

Proposals by shareholders to be presented at the Annual General Meeting of Bufab Holding AB (publ) on Monday, May 5, 2014.

The below proposals correspond with the numbering set forth in the agenda proposed by the Board of Directors.

Election of Chairman of the Meeting (item 2)

Shareholders Bufab S.à.r.l., Lannebo funds and Carnegie funds ("Shareholders") representing 29.4 percent of the votes and the shares in the company have informed the Board of Directors that they propose that Sven-Olof Kulldorff is elected chairman of the Annual General Meeting.

Determination of the number of Directors to be elected (item 10)

Shareholders representing 29.4 percent of the votes and the shares in the company propose that the Board of Directors shall consist of seven (7) Board Members to be elected by the Meeting, and no deputies.

Determination of the number of auditors and deputies to be elected (item 11)

Shareholders representing 29.4 percent of the votes and the shares in the company propose that the Board of Directors shall appoint a registered public accounting firm as external auditor and that no deputies should be appointed.

Determination of remuneration to the Directors and the Auditor (item 12)

Shareholders representing 29.4 percent of the votes and the shares in the company propose

- An unchanged Board remuneration of SEK 1 300 000 whereof SEK 350 000 to the Chairman of the Board and SEK 175 000 to each of the other Directors elected by the Meeting and not employed by the company.
- For work within the Audit Committee, it is proposed that the three members of the Committee shall receive SEK 25 000 each.

Shareholders representing 29.4 percent of the votes and the shares in the company has informed the Board that they propose that the auditor's fee shall be paid on the basis of approved invoice.

Election of Directors and Chairman of the Board (item 13)

Shareholders representing 29.4 percent of the votes and the shares in the company propose re-election of the Directors Sven-Olof Kulldorff, Hans Björstrand, Ulf Rosberg, Jörgen Rosengren, Adam Samuelsson, Johan Sjö and Gunnar Tindberg.

Sven-Olof Kulldorff, 1954. MSc in Industrial Engineering and Management from Linköpings Tekniska Högskola and various educations within IKEA and ICA.

Previous assignments: Leading positions within IKEA (78-04, whereof 95-04 responsible for all purchases within the IKEA Group) and Executive Vice President ICA. Chairman of the board of directors of Byredo AB. Member of the board of directors of Boxon AB, several companies within the Bergendahl Group and ID.Design AS.

Current assignments: Chairman of the board of directors of Aktiebolaget Företagsledare Rego and Mestro AB. Member of the board of directors in Rusta AB, Sonat AB, inriver AB, Porpit AB, Stor&Liten AB, Tokmanni OY, K Hartwall OY, Nille AS and COOP Sverige.

Hans Björstrand, 1950. Upper secondary economy course.

Previous assignments: CEO of Bufab and several other assignments within the Group.

Current assignments: Member of the board of directors of Värnamo Energi Aktiebolag, Stacke Hydraulik Aktiebolag, Värnamo Elnät Aktiebolag, Värnamo Näringsliv Aktiebolag, Värnamo Energi Produktion AB, Hälsokost i Värnamo AB, Entreprenörinvest Sverige AB and Ekeborg Kapital AB.

Ulf Rosberg, 1965. MSc in Economics and Business Administration from Stockholm School of Economics and a major in finance from NYU, Stern School of Business in New York.

Previous assignments: Chairman of the board of directors of Finnveden AB, FinnvedenBulten AB and Nefab Holding AB. Member of the board of directors of Bulten AB, Finnveden AB, Nefab Aktiebolag, Finnveden Metal Structures AB, NC Advisory AB, Finnveden-Bulten AB, Nossegem AB, Nefab Holding AB, Thule Group AB, Nordic Cecilia Four AB and Folke Fashion AB.

Current assignments: Senior Advisor at NC Advisory AB. Member of the board of directors of Reynolds Holding AB, Ottawa Invest AB, Siaro Investment Holding AB, BVN Holding AB, UMR Invest AB, Idun Handel & Industri AB and Payair Technologies AB.

Jörgen Rosengren, 1967. MSc in Electrical Engineering from Lund University.

Previous assignments: Various positions within Husqvarna, Electrolux, McKinsey and Philips.

Current assignments: President and CEO of Bufab.

Adam Samuelsson, 1972. MSc in accounting and financial management from Stockholm School of Economics and an MBA from Harvard Business School.

Previous assignments: Member of the board of directors of Bulten AB, Nefab Aktiebolag, Finnveden Metal Structures AB and Nefab Holding AB.

Current assignments: President and member of the board of directors of Idun Handel & Industri AB. Member of the board of directors of Finnveden AB, FinnvedenBulten AB, Storskarven AB and BTG Holding AB.

Johan Sjö, 1967. Master in Business Administration from Växjö University.

Previous assignments: Chairman of the board and member of the board of directors in several companies within the Addtech Group. President of Addtech Holding AB.

Current assignments: President of Addtech AB. Deputy member of the board of directors of Joh. Sjö Industri AB, Henrik Sjö AB and Joh Sjö Holding AB.

Gunnar Tindberg, 1938. Qualified engineer and IFL Management.

Previous assignments: Deputy member of the board of directors of Idun Handel & Industri AB. CEO of Indutrade AB 1978-2004 and member of the board in the period 1980-2007.

Current assignments: Chairman of the board of directors of Idun Handel & Industri AB. CEO of GU Indu Technologies AB and member of the board of directors of TecnoMercApS.

Shareholders representing 29.4 percent of the votes and the shares propose that Sven-Olof Kulldorff is appointed Chairman of the Board.

Election of Auditor (item 14)

Shareholder representing 29.4 percent of the votes and the shares in the company propose that a registered public accounting firm shall be appointed as external auditor and that Öhrlings PricewaterhouseCoopers AB is appointed up until the end of the Annual General Meeting 2015. Öhrlings PricewaterhouseCoopers AB has informed that, provided that the Annual General Meeting adopts the Shareholders proposal, the registered auditors- in-charge will be authorized public accountant Bror Frid.

Resolution regarding Nomination Committee (item 15)

Shareholders representing 29.4 percent of the votes and the shares in the company propose that the company should have a Nomination Committee and have proposed the tasks of the Nomination Committee.

1. The company shall have a Nomination Committee consisting of one representative of each of the four largest shareholders in the company with regard to the number of votes held, and after inquiry has expressed a wish to participate in the nomination committee work, together with the Chairman of the Board of Directors. The Names of the four representatives and the names of the shareholders they represent shall be announced at the company's website at the latest six months before the Annual General Meeting. The term of office for the Nomination Committee shall be for the period until a new Nomination Committee has been appointed. Unless the members of the Nomination Committee agree otherwise, the Chairman of the Nomination Committee shall be the member that represents the largest shareholder with regard to the number of votes held.
2. If during the term of office of the Nomination Committee, shareholder having appointed a representative to the Nomination Committee no longer is among the four largest shareholders with regard to the number of votes held, and after inquiry has expressed a wish to participate in the nomination committee work, the representative appointed by such shareholder shall resign and the shareholder who is among the four largest shareholders with regard to the number of votes held and after inquiry has expressed a wish to participate in the nomination committee work may appoint its representative. If there are only marginal changes in the number of votes held or if the change occurs later than three months before the Annual General Meeting, no changes shall be made in the composition of the Nomination Committee unless there are special circumstances. A shareholder who has appointed a representative as member of the Nomination Committee has the right to dismiss such member and appoint a new representative as member of the committee. Changes in the composition of the Nomination Committee shall be announced as soon as they have occurred.
3. The Nomination Committee shall prepare the below proposals to be submitted to the Annual General Meeting for resolution:
 - a) Proposal regarding Chairman of the Annual General Meeting
 - b) Proposal regarding number of Directors and Directors on the Board
 - c) Proposal regarding Chairman of the Board of Directors

- d) Proposal to Directors' fees to each of the Directors elected by the Annual General Meeting and not employed by the company, distinguishing between the Chairman of the Board of Directors and other Members of the Board of Directors, and remuneration for committee work; stating the distribution between each member of the Board of Directors
 - e) Proposal regarding auditor(s) (if applicable)
 - f) Proposal regarding Auditor's fees, and
 - g) To the extent deemed necessary, proposals for amendments to this instruction for the Nomination Committee
4. The Nomination Committee, when performing its duties, shall fulfil the tasks that rest upon the Nomination Committee under the Swedish Code on Corporate Governance including, i.a. to provide the company with certain information in order to enable the company to fulfil its disclosure obligation under the Code and for the company to, upon request of the Nomination Committee, provide personnel resources such as secretary function for the Nomination Committee to facilitate the work of the committee. If needed, the company shall also be able to pay reasonable costs for external consultants that the Nomination Committee deems necessary in order for the Committee to be able to fulfil its assignment. The members of the Nomination Committee receive no compensation from the company for their work.
5. This instruction is valid until other is decided on an Annual General Meeting.

Shareholders
Bufab S.à.r.l.
Lannebo fonder
Carnegie fonder

April 2014