

Beijer Ref AB Election Committee's explanatory statement regarding the proposal for election of the Board of Directors at the Annual General Meeting 2022

In accordance with the resolution at the Annual General Meeting 2021, the following members were appointed to the Election Committee for the Annual General Meeting 2022: Juho Frilander, Chairperson (EQT), Joen Magnusson (own and related holding, member of Beijer Ref's Board of Directors), Tommi Saukkoriipi (SEB Fonder), Patricia Hedelius (AMF), and Kate Swann (Chairperson Beijer Ref's Board of Directors).

The Election Committee's proposal to the Annual Meeting of shareholders:

- Katarina Olsson, EVP & General Counsel at Beijer Ref AB, is proposed as Chairperson of the Annual General Meeting.
- The number of members of the Board is proposed to be seven.
- It is proposed the re-election of Kate Swann, Joen Magnusson, Albert Gustafsson, Frida Norrbom Sams, Kerstin Lindvall, Per Bertland and William Striebe as Board Members.
- It is proposed re-election of Kate Swann as Chairperson of the Board of Directors.
- Remuneration shall be paid as follows:
 - SEK 815,000 to the Chairperson (2021: 775,000)
 - SEK 395,000 to Board Members (2021: 375,000)
 - SEK 125,000 to the Chairman of the Audit Committee (2021: 100,000)
 - SEK 100,000 to Members of the Audit Committee (2021: 75,000)
 - SEK 79,000 to Chairperson of the Remuneration Committee (2021: 75,000)
 - SEK 53,000 to member of the Remuneration Committee (2021: 50,000)
- The Election Committee further proposes, the re-election of the registered accounting firm Deloitte AB, with authorized public accountant Richard Peters as auditor in charge.
- The Election Committee proposes that the Auditors' fee shall be paid on the basis of approved invoice.

The Election Committee's justified statement over its proposal for Board of Directors

In the election work for this year's AGM, the Election Committee has made an assessment of the composition and size of the current Board as well as Beijer Ref operations, it's phase of development and conditions in general. Furthermore, the Election Committee has discussed the Board of Directors' diversity and composition relating to industry experience, competence, gender distribution, and international experience. As a basis for its decision, the Election Committee has taken note of the Chairman's statement of the board's work, studied the results of the external board evaluation and interviewed members of the Board as well as members of the Company's management team. Prior to the 2022 Annual General Meeting, the Election Committee has held seven meetings.

After its evaluation, the Election Committee has found that the Board of Beijer Ref is working well. The Board of Directors has a high attendance at board meetings and Board Members are well prepared for the meetings. The board evaluation further shows an open and constructive working environment.

The Election Committee considers the composition and size of the proposed Board of Directors as generally appropriate for Beijer Ref. Going forward the Election Committee sees the Board could benefit from additional competence around audit, finance and digitalization and continues to evaluate potential additions. Three out of seven of the proposed Board Members to be elected at the shareholders' meeting are women and the Board Members represent three different nationalities. Furthermore, the Election Committee considers that the proposed Board Members will be able to devote the necessary time required to perform their duties as Members of the Board of Directors of Beijer Ref.

The Election Committee has applied rule 4.1 of the Swedish Corporate Governance Code as diversity policy in its election work. The Election Committee considers that a breadth and versatility as regards age, nationality, educational background, gender, experience, competences, and the term of office is represented among the proposed Directors of the Board. The Election Committee believes that diversity is vital and that it is important that coming Election Committees continue to work actively to achieve a gender balance in the Board.

Information about the proposed board members is available on Beijer Ref's website, www.beijerref.com.

The Election Committee has also discussed and evaluated the level of board fees together with an external advisor. The corresponding comparison has been made for the Audit Committee and the Remuneration Committee. The Election Committee is committed to a policy of maintaining an appropriate level of board compensation and over time aligning the Company's board fee levels with those of comparable companies. Against this background, a moderate increase to board fees is proposed for 2022 to partially close the gap versus the comparable company median. A more sizeable level increase need was identified for the fees payable to Members and Chairperson of the Audit Committee.

To further align the incentives of Beijer Ref's Board of Directors with its shareholders, the Election Committee encourages shareholding in the Company by the Board Members. The Election Committee considers a shareholding equal or greater in value to one years' board fees, built-up over time, as appropriate for Members of the Board.

It is noted that the Election Committee has found that the proposed Board is considered to be in compliance with relevant requirements for independence.

The Election Committee has reviewed the current instructions for the Election Committee, which were resolved by the Annual General Meeting 2014, and has decided that no changes will be proposed.