

## **Explanatory statement on the nominating committee's proposals for the Board of Directors of Acando AB at the 2011 annual general meeting**

In preparation for the 2011 annual general meeting of Acando AB, a nominating committee was convened in accordance with the procedure established at the 2010 annual general meeting held on 4 May 2010. The nominating committee consisted of representatives of the company's major shareholders as well as the Chairman of the board of directors.

The membership of the committee was announced through a press release on 30 September 2010.

The composition of the nominating committee was as follows.

Mats O Paulsson, on the proposal of Alf Svedulf with family and company.

Sven Zetterqvist, on the proposal of Skandia Liv.

Ulf J Johansson, Chairman of the board of Acando.

The nominating committee appointed from among its members Mats O Paulsson to chair the committee.

### **The nominating committee's proposals for the board of directors of Acando AB**

The nominating committee proposes unanimously:

- that the board of directors shall consist of six members, as before
- that Magnus Groth, Ulf J Johansson, Birgitta Klasén, Susanne Lithander, Anders Skarin and Alf Svedulf be re-elected to the board
- that Ulf J Johansson be re-elected Chairman of the board.

### **Explanatory statement**

In preparation for the 2011 annual general meeting, the nominating committee held four meetings, and maintained regular contact between meetings.

The company's managing director and CEO, Carl-Magnus Månsson, attended one of the nominating committee's meetings to present the Acando Group's strategy and development. The nominating committee has also reviewed the board of directors' evaluation of its own work, and is able to state that the work of the board has been carried out actively, with a great deal of commitment and a high attendance level by members of the board.

The nominating committee has carefully evaluated and discussed the requirement profiles considered central for members of the board of Acando.

The nominating committee has resolved unanimously to propose re-election of all members of the board. The nominating committee considers that the proposed board of directors effectively fulfils the requirements for range of expertise, business experience and gender distribution appropriate for the board of directors of a consultancy company of Acando's type.

The nominating committee's proposals fulfil the requirements of the Swedish Code of Corporate Governance on the independence of members of the board of directors. Of the members of the board of directors, Ulf J Johansson and Alf Svedulf are to be regarded as not independent of major shareholders, while the other members of the board are independent, in relation both to the company and to the said major shareholders.

Stockholm, March 2011

The nominating committee of Acando AB