

Explanatory statement on the nominating committee's proposals for the Board of Directors of Acando AB at the 2018 annual general meeting

In preparation for the 2018 annual general meeting of Acando AB, a nominating committee was convened in accordance with the procedure established at the 2017 annual general meeting, i.e. it has been appointed by the major shareholders. The nominating committee consisted of persons appointed by 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 October 19, 2017.

The composition of the nominating committee was as follows.

- Börje Bengtsson, appointed by Alf Svedulf with family and company.
- Ulf Hedlundh, appointed by Svolder AB.
- Åsa Nisell, appointed by Swedbank Robur Fonder.
- 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 six members
- that Magnus Groth, Ulf J Johansson, Anders Skarin, Alf Svedulf, Caroline af Ugglas and Lena Eliasson be re-elected to the board
- that Ulf J Johansson be re-elected Chairman of the board.

Explanatory statement

In preparation for the 2018 annual general meeting, the nominating committee held 3 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 future members of the board of Acando.

Cecilia Beck-Friis stepped down from her position as board member at her own request as of October 1, 2017. The Board has then consisted of six members.

The nominating committee has resolved unanimously to propose re-election of the other six members of the board.

The nominating committee considers that the proposed board of directors effectively fulfils the requirements for range of expertise and business experience 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 submitted proposal entails a proportion of 33 percent of women of the board members, which does not comply with the Swedish Corporate Governance Code for equal gender distribution. The nominating committee supports the requirements of the Swedish Code of Corporate Governance and the Swedish Corporate Governance board's ambition to achieve even gender distribution in the listed companies until 2020 and the nominating committee intends to work towards this in future work.

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, 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.

Stockholm, March 2018

The nominating committee of Acando AB