

THE NOMINATION COMMITTEE'S REASONED STATEMENT ON ITS PROPOSAL FOR MEMBERS OF THE BOARD OF DIRECTORS OF AAK AB (PUBL.)

The Nomination Committee proposes re-election of the Board members Bengt Baron, Marianne Kirkegaard, Lillie Li Valeur, Gun Nilsson and Märta Schörling Andreen and election of Georg Brunstam as new Board member. Georg Brunstam is proposed as new Chairman of the Board. Mikael Ekdahl has declined re-election and Arne Frank passed away suddenly during 2017.

Ahead of the Annual General Meeting 2018, the Nomination Committee has held three meetings. As basis for its proposal for the Board, the Nomination Committee has studied the complete outcome of the performed evaluation of the Board and its work. The Nomination Committee has thoroughly discussed the requirements regarding qualifications, experience and background that can be required from the Board of AAK AB considering, among other things, the strategic development, management and control of the company. The Nomination Committee has also considered the other commitments of the proposed candidates to ascertain that they will be able to devote the necessary time and dedication required to fulfil their tasks as Board members in AAK AB. Matters relating to independence have been highlighted and by applying a diversity policy, which consist of Section 4.1 in the Swedish Corporate Governance Code, the Nomination Committee has strived to establish a Board composition with equal gender distribution, characterised by diversity and versatility regarding the qualifications, experience and background of the Board members. Considering equal gender distribution, the Nomination Committee has concluded that the proportion of women of the Board of AAK AB after the Annual General Meeting 2017 has been approximately 57 per cent.

Georg Brunstam is proposed as new member and Chairman of the Board. Georg Brunstam has previous experience as CEO and President of HEXPOL AB. In connection with the Annual General Meeting 2017, where he was elected as Chairman of the Board of the company, he resigned from his position as CEO and President, a position he had held since 2007. Georg Brunstam is also Chairman of the Board in Inwido, and a Board member of Melker Schörling AB, Nibe Industrier AB and Beckers Industrial Coatings Holding AB.

It is the opinion of the Nomination Committee that Georg Brunstam with his expertise and experience would constitute a valuable asset of the Board of AAK AB.

It is also the opinion of the Nomination Committee that the proposed Board, considering the company's operations, phase of development and other circumstances, has a suitable composition. With the proposed Board composition, the proportion of women of the Board of AAK AB would amount to approximately 67 per cent.

When assessing the independence of the proposed Board members, the Nomination Committee has found that the proposed composition of the Board of AAK AB meets the requirements regarding independence set forth in The Swedish Corporate Governance Code.

Stockholm in April 2018

The Nomination Committee of AAK AB (publ.)