

# Pressrelease

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Malmö 25 May 2020

## Annual General Meeting of shareholders in Beijer Ref AB (publ)

**The shareholders of Beijer Ref AB (publ), corporate ID no. 556040-8113, are hereby summoned to the Annual General Meeting of the company to be held on Thursday 25 June 2020 at 15:00, at Börshuset, Skeppsbron 2, Malmö, Sweden. Registration for the meeting will begin at 14:30.**

### *Measures due to the Corona virus (covid-19)*

The Board of Directors of Beijer Ref has resolved that shareholders in Beijer Ref shall be able to exercise its voting rights at the Annual General Meeting 2020 by post. The intention of the Board of Directors' resolution is to minimize the number of people gathered at the location of the General Meeting. The shareholders are therefore encouraged to, in the manner stated below, exercise the possibility to vote by post.

### *Postal voting*

Shareholders who wish to exercise the possibility to vote by post shall, in addition to being included in the shareholder's register, use a form for notification of attendance and postal voting which will be available on Beijer Ref's website, [www.beijerref.com](http://www.beijerref.com). The postal voting form shall be sent to Beijer Ref by e-mail to [lpl@beijerref.com](mailto:lpl@beijerref.com) or by regular mail or by courier to Beijer Ref AB, Att. Linda Prahl, Stortorget 8, 211 34 Malmö, Sweden. If the shareholder is a legal entity, a copy of the registration certificate or, if such document does not exist, a similar document of authorisation is to be attached. The postal voting form must be Beijer Ref at hand no later than on 18 June 2020. The shareholder may not provide the postal vote with specific instructions or conditions. If so, the vote is invalid.

Due to the uncertainty surrounding the corona virus, several additional precautions have been taken for the Annual General Meeting to reduce the risk of infection spreading.

- Registration for the meeting will begin at 14:30.
- Shareholders should consider using the opportunity to participate through proxies. Shareholders who show symptoms of infection (dry cough, fever, respiratory distress, sore throat, headache, muscle pain), have been in contact with people who show symptoms, have stayed in a risk area or belong to a risk group, are asked to take the opportunity to participate via proxy. Proxy form for proxies to represent shareholders and information on how a proxy is appointed is available at [www.beijerref.com](http://www.beijerref.com).
- External guests are not invited. Beijer Ref also wants to encourage shareholders to avoid using the opportunity to bring associates as much as possible.
- Food and drink will not be served, and the traditional meal in connection with the Annual General Meeting is cancelled.

- The Annual General Meeting will be held in the shortest possible of time without limiting shareholders' rights.
- The CEO's speech at the meeting is cancelled and will be available on the company's website after the meeting and shareholders' questions will be concentrated around decision points on the agenda.

Beijer Ref is following the events very closely and will, if necessary, update these precautionary measures described above before the Annual General Meeting. We ask everyone who intends to attend the Annual General meeting to stay updated via [www.beijerref.com](http://www.beijerref.com) regarding any further measures

## A. ENTITLEMENT TO PARTICIPATION AND NOTIFICATION

Shareholders wishing to attend the Annual General Meeting must

be entered in the share register maintained by Euroclear Sweden AB on Thursday, 18 June 2020,

notify the company of the participation by mail to Beijer Ref AB, Att. Linda Prah, Stortorget 8, 211 34 Malmö, Sweden, by telephone at +46 40-35 89 00, by e-mail to [lpl@beijerref.com](mailto:lpl@beijerref.com) or via the company's website [www.beijerref.com](http://www.beijerref.com), no later than Thursday, 18 June, 2020.

When submitting notification, each shareholder must state their name, personal identification number/corporate identification number, address and telephone number and the name of their associate(s). Shareholders or representatives of shareholders may bring no more than two associates to the meeting. Associates may be brought to the meeting only if the shareholder provides notification of this. Persons representing a legal person must present a certificate of registration or equivalent document showing the authorised signatory. For shareholders who are represented by a delegate, an original copy of the power of attorney for this must be submitted to the company before the meeting, together with any registration certificate or equivalent document for a legal person which demonstrates authorisation to issue a power of attorney. The form for the power of attorney is available at the company's premises and on the company's website.

Shareholders whose shares are nominee-registered must, in order to be entitled to participate in the meeting, temporarily register these shares in their own name with Euroclear Sweden AB. This registration must be completed by Thursday 18 June 2020.

## B. MATTERS TO BE DEALT WITH AT THE MEETING

Proposal for the agenda

1. Election of the Chairman of the meeting.
2. Preparation and approval of the voting list.
3. Approval of the agenda.
4. Election of persons to approve the minutes.
5. Determination that the meeting has been duly convened.
6. Questions from the shareholders to the Board of Directors and the management

7. Presentation of

- a) the annual report, the auditors' report, the consolidated annual report and the consolidated auditors' report
- b) the report of the Board of Directors on the evaluation of the remuneration to senior executives and the auditors' statement regarding whether the guidelines for remuneration to senior executives as applicable since the previous Annual General Meeting have been complied with.

8. Decisions on

- a) adoption of the profit and loss account, the balance sheet, the consolidated profit and loss account and the consolidated balance sheet
- b) disposition of the company's result according to the adopted balance sheet and the record dates
- c) discharge from liability of the Members of the Board of Directors and the Chief Executive Officer.

9. Determination of the number of Members of the Board of Directors and Deputy Board Members.

10. Determination of fees for the Members of the Board of Directors appointed by the Annual General Meeting.

11. Determination of fees for the auditors.

12. Election of

- a) the Board of Directors and the Chairman of the Board
- b) the auditors.

13. Decision on guidelines for remuneration to senior executives

14. Decision regarding amendment of the Articles of Association

15. Closure of the Annual General Meeting.

*Item 8 B) - Dividends*

Of the available profits of SEK 1,584,418,212, dividends shall be paid in the total amount of SEK 1.75 per share for the financial year 2019, entailing a total dividend amount of SEK 221,439,242 and June 29, 2020, as the record date for dividend. If the Annual General Meeting passes a resolution in accordance with the proposal, it is expected that the dividend will be remitted by Euroclear Sweden AB on July 2, 2020, to those who are recorded in the share register maintained by Euroclear Sweden AB on the record date.

*Items 1, 9 -12 – Elections and fees*

Bernt Ingman, Chairman of the Board of Directors; Johan Strandberg (SEB fonder) and Chairman of the Nomination Committee; Muriel Makharine (Carrier Global Corporation); Arne Lööv (The Fourth Swedish National Pension Fund); and Joen Magnusson (own holding) have participated in the Nomination Committee. The Nomination Committee has submitted the following proposal. Shareholders who together represent approximately 73% of the total number of votes in the company and approximately 55% of the company's share capital have stated that they will support the proposal at the Annual General Meeting.

*Item 1:* The Nomination Committee proposes Bernt Ingman, Chairman of the Board of Directors, as Chairman of the Annual General Meeting.

*Item 9:* The Board of Directors shall consist of seven Members and no Deputy Board Members.

*Item 10:* With the change of the Nomination Committee's previous proposals, the Nomination Committee proposes unchanged fees compared to the previous year, which means the following: Fees paid to the Board of Directors shall be SEK 2 120 000, excluding fees for committee work, to be distributed in the amount of SEK 720 000 to the Chairman of the Board and SEK 350 000 to each of the Members of the Board who are not employed by the Carrier Global Corporation. Fees paid to the Audit Committee of the Board of Directors will be the additional amount of SEK 75 000 to the Chairman of the Committee and SEK 50 000 to the Members of the Committee.

*Item 11:* The auditors' fees shall be paid according to the approved invoice.

*Item 12 a:* Peter Jessen Jürgensen, Bernt Ingman, Joen Magnusson, William Striebe, Frida Norrbom Sams and Monica Gimre shall be re-elected as Members of the Board of Directors and Gregory Alcorn shall be elected as new Member of the Board of Directors, all for a term to last until the end of the next Annual General Meeting, and Bernt Ingman shall be re-elected as Chairman of the Board of Directors. Chris Nelson has declined re-election.

Gregory Alcorn was born in 1966. Gregory Alcorn is Vice President, Global Partnerships, for Carrier Global Corporation, responsible for partner relationships, performance and growth. He has been with Carrier's parent company, United Technologies Corporation (UTC), for 25 years, and with Carrier for the last 19 years. His entire Carrier career has been focused in increasingly responsible roles in general management, sales and marketing, channel/distribution management, and business development, including senior executive roles within Carrier's North America Commercial HVAC business and Business Transformation for Global Commercial HVAC. Gregory holds a bachelor's degree in Mechanical Engineering from Duke University and an M.B.A. from the Stanford Graduate School of Business. Gregory Alcorn holds no shares in Beijer Ref and is independent in relation to Beijer Ref and its management but dependent in relation to the company's largest shareholder.

*Item 12 b:* The registered accounting firm Deloitte AB shall be elected for a term of office to last until the end of the following Annual General Meeting. If the proposed auditing company is elected, it has been informed that the authorised auditor Richard Peters will be the auditor in charge.

*Item 13 - Decision on guidelines for remuneration to senior executives*

The Board of Directors proposes that the Annual General Meeting 2020 adopts the following guidelines for remuneration to senior executives in Beijer Ref AB, which at the longest shall be valid until the Annual General Meeting 2024.

### **The Board of Directors' proposal for guidelines for executive remuneration**

The CEO and President of the Beijer Ref Group and individuals who are members of the Group Management of Beijer Ref AB (the "company" or "Beijer Ref") during the period of which these guidelines are in force, fall within the provisions of these guidelines. These guidelines shall apply to remuneration agreed, and amendments to remuneration already agreed, after adoption of the guidelines by the Annual General Meeting 2020. The guidelines do not apply to any remuneration specifically decided by the general meeting, such as remuneration to board members or share-related incentive schemes.

## **The guidelines' promotion of the company's business strategy, long-term interests and sustainability**

Beijer Ref is a trading group that provides customers over most of the world with a broad range of products in the fields of commercial and industrial refrigeration, as well as heating and air conditioning. Beijer Ref has an expressed mission – to provide the market with global expertise in refrigeration and air conditioning. By growing more quickly than the market, the goal is to strengthen the position as a world-leading organisation. To do this, the group works according to a strategy that is divided into five focus areas – acquisition, OEM, purchasing & logistics, digitalisation and sustainability. A prerequisite for the successful implementation of Beijer Ref's business strategy and safeguarding of its long-term interests, including its sustainability, is that the company is able to recruit and retain qualified personnel. The objective of Beijer Ref's remuneration policy for senior executives is therefore to offer competitive remuneration on market terms, in order to attract, motivate and retain competent and skilled employees. These guidelines enable the company to offer senior executives a competitive total remuneration. For more information regarding the company's business strategy, please see the company's website [www.beijerref.com](http://www.beijerref.com).

A call option program has been set up within the company. It has been resolved by the general meeting and is therefore excluded from these guidelines.

## **Forms of remuneration, etc.**

The remuneration shall consist of fixed salary, variable cash remuneration, pension benefits and other benefits. Additionally, the general meeting may – irrespective of these guidelines – resolve on, among other things, share-related or share price-related remuneration. The total remuneration shall be on market terms and promote the interests of the shareholders by enabling the company to attract and retain senior executives.

### *Variable cash remuneration*

The variable remuneration is based on the outcome in relation to set financial goals. Fulfilment of criteria for payment of variable cash remuneration shall be measured during a one year period. CEO obtains an amount corresponding to a maximum of 55% of the annual salary and other senior executives obtains an amount corresponding to a maximum of 50% of the annual salary. Variable cash remuneration shall not qualify for pension benefits. The variable cash remuneration shall be linked to predetermined, well-defined and measurable financial criteria for the Beijer Ref Group and on group and individual level, respectively, such as growth of revenue, growth of profit and working capital development. Weighting is done relatively between the different criteria based on which focus shall be given to the executive management; the primary weight is to be placed on growth of profit. The criteria shall be designed so as to contribute to Beijer Ref's business strategy and long-term interests, including its sustainability, by for example being linked to the business strategy or promote the senior executive's long-term development within Beijer Ref.

Further variable cash remuneration may be awarded in extraordinary circumstances, provided that such extraordinary arrangements are limited in time and only made on an individual basis, either for the purpose of recruiting or retaining senior executives, or as remuneration for extraordinary performance beyond the individual's ordinary tasks. Such remuneration may not exceed an amount corresponding to 100 per cent of the fixed annual cash salary and may not be paid more than once each year per individual. Any resolution on such remuneration for the CEO and other senior and executives shall be made by the board of directors.

## *Pension benefits*

For the senior executives, pension benefits, including health insurance (Sw: sjukförsäkring), shall be premium defined. For the CEO, an amount corresponding to a maximum of 30% of the fixed annual salary is committed. For other senior executives, an amount corresponding to a maximum of 25% of the fixed annual salary is committed.

## *Other benefits*

Other benefits may include, inter alia, private healthcare insurance and company car. Such benefits may amount to not more than 10% of the fixed annual salary.

## *Extraordinary remuneration*

Further cash remuneration may be awarded as one-off arrangements in extraordinary circumstances, for the purpose of recruiting or retaining executives. Such remuneration may not exceed an amount corresponding to the annual fixed salary. Resolution on such remuneration shall be made by the board of directors

## *Foreign employments*

For senior executives outside of Sweden, whose employments are governed by other rules than Swedish, other terms may apply under law or market practice, and adjustments may therefore take place. In such cases, the overall purpose of these guidelines shall, to the extent possible, be taken into account.

## **Determination of the outcome for variable cash remuneration, etc.**

The board of directors, in the capacity of the company's remuneration committee, shall prepare, monitor and evaluate matters regarding variable cash remuneration. After the measurement period for the criteria for awarding variable cash remuneration has ended, it shall be determined to which extent the criteria have been satisfied. Evaluations regarding fulfilment of financial criteria shall be based on established financial information for the relevant period. Remuneration to the CEO and other senior executives shall be resolved by the board of directors, in its capacity of the company's remuneration committee.

Variable cash remuneration will be paid after the measurement period has when the annual accounts have been approved at the annual general meeting. The board of directors shall have the possibility, under applicable law or contractual provisions, to in whole or in part reclaim variable remuneration paid on incorrect grounds (claw-back).

## **Employment term and termination of employment**

Senior executives shall be employed until further notice. Severance pay and fixed salary during the period of notice may not exceed an amount corresponding to 24 months fixed salary for the CEO and 12 months fixed salary for other senior executives.

At resignation by a senior executive, the notice period may amount to six months. A senior executive's own resignation does not trigger any right to severance pay.

Additionally, remuneration may be paid for non-compete undertakings. Such remuneration shall compensate for loss of income and shall only be paid to the extent the previously employed executive is not entitled to severance pay for the same period. The remuneration may be paid during the time the non-compete undertaking applies, however not for longer than twenty four months following termination of employment.

**Salary and employment conditions for employees**

In the preparation of the board of directors' proposal for these remuneration guidelines, salary and employment conditions for employees of the company have been taken into account by including information on the employees' total income, the components of the remuneration and increase and growth rate over time, in the board of directors' basis of decision when evaluating whether the guidelines and the limitations set out herein are reasonable.

**The decision-making process to determine, review and implement the guidelines**

The board of directors prepares matters regarding remuneration and other employment conditions for the company management and the board of directors, in its entirety, act as remuneration committee. The work includes preparing proposals for new guidelines for remuneration to senior executives. The guidelines shall be in force until new guidelines are adopted by the general meeting. The CEO and other members of the company management do not participate in the board of directors' processing of and resolutions regarding remuneration-related matters in so far as they are affected by such matters. The board of directors shall prepare a proposal for new guidelines at least every fourth year and submit it to the general meeting. If the board of directors resolves to establish a remuneration committee, what is stated in these guidelines regarding the board of directors, in its capacity of remuneration committee, shall apply to the remuneration committee.

**Derogation from the guidelines**

The board of directors may temporarily resolve to derogate from the guidelines, in whole or in part, if in a specific case there is special cause for the derogation and a derogation is necessary to serve the company's long-term interests, including its sustainability, or to ensure the company's financial viability.

**Transitional provisions applicable for the Annual General Meeting 2020**

The Annual Report of 2019, note 6, contains details of the total remuneration to CEO and other senior executives, including any previous commitments not yet due for payment.

**Description of material changes to the guidelines and how the views of shareholders' have been taken into consideration**

The proposal for guidelines that is submitted to the Annual General Meeting 2020 does not contain any material changes in relation to the company's existing remuneration guidelines. The company has not received any views from the shareholders.

*Item 14 – Decision regarding amendment of the Articles of Association*

For the purpose of adapting the Articles of Association in relation to implemented and expected amendments of the Swedish Companies Act and the Swedish Central Securities Depositories and Financial Instruments (Accounts) Act, the Board of Directors proposes that the Annual General Meeting resolves to amend § 1, § 9 and § 10, second paragraph of the Articles of Association according to the following.

**Current wording § 1**

The Company's name is Beijer Ref AB (publ).

**Proposed wording § 1**

The Company's business name is Beijer Ref AB (publ).

## **Current wording § 9**

The Company's shares shall be registered in a reconciliation register in accordance with the legislation (1998:1479) relating to keeping records of financial instruments.

## **Proposed wording § 9**

The Company's shares shall be registered in a central securities depository register in accordance with the Swedish Central Securities Depositories and Financial Instruments (Accounts) Act (1998:1479).

## **Current wording § 10, second paragraph**

Shareholders who wish to participate in the General Meeting must notify the Company not later than 12 noon on the date stated in the Notice of the Meeting. This day must not be a Sunday, other public holiday, Saturday, Midsummer's Eve, Christmas Eve or New Year's Eve and fall earlier than the fifth weekday prior to the Meeting. In addition, the shareholder must be entered in the printout or other statement of the Company's register of shareholders with respect to the conditions five weekdays prior to the Meeting.

## **Proposed wording § 10, second paragraph**

In order to participate in the General Meeting, shareholders must report this to the Company no later than the date specified in the notice of the Meeting. This day must not be a Sunday, other public holiday, Saturday, Midsummer's Eve, Christmas Eve or New Year's Eve and fall earlier than the fifth weekday prior to the Meeting. In addition, the shareholder must have been included in a transcript or other statement of the Company's register of shareholders as per the record date of the general meeting, as determined in accordance with the Swedish Companies Act.

The Board further proposes that the general meeting authorises the CEO or anyone appointed by the CEO to make any adjustments that may be necessary in connection with the registration of the resolution with the Swedish Companies Registration Office (Sw. Bolagsverket).

The proposal is subject to support by shareholders representing at least two-thirds of both the votes cast and the shares represented at the meeting.

## **C. OTHER**

The accounting documents, the auditors' statement in accordance with Chapter 8, section 54 of the Swedish Companies Act and the Board of Directors' complete proposal for decision in accordance with the above will be available at the company's premises and on the company's website from June 4, 2020 and will be sent to shareholders who so request, providing their address.

Shareholders are reminded that they are entitled to request information from the Board of Directors and the Managing Director at the Annual General Meeting in accordance with Chapter 7, section 32 of the Swedish Companies Act.

For information about the processing of your personal data, see <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

Due to the recent development of the spread of the corona virus (covid-19), certain precautions have been taken for the Annual General Meeting, as set out in the beginning of this notice. Beijer Ref is closely monitoring developments on the coronavirus and will, when necessary, update the above precautionary measures prior to the Annual General Meeting. We encourage that all those who intend to participate at the meeting stay updated via [www.beijerref.com](http://www.beijerref.com), on potential further measures.

At the time of the issuance of this notice, the total number of shares in the company is 127,434,690, representing a total of 216,703,170 votes, divided on 9,918,720 A shares, representing 99,187,200 votes, and 117,515,970 B shares, representing 117,515,970 votes, of which 897,980 B shares are held by the company, representing 897,980 votes.

Malmö, May 2020

The Board of Directors  
Beijer Ref AB (publ)

**For further information, please contact:**

Per Bertland, CEO  
Telephone +46 40-35 89 00

or

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*English convenience translation of Swedish original. In case of discrepancies between the Swedish original and the English translation, the Swedish original shall prevail.*

BEIJER REF AB is a technology-oriented trading Group which, through added-value products, offers its customers competitive solutions within refrigeration and climate control. Beijer Ref is one of the largest refrigeration wholesalers in the world, and is represented in 36 countries in Europe, Africa, Asia and Oceania.