

Board of Director's proposal for disposition of profit and dividends for 2016/17, together with justificatory statement pursuant to Chapter 18, Section 4 of the Swedish Companies Act

The Board of Systemair AB (publ.), corporate registration number 556160-4108, proposes that the AGM scheduled for 24 August 2017 resolve upon a disposition of the profit represented on most recently reported balance sheet such that SEK 104,000,000 is distributed to the shareholders and the remaining amount of SEK 1,770,860,950 is carried forward to next year's account. A dividend of SEK 2.00 per share is proposed. Monday, 28 August 2017 is proposed as the record date for the dividend. If the AGM resolves in accordance with the proposal, it is estimated that Euroclear Sweden AB will be able to pay the dividend on 31 August 2017.

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

The Company's and Group's earnings and financial condition are healthy. Shareholders' equity provides sufficient coverage for the proposed dividend, even though the latter is above the upper limit stated by the Company's dividend policy. The cash flows for Company and Group are good. Following the proposed dividend, the Company's equity/assets ratio and liquidity would remain satisfactory, relative to the sector in which the Company and Group operate, and the Company and Group should be expected to be able to meet their short- and long-term obligations.

[The Company's equity would have been affected to an insignificant extent if financial instruments measured in accordance with Section 4, subsection 14 a of the Swedish Companies Act, had instead been measured in accordance with the lowest value principle.]

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, 6 July 2017

Gerald Engström

Carina Andersson

Patrik Nolåker

Svein Nilsen

Per-Erik Sandlund

Ricky Sten

Åke Henningsson