



The nomination committee's proposals for the annual shareholders' meeting 2019 in Ambea AB (publ)

The nomination committee of Ambea AB (publ) ahead of the annual shareholders' meeting 2019 consists of Roger Hagborg (Actor SCA), Carl Gustafsson (Didner & Gerge Fonder AB), Martin Jonsson (Catella Fonder), and the chairman of the board of directors Lena Hofsberger. Roger Hagborg is the chairman of the nomination committee.

Shareholders representing approximately 65 percent of all voting rights in the company are behind the nomination committee's members.

Shareholders have been able to submit proposals to the nomination committee according to the instructions on Ambea's webpage.

The nomination committee proposes the following for the annual shareholders meeting 2019:

Appointment of the chairman of the annual shareholders' meeting

The nomination committee proposes that Charlotte Levin shall be appointed chairman of the annual shareholders' meeting.

Determination of fees for members of the board of directors and auditors

The nomination committee proposes that the fees to the board of directors shall be paid in the total amount of SEK 3,075,000 for the time until the end of the next annual shareholders' meeting, with SEK 700,000 to the chairman of the board of directors and with SEK 300,000 to each of the other board members. Furthermore, the nomination committee proposes that SEK 110,000 shall be paid to each chairman of the audit committee, remuneration committee and quality and sustainability committee, respectively, and that SEK 35,000 shall be paid to each of the other committee members

Fees to the auditor shall be paid in accordance with approved invoice.

Election of the members of the board of directors and auditor

The nomination committee proposes the re-election of Lena Hofsberger, Anders Borg, Gunilla Rudebjer, Lars Gatenbeck and Mikael Stöhr, and election of Liselott Kilaas and Daniel Björklund as members of the board of directors. Lena Hofsberger is proposed to be re-elected as chairman of the board of directors. The current members of the board of directors Ingrid Jonasson Blank and Thomas Hofvenstam have declined re-election. Information about the persons proposed by the nomination committee to be re-elected board members is available at www.ambea.com/investor-relations/ and information about the person proposed for new election follows below.

Liselott Kilaas (b.1959) has previously been CEO for Aleris Norway and Denmark as well as group CEO of Aleris. She has over 20 years of international experience from having had leading positions within the telecom and consulting sector. Liselott Kilaas has a Master of Science from the University in Oslo and a Master of Business Administration from IMD, Lausanne. Liselott Kilaas currently has board assignments for Peab, Nobina, Memira, Orkla ASA, Norsk Hydro ASA and Folketrygdfondet and has previously been part of the board of directors of Norges Bank for 12 years and of Telenor for 10 years. Liselott Kilaas is independent both in relation to Ambea and the company's management



and in relation to Ambea's larger shareholders. Neither Liselott Kilaas nor any closely related person to her owns any shares or other financial instruments in Ambea.

Daniel Björklund (b.1981) is an investment advisor at Triton where he has been an employee since 2010. He holds an MSc in Business and Economics from the Stockholm School of Economics. Daniel Björklund is currently chairman of the board of directors of all companies of the Dantaxi group (Greenfleet Holding A/S, Greenfleet A/S, Greenfleet MidCo A/S, Greenfleet Dantaxi ApS, Cabital Finans A/S, Dantaxi 4x48 A/S and Kørselskontoret Dantaxi A/S) and was previously part of the board of directors of Ambea between 2016 and 2018. Daniel Björklund is also currently member of the board of directors of ACTR Holding AB and Sympattic AB. Daniel Björklund is independent in relation to Ambea and the company's management, but not in relation to Ambea's larger shareholders. Daniel Björklund owns 13,333 shares in Ambea. No closely related person to Daniel Björklund owns any shares or other financial instruments in Ambea.

The nomination committee proposes that Ernst & Young AB is re-elected as auditor, which is in accordance with the audit committee's recommendation. Should the nomination committee's proposal for auditor be adopted, Ernst & Young AB has announced that authorised public accountant Staffan Landén will be appointed auditor in charge.

The nomination committee's motivated opinion

Ahead of the annual shareholders' meeting 2019, the nomination committee has held four formal meetings and has in addition thereto had a number of informal coordinating meetings. The nomination committee has held interviews with all proposed board members and a number of other persons relevant to the nomination committee's work. The nomination committee has been provided with a report from the CEO and chairman of the board of directors on the strategy and current status of the company. The chairman of the board of directors has also provided a report on the performed evaluation of the board of directors' work. The nomination committee has discussed the evaluation of the board of directors' work, the board of directors' size and its composition with regard to e.g. industry experience and other necessary qualifications. Particular focus has been given to the board composition and how the members of the board of directors operate as a group. The nomination committee has also evaluated the level of fees to the board of directors and compared it to board fees of other peers. The audit has been discussed with the chairman of the audit committee.

The nomination committee has, in its work ahead of the annual shareholders' meeting, had an objective to ensure that the board of directors, as a group, has the necessary competence and experience with regard to, in particular, Ambea's operations and stage of development, and to be able to continue to lead the company in a successful manner. The company's geographic expansion and newly implemented acquisitions have particularly been taken into account. The nomination committee has also particularly taken into account the board of directors' need for diversity and variety in terms of competence, experience and background, in consideration of, inter alia, the company's position as a welfare company, its strategic development, government and control. The nomination committee has discussed diversity perspectives based on the perception that it is essential in the board composition and the nomination committee aims for equal distribution between genders.

The nomination committee is of the opinion that the proposed board of directors consists of a broad and diversified group of qualified individuals, who are motivated and fit for the work required by the board of directors of Ambea. The nomination committee is also of the opinion that the board members complement each other well in terms of qualification and experience. The proposed board of directors consists of four men and three women, i.e. 43 percent women, which the nomination committee deems adequate. The nomination committee notes that Ambea has an equal distribution between genders also in the company's group management.

The nomination committee complies with the Swedish Corporate Governance Code (the "Code"). When assessing the independence of the proposed board members, the nomination committee has found that the proposed composition of the board of directors of the company fulfills the requirements regarding independence as set out in the Code. In relation to the composition of the board of directors, the provisions of rule 4.1 of the Code have been applied as diversity policy and with regard to the objectives of such policy, which has led to the nomination committee's proposal to the annual shareholders' meeting in respect of the election of board of directors.

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Ambea AB (publ)
The nomination committee