

## Statement of the Board in compliance with the Swedish Companies Act (2005:551) clauses 18:4 (dividend) and 19:22 (repurchase of own shares)

The Board has proposed that the Annual General Meeting 2019 resolves on a dividend distribution of SEK 2.10 per share. The dividend will be paid in two instalments - SEK 1.05 in May 2019 and SEK 1.05 in November 2019. The Board has also proposed that the Annual General Meeting resolves to authorize the Board to resolve on a maximum re-purchase of the number of series A shares required in connection with the proposed option/SAR plan for 2019 and the number of shares required in connection with the share-saving/share-matching part of this plan as well as the number of shares corresponding to the synthetic shares for the Board members.

After the dividend distribution, the remaining unrestricted reserves of SEK 47,034 million are proposed to be balanced into a new account. The total amount of the proposed dividend distribution corresponds to approximately 5 % of the unrestricted reserves of the Company, which in total amounts to SEK 49,553 million prior to the transactions. In the Group balance sheet per December 31, 2018, the total equity available to the shareholders of the parent company, i.e. with consideration to minority holdings, amounts to SEK 56,376 million. After the proposed dividend of SEK 2,519 million, an amount of SEK 53,857 million will remain. In the Group balance sheet per December 31, 2018, accumulated earnings, including the result of the year 2018, amount to SEK 18,297 million prior to the proposed dividend distribution and will amount to SEK 15,778 million after the proposed dividend distribution.

The Board notes that there will be full coverage for the restricted reserves of the Company after the dividend distribution and a repurchase of own shares.

The Board makes the assessment that the Company's and the Group's own capital after the dividend distribution and the repurchase of own shares will be able to sustain the requirements which the nature, size and risks of the business will present.

The Board further considers the actions reasonable in light of the Company's and the Group's consolidation requirements, liquidity and position in general.

Neither the dividend distribution nor the repurchase of own shares are assumed to present any risk for the Company's or the Group's ability to fulfil its short or long term payment obligations, and neither of these measures are assumed to affect the ability of the Company to make required investments.

Reflecting this, the Board considers the proposed dividend distribution and the proposed repurchase of shares to be compatible with the rules of reason expressed in the Swedish Companies Act (2005:551) clause 17:3 2-3.

### Epiroc Group Center

Epiroc AB  
P.O. Box 4015  
SE-131 04 Nacka  
Sweden

Visitors' address:  
Sickla Industriväg 19  
Nacka

Telephone: +46 10 755 0000  
epiroc.com

Reg. No: 556041-2149  
Reg. Office Nacka