

Explanatory statement on the nominating committee's proposals for the Board of Directors of Acando AB at the 2017 annual general meeting

In preparation for the 2017 annual general meeting of Acando AB, a nominating committee was convened in accordance with the procedure established at the 2016 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 24 October 2016.

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 be reduced and consist of seven members
- that Magnus Groth, Ulf J Johansson, Anders Skarin, Alf Svedulf, Caroline af Ugglas, Lena Eliasson and Cecilia Beck-Friis be re-elected to the board
- that Ulf J Johansson be re-elected Chairman of the board.

Explanatory statement

In preparation for the 2017 annual general meeting, the nominating committee held 2 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.

Mats O Paulsson has informed the Company that he is no longer available for re-election. The nominating committee has resolved unanimously to propose re-election of the other seven 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. Rule 4.1 of the Swedish Corporate Governance Code has been applied as a diversity policy, namely, that the Board should have a composition appropriate to Acando's operations, phase of

development and other relevant circumstances. Moreover, the Board members should collectively exhibit diversity and breadth of qualifications, experience and background, and an even gender balance promoted.

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 and external board members and committee's remuneration is increased as following: Chairman SEK 25,000, board member SEK 10,000, Chairman of the Audit committee SEK 3,000 and other committee members SEK 2,500.

The nominating committee proposes, in accordance with recommendation from the board's Audit committee, 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. The nominating committee's proposal follows positive comments obtained by the board's Audit committee.

Stockholm, March 2017

The nominating committee of Acando AB