



Nomination Committee of MICRO SYSTEMATION AB's statement of motivation for the proposed Board of Directors, to be presented at the AGM on 15 May, 2019

The Nomination Committee has consisted of two members and one chairman. These have been: Erik Hermansson, Chairman, Joakim Dal and Henrik Tjernberg. All are elected by the 2018 Annual General Meeting.

The Nomination Committee of Micro Systemation AB (publ) justifies its proposal for the Board of Directors as follows:

The current Board of Directors is, in the opinion of the Nomination Committee, well-functioning. All members except Katarina Bonde and Robert Ahldin have declared their willingness to stand for re-election. The Nomination Committee further assesses that the proposed Board of Directors, with regard to the company's operations, development phase and other conditions, is appropriately composed in order to meet the requirements of the company's operations. In this connection, the Nomination Committee has specifically considered the company's strategic development, governance and control, and the requirements that these factors place on the Board's competence and composition. Particular emphasis has been placed on a broad and diversified competence background among the proposed members.

The Nomination Committee has noted the requirements of the Code of Corporate Governance to strive for a more even gender distribution in the Company's Board of Directors, but has chosen to apply a strict meritocratic criterion and not attach any importance to gender affiliation. The Nomination Committee can, however, state that the proposed Board, consisting of five persons, has a, if the number of biological sexes is two, optimal gender distribution.

The Nomination Committee has held two recorded meetings and several informal meetings between them. No proposal or nomination has been submitted to the Nomination Committee. Furthermore, the Nomination Committee has hired an external recruitment consultant to increase the breadth, scope and quality of the recruitment process. The Nomination Committee has also interviewed a number of qualified candidates.

With this in mind, the Nomination Committee has proposed re-election: Carl Bildt and Jan-Olof Backman. Henrik Tjernberg is proposed to continue as the company's chairman. In addition, the Nomination Committee proposes new election of the member Ann Hellenius and new election of member Linda Nyberg. These are presented in more detail below.

All proposed members are deemed to be independent in relation to the company and the company management. All proposed members, except Henrik Tjernberg, are deemed to be independent in relation to the company's major shareholders. The proposal for the composition of the board thus fulfills the rules of the corporate governance code regarding independence.

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Ann Hellenius, born 1974, CDO / CIO Scandic Group, former CIO for Bankgirot. Ann has a long and solid background in organizational changes driven by digitization and changed customer behavior. Board member of Volvofinans Bank and H&H Group. Has been nominated and received a number of awards. Including "CIO of the year Sweden" 2017, European CIO of the Year "2016. She was also nominated as this year's manager at the manager's gala 2018.

Linda Nyberg, born 1969, Marketing and Communication Manager at Apoteket AB until December 2018. Former Vice President of Media Relations and Online Communications Essity (formerly SCA AB). Linda is a political scientist and journalist. Has worked as a producer, editor and presenter on SVT, TV3, TV4 and Aljazeera TV, the world's largest TV channel.

NOMINATION COMMITTEE IN MICRO SYSTEMATION AB