

## Proposals of the Nomination Committee for the 2018 Annual General Meeting

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The Nomination Committee for the annual general meeting 2018 comprises the following members: Anders Mörck, Latour (Chairman of the Nomination Committee); Johan Lannebo, Lannebo Fonder; Åsa Nisell, Swedbank Robur Fonder; Michael Green, Handelsbanken Fonder; and Anders Jonsson, Chairman of the Board of Alimak Group.

The Nomination Committee presents the following proposals for the annual general meeting on May 16, 2018:

### **Election of Chairman of the meeting**

The Nomination Committee proposes that Anders Jonsson, Chairman of the Board, be elected to chair the meeting.

### **Resolution on number of Directors and number of auditors**

The Nomination Committee proposes that the Board continue to be composed of six Directors elected by the general meeting, with no alternates, for the period until the next annual general meeting. The Nomination Committee proposes that the Company have one auditor, with no alternate.

### **Resolution on Directors' fees and auditor's fees**

The Nomination Committee proposes that the fee remain unchanged for the period until the end of the next annual general meeting, comprising SEK 600,000 for the Chairman of the Board, and SEK 300,000 each for other Director elected by the general meeting. In addition, SEK 100,000 is payable to the Chairman of the Audit Committee and SEK 75,000 to other members of the Audit Committee, SEK 70,000 to the Chairman of the Remuneration Committee, and SEK 50,000 to other members of the Remuneration Committee.

Fees will be paid to the auditor in accordance with approved invoices.

## **Election of Directors, Chairman of the Board and auditor**

The Nomination Committee proposes re-election of Anders Jonsson, Helena Nordman-Knutson, Joakim Rosengren and Jan Svensson as Directors and furthermore proposes Tomas Carlsson and Christina Hallin as new Directors. Anders Thelin and Eva Lindqvist do not seek re-election. The Nomination Committee proposes that Jan Svensson be elected Chairman of the Board.

Tomas Carlsson was born in 1965. He holds a Master of Science in Engineering from Chalmers University of Technology and an Executive MBA from London Business School and Columbia Business School. Tomas has been the President and CEO of Sweco since 2012 and will at the end of July this year take up his new position as the President and CEO of NCC. Tomas previously served as Head of NCC's construction operations in Sweden.

Christina Hallin was born in 1960. She holds a Master of Science in Engineering from Chalmers University of Technology. Christina is currently Vice President Market India of Volvo Trucks and Director of the Board of SEM (Swedish Electromagnet). Christina has previously served as Senior Vice President of DongFeng Commercial Vehicles in China and as Director of the Board of Hultafors Group AB.

Information about the other proposed Directors is available on the Company's website: [www.alimakgroup.com](http://www.alimakgroup.com).

After completed procurement, the Nomination Committee proposes that the registered audit company Ernst & Young AB be reappointed auditor. The proposal of the Nomination Committee corresponds with the recommendation of the Audit Committee. Neither the Nomination Committee's proposal nor the Audit Committee's recommendation has been subject to influence of a third party nor subject to any terms in contract limiting the choice of auditor.

Ernst & Young AB has given notice that if the Nomination Committee's proposal for auditor is adopted at the meeting, Rickard Andersson, Authorised Public Accountant, will be the person appointed to have main responsibility for the audit.

## **Reasoned statement by the Nomination Committee**

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As a basis for its proposals for Directors, the Nomination Committee has carried out an evaluation of the Board's work. The Nomination Committee has had three meetings, interviewed the majority of the Directors and had contact on a number of occasions between meetings. Furthermore the Chairman of the Board has presented the results of the evaluation

of the Board's work carried out by the Board itself. The standards of competence, experience and personal background to be expected of the Board of the Alimak Group have been discussed in depth. Questions of independence have been examined, and particular attention has been paid to equal gender distribution. The Nomination Committee has applied a diversity policy in accordance with Rule 4.1 of the Swedish Corporate Governance Code.

In its evaluation the Nomination Committee has found the present Board work satisfying and well-functioning. As a result of Eva Lindqvist and Anders Thelin declining re-election and in order to further increase the Boards competence and experience, the Nomination Committee proposes Tomas Carlsson and Christina Hallin to be appointed as new members of the Board.

It is the opinion of the Nomination Committee that the proposed Board has a relevant composition, being characterised by diversity and breadth in terms of the Directors' competence, experience and personal background. The proposed Board as a group possess a good level of industrial competence, industrial sector knowledge and international market experience as well as relevant aspects of sustainability. The proposed Board is considered to have the competence and experience needed in order to meet the requirements on the Company as a listed Company. The Nomination Committee also notes that all Directors are independent in relation to the Company as well as in relation to the management of the Company. All Directors except for Jan Svensson are independent in relation to the major shareholders in the Company.

The Nomination Committee considers that the proposed Board has suitable qualifications and a relevant composition in relation to the Company's business operations, strategic development, governance and internal control.

The proportion of women on the Board is 33 per cent, achieved at the last annual general meeting in the Company, and the Nomination Committee's efforts to achieve an equal gender distribution continue. Although the Nomination Committee considers the current composition of the Board relevant the Nomination Committee will when recruiting candidates in the future search for suitable candidates representing both genders and aim to achieve The Swedish Corporate Governance Board's long-term goal of 40 per cent of women on boards in listed companies in 2020.

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Stockholm March 2018

**Nomination Committee of Alimak Group AB (publ)**