

## **The nomination committee's proposal to the general meeting 2019 of NCAB Group AB (publ)**

The nomination committee of NCAB Group AB ("NCAB") before the general meeting 2019 is composed of Jannis Kitsakis (representing Fjärde AP-Fonden and acting as chairman of the nomination committee), Christian Salamon (chairman of the board of directors), Per Hesselmark (R12 Kapital AB), Sofia Aulin (Länsförsäkringar) and Gunnar Blix (Tredje AP-Fonden).

### ***The nomination committee's proposal for the chairman of the general meeting***

The nomination committee proposes that attorney at law Emma Norburg from Advokatfirma DLA Piper is appointed chairman of the general meeting.

### ***The nomination committee's proposal for appointment of the board of directors and chairman of the board of directors and remuneration for the board of directors***

The nomination committee hereby proposes the following regarding the board of directors of NCAB:

- that the board of directors shall consist of seven directors appointed by the general meeting without deputy directors,
- that all current directors, Christian Salamon, Hans Ramel, Hans Ståhl, Per Hesselmark, Jan-Olof Dahlén, Magdalena Persson and Gunilla Rudebjer are re-elected for the period until the next annual general meeting has been held,
- that Christian Salamon is re-elected as chairman of the board and
- that the remuneration to the board of directors remains unchanged and is set to SEK 2 775 000 to be allocated with SEK 700 000 to the chairman of the board and SEK 350 000 to each of the directors of the board who are not employees of the group, SEK 150 000 to the chairman of the audit committee and SEK 50 000 to each of the members of the audit committee who are not employees of the group and SEK 25 000 to each of the members of the remuneration committee who are not employees of the group.

A presentation of the proposed directors is set out below. The nomination committee's explanatory statement will be made available on the NCAB's website, [www.ncabgroup.com](http://www.ncabgroup.com).

### ***The nomination committee's proposal for appointment of auditor and remuneration to the auditor***

The nomination committee proposes re-election of ÖhrlingsPriceWaterhouseCoopers AB. The auditing firm has declared that if the general meeting resolves in accordance with the proposal, Johan Engstam will be appointed as auditor in charge.

Remuneration to the auditors is proposed to be paid according to approved account.

The nomination committee's proposal is in conformity with the audit committee's recommendation.

### ***The nomination committee's proposal for nomination committee before the annual general meeting 2020***

The nomination committee proposes that nomination committee before the annual general meeting 2020 shall be appointed according to the attached proposal.

## **Presentation of the proposed directors of the board**

### **Christian Salamon**

Born 1961. Chairman of the board, elected 2007

*Main education and professional experience:* M.Sc. in Engineering Physics from the KTH Royal Institute of Technology, Stockholm and an MBA from Harvard Business School, Boston. Previously worked at Atlas Copco, McKinsey and Industri Kapital, board assignments in both private and listed companies.

*Other current assignments:* Chairman of the board of directors of OSM Holding AB, director of the board of Oriflame Holding AG and Altor Fund Manager AB as well as advisor to eEquity. Director of the board of Sverige-Amerika stiftelsen.

*Holding of financial instruments:* 549 315 shares through wholly-owned company Gogoy AB.

*Independence in relation to major shareholders:* Yes

*Independence in relation to the company and the company management:* Yes

### **Hans Ramel**

Born 1964. Director of the board, elected 2007

*Main education and professional experience:* M.Sc. in Business and Economics from the Stockholm School of Economics. R12 Kapital, formerly with Coopers & Lybrand Consulting and Oriflame Cosmetics.

*Other current assignments:* Director of the board of af Jochnick Foundation, Twilfit AB, Aditro Group AB and OSM Holding AG.

*Holding of financial instruments:* No shares, but owns 10.7% of the shares and 36% of the voting rights in R12 which owns 3 899 970 shares equivalent to 23.15% of the capital of NCAB.

*Independence in relation to major shareholders:* No

*Independence in relation to the company and the company management:* Yes

### **Hans Ståhl**

Born 1955. Director of the board, elected 2007. Managing Director since 2004.

*Main education and professional experience:* Former Managing Director of Electrotryck AB

*Other current assignments:* -

*Holding of financial instruments:* 873 860 shares

*Independence in relation to major shareholders:* Yes

*Independence in relation to the company and the company management:* No

### **Per Hesselmark**

Born 1971. Director of the board, elected 2016.

*Main education and professional experience:* M.Sc. in Business and Economics from the Stockholm School of Economics. R12 Kapital, Formerly with Ernst & Young Consulting and Maizels Westerberg & Co.

*Other current assignments:* Chairman of the board of directors of MEW AB Holding AB and Nimbus Boats Sweden AB as well as director of the board of Aditro Group AB and OSM Holding AB.

*Holding of financial instruments:* No shares, but owns 10.1% of the shares and 35.7% of the voting rights in R12 which owns 3 899 970 shares equivalent to 23.15% of the capital of NCAB.

*Independence in relation to major shareholders:* No

*Independence in relation to the company and the company management:* No

**Jan-Olof Dahlén**

Born 1942. Director of the board, elected 2007.

*Main education and professional experience:* Master of Science in Civil Engineering from Chalmers University of Technology and a Master of Science in Business Administration and Economics from University of Gothenburg School of Business, Economics and Law, and studies at Carnegie Mellon University in the USA. Long business experience as CEO for Carl Lamm and partner at Carta Corporate Advisors and Booz Allen Hamilton.

*Other current assignments:* Chairman of the board of Millistream market Data AB and Magic Formula Sweden AB.

*Holding of financial instruments:* 60 000 shares

*Independence in relation to major shareholders:* Yes

*Independence in relation to the company and the company management:* Yes

**Magdalena Persson**

Born 1971. Director of the board, elected 2017.

*Main education and professional experience:* M.Sc. in Business Administration and a Licentiate of Economics and Management from Linköping University. In the past five years, Magdalena Persson has been, but is no longer, the chairman of the board of directors of Affecto Plc, and a member of the board of directors of Fortnox AB and Aditro Group AB. Furthermore, external CEO of Interflora AB. Prior to that served in leading positions in the IT Industry, as Senior Director of Enterprise Commercial in Microsoft Western Europe and as Managing Director at WM Data Business Partner.

*Other current assignments:* Chairman of the board of Candidator DGC AB and director of the board of Intrum (publ).

*Holding of financial instruments:* 2 000 shares

*Independence in relation to major shareholders:* Yes

*Independence in relation to the company and the company management:* Yes

**Gunilla Rudebjer**

Born 1959. Director of the board, elected 2017.

*Main education and professional experience:* M.Sc. in Business and Economics from the Stockholm School of Economics. CFO Scandic Hotels, Cision, Parks & Resorts, Mandator, TUI Nordic.

*Other current assignments:* Director of the board of Ambea AB (publ), Oriflame Holding AG and OptiGroup.

*Holding of financial instruments:* 6 666 shares

*Independence in relation to major shareholders:* Yes

*Independence in relation to the company and the company management:* Yes