

## **THE NOMINATION COMMITTEE'S REASONED STATEMENT ON ITS PROPOSAL FOR MEMBERS OF THE BOARD OF DIRECTORS OF AAK AB (PUBL)**

---

The Nomination Committee proposes re-election of the Board members Arne Frank, Marianne Kirkegaard, Märta Schörling Andreen and Lillie Li Valeur, and election of Bengt Baron, Mikael Ekdahl and Gun Nilsson as new Board members. Mikael Ekdahl is proposed as new Chairman of the Board. Ulrik Svensson resigned as Board member of AAK AB at the year-end 2016/2017 and Melker Schörling has declined re-election.

Further the Nomination Committee proposes, in accordance with the Audit Committee's recommendation below, re-election of the registered public accounting firm Öhrlings PricewaterhouseCoopers AB for the period until the end of the next annual general meeting. Öhrlings PricewaterhouseCoopers AB has informed that Sofia Götmar Blomstedt will continue as auditor in charge.

The Audit Committee has in its recommendation listed two options regarding the election of auditor, PricewaterhouseCoopers AB ("PwC") and KPMG AB. As its first recommendation, the Audit Committee recommends re-election of PwC for a mandate period of one year. The recommendation of the Audit Committee is based on the tender submitted by PwC, which has defined a balanced scope of the audit based on the varying size and operations of the group companies and has offered the most comprehensive audit in relation to the number of group companies compared with other tenders submitted, and also a fee which in relation to the work is competitive.

Ahead of the Annual General Meeting 2017, the Nomination Committee has held three meetings. As basis for its proposal for the Board, the Nomination Committee has studied the complete outcome of the performed evaluation of the Board and its work. The Nomination Committee has thoroughly discussed the requirements regarding qualifications, experience and background that can be required from the Board of AAK AB considering, among other things, the strategic development, management and control of the company. Matters relating to independence have been highlighted and by applying a diversity policy, which consist of Section 4.1 in the Swedish Corporate Governance Code, the Nomination Committee has strived to establish a Board composition with equal gender distribution, characterised by diversity and versatility regarding the qualifications, experience and background of the Board members. Considering equal gender distribution, the Nomination Committee has concluded that

the proportion of women of the Board of AAK AB after the Annual General Meeting 2016 has been 50 per cent.

Bengt Baron is proposed as a new member of the Board. Bengt Baron has a solid background from the food industry and has, among other things, held leading positions at Coca-Cola and has been the CEO of Cloetta AB and Leaf International B.V. He is a Board member of Thule Group AB and Chairman of the Board of Enzymatica AB.

Mikael Ekdahl is proposed as a new member of the Board and as Chairman of the Board. Mikael Ekdahl has an extensive background as lawyer and former partner at Mannheimer Swartling Advokatbyrå. Between 2005 and 2013, Mikael Ekdahl was a Board member of AAK AB and after 2013 he has served as secretary of the Board. Before the founding of AAK AB in 2005, he was a Board member of Karlshamns AB. In addition, Mikael Ekdahl has served as a Board member of several companies of which Melker Schörling AB is a major shareholder and is now proposed as new Chairman of the Board of Melker Schörling AB.

Gun Nilsson is proposed as a new member of the Board. Gun Nilsson is incoming CEO of Melker Schörling AB and a Board member of Hexagon AB, Capio AB, Dometic Group AB and Bonnier Holding Aktieföretag. Gun Nilsson has a long experience as CFO of large listed companies such as IP-Holding AB, Nobia AB and Sanitec Oy and as CEO of Gambro Holding AB and as Vice President and CFO of Duni AB, where she also has served as a Board member.

It is the opinion of the Nomination Committee that Bengt Baron, Mikael Ekdahl and Gun Nilsson with their expertise and experiences would constitute valuable assets of the Board of AAK AB.

It is also the opinion of the Nomination Committee that the proposed Board, considering the company's operations, phase of development and other circumstances, has a suitable composition. With the proposed Board composition the proportion of women of the Board of AAK AB would amount to approximately 57 per cent.

When assessing the independence of the proposed Board members, the Nomination Committee has found that the proposed composition of the Board of AAK AB meets the requirements regarding independence set forth in The Swedish Corporate Governance Code.

---

Stockholm in March 2017

**The Nomination Committee of AAK AB (publ)**