

Board of Director's proposal for resolution on disposition of profit for 2012/13 and on distribution of profit and dividends, together with justificatory statement pursuant to Chapter 18, Section 4 of the Swedish Companies Act (2005:551)

The Board of **Systemair AB (publ)**, corporate registration number 556160-4108, proposes that the Annual General Meeting scheduled for 29 August 2013 resolve upon a disposition of the profit represented on the most recently reported balance sheet, such that SEK 78,000,000 is distributed to the shareholders and the remaining amount of SEK 752,436,344 is carried forward to next year's account. A dividend of SEK 1.50 per share shall be paid. Dividend shall be paid on 6 September 2013.

The Board submits the following justificatory statement pursuant to Chapter 18, Section 4 of the Companies Act:

The Company's and Group's profit and financial condition are healthy. Shareholders' equity provides sufficient coverage for the proposed dividend, which is consistent with the Company's dividend policy. The cash flow for the Company and Group is favourable. Following the proposed dividend, the Company's equity/assets ratio and liquidity would remain satisfactory in the context of the sector in which the Company and Group operate, and the Company and Group are assumed to be capable of meeting their short- and long-term obligations.

The Board thus deems the proposed dividend to shareholders to be defensible in view of the requirements that the character and scope of operations, along with their associated risks, pose with regard to the Company's shareholders' equity and the Company's and Group's balance-sheet strength, liquidity and general financial condition.

Skinnskatteberg, 5 July 2013

Lars Hansson

Gerald Engström

Elisabeth Westberg

Jürgen Zilling

Göran Robertsson

Hannu Paitula

Åke Henningsson

Kevin Rowland

Board of Directors, Systemair AB