

Proposal regarding guidelines for the remuneration of senior executives (Item 15)

The Board of Directors proposes that the annual general meeting 2019 resolve on guidelines for the remuneration of senior executives to apply up to the annual general meeting 2020, pursuant to the following.

The group of senior executives encompassed by the guidelines comprises the CEO and other members of Group executive management, as well as members of the Board of Directors of the company, to the extent employment or consulting agreements are entered into. The guidelines are valid for remuneration under agreements entered into after the approval of the guidelines by the annual general meeting, and for changes made to existing agreements thereafter.

The remuneration to the management may consist of fixed salary, variable compensation, long-term incentive programmes, pension and other benefits. The total remuneration package should be based on market terms, be competitive and enable the company to recruit and retain the managers the company needs to meet its short-term and long-term targets.

Fixed salary

The fixed salary for the CEO and the other members of the senior management shall mirror the demands and responsibility that the position entails as well as individual performance. The fixed salary for the CEO and the other members of the senior management is to be reviewed on a yearly basis.

To the extent a member of the Board of Directors carries out work for the company or for another group company, in addition to the board work, consulting fees and/or other remuneration for such work may be payable.

Variable compensation

Variable compensation in cash is conditional upon the fulfilment of defined and measurable criteria and should be maximised to 140 per cent of the annual fixed salary for the CEO and 70 per cent for the other members of senior management.

The criteria for variable compensation in cash are determined to support the company's and the group's short-term and long-term targets, long-term development, value creation and financial growth and shall be designed not to encourage excessive risk taking. Terms and conditions for variable compensation in cash should be designed so that the Board of Directors, if exceptional economic circumstances prevail, has the option of limiting or refraining from payment if such a measure is considered reasonable. In this context, fixed annual salary means cash salary earned during the year, excluding pension, supplements, benefits and similar.

Long-term incentive programmes

The aim of having long-term incentive programmes is to create a long-term commitment to the company, to attract and retain members of the senior management and key employees and to align the interests of the participants with the interests of the shareholders.

Long-term incentive programmes, if any, should constitute a complement to the fixed salary and the variable compensation in cash, with participants to be nominated based on, among other things, competence and performance.

Pension

Pension benefits should be defined contribution. For senior executives outside Sweden, pension benefits may vary due to legislation or practice in the local market.

Other benefits and compensation

Fixed salary during notice periods and severance payment, including payments for any non-compete restrictions, shall in aggregate not exceed an amount equivalent to the fixed salary for two years for the CEO and 18 months for the other members of senior management.

Other compensation may consist of other benefits that are customary and in line with market practice, such as healthcare insurance, which shall not constitute a material portion of the total remuneration.

Additional compensation may after decision by the Board of Directors be paid out in extraordinary circumstances, provided that such arrangement is made for management recruitment or retention purposes and is agreed only in individual cases. Such extraordinary arrangements may for example include a one-off cash payment, or a support package including relocation support or similar.

Deviation from the guidelines

The Board of Directors may resolve to deviate from the guidelines if the Board of Directors, in an individual case, is of the opinion that there are special circumstances justifying that.

Stockholm, April 2019

Munters Group AB

The Board of Directors