

## **The Nomination Committee's explanatory statement to the Annual General Meeting 2017**

In the composition of the Board of Directors, the Nomination Committee considers, among other things, experience and competence needed in the Board and its Committees, and also the value of diversity in age, gender and cultural/geographic background as well as the need for renewal. The Nomination Committee also assesses the appropriateness of the number of members of the Board and whether the Board members can devote the necessary time required to fulfill their tasks as Board members in Hansa Medical AB. The Nomination Committee primarily searches for potential Board member candidates for the upcoming mandate period but also considers future competence needs.

In its appraisal of qualifications and performance of the individual Board members, the Nomination Committee takes into account the competence and experience of each individual member along with the individual member's contribution to the Board work as a whole and to the Committee work. The Nomination Committee has further familiarized itself with the results of the Board work evaluation and of the work of the Board and the individual Board members. The Nomination Committee believes that it is very important that the composition of Board members proposed includes complementing experiences and competencies to make it possible for the Board to contribute to a positive development of Hansa Medical AB.

The Nomination Committee is of the opinion that the current Board and Board work is well functioning. Further it is the Nomination Committee's view that the Board fulfils high expectations in terms of composition and that the Board as well as the individual Board members fulfil high expectations in terms of expertise. All Board members are eligible for re-election.

Out of the proposed Board members to be elected by the Annual General Meeting of shareholders 50% are women.

The Nomination Committee considers that all Board members are independent of the Company and its senior management. Furthermore, the Nomination Committee considers that all Board Members except Angelica Loskog are independent of the Company's major shareholders.

### **Description of the Nomination Committee's work before the Annual General Meeting 2017**

The Nomination Committee consists of the following members: Erika Kjellberg representing Nexttobe AB, Max Mitteregger representing Gladiator, Sven Sandberg representing Thomas Olausson and the Chairman of the Board of Directors, Ulf Wiinberg.

The shareholders that are represented in the Nomination Committee together hold 37 percent of the votes in the Company. All members of the Nomination Committee are independent of the Company and its senior management, and only Erika Kjellberg is dependent of the Company's major shareholders.

The Nomination Committee started its work by going through a checklist of its duties under the Swedish Corporate Governance Code (the "Code") and the Instruction for the Nomination Committee resolved by the Annual General Meeting 2016.

The Committee was thoroughly informed of the results of the evaluation of the Board work and procedures, including the performance of the Chairman of the Board and has discussed with CEO Göran Arvidson. On this basis, the Nomination Committee has assessed the competence and experience required by Hansa Medical Board members as well as the need for improvement of the composition of the Board in terms of diversity in age, gender and cultural/geographic background. The Nomination Committee has in this respect applied section 4.1 of the Code as diversity policy.