



Ivar Verner

Sent via e-mail:
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Stockholm, 15 March 2017

REJLERS AB

In my capacity as chairman of Rejlers AB, I hereby present the Nomination Committee's proposals to the 2017 annual general meeting for the election of the board of directors, etc.

Board composition

The Nomination Committee proposes that, for the period through until the end of the next annual general meeting, the board of directors shall comprise six members without deputy members, and consist of the following ordinary members: Ivar Verner, Helena Nordman-Knutson, Thord Wilkne, Jan Samuelsson, Peter Rejler and Annika Steiber. The Nomination Committee's proposal thus entails the re-election of the current board of directors.

Chairman of the Board

The Nominations Committee furthermore proposes the re-election of Ivar Verner as chairman of the board.

Fees

The Nomination Committee proposes that an unchanged fee be paid to the board of directors for the impending mandate period amounting to SEK 1,170,000, but with an additional reimbursement of up to a further SEK 370,000. It is recommended that the fee be paid so that the chairman of the board receives SEK 370,000 and other meeting-elected members who are not employees of the company receive SEK 200,000 each. If a position of vice chairman is established during the mandate period, a further maximum of SEK 370,000 in board fees may be paid.

Fees for committee work

For committee work, it is proposed that a maximum of SEK 255,000 be allocated and distributed as follows.

For members of the board's audit committee, the Nomination Committee proposes that reimbursement for the mandate period amounting to SEK 80,000 be paid to the chairman of the audit committee and that reimbursement amounting to SEK 50,000 be paid to each of the other board members of the audit committee. For work in the board's project and investment committee, it is proposed that a fee amounting to SEK 50,000 be paid to the committee's chairman and a fee of SEK 25,000 be paid to other members.

Auditors

The Nomination Committee proposes that the fee to the company's auditor be paid in accordance with the approved account.

Stockholm, as above

For the Nomination Committee

KENT HÄGGLUND

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NOMINATION COMMITTEE'S REASONED OPINION REGARDING PROPOSALS TO THE BOARD OF REJLERS AB (PUBL) FOR THE CURRENT FINANCIAL YEAR UNTIL THE END OF THE 2018 ANNUAL GENERAL MEETING

Considering the company's operations, stage of development and conditions otherwise, the Board of Directors shall have a suitable composition, characterised by diversity and breadth with regard to the expertise, experience and background of the Board members elected by the General Meeting. An even gender distribution shall be strived for.

In the previous financial year, Rejlers had six Board members elected by the General Meeting, one of whom was elected at the previous Annual General Meeting (AGM). The Board members have announced that they are available for re-election at the upcoming AGM.

Rejlers' business idea is to provide qualified technical consulting services, technical advice and comprehensive solutions to customers in the areas of construction and property, energy, industry and infrastructure.

The Nomination Committee has held a discussion regarding the Board's way of working, possible need for supplemental expertise and opinions of the Board's functionality otherwise. The current Board together essentially represents the competencies in the areas the company is active within. In future changes to the Board's composition, it is natural that, in addition to the competence requirements, particular attention shall be paid to achieving a gender balance in the Board.

The Nomination Committee has commissioned a Board evaluation in which the respective Board member had to answer a number of questions regarding the Board work. From this evaluation, it is apparent that the Board has functioned very well and it is also the Nomination Committee's opinion that the submitted proposal to re-elect the six Board members constitutes a good condition for continued constructive Board work.

For information on the Board members' year of birth, education, professional experience, assignments, etc. and information that shall be given according to the Swedish Corporate Governance Code, please refer to the 2016 Annual Report.

Stockholm, 15 March 2017

For the Nomination Committee

Kent Hägglund