

## **Nomination Committee work for the Annual General Meeting 2018 in BE Group AB**

The Nomination Committee of the company is appointed by, and work according to instructions from, the Annual General Meeting of BE Group AB.

The Nomination Committee in respect of the Annual General Meeting 2018 has consisted of:

- Bengt Stillström, chairman of the Nomination Committee, AB Traction.
- Jan Andersson, Swedbank Robur fonder.
- Martin Nilsson, Catella fonder.
- Petter Stillström, chairman of the Board.

Proposal for election of chairman at the meeting:

The Nomination Committee proposes that the chairman of the Board of Directors, Petter Stillström, is to be elected chairman of the Annual General Meeting.

Number of Board members:

The Nomination Committee proposes that the Board shall consist of five elected members without any deputy members.

Proposal for Board of Directors and chairman of the Board:

The nomination committee proposes re-election of Board members Lars Olof Nilsson, Mikael Sjölund, Petter Stillström and Jörgen Zahlin and new election of Carina Andersson.

Carina Andersson works with Board assignments in Beijer Alma, Gränges, Sintercast and Systemair. Previously active in leading positions at Sandvik, Ramnäs Bruk and Fagersta Stainless among others. Carina is a Mining Engineer from KTH and born in 1964.

As chairman of the Board proposes re-election of Petter Stillström.

The Nomination Committee's work and motivated statement in respect of the proposal of the Board of Directors:

The Nomination Committee has held three meetings in order to prepare proposals for the Annual General Meeting 2018. In addition to formal meetings, the members have had separate contacts between themselves, held interviews with members of the Board, the CEO and candidates for the Board of Directors. The size and composition of the Board, in respect of business experience, competence and diversity, has been discussed and item 4 in the Code has been included. The ambition of the Nomination Committee regarding a more equal gender distribution has not been possible to achieve with the current proposal, entailing one woman and four men, which corresponds only to 20% women.

The Nomination Committee considers that the proposed Board of Directors will be appropriately composed, considering the operations of the company and other relevant circumstances, to face the challenges of the company and its development, and that the members of the Board complement each other well.

When considering the proposed Board members' independence, the Nomination Committee has concluded that all of the proposed members of the Board are independent of the company, and that

all except for Petter Stillström are independent of the larger shareholders.

Fees:

The Boards fees are proposed to be unchanged with SEK 420,000 for the chairman and SEK 210,000 for each of the other four members. The fees to the members of the Audit Committee are also proposed to be unchanged amounting to SEK 70,000 to the chairman and SEK 40,000 to each of the other members. It is proposed that the members of the Remuneration Committee shall not receive any remuneration.

Proposal for auditor:

Based on the recommendation from the Audit Committee, the Nomination Committee proposes re-election of the registered accounting company Öhrlings PricewaterhouseCoopers AB as the company's auditor.

Fees to the auditors:

Based on the negotiation which has been made by the Audit Committee, it is proposed that fee to the Auditor shall be paid as per approved invoice.

Malmö, March 2018

The Nomination Committee of BE Group AB (publ)