

Explanatory statement on the nominating committee's proposals for the Board of Directors of Acando AB at the 2015 annual general meeting

In preparation for the 2015 annual general meeting of Acando AB, a nominating committee was convened in accordance with the procedure established at the 2014 annual general meeting. 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 27 October 2014.

The composition of the nominating committee was as follows.

- Börje Bengtsson, on the proposal of Alf Svedulf with family and company.
- Ulf Hedlundh, on the proposal of Svolder AB.
- Ulf J Johansson, Chairman of the board of Acando.

The nominating committee appointed from among its members Börje Bengtsson 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, Mats O Paulsson, Anders Skarin and Alf Svedulf be re-elected to the board
- that Caroline af Ugglas will be elected to the board
- that Ulf J Johansson be re-elected Chairman of the board.

Explanatory statement

In preparation for the 2015 annual general meeting, the nominating committee held 4 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.

Susanne Lithander has informed the Company that she is no longer available for re-election. The nominating committee has resolved unanimously to propose re-election of the other six members of the board and elect Caroline af Ugglas as member of the board.

Caroline af Ugglas, born 1958, degree in Economics Stockholm University. Caroline af Ugglas is Deputy General Director at The Confederation of Swedish Enterprise (Svenskt Näringsliv) and former Investment Manager and Head of Corporate Governance at Livförsäkringsaktiebolaget Skandia. Caroline af Ugglas is board member of Latour and The

Swedish Corporate Governance Board. Caroline af Ugglas was since 2008 board member of Connecta and has had co-opted position in Acando's board of directors since the merger agreement between Connecta and Acando in July 2014.

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.

The nominating committee proposes that the remuneration of the chairman and external board members is increased by 10 percent. The remuneration to the committees is proposed to be increased with SEK 5 000 to the chairman of the Audit committee (6,25 percent) and for the other committee members with SEK 2 500 (4 percent). The nominating committee confirms that the last time the remuneration was increased was in 2008.

The nominating committee proposes re-election of PwC for the period up until the end of next AGM with Tobias Strähle as new Principal Auditor. The nominating committee believes that a procurement of audit should be implemented before next year's election.

Stockholm, March 2015

The nominating committee of Acando AB