

THE BOARD OF DIRECTORS' COMPLETE PROPOSAL FOR THE AGM 2019

Item 1 Electing a Chairman of the Meeting

The Nomination Committee proposes that Bo Elisson is elected Chairman of the Meeting.

Item 9 b. Dividends

The Board of Directors proposes ordinary dividends of SEK 0.50 per share for the financial year 2018.

The proposed record date for dividends is May 10, 2019. Dividends are scheduled for disbursement from Euroclear Sweden AB on May 15, 2019.

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 Bo Elisson, the following shareholders were members of the Nomination Committee: Stena Sessan, represented by Martin Svalstedt (Chairman and convener), Nordea Fonder, represented by Bengt Belfrage, SEB Fonder, represented by Per Trygg and Svolder, represented by Ulf Hedlundh.

Shareholders representing over 65 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 five 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.
- That fees of SEK 75,000 will be payable to the Chairman of the Board for work in the audit committee, and that fees of SEK 50,000 will be payable to each of the other Board members for work in such committee.
- That fees of SEK 50,000 will be payable to the Chairman of the Board for work in the remuneration committee, and that fees of SEK 50,000 will be payable to each of the other Board members for work in such committee.
- That fees to Auditors will be payable according to approved account.

Item 12

- re-election of Board members Bo Elisson, Ulrika Hagdahl, Johan Wester, Karin Gunnarsson och Lars Eklöf
- Election of Bo Elisson as Chairman of the Board.

Item 13

- Appointment of the registered public accounting firm, Öhrlings PricewaterhouseCoopers AB, Malmö, as the company's auditor until the close of the AGM 2020. The Chief Auditor will be Sofia Götmar-Blomstedt.

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Item 14 Resolution on instruction for the Nomination Committee

The Nomination Committee proposes that the AGM decides on the following instruction for the Nomination Committee.

The Company shall have a Nomination Committee consisting of members appointed by the four largest shareholders together with the Chairman of the Board. The Chairman of the Board shall be adjunct in the Nomination Committee. The largest shareholders will be contacted by the company's Chairman of the Board on the basis of the company's list of registered shareholders as of the last banking day in August, provided by Euroclear Sweden AB. After the owners have been contacted, they should within 14 days notify whether they wish to participate in the Nomination Committee. If any of the four largest shareholders waives their right to appoint a member of the Nomination Committee, the next shareholder in the ownership size will be given an opportunity to appoint a member and shall, within one week, submit a notice of participation. The names of the four representatives and the names of the shareholders who proposed them shall be published as soon as the Nomination Committee has been appointed, but no later than six months before the AGM. If at this time, no four owners have notified the wish to participate in the Nomination Committee, the Nomination Committee will then consist of fewer members.

The Nomination Committee's term of office runs until its new Nomination Committee is appointed.

The Chairman of the Nomination Committee shall, unless the members agree otherwise, be the member appointed by the largest shareholder. The Nomination Committee's first meeting shall, however, be opened by the chairman of the company. If a member leaves the Nomination Committee before its work is completed, the owner who appointed this member has the right to appoint a new member. Fees shall not be paid from the company to the members of the Nomination Committee.

In the event of a material change in the company's ownership structure and a shareholder who, after this significant ownership change, has become one of the three largest shareholders, wishes to be included in the Nomination Committee, the Nomination Committee shall offer this place in the Nomination Committee by either deciding that this shareholder shall replace the, by votes, smallest shareholder in the Nomination Committee after the change, or decide to extend the Nomination Committee with another member, but with a maximum of five members. Should any of the members of the Nomination Committee, before the Nomination Committee's mission is completed, resign for another reason or cease to represent the shareholder who appointed the member, such member, if the appointed member so requests, shall be replaced by a new member appointed by the shareholder. Changes in the Nomination Committee's composition shall be announced as soon as such has taken place.

The Nomination Committee shall prepare and submit following proposals to the AGM:

- election of Chairman of the meeting,
- election of the Chairman of the Board and other members of the Board of Directors,
- Board fees divided between the Chairman and other members as well as remuneration for committee work,
- election and remuneration to the auditor and deputy auditor (if applicable), and
- principles for the appointment of Nomination Committee.

The Nomination Committee shall be entitled to charge the Company with expenses for, for example, recruitment consultants and other consultants required for the Nomination Committee to fulfil its mission. In conjunction with its mission, the Nomination Committee shall, in addition, fulfil the tasks that the Swedish Code of Corporate Governance requires.

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Item 15 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 Group 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. 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 amount to a maximum of six months' 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 both the CEO and other senior managers.
- If the CEO's employment is terminated by Beijer Electronics Group, the CEO has an 18-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.
- Board members who carry out work on behalf of Beijer Electronics Group outside the terms of their directorship are entitled to receive consulting fees at market rates.
- At the AGM in 2018, the AGM decided to implement a long-term share based incentive program LTI 2018/2021. The Board of Directors have now proposed the implementation of an additional long-term share based incentive program (LTI 2019/2022) for senior managers and key employees, to be separately resolved under item 17 below. The mentioned incentive programs are not part of these remuneration guidelines.
- The Board of Directors is entitled to depart from the guidelines resolved by the AGM if there are special circumstances in individual cases.

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Item 16 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 on the new issue of a maximum of 2,860,137 ordinary 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 17 Resolution on (A) implementation of a long-term share based incentive program (LTI 2019/2022) and (B) hedging including resolution on (1) authorization for the Board of Directors to resolve decisions on a directed issue of series C shares, (2) authorization for the Board of Directors to repurchase all issued series C shares and (3) transfer of own ordinary shares to participants in LTI 2019/2022

See separate proposal including appendix A.

Item 18 Resolution on amendment of the Articles of Association

The Board of Directors proposes that the AGM resolves on amendment of the Articles of Association, meaning that the Board of Directors shall consist of not less than four (previously five) and not more than seven members without deputies.

Proposal for new wording of § 6 of the Articles of Association:

“The Board of Directors shall consist of not less than four members and not more than seven members, with no deputies. The members shall be elected annually at the Annual General Meeting of shareholders for the time until the end of the next Annual General Meeting of shareholders.”

The Board of Directors' proposal under items 16–18 above also include authorization for the CEO to make such minor amendments to the AGM resolutions that may be necessary for registering these resolutions with the Swedish Companies Registration Office.

Malmö April 15, 2019

The Board of Directors
BEIJER ELECTRONICS GROUP AB (publ)