

Reasoned statement concerning the Nomination Committee's motions to the Board of Directors ahead of the 2019 Annual General Meeting of Beijer Alma AB

At the Annual General Meeting of Beijer Alma AB on March 22, 2018, a Nomination Committee was appointed to prepare motions for submission to the 2019 Annual General Meeting.

The composition of the Nomination Committee was as follows:

- Henrik Didner Didner & Gerge Fonder
- Hans Ek SEB Investment Management AB
- Vegard Söraunet Odin Fonder
- Anders G. Carlberg Representing the principal owner
- Johan Wall Chairman of the Board

Johan Wall was appointed Chairman of the Nomination Committee. According to a decision by the Annual General Meeting, the member representing the largest shareholder is to be appointed Chairman of the Nomination Committee.

Deviations from the Code

Beijer Alma deviates from rule 2.4 of the Code, which stipulates that the Chairman of the Board may not be the Chairman of the Nomination Committee.

In accordance with the nomination procedure for the Nomination Committee, which has been approved by the Annual General Meeting, the Nomination Committee is to comprise one representative for each of the four largest shareholders and the Chairman of the Board. Accordingly, the company's Chairman of the Board is part of the Nomination Committee in this capacity but is also closely connected with the company's principal shareholder. The nomination procedure for the Nomination Committee also states that the individual representing the principal shareholder is to be the Chairman of the Nomination Committee. Given the two possible candidates representing the principal shareholder, the Annual General Meeting resolved to appoint Chairman of the Board Johan Wall as Chairman of the Nomination Committee.

Rule 2.4 also stipulates that not more than one of the directors on the Nomination Committee may be dependent in relation to the major shareholders. The company's principal shareholder chose to be represented on the Nomination Committee by a director.

The Annual General Meeting, which appoints the members of the Nomination Committee, resolved not to deviate from the nomination procedure, which means that the Nomination Committee included two directors, both of whom are dependent in relation to the principal shareholder.

At year-end 2018, the members of the Nomination Committee jointly represented approximately 48.4 percent of the shares and approximately 64.9 percent of the votes in the company.

Nomination Committee motion regarding election of directors

The Nomination Committee unanimously proposes the following:

- That the Board of Directors continue to comprise seven directors,
- That Johnny Alvarsson, Carina Andersson, Caroline af Ugglas, Anders Ullberg, Johan Wall and Cecilia Wikström be re-elected,
- That Hans Landin be elected as a new director, and
- That Johan Wall be re-elected as Chairman of the Board.

Anders G. Carlberg has declined re-election.

Detailed information about the proposed directors is available from Beijer Alma's website www.beijeralma.se.

Reasoned statement including report on the work of the Nomination Committee

The Nomination Committee was tasked with preparing motions for the 2019 Annual General Meeting of Beijer Alma concerning:

- Meeting Chairman,
- Directors,
- Chairman of the Board,
- Auditors,
- Auditors' fees, and
- Where considered necessary, amendments to the current instructions to the Nomination Committee.

Ahead of the 2019 Annual General Meeting, the Nomination Committee held four meetings during which minutes were taken.

At the first meeting of the Nomination Committee, the CEO presented an overview of the company's operations and his opinion on the work of the Board. The Chairman of the Board also presented his views on the work of the Board and the participation of the company's directors, and informed the Nomination Committee about the Board evaluation that had been carried out. Particular focus was devoted to the company's operations, goals and strategies as well as the work of the company's committees.

As part of its work, the Nomination Committee assessed the directors' ability to devote sufficient time and commitment to their assignment as a director of the company. Overall, the Board was portrayed as proactive, involved and dedicated. The rate of attendance at Board and committee meetings was high.

The Nomination Committee also discussed various requirements that may be or already are imposed on the Board of Directors and its members in a rapidly changing world, both in terms of globalization and digitization and with respect to increased competition.

The work of the Nomination Committee remained focused on the ambition to gradually add younger directors and achieve an even gender distribution on the Board.

The company's shareholders have had the opportunity to present proposals to the Nomination Committee. The Nomination Committee did not receive any proposals from the shareholders.

In light of the above, the Nomination Committee proposes that Johnny Alvarsson, Carina Andersson, Caroline af Ugglas, Anders Ullberg, Johan Wall and Cecilia Wikström be re-elected to the Board, and that Hans Landin be elected a new director.

Hans Landin is Group Vice President of The Timken Company. The Timken Company is one of the world's leading manufacturers of engineered bearings and power transmission products. From Timken's head office in Canton, Ohio, in the US, Hans Landin heads a division that offers power transmission products to the global market. The unit has sales of more than MUSD 600 and over 3,000 employees at plants in the US, Europe and Asia. Hans Landin was born in 1972.

With his extensive experience of the manufacturing industry and excellent network of contacts in the US, Hans will make a valuable contribution to Beijer Alma's Board work.

The Nomination Committee believes that the proposed directors jointly possess the expertise and experience to support the future development of Beijer Alma's operations.

The Nomination Committee has applied Rule 4.1 of the Swedish Corporate Governance Code as its diversity policy in the preparation of its motion concerning directors. The Nomination Committee's motion to elect Hans Landin as a new director entails that the age and gender distribution on the Board would remain unchanged. The motion entails that 40 percent of the company's directors would be women.

Over the next few years, the work of the Nomination Committee will continue to focus on ensuring that the Board possesses relevant expertise and experience concerning the development of the industry from a global perspective as well as on gradually adding younger directors to the Board.

According to the assessment of the Nomination Committee, the proposed directors also meet the requirements of the Swedish Corporate Governance Code with respect to independence in relation to the company, management and the company's major shareholders.

The Nomination Committee discussed the level of fees to be paid to the directors for their work on the Board and its committees. The Nomination Committee is of the opinion that the

fees are competitive and proposes that the fees remain unchanged at a total of SEK 3,175,000.

The Nomination Committee is in favor of the directors building up personal shareholdings in Beijer Alma over time.

The Nomination Committee has considered the Audit Committee's assessment of ÖhrlingsPricewaterhouse Coopers AB's (PWC) audit work during the financial year as well as the Audit Committee's motions concerning the company's auditors and auditors' fees. The Nomination Committee proposes that the current auditor PWC be re-appointed as the company's auditor until the end of the 2020 Annual General Meeting. Should PWC be appointed as auditor, the Nomination Committee proposes that Leonard Daun be appointed as Chief Auditor. It is proposed that auditors' fees be paid in accordance with approved invoices. The motions of the Nomination Committee and Audit Committee correspond with one another.

As part of its work, the Nomination Committee has also reviewed the current instructions to the Nomination Committee, which were adopted at the 2018 Annual General Meeting, and decided not to propose any changes.

February 2019

The Nomination Committee of Beijer Alma AB