

Explanatory statement on the nominating committee's proposals for the Board of Directors of Acando AB at the 2016 annual general meeting

In preparation for the 2016 annual general meeting of Acando AB, a nominating committee was convened in accordance with the procedure established at the 2015 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 14 October 2015.

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 eight members
- that Magnus Groth, Ulf J Johansson, Mats O Paulsson, Anders Skarin, Alf Svedulf and Caroline af Ugglas be re-elected to the board
- that Lena Eliasson and Cecilia Beck-Friis will be elected to the board
- that Ulf J Johansson be re-elected Chairman of the board.

Explanatory statement

In preparation for the 2016 annual general meeting, the nominating committee held 7 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.

Birgitta Klasén 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 Lena Eliasson and Cecilia Beck-Friis as members of the board.

Lena Eliasson, born 1967, Master of Science in Mechanical Engineering, Chalmers University of Technology. Lena is head of Group Human Resources at the Swedish

defence and security company Saab since 2012. She joined Saab after a long career at ABB in various positions within marketing, management consulting and HR, in Sweden as well as internationally. When Lena left ABB she was Senior Vice President ABB Sweden and Northern Europe. Lena has been chairman at Mälardalen's Chamber of Commerce and a board member of Mälardalen University.

Cecilia Beck-Friis, born 1973, studied the Executive Management Program at IFL at the Stockholm School of Economics and Marketing & Sales at Berghs School of Communication. Cecilia is a board member of Net Insight AB (publ) and Paradox Interactive AB. Cecilia has a long experience in the media and communications industry, where she successfully built several new businesses including digital media. Cecilia comes from the role as Executive Vice President of the TV4 group and Chief Digital Officer of Bonnier Broadcasting where the main task was to be responsible for the digital transformation.

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 in relation to major shareholders but independent in relation to the company and the company management. The other members of the board are independent, in relation both to the company, the company management and to the major shareholders.

The nominating committee proposes that the remuneration of the chairman, external board members and committees will remain unchanged.

The nominating committee proposes that as auditor, for the period up until the end of next AGM, elect the auditing firm KPMG, which intends to appoint Helena Arvidsson Älgne Principal Auditor.

Stockholm, March 2016

The nominating committee of Acando AB