

*This is an office translation. In case of any inconsistency, the Swedish version shall prevail.*

## **The board of directors of Rejlers AB (publ) comprehensive proposal regarding guidelines for remuneration to the senior executives**

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The board of directors proposes that the general meeting resolve on the following guidelines for determining remuneration for the managing director and others senior executives.

The guidelines shall apply for remuneration to the managing director and other members of the Company's group management (the "**Group Management**").

The Company strives to offer a total remuneration that is fair and competitive and which thereby enables the Company to attract and retain key employees. The total remuneration, which varies depending on the performance of the individual and the group's performance, can consist of the components set forth below.

The basic salary composes the foundation of the remuneration. The salary shall be competitive and correspond to the responsibility which the work entails. The fixed salary shall be reviewed yearly. The variable salary can inter alia be based on the group's earnings growth, profitability and cash flow. The yearly variable salary can amount to maximum 60 per cent of the fixed salary. Retirement pension, health benefits and medical benefits shall reflect market rates. If possible, the pensions shall be premium-based. Other benefits can be provided to individual members or the whole Group Management and shall reflect market rates. These benefits shall not make up a substantial amount of the total remuneration.

A mutual notice period of twelve months will apply between the Company and the managing director. A notice period of six to twelve months applies between the Company and the Group Management. Upon termination from the Company, the Group Management is, besides from salary and other benefits during the notice period, entitled to redundancy payment equivalent to twelve months payment. No redundancy payment will be payable upon the termination from a senior executive.

The board of directors proposes that the board be given the right to deviate from the above proposed guidelines should there be special cause to so in individual cases. If such deviation occurs, the board of directors shall give notice about the deviation and put forward the reasons for the deviation at the next annual general meeting.

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Stockholm, April 2016  
*The board of directors*