

## THE BOARD OF DIRECTORS' OF BE GROUP AB PROPOSAL FOR GUIDELINES FOR REMUNERATION TO SENIOR EXECUTIVES

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The Board of Directors of BE Group AB (publ) proposes the Annual General Meeting 2014 to resolve on the following guidelines for remuneration to senior executives.

### **1. Scope of the guidelines etc.**

These guidelines cover the remuneration and other terms of employment for individuals who are part of the group management during the validity of the guidelines.

### **2. Basic principles and remuneration elements**

The remuneration to senior executives shall consist of a fixed salary, variable salary, pension and other benefits. The total remuneration shall be in accordance with market conditions and be revised annually.

#### ***Fixed remuneration***

The fixed remuneration for senior executives of BE Group shall be individual and differentiated with regard to the responsibility and achievements of the individual and shall be set annually.

#### ***Variable remuneration***

Variable remuneration shall be related to the fulfilment of annual predetermined well defined targets. Bonus shall be limited to a pre-determined maximum amount. The senior executives' bonus shall amount to a maximum of 50 percent of the fixed remuneration.

The company's costs for the variable remuneration to senior executives amount to a maximum of SEK 5.0 million in 2014.

#### ***Pension***

Pension payments shall be fee based and shall correspond to a maximum of 35 percent of the fixed annual salary plus a maximum of 20 percent of the average bonus during the past three years.

Senior executives having their residence outside Sweden will be offered pension plans that are competitive in the country of residence.

#### ***Terms of notice***

Upon notice by BE Group, a maximum aggregate notice period and right to severance pay corresponding to 18 months' fixed salary shall apply and, where applicable, the severance pay shall be reduced by such income that the senior executive may earn from other employment or from other business. Upon notice given by a senior executive, the notice period shall amount to a maximum of 6 months without any right to severance pay.

***Other benefits***

Other benefits, such as a company car and an private health insurance, may be provided to the extent this is considered customary for senior executives holding equivalent positions on the labour market where the executive is active.

**3. The Board of Directors' preparations and resolutions as regards remuneration and other terms of employment for senior executives**

The remuneration committee, appointed within the Board of Directors, prepares matters relating to remuneration and other terms of employment for senior executives.

Decisions regarding remuneration to the President and CEO are made by the Board of Directors in its entirety. In respect of other senior executives, decisions on remunerations are made by the remuneration committee upon proposal from the President.

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Malmö in March 2014  
THE BOARD OF DIRECTORS