

Report on the Nomination Committee's work

Background

The AGM on February 24, 2011 of FinnvedenBulten AB (publ) ("FinnvedenBulten") decided that a Nomination Committee should be set up in order to complete the tasks set out in the Swedish Code of Corporate Governance and to submit proposals for the Nomination Committee, or alternatively a decision on principles for appointing a Nomination Committee, instructions for the Nomination Committee and remuneration for the members of the Nomination Committee. New principles for appointing the Nomination Committee and the instructions for the Nomination Committee were adopted at the Annual General Meeting 2012.

Nomination Committee composition

The Nomination Committee ahead of the Annual General Meeting 2013 was established by the Chairman of the Board contacting the three largest shareholders on the last business day in September 2012 and offering them the opportunity to appoint one member each to the Nomination Committee.

Nordic Capital Fond V appointed Claes Bodell for NC Advisory AB, Volito AB appointed Karl-Axel Granlund and Investment AB Öresund appointed Fredrik Grevelius as their member. The Chairman of the Board, Roger Holtback, has also been a member of the Nomination Committee. The Nomination Committee members were announced on the website on October 12, 2012.

At the first meeting of the Nomination Committee, Claes Bodell was appointed chairman of the committee.

Report on the Nomination Committee's work ahead of the 2013 AGM

The Nomination Committee has held four minuted meetings. Its members have also held regular contact and held additional meetings by telephone which have not been minuted.

The Nomination Committee has handled all the issues they should under the Swedish Code of Corporate Governance. The Nomination Committee has, for example, discussed and considered

- a) to what extent the current Board fulfils the requirements that will be placed on the Board as a result of the Company's operation and stage of development;
- b) the size of the Board;
- c) what competence areas are and should be represented on the Board;
- d) the composition of the Board regarding gender, experience and background; and
- e) fees for Board members.

The Nomination Committee has taken note of the Board's evaluation of its work, which was reported in a satisfactory manner and with good results. The Nomination Committee has also inquired and found that the current Board of Directors are available for re-election. To start a generation shift of the Board and to broaden the Board's competence base, the Nomination Committee has decided to recommend that the Board should be extended by one member. The Nomination Committee has conducted a recruitment pro-

cess with the aim of finding a candidate to complement the expertise and experience of the current Board of Directors. Several suitable candidates have been evaluated. Thereafter, the Nomination Committee has decided to propose the re-election of the current Board of Directors Roger Holtback, Hans Gustavsson, Arne Karlsson, Adam Samuelsson, and Johan Lundsgård and that Hans Peter Havdal be newly elected. Roger Holtback is proposed as Chairman of the Board.

In order to assess whether the proposed Board of Directors can be considered independent in relation to the Company and the corporate management, as well as major shareholders in FinnvedenBulten, the Nomination Committee has acquired information about the proposed Board of Directors. The Nomination Committee has deemed that Johan Lundsgård is the only Board member that can be considered dependent in relation to the Company, the corporate management and to the Company's major shareholders. The Nomination Committee has also deemed that Adam Samuelsson is considered dependent in relation to the Company's major shareholders. Other proposed members are considered independent of the company, company management and major shareholders.

The proposed fee for the Board of Directors is a fixed fee of SEK 2,100,000, of which SEK 600,000 to the Chairman of the Board and SEK 300,000 to each of the other Board of Directors elected by the AGM who are not employed within the Company or its subsidiaries. Moreover, cost reimbursement for administrative costs of SEK 20,000 plus value-added tax shall be paid to an associated company of the Chairman of the Board every quarter. A fixed fee of SEK 50,000 shall be paid to the Board Director who has special responsibility for the subsidiary Finnveden Metal Structures AB, the payment being subject to the condition that the Director is elected by the AGM and is not employed within the Company or its subsidiaries. A fixed fee of SEK 300,000 shall be paid to the audit committee, of which SEK 100,000 to the Chairman of the audit committee and SEK 50,000 to each of the other audit committee members, the payment being subject to the condition that the member is a Board Director elected by the AGM and is not employed within the Company or its subsidiaries. No remuneration shall be paid to the members of the remuneration committee.

The proposed fee, including the fee for the audit committee, is unchanged in relation to the fee to respective Board member in relation to the previous year.

Moreover, the Nomination Committee has drawn up proposals for appointing a Nomination Committee ahead of the 2014 AGM, as well as instructions for such a Nomination Committee. Proposed principles for appointing a new Nomination Committee and instructions for the Nomination Committee are the same as those that have been applied in the past year. The Nomination Committee proposes that no remuneration be paid to the members of the Nomination Committee.

Finally, with the aim of ensuring that FinnvedenBulten can fulfil its information obligations to shareholders, the Nomination Committee has informed FinnvedenBulten about how the Nomination Committee's work has been carried out and about the proposals the Nomination Committee has decided to submit.

March 2013

The Nomination Committee of FinnvedenBulten AB (publ)