

Malmö, Sweden, March 21, 2016

## Notice Convening the AGM of Beijer Electronics AB (publ)

*The shareholders of Beijer Electronics AB (publ) are hereby convened to the Annual General Meeting (AGM), which will be held at 4 p.m. on Tuesday, April 26, 2016 at Malmö Börshus, Skeppsbron 2, in Malmö, Sweden.*

### Entitlement to participate at the Meeting:

Shareholders entitled to participate at the Meeting shall

- *Firstly*, be included in the share register maintained by Euroclear Sweden AB (the Swedish Central Securities Depository & Clearing Organization) on Wednesday, April 20, 2016;
- *Secondly*, have notified the company of their intention to participate, and the number of assistants they wish to bring, by no later than Wednesday, April 20, 2016.

Notifications, which shall state the shareholders' name, personal or corporate identity number, shareholding, address, telephone number and potential proxies/assistants are submitted via the company's website, [www.beijerelectronics.com/ir](http://www.beijerelectronics.com/ir), by telephone on +46 (0)40 35 86 44, by e-mail [arsstamma@beijerelectronics.com](mailto:arsstamma@beijerelectronics.com) or by mail to Annika Johnsson, Beijer Electronics AB (publ), Box 426, 201 24 Malmö, Sweden (please mark the envelope 'AGM').

If participation is by power of attorney, a dated original shall be sent to the company by no later than April 20, 2016. Power of attorney forms are available from the company's website and on order from the company via telephone, e-mail or mail, as stated above. Representatives of legal entities should present certificates of incorporation or equivalent documentation stating authorized signatories.

In order to participate at the meeting, shareholders' with nominee-registered holdings must temporarily register their shares in their own name. Shareholders should notify their nominee of such temporary re-registration in good time before April 20, 2016.

### Business/proposed agenda

1. Election of a Chairman of the Meeting
2. Preparation and approval of the voting list
3. Approval of the agenda
4. Appointment of two people to verify the minutes
5. Consideration of whether the Meeting has been duly convened
6. Review of the work of the Board of Directors
7. Statement by the Chief Executive Officer
8. Submission of the annual accounts and audit report and the consolidated accounts and consolidated audit report
9. Resolutions in the matters of:
  - a) Adopting the Income Statement and Balance Sheet and the Consolidated Income Statement and Consolidated Balance Sheet
  - b) Appropriation of the company's profits pursuant to the adopted Balance Sheet
  - c) Discharging the Board members and Chief Executive Officer from liability
10. Determining the number of Board members

11. Determining fees to the Board of Directors and Auditors
12. Electing the Board of Directors
13. Electing the Auditors
14. Resolution regarding guidelines for remunerating senior managers
15. Resolution on authorization for the Board of Directors to take decisions on new share issues
16. Resolution on amending the Articles of Association
17. Closing the Meeting

## Item 1 Electing a Chairman of the Meeting

The Nomination Committee proposes that Anders Ilstam is elected Chairman of the Meeting.

## Item 9 b. Dividends

The Board of Directors proposes ordinary dividends of SEK 1.25 per share for the financial year 2015. The proposed record date for dividends is April 28, 2016. Dividends are scheduled for disbursement from Euroclear Sweden AB on May 3, 2016.

## Items 10-13 Proposals for resolutions regarding the number of Board members, Directors' and Auditors' fees and election of the Board of Directors and Auditors

Apart from Chairman of the Board Anders Ilstam, the following shareholders were members of the Nomination Committee: Stena Sessan AB represented by Martin Svalstedt (Chairman and convener), Lannebo Fonder, represented by Claes Murander, the Fourth AP (Pension Insurance) Fund, represented by Arne Lööw and SEB Fonder, represented by Per Trygg.

Shareholders representing more than 60 per cent of the share capital and voting rights of the company have reported that they will be supporting the following proposals at the Meeting:

### Item 10

- That the Board of Directors shall consist of six members, with no deputies.

### Item 11

- That fees of SEK 500,000 will be payable to the Chairman of the Board, and that fees of SEK 225,000 will be payable to each of the other Board members, apart from those that are employed by the company.
- That fees of SEK 50,000 will be payable to the Chairman of the Board for work in the remuneration committee or audit committee, and that fees of SEK 30,000 will be payable to each of the other Board members.
- That fees to Auditors will be payable according to approved account.

### Item 12

- re-election of Board members Bo Elisson, Anders Ilstam, Ulrika Hagdahl, Maria Khorsand, Christer Öjdemark and Johan Wester.
- the current Chairman Anders Ilstam retains his position.

### Item 13

- Appointment of the registered public accounting firm, PricewaterhouseCoopers, Malmö, as the company's auditor until the close of the AGM 2017. The Chief Auditor will be Magnus Jönsson.

## Item 14 Resolution regarding remuneration guidelines for senior managers

The Board of Directors proposes that the AGM adopts the following guidelines for remunerating senior managers. Senior managers mean the group management including the CEO. Guidelines for remuneration also apply to directors' compensation for work undertaken outside their directorship. The proposal is designed to enable Beijer Electronics to offer market remuneration that can attract and retain skilled employees to the corporate management in a global perspective.

- Remuneration issues are considered by the Remuneration Committee and submitted to the Board of Directors for decision each year. Total remuneration includes basic salary and performance-related pay, consisting of a yearly and a long-term component. Pension and other customary benefits are additional.
- Basic salary, which is individually set and differentiated on the basis of individual responsibilities and performance, is determined on the basis of market principles and reviewed yearly.
- The performance-related component is based on the achievement of predetermined goals. These goals relate to the company's profit performance and other key change goals. For the CEO and other senior managers, the yearly performance-related component may be a maximum of six months' salary, and the long-term performance-related component may be a maximum of 20-40 per cent of basic salary.
- The CEO's pension is defined contribution and becomes due at age 65. Defined contribution pension agreements on market terms are in place for other senior managers.
- If the CEO's employment is terminated by Beijer Electronics, the CEO has a 12-month notice period. No other remuneration upon termination has been agreed. If other senior managers' employment is terminated by the company, a notice period of a maximum of 12 months has been agreed, for all senior managers apart from one, who has a six-month notice period and nine months' severance pay.
- Board members who carry out work on behalf of Beijer Electronics outside the terms of their directorship are entitled to receive consulting fees at market rates.
- The Board of Directors is entitled to depart from the guidelines resolved by the AGM if there are special circumstances in individual cases.

## Item 15 Resolution on authorization for the Board of Directors to reach decisions on new share issues

The Board of Directors proposes that the AGM resolves to authorize the Board of Directors to decide to increase the company's share capital by a maximum of SEK 635,334 through the new issue of a maximum of 1,906,002 shares on one or more occasions before the next AGM.

The proposal means that the Board of Directors would be authorized to decide on the new share issue with stipulations on issue in kind, set-off or subject to other terms stated in Chap. 13 § 5 para. 1 cl. 6p of the Swedish Companies Act, and waiving shareholders' preferential rights. The Board of Directors will be entitled to stipulate other terms for the share issue, including issue price, which however, shall be based on market terms.

The purpose of this authorization is to enable the company to issue shares to guarantee funds for purchase prices related to the acquisition of other companies, parts of companies, or other assets the Board of Directors judges to be valuable to the company's operations. Full utilization of this authorization would correspond to dilution of some 10 per cent of the share capital and votes.

Resolution pursuant to the Board of Directors' proposal requires the AGM's resolution being supported by shareholders representing at least two-thirds of the votes cast and shares represented at the Meeting.

## Item 16 Resolution on amending the Articles of Association

The Board of Directors proposes that the AGM resolves to amend the Articles of Association meaning that the four-year mandate period of the auditor is removed. The amendment means that the auditor's mandate period should instead follow the Swedish Companies Act's principal rule of a one-year mandate period.

The Board of Directors proposes new wording of § 7 as follows:

"For the purpose of examining the administration and accounting records of the Company, one or two auditors with not more than two deputies, or a registered accounting firm, shall be appointed."

Resolution pursuant to the Board of Directors' proposal requires the AGM's resolution being supported by shareholders representing at least two-thirds of the votes cast and shares represented at the Meeting.

The Board of Directors' proposal regarding items 15 and 16 also include authorization for the company's Chief Executive Officer to make such minor amendments to AGM resolutions that may be necessary for recording these resolutions with the Swedish Companies Registration Office.

### Number of shares and votes

As of March 21, 2016 the total number of shares of the company, and the total number of votes, is 19,067,586.

### Other

The annual accounts, audit report, Board of Directors' complete proposals and auditors' statement pursuant to chap. 8 § 54 of the Swedish Companies Act will be available from the company and the company's website ([www.beijerelectronics.com/ir](http://www.beijerelectronics.com/ir)) from April 5, 2016 onwards, and will be sent by mail to those shareholders that notified the company of their wish to receive it.

If any shareholder so requests, and the Board of Directors considers that it is possible without significant detriment to the company, the Board of Directors and Chief Executive Officer shall present information, firstly on circumstances that can affect the judgment of an item on the agenda, secondly circumstances that may influence judgment of the company's or subsidiaries' financial position, and thirdly the company's relationship to other group companies.

### *Welcome to the Meeting.*

*The Board of Directors  
Beijer Electronics AB (publ)  
Registration No. 556025-1851*

*Malmö, Sweden, March 2016*

*Beijer Electronics is a fast growing technology company with extensive experience of industrial automation and data communication. The company develops and markets competitive products and solutions that focus on the user. Since its start-up in 1981, Beijer Electronics has evolved into a multinational group present in 19 countries and sales of 1,375 MSEK 2015. The company is listed on the NASDAQ OMX Nordic Stockholm Small Cap list under the ticker BELE.*

*[www.beijerelectronics.com](http://www.beijerelectronics.com)*