Minutes from the Annual General Meeting with the shareholders in Alfa Laval AB (publ), reg. no 556587-8054 at 16.00 – 17.30 hrs on April 23, 2013 in Lund

Present Shareholders:

Shareholders with votes according to Exhibit 1.

§1 Opening of the Annual General Meeting.

The Meeting was opened by the Chairman of the Board of Directors, Anders Narvinger.

§2 Election of a Chairman for the Meeting.

The Chairman of the Board of Directors, Anders Narvinger, was appointed Chairman of the Annual General Meeting, after having been proposed by Bo Selling, representing Alecta and the Nomination Committee. The Chairman appointed the secretary of the Board, General Counsel Mikael Wahlgren, to keep the minutes of the Meeting.

The Meeting approved that representatives of media and invited guests should be allowed to participate in the Meeting as audience (see Exhibit 2).

A minority, representing 1,933,939 (0.77%) votes, of the votes that were registered, abstained from voting concerning this proposal.

Mikael Wahlgren requested shareholders who would not give their consent, pursuant to the Personal Data Act (SFS 1998:204), to their personal data being noted in the minutes and to the publication of the minutes on the Company’s website, to announce to the Meeting such opinion in connection with their respective address.

§3 Preparation and approval of the voting register.

Mikael Wahlgren presented the requirements, according to law and the Articles of Association, for a shareholder to be registered in the preliminary voting list. Thereafter he presented the list of shareholders who had given notice of attendance to the Meeting and who had been registered as present, whereupon the adjusted voting list was presented.

The Meeting approved the adjusted list of shareholders who had given notice of their attendance and who also had appeared at the Meeting, according to Exhibit 1, as voting list at the Meeting. It was noted that the total number of

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votes represented at the Meeting was 251,418,173 votes constituting approximately 59.9% of the total number of votes in the Company. In total, 414 persons attended the Meeting, including representatives, assistants, guests and functionaries.

A minority, representing 1,933,939 (0.77%) votes, of the votes that were registered, abstained from voting concerning this proposal.

§4 Approval of the agenda for the Meeting.

The Meeting adopted the agenda proposed in the convening notice as agenda for the Meeting.

A minority, representing 1,933,939 (0.77%) votes, of the votes that were registered, abstained from voting concerning this proposal.

§5 Election of one or two persons to attest the minutes.

The Meeting resolved that the minutes were to be attested, in addition to the Chairman, by Annika Boström (Advokatfirman Glimstedt) and Anders Persson (Sveriges Aktiesparares Riksförbund and Aktiespararna Topp Sverige).

A minority, representing 1,933,939 (0.77%) votes, of the votes that were registered, abstained from voting concerning this proposal.

§6 Determination whether the Meeting has been duly convened.

Mikael Wahlgren announced that the notice convening today’s Meeting, in accordance with the provisions of the Articles of Association, was announced on the Company’s website on March 19, 2013, and in the Swedish Official Gazette (Swedish: “Post- och Inrikes Tidningar”) and Dagens Nyheter on March 21, 2013. The Meeting established that it had been duly convened.

A minority, representing 1,933,939 (0.77%) votes, of the votes that were registered, abstained from voting concerning this proposal.

§7 Statement by the Managing Director.

The Managing Director (MD) of the Company, Lars Renström, reported on the financial year 2012, presented some of the Company’s new products and informed about the current development in the group during the first quarter 2013. Lars Renström also thanked all employees for good performance during 2012.

The participants of the Meeting were, thereafter, given the opportunity to put forward their questions, during which the following questions were addressed:

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Anders Person, representing Sveriges Aktiesparares Riksförbund and Aktiespararna Topp Sverige, enquired:

1. whether there are any plans to increase the development of new products, whereupon the MD answered that the current pace of development of new products is at a good level for the Company and its sales organisation.

2. how the Company assures the compliance with the Company’s business principles, e.g. concerning the prevention of bribery and corruption, whereupon the MD answered that the Company maintains a good control through its corporate governance processes, special focus on sustainability issues, internal training and control of the Company’s organisation through internal and external audits.

Carina Lundberg Markow, representing Folksam and KPA enquired, after having commended the Company’s work with sustainability issues:

1. what the MD perceives to be the Company’s biggest challenge of sustainability in the nearest future, whereupon the MD answered that the biggest challenge probably lies within improving the management of the Company’s carbon emissions in connection with their transports.

2. about the Company’s view on corruption issues, whereupon the MD answered that the preventive work against risks related to corruption is taken extremely seriously and that it holds a high priority on the Company’s agenda.

3. how the Company can affect the rights of children in the countries where they are active, whereupon the MD answered that to the extent that the Company is able to affect the rights of children, the Company does this primarily through the support of local education and through providing help to established institutions and organisations that focus on these issues. For example, Alfa Laval has supported a school in Petrópolis (Brazil) where the students have been given access to computers at the Company’s local office.

Ann-Marie Nyqvist enquired if the Company is managing the bank for ideas, to which her husband has contributed with ideas during many years, whereupon the MD answered that even if it may take time before an idea is ready to materialise, all ideas that come to the Company’s Product Council are taken into consideration and discussed and stored for possible future use.

Tore Nilsson enquired if the lack of a student orchestra before the start of this year’s general meeting shall be regarded as an indication of the economic situation, whereupon the MD answered that this was not the case and that the Company will try to include a student orchestra at the next annual general meeting.

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§8 Report on the work of the Board of Directors and the Committees of the Board of Directors.

The Chairman of the Board of Directors, Anders Narvinger, reported on the work of the Board of Directors and the work of the Remuneration Committee of the Board. Finn Rausing, Chairman of the Board’s Audit Committee, reported on the work in the Audit Committee.

§9 Presentation of the annual report and the Auditors’ report, as well as the consolidated annual report and the Auditors’ report for the group, and the Auditors’ report regarding compliance with the guidelines for compensation to senior management adopted at the 2012 Annual General Meeting.

The annual report and the Auditors’ report for the Company and the consolidated annual report as well as the Auditors’ report on the consolidated annual report for the financial year January 1 – December 31, 2012, were presented. It was noted that the annual report and the Auditors’ report for the Company as well as the consolidated annual report and the Auditors’ report for the group had been available at the offices of the Company and on its website since March 28, 2013 and that copies had been sent to shareholders who had requested this and informed about their postal address and that copies of the printed annual report were available in the registration area for the Annual General Meeting. The Meeting resolved that the annual report for the Company as well as the consolidated annual report had been duly presented.

Stefan Landén, representing the Company’s Auditors, described the main contents of the Auditors’ report.

The Meeting concluded that the Auditors’ report for the Company and the Auditors’ report for the group for the financial year January 1 – December 31, 2012 had been duly presented.

Stefan Landén also presented the Auditors’ report, in accordance with Chapter 8 Section 54 of the Swedish Companies Act, regarding compliance with the guidelines for compensation to senior management adopted by the Annual General Meeting 2012, Exhibit 3, after which the Meeting established that this report had been duly presented.

The Chairman also informed the Meeting that the below mentioned statements and decision materials had been available to the shareholders for three weeks prior to the Meeting and had been distributed at the Meeting. The documents in question are:

- Statement by the Board of Directors concerning the proposed dividend,
- The Board of Directors’ complete proposal for a resolution on guidelines for compensation to senior management,
• The Nomination Committee’s complete proposal for a resolution on guidelines for the election of Nomination Committee, and

• The Board of Directors complete proposal for a resolution on authorisation for the Board of Directors to purchase shares in the Company, together with its statement thereon.

The Meeting concluded that the above mentioned documents had been duly presented.

Anders Persson, representing Sveriges Aktiesparares Riksförbund and Aktiespararna Topp Sverige, enquired how the Company, for accounting purposes, plans to manage “goodwill” going forward and how “goodwill” is managed in each division, whereupon the Company’s CFO, Thomas Thuresson, gave an exhaustive explanation regarding how the calculation and valuation of “goodwill” is performed and how the Company manages “goodwill” within the consolidated accounts.

§10(a) Resolution on adoption of the income statement and the balance sheet as well as the consolidated income statement and the consolidated balance sheet.

The Meeting resolved to approve the income statement and the balance sheet as well as the consolidated income statement and the consolidated balance sheet, all as per December 31, 2012 and presented in the 2012 annual report.

§10(b) Resolution on allocation of the Company’s profit according to the adopted balance sheet and on record date for distribution of profits.

The Meeting resolved, in accordance with the proposal of the Board of Directors on the disposition of the Company’s profit, as supported by the Auditors, that dividend shall be paid by SEK 3.50 per share for the financial year 2012, corresponding to SEK 1,468,097,102, and that the remaining earnings of SEK 6,817,374,353 shall be carried forward.

The Meeting further resolved that the record day for determining who shall be entitled to receive dividend shall be Friday April 26, 2013.

It was noted that the dividend is estimated to be distributed by Euroclear Sweden AB on Thursday May 2, 2013.

§10(c) Resolution on discharge from liability for members of the Board of Directors and the Managing Director.

Subject to what is stated below the Meeting, in accordance with the recommendation from the Auditors, unanimously resolved to discharge the members of the Board of Directors and the Managing Director from liability in respect of their management of the Company’s business for the financial year 2012.
It was noted that neither the members of the Board of Directors nor the Managing Director owning shares in the Company participated in this resolution as far as it regarded themselves and that a minority, representing 3,079,791 (1.22%) votes, of the votes that were registered, abstained from voting concerning this proposal.

§11 Report on the work of the Nomination Committee.

Jörn Rausing, Chairman of the Nomination Committee and representative of Tetra Laval, reported on the work of the Nomination Committee.

It was established that the Nomination Committee represented just over 76% of the number of votes present at the Meeting.

§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.

Bo Selling, representing the Nomination Committee, proposed, in accordance with the proposition contained in the convening notice, that the number of Board members to be elected by the Meeting shall be nine with no deputies, and that the number of Auditors shall be two and that the number of deputy Auditors shall be two.

The Meeting resolved that the number of Board members to be elected by the Meeting shall be nine with no deputies and that the number of Auditors shall be two and that the number of deputy Auditors shall be two.

§13 Determination of the compensation to the Board of Directors and the Auditors.

Bo Selling, representing the Nomination Committee, proposed and the Meeting resolved that the compensation to the Board of Directors shall be SEK 4,395,000 to be distributed among the members of the Board of Directors elected by the Meeting and not employed by the Company, as follows:

- Chairman of the Board of Directors: SEK 1,175,000
- Other members of the Board of Directors: SEK 460,000

Furthermore, the Meeting resolved that, in addition to the above compensation to the members of the Board of Directors who are elected by the Meeting and who are not employed by the Company, the compensation mentioned below shall be distributed to the Chairman or members of the Committees mentioned below:

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

The Meeting further resolved that the Company, provided that it is cost neutral for the Company and after written agreement between the Company and a (Swedish) limited liability company wholly-owned by a board member or a board member’s private business, may approve that the board fee is invoiced through the company wholly-owned by the board member or by the board members private business. The invoiced fee shall be increased with an amount corresponding to social security payments pursuant to law and value added tax pursuant to law.

The Meeting further resolved that the fee to the Company’s Auditors shall be paid as per approved invoice.

§14 Election of Chairman of the Board of Directors, members of the Board of Directors and deputy members of the Board of Directors, Auditors and deputy Auditors.

Bo Selling, representing the Nomination Committee, proposed, in accordance with the proposition in the convening notice, and the Meeting resolved, to re-elect Gunilla Berg, Arne Frank, Björn Hägglund, Ulla Litzén, Anders Narvinger, Finn Rausing, Jörn Rausing and Lars Renström as members of the Board of Directors and to elect Ulf Wiinberg as a new member of the Board of Directors.

The newly elected member of the Board of Director Ulf Wiinberg gave a short presentation of his background and what he considers that he can provide to the work of the Company’s Board of Directors.

The Meeting further resolved to re-elect Anders Narvinger as Chairman of the Board of Directors and that in case Anders Narvinger’s assignment as Chairman of the Board of Directors should end prematurely, the Board of Directors shall appoint a new Chairman.

Bo Selling, as representative of the Nomination Committee, also informed that the Nomination Committee has assessed that apart from Lars Renström, eight of the nine members elected by the Meeting are independent of the Company and the management and that the Nomination Committee also has made the assessment that all of the members elected by the Meeting, except for Board members Finn Rausing and Jörn Rausing, are independent of the Company’s major shareholder.

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The Chairman informed that three employee representatives and three deputies are elected to represent the employees in the Board of Directors and that these are to be elected by the respective trade union. Currently, the employee representatives are Bror Garcia Lantz, Jan Nilsson and Susanna Norry, with Leif Norkvist, Henrik Nielsen and Stefan Sandell as deputies.

The Meeting further resolved to elect the authorised public accountants Staffan Landén and Håkan Olsson Reising to be Auditors for the Company for the coming year, that is up to and including the Annual General Meeting 2014, and to elect the public accountants Johan Thuresson and Karoline Tedevall to be deputy Auditors for the Company for the coming year, that is up to and including the Annual General Meeting 2014.

A minority, representing 1,686,691 (0.67%) votes, of the votes that were registered, abstained from voting under item 14 on the agenda and 4,151,469 (1.65%) votes, of the votes that were registered, voted against the Nomination Committee’s proposals under item 14 on the agenda.

§15 Resolution on guidelines for compensation to senior management.

The Chairman presented the Board of Directors’ proposal on guidelines for compensation to and other employment conditions for the senior management, Exhibit 4. He also clarified that the proposed guidelines for compensation to senior management correspond in substance with the guidelines that have been approved at the last years’ Annual General Meetings.

The Meeting resolved to adopt the proposal of the Board of Directors on guidelines for compensation to senior management, Exhibit 4.

A minority, representing 2,670,824 (1.06%) votes, of the votes that were registered, abstained from voting concerning this proposal and 24,681,902 (9.82%) votes, of the votes that were registered, voted against this proposal.

Anders Persson pointed out that Aktiespararna does not have any objections in principle against variable compensation, but that Aktiespararna makes reservation against the resolved principles for compensation to senior management and that Aktiespararna instead demanded that part of the variable compensation should be share based and that clear goals are drawn up which reflect the expected performance. Moreover, Aktiespararna are against including the MD and the CFO in such variable compensation.

§16 Resolution on the Nomination Committee for the next Annual General Meeting.

Bo Selling, representing the Nomination Committee, proposed, in accordance with the proposition set out in the convening notice, and the Meeting resolved to adopt the Nomination Committee’s proposal regarding criteria for appointing
the Chairman and members of the Nomination Committee for the next Annual General Meeting, Exhibit 5.

A minority, representing 134,000 (0.05%) votes, of the votes that were registered, voted against this proposal.

§17 Resolution on authorisation of the Board of Directors to purchase shares in the Company.

Lars Renström presented the Board of Directors’ proposal to the Annual General Meeting to adopt a resolution that authorises the Board of Directors to resolve on purchases of shares in the Company.

The Meeting unanimously resolved, subject to what is stated below, in accordance with the proposal of the Board of Directors, to authorise the Board of Directors to, on one or more occasions prior to the next Annual General Meeting, resolve on purchases of shares in the Company, not more than to an amount corresponding to a maximum of five per cent (5%) of all shares in the Company. Purchases shall be made on NASDAQ OMX Stockholm at a price within the registered price interval from time to time. The purpose with the repurchase is to give the Board of Directors the possibility to, until the next Annual General Meeting, adjust the capital structure in the Company whereupon the Board of Directors intends to propose the next Annual General Meeting to resolve on withdrawal of the shares repurchased by the Company in accordance with the authorisation.

A minority, representing 1,686,691 (0.67%) votes, of the votes that were registered, abstained from voting concerning this proposal.

Anders Persson pointed out that Aktiespararna makes reservations against the resolved authorisation of the Board of Directors to purchase shares in the Company.

§18 Any other matter to be resolved upon by the meeting according to the Swedish Companies Act or the Articles of Association.

The Meeting noted that no such matters had been reported.

§19 Closing of the Meeting.

The Chairman declared the Annual General Meeting of 2013 closed.
At the minutes:  

Mikael Wahlgren  
Annika Boström  

Approved:  

Anders Narvinger  
Anders Persson  

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