



THE BOARD OF DIRECTORS' PROPOSAL REGARDING REMUNERATION GUIDELINES TO THE EXECUTIVE MANAGEMENT

The Board of Directors of Ahlseil AB (publ) ("Ahlseil") proposes that these guidelines for remuneration are to be applied in relation to the CEO and other members of the group management of Ahlseil (the "Group Management").

Ahlseil strives to offer a total remuneration that is on market terms in order to attract and retain a highly competent management. The total remuneration, which varies according to the performance of the individual and the group, may consist of the components that are set out below.

Fixed salary constitutes the basis for the total remuneration. The salary shall be competitive and reflect the responsibilities of the position. The fixed salary is revised annually.

Variable salary is primarily based on the group's growth in profit, profitability and cash flow. The variable part may not exceed 80 per cent of the fixed salary.

Another part of the Group Management's remuneration are long-term incentive programs resolved upon by the General Meeting. At an Extraordinary General Meeting held on 16 October 2016 the shareholders resolved to implement long-term incentive programs. The programs consist of a warrant program for the executive management and a share savings program for the executive management as well as a wider range of employees. The Board of Directors is evaluating on an annual basis whether long-term incentive programs are to be proposed to the General Meeting and, if that is the case, whether such proposed long-term incentive programs shall involve transfer of shares in Ahlseil. Incentive programs shall comprise the executive management and/or a wider range of employees in the company that are deemed to considerably influence the company's profits and growth. Incentive programs shall ensure a long-term commitment for the development of the company and be implemented on market terms. The Board of Directors intends to propose to the 2018 Annual General Meeting the implementation of a call option program for the executive management and a share savings program for the executive management and other key employees.

Retirement pension, disability benefits and medical benefits shall be designed so that they reflect the rules and practice on the market. If possible, the pension shall be premium-based. Other benefits may be provided to individual members or the entire Group Management and be designed in relation to market practice. These benefits shall not constitute a material part of the total remuneration.

Members of the Group Management have a notice period of six months if the senior executive resigns and are entitled to a notice period of not more than 18 months, if the company terminates the employment. No severance pay is paid if a member of the Group Management resigns. Upon termination by the company, the members of the Group Management have no right to severance payment during the notice period in addition to salary and other employment benefits.

The Board of Directors shall be entitled to deviate from the guidelines for remuneration set out above if there are special reasons in an individual case. In such a case, the Board of Directors

shall give an account for the reason for deviation from the guidelines at the next Annual General Meeting.

The Remuneration Committee appointed by the Board of Directors prepares and draws up proposals for remuneration to the CEO which it presents to the Board of Directors for decision. The CEO makes a proposal to the Remuneration Committee for a decision on a remuneration structure for other members of the Group Management. The Board of Directors shall be informed of the decision of the Remuneration Committee.

Stockholm, March 2018

Ahlsell AB (publ)
the Board of Directors