

### **Reasoned statement concerning the Nomination Committee's motions to the 2017 Annual General Meeting of Beijer Alma AB regarding the election of auditors and directors**

At the Annual General Meeting of Beijer Alma AB on April 5, 2016, a Nomination Committee was appointed to prepare motions for submission to the 2017 Annual General Meeting. The composition of the Nomination Committee was as follows:

- Henrik Didner            Didner & Gerge Fonder
- Hans Ek                    SEB Fonder
- Mats Gustafsson        Lannebo Fonder
- Anders Wall              Principal owner
- Johan Wall                Chairman of the Board

Anders 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 the Chairman of the Nomination Committee.

At year-end 2016, the members of the Nomination Committee jointly represented approximately 48 percent of the shares and about 64 percent of the votes in the company.

#### **Nomination Committee motion regarding election of directors**

The Nomination Committee unanimously proposes the following:

- that, as in 2016, the Board of Directors comprise seven directors.
- that Carina Andersson, Anders G. Carlberg, Peter Nilsson, Caroline af Ugglas, Anders Ullberg and Johan Wall be re-elected as directors.
- that Johnny Alvarsson be elected as a new director.
- that Johan Wall be re-elected as Chairman of the Board.

Marianne Brismar has declined re-election.

More detailed information about the proposed directors is available from Beijer Alma's website [www.beijeralma.se](http://www.beijeralma.se).

#### **Nomination Committee motion regarding election of auditors**

In accordance with the motion of the Audit Committee, the Nomination Committee proposes that registered public accounting firm Öhrlings PricewaterhouseCoopers AB be elected as Beijer Alma AB's auditor for the period until the end of the 2018 Annual General Meeting.

#### **Reasoned statement concerning the motion regarding election of directors**

Prior to the 2017 Annual General Meeting, the Nomination Committee held five meetings during which minutes were taken. President Bertil Persson reported on the operations at one of the Nomination Committee's meetings. As a basis for its motion, the Nomination Committee considered the Chairman of Board's report on the company's operations, objectives and strategies and how the work of the Board was carried out over the past year. The Nomination Committee also examined the directors' evaluation of the Board's work. The Nomination Committee has determined that the work of the Board was actively pursued, that the directors demonstrated extensive commitment and that the rate of attendance among the directors was high.

The Nomination Committee has discussed the requirements imposed on the board of a listed company with an industrial profile in an increasingly global structure and market.

The Nomination Committee proposes that Johnny Alvarsson, CEO of Indutrade AB, be elected as a new director. Johnny Alvarsson has served as CEO of Indutrade AB since 2004. During that period, the company has grown significantly, both organically and through acquisitions. Prior to 2004, Johnny Alvarsson served as CEO of the listed companies Elektronikgruppen and Zeteco. He also brings extensive and broad experience in industrial manufacturing as well as acquisitions of manufacturing and industrial trading companies.

The Nomination Committee believes that the proposed directors jointly possess the requisite level of expertise and skills for successfully administering, developing and expanding the existing, and any additional, operations of Beijer Alma.

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

Of the members of the Board of Directors, Johan Wall is considered dependent on major shareholders, while the other directors are independent in relation to both the company and its major shareholders.

The Nomination Committee applied Rule 4.1 of the Swedish Corporate Governance Code as its diversity policy when preparing its motion regarding the election of directors. The Nomination Committee's motion to appoint Johnny Alvarsson as a new director also means that the percentage of female directors will decline. The Nomination Committee feels this change is warranted given Johnny Alvarsson's experience and expertise, which are deemed to be a major asset to the Board's work in the company. In the future, the Nomination Committee will work to increase the percentage of female directors.

February 2017

The Nomination Committee of Beijer Alma AB