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## **The Nomination Committee's proposal**

The Nomination Committee in Addtech AB ("the Company") proposes to the Annual General Meeting August 29, 2019 to decide as follows:

### **Item 2 Election of Chairman to preside over the Meeting**

The Chairman of the Board, Anders Börjesson, is proposed as Chairman to preside over the Meeting.

### **Item 11 Determination of the number of Board members**

The Nomination Committee proposes that the Board of Directors shall consist of seven Board members.

### **Item 12 Determination of fees for the Board of Directors and the auditors**

The fee for each Board member shall be as follows: SEK 740,000 to the Chairman of the Board, SEK 370,000 to each of the other Board members appointed by the Annual General Meeting who are not employed by the company and additionally SEK 50,000 to each member of the Remuneration Committee. Total fees amount to SEK 3,060,000.

Subject to Swedish law and requiring an agreement with the Company, a Board member may invoice the Company such fees, including any social security charges and VAT, from a legal entity owned by the member. Such a procedure must be cost neutral for the Company.

Audit fees will be paid according to approved invoice.

### **Item 13 Election of Board members and Chairman of the Board of Directors**

Re-election of the Board members Anders Börjesson, Eva Elmstedt, Kenth Eriksson, Henrik Hedelius, Ulf Mattsson, Malin Nordesjö, and Johan Sjö.

Anders Börjesson is proposed to be re-elected as Chairman of the Board.

### **Item 14 Election of Auditor**

The Nomination Committee proposes that the Annual General Meeting shall elect the auditing company KPMG AB. KPMG AB has notified that the authorized auditor Joakim Thilstedt will be appointed as Auditor in charge.

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## **The Nominating committee's work report and motivated opinion regarding proposals for Board members prior to the 2018 AGM**

The Nominating committee has held four meetings at which all committee members were present. The work of the nominating committee begins by going through a check list containing all tasks that it must perform under the Code of Corporate Governance and additionally, a schedule is established for the work that needs to be done.

The Nominating committee has based its considerations on the Board having an appropriate composition, considering the company's current situation, future focus and other circumstances, characterised by versatility and width in terms of the skills, experience and background of Board members. As a basis for its considerations, the nominating committee has received information from the Chairman of Addtech AB's Board of Directors on the Board's own evaluation and on the company's operations, stage of development and other circumstances. The Nominating committee has also interviewed some of the Board members and been given a presentation by the CEO. Also, the committee has been provided with assessments of the Board regarding the quality and efficiency of the auditor's work.

The Nominating committee has applied rule 4.1 of the Swedish Code of Corporate Governance as its diversity policy when drafting its proposal. The committee's proposal entails the Board having seven members, of which two are women, corresponding to 29 percent, which does not meet the requirements of the Code of Corporate Governance for an equal gender balance. The Nominating committee supports the initiative of the Swedish Corporate Governance Board and its ambition of ensuring that the least represented gender reaches a level of around 40 percent on the boards of listed companies by 2020. When the Nominating committee assesses that there is reason to propose further changes to the Board's composition, the Nominating committee, as it has according to the principles so far, will continue to pay regard to versatility and width on the Board, including gender balance, in its considerations regarding which Board composition enables the Board to acquire the best skills and expertise.

The proposed Board members collectively possess sound financial and industrial expertise, along with knowledge of international conditions and markets, including relevant sustainability aspects. The question regarding the independence of Board members has been discussed. The Nominating committee's assessment in these respects is stated next to each proposed member under the presentation on the proposed Board members. The proposal for Board composition meets the relevant independence requirements.

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## **Presentation of proposed Board members**

### **Anders Börjesson**

Degree of Master of Science in Business and Economics. Born 1948.

Chairman of the Board 2001.

Other Boards assignments: Chairman of Tisenhult Group and Lagercrantz Group. Director of Bergman & Beving and a number of companies within the Tisenhult Group.

Professional experience: President and CEO of Bergman & Beving.

Number of shares in the Company (incl. associated): 1,527,162 class A shares and 121,500 class B shares

Independence in relation to the company/management\*: Yes

Independence in relation the major shareholders of the Company\*: No

### **Eva Elmstedt**

Bachelor in Economics and Computer science. Born 1960.

Board Member since 2005.

Other Boards assignments: Chairman of Proact IT Group, director of Arjo, Gunnebo, Semcon and Smart Eye.

Professional experience: Senior positions at Nokia Networks, Ericsson, 3.

Number of shares in the Company (incl. associated): 29,289 class B shares

Independence in relation to the company/management\*: Yes

Independence in relation the major shareholders of the Company\*: Yes

### **Kent Eriksson**

Degree of Master of engineering and Master of Science in Business and Economics. Born 1961.

Board Member since 2016.

Other Boards assignments: Chairman of Concentric and director in Technology Nexus.

Professional experience: CEO in Tradimus and senior positions at Electrolux. Partner in Athanase Industrial Partner.

Number of shares in the Company (incl. associated): 22,502 class B shares.

Independence in relation to the company/management\*: Yes

Independence in relation the major shareholders of the Company\*: Yes

### **Henrik Hedelius**

Degree of Master of Science in Business and Economics. Born 1966.

Board Member since 2017.

Senior Advisor United Bankers LTD.

Other Boards assignments: Board member in Bergman & Beving and Two H AB.

Professional experience: Board Member in Bergman & Beving, Mannerheim Invest, Vinovo, Team Sportia and Mind Industrial Group. Senior positions at Jarl Securities, Storebrand Kapitalförvaltning, Swedbank and ABN Amro.

Number of shares in the Company: 9,900 class B shares.

Independence in relation to the company/management\*: Yes

Independence in relation the major shareholders of the Company\*: No

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**Ulf Mattsson**

Degree of Master of Science in Business and Economics. Born 1964.

Board Member since 2012.

Industrial advisor at EQT and PJT Partners.

Other Boards assignments: Chairman in Eltel, VaccinDirekt and Lideta. Board member in Oras Invest Oy and Priveq V.

Professional experience: Senior positions at Tarkett, CEO in Domco, Mölnlycke Health Care, Capiro and Gambro. Acting CEO in Karo Pharma until July, 1, 2019.

Number of shares in the Company: 8,000 class B shares.

Independence in relation to the company/management\*: Yes

Independence in relation the major shareholders of the Company\*: Yes

**Malin Nordesjö**

Degree of Master of Science in Business and Economics. Born 1976.

Board Member since 2015.

Other Boards assignments: Chairman of Boomerang Sweden, Expando Electronics and Futuraskolan. Board member in Bergman & Beving and Tisenhult Group.

Professional experience: Senior positions in Tisenhult Group and Trittech Technology.

Number of shares in the Company: 19,502 class B shares.

Independence in relation to the company/management\*: Yes

Independence in relation the major shareholders of the Company\*: No

**Johan Sjö**

Degree of Master of Science in Business and Economics. Born 1967.

Board Member since 2008.

Employed in the group since 2007.

Other Boards assignments: Chairman of the Board in AddLife, Bergman & Beving and OptiGroup.

Board member in Bufab, Camfil and M2 Asset Management.

Professional experience: CEO in Addtech AB, senior positions in Bergman & Beving and Alfred Berg/ABN Amro.

Number of shares in the Company: 10,080 class A share and 92,804 class B shares. Call options equivalent to 87,750 B-shares.

Independence in relation to the company/management\*: No

Independence in relation the major shareholders of the Company\*: Yes

\* The information regarding independency is related to the proposed Board members' independence in accordance with the Swedish Code of Corporate Governance in relation to a) the company/management and b) major shareholders.

*Stockholm, July 2019*

**Addtech AB (publ)**

*The Nomination Committee in Addtech AB*