



Annual General Meeting in Alfa Laval AB (publ)

The shareholders in Alfa Laval AB (publ) are hereby given notice to attend the Annual General Meeting held on Thursday 23 April 2015 at 4.00 p.m. CET at Sparbanken Skåne Arena, Klostergårdens idrottsområde, Stattenavägen, Lund, Sweden. Registration for the meeting begins at 3.30 p.m. CET. After the meeting, refreshments will be served.

Program for shareholders

In connection with the meeting, there will be an opportunity to view the production of plate heat exchangers at the facility in Lund. The tour begins with a gathering at Sparbanken Skåne Arena, not later than 1.30 p.m. Buses will then transport the visitors to the production facility and afterwards back to the premises at which the meeting will be held. The number of visitors on the tour is limited, and a notification of participation in the tour shall be made in connection with the notification of participation in the Annual General Meeting.

- 1.30 p.m. The buses depart from Sparbanken Skåne Arena to the Alfa Laval production facility in Lund
- 3.00 p.m. Coffee is served adjacent to the premises at which the meeting is held
- 3.30 p.m. Registration for the Annual General Meeting begins
- 4.00 p.m. The Annual General Meeting is opened

Right to participate

A shareholder who wishes to participate in the meeting and have the right to vote shall

- be registered in the share register maintained by Euroclear Sweden AB on Friday 17 April 2015, and
- notify its participation to Alfa Laval AB – together with any advisors (though not more than two) – not later than on Friday 17 April 2015, preferably before 12.00 p.m.

In addition, a shareholder whose shares are nominee-registered must temporarily have its shares registered in its own name in the share register maintained by Euroclear Sweden AB in order to be entitled to participate in the meeting. Such temporary ownership registration shall be executed by Friday 17 April 2015. This means that the shareholder must notify the nominee in ample time prior to that date.

Notification

Notification to participate in the meeting can be made

- by mail: Alfa Laval AB, Juridik, P.O. Box 73, SE-221 00 LUND, Sweden,
- by e-mail: arsstamma.lund@alfalaval.com,
- by fax: +46 46 36 71 87,
- on the website: www.alfalaval.com, or
- by telephone +46 46 36 74 00 or +46 46 36 65 00.

The notification shall include name, personal or corporate ID number, address and telephone number as well as information of any advisors (though not more than two). The notification shall also include any wish to participate in the tour of the production facility. A proxy for a shareholder shall, at the meeting at the latest, present the original copy of a dated proxy form in writing. The proxy form may at the time of the meeting not be older than one year, if not the limitation stated in the proxy is longer (not more than five years). A proxy form can be obtained from Alfa Laval AB, Juridik, P.O. Box 73, SE-221 00 LUND, Sweden and is also available at the Company's website, www.alfalaval.com. In addition, a proxy or a representative of a legal entity shall submit a certificate of registration no later than at the meeting. To facilitate the registration, the proxy form and, if applicable, the certificate of registration shall be sent (although not electronically) to Alfa Laval AB in connection with the notification. Alfa Laval AB will, on Monday 20 April 2015 at the earliest, dispatch an entrance card to be produced at the registration as a confirmation of the notification.

Proposed agenda

1. Opening of the meeting.
2. Election of a Chairman for the meeting.
3. Preparation and approval of the voting register.
4. Approval of the agenda for the meeting.
5. Election of one or two persons to attest the minutes.
6. Determination whether the meeting has been duly convened.
7. Statement by the Managing Director.
8. Report on the work of the Board of Directors and the Committees of the Board of Directors.
9. Presentation of the annual report and the Auditor's report, as well as the consolidated annual report and the Auditor's report for the group, and the Auditor's report regarding compliance with the guidelines for compensation to senior management adopted at the 2014 Annual General Meeting.
10. Resolution on
 - (a) the adoption of the income statement and the balance sheet as well as the consolidated income statement and the consolidated balance sheet;
 - (b) allocation of the Company's profit according to the adopted balance sheet, and record date for distribution of profits; and
 - (c) discharge from liability for members of the Board of Directors and the Managing Director.
11. Report on the work of the Nomination Committee.
12. Determination of the number of members of the Board of Directors and deputy members of the Board of Directors to be elected by the meeting as well as the number of Auditors and deputy Auditors.
13. Determination of the compensation to the Board of Directors and the Auditors.
14. Election of Chairman of the Board of Directors, other members of the Board of Directors and deputy members of the Board of Directors, Auditors and deputy Auditors.
15. Resolution on guidelines for compensation to senior management.

16. Resolution on the Nomination Committee.
17. Closing of the meeting.

Proposed resolutions

Item 2

The Nomination Committee proposes that the Chairman of the Board of Directors Anders Narvinger is appointed Chairman of the 2015 Annual General Meeting.

Item 10 (b)

The Board of Directors proposes a distribution of profits in an amount of SEK 4 per share for 2014. Monday 27 April 2015 is proposed as record date for the right to distribution of profits. If the meeting resolves in accordance with this proposal, Euroclear Sweden AB is expected to pay the distribution on Thursday 30 April 2015.

Item 12–14

The Nomination Committee proposes as follows:

Item 12: The number of members of the Board of Directors to be elected by the meeting is proposed to be nine with no deputies. Both the number of Auditors and the number of deputy Auditors are proposed to be two.

Item 13: The compensation to the Board of Directors is proposed to be a total of SEK 4,850,000 (SEK 4,575,000) to be distributed among the members of the Board of Directors who are elected by the meeting and not employed by the Company as follows:

- Chairman of the Board of Directors SEK 1,350,000
(SEK 1,250,000)
- Other members of the Board of Directors SEK 500,000
(SEK 475,000)

In addition to the proposed compensations to the members of the Board of Directors who are elected by the meeting and which are not employed by the Company, it is also proposed that the compensations mentioned below shall be distributed to the members who are Chairman or member of the Committees mentioned below. The proposed compensations are as follows:

Extra amount for the Chairman of the Audit Committee	SEK 150,000 (SEK 150,000)
Extra amount for the other members of the Audit Committee	SEK 100,000 (SEK 100,000)
Extra amount for the Chairman of the Remuneration Committee	SEK 50,000 (SEK 50,000)
Extra amount for the other members of the Remuneration Committee	SEK 50,000 (SEK 50,000)

Bracketed figures refer to compensation for 2014.

The Nomination Committee proposes, provided that it is cost-neutral for Alfa Laval AB and after a written agreement between Alfa Laval AB and a (Swedish) limited liability company which is wholly-owned by a board member, that Alfa Laval AB may approve that the board fee is invoiced by the company wholly-owned by the board member. In such case, the

invoiced fee shall be increased with an amount corresponding to social security payments pursuant to law and value added tax pursuant to law.

Compensation to the Auditors is proposed to be paid as per approved invoice.

Item 14: Members of the Board of Directors Gunilla Berg, Arne Frank, Ulla Litzén, Anders Narvinger, Finn Rausing, Jörn Rausing, Ulf Wiinberg and Lars Renström are proposed to be re-elected. Björn Hägglund has declared that he declines re-election.

Margareth Øvrum is proposed to be elected as new member of the Board of Directors. Margareth Øvrum is 57 years old and a member of the Executive Committee of Statoil ASA since 2004. Margareth Øvrum is a Norwegian citizen with a Master of Science in Technical Physics from Norwegian University of Technology (NTH) in Trondheim. Margareth Øvrum has, before assuming her current position as Executive vice president Technology, Projects and Drilling, for 38 years held a number of senior positions within Statoil in the field of technology, projects, production, maintenance, health, security, environment and purchase and other companies in the oil and gas industry. All positions have been held in Norway. Margareth Øvrum has vast experience of board work from a number of large companies and institutions, e.g. Storebrand ASA, Ratos AB, Bergens University, Elkem AS, Siemens Norge and Norwegian Research Council. She is currently a member of the Board of Directors of Atlas Copco.

The Nomination Committee proposes that Anders Narvinger shall be appointed Chairman of the Board of Directors. Should Anders Narvinger's assignment as Chairman of the Board of Directors end prematurely, the Board of Directors shall appoint a new Chairman.

Information on all members proposed to the Board of Directors and a report on the Nomination Committee's work is available at Alfa Laval AB's website, www.alfalaval.com and will also be available at the meeting.

The Nomination Committee proposes that the authorised public accountants Helene Willberg and Håkan Olsson Reising are re-elected as the Company's Auditors for the forthcoming year, thus for the time up to the end of the 2016 Annual General Meeting. The Nomination Committee also proposes that the authorised public accountants David Olow and Duane Swanson are re-elected as the Company's deputy Auditors for the forthcoming year, thus for the time up to the end of the 2016 Annual General Meeting.

Item 15

The Board of Directors proposes that the meeting adopts a resolution on the following guidelines for compensation to senior management:

1. Scope

The term senior management refers to the Managing Director and the group management. These guidelines apply to employment contracts for members of the senior management entered into following the adoption of these guidelines by the meeting, and to amendments to existing employment contracts for senior management made thereafter. The Board of

Directors has the right to deviate from the guidelines where special cause exists therefore in an individual case. Special cause may, e.g., be that it must be possible to offer to members of the senior management who reside outside Sweden terms which are competitive in their country of residence.

2. The main principle and how compensation matters are prepared

The main principle for the guidelines is that Alfa Laval AB shall offer compensation on market terms so that the Company can attract and retain a competent senior management. The Board of Directors has established a Committee within the Board, with the tasks of preparing matters regarding the guidelines for compensation for the senior management, which shall be resolved upon by the Annual General Meeting, as well as to the Board of Directors propose remuneration and employment provisions for the Managing Director. The Board of Directors shall resolve on matters regarding remuneration and employment provisions for the Managing Director following preparation by the Remuneration Committee. The Committee shall resolve on matters regarding remuneration and employment provisions for senior management which reports directly to the Managing Director. The Committee shall continuously report to the Board of Directors.

3. Fixed compensation

The fixed salaries shall be revised annually and shall be based upon the competence and areas of responsibility of each individual.

4. Variable compensation

The variable compensation comprises (i) an individual annual variable compensation, and may also, as a supplement, include (ii) a long-term incentive program.

- (i) The individual annual variable compensation may be between 30 and 60 percent of the fixed compensation, depending on position. The outcome depends on the degree of fulfilment of, in particular, financial targets, and to a more limited extent also on qualitative targets.
- (ii) The long-term incentive program directed to not more than 85 of the Company's top executives, including the senior management, is intended to be a supplement to the individual annual variable compensation. It is the Board of Directors' proposal to implement a long-term incentive program also in 2015, on terms similar to those of the current programs. The long-term incentive program for 2015 is, just as the long-term incentive programs for 2012, 2013 and 2014, a cash-based program connected to the Company's earnings per share, taking possible acquisitions of the Company's own shares into account. The long-term incentive program for 2015 will run for three years. The proposed program may generate up to a maximum of 75 percent in total of the participants' individual annual variable compensation over a period of three years. Payment to the participants of the program will be made after three years, provided, however, that they are still employees at that time.

The Board of Directors may consider to propose the meeting a share or share price-related program for the senior management.

5. Pension benefits

A detailed description of current pension schemes for the senior management is available in note 6 of the Annual Report for 2014.

Early retirement is offered selectively and only after a special decision by the Remuneration Committee. As from 2006, a premium based early retirement scheme with a premium of 15 percent of the pensionable income is offered.

For old-age pension, in addition to the ITP benefits, a premium based scheme, with a premium of 30 percent of the pensionable income above 30 basic amounts is being offered since 2006. Members of the senior management also have a special family pension which fills the gap between the old-age pension and the family pension according to the ITP plan. In addition, they have the opportunity to allocate salary and bonus to a temporary old-age and family pension.

6. Non-monetary benefits

Members of the senior management have the right to normal non-monetary benefits, such as company car and healthcare benefits. In certain cases, Alfa Laval AB can also arrange for a residence supplied by the Company.

7. Dismissal and severance pay

Should Alfa Laval AB dismiss a member of the senior management, the compensation during the notice period and the severance pay may be an amount corresponding to a maximum of two yearly salaries.

Item 16

The current Nomination Committee consists of Jörn Rausing – Tetra Laval, Claes Dahlbäck – Foundation Asset Management, Lars-Åke Bokenberger – AMF-Pension, Jan Andersson – Swedbank Robur fonder and Ramsay Brufer – Alecta as well as the Chairman of the Board of Directors Anders Narvinger. Jörn Rausing is Chairman of the Nomination Committee.

The Nomination Committee proposes that the Annual General Meeting adopts the following resolution regarding the Nomination Committee, to be valid until a new instruction is adopted:

that there shall be a Nomination Committee to prepare and present proposals to the shareholders at the Annual General Meeting regarding the election of Chairman of the Annual General Meeting, Chairman of the Board of Directors, members of the Board of Directors and, where applicable, Auditors as well as compensation to the Board of Directors and the Auditors;

that the Nomination Committee shall be appointed annually and consist of representatives of the, with Euroclear Sweden AB, five largest directly registered shareholders or another larger shareholder of which the Company has knowledge (“Largest Shareholders”) at the end of the third quarter. The majority of the Nomination Committee’s members may not be members of the Board of Directors. The members of the Nomination Committee shall be appointed as follows. The Chairman of the Board of Directors shall annually, at the end of the third quarter, contact the Largest Shareholders of the Company, who shall have the right to appoint one member each of the Nomination Committee. In addition to such owner representatives, the Nomination Committee may decide that the Chairman of the Board of Directors shall form part of the Nomination Committee. If any of the Largest Shareholders choose to waive their right to appoint a member of the Nomination Committee, or otherwise may be considered to have waived such right, the next shareholder, in order of priority, shall be offered the opportunity to appoint a member of the Nomination Committee whereby no more than a total of eight shareholders need to be asked unless this is required for the Nomination Committee to consist of at least three members. Should a member resign from the Nomination Committee before its work is completed, the shareholder who appointed such member shall have the right to appoint a substitute. The Chairman of the Nomination Committee shall be a shareholder representative who at the same time may be a member of the Board of Directors. However, the Chairman of the

Board of Directors shall not be the Chairman of the Nomination Committee. The Chairman of the Board of Directors shall, as part of the Nomination Committee's work, inform the Nomination Committee of such circumstances relating to the Board of Directors' work and need for specific competence etc. which may be of importance for the work of the Nomination Committee. Individual shareholders shall have the right to submit proposals to the Nomination Committee regarding members of the Board of Directors for further evaluation within the work of the Nomination Committee;

that an appointed Nomination Committee shall remain until a new Nomination Committee has been constituted. Should a shareholder who is represented in the Nomination Committee substantially decrease its shareholding and no longer be qualified for a post in the Nomination Committee, such shareholder's representative shall, where the Nomination Committee so decides, be dismissed and another of the Company's shareholders be offered to appoint a member in his or her place, in accordance with what is stated above;

that information on the composition of the Nomination Committee shall be announced in the Company's third-quarter interim report and on the Company's website not later than six months prior to the Annual General Meeting;

that no compensation shall be paid to the members of the Nomination Committee;

that the Nomination Committee shall be entitled to charge the Company for costs of recruitment consultants, where so deemed necessary to obtain a suitable selection of nominees for the Board of Directors;

that the Nomination Committee shall report its work at the Annual General Meeting; and

that the Nomination Committee, prior to an Annual General Meeting, shall take position on whether the Nomination Committee finds it required to propose amendments in the instruction set forth above and in such case, submit a proposal to the Annual General Meeting for decisions regarding such amendments.

Available documents

The annual report, the Auditors' report, the Board of Directors' reasoned statement regarding the proposed distribution of profits under item 10 (b), the Auditors' report regarding compliance with the guidelines for compensation to senior management adopted at the Annual General Meeting held in 2014 and complete proposals for all other resolutions as set out above will be held available for the shareholders at Alfa Laval AB on 2 April 2015 at the latest. Copies of the documents will be sent to shareholders who so request and state their postal address. The documents will also be held available on the Company's website, www.alfalaval.com no later than on the above-mentioned date. The Nomination Committee's proposal and reasoned statement is available on the Company's website, www.alfalaval.com.

Number of shares and votes in the Company

At the date of this notice, the total number of shares and votes in the Company is 419,456,315. All shares are of the same class. The Company itself holds no shares in the Company.

Information at the Annual General Meeting

The Board of Directors and the Managing Director shall, if any shareholder so requests, and if the Board of Directors considers that this can be done without significant harm for

the Company, give information on circumstances that can affect the judgement of an item on the agenda, circumstances that can affect the assessment of the financial situation of the Company or its subsidiaries and the Company's relationship with another group company.

Lund, March 2015
ALFA LAVAL AB (publ)

The Board of Directors