

## **Motivated statement of proposal in respect of board members of Sectra AB to be presented at the AGM 2010**

In accordance with the principles adopted by the AGM 2009, the chairman of the board approached the four largest shareholders in the autumn 2009 to establish a nomination committee that should prepare matters for the AGM 2010.

The nomination committee was given the following composition:

Carl-Erik Ridderstråle, chairman of the board (convener)  
Jan-Olof Brüer, group chief executive of Sectra AB and the company's largest shareholder  
Gündor Rentsch, representing Frithjof Qvigstad  
Thomas Ehlin, representing Nordea Fonder

Jan-Olof Brüer was elected chairman of the nomination committee. The members of the nomination committee together represent approximately 34% of the votes in Sectra AB.

### **The nomination committee's proposal in respect of board members**

The nomination committee proposes:

- That the board shall comprise of five members without any deputy directors.
- Re-election of Erika Söderberg Johnson, Christer Nilsson, Anders Persson, Torbjörn Kronander and Carl-Erik Ridderstråle.
- That Carl-Erik Ridderstråle shall be re-elected as chairman of the board.

### **Motivated statement**

The nomination committee has held five meetings in advance of the AGM 2010. In addition to having reviewed the board's evaluation of their own work, the nomination committee has had conversations with the board members. This review shows that the board's work has been active and carried out with great commitment and with a high attendance rate.

The nomination committee has also reviewed the statements by the chairman of the board and the chief executive officer regarding the company's activities, objectives and strategies before the delivery of their proposal.

The nomination committee is of the opinion that the current board is well-functioning and meets such demands and requirements of different competence, business experience and distribution according to gender that can be expected from a board in a specialized niche company as Sectra.

The proposal also meets the requirements set out in the Swedish Code of Corporate Governance (Sw. *Svensk kod för bolagsstyrning*) and the rules of NASDAQ OMX Stockholm regarding independent board members (Sw. *oberoende ledamöter*).