

## THE BOARD OF DIRECTORS' 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 2012 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.

The guidelines shall apply to agreements entered into after the adoption by the Annual General Meeting and to changes made in existing agreements after this date. The Board of Directors shall be entitled to deviate from the guidelines if, in an individual case, there are particular grounds for such deviation.

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

The remuneration to senior executives shall consist of a fixed salary, bonus, pension and other benefits. The total remuneration rate shall be in accordance with market conditions and 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. 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 4,5 million in 2012.

In addition to the variable remuneration above, there may be long-term incentive programs determined from time to time.

#### ***Pension***

Pension payments to the President and the vice President 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. The pension payments for other Swedish members of the group management shall principally be in accordance with the stipulated collective pension plans on the Swedish labour market, however, taking into consideration the highest tax deductible amount. The pension-qualifying salary shall consist of the fixed annual salary plus 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***

At dismissal of the President and the vice President, an aggregate notice period and a right to severance pay shall apply corresponding to 18 months' fixed salary and, where applicable, the severance pay shall be reduced by such income that the President and the vice President, respectively, may earn from other employment or from other business. A notice period of 12 months shall apply to all other members of the group management upon notice by BE Group. Upon notice given by a member of the group management, 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 extra health insurance may be provided to the extent this is considered customary for senior executives holding equivalent positions on the labour market where the employee 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 2012  
THE BOARD OF DIRECTORS