



The Nomination Committee's proposal and motivated opinion at the Extraordinary General Meeting on 16 October 2012

Following the call for an Extraordinary General Meeting by Systemair, a new Nomination Committee has been assembled, consisting of:

- Caroline af Ugglas, Livförsäkringsbolaget Skandia, as Chairman
- Stefan Charette, Creades AB
- Gerald Engström, Systemair AB
- Ulf Gundemark, Chairman of the Lindab board

Ulf Gundemark's participation in the work of Nomination Committee has, on his own request, been limited.

The Nomination Committee has been working on proposals regarding:

- The Chairman of the General Meeting
- The number of elected board members
- The remuneration of the board
- The composition of the board

The Nomination Committee has also contacted other large shareholders in these matters.

As Chairman of the General Meeting is proposed lawyer Ragnar Lindqvist, Mannheimer Swartling.

Regarding the number of Board members, the Nomination Committee considers that, in view of the size of the Company and in order to achieve efficient work of the board, a concentrated board is preferable, why the Nomination Committee's proposal is that the board shall consist of six members instead of eight previously.

With regard to the remuneration of the Board, the Nomination Committee proposes an unchanged fee SEK 650,000 for the Chairman of the Board, SEK 300,000 other elected members and SEK 25,000 for employee representatives. This means that the total remuneration to the board is SEK 2,200,000, a saving of SEK 600,000 since the number of Board members has decreased from eight to six. The fee to the audit committee of SEK 120,000 is proposed to remain unchanged, but that no special fee will be attributable to the Remuneration Committee, whereby a saving of SEK 70,000 will be obtained. The proposed fees refer to a full year.

With regard to the composition of the board, the nomination committee proposes for the duration until the next Annual General Meeting the re-election of the board members Sonat Burman-Olsson, Stefan Charette, Erik Eberhardson and Birgit Nørgaard; as well as that Gerald Engström and Kjell Nilsson be newly elected to the board. Furthermore, the Nomination Committee proposes that Kjell Nilsson be elected Chairman of the board



Regarding the proposal for new elected members the following information is presented:

Kjell Nilsson, born in 1948, previously CEO and President of Semcon AB, Boliden AB and Trelleborg AB. Kjell Nilsson is Chairman of the boards of Semcon AB and Symbrio AB, and he is member of the boards of Choice Hotels AS, Home Properties AB and Home Invest AS.

Gerald Engström, born in 1948, is board member as well as President and CEO of Systemair AB. He is also Chairman of the board of Bluefish Pharmaceuticals AB.

The Nomination Committee considers that, having taken into consideration the Company's operations, its stage of development and other circumstances, the proposal indicates that the Board has an appropriate composition, is characterized by diversity and breadth with regard to the competence, experience and background of the members of the Board and that the requirements imposed on the Board are ably fulfilled, i.a. in regard to the Company's future needs and development.

For further information regarding the members of the Board, please visit Lindab's website www.lindabgroup.com.

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