

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

For the period until the end of the annual general meeting 2016, the Nomination Committee proposes re-election of the Board members Melker Schörling, Georg Brunstam, Alf Göransson, Jan-Anders Månson, Malin Persson, Ulrik Svensson and Märta Schörling, and re-election of Melker Schörling as Chairman of the Board.

As basis for its proposal, the Nomination Committee has taken into account the outcome of the performed evaluation of the Board. The Nomination Committee has discussed the requirements regarding qualifications, experience and background that can be required from the Board of HEXPOL AB considering, *inter alia*, the strategic development, management and control of the Company. Matters relating to independence have been considered and a special focus has been given to the question of gender equality. The percentage of women in the Board of HEXPOL AB has increased over time and reached 29% in the last year. Hence, there are still a few steps left to the level recommended by the Swedish Corporate Governance Board (the "Governance Board").

It is the opinion of the Nomination Committee that the present Board, considering the Company's operations, phase of development and other relevant circumstances, has a suitable composition. In addition, the Nomination Committee considers continuity in the Board's work to be of vital importance to HEXPOL AB. In view hereof, and notwithstanding the fact that the Board will not fully reach the levels regarding gender equality recommended by the Governance Board, the Nomination Committee has proposed re-election of all present Board Members as well as re-election of the Chairman of the Board. However, the ambition is that the proposal for the annual general meeting 2016 will be in accordance with the recommendations from the Governance Board.

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