

## **Annual General Meeting of Beijer Alma AB (publ)**

The shareholders of Beijer Alma AB (publ) (556229-7480) are invited to attend the Annual General Meeting on Thursday, March 28, 2019, at 6:00 p.m. in the Main Hall (Stora Salen) of the Uppsala Concert and Conference Hall (Uppsala Konsert & Kongress), Vaksala torg 1, Uppsala, Sweden.

### **PARTICIPATION**

Shareholders who wish to participate in the Meeting must:

- be listed in Euroclear Sweden AB's (Euroclear) shareholder register by Friday, March 22, 2019, and
- notify the company of their intention to participate in the Meeting not later than Friday, March 22, 2019, preferably before 4:00 p.m.

Registrations are to be submitted in writing to Beijer Alma AB, Box 1747, SE-751 47 Uppsala, Sweden (preferably using the registration form enclosed in the year-end report), by e-mail at [info@beijeralma.se](mailto:info@beijeralma.se), by telephone at +46 18 15 71 60, or on the company's website at [www.beijeralma.se](http://www.beijeralma.se). Registrations must include the shareholder's name, national identity number or corporate registration number, number of shares, address, telephone number, e-mail address and, where applicable, the name of any advisors (maximum of two) and proxies.

Shareholders whose holdings are registered in the name of a nominee must register the shares in their own name with Euroclear to be entitled to participate in the Annual General Meeting. Such registration must be completed not later than Friday, March 22, 2019, and should be requested well ahead of this date.

Shareholders who are represented by proxy must prepare a written, dated power of attorney for the proxy, signed by the shareholder. If the power of attorney was issued by a legal entity, it must be accompanied by an attested copy of the registration certification or similar document for the legal entity. The power of attorney and any registration certification may not be more than one year old. However, the power of attorney may be older if it is valid for a longer period of time, up to a maximum of five years. A power of attorney template is available on the company's website [www.beijeralma.se](http://www.beijeralma.se) and can also be requested by telephone at +46 18 15 71 60. The power of attorney and any authorization documents must be delivered to the company at the above address not later than Friday, March 22, 2019.

The company's Annual Report will be available from March 7, 2019. The Annual Report will also be distributed to shareholders.

### **PROPOSED AGENDA**

1. Opening of the Meeting
2. Election of Meeting Chairman
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Election of one or two minutes checkers
6. Determination of whether the Meeting was duly convened
7. Statement by the President
8. Presentation of
  - a) the annual accounts and consolidated financial statements for 2018
  - b) the audit report and audit report for the Group for 2018
9. Resolutions concerning
  - a) the adoption of the Parent Company's income statement and balance sheet and the consolidated income statement and consolidated balance sheet

- b) disposition of the company's earnings in accordance with the adopted balance sheet
- c) determination of the record date for dividends
- 10. Resolution concerning the discharge of the Board of Directors and the President from personal liability
- 11. Resolution concerning the number of directors and deputy directors
- 12. Resolution concerning fees to directors and auditors
- 13. Election of the Board of Directors and Chairman of the Board
- 14. Election of the auditors
- 15. Resolution concerning principles for Nomination Committee and election of Nomination Committee
- 16. Resolution concerning authorization of the Board to make decisions regarding new share issues for corporate acquisitions
- 17. Resolution concerning guidelines for remuneration of senior management
- 18. Closing of the Meeting

## **MOTIONS FOR RESOLUTION**

### **Item 2: Meeting Chairman**

The Nomination Committee proposes that Chairman of the Board Johan Wall be elected as Meeting Chairman.

### **Items 9 b and 9 c: Dividend and record date**

The Board of Directors proposes that the Annual General Meeting approve a dividend of SEK 5.10 per share (4.75). The proposed record date for dividends is Tuesday, April 1, 2019. If the Annual General Meeting votes in accordance with this motion, dividends are expected to be paid out through Euroclear commencing Thursday, April 4, 2019.

### **Item 12: Fees**

The Nomination Committee, which represents the largest shareholders and comprises Anders G. Carlberg (representing Anders Wall and others), Henrik Didner (Didner & Gerge Fonder), Hans Ek (SEB Fonder), Vegard Sjøraunet (Odin Fonder), and Johan Wall (Board Chairman), proposes the following:

With regard to directors' fees, a fixed fee of SEK 325,000 (325,000) is proposed for each of the regular members of the Board of Directors, except the Chairman of the Board. A fixed directors' fee of SEK 950,000 (950,000) is proposed for the Chairman of the Board.

For the Audit Committee, a fixed fee of SEK 75,000 (75,000) is proposed for each member, except the Chairman of the Committee. A fixed fee of SEK 125,000 (125,000) is proposed for the Chairman of the Committee.

It is proposed that auditors' fees be paid in accordance with approved invoices.

### **Items 11 and 13: Board of Directors and Chairman of the Board**

The Nomination Committee proposes that the Board of Directors comprise seven regular directors and no deputy directors. Anders G. Carlberg has declined re-election. The Nomination Committee proposes that Johnny Alvarsson, Carina Andersson, Caroline af Ugglas, Anders Ullberg, Johan Wall and Cecilia Wikström be re-elected as regular directors, and that Hans Landin be elected a new regular director. The Nomination Committee proposes that Johan Wall be elected as Chairman of the Board.

A brief presentation of the new director proposed by the Nomination Committee is provided below. More information about all of the proposed directors is available on the company's website, [www.beijeralma.se](http://www.beijeralma.se).

Hans Landin is Group Vice President of The Timken Company. The Timken Company is one of the world's leading manufacturers of engineered bearings and power transmission products. From

Timken's head office in Canton, Ohio, in the US, Hans Landin heads a division that offers power transmission products to the global market. The unit has sales of more than MUSD 600 and more than 3,000 employees at plants in the US, Europe and Asia. Hans Landin was born in 1972 and has a degree in engineering from Chalmers University of Technology.

**Item 14: Election of the auditors**

The Nomination Committee proposes, at the recommendation of the Audit Committee, that the registered public accounting firm Öhrlings PricewaterhouseCoopers AB be re-elected as the company's auditor for a term of office of one year, meaning until the end of the 2020 Annual General Meeting. As in previous years, if the Meeting resolves in accordance with this motion, Öhrlings PricewaterhouseCoopers AB intends to appoint Authorized Public Accountant Leonard Daun as the company's Chief Auditor.

**Item 15: Nomination Committee**

Ahead of the 2020 Annual General Meeting, the Nomination Committee proposes that the Annual General Meeting resolve that the company apply similar procedures to those applied in the preceding year and that the Annual General Meeting appoint the members of the Nomination Committee. This proposal entails that the Nomination Committee is to comprise Chairman of the Board Johan Wall, Anders G. Carlberg as representative of the principal owner, and three representatives of the next largest shareholders who have indicated their willingness to participate in the Nomination Committee, namely Henrik Didner (Didner & Gerge Fonder), Hans Ek (SEB Fonder) and Vegard Søråunet (Odin Fonder). Johan Wall is nominated as Chairman of the Nomination Committee.

The Nomination Committee will submit motions concerning the Board of Directors, the Chairman of the Board, directors' fees, committee fees, auditors, auditors' fees and the Chairman of the Annual General Meeting.

Should such action be deemed appropriate due to ownership changes, the Nomination Committee is entitled to offer additional shareholders positions on the Nomination Committee, although the total number of members may not exceed six. Should a member of the Nomination Committee resign from the Committee before the Committee's work is completed, and the Nomination Committee deems such action necessary, the Nomination Committee may request that the same shareholder or, if this shareholder is no longer among the largest shareholders, the next largest shareholder appoints a replacement. Members of the Nomination Committee will not receive a fee, but any expenses that arise during the nominating procedure shall be paid by the company. The mandate period of the Nomination Committee extends until a new Nomination Committee is appointed at the next Annual General Meeting.

**Item 16: Authorization to issue shares**

The Board of Directors proposes that the Annual General Meeting resolve to authorize the Board, on one or more occasions until the next Annual General Meeting, disapplying the shareholders' preferential rights, to decide on issues of new Class B shares or convertible debentures carrying the right to new Class B shares, but that such issues may not cause the company's registered share capital on the date of the Annual General Meeting to increase by more than a total of 10 percent. The Board will also be entitled to make decisions in cases when contributions may be made with assets other than money (non-cash issue), with the right to offset debt or according to other terms.

The authorization pertains only to corporate acquisitions, which is the reason for the deviation from the shareholders' preferential rights. The Board of Directors, or a party appointed by the Board of Directors, is to be entitled to make any minor adjustments that may be required in connection with the registration of the resolution with the Swedish Companies Registration Office and Euroclear.

To be valid, a resolution must be supported by shareholders representing not less than two-thirds of both the votes cast and the shares represented at the Meeting.

**Item 17: Guidelines for remuneration of senior management**

The Board has prepared a motion concerning guidelines for determining remuneration and other employment terms for senior executives. These comprise the Group's senior management, including the President, the presidents of the three subgroups and the Parent Company's CFO.

The Board's motion is based on the aim that the company's remuneration level and remuneration structure for senior executives shall reflect market conditions. The total package of terms shall be a weighted combination of basic salary, annual variable remuneration, long-term share-based incentive programs where appropriate, pension benefits, other benefits and terms regulating termination of employment and severance pay. Annual variable remuneration is always maximized at 100 percent of the basic salary. Annual variable remuneration and long-term share-based incentive programs are primarily to be related to the company's/Group's earnings and value trends. Pension benefits are always defined-contribution benefits. The Board has determined that there is currently no reason to propose a share-based incentive program.

The Board is entitled to deviate from the guidelines in individual cases if it considers there to be good grounds to warrant such a deviation.

**OTHER**

The total number of shares in Beijer Alma AB is 60,262,200, of which 6,605,000 comprise Class A shares with 66,050,000 votes and 53,657,200 comprise Class B shares with 53,657,200 votes, corresponding to a total of 119,707,200 votes. Beijer Alma AB holds no treasury shares.

As usual, shareholders will be given an opportunity to pose questions during the Annual General Meeting and request disclosures in accordance with Chapter 7, Section 32 of the Swedish Companies Act. To make it easier to respond to these questions, please submit them to the company in advance by mail at Beijer Alma AB, Box 1747, SE-751 47 Uppsala, Sweden, or by e-mail at [info@beijeralma.se](mailto:info@beijeralma.se).

As of March 7, 2019, the company's financial statements and audit report and the Board's complete motions, including statements, will be available from the company at Dragarbrunnsgatan 45, SE-753 20 Uppsala, Sweden. These documents will be sent to any shareholders who so request and who provide their mailing address. These documents will also be available on the company's website at [www.beijeralma.se](http://www.beijeralma.se).

For information on how your personal data is processed, refer to the integrity policy on Euroclear's website: <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

Following the Annual General Meeting, the company's shareholders are invited to enjoy refreshments and entertainment.

Welcome!  
Uppsala, February 2019  
Board of Directors