

## **The Nomination Committee's work and motivated statement in respect of the Annual General Meeting 2016**

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 2016 has consisted of:

- Bengt Stillström, chairman of the Nomination Committee, AB Traction.
- Jan Andersson, Swedbank Robur fonder.
- Fredrik von Baumgarten, The Pure Circle AB.
- Petter Stillström, chairman of the Board.

### **Proposal for election of chairman at the meeting**

The Nomination Committee proposes that the chairman of the Board, Petter Stillström, is elected chairman of the meeting.

### **Number of Board members**

The Nomination Committee proposes that the Board of Director shall consist of six members elected by the meeting, with no deputy Board members.

### **Proposal for Board of Directors and chairman of the Board**

The Nomination Committee proposes re-election of Charlotte Hansson, Lars Olof Nilsson, Petter Stillström and Jörgen Zahlin and new election of Esa Niemi and Mikael Sjölund as members of the Board. Roger Bergqvist has declined re-election.

The Committee proposes re-election of Petter Stillström as chairman of the Board.

### **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 2016. In addition to formal meetings, the members have had separate contacts between themselves, held interviews with the members of the Board, the CEO and the candidates for the Board of Directors and studied the evaluation made by the members of the Board. The size and composition of the Board, in respect of business experience, competence and diversity, has been discussed. 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 five men, which corresponds to 17% 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.

### **Regarding the Board members proposed for new election**

Esa Niemi has a M.Sc., was born in 1948 and is a citizen of both Sweden and Finland. Esa Niemi is active as a management consultant based in Sweden, he has long industrial experience, particularly within corporate management and in sales in companies such as Nolato, KB Components (formerly Konstruktions-Bakelit AB) and Hackman.

Mikael Sjölund has a B.Sc. in construction and was born in 1971. Mikael Sjölund is active as an investment and management consultant and is CEO of Effso Entreprenad AB. Previously, he has i.a. worked as project manager and purchase manager within Skanska and been vice president of Imtech Nordic.

### **Fees**

The fee for the chairman is proposed to amount SEK 420,000 and for each of the other five members to SEK 210,000 (unchanged). The fees to the members of the Audit Committee are proposed to amount to SEK 70,000 to the chairman and SEK 40,000 to each of the other members (unchanged). It is proposed that the members of the Remuneration Committee shall not receive any remuneration.

### **Proposals for auditor**

Based on the recommendation from the Audit Committee, the Nomination Committee proposes re-election of the registered accounting company 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.

### **The next Nomination Committee**

The Nomination Committee proposes that the present resolution on the work and appointment of the Nomination Committee shall remain unchanged. Therefore, the Annual General Meeting does not have to address this issue.

Malmö in March 2016

The Nomination Committee of BE Group AB