

## **Gunnebo AB's Annual General Meeting, April 11, 2019**

**The Nomination Committee's proposals for resolutions in respect of Chairman of the AGM, number of members of the Board of Directors, fees payable to the Board of Directors, fees payable to the Auditor, election of the members of the Board of Directors, election of the Chairman of the Board of Directors and election of the Auditor (items 1, 9 – 13 in the proposed agenda)**

Gunnebo AB's Nomination Committee, which is composed by Dan Sten Olsson (Stena Adactum and Chairman of the Committee), Mikael Jönsson (Vätterledens Invest), Ricard Wennerklin (If Skadeförsäkring), together representing shareholders holding approximately 53,1% of the shares and votes in the company, and by Martin Svalstedt (Chairman of the Board of Directors), proposes the following.

- Item 1: Martin Svalstedt as Chairman of the AGM.
- Item 9: Six ordinary Board members without Deputy members.
- Item 10: A total fee to the Board of Directors amounting to SEK 1,800,000 (SEK 1,750,000), excluding fee to committees, to be divided with SEK 500,000 (SEK 500,000) to the Chairman of the Board of Directors and SEK 260,000 (SEK 250,000) to each of the other Board members elected by the shareholders. Remuneration for those Board members assigned to the Audit Committee with SEK 80,000 (SEK 50,000) for the Chairman and SEK 30,000 (SEK 30,000) each for other members. Remuneration for those Board members assigned to the Remuneration Committee with SEK 80,000 (SEK 50,000) for the Chairman and SEK 30,000 (SEK 30,000) each for other members. However, no remuneration will be payable to the Chairman of the Board for committee work.

Auditors' fees to be paid in accordance with approved invoices.

- Item 11: Re-election of Göran Bille, Anna Borg Saether, Charlotte Brogren, Eva Elmstedt, Mikael Jönsson and Martin Svalstedt.

Information relating to all Board members proposed for re-election is available on the company's website, [www.gunnebogroup.com](http://www.gunnebogroup.com).

- Item 12: Re-election of Martin Svalstedt as Chairman of the Board of Directors.

- Item 13: Re-election of the registered auditing company Deloitte AB for the period until the end of the Annual General Meeting 2020, in accordance with the Audit Committee's recommendation.

### **Statement explaining the proposals regarding the Board of Directors**

The Nomination Committee has received information on an evaluation of the current Board members and the work of the Board of Directors that has been carried out and also information concerning the company's operations, goals and strategies. Based on

this information, the Nomination Committee has discussed the principal requirements that should be imposed on Board and its members, including requirements concerning independence of Board members and increased gender equality.

The Nomination Committee has considered the matter regarding the number of Board members and has found that the Board, in its proposed constitution, is well-adapted in accordance with the requirements set out in the Swedish Corporate Governance Code (the “**Code**”). However, the Nomination Committee is keen on continuously strengthen the Board’s competence and is, in the long term, looking to strengthen the Board with an individual with distinctive industry competence.

The Nomination Committee applies rule 4.1 of the Code as diversity policy in the development of the proposal to the Board and is of the opinion that the proposal entails a Board composition that will continue to display diversity and breadth in terms of competence, experience and background which 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 50 per cent of the Board members are women. According to the Nomination Committee, it should be a natural ambition for each future nomination committee to maintain an equal gender situation within the Board in connection with future changes in composition.

Based on the above, the Nomination Committee proposes re-election of the present members of the Board. The Nomination Committee considers these Board members very well suited for the board work in Gunnebo during the coming term, collectively as well as on an individual basis.

#### **Presentation of the activities carried out by the Nomination Committee**

In preparation for the Gunnebo AGM 2019, the Nomination Committee has held one meeting, at which Dan Sten Olsson was appointed Chairman. There have also been frequent contacts between the committee members through telephone and e-mail. The Nomination Committee has *inter alia* evaluated the work and performance of the current Board and discussed issues regarding the number of Board members, the composition of the Board and the competences of the Board. Moreover, the issue of the fees to be paid to the Board members has been contemplated.

The evaluation of the current Board has included *inter alia* a report from the Chairman of the Board Martin Svalstedt on the Board’s recurring self-evaluation process.

The Committee has also discussed and formulated proposals to the 2019 Annual General Meeting in other matters, including the Chairman of the Annual General Meeting, the Chairman of the Board, principles for the appointment of the Nomination Committee and election of Auditor. The Nomination Committee’s proposal for election of Auditor has been prepared in collaboration with the Audit Committee.

Göteborg, March 2019  
The Nomination Committee in Gunnebo AB (publ)