

The English text is a translation of the Swedish original version. In the event of a conflict between the English and the Swedish texts the Swedish text shall prevail.

Thule Group AB (publ)

Proposal by the Board of Directors for an incentive program for executive management and key employees by way of (A) directed issue of subscription warrants, (B) approval of transfer of subscription warrants and (C) payment of retention bonus

The Board of Directors of Thule Group AB (publ) (the "Company") proposes that the general meeting resolves on an incentive program for executive management and key employees in the group based on issue and transfer of subscription warrants (the "Warrants Program 2017/2020"), on the following conditions.

A. Issue of subscription warrants

1. A maximum of 2,250,000 subscription warrants shall be issued.
2. The right to subscribe for the subscription warrants shall, with deviation from the shareholders' preferential right, vest in the Company's wholly-owned subsidiary Thule AB, with right and obligation for the subsidiary to transfer the subscription warrants to executive management and key employees within Thule Group and its subsidiaries. Thule AB shall not be entitled to dispose of the subscription warrants in any other way.
3. The subscription warrants shall be issued free of charge to Thule AB.
4. Subscription for the subscription warrants shall be made on a separate subscription list on 30 June 2017 at the latest, with a right for the Board to extend the subscription period.
5. Each subscription warrant shall entitle to subscription for one (1) new share in the Company.
6. Subscription for shares by virtue of the subscription warrants may be effected as from 15 May 2020 up to and including 15 December 2020.
7. The subscription price per share shall correspond to 118 per cent of the volume weighted mean value according to Nasdaq Stockholm's official price list for share in the Company during the period from 27 April 2017 up to and including 4 May 2017. If, at the time of subscription, the share price most recently paid for a share in the Company at the closing of the stock exchange on the business day immediately preceding the subscription exceeds 162.3 per cent of the average share price upon which the subscription price has been determined, in accordance with the above, the subscription price shall be increased

correspondingly by an amount equivalent to the amount of said closing price that exceeds 162.3 per cent of the average share price upon which the subscription price has been determined.

8. A share, which has been issued upon subscription, will entitle to dividends for the first time on the first record date for dividend occurring after subscription of shares through exercise of warrants has been executed.
9. Applicable terms for re-calculation and other terms for the Subscription Warrants Program 2017/2020 are set forth in the “*Terms and conditions for subscription warrants series 2017/2020 regarding subscription for shares in Thue Group AB (publ)*”.
10. The Board, or anyone appointed by the Board, shall be authorized to make such minor adjustments of the resolutions of the general meeting, including appendices, that may be necessary in connection with registration with the Swedish Companies Registration Office and Euroclear Sweden AB.

The reasons for the deviation from the shareholders’ preferential right are that the Board is of the opinion that an incentive program which offers executive management and key employees the opportunity to take part in an increase in value of the Company will enhance the commitment and responsibility, and results in an increased motivation to work for a favorable financial development of the Company. An incentive program is also expected to improve the possibilities to recruit and retain competent, motivated and committed employees.

B. Transfer of subscription warrants

Warrants Program 2017/2020 shall principally be carried out in accordance with what is stated below.

1. The subscription warrants shall be transferred by Thule AB, on one or several occasions, to employees within Thule Group and its subsidiaries, in accordance with the guidelines stated below.
2. Transfer shall be made at market value at the time of transfer, to be established by Öhrlings PricewaterhouseCoopers AB, as an independent valuation institute, by application of the Black & Scholes valuation method.
3. First allotment of subscription warrants shall be made in accordance with the following guidelines:

Position	Number of subscription warrants
CEO	A minimum of 125,000 and a maximum of 375,000 subscription warrants

CFO and President Region Americas	A minimum of 62,500 and a maximum of 187,500 subscription warrants per person
Other executive management and key employees (currently 8 persons)	A minimum of 43,750 and a maximum of 125,000 subscription warrants per person

The first allotment is expected to take place during May 2017. There will be no over-subscription.

4. The total number of subscription warrants issued in Warrants Program 2017/2020 exceeds the number of subscription warrants expected to be allotted in the first allotment. The subscription warrants remaining after the first allotment may be allotted to future employees or employees who have been promoted at market value, applicable from time to time, in accordance with the allotment principles stated above, whereby the above stated number of employees in each category may be changed. Transfer of subscription warrants to future employees may not occur after the annual general meeting 2018.
5. Right to allotment in the Warrants Program 2017/2020 requires that the employee, at the time for allotment, holds its position or has signed an agreement regarding it and has not, at such time, informed or been informed that the employment will be terminated.
6. When acquiring the subscription warrants the warrant holder shall enter into a pre-emption agreement with Thule AB, on by the Board established customary conditions.

C. Retention bonus

As part of the Warrants Program 2017/2020, participants receive a retention bonus in the form of a gross salary addition from the Company that in total amounts to the amount paid by the participant for its subscription warrants, provided that the participant at the time of payment remains in its position (or equivalent) within the group and has not terminated its employment. The bonus is payable in connection with the ordinary salary payment in December 2020. The Board may, if necessary in individual cases, resolve on alternative payment schedules.

Participants in other jurisdictions

For participants in jurisdictions other than Sweden, it is implied that the further transfer of the subscription warrants is legally possible and that further transfer, in the Board's opinion, can be carried out with reasonable administrative and financial efforts at their established market value. The Board shall have the right to adjust the terms of the Warrants Program 2017/2020 to the extent required in order for allotment and exercise of subscription warrants to participants in other jurisdictions, to the extent practically possible, to be carried out under the same conditions imposed by the Warrants Program 2017/2020.

Costs, dilution etc.

The Company's cost for the "retention bonus" to the participants is estimated, at full initial participation, including social security contributions, and at an assumed market value for the subscription warrants on the allotment date of SEK 8.40 per warrant, to amount to a maximum of approximately SEK 23.5 million. In addition, the Company may be charged minor costs for social security contributions for subscription warrants to participants in other jurisdictions. Other than that, the Warrants Program 2017/2020 is not expected to entail any significant costs for the Company. For that reason, no measures to secure the program has been taken.

Assuming that all 2,250,000 subscription warrants in the Warrants Program 2017/2020 are exercised for subscription of new shares, the Company's share capital will increase by a maximum of SEK 25,146.80, resulting in a maximum dilution effect equivalent to approximately 2.2 per cent calculated as the number of new shares in proportion to the number of existing shares. The key figure earnings per share for the full year 2016 had in such case been affected such that the result per share had been reduced by approximately SEK 0.08 from SEK 6.69 to SEK 6.61. The above is subject to re-calculations of the subscription warrants in accordance with the customary terms stated in the complete terms and conditions.

Current incentive program

There are currently 1,666,666 issued subscription warrants within an incentive program for executive management and key employees in series 2014/2018, of which 1,302,889 subscription warrants have been allotted, which corresponds to a dilution of approximately 1.3 per cent, calculated as the number of new shares in proportion to the number of existing shares. Subscription warrants in series 2014/2018 can be exercised during 2018. The subscription price is currently SEK 88, however if at the time of subscription of new shares, the share price most recently paid for a share in the Company at the closing of the stock exchange on the business day immediately preceding the subscription exceeds 164 per cent of the subscription price, the subscription price shall be increased by an amount equivalent to the amount of said subscription price that exceeds 164 per cent of the subscription price. Eight persons that holds subscription warrants in series 2014/2018 are also intended to be included in Warrants Program 2017/2020.

The preparation of the proposal

The proposal from the Board has been prepared by the Board's Remuneration Committee and the Board. The company's four largest shareholders, AMF Försäkring & Fonder, Lannebo Fonder, Nordea Fonder and SEB Fonder, has undertaken to support the proposal.

Majority requirement

The resolution of the general meeting above is proposed to be adopted as one joint resolution. A valid resolution requires that shareholders representing at least nine tenths

(9/10) of the votes cast and shares represented at the general meeting support the resolution.

Malmö in March 2017
Thule Group AB (publ)
The Board of Directors