

Malmö, Sweden, January 4, 2016

# Notice Convening Extraordinary General Meeting of Beijer Electronics AB (publ)

The shareholders of Beijer Electronics AB (publ) are hereby convened to an Extraordinary General Meeting (EGM), which will be held at 3 p.m. on Thursday, January 28, 2016 at Beijer Electronics, Stora Varvsgatan 13a, in Malmö, Sweden.

# Entitlement to participate at the Meeting:

Shareholders entitled to participate at the Meeting shall

- Firstly, be included in the share register maintained by Euroclear Sweden AB (the Swedish Central Securities Depository & Clearing Organization) on Friday, January 22, 2016;
- Secondly, have notified the company of their intention to participate, and the number of assistants they wish to bring, by no later than Friday, January 22, 2016.

Notifications, which shall state the shareholders' name, personal or corporate identity number, shareholding, address, telephone number and potential proxies/assistants are submitted via the company's website, www.beijerelectronics.se, by telephone on +46 (0)40 35 86 44, by e-mail extrastamma@beijerelectronics.se or by mail to Annika Johnsson, Beijer Electronics AB (publ), Box 426, 201 24 Malmö, Sweden (please mark the envelope 'EGM').

If participation is by power of attorney, a dated original shall be sent to the company by no later than January 22, 2016. Power of attorney forms are available from the company's website and on order from the company via telephone, e-mail or mail, as stated above. Representatives of legal entities should present certificates of incorporation or equivalent documentation stating authorized signatories. In order to participate at the meeting, shareholders' with nominee-registered holdings must temporarily register their shares in their own name. Shareholders should notify their nominee of such temporary re-registration in good time before January 22, 2016.

# Business/proposed agenda

- 1. Election of a Chairman of the Meeting
- 2. Preparation and approval of the voting list
- 3. Approval of the agenda
- 4. Appointment of two people to verify the minutes
- 5. Consideration of whether the Meeting has been duly convened
- 6. Resolution on approval of transfer of shares in subsidiaries Beijer Electronics UAB, Beijer Electronics SIA och Beijer Electronics Eesti Oü
- 7. Closing the Meeting

# Item 1 Electing a Chairman of the Meeting

The Nomination Committee proposes that Anders IIstam is elected Chairman of the Meeting.



Item 6 Resolution on approval of transfer of shares in subsidiaries Beijer Electronics UAB, Beijer Electronics SIA and Beijer Electronics Eesti Oü

Beijer Electronics owns 100% of the shares in (i) subsidiary Beijer Electronics UAB, Lithuania, in (ii) subsidiary Beijer Electronics SIA, Latvia and in (iii) subsidiary Beijer Electronics Eesti Oü, Estonia (inafter jointly referred to as "Subsidiaries").

The Board of Directors proposes that the EGM approves the transfer of all of Beijer Electronics' shares in the Subsidiaries to certain senior executives of the Subsidiaries.

Beijer Electronics intends to sell the shares in the subsidiary Beijer Electronics UAB to Liudgardas Skruodenis, Managing Director of the subsidiary. The shares of the subsidiary Beijer Electronics SIA are proposed to be sold to Olga Vorobjova, Managing Director of the company. The shares in the subsidiary Beijer Electronics Eesti Oü are proposed to be sold to Indrek Vendelin, Managing Director of the company. The shares of each subsidiary are proposed to be transferred from February 1, 2016, to the respective Managing Director against a purchase price that for each company corresponds to the book value. The book value amounts to approximately (i) SEK 2 m in Beijer Electronics UAB, Lithuania, (ii) SEK 1 m in the subsidiary Beijer Electronics SIA, Latvia and (iii) SEK 4 m in the subsidiary Beijer Electronics Eesti Oü, Estonia. Estimated turnover in the three companies amounts to SEK 18 m in 2015.

The background to the proposed transfers is that Beijer Electronics during 2015 has terminated the cooperation with Mitsubishi Electric. As the subsidiaries' business is focused on and depend on the sale of Mitsubishi Electric products, the Board of Directors predicts that there is no future in the companies under Beijer Electronics' ownership.

Beijer Electronics has not been able to find any external party who wanted to buy the shares at a fair selling price, and it is not possible to liquidate the subsidiaries with a reasonable profit.

In view thereof, and as the transfer is of such a nature that it requires shareholder approval, the Board of Directors of Beijer Electronics proposes that the Meeting approves that all shares that Beijer Electronics owns in the Subsidiaries are transferred to the senior executives of the companies.

Resolution pursuant to the Board of Directors' proposal requires the EGM's resolution being supported by shareholders representing at least nine tenths of the votes cast and shares represented at the Meeting.

#### Number of shares and votes

As of January 4, 2016 the total number of shares of the company, and the total number of votes, is 19,067,586.

### Other

The Board of Directors' complete proposals will be available from the company and the company's website (www.beijerelectronics.se) from January 14, 2016 onwards, and will be sent by mail to those shareholders that notified the company of their wish to receive it.

If any shareholder so requests, and the Board of Directors considers that it is possible without significant detriment to the company, the Board of Directors and Chief Executive Officer shall present information on circumstances that can affect the judgment of an item on the agenda.

## Welcome to the Meeting.

The Board of Directors Beijer Electronics AB (publ) Registration No. 556025-1851

Malmö, Sweden, January 2016



Beijer Electronics is a fast growing technology company with extensive experience of industrial automation and data communication. The company develops and markets competitive products and solutions that focus on the user. Since its start-up in 1981, Beijer Electronics has evolved into a multinational group present in 19 countries and sales of 1,402 MSEK 2014. The company is listed on the NASDAQ OMX Nordic Stockholm Small Cap list under the ticker BELE. www.beijerelectronics.se