

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

The Nomination Committee in Addtech AB ("the Company") proposes to the Annual General Meeting August 31, 2016 to decide as follows:

### **Item 1 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**

Seven Board members are proposed.

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

The fee for each Board member shall be unchanged from the previous year. The fees are as follows: SEK 500,000 to the Chairman of the Board, SEK 380,000 for the Vice Chairman of the Board and SEK 250,000 to each of the other Board member appointed by the Annual General Meeting who are not employed by the company. Total fees amount to SEK 1,880,000.

Based upon individual agreement with Addtech AB, a Board fee may be invoiced by a company or private business wholly owned by the director. If this is done, the fee shall be increased by an amount corresponding to the social security charges and value-added tax.

No fee is paid for committee work.

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, Tom Hedelius, Ulf Mattsson, Johan Sjö and Malin Nordesjö. New election of Kenth Eriksson.

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

It is noted that Lars Spongberg has declined re-election

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

Election of the audit firm KPMG AB. The Authorised Public Accountant George Pettersson will be the Auditor in charge.

## **The Nomination Committee's reasoned opinion regarding proposal of the Board of Director for the Annual General Meeting 2016**

The Nomination Committee has in its considerations taken as a starting point that the Board should, considering the Company's current situation, future position and conditions otherwise appropriate, characterized by diversity and width regarding the qualifications, experience and background of elected members' qualifications. The Nomination Committee has, as basis for its deliberations,

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through Addtech AB's Chairman of the Board received information on the Board's own evaluation as well as of the company's operations, phase of development and other circumstances. The Nomination Committee has also interviewed some of the Board members. The Nomination Committee's proposal means that the Board will have seven members, two of whom are women, representing 29 per cent.

When the Nomination Committee deems that there are grounds to propose further changes to the composition of the Board, the Nomination Committee will, as in the past, - within the context of its considerations regarding the composition of the Board whereby the Board is supplied to the best expertise and experience - also pay attention to the interests of diversity and width of the Board, including gender terms.

The question regarding the board members' independence has been discussed. The Nomination Committee's assessment in this respect is shown by each proposed member under the presentation about the proposed board above. The proposal of the Board meets the independence requirements.

The Nomination Committee has held three meetings at which all members were present. The Nomination Committee's work begins with a review of a checklist that contains all the tasks that the Nomination Committee shall perform in accordance with the Corporate Governance Code and also establishes a timetable for the work to be performed. The Nomination Committee has been informed of the results of the annual evaluation of the Board's work, including the efforts of individual members. Based on this information, the Nomination Committee can assess what skills and experiences that are required by the Board. In addition, the Nomination Committee has taken note of the Board's assessment of the quality and efficiency of the auditor's work.

### **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 the Board in B&B Tools, Tisenhultgruppen and Lagercrantz Group.

Board Member in Bostad Direkt, Futuraskolan, Inomec, Ventilationsgrossisten Nordic and Swedish Cable Trolleys.

Previous work experience: Group CEO and CEO at Bergman & Beving.

Number of shares in the Company: 1,492,776 class A shares and 121,050 class B shares, which 60,000 class B shares are owned through the wife.

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: Board Member in Proact IT, Gunnebo, Know IT, Syntavia and Axíell Group.

Previous work experience: Senior positions in NSN, Nokia Networks, Ericsson, 3, Semcon and IBM.

Number of shares in the Company: 10,000 class B shares, which 3,100 class B shares are owned through her own company.

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

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

### **Kentth Eriksson**

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

Other Boards assignments: Board Member in Concentric, Transportes Azkar SA and Technology Nexus.

Previous work experience: CEO in Tradimus and Senior positions in Electrolux. Partner in Athanase Industrial Partner.

Number of shares in the Company, own and through related: 10,000 class B shares.

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

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

### **Tom Hedelius**

Degree of Master of Science in Business and Economics, ekon dr hc. Born 1939.

Deputy Chairman of the Board since 2001.

Other Boards assignments: Honorary Chariman in Svenska Handelsbanken. Chairman of the Board in Anders Sandrews foundation and Jan Wallanders and Tom Hedelius foundation. Deputy Chairman of the Board in Lagercrantz Group.

Previous work experience: Chairman of the Board, CEO and management positions within Svenska Handelsbanken and Chairman of the Board in Industrivärden.

Number of shares in the Company: 1,447,776 class A shares and 16,200 class B shares.

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

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

### **Ulf Mattsson**

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

Board Member since 2012.

Other Boards assignments: Chairman of the Board in AcadeMedia, itslearning, Grangården, Evidensia Djursjukvård, Musti Ja Mirri Oy and Crem International. Industrial advisor for EQT.

Previous work experience: Senior positions in Tarkett, CEO for Domco, Mölnlycke Health Care, Capio and Gambro.

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 the Board in Futuraskolan. Board Member in Tisenhultgruppen, Ventilationsgrossisten Nordic and Bostad Direkt.

Previous work experience: Senior positions in Bostad Direkt, Futuraskolan and Tritech Technology and auditor at KPMG.

Number of shares in the Company: 11,502 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.

CEO and Group president in Addtech AB.

Board Member since 2008.

Employed in the group since 2007.

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**ADDTECH**

Other Boards assignments: Chairman of the Board in AddLife. Board Member in Bufab.

Previous work experience: Senior positions in B&B TOOLS and Alfred Berg/ABN Amro.

Number of shares in the Company: 10,080 class A share and 173,000 class B shares. Call options equivalent to 110,500 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 2016*

***Addtech AB (publ)***

*The Nomination Committee in Addtech AB*