

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, Ulrik Svensson and Märta Schörling, and election of Kerstin Lindell as new Board Member. The Nomination Committee proposes re-election of Melker Schörling as Chairman of the Board.

The Nomination Committee has held three meetings prior to the Annual General Meeting 2016. 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 thoroughly 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 as well as the requirement for diversity and versatility. In addition, a special focus has been given to the question of gender equality and the Nomination Committee notes that the percentage of women in the Board of HEXPOL has increased over time and reached 29% in the last two years.

Kerstin Lindell, Managing Director and CEO of Bona AB, is proposed as new Board Member. Kerstin Lindell has previously, inter alia, worked as research and development manager at Akzo Nobel and is also vice president of The Chamber of Commerce and Industry of Southern Sweden (Sw: *Sydsvenska Industri- och Handelskammaren*). In addition, she is a member of the board of directors of Peab AB (publ) and HMS Networks AB (publ). The Nomination Committee believes that Kerstin Lindell with her experience and expertise would be a valuable contribution to the Board of Directors of HEXPOL AB.

It is the opinion of the Nomination Committee that the proposed Board, considering the company's operations, phase of development and other relevant circumstances, would have a suitable composition. The percentage of women on the Board of HEXPOL would by the proposed composition increase to 37,5 per cent, which is above the 35 per cent level recommended by the Swedish Corporate Governance Board applicable for large companies until 2017.

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.

Stockholm in March 2016

The Nomination Committee of HEXPOL AB (publ)