

## **Explanatory statement on the nominating committee's proposals for the Board of Directors of Acando AB at the 2012 annual general meeting**

In preparation for the 2012 annual general meeting of Acando AB, a nominating committee was convened in accordance with the procedure established at the 2011 annual general meeting held on 5 May 2011. 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 23 September 2011.

The composition of the nominating committee was as follows.  
Mats O Paulsson, on the proposal of Alf Svedulf with family and company.  
Inge Heydorn, on the proposal of Sentat Asset Management.  
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 seven members
- that Magnus Groth, Ulf J Johansson, Birgitta Klasén, Susanne Lithander, Anders Skarin and Alf Svedulf be re-elected to the board and that Mats O Paulsson will be elected to the board
- that Ulf J Johansson be re-elected Chairman of the board.

### **Explanatory statement**

In preparation for the 2012 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 qualities needed in a new member were given special consideration.

The nominating committee has resolved unanimously to propose re-election of all members of the board and elect Mats O Paulsson as new member of the board. The proposal to appoint the nominating committee chairman Mats O Paulsson as a board member was not made by the committee but from Alf Svedulf with family and company. The nominating committee is in favour of the proposal and recommends it. Mats O Paulsson has not participated in the decision to be proposed as a member.

Mats O Paulsson is 53 years old and has a degree in Master of Science in Engineering from the Faculty of Engineering at Lund University. Mats O Paulsson is currently managing director of Bravida AB and has previously been managing director of Strabag SE Scandinavia AB, Peab Industri AB and deputy managing director of Peab AB. While on Peab AB Mats was also responsible for Corporate IT. He has extensive experience in qualified project work. Mats is a board member of Bravida AB, Paroc Oy, Strabag Projektutveckling AB and Bösarps Grus & Torrbruk AB.

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 2012

The nominating committee of Acando AB