

## **The Nomination Committee's proposal to the Annual General Meeting 2013 in Elanders AB (publ) including information on proposed members to the Board and motivation**

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

The nomination committee, which is composed of Carl Bennet, (Carl Bennet AB) Chairman, Hans Hedström (Carnegie Funds) and Göran Erlandsson (representative for the smaller shareholders) proposes:

- the appointment of Carl Bennet as chairman of the Annual General Meeting,
- the number of the Board shall consist of seven members and no deputies,
- remuneration to Board Members shall amount to SEK 2,390,000 to be divided so that the Chairman receives SEK 566,000 and the other members not employed in the Company will each receive SEK 283,000, the chairman of the audit committee receives SEK 114,000 and remuneration to each member of the audit committee will be SEK 57,000, the chairman of the remuneration committee receives SEK 62,000 and remuneration to each member of the remuneration committee will be SEK 31,000.
- the re-election of Carl Bennet, Erik Gabrielson, Göran Johnsson, Cecilia Lager, Magnus Nilsson, Kerstin Paulsson and Johan Stern to the Board.
- the re-election of Carl Bennet as Chairman of the Board.
- that the company elects one auditor and no deputies,
- that remuneration to the auditor be paid according to approved invoices within the boundaries of the offer and
- that the company auditor PricewaterhouseCoopers AB be re-elected.

The Nomination committee further proposes that the Annual General Meeting resolve:

- that the Chairman of the Board summon a nomination committee for the Annual General Meeting of 2014 consisting of the Chairman of the Board, a representative for each of the three largest shareholders in the company per 31 August 2013 and a representative for minor shareholders.
- that if one of the largest shareholders should decide to not name a representative to the nomination committee this right will be transferred to the shareholder who, after these three shareholders, has the largest holding in the company,
- that in case an owner representative no longer represents the shareholder in question, or for other reasons leave the nomination committee before its task is accomplished, the shareholder is permitted to choose a new representative as member of the nomination committee,
- that in the case the owner representative represents a shareholder who has sold all or most of its holding in Elanders AB, the nomination committee may decide that the member shall vacate the post and, if the nomination committee considers it prudent, offer another representative for a major shareholder a place on the nomination committee, and
- that the Nomination committee shall perform such duties that fall on the Nomination committee in accordance with the Swedish Code of Corporate Governance.

## Information on the proposed Board Members

### **Members for re-election**

#### **Carl Bennet, b. 1951, Chairman of the Board**

*Elected in:* 1997.

*Education:* Bachelor of Science (Econ.). Dr. Technol. h.c.

*Appointments on the Elanders Board:* Chairman of the nomination committee and remuneration committee.

*Other appointments:* Chairman of the board of Getinge AB, the University of Gothenburg and Lifco AB. Member of the board of Holmen AB and L E Lundbergföretagen AB.

*Shareholding:* 1,166,666 class A shares and 10,382,098 class B shares.

#### **Erik Gabrielson, b. 1962**

*Elected in:* 2012.

*Education:* Master of Laws.

*Appointments on the Elanders Board:* Member of the remuneration committee.

*Other appointments:* Member of the board in the law firm Vinge, Generic Sweden AB, Lifco AB, Rosengård Invest AB and Storegate AB as well as deputy in Lamiflex International AB.

*Shareholding:* None.

#### **Göran Johnsson, b. 1945, Member of the Board**

*Elected in:* 2006.

*Education:* Elementary school and education within the trade unions.

*Appointments on the Elanders Board:* Member of the audit committee.

*Other appointments:* Chairman of the board of Sveriges Television AB, Calmando AB and Rådhusgruppen City AB. Deputy chairman of EKN. Member of the board of IQ-Initiativet AB, the University of Umeå and Stockholm Business Region AB.

*Shareholding:* 2,066 class B shares.

#### **Cecilia Lager, b. 1963, Member of the Board**

*Elected in:* 2009.

*Education:* Business Administration.

*Appointments on the Elanders Board:* Member of the audit committee.

*Other appointments:* Chairman of the board of Föreningen Enskilda Gymnasiet, Sherpani Advisors AB and Max Matthiessen Värdepapper AB. Member of the board of Dibs Payment Services AB, Knowit AB and Cinnober Financial Technology AB.

*Shareholding:* 11,000 class B shares.

#### **Magnus Nilsson, b. 1966, Member of the Board. President and CEO of Elanders AB**

*Elected in:* 2010.

*Education:* Education in Graphic Technology, Design, Business Administration and Marketing.

*Shareholding:* 37,800 class B shares.

#### **Kerstin Paulsson, b. 1963, Member of the Board**

*Elected in:* 2007.

*Education:* Master of Science in Engineering.

*Appointments on the Elanders Board:* Member of the audit committee.

*Other appointments:* Member of the board of the Swedish Defence Materiel Administration and the Swedish Agency for Economic and Regional Growth. Deputy board member and managing director of Netsoft Lund AB and Netsoft Lund Development AB. Deputy board member of Netsoft Lund Holding AB.

*Shareholding:* 2,000 class B shares.

**Johan Stern, b. 1951, Member of the Board**

*Elected in:* 1998.

*Education:* Bachelor of Science (Econ.).

*Appointments on the Elanders Board:* Chairman of the audit committee and member of the remuneration committee.

*Other appointments:* Chairman of the board of HealthInvest Partners AB. Member of the board of Carl Bennet AB, Getinge AB, Lifco AB, Rolling Optics AB, RP Ventures AB and Svensk Fastighetsfond AB.

*Shareholding:* 65,000 class B shares.

Please refer to the section *the nomination committee's motivation for its proposal of members to the Board* below for comments on the proposed Board Member's independence vis-à-vis the company, Executive Management and major shareholders.

**The Nomination Committee's motivation for its proposal on members to the Board**

It is the nomination committee's opinion that the Board proposed to be appointed at the Annual General Meeting 2013 has a composition well suited to the company's operations, stage of development and other factors, and that the Board members are characterized by versatility and diversity in their expertise, experience and background.

There is still no gender balance in the Board. The nomination committee strives to change this.

With the exception of Magnus Nilsson none of the proposed members to the Board are members of Executive Management, or in the management of any subsidiaries. It is the nomination committee's assessment that all proposed members to the Board except Magnus Nilsson are independent vis-à-vis the company and the Executive Management. It is the nomination committee's assessment that five of the seven proposed members to the Board are independent vis-à-vis the company's largest owner.<sup>1</sup> Carl Bennet is dependent vis-à-vis the shareholder Carl Bennet AB in which he is the Chairman of the Board and owner. Johan Stern is also dependent vis-à-vis Carl Bennet AB in which he is a Board Member.

**The Nomination Committee's work etc.**

At the Annual General Meeting the nomination committee will present a report on how their work has been conducted and present and motivate its proposal as described above.

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Mölnlycke, April 2013

**The Nomination Committee of Elanders AB (publ)**

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<sup>1</sup> The proposed member of the Board, Erik Gabrielson is a partner in the Law Firm Vinge that provides legal services to, among others, Elanders AB and Carl Bennet AB. It is the nomination committee's assessment that Erik Gabrielson can nonetheless be considered independent vis-à-vis the company, Group Management and the major owners.