

## **Reasoned statement concerning the Nomination Committee's motions to the 2016 Annual General Meeting of Beijer Alma AB**

At the Annual General Meeting of Beijer Alma AB on March 19, 2015, a Nomination Committee was appointed to prepare motions for submission to the 2016 Annual General Meeting.

The composition of the Nomination Committee was as follows:

- Mats Gustafsson     Lannebo Fonder
- Hans Ek                 SEB Fonder
- Vegard Söraunet     Odin Fonder
- Anders Wall            Chairman of the Board and principal owner
- Johan Wall             Deputy Chairman of the Board

After the close of the Annual General Meeting, the Nomination Committee was expanded to include an additional member (Henrik Didner, Didner & Gerge Fonder) as a result of an increased ownership stake.

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 2015, 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 the Board of Directors comprise seven directors.
- that the following individuals be re-elected to the Board of Beijer Alma until the end of the next Annual General Meeting: Carina Andersson, Marianne Brismar, Anders G. Carlberg, Peter Nilsson, Caroline af Ugglas, Anders Ullberg and Johan Wall. Anders Wall has declined re-election.
- that Johan Wall be elected as the new Chairman of the Board.

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**

The Nomination Committee proposes that registered public accounting firm Öhrlings PricewaterhouseCoopers AB be elected as Beijer Alma AB's auditor for a term of office of one year until the end of the 2017 Annual General Meeting.

### **Reasoned statement**

The Nomination Committee held two meetings during which minutes were taken ahead of the 2016 Annual General Meeting, as well as a number of informal meetings. President Bertil Persson reported on the company's strategy at one of the Nomination Committee's meetings. The Nomination Committee has also examined the directors' evaluation of the Board's work and

received a detailed account of the Board's work from the Chairman and Deputy Chairman. The Nomination Committee has determined that Board work 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. Specific issues that were discussed included gradual changes to the composition of directors and the age distribution among the directors.

Anders Wall has declined re-election, while the other directors accepted their nomination. The Nomination Committee proposes that all available directors be re-elected. 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. The Nomination Committee would like to note that three of the seven proposed directors, corresponding to 43 percent, are women.

The Nomination Committee's proposals comply with the provision of the Swedish Corporate Governance Code pertaining to the independence of Board members. Of the proposed 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.

March 2016

The Nomination Committee of Beijer Alma AB