

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 Georg Brunstam, Alf Göransson, Kerstin Lindell, Jan-Anders Månson, Malin Persson and Märta Schörling Andreen, and election of Gun Nilsson as a new Board member. The Nomination Committee proposes new election of Georg Brunstam as the Chairman of the Board. Ulrik Svensson resigned as a Board member of HEXPOL AB at year-end 2016/2017 and Melker Schörling has declined re-election.

The Nomination Committee has held four meetings prior to the Annual General Meeting 2017. As basis for its proposal, the Nomination Committee has taken into account the 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 HEXPOL AB, considering, *inter alia*, the strategic development, management and control of the Company. Matters relating to independence have been highlighted and by applying a diversity policy, which consists of Section 4.1 in the Swedish Corporate Governance Code, the Nomination Committee has sought a Board composition with equal gender distribution, characterized by diversity and width 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 HEXPOL AB has increased over time and amounted to approximately 38 per cent after the Annual General Meeting 2016.

Gun Nilsson is proposed as a new member of the Board. Gun Nilsson is elected as CEO of Melker Schörling AB and is a Board member in Hexagon AB, Capio AB, Dometic Group AB and Bonnier Holding Aktiebolag. Gun Nilsson has long experience from the position as CFO of companies such as IP-Only Holding AB, Nobia AB and Sanitec Oy, and as CEO of Gambro Holding AB and as Vice President and CFO of Duni AB, where she also has served as a Board member. It is the opinion of the Nomination Committee that Gun Nilsson with her expertise and experience would constitute a valuable asset of the Board of HEXPOL AB.

Georg Brunstam has been President, CEO and Board member of HEXPOL AB since 2007. As a result of his long term work in the company and in the Board of the

company, he has built up knowledge concerning the company's operations which together with his other experiences and expertise constitutes a valuable asset for the Board. In order to ensure continuity and further development of HEXPOL AB, it is the opinion of the Nomination Committee that it is a natural step that Georg Brunstam goes from operational leader for the company to be the Chairman of the Board.

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 AB would by the proposed composition increase and amount to approximately 57 per cent,

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 Corporate Governance Code.

Stockholm in March 2017

The Nomination Committee of HEXPOL AB (publ)