

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

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The Nomination Committee proposes re-election of the Board members Georg Brunstam, Alf Göransson, Kerstin Lindell, Jan-Anders Månson, Gun Nilsson, Malin Persson and Märta Schörling Andreen. Further, the Nomination Committee proposes re-election of Georg Brunstam as the Chairman of the Board.

Further the Nomination Committee proposes, in accordance with the Audit Committee's recommendation, re-election of the registered public accounting firm Ernst & Young AB for the period until the end of the next annual general meeting. Ernst & Young AB has informed that Johan Thuresson will continue as auditor in charge.

The Nomination Committee has held three meetings prior to the Annual General Meeting 2018. As basis for its proposal, the Nomination Committee has taken into account the outcome of the performed written evaluation of the Board and its work. Further, the Nomination Committee has interviewed individual Board members, including the Chairman 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 highlighted and 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. The Nomination Committee has applied Section 4.1 in the Swedish Corporate Governance Code as diversity policy in its preparation of the proposal for Board members. As basis for its proposal for auditor, the Nomination Committee has reviewed the recommendation from the Audit Committee regarding election of auditor, and the Audit Committee has during the past year conducted a public tendering process for the audit.

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. The Nomination Committee has also assessed that the proposed Board members will be able to devote the necessary time required to fulfil their tasks as Board members in HEXPOL AB. The percentage of women on the Board of HEXPOL AB would by the proposed composition continue to 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.

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Stockholm in March 2018

**The Nomination Committee of HEXPOL AB (publ)**