

Reasoned statement concerning the Nomination Committee's motions to the Board of Directors ahead of the 2018 Annual General Meeting of Beijer Alma AB

At the Annual General Meeting of Beijer Alma AB on March 29, 2017, a Nomination Committee was appointed to prepare motions for submission to the 2018 Annual General Meeting.

The composition of the Nomination Committee was as follows:

- Henrik Didner Didner & Gerge Fonder
- Hans Ek SEB Fonder
- Vegard Søråunet Odin 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 Chairman of the Nomination Committee. At year-end 2017, the members of the Nomination Committee jointly represented approximately 48 percent of the share capital and about 65 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, Anders G. Carlberg, Caroline af Ugglas, Anders Ullberg and Johan Wall be re-elected as directors,
- that Cecilia Wikström be elected as a new director, and
- that Johan Wall be re-elected as Chairman of the Board.

Peter Nilsson has declined re-election.

More 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 2018 Annual General Meeting of Beijer Alma concerning:

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

Ahead of the 2018 Annual General Meeting, the Nomination Committee held seven meetings during which minutes were taken.

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

The company's President reported on the operations at one of the Nomination Committee's meetings. As a basis for its motions, the Nomination Committee has considered the Chairman of the Board's report on the company's operations, goals and strategies as well as the work of the Board's committees over the past year. In connection with this, the Nomination Committee has examined the directors' evaluation of the Board's work.

As part of its work, the Nomination Committee assessed the directors' ability to devote sufficient time and commitment to the Board assignment. 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 at meetings among the directors was high.

The Nomination Committee also discussed the requirements imposed on the Board of a listed company with an industrial profile in an increasingly global structure and market. At the same time, the Nomination Committee has considered the demands imposed on the directors of Beijer Alma from a long-term perspective since there may arise a need to add younger directors to the Board over the next few years. During the year, particular focus was also paid to restoring a favorable gender balance on the Board.

In light of this, the Nomination Committee proposes that Johnny Alvarsson, Carina Andersson, Anders G. Carlberg, Caroline af Ugglas, Anders Ullberg and Johan Wall be re-elected, and that Cecilia Wikström be elected as a new director.

Beijer Alma is an international industrial group with most of its operations conducted in markets outside Sweden, primarily in Europe. Her broad contact network and in-depth knowledge of the European public and private sectors would make Cecilia Wikström a major asset to Beijer Alma's Board of Directors as it pursues the company's continued international expansion.

In 2017, Cecilia Wikström was ranked among the four most influential Members of the European Parliament. She has served as Chair of the Conference of Committee Chairs since 2017 and previously served as a Member of the Swedish Riksdag and worked as an executive recruiter in the private sector. Cecilia also has deep ties to the academic world, having previously served as a member of the Board at Uppsala University and now at Örebro University. Cecilia Wikström was born in 1965 and holds a Bachelor of Theology from Uppsala University.

The Nomination Committee believes that the proposed directors jointly possess the requisite level of expertise and skills to successfully administer, develop and expand the existing, and any additional, operations of Beijer Alma.

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 the election of directors. The motion of the Nomination Committee to appoint Cecilia Wikström as a new director means that the distribution between male and female directors would be impacted positively, which was one of the goals of the Nomination Committee in conducting its work. The aforementioned motion entails that 40 percent of the company's directors would be women, an increase from 30 percent.

The age structure of the Board will remain a focus area in the work of the Nomination Committee, as will ensuring that the Board possesses relevant expertise, mainly in terms of broad industrial experience with a global perspective. At the same time, the Nomination Committee considers diversity to be an important issue in several regards and feels it is urgent that the company's future Nomination Committee address this issue.

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.

Of the regular members of the Board of Directors, Johan Wall is considered dependent in relation to major shareholders. Anders G. Carlberg has been proposed as a member of the Nomination Committee representing the principle owner and is therefore considered dependent in relation to major shareholders. The other directors are independent in relation to both the company and its major shareholders.

The Nomination Committee has discussed the level and structure of the fees to be paid to the Board of Directors. The Nomination Committee proposes that the directors' fees remain unchanged at a total of SEK 3,175,000. At the same time, the Nomination Committee is in favor of the members of the Board of Directors building up personal shareholdings in Beijer Alma AB over time.

The Nomination Committee has considered the Audit Committee's assessment of ÖhrlingsPricewaterhouse Coopers AB's (PWC) audit work as well as the Audit Committee's motions concerning the company's auditors and auditors' fees. The Nomination Committee proposes that registered public accounting firm PWC be re-appointed as Beijer Alma AB's auditors for a term of one year until the end of the 2019 Annual General Meeting. Should PWC be appointed as auditor, the company intends to appoint Leonard Daun as Chief Auditor. It is proposed that auditors' fees be paid in accordance with approved invoices. The Nomination Committee's motion is in line with the recommendation of the Audit Committee.

Finally, as part of its work, the Nomination Committee has reviewed the current instructions to the Nomination Committee, which were adopted at the 2017 Annual General Meeting, and decided not to propose any changes.

February 2018

The Nomination Committee of Beijer Alma AB