

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

The Nomination Committee proposes re-election of the Board Members Melker Schörling, Georg Brunstam, Alf Göransson, Jan-Anders Månson, Malin Persson and Ulrik Svensson, and new-election of Märta Schörling as ordinary Board Members for the period until the end of the annual general meeting 2015. Further, the Nomination Committee proposes re-election of Melker Schörling as Chairman of the Board for the same period.

Märta Schörling (born 1984) holds an M.Sc. in Business Administration from Stockholm School of Economics and is active at Pond Innovation & Design. She is a Board Member of Melker Schörling AB (publ) since 2010 and of AarhusKarlshamn AB (publ) since 2013. She is independent in relation to the Company and its management.

The Nomination Committee has in the course of its work with the proposal for members of the Board considered the outcome of the evaluation which has been conducted concerning the Board of Directors and its work. The Nomination Committee has thoroughly discussed the requirements regarding qualifications, experience and background that can be imposed on the Board of HEXPOL AB considering *inter alia* the strategic development, management and control of the Company. The Nomination Committee has also considered matters of independence and equal gender distribution within the Board.

The Nomination Committee considers continuity in the Board's work to be of vital importance to HEXPOL AB. In view hereof, the Nomination Committee has proposed re-election of all present Board Members as well as re-election of the Chairman of the Board. With regard to the Company's operations, phase of development and other relevant circumstances, it is the opinion of the Nomination Committee that the proposed Board has an appropriate composition. When assessing the independence of the proposed Board Members, the Nomination Committee has found that the proposed composition of the Board of HEXPOL AB complies with the independence requirements as set forth in the Swedish Code for Corporate Governance.