

## **Reasoned statement of the Nomination Committee in respect of the AGM of Inwido AB on 9 May 2017**

The Nomination Committee of Inwido consists of Chairman Thomas Wuolikainen, Fjärde AP-fonden, Helen Fast-Gillstedt, Handelsbanken Fonder AB, Ulric Grönvall, Danske Bank/Danske Capital and Arne Frank, Chairman of the Board.

Shareholders have been able to contribute suggestions to the Nomination Committee via e-mail. No suggestions have been received.

The Nomination Committee proposes that the number of Board members shall be five, that Arne Frank, Benny Ernstson, Sisse Fjelsted Rasmussen and Anders Wassberg are re-elected and that Astrid Simonsen Joos is elected as new board member. Eva S Halén has declined re-election. The Nomination Committee proposes that the present Chairman, Arne Frank, is re-elected as Chairman of the Board.

Astrid Simonsen Joos was born 1973. She is the CEO at Philips Lighting Nordics and previously worked as marketing director for Microsoft. She has a broad and deep experience working with IT issues in various positions.

The Nomination Committee finds that Astrid Simonsen Joos will increase the competence of the Board within the areas of e-trade and marketing, and that she will provide the Board with experience from the digital development.

The Nomination Committee have applied rule 4.1 of the Swedish Code of Corporate Governance (the "**Code**") as diversity policy in the development of the proposal for Board members and is of the opinion that the proposal entails a Board composition that will continue to display such diversity and breadth in terms of competence, experience and background as is necessary with respect to the company's situation, strategic development and future direction. In respect of the issue of gender equality in the Board, it can be concluded that the Nomination Committee's proposal means that 40 per cent of the Board members are women.

The Nomination Committee has, during its work in respect of the AGM, taken into account the strategic issues that the Board and the company are facing the years to come and especially considered this when assessing the Boards composition and size. The Nomination Committee has discussed the requirements that can be asked from the Board, including the requirement of independent members, and taken into account the number of board assignments in other companies of each Board member. In particular the strategy, objectives and the requirements that the future development of Inwido will impose on the Board have been observed. The Nomination Committee has, in respect of its proposal, also taken into account the recommendations set forth in the Code.

Finally, the Nomination Committee has concluded that the proposed Board of Directors meets applicable requirements regarding independence. All of the members have been considered independent in relation to the company and the senior executives, as well as in relation to the major shareholders of the company.

The Nomination Committee of Inwido AB