND VARIABLE REMUNERATION
	Basic salary ³	Other benefits ⁴					
Ulf Lilius, President & CEO	4,688	80	604	0	1,381	6,753	Fixed: 91% Variable: 9%
Niklas Enmark, EVP & CFO	2,729	96	746	0	767	4,338	Fixed: 83% Variable: 17%

Share-based incentive programmes

Outstanding share-based incentive programmes

Momentum Group has two long-term share-based incentive programmes offered to senior management. The aim of the programmes is to offer benefits in the form of long-term incentives linked to the Company's share price in order to attract, motivate and retain senior management. The programmes are designed so as to align the incentives to the participants with the shareholders' interests.

In 2020, the Company had two ongoing share-based incentive programmes (2017/21 and 2018/22).

- **Call option programme 2018/22.**

In August 2018, the Annual General Meeting of Momentum Group AB resolved to offer 50 key individuals in senior positions the opportunity to acquire a maximum of 250,000 call options on repurchased Class B shares on market terms. The programme was fully subscribed. The call options were conveyed at a price of SEK 10.20 per call option, equivalent to the market value of the options according to a valuation performed by Nordea Bank. The redemption price for the call options is SEK 137.30 per share and the redemption periods were set at 14-28 February and 16-30 May 2022, respectively. The programme was secured in its entirety by share repurchases. The offering was linked to a subsidy corresponding to the option premium paid, which meant that an amount of SEK 10.20 per acquired call option was paid to the holder by the holder's employer in September 2020 on the condition that all originally acquired call options in this programme remained and that the individual was still an employee of the Group.

- **Call option programme 2017/21.**

In November 2017, an Extraordinary General Meeting of Shareholders in Momentum Group AB resolved to offer 40 key individuals in senior positions the opportunity to acquire a maximum of 250,000 call options on repurchased Class B shares on market terms. The programme was fully subscribed. The call options were conveyed at a price of SEK 9.60 per call option, equivalent to the market value of the options according to a valuation performed by Nordea Bank. The original redemption price per call option of SEK 121.60 has been recalculated by Nordea Bank in accordance with the terms of the incentive programme due to paid and

¹ Variable salary earned in the 2020 financial year and paid in the 2021 financial year.

² Defined-contribution pension, with a premium corresponding to 30 percent of monthly salary including holiday bonus. The pension cost is considered fixed remuneration.

³ Includes holiday pay.

⁴ Includes other benefits, such as company car benefits, travel concessions, extra healthcare and medical insurance, and occupational health services.

⁵ Variable salary earned in the 2019/20 financial year and paid in the 2020 financial year.

adopted dividends between 2018 and 2021, and thus amounts to SEK 119.30. Each call option in this programme entitled the holder to acquire one repurchased Class B share during the redemption periods of 18-25 February and 12-25 May 2021, respectively. The programme was secured in its entirety by share repurchases. The offering was linked to a subsidy corresponding to the option premium paid, which meant that an amount of SEK 9.60 per acquired call option was paid to the holder by the holder's employer in December 2019 on the condition that all originally acquired call options in this programme remained and that the individual was still an employee of the Group.

After the end of the financial year, during the redemption period of 18-25 February 2021, 14,000 call options 2017/21 were redeemed to acquire a corresponding number of repurchased shares and 155,500 call options 2017/21 were repurchased by Momentum Group at an established market price. As of 24 March 2021, there were thus 64,500 call options 2017/21 outstanding.

Further information on outstanding long-term incentive programmes is available in Note 5 of Momentum Group's Annual Report 2020.

Information regarding the reported financial year 2020

No new share-based incentive programmes were introduced and no changes were made to Momentum Group's outstanding long-term share-based incentive programmes in the 2020 financial year.

Summary of share-based incentive programmes for President & CEO Ulf Lilius and Executive Vice President & CFO Niklas Enmark as of 31 December 2020:

	NAME OF PRO-GRAMME	ALLOTMENT DATE	REDEMPTION PERIODS	REDEMP-TION PRICE, SEK	INFORMATION REGARDING THE REPORTED FINANCIAL YEAR		
					OPENING BALANCE ⁶ , NO.	CHANGE	CLOSING BALANCE ⁷ , NO.
Ulf Lilius, President & CEO	Call option programme 2018/22	Sep 2018	14-28 Feb 2022 16-30 May 2022	137.30	35,000	–	35,000
	Call option programme 2017/21	Dec 2017	18-25 Feb 2021 12-25 May 2021	119.30	15,000	–	15,000 ⁸
Niklas Enmark, EVP & CFO	Call option programme 2018/22	Sep 2018	14-28 Feb 2022 16-30 May 2022	137.30	30,000	–	30,000
	Call option programme 2017/21	Dec 2017	18-25 Feb 2021 12-25 May 2021	119.30	15,000	–	15 000 ⁸

Application of performance criteria

The performance criteria for the President & CEO and Executive Vice President's variable remuneration have been selected to deliver on the Company's strategy and profitability performance and to encourage behaviour that is in the long-term interests of the Company. The non-financial performance criteria also contribute to sustainability adaptations and the Company's values.

In the selection of performance criteria for variable remuneration to the President & CEO and Executive Vice President, both the strategic and long-term objectives and the short-term business priorities for the 2020 financial year have been taken into account. The performance criteria for variable remuneration to these individuals are thus based, as previously, on the earnings and profitability performance* of the Group as a whole and of the business area Components & Services and – specifically for the 2020 financial year – on the extraordinary contributions required in connection with the Group's acquisition and integration of Swedol AB. For the 2020 financial year, the outcome of the performance criteria granted 100 percent entitlement to variable remuneration to the President & CEO and Executive Vice President.

* Based on the outcome for EBITA and the internal profitability ratio EBITA/WC.

⁶ Pertains to options allotted per person in the respective call option programmes as of 1 April 2020.

⁷ Pertains to outstanding options per person in the respective call option programmes as of 31 December 2020.

⁸ After the end of the financial year, during the redemption period of 18-25 February 2021, Momentum Group repurchased 15,000 call options 2017/21 from Ulf Lilius and 11,000 call options from Niklas Enmark at an established market price. Niklas Enmark also redeemed 2,000 call options 2017/21 to acquire a corresponding number of repurchased shares. As of 24 March 2021, there were thus 0 call options 2017/21 outstanding for Ulf Lilius and 2,000 call options outstanding for Niklas Enmark.

Comparative information on changes in remuneration and the Company's performance

Remuneration to President & CEO Ulf Lilius and Executive Vice President & CFO Niklas Enmark and the Group's results for the 2020 financial year (9 months):

	OUTCOME FOR 2020 (9 MONTHS) COMPARED WITH 2019/20 (12 MONTHS)	OUTCOME FOR 2020
Total remuneration to Ulf Lilius, President & CEO	SEK –331 thousand [–4.9%]	SEK 6,422 thousand
Total remuneration to Niklas Enmark, EVP & CFO	SEK –689 thousand [–15.9%]	SEK 3,649 thousand
Group EBITA	MEK +146 [+43.2%] ⁹	MSEK 484
Group EBITA margin	+1.6 percentage points ⁹	7.1%
Average remuneration based on the number of full-time equivalent employees in Momentum Group AB ¹⁰	SEK –421 thousand [–36.2%]	SEK 742 thousand

Stockholm, March 2021

Momentum Group AB (publ)
Board of Directors

⁹ The change compared with the preceding year is primarily attributable to the shortened 2020 financial year (9 months) and the acquisition of Swedol. Compared with EBITA and the EBITA margin for the corresponding period in 2019/20 (9 months) and including Swedol, EBITA declined by –12 and the EBITA margin by –0.3 percentage points.

¹⁰ Excluding Group management (President & CEO and Executive Vice President).



Translation from the Swedish original

Auditor's opinion under Chapter 8 Section 54 of the Swedish Companies Act (2005:551) as to whether the guidelines of the annual general meeting on the remuneration of senior executives have been followed

To the annual general meeting of Momentum Group AB (publ.), Corporate identity No 559072-1352

Introduction

We have audited whether the Board of Directors and the Chief Executive Officer of Momentum Group AB (publ.) during the financial year 2020-04-01—2020-12-31 have followed the guidelines on remuneration of senior executives adopted at the annual general meeting on 29 August 2019 and the annual general meeting on 31 August 2020.

Responsibility of the Board of Directors and the Chief Executive Officer

The Board of Directors and the Chief Executive Officer are responsible for the guidelines being followed and for the internal control that the Board of Directors and the Chief Executive Officer deem necessary to ensure that the guidelines are followed.

Responsibility of the auditor

Our responsibility is to issue an opinion, based on our audit, to the annual general meeting as to whether the guidelines have been followed. We have conducted the audit in accordance with FAR recommendation RevR 8 *Audit of remuneration of senior executives of listed companies*. This recommendation requires that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance that the guidelines adopted by the annual general meeting are followed in all material aspects. The audit firm applies International Standard on Quality Control 1 and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

We are independent of Momentum Group AB accordance with professional ethics for accountants in Sweden and have otherwise fulfilled our ethical responsibilities in accordance with these requirements.

The audit has covered the company's organization for and documentation of remuneration issues for senior executives, the new decisions on remuneration that have been taken and a selection of the payments made during the financial year to the senior executives. The auditor chooses what procedures are to be performed, in part by assessing the risk of the guidelines not being followed in all material aspects. In making those risk assessments, the auditor considers internal control relevant to compliance with the guidelines in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.

We believe that our audit provides a reasonable basis for our opinion set out below.

Opinion

We consider that the Board of Directors and Chief Executive Officer of Momentum Group AB (publ.) during the financial year 2020-04-01—2020-12-31 have followed the guidelines on remuneration of senior executives adopted at the annual general meeting on 29 August 2019 and the annual general meeting on 31 August 2020.

Stockholm 24 March 2021

KPMG AB

Helena Arvidsson Älgne

Authorized Public Accountant



Statement by the Board of Directors regarding the proposed dividend

In connection with the proposal by the Board of Directors of Momentum Group AB (publ) regarding a dividend for the 2020 financial year, the Board hereby submits the following statement in accordance with Chapters 17–18 of the Swedish Companies Act.

The Board proposes a dividend of SEK 1.50 per share. The proposed dividend corresponds to 33 percent of the Group's earnings per share for the shortened 2020 financial year.

The Board of Directors has assessed the Company's and the Group's financial position and the Company's and the Group's ability to meet their short and long-term obligations. A total of MSEK 75.6 is required for the proposed dividend payment (with due consideration for the repurchased Class B shares held by Momentum Group AB), which means that, all other things being equal, the Group's equity/assets ratio would decrease by 1.0 percentage points as of 31 December 2020. After payment of the proposed dividend and taking into consideration the prevailing market conditions, the Company's and the Group's equity/assets ratio is still deemed to meet the demands placed on the operations conducted by the Group.

The Board's assessment is that the proposed dividend is well balanced taking into account the demands placed on the size of the Company's and the Group's equity and liquidity due to the type of business conducted, its scope and relative risks.

Stockholm, February 2021

Momentum Group AB (publ)
Board of Directors

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Proposal by the Board of Directors for resolution at the Annual General Meeting on 11 May 2021 regarding the authorisation for the Board of Directors to decide on the acquisition and conveyance of treasury shares

The Board of Directors proposes that the Annual General Meeting resolves 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's Rule Book for Issuers 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 Annual General Meeting authorises 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 are also used to secure the Company's obligations under the share-based incentive programmes adopted at the Extraordinary General Meeting of Shareholders in November 2017 and at the Annual General Meeting of Shareholders in August 2018.

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

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Statement by the Board of Directors regarding proposal for authorisation from the Annual General Meeting on 11 May 2021 to acquire own shares in accordance with Chapter 19, Section 22 of the Swedish Companies Act

The following statement by the Board of Directors of Momentum Group AB (publ) explains why the proposal to the Meeting regarding the repurchase of own shares is defensible taking into consideration the provisions of Chapter 17, Section 3, second and third paragraphs of the Swedish Companies Act.

The Board of Directors proposes that the Annual General Meeting authorises the Board, during the period until the next Annual General Meeting, to acquire a maximum of 10 percent of all shares in the Company, with acquisitions permitted on Nasdaq Stockholm within the registered price range according to the prevailing rules.

The nature and scope of the Company's operations are described in the Articles of Association and published annual reports. The operations conducted by the Company do not give rise to risks other than those that arise or could be expected to arise in the industry or other risks associated with conducting business activities.

As of 31 December 2020, equity in the Parent Company amounted to MSEK 2,057. For the 2020 financial year (April to December), the Parent Company posted a loss after financial items of MSEK -13. As of 31 December 2020, the Parent Company shareholders' share of the Group's equity amounted to MSEK 3,037. The Group's equity/assets ratio at the end of the financial year was 39 percent.

Taking the financial position of the Group into consideration, the Board of Directors finds that the proposed acquisition of own shares is defensible given the requirements imposed on the amount of equity in both the companies and the Group due to the nature, scope and risks associated with the operations and given the Group's consolidation requirements, liquidity and position in other respects. The financial position will remain strong after a possible repurchase of own shares and is deemed to be sufficient to enable the Company to fulfil its short and long-term obligations and make any necessary investments.

Stockholm, April 2021

Momentum Group AB (publ)
Board of Directors

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Proposal by the Board of Directors for resolution at the Annual General Meeting on 11 May 2021 regarding the authorisation for the Board of Directors to resolve to issue new shares up to 10 percent of the number of shares to use as payment for acquisitions

The Board of Directors proposes that the Annual General Meeting resolves to authorise the Board, on one or more occasions during the period until the next Annual General Meeting, to decide to increase the Company's share capital by means of a new issue of shares, though such issues should not entail an increase in the Company's registered share capital or the number of shares in the Company by more than a total of 10 percent, based on the Company's registered share capital or number of shares before utilising the authorisation. The new issue of shares may be performed with or without deviation from the shareholders' preferential rights and with or without provisions regarding non-cash issues or right of offset.

The purpose of the authorisation above and the grounds for the deviation from the shareholders' preferential rights are to improve the Company's opportunities to conduct or finance the acquisition of other companies, parts of companies or assets that the Board of Directors considers of value to the Company's operations, or in connection therewith strengthen the Company's own funds. Issues that deviate from the shareholders' preferential rights must establish the issue price on the basis of prevailing market situation at the time the shares are issued.

The Board of Directors, CEO, or the person appointed by the Board, are entitled to make the minor adjustments in the decision that may be necessary in conjunction with its registration.

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

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