

## Reasoned statement of the Nomination Committee in respect of the AGM of Inwido AB on 3 May 2019

The Nomination Committee of Inwido consists of Chairman Thomas Wuolikainen, Fjärde AP-fonden, Anna Sundberg, Handelsbanken Fonder AB, Bo Lundgren, Swedbank Robur Fonder and Georg Brunstam, Chairman of the Board.

Shareholders have been able to contribute suggestions to the Nomination Committee via e-mail. No suggestions have been received.

In accordance with a press release which was announced on 8 February 2019, the Nomination Committee proposed re-election of all Board members in Inwido. However, following the announcement of the Nomination Committee's proposal, Astrid Simonsen Joos has declined re-election due to her new position with Signify, former Philips Lighting. The Nomination Committee's ambition is that the Board shall continue to comprise five Board members. However, at the time of the publication of this notice, the Nomination Committee has not been able to identify an additional Board member candidate since Astrid Simonsen Joos' withdrawal was made shortly before the publication of the notice. The Nomination Committee's ambition is to present a proposal on a fifth Board member prior to the 2019 AGM. If the Nomination Committee is unsuccessful in completing this work prior to the AGM, the Nomination Committee intends to continue its work to identify a fifth Board member candidate after the 2019 AGM.

The Nomination Committee proposes that the number of Board members shall be five (without elected deputies) and that Georg Brunstam, Benny Ernstson, Henriette Schütze and Anders Wassberg are re-elected. The Board shall comprise five Board members without elected deputies. If the Nomination Committee is not successful in completing its work to identify an additional board member candidate, the Nomination Committee proposes that the Board shall comprise four Board members without elected deputies.

The Nomination Committee proposes that the present Chairman, Georg Brunstam, is re-elected as Chairman of the Board.

The Nomination Committee finds that the work in the Board works well and that the current composition of the Board, taking into account the company's business, phase of development and other relevant circumstances, has the breadth of qualifications and experience required in order to continue to lead the company in a successful way.

The Nomination Committee have applied rule 4.1 of the Swedish Code of Corporate Governance (the "Code") as diversity policy in the development of the proposal for Board members and is of the opinion that the proposal entails a Board composition that will continue to display such diversity and breadth in terms of competence, experience and background as is necessary with respect to the company's situation, strategic development and future direction. In respect of the issue of gender equality in the Board, it can be concluded that the Nomination Committee's proposal means that 40 per cent of the Board members are women.

---

The Nomination Committee has, during its work in respect of the AGM, taken into account the strategic issues that the Board and the company are facing the years to come and especially considered this when assessing the Board's composition and size. The Nomination Committee has discussed the requirements that can be asked from the Board, including the requirement of independent members, and taken into account the number of board assignments in other companies of each Board member. In particular the strategy, objectives and the requirements that the future development of Inwido will impose on the Board have been observed. The Nomination Committee has, in respect of its proposal, also taken into account the recommendations set forth in the Code.

Finally, the Nomination Committee has concluded that the proposed Board meets applicable requirements regarding independence. All of the members have been considered independent in relation to the company and the senior executives, as well as in relation to the major shareholders of the company.

The Nomination Committee of Inwido AB (publ)

---