

## The Nomination Committee's statement motivating its proposals to the Board of Directors of Gränges AB (publ)

The Nomination Committee proposes that Anders G Carlberg, Terje Andersen, Carina Andersson, Bertil Villard and Ragnhild Wiborg be re-elected. The Committee also proposes that Anders G Carlberg be re-elected as Chairman of the Board.

The Nomination Committee's proposal is thus that, during their upcoming term, the Board of Directors will continue to consist of five elected members with no deputies. According to the Articles of Association the Board of Directors, in addition to the employee representatives, is to consist of at least four and no more than eight members. The appointment of deputies is not required, but the AGM has the option to appoint up to four deputies.

Since the company's Board of Directors has served for a short period of time and since the company was only introduced on NASDAQ Stockholm on 10 October 2014, no customary evaluation has been made and accordingly, the Nomination Committee has not been provided with an evaluation. The Nomination Committee has, however, made its own evaluation and has determined that the members represent a wide range of competencies and have both solid and deep financial and industrial expertise as well as significant international experience, including from the Chinese and North American markets which are important for the company. The Nomination Committee has also determined that the Board members have an excellent understanding and knowledge of the company's specific needs and circumstances in the highly competitive market in which it operates. The level of commitment among the members has been very high, as has their attendance at Board meetings. The Chairman of the Board has acted in a way that has promoted an open and constructive dialogue and cooperation between the committees, the Board and the CEO, and the Management Team has been highly effective. For these reasons the work of the Board has also been effective.

The Nomination Committee has also concluded that the Board's composition is good from a gender distribution perspective. In future recruitment processes the Nomination Committee will discuss how best to proceed to identify suitable candidates of both genders.

The Nomination Committee has discussed the issue of adding an additional member to the Board, preferably an individual with experience from the automotive industry and associated enterprises and with a technical background. However, the Committee has concluded that this year there is no reason to add to the Board because the Committee believes that the current composition is appropriate and more than meets the requirements placed on the Board. Ahead of the 2016 AGM, the Nomination Committee will, however, address this issue in a longer term perspective with a focus on how the Board should be developed in general. As part of its assessment, the Nomination Committee has also taken into account the Board's need for a diverse and wide range of competencies, experience and backgrounds, as well as the Board's constant need for renewal.

The Nomination Committee has obtained the information below on the proposed candidates. Also indicated is the Nomination Committee's assessment of each of the candidate's independence in relation to the company, the Management Team and large shareholders. When shareholdings are indicated they include the holdings of related parties where applicable.

### **Information on proposed candidates**

#### **Anders G Carlberg**

Chairman

Born: 1943. M.Sc. Business Administration. Elected to the Board in 2014. Chairman of the Remuneration Committee.

Chairman of the Board of Herenco AB. Board member of Erik Penser AB, Investmentbolaget Latour AB, Sweco AB, AxFast AB, Recipharm AB and of Beijer Alma AB.

Previous positions: CEO for J.S. Saba, CEO of Nobel Industrier, CEO of Axel Johnson International, Vice CEO of SSAB and other companies. Board member for Sapa 2002–2013.

Holding: 35,294 shares.

*Independent in relation to the company, the Management Team and large shareholders.*

#### **Terje Andersen**

Board member

Born: 1958. M.Sc. Business Administration. Elected to the Board in 2009. Member of the Audit Committee and the Remuneration Committee.

Group Manager of Orkla Investments, Orkla ASA. Chairman of Orkla Energi AS, Industriinvesteringar AB, Sarpsfoss AS. Board member of Borregaard ASA, Jotun AS and Sapa AS.

Previous positions: CFO of Orkla ASA. Various executive positions at Orkla since 1989. Previously worked at Nevi Finans AS and as a consultant at Deloitte Touche.

Holding: 2,352 shares.

*Independent in relation to the company and the Management Team but not in relation to large shareholders.*

**Carina Andersson**

Board member

Born: 1964. M.Sc. Material Science. Elected to the Board in 2014.

Board member of Beijer Alma AB and SinterCast AB.

Previous positions: Senior positions within the Sandvik Group, CEO Rämnes Bruk AB and CEO Scana Ramnäs AB. Board member of Mälardalen University and Chairman of the Boards of Sandvik Powdermet, Sandvik Osprey and Sandvik Riser Technology.

Holding: 2,352 shares.

*Independent in relation to the company, the Management Team and large shareholders.*

**Bertil Villard**

Board member

Born: 1952. Master of Laws. Elected to the Board in 2014. Member of the Audit Committee and the Remuneration Committee.

Partner in Advokatbyrån Vinge AB. Chairman of the Board of Landsort Care AB (1-3). Board member of Cleanergy AB, Auriant Mining AB, Mercuri International Group AB, Novestra AB and of Prior & Nilsson Fond- och Kapitalförvaltning.

Previous positions: Head of Corporate Finance at Alfred Berg Fondkommission AB, General Counsel at Esselte AB, and other companies.

Holding: 35,294 shares.

*Independent in relation to the company, the Management Team and large shareholders.*

**Ragnhild Wiborg**

Board member

Born: 1961. M.Sc. Business Administration. Elected to the Board in 2014. Chairman of the Audit Committee.

Board member of Kistefos AS, REC Silicon ASA, Borregaard ASA, IMSkaugen ASA and EAM Solar ASA.



Previous positions: Fund management at Odin Fonder and Wiborg Kapitalförvaltning. Worked for several investment banks, including Pareto, ABG Sundal Collier, First Chicago and Scandinavian Bank.

Holding: 1,176 shares.

*Independent in relation to the company, the Management Team and large shareholders.*