

**Proposal of the Board of Directors of BTS Group AB on guidelines for remuneration and other terms of employment to senior executives.**

The board of directors proposes that the following principles for remuneration and other terms of employment for senior executives shall be applied:

The company shall apply market-related remuneration and terms of employment in order to recruit and retain highly skilled employees with the capability to achieve set goals. For employment in different countries, each country's generally accepted terms of employment and good practices shall be observed.

The forms of remuneration aim to achieve a shared view in relation to the long-term outlook of the operations by rewarding performances of employees that benefit the company and thereby the shareholders. Individual employee remuneration shall be based on the respective position and responsibilities, performance, expertise and experience. The remuneration shall normally consist of fixed basic salary and a defined contribution pension benefit, amounting to a maximum of 35 percent of the fixed basic salary for the president of the parent company and 30 percent of the fixed basic salary for other senior executives. When deemed appropriate, the basic salary and pension benefit can be supplemented with variable remuneration, other benefits and participation in incentive programs.

Only the president of the parent company has the right to termination benefits, which in the event of termination by the company, amount to the equivalent of 12 monthly salaries.

The board of directors has the right to depart from the above principles if special grounds exist in particular cases.

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BTS GROUP AB (PUBL)  
Stockholm, April 2017  
*The Board of Directors*